



DALLAS AREA RAPID TRANSIT
Annual Disclosure Statement (for the period ended September 30, 2017)

This Annual Disclosure Statement for the period ended September 30, 2017 replaces our Annual Disclosure Statement for the period ended September 30, 2016 and dated March 7, 2017. This Annual Disclosure Statement has been posted on the Internet at our website, www.dart.org, and has been filed with the Municipal Securities Rulemaking Board and is available at www.emma.msrb.org. We intend to update this Annual Disclosure Statement after the first, second, and third quarters of our fiscal year and to replace it annually. We reserve the right to suspend or stop postings on the DART website and quarterly updates at any time. However, we will always provide the annual and periodic information called for under our undertaking in compliance with SEC Rule 15c2-12.

This Annual Disclosure Statement relates to the following securities that we have issued and intend to issue from time to time: Senior Lien Obligations, Senior Subordinate Lien Obligations, and other Bond Obligations (defined below), but does not replace the Supplemental Official Statement or Supplemental Disclosure Statement and Offering Memorandum prepared for a particular series of debt securities.

<p>You should carefully consider the information under the caption "INVESTMENT CONSIDERATIONS" herein.</p>
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DART is a subregional transportation authority created pursuant to Chapter 452 of the Texas Transportation Code (the "Act"). Our boundaries include the corporate limits of 13 North Texas cities and towns, and our headquarters are located in Dallas, Texas. Under the Act, we are authorized to provide public transportation and complementary services within such cities and towns.

Our Board of Directors has adopted a "Master Debt Resolution" that authorizes the issuance and execution of various types of debt instruments (the "Bond Obligations"). Bond Obligations that are issued in the form of bonds, notes, or other securities will be issued in multiple series, and each series will be classified as either "Senior Lien Obligations," "Senior Subordinate Lien Obligations," or "Junior Subordinate Lien Obligations." The Senior Lien Obligations are secured by a first lien on Pledged Revenues; the Senior Subordinate Lien Obligations are secured by a second lien on Pledged Revenues; and the Junior Subordinate Lien Obligations are secured by a third lien on Pledged Revenues. These liens are senior to any other claim against the Pledged Revenues. Pursuant to the Master Debt Resolution, we have issued and have outstanding both Senior Lien Obligations and Senior Subordinate Lien Obligations (together, referred to herein as "Bond Obligations"). See, "OUTSTANDING OBLIGATIONS AND OUR FINANCING PLANS."

Under the Master Debt Resolution, Pledged Revenues consist of: (i) the gross revenues that we receive from a 1% sales and use tax (the "Sales Tax"), and the investment earnings thereon while held by the Trustee in the Gross Sales Tax Revenue Fund; (ii) Pledged Farebox Revenues (as defined herein); (iii) with respect to Senior Lien Obligations, Federal Interest Subsidy payments that are deposited to the Senior Lien Debt Service Fund; and (iv) any additional revenues of DART which by a Supplemental Resolution are expressly and specifically pledged to the payment of Bond Obligations. However, the Federal Interest Subsidy is not used to pay or secure the TIFIA (defined herein) bond debt service. The Sales Tax is imposed on items and services that are sold, rented, or purchased, or acquired for use within our boundaries, and that are subject generally to the Texas sales and use tax. See, "DART'S FINANCIAL PRACTICES AND RESOURCES—Principal Source of Revenue—The Sales Tax." Bond Obligations will be issued for any one or more of the following purposes: refunding outstanding indebtedness, obtaining capital funds for the expansion of our public transportation system, creating reserves, paying interest during limited periods, paying our costs of issuance, or for other purposes if permitted by applicable law.

Unless otherwise indicated, capitalized terms used herein have the meanings assigned to them in the Master Debt Resolution.

This Annual Disclosure Statement may be used to offer and sell a series of Senior Lien Obligations, Senior Subordinate Lien Obligations, or other Bond Obligations only if it is accompanied by the Supplemental Official Statement or Supplemental Disclosure Statement and Offering Memorandum for that series.

Dated Date: March 13, 2018

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Appendix A – Independent Auditors’ Report, with Audited Financial Statements for the Fiscal Years ended September 30, 2017 and 2016

Appendix B – Summary of Certain Terms of the Master Debt Resolution

IMPORTANT NOTICES

We have included cross-references to captions in the Table of Contents where you can find further discussions of summarized information.

We do not claim that the information in this Annual Disclosure Statement is accurate as of any date other than the Dated Date stated on the front cover, except for financial information which is accurate as of its stated date. We will update this Annual Disclosure Statement as described on the cover page. In addition, the summary of the Master Debt Resolution presented in Appendix B is not intended to be comprehensive. You may obtain copies of the Master Debt Resolution, or any updates to this Annual Disclosure Statement, from the Municipal Securities Rulemaking Board's ("MSRB's") website at www.emma.msrb.org, from our website on the internet at www.dart.org, or by contacting our Senior Vice President, Finance, Interim Chief Financial Officer at our corporate address or telephone number to request a free copy: Chief Financial Officer, DART, 1401 Pacific Avenue, Dallas, Texas 75202, 214-749-3148.

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

FORWARD-LOOKING STATEMENTS

We make "forward-looking statements" in this Annual Disclosure Statement 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, receipt of federal grants, and various other factors which 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.

OUTSTANDING OBLIGATIONS AND OUR FINANCING PLANS

As of September 30, 2017, we have thirteen series of Senior Lien Obligations outstanding – our Senior Lien Sales Tax Revenue Refunding Bonds, Series 2007 (the "Series 2007 Bonds"), outstanding in the aggregate principal amount of \$118,395,000; our Senior Lien Sales Tax Revenue Bonds, Series 2008 (the "Series 2008 Bonds"), outstanding in the aggregate principal amount of \$18,340,000; our Senior Lien Sales Tax Revenue Bonds, Series 2009A (the "Series 2009A Bonds") outstanding in the aggregate principal amount of \$36,630,000; our Senior Lien Sales Tax Revenue Bonds, Taxable Series 2009B (Build America Bonds – Direct Payment to Issuer) (the "Series 2009B Bonds"), outstanding in the aggregate principal amount of \$829,615,000; our Senior Lien Sales Tax Revenue Refunding Bonds, Series 2010A (the "Series 2010A Bonds"), outstanding in the aggregate principal amount of \$59,125,000; our Senior Lien Sales Tax Revenue Bonds, Taxable Series 2010B (Build America Bonds – Direct Payment to Issuer) (the "Series 2010B Bonds"), outstanding in the aggregate principal amount of \$729,390,000; our Senior Lien Sales Tax Revenue Bonds, Series 2012 (the "Series 2012 Bonds"), outstanding in the aggregate principal amount of \$118,900,000; our Senior Lien Sales Tax Revenue Bond, Taxable Series 2012A issued to evidence a Transportation Infrastructure Finance and Innovation Act Loan (the "TIFIA Bond"), outstanding in the aggregate principal amount of up to \$102,968,481; our Senior Lien Sales Tax Revenue Refunding Bonds, Series 2014A (the "Series 2014A Bonds"), outstanding in the aggregate principal amount of \$379,480,000; our Senior Lien Sales Tax Revenue Refunding Bonds, Series 2014B (the "Series 2014B Bonds"), outstanding in the aggregate principal amount of \$46,555,000; our Senior Lien Sales Tax Revenue Refunding Bonds, Series 2015 (the "Series 2015 Bonds"), outstanding in the aggregate principal amount of \$116,030,000; our Senior Lien Sales Tax Revenue Refunding Bonds, Series 2016A (the "Series 2016A Bonds"), outstanding in the aggregate principal amount of \$482,530,000; and our Senior Lien Sales Tax Revenue Refunding Bonds, Series 2016B, outstanding in the aggregate principal amount of \$228,900,000.

Bond Obligations We Expect to Issue in 2018

We currently plan to seek a federal loan in the amount of \$908,000,000 in Railroad Rehabilitation Improvement Financing (known as “RRIF”) for the Cotton Belt Project in Fiscal Year 2018.

Preconditions to Issuance of Bond Obligations—Financial Coverage Tests

– Conditions to Issuance of Senior Lien Obligations

There are thirteen series of Senior Lien Obligations outstanding comprised of the Series 2007 Bonds, the Series 2008 Bonds, the Series 2009A and Series 2009B Bonds, the Series 2010A and Series 2010B Bonds, the Series 2012 Bonds, the Series 2012A TIFIA Bond, the Series 2014A and Series 2014B Bonds, the Series 2015 Bonds, and the Series 2016A and 2016B Bonds. Under the Master Debt Resolution, we cannot issue additional Senior Lien Obligations unless:

(1) An independent professional economist broadly experienced in economic forecasting in the North Texas region, or an independent certified public accountant or accounting firm, reports to us projections of Gross Sales Tax Revenues and the projections show that the estimated Gross Sales Tax Revenues for each of three consecutive Fiscal Years, beginning with the first Fiscal Year in which Debt Service will be due on the proposed Additional Senior Lien Obligations, are equal at least to 200% of the Debt Service that will be due on all Senior Lien Obligations that will be outstanding after the proposed new issue during each of such three Fiscal Years; or

(2) During either our most recent Fiscal Year or during 12 out of the most recent 18 months, our Gross Sales Tax Revenues were equal to at least 200% of the maximum Debt Service that will be due on any outstanding Obligations and the proposed Additional Senior Lien Obligations during any of the current or any future Fiscal Year; and

(3) Our Executive Vice President/Chief Financial Officer (or Interim individual serving as Chief Financial Officer), or the Senior Vice President, Finance, certifies that we will receive Gross Sales Tax Revenues, during each of three consecutive Fiscal Years beginning with the Fiscal Year in which Debt Service is due on the proposed Additional Senior Lien Obligations, which will be sufficient to pay all Senior Lien Obligations and all Subordinate Lien Obligations during such three Fiscal Years; and

(4) We satisfy any additional financial tests that may be contained in a Supplemental Resolution or Credit Agreement.

– Conditions to Issuance of Subordinate Lien Obligations

The Master Debt Resolution does not itself impose financial tests as preconditions to the issuance of additional Senior Subordinate Lien Obligations or Junior Subordinate Lien Obligations beyond the requirement that we demonstrate the ability to pay them when due.

We cannot issue additional Senior Lien Obligations or Senior Subordinate Lien Obligations unless:

(1) We satisfy the financial tests contained in the Master Debt Resolution summarized above; and

(2) An independent economist broadly experienced in economic forecasting in the North Texas region, or an independent certified public accountant or accounting firm, reports to us projections of Gross Sales Tax Revenues and the projections show that the estimated Gross Sales Tax Revenues for each of the three following and consecutive Fiscal Years, beginning with the first Fiscal Year in which Debt Service will be due on the proposed Bond Obligations, are equal at least to 150% of the Debt Service that will be due on all Bond Obligations that are issued as

Senior Lien Obligations and Senior Subordinate Lien Obligations that will be outstanding after the proposed new issue during each of such three Fiscal Years; and

(3) During any four (4) of the most recent six (6) calendar quarters immediately preceding the issuance date of the proposed Bond Obligations, our Gross Sales Tax Revenues must have been equal at least to 200% of the Debt Service on our Bond Obligations that were outstanding during such four (4) calendar quarters plus Debt Service on the proposed Bond Obligations, assuming that they were outstanding during such period and after taking into account any reduction in Debt Service that may result from the issuance of the proposed Bond Obligations; and

(4) If the proposed Bond Obligations are Senior Subordinate Lien Obligations, our Chief Financial Officer certifies that estimated Gross Sales Tax Revenues during each of the three consecutive Fiscal Years beginning with the Fiscal Year in which Debt Service is due on the proposed Additional Senior Subordinate Lien Obligations will be sufficient to pay 200% of the Debt Service due on all Senior Lien Obligations, Senior Subordinate Lien Obligations, and Junior Lien Obligations during such three Fiscal Years.

We expect that future Credit Providers and general market requirements will, from time to time, impose different or additional financial tests as preconditions to the issuance of additional Bond Obligations. Any such additional requirements will be contained in a Supplemental Resolution or in a Credit Agreement. See, Appendix B, SUMMARY OF CERTAIN TERMS OF THE MASTER DEBT RESOLUTION—Permitted DART Indebtedness.

Method of Issuing Bond Obligations

To issue any series of Bond Obligations, the Master Debt Resolution requires our Board to adopt a Supplemental Resolution establishing the specific terms of the series to be issued. When we issue Bond Obligations, you should purchase them on the basis of this Annual Disclosure Statement only if you have also obtained a “Supplemental Official Statement” or a “Supplemental Annual Disclosure Statement and Offering Memorandum” relating to the series of Bond Obligations you are considering.

Security for the Obligations—Flow of Funds

Our Gross Sales Tax Revenues consist of the money we are entitled to receive under the Act and other state law from the levy and collection of the voter-approved Sales Tax that is levied on taxable items and services that are sold or used within our boundaries. That revenue and the investments thereof, if any, while held by the Trustee in the Gross Sales Tax Revenue Fund are Pledged Revenues that secure all of the Bond Obligations. Additionally, pursuant to the provisions of the Seventh Supplemental Debt Resolution authorizing the issuance of our Series 2010A and Series 2010B Bonds, we pledged the “Pledged Farebox Revenues” as security for all of the Bond Obligations. The Pledged Farebox Revenues include all fares collected by or on behalf of DART for its bus, rail, and paratransit services in an amount equal to 97.3% of the debt service accruing on the Series 2010 Bonds after deducting the Federal Interest Subsidy applicable to such bonds. The annual amount of the Pledged Farebox Revenues varies each year based on the actual debt service on the Series 2010B Bonds. The amount constituting Pledged Farebox Revenues ranges from \$22.9 million in 2012 to \$71.4 million in 2049. In addition, Federal Interest Subsidy Payments that are deposited to the Senior Lien Debt Service Fund are pledged to the payment of Senior Lien Obligations. We reserved the rights (1) to pledge the other farebox revenues as security for the payment of Bond Obligations or any other obligations of DART and (2) to exclude any specified portion of farebox revenues from Pledged Farebox Revenues (including Special Revenues) by Supplemental Resolution, provided that the aggregate amount of Pledged Farebox Revenues then expected to be collected in all future Debt Service Accrual Periods shall not be reduced as a result.

State law requires the sellers and suppliers of taxable items and services to collect the Sales Tax from consumers and to pay collected taxes to the Texas Comptroller of Public Accounts. The Comptroller receives and collects all such taxes that are imposed throughout the state and pays them over to the agencies, such as DART, that levy them, net of a 2% collection fee and reserves for possible refunds.

The Master Debt Resolution establishes (1) the procedure for handling the Gross Sales Tax Revenues from the point of release of the revenues by the Comptroller to the Trustee to the point they are released by the Trustee to us; (2) the priorities of the liens that are created for the benefit of the Senior Lien Obligations, the Senior Subordinate Lien Obligations, and the Junior Subordinate Lien Obligations; and (3) the permissible investments thereof at our direction.

The law requires the Comptroller to deliver the net amount of the collected taxes to us or for our benefit not less frequently than quarterly. Under current practice, the Comptroller delivers net tax collections monthly directly to the Trustee for the benefit of the Holders of Bond Obligations under the Master Debt Resolution.

The Trustee is required to deposit money received from the Comptroller to the Gross Sales Tax Revenue Fund. On the day of receipt, the Trustee is required to withdraw that money and to make deposits to three debt service funds (the Senior Lien Debt Service Fund, the Senior Subordinate Lien Debt Service Fund, and the Junior Subordinate Lien Debt Service Fund, collectively referred to herein as “Debt Service Fund(s)”) in amounts equal to the Accrued Aggregate Debt Service on the Bond Obligations of each lien ranking, beginning first with the Senior Lien Debt Service Fund, then the Senior Subordinate Lien Debt Service Fund, and finally the Junior Subordinate Lien Debt Service Fund, before any monies are released to us for other uses.

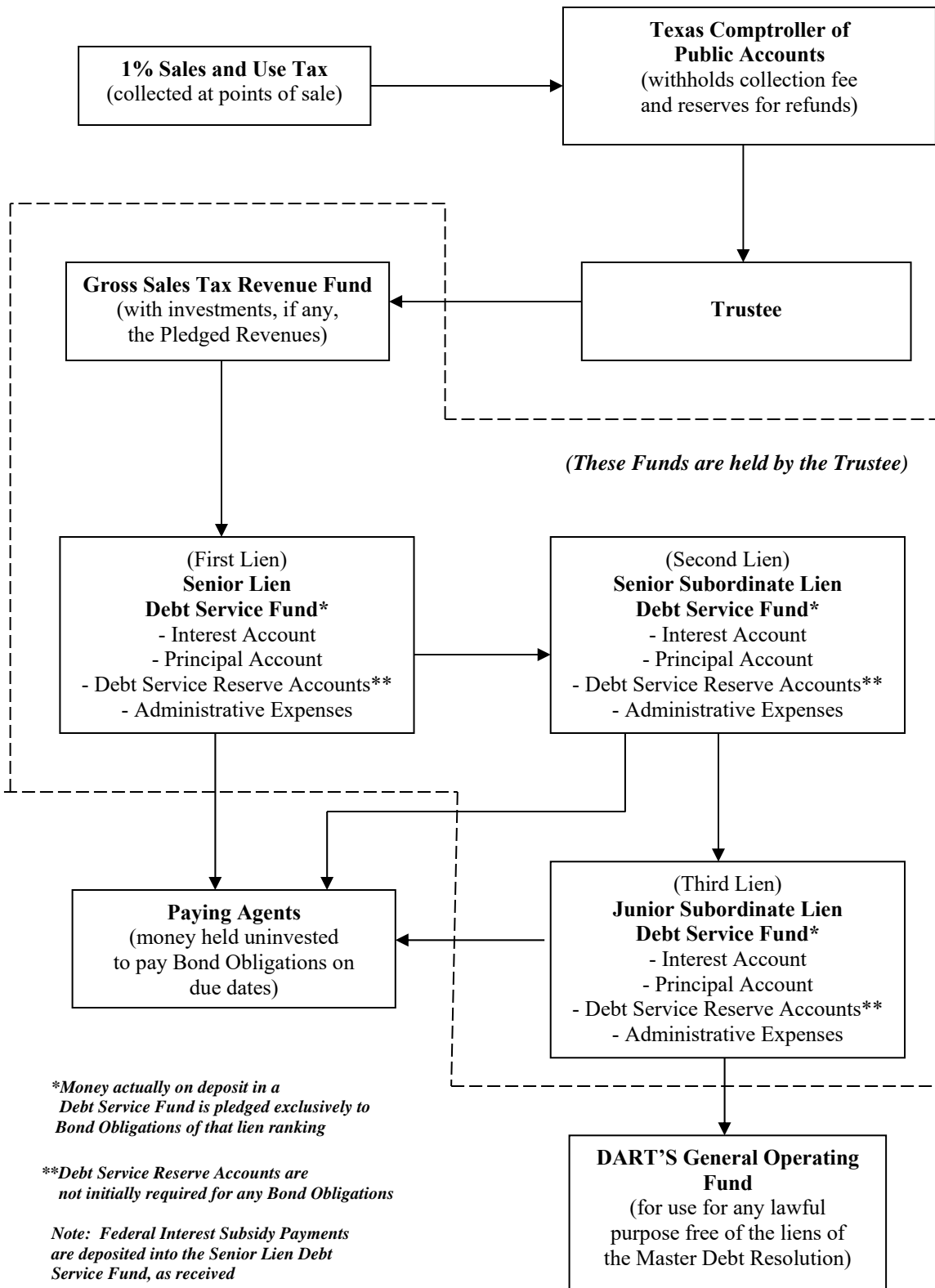
Money actually on deposit in a Debt Service Fund is pledged exclusively and irrevocably to the Bond Obligations of the applicable lien ranking.

If the monies received from the Comptroller are not sufficient to fill all three of the Debt Service Funds to the level of current requirements, they are filled in the order of lien ranking and any deficiencies are restored with the next available Gross Sales Tax Revenues. If amounts on deposit in any Debt Service Fund are not sufficient on any Interest Payment Date, Mandatory Redemption Date or Stated Maturity Date, the Trustee is also required to deposit all the Pledged Farebox Revenues to the Debt Service Funds in the same order of priority as Gross Sales Tax Revenues.

If there is an excess of money over the amounts needed to make the required deposits to all three Debt Service Funds, and after restoring deficiencies, if any, the Trustee is required to deliver the excess revenue to DART, free and clear of the liens of the Master Debt Resolution.

When payments are due on Bond Obligations, the Trustee sends the required amounts from the applicable Debt Service Fund to the Paying Agent(s) for the maturing Bond Obligations, as shown in the following chart of the flow of funds:

Flow of Funds (cont'd)



**Money actually on deposit in a Debt Service Fund is pledged exclusively to Bond Obligations of that lien ranking*

***Debt Service Reserve Accounts are not initially required for any Bond Obligations*

Note: Federal Interest Subsidy Payments are deposited into the Senior Lien Debt Service Fund, as received

Note: Pledged Farebox Revenues are held in the General Operating Fund and are only required to be transferred to the Senior Lien Debt Service Fund if the amounts therein are insufficient to pay debt service on the Bond Obligations.

INFORMATION ABOUT DART

DART is a subregional transportation authority and governmental agency of the State of Texas, created and confirmed by a referendum passed on August 13, 1983, pursuant to Article 1118y of Vernon's Annotated Texas Civil Statutes, as amended and recodified into the Act. The Act authorizes us to provide public transportation and complementary services within the corporate limits of those cities and towns in which the voters have confirmed the creation of or joinder with DART and approved the imposition of the Sales Tax under the Act.

DART's Boundaries, Additions, Withdrawal Rights

Our current boundaries include the following Participating Municipalities: The Cities of Carrollton, Cockrell Hill, Dallas, Farmers Branch, Garland, Glenn Heights, Irving, Plano, Richardson, Rowlett, and University Park and the Towns of Addison and Highland Park, Texas. Our boundaries encompass approximately 700 square miles and contains an estimated 2017 population of 2.4 million persons, according to information obtained from the North Central Texas Council of Governments.

If a municipality that we do not currently serve is located at least in part in a county that we serve, the municipality may become a Participating Municipality by holding an election in accordance with the Act at which its joinder with DART and the imposition of the Sales Tax is approved by its voters.

Under the Act, a Participating Municipality has the right to call an election at which its voters may vote to withdraw as a Participating Municipality every sixth calendar year. This process can be initiated by either official action of the Participating Municipality's governing body or by citizen petition. The next year in which withdrawal elections may be held is 2020.

If a withdrawal election is held and voters approve withdrawal from DART, all of our public transportation services to and within the withdrawing municipality must cease on the day following the canvass of the election returns. The Comptroller must continue to collect the Sales Tax within that municipality, however, until we have collected an amount equal to the withdrawing municipality's pro-rata share of our financial obligations that existed at the time of withdrawal. Accordingly, the Act limits the impact a municipality's withdrawal might have on our ability to repay our indebtedness, including any Bond Obligations.

Under the Act, our Board must calculate a withdrawing municipality's financial obligation to us as of the date of withdrawal. This financial obligation shall equal such municipality's portion of the total amount of the following:

- Our outstanding obligations under contract and authorized in our current budget;
- Our outstanding contractual obligations for capital and other expenditures payable from sources other than proceeds of notes, bonds, or other obligations;
- Payments due or to become due in all subsequent years on notes, bonds, or other securities or obligations for debt issued by us;
- Our required reserves for all years to comply with financial covenants made with lenders, note or bond Holders, or other creditors or contractors; and
- The amount necessary for the full and timely payment of our existing obligations, to avoid a default or impairment of those obligations, including contingent liabilities.

Any of our financial obligations that specifically relate to such withdrawing municipality will be allocated completely to it.

DART's General Powers and Purposes

We exercise public and essential governmental functions under the Act, and the Act grants us certain powers to carry out these functions. The Act authorizes us to acquire, construct, develop, plan, own, operate, and maintain all real and personal property needed by us for public transportation or complementary transportation purposes. Complementary transportation services include the following services:

- Special transportation services for elderly or disabled persons;
- Medical transportation services;
- Assistance in street modifications to accommodate our public transportation system;
- The purchase, construction, or renovation of general aviation facilities that are not served by certificated air carriers in order to relieve air traffic congestion at existing facilities; and
- Any other service that complements our public transportation system, such as parking garages.

The Act grants to us the right to acquire property by eminent domain for our public transportation system, so long as the governing body (in a city or town) or the commissioners court of the county (in unincorporated areas) having jurisdiction over the property approves the acquisition. The Act also authorizes us to lease to or contract with a private operator to operate a public transportation system or any part thereof, and to contract with any non-participating city, county, or other political subdivision to provide public transportation services to any area outside our boundaries.

The Board of Directors

We are governed by a 15-member Subregional Board of Directors. The governing bodies of the Participating Municipalities appoint members to our Board according to the ratio of the population of each Participating Municipality to the total population within our boundaries. A Participating Municipality having a population which entitles it to make a fraction of an appointment may combine that fraction with one or more other Participating Municipalities to make one appointment, but no Participating Municipality may appoint more than 65% of the members of the Board. The Board is restructured whenever there is a change in the member municipalities or every fifth year after the date census data or population estimates become available.

Each Board member serves at the pleasure of the governing municipal unit that appoints the member. Board members serve staggered two-year terms. Eight of the member terms begin on July 1 of odd-numbered years and seven of the member terms begin July 1 of even-numbered years. Each member is entitled to receive \$50 for each Board meeting attended and is reimbursed for necessary and reasonable expenses incurred in the discharge of the member's duties.

The following table sets forth information regarding our current Board of Directors. The Board appoints from its members a chair, vice chair, secretary, and assistant secretary as shown in the table.

CURRENT MEMBERS AND OFFICERS OF THE BOARD OF DIRECTORS			
NAME	REPRESENTS	YEAR OF APPOINTMENT TO BOARD	OCCUPATION
Sue S. Bauman, <i>Chair</i>	Dallas	2016	Faculty, Richland College
Paul N. Wageman, <i>Vice Chair</i>	Plano	2012	Attorney
Michele Wong Krause, <i>Secretary</i>	Dallas	2014	Attorney
Jonathan R. Kelly, <i>Assistant Secretary</i>	Garland	2016	Investment Advisor
Amanda Moreno	Dallas	2013	Entrepreneur
Catherine Cuellar	Dallas and Cockrell Hill	2017	Social Enterpriser
Dominique P. Torres	Dallas	2017	Attorney
Faye Moses Wilkins	Plano and Farmer Branch	1999	Telecommunications & System Integration Consultant
Gary Slagel	Richardson, University Park, Addison, and Highland Park	2011	Technology Executive
Jon-Bertrell Killen	Dallas	2017	Architect
Mark C. Enoch	Garland, Rowlett, and Glenn Heights	1997	Attorney
Patrick Kennedy	Dallas	2016	Urban Planner
Ray Jackson	Dallas	2017	Attorney
Richard H. Stopfer	Irving	2013	Retired Automotive Consultant and Mayor, City of Irving
Timothy A. Hayden	Carrollton and Irving	2015	Safety and Risk Control Consultant

Significant Board Policies and Planning Documents

Our Board has adopted a mission statement, strategic priorities, goals, financial and business planning policies, and general policies that provide management a framework within which the agency must operate. The Board has also adopted Bylaws and Rules of Procedure to ensure that it acts in a consistent and orderly manner. Each year, for planning purposes, DART issues an annual business plan (the “Business Plan”) which includes components of the following:

— The Strategic Plan – The Strategic Plan provides a foundation for all other management actions. Beginning with DART’s mission statement and vision, the Strategic Plan includes priorities, goals, objectives, and performance measures that guide decision-making throughout the agency. The other plans and documents described in this section are also considered to be part of DART’s Strategic Plan because they provide significant guidance for agency activities and require alignment of processes and activities to achieve their full functionality and value. Elements of the Strategic Plan are periodically reviewed and updated to reflect the current environment. The mission statement and vision are the most constant elements of the Strategic Plan while individual project plans and employee performance plans are reviewed and revised at least once each year.

— Service Plan and Transit System Plan – The Service Plan, required by DART’s enabling legislation, specifically describes the service provided including the locations of major transit facilities and fixed guideways. The Transit System Plan, which is not required by law, is the financially constrained long-range planning tool that is updated to incorporate changes in the service area. It provides the vision and direction for DART’s future capital projects and operating programs that will be needed to improve regional mobility. The Transit System Plan is closely coordinated with development of the North Central Texas Council of Governments’ Metropolitan

Transportation Plan (MTP) and is revised periodically. The last revision was completed in Fiscal Year 2007 and focuses on transit needs and opportunities within the context of a 2030 horizon. The DART is nearing completion of an update to the 2030 Transit System Plan through the horizon year of 2040. The draft 2040 Transit System Plan was completed and presented to the DART Board October 2017; the final draft is expected to be available in the Calendar Year 2018.

— Annual Budget – DART’s enabling legislation requires the Board to develop, recommend, and approve an annual budget. The Board must make its proposed annual budget available to the governing bodies of the cities in the service area for review and comment at least 30 days prior to its final adoption. The annual budget, which corresponds to the first year of the Twenty-Year Financial Plan, enumerates the amounts authorized for operating expenses, capital and non-operating costs, and debt service.

— Twenty-Year Financial Plan – The Twenty-Year Financial Plan addresses the affordability of the Transit System Plan and the timing of service and capital expansion projects. The Twenty-Year Financial Plan details projected sources and uses of cash for twenty years. The approved Annual Budget is used as the first year of the plan, and the Business Plan is reflected in the first five years of the plan. The final 15 years of the plan validate the affordability of our long-range Transit System Plan, and include our commitments for future system expansion and the issuance and repayment of debt.

— Business Plan – DART’s Business Plan provides a comprehensive summary of the Agency’s plans and commitments and outlines how DART will employ projected resources to achieve its goals and strategic priorities.

— Financial Standards – The Board’s Financial Standards establish limits for capital expansion, the issuance of debt, and the maintenance of cash reserves. These standards are the basis for our Financial Plan projections. The Board has also approved Business Planning Parameters that establish operating service levels, management performance objectives, and policy limitations for projecting major sources and uses of cash.

— Key Performance Indicators – The Business Plan provides a detailed outline of our performance projections and commitments for each mode of service and DART as a whole. The Plan includes "scorecards" addressing key operating, financial, and quality measures (called “Key Performance Indicators”) and identifying initiatives necessary to improve performance. The Business Plan defines how management will achieve the key initiatives presented in the Strategic Plan.

— Five-Year Action Plan – The Five-Year Action Plan provides detailed discussions of our plans to increase bus and rail ridership through service improvements for a five-year period.

DART’s Management

The Board appoints our President/Executive Director, who also serves as our Chief Executive Officer. The Chief Executive Officer’s duties include:

- Administering our daily operations, including the hiring, compensation, and removal of employees;
- Awarding contracts for services, supplies, capital acquisitions, real estate, and construction without Board approval if the amount of any such contract does not exceed \$100,000; and
- Awarding contracts of up to \$250,000 without Board approval for standard off-the-shelf commercial products.

Additional staff positions that report directly to the Board include the General Counsel, a Director of Internal Audit, and a Director of the Office of Board Support.

A summary of our executive management team is shown in the following table:

DART'S EXECUTIVE MANAGEMENT		
NAME	POSITION	JOINED DART
Gary C. Thomas	President/Executive Director	1998
Jesse Oliver	Deputy Executive Director	2012
Carol Wise	Executive Vice President, Chief Operations Officer	2012
David Leininger	Executive Vice President, Business Solutions and Innovation	2008
Timothy H. McKay	Executive Vice President, Growth and Regional Development	2001
John Adler	Vice President, Procurement	2006
Albert Bazis	Director of Internal Audit	2001
Scott Carlson	General Counsel	2012
Joseph G. Costello	Senior Vice President, Finance, Interim Chief Financial Officer	2014
Doug Douglas	Vice President, Mobility Management Services	1990
Nicole Fontayne-Bardowell	Vice President, Chief Information Officer	2014
Garrome Franklin	Vice President, Chief Safety Officer	2015
Nevin Grinnell	Vice President, Chief Marketing Officer	2011
Michael Holbrook	Vice President, Rail Operations	2008
Nancy Johnson	Director of the Office of Board Support	1999
Morgan Lyons	Vice President, External Relations	1996
Michael Miles	Vice President, Government Relations	1982
Michael Muhammad	Vice President, Diversity/Innovative Services	2004
Bonnie Murphy	Vice President, Commuter Rail	2017
Cheryl Orr	Vice President, Chief People Officer	2015
Todd Plesko	Vice President, Planning & Development	2009
John Rhone	Vice President, Capital Design & Construction	2002
Stephen Salin	Vice President, Rail Planning	2000
David Schulze	Vice President, Policy & Strategy	1994
James Spiller	Vice President, DART Chief of Police and Emergency Management	2001
Robert W. Strauss	Vice President, Real Property and Transit Oriented Development	2016
Vacant	Vice President, Bus Operations	N/A

Employees and Employee Relations

DART currently has 3,816 budgeted positions for full-time salaried and hourly employees. Bus operators, mechanics, and call center personnel are represented by The Amalgamated Transit Union, Local 1338. As a Texas governmental agency, we do not collectively bargain or sign labor contracts with these employee representatives. We do, however, meet and confer with these representatives on hourly employee issues, compensation, and benefits.

Pension, Retirement, Deferred Compensation Plans, and Other Post-Employment Benefits

We operate three employee benefit plans. Information about the plans is contained in Note 17 to the Audited Financial Statements attached hereto as Appendix A. In addition to pension benefits, we provide post-retirement health care and life insurance benefits in accordance with DART policy to certain employees. Information about such benefits is contained in Note 18 to the Audited Financial Statements attached hereto as Appendix A. We have implemented GASB Statement No. 45 “Accounting and Financial Reporting by Employers for Post-Employment Benefits Other Than Pensions.”

Significant Contract Services

We use contracted services extensively, including the following:

- MV Transportation, Inc., for Mobility Management Services (ADA Paratransit operations and On-Call Services);
- Herzog Transit Services, Inc. for our Commuter Rail services;
- Echo T&C for University of Texas at Dallas shuttle services;
- Metropolitan Security Services for armed security guard services;
- Triad Commercial Services for janitorial services (Rail and Bus facilities) and property management;
- HealthScope as the third-party administrator over the Agency’s health benefits;
- HDR Engineering, Inc. for General Planning Consultant services; and
- Clean Energy for CNG fuel station maintenance.

We also utilize contracts for a major portion of the planning, design, and construction of major capital programs.

Insurance

We maintain a comprehensive insurance program, including the following:

- We self-insure for auto liability, general liability, and workers’ compensation claims arising out of transit operations. Segregated cash reserves are maintained for these programs.
- We carry all-risk property insurance for full repair or replacement in the event of loss with a \$500 million limit for any one loss or any one location.
- We carry \$300 million liability coverage for the light rail system and the Trinity Railway Express commuter rail service with a \$3 million self-insured retention. This policy covers DART and the Fort Worth Transportation Authority.
- We purchase \$10 million of liability coverage for leased premises to comply with the terms of our lease agreements with third parties. We also purchase insurance to cover non-owned automobile liability, directors and officer’s liability, cyber liability, forgery, theft, disappearance and destruction, computer fraud, and employee dishonesty.
- DART is currently evaluating the option to implement our fifth Owner Controlled Insurance Program (OCIP) for our upcoming construction projects including the Red and Blue Line Platform Extensions project, the Cotton Belt Regional Rail Corridor and Second Central Business District (CBD) light rail alignment project (D2 subway). If implemented, the OCIP will provide all eligible enrolled contractors with statutory workers’ compensation coverage, general and excess liability insurance, railroad protective liability and builders’ risk insurance.

As a public entity, we are protected in many instances by governmental immunity. In cases where our governmental immunity does not apply, our liability is often limited by the Texas Tort Claims Act to \$100,000 per person or \$300,000 per occurrence for bodily injury and \$100,000 per occurrence for property damage. Workers’ compensation payments are statutory and regulated by the Department of Labor and the Texas Department of Insurance’s Division of Workers’ Compensation.

DART'S FINANCIAL PRACTICES AND RESOURCES

Audits of Financial Information

DART's Fiscal Year is from October 1 through September 30. We maintain our records of accounts in accordance with generally accepted accounting principles. Our financial accounts and records are audited at the close of each Fiscal Year by an independent, outside auditing and accounting firm approved by the Board. The audits are usually presented to us not later than 120 days after the close of each Fiscal Year. The Independent Auditors' Report, with our audited annual financial statements for the Fiscal Years ended September 30, 2017 and 2016, is presented as a part of this Annual Disclosure Statement as Appendix A. Each subsequent annual revision of this Annual Disclosure Statement will include our most recent audited annual financial statements and our analysis of the financial results for the year.

Principal Source of Revenue—The Sales Tax

Our principal revenue source is the Sales Tax that is levied on taxable items that are sold, rented, or purchased, or acquired for use, within the boundaries of our Participating Municipalities. The Act and the Limited Sales, Use, and Excise Tax Act, Chapter 151, Texas Tax Code, as amended, contain a full description of the items and services subject to and exempted from the sales and use tax.

The Texas Legislature has modified the sales and use tax base from time to time to add or subtract certain items to or from our taxable base, and even to exempt from taxes certain items purchased during a defined time window. In 1999, the Legislature created an annual three-day "sales tax holiday" just prior to the opening of each new school year which exempts from State and local sales taxes the purchase of certain clothing, school supplies, and footwear. The sales tax holiday exempts these purchases from the Sales Tax as well. While the law establishing the sales tax holiday currently permits us to repeal the temporary exemption from our Sales Tax, we do not intend to repeal this exemption unless it will adversely impact our ability to repay any outstanding Bond Obligations.

The following table shows our Net Sales Tax Revenues for each of the most recent 10 Fiscal Years. The Net Sales Tax Revenues show actual receipts in a given Fiscal Year, and may differ from the sales tax revenues shown on our financial statements. When DART is notified of an overpayment of sales tax, an accounting adjustment is made to reflect the reduction in sales tax revenues in that same fiscal year. In two cases where sizeable overpayments were determined to have been made, DART entered into a repayment plan. The table below shows sales tax receipts less any repayment installments. Since the financial statements reflect a reduction in sales tax revenues for the Fiscal Year in which an overpayment is determined to have been made, rather than in the Fiscal Years over which an overpayment is repaid, the sales tax revenues shown on the financial statements may differ from the Net Sales Tax Revenues shown below.

Net Sales Tax Revenues* (in millions)	
Fiscal Year ended 9/30	Receipts
2008	\$416.1*
2009	\$377.6
2010	\$375.5
2011	\$402.4
2012	\$432.5
2013	\$455.7
2014	\$485.7
2015	\$518.6
2016	\$545.1
2017	\$566.6

*The amount shown for 2008 includes \$3.6 million that the State Comptroller has determined to be overpayments. In 2006, there was a \$13.2 million overpayment. Such amounts are being repaid by DART in quarterly payments through March 2027. See "DART's Operations and Performance Results – Sales Tax Revenues and the Net Operating Subsidy."

Secondary Revenues—Farebox Collections

We collect fares from our bus, rail, and paratransit users. The Act permits us to set fares based upon a zone system or by another classification that we determine to be reasonable and nondiscriminatory.

We receive other miscellaneous revenues, primarily from advertising and leases. We refer to these and the farebox revenues as “Operating Revenues.” The following table lists our operating revenues and expenses for the past 10 fiscal years.

Operating Revenues & Expenses (in millions)		
Fiscal Year ended 9/30	Operating Revenues	Operating Expenses*
2008	\$59.8	\$512.2
2009	\$57.4	\$523.6
2010	\$63.2	\$572.5
2011	\$69.4	\$629.0
2012	\$80.1	\$645.8
2013	\$83.7	\$701.7
2014	\$84.5	\$704.5
2015	\$85.4	\$705.3
2016	\$81.9	\$739.3
2017	\$79.6	\$745.5

- Includes depreciation expense

Federal Grant Funds

We receive federal grant funds primarily from the Federal Transit Administration (“FTA”). We utilize these proceeds to fund a portion of our eligible capitalized maintenance expenses and capital programs. Congress allocates transit funds on both a formula basis and a discretionary basis. We are eligible to receive both types of funds.

Federal grants are on a reimbursement basis, so receipts will not match annual appropriation. The following table reflects actual federal and state cash receipts of DART by Fiscal Year for the past 10 years.

Federal/State Receipts (in millions)		
Fiscal Year	Federal Receipts	State Receipts
2008	\$173.6	\$2.3
2009	\$300.8	\$0.1
2010	\$200.1	\$2.7
2011	\$165.2	\$1.1
2012	\$175.8	\$19.9
2013	\$141.4	\$2.7
2014	\$128.3	\$1.6
2015	\$104.9	\$10.9
2016	\$47.1	\$3.1
2017	\$78.2	\$1.2

Lease/Leaseback Transactions

As authorized by the Act, we entered into ten separate economically defeased lease transactions which, in general, involved our lease and leaseback of specified, depreciable property to various trustee entities, acting on behalf of private investors. As of the date hereof, one of such transaction is still outstanding. The one outstanding transaction involves the lease and leaseback of light rail cars used as a part of our transit system. Although we retain legal title to the leased property, this transaction was structured so as to result in a sale of the leased property to the private

investors for federal income tax purposes. The rent due for the full term of the leases was prepaid to us, and the trustees have no further obligation to pay us any rent under the lease. The trustee subleased the property back to us for a sublease term that is shorter than the term of the lease. At a specified date on or before the end of the sublease term, we have the right to purchase the trustee's interest in the lease.

We paid a portion of the advance rental payments received by us from the trustees to purchase contractual undertakings from certain financial institutions, rated "AA" or better at that time by recognized rating agencies, pursuant to which such financial institutions assumed and agreed to pay to the trustee the sublease rental payments due and owing by us through our purchase option date, together with the purchase option price owed by us if we determine to exercise our purchase option rights. In other leases, we deposited a portion of such advance rental payments with a custodian, whom we instructed to purchase direct obligations of the United States Government and other securities that will mature on the dates and in the amounts required to pay sublease rental payments and the purchase option price.

The excess amounts of the advance rental payments received by us over the costs of the contractual undertakings and the amounts of the custodial deposits, after paying for certain other costs incurred in connection with the transactions, was retained and utilized by us. After closing the transactions, we continue to have the right to uninterrupted use and possession of the leased property so long as we are not otherwise in default under the contractual terms of the lease documents. Notwithstanding such contractual undertakings and custodial deposits, we remain obligated to pay all amounts owed by us under the sublease, including sublease rent and the purchase option price should we exercise it, in the event of the insolvency of or other failure to pay by the financial institution or a failure of the custodial deposits.

We have successfully terminated or repaired all lease/leaseback transactions that were non-compliant with their respective operative documents. As of September 30, 2017, one lease/leaseback transaction was active and is in full compliance with the operative documents, as amended. See Note 11 to the Audited Financial Statements attached hereto as Appendix A.

DART OPERATIONS AND PERFORMANCE RESULTS

The Independent Auditors' Report on DART's financial statements for the fiscal year ended September 30, 2017, is attached as Appendix A. The information contained under this heading presents the comments, observations, and interpretations of financial and other facts and practices by our management and its opinions as to those facts, practices, and circumstances affecting DART. We do not warrant or guarantee that the conclusions we have drawn therefrom are accurate or complete or provide any assurances as to future financial and/or operating results of DART. The financial information discussed in this section is derived from the financial statements attached as Appendix A and other identified sources.

Sales Tax Revenues and the Net Operating Subsidy

Sales tax revenues contributed 72% and 74% of total revenues (which includes capital contributions and grants) in Fiscal Year 2017 and Fiscal Year 2016, respectively. Sales tax revenues in Fiscal Year 2017 were \$567.4 million, a \$21.5 million (3.9%) increase over Fiscal Year 2016. Net receipts were \$566.6 million versus a Sales Tax Budget of \$563.6 million. Our sales taxes highly correlate with personal income and retail sales in the region. Our principal revenue source is the sales tax. Sales tax revenues received by us from the State Comptroller reflect sales transactions that occur approximately two months prior to receipt by us. The sales tax revenues discussed in this section are derived from our annual financial statements which reflect accounting adjustments made as a result of overpayments of sales taxes to DART. As a result of these accounting adjustments, sales tax revenues shown on our financial statements may differ from the Net Sales Tax Revenues (which represent actual receipts in a Fiscal Year) shown in the table on page 12. As a result of overpayments to DART of \$13.2 million in Fiscal Year 2006 and \$3.6 million in Fiscal Year 2008, DART entered into a repayment plan with the State Comptroller which commenced in December 2006, and currently extends to March 2027. Pursuant to the repayment plan, the State Comptroller deducts quarterly repayments from sales tax revenues that would otherwise be owed to DART.

The Fiscal Year 2018 Budget projects Net Sales Tax Revenues of \$593.9 million compared to \$563.6 million for Fiscal Year 2017. This represents a 5.4% increase from the 2017 budget and a 4.8% increase over the 2017 Actual Sales Tax Receipts. For the first three months of Fiscal Year 2018, sales tax receipts are 5.0% over the first three months of Fiscal Year 2017 and 1.2% above our Fiscal Year 2018 sales tax budget for the first three months.

We maintain various cash reserves including a Financial Reserve Account that is funded with sales tax collections, if any, that exceed budget during a given year. In addition, a Capital Project Reserve Account was established. If the Financial Reserve Account exceeds \$50 million, excess funds are placed in the Capital Project Reserve Account. An affirmative vote of two-thirds of the Board is required to draw upon the Financial and Capital Project Reserves and the funds may be used for any purpose approved by the Board. As of September 30, 2017, the balance in the Financial Reserve Account was \$50.0 million and the balance in the Capital Project Reserve Account was \$23.7 million. For Fiscal Year 2017, our sales tax receipts exceeded our sales tax budget by \$3.0 million. DART has entered into an Equity Security Agreement on one of our lease/leaseback obligations that requires us to set aside certain investments as security. As of September 30, 2017, DART has \$7.8 million set aside in the Financial Reserve for this purpose. In addition, we are required by our Financial Standards to maintain a working cash balance in the general operating fund equal to at least one month of expenses that are projected to be paid from sales tax collections. As of September 30, 2017, the balance in the general operating fund was \$460.5 million which equals approximately 7.4 months of expenditures.

Results for Fiscal Year 2017 reflect a loss before capital contribution and grants of \$136.4 million compared to \$193.9 million for 2016. This loss in 2017 is less than that of 2016 due to an increase in sales tax revenues, a reduction in other non-operating expenses and debt service costs, and an increase of other federal grant receipts.

Net operating subsidy measures the amount of sales tax dollars required to subsidize the operating costs of our public transit system. We calculate “net operating subsidy” in the following manner: operating expenses minus extraordinary items and depreciation minus operating revenues. Our goal is for the sales tax revenues to increase by a higher percentage than net operating subsidy. In Fiscal Year 2017, net operating subsidy increased as compared to 2016 due to reduced operating revenues because of reduced ridership.

Sales Tax Revenues for Operating Expenses

Sales tax revenues for operating expenses measures the percentage of sales tax revenues required to subsidize net operating costs. Conversely, this ratio also measures the amount of funding available for debt service and future capital expenditures. The sales taxes for operations calculation is as follows: net operating subsidy (define above) less interest income divided by sales taxes. This ratio moves lower if sales taxes grow by a higher percentage than net subsidy. The ratio decreased from 75.5% in Fiscal Year 2016 to 74.2% in Fiscal Year 2017 due primarily to sales tax increasing faster than operating costs.

Subsidy Per Passenger

Subsidy per passenger measures the efficiency of our services. Specifically, it measures the amount of tax subsidy required each time a passenger uses our services. It is calculated as follows: operating expenses minus depreciation minus extraordinary items minus operating revenues divided by passenger boardings. Our goal is to minimize subsidy per passenger each year. For this to happen, ridership must grow at a higher percentage than net subsidy. Total system subsidy per passenger in Fiscal Year 2017 was \$6.36, a \$0.46 (7.8%) increase from Fiscal Year 2016. Fixed-route subsidy per passenger in Fiscal Year 2017 was \$5.98, a \$0.45 (8.14%) increase from Fiscal Year 2016. Subsidy per passenger for Fiscal Year 2017 ranged from a high of \$41.47 for paratransit service to a low of \$0.54 for vanpool service.

INFORMATION ABOUT DART’S TRANSPORTATION SYSTEM

The Current System

Our current mass transit services include:

- Bus Transit service (including DART On-Call and Flex services);
- DART Mobility Management services including ADA Complementary Paratransit services;
- Light rail transit service;
- Commuter rail service;
- Transportation Demand Management (TDM) services including RideShare matching services for carpools and vanpools; and

Special events service provided through the modes listed above.

During Fiscal Year 2017, we moved 65.8 million passengers. The following table highlights total system ridership by mode for the last ten years.

Fiscal Year	Bus	LRT*	Commuter Rail	HOV	Paratransit	TDM	Total**
2008	45.0	19.4	2.7	48.1	0.7	0.7	116.9
2009	43.1	18.9	2.8	51.0	0.8	0.9	117.5
2010	38.0	17.8	2.5	50.1	0.8	0.9	110.1
2011	37.2	22.3	2.4	48.0	0.8	1.0	111.8
2012	38.7	27.7	2.3	34.4	0.8	1.0	104.9
2013	38.0	29.5	2.1	36.3	0.7	0.9	107.5
2014	37.4	29.4	2.3	21.4	0.7	0.9	92.1
2015	36.5	29.9	2.2	22.3	0.8	0.9	92.5
2016	33.7	29.7	2.1	N/A	0.8	0.8	67.1
2017	32.1	30.1	2.1	N/A	0.8	0.7	65.8

* Automatic Passenger Counter (APC) data used beginning in 2012. These counters have proven to be considerably more accurate than our current manual ridership counting methodology. The APCs show that we have been underreporting ridership by approximately 15.5%.

* Streetcar ridership is included in the LRT totals.

**Reporting of HOV ridership was discontinued effective 10/01/2015. Total Agency Ridership will not match previously reported totals without HOV.

The system ridership and fixed-route ridership numbers are highlighted in the analysis given above. Fixed-route service includes bus, light rail, and commuter rail operations. Total system ridership includes fixed-route, paratransit, and vanpools. Ridership figures are based on the number of unlinked passenger boardings (each passenger boarding is counted as one trip). Total system ridership in Fiscal Year 2017 was 65.8 million, a decrease of 1.3 million (2.0%) from Fiscal Year 2016.

We contract for all of our paratransit and commuter rail services. While we remain responsible for these programs, our contracts establish operating performance standards which the contractors are expected to meet. We maintain an aggressive program to monitor and audit contractor compliance.

— **Bus Transit (48.7% of total system ridership in Fiscal Year 2017)**

Our bus system provides local, express, crosstown, on-call, flex, feeder bus routes and site-specific shuttles. Local routes are focused on the Dallas Central Business District and serve the largest and densest concentration of employment in the service area. The routes are characterized by stops at one to two block intervals along their stop segments. Service is provided six to seven days a week.

— **Light Rail Transit (45.8% of total system ridership in Fiscal Year 2017)**

Light Rail Transit is an electrically powered rail system that generally operates at street level. A 20-mile “Starter System,” opened in phases from June 1996 through May 1997, connects South and West Oak Cliff, downtown Dallas, and the North Central Expressway corridor as far north as Park Lane in Dallas. In 2002, DART’s light rail was extended to North Dallas, Garland, Richardson, and Plano. In 2009, the first phase of the Green Line opened southeast of downtown Dallas with the remainder opening in 2010. In July 2012, the first segment of the Orange Line to Irving opened for service. In December 2012, Irving-2 and the Rowlett extension of the Blue Line opened for service. In August 2014, rail service opened at the Dallas-Fort Worth International Airport. A Blue Line extension to the University of North Texas – Dallas opened in October 2016, bringing the total light rail system to 93 miles.

— **Commuter Rail (3.2% of total system ridership in Fiscal Year 2017)**

Our commuter rail system, commonly referred to as the Trinity Railway Express (the “TRE”), provides diesel powered passenger railroad services on the TRE Corridor between Dallas and Fort Worth, in mixed traffic with freight railroad operations. The 34-mile corridor is jointly owned by DART and the Fort Worth Transportation Authority (the “FWTA”). TRE service is provided pursuant to an interlocal agreement between DART and the FWTA. This agreement was originally entered into in 1994 and was restated and adopted by both Boards in 2003.

Pursuant to Trackage Rights Agreements, the Burlington Northern Santa Fe, the Dallas Garland and Northeastern, and the Union Pacific railroads pay a fee for the right to operate freight services on the TRE corridor. TRE, through its contractor, Herzog Transit Services, Inc., dispatches and maintains the corridor as well as operates the service and maintains the rolling stock used in the service.

— *Paratransit (1.2% of total system ridership in Fiscal Year 2017)*

We are responsible for providing complementary paratransit service in accordance with the Americans with Disabilities Act of 1990 (“ADA”). In Fiscal Year 2013, we changed our delivery model to contractor-provided vehicles and per trip billing replacing per hour billing and a new contractor, MV Transportation, Inc. (MV), for providing Paratransit service. MV provides, operates, and maintains a fleet of 80 Starcraft vehicles in dedicated service. MV also oversees and manages a fleet of approximately 115 Dodge Entervans outfitted by Braun, which are taxi vehicles provided and operated by Irving Holdings.

— *Transportation Demand Management (1.1% of total system ridership in Fiscal Year 2017)*

We work with area employers to develop strategies for reducing employee trips, such as carpools, vanpools, and flexible work schedules. We provide up to 179 vans for our vanpool program through a third-party contractor. We also assist customers in forming carpools. Prospective carpoolers can call in and provide us with information for our RideShare database. We then work to link-up customers with common trip origins and destinations.

Financial Plan

On September 26, 2017, the Board of Directors formally adopted the FY 2018 Annual Budget and Twenty-Year Financial Plan by Resolution numbers 170105, and 170104, respectively. Highlights of the FY 2018 Budget and Financial Plan are:

- The FY 2018 Annual Budget totals \$982.1 million; \$523.0 million in operating; \$265.3 million in capital; and \$193.8 million in debt service.
- DART is advancing a Program of Interrelated Projects to address capacity needs under the Federal Transit Administration (FTA) Capital Investment Grant Program. The Program consists of three significant projects: the second light rail alignment in the central business district (CBD) known as D2, platform modifications at 28 stations on the Red and Blue lines to accommodate three-car trains, and a central streetcar link in downtown Dallas. The Financial Plan also includes revenue service along the Cotton Belt Corridor in 2022. This service will connect with DART’s Green Line in Carrollton, the Red Line in Richardson and Plano, and the Orange Line at DFW Airport. Several regional sources of funds and scope modifications are detailed in the FY 2018 Business Plan (including the FY 2018 Annual Budget and Twenty-Year Financial Plan) posted on our website at www.dart.org.

Future Expansions

The Board periodically updates our Transit System Plan. The most recent update, the 2030 Transit System Plan, was adopted in October 2006. Several projects in the Transit System Plan have recently been completed or are in the planning and design stage. The Blue Line southern extension to the University of North Texas Dallas Campus (South Oak Cliff-3) opened in October 2016. In addition, the FTA has authorized DART to enter into Project Development for two projects under the FTA Core Capacity program: 1) the Red and Blue Line Platform Extensions project; and 2) the Dallas CBD Second Light Rail Alignment (D2). The Platform Extension project has completed the Project Development, and engineering was initiated in 2017 to support a completion date in 2021. The D2 project is currently under refinement from a mostly at-grade option to a subway running route. The project schedule was updated after selection of a refined alternative in summer 2017, at which time the Environmental Impact Statement (EIS) and preliminary engineering (PE) was reinitiated. In addition, as part of the adoption of the FY 2018 Twenty-Year Financial Plan, the DART Board restated the schedule for the Cotton Belt regional rail project, which is included in the FY 2018 Financial Plan and has a revenue service date of 2022. The PE/EIS effort was completed in 2017 to support the new service date of 2022.

DART has completed a draft of an update to the Transit System Plan for the year 2040, which is being developed in two phases. Phase 1 is completed and included a comprehensive operations analysis (COA) of the bus system and resulted in a Bus Service Plan that will be phased in over time. Phase 2 is underway and will identify long-term programs and projects. Several projects identified in the 2030 Transit System Plan remain deferred and are being reassessed for potential inclusion in the 2040 Transit System Plan. The new plan will also focus on system sustainability including low-cost initiatives to grow ridership, maintaining the system in a state of good repair, and regional opportunities. A draft 2040 Transit System Plan was completed in Calendar Year 2017 and will also be financially constrained.

LITIGATION

In Ordinary Course of Business

Typically, a number of claims, administrative appeals, and/or lawsuits arise from individuals and businesses in the ordinary course of our business that seek compensation for additional construction costs, labor, and employment claims, personal injuries, death, and/or property damage resulting from routine operation and development of our public transportation system. We do not believe that the outcome of these claims, administrative appeals, and/or lawsuits will have a material adverse effect on our financial condition. We have accrued an estimate of losses on such matters and have included this accrual in accounts payable and accrued liabilities in our consolidated balance sheets.

INVESTMENT CONSIDERATIONS

Source of Payment is Limited

The Bond Obligations will be special obligations of DART and will be secured by a lien on the Pledged Revenues.

The Bond Obligations are not debts or obligations of the State of Texas; nor are they the debt or obligation of any Participating Municipality. The Holders of Bond Obligations will never have the right to demand payment out of any of our funds other than the Pledged Revenues, unless we, in the case of Subordinate Lien Obligations, expressly and specifically pledge Special Revenues to such payment. We do have the right, however, but are not obligated, to enter into Credit Agreements with respect to any issue of Bond Obligations having any lien ranking as to Pledged Revenues. If we do so, the Holders of the issue of Bond Obligations to which a Credit Agreement relates will have such additional security as the Credit Agreement may provide, such as municipal bond insurance policies, bank-issued letters of credit, or other forms of credit enhancement.

Our Ability to Make Payments on Bond Obligations is Dependent Upon the Amount of Gross Sales Tax Revenues Actually Generated

Except for Bond Obligations that may be supported by a Credit Agreement, as discussed above, the only sources of security for the Bond Obligations will be the Gross Sales Tax Revenues collected by the Comptroller and remitted to the Trustee and the investments thereof, Federal Interest Subsidy, and the Pledged Farebox Revenues. Sales Tax receipts are impacted by changes in the economic activity and conditions of a municipality or geographic area, and the amount of Gross Sales Tax Revenues generated in any future year is not certain.

The Collection of the Sales Tax is Beyond Our Control

Generally, the seller of taxable items and services collects the Sales Tax from the consumer at the point of a taxable transaction and remits these taxes to the Comptroller. We do not control the Comptroller's collection efforts, and the Comptroller's collection efforts against a private seller of goods and services are subject to applicable State law and to federal bankruptcy code provisions with respect to the protection of debtors.

The Comptroller May Reduce Future Payments of our Gross Sales Tax Revenues or Require Us to Make Repayments to Provide for the Repayment of Overpayments of Gross Sales Tax Revenues that Occurred in Prior Periods

The Comptroller periodically identifies underpayments and overpayments of Gross Sales Tax Revenues and responds to claims by taxpayers. In the event that the Comptroller determines that we received an overpayment, our Gross Sales Tax Revenues for future periods are subject to reduction or we may be required to make a repayment in order to reimburse the overpayment. Under State law, DART has no legal standing or ability to intervene or appeal the Comptroller's determination. We have previously entered into two repayment agreements with the Comptroller regarding overpayments, approximately \$16.8 million (identified in 2006 and 2008) that will result in a reduction of our Gross Sales Tax Revenues in equal amounts of \$206,000 through March 2027.

We May Receive Payment of Gross Sales Tax Revenues Less Frequently

State law requires the Comptroller to remit Gross Sales Tax Revenues to us only on a quarterly basis. As a matter of convenience and accommodation to local taxing entities, the Comptroller remits Gross Sales Tax Revenues to us and other taxing entities on a monthly basis. While we have no reason to believe that the Comptroller's current practice will be discontinued, there is no assurance that the Comptroller will continue to remit Gross Sales Tax Revenues to us on a monthly basis. Thus, temporary cash flow irregularities could occur.

We May Experience Variations in our Gross Sales Tax Revenues

Variations in the amount of receipts can be adversely affected by a number of variables, including (1) changes in State laws and administrative practices governing the remittance and allocation of Sales Tax receipts, (2) changes in the tax base against which the Sales Tax is assessed, (3) changes in the economic activity and conditions of a municipality or geographic area, and (4) the withdrawal from DART of one or more of the Participating Municipalities. See, "DART'S FINANCIAL PRACTICES AND RESOURCES."

Ratings of the Obligations Do Not Assure Their Payment

The Bond Obligations may be rated by one or more nationally recognized rating agencies. Each Supplemental Disclosure Statement and Offering Memorandum and each Supplemental Official Statement will describe any rating(s) that may be applicable to a series of Bond Obligations. A rating reflects the rating agency's assessment of how likely it is that Holders of a class of securities will receive the payments to which they are entitled. A rating may not remain in effect for any given period of time, and a rating agency may lower or withdraw a rating entirely. A rating is not a recommendation to purchase, hold, or sell securities because it does not address the market price of the securities or the suitability of the securities for any particular investor.

CONTINUING DISCLOSURE OF INFORMATION

We have agreed voluntarily to replace this Annual Disclosure Statement on an annual basis and to update it after the first, second and third quarters of our fiscal year. These disclosure documents will be filed with the Municipal Securities Rulemaking Board ("MSRB") identified below, and will be posted on the Internet at our website, www.dart.org. We reserve the right to suspend or stop postings on the Internet and the annual and quarterly updates at any time.

However, we intend to comply fully with the terms of our agreement in the Master Debt Resolution undertaken pursuant to Rule 15c2-12 under the Securities Exchange Act of 1934 (the "Rule") for the benefit of the Holders and beneficial owners of Bond Obligations that are subject to the Rule. Under this agreement, so long as any covered Bond Obligations remain outstanding we will provide certain updated financial information and operating data annually, and timely notice of specified material events, to the MSRB.

Annual Reports Required by the Rule

We will provide certain updated financial information and operating data with respect to us and the System to the MSRB annually. This information includes all quantitative financial information and operating data with respect to us and our transportation system of the general type included in this Annual Disclosure Statement and in each Supplemental Disclosure Statement, if any, that is approved by a Supplemental Resolution with respect to Bond Obligations subject to the Rule.

We will update and provide this information within six months after the end of each fiscal year. We will provide the updated information to the MSRB in electronic format, which will be available to the public free of charge via the Electronic Municipal Access (“EMMA”) system at www.emma.msrb.org.

The updated information will include audited financial statements if they are completed by the required time. If audited financial statements are not available by the required time, we will provide unaudited financial statements by the required time, and will provide audited financial statements when and if an audit report becomes available. Any such financial statements will be prepared in accordance with the accounting principles described in Appendix A or such other accounting principles as we may be required to employ from time to time pursuant to state law or regulation.

Our fiscal year ends on September 30. Accordingly, we must provide updated information by the last day of March in each year, unless we change our fiscal year. If we change our fiscal year, we will notify the MSRB of the change.

Over and during the last five years, a notice of defeasance and redemption was not timely filed with respect to certain of its Senior Lien Sales Tax Revenue Refunding Bonds, Series 2007 that were refunded in December 2015. Also, certain annual and material filings inadvertently were not linked to certain of the related outstanding bonds. DART has updated its annual filings through EMMA and remedied any incorrect or missing CUSIP linkages for any series of bonds of which it is aware.

Material Event Notices Required by the Rule

We will also provide timely notices of any material events to the MSRB, in not more than ten Business Days after the occurrence, thereof, of any of the following events:

- (i) Principal and interest payment delinquencies;
- (ii) Nonpayment related default, if material;
- (iii) Unscheduled draws on debt service reserves reflecting financial difficulties;
- (iv) Unscheduled draws on credit enhancements reflecting financial difficulties;
- (v) Substitution of credit or liquidity providers, or their failure to perform;
- (vi) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability. Notices of Proposed Issue (IRS Form 5701-TED) or other material notices or determinations with respect to the tax status of Obligations, or other material events affecting the tax status of Obligations;
- (vii) Modifications to rights of Holders of Bond Obligations, if material;
- (viii) Bond Obligation call, if material and tender offers;
- (ix) Defeasances;
- (x) Release, substitution, or sale of property securing repayment of Bond Obligations, if material; or

- (xi) Rating changes;
- (xii) Bankruptcy, insolvency, receivership, or similar event of DART, which shall occur as described below;
- (xiii) The consummation of a merger, consolidation, or acquisition involving DART or the sale of all or substantially all of its assets, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and
- (xiv) Appointment of a successor or additional paying agent/registrar or change in the name of the Paying Agent/Registrar, if material.

For these purposes, any event described in the immediately preceding clause (xii) is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent, or similar officer for DART in a proceeding under the United States Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of DART, or if such jurisdiction has been assumed by leaving the existing governing body, and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court of governmental authority having supervision or jurisdiction over substantially all of the assets or business of DART.

In addition, we will provide timely notice of any failure by us to provide information, data, or financial statements in accordance with our agreement under the Rule.

Availability of Information From MSRB

The information will be available to Holders of Bond Obligations free of charge through the MSRB's EMMA system at www.emma.msrb.org.

BOND RATINGS

The current underlying ratings for all the outstanding Senior Lien Obligations are "Aa2" by Moody's Investors Service, Inc. and "AA+" by Standard & Poor's Ratings Services, a Standard and Poor's Financial Service LLC business. The Series 2007 Bonds and the Series 2008 Bonds are rated "AA-" by Fitch Ratings.

OBLIGATIONS AS LEGAL INVESTMENTS

Under the Act, the Bond Obligations are authorized investments for banks, savings banks, trust companies, savings and loan associations, and insurance companies, and are eligible to secure the deposit of public funds of the State, a political subdivision of the State and any other political corporation of the State. For political subdivisions in Texas that have adopted investment policies and guidelines in accordance with the Public Funds Investment Act, a rating of "A" or better as to investment quality of the Bond Obligations by a national rating agency may be required before such obligations are eligible for investments for sinking funds and other public funds. We have not reviewed the laws in other states to determine whether our obligations are legal investments for various institutions in those states.

TRUSTEE AND PAYING AGENTS

The Trustee under the Master Debt Resolution is Amegy Bank, a division of ZB, National Association and its successors. A Paying Agent for each series of Bond Obligations issued under the Master Debt Resolution will be specified in the Supplemental Resolution creating such series.

LEGAL COUNSEL

The law firms of Bracewell LLP, 1445 Ross Avenue, Suite 3800, Dallas, Texas 75202, and West & Associates L.L.P., 320 S. R.L. Thornton Freeway, Suite 300, Dallas, Texas 75203, serve as our Co-Finance Counsel and as our Co-Bond Counsel with respect to the Obligations and other financial matters.

Subsequent to the close of fiscal year 2016, DART retained the services of a third firm, McCall Parkhurst & Horton, LLP, 717 N. Harwood Street, Suite 900, Dallas, Texas 75201, to serve as Co-Finance Counsel and Co-Bond Counsel with respective bond and note obligations relating to the Cotton Belt commuter rail corridor.

This Annual Disclosure Statement, in substantially the form and content presented above, was approved by the Board of Directors of DART on March 13, 2018.

/s/ Sue S. Bauman
Chair, Board of Directors

ATTEST:

/s/ Michele Wong Krause
Secretary, Board of Directors

/s/ Gary C. Thomas
President/Executive Director,
Dallas Area Rapid Transit

APPENDIX A

**Independent Auditors' Report with Audited Financial Statements
for the Fiscal Years ended September 30, 2017 and 2016**

Dallas Area Rapid Transit Dallas, Texas

Financial Statements and Supplemental Information
Years Ended September 30, 2017 and 2016 and
Independent Auditor's Report

**DALLAS AREA RAPID TRANSIT
DALLAS, TEXAS
FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED
SEPTEMBER 30, 2017 AND 2016**

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INDEPENDENT AUDITOR'S REPORT

Members of the Board of Directors
Dallas Area Rapid Transit
Dallas, Texas

Report on the Financial Statements

We have audited the accompanying financial statements of the Dallas Area Rapid Transit ("DART"), as of and for the years ended September 30, 2017 and 2016, and the related notes to the financial statements, which collectively comprise DART'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 an opinion on these financial statements based on our audits. We conducted our audits 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. 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 DART, as of September 30, 2017 and 2016, and the changes in its financial position and its cash flows thereof for the years 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 Management's Discussion and Analysis, the Schedule of Net Pension Liability, the Schedule of Employer's Contributions, and the Schedule of Funding Progress for Other Post Employment Benefits as listed in the table of contents be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic 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 basic financial statements, and other knowledge we obtained during our audit of the basic 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.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated January 26, 2018 on our consideration of DART'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 DART's internal control over financial reporting and compliance.


Crowe Horwath LLP

Dallas, Texas
January 26, 2018

**DALLAS AREA RAPID TRANSIT
MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)
FOR THE YEARS ENDED SEPTEMBER 30, 2017 and 2016 (Dollars in Thousands)**

The management of Dallas Area Rapid Transit (DART) offers the users of DART's financial statements this narrative overview and analysis of the financial activities for the fiscal years ended September 30, 2017 and 2016. This discussion and analysis is designed to assist the reader to focus on significant financial activities and identify any significant changes in the financial position of DART. It should be read in conjunction with the financial statements that follow this section. All amounts, unless otherwise indicated, are expressed in thousands of dollars.

FINANCIAL HIGHLIGHTS

As of September 30, 2017 and 2016, total assets and deferred outflows of resources of DART exceeded total liabilities by \$1,445,038 and \$1,570,583, respectively. The amount of unrestricted net position as of September 30, 2017, was \$543,815 compared to \$621,414 as of September 30, 2016.

The net position of DART decreased by \$125,545 during the current fiscal year compared to a decrease of by \$188,923 last year. The decreases in both 2017 and 2016 are due to expenses being higher than revenues.

DART's total debt decreased by \$81,971 (2%) during the current fiscal year compared to a decrease of \$218,168 (6%) in 2016. The decrease in 2017 was due to principal payments of bond, capital lease, and commercial paper notes. The decrease in 2016 was due to principal payments and advance refunding, and a termination of one of the two outstanding lease/leaseback obligations. Debt information is summarized on page 12 of this management discussion and analysis.

Sales and use tax revenue was \$567,418 in 2017 compared to \$545,907 in 2016. It increased by 4% (\$21,511) in 2017 compared to a 5% (\$26,459) increase in 2016.

Capital contributions from federal, state and local governments were \$10,843 in 2017 and \$5,026 in 2016. Such contributions were used to finance DART's transit system expansion projects and acquisition of light rail vehicles, buses and equipment.

Other federal grants were \$68,564 in 2017 compared to \$43,731 in 2016.

For fiscal year 2017, total expenses exceeded total revenues resulting in a loss before capital contributions of \$136,388 compared to \$193,949 for 2016. The loss in 2017 is lower than that of 2016 due to increases in sales tax and grant revenues and decreases in total expenses as shown on page 8.

BASIC FINANCIAL STATEMENTS

Management's Discussion and Analysis serves as an introduction to DART's basic financial statements. DART's basic financial statements are comprised of four components: Statements of Net Position; Statements of Revenues, Expenses, and Changes in Net Position; Statements of Cash Flows; and Notes to the Financial Statements.

The Statements of Net Position present information on all of DART's assets, deferred outflows of resources, liabilities, and deferred inflows of resources. Assets plus deferred outflows of resources, less liabilities, less deferred inflows of resources equals net position. Over time, increases or decreases in net position may serve as a useful indicator of changes in the financial position of DART. The Statements of Net Position are shown on page 14 of this report.

The Statements of Revenues, Expenses, and Changes in Net Position present information on revenues, expenses, capital contributions, and how DART's net position changed during the two most recent fiscal years. All changes in net position are reported as soon as the underlying event giving rise to the changes occurs, regardless of the timing of related cash flows. Thus, revenues, expenses, and capital contributions are reported in the statements for some items that result in cash flows only in future fiscal periods. The increase or decrease in net position may serve as an indicator of the effect of DART's current year operation on its financial position. The Statements of Revenues, Expenses, and Changes in Net Position are shown on page 15 of this report.

**DALLAS AREA RAPID TRANSIT
MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)
FOR THE YEARS ENDED SEPTEMBER 30, 2017 and 2016 (Dollars in Thousands)**

The Statements of Cash Flows summarize all of DART's cash flows into four categories: cash flows from operating activities; cash flows from non-capital financing activities; cash flows from investing activities; and cash flows from capital and related financing activities. The statements of cash flows, along with related notes and information in other financial statements, can be used to assess the following: DART's ability to generate positive cash flows and pay its debt as the debt matures; the reasons for differences between DART's operating cash flows and operating income (loss); and the effect of cash and non-cash investing, capital, and financing activities on DART's financial position. The Statements of Cash Flows are shown on pages 16-17 of this report.

Notes to the Financial Statements provide additional information that is essential to fully understand the data provided in the Statements of Net Position, Statements of Revenues, Expenses, and Changes in Net Position, and Statements of Cash Flows. The Notes to the Financial Statements are shown on pages 18-43 of this report.

DART's activities are accounted for as a proprietary fund and are presented in the financial statements of DART as business type activities. The activities of DART are supported by a 1% sales and use tax within the member jurisdictions, fare collections, federal, state, and local financial assistance, and other receipts such as advertising and rental income.

The financial statements of DART include the accounts and operations of blended component units Regional Rail Right-of-Way Corporation and Dallas Area Rapid Transit Bus Service, LGC.

FINANCIAL ANALYSIS

Statements of Net Position – DART's total assets and deferred outflows of resources exceeded total liabilities by \$1,445,038 and \$1,570,583 as of September 30, 2017 and 2016, respectively. The largest portion of this excess (58% in 2017 and 56% in 2016) was net investment in capital assets (capital assets less related outstanding debt). DART uses these capital assets to provide public transportation services to customers and member jurisdictions; consequently, these assets are not available for future spending. Although DART's investments in capital assets are reported net of related debt, it should be noted that the resources needed to repay this debt must be obtained from other sources such as sales and use tax and farebox revenues, since the capital assets themselves cannot be used to liquidate these liabilities.

	2017	2016	2015
Current assets	\$886,981	\$969,600	\$1,123,204
Other non-current assets	136,856	136,246	232,349
Capital assets (net of accumulated depreciation)	4,391,215	4,543,656	4,681,920
Total assets	5,415,052	5,649,502	6,037,473
Deferred outflows of resources	86,293	101,279	45,682
Total assets and deferred outflows of resources	5,501,345	5,750,781	6,083,155
Current liabilities	439,762	476,029	527,781
Non-current liabilities	3,614,367	3,699,634	3,793,857
Total liabilities	4,054,129	4,175,663	4,321,638
Deferred inflows of resources	2,178	4,535	2,011
Total liabilities and deferred inflows of resources	4,056,306	4,180,198	4,323,649
Net position			
Net investment in capital assets	837,067	881,241	938,644
Restricted for:			
Debt service	56,405	59,368	49,757
Security for lease/leaseback liabilities	7,751	8,560	9,334
Unrestricted	543,815	621,414	761,771
Total net position	\$1,445,038	\$1,570,583	\$1,759,506

**DALLAS AREA RAPID TRANSIT
MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)
FOR THE YEARS ENDED SEPTEMBER 30, 2017 and 2016 (Dollars in Thousands)**

Current assets decreased by \$82,619 in 2017 compared to a decrease of \$153,604 in 2016. The decreases in both 2017 and 2016 were due to spending on acquisition and construction of capital assets.

Other non-current assets increased by \$610 in 2017 compared to a decrease of \$96,103 in 2016. The increase in 2017 is mainly due to a gain on investment in HOV lanes. The decrease in 2016 is due to a decrease in restricted investments held for lease/leaseback obligations as a result of a capital lease that was terminated in November 2015.

As of September 30, 2017, \$7,751 of DART's net position is restricted to satisfy the requirements of an amended lease/leaseback agreement compared to \$8,560 as of September 30, 2016. The unrestricted portion of net position, \$543,815 in 2017 and \$621,414 in 2016 represent resources available to meet DART's ongoing obligations. The DART Board committed \$86,110 and \$71,876 of the unrestricted net position for self-insurance, financial, and capital reserves in 2017 and 2016. The decrease in unrestricted net position of \$77,599 (12%) in 2017 was due to spending on capital projects. The decrease in unrestricted net position of \$140,357 (18%) in 2016 was due to an increase in expenses and payment of commercial paper notes and a decrease in grant revenue.

Statements of Revenues, Expenses, and Changes in Net Position – During fiscal year 2017, DART's activities resulted in a decrease in net position of \$125,545 compared to a decrease in net position of \$188,923 in 2016. The decrease during both 2017 and 2016 are due to expenses being higher than revenues. The key elements of the changes in net position for the fiscal years ended September 30, 2017 and 2016 with comparative information for 2015 are shown in the following table.

Summary of Revenues, Expenses, and Changes in Net Position

	2017	2016	2015
Operating revenues			
Passenger revenues	\$65,412	\$67,749	\$71,012
Advertising, rent and other	14,175	14,121	14,412
Total operating revenues	<u>79,587</u>	<u>81,870</u>	<u>85,424</u>
Operating expenses			
Labor	239,382	229,795	220,723
Benefits	103,288	96,528	96,432
Services	40,883	41,998	35,785
Materials and supplies	43,203	43,458	38,487
Purchased transportation	52,531	50,316	45,608
Depreciation	239,381	246,794	239,439
Utilities	18,830	18,008	17,983
Taxes, leases, and other	4,778	4,835	4,829
Casualty and liability	3,238	7,536	5,983
Total operating expenses	<u>745,514</u>	<u>739,268</u>	<u>705,269</u>
Operating loss	<u>(665,927)</u>	<u>(657,398)</u>	<u>(619,845)</u>
Non-operating revenues (expenses)			
Sales and use tax revenue	567,418	545,907	519,448
Investment income	13,815	14,888	23,479
Build America Bonds tax credit	28,381	28,391	28,289
Other federal grants	68,564	43,731	82,112
Other non-operating revenues	17,552	16,412	24,371
Interest expense	(163,620)	(172,340)	(185,933)
Gain (loss) on HOV lane investments	600	(3,100)	(66,465)
Street improvements for member cities	(20)	(501)	(560)
Other non-operating expenses	(3,151)	(9,939)	(13,691)
Transfer of assets to the City of Dallas	-	-	(19,041)
Total net non-operating revenues	<u>529,539</u>	<u>463,449</u>	<u>392,009</u>
Loss before capital contributions and grants	<u>(136,388)</u>	<u>(193,949)</u>	<u>(227,836)</u>
Capital contributions	<u>10,843</u>	<u>5,026</u>	<u>18,400</u>
Decrease in net position	<u>(125,545)</u>	<u>(188,923)</u>	<u>(209,436)</u>
Net position, beginning of the year (as restated)	<u>1,570,583</u>	<u>1,759,506</u>	<u>1,968,942</u>
Net position, end of the year	<u>\$1,445,038</u>	<u>\$1,570,583</u>	<u>\$1,759,506</u>

Significant changes in revenues and expenses are shown and explained on the following pages.

**DALLAS AREA RAPID TRANSIT
MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)
FOR THE YEARS ENDED SEPTEMBER 30, 2017 and 2016 (Dollars in Thousands)**

REVENUES

The following table summarizes revenues for fiscal years 2017 and 2016 with comparative information for 2015:

REVENUES AND CAPITAL CONTRIBUTIONS

<u>Revenues</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>
Passenger revenues	\$65,412	\$67,749	\$71,012
Advertising, rent and other	14,175	14,121	14,412
Sales and use tax revenue	567,418	545,907	519,448
Other federal grants	68,564	43,731	82,112
Investment income	13,815	14,888	23,479
Capital contributions	10,843	5,026	18,400
Build America Bonds tax credit	28,381	28,391	28,289
Other revenues	18,152	16,412	24,371
Total	\$786,760	\$736,225	\$781,523

Passenger revenues – Include farebox receipts, monthly and annual pass revenues, paratransit revenue, and special event fares. Passenger revenues decreased by \$2,337 (3%) in 2017 compared to a decrease of \$3,263 (5%) in 2016. The decreases in both 2017 and 2016 were due to decreases in ridership.

Advertising, rent and other – Advertising income includes revenues from advertisements at transit stations, on DART buses, and electronic signs on light rail cars. Rental income includes revenue from the rental of land along the rail corridor and other properties. Advertising, rent and other income increased by less than 1% (\$54) in 2017 compared to a decrease of 2% (\$291) in 2016. The increase in 2017 is because of increased rental income as a result of higher use of DART rail right-of-way track miles by railroad companies. The decrease in 2016 is because no media partnership advertising revenue (barter advertising) was recognized during 2016.

Sales and use tax revenue – Sales and use tax revenue is a dedicated 1% tax imposed on certain items within DART's member jurisdictions or service area. Sales and use tax revenue increased by 4% (\$21,511) in 2017 compared to an increase of 5% (\$26,459) in 2016. The increases in both 2017 and 2016 are due to a relative improvement in the local economy resulting in better than previous years' retail sales. Sales and use tax revenue constituted approximately 72% of DART's total revenues in 2017 compared to 74% in 2016.

Other federal grants – Other federal grant revenues increased by 57% (\$24,833) in 2017 compared to a decrease of 47% (\$38,381) in 2016. The increase in 2017 is due to receipt of delayed federal funding. The decrease in 2016 was due to less federal grant money made available to DART.

Capital contributions – Capital contributions include federal, state and local grants and contributions. Capital contributions increased by 116% (\$5,817) in 2017 compared to a decrease of 73% (\$13,374) in 2016. The increase in 2017 is due to receipt of delayed federal funding. The decrease 2016 was mainly due to lower federal and state capital contributions as a result of completion of projects funded with such grants.

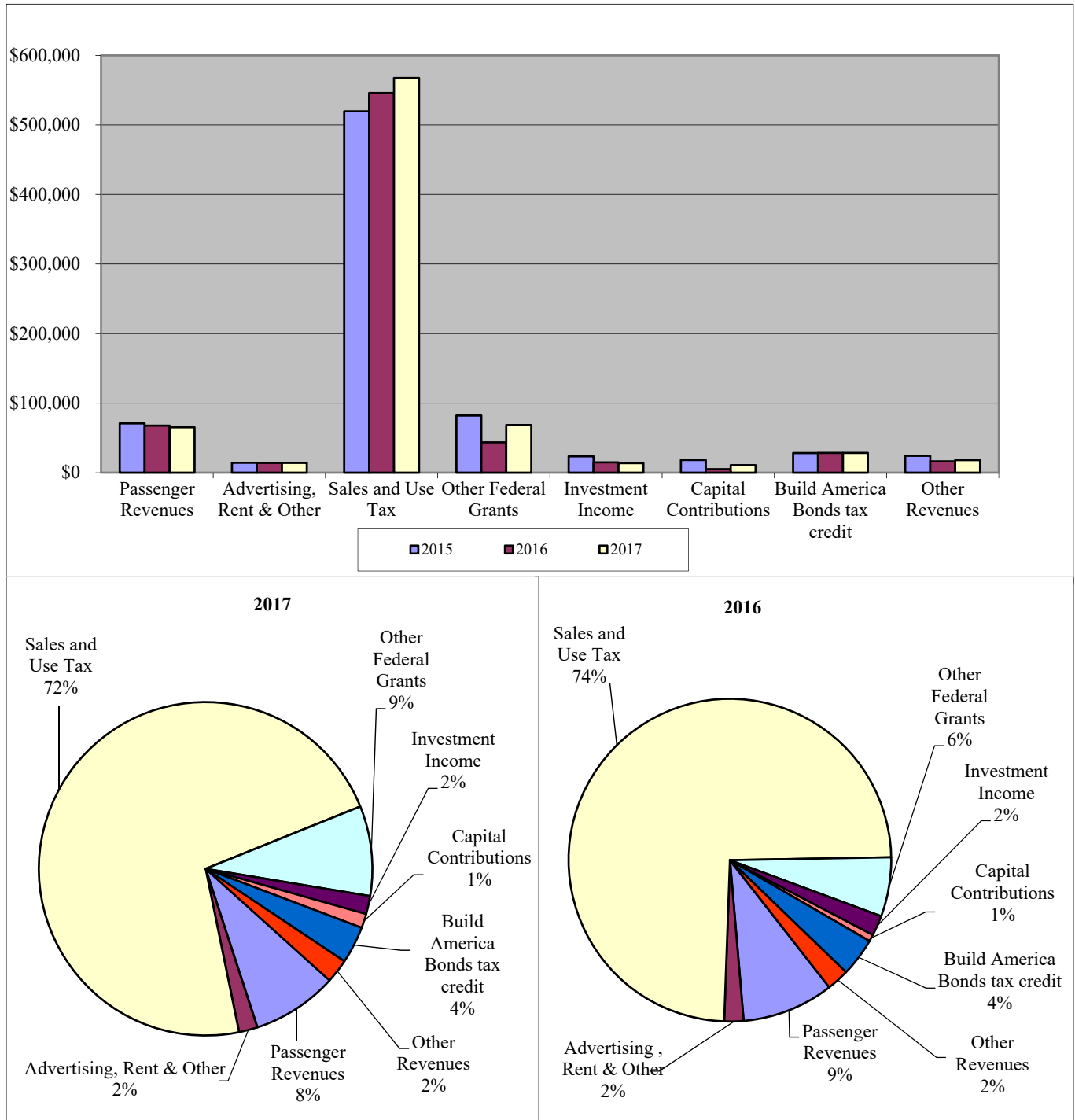
Investment income – Investment income decreased by 7% (\$1,073) in 2017 compared to a decrease of 37% (\$8,591) in 2016. The decrease in 2017 is due to a decrease in total investments and a decrease in the market value of investments held at year-end. The decrease in 2016 is due to a decrease in investments held to pay lease/leaseback obligations as a result of the termination of one of the two remaining capital lease obligations and a decrease in the market value of the DART investment portfolio.

Build America Bonds tax credit – The Build America Bonds (BABs) tax credit decreased by \$10 in 2017 compared to an increase of \$102 in 2016. The changes in both 2017 and 2016 were due to changes in the rate of budget cut by the federal government compared to prior years.

Other revenues – Other revenues increased by 11% (\$1,740) in 2017 compared to a decrease of 33% (\$7,959) in 2016. Other revenues include: revenues from billings to the Fort Worth Transportation Authority (The T) for their share of the Trinity Railway Express (TRE) commuter rail service; billings to the University of Texas at Dallas (UTD) for their share of the UTD shuttle service; and recognition of Toll Credits received from the State of Texas. The increase in 2017 is due to a gain on sale of twelve rail diesel cars. The decrease in 2016 was due to a lower amount of Toll Credits received from the State of Texas compared to the previous year.

**DALLAS AREA RAPID TRANSIT
MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)
FOR THE YEARS ENDED SEPTEMBER 30, 2017 and 2016 (Dollars in Thousands)**

The following charts summarize revenues for fiscal years 2015 through 2017:



**DALLAS AREA RAPID TRANSIT
MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)
FOR THE YEARS ENDED SEPTEMBER 30, 2017 and 2016 (Dollars in Thousands)**

EXPENSES

The following table summarizes expenses for fiscal year 2017 and 2016 with comparative information for 2015:

Expenses	EXPENSES BY OBJECT CLASS		
	2017	2016	2015
Labor	\$239,382	\$229,795	\$220,723
Benefits	103,288	96,528	96,432
Services	40,883	41,998	35,785
Materials and supplies	43,203	43,458	38,487
Purchased transportation	52,531	50,316	45,608
Depreciation and amortization	239,381	246,794	239,439
Utilities	18,830	18,008	17,983
Taxes, leases and other	4,778	4,835	4,829
Casualty and liability	3,238	7,536	5,983
Street improvements for member cities	20	501	560
Interest and financing expenses	163,620	172,340	185,933
Other non-operating expense	3,151	9,939	13,691
Loss on HOV lane investments	-	3,100	66,465
Transfer of assets to the City of Dallas	-	-	19,041
Total	\$912,305	\$925,148	\$990,959

Labor – Labor costs increased by 4% (\$9,587) in 2017 compared to an increase of 4% (\$9,072) in 2016. The increases in both 2017 and 2016 are due to merit increases and more positions filled.

Benefits – Benefits increased by 7% (\$6,760) in 2017 compared to an increase of 0.1% (\$96) in 2016. The increase in 2017 was due to an increase in employee medical claims and an increased contribution requirement to the retiree healthcare and life insurance plan. The increase in 2016 is due to workers' compensation claims as a result of large claims.

Services – Services include contracted services such as: security, vehicles, equipment and right-of-way maintenance, advertising, marketing, computing, communication, legal, governmental, and environmental services. Services decreased by 3% (\$1,115) in 2017 compared to an increase of 17% (\$6,213) in 2016. The decrease in 2017 is due to completion of some of the right-of-way maintenance projects resulting in lower expenditures. The increase in 2016 is due to increased spending on maintenance of rail right of way and other facilities, software maintenance and license, and technology-related consulting.

Materials and supplies – Materials and supplies include the cost of fuel, parts and supplies used to operate and maintain vehicles, equipment, and facilities. Materials and supplies expenses decreased by 1% (\$255) in 2017 compared to an increase of 13% (\$4,971) in 2016. The decrease in 2017 was due to savings on the fuel hedge contract payment because of a relative increase in the market price of fuel. The increase in 2016 was due to the need for more bus and rail parts as vehicles aged. Investments made in upgrading DART technology software and hardware also contributed to the increase.

Purchased transportation – Purchased transportation represents the costs of contracted transportation services such as commuter rail, paratransit, DART on-call, and shuttle services. Purchased transportation expenses increased by 4% (\$2,215) in 2017 compared to an increase of 10% (\$4,708) in 2016. The increase in 2017 is mainly due to increases in University of Texas at Dallas (UTD) shuttle service costs, and commuter rail fuel cost. Both DART and UTD contribute to the cost of the UTD shuttle service. DART's share of the cost increased when DART took over the service contract for the UTD shuttle service in 2017. The increase in 2016 is due to rate increases in the commuter rail and paratransit services contracts.

Depreciation – Depreciation expenses decreased by 3% (\$7,413) in 2017 compared to an increase of 3% (\$7,355) in 2016. The decrease in 2017 was due to rail diesel cars that were fully depreciated in the previous year. The increase in 2016 is due to a change in the estimated useful lives of some commuter rail vehicles which resulted in additional depreciation expense being booked during 2016.

Utilities – Utilities represent the cost of electricity, telecommunications, water, sewer, and natural gas. Utilities increased by 5% (\$822) in 2017 compared to an increase of less than 1% (\$25) in 2016. The increase in 2017 is due to greater electricity consumption because of expanded light rail and street car services. Also, an increased use of computer data lines contributed to the increase in utilities expense. The slight increase in 2016 is due to more consumption of electricity for the streetcar service.

**DALLAS AREA RAPID TRANSIT
MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)
FOR THE YEARS ENDED SEPTEMBER 30, 2017 and 2016 (Dollars in Thousands)**

Taxes, leases, and other – Taxes, leases, and other includes fuel and lube taxes, equipment rentals, leases of operating and passenger facilities, training, travel, business meetings, membership dues, subscriptions, employee programs and allowance for uncollectible receivables. Taxes, leases, and other expenses decreased slightly by 1% (\$57) in 2017 compared to an increase of 0.1% (\$6) in 2016.

Casualty and liability – Casualty and liability expenses decreased by 57% (\$4,298) in 2017 compared to an increase of 26% (\$1,553) in 2016. The decrease in 2017 and increase in 2016 were due to changes in estimates of claim losses.

Street improvements – Local assistance is provided to eligible member jurisdictions in the form of technical and financial assistance to reduce traffic congestion and complement bus and public transit operations. The street improvement program costs decreased by 96% (\$481) in 2017 compared to a decrease of 11% (\$59) in 2016. The decrease in both 2017 and 2016 was due to less work on intelligent transportation systems because of projects getting close to completion.

Interest and financing expenses – Interest expense decreased by 5% (\$8,720) in 2017 compared to a decrease of 7% (\$13,593) in 2016. The decreases in both 2017 and 2016 were due to savings in interest expense because of bond refunding (refinancing). A decrease in capital lease/leaseback obligations due to termination of one of the two remaining lease/leaseback transactions in November 2015 also contributed to the decreases.

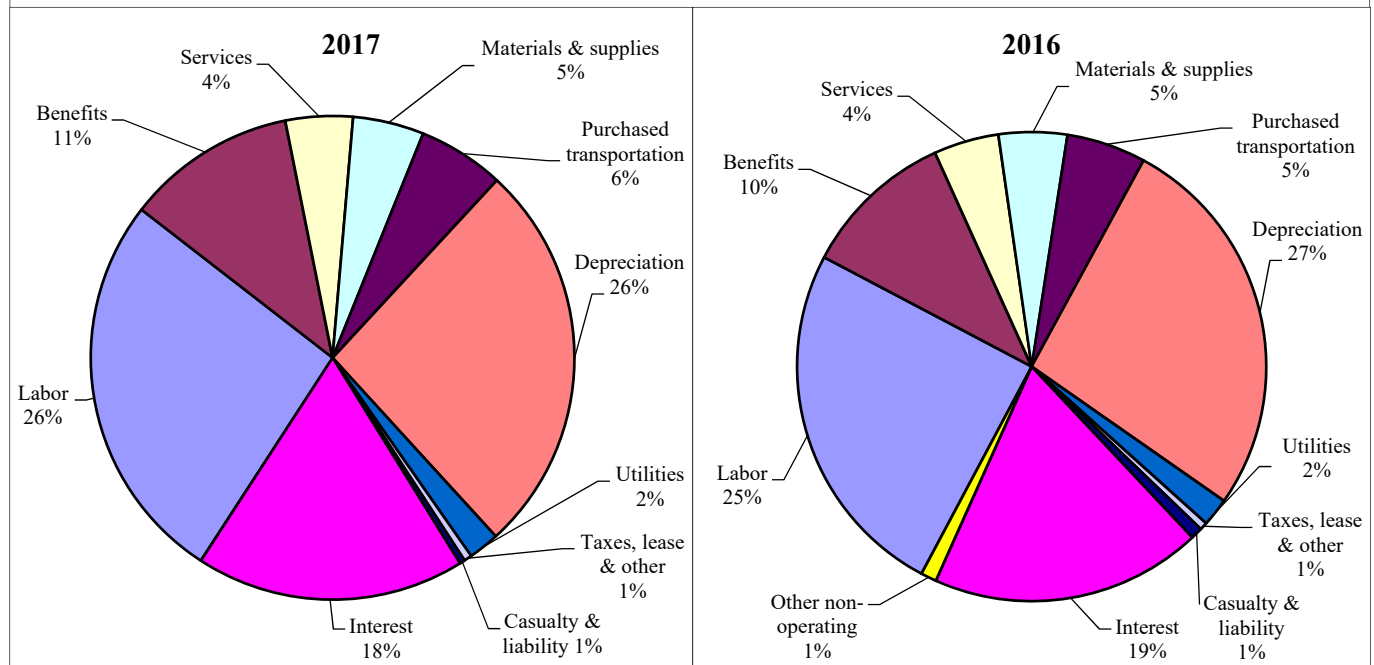
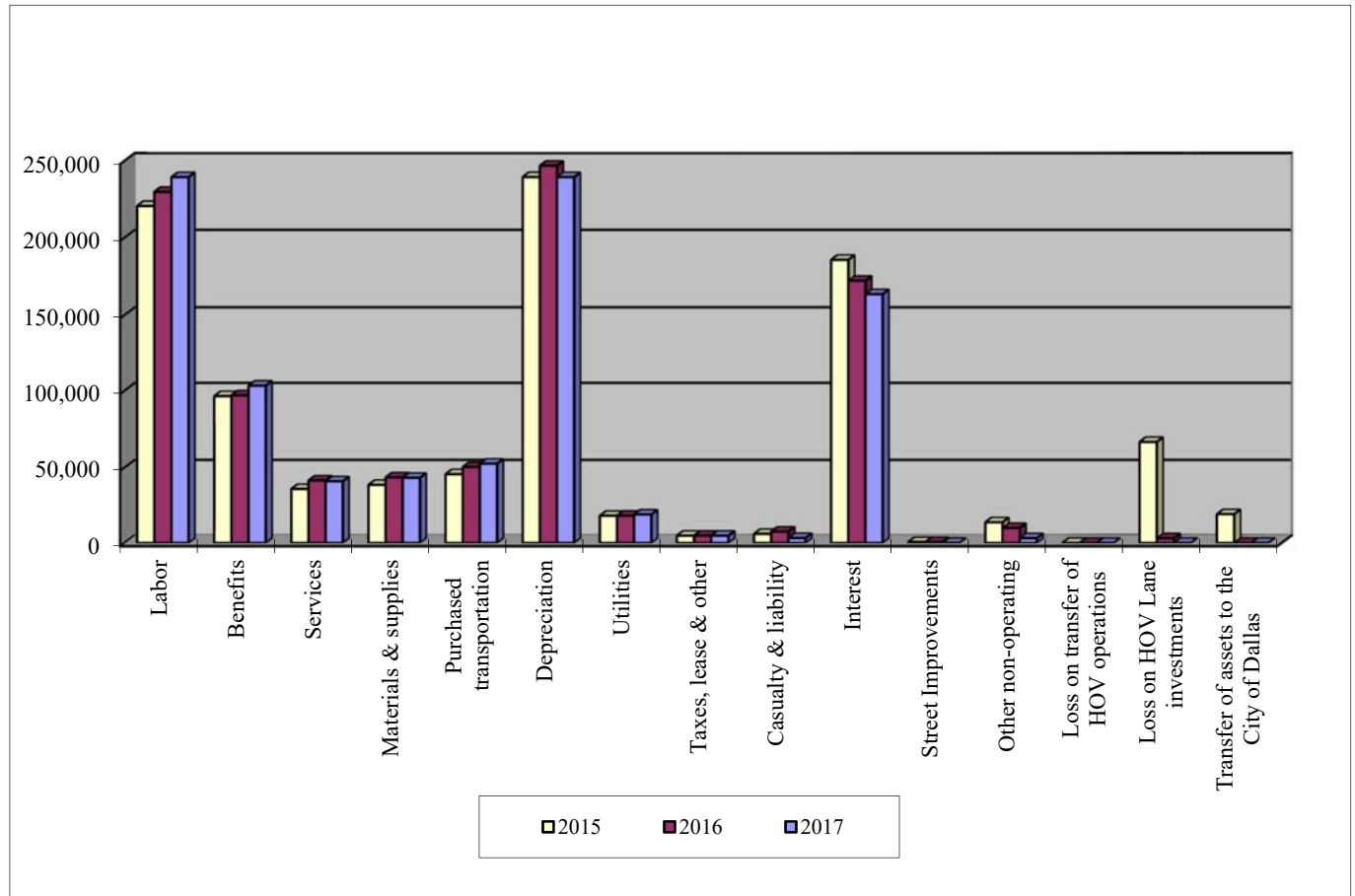
Other non-operating expenses – Other non-operating expenses decreased by 68% (\$6,788) in 2017 compared to a decrease of 27% (\$3,752) in 2016. During 2017, no payment related to HOV Lane projects was made and this resulted in a decrease in non-operating expenses. In 2016, a lower amount of Toll Credit related expenses were incurred compared to 2015 resulting in lower non-operating expenses.

Gain (loss) on HOV lane investments – DART and TxDOT entered into agreements related to two managed HOV lane projects. In anticipation that DART would participate in a toll revenue stream, DART provided a portion of the funding for the two projects. DART's portion of the funding is recorded as Investment in Managed HOV Lane Agreements on the Statements of Net Assets. Every year a financial analysis of the value of DART investment in Managed HOV Lane projects is performed. As of September 30, 2017 and 2016, the value is estimated to be \$11.1 million and \$10.5 million, respectively. A decline in value in the amount of \$3,100 in 2016 was recorded as a loss on HOV lane investments whereas a gain of \$600 was recorded in 2017.

Transfer of assets to the City of Dallas – DART and the City of Dallas entered into various agreements related to the Dallas Streetcar programs and one transit related development project. Under these agreements, DART plays the role of project manager for the City of Dallas to build/acquire assets and the City owns, maintains and uses the assets. With respect to such projects, DART bought the initial two streetcar vehicles by paying up to \$9 million of the cost with its own money, and transferred the ownership of the vehicles to the City of Dallas. In the remaining two projects, DART is the grant recipient of the funding obtained from the Federal Transit Administration for the projects. As a result, DART kept the assets on its books and transferred them to the City of Dallas when the assets were placed in service. The transfer of assets worth \$19 million took place during 2015. This was shown in the Statements of Revenues, Expenses, and Changes in Net Position as Transfer of assets to the City of Dallas in the 2015 fiscal year.

**DALLAS AREA RAPID TRANSIT
MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)
FOR THE YEARS ENDED SEPTEMBER 30, 2017 and 2016 (Dollars in Thousands)**

The following charts summarize expenses for fiscal years 2015 through 2017:



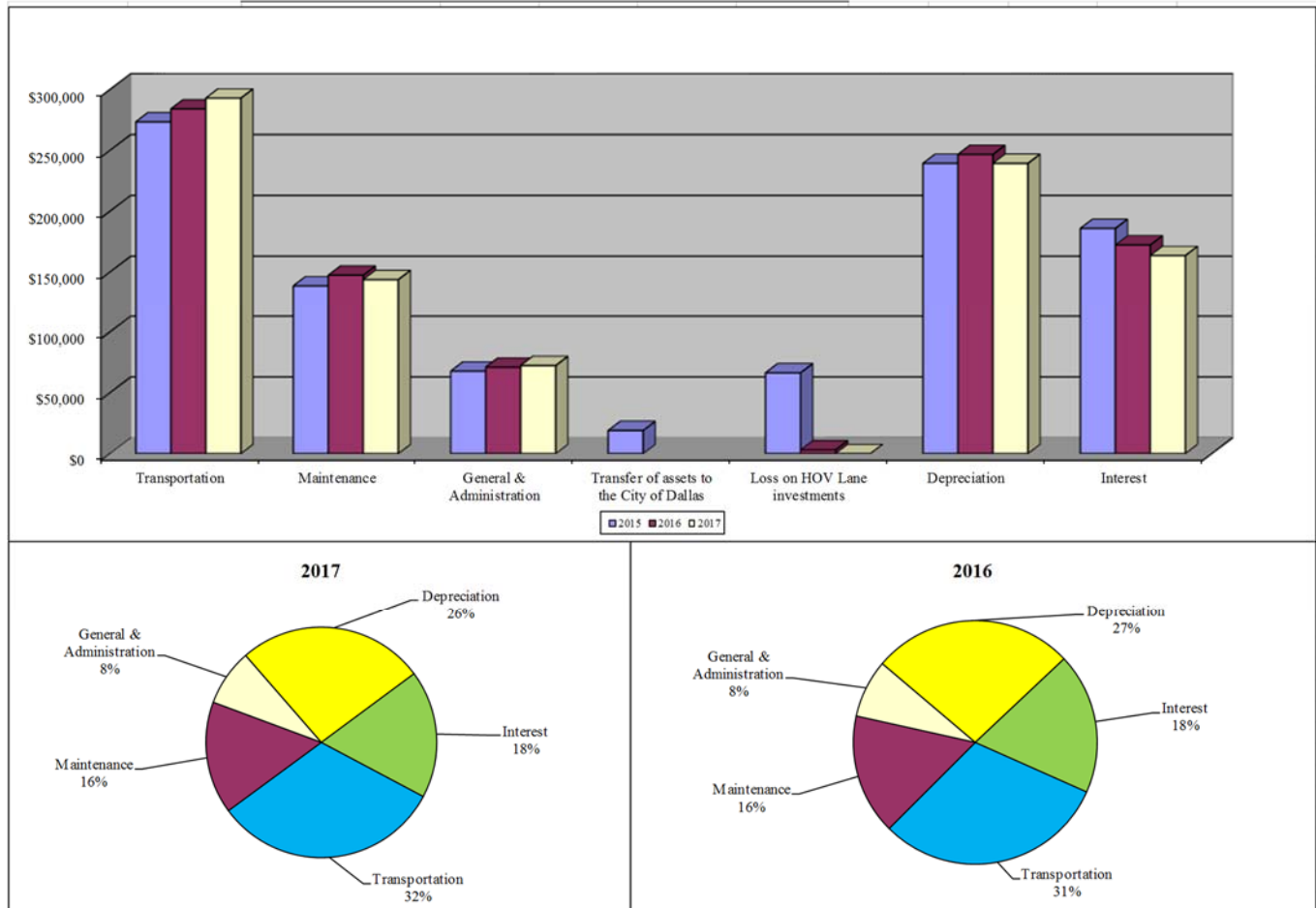
**DALLAS AREA RAPID TRANSIT
MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)**

FOR THE YEARS ENDED SEPTEMBER 30, 2017 and 2016 (Dollars in Thousands)

Expenses by function – Transportation - includes expenses that are directly related to the operation of bus, light rail, commuter rail, vanpool, paratransit, and DART on-call and shuttle services. These expenses include such items as wages and benefits for operators, transit center service employees, transportation supervisors and managers, DART police, cost of fuel, tires and tubes, propulsion power, purchased transportation, customer service, revenue collection, and other related costs. **Maintenance** – includes labor costs and benefits for vehicle and facility maintenance, materials and supplies, utilities, and all other costs incurred for maintenance purposes. **General and administration** – includes administrative personnel costs, benefits, accident, general liability and contract claims, street improvements, and other related costs. **Depreciation** – includes depreciation expense on all depreciable capital assets. **Interest** – includes interest expense incurred on debt net of capitalized interest.

EXPENSES BY FUNCTION

	<u>2017</u>	<u>2016</u>	<u>2015</u>
Transportation	\$293,060	\$284,136	\$273,552
Maintenance	143,845	147,499	138,662
General and administration	72,399	71,279	67,867
Loss on HOV lane investments	-	3,100	66,465
Transfer of assets to the City of Dallas	-	-	19,041
Depreciation and amortization	239,381	246,794	239,439
Interest	163,620	172,340	185,933
Total	<u>\$912,305</u>	<u>\$925,148</u>	<u>\$990,959</u>



**DALLAS AREA RAPID TRANSIT
MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)
FOR THE YEARS ENDED SEPTEMBER 30, 2017 and 2016 (Dollars in Thousands)**

CAPITAL ASSETS AND DEBT ADMINISTRATION

Capital assets – Investment in capital assets includes: land and rights-of-way; transitways; buildings and improvements; revenue and non-revenue vehicles and equipment; and furniture, fixtures, and leasehold improvements. DART's investment in capital assets as of September 30, 2017, is \$4,391,215 compared to \$4,543,656 in 2016. The net decrease in capital assets during 2017 is \$152,441 (3%) compared to a decrease of \$138,264 (3%) in 2016.

The following table summarizes capital assets net of depreciation as of September 30, 2017 and 2016 with comparative information for 2015.

	Capital Assets (Net of Depreciation)		
	2017	2016	2015
Land and rights-of-way	\$619,026	\$615,709	\$616,728
Projects in progress	66,867	190,992	101,124
Transitways	2,695,295	2,671,832	2,800,198
Buildings and improvements	358,555	382,561	406,635
Revenue and non-revenue vehicles and equipment	645,335	676,793	750,296
Furniture, fixtures, and leasehold improvements	6,137	5,769	6,939
Total	\$4,391,215	\$4,543,656	\$4,681,920

The net decreases in both 2017 and 2016 are due to depreciation. However, there were increases before depreciation in both fiscal years due to the cost of planning, designing and building the Light Rail Transit (LRT) Phase III expansions and new buses placed in service. The Phase III light rail build-out consists of approximately a three-mile extension of the Blue Line from Ledbetter Station toward the University of North Texas (UNT) Dallas Campus located at the southeast corner of Camp Wisdom Road and University Hills Blvd.

Additional information on DART's capital assets is shown in note 7 on pages 27-28.

Outstanding debt – Outstanding debt includes sales tax revenue commercial paper notes, senior lien revenue bonds, TIFIA bonds payable, and capital lease/leaseback liabilities. As of September 30, 2017, DART had total outstanding debt of \$3,518,574 compared to \$3,600,545 as of September 30, 2016. Outstanding debt decreased by 2% (\$81,971) in 2017 compared to a decrease of 6% (\$218,168) in 2016.

The following table summarizes DART's total outstanding debt.

	2017	2016	2015
Sales tax revenue commercial paper notes	\$140,000	\$170,000	\$200,000
Senior lien revenue bonds payable	3,163,890	3,215,820	3,312,615
TIFIA bonds payable	102,968	105,000	105,000
Capital lease/leaseback liabilities	111,716	109,725	201,098
Total debt	\$3,518,574	\$3,600,545	\$3,818,713

The sales tax revenue commercial paper notes outstanding balance was \$140,000 as of September 30, 2017, compared to \$170,000 as of September 30, 2016. Commercial paper notes are issued as a senior subordinate lien to sales and use tax revenues and are payable from the 1% sales and use tax receipts. The decreases during both 2017 and 2016 were due to payments made on commercial paper notes.

Senior lien revenue bonds outstanding are \$3,163,890 as of September 30, 2017, and \$3,215,820 as of September 30, 2016. These are senior lien bonds secured by and payable from the 1% sales and use tax receipts and farebox revenues (pledged revenues). The decrease of \$51,930 is due to principal payment during 2017. The decrease of \$96,795 is due to principal payment and advance refunding during 2016. Although the face value of the bonds increased, overall financing costs decreased during 2016. The senior lien revenue bonds shown above are at face value. The amounts shown in the Statements of Net Position include the unamortized balance of original issuance premium of \$201,935 and \$221,664 as of September 30, 2017 and 2016, respectively.

During 2017, DART maintained a AA+ credit rating from Standard & Poor's, Aa2 from Moody's, and AA from Fitch for its bonds.

**DALLAS AREA RAPID TRANSIT
MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)
FOR THE YEARS ENDED SEPTEMBER 30, 2017 and 2016 (Dollars in Thousands)**

TIFIA bonds payable are \$102,968 as of September 30, 2017, compared to \$105,000 as of September 30, 2016. On December 13, 2012, DART entered into a Transportation Infrastructure Finance and Innovation Act (TIFIA) financing agreement with the U.S. Department of Transportation (DOT). Under this loan agreement, DART issued a Senior Lien Obligation bond to borrow up to \$105,000 from the DOT. The proceeds from the bond were used to pay for the cost of the third phase of DART's light rail Orange Line extension project, which extends DART's light rail service from Irving to the Dallas Fort Worth International Airport. The TIFIA financing agreement is reimbursement-based and DART requested the money after paying for the capital project costs. The TIFIA bond is a Senior Lien Obligation and is secured by and payable from Pledged Revenues on parity with other Senior Lien Obligations.

Capital lease/leaseback liabilities are \$111,716 and \$109,725 as of September 30, 2017 and 2016, respectively. The increase in 2017 is due to accrued interest. Of the decrease in capital lease/leaseback liabilities in 2016, \$91,373 (45%) was due to a termination of one of the outstanding lease/leaseback obligations in November 2015.

Additional information on DART's outstanding debt is shown in notes 11-16.

ECONOMIC OUTLOOK

Sales and use tax is the largest source of revenue for DART, representing 72% of total revenues in 2017 compared to 74% in 2016. Sales and use tax revenues are affected by changes in the local economy. During fiscal year 2017, DART's sales and use tax revenues showed a 4% increase compared to the previous year. Actual sales and use tax revenues in 2017 are \$567,418 compared to \$545,907 in 2016. The sales and use tax budget for 2018 is \$593,873 compared to \$567,418 actual for 2017. The budget for 2018 represents a 4.7% increase from the 2017 actual sales and use tax revenues.

REQUESTS FOR INFORMATION

This financial report is designed to provide our member jurisdictions, customers, investors, and creditors with a general overview of DART's finances. If you have questions concerning any of the information provided in this report or need additional financial information, contact the Chief Financial Officer at Dallas Area Rapid Transit, 1401 Pacific Avenue, P.O. Box 660163, Dallas, TX 75266-7220.

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

SEPTEMBER 30, 2017 AND 2016 (Dollars in Thousands)

	2017	2016
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$39,938	\$53,651
Investments	498,204	562,223
Sales and use tax receivable	95,344	94,308
Transit revenue receivable, net	8,528	5,610
Due from federal and other governments	19,959	29,865
Materials and supplies inventory, net	34,856	33,828
Prepaid transit expense and other	4,176	4,385
Restricted investments held by trustee for debt service	111,734	112,301
Restricted investments held for advance funding agreements	67,868	67,055
Restricted investments held to pay capital lease/leaseback liabilities	6,374	6,374
TOTAL CURRENT ASSETS	886,981	969,600
NONCURRENT ASSETS		
Restricted investments held as security for capital lease/leaseback liabilities	7,751	8,560
Investment in joint venture	12,030	13,128
Investment in managed HOV lane agreements	11,100	10,500
Capital assets		
Land and rights-of-way	619,026	615,709
Projects in progress	66,867	190,992
Depreciable capital assets, net of depreciation	3,705,322	3,736,955
Restricted investments held to pay capital lease/leaseback liabilities	105,342	103,351
Unamortized bond insurance premium and other	633	707
TOTAL NONCURRENT ASSETS	4,528,071	4,679,902
TOTAL ASSETS	5,415,052	5,649,502
DEFERRED OUTFLOWS OF RESOURCES	86,293	101,279
TOTAL ASSETS AND DEFERRED OUTFLOWS OF RESOURCES	5,501,345	5,750,781
LIABILITIES		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	60,806	56,011
Commercial paper notes payable	140,000	170,000
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	685	685
Retainage payable	6,968	23,205
Unearned revenue and other liabilities	112,840	112,035
Accrued interest payable from restricted assets	55,329	52,933
Current portion of senior lien revenue bonds payable	55,936	53,962
TOTAL CURRENT LIABILITIES	439,762	476,029
NONCURRENT LIABILITIES		
Accrued liabilities	37,113	36,313
Net pension liability	52,127	63,697
Repayment due to State Comptroller	6,927	7,751
Senior lien revenue bonds payable	3,311,980	3,385,554
Transportation Infrastructure Finance and Innovation Act (TIFIA) bonds payable	100,878	102,968
Capital lease/leaseback liabilities	105,342	103,351
TOTAL NONCURRENT LIABILITIES	3,614,367	3,699,634
TOTAL LIABILITIES	4,054,129	4,175,663
DEFERRED INFLOWS OF RESOURCES	2,178	4,535
TOTAL LIABILITIES AND DEFERRED INFLOWS OF RESOURCES	4,056,307	4,180,198
NET POSITION		
Net investment in capital assets	837,067	881,241
Restricted for debt service	56,405	59,368
Restricted as security for capital lease/leaseback liabilities	7,751	8,560
Unrestricted	543,815	621,414
TOTAL NET POSITION	\$1,445,038	\$1,570,583

The accompanying notes are an integral part of these financial statements.

**DALLAS AREA RAPID TRANSIT
STATEMENTS OF REVENUES, EXPENSES, AND CHANGES IN NET POSITION
FOR THE YEARS ENDED SEPTEMBER 30, 2017 AND 2016 (Dollars in Thousands)**

	2017	2016
OPERATING REVENUES		
Passenger revenues	\$65,412	\$67,749
Advertising, rent, and other	14,175	14,121
TOTAL OPERATING REVENUES	<u>79,587</u>	<u>81,870</u>
OPERATING EXPENSES		
Labor	239,382	229,795
Benefits	103,288	96,528
Services	40,883	41,998
Materials and supplies	43,203	43,458
Purchased transportation	52,531	50,316
Depreciation and amortization	239,381	246,794
Utilities	18,830	18,008
Taxes, leases, and other	4,778	4,835
Casualty and liability	3,238	7,536
TOTAL OPERATING EXPENSES	<u>745,514</u>	<u>739,268</u>
NET OPERATING LOSS	<u>(665,927)</u>	<u>(657,398)</u>
NON-OPERATING REVENUES (EXPENSES)		
Sales and use tax revenue	567,418	545,907
Investment income	5,450	5,552
Interest income from investments held to pay capital lease/leaseback	8,365	9,336
Interest expense on capital lease/leaseback	(8,365)	(9,336)
Gain(loss) on HOV lane investments	600	(3,100)
Street improvements	(20)	(501)
Interest and financing expenses	(155,255)	(163,004)
Build America Bonds tax credit	28,381	28,391
Other federal grants	68,564	43,731
Other non-operating revenues	17,552	16,412
Other non-operating expenses	(3,151)	(9,939)
NET NON-OPERATING REVENUES	<u>529,539</u>	<u>463,449</u>
LOSS BEFORE CAPITAL CONTRIBUTIONS AND GRANTS	<u>(136,388)</u>	<u>(193,949)</u>
CAPITAL CONTRIBUTIONS AND GRANTS		
Federal capital contributions	9,957	3,656
State capital contributions	885	1,217
Local capital contributions	1	153
TOTAL CAPITAL CONTRIBUTIONS AND GRANTS	<u>10,843</u>	<u>5,026</u>
CHANGE IN NET POSITION	(125,545)	(188,923)
TOTAL NET POSITION – BEGINNING OF YEAR	<u>1,570,583</u>	<u>1,759,506</u>
TOTAL NET POSITION – END OF YEAR	<u>\$1,445,038</u>	<u>\$1,570,583</u>

The accompanying notes are an integral part of these financial statements.

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

FOR THE YEARS ENDED SEPTEMBER 30, 2017 AND 2016 (Dollars in Thousands)

	2017	2016
CASH FLOWS FROM OPERATING ACTIVITIES		
Receipts from customers	\$75,623	\$78,983
Cash flows from other sources	16,323	17,487
Payments to suppliers of goods and services	(115,245)	(146,646)
Payments to purchased transportation service providers	(51,172)	(48,434)
Payments to employees	(238,290)	(236,396)
Benefit payments on behalf of employees	(110,379)	(99,110)
NET CASH USED BY OPERATING ACTIVITIES	<u>(423,140)</u>	<u>(434,116)</u>
CASH FLOWS FROM NON-CAPITAL FINANCING ACTIVITIES		
Sales and use tax receipts	565,559	538,461
Other federal grants	69,782	43,889
Other non-capital financing receipts	-	17
Build America Bonds tax credit	28,360	28,391
Local Assistance Program and street improvements	(20)	(1,152)
NET CASH PROVIDED BY NON-CAPITAL FINANCING ACTIVITIES	<u>663,681</u>	<u>609,606</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Interest on investments	5,555	7,249
Proceeds from sales and maturity of investments	437,652	900,615
Purchase of investments	(373,146)	(748,733)
Increase in restricted assets	(245)	(2,828)
Investment in managed HOV lane agreements	(600)	-
NET CASH USED BY INVESTING ACTIVITIES	<u>69,216</u>	<u>156,303</u>
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES		
Acquisition and construction of capital assets	(86,985)	(109,486)
Proceeds from the issuance of commercial paper notes	800,000	880,000
Payment on commercial paper notes	(830,000)	(910,000)
Payment of debt issuance costs	-	(9,730)
Principal payment on revenue bonds	(53,962)	(48,115)
Interest and financing expenses	(164,072)	(153,744)
Federal capital contributions	7,394	1,693
State capital contributions	1,437	3,927
Local capital contributions	1	153
Proceeds from the sale of capital assets	2,717	175
NET CASH USED BY CAPITAL AND RELATED FINANCING ACTIVITIES	<u>(323,470)</u>	<u>(345,127)</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS	(13,713)	(13,334)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	<u>53,651</u>	<u>66,985</u>
CASH AND CASH EQUIVALENTS, END OF YEAR	<u>\$39,938</u>	<u>\$53,651</u>

(Continued)

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

FOR THE YEARS ENDED SEPTEMBER 30, 2017 AND 2016 (Dollars in Thousands)

	<u>2017</u>	<u>2016</u>
RECONCILIATION OF OPERATING LOSS TO CASH USED BY OPERATING ACTIVITIES		
CASH FLOWS FROM OPERATING ACTIVITIES		
Net operating loss	\$(665,927)	\$(657,398)
ADJUSTMENTS TO RECONCILE NET OPERATING LOSS TO NET CASH USED IN OPERATING ACTIVITIES		
Depreciation and amortization	239,381	246,794
Miscellaneous non-operating income	15,435	16,199
Miscellaneous non-operating expenses	(3,151)	(13,018)
Changes in assets and liabilities:		
Increase in transit receivable	(2,771)	(1,222)
Decrease in due from federal & other governments	593	3,681
Decrease (increase) in materials and supplies inventory	(1,027)	1,847
Decrease (increase) in prepaid expenses and other current assets	452	(1,192)
Increase (decrease) in net pension liability	(11,570)	1,507
Increase (decrease) in accounts payable and accrued liabilities	2,385	(23,666)
Increase (decrease) in unearned revenue and other liabilities	3,060	(7,648)
NET CASH USED BY OPERATING ACTIVITIES	<u>\$(423,140)</u>	<u>\$(434,116)</u>
 NON-CASH OPERATING, INVESTING, AND FINANCING ACTIVITIES		
Interest income from investments held to pay capital lease/leaseback	\$8,365	\$9,336
Interest expense on capital lease/leaseback	(8,365)	(9,336)
Increase in capital lease/leaseback obligations	1,991	91,373
Increase in investments held to pay capital lease/leaseback	(1,991)	(91,373)
Decrease in fair value of investments	(1,337)	(680)
Amortization of premium, discount, bond insurance premium costs, and loss on debt refunding	(11,269)	(4,479)
Purchases of capital assets in accounts payable at year-end	13,703	10,503
Gain (loss) on HOV lane investments	600	(3,100)
Toll Credits	-	22
Decrease in deferred outflows of resources – derivative instrument	284	1,423
Proceeds from the issuance of revenue bonds paid into escrow	-	961,340
Payment for advance refunding of revenue bonds	-	(967,191)

(Concluded)

The accompanying notes are an integral part of these financial statements.

**DALLAS AREA RAPID TRANSIT
NOTES TO FINANCIAL STATEMENTS****FOR THE YEARS ENDED SEPTEMBER 30, 2017 and 2016 (Dollars in Thousands)**

1. ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

Organization – Dallas Area Rapid Transit (DART) is a regional transportation authority of the State of Texas, created and confirmed by passage of a referendum on August 13, 1983, pursuant to Article 1118y of the Vernon's Annotated Texas Civil Statutes, as amended, and recodified into Section 452 of the Texas Transportation Code (the Code) effective September 1, 1995. DART is organized to provide public and general transportation services to 13 member jurisdictions in five counties: Dallas, Collin, Ellis, Denton, and Rockwall. The member jurisdictions in which the voters elected to be included in DART consist of the cities of Carrollton, Cockrell Hill, Dallas, Farmers Branch, Garland, Glenn Heights, Irving, Plano, Richardson, Rowlett, and University Park, and the towns of Addison and Highland Park. Fifteen Board members represent the 13 member jurisdictions. Board members are appointed according to the ratio of the population of a member jurisdiction to the total population of the service area. One Board member may represent multiple jurisdictions.

Amendments to DART's enabling legislation require approval of the Texas State Legislature, which holds its regular session every two years. Past legislative changes allowed the issuance of lease/leaseback transactions (see Note 11), changed the collection period of sales taxes from quarterly to monthly, and allowed a joint pledge of sales and use tax and farebox revenues as security for long-term debt. Future changes to DART's enabling legislation could have a material impact on DART's financial position. The next session of the State Legislature is scheduled to begin in January 2019.

On August 12, 2000, the voters of the DART Service Area passed a referendum that allows DART to issue up to \$2.9 billion of bonds or notes that are solely payable from and secured by the DART sales and use tax revenue, have maturities beyond five years, and are issued pursuant to the authority granted at the election. On August 9, 2001, DART issued \$400 million of the authorized \$2.9 billion bonds. On September 10, 2002, \$98.7 million of the authorized bonds were issued. On March 8, 2007, an additional \$770.3 million of the authorized bonds were issued. From the \$770.3 million, \$317.7 million was issued to refund part of the 2001 and 2002 bonds. The remaining \$452.6 million was issued to payoff commercial paper notes. In April 2008, the Board approved the fourth issuance of Bonds (Series 2008), for \$731.4 million as authorized by the Master Debt Resolution. This issuance included \$341 million to refund commercial paper notes.

A change to DART's enabling legislation was enacted during the 2009 Texas Legislative Session allowing DART to pledge multiple revenue sources as a first lien on Senior Lien Long-Term Bonds. This legislative change allowed DART to issue more than \$2.9 billion in long-term debt, provided that DART issues multi-revenue bonds. On July 23, 2012, DART filed a Bond Validation Petition in District Court 160 in Dallas County. DART sought a judicial ruling clarifying whether a \$2.9 billion limitation on "solely" pledged Sales Tax Revenue Bonds applies to "combined" Pledged Revenue Bonds. The hearing was conducted on August 13, 2012, and the Court concurred with DART's position. As a result, DART is no longer limited to \$2.9 billion in long-term debt so long as the debt is backed by a combined pledge of revenues (sales taxes plus another revenue source).

In May 2009, the Board approved the fifth issuance of Bonds (Series 2009A and Series 2009B), for \$1 billion as authorized by the Master Debt Resolution (see Note 13). In September 2010, the Board approved the sixth issuance of Bonds (Series 2010A and Series 2010B), for \$824.6 million as authorized by the Master Debt Resolution (see Note 13). On November 15, 2012, DART issued and sold \$127,775 in Senior Lien Sales Tax Revenue Bonds (Series 2012 Bonds). Series 2012 Bonds were issued to refund \$150,000 Commercial Paper Notes. The Commercial Paper Notes were issued to finance capital expenditures for DART's system expansion and acquisition. On December 13, 2012 DART entered into a Transportation Infrastructure Finance and Innovation Act (TIFIA) financing agreement with the U.S. Department of Transportation (see note 14). Under this agreement, DART borrowed \$105,000 from the U.S. Department of Transportation. The proceeds from the bond were used to pay for the cost of the third phase of DART's light rail Orange Line extension project, which extended DART's light rail service from Irving to the Dallas Fort Worth International Airport. These bonds are Senior Lien Revenue Bonds that are secured by, and payable from, a senior lien on Pledged Revenues. On December 11, 2014, DART issued and sold \$426,035 in Senior Lien Sales Tax Revenue Bonds (\$379,480 in Series 2014A Bonds and \$46,555 in Series 2014B Bonds). The Series 2014A and 2014B bonds were issued to refund part of the 2007 and 2008 bonds. On December 15, 2015, DART issued and sold \$117,470 in Series 2015 Senior Lien Sales Tax Revenue Bonds to refund part of the 2007 bonds. On February 18, 2016, DART issued and sold \$482,530 Series 2016A Senior Lien Sales Tax Revenue Bonds to refund part of the 2008 bonds; and on September 21, 2016 DART issued and sold \$228,900 Series 2016B Senior Lien Sales Tax Revenue Bonds to refund part of the 2007, 2008, and 2009A bonds.

DART received approximately \$567,418 in 2017 from a 1% sales and use tax imposed on certain items within its member jurisdictions compared to \$545,907 in 2016. These revenues constituted approximately 72% of DART's total revenues during fiscal year 2017 compared to 74% during 2016. Approximately 50%, 14%, and 11% of these sales and use tax revenues were collected from sales in the cities of Dallas, Plano, and Irving during both fiscal years 2017 and 2016.

Basis of Accounting – The activities of DART are accounted for as proprietary funds and therefore are reported as an enterprise fund in accordance with governmental accounting and financial reporting principles issued by the Governmental Accounting Standards Board (GASB). Accordingly, DART uses the accrual basis of accounting.

Reporting Entity – DART has two component units, Regional Rail Right-Of-Way Corporation (RRROW) and Dallas Area Rapid Transit Bus Service, LGC (LGC).

**DALLAS AREA RAPID TRANSIT
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Regional Rail Right of Way – The RRROW is a not-for-profit Corporation formed under Article 1396-1.01 of the Texas Non-Profit Corporation Act on October 9, 1990 to facilitate the acquisition of certain properties and right-of-way for DART. On July 9, 2002, The DART Board of Directors authorized the transfer to DART of real estate interest for certain railroad right of way held by RRROW and granted easement rights to RRROW to continue freight rail operations on all of DART active freight rail corridors. DART retains all real estate interests in the active freight rail corridors and RRROW is the common carrier authority under the freight operating easement. RRROW discharges the common carrier obligations through existing trackage rights agreements that are managed by DART personnel on behalf of RRROW. RRROW collects all trackage rights fees from freight operations on active DART owned railroad corridors. At the end of each fiscal year DART receives income earned by the Corporation that is not needed to pay the Corporation's expenses or obligations. DART retains the right to use the railroad corridors for reasonable purposes provided such uses do not materially interfere with common carrier freight service on the railroad corridors.

All powers of the RRROW corporation are vested in a Board of Directors, each member of which is appointed by the DART Board. The RRROW Board of Directors consist of not fewer than three nor more than five directors of which DART is the sole corporate member. Any director may be removed from office at any time, with or without cause, by the DART Board. The DART Board may review and revise the structure, organization, and activities of the Corporation. The property and affairs of RRROW are subject to the restrictions imposed by the DART Board. In the event of dissolution all assets will be turned over to DART.

Dallas Area Rapid Transit Bus Service – The LGC is a not-for-profit Corporation formed on March 6, 2012 under Subchapter D of Chapter 431, Texas Transportation Code, to aide and act on behalf of DART in performance of its governmental purpose of providing a public transportation system by bus primarily outside the DART service area. The Corporation can issue bonds, notes or other obligations and it can also acquire real property, all subject to prior approval of the DART Board of Directors. The LGC must comply with all DART policies and, when applicable, with all Federal Transit Administration requirements in performance of its duties.

There are five members on the LGC Board: Chairman of the DART Board of Directors; one other DART Board member that is appointed by the DART Board of Directors; and three DART employees recommended by the President/Executive Director of DART and subject to the approval from the DART Board of Directors. DART is the sole corporate member of the LGC. The DART Board of Directors may remove any member from the LGC board, with or without cause. Any vacancy on the Board shall be filled by a majority vote of the DART Board of Directors. Staff functions for the Corporation are performed by DART employees, as directed by the DART President/Executive Director. The DART Board of Directors may at any time consider and approve a resolution directing the LGC Board of Directors to proceed with the dissolution of the Corporation in which case, all assets will be turned over to DART. At the end of each fiscal year, DART receives income earned by the Corporation that is not needed to pay the Corporation's expenses or obligations.

Both RRROW and LGC meet the criteria of a blended component unit for the following reasons: They are both non-profit corporations in which the agency is the sole corporate member. DART Board appoints/approves the voting majority of each Board. The DART Board can impose its will on the corporations and may at any time consider and approve a resolution directing their Boards to proceed with the dissolution of the Corporation in which case, all assets will be turned over to DART. Also, the DART Board may remove any member from the LGC or RRROW Board at any time, with or without cause. In the case of RRROW, the corporation provides services that benefit the primary government (DART) by discharging the common carrier obligations through DARTs existing trackage rights agreements and collecting the related trackage rights fees. DART is legally entitled to or can otherwise access the organizations resources as it retains the right to use the railroad corridors and at the end of each fiscal year receives income earned by RRROW via the trackage right fees received. In the case of LGC, the LGC benefits DART by aiding and acting on behalf of DART in performance of its governmental purpose of providing a public transportation system. The LGC also provides a financial benefit to DART. At the end of each fiscal year DART receives the income earned by the LGC that is not needed to pay the Corporation's expenses or obligations.

The financial information of the RRROW and LGC are included in the accompanying financial statements of DART as blended component units in accordance with GASB Statement No. 61 and GASB Statement No. 80.

Internally prepared financial statements for either RRROW or LGC may be obtained by contacting the Chief Financial Officer at Dallas Area Rapid Transit, 1401 Pacific Avenue, P.O. Box 660163, Dallas, TX 75266-7220.

New Accounting Pronouncements – In June 2015, GASB issued statement No. 74, *Financial Reporting for Postemployment Benefit Plans Other Than Pension Plans*. This Statement replaces Statements No. 43, *Financial Reporting for Postemployment Benefit Plans Other Than Pension Plans*, as amended, and No. 57, *OPEB Measurements by Agent Employers and Agent Multiple-Employer Plans*. It also includes requirements for defined contribution OPEB plans that replace the requirements for those OPEB plans in Statement No. 25, *Financial Reporting for Defined Benefit Pension Plans and Note Disclosures for Defined Contribution Plans*, as amended, Statement 43, and Statement No. 50, *Pension Disclosures*. The provisions in Statement 74 became effective for DART OPEB Plan during fiscal year 2017.

**DALLAS AREA RAPID TRANSIT
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In August 2015, GASB issued Statement No. 77, *Tax Abatement Disclosures*. This Statement requires disclosure of tax abatement information about (1) a reporting government's own tax abatement agreements and (2) those that are entered into by other governments and that reduce the reporting government's tax revenues. The provisions in Statement 77 became effective for DART during fiscal year 2017.

In December 2015, GASB issued Statement No. 78, *Pensions Provided through Certain Multiple-Employer Defined Benefit Pension Plans*. This Statement amends the scope and applicability of Statement 68 to exclude pensions provided to employees of state or local governmental employers through a cost-sharing multiple-employer defined benefit pension plan. The provisions in Statement 78 became effective for DART during fiscal year 2017 but are not applicable to DART since DART does not participate in a Multiple-Employer Defined Benefit Pension Plan.

In January 2016, GASB issued Statement No. 80 *Blending Requirements for Certain Component Units – An amendment of GASB Statement No. 14*. This Statement amends the blending requirements for the financial statement presentation of component units of all state and local governments. The additional criterion requires blending of a component unit incorporated as a not-for-profit corporation in which the primary government is the sole corporate member. The additional criterion does not apply to component units included in the financial reporting entity pursuant to the provisions of Statement No. 39, *Determining Whether Certain Organizations Are Component Units*. The provisions in Statement 80 became effective for DART during fiscal year 2017.

In March 2016, GASB issued Statement No. 82 *Pension Issues-an amendment of GASB Statements No. 67, No.68 and No. 73. Investment Pools and Pool Participants*. This Statement addresses issues regarding (1) the presentation of payroll-related measures in required supplementary information, (2) the selection of assumptions and the treatment of deviations from the guidance in an Actuarial Standard of Practice for financial reporting purposes, and (3) the classification of payments made by employers to satisfy employee (plan member) contribution requirements. The provisions in Statement 82 became effective for DART during fiscal year 2017.

Implementation of these Statements did not have an impact on the financial statements.

Cash and Cash Equivalents – DART considers investments in unrestricted funds with original maturities of less than 90 days at the date of purchase to be cash equivalents. Cash and cash equivalents were \$39,938 and \$53,651 as of September 30, 2017, and 2016, respectively.

Investments – The investment balances, other than investments held to pay lease/leaseback obligations (see Note 3), on September 30, 2017, and 2016 are stated at fair value except for money market funds which are valued at amortized cost. Fair value is the amount at which an investment may be exchanged in a current transaction between willing parties other than in a forced or liquidation sale. DART utilizes quoted market prices or other measurements on September 30, 2017, and 2016, as the equivalent of the fair value of investments. When both restricted and unrestricted funds are available, it is DART's policy to spend restricted funds first on eligible expenditures.

Material and Supplies Inventory – An inventory of supplies and parts is maintained at different DART warehouses for use in the operation and is recorded as an expense when consumed or placed in service. Inventory is stated at average cost.

Capital Assets – Capital assets are assets with an initial individual cost of more than five thousand dollars (\$5,000) and an estimated useful life in excess of one year. Such assets are stated at cost. Depreciation is calculated using the straight-line method over the estimated useful lives of the related assets as indicated in Note 7. Major improvements to buildings and equipment are capitalized. Maintenance and repairs are charged to expense as incurred. Improvements and betterments that extend the useful lives of capital assets or add new functionality are capitalized. Transit system development costs for services such as project-related design, construction, construction management, and project management costs are capitalized when incurred. Interest expense incurred during the construction phase of a capital asset is capitalized. In 2017, total interest and financing expense of \$156,317 was incurred, and \$1,062 of this total was capitalized. In 2016, total interest and financing expense of \$168,267 was incurred, and \$5,263 of this total was capitalized. Donated assets are capitalized at estimated acquisition value on the date of donation.

Federal, State and Local Capital Contributions, and Grants – Grant funds used for the acquisition of property and equipment are recorded as capital contribution revenues when the related grant eligibility requirements are met and qualified expenditures are incurred. DART received \$10,843 in federal, state and local capital contributions during 2017 compared to \$5,026 during 2016. None of the total capital contributions received during 2017 were based on capital expenditures made during the previous years. In addition to capital contributions, DART also received \$68,564 in 2017 compared to \$43,731 in 2016 in the form of other federal grants. Included in these amounts are grants that are substantially related to capital maintenance grants from the federal government.

Paid Time Off, Vacation and Sick Leave – Salaried exempt and non-exempt employees are eligible for a "Paid Time Off" (PTO) benefits program. Accumulated PTO hours have no cash value unless the employee has five or more years of service. Upon termination of employment, a percentage of unused PTO hours will be paid in a lump sum based on number of years of continued service with DART. Hourly employees earn vacation and sick leave, which may be taken or accumulated up to certain levels, until paid upon retirement or termination. The liability for PTO, vacation, and sick leave has been calculated in accordance with GASB Statement No. 16, *Accounting for Compensated Absences*, and is included in the accounts payable and accrued liabilities line item in the accompanying Statements of Net Position.

**DALLAS AREA RAPID TRANSIT
NOTES TO FINANCIAL STATEMENTS**

FOR THE YEARS ENDED SEPTEMBER 30, 2017 and 2016 (Dollars in Thousands)

Operating Revenues and Expenses – Operating revenues are generated from activities related to providing public transportation services such as bus, light rail, commuter rail, paratransit, and vanpool to DART customers. DART’s operating revenues include passenger fare revenues, advertising revenues, and certain rental income. Non-operating revenues are revenues not directly related to the operations of DART’s transit service. Sales and use tax revenues, Build America Bond tax credit, and investment income are classified as non-operating revenues.

Operating expenses are incurred for activities directly related to providing public transportation services to DART customers. Such activities include transportation, maintenance, transit police, and general and administrative functions. Non-operating expenses include interest and financing costs, general planning and consulting work not related to current service, and the local assistance provided to eligible member jurisdictions.

Revenue Recognition – Operating revenues are recognized when transit service is provided. Monthly tickets and annual passes are sold for revenue service, including bus and rail operations. An estimate of unused tickets and passes is recorded as unearned transit revenue and is included in the unearned revenue and other liabilities line item in the accompanying Statements of Net Position.

Sales and Use Tax Revenues – Sales and use tax revenues are recognized when the underlying transactions occur. Sales and use tax revenues are subject to audits by the State Comptroller, which sometimes results in refunds to the State.

Self-Insurance Liabilities – DART administers and maintains self-insured reserves for employee medical, operational workers’ compensation, auto, and general liability (including bus/rail accidents), directors’ and officers’ liability, and light rail construction workers’ compensation and general liability claims. These programs are administered by DART, or in some instances, a third party. DART accrues the estimated cost of self-insurance liabilities based on actuarial review and the estimate is included in the accounts payable and accrued liabilities line item in the accompanying Statements of Net Position.

The estimate includes incurred but not reported (IBNR) claims. Changes in the liabilities in 2017 and 2016 for DART’s self-insured programs are as follows:

Description	2017	2016
Beginning balance	\$17,445	\$16,017
Current year claims and changes in estimates	5,707	6,719
Payments	(5,182)	(5,291)
Ending balance	\$17,970	\$17,445
Amounts due in one year	\$5,158	\$4,909

DART purchases liability insurance coverage for all-risk property, commuter rail, leased premises, crime, directors and officers and light rail project-specific professional liability and light rail build-out workers’ compensation and general liability. Coverage is evaluated annually and adjusted as necessary based upon exposure and claim payments. There was no significant reduction in insurance coverage from the previous year, and the settlement amounts did not exceed insurance coverage for each of the past three fiscal years.

Premium and Discounts on Revenue Bonds – Premiums and discounts on Senior Lien Revenue Bonds are amortized using the effective interest method. Bond insurance premiums and gains/losses on refunding are also amortized using the effective interest method over the life of the bonds.

Pensions – For purposes of measuring the net pension liability, deferred outflows of resources and deferred inflows of resources related to pensions, and pension expense, information about the fiduciary net position of the DART Employees Defined Benefit Retirement Plan and Trust (the DB Plan) and additions to/deductions from the DB Plan’s fiduciary net position have been determined on the same basis as they are reported by the DB Plan. For this purpose, benefit payments (including refunds of employee contributions) are recognized when due and payable in accordance with the benefit terms. Investments are reported at fair value.

Net position – *Net Investment in Capital Assets*, includes capital assets, net of accumulated depreciation, less the outstanding balances of any bonds, notes, or other borrowings that are attributable to the acquisition, construction, or improvement of those assets. *Restricted* consists of net position that is legally restricted by outside parties or by law through constitutional provisions or enabling legislation. When both restricted and unrestricted resources are available for use, generally it is DART’s policy to use restricted resources first, and then unrestricted resources when they are needed. *Unrestricted* resources consist of net position that does not meet the definition of “restricted” or “net investment in capital assets.”

**DALLAS AREA RAPID TRANSIT
NOTES TO FINANCIAL STATEMENTS**

FOR THE YEARS ENDED SEPTEMBER 30, 2017 and 2016 (Dollars in Thousands)

2. SERVICE AGREEMENTS

DART has entered into several long-term agreements with contractors to provide paratransit, commuter rail, DART on-call and shuttle services. Payments to service providers are recorded as purchased transportation in the accompanying Statements of Revenues, Expenses, and Changes in Net Position.

Summary of major services rendered in 2017 and 2016 and the current contract terms, including option periods is shown as follows:

Contractor's Name	Service Type	Annual Payments		Contract Terms	
		2017	2016	Began	Expires
Herzog Transit Services, Inc.	Commuter Rail Service	20,611	\$20,087	10/1/2015	9/30/2025
MV Contract Transportation, Inc.	Paratransit, and On-call services	26,032	25,541	10/1/2012	9/30/2019
Others	Various	5,888	4,688	Various	Various
Total		<u>\$52,531</u>	<u>\$50,316</u>		

3. CASH, CASH EQUIVALENTS, AND INVESTMENTS

Cash and investments, excluding investments held for lease/leaseback liabilities, as of September 30 are classified in the Statements of Net Position as follows:

	9/30/2017	9/30/2016
Cash and cash equivalents	\$39,938	\$53,651
Investments	498,204	562,223
Restricted investments held by trustee for debt service	111,734	112,301
Restricted investments held for advance funding agreements	67,868	67,055
Restricted investments held as security for capital lease/leaseback liabilities	7,751	8,560
Total cash and investments	<u>\$725,495</u>	<u>\$803,790</u>

Cash and investments as of September 30 consist of the following:

	9/30/2017	9/30/2016
Cash on hand	\$1,599	\$1,605
Cash equivalents	38,339	52,046
Investments	685,557	750,139
Total cash and investments	<u>\$725,495</u>	<u>\$803,790</u>

Deposits

State statutes authorize DART's cash to be deposited in demand deposits, time deposits, or certificates of deposit and require that all deposits be fully collateralized or insured.

On September 30, 2017, the carrying amount of DART's deposits was \$1,599 compared to \$1,605 at September 30, 2016. Bank balances at September 30, 2017 and 2016 were entirely covered either by Federal Depository Insurance or by collateral held by DART's agent in DART's name.

Custodial Credit Risk – Custodial credit risk for deposits is the risk that, in the event of failure of a depository financial institution, DART 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. DART's policy requires that all deposits with financial institutions must be collateralized to the extent not protected by F.D.I.C. insurance. Securities that can be accepted as collateral are limited to U.S. Government Securities, Federal Agency Securities, and Municipal Securities.

**DALLAS AREA RAPID TRANSIT
NOTES TO FINANCIAL STATEMENTS**

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Investments

In accordance with the Texas Public Funds Investment Act and DART's investment policy, DART invests in, among others, obligations of the United States or its agencies and instrumentalities, and obligations of states, agencies, counties, cities, and other state political subdivisions with ratings from a nationally recognized investment rating firm of not less than "A" or its equivalent and commercial paper with ratings of not less than "A1" or "P1." In addition, State statutes authorize DART to invest funds in other cash equivalents such as money market mutual funds among other things. All DART investments are subject to the Texas Public Funds Investment Act. The following table identifies the investment types that are authorized by DART's Investment Policy. The table also identifies certain provisions of DART Investment Policy that address interest rate risk, credit risk and concentration of credit risk.

Authorized Investment Type	Maximum Maturity	Maximum Percentage of Portfolio	Maximum Investment in One Issuer at the time of purchase
U.S. Government Securities	None	None	None
Federal Agency Securities	None	None	25%
Municipal Securities	None	None	10%
Repurchase and Reverse Repurchase Agreements	90 days	50%	5%
Money Market Mutual Funds	10 years	None	None
Commercial Paper	270 days	None	5%
Banker's Acceptance	270 days	None	5%
Certificate of Deposit	10 years	None	None

Interest Rate Risk – Interest rate risk is the risk that changes in market interest rates will adversely affect the fair value of an investment. Generally, the longer the maturity of an investment, the greater the sensitivity of its fair value to changes in market interest rates. One of the ways that DART manages exposure to interest rate risk is by purchasing a combination of shorter term and longer term investments and by timing cash flows from maturities so that a portion of it matures evenly over time as necessary to provide the cash flow and liquidity needed for operations.

Information about the sensitivity of the fair values of DART investments to market interest rate fluctuations as of September 30 is provided in the following tables, which show the distribution of DART investments by maturity.

Investment Type	Total Amount	Remaining Maturity (in months) as of September 30, 2017		
		12 Months or Less	12 to 24 Months	24 to 60 Months
Federal Home Loan Bank	\$168,952	\$38,035	\$17,974	\$112,943
Federal Farm Credit Banks	112,410	48,291	29,816	34,303
Federal Home Loan Mortgage Corporation	107,456	61,635	31,809	14,012
Federal National Mortgage Association	111,543	25,926	43,488	42,129
Commercial Paper	40,242	40,242	-	-
Money Market Funds	183,293	183,293	-	-
Total	\$723,896	\$397,422	\$123,087	\$203,387

Investment Type	Total Amount	Remaining Maturity (in months) as of September 30, 2016		
		12 Months or Less	12 to 24 Months	24 to 60 Months
Federal Home Loan Bank	\$149,786	\$97,679	\$48,087	\$4,020
Federal Farm Credit Banks	131,505	53,634	67,859	10,012
Federal Home Loan Mortgage Corporation	157,058	70,261	54,851	31,946
Federal National Mortgage Association	103,971	4,650	25,929	73,392
Commercial Paper	179,812	179,812	-	-
Money Market Funds	61,344	61,344	-	-
US Treasury Note	18,709	18,709	-	-
Total	\$802,185	\$486,089	\$196,726	\$119,370

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FOR THE YEARS ENDED SEPTEMBER 30, 2017 and 2016 (Dollars in Thousands)

Credit Risk - Credit risk is the risk that an issuer of an investment will not fulfill its obligation to the holder of the investment. This is measured by the assignment of a rating by a nationally recognized rating agency. The following tables show actual ratings as of September 30 for each investment type. Money market funds listed are SEC regulated 2a.7 funds.

Rating as of September 30, 2017				
Investment Type	Total	AA+/ Aaa	A1/P1	AAA/
	Amount			Aaa
Federal Home Loan Bank	\$168,952	\$168,952	\$ -	\$ -
Federal Farm Credit Banks	112,410	112,410	-	-
Federal Home Loan Mortgage Corporation	107,456	107,456	-	-
Federal National Mortgage Association	111,543	111,543	-	-
Commercial Paper	40,242	-	40,242	-
Money Market Funds	183,293	177,290	-	6,003
Total	<u>\$723,896</u>	<u>\$677,651</u>	<u>\$40,242</u>	<u>\$ 6,003</u>

Rating as of September 30, 2016				
Investment Type	Total	AA+/ Aaa	A1/P1	AAA/
	Amount			Aaa
Federal Home Loan Bank	\$149,786	\$139,722	\$ 10,064	\$ -
Federal Farm Credit Banks	131,505	108,881	22,624	-
Federal Home Loan Mortgage Corporation	157,058	116,509	40,549	-
Federal National Mortgage Association	103,971	103,971	-	-
Commercial Paper	179,812	-	179,812	-
Money Market Funds	61,344	54,831	-	6,513
US Treasury Note	18,709	18,709	-	-
Total	<u>\$802,185</u>	<u>\$542,623</u>	<u>\$253,049</u>	<u>\$ 6,513</u>

On August 5, 2011, Standard and Poor's, one of three nationally recognized raters of US debt and securities, downgraded the rating of long-term United States sovereign debt from AAA to AA+ for the first time since 1941 with a negative outlook. The two other national raters, Moody's and Fitch, continue to have the highest ratings, but also have the debt on their watch lists. Included in DART's investment portfolio as of September 30, 2017 is \$500,361 compared to \$487,792 as of September 30, 2016 are securities with credit ratings of AAA to AA+ by Standard and Poor's.

Concentration of Credit Risk – Concentration of credit risk is the risk of loss attributed to the magnitude of DART's investment in a single issuer. DART's Investment Policy contains limitations on the amount that can be invested in any one issuer as shown in the table on page 23. Investments in any one issuer that represent 5% or more of total investment portfolio of DART as of September 30 are as shown below:

September 30, 2017		
Investment type/Issuer	Reported Amount	Percentage of Total Portfolio
Federal Home Loan Bank	\$168,952	23%
Federal Farm Credit Banks	112,410	16%
Federal National Mortgage Association	111,543	15%
Federal Home Loan Mortgage Corporation	107,456	15%
Logic	97,043	13%
TexPool	80,247	11%

September 30, 2016		
Investment type/Issuer	Reported Amount	Percentage of Total Portfolio
Federal Home Loan Mortgage Corporation	\$157,058	20%
Federal Home Loan Bank	149,786	19%
Federal Farm Credit Banks	131,505	16%
Federal National Mortgage Association	103,971	13%

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Custodial Credit Risk – 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, DART will not be able to recover the value of its investment or collateral securities that are in the possession of another party. All of DART’s investments except for money market mutual funds, which by design provide ownership of shares within the fund, are registered in DART’s name as of September 30, 2017 and 2016 and are not exposed to custodial credit risk.

Foreign Currency Risk – Foreign currency risk is the risk that changes in exchange rates will adversely affect the fair value of an investment or deposit. None of DART’s investment are in foreign currency-denominated investments.

DART categorizes its fair value measurements within the fair value hierarchy established by GAAP. The hierarchy is based on the valuation inputs used to measure fair value of the asset. Level 1 inputs are quoted prices in active markets for identical assets. Level 2 inputs are significant other observable inputs and are valued using a matrix pricing model. Level 3 inputs are significant unobservable inputs. DART investment fair value measurements as of September 30, 2017 and 2016 are shown on the next page.

DART has the following fair value measurements as of September 30, 2017 and 2016.

Fair Value Measurements as of September 30, 2017				
Investment Type	Total	Level 1	Level 2	Level 3
	Amount			
Federal Home Loan Bank	\$168,952	\$ -	\$168,952	\$ -
Federal Farm Credit Banks	112,410	-	112,410	-
Federal Home Loan Mortgage Corporation	107,456	-	107,456	-
Federal National Mortgage Association	111,543	-	111,543	-
Commercial Paper	40,242	-	40,242	-
Total	<u>\$540,603</u>	<u>\$ -</u>	<u>\$540,603</u>	<u>\$ -</u>

Fair Value Measurements as of September 30, 2016				
Investment Type	Total	Level 1	Level 2	Level 3
	Amount			
Federal Home Loan Bank	\$149,786	\$ -	\$149,786	\$ -
Federal Farm Credit Banks	131,505	-	131,505	-
Federal Home Loan Mortgage Corporation	157,058	-	157,058	-
Federal National Mortgage Association	103,971	-	103,971	-
Commercial Paper	179,812	-	179,812	-
US Treasury Note	18,709	-	18,709	-
Total	<u>\$740,841</u>	<u>\$ -</u>	<u>\$740,841</u>	<u>\$ -</u>

Restricted investments held to pay capital lease/leaseback liabilities – As of September 30, 2017, DART had one outstanding lease/leaseback obligation. When DART entered into the capital lease/leaseback transactions it received advance rental payments. A portion of the advance rental payment received by DART was used to purchase contractual undertakings from certain financial institutions. These institutions assumed and agreed to pay the sublease rental payments due through the purchase option date, together with the purchase option price owed if DART were to exercise the purchase option rights. For other leases, DART deposited a portion of the advance rental payment with a trustee, who was to purchase direct obligations of the US government and other securities that would mature on the dates in the amounts required to pay sublease rental payments and the respective purchase option price. These investments are held by the trustee in the name of DART and are invested in U.S. Treasury strips, U.S. government sponsored enterprise obligations, and guaranteed investment contracts. They include a combination of investments with short-term and long-term maturities which minimizes the exposure to interest rate risk. Because these investments are insured by a third party and are held in U.S. Treasuries and government investment contracts they are not recorded at fair value but are recorded at amortized cost in the Statements of Net Position.

Assigned assets – The DART Board has assigned certain cash and investment balances to be maintained for self-insurance and financial reserve. These amounts are shown as unrestricted investments in the accompanying financial statements. The assets for self-insurance include amounts assigned by the Board to fund future claims and workers' compensation liabilities. The Board established the financial reserve to accumulate sales and use taxes in years when sales and use tax revenues exceed the budgeted amount. Sales and use tax revenues, net of annual repayments to the State Comptroller, were \$3,016 more than budget for fiscal year 2017 compared to \$2,705 for fiscal year 2016. In addition, the Board of Directors authorized the establishment of a Capital Project Reserve Account. Should the Financial Reserve exceed \$50 million, excess funds are placed in the Capital Project Reserve Account.

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An affirmative vote of two-thirds of the Board is required to draw upon the Financial and Capital Project Reserves, and the funds may be used for any purpose approved by the Board. During 2011, the DART Board approved a request to set aside a portion of the financial reserve investments for potential collateral as required by an amendment to one of the lease/leaseback agreements. The amount set aside for this purpose is \$7,751 as of September 30, 2017, compared to \$8,560 as of September 30, 2016. These amounts are shown as restricted investments held as security for capital lease/leaseback liabilities in the Statements of Net Position and are excluded from the financial reserve amount of September 30, 2017 and 2016 shown as follows:

Assigned for	2017	2016
Self-Insurance	\$12,236	\$ 10,111
Financial Reserve*	42,425	41,473
Capital Reserve	23,699	20,292
Total	\$ 78,360	\$ 71,876

*The financial reserve amounts shown here are net of \$7,751 as of September 30, 2017, and \$8,560 as of September 30, 2016. These amounts are set aside as collateral security for a certain lease/leaseback obligation.

4. RESTRICTED ASSETS

As security for the Senior Lien Obligations (Bonds) and Senior Subordinate Lien Obligations (Commercial Paper Notes), DART is required to maintain a certain amount of money in trust accounts created for this purpose. The money maintained in the trust accounts is reported as *Investments held by trustee for debt service* in the Statements of Net Position. The trustee uses all the monies and investments in the account for payment of principal, interest for bonds and commercial paper notes, and administrative expenses.

Restricted assets shown in the Statements of Net Position also include bond proceeds which will be used to fund capital expenditures.

DART entered into three advance funding agreements with the Texas Department of Transportation and received money for construction of three parking lots. DART also entered into an inter-local agreement with the City of Dallas to plan and design a modern streetcar system for the City of Dallas and received money for this purpose. The remaining balances of these monies are shown as restricted investments held for advance funding agreements in the Statements of Net Position as of September 30, 2017 and 2016.

DART also entered into an additional Equity Security Agreement that requires it to set aside certain investments as security for a certain lease/leaseback obligation. As of September 30, 2017, DART has set aside \$7,751 compared to \$8,560 as of September 30, 2016, for this purpose. These amounts are shown as investments restricted as security for lease/leaseback liabilities in the Statements of Net Position.

5. INVESTMENT IN JOINT VENTURE

DART and the Fort Worth Transportation Authority ("The T") jointly provide commuter rail service between downtown Dallas and downtown Fort Worth. The authorities have adopted the name *Trinity Railway Express* ("TRE") to provide this service. The operation and maintenance of commuter rail service is contracted to Herzog Transit Services, Inc. The cost of operating TRE, net of operating revenues, is shared between DART and The T based on revenue seat miles operated in Dallas County and Tarrant County, respectively. The transit authorities separately contributed the capital for the passenger stations and track storage areas in their respective counties, including fixtures and fare collection equipment at those stations. DART has separately contributed the capital for thirteen rail diesel cars (RDCs) purchased for the initial TRE commuter rail service. DART and The T have jointly contributed the capital for seven rehabilitated locomotives, two new locomotives, ten rehabilitated bi-level coaches, five new bi-level coaches, two rehabilitated bi-level cab cars, and five new bi-level cab cars. The book value of DART's share of these capital assets jointly owned with The T is recorded as Investment in Joint Venture in the Statements of Net Position in accordance with GASB Statement No. 61. There are no separate financial statements for the TRE. Each authority includes its share of revenues, operating costs and capital assets in its own financial statements.

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6. INVESTMENT IN MANAGED HOV LANE AGREEMENTS

In October 2010, DART entered into agreements with TxDOT to invest in managed HOV lane projects that fall under the Regional Transportation Council's (RTC) policy for Excess Toll Revenue Sharing. RTC's policy allows local governments and transportation authorities to invest in Comprehensive Development Agreement (CDA) projects. Any excess revenue will be returned to the funding partners in proportion to their shares and be used to fund future transportation projects. As of September 30, 2017 and 2016, a financial analysis of the value of DART investment managed HOV lane projects is determined to be \$11.1 million and \$10.5 million, respectively. As a result, a gain in value of \$0.6 million is recorded in the Statements of Changes in Net Position as of September 30, 2017, compared to \$3.1 million decline value as of September 30, 2016. These investments are shown on the Statements of Net Position at fair value as of September 30, 2017 and 2016 and will be reviewed annually for a decline in value. As of September 30, 2017, the Statements of Net Position reflects these Investments in Managed HOV Lane Agreements totaling \$11,100 compared to \$10,500 as of September 30, 2016. The fair value of these Investments in Managed HOV Lane Agreements is measured using Level 3 inputs within the fair value hierarchy established by GAAP. The Investments in Managed HOV Lane Agreements in Level 3 is valued using future projected cash flows.

7. CAPITAL ASSETS

Changes in capital assets for the years ended September 30, 2017 and 2016 are shown as follows:

	Beginning Oct. 1, 2016	Additions	Disposals	Net Transfers/ Adjustments	Ending Sept. 30, 2017
Non-Depreciable Assets					
Land and right-of-way	\$615,709	\$ -	\$(464)	\$3,781	\$619,026
Capital projects in progress	190,992	86,300	-	(210,425)	66,867
Total non-depreciable assets	<u>806,701</u>	<u>86,300</u>	<u>(464)</u>	<u>(206,644)</u>	<u>685,893</u>
Depreciable Assets					
Transitways	3,861,876	-	-	157,991	4,019,867
Buildings and improvements	749,160	-	-	700	749,860
Revenue and non-revenue vehicles and equipment	1,282,270	-	(24,616)	44,226	1,301,880
Furniture, fixtures, and Leasehold improvements	65,909	-	-	3,727	69,636
Total depreciable assets	<u>5,959,215</u>	<u>-</u>	<u>(24,616)</u>	<u>206,644</u>	<u>6,141,243</u>
Less accumulated depreciation					
Transitways	1,190,044	134,528	-	-	1,324,572
Buildings and improvements	366,599	24,706	-	-	391,305
Revenue and non-revenue vehicles and equipment	605,467	75,688	(24,610)	-	656,545
Furniture, fixtures, and Leasehold improvements	60,150	3,349	-	-	63,499
Total accumulated depreciation	<u>2,222,260</u>	<u>238,271</u>	<u>(24,610)</u>	<u>-</u>	<u>2,435,921</u>
Depreciable assets, net	<u>3,736,955</u>	<u>(238,371)</u>	<u>(6)</u>	<u>206,644</u>	<u>3,705,322</u>
Total capital assets	<u>\$4,543,656</u>	<u>\$(151,971)</u>	<u>\$(470)</u>	<u>\$ -</u>	<u>\$4,391,215</u>

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	Beginning Oct. 1, 2015	Additions	Disposals	Net Transfers/ Adjustments	Ending Sept. 30, 2016
Non-Depreciable Assets					
Land and right-of-way	\$616,728	\$ -	\$(1,023)	\$4	\$615,709
Capital projects in progress	101,124	103,183	-	(13,315)	190,992
Total non-depreciable assets	<u>717,852</u>	<u>103,183</u>	<u>(1,023)</u>	<u>(13,311)</u>	<u>806,701</u>
Depreciable Assets					
Transitways	3,860,836	-	-	1,040	3,861,876
Buildings and improvements	748,445	-	(42)	757	749,160
Revenue and non-revenue vehicles and equipment	1,287,039	-	(13,197)	8,428	1,282,270
Furniture, fixtures, and Leasehold improvements	64,523	-	(943)	2,329	65,909
Total depreciable assets	<u>5,960,843</u>	<u>-</u>	<u>(14,182)</u>	<u>12,554</u>	<u>5,959,215</u>
Less accumulated depreciation					
Transitways	1,060,638	129,406	-	-	1,190,044
Buildings and improvements	341,810	24,831	(42)	-	366,599
Revenue and non-revenue vehicles and equipment	536,743	82,507	(13,026)	(757)	605,467
Furniture, fixtures, and Leasehold improvements	57,584	3,463	(897)	-	60,150
Total accumulated depreciation	<u>1,996,775</u>	<u>240,207</u>	<u>(13,965)</u>	<u>(757)</u>	<u>2,222,260</u>
Depreciable assets, net	<u>3,964,068</u>	<u>(240,207)</u>	<u>(217)</u>	<u>13,311</u>	<u>3,736,955</u>
Total capital assets	<u>\$4,681,920</u>	<u>\$(137,024)</u>	<u>\$(1,240)</u>	<u>\$ -</u>	<u>\$4,543,656</u>

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

Description	Years
Buildings and improvements	20-30
Buses and equipment	4-12
Furniture, fixtures, and leasehold improvements	3-10
Facilities and transitways (LRT System and HOV lanes)	20-30
Light rail transit vehicles and commuter rail vehicles	25
Rebuilt/Remanufactured rail cars	10

8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES AND REPAYMENT DUE TO STATE COMPTROLLER

Accounts payable and accrued liabilities at September 30 are as follows:

Description	2017	2016
Accounts payable and accrued liabilities		
Payroll	\$9,753	\$9,624
Accrued paid time off, vacation and sick leave	25,889	24,938
Self-insurance liabilities	17,970	17,445
Other operating liabilities	30,594	29,814
Total operating expense related	<u>84,206</u>	<u>81,821</u>
Non-operating expense and capital related	13,713	10,503
Total accounts payable and accrued liabilities	<u>97,919</u>	<u>92,324</u>
Non-current	37,113	36,313
Current	<u>\$60,806</u>	<u>\$56,011</u>

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The Texas State Comptroller collects the 1% sales and use tax from taxpayers for DART. Sales and use tax revenues are subject to audits by the State Comptroller, which sometimes results in repayments to the State. Outstanding repayments and changes in the repayments due to the State Comptroller at September 30 are as follows:

Description	2017	2016
Beginning balance	\$8,575	\$9,399
Payments	(824)	(824)
Ending balance	7,751	8,575
Non-current	6,927	7,751
Current	\$824	\$824

9. ACCRUED PAID TIME OFF (PTO) VACATION AND SICK LEAVE

Changes in accrued PTO, vacation, and sick leave for the years ended September 30 are shown in the following table.

Description	2017	2016
Beginning balance	\$24,938	\$24,313
Additions	2,575	1,777
Payments	(1,624)	(1,152)
Ending balance	\$25,889	\$24,938
Amounts due in one year	\$1,345	\$1,161

10. LOCAL ASSISTANCE PROGRAM

In 1989, DART created a Local Assistance Program (LAP) to provide technical and financial assistance to cities for the implementation of projects to reduce traffic congestion and complement bus and public transit operations. Eligible member jurisdictions are responsible for developing and submitting projects to DART for approval in order to receive distribution of these funds. According to the terms of inter-local agreements, DART allocated a percentage of its annual sales and use tax collections for the LAP program. Eligible member jurisdictions received 15% of the estimated sales and use taxes collected within that jurisdiction, except Irving, which received 7.5%. Dallas, University Park, and Highland Park were not eligible. The LAP program ended in 2004. Accrued but unpaid funds were carried over to succeeding years and were recorded as a liability on the accompanying Statements of Net Position.

Changes in Local Assistance Program Payable for the years ended September 30 are as follows:

Description	2017	2016
Beginning balance	\$685	\$1,336
Payments	-	(651)
Ending balance	\$685	\$685

11. FINANCE OBLIGATIONS UNDER CAPITAL LEASE/LEASEBACK

DART has entered into lease transactions in which certain capital assets are leased to investors (headlease) and simultaneously leased back (sublease). Under these transactions, DART maintains the right to continued use and control of the assets through the end of the lease term and is required to insure and maintain the assets. The headleases and subleases have been recorded as capital lease/leaseback for accounting purposes. The following table summarizes DART capital lease/leaseback transactions as of the respective transaction date.

Lease Date	Property	Fair Value at Closing Date	Prepayment Received on Head Lease	Amount Invested to Satisfy Sublease Obligation	Cash Benefit	Repurchase Option Date	Sublease Termination Date
9/28/2000	28 Light rail cars	\$91,000	\$91,000	\$84,000	\$7,000	01/02/23	12/15/23
10/26/2000*	25 Light rail cars	81,000	81,000	74,700	6,300	-	11/23/15

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The subleases provide DART with an opportunity, at its sole discretion, to repurchase equipment on specified dates. As these dates approach, DART will complete a financial analysis on each specific lease to determine if it is financially beneficial to repurchase the equipment. At this point in time, DART anticipates that it will exercise the repurchase option on all of its remaining leases at the specified dates and has reflected this option in the amortization.

The following table shows the book value of the light rail cars under the lease/lease back agreements as of September 30, 2017 and 2016.

Lease Date	Property	Book value as of 9/30/2017	Book value as of 9/30/2016
9/28/2000	28 Light rail cars	\$22,008	\$25,059
10/26/2000*	25 Light rail cars	22,964	25,847

*On November 23, 2015, DART entered into a lease termination agreement and terminated the October 26, 2000 lease/leaseback transaction.

The net present value of the future sublease payments has been recorded as both a short-term and long-term liability in the accompanying Statements of Net Position. Prepayments received from the head lease were invested to satisfy the sublease obligations. Since the investments have been structured to meet all future obligations under the subleases at all times when due, the investment balances have been recorded to equal the sublease liabilities on the accompanying Statements of Net Position. The benefits from these transactions, net of transaction costs, were recorded as non-operating revenues in the Statements of Revenues, Expenses, and Changes in Net Position in the fiscal year each transaction occurred.

The capital lease/leaseback liabilities are reported as follows on the Statements of Net Position:

	2017	2016
Amounts due within one year	\$6,374	\$6,374
Amounts due in more than one year	105,342	103,351
Total	\$111,716	\$109,725

Each of the lease/leaseback transactions has specific performance requirements for DART when the financial rating of the Payment Undertaker insurer falls below a specified level. During fiscal year 2010, credit ratings of two of three financial institutions insuring DART's lease/leaseback transactions were downgraded below certain levels specified in the lease/leaseback agreements. As a result, DART has entered into an amended agreement to reset the acceptable credit rating to be maintained at or above BBB for one of these two transactions. For the other lease/leaseback obligation, DART also entered into an additional Equity Security Agreement that requires it to set aside certain investments as security. As of September 30, 2017, DART has set aside \$7,751 compared to \$8,560 as of September 30, 2016 for this purpose. These amounts are shown as investments restricted as security for lease/lease back liabilities in the Statements of Net Position.

On November 23, 2015, DART entered into a lease termination agreement and terminated the October 26, 2000 lease/lease back transaction. As a result of this lease termination agreement, DART has only one outstanding lease/lease back obligation as of September 30, 2017. The following amounts and those shown in the Statements of Net Position as September 30, 2017 reflect the effect of the termination agreement.

Changes in the capital lease/lease back obligations for the years ended September 30 are shown below:

Description	2017	2016
Beginning balance	\$109,725	\$201,098
Accrued interest	8,365	9,336
Retirements	(6,374)	(100,709)
Ending Balance	\$111,716	\$109,725

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The following schedule shows future minimum sublease payments as of September 30, 2017 for the outstanding lease capital lease/leaseback transactions.

Year Ending <u>September 30</u>	Minimum Sublease Payments
2018	\$6,374
2019	6,374
2020	6,374
2021	6,374
2022	18
2023 – 2024	135,292
Total minimum sublease payments due under capital lease/leaseback	160,806
Less: amount representing interest	(49,090)
Present value of minimum sublease payments	<u>\$111,716</u>

12. SENIOR SUBORDINATE LIEN SALES TAX REVENUE COMMERCIAL PAPER NOTES PAYABLE

In January 2001, the DART Board approved the issuance of up to \$650 million of Senior Subordinate Lien Sales Tax Revenue Commercial Paper Notes under the provisions of the Master Debt Resolution.

Commercial Paper Self-liquidity Program – after the Revolving Credit Agreement was terminated, the DART Board approved a new Commercial Paper Self-liquidity Program that allows DART to issue up to \$200 million in commercial paper notes backed by self-liquidity. Under this program, DART provides self-liquidity in an aggregate principal amount of \$200 million and 90 days interest calculated at an interest rate 12% of the outstanding commercial paper debt. DART also maintains at least 2.0 times the debt service coverage amount for the self-liquidity commercial paper notes and ensures that no more than \$35 million of the commercial paper notes mature within five days. During fiscal year 2017 and 2016, DART has complied with these requirements of the self-liquidity program. As of September 30, 2017, DART has \$140 million in outstanding commercial paper notes issued under the self-liquidity program.

Commercial paper notes are issued in blocks for terms from 1 to 270 days and recorded as current liabilities on the Statements of Net Position. The average interest rate on outstanding commercial paper was 0.90% at September 30, 2017, and 0.58% at September 30, 2016.

Changes in the Commercial Paper Notes for the years ended September 30 are shown below:

<u>Description</u>	<u>2017</u>	<u>2016</u>
Beginning balance	\$170,000	\$ 200,000
Additions	800,000	880,000
Retirement	(830,000)	(910,000)
Ending Balance	<u>\$140,000</u>	<u>\$ 170,000</u>

The maximum principal of outstanding Commercial Paper Notes did not exceed the \$200 million limit during either year.

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13. SENIOR LIEN REVENUE BONDS

The DART Board has approved several issuances in accordance with the Master Debt Resolution. These bonds are Senior Lien Revenue Bonds that are secured by, and payable from pledged revenues. Pertinent information related to each bond outstanding is shown below:

Bond Series	Board Approval Date	Original Issue Amount	Date issued	Interest rates (Yields) range		Maturity date range		Optional Redemption	
				From	To	From	To	Bonds maturing after	Earliest call date
2007 (a)	Jan. 2007	\$770,270	3/08/07	4.00%	5.30%	12/1/07	12/1/36	12/1/17	12/1/16
2008 (b)	Apr. 2008	731,415	6/23/08	4.50%	5.30%	12/1/09	12/1/48	12/1/18	12/1/17
2009A	May 2009	170,385	6/25/09	2.80%	4.30%	12/1/14	12/1/22	12/1/19	6/1/19
2009B	May 2009	829,615	6/25/09	6.00%	6.30%	12/1/23	12/1/44	12/1/34	5/31/19
2010A	Sep. 2010	95,235	10/7/10	2.00%	5.00%	12/1/13	12/1/23	12/1/21	12/1/20
2010B	Sep. 2010	729,390	10/7/10	4.90%	5.00%	12/1/37	12/1/48	Not applicable	
2012	April 2012	127,775	11/15/12	1.00%	5.00%	12/1/13	12/1/42	12/1/22	12/1/22
2014A (c)	Oct. 2014	379,480	12/11/14	2.00%	5.00%	12/1/17	12/1/36	12/1/25	12/1/24
2014B (c)	Nov. 2014	46,555	12/11/14	5.00%	5.30%	12/1/33	12/1/43	12/1/36 & 12/1/43	12/1/33 & 12/1/39
2015 (d)	Nov. 2015	117,470	12/15/15	2.06%	2.30%	12/1/16	12/1/27	Not applicable	
2016A (e)	Nov. 2015	482,530	02/18/16	5.00%	5.00%	12/1/26	12/1/48	12/1/25	12/1/25
2016B (f)	Mar. 2016	228,900	09/21/16	3.00%	5.00%	12/1/19	12/1/38	12/1/27	12/1/26

- a) The series 2007 bond issuance included \$328,235 to partially refund Series 2001 and 2002 bonds.
- b) The Series 2008 bonds maturing after December 1, 2018 are subject to optional redemption except for those maturing on December 1, 2029 and 2030.
- c) The series 2014A and 2014B were issued to refund series 2007 and 2008 bonds totaling \$453,125.
- d) The series 2015 were issued to refund a portion of series 2007 bonds totaling \$112,720. The Series 2015 bonds were issued with an initial taxable rate of 2.30% converting to tax-exempt rate of 2.06% on 12/01/2016.
- e) The series 2016A were issued to refund a portion of series 2008 bonds totaling \$512,370.
- f) The series 2016B were issued to refund a portion of series 2007, 2008, and 2009A bonds totaling \$252,440.

In June 2009, DART issued and sold \$170,385 in tax exempt Senior Lien Sales Tax Revenue Bonds (Series 2009A Bonds), and \$829,615 in taxable Senior Lien Sales Tax Revenue Bonds (Series 2009B Bonds) to finance capital expenditures for DART's system expansion and acquisition. The Series 2009B bonds are taxable bonds issued under the Build America Bond program of the American Recovery and Reinvestment Act of 2009 (ARRA). In accordance with ARRA, DART receives a tax credit from the United States Treasury in amounts equal to 35% of the interest payable amount on the Series 2009B Bonds. However, during fiscal years 2017 and 2016, this tax credit was reduced by 6.9% and 6.8% due to budget cuts or "sequestration" by the federal government.

In October 2010, DART issued and sold \$95,235 in tax exempt Senior Lien Sales Tax Revenue Bonds (Series 2010A Bonds), and \$729,390 in taxable Senior Lien Sales Tax Revenue Bonds (Series 2010B Bonds) to finance capital expenditures for DART's system expansion and acquisition. The Series 2010B bonds are taxable bonds issued under the Build America Bond program of the American Recovery and Reinvestment Act of 2009 (ARRA). In accordance with ARRA, DART receives a tax credit from the United States Treasury in amounts equal to 35% of the interest payable amount on the Series 2010B Bonds. However, during fiscal years 2017 and 2016 this tax credit was reduced by 6.9% and 6.8% respectively, due to budget cuts or "sequestration" by the federal government. During 2017, DART recorded tax credits of \$28,381 compared to \$28,391 for 2016 as Build America Bonds tax credit (for Series 2009B and 2010B bonds combined) in the Statements of Revenues, Expenses and Changes in Net Position.

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Additional bonds may not be issued unless gross sales and use tax revenues exceed maximum debt service by at least 200% for 12 of the last 18 months. Changes in revenue bonds (shown at par) for the years ended September 30, 2017 and 2016 are as shown below:

Bond Series	Balance, 9/30/2015	Additions	Retirement	Balance, 9/30/2016	Additions	Retirement	Balance, 9/30/2017	Amounts due in one year
2007	\$386,790	\$ -	\$(248,145)	\$138,645	\$ -	\$(20,250)	\$118,395	\$ -
2008	596,450	-	(569,605)	26,845	-	(8,505)	18,340	8,940
2009A	154,920	-	(101,265)	53,655	-	(17,025)	36,630	17,865
2009B	829,615	-	-	829,615	-	-	829,615	-
2010A	65,935	-	(4,435)	61,500	-	(2,375)	59,125	1,895
2010B	729,390	-	-	729,390	-	-	729,390	-
2012	123,480	-	(2,245)	121,235	-	(2,335)	118,900	2,410
2014A	379,480	-	-	379,480	-	-	379,480	12,110
2014B	46,555	-	-	46,555	-	-	46,555	-
2015	-	117,470	-	117,470	-	(1,440)	116,030	10,625
2016A	-	482,530	-	482,530	-	-	482,530	-
2016B	-	228,900	-	228,900	-	-	228,900	-
Total	\$3,312,615	\$828,900	\$(925,695)	\$3,215,820	\$ -	\$(51,930)	\$3,163,890	\$53,845

The revenue bonds shown above are at face value. The amounts shown in the Statements of Net Position include the unamortized balance of original issuance premium of \$201,935 and \$221,664 as of September 30, 2017 and 2016, respectively. Below is a summary of debt service requirements of the Senior Lien Revenue Bonds outstanding as of September 30, 2017:

Year Ended September 30	Principal	Interest	Total Debt Service	Build America Bonds tax credit	Net Debt Service
2018	\$53,845	\$161,302	\$215,147	\$(28,452)	\$186,695
2019	56,140	158,966	215,106	(28,452)	186,654
2020	57,760	156,429	214,189	(28,452)	185,737
2021	60,410	153,781	214,191	(28,452)	185,739
2022	63,105	151,085	214,190	(28,452)	185,738
2023 – 2027	357,825	706,655	1,064,480	(145,958)	918,522
2028 – 2032	438,430	605,606	1,044,036	(133,081)	910,955
2033 – 2037	551,845	472,337	1,024,182	(114,604)	909,578
2038 – 2042	655,385	315,635	971,020	(81,391)	889,629
2043 – 2047	648,750	132,341	781,091	(31,903)	749,188
2048 – 2049	220,395	11,158	231,553	(2,517)	229,036
TOTAL	\$3,163,890	\$3,025,295	\$6,189,185	\$(651,714)	\$5,537,471

14. TRANSPORTATION INFRASTRUCTURE FINANCE AND INNOVATION ACT (TIFIA) BONDS

On December 13, 2012, DART entered into a Transportation Infrastructure Finance and Innovation Act (TIFIA) financing agreement with the U.S. Department of Transportation. Under this agreement, DART issued a Senior Lien Obligation bond to borrow up to \$119,972 from the U.S. Department of Transportation at an interest rate of 2.91%. The proceeds from the bond were used to pay for the cost of the third phase of DART's light rail Orange Line extension project, which extended DART's light rail service from Irving to the Dallas Fort Worth International Airport. According to the TIFIA financing agreement, the U.S. Department of Transportation (DOT) reimburses DART for eligible capital project costs. DART received \$45,000 during fiscal year 2013, \$55,000 during fiscal year 2014 and \$5,000 during fiscal year 2015. Since the project cost is lower than budget, DART borrowed only \$105,000 instead of the maximum amount of \$119,972 allowed in the agreement. The TIFIA bond is a Senior Lien Obligation and is secured by and payable from Pledged Revenues on parity with other Senior Lien Obligations.

The table on the next page summarizes estimated debt service requirements of the TIFIA financing agreement executed on December 13, 2012.

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Summary of estimated debt service requirements of TIFIA bonds as of September 30, 2017 is as follows:

Year Ended September 30	Principal	Interest	Total TIFIA Bond Debt Service
2018	\$2,091	\$2,966	\$5,057
2019	2,151	2,904	5,055
2020	2,214	2,845	5,059
2021	2,279	2,772	5,051
2022	2,345	2,708	5,053
2023 – 2027	12,788	12,461	25,249
2028 – 2032	14,760	10,463	25,223
2033 – 2037	17,037	8,149	25,186
2038 – 2042	19,664	5,486	25,150
2043 – 2047	22,697	2,409	25,106
2048	4,943	72	5,015
TOTAL	<u>\$102,969</u>	<u>\$53,235</u>	<u>\$156,204</u>

The annual debt service requirements for the TIFIA bond range from \$5,015 in fiscal year 2048 to \$5,059 in fiscal year 2020.

15. PLEDGED REVENUES

DART has pledged sales and use tax and farebox revenues as security for revenue bonds, TIFIA Bonds and commercial paper debts. The amount of the pledge is equal to the remaining debt service requirements for these obligations. These obligations were issued to pay for DART's system expansion and acquisition costs. The pledge continues for the remaining life of these obligations, which is currently through fiscal year 2049. Total principal and interest remaining on the revenue bonds as of September 30, 2017 is \$6.2 billion before Build America Bonds tax credits of \$652 million and \$5.5 billion net of Build America Bonds tax credits (see the second table on page 33). The annual debt service requirements for these bonds, net of Build America Bonds tax credits, range from \$184,556 in fiscal year 2023 to \$113,057 in fiscal year 2049. For the current fiscal year, debt service on the bonds (including principal and interest net of Build America Bonds tax credits) is \$184,957. Bonds have a senior lien on pledged revenues.

Total principal and interest remaining on the revenue bonds (TIFIA bonds) as of September 30, 2017 is \$156,204 million. The annual debt service requirements for the TIFIA bonds range from \$5,015 in fiscal year 2048 to \$5,059 in fiscal year 2020. For fiscal year 2017, debt service on the TIFIA bonds (including principal and interest) is \$5,049. TIFIA bonds have a senior lien on pledged revenues.

Total principal and interest remaining on commercial paper as of September 30, 2017 is \$140,108 compared to \$170,122 as of September 30, 2016. Interest payments on commercial paper notes during the current fiscal year totaled \$1,068. Commercial Paper notes have a subordinate senior lien on pledged revenues.

16. DEBT REFUNDINGS

In December 2014, DART issued the Series 2014A and 2014B bonds to refund a portion of Series 2007 and 2008 bonds. As a result, the Series 2007 and 2008 bonds in the total amount of \$453,125 are considered to be defeased and the liability for those bonds, and the corresponding assets in the trust account have been removed from DART's Statements of Net Position. As a result of the 2014 refunding, DART recognized a book loss of \$29,477, a reduction in debt service of \$51,446 and an economic gain of \$35,555.

In December 2015, DART issued the Series 2015 bonds to refund a portion of Series 2007 bonds. As a result, the Series 2007 bonds in the total amount of \$112,720 are considered to be defeased and the liability for those bonds, and the corresponding assets in the trust account have been removed from DART's Statements of Net Position. As a result of the 2015 refunding, DART recognized a book loss of \$2,537, a reduction in debt service of \$17,173 and an economic gain of \$15,027.

In February 2016, DART issued the Series 2016A bonds to refund a portion of Series 2008 bonds. As a result, the Series 2008 bonds in the total amount of \$512,370 are considered to be defeased and the liability for those bonds, and the corresponding assets in the trust account have been removed from DART's Statements of Net Position. As a result of the 2016A refunding, DART recognized a book loss of \$47,493, a reduction in debt service of \$90,144 and an economic gain of \$49,263.

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In September 2016, DART issued the Series 2016B bonds to refund a portion of Series 2007, 2008 and 2009A bonds. As a result, a total amount of \$252,440 are considered to be defeased and the liability for those bonds, and the corresponding assets in the trust account have been removed from DART's Statements of Net Position. As a result of the 2016B refunding, DART recognized a book loss of \$8,764, a reduction in debt service of \$62,098 and an economic gain of \$44,534.

As of September 30, 2017 and 2016, the unamortized portion of the book loss of \$75,317 and \$83,776, respectively, have been included in the Statements of Net Position under the deferred outflows of resources section.

As of September 30, 2017, \$727,305 of these refunded DART bonds remains outstanding compared to \$1,281,655 as of September 30, 2016.

17. PENSION, RETIREMENT, AND DEFERRED COMPENSATION PLANS

DART operates several employee benefit plans. The plans include DART Employees' Defined Benefit Plan (formerly the Dallas Transit System [DTS] pension plan), DART Retirement Plan, and DART Capital Accumulation Plan and Trust. DART is the administrator of these retirement plans and has the authority to establish and amend the plans.

Defined Benefit Plan

GASB Statements No. 68 *Accounting and Financial Reporting for Pensions—an amendment of GASB Statement No. 27* and No.71 *Pension Transition for Contributions Made Subsequent to the Measurement Date—an amendment of GASB Statement No. 68*

Plan description. The DART Employees Defined Benefit Retirement Plan and Trust (the DB Plan) is a single-employer defined benefit pension plan that was designed to provide retirement, death, and disability benefits to certain employees of DART. On October 1, 1995, the DTS Employees Retirement Plan (Plan A) was amended to become the DB Plan. Participants of the DB Plan are those employees who were members of the former plan on September 30, 1995. Those employees who elected to be covered under Plan A have eligibility, vesting, and benefit provisions different from those who elected the DB Plan. The DB Plan is a closed Plan and is not open to new employees.

Contributions. Contributions to the DB Plan, as stipulated by the "Sale, Purchase, and Transfer Contract Between the City of Dallas and Dallas Area Rapid Transit," are based upon Dallas Area Rapid Transit's agreement to contribute an amount at least equal to the minimum funding standard under Section 412 of the Internal Revenue Code of 1986, as if the Plan were subject to Section 412. An actuary determines the contribution amount that DART pays to the plan each year. Participants who were in the Plan on September 30, 1995 are required to contribute 3% of their base monthly salaries to the Plan. Other participants are not required to contribute to the DB Plan. DART's contribution amount is actuarially determined on an annual basis. Actual contributions made to the DB Plan during the years ended September 30, 2017 and 2016 are as follows:

	<u>2017</u>	<u>2016</u>
Employer contributions	\$9,217	\$9,221
Employee contributions	<u>2</u>	<u>2</u>
	<u>\$9,219</u>	<u>\$9,223</u>

Benefit terms. Participants under the provisions of Original Plan A may elect normal retirement at age 60 or at the date at which the sum of their credited service and age equals 90. Participants who elected to remain under the provisions of the original plan receive monthly benefits equal to 2% times the years of credited service multiplied by the participant's final average monthly compensation. Participants in Amended Plan A are entitled to monthly benefits equal to: 2% times the number of years of credited service up to October 1, 1983; plus 1.5% times the number of years of credited service after October 1, 1983; times the participant's final average monthly compensation. A participant may elect early retirement at age 55 with 10 years of service (30 years of service for participants under the Original Plan A). Monthly income under this election will equal normal retirement benefits reduced by 5/12 of 1% for each full month by which the participant's early retirement date precedes the normal retirement date.

Cost of living adjustments. Annually each monthly retirement payment made to or on behalf of a retired participant, or a beneficiary, shall be subject to a cost of living adjustment. But such adjustment in any year shall only be made with respect to the benefits of persons whose immediate entitlement to benefits commenced prior to such year. The adjustment, up or down, shall be applied to each benefit so payable, except that in the case of commuted amounts and/or lump sum settlements no account shall be taken of future changes in cost of living adjustment occurring after the date as of which such settlement is made. The adjustment, up or down, shall for any year result in a percentage change in the base benefit.

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Employees covered by the benefit terms. The following participants were covered by the benefit terms as of October 1, 2016 and 2015:

	<u>10/1/2016</u>	<u>10/1/2015</u>
Inactive employees or beneficiaries currently receiving benefits	747	755
Inactive employee entitled to but not yet receiving benefits	155	163
Active employees	288	298
	<u>1,190</u>	<u>1,216</u>

Actuarial Assumptions – The total pension liability in the September 30, 2016 and 2015 actuarial valuation was determined using the following actuarial assumptions, applied to the periods included in the measurement:

<u>Valuation Dates</u>	<u>September 30, 2016 and 2015</u>
Inflation	2.5% per annum
Salary Increases	3.00% per annum per the September 30, 2016 valuation and 3.25% per annum per the September 30, 2017 valuation
Investment Return	6.75 at September 30, 2016 and 7% at September 30, 2015 compounded annually, net of expenses
Measurement Date	For the September 30, 2016 valuation, census data was collected as of October 1, 2015. Liabilities measured as of the census date were projected to September 30, 2016, assuming no demographic gains or losses.
	For the September 30, 2015 valuation, census data was collected as of October 1, 2014. Liabilities measured as of the census date were projected to September 30, 2015, assuming no demographic gains or losses.
Mortality	RP-2000 combined mortality table for males and females increased by 8.59% and projected generationally from 2000 by Scale AA.
Disability Mortality	RP-2000 disabled mortality tables for males and females.
Early Retirement Age	55
Normal Retirement Age	60
Actuarial Cost Method	Entry Age Normal (level percent of pay)

Best estimates of arithmetic real rates of return for each major asset class included in the Plan's target asset allocation as of September 30, 2016 and 2015 are summarized in the following table (note that the rates shown below include the inflation components):

September 30, 2016 Valuation	<u>Target Allocation</u>	<u>Estimate of expected long-term rate of return</u>
U.S. Market Equities	39%	4.25%
U.S. Market Fixed Income	40%	0.75%
International Equities	10%	5.00%
Real Estate	10%	4.75%
Cash	1%	-0.25%
September 30, 2015 Valuation	<u>Target Allocation</u>	<u>Estimate of expected long-term rate of return</u>
U.S. Market Equities	40%	6.8%
U.S. Market Fixed Income	40%	3.1%
International Equities	10%	8.0%
Opportunity Fund (hedge funds and other alternative investments)	10%	7.0%

The long-term expected rate of return on pension plan investments was determined using a building-block method in which best-estimate ranges of expected future real rates of return (expected returns, net of pension plan investment expense and inflation) are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentage and by adding expected inflation.

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Discount rate. The discount rate used to measure the total pension liability was 6.75% at September 30, 2016 and 7.00% at September 30, 2015. This was the only change in assumptions for the September 30, 2016 valuation. There were no changes in assumptions for the September 30, 2015 valuation. The projection of cash flows used to determine the discount rate assumed that DART contributions will continue to follow the current funding policy. Based on those assumptions, the pension plan's fiduciary net position was projected to be available to make all projected future benefit payments of current plan members. Had there been a point where assets were projected to be depleted, a municipal bond rate of 3.06% as of September 30, 2016 and 3.67% as of September 30, 2015 would have been used in the development of the blended GASB discount rate after that point. These rates are based on the S&P Municipal Bond 20 Year High Grade Rate Index.

Changes in Net Pension Liability

	Increase (Decrease)		
	Total Pension Liability (a)	Plan Fiduciary Net Position (b)	Net Pension Liability (a) – (b)
Balance at 9/30/2015	\$219,019	\$156,829	\$62,190
Service cost	954	-	954
Interest	14,644	-	14,644
Differences between expected and actual experience	(5,082)	-	(5,082)
Benefit payments	(11,369)	(11,369)	-
Contributions-employer	-	8,706	(8,706)
Contributions-employee	-	2	(2)
Net investment income, net of expenses	-	520	(520)
Administrative expenses	-	(219)	219
Net Changes	(853)	(2,360)	1,507
Balance at 9/30/2016	\$218,166	\$154,469	\$63,697
Service cost	1,281	-	1,281
Interest	14,969	-	14,969
Differences between expected and actual experience	(2,815)	-	(2,815)
Changes in assumptions	63	-	63
Benefit payments	(11,203)	(11,203)	-
Contributions-employer	-	9,217	(9,217)
Contributions-employee	-	2	(2)
Net investment income, net of expenses	-	16,067	(16,067)
Administrative expenses	-	(218)	218
Net Changes	2,295	13,865	(11,570)
Balance at 9/30/2017	\$220,461	\$168,334	\$52,127

Sensitivity of the net pension liability to changes in discount rate. The following presents the net pension liability of DART, calculated using the discount rate of 6.75% at September 30, 2017, and 7.00% at September 30, 2016, as well as what the net pension liability would be if it were calculated using a discount rate that is 1-percentage-point lower or 1-percentage-point higher than the current rate:

	1% Decrease (5.75%)	Current Discount Rate (6.75%)	1% Increase (7.75%)
DART's net pension liability, 9/30/2017	\$74,908	\$52,127	\$32,451
	1% Decrease (6.00%)	Current Discount Rate (7.00%)	1% Increase (8.00%)
DART's net pension liability, 9/30/2016	\$92,118	\$63,697	\$47,840

Pension plan fiduciary net position. Detailed information about the pension plan's fiduciary net position is available in the separately issued DART Employees Defined Benefit Retirement Plan and Trust financial report.

Pension Expense and Deferred Outflows of Resources and Deferred Inflows of Resources Related to Pensions. For the year ended September 30, 2017, DART recognized pension expense of \$2,316 compared to \$3,969 for fiscal year 2016.

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At September 30, 2017, DART reported deferred inflows/outflows of resources related to pensions from the following sources:

	Deferred Outflows of Resources	Deferred Inflows of Resources
Differences between expected and actual experience	\$ -	\$ 1,408
Changes of assumptions	32	-
Net difference between projected and actual earnings on pension plan investments	944	-
Employer contribution made after measurement date	10,000	-
Total	<u>\$10,976</u>	<u>\$1,408</u>

The \$10,000 reported as deferred outflows of resources related to pensions resulting from DART contributions subsequent to the measurement date will be recognized as a reduction of the net pension liability in the year ended September 30, 2018. Other amounts reported as deferred outflows of resources and deferred inflows of resources related to pension will be recognized in the pension expense as follows:

Year ended September 30:

2018	\$(875)
2019	503
2020	1,006
2021	(1,066)
2022	-
Thereafter	-

At September 30, 2016, DART reported deferred inflows/outflows of resources related to pensions from the following sources:

	Deferred Outflows of Resources	Deferred Inflows of Resources
Differences between expected and actual experience	\$ -	\$ 2,541
Net difference between projected and actual earnings on pension plan investments	6,777	-
Employer contribution made after measurement date	9,217	-
Total	<u>\$ 15,994</u>	<u>\$ 2,541</u>

DART reported \$8,706 as a deferred outflows of resources related to pensions resulting from contributions paid subsequent to the measurement date and will be recognized as a reduction of the net pension liability in the year ended September 30, 2017. Other amounts reported as deferred outflows of resources and deferred inflows of resources related to pension will be recognized in the pension expense as follows:

Year ended September 30:

2017	\$ (972)
2018	1,568
2019	1,569
2020	2,071
2021	-
Thereafter	-

Additional trend information for the DB Plan can be obtained by writing to the DB Plan, Dallas Area Rapid Transit, P.O. Box 660163, Dallas, Texas 75266-7240.

DART Retirement Plan

DART has adopted a defined contribution retirement plan for all employees not covered by the pension plans described above. DART contributes an amount equal to 7.7% of each participant's annual compensation to the plan. Participants hired before January 1, 2006 are vested in 25% of DART's contributions after two years of service, graduating to 100% vesting after five years. Participants hired after December 31, 2005 become 100% vested in DART's contributions to the Plan only after completing five years of service. Total expense to DART to fully fund this plan was approximately \$16,550 and \$15,334 for the years ended September 30, 2017 and 2016, respectively.

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DART Capital Accumulation Plan – 401(k)

DART has adopted a deferred compensation plan created in accordance with Internal Revenue Code Section 401(k), which allows employees to contribute up to 50% of their annual compensation to the plan subject to the annual contribution limits of the Internal Revenue Service. DART matches 50% of the employee's contribution up to a maximum of 3% of the employee's annual compensation. Participants hired before January 1, 2006 are vested in 25% of DART's contributions after two years of service, graduating to 100% vesting after five years. Participants hired after December 31, 2005 become 100% vested in DART's contributions to the Plan only after completing five years of service. Total expense to DART to fully fund this plan was approximately \$5,229 and \$5,159 for the years ended September 30, 2017 and 2016, respectively.

Annual financial statements for each of the three retirement plans discussed above may be obtained by contacting the Chief Financial Officer at Dallas Area Rapid Transit, 1401 Pacific Avenue, P.O. Box 660163, Dallas, TX 75266-7220.

18. POSTEMPLOYMENT BENEFITS OTHER THAN PENSIONS

Plan Description – DART administers a single-employer defined benefit of other post-employment benefits (OPEB) Plan. The plan provides healthcare and life insurance for eligible retirees and their spouses through DART's group health plan and group life plan, which covers both active employees and retired members. Eligibility criteria for the post-employment health care and life insurance benefits are as follows: Participants of the defined benefit pension plan will be eligible at age 55 with a minimum of ten years of service to DART. Participants of the defined contribution pension plan will be eligible at age 60 with a minimum of ten years of service to DART. The plan does not issue separate stand-alone financial reports.

Funding Policy – DART's contribution to the retiree healthcare and life insurance is an annual required contribution (ARC) determined actuarially based on 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 amortization of any unfunded actuarial liabilities (funding excess) over a period not to exceed thirty years. The ARC is 2.8% and 2.4% of annual covered payroll for fiscal years 2017 and 2016. Retirees also make monthly contributions to the healthcare plan. Such contributions are determined annually by the plan administrator based on expected annual cost. For the years ended September 30, 2017 and 2016, DART's annual required contributions to other post-employment benefits (OPEB) trust were \$5,821 and \$4,625. These contribution amounts are the same as annual OPEB costs for both years. The OPEB trust was set up during the fiscal year 2008 for the first time and is not included in those financial statements. DART has 336 retirees and 3,586 active participants in the OPEB plan as of September 30, 2017, compared to 300 retirees and 3,516 active participants as of September 30, 2016.

Actuarial Assumptions – Projections of benefits for financial reporting purposes are based on the substantive plan (the plan as understood by the employer and the plan members) and include the type of benefits provided at the time of each valuation and the historical pattern of sharing benefit costs between the employer and 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 assets, consistent with the long-term perspective of the calculations.

Actuarial evaluations were performed for the OPEB Plan as of September 30. The following two tables show the summaries of significant actuarial assumptions:

Valuation Date	September 30, 2017
Investment Return	7.00%
Future Participation	For future eligible retirees, 56% are assumed to elect medical coverage, while 100% are assumed to elect life coverage.
Health Care Trend rate	Starts with 6.75% in year 2018 and goes down to 5% in year 2025 and after for Pre-65. For Medicare it starts with 33.10% in year 2018 and goes down to 5% in year 2025 and after.
Inflation	3% included in health care cost trend.
Impact of Cadillac tax	3%
Mortality	RP-2014 Mortality Fully Generational using Projection Scale MP-2015.
Eligibility for Coverage	For Defined Benefit Pension Plan participants: age 55 and 10 years of service and for Defined Contribution Pension Plan participants: age 60 and 10 years of service.
Dependent coverage	For active employees, 40% are assumed to be married at retirement with the spouse electing coverage. Female spouses are assumed to be four (4) years younger than their husbands. Percent of future retirees with coverage who elect coverage on spouse is 100%. Any potential costs for children have not been considered for valuation purposes.
Actuarial Cost Method	Entry Age Actuarial Cost Method
Salary Increases	3.25% per annum
Measurement Date	September 30, 2017

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Valuation Date	September 30, 2016
Investment Return	7.00%
CPI increase	2.50%
Future Participation	For future eligible retirees, 56% are assumed to elect medical coverage, while 100% are assumed to elect life coverage
Health Care Trend rate	Initial (year 2017) 7%, ultimate 5%. Ultimate year 2025.
Inflation	3%
Mortality	For active employees and healthy retirees and dependents, the SOA RP-2014 Blue Collar Headcount-weighted mortality projected with the MP-2015 improvement scale on a fully generational basis. For disabled retirees, the SOA RP-2014 Disabled Headcount-weighted mortality projected with the MP-2015 improvement scale on a fully generational basis.
Aging Factor	3% per annum for Pre-65 and 2% for Post-65
Eligibility for Coverage	For Defined Benefit Pension Plan participants: age 55 and 10 years of service and for Defined Contribution Pension Plan participants: age 60 and 10 years of service
Dependent coverage	For active employees, 40% are assumed to be married at retirement with the spouse electing coverage. Female spouses are assumed to be four (4) years younger than their husbands. Any potential costs for children have not been considered for valuation purposes.
Actuarial Cost Method	Projected Unit Credit
Salary Increases	3.25% per annum
Amortization	30 Years Level Dollar Amortization Method, Open period
Measurement Date	September 30, 2015

Annual OPEB Cost and Net OPEB Asset – For plan years 2017 and 2016, annual OPEB cost and the net OPEB asset were as follows:

	2017	2016
Annual required contribution	\$5,821	\$4,625
Annual OPEB cost	5,821	4,625
Total employer contributions	5,821	4,625
Increase in net OPEB obligation (decrease in net OPEB asset)	-	-
Net OPEB asset (obligation), beginning of year	-	-
Net OPEB asset (obligation), end of year	\$ -	\$ -
Percentage of annual OPEB cost contributed	100%	100%

Funding Progress – The schedule of funding progress for the DART Other Postemployment Benefits (OPEB) is included in the Required Supplementary Information. The data for the two most recent valuations are as follows:

	Fiscal Year Ended	
	9/30/17	9/30/16
Actuarial value of assets	\$48,024	\$33,894
Actuarial accrued liability (AAL)*	58,230	\$57,520
Unfunded AAL (UAAL)	10,206	\$23,626
Funded ratio	82.5%	58.9%
Covered payroll	205,345	\$196,688
UAAL as a % of covered payroll	5.0%	12.0%

*AAL of \$58,230 at 9/30/2017 is based on 9/30/2016 actuarial valuation.

Actuarial valuations for OPEB plans involve estimates of the value of reported amounts and assumptions about the probability of events far into the future. These actuarially determined amounts are subject to continual revisions as actual results are compared to past expectations and new estimates are made about the future. The schedule of funding progress presented immediately following the financial statements as required supplementary information, presents multi-year trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liability for benefits.

19. CLAIMS AND LITIGATION

In the ordinary course of business, a number of claims and lawsuits arise from individuals seeking compensation for personal injury, death, and/or property damage resulting from accidents occurring in the operation of the system. In addition, DART has been named as a defendant in a number of lawsuits relating to personnel and contractual matters. Management does not believe that the outcome of these claims will have a material adverse effect on DART's financial statements.

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20. COMMITMENTS AND CONTINGENCIES

The Board has approved a Transit System Plan, which included the design and construction of a 46-mile light rail transit (LRT) extension from Downtown Dallas to Buckner Blvd. (the Southeast Corridor) and from Downtown Dallas to Farmers Branch, Carrollton, and Irving (the Northwest Corridor) and from downtown Garland to Rowlett (Rowlett extension) and the three miles extension of the Blue Line from Ledbetter Station toward the University of North Texas (UNT) Dallas Campus located at the southeast corner of Camp Wisdom Road and University Hills Blvd. The plan also includes the Cotton Belt Corridor and Dallas Central Business District (D2) Alignment. The Cotton Belt Corridor is a 26-mile long, regional rail corridor that extends from DFW International Airport through the northern portion of the DART service area to the existing DART Red Line, passing through the cities of Grapevine, Coppell, Carrollton, Addison, Dallas, Richardson, and Plano, with nine proposed stations along the way. The second CBD alignment (D2) will double the downtown LRT capacity, and connects Victory Station and the Green Line. The timing and completion of the Transit System Plan is based on economic assumptions made in DART's 20-year financial plan and is subject to change based on changing economic conditions. The FY 2018 Twenty-Year Financial Plan includes \$6.1 billion for capital and non-operating projects. The first section of the southeast extension, Bryan Street to Fair Park, opened for service on September 14, 2009. Other northwest and southeast extensions opened for service during 2011 and the first section of Irving line segment opened for service in July 2012. The second section of the Irving line segment and the northeast (Rowlett) extension opened for revenue service in December 2012. The third section of the Irving line (Irving-3) opened for service in August 2014. The Blue Line extension to the University of North Texas (UNT) Dallas Campus (UNT Dallas Station) opened for service on October 24, 2016. DART has entered into contract commitments for the LRT build out and other capital developments in the amount of \$3.51 billion and has spent approximately \$3.46 billion of the committed amount as of September 30, 2017.

DART participates in several federal and state grant programs that are governed by various rules and regulations of the grantor agencies. Costs charged to the respective grant programs are subject to audit and adjustment by the grantor agencies. In the opinion of management, no significant contingent liabilities exist relating to compliance with the rules and regulations governing the respective grants; therefore, no provision has been recorded in the accompanying financial statements for such contingencies.

DART has entered into certain operating lease agreements. Operating lease expenses are approximately \$801 and \$896 in 2017 and 2016, respectively.

Future minimum lease payments for all non-cancelable operating leases are as follows:

<u>Fiscal Year</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>	<u>2021</u>	<u>2022</u>
Minimum Lease Payments	\$618	\$470	\$403	\$131	\$131

DART owns and operates a number of facilities. It also acquires new properties for light rail expansion projects. In some of these properties DART has discovered contamination that may require pollution remediation activity. DART is working with relevant state and federal agencies on pollution remediation plans. Management does not believe that the outcome of these remediation activities will have a material adverse effect on DART's financial position. Management has accrued an estimate which is included in the accounts payable and accrued liabilities line item in the accompanying Statements of Net Position.

21. DERIVATIVE INSTRUMENTS

Fuel Hedge

DART has fuel delivery contracts with suppliers for commuter rail vehicles and some DART buses and a gasoline contract for service vehicles. However, the price DART pays for the fuel fluctuates depending on market prices. This exposes DART to significant risk related to fluctuations in the amounts it pays for fuel. It also creates uncertainty in budgeting for fuel costs. In order to minimize the impact of fluctuating fuel market prices on its cash flow, DART has entered into fuel hedge contracts that run from May 1, 2015 to September 30, 2020. The fair values of the derivative instrument associated with this hedge contract were \$769 as of September 30, 2017 and \$486 as of September 30, 2016.

Objective and terms of the fuel hedge contracts –The objective of each of the derivative instruments (diesel fuel hedge contracts) is to hedge changes in cash flows due to market price fluctuations related to expected purchases of diesel fuel for DART buses, commuter rail cars, and service vehicles. The terms of the agreement include DART paying monthly fixed prices and receiving floating prices based on an average of daily mean of Platts US Gulf Coast ultralow sulfur diesel (ULSD) and Gasoline-UNIL 87 Gulf Cost (Pipeline) – Platts U. S. for each month.

**DALLAS AREA RAPID TRANSIT
NOTES TO FINANCIAL STATEMENTS**

FOR THE YEARS ENDED SEPTEMBER 30, 2017 and 2016 (Dollars in Thousands)

Credit risk – The derivative instrument for diesel fuel for fiscal year 2018 to 2020 and for gasoline from 2017 to 2019 is held by the same counterparty. As of the end of fiscal year 2017, DART’s position in the derivative instrument was a receivable of \$769. DART could have been exposed to credit risk if the counterparty to the transaction becomes insolvent but that did not happen. The S&P credit rating for the counterparty was A+ during 2017.

Termination risk – DART or its counterparties may terminate a derivative instrument if the other party fails to perform under the terms of the contract. The effect of termination risk on DART is that it will pay market prices for diesel fuel purchased for its operations. No termination event has occurred during fiscal year 2017 and the last contract for diesel fuel hedge will expire on 9/30/2020 and for gasoline will expire on 9/30/2019.

Contingencies – The fuel hedge contracts include provisions that require DART to post collateral in the event its credit rating falls below A- or A3 as issued by Standard & Poors or Moody’s and if the exposure exceeds threshold amounts specified in the derivative instruments (contracts). DART maintained a AA+ credit rating from Standard & Poor’s, Aa2 from Moody’s, and AA from Fitch for its bonds.

Compressed Natural Gas (CNG) Delivery Contract

During fiscal year 2010, DART entered into a fixed price and indexed price CNG delivery contract for the CNG needed to operate these vehicles. The contract specifies monthly volumes of CNG to be used by DART from October 1, 2012 to September 30, 2020 with 85% of the monthly volumes at a fixed price and 15% at an indexed price. When DART uses lower than the volumes specified in the contract, the excess CNG has to be sold back to market at market price. The market price could be lower or higher than the fixed price and indexed price specified in the contract. The difference between the contract and market price can result in an exposure for DART. The amount of this exposure for DART is not expected to be material and no liability is included in the Statements of Net Position as of September 30, 2017 and 2016.

Objective and terms of the CNG delivery contract – The objectives of the CNG delivery contract are: to ensure that DART has delivery of natural gas for its transit buses and contractor owned and operated paratransit vehicles during the contract period; to fix the price for 85% of monthly volumes; and to minimize the fluctuations in cash flows caused by changes in market prices of CNG.

Early Termination – Subject to payment of early termination damages, either party to the delivery contract may terminate the CNG delivery contract by giving at least thirty (30) days written notice to the other party. The effect of termination risk on DART is that it will pay market prices for CNG purchased for its operations. No termination event occurred during fiscal years 2017 and 2016.

22. NEW ACCOUNTING PRONOUNCEMENTS

In June 2015, GASB issued Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions*. This Statement replaces the requirements of Statements No. 45, *Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions*, as amended, and No. 57, *OPEB Measurements by Agent Employers and Agent Multiple-Employer Plans*, for OPEB. The requirements of this Statement are effective for financial statements for periods beginning after June 15, 2017.

In March 2016, GASB issued Statement No. 81 *Irrevocable Split-Interest Agreements*. This Statement requires that a government that receives resources pursuant to an irrevocable split-interest agreement recognize assets, liabilities, and deferred inflows of resources at the inception of the agreement. Furthermore, this Statement requires that a government recognize assets representing its beneficial interests in irrevocable split-interest agreements that are administered by a third party, if the government controls the present service capacity of the beneficial interests. This Statement requires that a government recognize revenue when the resources become applicable to the reporting period. The requirements of this Statement are effective for financial statements for periods beginning after December 15, 2016, and should be applied retroactively.

In November 2016, GASB issued Statement No. 83 *Certain Asset Retirement Obligations*. This Statement addresses accounting and financial reporting for certain asset retirement obligations (AROs). An ARO is a legally enforceable liability associated with the retirement of a tangible capital asset. A government that has legal obligations to perform future asset retirement activities related to its tangible capital assets should recognize a liability based on the guidance in this Statement. The requirements of this Statement are effective for reporting periods beginning after June 15, 2018.

In January 2017, GASB issued Statement No. 84 *Fiduciary Activities*. This Statement establishes criteria for identifying fiduciary activities of all state and local governments. The focus of the criteria generally is on (1) whether a government is controlling the assets of the fiduciary activity and (2) the beneficiaries with whom a fiduciary relationship exists. The requirements of this Statement are effective for reporting periods beginning after December 15, 2018.

**DALLAS AREA RAPID TRANSIT
NOTES TO FINANCIAL STATEMENTS**

FOR THE YEARS ENDED SEPTEMBER 30, 2017 and 2016 (Dollars in Thousands)

In March 2017, GASB issued Statement No. 85 *Omnibus 2017*. The objective of this Statement is to address practice issues that have been identified during implementation and application of certain GASB Statements. This Statement addresses a variety of topics including issues related to blending component units, goodwill, fair value measurement and application, and postemployment benefits (pensions and other postemployment benefits [OPEB]). The requirements of this Statement are effective for reporting periods beginning after June 15, 2017.

In May 2017, GASB issued Statement No. 86 *Certain Debt Extinguishment Issues*. This Statement establishes accounting and financial reporting requirements for when a government places cash and other monetary assets from existing resources (as opposed to debt proceeds) in an irrevocable trust to extinguish the debt. The requirements of this Statement are effective for reporting periods beginning after June 15, 2017.

In June 2017, GASB issued Statement No. 87 *Leases*. This statement establishes a single model for lease accounting based on the foundational principle that leases are financings of the right to use an underlying asset. The requirements of this Statement are effective for reporting periods beginning after December 15, 2019.

Management has not yet determined the impact of these statements on the basic financial statements.

**DALLAS AREA RAPID TRANSIT
REQUIRED SUPPLEMENTARY INFORMATION (UNAUDITED)
DEFINED BENEFIT PENSION PLAN
SCHEDULE OF NET PENSION LIABILITY
SEPTEMBER 30, 2017 and 2016 (Dollars in Thousands)**

The schedule of changes in the DART's Net Pension Liability and Related Ratios (Dollar amounts in thousands)

	2017	2016	2015
<u>Total Pension Liability</u>			
Service cost	\$1,281	\$954	\$502
Interest	14,969	14,644	14,674
Changes of benefit terms	-	-	-
Difference between expected and actual experience	(2,815)	(5,082)	-
Changes in assumptions	63	-	-
Benefit payments	(11,203)	(11,369)	(11,364)
Net change in total pension liability	2,295	(853)	3,812
Total pension liability – beginning	218,166	219,019	215,207
Total pension liability – ending (a)	<u>220,461</u>	<u>218,166</u>	<u>219,019</u>
<u>Plan Fiduciary Net Position</u>			
Contributions – employer	9,217	8,706	9,122
Contributions – employee	2	2	2
Net investment income, net of expenses	16,067	520	12,532
Benefit payments	(11,203)	(11,369)	(11,364)
Administrative expenses	(218)	(219)	(250)
Net change in plan fiduciary net position	13,865	(2,360)	10,042
Plan fiduciary net position – beginning	154,469	156,829	146,787
Plan fiduciary net position - ending (b)	<u>168,334</u>	<u>154,469</u>	<u>156,829</u>
DART's net pension liability (a) – (b)	<u>\$52,127</u>	<u>\$63,697</u>	<u>\$62,190</u>
Plan fiduciary net position as a percentage of total pension liability	76.36%	70.80%	71.61%
Covered payroll	\$18,914	\$19,129	\$19,438
DART's net pension liability as a percentage of covered payroll	275.61%	332.99%	319.94%

This is a 10-year schedule. However, the information in this schedule is not required to be presented retroactively. Years will be added to this schedule in future fiscal years until 10 years of information is available. The amounts presented for each fiscal year were determined as of the year end that occurred one year prior.

Note to Schedule: In fiscal year 2017, the discount rate decreased from 7.00% to 6.75%. There were no significant changes in assumptions for other fiscal years.

**DALLAS AREA RAPID TRANSIT
REQUIRED SUPPLEMENTARY INFORMATION (UNAUDITED)
DEFINED BENEFIT PENSION PLAN
SCHEDULE OF EMPLOYER CONTRIBUTIONS
SEPTEMBER 30, 2017 (Dollars in Thousands)**

The schedule of DART Contribution to DB Pension Plan (Dollar amounts in thousands)

	9/30/17	9/30/16	9/30/15	9/30/14	9/30/13	9/30/12	9/30/11	9/13/10	9/30/09	9/30/08
Contractually required contribution	\$7,755	\$9,217	\$8,706	\$9,122	\$9,074	\$8,045	\$6,266	\$6,212	\$5,036	\$4,655
Contribution in relation to the contractually required contribution	10,000	9,217	8,706	9,122	9,074	8,045	6,266	6,212	5,036	4,655
Contribution deficiency (excess)	\$(2,245)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Covered payroll	N/A	\$19,129	\$19,129	\$19,438	\$19,467	\$19,306	\$23,727	\$23,904	\$24,721	\$24,832
Contribution as a percentage of covered payroll	N/A	48.18%	45.51%	46.93%	46.61%	41.67%	26.41%	25.99%	20.37%	18.75%

Notes to Schedule

Valuation date: Most recent valuation date is 10/1/2016.

Contractually required contribution rates are calculated by an actuary as of October 1, in the fiscal year in which contributions are reported. That is, the contribution calculated as of October 1, 2016 was made during the fiscal year ended September 30, 2017, and as of October 1, 2015 was made during the fiscal year ended September 30, 2016.

Methods and assumptions used to determine contribution rates include the following:

Funding Method	The minimum required contribution is based upon DART's agreement to contribute an amount at least equal to the minimum funding standard under Section 412 of the Internal Revenue Code of 1986, as if the Plan were subject to Section 412, per the stipulation of the "Sale, Purchase and Transfer contract between the City of Dallas and Dallas Area Rapid Transit
Actuarial Cost Method	Projected Unit Credit and changed to Entry Age Normal for measurement date 9/30/2016.
Asset valuation method	All assets are valued at market value with an adjustment made to uniformly spread actuarial investment gains and losses (as measured by actual market value investment return against expected market value investment return) over a five-year period.
Inflation	2.5%.
Investment Return	7.00% per year compounded annually, net of all expenses and lowered to 6.75% for 9/30/2016 measurement date.
Retirement age	10% at age 55 reaching 100% at age 70.
Salary Increases	3.25% and lowered to 3% for 9/30/2016 measurement date.
Mortality	Healthy Lives: RP-2000 Combined Healthy Table (sex distinct) with rates increased by 8.59% and with fully generational mortality improvement projections using Scale AA. Disabled Lives: RP-2000 Disabled Mortality Table (sex distinct). The assumed rates of mortality are reasonable as they sufficiently accommodate expected future mortality improvements.

**DALLAS AREA RAPID TRANSIT
REQUIRED SUPPLEMENTARY INFORMATION (UNAUDITED)
OTHER POST EMPLOYMENT BENEFITS
SCHEDULE OF FUNDING PROGRESS
SEPTEMBER 30, 2017 (Dollars in Thousands)**

The schedule of funding progress for the DART Other Postemployment Benefits (OPEB) calculated by the actuaries is as follows: The data for the most recent valuation is based on payroll information as of September 30, 2016.

	Actuarial Valuation Date			
	9/30/2017	9/30/2016	9/30/2015	9/30/2014
Actuarial Value of Assets	\$48,024	\$33,894	\$36,235	\$30,243
Actuarial Accrued Liability (AAL)*	58,230	\$57,520	\$52,034	\$58,315
Unfunded AAL (UAAL)	10,206	\$23,626	\$15,799	\$28,072
Funded Ratio	82.5%	58.9%	69.6%	51.9%
Covered Payroll	205,345	\$196,688	\$185,181	\$174,557
UAAL as a % of Covered Payroll	5.0%	12.0%	8.5%	16.1%

**AAL of \$58,230 at 9/30/2017 is based on 9/30/2016 actuarial valuation.*

APPENDIX B

A Table of Contents and brief descriptions of certain provisions of the Master Debt Resolution, as amended, are included on the following pages of this Appendix B. The descriptions are not intended to be comprehensive or complete but are to be used as a guide to the full provisions of the Master Debt Resolution. The full and complete text of the Master Debt Resolution may be obtained directly from us without cost at the address given in the text of this document, and it may be viewed on the Internet at our website, www.dart.org. See, "IMPORTANT NOTICES." Specific Article and Section numbers are identified in "*italics*" throughout this Summary.

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**SUMMARY OF CERTAIN TERMS OF
THE MASTER DEBT RESOLUTION**

DEFINITIONS

{Article I}

The following are definitions of certain terms used in this Summary.

Accrued Aggregate Debt Service - means, for any specified Debt Service Accrual Period, and with respect to a specified series of Obligations, an amount equal to the sum of the Debt Service accruing during that Debt Service Accrual Period with respect to all of such Obligations that are Outstanding at the beginning of such Debt Service Accrual Period.

Accrued Aggregate Interest - means, for any Debt Service Accrual Period, that portion of the Accrued Aggregate Debt Service that is attributable to interest on Obligations for the Debt Service Accrual Period.

Act - means Chapter 452, Transportation Code, as amended.

Additional Senior Lien Obligations - means bonds, notes, commercial paper, or other evidences of indebtedness issued by DART on a parity as to the Pledged Revenues with the Initial Senior Lien Obligations pursuant to Section 3.2 of the Master Debt Resolution.

Administrative Expenses - means amounts owed to the Trustee under Section 8.4 of the Master Debt Resolution and, to the extent specified in a Supplemental Resolution, the fees, expenses, and indemnification liabilities payable to the Paying Agent, the Credit Providers, any Bondholder Representative, and others. Said term does not include Credit Agreement Obligations.

Applicable Law - means the Act and all other laws or statutes, rules or regulations, and any amendments thereto, of the State or of the United States by which DART and its powers, securities, bonds, notes, and other obligations, and its operations and procedures are, or may be, governed or from which such powers may be derived.

Authorized Officer - means the President and Executive Director, the Chief Financial Officer, the Senior Vice President, Finance, the Treasurer, the Assistant Treasurer, and such other officers or employees of DART as may be authorized to perform duties under the Master Debt Resolution.

Available Remaining Revenues - means the amount of the Gross Sales Tax Revenues, plus the Special Revenues that are available to DART for spending for lawful purposes and the uses of which are not restricted by Applicable Law, grant condition, or contract (i) after complying with the requirements of Article V of the Master Debt Resolution, and (ii) after applying all of the revenues received from the operation of the System to the purpose of operating and maintaining the System, as required by Section 452.357 of the Act.

Board - means the governing subregional board of directors of DART as authorized and required by, and selected in the manner provided in, Section 452.571 of the Act.

Bondholder Representative - means each Person appointed pursuant to Section 11.8 of the Master Debt Resolution.

Bond Obligation - means any Obligation that is issued in the form of bonds, notes, or other securities or other forms of indebtedness other than a Credit Agreement Obligation.

Business Day - means, unless another definition is provided in a Supplemental Resolution with respect to a series of Obligations, any day other than a Saturday, Sunday or legal holiday or other day on which banking institutions in the city where the designated payment/transfer office of the Paying Agent and/or Registrar is located, or where the principal office of the Trustee is located, are generally authorized or obligated by law or executive order to close.

Code - means the Internal Revenue Code of 1986, as amended, the regulations and published rulings promulgated or published pursuant thereto, and the provisions of any applicable section of a successor federal income tax law.

Comptroller - means the Constitutional Officer of the State of Texas known as the “Comptroller of Public Accounts” and any successor official or officer that may be charged by law with the duty of collecting the Sales Tax for the account of, and remitting Gross Sales Tax Revenues to, DART.

Costs of Acquisition and Construction - means all costs and expenses of planning, designing, acquiring, constructing, installing, extending, equipping, improving, repairing, replacing and financing any part or all of the System, placing the System in operation, and obtaining governmental approvals, certificates, permits and licenses with respect thereto, including acquisition of land and interests in land, working capital and reserves during construction periods, capitalized interest, and financing costs.

Credit Agreement - means any agreement between DART and a Credit Provider permitted by Applicable Law that is entered into for the purpose of providing credit enhancement or liquidity support for all or a part of a series of Bond Obligations.

Credit Agreement Obligations - means any liability of DART to pay principal, interest, or other payment on any debt or liability created under a Credit Agreement in favor of a Credit Provider that is declared by the terms of the Master Debt Resolution or a Supplemental Resolution to be a Senior Lien Obligation or a Subordinate Lien Obligation.

Credit Provider - means each party named in the Master Debt Resolution or a Supplemental Resolution that provides credit or liquidity support for a series of Bond Obligations, or other financial undertakings in a Credit Agreement.

Debt Service - means, for any specified Debt Service Accrual Period or other period with respect to a specified series of Obligations, an amount equal to:

(i) the sum of (A) all interest that is due and payable (but unpaid) on the commencement of such Debt Service Accrual Period or other period, plus (B) interest accruing on such Obligations, including as to Interim Obligations, and as to Variable Interest Rate Obligations, if any, the amount estimated to accrue during such Debt Service Accrual Period or other period, but excluding interest that will be paid from the proceeds of Obligations or from Credit Agreements; and

(ii) the sum of (A) all Principal Installments that are due and payable (but unpaid) on the commencement of such Debt Service Accrual Period or other period, plus (B) that portion of next maturing Principal Installment on such Obligations which will accrue during such Debt Service Accrual Period or other period, other than a Principal Installment with respect to Interim Obligations and Credit Agreement Obligations that are to be paid either with the proceeds of Bond Obligations or with funds provided by a Credit Provider, and other than amounts scheduled to be paid by a counter party to a Swap

Agreement that is not in default, all as determined as provided in the Master Debt Resolution.

Debt Service Accrual Period - means the period commencing on, as applicable, the date of issuance or execution of any Obligation under the Master Debt Resolution, or the most recent date on which the Trustee has transferred Gross Sales Tax Revenues from the Gross Sales Tax Revenue Fund in accordance with Section 5.3(a) the Master Debt Resolution, whichever is later, and ending on, but excluding, the next date on which the Trustee is expected to transfer Gross Sales Tax Revenues to the Gross Sales Tax Revenue Fund, as such period is specified by the Trustee in its request to each Paying Agent as required by Section 5.3(i) of the Master Debt Resolution.

Event of Default - means the occurrence of any of the events or circumstances described as such in Section 7.1 of the Master Debt Resolution.

Federal Interest Subsidy – means the interest subsidy payment received by DART from the United States Treasury relating to the interest payable on the Series 2009B Bonds and the 2010B Bonds under Section 54AA of the Code.

First Supplemental Debt Resolution - means the Supplemental Resolution approved by the Board authorizing the issuance and setting forth the terms of the Senior Subordinate Lien Obligations authorized by Section 3.3(a) of the Master Debt Resolution.

Fiscal Year - means the twelve-consecutive month period established from time to time by the Board as DART's fiscal year. Until changed by resolution of the Board, the fiscal year shall be the period commencing October 1 and ending on the following September 30.

Force Majeure - means any act of God or the public enemy; strike, lockout, work slowdown or stoppage or other labor dispute; insurrection, riot or other civil disturbance; order of the government of the United States or of any state thereof or order of any other civil or military authority; failure of a public utility; or other condition or event beyond the reasonable control of DART, other than a financial condition, business condition or condition or event constituting frustration of purpose.

General Operating Fund - means the fund by that name reestablished and confirmed in Section 5.1 of the Master Debt Resolution.

Gross Sales Tax Revenue Fund - means the special trust fund by that name reestablished and confirmed in Section 5.1 of the Master Debt Resolution.

Gross Sales Tax Revenues - means all of the revenues due or owing to, or collected or received by or on behalf of, DART, or by the Trustee pursuant to the Master Debt Resolution, from or by reason of the levy of the Sales Tax, less any amounts due or owing to the Comptroller as charges for collection or retention by the Comptroller for refunds and to redeem dishonored checks and drafts, to the extent such charges and retentions are authorized or required by law. Such term expressly does not include any Special Revenues.

Holder - means, with respect to Bond Obligations, the registered owner of a Bond Obligation according to the Obligation Register relating to such Bond Obligation, and, with respect to each Credit Agreement Obligation, the related Credit Provider.

Initial Senior Lien Obligations - mean the Senior Lien Obligations that are authorized in Section 3.1(a) of the Master Debt Resolution.

Interest Payment Date(s) - means the date or dates on which interest on Obligations is payable (including a prepayment or redemption date), as said date or dates are specified in a Supplemental Resolution or in Credit Agreements, as appropriate.

Interim Obligations - mean Obligations, including commercial paper, notes, and similar Obligations (i) for or with respect to which no Principal Installments are required to be made other than on the Stated Maturity Date thereof, which date shall be no later than five (5) years from the date of their delivery to their initial purchasers, and (ii) which are authorized by a Supplemental Resolution in which they are designated as “Interim Obligations” that DART intends to refund, reissue, or refinance in whole or in part prior to or on such Stated Maturity Date.

Investment Securities - mean any and all of the investments permitted by Applicable Law for the investment of the public funds of DART, provided that such investments are at the time made included in and authorized by the official investment policy of DART as approved by the Board from time to time and are not prohibited by a Supplemental Resolution.

Junior Subordinate Lien Debt Service Fund - means the special trust fund so designated and established in Section 5.1 of the Master Debt Resolution.

Junior Subordinate Lien Obligations - means (i) bonds, notes, or other forms of indebtedness and obligations of DART that are by their terms made payable from the Junior Subordinate Lien Debt Service Fund and are secured by a lien on and pledge of Pledged Revenues that is junior and subordinate to the liens on and pledges of Pledged Revenues created in the Master Debt Resolution for the benefit of the Senior Lien Obligations and the Senior Subordinate Lien Obligations, and (ii) each Credit Agreement Obligation that is declared in a Supplemental Resolution to be a “Junior Subordinate Lien Obligation.”

Market Value - means the fair market value of Investment Securities calculated as set forth in the Master Debt Resolution.

Maximum Interest Rate - means, with respect to particular Variable Interest Rate Obligations, a numerical or other statement of the rate of interest, which shall be set forth in a Supplemental Resolution or in a Credit Agreement, authorizing such Obligations as appropriate, in each case as being the maximum rate of interest such Obligations may bear at a single time or over the period during which they are Outstanding or unpaid, but in no event exceeding the maximum amount or rate of interest permitted by Applicable Law.

Minimum Interest Rate - means, with respect to any particular Variable Interest Rate Obligations, a numerical rate of interest which may (but need not) be set forth in the Supplemental Resolution, or Credit Agreement, as appropriate, authorizing such Obligations that shall be the minimum rate of interest such Obligations will at any time bear.

Obligation Register - means, as to each series of Bond Obligations, the register or registers maintained pursuant to Section 4.5 of the Master Debt Resolution.

Obligations - mean the Senior Lien Obligations and the Subordinate Lien Obligations.

Outstanding - when used with reference to Bond Obligations, means, as of any date, Bond Obligations theretofore or thereupon being authenticated and delivered under the Master Debt Resolution or a Supplemental Resolution, except:

- (i) Bond Obligations which have been fully paid at or prior to their maturity or on or prior to a redemption date;

(ii) Bond Obligations (or portions thereof) for the payment of which moneys equal to the principal amount or redemption price thereof, as the case may be, with interest to the date of maturity or redemption, shall be held by a paying agent or a trustee in cash in trust and set aside for payment at maturity or redemption on a redemption date and for which notice of redemption has been given or provision has been made therefor;

(iii) Bond Obligations in lieu of or in substitution for which other Obligations have been authenticated and delivered pursuant to the Master Debt Resolution or a Supplemental Resolution; and

(iv) Bond Obligations for which payment has been provided by defeasance in accordance with Section 10.2 of the Master Debt Resolution.

When used with reference to Credit Agreement Obligations, the term “Outstanding” shall mean all principal amounts due and payable by DART under the applicable Credit Agreement until the later of the due or maturity date thereof, and the payment thereof in full, but only to the extent, and solely to the extent, that moneys (A) have been actually advanced or loaned to or for the account of DART (and have not been repaid) for the purpose of providing funds for the payment of the interest on or principal or Redemption Price of any Obligations on their maturity, due, or redemption date, or (B) have been paid (and have not been repaid) to or for the account of the Holder of an Obligation in order to honor such Holder’s right to tender Obligations for purchase prior to maturity in accordance with the terms and provisions of the applicable Supplemental Resolution or Credit Agreement.

Outstanding Obligations - means any Obligations while, when, after, to the extent, and for so long as any of the same are Outstanding.

Outstanding Resolutions - means the Master Debt Resolution, the First Supplemental Debt Resolution and all other Supplemental Resolutions when and as adopted by the Board.

Paying Agent - means any paying agent for a series or issue of Obligations appointed pursuant to a Supplemental Resolution as described in Section 4.6 of the Master Debt Resolution and its successor or successors.

Person - means any individual, corporation, partnership, (including a limited partnership) limited liability company, joint venture, association, joint-stock company, trust, unincorporated organization or government or any agency or political subdivision thereof, or any other legal entity.

Pledged Farebox Revenues - means with respect to any Debt Service Accrual Period, all fares collected by or on behalf of DART for its bus, rail and paratransit services in an amount equal to the Pledged Farebox Revenues Ratio multiplied by the Accrued Aggregate Debt Service applicable to the Series 2010B Bonds during such Debt Service Accrual Period after deducting the Federal Interest Subsidy accrued during such Debt Service Accrual Period.

Pledged Farebox Revenues Ratio – means the ratio derived by dividing the aggregate principal amount of the Series 2010B Bonds, less the amount of the Series 2010B Bonds set forth in the Pricing Certificate (for such Bonds) to be deducted from the amount of Bond Obligations DART may issue within the Voted Tax and Debt Limits, by the aggregate principal amount of the Series 2010B Bonds.

Pledged Revenues - means collectively (a) the Gross Sales Tax Revenues at the point where they are required to be first collected in accordance with the Act and other Applicable Law, and for so long as they are owed, but unpaid, to, or on behalf of DART, (b) the Gross Sales Tax Revenues upon and after receipt by DART or by the Trustee under the Master Debt Resolution

and while they are required to be or are on deposit in the Gross Sales Tax Revenue Fund, (c) Investment Securities or other investments or earnings, if any, credited to the Gross Sales Tax Revenue Fund that are not required by the Code to be rebated to the United States of America, (d) Pledged Farebox Revenues, Federal Interest Subsidy payments that are deposited to the Senior Lien Debt Service Fund, and (f) any additional revenues or money of DART which may be, by a Supplemental Resolution, expressly and specifically pledged to the payment of any and or all of the Obligations. (Pursuant to the Seventh Supplemental Debt Resolution, DART irrevocably pledged the Pledged Farebox Revenues as additional security for the Obligations, and such Pledged Farebox Revenues were made expressly and specifically subject to the pledge and lien of the Master Debt Resolution as Pledged Revenues.)

Principal Installment - means any amounts, other than interest payments, including any Sinking Fund Installments, which are stated to be due or required to be made on or with respect to an Obligation which, when made, would reduce the amount of such Obligation that remains Outstanding or would retire and pay the same in full.

Rebate Fund - means any fund established by a Supplemental Resolution in connection with the issuance of any Bond Obligation that is a Tax-Exempt Obligation, to ensure compliance with the provisions of Section 148 of the Code.

Required Percentage of Holders of Bond Obligations - means the Holders of: (i) 51% of the principal amount of Outstanding Bond Obligations that are Senior Lien Obligations; (ii) 51% of the principal amount of Outstanding Bond Obligations that are Senior Subordinate Lien Obligations; and (iii) 51% of the principal amount of Outstanding Bond Obligations that are Junior Subordinate Lien Obligations.

Resolution - means Master Debt Resolution as it may from time to time be amended, modified or supplemented by Supplemental Resolutions or by amendment in accordance with Article IX of the Master Debt Resolution.

Sales Tax - means the one-percent (1%) local sales and use tax authorized by the Act and other Applicable Law and heretofore approved at an election and then levied on taxable items and transactions, and confirmed and levied in the Master Debt Resolution, by DART within its boundaries, and hereafter required to be levied within any expanded areas included within DART pursuant to the Act, together with any increases in the rate thereof if provided and authorized by amendment to the Act, but subject to the requirements of the Voted Tax and Debt Limits.

Senior Lien Debt Service Fund - means the special trust fund so designated and established in Section 5.1 of the Master Debt Resolution.

Senior Lien Obligations - means (i) the Initial Senior Lien Obligations, (ii) any Additional Senior Lien Obligations, and (iii) each Credit Agreement Obligation that is declared in the Master Debt Resolution or a Supplemental Resolution to be a "Senior Lien Obligation."

Senior Subordinate Lien Debt Service Fund - means the special fund so designated and established in Section 5.1 of the Master Debt Resolution.

Senior Subordinate Lien Obligations - means (i) the Senior Subordinate Lien Obligations authorized and named in Section 3.3(a) of the Master Debt Resolution, (ii) any other bonds, notes, or other forms of indebtedness and obligations of DART that are, by their terms, made payable from the Senior Subordinate Lien Debt Service Fund and that are secured by a lien on and pledge of Pledged Revenues that are junior and subordinate to the lien on and pledge of Pledged Revenues created in the Master Debt Resolution for the benefit of Senior Lien Obligations, but that are senior in right to the lien on and pledge of Pledged Revenues and Pledged Funds created in the Master Debt Resolution for the benefit of Junior Subordinate Lien

Obligations, and (iii) each Credit Agreement Obligation that is declared in the Master Debt Resolution, or in a Supplemental Resolution to be a “Senior Subordinate Lien Obligation.”

Sinking Fund Installment - means, with respect to any Bond Obligations, the portion of the Accrued Aggregate Debt Service required by a Supplemental Resolution to be deposited to the Senior Lien Debt Service Fund, the Senior Subordinate Lien Debt Service Fund, or the Senior Subordinate Lien Debt Service Fund in all events on a future date to be held on deposit or applied, in either case, for the mandatory redemption or retirement, in whole or in part, of any of such Bond Obligations having a stated maturity after said future date. Said future date is deemed to be the date when such Sinking Fund Installment is due and payable.

Special Revenue Bonds - mean bonds, notes or other obligations issued for lawful purposes that (i) are made payable from Special Revenues pursuant to the right to issue the same reserved in Section 3.6 of the Master Debt Resolution, and (ii) are not payable from or secured by any part or portion of the Pledged Revenues.

Special Revenues - mean any and all revenues of DART, other than the Sales Tax, including, but not limited to, all of (i) any taxes or special charges, other than the Sales Tax, that DART is authorized by Applicable Law to impose and collect for its public purposes, (ii) fare-box revenues, rents, tolls, rates and charges imposed by DART for the use of any part or all of the System, as it exists from time to time, and (iii) the proceeds from grants for the purposes of the System made to DART by the State or by the United States of America.

Standard Assumptions - means the assumptions that are applicable to Interim Obligations and to Variable Interest Rate Obligations, as set forth and described in subsections (e) and (f), respectively, of Section 1.4 of the Master Debt Resolution.

State - means the State of Texas.

Stated Maturity Date - means the date on which an Obligation matures and the full amount owed thereon is in all events due and payable, as specified in a Supplemental Resolution or in a Credit Agreement, as appropriate.

Subordinate Lien Obligations - mean any and all Senior Subordinate Lien Obligations and any and all Junior Subordinate Lien Obligations.

Supplemental Resolution - means any resolution of the Board adopted concurrently with or subsequent to the adoption of this Resolution that supplements this Resolution for (i) the purpose of authorizing and providing the terms and provisions of Obligations, or (ii) any of the other purposes permitted by Article IX of the Master Debt Resolution.

Swap Agreement - means a Credit Agreement with respect to a series of Bond Obligations pursuant to which DART agrees to pay to a qualified counterparty an amount of money in exchange for the counterparty’s promise to pay an amount equal to all or a portion of the actual amount of interest due and payable on such series according to its terms as it becomes due. For the purposes of this definition, a counterparty is not qualified unless it holds a current rating for claims-paying ability by at least two nationally recognized rating agencies at least equal to the rating of each such rating agency assigned to the Initial Senior Lien Obligations without reference to any Credit Agreement.

System - means the public transportation system of DART, including complementary transportation services, and all of the properties and assets of DART that are defined in and permitted by the Act, whether owned or operated by DART directly or provided for or on behalf of DART by others pursuant to contracts executed for such purposes as provided in the Act.

System Expansion and Acquisition Fund - means the fund so designated and established in Section 5.1 of the Master Debt Resolution.

Tax-Exempt Obligation - means any Bond Obligation the interest on which is excludable from the gross income of the Holder for federal income tax purposes under Section 103 of the Code.

Trustee - means Bank One, NA, formerly known as Bank One, Texas, N.A., as the trustee under the Master Debt Resolution, and any successor to or replacement of such trustee appointed in accordance with the Master Debt Resolution.

Variable Interest Rate - means a variable or adjustable interest rate that varies from time to time based on a formula or reference to specified financial indicators, or by negotiation, auction, or revisions through another method from time to time and to be borne by all or a part of any Obligations, all as specified in a Supplemental Resolution or Credit Agreement, as applicable.

Variable Interest Rate Obligations - mean Obligations which bear a Variable Interest Rate.

Voted Tax and Debt Limits - means the limitations on (i) the maximum rate of the Sales Tax that DART may levy and collect, and (ii) the maximum amount of indebtedness that DART may incur that has a maturity longer than five (5) years, in either case without further elections in conformity with the Election Order as summarized in the preambles to the Master Debt Resolution.

Interpretations - Standard Assumptions {Sections 1.4(e) and (f)}

Wherever a calculation of Debt Service with respect to Interim Obligations is required by application of the Standard Assumptions, the Debt Service shall be computed by assuming (A) that the Outstanding principal amount of the series of Interim Obligations are bonds secured by a lien on Pledged Revenues on a parity with the Interim Obligations which will amortize over a period of not to exceed 25 years following the date of initial issuance of such Interim Obligations in such manner as will cause the maximum Debt Service for such series in any 12 month period not exceeding 110% of the minimum Debt Service for such series for any other 12 month period, and (B) such series will bear interest at a fixed interest rate reasonably estimated to be the interest rate such series would bear if issued on the date of such estimate.

Wherever a calculation of Debt Service with respect to Variable Interest Rate Obligations that are not Interim Obligations is required by application of the Standard Assumptions, the Debt Service shall be computed by assuming that such Obligations will bear interest at the highest of (i) the actual rate on the date of calculation, or, if such Obligations are not yet Outstanding, the initial rate, if established and binding, (ii) if the Obligations have been Outstanding for at least 12 months, the average rate over the 12 months immediately preceding the date of calculation, or (iii) (A) if the Obligations are Tax Exempt Obligations, the most recently published "Revenue Bond Index," published by the financial news publication presently known as The Bond Buyer, or by a comparable index if no longer published, plus fifty basis points, or (B) if the Obligations are not Tax Exempt Obligations, the interest rate on direct obligations of the United States with comparable maturities, plus fifty basis points or (C) if the Obligations are Credit Agreement Obligations, such rate as is specified in the Supplemental Resolution creating such Credit Agreement Obligations.

PURPOSES, PLEDGE AND SECURITY

{Article II}

Purposes of Resolution, Contract with Holders {Section 2.1}

The Master Debt Resolution establishes a lien and the security for, and prescribes minimum standards for issuing, Obligations; authorizes the issuance of the Initial Senior Lien Obligations, an initial series of Senior

Subordinate Lien Obligations and permits the issuance of Additional Senior Lien Obligations and other Subordinate Lien Obligations; reserves the right to issue Special Revenue Bonds; and prescribes other matters and the general rights of the Holders, DART, Credit Providers, any Bondholder Representative and the Trustee in relation to such Obligations. The provisions of the Master Debt Resolution constitute a contract of DART to and with the Holders and the Trustee.

Confirmation and Levy of Sales Tax {Section 2.2}

The levy and collection of the Sales Tax, at the rate voted at the election at which DART was created, is confirmed, and DART covenants that, as long as any Obligations are Outstanding, or any Administrative Expenses unpaid, it will levy and collect the Sales Tax to the extent it may legally do so at the highest rate permitted by Applicable Law, subject to requirements for an election under the Voted Tax and Debt Limits, and to take all action permitted to cause the Sales Tax to be collected and remitted to DART at the earliest permissible date.

Pledge and Security for Obligations {Section 2.3}

The Pledged Revenues are irrevocably pledged: (i) first, with respect to Outstanding Senior Lien Obligations, to the payment of Debt Service, to the maintenance of any reserve funds or accounts, and to the payment of Administrative Expenses; (ii) second, subject to the rights of the Holders of Senior Lien Obligations and the payment of related Administrative Expenses, with respect to Outstanding Senior Subordinate Lien Obligations, to the payment of Debt Service, to the maintenance of any reserve funds or accounts, and to the payment of Administrative Expenses; and (iii) third, subject to the rights of the Holders of Senior Lien Obligations and the Holders of Senior Subordinate Lien Obligations and the payment of related Administrative Expenses, with respect to Outstanding Junior Subordinate Lien Obligations, to the payment of Debt Service, to the maintenance of any reserve funds or accounts and to the payment of Administrative Expenses. Notwithstanding the pledge of Pledged Revenues to the payment of Bond Obligations, Federal Interest Subsidy payments are not security for nor may such amounts be used to pay principal of or interest on the TIFIA Bond.

All moneys and investments on deposit in the Senior Lien Debt Service Fund, the Senior Subordinate Lien Debt Service Fund and the Junior Subordinate Lien Debt Service Fund are irrevocably pledged to the payment of Debt Service on and Administrative Expenses with respect to the Senior Lien Obligations, the Senior Subordinate Lien Obligations and the Junior Subordinate Lien Obligations, respectively.

The Obligations and Administrative Expenses are special obligations of DART, and, unless otherwise provided in a Supplemental Resolution, are secured solely by a pledge of and a lien on the Pledged Revenues and the money on deposit, respectively, in the Senior Lien Debt Service Fund, the Senior Subordinate Lien Debt Service Fund and the Junior Subordinate Lien Debt Service Fund, that is exclusive, senior and superior to the rights of all other creditors of DART. Neither the Obligations nor the Administrative Expenses shall constitute a debt or obligation of the State, or of any city, town or county having appointment or other powers with respect to DART or the Board. The Holders of Obligations and payees of Administrative Expenses shall never have the right to demand payment out of any funds raised or to be raised by any system of ad valorem taxation or, unless otherwise provided in a Supplemental Resolution, from any other funds or revenues of DART.

Collection of Pledged Revenues, Assignment to Trustee {Section 2.4}

DART assigns to the Trustee all of the Pledged Revenues, in trust, for the benefit and security of Holders and the Credit Providers. DART appoints the Trustee as its agent and attorney-in-fact for the purpose of performing those duties of its treasurer which consist of collecting and receiving the Gross Sales Tax Revenues from the Comptroller and taking such steps as may be necessary to perfect and maintain the liens granted under the Master Debt Resolution. DART is required to cause the Comptroller to pay all Gross Sales Tax Revenues directly to the Trustee for deposit to the Gross Sales Tax Revenue Fund. If the Comptroller refuses or is not legally obligated to make transfers as directed by DART, the DART is required to cause the Gross Sales Tax Revenues to be transferred to the Trustee as received. All Gross Sales Tax Revenues received by the Trustee are required to be deposited to the Gross Sales Tax Revenue Fund and applied in accordance with the Master Debt Resolution. A specific series of Bond Obligations may be additionally payable from or secured by Credit Agreements and any Supplemental Resolution may provide that the security provided thereby not extend to other series of Obligations.

Security Agreement {Section 2.5}

The Master Debt Resolution constitutes a security agreement with the Trustee as the secured party. The grants, assignments, liens, pledges and security interests of the Trustee created in the Master Debt Resolution shall become effective upon the delivery of Obligations under the Master Debt Resolution, and shall be continuously effective for so long as any Obligations or Administrative Expenses are Outstanding.

PERMITTED DART INDEBTEDNESS

{Article III}

Initial Senior Lien Obligations {Section 3.1}

The Master Debt Resolution authorizes DART to issue up to \$500 Million of Initial Senior Lien Obligations, which amount may be increased, pursuant to the terms of one or more Supplemental Resolutions. DART may issue Additional Senior Lien Obligations upon compliance with the requirements set forth in the Master Debt Resolution. No obligations having a first lien on the Pledged Revenues, other than Senior Lien Obligations, may be issued by DART.

Additional Senior Lien Obligations {Section 3.2}

Subject to the Voted Tax and Debt Limits, DART reserves the right to issue Additional Senior Lien Obligations on a parity with Outstanding Senior Lien Obligations, pursuant to one or more Supplemental Resolutions. Prior to the issuance of Additional Senior Lien Obligations, either (A) Gross Sales Tax Revenues must be estimated to be, for each of the three consecutive Fiscal Years beginning with the First Fiscal Year in which Debt Service with respect to the proposed Additional Senior Lien Obligations is due, equal to at least 200% of the Debt Service that will be due on Senior Lien Obligations (exclusive of amounts payable on Credit Agreement Obligations) during each of such 3 consecutive Fiscal Years after taking into consideration any additional Debt Service to be paid during such period with respect to the Additional Senior Lien Obligations (exclusive of amounts payable on Credit Agreement Obligations) then proposed to be issued and any reduction in Debt Service that may result from the issuance thereof, determined in accordance with the requirements of the Master Debt Resolution; or (B) for either the most recent complete Fiscal Year, or for any consecutive 12 of the most recent 18 months, the Gross Sales Tax Revenues must have been equal to at least 200% of the maximum Debt Service with respect to all Outstanding Senior Lien Obligations (exclusive of amounts payable on Credit Agreement Obligations) including maximum Debt Service on the proposed Additional Senior Lien Obligations (exclusive of amounts payable on Credit Agreement Obligations) then proposed to be issued, determined in accordance with the requirements of the Master Debt Resolution, provided however, this requirement does not apply to the issuance of Interim Obligations. In addition, estimated Gross Sales Tax Revenues for each of the 3 consecutive Fiscal Years beginning with the first Fiscal Year in which Debt Service on the proposed Additional Senior Lien Obligations is due must equal at least (A) 100% (or such higher percentage required by a Supplemental Resolution) of the Debt Service on Senior Lien Obligations (exclusive of amounts payable on Credit Agreement Obligations) plus (B) 100% (or such higher percentage required by a Supplemental Resolution) of the Debt Service on Outstanding Subordinate Lien Obligations (exclusive of amounts payable on Credit Agreement Obligations) during each of such 3 consecutive Fiscal Years, determined in accordance with the requirements of the Master Debt Resolution. The Debt Service required to be calculated for a particular series of Obligations shall be calculated net of amounts payable to DART from or by the State or the United States for, on account of, or in reimbursement for the payment of principal and interest on such Obligations, if such amounts are, at the time of calculation, required to be deposited to the debt service fund for such Obligations.

The Debt Service required to be calculated for a particular series of Obligations under subsections (iii) and (iv) of Section 3.2(b) of the Master Debt Resolution shall be calculated net of amounts payable to DART from or by the State or the United States for, on account of, or in reimbursement for the payment of principal and interest on such Obligations (the “Federal Interest Subsidiary” payments).

Senior Subordinate Lien Obligations {Section 3.3}

The Master Debt Resolution authorizes DART to issue up to \$650 Million of commercial paper notes as Senior Subordinate Lien Obligations pursuant to the terms of one or more Supplemental Resolutions for the purposes of refunding all outstanding indebtedness of DART, paying Costs of Acquisition and Construction, and other purposes permitted by Applicable Law.

Additional Senior Subordinate Lien Obligations. Subject to the limitations and requirements set forth in the Master Debt Resolution, DART reserves the right to issue additional Senior Subordinate Lien Obligations pursuant to one or more Supplemental Resolutions for any purpose permitted by Applicable Law secured by and payable from a senior subordinate pledge of the Pledged Revenues and, at the option of DART, a pledge of Special Revenues. Additional Senior Subordinate Lien Obligations may only be issued if estimated Gross Sales Tax Revenues for each of the three consecutive Fiscal Years beginning with the first Fiscal Year in which Debt Service is due on the proposed Senior Subordinate Lien Obligations, plus the amount of the Special Revenues, if any, that are projected to be available and pledged to the Senior Subordinate Lien Obligations, are equal to at least (A) 100% (or such higher percentage required by a Supplemental Resolution) of the Debt Service on Senior Subordinate Lien Obligations (exclusive of amounts payable on Credit Agreement Obligations), plus (B) 100% of the Debt Service on all Outstanding Senior Lien Obligations and Junior Subordinate Lien Obligations (exclusive of amounts payable on Credit Agreement Obligations), in each case during each of such three consecutive Fiscal Years, computed as required under the Master Debt Resolution.

Junior Subordinate Lien Obligations {Section 3.4}

Subject to the limitations and requirements set forth in the Master Debt Resolution, DART reserves the right to issue Junior Subordinate Lien Obligations pursuant to one or more Supplemental Resolutions for any purpose permitted by Applicable Law, payable from and secured by a junior subordinate pledge of the Pledged Revenues and, at the option of DART, a pledge of Special Revenues. Junior Subordinate Lien Obligations may only be issued if estimated Gross Sales Tax Revenues for each of 3 consecutive Fiscal Years beginning with the first Fiscal Year in which Debt Service is due on the proposed Junior Subordinate Lien Obligations, plus the amount of the Special Revenues, if any, that are projected to be available and pledged to the Junior Subordinate Lien Obligations, are equal to at least (A) 100% (or such higher percentage required by a Supplemental Resolution) of the Debt Service on Junior Subordinate Lien Obligations (exclusive of amounts payable on Credit Agreement Obligations), plus (B) 100% of the Debt Service on all Outstanding Senior Lien Obligations and Senior Subordinate Lien Obligations (exclusive of amounts payable on Credit Agreement Obligations), in each case during each of such three consecutive Fiscal Years, computed as required under the Master Debt Resolution.

Credit Agreement Obligations {Section 3.5}

DART is authorized to enter into Credit Agreements, pursuant to Supplemental Resolutions, that create Credit Agreement Obligations that are secured and payable on a parity with other Outstanding Obligations. Credit Agreements may include rights and remedies which are in addition to the rights and remedies contained in the Master Debt Resolution and which may be enforced apart from the Master Debt Resolution.

Special Revenue Bonds {Section 3.6}

DART reserves the right to issue Special Revenue Obligations and to enter into related credit agreements without complying with the requirements of the Master Debt Resolution regarding the issuance of Obligations.

Other Encumbrances Prohibited {Section 3.8}

Except for the Pledge of the Pledged Revenues as security for the Obligations and Administrative Expenses in the order of priority established in Article II of the Master Debt Resolution, the Pledged Revenues may not be pledged or encumbered to or for the payment of any other obligation or liability of DART.

TERMS, PROVISIONS AND AUTHENTICATION OF BOND OBLIGATIONS

{Article IV}

Bond Obligations may be issued in any form and manner permitted by Applicable Law, subject to the provisions of the Master Debt Resolution and any applicable Supplemental Resolution. Bond Obligations are to be issued pursuant to a Supplemental Resolution setting forth all of the terms, provisions and conditions pertaining to such Bond Obligations.

SPECIAL FUNDS, USES OF MONEYS

{Article V}

Creation of Funds and Accounts {Section 5.1}

The Master Debt Resolution establishes the System Expansion and Acquisition Fund, the Senior Lien Debt Service Fund, consisting of an Interest Account and a Principal Installment Account; the Senior Subordinate Lien Debt Service Fund, consisting of an Interest Account and a Principal Installment Account; and the Junior Subordinate Lien Debt Service Fund, consisting of an Interest Account and a Principal Installment Account. The Master Debt Resolution reestablishes and reconfirms the Gross Sales Tax Revenue Fund and the General Operating Fund.

The Gross Sales Tax Revenue Fund is a special trust fund held by the Trustee for the benefit of the Holders of the Obligations and the payees of Administrative Expenses. The Senior Lien Debt Service Fund, the Senior Subordinate Lien Debt Service Fund and the Junior Lien Debt Service Fund are special trust funds held by the Trustee for the benefit of the Holders of the Senior Lien Obligations, the Senior Subordinate Lien Obligations and the Junior Subordinate Lien Obligations, respectively, and the payees of Administrative Expenses.

The System Expansion and Acquisition Fund, the General Operating Fund and all other funds or accounts of DART not expressly required by the Master Debt Resolution or by a Supplemental Resolution to be held by the Trustee, may be held in any bank or lawful depository and said funds and accounts and all moneys on deposit therein, including the Available Remaining Revenues, shall be free of any lien, pledge or trust created by the Master Debt Resolution.

System Expansion and Acquisition Fund {Section 5.2}

Money on deposit in the System Expansion and Acquisition Fund is to be used to pay Costs of Acquisition and Construction and will be funded as directed in Supplemental Resolutions. In the event of a default in the payment of Obligations the Board may, but is not required to, use moneys on deposit in the System Expansion and Acquisition Fund to cure such default. Amounts remaining after payment of Costs of Acquisition and Construction for which a series of Obligations was issued may, at the discretion of DART, be used to redeem such Obligations in advance of maturity or used to pay other Costs of Acquisition and Construction.

Gross Sales Tax Revenue Fund {Section 5.3}

The Trustee is required to deposit to the Gross Sales Tax Revenue Fund all Gross Sales Tax Revenues (and no other moneys) as received and, on the day received, to transfer all amounts deposited to the Gross Sales Tax Revenue Fund, first, to the Senior Lien Debt Service Fund (for the Debt Service Accrual Period that begins on the date of such deposit) and any reserve fund pertaining to Senior Lien Obligations, the amounts required to be deposited therein, and to pay Administrative Expenses pertaining to Senior Lien Obligations; second, to the Senior Subordinate Lien Debt Service Fund (for the Debt Service Accrual Period that begins on the date of such deposit) and any reserve fund pertaining to Senior Subordinate Lien Obligations, the amounts required to be deposited therein, and to pay Administrative Expenses pertaining to Senior Subordinate Lien Obligations; and, third, to the Junior Subordinate Lien Debt Service Fund (for the Debt Service Accrual Period that begins on the date of such deposit) and any reserve fund pertaining to Junior Subordinate Lien Obligations, the amounts required to be deposited therein, and to pay Administrative Expenses pertaining to Junior Subordinate Lien Obligations. The amounts required to be deposited to each of the Senior Lien Debt Service Fund, the Senior Subordinate Lien Debt

Service Fund and the Junior Subordinate Lien Debt Service Fund, respectively, is equal to the Accrued Aggregate Debt Service for the current Debt Service Accrual Period less any amounts required to be credited against the amounts transferred pursuant to Section 5.3(d) of the Master Debt Resolution, and are required to be allocated first to the respective Interest Account and then to the respective Principal Installment Account. If the amounts on deposit in the Gross Sales Tax Revenue Fund are not sufficient to make the full amount of a transfer or payment required to be made, the Trustee is required to transfer the amount to the fund or account where the deficiency occurs with the highest priority and is prohibited from making transfers to any fund or account with a lower priority. Any balance remaining in the Gross Sales Tax Revenue Fund after making the foregoing transfers and payments is to be deposited to the General Operating Fund.

The Trustee is required to notify each Paying Agent of the anticipated date of commencement of each Debt Service Accrual Period not less than 2 Business Days prior to the date the Trustee expects such Debt Service Accrual Period to begin. Each Paying Agent is required to certify to the Trustee the amount of Accrued Aggregate Debt Service for Obligations for the Debt Service Accrual Period specified by the Trustee which has not been paid from other sources.

Senior Lien Debt Service Fund, Senior Subordinate Lien Debt Service Fund and Junior Subordinate Lien Debt Service Fund {Sections 5.4, 5.5 and 5.6}

The Trustee is required to pay from the Senior Lien Debt Service Fund, the Senior Subordinate Lien Debt Service Fund and the Junior Subordinate Lien Debt Service Fund, respectively, to the respective Paying Agents and Credit Providers for Outstanding Senior Lien Obligations, Outstanding Senior Subordinate Lien Obligations and Outstanding Junior Subordinate Lien Obligations, respectively, the amounts required to pay Debt Service on such Obligations when due, whether at the stated maturity or prior redemption; provided, however, that if less than the total amount required to pay such Obligations is on deposit in the Senior Subordinate Lien Debt Service Fund, the Senior Subordinate Lien Debt Service Fund or the Junior Subordinate Lien Debt Service Fund, respectively, Trustee is required to allocate to each Paying Agent and each Credit Provider, in order of priority, pro rata in proportion to the respective unpaid amounts.

If an Event of Default has occurred and is continuing, moneys in such funds are required to be applied as provided in Section 7.4 of the Master Debt Resolution.

General Provisions Applicable to Payments on Obligations {Section 5.7}

If a payment date is not a Business Day, then such payment date will be deemed to be the next succeeding Business Day of the Trustee or Paying Agent, as the case may be, and no interest will accrue between the stated day and the applicable succeeding Business Day.

Uses of General Operating Fund and of Available Remaining Revenues {Section 5.8}

Gross Sales Tax Revenues deposited in the General Operating Fund may be transferred to other funds and accounts of DART, free and clear of the lien of the Master Debt Resolution, and may be used for any purpose permitted or required by Applicable Law. In addition to contractual and other obligations incurred in the ordinary course of its business, DART may incur obligations payable from or secured by the Available Remaining Revenues.

Investment of Trust Funds and Accounts {Section 5.9}

Amounts in funds and accounts held by the Trustee may, to the extent permitted by Applicable Law, be invested in Investment Securities upon written instructions of DART. Investment Securities must mature in such amounts and at such times as is necessary to provide for timely payment from such fund or account. Investment Securities may be exchanged among funds and accounts, if required to meet payment obligations, and the Trustee may cause the liquidation prior to their maturities of Investment Securities; the Trustee is not to be liable for any resulting loss or penalty. Generally, Investment Securities and the earnings or losses thereon are part of the fund or account from which they were purchased except that transfers of earnings may be made in order to avoid investment in any manner that would cause any of the Obligations intended to be tax-exempt to be or become “arbitrage bonds”

within the meaning of the Code. Investments are required to be valued at least annually at the lower of original cost or the then market value thereof.

Effect of Deposits With Paying Agents {Section 5.10}

Upon the deposit with the applicable Paying Agent of moneys sufficient to pay the amounts due on Obligations, DART is released from further obligation with respect to the payment of such amounts or interest thereon and such Obligations will no longer be Outstanding. Moneys deposited with Paying Agents are held uninvested in trust for the benefit of the Holders or payees of such Obligations. Unclaimed moneys are required to be distributed in accordance with any applicable escheat laws.

Arbitrage {Section 5.11}

DART covenants that it will take no action or fail to take any action which would cause any Tax-Exempt Obligations to be “arbitrage bonds” within the meaning of the Code.

Deposits of Special Revenues {Section 5.12}

Special Revenues may be deposited to such funds and accounts of DART as may be required by Applicable Law, grant condition or contract, or as directed in the documents relating to the issuance of Special Revenue Bonds or to Subordinate Lien Obligations if Special Revenues are pledged to the payment thereof.

GENERAL COVENANTS AND REPRESENTATIONS

{Article VI}

Representations as to Pledged Revenues {Section 6.1}

DART represents and warrants that it is authorized to issue the Obligations, to adopt the Master Debt Resolution and to pledge the Pledged Revenues as provided in the Master Debt Resolution, and that the Pledged Revenues are and will remain free and clear of any pledge, lien, charge or encumbrance except as expressly permitted by Article II of the Master Debt Resolution. The Obligations and provisions of the Master Debt Resolution are valid and legally enforceable obligations of DART in accordance with their terms, subject only to any applicable bankruptcy or insolvency laws or to any Applicable Law affecting creditors’ rights generally. DART and the Trustee will defend, preserve and protect the pledge of the Pledged Revenues and all of the rights of the Holders against all claims and will take appropriate steps for the collection of delinquencies in the collection of the Sales Tax.

Accounts, Periodic Reports and Certificates {Section 6.2}

DART covenants to keep proper books of record and account relating to the System and the funds and accounts established by the Master Debt Resolution which will be subject to inspection by Holders of not less than 5% in principal amount of Bond Obligations, each Bondholder Representative and each Credit Provider. DART will provide annually, within 180 days after the close of each fiscal year, to any requesting Holder of at least 25% of a single series of Outstanding Obligations, a copy of an annual report containing certain financial information for the fiscal year just ended and the preceding fiscal year.

DART will notify the Trustee and each Credit Provider immediately if it becomes aware of the occurrence of any Event of Default or of any fact, condition or event that, with the giving of notice or passage of time or both, could become an Event of Default, or of the failure of DART to observe any of its undertakings under the Master Debt Resolution or under any Supplemental Resolution or Credit Agreement.

Withdrawals of Units of Election {Section 6.4}

If any “unit of election,” as defined in the Act, having once become a part of DART, withdraws from DART, the Board will take all lawful steps necessary to assure that all amounts due and owing on all Obligations

allocated to such unit of election will continue to be collected from within the withdrawing unit of election until such amounts are paid in full. Gross Sales Tax Revenues collected from within a withdrawn unit of election is required to be set aside by the Trustee in a special trust account and to be expended in such a manner as will permit the continued, timely payment when due of all amounts payable on Outstanding Obligations.

DEFAULTS AND REMEDIES

{Article VII}

Events of Default {Section 7.1}

Each of the following occurrences or events constitutes an “Event of Default” under the Master Debt Resolution:

(i) failure to timely pay any Debt Service on Bond Obligations;

(ii) failure to timely pay any Credit Agreement Obligations;

(iii) default by DART in the performance of any of the covenants, conditions, agreements and provisions contained in the Obligations or in any of the Outstanding Resolutions, the failure of which materially and adversely affects the rights of the Holders, and the continuation thereof for a period of 30 days after written notice of such default;

(iv) issuing of an order by the Bankruptcy Court or a United States District Court or other court having jurisdiction, granting DART, in an involuntary proceeding, any relief under any applicable law relating to bankruptcy or providing for the appointment of a receiver or other similar official for DART or any substantial part of its property, affairs or assets, and the continuance of any such order unstayed and in effect for a period of 90 consecutive days; or

(v) DART institutes or consents to the institution of insolvency or bankruptcy proceedings against it under any federal or state insolvency laws, or files or consents to the filing of any petition, application or complaint seeking the appointment of a receiver or other similar official for DART or of any substantial part of its property, affairs or assets.

Remedies for Default {Section 7.2}

Upon the happening and continuance of any of the Events of Default the Trustee is required to transfer future Gross Sales Tax Revenues in the order and priority set forth in Section 5.3(a) of the Master Debt Resolution as described above under “*SPECIAL FUNDS, USES OF MONEY—Gross Sales Tax Revenue Fund.*” Subject to certain restrictions on Holder’s actions set forth in Section 7.3 of the Master Debt Resolution, a Credit Provider, a Bondholder Representative and/or a trustee representing not less than 25% in principal amount of Outstanding Bond Obligations, may proceed against DART to protect and enforce the rights of the Holders. No Holder has the right to seek appointment of a receiver or administrator of the affairs and assets of DART. There is no right to accelerate the maturity of any Obligation under the Master Debt Resolution.

Thirty days after a default is cured DART will be restored to its former position under the Master Debt Resolution and any proceedings are required to be abandoned or dismissed.

Application of Revenues and Other Moneys After Default {Section 7.4}

During the continuance of an Event of Default, the Trustee shall apply all amounts on deposit in the Senior Lien Debt Service Fund, the Senior Subordinate Lien Debt Service Fund, and the Junior Subordinate Lien Debt Service Fund at the time of the default or deposited to such funds after the default, respectively, as follows: (i) to the

payment of Administrative Expenses with respect to the Senior Lien Obligations, the Senior Subordinate Lien Obligations, or the Junior Subordinate Lien Obligations, respectively, as applicable; and (ii) to the payment of Debt Service due on the Obligations, based on the foregoing priority and in the following order:

Unless the principal of all applicable Outstanding Obligations is due, first, to the payment to the payment of interest then due in the order of maturity of such interest installments, and, if the amount available is not sufficient to pay all interest amounts then due, then to the payment of interest ratably, according to the amounts due on such installment, without any discrimination or preference; and second, to the payment of principal or redemption price then due, whether at maturity or by call for redemption, in the order of their due dates and, if the amount available is not sufficient to pay all of the applicable Obligations due on any date, then to the payment of principal or redemption price ratably, according to the amounts of principal due, without any discrimination or preference.

If the principal of all of the applicable Outstanding Obligations is due, to the payment of the principal and interest then due and unpaid upon such Obligations without preference or priority of principal over interest or of interest over principal, or of any installment of interest over any other installment of interest, or of any such Obligation over any other Obligation, ratably, according to the amounts due respectively for principal and interest, without any discrimination or preference.

Notice of Event of Default {Section 7.6}

The Trustee shall promptly give each Holder, by first class mail, notice of each Event of Default of which it has knowledge, unless such Event of Default has been remedied or cured before the giving of such notice, except in the case of an Event of Default specified in paragraph (i) or (ii) of “Events of Default” above, the Trustee may withhold such notice if it determines that the withholding of such notice is in the best interests of the Holders.

THE TRUSTEE
{Article VIII}

Amegy Bank N.A. is appointed as the Trustee under the Master Debt Resolution. The duties, rights and responsibilities of the Trustee, appointment of successor and co-trustees, and matters pertaining to the administration of the trust created in the Master Debt Resolution, are set forth in Article VIII.

AMENDMENTS TO RESOLUTION
{Article IX}

Supplemental Resolution Without Holders’ Consent {Section 9.2}

Subject to any limitations contained in a Supplemental Resolution or a Credit Agreement, DART may adopt Supplemental Resolutions without the consent of Holders of Obligations for the following purposes: (i) to cure any formal defect, omission or ambiguity in the Master Debt Resolution; (ii) to grant to the Trustee for the benefit of the Holders any additional rights, remedies, powers, authority or security; (iii) to add covenants and agreements of DART; (iv) to add limitations and restrictions to be observed by DART; (v) to confirm any pledge or lien of the Pledged Revenues or to subject to the lien or pledge of the Master Debt Resolution additional revenues, properties or collateral; (vi) to authorize the issuance and prescribe the terms of the Initial Senior Lien Obligations, Additional Senior Lien Obligations, Subordinate Lien Obligations, and Special Revenue Bonds, and to create such additional funds and accounts as may be necessary in connection with the issuance of such Obligations; (vii) to make modifications in the Master Debt Resolution or in a Supplemental Resolution that are necessary to comply with the requirements of federal tax or securities law or other Applicable Law and that do not materially adversely affect the rights and security of the Holders to be paid in full when due; or (viii) to make any other change to the Master Debt Resolution or any Supplemental Resolution that does not materially adversely affect the right of the Holders to be paid the full amounts due and payable on the Obligations when due.

Powers of Amendment {Section 9.3}

The Master Debt Resolution or any Supplemental Resolution and the rights and obligations of DART and of the Holders may be amended pursuant to a Supplemental Resolution with the written consent (i) of the Holders of a Required Percentage of Bond Obligations, or (ii) if less than all of the series of Obligations then Outstanding are affected by such amendment, of the Holders of a Required Percentage of the Bond Obligations so affected; provided, however, no amendment shall permit a change in the terms of payment of principal or redemption price of or interest of any Outstanding Bond Obligation without the consent of the Holder of such Obligation; and provided further that no such amendment may be made without the consent of such Credit Providers having the right of such consent.

Consent of Holders, Credit Providers or Bondholder Representatives {Section 9.4}

A Supplemental Resolution making amendments permitted by the Master Debt Resolution may take effect upon receipt of the required consents of the applicable Holders in accordance with the terms and provisions of the Master Debt Resolution. Any consent will be binding upon the Holder giving such consent and upon any subsequent Holder thereof unless such consent is revoked. DART will give notice of the effective date of any such Supplemental Resolution to the affected Holders. Unless such right is limited by a Supplemental Resolution, DART reserves the right to amend the Master Debt Resolution without the consent of or notice to the Holders of Bond Obligations if such amendment is approved by each Credit Provider and Bondholder Representative which is granted the right to give such consent by a Supplemental Resolution.

DISCHARGE OF RESOLUTION*{Article X}****Discharge by Payment {Section 10.1}***

The pledge and lien of the Outstanding Resolutions will be released when all Bond Obligations, Credit Agreement Obligations, and Administrative Expenses have been paid or provided for.

Discharge by Defeasance {Section 10.2}

DART may discharge its obligations to pay Debt Service on all or any portion of the Obligations and related Administrative Expenses, and thereby obtain a release of the pledge and lien of the Master Debt Resolution and any applicable Supplemental Resolution as to such Obligations, by depositing irrevocably with a trustee or escrow agent moneys which, together with earnings thereon from investment in "Government Securities," as verified by a nationally recognized firm of independent certified public accountants or accounting firm, will be sufficient to pay such amounts on such Obligations to maturity or prior redemption, in all cases in accordance with the terms and provisions set forth in the Master Debt Resolution.

MISCELLANEOUS PROVISIONS*{Article XI}****Secondary Market Disclosure, Annual Reports {Section 11.1}***

DART will provide such financial information and operating data necessary to comply with SEC Rule 15c2-12 relating to secondary market reporting requirements.

Meeting of Holders of Bond Obligations {Section 11.4}

Meetings of Holders of Bond Obligations may be called in the manner provided in the Master Debt Resolution to give any notice to DART or to the Trustee, to waive or consent to the waiving of any Event of Default, to remove or appoint a successor Trustee, to consent to the execution of a Supplemental Resolution or to take any other action authorized to be taken by or on behalf of the Holders of Bond Obligations.

Appointment of Bondholder Representative {Section 11.8}

Each Supplemental Resolution may designate a Bondholder Representative or establish for the means by which Holders of a series of Bond Obligations may appoint a Bondholder Representative.