

RCTC

**RIVERSIDE
COUNTY
TRANSPORTATION
COMMISSION**

FISCAL YEAR ENDED JUNE 30, 2017

RCTC 91 EXPRESS LANES FUND FINANCIAL STATEMENTS

(Enterprise Fund of the Riverside County Transportation Commission)



Riverside County Transportation Commission
Riverside County, California



RCTC 91 Express Lanes Fund
(Enterprise Fund of the Riverside County Transportation Commission)
Financial Statements
For the Year Ended June 30, 2017

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RCTC

**RIVERSIDE
COUNTY
TRANSPORTATION
COMMISSION**



Independent Auditors' Report



Independent Auditors' Report

Board of Commissioners
Riverside County Transportation Commission
Riverside, California

We have audited the accompanying financial statements of the RCTC 91 Express Lanes Fund (the Fund), an enterprise fund of the Riverside County Transportation Commission (the Commission), as of and for the year ended June 30, 2017, and the related notes to the financial statements, as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the RCTC 91 Express Lanes Fund of the Commission, as of June 30, 2017, and the changes in financial position and cash flows thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 1, the financial statements present only the RCTC 91 Express Lanes Fund and do not purport to, and do not present fairly the financial position of the Commission as of June 30, 2017, the changes in its financial position, or, where applicable, its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis, as listed in the table of contents, be presented to supplement the financial statements. Such information, although not a part of the financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the financial statements, and other knowledge we obtained during our audit of the financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Macias Gini & O'Connell LLP

Newport Beach, California
October 27, 2017



Management's Discussion & Analysis



RCTC 91 Express Lanes Fund Management's Discussion and Analysis For the Year Ended June 30, 2017

As management of the RCTC 91 Express Lanes Fund (the Fund), an enterprise fund of the Riverside County Transportation Commission, we offer readers of the Fund financial statements this narrative overview and analysis of the Fund's financial activities for the fiscal year ended June 30, 2017. We encourage readers to consider information on financial performance presented in conjunction with the financial statements that begin on page 9.

Financial Highlights

- At the end of fiscal year (FY) 2016/17, the total net position (deficit) of the Fund was (\$293,678,840) and consisted of net investment in capital assets of (\$301,737,495), restricted net position of \$242,134,144, and unrestricted net position (deficit) of (\$234,075,489). The unrestricted net position (deficit) is related to the toll-supported debt issued for the nonspendable intangible assets of the tolled express lane project.
- Net position of (\$293,678,840) during FY 2016/17 reflects the first 103 days of toll operations. The eight-mile stretch between Interstate 15 and the Orange/Riverside County line and a tolled direct connector reached substantial completion and opened to motorists on March 20, 2017.
- In FY 2016/17, total operating revenues of \$10,125,295 include toll, violation penalty, and account fee revenues and Orange County Transportation Authority (OCTA) reimbursements. Total operating expenses of \$5,831,624 include roadway and toll systems maintenance, customer service, back office operations, and other support costs.

Overview of the Financial Statements

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

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

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

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

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

Notes to the financial statements provide additional information that is essential to a full understanding of the data provided in the financial statements. The notes to the financial statements can be found on pages 13-26 of this report.

**RCTC 91 Express Lanes Fund
Management's Discussion and Analysis
For the Year Ended June 30, 2017**

91 Express Lanes Financial Analysis

As noted previously, net position may serve over time as a useful indicator of the Fund's financial position. At June 30, 2017, the Fund's net position reflected a deficit of \$293,678,840. Our analysis below focuses on net position and changes in net position of the Fund's financial activities.

**RCTC 91 Express Lanes Fund
Net Position**

	<u>2017</u>
Current and other assets	\$ 8,591,572
Restricted assets	27,562,399
Capital assets, net	71,341,737
Intangible assets, net	234,075,489
Total assets	<u>341,571,197</u>
Deferred outflows of resources	84,567
Total assets and deferred outflows of resources	<u>341,655,764</u>
Current liabilities	6,770,239
Long-term liabilities	628,562,082
Total liabilities	<u>635,332,321</u>
Deferred inflows of resources	2,283
Total liabilities and deferred inflows of resources	<u>635,334,604</u>
Net position	
Net investment in capital assets	(301,737,495)
Restricted	242,134,144
Unrestricted (deficit)	(234,075,489)
Total net position (deficit)	<u><u>\$ (293,678,840)</u></u>

The Fund's net investment in capital assets reflect a deficit of \$301,737,495 and represents (102.7%) of the total net position (deficit) in FY 2016/17. The Fund's net position reflects its investment in capital assets (i.e., land and land improvements; buildings; toll infrastructure; equipment, furniture and fixtures; and transponders), less any related outstanding debt used to acquire these assets. The Fund uses these capital and intangible assets to provide improved mobility for the Fund customers and commuters along the SR-91 corridor.

**RCTC 91 Express Lanes Fund
Management's Discussion and Analysis
For the Year Ended June 30, 2017**

Restricted net position, representing resources subject to external restrictions on how they may be used, was \$242,134,144 and represents 82.4% of the total net position at June 30, 2017.

The Fund's unrestricted (deficit) of \$234,075,489 is related to the toll-supported debt issued for nonspendable intangible assets of the Fund.

The analysis below focuses on the changes in net position.

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

Operating revenues	
Tolls, penalties, and fees	\$ 10,125,295
Total operating revenues	<u>10,125,295</u>
Operating expenses	
Management and operational services	2,691,372
Other operating expenses	275,308
Professional services	117,772
General and administrative expenses	219,932
Depreciation and amortization	2,527,240
Total operating expenses	<u>5,831,624</u>
Operating income	<u>4,293,671</u>
Nonoperating revenues (expenses)	
Investment income	3,435
Interest expense	(7,428,630)
Total nonoperating revenues (expenses)	<u>(7,425,195)</u>
Loss before transfers	(3,131,524)
Transfers from the Commission, net	<u>(290,547,316)</u>
Change in net position	(293,678,840)
Net position at beginning of year	<u>-</u>
Net position at end of year	<u><u>\$ (293,678,840)</u></u>

See notes to financial statements

**RCTC 91 Express Lanes Fund
Management's Discussion and Analysis
For the Year Ended June 30, 2017**

The Fund's total operating revenues were \$10,125,295, while total operating expenses were \$5,831,624. Total traffic volume on the RCTC 91 Express Lanes Fund during FY 2016/17 was approximately 4,049,000 trips.

Capital and Intangible Assets

Capital Assets

As of June 30, 2017, the Fund had \$71,341,737 net of accumulated depreciation, invested in a broad range of capital assets including: land and land improvements; buildings; toll infrastructure comprised of communication equipment and computer hardware and software; equipment, furniture and fixtures; and transponders.

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

	<u>2017</u>
Land and land improvements	\$ 44,658,207
Toll infrastructure	26,071,062
Transponders	109,743
Buildings	484,809
Equipment, furniture, and vehicles	17,916
Total capital assets, net	<u>\$ 71,341,737</u>

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

Intangible Assets

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

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

	<u>2017</u>
Intangible assets	\$ 235,251,748
Less accumulated amortization	(1,176,259)
Total intangible asset, net	<u>\$ 234,075,489</u>

More detailed information about the Fund's intangible assets is presented in note 5 to the financial statements.

**RCTC 91 Express Lanes Fund
Management's Discussion and Analysis
For the Year Ended June 30, 2017**

Debt Administration

As of June 30, 2017, the Fund had \$628,551,670 outstanding in toll revenue bonds, including a toll revenue bond in the form of a Transportation Innovation Finance and Infrastructure Act (TIFIA) loan.

**RCTC 91 Express Lanes Fund
Outstanding Debt**

	<u>2017</u>
Toll revenue bonds	\$ 189,923,251
TIFIA loan	438,628,419
Total outstanding debt	<u>\$ 628,551,670</u>

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

Economic and Other Factors

The Fund makes up \$16,839,800 or 4% of Commission's FY 2017/18 revenue budget. In FY 2017/18, toll and non-toll revenues are forecasted to increase by 174.1% over the FY 2016/17 budget. This increase is due to a full fiscal year of operations compared to approximately one-half year of operations anticipated in FY 2016/17. The average projected long-term rate of growth for toll road revenues beyond FY 2017/18 is 7.6%.

The majority of expenses related to the Fund within FY 2017/18 budget are on-going general costs related to day-to-day operations of the toll facility. Since the Fund is a fully electronic toll facility, motorists pay tolls through the convenient use of windshield mounted FasTrak® transponders that automatically deduct toll charges from a prepaid account.

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

Contacting 91 Express Lane's Management

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



RCTC

**RIVERSIDE
COUNTY
TRANSPORTATION
COMMISSION**



Financial Statements



RCTC 91 Express Lanes Fund
(Enterprise Fund of the Riverside County Transportation Commission)
Statement of Net Position
June 30, 2017

Assets	
Current assets	
Cash and investments	\$ 4,726,984
Receivables	
Accounts	993,418
Interest	90,267
Violations	2,649,568
Prepaid expenses	131,335
Total current assets	<u>8,591,572</u>
Noncurrent assets	
Restricted cash and investments	27,562,399
Capital assets, net	
Nondepreciable	44,658,207
Depreciable	26,683,530
Intangible assets	234,075,489
Total noncurrent assets	<u>332,979,625</u>
Total assets	<u>341,571,197</u>
Deferred outflows of resources	
Deferred outflows - pensions	69,500
Deferred outflows - other post-employment benefits	15,067
Total assets and deferred outflows of resources	<u>341,655,764</u>
Liabilities	
Current liabilities	
Accounts payable	1,060,896
Interest payable	1,844,320
Due to other Commission funds	1,151,216
Unearned revenues	2,649,568
Compensated absences liability	5,826
Total current liabilities	<u>6,711,826</u>
Noncurrent liabilities	
Net pension liability	45,906
Other post-employment benefits liability	12,507
Compensated absences liability	10,412
Bonds payable - due in more than one year	628,551,670
Total noncurrent liabilities	<u>628,620,495</u>
Total liabilities	<u>635,332,321</u>
Deferred inflows of resources	
Deferred inflows - pensions	2,283
Total liabilities and deferred inflows of resources	<u>635,334,604</u>
Net position	
Net investment in capital assets	(301,737,495)
Restricted for:	
Nonspendable intangible assets	234,075,489
Toll operations	8,058,655
Unrestricted (deficit)	(234,075,489)
Total net position (deficit)	<u>\$ (293,678,840)</u>

See notes to financial statements

RCTC 91 Express Lanes Fund
(Enterprise Fund of the Riverside County Transportation Commission)
Statement of Revenues, Expenses and Changes in Fund Net Position
For the Year Ended June 30, 2017

Operating revenues	
Tolls, penalties, and fees	\$ 10,125,295
Operating expenses	
Management and operational services	2,691,372
Other operating expenses	275,308
Professional services	117,772
General and administrative expenses	219,932
Depreciation and amortization	2,527,240
Total operating expenses	<u>5,831,624</u>
Operating income	<u>4,293,671</u>
Nonoperating revenues (expenses)	
Investment income	3,435
Interest expense	(7,428,630)
Total nonoperating revenues (expenses)	<u>(7,425,195)</u>
Loss before transfers	(3,131,524)
Transfers from the Commission, net	<u>(290,547,316)</u>
Change in net position	(293,678,840)
Net position at beginning of year	-
Net position at end of year	<u><u>\$ (293,678,840)</u></u>

See notes to financial statements

RCTC 91 Express Lanes Fund
(Enterprise Fund of the Riverside County Transportation Commission)
Statement of Cash Flows
For the Year Ended June 30, 2017

Cash flows from operating activities	
Receipts from customers and users	\$ 9,115,394
Payments to vendors	(2,100,261)
Payments to employees	(132,635)
Payments for RCTC interfund services used	(264,662)
Reimbursements received for shared costs	14,314
Net cash provided by operating activities	<u>6,632,150</u>
Cash flows from noncapital financing activities	
Transfers from governmental activities for operations and maintenance	3,137,666
Excess investment earnings received	1,127,554
Net cash provided by noncapital financing activities	<u>4,265,220</u>
Cash flows from capital and related financing activities	
Transfers from governmental activities for debt service	22,824,849
Interest paid on long-term debt	(1,427,900)
Net cash provided by capital and related financing activities	<u>21,396,949</u>
Cash flows from investing activities	
Decrease in fair market value of investments	(8,643)
Interest received	3,707
Net cash used for investing activities	<u>(4,936)</u>
Net increase in cash and cash equivalents	32,289,383
Cash and cash equivalents at beginning of year	-
Cash and cash equivalents at end of year	<u><u>\$ 32,289,383</u></u>
Reconciliation of cash and cash equivalents to statement of net position	
Cash and investments	\$ 4,726,984
Restricted cash and investments	27,562,399
Total cash and cash equivalents	<u><u>\$ 32,289,383</u></u>

See notes to financial statements

RCTC 91 Express Lanes Fund
(Enterprise Fund of the Riverside County Transportation Commission)
Statement of Cash Flows, Continued
For the Year Ended June 30, 2017

Reconciliation of operating income (loss) to net cash provided by (used for) operating activities		
Operating income	\$	4,293,671
Adjustments to reconcile operating income to net cash provided by (used for) operating activities		
Depreciation and amortization expense		2,527,240
Change in assets and liabilities		
(Increase) Decrease in violations receivables		(2,649,568)
(Increase) Decrease in other receivables, net		(993,418)
(Increase) Decrease in prepaid assets		(131,335)
(Increase) Decrease in pension and post-employment benefit liabilities		(23,871)
Increase (Decrease) in accounts payable		919,963
Increase (Decrease) in due to other funds		23,662
Increase (Decrease) in unearned revenues		2,649,568
Increase (Decrease) in compensated absences liability		16,238
Total adjustments		<u>2,338,479</u>
Net cash provided by operating activities	\$	<u><u>6,632,150</u></u>
Noncash capital, financing and investing activities		
Amortization of bond discount	\$	20,261
Accreted and compounded interest		4,135,789
Unrealized loss on investment earnings		90,267

See notes to financial statements

RCTC 91 Express Lanes Fund
Notes to Financial Statements
June 30, 2017

Note 1. Reporting Entity

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

The RCTC 91 Express Lanes Fund (Fund) is reported as a major enterprise fund in the Commission's basic financial statements. The accompanying financial statements present the net position, changes in net position, and cash flows of the Fund only. They do not purport to, and do not, present the overall financial position of the Commission or its changes in net position as of June 30, 2017.

Note 2. Summary of Significant Accounting Policies

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

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

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

Cash and investments: The Commission maintains cash and investments in accordance with the Investment Policy adopted by the Board of Commissioners in April 2016. The Investment Policy complies with the California Government Code (Code). Investments of bond proceeds as permitted by the applicable debt documents are maintained with U.S. Bank as trustee. Separate investment accounts are maintained for the proceeds of bond issues, with the earnings for each bond issue accounted for separately. The Fund participates in the Riverside County Pooled Investment Fund (RCPIF). Cash from other Commission revenue sources is commingled for investment purposes in the RCPIF, with investment earnings allocated to the different accounts based on average daily account balances.

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

RCTC 91 Express Lanes Fund
Notes to Financial Statements
June 30, 2017

Note 2. Summary of Significant Accounting Policies, Continued

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

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

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

Receivables: Violations receivables include uncollected violation tolls and penalties. If violations and penalties remain owed for more than 90 days, they are turned over to the collection agency.

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

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

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

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

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

Deferred outflows of resources: In addition to assets, the statement of net position reports a separate section for deferred outflows of resources. This separate financial statement element, represents a consumption of net position that applies to a future period and so will not be recognized as an outflow

RCTC 91 Express Lanes Fund
Notes to Financial Statements
June 30, 2017

Note 2. Summary of Significant Accounting Policies, Continued

of resources (expense) until then. As of June 30, 2017, the Fund only has two items which qualify for reporting in this category – pension and other post-employment benefits.

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

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

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

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

Postemployment benefits other than pensions: The Commission early implemented GASB Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions*, and GASB Statement No. 85, *Omnibus 2017*, as of June 30, 2016. Management determined that the net impact on beginning net position was not significant and included the impact in current year expenses. For purposes of measuring the net other post-employment benefits (OPEB) liability, deferred outflows/inflows of resources related to the OPEB liability and OPEB expense, information about the fiduciary net position of the Commission's OPEB plan, and additions to/deductions from the OPEB fiduciary net position have been determined on the same basis as they are reported by California Employers' Retiree Benefit Trust (CERBT) administered by CalPERS. For this purpose, benefit payments are recognized when due and payable in accordance with benefit terms. Investments are reported at fair value, except for money markets and participating interest-earning investment contracts that have a maturity at the time of purchase of one year or less, which is reported at cost.

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

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

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

RCTC 91 Express Lanes Fund
Notes to Financial Statements
June 30, 2017

Note 2. Summary of Significant Accounting Policies, Continued

- *Net investment in capital assets* consists of capital assets, net of accumulated depreciation, reduced by the outstanding balances of any borrowings used for the acquisition, construction, or improvement of those assets and excludes unspent debt proceeds.
- *Restricted net position* represents restricted assets less liabilities related to those assets. Restricted assets are recorded when there are limitations imposed by creditors (such as through debt covenants). The statement of net position includes restricted net position for nonspendable intangible assets and the portion of net toll revenues restricted by the 2013 Master Indenture for toll operations.
- *Unrestricted (deficit)* represents the amounts of unrestricted resources that will need to be provided in future periods. When both restricted and unrestricted resources are available for use, it is the Fund's policy to use restricted resources first and then unrestricted resources as they are needed.

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

Note 3. Cash and Investments

Cash and investments are comprised of the following at June 30, 2017:

Cash in bank	\$ 460,571
Investments	
With RCPIF	4,266,413
With Trustee	27,562,399
Total investments	31,828,812
Total cash and investments	<u>\$ 32,289,383</u>

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

Unrestricted cash and investments	\$ 4,726,984
Restricted cash and investments	27,562,399
Total cash and investments	<u>\$ 32,289,383</u>

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

RCTC 91 Express Lanes Fund
Notes to Financial Statements
June 30, 2017

Note 3. Cash and Investments, Continued

The following is a summary of the fair value hierarchy of the fair value of investments of the Fund as of June 30, 2017:

Investments by fair value level:		Fair Value Measurements Using	
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
	June 30, 2017		
Investments subject to fair value hierarchy:			
U.S. Treasury obligations	\$ 8,456,673	\$ 8,456,673	\$ -
U.S. agency securities	2,190,181	-	2,190,181
Corporate notes	1,856,989	-	1,856,989
Money market mutual funds	7,100,041	-	7,100,041
Mortgage and asset-backed securities	7,958,515	-	7,958,515
Total investments measured at fair value	27,562,399	\$ 8,456,673	\$ 19,105,726
Investments not subject to fair value hierarchy:			
RCPIF	4,266,413		
Total investments	\$ 31,828,812		

Investments classified in Level 1 of the value hierarchy, valued at \$8,456,673 are valued using quoted prices in active markets.

U.S. agency securities totaling \$2,190,181, corporate notes totaling \$1,856,989, money market funds totaling \$7,100,041, and mortgage and asset-backed securities totaling \$7,958,515, classified in Level 2 of the fair value hierarchy, are valued using matrix pricing techniques maintained by various pricing vendors. Matrix pricing is used to value securities based on the securities' relationship to benchmark quoted prices. Fair value is defined as the quoted market value on the last trading day of the period. These prices are obtained from various pricing sources by the custodian bank.



RCTC 91 Express Lanes Fund
Notes to Financial Statements
June 30, 2017

Note 3. Cash and Investments, Continued

As of June 30, 2017 the Fund has the following restricted investments:

Investments	Fair Value	Principal	Interest Rate Range	Maturity Range	Weighted Average Maturity (Years)
RCPIF	\$ 4,266,413	\$ 4,275,056	0.82% - 1.53%	7/1/17 - 6/29/22	1.130
Held by Trustee					
Corporate notes	1,856,989	1,854,890	1.378% - 1.921%	9/1/17 - 11/6/17	0.615
Money Market	7,100,041	7,100,041	0.000% - 0.001%	N/A	0.100
Mortgage and asset-backed securities	7,958,515	7,968,144	-2.636% - 3.385%	8/1/17 - 9/16/55	14.684
U.S. agency securities	2,190,181	2,168,632	0.950% - 1.890%	8/4/17 - 1/13/22	3.444
U.S. Treasury obligations	8,456,673	8,505,681	0.070% - 2.212%	8/31/17 - 1/15/27	4.668
Total Investments	<u>\$ 31,828,812</u>	<u>\$ 31,872,444</u>			
Portfolio weighted average					4.107

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

As of June 30, 2017, mortgage and asset-backed securities totaled \$7,958,515. The underlying assets are consumer receivables that include credit cards, auto/equipment, and home loans. The securities have a fixed interest rate and are rated Aaa/AA+ at least two of the three nationally recognized statistical rating organizations

Deposits and withdrawals in the RCPIF are made on the basis of \$1.00 (cost basis) and not fair value. Accordingly, the Fund's investment at June 30, 2017 is uncategorized, not defined as Level 1, Level 2, or Level 3 input.

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

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

RCTC 91 Express Lanes Fund
Notes to Financial Statements
June 30, 2017

Note 3. Cash and Investments, Continued

The Fund has deposits with a bank balance of \$460,571 with a financial institution; bank balances over \$5,000,000 are swept daily into a money market account. Of the bank balance, up to \$250,000 is federally insured under the Federal Depositary Insurance Corporation with balances in excess of \$250,000 collateralized in accordance with the Code; however, the collateralized securities are not held in the name of the Commission.

Credit risk: The Commission's investment policy as well as the specific bond indentures set minimum acceptable credit ratings for investments from any of the three nationally recognized statistical rating organizations. The following table is a summary of the credit quality distribution and concentration of credit risk by investment type as a percentage of each category's fair value at June 30, 2017; securities denoted as NR are not rated by one of the nationally recognized statistical rating organizations.

Investments	Moody's	S&P	% of Portfolio
RCPIF	Aaa-bf	V1	13.40%
Corporate			
Notes	A1	A-	1.90%
Notes	A2	A-	0.79%
Notes	A3	BBB+	0.95%
Notes	Aaa	NR	2.20%
Money market mutual funds			
Funds	NR	NR	22.31%
Mortgage and asset backed securities			
Securities	Aaa	AA+	25.00%
U.S. agency securities			
Notes			6.88%
U.S. Treasuries			
Treasury			26.57%
Total			<u>100.00%</u>

Concentration of credit risk: The Commission's investment policy places a limit of 10% on the amount of investment holdings with any one non-U.S. Government or non-federal agency issuer. As of June 30, 2017, the Commission did not have investments in any one issuer that represents more than 5% of the Commission's total investments.



RCTC 91 Express Lanes Fund
Notes to Financial Statements
June 30, 2017

Note 4. Capital Assets

Capital assets activity for the Fund for the year ended June 30, 2017 is as follows:

	Balance June 30, 2016	Transfers	Additions	Balance June 30, 2017
Capital assets not being depreciated:				
Land and land improvements	\$ -	\$ 44,658,207	\$ -	\$ 44,658,207
Capital assets being depreciated:				
Toll infrastructure	-	27,408,768	-	27,408,768
Transponders	-	-	122,506	122,506
Buildings	-	686,813	-	686,813
Office furniture, equipment and vehicles	-	-	18,428	18,428
Total capital assets being depreciated	-	28,095,581	140,934	28,236,515
Less accumulated depreciation for:				
Toll infrastructure	-	-	(1,337,706)	(1,337,706)
Transponders	-	-	(12,763)	(12,763)
Buildings	-	(202,004)	-	(202,004)
Office furniture, equipment and vehicles	-	-	(512)	(512)
Total accumulated depreciation	-	(202,004)	(1,350,981)	(1,552,985)
Total capital assets being depreciated, net	-	27,893,577	(1,210,047)	26,683,530
Capital assets, net	\$ -	\$ 72,551,784	\$ (1,210,047)	\$ 71,341,737

Note 5. Intangible Assets and Service Concession Arrangements

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

Intangible asset activity for the year ended June 30, 2017 was as follows:

	Balance June 30, 2016	Transfers	Additions	Balance June 30, 2017
Toll facility franchise	\$ -	\$235,251,748	\$ -	\$ 235,251,748
Less accumulated amortization	-	-	(1,176,259)	(1,176,259)
Total toll facility franchise, net	\$ -	\$235,251,748	\$ (1,176,259)	\$ 234,075,489

RCTC 91 Express Lanes Fund
Notes to Financial Statements
June 30, 2017

Note 6. Interfund Transactions

Due from/to other funds: The composition of balances related to due from other funds and due to other funds at June 30, 2017 is as follows:

Payable Fund	Receivable Fund	Amount	Explanation
RCTC 91 Express Lanes Enterprise fund	Commission's Capital Projects fund	\$ 1,127,554	Excess investment earnings
RCTC 91 Express Lanes Enterprise fund	Commission's General fund	23,662	Fringe benefits allocation
Total due to other Commission funds		<u>\$ 1,151,216</u>	

Interfund transfers: During 2017, interfund transfers were as follows:

Transfer Out	Transfer In	Amount	Explanation
Commission's Capital Projects fund	RCTC 91 Express Lanes Enterprise fund	\$ 3,137,666	Transfer of reserves for toll operations and maintenance
Commission's Debt Service fund	RCTC 91 Express Lanes Enterprise fund	22,906,746	Transfer of debt service reserves
Commission's Governmental activities	RCTC 91 Express Lanes Enterprise fund	(316,591,728)	Net transfer of capital and intangible assets and long-term liabilities
Total transfers		<u>\$ (290,547,316)</u>	

In connection with the substantial completion of the 91 Project in March 2017 and the commencement of toll operations on the RCTC 91 Express Lanes, the Commission transferred \$307,803,532 of capital and intangible costs from the governmental activities to the Fund, and the Fund assumed the transfer of \$624,395,260 in toll-supported long-term debt related to the 91 Project.

Note 7. Long-Term Obligations

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

**RCTC 91 Express Lanes Fund
Notes to Financial Statements
June 30, 2017**

Note 7. Long-Term Obligations, Continued

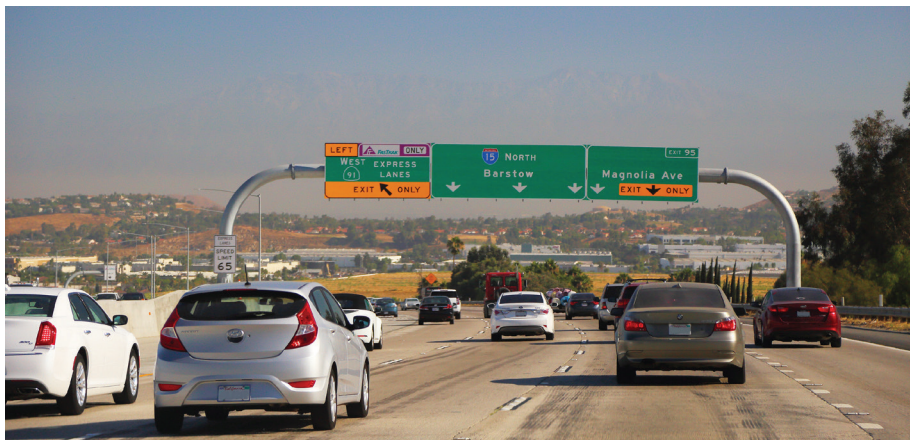
	Balance June 30, 2016	Transfers	Additions / Accretion	Reductions	Balance June 30, 2017	Due Within One Year
Toll revenue bonds:						
2013 Bonds	\$ -	\$ 190,873,467	\$ 1,197,303	\$ -	\$ 192,070,770	\$ -
Toll revenue bonds discount	-	(2,168,140)	-	20,621	(2,147,519)	-
Total bonds payable, net	-	188,705,327	1,197,303	20,621	189,923,251	-
TIFIA loan	-	435,689,933	2,938,486	-	438,628,419	-
Compensated absences liability	-	-	18,675	(2,437)	16,238	5,826
Total long-term obligations	\$ -	\$ 624,395,260	\$ 4,154,464	\$ 18,184	\$ 628,567,908	\$ 5,826

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

Outstanding

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

\$ 123,825,000



RCTC 91 Express Lanes Fund
Notes to Financial Statements
June 30, 2017

Note 7. Long-Term Obligations, Continued

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

Year Ending June 30	Principal	Interest	Total
2018	\$ -	\$ 7,119,900	\$ 7,119,900
2019	-	7,119,900	7,119,900
2020	-	7,119,900	7,119,900
2021	-	7,119,900	7,119,900
2022	-	7,119,900	7,119,900
2023-2027	-	35,599,700	35,599,700
2028-2032	-	35,599,700	35,599,700
2033-2037	-	35,599,700	35,599,700
2038-2042	-	35,599,700	35,599,700
2043-2047	81,570,000	28,817,900	110,387,900
2048	42,255,000	2,429,700	44,684,700
	<u>\$ 123,825,000</u>	<u>\$ 209,245,900</u>	<u>\$ 333,070,900</u>

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

Outstanding

In July 2013, the Commission issued \$52,829,600 principal amount of serial capital appreciation bonds (CABs) to fund a portion of the 91 Project, pay capitalized interest during construction, fund a debt service reserve fund, fund an initial amount for an operations and maintenance fund, and pay costs of issuance. The CABs will not pay current interest as interest will be compounded commencing December 2013 semiannually and paid at maturity. Therefore, the CABs will increase in value, or accrete, by the accumulation of such compounded interest from its initial principal amount to the maturity value in installments ranging from \$3,440,000 to \$34,220,000 on various dates from June 1, 2022 through June 1, 2043. Interest rates and yield to maturity range from 5.30% to 7.15%. During 2017, the accretion amount was \$4,242,848.

\$ 68,245,770

RCTC 91 Express Lanes Fund
Notes to Financial Statements
June 30, 2017

Note 7. Long-Term Obligations, Continued

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

Year Ending June 30	Principal	Accreted Interest	Total
2022	\$ 2,396,700	\$ 1,423,300	\$ 3,820,000
2023-2027	16,888,400	17,371,600	34,260,000
2028-2032	16,178,300	31,871,700	48,050,000
2033-2037	5,574,400	16,525,600	22,100,000
2038-2042	7,607,000	48,423,000	56,030,000
2043	4,184,800	30,035,200	34,220,000
	<u>\$ 52,829,600</u>	<u>\$ 145,650,400</u>	<u>\$ 198,480,000</u>

TIFIA Loan Agreement:

Outstanding

In July 2013, the Commission executed a TIFIA loan of up to \$421,054,409, which proceeds financed a portion of the costs for the 91 Project. During construction and for a period of up to five years following substantial completion, interest is compounded and added to the initial TIFIA loan. The TIFIA loan requires mandatory debt service payments at a minimum and scheduled debt service payments to the extent additional funds are available. TIFIA debt service payments are expected to commence on December 1, 2021, which is five years after substantial completion of the 91 Project, through June 1, 2051. The interest rate of the TIFIA loan is 3.47%. During 2017, \$143,358,089 was drawn on the TIFIA loan.

\$ 438,628,419

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

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

Year Ending June 30	Mandatory		Total
	Principal	Interest	
2022	\$ -	\$ 1,921,000	\$ 1,921,000
2023-2027	-	20,156,000	20,156,000
2028-2032	151,000	61,675,000	61,826,000
2033-2037	71,575,000	84,246,000	155,821,000
2038-2042	114,056,000	65,317,000	179,373,000
2043-2047	157,696,000	46,751,000	204,447,000
2048-2051	159,860,000	12,075,000	171,935,000
Total	<u>503,338,000</u>	<u>\$ 292,141,000</u>	<u>\$ 795,479,000</u>
Future compounded interest	<u>(64,709,600)</u>		
Total TIFIA loan	<u>\$ 438,628,400</u>		

RCTC 91 Express Lanes Fund
Notes to Financial Statements
June 30, 2017

Note 7. Long-Term Obligations, Continued

Pursuant to the toll indenture and TIFIA loan agreement, the Commission deposited with the trustee \$136,451,515 into an equity account through 2017 for payment of 91 Project costs.

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

Note 8. Commitments and Contingencies

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

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

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

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

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

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

**RCTC 91 Express Lanes Fund
Notes to Financial Statements
June 30, 2017**

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

The net pension and OPEB liabilities of \$45,906 and \$12,507, respectively, reported by the Fund, represent the Fund's proportional share of the Commission's cost-sharing multiple employer defined benefit pension plan of \$7,639,639 and OPEB liability of \$676,000. The Fund's net pension liability and OPEB liability represent 0.6% and 1.9% of the Commission's net pension liability and OPEB liability, respectively.

Note 10. Pronouncements Issued, Not Yet Effective

The GASB pronouncements issued prior to June 30, 2017 that have an effective date that may impact future financial presentations include:

- GASB Statement No. 83, *Certain Assets Retirement Obligations*, effective for fiscal years beginning after June 15, 2018;
- GASB Statement No. 84, *Fiduciary Activities*, effective for fiscal years beginning after December 15, 2018;
- GASB Statement No. 86, *Certain Debt Extinguishment Issues*, effective for fiscal years beginning after June 15, 2017; and
- GASB Statement No. 87, *Leases*, effective for fiscal years beginning after December 15, 2019.

Management has early implemented GASB Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pension* and GASB Statement No. 85, *Omnibus 2017*, and the effects are reflected in the Commission's Statement of net position ended June 30, 2017.







RCTC

**RIVERSIDE
COUNTY
TRANSPORTATION
COMMISSION**

**Riverside County
Transportation Commission**

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