SAN FRANCISCO BAY AREA RAPID TRANSIT DISTRICT 1999 ANNUAL REPORT

BART

INVESTING IN THE BAY AREA'S FUTURE

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The General Manager's Message

As General Manager, it's my pleasure to report on the vital health of our organization as we focus on investing in the Bay Area's future. Fiscal Year 1999 was replete in accomplishments, foremost of which was the adoption of BART's Strategic Plan. The framework for our future, the Strategic Plan is the basis for everything we now do at BART. As trends emerge, whether political, social or economic, BART will apply strategies for regional cooperation in providing safe, reliable and customer-friendly transportation.

As you read through our Annual Report, you will find that our strong financial performance is the result of not just well-tuned fiscal decisions, but the quality, team-oriented performance of the finest transit professionals in the industry. The people of BART are essential to our organization's success.

Financial Strength and Stability

BART began Fiscal Year 1999 by reporting one of the most significant year-end savings in our history. Through effective management, budget efficiencies and excellent bond ratings, BART saved $10.2 million against the Fiscal Year 1998 operating budget. This is virtually unheard of in the transit industry. The savings put us a year ahead in our Capital Improvement Program. Our bond ratings continue to excel.

The District's property tax rate for the year decreased by 24 percent, down to 1.668 cents per $100 of assessed valuation from 2.2 cents. That raised $42 million to pay down the general obligation bonds used to initially construct BART that were retired in June 1999.

In June 1999, BART released our proposed Fiscal Year 2000 Short Range Transit Plan and Capital Improvement Program, which together analyze our operating and capital funding requirements and strategies through Fiscal Year 2010. The SRTP demonstrates BART's financial capacity to provide planned service for future ridership growth, while the CIP describes how we plan to fund our extensions, renovation and modernization programs.

We ended Fiscal Year 1999 by announcing that Congress had appropriated $65 million for our BART-SFO project for Fiscal Year 2000. This confidence in BART demonstrated our commitment to investing in the Bay Area's future.

SFO PROGRESS

For Fiscal Year 1999, Congress appropriated $40 million for our BART-to-San Francisco International Airport Extensions Project. The appropriation ranked BART-SFO among the top ten projects in the nation. We augmented that with $198.5 million in a local agreement with our funding partners to aid cash flow and stay on schedule.

In June 1999, BART awarded the San Bruno Station contract for $45.02 million to Tutor-Saliba/Slattery. Situated next to Tanforan Park Shopping Center, the station will be integrated into the center and feature a shared pedestrian plaza. This award brought us to 95 percent of all construction contracted and under way. The last major contract award for the South San Francisco Station remained for fall 1999.

On June 12, 1999, BART proudly announced completion of the first mile of construction in South San Francisco. The contractor had completed approximately 4,400 feet of subway and 930 feet of trackway within the South San Francisco Station shell. Excavation had begun for the San Bruno Station shell, and work on the SFO aerial structure had also begun.

RENOVATIONS PROGRESS

By the end of Fiscal Year 1999, BART had 65 percent of our 10-year, $1.1 billion Systemwide Renovation Program under way. This is a significant investment into our future, helping BART keep pace with increased demand for service while maintaining quality. When completed, customers will witness a virtual transformation of the BART system.

Among projects completed or under way:

- ☐ Renovated and returned to service the first eight cars of BART's original fleet of 439 cars.
- ☐ Installed 19 new "transit duty" escalators in San Francisco stations.
- ☐ Began a $22 million program to renovate 99 more escalators.
- ☐ Installed new swing gates at 20 key stations to make entry easier for bicycles and customers with mobility impairments.
- ☐ Platform improvements at West Oakland, San Leandro, Hayward and Walnut Creek stations.
- ☐ Renovated eight stations, for a total of 16 stations now completed.
- ☐ Completed intermodal improvements at the Richmond and El Cerrito Plaza stations to make bus links more convenient for BART customers.

In addition, contracts were let to:

- ☐ Overhaul 35 elevators in 20 key stations and 24 elevators in 14 non-key stations.
- ☐ Modernize BART's automatic fare collection system, including 182 ticket vending machines, 106 addfare machines and 67 fare gates.
- ☐ Renovate the Union City, El Cerrito Del Norte, Lafayette and Powell Street stations.

System and Service Improvements

BART is developing a state-of-the-art train control system that will allow trains to run faster and closer together. The revolutionary Advanced Automatic Train Control is the first of its kind in the world. It is based on military technology that was used to locate and command troops during the Persian Gulf War in 1991. AATC will go on BART tracks between the Bay Fair and Daly City stations to improve service through the Transbay Tube.

One way BART is investing in the Bay Area's future is through "livable community" projects. Last year, we proceeded with our Intermodal Facility at the Fruitvale Station as the first step in transforming the area into the new Fruitvale Transit Village. This transit-oriented redevelopment project in Oakland's Fruitvale District will include child care and health care facilities, a senior center, library, housing, retail and office space.

BART, in partnership with Mission Housing Development Corporation and the San Francisco Transportation Authority, received a Transportation for Livable Communities Grant to begin implementation of a community-based plan for the 16th Street Mission Station completed last year which will rebuild the Southwest Plaza in order to improve public safety and activate the station plaza.

BART has also been working with Mission Economic Development Association, another Mission District community-based partner, to formulate a similar plan for the 24th Street Mission Station.

Capitol Corridor Intercity Rail Service

The Capitol Corridor Intercity Rail Service was officially transferred on July 1, 1998, to the Capitol Corridor Joint Powers Authority, with BART as the managing agency among the six transportation agencies included in the JPA. With track improvements completed by Union Pacific, we increased rail service between Sacramento and Oakland by adding fifth and sixth round-trip trains.

Customer Care Initiatives

Listening to our customers helps BART maintain confidence in our service. We conducted Customer Focus sessions at BART stations with staff from Transportation, Customer Service and BART Police, to hear customer input and answer questions. We also held "town hall" Open Forum sessions in the communities where BART operates to allow Board members to interact with residents and discuss issues affecting those communities.

Ticket Exchange windows were established at two major downtown stations to assist customers with small, left-over BART tickets – the ones with five, ten or 25 cents on them – which were combined and exchanged for a new ticket ranging from $3 to $20. This customer convenience brings the exchange service location closer to our riders.

Community Partnerships

BART's investment in the Bay Area is also demonstrated through partnerships with community programs that promote a sense of dignity and pride. In January 1999, BART for the first time ran special "Freedom Trains" on the Dr. Martin Luther King Jr. birthday holiday to bring passengers to a major celebration in San Francisco. We also provided special BART tickets to rally attendees.

BART also participated in the "Share the Harvest" holiday food drive with four Bay Area food banks, the Oakland A's and Grocery Outlet, and with the U.S. Marines in the annual "Toys for Tots" collection. BART also held our annual Cinco de Mayo celebration on May 5, hosting this free event with local dignitaries and schools to celebrate Mexican heritage.

Commitment to Safety

BART engages in several initiatives to ensure safety on the BART system, including an annual drill with public safety agencies to hone our skills in emergency response.

We began an Ambassador and Youth Safety program with the City of Hayward to provide a highly visible deterrent to crime. The Hayward Police provide escorts for BART customers from the Hayward Station to their vehicles in the surrounding neighborhood. The program includes a youth education component focusing on student safety while using public transportation.

On Track to Strong Performance

As we enter Fiscal Year 2000, BART enjoys financial performance that balances fiscal responsibility with sound investment strategies. We look forward to continued prosperity by investing in the future of the Bay Area through effective financial management, progressive transit projects, and continued reliable service.

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Report of Independent Accountants

To the Board of Directors of San Francisco
Bay Area Rapid Transit District

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of San Francisco Bay Area Rapid Transit District (the "District") at June 30, 1999 and 1998, and the results of its operations, changes in fund equity and cash flows for the years then ended in conformity with generally accepted accounting principles. These financial statements are the responsibility of the District's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with generally accepted auditing standards and *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 of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion expressed above.

In accordance with *Government Auditing Standards*, we have also issued reports dated October 8, 1999, on our consideration of the District's internal control structure and on its compliance with laws and regulations.

PricewaterhouseCoopers LLP

October 8, 1999

BALANCE SHEET
JUNE 30, 1999 AND 1998
(IN THOUSANDS)

	1999	1998
Assets		
Current assets:		
Cash and cash equivalents	$ 51,365	$ 95,553
Investments	2,302	2,350
Total cash, cash equivalents and investments (including restricted cash and investments of $6,002 in 1999 and $5,349 in 1998)	53,667	97,903
Deposits held by trustee - restricted	70,470	34,122
Capital grants receivable - restricted	101,885	97,584
Other receivables	12,327	11,819
Materials and supplies	25,516	24,371
Total current assets	263,865	265,799
Restricted and designated cash and investments:		
Investments for capital, debt and other purposes	327,563	268,350
Board designated investments	11,144	11,152
Capital grants receivable - restricted	48,705	-
Facilities, property and equipment, net	3,606,616	3,243,653
Other receivables	33,122	36,276
Total assets	$ 4,291,015	$ 3,825,230
Liabilities and fund equity		
Current liabilities:		
Current portion of long-term debt	$ 13,335	$ 53,620
Accounts payable and other liabilities	106,934	90,195
Current portion of self-insurance liabilities	9,158	8,720
Deferred revenue	6,612	3,768
Current portion of capital lease liability	3,154	3,154
Total current liabilities	139,193	159,457
Contracts payable - restricted assets	71,098	46,021
Self-insurance liabilities	19,849	21,952
Commercial paper notes payable	100,000	-
Long-term debt, net	508,236	516,528
Long-term portion of capital lease liability	33,122	36,276
Total liabilities	871,498	780,234
Commitments and contingencies (Note 12)		
Fund equity:		
Contributed capital	2,365,542	2,048,132
Retained earnings	1,053,975	996,864
Total fund equity	3,419,517	3,044,996
Total liabilities and fund equity	$ 4,291,015	$ 3,825,230

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

STATEMENTS OF REVENUES AND EXPENSES
FOR THE YEARS ENDED JUNE 30, 1999 AND 1998
(IN THOUSANDS)

	1999	1998
Operating revenues:		
Fares	$ 173,484	$ 163,098
Other (including investment income and net change in fair value of investments)	17,215	15,261
Total operating revenues	190,699	178,359
Operating expenses:		
Transportation	86,872	86,696
Maintenance	123,730	122,537
Police services	22,097	22,418
Construction and engineering	15,275	12,771
General and administrative	77,556	81,759
Depreciation and amortization	62,893	60,549
Total operating expenses	388,423	386,730
Less capitalized costs	(31,439)	(29,969)
Net operating expenses	356,984	356,761
Operating loss	(166,285)	(178,402)
Nonoperating income (expense):		
Transactions and use tax (sales tax)	151,806	144,675
Property tax	53,449	59,934
State financial assistance	192	1,075
Local financial assistance	259	588
Other investment income	13,833	9,396
Interest expense	(23,507)	(27,190)
Other expense, net	(620)	(754)
Total nonoperating income, net	195,412	187,724
Net income	$ 29,127	$ 9,322

STATEMENTS OF CHANGES IN FUND EQUITY
FOR THE YEARS ENDED JUNE 30, 1999 AND 1998
(IN THOUSANDS)

	Contributed Capital	Retained Earnings	Total Fund Equity
Balances, July 1, 1997 (restated)	$ 1,920,048	$ 960,815	$ 2,880,863
Net income	-	9,322	9,322
Other additions (deductions):			
Contributed capital	154,811	-	154,811
Depreciation of assets acquired with contributed capital	(26,727)	26,727	-
Balances, June 30, 1998	2,048,132	996,864	3,044,996
Net income	-	29,127	29,127
Other additions (deductions):			
Contributed capital	345,394	-	345,394
Depreciation of assets acquired with contributed capital	(27,984)	27,984	-
Balances, June 30, 1999	$ 2,365,542	$ 1,053,975	$ 3,419,517

STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED JUNE 30, 1999 AND 1998
(IN THOUSANDS)

	1999	1998
Cash flows from operating activities:		
Operating loss	$ (166,285)	$ (178,402)
Less investment income included in operating revenue	(8,395)	(9,956)
Operating loss excluding investment income	(174,680)	(188,358)
Adjustments to reconcile operating loss to net cash used in operating activities:		
Depreciation and amortization of deferred charges	65,378	61,388
Net effect of changes in:		
Receivables	(53,515)	(12,777)
Materials and supplies	(1,145)	(3,519)
Accounts payable and other liabilities	16,739	10,954
Self-insurance liabilities	(1,665)	6,423
Deferred revenue	2,844	(122)
Net cash used in operating activities	(146,044)	(126,011)
Cash flows from noncapital financing activities:		
Transactions and use tax received	109,565	117,129
Property tax received	14,438	13,358
Financial assistance received	451	1,663
Net cash provided by noncapital financing activities	124,454	132,150
Cash flows from capital and related financing activities:		
Transactions and use tax received	42,241	27,546
Property tax received	39,011	46,576
Interest paid on debt	(30,166)	(25,380)
Capital grants received	345,394	154,811
Principal paid on long-term debt	(53,620)	(299,912)
Proceeds from issuance of commercial paper notes	100,000	-
Proceeds from issuance of sales tax revenue bonds	-	348,510
Issuance costs for sales tax revenue bonds	-	(4,824)
Expenditures for facilities, land, property and equipment	(392,186)	(200,077)
Other, net	5	125
Net cash provided by capital and related financing activities	50,679	47,375
Cash flows from investing activities:		
Proceeds from sale and maturity of investments	763,749	700,990
Purchase of investments	(859,254)	(766,332)
Interest on investments	22,228	18,977
Net cash used in investing activities	(73,277)	(46,365)
Net increase/(decrease) in cash and cash equivalents	(44,188)	7,149
Cash and cash equivalents, beginning of year	95,553	88,404
Cash and cash equivalents, end of year	$ 51,365	$ 95,553
Noncash investing capital and financing activity:		
Insubstance defeasance of debt	$ -	$ 155,115
Deferred charges on early bonds retirement	$ -	$ 7,767

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

1. Significant Accounting Policies

Description of reporting entity
The San Francisco Bay Area Rapid Transit District (the District) is a public agency created by the legislature of the State of California in 1957 and regulated by the San Francisco Bay Area Rapid Transit District Act, as amended, and subject to transit district law as codified in the California Public Utilities Code. The disbursement of funds received by the District is controlled by statutes and by provisions of various grant contracts entered into with federal, state and local agencies.

The District has defined its financial reporting entity in accordance with Government Accounting Standards No. 14, which states that the financial reporting entity should consist of (a) the primary government, (b) the organizations for which the primary government is financially accountable, and (c) the other organizations for which the nature and significance of their relationship with the primary government are such that exclusion would cause the reporting entity's financial statements to be misleading or incomplete. Based on this definition, the financial statements of the District (the primary government) include those of the Transit Financing Authority (the Authority), a component unit.

Basis of accounting and presentation
The accrual basis of accounting is used by the District. Under this method, revenues are recognized when earned and expenses are recognized when they are incurred.

The financial statements of the District are presented as an enterprise fund and are accounted for in separate funds, principally the Operating Fund, Construction Fund and Debt Service Fund. Such funds are combined for financial reporting purposes in order to present the financial position and results of operations of the District as a whole.

Reclassifications
Certain reclassifications have been made to the prior year financial statements to conform to the current year's presentation. These reclassifications had no effect on previously reported fund equity.

Cash and cash equivalents
The District considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. Deposits held by trustee and investments restricted for Board designated purposes are treated as investments.

Investments
Investments are stated at fair value. As a matter of policy, the District holds investments until their maturity.

Deposits held by trustee
Deposits held by trustee, consisting of cash and investments, are held by trustee banks in accordance with the District's various bond and note indentures and for general debt service requirements.

Restricted and designated cash and investments
Certain cash and investments are classified as restricted and designated assets on the balance sheets because their use is limited, either by certain bond covenants or by the Board of Directors' designations. The use of these funds is restricted for use in construction or for debt service payments.

Materials and supplies
Materials and supplies consist primarily of replacement parts for the system and rail vehicles. Materials and supplies are stated at cost, which approximates market, using the average-cost method. Materials and supplies are expensed as consumed.

Facilities, property and equipment
Facilities, property and equipment are stated at cost and depreciated using the straight-line method over the estimated useful lives of the assets. Depreciation expense on assets acquired with capital grant funds is transferred to contributed capital after being charged to operations.

Major improvements and betterments to existing facilities and equipment are capitalized. Costs for maintenance and repairs which do not extend the useful life of the applicable assets are charged to expense as incurred. Upon disposition, costs and accumulated depreciation are removed from the accounts and resulting gains or losses are included in operations.

The District capitalizes certain interest income and expense related to tax-free borrowings. The net effect of such interest capitalization was to increase expenditures for facilities, property and equipment by $8,593,000 and $1,355,000 during the years ended June 30, 1999 and 1998, respectively, for the difference between interest income and interest expense from applicable borrowings.

Compensated absences
Compensated absences are accrued and reported as a liability in the period earned.

Fare operating revenue
Fare operating revenues are earned as passengers utilize the train service. Deferred revenue includes unearned passenger revenue which is an estimate of passenger tickets purchased which have not yet been used as well as unearned revenue related to license fees paid by telecommunication companies for the use of the District's right-of-way for wireless accessibility to their customers.

Contributed capital
The District receives grants from the Federal Transit Administration ("FTA") and other agencies of the U.S. Department of Transportation, state, and local transportation funds for the acquisition of transit-related equipment and improvements. Capital grants are recognized as donated capital to the extent that costs under the grant have been incurred and recorded as assets. Capital grant funds earned, less amortization equal to accumulated depreciation of the related assets, are included in contributed capital.

Transactions and use tax (sales tax) revenue
State of California legislation authorizes the District to impose a 1/2% transaction and use tax within District boundaries which is collected and administered by the State Board of Equalization. Of amounts available for distribution, 75% is paid directly to the District's trustee for the purpose of paying bond interest, principal and expenses. Monies not required for these purposes are transmitted to the District. The remaining 25% is allocated by the Metropolitan Transportation Commission ("MTC") to the District, the City and County of San Francisco, and the Alameda-Contra Costa Transit District for transit services. The District records the total transactions and use taxes earned (including amounts paid to the trustee) as revenue.

Property taxes, collection and maximum rates
The State of California Constitution Article XIII.A. provides that the general purpose maximum property tax rate on any given property may not exceed 1% of its assessed value unless an additional amount for general obligation debt has been approved by voters. Assessed value is calculated at 100% of market value as defined by Article XIII.A. and may be adjusted by no more than 2% per year unless the property is sold or transferred. The State Legislature has determined the method of distribution of receipts from a 1% tax levy among the counties, cities, school districts and other districts, such as the District.

The District receives property tax revenues to meet the debt service requirements of its General Obligation Bonds. The District also receives an allocation of property tax revenues for transit operations. San Francisco, Alameda and Contra Costa Counties assess properties and bill for, collect, and distribute property taxes. Property taxes are recorded as revenue and receivables, net of estimated uncollectibles, in the fiscal year of levy.

Financial assistance grants
Financial assistance grants are accrued as other revenue in the period to which the grant applies.

Collective bargaining
Approximately 87% of the District's employees are subject to collective bargaining. The current labor contracts expire on June 30, 2001.

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

2. Cash and Investments

The District maintains a cash and investment pool that includes cash and investments available for general use and restricted for Board-designated purposes.

Investments balance at June 30, 1997 and investment income for the year ended June 30, 1997 have been restated to conform with the Governmental Accounting Standards Board No. 31 (GASB 31), *Accounting and Financial Reporting for Certain Investments and for the External Investment Pools,* which required investments to be recorded at fair value with the difference between cost and fair value recorded as an unrealized gain or loss. The effect of the restatement on the June 30, 1997 financial statements was a $1,135,000 decrease in investment income and net change in fair value of investments and a $664,000 increase in investments and retained earnings.

Deposits
The carrying amount of the District's deposits with banks and cash on hand was $9,574,000 and $6,866,000 at June 30, 1999 and 1998, respectively. The corresponding bank balance was $10,841,000 and $10,067,000 at June 30, 1999 and 1998, respectively. Of the bank balance, $500,000 and $300,000 for 1999 and 1998, respectively, was insured by federal depository insurance or collateralized by securities held by the District's agent in the District's name, and $10,341,000 (1998, $9,768,000) is required by Section 53652 of the California Government Code to be collateralized 110% by the pledging financial institutions. Such collateral is not required to be in the District's name.

Investments
State of California statutes and District policy authorize the District to invest in obligations of the U.S. Treasury, its agencies and instrumentalities, bankers' acceptances, repurchase and reverse repurchase agreements, and the State Treasurer's investment pool.

The District's investments are categorized below to give an indication of the credit risk assumed by the District at June 30, 1999. Category 1 includes investments that are insured or registered or for which the securities are held by the District or its agent in the District's name. Category 2 includes uninsured and unregistered investments for which the securities are held by the broker's or dealer's trust department or agent in the District's name. The District's investment pools are reported at fair value. The net increase in the fair value of investments at June 30, 1999 was $490,000.

(in thousands)

	1999 Category 1	1999 Category 2	1999 Fair Value	1998 Category 1	1998 Category 2	1998 Fair Value
Money market	$ -	$ 9,910	$ 9,910	$ -	$ 998	$ 998
U.S Treasury bills	-	-	-	-	15,314	15,314
U.S. Treasury funds	-	60,560	60,560	-	17,810	17,810
Federal agency obligations	331,353	-	331,843	324,863	-	325,901
Repurchase agreements	33,810	-	33,810	26,061	-	26,061
Total	$ 365,163	$ 70,470	436,123	$ 350,924	$ 34,122	386,084
Cash on hand			1,394			960
Time and demand deposits			3,286			(1,423)
Investment in California local agency investment fund			15,000			15,000
Total			$ 455,803			$ 400,621
Reported as:						
Cash and cash equivalents			$ 51,365			$ 95,553
Investments - current			2,302			2,350
Payroll and other liabilities (representing cash overdraft)			(7,041)			(10,906)
Deposits held by trustee-restricted-current and long-term			70,470			34,122
Investments restricted for capital purposes			327,563			268,350
Investments restricted for Board designated purposes			11,144			11,152
Total			$ 455,803			$ 400,621

The Board of Directors of the District have designated the following amounts, consisting of investments, as a reserve of fund equity for the following purposes (in thousands):

	1999	1998
Basic system completion	$ 641	$ 659
System improvement	1,503	1,493
Self-insurance	9,000	9,000
Total	$ 11,144	11,152

3. Facilities, Property and Equipment

Facilities, property and equipment at June 30, 1999 and 1998 are summarized as follows (in thousands):

	Lives (Years)	1999	1998
Land		$ 242,186	$ 242,186
Improvements	80	1,849,781	1,813,305
System-wide operation and control	20	388,897	280,075
Revenue transit vehicles	30	586,946	559,691
Service and miscellaneous equipment	3-20	48,566	41,386
Capitalized construction and start-up costs	30	98,339	98,337
Repairable property items	30	22,562	23,371
Capital leases	30	53,366	53,366
		3,290,643	3,111,717
Less accumulated depreciation and amortization		(944,187)	(884,522)
		2,346,456	2,227,195
Construction-in-progress		1,260,160	1,016,458
Total		$ 3,606,616	$ 3,243,653

Total depreciation and amortization expense amounted to $62,893,000 and $60,549,000 for the years ended June 30, 1999 and 1998, respectively.

The District is currently involved in construction of Phase 1 of an extension project that will add 35 miles of track and 10 new stations to the system at a total cost of approximately $2,936,000,000. The Dublin/Pleasanton, Pittsburg/Bay Point and Colma station extensions are open and in revenue service. Completion of the San Francisco airport extension is anticipated by July 2002. The District anticipates funding for Phase 1 will come from the federal government ($878,000,000), State of California ($633,000,000), San Mateo County ($473,000,000), Alameda and Contra Costa Counties ($321,000,000), bridge tolls ($144,000,000), San Francisco International Airport ($200,000,000), and the District ($111,000,000), with the source for the remaining $176,000,000 of funding yet to be identified.

The District has entered into contracts for the construction of various facilities and equipment totaling approximately $980,047,000 at June 30, 1999.

4. Risk Management

The District is fully self-insured for workers' compensation claims and partially self-insured for public liability and property damage. The self-insured maximum for public liability and property damage claims is $5,000,000 for any one occurrence. Claims in excess of self-insurance retentions are covered up to an additional $195,000,000 by insurance policies.

The self-insurance programs are administered by independent claims adjustment firms. The liability is based, in part, upon the independent adjustment firms' estimate of reserves necessary for the settlement of outstanding claims and related administrative costs, and includes claims that have been incurred but not yet reported. Such reserves are actuarially determined and subject to periodic adjustment as conditions warrant.

The estimated liability for insurance claims at June 30, 1999 is believed to be sufficient to cover any costs arising out of claims filed or to be filed for accidents which occurred through that date.

Claim expenses and liabilities are reported when it is probable that a loss has occurred and the amount of that loss can be reasonably estimated. These losses include an estimate of claims that have been incurred but not yet reported.

At June 30, 1999, the amount of these liabilities was $29,007,000. This liability is the District's best estimate based on available information. Changes in the reported liability since the beginning of the respective fiscal year are as follows (in thousands):

	1999	1998
Liability at beginning of year	$ 30,672	$ 24,249
Current year claims and changes in estimates	5,972	12,003
Payment of claims	(7,637)	(5,580)
Liability at end of year	$ 29,007	$ 30,672

5. Joint Exercise of Powers Agreements

Transit Financing Authority

The Joint Exercise of Powers Agreement (the "Agreement"), dated August 1, 1991, between the District and MTC provided for the creation of the Transit Financing Authority (the "Authority"), a public instrumentality of the State of California. The term of the Agreement is for ten years, unless extended or earlier terminated. The Authority was formed for the purpose of providing financing and contracting for public transit improvements, including the refinancing of prior indebtedness and acquiring, selling and financing public capital improvements, working capital, liability and other insurance needs, and for the specific purpose of assisting in financing the District's East Bay and West Bay extensions.

The governing board of the Authority consists of two members each from the District and MTC. Neither the District nor MTC is responsible for any debt, liabilities and obligations of the Authority. At the end of the term or upon the earlier termination of the Agreement, all assets of the Authority shall be distributed to the two participants, and any surplus money on hand shall be returned to these participants in proportion to their respective contributions to the Authority.

The District has not contributed any assets to the Authority since inception and has only a residual equity interest as mentioned above. Because the District is not an investee in the Authority, the equity method is not considered appropriate.

The Authority has undertaken a commercial paper program to fund a portion of the costs of acquiring and constructing the District's extension project to the San Francisco International Airport. Under the program, in December 1998, the Authority issued its Commercial Paper Notes, Series A, and Commercial Paper Notes, Series B, in the aggregate amount of $100,000,000. As of June 30, 1999, all notes issued remained outstanding.

At June 30, 1999, the Authority had assets consisting of unused cash proceeds in the amount of $34,000,000 and advances to the SFO extension project in the amount of $66,000,000 for the payment of project related costs. The Authority's liabilities consisted entirely of the $100,000,000 of commercial paper notes payable.

Capitol Corridor Joint Powers Authority

The Joint Exercise of Powers Agreement (the "Agreement") dated December 31, 1996, between the District and five other transportation authorities in surrounding counties ("Agencies") provided for the creation of the Capitol Corridor Joint Powers Authority (the "Authority"), a public instrumentality of the State of California. The term of the Agreement is for three years, unless extended or terminated earlier. The Authority was formed for the purpose of administering and managing the operation of the Capitol Corridor Rail Service as part of the California intercity passenger rail system. The District is the managing agency of the Authority and in that capacity shall provide all necessary administrative support to the Authority.

The governing board of the Authority consists of six members from the District and two members from each of the five other Agencies. Neither the District nor the other Agencies are responsible for any debt, liabilities and obligations of the Authority.

At the end of the term or upon the earlier termination of the Agreement, all assets of the Authority shall be distributed to the six participants, and any surplus money on hand shall be returned to these participants in proportion to their respective contributions to the Authority.

The District has not contributed any assets to the Authority. Because the District is not an investee in the Authority, the equity method is not considered appropriate.

On July 1, 1998, the District became the administrator of the Capitol Corridor Joint Powers Authority. The District incurred $737,000 of start-up expense from inception to June 30, 1998 and nil in fiscal year ending June 30, 1999. During fiscal year 1999, the District was reimbursed in the amount of $185,000 relating to start-up expenses.

Technology Reinvestment Project

In 1994, the District and the joint venture of Hughes Transportation Control Systems, Inc. ("Hughes"), and Morrison Knudsen Train Control, Inc. ("HMK") entered into a memorandum of understanding ("MOU") to form an alliance ("Alliance") to develop a cost-effective, highly reliable and safe train control system for passenger and freight-carrying trains. The project is funded under the Technology Reinvestment Project managed by the Advanced Research Projects Agency ("ARPA"). The Federal Transit Administration ("FTA") has agreed to manage and oversee the project on behalf of ARPA. This project has an initial term of 29 months.

During fiscal year 1998, the Alliance was reorganized. Hughes and HMK withdrew and were replaced by Harmon Industries, Inc. ("Harmon"). In August 1998, a MOU was executed between the District and Harmon which replaced the 1994 MOU between the District and the joint venture of Hughes and HMK.

Under the new Alliance, the project is governed by an executive committee which will consist of six members: two appointed by the District, three appointed by Harmon, and one appointed by the FTA. The executive committee will be chaired by the District's general manager or designee.

The District's participation in this project is in the form of in-kind contributions which consist primarily of labor costs and direct costs that are partially reimbursable by the Alliance. As of June 30, 1999 and 1998, the District had provided the Alliance with approximately $12,758,000 in cumulative in-kind contributions and had incurred approximately $13,090,000 and $5,576,000 of cumulative costs, respectively, $948,000 of which were reimbursed by the Alliance.

Paratransit Consortium

In 1994, the District and the Alameda-Contra Costa Transit District ("AC Transit") executed a Joint Exercise of Powers Agreement establishing the East Bay Paratransit Consortium (the "Consortium"). The purpose of the Consortium is to enable the District and AC Transit to jointly administer ADA paratransit services in the service area overlapped by the District and AC Transit. The Consortium receives operating subsidies of State Transit Assistance funds administered by the MTC. The project receives direction from the Service Review Committee, which consists of the general manager (or designee) from each member agency.

For the year ended June 30, 1999, MTC established AC Transit as the lead agency responsible for administering the ADA paratransit services. The lead agency is rotated annually.

The District received approximately $192,000 and $551,000 from MTC in fiscal year 1999 and 1998, respectively.

6. Long-Term Debt

Long-term debt at June 30, 1999 and 1998 is summarized as follows (in thousands):

	1999	1998
1962 General Obligations Bonds	$ -	$ 41,125
1990 Sales Tax Revenue Refunding Bonds	76,034	81,755
1991 Sales Tax Revenue Bonds	11,435	13,205
1995 Sales Tax Revenue Bonds	102,550	105,620
1998 Sales Tax Revenue Bonds	348,510	348,510
	538,529	590,215
Less:		
Unamortized bond discount and issuance costs	(12,297)	(12,921)
Deferred charges on insubstance defeasance	(4,661)	(7,146)
Current portion	(13,335)	(53,620)
Long-term portion of bonds	508,236	516,528
Commercial paper notes payable	100,000	-
Net long-term portion of debt	$ 608,236	$ 516,528

Bond and note discount and issuance costs are amortized over the life of the related debt.

1962 General Obligation Bonds

In 1962, voters of the member counties of the District authorized a bonded indebtedness totaling $792,000,000 of General Obligation Bonds maturing through 1999, with interest rates ranging from 1.5% to 6%. Payment of both principal and interest is provided by the levy of District-wide property taxes. In June of 1999, the outstanding balance was paid in full.

1990 Sales Tax Revenue Refunding Bonds (the 1990 Bonds)

In July 1990, the District issued sales tax refunding bonds totaling $158,478,000. The 1990 Bonds are special obligations of the District payable from and collateralized by a pledge of the sales tax revenues. At June 30, 1999, the 1990 Bonds consist of $45,755,000 of current interest serial bonds due from 1999 to 2011 with interest rates ranging from 6.6% to 6.75% and $30,279,000 of capital appreciation serial bonds ($16,828,000 original amount) with yields of 6.65% to 6.75% due from 2002 to 2005. Interest on the capital appreciation bonds is payable at maturity. For financial reporting purposes, accrued interest is added to the principal balance.

1991 Sales Tax Revenue Bonds (the 1991 Bonds)

The 1991 Bonds were issued in August 1991 in the amount of $56,010,000 and are special obligations of the District, payable from and collateralized by a pledge of sales tax revenues. At June 30, 1999, the 1991 Bonds consist of $8,760,000 of serial bonds due from 1998 to 2002 with interest rates ranging from 6.0% to 6.3% and of $2,675,000 of term bonds due in 2003 with an interest rate of 6.4%. Additionally, the 1991 Bonds maturing after June 30, 2001 are redeemable, at the option of the District, at prices ranging from 100% to 102%.

1995 Sales Tax Revenue Bonds (the 1995 Bonds)
In June 1995, the District issued sales tax revenue bonds totaling $135,000,000 to provide funds for certain capital improvements including rehabilitation of District vehicles and facilities and energy conservation measures. The bonds are special obligations of the District, payable from and collateralized by a pledge of sales tax revenues. At June 30, 1999, the 1995 Bonds consist of $52,275,000 serial bonds due from 1999 to 2011 with interest rates ranging from 4.6% to 5.7% and $50,275,000 of term bonds due from 2012 to 2020 with an interest rate of 5.5%. The District is required to make sinking fund payments on the term bonds beginning on July 1, 2012. In addition, the 1995 Bonds maturing after June 30, 2006 will be redeemable after July 1, 2005 at the option of the District at prices ranging from 100% to 101%.

1998 Sales Tax Revenue Bonds (the 1998 Bonds)
In March 1998, the District issued sales tax revenue bonds totaling $348,510,000 to provide funds for certain capital improvements, including rehabilitation of the District's vehicles and facilities to repay obligation of approximately $49,645,000 related to a lease of certain telecommunications equipment, and to refund certain outstanding bonds with principal amounts of $155,115,000 to achieve debt service savings. The bonds are special obligations of the District payable from and collateralized by a pledge of sales tax revenues. At June 30, 1999, the 1998 Bonds consist of $156,140,000 serial bonds due from 2000 to 2018 with interest rates ranging from 3.65% to 5.25% and $79,105,000 of the term bond due July 1, 2023 with interest rate of 4.75% and $113,265,000 of term bond due July 1, 2028 with interest rate of 5%. The District is required to make sinking fund payments on the term bond due July 1, 2023 beginning on July 1, 2019 and on the term bond due July 1, 2028 beginning on July 1, 2024. In addition, the 1998 bonds maturing after June 30, 2009 may be redeemed prior to their respective maturities after June 30, 2008 and at the option of the District at prices ranging from 100% to 101%.

Defeased Bonds
No bonds were defeased during fiscal year 1999. In March 1998, the District defeased several bonds by placing part of the proceeds of the 1998 Sales Tax Revenue Bonds in an irrevocable trust to provide for future debt service payments on these bonds. The advance refunding met the requirement of an insubstance debt defeasance, and the term bonds were removed from the District's long-term debt. Accordingly, the Trust account assets and liabilities for the defeased bonds are not included in the District's financial statements. As a result of the advance refunding, the District reduced its total debt service requirement by $16,644,000 which resulted in an economic gain (the difference between the present value of the debt service payments on the old and new debt) of $10,721,000. As of June 30, 1998, the amount of defeased debt outstanding and removed from the long-term debt was as follows (in thousands):

	1998 Defeasance
1990 Sales Tax Revenue Refunding Bonds	$ 56,215
1991 Sales Tax Revenue Bonds	37,200
1993 Sales Tax Revenue Notes	38,085
1995 Sales Tax Revenue Bonds	23,615
Total defeased	$ 155,115

The District deferred interest expenses of $7,767,000 related to the defeasance of certain bonds. These deferred charges are recorded as a reduction of the new 1998 bonds and are amortized over the life of the defeased bonds. Amortization expense on these deferred charges was $2,485,000 and $621,000 for 1999 and 1998, respectively.

Arbitrage Bonds
The District is subject to certain bond covenants, including the rules set forth by IRS code section 148a which requires that interest earned on the proceeds of a bond issuance does not exceed the interest expense related to those bonds, which qualifies those bonds as arbitrage bonds. Any excess interest income is subject to a 100% tax and is payable to the federal government. As of June 30, 1999, the District had an arbitrage liability related to the 1998 Bonds in the amount of $475,000, payable no later than May 12, 2003.

Commercial Paper Notes
In December 1998, the Board amended the District's existing commercial paper program such that total issuance under this program may not exceed $300,000,000 and any proceeds from the offerings were to be used for the specific purpose of funding a portion of the costs of acquiring and constructing the District's extension project to the San Francisco International Airport. Under this program, the District is able to issue commercial paper notes at prevailing interest rates for periods of maturity not to exceed 270 days.

To provide liquidity for the program, the District maintains three lines of credit facilities with commercial banks, totaling $309,000,000. Drawing under these agreements is restricted to payment of maturing commercial paper notes and related interest. There were no borrowings outstanding under these agreements as of June 30, 1999.

At June 30, 1999, $100,000,000 in commercial paper notes was outstanding, with terms of 12 to 148 days and interest rates ranging from 2.60% to 4.15%. Matured notes will be refinanced via the subsequent sale of additional notes until final redemption is due upon receipt of the last $100,000,000 of federal funding grant monies related to the SFO extension, which is expected to be no earlier than the year 2004. Unused proceeds as of June 30, 1999 totaled $34,000,000.

Debt Repayments
The following is a schedule of long-term debt principal payments required as of June 30, 1999 (in thousands):

	1990	1991	1995	1998	Commercial Paper Notes	Total
Year ending June 30:						
2000	$ 8,195	$ 1,935	$ 3,205	$ -	$ -	$ 13,335
2001	8,785	2,090	3,355	820		15,050
2002	8,274	2,270	3,510	845		14,899
2003	7,783	2,465	3,680	880		14,808
2004	7,323	2,675	3,860	915		14,773
Thereafter	35,674	-	84,940	345,050	100,000	565,664
	$ 76,034	$ 11,435	$ 102,550	$ 348,510	$ 100,000	638,529
Less:						
Unamortized bond discount and issuance cost						12,297
Unamortized deferred charges on insubstance defeasance						4,661
Current portion						13,335
Net long-term portion						$ 608,236

7. Federal Grants

The U.S. Department of Transportation provides financial assistance to the District for capital projects, planning and technical assistance. Grants which were active during the year ended June 30, 1999 are summarized as follows (in thousands):

	San Francisco Airport Extension Project	Other Capital Projects
Total approved project costs	$ 1,054,000	$ 434,215
Total approved federal funds	$ 113,726	$ 337,984
Less cumulative amounts earned	227,431	248,689
Remaining amount available under federal grants	$ (113,705)	$ 89,295

The San Francisco Airport Extension Project is covered by a Federal Full Funding Grant Agreement which authorizes the District to incur costs or expend local funds prior to an award of Federal funding assistance without prejudice to possible future Federal participation.

8. Local and State Financial Assistance

The District receives local operating and capital assistance from Transportation Development Act Funds ("TDA"). For the years ended June 30, 1999 and 1998, TDA assistance was $259,000 and $588,000, respectively, all of which was used for operating assistance. These funds are received from the counties of Alameda and Contra Costa to meet, in part, the District's operating requirements based on annual claims filed by the District and approved by MTC.

The District receives state operating and capital assistance from State Transit Assistance Funds ("STA"). For the years ended June 30, 1999 and 1998, STA assistance was $192,000 and $1,075,000, respectively, all of which was used for operating assistance. These funds are allocated by MTC based on the ratio of the District's transit operation revenue and local support to the revenue and local support of all state transit agencies.

9. Employees' Retirement Plan

Plan Description

All permanent employees are eligible to participate in the Public Employees' Retirement Fund (Fund) of the State of California's Public Employees' Retirement System under the Miscellaneous Plan and the Safety Plan of the San Francisco Bay Area Rapid Transit. The Fund is an agent multiple-employer defined-benefit retirement plan that acts as a common investment and administrative agent for 1,386 local and state governmental agencies within the State of California. The Fund provides retirement, disability, and death benefits based on the employee's years of service, age and compensation. Employees vest after five years of service and may receive retirement benefits at age 50. These benefit provisions and all other requirements are established by State statute and District ordinance.

All investments are reported at fair value. The fair value of investments in securities is generally based on published market prices and quotations from major investment firms. Many factors are considered in arriving at fair value. In general, however, corporate bonds are valued based on yields currently available on comparable securities of issuers with similar credit ratings. Investments in certain restricted common stocks are valued at the quoted market price of the issuer's unrestricted common stock less an appropriate discount. Investments held in internal investment pools have been reported at fair value.

Mortgages are valued on the basis of their future principal and interest payments discounted at prevailing interest rates for similar instruments. The fair value of real estate investments, principally rental property subject to long-term net leases, are estimated based on independent appraisals. Short-term investments are reported at fair value, when available, or at cost plus accrued interest, which approximates market value when market values are not available. For investments where no readily ascertainable market value exists, management in consultation with its investment advisors has determined the fair values for the individual investments.

Each plan issues a publicly available financial report that includes financial statements and required supplementary information for that plan. Those reports may be obtained by writing or calling the Plan: California PERS, P.O. Box 942709, Sacramento, CA 94229-2709, (916) 326-3420.

Funding Policy

The Plan's funding policy provides for periodic District contributions at actuarially-determined amounts sufficient to accumulate the necessary assets to pay benefits when due as specified by ordinance. The individual entry age normal method is used to determine the normal cost, and beginning on July 1, 1997, the unfunded actuarial accrued surplus or liability (past service liability) is amortized as a level percentage of future covered payroll over 13 and 2 years for the Miscellaneous Plan and the Safety Plan, respectively. District contributions for the year ended June 30, 1999 to cover normal cost and to amortize the unfunded actuarial accrued surplus approximated 5.495% and 5.341% of covered payroll for the Miscellaneous Plan and the Safety Plan, respectively.

The District was not required to make a contribution to the Fund for covered employees for the year ended June 30, 1999 due to a surplus of the District's portion of the Fund's net assets over the District's pension benefit obligation caused by a change in 1988 in the actuarial valuation method and an actual rate of return on investment assets that exceeded the assumed rate.

The District's covered payroll for employees participating in the Fund for the years ended June 30, 1999 and 1998 was $168,902,000 and $164,342,000, respectively. The District's 1999 and 1998 payroll for all employees was $190,699,000 and $188,024,000, respectively. The District, due to a Collective Bargaining Agreement, also has a legal obligation to contribute an additional 9% for public safety personnel and 7% for miscellaneous covered employees. Employees have no obligation to contribute to the Fund.

Since the District had made the actuarially-determined required contributions since 1988, the pension liability or asset was zero at June 30, 1999, in accordance with GASB 27, Accounting for Pensions by State and Local Governmental Employers.

Funding Status and Annual Pension Cost
Three-Year Trend Information for the Fund (in thousands):

	Fiscal Year Ending	Annual Pension Cost (APC)	Percentage of APC Contributed	Net Pension Obligation
Miscellaneous Plan:	June 30, 1997	$ -	-	$ -
	June 30, 1998	$ 9,150	100%	$ -
	June 30, 1999	$ 8,799	100%	$ -
Safety Plan:	June 30, 1997	$ -	-	$ -
	June 30, 1998	$ 364	100%	$ -
	June 30, 1999	$ 497	100%	$ -

The required contribution was determined as part of an actuarial valuation performed as of June 30, 1997, the latest available for the Fund. The significant actuarial assumptions used in the 1997 valuation to compute the pension benefit obligation were an assumed rate of return on investment assets of 8.25%, annual payroll increases of 3.50% attributable to inflation, 0.25% attributable to real salary increases, and merit increases that vary by length of service, and no postretirement benefit increases.

The funding status applicable to the District's employee group at June 30, 1997 (the latest available for the Fund) is summarized as follows:

Funded Status of the Miscellaneous Plan (in thousands):

Valuation Date	Entry Age Normal Accrued Liability	Actuarial Value of Assets	Unfunded Liability (Excess Assets)	Funded Status	Annual Covered Payroll	UAAL as a Percentage of Payroll
6/30/95	$ 402,750	$ 414,307	$ (11,557)	102.9%	$ 129,565	(8.920)%
6/30/96	$ 475,493	$ 486,061	$ (10,568)	102.2%	$ 126,198	(8.374)%
6/30/97	$ 493,403	$ 607,355	$ (113,952)	123.1%	$ 149,540	(76.201)%

Funded Status of the Safety Plan (in thousands):

Valuation Date	Entry Age Normal Accrued Liability	Actuarial Value of Assets	Unfunded Liability (Excess Assets)	Funded Status	Annual Covered Payroll	UAAL as a Percentage of Payroll
6/30/95	$ 34,044	$ 34,224	$ (180)	100.5%	$ 8,452	(2.130)%
6/30/96	$ 40,255	$ 40,120	$ 135	99.7%	$ 9,027	1.500%
6/30/97	$ 42,069	$ 51,721	$ (9,652)	122.9%	$ 9,999	(96.536)%

Postretirement Health Care Cost
In addition to the retirement benefits described above, as specified in the District's ordinance, the District provides postretirement health care benefits assistance to all employees who retire directly from the District or to their surviving spouse. Substantially all of the District's employees may become eligible for those benefits if they reach age 50 with 5 years of service with the District. Currently, 418 retirees are provided this benefit. The District reimbursed up to $57,000 per month for health insurance premiums paid by the retiree or surviving spouse during fiscal year 1999. These benefits are fully funded by the District and accounted for on a pay-as-you-go basis through payments to the Plan. Cash reimbursements of these benefits totaled $570,000 in 1999.

10. Deferred Compensation Plan

The District offers its employees a deferred compensation plan created in accordance with Internal Revenue Code ("IRC") Section 457. The deferred compensation plan, available to all officers and employees, permits them to defer receipt of a portion of their salary until future years. The deferred compensation is not available to employees until retirement, termination, or certain other covered events.

On January 1, 1997, the District amended the Plan to conform to the Federal Small Business Protection Act of 1996 ("SBPA"). The amendment provided for the creation of a trust for the deferred compensation plan and all income attributable to those amounts. The funds are not subject to the claims of the District's general creditors. The Plan is no longer considered part of the District's assets.

The plan administrator has invested the deferred amounts in numerous participant-directed uninsured investments. Total employee contributions for this plan for the years ended June 30, 1999 and 1998 were $13,416,000 and $12,350,000, respectively. The Deferred Compensation Plan assets at June 30, 1999 and 1998 (excluded from the accompanying financial statements) were $227,485,000 and $201,653,000, respectively.

11. Money Purchase Pension Plan

All District employees participate in the Money Purchase Pension Plan, which is a supplemental retirement program. In January 1981, the District's employees elected to withdraw from the Federal Social Security System ("FICA") and established the Money Purchase Pension Plan. The District contributes, on a pay-as-you-go basis, an amount equal to 6.65% of covered employee's annual compensation (up to $29,700 after deducting the first $133 paid during each month) up to a maximum annual contribution of $1,868. Non-represented employees receive an additional 1.627% of annual regular earnings up to $160,000. Each employee's account is available for distribution upon such employee's termination.

The District's total expense and funded contribution for this plan for the year ended June 30, 1999 and 1998 were $6,685,000 and $6,659,000, respectively. Money Purchase Pension Plan assets at June 30, 1999 and 1998 (excluded from the accompanying financial statements) were $213,289,000 and $197,559,000, respectively. At June 30, 1999, there were approximately 282 participants currently receiving benefits under this plan.

12. Commitments and Contingencies

Litigation
The District is involved in various lawsuits, claims and disputes, which for the most part are normal to the District's operations. It is the opinion of the District's management that the costs that might be incurred in the disposition of these matters, if any, would not materially affect the District's financial position or results of operations.

Lease commitments

The District leases certain facilities under operating leases with original terms ranging from two to five years with options to renew.

Future minimum rental payments under noncancelable operating leases with initial or remaining lease terms of over one year at June 30, 1999 are as follows (in thousands):

	Operating Leases
2000	$ 2,525
2001	2,501
2002	2,361
2003	2,219
2004	355
Total minimum payments	$ 9,961

Rent expense under all operating leases was $2,390,000 and $2,291,000 for the years ended June 30, 1999 and 1998, respectively.

Sale/Leaseback

On March 30, 1995, the District entered into an agreement with a Swedish corporation to sell 25 newly manufactured C-2 rail cars for $50,383,000 and simultaneously entered into an agreement to lease them back. The lease agreement was effective on the closing date of September 15, 1995, and continues through January 15, 2011.

The District recognized a gain on the sale of approximately $2,000,000 which is equal to the amount of cash received on the sale. The gain was deferred and is being amortized over 30 years. In addition, the District recorded a receivable of $48,368,000 and a capital lease obligation of the same amount. The receivable and the liability will be reduced by a corresponding amount over the term of the lease. Other than the cash received upon the sale, no cash will be exchanged between the parties in settlement of the receivable and liability.

Accumulated depreciation related to the C-2 rail cars covered by the sale/leaseback agreement totaled $7,246,000 and $5,467,000 as of June 30, 1999 and 1998, respectively.

13. Subsequent Event

In February and March of 1999, the District, San Mateo County Transit District ("SamTrans") and the Metropolitan Transportation Commission ("MTC") entered into a Memorandum of Understanding ("MOU") which provided $198,500,000 in additional funds to the San Francisco Airport Extension Project ("Project"). The additional funding consists of $50,000,000 from the District and $72,000,000 from SamTrans allocated to project costs. MTC provided a total of $76,500,000, with $16,500,000 allocated to project costs and $60,000,000 constituting an advance for project cash flow requirements. The terms and conditions of the MOU dictate a repayment method for each revenue source. The $60,000,000 cash flow advance from MTC is to be repaid from the final $60,000,000 of Federal funding allocated to the Project. The $138,500,000 contribution for project costs will be repaid proportionately to the District, SamTrans and MTC from the future net operating surplus generated by the San Francisco Airport Extension.

The additional funds were received on September 1, 1999.

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Report of Independent Accountants on Required Supplementary Information

To the Board of Directors of
San Francisco Bay Area Rapid Transit District:

Our report on the audits of the financial statements of San Francisco Bay Area Rapid Transit District (the "District") as of June 30, 1999 and 1998 and for the years then ended is presented in the first section of this document. Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The Year 2000 supplementary information on the following page is not a required part of the basic financial statements but is supplementary information required by the Governmental Accounting Standards Board (GASB), and we did not audit and do not express an opinion on such information. Further, we were unable to apply to the information certain procedures prescribed by professional standards because the disclosure criteria specified by GASB Technical Bulletin 98-1, as amended, are not sufficiently specific and, therefore, preclude the prescribed procedures from providing meaningful results. In addition, we do not provide assurance that the District is or will become Year 2000 compliant, that the District's Year 2000 remediation efforts will be successful in whole or in part, or that parties with which the District does business are or will become Year 2000 compliant.

PricewaterhouseCoopers LLP

October 8, 1999

Individuals and organizations are faced with a possible negative situation occurring on January 1, 2000 as the calendars of computers and microprocessors change from the year 1999 to 2000 and certain other dates ("Y2K"). This event has the potential to affect any computer system, including computer hardware that is microprocessor based (embedded software), software and databases.

The District's Y2K program focused on the following:

1. Awareness stage - During the awareness phase, a list of all computer applications, equipment, facilities and systems were compiled. The list was used to identify all areas that could be susceptible to Y2K issues. The District cited 232 indices for tracking throughout the Y2K project
2. Assessment stage - At this stage all systems were reviewed for renovation and/or replacement. Mission critical systems were given the priority. The District completed this stage during 1998.
3. Remediation stage - This stage involved actual correction of problems identified during earlier stages, whether replacement, renovation, rewriting, upgrading or elimination.
4. Validation/testing stage - This stage involved the validation and testing of changes made for each remediated system prior to placing them into production.

The District has considered the primary financial risks relating to its Y2K solution program associated with the continued operation of its operating and business systems. Additionally, continuous efforts have been made to confirm that all suppliers and vendors to the District are Y2K compliant. This process has involved sending out letters to all vendors and suppliers currently doing business with the District requesting a Y2K Statement of Compliance. Letters were first sent out in December 1998 with subsequent notices sent every 90 days to non-responsive parties. Further, the District has worked closely with its financial institutions to ensure the integrity of the transfer of financial data, including banks for direct deposits, the retirement systems, investment services and deferred compensation.

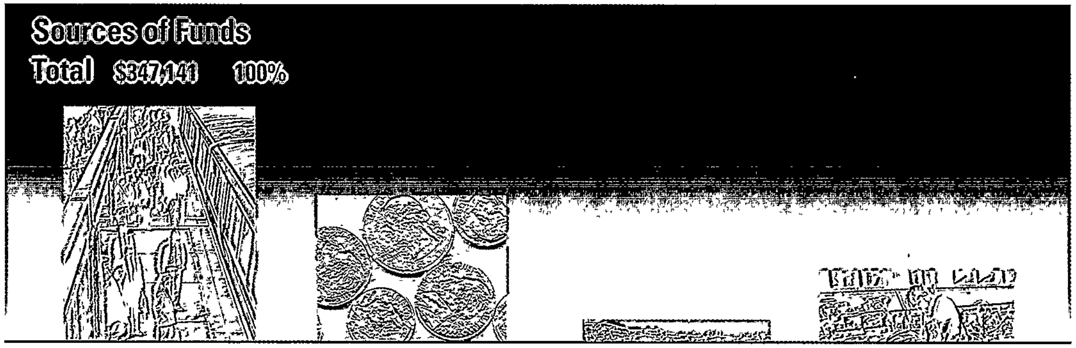
The District's remediation schedule for the 232 inventoried indices calls for 100% compliance or readiness by December 31, 1999. As of June 30, 1999, the District had achieved 76% compliance per the schedule.

As of June 30, 1999, the District developed and submitted Business Continuity/Contingency Plans ("BCCP") to both the Federal Transit Administration ("FTA") and the California Public Utilities Commission ("CPUC"). The BCCP is principally comprised of the Emergency Preparedness Plan ("EPP"), the Disaster Recovery Plan ("DRP") and the departmental backup plan. The EPP includes procedures in place and the activation of the emergency operations center in order to address potential disasters which may occur. The DRP defines specific actions required during potential disasters and determines what resources are needed to run the critical applications and technology support functions of the District. The departmental backup plans address functional procedures to be applied in the unlikely event of business interruption as a result of Y2K. Many of the components associated with the above three plans have been subject to testing on an ongoing basis; however, the BCCP will continue to evolve as the year progresses and as additional information is gained.

As of June 30, 1999, the District had spent approximately $5,000,000 that can be directly attributable to Y2K compliance efforts. Through December 31, 1999, the District expects to spend an additional $1,600,000. These cost estimates for the Y2K remediation program are management's best estimate of future events, resource availability, third party modification plans and other factors. These estimates may change and actual results of related remediation efforts will not be fully determinable until the year 2000 and thereafter. Management cannot assure that the District will be Y2K ready; however, management believes that the District will not incur significant business interruptions that would have a material effect on the District's financial position or results of operations.

Sources and Uses of Operating Funds FY 1999

(Dollars in Thousands)



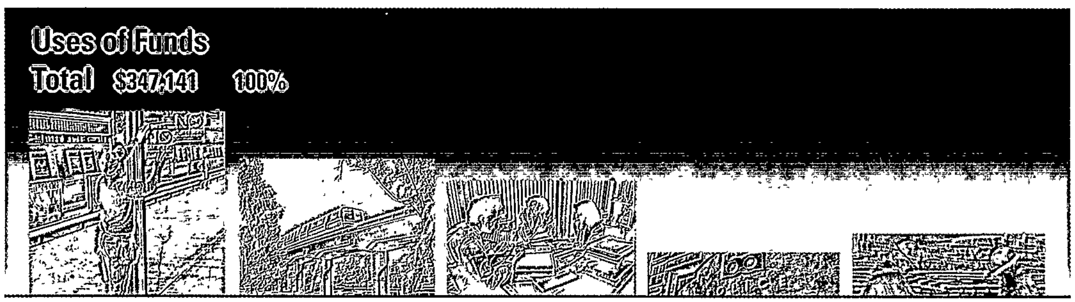
Passenger Fares		Transactions & Use Sales Tax		Property Tax		Other	
$173,484	49.98%	$109,565	31.56%	$14,438	4.16%	$49,654	14.30%

Other:

Investment income and other operating revenues
$17,764 5.12%

Construction Funds (Capitalized Costs)
$31,439 9.05%

Regional Financial Assistance
Local
$259 0.07%
State
$192 0.06%
Total
$451 0.13%



Maintenance		Transportation		General Administration		Police Services		Other	
$123,730	35.64%	$86,872	25.02%	$77,556	22.34%	$22,097	6.37%	$36,886	10.63%

Other:

Capital Designation
$21,500 6.20%

Construction & Engineering
$15,275 4.40%

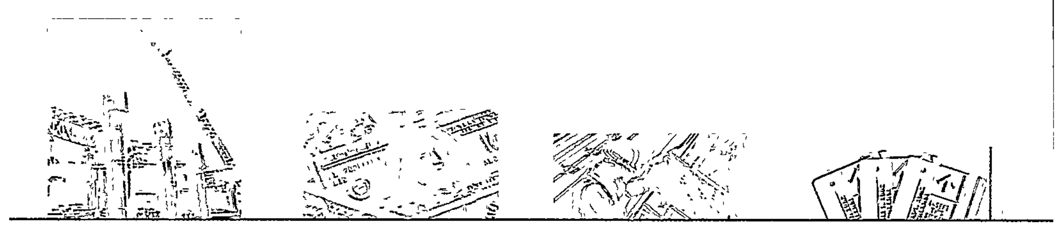
Increase in Retained Earnings
$111 0.03%

Sources and Uses of Capital Funds FY 1999

(Dollars in Thousands)

Sources of Funds

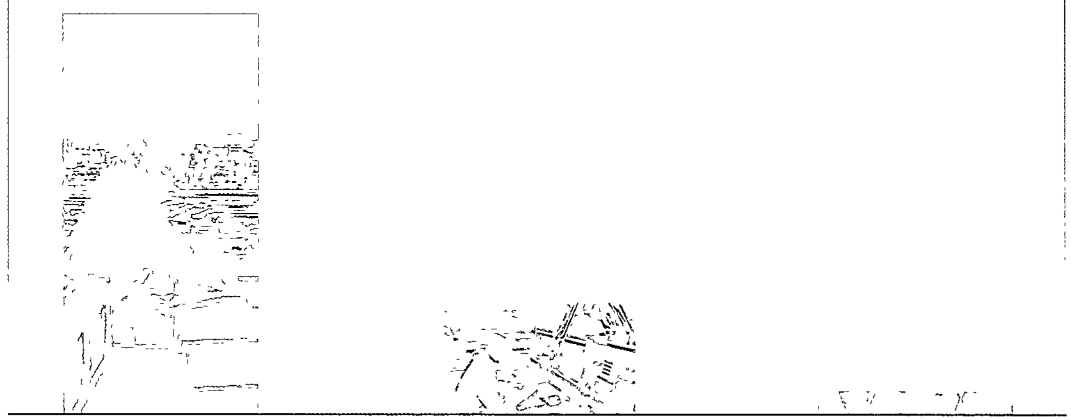
Total $416,398 100%



Federal	$176,789	42.46%
Local	$97,658	23.45%
State	$79,016	18.98%
District	$62,935	15.11%

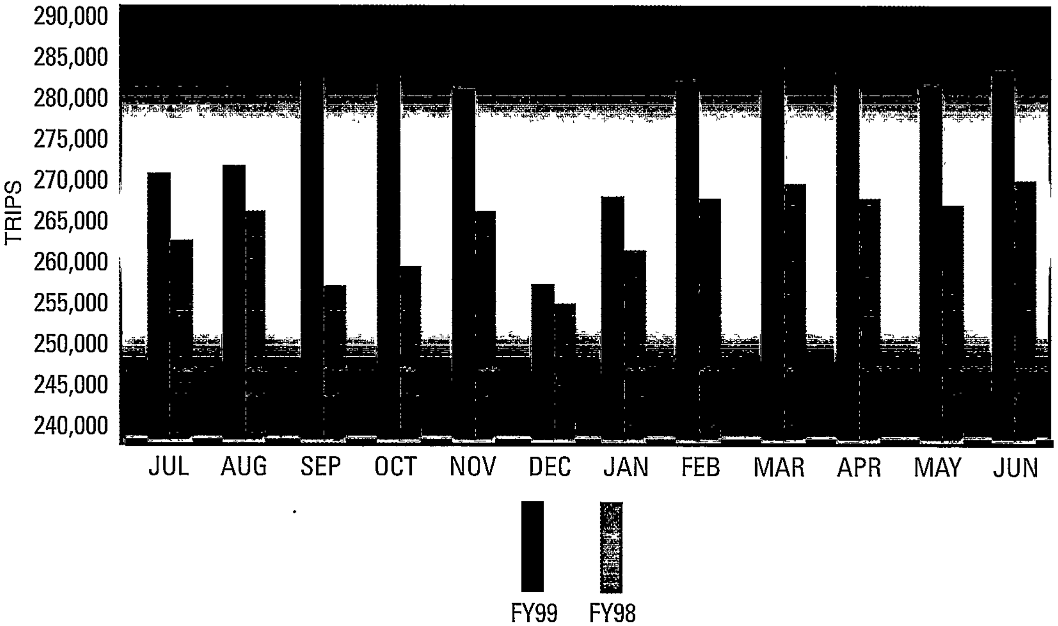
Expenditures

Total $416,398 100%

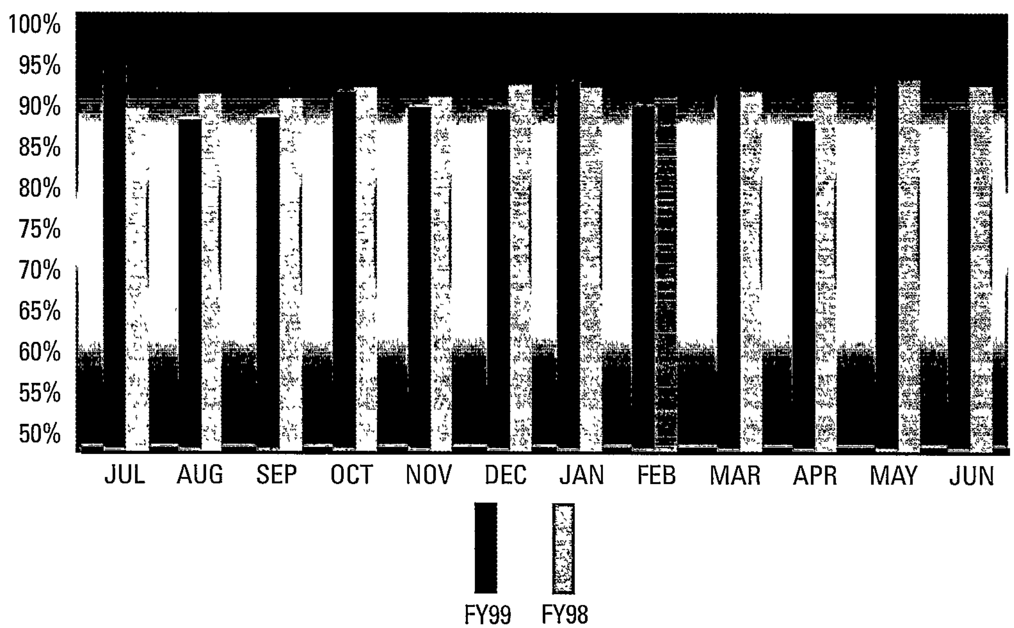


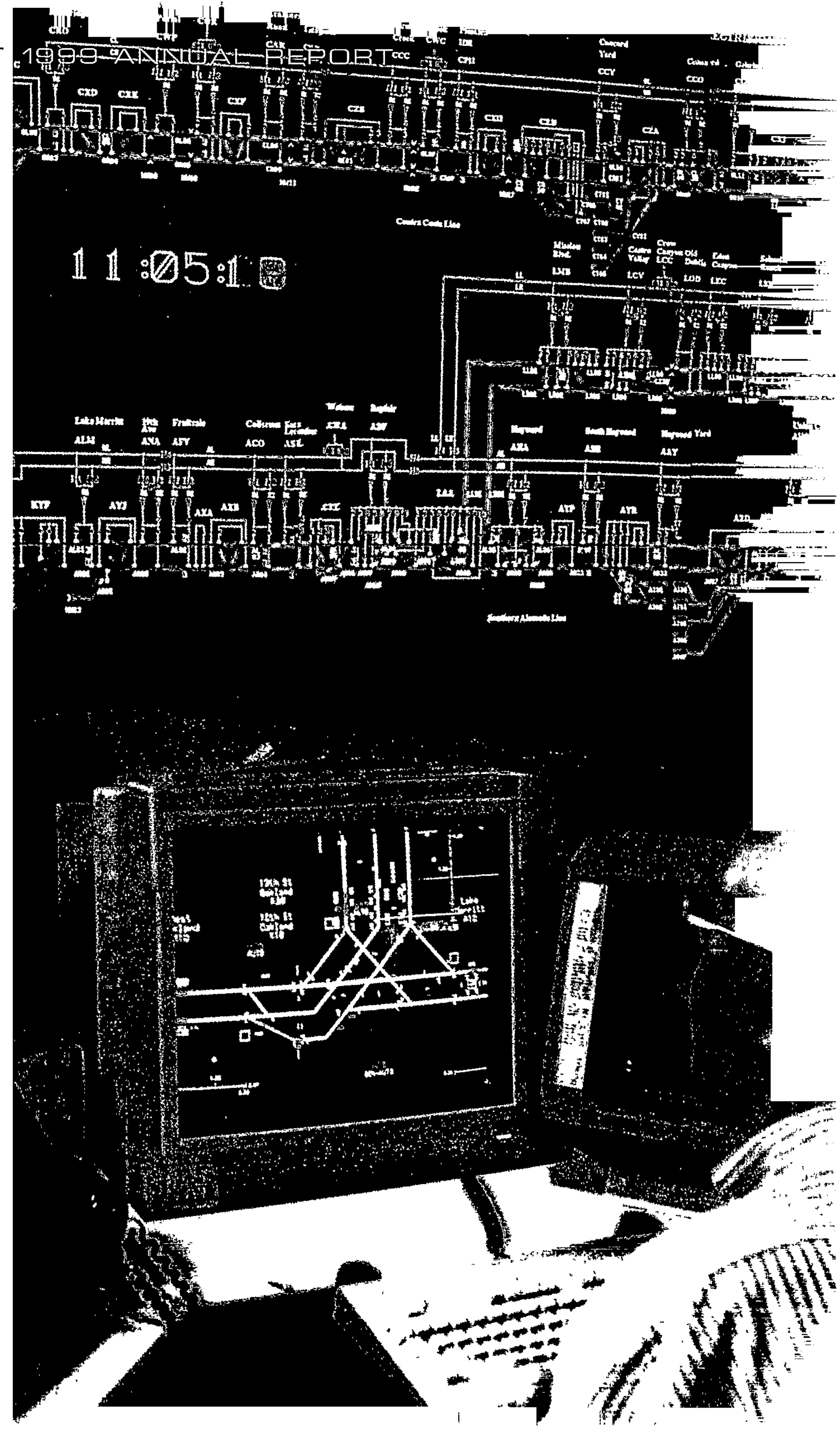
Construction	$345,938	83.08%
Line	$313,229	75.23%
Systemwide	$29,120	6.99%
Support Facilities	$3,589	0.86%
Equipment	$68,072	16.35%
Train Control	$4,044	0.97%
Communications	$8,116	1.95%
Transit Vehicles	$47,625	11.44%
Automatic Fare Collections	$4,090	0.98%
Management Information Systems	$432	0.10%
Other Equipment	$3,765	0.91%
Studies & Other	$2,388	0.57%

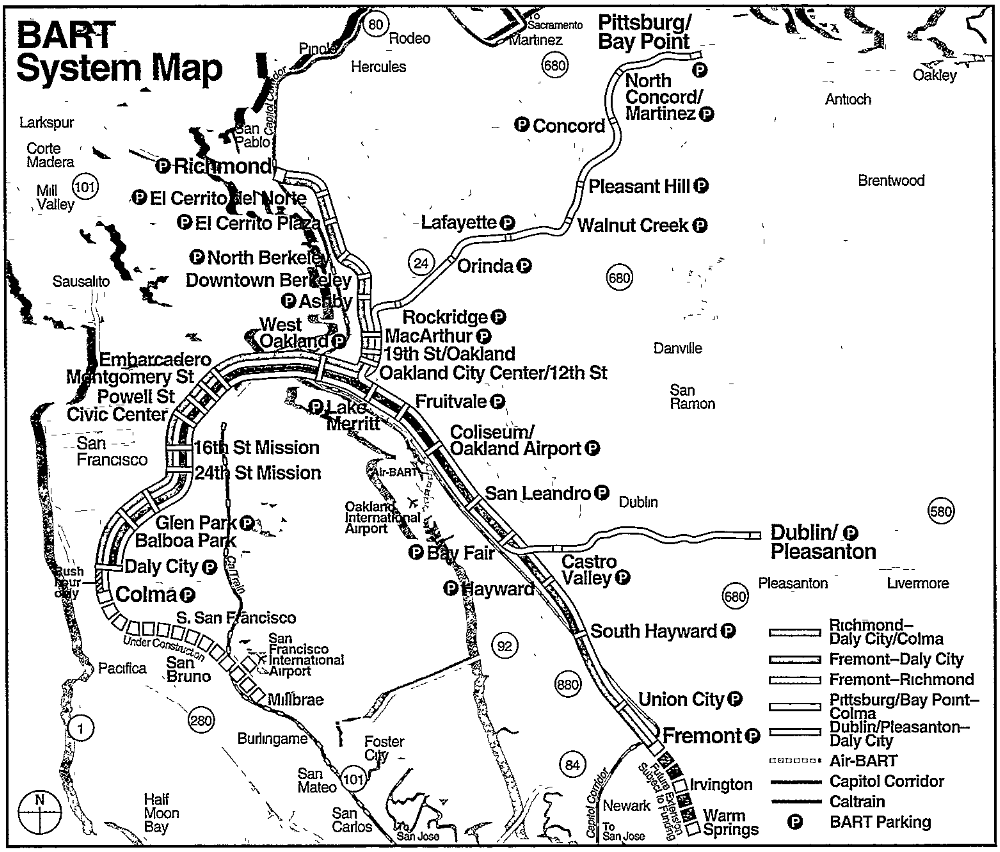
AVERAGE WEEKDAY TRIPS



DAILY ON-TIME PERFORMANCE







San Francisco Bay Area Rapid Transit District (BART)
Headquarters in Oakland, California
800 Madison Street
P.O. Box 12688
Oakland, CA 94604-2688
(510) 464-6000

Established in 1957 by the California State Legislature. Authorized to plan, finance, construct, and operate rapid transit system.

Governed by the Board of Directors elected for four-year terms by voters in nine election districts within the counties of Alameda, Contra Costa and San Francisco.

The annual report is published by the District pursuant to Section 28770, Public Utilities Code of the State of California.

Board of Directors — Fiscal Year 1999

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Thomas M. Blalock
Vice-President—Fremont

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6th District—Fremont

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Veronica J Robinson Makin E. Robinson, Jr Joleen R Robson Olivia A Rocha Robert L. Rockwell Danuario Rodarte Randall E. Roderick Les Le' S Rodgers Michael Rodgers Katherine J Rodrigues Lino L. Rodrigues Rod A. Rodrigues David J Rodriguez Michael D Rodriguez Miguel A. Rodriguez Oscar R Rodriguez Ronald L. Rodriguez
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