State of Florida
Division of Bond Finance

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Copies of the printed Official Statement may be obtained from:

Florida Division of Bond Finance
1801 Hermitage Boulevard
Suite 200
Tallahassee, Florida 32308

E-Mail: bond@sbafla.com
Phone: (850) 488-4782
Fax: (850) 413-1315

New and Refunding Issue - Book- Entry Only

This Official Statement has been prepared by the Division of Bond Finance to provide information about the 2013C Bonds. Selected information is presented on this cover page for the convenience of the reader. ***To make an informed decision, a prospective investor should read this Official Statement in its entirety.*** Unless otherwise indicated, capitalized terms have the meanings given in Appendices E, F & G.

$267,405,000
STATE OF FLORIDA
Department of Transportation
Turnpike Revenue Bonds, Series 2013C

Dated: Date of Delivery Due: July 1, as shown on the inside cover

Bond Ratings	AA- Fitch Ratings Aa3 Moody's Investors Service AA- Standard & Poor's Ratings Services
Tax Status	In the opinion of Bond Counsel, interest on the 2013C Bonds is excluded from gross income for federal income tax purposes. Such interest is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations, however, such interest is taken into account in determining adjusted current earnings for purposes of computing the alternative minimum tax imposed on corporations. The 2013C Bonds and the income thereon are not subject to taxation under the laws of the State of Florida, except estate taxes and taxes under Chapter 220, Florida Statutes, on interest, income or profits on debt obligations owned by corporations as defined therein. See "TAX MATTERS".
Redemption	The 2013C Bonds maturing July 1, 2024, and thereafter are subject to optional redemption as provided herein. See "REDEMPTION PROVISIONS" herein for more complete information.
Security	The 2013C Bonds are payable from Net Revenues of the Turnpike System, a reserve account and certain other funds held under the Resolution. **The 2013C Bonds are not a general obligation or indebtedness of the State of Florida, and the full faith and credit of the State of Florida is not pledged to payment of the 2013C Bonds.**
Lien Priority	The lien of the 2013C Bonds on the Net Revenues is the first lien on such revenues and will be on a parity with the Outstanding Bonds previously issued to finance or refinance capital improvements to the Turnpike System. The aggregate principal amount of Bonds outstanding subsequent to the issuance of the 2013C Bonds is $2,900,975,000, excluding the Refunded Bonds to be redeemed on July 1, 2014.
Additional Bonds	Additional bonds payable on a parity with the 2013C Bonds and the Outstanding Bonds may be issued if historical and projected Net Revenues are at least 120% of debt service. This description of the requirements for the issuance of Additional Bonds is only a summary of the complete requirements. See "ADDITIONAL BONDS - Additional Parity Bonds" herein for more complete information.
Purpose	Proceeds of the 2013C Bonds are being used to finance a portion of the costs of acquisition and construction of the 2013C Turnpike Project, as defined in the Resolution, to refund a portion of the outstanding State of Florida, Department of Transportation Turnpike Revenue Bonds, Series 2004A, to fund a reserve account, and to pay costs of issuance.
Interest Payment Dates	July 1 and January 1, commencing July 1, 2014.
Record Dates	December 15 and June 15.
Form/Denomination	The 2013C Bonds will initially be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"). Individual purchases will be made in book-entry form only through Direct Participants (defined herein) in denominations of $1,000 and integral multiples thereof. Purchasers of the 2013C Bonds will not receive physical delivery of the 2013C Bonds.
Closing/Settlement	It is anticipated that the 2013C Bonds will be available for delivery through the facilities of DTC in New York, New York on February 6, 2014.
Bond Registrar/ Paying Agent	U.S. Bank Trust National Association, New York, New York.
Bond Counsel	Greenberg Traurig, P.A., Miami, Florida.
Issuer Contact	Division of Bond Finance (850) 488-4782, bond@sbafla.com
Maturity Structure	The 2013C Bonds will mature on the dates and bear interest at the rates set forth on the inside front cover.

January 15, 2014

MATURITY STRUCTURE

Initial CUSIP ©	Due Date	Principal Amount	Interest Rate	Price or Yield*	First Optional Redemption Date and Price
3 4 3 1 3 6 3 E 5	July 1, 2014	$1,110,000	5.00%	0.20%	-
3 4 3 1 3 6 3 F 2	July 1, 2015	8,985,000	5.00	0.33	-
3 4 3 1 3 6 3 G 0	July 1, 2016	9,430,000	5.00	0.45	-
3 4 3 1 3 6 3 H 8	July 1, 2017	9,905,000	5.00	0.70	-
3 4 3 1 3 6 3 J 4	July 1, 2018	10,400,000	5.00	1.08	-
3 4 3 1 3 6 3 K 1	July 1, 2019	10,920,000	5.00	1.44	-
3 4 3 1 3 6 3 L 9	July 1, 2020	11,470,000	5.00	1.91	-
3 4 3 1 3 6 3 M 7	July 1, 2021	12,040,000	5.00	2.29	-
3 4 3 1 3 6 3 N 5	July 1, 2022	12,645,000	5.00	2.60	-
3 4 3 1 3 6 3 P 0	July 1, 2023	13,275,000	5.00	2.85	-
3 4 3 1 3 6 3 Q 8	July 1, 2024**	13,940,000	5.00	3.04	July 1, 2023 @ 100%
3 4 3 1 3 6 3 R 6	July 1, 2025**	14,640,000	5.00	3.16	July 1, 2023 @ 100
3 4 3 1 3 6 3 S 4	July 1, 2026**	15,365,000	5.00	3.28	July 1, 2023 @ 100
3 4 3 1 3 6 3 T 2	July 1, 2027**	5,060,000	5.00	3.43	July 1, 2023 @ 100
3 4 3 1 3 6 3 U 9	July 1, 2028**	5,310,000	5.00	3.55	July 1, 2023 @ 100
3 4 3 1 3 6 3 V 7	July 1, 2029**	5,575,000	4.00	3.90	July 1, 2023 @ 100
3 4 3 1 3 6 3 W 5	July 1, 2030	5,800,000	4.00	@100	July 1, 2023 @ 100
3 4 3 1 3 6 3 X 3	July 1, 2031	6,030,000	4.00	4.09	July 1, 2023 @ 100
3 4 3 1 3 6 3 Y 1	July 1, 2032	6,270,000	4.00	4.18	July 1, 2023 @ 100
3 4 3 1 3 6 3 Z 8	July 1, 2033	6,525,000	4.125	4.25	July 1, 2023 @ 100
3 4 3 1 3 6 4 A 2	July 1. 2034	6,790,000	4.125	4.31	July 1, 2023 @ 100
3 4 3 1 3 6 4 B 0	July 1, 2035	7,070,000	4.25	4.37	July 1, 2023 @ 100
3 4 3 1 3 6 4 C 8	July 1, 2036	7,375,000	4.25	4.42	July 1, 2023 @ 100
3 4 3 1 3 6 4 D 6	July 1, 2037	7,685,000	4.375	4.47	July 1, 2023 @ 100
3 4 3 1 3 6 4 E 4	July 1, 2038	8,020,000	4.375	4.50	July 1, 2023 @ 100
3 4 3 1 3 6 4 F 1	July 1, 2039	8,375,000	4.375	4.53	July 1, 2023 @ 100
3 4 3 1 3 6 4 G 9	July 1, 2040	8,740,000	4.50	4.56	July 1, 2023 @ 100
3 4 3 1 3 6 4 H 7	July 1, 2041	9,135,000	4.50	4.59	July 1, 2023 @ 100
3 4 3 1 3 6 4 J 3	July 1, 2042	9,545,000	4.50	4.61	July 1, 2023 @ 100
3 4 3 1 3 6 4 K 0	July 1, 2043	9,975,000	4.50	4.62	July 1, 2023 @ 100

* Price and yield information provided by the underwriters.
** The yield on these maturities is calculated to a 100% call on July 1, 2023.

The State of Florida has not authorized any dealer, broker, salesman or other person to give any information or to make any representations, other than those contained in this Official Statement, and if given or made, such other information or representations must not be relied on. Certain information herein has been obtained from sources other than records of the State of Florida which are believed to be reliable. The information and expressions of opinion herein are subject to change without notice, and neither the delivery of this Official Statement nor any sale made hereunder will, under any circumstances, create any implication that there has been no change in the affairs of the State of Florida since the date hereof. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor will there be any sale of the 2013C Bonds by any person in any jurisdiction in which it is unlawful for such person to make such an offer, solicitation or sale.

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CONSULTANTS TO THE STATE OF FLORIDA

URS Corporation
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ATKINS and HNTB
General Consulting Engineers
Orlando, Florida

BOND COUNSEL

Greenberg Traurig, P.A.
Miami, Florida

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OFFICIAL STATEMENT

Relating to
$267,405,000
STATE OF FLORIDA
Department of Transportation
Turnpike Revenue Bonds, Series 2013C

For definitions of capitalized terms not defined in the text hereof,
see Appendices E, F & G

INTRODUCTION

This Official Statement sets forth information relating to the sale and issuance of the $267,405,000 State of Florida, Department of Transportation Turnpike Revenue Bonds, Series 2013C (the “2013C Bonds”), dated the date of delivery thereof, by the Division of Bond Finance of the State Board of Administration of Florida (the “Division of Bond Finance”).

Proceeds of the 2013C Bonds will be used to finance capital improvements to the Turnpike System (the “System”), to refund a portion of the outstanding State of Florida, Department of Transportation Turnpike Revenue Bonds, Series 2004A, to fund a reserve account, and to pay costs of issuance. The refunding is being effectuated to achieve debt service savings due to lower interest rates. See "PURPOSE OF THE ISSUE" below for more detailed information.

The 2013C Bonds will be solely payable from the Net Revenues of the System. The lien of the 2013C Bonds on the Net Revenues is on a parity with certain Turnpike Revenue Bonds issued since 2004. The aggregate principal amount of Bonds outstanding subsequent to the issuance of the 2013C Bonds is $2,900,975,000, excluding the Refunded Bonds to be redeemed on July 1, 2014. **The 2013C Bonds are not secured by the full faith and credit of the State of Florida.**

Requests for additional information may be made to:

Division of Bond Finance
Phone: (850) 488-4782
Fax: (850) 413-1315
E-mail: bond@sbafla.com
Mail: P. O. Box 13300
Tallahassee, Florida 32317-3300

This Official Statement speaks only as of its date, and the information contained herein is subject to change. Any statements made in this Official Statement which involve opinions or estimates, whether or not expressly stated, are set forth as such and not as representations of fact. No representation is made that any of the opinions or estimates will be realized. To make an informed decision, a full review should be made of the entire Official Statement. The descriptions of the 2013C Bonds and the documents authorizing and securing the same do not purport to be comprehensive or definitive. All references to and descriptions of such documents are qualified by reference to the actual documents. Copies of such documents may be obtained from the Division of Bond Finance.

End of Introduction

AUTHORITY FOR THE ISSUANCE OF THE 2013C BONDS

General Legal Authority

The 2013C Bonds are being issued by the Division of Bond Finance on behalf of the Florida Department of Transportation (the "Department" or "FDOT") pursuant to Article VII, Section 11(d) of the Florida Constitution, the State Bond Act, the Florida Turnpike Enterprise Law (Sections 338.22 - 338.241, Florida Statutes), and other applicable provisions of law. Article VII, Section 11(d), of the Florida Constitution provides that revenue bonds payable solely from funds derived directly from sources other than State tax revenues may be issued by the State of Florida or its agencies, without a vote of the electors, to finance or refinance capital projects. Sections 215.59(2) and 215.79, Florida Statutes, authorize the issuance of revenue bonds and the refunding of such bonds by the Division of Bond Finance pursuant to Article VII, Section 11(d), of the Florida Constitution.

Division of Bond Finance

The Division of Bond Finance, a public body corporate created pursuant to the State Bond Act, is authorized to issue bonds on behalf of the State or its agencies. The Governing Board of the Division of Bond Finance (the "Governing Board") is composed of the Governor, as Chairman, and the Cabinet of the State of Florida, consisting of the Attorney General as Secretary, the Chief Financial Officer as Treasurer and the Commissioner of Agriculture. The Director of the Division of Bond Finance may serve as an assistant secretary of the Governing Board.

State Board of Administration of Florida

The State Board of Administration of Florida (the "Board of Administration") was created under Article IV, Section 4, of the Constitution of the State of Florida, as revised in 1968 and subsequently amended, and succeeds to all the power, control and authority of the state board of administration established pursuant to Article IX, Section 16, of the Constitution of the State of Florida of 1885. It will continue as a body at least for the life of Article XII, Section 9(c) of the Florida Constitution. The Board of Administration is composed of the Governor, as Chairman, the Chief Financial Officer and the Attorney General. Under the State Bond Act, the Board of Administration determines the fiscal sufficiency of all bonds proposed to be issued by the State of Florida or its agencies. The Board of Administration also acts as the fiscal agent of the Department in administering the Revenue Fund, the Sinking Fund, and the Rebate Fund.

Department of Transportation

The Department operates under the Florida Transportation Code, which includes the Florida Turnpike Enterprise Law. The head of the Department is the Secretary of Transportation, nominated by the Florida Transportation Commission, appointed by the Governor and confirmed by the State Senate. Ananth Prasad was appointed as Secretary of Transportation by Governor Rick Scott in April 2011, and has worked for the Department for 20 years.

The Department is a decentralized agency, with a Central Office, seven District Offices, the Turnpike Enterprise and the Rail Enterprise. Each of the District Secretaries and the Executive Director of the Turnpike Enterprise sit on the Executive Board of the Department. The Florida Turnpike Enterprise Law authorizes the Department to acquire, construct, maintain and operate the System.

Florida Turnpike Enterprise

Some of the original portions of the System were constructed and managed by the Florida State Turnpike Authority created in 1953. In 1969, the Department succeeded to all the powers, properties and assets of the Florida State Turnpike Authority. In 1994, the Turnpike District, one of eight Department District Offices, was created to manage the System.

Chapter 2002-20, Laws of Florida, reorganized the Turnpike District into the Florida Turnpike Enterprise (the "Enterprise"). The legislation provided the System with autonomy and flexibility to pursue innovations and best practices found in the private sector and to apply those to the System, which remains an asset of the Department. The management team remained unchanged, but with a refocused mission and vision.

In addition to providing additional flexibility in project delivery and enhanced revenue opportunities, Chapter 2002-20, Laws of Florida, authorized the incorporation of the Department's Office of Toll Operations into the Enterprise. The Enterprise collects Tolls for the System as well as five Department owned facilities and two Department operated facilities.

The System operates as an Enterprise within the Department. The Enterprise is organized into eight functional program areas as follows:

Program Area	Office
Finance, Business Development & Concession Management, and Customer Toll Operations	Chief Financial Officer and Deputy Executive Director
Production and Planning	Director of Transportation Development
Highway Operations, Construction, and Maintenance	Director of Transportation Operations
Communications and Marketing	Director of Communications and Marketing
Administration	Director of Administration
Toll Systems	Director of Toll Systems
Government Coordination	Government Affairs Liaison
Loss Prevention	Director of Loss Prevention

Administrative Approval

The Department, by resolutions adopted on September 6, 2013, and October 8, 2013, requested the Division of Bond Finance to issue the 2013C Bonds. The Governing Board authorized the issuance and sale of the 2013C Bonds by a resolution adopted on October 25, 1988, as amended and restated on May 17, 2005, and as supplemented by resolutions adopted on June 25, 2013, and September 24, 2013 (collectively, the "Resolution"). The Board of Administration approved the fiscal sufficiency of the 2013C Bonds by resolutions adopted on June 25, 2013, and September 24, 2013.

Validation of the 2013C Bonds

The validity of the New Money Portion of the 2013C Bonds has been determined by a Final Judgment of the Circuit Court of the Second Judicial Circuit in and for Leon County, Florida rendered on July 13, 2005. Under the applicable Florida Statutes and Appellate Rules, if no appeal is taken from such judgment within 30 days of the entry of the judgment, or if such judgment is affirmed on appeal, the judgment of validation is forever conclusive as to all matters adjudicated thereby. The time for filing appeals expired and no appeals were filed. The Refunding Portion of the 2013C Bonds is not required to be validated.

DESCRIPTION OF THE 2013C BONDS

The 2013C Bonds and the interest payable thereon are obligations of the Department, secured by and payable solely from a first lien pledge of the Net Revenues of the System on a parity with the previously issued 2004A through 2013B Bonds.

The 2013C Bonds are being issued as fully registered bonds in the denomination of $1,000 or integral multiples thereof. The 2013C Bonds are payable from the Net Revenues as described herein. The 2013C Bonds will be dated the date of delivery thereof and will mature as set forth on the inside front cover. Interest is payable on July 1, 2014, for the period from the date of delivery thereof, to July 1, 2014, and semiannually thereafter on January 1 and July 1 of each year, until maturity or redemption.

The 2013C Bonds will initially be issued exclusively in "book-entry" form. Ownership of one 2013C Bond for each maturity (as set forth on the inside front cover), each in the aggregate principal amount of such maturity, will be initially registered in the name of "Cede & Co." as registered owner and nominee for The Depository Trust Company, New York, New York ("DTC"), which will act as securities depository for the 2013C Bonds. Individual purchases of the 2013C Bonds will be made in book-entry form only, and the purchasers will not receive physical delivery of the 2013C Bonds or any certificate representing their beneficial ownership interest in the 2013C Bonds. See Appendix J, "Provisions for Book-Entry Only System or Registered Bonds" for a description of DTC, certain responsibilities of DTC, the Department and the Bond Registrar/Paying Agent, and the provisions for registration and registration for transfer of the 2013C Bonds if the book-entry only system of registration is discontinued.

REDEMPTION PROVISIONS

Optional Redemption

General. The 2013C Bonds maturing in the years 2014 through 2023 are not redeemable prior to their stated dates of maturity. The 2013C Bonds maturing in 2024 and thereafter are redeemable prior to their stated dates of maturity, at the option of the Division of Bond Finance, (i) in part, by maturities to be selected by the Division of Bond Finance, and by lot within a maturity if less than an entire maturity is to be redeemed, or (ii) as a whole, on July 1, 2023, or on any date thereafter, at the principal amount of the 2013C Bonds so redeemed, together with interest accrued to the date of redemption.

Notice of Redemption

Notices of redemption of 2013C Bonds or portions thereof will be mailed at least 30 days prior to the date of redemption to Registered Owners of record as of 45 days prior to the date of redemption. Such notices of redemption will specify the serial numbers of the 2013C Bonds to be redeemed, if less than all, the redemption price, the date fixed for redemption, and the place for presentation, and will state that interest on the 2013C Bonds called for redemption will cease to accrue upon the redemption date.

Failure to give any required notice of redemption as to any particular 2013C Bonds will not affect the validity of the call for redemption of any 2013C Bonds in respect of which no such failure has occurred. Any notice mailed as provided in the Resolution will be conclusively presumed to have been given, whether or not the Registered Owner receives the notice.

PURPOSE OF THE ISSUE

New Money Portion

A portion of the 2013C Bonds are being issued to finance a portion of the costs of acquisition and/or construction of the 2013C Turnpike Project, as defined in the Resolution, to fund a reserve account, and to pay costs of issuance.

The 2013C Turnpike Project

The 2013C Turnpike Project includes the following projects: widening of the Veterans Expressway in Hillsborough County; construction of the First Coast Expressway in Duval County; widening of the Homestead Extension ("HEFT") in Miami-Dade County; and canal protection in Sumter County. A portion of the proceeds of the 2013C Bonds may also be spent on other projects included in the Department's legislatively approved tentative work plan.

Permits, Design and Construction Status

Permits have either been received or will be received prior to commencing construction. Design work is substantially complete with the exception of one project that is being constructed under a design-build contract approach where design is simultaneous with construction. All projects have moved to the construction phase, except certain phases/segments scheduled to commence in early calendar year 2014. The Department anticipates that all projects will be completed by the end of Fiscal Year 2016.

Further information concerning project description, status, cost estimates, and project budget amounts for the 2013C Turnpike Project is included in Appendix B, the "Consulting Engineer's Report".

The Refunding Portion

A portion of the proceeds derived from the sale of the 2013C Bonds, together with other legally available moneys, will be used to refund a portion of the State of Florida, Department of Transportation Turnpike Revenue

Bonds, Series 2004A, maturing in the years 2015 through 2026, in the outstanding principal amount of $110,210,000 (the "Refunded Bonds"). This refunding is being effectuated to achieve debt service savings.

Simultaneously with the delivery of the 2013C Bonds, the Department will cause to be deposited a portion of the proceeds of the 2013C Bonds, along with other legally available moneys, into an irrevocable escrow account (the "Escrow Deposit Trust Fund") under an Escrow Deposit Agreement to be entered into among the Department, the Division of Bond Finance and the Board of Administration (the "Escrow Agent"). The Escrow Agent will hold those moneys uninvested or invest them in direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by, the United States of America (the "Federal Obligations") or, at the discretion of the Director of the Division of Bond Finance, will invest the proceeds in the State Treasury investment pool, or other legally authorized investments.

If the proceeds in the Escrow Deposit Trust Fund are invested in Federal Obligations, the escrow will be funded in an amount which will be sufficient to meet the redemption requirement. In this case, the Refunded Bonds will be considered to be legally as well as economically defeased, will no longer have any claim upon the Net Revenues of the Turnpike System, and will have a claim only upon the Escrow Deposit Trust Fund. If, however, the proceeds in the Escrow Deposit Trust Fund are invested in the State Treasury investment pool, the amount of proceeds initially deposited in escrow plus interest earnings thereon, will be sufficient to redeem the Refunded Bonds on the redemption date. If this alternative is selected, the Refunded Bonds will be considered as remaining outstanding and economically defeased only, and will continue to have a claim upon the Net Revenues of the Turnpike System, as well as the Escrow Deposit Trust Fund, until they are redeemed.

The maturing investments, the earnings thereon (if necessary), and the cash on deposit in the Escrow Deposit Trust Fund will be sufficient to pay (1) all semiannual interest payments accruing through, and (2) the principal of and redemption premium, if any, on the Refunded Bonds on the redemption date. The Refunded Bonds will be called for redemption (by separate redemption notice) on July 1, 2014, at a redemption price equal to the principal amount thereof with interest due thereon through the redemption date, plus a redemption premium, if any. No funds held in escrow will be available to pay debt service on the 2013C Bonds.

PROJECT FINANCING

Sources and Uses of Funds

Sources:	
Par Amount of 2013C Bonds	$267,405,000
Plus: Net Premium	21,784,261
Estimated Construction Fund Earnings[1]	161,379
Turnpike Cash Contribution	5,621,312
Available Sinking Fund Moneys	417,778
Total Sources	$295,389,730
Uses:	
2013C Turnpike Project	$168,745,000
Deposit to Debt Service Reserve Fund[2]	12,119,351
Deposit to the Escrow Deposit Trust Fund	113,481,086
Underwriter's Discount	589,697
Costs of Issuance	454,596
Total Uses	$295,389,730

[1] Estimated at 0.5% annually over the construction period.
[2] A portion will be funded with a cash contribution from Turnpike.

Construction Fund

The Resolution provides for the creation of the Florida Turnpike Plan Construction Trust Fund (the "Turnpike Plan Construction Fund"), a trust fund in the State Treasury to be used only for the payment of the costs of the Turnpike Plan. Separate accounts within the Turnpike Plan Construction Fund are established from the proceeds of the sale of each Series of Bonds. A separate account (the "2013C Construction Account") within the

Turnpike Plan Construction Fund is being established for the 2013C Bonds to pay costs of the 2013C Turnpike Project. The Registered Owners of the 2013C Bonds shall have a lien on all the proceeds of such Bonds deposited in the Turnpike Plan Construction Fund until such moneys are applied as provided in the Resolution. See "MISCELLANEOUS - Investment of Funds" below for policies governing the investment of the Turnpike Plan Construction Fund.

Withdrawals are made by the Department upon warrants drawn under the State Treasury as provided by law. The warrant request must be accompanied by the Department's certification that such withdrawal is a proper expenditure for the cost of the Turnpike Plan.

Funds remaining in the 2013C Construction Account after completion of the 2013C Turnpike Project shall be deposited in the Bond Redemption Account in the Sinking Fund, to be used to purchase or redeem Bonds. The Department may request that such balance be applied for other purposes if it first receives an opinion of nationally recognized bond/tax counsel that such application will not adversely affect the exclusion from gross income of the interest on the Bonds for federal income tax purposes and the exemption from taxation under the laws of the State of Florida, except estate taxes and taxes imposed by Chapter 220, Florida Statutes.

SECURITY FOR THE 2013C BONDS

Pledge of Revenues

The 2013C Bonds will be secured by a pledge of and a first lien on, and will be payable solely from, the Net Revenues of the Turnpike System on a parity with the previously issued 2004A through 2013B Bonds (the "Outstanding Bonds") and any Additional Bonds hereafter issued on a parity therewith pursuant to the Resolution. See "ADDITIONAL BONDS" below. The aggregate principal amount of Bonds outstanding subsequent to the issuance of the 2013C Bonds is $2,900,975,000, excluding the Refunded Bonds to be redeemed on July 1, 2014. The 2013C Bonds are also secured by a subaccount in the Debt Service Reserve Account which also secures the Outstanding Bonds.

The Resolution, which was originally adopted in 1988, defines Net Revenues as the Revenues derived from the operation of the System after deducting the Cost of Operation and Cost of Maintenance. Pursuant to legislation adopted in 1997, the Department covenanted on August 21, 1997, to pay all costs of operation and maintenance of the Turnpike System from the State Transportation Trust Fund ("STTF"), in effect making 100% of the Turnpike System Gross Revenues available for debt service. The costs of operation and maintenance paid from the STTF are to be reimbursed from the Turnpike General Reserve Fund only after provision has been made for payment of debt service and other amounts required with respect to Turnpike Revenue Bonds. See "FLOW OF FUNDS - Payment of Costs of Operation and Maintenance from State Transportation Trust Fund," "FLOW OF FUNDS - Application of Revenues," and "TOLLS - Toll Covenant" below.

The 2013C Bonds are "revenue bonds" within the meaning of Article VII, Section 11(d), of the Florida Constitution, and are payable solely from funds derived directly from sources other than State tax revenues. **The 2013C Bonds do not constitute a general obligation or indebtedness of the State of Florida or any of its agencies or political subdivisions and will not be a debt of the State of Florida or of any agency or political subdivision thereof, and the full faith and credit of the State is not pledged to the payment of the principal of, premium, if any, or interest on the 2013C Bonds. The issuance of the 2013C Bonds does not, directly or indirectly or contingently, obligate the State of Florida to use State funds, other than the Net Revenues, to levy or to pledge any form of taxation whatsoever or to make any appropriation for payment of the principal of, premium, if any, or interest on the 2013C Bonds.**

Debt Service Reserve Account

Generally **-** The Division of Bond Finance may establish multiple subaccounts in the Debt Service Reserve Account for one or more Series of Bonds, each of which is available to cure deficiencies in the Sinking Fund only with respect to the Series of Bonds for which such subaccount is established. The Debt Service Reserve Requirement for each subaccount in the Debt Service Reserve Account is the lowest of:

(i) 125% of the average Annual Debt Service Requirement for the then current and succeeding fiscal years;

(ii) Maximum Annual Debt Service;

(iii) 10% of the aggregate of the original proceeds received from the initial sale of all Outstanding Bonds; or

(iv) the maximum debt service reserve permitted with respect to Tax-Exempt obligations under the U.S. Internal Revenue Code, as amended,

with respect to the Bonds for which such subaccount has been funded. The Resolution provides that one or more Reserve Account Credit Facilities may be deposited in the Debt Service Reserve Account in lieu of funding it with cash.

Moneys in the Debt Service Reserve Account may be used only for deposit into the Interest Account, Principal Account and Bond Amortization Account when the other moneys available for such purpose are insufficient therefor.

The 2013C Bonds - The 2013C Bonds will be secured by the subaccount in the Debt Service Reserve Account that also secures the 2004A through 2013B Bonds (the “Subaccount”). The Subaccount is funded by cash in the amount of $187,738,696, which represents 125% of the average Annual Debt Service Requirement for the current and succeeding fiscal years on the Outstanding Bonds. For the 2013C Bonds, the incremental Debt Service Reserve Requirement which will be funded by the deposit of bond proceeds and a cash contribution from Turnpike into the Subaccount totaling $12,119,351.

The Subaccount is also funded by debt service surety bonds totaling $173,807,394 issued by: Ambac Assurance Corporation (“Ambac”) in the amount of $77,501,575; MBIA Insurance Corporation (“MBIA”) in the amount of $58,983,344; Assured Guaranty Municipal Corp. (“AG Muni”, formerly Financial Security Assurance, Inc.) in the amount of $24,574,400; and Financial Guaranty Insurance Company (“FGIC”) in the amount of $12,748,075. As a result of downgrades of these insurers, the Turnpike was required to provide additional reserve funding. The Subaccount is now fully funded with cash.

See "MISCELLANEOUS - Bond Ratings" below for a discussion of potential and actual rating agency actions with respect to various insurance companies, including Ambac, MBIA, AG Muni and FGIC.

If more than one Reserve Account Credit Facility is deposited into a subaccount in the Debt Service Reserve Account, the Resolution provides that drawings thereunder will be made on a pro rata basis, calculated by reference to the maximum amounts available thereunder. If a disbursement is made under a Reserve Account Credit Facility, the Department is obligated to either reinstate such instrument immediately following such disbursement to the amount required to be maintained in the Debt Service Reserve Account or to deposit into the applicable subaccount in the Debt Service Reserve Account funds in the amount of the disbursement made under the surety bonds, or a combination of such alternatives as will equal the amount required to be maintained.

Outstanding Parity Bonds

The Division of Bond Finance has issued several series of Department of Transportation Turnpike Revenue and Revenue Refunding Bonds which, subsequent to the issuance of the 2013C Bonds, are outstanding in the aggregate principal amount of $2,900,975,000, excluding the Refunded Bonds to be redeemed on July 1, 2014. Such Bonds are payable from the Net Revenues. The 2013C Bonds are secured by a lien on the Net Revenues on a parity with the Outstanding Bonds. See “ADDITIONAL BONDS” below.

ADDITIONAL BONDS

Additional Parity Bonds

The Division of Bond Finance may issue Additional Bonds payable from Net Revenues on a parity with the Outstanding Bonds and the 2013C Bonds, for the purpose of financing the cost of construction or acquisition of Turnpike Projects, or for the purpose of refunding Bonds, but only under the following terms, limitations and conditions:

(a) The Board of Administration must approve the fiscal sufficiency of the Additional Bonds prior to the sale thereof;

(b) Sufficient Revenues will have been collected and transferred to the Board of Administration to make all prior and current payments under the Resolution, and neither the Division of Bond Finance nor the Department will be in default thereunder;

(c) All principal of and interest on Bonds which became due on or prior to the date of delivery of the Additional Bonds must be paid;

(d) A certificate must be filed with the Board of Administration and the Division of Bond Finance signed by an Authorized Officer of the Department setting forth the amount of Net Revenues collected during the immediately preceding fiscal year or any 12 consecutive months selected by the Department out of the 15 months immediately preceding the date of such certificate;

(e) A certificate must be filed with the Board of Administration and the Division of Bond Finance by the Traffic Engineer stating the estimate of the amount of Net Revenues to be collected during the current fiscal year and each fiscal year thereafter, to and including the third complete fiscal year after the Consulting Engineer's estimated date for completion and placing in operation of the Turnpike Projects to be financed by the proposed Additional Bonds, taking into account any revisions to be effective during such period of the Tolls and other income in connection with the operation of the Florida Turnpike;

(f) Determinations must be made by both the Board of Administration and the Division of Bond Finance that:

(1) the amount shown by the certificate described in paragraph (d) are not less than 120% of the amount of the Annual Debt Service Requirement for the current fiscal year on account of all Bonds then Outstanding;

(2) the amount shown by the certificate described in paragraph (e) for the current fiscal year and for each fiscal year to and including the first complete fiscal year after the Consulting Engineer's estimated date for completion and placing in operation of the Turnpike Projects to be financed by the proposed Additional Bonds are not less than 120% of the Annual Debt Service Requirement for each such fiscal year on account of all Bonds then Outstanding and the proposed Additional Bonds; and

(3) the amount shown by the certificate described in paragraph (e) for each of the three complete fiscal years after the Consulting Engineer's estimated date for completion and placing in operation of the Turnpike Projects to be financed by the proposed Additional Bonds are not less than 120% of the Maximum Annual Debt Service for each such fiscal year on account of all Bonds then Outstanding and the proposed Additional Bonds.

The debt service requirement of Bonds to be refunded and defeased from the proceeds of the proposed Additional Bonds is not to be taken into account in making such determinations. Refunding bonds issued for a net debt service savings in each fiscal year are exempt from the provisions of (d), (e) and (f) above.

After the issuance of the 2013C Bonds, $397,665,000 Turnpike Revenue Bonds will remain authorized, validated and unissued.

Turnpike Debt Management Policy

The Department has established debt management guidelines for the System designed to assure a sound financial decision making process and affirm the future financial viability of the System. The guidelines provide that the Department will borrow only to fund capital requirements, not operating and maintenance costs, and that the final maturity of bonds issued to finance Turnpike improvements may not exceed the useful lives of such improvements. The guidelines also call for the Department to adjust its capital plans in order to maintain annual debt coverage ratios of at least 1.5 times Net Revenue or 2.0 times Gross Revenue, and to periodically prepare cash forecasts and financial plans. In calculating debt coverage ratios for this purpose, the Department has taken federal subsidies for Build America Bonds into account.

Junior Lien Obligations

The Division of Bond Finance and Department covenant that until the Bonds are defeased, they will not issue any other obligations, except Additional Bonds, nor voluntarily create or cause to be created any other debt, lien, pledge, assignment, encumbrance or other charge, having priority to or being on a parity with the lien of the Registered Owners of the Bonds upon the Net Revenues. Any such other obligations secured by the Net Revenues, other than the Bonds and Additional Bonds, will contain an express statement that such obligations are junior, inferior, and subordinate to the Bonds theretofore or thereafter issued, as to lien on and source and security for payment from the Net Revenues. The Resolution authorizes the Division of Bond Finance to issue junior lien bonds which will ascend to parity status with the Bonds upon compliance with the requirements for Additional Bonds set forth above.

The Department has also covenanted not to issue any obligations, or create, cause or permit to be created, any debt, lien, pledge, assignment, encumbrance, or any charge upon any of the properties of the System except as otherwise provided in the Resolution.

Subordinated Debt. The System periodically incurs debt due to the Department. The lien of this debt on the net revenues of the System is junior and subordinate to that of the Bonds. The subordinated debt is made up of loans and advances made by the Department to the System for the purpose of advancing improvement and expansion projects with repayments deferred until projects have been incorporated into the System operations. The Department has made loans to the Turnpike System from the State Infrastructure Bank ("SIB") and the STTF. Various STTF loans were made to subsidize Operation and Maintenance ("O&M") expenses on expansion projects and to provide advance funding for project design efforts.

At September 30, 2013, subordinated debt was outstanding in the amount of $148.9 million. The following table shows the scheduled repayment of subordinated debt.

Scheduled Subordinated Debt Repayments as of September 30, 2013
Turnpike System
(In Thousands)

	FY 2014	FY 2015	FY 2016	FY 2017 and thereafter	Total
SIB Loans	$3,218	$3,218	$3,218	$35,833	$45,487
STTF Loans*	6,559	10,024	11,999	74,829	103,411
	$9,777	$13,242	$15,217	$110,662	$148,898

* The Toll Facilities Revolving Trust Fund was combined with the STTF.
Source: Turnpike Finance Office.

Planned Near-Term Bond Issues

The Department has established a policy of cash management allowing bond issuance to be based on cash flow requirements over the construction period of the capital improvements undertaken by the Enterprise. The System's current year and Five Year Work Plan calls for capital projects totaling $3.0 billion and additional bonds of $0.8 billion following the sale of the 2013C Bonds. In Fiscal Year 2007, the System's legislative bond cap under Section 338.2275, Florida Statutes, was increased to $10.0 billion. Bond issuance is expected to occur annually as needed to fund the continuation of projects under construction and start new projects. The following shows planned debt issuances subsequent to the sale of the 2013C Bonds:

Fiscal Year 2014: $425 million,

Fiscal Year 2015: $194 million,

Fiscal Year 2016: $97 million,

Fiscal Year 2017: $124 million.

Projects to be funded with the proceeds of these issues are as follows: widening of the Homestead Extension of Florida's Turnpike ("HEFT") from milepost 20 to 26 in Miami-Dade County, canal barrier protection on the Mainline from milepost 181 to milepost 189 in Okeechobee County, canal barrier protection on the Mainline from milepost 249 to 274 in Orange County, and improvements to the Golden Glades interchange on the Mainline in Miami-Dade County. The proceeds will also provide continued funding for projects that are part of the 2013C issue such as the widening of the Veterans Expressway from Memorial Highway to north of Gunn Highway in Hillsborough County, the First Coast Expressway from Blanding Boulevard to Interstate 10 in Clay and Duval counties, and the widening of the HEFT from milepost 12 to 20 in Miami-Dade County.

FLOW OF FUNDS

The Resolution establishes: (i) the "Revenue Fund", (ii) the "Operation and Maintenance Fund" or "O&M Fund" (and the "Cost of Operation Account" and the "Cost of Maintenance Account" therein), (iii) the "Sinking Fund" (consisting of the "Interest Account," the "Principal Account," the "Bond Amortization Account," the "Debt Service Reserve Account" and the "Bond Redemption Account"), (iv) the "Renewal and Replacement Fund" or "R&R Fund," (v) the "Operation and Maintenance Reserve Fund" or the "O&M Reserve Fund," (vi) the "General Reserve Fund" and (vii) the "Rebate Fund." All Revenues are deposited daily into a special account in one or more depositories (the "Collection Account"). At least weekly the Department transfers all moneys in the Collection Account to the Board of Administration for deposit into the Revenue Fund.

Except for the O&M Fund and the O&M Reserve Fund, such funds and accounts constitute trust funds for the purposes provided in the Resolution, and the Registered Owners of the Bonds have a lien on all moneys in such funds and accounts until applied as provided therein. See "MISCELLANEOUS - Investment of Funds" below.

Payment of Costs of Operation and Maintenance from State Transportation Trust Fund

Although the Resolution requires that moneys in the Revenue Fund first be applied to pay the Costs of Operation and Maintenance, the Department has covenanted (the "Covenant") to pay such Costs of Operation and Maintenance from the State Transportation Trust Fund ("STTF"). By its terms, the Covenant (i) is a contract enforceable by the Registered Owners, (ii) is not subject to repeal, impairment or amendment which would materially and adversely affect the rights of Registered Owners, and (iii) may be amended only upon compliance with the procedures for amending the Resolution.

The Covenant requires that the STTF be reimbursed from moneys available in the General Reserve Fund, the last fund in the flow of funds. If such moneys are insufficient to reimburse the STTF, the Department must take actions (including deferring projects and increasing Tolls) to increase available revenues. If such actions would adversely impact the security of the Registered Owners or the integrity of the Turnpike System, the reimbursement obligation would become a debt of the Turnpike System to the STTF, payable from the General Reserve Fund. The terms of the Covenant were approved as part of validation proceedings with respect to previously authorized Turnpike Revenue Bonds. The full text of the Covenant is reproduced herein as Appendix D.

The STTF is funded by various transportation-related taxes, fees, fines and surcharges, including motor fuel taxes and motor vehicle license taxes, (collectively, the "State Tax Component"), as well as federal aid, interest earnings and miscellaneous revenues. By law, a minimum of 15% of STTF receipts are reserved for public transportation projects. STTF receipts are available to pay the costs of operation and maintenance on the Turnpike System only after payment of debt service and making loan repayments on certain non-Turnpike bond programs and costs of operation and maintenance on certain expressway systems (collectively, the "Prior Lien Obligations"). The list and amounts of Prior Lien Obligations are subject to revision, but may never become so extensive as to impair the ability of the Department to pay the Costs of Operation and Maintenance from the STTF pursuant to the Covenant.

The following table shows the STTF funds available to meet the Covenant. The management of the System has prepared the prospective financial information set forth below (i.e. Fiscal Years 2014-2019) to present the STTF funds available to meet the Covenant. The accompanying prospective financial information was not prepared with a view toward complying with the guidelines established by the American Institute of Certified Public Accountants with respect to prospective financial information, but, in the view of the System's management, was prepared on a reasonable basis, reflects the best currently available estimates and judgments, and presents, to the best of management's knowledge and belief, the expected course of action and the expected future financial performance of the System. However, this information is not fact and should not be relied upon as being necessarily indicative of future results, and readers of this Official Statement for the Series 2013C Bonds are cautioned not to place undue reliance on the prospective financial information.

Neither the System's independent auditors, nor any other independent accountants have compiled, examined or performed any procedures with respect to the projected financial information contained in these tables, nor have they expressed any opinion or form of assurance on such information or its achievability, and assume no responsibility for, and disclaim any association with the projected financial information.

Turnpike Operations and Maintenance Coverage from STTF
(In Millions)

Fiscal Year Ended June 30	State Receipts Available[1]	Prior Lien Obligations[2]	Available for Turnpike Operations & Maintenance	Turnpike Operations & Maintenance[3]	Turnpike Operations & Maintenance Coverage
2009	$2,441.1	$159.2	$2,281.9	$190.6	11.97x
2010	2,405.1	180.0	2,225.1	172.4	12.91
2011	2,439.1	180.7	2,258.4	180.1	12.54
2012	2,487.6	204.4	2,283.2	173.7	13.14
2013	2,674.6	234.1	2,440.5	157.4	15.51
2014	2,966.4	248.9	2,717.5	172.6	15.74
2015	3,063.4	301.4	2,762.0	165.9	16.65
2016	3,189.8	356.6	2,833.2	166.6	17.01
2017	3,313.7	323.4	2,990.3	171.8	17.41
2018	3,421.1	321.9	3,099.2	176.5	17.56
2019	3,539.0	348.2	3,190.8	172.7	18.48

[1] Amounts for Fiscal Years 2009 through 2013 are actual. Projections of State Receipts Available for Fiscal Years 2014 through 2019 are based on the March 2013 Revenue Estimating Conference estimates of the State Transportation Trust Fund Revenue, adjusted by the Department to reflect (i) the statutory percentage reserved for public transportation projects, (ii) exempt revenues, (iii) the Department's share of documentary stamps, and (iv) interest earnings and miscellaneous revenues from the Department's Cash Forecast which is based on the Adopted Work Program Plan with March 2013 Revenue Estimating Conference estimates of the State Transportation Trust Fund Revenue.

[2] Prior Lien Obligations include Right-of-Way Acquisition and Bridge Construction Bond Program debt service, State Infrastructure Bank repayments pledged for debt service, Public-Private Partnerships (P3) Concession Agreements, Design Build Finance Agreements, Authority Operations and Maintenance loans, Renewal and Replacement loans under Lease-Purchase Agreements, Transportation Infrastructure Finance and Innovation Act of 1998 loan repayment, and Turnpike Operations and Maintenance and Project Design loans. Projections of Prior Lien Obligations are based on the Department's Cash Forecast which is based on the Adopted Work Program Plan with March 2013 Revenue Estimating Conference estimates of the State Transportation Trust Fund.

[3] Amounts for Fiscal Years 2009 through 2013 are actual. Projections for Fiscal Years 2014 through 2019 are from Appendix A - "Traffic and Earnings Report". Turnpike Operations and Maintenance includes business development and marketing expense.

Source: State of Florida Department of Transportation.

Application of Revenues

The Resolution provides that on the 15th day of each month, Revenues are first deposited in the O&M Fund in amounts equal to 1/12th of the Cost of Operation and 1/12th of the Cost of Maintenance. By July 2013, the Department had made sufficient deposits in the Cost of Operation and Cost of Maintenance Accounts equal to 1/12th of the budgeted Cost of Operation and 1/12th of the budgeted Cost of Maintenance for Fiscal Year 2014, respectively. Because the Costs of Operation and Maintenance are to be paid from the STTF, the moneys on deposit in the O&M Fund will not need to be drawn down and no Revenues will be deposited therein.

On the 15th day of each month, to the extent necessary, Revenues are deposited (i) first, into the Interest Account in the Sinking Fund, in an amount equal to 1/6th of the interest payable on the Bonds on the next Interest Payment Date; and (ii) next, to the Principal Account in the Sinking Fund in an amount equal to 1/12th of the principal amount of Serial Bonds maturing on the next annual maturity date, and into the Bond Amortization Account in such amounts as may be required for the payment of Term Bonds. Any deficiencies in the Interest Account, the Principal Account and the Bond Amortization Account will be restored from the first Net Revenues available to the Department.

After funding the accounts in the Sinking Fund, Revenues are deposited into each subaccount in the Debt Service Reserve Account to the extent necessary to maintain an amount equal to the Debt Service Reserve Requirement established for the Bonds.

Thereafter, Revenues are deposited in the Renewal and Replacement Fund to the extent necessary to pay 1/12th of the amount certified by the Consulting Engineer for the current fiscal year as being necessary for the purposes of the Renewal and Replacement Fund. The Department may withdraw and transfer to any other fund any excess amount certified by the Consulting Engineer as not being necessary for the purposes of the Renewal and Replacement Fund. Moneys in the Renewal and Replacement Fund are used to pay the cost of replacement or renewal of capital assets or facilities of the Turnpike System, or extraordinary repairs of the Turnpike System, excluding non-Toll roads other than Feeder Roads. The moneys in the Renewal and Replacement Fund may be deposited into the Interest Account, Principal Account and Bond Amortization Account only when the moneys in the Revenue Fund and the Debt Service Reserve Account are insufficient therefor.

Revenues are next deposited into the O&M Reserve Fund to the extent necessary to maintain an amount on deposit in the O&M Reserve Fund at least equal to 1/8th of the sum of the Cost of Operation and the Cost of Maintenance for the current fiscal year as set forth in the Annual Budget of the Department. Any moneys in the O&M Reserve Fund in excess of the amount required to be maintained therein may be transferred at the direction of the Department to the General Reserve Fund.

The balance of any moneys remaining in the Revenue Fund not needed for the foregoing payments are deposited in the General Reserve Fund and applied by the Department for any lawful purpose; provided, however, that no such deposit may be made unless all payments described above, including any deficiencies for prior payments, have been made in full to the date of such deposits.

TOLLS

Toll Covenant

The Department has covenanted in the Resolution to fix, establish and collect Tolls for the use of the Turnpike (except non-Toll roads) at such rates, and revise such Tolls from time to time whenever necessary so that the Revenues will be sufficient in each fiscal year to pay at least 100% of the Cost of Maintenance and Cost of Operation, and so that the Net Revenues will be sufficient in each fiscal year to pay at least 120% of the Annual Debt Service Requirement for the Bonds and at least 100% of all other payments required by the Resolution. Excess Revenues collected in any fiscal year will not be taken into account as a credit against the foregoing requirements for any subsequent fiscal year.

The Department will be without power to reduce Toll rates or remove Tolls from all or a portion of the System except in the manner provided in the Resolution, until all the Bonds and interest thereon have been fully paid and discharged, or such payment has been fully provided for. Any such Toll reduction or removal would require a survey and recommendation of the Traffic Engineers, who must certify that in their opinion the amount of Tolls to be produced after such rate reduction or Toll removal in each fiscal year thereafter will continue to be sufficient to comply with the Toll rate covenants above. For purposes of the Resolution, conversion from one system of Toll collection (such as a ticket system) to another system of Toll collection (such as a barrier/ramp system) is not considered a removal of Tolls.

On or before each February 1, the Department must (i) review the financial condition of the System and the Bonds in order to estimate whether the Revenues for the following fiscal year will be sufficient to comply with the Toll covenants; (ii) make a determination with respect thereto by resolution; (iii) file with the Board of Administration certified copies of such resolutions, together with a certificate of an Authorized Officer of the Department setting forth a reasonably detailed statement of the actual and estimated Revenues and other pertinent information for the year for which such determination was made. If the Department determines that the Revenues for the following fiscal year may not be sufficient, it will forthwith cause the Traffic Engineers to make a study and to recommend a schedule of Tolls which will provide Revenues sufficient to comply with the Toll requirements in the following fiscal year and to restore any deficiency at the earliest practicable time, but not later than the next July 1.

Failure to comply with the Toll covenant set forth above will not constitute a default under the Resolution if there is not a failure to pay principal and interest on the Bonds when due and (i) the Department complies with the provisions of the preceding paragraph; or (ii) the Traffic Engineers certify that a Toll schedule which will comply with such Toll covenant is impracticable at that time, and the Department establishes a schedule of Tolls recommended by the Traffic Engineers to comply as nearly as practicable with such Toll covenant.

Toll Collection and Rate Adjustments

Both the Resolution and State law require the Department to fix, adjust, charge and collect Tolls on the System sufficient to pay the costs of the System. The Department follows the public notice requirements set forth in the State of Florida Administrative Procedures Act (the "APA") when fixing or adjusting Toll rates. The APA process results in the public notice occurring close to the time the Toll rate is implemented for existing projects. For new projects, the Department is required by law to publish and adopt a proposed Toll rate during the planning and project development phase.

The System uses several methods of Toll collection and typically collects a higher Toll rate per mile on expansion projects than on the Mainline. A barrier/ramp (coin) system is used on all of the existing System, other than on the HEFT and the segment of the Mainline between Boynton Beach and Kissimmee. This 155-mile section utilizes a ticket system. An electronic Toll collection program has been implemented statewide which uses a transponder/account system, known as SunPass®. Additionally, Tolls are collected on the HEFT through TOLL-BY-PLATE, an alternative toll collection system whereby a vehicle's license plate is captured by a camera for customer identification and billing.

The System has entered into a Toll revenue collection contract with a private contractor which runs through February 28, 2015.

Historical Revenue

Total Toll and concession revenues for the System are summarized in the table below. As indicated in the table, total Turnpike System revenues increased from approximately $530 million in Fiscal Year 2004 to approximately $675 million in Fiscal Year 2007. In Fiscal Years 2008 and 2009, revenues declined to approximately $646 million and $601 million, respectively, due to the impact of the recent economic downturn. In Fiscal Years 2010, 2011, and 2012, revenues increased to approximately $607 million, $608 million, and $616 million, respectively. In Fiscal Year 2013, total Turnpike System revenues reached $763 million due to the System-wide toll rate increase. The average compounded growth rate from Fiscal Years 2004 to 2013 was approximately 4 percent.

During the early 1990's, almost all of the System revenues were collected on the Mainline. However, with the diversification of the System through the opening of expansion projects, the Mainline now accounts for approximately 73 percent of Toll revenues. As expansion projects continue to be added and their respective revenues ramp-up, the System anticipates that expansion project revenues, as a percentage of the total revenues collected, will continue to gradually increase.

Florida's Turnpike System
Historical Revenue ($000)

Fiscal Year	Mainline	Sawgrass Expressway	Seminole Expressway	Veterans Expressway	Southern Connector Extension	Polk Parkway	Suncoast Parkway*	Western Beltway Part C*	Total Toll Revenue	Concession Revenue	Total Turnpike System Revenue
2004	$390,459	$42,609	$27,403	$26,064	$3,596	$16,209	$14,883	-	$521,223	$8,513	$529,736
2005	438,469	47,124	31,221	29,527	4,489	18,504	16,930	-	586,264	8,618	594,882
2006	467,807	50,419	34,542	33,086	4,854	21,198	19,962	$978	632,846	10,171	643,017
2007	487,686	52,538	36,539	34,354	5,148	22,572	21,743	3,363	663,943	10,710	674,653
2008**	461,567	50,902	36,138	33,089	5,130	22,450	21,424	4,871	635,571	10,363	645,934
2009**	428,124	48,121	32,488	30,980	4,443	21,496	20,157	4,719	590,528	10,110	600,638
2010	432,970	49,702	30,882	31,692	4,148	21,391	20,621	4,767	596,173	10,757	606,930
2011	434,230	50,314	30,763	32,466	4,201	21,775	21,233	5,097	600,079	8,382	608,461
2012	439,961	51,360	31,457	32,757	4,343	22,615	20,769	5,550	608,812	7,169	615,981
2013***	550,715	66,579	38,473	41,616	6,794	23,649	21,349	6,367	755,542	7,515	763,057

* Revenue on these expansion projects is reflected based on the project's opening.
** The decrease in total Turnpike System revenues in Fiscal Years 2008 and 2009 was due to a decline in Florida's economic conditions.
***Significant increase due to toll rate increase.
Source: Appendix A, Traffic and Earnings Report.

In May 2001, the Department successfully completed the final phase of the statewide implementation of SunPass®. SunPass® is the Electronic Toll Collection ("ETC") system operated by the Enterprise and is used on the five Department-owned and two Department-operated toll facilities within the Enterprise. SunPass® transponders are interoperable with other ETC systems in the State including the Orlando-Orange County Expressway Authority's E-Pass ETC system. SunPass® is also accepted along the 32-mile roadway of the Miami-Dade Expressway Authority and the 15-mile Selmon Crosstown Expressway operated by the Tampa Hillsborough Expressway Authority. Additionally, SunPass® is a convenient method to pay electronically for parking at a growing number of major international airports in Florida. SunPass® is currently accepted at Orlando, Tampa, Palm Beach, Miami and Fort Lauderdale International Airports. SunPass® customers can travel non-stop through Turnpike Toll plazas. Tolls are registered automatically, through the use of a transponder, after an account has been established with sufficient advance payment.

The following table provides a summary of ETC revenues for the System for the last 10 years. As indicated in the table, total ETC revenues grew to almost 77 percent of the total Toll revenue in Fiscal Year 2013. In Fiscal Year 2006, the Department successfully completed the SunPass® Challenge program that was initiated in December 2002. Under this program, the Department increased the number of SunPass®-only lanes, added new capacity at select toll plazas, made several infrastructure enhancements, and improved the violation enforcement system. The result has been a significant increase in SunPass® participation. Today, the Department is implementing the next generation of ETC technology, known as Open Road Tolling ("ORT") and converting certain System facilities to All-Electronic Tolling ("AET"). Under ORT, conventional toll plazas are replaced with modern toll gantries that allow customers to drive and pay tolls at highway speed. ORT allows ETC customers (i.e. those with SunPass® and interoperable transponders) to pay tolls electronically at highway speeds while maintaining cash toll collection in select outside lanes for the benefit of customers who do not have SunPass®. On February 19, 2011, the Homestead Extension portion of the Mainline was the first facility to be converted to AET. Cash toll payments are no longer accepted on the facility. Customers must pay their tolls electronically using a SunPass® transponder or through the TOLL-BY-PLATE program, which is based on the identification of the registered owner of the vehicle after a license plate image is captured in the lane. TOLL-BY-PLATE customers have the option to establish a video account with prepaid tolls, or pay upon receiving a monthly invoice reflecting the TOLL-BY-PLATE rates, which are higher than the SunPass® toll rates. TOLL-BY-PLATE customers without a prepaid balance are assessed a flat administrative charge of $2.50 on their monthly invoice to recover the cost of administering this payment option. Efforts are underway to convert other facilities to AET during the next five fiscal years. They include the Southern Coin System, Sawgrass Expressway, Veterans Expressway and the Ticket System.

Florida’s Turnpike System
Electronic Toll Collection
Last Ten Years

Fiscal Year	Total Toll Revenue ($000)	Total ETC Revenue ($000)	Percentage ETC Revenue
2004	$521,223	$218,947	42.01%
2005	586,264	282,161	48.13
2006	632,846	331,924	52.45
2007	663,943	379,483	57.16
2008*	635,571	387,382	60.95
2009*	590,528	377,938	64.00
2010	596,173	395,202	66.29
2011	600,079	421,598	70.26
2012	608,812	443,876	72.91
2013**	755,542	578,278	76.54

* The decrease in Fiscal Years 2008 and 2009 total revenues reflects the decline in Florida’s economic climate.
** Significant increase due to toll rate increase.
Source: Turnpike System Comprehensive Annual Financial Reports.

Toll Rate Increases

After the opening of Florida’s Turnpike in 1957, the first Toll increase occurred in 1979 and remained unchanged for nearly a decade. Under legislative direction to equalize Toll rates and in part to fund System improvements and expansion programs, the Department implemented Toll increases in 1989, 1991, 1993 and 1995 on various portions of the Turnpike Mainline. The combined impact of these Toll adjustments doubled the average Toll per-mile from $0.03 to $0.06. During this period, traffic continued to increase correspondingly with Florida’s increase in population, employment, commerce and tourism.

On March 7, 2004, Tolls were increased on the Mainline, Sawgrass Expressway, Seminole Expressway, Veterans Expressway and Southern Connector Extension. This Toll rate increase was for cash customers only, at 25 percent rounded to the quarter. The Toll for SunPass® customers remained the same, effectively giving these customers a discount of 25 percent or more and contributing to an increase in SunPass® participation levels. For example, the two-axle Toll at the Golden Glades barrier plaza increased from $0.75 to $1.00, representing the 25 percent increase rounded to the quarter (i.e., effectively a 33 percent increase). Conversely, SunPass® customers at this location continued to pay a $0.75 Toll. However, some ramp Tolls did not increase due to “per-mile constraints”. For example, customers entering the HEFT from SR 836 do not pay a Toll initially, but pay $0.25 if they exit one mile south (i.e., $0.25 per-mile) at US 41. As such, Tolls collected at this ramp were already significantly higher than the average rate of approximately $0.07 per-mile for cash customers, and therefore, were not increased. The recently opened Polk Parkway and Suncoast Parkway expansion projects were not programmed with a Toll rate increase in order to allow traffic to ramp-up on these facilities. In addition to the March 2004 Toll rate increase for cash customers, a 10 percent SunPass® frequent-user discount was discontinued. The March 2004 Toll increase had a minimal impact on traffic since cash customers could convert to SunPass® and avoid the increased Toll.

The 2007 Legislature amended Section 338.165, Florida Statutes, to require the Turnpike and other FDOT-owned toll facilities to index toll rates on existing toll facilities to the annual Consumer Price Index (“CPI”) or similar inflation indicator effective as of July 1, 2007. Toll rate adjustments for inflation may be made no more frequently than once a year and must be made no less frequently than once every five years as necessary to accommodate cash toll rate schedules. Toll rates may be increased beyond these limits as directed by bond documents, covenants, or governing body authorization or pursuant to Department administrative rule.

Pursuant to this requirement, as of June 24, 2012, the cash toll rates increased to reflect the change in CPI for the previous five year period, and were adjusted to the next quarter for collection efficiency. TOLL-BY-PLATE toll rates, where offered, were set to be the same as cash rates, while the SunPass® rates were $0.25 less than the cash rates. On the Ticket System, the cash toll rates were indexed by 11.7% and adjusted to the next dime, while the SunPass® toll rates were adjusted to be 25% less than the cash rates. For subsequent years, SunPass® and TOLL-BY

PLATE rates are to be adjusted annually based on the year-over-year change in CPI and rounded to the penny, while cash rates will be adjusted every five years and rounded to the quarter. Accordingly, on July 1, 2013, SunPass® and TOLL-BY-PLATE toll rates were adjusted up by 2.1 percent and rounded to the penny.

The toll rate increase implemented system wide on June 24, 2012 resulted in a slight decline in overall traffic (approximately 4%) over the twelve month period following the toll rate increase. Cash customers on some Turnpike facilities switched to SunPass® to obtain lower toll rates.

Despite the toll rate increase implemented system wide on July 1, 2013 for SunPass® and TOLL-BY-PLATE customers, the System had modest growth in overall traffic over the five-month period following the toll increase. A relatively small increase in toll rates compared to the preceding fiscal year did not divert traffic from the System.

THE TURNPIKE SYSTEM

Existing Turnpike System

The Turnpike System consists of several components. The principal one, the 320-mile Mainline, extends in a north-south direction from I-75 at Wildwood in Sumter County to Florida City in southern Miami-Dade County, with an east-west segment intersecting at Orlando in Orange County. The Mainline consists of five different sub-components: the HEFT, the Southern Coin System, the Ticket System, the Northern Coin System and the Beachline West Expressway.

In addition to the Mainline, the System operates the 18-mile Seminole Expressway in Seminole County, the 15-mile Veterans Expressway in Hillsborough County, the 6-mile Southern Connector Extension in Orange and Osceola Counties, the 25-mile Polk Parkway in Polk County, the 42-mile Suncoast Parkway in Hillsborough, Pasco and Hernando counties, the 23-mile Sawgrass Expressway in Broward County, and the 11-mile Western Beltway, Part C, in Orange and Osceola counties.

Recently Completed Projects: The System recently completed the canal cable barrier project on the Mainline from milepost 190 to milepost 249 in Osceola County, the canal cable barrier project on the Mainline from milepost 274 to milepost 298 in Lake County, the ramp bridge improvement project at PGA Boulevard (milepost 109) on the Mainline in Palm Beach County, the ramp bridge improvement project at the Jupiter interchange (milepost 116) on the Mainline in Palm Beach County, and infrastructure improvements at the Turkey Lake, Fort Drum, and West Palm Beach service plazas along the Mainline.

Projects Currently Under Construction: The I-4 Connector project in Tampa (construction managed by District 7 of the Florida Department of Transportation), the I-595 / Turnpike Mainline interchange improvement project in Broward County (construction managed by District 4 of the Florida Department of Transportation), the widening and AET conversion of the Veterans Expressway from Memorial Highway to north of Gunn Highway in Hillsborough County, Phase 1 of the First Coast Expressway project from north of Argyle Forest Boulevard to just south of Interstate 10 in Duval County (construction managed by District 2 of the Florida Department of Transportation), the widening of the HEFT from SW 216th Street to north of Eureka Drive in Miami-Dade County, the construction of auxiliary lanes on the HEFT between NW 74th Street and NW 106th Street in Miami-Dade County, the I-4 / Mainline interchange improvement project in Orange County, the canal cable barrier project on the Mainline from milepost 298 to 309 in Sumter County, the AET conversion project on the Southern Coin section of the Mainline in Miami-Dade County, and infrastructure improvements at the Canoe Creek, Fort Pierce, and Okahumpka service plazas along the Mainline.

Ongoing Maintenance and Other Improvements

The Enterprise continues to maintain the System at the high standards established by the Department, allowing for future expansion and capacity improvements. See "TURNPIKE SYSTEM FINANCIAL DATA - Discussion of Results of Operations and Management Analysis" below. The Turnpike's Five Year Work Program includes a multitude of capital projects as follows: Phase 2 of the First Coast Expressway expansion project from Blanding Boulevard (SR 21) in Clay County to just north of Argyle Forest Boulevard in Duval County (to be managed by District 2 of the Florida Department of Transportation); widening of the Veterans Expressway from Gunn Highway to Van Dyke Road in Hillsborough County; widening of the HEFT from milepost 5 to milepost 11 and milepost 13 to milepost 26 in Miami-Dade County; AET improvements on the Veterans Expressway, the Sawgrass Expressway, the Ticket System, and the Southern Coin section of the Mainline in Broward and Palm Beach counties; canal barrier protection on the Mainline in Okeechobee and Orange counties; modification of the Sunrise Boulevard interchange on the Mainline in Broward County; modification of the Golden Glades interchange on the Mainline in Miami-Dade County; widening of the Beachline West Expressway from Interstate 4 to the Mainline in Orange County; modification to the Interstate 75 / Mainline interchange in Sumter County; construction of a new interchange at State Road 417 on the Mainline in Orange County; construction of a new interchange near the City of Minneola at milepost 279 on the Mainline in Lake County; and operational improvements to the Interstate 4 / Mainline interchange in Orange County.

Project Development Process

The Florida Turnpike Enterprise Law requires that proposed System projects must be developed in accordance with the Florida Transportation Plan. Updated annually, the Florida Transportation Plan defines the State's transportation goals and objectives to be accomplished over a period of at least 20 years. System projects must also conform to the Department's tentative work program guidelines. The work program lists the Transportation projects planned for each of the next five fiscal years and, after review by the Florida Transportation Commission, forms the basis for the governor's budget recommendation to the Legislature.

In developing the tentative work program, the Department is required to program Turnpike Toll and bond financed projects such that the ratio of projects in Miami-Dade, Broward and Palm Beach counties to total system projects is at least 90% of the ratio of net toll revenues collected in those counties to total net toll revenues collected on the System.

Proposed System expansion projects must meet a statutory test for economic feasibility which requires the estimated net revenues of the project to be sufficient to pay at least (i) 50% of the debt service on any bonds issued to finance such project by the end of the 12^{th} year of operation and (ii) 100% of the debt service on such bonds by the end of the 30^{th} year of operation. Although the test was modified so that additional expansion transportation projects could be constructed, the test remains designed to guard against an expansion project being unable to support its own debt and is applied only to the portion of the project cost funded by bond proceeds. The feasibility test is not applied to non-expansion projects such as interchanges and widenings, which are subjected to established evaluation processes and strict needs tests.

The Florida Department of Environmental Protection reviews the environmental feasibility of proposed System expansion projects prior to their inclusion in the tentative work program. Projects which impact a local transportation system must be included in the transportation improvement plan of the affected metropolitan planning organization or county, as applicable.

Insurance on Turnpike System

The System has obtained comprehensive insurance coverage from a combination of the State Risk Management Trust Fund and the Department's Bridge, Property and Business Interruption Program. Primary insurance with the State Risk Management Trust Fund is provided through a self-insurance program of the Florida Department of Financial Services, Bureau of Property, which is offered to all state agencies and includes a private coinsurance rider to protect the State Risk Management Trust Fund against loss from major perils. Insurance under the State Risk Management Trust Fund is provided to cover physical loss to buildings and contents as a result of fire, flood, lightning, windstorm or hail, explosion and smoke. The State Risk Management Trust Fund provides a lower deductible than is provided with the Department's Bridge, Property and Business Interruption Program.

Additional insurance with the Department's Bridge, Property and Business Interruption Program is provided by a Florida Department of Management Services' state contract with insurance brokers that defines perils, hazards, and coverage for several toll road systems in Florida. Coverage is extended to major bridges, overpasses and underpasses, toll revenue producing buildings and structures, and use and occupancy on system operations. Use and occupancy (business interruption) coverage is subject to a seven day waiting period and must be directly related to the physical damage that creates the inability to collect Tolls. The waiving of Tolls for evacuation and recovery efforts is not covered under the policy.

As a component of the Department, the System participates in the Florida Casualty Insurance Risk Management Trust Fund, a self-insurance fund which provides insurance for State employee workers' compensation, general liability, fleet automotive liability, federal civil rights actions, and court-awarded attorney's fees. In addition, employees are covered by the State's Employee Health Insurance Fund.

The Resolution requires that insurance proceeds, other than use and occupancy insurance, be used to restore or replace damaged facilities, to redeem Bonds, or to reimburse the Department if it has advanced funds for restoration or replacement. Proceeds of use and occupancy insurance must be deposited in the Revenue Fund.

Competing Facilities

In addition to the System projects, other transportation improvements have the potential to affect future Turnpike traffic to varying degrees. For example, I-95 has been progressively widened in Miami-Dade, Broward and Palm Beach counties to ease congestion. Although most of this widening has been completed, there are other I-95 widening projects in various states of development. Widening on Sections of I-95 in Palm Beach County is substantially complete and is ongoing in St. Lucie County. These projects are not expected to have a significant adverse impact on Turnpike traffic.

FDOT and local transit partners are converting 22 miles of existing I-95 high occupancy vehicle ("HOV") lanes into "express lanes" between Miami and Fort Lauderdale. The express lanes will continue to accommodate HOV's and bus rapid transit free of charge, but will also be available to toll-paying non-HOV's. The 22-mile project is called "95 Express" and includes two phases. The first phase includes two sub-phases: 1A and 1B which are already open to traffic. Phase 1A, which began toll collection in December 2008, includes the 7-mile northbound direction only. Phase 1B began toll collection in January 2010, and includes the southbound direction from the Golden Glades interchange to just south of S.R. 836 and extends the northbound express lanes further to the south from S.R. 112 to I-395. The second phase, which will extend the express lanes in both directions by 15 miles, is scheduled to open in late 2014. Tolls in these lanes are collected electronically using SunPass®, and are variably-priced based on congestion levels. Also, construction is underway on a major expansion project by FDOT for the 10-mile I-595 corridor that includes three tolled reversible express lanes, interchange improvements, auxiliary lanes, improvements to the I-595 connection with the System, and the implementation of bus rapid transit within the I-595 corridor. This project is scheduled to be completed by early 2014. These projects are not expected to have a significant adverse impact on System traffic.

The Tri-County Commuter Rail system between Miami and West Palm Beach, which began operation in January 1989, provides a public transportation alternative to the Turnpike and I-95 in South Florida. To date, these services have not adversely affected System traffic and it is not anticipated they will affect it in the future.

In December 2009, the Florida Legislature approved SunRail, a 61-mile commuter rail system in Central Florida that will link DeLand and Poinciana. The rail system is expected to have a minimal impact on System facilities.

Additionally, Florida East Coast Industries, Inc. conducted a feasibility study to operate an intercity passenger rail service for business and leisure passengers. This rail project is a 240-mile service route that will run north-south from Miami to Cocoa, with new tracks that will connect to Orlando, and a possible future extension to Tampa and Jacksonville. The service between south Florida and Orlando may be operational as early as 2015. If this project is built, it will offer a new transportation choice but is not expected to have a material impact on the System.

TURNPIKE SYSTEM FINANCIAL DATA

The following tables and their components should be read in conjunction with Appendix C, the audited financial statements of the Turnpike System.

Historical Summary of Net Position Data

The following schedule summarizes the statement of net position data for the System. This schedule was derived from the financial statements included in the annual financial statements of the System as audited for June 30 of each fiscal year shown (the Fiscal Year 2013 and 2012 financial statements are included in their entirety as Appendix C).

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Historical Summary of Net Position Data
Turnpike System
As of June 30
(In Thousands)

	2009	2010	2011	2012	2013
Assets:					
Current Assets:					
Cash and Cash Equivalents	$ 338,997	$ 418,142	$ 573,609	$ 680,845	$ 679,346
Investments	-	-	37,444	127	-
Receivables					
Accounts	2,672	3,007	3,116	2,938	9,162
Interest	723	948	1,321	4,916	906
Due from Other Governments	7,694	18,041	16,747	19,790	25,268
Prepaid expenses	-	-	547	61	-
Inventory	5,214	5,236	3,583	4,551	1,735
Other Assets	-	-	473	-	1,855
Total Current Assets	355,300	445,374	636,840	713,228	718,272
Restricted Non-Current Assets:					
Restricted Cash and Cash Equivalents	34,322	285,791	50,686	119,068	69,594
Restricted Investments	133,044	194,204	206,263	249,927	213,526
Total Restricted Assets	167,366	479,995	256,949	368,995	283,120
Construction in Progress	839,935	647,823	624,870	399,188	598,831
Non-Depreciable Capital Assets:					
Land	865,191	866,680	863,893	863,355	866,624
Infrastructure-Highway System and Improvements	5,073,715	5,641,690	5,958,776	6,311,641	6,432,812
Buildings	-	-	-	-	48,981
Total Non-Depreciable Capital Assets	5,938,906	6,508,370	6,822,669	7,174,996	7,348,417
Depreciable Capital Assets:					
Building and Improvements	239,646	254,140	262,745	263,058	247,870
Furniture and Equipment	124,510	127,855	136,623	152,345	151,261
Intangible Assets	-	167	16,787	39,952	41,941
Less: Accumulated Depreciation and Amortization	(180,267)	(192,791)	(198,582)	(224,878)	(217,777)
Total Depreciable Capital Assets, net	183,889	189,371	217,573	230,477	223,295
Deferred Charges, net	11,864	15,471	13,654	13,322	12,818
Other Assets	500	500	1,582	1,577	-
Service Concessionaire arrangement receivable	-	-	-	-	82,308
Total Non-Current Assets	7,142,460	7,841,530	7,937,297	8,188,555	8,548,789
Total Assets	$ 7,497,760	$ 8,286,904	$ 8,574,137	$ 8,901,783	$ 9,267,061
Liabilities, Deferred Inflow of Resources and Net Position					
Liabilities:					
Current Liabilities:					
Construction Contracts and Retainage Payable	$ 46,331	$ 25,965	$ 113,757	$ 120,077	$ 36,199
Current Portion of Bonds Payable	85,770	99,000	103,460	110,185	117,220
Due to Florida Department of Transportation	24,906	28,606	38,866	42,663	32,814
Due to Other Governments	104	193	172	72	106
Deposits Payable	200	200	200	200	200
Unearned Revenue	12,224	7,706	2,261	605	249
Total Current Liabilities	169,535	161,670	258,716	273,802	186,788
Non-Current Liabilities:					
Long-Term Portion of Bonds Payable, net	2,367,424	2,844,688	2,731,768	2,784,892	2,721,532
Advances Payable to Florida Department of Transportation	143,517	152,942	155,828	148,898	139,121
Unearned Revenue from Other Governments	798	748	699	649	600
Other Long-Term Liabilities	10,311	4,750	4,018	1,566	-
Total Non-Current Liabilities	2,522,050	3,003,128	2,892,313	2,936,005	2,861,253
Total Liabilities	$ 2,691,585	$ 3,164,798	$ 3,151,029	$ 3,209,807	$ 3,048,041
Deferred Inflow of Resources	-	-	-	-	140,259
Net Position:					
Net Investment in Capital Assets	$ 4,446,638	$ 4,592,159	$ 4,791,948	$ 5,051,519	$ 5,339,106
Restricted for Debt Service	101,433	137,286	139,183	133,109	138,716
Restricted for Renewal and Replacement	35,020	20,785	25,756	33,119	10,830
Unrestricted	223,084	371,876	466,221	474,229	590,109
Total Net Position	$ 4,806,175	$ 5,122,106	$ 5,423,108	$ 5,691,976	$ 6,078,761

Source: Florida’s Turnpike System financial statements as audited for Fiscal Years 2009 through 2013.

Historical Summary of Revenues, Expenses and Changes in Net Position

The following schedule summarizes the revenues, expenses and changes in net position for the System. These schedules were derived from the financial statements included in the annual financial statements of the System as audited for June 30 of each year shown.

Historical Summary of Revenues, Expenses and Changes in Net Position
Turnpike System
(In Thousands)

	Fiscal Year Ended June 30				
	2009	**2010**	**2011**	**2012**	**2013**
Operating Revenues:					
Toll facilities	$590,528	$596,173	$600,079	$608,812	$755,542
Concessions	10,110	10,757	8,382	7,169	7,515
Other	4,259	4,666	3,485	4,220	4,928
Total Operating Revenues	604,897	611,596	611,946	620,201	767,985
Operating Expenses:					
Operations and maintenance	186,608	170,262	176,758	171,028	156,185
Business development and marketing	3,995	2,160	3,302	2,676	1,203
Pollution remediation	9,502	-	(1,030)	-	-
Renewals and replacements	62,848	50,005	34,502	44,064	81,912
Depreciation and amortization	17,613	15,268	19,110	31,038	35,165
Total Operating Expenses	280,566	237,695	232,642	248,806	274,465
Operating Income	324,331	373,901	379,304	371,395	493,520
Nonoperating Revenues (Expenses):					
Investment earnings	17,285	27,309	13,750	24,121	3,327
Interest Subsidy	-	5,811	5,943	5,943	5,685
Interest expense	(82,823)	(98,294)	(110,437)	(125,821)	(109,188)
Other, net	(2,715)	(1,642)	(5,314)	(3,416)	(7,783)
Total Nonoperating Expenses, net	(68,253)	(66,816)	(96,058)	(99,173)	(107,959)
Income Before Contributions for Capital Projects and Contributions to Other Governments	256,078	307,085	283,246	272,222	385,561
Contributions for Capital Projects	35,153	14,177	23,681	2,274	1,224
Contributions to Other Governments	(659)	(5,331)	(5,925)	(5,628)	-
Increase in Net Position	290,572	315,931	301,002	268,868	386,785
Net Position:					
Beginning of year	4,515,603	4,806,175	5,122,106	5,423,108	5,691,976
End of year	$4,806,175	$5,122,106	$5,423,108	$5,691,976	$6,078,761

Source: Florida's Turnpike System financial statements as audited for Fiscal Years 2009 through 2013.

Discussion of Results of Operations and Management Analysis

The System earned nearly $756 million in toll revenues during Fiscal Year 2013 representing an increase of approximately 24% from Fiscal Year 2012 toll revenues of $609 million. The increase was primarily attributable to the aforementioned toll rate increase that went into effect on June 24, 2012.

A number of System capital projects were underway during Fiscal Year 2013 and were recently completed, including: the canal cable barrier project on the Mainline from milepost 190 to milepost 249 in Osceola County, the canal cable barrier project on the Mainline from milepost 274 to milepost 298 in Lake County, the ramp bridge improvement project at PGA Boulevard (milepost 109) on the Mainline in Palm Beach County, the ramp bridge improvement project at the Jupiter interchange (milepost 116) on the Mainline in Palm Beach County, and infrastructure improvements at the Turkey Lake, Fort Drum, and West Palm Beach service plazas along the Mainline. Additional projects that are still under construction, include: the I-4 Connector project in Tampa, the I-595 / Turnpike Mainline interchange improvement project in Broward County, the widening and AET conversion of the Veterans Expressway from Memorial Highway to north of Gunn Highway in Hillsborough County, the I-4 / Mainline interchange improvement project in Orange County, the AET conversion project on the Southern Coin section of the Mainline in Miami-Dade County, and infrastructure improvements at the Canoe Creek, Fort Pierce, and Okahumpka service plazas along the Mainline. These improvements provide for enhanced service and safety, reduced congestion, additional capacity and access, and increase the effectiveness of Turnpike facilities to serve as evacuation routes during emergency situations.

Fiscal Year 2013 was also marked by growth in the use of the SunPass® electronic toll collection system. With the ability to process nearly four times the volume of vehicles through a dedicated lane as compared to an automatic or manual lane, SunPass® has allowed for increased processing throughput resulting in significant time savings for System patrons. For Fiscal Year 2013, SunPass® transactions averaged 81% of total toll transactions generated on the Turnpike System, up from 79% from the prior year. To date, nearly nine million SunPass® transponders have been sold.

Fiscal Year 2013 Operations and Maintenance (“O&M”) expenses and Business Development and Marketing (“BD&M”) expenses decreased by nearly 9.4% compared to Fiscal Year 2012. These expenses, primarily toll collection and routine maintenance costs, decreased from $173.7 million in Fiscal Year 2012 to $157.4 million in Fiscal Year 2013. The decrease experienced in Fiscal Year 2013 continues the historical trend of efficiencies gained in both in-lane and back-office toll collection operations and the implementation of AET. In Fiscal Year 2013, O&M expenses were also lower due to a modest increase in position vacancy rates and a reduction in maintenance costs due to new asset management contracts. Renewal and Replacement (“R&R”) costs have fluctuated over the historical period primarily due to resurfacing efforts required every 12 to 14 years. R&R costs doubled in Fiscal Year 2013 over Fiscal Year 2012 due to planned resurfacing projects on the Polk Parkway and Suncoast Parkway which opened in 1999 and 2001, respectively, in addition to various segments of the Turnpike Mainline.

With regard to the System’s maintenance program, the infrastructure remains in excellent condition. The State Maintenance Engineer for the Department separately evaluates the maintenance condition of Department facilities. A rating of 80 is considered satisfactory with a rating of 100 being the highest possible. In Fiscal Year 2013, the Department’s rating for the System was 88. The Department’s methodology for developing the rating was modified for Fiscal Year 2013 to provide equal weightings to the various maintenance categories which resulted in a slightly lower score than the preceding two years. System management believes that the change in methodology does not affect the overall condition assessment of the System.

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Historical Summary of Revenues, Expenses and Debt Service Coverage

The following schedule summarizes the operating revenue and expense for the System. For comparative purposes, debt service coverage is shown based both on Net Revenue, in accordance with the flow of funds pursuant to the Resolution, and on Gross Revenue, consistent with the Department's Covenant to Pay Costs of Operation and Maintenance. See "FLOW OF FUNDS" above.

Historical Summary of Revenue and Expense and Debt Service Coverage
Turnpike System
(In Thousands)

	Fiscal Year Ended June 30,				
	2009	**2010**	**2011**	**2012**	**2013**
Gross Revenue[1]					
Tolls	$590,528	$596,173	$600,079	$608,812	$755,542
Concession	10,110	10,757	8,382	7,169	7,515
Miscellaneous Revenue	4,259	4,666	3,485	4,220	4,928
Total	604,897	611,596	611,946	620,201	767,985
Operations and Maintenance Expenses[1]	(190,603)	(172,422)	(180,060)	(173,704)	(157,388)
Net Revenue	$414,294	$439,174	$431,886	$446,497	$610,597
Annual Debt Service[2]	$203,145	$218,410	$237,118	$243,239	$243,618
Net Revenue[3] Annual Debt Service Coverage	2.04x	2.01x	1.82x	1.84x	2.51x
Gross Revenue[4] Annual Debt Service Coverage	2.98x	2.80x	2.58x	2.55x	3.15x
Maximum Annual Debt Service	$203,274	$237,118	$237,118	$243,576	$245,549
Net Revenue[3] Max Annual Debt Service Coverage	2.04x	1.85x	1.82x	1.83x	2.49x
Gross Revenue[4] Max Annual Debt Service Coverage	2.98x	2.58x	2.58x	2.55x	3.13x

1 Historical Revenues and Operations and Maintenance Expenses are as shown in Florida's Turnpike System Financial Statements for Fiscal Years 2009 through 2013. Operations and Maintenance expenses includes business development and marketing expense and excludes Renewal and Replacement costs and Depreciation.

2 Annual debt service for Fiscal Years 2010 through 2013 is shown net of the federal subsidy on the Series 2009B Build America Bonds, which was approximately $5.9 million annually between Fiscal Years 2010 and 2012 and $5.7 million for Fiscal Year 2013.

3 After payment of Cost of Operation and Cost of Maintenance, as provided in the Resolution.

4 In accordance with the Department's Covenant to pay costs of operation and maintenance from the STTF.

Projected Revenue, Expense and Debt Service Coverage

The following tables of projected revenue, expense and debt service coverage were prepared by the System for internal management purposes. The accompanying prospective financial information was not prepared with a view toward complying with the guidelines established by the American Institute of Certified Public Accountants with respect to prospective financial information, but, in the view of the System's management, was prepared on a reasonable basis, reflects the best currently available estimates and judgments, and presents, to the best of management's knowledge and belief, the expected course of action and the expected future financial performance of the System. However, this information is not fact and should not be relied upon as being necessarily indicative of future results, and readers of this Official Statement for the Series 2013C Bonds are cautioned not to place undue reliance on the prospective financial information.

Neither the System's independent auditors, nor any other independent accountants, have compiled, examined or performed any procedures with respect to the projected financial information contained in these tables, nor have they expressed any opinion or form of assurance on such information or its achievability, and assume no responsibility for, and disclaim any association with the projected financial information.

Net Revenue projections for the System in the following table are based upon the projections for revenue and operation and maintenance expense. These estimates include various underlying trends and conditions which have been affected by the recent economic recession. See "Appendix A - Traffic and Earnings Report" for a detailed discussion of the revenue projection assumptions. For comparative purposes, Debt Service Coverage is shown based both on Net Revenue, in accordance with the flow of funds pursuant to the Resolution, and on Gross Revenue consistent with the Department's Covenant to Pay Costs of Operation and Maintenance. See "FLOW OF FUNDS" above.

Forecast Turnpike System Net Revenues
(In Thousands)

Fiscal Year	Gross Revenue[1] Tolls	Concession	Total	Operating and Maintenance Expenses[2]	Net Revenue
2014	$762,372	$6,855	$769,227	$172,591	$596,636
2015	773,999	6,920	780,919	165,864	615,055
2016	800,025	6,962	806,987	166,604	640,383
2017	833,011	7,087	840,098	171,809	668,289
2018	876,232	7,215	883,447	176,466	706,981
2019	891,451	7,194	898,645	172,701	725,944
2020	923,828	7,327	931,155	175,831	755,324
2021	957,617	7,462	965,079	179,775	785,304
2022	992,756	7,600	1,000,356	183,240	817,116
2023	1,032,330	7,741	1,040,071	187,061	853,010
2024	1,069,998	7,884	1,077,882	190,963	886,919

1 Projected revenues are as shown in Appendix A, "The Traffic and Earnings Report" prepared by URS Corporation. **No assurance can be given that there will not be material differences between such projections and actual results.**
2 Operating and Maintenance Expense projections taken from Appendix A, "The Traffic and Earnings Report".

Projected Revenue, Expense and Debt Service Coverage
Turnpike System
(In Thousands)

	Fiscal Years Ending June 30				
Gross Revenue [1]	**2014**	**2015**	**2016**	**2017**	**2018**
Tolls	$762,372	$773,999	$800,025	$833,011	$876,232
Concession	6,855	6,920	6,962	7,087	7,215
Total	769,227	780,919	806,987	840,098	883,447
Operations and Maintenance Expenses [2]	(172,591)	(165,864)	(166,604)	(171,809)	(176,466)
Net Revenue	$596,636	$615,055	$640,383	$668,289	$706,981
Annual Debt Service[3]	$242,074	$248,653	$248,599	$247,910	$248,805
Net Revenue[4] Annual Debt Service Coverage	2.46x	2.47x	2.58x	2.70x	2.84x
Gross Revenue[5] Annual Debt Service Coverage	3.18x	3.14x	3.25x	3.39x	3.55x
Maximum Annual Debt Service [6]	$249,281	$249,281	$249,281	$249,281	$249,281
Net Revenue[4] Max Annual Debt Service Coverage	2.39x	2.47x	2.57x	2.68x	2.84x
Gross Revenue[5] Max Annual Debt Service Coverage	3.09x	3.13x	3.24x	3.37x	3.54x

1 The revenue projections are as shown in Appendix A, "The Traffic and Earnings Report." **No assurance can be given that there will not be material differences between such projections and actual results.**
2 Operating Maintenance Expense projections provided in Appendix A, "The Traffic and Earnings Report." Operating and Maintenance Expense includes business development and marketing expense and excludes Renewal and Replacement costs and Depreciation.
3 Annual debt service is shown net of the federal subsidy on the previously issued Series 2009B Build America Bonds which is estimated to be approximately $5.5 million annually over the period.
4 After payment of Cost of Operation and Cost of Maintenance, as provided in the Resolution.
5 In accordance with the Department's Covenant to pay costs of operation and maintenance from State Transportation Trust Fund.
6 Maximum Annual Debt Service occurs in Fiscal Year 2019.

The Department does not generally publish its business plans and strategies for the System or make external disclosures of its anticipated financial position or results of operations. Accordingly, the Department does not intend to update or otherwise revise the prospective financial information to reflect circumstances existing since its preparation or to reflect the occurrence of unanticipated events even in the event that any or all of the underlying assumptions are shown to be in error. Furthermore, the Department does not intend to update or revise the prospective financial information to reflect changes in general economic or industry conditions occurring after the date hereof.

SCHEDULE OF DEBT SERVICE

The table below shows the debt service on the Outstanding Bonds, the debt service on the 2013C Bonds and the total debt service. Payments due on July 1 are deemed to accrue in the preceding fiscal year.

Fiscal Year Ending June 30	Outstanding Bonds Debt Service[1,2]	2013C Bonds Debt Service			Total Debt Service
		Principal	Interest	Total	
2014	$235,900,778	$1,110,000	$5,063,655	$6,173,655	$242,074,433
2015	227,152,198	8,985,000	12,515,681	21,500,681	248,652,879
2016	227,102,598	9,430,000	12,066,431	21,496,431	248,599,029
2017	226,410,548	9,905,000	11,594,931	21,499,931	247,910,479
2018	227,305,148	10,400,000	11,099,681	21,499,681	248,804,829
2019	227,780,898	10,920,000	10,579,681	21,499,681	249,280,579
2020	211,281,398	11,470,000	10,033,681	21,503,681	232,785,079
2021	211,260,366	12,040,000	9,460,181	21,500,181	232,760,547
2022	184,616,379	12,645,000	8,858,181	21,503,181	206,119,560
2023	176,074,705	13,275,000	8,225,931	21,500,931	197,575,636
2024	175,153,898	13,940,000	7,562,181	21,502,181	196,656,079
2025	174,758,075	14,640,000	6,865,181	21,505,181	196,263,257
2026	154,022,986	15,365,000	6,133,181	21,498,181	175,521,167
2027	166,171,339	5,060,000	5,364,931	10,424,931	176,596,270
2028	139,332,070	5,310,000	5,111,931	10,421,931	149,754,001
2029	133,285,502	5,575,000	4,846,431	10,421,431	143,706,933
2030	125,795,822	5,800,000	4,623,431	10,423,431	136,219,253
2031	123,090,236	6,030,000	4,391,431	10,421,431	133,511,667
2032	123,071,561	6,270,000	4,150,231	10,420,231	133,491,792
2033	123,062,053	6,525,000	3,899,431	10,424,431	133,486,484
2034	112,111,613	6,790,000	3,630,275	10,420,275	122,531,888
2035	94,640,759	7,070,000	3,350,188	10,420,188	105,060,946
2036	94,623,516	7,375,000	3,049,713	10,424,713	105,048,229
2037	60,890,128	7,685,000	2,736,275	10,421,275	71,311,403
2038	48,331,531	8,020,000	2,400,056	10,420,056	58,751,587
2039	48,228,162	8,375,000	2,049,181	10,424,181	58,652,343
2040	28,814,016	8,740,000	1,682,775	10,422,775	39,236,791
2041	13,081,875	9,135,000	1,289,475	10,424,475	23,506,350
2042	6,303,150	9,545,000	878,400	10,423,400	16,726,550
2043	-	9,975,000	448,875	10,423,875	10,423,875
	$4,099,653,305	$267,405,000	$173,961,611	$441,366,611	$4,541,019,916

[1] Debt service for the outstanding previously issued 2004A through 2013B Bonds is net of the federal subsidy on the Series 2009B Build America Bonds and net of the Refunded Bonds.

[2] Fiscal Year 2014 debt service includes $417,778 of accrued debt service transferred to the escrow account to redeem the Refunded Bonds on July 1, 2014.

Note: Numbers may not add due to rounding.

PROVISIONS OF STATE LAW

Bonds Legal Investment for Fiduciaries

The State Bond Act provides that all bonds issued by the Division of Bond Finance are legal investments for state, county, municipal or other public funds, and for banks, savings banks, insurance companies, executors, administrators, trustees, and all other fiduciaries and also are securities eligible as collateral deposits for all state, county, municipal, or other public funds.

Negotiability

The 2013C Bonds will have all the qualities and incidents of negotiable instruments under the Uniform Commercial Code - Investment Securities Law of the State.

TAX MATTERS

The 2013C Bonds

The Internal Revenue Code of 1986, as amended (the "Code"), includes requirements which the Division of Bond Finance, the Board of Administration and the Department must continue to meet after the issuance of the 2013C Bonds in order that interest on the 2013C Bonds not be included in gross income for federal income tax purposes. The failure by the Division of Bond Finance, the Board of Administration or the Department to meet these requirements may cause interest on the 2013C Bonds to be included in gross income for federal income tax purposes retroactive to their date of issuance. The Division of Bond Finance, the Board of Administration and the Department have covenanted in the Resolution to comply with the requirements of the Code in order to maintain the exclusion of interest on the 2013C Bonds from gross income for federal income tax purposes.

In the opinion of Bond Counsel, assuming continuing compliance by the Division of Bond Finance, the Board of Administration and the Department with the tax covenant referred to above, under existing statutes, regulations, rulings and court decisions interest on the 2013C Bonds is excluded from gross income for federal income tax purposes. Interest on the 2013C Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations, however, interest on the 2013C Bonds is taken into account in determining adjusted current earnings for purposes of computing the alternative minimum tax imposed on corporations. Bond Counsel is further of the opinion that the 2013C Bonds and the income thereon are not subject to taxation under the laws of the State of Florida, except estate taxes and taxes under Chapter 220, Florida Statutes, on interest, income or profits on debt obligations owned by corporations, as defined therein.

Except as described herein, Bond Counsel will express no opinion regarding the federal income tax consequences resulting from the ownership of, receipt or accrual of interest on, or disposition of the 2013C Bonds. Prospective purchasers of 2013C Bonds should be aware that the ownership of 2013C Bonds may result in collateral federal income tax consequences, including (i) the denial of a deduction for interest on indebtedness incurred or continued to purchase or carry 2013C Bonds or, in the case of a financial institution, that portion of the owner's interest expense allocable to interest on a 2013C Bond, (ii) the reduction of loss reserve deduction for property and casualty insurance companies by 15% of certain items, including interest on the 2013C Bonds, (iii) the inclusion of interest on the 2013C Bonds in the effectively connected earnings and profits (with adjustments) of certain foreign corporations doing business in the United States for purposes of a branch profits tax, (iv) the inclusion of interest on the 2013C Bonds in the passive income subject to federal income taxation of certain Subchapter S corporations with Subchapter C earnings and profits at the close of the taxable year, and (v) the inclusion of interest on the 2013C Bonds in the determination of the taxability of certain Social Security and Railroad Retirement benefits to certain recipients of such benefits.

Original Issue Premium and Discount

The 2013C Bonds maturing on July 1 in the years 2014 through 2023 (the "Noncallable Premium Bonds") and the 2013C Bonds maturing on July 1 in the years 2024 through 2029 (the "Callable Premium Bonds") were sold at a price in excess of the amount payable at maturity in the case of the Noncallable Premium Bonds or their earlier call date in the case of the Callable Premium Bonds. Under the Code, the difference between the amount payable at maturity of the Noncallable Premium Bonds and the tax basis to the purchaser and the difference between the amount payable at the call date of the Callable Premium Bonds that minimizes the yield to a purchaser of a Callable Premium Bond and the tax basis to the purchaser (other than a purchaser who holds a Noncallable or Callable

Premium Bond as inventory, stock in trade or for sale to customers in the ordinary course of business) is "bond premium". Bond premium is amortized for federal income tax purposes over the term of a Noncallable Premium Bond and over the period to the call date of a Callable Premium Bond that minimizes the yield to the purchaser of the Callable Premium Bond. A purchaser of a Noncallable or Callable Premium Bond is required to decrease his adjusted basis in the Premium Bond by the amount of amortizable bond premium attributable to each taxable year he holds the Premium Bond. The amount of amortizable bond premium attributable to each taxable year is determined at a constant interest rate compounded actuarially. The amortizable bond premium attributable to a taxable year is not deductible for federal income tax purposes. Purchasers of the Noncallable or Callable Premium Bonds should consult their own tax advisors with respect to the precise determination for federal income tax purposes of the treatment of bond premium upon sale, redemption or other disposition of Noncallable or Callable Premium Bonds and with respect to the state and local consequences of owning and disposing of Noncallable or Callable Premium Bonds.

Under the Code, the difference between the principal amount of the 2013C Bonds maturing July 1 in the years 2031 through 2043 (the "Discount Bonds") and the initial offering price to the public, excluding bond houses and brokers, at which price a substantial amount of such Discount Bonds of the same maturity was sold constitutes original issue discount. Original issue discount represents interest which is excluded from gross income to the same extent, and subject to the same considerations discussed above, as other interest on the 2013C Bonds. Original issue discount will accrue over the term of a Discount Bond at a constant interest rate compounded actuarially. A purchaser who acquires a Discount Bond in the initial offering at a price equal to the initial offering price thereof as set forth on the cover page of the Official Statement for the Bonds will be treated as receiving an amount of interest excludable from gross income equal to the original issue discount accruing during the period he holds the Discount Bond, and will increase his adjusted basis in such Discount Bond by the amount of such accruing discount for purposes of determining taxable gain or loss on the sale or other disposition of such Discount Bond. The federal income tax consequences of the purchase, ownership and redemption, sale or other disposition of Discount Bonds, which are not purchased in the initial offering at the initial offering price may be determined according to rules which differ from those described above. Owners of Discount Bonds should consult their own tax advisors with respect to the precise determination for federal income tax purposes of interest accrued upon sale, redemption or other disposition of Discount Bonds and with respect to the state and local tax consequences of owning and disposing of Discount Bonds.

Information Reporting and Backup Withholding. Interest paid on tax-exempt bonds such as the 2013C Bonds is subject to information reporting to the Internal Revenue Service in a manner similar to interest paid on taxable obligations. This reporting requirement does not affect the excludability of interest on the 2013C Bonds from gross income for federal income tax purposes. However, in conjunction with that information reporting requirement, the Code subjects certain non-corporate owners of 2013C Bonds, under certain circumstances, to "backup withholding" at the rates set forth in the Code, with respect to payments on the 2013C Bonds and proceeds from the sale of 2013C Bonds. Any amount so withheld would be refunded or allowed as a credit against the federal income tax of such owner of 2013C Bonds. This withholding generally applies if the owner of 2013C Bonds (i) fails to furnish the payor such owner's social security number or other taxpayer identification number ("TIN"), (ii) furnished the payor an incorrect TIN, (iii) fails to properly report interest, dividends, or other "reportable payments" as defined in the Code, or (iv) under certain circumstances, fails to provide the payor or such owner's securities broker with a certified statement, signed under penalty of perjury, that the TIN provided is correct and that such owner is not subject to backup withholding. Prospective purchasers of the 2013C Bonds may also wish to consult with their tax advisors with respect to the need to furnish certain taxpayer information in order to avoid backup withholding.

State Taxes

The 2013C Bonds and the income thereon are not subject to taxation under the laws of the State of Florida, except estate taxes imposed by Chapter 198, Florida Statutes, as amended, and taxes under Chapter 220, Florida Statutes, as amended, on interest, income or profits on debt obligations owned by corporations as defined therein.

Florida laws governing the imposition of estate taxes do not provide for an exclusion of state or local bonds from the calculation of the value of the gross estate for tax purposes. Florida's estate tax is generally calculated on the basis of the otherwise unused portion of the federal credit allowed for state estate taxes. Under Chapter 198, Florida Statutes, all values for state estate tax purposes are as finally determined for federal estate tax purposes. Since state and local bonds are included in the valuation of the gross estate for federal tax purposes, such obligations would be included in such calculation for Florida estate tax purposes. Prospective owners of the 2013C Bonds should consult their own attorneys and advisors for the treatment of the ownership of the 2013C Bonds for estate tax purposes.

The 2013C Bonds and the income thereon are subject to the tax imposed by Chapter 220, Florida Statutes, on interest, income, or profits on debt obligations owned by corporations and other specified entities.

INDEPENDENT AUDITORS

The financial statements of Florida's Turnpike System as of and for the years ended June 30, 2013, and 2012, included in Appendix C of this Official Statement have been audited by Deloitte & Touche LLP, independent auditors, as stated in their report dated October 31, 2013 appearing therein, which included a paragraph emphasizing the System's adoption of Government Accounting Standards Board (GASB) Statement No. 60, Accounting and Financial Reporting for Service Concession Arrangements, and GASB Statement No. 63, Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position. Their opinion was unmodified with respect thereto.

Deloitte & Touche LLP, independent auditors, have not been engaged to perform and have not performed, since the date of their report included herein, any procedures on the financial statements addressed in that report. Deloitte & Touche LLP also has not performed any procedures relating to this official statement.

MISCELLANEOUS

Investment of Funds

All State funds are invested by either the State's Chief Financial Officer or the Board of Administration.

Funds Held Pursuant to the Resolution - The Resolution directs the manner in which funds held in the various funds and accounts for the Bonds may be invested. The Board of Administration manages the funds created pursuant to the Resolution, except for the Turnpike Plan Construction Fund, the Renewal and Replacement Fund and the General Reserve Fund, which are held in the State Treasury. Moneys in the funds and accounts may generally be invested and reinvested in Permitted Investments as defined in the Resolution, except that the Renewal and Replacement Fund and the General Reserve Fund may be invested as provided by law. All investments must mature not later than the dates on which moneys are needed for their authorized purposes. Income and interest received upon any investments of the moneys is deposited in the Revenue Fund and used in the same manner and order of priority as other moneys on deposit therein, unless otherwise provided by resolution; provided that investment earnings on moneys in the Rebate Fund and the Turnpike Plan Construction Fund are deposited therein, respectively.

Investment by the Chief Financial Officer - Funds held in the State Treasury are invested by internal and external investment managers. As of June 30, 2013, the ratio was approximately 58% internally managed funds, 39% externally managed funds, 4% Certificates of Deposit and 8% in an externally managed Security Lending program. The total portfolio market value on June 30, 2013, was $22,648,609,240.97.

Under State law, the Treasury is charged with investing funds of each State agency and the judicial branch. As of June 30, 2013, $14.432 billion of the investments in the Treasury consisted of accounts held by State agencies that are required by law to maintain their investments in the Treasury; additionally, $5.906 billion as of this date consisted of moneys held by certain boards, associations, or entities created by the State Constitution or by State law that are not required to maintain their investments with the Treasury and are permitted to withdraw these funds from the Treasury.

As provided by State law, the Treasury must be able to timely meet all disbursement needs of the State. Accordingly, the Treasury allocates its investments to provide for estimated disbursements plus a cushion for liquidity in instances of greater-than-expected disbursement demand.

To this end, a portion of Treasury's investments are managed for short-term liquidity and preservation of principal. The remainder is managed to obtain maximum yield, given the safety parameters of State law and Treasury's Comprehensive Investment Policy. Investments managed for short-term liquidity and preservation of principal are managed "internally" by Treasury personnel. Treasury personnel also manage approximately $2.8 billion to cash enhanced and intermediate strategies to provide additional return. The majority of investments managed for a maximum return are managed by "external" investment managers not employed by the State.

The Externally Managed Investment Program provides long-term value while limiting risk appropriately and provides a backup source of liquidity. External investment strategy focuses on medium-term and long-term fixed income securities, rather than money market instruments, in order to take advantage of higher returns historically achieved by such securities. Portfolio managers are hired to actively manage funds. These funds may be invested in U.S. Treasury government agency obligations, investment grade corporate debt, municipal debt, mortgage backed securities, asset backed securities, negotiable certificates of deposit, and U.S. dollar denominated investment-grade foreign bonds that are registered with the Securities and Exchange Commission. The managers may also use leveraging techniques such as forward purchase commitments, covered options, and interest rate futures.

Investment by the Board of Administration - The Board of Administration manages investment of assets on behalf of the members of the Florida Retirement System (the "FRS") Defined Benefit Plan. It also acts as sinking fund trustee for most State bond issues and oversees the management of a short-term investment pool for local governments and smaller trust accounts on behalf of third party beneficiaries.

The Board of Administration adopts specific investment policy guidelines for the management of its funds which reflect the long-term risk, yield, and diversification requirements necessary to meet its fiduciary obligations. As of June 30, 2013, the Board of Administration directed the investment/administration of 38 funds in over 500 portfolios.

As of June 30, 2013 the total market value of the FRS (Defined Benefit) Trust Fund was $132,382,915,266.23. The Board of Administration pursues an investment strategy which allocates assets to different investment types. The long-term objective is to meet liability needs as determined by actuarial assumptions. Asset allocation levels are determined by the liquidity and cash flow requirements of the FRS, absolute and relative valuations of the asset class investments, and opportunities within those asset classes. Funds are invested internally and externally under a Defined Benefit Plan Investment Policy Statement.

The Board of Administration uses a variety of derivative products as part of its overall investment strategy. These products are used to manage risk or to execute strategies more efficiently or more cost effectively than could be done in the cash markets. They are not used to speculate in the expectation of earning extremely high returns. Any of the products used must be within investment policy guidelines designed to control the overall risk of the portfolio.

The Board of Administration invests assets in 37 designated funds other than the FRS (Defined Benefit) Trust Fund. As of June 30, 2013, the total market value of these funds equaled $29,450,330,654.20. Each fund is independently managed by the Board of Administration in accordance with the applicable documents, legal requirements and investment plan. Liquidity and preservation of capital are preeminent investment objectives for most of these funds, so investments for these are restricted to high quality money market instruments (e.g., cash, short-term treasury securities, certificates of deposit, banker's acceptances, and commercial paper). The term of these investments is generally short, but may vary depending upon the requirements of each trust and its investment plan.

Investment of bond sinking funds is controlled by the resolution authorizing issuance of a particular series of bonds. The Board of Administration's investment policy with respect to sinking funds is that only U.S. Treasury securities, and repurchase agreements backed thereby, be used.

Bond Ratings

Standard & Poor's Ratings Services, Moody's Investors Service and Fitch Ratings (herein referred to collectively as "Rating Agencies"), have assigned their municipal bond ratings of AA-, Aa3 and AA-, respectively to the 2013C Bonds. Such ratings reflect only the respective views of such Rating Agencies at the time such ratings were issued, and an explanation of the significance of such ratings may be obtained from any of the respective rating agencies.

The State furnished to such Rating Agencies certain information and material in respect to the State and the 2013C Bonds. Generally, Rating Agencies base their ratings on such information and materials and on investigations, studies and assumptions made by the Rating Agencies. There is no assurance that such ratings will be maintained for any given period of time or that they may not be lowered, suspended or withdrawn entirely by the Rating Agencies, or any one of them, if in their or its judgment, circumstances warrant. Any such downward change in, suspension of or withdrawal of such ratings may have an adverse effect on the market price of the 2013C Bonds.

Certain companies provide either bond insurance or reserve account surety bonds on various series of Outstanding Bonds. The Rating Agencies have evaluated (and are continuing to evaluate) the effects of the downturn in the market for certain structured finance instruments, including collateralized debt obligations and residential mortgage backed securities, on the claims-paying ability of financial guarantors. The results of these evaluations have included and may include additional ratings affirmations, changes in rating outlook, reviews for downgrade, and downgrades. To date, the Rating Agencies have downgraded the following companies as indicated: Assured Guaranty Municipal Corp. (AG Muni - formerly, Financial Security Assurance Inc.) - S&P/AA-, Moody's/A2; and MBIA Insurance Corporation - S&P/B, Moody's/Caa2. Fitch has withdrawn its ratings for Ambac, Financial Guaranty Insurance Company (FGIC), MBIA, and AG Muni; Moody's and S&P have withdrawn their ratings for FGIC and Ambac. Potential investors are directed to the Rating Agencies for additional information on their ongoing evaluations of the financial guaranty industry and individual financial guarantors.

Verification of Mathematical Calculations

The arithmetical accuracy of the mathematical computations supporting the adequacy of the funds deposited to redeem the Refunded Bonds and interest earnings thereon to pay the principal of, redemption premium and interest on the Refunded Bonds will be verified by Causey Demgen & Moore, Inc., Certified Public Accountants, as a condition of the delivery of the 2013C Bonds.

Litigation

There is no litigation pending, or to the knowledge of the Department or the Division of Bond Finance, threatened, which if successful would have the effect of restraining or enjoining the issuance or delivery of the 2013C Bonds or questioning or affecting the validity of the 2013C Bonds or the proceedings and authority under which the 2013C Bonds are to be issued. The Department and the Division of Bond Finance from time to time engage in certain routine litigation the outcome of which would not be expected to have any material adverse effect on the issuance and delivery of the 2013C Bonds or the Turnpike System.

Legal Matters

The legal opinion of Greenberg Traurig, P.A., Miami, Florida, approving certain legal matters, will be provided on the date of delivery of the 2013C Bonds, as well as a certificate, executed by appropriate State officials, to the effect that to the best of their knowledge the Official Statement, as of its date and as of the date of delivery of the 2013C Bonds, does not contain an untrue statement of a material fact or omit to state a material fact which should be included herein for the purpose for which the Official Statement is intended to be used, or which is necessary to make the statements contained herein, in the light of the circumstances under which they were made, not misleading. A proposed form of the legal opinion of Bond Counsel is attached hereto as Appendix H.

Continuing Disclosure

The Department will undertake, for the benefit of the beneficial owners and the Registered Owners of the 2013C Bonds, to provide, or cause to be provided, certain financial information and operating data and to provide notices of certain material events. Such financial information and operating data will be transmitted to the Municipal Securities Rulemaking Board (the "MSRB") using its Electronic Municipal Market Acess System (EMMA). Any notice of material events will also be transmitted to the MSRB using EMMA. The form of the undertaking is set forth in Appendix I, "Form of Continuing Disclosure Agreement". This undertaking is being made in order to assist the underwriters in complying with Rule 15c2-12 of the Securities and Exchange Commission.

Neither the Department nor the Division of Bond Finance has failed to make any disclosures required by Rule 15c2-12.

Underwriting

Bank of America Merrill Lynch (the "Underwriter") has agreed to purchase the 2013C Bonds at an aggregate purchase price of $288,599,563.80 (which represents the par amount of the 2013C Bonds plus an original issue premium of $21,784,261.35 and minus the Underwriter's discount of $589,697.55. The Underwriter may offer and sell the 2013C Bonds to certain dealers (including dealers depositing bonds into investment trusts, including trusts managed by the Underwriter) at prices lower than the offering prices. The offering prices or yields on the 2013C Bonds set forth on the inside front cover may be changed after the initial offering by the Underwriter.

Execution of Official Statement

The execution and delivery of this Official Statement have been duly authorized by the Department and the Division of Bond Finance.

FLORIDA DEPARTMENT OF TRANSPORTATION

ANANTH PRASAD
Secretary

DIVISION OF BOND FINANCE OF THE STATE BOARD OF ADMINISTRATION OF FLORIDA on behalf of the STATE OF FLORIDA DEPARTMENT OF TRANSPORTATION

RICK SCOTT
Governor, as Chairman
of the Governing Board

J. BEN WATKINS III
Director
Division of Bond Finance

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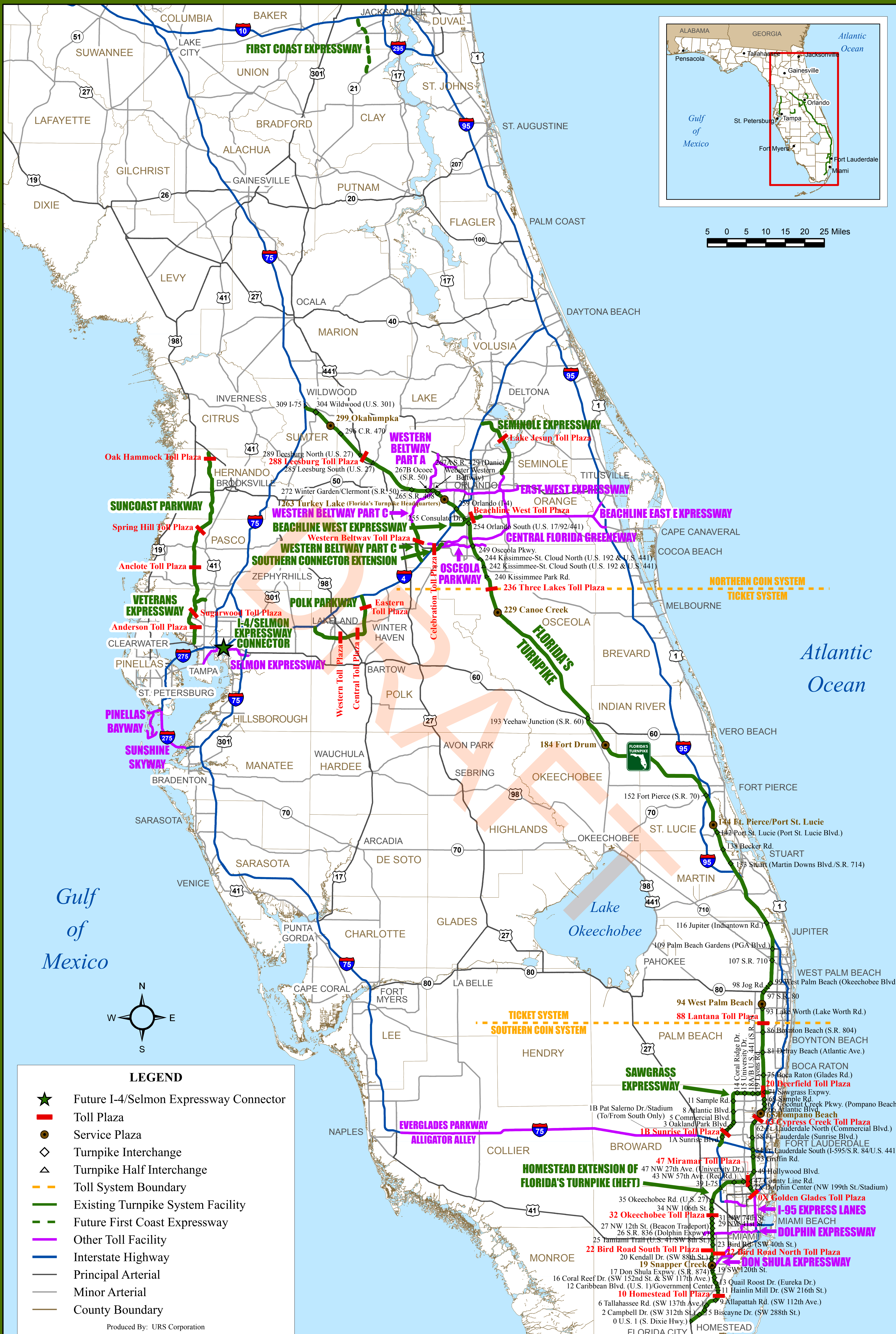

Map of Central and Southern Florida Showing
THE FLORIDA TURNPIKE SYSTEM

Sources: Florida Department of Transportation 2013; NAVTEQ 2012

dotstphgis/gisprojects/bond_map/layouts/bond_report_map_2013.mxd

APPENDIX A

TRAFFIC AND EARNINGS REPORT

FOR

FLORIDA'S TURNPIKE SYSTEM

In Connection With The

STATE OF FLORIDA
Department of Transportation
Turnpike Revenue Bonds, Series 2013C

October 2013

Prepared for the

Florida Department of Transportation

By

URS Corporation

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URS

October 4, 2013

Ms. Diane Gutierrez-Scaccetti
Executive Director and Chief Executive Officer – Florida's Turnpike Enterprise
Milepost 263, Florida's Turnpike, Bldg 5315, Turkey Lake Service Plaza
Ocoee, FL 34761

Dear Ms. Gutierrez-Scaccetti:

As requested, we have prepared this Traffic and Earnings (T&E) Report and developed projections of toll traffic, revenues and expenses for Florida's Turnpike System (1) in support of the State of Florida, Department of Transportation Turnpike Revenue Bonds, Series 2013C (the "2013C Bonds"). This bond sale will provide funding for various improvement projects as explained below.

1. INTRODUCTION – FLORIDA'S TRANSPORTATION INFRASTRUCTURE

In 1988 the Florida Transportation Commission (FTC) approved a proposed financing plan for Turnpike System improvements and expansion projects. Subsequently, a program of new projects was authorized for Florida's Turnpike by the Florida Legislature. To finance these projects, the Division of Bond Finance of the State Board of Administration of Florida issued, on behalf of and in the name of the Florida Department of Transportation (FDOT), Turnpike Revenue Bonds beginning in 1989. **Table 1** provides a history of all the bond issuances and a brief explanation of their individual purpose.

Table 1
Turnpike Revenue Bond History
Since 1989

Turnpike Revenue Bond Series	Purpose
1989A	Improvements to Turnpike System including new interchanges, widening, and the upgrade of toll collection equipment and safety enhancements.
1991A and 1992A	Construction of the Seminole Expressway-Project 1 in the Orlando Area and the Veterans Expressway in the Tampa Area.
1993A and 1997A	Refinance portions of the 1989, 1991 and 1992 Bonds.
1995A	Construction of the Polk Parkway between I-4 west of Lakeland and US 92 on the east side of Lakeland.
1998A	Complete construction of the Polk Parkway between from US 92 to a connection with I-4 northeast of Lakeland. Also funded acquisition of right-of-way and initial construction of Suncoast Parkway 1.
1998B	Complete construction of the Suncoast Parkway 1.
1999A	Reimburse certain prior expenditures for the Suncoast Parkway 1 and fund improvements to the existing Turnpike System.
2000A	Fund widening improvements on existing system and Suncoast Parkway costs related to toll equipment and reimbursement of preliminary engineering costs.
2000B	Fund existing system widening, interchange modifications and right-of-way acquisition, bridge replacement and to complete the defeasance of the Broward County Expressway Authority Bonds ("Sawgrass Expressway Bonds").
2003A and B	Refinance portions of the 1993A and 1995 Bonds.

(1) Interchangeably referred to in this report as Florida's Turnpike, Turnpike, and System.

2003C	Fund system improvements and a portion of the Daniel Webster Western Beltway - Part C expansion project.
2004A	Continue construction of the Daniel Webster Western Beltway - Part C, several widening projects and SR 408 interchange modification.
2005A	Refinance portions of the 2000A Bonds.
2006A	Complete construction of the Daniel Webster Western Beltway - Part C, fund several widening projects, open road tolling capacity improvements, new interchanges, interchange modifications and various Intelligent Transportation System (ITS) improvements. Also refund a portion of the 1998B Bonds.
2007A	Continue construction of several widening projects, open road tolling capacity improvements, new interchanges, interchange modifications, various ITS improvements, Beachline West toll plaza express lanes, construct a new Traffic Management Center and widening of the Mainline in Orange County.
2008A	Continue financing ongoing projects including widening projects, open road tolling and traffic management improvements, new interchanges and capacity improvements. Also used for new interchange on the Suncoast Parkway, Polk Parkway SunPass lanes, and a widening of the Mainline in Orange County. Also to refund the 1997A Bonds.
2009A and B	Continue construction of several widenings, interchanges, toll plaza renovations and traffic management improvements, fund new projects including widening and ITS improvements on the Beachline West, open road tolling improvements on the Seminole Expressway, canal protection on the Sawgrass Expressway, widening of the Mainline in Orange and Broward Counties, a new interchange and widening at Pace Road on the Polk Parkway, and electronic tolling improvements on the HEFT.
2010A and B	Continue financing ongoing projects including several widening projects, capacity improvements, open road tolling improvements, a new interchange, new projects including widening of the Mainline in Broward County, canal protection on the Mainline in Indian River County and partial funding of the I-4/Selmon Expressway Connector in Tampa. Several completed projects were also reimbursed from the proceeds. Also used to refund a portion of the 1998A, 1999A, and 2000B Bonds.
2011A	Fund ongoing projects including widening projects on the Mainline in Orange and Broward Counties, widening and completion of an interchange on the Polk Parkway, open road tolling improvement on the Seminole Expressway, a canal protection on the Mainline in Indian River County, continuation of canal protection on the Mainline in Osceola County, a ramp bridge improvement on the Mainline in Palm Beach County (Indiantown Road), and reconstruction of service plazas along the Mainline. Also used to refund a portion of the 2003C Bonds.
2012A	Construct the I-4/Selmon Expressway Connector, fund initial widening of the Veterans Expressway from Memorial Highway to Gunn Highway, a canal protection project on the Mainline in Lake County, a ramp bridge improvement on the Mainline in Palm Beach County (PGA Boulevard) and refund a portion of the 1998A and 1999A Bonds.
2013A and B	Refinance all of the outstanding 2003A and 2003B Bonds.

Proceeds from this 2013C bond sale will provide funding for the widening of Veterans Expressway in Hillsborough County from Memorial Hwy to Gunn Hwy, widening the Homestead Extension of Florida's Turnpike in Miami-Dade County from Hainlin Mill Drive (SW 216th Street) to Kendall Drive (SW 88th Street), a Canal Protection Project in Sumter County between MP 298 and MP 309, and construction of First Coast Expressway a Turnpike expansion project in Clay and Duval Counties from Blanding Boulevard to Interstate 10.

The centerfold map of this Official Statement shows the transportation network of central and southern Florida and the eight service plazas of Florida's Turnpike, with its interconnected system of highways serving the major cities in the region. As indicated on the map, the highway network consists of a combination of toll roads (the Turnpike System highlighted in green and other toll facilities shown in purple), other limited-access expressways (principally the Interstate Highway System), and an extensive system of state highways connecting all the major cities and recreational areas. Due to space constraints, the map does not show the interchanges on expansion projects (except for Sawgrass Expressway).

1.1 Florida's Turnpike System

Florida's Turnpike System consists of several components. The Mainline extends in a north-south direction from I-75 at Wildwood in Sumter County to Florida City in southern Miami-Dade County, with an east-west segment that provides a travel connection between the Mainline and the metro area of Orlando in Orange County. Within the Mainline are five sub-components: Homestead Extension of Florida's Turnpike (HEFT), Southern Coin System, Ticket System, Northern Coin System and Beachline West Expressway (formerly known as the Bee Line West Expressway). The Turnpike System also includes the Sawgrass Expressway in Broward County, Seminole Expressway in Seminole County, Veterans Expressway in Hillsborough County, Southern Connector Extension in Orange and Osceola counties, Polk Parkway in Polk County, Suncoast Parkway in Hillsborough, Pasco and Hernando counties, and Western Beltway, Part C in Orange and Osceola counties.

1.1.1 Mainline

The Mainline of Florida's Turnpike System is 320 miles long. It consists of the 265-mile expressway between Wildwood/I-75 in central Florida and Miami (Golden Glades), the 47-mile HEFT in Miami-Dade County and the eight-mile Beachline West in Orlando. The interchange numbering system, based on mileposts (MP), starts at "0" in Florida City and ends with the I-75 junction at MP 309. As shown on the map, the Turnpike Mainline serves all major east coast communities between Miami and Fort Pierce. North of Fort Pierce, the Mainline turns inland passing south and west of Orlando in the vicinity of Walt Disney World, and joins I-75 north of Wildwood. Opened in stages between 1957 and 1974, the north-south portion of the Turnpike Mainline currently has access at 66 interchanges.

The HEFT portion of the Mainline extends from the junction at Miramar west and then south to US 1 at Florida City, the gateway to the Florida Keys. While forming a beltway around Miami and other older coastal cities, such as Hialeah and Coral Gables, county development has, since its opening to traffic, extended westward to and beyond the HEFT. The road has become an urban commuting facility as well as a long-distance intercity highway serving commercial and recreational traffic (a portion of this 2013C Bond proceeds will be used to widen both directions of the HEFT from Hainlin Mill Drive to Kendall Drive. This same characteristic applies to the Turnpike Mainline throughout Miami-Dade, Broward and Palm Beach counties.

Fuel and restaurant facilities are provided at all eight conveniently spaced service plazas albeit the Snapper Creek Service plaza provides limited food service. The Mainline interchanges and service areas and the principal cities served by the Turnpike Mainline (excluding the Beachline West Expressway) are shown in **Table 2**, listed from south to north.

The eight-mile Beachline West Expressway (designated Toll 528), opened in 1973, extends from I-4 just east of Walt Disney World to the vicinity of the Orlando International Airport, where it connects directly to the Orlando-Orange County Expressway Authority (OOCEA) Beachline Expressway. The OOCEA facility provides a connection to Orlando International Airport and, via the continuation of SR 528, to Cape Canaveral and the Kennedy Space Center. The Beachline West Expressway has five intermediate entrances and exits, including an interchange for Sea World. At its midpoint, it connects with the rest of the Turnpike Mainline and US 17/92/441 at the Orlando-South interchange at MP 254.

Table 2
Mainline Interchanges and Service Areas

Milepost No.	Designation	Area Served
1-19	(11 HEFT Interchanges)	Southwest Miami-Dade County
❖	*Snapper Creek Service Plaza*	-
20-47	(11 HEFT Interchanges)	West/North Miami-Dade County
0X	Golden Glades	Miami, Metropolitan Miami-Dade County
3X	Dolphin Center	Pro Player Stadium, North Miami-Dade County
47	HEFT Junction/Miramar	Miramar, West/South Miami-Dade County
47	NW 27th Avenue	Miramar, Carol City
47	County Line Road	Miramar, East Miami-Dade County
49	Hollywood Boulevard	Hollywood, Hallandale
53	Griffin Road	Dania, Davie
54	I-595/SR 84	Fort Lauderdale, Port Everglades
58	Sunrise Boulevard	Fort Lauderdale, Sunrise, Plantation
62	Commercial Boulevard	Fort Lauderdale, Tamarac
❖	*Pompano Service Plaza*	-
66	Atlantic Boulevard	Pompano Beach, Margate, Coconut Creek
67	Coconut Creek Parkway	Pompano Beach, Margate, Coconut Creek
69	Sample Road	Coral Springs
71	Sawgrass Expressway	Deerfield Beach, Coral Springs
75	Boca Raton	Boca Raton
81	Delray Beach	Delray Beach
86	Boynton Beach	Boynton Beach
93	Lake Worth	Lake Worth
❖	*West Palm Service Plaza*	-
97	SR 80	West Palm Beach
*98	Jog Road	West Palm Beach
99	West Palm Beach (Okeechobee Boulevard)	West Palm Beach
107	SR 710	West Palm Beach
109	PGA Boulevard	Palm Beach Gardens
116	Jupiter	Jupiter
133	Stuart	Stuart
138	Becker Road	Stuart
142	Port St. Lucie	Port St. Lucie
❖	*Fort Pierce Service Plaza*	-
152	Fort Pierce	Fort Pierce, I-95 North
❖	*Fort Drum Service Plaza*	-
193	Yeehaw Junction	Tampa via SR 60
❖	*Canoe Creek Service Plaza*	-
**240	Kissimmee Park Road	Kissimmee, Walt Disney World
***242	Kissimmee/St. Cloud (South)	Kissimmee, Walt Disney World
***244	Kissimmee/St. Cloud (North)	Kissimmee, Walt Disney World
249	Osceola Parkway	Kissimmee, Walt Disney World
254	Orlando-South/Beachline Expressway	Orlando, Cape Canaveral, Walt Disney World
259	I-4/Orlando	Orlando, Walt Disney World
❖	*Turkey Lake Service Plaza*	-
265	Holland East-West Expressway	Orlando
267A	SR 429	Ocoee, Winter Garden, Apopka
267B	Orlando-West/Ocoee	Orlando, Ocoee, Winter Garden, Apopka
272	SR 50/Clermont	Clermont, Lake County
***285	Leesburg (US 27 South)	Leesburg, Clermont, Lake County
***289	Leesburg (US 27 North)	Leesburg, Tavares, Lake County
296	CR 470	Lake and Sumter Counties
❖	*Okahumpka Service Plaza*	-
304	Wildwood	Wildwood
309	I-75	Ocala and North

* Partial interchange to and from the south only.
** Partial interchange to and from the north only.
*** Split interchange ramps, the total of which serve all traffic movements.

Several widenings are incorporated in the Capital Plan that will increase the capacity and access to the Mainline as shown in **Table 3**.

Table 3
Five Year Work Program On Mainline

From	To	Direction	Widening	Segment
Interstate 4 (Milepost 0)	Turnpike Mainline (Milepost 4)	Northbound and Southbound	2 to 3 Lanes. Includes Express Lanes (Each Direction)	Beachline West
SW 288th Street (Milepost 5)	SW 216th Street (Milepost 12)	Northbound and Southbound	2 to 3 Lanes (Each Direction)	HEFT
SW 216th Street (Milepost 12)	South of Kendall Drive (Milepost 19)	Northbound and Southbound	Hainlin to N. of Eureka Dr. 2 to 4 Lanes N. of Eureka Dr. to Kendall Drive 3 to 4 Lanes (Each Direction)	HEFT
South of Kendall Drive (Milepost 19)	SW 40th Street (Milepost 24)	Northbound and Southbound	3 to 5 Lanes (Each Direction)	HEFT
SW 40th Street (Milepost 24)	SR 836 (Milepost 26)	Northbound and Southbound	3 to 5 Lanes (Each Direction)	HEFT
Griffin Road (Milepost 53)	Interstate 595 (Milepost 54)	Northbound	3 to 4 Lanes (Northbound)	Southern Coin

In addition to widening projects, various other improvements, such as interchange modifications and plaza conversions to SunPass® dedicated lanes, are under construction or planned. New interchanges, widening and various operating improvement projects are deemed viable and needed transportation projects that will enable the System to accommodate future growth in ridership.

1.1.2 Sawgrass Expressway

Originally constructed by the Broward County Expressway Authority and opened to traffic in 1986, the Sawgrass Expressway was authorized by Section 338.2275(4), Florida Statutes (1990) to be acquired by the FDOT, and is now operated under the management of the Florida's Turnpike Enterprise.

As previously mentioned, Turnpike Revenue Bonds, Series 2000B were issued in FY 2001 and a portion of the proceeds were used to defease the remaining outstanding Broward County Expressway Authority Bonds thereby eliminating the need for a separate accounting of the revenues, operation and maintenance expenses, and debt service requirements associated with the Sawgrass Expressway. As such, this information is consolidated with data from Florida's Turnpike operations in this report.

The Sawgrass Expressway (designated SR 869) extends westward from Powerline Road to the Turnpike at MP 71 and then southward to the junction of I-75/595, a distance of 23 miles. I-75 connects with the HEFT further south in Miami-Dade County. With nine intermediate interchanges, the Sawgrass Expressway serves Broward County communities (e.g., Coral Springs, Tamarac, Sunrise, Plantation, and Weston) as well as the developing areas in western Broward County. It is also a feeder route from these communities to the Gulf Coast via I-75 north (Alligator Alley), Miami via I-75 south, and Key West via I-75 and the HEFT. The Sawgrass Expressway provides access to the BB&T Arena.

During the 1990's, the Sawgrass Expressway experienced significant traffic growth. As such, the Turnpike widened the southern section from Sunrise Boulevard to Atlantic Boulevard from four to six lanes, a portion of which was funded by the 2003C Bond proceeds. Additionally, the Turnpike also widened the remainder of this facility from Atlantic Boulevard to the Mainline. A portion of the 2004, 2006, 2007A, and 2008A Bond proceeds were used to fund the widening of the northern end of this facility from Coral Ridge Drive to the Mainline. In addition to this northern end segment, the 2006A, 2007A, 2008A, 2009A and 2010B Bond proceeds were used to fund the widening of the middle section from Atlantic Boulevard to Coral Ridge Drive.

1.1.3 Seminole Expressway

The Seminole Expressway (designated SR 417) is an 18-mile extension of the Central Florida GreeneWay (a major four-lane divided highway) from the Orange County line to a connection with I-4 west of Sanford. The southerly half-mile of the facility, which opened in FY 1989, was acquired from the Seminole County Expressway Authority in April 1990. The next 11.5 miles north of the four-lane facility opened to traffic in stages between January and June 1994 and includes a two-mile bridge over Lake Jesup, which previously had been an impediment to mobility in central Seminole County. The Turnpike constructed this portion of the facility with proceeds from the 1991 Bonds. In September 2002, the six-mile extension of the Seminole Expressway north to its terminus with I-4 was completed. This portion of the facility was constructed through a combination of federal funds, state funds, right-of-way bond funds and a federally-funded State Infrastructure Bank loan.

From south to north, there are seven intermediate interchanges on the facility at SR 426/Aloma Avenue, Red Bug Lake Road, SR 434, CR 427/Sanford Avenue/Lake Mary Boulevard, US 17/92, CR 46A, and Rinehart Road. With these interchanges, the Seminole Expressway serves the fastest growing areas of the county by connecting them directly to Sanford, Orlando, and the regional highway network.

1.1.4 Veterans Expressway

The Veterans Expressway extends 15 miles from Independence Parkway (near SR 60/Courtney Campbell Causeway west of Tampa International Airport) to SR 597/Dale Mabry Highway in northern Hillsborough County. A portion of the 1991 Bonds and all of the 1992 Bonds were used to finance this four-lane facility (designated SR 589), which opened to traffic in October 1994 as planned. The facility is fed on the south end by the two-mile expressway connecting with I-275 in the commercially developed Westshore area of Hillsborough County. The Veterans Expressway provides an alternate to the congested Dale Mabry Highway and the north-south section of I-275. In order to provide better access to/from the facility, a portion of the 2004 Bonds were used to widen the segment of SR 60 leading to the Veterans Expressway from I-275.

The former Eisenhower Boulevard was upgraded to expressway standards with frontage roads. This section is the southern two miles of the facility, between Courtney Campbell Causeway and Hillsborough Avenue (on the west side of Tampa International Airport.) Beyond Hillsborough Avenue, the remaining 13 miles are within new right-of-way north to Van Dyke Road and then easterly to Dale Mabry Highway. Between Courtney Campbell Causeway and Dale Mabry Highway, intermediate interchanges are provided at Independence Parkway, Memorial Highway, Hillsborough Avenue, Waters Avenue, Anderson Road, Linebaugh Avenue, Wilsky Boulevard, Gunn Highway, Ehrlich Road, Hutchison Road and Van Dyke Road, along with a connection to the Suncoast Parkway (see **Section 1.1.7**). A portion of the 2012A Bond proceeds were used to begin widening the Veterans Expressway in both directions from Memorial Highway to Gunn Highway. A portion of the 2013C Bond proceeds will be used to continue widening this roadway section.

1.1.5 Southern Connector Extension

The Southern Connector Extension is a six-mile, four-lane expressway that was jointly funded by the Turnpike from general funds and other public and private sector partners including Osceola and Orange counties and the Transportation Development Group Trust. Consequently, no additional bonds were sold to finance this facility. Construction of the Southern Connector Extension was completed in FY 1996.

This facility connects the Central Florida GreeneWay, designated SR 417, to I-4 in Osceola County. There are interchanges with US 192 via Celebration Avenue and Osceola Parkway. In addition to providing an alternate to congested I-4 in the Walt Disney World area, the Southern Connector Extension provides direct access to World Drive and to Disney's Celebration City.

1.1.6 Polk Parkway

The Polk Parkway (designated SR 570) is a 25-mile limited-access expressway in Polk County. The facility, which was completed in December 1999, provides a beltway around the southern and eastern perimeters of the City of Lakeland. The heavier traffic volumes on the western and central sections of the facility require four lanes. Two lanes were deemed sufficient in the early years for the lighter traffic volumes on the eastern side of Lakeland.

The Polk Parkway has interchanges at I-4/west, Old Tampa Highway (CR 542), Airport Road (SR 572), Waring Road Extension, Harden Boulevard, South Florida Avenue (SR 37), Lakeland Highlands Road, US 98, SR 540, US 92, CR 546 and I-4/east. There are mainline toll plazas east of South Florida Avenue, east of US 98 and north of US 92. A portion of the 2011A Bond proceeds were used to build a new interchange at Pace Road, opening to traffic in November 2011. A portion of the proceeds were also used to widen this facility from Pace Road to the I-4 interchange from two lanes to four.

1.1.7 Suncoast Parkway

The Suncoast Parkway (also designated SR 589) is a 42-mile, four-lane, limited-access expressway extending north from the Veterans Expressway near Van Dyke Road in Hillsborough County through Pasco County to US 98 in northern Hernando County. The Suncoast Parkway provides an alternate to congested US 19, US 41 and I-75 in this corridor. The facility opened from the Veterans Expressway to SR 50 in February 2001, and to US 98 in August 2001. The Parkway has intermediate interchanges at Van Dyke Road, SR 54, SR 52, County Line Road (CR 578), Spring Hill Drive, SR 50 and US 98. There are three barrier toll plazas and four sets of ramp toll plazas.

1.1.8 Daniel Webster Western Beltway, Part C

The Daniel Webster Western Beltway, Part C is the newest addition to the Turnpike's expansion facilities. This 22-mile, four lane facility (designated SR 429) was constructed through a joint partnership between the Turnpike and the OOCEA. The Turnpike owns and operates the southernmost 11 miles of this facility, which extends from I-4 in Osceola County to Seidel Road in Orange County. It is comprised of approximately 5 miles from Seidel Road to US 192 which opened to traffic in December 2005. The remaining 6 miles to I-4 opened to traffic in December 2006. A portion of the 2006A bond proceeds were used to complete construction of this facility. This joint Turnpike/OOCEA toll facility provides an alternate north-south route between US 441 (Orange Blossom Trail) northwest of Apopka to the Turnpike Mainline in Ocoee (west of Orlando) and continues to I-4 south of Walt Disney World. The Turnpike section of the roadway includes interchanges at Seidel Road, Disney World/Hartzog Road, US 192, Sinclair Road and I-4.

1.2 Other Transportation Facilities

In addition to the Turnpike System, FDOT operates, directly or through lease-purchase agreements or other agreements with local expressway authorities, numerous other toll facilities throughout the state. The Department-operated facilities that do not connect to the Turnpike are the Pinellas Bayway System and Sunshine Skyway Bridge. The Department-operated facilities that connect to the Turnpike are the Alligator Alley, Beachline East Expressway and 95 Express. The I-75/Alligator Alley connects to the southern portion of the Sawgrass Expressway in Broward County. The Beachline Expressway connects to the Northern Coin System through the Beachline Expressway in Orange County. The 95 Express connects to the beginning of the Southern Coin System in Miami-Dade County. These five facilities are shown on the centerfold map in purple.

Additionally, the Beachline Expressway, Holland East-West Expressway, Central Florida GreeneWay, and Western Beltway in Orange County, which connect with the Turnpike, are operated by OOCEA. Likewise, the Dolphin Expressway and Don Shula Expressway in Miami-Dade County, which also connect with the Turnpike, are both operated by the Miami-Dade Expressway Authority (MDX). These facilities are also shown on the centerfold map in purple.

Three of Florida's four major interstate highways connect with the Turnpike:

- I-75 feeds traffic into the Turnpike's northern end via a high-speed direct interchange (MP 309) north of Wildwood. Turnpike traffic to and from I-75 is generated from north Florida, the Florida "panhandle" and Gulf states via I-10, Atlanta, and the Midwest states as far north as Michigan and Canada. I-75 then proceeds southwesterly, serving Florida's southern Gulf coast before rejoining (via Alligator Alley) the HEFT in Miami-Dade County at MP 39.

- I-95 brings traffic from as far north as the New England states into the Turnpike's Ticket System at SR 70 near Fort Pierce in St. Lucie County. From this interchange I-95 parallels the Turnpike for a distance of 109 miles in southeast Florida, serving the older ocean-front communities throughout Broward and Miami Dade Counties. In addition to its role as the first long-distance highway facility serving Florida's southeast coast, I-95 and the Turnpike has evolved into a major commuter road for the other communities to its west, such as Margate, Plantation, Sunrise, Tamarac, Coral Springs and Wellington. Additional new communities served by the Turnpike include Acreage and Royal Palm Beach which are unincorporated areas of Palm Beach County.

- I-4 traverses Florida between I-95 in Daytona Beach and I-75/275 in Tampa in a northeast to southwest direction, connecting with the Southern Connector Extension in Polk County, the Turnpike Mainline at MP 259, the Beachline West Expressway between Orlando and Walt Disney World, the Polk Parkway, the Daniel Webster Western Beltway, Part C, and the Seminole Expressway to the west of Sanford.

The other major highways in central and south Florida are shown on the centerfold map. These include, among others, US 1, which parallels I-95, US 27 from Miami up through the middle of the State, US 41 generally paralleling I-75, and US 19 from St. Petersburg and Clearwater northward through Levy County. The major east-west routes serving as feeder routes to the Turnpike are US 41 (Naples-Miami), SR 80/US 441 (Fort Myers-West Palm Beach), SR 70 (Sarasota-Fort Pierce), SR 60 (Clearwater-Vero Beach) and SR 50 (Weeki Wachee-Titusville). These cross-state routes connect with the Turnpike at Miami (MP 25 via US 41), West Palm Beach (MP 97 via SR 80), Fort Pierce (MP 152 via SR 70), Yeehaw Junction (MP 193 via SR 60), and Orlando-West and Clermont (MP 267 and 272 via SR 50).

International airports in the vicinity of the Turnpike System include Miami, Fort Lauderdale, West Palm Beach, Orlando, Sanford and Tampa. In addition, extensive bus service is provided throughout the state. Of Florida's 14 Deep-water Seaports ranking third annually in cargo tonnage handled and cruise ship passengers within the Atlantic and Gulf States, eight are in the vicinity of the Turnpike System and include Tampa, St. Petersburg, Miami, Palm Beach, Fort Pierce, Key West, Everglades, and Canaveral.

The South Florida Regional Transportation Authority's Tri-County Commuter Rail operates local service between Miami-Dade County and Palm Beach County. This service was instituted in 1989 to help relieve congestion on parallel I-95. In 2012, ridership grew by 5.1 percent over 2011 reaching approximately 4.1 million riders; a total only exceeded previously in 2008, when the rail system carried over 4.3 million commuters and leisure travelers. There has been no noticeable change in traffic on the Turnpike since the inception of the Tri-Rail service.

Additional intercity passenger rail service is available through the Central and South Florida Amtrak facilities in the vicinity of the Turnpike System. Amtrak stations are located in Miami, Hollywood, Ft. Lauderdale, Deerfield Beach, Delray Beach, West Palm Beach, Okeechobee, Sebring, Winter Haven, Lakeland, Kissimmee, Orlando, Winter Park, Sanford, Deland, Tampa, St. Petersburg, Wildwood, Palatka, and Waldo (Gainesville area). Intercity rail service is provided by Amtrak, on a twice-a-day schedule, to and from Miami, Fort Lauderdale and West Palm Beach, via Orlando, and once-a-day via Ocala and Tampa, from Jacksonville, the Carolinas and the northeast. The Amtrak service between Miami and Orlando, with its frequent stops makes the trip a five-hour journey.

All Aboard Florida (AAF), an entirely owned company of Florida East Coast Industries (FECI) is developing a privately operated intercity passenger rail service along the existing 195-mile Florida East Coast Corridor between Miami and the Space Coast (Cocoa) and with the addition of 40 route miles of new track along the Beachline Expressway into Central Florida. Stations are currently planned for downtown Miami, downtown Ft. Lauderdale, downtown West Palm Beach and the future South Terminal at the Orlando International Airport. The passenger service will offer frequent, regularly scheduled service throughout the day with a travel time for a one-way trip between Miami and Orlando of about three hours with a likely fare costing around $100.00.

AAF has had an investment grade financial viability study completed along with an independent peer review of the ridership and revenue forecasting methods. One conclusion of their analysis is that the proposed passenger rail service will not affect freight capacity in the rail corridor. Their analysis also estimates the net difference between Turnpike toll revenues lost from auto diversion to AAF rail service and new Turnpike toll revenues generated by auto access to the rail stations, to be negligible. In addition, the Turnpike estimated the impact of AAF on its facilities to be minimal. Further impact analysis will be merited once the planning level AAF fares, alignment, and service characteristics are finalized.

SunRail is a 61.5-mile planned commuter rail project traversing four counties in Central Florida (Volusia, Seminole, Orange and Osceola). Phase One is a 32-mile segment between DeBary in Volusia County and Southeast Orlando in Orange County that will include 12 stations and is scheduled to begin operations by Spring 2014. A future 29-mile extension will expand the rail system north to Deland and south through the City of Kissimmee in Osceola County to the Poinciana area adding five additional rail stations. This extension is scheduled to be in operation by 2016. Based on a review of the current planned north-south rail alignment and the station locations for SunRail as compared to the northwest to southeast alignment of the Turnpike Mainline through Central Florida, it is determined that the geographic area served by the two different transportation modes is sufficiently separated to result in negligible traffic impacts along the Turnpike Mainline.

2. TOLL COLLECTION AND HISTORICAL TRAFFIC, REVENUE AND EXPENSES

Florida’s Turnpike System utilizes several methods of toll collection and typically collects a higher toll rate on the expansion projects. The Turnpike has the authority to raise tolls as rule making under Chapter 120, Florida Statutes. The procedure includes a rule development phase which involves a published notice and an optional rule development workshop unless requested; and the filing of the proposed rule with the Secretary of State, with an effective date at least 20 days after being filed. In addition, the Turnpike has Legislative authority to index tolls based on the Consumer Price index (CPI).

2.1 Existing Turnpike System

The barrier/ramp (coin) system is used on all existing Turnpike segments and expansion projects other than the segment between Boynton Beach and Kissimmee on the Mainline, which uses a ticket system of toll collection.

Under legislative mandate to equalize the per-mile toll rates on the Turnpike System and to partially fund the Turnpike improvement and expansion programs, tolls were increased and/or modified on the Mainline in 1989, 1991, 1993, and 1995. The combined impact of these toll adjustments (referred to as

Stages I, II, III-A, and III-B) was a doubling of the average toll rate per mile from three cents to six cents. Subsequent to July 1995, toll rates remained unchanged until March 2004.

In March 2004, tolls were increased on the Mainline, Sawgrass Expressway, Seminole Expressway, Veterans Expressway and Southern Connector Extension. This toll rate increase was for cash customers only, at approximately 25 percent rounded to the quarter. The toll for SunPass® customers remained the same, effectively giving these customers a discount and contributing to an increase in SunPass® participation levels. For example, the two-axle toll at the Golden Glades barrier plaza increased from 75 cents to $1.00, representing the 25 percent increase rounded to the quarter (i.e., effectively a 33 percent increase). However, SunPass® customers at this location continue to pay a 75 cent toll. A toll rate increase was not implemented on the Polk Parkway and Suncoast Parkway expansion projects in order to allow traffic to continue to ramp-up on these newer facilities.

Additionally, a ten percent SunPass® frequent-user discount had also been in effect on all sections of the Turnpike since the implementation of SunPass®. The discount was prompted by legislation directing the Department to perform a pilot project when the SunPass® program was implemented, offering at least a ten percent discount to Turnpike commuters who used SunPass® on the Turnpike. The Department determined that the pilot project discount would be offered as a ten percent volume-based retroactive discount to all patrons, regardless of vehicle classification (i.e., number or axles), who paid tolls with SunPass® 40 or more times a month per transponder. The discount was registered on the patron's account at the beginning of each calendar month for all transactions incurred during the previous month. Given the reduced toll rates for SunPass® transactions as compared to cash transactions, beginning with the toll increase in March 2004, this ten percent discount program was discontinued on all sections of the Turnpike System.

In 2007, the Legislature amended Section 338.165, Florida Statutes, to require the Turnpike System and other FDOT-owned facilities to index toll rates on existing toll facilities to the annual Consumer Price Index (CPI) or similar inflation indicator effective as of July 1, 2007. Toll rate adjustments for inflation may be made no more frequently than once a year and must be made no less frequently than once every five years as necessary to accommodate cash toll rate schedules. Toll rates may be increased beyond these limits as directed by bond documents, covenants, or governing body authorization or pursuant to Department administrative rule. Pursuant to this requirement, the Turnpike examined a variety of inflation measures including the Consumer Price Index (CPI), the Producer Price Index (PPI), and the Gross Domestic Product (GDP) by state. The Turnpike selected CPI because it is simple, directly linked to consumer behavior, and flexible enough to indicate regional and national patterns.

The Statutes required the indexing of tolls to occur on or before June 30, 2012. Pursuant to this requirement, on June 24, 2012, cash tolls were indexed using the percentage change between CPI for the five years ending December 31, 2010 and 2005, which is 11.7 percent. The cash rate was then adjusted up to the next higher quarter for collection efficiency. The SunPass® toll rates were set a quarter less than the adjusted cash toll rates, while the TOLL-BY-PLATE, license plate image based tolling System on the HEFT where cash is not accepted, toll rates were increased to be equal to the adjusted cash toll rates. The Turnpike used the most recent five years for which CPI was reported to reflect the period of time between the passage of legislation in 2007 and the public involvement process in 2011 (2011 CPI was not yet available at that time).

For subsequent years, the SunPass® and TOLL-BY-PLATE toll rates are adjusted annually based on year-over-year actual change in CPI and rounded to the nearest penny. The cash toll rate will be adjusted every five years by the change in CPI over the previous 5 years and adjusted to the next higher quarter. The second toll rate indexing was implemented on July 1, 2013 affecting SunPass® and TOLL-BY-PLATE rates only and reflects an adjustment of 2.1 percent based on the year-over-year actual change in CPI for 2012. These changes along with other toll modifications are shown in **Table 4**.

SunPass® is a registered trademark of the Florida Department of Transportation.

Table 4
Toll Increases and Toll Modifications

Toll Stage	Date of Implementation	Approx. Toll Increase	Turnpike Section	Remarks and Other Toll Changes
I	February 1989	75%	HEFT	—
		150%	Beachline West	—
	April 1989	40%	Mainline	Ticket System
	August 1990	-	Mainline	Golden Glades – Lantana (Southern Coin Conversion)
II	July 1991	30%	Mainline	Lantana – Wildwood (Ticket System)
III-A	July 1993	50%	Mainline	Golden Glades – Lantana (Southern Coin System)
		30%	Mainline	Lantana – Wildwood (Ticket System)
III-B	July 1995	50%	HEFT	Delayed from July 1993 due to legislative action (due to Hurricane Andrew)
Post Stage III	July 1995	—	Beachline West	Beachline West ("N minus 1" truck tolls)
	August 1995	—	Mainline	Kissimmee – Wildwood (Northern Coin Conversion) Osceola Parkway interchange
	January 1996	—	Mainline	One-year Demonstration Project: reduced tolls for large trucks only (5 or more axles) on the Southern Coin System and Ticket System (Lantana to Fort Pierce)
	November 1996	—	HEFT	Ramp tolls added at the Biscayne Drive, Allapattah Road and Coral Reef Drive interchanges
	December 1996	—	Mainline	Reinstatement of normal tolls for large trucks following the Demonstration Project
	May 1999	—	Turnpike System	A ten percent discount offered to frequent SunPass® users
	July 1999	—	HEFT	Ramp tolls added at the Bird Road interchange after relocation of the Tamiami Plaza
	June 2001	—	HEFT	Ramp and tolls added at Campbell Drive interchange
	June 2002	—	HEFT	Ramp tolls added to Okeechobee Road (US 27) interchange
	September 2002	—	Ticket	New interchange at SR 80
	March 2004	25%	Turnpike System (excluding Polk and Suncoast)	Cash customers only (rounded to the quarter). No increase for SunPass® users.
	March 2004	—	Turnpike System	Removal of ten percent SunPass® frequent-user discount
	January 2005	—	Northern Coin	New interchange at CR 470
	July 2006	—	Ticket	New interchange at SR 710 (SunPass®-only interchange)
	January 2007	—	Northern Coin	New interchange at Kissimmee Park Road (SunPass®-only partial interchange)
	May 2007	—	Ticket System	New interchange at Becker Road (SunPass®-only interchange)
	September 2007	—	Ticket System	New interchange at Jog Road (SunPass®-only partial interchange)
	April 2010	—	HEFT	New interchange at NW 74th Street (SunPass®-only interchange)
	February 2011	—	HEFT	Conversion to All-Electronic Tolling (TOLL-BY-PLATE rates $0.25 higher than SunPass® rates at 9 toll plazas)
	June 2012	34%	Turnpike System	Increase in cash, TOLL-BY-PLATE and SunPass® toll rates as required by the Legislature. Cash and TOLL-BY-PLATE toll rates indexed by 11.7% rounded to the next higher quarter. SunPass® toll rates set $0.25 less than adjusted cash toll rates. With this methodology, no increase in SunPass® toll rates on Suncoast Parkway, Polk Parkway and Western Beltway, Part C
	July 2013	2.1%	Turnpike System	No increase in cash tolls. TOLL-BY-PLATE and SunPass® toll rates increased by 2.1% rounded to the nearest penny as required by the Legislature.

In addition to these toll rate increases, and to fully comply with the 1988 Florida Legislature's intent of equalizing the toll structure, plans were developed to add toll collection to certain interchanges on the HEFT, thereby eliminating toll-free movements. This was referred to as the HEFT Close-up Project. As a result, the tolling of three interchanges (Coral Reef Drive, Allapattah Road and Biscayne Drive) was completed in November of 1996. In addition, in June 2001, new ramps and tolls were added to the Campbell Drive interchange, and in June 2002, ramp tolls were added to the Okeechobee Road interchange.

Another similar project, completed in FY 2001, is the relocation of the Tamiami Toll Plaza to a location between the Bird Road interchange (MP 23) and the North Kendall Drive interchange (MP 20) and the corresponding subsequent tolling of the ramps to and from the north at Bird Road. The main purpose of this project is to increase the capacity and level of service at the Tamiami Toll Plaza (renamed Bird Road Toll Plaza). The project also eliminated the toll-free movements for southbound entry and northbound exit at Bird Road.

In another effort to equalize the toll structure within each vehicle class, the Turnpike changed the toll formula at the Beachline West Toll Plaza in July 1995 and the Northern Coin System, upon conversion in August 1995, to the "N minus 1" toll calculation methodology. Using this method, the truck toll equals the passenger car toll multiplied by the number of axles minus one. This structure, which is consistently applied on all coin segments of the Mainline and all expansion projects, is deemed equitable and has the advantage of making toll collection easier to control and audit. As a result of this conversion, the toll for 3+ axle vehicles increased. In the future, it is the Turnpike's intent that all new facilities open with the "N minus 1" toll schedule. For the Ticket System, however, the toll will remain on a straight per-axle basis.

To facilitate access to the Turnpike Mainline, two new interchanges were added to the Northern Coin System (CR 470 in January 2005 and Kissimmee Park Road in January 2007), three new interchanges were added to the Ticket System (SR 710 in July 2006, Becker Road in May 2007 and Jog Road in September 2007), and one new interchange was added to the HEFT (NW 74th Street in April 2010). Turnpike policy provides that all new interchanges will utilize electronic toll collection only (no cash). As such, all of these new interchanges do not accept cash (except for CR 470 designed prior to the new policy). The CR 470 interchange (MP 296) helps relieve congestion at the nearby US 27 interchange. The Kissimmee Park Road interchange (MP 240) is a partial interchange with tolled ramps to and from the north that provide additional access for the City of St. Cloud and helps relieve congestion at US 192. A $3 million capital contribution by the city, through a partnership agreement with the Turnpike, brought this project to construction. The SR 710 interchange (MP 107) in Palm Beach County relieves congestion at PGA Boulevard to the north and Okeechobee Boulevard to the south. The Becker Road interchange (MP 138) was designed and constructed by the City of Port St. Lucie to provide additional access prompted by new developments in the area. Jog Road (MP 98) in Palm Beach County on the Ticket System is a partial interchange with tolled ramps to and from the south that helps relieve congestion at Okeechobee Boulevard to the north and SR 80 to the south. NW 74th Street (MP 31) in Miami-Dade County on the HEFT is a new Turnpike interchange that provides access to the HEFT from the City of Doral, and relieves congestion at NW 41st Street to the south and NW 106th Street to the north.

Table 5 compares the various sections of Florida's Turnpike System with other Florida toll roads and with a cross-section of toll roads nationwide (the facilities in the table are listed in descending order based on per-mile rate). The toll rates below for the Turnpike facilities reflect the most recent toll rate increase, which went into effect on July 1, 2013. The toll levels on the Turnpike's six most recent expansion projects are higher than the Mainline and Sawgrass Expressway, as originally planned.

Table 5
Comparative Passenger Car Tolls

Toll Facility	Full-Length Distance (miles)	Passenger Car Toll (A)	Per-Mile Rate (cents)
Delaware Turnpike	11	$4.00	36.4
Miami Airport Expressway (B)	4	1.00	25.0
Miami Gratigny Parkway	5	1.00	20.0
OOCEA East-West Expressway	22	3.82	17.4
Tampa Lee Roy Selmon Crosstown Expressway	15	2.50	16.7
Sam Houston Tollway (C)	70	11.65	16.6
Dallas North Tollway	32	4.89	15.3
Miami Don Shula Expressway	7	1.00	14.3
Miami Dolphin Expressway (B)	14	2.00	14.3
OOCEA Central Florida GreeneWay	33	4.38	13.3
Florida's Turnpike/Southern Connector Extension	**6**	**0.77**	**12.8**
Hardy Toll Road (Texas)	23	2.90	12.6
Florida's Turnpike/Polk Parkway	**25**	**3.06**	**12.2**
Florida's Turnpike/Veterans Expressway	**15**	**1.79**	**11.9**
OOCEA Beachline Main and Airport Sections	23	2.72	11.8
New Jersey Turnpike (D)	118	13.85	11.7
Florida's Turnpike/Seminole Expressway	**18**	**2.04**	**11.3**
Florida's Turnpike/Daniel Webster Western Beltway, Part C	**11**	**1.02**	**9.3**
Florida's Turnpike/Sawgrass Expressway	**23**	**2.04**	**8.9**
New Hampshire Turnpike (Blue Star) (E)	16	1.40	8.8
Atlantic City Expressway	44	3.75	8.5
Pennsylvania Turnpike (Mainline Only) (F)	360	28.74	8.0
Maryland JFK Memorial Highway (G)	50	4.00	8.0
Florida's Turnpike/Suncoast Parkway	**42**	**3.06**	**7.3**
Florida's Turnpike Mainline (H)	**320**	**21.54**	**6.7**
Maine Turnpike (I)	109	6.45	5.9
Garden State Parkway (F)	173	8.25	4.8
Ohio Turnpike	241	11.25	4.7
New York Thruway (Mainline Section 1)	390	17.43	4.5
West Virginia Turnpike (J)	88	3.90	4.4
Kansas Turnpike	236	9.75	4.1
Alligator Alley	78	2.81	3.6
Indiana Toll Road (Ticket + Barrier System)	157	4.65	3.0
Massachusetts Turnpike (Western Turnpike – Interchanges 1 - 14)	120	2.70	2.3

Notes: (A) Electronic toll collection rates unless otherwise indicated, cash toll amounts may be higher.
(B) Per-mile rate based on one-way eastbound travel.
(C) Includes the Houston Ship Channel Bridge toll of $1.50.
(D) Peak period and weekend.
(E) Toll discount available only to New Hampshire EZ Pass holders. Others pay $2.00 toll.
(F) Round trip toll divided by 2.
(G) Round trip toll divided by 2. Maryland E-Z Pass holders pay $3.60.
(H) Florida City to Wildwood/I-75.
(I) Effective November 1, 2012. Toll discount available only to Maine E-Z Pass holders. Others pay $7.00 toll.
(J) Toll discount available only to West Virginia E-Z Pass holders. Others pay $6.00 toll.

2.1.1 Mainline/HEFT – Florida City-Miramar

Starting at the south end of the Mainline at Florida City, tolls are collected with across-the-road toll gantries designated at Homestead, Bird Road and Okeechobee; a connection to the Golden Glades-Wildwood segment through the Miramar Plaza (MP 47); and ramp tolls at Campbell Drive, Biscayne Drive, Allapattah Road, Coral Reef Drive, SW 120 Street, Kendall Drive, Bird Road/SW 40 Street, US 41, NW 12 Street, NW 41 Street, NW 74 Street, NW 106 Street, Okeechobee Road, NW 57 Avenue, and NW 27 Avenue. As previously mentioned, a toll rate increase was implemented in FY 2013 on the HEFT. **Table 6** shows the HEFT tolls currently in effect by vehicle classification and payment method.

Table 6
Mainline/HEFT Tolls
by Vehicle Class

No. of Axles	Barriers	Ramps: Allapattah Rd NW 27th Ave NW 74th St	Ramps: Campbell Dr, Coral Reef Dr, NW 12th St, US 41, NW 41st St, Okeechobee Rd, NW 57th Ave, Biscayne Dr, SW 120th St, N. Kendall Dr, SW 40th St, NW 106th St
SunPass®			
2	$1.02	$0.77	$0.51
3	2.04	1.54	1.02
4	3.06	2.31	1.53
5	4.08	3.08	2.04
add'l	1.02	0.77	0.51
TOLL-BY-PLATE			
2	$1.28	$1.02	$0.77
3	2.56	2.04	1.54
4	3.84	3.06	2.31
5	5.12	4.08	3.08
add'l	1.28	1.02	0.77

On the northern half of the HEFT, between the Bird Road Toll Plaza and the Mainline, the combination of barrier and ramp tolls comprise essentially a closed system, with no toll-free use of the Turnpike. The southern half of the HEFT presently permits some toll-free usage for local, short-distance movements on the north side of the Homestead Toll Plaza, which has been the case ever since the facility opened in 1974. As previously mentioned, the tolling of the ramps (to/from north) at the Bird Road interchange and the relocation of the Bird Road Toll Plaza south of Bird Road has significantly decreased this toll-free usage.

The HEFT is the first facility on Florida's Turnpike to be converted to All-Electronic Tolling (AET) beginning on February 19, 2011. Cash toll payments are no longer accepted on this facility. Customers must now pay their tolls electronically using a SunPass® transponder or the new TOLL-BY-PLATE program, which is based on the identification of the registered owner of the vehicle after a license plate image is captured in the lane. TOLL-BY-PLATE customers have the option to establish a video account with prepaid tolls, or pay upon receiving a monthly invoice reflecting the TOLL-BY-PLATE rates, which are comparable to cash toll rates. TOLL-BY-PLATE customers without a prepaid balance are assessed a flat administrative charge of $2.50 on their monthly invoice to recover the cost of administering this payment option. The TOLL-BY-PLATE administrative charge is authorized by Florida Statute 338.231 (3) (b) that became effective on July 1, 2009. The Statute authorizes the Turnpike to fix, adjust, charge and collect such amounts needed to recover the cost associated with administering various toll collection payment methods, including video billing.

FY 2013 marked the second full year of AET conversion on the HEFT. Traffic on the HEFT grew approximately 1.5 percent, while the revenue increased 37.1 percent compared to the preceding fiscal year. This increase surpassed the traffic and toll revenue growth on the Turnpike System of 0.6 percent growth in traffic and 25.2 percent in toll revenue. The effect of the AET conversion on the HEFT continues to be positive with no adverse impact on toll revenue collections.

2.1.2 Mainline/Southern Coin System – Golden Glades/Miramar-Boynton Beach

The section of the Turnpike Mainline between Golden Glades and Boynton Beach (Lantana) was converted from the ticket to the coin method of toll collection in August 1990 to better integrate the Turnpike into the urban highway network of Miami-Dade, Broward and Palm Beach counties; to improve operating conditions at the ticket plazas; and to provide free-flow conditions at the I-595 interchange (MP 54), where, under coin toll collection, no ramp tolls are required.

Under this system, the Golden Glades Toll Plaza (MP 0X) and the HEFT/Miramar Toll Plaza (MP 47) were converted to coin operation. In addition, a new barrier plaza was constructed at Cypress Creek, midway between the interchanges at Commercial Boulevard (MP 62) and Coconut Creek Parkway (MP 67); and a new southern ticket terminus plaza was constructed at Lantana, "sealing off" the Ticket System north of that point. All of the intermediate interchanges between Golden Glades and Lantana were converted to ramp coin operation. As such, the Southern Coin System is a completely closed toll system; i.e., no one can use it without paying a toll.

By vehicle classification and payment method, the Southern Coin System current tolls implemented on July 1, 2013 (as shown in **Table 7**) correspond to those listed in **Table 6** for the HEFT, and thereby provide a degree of toll uniformity, as follows:

Table 7
Mainline/Southern Coin System Tolls
by Vehicle Class

		Ramps		
No. of Axles	Barriers*	Dolphin Center County Line Rd* Commercial Blvd. Boynton Beach	Hollywood Blvd Sunrise Blvd Pompano Beach Delray Beach	Griffin Rd Sample Rd Boca Raton
SunPass®				
2	$1.02	$0.77	$0.51	$0.26
3	2.04	1.54	1.02	0.52
4	3.06	2.31	1.53	0.78
5	4.08	3.08	2.04	1.04
add'l	1.02	0.77	0.51	0.26
Cash/TOLL-BY-PLATE				
2	$1.25/$1.28	$1.00/$1.02	$0.75	$0.50
3	2.50/2.56	2.00/2.04	1.50	1.00
4	3.75/3.84	3.00/3.06	2.25	1.50
5	5.00/5.12	4.00/4.08	3.00	2.00
add'l	1.25/1.28	1.00/1.02	0.75	0.50

* Miramar Mainline and County Line Road plazas included in conversion to All-Electronic Tolling on February 19, 2011.

2.1.3 Mainline/Ticket System – Boynton Beach-Kissimmee

Tolls on the Mainline/Ticket System just north of the Boynton Beach interchange (MP 86) and just south of the Kissimmee South interchange (MP 242) are collected through the use of entry-exit tickets (except for SunPass® customers), whereby each motorist who enters the Ticket System at the Lantana or Three Lakes (south of Kissimmee) Toll Plazas, or any of the interchanges in between, is given a toll card with the encoded vehicle class and interchange designation. When leaving the Turnpike, the motorist surrenders the card and pays a toll proportional to the distance traveled (at 6.3 or 8.3 cents-per-mile for SunPass® or cash customers, respectively) and vehicle classification (with tolls for vehicles with more than two-axles proportional to the two-axle rate). The Ticket System, most suitable for long-distance intercity toll roads, requires that the non- SunPass® motorist stop twice: once to pick up a ticket and once to pay the toll.

The Ticket System has two Mainline toll plazas and 12 tolled interchanges. The current full-length two-axle toll between the north ramps at the Boynton Beach interchange and the south ramps at the Kissimmee South interchange is $12.90 for cash customers ($9.79 for SunPass® customers). However, the amount shown on the ticket card and collected from the cash customer is $15.40 ($11.84 for SunPass®), because tolls collected on the Ticket System include an adjustment ($2.50 for two-axle cash customers and $2.05 for SunPass® customers) for vehicles traveling to and from the Ticket System into the Northern and Southern Coin Systems. Although collected on the Ticket System, this adjustment allows customers to extend their trips north of Three Lakes Toll Plaza to Ocoee on the Northern Coin System, or south of Lantana Toll Plaza to Sawgrass Expressway without stopping again to pay an additional toll. **Table 8** presents the internal toll adjustments collected at the Ticket System barrier plazas and how the toll revenues are allocated to the Northern Coin and Southern Coin Systems.

Table 8
Toll Adjustment

Ticket Terminus	Toll by Number of Axles				Addl. Axle
	2	3	4	5	
SunPass®					
Three Lakes Plaza*	$1.28	$1.92	$2.56	$3.20	$0.64
Lantana Plaza**	0.77	1.17	1.56	1.95	0.39
Cash					
Three Lakes Plaza*	$1.50	$2.25	$3.00	$3.75	$0.75
Lantana Plaza**	1.00	1.50	2.00	2.50	0.50

* Northern Coin System adjustment collected on the Ticket System.
** Southern Coin System adjustment collected on the Ticket System.

2.1.4 Mainline/Northern Coin System – Kissimmee-Wildwood

Having converted the Golden Glades-Boynton Beach section of the Mainline from the ticket to the coin method of toll collection in 1990, the Department initiated plans in 1991 to convert the northern section of the Turnpike, from Kissimmee to Wildwood, from ticket to coin tolls to better integrate the Turnpike into the expanding Orlando regional area (designated the Northern Improvement Project). The conversion was made in August 1995 and the old ticket plaza in Wildwood was replaced with a Mainline toll plaza at Leesburg (MP 288). The Three Lakes Plaza (MP 236) “seals off” the Ticket System south of that point.

The Northern Improvement Project permitted the Turnpike/Holland East-West Expressway interchange (MP 265) to operate under free-flow conditions and enabled the Department to open the northerly ramps at the SR 50/Clermont interchange (MP 272). With the opening of the Western Beltway interchange (MP 267A) in Orange County, free-flow traffic movements are also provided to and from the Beltway.

The Northern Coin System is 67 miles in length, with its current full-length toll at $4.09 or $4.50 for SunPass® or cash customers, respectively (Leesburg barrier toll of $2.81 or $3.00 plus a toll adjustment of $1.28 or $1.50, respectively, collected at the Three Lakes Plaza). By vehicle classification and payment method, the current tolls on the Northern Coin System (shown in **Table 9**) are classified by the same toll multiples as those on the HEFT and Southern Coin System of the Mainline.

Table 9
Mainline/Northern Coin System Tolls
by Vehicle Class

No. of Axles	Leesburg Barrier	Ramps				
		US 192/Kissimmee US 27/Leesburg	Kissimmee Park Rd*	Osceola Parkway CR 470	US 441/Orlando Consulate Dr.	I-4/Orlando SR 50/Clermont
SunPass®						
2	$2.81	$1.28	$1.28	$1.02	$0.77	$0.51
3	5.62	2.56	2.56	2.04	1.54	1.02
4	8.43	3.84	3.84	3.06	2.31	1.53
5	11.24	5.12	5.12	4.08	3.08	2.04
add'l	2.81	1.28	1.28	1.02	0.77	0.51
Cash						
2	$3.00	$1.50	N/A	$1.25	$1.00	$0.75
3	6.00	3.00	N/A	2.50	2.00	1.50
4	9.00	4.50	N/A	3.75	3.00	2.25
5	12.00	6.00	N/A	5.00	4.00	3.00
add'l	3.00	1.50	N/A	1.25	1.00	0.75

* Kissimmee Park Road is a SunPass®-only partial interchange tolled to and from the north.

2.1.5 Mainline/Beachline West Expressway – Orlando

In an effort to spur tourism and promote central Florida's beaches, the Bee Line Expressway was designated the Beachline Expressway effective July 2005. Tolls on the Beachline West Expressway are collected at a single barrier (coin) toll plaza located between the Turnpike Mainline and Orlando International Airport, where the facility feeds (west of the Airport) into the Beachline Expressway operated by the OOCEA. The current $0.77 passenger car toll for SunPass® customers ($1.00 for cash customers), covers the entire eight-mile length of the facility. There are no ramp toll plazas at the four intermediate interchanges between the Turnpike Mainline and I-4. This permits toll-free use of the Beachline West Expressway for local movements in this area, a condition that has existed since the facility opened in 1974.

As mentioned previously, the Department adjusted the truck tolls on the Beachline West Expressway during July 1995 (i.e., conversion to "N minus 1") to bring them up to the same toll multiples as those on the coin sections of the Mainline and all expansion projects. **Table 10** shows the Beachline West Expressway tolls currently in effect by vehicle classification.

Table 10
Mainline/Beachline West Expressway Tolls
by Vehicle Class

No. of Axles	Barrier
SunPass®	
2	$0.77
3	1.54
4	2.31
5	3.08
add'l	0.77
Cash	
2	$1.00
3	2.00
4	3.00
5	4.00
add'l	1.00

2.1.6 Total Mainline – Traffic and Revenue

Total Mainline traffic and toll revenues over the past ten years are shown in **Table 11**. The table also summarizes SunPass® participation since FY 2004.

Table 11
Mainline Traffic and Toll Revenue
FY 2004-2013

Fiscal Year	Traffic Transactions			Toll Revenue		Average Toll
	Transactions (000)	**Percent Change**	**SunPass® Participation**	**Amount (000)**	**Percent Change**	
2004	407,734	+10.3%	43.6%	$390,459	+16.1%*	$0.958
2005	424,321	+4.1	51.7	438,469	+12.3*	1.033
2006	447,905	+5.6	54.0	467,807	+6.7	1.044
2007	463,642	+3.5	60.9	487,686	+4.2	1.052
2008	441,380	-4.8	65.1	461,567	-5.4	1.046
2009	415,942	-5.8	67.8	428,124	-7.2	1.029
2010	422,237	+1.5	70.5	432,970	+1.1	1.025
2011	431,586	+2.2	76.3	434,230	+0.3	1.006
2012	440,023	+2.0	80.7	439,961	+1.3	1.000
2013	442,857	+0.6	81.5	550,715	+25.2**	1.244

* Includes the impact of toll rate increase and discontinuation of SunPass® discount.
** Includes the impact of the toll rate increase.

A significant increase in toll revenue in FY 2004 and FY 2005 is partly attributed to the toll rate increase and discontinuation of the SunPass® discount that impacted toll revenue in the last four months of FY 2004 and the first eight months in the following fiscal year. The traffic growth in FY 2005 and FY 2006 diminished due to approximately 21 and 23 days, respectively, of toll suspension to aid in the evacuation and recovery of repeated hurricanes. In FY 2007, traffic, population and tourism exceeded prior year levels. However, the diminished traffic growth in FY 2007 is attributed to the beginning of a marked downturn in Florida's housing sector and declining growth in tourism and population. In 2008, for the first time in decades, the Mainline experienced a decline in both traffic and toll revenue. Primary attributing factors for the decline include rising unemployment caused by the continued economic slowdown, as well as the significant rise in fuel prices that resulted in lower than anticipated vehicle traffic. In FY 2009, traffic and toll revenue continued to decline as a result of the persistent economic recession. In addition, the continued decline in home values, consumer confidence and consumer spending led to a significant decrease in both passenger and truck traffic on the Turnpike. In FY 2010 and FY 2011, traffic and toll revenue increased slightly as the Turnpike began to experience the early signs of slow recovery following the recession. In FY 2012, the Turnpike experienced an increase in both traffic and toll revenue due to the continued economic recovery, as well as the toll rate increase that impacted toll revenue during the last week of June 2012. The SunPass® and Cash toll rate CPI index adjustment implemented in June 2012 is reflected in the 25.2 percent increase in toll revenue and equally significant an increase of 0.6 percent in transactions. Overall, the Mainline continues to provide significant financial strength for the Turnpike System, representing 73 percent of total gross toll revenues in FY 2013.

The deployment of SunPass® enables higher traffic capacity and ensures further growth. When the toll rate increase was implemented in FY 2004, cash customers were offered a choice to convert to SunPass® and avoid a toll rate increase. This incentive significantly boosted SunPass® participation. More than 81 percent of motorists in FY 2013 chose to pay with SunPass® compared to 76 percent in FY 2011. This substantial increase is largely attributed to conversion of the HEFT to AET (first full year in FY 2012) and the effective customer-centric programs that promote the benefits of SunPass®. The SunPass® participation rate continued to grow in FY 2013 despite the toll rate index adjustment. SunPass® participation is expected to continue to grow.

Other events contributing to traffic growth include the opening of additional interchanges. These Mainline interchanges, as shown in **Table 12**, have made the Turnpike more accessible, particularly for local users. The table lists these interchanges starting in 1990 in order to be consistent with the year when the Florida legislature authorized the Turnpike's Expansion projects.

Table 12
Mainline Interchanges
Opened Since 1990

Interchange			
MP	**Location**	**County**	**Opened**
43	NW 57th Avenue	Miami-Dade	August 1990
29	NW 41st Street	Miami-Dade	April 1993
86	Boynton Beach Boulevard	Broward	April 1993
19	SW 120th Street	Miami-Dade	May 1993
272	SR 50	Orange	May 1993
47	HEFT/Miramar Junction*	Broward	February 1994
66	Atlantic Boulevard	Broward	March 1995
249	Osceola Parkway	Osceola	August 1995
34	NW 106th Street	Miami-Dade	April 1996
267A	SR 429	Orange	October 2001
97	SR 80	Palm Beach	September 2002
296	CR 470	Lake	January 2005
107	SR 710	Palm Beach	July 2006
240	Kissimmee Park Road	Osceola	January 2007
138	Becker Road	St. Lucie	May 2007
98	Jog Road	Palm Beach	September 2007
31	NW 74th Street	Miami-Dade	April 2010

* Additional ramps allowing traffic to use the Turnpike between Golden Glades and the HEFT.

The Mainline serves the full range of vehicles, from passenger cars (local/short-distance and recreational/long-distance) to commercial vehicles up to the largest tractor-trailer combinations. As depicted in **Table 13**, FY 2013 data indicates that approximately six percent of the traffic on the Mainline consisted of vehicles with three or more axles, while these vehicles generated about 20 percent of the Mainline toll revenues.

Table 13
FY 2013 Mainline Traffic and Toll Revenue by Vehicle Class

	Traffic		Toll Revenue		
No. of Axles	**Transactions (000)**	**Percent**	**Amount (000)**	**Percent**	**Average Toll**
2	416,326	94.0%	$438,340	79.6%	$1.053
3	6,200	1.4	14,050	2.5	2.266
4	4,871	1.1	17,374	3.2	3.567
5+	15,460	3.5	80,951	14.7	5.236
Total	442,857	100.0%	$550,715	100.0%	$1.244

In its early days, the Turnpike served primarily long-distance traffic with an increase in traffic in the winter months. With the increase in Florida's year-round population, the Turnpike currently serves a combination of commuters, recreational travel, and commercial vehicles. Due to this change in the types of traffic, there is only a slight increase in traffic in the winter months and the overall monthly traffic does not vary greatly from month to month. As observed in previous years, the high month tends to be March at about 9 percent above the average month, and the low month is usually September, at approximately 4 percent below the average.

2.1.7 Sawgrass Expressway

Tolls on the 23-mile Sawgrass Expressway are collected at two mainline barriers (Sunrise and Deerfield) and at seven pairs of ramp toll locations. **Table 14** presents the current Sawgrass Expressway tolls at the nine toll locations.

Table 14
Sawgrass Expressway Tolls
by Vehicle Class

No. of Axles	Barriers	Ramps: Oakland Park Blvd Lyons Rd	Ramps: Commercial Blvd US 441/SR 7 Atlantic Blvd	Ramps: Sample Rd University Dr
SunPass®				
2	$1.02	$0.77	$0.51	$0.26
3	$2.04	0.77	0.51	0.26
4	$3.06	0.77	0.51	0.26
5	$4.08	0.77	0.51	0.26
add'l	$1.02	-	-	-
Cash				
2	$1.25	$1.00	$0.75	$0.50
3	$2.50	1.00	0.75	0.50
4	$3.75	1.00	0.75	0.50
5	$5.00	1.00	0.75	0.50
add'l	$1.25	-	-	-

Like the Turnpike Mainline, the Sawgrass Expressway cash tolls are in 25 cent increments, which represent a simplification (implemented by the Turnpike District in 1993) of the Sawgrass Expressway toll schedule that had been in effect when the Turnpike acquired the facility in 1990. At the two barriers, the Sawgrass Expressway tolls are classified by the same toll multiples as those on the Mainline/Southern Coin section of the Turnpike to which it connects, but the ramp tolls are not stratified by vehicle class due to their general unattended toll operation. Similar to the Mainline, a toll rate increase in FY 2012 was implemented for both cash and SunPass® customers. In addition, SunPass® toll rates were indexed on July 1, 2013.

Historical traffic and toll revenue for the Sawgrass Expressway is shown in **Table 15**. The substantial growth rates reflect the intensification of land development westward toward the Expressway. Similar to the Mainline, the diminished growth in FY 2007 is attributed to a marked downturn in Florida's housing sector, declining growth in tourism and population, and an increase in motor fuel prices. The decline in both traffic and toll revenue in FY 2008 is primarily attributable to rising unemployment caused by the continued economic slowdown, as well as rising fuel prices. In FY 2009, traffic and toll revenue continued to decline as a result of the persistent economic recession and due to temporary construction activities related to the conversion of both barrier toll plazas to Open Road Tolling (ORT). The increase in both traffic and toll revenue in FY 2010 and FY 2011 is attributed to the early signs of slow recovery following the recession. In FY 2012 and FY 2013, the facility experienced an increase in both traffic and toll revenue due to the continued economic recovery, as well as the toll rate increase that impacted toll revenue during the last week of June 2012.

Table 15
Sawgrass Expressway Traffic and Toll Revenue
FY 2004-2013

Fiscal Year	Traffic: Transactions (000)	Traffic: Percent Change	Traffic: SunPass® Participation	Toll Revenue: Amount (000)	Toll Revenue: Percent Change	Average Toll
2004	62,033	+5.7%	52.7%	$42,609	+9.7%	$0.687
2005	64,927	+4.7	60.6	47,124	+10.6	0.726
2006	69,610	+7.2	63.6	50,419	+7.0	0.724
2007	71,164	+2.2	70.7	52,538	+4.2	0.738
2008	69,503	-2.3	72.5	50,902	-3.1	0.732
2009	67,810	-2.4	76.8	48,121	-5.5	0.710
2010	69,662	+2.7	79.9	49,702	+3.3	0.714
2011	70,584	+1.3	82.8	50,314	+1.2	0.713
2012	72,179	+2.3	84.6	51,360	+2.1	0.712
2013	72,195	0.0	86.3	66,579	+29.6*	0.922

* Includes the impact of the toll rate increase.

2.1.8 Seminole Expressway

As an integral part of the Central Florida GreeneWay, the Seminole Expressway was planned as an extension of the OOCEA toll system already in place in Orange County. Like the coin system components of the Turnpike Mainline and OOCEA's Holland East-West Expressway and Central Florida GreeneWay, the Seminole Expressway operates under a closed barrier/ramp (coin) toll collection system.

One barrier plaza is located north of the Lake Jesup Bridge. Ramp toll plazas are also located on the southerly ramps at SR 426/Aloma Avenue, Red Bug Lake Road and SR 434, all south of Lake Jesup. After the extension of the Expressway north to its terminus with I-4, completed in September 2002, ramp toll plazas were also completed on the northerly ramps at CR 427, US 17/92 and CR 46A. The passenger car toll at the Lake Jesup Plaza is $2.04 for SunPass® customers ($2.25 for cash customers), representing a toll rate of 11.3 cents-per-mile (12.5 cents-per-mile for cash customers) for the 18 miles between the Orange County line and I-4. As an expansion project, these tolls are above the per-mile toll rates charged to SunPass® and cash customers on the Mainline.

In the following **Table 16** the current Seminole Expressway tolls are presented by vehicle class and payment method, with the same toll multiples as those on the other coin sections of the Turnpike System.

Table 16
Seminole Expressway Tolls
by Vehicle Class

No. of Axles	Lake Jesup Barrier	Ramps: SR 434	Ramps: Red Bug Lake Rd CR 427 US 17/92	Ramps: SR 426/ Aloma Ave CR 46A
SunPass®				
2	$2.04	$0.77	$0.51	$0.26
3	4.08	1.54	1.02	0.52
4	6.12	2.31	1.53	0.78
5	8.16	3.08	2.04	1.04
add'l	2.04	0.77	0.51	0.26
Cash				
2	$2.25	$1.00	$0.75	$0.50
3	4.50	2.00	1.50	1.00
4	6.75	3.00	2.25	1.50
5	9.00	4.00	3.00	2.00
add'l	2.25	1.00	0.75	0.50

The Seminole Expressway, from SR 426/Aloma Avenue to US 17/92 south of Sanford, was opened to traffic in stages between January and June 1994. The southerly half-mile, from the Orange County line to SR 426 (where it connects with the OOCEA section of the Central Florida GreeneWay) was acquired from the Seminole County Expressway Authority in 1990. The Expressway was extended northward in segments between January and May 1994 from SR 426 to US 17/92. Finally, in September 2002 the facility was extended six miles to its northern terminus with I-4. Seminole Expressway traffic and toll revenues for the past ten years are depicted in **Table 17**.

Table 17
Seminole Expressway Traffic and Toll Revenue
FY 2004-2013

	Traffic			Toll Revenue		
Fiscal Year	**Transactions (000)**	**Percent Change**	**ETC Participation**	**Amount (000)**	**Percent Change**	**Average Toll**
2004*	29,123	+13.0%	58.6%	$27,403	+17.7%	$0.941
2005**	32,216	+10.6	59.5	31,221	+13.9	0.969
2006**	34,408	+6.8	63.8	34,542	+10.6	1.004
2007	35,908	+4.4	67.6	36,539	+5.8	1.018
2008	35,719	-0.5	69.4	36,138	-1.1	1.012
2009	32,765	-8.3	70.4	32,488	-10.1	0.992
2010	31,168	-4.9	72.3	30,882	-4.9	0.991
2011	31,117	-0.2	74.4	30,763	-0.4	0.989
2012	31,265	+0.5	75.6	31,457	+2.3	1.006
2013	30,819	-1.4	80.0	38,473	+22.3***	1.248

* FY 2004 is first full year of operation.
** Traffic and toll revenue reflects ramp-up.
*** Includes the impact of the toll rate increase.

The significant increases noted in traffic and toll revenue from FY 2004 to FY 2006 on the Seminole Expressway are due to the continuing effects of ramp-up, land development in the corridor, and the completion of the six-mile extension in September 2002. Additionally, as previously mentioned, a toll rate increase in FY 2004 was implemented for cash customers only on the Seminole Expressway at 25 percent, rounded to the quarter. Similar to the Mainline, the diminished growth in FY 2007 is attributed to a marked downturn in Florida's housing sector, declining growth in tourism and population, and an increase in motor fuel prices. In FY 2008, the Seminole Expressway experienced a decline in traffic and toll revenue as a result of the continuing impact of the economic slowdown in the state of Florida and the resulting decline in truck traffic across the entire facility. In FY 2009, traffic and toll revenue continued to significantly decline as a result of the persistent economic recession. In FY 2010 and FY 2011, the facility experienced a further decline in traffic and toll revenue as a result of the continuing affects of the economic recession which particularly impacted the bedroom communities of Orlando that use this facility for commuting. In FY 2012 the facility experienced a slight increase in traffic and a larger increase in toll revenue due to the recovery following the economic recession, as well as the toll rate increase that impacted revenue during the last week of June 2012. Traffic declined by 1.4 percent in FY 2013 with a corresponding 22.3 percent increase in toll revenue reflecting the full affect of the June 24, 2012 rate adjustment. Electronic toll collection on the Seminole Expressway is compatible with the other facilities in Central Florida such as the OOCEA's E-PASS™. Due to the interoperability of E-PASS™ and SunPass®, since FY 2001, both types of customers can use any Turnpike facility. As such, the ETC participation of 80 percent in FY 2013 consists of E-PASS™ and SunPass® customers.

2.1.9 Veterans Expressway

Toll collection on the Veterans Expressway is a coin system, consisting of two mainline toll plazas and five pairs of ramp toll plazas. With the exception of the toll-free outlets at Independence Parkway and Memorial Highway, the toll plan has been designed so that all users of the Veterans Expressway pay a toll. For the full-length, 15-mile trip, the $1.79 passenger car toll for SunPass® customers ($2.25 for cash customers) results in an average rate of 11.9 cents-per-mile (15.0 cents-per-mile for cash customers), which, as an expansion project, is higher than the system-wide average (approximately seven and nine cents-per-mile for SunPass® and cash customers, respectively). **Table 18** lists the respective current tolls by vehicle class and payment method:

Table 18
Veterans Expressway Tolls
by Vehicle Class

	Barriers		Ramps	
No. of Axles	Anderson	Sugarwood	Wilsky Blvd Waters Ave Hutchison Rd	Gunn Hwy Hillsborough Ave
SunPass®				
2	$1.02	$0.77	$0.51	$0.26
3	2.04	1.54	1.02	0.52
4	3.06	2.31	1.53	0.78
5	4.08	3.08	2.04	1.04
add'l	1.02	0.77	0.51	0.26
Cash				
2	$1.25	$1.00	$0.75	$0.50
3	2.50	2.00	1.50	1.00
4	3.75	3.00	2.25	1.50
5	5.00	4.00	3.00	2.00
add'l	1.25	1.00	0.75	0.50

Similar to the Seminole Expressway, the increase in traffic and toll revenues on the Veterans Expressway from FY 2004 to FY 2007 is due to the continuing effects of ramp-up and land development in the corridor. Furthermore, the significant increase in traffic and toll revenue starting in FY 2004, as shown in **Table 19**, was largely due to the continued impact from the opening of the contiguous Suncoast Parkway in February 2001. Due to the Suncoast Parkway's connection with the Veterans Expressway, traffic and toll revenue on the Veterans Expressway has increased as customers in Hillsborough, Pasco, Hernando and Citrus counties now have access to a 57-mile connected facility. Additionally, as previously mentioned, a toll rate increase in FY 2004 was implemented for cash customers only on the Veterans Expressway at 25 percent, rounded to the quarter. A significant traffic increase of 12 percent in FY 2006 represents the continued residential and commercial development in the surrounding counties. Similar to the Mainline, the diminished growth in FY 2007 is attributed to a marked downturn in Florida's housing sector, declining growth in tourism and population, and an increase in motor fuel prices. The decline in both traffic and toll revenue in FY 2008 is due to the notable slowdown in the economy and the impact of rising fuel prices. In FY 2009, traffic and toll revenue continued to decline as a result of the persistent economic recession. The increase in both traffic and toll revenue in FY 2010 through FY 2012 is attributed to the early signs of slow recovery following the recession. The facility experienced an increase in toll revenue in FY 2013, due to the toll rate increase.

Table 19
Veterans Expressway Traffic and Toll Revenue
FY 2004-2013

Fiscal Year	Traffic: Transactions (000)	Traffic: Percent Change	Traffic: SunPass® Participation	Toll Revenue: Amount (000)	Toll Revenue: Percent Change	Average Toll
2004	41,960	+9.8%	42.3%	$26,064	+15.1%	$0.621
2005	44,090	+5.1	52.3	29,527	+13.3	0.670
2006	49,322	+11.9	57.9	33,086	+12.1	0.671
2007	51,896	+5.2	62.8	34,354	+3.8	0.662
2008	50,586	-2.5	65.5	33,089	-3.7	0.654
2009	47,876	-5.4	68.4	30,980	-6.4	0.647
2010	49,555	+3.5	70.7	31,692	+2.3	0.640
2011	50,933	+2.8	72.9	32,466	+2.4	0.637
2012	51,288	+0.7	74.3	32,757	+0.9	0.639
2013	49,542	-3.4	78.5	41,616	+27.0*	0.840

* Includes the impact of the toll rate increase.

2.1.10 Southern Connector Extension

The Southern Connector Extension, a six mile facility, also uses the barrier/ramp (coin) method of toll collection. An across-the-road plaza is located at the southwestern end of the facility between the US 192 interchange and I-4. With a barrier toll of $0.77 for passenger cars with SunPass® and $1.00 for cash customers, the average per-mile rate is 12.8 cents and 16.7 cents, respectively. Like the Seminole and Veterans Expressways, this toll rate is higher than the Mainline, but consistent with OOCEA toll rates. The tolls at the intermediate interchanges at Osceola Parkway and US 192 are $0.51 for SunPass® customers or $0.75 for cash customers. As noted in **Table 20**, by vehicle classification, the Southern Connector Extension tolls are classified by the same toll multiples as those on the other coin sections of the Turnpike System.

The Southern Connector Extension was opened to traffic in June 1996. SunPass® was implemented on the Southern Connector Extension in FY 2001 allowing for the previously mentioned interoperability between E-PASS™ and SunPass®. This interoperability permitted toll collection on the Southern Connector Extension to be compatible with the rest of the toll facilities in Central Florida.

Table 20
Southern Connector Extension Tolls
by Vehicle Class

No. of Axles	Barrier	Osceola Parkway US 192
SunPass®		
2	$0.77	$0.51
3	1.54	1.02
4	2.31	1.53
5	3.08	2.04
add'l	0.77	0.51
Cash		
2	$1.00	$0.75
3	2.00	1.50
4	3.00	2.25
5	4.00	3.00
add'l	1.00	0.75

As shown in **Table 21**, the significant increase in transactions and toll revenue seen in FY 2004 are primarily due to the continued rebound in tourism following the terrorist attacks of September 11, 2001. The Southern Connector Extension is particularly influenced by tourists visiting various theme parks in the Orlando area. This rebound continued through FY 2007. Additionally, as previously mentioned, a toll rate increase in FY 2004 was implemented for cash customers only on the Southern Connector Extension at 25 percent, rounded to the quarter. The continued impact of the economic slowdown resulted in the diminished growth in traffic and the slight decline in toll revenue during FY 2008. In FY 2009, traffic and toll revenue continued to decline as a result of the persistent economic recession. In FY 2010, the facility experienced a further decline in traffic and toll revenue as a result of the continuing affects of the economic recession in the Central Florida area. In addition, the toll rate increase in April 2009 on OOCEA's eastern section of this facility also negatively impacted traffic. The increase in both traffic and toll revenue in FY 2011 and FY 2012 are attributed to the early signs of slow recovery following the recession. In FY 2013, the facility experienced a significant increase in toll revenue due to the toll rate increase.

Table 21
Southern Connector Extension Traffic and Toll Revenue
FY 2004-2013

	Traffic			Toll Revenue		
Fiscal Year	Transactions (000)	Percent Change	ETC Participation	Amount (000)	Percent Change	Average Toll
2004	7,759	+7.0%	45.2%	$3,596	+18.5%	$0.463
2005	8,393	+8.2	48.9	4,489	+24.8	0.535
2006	9,019	+7.5	53.3	4,854	+8.1	0.538
2007	9,599	+6.4	58.9	5,148	+6.1	0.536
2008	9,760	+1.7	61.5	5,130	-0.3	0.526
2009	8,743	-10.4	63.7	4,443	-13.4	0.508
2010	8,138	-6.9	67.4	4,148	-6.6	0.510
2011	8,319	+2.2	69.7	4,201	+1.3	0.505
2012	8,499	+2.2	71.7	4,343	+3.4	0.511
2013	8,773	+3.2	75.1	6,794	+56.4*	0.774

* Includes the impact of the toll rate increase.

As shown in the table above, E-PASS™ and SunPass® participation was nearly 75 percent during FY 2013 compared to 80 percent on the Seminole Expressway (**Table 17**). This noticeable difference exists because the Seminole Expressway serves the bedroom communities of Oviedo, Lake Mary and Sanford; thus, commuter travel is higher. On the other hand, the Southern Connector Extension serves a higher proportion of tourist/recreational trips between the Orlando International Airport and the theme park attractions.

2.1.11 Polk Parkway

As an expansion project not contiguous to the other parts of the Turnpike System or to facilities of other toll agencies, the toll collection plan for the Polk Parkway was established under coin operation with three mainline plazas spaced at approximately equal intervals along the 25-mile facility.

The mainline barrier tolls for passenger cars are set at $1.02 for SunPass® and a $1.25 cash toll, resulting in an average toll rate of 12.2 and 15.0 cents-per-mile respectively, again, higher than the Turnpike Mainline's per-mile rate. Lower SunPass® and cash tolls are charged at the eight intermediate interchanges to "close-up" the toll system so that all users of the Polk Parkway pay a toll. In FY 2012, a new SunPass®-only interchange opened at Pace Road. This interchange provides access from the Polk Parkway to a new University of South Florida campus currently under construction in the City of Lakeland.

By vehicle classification, the Polk Parkway tolls are similar to the other coin sections of the Turnpike System. **Table 22** shows the current tolls implemented at the three barriers and eight interchanges of the Polk Parkway.

Table 22
Polk Parkway Tolls
by Vehicle Class

No. of Axles	Western Central Eastern Barriers	Ramps: Waring Rd Harden Blvd South Florida Ave SR 540	Ramps: Airport Rd Lakeland-Highlands Rd CR 546 Pace Rd*
SunPass®			
2	$1.02	$0.51	$0.26
3	2.04	1.02	0.52
4	3.06	1.53	0.78
5	4.08	2.04	1.04
add'l	1.02	0.51	0.26
Cash			
2	$1.25	$0.75	$0.50
3	2.50	1.50	1.00
4	3.75	2.25	1.50
5	5.00	3.00	2.00
add'l	1.25	0.75	0.50

* Pace Rd. is a SunPass-only interchange.

Due to the relatively recent opening of the Polk Parkway, this expansion project did not participate in the FY 2004 toll increase, thereby encouraging traffic to continue to ramp-up in the early years. However, in conjunction with the rest of the Turnpike System, the ten percent discount given to frequent SunPass® customers was discontinued in March 2004. The Polk Parkway had a toll rate increase effective June 24, 2012 and the SunPass® rate index adjustment effective July 1, 2013. The toll rates in **Table 22** reflect the most recent increase of July 2013.

Historical traffic and toll revenue for the Polk Parkway is shown in **Table 23**. Reflecting the ramp-up period and similar to the other expansion projects, traffic and toll revenue, along with SunPass® participation, increased significantly on the Polk Parkway from FY 2004 to FY 2006. To foster this growth, the March 2004 cash toll increase was not implemented on the Polk Parkway. However, in conjunction with the rest of the Turnpike System, the ten percent discount given to frequent SunPass® customers was discontinued.

Similar to the Mainline, the diminished growth in FY 2007 is attributed to the beginning of a downturn in the economy. The severity of the economic downturn increased during FY 2008 prompting a decline in toll revenues. In FY 2009, traffic and toll revenue continued to decline as a result of the persistent economic recession. In FY 2010, the facility experienced a slight decline in traffic and toll revenue as a result of the continuing affects of the economic recession. The increase in both traffic and toll revenue in FY 2011 and FY 2012 is attributed to the early signs of slow recovery following the recession. In FY 2013, the facility experienced a decrease of 3.8 percent in traffic in part due to the resurfacing project on the Polk Parkway between the western mainline and I-4, between Mileposts 8 and 25, and the cash toll rate increase which resulted in an increase in toll revenue of almost 5 percent (no increase for SunPass® toll rates) that took place in late June 2012.

Table 23
Polk Parkway Traffic and Toll Revenue
FY 2004-2013

	Traffic			Toll Revenue		
Fiscal Year	**Transactions (000)**	**Percent Change**	**SunPass® Participation**	**Amount (000)**	**Percent Change**	**Average Toll**
2004*	20,222	+16.1%	31.8%	$16,209	+18.6%	$0.802
2005*	22,863	+13.1	36.8	18,504	+14.2	0.809
2006*	25,340	+10.8	42.9	21,198	+14.6	0.837
2007	27,239	+7.5	47.8	22,572	+6.5	0.829
2008	27,330	+0.3	52.0	22,450	-0.5	0.821
2009	26,344	-3.6	55.5	21,496	-4.2	0.816
2010	26,209	-0.5	58.9	21,391	-0.5	0.816
2011	26,608	+1.5	61.4	21,775	+1.8	0.818
2012	27,395	+3.0	63.7	22,615	+3.9	0.826
2013	26,350	-3.8	70.1	23,649	+4.6	0.897

* Traffic and toll revenue reflects ramp-up.

2.1.12 Suncoast Parkway

Three mainline toll plazas and four sets of ramp toll plazas are located on the 42-mile Suncoast Parkway. In addition, a new non-tolled interchange at Lutz-Lake Fern Road was completed in FY 2010. Although this is a non-tolled interchange, the nature of the coin system requires that the customer will pay a toll at another location. Consistent with most of the Turnpike's existing system and all other expansion projects, toll collection on the Suncoast Parkway is a barrier/ramp (coin) system that also deploys SunPass®.

By vehicle classification, the Suncoast Parkway tolls are classified by the toll multiples common to the other coin sections of the Turnpike System. **Table 24** shows the current tolls implemented on July 1, 2013 at the three barriers and four interchanges of the Suncoast Parkway.

Table 24
Suncoast Parkway Tolls
by Vehicle Class

	Barriers	Ramps
No. of Axles	**Anclote Spring Hill Oak Hammock**	**Van Dyke Rd, SR 54, CR 578, SR 50**
SunPass®		
2	$1.02	$0.26
3	2.04	0.52
4	3.06	0.78
5	4.08	1.04
add'l	1.02	0.26
Cash		
2	$1.25	$0.50
3	2.50	1.00
4	3.75	1.50
5	5.00	2.00
add'l	1.25	0.50

Similar to the Polk Parkway, due to the relatively recent opening of the Suncoast Parkway, the expansion project did not participate in the FY 2004 toll increase, thereby encouraging traffic to ramp-up in the early years. However, in conjunction with the rest of the Turnpike System, the ten percent discount given to frequent SunPass® customers was discontinued in March 2004. Toll rates for the Suncoast Parkway were adjusted in June 2012 and July 2013.

The first phase of the Suncoast Parkway, a 32-mile section from the Veterans Expressway near Van Dyke Road to SR 50 opened to traffic on February 4, 2001, two months ahead of schedule. In the second phase, the remaining ten-mile section of the facility from SR 50 to US 98 opened on August 11, 2001. Historical growth in traffic and toll revenue since FY 2004 is shown in **Table 25**. Similar to the Mainline, the diminished growth in FY 2007 is attributed to the beginning of the downturn in Florida's housing sector, declining growth in tourism and population, and an increase in motor fuel prices. In FY 2008, traffic growth remained relatively flat while toll revenues declined, both as a result of the deteriorating economy and rising fuel prices. In FY 2009, traffic and toll revenue continued to decline as a result of the persistent economic recession. The increase in both traffic and revenue in FY 2010 and FY 2011 is attributed to the early signs of slow recovery following the recession. However, the economic slowdown and persistent high unemployment rates particularly in Hernando and Pasco counties adversely impacted traffic and toll revenue in both FY 2012 and FY 2013. Traffic on the facility was also negatively impacted by the widening of a section of a competing route (US 41) in Pasco County. The increase of 2.8 percent in toll revenues for FY 2013 reflects the cash toll rate increase in late June 2012; SunPass® toll rates were not increased.

Table 25
Suncoast Parkway Traffic and Toll Revenue
FY 2004-2013

	Traffic			Toll Revenue		
Fiscal Year	Transactions (000)	Percent Change	SunPass® Participation	Amount (000)	Percent Change	Average Toll
2004	18,212	+17.6%	40.8%	$14,883	+18.5%	$0.817
2005	21,120	+16.0	49.7	16,930	+13.8	0.802
2006	24,897	+17.9	55.7	19,962	+17.9	0.802
2007	27,909	+12.1	61.9	21,743	+8.9	0.779
2008	28,114	+0.7	64.8	21,424	-1.5	0.762
2009	26,442	-5.9	67.1	20,157	-5.9	0.762
2010	27,346	+3.4	69.6	20,621	+2.3	0.754
2011	28,151	+2.9	72.1	21,233	+3.0	0.754
2012	27,593	-2.0	73.8	20,769	-2.2	0.753
2013	26,394	-4.3	77.8	21,349	+2.8*	0.809

* Includes the impact of the toll rate increase.

2.1.13 Daniel Webster Western Beltway, Part C

The Western Beltway, Part C (also designated SR 429, Daniel Webster Western Beltway) is a 22-mile, four-lane, limited-access toll facility constructed through a partnership between the Turnpike and OOCEA. The Turnpike owns and operates the southernmost 11 miles of the facility extending from I-4 in Osceola County to Seidel Road in Orange County. In December 2005, approximately five miles of this facility between Seidel Road and US 192 opened to traffic. The remaining six miles from US 192 to I-4 opened to traffic in December 2006. This facility, which adjoins the existing SR 429 owned and operated by OOCEA, provides motorists an alternate north/south route between the Turnpike Mainline at Ocoee and I-4 south of Walt Disney World. Furthermore, it offers much needed relief on I-4, particularly during morning and evening peak hours.

The Turnpike-owned portion of the Western Beltway has one barrier toll plaza and four intermediate interchanges at Seidel Road (opened April 2006), Disney World/Hartzog Road (also known as Western Way, opened April 2006), US 192 (to and from the north, opened December 2005; to and from the south, opened December 2006) and Sinclair Road (opened March 2007). Toll plazas are not located at Disney World/Hartzog Road, but just south of that location at the mainline plaza.

By vehicle classification, the Western Beltway, Part C tolls are classified by the toll multiples common to the other coin sections of the Turnpike System. In the following **Table 26** the current tolls implemented at the one barrier plaza and three interchanges effective July 1, 2013 are presented.

Table 26
Daniel Webster Western Beltway, Part C Tolls
by Vehicle Class

No. of Axles	Mainline Barrier	Ramps: Seidel Road US 192	Ramps: Sinclair Road
SunPass®			
2	$1.02	$0.51	$0.26
3	2.04	1.02	0.52
4	3.06	1.53	0.78
5	4.08	2.04	1.04
add'l	1.02	0.51	0.26
Cash			
2	$1.25	$0.75	$0.50
3	2.50	1.50	1.00
4	3.75	2.25	1.50
5	5.00	3.00	2.00
add'l	1.25	0.75	0.50

Table 27 presents historical traffic and toll revenues since the opening of the first segment of the Western Beltway in December 2005. As expected, FY 2007 transactions and toll revenues were significantly higher due to the phased opening of the facility. Additionally, the growth in FY 2008 was primarily attributable to the fact that FY 2008 represented the first full year of operation. In FY 2009, the decline in traffic at the mainline plaza was offset by an increase at toll ramps which led to flat traffic growth on the facility. However, toll revenues continued to decline as a result of the persistent economic recession. In FY 2010, the facility experienced a slight increase in traffic and toll revenue. As previously mentioned, the facilities in the Central Florida region were more adversely impacted than other regions by the economic recession. However, the affects of the recession on the Western Beltway were offset by the continued ramp-up on this newer facility. The increase in both traffic and toll revenue in FY 2011 is attributed to the early signs of slow recovery following the recession. In both FY 2012 and FY 2013, the facility experienced an increase in both traffic and toll revenue due to the continued economic recovery, as well as the cash toll rate increase (no increase for SunPass® toll rates) that impacted revenue during the last week of June 2012.

Table 27
Daniel Webster Western Beltway, Part C Traffic and Toll Revenue
FY 2006-2013

Fiscal Year	Traffic: Transactions (000)	Traffic: Percent Change	Traffic: SunPass® Participation	Toll Revenue: Amount (000)	Toll Revenue: Percent Change	Average Toll
2006*	867	-	61.4%	$978	-	$1.128
2007**	3,128	+260.8%	58.5	3,363	+243.9%	1.075
2008	4,928	+57.5	57.6	4,871	+44.8	0.988
2009	4,938	+0.2	58.3	4,719	-3.1	0.956
2010	5,112	+3.5	60.1	4,767	+1.0	0.933
2011	5,559	+8.7	61.7	5,097	+6.9	0.917
2012	6,037	+8.6	63.8	5,550	+8.9	0.919
2013	6,337	+5.0	69.5	6,367	+14.7***	1.005

* In December 2005 (FY 2006) 5 of the 11 miles of the Turnpike facility from Seidel Road to US 192 opened to traffic.
** In December 2006 (FY 2007) the remaining 6 miles from US 192 to I-4 opened to traffic.
*** Includes the impact of the toll rate increase.

2.1.14 Total Toll Revenue

Total toll revenues for the Turnpike System for the past ten years are summarized in **Table 28**.

Table 28
Turnpike System Toll Revenue
FY 2004-2013

Fiscal Year	Toll Revenue (000): Mainline	Sawgrass Expressway	Seminole Expressway	Veterans Expressway	Southern Connector Extension	Polk Parkway	Suncoast Parkway	Western Beltway, Part C	Total
2004	$390,459	$42,609	$27,403	$26,064	$3,596	$16,209	$14,883	-	$521,223
2005	438,469	47,124	31,221	29,527	4,489	18,504	16,930	-	586,264
2006	467,807	50,419	34,542	33,086	4,854	21,198	19,962	$978	632,846
2007	487,686	52,538	36,539	34,354	5,148	22,572	21,743	3,363	663,943
2008	461,567	50,902	36,138	33,089	5,130	22,450	21,424	4,871	635,571
2009	428,124	48,121	32,488	30,980	4,443	21,496	20,157	4,719	590,528
2010	432,970	49,702	30,882	31,692	4,148	21,391	20,621	4,767	596,173
2011	434,230	50,314	30,763	32,466	4,201	21,775	21,233	5,097	600,079
2012	439,961	51,360	31,457	32,757	4,343	22,615	20,769	5,550	608,812
2013	550,715	66,579	38,473	41,616	6,794	23,649	21,349	6,367	755,542

During the early 1990s, virtually all of the Turnpike System toll revenues were collected on the Mainline. However, with the diversification of the Turnpike System through the opening of expansion projects, the Mainline now accounts for approximately 73 percent of the total toll revenues, down from 75 percent in 2004. As expansion projects continue to be added to the system and their respective toll revenues ramp up, the expansion project toll revenues, as a percentage of the total system, have continued to increase.

2.2 Concession Revenue

Concessions provide an additional source of revenue for the Turnpike. This revenue primarily comes from the sale of fuel and food items at the restaurant facilities (including citrus, gift shops, vending and attraction ticket sales) at eight service plazas along the Turnpike Mainline. In addition, income from sponsorship programs and advertisements on toll booths and highway signage is a growing source of revenue for the Turnpike.

Concession revenue generated from service plaza restaurants and service stations is governed by contractual agreements. On April 3, 2009, the Turnpike awarded a 30-year concession contract to Areas USA FLTP, LLC. Unlike the prior agreement, the new contract consolidates the operation of fuel, food and beverage, and other retail operations under a single concessionaire. Under the new agreement, the Turnpike will receive a monthly payment from the concessionaire of 5.75 percent of gross receipts, or a guaranteed monthly minimum concession fee (whichever is larger). According to the terms of the contract, this guaranteed minimum payment increases starting on July 1, 2014 by inflation. In addition, the agreement requires Areas USA to refurbish and renovate the service plazas in accordance with a schedule agreed upon in advance with Turnpike management. The contract also includes a stipulation for monthly late payments by Areas USA to the Turnpike for service plaza construction impediments resulting in delays beyond the initial contract schedule. During FY 2013, the Turnpike received $585,000 in additional revenue due to such delays. The new contract is discussed in further detail in **Section 3.5** of this report.

In FY 2005, the Turnpike entered into a license agreement for toll plaza advertising and Road Ranger sponsorship with Travelers Marketing, LLC. In May 2007, this four year contract was renewed for an additional four years and was set to expire in December 2012. Prior to expiration, the license agreement was extended by six months to June 2013 and has recently been extended again with a new expiration date of December 2013. Under this license agreement, Travelers Marketing secured the State Farm Insurance Company as a Road Ranger sponsor allowing the use of Road Ranger vehicles to advertise the State Farm name and logo as well as sponsorship signage on the Mainline and service plaza areas. Concession revenues paid to the Turnpike from this sponsorship over the eight year contract period totaled $3.8 million.

Additionally, the Turnpike granted Travelers Marketing a license to use toll booth windows, coin machines and toll receipts at toll facilities for the purpose of placing advertisements that are approved by the Turnpike. Travelers Marketing is required to pay the Turnpike a guaranteed monthly minimum of $5,000 during the term of the contract or 60 percent of Travelers Marketing gross revenues from the sale of all advertisements on Florida’s Turnpike System, whichever is greater.

In February 2006, a ten-year license agreement was signed between Florida Logos, Inc. and the Turnpike allowing Florida Logos to lease space along the Turnpike roadways to place and maintain specific signs and structures approved by the Turnpike. Starting July 2006, the contract requires a monthly minimum guaranteed payment of $15,000. At the end of each contract year, Florida Logos is required to pay the difference between 25 percent of the gross program revenue and the sum of the monthly payments of $15,000.

In January 2008, a five-year license agreement was signed between Florida Logos, Inc. and the Turnpike for the Sponsor-A-Highway Program. Starting August 2008, the contract requires a monthly minimum guaranteed payment of $16,667. At the end of each contract year, Florida Logos is required to pay the difference between 40 percent of the gross revenues generated from the program and the sum of the monthly payments.

Table 29 provides a summary of historical concession revenues for the past ten years. Concession revenue has grown over the years with a substantial increase beginning in FY 2006 when the first full year of advertisement contract revenue was realized. In FY 2011, concession revenues decreased $2.4 million or approximately 22 percent compared to FY 2010 due to lower agreed upon contract amounts with the concessionaire as a result of the service plaza renovations which began in November 2010. The further revenue decline in FY 2012 reflects the first full year of minimum contract payments as a result of construction activities at the service plazas. The revenue increase in FY 2013 reflects completion of some service plaza construction as well as $585,000 in additional revenue due to delays beyond the initial construction contract schedule.

Table 29
Concession Revenue
FY 2004-2013

Fiscal Year	Service Plaza Revenue (000)	Advertising Revenue (000)*	Total Concession Revenue (000)
2004	$8,513	-	$8,513
2005*	8,124	$494	8,618
2006	9,317	854	10,171
2007	9,514	1,196	10,710
2008	8,966	1,397	10,363
2009	8,590	1,520	10,110
2010	8,947	1,810	10,757
2011	7,250	1,132	8,382
2012	6,000	1,169	7,169
2013	6,585	930	7,515

* FY 2005 was the first year of advertising revenue.

2.3 Operations and Maintenance Expenses

Total operations and maintenance expense increased from $1.1 million in 1957, when the Turnpike was a 109-mile road with three service plazas and a traffic volume of 3.2 million transactions per year, to nearly $174 million in 2012 as a 460-mile system with eight service plazas and over 664 million annual transactions. However, the expense per toll transaction decreased nearly 29 percent from approximately 34 cents in 1957 to 24 cents in 2013. This decline is attributed to processing much larger traffic volumes and the added efficiencies of electronic toll collection.

The following **Table 30** lists the operations and maintenance expenses from FY 2004 through FY 2013, along with the corresponding traffic levels. Operating expenses include a toll revenue collection contract with Faneuil, Inc. to provide manual toll collection at Turnpike toll plazas and business development and marketing expenses. A significant operating expense decline in FY 2010 is due to the continued targeted cost reductions initiated during the economic downturn. The increase in FY 2011 is largely attributed to the cost of a significant volume of transponder sales related to the AET conversion on the HEFT. The increase in both FY 2011 and FY 2012, as compared to FY 2010, is attributed to higher credit card fees due to substantial growth in SunPass® revenue and additional postage to send Uniform Traffic Citations using certified mail.

The decline in FY 2013 is due to the increased SunPass® participation, the implementation of automatic ticket-issuing machines on the Ticket System, reduced postage and mailing costs due to removal of the certified mail requirement for citations and overall fewer citations issued as well as other operational efficiencies. Previous to FY 2013, the expense per transaction, with slight fluctuation, averaged approximately 27 cents.

Table 30
Operations and Maintenance Expenses
FY 2004-2013

Fiscal Year	Operations and Maintenance Expenses (000)	Total Transactions (000)	Expense per Transaction
2004	$159,589	587,043	$0.272
2005	163,936	617,930	0.265
2006	162,024	661,368	0.245
2007	183,955	690,485	0.266
2008	189,887	667,320	0.285
2009	190,603	630,861	0.302
2010	172,422	639,426	0.270
2011	180,060	652,857	0.276
2012	173,704	664,279	0.261
2013	157,388	663,267	0.237

2.4 Net Revenue

Net revenues are summarized for the FY 2004-2013 period in **Table 31**. They represent the amount of toll revenues and concession revenues less operations and maintenance expenses.

Table 31
Revenue and Expense Summary
FY 2004-2013

	Revenues and Expenses (000)				
	Gross Revenue				
Fiscal Year	Tolls	Concessions	Total	Operations and Maintenance Expenses*	Net Revenue
2004	$521,223	$8,513	$529,736	$159,589	$370,147
2005	586,264	8,618	594,882	163,936	430,946
2006	632,846	10,171	643,017	162,024	480,993
2007	663,943	10,710	674,653	183,955	490,698
2008	635,571	10,363	645,934	189,887	456,047
2009	590,528	10,110	600,638	190,603	410,035
2010	596,173	10,757	606,930	172,422	434,508
2011	600,079	8,382	608,461	180,060	428,401
2012	608,812	7,169	615,981	173,704	442,277
2013	755,542	7,515	763,057	157,388	605,669

* Operations and Maintenance includes Business Development and Marketing expense.

While operating expenses have generally increased steadily over the past ten years as explained previously, growing Turnpike traffic and the opening of expansion projects together with the toll increases have resulted in a nearly 64 percent increase in net revenues.

3. PROJECTED TRAFFIC, REVENUE AND EXPENSES

The previous section of this report set forth the historical traffic, revenue and expense data for the Turnpike. This section provides traffic, revenue, and expense forecasts through FY 2024.

3.1 Factors Affecting Turnpike System Traffic and Revenue

Before developing projections of traffic, revenue and expenses, several factors affecting future Turnpike traffic were considered, including various socioeconomic indicators, the proposed Turnpike and other transportation improvements, travel time comparisons between the Turnpike and its parallel competing routes, and future planned toll changes.

3.1.1 Socioeconomic Indicators

Florida is one of the most populous states in the country. Since the opening of the Turnpike in 1957, the State's population has increased from approximately 4 million to over 19 million in 2012, and is projected by the University of Florida, Bureau of Economic and Business Research (BEBR) to exceed 23 million by 2030. As the data in **Table 32** indicates, Florida's population in 2012 increased 96 percent since 1980 and 47 percent since 1990. Continued increases in Turnpike traffic will be dependent on the growth of population, licensed drivers and motor vehicle ownership, number of households, employment, prevailing interest rates, tourism and other economic development efforts (both foreign and domestic).

Table 32
Florida Population, 1950-2012

Year	Florida Population (000)	Average Annual Growth	State Rank
1950	2,771	-	20th
1960	4,952	6.0%	10th
1970	6,791	3.2	9th
1980	9,747	3.7	7th
1990	12,938	2.9	4th
2000	15,982	2.1	4th
2010	18,801	1.6	4th
2011	18,905	0.6	4th
2012	19,074	0.9	4th

Source: U.S. Bureau of the Census.

The Turnpike System serves 14 of Florida's 67 counties and, with the connecting Interstate highways, the Turnpike provides service to most of the heavily populated areas of the state. The population of the 14-county area listed in **Table 33** represents more than half of the state's total population.

Table 33
Turnpike Service Area Population by County
1980-2012

County	Turnpike Interchanges and Facilities	Population (000)					Average Annual Growth ('80-'12)
		1980	1990	2000	2010	2012	
Miami-Dade	HEFT (0 through 35), 3X	1,626	1,937	2,253	2,496	2,551	1.4%
Broward	HEFT (39, 43, 47), 49, 53, 54, 58, 62, 66, 67, 69, 71, Sawgrass Expressway	1,018	1,255	1,623	1,748	1,771	1.7
Palm Beach	75, 81, 86, 93, 97, 99, 107,109, 116	577	864	1,131	1,320	1,335	2.7
Martin	133	64	101	127	146	147	2.6
St. Lucie	138, 142, 152	87	150	193	278	280	3.7
Osceola	193, 240, 242, 244, 249, SCE, Western Beltway, Part C	49	108	172	269	281	5.6
Orange	254, 259, 265, 267, 272, Beachline West, SCE, Western Beltway, Part C	471	677	896	1,146	1,176	2.9
Lake	285, 289, 296	105	152	211	297	300	3.3
Sumter	304, 309	24	32	53	93	100	4.6
Seminole	Seminole Expressway	180	288	365	423	428	2.7
Polk	Polk Parkway	322	405	484	602	607	2.0
Hillsborough	Veterans Expressway, Suncoast Parkway	647	834	999	1,229	1,256	2.1
Pasco	Suncoast Parkway	194	281	345	465	469	2.8
Hernando	Suncoast Parkway	45	101	131	173	173	4.3
Turnpike Service Area		5,409	7,185	8,983	10,685	10,874	2.2
Total State (67 Counties)		9,747	12,938	15,982	18,801	19,074	2.1
Percent (14 of 67 Counties)		55.5%	55.5%	56.2%	56.8%	57.0%	

Source: U.S. Bureau of the Census.

The 2010 American Community Survey of the U.S. Census Bureau revealed that Florida's median age was approximately 42 years, compared to the national average of 37 years. **Table 34** shows the median age of the regions within the Turnpike service area. The average median age of 42 in 2010, is expected to gradually move to 43 years by 2020. The bulk of the population within these regions is of prime working age that will likely use Turnpike facilities for their work commute.

Table 34
Median Age Estimates of Population
Regions Served by Turnpike

	2010	2020
Central Florida	38	39
Tampa Region	40	41
South Florida	41	41
Other	49	51
Average Median	42	43

Source: University of Florida, Bureau of Economic and Business Research 2011.

As a result of the population growth, the number of households in the state increased from about 7.0 million in 2010 to 7.1 million in 2011, up from about 5.5 million a decade earlier, an increase of approximately 29 percent over the ten year period. In 2010 Florida ranked first among the five most populous states with respect to home ownership rates, and third in the number of housing units and the number of households. However, in 2011, as **Table 35** shows, Florida ranking based on Home Ownership rates has dropped to second among the five most populous states reflecting the continued unemployment and home loans in default.

Table 35
Comparison of Home Ownership, Housing Units and Households
Among Five Most Populous States
2011

	Home Ownership Rates (Percent)	Total Housing Units (Millions)	Total Households (Millions)
Illinois	67.3%	5.3	4.7
Florida	66.7	9.0	7.1
Texas	62.9	10.2	8.9
California	54.9	13.7	12.5
New York	53.6	8.1	7.2

Source: U.S. Census Bureau, 2011 American Community Survey.

In all, four indices were analyzed relative to Turnpike traffic. In **Table 36** that follows a comparison of the four indices with the growth in Turnpike traffic for the historical 1980-2012 period is shown, indicating that Turnpike traffic has been increasing at a rate far exceeding the other indices.

Table 36
Comparison of Growth Indices
1980-2012

Index	Number (000)					Growth Over Eleven Year Period (2000-2012)	Average Annual Growth ('80-'12)
	1980	1990	2000	2010	2012		
State Population	9,747	12,938	15,982	18,801	19,074	19.3%	2.1%
Fuel Consumption (Highway Use)	5,246,579	7,031,708	8,906,286	9,609,593	9,514,341	6.8	1.9
Employment	4,020	6,078	7,639	8,159	8,562	13.1	2.4
Number of Tourists	20,046	40,970	72,800	82,300	91,400	N/A	N/A
Turnpike Traffic (Transactions)	55,463	121,378	379,132	639,426	666,279	75.2	8.1

Sources: U.S. Bureau of the Census, University of Florida Bureau of Economic and Business Research, March 2013, Florida Commission on Tourism, Visit Florida, Florida Department of Transportation and Florida Research and Economic Database.
N/A: The research methodology used to count tourists during 2000 was changed resulting in a significant increase in the number of tourists reported in 2000. Similarly, the estimation methodology was changed in 2009. Year-to-year comparison to this period is not valid.

This relationship of Turnpike traffic to the four indices is expected to continue. However, with the uncertainties of today's global economic climate, it is prudent to estimate the impact of the most recent recession and how prior recessionary periods have affected Turnpike revenues.

3.1.1.1 Recessionary Impacts

Historically, three calendar year recession periods were highlighted by the Business Cycle Dating Committee of the National Bureau of Economic Research: 1974-1977, 1990-1991, and 2001. For the most part, all of these recessions had a mild impact on the Turnpike System. As such, Turnpike revenues dropped during these periods but rebounded strongly to prior levels afterwards.

On the other hand, the most recent recession is different. The most recent recession officially started in December 2007 and is described as the worst national recession since the Great Depression. This national recession, brought on by the "housing bubble" and the accompanying credit crisis, resulted in dramatic declines in employment and State GDP. Population growth has slowed. Many homes in urban areas were sold with subprime mortgages. Housing starts have declined causing a drop in construction employment. Furthermore, the Florida housing market has suffered from rapidly rising catastrophe insurance rates and property taxes.

Since 2005, Florida's population has been increasing at a diminishing rate due, in large part, to a struggling housing market and resulting general slowdown in the economy. This reduction represents a decline in net state population growth from over 1,000 daily residents to 400 as of 2012; up from 300 daily in 2011.

Table 37 shows the mid-level forecasts for the 14-county Turnpike service area and for the entire state. These forecasts were prepared by the University of Florida, Bureau of Economic and Business Research (BEBR). The Census data for 1990, 2000, and 2010 is also shown along with a 2012 estimate.

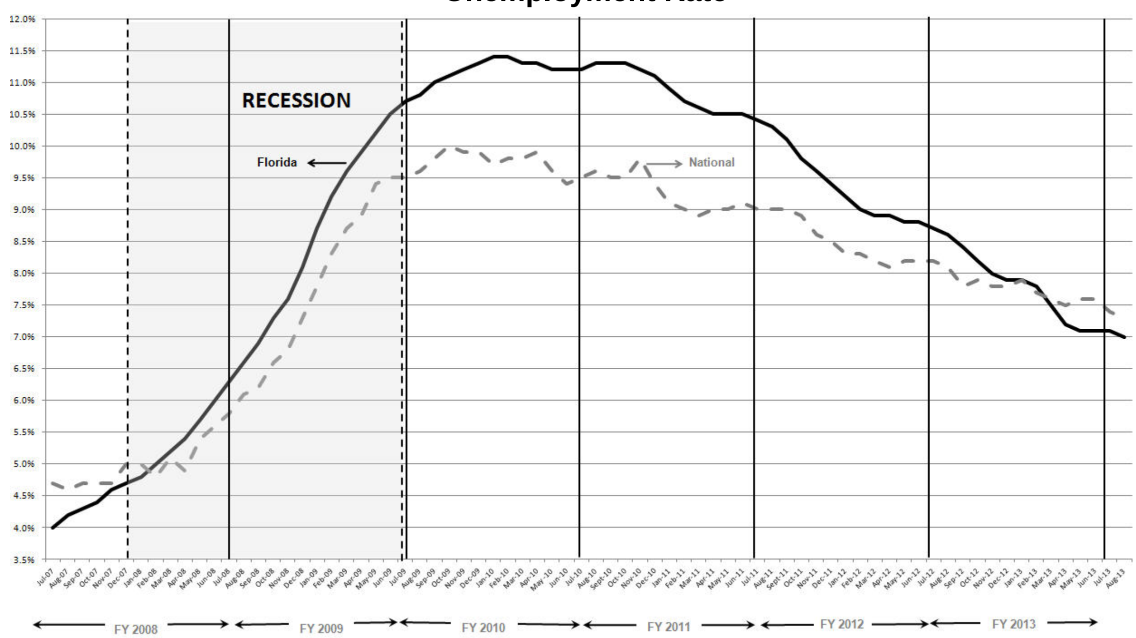
Table 37
State and County Population
1990-2030 Forecast

Year	Turnpike Service Area (14 Counties)		Total State (67 Counties)		14 of 67 Counties (Percent)
	Population (000)	Average Annual Growth*	Population (000)	Average Annual Growth*	
1990 Census	7,185	-	12,938	-	55.5%
2000 Census	8,983	2.3%	15,982	2.1%	56.2
2010 Census	10,685	2.0	18,801	1.9	56.8
2012 Estimate	10,874	1.9	19,074	1.8	57.0
2015 Forecast	11,289	1.8	19,751	1.7	57.2
2020 Forecast	12,141	1.8	21,141	1.7	57.4
2030 Forecast	13,650	1.6	23,601	1.5	57.8

Source: U.S. Bureau of the Census and University of Florida, Bureau of Economic and Business Research 2012 (BEBR). Forecast: BEBR Bulletin 165 Revised March 2013.
* Growth is compounded annually based on the 1990 Census data.

Graph 1 displays the rise in the unemployment rate in Florida along with the national rate since the beginning of FY 2008. Florida, which previously had the lowest unemployment rate in the nation, peaked at 11.4 percent in January and February 2010. For FY 2009 through FY 2012, Florida exceeded the national rate. However, by late in the year 2012 and early 2013 Florida's unemployment rate matched the national rate and has steadily declined below the national rate since then through August 2013.

Graph 1
Unemployment Rate



3.1.1.2 Fuel Prices

Highway fuel consumption in Florida has remained relatively flat during the last five fiscal years since FY 2008 when the world crude oil price nearly doubled from $68 to $131 per barrel. The decline in fuel consumption of nearly seven percent on Florida highways, particularly diesel, from FY 2007 to FY 2010 signifies the impact of the economic recession coupled with the increasing use of more fuel-efficient vehicles. In FY 2013, diesel and gasoline consumption increased about 0.3 percent over the preceding fiscal year, an improvement from the recessionary years.

The slower Florida population growth rate, coupled with higher unemployment rates and higher fuel prices during the recent past year indicate that the recovery from the recession will continue to be sluggish in the short term and will continue impacting traffic on the Turnpike.

3.1.2 Turnpike Improvements

In addition to the construction of expansion projects, the Turnpike has made improvements along the entire system. As previously indicated in **Table 12**, since 1990, 17 additional interchanges have opened to make the Turnpike more accessible to its customers. This increased accessibility has translated into additional revenue to the Turnpike System. The Turnpike Enterprise continues to maintain the system to the high standards established by the FDOT, allowing for future expansion and capacity improvements commensurate with increases in population, tourism and economic development.

Other improvements are scheduled to be completed during the upcoming year and through the subsequent five-year Work Program cycle. These improvements consist of the following interchange modifications: NW 12th Street, Kendall Drive, N.W. 57th Avenue, S.W. 8th Street, Bird Road and Golden Glades in Miami-Dade County; Sunrise Boulevard in Broward County; PGA Boulevard, Okeechobee Boulevard and Indiantown Road in Palm Beach County; Interstate 4 and Orlando South in Orange County; and Aloma Avenue in Seminole County.

Also, various widening projects are currently underway or included in the five-year Work Program. These widening projects are summarized in **Table 3** of this report.

In addition to these improvements, the Turnpike offers its customers non-stop travel at the toll plazas through the use of SunPass®. Customers who subscribe to SunPass® receive a transponder that allows tolls to be automatically deducted from their respective prepaid accounts. During FY 2013, cumulative SunPass® transponder sales exceeded the eight million mark. SunPass® provides customers with reduced travel time and added convenience. In fact, a recent survey of SunPass® account holders revealed that approximately 99 percent of the respondents indicated that they would recommend SunPass® to others. During FY 2013, SunPass® participation on the Turnpike System ranged from 69 percent on both the Beachline West Expressway and the Daniel Webster Western Beltway, Part C to a high of 89 percent on the HEFT as shown in **Table 38**.

Table 38
Florida's Turnpike System
FY 2013 SunPass® Participation

Component	Average Participation
HEFT	89%
Southern Coin System	80
Ticket System	80
Northern Coin System	70
Beachline West Expressway	69
Mainline	**81%**
Sawgrass Expressway	86%
Seminole Expressway	80
Veterans Expressway	78
Southern Connector Extension	75
Polk Parkway	70
Suncoast Parkway	78
Daniel Webster Western Beltway, Part C	69
Expansion Projects	**80%**
Turnpike System	**81%**

The Turnpike is continuing its efforts towards increasing SunPass® participation, mitigating toll violations and enhancing infrastructure for increased throughput. In July 2008, the Turnpike introduced a new lower priced transponder known as the SunPass® Mini sticker tag to its customers. In order to provide added convenience to SunPass® customers who have not chosen to automatically replenish low account balance, the Turnpike now offers cash replenishments through kiosks at approximately 4,000 retail locations statewide. In addition, the Turnpike has signed agreements with three private companies to oversee a program that uses license plate information to collect tolls electronically from rental car customers who choose to participate in the program. Significant additional SunPass® improvements are scheduled in the Work Program to facilitate further enhancements. An integral part of this effort is the upgrade of all toll plazas with state-of-the-art tolling equipment and the conversion of existing plazas to AET. This innovative method eliminates cash toll booths and allows customers to pay tolls electronically while traveling at highway speeds. Electronic tolling at highway speeds increases throughput, shortens travel times, enhances safety, and reduces pollution. As previously mentioned, the HEFT was the first facility converted to AET on February 19, 2011. This project is discussed in **Section 2.1.1** of this report. **Table 39** illustrates the current number of Turnpike lanes accepting SunPass®.

Table 39
Florida's Turnpike System
Number of SunPass® Lanes

Turnpike Segment	SunPass®-Only Lanes	Mixed-Use Lanes	Total SunPass® Lanes	Total Turnpike Traffic Lanes
HEFT*	70	0	70	70
Southern Coin System	30	52	82	94
Ticket System	39	58	97	97
Northern Coin System	26	37	63	63
Beachline West Expressway	6	8	14	14
Sawgrass Expressway	29	31	60	62
Seminole Expressway	17	17	34	34
Veterans Expressway	16	20	36	45
Southern Connector Extension	6	8	14	14
Polk Parkway	26	30	56	56
Suncoast Parkway	20	18	38	66
Daniel Webster Western Beltway, Part C	12	10	22	22
Total Turnpike	297	289	586	637

* SunPass® and TOLL-BY-PLATE are only accepted as of February 19, 2011.

3.1.2.1 Other Transportation Improvements

Other transportation improvements in the State have affected or will affect Turnpike traffic to varying degrees. For example, the completion of Interstate 95 (I-95) in Palm Beach, Martin, and St. Lucie counties in 1988 reduced Mainline usage in 1989 to a level below that which would otherwise have occurred on the Turnpike, but that was a one-time occurrence. Since then, I-95 has been periodically widened and improved to help ease congestion. Those I-95 widening projects have generally progressed from south to north, in Miami-Dade, Broward, and Palm Beach counties. Nevertheless, the I-95 corridor still remains generally congested, particularly during peak traffic periods.

In an effort to improve mobility in the southern part of the I-95 corridor without using additional right-of-way, FDOT and local transit partners are converting 22 miles of I-95 high occupancy vehicle (HOV) lanes into "express lanes" between downtown Miami in Miami-Dade County and Fort Lauderdale in Broward County. The express lanes will continue to accommodate HOVs and bus rapid transit free of charge, but will also be available to toll-paying non-HOVs. The 22-mile project is called “95 Express” and includes two phases. The first phase includes two sub-phases: 1A and 1B. Phase 1A, which began toll collection in December 2008, includes the 7-mile northbound direction only from SR 112 to the Golden Glades interchange in Miami-Dade County. Phase 1B began toll collection in January 2010 and includes the southbound direction from the Golden Glades interchange to just south of S.R. 836, and extends the northbound express lanes further to the south from S.R. 112 to I-395. Tolls in these lanes are collected electronically using SunPass® and are variably-priced based on congestion levels. The second phase of the project, which is expected to open in late 2014, will extend the express lanes in both directions by 15 miles to provide continuous mobility between I-395 and Broward Boulevard in Broward County. While this project has notably improved average travel speeds within the I-95 corridor, it has not negatively impacted traffic on the Turnpike.

In addition FDOT District 4 is in the process of widening the seven-mile segment of I-95 from the St. Lucie/Indian River County line north to State Road 60 (Osceola Boulevard). Construction is also underway for the widening of the 13-mile segment of I-95 from State Road 70 (Okeechobee Road) in Fort Pierce to State Road 614 (Indrio Road) in St. Lucie County. Future years of the work program include the widening of I-95 in Palm Beach County in addition to PD&E studies for various segments of I-95 in Palm Beach, Martin and Broward Counties. In Brevard County, FDOT District 5 is in the process of conducting PD&E studies and final design projects for new interchanges at several locations on I-95. Additionally, construction is planned for the widening of several discontinuous segments of I-95 including an ongoing design-build project from the Indian River County line (District 4) to State Road 514/Malabar Road scheduled to be complete in 2014. These improvements are not anticipated to have a significant negative impact to Turnpike traffic.

FDOT District 4 is also in the process of constructing a major expansion project for the I-595 corridor from west of I-75 to east of Florida’s Turnpike, a distance of approximately 10.5 miles. This project includes the addition of three tolled reversible express lanes, interchange improvements, auxiliary lanes, improvements to the I-595 connection with the Turnpike, and the implementation of Bus Rapid Transit (BRT). FDOT is delivering the project through a design-build-finance-operate-maintain process with construction anticipated to be complete by early 2014.

Presently, approximately 70 percent of Turnpike customers in South Florida are commuters and business travelers. As the Turnpike evolves into an urban expressway, there is a greater need to enhance mobility within these urbanized areas. The Tri-County Commuter Rail system between Miami and West Palm Beach, which began operation in January 1989, provides a public transportation alternative to the Turnpike and I-95 in South Florida. Particularly in the southern part of the state, public transit agencies are continually improving and expanding bus transit services to the degree that funding is available. To date, these services have not adversely affected Turnpike traffic and it is not anticipated they will affect it in the future.

In December 2009, the Florida Legislature approved SunRail, a 61-mile commuter rail system in Central Florida that will stretch from DeLand to Poinciana. The rail system will run along the existing rail freight tracks in the four-county area. The first phase of this system of 31-miles will be operational in early 2014, and will link DeBary to Sand Lake Road in Orange County with 12 intermediate stops. The system is primarily aimed at relieving congestion on I-4 by providing an alternative route connecting outlying regions to the centralized cities and is expected to have a negligible impact on Turnpike facilities.

As discussed in detail earlier, Florida East Coast Industries, Inc. has presented a feasibility study for a proposed intercity passenger rail service for business and leisure passengers. This rail project, dubbed *All Aboard Florida*, is a 240-mile service route that will run north-south on existing right-of-way from Miami to Cocoa, with new tracks that will connect to Orlando, and a possible future extension to Tampa and Jacksonville. The service between south Florida and Orlando may be operational as early as 2014, although funding for the estimated project cost of $1 billion is not known at the present time. With intermediate stops in Fort Lauderdale and West Palm Beach, the rail service will provide access to international airports and existing and future commuter rail systems. If this project is built, it will offer a new transportation choice but is not expected to have a material impact on the Turnpike System.

Finally, it is not expected that future air travel in Florida will have a significant adverse effect on Turnpike traffic. The air travel network in Florida is already well-established and, therefore, no further competition is anticipated.

3.1.2.2 Historical and Planned Toll Changes

Since the opening of Florida's Turnpike in 1957, Turnpike tolls were increased in 1979, in 1989 (through a three-stage toll increase that was completed in 1995), 2004, 2012 and 2013. During this period, traffic has continued to increase in parallel with Florida's increase in population, employment, commerce and tourism. The impact of the toll increases has been minimal, due partly to the long-term mitigating effect of inflation.

Table 40 illustrates this impact, showing the Golden Glades (MP 0X)-Fort Pierce (MP 152) two-axle vehicle tolls in 1957, those implemented in 1979, the tolls implemented under the staged toll increase program initiated in 1989, and FY 2012 the present tolls after the recent toll increase in June 2013. Also shown, are the Consumer Price Indices (CPIs) for the United States and the corresponding tolls factored by the CPI to place them all on a uniform basis for comparative purposes.

Table 40
Illustrative Tolls vs. Consumer Price Index

Year	Golden Glades-Fort Pierce Toll	CPI 1984 = 100	Toll In 2012 Dollars
1957	$2.40	28.1	$19.61
1979	2.65	72.6	8.38
1984	2.65	100.0	6.08
1989	4.10	124.0	7.59
1991	5.00	136.2	8.43
1993	5.90	144.5	9.37
1995	5.90	152.4	8.89
2004	5.90 (S), 7.70 (C)*	188.9	7.17 (S), 9.36 (C)*
2012	6.80 (S), 8.90 (C)*	229.6	6.80 (S), 8.90 (C)*

* (S) SunPass® toll, (C) Cash toll.
Source: U.S. Bureau of Labor Statistics. CPI Base Year is 1984.

Although they resulted in additional revenue, the toll increases were quite modest when compared to the rate of inflation. In fact, if the original $2.40 toll for a passenger car trip along the initial 110-mile section of the Turnpike had been increased at the same rate as the CPI, the toll today would be $19.61, compared to the current toll of $6.80 for SunPass® or $8.90 for cash customers (e.g., 1957 toll in 2012 dollars = 2012 CPI/1957 CPI x 1957 toll).

As described in **Section 2.1**, pursuant to the Legislative requirement, on June 24, 2012, cash tolls were indexed using the percentage change between CPI for the five years ending December 31, 2010 and 2005, which is 11.7 percent. The cash rate was then adjusted up to the next higher quarter for collection efficiency. The SunPass® toll rates were set a quarter less than the adjusted cash toll rates, while the TOLL-BY-PLATE toll rates were increased to be equal to the adjusted cash toll rates.

On July 1, 2013, the SunPass® and TOLL-BY-PLATE toll rates were adjusted based on year-over-year actual change in CPI of 2.1 percent and rounded to the nearest penny. The cash toll rate will be adjusted every five years (next increase FY 2018) by the change in CPI over the previous 5 years and adjusted to the next higher quarter.

3.1.2.3 Toll Elasticity

The effect of changes in tolls on traffic and toll revenue is referred to as elasticity. As used herein, the elasticity factor represents the relative decrease in traffic corresponding to a given increase in tolls. The higher the factor, which is a negative number, the more apt a facility is to lose traffic, which can be due to diversion to competing facilities, changes in travel modes and trip consolidation.

The effect of such elasticity on the various portions of the Turnpike System depends on the degree of competitiveness, in terms of parallel highways, their level of congestion, and the characteristics of the traffic stream (i.e., local drivers with knowledge of the alternative routes versus tourists with limited knowledge and time). As mentioned earlier, another factor that affects elasticity is the long-term impact of inflation on tolls. As shown above in **Table 40**, the present toll is a relative bargain when compared to the 1957 toll in 2012 dollars. Evidence of this effect was demonstrated during the previous toll increase in March 2004. Overall, the Turnpike System experienced a slight decline in traffic (approximately two percent) immediately following the toll increase. However, traffic fully rebounded to pre-toll rate increase levels by fiscal year-end, resulting in an average decline in traffic of just one percent for the four-month period.

Table 41 depicts a similar impact on traffic and calculated elasticity for the recent system wide toll indexing implemented on June 24, 2012, as previously described in **Section 2.1**. The effective System-wide toll rate increase amounted to 29 percent.

Table 41
Calculated Elasticity
Traffic and Revenue Impacts of Toll Increase Effective June 24, 2012

	Total					
Turnpike Component	**Traffic Impact**	**Effective Toll Increase**	**Projected Elasticity**	**Actual Elasticity**	**Projected Revenue Impact**	**Actual Revenue Impact**
Mainline	-4%	30%	-0.20	-0.13	22%	25%
Sawgrass Expressway	-2%	28%	-0.20	-0.09	21%	25%
Seminole Expressway	-3%	17%	-0.20	-0.15	13%	14%
Veterans Expressway	-4%	32%	-0.20	-0.12	24%	27%
Southern Connector Ext.	-6%	57%	-0.20	-0.10	39%	48%
Polk Parkway	-5%	25%	-0.44	-0.22	11%	18%
Suncoast Parkway	-6%	27%	-0.44	-0.21	12%	20%
Daniel Webster Western Beltway, Part C	-3%	31%	-0.44	-0.11	13%	27%
Overall	-4%	29%	-0.20	-0.13	22%	24%

A total effective toll increase of 30 percent on the Mainline resulted in a minimal overall traffic decline of about four percent and an actual elasticity of -0.13 (projected elasticity was -0.20), while the toll revenue attributed to toll rate indexing was projected as 22 percent, the actual realized revenue impact was a 25 percent increase.

The results in **Table 41** show fewer customers diverted to alternative travel routes perhaps due to the high level of congestion experienced on the adjacent parallel highways, and continued improvements in the state's economy and declining unemployment, resulting in a lower observed elasticity factor of -0.13 than projected.

As described in **Section 2.1**, the SunPass® toll rates were set $0.25 less than the adjusted cash rate as part of the recent toll rate increase. The toll rates for both cash and SunPass® were the same on three expansion projects, namely Polk Parkway, Suncoast Parkway and Western Beltway, Part C prior to the toll increase. With indexing, cash rates increased by $0.25, while the SunPass® rates remained unchanged on these three facilities due to the $0.25 toll differential compared to the adjusted cash rate.

The overall traffic decline on the expansion projects ranged from about two percent on the Sawgrass Expressway to about six percent on the Southern Connector Extension and the Suncoast Parkway, while the elasticity ranged from -0.44 on the Daniel Webster Western Beltway, Part C to -0.20 on the Turnpike Mainline, Veterans and Seminole Expressways. With respect to the total revenue impact due to indexing the toll rate, it ranged from 14 percent on the Seminole Expressway to 56 percent on the Southern Connector Extension. While the results are very positive, the actual traffic and toll revenue impact was less than originally forecasted. The estimated elasticity was greater than the observed or realized.

Pursuant to the Legislative requirement, on July 1, 2013, the toll rates increased system wide by 2.1 percent for SunPass® and TOLL-BY-PLATE (TBP) customers. The observation of SunPass® and TBP traffic leading up to the rate increase and during the 2 months thereafter showed a modest growth both on the Turnpike Mainline and the expansion facilities. A relatively small increase in tolls compared to the preceding fiscal year did not divert the traffic from the system. Traffic and toll revenue impact of this toll increase will continue to be monitored throughout the current year.

3.1.3 Travel Time Comparisons

The use of Florida's Turnpike System can save the motorist considerable time traveling between cities in southern and central Florida served by the Turnpike. The specific amount of time that is saved is based on data obtained from periodic surveys recording travel times on the Turnpike and on parallel routes during peak and non-peak seasons and during various parts of the day. Results of these travel-time studies are summarized in **Table 42** for the nine largest interchange-to-interchange movements (measured on a vehicle-mile basis) on the Mainline between Golden Glades and Wildwood, and for five of the newer expansion projects.

Referring to the centerfold map, the principal alternative routes which connect cities served by the Turnpike are: (1) I-95 for trips within the area between Miami and Fort Pierce; (2) I-95 and the Beachline Expressway or SR 50 for trips between Fort Pierce and Orlando; (3) US 27 for the full-length trips between Miami and Wildwood; and (4) I-75 as an alternative to the Turnpike and SR 60 for trips between Miami and the Tampa Bay area. The most advantageous use of the Turnpike Mainline is between Orlando/I-4 and Wildwood, where motorists save over 25 minutes per dollar of toll. Of the five expansion projects, the Veterans Expressway offers motorists the greatest savings of more than 15 minutes for each dollar of toll collected during trips between the Tampa Airport and Lutz.

Table 42
Travel Time Comparisons

Cities Served		Turnpike Inter-Changes*	Principal Alternative Routes	Travel Time (min.)			Psgr. Car Toll (ETC)	Min. Saved Per $1 Toll
From/To	To/From			Via Tnpk.	Via Alt.	Savings		
Ft. Pierce	Wildwood/US 301	152-304	I-95, SR 46, SR 441, SR 44	135	194	59	$8.50	6.9
Miami	Wildwood/US 301	0X-304	US 27	233	330	97	14.40	6.7
Orlando/S.	Wildwood/US 301	254-304	SR 50, US 27	46	105	59	2.50	23.6
Orlando/I-4	Wildwood/US 301	259-304	SR 50, US 27	42	105	63	2.50	25.2
Orlando/429	Wildwood/US 301	267-304	SR 50, US 27	35	65	30	2.00	15.0
Miami	Ft. Lauderdale	0X-58	I-95	15	19	4	1.00	4.0
Miami	Tamarac	0X-62	I-95	18	23	5	1.25	4.0
Miami	Orlando	0X-259	I-95, SR 50	191	261	70	12.40	5.6
Miami	Kissimmee	0X-244	I-95, US 192	176	210	34	12.40	2.7
Orlando (UCF)	Sanford	Seminole	SR 434, SR 419, US 17-92	25	45	20	1.75	11.4
Tampa Airport	Lutz	Veterans	Dale Mabry	17	36	19	1.25	15.2
Celebration	Orlando Airport	S.C.E.	I-4, Sand Lake Rd., Boggy Creek Rd.	24	37	13	2.25	5.8
Bartow	US 27 and I-4	Polk Parkway	US 17-92, US 98, US 27	29	52	23	2.00	11.5
Brooksville	Tampa Airport	Suncoast Parkway	SR 50, I-75, I-275, FL-60	53	70	17	3.50	4.9

* Applies to the Mainline only. Not applicable for the expansion projects (bottom third of table).

3.2 Summary of Assumptions

The engineering estimates contained in this report for the existing Turnpike System and the expansion projects are based on the following overall assumptions:

1. The Turnpike will continue to be well maintained and efficiently operated, with no major changes in the current level of Turnpike maintenance, preservation and operation.

2. The Turnpike projects listed in the current Adopted Five-Year Work Program will be constructed as scheduled.

3. An effective Violation Enforcement System (VES) will be in place to minimize the impact of toll evasion and violation rates will remain similar to the rates experienced today.

4. The Turnpike will continue to be well signed, including adequate trailblazers for the future expansion projects that will be posted to direct motorists.

5. The demographic trends described herein will occur as forecast.

6. Recovery from the recession will be slow with diminished rates of growth. (See **Section 3.4**).

7. Motor fuel will remain in adequate supply during the forecast period, and the world crude oil prices will not increase to levels that materially impact ridership on Florida's Turnpike.

8. No radical change in travel modes, or significant improvements or addition to competing routes, which would drastically curtail motor vehicle use, is expected during the forecast period.

These assumptions, together with the historical trends described herein and the following forecasting methodology, were used to project the traffic and correlated revenues for the Turnpike System. These forecasts are based solely on the traffic and revenue engineering aspects of the Turnpike System and do not extend to municipal advisory services. While these engineering projections are presented with numerical specificity, they are based on a number of estimates and assumptions which, though considered reasonable to us, are inherently subject to significant economic and competitive uncertainties and contingencies, many of which will be beyond our control and that of Florida's Turnpike.

As such, if for any reason, any of these conditions should change due to changes in the economy, competitive environment, or other factors listed above, URS' opinions or estimates will require amendment or further adjustments. The traffic and revenue forecast presented herein takes into account the results of our consideration of the information available to us as of the date hereof and the application of our experience and professional judgment to that information. It is not a guarantee of any future events or trends.

3.3 Forecasting Methodology

A variety of forecasting tools were employed in the projection of traffic and revenue for the Florida Turnpike System. The basic procedure used traffic simulation models, with the application of selected adjustment factors to add a measure of conservatism to the forecasts. Also used were traffic surveys and trend analysis.

For the Mainline and Sawgrass Expressway, which have been operating for many years, the historical traffic trends together with growth ratios developed from the appropriate traffic models and the use of demographic forecasts from the recently lowered BEBR and other sources were employed. For the recently opened expansion projects, Seminole Expressway, Veterans Expressway, Southern Connector Extension, Polk Parkway, Suncoast Parkway and Western Beltway, Part C, the traffic model outputs were modified to reflect the actual results since the start of operation.

Models are the best tool for forecasting traffic in urban areas with complex highway networks, as contrasted with the traditional traffic survey/diversion techniques commonly used for intercity projects. These models simulate travel on a network of highways and streets through (1) the generation of trips in each area based on land use type and intensity, (2) the distribution of these trips based on established zonal attractions (e.g., home to work), (3) modal split for vehicular usage versus public transportation, and (4) the assignment of trips to the network based on minimum time paths. Tolls are reflected through the use of a toll impedance submodel, which imposes equivalent time penalties based on a dollar value of time, as well as toll plaza delays for deceleration, the payment of toll and acceleration back to highway speed. The key to the model's reliability and confidence is its calibration and validation to actual traffic counts on an annual basis.

After the model is validated, it is used to forecast traffic based on the projected pace and patterns of land development, population and employment in the specific region; the characteristics of the highway network, including capacity constraints; and the assumptions regarding tolls and planned toll increases.

The simulation models used in the traffic forecasting process typically are produced by the combined efforts of the respective Metropolitan Planning Organization (MPO) and FDOT. Then, for the application of the models in forecasting Turnpike traffic, independent forecasts of population and other demographic indices are developed and the models are modified to account for tolls. The models also undergo a rigorous independent review to ensure model accuracy and data output quality. The models used in the forecasting process are identified by county in **Table 43**.

Table 43
Traffic Simulation Models
Used for Forecasting Turnpike Traffic

County	Model
Miami-Dade, Broward and Palm Beach	MPO and Southeast Regional Planning Models
Martin, St. Lucie and Indian River	Treasure Coast Regional Planning Model
Osceola, Orange, Seminole and Lake	Metroplan Orlando and Turnpike Central Florida Models
Polk	Polk TPO Model and Turnpike Central Florida Model
Brevard, Osceola, Orange, Seminole, Sumter, Lake, Volusia, Flagler, Marion and Polk	Turnpike Central Florida Model and Central Florida Regional Planning Model
Hillsborough, Pinellas, Pasco, Hernando and Citrus	Tampa Bay Regional Planning Model and Turnpike State Model (modified)
Other Inter-Regional Projects	Turnpike State Model

3.4 Traffic and Toll Revenue Forecasts

The traffic and revenue forecasts for the Turnpike System were developed on the basis of the historical results for the existing system, the various factors described in **Section 3.1**, the assumptions in **Section 3.2**, and the forecasting methodology set forth in **Section 3.3**.

The forecasts also considered the most recent recession. Analysis of regional economic trends and conditions generated by the Federal Reserve Bank of Atlanta, and assessments provided by Florida Revenue Estimating Conference are considered in the traffic and toll revenue growth components of the forecast.

According to these sources, the economic outlook for the State is slowly improving, after having turned the corner. Over the next ten years, the Florida economic recovery would not attain growth rates as high as those experienced during the five years before the recession.

With these factors in mind, the forecast was prepared based on actual revenues in FY 2013, as well as other major events including the indexing of toll rates, as mandated by the Florida Legislature, and the future conversion to AET. Additionally, the I-4/Selmon Expressway Connector project will be open to traffic in FY 2014 followed by the First Coast Expressway in FY 2016. Furthermore, the forecast includes revenue from the widening of the Southern Coin System (FY 2013), Veterans Expressway (FY 2016) and HEFT (FY 2017).

3.4.1 Mainline

The traffic and toll revenue forecasts for the Mainline (Florida City-Wildwood plus Beachline West Expressway) is summarized in **Table 44**, showing the projected annual traffic and average toll rates that result in the projected revenues.

Table 44
Mainline Traffic and Toll Revenue
FY 2014-2024 Forecast

Fiscal Year	Traffic Transactions Volume (000)	Traffic Transactions Percent Change	Toll Revenue (000)	Percent Change	Average Toll Rate
2014	449,936	1.6%	$553,370	0.5%	$1.230
2015	457,748	1.7	564,332	2.0	1.233
2016	469,903	2.7	578,932	2.6	1.232
2017	480,816	2.3	597,893	3.3	1.243
2018	491,808	2.3	627,351	4.9*	1.276
2019	503,373	2.4	632,033	0.7	1.256
2020	515,528	2.4	653,318	3.4	1.267
2021	528,157	2.4	675,674	3.4	1.279
2022	541,040	2.4	699,004	3.5	1.292
2023	554,217	2.4	725,251	3.8	1.309
2024	567,904	2.5	750,313	3.5	1.321

* Revenue increase due to the impact of the cash toll rate increase.

During the 11-year forecast period through FY 2024, toll revenues on the Mainline are projected to reach about $750 million by FY 2024, up from approximately $553 million in FY 2014. The toll revenue growth in FY 2017 is attributed to widening on the HEFT. The decline in revenue growth in FY 2019 is due to the impacts from the implementation of AET on the Ticket System and the corresponding timing delay in toll collection from TOLL-BY-PLATE customers. The variation in the average toll rates is due to these factors combined with the increases in SunPass® participation (SunPass® customers typically pay less) and annual indexing of SunPass® and TOLL-BY-PLATE toll rates. The projections are higher than the toll revenue forecast included in the last issued Traffic and Earnings Report due to the lower than expected elasticity resulting from the toll rate increase in late June 2012. The increase is also caused by the improving economy in Florida, showing signs of growth in truck traffic on the Turnpike.

3.4.2 Sawgrass Expressway

The forecasts for the Sawgrass Expressway are shown in **Table 45**, which shows projected annual traffic and average toll rates that result in projected toll revenues.

Table 45
Sawgrass Expressway Traffic and Toll Revenue
FY 2014-2024 Forecast

Fiscal Year	Traffic Transactions Volume (000)	Traffic Transactions Percent Change	Toll Revenue (000)	Percent Change	Average Toll Rate
2014	73,402	1.7%	$64,655	-2.9%	$0.881
2015	74,789	1.9	63,476	-1.8	0.849
2016	76,395	2.1	65,588	3.3	0.859
2017	78,074	2.2	67,838	3.4	0.869
2018	79,899	2.3	70,234	3.5	0.879
2019	81,797	2.4	72,715	3.5	0.889
2020	83,768	2.4	75,358	3.6	0.900
2021	85,848	2.5	78,095	3.6	0.910
2022	88,002	2.5	80,852	3.5	0.919
2023	90,155	2.4	83,706	3.5	0.928
2024	92,236	2.3	86,576	3.4	0.939

During the 11-year period FY 2014 through FY 2024, toll revenues on the Sawgrass Expressway are projected to increase to about $86 million, up from $64 million in FY 2014. The projections are higher than the revenue forecast included in the last issued Traffic and Earnings Report due to the lower than expected elasticity resulting from the toll rate increase in late June 2012. It is also caused by the improving economy in Florida, showing signs of growth in truck traffic on the Turnpike.

The Sawgrass Expressway will be converted to an All-Electronic Tolling facility in the second half of FY 2014. Based on the HEFT conversion experience, the Sawgrass Expressway revenue projection is conservatively scaled back in FY 2014 and FY 2015 due to the delay in collection from TOLL-BY-PLATE customers who are invoiced for tolls incurred based on license plate image captured at the lanes. However, subsequent collection on unpaid invoices results in higher revenue in the following year. These projections are from a gross revenue perspective and do not reflect the cost savings and operational efficiencies of AET conversion. The resulting reduction in operations and maintenance costs are shown later in **Table 57**.

3.4.3 Seminole Expressway

As an expansion project with 18 years of actual traffic and revenue history since its completion in June 1994, the forecast for the Seminole Expressway depends on both the actual results and growth rates derived from the Turnpike Central Florida Model, as modified by adjustment factors. The forecast is shown in **Table 46**.

Table 46
Seminole Expressway Traffic and Toll Revenue
FY 2014-2024 Forecast

Fiscal Year	Traffic Transactions Volume (000)	Traffic Transactions Percent Change	Toll Revenue (000)	Percent Change	Average Toll Rate
2014	31,609	2.6%	$40,200	4.5%	$1.272
2015	32,449	2.7	42,025	4.5	1.295
2016	33,398	2.9	43,981	4.7	1.317
2017	34,383	2.9	46,031	4.7	1.339
2018	35,332	2.8	49,371	7.3*	1.397
2019	36,391	3.0	51,591	4.5	1.418
2020	37,474	3.0	53,935	4.5	1.439
2021	38,581	3.0	56,357	4.5	1.461
2022	39,722	3.0	58,913	4.5	1.483
2023	40,844	2.8	62,069	5.4*	1.520
2024	42,085	3.0	64,845	4.5	1.541

* Revenue increase due to the impact of the cash toll rate increase.

During the 11-year forecast period through FY 2024, toll revenues on the Seminole Expressway are projected to increase to approximately $65 million, up from $40 million in FY 2014. A higher revenue growth in FY 2018 is largely due to the indexing of cash toll rates implemented every five years as required by the Statutes. The projections for the Seminole Expressway are higher than the toll revenue forecast included in the last issued Traffic and Earnings Report due to lower than expected elasticity resulting from the toll rate increase in late June 2012. It is also caused by the improving economy in Florida, showing signs of growth in truck traffic on the Turnpike.

3.4.4 Veterans Expressway

Similar to the Seminole Expressway, with 17 full years of actual traffic and revenue history since its completion, the traffic and toll revenue forecast depends on actual results and growth rates derived from the Tampa Bay Regional Planning Model. This forecast is shown in **Table 47**.

Table 47
Veterans Expressway Traffic and Toll Revenue
FY 2014-2024 Forecast

Fiscal Year	Traffic Transactions Volume (000)	Traffic Transactions Percent Change	Toll Revenue (000)	Percent Change	Average Toll Rate
2014	49,969	0.9%	$42,025	1.0%	$0.841
2015	50,589	1.2	39,088	-7.0	0.773
2016	52,633	4.0	41,648	6.5	0.791
2017	53,947	2.5	43,151	3.6	0.800
2018	55,371	2.6	45,422	5.3*	0.820
2019	56,867	2.7	47,139	3.8	0.829
2020	58,400	2.7	48,932	3.8	0.838
2021	59,970	2.7	50,801	3.8	0.847
2022	61,576	2.7	52,750	3.8	0.857
2023	63,255	2.7	54,736	3.8	0.865
2024	64,934	2.7	56,803	3.8	0.875

***** Revenue increase due to the impact of the opening of Express Lanes.

During the 11-year forecast period through FY 2024, toll revenues on the Veterans Expressway are projected to approach $57 million, up from approximately $42 million in FY 2014. The forecast for the Veterans Expressway is higher than the toll revenue forecast included in the last issued Traffic and Earnings Report due to lower than expected elasticity resulting from the toll rate increase in late June 2012. It is also caused by the improving economy in Florida, showing signs of growth in truck traffic on the Turnpike.

As with Sawgrass Expressway, the Veterans Expressway will also be converted to an All-Electronic Tolling facility in FY 2015. Based on the HEFT conversion experience, the Veterans Expressway revenue projection is conservatively scaled back in the year of AET implementation due to the delay in collection from TOLL-BY-PLATE customers who are invoiced for tolls incurred based on license plate image captured at the lanes. However, subsequent collection on unpaid invoices results in higher revenue in the following year. These projections are from a gross revenue perspective and do not reflect the cost savings and operational efficiencies of AET conversion. The resulting reduction in operations and maintenance costs are shown later in **Table 57**. A significant revenue growth is FY 2016 is attributed to the impacts from widenings.

3.4.5 Southern Connector Extension

As an expansion project with 16 full years of operating results since its completion in June 1996, the traffic and revenue forecast for the Southern Connector Extension depends on actual results and growth rates derived from the Turnpike Central Florida Model. Also, the traffic estimates utilize the longer actual experience of both the Seminole Expressway and OOCEA’s Southern Connector, both of which, like the Southern Connector Extension, are part of the Central Florida GreeneWay. The traffic and revenue forecast for the Southern Connector Extension is shown in **Table 48**.

Table 48
Southern Connector Extension Traffic and Toll Revenue
FY 2014-2024 Forecast

Fiscal Year	Traffic Transactions Volume (000)	Traffic Transactions Percent Change	Toll Revenue (000)	Percent Change	Average Toll Rate
2014	9,089	3.6%	$7,102	4.5%	$0.781
2015	9,417	3.6	7,424	4.5	0.788
2016	9,777	3.8	7,770	4.7	0.795
2017	10,152	3.8	8,139	4.7	0.802
2018	10,486	3.3	8,821	8.4*	0.841
2019	10,851	3.5	9,209	4.4	0.849
2020	11,232	3.5	9,612	4.4	0.856
2021	11,624	3.5	10,037	4.4	0.863
2022	12,035	3.5	10,476	4.4	0.870
2023	12,437	3.3	11,057	5.5*	0.889
2024	12,875	3.5	11,546	4.4	0.897

***** Revenue increase due to the impact of the cash toll rate increase.

During the 11-year forecast period through FY 2024, toll revenues on the Southern Connector Extension are projected to increase to over $11 million, up from approximately $7 million in FY 2014. A higher toll revenue growth in FY 2018 is largely due to the indexing of cash toll rates implemented every five years as required by the Statutes. The forecast for the Southern Connector Extension is higher than the toll revenue forecast included in the last issued Traffic and Earnings Report due to lower than expected elasticity resulting from the toll rate increase in late June 2012. It is also caused by the improving economy in Florida, showing signs of growth in truck traffic on the Turnpike.

3.4.6 Polk Parkway

With 13 full years of operation, the traffic and revenue forecast of the Polk Parkway is based on actual results and growth rates derived from the Polk County Transportation Planning Model and Turnpike Central Florida Model. The forecast is shown in **Table 49**.

Table 49
Polk Parkway Traffic and Toll Revenue
FY 2014-2024 Forecast

Fiscal Year	Traffic Transactions Volume (000)	Traffic Transactions Percent Change	Toll Revenue (000)	Percent Change	Average Toll Rate
2014	26,791	1.7%	$24,056	1.7%	$0.898
2015	27,339	2.0	24,657	2.5	0.902
2016	27,996	2.4	25,365	2.9	0.906
2017	28,726	2.6	26,115	3.0	0.909
2018	29,347	2.2	27,924	6.9*	0.952
2019	30,040	2.4	28,722	2.9	0.956
2020	30,879	2.8	29,599	3.1	0.959
2021	31,755	2.8	30,530	3.1	0.961
2022	32,704	3.0	31,516	3.2	0.964
2023	33,617	2.8	32,903	4.4*	0.979
2024	34,655	3.1	33,991	3.3	0.981

* Revenue increase due to the impact of the cash toll rate increase.

During the 11-year forecast period through FY 2024, toll revenues on the Polk Parkway are projected to increase to approximately $34 million, up from nearly $24 million in FY 2014. A higher toll revenue growth in FY 2018 is largely due to the indexing of cash toll rates implemented every five years as required by the Statutes. The forecast for the Polk Parkway is similar to the toll revenue forecast included in the last issued Traffic and Earnings Report.

3.4.7 Suncoast Parkway

The Suncoast Parkway fully opened to traffic in August 2001. The traffic and revenue forecasts are based on the Tampa Bay Regional Planning Model, as well as actual results since 2001. The traffic and revenue forecast for this facility is shown in **Table 50**.

Table 50
Suncoast Parkway Traffic and Toll Revenue
FY 2014-2024 Forecast

Fiscal Year	Traffic Transactions Volume (000)	Traffic Transactions Percent Change	Toll Revenue (000)	Percent Change	Average Toll Rate
2014	26,572	0.7%	$21,545	0.9%	$0.811
2015	26,828	1.0	19,722	-8.5	0.735
2016	27,329	1.9	20,158	2.2	0.738
2017	27,870	2.0	20,644	2.4	0.741
2018	28,470	2.2	21,184	2.6	0.744
2019	29,164	2.4	21,782	2.8	0.747
2020	29,894	2.5	22,440	3.0	0.751
2021	30,624	2.4	23,073	2.8	0.753
2022	31,317	2.3	23,699	2.7	0.757
2023	32,011	2.2	24,318	2.6	0.760
2024	32,704	2.2	24,954	2.6	0.763

During the 11-year period FY 2014 through FY 2024, toll revenues on the Suncoast Parkway are projected to increase to approximately $25 million, up from about $21 million in FY 2014. The forecast for the Suncoast Parkway is similar to the toll revenue forecast included in the last issued Traffic and Earnings Report.

As with Veterans Expressway, the Suncoast Parkway will also be converted to an All-Electronic Tolling facility in FY 2015. Based on the HEFT conversion experience, the Suncoast Parkway revenue projection is conservatively scaled back in the year of AET implementation due to the delay in collection from TOLL-BY-PLATE customers who are invoiced for tolls incurred based on license plate image captured at the lanes. However, subsequent collection on unpaid invoices results in higher revenue in the following year. These projections are from a gross revenue perspective and do not reflect the cost savings and operational efficiencies of AET conversion. The resulting reduction in operations and maintenance costs are shown in **Table 57**.

3.4.8 Daniel Webster Western Beltway, Part C

As previously mentioned, the Western Beltway, Part C was jointly developed by the Turnpike and OOCEA. The traffic and revenue forecast for the Western Beltway, Part C depends on the growth rates derived from the Turnpike Central Florida Model and also incorporates the recent actual results. The revenue forecast presented in **Table 51** is only for the 11-mile Turnpike portion that extends from I-4 in Osceola County to Seidel Road in Orange County.

Table 51
Daniel Webster Western Beltway, Part C Traffic and Toll Revenue
FY 2014-2024 Forecast

Fiscal Year	Traffic Transactions Volume (000)	Traffic Transactions Percent Change	Toll Revenue (000)	Percent Change	Average Toll Rate
2014	6,716	6.0%	$6,768	6.3%	$1.008
2015	7,131	6.2	7,224	6.7	1.013
2016	7,592	6.5	7,731	7.0	1.018
2017	8,103	6.7	8,280	7.1	1.022
2018	8,588	6.0	9,267	11.9*	1.079
2019	9,125	6.3	9,894	6.8	1.084
2020	9,699	6.3	10,570	6.8	1.090
2021	10,303	6.2	11,291	6.8	1.096
2022	10,944	6.2	12,063	6.8	1.102
2023	11,597	6.0	13,042	8.1*	1.125
2024	12,322	6.3	13,930	6.8	1.130

***** Revenue increase due to the impact of the cash toll rate increase.

During the 11-year period from FY 2014 through FY 2024, toll revenues on the Western Beltway, Part C are projected to increase over $6 million to nearly $14 million. A higher toll revenue growth in FY 2018 is largely due to the indexing of cash toll rates implemented every five years as required by the Statutes. The increases throughout the forecast period are primarily attributed to expected ramp-up and new development in the corridor. The forecast for the Western Beltway, Part C is higher than the toll revenue forecast included in the last issued Traffic and Earnings Report due to the lower than expected elasticity resulting from the toll rate increase in late June 2012. It is also caused by the improving economy in Florida, showing signs of growth in truck traffic on the Turnpike.

3.4.9 I-4/Selmon Expressway Connector

The I-4/Selmon Expressway Connector is an elevated SunPass®-only connection between Interstate 4 and the Lee Roy Selmon Crosstown Expressway near Hillsborough County that will provide a limited-access alternative route to and from downtown Tampa. This toll facility is under construction through a partnership with the Florida Department of Transportation District Seven, the Tampa-Hillsborough Expressway Authority and the Turnpike. District Seven is responsible for the design, construction, and maintenance of the facility, while the Turnpike will assist with the design and installation of toll equipment. After construction, the new facility will be a part of Florida's Turnpike System. The facility is scheduled to open to traffic in January 2014 (FY 2014).

The interchange will essentially be a complex set of elevated directional ramps, accommodating selected traffic movements between I-4, the Selmon Expressway, and local arterial road access to and from the Port of Tampa. The two main movements are referred to as the "S" move and the "Z" move, named for the characteristic shapes of the ramps. The "S" move will provide I-4 traffic to and from the east a connection to and from the west on the Selmon Expressway, while the "Z" move will provide I-4 traffic to and from the west a connection to and from the east on the Selmon Expressway. The interchange will also provide truck access to the Port of Tampa via ramps to and from the arterial street leading into the Port south of the Selmon Expressway, which is referred to as the "T" move.

Toll collection on the interchange will be all-electronic, using Florida's SunPass® pre-paid and video tolling option. The initial toll rates will be $1.00 for the "S" move (to/from the west on I-4 and Selmon Expressway), $0.50 for the "Z" move (to/from the east on I-4 and the Selmon Expressway), and $1.00 for the "T" move (to/from the Port of Tampa). The traffic and revenue forecast for the I-4/Selmon Expressway Connector is shown in **Table 52**.

Table 52
I-4/Selmon Expressway Connector Traffic and Toll Revenue
FY 2014-2024 Forecast

Fiscal Year	Traffic Transactions Volume (000)	Traffic Transactions Percent Change	Toll Revenue (000)	Percent Change	Average Toll Rate
2014*	4,169	-	$2,651	-	$0.636
2015**	9,250	121.9%	6,051	128.3%	0.654
2016***	10,223	10.5	6,876	13.6	0.673
2017***	11,263	10.2	7,785	13.2	0.691
2018	11,778	4.6	8,362	7.4	0.710
2019	12,311	4.5	8,973	7.3	0.729
2020	12,863	4.5	9,621	7.2	0.748
2021	13,434	4.4	10,308	7.1	0.767
2022	14,021	4.4	11,032	7.0	0.787
2023	14,627	4.3	11,799	7.0	0.807
2024	15,259	4.3	12,609	6.9	0.826

* This facility will open to traffic in January 2014. Partial fiscal year.
** First full fiscal year of operation.
*** Traffic and toll revenue reflects ramp-up.

The entire project is expected to open to traffic in FY 2014. A significant growth in traffic and toll revenue, particularly from FY 2015 through FY 2017, is due to the ramp-up and development in the corridor. The toll revenue growth throughout the 11-year forecast period reflects the annual indexing of SunPass® and TOLL-BY-PLATE toll rates. Toll revenues grow from just over $6.0 million in the first full year of operation (FY 2015) to over $12.6 million in FY 2024.

3.4.10 First Coast Expressway

The First Coast Expressway in Duval and Clay Counties (Jacksonville), is the most recent Turnpike expansion project currently under construction and is scheduled to open to traffic in March 2016 (FY 2016). The 15.2 mile, four-lane, divided, limited-access toll facility connects Interstate 10 at a point approximately 5 miles west of the I-295 beltway around the Jacksonville area to Blanding Boulevard (S.R. 21).

Toll collection on the First Coast Expressway will be all-electronic, using Florida's SunPass® pre-paid service or TOLL-BY-PLATE. The facility will have four full interchanges (New World Ave., Normandy Blvd., 103rd Street, and Argyle Forest Blvd.) and one partial interchange to/from the north (Oakleaf Plantation Parkway) in addition to the two interchanges at the project's termini. No toll collection will occur at any of the ramps. Instead, there will be five mainline tolling points (gantries) along the Expressway. The two northern most gantries will have a passenger car SunPass® toll rate of $0.20 and a TOLL-BY-PLATE toll of $0.45 in the opening year. The remaining three toll gantries will have a passenger car SunPass® rate of $0.60 and a TOLL-BY-PLATE rate of $0.85 in the opening year. The minimum trip toll on the facility will be $0.50. It should be noted that some long distance drivers will incur 2 to 3 transactions and therefore pay more than the minimum trip toll of $0.50. The traffic and toll revenue forecast for the First Coast Expressway is shown in **Table 53**.

Table 53
First Coast Expressway Traffic and Toll Revenue
FY 2014-2024 Forecast

Fiscal Year	Traffic Transactions Volume (000)	Traffic Transactions Percent Change	Toll Revenue (000)	Percent Change	Average Toll Rate
2014	-	-	-	-	-
2015	-	-	-	-	-
2016*	5,098	-	$1,976	-	$0.388
2017**	18,407	261.1%	7,135	261.1%	0.388
2018***	20,389	10.8	8,296	16.3	0.407
2019***	22,371	9.7	9,393	13.2	0.420
2020	24,353	8.9	10,443	11.2	0.429
2021	26,335	8.1	11,451	9.7	0.435
2022	28,317	7.5	12,451	8.7	0.440
2023	30,299	7.0	13,449	8.0	0.444
2024	32,281	6.5	14,431	7.3	0.447

* This facility will open to traffic in March 2016. Partial fiscal year.
** First full fiscal year of operation.
*** Traffic and toll revenue reflect ramp-up.

A significant growth in traffic and toll revenue, particularly from FY 2017 through FY 2020, is due to the ramp-up and development in the corridor. The toll revenue growth throughout the 11-year forecast period reflects the annual indexing of SunPass® and TOLL-BY-PLATE toll rates.

3.4.11 Total Toll Revenue Forecasts

Total toll revenues on the Turnpike during the FY 2014-2024 forecast period are summarized in the following **Table 54**.

Table 54
Existing Turnpike System Toll Revenue
FY 2014-2024 Forecast

	Toll Revenue (000)										
Fiscal Year	Mainline	Sawgrass Expressway	Seminole Expressway	Veterans Expressway	Southern Conn. Ext.	Polk Parkway	Suncoast Parkway	Daniel Webster Western Beltway, Part C	I-4/Selmon Expressway Connector	First Coast Expressway	Total
2014	$553,370	$64,655	$40,200	$42,025	$7,102	$24,056	$21,545	$6,768	$2,651	-	$762,372
2015	564,332	63,476	42,025	39,088	7,424	24,657	19,722	7,224	6,051	-	773,999
2016	578,932	65,588	43,981	41,648	7,770	25,365	20,158	7,731	6,876	$1,976	800,025
2017	597,893	67,838	46,031	43,151	8,139	26,115	20,644	8,280	7,785	7,135	833,011
2018	627,351	70,234	49,371	45,422	8,821	27,924	21,184	9,267	8,362	8,296	876,232
2019	632,033	72,715	51,591	47,139	9,209	28,722	21,782	9,894	8,973	9,393	891,451
2020	653,318	75,358	53,935	48,932	9,612	29,599	22,440	10,570	9,621	10,443	923,828
2021	675,674	78,095	56,357	50,801	10,037	30,530	23,073	11,291	10,308	11,451	957,617
2022	699,004	80,852	58,913	52,750	10,476	31,516	23,699	12,063	11,032	12,451	992,756
2023	725,251	83,706	62,069	54,736	11,057	32,903	24,318	13,042	11,799	13,449	1,032,330
2024	750,313	86,576	64,845	56,803	11,546	33,991	24,954	13,930	12,609	14,431	1,069,998

As shown in **Table 54**, total toll revenues are estimated to increase during the 11-year forecast period from approximately $762 million in FY 2014 to over $1.0 billion in FY 2024. As previously mentioned, the forecasts include the impact of toll rate indexing beginning in FY 2014.

3.5 Concession Revenue Forecasts

Concession revenues include income from two primary sources, namely food service sales at service plaza eateries and advertisement on Turnpike facilities. Food sales also include ancillary items such as gift shops, vending and attraction ticket sales. Concession revenue is based on a percentage of sales or a guaranteed monthly minimum concession fee (whichever is larger).

The Turnpike selected a new concessionaire, Areas USA FLTP, LLC, to provide both food and gas station services through the original contract which was executed in April 2009. Areas USA FLTP, LLC commenced its fuel operations in early April 2009 and food and beverage operations in early June 2009. Also through this new contract, the Turnpike negotiated the reconstruction of the Ft. Drum and Ft. Pierce Service Plazas, to include new restaurant and convenience store buildings.

Table 55 presents the negotiated completion schedule for the service plaza reconstruction. As shown in the Table, reconstruction efforts began in the last quarter of 2010 for six of the eight service plazas. Reconstruction on the remaining two service plazas, Port St. Lucie - Fort Pierce and Okahumpka will begin early next year.

Completion dates listed indicate the month in which the final Certificate of Occupancy was issued for the service plaza building. The service plaza at Snapper Creek on the HEFT was the first to reopen after reconstruction in March 2012. This was followed approximately a year later by the service plaza at Pompano Beach on the Southern Coin System. The Pompano Beach service plaza restaurant area was replaced with 11,500-square foot convenience store. The next three service plazas reopened in September 2013 which included the Turkey Lake service plaza on the Northern Coin System and both the Ft. Drum and West Palm Beach Service Plazas on the Ticket System.

Table 55
Turnpike System Service Plaza
Reconstruction Schedule
2010-2016

Service Plaza	Start Date	Completion Date
Snapper Creek	November 2010	March 2012
Pompano Beach	November 2010	February 2013
Turkey Lake	December 2010	September 2013
Canoe Creek	November 2010	February 2014
Fort Drum	November 2010	September 2013
West Palm Beach	November 2010	October 2013
Port St. Lucie - Fort Pierce	January 2014	March 2016
Okahumpka	January 2014	December 2016

Full services at the Fort Pierce Service Plaza are scheduled to reopen in March 2016. A similar restaurant area replacement with a convenience store is under construction at Okahumpka Service Plaza and is scheduled to be completed by December 2016. The new 3,500-square foot convenience store at Turkey Lake and West Palm Beach Service Plazas is now open, while a similar store at Canoe Creek Service Plaza is under construction with a scheduled reopening date of February 2014.

Areas USA FLTP, LLC began the facility improvement efforts in November 2010 in accordance with a completion schedule agreed upon in advance with Turnpike management. The contract included a stipulation for monthly late payments by Areas USA to the Turnpike for service plaza construction impediments resulting in delays beyond the initial contract schedule. During FY 2013, the Turnpike received $585,000 in additional revenue due to such delays.

The advertisement revenue from a license agreement with Travelers Marketing, LLC, which currently expires in December 2013, is also incorporated in the forecast based on annual payment amounts stipulated in the contract. Subsequent to FY 2013, the tollbooth advertising revenue forecast has been decreased to account for future AET conversions on Turnpike facilities. Additionally, the revenue stream from a ten-year license agreement with Florida Logos, Inc. for highway signage and a five-year license agreement for the Sponsor-A-Highway Program are also included in the forecast. Turnpike projected concession revenues are presented in **Table 56**. Concession revenue is expected to grow from about $6.8 million in FY 2014 to over $7.8 million by FY 2024.

Table 56
Turnpike System Concession Revenues
FY 2014-2024 Forecast

Fiscal Year	Total Gross Revenue (000)
2014	$6,855
2015	6,920
2016	6,962
2017	7,087
2018	7,215
2019	7,194
2020	7,327
2021	7,462
2022	7,600
2023	7,741
2024	7,884

Source: Turnpike Enterprise Finance Office.

3.6 Operations and Maintenance Expense Forecast

Operations and maintenance expense is projected to be about $172.6 million in FY 2014, equivalent to approximately 26 cents per vehicle transaction on the Turnpike System. This represents an increase of 9.7 percent over FY 2013 of $157,388 as shown previously in **Table 30**. The lower expense in FY 2013 is due to the first full year of savings from the removal of manual toll collection on the HEFT and increased SunPass® participation, the implementation of automatic ticket-issuing machines on the Ticket System, reduced postage and mailing costs due to removal of the certified mail requirement for citations and overall fewer citations issued as well as other operational efficiencies which are expected to continue into FY 2014. It is anticipated that the Turnpike will experience increases in FY2014 operating costs reflecting Florida Highway Patrol trooper vacancies being filled, increase in toll contract costs due to standard contract rate escalation and the hiring of additional back-office staff to improve customer service (reduce call wait times), increased credit card fees due to growth in SunPass® and Toll-By-Plate, and the opening of the I-4 Connector project in Tampa resulting in new facility operating & maintenance expense.

For the past ten years, the expense per transaction, with slight fluctuation, averages approximately 27 cents. The operations and maintenance expense forecast provided by Turnpike management is summarized in **Table 57**, showing the projected expenses and annual escalation rates. With the conversion to AET on several projects by 2018, the Turnpike System cost per vehicle transaction is expected to be about 22 cents in 2024.

Table 57
Turnpike System Operations and Maintenance Expenses
FY 2014-2024 Forecast

Fiscal Year	Operating and Maintenance Expenses* (000)	Percent Change
2014	$172,591	9.7%
2015	165,864	-3.9
2016	166,604	0.4
2017	171,809	3.1
2018	176,466	2.7
2019	172,701	-2.1
2020	175,831	1.8
2021	179,775	2.2
2022	183,240	1.9
2023	187,061	2.1
2024	190,963	2.1

* Includes Business Development and Marketing Expenses
Source: Turnpike Enterprise Finance Office.

System Operating and Maintenance (O&M) costs are expected to decrease in FY 2015 and FY 2019 due to the implementation of All-Electronic Tolling on various segments of the System, including the Southern Coin System, the Veterans Expressway, Suncoast Parkway and the Ticket System. The anticipated in-lane savings from these AET conversions will be partially offset by an increase in back-office resources to support SunPass® and TOLL-BY-PLATE operations. Thereafter, it is expected that annual O&M costs will rise by approximately two percent per year due to annual inflation.

3.7 Net Revenue

The projected operating expenses were deducted from the projected toll and concession revenues (from **Tables 54, 56 and 57**) to produce the following forecast of net revenues from toll operation presented in **Table 58**.

Table 58
Turnpike System Net Revenues
FY 2014-2024 Forecast

	Revenues and Expenses (000)				
	Gross Revenue			Operations and Maintenance Expenses*	
Fiscal Year	Tolls	Concessions	Total		Net Revenue
2014	$762,372	$6,855	$769,227	$172,591	$596,636
2015	773,999	6,920	780,919	165,864	615,055
2016	800,025	6,962	806,987	166,604	640,383
2017	833,011	7,087	840,098	171,809	668,289
2018	876,232	7,215	883,447	176,466	706,981
2019	891,451	7,194	898,645	172,701	725,944
2020	923,828	7,327	931,155	175,831	755,324
2021	957,617	7,462	965,079	179,775	785,304
2022	992,756	7,600	1,000,356	183,240	817,116
2023	1,032,330	7,741	1,040,071	187,061	853,010
2024	1,069,998	7,884	1,077,882	190,963	886,919

* Includes Business Development and Marketing Expenses

3.8 Conclusion

It is our opinion that the projections of traffic and correlated revenues are reasonable, and that they have been prepared in accordance with general professional practice for toll road forecasts (the forecast of operations and maintenance expenses is prepared by Turnpike management). Our analyses are based solely on the traffic and revenue engineering aspects of the Turnpike System. It is also our opinion that the Turnpike revenues should be sufficient to meet the rate covenants of the Turnpike Bond Resolution.

This report contains forward-looking statements, traffic and revenue projections, and statements of engineering opinion based upon certain information. These forward-looking and opinion statements and projections include statements relating to preexisting conditions not caused or created by URS Corporation and external conditions beyond our control. We believe that our expectations are reasonable and are based on reasonable assumptions. However, such forward-looking statements, projections and opinions, by their nature involve risks and uncertainties beyond our control. We caution that a variety of factors could cause the actual revenue associated with Florida's Turnpike to differ from that expressed or implied in this report. We assume no obligation with respect to the differences between this report and the actual performance of Florida's Turnpike. This report was prepared for the use of Florida's Turnpike that commissioned it. Florida's Turnpike is responsible for all cash-flow modeling efforts and the preparation of the Turnpike Finance Plan. This report was also prepared for the Division of Bond Finance of the State Board of Administration of Florida that will structure and issue the 2013C Series Revenue Bonds. Third parties use this report at their own risk. Under no circumstances will URS Corporation be liable to third parties for claims or damage arising out of this report unless expressly agreed between the third party and URS. URS disclaims any obligation to advise such third parties of any change in any matter affecting this report which may come to our attention after the date of this report. Any unauthorized use of this report is at the user's sole risk.

We acknowledge with thanks the cooperation and support of the Florida's Turnpike Enterprise staff in the preparation of this report.

Respectfully,
URS CORPORATION

William A. Nelsen, C.P.A.
Vice President

Saad A. Shbaklo P.E.
Group Manager, Toll Studies

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CONSULTING ENGINEER'S REPORT for the FLORIDA DEPARTMENT OF TRANSPORTATION TURNPIKE REVENUE BONDS, SERIES 2013C

PREPARED FOR:

FLORIDA DEPARTMENT OF TRANSPORTATION

TURNPIKE ENTERPRISE

October 2013

Prepared by:
General Consultants to Florida's Turnpike

General Consultants
Florida's Turnpike Enterprise
Florida Department of Transportation

October 7, 2013

Ms. Diane Gutierrez-Scaccetti
Executive Director and Chief Executive Officer
Florida Department of Transportation
Florida's Turnpike Enterprise
P.O. Box 613069
Ocoee, Florida 34761

Dear Ms. Gutierrez-Scaccetti:

At the request of your staff, we have prepared this Consulting Engineer's Report for the Florida Department of Transportation Turnpike Revenue Bonds, Series 2013C.

Proceeds from the 2013C bond sale will provide funding for a number of capital projects to include capacity and safety improvements, a new toll road facility in the Jacksonville area, as well as to reimburse for project costs already incurred.

ATKINS and HNTB jointly used the best information available to determine reasonable and expected costs for design, construction, construction inspection, and right-of-way. Based upon the project descriptions and information presented, and our analysis and calculation of present-day costs, it is our opinion that the schedules are attainable and the present-day costs are accurately stated. Consistent with current industry trends, a contingency reserve was included for project cost estimates. The information enclosed herein is reasonable and accurate as of the date of this letter.

If we can be of further assistance, please advise.

Very truly yours,

ATKINS

Matthew T. Lamb, P.E.
Program Director

HNTB Corporation

Jeffery S. Dailey, P.E.
Program Director

I. INTRODUCTION

This Consulting Engineer's Report was prepared in support of the Florida Department of Transportation Turnpike Revenue Bonds, Series 2013C. Projects that will be partially funded from the 2013C Bonds are as follows:

- Widening of the Veterans Expressway from Memorial to North of Gunn Highway in Hillsborough County.
- First Coast Expressway from Blanding Boulevard to Interstate 10 in Clay and Duval counties.
- Canal Protection on the Mainline from Milepost 298 to Milepost 309 in Sumter County.
- Widening of the Homestead Extension of Florida's Turnpike from SW 216th Street to South of Killian Parkway with Express Lanes in Miami-Dade County.

II. UPDATE TO ONGOING PROJECTS

A. Widening of the Veterans Expressway from Memorial Highway to North of Gunn Highway in Hillsborough County

Purpose:
The purpose of this project is to provide additional capacity, improve traffic operation, enhance safety, and improve the Turnpike's ability to serve as an evacuation route.

Description:
This project begins near Memorial Highway at milepost 2.7 and ends just south of Gunn Highway at milepost 9.1. The improvements consist of widening the existing northbound and southbound Veteran's Expressway (SR 589) from 4 to 8 lanes. Additionally, one lane in each direction will be constructed and operated as an Express Lane. The project also includes the conversion of the existing conventional cash toll system to an all electronic tolling (AET) collection system. Major bridge and storm water drainage improvements will be included as part of this project. In addition, sound barrier walls will be constructed, as required, to provide noise abatement to affected communities. All right-of-way has already been acquired for this project.

The project has been broken into three segments and is being constructed using three separate construction packages. Segment 1 is from Memorial Highway to Barry Street; Segment 2 is from Barry Street to Linebaugh Road; and Segment 3 is from Linebaugh Road to south of Gunn Highway. The project location is shown on Figure 1.

Status:
Construction began on all three segments in the Spring of 2013. Based on the Turnpike's construction schedule, the project will be open to traffic by the Spring of 2016.

ACTIVITY	PROJECT COST ESTIMATE ($000)
Preliminary Engineering	24,845
Right-of-Way	11,987
Construction	169,064
CEI	20,068
Contingency	8,453
Total	**234,417**

Total Project Budget ($000)				
Activity	**System Revenue**	**Local Funding**	**Bond Funding**	**Totals**
Preliminary Engineering	3,606	-	21,239	24,845
Right-of-Way	11,987	-	-	11,987
Construction	642	-	168,422	169,064
CEI	2,535	-	17,533	20,068
Contingency	8,453	-	-	8,453
Totals	**27,223**	**-**	**207,194**	**234,417**
		Estimated 2013C Bond Amount	**37,782**	

Florida Department of Transportation Florida's Turnpike Enterprise	Consulting Engineer's Report	Figure 1

III. NEW PROJECTS

B. First Coast Expressway from Blanding Boulevard to Interstate 10 in Clay and Duval counties

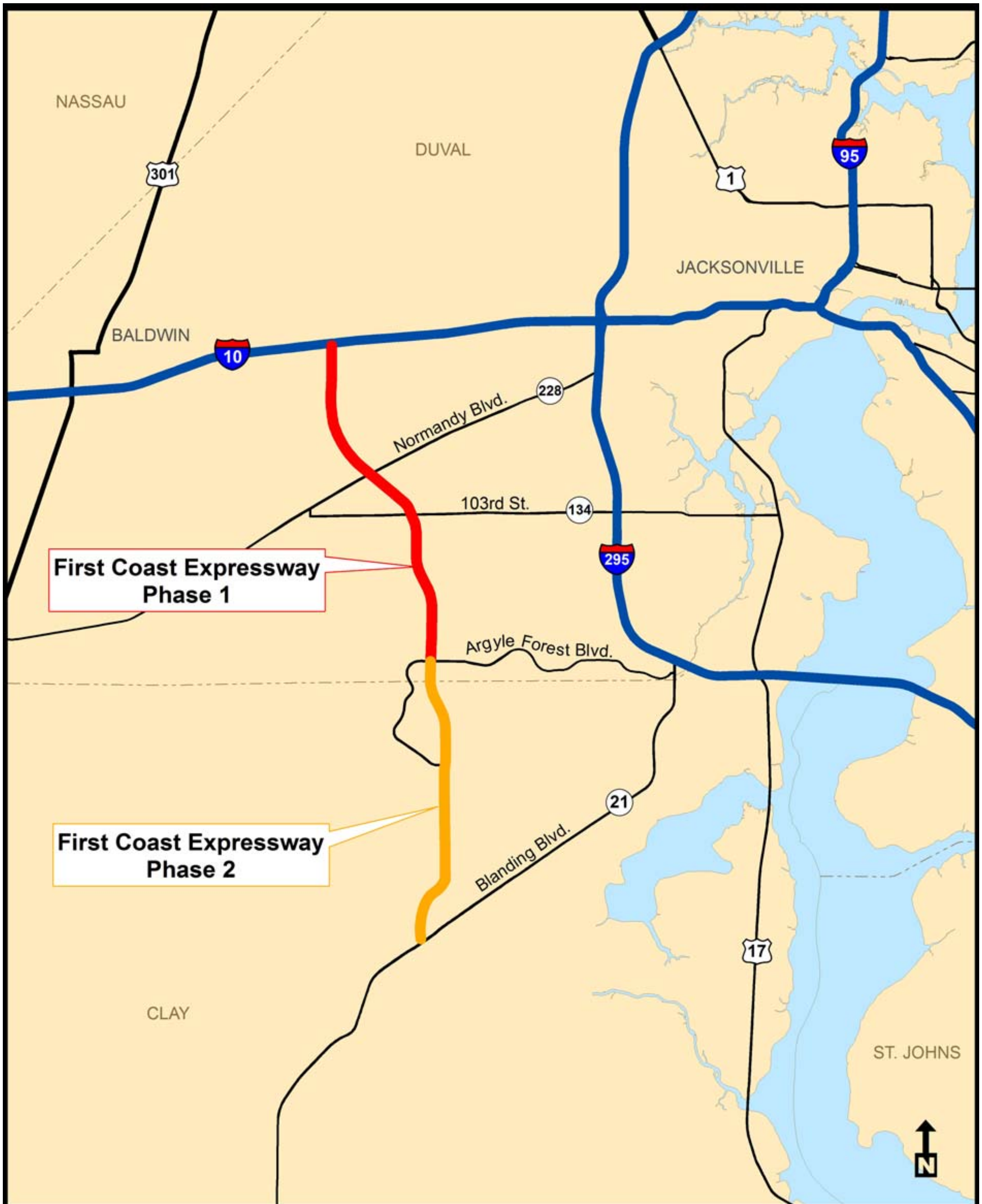
Purpose:
The ultimate purpose of this project is to provide a four-lane road connecting Interstate 10 in Duval County with Interstate 95 in St. Johns County, by way of Clay County, a total distance of 46 miles. The initial project, as reflected below, includes the construction of four toll lanes totaling 12 miles in length, providing additional capacity, improved traffic operations and enhanced safety along the route.

Description:
Phase 1 of the initial project begins just north of Argyle Forest Boulevard in Duval County and extends to just south of Interstate 10, a distance of six miles. Improvements include the construction of a limited access four-lane tolled roadway with interchanges at 103rd Street, Normandy Boulevard and New World Avenue. Additional improvements include bike lanes, six-foot sidewalks and improved interchange connections. Phase 2 of the initial project begins at Blanding Boulevard (SR 21) in Clay County and extends to just north of Argyle Forest Boulevard in Duval County, a distance of six miles. Improvements include the construction of a limited access four-lane tolled roadway with an interchange at Argyle Forest Boulevard. Non-tolled frontage roads extend along this segment of roadway from Old Jennings Road to Oakleaf Plantation Parkway. Both phases of the initial project will utilize an all electronic tolling (AET) collection system. The initial project phases are shown on Figure 2.

Status:
The project is being implemented through design build contracts. Construction began on Phase 1 in September 2013 and is scheduled to be complete by Spring of 2016. Phase 2 is scheduled to begin in early 2014 with construction completion by the end of 2016.

ACTIVITY	PROJECT COST ESTIMATE ($000)
Preliminary Engineering	725
Right-of-Way	-
Construction	177,954
CEI	14,344
Contingency	8,402
Total	**201,425**

Total Project Budget ($000)				
Activity	**System Revenue**	**Local Funding**	**Bond Funding**	**Totals**
Preliminary Engineering	725	-	-	725
Right-of-Way	-	-	-	-
Construction	8,221	-	169,733	177,954
CEI	-	-	14,344	14,344
Contingency	8,402	-	-	8,402
Totals	**17,348**	**-**	**184,077**	**201,425**
		Estimated 2013C Bond Amount	**53,402**	



Florida Department of Transportation
Florida's Turnpike Enterprise

Consulting Engineer's Report

Figure 2

C. Canal Protection on the Mainline from Milepost 298 to Milepost 309 in Sumter County

Purpose:
The purpose of this project is to provide safety improvements by constructing barriers in order to prevent vehicles from entering the roadside canals that run along the corridor.

Description:
This project consists of the construction of guardrail along the roadside canals on the Turnpike Mainline in Sumter County. The project location is shown on Figure 3.

Status:
Construction began in October 2013. Based on the Turnpike's construction schedule, the project will be complete by the Spring of 2014.

ACTIVITY	PROJECT COST ESTIMATE ($000)
Preliminary Engineering	376
Right-of-Way	-
Construction	1,765
CEI	322
Contingency	88
Total	**2,551**

Total Project Budget ($000)				
Activity	**System Revenue**	**Local Funding**	**Bond Funding**	**Totals**
Preliminary Engineering	306	-	70	376
Right-of-Way	-	-	-	-
Construction	-	-	1,765	1,765
CEI	2	-	320	322
Contingency	88	-	-	88
Totals	**396**	**-**	**2,155**	**2,551**
		Estimated 2013C Bond Amount	**2,155**	

Florida Department of Transportation
Florida's Turnpike Enterprise

Consulting Engineer's Report

Figure 3

D. Widening of the Homestead Extension of Florida's Turnpike from SW 216th Street to South of Killian Parkway with Express Lanes in Miami-Dade County

Purpose:
The purpose of this project is to improve traffic operation, enhance safety, provide additional capacity, provide customers an express lane choice, and to reduce the number of incidents involving bridge impacts by improving the bridge clearance.

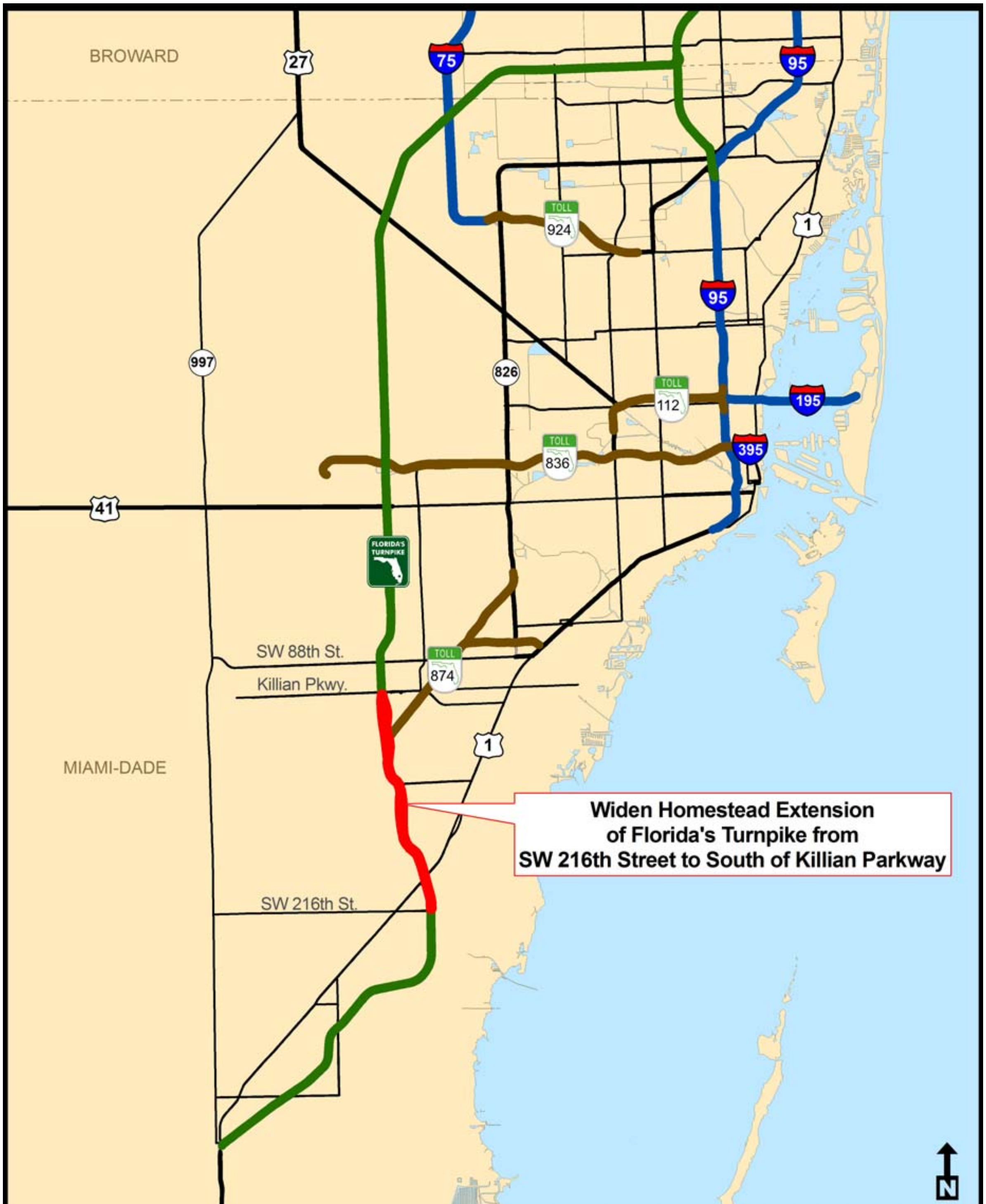
Description:
This project begins near Southwest 216th Street at milepost 11.8 and ends just south of Killian Parkway at milepost 20. The improvements generally consist of widening the existing roadway by adding two northbound lanes and two southbound lanes. Additionally, one new lane in each direction will be operated as an Express Lane providing customers the choice to pay a higher toll for reduced travel times. Major bridge and storm water drainage improvements will also be included as part of this project. In addition, sound barrier walls will be constructed, as required, to provide noise abatement to affected communities. All right-of-way has already been acquired for this project.

The project has been broken into two segments and will be constructed using two separate construction packages. Segment 1 is from SW 216th Street to north of Eureka Drive; Segment 2 is from north of Eureka Drive to South of Killian Parkway. The project location is shown on Figure 4.

Status:
Construction began on Segment 1 in July 2013; construction is scheduled to begin on Segment 2 in January 2014. Based on the Turnpike's construction schedule, the project will be open to traffic by the Summer of 2016.

ACTIVITY	PROJECT COST ESTIMATE ($000)
Preliminary Engineering	25,805
Right-of-Way	-
Construction	179,286
CEI	18,124
Contingency	18,000
Total	**241,215**

Total Project Budget ($000)				
Activity	**System Revenue**	**Local Funding**	**Bond Funding**	**Totals**
Preliminary Engineering	1,476	-	24,329	25,805
Right-of-Way	-	-	-	-
Construction	617	-	178,669	179,286
CEI	398	-	17,726	18,124
Contingency	18,000	-	-	18,000
Totals	**20,491**	**-**	**220,724**	**241,215**
		Estimated 2013C Bond Amount	**75,406**	



	Florida Department of Transportation **Florida's Turnpike Enterprise**	**Consulting Engineer's Report**	**Figure** **4**

Florida's Turnpike System
Department of Transportation
State of Florida

Financial Statements as of and for the
Years Ended June 30, 2013 and 2012, and
Independent Auditors' Report

FLORIDA’S TURNPIKE SYSTEM
DEPARTMENT OF TRANSPORTATION
STATE OF FLORIDA

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INDEPENDENT AUDITORS' REPORT

Secretary of Transportation and the Executive Board
Florida Department of Transportation
Tallahassee, Florida

Report on the Financial Statements

We have audited the accompanying basic financial statements of Florida's Turnpike System (the "System"), an enterprise fund of the Florida Department of Transportation, which is an agency of the State of Florida, as of and for the years ended June 30, 2013 and 2012, and the related notes to the financial statements, which collectively comprise the System's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on the 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 of 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 System'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 System'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 basic financial statements referred to above present fairly, in all material respects, the respective financial position of Florida's Turnpike System as of June 30, 2013 and 2012, and the changes in its financial position and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of a Matter

As discussed in Notes 2, 5 and 10 to the financial statements, the System implemented Government Accounting Standards Board (GASB) Statement No. 60, *Accounting and Financial Reporting for Service Concession Arrangements*, and GASB Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*, as of July 1, 2012. 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 and the required supplementary information other than management's discussion and analysis listed in the foregoing table of contents be presented to supplement the basic financial statements. Such information, although not part of the basic financial statements, is required by the GASB who considers it to be an essential part of the financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Deloitte & Touche LLP

October 31, 2013

FLORIDA'S TURNPIKE SYSTEM
DEPARTMENT OF TRANSPORTATION
STATE OF FLORIDA

MANAGEMENT'S DISCUSSION AND ANALYSIS
YEARS ENDED JUNE 30, 2013 AND 2012

As management of Florida's Turnpike System ("Florida's Turnpike," "Turnpike," or the "System"), we offer readers of our annual financial report this narrative overview of the financial activities of the System for the fiscal years ended June 30, 2013 and 2012. Please read it in conjunction with the financial statements as a whole.

The System operates as an enterprise fund of the Florida Department of Transportation (the "Department"), an agency of the State of Florida. The statements contained herein include only the accounts of the System and do not include any other accounts of the Department or the State of Florida. The System is presented as a blended enterprise fund in the financial statements of the State of Florida.

FINANCIAL HIGHLIGHTS

- The System's total revenues were $777.0 million and $650.2 million for fiscal year 2013 and 2012, respectively. Fiscal year 2013 revenues increased $126.8 million (19.5%) from the prior year and fiscal year 2012 revenues increased $18.6 million (2.9%) from fiscal year 2011.
- The System's total expenses were $391.4 million and $378.0 million for fiscal years 2013 and 2012, respectively. Fiscal year 2013 total expenses increased $13.4 million (3.5%) from the prior year, and fiscal year 2012 total expenses increased $29.7 million (8.5%) from fiscal year 2011.
- The System's net position totaled $6,078.8 million and $5,692.0 million as of June 30, 2013 and 2012, respectively. Increases of $386.8 million (6.8%) and $268.9 million (5.0%) from each of the prior fiscal years indicate growth in the System's financial position.
- The System's total capital assets, net of accumulated depreciation and amortization, amounted to $8,170.5 million and $7,804.7 million as of June 30, 2013 and 2012, respectively. Increases of $365.8 million (4.7%) and $139.6 million (1.8%) from each of the prior fiscal years signify continued investments in capital assets.

USING THIS ANNUAL REPORT

This discussion and analysis is intended to serve as an introduction to the System's basic financial statements, notes to the financial statements, and required supplementary information. While the System is considered part of the Department, which is an agency of the State of Florida, it is also considered an enterprise fund. Therefore, the System's financial statements are presented in a manner similar to a private sector business.

Statement of Net Position — This statement presents information on all of the System's assets, deferred outflow of resources, liabilities and deferred inflow of resources, with the difference between the sum of the assets and deferred outflows and the sum of liabilities and deferred inflows reported as net position. Over time, increases or decreases in net position are relative indicators of whether the System's financial position is improving or deteriorating.

Statement of Revenues, Expenses, and Changes in Net Position — This statement shows the results of the System's total operations during the fiscal year and reflects both operating and nonoperating activities. Changes in net position reflect the current fiscal period's operating impact upon the overall financial position of the System.

Statement of Cash Flows — This statement presents information about the System's cash receipts and cash payments, or, in other words, the sources and uses of the System's cash and the change in cash balance during the fiscal year. The direct method of cash flows is presented, ending with a reconciliation of operating income to net cash provided by operating activities.

Notes to the Financial Statements — The notes to the financial statements provide additional information that is essential to a full understanding of the data provided in the basic financial statements.

Other — Certain required supplementary information is presented to disclose trend data on the System's infrastructure condition.

FINANCIAL ANALYSIS

Net position serves as an indicator of the strength of the System's financial status. The System's net position as of June 30, 2013 was $6.1 billion, an increase of $386.8 million, or 6.8%, as compared to the prior fiscal year. As of June 30, 2012 net position was $5.7 billion, an increase of $268.9 million, or 5.0%, from fiscal year 2011. The increases in net position were primarily attributable to the positive operating results for the two years and were primarily invested in the System's capital assets (land, infrastructure, buildings, etc.), less any related outstanding debt used to acquire those assets (see Table 1). The System uses these capital assets to provide services to customers. Although the System's investment in capital assets is reported net of related debt, it should be noted that the revenues collected by the System are utilized to repay this debt in accordance with the bond resolution.

Table 1
Net Position of Florida's Turnpike System
(In Millions)

	As of June 30,		
	2013	2012	2011
Current and other assets	$ 731.2	$ 728.1	$ 652.1
Noncurrent restricted assets	283.1	369.0	256.9
Capital assets—net of accumulated depreciation and amortization	8,170.5	7,804.7	7,665.1
Noncurrent assets	82.3	-	-
Total assets	9,267.1	8,901.8	8,574.1
Current liabilities	186.8	273.8	258.7
Long-term debt outstanding and other liabilities	2,861.2	2,936.0	2,892.3
Total liabilities	3,048.0	3,209.8	3,151.0
Deferred inflow of resources	140.3	-	-
Net position:			
Net investment in capital assets	5,339.1	5,051.5	4,792.0
Restricted	149.6	166.2	164.9
Unrestricted	590.1	474.3	466.2
Total net position	$ 6,078.8	$ 5,692.0	$ 5,423.1

A portion of the System's net position represents resources subject to bond covenants or other restrictions. Funds maintained in these accounts include bond sinking fund requirements and debt service reserve requirements. As of June 30, 2013 and 2012, net position subject to these restrictions totaled $149.6 million and $166.2 million, respectively. For fiscal year 2013, this represents a decrease of $16.6 million from the prior year. This is primarily due to a $22.2 million decrease in net position restricted for renewals and replacement resulting from a substantial increase in the use of funds for resurfacing and preservation activities during the year, offset by a $5.6 million increase in net position restricted for debt service from restructuring of debt and investments during the year. For fiscal year 2012, this represents an increase of $1.3 million from the prior year. This increase is primarily due a $7.4 million increase in net position restricted for renewals and replacement resulting from a decrease in funding needs for resurfacing, preliminary engineering and construction during the year, offset by a $6.1 million decrease in net position restricted for debt service from a slight restructuring of investments as of the end of fiscal year 2012. Additional information on the System's debt service funding can be found in Note 8 to the financial statements.

Unrestricted net position of $590.1 million and $474.3 million as of June 30, 2013 and 2012, respectively, represent residual amounts after all mandatory transfers have been made as required by bond covenants and other restrictions. For fiscal year 2013, this represents an increase of $115.8 million from the prior year. This is primarily due to the decrease of $87.3 million in liabilities paid by unrestricted funds; $9.9 million decrease in reimbursement to the Department (including operations and maintenance costs); $6.6 million decrease of advances to the State Transportation Trust Fund and $16.0 million of bonds proceeds utilized for capital projects; offset by a $4.0 million decline in interest receivable due to falling interest rates. For fiscal year 2012, this represents an increase of $8.1 million from the prior year. This is primarily due to the restructuring of unrestricted investments by the State Board of Administration and pooled investments with the State Treasury during the year. In addition, $22.8 million of the 2010B Bonds proceeds was spent to complete capital projects, hence, the increase in unrestricted pooled investments with the State Treasury. Typically, unrestricted net position is used to fund improvements scheduled in the System's work program and to support the ongoing operations of the System.

Table 2
Changes in Net Position of Florida's Turnpike System
(In Millions)

	For the Year Ended June 30,		
	2013	**2012**	**2011**
Operating revenues from toll facilities	$ 755.5	$ 608.8	$ 600.1
Operating revenues from concessions and other sources	12.5	11.4	11.9
Nonoperating investment earnings	3.3	24.1	13.7
Nonoperating interest subsidy	5.7	5.9	5.9
Total revenues	777.0	650.2	631.6
Operations and maintenance expense	(156.2)	(171.0)	(176.7)
Business development and marketing expense	(1.2)	(2.7)	(3.3)
Pollution remediation expense	-	-	1.0
Renewals and replacements expense	(81.9)	(44.1)	(34.5)
Depreciation and amortization expense	(35.1)	(31.0)	(19.1)
Nonoperating interest expense	(109.2)	(125.8)	(110.4)
Other nonoperating expense—net	(7.8)	(3.4)	(5.3)
Total expenses	(391.4)	(378.0)	(348.3)
Income before contributions for capital projects and contributions to other governments	385.6	272.2	283.3
Contributions for capital projects	1.2	2.3	23.6
Contributions to other governments	-	(5.6)	(5.9)
Increase in net position	386.8	268.9	301.0
Net position:			
Beginning of year	5,692.0	5,423.1	5,122.1
End of year	$ 6,078.8	$ 5,692.0	$ 5,423.1

Total revenues for fiscal year 2013 were $777.0 million, representing an increase of $126.8 million, or 19.5%, compared to fiscal year 2012. This resulted primarily from an increase in toll revenues offset by a decrease in nonoperating investment earnings due to the fair market adjustment at fiscal year end. Fiscal year 2013 reflected the first full year effect of the implementation of Section 338.165(3), Florida Statutes, requiring the

Department to index toll rates on existing toll facilities. Management expected this rise in toll rates to significantly increase total revenues for fiscal year 2013 although toll transactions remained relatively flat. Due to the leap year in the previous year, toll transactions decreased 1.0 million to 663.3 million transactions for the year ended June 30, 2013 from 664.3 million transactions for the year ended June 30, 2012. The System has a broad customer base and the ability to serve more than half of the State of Florida's population. Expanded use of the interstate highway system and continuing heavy flows of commuter traffic make Florida's Turnpike an attractive option to the motoring public in both rural and urban areas. Customers of the System perceive the value of the Turnpike's well-maintained limited-access roadways and its high level of service, and respond by choosing the Turnpike over alternative routes.

Total revenues for fiscal year 2012 were $650.2 million, representing an increase of $18.6 million, or 2.9%, compared to fiscal year 2011. This resulted primarily from an increase in toll revenues and an increase in nonoperating investment earnings due to the fair market adjustment at fiscal year end. Corresponding to the increase in toll revenues, toll transactions increased to 664.3 million transactions for the year ended June 30, 2012, from 652.9 million transactions for the year ended June 30, 2011, due to slight growth in ridership and a continuing economic recovery.

For the year ended June 30, 2013, the System reported $1.2 million of contributions for capital projects, a decrease of $1.1 million from the prior year. The contributions consist of $0.6 million for service plaza renovations, $0.5 million from the federal Value Pricing Pilot Program to study integrated congestion pricing, and $0.1 million for construction of the I-595 fly-over ramps on the Mainline.

Total expenses (including depreciation and amortization expense) for fiscal year 2013 were $391.4 million, an increase of $13.4 million, or 3.5%, as compared to fiscal year 2012. The increase is primarily due to a $37.8 million increase in renewals and replacements; $4.1 million increase in depreciation and amortization expense and $3.8 million increase in property losses, offset by a $16.6 million decrease in nonoperating interest expense; $14.8 million decrease in operations and maintenance expense; and $1.5 million decrease in business development and marketing expenses. The increase in renewals and replacements was due to an increase in resurfacing projects in fiscal year 2013 as compared to fiscal year 2012. The increase in property loss is due to service plaza reconstruction and toll equipment/systems replacement. The increase in depreciation and amortization was primarily due to an additional $25.7 million of tangible assets placed in service during the year. The decrease in nonoperating interest expense is primarily due to $10.0 million decrease in interest paid on revenue bonds due to the $56.3 million reduction in bonded debt as compared to the previous fiscal year, as well as, interest savings due to the refinancing of debt at lower rates. The decrease in operations and maintenance expense is primarily due to the decrease in toll collection costs and efficiencies in new maintenance contracts. Since the System utilizes the modified approach for reporting infrastructure, it is required to maintain its infrastructure assets at certain levels. Fluctuations in expense levels from year to year will result based on management's assessment of needed System preservation. The overall infrastructure condition rating was not affected by the increase in renewal and replacements expenditures in fiscal year 2013. (See the required supplementary information included after the Notes to Financial Statements.)

Total expenses (including depreciation and amortization expense) for fiscal year 2012 were $378.0 million, an increase of $29.7 million, or 8.5%, as compared to fiscal year 2011. The increase is primarily due to a $15.4 million increase in nonoperating interest expense, $11.9 million increase in depreciation and amortization expense, and $9.6 million increase in renewal and replacements expense, offset by a $5.7 million decrease in operations and maintenance expense, and a $1.9 million decrease in other nonoperating expenses. The increase in nonoperating interest expense was due to the issuance of $150.2 million State of Florida, Department of Transportation Turnpike Revenue Bonds, Series 2011A. The increase in renewals and replacements was primarily due to an increase in resurfacing projects in fiscal year 2012 compared to fiscal year 2011. The increase in depreciation and amortization was primarily from the increase in the amortization of intangible assets related to assets placed in service totaling $23.2 million. The decrease in operations and maintenance expense is primarily due to the decrease in toll collection costs associated with the Homestead Extension of Florida's Turnpike (HEFT). This roadway was converted to All Electronic Tolling in February 2011; hence, fiscal year 2011 only reflected a partial year's savings as compared to a full year of savings in fiscal year 2012. The decrease in other nonoperating expense was primarily due to property losses of $0.6 million in fiscal year 2012 as compared to $2.6 million in fiscal year 2011. Since the System utilizes the modified approach for reporting infrastructure, it is required to maintain its infrastructure assets at certain levels. Fluctuations in expense levels from year to year will result based on management's assessment of needed System preservation. The overall infrastructure condition rating was not affected by the increase in renewal and replacements expenditures in fiscal year 2012. (See the required supplementary information included after the Notes to Financial Statements.)

CAPITAL ASSET AND DEBT ADMINISTRATION

Capital Assets — As of June 30, 2013, the System reported approximately $8.2 billion in constructed, purchased, and donated capital assets (net of accumulated depreciation and amortization), which was $365.8 million, or 4.7%, higher than the prior year. As of June 30, 2012, the System reported approximately $7.8 billion in constructed, purchased, and donated capital assets (net of accumulated depreciation and amortization), which was $139.6 million, or 1.8%, higher than the prior year. The increases were mainly in the category of infrastructure and related construction in progress assets which reflect the System's ongoing investment in its capital work program (see Table 3). The System's financial statements present capital assets in three groups: construction work in progress; those not subject to depreciation and amortization, such as land, infrastructure, and buildings associated with the service concession arrangement (see the discussion following on the modified approach for reporting infrastructure); and those assets subject to depreciation and amortization such as buildings and improvements, furniture and equipment, and intangible assets.

For fiscal year 2013, due to the implementation of Governmental Accounting Standards Board Statement No. 60 – *Accounting and Financial Reporting for Service Concession Arrangements* , capital assets which meet the criteria of this Statement are not subject to depreciation. The System acquired buildings and infrastructure as part of this arrangement and have recorded them as non-depreciable assets. See Note 5 – *Capital Assets* and Note 10 – *Deferred Inflows of Resources* for the disclosures related to this Statement.

Table 3
Capital Assets of Florida's Turnpike System
(Net of Depreciation and Amortization, in Millions)

	As of June 30,		
	2013	2012	2011
Construction in progress	$ 598.9	$ 399.2	$ 624.9
Land	866.6	863.4	863.9
Buildings	49.0	-	-
Infrastructure	6,432.8	6,311.6	5,958.8
Buildings and improvements—net	132.5	142.8	149.2
Furniture and equipment—net	71.3	59.4	53.7
Intangible assets—net	19.4	28.3	14.6
Total capital assets—net	$ 8,170.5	$ 7,804.7	$ 7,665.1

For fiscal years ended 2013 and 2012, major additions of capital assets, including those in progress, were as follows (in millions):

	2013	2012
Widening and capacity improvements	$ 61.9	$ 46.4
Interchange and access projects	99.2	32.1
High-speed express lanes	23.6	19.3
Toll system technology upgrades	30.7	18.0
Safety improvements	10.7	8.1
Intelligent transportation system enhancements	-	4.0
Service plaza improvements	1.8	5.8
	$ 227.9	$ 133.7

The System's capital program is made up of a number of ongoing projects, which include a system-wide toll systems enhancement project; construction of the new Selmon I-4 Connector project in Tampa; construction of the new First Coast Expressway in Clay and Duval counties; conversion of the Southern Coin section of the Mainline, the Sawgrass Expressway, the Veterans Expressway, and the Suncoast Parkway to All Electronic Tolling; improvements to the Turnpike Mainline interchange with I-595; a widening of the Veterans Expressway in Hillsborough County from milepost 3 to 9; widening of the HEFT in Miami-Dade County from Southwest 216th Street to south of Killian Parkway; as well as improvements to three service plazas along the Mainline. Planned commitments for the fiscal year ending June 30, 2014 include $178.2 million for widening the HEFT south of Killian Parkway to Bird Road (including the addition of managed toll lanes); $60.5 million to convert additional sections of the Southern Coin section of the Mainline to All Electronic Tolling; $50.7 million for widening of the center portion of the Veterans Expressway (from mile post 9 to 11); and an additional $93.4 million for the First Coast Expressway project. These projects will be funded over the next few years with existing cash, toll revenues, and bond proceeds, as well as available state and local funds.

Modified Approach for Reporting Infrastructure — Governmental accounting and reporting standards permit an alternative to reporting depreciation for infrastructure known as the modified approach. For its highway system and improvements, the System has made the commitment to maintain and preserve these assets at condition level ratings equal to or greater than those established by the Department. As a result, the System does not report depreciation expense for its highway system and improvements; rather, costs for both maintenance and preservation of infrastructure capital assets are expensed in the period incurred.

As detailed in the required supplementary information included after the Notes to Financial Statements, the System has exceeded its targeted infrastructure condition level ratings for the last several years. For fiscal years 2013 and 2012, the System estimated it would need to spend $102.7 million and $95.7 million, respectively, for infrastructure maintenance and preservation, but actually expended $117.8 million and $84.3 million, respectively. Fluctuations occur from year to year between the amount spent to preserve and maintain the System, and the estimated amount resulting from the timing of work activities. Over a period of time, the amount expended is comparable to the estimate. As such, the System's overall maintenance condition rating is fairly consistent from year to year.

Additional information on the System's current capital assets can be found in Note 5 to the financial statements.

Noncurrent Liabilities — At the end of fiscal year 2013, the System had outstanding revenue bonds (net of unamortized premiums/discounts and refunding losses on early retirement of debt) and other noncurrent liabilities payable totaling $2.9 billion. This amount represents a decrease of the System's long-term debt obligations by $74.8 million, or 2.5%, from June 30, 2012. This decrease was primarily due to scheduled repayments of principal on outstanding bonds and current year refundings.

At the end of fiscal year 2012, the System had outstanding revenue bonds (net of unamortized premiums and refunding losses on early retirement of debt) and other noncurrent liabilities payable totaling $2.9 billion. This amount represents an increase of the System's long-term debt obligations by $43.7 million, or 1.5%, from June 30, 2011. This increase was primarily due to the issuance of $150.2 million of State of Florida, Department of Transportation Turnpike Revenue Bonds, Series 2011A offset by the principal payments totaling $105.1 million for the System's outstanding revenue bonds.

Additional information on the System's outstanding noncurrent liabilities can be found in Notes 7, 8, and 9 to the financial statements.

The System is authorized by Section 338.2275 of the Florida Statutes to have up to $10.0 billion of outstanding revenue bonds to fund approved projects. The System has issued $2.8 billion of outstanding revenue bonds related to the financing of the construction of expansion projects and system improvements. At June 30, 2013, $7.2 billion remains of the statutory limitation on outstanding bonds.

The System issues revenue bonds to fund expansion and improvement projects in accordance with Turnpike Debt Management Guidelines. Pursuant to these guidelines, the System typically issues 30-year fixed-rate bonds. Bonds are issued to fund projects with an expected useful life not less than the term of the bonds. The System does not issue bonds for operations and maintenance costs. Bonds are issued through the State Board of Administration (SBA), Division of Bond Finance, in accordance with s.11(d), Article VII of the State Constitution.

Turnpike revenue bonds are only issued for projects included in the System's legislatively (Section 339.135 (4), F.S.) approved Work Program. Expansion projects are also subject to the statutorily required tests of economic feasibility prior to the sale of bonds (Section 338.223, F.S.). The tests require that the net revenues of an expansion project must be sufficient to pay 50% of the debt service of the bonds by the 12th year after the project opens to traffic and must pay 100% of the debt service of the bonds by the 30th year after the project opens to traffic (Section 338.221, F.S.).

The planned bond sales are included in the Department's financially balanced five-year finance plan and 36-month cash forecast as required by the legislature (Section 339.135 (4), F.S.).

The resolution authorizing the issuance of Turnpike revenue bonds requires a debt service reserve be established in an amount as defined in the resolution. The debt service reserve requirement for each bond issue is to be funded from revenues or through a reserve account credit facility as provided for in the resolution. The Turnpike is fully funded for fiscal years 2013 and 2012. Additional information on the System's debt service reserve requirements can be found in Note 8 to the financial statements.

The System currently holds an "AA-" rating from Standard & Poor's, an "Aa3" rating from Moody's Investors Service, and an "AA-" rating from Fitch Ratings for its bond issues. The System's debt service coverage ratio increased to 2.51 for fiscal year 2013, an increase of 0.69 over the fiscal year 2012 ratio of 1.82. This is primarily due to an increase of $164.1 million of net operating revenues available for debt service, due to the effects of a system-wide toll rate increase implemented on June 24, 2012. In addition, the System had a sale pending for the 2013B Bonds which closed on July 18, 2013. See Note 17 – *Subsequent Event* for details. This coverage ratio exceeded the 1.2 minimum debt service coverage as required by the covenants with the bondholders.

Table 4
Outstanding Noncurrent Liabilities of Florida's Turnpike System
(Net of Premiums and Refunding Losses, in Millions)

	As of June 30,		
	2013	**2012**	**2011**
Revenue bonds (backed by System revenues)	$ 2,721.5	$ 2,784.9	$ 2,731.8
Advances to the Florida Department of Transporation	139.1	148.9	155.8
Other noncurrent liabilities	0.6	2.2	4.7
Total noncurrent liabilities	$ 2,861.2	$ 2,936.0	$ 2,892.3

Economic Conditions and Outlook — Florida's economy continues to improve at a slow and steady pace. A gradual rebound in traffic on the Turnpike is expected to continue with a stronger recovery beyond 2015. Additionally, the unemployment rate in Florida has improved significantly in the last two years and is now below the national average.

Fiscal year 2013 toll revenues reflect the first full year of statutorily required toll rate increases based on an established index. Pursuant to Section 338.165(3), Florida Statutes, toll rates were indexed on all Department toll roads and bridges on June 24, 2012. The law requires that the Department index toll rates on existing toll facilities to the annual Consumer Price Index (CPI) or similar inflation indicator no more frequently than once a year, and no less frequently than once every five years. The current adjusted toll rates reflect an average increase of $0.25 at most toll locations. SunPass and TOLL-BY-PLATE rates will be adjusted on or before July 1st each year based on the actual change in year-over-year CPI, while cash rates will be indexed every five years. On July 1, 2013 the SunPass and TOLL-BY-PLATE rates were increased by the annual CPI increase of 2.1%. Management believes that fiscal year 2014 toll revenues will be more than sufficient to meet its obligations for debt service, operating and maintenance costs, and the preservation of the System.

Requests for Information — This financial report is designed to provide a general overview of the System's financial results and condition for those interested. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to the Chief Financial Officer, Florida's Turnpike System, P.O. Box 613069, Ocoee, Florida 34761.

FLORIDA'S TURNPIKE SYSTEM
DEPARTMENT OF TRANSPORTATION
STATE OF FLORIDA

STATEMENTS OF NET POSITION
JUNE 30, 2013 AND 2012
(In thousands)

	2013	2012
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents (Note 3)	$ 679,346	$ 680,845
Unrestricted investments	-	127
Receivables:		
Accounts	9,162	2,938
Interest	906	4,916
Due from other governments (Note 4)	25,268	19,790
Prepaid expenses	-	61
Inventory	1,735	4,551
Other assets	1,855	-
Total current assets	718,272	713,228
NONCURRENT ASSETS:		
Restricted assets:		
Restricted cash and cash equivalents (Note 3)	69,594	119,068
Restricted investments (Note 3)	213,526	249,927
Total restricted assets	283,120	368,995
Construction in progress (Note 5)	598,831	399,188
Nondepreciable capital assets (Note 5):		
Land	866,624	863,355
Buildings	48,981	-
Infrastructure — highway system and improvements	6,432,812	6,311,641
Total nondepreciable capital assets	7,348,417	7,174,996
Depreciable capital assets (Note 5):		
Buildings and improvements	247,870	263,058
Furniture and equipment	151,261	152,345
Intangible assets	41,941	39,952
Less accumulated depreciation and amortization	(217,777)	(224,878)
Total depreciable capital assets — net	223,295	230,477
Fiscal charges — net	12,818	13,322
Other assets	-	1,577
Service concession arrangement receivable (Note 10)	82,308	-
Total noncurrent assets	8,548,789	8,188,555
TOTAL ASSETS	$ 9,267,061	$ 8,901,783

(Continued)

FLORIDA'S TURNPIKE SYSTEM
DEPARTMENT OF TRANSPORTATION
STATE OF FLORIDA

STATEMENTS OF NET POSITION
JUNE 30, 2013 AND 2012
(In thousands)

LIABILITIES, DEFERRED INFLOW OF RESOURCES AND NET POSITION	2013	2012
LIABILITIES:		
Current liabilities:		
Construction contracts and retainage payable (Note 16)	$ 36,199	$ 120,077
Current portion of bonds payable (Notes 8, 9)	117,220	110,185
Due to Florida Department of Transportation (Notes 6, 7, 9, 13)	32,814	42,663
Due to other governments	106	72
Deposits payable	200	200
Unearned revenue	249	605
Total current liabilities	186,788	273,802
Noncurrent liabilities:		
Long-term portion of bonds payable — net of premiums of $106,559 and $66,093, respectively, and refunding losses on early retirement of debt of $40,102 and $27,951, respectively (Notes 8, 9)	2,721,532	2,784,892
Advances payable to Florida Department of Transportation (Notes 7, 9, 13)	139,121	148,898
Unearned revenue from other governments (Note 9)	600	649
Other long-term liabilities (Note 9)	-	1,566
Total noncurrent liabilities	2,861,253	2,936,005
Total liabilities	3,048,041	3,209,807
DEFERRED INFLOW OF RESOURCES (Note 10)	140,259	-
NET POSITION:		
Net investment in capital assets	5,339,106	5,051,519
Restricted for debt service	138,716	133,109
Restricted for renewal and replacement	10,830	33,119
Unrestricted	590,109	474,229
Total net position	$ 6,078,761	$ 5,691,976

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

(Concluded)

FLORIDA'S TURNPIKE SYSTEM
DEPARTMENT OF TRANSPORTATION
STATE OF FLORIDA

STATEMENTS OF REVENUES, EXPENSES, AND CHANGES IN NET POSITION
YEARS ENDED JUNE 30, 2013 AND 2012
(In thousands)

	2013	2012
OPERATING REVENUES:		
Toll facilities	$ 755,542	$ 608,812
Concessions	7,515	7,169
Other	4,928	4,220
Total operating revenues	767,985	620,201
OPERATING EXPENSES:		
Operations and maintenance	156,185	171,028
Business development and marketing	1,203	2,676
Renewals and replacements	81,912	44,064
Depreciation and amortization (Note 5)	35,165	31,038
Total operating expenses	274,465	248,806
OPERATING INCOME	493,520	371,395
NONOPERATING REVENUES (EXPENSES):		
Investment earnings	3,327	24,121
Interest subsidy (Note 5, 8)	5,685	5,943
Interest expense	(109,188)	(125,821)
Other — net	(7,783)	(3,416)
Total nonoperating expenses — net	(107,959)	(99,173)
INCOME BEFORE CONTRIBUTIONS FOR CAPITAL PROJECTS AND CONTRIBUTIONS TO OTHER GOVERNMENTS	385,561	272,222
CONTRIBUTIONS FOR CAPITAL PROJECTS (Note 12)	1,224	2,274
CONTRIBUTIONS TO OTHER GOVERNMENTS	-	(5,628)
INCREASE IN NET POSITION	386,785	268,868
NET POSITION:		
Beginning of year	5,691,976	5,423,108
End of year	$ 6,078,761	$ 5,691,976

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

FLORIDA'S TURNPIKE SYSTEM
DEPARTMENT OF TRANSPORTATION
STATE OF FLORIDA

STATEMENTS OF CASH FLOWS
YEARS ENDED JUNE 30, 2013 AND 2012
(In thousands)

	2013	2012
OPERATING ACTIVITIES:		
Cash received from customers	$ 752,021	$ 604,864
Cash payments to suppliers for goods and services	(237,956)	(200,480)
Cash payments to employees	(14,320)	(19,158)
Other operating revenues	9,425	8,821
Net cash provided by operating activities	509,170	394,047
CAPITAL AND RELATED FINANCING ACTIVITIES:		
Proceeds from the issuance of revenue bonds	542,148	160,701
Proceeds from 2009B Build America Bonds interest subsidy	5,685	5,943
Principal paid on revenue bond maturities	(111,680)	(105,060)
Interest paid on revenue bonds	(137,623)	(146,446)
Payment of bond issuance costs	(3,103)	(1,367)
Payments for advance refunding of revenue bonds	(477,039)	-
Receipts from contributions made by other governments	-	633
Payments to acquire or construct capital assets	(423,286)	(147,543)
Proceeds from the sale of capital assets	402	13
Fiscal charges	(1,146)	(1,181)
Net cash used in capital and related financing activities	(605,642)	(234,307)
INVESTING ACTIVITIES:		
Proceeds from the sale or maturity of investments	1,093,865	621,886
Investment earnings	8,892	20,637
Purchase of investments	(1,057,258)	(626,645)
Net cash provided by investing activities	45,499	15,878
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS AND RESTRICTED CASH AND CASH EQUIVALENTS	(50,973)	175,618
CASH AND CASH EQUIVALENTS AND RESTRICTED CASH AND CASH EQUIVALENTS:		
Beginning of year	799,913	624,295
End of year	$ 748,940	$ 799,913

(Continued)

FLORIDA'S TURNPIKE SYSTEM
DEPARTMENT OF TRANSPORTATION
STATE OF FLORIDA

STATEMENTS OF CASH FLOWS
YEARS ENDED JUNE 30, 2013 AND 2012
(In thousands)

	2013	2012
RECONCILIATION OF OPERATING INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES:		
Operating income	$ 493,520	$ 371,395
Adjustments to reconcile operating income to net cash provided by operating activities:		
Depreciation and amortization expense	35,165	31,038
Other noncash adjustments	(277)	(1,587)
(Increase) decrease in:		
Due from other governments	(5,045)	(4,854)
Accounts receivable	(384)	178
Prepaid expenses	61	486
Inventory	2,930	619
Other assets	(278)	478
Increase (decrease) in:		
Due to Florida Department of Transportation	(16,408)	84
Due to other governments	34	(100)
Construction contracts and retainage payable	208	(3,519)
Unearned revenue	(356)	(171)
Total adjustments	15,650	22,652
NET CASH PROVIDED BY OPERATING ACTIVITIES	$ 509,170	$ 394,047
SUPPLEMENTAL SCHEDULE OF NONCASH INVESTING, CAPITAL, AND FINANCING ACTIVITIES:		
Bond premium amortization — net	$ (13,837)	$ (1,389)
Amortization of deferred charges	$ 1,742	$ 1,699
Amortization of deferred losses on early retirement of debt	$ 5,948	$ 5,597
Deferred losses due to refunding	$ (21,313)	$ -
Write-off of deferred losses, net bond discounts, and deferred charges due to refunding	$ 6,439	$ -
Loss on disposed capital assets	$ 4,462	$ 662
Contributions for capital projects	$ 1,224	$ 1,402
Contributions to other governments	$ -	$ (5,628)
Capital asset contributions in other — net	$ (271)	$ -
Capital asset contributions in deferred inflow of resources	$ 52,111	$ -
Purchases of capital assets in construction contracts and retainage payable	$ 29,150	$ 114,801
Unrealized gain (loss) on investments	$ 13,628	$ (4,763)

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

(Concluded)

FLORIDA'S TURNPIKE SYSTEM
DEPARTMENT OF TRANSPORTATION
STATE OF FLORIDA

INDEX OF NOTES TO FINANCIAL STATEMENTS
YEARS ENDED JUNE 30, 2013 AND 2012

1. REPORTING ENTITY

Florida's Turnpike System (the "Turnpike" or the "System") is part of the Florida Department of Transportation (the "Department"), which is an agency of the State of Florida (the "State"). The Department is responsible for cash management and other financial matters of the System. The fiscal years 2013 and 2012 financial statements contained herein include only the accounts of the System and do not include any other accounts of the Department or the State. The System is presented as a blended enterprise fund in the financial reports of the State.

In evaluating how to define the System for financial reporting purposes, management has considered all potential component units in accordance with Governmental Accounting Standards Board (GASB) Statement No. 14, *The Financial Reporting Entity*. GASB Statement No. 14 defines the reporting entity as the primary government and those component units for which the primary government is financially accountable. Management has determined that there are no other units that meet the criteria for inclusion in the System's financial statements.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These policies represent variations of generally accepted accounting principles (GAAP) that are unique to state and local governments. In addition they describe situations where the government has elected an accounting treatment from among several GAAP alternatives. The System has adopted GASB Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncement*, which requires the System to follow the pronouncements of the GASB in its accounting and financial reporting. GASB Statement No. 62 superseded previous guidance contained in GASB Statement No. 20, *Accounting and Financial Reporting for Proprietary Funds and Other Governmental Entities That Use Proprietary Fund Accounting*.

Basis of Presentation — Fund Accounting — The accounting systems of the Department are organized on the basis of funds, each of which is considered an accounting entity having a self-balancing set of accounts for recording its assets, liabilities, fund equity or net position, revenues, and expenditures or expenses. The individual funds account for the governmental resources allocated to them for the purpose of carrying on specific activities in accordance with laws, regulations, or other restrictions. The System is an Enterprise Fund — a Proprietary Fund of the Department.

The focus of proprietary fund measurement is on economic resources, or the determination of operating income, changes in net position, financial position, and cash flows. The accounting principles generally accepted in the United States of America ("generally accepted accounting principles") applicable to proprietary funds are similar to those applicable to businesses in the private sector. The following is a general description of the Turnpike System Enterprise Fund:

Enterprise funds may be used to report any activity for which a fee is charged to external users for goods or services. Activities are required to be reported as enterprise funds if any one of the following criteria is met, and governments should apply each of these criteria in the context of the activity's principal revenue sources.

a. The activity is financed with debt that is secured solely by a pledge of the net revenues from fees and charges of the activity. Debt that is secured by a pledge of net revenues from fees and charges and the full faith and credit of a related primary government or component unit — even if that government is not expected to make any payments — is not payable solely from fees and charges of the activity. (Some debt may be secured, in part, by a portion of its own proceeds but should be considered as payable "solely" from the revenues of the activity.)

b. Laws or regulations require that the activity's costs of providing services, including capital costs (such as depreciation and amortization or debt service), be recovered with fees and charges, rather than with taxes or similar revenues.

c. The pricing policies of the activity establish fees and charges designed to recover its costs, including capital costs (such as depreciation and amortization or debt service).

Management believes that the activities of the System meet all three criteria.

Basis of Accounting — Basis of accounting refers to the timing of recognition of revenues and expenses in the accounts and reporting in the financial statements. Basis of accounting relates to the timing of the measurements made, regardless of the measurement focus applied. Proprietary funds utilize the accrual basis of accounting. Under this method, revenues are recognized when they are earned and expenses are recognized when they are incurred.

Cash and Cash Equivalents — Investments with a maturity of three months or less when purchased are considered to be cash equivalents. Included within this category are repurchase agreements held by the State Board of Administration (SBA) and cash deposited in the State's general pool of investments, which are reported at fair value.

Investments — Investments are stated at fair value with the exception of certain nonparticipating contracts, such as repurchase agreements, which are reported at cost. Fair values are based on published market rates.

Accounts Receivable — Accounts receivable are reported at their net realizable value. Beginning in fiscal year 2013, with the implementation of GASB Statement No. 60 – *Accounting and Financial Reporting for Service Concession Arrangements*, the short term portion of the service concession arrangement receivable is included in accounts receivable.

Inventory — Inventory consists of SunPass transponders that will be sold to customers, which are valued at the lower of cost or market (first-in, first-out method).

Other Assets — Other assets consists of toll equipment parts for use in All Electronic Tolling lanes on the System. Toll equipment parts are reported at historical cost and classified as current if used within the operating cycle of 12 months, otherwise, they are classified as noncurrent.

Capital Assets — Capital assets are recorded at historical cost, except for contributed assets, which are recorded at fair value at the date of contribution. Construction in progress consists of project costs for infrastructure highway system, improvements, buildings, equipment and software development that are not yet complete and have not been placed in service.

Construction period interest cost, net of interest earned on the unexpended proceeds of tax-exempt borrowings, is capitalized as part of the capital asset cost. Costs for maintenance and repairs are expensed as incurred. The System's capitalization level is $1,000 for tangible assets and $10,000 for intangible assets. Depreciation and amortization, on a straight-line basis, is charged over useful lives ranging from 15 to 30 years for buildings and improvements, 3 to 10 years for furniture and equipment, and 3 to 15 years for intangibles assets. Infrastructure capital assets are recorded as highway system and improvements and are not depreciated (see the following infrastructure depreciation policy). Buildings constructed or acquired meeting the criteria of a Service Concession Arrangement (Note 5) are not depreciated. Under the System's policy of accounting for toll facilities pursuant to "betterment accounting," property costs represent a historical accumulation of costs expended to acquire right-of-way and to construct, improve, and place in operation the various projects and related facilities. Costs also include the costs of enlargement, betterments, and certain general and administrative expenses incurred during the construction phase. Subsequent betterments are capitalized. All such costs are not reduced for subsequent replacements, as replacements are considered to be period costs and are included in renewals and replacements. These policies are consistent with practices followed by similar entities within the toll bridge, turnpike, and tunnel industry and with the modified approach for reporting infrastructure assets sanctioned by GASB Statement No. 34, *Basic Financial Statements — and Management's Discussion and Analysis — for State and Local Governments.*

Modified Approach for Reporting Infrastructure — The modified approach is an alternative to reporting infrastructure capital assets depreciation, if two requirements are met. First, the assets should be managed using an asset management system that meets certain criteria. Second, the System should document that the infrastructure is being preserved at or above a condition level established and disclosed by management. Significant aspects of the System's modified approach policy are: The System has made the commitment to preserve and maintain its infrastructure assets (highway system and improvements) at levels equal to or greater than those established by the Department. Depreciation expense is not reported for infrastructure assets and amounts are not capitalized in connection with improvements that lengthen the lives of such assets, unless the improvements also increase their service potential. Rather, costs for both maintenance and preservation of infrastructure capital assets are expensed in the period incurred. The System relies on the Department to maintain an asset management system that has an up-to-date inventory of System infrastructure assets and that performs condition assessments of those assets, summarizing the results using a measurement scale. Using these results, System management estimates the annual amount to maintain and preserve its infrastructure at a condition level established and disclosed by the System. The information required by GASB Statement No. 34 is presented in the required supplementary information included after the Notes to Financial Statements.

Impairment of Capital Assets — The System reviews its capital assets and considers impairment whenever indicators of impairment are present, such as when the decline in service utility of the capital asset is large in magnitude, and the event or change in circumstance is outside the normal life cycle of the capital asset. Pursuant to these guidelines, management has determined that no impairments existed at June 30, 2013 and 2012.

Restricted Assets — Certain assets are required to be segregated from other assets due to various bond indenture provisions. These assets are legally restricted for specific purposes, such as construction, renewals and replacements, and debt service.

Bond Discounts and Issuance Costs — Bond discounts and issuance costs are deferred and amortized over the term of the bonds using the interest method and straight-line method, respectively.

Loss Amounts on Bond Refundings — In bond refunding transactions, the difference between the reacquisition price and the net carrying amount of the refunded debt is deferred and systematically amortized as a component of interest expense over the shorter of the remaining life of the old bonds or the life of the new bonds.

Deferred Inflow and Outflow of Resources — Deferred inflow of resources represents a consumption of net position that applies to a future period and so will not be recognized as an outflow of resources (expense/expenditure) until that time. Likewise, a deferred outflow of resources represents an acquisition of net position that applies to a future period and so will not be recognized as an inflow of resources (revenue) until that time.

Restricted Net Position — Restricted net position is comprised of assets restricted for debt service and renewals and replacements. It is the System's policy to first use assets when an expense is incurred for purposes for which both restricted and unrestricted net assets are available.

Net Investment in Capital Assets — This component of net position consists of capital assets — net of accumulated depreciation and amortization, reduced by the outstanding balances of bonds net of unexpended proceeds, and advances payable that are attributable to the acquisition, construction, or improvement of those assets.

Operating Revenues and Expenses — Enterprise funds distinguish operating revenues and expenses from nonoperating items. Operating revenues and expenses generally result from providing services and delivering goods in connection with the fund's principal ongoing operations. The principal operating revenues of the System are toll collections and concession revenue. Operating expenses consist primarily of operations, maintenance, renewal and replacement costs, pollution remediation, and business development and marketing costs, as well as depreciation and amortization on certain capital assets. All revenues and expenses not meeting these definitions are reported as nonoperating revenues and expenses.

Contributions to Other Governments — Amounts included in contributions to other governments represent capital contributions to other governments by the System to support other government road construction projects in conjunction with System projects. Such contributions are authorized by Chapter 338 of the Florida Statutes. Beginning in fiscal year 2013, these are presented as nonoperating revenues and expenses. The balance in fiscal year 2012 is not considered material and has not been restated.

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, liabilities, and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

New Accounting Standards — In November 2010, the GASB issued GASB Statement No. 60, *Accounting and Financial Reporting for Service Concession Arrangements.* This Statement establishes guidance for accounting and financial reporting for service concession arrangements (SCA's). These arrangements are often referred to as public-private or public-public partnership. The requirements of this Statement are effective for financial statements for periods beginning after December 15, 2011. The System implemented GASB Statement No. 60 as of July 1, 2012. See Note 5 – *Capital Assets* and Note 10 - *Deferred Inflow of Resources* for the disclosures related to this Statement.

In November 2010, the GASB issued GASB Statement No. 61, *The Financial Reporting Entity: Omnibus — an amendment of GASB Statements No. 14 and No. 34.* This Statement modifies existing requirements for the assessment of potential component units in determining what should be included in the financial reporting entity, the display of component units (blending vs. discrete) presentation, and certain disclosure requirements. The requirements of this Statement are effective for financial statements for periods beginning after June 15, 2012. GASB Statement No. 61 had no effect on the financial position, changes in net position, or cash flows of the System.

In December 2010, the GASB issued GASB Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements.* This Statement codifies into GASB accounting and financial reporting standards the "legacy" standards from the private-sector. The requirements of this Statement are effective for financial statements for periods beginning after December 15, 2011. The System implemented GASB Statement No. 62 as of July 1, 2012. The implementation of GASB Statement No. 62 did not have a material effect on the financial position, changes in net position, or cash flows of the System.

In June 2011, the GASB issued GASB Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position.* This Statement establishes standards for reporting deferred outflows of resources, the deferred inflows of resources, and net position in a statement of financial position and related disclosures. The requirements of this Statement are effective for financial statements for periods beginning after December 15, 2011. The System implemented GASB Statement No. 63 as of July 1, 2012. The implementation of GASB Statement No. 63 did not have a material effect on the financial position, changes in net position, or cash flows of the System. See Note 10 – *Deferred* I*nflow of* R*esources* for the disclosure related to this Statement.

In April 2012, the GASB issued GASB Statement No. 65*, Items Previously Reported as Assets and Liabilities.* This Statement specifies the items that were previously reported as assets and liabilities that should now be reported as deferred outflows of resources, deferred inflows of resources, outflow of resources or inflows of resources. The requirements of this Statement are effective for financial statements for periods beginning after December 15, 2012. Management believes GASB Statement No. 65 will not have a material effect on the financial position, changes in net position, or cash flows of the System.

In April 2012, the GASB issued GASB Statement No. 66, *Technical Corrections*—an amendment to Statement No. 62 and Statement No. 10. This Statement enhances the usefulness of financial reports by resolving conflicting accounting and financial reporting guidance that could diminish the consistency of financial reporting. The requirements of this Statement are effective for financial statements for periods beginning after December 15, 2012. Management believes GASB Statement No. 66 will not have a material effect on the financial position, changes in net position, or cash flows of the System.

In June 2012, the GASB issued GASB Statement No. 67, *Financial Reporting for Pension Plans*—an amendment to Statement No. 25. This Statement enhances the financial reporting by state and local governmental pension plans. This Statement replaces the requirement of Statement No. *25 Financial Reporting for Defined Benefit Pension Plans and Note Disclosures for Defined Contribution Plans* and No. 50, *Pension Disclosures*, as they relate to pension plans that are administered through trusts or equivalent arrangements that meet certain criteria. The requirements of this Statement are effective for financial statements for periods beginning after June 15, 2013. Management believes GASB Statement No. 67 will not have a material effect on the financial position, changes in net position, or cash flows of the System.

In June 2012, the GASB issued GASB Statement No. 68, *Accounting and Financial Reporting for Pensions*—an amendment to Statement No. 67. This Statement replaces the requirements of Statements No. 27 and No. 50 related to pension plans that are administered through trusts or equivalent arrangements. The requirement of Statements No. 27 and No. 50 remain applicable for pensions that are not administered as trusts or equivalent arrangements. The requirements of this Statement are effective for financial statements for periods beginning after June 15, 2014. Management believes GASB Statement No. 68 will not have a material effect on the financial position, changes in net position, or cash flows of the System.

In January 2013, the GASB issued GASB Statement No. 69, *Government Combinations and Disposals of Government Operations.* This Statement establishes accounting and financial reporting standards to government combinations and disposals of government operations. As used in this Statement, the term government combinations include a variety of transactions referred to as mergers, acquisitions, and transfers of operations. The requirements of this Statement are effective for financial statements for periods beginning after December 15, 2013. Management believes GASB Statement No. 69 will not have a material effect on the financial position, changes in net position, or cash flows of the System.

In April 2013, the GASB issued GASB Statement No. 70, *Accounting and Financial Reporting for Nonexchange Financial Guarantees*. This Statement improves the recognitions, measurement and disclosure guidance for state and local governments that have extended or received financial guarantees that are nonexchange transactions. The requirements of this Statement are effective for financial statements for periods beginning after June 15, 2013. Management believes GASB Statement No. 70 will not have a material effect on the financial position, changes in net position, or cash flows of the System.

3. CASH AND CASH EQUIVALENTS AND INVESTMENTS

The System's deposit and investment practices are governed by Chapter 280, Florida Statutes, Section 17.57, and Section 215.47, as well as various legal covenants related to the outstanding bond issues. At June 30, 2013 and 2012, the carrying amounts of the System's cash on deposit in its bank accounts were $4.3 million and $3.9 million, respectively. The related bank balance was $2.9 million for both years, all of which were insured by the Federal Deposit Insurance Corporation or collateralized pursuant to Chapter 280, Florida Statutes. All collateralized deposits are considered insured.

Chapter 280, Florida Statutes, generally requires public funds to be deposited in a bank or savings association that is designated by the State Chief Financial Officer (State CFO) as authorized to receive deposits in the State and that meets the collateral requirements. The State CFO determines the collateral requirements and collateral pledging level for each Qualified Public Depository (QPD) following guidelines outlined in Chapter 69C-2, Florida Administrative Code (FAC), and Section 280.04, Florida Statutes. The State CFO is directed by FAC to review the "Public Depository Monthly Reports" and continually monitor the collateral pledging level(s) and required collateral of each QPD. If the State CFO determines that a QPD has violated the law and rule and has not pledged adequate collateral and/or has not used the proper collateral pledging level or levels, the QPD is immediately notified of the fact and directed to immediately comply with the State CFO's collateral requirements.

Eligible collateral includes federal, federally guaranteed, state and local government obligations, corporate bonds, letters of credit issued by a Federal Home Loan Bank, and with the State CFO's permission, collateralized mortgage obligations, real estate mortgage investment conduits and securities, or other interests in any open-end management investment company registered under the Investment Company Act of 1940, provided the portfolio of such investment company is limited to direct obligations of the United States (U.S.) government and to repurchase agreements fully collateralized by such direct obligations of the U.S. government, and provided such investment company takes delivery of such collateral either directly or through an authorized custodian. Statutes provide that if a loss to public depositors is not covered by deposit insurance, demanding payment under letters of credit, and the proceeds from the sale of collateral pledged or deposited by the defaulting depository, the difference will be provided by an assessment levied against other QPDs.

The System deposits monies in the State's general pool of investments. Under Section 17.57, Florida Statutes, the State CFO is provided with the powers and duties concerning the investment of certain funds and specifies acceptable investments. The State CFO pools deposited monies from all departments in the State Treasury. The State Treasury, in turn, keeps these funds fully invested to maximize interest earnings. Authorized investment types are set forth in Section 17.57, Florida Statutes, and include certificates of deposit, direct obligations of the U.S. Treasury, obligations of federal agencies, asset-backed or mortgage-backed securities, commercial paper, bankers' acceptances, medium-term corporate obligations, repurchase agreements, reverse repurchase agreements, commingled and mutual funds, obligations of state and local governments, derivatives, put and call options, negotiable certificates of deposit and convertible debt obligations of any corporation domiciled within the U.S. and, subject to certain rating conditions, foreign bonds denominated in U.S. dollars and registered with the Securities and Exchange Commission for sale in the U.S. Certain investments, such as mutual funds, cannot be categorized by all the different investment types because they are not evidenced by securities that exist in physical or book entry form. Securities held by the other parties underlying securities lending agreements also are not categorized.

The System's share of the State's general pool of investments was $659.6 million and $723.1 million at June 30, 2013 and 2012, respectively, which was the fair value of the pool share. The historical cost of the System's share of the State's general pool of investments was $556.2 million and $711.0 million at June 30, 2013 and 2012, respectively. No allocation is made as to the System's share of the types of investments or their risk categories. The System's share of the assets and liabilities arising from the reverse repurchase agreements and securities lending agreements is likewise not carried on the balance sheet since the State Treasury operates on a pooled basis and, to do so, may give the misleading impression that the System itself has entered into such agreements.

The schedule below discloses the detail of the State's general pool of investments and the fair value of each investment type as of June 30, 2013 and 2012, which were used to determine the fair value of the System's participation (in thousands).

Investment Type	**2013**	**2012**
Commercial paper	$ 529,296	$ 1,039,325
Repurchase agreements	570,724	584,427
U.S. guaranteed obligations	5,921,741	5,164,224
Federal agencies	9,162,810	8,286,491
Bonds and notes — domestic	3,419,298	3,049,944
Bonds and notes — international	516,219	420,186
Total investments	20,120,088	18,544,597
Cash on deposit	834,278	1,016,894
Total	$ 20,954,366	$ 19,561,491

The System currently invests in U.S. Treasury securities through the SBA. Further information may be obtained from the Chief Operating Officer — Finance and Accounting, State Board of Administration of Florida, 1801 Hermitage Boulevard, Suite 100, Tallahassee, Florida 32308, (850) 488-4406.

At June 30, 2013 and 2012, the System's cash, cash equivalents, and investments consisted of the following amounts stated at fair value (in thousands):

	2013	2012
Cash and restricted cash:		
Cash on hand	$ 22	$ 18
Cash on deposit	4,334	3,870
Cash held by the State Treasury	2,244	1,708
Cash held by the SBA	18	71,181
Total cash	6,618	76,777
Cash equivalents and restricted cash equivalents:		
U.S. government securities held by the SBA (maturity <90 days)	82,742	-
Pooled investments with the State Treasury (uncategorized)	659,580	723,136
Total cash equivalents	742,322	723,136
Restricted investments — U.S. government securities held by the SBA	213,526	249,927
Unrestricted investments — U.S. government securities held by the SBA	-	127
Total	$ 962,466	$ 1,049,967

As of June 30, 2013 and 2012, cash, cash equivalents, and investments as presented in the Statements of Net Position were comprised of the following (in thousands):

	2013	2012
Current assets:		
Cash and cash equivalents:		
Cash on hand	$ 22	$ 18
Cash on deposit	4,334	3,870
Cash held by the State Treasury	2,039	1,608
Cash and cash equivalents held by the SBA	78,947	71,155
Pooled investments with the State Treasury (uncategorized)	594,004	604,194
Total	679,346	680,845
Noncurrent restricted assets:		
Restricted cash and cash equivalents:		
Cash held by the State Treasury	205	101
Cash and cash equivalents held by the SBA	3,813	26
Pooled investments with the State Treasury (uncategorized)	65,576	118,941
Total restricted cash and cash equivalents	69,594	119,068
Restricted investments	213,526	249,927
Unrestricted investments	-	127
Total	$ 962,466	$ 1,049,967

Credit Risk — Credit risk exists when there is a possibility that the issuer or other counterparty to an investment may be unable to fulfill its obligations. GASB Statement No. 40, *Deposit and Investment Risk Disclosures — an Amendment of GASB Statement No. 3*, requires the disclosure of nationally recognized credit quality ratings of investments in debt securities, as well as investments in external investment pools, money market funds, bond mutual funds, and other pooled investments of fixed-income securities existing at year-end, such as Standard & Poor's, Moody's, or Fitch ratings of AA, AAA, etc. Excluded from such disclosure requirements are U.S. government obligations and obligations explicitly guaranteed by the U.S. government, since those investments are deemed to have no exposure to credit risk. As of June 30, 2013, the U.S. government obligations and obligations explicitly guaranteed by the U.S. government were AAA rated. The credit risk requirements of GASB Statement No. 40 are not required for repurchase agreements or for deposits.

The State Treasury Investment Pool is rated by Standard & Poor's. The rating at June 30, 2013, was A+f. The System does not have a policy to address the credit risk that may exist for its investments in the State's uncategorized general pool. Instead, it relies on the controls and safeguards provided by Section 17.57, Florida Statutes, as discussed above.

The System currently invests in U.S. Treasury securities through the SBA. The System does not have a policy to address the credit risk that may exist for its investments with the SBA. Instead, it relies on the controls and safeguards provided by Section 215.47, Florida Statutes.

Custodial Credit Risk — Custodial credit risk for deposits exists when, in the event of the failure of a depository financial institution, a government may be unable to recover deposits or recover collateral securities that are in possession of an outside party. Custodial credit risk for investments exists when, in the event of the failure of the counterparty to a transaction, a government may be unable to recover the value of investment or collateral securities that are in the possession of an outside party.

GASB Statement No. 40 limits disclosure of custodial risk to deposits and investments that meet the definition of "Category 3," as defined in GASB Statement No. 3, *Deposits with Financial Institutions, Investments (including Repurchase Agreements), and Reverse Repurchase Agreements.* The System has no "Category 3" credit risk deposits or investments for which the securities are held by the counterparty or by its trust department or agent, but not in the System's name.

Concentration of Credit Risk — Increased risk of loss occurs as more investments are acquired from one issuer (i.e., lack of diversification). This results in a concentration of credit risk. GASB Statement No. 40 requires disclosures of investments by amount and issuer for any issuer that represents 5% or more of total investments. This requirement does not apply to investments issued or explicitly guaranteed by the U.S. government or investments in external investment pools, such as those that the System makes through the SBA or the State's general pool of investments.

Foreign Currency Risk — Foreign currency risk exists when there is a possibility that changes in exchange rates could adversely affect an investment's or deposit's fair value. GASB Statement No. 40 requires disclosures of value in U.S. dollars by foreign currency denomination and by investment type for investments denominated in foreign currencies. The System does not have a policy to address the foreign currency risk that may exist for its investments in the State's uncategorized general pool. Instead, it relies on the controls and safeguards provided by Section 17.57, Florida Statutes, as discussed above. For the years ended June 30, 2013 and 2012, the System was not exposed to any foreign currency risks.

Interest Rate Risk — Interest rate risk exists when there is a possibility that changes in interest rates could adversely affect an investment's fair value. GASB Statement No. 40 requires that interest rate risk be disclosed using one of five approved methods.

Interest rate risk disclosures are required for all debt investments, as well as investments in external investment pools and other pooled investments that do not meet the definition of a 2a7-like pool. Also, disclosures are required for any assumptions regarding cash flow timing, interest rate changes, and other factors, as well as contract terms, such as coupon multipliers, benchmark indexes, reset dates, and embedded options that cause the fair value of investments to be highly sensitive to interest rate changes. The System does not have a policy to address the interest rate risk that may exist for its investments in the State's uncategorized general pool or investments held with the SBA. Instead, it relies on the controls and safeguards provided by Sections 17.57 and 215.47, Florida Statutes, as discussed above.

The System's investments reported on its Statements of Net Position consist of U.S. Treasury Notes held by the SBA. As of June 30, 2013 and 2012, the maturity dates of these securities and their fair values (in thousands) were as follows:

	2013	2012
December 31, 2012	$ -	$ 250,054
July 11, 2013	82,742	-
December 31, 2013	213,526	-
	$ 296,268	$ 250,054

4. DUE FROM OTHER GOVERNMENTS

As of June 30, 2013 and 2012, amounts due from other governments consisted of the following (in thousands):

	2013	2012
Due from the Department	$ 24,727	$ 19,592
Due from the Department of Financial Services	541	108
Due from other departments	-	90
	$ 25,268	$ 19,790

The amount due from the Department of Financial Services (DFS) is attributable to escrow deposits held by DFS on behalf of local governments and organizations to fund certain construction costs. Pursuant to the agreement between the Turnpike and the local governments, the Turnpike is required to incur the construction costs before the deposits are released from escrow. In addition, at June 30, 2013 and 2012, amounts due from the Department were $24.7 million and $19.6 million, respectively, which were primarily comprised of toll revenue that was collected from customers and held in a Department fund at year-end. The amounts were remitted to the Turnpike subsequent to the respective year-ends.

5. CAPITAL ASSETS

Changes in the System's capital assets for the fiscal years ended June 30, 2013 and 2012 are shown below (in thousands):

2013	Beginning Balance	Transfers	Additions	Retirements	Ending Balance
Construction in progess	$ 399,188	$ (81,948)	$ 281,591	$ -	$ 598,831
Nondepreciable capital assets:					
Land	863,355	-	3,366	(97)	866,624
Buildings - SCA	-	-	48,981	-	48,981
Infrastructure — highway system and improvements	6,311,641	73,851	47,320	-	6,432,812
Total nondepreciable capital assets	7,174,996	73,851	99,667	(97)	7,348,417
Depreciable capital assets:					
Buildings and improvements	263,058	1,034	686	(16,908)	247,870
Furniture and equipment	152,345	5,074	25,740	(31,898)	151,261
Intangible assets	39,952	1,989	-	-	41,941
Less accumulated depreciation and amortization:					
Buildings and improvements	(120,244)	-	(9,102)	13,997	(115,349)
Furniture and equipment	(92,961)	-	(15,238)	28,269	(79,930)
Intangible assets	(11,673)	-	(10,825)		(22,498)
Total depreciable capital assets	230,477	8,097	(8,739)	(6,540)	223,295
	$ 7,804,661	$ -	$ 372,519	$ (6,637)	$ 8,170,543

2012	Beginning Balance	Transfers	Additions	Retirements	Ending Balance
Construction work in progress	$ 624,870	$ (372,301)	$ 146,619	$ -	$ 399,188
Nondepreciable capital assets:					
Land	863,893	-	1,023	(1,561)	863,355
Infrastructure — highway system and improvements	5,958,776	339,425	13,440	-	6,311,641
Total nondepreciable capital assets	6,822,669	339,425	14,463	(1,561)	7,174,996
Depreciable capital assets:					
Buildings and improvements	262,745	1,395	1,870	(2,952)	263,058
Furniture and equipment	136,623	8,874	9,258	(2,410)	152,345
Intangible assets	16,787	22,607	565	(7)	39,952
Less accumulated depreciation and amortization:					
Buildings and improvements	(113,491)	-	(9,206)	2,453	(120,244)
Furniture and equipment	(82,896)	-	(12,347)	2,282	(92,961)
Intangible assets	(2,195)	-	(9,484)	6	(11,673)
Total depreciable capital assets	217,573	32,876	(19,344)	(628)	230,477
	$ 7,665,112	$ -	$ 141,738	$ (2,189)	$ 7,804,661

Capitalized Interest — The total interest costs incurred for fiscal year 2013 was $109.2 million, which is net of the amount capitalized during the year of $26.2 million. This is comprised of $1.6 million of interest earned on related investments acquired with revenue bond proceeds, $5.7 million of the Build America Bonds ("BABs") interest subsidy received in 2013 from the U.S. Treasury pursuant to the American Recovery and Reinvestment Act of 2009 (ARRA), and $18.9 million capitalized as part of capital assets for the year ended June 30, 2013. The reduction to interest costs during the year ended June 30, 2012 was $28.1 million. This is comprised of $1.7 million of interest earned on related investments acquired with revenue bond proceeds, $5.9 million of the BABs interest subsidy received in 2012 from the U.S. Treasury pursuant to the ARRA, and $20.5 million capitalized as part of capital assets for the year ended June 30, 2012. See Note 8 — *Bonds Payable* for further discussion related to the BABs that were part of the 2009B Bond issue.

Nondepreciable Capital Assets — Buildings — In April 2009, the System entered into an agreement (the "Agreement") with Areas USA FLTP, LLC (the "Operator") to reconstruct and operate the eight service plazas along the Mainline through January 2040. Pursuant to the Agreement, the System retains ownership of the assets and the Operator is required to return a facility(s) to the System in their original or enhanced condition. The Agreement meets all the criteria of GASB Statement No. 60. Therefore the System has implemented the Statement as of July 1, 2012. As a result of the implementation, in accordance with GASB Statement No. 60, the System has recorded the reconstructed assets at fair value, with a corresponding deferred inflow of resources, and will not depreciate these assets. For the year ended June 30, 2013, five of the eight service plazas were reconstructed and the System recorded additions of $49.0 million of buildings – non-depreciable and $45.5 million of infrastructure. See Note 10 — *Deferred Inflow of Resources* for further disclosures related to the implementation of GASB Statement No. 60.

Prior to the implementation of GASB Statement No. 60 in fiscal year 2013, the Agreement with the Operator was reported in the Operating Lease footnote. Since the Agreement meets the criteria of an SCA, it will no longer be reported as an operating lease. Prior year's information reported in the Operating Lease footnote states: As of June 30, 2012, the total cost and carrying amount of the service plaza buildings in use by the lessee were $28.8 million and $6.8 million, respectively. Depreciation expense relating to these assets was $0.9 million for fiscal year 2012.

In 2007, the System was party to a lawsuit with a natural gas pipeline company ("claimant") involving pipeline relocation costs with respect to 11 miles along the Mainline in Broward County. A judgment was rendered in May 2011, and amended in July 2011, requiring the System to reimburse the claimant for relocation costs. In November 2012, the System reimbursed all previously recorded liabilities totaling $99.6 million for related capital costs recorded in fiscal years 2011 and 2012. For the year ended June 30, 2013, the System recorded $0.6 million of additional capital costs related to the relocation.

6. DUE TO FLORIDA DEPARTMENT OF TRANSPORTATION

At June 30, 2013 and 2012, due to the Department consisted of the following (in thousands):

	2013	2012
June operations, maintenance, in-house, and overhead reimbursement	$ 23,037	$ 34,897
Current portion of advances payable to the Department	9,777	7,766
	$ 32,814	$ 42,663

7. ADVANCES PAYABLE TO FLORIDA DEPARTMENT OF TRANSPORTATION

At June 30, 2013 and 2012, advances payable to the Department consisted of the following (in thousands):

	2013	2012
State Infrastructure Bank Loans	$ 45,488	$ 48,705
Operations and maintenance subsidy	94,410	98,959
Advances from State Transportation Trust Fund	9,000	9,000
	148,898	156,664
Less current portion	(9,777)	(7,766)
	$ 139,121	$ 148,898

State Infrastructure Bank (SIB) Loans were established in 1997 as a pilot program for eight states, which allows those states to capitalize the SIB with up to 10% of their Federal Highway apportionments. The SIB acts as a revolving fund to provide assistance in the form of loans, credit enhancements, capital reserves, subsidized interest rates, or to provide other debt financing security. Such loans are interest free. In fiscal year 2005, the System received the last advance of the $55.5 million loan for Seminole Expressway, Project 2. Repayments of $2.5 million occurred as scheduled in 2013 and 2012, with the balance due in installments through 2026. SIB loans are also being utilized as interest cost subsidies for the 2003C bond sale. Interest subsidies provided in the aggregate of $16.9 million. Repayments on this loan were $0.7 million for both fiscal year 2013 and 2012, and will be fully repaid by fiscal year 2034. The repayment of these loans is subordinate to the payment of bonded debt.

As provided in Section 338.223 (4), Florida Statutes, the Department is authorized to make operations and maintenance loans to the System in a fiscal year, subject to a limitation of 1.5% of state transportation tax revenues available for that fiscal year. For the years ended June 30, 2013 and 2012, $0.7 million and $0.8 million, respectively, were provided to the System primarily in support of the Suncoast Parkway project. Repayments on this were $4.5 million (net of $0.7 million subsidy provided) and $2.5 million (net of $0.8 million subsidy provided) for fiscal year 2013 and 2012 respectively. This loan is paid from the System's general reserve fund and will be fully repaid by fiscal year 2030.

In the Spring of 2012, Senate Bill 1998 repealed the Toll Facility Revolving Trust Fund (TFRTF) and transferred those revenues and future revenues to the State Transportation Trust Fund. Through fiscal year 2009, the System was awarded and expended $9.0 million in TFRTF loans from the Department for eligible expenditures. Repayment of these interest free loans begins in fiscal year 2015 with final payment due in fiscal year 2020.

Following are maturities of advances payable to the Department at June 30, 2013 (in thousands):

2014	$ 9,777
2015	13,242
2016	15,217
2017	25,542
2018	27,679
2019–2023	30,915
2024–2028	18,940
2029–2033	7,218
2034	368
	$ 148,898

8. BONDS PAYABLE

	Maturing	Interest	2013	2012
$183,140 Revenue Bonds, Series 2013A — Serial Bonds	2013-2025	5.00 %	$183,140	$ -
$306,065 Revenue Bonds, Series 2012A:				
Serial Bonds	2013–2039	2.875%–5.00%	241,795	-
Term Bonds	2034–2042	3.25%–4.00%	62,775	-
Total 2012 Series A			304,570	-
$150,165 Revenue Bonds, Series 2011A:				
Serial Bonds	2012–2039	3.25%–5.00%	113,470	115,210
Term Bonds	2035–2041	4.75%–5.00%	33,355	33,355
Total 2011 Series A			146,825	148,565
$251,080 Revenue Bonds, Series 2010B:				
Serial Bonds	2012–2031	4.00%–5.00%	123,150	127,380
Term Bonds	2032–2040	4.50%–5.00%	115,635	115,635
Total 2010 Series B			238,785	243,015
$211,255 Refunding Bonds, Series 2010A — Serial Bonds	2012–2030	5.00 %	172,615	185,890
$255,000 Revenue Bonds, Series 2009B — Build America Term Bonds	2025–2039	6.14%–6.80%	255,000	255,000
$68,445 Revenue Bonds, Series 2009A — Serial Bonds	2012–2020	3.00%–5.00%	44,620	50,885
$325,775 Revenue Bonds, Series 2008A:				
Serial Bonds	2012–2029	5.00 %	189,525	200,705
Term Bonds	2030–2037	4.50%–5.00%	81,880	81,880
Total 2008 Series A			271,405	282,585
$256,075 Revenue Bonds, Series 2007A:				
Serial Bonds	2012–2030	5.00 %	142,255	147,500
Term Bonds	2031–2036	5.00 %	85,825	85,825
Total 2007 Series A			228,080	233,325
$443,290 Revenue Bonds, Series 2006A:				
Serial Bonds	2012–2029	3.00%–5.00%	279,925	292,555
Term Bonds	2030–2036	4.50%–4.75%	98,975	98,975
Total 2006 Series A			378,900	391,530

(Continued)

	Maturing	Interest	2013	2012
$93,560 Refunding Bonds, Series 2005A — Serial Bonds	2012–2029	3.375%–5.00%	$ 81,785	$ 85,185
$279,180 Revenue Bonds, Series 2004A:				
Serial Bonds	2012–2031	4.00%–5.00%	183,850	190,350
Term Bonds	2032–2034	4.50%	48,170	48,170
Total 2004 Series A			232,020	238,520
$200,925 Revenue Bonds, Series 2003C:				
Serial Bonds	2012–2026	4.50%–5.00%	-	92,650
Term Bonds	2027–2033	4.625%–5.00%	-	74,615
Total 2003 Series C			-	167,265
$303,945 Refunding Bonds, Series 2003B — Serial Bonds	2012–2025	4.50%–5.25%	-	229,525
$445,980 Refunding Bonds, Series 2003A	2012–2022	4.25%–5.00%	234,550	262,965
$109,835 Revenue Bonds, Series 1999A — Term Bonds	2025–2028	4.50 %	-	25,285
$233,615 Revenue Bonds, Series 1998A — Term Bonds	2024–2027	4.50 %	-	57,395
			2,772,295	2,856,935
Add unamortized bond premium			106,559	66,093
Less deferred loss on early retirement of debt			(40,102)	(27,951)
			2,838,752	2,895,077
Less current portion			(117,220)	(110,185)
Long-term portion			$2,721,532	$2,784,892

(Concluded)

As of June 30, 2013, debt service requirements to maturity, including interest at fixed rates, were as follows (in thousands):

	Principal	Interest	Total
2014	$ 117,220	$ 134,014	$ 251,234
2015	120,490	128,402	248,892
2016	126,425	122,413	248,838
2017	132,670	116,220	248,890
2018	140,365	109,680	250,045
2019–2023	658,600	446,373	1,104,973
2024–2028	571,850	299,010	870,860
2029–2033	464,365	182,317	646,682
2034–2038	350,030	70,702	420,732
2039–2042	90,280	7,462	97,742
	$2,772,295	$1,616,593	$4,388,888

The System has defeased certain bonds by placing sufficient funds from the issuance of new bonds into irrevocable trusts. The trust funds will provide for all future debt service payments on the defeased bonds. Accordingly, the trust account assets and the liabilities for the defeased bonds are not included in the System's financial statements. The principal balances of all defeased bonds outstanding were $11.5 million and $23.0 million at June 30, 2013 and 2012, respectively.

The State of Florida issued the $68.5 million and $255.0 million State of Florida, Department of Transportation Turnpike Revenue Bonds, Series 2009A and 2009B, respectively. The 2009B Bonds were issued as BABs for purposes of the American Recovery and Reinvestment Act of 2009. Pursuant to the Recovery Act, the State receives a cash subsidy payment from the U.S. Treasury equal to 35% of the interest payable on each interest payment date. The cash payment does not constitute a full faith and credit guarantee of the U.S. Government, but is required to be paid by the Treasury under the Recovery Act. Any cash subsidy payments received by the State are deposited into the Sinking Fund. The cash subsidy interest payments received in fiscal year 2013 and 2012 was $5.7 million and $5.9 million, respectively, and are included in nonoperating revenues on the Statements of Revenues, Expenses, and Changes in Net Position. The decrease in the fiscal year 2013 subsidy is due to the effect of the federal sequestration. Any future decrease in subsidy will not have an effect on the overall financial position of the System.

Bond Sales — In February 2013, the State of Florida issued the $306.1 million State of Florida, Department of Transportation Turnpike Revenue Bonds, Series 2012A (2012A Bonds) to finance capital improvements to the System, to fund the debt service reserve account, to refund all or a portion of the State of Florida, Department of Transportation Turnpike Revenue Bonds, Series 1998A Bonds (1998A Bonds), State of Florida, Department of Transportation Turnpike Revenue Bonds, Series 1999A (1999A Bonds), and State of Florida, Department of Transportation Turnpike Revenue Bonds, Series 2003C (2003C Bonds), and to pay costs of issuance. In May 2013, the State of Florida issued the $183.1 million State of Florida, Department of Transportation Turnpike Revenue Bonds, Series 2013A (2013A Bonds), to refund all or a portion of the State of Florida, Department of Transportation Turnpike Revenue Bonds, Series 2003B (2003B Bonds), to fund the debt service reserve account, and to pay costs of issuance.

Bond Refunding — In February 2013, a portion of the 2012A Bonds, together with other legally available moneys advance refunded the 1998A Bonds maturing in the years 2024 through 2027, with an outstanding principal amount of $57.4 million. The reacquisition price of the refunding issue exceeded the carrying amount of the defeased debt by $4.6 million. This resulted in a reduction in future debt service payments of $13.4 million and a present value savings associated with the refunding of $10.0 million. In addition, a portion of the 2012A Bonds, together with other legally available moneys, refunded the 1999A Bonds maturing in the years 2025 through 2028 with an outstanding principal amount of $25.3 million. The reacquisition price of the refunding issue exceeded the carrying amount of the defeased debt by $1.5 million. This resulted in a reduction in future debt service payments of $6.0 million and a present value savings associated with the refunding of $4.4 million.

In May 2013, the 2013A Bonds, together with other legally available moneys, advance refunded the 2003B Bonds maturing in the years 2014 through 2025 with an outstanding principal balance of $217.0 million. The reacquisition price of the refunding issue exceeded the carrying amount of the defeased debt by $8.2 million. This resulted in a reduction in future debt service payments of $46.3 million and a present value savings associated with the refunding of $40.8 million.

In June 2013, portions of the 2011A Bonds and 2012A Bonds, together with other legally available moneys, were issued to advance refund the 2003C Bonds maturing in the years 2014 through 2033 with outstanding principal amounts totaling $162.5 million. The reacquisition price of the refunding issue exceeded the carrying amount of the defeased debt by $7.0 million. This resulted in a reduction in future debt service payments of $34.5 million and a total present value savings associated with these refundings were $24.8 million.

These advance refundings will take advantage of a general reduction in interest rates to achieve an overall reduction in future debt service costs.

Debt Service Reserve — The resolution authorizing the issuance of Turnpike revenue bonds requires a debt service reserve be established in an amount as defined in the resolution. The debt service reserve requirement for each bond issue is to be funded from revenues or through a reserve account credit facility as provided for in the resolution.

The resolution requires that if the Standard & Poor's or Moody's rating of an issuer of a reserve credit facility falls below AAA to AA or A, that credit facility must be replaced with another AAA-rated credit facility within six months or with cash over a five-year period in equal semiannual installments. If the rating falls below A, replacement must occur with another AAA-rated credit facility within six months or with cash over 12 months in equal monthly installments.

As of June 30, 2013 and 2012, the balance in the debt service reserve account was \$217.3 million and \$250.0 million, respectively. The balance as of June 30, 2013 exceeded the requirements of \$216.6 million for all outstanding issues. The debt service reserve account has been fully funded since June 30, 2011. The debt service reserve account as of June 30, 2013 was overfunded due to the pending sale of \$206.0 million State of Florida, Department of Transportation Turnpike Revenue Bonds, Series 2013B (2013B Bonds), however the sale did not take place until July 18, 2013. See Note 17 – *Subsequent Event* for further details.

9. CHANGES IN LONG-TERM LIABILITIES

Long-term liability activity for the years ended June 30, 2013 and 2012 was as follows (in thousands):

2013	Beginning Balance	Additions	Reductions	Ending Balance	Due Within One Year	Amount Due in More than One Year
Bonds payable	$ 2,856,935	$ 607,920	$ (692,560)	$ 2,772,295	$117,220	$ 2,655,075
Add unamortized amounts for issuance premiums	66,093	52,575	(12,109)	106,559	-	106,559
Less loss amounts on refundings	(27,951)	(21,313)	9,162	(40,102)	-	(40,102)
Total bonds payable	2,895,077	639,182	(695,507)	2,838,752	117,220	2,721,532
Advances payable to the Department	156,664	-	(7,766)	148,898	9,777	139,121
Unearned revenue from other governments	699	-	(50)	649	49	600
Other long-term liabilities	2,206	-	(2,206)	-	-	-
	$ 3,054,646	$ 639,182	$ (705,529)	$ 2,988,299	$127,046	$ 2,861,253

2012	Beginning Balance	Additions	Reductions	Ending Balance	Due Within One Year	Amount Due in More than One Year
Bonds payable	$ 2,811,830	$150,165	$ (105,060)	$ 2,856,935	$110,185	$ 2,746,750
Add unamortized amounts for issuance premiums	56,946	22,825	(13,678)	66,093	-	66,093
Less loss amounts on refundings	(33,548)	-	5,597	(27,951)	-	(27,951)
Total bonds payable	2,835,228	172,990	(113,141)	2,895,077	110,185	2,784,892
Advances payable to the Department	162,403	836	(6,575)	156,664	7,766	148,898
Unearned revenue from other governments	749	-	(50)	699	50	649
Other long-term liabilities	5,204	-	(2,998)	2,206	640	1,566
	$ 3,003,584	$173,826	$ (122,764)	$ 3,054,646	$118,641	$ 2,936,005

10. DEFERRED INFLOW OF RESOURCES

In April 2009, the System entered into an Agreement (the “Agreement”) with Areas USA FLTP, LLC (the “Operator”) to reconstruct and operate the eight service plazas along the Mainline through January 2040. Pursuant to the Agreement, the System retains ownership of the assets and the Operator is required to return the assets in their original or enhanced condition. The Agreement is based on a fixed monthly rental payment $0.5 million, plus a percentage of revenue generated. At inception, the Operator was required to pay an initial deposit totaling $0.2 million. The deposit is refundable and is recorded as of June 30, 2013 and 2012, in current liabilities. The System’s obligations in the Agreement consist of monetary and nonmonetary assets and maintenance expense for limited areas. The Agreement meets all the criteria of GASB Statement No. 60; therefore the System has implemented the Statement as of July 1, 2012. In conjunction with the implementation of GASB Statement No. 60, the System has implemented GASB Statement No. 63 as of July 1, 2012.

Capital Assets — For the year ended June 30, 2013, as a result of the implementation of GASB Statement No. 60 and GASB Statement No. 63, the System recorded capital assets at a fair value of $94.5 million with a corresponding deferred inflow of resources of $52.7 million, which is equal to the difference between the fair value of the asset and the System’s obligations. The deferred inflow of resources is amortized and recognized as contributed capital in a systematic and rational manner over the remaining term of the Agreement; the System has chosen a straight-line basis. For the year ended June 30, 2013, five of the eight reconstructed service plazas have been placed into operation and approximately $0.6 million of the deferred inflow of resources has been recognized. See Note 5 – *Capital Assets* for disclosure on the recording of the capital assets.

Service Concession Receivable — For the year ended June 30, 2013, as a result of the implementation of GASB Statement No. 60 and GASB Statement No. 63, the System recorded a receivable and a corresponding deferred inflow of resources equal to the present value of the fixed component of the rental payment for the remaining 26.5 years of the Agreement. Beginning fiscal year 2013, the present value of the deferred inflow of resources for the remaining term of the contract is estimated to be $88.1 million. The current portion of $5.8 million is included in accounts receivable and the long-term portion of $82.3 million is included in service concession arrangement receivable. Rent earned under the Agreement for the fiscal years ended 2013 and 2012 was approximately $6.6 million and $6.0 million, respectively.

	2013
Capital assets	$ 52,723
Total SCA receivables	88,148
	$ 140,871
Less amortization of deferred inflow of resources to:	
Capital contributions	(612)
Total deferred inflow of resources	$ 140,259

11. EMPLOYEE BENEFITS

A. Pensions

Florida Retirement System — The System participates in the Florida Retirement System (FRS), a cost-sharing multiple-employer public-employee retirement system administered by the State of Florida, Department of Management Services, Division of Retirement, to provide retirement and survivor benefits to participating public employees. Chapter 121, Florida Statutes, establishes the authority for participant eligibility, contribution requirements, vesting eligibility, and benefit provisions. The financial statements and other supplementary information for the FRS are included in the Comprehensive Annual Financial Report of the State of Florida, which may be obtained from the DFS. FRS also issues a publicly available financial report that includes financial statements and required supplementary information. That report may be obtained by contacting the State of Florida, Department of Management Services, Division of Retirement, Research, Education and Policy Section, P.O. Box 9000, Tallahassee, Florida 32315-9000 or by calling (850) 488-5706.

Retiree Health Insurance Subsidy Program — In 1987, the Florida Legislature established through Section 112.363, Florida Statutes, the Retiree Health Insurance Subsidy (HIS) to assist retirees of all state-administered retirement systems in paying health insurance costs. The HIS is a cost-sharing multiple-employer defined benefit pension plan. For the fiscal years ended June 30, 2013 and 2012, eligible retirees or beneficiaries received a monthly retiree health insurance subsidy payment equal to the number of years of creditable service completed at the time of retirement multiplied by $5. The payments to individual retirees or beneficiaries were at least $30, but not more than $150 per month during each of the fiscal years. To be eligible to receive the HIS, a retiree under any State-administered retirement system must provide proof of health insurance coverage, which can include Medicare.

The HIS is funded by required contributions from FRS participating employers. For each of the years ended June 30, 2013 and 2012, the System contributed 1.11% of payroll for all active employees covered by the FRS, which is included in the amounts disclosed below. This contribution was added to the amount submitted for retirement contributions and was deposited in a separate trust fund from which HIS payments are authorized. If these contributions fail to provide full subsidy benefits to all participants, the subsidy payments may be reduced or canceled.

The accounting and financial reporting for the HIS is governed by GASB Statement No. 27, *Accounting for Pensions by State and Local Governmental Employers*. Further disclosures and other supplementary information for the HIS are included in the Comprehensive Annual Financial Report of the State of Florida, which may be obtained from the DFS.

Funding Policy — In the Spring of 2012, the Florida Legislature passed House Bill 5005, Enrolled, and the Governor signed it on April 20, 2012. The bill established the FRS employer contribution rates for the 2012-2013 plan year. The required employee contribution established in the Spring of 2011when the

Florida Legislature passed Senate Bill 2100 and the Governor signed it on May 26, 2011 remained at 3%. Senate Bill 2100 made a number of substantial changes to the FRS. One of the changes affecting the funding policy requires each employee, beginning in fiscal year 2012, to contribute 3% of their gross compensation. The employer shall deduct the contribution from the employee's salary, and the contribution shall be submitted to the Division of Retirement. The System is required to pay the amount collected from each employee and the employer contribution for full-time and part-time employees. Generally, employee participation in FRS is compulsory. The contribution rates, which are established in Section 121.071, Florida Statutes, were as follows (including a health insurance subsidy of 1.11% for each of the years ended June 30, 2013, 2012, and 2011):

	Through June 30,		
	2013	**2012**	**2011**
Employer contributions			
Senior management	6.30 %	6.27 %	14.57 %
Regular employees	5.18	4.91	10.77
Employee contributions			
Senior management	3.00	3.00	-
Regular employees	3.00	3.00	-

The System's contributions to the FRS for the retirement plans amounted to approximately $0.5 million for fiscal years ended June 30, 2013 and 2012 and $1.1 million for the year ended June 30, 2011. The System remitted 100% of the required contributions for the years ended June 30, 2013, 2012, and 2011, respectively.

B. Other Postemployment Benefits

The System participates in the State Employees' Health Insurance Program, a cost-sharing multiple-employer defined benefit plan administered by the State of Florida, Department of Management Services, Division of State Group Insurance, to provide group health benefits. Section 110.123, Florida Statutes, provides that retirees may participate in the State's group health insurance programs. Although premiums are paid by the retiree, the premium cost to the retiree is implicitly subsidized by the commingling of claims experience in a single risk pool with a single premium determination.

An actuarial valuation has been performed for the plan. The System's employees were included in the actuarial analysis and are part of the actuarial accrued liability, annual required contribution, and net other postemployment benefit obligation disclosed in the footnotes and other required supplementary information of the Comprehensive Annual Financial Report of the State of Florida.

The cost of group insurance benefits for current employees is charged to the System through overhead accruals assessed by the Department in the period the benefits are earned.

C. Deferred Compensation Plan

The System, through the State of Florida, offers its employees a deferred compensation plan created in accordance with Section 457 of the Internal Revenue Code. The plan (refer to Section 112.215, Florida Statutes), available to all regular payroll State employees, permits them to defer a portion of their salaries until future years. The deferred compensation is not available to employees until termination, retirement, death, or unforeseeable financial emergency.

All amounts of compensation deferred under the plan, all property and rights purchased with those amounts, and all income attributable to those amounts, property, or rights are (notwithstanding the mandates of 26 U.S.C. s. 457(b)(6), all of the assets specified in subparagraph 1) held in trust for the exclusive benefit of participants and their beneficiaries as mandated by 26 U.S.C. s. 457(g)(1).

The System does not contribute to the plan. Participation under the plan is solely at the discretion of the employee.

The State has no liability for losses under the plan, but does have the duty of due care that would be required to an ordinary and prudent investor. Pursuant to Section 112.215, Florida Statutes, the Deferred Compensation Trust Fund is created in the State Treasury.

D. Compensated Absences

Employees earn the right to be compensated during absences for vacation and illness. Within the limits established by law or rule, the value of unused leave benefits will be paid to employees by the Department upon separation from state service.

The cost of vacation and vested sick leave benefits is charged to the System through overhead accruals assessed by the Department in the period the benefits are earned. The liability for these benefits is not recorded by the System since the System pays the Department for these costs in the period in which they are earned by the employee. The liability for accrued leave is recorded by the Department, which is responsible for paying accrued leave when it is taken.

12. CONTRIBUTIONS FOR CAPITAL PROJECTS

Contributions for capital projects represent proceeds received from other entities for construction of certain highway system projects, land acquisition, and various studies.

Contributions for capital projects recognized for the years ended June 30, 2013 and 2012 were as follows (in thousands):

	2013	2012
Service Concession Arrangement	$ 612	$ -
Integrated Congestion Pricing Planning Study	456	68
I-595 Flyover Ramps	139	500
Suncoast Parkway 2	9	9
Land Conveyance to FDOT from Polk County	8	-
Service Plaza Refurbishments	-	597
Pace Road/Polk Parkway Interchange	-	571
Widening in Orange County	-	302
Solar Power Project	-	225
Furniture	-	2
	$ 1,224	$ 2,274

13. TRANSACTIONS WITH FLORIDA DEPARTMENT OF TRANSPORTATION

As described in Note 1, System operations are the responsibility of the Department. Transactions between the System and other funds of the Department consist of reimbursements made by the System to the Department. Reimbursements include amounts arising from the use of Department personnel, equipment and materials, and charges incurred from independent suppliers and contractors who are paid directly by the Department on behalf of the System.

The following summarizes transactions with and balances due to the Department as of and for the years ended June 30, 2013 and 2012, (in thousands):

	2013	2012
Payments/reimbursements to the Department	$ 173,231	$ 194,148
Amounts due to the Department for reimbursement of operating expenses	29,596	39,445

14. OPERATING LEASES

The System leases certain equipment and office space under noncancelable operating leases. As of June 30, 2013, future minimum lease payments under noncancelable operating leases with initial or remaining terms in excess of one year are as follows (in thousands):

2014	$ 151
2015	108
2016	35
2017	1
	$ 295

Rent expense for all operating leases was approximately $0.4 million and $0.5 million for the years ended June 30, 2013 and 2012, respectively.

15. COMMITMENTS AND CONTINGENCIES

Commitments and Contingencies — Commitments on outstanding contracts for construction of improvements and maintenance of the System and right-of-way acquisitions totaled $964.0 million at June 30, 2013.

The System is contingently liable with respect to lawsuits and other claims incidental to the ordinary course of its operations. In the opinion of System management, based on the advice of Department legal counsel, except as described below, the ultimate disposition of these lawsuits and claims will not have a material adverse effect on the financial position or results of operations of the System.

Risk Management — The System participates in various self-insurance programs established by the State of Florida for property and casualty losses and employee health insurance. Coverages include property, general liability, automobile liability, workers' compensation, and federal civil rights actions.

The System obtains conventional coverage for damage and revenue losses on the System bridges, although it retains significant self-insurance risk in order to control the cost of insurance premiums. The costs associated with the repairs of the bridges are recorded in renewal and replacement in the accompanying Statements of Revenues, Expenses, and Changes in Net Position.

For fiscal year 2013, total losses were $0.2 million with no insurance recoveries and there were no reported insurance losses or recoveries during fiscal year 2012.

16. POLLUTION REMEDIATION

Groundwater and soil contamination related to fuel tank leakage exists at the System's eight service plazas. The sites were accepted into the Florida Department of Environmental Protection's (FDEP) Early Detection Incentive (EDI) Program established in 1986 to provide reimbursement or state-contracted cleanup of qualifying sites. Under EDI, qualifying sites were exempted from departmental enforcement actions. Section 376.308 of the Florida Statutes directs facilities eligible for FDEP funding not to accrue for remediation costs until restoration funding can be committed to the facility. As of June 30, 2013, FDEP has funded approximately $19.4 million for pollution remediation efforts performed at five of the service plaza sites since the sites were accepted into the program. The System has not recognized any liability for the remediation efforts funded by the FDEP. In 2009, through its agreement with a new lessee of the service plazas, the System legally obligated itself to commence pollution remediation for soil and groundwater contamination and commit restoration funding. The future estimated remediation costs are listed below (in thousands):

	2014
Canoe Creek	$ 9
Fort Drum	32
Fort Pierce	603
Pollution remediation liabilities	$ 644

These estimates were developed based on existing site studies performed under the FDEP program. Management believes that these estimates are reasonable based on the information available as of June 30, 2013. However, the System's remediation efforts are nearing the end of the design stages and estimates are subject to change based on new information obtained as the project progresses. Additionally, the System could potentially receive some funding from FDEP for the future pollution remediation; however, estimates are not available. The System has no other pollution remediation obligations for the fiscal years presented. Only the current portion remains of the liability and is included in construction contracts and retainage payable.

17. SUBSEQUENT EVENT

In July 2013, the State of Florida issued $206.0 million State of Florida, Department of Transportation Turnpike Revenue Refunding Bonds, Series 2013B. The Series 2013B Bonds were issued to refund, together with legally available moneys, State of Florida, Department of Transportation Turnpike Revenue Refunding Bonds, Series 2003A issues maturing in the years 2014 through 2022, in the amount of $234.6 million. This refunding was done to achieve debt service savings.

* * * * * *

REQUIRED SUPPLEMENTARY INFORMATION OTHER THAN MANAGEMENT'S DISCUSSION AND ANALYSIS

FLORIDA'S TURNPIKE SYSTEM
DEPARTMENT OF TRANSPORTATION
STATE OF FLORIDA

TREND DATA ON THE SYSTEM'S INFRASTRUCTURE CONDITION

INFRASTRUCTURE ASSETS REPORTED USING THE MODIFIED APPROACH

Pursuant to GASB Statement No. 34, *Basic Financial Statements — and Management's Discussion and Analysis — for State and Local Governments*, Florida's Turnpike System (the "System") has adopted an alternative method of recording depreciation expense on its infrastructure assets (highway system and improvements). Under this alternative method, referred to as the modified approach, the System expenses certain maintenance and preservation costs and, consequently, does not report depreciation expense related to infrastructure. System assets accounted for under the modified approach include 460 centerline miles of roadway and 700 bridges.

In using this modified approach, the System relies on the Florida Department of Transportation (the "Department") to maintain an asset management system that has an up-to-date inventory of System infrastructure assets and that performs condition assessments of those assets, summarizing the results using a measurement scale. Using these results, System management estimates the annual amount to maintain and preserve its infrastructure at a condition level established and disclosed by the System. System management also documents the annual amount expensed to maintain and preserve its infrastructure at or above the established condition level.

DEPARTMENT CONDITION AND MAINTENANCE PROGRAMS

Resurfacing Program — Road pavements require periodic resurfacing. The frequency of resurfacing depends on the volume of traffic, type of traffic, pavement material variability, and weather conditions. Resurfacing preserves the structural integrity of highway pavements and includes pavement resurfacing, pavement rehabilitation, and minor reconstruction.

The Department conducts an annual pavement condition survey. Pavements are rated on a scale of 0 to 10 (with 10 being the best) in each of three criteria: ride smoothness, pavement cracking, and wheel path rutting. Ride smoothness is what the motorist experiences. It directly affects motor vehicle operation costs. Pavement cracking refers to the structural deterioration of the pavement, which leads to loss of smoothness and deterioration of the road base by water seepage if not corrected. Wheel path rutting are depressions in pavement caused by heavy use. Ride smoothness and wheel path rutting are measured mechanically, using lasers. Pavement cracking is determined through visual observation by experienced survey crews.

The condition rating scales are set by a statewide committee of pavement engineers, so that a pavement segment receiving a rating of 6 or less in any of the three rating criteria is designated a deficient pavement segment. The standard is to ensure that 80% of the pavement on the System's roadways has a score greater than 6 in all three criteria.

Bridge Repair and Replacement Program — The Department's bridge repair program emphasizes periodic maintenance and specified structural rehabilitation work. The primary focus is on the replacement of structurally deficient or weight-restricted bridges.

The Department conducts bridge condition surveys using the National Bridge Inspection Standards to determine condition ratings. Each bridge is inspected at least once every two years. During the inspection process, the major components, such as deck, superstructure, and substructure, are assigned a condition rating. The condition rating ranges from 0 to 9. A rating of 8 to 9 is very good to excellent, which indicates that no repairs are necessary. A rating of 5 to 7 is fair to good, which indicates that minor repairs are required. A rating below 5 identifies bridges needing major repairs or replacement. A rating of 4 or less indicates a condition of poor to failing and requires urgency in making repairs. A rating of 2 requires closure of the bridge, while a rating of 1 is used for a bridge that is closed. A rating of 0 means the bridge is beyond repair. The standard is to ensure that 90% of all System bridges achieve a rating of 5 or better.

Pollution Remediation Program — The System's eight service plazas have groundwater and soil contamination related to fuel tank leakages. These sites were accepted into the Florida Department of Environmental Protection's Early Detection Incentive Program in the late 1980's, which provided funding for all pollution remediation efforts through fiscal year 2009. In fiscal year 2009, the System entered into an agreement with a new lessee for the operations of the service plazas. Under the new lease agreement, the System legally obligated itself to commence pollution remediation related to the fuel tank leakages as discussed in Note 15 to the financial statements. These expenses do not impact the infrastructure condition ratings.

Routine Maintenance Program — The System is responsible for managing and performing routine maintenance on its roadways. Routine maintenance includes many activities, such as highway repair, roadside upkeep, emergency response, maintaining signs, roadway striping, and keeping storm drains clear and structurally sound.

The Department monitors the quality and effectiveness of the System's routine maintenance program by periodic surveys, using the Maintenance Rating Program (MRP). The Department has used the MRP since 1985 to evaluate routine maintenance in five broad categories; roadway, roadside, vegetation and aesthetics, traffic services, and drainage. The MRP results in a maintenance rating of 1 to 100 for each category, as well as an overall rating for the System's routine maintenance performance. The standard is to achieve an overall routine maintenance rating of 80 or higher. In fiscal year 2013, the Department's methodology for developing the MRP rating was modified to provide equal weightings to the various maintenance categories which resulted in a lower score. For fiscal years ended June 30, 2012 and 2011, the application of this new methodology would have resulted in MRP rating of 89 and 91, respectively. Management believes the change in methodology dies not affect the overall condition assessment of the System.

Condition Ratings for the System's Infrastructure	**2013**	**2012**	**2011**
Percentage of pavement meeting Department standards	97 %	91 %	96 %
Percentage of bridges meeting Department standards	91 %	92 %	92 %
Overall routine maintenance rating	88	91	91

Comparison of Needed-to-Actual Maintenance/Preservation (in thousands)*:

Fiscal Year	Needed	Actual Resurfacing	Actual Bridge Repair and Replacement	Actual Pollution Remediation	Actual Routine Maintenance	Total Actual	Difference
2013	$ 102,670	$ 81,609	$ 302	$ -	$ 35,897	$ 117,808	$ 15,138
2012	95,738	44,063	1	-	40,278	84,342	(11,396)
2011	84,588	35,116	416	(1,030)	40,789	75,291	(9,297)
2010	84,692	49,717	287	-	38,909	88,913	4,221
2009	109,759	61,958	890	9,502	39,353	111,703	1,944

*Note: The amounts listed above are totals for the resurfacing, bridge repair and replacement, pollution remediation, and routine maintenance programs of the System. Needed amounts are estimated on a cash basis, while actual amounts are stated on the accrual basis of accounting.

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Certification of Covenant to Pay Costs of Operation and Maintenance

As authorized by Section 206.46 (5), Florida Statutes and for as long as Bonds are outstanding, the Florida Department of Transportation (the "Department") hereby covenants and agrees to the following procedures and provisions in order to ensure that all costs of operation and maintenance of the Florida Turnpike System shall be paid from monies in the State Transportation Trust Fund. If revenues are sufficient, the State Transportation Trust Fund will be reimbursed from monies deposited to the Turnpike General Reserve Fund, after making all prior payments for debt service and other bond resolution accounts as needed to protect the security of Bondholders and the integrity of the Florida Turnpike System. (See Exhibit I) This Covenant is contingent upon the terms hereof being approved by the Circuit Court of the Second Judicial Circuit of Florida in a validation final judgement.

ARTICLE 1
<u>Definitions</u>

Section 101. Terms contained in this Certification shall have the same meanings as are defined in the resolution of the Governor and Cabinet as the Governing Board of the Division of Bond Finance adopted on October 25, 1988, authorizing the issuance of not exceeding $800,000,000 State of Florida Department of Transportation Turnpike Revenue Bonds, as amended and supplemented (the "Resolution").

ARTICLE II
<u>Covenant Provisions</u>

Section 201. The Department hereby covenants and agrees to pay all costs of operating and maintaining the Turnpike System, as it is now constituted or as may be added to in the future, directly from monies in the State Transportation Trust Fund as is authorized in Section 206.46 (5).

Section 202. The Department shall not invoice the State Board of Administration for any money on deposit in the O & M Fund if such invoice shall, at any time, cause the fund balance to fall below an amount equal to one-twelfth of the Cost of Operation and Cost of Maintenance set forth in the Annual Budget of the Department.

Section 203. The State Transportation Trust Fund shall be reimbursed monthly for sums paid pursuant to Section 201, from any and all monies available in the Turnpike System General Reserve Fund ("General Reserve Fund"), except when the Department, with the approval of the Legislature, elects to lend or pay a portion of the operating and maintenance costs of a Turnpike project as provided for in Section 338.223 (4), Florida Statutes. (See Exhibit II)

Section 204. In the event the available monies and anticipated revenues in the General Reserve Fund are determined by the Department to be insufficient, or based on projections will be insufficient in the future, to reimburse the State Transportation Trust Fund for the costs of operating and maintaining the Turnpike System, the Department shall take corrective actions to reduce outlays or increase funding to permit full reimbursement from the General Reserve Fund. Such actions may include, but shall not be limited to, deferral of projects and project phases which are determined not to be needed to protect the security of the Bondholders or the integrity of the Turnpike System, temporary loans to the extent permissible under State law, and toll rate increases. Such corrective actions shall not include any adjustments on the payments to accounts established by the Resolution which are needed to protect the security of the Bondholders or the integrity of the Turnpike System.

Section 205. In the event the obligation of the General Reserve Fund to reimburse the State Transportation Trust Fund is determined by the Department to adversely impact the security of the Bondholders or the integrity of the Turnpike System, the reimbursement obligation shall become a debt payable to the State Transportation Trust Fund to be reimbursed over an agreed-upon period of time. The Department shall take into account projections of operation and maintenance reimbursements and agreed-upon debt repayment schedules in the financing of the tentative and adopted work programs.

ARTICLE III
Further Assurances

Section 301. The Department does hereby covenant that it will faithfully execute the state covenant which is contained in Section 206.46 (5), Florida Statutes, and that it will not repeal, impair or amend any provision contained in this Certification in any manner that will materially and adversely affect the rights of Bondholders so long as any Bonds are outstanding.

Section 302. Modifications or amendments to this Certification may be made upon compliance with the provisions of Section 7.03 of the Resolution, as if this certification were a part of the Resolution.

Section 303. The Department hereby irrevocably agrees that this Certification shall be deemed to have been made for the benefit of, and shall be a contract with, the Holders from time to time of the Bonds, and that the provisions of this Certification shall be enforceable in any court of competent jurisdiction by any Holder or Holders of such Bonds, against the Department or any other agency of the State of Florida, or political subdivision or instrumentality having any duties concerning the operation or maintenance of the Turnpike System. Subject to the foregoing, the Department does hereby consent to the bringing of any proceedings in any court of competent jurisdiction in the State of Florida by any Holder or Holders of Bonds for the enforcement of any and all covenants, terms, or provisions of this Certification and does hereby waive, to the extent permitted by law, any privilege or immunity from suit which the Department may now or hereafter have as a department or agency of the State of Florida with respect to the enforcement of this

Certification by the holders of the Bonds.

Section 304. The Department shall at all times operate or cause to be operated the Turnpike System in a sound and economic manner, shall maintain and repair, or cause the same to be maintained and repaired, preserve and keep the same, with the appurtenances and every part and parcel thereof, in good repair, working order and condition. The Department shall from time to time make all necessary and proper repairs, renewals, and replacements so that at all times the operation of the Turnpike System may be properly and advantageously conducted.

Dated this the 21st day of August, 1997.

(SEAL)

STATE OF FLORIDA
DEPARTMENT OF TRANSPORTATION

ATTEST:

Sandra Krzeminski

By: Thomas F. Barry
Thomas F. Barry, Jr., P.E.
Secretary

STATE OF FLORIDA
DEPARTMENT OF TRANSPORTATION
FLORIDA TURNPIKE DISTRICT

ATTEST:

Sandra Krzeminski

By: James L. Ely
James L. Ely
District Secretary

EXHIBIT I

206.46 State Transportation Trust Fund.--

(5) Notwithstanding any other provision of law, the department may covenant to pay all or any part of the costs of operation and maintenance of any existing or future department-owned toll facility or system directly from moneys in the State Transportation Trust Fund which will be reimbursed from turnpike revenues after the payment of debt service and other bond resolution accounts as needed to protect the integrity of the toll facility or system. If such reimbursement is determined to adversely impact the toll facility or system, the reimbursement obligation shall become a debt payable to the State Transportation Trust Fund to be reimbursed over an agreed-upon period of time. The department shall take into account projections of operation and maintenance reimbursements in the financing of the tentative and adopted work programs. The state does hereby covenant that it will not repeal or impair or amend this section in any manner that will materially and adversely affect the rights of bondholders so long as bonds authorized pursuant to the provisions of this subsection are outstanding.

EXHIBIT II

338.223 Proposed turnpike projects.--

(4) The department is authorized, with the approval of the Legislature, to use federal and state transportation funds to lend or pay a portion of the operating, maintenance and capital costs of turnpike projects. Federal and state transportation funds included in an adopted work program, or the General Appropriations Act, for a turnpike project do not have to be reimbursed to the State Transportation Trust Fund, or used in determining the economic feasibility of the proposed project. For operating and maintenance loans, the maximum net loan amount in any fiscal year shall not exceed 1.5 percent of state transportation tax revenues for that fiscal year.

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DIVISION OF BOND FINANCE
OF THE
STATE BOARD OF ADMINISTRATION
OF FLORIDA

A RESOLUTION AUTHORIZING THE ISSUANCE OF NOT EXCEEDING $4,419,997,419.20 STATE OF FLORIDA DEPARTMENT OF TRANSPORTATION TURNPIKE REVENUE BONDS (VARIOUS SERIES)

Adopted October 25, 1988

Amended and Restated May 17, 2005

RESOLUTION

WHEREAS, on October 25, 1988, the Governor and Cabinet, sitting as the Governing Board of the Division of Bond Finance of the Department of General Services (now the Division of Bond Finance of the State Board of Administration of Florida, the “Division”), approved a resolution authorizing the issuance of bonds in an amount not exceeding $800,000,000 to provide for the financing of a portion of the costs of acquisition and construction of turnpike projects or the refunding of any bonds issued for such purpose, and;

WHEREAS, such resolution was amended by subsequent resolutions adopted on December 6, 1988, March 16, 1989, March 28, 1989, August 14, 1990, June 2, 1992, March 23, 1993, March 16, 1995, June 12, 1997, July 28, 1998 and May 17, 2005; and

WHEREAS, it has become necessary and in the best interest of the State of Florida to amend and restate such resolution as previously amended;

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNOR AND CABINET AS THE GOVERNING BOARD OF THE DIVISION OF BOND FINANCE:

The resolution adopted on October 25, 1988, authorizing the issuance of bonds in an amount not exceeding $800,000,000 to provide for the financing of a portion of the costs of acquisition and construction of turnpike projects or the refunding of any bonds issued for such purpose, as subsequently amended from time to time, is hereby amended and restated in its entirety, as follows:

A RESOLUTION OF THE DIVISION OF BOND FINANCE OF THE STATE BOARD OF ADMINISTRATION OF FLORIDA AUTHORIZING THE ISSUANCE BY THE DIVISION ON BEHALF OF THE STATE OF FLORIDA DEPARTMENT OF TRANSPORTATION OF NOT EXCEEDING $4,419,997,419.20[1] AGGREGATE PRINCIPAL AMOUNT OF STATE OF FLORIDA DEPARTMENT OF TRANSPORTATION TURNPIKE REVENUE BONDS (VARIOUS SERIES) TO PROVIDE FOR THE FINANCING OF A PORTION OF THE COSTS OF ACQUISITION AND CONSTRUCTION OF TURNPIKE PROJECTS.

BE IT RESOLVED BY THE GOVERNOR AND CABINET OF THE STATE OF FLORIDA AS THE GOVERNING BOARD OF THE DIVISION OF BOND FINANCE OF THE STATE BOARD OF ADMINISTRATION OF FLORIDA, ON BEHALF OF THE STATE OF FLORIDA DEPARTMENT OF TRANSPORTATION:

ARTICLE I
AUTHORITY, DEFINITIONS, FINDINGS

SECTION 1.01. AUTHORITY FOR THIS RESOLUTION. This Resolution is adopted pursuant to the provisions of Article VII, Section 11(d), of the Florida Constitution; the Florida Turnpike Law, being Sections 338.22-338.244[2], Florida Statutes; the State Bond Act, being Sections 215.57-215.83, Florida Statutes; and other applicable provisions of law.

SECTION 1.02. DEFINITIONS. The following terms shall have the following meanings in this Resolution unless the text otherwise requires:

"Accreted Value" shall mean, as of any date of computation with respect to any Capital Appreciation Bonds, an amount equal to the principal amount of such Capital Appreciation Bond (the principal amount at its initial offering) plus the interest accrued on such Capital Appreciation Bond from the date of delivery to the original purchasers thereof to the Interest Payment Date next preceding the date of computation or the date of computation if an Interest Payment Date, such interest to accrue at a rate per annum set forth in a subsequent resolution of the Division (not to exceed the maximum rate permitted by law), compounded periodically, plus, with respect to matters related to the payment upon redemption or acceleration of the Capital Appreciation Bonds, if such date of computation shall not be an Interest Payment Date, the ratable portion of the difference between the Accreted Value as of the immediately preceding Interest Payment Date (or the date of delivery of the Bonds to the original purchasers thereof if the date of computation is prior to the first Interest Payment Date succeeding the date of delivery) and the Accreted Value as of the immediately succeeding Interest Payment Date, calculated based on the assumption that Accreted Value accrues during any period in equal daily amounts on the basis of a year of twelve 30-day months.

"Act" shall collectively mean the Florida Turnpike Law and the State Bond Act.

"Additional Bonds" shall mean any obligations hereafter issued pursuant to the terms and conditions of this Resolution and payable from the Net Revenues on a parity with the State of Florida Department of Transportation Turnpike Revenue Bonds, originally issued hereunder. Such Additional Bonds shall be deemed to have been issued pursuant to this Resolution the same as the Bonds originally authorized and issued pursuant to this Resolution, and all of the applicable covenants and other provisions of this Resolution (except as to details of such Additional Bonds inconsistent herewith), shall be for the equal benefit, protection and security of the Registered Owners of the Bonds originally authorized and issued pursuant to this Resolution, and the Registered Owners of any Additional Bonds evidencing additional obligations subsequently issued within the limitations of and in compliance with this Resolution. All of such Additional Bonds, regardless of the time or times of their issuance shall rank equally with other Bonds with respect to their lien on and source and security for payment from the Net Revenues without preference of any Bond over any other.

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[1] Originally $800,000,000; increased to $1,319,997,419.20 by the Second Supplemental Resolution dated 8/14/90, to $1,669,997,419.20 by the Seventh Supplemental Resolution dated 6/12/97, to $2,419,997,419.20 by the Eleventh Supplemental Resolution dated 7/28/98, and to $4,419,997,419.20 by the Twentieth Supplemental Resolution dated 5/17/05.

[2] Changed to the Florida Turnpike Enterprise Law, Sections 338.22-338.241, by s.15, ch. 2002-20, Laws of Florida.

"Annual Debt Service Requirement" shall mean, at any time, the amount of Net Revenues (with respect to the particular Series of Bonds, or all Bonds, as the case may be) required to be deposited in the then current Fiscal Year into any interest account, principal account, bond amortization account for scheduled redemption of Term Bonds and, if the Division has elected to fund all or a portion of the Debt Service Reserve Requirement from the Net Revenues, the required deposit to a debt service reserve account or sub-account, as provided in the Resolution; provided that in computing such Annual Debt Service Requirement any (i) Variable Rate Bonds shall be deemed to bear interest at all times to the maturity thereof at a constant rate of interest equal to the highest of the rate borne by such Variable Rate Bonds on the date they were issued plus one-half (or such greater amount as shall be determined in a subsequent resolution of the Division) of the difference between such rate and the Maximum Interest Rate, or the actual rate of interest borne by such Variable Rate Bonds on such date of calculation, or the maximum effective rate of such Variable Rate Bonds adjusted to reflect a Qualified Interest Rate Agreement, if any, and (ii) Option Bonds Outstanding during such Fiscal Year shall be assumed to mature on their stated dates of maturity or on the due dates of the mandatory amortization installments established for such Option Bonds, if any.

"Appreciated Value" shall mean, (i) as of any date of computation with respect to any Capital Appreciation and Income Bond up to the Interest Commencement Date set forth in a subsequent resolution of the Division, an amount equal to the principal amount of such Bond (the principal amount at its initial offering) plus the interest accrued on such Bond from the date of delivery to the original purchasers thereof to the Interest Payment Date next preceding the date of computation or the date of computation if an Interest Payment Date, such interest to accrue at the rate per annum set forth in a subsequent resolution of the Division (not to exceed the maximum rate permitted by law), compounded periodically, plus, with respect to matters related to the payment upon redemption or acceleration of the Capital Appreciation and Income Bonds, if such date of computation shall not be an Interest Payment Date, the ratable portion of the difference between the Appreciated Value as of the immediately preceding Interest Payment Date (or the date of delivery of the Bonds to the original purchasers thereof if the date of computation is prior to the first Interest Payment Date succeeding the date of delivery) and the Appreciated Value as of the immediately succeeding Interest Payment Date calculated based upon an assumption that Appreciated Value accrues during any period in equal daily amounts on the basis of a year of twelve 30-day months and (ii) as of any date of computation on and after the Interest Commencement Date, the Appreciated Value on the Interest Commencement Date.

"Authorized Officer" of the Department or the Division shall mean any officer or employee of the Department or the Division, authorized to perform specific acts or duties.

"Board" shall mean the State Board of Administration of Florida.

"Bonds" shall mean the not to exceed $4,419,997,419.20[3] State of Florida Department of Transportation Turnpike Revenue Bonds (Various Series), as authorized by this Resolution, and any Additional Bonds hereafter issued pursuant to the terms and conditions of this Resolution.

"Bond Insurance Policy" shall mean an insurance policy issued for the benefit of the Holders of any Bonds, pursuant to which the issuer of such insurance policy shall be obligated to pay when due the principal of and interest on such Bonds to the extent of any deficiency in the amounts in the funds and accounts held under the Resolution, in the manner and in accordance with the terms provided in such Bond Insurance Policy.

"Bond Registrar/Paying Agent" shall mean Citibank, N.A., New York, New York, or its successor[4].

"Bond Retirement Date" shall mean the earlier of the date on which all principal, premium, if any, and interest on all of the Bonds has been paid in full at maturity or earlier redemption in accordance with the provisions of this Resolution or the date on which all of the Bonds are defeased in accordance with the provisions of this Resolution.

"Capital Appreciation Bonds" shall mean those Bonds issued under the Resolution as to which interest is compounded periodically on each of the applicable periodic dates designated for compounding and is payable in an amount equal to the then current Accreted Value at the maturity, earlier redemption or other payment date thereof, all as provided by subsequent resolution of the Division and which may be either Serial Bonds or Term Bonds.

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[3] Amounts of refunding Bonds are not included in this not to exceed amount.

[4] U.S. Bank Trust National Association, New York, NY, effective 1/7/03.

"Capital Appreciation and Income Bonds" shall mean any Bonds issued under the Resolution as to which accruing interest is not paid prior to the specified Interest Commencement Date and is compounded periodically on certain designated dates prior to the Interest Commencement Date for such Series of Capital Appreciation and Income Bonds, all as provided by subsequent resolution of the Division and which may be either Serial Bonds or Term Bonds.

"Consulting Engineer" shall mean the engineer or engineering firm or corporation retained by the Department pursuant to Section 5.13 of this Resolution.

"Cost of Issuance" shall mean all costs and expenses of the Division, the Department and the Board incurred in connection with the authorization, issuance, sale and delivery of the Bonds including, but not limited to, legal fees, financial advisory fees, municipal bond insurance premiums, fiscal or escrow agent fees, printing fees and travel expenses, rating agency fees and credit enhancement fees.

"Cost of Maintenance" shall mean all costs and expenses which are usually and ordinarily the obligation of the Department in keeping the Turnpike System open to public travel, excluding all costs included in Cost of Operations, and excluding all costs for non-Toll roads except Feeder Roads.

"Cost of Operations" shall mean all costs and expenses which arise by virtue of portions of the Turnpike System being operated as Toll facilities and includes the cost of collecting and accounting for Tolls, insurance, employee bond premiums, fees of consulting engineers, and all other expenses which would not be incurred if the entire Turnpike System were being operated as a non-Toll facility.

"Debt Service Reserve Requirement" shall mean, with respect to all Bonds issued hereunder, the sum of the Debt Service Reserve Requirements for each sub-account in the Debt Service Reserve Account. The Debt Service Reserve Requirement for each sub-account in the Debt Service Reserve Account shall mean the lesser of

(i) 125% of the average Annual Debt Service Requirement for the then current and succeeding Fiscal Years;

(ii) Maximum Annual Debt Service;

(iii) 10% of the aggregate of the original proceeds received from the initial sale of all Outstanding Bonds; or

(iv) the maximum debt service reserve permitted with respect to tax-exempt obligations under the U.S. Internal Revenue Code, as amended,

with respect to the Bonds for which such sub-account has been established. In the event the Division shall hereafter issue Variable Rate Bonds, the maximum amount required to be deposited in the Interest Account, hereinafter created, for the payment of interest on such Variable Rate Bonds, for the purpose of determining the Maximum Annual Debt Service for such Variable Rate Bonds, shall be calculated by deeming the interest rate on Variable Rate Bonds to be equal to the Maximum Interest Rate.

"Defeasance Obligations" shall mean to the extent permitted by law:

(i) Direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by, the United States of America, including obligations issued or held in book entry form on the books of the Department of the Treasury of the United States and including advance refunded tax-exempt bonds fully secured by non-callable direct obligations of the United State of America or obligations guaranteed by the United States of America which are rated in the highest full rating category by a Rating Agency;

(ii) Evidences of indebtedness issued by the Bank for Cooperatives, Federal Home Loan Banks, Federal Home Loan Mortgage Corporation (including participation certificates), Federal Land Banks, Federal Financing Banks, or any other agency or instrumentality of the United States of America created by an act of Congress which is substantially similar to the foregoing in its legal relationship to the United States of America or any other agency or instrumentality of the United States of America or of any corporation wholly-owned by the United States of America, provided that the obligations of such agency or instrumentality are unconditionally guaranteed by the United States of America; and

(iii) Evidences of ownership of proportionate interests in future interest and principal payments on specified obligations described in (i) held by a bank or trust company as custodian, under which the owner of the evidence of ownership is the real party in interest and has the right to proceed directly and individually against the obligor on the underlying obligations described in (i), and which underlying obligations are not available to satisfy any claim of the custodian or any person claiming through the custodian or to whom the custodian may be obligated.

“Department” shall mean the State of Florida Department of Transportation.

“Division” shall mean the Division of Bond Finance of the State Board of Administration of Florida.

“Escrow Deposit Agreement” shall mean an Escrow Deposit Agreement entered into between the Division and the Board with respect to a refunding of Outstanding Bonds.

“Feeder Road” shall mean any road no more than 5 miles in length connecting to a Toll road, which the Department determines is necessary to create or facilitate access to a Turnpike Project.

“Fiscal Year” shall mean the period commencing with July 1 of each year and ending with June 30 of the following year.

“Florida Turnpike” shall mean the Turnpike System in Florida.

“Florida Turnpike Law” shall mean Sections 338.22 - 338.244[5], Florida Statutes, as amended from time to time.

“Holder of Bonds” or “Bondholder” or “Holders” or any similar term shall mean any person who shall be the Registered Owner or his registered transferee of any Bond or Bonds.

“Interest Commencement Date” shall mean, with respect to any particular Capital Appreciation and Income Bonds, the date specified in a subsequent resolution of the Division (which date must be prior to the maturity date for such Capital Appreciation and Income Bonds), after which interest accruing on such Capital Appreciation and Income Bonds shall be payable periodically as determined by the subsequent resolution of the Division, with the first such payment date being the applicable Interest Payment Date immediately succeeding such Interest Commencement Date.

“Interest Payment Date” shall mean, for each Series of Bonds, such dates of each Fiscal Year on which interest on Outstanding Bonds of such Series is payable, as set forth in a subsequent resolution of the Division.

“Maximum Annual Debt Service” shall mean, at any time, the maximum amount of Net Revenues, (with respect to the particular Series of Bonds, or all Bonds, as the case may be) required to be deposited in the then current or any succeeding Fiscal Year into any interest account, principal account, bond amortization account for scheduled redemption of Term Bonds and, if the Division has elected to fund all or a portion of the Debt Service Reserve Requirement from the Net Revenues, the required deposit to a debt service reserve account or sub-account, as provided in the Resolution; provided that in computing such Maximum Annual Debt Service any (i) Variable Rate Bonds shall be deemed to bear interest at all times to the maturity thereof at a constant rate of interest equal to the highest of the rate borne by such Variable Rate Bonds on the date they were issued plus one-half (or such greater amount as shall be determined in a subsequent resolution of the Division) of the difference between such rate and the Maximum Interest Rate, or the actual rate of interest borne by such Variable Rate Bonds on such date of calculation, or the maximum effective rate of such Variable Rate Bonds adjusted to reflect a Qualified Interest Rate Agreement, if any, and (ii) Option Bonds Outstanding during such Fiscal Year shall be assumed to mature on their stated dates of maturity or on the due dates of the mandatory amortization installments established for such Option Bonds, if any. For the purpose of calculating the deposits to be made into a sub-account in the Debt Service Reserve Account, the Maximum Annual Debt Service shall mean, at any time, the maximum amount, if any, required to be deposited in the then current or any succeeding Fiscal Year into the interest account, principal account and bond amortization account with respect to the Bonds for which such sub-account has been established. The amount of Term Bonds maturing in any Fiscal Year shall not be included in determining the Maximum Annual Debt Service. For the purpose of Section 6.01, governing the issuance of Additional Bonds, in computing

[5] Changed to the Florida Turnpike Enterprise Law, Sections 338.22-338.241, by s.15, ch. 2002-20, Laws of Florida.

Maximum Annual Debt Service any Variable Rate Bonds or bank reimbursement agreements payable on a parity with the Outstanding Bonds shall be deemed to bear interest at the Maximum Interest Rate.

"Maximum Interest Rate" shall mean, with respect to any particular series of Variable Rate Bonds, a numerical rate of interest that shall be the maximum rate of interest that such Variable Rate Bonds may at any particular time bear, including the maximum effective rate of such Variable Rate Bonds adjusted to reflect a Qualified Interest Rate Agreement, if any, not to exceed the maximum rate of interest allowed under State law, as determined by a subsequent resolution of the Division.

"Net Revenues" shall mean the Revenues remaining after the deduction of Cost of Maintenance and Cost of Operations.

"Option Bonds" shall mean Bonds, which may be either Serial Bonds or Term Bonds, which by their terms may be tendered by and at the option of the Holder thereof for payment by the Division prior to the stated maturity thereof, or the maturities of which may be extended by and at the option of the Holder thereof, such extension to be within the period, if any, prescribed by subsequent resolution of the Division.

"Outstanding", when used with reference to the Bonds, shall mean, as of any date of determination, all Bonds theretofore authenticated and delivered except:

(i) Bonds theretofore canceled by the Bond Registrar/Paying Agent or delivered to the Bond Registrar/Paying Agent for cancellation;

(ii) Bonds which are deemed paid and defeased and no longer Outstanding as provided herein;

(iii) Bonds in lieu of which other Bonds have been issued pursuant to the provisions hereof relating to Bonds destroyed, stolen or lost, unless evidence satisfactory to the Bond Registrar/Paying Agent has been received that any such Bond is held by a bona fide purchaser; and

(iv) For purposes of any consent or other action to be taken hereunder by the Holders of a specified percentage of principal amount of Bonds, Bonds held by or for the account of the Division or the Department.

"Permitted Investments" shall mean and include any of the following securities, if and to the extent the same are permitted by law:

(i) U.S. obligations and any certificates or any other evidences of an ownership interest in U.S. Obligations or in specified portions thereof (which may consist of specified portions of the interest thereon);

(ii) bonds, debentures, or other evidences of indebtedness issued or guaranteed by any agency or corporation which has been or may hereafter be created pursuant to an Act of Congress as an agency or instrumentality of the United States of America;

(iii) investment agreements with any bank or other financial institution, the unsecured debt of which is rated in either of the two highest letter rating categories by a Rating Agency;

(iv) Municipal Obligations, which are hereby defined as: (A) obligations of states or political subdivisions thereof or U.S. territories, whether or not the interest thereon is excluded from gross income for federal income tax purposes, which obligations may or may not subject the holders thereof to the alternative minimum tax pursuant to the U.S. Internal Revenue Code, and which are rated in any of the two highest full rating categories by a nationally recognized bond rating agency, or (B) stock of a qualified regulated investment company within the meaning of paragraph (a) (2) of Internal Revenue Service Advance Notice 87-22, released February 24, 1987, or any related or updated notice, release or regulation, which stock is rated in any of the two highest full rating categories by a Rating Agency;

(v) Certificates of deposit issued by or time deposits with any bank or trust company organized under the laws of any state of the United States of America or any national banking association, or a branch of a foreign bank duly licensed under the laws of the United States of America or any state or territory thereof, whose senior debt is rated within the two highest long-term or short-term rating categories of a Rating Agency;

(vi) Bills of exchange or time drafts drawn on and accepted by a commercial bank under the laws of any state of the United States of America or any state or territory thereof or any national banking association, otherwise known as bankers acceptances, which are eligible for purchase by the Federal Reserve System;

(vii) Repurchase agreements with any bank or trust company or savings and loan association, or with any broker or dealer registered with the Securities and Exchange Commission and covered by the Securities Investor Protection Corporation in the event of insolvency, in any case having short term debt rated in either of the two highest categories by a Rating Agency provided that, (1) to the extent not insured, the repurchase agreements are secured by Permitted Investments of the kind specified in subsections (i) and (ii) above having at all times a fair market value of at least 100% of the value (principal plus accrued interest) of such agreement or contract, (2) the State has a perfected first security interest in such Permitted Investments, and (3) the Permitted Investments are owned by the pledgor free and clear of any kind of liens or security interests other than that of the State; the security for any repurchase agreements shall be (i) in the case of Government Obligations which can be pledged by a book entry notation under regulations of the U.S. Department of Treasury, appropriately entered on the records of a Federal Reserve Bank, or (ii) in the case of other investments, either deposited with the State of Florida, with a Federal Reserve Bank or with a bank or trust company which is acting solely as agent for the State and has a combined net capital and surplus of at least $25,000,000.

(viii) Shares or other interests in any mutual fund, trust, investment company or similar entity or portfolio which invests solely in Permitted Investments of the types described in subparagraphs (i), (ii), (iv), (v) or (vi) above or any combination thereof;

(ix) Commercial paper rated in either of the two highest rating categories by a Rating Agency or commercial paper backed by a letter of credit or line of credit rated in either of the two highest rating categories; and

(x) Public Housing Bonds issued by public agencies or municipalities and fully secured as to the payment of both principal and interest by a pledge of annual contributions under an annual contributions contract or contracts with the United States of America; or temporary notes, preliminary loan notes or project notes issued by public agencies or municipalities, in each case, fully secured as to the payment of both principal and interest by a requisition or payment agreement with the United States of America.

"Principal Payment Date" shall mean, for each Series of Bonds, such dates of each Fiscal Year on which principal of Outstanding Bonds of such Series is payable, as set forth in a subsequent resolution of the Division.

"Qualified Interest Rate Agreement" shall mean an insurance policy, surety bond, or interest rate cap or exchange agreement, provided with respect to Variable Rate Bonds issued from time to time, that either places a limit on the required annual payments related to such Variable Rate Bonds or results in a fixed annual payment requirement. Such Qualified Interest Rate Agreement shall be provided by an insurer rated in the highest rating category by A. M. Best & Company or a banking association or financial institution whose senior unsecured debt is rated in one of the two highest full rating categories by a Rating Agency.

"Rating Agency" shall mean Moody's Investors Service (or its successor), Standard & Poor's Corporation (or its successor), and Fitch Ratings (or its successor).

"Rebate Amount" shall have the meaning ascribed to that term in Section 5.15 of this Resolution.

"Rebate Fund" shall be the Rebate Fund created and established pursuant to Section 5.15 of this Resolution.

"Rebate Year" shall mean, with respect to a particular Series of Bonds issued hereunder, (i) the twelve-month period commencing on the anniversary of the "closing date" with respect to such Bonds in each year and ending on the day prior to the anniversary of the "closing date" in the following year, except that the first Rebate Year with respect to each Series of Bonds shall commence on the "closing date" for such Bonds and the final Rebate Year with respect to each Series of Bonds shall end on the date of final maturity of such Bonds or (ii) such other period as regulations promulgated or to be promulgated by the United States Department of Treasury may prescribe. "Closing date" as used herein shall mean with respect to a particular Series of Bonds issued hereunder the date of issuance and delivery of such Bonds to the original purchaser thereof.

"Record Date" shall mean with respect to each Series of Bonds, except Variable Rate Bonds, the 15th day of the calendar month next preceding the month of an Interest Payment Date. The Record Date for Variable Rate Bonds shall be as determined by subsequent resolution of the Division.

"Registered Owner" shall mean the owner of any Bond or Bonds as shown on the registration book of the Board kept by the Bond Registrar/Paying Agent.

"Reserve Account Credit Facility" shall mean a Reserve Account Insurance Policy, Reserve Account Letter of Credit or other comparable insurance or financial product, if any, deposited in a debt service reserve sub-account in lieu of or in partial substitution for cash or securities on deposit therein. The issuer providing such Reserve Account Credit Facility shall be rated in one of the two highest full rating categories of a Rating Agency.

"Reserve Account Insurance Policy" shall mean the insurance policy, surety bond or other acceptable evidence of insurance, if any, deposited in a debt service reserve sub-account, if any, in lieu of or in partial substitution for cash or securities on deposit therein. The issuer providing such Reserve Account Insurance Policy shall be an insurer rated in one of the two highest full rating categories of a Rating Agency.

"Reserve Account Letter of Credit" shall mean the irrevocable, transferable letter of credit, if any, deposited in a debt service reserve sub-account, if any, in lieu of or in partial substitution for cash or securities on deposit therein. The issuer providing such letter of credit shall be a banking association, bank or trust company or branch thereof whose letter of credit results in the rating of municipal obligations secured by such letter of credit to be rated in one of the two highest full rating categories of a Rating Agency.

"Resolution" shall mean this resolution.

"Revenues" or "Gross Revenues" shall mean all Tolls, revenues, rates, fees, charges, receipts, rents and other income derived from or in connection with the operation of the Florida Turnpike. "Revenues" or "Gross Revenues" shall also include, unless otherwise indicated by this Resolution, income from investments of funds and accounts created by this Resolution deposited in the Revenue Fund created in Section 4.01 below, and the proceeds of any use and occupancy insurance relating to the Florida Turnpike.

"Serial Bonds" shall mean the Bonds of a Series which shall be stated to mature in periodic installments.

"Series" shall mean all of the Bonds authenticated and delivered on original issuance and pursuant to this Resolution or any supplemental resolution authorizing such Bonds as a separate Series of Bonds, or any Bonds thereafter authenticated and delivered in lieu of or in substitution for such Bonds pursuant to Article II hereof, regardless of variations in maturity, interest rate or other provisions.

"State Bond Act" shall mean Sections 215.57 through 215.83, Florida Statutes, as amended from time to time.

"Taxable bonds" shall mean bonds the interest on which is not, in any manner, exempt from federal income taxation or excludable from gross income for federal income tax purposes.

"Term Bonds" shall mean the Bonds of a Series which shall be stated to mature on one date and for the amortization of which payments are required to be made into the Bond Amortization Account in the Sinking Fund, hereinafter created, as may be provided in a subsequent resolution of the Division.

"Toll" or "Tolls" shall mean the charge or charges for the privilege of using the Turnpike System except those non-Toll roads designated as part of the Turnpike System. A "Toll road" or "Toll facility" shall generally mean a limited access highway, road, bridge, or other facility of the Turnpike System for which use a charge is required of non-exempt persons. A "non-Toll road" or "non-Toll facility" shall generally mean a highway, road, bridge or other facility of the Turnpike System for use of which a charge is not required.

"Traffic Engineers" shall mean the engineer or engineering firm or corporation retained by the Department pursuant to Section 5.14 of this Resolution.

“Turnpike Improvement” shall mean any betterment necessary or desirable for the operation of the Toll roads or Feeder Roads of the Turnpike System, including, but not limited to, widenings, resurfacings, Toll plazas, machinery, and equipment.

“Turnpike Plan” shall mean, collectively, those projects described in Section 1.03(D) of Article I of this Resolution.

“Turnpike Project” shall mean those projects described in Section 1.03(D) (1) (2) & (3) of this Resolution and any Turnpike Improvement or any extension to the Turnpike System statewide including Toll roads and associated Feeder Roads and other related structures, interchanges, appurtenances, or rights as may be approved in accordance with the Florida Turnpike Law.

“Turnpike System” shall mean those Toll roads and associated Feeder Roads and other related structures, appurtenances, or rights previously designated, acquired or constructed pursuant to the Florida Turnpike Law and other additional Turnpike Projects as may be acquired or constructed as approved by the Legislature in accordance with Section 11(e), Article VII, of the State Constitution, or in accordance with Section 339.135, Florida Statutes, and such other roads and facilities as are designated part of the Turnpike System pursuant to the provisions of the Florida Turnpike Law.

“Unit Priced Bonds” shall mean a portion of a Series of Variable Rate Bonds, which may be either Serial Bonds or Term Bonds and which also may be Option Bonds, issued such that the determinations of interest rate and the duration of the interest period for each Bond of such Series are made independently of the determinations for any other Bond of such Series.

“Variable Rate Bonds” shall mean Bonds, which may be either Serial Bonds or Term Bonds, and which also may be Option Bonds, issued with a variable, adjustable, convertible or other similar rate which is not fixed in percentage for the entire term of such Bonds at the date of issue. Variable Rate Bonds shall also include Unit Priced Bonds.

Words importing singular number shall include the plural number, and vice versa, and words importing persons shall include firms and corporations, wherever the text so requires.

SECTION 1.03. FINDINGS. It is hereby found, determined, and declared as follows:

(A) That the Florida Turnpike is predominately a limited-access facility and for most of its length it is a four-lane, divided highway. Access to and from Toll roads is provided at major road interchanges. No persons are permitted to use any Toll facility without payment of a Toll, except for specifically exempted persons, and the failure to pay a prescribed Toll constitutes a noncriminal traffic infraction pursuant to Section 338.155, Florida Statutes (1987). In order to better integrate the Florida Turnpike into the urban expressway systems of Dade, Broward and Palm Beach counties, the Department intends to change, and is in the process of converting, the method of collecting Tolls on the southern section of the Florida Turnpike between Golden Glades and Lantana, a distance of approximately 45 miles. The Department is presently converting this section from a ticket system of Toll collection to a barrier/ramp system of Toll collection which, like the ticket system, is designed to prevent unauthorized use of a Toll facility. Some of the original portions of the Florida Turnpike were constructed and managed by the Florida State Turnpike Authority. Pursuant to Chapter 69-106, Laws of Florida, Acts of 1969, the Department succeeded to all the powers, properties and assets of the Florida State Turnpike Authority. The Department has maintenance facilities at several Turnpike System locations and operates eight Turnpike System service plazas.

(B) That the Department, in accordance with the Florida Turnpike Law, is authorized to acquire, construct, maintain and operate the Turnpike System; and that under the State Bond Act and the Florida Turnpike Law, the Division is authorized to issue revenue bonds on behalf of the Department to finance all or any part of the cost of any one or more Turnpike Projects.

(C) That the Department has determined after studies to assess needs that various Turnpike Projects should be undertaken in the public interest in order to facilitate vehicular traffic and to promote the safety and welfare of the State and its citizens and visitors.

(D) That the Department has requested the Division to issue on its behalf bonds in aggregate principal amount not to exceed $4,419,997,419.20 for the purpose of financing a portion of the cost of the Turnpike Plan which is more fully described as follows:

> (1) Those projects listed in Alternative IV of the April 1987 report on the Future of Florida's Turnpike as recommended to the Legislature by the Secretary of the Department. A copy of the 1987 report is hereby incorporated herein by reference.

(2) An extension to the existing Turnpike System beginning at the present northern terminus of the Florida Turnpike near Wildwood in Sumter County, to a point at Lebanon Station in Levy County, a distance of approximately 43 miles, the exact route and termini to be determined by the Department.

(3) An extension of the Sawgrass Expressway, a project of the Broward County Expressway Authority, providing a connection from the present northern terminus of the Expressway to Interstate 95.

(4) Such other Turnpike Projects as are approved by the Legislature in accordance with the Florida Turnpike Law and s. 11(e), Art. VII of the State Constitution.

(E) That the Net Revenues from the Florida Turnpike will be pledged for the payment of, and will be sufficient to pay, the principal of and interest on the Bonds and to make all other payments provided for in this Resolution; and that the Department shall at all times fix, adjust, charge, and collect such Tolls for the use of the Turnpike System, except on non-Toll roads, as are required in order to provide an amount sufficient with other Revenues to pay the Cost of Maintenance and Cost of Operation of the Turnpike System; to pay the principal of and interest on the Bonds as the same become due and payable; and to create reserves for all such purposes.

(F) That in 1955, 1961, 1970, and 1973 revenue bonds were issued to finance various portions of the Florida Turnpike and Revenues were pledged to their payment. The liens of those bonds on Revenues have been defeased in the following manner: the 1955 bonds were refunded by the 1961 bonds; the indebtedness of the 1961 and 1970 bonds were retired early pursuant to provisions of a 1961 trust indenture and a 1970 supplemental trust indenture; the 1973 bonds matured on August 1, 1988 and provision for their payment has been made.

(G) That the Annual Debt Service Requirement of the Bonds for each Fiscal Year and the Cost of Maintenance and Cost of Operation and other payments provided for in this Resolution will be paid solely from the Revenues, and, except as to the Net Revenues, the Bonds shall not constitute a debt or charge against the State of Florida or any agency thereof or a lien on any properties of the State of Florida or any agency thereof.

(H) That the Turnpike Plan shall be constructed substantially in accordance with the plans and specifications to be filed in the office of the Department. The cost of the Turnpike Plan, including financing, planning, design, right-of-way acquisition, construction and related costs shall be deemed to include the cost of actual construction of the Turnpike Projects of the Turnpike Plan, and other facilities therefor including rights of way; reimbursement to the Department for advances made by the Department for acquisition and construction; materials and labor; the acquisition of all lands or interest therein and any other property, real or personal, appurtenant to or useful in the construction and operation of the Turnpike Projects of the Turnpike Plan; technical engineering fees including preliminary engineering expenses incurred by the Department; legal fees; fees and expenses of the Division; advertising of resolutions, notices of sale and other proceedings; reasonable amounts for contingencies; expenses for plans, specifications and surveys, and estimates of costs; and all other costs and expenses of the Division and the Department, including any Cost of Issuance, necessary to the financing, acquisition, construction, and placing in operation of the Turnpike Plan.

(I) That the not-to-exceed $4,419,997,419.20 aggregate principal amount of Bonds authorized to be issued by this Resolution may be issued at one time or in one or more Series from time to time as determined by the Division.

SECTION 1.04. RESOLUTION TO CONSTITUTE CONTRACT. In consideration of the acceptance of the Bonds authorized to be issued hereunder by those who shall hold the same from time to time this Resolution shall be deemed to be and shall constitute a contract between the Department and such Bondholders; and the covenants and agreements herein set forth to be performed by the Department shall be for the equal benefit, protection, and security of the legal Holders of any and all of the Bonds, all of which shall be of equal rank and without preference, priority, or distinction as to any of the Bonds over any other thereof, except as expressly provided in or permitted by this Resolution.

ARTICLE II
AUTHORIZATION, TERMS, EXECUTION, REGISTRATION, AND ISSUANCE OF THE BONDS

SECTION 2.01. AUTHORIZATION OF THE BONDS; TEMPORARY BONDS. Subject and pursuant to the provisions of this Resolution, the Bonds are hereby authorized to be issued by the Division on behalf of the Department in the aggregate principal amount of not to exceed $4,419,997,419.20 for the purpose of financing a portion of the cost of the Turnpike

Plan, which Bonds may be issued all at one time or from time to time in one or more Series, and if in Series, may be dated, numbered, and designated as to Series as shall be determined by subsequent resolution or resolutions of the Division.

Pending the preparation of definitive Bonds, the Division may execute and deliver temporary Bonds. Temporary Bonds shall be issuable as registered Bonds without coupons, of any authorized denomination, and substantially in the form of the definitive Bonds but with such omissions, insertions, and variations as may be appropriate for temporary Bonds, all as may be determined by the Division. Temporary Bonds may contain such reference to any provisions of this Resolution as may be appropriate. Every temporary Bond shall be executed and authenticated upon the same conditions and in substantially the same manner, and with like effect, as the definitive Bonds. As promptly as practicable the Division shall execute and shall furnish definitive Bonds and thereupon temporary Bonds may be surrendered in exchange for definitive Bonds without charge at the principal office of the Bond Registrar/Paying Agent, and the Bond Registrar/Paying Agent shall authenticate and deliver in exchange for such temporary Bonds a like aggregate principal amount of definitive Bonds of authorized denominations. Until so exchanged, the temporary Bonds shall be entitled to the same benefits under this Resolution as definitive Bonds.

SECTION 2.02. DESCRIPTION OF THE BONDS. Unless otherwise specified by the Division in a subsequent resolution, the Bonds shall be payable, with respect to interest, principal and premium, if any, in any coin or currency of the United States of America which at the time of payment is legal tender for the payment of public and private debts; shall be issued in the form of fully registered Bonds; shall be dated as determined by subsequent resolution of the Division relating to the issuance of such Series of Bonds; shall bear interest, which may be fixed or variable, from their date at a rate not exceeding the legal rate per annum, with interest payments to be mailed, or in certain cases made by wire transfer as provided by subsequent resolution of the Division, to the registered Holder thereof by the Bond Registrar/Paying Agent at the address shown on the registration books of the Board held by the Bond Registrar/Paying Agent as of the Record Date, provided, however, that if the Record Date is a Saturday, Sunday or holiday, then to the registered Holder and at the registered address shown on the registration books of the Board at the close of business on the day next preceding such Record Date which is not a Saturday, Sunday or holiday, except for (i) Capital Appreciation Bonds which shall bear interest as described under the defined term Accreted Value, payable only upon redemption, acceleration or maturity thereof and (ii) Capital Appreciation and Income Bonds which shall bear interest as described under the defined term Appreciated Value, (such interest accruing on or prior to the Interest Commencement Date being payable at maturity and such interest accruing after the Interest Commencement Date being payable periodically), payable on the amount due at maturity but only from and after the Interest Commencement Date; shall be lettered and shall be numbered in such manner as determined by subsequent resolution of the Division; shall be in denominations as determined by supplemental resolution of the Division and shall mature on such dates, in such years and in such amounts, as determined by subsequent resolution of the Division.

SECTION 2.03. NO PLEDGE OF FULL FAITH AND CREDIT OF STATE OF FLORIDA. The payment of the principal of and interest on the Bonds is secured only by the Net Revenues, as defined herein, generated by the Florida Turnpike in the manner set forth herein. The Bonds do not constitute general obligations or indebtedness of the State of Florida or any of its agencies and shall not be a debt of the State or of any agency.

SECTION 2.04. BONDS MAY BE ISSUED AS SERIAL BONDS OR TERM BONDS. The Bonds issued hereunder may be Serial Bonds or Term Bonds and may be Variable Rate Bonds (including Unit Priced Bonds), Capital Appreciation Bonds, Capital Appreciation and Income Bonds, Option Bonds and Taxable Bonds, as determined by subsequent resolution of the Division.

SECTION 2.05. PROVISIONS FOR REDEMPTION. The Bonds of each Series may be made redeemable in such manner and upon such terms and conditions as determined by subsequent resolution adopted by the Governing Board of the Division prior to the sale of the Bonds or any Series thereof.

A notice of the redemption prior to maturity of any of the Bonds shall be mailed by first class mail (postage prepaid) at least thirty days prior to the date fixed for redemption to the Registered Owner of the Bonds, except Variable Rate Bonds, to be redeemed, of record on the books kept by the Bond Registrar/Paying Agent, as of forty-five days prior to the date fixed for redemption. The notice period for Variable Rate Bonds shall be as determined by subsequent resolution of the Division. Such notice of redemption shall specify the serial or other distinctive numbers or letters of the Bonds to be redeemed, if less than all, the date fixed for redemption, and the redemption price thereof and, in the case of Bonds to be redeemed in part only, the principal amount thereof to be redeemed. Failure so to give any such notice by mailing to any Bondholder, or any defect therein, shall not affect the validity of the proceedings for the redemption of any Bond or portion thereof with respect to which no such failure has occurred. Any notice mailed as provided above shall be conclusively presumed to have been given, whether or not the Registered Owner of such Bond receives such notice.

The Bond Registrar/Paying Agent shall not be required (a) to issue, transfer or exchange any Bonds during a period beginning at the opening of business on the 15th business day next preceding the date fixed for redemption and ending at the close of business on the date fixed for redemption; or (b) to transfer or exchange any Bonds selected, called or being called for redemption in whole or in part.

Notice having been published and mailed in the manner and under the conditions hereinabove provided, the Bonds or portions of Bonds so called for redemption shall, on the redemption date designated in such notice, become and be due and payable at the redemption price provided for redemption of such Bonds or portions of Bonds on such date. On the date so designated for redemption, notice having been published and mailed and moneys for payment of the redemption price being held in separate accounts by an escrow agent, the Board, or Bond Registrar/Paying Agent, in trust for the Registered Owners of the Bonds or portions thereof to be redeemed, all as provided in this Resolution, interest on the Bonds or portions of Bonds so called for redemption shall cease to accrue, such Bonds and portions of Bonds shall cease to be entitled to any lien, benefit or security under this Resolution, and the Registered Owners of such Bonds or portions of Bonds shall have no rights in respect thereof except to receive payment of the redemption price thereof and, to the extent provided in the following paragraph, to receive Bonds for any unredeemed portion of the Bonds.

In addition to the mailing of the notice described above, each notice of redemption and payment of the redemption price shall meet the requirements of this paragraph; provided, however, that failure of such notice or payment to comply with the terms of this paragraph shall not in any manner defeat the effectiveness of a call for redemption if notice thereof is given as prescribed above in this Section.

(a) Each further notice of redemption given hereunder shall contain the information required above for an official notice of redemption plus (i) the CUSIP numbers of all Bonds being redeemed; (ii) the date of issue of the Bonds as originally issued; (iii) the rate of interest borne by each Bond being redeemed; (iv) the maturity date of each Bond being redeemed; (v) the publication date of the official notice of redemption; (vi) the name and address of the Bond Registrar/Paying Agent; and (vii) any other descriptive information needed to identify accurately the Bonds being redeemed.

(b) Each further notice of redemption shall be sent at least thirty-five (35) days before the redemption date by certified mail or overnight delivery service or telecopy to all registered securities depositories then in the business of holding substantial amounts of obligations of types comprising the Bonds (such depositories now being The Depository Trust Company, New York, New York, Midwest Securities Trust Company, Chicago, Illinois, Pacific Securities Depository Trust Company, San Francisco, California and Philadelphia Depository Trust Company, Philadelphia, Pennsylvania) and to one or more national information services that disseminate notices of redemption of obligations such as the Bonds.

(c) Each further notice of redemption shall be published one time in the Bond Buyer of New York, New York or, if such publication is impractical or unlikely to reach a substantial number of the holders of the Bonds, in some other financial newspaper or journal which regularly carries notices of redemption of other obligations similar to the Bonds, such publication to be made at least thirty (30) days prior to the date fixed for redemption.

(d) Upon the payment of the redemption price of Bonds being redeemed, each check or other transfer of funds issued for such purpose shall bear the CUSIP number identifying, by issue and maturity, the Bonds redeemed with the proceeds of such check or other transfer.

In case part but not all of an Outstanding Bond shall be selected for redemption, the Registered Owner thereof shall present and surrender such Bond to the Bond Registrar/Paying Agent for payment of the principal amount thereof so called for redemption, and the Bond Registrar/Paying Agent shall execute and deliver to or upon the order of such Registered Owner, without charge therefor, for the unredeemed balance of the principal amount of the Bond so surrendered, a Bond or Bonds fully registered as to principal and interest.

Bonds or portions of Bonds that have been duly called for redemption under the provisions of this Section, and with respect to which amounts sufficient to pay the principal of, redemption premium, if any, and interest to the date fixed for redemption shall be delivered to and held in escrow in separate accounts by an escrow agent, the Board, or Bond Registrar/Paying Agent in trust for the Owners thereof, as provided in this Resolution, shall not be deemed Outstanding under the provisions of this Resolution and shall cease to be entitled to any lien, benefit or security under this Resolution, except to receive the payment of the redemption price on or after the designated date of redemption from moneys so deposited with or held by such escrow agent, the Board, or Bond Registrar/Paying Agent, as the case may be, for such redemption of Bonds and, to the extent provided in this Section, to receive Bonds for any unredeemed portion of Bonds. Any and all of the Bonds redeemed prior to maturity shall be duly cancelled by the Bond Registrar/Paying Agent, and shall not be reissued.

SECTION 2.06. EXECUTION OF BONDS. The Bonds shall be executed in the name of the Division on behalf of the Department by the Governor, as Chairman of the Division, and attested by the Secretary of the Division, or such other officers as may be designated by resolution, and the corporate seal of the Division or a facsimile thereof shall be affixed thereto or reproduced thereon. The facsimile signatures of the Governor, as Chairman, and the Secretary, or such other officer, may be imprinted or reproduced on the Bonds, provided that, in accordance with the laws of Florida in effect on the date of the adoption of this Resolution, at least one signature, which may be that of the Bond Registrar/Paying Agent, required to be placed on the Bonds shall be manually subscribed. In the event that the laws of Florida relevant to the requirements for facsimile or manual signatures are changed prior to the delivery of the Bonds, then the signatures which are actually imprinted, reproduced, or manually subscribed on the Bonds shall be in compliance with the new laws. In case any one or more of the officers who shall have signed or sealed any of the Bonds shall cease to be such officer of the Division before the Bonds so signed and sealed shall have been actually sold and delivered, such Bonds may nevertheless be sold and delivered as herein provided and may be issued as if the person who signed or sealed such Bonds had not ceased to hold such office. Any Bonds may be signed and sealed on behalf of the Division by such person as at the actual time of the execution of such Bonds shall hold the proper office, although at the date of such Bonds such person may not have held such office or may not have been so authorized.

A certification as to Circuit Court validation, in the form hereinafter provided, shall be executed with the facsimile signature or manual signature of any present or future Chairman of the Governing Board of the Division.

SECTION 2.07. NEGOTIABILITY. The Bonds shall have all the qualities and incidents of a negotiable instrument under the Uniform Commercial Code - Investment Securities Law of the State of Florida. The original holder and each successive holder of any of the Bonds shall be conclusively deemed by his acceptance thereof to have agreed that the Bonds shall be and have all the qualities and incidents of a negotiable instrument under the Uniform Commercial Code - Investment Securities Law of the State of Florida.

SECTION 2.08. REGISTRATION. The Bonds shall be issued only as fully registered bonds without coupons. The Bond Registrar/Paying Agent shall be responsible for maintaining the books for the registration of and for the transfer of the Bonds in compliance with the Registrar, Paying Agent and Transfer Agreement, dated October 1, 1983, or successor agreement, between Citibank, N.A[6]., and the Board.

Upon surrender to the Bond Registrar/Paying Agent for transfer or exchange of any Bond, duly endorsed for transfer or accompanied by an assignment duly executed by the Registered Owner or his attorney duly authorized in writing, the Bond Registrar/Paying Agent shall deliver in the name of the transferee or transferees a new fully registered Bond or Bonds of authorized denominations of the same maturity for the aggregate principal amount which the Registered Owner is entitled to receive.

The principal amount of the Bonds shall be paid to the Registered Owner or registered assigns on the maturity date of the Bonds, unless redeemed prior thereto as provided in a subsequent resolution of the Division upon presentation and surrender of the Bonds at the principal office of the Bond Registrar/Paying Agent.

Interest shall be paid on the Interest Payment Dates to the Registered Owner of record whose name appears on the books of the Bond Registrar/Paying Agent as of 5:00 p.m. (local time, New York, New York) on the Record Date, by check or draft mailed (or transferred by a mode at least equally as rapid as mailing) from the Bond Registrar/Paying Agent to the Bondholder, or in certain cases shall be paid by wire transfer as provided by subsequent resolution of the Division, except for (i) Capital Appreciation Bonds which shall bear interest as described under the defined term Accreted Value, payable only upon redemption, acceleration or maturity thereof and (ii) Capital Appreciation and Income Bonds which shall bear interest as described under the defined term Appreciated Value (such interest accruing on or prior to the Interest Commencement Date being payable at maturity and such interest accruing after the Interest Commencement Date being payable periodically).

[6] U.S. Bank Trust National Association, New York, NY, effective 1/7/03.

All Bonds presented for transfer, exchange, redemption or payment (if so required by the Division or the Bond Registrar/Paying Agent) shall be accompanied by a written instrument or instruments of transfer or authorization for exchange, in form and with guaranty of signature satisfactory to the Division and the Bond Registrar/Paying Agent, duly executed by the Registered Owner or by his duly authorized attorney.

Neither the Division nor the Bond Registrar/Paying Agent may charge the Bondholder or his transferee for any expenses incurred in making any exchange or transfer of the Bonds. However, the Division and the Bond Registrar/Paying Agent may require payment from the Bondholder of a sum sufficient to cover any tax, fee, or other governmental charge that may be imposed in relation thereto. Such governmental charges and expenses shall be paid before any such new Bond shall be delivered.

New Bonds delivered upon any transfer or exchange shall be valid obligations of the Department, evidencing the same debt as the Bonds surrendered, shall be secured by this Resolution, and shall be entitled to all of the security and benefits hereof to the same extent as the Bonds surrendered.

The Division and the Bond Registrar/Paying Agent may treat the Registered Owner of any Bond as the absolute owner thereof for all purposes, whether or not such Bond shall be overdue, and shall not be bound by any notice to the contrary. The person in whose name any Bond is registered may be deemed the owner thereof by the Division and the Bond Registrar/Paying Agent, and any notice to the contrary shall not be binding upon the Division or the Bond Registrar/Paying Agent.

In addition, notwithstanding the foregoing, to the extent permitted by applicable law, the Division may establish a system of registration with respect to any Series or all Series of Bonds issued hereunder and may issue certificated public obligations (represented by instruments) or uncertificated registered public obligations (not represented by instruments) commonly known as book-entry obligations, combinations thereof, or such other obligations as may then be permitted by law. The Division shall appoint such registrars, transfer agents, depositories and other agents as may be necessary to cause the registration, registration of transfer and reissuance of the Bonds within a commercially reasonable time according to the then current industry standards and to cause the timely payment of interest, principal and premium, if any, payable with respect to the Bonds. Any such system may be effective for any series of Bonds then Outstanding or to be subsequently issued, provided that if the Division adopts a system for the issuance of uncertificated public obligations, it may permit thereunder the conversion, at the option of a holder of any Bonds then Outstanding, of a certificated registered public obligation to an uncertificated registered obligation, and the reconversion of the same.

Notwithstanding the foregoing provisions of this Section 2.08, the Division reserves the right, on or prior to the delivery of the Bonds, to amend or modify the foregoing provisions relating to registration of the Bonds in order to comply with all applicable laws, rules, and regulations of the United States Government and the State of Florida relating thereto.

SECTION 2.09. AUTHENTICATION. No Bond shall be valid or obligatory for any purpose or be entitled to any security or benefit under this Resolution unless and until a certificate of authentication on such Bond substantially in the form herein set forth shall have been duly executed by the manual signature of the Bond Registrar/Paying Agent, and such executed certificate of the Bond Registrar/Paying Agent upon any such Bond shall be conclusive evidence that such Bond has been authenticated and delivered under this Resolution. The Bond Registrar/Paying Agent's certificate of authentication on any Bond shall be deemed to have been executed by it if signed by an authorized officer or signatory of the Bond Registrar/Paying Agent, but it shall not be necessary that the same officer or signatory sign the certificate of authentication on all of the Bonds issued hereinafter.

SECTION 2.10. DISPOSITION OF BONDS PAID OR EXCHANGED. Whenever any Bond shall be delivered to the Bond Registrar/Paying Agent for cancellation, upon payment of the principal amount thereof or for replacement or transfer or exchange, such Bonds shall either be retained by the Bond Registrar/Paying Agent for a period of time specified in writing by the Division or the Board or, at the option of the Division or the Board, shall be cancelled and destroyed by the Bond Registrar/Paying Agent and counterparts of a certificate of destruction evidencing such destruction shall be furnished to the Division or the Board.

SECTION 2.11. BONDS MUTILATED, DESTROYED, STOLEN OR LOST. In case any Bond shall be mutilated, or be destroyed, stolen or lost, the Division may in its discretion issue and deliver a new Bond of like tenor as the Bond so mutilated, destroyed, stolen, or lost, in exchange and substitution for such mutilated Bond, upon surrender and cancellation of such mutilated Bond or in lieu of and substitution for the Bond destroyed, stolen or lost, and upon the holder furnishing the Division proof of his ownership thereof and satisfactory indemnity and complying with such other reasonable regulations and conditions as the Division may prescribe and paying such expenses as the Division may incur. If any such Bond shall have matured or be about to mature, instead of issuing a substitute Bond, the Division may pay the same, upon being indemnified as aforesaid, and if such Bond be lost, stolen or destroyed, without surrender thereof.

Any such duplicate Bonds issued pursuant to this Section shall constitute original, additional, contractual obligations on the part of the Department, whether or not the lost, stolen or destroyed Bonds be at any time found by anyone and such duplicate Bonds shall be entitled to equal and proportionate benefits and rights as to lien, source and security for payment, pursuant to this Resolution, from the Net Revenues.

SECTION 2.12. FORM OF BONDS. The text of the Bonds together with the form of the certificates to be endorsed thereon, shall be substantially of the following tenor, with such omissions, insertions and variations as may be necessary and desirable and authorized or permitted by this Resolution or any subsequent resolution adopted prior to the issuance thereof, or as may be necessary to comply with applicable laws, rules, and regulations of the United States Government and the State of Florida in effect upon the issuance thereof:

[FORM OF BOND INTENTIONALLY OMITTED]

ARTICLE III
CONSTRUCTION OF TURNPIKE PLAN; APPLICATION OF BOND PROCEEDS; SECURITY FOR THE BONDS

SECTION 3.01. DEPARTMENT TO CONSTRUCT TURNPIKE PROJECTS. Pursuant to applicable laws, the Department shall construct the Turnpike Projects of the Turnpike Plan, subject to the provisions contained in this Resolution.

SECTION 3.02. APPLICATION OF BOND PROCEEDS. Upon receipt of the proceeds of the sale of any Series of the Bonds, and after reserving and providing for the payment of the Cost of Issuance, including a reasonable service charge for the services of the Division, the Division shall transfer and deposit the remainder of the proceeds of such Series of the Bonds as follows:

(1) An amount equal to any accrued interest on such Series of Bonds shall be transferred to the Board to be deposited in the Bond Interest and Sinking Fund, hereinafter established, and used by the Board only for the payment of interest on such Series of Bonds;

(2) The amount, if any, determined in the sole discretion of the Division prior to the sale of such Series of Bonds, as being necessary to provide for the payment of interest accruing on such series of Bonds for a reasonable period of time from the date of issuance of the Bonds shall be transferred to the Board and deposited in the Bond Interest and Sinking Fund and used by the Board only for the payment of interest on such Series of Bonds; and

(3) An amount of money shall be deposited to the credit of the sub-account in the Debt Service Reserve Account established for such Series of Bonds in the aggregate amount necessary to make the amount to the credit of such sub-account equal to the Debt Service Reserve Requirement for such sub-account. The Debt Service Reserve Account need not be fully funded at the time of issuance of such Series of Bonds if (i) the Division elects by resolution adopted prior to issuance of such Series of Bonds, subject to the limits described below, to fully fund the applicable sub-account in the Debt Service Reserve Account over a period specified in such resolution not to exceed sixty (60) months, during which it shall make substantially equal monthly installments in order that the amounts on deposit therein at the end of such period shall equal the Debt Service Reserve Requirement for such sub-account, or (ii) it provides on the date of issuance of any Series of Bonds in lieu of such funds a Reserve Account Credit Facility in an amount equal to the difference between the Debt Service Reserve Requirement and the sums then on deposit (or required to be on deposit over a specified period as authorized above) in the applicable sub-account in the Debt Service Reserve Account. Such Reserve Account Credit Facility as provided above must provide for payment on any Interest Payment Date or Principal Payment Date on which a deficiency exists in moneys held hereunder for a payment with respect to the Bonds which cannot be cured by funds in any other account held pursuant to this Resolution and available for such purpose, and which shall name the Bond Registrar/Paying Agent or the Board for the benefit of the Bondholders as the beneficiary thereof. In no event shall the use of such Reserve Account Credit Facility be permitted if it would cause an impairment in any existing rating on the Bonds or any Series thereof. If the applicable sub-account in the Debt Service Reserve

Account is to be funded in installments pursuant to clause (i) above upon the issuance of any Additional Bonds, the deposits required pursuant to the foregoing may be limited to the amount which will be sufficient to pay the required monthly installments specified in such resolution, plus an additional amount necessary to make up any deficiencies caused by withdrawals or resulting from the semiannual valuation of the funds on deposit therein. If a disbursement is made from a Reserve Account Credit Facility as provided pursuant to clause (ii) above, the Department shall be obligated to either reinstate the maximum limits of such Reserve Account Credit Facility immediately following such disbursement or to deposit funds into the applicable sub-account in the Debt Service Reserve Account in the amount and manner provided under Section 4.03 (4) of this Resolution.

(4) In the case of the proceeds of refunding bonds issued pursuant to Section 6.04, an amount which, together with any other available funds, is sufficient to defease and refund the Outstanding Bonds selected by the Division and to pay the amount of fees and expenses estimated to be due in connection with the defeasance and refunding, to be deposited into a separate trust fund created pursuant to the Escrow Deposit Agreement.

(5) After making the transfers provided for in subsections (1) (2) (3) and (4) above, the balance of the proceeds of the Bonds sold shall be transferred to and deposited in the Turnpike Plan Construction Fund, hereinafter created, and used for the purposes of said Fund.

SECTION 3.03. TURNPIKE PLAN CONSTRUCTION TRUST FUND. There is hereby created a trust fund in the Treasury of the State of Florida to be known as the Florida Turnpike Plan Construction Trust Fund (which herein may be referred to as “Turnpike Plan Construction Fund”). The Turnpike Plan Construction Fund shall be used only for the payment of all or a portion of the costs of the Turnpike Plan, as provided in Section 1.03(H) of the Resolution. If the Bonds are issued in Series, separate accounts within the Turnpike Plan Construction Fund shall be established from the proceeds of the sale of each Series of Bonds to pay all or a portion of the cost of implementing those Turnpike Projects of the Turnpike Plan to be financed by that Series of Bonds which Turnpike Projects shall be identified by subsequent resolution adopted by the Division prior to the sale of the Bonds issued in the Series.

Requests for withdrawal of monies from the Turnpike Plan Construction Fund shall be made by the Department. Withdrawals from the Turnpike Plan Construction Fund shall be made upon warrants signed by the State Comptroller, countersigned by the Governor of the State of Florida, and drawn upon the State Treasury, or any other method provided by law. The warrant request shall be accompanied by a certificate of the Department to the effect that such withdrawal is a proper expenditure for the cost of the Turnpike Plan and, in the event the withdrawal is for reimbursement to the Department for payment of a cost of the Turnpike Plan the liability for which was incurred prior to the date of the adoption of this Resolution, by an opinion of nationally recognized bond/tax counsel that such payment will not adversely affect the exemption from Federal and State income taxation of interest on any of the Bonds. After performance of all audit review functions required by law and of all other actions required by law with respect to such warrant request, the State Comptroller will issue its warrant for each payment so requested.

If any unexpended balance of funds shall remain in any account of the Turnpike Plan Construction Trust Fund after the completion of the Turnpike Projects of the Turnpike Plan for which the Bonds were issued such unexpended balance shall be deposited in the Bond Redemption Account in the Sinking Fund, hereinafter created, to be used to purchase or redeem Bonds, unless otherwise requested by the Department, provided that, prior to any such other application, the Department receive an opinion of nationally recognized bond/tax counsel that such application will not adversely affect the exemption from Federal and State income taxation of interest on any of the Bonds.

SECTION 3.04. INVESTMENT OF TURNPIKE PLAN CONSTRUCTION FUNDS. Any moneys in the Turnpike Plan Construction Fund, not immediately needed for the purposes of said Fund, may be temporarily invested and reinvested, but only in the securities authorized in Section 18.10, Florida Statutes; provided, however, that such investments shall mature, or be subject to redemption on demand by the holder at a price not less than 100%, not later than the date when such moneys will be required for the purposes of said Fund.

Any and all income and interest received upon any investment or reinvestment of moneys in the Turnpike Plan Construction Trust Fund shall be deposited in said Fund and all investments or reinvestments shall be liquidated whenever necessary to provide moneys needed for the purposes of said Fund.

SECTION 3.05. LIEN OF BONDHOLDERS ON TURNPIKE PLAN CONSTRUCTION TRUST FUNDS. The Holders of each Series of Bonds shall have a lien on all the proceeds of such Series of Bonds deposited in the Turnpike Plan Construction Fund until such moneys are applied as provided herein.

SECTION 3.06. SECURITY FOR THE TURNPIKE REVENUE BONDS. The Bonds shall be payable from, and secured by a first lien upon, the Net Revenues.

ARTICLE IV
PAYMENT AND APPLICATION OF REVENUES

SECTION 4.01. CREATION OF FUNDS AND ACCOUNTS. The following funds and accounts are hereby created and established:

The "Turnpike System Revenue Fund" (hereinafter referred to as the "Revenue Fund").

The "Turnpike System Operation and Maintenance Fund" (hereinafter referred to as the "O & M Fund"). There are hereby created two separate accounts in the O & M Fund to be known as the "Cost of Operation Account" and the "Cost of Maintenance Account".

The "Bond Interest and Sinking Fund" (hereinafter referred to as the "Sinking Fund"). There are hereby created five separate accounts in the Sinking Fund to be known as the "Interest Account", the "Principal Account", the "Bond Amortization Account", the "Debt Service Reserve Account" and the "Bond Redemption Account".

The "Turnpike System Renewal and Replacement Fund" (hereinafter referred to as the "Renewal and Replacement Fund" or "R & R Fund").

The "Turnpike System Operation and Maintenance Reserve Fund" (hereinafter referred to as the "O & M Reserve Fund").

The "Turnpike System General Reserve Fund" (hereinafter referred to as the "General Reserve Fund").

Except for the O & M Fund and the O & M Reserve Fund, the funds and accounts created and established by this Article IV, including the Collection Account(s), shall all constitute trust funds for the purposes provided in this Resolution, and the Holders of the Bonds shall have a lien on all moneys in such funds and accounts until applied as provided in this Article IV.

SECTION 4.02. COLLECTION OF REVENUES. From and after the time of issuance of any Bonds pursuant to this Resolution, all Revenues shall be collected by the Department and shall be deposited daily into a special account in one or more depositories. Said account shall be designated the "Florida Turnpike Collection Account" (the "Collection Account"). The Department shall transfer, no less than weekly, all moneys in the Collection Account(s) to the Board for deposit into the Revenue Fund. All such Revenues shall continue to be collected, deposited into the Collection Account(s) and transferred to the Board until provision has been made for the payment of the principal of all Bonds, premium, if any, and all interest on the Bonds.

SECTION 4.03. APPLICATION OF REVENUES. In each month while any of the Bonds remain outstanding and unpaid, the Gross Revenues received by the Board pursuant to Section 4.02 of this Resolution shall be deposited by the Board into the Revenue Fund.

The moneys in the Revenue Fund shall be applied in the following manner and for the following purposes:

(1) Revenues shall first be used, to the fullest extent necessary, on the fifteenth (15th) day of each month, beginning with the fifteenth (15th) day of the first calendar month following the date on which any of the Bonds are delivered to the purchaser thereof:

> (a) for deposit into the Cost of Operation Account such sums as shall be sufficient to pay one-twelfth of the Cost of Operation for such Fiscal Year as set forth in the Annual Budget of the Department.

(b) for deposit into the Cost of Maintenance Account such sums as shall be sufficient to pay one-twelfth of the Cost of Maintenance for such Fiscal Year as set forth in the Annual Budget of the Department.

No distinction shall exist in the use of the moneys on deposit in the Revenue Fund for payment into the Cost of Operation Account and the Cost of Maintenance Account, such accounts being on a parity with each other as to payment from the Revenue Fund. References to Annual Budget of the Department shall be deemed to include any amendment thereto made in accordance with the Resolution with the monthly payments increased or decreased, as appropriate, to reflect such amendment.

(2) Revenues shall next be used, to the full extent necessary, for deposit into the Interest Account in the Sinking Fund, on the fifteenth (15th) day of each month, beginning with the fifteenth (15th) day of the first full calendar month following the date on which any or all of the Bonds are delivered to the purchaser thereof, such sums as shall be sufficient to pay one-sixth of the interest becoming due on the Bonds on the next semi-annual Interest Payment Date, provided, however, that such monthly deposits for interest shall not be required to be made into the Interest Account to the extent that money on deposit therein is sufficient for such purpose and, provided further, that in the event the Division has issued Variable Rate Bonds pursuant to the provisions of the Resolution, Revenues shall be deposited at such other or additional times and amounts as necessary to pay interest becoming due on the Variable Rate Bonds on the next Interest Payment Date, all in the manner provided in the subsequent resolution of the Division authorizing such Variable Rate Bonds. Such subsequent resolution shall require Revenues to be deposited no less frequently than monthly and in an amount equal to either:

(a) the interest accrued during the preceding month on such Variable Rate Bonds, or

(b) substantially equal monthly amounts reasonably calculated to provide sufficient amounts to pay the interest accrued as of the succeeding Interest Payment Date, plus an amount to be deposited in the month prior to the Interest Payment Date not less than the difference between (i) the sum of the monthly deposits since the preceding Interest Payment Date and (ii) the interest payable on the next Interest Payment Date.

In the event that the period to elapse between Interest Payment Dates will be other than six (6) months, then such monthly payments shall be increased or decreased as appropriate, in sufficient amounts to provide the required interest amount due on the next Interest Payment Date. Any monthly payment out of Revenues to be deposited as set forth above, for the purpose of meeting interest payments for any Series of Bonds, shall be adjusted, as appropriate, to reflect the frequency of Interest Payment Dates applicable to such Series.

(3) Revenues shall next be used, to the full extent necessary:

(a) for deposit in the Principal Account on the fifteenth (15th) day of each month in each year, in the case of Serial Bonds which mature semi-annually, one-sixth (1/6th) of the principal amount of the Serial Bonds which will mature and become due on such semi-annual maturity dates and, in the case of Serial Bonds which mature annually, one-twelfth (1/12th) of the principal amount of the Serial Bonds which will mature and become due on such annual maturity dates, beginning with the fifteenth (15th) day of the first full calendar month following the date on which any or all of the Bonds are delivered to the purchaser thereof, or on such date as shall hereafter be determined by subsequent resolution of the Division; provided, however, that such monthly deposits for principal shall not be required to be made into the Principal Account to the extent that money on deposit therein is sufficient for such purpose.

In the event the period to elapse between the date of delivery of the Bonds and the next principal payment date will be other than six (6) months, in the case of Serial Bonds which mature semi-annually, or twelve (12) months, in the case of Serial Bonds which mature annually, then such monthly payments shall be increased or decreased, as appropriate, in sufficient amounts to provide the required principal amount maturing on the next principal payment date. Any monthly payment of Revenues to be deposited as set forth above for the purpose of meeting payments of principal of the Bonds, shall be adjusted, as appropriate, to reflect the frequency of principal payments applicable to such Series of Bonds.

(b) for deposit into the Bond Amortization Account on the fifteenth (15th) day of each month in each year, beginning with the fifteenth (15th) day of the first full calendar month following the date on which any or all of the Bonds are delivered to the purchaser thereof, or on such date as determined by subsequent resolution, and in such amounts in each year as may be required for the payment of the Term Bonds payable from the Bond Amortization Account, as shall hereafter be determined by subsequent resolution of the Division.

The moneys in the Bond Amortization Account shall be used solely for the purchase or redemption of the Term Bonds payable therefrom. The Board may at any time purchase any of said Term Bonds at prices not greater than the then redemption price of said Term Bonds. If the Term Bonds are not then redeemable prior to maturity, the Board may purchase said Term Bonds at prices not greater than the redemption price of such Term Bonds on the next ensuing redemption date. The Board shall be mandatorily obligated to use any moneys in the Bond Amortization Account for the redemption prior to maturity of such Term Bonds in such manner and at such times as shall be determined by subsequent resolution of the Division. If, by the application of moneys in the Bond Amortization Account, the Board shall purchase or call for redemption in any year Term Bonds in excess of the installment requirement for such year, such excess of Term Bonds so purchased or redeemed shall be credited in such manner to the remaining amortization installments for the Term Bonds of the same Series and maturity as the Term Bonds so purchased or redeemed as the Board shall determine.

No distinction or preference shall exist in the use of the moneys on deposit in the Sinking Fund for payment into the Interest Account, the Principal Account and the Bond Amortization Account, such accounts being on a parity with each other as to payment from the Sinking Fund. Any deficiencies for prior payment into the Interest Account, the Principal Account and the Bond Amortization Account shall be restored from the first Net Revenues available to the Department.

(4) Revenues shall next be used, to the full extent necessary, for deposit into each sub-account in the Debt Service Reserve Account on the fifteenth (15th) day of each month in each year, beginning with the fifteenth (15th) day of the first full calendar month following the date on which any or all of the Bonds issued hereunder are delivered to the purchaser thereof, such sums as shall be at least sufficient to maintain an amount equal to the Debt Service Reserve Requirement established for the Bonds unless the Division has elected to fund the Debt Service Reserve Account over a period of time, in which case this maintenance requirement shall commence when the time period to fund the Account has ended.

Notwithstanding the foregoing provisions, in lieu of the required deposits of Revenues into the Debt Service Reserve Account, the Division may cause to be deposited into one or more sub-accounts in the Debt Service Reserve Account a Reserve Account Insurance Policy, a Reserve Account Letter of Credit, or other form of Reserve Account Credit Facility for the benefit of the Registered Owners of the Bonds for which such sub-account has been established in the amount required above which Reserve Account Insurance Policy or Reserve Account Letter of Credit or other Reserve Account Credit Facility shall be payable or available to be drawn upon, as the case may be, on any Interest Payment Date or Principal Payment Date on which a deficiency exists which cannot be cured by funds in any other account held for such Bonds pursuant to this Resolution and available for such purpose. If a disbursement is made under the Reserve Account Insurance Policy, the Reserve Account Letter of Credit or other Reserve Account Credit Facility, the Department shall be obligated to either reinstate such Reserve Account Insurance Policy, Reserve Account Letter of Credit or other Reserve Account Credit Facility, immediately following such disbursement to the amount required to be maintained in the Debt Service Reserve Account or to deposit into the applicable sub-account in the Debt Service Reserve Account from the Net Revenues, as herein provided, funds in the amount of the disbursement made under such Reserve Account Insurance Policy, Reserve Account Letter of Credit or other Reserve Account Credit Facility, or a combination of such alternatives as shall equal the amount required to be maintained.

In the event that any moneys shall be withdrawn by the Board from the Debt Service Reserve Account for deposit into the Interest Account, Principal Account or Bond Amortization Account, such withdrawals shall be subsequently restored from the first Net Revenues available to the Department after all required payments have been made into the Interest Account, Principal Account and Bond Amortization Account, including any deficiencies for prior payments, unless restored by a reinstatement under a Reserve Account Insurance Policy, Reserve Account Letter of Credit or other Reserve Account Credit Facility of the amount withdrawn.

Moneys in the Debt Service Reserve Account shall be used only for deposit into the Interest Account, Principal Account and Bond Amortization Account when the other moneys in the Sinking Fund available for such purpose are insufficient therefor.

The Division shall establish one or more separate sub-accounts in the Debt Service Reserve Account. Each sub-account may be established for one or more Series of Bonds. Each sub-account shall be available only to cure deficiencies in the accounts in the Sinking Fund with respect to the Series of Bonds for which such sub-account has been established, and no amounts in the other sub-accounts in the Debt Service Reserve Account shall be available for such purpose. Such separate sub-account shall be established and designated in the supplemental resolution authorizing such Series of Bonds. Such supplemental resolution may also specify the method of valuation of the amounts held in such separate sub-account.

Any moneys in a sub-account in the Debt Service Reserve Account in excess of the amount required to be maintained therein shall first be used to cure any deficiency in any other sub-account in the Debt Service Reserve Account and any remaining monies shall be transferred by the Board to the Renewal and Replacement Fund and used as provided herein for said Fund.

Notwithstanding any other provisions of section 4.03 to the contrary, the following requirements shall apply to the extent that they are additional or more restrictive than the provisions which would otherwise apply pursuant to this Resolution in the event the Debt Service Reserve Requirement is fulfilled by a deposit of a credit instrument (other than a credit instrument issued by Financial Guaranty Insurance Company ["Financial Guaranty"]) in lieu of cash:

(a) A surety bond or insurance policy issued to the entity serving as trustee or paying agent (the "Fiduciary"), as agent of the Bondholders, by a company licensed to issue an insurance policy guaranteeing the timely payment of debt service on the Bonds (a "municipal bond insurer") may be deposited in the appropriate Debt Service Reserve sub-account to meet the Debt Service Reserve Requirement if the claims paying ability of the issuer thereof shall be rated "AAA" or "Aaa" by S&P or Moody's, respectively.

(b) A surety bond or insurance policy issued to the Fiduciary, as agent of the Bondholders, by an entity other than a municipal bond insurer may be deposited in the appropriate Debt Service Reserve sub-account to meet the Debt Service Reserve Requirement if the form and substance of such instrument and the issuer thereof shall be approved by Financial Guaranty.

(c) An unconditional irrevocable letter of credit issued to the Fiduciary, as agent of the Bondholders, by a bank may be deposited in the appropriate Debt Service Reserve sub-account to meet the Debt Service Reserve Requirement if the issuer thereof is rated at least "AA" by S&P. The letter of credit shall be payable in one or more draws upon presentation by the beneficiary of a sight draft accompanied by its certificate that it then holds insufficient funds to make a required payment of principal or interest on the Bonds. The draws shall be payable within two days of presentation of the sight draft. The letter of credit shall be for a term of not less than three years. The issuer of the letter of credit shall be required to notify the Department, the Division and the Fiduciary, not later than 30 months prior to the stated expiration date of the letter of credit, as to whether such expiration date shall be extended, and if so, shall indicate the new expiration date.

If such notice indicates that the expiration date shall not be extended, an amount sufficient to cause the cash or Permitted Investments on deposit in the appropriate Debt Service Reserve sub-account together with any other qualifying credit instruments, to equal the Debt Service Reserve Requirement on all Outstanding Bonds, shall be deposited in the Debt Service Reserve Account, such deposit to be paid in equal installments on at least a semi-annual basis over the remaining term of the letter of credit, unless the Reserve Account Credit Facility is replaced by a Reserve Account Credit Facility meeting the requirements in any of (a)-(c) above. The letter of credit shall permit a draw in full not less than two weeks prior to the expiration or termination of such letter of credit if the letter of credit has not been replaced or renewed. The Resolution shall, in turn, direct the Fiduciary to draw upon the letter of credit prior to its expiration or termination unless an acceptable replacement is in place or the appropriate Debt Service Reserve sub-account is fully funded in its required amount.

(d) The use of any Reserve Account Credit Facility pursuant to this paragraph shall be subject to receipt of an opinion of counsel acceptable to Financial Guaranty and in form and substance satisfactory to Financial Guaranty as to the due authorization, execution, delivery and enforceability of such instrument in accordance with its terms, subject to applicable laws affecting creditors' rights generally, and, in the event the issuer of such credit instrument is not a domestic entity, an opinion of foreign counsel in form and substance satisfactory to Financial Guaranty. In addition, the use of an irrevocable letter of credit shall be subject to receipt of an opinion of counsel acceptable to Financial Guaranty and in form and substance satisfactory to Financial Guaranty to the effect that payments under such letter of credit would not constitute avoidable preferences under Section 547 of the U.S. Bankruptcy Code or similar state laws with avoidable preference provisions in the event of the filing of a petition for relief under the U.S. Bankruptcy Code or similar state laws by or against the issuer of the Bonds (or any other account party under the letter of credit). Any discretion exercised by FGIC under this paragraph shall be exercised in a reasonable manner.

(e) The obligation to reimburse the issuer of a Reserve Account Credit Facility for any fees, expenses, claims or draws upon such Reserve Account Credit Facility shall be subordinate to the payment of debt service on the Bonds. The right of the issuer of a Reserve Account Credit Facility to payment or reimbursement of its fees and expenses shall be subordinated to cash replenishment of the appropriate Debt Service Reserve sub-account, and, subject to the second succeeding sentence, its right to reimbursement for claims or draws shall be on a parity with the cash replenishment of the appropriate Debt Service Reserve sub-account. The Reserve Account Credit Facility shall provide for a revolving feature under which the amount available thereunder will be reinstated to the extent of any reimbursement of draws or claims paid. If the revolving feature is suspended or terminated for any reason, the right of the issuer of the Reserve Account Credit Facility to reimbursement will be further subordinated to cash replenishment of the appropriate Debt Service Reserve sub-account an amount equal to the difference between the full original amount available under the Reserve Account Credit Facility and the amount then available for further draws or claims. If (i) the issuer of a Reserve Account Credit Facility becomes insolvent or (ii) the issuer of a Reserve Account Credit Facility defaults in its payment obligations thereunder or (iii) the claims-paying ability of the issuer of the insurance policy or surety bond falls below a S&P "AAA" or a Moody's "Aaa" or (iv) the rating of the issuer of the letter of credit falls below a S&P "AA", the obligation to reimburse the issuer of the Reserve Account Credit Facility shall be subordinate to the cash replenishment of the appropriate Debt Service Reserve sub-account

(f) If (i) the revolving reinstatement feature described in the preceding paragraph is suspended or terminated or (ii) the rating of the claims paying ability of the issuer of the surety bond or insurance policy falls below a S&P "AAAI" or a Moody's "Aaa" or (iii) the rating of the issuer of the letter of credit falls below a S&P "AAI", either (x) an amount sufficient to cause the cash or Permitted Investments on deposit in the appropriate Debt Service Reserve sub-account to equal the Debt Service Reserve Requirement on all Outstanding Bonds shall be deposited into the appropriate Debt Service Reserve sub-account, such amount to be paid over the ensuing five years in equal installments deposited at least semi-annually or (y) such instrument shall be replaced with a surety bond, insurance policy or letter of credit meeting the requirements in any of (a)-(c) above within six months of such occurrence. In the event (i) the rating of the claims-paying ability of the issuer of the surety bond or insurance policy falls below "A" or (ii) the rating of the issuer of the letter of credit falls below "A" or (iii) the issuer of the Reserve Account Credit Facility defaults in its payment obligations or (iv) the issuer of the Reserve Account Credit Facility becomes insolvent, either (x) an amount sufficient to cause the cash or Permitted Investments on deposit in the appropriate Debt Service Reserve sub-account to equal the Debt Service Reserve Requirement on all Outstanding Bonds shall be deposited into the appropriate Debt Service Reserve sub-account, such amount to be paid over the ensuing year in equal installments on at least a monthly basis or (y) such instrument shall be replaced with a surety bond, insurance policy or letter of credit meeting the requirements in any of (a)-(c) above within six months of such occurrence.

(g) Where applicable, the amount available for draws or claims under the Reserve Account Credit Facility may be reduced by the amount of cash or Permitted Investments deposited in the appropriate Debt Service Reserve sub-account pursuant to clause (x) of the preceding paragraph (f).

(h) If the above described alternatives to a cash-funded Reserve Fund are chosen, any amounts owed to the issuer of such credit instrument as a result of a draw thereon or a claim thereunder, as appropriate, shall be included in any calculation of debt service requirements required to be made pursuant to the Authorizing Document for any purpose, e.g., rate covenant or additional bonds test.

(j) The Resolution hereby requires the Fiduciary to ascertain the necessity for a claim or draw upon the Reserve Account Credit Facility and to provide notice to the issuer of the Reserve Account Credit Facility in accordance with its terms not later than three days (or such longer period as may be necessary depending on the permitted time period for honoring a draw under the Reserve Account Credit Facility prior to each interest payment date.

(k) Cash on deposit in the appropriate Debt Service Reserve sub-account shall be used (or investments purchased with such cash shall be liquidated and the proceeds applied as required) prior to any drawing on any Reserve Account Credit Facility. If and to the extent that more than one Reserve Account Credit Facility is deposited in the appropriate Debt Service Reserve sub-account, drawings thereunder and repayments of costs associated therewith shall be made on a pro rata basis, calculated by reference to the maximum amounts available thereunder."

(5) Revenues shall next be used, to the full extent necessary, for deposits in the Renewal and Replacement Fund on the fifteenth (15th) day of each month, beginning with the fifteenth (15th) day of the first full calendar month following the date on which any or all of the Bonds issued hereunder are delivered to the purchasers thereof, such sums as shall be sufficient to pay one twelfth (1/12th) of the amount certified by the Consulting Engineer for such Fiscal Year as necessary for the purposes of the Renewal and Replacement Fund provided, however, that (i) such required amounts for deposit may be increased or

decreased as the Consulting Engineer shall certify is necessary for the purposes of the Renewal and Replacement Fund, and (ii) in the event that the Consulting Engineer shall certify that the amounts on deposit are not necessary for the purposes of the Renewal and Replacement Fund such excess amount may be withdrawn from the Renewal and Replacement Fund by the Department and transferred to any other Fund and used as provided herein for said Fund.

The moneys in the Renewal and Replacement Fund shall be used, when necessary, for the purpose of paying the cost of replacement or renewal of capital assets or facilities, excluding non-Toll roads except Feeder Roads, of the Turnpike System, or extraordinary repairs of the Turnpike System excluding non-Toll roads except Feeder Roads. The moneys in the Renewal and Replacement Fund shall be used for payment into the Interest Account, Principal Account and Bond Amortization Account only when the moneys in the Revenue Fund and the Debt Service Reserve Account (including the Reserve Account Credit Facility, if any) are insufficient therefor.

The Renewal and Replacement Fund shall be a trust fund in the Treasury of the State of Florida. Requests for withdrawal of monies from the Renewal and Replacement Fund shall be made by the Department. Withdrawals shall be made upon warrants signed by the State Comptroller, countersigned by the Governor and drawn upon the State Treasury, or any other method provided by law. The warrant request shall be accompanied by a certificate of the Department to the effect that such withdrawal is a proper expenditure, in accordance with this Resolution, for the cost of major and non-ordinary renewal and replacement projects on the Florida Turnpike, other similar costs not included in Cost of Maintenance or Cost of Operations, or other purposes permitted herein. Investment of the moneys in the Renewal and Replacement Fund, not immediately needed for the purposes of said Fund, may be temporarily invested and reinvested, but only in the securities authorized in Section 18.10, Florida Statutes.

(6) Revenues shall next be used, to the full extent necessary, for deposit into the O & M Reserve Fund on the fifteenth (15th) day of each month, beginning with the fifteenth (15th) day of the first full calendar month following the date on which any or all of the Bonds issued hereunder are delivered to the purchasers thereof, such sums as shall be at least sufficient to maintain an amount on deposit in the O & M Reserve Fund at least equal to one-eighth (1/8th) of the sum of the Cost of Operation and the Cost of Maintenance for such Fiscal Year as set forth in the Annual Budget of the Department. The moneys in the O & M Reserve Fund shall be used, when necessary, for the purpose of curing any deficiency in the O & M Fund, except as otherwise provided by this Resolution. Any moneys in the O & M Reserve Fund in excess of the amount required to be maintained therein may be transferred at the direction of the Department to the General Reserve Fund.

(7) Thereafter, the balance of any monies remaining in the Revenue Fund not needed for the payments required in paragraphs (1) to (6), above, shall be deposited in the General Reserve Fund and applied by the Department for any lawful purpose; provided, however, that no such deposit shall be made unless all payments required in paragraphs (1) to (6), above, including any deficiencies for prior payments, have been made in full to the date of such deposit.

The General Reserve Fund shall be a fund in the Treasury of the State of Florida. Requests for withdrawal of monies shall be made by the Department in the manner provided by law. Investment of the moneys in the General Reserve Fund, not immediately needed, may be temporarily invested and reinvested as provided by law.

SECTION 4.04. INVESTMENT OF FUNDS. Unless otherwise provided, all moneys maintained at any time in the funds under the provisions of Section 4.03 may be invested in Permitted Investments; provided, however, that any investments of moneys needed to meet the requirements of Section 4.03 shall mature not later than the dates on which such moneys are needed. Unless otherwise provided herein or by subsequent resolution, any and all income and interest received upon any investments of the moneys in the funds created under Section 4.01 and administered by the Board, except such amounts required to be deposited in the Rebate Fund, shall be deposited by the Board in the Revenue Fund and used in the same manner and order of priority as other moneys on deposit therein.

SECTION 4.05. BOARD FISCAL AGENT FOR REVENUE FUND. Pursuant to Section 215.69 Florida Statutes, and other applicable statutes, from and after the date of the Bonds, the Board will administer the Revenue Fund pursuant to this Resolution.

Pursuant to the provisions of Section 215.69, Florida Statutes, after the Division receives the proceeds of the Bonds, pays its costs, and transfers the remainder of such proceeds as provided herein, the Board shall succeed to the powers, authority, duties, and discretions of the Division with regard to said Bonds and shall receive, manage, and disburse all moneys and administer and maintain all funds, and receive a fee therefor, except the Turnpike Plan Construction Fund, the Renewal and

Replacement Fund, and the General Reserve Fund, which will be administered by the Treasurer of the State of Florida pursuant to this Resolution.

SECTION 4.06. VALUATION OF FUNDS. Except as provided in Section 4.03(4), in computing the amount in any fund or account created under provisions of the Resolution for any purpose provided in the Resolution, obligations purchased as an investment of moneys therein shall be valued at the "cost" thereof, exclusive of accrued interest.

SECTION 4.07. BOND REDEMPTION ACCOUNT. Amounts held in the Bond Redemption Account shall be applied in each year as follows:

(i) The Board shall endeavor to purchase Bonds then Outstanding at the most advantageous price obtainable with reasonable diligence, such price not to exceed the principal of, and accrued interest on, such Bonds, plus the premium, if any, which would be payable on the next optional redemption date to the Registered Owners of such Bonds if such Bonds were called for optional redemption on such date.

(ii) Any remaining balance shall be applied as soon as practical to call for optional redemption or to provide for the payment of (in accordance with Section 7.01 hereof) such Bonds as the Department in its sole discretion shall determine.

However, there shall not be any obligation to redeem Bonds prior to maturity unless and until there are sufficient moneys on deposit in the Bond Redemption Account to provide for the redemption of at least Twenty-five Thousand Dollars ($25,000) principal amount of Bonds at any one time.

ARTICLE V
COVENANTS WITH BONDHOLDERS

SECTION 5.01. PLEDGE OF NET REVENUES. So long as any of the Bonds or interest thereon are outstanding and unpaid, all of the Net Revenues, as defined herein, shall be and are hereby pledged to the payment of the principal of and interest on the Bonds in the manner provided in this Resolution. The Holders of the Bonds shall have a valid and enforceable first lien on the Net Revenues until paid out and applied in the manner provided herein.

SECTION 5.02. REVENUE COLLECTION, DEPOSIT AND TRANSFER. The Department shall punctually collect, deposit and transfer the Revenues in the manner and at the times provided in this Resolution.

SECTION 5.03. ENFORCEABILITY BY BONDHOLDERS. This Resolution, including the pledge of the Net Revenues, as provided herein, shall be deemed to have been made for the benefit of, and shall be a contract with, the Holders from time to time of the Bonds, and such pledge and all the provisions of this Resolution shall be enforceable in any court of competent jurisdiction by any Holder or Holders of such Bonds, against either the Department or the Division. However, no covenant or agreement contained in this Resolution or any Bond issued pursuant thereto shall be deemed to be the covenant or agreement of any officer or employee of the State of Florida, in his or her individual capacity and neither the officers nor employees of the State of Florida nor any official executing any of the Bonds shall be liable personally on the Bonds or be subject to any personal liability or accountability by reason of the issuance thereof.

SECTION 5.04. MAINTENANCE BY DEPARTMENT. The Florida Turnpike shall be maintained by the Department or as otherwise may be provided by law.

SECTION 5.05. IMPLEMENTATION OF TURNPIKE PLAN. Upon receipt of the proceeds of any Series of the Bonds, the Department shall promptly proceed with the construction of those Turnpike Projects of the Turnpike Plan to be financed, in whole or in part, by the proceeds of such Series of Bonds in accordance with the plans and specifications prepared therefore and approved by the Department; the Department shall complete such construction with reasonable expedition in accordance with such plans and specifications, or such modifications or alterations thereof, including changes in design, alignment or location, which in the judgment of the Consulting Engineers will not substantially increase the cost of the Turnpike Plan and in the judgment of the Traffic Engineers will not materially adversely affect the Tolls.

SECTION 5.06. OPERATION BY DEPARTMENT. The Department shall be in full and complete charge of the operation of the Florida Turnpike and shall comply fully with the provisions of this Resolution relating to such operation.

SECTION 5.07. TOLL COVENANTS. (A) As long as any of the Bonds are Outstanding, the Department shall fix, establish and collect Tolls for the use of the Florida Turnpike (except non-Toll roads) and, in fixing and determining the rates of such Tolls, the Department shall take into consideration the amounts needed for the payment of the principal of and interest on the Bonds and the other payments required to be made under this Resolution.

(B) The Tolls shall at all times be fixed and established at such rates, and revised from time to time whenever necessary, so that the Gross Revenues shall be sufficient in each Fiscal Year to pay at least one hundred percent (100%) of an amount equal to the Cost of Maintenance and Cost of Operation, and so that the Net Revenues shall be sufficient in each Fiscal Year to pay at least one hundred twenty percent (120%) of an amount equal to the Annual Debt Service Requirement for the Bonds and at least one hundred percent (100%) of all other payments required by the terms of this Resolution.

The collection of the Revenues in any Fiscal Year in an amount in excess of the estimated Toll revenues specified above for such Fiscal Year shall not be taken into account as a credit against the requirement specified above for any subsequent Fiscal Year or Years. The Toll rates shall be established in the manner provided by law.

(C) The Department shall be without power to reduce Toll rates or remove Tolls from all or a portion of the Turnpike System except in the manner provided herein, until all the Bonds and interest thereon have been fully paid and discharged, or such payment has been fully provided for. For purposes of this Section 5.07, conversion from one system of Toll collection (such as a ticket system) to another system of Toll collection (such as a barrier/ramp system) shall not be considered a removal of Tolls.

(D) Any such reduction of the Toll rates or removal of Tolls from all or a portion of the Turnpike System shall be based upon a survey and recommendation of the Traffic Engineers who shall certify that in their opinion the amount of Tolls to be produced by said reduced rates or Toll removal in each Fiscal Year thereafter will be sufficient to comply with (B) above.

(E) On or before February 1 in each Year the Department will review the financial condition of the Florida Turnpike and the Bonds in order to estimate whether the Revenues for the following Fiscal Year will be sufficient to comply with the provisions of (B) above and shall by resolution make a determination with respect thereto. Copies of such resolutions, properly certified, together with a certificate of an Authorized Officer of the Department setting forth a reasonably detailed statement of the actual and estimated Revenues and other pertinent information for the year upon which determination was made, shall be filed with the Board on or before said February 1. If the Department determines that the Revenues for the following Fiscal Year may not be sufficient for such purpose, the Department will forthwith cause the Traffic Engineers to make a study and to recommend a schedule of Tolls which will provide Revenues sufficient to comply with the provisions of (B) above in the following Fiscal Year and to restore any deficiency at the earliest practicable time; and, if there shall be such a deficiency indicated, the Department shall place such schedule of Tolls in effect as soon as practicable but not later than the next July 1.

(F) Provided there is not a failure to pay the interest of and principal on the Bonds, as the same become due or mature, failure to comply with the Toll covenant contained in (B) above will not constitute a default if (i) the Department complies with the provisions of (E) above, or (ii) the Traffic Engineers are of the opinion that a Toll schedule which will comply with such Toll covenant is impracticable at that time, and so certifies, and the Department establishes a schedule of Tolls which is recommended by the Traffic Engineers to comply as nearly as practicable with such Toll covenant.

(G) The Department may increase Toll rates and may increase the number of toll gates at any time and from time to time upon the written recommendation of the Traffic Engineers. The Department may make any other adjustment or reclassification of Toll rates or establish special Toll rates, except for Toll rate reduction, provided that such action (i) is recommended by the Traffic Engineers and affects traffic of a character specified by such Engineers accounting for less than 10% of the Revenues, as evidenced by a certificate of the Traffic Engineers and (ii) will not result in a reduction of Net Revenues for the then current or any future Fiscal Year, as determined by a certificate of the Traffic Engineers setting forth estimated Revenues and of the Department setting forth estimated payments for the Cost of Operation and the Cost of Maintenance. Toll rate reduction can be accomplished only as provided in (D), above.

(H) The Department covenants that forthwith upon the adoption of any schedule of Tolls or revision thereof, certified copies thereof will be filed with the Board.

(I) Nothing in the Resolution shall prevent the Department from continuing to collect Tolls after the Bond Retirement Date if the Department is authorized to do so pursuant to provisions of law.

SECTION 5.08. NO FREE USE OF FLORIDA TURNPIKE. The Department shall not allow or permit any free use of the Toll roads of the Florida Turnpike, except to officials or employees of the Department whose official duties in connection with the Florida Turnpike require them to travel over the Florida Turnpike, or except as may be provided by laws in effect on the date of the adoption of this Resolution. No discrimination in rates shall be made between users of the Florida Turnpike within the same class. Provided, however, that nothing in this Section 5.08 shall restrict the power of the Department to promulgate reasonable rules for the use of the Florida Turnpike or to provide for one-way Toll roads, nor affect the provisions of any Department rule in effect on the date of the adoption of this Resolution.

SECTION 5.09. ANNUAL BUDGETS. The Department shall annually, at least forty-five days preceding the beginning of each of the Fiscal Years, or at any other time as requested by the Board, prepare a detailed budget of the estimated expenditures for Cost of Operation and Cost of Maintenance of the Florida Turnpike during the succeeding fiscal year. The budget shall be adopted by resolution of the Department, and shall not be changed during the Fiscal Year except by the same procedure by which it was adopted. Copies of the annual budget and any changes therein shall be filed with the Board and, upon request, mailed to the original purchasers of the Bonds and any Bondholder.

SECTION 5.10. INSURANCE. The Department covenants that it will at all times cause to be maintained, to the extent reasonably obtainable, the following kinds and the following amounts of insurance, with such variations as shall reasonably be required to conform to applicable standard or customary insurance practice and subject to such exceptions and permissible deductions as are ordinarily required:

(a) Multi-risk insurance on the facilities of the Turnpike System which are of an insurable nature and of the character usually insured by those operating similar facilities, covering direct physical loss or damage thereto from causes customarily insured against, in such amounts as the Consulting Engineers shall certify to be necessary or advisable to provide against such loss or damage and to protect the interest of the Department and the Bondholders;

(b) Use and occupancy insurance covering loss of Revenues by reason of necessary interruption, total or partial, in the use of facilities of the Turnpike System, due to loss or damage to any such facility on which multi-risk insurance is maintained as provided in this Section, in such amount as the Consulting Engineers shall certify will provide income during the period of interruption, but in no event less than 12 months, in the event of the occurrence of any such loss or damage, equal to the amount of the loss of Revenues, computed on the basis of Revenues for the corresponding period during the preceding calendar year, or if such facility was not in operation during the preceding calendar year, then computed on the basis of the Consulting Engineers' estimate, attributable to such loss or damage;

(c) War risk insurance, if obtainable from the United States Government or any agency thereof, covering direct physical loss or damage, and loss of Revenue attributable thereto, on the facilities of the Turnpike System which are insurable thereunder, in each case in the respective amount, as nearly as practicable, provided under clauses (a) and (b) above;

(d) During the period of construction or reconstruction of any portion of the facilities of the Turnpike System, the Department shall require contractors constructing any such portion of the facilities of the Turnpike System to file bonds or undertakings for the full performance of such contracts, and under which all risks from any cause whatsoever, without any exceptions, during the period of such construction, shall be assumed by such contractors; and

(e) Any additional or other insurance covering (i) loss or (ii) damage for which the Department is or may become liable.

The proceeds of the insurance policies referred to above, except use and occupancy insurance, shall be paid to the Department and used only for the purpose of restoring or replacing the damaged portions of the Florida Turnpike, excluding non-Toll roads except Feeder Roads, redeeming the Outstanding Bonds, as hereinafter provided, or reimbursing the Department when the Department has advanced its funds for such restoration or replacement. If such proceeds are more than sufficient for the purpose of restoration or replacement, the balance remaining shall be paid to the Board and deposited in the Bond Redemption Account in the Sinking Fund. If such proceeds shall be insufficient to restore or replace the damaged portions of the Florida Turnpike, excluding non-Toll roads except Feeder Roads, the deficiency shall be supplied by the Department to the extent permitted by law from available funds, provided, however, that if such insurance proceeds shall be sufficient to provide for the redemption of all Bonds then Outstanding and provide for the payment of all interest thereon, the Department may, in its discretion, direct the Board to provide for the redemption of all Bonds then Outstanding, and provide for the payment of all interest thereon, instead of restoring the Florida Turnpike, or parts thereof, as provided herein. In such event, such proceeds shall be deposited in the Bond Redemption Account in the Sinking Fund and redemption made therefrom in the manner provided herein. Any restoration or replacement of the Florida Turnpike shall be promptly commenced and diligently prosecuted and completed according to plans approved by the Consulting Engineer. The proceeds of the use and occupancy insurance shall be deposited in the Revenue Fund.

Notwithstanding the foregoing, the Department may elect not to restore or replace part or all of the damaged portions of the Florida Turnpike if:

(i) The Department shall obtain and furnish the Division a certificate of the Consulting Engineer stating that in the opinion of the Consulting Engineer (a) failure to restore or replace such damaged portion will not impair the ability of the Department to comply with the Toll Covenant set forth in Section 5.07 hereof; or (b) restoration or repair of such damaged portion is not economically feasible; and

(ii) The insurance proceeds shall be deposited into the Bond Redemption Account and used for the purposes thereof.

All policies of insurance on the Florida Turnpike, or any parts thereof, shall be taken in the name of the Department, shall reference this Resolution and shall be filed with the Department.

SECTION 5.11. BOOKS AND RECORDS. The Department shall keep books and records of the acquisition and construction of the Turnpike Projects of the Turnpike Plan and the operation of the Florida Turnpike, which shall be separate and apart from all other books, records and accounts of the Department, in which complete and correct entries shall be made of the daily Tolls and other Revenues collected and of all transactions relating to the Turnpike Plan and the Florida Turnpike. Any Bondholder shall have the right at all reasonable times to inspect the Florida Turnpike upon payment of the regular Tolls for use of the Florida Turnpike and to inspect all records, accounts and data of the Department relating thereto.

The Board will keep books and records of the operation of the Revenue Fund provided for in this Resolution. Any holder of a Bond or Bonds will have the right at all reasonable times to inspect all records, accounts and data of the Board relating to such funds.

The Department covenants that, at least once each year, all the books, records and accounts relating to the Revenue Fund and other funds established by this Resolution, the acquisition and construction of the Turnpike Projects of the Turnpike Plan and the operation of the Florida Turnpike, including the collection of Tolls, are to be properly audited. Copies of the reports of such audits shall be mailed to the Board, and also, upon request, to any Bondholder. The provisions of this Section 5.11 shall fully apply until the Bond Retirement Date.

In the event that the holders of not less than twenty percent of the Bonds then Outstanding shall so request, the Department shall cause the audits referred to in this Section 5.11 to be made by a nationally known and recognized firm of certified public accountants (not more often, however, than once in any three year period) and the cost thereof shall be a Cost of Operation.

SECTION 5.12. BONDING OF OFFICIALS OR EMPLOYEES OF DEPARTMENT. All officials, employees, or agents of the Department engaged in the operation of the Florida Turnpike and handling in any way any of the Tolls or Revenues derived from the Florida Turnpike shall be required by the Department to furnish adequate bonds for the faithful accounting of all moneys likely to come into their hands.

SECTION 5.13. CONSULTING ENGINEER. Until all the Bonds and interest thereon have been paid or payment thereof has been provided for, the Department will retain, on an annual basis, a firm of nationally known and recognized engineers, as Consulting Engineer, to supervise generally the construction of the Turnpike Plan by making periodic construction inspections and reports. The Consulting Engineer will also advise and confer with the Department concerning the budget for operation, maintenance and repair of the Florida Turnpike, excluding non-Toll roads except Feeder Roads, and will annually make an independent inspection and a report concerning the condition thereof. Such reports, or reasonable summaries thereof, shall be mailed to the Holders of any Bond or Bonds requesting the same and filing his or her name and address with the Department, and shall also be mailed to the Board, and upon request to the original purchasers of the Bonds.

SECTION 5.14. TRAFFIC ENGINEERS. The Department shall retain a firm of nationally known and recognized Traffic Engineers whenever necessary to advise the Department with reference to Tolls and methods of collection of the same and for the performance of any acts or duties provided for such Traffic Engineers in this Resolution. The Traffic Engineer will annually provide a traffic and earnings report to the Department.

SECTION 5.15. COMPLIANCE WITH TAX REQUIREMENTS; REBATE FUND. (A) Except with respect to Taxable Bonds, in addition to any other requirement contained in this Resolution, the Division, the Board, and the Department hereby covenant and agree, for the benefit of the Holders from time to time of the Bonds, that each will comply with the requirements contained in Section 103 and Part IV of Subchapter B of Chapter 1 of the Internal Revenue Code of 1986, as amended, and temporary, proposed or permanent implementing regulations promulgated thereunder (the "Code") as shall be set forth in the non-arbitrage certificate of the Department dated and delivered on the date of original issuance and delivery of the Bonds. Specifically, without intending to limit in any way the generality of the foregoing, the Department covenants and agrees:

(i) to pay or cause to be paid by the Board to the United States of America from the Revenues and any other legally available funds, at the times required pursuant to Section 148(f) of the Code, the excess of the amount earned on all nonpurpose investments (as defined in Section 148(f)(6) of the Code) over the amount which would have been earned if such nonpurpose investments were invested at a rate equal to the yield on the Bonds, plus any income attributable to such excess (the "Rebate Amount");

(ii) to maintain and retain or cause to be maintained and retained all records pertaining to and to be responsible for making or causing to be made all determinations and calculations of the Rebate Amount and required payments of the Rebate Amount as shall be necessary to comply with the Code;

(iii) to refrain from using proceeds from the Bonds in a manner that might cause the Bonds or any of them, to be classified as private activity bonds under Section 141(a) of the Code; and

(iv) to refrain from taking any action that would cause the Bonds, or any of them to become arbitrage bonds under Section 148 of the Code.

The Department, the Division and the Board understand that the foregoing covenants impose continuing obligations that will exist throughout the term of the issue to comply with the requirements of the Code.

(B) The Department covenants and agrees that it shall maintain and retain all records pertaining to and it shall be responsible for making and having made all determinations and calculations of the Rebate Amount for each Series of Bonds issued hereunder for each Rebate Year within thirty (30) days after the end of such Rebate Year and within thirty (30) days after the final maturity of each such Series of Bonds. On or before the expiration of each such thirty (30) day period, the Department shall deposit or direct the Board to deposit into the Rebate Fund which is hereby created and established, from investment earnings or moneys deposited in the other Funds and Accounts created hereunder, or from any other legally available funds of the Department, an amount equal to the Rebate Amount for such Rebate Year. The Board shall use such moneys deposited in the Rebate Fund only for the payment of the Rebate Amount to the United States as required by subsection (A) of this Section 5.15, and as directed by the Department, which payments shall be made in installments, commencing not more than thirty (30) days after the end of the fifth Rebate Year and with subsequent payments to be made not later than five (5) years after the preceding payment was due except that the final payment shall be made within thirty (30) days after the final maturity of the last obligation of the series of Bonds issued hereunder. In complying with the foregoing, the Department may rely upon any instructions or opinions from a nationally recognized bond/tax counsel.

Notwithstanding anything in this Resolution to the contrary, to the extent moneys on deposit in the Rebate Fund are insufficient for the purpose of paying the Rebate Amount and other funds of the Department are not available to pay the Rebate Amount, then the Board shall pay the Rebate Amount first from Revenues and, to the extent the Revenues are insufficient to pay the Rebate Amount, then from moneys on deposit in any of the Funds and Accounts created hereunder.

If any amount shall remain in the Rebate Fund after payment in full of all Bonds issued hereunder and after payment in full to the United States in accordance with the terms hereof, such amounts shall be paid over to the Department and may be used for other purposes authorized by law.

The Rebate Fund shall be held separate and apart from all other funds and accounts of the Department and shall be subject to a lien in favor of the Bondholders, but only to secure payment of the Rebate Amount, and the moneys in the Rebate Fund shall be available for use only as herein provided.

The Division, the Board, and the Department shall not be required to continue to comply with the requirements of this Section in the event that the Department receives an opinion of nationally recognized bond/tax counsel that (i) such compliance is no longer required in order to maintain the exclusion from gross income for Federal income tax purposes of interest on the Bonds or (ii) compliance with some other requirement will comply with the provisions of the Code in respect of arbitrage rebate, or in the event that any other agency is subsequently designated by proper authority to comply with the requirements of this Section.

SECTION 5.16. FURTHER ASSURANCE. The Department shall, at any and all times so far as it may be authorized by law, pass, make, do, execute, acknowledge and deliver, all and every such further resolutions, acts, deeds, conveyances, assignments, transfers and assurances as may be necessary or desirable for the better assuring, conveying, granting, assigning and confirming all and singular the rights and Revenues and other moneys, securities and funds pledged or assigned under the Resolution, or intended so to be, or which the Department may hereafter become bound to pledge or assign.

SECTION 5.17. SALE AND LEASE OF PROPERTY. (A) The Department covenants that, except as otherwise permitted in the Resolution, it will not sell, lease or otherwise dispose of or encumber the Turnpike System or any part thereof, or properties or facilities thereof; provided, however, that, to the extent permitted by law, the Department may lease or make contracts or grant licenses for the operation of, or grant easements or other rights with respect to, any part of the Turnpike System, including but not limited to service stations, garages, stores, hotels, restaurants, recreational areas or facilities, or other concessions, only if such lease, contract, license or right does not, in the opinion of the Consulting Engineers, as shown by a certificate filed with the Department impede or restrict the operation by the Department of the Turnpike System, and does not in the opinion of nationally recognized bond/tax counsel adversely affect the exemption from federal and state income taxation of interest on any of the Bonds.

(B) The Department may, however, to the extent permitted by law, from time-to-time sell any real property, machinery, fixtures, apparatus, tools, instruments, or other movable property acquired by it in connection with the Turnpike System, or any materials used in connection therewith, if the Department shall determine that such articles are no longer essential in connection with the Turnpike System and the proceeds thereof shall be deposited into the Revenue Fund.

(C) Notwithstanding subsection (A) of this paragraph the Department may from time-to-time, to the extent permitted by law, sell, trade or lease such other property forming part of the Turnpike System as serves no useful purpose in connection with the Turnpike System and the proceeds of any such disposition shall be deposited into the Revenue Fund.

(D) Notwithstanding subsection (A) of this paragraph, the Department may from time-to-time, to the extent permitted by law, permanently abandon, sell, trade or lease any property forming a part of the Turnpike System but only if;

(i) there shall be filed with the Board before such abandonment, sale, trade or lease, a certificate, signed by the Secretary of the Department stating:

(a) that the Department is not then in default in the performance of any of the covenants, conditions, agreements or provisions contained in the Resolution; and

(b) that in the opinion of the Traffic Engineers the Department is in full compliance with the requirements of Section 5.07 and will continue to be in compliance after giving effect to such abandonment, trade, sale or lease; and

(ii) the proceeds of the sale of any property forming part of the Turnpike System under subsection (D) of this Section shall be deposited in the Revenue Fund.

SECTION 5.18. LEGISLATIVE APPROVAL; ECONOMIC FEASIBILITY. The Department covenants that only those Turnpike Projects with prior legislative approval as required by law will be financed with Bond proceeds. Prior to any proceeding authorizing the sale of any Bonds, the Department shall have made, if required by law, a determination of economic feasibility of the Turnpike Projects identified in Section 1.03(D)(1)(2) and (3) to be financed by the proceeds of such Bonds and shall have filed with the Division a certificate by an Authorized Officer of the Department setting forth the determination and a reasonably detailed statement of the information upon which the determination was made.

SECTION 5.19. GENERAL. The Division and the Department covenant that upon the date of issuance of any of the Bonds, all conditions, acts and things required by the Constitution or statutes of the State of Florida or by the Resolution to exist, to have happened and to have been performed precedent to or in the issuance of such Bonds shall exist, have happened and have been performed. The covenants herein made shall be in effect so long as any of the Bonds are Outstanding.

ARTICLE VI
ADDITIONAL BONDS, REFUNDING BONDS AND ISSUANCE OF OTHER OBLIGATIONS

SECTION 6.01. ISSUANCE OF ADDITIONAL BONDS. The Division shall have the power to issue Additional Bonds, after the issuance of the Bonds originally issued pursuant to this Resolution, for the purpose of financing the cost of construction or acquisition of Turnpike Projects, or for the purpose of refunding Bonds, but only under the following terms, limitations and conditions:

(A) The Board shall approve the fiscal sufficiency of the Additional Bonds prior to the sale thereof in accordance with Florida Law.

(B) Sufficient Revenues shall have been collected by the Department and transferred to the Board to make all prior and current payments under this Resolution and neither the Division nor the Department shall be in default in the performance of any of the obligations, provisions or covenants contained in this Resolution on the date of the delivery of the Additional Bonds.

(C) All principal of and interest on the Bonds which matured and became due on or prior to the date of delivery of the Additional Bonds shall have been fully paid.

(D) A certificate shall be filed with the Board and the Division signed by an Authorized Officer of the Department setting forth the amount of Net Revenues collected during the immediately preceding Fiscal Year or any twelve (12) consecutive months selected by the Department out of the fifteen (15) months immediately preceding the date of such certificate.

(E) A certificate shall be filed with the Board and the Division by the Traffic Engineer stating his estimate of the amount of Net Revenues to be collected during the current Fiscal Year and in each Fiscal Year thereafter to and including the third (3rd) complete Fiscal Year immediately succeeding the Consulting Engineer's estimated date for the completion and placing in operation of the Turnpike Project(s) to be financed by the Additional Bonds then proposed to be issued, taking into account any adopted revisions, to be effective during such period, of the Tolls, fees, rates, receipts, charges, rents and other income derived from or in connection with the operation of the Florida Turnpike.

(F) Determinations must be made by both the Board and the Division as follow:

(1) that the amount shown by the certificate of subsection (D) shall be not less than one hundred twenty percent (120%) of the amount of the Annual Debt Service Requirement for the current Fiscal Year on account of all Bonds then Outstanding; and

(2) that the amount shown by the certificate of subsection (E) for the current Fiscal Year and for each Fiscal Year to and including the first (1st) complete Fiscal Year immediately succeeding the Consulting Engineer's estimated date for the completion and placing in operation of the Turnpike Project(s) to be financed by the Additional Bonds then proposed to be issued shall be not less than one hundred twenty percent (120%) of the amount of the Annual Debt Service Requirement for each such Fiscal Year on account of all Bonds then Outstanding and the Additional Bonds then proposed to be issued; and

(3) that the amount shown by the certificate of subsection (E) for each of the three (3) complete Fiscal Years immediately succeeding the Consulting Engineer's estimated date for the completion and placing in operation of the Turnpike Project(s) to be financed by the Additional Bonds then proposed to be issued shall be not less than one hundred twenty percent (120%) of the Maximum Annual Debt Service for each such Fiscal Year on account of all Bonds then Outstanding and the Additional Bonds then proposed to be issued.

In making the determinations of this subsection (F), the debt service requirement of Bonds to be refunded, and defeased, from the proceeds of the Additional Bonds proposed to be issued should not be counted in addition to the debt service requirement of the refunding Additional Bonds.

SECTION 6.02. ADDITIONAL BONDS SECURED BY ORIGINAL RESOLUTION. All such Additional Bonds shall be deemed to have been issued pursuant to the Resolution authorizing the issuance of the Bonds. All of the provisions of this Resolution (except as to details inconsistent therewith) shall be deemed to be part of the proceedings authorizing such Additional Bonds, and except as to any necessary differences such as in the maturities thereof, or the rate or rates of interest, or the provisions for redemption or purchase and any differences respecting the use of moneys in various sub-accounts in the Debt Service Reserve Account for one or more Series of Bonds or the differences in Credit Facilities thereof, such Additional Bonds shall be on a parity as to lien on the Net Revenues and shall be entitled to the same benefit and security of this Resolution as the Bonds originally authorized and issued pursuant to this Resolution. Provided, however, that nothing in this Resolution shall prohibit the issuance of Additional Bonds for Turnpike Projects of a type different from those financed by the Bonds originally issued pursuant to this Resolution.

Whenever the words “Bond” or “Bonds” are used in this Resolution authorizing the issuance of the Bonds, such words shall be deemed to include, and shall include, any Additional Bonds hereafter issued and the terms, limitations and conditions in this Article VI.

SECTION 6.03. REFUNDING BONDS. All of the Bonds originally issued pursuant to this Resolution then outstanding, together with all Additional Bonds theretofore issued and then outstanding, may be refunded as a whole or in part. This Section 6.03 shall not be construed as a limitation on the Division's authority to issue refunding obligations that are junior to the Bonds or refunding Bonds for the purpose of refunding junior obligations. If the Annual Debt Service Requirement of the refunding Bonds in each Fiscal Year is equal to or less than the Annual Debt Service Requirement of the refunded Bonds, then the provisions of Section 6.01(D), (E) & (F) of this Resolution shall not apply to the issuance of the refunding Bonds.

SECTION 6.04. ISSUANCE OF OTHER OBLIGATIONS. The Division and Department covenant that until the Bonds are defeased as provided herein, they will not issue any other obligations, except the Bonds and Additional Bonds nor voluntarily create or cause to be created any other debt, lien, pledge, assignment, encumbrance or other charge, having priority to or being on a parity with the lien of the Holders of the Bonds issued pursuant to this Resolution upon the Net Revenues pledged as security for such Bonds in this Resolution. Any such other obligations hereafter issued by the Division and Department secured by the Net Revenues, in addition to the Bonds authorized by this Resolution and such Additional Bonds provided for in this Resolution, shall contain an express statement that such obligations are junior, inferior, and subordinate to the Bonds theretofore or thereafter issued, as to lien on and source and security for payment from the Net Revenues defined herein. The Department further covenants that it will not issue any obligations, or create, or cause or permit to be created, any debt, lien, pledge, assignment, encumbrance, or any charge upon any of the properties of the Florida Turnpike except for the Net Revenues or as otherwise provided in this Resolution.

SECTION 6.05. ASCENDING JUNIOR LIEN OBLIGATIONS. The Division shall have the power to issue obligations which are junior, inferior, and subordinate to the Bonds as to lien on and source and security for payment from the Net Revenues and to provide that such junior obligations shall ascend to parity status with the Bonds as to lien on and source and security for payment from the Net Revenues upon compliance with the conditions and requirements for Additional Bonds and upon such other terms, conditions and requirements as provided by subsequent resolution of the Division.

ARTICLE VII
MISCELLANEOUS

SECTION 7.01. DEFEASANCE. The covenants, liens and pledges entered into, created or imposed pursuant to the Resolution may be fully discharged and satisfied with respect to the Bonds in any one or more of the following ways:

(a) By paying the principal of and interest on Bonds when the same shall become due and payable; or

(b) By depositing in the Interest Account, the Principal Account and the Bond Amortization Account and/or in such other accounts which are irrevocably pledged to the payment of Bonds, as the Department and the Division may hereafter create and establish by resolution, certain moneys which together with other moneys lawfully available therefor shall be sufficient at the time of such deposit to pay when due the principal, redemption premium, if any, and interest due and to become due on said Bonds on or prior to the redemption date or maturity date thereof; or

(c) By depositing in the Interest Account, the Principal Account and the Bond Amortization Account and/or such other accounts which are irrevocably pledged to the payment of Bonds as the Department and the Division may hereafter create and establish by resolution moneys which, together with other moneys lawfully available therefor when invested in such Defeasance Obligations as are described in clause (i) of the definition of "Defeasance Obligations" in Article I of this Resolution, will provide moneys (principal and interest thereof at maturity) which shall be sufficient to pay the principal, redemption premium, if any, and interest due and to become due on said Bonds on or prior to a date fixed for redemption or the maturity date thereof.

Upon such payment or deposit in the amount and manner provided in this section 7.01 of this Resolution, Bonds shall be deemed to be paid and shall no longer be deemed to be Outstanding for the purposes of the Resolution and all liability of the Department or Division with respect to said Bonds shall cease, terminate and be completely discharged and extinguished, and the Holders thereof shall be entitled for payment solely out of the moneys or securities so deposited.

(d) As to Variable Rate Bonds, whether discharged and satisfied under the provisions of subsection (a), (b) and (c) above, the amount required for the interest thereon shall be calculated at the maximum rate permitted by the terms of the provisions which authorized the issuance or sale of such Variable Rate Bonds; provided, however, that if on any date, as a result of such Variable Rate Bonds having borne interest at less than such maximum rate for any period, the total amount of moneys and Defeasance Obligations on deposit for the payment of interest on such Variable Rate Bonds is in excess of the total amount which would have been required to be deposited on such date in respect of such Variable Rate Bonds in order to fully discharge and satisfy such Bonds pursuant to the provisions of this Section, the Department or the Board may use the amount of such excess free and clear of any trust, lien, security interest, pledge or assignment securing said Variable Rate Bonds or otherwise existing under the Resolution.

(e) Notwithstanding any of the provisions of this Resolution to the contrary, Option Bonds may only be fully discharged and satisfied either pursuant to subsection (a) above or by depositing in the Interest Account, the Principal Account and the Bond Amortization Account, or in such other accounts which are irrevocably pledged to the payment of the Option Bonds, as the Department and Division may hereafter create and establish by resolution, moneys which together with other moneys lawfully available therefor shall be sufficient at the time of such deposit to pay when due the maximum amount of principal of and redemption premium, if any, and interest on such Option Bonds which could become payable to the Holders of such Bonds upon the exercise of any options provided to the Holders of such Bonds; provided, however, that if, at the time a deposit is made pursuant to this subsection (e), the options originally exercisable by the Holder of an Option Bond are no longer exercisable, such Bond shall not be considered an Option Bond for purposes of this subsection (e).

(f) Notwithstanding the foregoing, all references to the discharge and satisfaction of Bonds shall include the discharge and satisfaction of any Series of Bonds, any portion of any Series of Bonds, any maturity or maturities of any Series of Bonds, any portion of a maturity of any Series of Bonds or any combination thereof, provided that the provisions of this subsection (f) shall not affect the requirements regarding Option Bonds set forth in subsection (e).

(g) If any portion of the moneys deposited for the payment of the principal of and redemption premium, if any, and interest on any portion of Bonds is not required for such purpose, the Department or the Board may use the amount of such excess free and clear of any trust, lien, security interest, pledge or assignment securing said Bonds or otherwise existing under the Resolution.

SECTION 7.02. CONCERNING THE RESERVE ACCOUNT CREDIT FACILITY, AND THE BOND INSURANCE POLICY. As long as the Department shall have a Reserve Account Credit Facility on deposit in the Debt Service Reserve Account the Department covenants that it will comply with the provisions of the Reserve Account Credit Facility.

As long as any Series of Bonds are insured by a Bond Insurance Policy the Department covenants to comply with the requirements and conditions of the Bond Insurance Policy.

SECTION 7.03. MODIFICATION OR AMENDMENT. Except as otherwise provided in the second paragraph hereof, no material modification or amendment of the Resolution, or of any resolution amendatory thereof or supplemental thereto, may be made without the consent in writing of (i) the Holders of more than fifty percent in principal amount of the Bonds then Outstanding or (ii) in case less than all of the several Series of Bonds then Outstanding are affected by the modification or amendment, the Holders of more than fifty percent in principal amount of the Bonds of each Series so affected and Outstanding at the time such consent is given; provided, however, that no modification or amendment shall permit a change in the maturity of such Bonds or a reduction in the rate of interest thereon, or affecting the unconditional promise of the Department to fix, maintain and collect Tolls for the use of the Turnpike System, excluding non-Toll roads, or to pay the interest of and principal on the Bonds, as the same mature or become due, from the Net Revenues of the Turnpike System, or reduce the percentage of Holders of Bonds required above for such modification or amendments, without the consent of the Holders of all the Bonds.

For purposes of this Section of Article VII hereof, to the extent any Series of Bonds is insured by a Bond Insurance Policy and such Series of Bonds is then rated in as high a rating category as the rating category in which such Series of Bonds was rated at the time of initial issuance and delivery thereof by a Rating Agency, then the consent of the issuer of the Bond Insurance Policy shall constitute the consent of the Holders of such Series.

The Resolution may be amended, changed, modified and altered without the consent of the Holders of Bonds, (i) to cure any ambiguity, correct or supplement any provision contained herein which may be defective or inconsistent with any other provisions contained herein, (ii) to provide other changes including such changes as may be necessary in order to adjust the terms hereof so as to facilitate the issuance of various types of Bonds including, but not limited to, Variable Rate Bonds, Capital Appreciation Bonds, Option Bonds, Capital Appreciation and Income Bonds and Taxable Bonds which will not adversely affect the interest of such Holder of Bonds, (iii) to provide for the issuance of Bonds in coupon form if, in the opinion of a nationally recognized bond/tax counsel, such issuance will not affect the exemption from Federal income taxation of interest on the Bonds, (iv) to obtain credit enhancements or a higher rating in one of the three highest full rating categories of a Rating Agency, (v) to add to the covenants and agreements of the Division or the Department in the Resolution, other covenants and agreements to be observed by the Division or the Department which are not contrary to or inconsistent with the Resolution as theretofore in effect, (vi) to add to the limitations and restrictions in the Resolution, other limitations and restrictions to be observed by the Division or the Department which are not contrary to or inconsistent with the Resolution as theretofore in effect, (vii) to permit the qualification hereof and thereof under the Trust Indenture Act of 1939, as amended, or any similar federal statute hereafter in effect or to permit the qualification of the Bonds for sale under the securities laws of any of the states of the United States of America and (viii) to enable the Division and the Department to comply with their covenants, agreements and obligations under Section 5.15.

SECTION 7.04. USE OF ADDITIONAL FUNDS FOR DEBT PAYMENT. Nothing herein contained shall preclude the Department, the Division or the Board from using any legally available funds, in addition to the Net Revenues, which may come into their possession, including the proceeds of sale of refunding Bonds, contributions, or grants, for the purpose of payment of principal of and interest on the Bonds, or the purchase or redemption of such Bonds in accordance with the provisions of this Resolution.

SECTION 7.05. SEVERABILITY OF INVALID PROVISION. If any one or more of the covenants, agreements, or provisions of this Resolution shall be held contrary to any express provision of law or contrary to the policy of express law, though not expressly prohibited, or against public policy, or shall for any reason whatsoever be hold invalid, then such covenants, agreements, or provisions shall be null and void and shall be deemed separable from the remaining covenants, agreements, or provisions, and shall in no way affect the validity of all the other provisions of this Resolution or of the Bonds issued hereunder.

SECTION 7.06. NONPRESENTMENT OF BONDS: FUNDS HELD FOR BONDS AFTER MATURITY OF BONDS. In the event any Bond shall not be presented to the Bond Registrar/Paying Agent for payment within five years after the principal becomes due, either at maturity, or otherwise, the funds for payment of said principal on deposit with the Bond Registrar/Paying Agent shall be remitted to the Board for disposition in accordance with the laws of Florida. In the event the Bond Registrar/Paying Agent shall not have been able to pay the interest, either all or a portion thereof, on any Bond within five years after the principal thereof becomes due, either at maturity, or otherwise, the funds on deposit with the Bond Registrar/Paying Agent for the payment of said interest shall be remitted to the Board for disposition in accordance with the laws of Florida. The earnings on the funds which were held to pay the principal and the interest on said Bond shall be governed by the Registrar, Paying Agent and Transfer Agreement.

SECTION 7.07. BOND ANTICIPATION NOTES. Notwithstanding any other provision of this Resolution, if the Division shall deem it advisable, short-term obligations (hereinafter "Notes") are hereby authorized to be issued by the Division on behalf of the Department in anticipation of the sale and delivery of Bonds, to pay a portion of the costs of the Turnpike Plan. The Notes shall be payable from the proceeds received from the sale of the Bonds and, in the interim, from the Net Revenues. The Notes may be issued in such denomination or denominations, in the aggregate principal amount (in combination with Bonds, not to exceed $4,419,997,419.20), in the form, may bear interest at the lawful rate or rates payable on such dates (not to exceed five (5) years from the date of issue) and may be subject to such conditions and terms as the Division shall deem necessary or desirable in connection with such Notes, all as shall be provided by resolution of the Division adopted at or before sale of the Notes, in accordance with Section 215.68(7), Florida Statutes.

SECTION 7.08. CAPITAL APPRECIATION BONDS; CAPITAL APPRECIATION AND INCOME BONDS. (a) For the purposes of (i) receiving payment of the redemption price if a Capital Appreciation Bond is redeemed prior to maturity, or (ii) computing the amount of the Maximum Annual Debt Service and of Bonds held by the Registered Owner of a Capital Appreciation Bond in giving to the Department any notice, consent, request or demand pursuant to the Resolution for any purpose whatsoever, the principal amount of a Capital Appreciation Bond shall be deemed to be its Accreted Value.

(b) For the purposes of (i) receiving payment of the redemption price if a Capital Appreciation and Income Bond is redeemed prior to maturity, or (ii) computing the amount of the Maximum Annual Debt Service and of Bonds held by the registered owner of a Capital Appreciation and Income Bond in giving to the Department any notice, consent, request or demand pursuant to the Resolution for any purpose whatsoever, the principal amount of a Capital Appreciation and Income Bond shall be deemed to be its Appreciated Value.

SECTION 7.09. DEPARTMENT TO REPURCHASE OBLIGATIONS. The Department and the Board shall have the power to purchase Bonds and other obligations out of any funds available therefor. The Department and the Board may hold, cancel or resell such Bonds and other obligations subject to and in accordance with the proceedings of the Division.

SECTION 7.10. VALIDATION AUTHORIZED. The attorneys for the Division are herein and hereby authorized to institute proceedings to validate the proposed issue of Bonds.

SECTION 7.11. REPEAL OF INCONSISTENT RESOLUTIONS. All resolutions and parts of resolutions heretofore adopted pertaining to the subject matter of this Resolution, to the extent that they are inconsistent with this Resolution, are hereby repealed, revoked, and rescinded.

SECTION 7.12. EFFECTIVE DATE. This Resolution shall take effect immediately upon its adoption.

Adopted on October 25, 1988; amended and restated on May 17, 2005.

APPENDIX F

THIRTY-FIFTH SUPPLEMENTAL TURNPIKE REVENUE BOND RESOLUTION

A RESOLUTION (THE THIRTY-FIFTH SUPPLEMENTAL RESOLUTION) OF THE GOVERNING BOARD OF THE DIVISION OF BOND FINANCE OF THE STATE BOARD OF ADMINISTRATION OF FLORIDA SUPPLEMENTING THE TURNPIKE REVENUE BOND AUTHORIZING RESOLUTION, AS SUPPLEMENTED AND AMENDED; AUTHORIZING THE ISSUANCE AND THE COMPETITIVE SALE OF STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION TURNPIKE REVENUE REFUNDING BONDS, SERIES 2013 (TO BE DETERMINED); AUTHORIZING A NOTICE OF BOND SALE; PROVIDING FOR APPLICATION OF THE PROCEEDS OF THE SERIES 2013 (TO BE DETERMINED) BONDS; AUTHORIZING A PRELIMINARY AND A FINAL OFFICIAL STATEMENT; PROVIDING FOR OTHER TERMS AND AUTHORIZATIONS IN CONNECTION WITH THE SALE AND ISSUANCE OF THE SERIES 2013 (TO BE DETERMINED) BONDS; AND PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, acting on behalf of the State of Florida Department of Transportation (the "Department"), the Governor and Cabinet sitting as the governing board (the "Governing Board") of the Division of Bond Finance of the State Board of Administration of Florida (formerly the Division of Bond Finance of the State of Florida Department of General Services) (the "Division") adopted a resolution on October 25, 1988 authorizing the issuance of State of Florida, Department of Transportation Turnpike Revenue Bonds, which resolution, as restated on May 17, 2005 (the "Authorizing Resolution"), was adopted to secure the issuance by the Division from time to time of one or more series of Turnpike Revenue Bonds, subject to the terms and conditions of the Authorizing Resolution; and

WHEREAS, the Department has adopted a resolution requesting the Division to proceed with the issuance and sale of State of Florida, Department of Transportation Turnpike Revenue Refunding Bonds, Series 2013 (to be determined) (the "Refunding Bonds") to refund all or a portion of the callable Outstanding State of Florida, Department of Transportation Turnpike Revenue Bonds, Series 2004A (when refunded, the "Refunded Bonds"); and

WHEREAS, the Governing Board has determined to sell the Refunding Bonds on behalf of the Department, under and pursuant to the Authorizing Resolution and pursuant to the request of the Department of Transportation; and

WHEREAS, the Governing Board wishes to authorize the publication of a Notice of Bond Sale for the competitive sale of the Refunding Bonds (the "Notice of Bond Sale"), and

WHEREAS, upon the adoption of this Thirty-fifth Supplemental Resolution and the completion of certain actions required hereunder and under the Authorizing Resolution, the execution and delivery of the Refunding Bonds will have been duly authorized and all things necessary to make the Refunding Bonds, when executed and authenticated in the manner set forth in the Authorizing Resolution, valid and binding legal obligations of the State of Florida and the Department and to make the Authorizing Resolution, as supplemented by this Thirty-fifth Supplemental Resolution, a valid and binding agreement with the Registered Owners of the Refunding Bonds, will have been done;

NOW, THEREFORE, BE IT RESOLVED by the Governor and Cabinet of the State of Florida sitting as the Governing Board of the Division of Bond Finance of the State Board of Administration of Florida, on behalf of the State of Florida Department of Transportation, as follows:

SECTION 1. DEFINITIONS. All terms used in this Thirty-fifth Supplemental Resolution are used with the same meaning throughout this Thirty-fifth Supplemental Resolution unless the context clearly requires otherwise. All terms used in this Thirty-fifth Supplemental Resolution that are defined in the Authorizing Resolution have the same meaning as in the Authorizing Resolution unless the context clearly requires otherwise.

SECTION 2. AUTHORITY FOR THIS THIRTY-FIFTH SUPPLEMENTAL RESOLUTION. This Thirty-fifth Supplemental Resolution is adopted pursuant to the provisions of the Act and constitutes a resolution authorizing bonds pursuant to the Act.

SECTION 3. RESOLUTION TO CONSTITUTE CONTRACT. In consideration of the purchase and acceptance of any and all of the Refunding Bonds by those who shall own the same from time to time, the Authorizing Resolution, as supplemented by this Thirty-fifth Supplemental Resolution, shall be deemed to be and shall constitute a contract between the Department and the Registered Owners from time to time of the Refunding Bonds; and the security interest granted and the pledge made in the Authorizing Resolution, as supplemented by this Thirty-fifth Supplemental Resolution, and the covenants and agreements therein set forth to be performed on behalf of the Department shall be for the equal benefit, protection and security of the Registered Owners of any and all of the Refunding Bonds, all of which, regardless of the time or times of their authentication and delivery or maturity, shall be of equal rank without preference, priority or distinction of any of the Refunding Bonds over any other thereof except as expressly provided in or permitted by the Authorizing Resolution, as supplemented by this Thirty-fifth Supplemental Resolution.

SECTION 4. AUTHORIZATION OF ISSUANCE AND SALE OF THE REFUNDING BONDS.

(A) The not exceeding $245,000,000 State of Florida, Department of Transportation Turnpike Revenue Refunding Bonds, Series 2013 (to be determined) (or such other designation as may be provided by the Director) are hereby authorized to be issued and sold at competitive sale on the date and at the time to be determined by the Director. The Refunding Bonds may be sold at different times in more than one series. If sold in more than one series, the authorizations contained in this resolution shall apply to each of such series. The Refunding Bonds may also be sold separately or combined with any other Turnpike System Revenue Bonds authorized to be sold. The final maturity date of the Refunding Bonds shall not be later than 35 years from their date of issue. The Refunding Bonds shall be issued in fully registered form in denominations of $1,000 or integral multiples thereof. The Refunding Bonds shall be dated and bear interest from such date, and be payable in each year, as indicated or provided for in the Notice of Bond Sale. The interest rates of the Refunding Bonds, not to exceed the maximum lawful rate on the date of sale of the Refunding Bonds, shall be determined in accordance with the Notice of Bond Sale, and the Refunding Bonds shall mature as determined by the Director in the Notice of Bond Sale. Interest on the Refunding Bonds will be paid by check or draft mailed on each Interest Payment Date [or by wire transfer, at the election of a Registered Owner, in the manner and under the terms provided for in the State's agreement with the Bond Registrar/Paying Agent (provided that such Registered Owner advances to the Bond Registrar/Paying Agent the amount, if any, necessary to pay the wire charges or authorizes the Bond Registrar/Paying Agent to deduct the amount of such payment)] to the Registered Owner thereof as of 5:00 p.m. on the Record Date at the address shown on the registration books maintained by the Bond Registrar/Paying Agent for the Refunding Bonds. Principal of the Refunding Bonds will be payable to the Registered Owners thereof upon their presentation and surrender when due at the corporate trust office of the Bond Registrar/Paying Agent.

(B) The Director or an Assistant Secretary of the Governing Board is authorized to determine the most advantageous date and time of a public sale and to provide notice pursuant to applicable law of such sale, at a time and in such manner as determined by the Director to be appropriate to provide adequate notice to potential bidders. Bids for the purchase of the Refunding Bonds will be received at the offices of the Division in Tallahassee, Florida, or at another location designated in the Notice of Bond Sale, until the time and date of sale determined by the Director.

(C) The Director is hereby authorized to distribute a Notice of Bond Sale and a form of proposal for the sale of the Refunding Bonds. The Notice of Bond Sale shall be in such form as shall be determined by the Director, with the advice of bond counsel, and shall contain such information as required by applicable law. Any prior distribution of a Notice of Bond Sale and form of proposal is hereby ratified.

(D) The Director or the Secretary or an Assistant Secretary of the Governing Board is authorized to award the sale of the Refunding Bonds in an aggregate principal amount not exceeding $245,000,000 and to pay the costs, fees and expenses associated therewith. Such award by the Director or the Secretary or an Assistant Secretary shall be based on his or her determination of the best bid submitted in accordance with the terms of the Notice of Bond Sale and such award shall be final. The sale shall be reported to the Governing Board after award of the Refunding Bonds.

(E) In the event that conditions preclude, or circumstances render unnecessary or undesirable, the sale of the maximum principal amount of the Refunding Bonds authorized to be sold by this Thirty-fifth Supplemental Resolution, then in such event the Director or the Secretary or an Assistant Secretary of the Governing Board is hereby authorized to offer for sale a lesser principal amount than that set forth in the Notice of Bond Sale and to adjust the maturity schedule and redemption provisions for the Refunding Bonds, if necessary, to reflect the issuance of such lesser amount, and to modify the Notice of Bond Sale as may be required.

(F) The Refunding Bonds shall be subject to redemption as provided in the Notice of Bond Sale.

(G) The Director or the Secretary or an Assistant Secretary of the Governing Board is authorized to provide in the Notice of Bond Sale that the purchase price for the Refunding Bonds may include a discount to par not to exceed the statutory amount.

(H) The Chairman, Secretary or an Assistant Secretary of the Governing Board or their duly authorized alternative officers are hereby authorized on behalf of the Division to execute the Refunding Bonds (including any temporary bond or bonds) as provided in the Authorizing Resolution and any of such officers is hereby authorized, upon the execution of the Refunding Bonds in the form and manner set forth in the Authorizing Resolution, to deliver the Refunding Bonds in the amounts authorized to be issued hereunder to the Bond Registrar/Paying Agent for authentication and, upon receipt of payment of the purchase price (together with accrued interest), for delivery to or upon the order of the original purchaser of the Refunding Bonds, and to distribute the proceeds of the Refunding Bonds as provided herein and in the Authorizing Resolution.

(I) The Chairman, Secretary or any Assistant Secretary of the Governing Board, the Director, and such other officers and employees of the Division as may be designated as agents of the Division in connection with the issuance and delivery of the Refunding Bonds, are authorized and empowered, collectively or individually, to take all actions and steps, to execute all instruments, documents, and contracts, and to take all other action on behalf of the Division, in each case as they may deem necessary or desirable, in connection with the sale, execution and delivery of the Refunding Bonds.

SECTION 5. SECURITY FOR THE REFUNDING BONDS.

(A) The Refunding Bonds authorized by this Thirty-fifth Supplemental Resolution shall be payable on a parity and rank equally as to lien on and source and security for payment from the Net Revenues of the Turnpike System and in all other respects with the Outstanding Bonds.

(B) The Refunding Bonds authorized by this Thirty-fifth Supplemental Resolution shall be deemed to have been issued pursuant to the Authorizing Resolution as fully and to the same extent as the Outstanding Bonds and all of the covenants and agreements contained in the Authorizing Resolution shall be deemed to have been made for the benefit of the Registered Owners of the Refunding Bonds as fully and to the same extent as the Registered Owners of the Outstanding Bonds. The amount of Refunding Bonds herein authorized to be issued is in addition to the amount of Turnpike Revenue Bonds previously authorized in the Authorizing Resolution.

All of the covenants, agreements, and provisions of the Authorizing Resolution, except to the extent inconsistent herewith, shall be deemed to be part of this Thirty-fifth Supplemental Resolution to the same extent as if incorporated verbatim in this Thirty-fifth Supplemental Resolution, and shall be fully enforceable in the manner provided in the Authorizing Resolution by any of the Registered Owners of the Refunding Bonds.

SECTION 6. APPLICATION OF PROCEEDS. (A) Upon receipt of the proceeds of the Refunding Bonds, the Division shall transfer and apply such proceeds as follows:

(i) The amount necessary to pay all costs and expenses of the Division in connection with the preparation, sale and issuance of the Refunding Bonds, including a reasonable charge for the services of the Division, shall be transferred to the Division to be deposited in the Bond Proceeds Trust Fund, subject to disbursement of the funds to the Bond Fee Trust Fund and the Arbitrage Compliance Fund pursuant to written instructions at the delivery of the Refunding Bonds unless such amount shall be provided from another legally available source.

(ii) The accrued interest on the Refunding Bonds, if any, shall be deposited into the Interest Account and shall be used only for the purpose of paying the interest which shall thereafter become due on the Refunding Bonds.

(iii) The amount necessary to fund the Debt Service Reserve Requirement for the Refunding Bonds shall be deposited into the Debt Service Reserve SubAccount designated by the Director pursuant to Section 7 of this resolution.

(iv) All remaining proceeds shall be transferred to the Board for deposit into a trust fund, hereby created, to be known as the "State of Florida, Department of Transportation Turnpike Revenue Refunding Bonds, Series 2013 (to be determined) Escrow Deposit Trust Fund" (hereinafter referred to as the "Escrow Deposit Trust Fund"). Such amount, together with the income on the investment thereof, and other legally available funds, if required, shall be sufficient to pay when due the entire principal of the Refunded Bonds, together with interest accrued and to accrue thereon to their respective maturity dates or, if called for redemption prior to maturity, such prior redemption dates and redemption premiums, if any, and the expenses and fees listed in the Escrow Deposit Agreement as hereinafter provided in Section 6(B)(i) below.

(B) The moneys deposited by the Board in the Escrow Deposit Trust Fund shall be administered and applied as follows:

(i) The Escrow Deposit Trust Fund shall be held in irrevocable trust by the Board and, except as provided in Section 6(B)(ii) below, shall be applied solely to refund the Refunded Bonds and to the payment of the fees and expenses incurred in connection with such refunding. The application of the moneys in the Escrow Deposit Trust Fund shall be made for said purposes pursuant to an Escrow Deposit Agreement hereby authorized to be entered into by the Division and the Board and endorsed and accepted by the Department, in a form normally utilized by the Board.

(ii) Moneys on deposit in the Escrow Deposit Trust Fund shall be used to purchase Federal Obligations (as defined in the Escrow Deposit Agreement) in accordance with the schedules given in the Escrow Deposit Agreement. The maturing Federal Obligations, the earnings thereon, if required, and the cash on deposit in the Escrow Deposit Trust Fund shall be sufficient to accomplish the refunding described above. In the alternative, in the discretion of the Director of the Division of Bond Finance, moneys on deposit in the Escrow Deposit Trust Fund shall be invested in the State Treasury, or in such other legally authorized investments, or held uninvested, until such time as such funds, together with other legally available funds, if necessary, are needed to effect the redemption of the Refunded Bonds.

(C) The proceeds derived from the sale of the Refunding Bonds shall be applied and disbursed pursuant to the provisions of the Act and this Thirty-fifth Supplemental Resolution. The Registered Owners of the Refunding Bonds shall not have any responsibility whatsoever for the application or use of any of the proceeds derived from the sale of the Refunding Bonds, and the rights and remedies of the Registered Owners of Refunding Bonds and their right to payment, pursuant to the Authorizing Resolution as supplemented by this Thirty-fifth Supplemental Resolution, shall not be affected or impaired by the application or use of such proceeds. Upon the issuance of the Refunding Bonds, all the covenants and agreements between the Board and the Registered Owners of the Refunding Bonds contained in the Authorizing Resolution and this Thirty-fifth Supplemental Resolution shall be valid and binding covenants and agreements between the Division and the Registered Owners of the Refunding Bonds without regard to the application of the proceeds of the Refunding Bonds.

SECTION 7. RESERVE REQUIREMENT. The Refunding Bonds shall be secured, together with the Outstanding Turnpike Revenue and Revenue Refunding Bonds, and any other Series of Turnpike Bonds designated to be secured thereby, by the Debt Service Reserve Subaccount in the Debt Service Reserve Account securing the Series 1998A through Series 2013A Bonds or in such other Debt Service Reserve Subaccount as may be established, as needed, by the Director.

SECTION 8. BOND REGISTRAR/PAYING AGENT. U.S. Bank Trust National Association, New York, New York, is hereby designated as the Bond Registrar/Paying Agent for the Refunding Bonds on the terms and conditions set forth in the Registrar, Paying Agent and Transfer Agreement between the State of Florida and U.S. Bank Trust National Association.

SECTION 9. AUTHORIZATION OF OFFICIAL STATEMENT. The Division is hereby authorized to prepare and distribute preliminary and final Official Statements in connection with the Refunding Bonds, on behalf of the Department, pursuant to the State Bond Act. The Chairman, Secretary or an Assistant Secretary of the Governing Board and the Director are hereby authorized to execute the final Official Statement in connection with the Refunding Bonds, and the execution thereof shall be conclusive evidence that the Governing Board has approved the form and content of the Final Official Statement. The Division is further authorized to have up to 3,000 copies of the Preliminary Official Statement and 3,000 copies of the Final Official Statement relating to the Refunding Bonds printed and distributed; to contract with national rating services; to make a determination that the Preliminary Official Statement is "deemed final" for purposes of SEC Rule 15c2-12(b)(1); to conduct information meetings; and to take such other actions as may be deemed appropriate for the dissemination of information relating to the sale of the Refunding Bonds. Any prior printing and distribution of a Preliminary Official Statement is hereby ratified.

SECTION 10. FORM OF REFUNDING BONDS. (A) Notwithstanding anything to the contrary in the Authorizing Resolution, this Thirty-fifth Supplemental Resolution, or any other resolution relating to the Refunding Bonds (for the purposes of this section, collectively, the "Resolution"), the Refunding Bonds may be issued in book-entry only form utilizing the services of a Securities Depository (as used herein, "Securities Depository" means The Depository Trust Company, New York, New York, or its nominees, successors and assigns).

So long as a book-entry only system of evidence of transfer of ownership of all the Refunding Bonds is maintained in accordance herewith, any provision of the Resolution relating to the delivery of physical bond certificates shall be inapplicable, and the Resolution shall be deemed to give full effect to such book-entry system.

If the Refunding Bonds are issued in book-entry only form:

(1) The Refunding Bonds shall be issued in the name of the Securities Depository as the Registered Owner of the Refunding Bonds, and held in the custody of the Securities Depository or its designee.

(2) Transfers of beneficial ownership of the Refunding Bonds will be effected on the records of the Securities Depository and its Participants pursuant to rules and procedures established by the Securities Depository ("Participants" include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations, as well other organizations that clear through or maintain a custodial relationship with such organizations, either directly or indirectly).

(3) Each Participant shall be credited in the records of the Securities Depository with the amount of such Participant's interest in the Refunding Bonds. Beneficial ownership interests in the Refunding Bonds may be purchased by or through Participants. The holders of these beneficial ownership interests are hereinafter referred to as the "Beneficial Owners." The Beneficial Owners shall not receive Refunding Bonds representing their beneficial ownership interests. The ownership interests of each Beneficial Owner shall be recorded through the records of the Participant from which such Beneficial Owner purchased its Refunding Bonds. Transfers of ownership interests in the Refunding Bonds shall be accomplished by book entries made by the Securities Depository and, in turn, by Participants acting on behalf of Beneficial Owners.

(4) Unless otherwise provided herein, the Department, the Division of Bond Finance, the Board of Administration and the Bond Registrar/Paying Agent (as used in this section, the "State and its agents") shall treat the Securities Depository as the sole and exclusive owner of the Refunding Bonds registered in its name for the purposes of

(a) payment of the principal of, premium, if any, and interest on the Refunding Bonds or portion thereof to be redeemed or purchased. Payments made to the Securities Depository of principal, premium, and interest shall be valid and effective to fully satisfy and discharge the Department's obligations to the extent of the sums so paid;

(b) giving any notice permitted or required to be given to Registered Owners under the Resolution; and

(c) the giving of any direction or consent or the making of any request by the Registered Owners hereunder. The State and its agents may rely conclusively upon

(i) a certificate of the Securities Depository as to the identity of the Participants with respect to the Refunding Bonds; and

(ii) a certificate of any such Participant as to the identity of, and the respective principal amount of Refunding Bonds beneficially owned by, the Beneficial Owners.

(5) The State and its agents shall have no responsibility or obligations to the Securities Depository, any Participant, any Beneficial Owner or any other person which is not shown on the Refunding Bond Register, with respect to

(a) the accuracy of any records maintained by the Securities Depository or any Participant;

(b) the payment by the Securities Depository or by any Participant of any amount due to any Beneficial Owner in respect of the principal amount or redemption or purchase price of, or interest on, any Refunding Bond;

(c) the delivery of any notice by the Securities Depository or any Participant;

(d) the selection of the Participants or the Beneficial Owners to receive payment in the event of any partial redemption of the Refunding Bonds; or

(e) any consent given or any other action taken by the Securities Depository or any Participant.

(6) The requirements in the Resolution of holding, delivering or transferring Refunding Bonds shall be deemed modified to require the appropriate person to meet the requirements of the Securities Depository as to registering or transferring the book-entry Refunding Bonds to produce the same effect. Any provision hereof permitting or requiring delivery of the Refunding Bonds shall, while the Refunding Bonds are in book-entry only form, be satisfied by the notation thereof on the books of the Securities Depository in accordance with applicable state law.

(B) The Division of Bond Finance may discontinue the book-entry system with the then-current securities depository, subject to the terms of its agreement with such securities depository. In this event, the Division of Bond Finance shall either

(1) identify another qualified securities depository or

(2) prepare and deliver replacement Refunding Bonds in the form of fully registered bonds to each Beneficial Owner.

SECTION 11. FEDERAL TAX MATTERS. Upon the execution of a "Federal tax certificate," "non-arbitrage certificate" or other certificate relating to compliance by the Department or the Division with Federal tax law requirements, the representations, terms and covenants in each such certificate shall be deemed to be incorporated in this Thirty-fifth Supplemental Resolution and shall be deemed to benefit the Registered Owners of the Refunding Bonds.

Notwithstanding anything contained in the Authorizing Resolution to the contrary, it is the intent of the Governing Board that interest on the Refunding Bonds be and remain excluded from gross income for federal income tax purposes and therefore to comply with all requirements of federal tax law applicable to the Refunding Bonds, or any series thereof, whether such requirements are now in effect, pending or subsequently enacted. The officers, employees and agents of the Division of Bond Finance are hereby authorized and directed to take all actions necessary with respect to the Refunding Bonds and each series thereof to comply with such requirements of federal tax law.

SECTION 12. CONTINUING DISCLOSURE.

(A) In order to comply with Rule 15c2-12 of the Securities and Exchange Commission, the Department of Transportation hereby agrees to provide or cause to be provided such information as may be required, from time to time, under such rule.

(B) The Secretary of the Department, in conjunction with the appropriate officers of the Division, is authorized and directed to execute and deliver any documents or agreements which are necessary to comply with the requirements of Rule 15c2-12 and the Securities and Exchange Commission.

SECTION 13. INCIDENTAL ACTION. The members and officers of the Governing Board and the staff of the Division are hereby authorized and directed to execute and deliver such other documents, and to take such other actions as may be necessary or appropriate in order to accomplish the sale, issuance and securing of the Refunding Bonds pursuant to the terms of the Authorizing Resolution and this Thirty-fifth Supplemental Resolution, and the performance of the obligations of the Division under the Authorizing Resolution.

SECTION 14. CONFIRMATION OF AUTHORIZING RESOLUTION/PRIOR RESOLUTIONS. As supplemented by this Thirty-fifth Supplemental Resolution, the Authorizing Resolution is in all respects ratified and confirmed, and this Thirty-fifth Supplemental Resolution shall be read, taken and construed as a part of the Authorizing Resolution. All prior or concurrent resolutions or parts of resolutions inconsistent with this Resolution are hereby amended by this Resolution, including the Notice of Bond Sale, but only to the extent of any such inconsistency.

SECTION 15. EFFECTIVE DATE. This Thirty-fifth Supplemental Resolution shall take effect on the date of its adoption by the Governing Board.

Adopted by the Governor and Cabinet of the State of Florida sitting as the Governing Board of the Division of Bond Finance of the State Board of Administration of Florida, on behalf of the Department of Transportation, on June 25, 2013.

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APPENDIX G

THIRTY-SIXTH SUPPLEMENTAL TURNPIKE REVENUE BOND RESOLUTION

A RESOLUTION (THIRTY-SIXTH SUPPLEMENTAL RESOLUTION) OF THE GOVERNING BOARD OF THE DIVISION OF BOND FINANCE OF THE STATE BOARD OF ADMINISTRATION OF FLORIDA SUPPLEMENTING THE TURNPIKE REVENUE BOND AUTHORIZING RESOLUTION, AS SUPPLEMENTED AND AMENDED; AUTHORIZING THE COMPETITIVE SALE AND ISSUANCE OF STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION TURNPIKE REVENUE BONDS, SERIES 2013 (TO BE DETERMINED); AUTHORIZING A NOTICE OF BOND SALE; IDENTIFYING THE 2013 TURNPIKE PROJECT ANTICIPATED TO BE FINANCED BY THE SERIES 2013 (TO BE DETERMINED) BONDS; PROVIDING FOR APPLICATION OF THE PROCEEDS OF THE SERIES 2013 (TO BE DETERMINED) BONDS; AUTHORIZING A PRELIMINARY AND A FINAL OFFICIAL STATEMENT; PROVIDING FOR OTHER TERMS AND AUTHORIZATIONS IN CONNECTION WITH THE SALE AND ISSUANCE OF THE SERIES 2013 (TO BE DETERMINED) BONDS; AND PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, acting on behalf of the State of Florida Department of Transportation (the “Department”), the Governor and Cabinet sitting as the governing board (the “Governing Board”) of the Division of Bond Finance of the State Board of Administration of Florida (formerly the Division of Bond Finance of the State of Florida Department of General Services) (the “Division”) adopted a resolution on October 25, 1988 authorizing the issuance of State of Florida Department of Transportation Turnpike Revenue Bonds, which resolution, as restated on May 17, 2005 (the “Authorizing Resolution”), was adopted to secure the issuance by the Division from time to time of one or more series of Turnpike Revenue Bonds, subject to the terms and conditions of the Authorizing Resolution; and

WHEREAS, the Division has previously sold $4,020,347,419.20 aggregate principal amount of new money Turnpike Revenue Bonds (Series 1989A, Series 1991A, Series 1992A, Series 1995A, Series 1998A, Series 1998B, Series 1999A, Series 2000A, Series 2000B, Series 2003C, Series 2004A, Series 2006A, Series 2007A, Series 2008A, Series 2009A&B, Series 2011A, and Series 2012A) leaving an unsold authorized amount of $566,885,000; and

WHEREAS, the Department has adopted a resolution requesting the Division to proceed with the sale of State of Florida, Department of Transportation Turnpike Revenue Bonds to finance all or a portion of the costs of the 2013 (to be determined) Turnpike Project; and

WHEREAS, the State Legislature has approved the Department of Transportation’s tentative work plan pursuant to provisions of Sections 338.22-338.241, Florida Statutes (the “Florida Turnpike Enterprise Law”); and

WHEREAS, the Governing Board has determined to sell this installment of Bonds, on behalf of the Department, under and pursuant to the Authorizing Resolution and pursuant to the request of the Department of Transportation, which installment is to be known as the STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION TURNPIKE REVENUE BONDS, SERIES 2013 (TO BE DETERMINED) (the “Series 2013 (to be determined) Bonds”); and

WHEREAS, the Governing Board wishes to authorize the publication of a Notice of Bond Sale for the public sale of the Series 2013 (to be determined) Bonds (the “Notice of Bond Sale”); and

WHEREAS, upon the adoption of this Thirty-sixth Supplemental Resolution and the completion of certain actions required hereunder and under the Authorizing Resolution, the execution and delivery of the Series 2013 (to be determined) Bonds will have been duly authorized and all things necessary to make the Series 2013 (to be determined) Bonds, when executed and authenticated in the manner set forth in the Authorizing Resolution, valid and binding legal obligations of the State of Florida and the Department and to make the Authorizing Resolution, as supplemented by this Thirty-sixth Supplemental

Resolution, a valid and binding agreement with the Registered Owners of the Series 2013 (to be determined) Bonds, will have been done;

NOW, THEREFORE, BE IT RESOLVED by the Governor and Cabinet of the State of Florida sitting as the Governing Board of the Division of Bond Finance of the State Board of Administration of Florida, on behalf of the State of Florida Department of Transportation, as follows:

SECTION 1. DEFINITIONS. All terms used in this Thirty-sixth Supplemental Resolution are used with the same meaning throughout this Thirty-sixth Supplemental Resolution unless the context clearly requires otherwise. All terms used in this Thirty-sixth Supplemental Resolution that are defined in the Authorizing Resolution have the same meaning as in the Authorizing Resolution unless the context clearly requires otherwise.

The following term shall have the following meaning herein:

"2013 (to be determined) Turnpike Project" shall mean any project in the Department's tentative work plan, provided such plan has received Legislative approval in accordance with section 338.2275(1), Florida Statutes, and provided that the Department has determined that the project is economically feasible, as required by section 338.2275(3), Florida Statutes.

It is anticipated that the proceeds of the 2013 (to be determined) Bonds will be used to finance the following projects (project (a) was partially financed through previously issued Turnpike Revenue Bonds; projects (b), (c) and (d) are new projects):

(a) Veterans Expressway in Hillsborough County;

(b) Canal Protection in Sumter County;

(c) Homestead Extension of Florida's Turnpike in Miami-Dade County;

(d) First Coast Outer Beltway in Clay and Duval Counties;

all as approved by the Florida Legislature pursuant to subsection 338.2275(1), Florida Statutes, and Section 5 of Senate Bill 1500, the FY 2013-14 General Appropriations Act.

SECTION 2. AUTHORITY FOR THIS THIRTY-SIXTH SUPPLEMENTAL RESOLUTION. This Thirty-sixth Supplemental Resolution is adopted pursuant to the provisions of the Act and constitutes a resolution authorizing bonds pursuant to the Act.

SECTION 3. RESOLUTION TO CONSTITUTE CONTRACT. In consideration of the purchase and acceptance of any and all of the Series 2013 (to be determined) Bonds by those who shall own the same from time to time, the Authorizing Resolution, as supplemented by this Thirty-sixth Supplemental Resolution, shall be deemed to be and shall constitute a contract between the Department and the Registered Owners from time to time of the Series 2013 (to be determined) Bonds; and the security interest granted and the pledge made in the Authorizing Resolution, as supplemented by this Thirty-sixth Supplemental Resolution, and the covenants and agreements therein set forth to be performed on behalf of the Department shall be for the equal benefit, protection and security of the Registered Owners of any and all of the Bonds, all of which, regardless of the time or times of their authentication and delivery or maturity, shall be of equal rank without preference, priority or distinction of any of the Bonds over any other thereof except as expressly provided in or permitted by the Authorizing Resolution, as supplemented by this Thirty-sixth Supplemental Resolution.

SECTION 4. AUTHORIZATION OF SALE OF THE SERIES 2013 (TO BE DETERMINED) BONDS. (A) Provided that the Division has received (as provided for in the Department's requesting resolution) one or more certificates from the Department evidencing that the pertinent conditions precedent, if any, of legislative approval of the 2013 (to be determined) Turnpike Project have been met, the Series 2013 (to be determined) Bonds are hereby authorized to be sold at public sale in an aggregate principal amount not exceeding $190,000,000, on a date and at a time to be determined by the Director of the Division (the "Director"), for the purpose of financing all or a portion of the costs of acquisition and/or construction of the 2013 (to be determined) Turnpike Project, including, without limitation, costs already incurred. All Series 2013 (to be determined)

Bonds shall be designated "State of Florida, Department of Transportation Turnpike Revenue Bonds, Series 2013 (to be determined)"; provided, however, that such bonds may be sold and issued in one or more series, and in combination with other Turnpike Revenue Bonds; and provided further that the actual designation of any series of such bonds, whether sold in one or more than one series (including a change of year designation, if desirable), and whether such bonds or any portion thereof are to be taxable or tax-exempt, shall be determined by the Director. The Series 2013 (to be determined) Bonds shall be dated and bear interest from such date, and be payable in each year, as indicated or provided for in the Notice of Bond Sale. The final maturity date of the Series 2013 (to be determined) Bonds shall not be later than 35 years from their date of issue. The Series 2013 (to be determined) Bonds shall be issued in fully registered form. Interest on the Series 2013 (to be determined) Bonds will be paid by check or draft mailed, or made by wire transfer, at the election of a Bondholder, in the manner and under the terms provided for in the State's agreement with the Bond Registrar/Paying Agent (provided that such Bondholder advances to the Bond Registrar/Paying Agent the amount, if any, necessary to pay the wire charges or authorizes the Bond Registrar/Paying Agent to deduct the amount of such payment), to the Registered Owner thereof as of 5:00 p.m. Eastern Time on the Record Date at the address shown on the registration books maintained by the Bond Registrar/Paying Agent for the Series 2013 (to be determined) Bonds. The interest rates of the Series 2013 (to be determined) Bonds, not to exceed the maximum lawful rate on the date of sale of the Series 2013 (to be determined) Bonds, shall be determined in accordance with the Notice of Bond Sale, and the Series 2013 (to be determined) Bonds shall mature as determined by the Director in the Notice of Bond Sale. Principal of the Series 2013 (to be determined) Bonds will be payable to the Registered Owners thereof upon their presentation and surrender when due at the corporate trust office of the Bond Registrar/Paying Agent.

(B) The Director or the Secretary or an Assistant Secretary of the Governing Board is authorized to determine the most advantageous date and time of a public sale and to provide notice pursuant to applicable law of such sale, at a time and in such manner as determined by the Director to be appropriate to provide adequate notice to potential bidders. Bids for the purchase of the Series 2013 (to be determined) Bonds will be received at the offices of the Division in Tallahassee, Florida, or at another location designated in the Notice of Bond Sale, until the time and date of sale determined by the Director.

(C) The Director is hereby authorized to distribute a Notice of Bond Sale and a form of proposal for the sale of the Series 2013 (to be determined) Bonds. The Notice of Bond Sale shall be in such form as shall be determined by the Director, with the advice of bond counsel, and shall contain such information as required by applicable law. Any prior distribution of a Notice of Bond Sale and form of proposal is hereby ratified.

(D) The Director or the Secretary or an Assistant Secretary of the Governing Board is authorized to award the sale of the Series 2013 (to be determined) Bonds and to pay the costs, fees and expenses associated therewith. Such award by the Director or Secretary or an Assistant Secretary shall be based on his or her determination of the best bid submitted in accordance with the terms of the Notice of Bond Sale and such award shall be final. The sale shall be reported to the Governing Board after award of the Series 2013 (to be determined) Bonds.

(E) In the event that conditions preclude, or circumstances render unnecessary or undesirable, the sale of the maximum principal amount of the Series 2013 (to be determined) Bonds authorized to be sold by this Thirty-sixth Supplemental Resolution, then in such event the Director or the Secretary or an Assistant Secretary of the Governing Board is hereby authorized to offer for sale a lesser principal amount than that set forth in the Notice of Bond Sale and to adjust the maturity schedule and redemption provisions for the Series 2013 (to be determined) Bonds, if necessary, to reflect the issuance of such lesser amount, and to modify the Notice of Bond Sale as may be required.

(F) The Series 2013 (to be determined) Bonds shall be subject to redemption as provided in the Notice of Bond Sale.

(G) The Director or the Secretary or an Assistant Secretary of the Governing Board is authorized to provide in the Notice of Bond Sale that the purchase price for the Series 2013 (to be determined) Bonds may include a discount to par not to exceed the statutory amount.

(H) The Chairman, Secretary or an Assistant Secretary of the Governing Board or their duly authorized alternative officers are hereby authorized on behalf of the Division to execute the Series 2013 (to be determined) Bonds (including any temporary bond or bonds) as provided in the Authorizing Resolution and any of such officers is hereby authorized, upon the execution of the Series 2013 (to be determined) Bonds in the form and manner set forth in the Authorizing Resolution, to deliver the Series 2013 (to be determined) Bonds in the amounts authorized to be issued hereunder to the Bond Registrar/Paying Agent for authentication and, upon receipt of payment of the purchase price (together with accrued interest), for delivery to or upon the order of the original purchaser of the Series 2013 (to be determined) Bonds, and to distribute the proceeds of the Series 2013(to be determined) Bonds as provided herein and in the Authorizing Resolution.

(I) The Chairman, Secretary or any Assistant Secretary of the Governing Board, the Director, and such other officers and employees of the Division as may be designated as agents of the Division in connection with the issuance and delivery of the Series 2013 (to be determined) Bonds, are authorized and empowered, collectively or individually, to take all actions and steps, to execute all instruments, documents, and contracts, and to take all other action on behalf of the Division, in each case as they may deem necessary or desirable, in connection with the sale, execution and delivery of the Series 2013 (to be determined) Bonds.

SECTION 5. SECURITY FOR THE SERIES 2013(TO BE DETERMINED) BONDS.

(A) The Bonds authorized by this Thirty-sixth Supplemental Resolution shall be payable on a parity and rank equally as to lien on and source and security for payment from the Net Revenues of the Turnpike System and in all other respects with the Outstanding Bonds.

(B) The Series 2013 (to be determined) Bonds authorized by this Thirty-sixth Supplemental Resolution shall be deemed to have been issued pursuant to the Authorizing Resolution as fully and to the same extent as the Outstanding Bonds and all of the covenants and agreements contained in the Authorizing Resolution shall be deemed to have been made for the benefit of the Registered Owners of the Series 2013(to be determined) Bonds as fully and to the same extent as the Registered Owners of the Outstanding Bonds.

All of the covenants, agreements, and provisions of the Authorizing Resolution, except to the extent inconsistent herewith, shall be deemed to be part of this Thirty-sixth Supplemental Resolution to the same extent as if incorporated verbatim in this Thirty-sixth Supplemental Resolution, and shall be fully enforceable in the manner provided in the Authorizing Resolution by any of the Registered Owners of the Bonds.

SECTION 6. APPLICATION OF PROCEEDS. The proceeds of the Series 2013 (to be determined) Bonds shall be applied in accordance with this section and Article III of the Authorizing Resolution and in the manner and to the extent required by law, including for the cost of environmental mitigation of Turnpike construction.

There are hereby established with respect to the Series 2013(to be determined) Bonds (i) a fund to be known as the "Turnpike 2013 (to be determined) Bond Construction Trust Fund" or "2013 (to be determined) Construction Fund" into which shall be deposited net proceeds of the Series 2013(to be determined) Bonds for the acquisition or construction of the 2013 (to be determined) Turnpike Project described in the definition thereof found in Section 1 hereof, (ii) an account in the Rebate Fund to be known as the "Series 2013 (to be determined) Rebate Account", and (iii) a sub-account in the Debt Service Reserve Account to be known as the "2013 (to be determined) Debt Service Reserve Sub-Account". The 2013 (to be determined) Construction Fund may be separate from the Turnpike Plan Construction Fund for state accounting purposes, but shall be considered as an account within the Turnpike Plan Construction Fund for purposes of the Authorizing Resolution. The proceeds of the Series 2013 (to be determined) Bonds deposited into the 2013 (to be determined) Construction Fund shall be used for costs of acquisition or construction of the 2013 (to be determined) Turnpike Project.

SECTION 7. RESERVE REQUIREMENT. The 2013 (to be determined) Bonds shall be secured, together with the Outstanding Turnpike Revenue and Revenue Refunding Bonds, and any other Series of Turnpike Bonds designated to be secured thereby, by the Subaccount that secures the 2004A through 2013B Bonds or by the 2013 (to be determined) Debt Service Reserve Subaccount in the Debt Service Reserve Account. The 2013 (to be determined) Debt Service Reserve Subaccount may also secure future series of Additional Bonds.

SECTION 8. BOND REGISTRAR/PAYING AGENT. U.S. Bank Trust National Association, New York, New York, is hereby designated as the Bond Registrar/Paying Agent for the Series 2013 (to be determined) Bonds on the terms and conditions set forth in the Registrar, Paying Agent and Transfer Agreement between the State of Florida and U.S. Bank Trust National Association.

SECTION 9. AUTHORIZATION OF OFFICIAL STATEMENT. The Division is hereby authorized to prepare and distribute preliminary and final Official Statements in connection with the Series 2013(to be determined) Bonds, on behalf of the Department, pursuant to the State Bond Act. The Chairman, Secretary or an Assistant Secretary of the Governing Board and the Director are hereby authorized to execute the final Official Statement in connection with the Series 2013 (to be determined) Bonds, and the execution thereof shall be conclusive evidence that the Governing Board has approved the form and content of the Final Official Statement. The Division is further authorized to have up to 3,000 copies of the Preliminary Official Statement and 3,000 copies of the Final Official Statement relating to the Series 2013 (to be determined) Bonds printed and distributed; to contract with national rating services; to make a determination that the Preliminary Official Statement is "deemed final" for purposes of SEC Rule 15c2-12(b)(1); to conduct information meetings; and to take such other actions as may be deemed appropriate for the dissemination of information relating to the sale of the Series 2013 (to be determined) Bonds. Any prior printing and distribution of a Preliminary Official Statement is hereby ratified.

SECTION 10. FORM OF SERIES 2013(TO BE DETERMINED) BONDS. (A) Notwithstanding anything to the contrary in the Authorizing Resolution, this Thirty-sixth Supplemental Resolution, or any other resolution relating to the 2013 (to be determined) Bonds (for the purposes of this section, collectively, the "Resolution"), the 2013 (to be determined) Bonds may be issued in book-entry only form utilizing the services of a Securities Depository (as used herein, "Securities Depository" means The Depository Trust Company, New York, New York, or its nominees, successors and assigns).

So long as a book-entry only system of evidence of transfer of ownership of all the 2013(to be determined) Bonds is maintained in accordance herewith, any provision of the Resolution relating to the delivery of physical bond certificates shall be inapplicable, and the Resolution shall be deemed to give full effect to such book-entry system.

If the 2013(to be determined) Bonds are issued in book-entry only form:

(1) The 2013 (to be determined) Bonds shall be issued in the name of the Securities Depository as the Registered Owner of the 2013 (to be determined) Bonds, and held in the custody of the Securities Depository or its designee.

(2) Transfers of beneficial ownership of the 2013 (to be determined) Bonds will be effected on the records of the Securities Depository and its Participants pursuant to rules and procedures established by the Securities Depository ("Participants" include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations, as well other organizations that clear through or maintain a custodial relationship with such organizations, either directly or indirectly).

(3) Each Participant shall be credited in the records of the Securities Depository with the amount of such Participant's interest in the 2013 (to be determined) Bonds. Beneficial ownership interests in the 2013(to be determined) Bonds may be purchased by or through Participants. The holders of these beneficial ownership interests are hereinafter referred to as the "Beneficial Owners." The Beneficial Owners shall not receive 2013 (to be determined) Bonds representing their beneficial ownership interests. The ownership interests of each Beneficial Owner shall be recorded through the records of the Participant from which such Beneficial Owner purchased its 2013 (to be determined) Bonds. Transfers of ownership interests in the 2013 (to be determined) Bonds shall be accomplished by book entries made by the Securities Depository and, in turn, by Participants acting on behalf of Beneficial Owners.

(4) Unless otherwise provided herein, the Department, the Division of Bond Finance, the Board of Administration and the Bond Registrar/Paying Agent (as used in this section, the "State and its agents") shall treat the Securities Depository as the sole and exclusive owner of the 2013 (to be determined) Bonds registered in its name for the purposes of

(a) payment of the principal of, premium, if any, and interest on the 2013 (to be determined) Bonds or portion thereof to be redeemed or purchased. Payments made to the Securities Depository of principal, premium, and interest shall be valid and effective to fully satisfy and discharge the Department's obligations to the extent of the sums so paid;

(b) giving any notice permitted or required to be given to Registered Owners under the Resolution; and

(c) the giving of any direction or consent or the making of any request by the Registered Owners hereunder. The State and its agents may rely conclusively upon

(i) a certificate of the Securities Depository as to the identity of the Participants with respect to the 2013 (to be determined) Bonds; and

(ii) a certificate of any such Participant as to the identity of, and the respective principal amount of 2013 (to be determined) Bonds beneficially owned by, the Beneficial Owners.

(5) The State and its agents shall have no responsibility or obligations to the Securities Depository, any Participant, any Beneficial Owner or any other person which is not shown on the 2013 (to be determined) Bond Register, with respect to

(a) the accuracy of any records maintained by the Securities Depository or any Participant;

(b) the payment by the Securities Depository or by any Participant of any amount due to any Beneficial Owner in respect of the principal amount or redemption or purchase price of, or interest on, any 2013 (to be determined) Bond;

(c) the delivery of any notice by the Securities Depository or any Participant;

(d) the selection of the Participants or the Beneficial Owners to receive payment in the event of any partial redemption of the 2013 (to be determined) Bonds; or

(e) any consent given or any other action taken by the Securities Depository or any Participant.

(6) The requirements in the Resolution of holding, delivering or transferring 2013 (to be determined) Bonds shall be deemed modified to require the appropriate person to meet the requirements of the Securities Depository as to registering or transferring the book-entry 2013 (to be determined) Bonds to produce the same effect. Any provision hereof permitting or requiring delivery of the 2013 (to be determined) Bonds shall, while the 2013 (to be determined) Bonds are in book-entry only form, be satisfied by the notation thereof on the books of the Securities Depository in accordance with applicable state law.

(B) The Division of Bond Finance may discontinue the book-entry system with the then-current securities depository, subject to the terms of its agreement with such securities depository. In this event, the Division of Bond Finance shall either

(1) identify another qualified securities depository or

(2) prepare and deliver replacement 2013 (to be determined) Bonds in the form of fully registered bonds to each Beneficial Owner.

SECTION 11. FEDERAL TAX MATTERS. Upon the execution of a "Federal tax certificate," "non-arbitrage certificate" or other certificate relating to compliance by the Department or the Division with Federal tax law requirements, the representations, terms and covenants in each such certificate shall be deemed to be incorporated in this Thirty-sixth Supplemental Resolution and shall be deemed to benefit the Registered Owners of the Series 2013 (to be determined) Bonds.

Notwithstanding anything contained in the Authorizing Resolution to the contrary, to the extent that all or any portion of the Series 2013 (to be determined) Bonds are sold as tax-exempt bonds, it is the intent of the Governing Board that interest on such Series 2013 (to be determined) Bonds be and remain excluded from gross income for federal income tax purposes and therefore to comply with all requirements of federal tax law applicable to such Series 2013 (to be determined) Bonds, or any series thereof, whether such requirements are now in effect, pending or subsequently enacted. The officers, employees and agents of the Division of Bond Finance are hereby authorized and directed to take all actions necessary with respect to such Series 2013 (to be determined) Bonds and each series thereof to comply with such requirements of federal tax law.

SECTION 12. CONTINUING DISCLOSURE.

(A) In order to comply with Rule 15c2-12 of the Securities and Exchange Commission, the Department hereby agrees to provide or cause to be provided such information as may be required, from time to time, under such rule.

(B) The Secretary of the Department, in conjunction with the appropriate officers of the Division, is authorized and directed to execute and deliver any documents or agreements which are necessary to comply with the requirements of Rule 15c2-12 and the Securities and Exchange Commission.

SECTION 13. INCIDENTAL ACTION. The members and officers of the Governing Board and the staff of the Division are hereby authorized and directed to execute and deliver such other documents, and to take such other actions as may be necessary or appropriate in order to accomplish the sale, issuance and securing of the Series 2013 (to be determined) Bonds pursuant to the terms of the Authorizing Resolution and this Thirty-sixth Supplemental Resolution, and the performance of the obligations of the Division under the Authorizing Resolution.

SECTION 14. CONFIRMATION OF AUTHORIZING RESOLUTION/PRIOR RESOLUTIONS. As supplemented by this Thirty-sixth Supplemental Resolution, the Authorizing Resolution is in all respects ratified and confirmed, and this Thirty-sixth Supplemental Resolution shall be read, taken and construed as a part of the Authorizing Resolution. All prior or concurrent resolutions or parts of resolutions inconsistent with this Resolution are hereby amended by this Resolution, including the Notice of Bond Sale, but only to the extent of any such inconsistency.

SECTION 15. EFFECTIVE DATE. This Thirty-sixth Supplemental Resolution shall take effect on the date of its adoption by the Governing Board.

Adopted by the Governor and Cabinet of the State of Florida sitting as the Governing Board of the Division of Bond Finance of the State Board of Administration of Florida, on behalf of the Department of Transportation, on September 24, 2013.

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APPENDIX H

FORM OF APPROVING OPINION OF BOND COUNSEL
GREENBERG TRAURIG, P.A.,
MIAMI, FLORIDA

February __, 2014

State of Florida
State Board of Administration
Division of Bond Finance
1801 Hermitage Boulevard, Suite 200
Tallahassee, Florida 32308

$267,405,000
STATE OF FLORIDA
DEPARTMENT OF TRANSPORTATION
TURNPIKE REVENUE BONDS
SERIES 2013C

Ladies and Gentlemen:

We have acted as Bond Counsel in connection with the issuance and sale by the Division of Bond Finance of the State Board of Administration of Florida (the "Division"), on behalf of the Florida Department of Transportation (the "Department"), of $267,405,000 aggregate principal amount of State of Florida, Department of Transportation Turnpike Revenue Bonds, Series 2013C (the "2013C Bonds"), initially issued and delivered on this date pursuant to the Constitution, Article VII, Section 11(d), and laws of the State of Florida, including particularly the State Bond Act, Sections 215.57-215.83, Florida Statutes, as amended, and the Florida Turnpike Enterprise Law, Sections 338.22-338.241, Florida Statutes, as amended (hereinafter collectively referred to as the "Act"), and pursuant to the Division's Turnpike Revenue Bond Resolution (the "Original Resolution"), adopted by the Governor and Cabinet of the State of Florida, sitting as the governing board of the Division (in such capacity, the "Board"), on behalf of the Division and on behalf of the Department on October 25, 1988 and certain resolutions amending and supplementing the Original Resolution (collectively the "Resolution").

The 2013C Bonds are dated and mature on the dates in the principal amounts and bear interest at the rates determined pursuant to the Resolution and are issuable only as fully registered bonds without coupons in denominations of $1,000 or any integral multiple thereof. Principal and redemption price of and interest on the 2013C Bonds will be paid by U.S. Bank Trust National Association, New York, New York, as paying agent, or by any alternate or successor paying agent, to the registered owners or registered assigns thereof. The 2013C Bonds are subject to redemption by the Division prior to maturity at the times, in the manner and upon the terms provided in the 2013C Bonds and determined pursuant to the Resolution.

Proceeds of the 2013C Bonds are being used to finance a portion of the costs of acquisition of the 2013C Turnpike Project, as defined in the Resolution, to refund all or a portion of the outstanding State of Florida, Department of Transportation Turnpike Revenue Bonds, Series 2004A, to fund a reserve account, if necessary, and to pay costs of issuance associated with the 2013C Bonds.

The 2013C Bonds shall be payable solely from and secured as to the payment of the principal and redemption price thereof, and interest thereon, in accordance with their terms and the provisions of the Resolution solely from the Net Revenues (as defined in the Resolution and as described below). The 2013C Bonds will be on a parity as to lien and security for payment from Net Revenues with Bonds (as defined in and outstanding under the Resolution), and with additional bonds, if any, issued under and secured by the Resolution that may be outstanding from time to time. The 2013C Bonds shall not constitute a general obligation of the State of Florida or any of its agencies or political subdivisions, nor shall the full faith and credit of the State of Florida or any of its agencies or political subdivisions be pledged to the payment of the principal or redemption price of the 2013C Bonds or the interest on the 2013C Bonds.

As defined in the Resolution, Net Revenues means Gross Revenues (all Tolls, revenues, rates, fees, charges, receipts, rents and other income derived from or in connection with the operation of the Florida Turnpike, including, unless otherwise indicated by the Resolution, income from investments of funds and accounts created by the Resolution deposited in the Revenue Fund and the proceeds of any use and occupancy insurance relating to the Florida Turnpike) remaining after any necessary contribution to fund the Cost of Maintenance (all costs and expenses which are usually and ordinarily the obligation of the Department in keeping the Turnpike System as defined in the Resolution open to public travel, excluding all costs included in Cost of Operation, and excluding all costs for non-Toll roads, except feeder roads) and the Cost of Operation (all costs and expenses which arise by virtue of portions of the Turnpike System being operated as toll facilities and including the cost of collecting and accounting for Tolls, insurance, employee bond premiums, fees of consulting engineers, and all other expenses which would not be incurred if the entire Turnpike System were being operated as a non-Toll facility), after taking into account other sources of funds available to fund the Cost of Maintenance and the Cost of Operation. In this regard, it should be noted that the Department has covenanted to pay such costs from moneys in the State Transportation Trust Fund.

The Division is authorized under the Act and the Resolution to issue turnpike revenue bonds on behalf of the Department in addition to the 2013C Bonds, upon the terms and conditions set forth in the Resolution, and such bonds, when issued shall, with all other such bonds theretofore and thereafter issued, be entitled to the equal benefit, protection and security of the provisions, covenants and agreements of the Resolution.

In rendering the opinion in paragraph number 4 below, we have assumed continuing compliance with the requirements of the Internal Revenue Code of 1986, as amended (the "Code"), that must be met after the issuance of the 2013C Bonds in order that interest on the 2013C Bonds not be included in gross income for federal income tax purposes. The failure by the Division, the State Board of Administration or the Department to meet such requirements may cause interest on the 2013C Bonds to be included in gross income for federal income tax purposes retroactive to the date of issuance of the 2013C Bonds. The Division, the State Board of Administration and the Department have covenanted in the Resolution to comply with the requirements of the Code in order to maintain the exclusion from gross income for federal income tax purposes of interest on the 2013C Bonds.

In connection with the issuance of the 2013C Bonds, we have examined the Act, the Resolution, certified copies of certain proceedings of the Division, the State Board of Administration and the Department and such other documents, instruments, proceedings and opinions as we have deemed necessary to render this opinion. As to questions of fact material to our opinion, we have relied upon representations furnished to us by the Division and the Department, without undertaking to verify such representations by independent investigation.

Based upon the foregoing, we are of the opinion that:

(1) Pursuant to the Act, the Department is empowered to request the issuance of the 2013C Bonds and the Division is empowered to issue the 2013C Bonds on behalf of the Department.

(2) The Resolution has been duly adopted by the Board, is valid and binding upon the Division and the Department and is in full force and effect and enforceable in accordance with its terms. The 2013C Bonds are

entitled to the benefits and security of the Resolution for the payment thereof in accordance with the terms of the Resolution.

(3) The 2013C Bonds have been duly authorized, executed and issued in accordance with the Act and the Resolution. The 2013C Bonds represent valid special obligations of the Division and of the Department, enforceable in accordance with their terms and the terms of the Resolution. The 2013C Bonds are payable solely from the sources and in the manner described in the Resolution.

(4) Under existing statutes, regulations, rulings and court decisions, and assuming continuing compliance by the Division, the State Board of Administration and the Department with their respective covenants in the Resolution, interest on the 2013C Bonds is excluded from gross income for federal income tax purposes. Interest on the 2013C Bonds is not an item of preference for purposes of the alternative minimum tax imposed on individuals and corporations, however interest on the 2013C Bonds is taken into account in determining adjusted current earnings for purposes of computing the alternative minimum tax imposed on corporations.

(5) The 2013C Bonds and the income thereon are not subject to taxation under the laws of the State of Florida, except as to estate taxes imposed by Chapter 198, Florida Statutes, as amended, and taxes imposed by Chapter 220, Florida Statutes, as amended, on interest income or profits on debt obligations owned by corporations as defined therein.

The opinions set forth in the numbered paragraphs 2 and 3 above are subject to state and federal laws and equitable principles affecting the enforcement of creditors' rights.

Except as set forth in numbered paragraph 4 above, we express no opinion regarding other federal tax consequences resulting from the ownership, receipt or accrual of interest on, or disposition of the 2013C Bonds.

In rendering the foregoing opinions, we have assumed the accuracy and truthfulness of all public records and of all certifications, documents and other proceedings examined by us that have been executed or certified by public officials acting within the scope of their official capacities and have not verified the accuracy or truthfulness thereof.

We have also assumed the genuineness of the signatures appearing upon such public records, certifications, documents and proceedings.

Respectfully submitted,

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APPENDIX I

FORM OF CONTINUING DISCLOSURE AGREEMENT

This Continuing Disclosure Agreement (the "Disclosure Agreement") is executed and delivered by the State of Florida Department of Transportation (the "Department") and the Division of Bond Finance of the State Board of Administration of Florida (the "Division") in connection with the issuance of $267,405,000 State of Florida, Department of Transportation Turnpike Revenue Bonds, Series 2013C (the "Bonds"). This Disclosure Agreement is being executed and delivered pursuant to Section 12 of the resolutions adopted by the Governor and Cabinet, as the Governing Board of the Division on June 25, 2013, and September 24, 2013, respectively, providing for the sale of the Bonds. The Department and the Division covenant and agree as follows:

SECTION 1. PURPOSE OF THE DISCLOSURE AGREEMENT. This Disclosure Agreement is being executed and delivered by the Department and the Division for the benefit of the Registered Owners and Beneficial Owners of the Bonds and in order to assist the Participating Underwriters in complying with Rule 15c2-12 (the "Rule") of the Securities and Exchange Commission (the "SEC"). It shall inure solely to the benefit of the Department, the Division, the Registered Owners, the Beneficial Owners and the Participating Underwriters.

SECTION 2. DEFINITIONS. In addition to the definitions set forth in the resolution of the Governor and Cabinet of the Division of Bond Finance adopted on October 25, 1988, as amended and restated on May 17, 2005 (the "Resolution"), which apply to any capitalized term used in this Disclosure Agreement, the following capitalized terms shall have the following meanings:

"Beneficial Owner" shall mean any person which (a) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any Bonds (including persons holding Bonds through nominees, depositories or other intermediaries), or (b) is treated as the owner of any Bonds for federal income tax purposes.

"Participating Underwriter" shall mean any of the original underwriters of the Bonds required to comply with the Rule in connection with offering of the Bonds.

SECTION 3. CONTINUING DISCLOSURE. (A) Information To Be Provided. The Department assumes all responsibilities for any continuing disclosure as described below. In order to comply with the Rule, the Department hereby agrees to provide or cause to be provided the information set forth below, or such information as may be required to be provided, from time to time, under the Rule.

(1) Financial Information and Operating Data. For fiscal years ending on June 30, 2014, and thereafter, annual financial information and operating data shall be provided within nine months after the end of the State's fiscal year. Such information shall include:

(a) Revenue, Expense and Debt Service Coverage;
(b) Planned Toll Changes;
(c) Comparative Passenger Car Tolls;
(d) Total Toll Revenues;
(e) Concession Revenue;
(f) Operating Expenses; and
(g) STTF Funds available for O&M.

(2) Audited Financial Statements. If not submitted as part of the annual financial information, a copy of the Turnpike System's audited financial statements, prepared in accordance with generally accepted accounting principles, will be provided when and if available.

(3) Material Events Notices. Notice of the following events relating to the Bonds will be provided in a timely manner, not in excess of ten business days after the occurrence of the event:

(a) principal and interest payment delinquencies;
(b) non-payment related defaults;
(c) unscheduled draws on debt service reserves reflecting financial difficulties;
(d) unscheduled draws on credit enhancements reflecting financial difficulties;
(e) substitution of credit or liquidity providers, or their failure to perform;
(f) adverse tax opinions the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax status of the security;
(g) modifications to rights of security holders, if material;
(h) bond calls, if material, and tender offers;
(i) defeasances;
(j) release, substitution or sale of property securing repayment of the securities, if material;
(k) rating changes
(l) bankruptcy, insolvency, receivership or similar event of the obligated person;
(m) the consummation of merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and
(n) appointment of a successor or additional trustee or the change of name of a trustee, if material.

(4) Failure to Provide Annual Financial Information; Remedies.

(a) Notice of the failure of the Department to provide the information required by paragraphs (A) (1) or (A)(2) of this Section will be provided in a timely manner.

(b) The Department acknowledges that its undertaking pursuant to the Rule set forth in this Section is for the benefit of the Beneficial Owners and Registered Owners of the Bonds and shall be enforceable only by such Beneficial Owners and Registered Owners; provided that the right to enforce the provisions of such undertaking shall be conditioned upon the same enforcement restrictions as are applicable to the information undertakings in the Resolution and shall be limited to a right to obtain specific enforcement of the Department's obligations hereunder.

(B) Methods of Providing Information.

(1) (a) Annual financial information and operating data described in paragraph 3(A)(1) and the audited financial statements described in paragraph 3(A)(2) shall be transmitted to the Municipal Securities Rulemaking Board (hereafter "MSRB") using the MSRB's Electronic Municipal Market Access System ("EMMA") or by such other method as may be subsequently determined by the MSRB.

(b) Material event notices described in paragraph 3(A)(3) and notices described in paragraph 3(A)(4) shall also be transmitted to the MSRB using EMMA or by such other method as may be subsequently determined by the MSRB.

(2) (a) Information shall be provided to the MSRB in an electronic format as prescribed by the MSRB, either directly, or indirectly through an indenture trustee or a designated agent.

(b) All documents provided to the MSRB shall be accompanied by identifying information as prescribed by the MSRB.

(C) If this Disclosure Agreement is amended to change the operating data or financial information to be disclosed, the annual financial information containing amended operating data or financial information will explain, in narrative form, the reasons for the amendment and the impact of the change in the type of operating data or financial information being provided.

(D) The Department's obligations hereunder shall continue until such time as the Bonds are no longer Outstanding or until the Department shall otherwise no longer remain obligated on the Bonds.

(E) This Disclosure Agreement may be amended or modified so long as:

(1) any such amendments are not violative of any rule or regulation of the SEC or MSRB, or other federal or state regulatory body;

(2) the amendment may only be made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature, or status of the obligated person, or type of business conducted;

(3) this Disclosure Agreement, as amended, would have complied with the requirements of Rule 15c2-12 of the SEC at the time of the primary offering, after taking into account any amendments or interpretations of the rule, as well as any change in circumstances; and

(4) the amendment does not materially impair the interests of Beneficial Owners or Registered Owners, as determined either by parties unaffiliated with the issuer or obligated person (such as bond counsel), or by approving vote of the Beneficial Owners and Registered Owners pursuant to the terms of the Resolution at the time of the amendment.

SECTION 4. ADDITIONAL INFORMATION. If, when submitting any information required by this Disclosure Agreement, the Department chooses to include additional information not specifically required by this Disclosure Agreement, the Department shall have no obligation under this Disclosure Agreement to update such information or include it in any such future submission.

Dated this ______ day of __________________, 2014.

STATE OF FLORIDA DEPARTMENT OF TRANSPORTATION	DIVISION OF BOND FINANCE OF THE STATE BOARD OF ADMINISTRATION OF FLORIDA
By________________________________ Authorized Officer	By___________________________________ Assistant Secretary

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APPENDIX J

PROVISIONS FOR BOOK-ENTRY ONLY SYSTEM OR REGISTERED BONDS

The Depository Trust Company and Book-Entry Only System

THE INFORMATION IN THIS SECTION CONCERNING DTC AND DTC'S BOOK-ENTRY SYSTEM HAS BEEN OBTAINED FROM SOURCES THAT THE DIVISION BELIEVES TO BE RELIABLE; HOWEVER, THE DIVISION TAKES NO RESPONSIBILITY FOR THE ACCURACY THEREOF.

DTC will act as securities depository for the State of Florida, Department of Transportation Turnpike Revenue Bonds, Series 2013C (the “2013C Bonds”). The 2013C Bonds will be issued as fully-registered bonds registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered certificate will be issued for each maturity of the 2013C Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

DTC, the world’s largest depository, is a limited-purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities and Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments from over 100 countries that DTC participants (“Direct Participants”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“DTCC”). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“Indirect Participants” and together with Direct Participants, the “Participants”). DTC has Standard & Poor’s highest rating: AAA. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at **www.dtcc.com** and **www.dtc.org**.

Purchases of the 2013C Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the 2013C Bonds on DTC’s records. The ownership interest of each actual purchaser of each 2013C Bond (a “Beneficial Owner”) is in turn to be recorded on the Direct and Indirect Participants’ records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which such Beneficial Owner entered into the transaction. Transfers of ownership interests in the 2013C Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the 2013C Bonds, except in the event that use of the book-entry system is discontinued.

To facilitate subsequent transfers, all 2013C Bonds deposited by Direct Participants with DTC are registered in the name of DTC’s partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of 2013C Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in Beneficial Ownership. DTC has no knowledge of the actual Beneficial Owners of the 2013C Bonds; DTC’s records reflect only the identity of the Direct Participants to whose accounts such 2013C Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of 2013C Bonds may wish to take certain steps to augment transmission to them of notices of significant events with respect to the 2013C Bonds, such as redemptions, tenders, defaults, and proposed amendments to the 2013C Bond documents. For example, Beneficial Owners of 2013C Bonds may wish to ascertain that the nominee holding the 2013C Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners.

Redemption notices shall be sent to DTC. If less than all of the 2013C Bonds within a maturity are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such maturity to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the 2013C Bonds unless authorized by a Direct Participant in accordance with DTC's procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the Division as soon as practicable after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the 2013C Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Redemption proceeds and principal and interest payments on the 2013C Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detailed information from the Bond Registrar/Paying Agent, on the payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, (nor its nominee), the Bond Registrar/Paying Agent, the Division, or the Florida Department of Transportation (the "Department"), subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds and principal and interest to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the Bond Registrar/Paying Agent; disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services with respect to the 2013C Bonds at any time by giving reasonable notice to the Division or Bond Registrar/Paying Agent and discharging its responsibilities with respect thereto under applicable law. The Division may decide to discontinue use of the system of book-entry transfers for the 2013C Bonds through DTC (or a successor securities depository). Under such circumstances, in the event that a successor securities depository is not obtained, certificates for the 2013C Bonds will be printed and delivered as provided in the documents authorizing the issuance and sale of the 2013C Bonds.

For every transfer and exchange of beneficial interests in the 2013C Bonds, the Beneficial Owner may be charged a sum sufficient to cover any tax, fee or other government charge that may be imposed in relation thereto.

So long as Cede & Co., as nominee of DTC, is the registered owner of the 2013C Bonds, references herein to the Registered Owners or Holders of the 2013C Bonds shall mean Cede & Co. and not mean the Beneficial Owners of the 2013C Bonds unless the context requires otherwise.

The Division, the Department and the Bond Registrar/Paying Agent will not have any responsibility or obligation with respect to:

(i) the accuracy of the records of DTC, its nominee or any DTC Participant or any successor securities depository, participants thereof or nominee thereof with respect to any beneficial ownership interest in the 2013C Bonds;

(ii) the delivery to any DTC Participant or participant of any successor securities depository or any other person, other than a registered owner, as shown in the Bond Register, of any notice with respect to any 2013C Bond, including, without limitation, any notice of redemption;

(iii) the payment to any DTC Participant or participant of any successor securities depository or any other person, other than a registered owner, as shown in the Bond Register, of any amount with respect to the principal of, premium, if any, or interest on the 2013C Bonds, or the purchase price of, any 2013C Bond;

(iv) any consent given by DTC or any successor securities depository as registered owner; or

(v) the selection by DTC or any DTC Participant or by any successor depository or its participants of the beneficial ownership interests in the 2013C Bonds for partial redemption.

So long as the 2013C Bonds are held in book-entry only form, the Division, the Department and the Bond Registrar/Paying Agent may treat DTC and any successor Securities Depository as, and deem DTC and any successor Securities Depository to be, the absolute owner of the 2013C Bonds for all purposes whatsoever, including, without limitation:

(i) the payment of the principal of, premium, if any, and interest on the 2013C Bonds;

(ii) giving notices of redemption and other matters with respect to the 2013C Bonds;

(iii) registering transfers with respect to the 2013C Bonds; and

(iv) the selection of the beneficial ownership interests in the 2013C Bonds for partial redemption.

Payment, Registration, Transfer and Exchange

The following provisions shall only be applicable if the book-entry-only system of registration is discontinued; for provisions which are applicable while the book-entry only system of registration is in effect, see "Book-Entry Only System" above.

The Division, the Department and the Bond Registrar/Paying Agent may treat the Registered Owner of any 2013C Bond as the absolute owner for all purposes, whether or not such 2013C Bond is overdue, and will not be bound by any notice to the contrary.

Principal of and premium, if any, on the 2013C Bonds will be payable upon presentation and surrender of the 2013C Bonds when due at the corporate trust office of U.S. Bank Trust National Association, New York, New York, as Bond Registrar/Paying Agent.

Each 2013C Bond will be transferable or exchangeable only upon the registration books by the Registered Owner or an attorney duly authorized in writing, upon surrender of such 2013C Bond to the Bond Registrar/Paying Agent together with a written instrument of transfer (if so required) satisfactory in form to the Division of Bond Finance and the Bond Registrar/Paying Agent, duly executed by the Registered Owner or a duly authorized attorney. Upon surrender to the Bond Registrar/Paying Agent for transfer or exchange of any 2013C Bond, duly endorsed for transfer or accompanied by an assignment in accordance with the Resolution, the Bond Registrar/Paying Agent will deliver in the name of the transferee(s) a fully registered 2013C Bond of authorized denomination of the same maturity for the aggregate principal amount which the Registered Owner is entitled to receive.

Neither the Division nor the Bond Registrar/Paying Agent may charge the Registered Owner or transferee for any expenses incurred in making any exchange or transfer of the 2013C Bonds. However, the Division and the Bond Registrar/Paying Agent may require payment from the Registered Owner of a sum sufficient to cover any tax, fee, or other governmental charge that may be imposed in relation thereto. Such governmental charges and expenses must be paid before any such new 2013C Bond is delivered.

The Bond Registrar/Paying Agent will not be required to issue, transfer or exchange any 2013C Bonds on the Record Date.

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