

State of Florida
Division of Bond Finance

Notice

The following Official Statement does not constitute an offer to sell or the solicitation of an offer to buy bonds. It is marked with a dated date and speaks only as of that date, which may be prior to the date the Official Statement was posted on this website. The Division of Bond Finance undertakes no obligation to update any information included therein except for certain annual and periodic reports which may be found on the EMMA website of the Municipal Securities Rulemaking Board. This Official Statement may be removed from the website at any time. The information, estimates and expressions of opinion in the Official Statement are subject to change without notice and the posting of the Official Statement on this website does not imply that there has been no change in such information or the affairs of the State of Florida since the dated date of the Official Statement or date of posting such Official Statement.

New Money Issue - Book-Entry Only

This Official Statement has been prepared by the Division of Bond Finance to provide information about the 2022B 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, and G.



\$144,025,000
STATE OF FLORIDA
Department of Transportation
Turnpike Revenue Bonds
Series 2022B



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

Bond Ratings	AA (stable outlook) Fitch Ratings Aa2 (stable outlook) Moody’s Investors Service AA (stable outlook) S&P Global Ratings
Tax Status	In the opinion of Bond Counsel, interest on the 2022B Bonds is excluded from gross income for federal income tax purposes. Interest on the 2022B Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals. The 2022B 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” and “Appendix H – Form of Approving Opinion of Bond Counsel” herein.
Redemption	The 2022B Bonds are subject to optional and mandatory redemption as provided herein. See “REDEMPTION PROVISIONS” herein for more complete information.
Security	The 2022B Bonds are payable from Net Revenues of the Turnpike System and certain other funds held under the Resolution. The 2022B Bonds are not a general obligation of the State of Florida, and the full faith and credit of the State of Florida is not pledged to payment of the 2022B Bonds. See “SECURITY FOR THE BONDS” herein for more complete information.
Lien Priority	The lien of the 2022B Bonds on the Net Revenues is a first lien on such revenues and will be on a parity with the Outstanding Bonds and any subsequently issued Additional Bonds. The aggregate principal amount of Bonds expected to be Outstanding subsequent to the issuance of the 2022B Bonds is \$3,248,140,000, excluding certain previously refunded 2012A Bonds, which were economically, but not legally, defeased and will be redeemed on July 1, 2022.
Additional Bonds	Additional Bonds payable on a parity with the 2022B Bonds and the Outstanding Bonds may be issued if historical and projected Net Revenues are at least 120% of the Annual Debt Service Requirement and the Maximum Annual Debt Service in specified years. Additional statutory limitations also apply. See “ADDITIONAL BONDS” herein.
Purpose	Proceeds of the 2022B Bonds will be used to finance a portion of the 2022B Turnpike Project and to pay costs of issuance as more fully described in “PURPOSE OF THE ISSUE” herein.
Interest Payment Dates	January 1 and July 1, commencing July 1, 2022.
Record Dates	June 15 and December 15.
Form/ Denomination	The 2022B 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 2022B Bonds will not receive physical delivery of the 2022B Bonds.
Closing/ Settlement	It is anticipated that the 2022B Bonds will be available for delivery through the facilities of DTC in New York, New York on May 5, 2022.
Bond Registrar/ Paying Agent	U.S. Bank Trust Company, National Association, Orlando, Florida
Bond Counsel	Greenberg Traurig, P.A., Miami, Florida.
Issuer Contact/ Website	Division of Bond Finance, phone: (850) 488-4782, email: bond@sbafla.com , website: www.sbafla.com/bond
Maturity Structure	The 2022B Bonds will mature on the dates and bear interest at the rates set forth on the inside front cover.

MATURITY STRUCTURE

<u>Initial CUSIP</u> ©	<u>Due Date</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Yield*</u>	<u>First Optional Redemption Date and Price</u>
<u>Serial Bonds</u>					
343137 ND3	July 1, 2023	\$2,310,000	5.00%	1.84%	-
343137 NE1	July 1, 2024	2,425,000	5.00	2.10	-
343137 NF8	July 1, 2025	2,545,000	5.00	2.22	-
343137 NG6	July 1, 2026	2,670,000	5.00	2.30	-
343137 NH4	July 1, 2027	2,805,000	5.00	2.35	-
343137 NJ0	July 1, 2028	2,945,000	5.00	2.40	-
343137 NK7	July 1, 2029	3,095,000	5.00	2.50	-
343137 NL5	July 1, 2030	3,250,000	5.00	2.57	-
343137 NM3	July 1, 2031	3,410,000	5.00	2.65	-
343137 NN1	July 1, 2032	3,580,000	5.00	2.72	-
343137 NP6	July 1, 2033	3,760,000	5.00	2.77	July 1, 2032 @ 100%
343137 NQ4	July 1, 2034	3,950,000	5.00	2.80	July 1, 2032 @ 100
343137 NR2	July 1, 2035	4,145,000	5.00	2.83	July 1, 2032 @ 100
343137 NS0	July 1, 2036	4,355,000	4.00	3.14	July 1, 2032 @ 100
343137 NT8	July 1, 2037	4,525,000	4.00	3.21	July 1, 2032 @ 100
343137 NU5	July 1, 2038	4,710,000	4.00	3.23	July 1, 2032 @ 100
343137 NV3	July 1, 2039	4,895,000	4.00	3.25	July 1, 2032 @ 100
343137 NW1	July 1, 2040	5,090,000	4.00	3.26	July 1, 2032 @ 100
343137 NX9	July 1, 2041	5,295,000	4.00	3.27	July 1, 2032 @ 100
343137 NY7	July 1, 2042	5,505,000	4.00	3.29	July 1, 2032 @ 100
343137 NZ4	July 1, 2043	5,725,000	4.00	3.31	July 1, 2032 @ 100
343137 PA7	July 1, 2044	5,955,000	4.00	3.33	July 1, 2032 @ 100
343137 PB5	July 1, 2045	6,195,000	4.00	3.35	July 1, 2032 @ 100
343137 PC3	July 1, 2046	6,445,000	4.00	3.36	July 1, 2032 @ 100
343137 PD1	July 1, 2047	6,700,000	4.00	3.37	July 1, 2032 @ 100
<u>Term Bonds</u>					
343137 PJ8	July 1, 2052	\$37,740,000	4.00%	3.52%	July 1, 2032 @ 100%

* Yield information provided by underwriter.

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 2022B 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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Interim Executive Director and CIO
State Board of Administration of Florida

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DEPARTMENT OF TRANSPORTATION**

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OFFICIAL STATEMENT
Relating to
\$144,025,000
STATE OF FLORIDA
Department of Transportation
Turnpike Revenue Bonds
Series 2022B

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

INTRODUCTION

This Official Statement sets forth information relating to the sale and issuance of the \$144,025,000 State of Florida, Department of Transportation Turnpike Revenue Bonds, Series 2022B (the “2022B Bonds”), dated the date of delivery thereof, by the Division of Bond Finance of the State Board of Administration of Florida (the “Division”).

Proceeds of the 2022B Bonds will be used to finance a portion of the costs of acquisition and construction of the 2022B Turnpike Project, as defined herein, and to pay costs of issuance, as detailed in “PURPOSE OF THE ISSUE” herein.

The 2022B Bonds will be solely payable from the Net Revenues of the Turnpike System. The lien of the 2022B Bonds on the Net Revenues is on parity with the Outstanding Bonds, as described in “DESCRIPTION OF THE BONDS” herein. The aggregate principal amount of Bonds expected to be Outstanding subsequent to the issuance of the 2022B Bonds is \$3,248,140,000, excluding certain previously refunded 2012A Bonds, which were economically, but not legally, defeased and will be redeemed on July 1, 2022. **The 2022B Bonds are not secured by the full faith and credit of the State of Florida.** See “SECURITY FOR THE BONDS” herein for more detailed information.

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. Any websites to which links are provided herein are not incorporated into this Official Statement. To make an informed decision, a full review should be made of the entire Official Statement. The descriptions of the 2022B 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. Any addresses of or links to websites, which are contained herein, are not incorporated into this Official Statement and are given for convenience only. Copies of such documents may be obtained from the Division. Requests for additional information may be made to the Division at:

Division of Bond Finance

Phone: (850) 488-4782
Fax: (850) 413-1315
Email: bond@sbafla.com
Mail: P. O. Box 13300
Tallahassee, Florida 32317-3300
Website: www.sbafla.com/bond

Certain statements contained in this Official Statement (including the Appendices hereto) reflect not historical facts but forecasts and constitute “forward-looking statements.” No assurance can be given that the future results discussed herein will be achieved, and actual results may differ materially from the forecasts described herein. In this respect, the words “estimate,” “forecast,” “project,” “anticipate,” “expect,” “intend,” “believe,” “budget” and similar expressions are intended to identify forward-looking statements. All projections, forecasts, assumptions and other forward-looking statements in this Official Statement are expressly qualified in their entirety by the cautionary statement set forth above. Estimates are based on information available at the time of the estimates. Such estimates are subject to revision as additional information becomes available. Also, estimates are subject to risks and uncertainties which may cause results to differ materially from those estimates set forth herein. No assurance is given that actual results will not differ materially from the estimates provided herein.

End of Introduction

AUTHORITY FOR THE ISSUANCE OF THE 2022B BONDS

General Legal Authority

The 2022B Bonds are being issued by the Division on behalf of the State of Florida Department of Transportation (the “Department”) pursuant to Article VII, Section 11(d) of the Florida Constitution; the State Bond Act (Sections 215.57 through 215.83, Florida Statutes), and the Florida Turnpike Enterprise Law (Sections 338.22–338.241, Florida Statutes) (collectively, the “Act”); 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. Section 215.59(2), Florida Statutes, authorizes the Division to issue revenue bonds pursuant to Article VII, Section 11(d) of the Florida Constitution, and Section 338.227(3), Florida Statutes, authorizes the Division to issue such revenue bonds on behalf of the Department to finance or refinance the cost of Florida Turnpike System projects, subject to specific legislative authorization. Additionally, Section 215.79, Florida Statutes, authorizes the Division to issue refunding bonds to refund any outstanding revenue bonds.

Division of Bond Finance

The Division is a public body corporate created pursuant to the State Bond Act, and is authorized to issue bonds on behalf of the State and its agencies. The Governing Board of the Division (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 serves as an assistant secretary of the Governing Board and directs the day-to-day operations of the Division, including the issuance of bonds.

State Board of Administration of Florida

The State Board of Administration of Florida (the “Board”) was created under Article IV, Section 4 of the Florida Constitution, 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 Florida Constitution 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 is composed of the Governor, as Chairman, the Chief Financial Officer, and the Attorney General. Under the State Bond Act, the Board determines the fiscal sufficiency of all bonds proposed to be issued by the State of Florida and its agencies. It also acts as the fiscal agent of the Department in administering various funds and accounts established pursuant to the Resolution. See “SECURITY FOR THE BONDS – Flow of Funds” herein for a more detailed description of the funds and accounts managed by the Board.

Florida Transportation Commission

The Florida Transportation Commission (the “Commission”) is the statutorily-created oversight board of the Department. It consists of nine members appointed by the Governor, subject to confirmation by the Senate, who serve staggered four-year terms. The Commission’s mission is to provide policy guidance on transportation issues of statewide importance and by maintaining public accountability for the Department and other statutorily specified transportation authorities. The Commission reviews major transportation policy initiatives or revisions submitted by the Department; provides recommendations on major transportation policy to the Governor and State legislature; and reviews the performance, work program, financial status, budget requests, and long-range plans of the Department.

Department of Transportation

The Department is an executive branch State agency created pursuant to Article IV, Section 6 of the Florida Constitution and Section 20.23, Florida Statutes. The Department operates under the Florida Transportation Code (as defined in Section 334.01, Florida Statutes), which sets forth the Department’s role in the planning and development of an integrated, balanced statewide transportation system guided by the principals of preserving the existing transportation infrastructure, enhancing Florida’s economic competitiveness, and improving travel choices to ensure mobility. In addition to the Florida Transportation Code, the Department is governed by the Florida Turnpike Enterprise Law (Sections 338.22-338.241, Florida Statutes), which authorizes the Department to acquire, construct, maintain, and operate limited access toll highways and associated feeder roads and other structures as part of the Florida Turnpike System (the “Turnpike System” or the “System”).

The head of the Department is the Secretary of Transportation, who is nominated by the Commission, appointed by the Governor, and confirmed by the State Senate. The Department is a decentralized agency, with a Central Office, seven

District Offices (each with its own Secretary), the Turnpike Enterprise, and the Florida Rail Enterprise. Each of the District Secretaries and the Chief Executive Officer of the Turnpike Enterprise sit on the Executive Board of the Department.

Florida Turnpike Enterprise

The Florida Turnpike Enterprise (the “Turnpike Enterprise” or the “Enterprise”) operates the System pursuant to the Florida Turnpike Enterprise Law. Previously, some of the original portions of the System were constructed and managed by the Florida State Turnpike Authority, which was created in 1953 and incorporated into the Department in 1969, at which time and the Department succeeded to all the powers, properties and assets of the Florida State Turnpike Authority. Subsequently, 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 Enterprise. Since 2002, the System, which remains an asset of the Department, has been operated by the Enterprise as a business unit within the Department. In addition to creating the Enterprise to operate the System, Chapter 2002-20, Laws of Florida, incorporated the Department’s Office of Toll Operations into the Enterprise. The Enterprise collects Tolls for the System as well as nine Department-owned facilities and two Department-operated facilities. See “TOLLS – Methods of Toll Collection” herein for additional information. While the Enterprise is a business unit of the Department, it has the autonomy and flexibility to pursue innovations and best practices found in the private sector and apply those to the System to improve cost-effectiveness and timeliness in project delivery, increase System revenues, expand the System’s capital program capability, and improve quality of service to its customers, while protecting Bondholders and preserving, expanding, and improving the System.

Nicola Liquori serves as the Chief Executive Officer and Executive Director of the Enterprise. Prior to her appointment, Ms. Liquori served as the Chief Executive Officer for the Central Florida Rail Systems/Sun Rail; she also previously served as the Deputy Executive Director and Chief Financial Officer of the Enterprise. The Chief Executive Officer of the Enterprise and seven-member leadership team made up of the Chief Financial Officer (Jacki Churchill), the Director of Transportation Development (Christina Colon), the Director of Transportation Operations (Maria Connolly), the Director of Communications-Marketing (Angela Starke), the Director of Administration (Laura Duran), the Director of Toll Operations (Juan Ignacio Gomez Lobo), and the Chief Counsel (Mark Dlugokienski) oversee the Enterprise’s operation of the System and Department-owned and operated Toll facilities. The Enterprise is organized into six functional program areas as follows:

<u>Program Area</u>	<u>Office</u>
Finance, Procurement, Business Development and Concessions	Chief Financial Officer
Production and Planning	Director of Transportation Development
Highway Operations, Construction, and Maintenance	Director of Transportation Operations
Communications and Marketing	Director of Communications – Marketing
Administration	Director of Administration
Toll Systems and Customer Toll Operations	Director of Toll Operations

Administrative Approval

The Governing Board authorized the issuance of various Series of State of Florida, Department of Transportation Turnpike Revenue Bonds (the “Bonds”) by a resolution, the Authorizing Resolution, adopted on October 25, 1988, as amended and restated on May 17, 2005, a copy of which is attached hereto as Appendix E, and as further amended by the Forty-eighth Supplemental Resolution, adopted on December 4, 2018 (the “Amendment”), a copy of which is attached hereto as Appendix F (collectively, “Resolution”).

The Department, by a resolution dated September 3, 2021, requested the Division to issue the 2022B Bonds. The Governing Board authorized the issuance and competitive sale of the 2022B Bonds by the Fifty-sixth Supplemental Resolution, adopted on September 21, 2021, a copy of which is attached hereto as Appendix G. The Board approved the fiscal sufficiency of the 2022B Bonds by a resolution adopted on September 21, 2021.

DESCRIPTION OF THE BONDS

The 2022B 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 Outstanding State of Florida, Department of Transportation Turnpike Revenue and Revenue Refunding Bonds, Series 2012A through 2022A (the “Outstanding Bonds”). See “SECURITY FOR THE BONDS” herein for additional information.

The 2022B Bonds are being issued as fully registered bonds in the denomination of \$1,000 or integral multiples thereof. The 2022B 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, 2022, for the period from the date of delivery thereof to July 1, 2022, and semiannually thereafter

on January 1 and July 1 of each year, until maturity or redemption. Interest on the 2022B Bonds will be calculated on the basis of a 360-day year consisting of twelve 30-day months.

The 2022B Bonds will initially be issued exclusively in “book-entry” form. Ownership of one 2022B 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 2022B Bonds. Individual purchases of the 2022B Bonds will be made in book-entry form only, and the purchasers will not receive physical delivery of the 2022B Bonds or any certificate representing their beneficial ownership interest in the 2022B 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 2022B Bonds if the book-entry only system of registration is discontinued.

REDEMPTION PROVISIONS

Optional Redemption

The 2022B Bonds maturing in the years 2023 through 2032, both inclusive, are not subject to optional redemption prior to their stated dates of maturity. The 2022B Bonds, including the Term Bonds, maturing in 2033 and thereafter are redeemable prior to their stated dates of maturity, without premium, at the option of the Division (i) in part, by maturities and/or Amortization Installments to be selected by the Division, and by lot within a maturity and/or Amortization Installment if less than an entire maturity and/or Amortization Installment is to be redeemed, or (ii) as a whole, on July 1, 2032, or on any date thereafter, at the principal amount of the 2022B Bonds so redeemed, together with interest accrued to the date of redemption.

Mandatory Redemption

The 2022B Bonds maturing on July 1, 2052 (the “Term Bonds”), are subject to mandatory redemption in part, by lot at par, on July 1, 2048, and on each July 1 thereafter to and including July 1, 2052, at the principal amount of the Term Bonds to be redeemed, without premium, plus accrued interest, from Amortization Installments in the years and amounts as follows:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2048	\$6,970,000	2051	\$7,840,000
2049	7,245,000	2052	8,150,000
2050	7,535,000		

The Board may, at any time on or prior to 60 days before the mandatory redemption date, use moneys in the Bond Amortization Account for payment of an Amortization Installment to purchase Term Bonds at prices not greater than their redemption price on the next redemption date. The principal amount of Term Bonds so purchased or called for redemption will be credited to the remaining Amortization Installments in order of their due dates.

Notice of Redemption

Notices of redemption of 2022B 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 2022B 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 2022B Bonds called for redemption will cease to accrue upon the redemption date.

Failure to give any required notice of redemption as to any particular 2022B Bonds will not affect the validity of the call for redemption of any 2022B 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

The 2022B Bonds are being issued to finance a portion of the costs of acquisition and/or construction of the 2022B Turnpike Project, as defined below, and to pay costs of issuance.

2022B Turnpike Project

Description of the 2022B Turnpike Project – The 2022B Turnpike Project includes the following projects:

- (a) the widening State Road 821, the Homestead Extension of Florida’s Turnpike (“HEFT”), to ten lanes in Miami-Dade County;
- (b) the construction of State Road 589, the Suncoast Parkway 2, from US Highway 98 in Hernando County to State Road 44 in Citrus County;
- (c) the construction the First Coast Expressway Phase One Extension from Blanding Boulevard to east of County Road 209 in Clay County;
- (d) the widening of State Road 570, the Polk Parkway, to four lanes, from County Road 546, Old Dixie Highway, to milepost 22 in Polk County; and
- (e) the widening of State Road 91, the Turnpike Mainline from State Road 50, Clermont, to Minneola in Lake and Orange Counties.

All components of the 2022B Turnpike Project have previously received legislative approval pursuant to Section 338.2275(1), Florida Statutes, and have been partially financed through the prior issuance of various Series of Bonds. Additionally, the 2022B Turnpike Project was approved in the Fiscal Year 2022 General Appropriations Act. In addition to the 2022B Turnpike Project, a portion of the proceeds of the 2022B Bonds may also be used to finance all or a portion of any other Turnpike Projects provided that such work program has received legislative approval in accordance with Section 338.2275(1), Florida Statutes, and that the Department has determined that such Turnpike Projects are economically feasible, as required by Section 338.2275(3), Florida Statutes.

Permits, Design and Construction Status – All components of the 2022B Turnpike Project are through the planning and project development and environmental study phases. All required permits have been received; design and preliminary engineering work are substantially complete; and all components of the 2022B Turnpike Project have moved to the construction phase. The Department anticipates that components of the 2022B Turnpike Project will be completed and open to traffic between spring 2022 and fall 2026, as set forth in the table below.

<u>Project</u>	<u>Anticipated Completion</u>
Suncoast Parkway 2	Spring 2022
Polk Parkway Widening	Summer 2024
First Coast Expressway Phase One Extension	Fall 2024
HEFT Widening	Summer 2025
Mainline Widening (Clermont to Minneola)	Fall 2026

Further information concerning the purpose, description, location, status, cost estimates, and total budget with funding sources for each of the projects included in the 2022B Turnpike Project is included in the Consulting Engineer’s Report, a copy of which is attached hereto as Appendix B.

2022B Construction Account

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 within the Turnpike Plan Construction Fund, the Turnpike Series 2022B Construction Account (the “2022B Construction Account”), is being established pursuant to the Fifty-sixth Supplemental Resolution for the 2022B Bonds to pay costs of the 2022B Turnpike Project. The Registered Owners of the 2022B 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 by the Chief Financial Officer.

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Sources and Uses of Funds

Sources of Funds:	
Par Amount of 2022B Bonds.....	\$144,025,000
Original Issue Premium	<u>11,779,401</u>
Total Sources.....	<u>\$155,804,401</u>
Uses of Funds:	
Deposit to 2022B Construction Account	\$155,000,000
Underwriter’s Discount	537,967
Cost of Issuance	<u>266,434</u>
Total Uses	<u>\$155,804,401</u>

Application of the 2022B Bond Proceeds

Upon receipt of the proceeds of the sale of the 2022B Bonds, and after reserving an amount sufficient to pay all Costs of Issuance, including a reasonable service charge for the services of the Division, and accrued interest, if any, the remainder of the 2022B Bond proceeds will be deposited in the 2022B Construction Account within the Turnpike Plan Construction Fund. Withdrawals from the Turnpike Plan Construction Fund 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 2022B Construction Account after completion of the 2022B 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 BONDS

The 2022B 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 Outstanding Bonds and any Additional Bonds hereafter issued. See “ADDITIONAL BONDS” below for a discussion of the terms, restrictions, and conditions on the issuance of Additional Bonds pursuant to the Resolution. The aggregate principal amount of Bonds expected to be outstanding subsequent to the issuance of the 2022B Bonds is \$3,248,140,000, excluding certain economically, but not legally, defeased 2012A Bonds which will be redeemed on July 1, 2022.

Pledge of Revenues

The Resolution defines Net Revenues as the revenues derived from the operation of the System after deducting the Cost of Operation and Cost of Maintenance. The Department has covenanted to pay all costs of operation and maintenance of the System from the State Transportation Trust Fund (“STTF”), in effect making 100% of System Gross Revenues available for debt service. The System’s 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 the Bonds. See “SECURITY FOR THE BONDS – Payment of Costs of Operation and Maintenance from STTF” herein.

The 2022B 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 2022B 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 2022B Bonds.** The issuance of the 2022B Bonds does not, directly or indirectly or contingently obligate the State of Florida to use State funds, other than the Net Revenues of the System, 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 2022B Bonds.

Flow of Funds

The Resolution establishes certain funds and accounts, as follows: (i) the “Revenue Fund”, (ii) the “Operation and Maintenance Fund” (consisting of the “Cost of Operation Account” and the “Cost of Maintenance Account”); (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;” (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 for deposit into the Revenue Fund. Except for the Operation and Maintenance Fund and the Operation and Maintenance 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 for a discussion of the investment of such funds by the Board.

Application of Revenues

The Resolution provides that on the 15th day of each month, Revenues deposited in the Revenue Fund shall be deposited, to the extent necessary, in the following funds and accounts and applied as described below.

Revenues are first deposited into the Operation and Maintenance Fund in amounts equal to 1/12th of the Cost of Operation and 1/12th of the Cost of Maintenance. By July 2021, the Department had made sufficient deposits in the Cost of Operation Account 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 2022, respectively. Because the Costs of Operation and Maintenance are to be paid from the STTF in accordance with the Covenant, as defined below, instead of from the Operation and Maintenance Fund, the moneys on deposit in the Operation and Maintenance Fund will not need to be drawn down and no additional Revenues will be deposited therein. See “SECURITY FOR THE BONDS – Payment of Costs of Operation and Maintenance from STTF” below for a discussion of the payment of the Cost of Operation and the Cost of Maintenance by the Department pursuant to the Covenant.

Next, Revenues are deposited 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 into 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 in such Fiscal Year. No distinction or preference exists 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, as such accounts are on a parity with each other as to payment from the Sinking Fund. Any deficiencies in these accounts will be restored from the first Net Revenues available to the Department.

Revenues are then 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 in each such subaccount. See “SECURITY FOR THE BONDS – Debt Service Reserve Account” below for a discussion on the amount of this requirement.

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.

Subsequently, Revenues are deposited into the Operation and Maintenance Reserve Fund to the extent necessary to maintain an amount on deposit therein of 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 Operation and Maintenance 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.

Lastly, 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.

Payment of Cost of Operation and Cost of Maintenance from the STTF

Although the Resolution requires that moneys in the Revenue Fund first be applied to pay the Cost of Operation and Cost of Maintenance, the Department has covenanted and agreed to pay such Cost of Operation and Cost of Maintenance from the STTF (the “Covenant”), as authorized by Section 206.46(5), Florida Statutes. 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 terms of the Covenant were approved as part of validation proceedings with respect to previously authorized Turnpike Revenue and Revenue Refunding Bonds. A copy of the Covenant is attached hereto as Appendix D. Further, the State has covenanted that it will not repeal or impair or amend the statutory authorization for the Covenant in any manner that will materially and adversely affect the rights of Bondholders so long as Bonds are outstanding.

Pursuant to the Covenant, the Department pays all Cost of Operation and Cost of Maintenance directly from monies in the STTF. The Covenant requires that the STTF be reimbursed from moneys available in the General Reserve Fund, the last fund in the flow of funds, on a monthly basis. If there are insufficient monies in the General Reserve Fund 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 System, the reimbursement obligation would become a debt of the Enterprise to the STTF, payable from the General Reserve Fund.

For Fiscal Year 2021, the Enterprise advanced \$125 million to the STTF, which will reduce its reimbursements to the STTF for payments made for Cost of Operation and Cost of Maintenance by \$25 million per year in each of the Fiscal Years from 2021 through 2025. These reductions to reimbursements to the STTF for payments made for Cost of Operation and Cost of Maintenance are not included in financial projections for Fiscal Years 2022 through 2025 shown herein in “SECURITY FOR THE BONDS – Turnpike Operations and Maintenance (“O&M”) Coverage from STTF” or “TURNPIKE SYSTEM FINANCIAL DATA – Projected Revenues, Expenses, and Debt Service Coverage.”

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 Cost of Operation and Cost of Maintenance 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 Cost of Operation and the Cost of Maintenance from the STTF pursuant to the Covenant.

The following table shows the STTF funds available to meet the Covenant. The Enterprise has prepared the prospective financial information set forth below 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 Enterprise’s management, was prepared on a reasonable basis, reflects the best currently available estimates and judgments, and presents, to the best of their knowledge and belief, the expected course of action and the expected future financial performance of the System. Neither the Enterprise’s independent auditors, nor any other independent accountants have compiled, examined or performed any procedures with respect to the projected financial information contained in the following table. **Additionally, the projections are statements of opinion and are subject to future events which may cause the actual results to differ materially from those set forth herein. Undue reliance should not be placed on these projections. No representation is made that the amounts of STTF receipts will be available or that the Prior Lien Obligations will not be revised in any projected Fiscal Year.**

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Turnpike Operations and Maintenance (“O&M”) Coverage from STTF
(in millions of dollars)

	<u>Fiscal Year</u>	<u>STTF Receipts Available¹</u>	<u>Prior Lien Obligations²</u>	<u>Available for Turnpike O&M</u>	<u>Turnpike O&M Payments³</u>	<u>Turnpike O&M Coverage</u>
<i>Historical</i>	2017	\$3,572.6	\$387.0	\$3,185.6	\$215.7	14.77x
	2018	3,616.3	370.4	3,245.9	233.0	13.93x
	2019	3,776.9	490.8	3,286.1	238.3	13.79x
	2020	3,829.9	722.3	3,107.6	242.9	12.79x
	2021	3,959.3	598.4	3,360.9	252.5	13.31x
<i>Projected</i>	2022	\$4,274.7	\$779.9	\$3,494.9	\$249.8	13.99x
	2023	4,369.2	523.0	3,846.1	260.1	14.79x
	2024	4,510.0	572.2	3,937.9	266.1	14.80x
	2025	4,606.5	512.1	3,094.3	271.1	15.10x
	2026	4,692.5	471.3	4,221.2	277.9	15.19x
	2027	4,825.1	486.1	4,339.1	284.8	15.24x

Source: Florida Turnpike Enterprise Finance Office.

- ¹ Amounts for Fiscal Years 2017 through 2021 are actual. Projections of State Receipts Available for Fiscal Years 2022 through 2027 are based on the Revenue Estimating Conference estimates of STTF Revenue, adjusted by the Department to reflect the statutory percentage reserved for public transportation projects, exempt revenues, the Department’s share of documentary stamps, and interest earnings and miscellaneous revenues from the Department’s Cash Forecast based on the Tentative Work Program Plan with January 2022 Revenue Estimating Conference estimates of the STTF.
- ² Amounts for Fiscal Years 2017 through 2021 are actual. Projections of Prior Lien Obligations for Fiscal Years 2022 through 2027 are based on the Department’s Cash Forecast which is based on the Tentative Work Program Plan with January 2022 Revenue Estimating Conference estimates of the STTF. Prior Lien Obligations include debt service payments on Right-of-Way Acquisition and Bridge Construction Bonds, Federal Highway Reimbursement Revenue Bonds (Indirect GARVEEs), certain Seaport Bonds, Florida Department of Transportation Financing Corporation bonds, State Infrastructure Bank repayments pledged for debt service, Public-Private Partnership Concession Agreements and 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 (TIFIA) loan repayments, and Turnpike Enterprise Toll Facilities Revolving Trust Fund and Operation and Maintenance loans.
- ³ Amounts for Fiscal Years 2017 through 2021 are actual. Amounts for Fiscal Years 2022 through 2027 are projections from the Traffic and Earnings Report, attached hereto as Appendix A. In Fiscal Year 2021, the Enterprise advanced \$125 million to the STTF, which reduced its reimbursements to the STTF for payments made for Cost of Operation and Cost of Maintenance by \$25 million in Fiscal Year 2021 and will reduce its reimbursements by \$25 million per year in each Fiscal Year from 2022 through 2025; such reductions discussed in “SECURITY FOR THE BONDS – Payment of Cost of Operation and Cost of Maintenance from STTF” are not reflected in the table above.

Debt Service Reserve Account

Generally –The Resolution establishes a Debt Service Reserve Account and subaccounts therein to secure one or more Series of Bonds, to be funded at the discretion of the Director of the Division. Moneys deposited 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. Each subaccount is available to cure deficiencies in the Sinking Fund only with respect to the Series of Bonds for which it was established. The Resolution also allows one or more Reserve Account Credit Facilities to be deposited in the Debt Service Reserve Account in lieu of funding it with cash.

Debt Service Reserve Requirement – The Resolution establishes the Debt Service Reserve Requirement for each subaccount in the Debt Service Reserve Account as an amount determined by the Director of the Division that does not exceed the lesser of (i) 125% of the average Annual Debt Service Requirement for the then current and succeeding Fiscal Years; (ii) the 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 Internal Revenue Code, as amended, with respect to the Bonds for which subaccount has been funded. The Amendment, which became effective in accordance with Section 7.03 of the Resolution upon the issuance of the 2021C Bonds, permits the Debt Service Reserve Requirement to be zero. As such, the Division may issue Bonds that are not secured by a subaccount in the Debt Service Reserve Account.

Debt Service Reserve Subaccount Securing the 2012A through 2021B Bonds – The Outstanding 2012A through 2021B Bonds are secured by a subaccount in the Debt Service Reserve Account (the “Subaccount”). The Subaccount is currently funded by cash and U.S. Treasury investments in the amount of \$170,705,220, which represents 125% of the average Annual Debt Service Requirement for the current and succeeding Fiscal Years on the Outstanding 2012A through 2021B Bonds. Following the redemption of the previously refunded portion of the 2012A Bonds, which were economically, but not legally, defeased and will be redeemed on July 1, 2022, the Subaccount will be funded in the amount of \$159,989,013.

The Amendment permits, *but does not require*, the reduction of the Debt Service Reserve Requirement to zero on the 2018A through 2021B Bonds, at which time the Registered Owners of such Bonds would no longer have any claim on the Subaccount. At this time, there are no plans to reduce the Debt Service Reserve Requirement for the 2018A through 2021B Bonds pursuant to the Amendment.

The Subaccount is also funded by debt service surety bonds totaling \$190,879,187 issued by: Ambac Assurance Corporation (“Ambac”) in the amount of \$84,763,631; MBIA Insurance Corporation (“MBIA”) in the amount of \$59,394,551; Assured Guaranty Municipal Corp., formerly Financial Security Assurance, Inc. (“AG Muni”), in the amount of \$24,574,400; and Financial Guaranty Insurance Company (“FGIC”) in the amount of \$22,146,605. MBIA has entered into a reinsurance agreement with National Public Finance Guarantee Corporation (“National”) whereby National has reinsured all U.S. public finance transactions of MBIA. As a result of downgrades of these insurers, the Department was required to provide additional reserve funding. As a result, the Subaccount is now fully funded with cash and U.S. Treasury investments. See “MISCELLANEOUS – Bond Ratings” below for the current ratings of Ambac, MBIA, AG Muni, and FGIC.

2022B Bonds Not Secured by the Debt Service Reserve Account

The Debt Service Reserve Requirement for the 2022B Bonds has been determined by the Director of the Division to be zero. No deposit will be made to any subaccount in the Debt Service Reserve Account from the proceeds of the 2022B Bonds. **The 2022B Bonds will not be secured by the Debt Service Reserve Account or any subaccount therein.**

Turnpike Debt Management Policy

The Department has established debt management guidelines for the Enterprise 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 System 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.

Junior Lien Obligations

The Division 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 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 Enterprise 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 Enterprise 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 Enterprise from the federally funded State Infrastructure Bank (“SIB”) and the STTF. The Enterprise paid off its loan from the STTF in January 2020, and as of June 30, 2021, subordinated debt was outstanding in the amount of \$19.7 million for the loans from the SIB. The following table shows the scheduled repayment of subordinated debt.

Scheduled Subordinated Debt Repayments as of June 30, 2021
(in thousands of dollars)

Fiscal Year	<u>2022</u>	<u>2023</u>	<u>2024</u>	<u>2025</u>	<u>2026-2034</u>	<u>Total</u>
SIB Loans	\$3,218	\$3,218	\$3,218	\$3,218	\$6,875	\$19,747

Source: Florida Turnpike Enterprise Finance Office.

ADDITIONAL BONDS

Issuance of Additional Bonds

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

- (a) The Board must approve the fiscal sufficiency of the Additional Bonds prior to the sale thereof;
- (b) Sufficient Revenues must have been collected and transferred to the Board to make all prior and current payments under the Resolution, and neither the Division nor the Department may be in default thereunder;
- (c) All principal of and interest on any Bonds which became due on or prior to the date of delivery of the Additional Bonds must be paid;
- (d) The Department must file a certificate with the Board and the Division signed by an Authorized Officer of the Department setting forth the 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) The Department must file a certificate with the Board and the Division from the Traffic Engineer stating the estimated Net Revenues to be collected during the current Fiscal Year and each Fiscal Year thereafter, up 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 the Tolls and other income in connection with the operation of the System which will become effective during such period; and
- (f) The Board and the Division must determine that:
 - (1) the amount of Net Revenues shown by the certificate described in paragraph (d) are at least 120% of the Annual Debt Service Requirement for the current Fiscal Year on account of all Bonds then Outstanding;
 - (2) the amount of Net Revenues shown by the certificate described in paragraph (e) for the current Fiscal Year and for each Fiscal Year thereafter, up to and including the first complete Fiscal Year immediately succeeding the estimated completion date of the Turnpike Projects to be financed by the Additional Bonds, are at least 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 of Net Revenues shown by the certificate described in paragraph (e) for each of the three complete Fiscal Years after the estimated completion date of the Turnpike Projects to be financed by the Additional Bonds are at least 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 Annual Debt Service Requirement of any Bonds to be refunded and defeased from the proceeds of the proposed Additional Bonds is excluded in making the determinations required in paragraph (f) above. Additionally, those Additional Bonds which are issued to refund Outstanding Bonds with debt service savings in each Fiscal Year are exempt from the provisions of paragraphs (d), (e), and (f) above. All of the applicable above terms, conditions and restrictions having been complied with, the 2022B Bonds will be issued on a parity with the Outstanding Bonds.

Planned Near-Term Bond Issues

The Department established a cash management policy allowing bond issuance to be based on cash flow requirements over the construction period of the capital improvements undertaken by the Enterprise. The Adopted Work Program for the System, which consists of the five-year period from Fiscal Year 2022 through 2026, includes approximately \$8.9 billion of capital projects of which approximately \$2.6 billion will be funded through planned Bond issuances in Fiscal Year 2022 through Fiscal Year 2026, including \$705 million of proceeds generated by issuances of the 2021B, 2021C Bonds, and 2022B Bonds in Fiscal Year 2022. See "THE TURNPIKE SYSTEM – Project Development Process" herein for a discussion of the annual development of the Department's Adopted Work Program, which includes all planned capital projects for the System.

The Enterprise’s statutory cap under Section 338.2275, Florida Statutes, limits the amount of Bonds that may be outstanding at any given time to \$10.0 billion.

The Department expects to issue Bonds annually, as needed, to fund the continuation of Turnpike Projects under construction and undertake new Turnpike Projects. The following are the Department’s planned new money Bond issuances for Fiscal Year 2022 through Fiscal Year 2026:

Planned Near-Term Bond Issues
(in millions of dollars)

Fiscal Year	<u>2022</u>¹	<u>2023</u>	<u>2024</u>	<u>2025</u>	<u>2026</u>	<u>Total</u>
Amount of Bonds	\$705.0	\$427.6	\$449.4	\$472.9	\$509.0	\$2,563.9

Source: Florida Turnpike Enterprise Finance Office.

¹ Fiscal Year 2022 includes \$550.0 million of proceeds previously generated by the issuance of the 2021B and 2021C Bonds and \$155 million of proceeds generated by the issuance of the 2022B Bonds.

The various Turnpike Projects that the Enterprise anticipates funding with the proceeds of these planned debt issuances in Fiscal Year 2022 through Fiscal Year 2026 include: the extension of the First Coast Expressway in Clay County; widening the Sawgrass Expressway in Broward County; widening the Mainline in Lake County, Palm Beach County, and Osceola County; widening the Seminole Expressway in Seminole County; the extension of the Central Polk Parkway in Polk County; interchange improvements on the Sawgrass Expressway in Broward County; interchange modifications on the Mainline in Osceola County; the construction of new tolled interchanges on the Mainline in Osceola County and Orange County; widening the HEFT in Miami-Dade County; and the construction of the Suncoast Parkway, primarily in Citrus County.

TOLLS

Toll Covenant

The Department has covenanted in the Resolution to fix, establish, and collect Tolls for the use of the System (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 (the “Toll Covenant”). Excess Revenues collected in any Fiscal Year may not be credited against the foregoing requirements for any subsequent Fiscal Year. Additionally, State law requires the Department to fix, adjust, charge, and collect Tolls that are sufficient to pay the costs of operating and maintaining the System and to pay principal of and interest on the Bonds. The State has also pledged to Bondholders that the State will not limit or restrict the Department’s ability to establish and collect sufficient Tolls and fulfill its covenants with Bondholders.

The Resolution provides that the Department may not reduce Toll rates or remove Tolls from all or any portion of the System so long as any of the Bonds are Outstanding unless the Traffic Engineers certify that the amount of Toll revenues to be produced after any such proposed Toll rate reduction or Toll removal will be sufficient to comply with the Toll Covenant in each Fiscal Year thereafter. From time to time, the Governor may declare a State of Emergency in response to a hurricane that temporarily suspends Toll collection on specified portions of the System in order to facilitate an orderly evacuation from and subsequent return to impacted areas. Historically, temporary suspensions of Toll collection during such times have had minimal impacts to System Revenues.

Annually, on or before February 1, the Department reviews the financial condition of the System and the Bonds, and estimates the Revenues for the following Fiscal Year to determine by resolution whether the estimated Revenues will be sufficient to comply with the Toll Covenant. The Department files such resolution and a certificate setting forth the pertinent financial information required by the Resolution with the Board. If the Department determines that the Revenues for the following Fiscal Year may not be sufficient to comply with the Toll Covenant, it will have the Traffic Engineers make a study and recommend a schedule of Tolls which will provide Revenues sufficient to comply with the Toll Covenant in such Fiscal Year and to restore any deficiency at the earliest practicable time; if there is a deficiency, the Department must implement the recommended schedule of Tolls as soon as practicable during such Fiscal Year.

Failure to comply with the Toll Covenant will not constitute a default under the Resolution if principal and interest on the Bonds is paid when due and the Department either (i) establishes a schedule of Tolls recommended by the Traffic Engineers which will comply with the Toll Covenant during such Fiscal Year; or (ii) if the Traffic Engineers certify that a Toll schedule which would comply with the Toll Covenant is impracticable at that time, establishes a schedule of Tolls recommended by the Traffic Engineers which will comply as nearly as practicable with the Toll Covenant.

Toll 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 and to pay debt service on the Bonds, as discussed in “TOLLS – Toll Covenant,” above. 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 reductions, which are subject to the provisions discussed in “TOLLS – Toll Covenant” above), provided that such action is recommended by the Traffic Engineers and will not result in a reduction in Net Revenues in any Fiscal Year. From time to time, the Enterprise may implement discount or rebate programs for SunPass customers on the System or portions thereof and on Department-owned or operated Toll facilities. See Appendix A, “Traffic and Earnings Report” for a breakdown of the current Toll rates by vehicle classification and payment method for the various components of the System and a comparison of those Toll rates to the published rates of other toll roads in the State and with a cross-section of toll roads nationwide.

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 Department must send a notice of its intent to implement a revised Toll rate schedule to the Florida Department of State along with documentation regarding the purpose, intent, and economic impact of the proposed revision to the Toll rates, which is then published in the Florida Administrative Register (“FAR”). After public comment and a public hearing, if requested, the Department’s final action will then be published in FAR. The APA process results in the public notice occurring close to the time the Toll rate is implemented for existing projects. For new Turnpike Projects, the Department is required by law to publish and adopt a Toll rate during the planning and project development phase.

Statutory Requirement to Index Tolls to Inflation – Section 338.165, Florida Statutes, requires the Department to index Toll rates on existing System facilities and other Department-owned toll facilities to the annual Consumer Price Index (“CPI”) or similar inflation indicator. 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. Toll rates may be increased above inflation to comply with statutory Toll covenants and the Toll Covenant. Toll rates may also be adjusted above inflation if authorized by the Governing Board, or pursuant to Department administrative rule. The Department typically evaluates SunPass and TOLL-BY-PLATE Toll rates on an annual basis to determine whether the year-over-year change in CPI merits an adjustment, and has adjusted the cash Toll rates every five years. The first indexing of Toll rates pursuant to this statutory requirement occurred in 2012. Following the initial indexing of Toll rates, SunPass and TOLL-BY-PLATE Toll rates were incrementally increased in Fiscal Years 2014, 2015, and 2016 and again in Fiscal Year 2018. See Appendix A, “Traffic and Earnings Report, Table 4 – Toll Increases and Toll Modifications” for additional information on the increases from each Toll rate indexing and other historical Toll rate modifications. The initial Systemwide indexing resulted in a slight decline in overall traffic (approximately 1.5%) from Fiscal Year 2012 to Fiscal Year 2013, and the relatively small increase in Toll rates resulting from indexing from Fiscal Years 2014 through 2018 did not negatively impact traffic. Overall traffic on the System increased by over 36% from Fiscal Year 2013 through 2018. See “TOLLS – Historical Toll Transactions” herein for additional information on System traffic.

While Toll rates are evaluated annually, the Department has flexibility to select the timing of any Toll rate adjustments for inflation within the statutory one- to five-year adjustment period and decided to hold Toll rates constant in Fiscal Years 2019 through 2022. As part of the 2022 Legislative Session, the State Legislature adopted an amendment to Section 338.165, Florida Statutes, which prohibits adjusting Toll rates for inflation during the 2023 Fiscal Year. All Toll revenue projections shown in the “TURNPIKE SYSTEM FINANCIAL DATA – Projected Revenues, Expenses, and Debt Service Coverage,” which are as stated in Appendix A, “Traffic and Earnings Report,” are based on the current Toll rate structure and do not include potential additional Toll revenues from increases in Toll rates.

Methods of Toll Collection

The primary method for Toll collection on System facilities is electronic toll collection (“ETC”) and a number of the System’s facilities now use All-Electronic Tolling (“AET”). Under AET, conventional toll plazas are replaced with modern toll gantries that allow customers to pay tolls electronically at highway speeds. When using AET Toll facilities customers must pay tolls electronically using a SunPass, or other interoperable transponder, or through the TOLL-BY-PLATE program. Cash toll payments are no longer accepted on these facilities. The HEFT was converted to AET in February 2011, the Southern Coin System was converted to AET in phases from January 2014 through March 2020, the Sawgrass Expressway converted to AET in April 2014, and the Veterans Expressway was converted to AET in phases from June 2014 through September 2014. Most recently, the Suncoast Parkway was converted to AET in January 2020, followed by the Northern Coin System in phases from July 2020 through January 2021, and the Ticket System in November 2021. A barrier/ramp (coin) system is used on non-AET components of the existing System. See “THE TURNPIKE SYSTEM – The Existing Turnpike System” for a description of the various components and sub-components of the System.

The Department has contracts with two private vendors for Toll revenue collection. The contract with Faneuil, Inc. for Toll collectors runs through November 30, 2025. The contract with Conduent State and Local Solutions, Inc. for ETC processing and collection runs through November 15, 2022.

Electronic Toll Collection – ETC provides the ability to process nearly four times the volume of vehicles through a dedicated lane as compared to an automatic or manual lane. The majority of ETC transactions are collected via SunPass®, the ETC system operated by the Enterprise and available for use on System facilities as well as the Department-owned toll roads and bridges throughout the State.

Tolls for SunPass customers register automatically through the use of a transponder and are deducted from the SunPass customer’s prepaid account. SunPass customers made up approximately 75% of System traffic in Fiscal Year 2021. See Appendix A, “Traffic and Earnings Report, Table 42 – Florida’s Turnpike System FY 2021 SunPass Participation” for a breakdown of the percent of vehicles using SunPass by component of the System. SunPass transponders are interoperable with other ETC systems in the State including the Central Florida Expressway Authority’s E-Pass system and Lee County’s LeeWay system. SunPass is also accepted on the Miami-Dade Expressway Authority System, the Tampa Hillsborough Expressway Authority, and a number of local toll roads and bridges throughout the State. Additionally, the Enterprise has agreements with Georgia’s State Road and Tollway Authority and the North Carolina Turnpike Authority which allows for interoperability between SunPass, Peach Pass, and NC Quick Pass transponders. In May 2021, the Enterprise achieved national interoperability and is now a full member of the Interagency Group, which allows for SunPass interoperability anywhere E-Z Pass is accepted and allows the more than 43 million E-Z Pass transponders to be used to pay Tolls on all System and Department-owned or operated facilities that use SunPass.

TOLL-BY-PLATE is an alternative image-based ETC system where a vehicle’s license plate is captured by a camera for customer identification and billing. Vehicles that are not equipped with SunPass or another interoperable transponder traveling on System facilities that use AET will automatically be processed as a TOLL-BY-PLATE transaction. TOLL-BY-PLATE customers have the option to establish an account with a prepaid balance against which Tolls are debited at the SunPass Toll rate, 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 account are assessed a flat administrative charge of \$2.50 on their monthly Toll enforcement invoice to recover the cost of administering this payment option, in accordance with Section 338.231(3)(b), Florida Statutes.

Historical ETC Revenue – As shown in the table below, ETC Toll revenues comprise approximately 80% of total System Toll revenue. See Appendix A, “Traffic and Earnings Report” for additional information regarding the percent of ETC transactions for various components of the System. The following table provides a summary of ETC revenues for the System for the last ten Fiscal Years, during which time the Department has converted a number of System facilities to AET.

Historical ETC Revenue
(in thousands of dollars)

<u>Fiscal Year</u>	<u>ETC Toll Revenue¹</u>	<u>Total Toll Revenue</u>	<u>Percentage ETC Revenue</u>
2012	\$443,876	\$608,812	72.9%
2013	578,278	755,542	76.5%
2014	624,064	796,301	78.4%
2015	696,438	865,950	80.4%
2016	772,090	955,930	80.8%
2017	818,116	1,008,420	81.1%
2018	837,189	1,017,303	82.3%
2019	873,326	1,052,357	83.0%
2020	770,198	956,260	80.5%
2021	759,201	969,862	78.3%

Source: Appendix A – Traffic and Earnings Report and Florida Turnpike Enterprise Finance Office.
¹ Excludes Toll administrative charges and ETC transaction fees charged to certain interoperable partners.

Nonpayment and Escalation – Toll invoices must be paid within 30 days. If a SunPass or TOLL-BY-PLATE customer fails to pay a Toll invoice by the due date, a second invoice will be mailed and the customer will be assessed an additional \$2.50 administrative charge. Failure to pay within 30 days after the second notice may result in the unpaid Tolls and administrative charges being assigned to a collection agency. Failure to pay Tolls, administrative charges, and fees that have been assigned to a collection agency may have additional consequences for the registered owner of the vehicle. The Department

may request the Florida Department of Highway Safety and Motor Vehicles to place a registration stop on the license plate of the registered owner of the vehicle, which prevents the renewal of the registered owner’s driver’s license or vehicle registration. The Department may issue a Uniform Traffic Citation to the registered owner of a vehicle that fails to timely pay a Toll enforcement invoice.

Historical Toll Transactions

The System serves a combination of commuters, recreational travelers, and commercial vehicles year-round. Approximately six percent of the traffic on the Mainline consists of commercial vehicles with three or more axles. The System experienced consistent traffic growth following the Great Recession through February 2020 as a result of strong population and tourism growth coupled with low unemployment rates. Various components of the System in Central Florida benefited from record attendance at attractions, passenger cruises from Port Canaveral, and new hotels in the corridor; and components in both Central and South Florida benefited from significant residential and commercial development. Additionally, the opening of additional interchanges on the Mainline, which made the System more accessible for local users, also contributed to traffic growth during this time.

Fiscal Year 2020 and 2021 traffic was impacted by the COVID-19 pandemic. The System experienced average traffic growth of 5.0% through the first eight months of Fiscal Year 2020, which was offset by a 31.7% decline during the last four months of the Fiscal Year driven by shelter-at-home orders issued by the State and local governments in response to COVID-19, resulting in an overall decline in traffic of 7.6% compared to the prior Fiscal Year. Declines were greatest in April 2020, but traffic steadily improved thereafter and recovered swiftly during spring 2021, reaching pre-pandemic levels by the end of Fiscal Year 2021 following the statewide COVID-19 vaccine rollout.

Fiscal Year 2022 Toll transactions from July 2021 through March 2022 have surpassed pre-pandemic levels and average approximately 17% and 33% higher than the same nine-month period of Fiscal Year 2020 and 2021, respectively. See Appendix A, “Traffic and Earnings Report, Table 32 – Turnpike System Traffic Transactions FY 2012-2021” for a breakdown of traffic by component of the System from Fiscal Year 2012 through 2021.

The total Toll transactions for the System for the current and past five Fiscal Years, broken out by month for each Fiscal Year, are summarized in the following table.

Historical Toll Transactions
(in thousands)

Transactions by Month	Fiscal Year					
	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22 ¹
July	70,487	72,903	75,960	79,104	62,563	81,629
August	71,481	75,212	78,472	80,359	64,275	79,490
September	68,683	66,199	72,220	74,537	65,062	78,405
October	70,115	77,358	79,020	83,024	70,515	84,855
November	71,529	75,361	76,567	79,999	66,165	96,307
December	74,686	77,328	77,523	82,566	72,160	103,730
January	72,889	76,011	78,046	82,766	69,973	95,899
February	69,488	72,600	74,055	80,081	68,239	96,167
March	80,117	82,463	83,839	65,586	80,822	110,109
April	74,523	77,240	79,704	38,794	79,186	--
May	76,370	77,439	81,026	52,159	81,519	--
June	72,486	75,415	75,298	61,594	80,583	--
Total Transactions	872,854	905,530	931,730	860,569	861,062	826,591
% Change in Transactions	(1.2%)	3.7%	2.9%	(7.6%)	0.1%	33.4%¹

Source: Florida Turnpike Enterprise Finance Office.

¹ Fiscal Year 2022 figures are preliminary, unaudited. Percent change in transactions for Fiscal Year 2022 reflects the growth in transactions compared to transactions through the similar period in Fiscal Year 2021. Transactions in Fiscal Year 2022, beginning in November, reflect conversion of the Ticket System to AET using Mainline plazas which contributed to a significantly higher number of transactions at similar Toll rates in effect prior to the change. Previously, a trip on the Ticket System registered one transaction, now the same trip registers as a separate transaction for each Mainline plaza that a customer passes through.

Historical Operating Revenue

The Mainline accounts for approximately 68% of Toll revenues. The Enterprise typically charges higher per-mile Toll rates on expansion Turnpike Projects than on the Mainline. As expansion projects continue to be added, the percentage of Toll revenues generated by expansion projects will continue to gradually increase while the percentage generated by the Mainline will gradually decrease. The increase in Toll revenues between Fiscal Years 2012 and 2013, was largely due to the implementation of Systemwide Toll rate indexing, including a five-year adjustment to cash rates. Subsequently, Toll revenues increased steadily from Fiscal Year 2014 through 2016 due to Systemwide traffic growth and annual Toll rate indexing. From Fiscal Year 2017 through 2019 Toll revenues exceeded \$1.0 billion annually due to continued Systemwide traffic growth.

As a result of traffic declines due to COVID-19 described above in “TOLLS – Historical Toll Transactions,” Toll revenues declined to \$965 million in Fiscal Year 2020, a decrease of \$96.28 million or 9.1% from Fiscal Year 2019. Toll revenues in Fiscal Year 2021 increased \$11.81 million or 1.22% from Fiscal Year 2020 as traffic levels improved. See “TURNPIKE SYSTEM FINANCIAL DATA – Discussion and Analysis for Fiscal Years 2020 and 2021 and the Impact of COVID-19” herein for additional information on Fiscal Year 2020 and 2021 Toll revenues.

Preliminary and unaudited Toll revenues for the first eight months of Fiscal Year 2022, from July 2021 through February 2022, total approximately \$718.9 million, an increase of approximately \$103.8 million or 16.9% from the same eight-month period in Fiscal Year 2021.

Non-Toll operating revenues from Toll administrative charges and concessions and other revenues have generally increased over the last ten Fiscal Years. TOLL-BY-PLATE customers are charged a flat administrative charge as discussed in “TOLLS – Methods of Toll Collection” above. The steady increase in Toll administrative charges from Fiscal Year 2012 through 2018 was largely due to the increased percentage of System customers using TOLL-BY-PLATE instead of paying Tolls in cash. Toll administrative charges were lower in Fiscal Year 2019 as a result of the temporary waiver of the fees and administrative charges in connection with the System’s transition to a new vendor for ETC. Toll administrative charges in Fiscal Years 2020 and 2021 remained below Fiscal Year 2018 as a result of the continued impact of the COVID-19 pandemic. Concession revenues primarily consist of revenues from the sale of food and other items at the eight service plazas along the Mainline, and include advertisement revenues. Other revenues of the System include transaction fees charged to certain interoperable partners and rental car companies.

The total operating revenues, consisting of Toll revenues, Toll administrative charges, concession revenues, and other revenues for the System for the past ten Fiscal Years are summarized in the following table.

Historical Operating Revenue (in thousands of dollars)

Toll Revenue by Component	Fiscal Year Ended June 30,									
	2012	2013 ²	2014	2015	2016	2017	2018	2019	2020	2021
Mainline	\$439,961	\$550,715	\$581,632	\$624,033	\$681,386	\$710,861	\$706,432	\$727,411	\$643,138	\$662,910
Sawgrass Expressway	51,360	66,579	69,768	72,614	80,510	85,417	86,650	88,747	80,244	76,395
Seminole Expressway	31,457	38,473	40,919	45,243	51,713	55,302	58,308	60,209	56,008	53,422
Veterans Expressway	32,757	41,616	39,925	41,111	45,721	51,645	53,670	56,582	53,781	51,896
Southern Conn. Extension	4,343	6,794	7,517	8,746	10,917	12,626	14,409	15,148	13,203	12,101
Polk Parkway	22,615	23,649	24,590	27,713	31,359	33,595	35,482	36,848	35,431	37,099
Suncoast Parkway	20,769	21,349	22,011	23,682	25,709	26,993	27,620	29,214	26,623	27,855
Western Beltway Part C	5,550	6,367	7,289	8,853	11,032	12,930	15,106	16,942	15,771	15,795
I-4 Connector ¹	-	-	2,650	8,774	12,071	13,448	13,856	14,390	14,013	13,113
Beachline East Expressway ¹	-	-	-	5,181	5,512	5,603	5,770	6,866	6,256	5,710
First Coast Expressway ¹	-	-	-	-	-	-	-	-	11,792	13,566
Total Toll Revenues	\$608,812	\$755,542	\$796,301	\$865,950	\$955,930	\$1,008,420	\$1,017,303	\$1,052,357	\$956,260	\$969,862
Toll Administrative Charges	\$2,487	\$6,301	\$8,495	\$15,334	\$16,993	\$20,229	\$21,217	\$2,205	\$17,288	\$21,065
Concession Revenues	7,169	7,515	7,139	7,050	7,226	8,457	9,878	8,922	8,733	9,822
Other Revenues	4,220	4,928	4,934	6,255	7,000	7,424	15,331	14,610	13,568	11,941
Total Operating Revenue³	\$620,201	\$767,985	\$816,869	\$894,589	\$987,149	\$1,044,530	\$1,063,729	\$1,078,094	\$995,849	\$1,012,690

Source: Appendix A – Traffic and Earnings Report and Florida Turnpike Enterprise Finance Office.

¹ Revenue is reflected from the date of the component’s opening or acquisition by the Turnpike.

² The increase in Toll revenue in Fiscal Year 2013 is due to the indexing of toll rates, including a five-year adjustment to cash rates.

³ Toll Administrative Charges in Fiscal Year 2012 and 2013 were not included in Operating Revenues and were netted against Cost of Operation and Cost of Maintenance.

THE TURNPIKE SYSTEM

The Existing Turnpike System

The Turnpike System consists of multiple components spanning approximately 500 miles across the State, which are used by approximately 3 million customers per day. The System currently serves 19 of the State's 67 counties and, through the connecting interstate highways, provides service to most of the heavily populated areas of the State. The population of the counties served by the System represents nearly two-thirds of the State's total population.

The principal component of the System is the 320-mile Mainline, which 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: (1) the HEFT, (2) the Southern Coin System, (3) the Ticket System, (4) the Northern Coin System, and (5) the Beachline West Expressway. In addition to the Mainline, the System includes the 18-mile Seminole Expressway in Seminole County; the 15-mile Veterans Expressway in Hillsborough County; the six-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; the 11-mile Daniel Webster Western Beltway, Part C, in Orange and Osceola Counties; the one-mile I-4 Connector in Hillsborough County; the 22-mile Beachline East Expressway in Orange and Brevard Counties; and the 15-mile First Coast Expressway in Clay and Duval Counties. See Appendix A, "Traffic and Earnings Report" for a detailed description of the components of the System.

Projects

Recently Completed Projects – The Enterprise recently completed the widening of the Beachline West Expressway from I-4 to McCoy Road in Orange County; widening of the Mainline from the Beachline to Osceola Parkway; the AET conversion of the Suncoast Parkway, the Northern Coin System, and the Ticket System; and interchange improvements at Sunrise Boulevard in Broward County and on the Mainline at I-75 in Sumter County.

Projects Currently Under Construction – The Enterprise is currently widening the Mainline in Orange, Lake, and Palm Beach Counties, the Polk Parkway from milepost 18 to milepost 22, and the HEFT in Miami-Dade County. Additional projects under construction include the next phase of the First Coast Expressway from Blanding Boulevard to the St. Johns River in Clay County; the extension of the Suncoast Parkway from US-98 to State Road 44, in Citrus County; the Suntrax Connected/Automated Vehicle Test Facility in Polk County; and direct connect ramps from the Mainline to I-4 in Orange County. AET improvements are also under construction on the Polk Parkway.

Ongoing Maintenance and Other Improvements

The Enterprise maintains the System at the high standards established by the Department, allowing for future expansion and capacity improvements and System infrastructure remains in excellent condition. The Enterprise is responsible for managing and performing routine maintenance on System roadways, including highway repair, roadside upkeep, emergency response, maintaining signs, roadway striping, and keeping storm drains clear and structurally sound. The State Maintenance Engineer for the Department separately evaluates the maintenance condition of Department facilities, including the System, using the Maintenance Rating Program ("MRP") to evaluate routine maintenance in five broad categories: roadway, roadside, vegetation and aesthetics, traffic services, and drainage. An MRP rating of 80 is considered satisfactory with a rating of 100 being the highest possible. In Fiscal Year 2021, the Department's rating for the System was 88. The Enterprise recently revised its standard MRP rating for the System from 85 to 90. While the System does not currently meet the new standard, the Enterprise is committed to investing in projects necessary to adequately preserve the System's infrastructure. See "TREND DATA ON THE SYSTEM'S INFRASTRUCTURE CONDITION – Department Condition and Maintenance Programs" in Appendix C, "Audited Financial Statements of Florida's Turnpike System for Fiscal Years 2021 and 2020" for additional information on the condition of System roads and bridges.

Project Development Process

The Florida Turnpike Enterprise Law requires that proposed System projects must be developed in accordance with the Florida Transportation Plan, approved by the State Legislature, and determined to be economically feasible. 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.

Legislative Approval – Annually, the Department prepares a list of the transportation projects, including System projects, that are planned for each of the next five Fiscal Years (the "Tentative Work Program") in accordance with Section

339.135, Florida Statutes. The Tentative Work Program, after review by the Commission, is submitted to the Governor and forms the basis for the Governor's budget recommendation to the Legislature. The Department is required to adopt a final work program (the "Adopted Work Program") before the beginning of the Fiscal Year, which may include only those projects submitted as part of the Tentative Work Program, as such projects are amended by the General Appropriations Act or any other act containing appropriations, together with any additional projects that are separately identified by specific appropriation in the General Appropriations Act, and any roll forwards. The Department cannot undertake transportation projects unless they are listed in the Adopted Work Program. In developing the Tentative Work Program, the Department is required to program 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.

Economic Feasibility – 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 12th year of operation, and (ii) 100% of the debt service on such bonds by the end of the 30th year of operation. The test is 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 subject to established evaluation processes and strict needs tests.

Environmental Feasibility – The State of 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.

Phases of Project Development – There are five phases of project development for all System projects: planning, project development and environment ("PD&E") study, design, right-of-way acquisition, and construction. First, projects are identified in the planning phase and planning-level corridor studies, such as feasibility studies, are conducted to determine the need for the project. Next, during the PD&E phase, the Enterprise and the Department evaluate the potential impacts that a project may have and develop solutions to the identified transportation needs that offer the greatest benefit with the least impact. Enterprise and the Department conduct (i) social and economic analyses to assess the sociocultural and the economic impacts and benefits of the project; (ii) cultural resource studies to determine the potential for a project's impacts on archaeological resources, historic sites, and historic architecture in the area; (iii) natural studies of wetlands and surface waters, protected species and habitat, floodplains, and waterways in the area; and (iv) physical studies on the effects project may have on traffic noise, air quality, and contamination to mitigate the impacts of a project as may be required by State or federal laws. Thereafter, the set of documents that are used to build the project are prepared during the design phase; this includes the development of construction plans, specifications, and final estimates. Additionally, permits are obtained during this phase. During the right-of-way acquisition phase, the Department purchases any property that it needs for the project. Finally, the construction phase is when the project is built.

Insurance on Turnpike System

The System has 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 covers 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

The use of the System can save motorists time traveling between cities in the southern and central portions of the State. See Appendix A, "Traffic and Earnings Report – Table 45 Travel Time Comparisons." Other transportation improvements have the potential to affect future System 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 stages of development. These projects are not expected to have a significant adverse impact on System traffic.

I-95, I-595, and I-75 Express Lanes – The Department and local transit partners are implementing a network of tolled Express Lanes on I-95 and other major roadways in South Florida. The I-95 Express project is being built in several phases. Phase 1, which extends for seven miles between the Golden Glades interchange and I-395 in Miami-Dade County opened to traffic in December 2008 for the northbound direction and in January 2010 for the southbound direction. Phase 2, which extended the I-95 Express Lanes an additional 15 miles into Broward County, opened to traffic in spring 2016. Phase 3, under construction and is scheduled for completion in spring 2024, will extend the I-95 Express Lanes from Stirling Road in Broward County to Linton Boulevard in Palm Beach County and includes a plan to add new dual express lanes in segments. Tolls on these I-95 Express Lanes are collected using SunPass and are variably-priced based on congestion levels. Another major expansion project was 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 which opened in March 2014. In March 2018, District 4 opened four tolled express lanes on I-75 in western Broward County and northwest Miami-Dade County (between I-595 and south of Miami Gardens Drive). Additionally, a separate project, in conjunction with District 6, extended these I-75 express lanes further south to, and along, State Road 826 (Palmetto Expressway) which opened to traffic in September 2019. These express lane projects have not and are not expected to have a significant adverse impact on System traffic.

I-4 Ultimate – Another key infrastructure project in the central Florida area is a major improvement on I-4. Termed the I-4 Ultimate, this 21-mile project will add two new express lanes in each direction in the center of I-4 from west of Kirkman Road in Orange County to east of State Road 434 in Seminole County, as well as direct connections to and from the south on the Turnpike and to and from the east on the I-4 express lanes. Tolls will be collected using SunPass and will be variably priced based on congestion levels. The first phase of construction commenced in early 2015 and is scheduled for completion in Fiscal Year 2022. While this project when completed will ease congestion on I-4, it is not expected to adversely impact System traffic.

Rail Services – 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, this service has not adversely affected System traffic and it is not anticipated to affect System traffic in the future.

In December 2009, the State Legislature approved SunRail, a 61-mile commuter rail system operated by the Department in central Florida. Phase 1, a 32-mile section in Volusia and Orange Counties opened in April 2014, and Phase 2 South, a 17-mile expansion in Osceola County opened in July 2018. The proposed Phase 2 North, a 12-mile extension in Volusia County is in development and a timetable for construction has not been established. The rail system is expected to have a minimal impact on System facilities.

Additionally, Brightline has commenced construction of a privately-operated intercity passenger rail service for business and leisure passengers. This rail project is a 235-mile service route that will run north-south for 195 miles along the eastern coast of the State from Miami to Cocoa, with 40 additional miles of new tracks along the Beachline Expressway that will connect to Orlando at a station at the Orlando International Airport. The Department has signed agreements with Brightline authorizing the use of the Beachline Expressway right-of-way for this project. Service between Miami and West Palm Beach began in May 2018. Construction to connect to Orlando International Airport began in May 2019. A future Brightline extension to connect to Walt Disney World in Orlando and to Tampa is currently under study. The project 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 the audited financial statements of the System for Fiscal Years 2021 and 2020, attached hereto as Appendix C. The System's financial statements are subject to audit procedures as part of the audit of Florida's Comprehensive Annual Financial Report and are independently audited as described in "INDEPENDENT AUDITORS" herein.

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 audited financial statements of the System.

Historical Summary of Net Position Data (in thousands of dollars)

Assets	As of June 30,				
	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>	<u>2021</u>
Current Assets					
Cash and Cash Equivalents	\$965,075	\$828,758	\$1,064,941	\$896,836	\$559,214
Accrued interest and accounts receivable	7,572	8,190	9,015	7,129	5,487
Due from Other Governments	42,820	81,809	77,340	48,512	68,822
Other Current Assets	<u>5,302</u>	<u>6,779</u>	<u>5,927</u>	<u>8,252</u>	<u>32,134</u>
Total Current Assets	\$1,020,769	\$925,536	\$1,157,223	\$960,729	\$665,657
Non-Current Assets					
Unrestricted Investments	-	-	-	-	50,613
Restricted Cash and Cash Equivalents	44	230,944	271,810	133,977	29,702
Restricted Investments	194,029	-	-	183,239	172,549
Non-Depreciable Capital Assets	10,038,736	10,507,915	10,999,824	11,725,630	12,475,062
Depreciable Capital Assets – Net	286,593	302,260	277,183	235,334	204,134
Service Concessionaire Arrangement Receivable	79,349	77,317	75,182	72,941	70,588
Operations and maintenance deposit	-	-	-	-	75,000
Other Noncurrent Assets	-	-	-	1,120	2,273
Total Noncurrent Assets	<u>10,598,751</u>	<u>11,118,436</u>	<u>11,623,999</u>	<u>12,352,241</u>	<u>13,079,921</u>
Total Assets	\$11,619,520	\$12,043,972	\$12,781,222	\$13,312,970	\$13,745,578
Deferred Outflows of Resources	<u>29,691</u>	<u>26,492</u>	<u>27,553</u>	<u>25,304</u>	<u>21,281</u>
Total Assets and Deferred Outflows of Resources	\$11,649,211	\$12,070,464	\$12,808,775	\$13,338,274	\$13,766,859
Liabilities, Deferred Inflows of Resources, and Net Position					
Current Liabilities					
Construction Contracts and Retainage Payable	\$64,234	\$72,719	\$71,694	\$93,750	\$73,467
Current Portion of Bonds Payable	140,640	141,130	134,200	143,320	135,595
Due to governmental agencies – Current Portion	31,828	34,099	38,393	34,910	39,407
Unearned Revenue and Other Current Liabilities	<u>12,603</u>	<u>2,923</u>	<u>2,631</u>	<u>3,457</u>	<u>5,360</u>
Total Current Liabilities	\$249,305	\$250,871	\$246,918	\$275,437	\$253,829
Noncurrent Liabilities					
Long-Term Portion of Bonds Payable, Net	2,619,726	2,433,370	2,589,925	2,611,330	2,653,967
Due to Governmental Agencies – Less Current Portion	32,400	27,682	22,964	19,747	16,529
Unearned Revenue from Other Governments and Other					
Noncurrent Liabilities	<u>401</u>	<u>351</u>	<u>302</u>	<u>252</u>	<u>203</u>
Total Noncurrent Liabilities	<u>2,652,527</u>	<u>2,461,403</u>	<u>2,613,191</u>	<u>2,631,329</u>	<u>2,670,699</u>
Total Liabilities	<u>\$2,901,832</u>	<u>\$2,712,274</u>	<u>\$2,860,109</u>	<u>\$2,906,766</u>	<u>\$2,924,528</u>
Deferred Inflows of Resources	\$139,590	\$148,382	\$141,507	\$134,632	127,758
Net Position					
Net Investment in Capital Assets	\$7,551,130	\$8,202,492	\$8,561,567	9,227,642	9,810,026
Restricted for Debt Service and Renewal and Replacement	93,660	135,824	141,888	154,304	184,404
Unrestricted	<u>962,999</u>	<u>871,492</u>	<u>1,103,704</u>	<u>914,930</u>	<u>720,143</u>
Total Net Position	<u>\$8,607,789</u>	<u>\$9,209,808</u>	<u>\$9,807,159</u>	<u>\$10,296,876</u>	<u>\$10,714,573</u>
Total Liabilities, Deferred Inflows, and Net Position	\$11,649,211	\$12,070,464	\$12,808,775	\$13,338,274	\$13,766,859

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 audited financial statements of the System.

Historical Summary of Revenues, Expenses and Changes in Net Position (in thousands of dollars)

	Fiscal Year Ended June 30				
	2017	2018	2019	2020	2021
Operating Revenues					
Toll Facilities ¹	\$1,008,420	\$1,017,303	\$1,052,357	\$956,260	\$969,862
Toll Administrative Charges ²	20,229	21,217	2,205	17,288	21,065
Concessions and Other Revenue ³	<u>15,881</u>	<u>25,209</u>	<u>23,532</u>	<u>22,301</u>	<u>21,763</u>
Total Operating Revenues	\$1,044,530	\$1,063,729	\$1,078,094	\$995,849	\$1,012,690
Operating Expenses					
Operations and Maintenance	\$211,333	\$228,905	\$235,939	\$241,050	\$250,877
Business Development and Marketing	4,387	4,115	2,405	1,832	1,614
Renewals and Replacements	76,839	77,251	121,221	147,422	155,094
Depreciation and Amortization	44,356	47,362	54,820	60,724	59,180
Planning and Development	<u>29,104</u>	<u>33,538</u>	<u>29,460</u>	<u>27,772</u>	<u>43,735</u>
Total Operating Expenses	<u>\$366,019</u>	<u>\$391,171</u>	<u>\$443,845</u>	<u>\$478,800</u>	<u>\$510,500</u>
Operating Income	\$678,511	\$672,558	\$634,249	\$517,049	\$502,190
Non-operating Revenues (Expenses)					
Investment Earnings	(\$1,942)	\$20,320	\$56,978	\$62,212	(\$17,726)
Interest Subsidy	5,533	5,551	3,561	-	-
Interest Expense	(71,587)	(97,798)	(94,415)	(92,139)	(86,486)
Other Expenses, Net	<u>(317)</u>	<u>(10,853)</u>	<u>(7,992)</u>	<u>(4,517)</u>	<u>(9,179)</u>
Total Non-operating Expenses, Net	<u>(\$68,313)</u>	<u>(\$82,780)</u>	<u>(\$41,868)</u>	<u>(\$34,444)</u>	<u>(\$113,391)</u>
Income Before Contributions for Capital Projects and Contributions to Other Governments	\$610,198	\$589,778	\$592,381	\$482,605	\$388,799
Contributions for Capital Projects	<u>5,495</u>	<u>12,241</u>	<u>4,970</u>	<u>7,112</u>	<u>28,898</u>
Increase in Net Position	\$615,693	\$602,019	\$597,351	\$489,717	\$417,697
Net Position					
Beginning of year	<u>\$7,992,096</u>	<u>\$8,607,789</u>	<u>\$9,209,808</u>	<u>\$9,807,159</u>	<u>\$10,296,876</u>
End of year	<u>\$8,607,789</u>	<u>\$9,209,808</u>	<u>\$9,807,159</u>	<u>\$10,296,876</u>	<u>\$10,714,573</u>

¹ Toll facility revenue in Fiscal Year 2020 reflects an estimated \$12 million revenue loss as a result of the 5-day toll suspension on most Turnpike facilities from September 1–5, 2019 to aid evacuation efforts from Hurricane Dorian following the declaration of a State of Emergency by the Governor.

² Toll administrative charges were lower in Fiscal 2019 as a result of the temporary waiver of the fees and administrative charges.

³ Concessions and other revenues peaked in Fiscal Year 2018 due to certain one-time performance penalties collected from two System vendors; these performance penalties were assessed against vendors that failed to meet certain contractual performance metrics. Other revenue also includes transaction fees charged to certain interoperable partners and rental car companies.

Discussion and Analysis for Fiscal Years 2020 and 2021 and the Impact of COVID-19

Operating Revenues – Total operating revenues were \$1.0 billion in Fiscal Year 2021, an increase of \$16.8 million, or 1.7% compared to Fiscal Year 2020. The increase was primarily due to a \$13.6 million Toll revenue increase resulting from a strong growth in higher-paying commercial traffic. In addition, Toll administrative charges increased compared to the prior Fiscal Year, primarily from the resumption of Toll administrative charges assessed on TOLL-BY-PLATE transactions that were temporarily suspended during the prior Fiscal Year in response to COVID-19. Despite the initial impact of COVID-19 on System traffic, traffic started to rebound in the second half of the Fiscal Year, resulting in both traffic and revenue collections being above forecasts.

Total operating revenues decreased by approximately \$82.2 million, or 7.6%, in Fiscal Year 2020, from Fiscal Year 2019. The decrease was primarily due to the traffic impact from COVID-19; Toll revenues decreased by approximately \$96.1 million (9.1%) in Fiscal Year 2020, as compared to Fiscal Year 2019. The decrease was partially offset by the resumption of Toll administrative charges that were temporarily suspended during Fiscal Year 2019 in connection with the transition to a new ETC processing system. See “TOLLS – Methods of Collection” above for additional information.

Operating Expenses – Total operating expenses increased by 6.6% in Fiscal Year 2021, as compared to Fiscal Year 2020. The increase was primarily a result of an increase in planning and development activity, which is attributable to the System’s continued traffic growth in the past several years, the related impact to System roadways, and the continued effort to provide mobility and connectivity to System customers, which accounted for 50% of the total increase in operating expenses. The System spent \$239.4 million in the fiscal year to maintain and preserve System infrastructure in connection with the Department’s condition and maintenance programs, up 9.0% from the prior Fiscal Year. Additionally, the System has invested over \$700 million in capital assets as a part of its ongoing capital program, with a primary focus on increasing capacity and access to the System.

Fiscal Year 2020 total operating expenses increased by approximately \$35 million, or 7.9%, from Fiscal Year 2019. Renewals and replacements accounted for 75.0% of the total increase in operating expenses, reflecting the System’s commitment to preserve its infrastructure; these renewals and replacements were part of the \$219.7 million spent in Fiscal Year 2020 to maintain and preserve the System’s infrastructure in connection with the Department’s condition and maintenance programs.

Net Position – The decrease in unrestricted net position at June 30, 2021 compared to the prior Fiscal Year is due to funding certain capital projects with cash. The System’s unrestricted cash balance at the end of Fiscal Year 2021 was approximately \$559.2 million. While the System’s unrestricted cash balance decreased in Fiscal Year 2021, the System anticipates it will increase annually beginning in Fiscal Year 2022 and thereafter. The decrease in unrestricted net position for the year end of Fiscal Year 2020 is primarily a result of lower annual revenues due to the impact of COVID-19; however, despite the impact of the COVID-19 pandemic, the System’s unrestricted cash balance at the end of Fiscal Year 2020 was approximately \$896.8 million.

Historical Summary of Revenues, Expenses and Debt Service Coverage

The following schedule summarizes the historical operating revenues and expenses for the System. For comparative purposes, debt service coverage is shown both on Net Revenue, which is calculated as Gross Revenue less Cost of Operation and Cost of Maintenance in accordance with the Resolution, and on Gross Revenue, which reflects debt service coverage consistent with the Department’s Covenant as described in “SECURITY FOR THE BONDS – Payment of Cost of Operation and Cost of Maintenance from STTF” above.

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

	Fiscal Year Ended June 30				
	2017	2018	2019	2020	2021
Gross Revenue					
Toll Facilities	\$1,008,420	\$1,017,303	\$1,052,357	\$956,260	\$969,862
Toll Administrative Charges	20,229	21,217	2,205	17,288	21,065
Concession and Other	15,881	25,209	23,532	22,301	21,763
Total Gross Revenue	\$1,044,530	\$1,063,729	\$1,078,094	\$995,849	\$1,012,690
Cost of Operation and Cost Maintenance¹					
Operations and Maintenance Expenses	\$211,333	\$228,905	\$235,939	\$241,050	\$250,877
Business Development and Marketing Expenses	4,387	4,115	2,405	1,832	1,614
Total Cost of Operations and Cost of Maintenance ¹	\$215,720	\$233,020	\$238,344	\$242,882	\$252,491
Net Revenue	\$828,810	\$830,709	\$839,750	\$752,967	\$760,199
Annual Debt Service²	\$257,678	\$256,514	\$258,980	\$251,895	\$257,795
Net Revenue Annual Debt Service Coverage	3.22x	3.24x	3.24x	2.99x	2.95x
Gross Revenue Annual Debt Service Coverage	4.05x	4.15x	4.16x	3.95x	3.93x
Maximum Annual Debt Service	\$257,678	\$256,514	\$258,980	\$253,422	\$257,795
Net Revenue Max Annual Debt Service Coverage	3.22x	3.24x	3.24x	2.97x	2.95x
Gross Revenue Max Annual Debt Service Coverage	4.05x	4.15x	4.16x	3.93x	3.93x

¹ Cost of Operation and Cost of Maintenance do not include other Operating Expenses, being Renewal and Replacement, Depreciation and Amortization, Pollution Remediation, and Planning and Development costs.

² Annual debt service for Fiscal Years 2017 through 2019 is shown net of the federal subsidy on the Series 2009B Build America Bonds, which was approximately \$5.5 million for Fiscal Years 2016 and 2017, \$5.6 million for Fiscal Year 2018, and \$3.6 million for Fiscal Year 2019. The Series 2009B Build America Bonds were redeemed July 1, 2019.

Projected Revenues, Expenses, and Debt Service Coverage

The following tables of projected revenues, expenses, and debt service coverage were prepared by the Enterprise for internal 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 Enterprise’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. Neither the Enterprise’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.

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.

Forecast Net Revenues – The following table sets forth the projections for Net Revenues, which are Gross Revenues less Cost of Operation and Cost of Maintenance. The Toll revenue projections are based on the current Toll rate structure and do not include any statutorily-required Toll rate indexing. The Gross and Net Revenue projections do not include other revenues of the System, such as transaction fees charged to certain interoperable partners and rental car companies. The projections for operation and maintenance expenses are also conservative and include the maximum expenditures that could occur in each Fiscal Year and do not incorporate the impact of the repayment of the advance to STTF, which will reduce the System’s Cost of Operation and Cost of Maintenance in each of the Fiscal Years from 2022 through 2025 discussed in “SECURITY FOR THE BONDS – Payment of Costs of Operation and Maintenance from the STTF” above. The revenue projections are based on the assumptions set forth in the Traffic and Earnings Report, which was prepared in September 2021. See Appendix A, “Traffic and Earnings Report” for a detailed discussion of the projection assumptions and forecasting tools and models employed in the revenue projections. ***These projections were based on the best information available when the estimates were made, which was believed to be accurate. Projections are statements of opinion and are subject to future events which may cause the actual results to differ materially from those set forth herein. Undue reliance should not be placed on these projections.***

Forecast Net Revenues¹ (in thousands of dollars)

<u>Fiscal Year</u>	<u>Toll Revenue</u>	<u>Concession Revenue</u>	<u>Toll Admin. Charges</u>	<u>Gross Revenue</u>	<u>O&M Expenses²</u>	<u>Net Revenue</u>
2022	\$1,023,548	\$ 9,279	\$21,945	\$1,054,772	\$249,772	\$ 805,000
2023	1,081,010	9,410	22,739	1,113,159	260,142	853,017
2024	1,125,854	9,544	23,225	1,158,623	266,139	892,484
2025	1,165,074	9,622	23,565	1,198,261	271,097	927,164
2026	1,203,871	9,761	23,870	1,237,502	277,875	959,627
2027	1,241,540	9,902	24,127	1,275,569	284,821	990,748
2028	1,274,717	10,046	24,274	1,309,037	291,943	1,017,094
2029	1,307,861	10,193	24,399	1,342,453	299,241	1,043,212
2030	1,341,615	10,341	24,515	1,376,471	306,722	1,069,749
2031	1,371,355	10,493	24,539	1,406,387	314,391	1,091,996
2032	1,397,428	10,648	24,631	1,432,707	322,251	1,110,456

¹ Projected revenues are as shown in Appendix A, “Traffic and Earnings Report.” Projected Gross and Net Revenues do not include other revenues of the System, such as transaction fees charged to certain interoperable partners and rental car companies, which are included in the System’s audited financial statements with Concession Revenue. Projected Toll revenues are based on the current Toll rate structure and do not include additional Toll revenues from future Toll rate increases.

² Projected O&M Expenses are as shown in Appendix A, “Traffic and Earnings Report” and include business development and marketing expenses (collectively, the Cost of Operation and Cost of Maintenance), but do not incorporate the impact of the repayment of the advance to STTF in Fiscal Years 2022 through 2025.

Projected Revenues, Expenses, and Debt Service Coverage – The following table shows the projected debt service coverage for Fiscal Year 2022 through Fiscal Year 2026 based on the projected Gross and Net Revenues above. For comparative purposes, the projected debt service coverage is shown based both on Net Revenue, which is calculated as Gross Revenue less Cost of Operation and Cost of Maintenance in accordance with the Resolution, and on Gross Revenue, which

reflects debt service coverage consistent with the Department’s Covenant as described in “SECURITY FOR THE BONDS – Payment of Cost of Operation and Cost of Maintenance from STTF” above. *These projections were based on the best information available when the estimates were made, which was believed to be accurate. Projections are statements of opinion and are subject to future events which may cause the actual results to differ materially from those set forth herein. Undue reliance should not be placed on these projections.*

Projected Revenues, Expenses, and Debt Service Coverage
(in thousands of dollars)

	Fiscal Year Ending June 30,				
	<u>2022</u>	<u>2023</u>	<u>2024</u>	<u>2025</u>	<u>2026</u>
Gross Revenue¹					
Toll Facilities	\$1,023,548	\$1,081,010	\$1,125,854	\$1,165,074	\$1,203,871
Toll Administrative Charges	21,945	22,739	23,225	23,565	23,870
Concession Revenue	9,279	9,410	9,544	9,622	9,761
Other Revenue	-	-	-	-	-
Total Gross Revenue	<u>\$1,054,772</u>	<u>\$1,113,159</u>	<u>\$1,158,623</u>	<u>\$1,198,261</u>	<u>\$1,237,502</u>
Cost of Operation and Cost Maintenance²	<u>\$249,772</u>	<u>\$260,142</u>	<u>\$266,139</u>	<u>\$271,097</u>	<u>\$277,875</u>
Net Revenue¹	<u>\$805,000</u>	<u>\$853,017</u>	<u>\$892,484</u>	<u>\$927,164</u>	<u>\$959,627</u>
Annual Debt Service³	\$262,948	\$266,967	\$265,911	\$265,412	\$244,673
Net Revenue Annual Debt Service Coverage	3.06x	3.20x	3.36x	3.49x	3.92x
Gross Revenue Annual Debt Service Coverage	4.01x	4.17x	4.36x	4.51x	5.06x
Maximum Annual Debt Service^{3,4}	\$266,967	\$266,967	\$265,911	\$265,412	\$244,673
Net Revenue MADS Coverage	3.02x	3.20x	3.36x	3.49x	3.92x
Gross Revenue MADS Coverage	3.95x	4.17x	4.36x	4.51x	5.06x

¹ Projected Revenues are as shown in in Appendix A, “Traffic and Earnings Report.” Projected Gross and Net Revenues do not include other revenues of the System, such as transaction fees charged to certain interoperable partners and rental car companies. Projected Toll revenues are based on the current Toll rate structure and do not include additional Toll revenues from future Toll rate increases.

² Reflects the projected Operating Maintenance Expenses, inclusive of business development and marketing expense, provided in Appendix A, “Traffic and Earnings Report,” and does not incorporate the impact of the repayment of the advance to STTF in Fiscal Years 2022 through 2025.

³ Projected annual debt service excludes debt service on certain economically, but not legally, defeased 2012A Bonds which will be redeemed on July 1, 2022.

⁴ Maximum Annual Debt Service occurs in Fiscal Year 2023 and declines thereafter.

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SCHEDULE OF DEBT SERVICE

The following table shows the debt service on the Outstanding Bonds, excluding certain previously refunded 2012A Bonds, which were economically, but not legally, defeased and will be redeemed on July 1, 2022; the debt service on the 2022B Bonds; and the total debt service. Payments due on July 1 are deemed to accrue in the preceding Fiscal Year.

<u>Fiscal Year</u>	<u>Outstanding Debt Service¹</u>	<u>Debt Service on the 2022B Bonds</u>			<u>Total Debt Service</u>
		<u>Principal</u>	<u>Interest</u>	<u>Total</u>	
2022 ²	\$261,987,865	-	\$959,762	\$959,762	\$262,947,627
2023	258,487,128	\$2,310,000	6,169,900	8,479,900	266,967,028
2024	257,431,378	2,425,000	6,054,400	8,479,400	265,910,778
2025	256,933,878	2,545,000	5,933,150	8,478,150	265,412,028
2026	236,196,878	2,670,000	5,805,900	8,475,900	244,672,778
2027	235,307,478	2,805,000	5,672,400	8,477,400	243,784,878
2028	209,224,019	2,945,000	5,532,150	8,477,150	217,701,169
2029	203,803,569	3,095,000	5,384,900	8,479,900	212,283,469
2030	199,377,113	3,250,000	5,230,150	8,480,150	207,857,263
2031	196,898,563	3,410,000	5,067,650	8,477,650	205,376,213
2032	196,880,400	3,580,000	4,897,150	8,477,150	205,357,550
2033	196,894,000	3,760,000	4,718,150	8,478,150	205,372,150
2034	187,526,744	3,950,000	4,530,150	8,480,150	196,006,894
2035	172,004,894	4,145,000	4,332,650	8,477,650	180,482,544
2036	172,006,944	4,355,000	4,125,400	8,480,400	180,487,344
2037	142,296,806	4,525,000	3,951,200	8,476,200	150,773,006
2038	131,331,238	4,710,000	3,770,200	8,480,200	139,811,438
2039	131,266,963	4,895,000	3,581,800	8,476,800	139,743,763
2040	114,120,431	5,090,000	3,386,000	8,476,000	122,596,431
2041	101,696,856	5,295,000	3,182,400	8,477,400	110,174,256
2042	96,516,500	5,505,000	2,970,600	8,475,600	104,992,100
2043	90,210,238	5,725,000	2,750,400	8,475,400	98,685,638
2044	79,789,213	5,955,000	2,521,400	8,476,400	88,265,613
2045	73,013,688	6,195,000	2,283,200	8,478,200	81,491,888
2046	62,970,100	6,445,000	2,035,400	8,480,400	71,450,500
2047	62,972,300	6,700,000	1,777,600	8,477,600	71,449,900
2048	62,976,100	6,970,000	1,509,600	8,479,600	71,455,700
2049	44,871,725	7,245,000	1,230,800	8,475,800	53,347,525
2050	35,325,188	7,535,000	941,000	8,476,000	43,801,188
2051	26,070,788	7,840,000	639,600	8,479,600	34,550,388
2052	-	8,150,000	326,000	8,476,000	8,476,000
Total	\$4,496,388,978	\$144,025,000	\$111,271,062	\$255,296,062	\$4,751,685,040

¹ Excludes debt service on the previously refunded 2012A Bonds, which were economically, but not legally, defeased and will be redeemed on July 1, 2022.

² Includes approximately \$1.8 million in Fiscal Year 2022 of accrued debt service on the previously refunded 2012A Bonds.

PROVISIONS OF STATE LAW

Bonds Legal Investment for Fiduciaries

The State Bond Act provides that all bonds issued by the Division 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 2022B Bonds will have all the qualities and incidents of negotiable instruments under the Uniform Commercial Code – Investment Securities Law of the State.

TAX MATTERS

Opinion of Bond Counsel

In the opinion of Bond Counsel, assuming continuing compliance by the Division, the Board, and the Department with the tax covenant referred to below and the accuracy of certain representations and certifications of the State as to current compliance with the requirements of the Internal Revenue Code of 1986, as amended (the “Code”), under existing statutes, regulations, rulings and court decisions interest on the 2022B Bonds is excluded from gross income for federal income tax purposes, and interest on the 2022B Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals. Bond Counsel is further of the opinion that the 2022B Bonds and the income thereon are not subject to taxation under the laws of the State of Florida, except as to estate taxes and taxes imposed by 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 2022B Bonds. Prospective purchasers of 2022B Bonds should be aware that the ownership of 2022B 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 2022B Bonds or, in the case of a financial institution, that portion of the owner’s interest expense allocable to interest on a 2022B Bond, (ii) the reduction of loss reserve deduction for property and casualty insurance companies by the applicable statutory percentage of certain items, including interest on the 2022B Bonds, (iii) the inclusion of interest on the 2022B 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 2022B 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 2022B Bonds in the determination of the taxability of certain Social Security and Railroad Retirement benefits to certain recipients of such benefits.

Federal Tax Requirements

The Code includes requirements which the Division, the Board, and the Department must continue to meet after the issuance of the 2022B Bonds in order that interest on the 2022B Bonds not be included in gross income for federal income tax purposes. The failure by the Division, the Board, or the Department to meet these requirements may cause interest on the 2022B Bonds to be included in gross income for federal income tax purposes retroactive to their date of issuance. The Division, the Board, 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 2022B Bonds from gross income for federal income tax purposes.

From time to time, there are legislative proposals pending in Congress that, if enacted into law, could alter or amend one or more of the federal tax matters described above including, without limitation, the excludability from gross income of interest on the 2022B Bonds, adversely affect the market price or marketability of the 2022B Bonds, or otherwise prevent the holders from realizing the full current benefit of the status of the interest thereon. It cannot be predicted whether or in what form any such proposal may be enacted, or whether, if enacted, any such proposal would apply to the 2022B Bonds.

Original Issue Premium

The 2022B Bonds (the “Premium Bonds”), may be offered and sold to the public at a price in excess of their stated redemption price (the principal amount) at maturity (or earlier for certain Premium Bonds callable prior to maturity). That excess constitutes bond premium. For federal income tax purposes, bond premium is amortized over the period to maturity of a Premium Bond, based on the yield to maturity of that Premium Bond (or, in the case of a Premium Bond callable prior to its stated maturity, the amortization period and yield may be required to be determined on the basis of an earlier call date that results in the lowest yield on that Premium Bond), compounded semiannually (or over a shorter permitted compounding interval selected by the owner). No portion of that bond premium is deductible by the owner of a Premium Bond. For purposes of determining the owner’s gain or loss on the sale, redemption (including redemption at maturity) or other disposition of a Premium Bond, the owner’s tax basis in the Premium Bond is reduced by the amount of bond premium that accrues during the period of ownership. As a result, an owner may realize taxable gain for federal income tax purposes from the sale or other disposition of a Premium Bond for an amount equal to or less than the amount paid by the owner for that Premium Bond.

Owners of Premium Bonds should consult with their tax advisors regarding the determination for U.S. federal income tax purposes of the amount of bond premium properly accruable in any period with respect to the Premium Bonds, other U.S. federal tax consequences regarding bond premium, and the treatment of bond premium for purposes of state and local taxes on, or based on, income.

Information Reporting and Backup Withholding

Interest paid on tax-exempt bonds such as the 2022B 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 2022B 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 the 2022B Bonds, under certain circumstances, to “backup withholding” at the rates set forth in the Code, with respect to payments on the 2022B Bonds and proceeds from the sale of the 2022B Bonds. Any amount so withheld would be refunded or allowed as a credit against the federal income tax of such owner of the 2022B Bonds. This withholding generally applies if the owner of the 2022B 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 2022B 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 2022B 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. 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 2022B Bonds should consult their own attorneys and advisors for the treatment of the ownership of the 2022B Bonds for estate tax purposes. The 2022B 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 Enterprise’s financial statements as of and for the year ended June 30, 2021, have been audited by RSM US LLP, independent auditors, as stated in their report dated October 29, 2021, appearing therein. Their opinion was unmodified with respect thereto. RSM US LLP has not been engaged to perform and has not performed, since the date of its report included herein, any procedures on the financial statements addressed in that report. A copy of the Enterprise’s audited financial statements for Fiscal Years 2021 and 2020 is attached hereto as Appendix C.

MISCELLANEOUS

Variable Rate Debt and Derivatives

The Division does not generally issue variable rate debt or enter into derivative contracts in connection with its bond issues. The Division does not have any outstanding variable rate debt and has not entered into any derivative transactions on behalf of the State or any of its agencies.

Investment of Funds

All State funds are invested by either the State’s Chief Financial Officer or the Board. At closing, the proceeds of the 2022B Bonds, net of issuance costs, will be deposited as described under the heading “PURPOSE OF THE ISSUE” above.

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 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 December 31, 2021, the ratio was approximately 55% internally managed funds, 41% externally managed funds, 1% Certificates of Deposit and 3% in an externally managed Security Lending program. The total portfolio market value on December 31, 2021, was approximately \$48.580 billion.

Under State law, the Treasury is charged with investing funds of each State agency and the judicial branch. As of December 31, 2021, approximately \$39.578 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, approximately \$7.511 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. The majority of investments managed for a maximum return are managed by “external” investment companies hired 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, 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, and interest rate futures.

Investment by the Board – The Board 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 FRS Investment Plan investment options, Florida Hurricane Catastrophe Fund moneys, a short-term investment pool for local governments, and smaller trust accounts on behalf of third-party beneficiaries.

The Board 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 December 31, 2021, the Board directed the investment/administration of 26 funds.

As of December 31, 2021, the total market value of the FRS (Defined Benefit) Trust Fund was approximately \$206.4 billion. The Board 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 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 invests assets in 25 designated funds other than the FRS (Defined Benefit) Trust Fund. As of December 31, 2021, the total market value of these funds equaled approximately \$53.521 billion. Each fund is independently managed by the Board in accordance with the applicable documents, legal requirements and investment plans. 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.

Bond Ratings

Fitch Ratings (“Fitch”), Moody’s Investors Service (“Moody’s), and S&P Global Ratings (“S&P”) (collectively, the “Rating Agencies”), have assigned their municipal bond ratings of AA (stable outlook), Aa2 (stable outlook), and AA (stable outlook) respectively to the 2022B 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 Division and the Department furnished to such Rating Agencies certain information and materials in respect to the State and the 2022B 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 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 2022B Bonds.

Certain companies provide either bond insurance or reserve account surety bonds on various series of Outstanding Bonds. Currently, AG Muni is rated AA (stable outlook) by S&P and A1 (stable outlook) by Moody's; and MBIA and National, which has reinsured all of MBIA's US public finance transactions, are rated Caa1 (negative outlook) and Baa2 (negative outlook), respectively, by Moody's. The Rating Agencies have all withdrawn their ratings for Ambac and FGIC; additionally, Fitch has withdrawn its ratings for AG Muni and MBIA, and S&P has withdrawn its ratings for MBIA and National. Potential investors are directed to the Rating Agencies for additional information on these financial guarantors.

Information Technology Security

Similar to other large organizations, the State relies on electronic systems and information technologies ("IT") to conduct operations. Protecting the State's IT infrastructure and data is essential to delivering government services. The State maintains a security posture designed to protect data, deter attacks on IT infrastructure, and respond to security incidents to minimize the impact on operations. The State has also historically maintained reserve funds and a liquidity position that provide the ability to respond to potential incidents.

The State has defended against cyber-attacks in the past, and cyber-attacks are an on-going risk to the State's IT infrastructure and data. Despite the State's robust cybersecurity policies and procedures designed to protect their data and IT infrastructure, no assurance is given that such security measures will prevent cyber-attacks, nor can any assurance be given that any cyber-attacks, if successful, will not have a material impact on State operations.

The Florida Digital Service ("FDS"), created within the State of Florida Department of Management Services, is the lead entity for cybersecurity for the State and is led by the State Chief Information Officer who is charged with implementing the State's comprehensive framework for addressing cybersecurity and establishing standards and processes consistent with best practices for IT security across all State agencies. The FDS is responsible for assessing cybersecurity risks and determining appropriate security measures for each State agency; creating and annually updating the statewide cybersecurity strategic plan, including security goals and objectives and performance monitoring; developing a framework for use by State agencies to meet their IT security responsibilities, such as conducting IT security risk assessments and reporting IT security incidents; and annually reviewing each State agency's IT security plans. State law requires State agencies to annually review and consider upgrades to computing and software applications to help mitigate against potential breaches. Within the State's emergency response capabilities through the Florida Division of Emergency Management ("DEM"), FDS established a Cybersecurity Operation Center ("CSOC") that creates a centralized threat clearinghouse and site for incident response coordination. The CSOC is staffed by cybersecurity experts that help to monitor threats and vulnerabilities faced by state agencies during emergency and regular operations. The Florida Cybersecurity Advisory Council, comprised of cybersecurity experts from outside of State government, serves as an additional resource to assist State agencies by reviewing cybersecurity policies, assessing ongoing and potential risks, assisting the FDS in developing cybersecurity best practice and examining inconsistencies between state and federal law regarding cybersecurity.

Additionally, the Department has policies and procedures in place to protect its data, IT infrastructure, and electronic systems; such policies and procedures incorporate protections for Toll operations, including the collection and disbursement of Toll revenues. The Office of Information Technology and Security Risk and Compliance Office within the Enterprise are designed to protect data, information, and critical resources related to the Enterprise's Toll operations and systems, including SunPass, from a wide range of threats in order to ensure business continuity and minimize business risk to Toll operations and related systems. The Department protects such Toll operations and related systems through the establishment and implementation of a suitable set of controls, including policies, processes, procedures, organizational structures, and software and hardware functions. This set of controls includes measures which govern the acquisition, privacy, security, and confidentiality of data, especially highly sensitive data, and the responsibilities of offices and individuals for such data to protect data and information, and IT infrastructure, electronic systems, and assets, and to preserve privacy. This set of controls is monitored, reviewed, and improved, where necessary, to ensure that the specific security and business objectives of the Enterprise's Toll operations activities are met.

The Board acts as the fiscal agent for the bonds issued by the Division on behalf of the State and its agencies, including the Department. As trustee for the Division's bond programs, the Board protects its data and IT infrastructure, including data and information related to bond programs, through a multifaceted cybersecurity strategy. The Board's cybersecurity strategy includes a comprehensive set of security policies and procedures, which are designed to guide staff in their cybersecurity responsibilities; a security awareness program, which educates staff on active cybersecurity threats and security best practices; a risk-based threat and vulnerability management program; and a managed threat detection and incident response service which is continuously monitored by a third-party service provider. Additionally, the Board has implemented access and authentication protocols, which include multi-factor authentication and industry standard encryption to protect data in transit and at rest. As a further precaution, the Board's cybersecurity program is subjected to routine internal audits to evaluate the effectiveness of the program, as well as annual external audits and penetration testing to identify opportunities to improve its security posture. The Board's cybersecurity strategy is supported by administrative and technical controls, which assist in identifying potential threats and preventing attacks that may target the Board's data and IT systems. In the event a cybersecurity issue arises, the Board has an incident response capability to quickly address such issues, including comprehensive plans and external services to assist with incident response, crisis communication, and breach notification management.

Environmental Risk Factors

With more than 2,000 linear miles of coastline and relatively low elevations, Florida's weather and natural resources affect its economy in a variety of ways. Economic activity attributable to in-migration and tourism represents a significant part of the State's economy, and the State's warm weather and beaches are responsible for attracting seasonal and permanent residents and tourists to the State. In addition, a majority of the State's residents live and work in coastal counties. Because of the State's reliance on its natural resources to generate business and sustain in-migration, its economy and financial condition may be vulnerable to the impacts of environmental events, including hurricanes and inland and coastal flooding, as well as long-term environmental risks associated with climate change, such as accelerated sea level rise.

The State has effectively responded to past environmental events because of its financial resources, emergency response system, and dedicated leadership and regulatory programs focused on addressing environmental risks. However, the frequency of environmental events, such as hurricanes, may increase on an annual basis according to models and forecasts. Consequently, the magnitude of the impact on the State's operations, economy, or financial condition from environmental risks is indeterminate and is unpredictable for future environmental events. There can be no assurance that such risks will not have an adverse effect on the operations, economy, or financial condition of the State.

Resources – The State has a variety of resources available to respond to damage caused by environmental events. The State has financial reserves available to cover response-related expenditures, and, in most cases, the State can request reimbursement from federal relief funds to pay for a portion of such expenditures. Further, upon a declaration of a state of emergency, State law provides the Governor broad spending authority to meet financial needs resulting from a disaster. Notwithstanding multiple hurricanes, State finances and the economy have only experienced temporary economic disruption. In addition, the State has improved its resiliency to the threat of environmental risks through the establishment of the Florida Hurricane Catastrophe Fund and the Citizens Property Insurance Corporation to stabilize the property insurance market in the State.

Emergency Response – The State can respond to the impacts of environmental events through its robust emergency response system. DEM was established as part of the State's structure to plan for and respond to both natural and manmade disasters. In addition to coordinating disaster response activities, DEM prepares and implements a statewide Comprehensive Emergency Management Plan and routinely conducts extensive exercises to test state and county emergency response capabilities.

Leadership – The State's response to environmental risks includes the creation of state-level leadership positions to help coordinate resilience efforts through Florida's 67 counties and over 400 cities. Although a portion of environmental resiliency efforts in each county or city falls on its respective local government leadership, state-level leadership provides valuable resources and support to local governments. In 2019, the Governor created the position of Chief Resilience Officer in the Executive Office of the Governor to work with state agencies to, in part, develop and coordinate the implementation of a comprehensive statewide resilience plan with goals designed to adapt to the environmental challenges facing Florida's communities. Also in 2019, the Governor created the Office of Environmental Accountability and Transparency, led by the State's Chief Science Officer, to conduct scientific research that focuses on current and emerging environmental concerns most pressing to Floridians. The Chief Resilience Officer consults with the Chief Science Officer on policy issues so that each policy decision takes into consideration the environmental impact strictly from a scientific perspective.

Regulatory Programs and Planning (State Level) – The State's resilience to environmental risks has been enhanced through state law restrictions and targeted regulatory programs. Coastal construction is regulated by the State of Florida

Department of Environmental Protection (“DEP”) in various ways in order to protect the State’s beaches and dunes from imprudent construction. For example, under the Coastal Zone Protection Act, State law imposes strict construction standards for most activities within the “coastal building zone”, which covers over 1,500 feet from the coastline. Further, the Office of Resilience and Coastal Protection was created within DEP to focus time, energy, and resources into resiliency issues. DEP regulations include a prohibition on most construction within 50 feet of the mean high-water line, known as the 50-foot setback. Also, DEP requires new construction in the coastal areas with higher risks of environmental impacts to meet more stringent standards and demonstrate that the proposed project will not result in a significant adverse impact. Additionally, for coastal areas that are further inland, DEP makes 30-year erosion projections and generally will not issue construction permits for areas projected to be within the erosion projection. In lieu of meeting State law restrictions, local governments may establish coastal construction zoning and building codes as long as they are pre-approved by DEP. In 2020, the State enacted the Clean Waterways Act that strengthens regulatory requirements and provides a wide range of water-quality protection provisions aimed at minimizing the impact of known sources of nutrient pollution, including stormwater-related pollution. The Clean Waterways Act directed DEP and Florida’s water management districts to update stormwater design and operation regulations using the latest scientific information.

Regulatory Programs and Planning (Local Level) – DEP also implements programs related to sea-level rise and coastal issues that offer technical assistance and funding to communities dealing with coastal flooding, erosion, and ecosystem changes, including the Beach Management Funding Assistance Program and the Florida Resilient Coastlines Program.

On the regional level, Broward, Miami-Dade, Monroe, and Palm Beach Counties formed a collaboration, the Southeast Florida Regional Climate Change Compact (Compact), to address climate change. The Compact’s work includes developing a Regional Climate Action Plan and developing a Unified Sea-Level Rise Projection. Many local governments in southeast Florida have since incorporated the Compact’s projections into their planning documents and policies. Florida’s local governments in coastal areas are required to have a coastal management element in their comprehensive plans that uses principles to reduce flood risk and eliminate unsafe development in coastal areas. In certain coastal areas, local governments are authorized to establish an “adaptation action area” designation in their comprehensive plan to develop policies and funding priorities that improve coastal resilience and plan for sea-level rise.

Planning for the Future – Although the State has effectively responded to past environmental events, the State is vulnerable to future environmental events. In order to position itself to effectively respond to future events, the State has taken additional actions to plan for the future. In 2020, the State Legislature enacted legislation, effective July 1, 2021, that requires DEP to adopt rules to develop a standard by which a governmental entity must conduct a sea level impact projection (“SLIP”) study under certain circumstances prior to commencing construction of a coastal structure. The DEP and the Chief Science Officer will review the SLIP studies in order to develop policies and guidance to address issues that may arise on a statewide basis. Additionally, in 2021, the Governor signed into law Senate Bill 1954, which establishes statewide programs for adaptation to flooding and sea level rise. The programs are intended to address flooding all across the state, including the creation of the Resilient Florida Grant Program within the DEP to provide grants to counties or municipalities for community resilience planning, such as vulnerability assessments, plan development, and projects to adapt critical assets. The law also requires DEP to develop a Comprehensive Statewide Flood Vulnerability and Sea Level Rise Data Set and Assessment, including statewide sea level rise projections, containing information necessary to determine the risks of flooding and sea level rise to inland and coastal communities. DEP is also directed to develop the Statewide Flooding and Sea Level Rise Resilience Plan consisting of ranked projects addressing the risks of flooding and sea level rise to communities in the state. Furthermore, the law creates the Florida Flood Hub for Applied Research and Innovation within the University of South Florida (“USF”) College of Marine Science. USF’s College of Marine Science will serve as the lead institution to coordinate efforts to support applied research and innovation to address flooding and sea level rise in the state.

For a discussion of the environmental feasibility studies and other evaluations of the potential impacts to the State’s environment, as well as mitigation of such impacts, that the Department conducts prior to the construction of new Turnpike Projects, see “THE TURNPIKE SYSTEM – Project Development Process” above.

Litigation

There is no litigation pending, or to the knowledge of the Department or the Division, threatened, which if successful would have the effect of restraining or enjoining the issuance or delivery of the 2022B Bonds or questioning or affecting the validity of the 2022B Bonds or the proceedings and authority under which the 2022B Bonds are to be issued. The Department and the Division 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 2022B 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 2022B 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 2022B 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 2022B Bonds, to provide, or cause to be provided, certain annual financial information and operating data and to provide notices of certain material events. Such annual financial information and operating data will be transmitted to the Municipal Securities Rulemaking Board (the “MSRB”) using its Electronic Municipal Market Access System (“EMMA”). Any notice of material events will also be transmitted to the MSRB using EMMA. This undertaking is being made in order to assist the underwriters in complying with Rule 15c2-12 of the Securities and Exchange Commission (the “Rule”). The form of the undertaking is set forth in Appendix I, “Form of Continuing Disclosure Agreement.” The Division has policies and procedures in place to assist the Department in complying with disclosure undertakings. Neither the Department nor the Division has failed, in the previous five years, to comply in all material aspects with any prior disclosure undertakings.

From time to time, the Department may voluntarily submit additional information that is not required by any of the Department’s continuing disclosure undertakings on EMMA or the Division’s website at <https://www.sbafla.com/bond/>. Information specific to the Turnpike System may be found on various pages of the Division’s website, including <https://www.sbafla.com/bond/Bond-Programs/Toll-Facilities-Turnpike>; however, the information on the Division’s website is not incorporated by reference into this Official Statement and the Division is not obligated to provide or update such information at any time in the future. Additionally, the Division may independently provide periodic information about the financial and operating performance of the State and its agencies on its website. In such instances, neither the Department nor the Division will have any obligation to update such information or include it in any future submission.

Underwriting

BofA Securities, Inc. (the “Underwriter”) has agreed to purchase the 2022B Bonds at an aggregate purchase price of \$155,266,434.30 (which represents the par amount of the 2022B Bonds plus an original issue premium of \$11,779,400.80 and minus the Underwriter’s discount of \$537,966.50). The Underwriter may offer and sell the 2022B 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 2022B Bonds set forth on the inside front cover may be changed after the initial offering by the Underwriter.

Execution of Official Statement

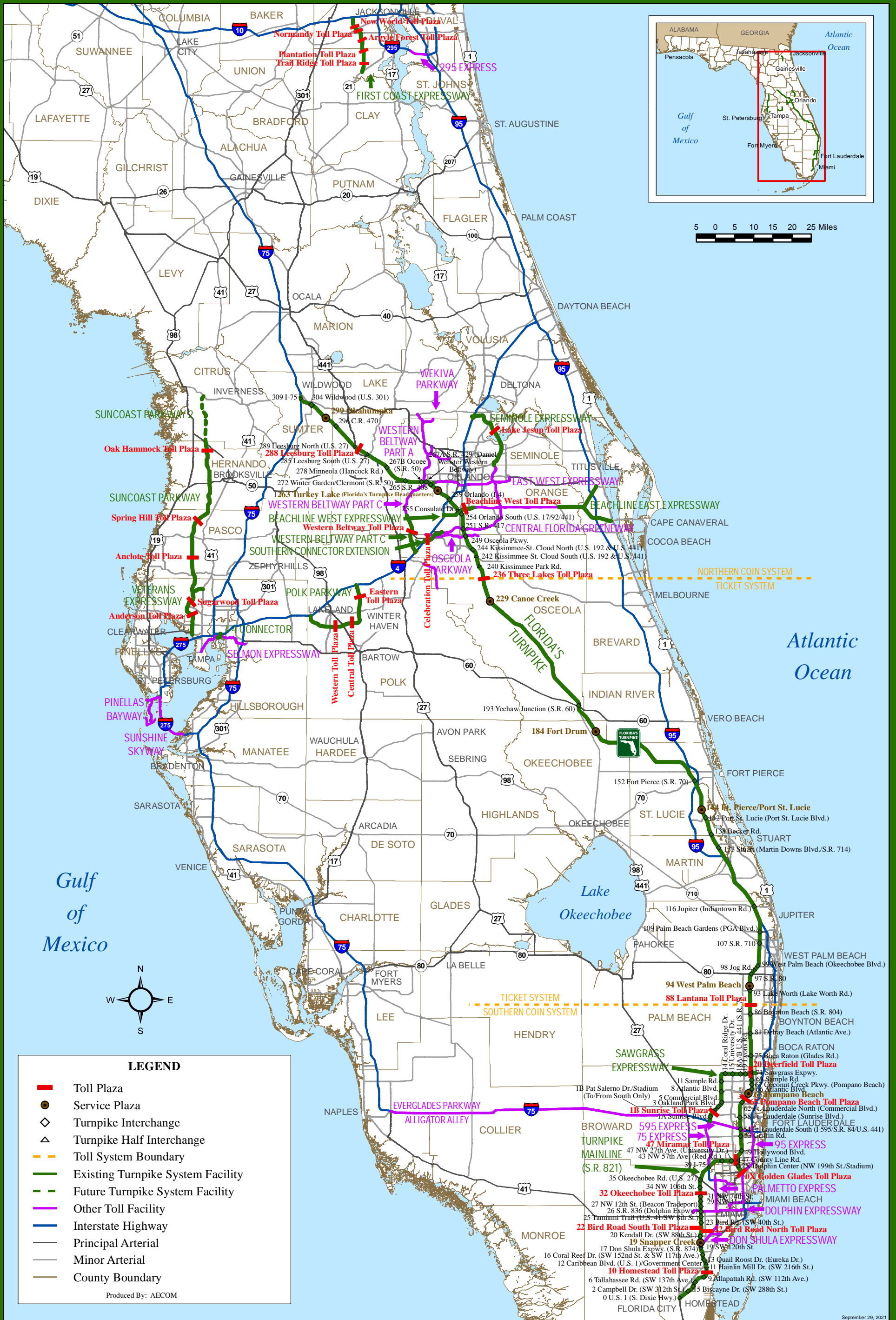
The execution and delivery of this Official Statement have been duly authorized by the Department and the Division.

STATE OF FLORIDA
DEPARTMENT OF TRANSPORTATION

JARED W. PERDUE
Secretary

DIVISION OF BOND FINANCE of the
STATE BOARD OF ADMINISTRATION

J. BEN WATKINS III
Director



LEGEND

- Toll Plaza
- Service Plaza
- ◇ Turnpike Interchange
- △ Turnpike Half Interchange
- Toll System Boundary
- Existing Turnpike System Facility
- - - Future Turnpike System Facility
- Other Toll Facility
- Interstate Highway
- Principal Arterial
- Minor Arterial
- County Boundary

Produced By: AECOM

Map of Central and Southern Florida Showing THE FLORIDA TURNPIKE SYSTEM

Sources: Florida Department of Transportation 2021; NAVTEQ 2020



September 29, 2021

TRAFFIC AND EARNINGS REPORT
FOR
FLORIDA'S TURNPIKE SYSTEM

September 2021

Prepared for the
Florida Department of Transportation
By
AECOM Technical Services, Inc.

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September 30, 2021

Ms. Nicola Liquori, CPA
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. Liquori:

As requested, we have prepared this Traffic and Earnings (T&E) Report based on information and assumptions provided to us as set forth herein and developed projections of toll traffic and revenue for Florida’s Turnpike System⁽¹⁾ for the fiscal years 2022 through 2032. Our analyses are based solely on the traffic and revenue engineering aspects of Florida’s Turnpike.

This report contains forward-looking statements, traffic and revenue projections and statements of engineering opinion based upon certain information and assumptions provided to us. These forward-looking and opinion statements and projections include statements relating to preexisting conditions not caused or created by AECOM and external conditions 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. These factors include, but are not limited to, those discussed in **Section 3.2 Summary of Assumptions**. 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 2021C Series Revenue Bonds (“2021C Bonds”). We have had no role in advising any parties to the manner, size, terms, timing, structure and all other financial aspects of the offering of the 2021C Bonds. Except as otherwise expressly noted herein, all information and assumptions set forth herein have been provided to us by you. In particular, and without limiting the foregoing, all current and historical information and data presented herein regarding Florida’s Turnpike (including but not limited to information and data related to the operation, maintenance and improvements to the System and the service plaza restaurants and service stations located thereon, as well as vehicular toll rates) is based upon information and documentation obtained by us from Florida’s Turnpike or from other sources to which Turnpike management has directed us.

1. INTRODUCTION – FLORIDA’S TRANSPORTATION INFRASTRUCTURE

In 1988, the Florida Transportation Commission (FTC) approved a financing plan for Turnpike improvements and expansion projects. Subsequently, a program of new projects was authorized for the 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⁽²⁾, Turnpike Revenue Bonds beginning in 1989.

All information and data regarding (i) the prior, current, or future use of any bond proceeds and (ii) future improvements, toll charges and other plans and developments with respect to Florida’s Turnpike has been provided to us by Turnpike management and/or FDOT. **Table 1** provides a history of all the bond issuances and a brief explanation of their individual purpose as stated in the historical bond documents.

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

⁽²⁾ Interchangeably referred to in this report as Florida Department of Transportation, FDOT, and Department SunPass® is a registered service mark of the Florida Department of Transportation.

**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 1989A, 1991A and 1992A 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 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 1995A Bonds.
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 used 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 Mainline (SR 821).
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 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 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 the outstanding 2003A and 2003B Bonds.

2013C	Fund widening of Veterans Expressway in Hillsborough County from Memorial Highway to Gunn Highway, widening Mainline (SR 821) in Miami-Dade County from Hainlin Mill Drive (SW 216th Street) to south of Killian Parkway, 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.
2014A	Finance continuation of capital improvements to the Turnpike System, including widening the Veterans Expressway in Hillsborough County, construction of the First Coast Expressway in Clay and Duval counties, widening of Mainline (SR 821) in Miami-Dade County, canal protection in Okeechobee County from MP 181 to 189, and refund all outstanding FDOT Turnpike Revenue Bonds, Series 2004A.
2015A	Finance continuation of widening of Mainline (SR 821) from Hainlin Mill Drive (SW 216th Street) to SR 836 in Miami-Dade County, widening of Veterans Expressway from Memorial Highway to Gunn Highway in Hillsborough County, and construction of the First Coast Expressway in Clay and Duval counties.
2015B	Refinance portions of the 2007A Bonds.
2016A and B	Refinance portions of the 2006A Bonds.
2016C	Refinance portions of the 2008A Bonds.
2017A	Refinance portions of the 2008A and 2010A Bonds.
2018A	Finance continuation of widening of Veterans Expressway, construction of the First Coast Expressway, widening of Mainline (SR 821) and construction of an extension of the Suncoast Parkway in Hernando and Citrus Counties.
2019A	Refinance portions of the 2009B Bonds.
2019B	Finance continuation of widening of SR 821 from SW 216th Street to SR 836 in Miami-Dade County, construction of Suncoast Parkway from US 98 to SR 44 in Hernando and Citrus Counties, and construction of the First Coast Expressway (Phase One Extension) from Blanding Boulevard to the St. Johns River in Clay County.
2020A	Refinance portions of the 2006A and 2010B Bonds.
2020B	Finance the continuation of widening of SR 821 from SW 216th Street to south of Killian Parkway and from Killian Parkway to SR 836 in Miami-Dade County.
2021A	Refinance portions of the 2011A Bonds.
2021B	Finance the continuation of widening of SR 821 from south of Killian Parkway to SR 836 and from SR 836 to I-75, construction of Suncoast Parkway from US 98 to SR 44, construction of First Coast Expressway Phase One Extension from Blanding Boulevard to east of CR 209, and the widening of Polk Parkway from Old Dixie Highway to South of Pace Road.

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: SR 821, Southern Coin System, Ticket System, Northern Coin System and Beachline West Expressway.

The Turnpike System also includes the Sawgrass Expressway in Broward County, Seminole Expressway in Seminole County, Veterans Expressway and I-4 Connector in Hillsborough County, Southern Connector Extension in Orange and Osceola counties, Polk Parkway in Polk County, Suncoast Parkway in Hillsborough, Pasco and Hernando counties, Western Beltway, Part C in Orange and Osceola counties, Beachline East Expressway in Orange and Brevard counties, and the First Coast Expressway in Duval and Clay 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 SR 821 in Miami-Dade County and the eight-mile Beachline West Expressway 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. 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 69 interchanges.

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 SR 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 Central Florida Expressway Authority (CFX) Beachline Expressway. The CFX 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 SR 821 Interchanges	Southwest Miami-Dade County
❖	<i>Snapper Creek Service Plaza</i>	-
20-47	11 SR 821 Interchanges	West/North Miami-Dade County
0X	Golden Glades	Miami, Metropolitan Miami-Dade County
2X	Dolphin Center	Hard Rock Stadium, North Miami-Dade County
47	SR 821 Junction/Miramar	Miramar, West/South Miami-Dade County
47	NW 27 th 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
❖	<i>Pompano Service Plaza</i>	-
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
❖	<i>West Palm Service Plaza</i>	-
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
❖	<i>Fort Pierce Service Plaza</i>	-
152	Fort Pierce	Fort Pierce, I-95 North
❖	<i>Fort Drum Service Plaza</i>	-
193	Yeehaw Junction	Tampa via SR 60, Vero Beach
❖	<i>Canoe Creek Service Plaza</i>	-
**240	Kissimmee Park Road	Kissimmee, St. Cloud
***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
251	SR 417	East Orlando Region
254	Orlando-South/Beachline Expressway	Orlando, Cape Canaveral, Walt Disney World
*255	Consulate Drive	Orlando
259	I-4/Orlando	Orlando, Walt Disney World
❖	<i>Turkey Lake Service Plaza</i>	-
265	Holland East-West Expressway	Orlando
267A	SR 429	Ocoee, Winter Garden, Apopka, Mount Dora
267B	Orlando-West/Ocoee	Orlando, Ocoee, Winter Garden, Apopka
272	SR 50/Clermont	Clermont, Lake County
278	Minneola (Hancock Road)	Minneola, Leesburg, 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
❖	<i>Okahumpka Service Plaza</i>	-
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.

Florida’s Turnpike has informed us that the widening projects identified in **Table 3** will increase capacity to the Mainline.

**Table 3
Mainline Capacity Improvements**

Segment	Widening	From	To	Direction
Southern Coin	3 to 4 Lanes (Each Direction)	Golden Glades (Milepost 0X)	Dolphin Center (Milepost 2X)	Northbound and Southbound
	3 to 4 Lanes (Each Direction)	Turnpike Mainline (SR 821) (Milepost 47)	Griffin Road (Milepost 53)	
	3 to 4 Lanes (Each Direction)	Sawgrass Expressway (Milepost 71)	Boca Raton (Milepost 75)	
	3 to 5 Lanes (Each Direction)	Boca Raton (Milepost 75)	Delray Beach (Milepost 81)	
	2 to 4 Lanes (Each Direction)	Boynton Beach (Milepost 86)	Lake Worth (Milepost 93)	
Ticket System	2 to 4 Lanes (Each Direction)	West Palm Beach Service Plaza (Milepost 94)	S.R. 710 (Milepost 107)	Northbound and Southbound
Northern Coin	2 to 4 Lanes (Each Direction)	Kissimmee Park Road (Milepost 240)	Osceola Parkway (Milepost 249)	Northbound and Southbound
	2 to 4 Lanes (Each Direction)	SR 50/Clermont (Milepost 272)	Leesburg (US 27 North) (Milepost 289)	

In addition to widening projects, various other improvements, such as new interchanges and modifications, and plaza conversions to SunPass® dedicated lanes, are under construction or planned. Turnpike management has determined that all of these improvements are 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.

The Sawgrass Expressway 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 Mainline (SR 821) 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 SR 821. The Sawgrass Expressway provides access to the BB&T Center.

Since its acquisition in 1990, the Sawgrass Expressway has experienced significant traffic growth. As such, the facility was widened from four to six lanes. Opening in FY 2029 through 2031, additional projects have been programmed to widen the Sawgrass Expressway to ten lanes from south of NW 8th Street to SR 7. In April 2014, this facility was converted to All-Electronic Tolling (AET). As such, only SunPass® or TOLL-BY-PLATE® are accepted for toll payment.

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 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. In 2002, the six-mile extension

of the Seminole Expressway north to its terminus with I-4 was completed. Opening in FY 2029, a project to widen this facility from Aloma Avenue to SR 434 has been programmed. Seminole Expressway now serves the fastest growing areas of Seminole County by connecting them directly to Sanford, Orlando, and the regional highway network.

1.1.4 Veterans Expressway

The Veterans Expressway opened in October 1994 and 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. 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, the segment of SR 60 leading to the Veterans Expressway from I-275 was widened in 2004. The facility was recently widened in both directions from Memorial Highway to Van Dyke Road.

As with the Sawgrass Expressway, this facility was converted to All-Electronic Tolling in phases starting from June 2014 through September 2014. As such, only SunPass® or TOLL-BY-PLATE® are now accepted for toll payment.

1.1.5 Southern Connector Extension

The Southern Connector Extension is a six-mile, four-lane expressway that opened to traffic 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 the City of Celebration.

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. Initially, the heavier traffic volumes on the western and central sections of the facility required four lanes while the lighter traffic volumes on the eastern side of Lakeland were served by two lanes. In November 2011, the facility added a new full interchange at Pace Road and widened the roadway to four lanes from Pace Road to the I-4 interchange. The two lane section of Polk Parkway is currently being widened from CR 546 / Old Dixie Highway to Pace Road. This planned widening includes the construction of a full interchange at Braddock Road with tolls to/from north and is scheduled to be open to traffic in FY 2025. Conversion of the Polk Parkway to AET is expected to be completed towards the end of FY 2023. As such, only SunPass® or TOLL-BY-PLATE® will be accepted for toll payment at that time.

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. A 13 mile extension of Suncoast Parkway is scheduled to open to traffic in FY 2022 from US 98 in Hernando County to SR 44 in Citrus County. Due to the Suncoast Parkway's connection with the Veterans Expressway, customers in Hillsborough, Pasco, Hernando and Citrus counties have access to the 70-mile connected facility.

The Suncoast Parkway provides an alternate to congested US 19, US 41 and I-75 in this corridor. The facility opened fully in August 2001. Conversion of the Suncoast Parkway to AET was completed in FY 2020. As such, only SunPass® or TOLL-BY-PLATE® are now accepted for toll payment.

1.1.8 Daniel Webster Western Beltway, Part C

The Daniel Webster Western Beltway, Part C is a 22-mile, four lane facility (designated SR 429) and was constructed by Turnpike and the CFX. 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. This toll facility provides an alternate north-south route to the Turnpike Mainline in Ocoee (west of Orlando) and I-4 south of Walt Disney World.

1.1.9 I-4 Connector

Opened to traffic in January 2014, this 1-mile, AET elevated facility connects Interstate 4 and the Lee Roy Selmon Crosstown Expressway in Hillsborough County providing a limited access alternate route to and from Tampa. This facility features a complex set of elevated directional ramps with three distinct movements that serve I-4, Selmon Expressway and the Port of Tampa.

1.1.10 Beachline East Expressway

On July 1, 2014, the Turnpike purchased the eastern end of the SR 528, Beachline East Expressway, a 22-mile facility, from the Florida Department of Transportation. The Beachline East extends east from SR 520 in Orange County and into Brevard County where it splits into two branches. This facility serves as a regional connector to Florida's east coast, connecting Orlando to the Brevard County attractions of the John F. Kennedy Space Center, Port Canaveral and Atlantic Ocean beaches. The facility opened to traffic in 1974.

1.1.11 First Coast Expressway

The First Coast Expressway (SR 23) is a four lane, AET, limited access toll facility that, once all segments are completed, will cross parts of Duval, Clay and St. Johns counties. The first segment extends 15 miles from I-10 and US 90 in Duval County to SR 21 in Clay County. The total length of the proposed roadway after the completion of all segments is approximately 46 miles. Toll collection on the first segment of the First Coast Expressway began July 2019.

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, Sunshine Skyway Bridge, 295 Express and Wekiva Parkway. The Department-operated facilities that connect to the Turnpike are the Alligator Alley, 95 Express, 595 Express and 75 Express/Palmetto Express. The I-75 Express/Alligator Alley connects just south of the Sawgrass Expressway in Broward County. The 95 Express connects to the beginning of the Southern Coin System in Miami-Dade County, while the 595 Express connects to the Turnpike Mainline at Ft. Lauderdale in Broward County.

Additionally, the mid-section of the Beachline Expressway, Holland East-West Expressway, Central Florida GreeneWay, and Western Beltway in Orange County, which connect with the Turnpike, are operated by CFX. 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).

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

- I-10 connections into the northern end of First Coast Expressway in Duval County, just west of downtown Jacksonville. In addition to Jacksonville commuting traffic, it serves east-west travel across north Florida into the adjacent Gulf coast states.
- 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 Turnpike Mainline (SR 821) in Miami-Dade County at MP 39.

- I-95 brings traffic from as far north as Canada and 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, both I-95 and the Turnpike have evolved into major commuter roads for the other communities to the 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 in 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, 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, among others, are US 1, which parallels I-95, US 27 from Miami up through the middle of the State to Tallahassee and into Georgia, 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, eight are in the vicinity of the Turnpike System and include Tampa, St. Petersburg, Miami, Palm Beach, Fort Pierce, Key West, Everglades, and Canaveral. According to the Florida Department of Transportation and Florida Ports Council, three of these ports – Miami, Canaveral and Everglades – are the top three multi-day cruise ports in the world. These sources also ranked Florida among the nation's top exporting states.

The South Florida Regional Transportation Authority's (SFRTA) 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. For FY 2021, SFRTA reported total annual ridership of 2.0 million or approximately 6,500 riders per weekday. Prior to the COVID-19 pandemic, average weekday ridership was 15,000 riders. Based on SFRTA in June 2021, Tri-Rail was almost back to full train service, with 46 of 50 weekday trains and 28 of 30 weekend trains operating. Compared to traffic volumes reported by Turnpike, 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 to and from Miami, Fort Lauderdale and West Palm Beach, via Orlando, and via Tampa, from Jacksonville, the Carolinas and the northeast. Due to reductions in ridership as a result of COVID-19, Amtrak made reductions to its long-distance trains, including two trains that run from New York to Florida. These trains, which typically ran on a daily schedule, were reduced to three days a week. Due to this change, daily service was no longer available for Tampa, Okeechobee, and Lakeland, as well as several out of state locations. In June 2021, Amtrak reinstated daily service between New York and Florida with its normal station schedule. The Amtrak service between Miami and Orlando, with its frequent stops makes the trip a five-hour journey.

Brightline, a company owned and operated by Fortress Investment Group, is developing a privately operated intercity passenger rail service. The new passenger rail will provide service along the existing 195-mile Florida East Coast Corridor between Miami and the Space Coast (Cocoa), as well as 40 additional

route miles of new track along the Beachline Expressway into Central Florida. Per FDOT, the Department has signed agreements with Brightline authorizing the use of the Beachline Expressway right-of-way for this project. These agreements will facilitate the proposed railway that will run between Cocoa Beach and the Orlando International Airport.

In January 2018, Brightline commenced its service between Fort Lauderdale and West Palm Beach, and extended its service further to Miami in May 2018. Construction to connect to Orlando International Airport began in May 2019. 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. Although the final ticket price for the Miami to Orlando trip is yet to be determined, it is expected to be competitive with other travel options along the routes served. Brightline is currently in the planning stages of an extension to Walt Disney World and Tampa from the Orlando International Airport.

WSP Global, Inc., formerly the Louis Berger Group, Inc., completed a ridership and revenue study with an independent peer review for Brightline in 2015. Conclusions from their study reveal that the proposed passenger rail service will not affect freight capacity in the rail corridor. Further, their analysis also estimates an immaterial impact upon Turnpike traffic as the result of auto diversion to this rail service. Based on route and fare assumptions outlined in the study, AECOM also estimated the impact of ridership on the Turnpike System to be minimal. Prior to the impacts of the COVID-19 pandemic, Brightline released its results through November 2019. Ridership for 2019 was less than 900,000 riders, with November 2019 the highest month on record, at 100,000 riders or about 3,000 riders each day. On March 25, 2020, Brightline suspended service in reaction to the COVID-19 pandemic. While train service remains suspended at this time, Brightline expects to resume operations by the end of 2021.

FDOT operates the SunRail commuter rail line in Central Florida. SunRail is a 61-mile planned commuter rail project traversing four counties in Central Florida (Volusia, Seminole, Orange and Osceola). Phase 1, a 32-mile segment between DeBary in Volusia County and Southeast Orlando in Orange County that include 12 stations, began operations in April 2014. In September 2015, a federal grant was approved for the 17-mile southern extension to the Poinciana area, including four new stations (Phase 2 South). In July 2018, this extension commenced operations, expanding the rail system south through the City of Kissimmee to the Poinciana area in Osceola County. The proposed 12-mile Sunrail Phase 2 North extension from DeBary to Deland in Volusia County remains under development and is expected to start construction in late 2021, with an expected opening in 2024. Based on Sunrail's north-south rail alignment, and its station locations 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. Furthermore, for multi-axle vehicles, the Turnpike applies "N minus 1" toll calculation methodology. Using this method, the multi-axle vehicle toll equals the passenger car toll multiplied by the number of axles minus one. This structure is used on all non-Ticket System segments of the Turnpike System. For the Ticket System, however, the multi-axle toll structure is based on a straight per-axle basis. The Turnpike has the authority to raise tolls through administrative rulemaking under Chapter 120, Florida Statutes. The procedure includes a rule development phase which involves a published notice and an optional rule development workshop; a rulemaking phase which involves a published notice and an optional rulemaking hearing unless requested; and the filing of the proposed rule with the Secretary of State, with an effective date at least 20 days after filing. In addition, the Turnpike has a legislative authorization 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, Turnpike increased tolls 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. 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[®]. 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). 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. 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 most recent five years for which CPI was reported to reflect the period of time between the passage of legislation in 2007 and the 2012 required implementation. CPI for this five-year period was 11.7%. Turnpike management then rounded the cash rate 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[®] (i.e., license plate image based tolling) toll rates were increased to be equal to the adjusted cash toll rates.

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 is adjusted every five years by the change in CPI over the previous five years and adjusted to the next higher quarter.

Accordingly, FY 2018 cash toll rates were adjusted by 6.6 percent and rounded to the next higher quarter. For FY 2019 through FY 2021, all toll rates were held constant (i.e., no application of CPI) due to the implementation of a new back office and the impacts of the COVID-19 pandemic. These changes along with other historical toll modifications and new interchanges are shown in **Table 4**.

A new interchange that serves to/from south traffic on the Turnpike from/to SR 417 northbound opened in January 2015. The tolled “to” the north ramp, from southbound SR 417, opened to traffic in May 2016. The final three movements to/from SR 417 in both directions opened in May 2021. These ramps provide full direct access between these two major roadways for the first time. These ramps improve access to the Orlando International Airport (OIA) and the Lake Nona area “Medical City” for residents of southern Orange and Osceola counties. Additionally, a new interchange opened to traffic in June 2017 (FY 2017) north of MP 272 - SR 50 and south of MP 285 - US 27 near the City of Minneola in Lake County. The full interchange improves safety and provides relief on sections of SR 50 and US 27, as well as increases access to the Mainline within a 13-mile segment between existing interchanges with tolling to/from the south.

Three additional full interchanges are programmed on the Turnpike Mainline. A new interchange will be added to the Turnpike Mainline/Northern Coin System at Sand Lake Road with tolling to/from the north. It will be located north of MP 255 - Consulate Drive and south of MP 259 – Orlando (I-4) in Orange County. The interchange is expected to improve access to the many tourist attractions and shopping areas along Sand Lake Road, as well as provide alternative access to the Orlando International Airport (OIA). A second new full interchange will be constructed at Nolte Road in Osceola County, replacing the existing partial interchange at MP 240 - Kissimmee Park Road. The third new full interchange is being added to the Turnpike Mainline/SR 821 at NW 170th Street in Miami-Dade County. It will be located north of MP 35 – Okeechobee Road and south of MP 39 – I-75. This interchange will provide access to a growing mixed use development area in northwest Miami-Dade County which will include a regional retail center, distribution centers and residential communities. Interchange modifications at two existing partial interchanges, MP 98 – Jog Road and MP 285 – Leesburg South, will add new ramps to provide full access to all movements.

Table 5 compares the various sections of Florida’s Turnpike System with the published rates of 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 adjustment. The toll levels on the Turnpike’s nine expansion projects are higher than the Mainline, as originally planned.

**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%	SR 821	—
		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%	SR 821	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	-	SR 821	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	-	SR 821	Ramp tolls added at the Bird Road interchange after relocation of the Tamiami Plaza
	June 2001	-	SR 821	Ramp and tolls added at Campbell Drive interchange
	June 2002	-	SR 821	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	-	SR 821	New interchange at NW 74 th Street (SunPass®-only interchange)
	February 2011	-	SR 821	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 cash toll rates. No increase in SunPass® toll rates on Suncoast, Polk Parkway and Western Beltway, Part C
July 2013	2.1%	Turnpike System	No adjustment in cash tolls. TOLL-BY-PLATE® and SunPass® toll rates indexed by 2.1% as required by the Legislature	
July 2014	1.5%	Turnpike System	No adjustment in cash tolls. TOLL-BY-PLATE® and SunPass® toll rates indexed by 1.5% as required by the Legislature	
July 2015	1.6%	Turnpike System	No adjustment in cash tolls. TOLL-BY-PLATE® and SunPass® toll rates indexed by 1.6% as required by the Legislature	
May 2016	-	Northern Coin	New interchange at SR 417 (SunPass® and TOLL-BY-PLATE® only interchange)	
June 2017	-	Northern Coin	New interchange at Minneola (Hancock Road) (SunPass® and TOLL-BY-PLATE® only interchange)	
October 2017	3.4%	Turnpike System	TOLL-BY-PLATE® and SunPass® toll rates indexed by 1.3%, and cash rates indexed by 6.6% and rounded to the next higher quarter.	

**Table 5
Comparative Passenger Car Tolls**

Toll Facility	Full-Length Distance (miles)	Passenger Car Toll (A)	Per-Mile Rate (cents)
Florida's Turnpike/I-4 Connector (B)	1	\$0.53-\$1.05	53.0–105.0
Delaware Turnpike (I-95)	11	4.00	36.4
Tampa Lee Roy Selmon Crosstown Expressway	17	4.16	24.5
CFX Apopka Expressway	6	1.17	19.5
Dallas North Tollway	32	6.06	18.9
Miami Gratigny Parkway	5	0.94	18.8
CFX East-West Expressway	22	4.10	18.6
Sam Houston Tollway (C)	70	12.00	17.1
Hardy Toll Road (Texas)	25	4.20	16.8
Miami Airport Expressway	4	0.66	16.5
Miami Dolphin Expressway	14	2.26	16.1
New Jersey Turnpike (D)	118	18.85	16.0
Miami Snapper Creek Expressway	3	0.46	15.3
CFX Western Beltway	30	4.57	15.2
Florida's Turnpike/First Coast Expressway	15	2.20	14.7
CFX Central Florida GreeneWay	33	4.70	14.2
Miami Don Shula Expressway	7	0.93	13.3
Florida's Turnpike/Southern Connector Extension	6	0.80	13.3
Pennsylvania Turnpike (Mainline Only) (E)	359	46.90	13.1
Florida's Turnpike/Polk Parkway	25	3.21	12.8
Atlantic City Expressway	44	5.50	12.5
Florida's Turnpike/Veterans Expressway	15	1.87	12.5
Florida's Turnpike/Seminole Expressway	18	2.13	11.8
CFX Beachline Main and Airport Sections	23	2.64	11.5
Florida's Turnpike/Daniel Webster Western Beltway, Part C	11	1.07	9.7
Florida's Turnpike/Sawgrass Expressway	23	2.14	9.3
West Virginia Turnpike (F)	88	7.80	8.9
New Hampshire Turnpike (Blue Star) (G)	16	1.40	8.8
Indiana Toll Road	157	12.28	7.8
Florida's Turnpike/Suncoast Parkway	42	3.21	7.6
Florida's Turnpike (H)	320	22.53	7.0
Garden State Parkway (I)	173	10.45	6.0
Maine Turnpike	109	6.45	5.9
Ohio Turnpike and Infrastructure Commission	241	14.00	5.8
Maryland JFK Memorial Highway (J)	50	2.80	5.6
Kansas Turnpike (K)	236	11.15	4.7
New York Thruway (Mainline: New York - Buffalo)	426	18.62	4.4
Alligator Alley	78	2.94	3.8
Massachusetts Turnpike (Western Turnpike – Interchanges 1 – 14)	120	4.25	3.5
Florida's Turnpike/Beachline East Expressway	15	0.26	1.7

Notes:

- (A) Electronic toll collection rates unless otherwise indicated, cash toll amounts may be higher.
- (B) I-4 Connector is an elevated one-mile facility with higher toll rates that opened to traffic in January 2014.
- (C) Includes the Houston Ship Channel Bridge toll of \$1.50.
- (D) Peak period and weekend toll rates. Length reflects travel from exit 1 to exit 18.
- (E) Ticket system plus one-way toll collection at Gateway (EB) and Delaware River Bridge (WB) mainline toll plazas. Toll shown reflects roundtrip toll divided by 2.
- (F) Toll discount available only to West Virginia E-Z Pass holders. Others pay \$12.00 toll.
- (G) Toll discount available only to New Hampshire E-Z Pass holders. Others pay \$2.00 toll.
- (H) Florida City to Wildwood/I-75 (includes Beachline West and Golden Glades).
- (I) One-way toll collection at select mainline plazas. Toll shown reflects roundtrip toll divided by 2.
- (J) Toll shown for Maryland E-Z Pass holders with commuter discounts and reflects roundtrip toll divided by 2. Others pay \$6.00.
- (K) Includes 25 percent K-TAG discount.

2.1.1 Mainline/SR 821 – Florida City-Miramar

SR 821 portion of the Mainline extends north from US 1 at Florida City – the gateway to the Florida Keys – to the junction at Miramar. 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 SR 821. The road has become an urban commuting facility as well as a long-distance intercity highway serving commercial and recreational traffic.

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 adjustment was implemented in FY 2018 on SR 821. **Table 6** shows the SR 821 tolls currently in effect by vehicle classification and payment method.

**Table 6
Mainline/SR 821 Tolls
by Vehicle Class**

No. of Axles	Barriers	Ramps	
		Allapattah Rd NW 27th Ave NW 74th St	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	\$1.07	\$0.80	\$0.54
3	2.14	1.60	1.08
4	3.21	2.40	1.62
5	4.28	3.20	2.16
add'l	1.07	0.80	0.54
TOLL-BY-PLATE®			
2	\$1.34	\$1.07	\$0.80
3	2.68	2.14	1.60
4	4.02	3.21	2.40
5	5.36	4.28	3.20
add'l	1.34	1.07	0.80

On the northern half of SR 821, 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 SR 821 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. 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 the toll-free movements.

The SR 821 was the first facility on Florida's Turnpike to be converted to All-Electronic Tolling (AET) beginning on February 19, 2011. As such, cash toll payments are not accepted on this 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 receive a monthly invoice reflecting the TOLL-BY-PLATE® rates, which are higher than SunPass® toll rates. TOLL-BY-PLATE® customers 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). 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.

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 SR 821/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. The Southern Coin System is a completely closed toll system; i.e., no one can use it without paying a toll.

In January 2014, the Golden Glades Toll Plaza, the southernmost tolling location on this facility, was converted to AET. Then, in August 2015, Hollywood Boulevard and Griffin Road ramps were converted to AET. With the conversion of the Dolphin Center interchange to AET in August 2017, the southern section of the Southern Coin System from Golden Glades to I-595 was converted to AET. The remaining northern section of the Southern Coin System was converted to AET in FY 2020. By vehicle classification and payment method, the Southern Coin System current tolls (as shown in **Table 7**) correspond to those listed in **Table 6** for SR 821, and thereby provide a degree of toll uniformity, as follows:

**Table 7
Mainline/Southern Coin System Tolls
by Vehicle Class**

No. of Axles	Barriers	Ramps		
		NW 27 th Ave 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	\$1.07	\$0.80	\$0.54	\$0.26
3	2.14	1.60	1.08	0.52
4	3.21	2.40	1.62	0.78
5	4.28	3.20	2.16	1.04
add'l	1.07	0.80	0.54	0.26
TOLL-BY-PLATE®				
2	\$1.34	\$1.07	\$0.80	\$0.54
3	2.68	2.14	1.60	1.08
4	4.02	3.21	2.40	1.62
5	5.36	4.28	3.20	2.16
add'l	1.34	1.07	0.80	0.54

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 6.6 or 8.7 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

trips, requires that the non-SunPass[®] motorist stop twice: once to pick up a ticket and once to pay the toll. Conversion of the Ticket System to AET is scheduled to be completed in FY 2022.

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 \$13.50 for cash customers (\$10.23 for SunPass[®] customers). However, the amount shown on the ticket card and collected from the cash customer is \$16.50 (\$12.37 for SunPass[®]), because tolls collected on the Ticket System include an adjustment (\$3.00 for two-axle cash customers and \$2.14 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*	\$1.34	\$2.01	\$2.68	\$3.35	\$0.67
Lantana Plaza**	0.80	1.20	1.60	2.00	0.40
Cash					
Three Lakes Plaza*	\$1.75	\$2.64	\$3.52	\$4.40	\$0.88
Lantana Plaza**	1.25	1.89	2.52	3.15	0.63

* 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 conversion of the Northern Coin to AET was completed in FY 2021.

The Northern Coin System is 67 miles in length, with its current full-length toll at \$4.28 or \$5.00 for SunPass[®] or cash customers, respectively (Leesburg barrier toll of \$2.94 or \$3.25 plus a toll adjustment of \$1.34 or \$1.75, 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 SR 821 and Southern Coin System of the Mainline.

**Table 9
Mainline/Northern Coin System Tolls
by Vehicle Class**

No. of Axles	Leesburg Barrier	Ramps			
		Kissimmee Park Rd/ Kissimmee St. Cloud/ US 27/ Leesburg	CR 470/ Osceola Parkway	SR 417/ Minneola/ Consulate Dr/ Orlando South	SR 50/ Clermont Orlando/I-4
SunPass®					
2	\$2.94	\$1.34	\$1.07	\$0.80	\$0.54
3	5.88	2.68	2.14	1.60	1.08
4	8.82	4.02	3.21	2.40	1.62
5	11.76	5.36	4.28	3.20	2.16
add'l	2.94	1.34	1.07	0.80	.54
TOLL-BY-PLATE®					
2	\$3.20	\$1.59	\$1.34	\$1.07	\$0.80
3	6.40	3.18	2.68	2.14	1.60
4	9.60	4.77	4.02	3.21	2.40
5	12.80	6.36	5.36	4.28	3.20
add'l	3.20	1.59	1.34	1.07	0.80

All plazas South of MP 285 Leesburg South (except SR-50/Clermont) were converted to All-Electronic Tolling (AET) plazas in the first half of FY 2021. The remainder of the Northern Coin system was converted to AET in the second half of FY 2021.

2.1.5 Mainline/Beachline West Expressway – Orlando

Tolls on the Beachline West Expressway are collected at a single toll plaza located between the Turnpike Mainline and Orlando International Airport, where the facility feeds into the Beachline Expressway operated by the CFX. In FY 2016, to enhance safety and customer convenience, Turnpike management consolidated the Beachline West Mainline tolls with the tolls collected at the CFX owned Airport Mainline Plaza which was subsequently demolished. **Table 10** shows the Turnpike and the CFX portions, and the total consolidated tolls at Beachline West Expressway Mainline currently in effect by vehicle classification. There are no ramp toll plazas at the 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.

**Table 10
Mainline/Beachline West Expressway Tolls
by Vehicle Class**

No. of Axles	Barrier		
	SunPass®		
	Turnpike Portion	CFX Portion	Total
2	\$0.80	\$1.17	\$1.97
3	1.60	1.77	3.37
4	2.40	2.05	4.45
5	3.20	2.65	5.85
add'l	0.80	-	0.80
Cash/ Video Rate*			
	Turnpike Portion	CFX Portion	Total
2	\$1.25 / N/A	\$1.50 / 2.34	\$2.75 / 3.59
3	2.50 / N/A	2.00 / 3.54	4.50 / 6.04
4	3.75 / N/A	2.50 / 4.10	6.25 / 7.85
5	5.00 / N/A	3.00 / 5.30	8.00 / 10.30
add'l	1.25 / N/A	- / -	1.25 / -

* Video Rate refers to CFX's "Pay By Plate" toll rate effective July 1, 2021. The Video Rate does not apply to the Turnpike portion of the toll rates described in this table.

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 2011.

**Table 11
Mainline Traffic Transactions and Toll Revenue
FY 2012-2021**

Fiscal Year	Traffic Transactions			Toll Revenue		Average Toll
	Transactions (000)	Percent Change	SunPass® Participation	Amount (000)	Percent Change	
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
2014	459,759	+3.8	81.7	581,632	+5.6**	1.265
2015	493,114	+7.3	81.4	624,033	+7.3**	1.265
2016	529,318	+7.3	81.6	681,386	+9.2**	1.287
2017	547,119	+3.4	82.4	710,861	+4.3	1.299
2018	558,047	+2.0	83.0	706,432	-0.6*	1.266
2019	568,215	+1.8	84.1	727,411	+3.0	1.280
2020	507,863	-10.6	76.0	643,138	-11.6	1.266
2021***	514,044	+1.2	74.0	657,289	+2.2	1.279

* Includes the impact of SunPass®, TOLL-BY-PLATE® and cash toll rate increase.

** Includes the impact of SunPass® and TOLL-BY-PLATE® annual toll rate index.

*** Unaudited.

FY 2012 had a slight increase in traffic and toll revenue as the Turnpike began to experience the early signs of a slow recovery following the recession. The SunPass[®], TOLL-BY-PLATE[®] and Cash toll rate CPI index adjustment implemented in June 2012 is reflected in the 25.2 percent increase in toll revenue in FY 2013. The continued overall improvement in the economy contributed to nearly four percent traffic growth in FY 2014. This normal growth combined with the annual CPI index on SunPass[®] and TOLL-BY-PLATE[®] toll rates led to 5.6 percent revenue increase. In FY 2015, with the continued improvement of the economy and stronger tourism, both traffic and toll revenue increased by 7.3 percent. Further, the CPI index adjustment to both SunPass[®] and TOLL-BY-PLATE[®] toll rates of 2.1 percent, 1.5 percent and 1.6 percent was applied in FY 2014, FY 2015 and FY 2016 respectively. The Turnpike management did not apply the CPI index adjustments in FY 2017 as the year-over-year change in CPI of 0.1 percent did not prompt a minimum of \$0.01 adjustment in the two-axle toll rates. The cash toll rates are adjusted every five years. Accordingly, on October 29, 2017 (FY 2018), the cash rates were adjusted by the change in CPI of 6.6 percent over the previous 5 years and adjusted to the next higher quarter. Additionally, the SunPass[®] and TOLL-BY-PLATE[®] toll rates were indexed based on year-over-year CPI of 1.3 percent and rounded to the nearest penny. The combined revenue impact from the toll rate adjustments and traffic growth was more than offset by the revenue loss on the Mainline prompted by the 15-day toll suspension due to Hurricane Irma, resulting in a net revenue decline in FY 2018. Revenue in FY 2019 grew 3.0 percent over the previous year due to further increase in traffic and no impact of hurricanes in FY 2019, offset by a delay in billing and collections resulting from the implementation of the Department's new back office.

FY 2020 traffic was impacted by the COVID-19 pandemic. Mainline traffic growth was consistent with previous years through February 2020, with an approximate growth of two percent for the period July 2019 through February 2020. Beginning in March 2020, traffic declined as a result of the COVID-19 pandemic. Accordingly, traffic declined over 30 percent for the four month period ended June 2020, heavily contributing to the overall decline in traffic of 11 percent. During the first month of FY 2021, July 2020, Mainline traffic was down 22 percent compared to the previous year. However, traffic steadily increased over the course of FY 2021, beginning during the Summer and Fall of 2020 with the reopening of the state and accelerating in the Spring of 2021 as the COVID-19 vaccine became widely available. The diminishing impacts of the COVID-19 pandemic on the Mainline resulted in overall FY 2021 traffic increasing 1.2 percent and the Mainline toll revenue increasing 2.2 percent compared to FY 2020. As previously mentioned, for FY 2019 through FY 2021 all toll rates were held constant (i.e., no application of CPI) until after implementation of a new back office and satisfactory recovery in traffic levels following COVID-19. Overall, the Mainline continues to provide significant financial strength for the Turnpike System, representing 68 percent of total gross toll revenues in FY 2021.

Through non-stop tolling, SunPass[®] enables higher traffic capacity and ensures further growth. Today, nearly 75 percent of motorists choose to pay with SunPass[®] on the Mainline. This sizable market share is largely attributed to SunPass[®] toll rates that are lower than cash toll rates, conversion of sections of the system to AET, as well as the effective customer-centric programs that promote the benefits of SunPass[®]. Systemwide declines in FY 2020 and FY 2021 SunPass[®] participation were a result of changing back office business rules, see **Section 3.1.5** for a detailed explanation.

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.

**Table 12
Mainline Interchanges
Opened Since 1990**

Interchange		County	Opened
MP	Location		
43	NW 57 th Avenue	Miami-Dade	August 1990
29	NW 41 st Street	Miami-Dade	April 1993
86	Boynton Beach Boulevard	Broward	April 1993
19	SW 120 th Street	Miami-Dade	May 1993
272	SR 50	Orange	May 1993
47	SR 821/Miramar Junction*	Broward	February 1994
66	Atlantic Boulevard	Broward	March 1995
249	Osceola Parkway	Osceola	August 1995
34	NW 106 th Street	Miami-Dade	April 1996
267A	SR 429	Orange	October 2001
97	SR 80	Palm Beach	September 2002
255	Consulate Drive	Orange	July 2004
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 74 th Street	Miami-Dade	April 2010
251	SR 417 (partial)	Orange	January 2015/May 2016
278	Minneola (Hancock Road)	Lake	June 2017
251	SR 417 (partial)	Orange	May 2021

* Additional ramps allowing traffic to use the Turnpike between Golden Glades and SR 821.

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. (Approximately six percent of the traffic on the Mainline consists of vehicles with three or more axles). 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 on the Mainline System tends to be March at about 7 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 Sawgrass Expressway are collected at two mainline barriers (Sunrise and Deerfield) and at seven pairs of ramp toll locations. **Table 13** presents the current Sawgrass Expressway tolls at the nine toll locations.

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. In FY 2014, the Sawgrass Expressway became the second facility after SR 821 to be converted to All-Electronic Tolling. As such, customers now must pay their tolls electronically using a SunPass[®] transponder or the TOLL-BY-PLATE[®] billing program.

**Table 13
Sawgrass Expressway Tolls
by Vehicle Class**

No. of Axles	Barriers	Ramps			
		Oakland Park Blvd Lyons Rd	Commercial Blvd US 441/SR 7 Atlantic Blvd	Pat Salerno Dr.	Sample Rd University Dr
SunPass®					
2	\$1.07	\$0.80	\$0.54	\$1.07	\$0.26
3	2.14	0.80	0.54	2.14	0.26
4	3.21	0.80	0.54	3.21	0.26
5	4.28	0.80	0.54	4.28	0.26
add'l	1.07	-	-	1.07	-
TOLL-BY-PLATE®					
2	\$1.34	\$1.07	\$0.80	\$1.34	\$0.54
3	2.68	1.07	0.80	2.68	0.54
4	4.02	1.07	0.80	4.02	0.54
5	5.36	1.07	0.80	5.36	0.54
add'l	1.34	-	-	1.34	-

Historical traffic and toll revenue for the Sawgrass Expressway are shown in **Table 14**. The substantial growth rates reflect the intensification of land development in Broward County westward toward the Sawgrass Expressway. Similar to the Mainline and the other expansion projects, the increase in both traffic and toll revenue in FY 2012 is 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 29.6 percent increase in toll revenue in FY 2013. The continued improvement in the economy resulted in nearly five percent traffic growth in FY 2017. As previously stated in **Section 2.1.6**, the combined revenue impact from the cash, SunPass® and TOLL-BY-PLATE® toll rate adjustments in October 2017, and the normal growth, offset by revenue loss prompted by the 15-day toll suspension due to Hurricane Irma, resulted in a net revenue increase of 1.4 percent in FY 2018. Revenue in FY 2019 grew over two percent over the previous year due to further increase in traffic and no impact of hurricanes in FY 2019, offset by a delay in billing and collections resulting from the implementation of CCSS.

In FY 2020, Sawgrass Expressway traffic growth was slightly lower than previous years through February 2020, with an approximate growth of one percent for the period July 2019 through February 2020. Beginning in March 2020, traffic declined as a result of the COVID-19 pandemic. Accordingly, traffic declined over 35 percent for the four month period ended June 2020, heavily contributing to the overall decline in traffic of 12 percent. Revenue declines were not as pronounced due to improvements in billing and collections during FY 2020. In the first month of FY 2021, traffic was down 26 percent compared to the previous year. During FY 2021, traffic continued to recover from the COVID-19 pandemic and ended the fiscal year down 6.2 percent compared to FY 2020 due to continued COVID-19 impacts to commuter traffic and leisure trips to sports venues and shopping centers along Sawgrass Expressway throughout the fiscal year. Correspondingly, FY 2021 revenue decreased 5.6 percent compared to FY 2020. Systemwide declines in FY 2020 and FY 2021 SunPass® participation were a result of changing new back office business rules, see **Section 3.1.5** for a detailed explanation.

Table 14
Sawgrass Expressway
Traffic Transactions and Toll Revenue
FY 2012-2021

Fiscal Year	Traffic			Toll Revenue		Average Toll
	Transactions (000)	Percent Change	SunPass® Participation	Amount (000)	Percent Change	
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
2014	75,121	+4.1	87.0	69,768	+4.8**	0.929
2015	79,746	+6.2	88.2	72,614	+4.1**	0.911
2016	85,633	+7.4	87.8	80,510	+10.9**	0.940
2017	89,551	+4.6	88.3	85,417	+6.1	0.954
2018	93,614	+4.5	88.7	86,650	+1.4*	0.926
2019	96,558	+3.1	88.9	88,747	+2.4	0.919
2020	85,054	-11.9	80.9	80,244	-9.6	0.943
2021***	79,799	-6.2	78.8	75,740	-5.6	0.949

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

** Includes the impact of SunPass® and TOLL-BY-PLATE® annual toll rate index.

*** Unaudited.

2.1.8 Seminole Expressway

As an integral part of the Central Florida GreeneWay, the Seminole Expressway was planned as an extension of the CFX toll system already in place in Orange County. Like the coin system components of the Turnpike Mainline, CFX'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 Seminole 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 \$2.13 for SunPass® customers (\$2.50 for cash customers), representing a toll rate of 11.8 cents-per-mile (13.9 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 **Table 15**, 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 15
Seminole Expressway Tolls
by Vehicle Class**

No. of Axles	Lake Jesup Barrier	Ramps		
		SR 434	Red Bug Lake Rd CR 427 US 17/92	SR 426/ Aloma Ave CR 46A
SunPass®				
2	\$2.13	\$0.80	\$0.54	\$0.26
3	4.26	1.60	1.08	0.52
4	6.39	2.40	1.62	0.78
5	8.52	3.20	2.16	1.04
add'l	2.13	0.80	0.54	0.26
Cash				
2	\$2.50	\$1.25	\$1.00	\$0.75
3	5.00	2.50	2.00	1.50
4	7.50	3.75	3.00	2.25
5	10.00	5.00	4.00	3.00
add'l	2.50	1.25	1.00	0.75

Seminole Expressway traffic and toll revenues for the past ten years are depicted in **Table 16**.

**Table 16
Seminole Expressway Traffic Transactions and Toll Revenue
FY 2012-2021**

Fiscal Year	Traffic			Toll Revenue		Average Toll
	Transactions (000)	Percent Change	ETC Participation	Amount (000)	Percent Change	
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
2014	32,436	+5.2	81.0	40,919	+6.4**	1.262
2015	35,373	+9.1	81.4	45,243	+10.6**	1.279
2016	39,592	+11.9	81.9	51,713	+14.3**	1.306
2017	42,067	+6.3	82.5	55,302	+6.9	1.315
2018	44,558	+5.9	82.9	58,308	+5.4*	1.309
2019	45,404	+1.9	84.3	60,209	+3.3	1.326
2020	40,685	-10.4	79.4	56,008	-7.0	1.377
2021***	39,351	-3.3	79.1	52,943	-5.5	1.345

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

** Includes the impact of SunPass® annual toll rate index.

*** Unaudited.

In FY 2012, Seminole Expressway 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 adjustment 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 effect of the June 24, 2012 rate adjustment. The traffic growth from 2013 to 2019 reflects continued economic recovery in the area and strong growth of tourism. In FY 2020, Seminole Expressway traffic growth was consistent with previous years through February 2020, with an approximate growth of two percent for the period July 2019 through February 2020. Beginning in March 2020, traffic declined as a result of the COVID-19 pandemic. Accordingly, traffic declined over 30 percent for the four month period ended June 2020, heavily contributing to the overall decline in traffic of 10 percent. Revenue declines were not as pronounced due to improvements in billing and collections during FY 2020. During the first month of FY 2021, traffic on Seminole Expressway was down 23 percent from the previous year. The impacts of the COVID-19

pandemic diminished during the remainder of FY 2021. Overall, Seminole Expressway traffic decreased by 3.3 percent and toll revenue decreased by 5.5 percent in FY 2021, reflective of lingering, albeit diminishing, COVID-19 pandemic impacts on commuter traffic along the corridor.

Electronic toll collection on the Seminole Expressway is compatible with the other facilities in Central Florida such as the CFX’s E-PASS™. Due to the interoperability of E-PASS™ and SunPass®, both types of customers can use any Turnpike facility. As such, the ETC participation of 79 percent in FY 2021 consists of E-PASS™ and SunPass® customers. Systemwide declines in FY 2020 and FY 2021 SunPass® participation were a result of changing new back office business rules, see **Section 3.1.5** for a detailed explanation.

2.1.9 Veterans Expressway

Toll collection on the Veterans Expressway started as a coin system, with 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 was designed so that all users of the Veterans Expressway pay a toll. The Veterans Expressway became the third facility after SR 821 and the Sawgrass Expressway to be converted to All-Electronic Tolling in phases, starting from June 2014 (FY 2014) to September 2014 (FY 2015). For the full-length, 15-mile trip, the \$1.87 passenger car toll for SunPass® customers (\$2.41 for TOLL-BY-PLATE® customers) results in an average rate of 12.5 cents-per-mile (16.1 cents-per-mile for TOLL-BY-PLATE® customers), which, as an expansion project, is higher than the system-wide average (approximately seven and nine cents-per-mile for SunPass® and cash/TOLL-BY-PLATE® customers, respectively). **Table 17** lists the respective current tolls by vehicle class and payment method:

Table 17
Veterans Expressway Tolls
by Vehicle Class

No. of Axles	Barriers		Ramps		
	Anderson	Sugarwood	Wilsky Blvd Waters Ave Hutchison Rd	Anderson Road	Gunn Hwy Hillsborough Ave
SunPass®					
2	\$1.07	\$0.80	\$0.54	\$1.07	\$0.26
3	2.14	1.60	1.08	2.14	0.52
4	3.21	2.40	1.62	3.21	0.78
5	4.28	3.20	2.16	4.28	1.04
add'l	1.07	0.80	0.54	1.07	0.26
TOLL-BY-PLATE®					
2	\$1.34	\$1.07	\$0.80	\$1.34	\$0.54
3	2.68	2.14	1.60	2.68	1.08
4	4.02	3.21	2.40	4.02	1.62
5	5.36	4.28	3.20	5.36	2.16
add'l	1.34	1.07	0.80	1.34	0.54

As shown in **Table 18**, the increase in both traffic and toll revenue in FY 2012 was attributable 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. The decline in traffic and revenue in FY 2014 was attributable to construction activities related to lane widening on this facility. The revenue was also impacted by the delay in collection from TOLL-BY-PLATE® customers resulting from the All-Electronic toll conversion as stated above. As reported by Turnpike management, the completion of most of the construction activities during FY 2016 and continuing through FY 2017 is reflected in the increase in traffic of nine percent and 13 percent in toll revenue. As previously stated in **Section 2.1.6**, the combined revenue impact from the cash, SunPass® and TOLL-BY-PLATE® toll rate adjustments in October 2017, and the normal growth, offset by revenue loss prompted by the 15-day toll suspension due to Hurricane Irma, resulted in a net revenue increase of 3.9 percent in FY 2018. Continued traffic growth in FY 2019 resulted in a net increase in toll

revenue of 5.3 percent. In FY 2020, Veterans Expressway traffic growth was lower than previous years through February 2020, with an approximate growth of three percent for the period July 2019 through February 2020. Beginning in March 2020, traffic declined as a result of the COVID-19 pandemic. Accordingly, traffic declined approximately 35 percent for the four month period ended June 2020, heavily contributing to the overall decline in traffic of 10 percent. Revenue declines were not as pronounced due to improvements in billing and collections during FY 2020. During the first month of FY 2021, traffic on Veterans Expressway was down 24 percent compared to the previous year. Through the remainder of FY 2021, the COVID-19 pandemic impacts to commuter traffic on the facility began to diminish. FY 2021 ended with an overall 3.4 percent decrease in traffic and 4.4 percent decrease in revenues on Veterans Expressway. Systemwide declines in FY 2020 and FY 2021 SunPass® participation were a result of changing new back office business rules, see **Section 3.1.5** for a detailed explanation.

**Table 18
Veterans Expressway Traffic Transactions and Toll Revenue
FY 2012-2021**

Fiscal Year	Traffic			Toll Revenue		Average Toll
	Transactions (000)	Percent Change	SunPass® Participation	Amount (000)	Percent Change	
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
2014	48,345	-2.4	79.2	39,925	-4.1**	0.826
2015	51,412	+6.3	84.4	41,111	+3.0***	0.800
2016	55,304	+7.6	83.3	45,721	+11.2****	0.827
2017	60,321	+9.1	83.0	51,645	+13.0	0.856
2018	65,238	+8.2	84.2	53,670	+3.9****	0.823
2019	70,158	+7.5	84.0	56,582	+5.4	0.806
2020	63,198	-9.9	78.9	53,781	-5.0	0.851
2021****	61,025	-3.4	76.0	51,440	-4.4	0.843

* Includes the impact of SunPass® and cash toll rate increase.
 ** Includes the impact of SunPass® and TOLL-BY-PLATE® annual toll rate index offset by construction activities.
 *** Includes the impact of SunPass® and TOLL-BY-PLATE® annual toll rate index under All-Electronic Tolling.
 **** Unaudited.

2.1.10 Southern Connector Extension

The Southern Connector Extension, 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 \$0.80 for passenger cars with SunPass® and \$1.25 for cash customers, the average per-mile rate is 13.3 cents and 20.8 cents, respectively. Like the Seminole and Veterans Expressways, this toll rate is higher than the Mainline, but consistent with nearby CFX toll rates. The tolls at the intermediate interchanges at Osceola Parkway and US 192 are \$0.54 for SunPass® customers or \$1.00 for cash customers. As noted in **Table 19**, 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.

Table 19
Southern Connector Extension Tolls by Vehicle Class

No. of Axles	Barrier	Osceola Parkway/US 192
SunPass®		
2	\$0.80	\$0.54
3	1.60	1.08
4	2.40	1.62
5	3.20	2.16
add'l	0.80	0.54
Cash		
2	\$1.25	\$1.00
3	2.50	2.00
4	3.75	3.00
5	5.00	4.00
add'l	1.25	1.00

The Southern Connector Extension is particularly influenced by tourists visiting various theme parks in the Orlando area. As shown in **Table 20**, the increase in both traffic and toll revenue in 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 SunPass® and cash toll rate increase. The significant traffic growth from 2013 through 2019 was due to the continued improvement in the economy and the resulting increase in tourists, record attendance at Central Florida attractions and new hotels in the corridor. In FY 2020, Southern Connector traffic growth was lower than previous years through February 2020, with an approximate growth of one percent for the period July 2019 through February 2020. Beginning in March 2020, traffic declined as a result of the COVID-19 pandemic. Accordingly, traffic declined approximately 50 percent for the four month period ended June 2020, heavily contributing to the overall decline in traffic of 17 percent. Revenue declines were not as pronounced due to improvements in billing and collections during FY 2020. During the first month of FY 2021, traffic on the Southern Connector Extension decreased 42 percent compared to the previous year. Overall, FY 2021 traffic and revenue decreased approximately 10 percent due in large part due to the continued, but diminishing, impact of the COVID-19 pandemic on tourist and convention traffic to Orlando. Also reflected in the table is that E-PASS™ and SunPass® participation was approximately 77 percent during FY 2021. Systemwide declines in FY 2020 and FY 2021 SunPass® participation were a result of changing new back office business rules, see **Section 3.1.5** for a detailed explanation.

Table 20
Southern Connector Extension Traffic Transactions and Toll Revenue
FY 2012-2021

Fiscal Year	Traffic			Toll Revenue		Average Toll
	Transactions (000)	Percent Change	SunPass® Participation	Amount (000)	Percent Change	
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
2014	9,599	+9.4	76.6	7,517	+10.6**	0.783
2015	11,059	+15.2	77.5	8,746	+16.3**	0.791
2016	13,603	+23.0	78.4	10,917	+24.8**	0.803
2017	15,803	+16.2	80.0	12,626	+15.7	0.799
2018	17,932	+13.5	80.5	14,409	+14.1*	0.804
2019	18,828	+5.0	81.3	15,148	+5.1	0.805
2020	15,700	-16.6	77.7	13,203	-12.8	0.841
2021***	14,100	-10.2	77.1	11,928	-9.7	0.846

* Includes the impact of SunPass® and cash toll rate increase.
 ** Includes the impact of SunPass® annual toll rate index.
 *** Unaudited.

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 current mainline barrier tolls for passenger cars are \$1.07 for SunPass® and a \$1.50 cash toll, resulting in an average toll rate of 12.8 and 18.0 cents-per-mile respectively, again, higher than the 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 relatively new Florida Polytechnic University campus in the City of Lakeland. By vehicle classification, the Polk Parkway tolls are similar to the other coin sections of the Turnpike System. **Table 21** shows the current tolls implemented at the three barriers and eight interchanges of the Polk Parkway

**Table 21
Polk Parkway Tolls by Vehicle Class**

No. of Axles	Western Central Eastern Barriers	Ramps	
		Waring Rd Harden Blvd South Florida Ave SR 540	Airport Rd Lakeland-Highlands Rd CR 546 Pace Rd*
SunPass®			
2	\$1.07	\$0.54	\$0.26
3	2.14	1.08	0.52
4	3.21	1.62	0.78
5	4.28	2.16	1.04
add'l	1.07	0.54	0.26
Cash/TOLL-BY-PLATE®			
2	\$1.50	\$1.00	\$0.75/ \$0.54
3	3.00	2.00	1.50/1.08
4	4.50	3.00	2.25/1.62
5	6.00	4.00	3.00/2.16
add'l	1.50	1.00	0.75/0.54

* Pace Road is an All-Electronic Tolling interchange. As such, TOLL-BY-RATES® rates apply.

Historical traffic and toll revenue for the Polk Parkway is shown in **Table 22**. Similar to the Mainline, the increase in both traffic and toll revenue in 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 reported by Turnpike management on the Polk Parkway between the Western Mainline Toll Plaza and I-4, between Mileposts 8 and 24, 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. The continued improvement in the economy, the opening of several distribution centers clustered in the area, and the annual indexing of SunPass® toll rates contributed to both traffic and toll revenue increases in the recent years. In FY 2020, Polk Parkway traffic growth was consistent with previous years through February 2020, with an approximate growth of two percent for the period July 2019 through February 2020. Beginning in March 2020, traffic declined as a result of the COVID-19 pandemic. Accordingly, traffic declined over 25 percent for the four month period ended June 2020, heavily contributing to the overall decline in traffic of 7 percent. Revenue declines were not as pronounced due to improvements in billing and collections during FY 2020. During the first month of FY 2021, traffic on Polk Parkway was down 11 percent compared to the previous year. Through the remainder of FY 2021, the traffic recovery continued along Polk Parkway, with overall FY 2021 traffic and revenue increasing by approximately four percent. This increase in traffic in FY 2021 is largely due to the many distribution centers along the corridor that continue to serve the expanded delivery services that began at the onset of the COVID-19 pandemic and through the recovery. Systemwide declines in FY 2020 and FY 2021 SunPass® participation were a result of changing new back office business rules, see **Section 3.1.5** for a detailed explanation.

Table 22
Polk Parkway Traffic Transactions and Toll Revenue
FY 2012-2021

Fiscal Year	Traffic			Toll Revenue		Average Toll
	Transactions (000)	Percent Change	SunPass® Participation	Amount (000)	Percent Change	
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
2014	27,495	+4.3	72.2	24,590	+4.0**	0.894
2015	30,103	+9.5	74.8	27,713	+12.7**	0.921
2016	33,316	+10.7	76.0	31,359	+13.2**	0.941
2017	35,441	+6.4	77.6	33,595	+7.1	0.948
2018	37,279	+5.2	79.0	35,482	+5.6***	0.952
2019	38,121	+2.3	80.4	36,848	+3.8	0.967
2020	35,297	-7.4	77.8	35,431	-3.8	1.004
2021****	36,702	+4.0	76.6	36,753	+3.7	1.001

* Includes the impact of cash toll rate increase.
** Includes the impact of SunPass® annual toll rate index.
*** Includes the impact of SunPass® and cash toll rate increase.
**** Unaudited.

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 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 the customer to 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 23** shows the current tolls implemented at the three barriers and four interchanges of the Suncoast Parkway. Suncoast Parkway converted to All-Electronic-Tolling during FY 2020.

Table 23
Suncoast Parkway Tolls by Vehicle Class

No. of Axles	Barriers	Ramps
	Anclote Spring Hill Oak Hammock	Van Dyke Rd, SR 54, CR 578, SR 50
SunPass®		
2	\$1.07	\$0.26
3	2.14	0.52
4	3.21	0.78
5	4.28	1.04
add'l	1.07	0.26
TOLL-BY-PLATE®		
2	\$1.34	\$0.54
3	2.68	1.08
4	4.02	1.62
5	5.36	2.16
add'l	1.34	0.54

Historical growth in traffic and toll revenue since FY 2012 is shown in **Table 24**. The economic slowdown and persistent high unemployment rates particularly in Hernando and Pasco counties (source: Bureau of Labor Statistics) adversely impacted traffic and toll revenue in both FY 2012 and FY 2013. As

reported by FDOT, traffic on the facility was also negatively impacted in FY 2013 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. On July 1, 2013, 2014 and 2015 SunPass[®] toll rates were indexed annually as statutorily required. As previously stated, the combined revenue impact from the cash, SunPass[®] and TOLL-BY-PLATE[®] toll rate adjustments in October 2017, and the normal growth, offset by revenue loss prompted by the 15-day toll suspension due to Hurricane Irma, resulted in a net revenue increase of 2.3 percent in FY 2018. The continued improvement in the economy and post-construction traffic rebound following the widening of the Veterans Expressway have contributed to both traffic and revenue increases during the recent years. In FY 2020, Suncoast Parkway traffic growth was lower than previous years through February 2020, with an approximate growth of one percent for the period July 2019 through February 2020. Beginning in March 2020, traffic declined as a result of the COVID-19 pandemic. Accordingly, traffic declined nearly 30 percent for the four month period ended June 2020, heavily contributing to the overall decline in traffic of nine percent. During the first month of FY 2021, traffic on Suncoast Parkway was down 16 percent compared to the previous year. Through the remainder of FY 2021, traffic recovered and Suncoast Parkway ended the fiscal year with a traffic increase of 5.1 percent and toll revenue increase of 3.7 percent in due in part to the increase in number of recreational trips along the facility during the COVID-19 pandemic recovery. Systemwide declines in FY 2020 and FY 2021 SunPass[®] participation were a result of changing new back office business rules, see **Section 3.1.5** for a detailed explanation.

Table 24
Suncoast Parkway Traffic Transactions and Toll Revenue
FY 2012-2021

Fiscal Year	Traffic			Toll Revenue		Average Toll
	Transactions (000)	Percent Change	SunPass [®] Participation	Amount (000)	Percent Change	
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
2014	26,805	+1.6	79.1	22,011	+3.1*	0.821
2015	29,217	+9.0	81.2	23,682	+7.6**	0.811
2016	31,349	+7.3	80.4	25,709	+8.6**	0.820
2017	32,896	+4.9	80.1	26,993	+5.0	0.821
2018	34,976	+6.3	80.2	27,620	+2.3***	0.790
2019	36,810	+5.2	79.7	29,214	+5.8	0.794
2020	33,417	-9.2	77.8	26,623	-8.9	0.797
2021****	35,136	+5.1	75.9	27,599	+3.7	0.785

* Includes the impact of cash toll rate increase.
 ** Includes the impact of SunPass[®] annual toll rate index.
 *** Includes the impact of SunPass[®] and cash toll rate increase.
 **** Unaudited.

2.1.13 Daniel Webster Western Beltway, Part C

The Western Beltway, Part C 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 (to and from the South), Disney World/Hartzog Road (also known as Western Way), US 192 and Sinclair Road.

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 **Table 25**, the current tolls implemented at the one barrier plaza and three interchanges are presented.

**Table 25
Daniel Webster Western Beltway, Part C Tolls
by Vehicle Class**

No. of Axles	Mainline Barrier	Ramps	
		Seidel Road US 192	Sinclair Road
SunPass®			
2	\$1.07	\$0.54	\$0.26
3	2.14	1.08	0.52
4	3.21	1.62	0.78
5	4.28	2.16	1.04
add'l	1.07	0.54	0.26
Cash			
2	\$1.50	\$1.00	\$0.75
3	3.00	2.00	1.50
4	4.50	3.00	2.25
5	6.00	4.00	3.00
add'l	1.50	1.00	0.75

Table 26 presents ten years of historical traffic and toll revenue data for the Daniel Webster Western Beltway, Part C. 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 and FY 2013. The continued economic recovery and significant residential and commercial development throughout the Western Beltway corridor resulted in notable double-digit traffic and toll revenue growth from 2014 through 2019. In FY 2020, Western Beltway traffic growth was lower than previous years through February 2020, with an approximate growth of seven percent for the period July 2019 through February 2020. Beginning in March 2020, traffic declined as a result of the COVID-19 pandemic. Accordingly, traffic declined over 40 percent for the four month period ended June 2020, heavily contributing to the overall decline in traffic of 10 percent. Revenue declines were not as pronounced due to improvements in billing and collections during FY 2020. During the first month of FY 2021, traffic on the Western Beltway was down 32 percent from the previous year. Through the remainder of FY 2021, the facility continued to recover from the impacts of the COVID-19 pandemic on tourists and commuters in the Orlando area and also continued to experience significant residential construction activity throughout the corridor. Overall, traffic and revenue increased approximately one percent in FY 2021. Systemwide declines in FY 2020 and FY 2021 SunPass® participation were a result of changing new back office business rules, see **Section 3.1.5** for a detailed explanation.

Table 26
Daniel Webster Western Beltway, Part C
Traffic Transactions and Toll Revenue
FY 2012-2021

Fiscal Year	Traffic			Toll Revenue		Average Toll
	Transactions (000)	Percent Change	SunPass® Participation	Amount (000)	Percent Change	
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
2014	7,209	+13.8	70.7	7,289	+14.5**	1.011
2015	8,688	+20.5	71.4	8,853	+21.5**	1.019
2016	10,727	+23.5	73.4	11,032	+24.6**	1.028
2017	12,487	+16.4	75.8	12,930	+17.2	1.035
2018	14,753	+18.1	77.3	15,106	+16.8***	1.024
2019	16,638	+12.8	78.4	16,942	+12.2	1.018
2020	14,978	-10.0	75.8	15,771	-6.9	1.053
2021****	15,114	+0.9	74.5	15,581	-1.2	1.031

* Includes the impact of cash toll rate increase.
** Includes the impact of SunPass® annual toll rate index.
*** Includes the impact of SunPass® and cash toll rate increase.
**** Unaudited.

2.1.14 I-4 Connector

The I-4 Connector is 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 provides I-4 traffic to and from the east a connection to and from the west on the Selmon Expressway, while the “Z” move provides I-4 traffic to and from the west a connection to and from the east on the Selmon Expressway. The interchange also provides a connection into the Port of Tampa, offering better flow of truck traffic access to the Port of Tampa via the 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 I-4 Connector is All-Electronic, using pre-paid SunPass® or TOLL-BY-PLATE® (video tolling option). As shown in **Table 27**, the current 2-axle SunPass® toll rates are \$1.05 for the “S” move, \$0.53 for the “Z” move, and \$1.05 for the “T” move. Current SunPass® and TOLL-BY-PLATE® rates are calculated using the N-1 methodology (where “N” is the number of axles) for the “S” and the “Z” move. In this method, the multi-axle toll equals the 2-axle toll rate multiplied by the number of axles minus one. For the “T” move, SunPass® tolls are fixed at \$1.05 and TOLL-BY-PLATE® rates are fixed at \$1.31 for all axle classes.

Table 27
I-4 Connector Tolls by Vehicle Class

Plaza	SunPass®					TOLL-BY-PLATE®				
	2-Axle	3-Axle	4-Axle	5-Axle	Add'l Axles	2-Axle	3-Axle	4-Axle	5-Axle	Add'l Axles
“S” Move	\$1.05	\$2.10	\$3.15	\$4.20	\$1.05	\$1.31	\$2.62	\$3.93	\$5.24	\$1.31
“Z” Move	0.53	1.06	1.59	2.12	0.53	0.78	1.56	2.34	3.12	0.78
“T” Move	1.05	1.05	1.05	1.05	-	1.31	1.31	1.31	1.31	-

Table 28 presents the total transactions for all the movements and the corresponding total toll revenue since the opening of the I-4 Connector on January 6, 2014. The combined revenue impact from the SunPass® and TOLL-BY-PLATE® toll rate adjustments in October 2017, and the normal growth, offset by revenue loss prompted by the 15-day toll suspension due to Hurricane Irma, resulted in a net revenue increase of 3.0 percent in FY 2018. Continued traffic growth in FY 2019 resulted in a net increase in toll revenue of 3.9 percent. In FY 2020, I-4 Connector traffic growth was slightly lower than previous years through February 2020, with an approximate growth of three percent for the period July 2019 through February 2020. Beginning in March 2020, traffic declined as a result of the COVID-19 pandemic. Accordingly, traffic declined approximately 25 percent for the four month period ended June 2020, heavily contributing to the overall decline in traffic of seven percent. Revenue declines were not as pronounced due to improvements in billing and collections during FY 2020. During the first month of FY 2021, traffic on the I-4 Connector was down 13 percent compared to the previous year. Through the remainder of FY 2021, the COVID-19 pandemic traffic impacts on commuter and freight traffic diminished and the total I-4 Connector FY 2021 traffic increased by 2.9 percent and toll revenue increased by 0.5 percent. Systemwide declines in FY 2020 and FY 2021 SunPass® participation were a result of changing new back office business rules, see **Section 3.1.5** for a detailed explanation.

Table 28
I-4 Connector, Traffic Transactions and Toll Revenue
FY 2014-2021

Fiscal Year	Traffic			Toll Revenue		Average Toll
	Transactions (000)	Percent Change	SunPass® Participation	Amount (000)	Percent Change	
2014*	3,815	NA	77.2	\$2,650	NA	\$0.695
2015	12,094	NA	76.2	8,774	NA	0.725
2016	16,283	+34.6	75.9	12,071	+37.6**	0.741
2017	17,577	+7.9	76.7	13,448	+11.4	0.765
2018	18,907	+7.6	77.9	13,856	+3.0**	0.733
2019	19,847	+5.0	77.8	14,390	+3.9	0.725
2020	18,525	-6.7	73.0	14,013	-2.6	0.756
2021***	19,067	+2.9	70.5	14,079	+0.5	0.738

* I-4 Connector opened to traffic on January 6, 2014 and the toll collection started on January 12, 2014.

** Includes the impact of SunPass® and TOLL-BY-PLATE® annual toll rate index.

*** Unaudited.

2.1.15 Beachline East Expressway

The Beachline East Expressway is a 22-mile toll facility that extends east from SR 520 in Orange County for six miles into Brevard County, where it splits into two branches. The 9-mile southeast branch continues as SR 528 and connects with the Bennett Causeway at US 1 providing a connection to Port Canaveral and Cocoa Beach. The 7-mile northeast branch becomes SR 407 and extends to connect with SR 405 near the John F. Kennedy Space Center.

Per Turnpike management, to enhance customer experience and save operational costs, tolls are collected (currently \$0.26 SunPass® and \$0.75 cash for all axle classes) at the Dallas Mainline Plaza on behalf of the Turnpike on the CFX owned section of SR 528, and at the ramps for movements to and from the east at SR 520, (currently, \$0.26 SunPass® and \$0.75 cash for all axle classes).

Table 29 presents the total transactions and the corresponding revenues. This facility was the second expansion project acquired by the Turnpike. The increase in FY 2019 revenue includes a one-time non-recurring amount of approximately \$600 thousand in additional collections made by CFX relating to their Pay by Plate revenue. Through February 2020, Beachline East Expressway experienced year-over-year traffic growth of nearly nine percent. Beginning in March 2020, traffic declined as a result of the COVID-19 pandemic. Accordingly, traffic declined approximately 31 percent for the four month period ended June 2020, heavily contributing to the overall decline in traffic of five percent. During the first month of FY 2021, Beachline East Expressway traffic declined 16 percent compared to the previous year. Overall, traffic

on Beachline East Expressway decreased 10.7 percent and toll revenue decreased nine percent in FY 2021 due to the continued COVID-19 pandemic impacts on tourist activities in Central Florida, including the suspension of passenger cruises from Port Canaveral.

**Table 29
Beachline East Expressway, Traffic Transactions and Toll Revenue
FY 2015-2021**

Fiscal Year	Traffic			Toll Revenue		Average Toll
	Transactions (000)	Percent Change	SunPass® Participation	Amount (000)	Percent Change	
2015*	17,079	NA	63.9	\$5,181	NA	\$0.303
2016	18,722	+9.6	65.3	5,512	+6.4	0.294
2017	19,592	+4.6	65.9	5,603	+1.7	0.286
2018	20,226	+3.2	65.1	5,770	+3.0**	0.285
2019	21,151	+4.6	62.3	6,866	+19.0	0.325
2020	20,036	-5.3	67.7	6,256	-8.9	0.312
2021***	17,899	-10.7	74.4	5,696	-9.0	0.318

* The Beachline East Expressway was acquired from the Department on July 1, 2014. Transactions and reflect tolls collected at SR 520 ramps and Central Florida Expressway Authority owned Dallas Mainline Toll Plaza.

** Includes the impact of cash toll rate increase.

*** Unaudited.

2.1.16 First Coast Expressway

First Coast Expressway is a multi-lane, AET, limited-access toll road which extends 15 miles from US 90 and I-10 in Duval County to SR 21 in Clay County. Tolling began on the facility on July 13, 2019. In **Table 30**, the current tolls implemented at the five barrier plazas are presented. Vehicle classification toll rates on First Coast Expressway are calculated using the N-1 methodology.

Table 31 presents the total transactions and the corresponding revenues for First Coast Expressway. With over 25 million transactions in its first year of opening, First Coast Expressway contributed nearly \$12 million to Turnpike System revenue in FY 2020. In the second year of operation, First Coast Expressway traffic increased 11.7 percent and toll revenue increased 14 percent in FY 2021 despite the impacts of the COVID-19 pandemic as this new facility is still ramping-up. SunPass participation for the FY 2021 was approximately 67 percent, consistent with the expectation of a new AET toll road in a region not accustomed to tolling.

**Table 30
First Coast Expressway Tolls
by Vehicle Class**

No. of Axles	Barriers	
	New World / Normandy	Argyle Forest / Plantation / Trail Ridge
SunPass®		
2	\$0.20	\$0.60
3	0.40	1.20
4	0.60	1.80
5	0.80	2.40
add'l	0.20	0.60
TOLL-BY-PLATE®		
2	\$0.45	\$0.85
3	0.90	1.70
4	1.35	2.55
5	1.80	3.40
add'l	0.45	0.85

Table 31
First Coast Expressway, Traffic Transactions and Toll Revenue
FY 2020-2021

Fiscal Year	Traffic			Toll Revenue		Average Toll
	Transactions (000)	Percent Change	SunPass® Participation	Amount (000)	Percent Change	
2020	25,816	NA	68.3	\$11,792	NA	\$0.457
2021*	28,825	+11.7	67.3	13,444	+14.0	0.466

* Unaudited.

2.1.17 Total Traffic Transactions and Toll Revenue

Total traffic for the Turnpike System by facility for the past ten years is summarized in **Table 32**. Detailed explanations of historic traffic impacts have been discussed previously beginning in **Section 2.1.6** of this report.

Table 32
Turnpike System Traffic Transactions
FY 2012-2021****

Fiscal Year	Traffic Transactions (000)											Total
	Mainline	Sawgrass Expressway	Seminole Expressway	Veterans Expressway	Southern Connector Extension	Polk Parkway	Suncoast Parkway	Western Beltway, Part C	I-4* Connector	Beachline** East Expressway	First*** Coast Expressway	
2012	440,023	72,179	31,265	51,288	8,499	27,395	27,593	6,037	-	-	-	664,279
2013	442,857	72,195	30,819	79,542	8,773	26,350	26,394	6,337	-	-	-	663,267
2014	459,759	75,121	32,436	48,345	9,599	27,495	26,805	7,209	3,815	-	-	690,584
2015	493,114	79,746	35,373	51,412	11,059	30,103	29,217	8,688	12,094	17,079	-	767,885
2016	529,318	85,633	39,592	55,304	13,603	33,316	31,349	10,727	16,283	18,722	-	833,847
2017	547,119	89,551	42,067	60,321	15,803	35,441	32,896	12,487	17,577	19,592	-	872,854
2018	558,047	93,614	44,558	65,238	17,932	37,279	34,976	14,753	18,907	20,226	-	905,530
2019	568,215	96,658	45,404	70,158	18,828	38,121	36,810	16,638	19,847	21,151	-	931,730
2020	507,863	85,054	40,685	63,198	15,700	35,297	33,417	14,978	18,525	20,036	25,816	860,569
2021	514,044	79,799	39,351	61,025	14,100	36,702	35,136	15,114	19,067	17,899	28,825	861,062

* Opened to traffic on January 6, 2014, and the toll collection started on January 12, 2014.

** The Beachline East Expressway was acquired on July 1, 2014.

*** Tolling on First Coast Expressway commenced on July 13, 2019.

**** FY 2021 transactions unaudited.

Total toll revenue for the Turnpike System for the past ten years are summarized in **Table 33**.

Table 33
Turnpike System Toll Revenue
FY 2012-2021****

Fiscal Year	Toll Revenue (000)											Total
	Mainline	Sawgrass Expressway	Seminole Expressway	Veterans Expressway	Southern Connector Extension	Polk Parkway	Suncoast Parkway	Western Beltway, Part C	I-4* Connector	Beachline** East Expressway	First Coast Expressway	
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
2014	581,632	69,768	40,919	39,925	7,517	24,590	22,011	7,289	\$2,650	-	-	796,301
2015	624,033	72,614	45,243	41,111	8,746	27,713	23,682	8,853	8,774	\$5,181	-	865,950
2016	681,386	80,510	51,713	45,721	10,917	31,359	25,709	11,032	12,071	5,512	-	955,930
2017	710,861	85,417	55,302	51,645	12,626	33,595	26,993	12,930	13,448	5,603	-	1,008,420
2018	706,432	86,650	58,308	53,670	14,409	35,482	27,620	15,106	13,856	5,770	-	1,017,303
2019	727,411	88,747	60,209	56,582	15,148	36,848	29,214	16,942	14,390	6,866	-	1,052,357
2020	643,138	80,244	56,008	53,781	13,203	35,431	26,623	15,771	14,013	6,256	\$11,792	956,260
2021	657,289	75,740	52,943	51,440	11,928	36,753	27,599	15,581	14,079	5,696	13,444	962,492

* Opened to traffic on January 6, 2014, and the toll collection started on January 12, 2014.

** The Beachline East Expressway was acquired on July 1, 2014.

*** Tolling on First Coast Expressway commenced on July 13, 2019.

**** FY 2021 toll revenue unaudited.

During the early 1990s, virtually all of the Turnpike System toll revenue was collected on the Mainline. However, with the diversification of the Turnpike System through the opening or acquisition of expansion projects, the Mainline now accounts for 68 percent of the total toll revenue. As expansion projects have been 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. In FY 2019, the revenue increased by over three percent from the previous year due to traffic growth and no impact of hurricanes in FY 2019, offset by a delay in billing and collections resulting from the implementation of the Department's Centralized Customer Service System (CCSS). In FY 2020, systemwide traffic growth was slightly lower than previous years through February 2020, with an approximate growth of two percent for the period July 2019 through February 2020, excluding First Coast Expressway which opened in July 2019. Beginning in March 2020, traffic declined as a result of the COVID-19 pandemic. Accordingly, traffic declined nearly 35 percent for the four month period ended June 2020, heavily contributing to the overall decline in traffic and revenue of 10 percent, excluding the recently opened First Coast Expressway. During the first month of FY 2021, total System traffic was down 21 percent compared to the previous year as the COVID-19 pandemic impacts that were experienced during the last four months in FY 2020 continued into the new fiscal year. The COVID-19 pandemic impacts continued at a diminishing rate throughout the remainder of FY 2021. Starting in March 2021, a notable percentage increase in System traffic occurred due to the significant COVID-19 pandemic impact in the comparable months of the prior year. This in combination with the COVID-19 vaccine roll out in the spring of 2021 offset the monthly traffic decline through February 2021. The resulting net impact was that FY 2021 overall System traffic remained virtually unchanged from the preceding year, increasing by 0.1 percent over the prior year. In addition, there were no hurricane related traffic impacts and toll suspensions in FY 2021 compared to FY 2020, which was affected by 4.5 days of toll suspension due to Hurricane Dorian resulting in an \$11.9 million revenue loss. Overall, FY 2021 System toll revenue increased 0.7 percent compared to the previous year as the Turnpike System traffic recovered from the COVID-19 pandemic impacts.

2.2 Concession Revenue

All information and data regarding the Turnpike’s concession and other non-toll revenue sources and associated contractual arrangements (including but not limited to advertising and concessionaire contracts) is based upon information and documentation supplied to us by the Turnpike. Concessions provide an additional source of non-toll revenue for the Turnpike. This revenue primarily comes from the sale of food and other items at the eight service plazas along the Turnpike Mainline. In addition, income from sponsorship programs and advertisements on toll booths, and particularly, 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 (source: Concession Agreement for Food and Beverage, Retail, Fuel Station/Convenience Store Services between Florida’s Turnpike Enterprise and Areas USA FLTP, LLC, dated April 3, 2009). Per the agreement, the Turnpike awarded a 30-year concession contract to Areas USA. The contract consolidates the operation of fuel, food and beverage, and other retail operations under a single concessionaire. Per the agreement, the Turnpike receives 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 increased starting on July 1, 2014 by inflation. The contract is discussed in further detail in **Section 3.5**.

In December 2013, the Turnpike awarded a contract for Road Ranger sponsorship and toll booth advertising to Travelers Marketing, LLC. The initial contract period ended in February 2018 and was renewed for four additional years. Under the sponsorship agreement, Travelers Marketing, LLC pays the Turnpike 70 percent of the sponsorship fee received from State Farm for the period through 2015. This percentage escalates by two percent each year to a maximum of 84 percent in the final year of contract in 2022, with a minimum of \$3.2 million over the initial and extended contract period. Similarly, under the toll booth advertising agreement, Travelers Marketing LLC pays the Turnpike 65 percent of annual gross receipts each year. As reported by Turnpike management, this revenue stream is expected to decline due to the reduction of toll booths as part of the All-Electronic Tolling conversion.

As reported by Turnpike management, starting July 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. The contract was subsequently renewed between Florida Logos, Inc. and the Florida Department of Transportation (FDOT) for another five years which ends September 2026. The renewed contract provides for revenue generated from the flat fees collected per sign permit with no annual minimum guaranteed amounts. Also reported by Turnpike management, in September 2016, the Turnpike’s previous Sponsor-A-Highway program was combined with the existing FDOT contract with Travelers Marketing, LLC. It expired in September 2017 and was extended for another three years through August 2020. In September 2020, a new five year contract was executed between FDOT and Travelers Marketing that provides for 73 percent of gross sponsorship program receipts to the Turnpike with no annual minimum guarantee.

Table 34 provides a summary of historical concession revenues for the past ten years. 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. The revenue decline in FY 2014 is attributed to a decrease in delay fees associated with completion of service plaza construction, and lower advertising revenue compared to the preceding year. The advertising revenue returned to previous FY 2013 levels in FY 2015, however, the Service Plaza revenue declined as no delay fines were assessed in FY 2015 as a result of plaza remodeling. Per Turnpike management, from FY 2016 through FY 2018, Service Plaza revenue increase reflects annual adjustment to contract payments tied to the Consumer Price Index. Additionally, per Turnpike management, the FY 2017 and FY 2018 Service Plaza revenue increases are attributed to noncompliance fines being assessed to the concessionaire as a result of delays in construction completion of the final service plaza, Fort Pierce. The Fort Pierce Service Plaza was completed in January 2018, ending the noncompliance fines. In March 2020, the Department waived one month of the concessionaire’s required payments under the contract due statewide travel restrictions as a

result of the COVID-19 pandemic, resulting in a decline in concession revenue in FY 2020. Concession revenue increased in FY 2021 as a full year of required payments were received.

Table 34
Concession Revenue
FY 2012-2021

Fiscal Year	Service Plaza Revenue (000)	Advertising Revenue (000)	Total Concession Revenue (000)
2012	\$6,000	\$1,169	\$7,169
2013	6,585	930	7,515
2014	6,360	779	7,139
2015	6,090	960	7,050
2016	6,187	1,039	7,226
2017	7,074	1,383	8,457
2018	8,415	1,463	9,878
2019	7,476	1,446	8,922
2020	7,119	1,614	8,733
2021	8,159	1,663	9,822

Source: Turnpike Finance Office.

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 approximately \$252 million in FY 2021 as a 498-mile system with 861 million annual transactions. Further, the expense per toll transaction decreased from approximately 34 cents in 1957 to 29 cents in FY 2021. This decline is attributed to processing much larger traffic volumes and the added efficiencies of electronic toll collection.

Table 35 lists the operations and maintenance expenses from FY 2012 through FY 2021 provided by the Turnpike Finance office, along with the corresponding system traffic levels. Operating expenses include a manual toll collection contract for cash transactions, a transaction processing contract for non-cash transactions, and business development and marketing expenses. 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. The operational cost savings from All-Electronic Tolling conversion on the Sawgrass and Veterans Expressways, lower maintenance contract cost and other operational efficiencies in FY 2014 were offset by the increase due to a change in methodology in how operations and maintenance expenses are recorded. Starting in FY 2014, toll administrative charges from video billing are recorded as operating revenues and no longer offset the operations and maintenance expenses resulting in higher overall cost. Since FY 2014, the increase in operations and maintenance expenses is primarily due to normal growth in toll transactions coupled with annual inflation.

Over the past ten years, with slight fluctuation, the expense per transaction has averaged about 25 cents. The FY 2020 and FY 2021 expense per transaction has risen slightly as a result of the decline in transactions in these fiscal years as a result of the COVID-19 pandemic. In addition, there was an increase in the general maintenance contracts and maintenance projects to increase the Turnpike's maintenance rating.

Table 35
Operations and Maintenance Expenses
FY 2012-2021

Fiscal Year	Operations and Maintenance Expenses* (000)	Total Transactions (000)	Expense per Transaction
2012**	\$173,704	664,279	\$0.261
2013**	157,388	663,267	0.237
2014	165,838	690,584	0.240
2015	177,160	767,885	0.231
2016	192,458	833,847	0.231
2017	215,720	872,854	0.247
2018	233,020	905,530	0.257
2019	238,344	931,730	0.256
2020	242,882	860,569	0.282
2021***	252,491	861,062	0.293

* Operations and Maintenance Expenses include Business Development and Marketing expense.
 ** Toll administrative charges (in thousands) of \$2,487, \$6,301 and \$6, were netted against Operations and Maintenance expenses for FY 2011, FY 2012 and FY 2013, respectively. Beginning FY 2014, such amounts are reflected as operating revenues with no offset to the Operations and Maintenance expenses.
 *** Unaudited.

Source: Turnpike Finance Office.

2.4 Net Revenue

Net revenues are summarized for the FY 2012-2021 period in **Table 36**. They represent the amount of toll revenues and concession revenues less operations and maintenance expenses.

Table 36
Revenue and Expense Summary
FY 2012-2021

Fiscal Year	Revenues and Expenses (000)					Operations and Maintenance Expenses**	Net Revenue
	Gross Revenue				Total		
	Tolls	Concessions	Toll Administrative Charges*				
2012	\$608,812	\$7,169	-		\$615,981	\$173,704	\$442,277
2013	755,542	7,515	-		763,057	157,388	605,669
2014	796,301	7,139	\$8,495		811,935	165,838	646,097
2015	865,950	7,050	15,334		888,334	177,160	711,174
2016	955,930	7,226	16,993		980,149	192,458	787,691
2017	1,008,420	8,457	20,229		1,037,106	215,720	821,386
2018	1,017,303	9,878	21,217		1,048,398	233,020	815,378
2019	1,052,357	8,922	2,205		1,063,484	238,344	825,140
2020	956,260	8,733	17,288		982,281	242,882	739,399
2021***	962,492	9,822	18,967		991,281	252,491	738,790

* Prior to FY 2014, toll administrative charges were netted against Operations and Maintenance expenses. Beginning FY 2014, such amounts are reflected as operating revenues with no offset to the Operations and Maintenance expenses.
 ** Operations and Maintenance include Business Development and Marketing expense.
 *** Unaudited.

Source: Turnpike Finance Office.

The decrease in FY 2019 toll administrative charges reflects a temporary suspension of fees related to the delay in TOLL-BY-PLATE® invoice processing due to the transition to the new back office. While operating expenses have minimally fluctuated over the past ten years as explained previously, growing Turnpike traffic, the opening of expansion projects and the acquisition of the Beachline East Expressway, together with the toll indexing have resulted in a higher increase in net revenues from FY 2012 to FY 2021.

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 2032.

3.1 Factors Affecting Turnpike System Traffic and Revenue

All information and data regarding Turnpike improvements, other roadways and competing modes of transportation, as well as population and employment rates, fuel prices, tourism and other socioeconomic factors, both historical and projected, has been gathered by us from external sources, in consultation with, or at the direction of, Turnpike management and/or FDOT. Further, before developing projections of traffic, revenue and expenses, Turnpike management provided all historical traffic and revenue, historic and projected operations and maintenance expenses, historical and projected contractual concession revenue amounts and requirements and future planned toll changes.

3.1.1 COVID-19 Impact

Starting in January 2020, COVID-19 was first introduced to the United States in Washington State and California. In the months that followed, cases increased dramatically across the United States and, consequently, federal and state/local governments responded with differing levels of restrictions on citizen travel, as well as business and event closures. Starting in mid-March, the intensity of restrictions and closures accelerated in Florida, following the World Health Organization’s declaration of COVID-19 as a pandemic and the release of President Trump’s guidelines on March 16, 2020, urging people to avoid social gatherings of more than ten people and to restrict discretionary travel. Following government, business, and individual response to the pandemic, the Turnpike System experienced significant reductions to traffic volumes beginning in the third week of March, with the monthly decline in traffic peaking in April 2020 at just over 50 percent decline from the prior year.

On April 29, 2020, Governor Ron Desantis’ Re-Open Florida Task Force published its “Safe. Smart. Step-by-Step. Plan for Florida’s Recovery”. This report and the subsequent direction from Governor Desantis laid the guiding principles for re-opening. As COVID-19 cases began to fall and opening began slowly, the Turnpike System experienced recovery in traffic volumes, ending the fiscal year with June 2020 traffic volumes down 18 percent from the FY 2019 levels. Overall, the impact to traffic in the last three and a half months of the fiscal year equated to a revenue impact of approximately \$121 million. System traffic began FY 2021, down 21 percent in June 2020 compared to the previous year. However, during the next seven months the ongoing impacts of the COVID-19 pandemic that began in mid-March 2020 continued at a diminishing rate. During the Spring of 2021, COVID-19 vaccines were rolled out in Florida, with vaccines available to all adult Floridians by April 2021. In addition, starting in March 2021, a notable percentage increase in system traffic growth occurred when comparing against the most severely COVID-19 impacted months of the previous year. The resulting net impact was that FY 2021 traffic remained virtually unchanged compared to the previous year.

In developing the forecast for FY 2022-2032, the ongoing statewide recovery from the COVID-19 pandemic and the most recent trends regarding commuter and visitor travel were considered. In late summer 2021, the prevalence of the COVID-19 delta variant resulted in renewed efforts around the state to reduce the spread of the virus. As a result, the impacts of the COVID-19 delta variant on System traffic also continue to be monitored. The FY 2022 forecast revenues on many of the facilities are projected to reach FY 2019 actual levels by FY 2022, with all facilities reaching or exceeding FY 2019 levels by FY

2024. In addition, the FY 2022 forecast includes the opening of the extension of Suncoast Parkway from US 98 to SR 44 in Citrus County. FY 2022 overall forecast revenue (excluding the First Coast Expressway for better comparability) is projected to approach 96 percent of FY 2019 total actuals in FY 2022 and exceed FY 2019 revenues in FY 2023. By the end of the 10-year forecast period (see **Table 58**), annual revenues are nearly \$1.4 billion.

3.1.2 Recessional Impacts

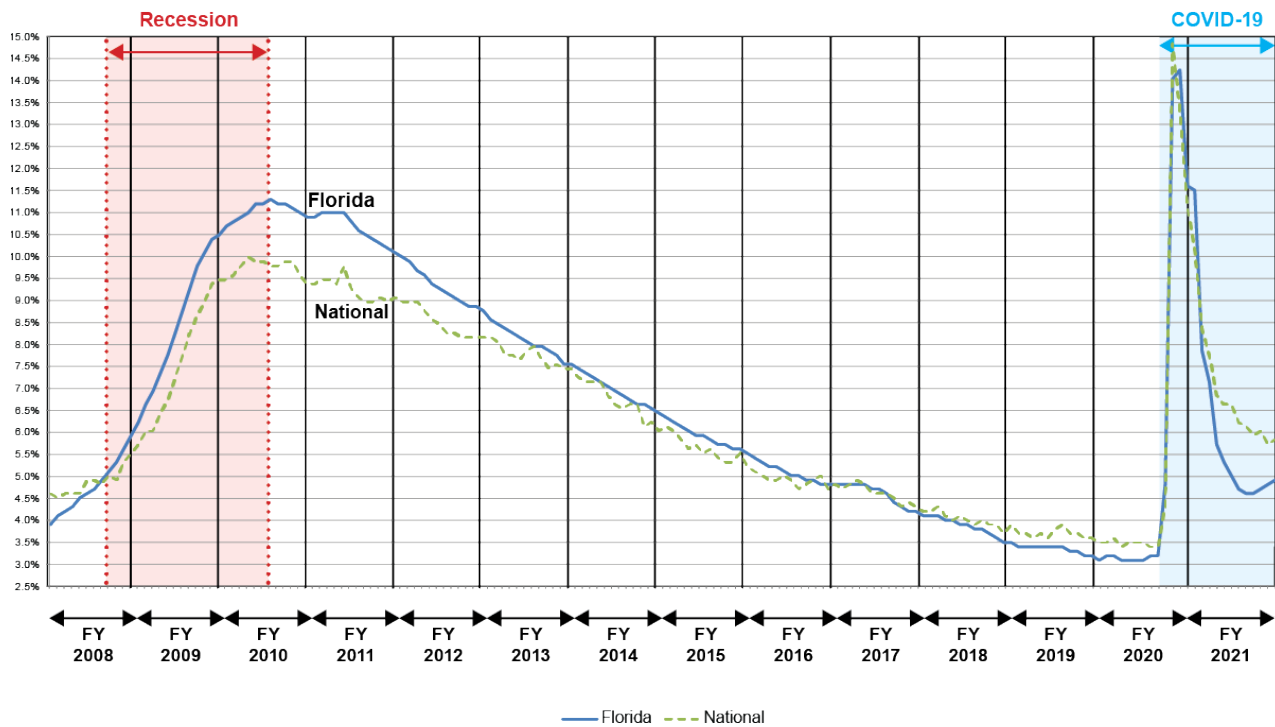
Historically, three calendar year recession periods were highlighted by the Business Cycle Dating Committee of the National Bureau of Economic Research: 1974-1977, 1990-1991, and 2001. For the most part, all of these recessions had a mild impact on the Turnpike System. As such, Turnpike revenues dropped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

On the other hand, the 2007 recession was different. The recession officially started in December 2007 and ended in June 2009, a period of 18 months. It was described by the Federal Reserve History 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 slowed. Many homes in urban areas were sold with subprime mortgages. Housing starts declined causing a drop in construction employment. Furthermore, the Florida housing market suffered from rapidly rising catastrophe insurance rates and property taxes.

Since the 2007 recession, the Florida Demographic Estimating Conference (FDEC) states that Florida’s population has been increasing at a diminishing rate. That being said, the state’s growth continues. In fact, despite the impacts of the COVID-19 pandemic, Florida’s population grew by 329 thousand people in 2020. The newest projections from the FDEC in March 2021 estimate that Florida will continue to grow by over 800 people per day through 2025. The forecast projects steady growth for the state through 2030. See **Section 3.1.3** for the mid-level forecasts for the 19-county Turnpike service area and for the entire state.

Figure 1 displays the rise in the unemployment rate in Florida along with the national rate since the beginning of FY 2008 (source: U.S. Department of Labor, Bureau of Labor Statistics). Florida, which previously had the lowest unemployment rate in the nation, peaked at 11.2 percent in November 2009 through March 2010. For FY 2009 through the first half of FY 2013, Florida exceeded the national rate. However, Florida’s unemployment steadily declined below or similar to the national rate starting the second half of FY 2013. At 2.8 percent in February 2020, Florida’s unemployment was down 0.6 percent from June 2019, lower than the national average of 3.5 percent. However, due to the COVID-19 pandemic, unemployment rose dramatically in Florida and across the nation. Subsequently, the unemployment rate has been falling notably as Florida continued to re-open. During the COVID-19 pandemic, the unemployment rate for Florida peaked at 14.2 percent in May 2020, but has since improved to 5.0 percent in June 2021, which compares to the national unemployment rate of 5.9 percent.

**Figure 1
Unemployment Rate**



3.1.3 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 21.5 million as reported in the 2020 Census, and is projected by the University of Florida, Bureau of Economic and Business Research (BEBR) to exceed 24 million by 2030. As the data in **Table 37** indicates, Florida’s population in the 2020 Census increased 121 percent since 1980 and 66 percent since 1990. In fact, Florida is now ranked the third most populous state in the nation behind California and Texas. Future 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 37
Florida Population, 1950-2020**

Year	Florida Population (000)	Average Annual Growth*	State Rank
1950	2,771	-	20 th
1960	4,952	6.0%	10 th
1970	6,791	3.2	9 th
1980	9,747	3.7	7 th
1990	12,938	2.9	4 th
2000	15,982	2.1	4 th
2010	18,801	1.6	4 th
2020	21,538	1.4	3 rd

* Computed over the 10-year period since the last census.

Source: U.S. Bureau of the Census and University of Florida, Bureau of Economic and Business Research.

With the addition of the First Coast Expressway, the Turnpike System now serves 19 of Florida's 67 counties and, through the connecting interstate highways, the Turnpike provides service to most of the heavily populated areas of the state. The population of the 19-county area listed in **Table 38** represents nearly 67 percent of the state's total population.

Table 38
Turnpike Service Area Population by County
1980-2020

County	Turnpike Interchanges and Facilities	Population (000)					Average Annual Growth ('80-'20)
		1980	1990	2000	2010	2020	
Miami-Dade	SR 821 (0 through 35), 3X	1,626	1,937	2,253	2,496	2,702	1.3%
Broward	SR 821 (39, 43, 47), 49, 53, 54, 58, 62, 66, 67, 69, 71, Sawgrass Expressway	1,018	1,255	1,623	1,748	1,944	1.6
Palm Beach	75, 81, 86, 93, 97, 99, 107, 109, 116	577	864	1,131	1,320	1,492	2.4
Martin	133	64	101	127	146	158	2.3
St. Lucie	138, 142, 152	87	150	193	278	329	3.4
Osceola	193, 240, 242, 244, 249, SCE, Western Beltway, Part C	49	108	172	269	389	5.3
Orange	251, 254, 255, 259, 265, 267, 272, Beachline West/East, SCE, Western Beltway, Part C	471	677	896	1,146	1,430	2.8
Lake	278, 285, 289, 296	105	152	211	297	384	3.3
Sumter	304, 309	24	32	53	93	130	4.3
Seminole	Seminole Expressway	180	288	365	423	471	2.4
Polk	Polk Parkway	322	405	484	602	725	2.0
Hillsborough	Veterans Expressway, Suncoast Parkway, I-4 Connector	647	834	999	1,229	1,460	2.1
Pasco	Suncoast Parkway	194	281	345	465	562	2.7
Hernando	Suncoast Parkway	45	101	131	173	195	3.7
Okeechobee	Ticket System	20	30	36	40	40	1.7
Indian River	Ticket System	60	90	113	138	160	2.5
Brevard	Beachline East	273	399	476	543	607	2.0
Clay	First Coast Expressway	67	106	141	191	218	3.0
Duval	First Coast Expressway	571	673	779	866	996	1.4
Turnpike Service Area		6,400	8,483	10,528	12,463	14,392	2.0
Total State (67 Counties)		9,747	12,938	15,982	18,801	21,538	2.0
Percent (19 of 67 Counties)		65.7%	65.6%	65.9%	66.3%	66.8%	

Source: U.S. Bureau of the Census and University of Florida, Bureau of Economic and Business Research.

Table 39 depicts the mid-level forecasts for the 19-county Turnpike service area and for the entire state. These forecasts were prepared by the University of Florida, Bureau of Economic and Business Research.

**Table 39
State and County Population
1990-2030 Forecast**

Year	Turnpike Service Area (19 Counties)		Total State (67 Counties)		19 of 67 Counties (Percent)
	Population (000)	Average Annual Growth*	Population (000)	Average Annual Growth*	
1990 Census	8,483	—	12,938	—	65.6
2000 Census	10,528	2.2	15,982	2.1%	65.9
2010 Census	12,463	2.0	18,801	1.9	66.3
2020 Census	14,392	1.8	21,538	1.7	66.8
2025 Forecast	15,507	1.7	23,139	1.7	67.0
2030 Forecast	16,401	1.7	24,419	1.6	67.2

* Growth is compounded annually based on the 1990 Census data.

Source: U.S. Bureau of the Census and University of Florida, Bureau of Economic and Business Research 2011 (BEBR). Forecast: BEBR Bulletin 189, April 2021.

As a result of the population growth, the number of households in the state increased from about 7.0 million in 2010 to 7.9 million in 2019. Among the five most populous states, Florida ranks near the top with respect to home ownership rates, and third in the number of housing units and the number of households. **Table 40** shows Florida's ranking based on the most recent home ownership rates among the five most populous states.

**Table 40
Comparison of Home Ownership, Housing Units
and Households Among Five Most Populous States**

	Home Ownership Rates* (Percent)	Total Housing Units (Millions)	Total Households (Millions)
Pennsylvania	68.4	5.7	5.1
Florida	66.2	9.7	7.9
Texas	61.9	11.3	10.0
California	54.9	14.4	13.2
New York	53.5	8.4	7.4

* Percent of occupied housing units that are owner-occupied.

Source: U.S. Census Bureau, American Community Survey 2019.

A comparison of the four major indices with the growth in Turnpike traffic for the historical 1980-2020 period is shown in **Table 41**, indicating that Turnpike traffic has been increasing at a rate far exceeding the other indices.

Table 41
Comparison of Growth Indices
1980-2020

Index	Number (000)					Average Annual Growth ('80-'20)
	1980	1990	2000	2010	2020	
State Population	9,747	12,938	15,982	18,801	21,538	2.0%
Fuel Consumption (Highway Use)	5,246,579	7,031,708	8,906,286	9,611,976	10,255,101	1.7
Employment	4,026	6,061	7,569	8,141	9,328	2.1
Number of Tourists	20,046	40,970	72,800	82,300	79,338	3.5
Turnpike Traffic (Transactions)	55,463	121,378	379,132	639,426	860,569	7.1

Sources: U.S. Bureau of the Census, University of Florida Bureau of Economic and Business Research, Florida Commission on Tourism, VISIT FLORIDA®, Florida Department of Transportation and Florida Research and Economic Database.

3.1.4 Fuel Prices

Per the Florida Department of Transportation, from FY 2009 through FY 2013, total highway fuel consumption in Florida was relatively flat. This reflected the impact of the economic recession coupled with the increasing use of more fuel-efficient vehicles. From 2014 to 2019, diesel and gasoline consumption on Florida highways increased on average 4.5 percent and 2.4 percent, respectively, on an average annual basis.

Additionally, consistent with the falling world crude oil prices, Florida’s average gas price began to decline starting in May 2014, and continued until March 2016 (source: U.S. Energy Information Administration). The average gas prices began to increase again until the COVID-19 pandemic in 2020, after which it had a decline. Average gas prices began to increase along with the general recovery from the COVID-19 pandemic, and in June 2021, the average gas price in Florida (all grades) was \$2.96 a gallon. Based on historical trends of changes in fuel prices and Turnpike traffic, this moderate price of fuel is not expected to impact Turnpike traffic.

3.1.5 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, 20 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. As reported in Turnpike’s most recent Annual Comprehensive Financial Report, the Conditions Ratings for the System’s Infrastructure significantly exceeds the benchmark for the performance measure and reflects that Turnpike is maintaining 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.

Turnpike management has informed us that additional improvements are scheduled to be completed during the upcoming year and through the subsequent five-year Work Program cycle. Further, new interchanges are expected to open to traffic at Ridge Road on Suncoast Parkway in FY 2023, Braddock Road on the Polk Parkway in FY 2025, NW 170th Street on the Mainline (SR 821) in FY 2027, and Sand Lake Road on the Northern Coin System in FY 2027. Interchange improvements consist of the following interchange modifications: N.W. 57th Avenue and Golden Glades in Miami-Dade County; Sunrise Boulevard and Sample Road in Broward County; PGA Boulevard and Glades Road in Palm Beach County; new ramps at Leesburg South in Lake County, and Orlando-South in Orange County. Beyond the five-year Work Program, a new interchange planned at Nolte Road on the Northern Coin System is expected to open to traffic in 2029 and new ramps are being added to the Jog Road interchange in 2030.

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 2021, there were nearly 9 million SunPass® customer accounts. SunPass® provides customers with reduced travel time and added convenience. During FY 2021, SunPass® participation on the Turnpike System ranged from 67.3 percent on the First Coast Expressway to a high of 80.7 percent on the Ticket System as shown in **Table 42**. The decline in SunPass® participation in FY 2020 and FY 2021 was a result of changes in business rules in reaction to the implementation of a new back office. Original Department business rules involved terminating SunPass® customer accounts once an account fell below negative five dollars. In an attempt to minimize customer impact during implementation, Department management agreed to lower this threshold and thereby defer escalation of these negative balance customers. After the back office system was stabilized, Department management lifted the threshold back to negative five dollars, terminating a significant number of SunPass® customers. Although customers are slowly returning, the resulting impact was a decline in Systemwide SunPass® participation for FY 2020, continuing into FY 2021.

Table 42
Florida's Turnpike System
FY 2021 SunPass® Participation

Component	Average Participation*
SR 821	72.7%
Southern Coin System	72.4
Ticket System	80.7
Northern Coin System	75.2
Beachline West Expressway	75.2
Mainline	74.0
Sawgrass Expressway	78.8
Seminole Expressway	79.1
Veterans Expressway	76.0
Southern Connector Extension	77.1
Polk Parkway	76.6
Suncoast Parkway	75.9
Daniel Webster Western Beltway, Part C	74.5
I-4 Connector	70.5
Beachline East Expressway	74.4
First Coast Expressway	67.3
Expansion Projects	75.9
Turnpike System	74.8

* Unaudited.

Turnpike management has informed us that they have an active plan to restore SunPass® participation. Participation is expected to grow because of this effort, as well as future conversions to AET and the expansion of interoperability. On May 28, 2021, Turnpike management announced that the Turnpike and FDOT toll facilities were E-ZPass interoperability statewide. E-ZPass transponders are now accepted on all Department roadways. In addition, the new SunPass® Pro transponder was released that same day, allowing SunPass customers the ability to travel on all EZ-Pass accepted roadways in 19 states.

In order to provide added convenience to SunPass® customers who have not chosen to automatically replenish a low account balance, the Turnpike offers cash replenishments through kiosks at retail locations statewide. Also, the Turnpike is the first toll agency in the nation to offer SunPass® reload cards to replenish prepaid accounts at retail locations for customers without access to banking. In addition, the Turnpike has

signed agreements with 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. AET eliminates cash toll booths and allows customers to pay tolls electronically while traveling at highway speeds. As reported by the International Bridge Tunnel and Turnpike Association (IBTTA), electronic tolling at highway speeds increases throughput, shortens travel times, enhances safety, and reduces pollution. Currently, all Turnpike toll lanes accept SunPass®. **Table 43** illustrates the current number of SunPass lanes.

**Table 43
Florida's Turnpike System
Number of SunPass® Lanes**

Turnpike Segment	SunPass®- Only Lanes	Mixed- Use Lanes	Total SunPass® Lanes
SR 821*	82	0	82
Southern Coin System*	56	0	56
Ticket System	40	58	98
Northern Coin System*	58	0	58
Beachline West Expressway	8	6	14
Sawgrass Expressway*	36	0	36
Seminole Expressway	17	17	34
Veterans Expressway*	35	0	35
Southern Connector Extension	6	8	14
Polk Parkway	28	30	58
Suncoast Parkway*	20	0	20
Daniel Webster Western Beltway, Part C	12	10	22
I-4 Connector*	12	0	12
Beachline East Expressway	0	2	2
First Coast Expressway*	24	0	24
Total Turnpike	434	131	565

* These facilities only accept SunPass® and TOLL-BY-PLATE®.

3.1.6 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, making the Turnpike an attractive alternate route.

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 converted 21 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 accommodate HOVs and bus rapid transit free of charge, but are also available to toll-paying non-HOVs. Tolls in these lanes are collected electronically using SunPass® and are variably-priced based on congestion levels. Additionally, another phase is being added on I-95 from Stirling Road in Broward County to Linton Boulevard in Palm Beach County which includes new dual express lanes in segments. Construction started on the first segment from Broward Boulevard to SW 10th Street in Broward County in mid-2016. Future expansion north of SW 10th Street is currently under development and includes completion of the dual express lanes in each direction for the full length of the 95 Express. Additionally, a direct connection between northbound and southbound 95 Express and I-595 express/general use lanes, to and from the west, is proposed as part of this phase. Tolls will be collected electronically using SunPass®

and will be variably priced based on congestion levels. While this project has notably improved average travel speeds within the I-95 corridor, Turnpike traffic data shows that it has not negatively impacted traffic on the Turnpike.

As reported by FDOT, another expansion project by FDOT District 4 is the 10-mile I-595 corridor that 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) within the I-595 corridor, which opened to traffic in March 2014. District 4 also opened on March 24, 2018, four tolled express lanes on I-75 in western Broward County and northwest Miami-Dade County (between I-595 and south of Miami Gardens Drive). A separate project (opened September 2019), in conjunction with District 6, extended these I-75 express lanes further south to, and along, SR 826 (Palmetto Expressway). In total, 28 miles of express lanes now run along I-75 and SR 826. In May 2019, FDOT District 2 opened new express lanes on I-295 in the Jacksonville area from the Buckman Bridge to I-95. In addition, FDOT District 5 has recently widened I-95 in Brevard and Volusia counties. However, based on our traffic analyses, these expansions and improvements are not anticipated to have a significant impact on Turnpike traffic.

FDOT reports another key infrastructure project in the Central Florida area that will provide a major improvement to I-4. Termed the I-4 Ultimate, this 21-mile project will add 2 new express lanes in each direction in the center of I-4 from west of Kirkman Road to east of SR 434 in Seminole County, as well as direct connections to and from the south on the Turnpike to the I-4 express lanes to and from the east. Tolls will be collected electronically using SunPass[®] and will be variably priced based on congestion levels. The first phase of construction commenced in early 2015 and the express lanes are anticipated to open at the beginning of 2022. While this project when completed will ease congestion on I-4, it is not expected to adversely impact Turnpike facilities.

As previously mentioned in **Section 1.2**, the passenger rail systems in Central and South Florida, along with future air travel in Florida will not have a significant adverse effect on Turnpike traffic. Based on our historical analyses of Turnpike traffic, the air travel network in Florida is already well-established and, therefore, no further competition is anticipated.

3.1.7 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 and 2012 with toll rate indexing in 2013, 2014, 2015 and 2017. 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 adjustments has been minimal, due partly to the long-term mitigating effect of inflation.

Table 44 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 toll indexing up to the recent index in October 2017. 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 44
Illustrative Tolls vs. Consumer Price Index**

Year	Golden Glades-Fort Pierce Toll	CPI 1984 = 100	Toll In 2020 Dollars
1957	\$2.40	28.1	\$22.10
1979	2.65	72.6	9.45
1984	2.65	100.0	6.86
1989	4.10	124.0	8.56
1991	5.00	136.2	9.50
1993	5.90	144.5	10.57
1995	5.90	152.4	10.02
2004	5.90 (S), 7.70 (C)*	188.9	8.08 (S), 10.55 (C)*
2020	7.26 (S), 9.58 (C)*	258.8	7.26 (S), 9.58 (C)*

* (S) SunPass® toll, (C) Cash toll (TOLL-BY-PLATE® at Golden Glades and Cypress Creek).

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 \$22.10, compared to the current toll of \$7.26 for SunPass® or \$9.58 for cash customers (e.g., 1957 toll in 2020 dollars = 2020 CPI/1957 CPI x 1957 toll).

Pursuant to legislative requirement, on June 24, 2012, cash tolls were indexed using the percentage change between CPI for the most recent five-year period, 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. Similarly, on July 1, 2014, the SunPass® and TOLL-BY-PLATE® toll rates were also indexed based on year-over-year CPI of 1.5 percent and rounded to the nearest penny. Further, on July 1, 2015, the SunPass® and TOLL-BY-PLATE® toll rates were indexed based on year-over-year CPI of 1.6 percent. Because CPI for calendar year 2015 of 0.1 percent did not at least prompt a minimum \$0.01 increase in the two-axle toll rate, toll rates for SunPass® and TOLL-BY-PLATE® were not adjusted on July 1, 2016 by Turnpike management. The cash toll rates are adjusted every five years. Accordingly, in FY 2018, the cash rates were adjusted by the change in CPI of 6.6 percent over the previous 5 years and adjusted to the next higher quarter. Additionally, the SunPass® and TOLL-BY-PLATE® toll rates were indexed based on year-over-year CPI of 1.3 percent and rounded to the nearest penny. For FY 2019 through FY 2021, Turnpike management held toll rates constant (i.e., no application of CPI) due to the new back office implementation and the COVID-19 pandemic. For FY 2022 and beyond, Turnpike management has informed us to hold toll rates constant with the prior year for conservative purposes.

3.1.8 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 previously shown, the present toll is a relative bargain when compared to the 1957 toll

in 2020 dollars. Evidence of this effect was demonstrated during the system wide toll indexing of SunPass[®], cash and TOLL-BY-PLATE[®] rates implemented on June 24, 2012. An overall system wide effective toll increase of 29 percent resulted in a minimal traffic decline of about four percent and an actual elasticity of -0.13, while the system wide toll revenue attributed to toll rate indexing was a 24 percent increase. Fewer customers diverted to alternative travel routes due to the high level of congestion experienced on the adjacent parallel highways.

Pursuant to the Legislative requirement, on July 1, 2013, 2014 and 2015, the toll rates were adjusted system wide by 2.1 percent, 1.5 percent and 1.6 percent, respectively, for SunPass[®] and TOLL-BY-PLATE[®] customers. Additionally, on October 29, 2017, the cash toll rates were adjusted by 6.6 percent and rounded to the next quarter, while the SunPass[®] and TOLL-BY-PLATE[®] rate were indexed by 1.3 percent. Similar to the June 24, 2012 increase, these relatively small increases in SunPass[®] and TOLL-BY-PLATE[®] tolls compared to the traffic in the preceding period leading up to the toll rate change did not divert the traffic from the system.

3.1.9 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 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 comparisons are shown in **Table 45** for select interchange-to-interchange movements (measured on a vehicle-mile basis) on the Mainline between Golden Glades and Wildwood, and for seven expansion projects.

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 Mainline is between Orlando and Wildwood, where motorists save nearly 11 minutes per dollar of toll. Of the seven expansion projects, the Beachline Expressway offers the greatest savings of nearly 10 minutes for each dollar of toll collected during trips between Orlando and Cocoa.

**Table 45
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, FL-60, US-27	146	208	62	\$10.18	6.1
Miami	Wildwood/US 301	0x-304	I-95, FL-60, US-27, FL-33	241	327	86	17.45	4.9
Miami	Ft. Lauderdale	0x-58	I-95	62	69	7	1.61	4.3
Miami	Orlando	0x-259	I-95, US-192, FL-60	235	275	40	14.51	2.8
Orlando/S.	Wildwood/US 301	254-304	I-4, US-27, FL-44	48	89	41	3.74	11.0
Orlando/I-4	Wildwood/US 301	259-304	FL-50, US-27	55	90	35	3.48	10.1
Orlando/429	Wildwood/US 301	267-304	FL-50, US-27	42	71	29	2.94	9.9
Orlando (UCF)	Sanford	Seminole Expwy	FL-46, SR-434	24	36	12	2.68	4.5
Tampa Airport	Lutz	Veterans Expy	FL-597, FL-580, Dale Mabry	20	37	17	1.87	9.1
Celebration	Orlando Airport	Southern Con. Ext.	I-4	22	41	19	3.28	5.8
Bartow	US 27 and I-4	Polk Parkway	I-4, CR-33A, US-98	31	44	13	2.14	6.1
Celebration	Winter Garden	Western Beltway	Winter Garden Vineland Road	37	45	8	2.50	3.2
Orlando	Cocoa	Beachline East	I-4, FL-50	47	82	35	3.60	9.7
Brooksville	Tampa Airport	Suncoast Parkway/ Veterans	I-75, I-275, FL-60, FL-50	47	67	20	4.23	4.7

* Applies to the Mainline only. Not applicable for the expansion projects (bottom half 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 overall assumptions listed below. The first four assumptions were established at the direction of Turnpike management.

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 year and the 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 provided to us by University of Florida, Bureau of Economic and Business Research (BEBR), U.S. Census Bureau, Florida Demographic Estimating Conference, Visit Florida and Florida Commission on Tourism, described herein will occur as forecast.
6. There will be no reinstatement of local and statewide travel and business restrictions due to the COVID-19 pandemic.
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 developed by AECOM 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. 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, AECOM's 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 developed by the various Metropolitan Planning Organizations (MPO) and FDOT, with the application of selected adjustment factors to add a measure of conservatism to the forecasts. Also used were traffic surveys and trend analyses developed by AECOM and Turnpike.

For the Mainline and Sawgrass Expressway, which have been operating for many years, the historical traffic trends provided by Turnpike management together with growth ratios developed from the appropriate traffic models and the use of demographic forecasts from BEBR and other sources were employed. For the expansion projects, Seminole Expressway, Veterans Expressway, Southern Connector Extension, Polk Parkway, Suncoast Parkway, Western Beltway, Part C, I-4 Connector, Beachline East Expressway, and First Coast Expressway, the traffic model outputs were modified to reflect the actual results since the start of operation.

According to standard industry practice, models are the preferred 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, where applicable, 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.

Again, 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 used in the forecasting process are identified by county in **Table 46**.

Table 46
Travel Demand Models
Used for Forecasting Turnpike Traffic

Travel Demand Model	Source	Counties Covered	Region
District One Regional Planning Model (DIRPM_v1)	FDOT District 1	Lee, Collier, Polk, Sarasota, Manatee, Charlotte, DeSoto, Glades, Hardee, Hendry, Highlands, Okeechobee	Southwest
Turnpike Central Florida Model (TCFM)	Florida Turnpike	Orange, Seminole, Osceola, Lake, Polk, Marion, Sumter, Flagler, Volusia, Brevard	Central
Northeast Regional Planning Model: Activity Based (NERPM-AB)	FDOT District 2 & North Florida TPO	Clay, Duval, Nassau, St. Johns, Baker, Putnam	Northeast
Northeast Regional Planning Model (NERPM4.2)	FDOT District 2 & North Florida TPO	Clay, Duval, Nassau, St. Johns, Baker, Putnam	Northeast
Gainesville Urban Area Model	Gainesville MPO	Alachua	Northeast
Treasure Coast Regional Planning Model (TCRPMv4.0) Activity Based	FDOT District 4	Martin, St. Lucie, Indian River	Southeast
Southeast Florida Regional Planning Model (SERPM 7.062) Activity Based Version	FDOT District 4, Miami-Dade County MPO, Broward County MPO, Palm Beach County MPO	Palm Beach, Broward, Miami-Dade	Southeast
Southeast Florida Regional Planning Model (SERPM 6.54)	FDOT District 4, Miami-Dade County MPO, Broward County MPO, Palm Beach County MPO	Palm Beach, Broward, Miami-Dade	Southeast
Central Florida Regional Planning Model (CFRPMv6)	FDOT District 5	Orange, Seminole, Osceola, Lake, Polk, Marion, Sumter, Flagler, Volusia, Brevard	Central
Tampa Bay Regional Planning Model (TBRPMv8.2)	Tampa Bay Regional Transportation Analysis (TBRTA)	Pinellas, Hillsborough, Pasco, Hernando, and Citrus	Central West
Turnpike State Model (TSM)	Florida Turnpike	Statewide	Statewide
Express Lanes Time of Day Model (ELToD v2.1)	Florida Turnpike	Statewide	Statewide
Express Lanes Time of Day Model (ELToD v4)	Florida Turnpike	Statewide	Statewide

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 an analysis of regional economic trends and conditions generated by the Federal Reserve Bank of Atlanta, and assessments provided by the Florida Legislature Office of Economic and Demographic Research. According to these sources, the economic outlook for the State includes the continued recovery from the COVID-19 pandemic with steady population growth.

With these factors in mind, the forecast was prepared based on actual revenues in FY 2019 through FY 2021 as well as other major events, including the future conversion to AET. For FY 2022 and beyond, all toll rates are held constant with the prior year. Also, the forecast includes revenue from the additional lanes on the Turnpike, the new 13-mile extension of Suncoast Parkway and eight new and modified interchanges: Sand Lake Road, Nolte Road, NW 170th Street, Ridge Road, Braddock Road, Leesburg South, Jog Road, and NW 8th Street.

3.4.1 Mainline

The traffic and toll revenue forecasts for the Mainline (Florida City-Wildwood plus Beachline West Expressway) is summarized in **Table 47**, showing the projected annual traffic and average toll rates that result in the projected revenues.

Table 47
Mainline Traffic and Toll Revenue
FY 2022-2032 Forecast

Fiscal Year	Traffic Transactions		Toll Revenue (000)	Percent Change	Average Toll Rate
	Volume (000)	Percent Change			
2022	551,516	7.3	\$700,222	6.5	\$1.270
2023	582,030	5.5	733,413	4.7	1.260
2024	605,245	4.0	763,135	4.1	1.261
2025	626,816	3.6	790,881	3.6	1.262
2026	648,888	3.5	818,125	3.4	1.261
2027	671,090	3.4	844,347	3.2	1.258
2028	688,976	2.7	865,975	2.6	1.257
2029	706,932	2.6	887,858	2.5	1.256
2030	724,087	2.4	910,891	2.6	1.258
2031	739,272	2.1	929,567	2.1	1.257
2032	753,471	1.9	946,565	1.8	1.256

During the 11-year forecast period through FY 2032, toll revenue on the Mainline is projected to reach nearly \$947 million, up from approximately \$657 million in FY 2021 and \$727 million in FY 2019. The projections are higher than the toll revenue forecast included in the last issued Traffic and Earnings Report incorporating the improvement in Mainline traffic from the COVID-19 pandemic and new capacity improvement projects. The assumption of no toll rate indexing in future years is consistent with the last issued Traffic and Earnings Report. Overall, revenues on the Mainline are projected to recover to FY 2019 levels in FY 2023.

3.4.2 Sawgrass Expressway

The forecasts for the Sawgrass Expressway are shown in **Table 48**, which shows projected annual traffic and average toll rates that result in projected toll revenues.

Table 48
Sawgrass Expressway Traffic and Toll Revenue
FY 2022-2032 Forecast

Fiscal Year	Traffic Transactions		Toll Revenue (000)	Percent Change	Average Toll Rate
	Volume (000)	Percent Change			
2022	84,571	6.0	\$80,284	6.0	\$0.949
2023	91,323	8.0	86,707	8.0	0.949
2024	95,886	5.0	91,043	5.0	0.949
2025	99,755	4.0	94,684	4.0	0.949
2026	102,748	3.0	97,525	3.0	0.949
2027	105,303	2.5	99,963	2.5	0.949
2028	109,318	3.8	103,713	3.8	0.949
2029	113,114	3.5	107,337	3.5	0.949
2030	116,800	3.3	110,921	3.3	0.950
2031	121,217	3.8	115,142	3.8	0.950
2032	123,772	2.1	117,583	2.1	0.950

During the 11-year period FY 2022 through FY 2032, toll revenue on the Sawgrass Expressway is projected to exceed \$117 million, up from \$76 million in FY 2021 and \$89 million in FY 2019. The projections for the second half of forecast years are lower than the toll revenue forecast included in the last issued Traffic and Earnings Report due to the prolonged recovery from COVID-19 pandemic impacts. The assumption of no toll rate indexing in future years remains the same as the last issued Traffic and Earnings Report. Overall, revenues on the Sawgrass Expressway are projected to recover to FY 2019 levels in FY 2024.

3.4.3 Seminole Expressway

The forecast for the Seminole Expressway is shown in **Table 49**.

Table 49
Seminole Expressway Traffic and Toll Revenue
FY 2022-2032 Forecast

Fiscal Year	Traffic Transactions		Toll Revenue (000)	Percent Change	Average Toll Rate
	Volume (000)	Percent Change			
2022	41,318	5.0	\$55,590	5.0	\$1.345
2023	45,041	9.0	60,593	9.0	1.345
2024	47,304	5.0	63,623	5.0	1.345
2025	49,421	4.5	66,486	4.5	1.345
2026	51,392	4.0	69,145	4.0	1.345
2027	53,181	3.5	71,565	3.5	1.346
2028	54,750	3.0	73,712	3.0	1.346
2029	56,393	3.0	75,904	3.0	1.346
2030	57,780	2.5	77,796	2.5	1.346
2031	59,167	2.4	79,657	2.4	1.346
2032	60,517	2.3	81,483	2.3	1.346

During the 11-year forecast period through FY 2032, toll revenue on the Seminole Expressway is projected to reach \$81 million, up from approximately \$53 million in FY 2021 and \$60 million in FY 2019. The projections are similar to the toll revenue forecast included in the last issued Traffic and Earnings Report. The assumption of no toll rate indexing in future years remains the same as the last issued Traffic and Earnings Report. Overall, revenues on Seminole Expressway are projected to recover to near FY 2019 levels in FY 2023.

3.4.4 Veterans Expressway

The forecast for the Veterans Expressway is shown in **Table 50**.

Table 50
Veterans Expressway Traffic and Toll Revenue
FY 2022-2032 Forecast

Fiscal Year	Traffic Transactions		Toll Revenue (000)	Percent Change	Average Toll Rate
	Volume (000)	Percent Change			
2022	64,386	5.5	\$54,269	5.5	\$0.843
2023	67,582	5.0	56,983	5.0	0.843
2024	69,642	3.0	58,692	3.0	0.843
2025	71,613	2.8	60,336	2.8	0.843
2026	73,475	2.6	61,904	2.6	0.843
2027	75,263	2.4	63,390	2.4	0.842
2028	76,942	2.2	64,785	2.2	0.842
2029	78,512	2.0	66,080	2.0	0.842
2030	79,935	1.8	67,270	1.8	0.842
2031	81,213	1.6	68,346	1.6	0.842
2032	82,490	1.6	69,440	1.6	0.842

During the 11-year forecast period through FY 2032, toll revenue on the Veterans Expressway is projected to exceed \$69 million, up from \$51 million in FY 2021 and \$57 million in FY 2019. The projections are lower than the toll revenue forecast included in the last issued Traffic and Earnings Report due to the continued impacts from COVID-19. The assumption of no toll rate indexing in future years remains the same as the last issued Traffic and Earnings Report. Overall, revenues on the Veterans Expressway are projected to recover to near FY 2019 levels in FY 2023.

3.4.5 Southern Connector Extension

The traffic and toll revenue forecast for the Southern Connector Extension is shown in **Table 51**.

Table 51
Southern Connector Extension Traffic and Toll Revenue
FY 2022-2032 Forecast

Fiscal Year	Traffic Transactions		Toll Revenue (000)	Percent Change	Average Toll Rate
	Volume (000)	Percent Change			
2022	15,232	8.0	\$12,882	8.0	\$0.846
2023	16,608	9.0	14,042	9.0	0.846
2024	17,943	8.0	15,165	8.0	0.846
2025	19,017	6.0	16,075	6.0	0.846
2026	19,591	3.0	16,557	3.0	0.846
2027	20,075	2.5	16,971	2.5	0.846
2028	20,477	2.0	17,310	2.0	0.846
2029	20,842	1.8	17,622	1.8	0.846
2030	21,197	1.7	17,922	1.7	0.846
2031	21,535	1.6	18,208	1.6	0.846
2032	21,846	1.4	18,482	1.5	0.846

During the 11-year forecast period through FY 2032, toll revenue on the Southern Connector Extension is projected to exceed \$18 million, up from \$12 million in FY 2021 and \$15 million in FY 2019. The projections are lower than the toll revenue forecast included in the last issued Traffic and Earnings Report due to the continued impacts from COVID-19, particularly on the tourism sector. The assumption of no toll rate indexing in future years remains the same as the last issued Traffic and Earnings Report. Overall, revenues on the Southern Connector Extension are projected to recover to FY 2019 levels in FY 2024.

3.4.6 Polk Parkway

The Polk Parkway forecast is shown in **Table 52**.

Table 52
Polk Parkway Traffic and Toll Revenue
FY 2022-2032 Forecast

Fiscal Year	Traffic Transactions		Toll Revenue (000)	Percent Change	Average Toll Rate
	Volume (000)	Percent Change			
2022	38,106	3.8	\$38,150	3.8	\$1.001
2023	39,457	3.5	39,485	3.5	1.001
2024	40,552	2.8	40,590	2.8	1.001
2025	41,663	2.7	39,673	-2.3	0.952
2026	42,742	2.6	40,720	2.6	0.953
2027	43,800	2.5	41,757	2.5	0.953
2028	44,859	2.4	42,778	2.4	0.954
2029	45,881	2.3	43,778	2.3	0.954
2030	46,903	2.2	44,755	2.2	0.954
2031	47,863	2.0	45,666	2.0	0.954
2032	48,728	1.8	46,502	1.8	0.954

During the 11-year forecast period through FY 2032, toll revenue on the Polk Parkway is projected to reach nearly \$47 million, up from approximately \$37 million in FY 2021 and \$37 million in FY 2019. The decline in gross revenue in FY 2025 is due to the impacts from the implementation of AET on this facility, and the corresponding timing delay in toll collection from TOLL-BY-PLATE® customers. These projections are from a gross revenue perspective and do not reflect the resulting cost savings and operational efficiencies of AET conversion. The projections are higher than the toll revenue forecast included in the last issued Traffic and Earnings Report due to the accelerated recovery of Polk Parkway traffic from the impacts of the COVID-19 pandemic due to commercial traffic from the many distribution centers on this corridor. The assumption of no toll rate indexing in future years remains the same as the last issued Traffic and Earnings Report. Overall, revenues on the Polk Parkway are projected to exceed FY 2019 levels in FY 2022.

3.4.7 Suncoast Parkway

The traffic and toll revenue forecast for the Suncoast Parkway is shown in **Table 53**.

Table 53
Suncoast Parkway Traffic and Toll Revenue
FY 2022-2032 Forecast

Fiscal Year	Traffic Transactions		Toll Revenue (000)	Percent Change	Average Toll Rate
	Volume (000)	Percent Change			
2022	38,654	10.0	\$30,435	10.3	\$0.787
2023	45,459	17.6	35,828	17.7	0.788
2024	47,649	4.8	37,540	4.8	0.788
2025	49,713	4.3	39,150	4.3	0.788
2026	51,429	3.5	40,529	3.5	0.788
2027	54,203	5.4	42,708	5.4	0.788
2028	56,071	3.4	44,184	3.5	0.788
2029	57,906	3.3	45,630	3.3	0.788
2030	59,714	3.1	47,048	3.1	0.788
2031	61,448	2.9	48,428	2.9	0.788
2032	63,127	2.7	49,735	2.7	0.788

During the 11-year period through FY 2032, toll revenue on the Suncoast Parkway is projected to reach nearly \$50 million, up from approximately \$28 million in FY 2021 and \$29 million in FY 2019. The projections are higher than the toll revenue forecast included in the last issued Traffic and Earnings Report due to the traffic recovery on Suncoast Parkway from COVID-19, coupled with the opening of Suncoast Parkway from US 98 to SR 44 and the Ridge Road interchange in FY 2023. The assumption of no toll rate indexing in future years remains the same as the last issued Traffic and Earnings Report. Overall, revenues on the Suncoast Parkway are projected to exceed FY 2019 levels in FY 2022.

3.4.8 Daniel Webster Western Beltway, Part C

The traffic and revenue forecast for the Western Beltway, Part C depends on the growth rates derived from the Turnpike’s State Model and also incorporates recent actual results. The toll revenue forecast presented in **Table 54** is only for the 11-mile Turnpike portion that extends from I-4 in Osceola County to Seidel Road in Orange County.

Table 54
Daniel Webster Western Beltway, Part C Traffic and Toll Revenue
FY 2022-2032 Forecast

Fiscal Year	Traffic Transactions		Toll Revenue (000)	Percent Change	Average Toll Rate
	Volume (000)	Percent Change			
2022	16,472	9.0	\$16,983	9.0	\$1.031
2023	17,301	5.0	17,832	5.0	1.031
2024	17,988	4.0	18,546	4.0	1.031
2025	18,618	3.5	19,195	3.5	1.031
2026	19,177	3.0	19,771	3.0	1.031
2027	19,713	2.8	20,324	2.8	1.031
2028	20,245	2.7	20,873	2.7	1.031
2029	20,772	2.6	21,416	2.6	1.031
2030	21,300	2.5	21,951	2.5	1.031
2031	21,827	2.5	22,500	2.5	1.031
2032	22,375	2.5	23,062	2.5	1.031

During the 11-year period through FY 2032, toll revenue on the Western Beltway, Part C is projected to increase from approximately \$16 million in FY 2021 and \$17 million in FY 2019 to over \$23 million by FY 2032. The projections are higher than the toll revenue forecast included in the last issued Traffic and Earnings Report due to the continued recovery from the COVID-19 pandemic. The assumption of no toll rate indexing in future years remains the same as the last issued Traffic and Earnings Report. Overall, revenues on the Western Beltway, Part C are projected to reach FY 2019 levels in FY 2022.

3.4.9 I-4 Connector

The I-4 Connector recently opened to traffic in 2014. The traffic and toll revenue forecast for the I-4 Connector is shown in **Table 55**. Toll revenues are projected to grow from approximately \$14 million in the FY 2019 and FY 2021 to nearly \$18 million in FY 2032. The projections are similar to the toll revenue forecast included in the last issued Traffic and Earnings Report. The assumption of no toll rate indexing in future years remains the same as the last issued Traffic and Earnings Report. Overall, revenues on the I-4 Connector are projected to exceed FY 2019 levels in FY 2022.

Table 55
I-4 Connector Traffic and Toll Revenue
FY 2022-2032 Forecast

Fiscal Year	Traffic Transactions		Toll Revenue (000)	Percent Change	Average Toll Rate
	Volume (000)	Percent Change			
2022	19,637	3.0	\$14,501	3.0	\$0.738
2023	20,199	2.9	14,907	2.8	0.738
2024	20,696	2.5	15,280	2.5	0.738
2025	21,197	2.4	15,647	2.4	0.738
2026	21,681	2.3	16,007	2.3	0.738
2027	22,156	2.2	16,359	2.2	0.738
2028	22,614	2.1	16,702	2.1	0.739
2029	23,062	2.0	17,036	2.0	0.739
2030	23,490	1.9	17,360	1.9	0.739
2031	23,881	1.7	17,655	1.7	0.739
2032	24,236	1.5	17,920	1.5	0.739

3.4.10 Beachline East Expressway

On July 1, 2014, the Beachline East Expressway became the second expansion project to be acquired by the Turnpike. The toll revenue forecast for this facility is presented in **Table 56** and is for tolls collected by CFX at the Dallas Mainline on behalf of Turnpike and at the SR 520 ramps. During the 11-year forecast period through FY 2032, toll revenue on the Beachline East Expressway is projected to exceed \$8 million, up from approximately \$6 million in FY 2021 and \$7 million in FY 2019. The projections are similar to the toll revenue forecast included in the last issued Traffic and Earnings Report. The assumption of no toll rate indexing in future years remains the same as the last issued Traffic and Earnings Report. Overall, revenues on the Beachline East Expressway are projected to recover to FY 2019 levels in FY 2024.

Table 56
Beachline East Expressway Traffic Transactions and Toll Revenue
FY 2022-2032 Forecast

Fiscal Year	Traffic Transactions		Toll Revenue (000)	Percent Change	Average Toll Rate
	Volume (000)	Percent Change			
2022	19,038	6.4	\$5,981	5.0	\$0.314
2023	20,367	7.0	6,399	7.0	0.314
2024	22,192	9.0	6,975	9.0	0.314
2025	23,078	4.0	7,254	4.0	0.314
2026	23,762	3.0	7,472	3.0	0.314
2027	24,236	2.0	7,621	2.0	0.314
2028	24,601	1.5	7,736	1.5	0.314
2029	24,940	1.4	7,844	1.4	0.315
2030	25,258	1.3	7,946	1.3	0.315
2031	25,550	1.2	8,041	1.2	0.315
2032	25,842	1.1	8,130	1.1	0.315

3.4.11 First Coast Expressway

The First Coast Expressway in Duval and Clay Counties (Jacksonville area) is the most recent Turnpike expansion project to open. Tolling began on the facility in July 2019. This 15-mile, four-lane, divided, limited-access toll facility connects US 90 and Interstate 10 at a point approximately 5 miles west of the I-295 beltway around the Jacksonville area to Blanding Boulevard (SR 21). The traffic and toll revenue forecast for the First Coast Expressway is shown in **Table 57**.

Table 57
First Coast Expressway Traffic Transactions and Toll Revenue
FY 2022-2032 Forecast

Fiscal Year	Traffic Transactions		Toll Revenue (000)	Percent Change	Average Toll Rate
	Volume (000)	Percent Change			
2022	30,582	6.1	\$14,251	6.0	\$0.466
2023	31,778	3.9	14,821	4.0	0.466
2024	32,741	3.0	15,265	3.0	0.466
2025	33,653	2.8	15,693	2.8	0.466
2026	34,584	2.8	16,116	2.7	0.466
2027	35,458	2.5	16,535	2.6	0.466
2028	36,361	2.5	16,949	2.5	0.466
2029	37,248	2.4	17,356	2.4	0.466
2030	38,106	2.3	17,755	2.3	0.466
2031	38,946	2.2	18,145	2.2	0.466
2032	39,749	2.1	18,526	2.1	0.466

The projections are higher than the toll revenue forecast included in the last issued Traffic and Earnings Report due to traffic recovery on First Coast Expressway from the COVID-19 pandemic and higher than anticipated ramp-up traffic. The assumption of no toll rate indexing in future years remains the same as the last issued Traffic and Earnings Report.

3.4.12 Total Traffic Transactions and Toll Revenue Forecasts

Total traffic transactions on the Turnpike during the 11-Year forecast period (FY 2022 - FY 2032) are summarized in the following **Table 58**.

Table 58
Existing Turnpike System Traffic Transactions
FY 2022-2032 Forecast

Fiscal Year	Traffic Transactions (000)											
	Mainline	Sawgrass Expressway	Seminole Expressway	Veterans Expressway	Southern Conn. Ext.	Polk Parkway	Suncoast Parkway	Daniel Webster Western Beltway, Part C	I-4 Connector	Beachline East Expressway	First Coast Expressway	Total
2022	551,516	84,571	41,318	64,386	15,232	38,106	38,654	16,472	19,637	19,038	30,582	919,512
2023	582,030	91,323	45,041	67,582	16,608	39,457	45,459	17,301	20,199	20,367	31,778	977,145
2024	605,245	95,886	47,304	69,642	17,943	40,552	47,649	17,988	20,696	22,192	32,741	1,017,838
2025	626,816	99,755	49,421	71,613	19,017	41,663	49,713	18,618	21,197	23,078	33,653	1,054,544
2026	648,888	102,748	51,392	73,475	19,591	42,742	51,429	19,177	21,681	23,762	34,584	1,089,469
2027	671,090	105,303	53,181	75,263	20,075	43,800	54,203	19,713	22,156	24,236	35,458	1,124,478
2028	688,976	109,318	54,750	76,942	20,477	44,859	56,071	20,245	22,614	24,601	36,361	1,155,214
2029	706,932	113,114	56,393	78,512	20,842	45,881	57,906	20,772	23,062	24,940	37,248	1,185,602
2030	724,087	116,800	57,780	79,935	21,197	46,903	59,714	21,300	23,490	25,258	38,106	1,214,570
2031	739,272	121,217	59,167	81,213	21,535	47,863	61,448	21,827	23,881	25,550	38,946	1,241,919
2032	753,471	123,772	60,517	82,490	21,846	48,728	63,127	22,375	24,236	25,842	39,749	1,266,153

Total toll revenue on the Turnpike during the FY 2022-2032 forecast period is summarized in the following **Table 59**.

Table 59
Existing Turnpike System Toll Revenue
FY 2022-2032 Forecast

Fiscal Year	Toll Revenue (000)											
	Mainline	Sawgrass Expressway	Seminole Expressway	Veterans Expressway	Southern Conn. Ext.	Polk Parkway	Suncoast Parkway	Daniel Webster Western Beltway, Part C	I-4 Connector	Beachline East Expressway	First Coast Expressway	Total
2022	\$700,222	\$80,284	\$55,590	\$54,269	\$12,882	\$38,150	\$30,435	\$16,983	\$14,501	\$5,981	\$14,251	\$1,023,548
2023	733,413	86,707	60,593	56,983	14,042	39,485	35,828	17,832	14,907	6,399	14,821	1,081,010
2024	763,135	91,043	63,623	58,692	15,165	40,590	37,540	18,546	15,280	6,975	15,265	1,125,854
2025	790,881	94,684	66,486	60,336	16,075	39,673	39,150	19,195	15,647	7,254	15,693	1,165,074
2026	818,125	97,525	69,145	61,904	16,557	40,720	40,529	19,771	16,007	7,472	16,116	1,203,871
2027	844,347	99,963	71,565	63,390	16,971	41,757	42,708	20,324	16,359	7,621	16,535	1,241,540
2028	865,975	103,713	73,712	64,785	17,310	42,778	44,184	20,873	16,702	7,736	16,949	1,274,717
2029	887,858	107,337	75,904	66,080	17,622	43,778	45,630	21,416	17,036	7,844	17,356	1,307,861
2030	910,891	110,921	77,796	67,270	17,922	44,755	47,048	21,951	17,360	7,946	17,755	1,341,615
2031	929,567	115,142	79,657	68,346	18,208	45,666	48,428	22,500	17,655	8,041	18,145	1,371,355
2032	946,565	117,583	81,483	69,440	18,482	46,502	49,735	23,062	17,920	8,130	18,526	1,397,428

Total toll revenues are estimated to increase during the 11-year forecast period from \$962 million in FY 2021 to nearly \$1.4 billion in FY 2032. As previously mentioned, the forecast includes no impact of annual toll rate indexing.

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. As provided by Turnpike management, the concession contract and corresponding revenue share for Turnpike is based on a percentage of sales or a guaranteed monthly minimum concession fee (whichever is larger).

Advertisement revenue from a license agreement with Travelers Marketing, LLC is also incorporated in the forecast based on annual payment amounts stipulated in the contract and provided to us by Turnpike management. The tollbooth advertising revenue forecast has been decreased to account for Turnpike’s schedule of future AET conversions. Additionally, the revenue stream from a license agreement with Florida Logos, Inc. for highway signage, and a renewed license agreement with Travelers Marketing, LLC for the Sponsor-A-Highway Program are also included in the forecast as directed by Turnpike management. Turnpike projected concession revenues are presented in **Table 60**. Concession revenue is expected to grow from \$9.8 million in FY 2021 to over \$10.6 million by FY 2032. The forecast is similar to the projected concession revenue included in the last issued Traffic and Earnings Report.

Table 60
Turnpike System Concession Revenues
FY 2022-2032 Forecast

Fiscal Year	Total Gross Revenue (000)
2022	\$9,279
2023	9,410
2024	9,544
2025	9,622
2026	9,761
2027	9,902
2028	10,046
2029	10,193
2030	10,341
2031	10,493
2032	10,648

3.6 Operations and Maintenance Expense Forecast

The operations and maintenance expense forecast provided by Turnpike management is summarized in **Table 61**. Operations and maintenance expense are projected to be \$250 million in FY 2022, slightly less than in FY 2021. This is primarily due to the operational cost savings related to AET conversions of the Northern Coin and Ticket systems. The growth in operations and maintenance costs is primarily due to the increased maintenance costs in connection with the Department’s condition and maintenance programs, partially offset by lower toll collection costs as the result of the AET conversions. The Turnpike Finance Office assume annual operating and maintenance costs would rise by approximately 2.5 percent per year due to annual inflation.

Table 61
Turnpike System Operations and Maintenance Expenses
FY 2022-2032 Forecast

Fiscal Year	Total Operations and Maintenance Expenses (000)*	Percent Change
2022	\$249,772	-1.1
2023	260,142	4.2
2024	266,139	2.3
2025	271,097	1.9
2026	277,875	2.5
2027	284,821	2.5
2028	291,943	2.5
2029	299,241	2.5
2030	306,722	2.5
2031	314,391	2.5
2032	322,251	2.5

* Operations and Maintenance Expenses are pending certification of FY 2022 amounts from SBA and also include Business Development and Marketing Expenses.

Source: Turnpike Enterprise Finance Office.

3.7 Net Revenue

The projected operating expenses were deducted from the projected toll and concession revenues to produce the following forecast of net revenues from toll operation presented in **Table 62**. System net revenues are estimated to be \$805 million in FY 2022, increasing to \$1.111 billion in FY 2032.

Table 62
Turnpike System Net Revenues
FY 2022-2032 Forecast

Fiscal Year	Revenues and Expenses (000)					
	Gross Revenue				Operations and Maintenance Expenses*	Net Revenue
	Tolls	Concessions	Toll Administrative Charges*	Total		
2022	\$1,023,548	\$9,279	\$21,945	\$1,054,772	\$249,772	\$805,000
2023	1,081,010	9,410	22,739	1,113,159	260,142	853,017
2024	1,125,854	9,544	23,225	1,158,623	266,139	892,484
2025	1,165,074	9,622	23,565	1,198,261	271,097	927,164
2026	1,203,871	9,761	23,870	1,237,502	277,875	959,627
2027	1,241,540	9,902	24,127	1,275,569	284,821	990,748
2028	1,274,717	10,046	24,274	1,309,037	291,943	1,017,094
2029	1,307,861	10,193	24,399	1,342,453	299,241	1,043,212
2030	1,341,615	10,341	24,515	1,376,471	306,722	1,069,749
2031	1,371,355	10,493	24,539	1,406,387	314,391	1,091,996
2032	1,397,428	10,648	24,631	1,432,707	322,251	1,110,456

* Toll Administrative charges are estimated by the Turnpike Finance Office and are shown separately. Operations and Maintenance Expenses include 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 toll administrative charges and operations and maintenance expenses are 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. The rate covenants and bond resolution have been formulated by Turnpike management and the Division of Bond Finance in conjunction with its municipal, financial and legal advisors. We have had no role in formulating or advising any party with respect to the offering of the 2021C Bonds, including with respect to the manner, size, timing, structure or other terms or details of the offering.

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 pre-existing conditions not caused or created by AECOM 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. These factors include, but are not limited to, those discussed in **Section 3.2 Summary of Assumptions**. 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 2021C Bonds. Third parties use this report at their own risk. Under no circumstances will AECOM be liable to third parties for claims or damages arising out of this report unless expressly agreed between the third party and AECOM. AECOM 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.

Respectfully,
AECOM Technical Services, Inc.



Nathan West, P.E.
Program Director



Josiah Banet, P.E.
Associate Vice President



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

CONSULTING ENGINEER'S REPORT
for the
FLORIDA DEPARTMENT OF TRANSPORTATION
TURNPIKE REVENUE BONDS, SERIES 2022B



PREPARED FOR:

FLORIDA DEPARTMENT OF TRANSPORTATION

TURNPIKE ENTERPRISE

March 2022

Prepared by:

General Consultants to Florida's Turnpike Enterprise

ATKINS

Member of the SNC-Lavalin Group

HNTB



Member of the SNC-Lavalin Group

General Consultants

Florida's Turnpike Enterprise Florida Department of Transportation



March 8, 2022

Ms. Nicola Liquori
Executive Director and Chief Executive Officer
Florida Department of Transportation
Florida's Turnpike Enterprise
P.O. Box 613069
Ocoee, Florida 34761

Dear Ms. Liquori:

At the request of Florida's Turnpike Enterprise (FTE) Chief Financial Officer, ATKINS and HNTB have prepared this Consulting Engineer's Report (CER) for the Florida Department of Transportation Turnpike Revenue Bonds, Series 2022B.

Proceeds from the 2022B bond sale will provide funding for continuing construction of the SR 821 Homestead Extension of Florida's Turnpike (HEFT) widening project in Miami-Dade County; as well as, continued construction of the Polk Parkway widening in Polk County, the SR 91 widening from SR 50 Clermont to Minneola in Lake County and Suncoast Parkway 2 – from US 98 to SR 44 in Hernando and Citrus counties.

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. 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

Noelle Warren, PE
Program Director

HNTB Corporation

Frank O'Dea, PE
Program Director

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I. INTRODUCTION

This Consulting Engineer's Report was prepared in support of the Florida Department of Transportation Turnpike Revenue Bonds, Series 2022B. Projects that will be partially funded from the 2022B Bonds are as follows:

- Widening of SR 821 Homestead Extension of Florida's Turnpike (HEFT) from SR 836 to I-75 in Miami-Dade County
- Widening of SR 570 – Polk Parkway from County Road, Old Dixie Highway to Milepost 22 in Polk County
- Widening of SR 91 Turnpike Mainline from SR 50 Clermont to Minneola in Lake County
- Suncoast Parkway 2 (Phase One) from US 98 to SR 44 in Hernando and Citrus counties

II. UPDATE TO ONGOING PROJECTS

A. Widening of SR 821 Homestead Extension of Florida’s Turnpike (HEFT) from SR 836 to I-75 in Miami-Dade County

Purpose:

The purpose of this project is to improve traffic operation, enhance safety, provide additional capacity due to the widening project.

Description:

This project begins at SR 836 (MP 26) and ends at Interstate 75 (MP 39). The improvements generally consist of widening the existing roadway by adding two northbound lanes and two southbound lanes. Major bridge and storm water drainage improvements will also be included as part of this project. In addition, sound barrier walls are being constructed, as required, to provide noise abatement to affected communities. All right-of-way has already been acquired for this project.

The project is broken into two segments and is being constructed using two separate construction packages. Segment 1 is from just SR836 to NW 106th Street; Segment 2 is from NW 106th Street to Interstate 75. The project location is shown on Figure 1.

Status:

Construction started in September 2019 on Segment 1 and Segment 2 started in March 2020. Based on the Turnpike’s latest construction schedule, Segments 1 and 2 are the project is scheduled to be completed and open to traffic in the Summer 2025.

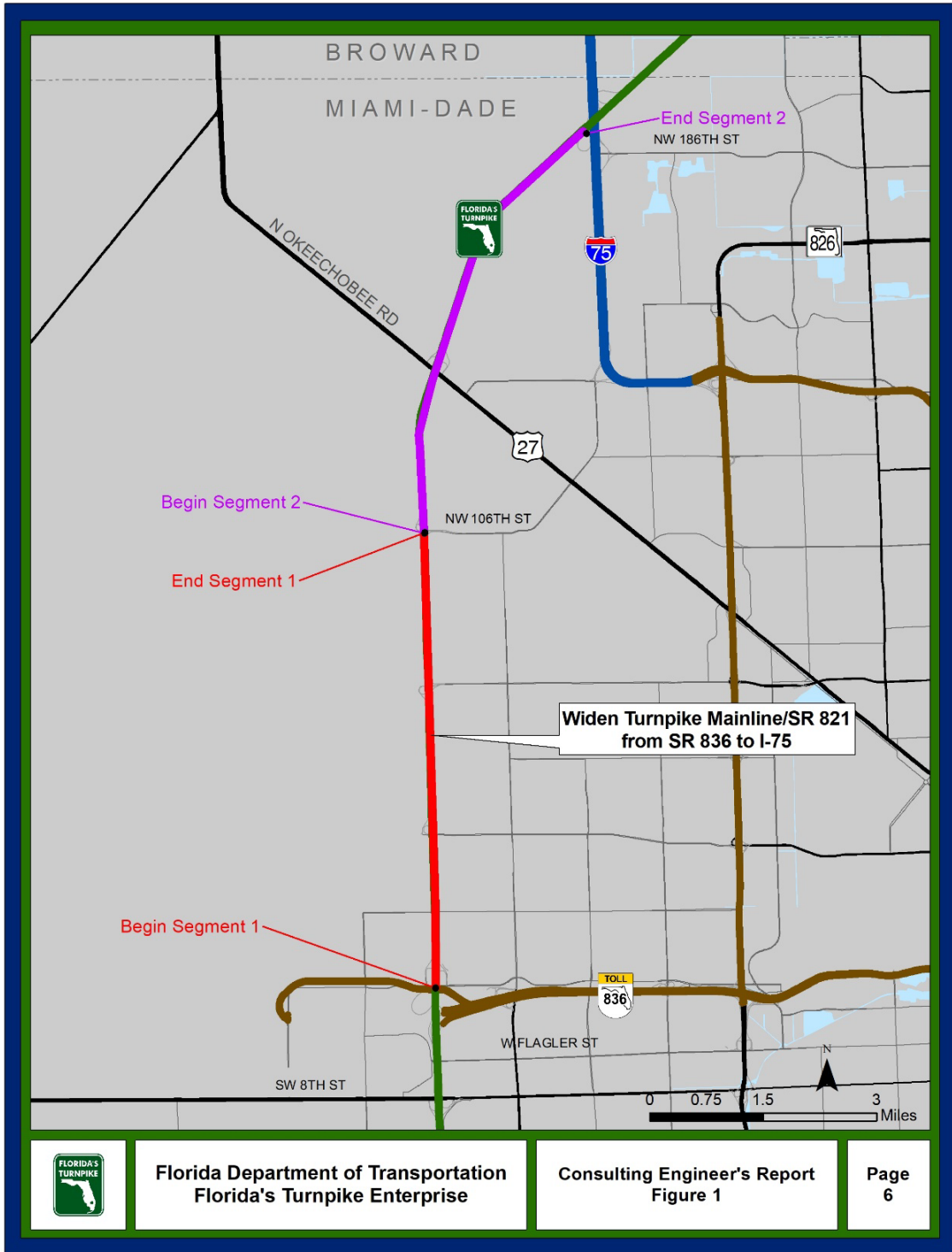
Table 1: SR 821 (HEFT) SR 836 to I-75 – Project Cost Estimate

ACTIVITY	PROJECT COST ESTIMATE (\$000)
Preliminary Engineering	38,897
Right-of-Way	3
Construction	577,119
CEI	47,258
Contingency	-
Total	663,277

Table 2: SR 821 (HEFT) SR 836 to I-75 – Total Project Budget

Total Project Budget (\$000)					
Activity	System Revenue	State/Local Funding	Bond Funding	Federal	Totals
Preliminary Engineering	38,897	-	-	-	38,897
Right-of-Way	3	-	-	-	3
Construction	26,664	670	549,785	-	577,119
CEI	3,625	-	43,633	-	47,258
Contingency	-	-	-	-	-
Totals	69,189	670	593,418	-	663,277
			Prior Bond Payments	395,832	
			Estimated 2022B Bond Amount	120,000	

Figure 1: Project Map – SR 821 (HEFT) – SR 836 to I-75



B. Widening of SR 570 – Polk Parkway from County Road, Old Dixie Highway to Milepost 22 in Polk County

Purpose:

The purpose of this project is to widen the Polk Parkway (SR 570) from 2 lanes to 4 lanes between milepost 18.028 to milepost 22.286 including the construction of a fully directional interchange at Braddock Road and a new mainline bridge over CR 546. The existing mainline toll plaza tolling structures will be demolished and new All Electronic Tolling (AET) will be constructed on the Polk Parkway mainline and the westbound exit and eastbound entrance ramps at Braddock Road.

Description:

This project will complete the widening of the Polk Parkway mainline from 2 lanes to 4 lanes between MP 18.028 to 22.286 including the construction of a new mainline bridge over CR 546. Construction of a new, fully directional interchange at Braddock Road which shall utilize roundabouts at the ramp terminals with Braddock Road. Widening/reconstruction of Braddock Road from west of the Polk Parkway to Berkley Road. Local road improvements including the realignment of the City of Auburndale Water Treatment Plant access road, realignment of the neighborhood access road south of Braddock Road and minor milling on Berkley Road at the Braddock Road intersection. Construction of new AET tolling points on the Polk Parkway mainline and the westbound exit and eastbound entrance ramps at Braddock Road. The project location is shown on Figure 2.

Status:

Construction began in the spring of 2021. The construction is anticipated to be completed in the summer of 2024.

Table 3: Widening of SR 570 – Polk Parkway from CR, Old Dixie Highway to Milepost 22 – Project Cost Estimate

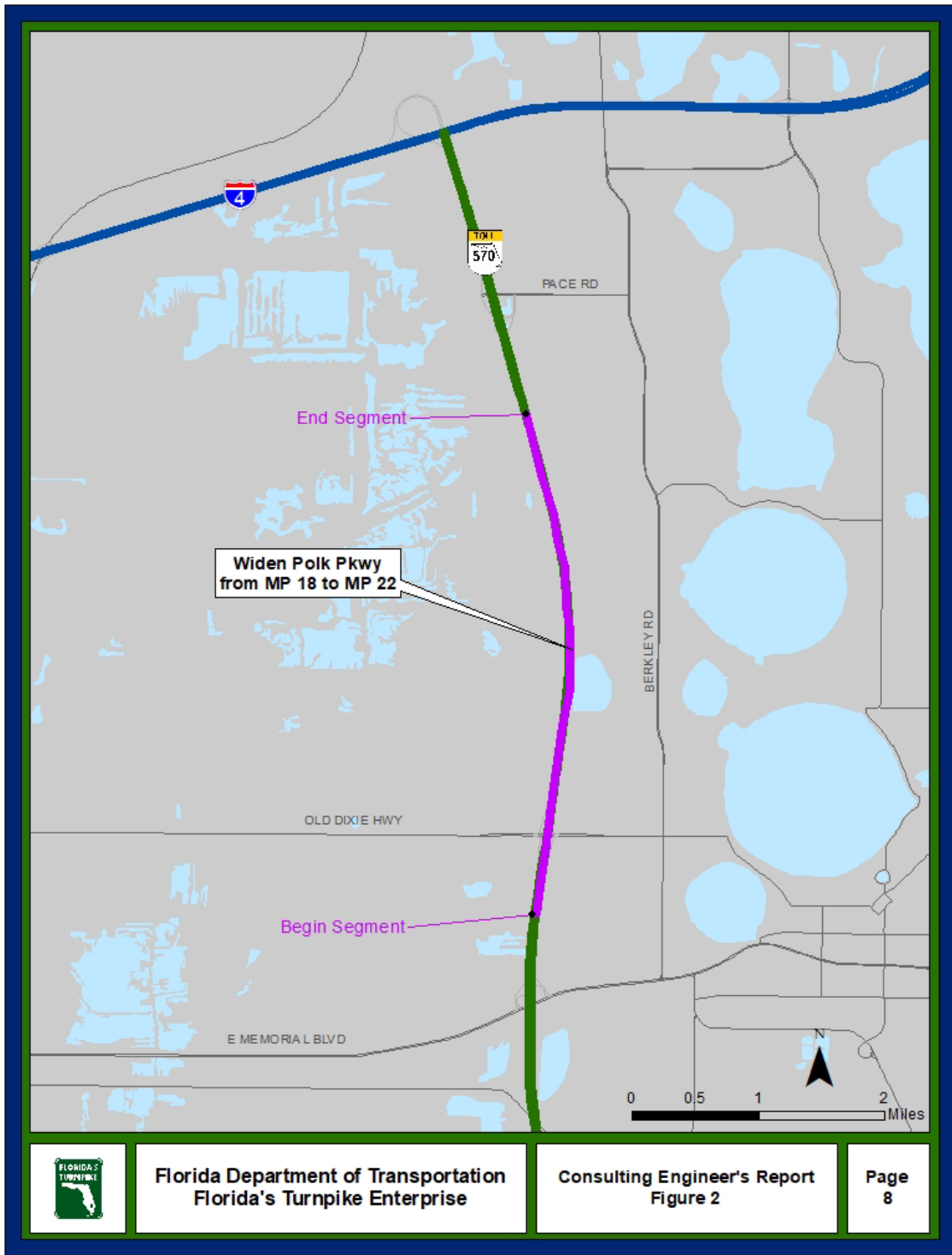
ACTIVITY	PROJECT COST ESTIMATE (\$000)
Preliminary Engineering	6,935
Right-of-Way	2,914
Construction	55,444
CEI	6,587
Contingency	-
Total	71,880

Table 4: Widening of SR 570 – Polk Parkway from CR, Old Dixie Highway to Milepost 22 – Total Project Budget

Total Project Budget (\$000)					
Activity	System Revenue	State/Local Funding	Bond Funding	Federal	Totals
Preliminary Engineering	6,935	-	-	-	6,935
Right-of-Way	2,914	-	-	-	2,914
Construction	3,982	-	51,462	-	55,444
CEI	485	-	6,102	-	6,587
Contingency	-	-	-	-	-
Totals	14,316	-	57,564	-	71,880
			Prior Bond Payments	52,016	
			Estimated 2022B Bond Amount	5,000	

Consulting Engineering Report – March 2022
Turnpike Revenue Bonds, Series 2022B

Figure 2: Project Map – Widening of SR 570 – Polk Parkway from County Road, Old Dixie Highway to Milepost 22



C. Widening of SR 91 Turnpike Mainline from SR 50 Clermont MP 272.9 to Minneola Milepost 279.2 in Lake County

Purpose:

This widening will increase the number of travel lanes from four (4) to eight (8).

Description:

This project widens Florida’s Turnpike (SR 91) from the SR 50/ Clermont Interchange (Milepost (MP) 272.9) to the Minneola Interchange (MP 279.2). Additional work includes pavement milling and resurfacing, new drainage ponds, bridge replacement, new overpass bridge construction, roundabout construction at CR 455 and roadside safety enhancements. A notable component of the project is the West Orange Trail bridge replacement. The project has been broken into two segments at the Orange County / Lake County line, with both segments being constructed concurrently. The project location and segmentation are shown on Figure 3.

Status:

Construction began in the Fall of 2021. The construction is anticipated to be completed in Summer of 2026.

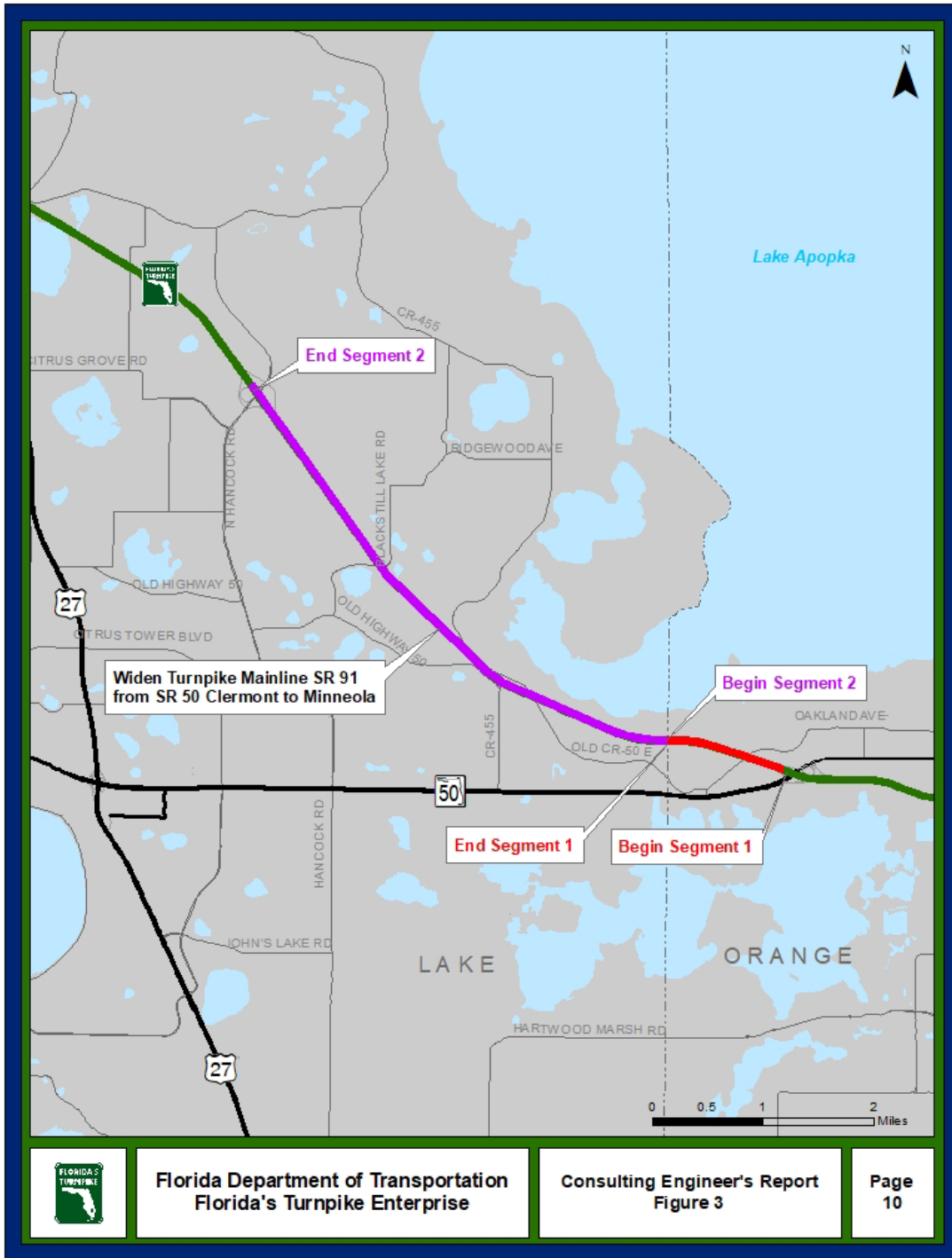
Table 5: Widening of SR 91 –Turnpike Mainline from SR 50 Clermont MP 272.9 to Minneola Milepost 279.2 – Project Cost Estimate

ACTIVITY	PROJECT COST ESTIMATE (\$000)
Preliminary Engineering	17,974
Right-of-Way	6,332
Construction	164,587
CEI	13,468
Contingency	-
Total	202,361

Table 6: Widening of SR 91 –Turnpike Mainline from SR 50 Clermont MP 272.9 to Minneola Milepost 279.2 – Total Project Budget

Total Project Budget (\$000)					
Activity	System Revenue	State/Local Funding	Bond Funding	Federal	Totals
Preliminary Engineering	17,608	366	-	-	17,974
Right-of-Way	6,332	-	-	-	6,332
Construction	2,249	-	162,338	-	164,587
CEI	478	-	12,990	-	13,468
Contingency	-	-	-	-	-
Totals	26,667	366	175,328	-	202,361
		Prior Bond Payments	64,324		
		Estimated 2022B Bond Amount	20,600		

Figure 3: Project Map – Widening of SR 91 – Turnpike Mainline from SR 50 Clermont MP 272.9 to Minneola Milepost 279.2



D. Suncoast Parkway 2 (Phase One) – US 98 to SR 44 in Hernando and Citrus County
Purpose:

The purpose of this project is to provide a four-lane, limited access, high-speed, toll highway extending the existing Suncoast Parkway (SR 589) north approximately twelve miles. The project begins at the southern limit at US 98 and ends at SR 44 passing through Hernando and Citrus counties. The project provides an alternative to US 19 for north-south trips in the region, reduces travel time, reduces emissions, and improves mobility for the region.

Description:

This project begins at the existing northern terminus of the Suncoast Parkway (SR 589) at US 98 and ends at SR 44, a distance of about twelve miles. Improvements include the construction of a limited access four-lane tolled highway with interchanges at US 98, Cardinal Street, and SR 44. Additional improvements include a twelve-foot multi-use trail, local road overpasses, attenuation swales, and storm water management ponds. The project will utilize an all-electronic tolling (AET) collection system. The project location is shown on Figure 4.

Status:

The project is currently under construction and estimated to be completed in spring 2022.

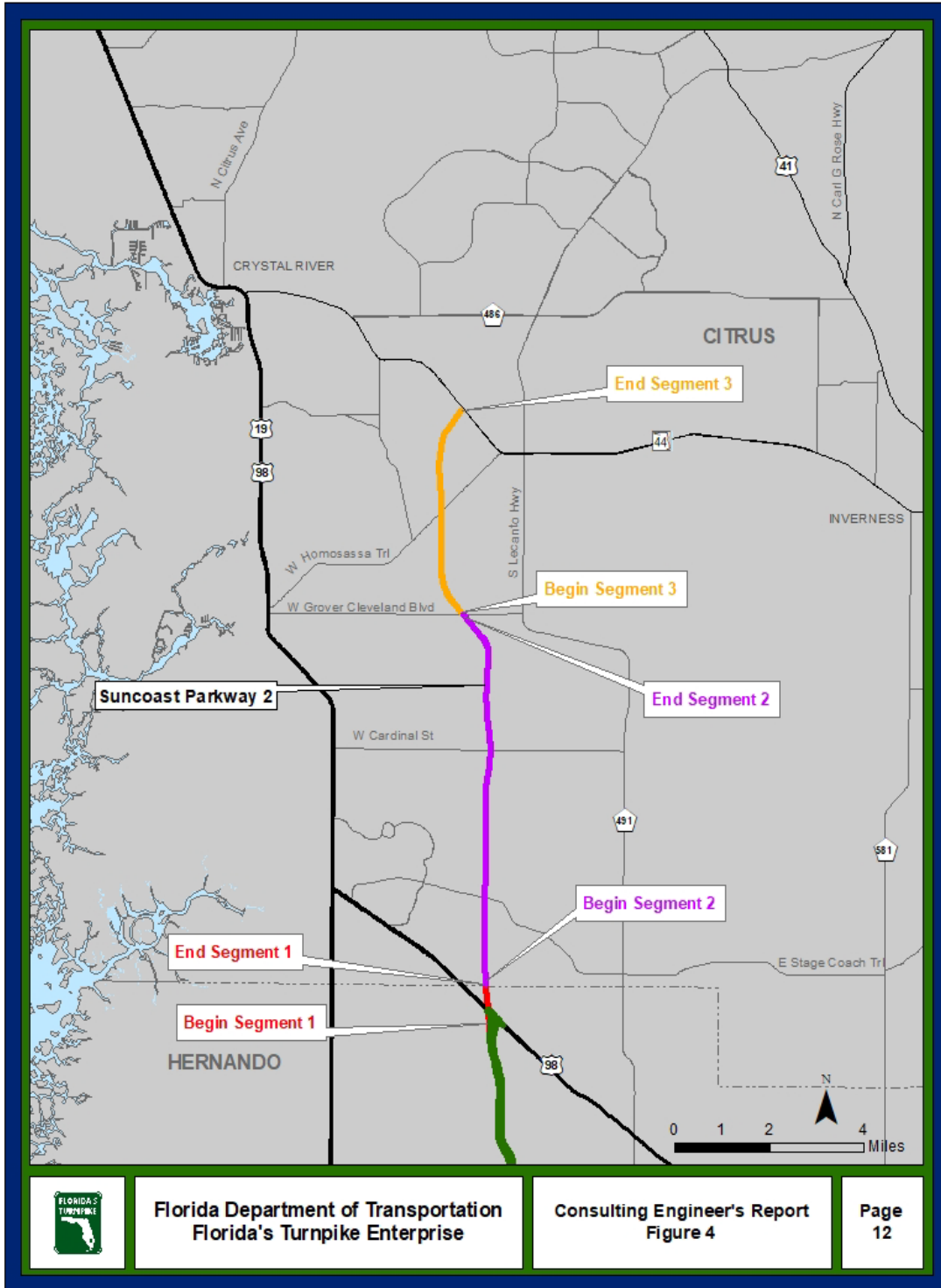
Table 7: Suncoast Parkway 2 (Phase One) US 98 to SR 44 – Project Cost Estimate

ACTIVITY	PROJECT COST ESTIMATE (\$000)
Preliminary Engineering	47,390
Right-of-Way	52,865
Construction	154,709
CEI	17,694
Contingency	--
Total	272,658

Table 8: Suncoast Parkway 2 (Phase One) US 98 to SR 44 – Total Project Budget

Total Project Budget (\$000)				
Activity	System Revenue	State/Local Funding	Bond Funding	Totals
Preliminary Engineering	27,990	19,400	-	47,390
Right-of-Way	52,209	656	-	52,865
Construction	14,794	-	139,915	154,709
CEI	17,455	239	-	17,694
Contingency	-	-	-	-
Totals	112,448	20,295	139,915	272,658
		Estimated 2022B Bond Amount	9,400	

Figure 4: Project Map – Suncoast Parkway 2 (Phase One) – US 98 to SR 44



Florida's Turnpike System
Department of Transportation
State of Florida

Financial Statements as of and for the
Years Ended June 30, 2021 and 2020, and
Independent Auditor's Report

FLORIDA'S TURNPIKE SYSTEM
DEPARTMENT OF TRANSPORTATION
STATE OF FLORIDA

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Independent Auditor's Report

Secretary of Transportation
Florida Department of Transportation
Tallahassee, Florida

Report on the Financial Statements

We have audited the accompanying 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, 2021 and 2020, 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 these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Florida's Turnpike System, as of June 30, 2021 and 2020, and the respective 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 Matter

As discussed in Note 1, the financial statements present only the System and do not purport to, and do not present fairly the financial position of the Florida Department of Transportation or the State of Florida as of June 30, 2021 and 2020, the changes in their financial position, or, where applicable, their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Other Matters*Required Supplementary Information*

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

RSM US LLP

Orlando, Florida
October 29, 2021

FLORIDA'S TURNPIKE SYSTEM
DEPARTMENT OF TRANSPORTATION
STATE OF FLORIDA

MANAGEMENT'S DISCUSSION AND ANALYSIS (Unaudited)
FISCAL YEARS ENDED JUNE 30, 2021 and 2020

The following discussion and analysis should be read in conjunction with the financial statements and notes to the financial statements as a whole.

Florida's Turnpike System (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 an enterprise fund in the financial statements of the State of Florida.

FINANCIAL HIGHLIGHTS – FISCAL YEAR 2021

Total operating revenues were \$1.0 billion, an increase of \$16.8 million, or 1.7% compared to the previous fiscal year. The increase was primarily due to \$13.6 million toll revenue increase resulting from the diminishing impact from the COVID-19 pandemic and a strong growth in higher paying truck traffic. In addition, toll administrative charges increased compared to the prior fiscal year primarily from the resumption of toll administrative charges that were temporarily suspended during the prior fiscal year in response to COVID-19. Despite the initial impact of COVID -19, traffic started to rebound in the second half of the fiscal year, resulting in traffic and revenue ahead of forecasts.

Total operating expenses increased by 6.6%, as compared to the prior fiscal year. The increase was primarily a result of an increase in planning and development activity due to the System's continued traffic growth in the past several years, the related impact to System roadways, and the continued effort to provide mobility and connectivity to our customers, which accounted for 50% of the total increase in operating expenses. The System spent \$239.4 million in the fiscal year to maintain and preserve our infrastructure in connection with the Department's condition and maintenance programs, up 9.0% from the preceding year. Additionally, the System has invested over \$700 million in capital assets as a part of our ongoing capital program, with a primary focus on increasing capacity and access to the System.

USING THIS ANNUAL REPORT

This discussion and analysis is intended to serve as an introduction to the basic financial statements, notes to the financial statements, and trend data on the System's infrastructure condition. As an enterprise fund, the financial statements are presented in a manner similar to a private sector business.

Statements of Net Position

This statement presents information on the assets, deferred outflows of resources, liabilities, and deferred inflows 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 financial position is improving or deteriorating.

Statements of Revenues, Expenses, and Changes in Net Position

This statement shows the results of the 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 on the overall financial position.

Statements of Cash Flows

This statement presents information about the sources and uses of cash and the change in the 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.

MANAGEMENT'S DISCUSSION AND ANALYSIS (Unaudited)

FISCAL YEARS ENDED JUNE 30, 2021 and 2020

FINANCIAL ANALYSIS

Statements of Net Position

The following table summarizes the components of the statements of net position as of the three preceding fiscal year ends:

Table 1
Statements of Net Position

	As of June 30,			Change		Change		
	2021	2020	2019	2021 vs 2020		2020 vs 2019		
(\$ in thousands)								
ASSETS AND DEFERRED								
OUTFLOWS OF RESOURCES								
Assets:								
Current assets	\$ 665,657	\$ 960,729	\$ 1,157,223	\$ (295,072)	(30.7) %	\$ (196,494)	(17.0) %	
Noncurrent restricted assets	202,251	317,216	271,810	(114,965)	(36.2)	45,406	16.7	
Noncurrent unrestricted assets	50,613	-	-	50,613	100.0	-	-	
Capital assets — net	12,679,196	11,960,964	11,277,007	718,232	6.0	683,957	6.1	
Other assets	147,861	74,061	75,182	73,800	99.6	(1,121)	(1.5)	
Total assets	13,745,578	13,312,970	12,781,222	432,608	3.2	531,748	4.2	
Deferred outflows of resources	21,281	25,304	27,553	(4,023)	(15.9)	(2,249)	(8.2)	
Total assets and deferred outflows of resources	\$ 13,766,859	\$ 13,338,274	\$ 12,808,775	\$ 428,585	3.2 %	\$ 529,499	4.1 %	
LIABILITIES, DEFERRED								
INFLOWS OF RESOURCES, AND								
NET POSITION								
Liabilities:								
Current liabilities	\$ 253,829	\$ 275,437	\$ 246,918	\$ (21,608)	(7.8) %	\$ 28,519	11.5 %	
Long-term portion of bonds payable	2,653,967	2,611,330	2,589,925	42,637	1.6	21,405	0.8	
Other liabilities	16,732	19,999	23,266	(3,267)	(16.3)	(3,267)	(14.0)	
Total liabilities	2,924,528	2,906,766	2,860,109	17,762	0.6	46,657	1.6	
Deferred inflows of resources	127,758	134,632	141,507	(6,874)	(5.1)	(6,875)	(4.9)	
Net Position:								
Net investment in capital assets	9,810,026	9,227,642	8,561,567	582,384	6.3	666,075	7.8	
Restricted	184,404	154,304	141,888	30,100	19.5	12,416	8.8	
Unrestricted	720,143	914,930	1,103,704	(194,787)	(21.3)	(188,774)	(17.1)	
Total net position	10,714,573	10,296,876	9,807,159	417,697	4.1	489,717	5.0	
Total liabilities, deferred inflows of resources, and net position	\$ 13,766,859	\$ 13,338,274	\$ 12,808,775	\$ 428,585	3.2 %	\$ 529,499	4.1 %	

As further discussed below, assets primarily consist of capital assets, while liabilities primarily consist of debt on outstanding bonds.

MANAGEMENT'S DISCUSSION AND ANALYSIS (Unaudited)

FISCAL YEARS ENDED JUNE 30, 2021 and 2020

Capital Assets

The following table summarizes the System's capital assets, net of accumulated depreciation and amortization, as of the three preceding fiscal year ends:

Table 2
Capital Assets, Net of Depreciation and Amortization

	As of June 30,			Change		Change	
	2021	2020	2019	2021 vs 2020		2020 vs 2019	
(\$ in thousands)							
Infrastructure	\$ 9,551,921	\$ 9,121,318	\$ 8,614,566	\$ 430,603	4.7 %	\$ 506,752	5.9 %
Construction in progress	1,832,271	1,542,468	1,338,709	289,803	18.8	203,759	15.2
Land	1,008,183	979,157	963,862	29,026	3.0	15,295	1.6
Furniture and equipment — net	81,908	104,125	125,694	(22,217)	(21.3)	(21,569)	(17.2)
Buildings and improvements — net	118,943	111,230	114,805	7,713	6.9	(3,575)	(3.1)
Buildings — nondepreciable	82,687	82,687	82,687	-	-	-	-
Intangible assets — net	3,283	19,979	36,684	(16,696)	(83.6)	(16,705)	(45.5)
Total capital assets — net	<u>\$ 12,679,196</u>	<u>\$ 11,960,964</u>	<u>\$ 11,277,007</u>	<u>\$ 718,232</u>	<u>6.0 %</u>	<u>\$ 683,957</u>	<u>6.1 %</u>

The increase in total capital assets – net, from fiscal year end 2020 to 2021 is primarily attributable to (1) an increase in infrastructure resulting from completion of various widening and improvement projects, including a portion of the Turnpike Mainline (SR91) in Osceola County and a portion of the Turnpike Mainline (SR821), and completion of projects to convert segments of the System to accept all tolls electronically, and (2) an increase in construction in progress related to several ongoing expansions, widening and interchange projects to include widening of the Turnpike Mainline (SR 821), Suncoast Parkway 2, First Coast Expressway, and expenditures related to SunTrax, a toll system test facility.

The increase in total capital assets – net, from fiscal year end 2019 to 2020 is primarily attributable to (1) an increase in construction in progress related to widening projects on the Turnpike Mainline (SR 821), coupled with work on Suncoast Parkway 2 and First Coast Expressway Phase 2, and (2) an increase in infrastructure resulting from the completion of various widening projects, interchange improvements, and projects to convert segments of the System to accept all tolls electronically.

The financial statements present capital assets in two groups distinguished by whether the capital assets are subject to depreciation and amortization, or not. See *Note 4 – Capital Assets* to the financial statements.

The following table summarizes changes to infrastructure by type for fiscal years ended June 30, 2021 and 2020:

Table 3
Changes to Infrastructure

	2021	2020
(\$ in thousands)		
Widening and capacity improvements	\$ 369,621	\$ 323,375
Interchange and access projects	9,703	93,570
Expansion projects	12,861	6,060
Technology, safety, and other projects - net of disposals	38,418	83,747
Total	<u>\$ 430,603</u>	<u>\$ 506,752</u>

Modified Approach for Reporting Infrastructure

Governmental accounting and reporting standards permit an alternative to reporting depreciation for infrastructure assets known as the modified approach. For the highway system and improvements, there was a commitment to maintain and preserve these assets at condition level ratings equal to or greater than those established by the Department. As a result, depreciation expense is not reported for the highway system and improvements; rather, costs for both maintenance and preservation of infrastructure assets are expensed in the period incurred.

MANAGEMENT’S DISCUSSION AND ANALYSIS (Unaudited)

FISCAL YEARS ENDED JUNE 30, 2021 and 2020

As detailed in the required supplementary information after the notes to the financial statements, the Department establishes standards for roadway pavement, bridges, and routine maintenance. For fiscal years ending June 30, 2021 and 2020, the estimated need for infrastructure maintenance and preservation was \$248.2 million and \$259.9 million, respectively, but the System expended \$239.4 million and \$219.7 million, respectively. Fluctuations occur from year to year between the amount spent to preserve and maintain the System and the estimated amount resulting from changes in the timing of work activities.

Bonds Payable

The long-term portion of bonds payable and a portion of current liabilities included in Table 1 consists of the outstanding bonds. See *Note 6 – Bonds Payable* to the financial statements.

Florida Statutes Section 338.2275, authorizes up to \$10.0 billion of bonds outstanding to fund approved projects. As of June 30, 2021, \$2.8 billion of bonds were outstanding related to financing the construction of expansion projects and System improvements.

Bonds are issued in accordance with Debt Management Guidelines to fund legislatively approved turnpike projects (Section 338.227(1), F.S.). The guidelines provide that the issuance of bonds is to fund capital requirements, not operating and maintenance costs, and that the final maturity may not exceed the useful lives of such improvements. Planned bond sales are included in the System’s financially balanced five-year finance plan and 36-month cash forecast. Annually, the System submits its budget in accordance with 338.2216(3)(a), F.S.

Bonds are issued through the State Board of Administration (“SBA”), Division of Bond Finance, in accordance with Section 11(d), Article VII of the State Constitution. Bonds are secured by the net revenues of the System as defined by the resolution. In addition, outstanding bonds are subject to debt service reserve requirements. For fiscal year 2021 and 2020, the debt service reserve was fully funded as required. An amendment to the resolution adopted on December 4, 2018, permits the issuance of bonds without a debt service reserve and reduces the requirement for the reserve account. The amendment becomes effective upon written consent of more than 50% in principal amount of bonds outstanding. As of June 30, 2021, approximately 43% of outstanding bonds consented to the amendment.

The debt service coverage ratio was 2.95 and 2.99 for fiscal years 2021 and 2020, respectively, exceeding the 1.2 minimum debt service coverage as required by the bond resolution. The decrease in the coverage ratio compared to the prior fiscal year is driven by increased bond principal payments.

Net Position

The increase in the net position over the three preceding fiscal years was primarily due to positive annual operating results, as further discussed below.

Investment in capital assets continue with positive net operating revenues, which are used to provide services to customers. Although the investment in capital assets is reported net of related debt, it should be noted that the revenues are utilized to repay this debt in accordance with the bond resolution.

A portion of the net position represents resources subject to bond covenants or other restrictions. Such funds are held to meet bond sinking fund, debt service reserve, and renewal and replacement requirements. The change in restricted net position for the two preceding fiscal year ends is primarily due to increased debt service reserve and the timing of renewal and replacement projects.

Unrestricted net position represents residual amounts after all mandatory transfers have been made as required by bond covenants and other restrictions. Typically, unrestricted net position is used to fund capital improvements and to support ongoing operations. The decrease in unrestricted net position is due to funding certain capital projects with existing cash, while the decrease in unrestricted net position for the prior fiscal year end is primarily a result of lower annual revenues due to the impact of COVID-19.

MANAGEMENT'S DISCUSSION AND ANALYSIS (Unaudited)

FISCAL YEARS ENDED JUNE 30, 2021 and 2020

The following table summarizes revenues, expenses, and changes in net position for the three preceding fiscal years:

Table 4
Revenues, Expenses, and Changes in Net Position

	Fiscal Year Ended June 30,			Change		Change		
	2021	2020	2019	2021 vs 2020		2020 vs 2019		
(\$ in thousands)								
Operating revenues:								
Toll facilities	\$ 969,862	\$ 956,260	\$ 1,052,357	\$ 13,602	1.4 %	\$ (96,097)	(9.1) %	
Toll administrative charges	21,065	17,288	2,205	3,777	21.8	15,083	684.0	
Concessions and other	21,763	22,301	23,532	(538)	(2.4)	(1,231)	(5.2)	
Nonoperating revenues:								
Investment (loss) earnings	(17,726)	62,212	56,978	(79,938)	(128.5)	5,234	9.2	
Interest subsidy	-	-	3,561	-	-	(3,561)	(100.0)	
Total revenues	994,964	1,058,061	1,138,633	(63,097)	(6.0)	(80,572)	(7.1)	
Expenses:								
Operations and maintenance	250,877	241,050	235,939	9,827	4.1	5,111	2.2	
Business development and marketing	1,614	1,832	2,405	(218)	(11.9)	(573)	(23.8)	
Renewals and replacements	155,094	147,422	121,221	7,672	5.2	26,201	21.6	
Depreciation and amortization	59,180	60,724	54,820	(1,544)	(2.5)	5,904	10.8	
Planning and development	43,735	27,772	29,460	15,963	57.5	(1,688)	(5.7)	
Other nonoperating expenses — net	95,665	96,656	102,407	(991)	(1.0)	(5,751)	(5.6)	
Total expenses	606,165	575,456	546,252	30,709	5.3	29,204	5.3	
Income before contributions	388,799	482,605	592,381	(93,806)	(19.4)	(109,776)	(18.5)	
Capital contributions from others	28,898	7,112	4,970	21,786	306.3	2,142	43.1	
Increase in net position	417,697	489,717	597,351	(72,020)	(14.7)	(107,634)	(18.0)	
Net position:								
Beginning	10,296,876	9,807,159	9,209,808	489,717	5.0	597,351	6.5	
Ending	\$ 10,714,573	\$ 10,296,876	\$ 9,807,159	\$ 417,697	4.1 %	\$ 489,717	5.0 %	

The increase in toll facilities revenues from 2020 to 2021 was primarily due to traffic and revenue rebounding sooner than anticipated from the COVID-19 pandemic. The increase in toll administrative charges reflects the resumption of toll administrative charges, which were temporarily suspended in March 2020 and resumed in August 2020 as a result of toll collectors being temporarily removed from facilities that accept cash tolls in response to COVID-19 pandemic. The decrease in investment earnings is due to lower returns on investments in 2021 and the market valuation adjustment of investments. Planning and development costs increased in 2021 from 2020 due to additional studies and preliminary engineering related to future projects that do not meet the criteria for capitalization. Operations and maintenance cost increased due to increase in maintenance cost primarily as a result of System's significant investment on its maintenance program, as detailed in the required supplementary information.

The decrease in toll facilities revenues from 2019 to 2020 was primarily a result of traffic declines beginning in March 2020. Toll transactions experienced growth of 5.0% for the first eight months of the fiscal year, prior to the emergence of COVID-19. Shelter-at-home orders issued in response to COVID-19 resulted in a 31.8% drop in traffic over the last four months of the fiscal year, ultimately driving an annual traffic decline of 7.6%. The increase in toll administrative charges reflects resumption of toll administrative charges in June 2019. The reduction of interest subsidy in prior years was related to bonds issued under the American Recovery and Reinvestment Act of 2009 and which were fully refunded in fiscal year 2019.

MANAGEMENT'S DISCUSSION AND ANALYSIS (Unaudited)

FISCAL YEARS ENDED JUNE 30, 2021 and 2020

ECONOMIC CONDITIONS AND OUTLOOK

Although certain Turnpike facilities were affected to a greater degree due to the pandemic's impact on airport and tourist travel, the overall System traffic recovery has been strong. The low state unemployment rates contributed to the recovery of commuter traffic, and robust commercial freight movement resulted in year-over-year growth in truck traffic. Accordingly, the System toll revenue approached FY 2019 pre-pandemic revenue levels in FY 2021 and is expected to exceed it thereafter. The key drivers for sustained economic growth are new jobs, continuous wage growth, reduction in unemployment, increases in discretionary and non-discretionary consumer spending in Florida, and longstanding growth in population and tourism complemented by increases in building permits. In fiscal year 2022, toll revenues are forecast to be more than sufficient to meet obligations for debt service, operating and maintenance costs, and the preservation of the System. The remaining revenues after the aforementioned costs will be utilized to fund the capital improvement program.

REQUEST 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, or by calling (407) 264-3830.

FLORIDA'S TURNPIKE SYSTEM
DEPARTMENT OF TRANSPORTATION
STATE OF FLORIDA

STATEMENTS OF NET POSITION
AS OF JUNE 30, 2021 and 2020

		<u>2021</u>	<u>2020</u>
(\$ in thousands)			
ASSETS			
Current assets:			
Pooled cash and cash equivalents	Note 2	\$ 559,214	\$ 896,836
Accrued interest and accounts receivable		5,487	7,129
Due from governmental agencies	Note 3	68,822	48,512
Other current assets		32,134	8,252
Total current assets		<u>665,657</u>	<u>960,729</u>
Noncurrent assets:			
Restricted cash and cash equivalents	Note 2	29,702	133,977
Restricted investments	Note 2	172,549	183,239
Total restricted assets		<u>202,251</u>	<u>317,216</u>
Unrestricted investments	Note 2	50,613	-
Nondepreciable capital assets	Note 4	12,475,062	11,725,630
Depreciable capital assets — net	Note 4	204,134	235,334
Service concession arrangement receivable	Note 8	70,588	72,941
Operations and maintenance deposit		75,000	-
Other noncurrent assets		2,273	1,120
Total noncurrent assets		<u>13,079,921</u>	<u>12,352,241</u>
Total assets		<u>13,745,578</u>	<u>13,312,970</u>
DEFERRED OUTFLOWS OF RESOURCES	Note 5	<u>21,281</u>	<u>25,304</u>
LIABILITIES			
Current liabilities:			
Construction contracts and retainage payable		73,467	93,750
Current portion of bonds payable	Note 6	135,595	143,320
Due to governmental agencies — current portion	Note 3	39,407	34,910
Unearned revenue and other current liabilities		5,360	3,457
Total current liabilities		<u>253,829</u>	<u>275,437</u>
Noncurrent liabilities:			
Long-term portion of bonds payable — net of premiums	Note 6	2,653,967	2,611,330
Due to governmental agencies — less current portion	Note 3	16,529	19,747
Unearned revenue and other noncurrent liabilities		203	252
Total noncurrent liabilities		<u>2,670,699</u>	<u>2,631,329</u>
Total liabilities		<u>2,924,528</u>	<u>2,906,766</u>
DEFERRED INFLOWS OF RESOURCES	Note 8	<u>127,758</u>	<u>134,632</u>
NET POSITION			
Net investment in capital assets		9,810,026	9,227,642
Restricted for debt service		161,500	100,872
Restricted for renewal and replacement		22,904	53,432
Unrestricted		720,143	914,930
Total net position		<u>\$ 10,714,573</u>	<u>\$ 10,296,876</u>

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

FLORIDA'S TURNPIKE SYSTEM
DEPARTMENT OF TRANSPORTATION
STATE OF FLORIDA

STATEMENTS OF REVENUES, EXPENSES, AND CHANGES IN NET POSITION
FISCAL YEARS ENDED JUNE 30, 2021 and 2020

	<u>2021</u>	<u>2020</u>
(\$ in thousands)		
Operating revenues:		
Toll facilities	\$ 969,862	\$ 956,260
Toll administrative charges	21,065	17,288
Concessions and other	<u>21,763</u>	<u>22,301</u>
Total operating revenues	<u>1,012,690</u>	<u>995,849</u>
Operating expenses:		
Operations and maintenance	250,877	241,050
Business development and marketing	1,614	1,832
Renewals and replacements	155,094	147,422
Depreciation and amortization	59,180	60,724
Planning and development	<u>43,735</u>	<u>27,772</u>
Total operating expenses	<u>510,500</u>	<u>478,800</u>
Operating income	<u>502,190</u>	<u>517,049</u>
Nonoperating revenues (expenses):		
Investment earnings	(17,726)	62,212
Interest expense	(86,486)	(92,139)
Other — net	<u>(9,179)</u>	<u>(4,517)</u>
Total nonoperating expenses — net	<u>(113,391)</u>	<u>(34,444)</u>
Income before contributions	388,799	482,605
Capital contributions from others	<u>28,898</u>	<u>7,112</u>
Increase in net position	417,697	489,717
Net position:		
Beginning of year	<u>10,296,876</u>	<u>9,807,159</u>
End of year	<u>\$ 10,714,573</u>	<u>\$ 10,296,876</u>

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

FLORIDA'S TURNPIKE SYSTEM
DEPARTMENT OF TRANSPORTATION
STATE OF FLORIDA

STATEMENTS OF CASH FLOWS
FISCAL YEARS ENDED JUNE 30, 2021 and 2020

	<u>2021</u>	<u>2020</u>
(\$ in thousands)		
Operating activities:		
Cash received from customers	\$ 971,948	\$ 1,003,632
Cash payments to suppliers for goods and services	(520,034)	(393,385)
Cash payments for personnel	(24,297)	(19,073)
Other operating receipts	20,079	19,241
Net cash provided by operating activities	<u>447,696</u>	<u>610,415</u>
Noncapital financing activities:		
Contributions to governmental agencies	(941)	(2,206)
Net cash used in noncapital financing activities	<u>(941)</u>	<u>(2,206)</u>
Capital and related financing activities:		
Proceeds from the issuance of revenue bonds	295,608	423,711
Proceeds from the sale of capital assets	1,178	5,448
Payments for the acquisition or construction of capital assets	(773,805)	(728,446)
Payments for refunding of revenue bonds	(85,364)	(231,181)
Principal paid on revenue bond maturities	(145,130)	(135,870)
Interest paid on revenue bonds	(112,665)	(116,025)
Repayments for advances from governmental agencies	(3,218)	(4,718)
Payments for bond issuance costs	(4,277)	(2,144)
Net cash used in capital and related financing activities	<u>(827,673)</u>	<u>(789,225)</u>
Investing activities:		
Proceeds from the sale or maturity of investments	712,987	852,289
Interest received	14,030	42,759
Purchase of investments	(752,930)	(1,035,531)
Net change in pooled cash equivalents	<u>(35,066)</u>	<u>15,561</u>
Net cash used in investing activities	<u>(60,979)</u>	<u>(124,922)</u>
Net decrease in restricted and unrestricted cash and cash equivalents	(441,897)	(305,938)
Restricted and unrestricted cash and cash equivalents:		
Beginning of year	1,030,813	1,336,751
End of year	<u>\$ 588,916</u>	<u>\$ 1,030,813</u>

(Continued)

FLORIDA'S TURNPIKE SYSTEM
DEPARTMENT OF TRANSPORTATION
STATE OF FLORIDA

STATEMENTS OF CASH FLOWS
FISCAL YEARS ENDED JUNE 30, 2021 and 2020

	<u>2021</u>	<u>2020</u>
(\$ in thousands)		
Reconciliation of operating income to net cash provided by operating activities:		
Operating income	\$ 502,190	\$ 517,049
Adjustments:		
Depreciation and amortization expense	59,180	60,724
Other noncash adjustments	(2,572)	(1,189)
Change in:		
Accounts receivable	688	(679)
Due from governmental agencies	(18,447)	29,596
Other current assets	(23,882)	(2,325)
Operations and maintenance deposit	(75,000)	-
Construction contracts and retainage payable	1,051	9,215
Due to governmental agencies	4,497	(1,983)
Unearned revenue and other liabilities	(9)	7
Net cash provided by operating activities	<u>\$ 447,696</u>	<u>\$ 610,415</u>
Supplemental schedule of noncash investing and capital and related financing activities:		
Bond premium amortization, net	<u>\$ 30,311</u>	<u>\$ 28,693</u>
Amortization of deferred losses on early retirement of debt	<u>\$ 4,132</u>	<u>\$ 4,807</u>
Deferred loss and net bond premiums due to refunding	<u>\$ 109</u>	<u>\$ 2,558</u>
Loss (gain) on disposal of capital assets	<u>\$ 2,764</u>	<u>\$ (1,390)</u>
Purchases of capital assets in current and other liabilities	<u>\$ 49,841</u>	<u>\$ 71,174</u>
Noncash contributions received for capital projects	<u>\$ 28,943</u>	<u>\$ 7,452</u>

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

FLORIDA'S TURNPIKE SYSTEM
DEPARTMENT OF TRANSPORTATION
STATE OF FLORIDA

INDEX OF NOTES TO THE FINANCIAL STATEMENTS
FISCAL YEARS ENDED JUNE 30, 2021 AND 2020

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NOTES TO THE FINANCIAL STATEMENTS

FISCAL YEARS ENDED JUNE 30, 2021 and 2020

(dollar amounts presented in thousands (\$000) unless otherwise noted)

1. REPORTING ENTITY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Florida's Turnpike System (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 administrative and financial matters on behalf of the System. The System's financial statements for fiscal years 2021 and 2020 contained herein include only the accounts and transactions of the System and do not include any other accounts and transactions of the Department or the State. The System is presented as an enterprise fund in the Annual Comprehensive Financial Report ("ACFR") of the State.

Basis of Accounting

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP") as prescribed by the Governmental Accounting Standards Board ("GASB"). The operations of the System are accounted for on an accrual basis in order to recognize the flow of economic resources. Under the accrual basis, revenues are recognized when earned and expenses are recognized when incurred.

Pooled Cash and Cash Equivalents

Investments with a maturity of three months or less at the time of purchase 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. See *Note 2 – Cash and Cash Equivalents and Investments*.

Investments

Investments, if any, are stated at fair value, with the exception of highly liquid short-term government securities, including treasury bills, as well as certain nonparticipating contracts, such as repurchase agreements, which are reported at cost. Fair value is defined by GASB Statement No. 72, *Fair Value Measurement and Application*, as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy categorizes the valuation technique inputs into three levels, as follows: Level 1 — unadjusted quoted prices for identical assets or liabilities in active markets that a government can access at the measurement date; Level 2 — quoted prices other than those included within Level 1 and other inputs that are observable for an asset or liability, either directly or indirectly; and Level 3 — unobservable inputs for an asset or liability. See *Note 2 – Cash and Cash Equivalents and Investments*.

Accrued Interest and Accounts Receivable

Accounts receivable included in the accrued interest and accounts receivable line item are reported at net realizable value and are primarily comprised of the short-term portion of a service concession arrangement receivable. See *Note 8 – Deferred Inflows of Resources*.

Due from Governmental Agencies

Amounts due from governmental agencies are primarily comprised of toll revenue collected from customers and held for remittance to the System in a Department fund at year end. See *Note 3 – Due from/to Governmental Agencies*.

Other Current and Noncurrent Assets

Other current and noncurrent assets are primarily comprised of toll equipment parts for use in toll lanes, which are recorded at cost, as well as inventory of toll transponders held for resale, which are valued at the lower of cost or market using the first-in-first-out method.

NOTES TO THE FINANCIAL STATEMENTS

FISCAL YEARS ENDED JUNE 30, 2021 and 2020

(dollar amounts presented in thousands (\$000) unless otherwise noted)

Capital Assets

Capitalization Policy

Costs to acquire capital assets, including intangible assets, are capitalized under the System's capitalization policy. Such costs represent a historical accumulation of costs expended to acquire right-of-way and to construct, improve, and place in operation the System's various projects and related facilities, as well as costs of improvements that increase the capacity or efficiency of existing infrastructure and certain overhead amounts incurred during the construction phase. Costs to replace existing capital assets (or otherwise prolong their useful lives) are only capitalized for depreciable capital assets (see *Modified Approach* below). The System's capitalization level is one thousand dollars for tangible assets and five hundred thousand dollars for intangible assets. Capital assets are recorded at historical cost, except for contributed assets received from entities other than the State, which are recorded at acquisition value at the date of contribution. Construction in progress generally consists of project costs for capital assets not yet placed in service. See *Note 4 – Capital Assets*.

The System's Management periodically 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.

Modified Approach

The System has elected to use the "modified approach" for reporting infrastructure, which considers infrastructure assets to last indefinitely, pending certain requirements. As such, 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.

In compliance with requirements of the modified approach, 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. See the required supplementary information included after the notes to the financial statements.

Depreciation Policy

Depreciation and amortization are charged on a straight-line basis over useful lives ranging from fifteen to thirty years for depreciable buildings and improvements, three to ten years for furniture and equipment and three to fifteen years for intangible assets. Buildings constructed or acquired meeting the criteria of a Service Concession Arrangement ("SCA") are not depreciated. See *Note 8 – Deferred Inflows of Resources*.

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 Premiums and Discounts

Bond premiums and discounts are deferred and amortized over the term of the bonds using the effective interest method. See *Note 6 – Bonds Payable*.

Deferred Inflows and Outflows of Resources

Deferred outflows of resources represent a consumption of net position that applies to future periods and will not be recognized as an outflow of resources until that time. Likewise, deferred inflows of resources represent an acquisition of net position that applies to future periods and will not be recognized as an inflow of resources until that time. See *Note 5 – Deferred Outflows of Resources* and *Note 8 – Deferred Inflows of Resources*.

NOTES TO THE FINANCIAL STATEMENTS

FISCAL YEARS ENDED JUNE 30, 2021 and 2020

(dollar amounts presented in thousands (\$000) unless otherwise noted)

Net Position

Net position is comprised of three components: (1) Net investment in capital assets consists of capital assets, net of accumulated depreciation and amortization, and capital-related deferred outflows of resources, reduced by capital-related borrowings and deferred inflows of resources. (2) Restricted net position is comprised of assets restricted for debt service, net of related liabilities, and assets restricted for renewal and replacement. (3) Unrestricted net position consists of assets that have no restrictions regarding their use, less associated liabilities. It is the System's policy to first use restricted assets when an expense is incurred for purposes for which both restricted and unrestricted assets are available.

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, toll administrative charges, transaction fees charged to certain interoperable partners, and concession revenue. Operating expenses consist primarily of operations and maintenance charges, including transaction fees charged by certain interoperable partners, renewal and replacement costs, planning and development costs, business development and marketing costs, and depreciation and amortization on certain capital assets. All revenues and expenses not meeting these definitions are recorded as nonoperating revenues and expenses, and primarily consist of investment earnings and interest expense.

Capital Contributions from Others

Amounts included in capital contributions from others represent contributions to the System to support road construction and other capital projects. Such contributions are presented separately, after nonoperating revenues in the accompanying financial statements.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires Management to make estimates and assumptions that affect the reported amounts of assets, deferred outflows, liabilities, deferred inflows, and changes therein, as well as disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Recently Adopted Accounting Pronouncements

No recent pronouncements issued but not adopted are expected to have a significant impact on the System's financial statements.

NOTES TO THE FINANCIAL STATEMENTS

FISCAL YEARS ENDED JUNE 30, 2021 and 2020

(dollar amounts presented in thousands (\$000) unless otherwise noted)

2. 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 outstanding bonds. Florida Statutes generally require 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, 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 the FAC to review the "Public Depository Monthly Reports" and continually monitor the collateral pledging level(s), as well as required collateral of each QPD.

Eligible collateral includes federal, federally-guaranteed, and state and local government obligations, as well as 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, provided such investment company takes delivery of such collateral either directly or through an authorized custodian. Florida Statutes provide that if a loss to public depositors is not covered by: (1) deposit insurance, (2) letters of credit, and (3) 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 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 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.

The System's cash and cash equivalents and investments are summarized as follows:

	As of June 30, 2021					
	Cash on deposit	Cash held by the State Treasury	Cash held by the SBA	U.S. government securities held by the SBA	Pooled investments with the State Treasury	Total
Pooled cash and cash equivalents	\$ 753	\$ 9,716	\$ 62	\$ 40,278	\$ 508,405	\$ 559,214
Restricted cash and cash equivalents	-	3,005	169	-	26,528	29,702
Unrestricted investments	-	-	-	50,613	-	50,613
Restricted investments	-	-	-	172,549	-	172,549
Totals	<u>\$ 753</u>	<u>\$ 12,721</u>	<u>\$ 231</u>	<u>\$ 263,440</u>	<u>\$ 534,933</u>	<u>\$ 812,078</u>

	As of June 30, 2020					
	Cash on deposit	Cash held by the State Treasury	Cash held by the SBA	U.S. government securities held by the SBA	Pooled investments with the State Treasury	Total
Pooled cash and cash equivalents	\$ 769	\$ 6,017	\$ 16	\$ 85,611	\$ 804,423	\$ 896,836
Restricted cash and cash equivalents	-	5,005	156	-	128,816	133,977
Restricted investments	-	-	-	183,239	-	183,239
Totals	<u>\$ 769</u>	<u>\$ 11,022</u>	<u>\$ 172</u>	<u>\$ 268,850</u>	<u>\$ 933,239</u>	<u>\$ 1,214,052</u>

NOTES TO THE FINANCIAL STATEMENTS

FISCAL YEARS ENDED JUNE 30, 2021 and 2020

(dollar amounts presented in thousands (\$000) unless otherwise noted)

For the years ended June 30, 2021 and 2020, the bank balance for cash on deposit was \$690 and \$641, respectively, all of which was insured by the Federal Deposit Insurance Corporation (“FDIC”) or collateralized pursuant to Chapter 280, Florida Statutes.

As of June 30, 2021 and 2020, U.S. government securities held by the SBA are classified as level 2 investments under the fair value hierarchy. Further information on the types of cash and cash equivalents held by the SBA can be obtained by contacting the Chief Operating & Financial Officer, State Board of Administration of Florida, 1801 Hermitage Boulevard, Suite 101, Tallahassee, Florida 32308, or by calling (850) 488-4406.

Pooled investments with the State Treasury, which are included in cash and cash equivalents, are based on fair value and no allocation is made as to the System’s share or level classification. These cash equivalents are liquid and the System can make deposits or draw on them as needed. Further information on the types of cash and cash equivalents held by the State Treasury is disclosed in the notes of the State ACFR.

The System's investments are subject to the investment policies of the State Treasury and SBA, and the System does not have an investment policy that further limits credit risk, interest rate risk, or foreign currency risk.

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* (“GASB 40”), 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 Ratings Services, Moody’s Investors Service, or Fitch Ratings. 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.

The Florida Treasury Investment Pool is rated by Standard & Poor’s Ratings Services. The rating at June 30, 2021 and 2020 was AA-f.

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 the investment or collateral securities that are in the possession of an outside party. The State’s policies regarding controls and safeguards over custodial credit risk can be found in the State’s ACFR. The SBA’s custodial credit risk policy states that custodial credit risk will be minimized through the use of trust accounts maintained at top-tier third-party custodian banks. To the extent possible, negotiated trust and custody contracts require that all deposits, investments, and collateral be held in accounts in the SBA’s name apart from the assets of the custodian banks.

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 40 requires disclosures of investments by amount and issuer for any issuer that represents five percent 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 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 40 requires disclosures of value in U.S. dollars by foreign currency denomination and by investment type for investments denominated in foreign currencies. The State’s policies regarding controls and safeguards over foreign currency risk can be found in the State’s ACFR. For the years ended June 30, 2021 and 2020, the System was not exposed to any foreign currency risks.

NOTES TO THE FINANCIAL STATEMENTS

FISCAL YEARS ENDED JUNE 30, 2021 and 2020

(dollar amounts presented in thousands (\$000) unless otherwise noted)

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. Through its investment policy, the State Treasury manages its exposure to interest rate risk by limiting either the maturities or durations of the various investment strategies used for the investment pool. In addition, interest rate risk exposure, in some cases, is managed by limiting the maximum weighted average maturity gap. The maximum weighted average maturity gap is defined as the difference between the weighted average days to maturity of the portfolio minus the weighted average days to maturity of the liabilities. The SBA manages its exposure to interest rate risk through various investment policies. Additional information pertaining to the maturities of investments held by the State Treasury and SBA, as well as information regarding interest rate risk, can be found in the State's ACFR.

3. DUE FROM/TO GOVERNMENTAL AGENCIES

The System enters into various agreements with the Department and other governmental agencies in the regular course of operations. At June 30, 2021 and 2020, amounts due from/to governmental agencies consisted of the following:

	<u>2021</u>	<u>2020</u>
Due from governmental agencies:		
Due from the Department ^(A)	\$ 64,483	\$ 45,504
Due from the Department of Financial Services ^(B)	4,146	2,875
Due from other governments	193	133
Total due from governmental agencies	<u>\$ 68,822</u>	<u>\$ 48,512</u>
Due to governmental agencies:		
June operations, maintenance, in-house and overhead reimbursement	\$ 36,114	\$ 31,578
State Infrastructure Bank loans ^(C)	19,746	22,964
Due to other governments	76	115
Total due to governmental agencies	<u>55,936</u>	<u>54,657</u>
Less current portion	<u>(39,407)</u>	<u>(34,910)</u>
Total due to governmental agencies — less current portion	<u>\$ 16,529</u>	<u>\$ 19,747</u>

(A) Amounts due from the Department were primarily comprised of toll revenues collected from customers and held in a Department fund. These toll revenues were subsequently remitted to the System.

(B) Amounts due from the Department of Financial Services (“DFS”) were attributed to escrow deposits held by DFS on behalf of local governments and organizations to fund certain construction costs. Pursuant to the agreement between the System and the local governments, the System is required to incur the construction costs before the deposits are released from escrow.

(C) State Infrastructure Bank (“SIB”) loans were established in 1997 as a pilot program for eight states, which allows those states to capitalize the SIB loans with up to 10% of their Federal Highway apportionments. The SIB acts as a revolving fund to provide assistance in the form of interest free loans, credit enhancements, capital reserves, subsidized interest rates, or to provide other debt financing security. In fiscal year 2005, the System received the last advance for Seminole Expressway, Project 2, with the balance due in installments through 2026. A SIB loan is also being utilized for interest cost subsidies, which will be fully repaid by fiscal year 2034. The repayment of these loans is subordinate to the repayment of bonded debt.

NOTES TO THE FINANCIAL STATEMENTS

FISCAL YEARS ENDED JUNE 30, 2021 and 2020

(dollar amounts presented in thousands (\$000) unless otherwise noted)

The following table presents maturities of SIB loans at June 30, 2021:

2022	\$	3,217
2023		3,218
2024		3,218
2025		3,218
2026		1,356
2027-2031		3,680
2032-2034		<u>1,839</u>
Total	\$	<u>19,746</u>

Payments and Reimbursements to 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. For the years ended June 30, 2021 and 2020, the System made reimbursements to the Department of \$247,699 and \$238,009, respectively.

NOTES TO THE FINANCIAL STATEMENTS

FISCAL YEARS ENDED JUNE 30, 2021 and 2020

(dollar amounts presented in thousands (\$000) unless otherwise noted)

4. CAPITAL ASSETS

Changes in the System's capital assets for fiscal years ended June 30, 2021 and 2020 are shown below:

	Fiscal Year Ended June 30, 2021				
	<u>Beginning</u>	<u>Transfers</u>	<u>Additions</u>	<u>Retirements</u>	<u>Ending</u>
Nondepreciable capital assets:					
Construction in progress	\$ 1,542,468	\$ (457,916)	\$ 747,719	\$ -	\$ 1,832,271
Land	979,157	-	29,954	(928)	1,008,183
Buildings	82,687	-	-	-	82,687
Infrastructure	9,121,318	431,448	-	(845)	9,551,921
Total nondepreciable capital assets	<u>11,725,630</u>	<u>(26,468)</u>	<u>777,673</u>	<u>(1,773)</u>	<u>12,475,062</u>
Depreciable capital assets:					
Buildings and improvements	251,755	16,453	1,157	(4,529)	264,836
Furniture and equipment	332,435	10,180	2,585	(6,840)	338,360
Intangible assets	83,277	-	-	-	83,277
Total depreciable capital assets — gross	<u>667,467</u>	<u>26,633</u>	<u>3,742</u>	<u>(11,369)</u>	<u>686,473</u>
Less accumulated depreciation:					
Buildings and improvements	(140,525)	-	(8,713)	3,345	(145,893)
Furniture and equipment	(228,310)	(165)	(33,771)	5,794	(256,452)
Intangible assets	(63,298)	-	(16,696)	-	(79,994)
Total accumulated depreciation	<u>(432,133)</u>	<u>(165)</u>	<u>(59,180)</u>	<u>9,139</u>	<u>(482,339)</u>
Total depreciable capital assets — net	<u>235,334</u>	<u>26,468</u>	<u>(55,438)</u>	<u>(2,230)</u>	<u>204,134</u>
Total capital assets	<u>\$ 11,960,964</u>	<u>\$ -</u>	<u>\$ 722,235</u>	<u>\$ (4,003)</u>	<u>\$ 12,679,196</u>

	Fiscal Year Ended June 30, 2020				
	<u>Beginning</u>	<u>Transfers</u>	<u>Additions</u>	<u>Retirements</u>	<u>Ending</u>
Nondepreciable capital assets:					
Construction in progress	\$ 1,338,709	\$ (524,220)	\$ 727,979	\$ -	\$ 1,542,468
Land	963,862	-	17,902	(2,607)	979,157
Buildings	82,687	-	-	-	82,687
Infrastructure	8,614,566	506,752	-	-	9,121,318
Total nondepreciable capital assets	<u>10,999,824</u>	<u>(17,468)</u>	<u>745,881</u>	<u>(2,607)</u>	<u>11,725,630</u>
Depreciable capital assets:					
Buildings and improvements	249,967	5,362	1,012	(4,586)	251,755
Furniture and equipment	328,345	12,106	1,846	(9,862)	332,435
Intangible assets	83,277	-	-	-	83,277
Total depreciable capital assets — gross	<u>661,589</u>	<u>17,468</u>	<u>2,858</u>	<u>(14,448)</u>	<u>667,467</u>
Less accumulated depreciation:					
Buildings and improvements	(135,162)	-	(8,645)	3,282	(140,525)
Furniture and equipment	(202,651)	-	(35,374)	9,715	(228,310)
Intangible assets	(46,593)	-	(16,705)	-	(63,298)
Total accumulated depreciation	<u>(384,406)</u>	<u>-</u>	<u>(60,724)</u>	<u>12,997</u>	<u>(432,133)</u>
Total depreciable capital assets — net	<u>277,183</u>	<u>17,468</u>	<u>(57,866)</u>	<u>(1,451)</u>	<u>235,334</u>
Total capital assets	<u>\$ 11,277,007</u>	<u>\$ -</u>	<u>\$ 688,015</u>	<u>\$ (4,058)</u>	<u>\$ 11,960,964</u>

NOTES TO THE FINANCIAL STATEMENTS

FISCAL YEARS ENDED JUNE 30, 2021 and 2020

(dollar amounts presented in thousands (\$000) unless otherwise noted)

5. DEFERRED OUTFLOWS OF RESOURCES

In accordance with GASB Statement No. 65, *Items Previously Reported as Assets and Liabilities*, losses on bond refunding equal the difference between the reacquisition price and the carrying value of the refunded debt which are reclassified to deferred outflows of resources. The deferred outflows of resources are amortized and recognized as interest expense in a systematic and rational manner over the shorter of the remaining term of the refunded debt or the new debt. See *Note 6 – Bonds Payable*.

The following table presents activity of deferred outflows of resources for the fiscal years ended June 30, 2021 and 2020, respectively:

	2021	2020
Beginning balance	\$ 25,304	\$ 27,553
Refunded bonds:		
Reacquisition price over carrying amount	109	2,558
Amortization	(4,132)	(4,807)
Ending balance	<u>\$ 21,281</u>	<u>\$ 25,304</u>

In April 2021, the System issued \$76,345 in revenue bonds with coupon rates ranging from two to five percent, to refund certain outstanding revenue bonds. The net proceeds of \$86,266, after payment of \$902 for issuance costs, plus an additional \$5,607 of existing monies, were used to purchase U.S. government securities. Those securities were deposited in an irrevocable trust with an escrow agent to provide for all future debt service payments on bonds. As a result, the bonds are considered to be defeased, and the liability has been removed from the System's financial statements. The refunding reduces the System's aggregate debt service payment by \$31,879 through fiscal year 2041, resulting in a present value of savings of \$26,581.

In April 2020, the System issued \$190,745 in revenue bonds with coupon rates ranging from three to five percent, to refund certain outstanding revenue bonds. The net proceeds of \$231,181, after payment of \$750 in issuance costs, plus an additional \$11,732 of existing monies, were used to purchase U.S. government securities. Those securities were deposited in an irrevocable trust with an escrow agent to provide for all future debt service payments on the bonds. As a result, the bonds are considered to be defeased and the liability has been removed from the System's financial statements. The refunding reduces the System's aggregate debt service payments by \$81,168 through fiscal year 2040, resulting in a present value savings of \$68,014.

There was no outstanding in-substance defeased debt as of June 30, 2021 and June 30, 2020.

NOTES TO THE FINANCIAL STATEMENTS

FISCAL YEARS ENDED JUNE 30, 2021 and 2020

(dollar amounts presented in thousands (\$000) unless otherwise noted)

6. BONDS PAYABLE

Revenue bonds and the interest payable thereon are obligations of the System, secured by and payable from the pledge of the System's net revenues. Bonds payable as of June 30, 2021 and 2020 were as follows:

Series	Issuance Amount	Interest Rates	Bonds Payable at June 30, 2021			Maturing in Fiscal Year	Bonds Payable at June 30, 2020		
			Serial Bonds	Term Bonds	Total Bonds		Serial Bonds	Term Bonds	Total Bonds
2021A	\$ 76,345	2.00% - 5.00%	\$ 66,940	\$ 9,405	\$ 76,345	2022 - 2041	\$ -	\$ -	\$ -
2020B	194,350	2.00% - 5.00%	140,690	51,850	192,540	2022 - 2050	-	-	-
2020A	190,745	3.00% - 5.00%	185,330	-	185,330	2022 - 2040	190,745	-	190,745
2019B	177,930	3.00% - 5.00%	129,355	43,720	173,075	2022 - 2049	132,540	43,720	176,260
2019A	224,455	4.00% - 5.00%	211,155	-	211,155	2022 - 2039	218,540	-	218,540
2018A	299,975	4.00% - 5.00%	221,590	65,720	287,310	2022 - 2048	226,770	65,720	292,490
2017A	131,885	4.00% - 5.00%	53,000	-	53,000	2022 - 2030	85,540	-	85,540
2016C	142,595	4.00% - 5.00%	123,880	-	123,880	2022 - 2037	128,905	-	128,905
2016B	113,350	2.50% - 5.00%	73,060	-	73,060	2022 - 2027	81,930	-	81,930
2016A	173,385	3.00% - 5.00%	137,195	-	137,195	2022 - 2036	145,160	-	145,160
2015B	195,875	3.00% - 5.00%	162,465	-	162,465	2022 - 2036	169,815	-	169,815
2015A	241,480	2.95% - 5.00%	153,080	44,700	197,780	2022 - 2045	161,275	44,700	205,975
2014A	223,580	3.25% - 5.00%	171,390	35,520	206,910	2022 - 2044	174,185	35,520	209,705
2013C	267,405	4.00% - 5.00%	193,145	-	193,145	2022 - 2043	205,185	-	205,185
2013B	206,035	5.00%	8,020	-	8,020	2022 - 2022	15,680	-	15,680
2013A	183,140	5.00%	73,015	-	73,015	2022 - 2025	88,960	-	88,960
2012A	306,065	2.88% - 5.00%	225,335	47,835	273,170	2022 - 2042	229,960	47,835	277,795
2011A	150,165	3.25% - 5.25%	-	-	-	2021	60,490	33,355	93,845
		Subtotal	\$ 2,328,645	\$ 298,750	\$ 2,627,395		\$ 2,315,680	\$ 270,850	\$ 2,586,530
		Unamortized bond premium — net			162,167				168,120
		Total bonds payable			2,789,562				2,754,650
		Less current portion of bonds payable			(135,595)				(143,320)
		Long-term portion of bonds payable — net			<u>\$ 2,653,967</u>				<u>\$ 2,611,330</u>

NOTES TO THE FINANCIAL STATEMENTS

FISCAL YEARS ENDED JUNE 30, 2021 and 2020

(dollar amounts presented in thousands (\$000) unless otherwise noted)

As of June 30, 2021, debt service requirements to maturity, including interest at fixed rates, were as follows:

<u>Maturing</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2022	\$ 135,595	\$ 107,074	\$ 242,669
2023	134,015	100,294	234,309
2024	140,820	93,593	234,413
2025	147,405	87,026	234,431
2026	133,410	80,281	213,691
2027-2031	603,905	320,816	924,721
2032-2036	604,615	193,511	798,126
2037-2041	395,530	94,849	490,379
2042-2046	235,700	36,484	272,184
2047-2050	96,400	5,478	101,878
Total	<u>\$ 2,627,395</u>	<u>\$ 1,119,406</u>	<u>\$ 3,746,801</u>

Bond Sales

In April 2021, the State of Florida issued \$76,345 State of Florida, Department of Transportation Turnpike Revenue Refunding Bonds, Series 2021A (“2021A Bonds”), to refund a portion of the outstanding State of Florida, Department of Transportation Turnpike Revenue Bonds Series 2011A, and to pay costs of issuance.

In January 2021, the State of Florida issued \$194,350 State of Florida, Department of Transportation Turnpike Revenue Bonds, Series 2020B (“2020B Bonds”), to finance capital improvements, fund a reserve account, and pay cost of issuance.

In April 2020, the State of Florida issued \$190,745 State of Florida, Department of Transportation Turnpike Revenue Refunding Bonds, Series 2020A (“2020A Bonds”), to refund a portion of the outstanding State of Florida, Department of Transportation Turnpike Revenue Bonds Series 2006A and Series 2010B, and to pay costs of issuance.

In December 2019, the State of Florida issued \$177,930 State of Florida, Department of Transportation Turnpike Revenue Bonds, Series 2019B (“2019B Bonds”), to finance capital improvements, fund a reserve account, and pay costs of issuance.

Bond Refunding

The System participates in refunding of outstanding debt to take advantage of a general reduction in interest rates to reduce future debt service costs. Gains or losses resulting from refunding are recorded as deferred outflows or inflows of resources. For further discussion, see *Note 5 – Deferred Outflows of Resources*.

Bond Covenants

In October 1988, the SBA, Division of Bond Finance, approved a resolution authorizing the issuance of bonds to provide for the financing of acquisition and construction of System projects or the refunding of such bonds. The resolution was last amended in May 2005. The principal and interest on such bonds are payable solely from the System’s net revenues pledged for their payment, defined as operating revenues less operations and maintenance expense. Pursuant to legislation adopted in 1997, the Department covenanted to pay all costs of operations and maintenance expense of the System from the STTF, in effect making 100% of the System’s gross revenues available for debt service.

As of June 30, 2021 and 2020, the System’s total pledged amounts, consisting of outstanding principal and future interest payments, were \$3,746,801 and \$3,763,338, respectively. The System recognized net revenues of \$760,199 and \$752,967 in fiscal years 2021 and 2020, respectively, and made principal and interest payments on outstanding bonds totaling \$257,795 and \$251,895, respectively.

NOTES TO THE FINANCIAL STATEMENTS

FISCAL YEARS ENDED JUNE 30, 2021 and 2020

(dollar amounts presented in thousands (\$000) unless otherwise noted)

The resolution 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 bond proceeds, revenues, or through a reserve account credit facility as provided for in the resolution. The System's debt service reserve was fully funded for fiscal years 2021 and 2020. The resolution also requires the System to maintain a debt service coverage ratio of at least 1.2. As of June 30, 2021 and 2020, the System debt service coverage ratio was 2.95 and 2.99. The System is in full compliance with these bond covenants.

7. CHANGES IN NONCURRENT LIABILITIES

	Fiscal Year Ended June 30, 2021					
	Beginning	Additions	Reductions	Ending	Due Within One Year	Noncurrent Portion
Bonds payable:						
Revenue bonds	\$ 2,586,530	\$ 270,695	\$ (229,830)	\$ 2,627,395	\$ 135,595	\$ 2,491,800
Issuance premiums	168,120	24,913	(30,866)	162,167	-	162,167
Total bonds payable	2,754,650	295,608	(260,696)	2,789,562	135,595	2,653,967
Due to governmental agencies ^(A)	22,964	-	(3,218)	19,746	3,217	16,529
Total noncurrent liabilities	\$ 2,777,614	\$ 295,608	\$ (263,914)	\$ 2,809,308	\$ 138,812	\$ 2,670,496

	Fiscal Year Ended June 30, 2020					
	Beginning	Additions	Reductions	Ending	Due Within One Year	Noncurrent Portion
Bonds payable:						
Revenue bonds	\$ 2,580,365	\$ 368,675	\$ (362,510)	\$ 2,586,530	\$ 143,320	\$ 2,443,210
Issuance premiums	143,760	55,036	(30,676)	168,120	-	168,120
Total bonds payable	2,724,125	423,711	(393,186)	2,754,650	143,320	2,611,330
Due to governmental agencies ^(A)	27,682	-	(4,718)	22,964	3,217	19,747
Total noncurrent liabilities	\$ 2,751,807	\$ 423,711	\$ (397,904)	\$ 2,777,614	\$ 146,537	\$ 2,631,077

^(A) Amounts include State Infrastructure Bank Loans. See Note 3 – Due From/To Governmental Agencies.

8. DEFERRED INFLOWS OF RESOURCES

In April 2009, the System entered into an Agreement (the "Agreement") with Areas USA FLTP, LLC (the "Operator") to reconstruct and operate eight service plazas along the Mainline through January 2040. Pursuant to the Agreement, the System retains ownership of the assets (service plazas) and the Operator is required to return the assets in their original or enhanced condition. The concession fees per the Agreement are based on a fixed monthly rental payment, or a percentage of revenue generated, whichever is greater. The Agreement meets all the criteria of GASB Statement No. 60, *Accounting and Financial Reporting for Service Concession Arrangements*.

When reconstruction of a service plaza is completed by the Operator, the System records an addition to deferred inflows of resources, which is equal to the difference between the fair value of the asset and the System's obligations, and is subsequently amortized over the remaining term of the agreement.

Additionally, to account for the guaranteed minimum payment component of the Agreement, a service concession arrangement ("SCA") receivable is recorded by the System with a corresponding entry to deferred inflows of resources, which is equal to the present value of the fixed component of the guaranteed minimum payment.

NOTES TO THE FINANCIAL STATEMENTS

FISCAL YEARS ENDED JUNE 30, 2021 and 2020

(dollar amounts presented in thousands (\$000) unless otherwise noted)

Activity within the System's service concession arrangements receivable for the fiscal years ended June 30, 2021 and 2020 is shown below:

	<u>2021</u>	<u>2020</u>
Beginning balance — SCA receivable	\$ 75,182	\$ 77,316
Guaranteed payments, excluding interest income	(2,241)	(2,134)
Ending balance — SCA receivable	<u>\$ 72,941</u>	<u>\$ 75,182</u>
SCA receivable — current	\$ 2,353	\$ 2,241
SCA receivable — non-current	70,588	72,941
Ending balance — SCA receivable	<u>\$ 72,941</u>	<u>\$ 75,182</u>

The following table presents activity of deferred inflows of resources for the fiscal years ended June 30, 2021 and 2020:

	<u>2021</u>	<u>2020</u>
Beginning balance — deferred inflows of resources	\$ (134,632)	\$ (141,507)
Amortization of deferred inflows of resources	6,874	6,875
Ending balance — deferred inflows of resources	<u>\$ (127,758)</u>	<u>\$ (134,632)</u>

Total service plaza concessions revenue, including additional fees and consumer price index adjustments, was \$8,159 and \$7,119 for fiscal years 2021 and 2020, respectively, and is included in the Statements of Revenues, Expenses, and Changes in Net Position as a component of concessions and other.

9. EMPLOYEE BENEFITS

Pensions

Florida Retirement System — The Department, including the employees assigned to 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.

An amount representing pension benefits for current personnel assigned to the System is charged to the System through an overhead rate assessed by the Department in the period the benefits are earned.

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 retiree HIS is a cost-sharing multiple-employer defined-benefit pension plan. Eligible retirees or beneficiaries receive a monthly retiree health insurance subsidy payment equal to the number of years of creditable service completed at the time of retirement multiplied by five dollars. The payments to individual retirees or beneficiaries were at least thirty dollars, but not more than one hundred and fifty dollars per month during each of the fiscal years. To be eligible to receive the retiree HIS, a retiree under any State administered retirement system must provide proof of health insurance coverage, which can include Medicare.

An amount for the retiree health insurance subsidy program for personnel assigned to the System is charged to the System through an overhead rate assessed by the Department in the period the benefits are earned.

NOTES TO THE FINANCIAL STATEMENTS

FISCAL YEARS ENDED JUNE 30, 2021 and 2020

(dollar amounts presented in thousands (\$000) unless otherwise noted)

The State of Florida applies the guidance in GASB Statement No. 68, *Accounting and Financial Reporting for Pensions*, in accounting for the FRS and HIS. The Department of Financial Services (“DFS”) has determined that the System is not a payor fund for the purpose of liquidating the pension and HIS liabilities, therefore, no net pension liability or related deferred amounts are reported in the financial statements of the System. An actuarial valuation has been performed for both plans. Personnel assigned to the System were included in the actuarial analysis and are part of the total pension liabilities, the net pension liabilities, and the plan net positions disclosed in the notes and other required supplementary information of the ACFR of the State of Florida, which may be obtained from the DFS. The FRS also issues a publicly-available financial report that includes financial statements and required supplementary information. This 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.

Other Postemployment Benefits (“OPEB”)

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 pooling of claims experience with existing State employees, resulting in a single premium determination.

The DFS has determined that the System is not a payor fund for the purpose of liquidating the net OPEB liability, therefore no net OPEB liability or related deferral amounts are reported in the financial statements of the System. An actuarial valuation has been performed for the plan. Personnel assigned to the System were included in the actuarial analysis and are part of the total OPEB liability, net OPEB liability, and plan net position disclosed in the notes and other required supplementary information of the ACFR of the State of Florida, which may be obtained from the DFS.

An amount representing group insurance benefits for current personnel assigned to the System is charged to the System through an overhead rate assessed by the Department in the period the benefits are earned.

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. In accordance with Section 112.215, Florida Statutes, the plan is available to all regular payroll State employees and 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 an 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) specifically 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 resides in the State Treasury.

Compensated Absences

Personnel assigned to the System 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 an overhead rate assessed by the Department in the period the benefits are paid. The liability for accrued leave is recorded by the Department, which is responsible for paying accrued leave when it is taken. No liability is reported in the System’s financial statements.

NOTES TO THE FINANCIAL STATEMENTS

FISCAL YEARS ENDED JUNE 30, 2021 and 2020

(dollar amounts presented in thousands (\$000) unless otherwise noted)

10. COMMITMENTS AND CONTINGENCIES

Commitments on outstanding construction, operations, maintenance, and other service contracts totaled approximately \$1.5 billion and \$1.9 billion on June 30, 2021 and June 30, 2020, respectively.

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, the ultimate disposition of these lawsuits and claims will not have a material adverse effect on the System's financial position or results of operations.

Risk Management

The System participates in various 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 reimburses the Department for certain costs, a portion of which covers the related policy premiums. The System is not responsible for losses incurred within the State's insurance programs. Additionally, the System obtains conventional coverage for damage to System bridges, facilities, and eligible business interruptions. No losses were incurred in fiscal years 2021, 2020, or 2019, that exceeded coverages.

11. SUBSEQUENT EVENTS

In August 2021, the State of Florida issued \$239.8 million State of Florida, Department of Transportation Turnpike Revenue Bonds, Series 2021B ("2021B bonds"), to finance a portion of capital improvements, fund a debt service reserve account, and pay costs of issuance.

In October 2021, the State of Florida issued \$272.8 million State of Florida, Department of Transportation Turnpike Revenue Bonds, Series 2021C ("2021C bonds"), to finance a portion of capital improvements and pay costs of issuance.

**REQUIRED SUPPLEMENTARY INFORMATION OTHER
THAN MANAGEMENT'S DISCUSSION AND ANALYSIS**
(unaudited)

REQUIRED SUPPLEMENTARY INFORMATION (UNAUDITED)

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*, the System 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. As of June 30, 2021, System assets accounted for under the modified approach include 498 centerline miles of roadway and 716 bridges.

In using this modified approach, the System relies on the Department to maintain an asset management system that has an up-to-date inventory of System infrastructure assets and to perform 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 pavement 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 ruts 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 85% of the pavement on the System's roadways has a score greater than 6 in all three criteria.

Bridge Repair and Replacement Program – The System's bridge repair program emphasizes periodic maintenance and specified rehabilitation work activities on System bridge structures. The primary focus is on the replacement of structurally deficient or weight-restricted bridges. In addition, this program addresses bridges that require structural repair, but which are more cost effective to replace.

The Department conducts bridge condition surveys using the National Bridge Inspection ("NBI") 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 excellent, which indicates that no repairs are necessary. A rating of 6 to 7 is 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 for deck, superstructure, and substructure, is generally indicative of a structurally deficient bridge. The standard is to ensure that 95% of all System bridges exceed a rating of 5 and do not need major repairs or replacement.

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.

FLORIDA'S TURNPIKE SYSTEM
DEPARTMENT OF TRANSPORTATION
STATE OF FLORIDA

REQUIRED SUPPLEMENTARY INFORMATION (UNAUDITED)

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 Department sets the overall MRP rating standard at 80. Management is committed to investing in future projects that are necessary to adequately preserve the System's infrastructure.

The following table presents the System's infrastructure condition ratings:

	Infrastructure Condition Ratings		
	2021	2020	2019
Percentage of pavement meeting Department standards	96%	97%	97%
Percentage of bridges meeting Department standards	99%	99%	99%
Overall routine maintenance rating	88	86	85

The following table presents a comparison of budgeted-to-actual maintenance and preservation costs:

(\$ in thousands)	Budget	Actual	Over (Under)
2021	\$ 248,185	\$ 239,404	\$ (8,781)
2020	259,864	219,697	(40,167)
2019	189,437	187,970	(1,467)
2018	170,425	138,460	(31,965)
2017	103,752	130,651	26,899

Budgeted costs are based on a cash basis, while actual costs are reported under the accrual basis of accounting. For fiscal years 2017 to 2021, the variance of budgeted-to-actual costs is primarily attributable to the timing of preservation projects.

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 I

Definitions

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

Covenant Provisions

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.

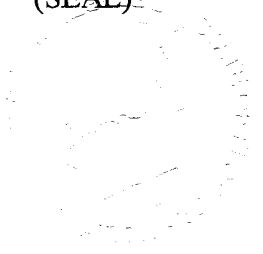
Section 303. The Department hereby irrevocably agrees that this Certification shall be deemed to have been made for the benefit of, and shall be a contract with, the Holders from time to time of the Bonds, and that the provisions of this Certification shall be enforceable in any court of competent jurisdiction 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.

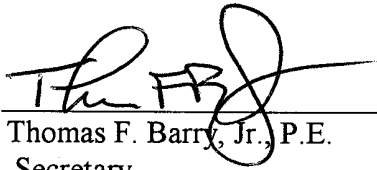
Section 304. The Department shall at all times operate or cause to be operated the Turnpike System in a sound and economic manner, shall maintain and repair, or cause the same to be maintained and repaired, preserve and keep the same, with the appurtenances and every part and parcel thereof, in good 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)



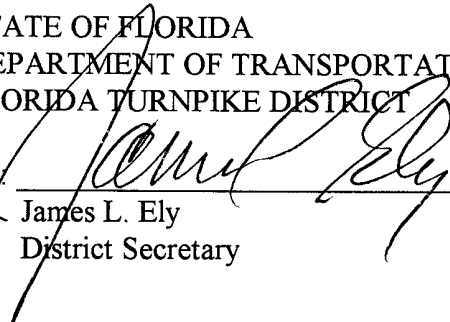
STATE OF FLORIDA
DEPARTMENT OF TRANSPORTATION

By: 
Thomas F. Barry, Jr., P.E.
Secretary

ATTEST:



STATE OF FLORIDA
DEPARTMENT OF TRANSPORTATION
FLORIDA TURNPIKE DISTRICT

By: 
James L. Ely
District Secretary

ATTEST:



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 \$4,419,997,419.20¹ 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 338.22-338.244², 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.

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 \$4,419,997,419.20³ 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 successor⁴.

“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.

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 - 338.244⁵, 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 held 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.

FORTY-EIGHTH SUPPLEMENTAL TURNPIKE REVENUE BOND RESOLUTION

A RESOLUTION (FORTY-EIGHTH SUPPLEMENTAL RESOLUTION) OF THE GOVERNING BOARD OF THE DIVISION OF BOND FINANCE OF THE STATE BOARD OF ADMINISTRATION OF FLORIDA AMENDING THE TURNPIKE REVENUE BOND AUTHORIZING RESOLUTION AND THE FORTY-SEVENTH SUPPLEMENTAL RESOLUTION TO REVISE THE DEBT SERVICE RESERVE REQUIREMENT FOR THE STATE OF FLORIDA, FLORIDA DEPARTMENT OF TRANSPORTATION TURNPIKE REVENUE BONDS; AND PROVIDING FOR AN EFFECTIVE DATE.

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. All terms used in the Authorizing Resolution and in the Forty-seventh Supplemental Resolution adopted on June 13, 2018, shall apply fully to this resolution.

SECTION 2. The Authorizing Resolution shall be deemed to have been amended as follows, if and when, in accordance with Section 7.03 of the Authorizing Resolution, the Division shall have obtained the consent of the Holders of more than fifty percent in principal amount of the Bonds then Outstanding:

(a) Amendment to Section 1.02 of the Authorizing Resolution. The definition of “Debt Service Reserve Requirement” shall be amended to read as follows:

“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 debt service reserve sub-account in the Debt Service Reserve Account shall mean an amount to be determined by subsequent resolution of the Division, which amount shall not exceed 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. Such amount may be zero. 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.

SECTION 3. The initial Registered Owners of Bonds issued pursuant to the Forty-seventh Supplemental Resolution and the initial Registered Owners of Bonds of subsequent Series, by virtue of their purchase and acceptance of such Bonds, shall be deemed to have consented to in writing and approved: (i) the amendment to the Authorizing Resolution set forth in Section 2 herein, and (ii) the reduction of the Debt Service Reserve Requirement to zero on the Bonds issued pursuant to the Forty-seventh Supplemental Resolution and the establishment of the Debt Service Reserve Requirement at zero for all Bonds of subsequent Series, in each case upon the effectiveness of the amendment set forth in Section 2 herein. Once the Debt Service Reserve Requirement has been reduced to or established at zero, as the case may be, on the Bonds issued pursuant to the Forty-seventh Supplemental Resolution and on all Bonds of subsequent Series, such Bondholders shall no longer have any claim on any subaccount in the Debt Service Reserve Account. All subsequent Registered Owners of Bonds issued pursuant to the Forty-seventh Supplemental Resolution and all subsequent Registered Owners of Bonds of subsequent Series shall be bound by the terms of such consent and approval.

SECTION 4. This Forty-eighth Supplemental Resolution shall take effect immediately upon its adoption.

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 December 4, 2018.

**FIFTY-SIXTH SUPPLEMENTAL
TURNPIKE REVENUE BOND RESOLUTION**

A RESOLUTION (THE FIFTY-SIXTH SUPPLEMENTAL RESOLUTION) OF THE GOVERNING BOARD OF THE DIVISION OF BOND FINANCE OF THE STATE BOARD OF ADMINISTRATION OF FLORIDA SUPPLEMENTING THE AUTHORIZING RESOLUTION, AS SUPPLEMENTED AND AMENDED; AUTHORIZING THE COMPETITIVE SALE AND ISSUANCE OF STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION TURNPIKE REVENUE BONDS, SERIES (TO BE DETERMINED); AUTHORIZING A NOTICE OF BOND SALE; IDENTIFYING THE 2021 TURNPIKE PROJECT ANTICIPATED TO BE FINANCED BY THE BONDS; PROVIDING FOR APPLICATION OF THE PROCEEDS OF THE BONDS; AUTHORIZING A PRELIMINARY AND A FINAL OFFICIAL STATEMENT; PROVIDING FOR OTHER TERMS AND AUTHORIZATIONS IN CONNECTION WITH THE ISSUANCE AND COMPETITIVE SALE OF THE BONDS; PROVIDING FOR CONSENT TO THE AMENDMENT OF THE AUTHORIZING RESOLUTION; AND PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, acting on behalf of the State of Florida Department of Transportation (the “Department”), the Governor and Cabinet of the State of Florida, 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 (“Turnpike Revenue Bonds”), and such resolution, as amended and restated on May 17, 2005 (the “Authorizing Resolution”), was adopted to secure the issuance of one or more Series of Turnpike Revenue Bonds by the Division from time to time, subject to the terms and conditions of the Authorizing Resolution; and

WHEREAS, there are currently \$2,867,230,000 of Turnpike Revenue and Revenue Refunding Bonds Outstanding; and

WHEREAS, the Department has adopted a resolution requesting the Division to proceed with the issuance and sale of Turnpike Revenue Bonds to finance all or a portion of the costs of the 2021 Turnpike Project (as defined below); and

WHEREAS, the State Legislature has approved the Department of Transportation’s tentative work program 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 Turnpike Revenue Bonds, on behalf of the Department, under and pursuant to the Authorizing Resolution and pursuant to the request of the Department, which installment is to be known as the “STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION TURNPIKE REVENUE BONDS, SERIES (TO BE DETERMINED)” (the “Bonds”); and

WHEREAS, the Governing Board wishes to authorize the publication of a Notice of Bond Sale for the public sale of the Bonds (the “Notice of Bond Sale”); and

WHEREAS, the Governing Board adopted a resolution on December 4, 2018 (the Forty-eighth Supplemental Resolution), which amends the definition of “Debt Service Reserve Requirement” (the “Springing Amendment”), which will be effective upon the issuance of the Bonds pursuant to this Fifty-sixth Supplemental Resolution.

WHEREAS, upon the adoption of this Fifty-sixth Supplemental Resolution and the completion of certain actions required hereunder and under the Authorizing Resolution, as amended, the execution and delivery of the Bonds will have been duly authorized and all things necessary to make the 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 amended, and as supplemented by this Fifty-sixth Supplemental Resolution, a valid and binding agreement with the Registered Owners of the 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 Fifty-sixth Supplemental Resolution are used with the same meaning throughout this Fifty-sixth Supplemental Resolution unless the context clearly requires otherwise. All terms used in this Fifty-sixth Supplemental Resolution that are defined in the Authorizing Resolution, as amended by the Forty-eighth Supplemental Resolution, have the same meaning as set forth therein unless the context clearly requires otherwise. In addition, the following term shall have the following meaning herein:

“2021 Turnpike Project” shall mean any Turnpike Project in the Department’s tentative work program, provided that such program 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 Bonds will be used to finance all or a portion of the following projects:

- (A) Widening State Road 821 (HEFT) in Miami-Dade County;
- (B) Construction of the Suncoast Parkway 2 in Hernando and Citrus Counties;
- (C) Construction of the First Coast Expressway and Phase One Extension in Duval and Clay Counties;
- (D) Widening the Polk Parkway in Polk County;
- (E) Widening the Turnpike Mainline in Lake, Orange, and Osceola Counties; and
- (F) Interchange improvements on the Sawgrass Expressway in Broward County,

all as approved by the Florida Legislature in the Fiscal Year 2020-21 and Fiscal Year 2021-22 General Appropriations Acts, as required by Section 338.2275(1), Florida Statutes. A portion of projects (A), (B), (C), and (D) were financed through various Series of previously issued Turnpike Revenue Bonds; projects (E) and (F) are new projects.

SECTION 2. AUTHORITY FOR THIS FIFTY-SIXTH SUPPLEMENTAL RESOLUTION. This Fifty-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 Bonds by those who shall own the same from time to time, the Authorizing Resolution, as amended by the Forty-eighth Supplemental Resolution and as supplemented by this Fifty-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 Bonds; and the security interest granted and the pledge made in the Authorizing Resolution, as supplemented by this Fifty-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 Fifty-sixth Supplemental Resolution.

SECTION 4. AUTHORIZATION OF THE SALE OF THE 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 2021 Turnpike Project have been met, the Bonds are hereby authorized to be issued and sold at public sale in an aggregate principal amount not exceeding \$258,200,000, on such dates and at such times to be determined by the Director of the Division, for the purpose of financing all or a portion of the costs of acquisition and/or construction of the 2021 Turnpike Project, including, without limitation, costs already incurred. All Bonds shall be designated "STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION TURNPIKE REVENUE BONDS, SERIES 2021 (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 or Revenue Refunding Bonds; and provided further that the actual designation of any Series of such Bonds, whether sold in one or more than one Series, shall be determined by the Director of the Division. The Bonds may be sold as tax-exempt or Taxable Bonds. If sold in more than one Series, the authorizations contained in this Fifty-sixth Supplemental Resolution shall apply to each Series of such Bonds. The Bonds shall be issued in fully registered form in denominations of \$1,000 or integral multiples thereof. The 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 Bonds shall mature as determined by the Director of the Division in the Notice of Bond Sale and the final maturity date of the Bonds shall not be later than 35 years from their date of issue. The interest rates of the Bonds shall not exceed the maximum lawful rate on the date of sale of the Bonds and shall be determined in accordance with the Notice of Bond Sale. Interest on the Bonds will be paid on each Interest Payment Date by check or draft mailed 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 Bonds. Provided, however, that interest on the Bonds may be paid by wire transfer, at the election of a Registered Owner, in the manner and under the terms provided for in the Registrar, Paying Agent and Transfer Agreement between the State and the Bond Registrar/Paying Agent, and 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 from the interest due. Principal of the Bonds will be payable to the Registered Owners thereof upon their presentation and surrender of the Bonds when due at the corporate trust office of the Bond Registrar/Paying Agent.

(B) The Director of the Division or an Assistant Secretary of the Governing Board is authorized to determine the most advantageous date and time of 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 of the Division or an Assistant Secretary of the Governing Board to be appropriate to provide adequate notice to potential bidders. Bids for the purchase of the Bonds will be received at the offices of the Division, or at another location designated

in the Notice of Bond Sale, until the time and date of sale determined by the Director of the Division or an Assistant Secretary of the Governing Board.

(C) The Director of the Division or an Assistant Secretary of the Governing Board is hereby authorized to distribute a Notice of Bond Sale and form of proposal for the sale of the Bonds. The Notice of Bond Sale shall be in such form as shall be determined by the Director of the Division or an Assistant Secretary of the Governing Board, 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 of the Division or an Assistant Secretary of the Governing Board is authorized to award the sale of the Bonds in an aggregate principal amount not exceeding \$258,200,000 and to pay the costs, fees, and expenses associated therewith. Such award by the Director of the Division 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 Bonds.

(E) In the event that conditions preclude, or circumstances render unnecessary or undesirable, the sale of the maximum principal amount of the Bonds authorized to be sold by this Fifty-sixth Supplemental Resolution, then in such event the Director of the Division 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 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 Bonds shall be subject to redemption as provided in the Notice of Bond Sale.

(G) The Director of the Division or an Assistant Secretary of the Governing Board is authorized to provide in the Notice of Bond Sale that the purchase price for the 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 Bonds (including any temporary bond or bonds) as provided in the Authorizing Resolution and any such officer is hereby authorized, upon the execution of the Bonds in the form and manner set forth in the Authorizing Resolution, to deliver the 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 Bonds, and to distribute the proceeds of the Bonds as provided herein and in the Authorizing Resolution.

(I) The Chairman, Secretary, or any Assistant Secretary of the Governing Board, and the Director of the Division, 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 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 Bonds.

(J) The Director of the Division is authorized to cause the manual or facsimile signature of the Governor, as Chairman of the Governing Board, and the corporate seal of the Division to be imprinted on the Bonds, which shall be attested and countersigned with the manual or facsimile signature of the Director of the Division, as Assistant Secretary of the Governing Board.

SECTION 5. SECURITY FOR THE BONDS.

(A) The Bonds authorized by this Fifty-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 Bonds authorized by this Fifty-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 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, as amended by the Forty-eighth Supplemental Resolution, except to the extent inconsistent herewith, shall be deemed to be part of this Fifty-sixth Supplemental Resolution to the same extent as if incorporated verbatim in this Fifty-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 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.

There are hereby established with respect to the Bonds: (i) an account to be known as the “Turnpike Series (to be determined) Construction Account” into which the net proceeds of the Bonds shall be deposited for the acquisition or construction of the 2021 Turnpike Project, as such project is defined in Section 1 herein; (ii) an account in the Rebate Fund to be known as the “Series (to be determined) Rebate Account;” and (iii) a sub-account in the Debt Service Reserve Account to be known as the “Series (to be determined) Debt Service Reserve Sub-Account.” The Turnpike Series (to be determined) Construction Account 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 Bonds deposited into the Turnpike Series (to be determined) Construction Account shall be used for costs of acquisition or construction of the 2021 Turnpike Project. The proceeds of the Bonds deposited into the Turnpike Series (to be determined) Construction Account may also be used to finance all or a portion of any Turnpike Improvement or any extension to the Turnpike System, as approved by the Florida Legislature in the Fiscal Year 2021-22 General Appropriations Act, as required by Section 338.2275(1), Florida Statutes.

SECTION 7. DEBT SERVICE RESERVE REQUIREMENT. The Debt Service Reserve Requirement for the Bonds, shall be an amount determined by the Director, in accordance with Section 1.02 of the Authorizing Resolution, as amended by the Forty-eight Supplemental Resolution. The Bonds may be secured, together with the Outstanding Turnpike Revenue and Revenue Refunding Bonds, and any Additional Bonds designated to be secured thereby, by the Debt Service Reserve Subaccount in the Debt Service Reserve Account securing the Series 2012A through Series 2021B 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 National Association, formerly known as U.S. Bank Trust National Association, is hereby designated as the Bond Registrar/Paying Agent for the 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 Bonds, on behalf of the Department, pursuant to the State Bond Act. The Director of the Division is further authorized and directed to amend, supplement, or complete the information contained in the Official Statement, as he determines to be necessary or desirable.

The Division is further authorized to have as many copies of the Preliminary Official Statement and the Final Official Statement relating to the Bonds as the Director of the Division determines to be necessary to be prepared, printed, and distributed; to contract with national rating services; to make a determination that the Preliminary Official Statement is “deemed final” for purposes of subsection (b)(1) of Rule 15c2-12 of the Securities and Exchange Commission (the “Rule”); 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 Bonds.

The Chairman, Secretary, or an Assistant Secretary of the Governing Board and the Director of the Division are hereby authorized to execute the Final Official Statement in connection with the Bonds, and the execution thereof shall be conclusive evidence that the Governing Board has approved the form and content of the Final Official Statement. Any prior printing and distribution of a Preliminary Official Statement is hereby ratified.

SECTION 10. FORM OF BONDS.

(A) Notwithstanding anything to the contrary in the Authorizing Resolution, this Fifty-sixth Supplemental Resolution, or any other resolution relating to the Bonds (for the purposes of this section, collectively, the “Resolution”), the 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 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 Bonds are issued in book-entry only form:

(i) The Bonds shall be issued in the name of the Securities Depository as the Registered Owner of the Bonds, and held in the custody of the Securities Depository or its designee.

(ii) Transfers of beneficial ownership of the 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).

(iii) Each Participant shall be credited in the records of the Securities Depository with the amount of such Participant's interest in the Bonds. Beneficial ownership interests in the 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 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 Bonds. Transfers of ownership interests in the Bonds shall be accomplished by book entries made by the Securities Depository and, in turn, by Participants acting on behalf of Beneficial Owners.

(iv) Unless otherwise provided herein, the Department, the Division, the Board, 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 Bonds registered in its name for the purposes of: the payment of the principal of, premium, if any, and interest on the 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; the giving of any notice permitted or required to be given to Registered Owners under the Resolution; and 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:

(1) a certificate of the Securities Depository as to the identity of the Participants with respect to the Bonds; and

(2) a certificate of any such Participant as to the identity of, and the respective principal amount of Bonds beneficially owned by, the Beneficial Owners.

(v) 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 Bond Register, with respect to the accuracy of any records maintained by the Securities Depository or any Participant; 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 Bond; the delivery of any notice by the Securities Depository or any Participant; the selection of the Participants or the Beneficial Owners to receive payment in the event of any partial redemption of the Bonds; or any consent given or any other action taken by the Securities Depository or any Participant.

(vi) The requirements in the Resolution of holding, delivering or transferring 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 Bonds to produce the same effect. Any provision hereof permitting or requiring delivery of the Bonds shall, while the 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 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 shall either identify another qualified securities depository, or prepare and deliver replacement 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,” “Arbitrage Certificate,” or other certificate relating to compliance by the Department or the Division with Federal tax law requirements applicable to tax-exempt bonds, the representations, terms and covenants in each such certificate shall be deemed to be incorporated in this Fifty-sixth Supplemental Resolution and shall be deemed to benefit the Registered Owners of the Bonds to the extent the Bonds are issued as tax-exempt bonds. Notwithstanding anything contained in the Authorizing Resolution to the contrary, to the extent that all or any portion of the Bonds are sold as tax-exempt bonds, it is the intent of the Governing Board that interest on such 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 Bonds, or any

Series thereof, whether such requirements are now in effect, pending, or subsequently enacted. The officers, employees, and agents of the Division are hereby authorized and directed to take all actions necessary with respect to such Bonds and each Series thereof to comply with such requirements of Federal tax law.

SECTION 12. CONTINUING DISCLOSURE.

(A) In order to comply with the requirements of the Rule, 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 the Rule

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 Bonds pursuant to the terms of the Authorizing Resolution and this Fifty-sixth Supplemental Resolution, and the performance of the obligations of the Division under the Authorizing Resolution and this Fifty-sixth Supplemental Resolution.

SECTION 14. CONFIRMATION OF AUTHORIZING RESOLUTION; AMENDMENT OF PRIOR RESOLUTIONS. As supplemented by and through the date of this Fifty-sixth Supplemental Resolution, the Authorizing Resolution, as amended by the Forty-eighth Supplemental Resolution, is in all respects ratified and confirmed, and this Fifty-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 Fifty-sixth Supplemental Resolution are hereby amended by this Fifty-sixth Supplemental Resolution, but only to the extent of any such inconsistency.

SECTION 15. CONSENT TO AMENDMENT. The initial Registered Owners of Bonds issued pursuant to this Fifty-sixth Supplemental Resolution, by virtue of their purchase and acceptance of the Bonds, shall be deemed to have consented to in writing and approved the Springing Amendment, consisting of the amendment of the definition of “Debt Service Reserve Requirement,” in the Authorizing Resolution set forth in the Forty-eighth Supplemental Resolution. All subsequent Registered Owners of Bonds issued pursuant to this Fifty-sixth Supplemental Resolution shall be bound by the terms of such consent and approval.

SECTION 16. EFFECTIVE DATE. This Fifty-sixth Supplemental Resolution shall take effect on the date of its adoption by the Governing Board.

Adopted September 21, 2021.

APPENDIX H
FORM OF APPROVING OPINION OF BOND COUNSEL

Upon delivery of the 2022B Bonds, Greenberg Traurig, P.A. is prepared to render its opinion as Bond Counsel with respect to the 2022B Bonds in substantially the following form.

May 5, 2022

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

\$144,025,000
STATE OF FLORIDA
DEPARTMENT OF TRANSPORTATION
TURNPIKE REVENUE BONDS
SERIES 2022B

Ladies and Gentlemen:

We have served 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 \$144,025,000 aggregate principal amount of State of Florida, Department of Transportation Turnpike Revenue Bonds, Series 2022B (the “2022B Bonds”), initially issued and delivered on this date pursuant to Article VII, Section 11(d) of the Florida Constitution and the 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 “Governing Board”), on behalf of the Division and on behalf of the Department on October 25, 1988, as amended and restated on May 17, 2005, and certain resolutions amending and supplementing the Original Resolution adopted on December 4, 2018 and September 21, 2021 (collectively, the “Resolution”).

The 2022B 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

State of Florida
State Board of Administration
Division of Bond Finance
May 5, 2022
Page 2

redemption price of and interest on the 2022B Bonds will be paid by U.S. Bank Trust Company, National Association, as paying agent, or by any alternate or successor paying agent, to the registered owners or registered assigns thereof. The 2022B Bonds are subject to redemption by the Division prior to maturity at the times, in the manner and upon the terms provided in the 2022B Bonds and determined pursuant to the Resolution.

Proceeds of the 2022B Bonds are being used to (i) finance a portion of the costs of acquisition and/or construction of the 2022B Turnpike Project, as defined in the Resolution, and (ii) pay costs of issuance of the 2022B Bonds.

The 2022B 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 2022B 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 2022B 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 2022B Bonds or the interest on the 2022B 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 the 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 2022B 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 2022B Bonds in order that interest on the 2022B 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 2022B Bonds to be included in gross income for federal income tax purposes retroactive to the date of issuance of the 2022B 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 2022B Bonds.

In connection with the issuance of the 2022B 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 2022B Bonds and the Division is empowered to issue the 2022B Bonds on behalf of the Department.
2. The Resolution has been duly adopted by the Governing 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 2022B 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 2022B Bonds have been duly authorized, executed and issued in accordance with the Act and the Resolution. The 2022B 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 2022B 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 2022B Bonds is excluded from gross income for federal income tax purposes, and interest on the 2022B Bonds is not an item of preference for purposes of the alternative minimum tax imposed on individuals.

5. The 2022B 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.

Except as set forth in paragraph number 4 above, we express no opinion regarding federal tax consequences resulting from the ownership, receipt or accrual of interest on, or disposition of the 2022B Bonds.

It should be noted that (i) we have not been engaged or undertaken to review the accuracy, completeness or sufficiency of the Official Statement or other offering material relating to the 2022B Bonds and we express no opinion relating thereto, and (ii) we have not been engaged or undertaken to review the compliance with any federal or state law with regard to the sale or distribution of the 2022B Bonds and we express no opinion relating thereto.

The opinions expressed in paragraphs number 2 and 3 hereof are qualified to the extent that the enforceability of the Resolution and the 2022B Bonds, respectively, may be limited by any applicable bankruptcy, insolvency, moratorium, reorganization or other similar laws affecting creditors' rights generally, or by the exercise of judicial discretion in accordance with general principles of equity.

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.

State of Florida
State Board of Administration
Division of Bond Finance
May 5, 2022
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Our opinions expressed herein are predicated upon present laws, facts and circumstances, and we assume no affirmative obligation to update the opinions expressed herein if such laws, facts or circumstances change after the date hereof.

Respectfully submitted,

[To be signed "Greenberg Traurig, P.A."]

**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 \$144,025,000 State of Florida, Department of Transportation Turnpike Revenue Bonds, Series 2022B (the “Bonds”). This Disclosure Agreement is being executed and delivered pursuant to the resolutions adopted by the Governor and Cabinet, as the Governing Board of the Division (the “Governing Board”) on September 21, 2021, providing for the competitive sale and issuance 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 Governing Board adopted on October 25, 1988, as amended and restated on May 17, 2005, as further amended by a resolution adopted on December 4, 2018 (the “Authorizing 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.

“Financial Obligation” shall mean a (a) debt obligation; (b) derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or (c) a guarantee of (a) or (b). The term financial obligation does not include municipal securities as to which a final official statement has been otherwise provided to the Municipal Securities Rulemaking Board (the “MSRB”) under the Rule.

“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, 2022, 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, if material;
- (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.
- (o) incurrence of a Financial Obligation of the obligated person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the obligated person, any of which affect security holders, if material; and
- (p) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a Financial Obligation of the obligated person, any of which reflect financial difficulties.

(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 the Rule 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 _____, 2022.

STATE OF FLORIDA
DEPARTMENT OF TRANSPORTATION

DIVISION OF BOND FINANCE OF THE
STATE BOARD OF ADMINISTRATION OF FLORIDA

By _____
Authorized Officer

By _____
Assistant Secretary

PROVISIONS FOR BOOK-ENTRY ONLY SYSTEM OR REGISTERED BONDS

The Depository Trust Company and Book-Entry Only System

THE INFORMATION IN THIS SECTION CONCERNING THE DEPOSITORY TRUST COMPANY (“DTC”) AND DTC’S BOOK-ENTRY SYSTEM HAS BEEN OBTAINED FROM SOURCES THAT THE DIVISION OF BOND FINANCE OF THE STATE BOARD OF ADMINISTRATION OF FLORIDA (THE “DIVISION”) BELIEVES TO BE RELIABLE; HOWEVER, THE DIVISION TAKES NO RESPONSIBILITY FOR THE ACCURACY THEREOF.

The Depository Trust Company (“DTC”), New York, NY, will act as securities depository for the State of Florida, Department of Transportation Turnpike Revenue Bonds, Series 2022B (the “Bonds”). The 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 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 an S&P Global Ratings rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission.

Purchases of the Series Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC’s records. The ownership interest of each actual purchaser of each 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 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 Bonds, except in the event that use of the book-entry system is discontinued.

To facilitate subsequent transfers, all 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 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 Bonds; DTC’s records reflect only the identity of the Direct Participants to whose accounts such 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 Bonds may wish to take certain steps to augment transmission to them of notices of significant events with respect to the Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Bond documents. For example, Beneficial Owners of Bonds may wish to ascertain that the nominee holding the 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 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 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 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 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 State of 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 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 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 Bonds will be printed and delivered as provided in the documents authorizing the issuance and sale of the Bonds.

For every transfer and exchange of beneficial interests in the 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 Bonds, references herein to the Registered Owners or Holders of the Bonds shall mean Cede & Co. and not mean the Beneficial Owners of the 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 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 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 Bonds, or the purchase price of, any 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 Bonds for partial redemption.

So long as the 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 Bonds for all purposes whatsoever, including, without limitation:

- (i) the payment of the principal of, premium, if any, and interest on the Bonds;
- (ii) giving notices of redemption and other matters with respect to the Bonds;
- (iii) registering transfers with respect to the Bonds; and
- (iv) the selection of the beneficial ownership interests in the 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 Bond as the absolute owner for all purposes, whether or not such Bond is overdue, and will not be bound by any notice to the contrary.

Principal of and premium, if any, on the Bonds will be payable upon presentation and surrender of the 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 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 Series of 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 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 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 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 Bond is delivered.

The Bond Registrar/Paying Agent will not be required to issue, transfer, or exchange any Bonds on the Record Date.