

INDEPENDENT AUDITORS' REPORT

Secretary of Transportation,
Florida Department of Transportation and the
Audit Committee of Florida's Turnpike System
Tallahassee, Florida

We have audited the accompanying basic financial statements of Florida's Turnpike System (the "System") as of and for the years ended June 30, 2009 and 2008, as listed in the table of contents. These financial statements are the responsibility of the System's management. 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 respective financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the System's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As discussed in Note 1 to the financial statements, the financial statements referred to above present only the Florida's Turnpike System's Enterprise Fund of the State of Florida Department of Transportation and do not purport to, and do not, present fairly the financial position of the Department of Transportation and the results of its operations and the cash flows of its proprietary funds in conformity with accounting principles generally accepted in the United States of America.

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, 2009 and 2008, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 15 to the financial statements, the System implemented Governmental Accounting Standards Board Statement No. 49, *Accounting and Financial Reporting for Pollution Remediation Obligations*, on July 1, 2008.

Management's discussion and analysis and the required supplementary information other than management's discussion and analysis listed in the foregoing table of contents are not required parts of the basic financial statements but are supplementary information required by the Governmental Accounting Standards Board. This supplementary information is the responsibility of the System's management. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of management's discussion and analysis and the required supplementary information other than management's discussion and analysis. However, we did not audit the information and express no opinion on it.

The introductory section and statistical information listed on the table of contents are presented for purposes of additional analysis and are not a required part of the basic financial statements of Florida's Turnpike System. Such additional information has not been subjected to the auditing procedures applied in our audits of the basic financial statements, and accordingly, we express no opinion on it.

Deloitte + Touche LLP

December 4, 2009

FLORIDA'S TURNPIKE SYSTEM DEPARTMENT OF TRANSPORTATION STATE OF FLORIDA

MANAGEMENT'S DISCUSSION AND ANALYSIS YEARS ENDED JUNE 30, 2009 AND 2008

As management of Florida's Turnpike System ("Florida's Turnpike," "Turnpike," or the "System"), we offer readers of our annual financial report this narrative overview of the financial activities of the System for the fiscal years ended June 30, 2009 and 2008. Please read it in conjunction with the financial statements as a whole.

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

FINANCIAL HIGHLIGHTS

- The System's total revenues were \$622.2 million and \$684.0 million for fiscal years 2009 and 2008, respectively, representing a decrease of \$61.8 million (9.0%) and \$29.7 million (4.2%) from each of the prior years.
- The System's total expenses were \$366.1 million and \$387.3 million for fiscal years 2009 and 2008, respectively. Fiscal year 2009 total expenses decreased \$21.2 million (5.5%) from the prior year, and fiscal year 2008 total expenses increased \$26.4 million (7.3%) over fiscal year 2007.
- The System's net assets totaled \$4,806.2 million and \$4,515.6 million as of June 30, 2009 and 2008, respectively. Increases of \$290.6 million (6.4%) and \$300.2 million (7.1%) from each of the prior fiscal years indicate growth in the System's financial position.
- The System's total capital assets, net of accumulated depreciation, amounted to \$6,962.7 million and \$6,495.5 million as of June 30, 2009 and 2008, respectively. The increase of \$467.2 million (7.2%) and \$552.5 million (9.3%) from each of the prior fiscal years signifies continued investments in capital assets.

USING THIS ANNUAL REPORT

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

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

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

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

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

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

FINANCIAL ANALYSIS

Net assets serve as an indicator of the strength of the System’s financial position. The System’s net assets as of June 30, 2009 were \$4.8 billion, an increase of \$290.6 million, or 6.4%, as compared to the prior fiscal year. As of June 30, 2008, net assets were \$4.5 billion, an increase of \$300.2 million, or 7.1% from fiscal year 2007. The increases in net assets were primarily attributable to the results from operations for the two years and were primarily invested in the System’s capital assets (land, infrastructure, buildings, etc.), less any related outstanding debt used to acquire those assets (see Table 1). The System uses these capital assets to provide services to customers; consequently, these assets are not available for future spending. Although the System’s investment in capital assets is reported net of related debt, it should be noted that the resources needed to repay this debt must be provided from other sources, since the capital assets themselves cannot be used to liquidate these liabilities.

Table 1
Net Assets of Florida’s Turnpike System
(In Millions)

	As of June 30,		
	2009	2008	2007
Current and other assets	\$ 367.7	\$ 570.4	\$ 519.8
Noncurrent restricted assets	167.4	202.0	119.2
Capital assets—net of accumulated depreciation	<u>6,962.7</u>	<u>6,495.5</u>	<u>5,943.0</u>
Total assets	<u>7,497.8</u>	<u>7,267.9</u>	<u>6,582.0</u>
Current liabilities	169.5	160.3	167.9
Long-term debt outstanding and other liabilities	<u>2,522.1</u>	<u>2,592.0</u>	<u>2,198.7</u>
Total liabilities	<u>2,691.6</u>	<u>2,752.3</u>	<u>2,366.6</u>
Net assets:			
Invested in capital assets—net of related debt	4,446.6	4,042.0	3,820.3
Restricted	136.5	19.5	45.9
Unrestricted	<u>223.1</u>	<u>454.1</u>	<u>349.2</u>
Total net assets	<u>\$ 4,806.2</u>	<u>\$ 4,515.6</u>	<u>\$ 4,215.4</u>

A portion of the System's net assets represent resources subject to bond covenants or other restrictions. Funds maintained in these accounts include bond sinking fund requirements and debt service reserve requirements. For fiscal years ended 2009 and 2008, net assets subject to this restriction totaled \$136.5 million and \$19.5 million, respectively. For fiscal year 2009, this represents an increase of \$117.0 million from the prior year. This increase is primarily due to the downgrade of the reserve account credit facilities as discussed in Note 8 to the financial statements. For fiscal year 2008, this represents a decrease of \$26.4 million as compared to fiscal year 2007.

Unrestricted net assets of \$223.1 million and \$454.1 million for fiscal years 2009 and 2008, respectively, represent residual amounts after all mandatory transfers have been made as required by bond covenants and other restrictions. For fiscal year 2009, this represents a decrease of \$231.0 million from the prior year. This decrease is primarily due to funding the debt service reserve requirement with unrestricted cash and the use of unrestricted assets for capital projects as a result of management's decision not to issue bonds in fiscal year 2009. Typically, unrestricted net assets are used to fund improvements scheduled in the System's work program and to support the ongoing operations of the System.

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

	For the Year Ended June 30,		
	2009	2008	2007
Operating revenues from toll facilities	\$ 590.5	\$ 635.6	\$ 663.9
Operating revenues from concessions and other sources	14.4	15.2	17.7
Nonoperating investment earnings	<u>17.3</u>	<u>33.2</u>	<u>32.1</u>
Total revenues	<u>622.2</u>	<u>684.0</u>	<u>713.7</u>
Operations and maintenance expense	(186.6)	(184.2)	(175.4)
Business development and marketing expense	(4.0)	(5.7)	(8.5)
Pollution remediation expense	(9.5)	-	-
Renewals and replacements expense	(62.9)	(102.7)	(93.9)
Depreciation expense	(17.6)	(19.6)	(15.1)
Nonoperating interest expense	(82.8)	(73.3)	(65.1)
Other nonoperating expense—net	<u>(2.7)</u>	<u>(1.8)</u>	<u>(2.9)</u>
Total expenses	<u>(366.1)</u>	<u>(387.3)</u>	<u>(360.9)</u>
Income before contributions for capital projects and contributions to other governments	256.1	296.7	352.8
Contributions for capital projects	35.2	13.9	29.7
Contributions to other governments	<u>(0.7)</u>	<u>(10.4)</u>	<u>(8.4)</u>
Increase in net assets	290.6	300.2	374.1
Net assets:			
Beginning of year	<u>4,515.6</u>	<u>4,215.4</u>	<u>3,841.3</u>
End of year	<u>\$ 4,806.2</u>	<u>\$ 4,515.6</u>	<u>\$ 4,215.4</u>

Total revenues for fiscal year 2009 were \$622.2 million, representing a decrease of \$61.8 million or 9.0% compared to fiscal year 2008. This decrease, resulting primarily from toll facility operating revenues, is a result of the national recession that began in fiscal year 2008. Correspondingly, toll transactions decreased to 630.9 million transactions for the year ended June 30, 2009 from 667.3 million transactions for the year ended June 30, 2008. Tolls were suspended on various parts of the System for approximately four days in fiscal year 2009. There were no toll suspensions during fiscal year 2008. Estimated revenue loss associated with the toll suspensions in fiscal year 2009 was approximately \$4.8 million.

Total revenues for fiscal year 2008 were \$684.0 million, representing a decrease of \$29.7 million or 4.2% compared to fiscal year 2007. This decrease, resulting primarily from toll facility operating revenues, is a result of the national recession that began in fiscal year 2008. Correspondingly, toll transactions decreased to 667.3 million transactions for the year ended June 30, 2008 from 690.5 million transactions for the year ended June 30, 2007. There were no toll suspensions during fiscal year 2008. Tolls were suspended for approximately 4 days in fiscal year 2007 with an estimated revenue loss of \$2.5 million.

The System has a broad customer base and the ability to serve more than half of the state's population. Expanded use of the interstate highway system and continuing heavy flows of commuter traffic make Florida's Turnpike an attractive option to the motoring public in both rural and urban areas. Customers of the System perceive the value of its well maintained, limited-access roadways and its high level of service and respond by choosing the Turnpike over alternative routes.

For the year ended June 30, 2009, the System reported \$35.2 million for contributions for capital projects, an increase of \$21.3 million from the prior year. The contributions consist primarily of a \$10.0 million contribution received from the Department towards the construction of the Western Beltway, Part C expansion project, the \$17.8 million for preliminary design costs of the Suncoast 2 expansion project, and \$6.1 million for preliminary design costs and land purchases of the I-595 fly over ramps project on the Mainline. Through fiscal year 2009, the System has received total funding of \$50.0 million from the Department for the Western Beltway, Part C project.

Total expenses (including depreciation expense) for fiscal year 2009 were \$366.1 million, a decrease of \$21.2 million (5.5%), as compared to fiscal year 2008. The decrease is primarily due to a \$39.8 million decrease in renewals and replacements expense. Since the System utilizes the modified approach for reporting infrastructure, it is required to maintain its infrastructure assets at certain levels. Fluctuations in expense levels from year to year will result based on management's assessment of needed System preservation. The infrastructure condition ratings were not negatively impacted by the reduction in renewal and replacements expenditures in fiscal year 2009. (See the required supplementary information included after the Notes to Financial Statements.) The decrease in renewals and replacements expense was partially offset by additional expenses for pollution remediation as discussed in Note 15 to the financial statements.

Total expenses (including depreciation expense) for fiscal year 2008 were \$387.3 million, an increase of \$26.4 million (7.3%), as compared to fiscal year 2007. Non-routine expenses, such as renewals and replacements expense represent \$8.8 million of the increase. Since the System utilizes the modified approach for reporting infrastructure, it is required to maintain its infrastructure assets at certain levels. Fluctuations in expense levels from year to year will result based on management's assessment of needed System preservation. Routine expenses, such as operations and maintenance and interest, represent \$17.0 million of the increase.

CAPITAL ASSET AND DEBT ADMINISTRATION

Capital Assets—As of June 30, 2009, the System reported approximately \$7.0 billion in constructed, purchased, and donated capital assets (net of accumulated depreciation), which is \$467.2 million or 7.2% higher than the prior year. As of June 30, 2008, the System reported \$6.5 billion in constructed, purchased, and donated capital assets (net of accumulated depreciation), which is \$552.5 million or 9.3% higher than fiscal year 2007. The increases were mainly in the category of infrastructure assets and reflect the System’s ongoing investment in its capital work program (see Table 3). The System’s financial statements present capital assets in two groups: those assets subject to depreciation (buildings, furniture, and equipment) and those not subject to depreciation, such as land, infrastructure, and construction in progress (see the discussion following on the modified approach for reporting infrastructure).

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

	As of June 30,		
	2009	2008	2007
Land	\$ 865.2	\$ 851.5	\$ 826.5
Infrastructure	5,073.7	4,775.9	4,248.1
Construction in progress	839.9	688.7	714.9
Buildings and improvements—net	137.2	138.4	128.8
Furniture and equipment—net	46.7	41.0	24.7
	<u>\$ 6,962.7</u>	<u>\$ 6,495.5</u>	<u>\$ 5,943.0</u>

For fiscal years ended 2009 and 2008, major additions of capital assets included (in millions):

	2009	2008
Mainline widening - construction and land acquisition	\$211.2	\$222.6
Toll System Technology upgrades (Mainline)	27.9	13.3
Open Road Tolling Plaza and Express Lane Conversion (Sawgrass)	26.4	59.3
Preliminary design and land acquisition of the Suncoast Parkway 2 expansion project	21.0	-
Intelligent Transportation System and Fiber Optic improvement (Mainline)	19.1	46.2
Construction of NW 74th Street interchange (Mainline)	13.4	13.9
Open Road Tolling Plaza and Express Lane Conversion (Mainline)	11.0	34.1
Open Road Tolling and Express Lane Conversion (Seminole Expressway)	10.6	-
Modification of the SR 50 interchange at milepost 272 (Mainline)	7.9	-
Construction of the Lutz-Lake Fern Rd interchange (Suncoast Parkway)	7.1	-
Access improvements at the interchange of SR 60 and the Veterans Expressway	6.6	-
Intelligent Transportation System and Fiber Optic improvement (Polk and Suncoast Parkways)	4.5	13.3
Construction of a new Traffic Management Center (TMC) in Pompano	4.4	-
Construction of the Western Beltway, Part C expansion project	1.1	2.8
Sawgrass Expressway widening	0.9	36.7
Canal protection in Miami-Dade, Palm Beach, and St. Lucie counties	0.4	4.4
Construction of the Jog Road partial interchange (Mainline)	-	5.3
Median guardrail installation (Polk Parkway)	-	1.1
Construction of the Kissimmee Park Road interchange (Mainline)	-	0.1
	<u>\$373.5</u>	<u>\$453.1</u>

The System’s capital work program for the fiscal year ending June 30, 2010, has significant planned commitments for several major project types: \$223.8 million for SunPass express lanes, electronic tolling

improvements, new toll equipment, and back-office infrastructure and technology improvements; \$97.6 million for widenings and capacity projects; \$31.2 million for interchanges and access improvements; \$16.4 million for service plaza improvements; \$7.3 million for Intelligent Transportation System improvements; \$6.4 million for canal protection and safety improvements; and \$6.3 million for bridge projects. Construction of these projects may extend beyond fiscal year 2010 and additional commitments will be funded over the next few years with existing cash, toll revenues, and bond proceeds, as well as available federal, state, and local funds.

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

As detailed in the required supplementary information included after the Notes to Financial Statements, the System has exceeded its targeted infrastructure condition level ratings for the last several years. For fiscal years 2009 and 2008, the System estimated it would need to spend \$109.8 million and \$139.7 million for infrastructure maintenance and preservation but actually expended \$111.7 million and \$143.8 million, respectively. Fluctuations from year to year between the amount spent to preserve and maintain the System and the estimated amount result from timing of work activities. Over a period of time, the amount expended is comparable to the estimate. As such, the System's overall maintenance condition rating is fairly consistent from year to year.

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

Noncurrent Liabilities— At the end of fiscal year 2009, the System had \$2.5 billion of outstanding revenue bonds (net of unamortized premiums and deferred loss on early retirement of debt) and other noncurrent liabilities payable. This amount represents a decrease of the System's long-term debt obligations by \$69.9 million, or 2.7% from fiscal year 2008. This decrease was primarily due to principal payments for the System's outstanding revenue bonds.

At the end of fiscal year 2008, the System had \$2.6 billion of outstanding revenue bonds (net of unamortized premiums and deferred loss on early retirement of debt) and other noncurrent liabilities payable. This amount represents an increase of the System's long-term debt obligations by \$393.3 million, or 17.9% from fiscal year 2007. This increase was primarily due to the issuance of \$581.9 million of new revenue bonds (2007A and 2008A bonds) offset by the redemption of the 1997A bonds (refunded by the 2008A bonds) and the principal payments for the System's outstanding revenue bonds.

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

The System is authorized by Section 338.2275 of the Florida Statutes to have up to \$10.0 billion of outstanding revenue bonds to fund approved projects. The System has issued \$2.5 billion of outstanding revenue bonds to finance the construction of expansion projects and system improvements. At June 30, 2009, \$7.5 billion remains of the statutory limitation on outstanding bonds. Subsequent to June 30, 2009, the System issued \$68.4 million State of Florida, Department of Transportation Turnpike Revenue Bonds, Series 2009A and \$255.0 million Build America Bonds, Series 2009B. Additional information on the Series 2009A and 2009B bonds can be found in Note 16 to the financial statements.

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

Turnpike revenue bonds are only issued for projects included in the System’s legislatively (Section 339.135 (4), F.S.) approved Work Program. Expansion projects are also subject to the statutorily required tests of economic feasibility prior to the sale of bonds (Section 338.223, F.S.). The tests require that the net revenues of an expansion project must be sufficient to pay 50% of the debt service of the bonds by the 12th year after the project opens to traffic and must pay 100% of the debt service of the bonds by the 22nd year after the project opens to traffic.

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

The resolution authorizing the issuance of Turnpike revenue bonds requires a debt service reserve be established in an amount as defined in the resolution. The debt service reserve requirement for each bond issue is to be funded from revenues or through a reserve account credit facility as provided for in the resolution. At June 30, 2007, the debt service reserve requirements were fully funded by reserve account credit facilities in the form of sureties. During 2008, the ratings of the counterparties backing the sureties for certain bond issues were downgraded by Standard & Poor’s and Moody’s. As provided for in the bond resolution, the Turnpike began scheduled funding of the debt service reserve requirement for the impacted bond issues in fiscal year 2008. During fiscal year 2009, the ratings of the counterparties were further downgraded requiring the Turnpike to advance the funding of the debt service reserve requirements. Additional information on the System’s debt service reserve requirements can be found in Note 8 to the financial statements.

The System currently holds an “AA-” rating from Standard & Poor’s, an “Aa3” rating from Moody’s Investors Service, and an “AA-” rating from Fitch Ratings for its bond issues. The System’s debt service coverage ratio decreased from 2.41 for fiscal year 2008 to 2.04 for fiscal year 2009; however, this still exceeds the 1.2 minimum debt service coverage requirement.

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

	As of June 30,		
	2009	2008	2007
Revenue bonds (backed by toll facilities’ revenues)	\$ 2,367.4	\$ 2,459.2	\$ 2,079.9
Amounts due to various funds of the Florida			
Department of Transportation	143.5	132.0	117.3
Other noncurrent liabilities	<u>11.2</u>	<u>0.8</u>	<u>1.5</u>
 Total noncurrent liabilities	 <u>\$ 2,522.1</u>	 <u>\$ 2,592.0</u>	 <u>\$ 2,198.7</u>

Economic Conditions and Outlook—Based on current economic conditions both nationally and in Florida, the System expects toll revenues to further decrease in fiscal year 2010 and to begin a gradual recovery in fiscal year 2011. Management currently believes that the downturn in toll revenue, which began in fiscal year 2008, will not impact its ability to meet its obligations for operating and maintenance costs, debt service, and the preservation of the System.

Requests for Information—This financial report is designed to provide a general overview of the System's finances for all those with an interest in its finances. 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, FL 34761.

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**FLORIDA'S TURNPIKE SYSTEM
DEPARTMENT OF TRANSPORTATION
STATE OF FLORIDA**

**STATEMENTS OF NET ASSETS
JUNE 30, 2009 AND 2008
(In thousands)**

	Notes	2009	2008
ASSETS			
CURRENT ASSETS:			
Cash and cash equivalents	3	\$ 338,997	\$ 501,904
Investments	3	-	39,449
Receivables:			
Accounts		2,672	1,979
Interest		723	1,952
Due from other governments	4	7,694	6,271
Inventory		5,214	4,952
Prepaid expenses		-	112
Total current assets		<u>355,300</u>	<u>556,619</u>
NONCURRENT ASSETS:			
RESTRICTED ASSETS:			
Restricted cash and cash equivalents	3	34,322	170,114
Restricted investments	3	133,044	31,952
Total restricted assets		<u>167,366</u>	<u>202,066</u>
NONDEPRECIABLE CAPITAL ASSETS:			
Land	5	865,191	851,532
Infrastructure—highway system and improvements		5,073,715	4,775,882
Construction in progress		839,935	688,698
Total nondepreciable capital assets		<u>6,778,841</u>	<u>6,316,112</u>
DEPRECIABLE CAPITAL ASSETS:			
Buildings and improvements	5	239,646	233,168
Furniture and equipment		124,510	109,836
Less accumulated depreciation		<u>(180,267)</u>	<u>(163,628)</u>
Total depreciable capital assets—net		<u>183,889</u>	<u>179,376</u>
DEFERRED CHARGES—Net		<u>11,864</u>	<u>13,260</u>
OTHER ASSETS		<u>500</u>	<u>500</u>
Total noncurrent assets		<u>7,142,460</u>	<u>6,711,314</u>
TOTAL ASSETS		<u>\$ 7,497,760</u>	<u>\$ 7,267,933</u>

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

**FLORIDA'S TURNPIKE SYSTEM
DEPARTMENT OF TRANSPORTATION
STATE OF FLORIDA**

**STATEMENTS OF NET ASSETS (CONTINUED)
JUNE 30, 2009 AND 2008
(In thousands)**

	Notes	2009	2008
LIABILITIES AND NET ASSETS			
LIABILITIES:			
CURRENT LIABILITIES:			
Construction contracts and retainage payable	15	\$ 46,331	\$ 40,314
Current portion of bonds payable	8, 9	85,770	81,660
Due to Department of Transportation	6, 7, 9, 12	24,906	34,584
Due to other governments		104	127
Deposits payable		200	575
Deferred revenue		<u>12,224</u>	<u>3,062</u>
Total current liabilities		<u>169,535</u>	<u>160,322</u>
NONCURRENT LIABILITIES:			
LONG-TERM PORTION OF BONDS PAYABLE—Net of premiums of \$46,925 and \$59,197, respectively, and deferred losses on early retirement of debt of \$37,251 and \$43,528, respectively	8, 9	2,367,424	2,459,189
ADVANCES PAYABLE TO DEPARTMENT OF TRANSPORTATION	7, 9, 12	143,517	131,971
DEFERRED REVENUE FROM OTHER GOVERNMENTS	9	798	848
OTHER LONG-TERM LIABILITIES	9, 15	<u>10,311</u>	<u>-</u>
Total noncurrent liabilities		<u>2,522,050</u>	<u>2,592,008</u>
TOTAL LIABILITIES		<u>2,691,585</u>	<u>2,752,330</u>
COMMITMENTS AND CONTINGENCIES	8, 13, 14		
NET ASSETS:			
Invested in capital assets—net of related debt		4,446,638	4,041,985
Restricted for debt service		101,433	2,524
Restricted for renewal and replacement		35,020	16,980
Unrestricted		<u>223,084</u>	<u>454,114</u>
TOTAL NET ASSETS		<u>\$ 4,806,175</u>	<u>\$ 4,515,603</u>

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

**FLORIDA'S TURNPIKE SYSTEM
DEPARTMENT OF TRANSPORTATION
STATE OF FLORIDA**

**STATEMENTS OF REVENUES, EXPENSES, AND CHANGES IN NET ASSETS
YEARS ENDED JUNE 30, 2009 AND 2008
(In thousands)**

	Notes	2009	2008
OPERATING REVENUES:			
Toll facilities		\$ 590,528	\$ 635,571
Concessions		10,110	10,363
Other		<u>4,259</u>	<u>4,809</u>
Total operating revenues		<u>604,897</u>	<u>650,743</u>
OPERATING EXPENSES:			
Operations and maintenance		186,608	184,218
Business development and marketing		3,995	5,669
Pollution remediation	15	9,502	-
Renewals and replacements		62,848	102,726
Depreciation	5	<u>17,613</u>	<u>19,628</u>
Total operating expenses		<u>280,566</u>	<u>312,241</u>
OPERATING INCOME		<u>324,331</u>	<u>338,502</u>
NONOPERATING REVENUES (EXPENSES):			
Investment earnings		17,285	33,204
Interest expense		(82,823)	(73,255)
Other—net		<u>(2,715)</u>	<u>(1,808)</u>
Total nonoperating expenses—net		<u>(68,253)</u>	<u>(41,859)</u>
INCOME BEFORE CONTRIBUTIONS FOR CAPITAL PROJECTS AND CONTRIBUTIONS TO OTHER GOVERNMENTS		256,078	296,643
CONTRIBUTIONS FOR CAPITAL PROJECTS	11	35,153	13,922
CONTRIBUTIONS TO OTHER GOVERNMENTS		<u>(659)</u>	<u>(10,416)</u>
INCREASE IN NET ASSETS		290,572	300,149
NET ASSETS:			
Beginning of year		<u>4,515,603</u>	<u>4,215,454</u>
End of year		<u>\$ 4,806,175</u>	<u>\$ 4,515,603</u>

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

**FLORIDA'S TURNPIKE SYSTEM
DEPARTMENT OF TRANSPORTATION
STATE OF FLORIDA**

**STATEMENTS OF CASH FLOWS
YEARS ENDED JUNE 30, 2009 AND 2008
(In thousands)**

	2009	2008
OPERATING ACTIVITIES:		
Cash received from customers	\$ 589,182	\$ 633,955
Cash payments to suppliers for goods and services	(233,974)	(274,527)
Cash payments to employees	(16,647)	(16,422)
Other operating revenues	12,385	15,057
Net cash provided by operating activities	<u>350,946</u>	<u>358,063</u>
NONCAPITAL FINANCING ACTIVITIES:		
Payments to other Department of Transportation funds	-	(7,099)
Cash used in noncapital financing activities	<u>-</u>	<u>(7,099)</u>
CAPITAL AND RELATED FINANCING ACTIVITIES:		
Proceeds from the issuance of revenue bonds	-	612,319
Proceeds from good faith deposit related to issuance of 2009A and 2009B revenue bonds	3,234	-
Payments for advance refunding of revenue bonds	-	(149,618)
Principal paid on revenue bond maturities	(81,660)	(72,665)
Interest paid on revenue bonds	(121,485)	(118,657)
Payment of bond issuance costs	-	(2,711)
Deposits from local governments held for capital project partnerships	10,383	2,292
Receipts from contributions made by other governments	11,158	-
Payments to acquire or construct capital assets	(427,526)	(540,756)
Proceeds from the sale of capital assets	60	17
Insurance recoveries	138	1,238
Fiscal charges	(2,213)	(1,068)
Net cash used in capital and related financing activities	<u>(607,911)</u>	<u>(269,609)</u>
INVESTING ACTIVITIES:		
Proceeds from the sale or maturity of investments	274,349	370,133
Investment earnings	18,830	43,177
Purchase of investments	(334,913)	(415,113)
Net cash used in investing activities	<u>(41,734)</u>	<u>(1,803)</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS AND RESTRICTED CASH AND CASH EQUIVALENTS	(298,699)	79,552
CASH AND CASH EQUIVALENTS AND RESTRICTED CASH AND CASH EQUIVALENTS:		
Beginning of year	<u>672,018</u>	<u>592,466</u>
End of year	<u>\$ 373,319</u>	<u>\$ 672,018</u>

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

**FLORIDA'S TURNPIKE SYSTEM
DEPARTMENT OF TRANSPORTATION
STATE OF FLORIDA**

**STATEMENTS OF CASH FLOWS (CONTINUED)
YEARS ENDED JUNE 30, 2009 AND 2008
(In thousands)**

	2009	2008
RECONCILIATION OF OPERATING INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES:		
Operating income	\$ 324,331	\$ 338,502
Adjustments to reconcile operating income to net cash provided by operating activities:		
Depreciation expense	17,613	19,628
Pollution remediation	9,502	-
Other noncash adjustments	1,895	1,612
(Increase) decrease in:		
Due from other governments	(1,345)	(1,617)
Accounts receivable	(693)	440
Prepaid expenses	112	16
Inventory	(2,157)	(6,495)
Increase (decrease) in:		
Due to Department of Transportation	2,045	5,793
Due to other governments	(23)	(117)
Deposits payable	(375)	-
Deferred revenue	41	301
Total adjustments	<u>26,615</u>	<u>19,561</u>
Net cash provided by operating activities	<u>\$ 350,946</u>	<u>\$ 358,063</u>
SUPPLEMENTAL SCHEDULE OF NONCASH INVESTING, CAPITAL, AND FINANCING ACTIVITIES:		
Bond premium amortization—net	\$ (12,271)	\$ (11,677)
Amortization of deferred charges	1,396	1,526
Amortization of deferred losses on early retirement of debt	6,276	6,561
Deferred losses due to refunding	-	11,565
Write-off of deferred losses due to refunding	-	6,080
Write-off of bond discount due to refunding	-	2,652
Write-off of deferred charges due to refunding	-	345
Loss on disposed capital assets	642	450
Contributions for capital projects	23,994	4,534
Contributions to other governments	(659)	(3,317)
Unrealized gain (loss) on investments and cash equivalents	1,720	(953)

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

**FLORIDA'S TURNPIKE SYSTEM
DEPARTMENT OF TRANSPORTATION
STATE OF FLORIDA**

**NOTES TO FINANCIAL STATEMENTS
YEARS ENDED JUNE 30, 2009 AND 2008**

1. REPORTING ENTITY

Florida's Turnpike System (the "Turnpike" or the "System") is part of the Florida Department of Transportation (the "Department"), which is an agency of the State of Florida (the "State"). The Department is responsible for cash management and other financial matters of the System. The 2009 and 2008 financial statements contained herein include only the accounts of the System and do not include any other accounts of the Department or the State of Florida. The System is presented as a blended enterprise fund in the financial reports of the State of Florida.

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The System has adopted GASB Statement No. 20, *Accounting and Financial Reporting for Proprietary Funds and Other Governmental Entities That Use Proprietary Fund Accounting*. The Statement requires proprietary funds to apply all applicable GASB pronouncements, as well as those Statements and Interpretations of the Financial Accounting Standards Board ("FASB"), Accounting Principles Board Opinions, and Accounting Research Bulletins of the Committee on Accounting Procedure, issued on or before November 30, 1989, which do not conflict with or contradict GASB pronouncements. As also provided by GASB Statement No. 20, the System has elected not to adopt any FASB statements issued after November 30, 1989, unless so directed by the GASB.

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

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

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

- a. The activity is financed with debt that is secured solely by a pledge of the net revenues from fees and charges of the activity. Debt that is secured by a pledge of net revenues from fees and charges and the full faith and credit of a related primary government or component unit—even if that government is not expected to make any payments—is not payable solely from fees and charges of the activity. (Some debt may be secured, in part, by a portion of its own proceeds but should be considered as payable “solely” from the revenues of the activity.)
- b. Laws or regulations require that the activity’s costs of providing services, including capital costs (such as depreciation or debt service), be recovered with fees and charges, rather than with taxes or similar revenues.
- c. The pricing policies of the activity establish fees and charges designed to recover its costs, including capital costs (such as depreciation or debt service).

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

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

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

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

Accounts Receivable—Accounts receivable are reported at their net realizable value.

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

Capital Assets—Capital assets are recorded at historical cost, except for contributed assets, which are recorded at fair market value at the date of contribution. Construction period interest cost—net of interest earned on the unexpended proceeds of tax-exempt borrowings, is capitalized as part of capital asset cost. Costs for maintenance and repairs are expensed as incurred. The System’s capitalization level is \$1,000. Depreciation, on a straight-line basis, is charged over useful lives ranging from 15 to 30 years for buildings and 3 to 10 years for machinery and equipment. Infrastructure capital assets are recorded as highway system and improvements and are not depreciated (see the following infrastructure depreciation policy). Under the System’s policy of accounting for toll facilities pursuant to “betterment accounting,” property costs represent a historical accumulation of costs expended to acquire rights-of-way and to construct, improve, and place in operation the various projects and related facilities. Costs also include the costs of enlargement, betterments, and certain general and administrative expenses incurred during the construction phase. Subsequent betterments are capitalized. All such costs are not reduced for subsequent replacements, as replacements are considered to be period costs and are included in renewals and replacements. These policies are consistent with practices followed by similar entities within the toll bridge, turnpike, and tunnel industry and with the modified approach for reporting infrastructure assets

sanctioned by GASB Statement No. 34, *Basic Financial Statements—and Management’s Discussion and Analysis—for State and Local Governments*.

Modified Approach for Reporting Infrastructure—The modified approach is an alternative to reporting infrastructure capital assets depreciation, if two requirements are met. First, the assets should be managed using an asset management system that meets certain criteria. Second, the System should document that the infrastructure is being preserved at or above a condition level established and disclosed by management. Significant aspects of the System’s modified approach policy are: The System has made the commitment to preserve and maintain its infrastructure assets (highway system and improvements) at levels equal to or greater than those established by the Department. Depreciation expense is not reported for infrastructure assets nor are amounts capitalized in connection with improvements that lengthen the lives of such assets, unless the improvements also increase their service potential. Rather, costs for both maintenance and preservation of infrastructure capital assets are expensed in the period incurred. The System relies on the Department to maintain an asset management system that has an up-to-date inventory of System infrastructure assets and that performs condition assessments of those assets, summarizing the results using a measurement scale. Using these results, System management estimates the annual amount to maintain and preserve its infrastructure at a condition level established and disclosed by the System. The information required by GASB Statement No. 34 is presented in the required supplementary information included after the Notes to Financial Statements.

Impairment of Capital Assets—The System reviews its capital assets and considers impairment whenever indicators of impairment are present, such as the decline in service utility of the capital asset is large in magnitude, and the event or change in circumstance is outside the normal life cycle of the capital asset. Pursuant to these guidelines, management has determined that no impairments existed at June 30, 2009.

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

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

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

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

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

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

Contributions to Other Governments—Amounts included in contributions to other governments represent capital contributions to other governments by the System to support other government road construction projects in conjunction with System projects. Such contributions are authorized by Chapter 338 of the Florida Statutes.

Use of Estimates—The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

New Accounting Standards—In November 2006, GASB issued GASB Statement No. 49, *Accounting and Financial Reporting for Pollution Remediation Obligations*. GASB Statement No. 49 addresses accounting and financial reporting standards for pollution (including contamination) remediation obligations, which are obligations to address the current or potential detrimental effects of *existing* pollution by participating in pollution remediation activities, such as site assessments and cleanups. GASB Statement No. 49 enhances comparability of financial statements among governments by requiring all governments to account for pollution remediation obligations in the same manner, including required reporting of pollution remediation obligations that previously may not have been reported. This Statement also enhances users’ ability to assess the governments’ obligations by requiring more timely and complete reporting of obligations as their components become reasonably estimable. The System implemented GASB Statement No. 49 as of July 1, 2008. See Note 15 – *Pollution Remediation* for the new disclosures related to GASB Statement No. 49.

In June 2007, the GASB issued GASB Statement No. 51, *Accounting and Financial Reporting for Intangible Assets*. GASB Statement No. 51 requires that all intangible assets not specifically excluded by its scope provisions be classified as capital assets. Accordingly, existing authoritative guidance related to the accounting and financial reporting for capital assets should be applied to these intangible assets, as applicable. This Statement also provides authoritative guidance that specifically addresses the nature of these intangible assets. Such guidance should be applied in addition to the existing authoritative guidance for capital assets. The provisions of this Statement are effective for financial statements for periods beginning after June 15, 2009. Management believes GASB Statement No. 51 will not have a material impact on the financial position, results of operations, or cash flows of the System.

In November 2007, the GASB issued GASB Statement No. 52, *Land and Other Real Estate Held as Investments by Endowments*. This Statement establishes accounting and financial reporting requirements for land and other real estate held as investments. The System implemented GASB Statement No. 52 as of July 1, 2008. GASB Statement No. 52 did not have a material impact on the financial position, results of operations, or cash flows of the System.

In June 2008, the GASB issued GASB Statement No. 53, *Accounting and Financial Reporting for Derivative Instruments*. This Statement addresses the recognition, measurement, and disclosure of information regarding derivative instruments entered into by state and local governments. The provisions of this Statement are effective for financial statements for periods beginning after June 15, 2009.

Management believes GASB Statement No. 53 will not have a material impact on the financial position, results of operations, or cash flows of the System.

In March 2009, the GASB issued GASB Statement No. 54, *Fund Balance Reporting and Governmental Fund Type Definitions*. This Statement establishes fund balance classifications that comprise a hierarchy based primarily on the extent to which a government is bound to observe constraints imposed upon the use of the resources reported in governmental funds. The provisions of this Statement are effective for financial statements for periods beginning after June 15, 2010. Management believes GASB Statement No. 54 will not have a material impact on the financial position, results of operations, or cash flows of the System.

In March 2009, the GASB issued GASB Statement No. 55, *The Hierarchy of Generally Accepted Accounting Principles for State and Local Governments*. This Statement incorporates the hierarchy of generally accepted accounting principles for state and local governments into the GASB authoritative literature. The provisions of this Statement were effective upon issuance. GASB Statement No. 55 did not have a material impact on the financial position, results of operations, or cash flows of the System.

In March 2009, the GASB issued GASB Statement No. 56, *Codification of Accounting and Financial Reporting Guidance Contained in the AICPA Statements on Auditing Standards*. This Statement incorporates certain accounting and financial reporting guidance presented by the American Institute of Certified Public Accountants' Statements on Auditing Standards into the GASB authoritative literature. The provisions of this Statement were effective upon issuance. GASB Statement No. 56 did not have a material impact on the financial position, results of operations, or cash flows of the System.

3. CASH AND CASH EQUIVALENTS AND INVESTMENTS

The System's deposit and investment practices are governed by Chapter 280, Florida Statutes, and various legal covenants related to the outstanding bond issues. At June 30, 2009 and 2008, the carrying amounts of the System's cash on deposit in its bank accounts were \$2.9 million and \$2.6 million, respectively. The related bank balances were \$2.3 million and \$1.9 million, respectively, all of which were insured by federal deposit insurance or collateralized pursuant to Chapter 280, Florida Statutes. All collateralized deposits are considered insured.

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

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

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

The System's share of the State's general pool of investments was \$284.6 million and \$627.7 million at June 30, 2009 and 2008, respectively, which is the fair value of the pool share. The historical cost of the System's share of the State's general pool of investments was \$290.8 million and \$634.5 million at June 30, 2009 and 2008, respectively. No allocation will be made as to the System's share of the types of investments or their risk categories. The System's share of the assets and liabilities arising from the reverse repurchase agreements and securities lending agreements will likewise not be carried on the balance sheet since the State Treasury operates on a pooled basis and, to do so, may give the misleading impression that the System itself has entered into such agreements.

The schedule below discloses the detail of the State's general pool of investments and the fair value of each investment type at June 30, 2009 and 2008, which are used to determine the fair value of the System's participation (in thousands).

Investment Type	2009	2008
Commercial paper	\$ 756,977	\$ 629,609
Repurchase agreements	700,000	508,658
U.S. guaranteed obligations	3,352,692	3,871,432
Federal agencies	6,769,153	8,822,256
Bonds and notes—domestic	3,259,751	5,171,984
Bonds and notes—international	113,448	57,117
Mutual funds	557,266	691,144
Certificates of deposit	-	2,000
	<hr/>	<hr/>
Total investments	15,509,287	19,754,200
Cash on hand	300	300
Cash on deposit	<u>1,166,259</u>	<u>1,235,960</u>
	<hr/>	<hr/>
Total	<u>\$16,675,846</u>	<u>\$ 20,990,460</u>

The System also invests in repurchase agreements and U.S. Treasury bills and notes through the SBA. Under Section 215.47, Florida Statutes, investments held by the SBA are entirely collateralized and insured by the state. The SBA is authorized to invest in certificates of deposit, money market certificates, obligations of the U.S. Treasury, its agencies and instrumentalities, and repurchase and reverse repurchase agreements collateralized by U.S. securities. Further information may be obtained from the Chief Operating Officer—Finance and Accounting, State Board of Administration of Florida, 1801 Hermitage Boulevard, Suite 101, Tallahassee, Florida 32308, (850) 488-4406.

At June 30, 2009 and 2008, the System's cash, cash equivalents, and investments consisted of the following amounts stated at fair value (in thousands):

	2009	2008
Cash and Restricted Cash		
Cash on hand	\$ 73	\$ 2
Cash on deposit	2,904	2,605
Cash held by the State Treasury	1,300	489
Cash held by the State Board of Administration	9	65
Total cash	<u>4,286</u>	<u>3,161</u>
Cash Equivalents and Restricted Cash Equivalents		
U.S. government securities held by the State Board of Administration (maturity <90 days)	84,401	41,183
Pooled investments with the State Treasury (uncategorized)	<u>284,632</u>	<u>627,674</u>
Total cash equivalents	<u>369,033</u>	<u>668,857</u>
Investments and Restricted Investments		
U.S. government securities held by the State Board of Administration	<u>133,044</u>	<u>71,401</u>
Total	<u>\$ 506,363</u>	<u>\$ 743,419</u>

As of June 30, 2009 and 2008, cash, cash equivalents, and investments as presented in the Statement of Net Assets were comprised of the following (in thousands):

	2009	2008
Current Assets:		
Cash and cash equivalents:		
Cash on hand	\$ 73	\$ 2
Cash on deposit	2,904	2,605
Cash held by the State Treasury	1,199	387
Cash and cash equivalents held by the State Board of Administration	81,171	41,242
Pooled investments with the State Treasury (uncategorized)	<u>253,650</u>	<u>457,668</u>
Total	<u>338,997</u>	<u>501,904</u>
Investments	<u>-</u>	<u>39,449</u>
Noncurrent Restricted Assets:		
Restricted cash and cash equivalents:		
Cash held by the State Treasury	101	102
Cash and cash equivalents held by the State Board of Administration	3,240	6
Pooled investments with the State Treasury (uncategorized)	<u>30,981</u>	<u>170,006</u>
Total restricted cash and cash equivalents	<u>34,322</u>	<u>170,114</u>
Restricted investments	<u>133,044</u>	<u>31,952</u>
Total	<u>\$ 506,363</u>	<u>\$ 743,419</u>

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

The State Treasury Investment Pool is rated by Standard & Poor’s. The rating at June 30, 2009 was A+f. The System does not have a policy to address the credit risk that may exist for its investments in the State’s uncategorized general pool. Instead, it relies on the controls and safeguards provided by Section 17.57, Florida Statutes, as discussed above.

The System also invests in repurchase agreements and U.S. Treasury bills and notes through the SBA. Under Section 215.47, Florida Statutes, investments held by the SBA are entirely collateralized and insured by the State. The System does not have a policy to address the credit risk that may exist for its investments with the SBA. Instead, it relies on the controls and safeguards provided by Section 215.47, Florida Statutes.

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

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

Concentration of Credit Risk—Increased risk of loss occurs as more investments are acquired from one issuer (i.e., lack of diversification). This results in a concentration of credit risk. GASB Statement No. 40 requires disclosures of investments by amount and issuer for any issuer that represents 5% or more of total investments. This requirement does not apply to investments issued or explicitly guaranteed by the U.S. government nor to investments in external investment pools, such as those that the System makes through the SBA or the State’s general pool of investments.

Foreign Currency Risk—Foreign currency risk exists when there is a possibility that changes in exchange rates could adversely affect an investment’s or deposit’s fair value. GASB Statement No. 40 requires disclosures of value in U.S. dollars by foreign currency denomination and by investment type for investments denominated in foreign currencies. The System does not have a policy to address the foreign currency risk that may exist for its investments in the State’s uncategorized general pool. Instead, it relies on the controls and safeguards provided by Section 17.57, Florida Statutes, as discussed above. For the years ended June 30, 2009 and 2008, the System was not exposed to any foreign currency risks.

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

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

The System's investments reported on its statements of net assets consist of U.S. Treasury Notes held by the SBA. At June 30, 2009 and 2008, the maturity dates of these securities and their fair values (in thousands) were:

	2009	2008
December 31, 2008	\$ -	\$39,847
December 31, 2009	83,719	-
December 31, 2011	<u>49,325</u>	<u>31,554</u>
	<u>\$ 133,044</u>	<u>\$ 71,401</u>

4. DUE FROM OTHER GOVERNMENTS

As of June 30, 2009 and 2008, amounts due from other governments consisted of the following (in thousands):

	2009	2008
Due from the Department	\$6,270	\$4,925
Due from the Department of Financial Services	617	1,346
Due from local government	<u>807</u>	<u>-</u>
	<u>\$7,694</u>	<u>\$6,271</u>

The amount due from the Department of Financial Services ("DFS") is attributable to an escrow deposit held by DFS on behalf of a local government to fund certain construction costs. Pursuant to the agreement between the Turnpike and the local government, the Turnpike is required to incur the construction costs before the deposit is released from escrow. The amount due from local government is attributable to a contribution from Hillsborough County to fund certain construction costs of the Lutz-Lake Fern Road interchange on the Suncoast Parkway.

In addition, at June 30, 2009 and 2008, amounts due from other governments included \$6.3 million and \$4.9 million, respectively, of toll revenue that was collected from customers and held in a Department fund at year-end. The amounts were remitted to the Turnpike subsequent to the respective year-ends.

5. CAPITAL ASSETS

Changes in the System's capital assets for the fiscal years ended June 30, 2009 and 2008, are shown below (in thousands):

	Beginning Balance	Transfers	Additions	Retirements	Ending Balance
2009					
NONDEPRECIABLE CAPITAL ASSETS:					
Land	\$ 851,532	\$ -	\$ 14,157	\$ (498)	\$ 865,191
Infrastructure—highway system and improvements	4,775,882	298,494	-	(661)	5,073,715
Construction in progress	<u>688,698</u>	<u>(301,625)</u>	<u>452,862</u>	<u>-</u>	<u>839,935</u>
Total nondepreciable capital assets	<u>6,316,112</u>	<u>(3,131)</u>	<u>467,019</u>	<u>(1,159)</u>	<u>6,778,841</u>
DEPRECIABLE CAPITAL ASSETS:					
Buildings and improvements	233,168	3,106	3,386	(14)	239,646
Furniture and equipment	109,836	25	15,667	(1,018)	124,510
Less accumulated depreciation:					
Buildings and improvements	(94,756)	-	(7,726)	13	(102,469)
Furniture and equipment	<u>(68,872)</u>	<u>-</u>	<u>(9,886)</u>	<u>960</u>	<u>(77,798)</u>
Total depreciable capital assets	<u>179,376</u>	<u>3,131</u>	<u>1,441</u>	<u>(59)</u>	<u>183,889</u>
	<u>\$ 6,495,488</u>	<u>\$ -</u>	<u>\$ 468,460</u>	<u>\$ (1,218)</u>	<u>\$ 6,962,730</u>
2008					
NONDEPRECIABLE CAPITAL ASSETS:					
Land	\$ 826,472	\$ -	\$ 25,313	\$ (253)	\$ 851,532
Infrastructure—highway system and improvements	4,248,171	531,066	-	(3,355)	4,775,882
Construction in progress	<u>714,937</u>	<u>(533,153)</u>	<u>506,914</u>	<u>-</u>	<u>688,698</u>
Total nondepreciable capital assets	<u>5,789,580</u>	<u>(2,087)</u>	<u>532,227</u>	<u>(3,608)</u>	<u>6,316,112</u>
DEPRECIABLE CAPITAL ASSETS:					
Buildings and improvements	216,263	1,950	14,961	(6)	233,168
Furniture and equipment	84,062	137	28,677	(3,040)	109,836
Less accumulated depreciation:					
Buildings and improvements	(87,481)	-	(7,279)	4	(94,756)
Furniture and equipment	<u>(59,389)</u>	<u>-</u>	<u>(12,349)</u>	<u>2,866</u>	<u>(68,872)</u>
Total depreciable capital assets	<u>153,455</u>	<u>2,087</u>	<u>24,010</u>	<u>(176)</u>	<u>179,376</u>
	<u>\$ 5,943,035</u>	<u>\$ -</u>	<u>\$ 556,237</u>	<u>\$ (3,784)</u>	<u>\$ 6,495,488</u>

Net interest costs of \$31.3 million and \$29.6 million were capitalized as part of capital assets for the years ended June 30, 2009 and 2008, respectively. The amount capitalized includes interest costs incurred during the years ended June 30, 2009 and 2008, of \$32.7 million and \$40.3 million—net of \$1.4 million and \$10.7 million, respectively, of interest earned on related investments acquired with revenue bond proceeds.

6. DUE TO DEPARTMENT OF TRANSPORTATION

At June 30, 2009 and 2008, due to the Department consisted of the following (in thousands):

	2009	2008
June operations, maintenance, in-house and overhead reimbursement	\$ 22,424	\$ 25,970
Current portion of advances payable to the Department	<u>2,482</u>	<u>8,614</u>
	<u>\$ 24,906</u>	<u>\$ 34,584</u>

7. ADVANCES PAYABLE TO DEPARTMENT OF TRANSPORTATION

At June 30, 2009 and 2008, advances payable to the Department consisted of the following (in thousands):

	2009	2008
State Infrastructure Bank Loan	\$ 53,899	\$ 54,075
Operations and maintenance subsidy	83,100	71,674
Advances from Toll Facilities Revolving Trust Fund	9,000	8,704
Advances from State Transportation Trust Fund for advanced land acquisition	<u>-</u>	<u>6,132</u>
	145,999	140,585
Less current portion	<u>(2,482)</u>	<u>(8,614)</u>
	<u>\$ 143,517</u>	<u>\$ 131,971</u>

State Infrastructure Bank Loans (“SIB”) were established in 1997 as a pilot program for eight states, which allows those states to capitalize the SIB with up to 10% of their Federal Highway apportionments. The SIB acts as a revolving fund to provide assistance in the form of loans, credit enhancements, capital reserves, subsidized interest rates, or to provide other debt financing security. Such loans are interest-free. No advances were made to the System in 2009 and 2008. Repayments of \$2.5 million each occurred as scheduled in 2009 and 2008, with the balance due in installments through 2026. SIB loans are also being utilized as interest cost subsidies for the 2003C bond sale. Interest subsidies in the amounts of \$2.3 million and \$2.4 million were provided in fiscal years 2009 and 2008, respectively. Interest subsidies will be provided through 2011 in the aggregate of \$16.9 million. These loans will be repaid beginning in 2011 and will be fully repaid by 2034. Repayment of these loans is subordinate to payment of bonded debt.

As provided in Section 338.223 (4) Florida Statutes, the Department is authorized to make operations and maintenance loans to the System in a fiscal year, subject to a limitation of 1.5% of state transportation tax revenues available for that fiscal year. For the years ended June 30, 2009 and 2008, \$11.4 million and \$11.9 million, respectively, were provided to the System primarily in support of the Suncoast Parkway project. This and any future such loans are scheduled to be repaid beginning in fiscal year 2012 from funds available in the System’s general reserve fund.

As provided in Section 338.251, Florida Statutes, the Department is authorized to advance funds to the System in the form of interest-free Toll Facility Revolving Trust Fund (“TFRTF”) loans up to \$1.5 million annually, to reimburse for preliminary engineering expenditures incurred by the System. Through fiscal year 2009, the System was awarded \$9.0 million in TFRTF loans from the Department for

eligible expenditures. For the years ended June 30, 2009 and 2008, \$9.0 million and \$8.7 million have been expended, respectively. Repayment of these interest-free loans begins in fiscal year 2015 with final payment due in fiscal year 2020.

In fiscal year 2007, the Department made funds available for advanced right-of-way acquisition in fiscal years 2007 and 2008 for two planned widening projects. For the year ended June 30, 2008, \$6.1 million was provided in support of right-of-way purchases for the Veterans Expressway widening project. In fiscal year 2009, the loan balance of \$6.1 million was repaid interest-free using general reserve funds.

Following are maturities of advances payable to the Department at June 30, 2009 (in thousands):

2010	\$ 2,482
2011	2,777
2012	6,429
2013	8,297
2014	10,151
2015–2019	90,298
2020–2024	16,859
2025–2029	6,052
2030–2034	<u>2,654</u>
	<u>\$ 145,999</u>

8. BONDS PAYABLE

Bonds payable as of June 30, 2009 and 2008, were as follows (in thousands):

	Maturing	Interest	2009	2008
\$325,775 Revenue bonds, Series 2008A:				
Serial Bonds	2009–2029	5.00%	\$ 231,000	\$ 240,185
Term Bonds	2030–2037	4.50%–5.00%	<u>81,880</u>	<u>81,880</u>
Total 2008 Series A			<u>312,880</u>	<u>322,065</u>
\$256,075 Revenue bonds, Series 2007A:				
Serial Bonds	2009–2030	4.25%–5.00%	161,810	166,185
Term Bonds	2031–2036	5.00%	<u>85,825</u>	<u>85,825</u>
Total 2007 Series A			<u>247,635</u>	<u>252,010</u>
\$443,290 Revenue Bonds, Series 2006A:				
Serial Bonds	2009–2029	3.00%–5.00%	326,775	337,145
Term Bonds	2030–2036	4.50%–4.75%	<u>98,975</u>	<u>98,975</u>
Total 2006 Series A			<u>425,750</u>	<u>436,120</u>
\$93,560 Refunding Bonds, Series 2005A:				
Serial Bonds	2009–2029	3.00%–5.00%	<u>92,030</u>	<u>92,430</u>
\$279,180 Revenue Bonds, Series 2004A:				
Serial Bonds	2009–2031	3.25%–5.00%	208,130	213,645
Term Bonds	2032–2034	4.50%	<u>48,170</u>	<u>48,170</u>
Total 2004 Series A			<u>256,300</u>	<u>261,815</u>
\$200,925 Revenue Bonds, Series 2003C:				
Serial Bonds	2009–2026	2.375%–5.00%	105,730	109,735
Term Bonds	2028–2033	4.625%–5.00%	<u>74,615</u>	<u>74,615</u>
Total 2003 Series C			<u>180,345</u>	<u>184,350</u>
\$303,945 Refunding Bonds, Series 2003B:				
Serial Bonds	2009–2025	4.50%–5.25%	<u>263,420</u>	<u>273,610</u>
\$445,980 Refunding Bonds, Series 2003A:				
Serial Bonds	2009–2022	4.25%–5.25%	<u>340,165</u>	<u>363,380</u>
\$101,070 Revenue Bonds, Series 2000B:				
Serial Bonds	2009–2025	4.50%–5.25%	33,695	36,360
Term Bonds	2026–2030	5.00%	<u>12,535</u>	<u>12,535</u>
Total 2000 Series B			<u>46,230</u>	<u>48,895</u>
\$112,355 Revenue Bonds, Series 2000A:				
Serial Bonds	2009–2010	5.00%–5.125%	<u>2,600</u>	<u>5,075</u>
\$109,835 Revenue Bonds, Series 1999A:				
Serial Bonds	2009–2020	4.00%–5.125%	40,555	43,335
Term Bonds	2021–2028	4.50%–5.00%	<u>46,290</u>	<u>46,290</u>
Total 1999 Series A			<u>86,845</u>	<u>89,625</u>

	Maturing	Interest	2009	2008
\$233,615 Revenue Bonds, Series 1998A:				
Serial Bonds	2009–2019	5.00%–6.50%	84,355	90,840
Term Bonds	2020–2027	4.50–5.00%	<u>104,965</u>	<u>104,965</u>
Total 1998 Series A			<u>189,320</u>	<u>195,805</u>
			2,443,520	2,525,180
Add unamortized bond premium			46,925	59,197
Less deferred loss on early retirement of debt			<u>(37,251)</u>	<u>(43,528)</u>
			2,453,194	2,540,849
Less current portion			<u>(85,770)</u>	<u>(81,660)</u>
Long-term portion			<u>\$ 2,367,424</u>	<u>\$ 2,459,189</u>

As of June 30, 2009, debt service requirements to maturity, including interest at fixed rates, were as follows (in thousands):

	Principal	Interest	Total
2010	\$ 85,770	\$ 117,503	\$ 203,273
2011	89,710	113,378	203,088
2012	94,120	108,886	203,006
2013	98,815	104,197	203,012
2014	103,730	99,288	203,018
2015–2019	591,660	414,742	1,006,402
2020–2024	549,510	269,777	819,287
2025–2029	426,370	149,490	575,860
2030–2034	306,450	66,852	373,302
2035–2037	<u>97,385</u>	<u>7,722</u>	<u>105,107</u>
	<u>\$2,443,520</u>	<u>\$1,451,835</u>	<u>\$3,895,355</u>

The System has defeased certain bonds by placing sufficient funds from the issuance of new bonds and a loan from the State Transportation Trust Fund into irrevocable trusts. The trust funds will provide for all future debt service payments on the defeased bonds. Accordingly, the trust account assets and the liabilities for the defeased bonds are not included in the System's financial statements. The principal balances of all defeased bonds outstanding were \$147.1 million and \$157.6 million at June 30, 2009 and 2008, respectively.

Bond Refunding—In January 2008, the State of Florida issued the \$325.8 million State of Florida, Department of Transportation Turnpike Revenue Bonds, Series 2008A. A portion of the 2008A Bonds was used to advance refund the Series 1997A Bonds maturing in the years 2008 through 2021 in the outstanding principal amount of \$147.1 million. This advance refunding took advantage of a general reduction in interest rates to achieve an overall reduction in future debt service costs. The reacquisition price exceeded the carrying amount of the old debt by \$11.6 million. This amount is being netted against the new debt and amortized over the life of the old debt. The transaction resulted in a reduction in future debt service payments of \$17.3 million and an economic gain of \$17.9 million.

Debt Service Reserve—The resolution authorizing the issuance of Turnpike revenue bonds requires a debt service reserve be established in an amount as defined in the resolution. The debt service reserve requirement for each bond issue is to be funded from revenues or through a reserve account credit facility as provided for in the resolution. At June 30, 2007, the debt service reserve requirements were fully funded by reserve account credit facilities in the form of sureties provided by Ambac Assurance Corporation (“AMBAC”), MBIA Insurance Corporation (“MBIA”), Financial Security Assurance (“FSA”), and Financial Guaranty Insurance Company (“FGIC”).

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

During 2008, FGIC was downgraded to BB by Standard & Poor’s and Baa3 by Moody’s, resulting in a requirement for the Turnpike to fund the debt service reserve account in the amount of \$12.7 million over 12 months, of which \$2.1 million was funded as of June 30, 2008. Ambac and MBIA were downgraded to AA by Standard & Poor’s. During 2009, Ambac and MBIA were further downgraded to CC and BBB by Standard & Poor’s, respectively resulting in a requirement for the Turnpike to fund the debt service reserve account in the amount of \$149.2 million by November 15, 2009. As of June 30, 2009, the Turnpike has funded \$98.0 million of the requirement. Additionally, the Turnpike is required to fund the debt service reserve account in the amount of \$24.6 million related to those bond issues covered by FSA in 10 semi-annual installments to be completed by September 15, 2013. The Turnpike has funded \$2.5 million of the requirement as of June 30, 2009.

9. CHANGES IN LONG-TERM LIABILITIES

Long-term liability activity for the years ended June 30, 2009 and 2008 was as follows (in thousands):

2009	Beginning Balance	Additions	Reductions	Ending Balance	Due Within One Year	Amount Due in More than One Year
Bonds payable	\$ 2,525,180	\$ -	\$ (81,660)	\$ 2,443,520	\$ 85,770	\$ 2,357,750
Add deferred amounts for issuance premiums	59,196	-	(12,271)	46,925	-	46,925
Less deferred amounts on refundings	<u>(43,527)</u>	<u>-</u>	<u>6,276</u>	<u>(37,251)</u>	<u>-</u>	<u>(37,251)</u>
Total bonds payable	2,540,849	-	(87,655)	2,453,194	85,770	2,367,424
Advances payable to Department of Transportation	140,585	14,028	(8,614)	145,999	2,482	143,517
Deferred revenue from other governments	897	-	(49)	848	50	798
Other long-term liabilities	<u>575</u>	<u>12,736</u>	<u>(575)</u>	<u>12,736</u>	<u>2,425</u>	<u>10,311</u>
	<u>\$ 2,682,906</u>	<u>\$ 26,764</u>	<u>\$ (96,893)</u>	<u>\$ 2,612,777</u>	<u>\$ 90,727</u>	<u>\$ 2,522,050</u>

2008	Beginning Balance	Additions	Reductions	Ending Balance	Due Within One Year	Amount Due in More than One Year
Bonds payable	\$2,163,125	\$581,850	\$(219,795)	\$2,525,180	\$81,660	\$2,443,520
Add deferred amounts for issuance premiums	32,648	35,573	(9,025)	59,196	-	59,196
Less deferred amounts on refundings	<u>(44,603)</u>	<u>(11,565)</u>	<u>12,641</u>	<u>(43,527)</u>	<u>-</u>	<u>(43,527)</u>
Total bonds payable	2,151,170	605,858	(216,179)	2,540,849	81,660	2,459,189
Advances payable to Department of Transportation	124,303	23,316	(7,034)	140,585	8,614	131,971
Deferred revenue from other governments	947	-	(50)	897	49	848
Other long-term liabilities	<u>575</u>	<u>-</u>	<u>-</u>	<u>575</u>	<u>575</u>	<u>-</u>
	<u>\$2,276,995</u>	<u>\$629,174</u>	<u>\$(223,263)</u>	<u>\$2,682,906</u>	<u>\$90,898</u>	<u>\$2,592,008</u>

10. EMPLOYEE BENEFITS

A. Pensions

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

Retiree Health Insurance Subsidy Program—In 1987, the Florida Legislature established through Section 112.363, Florida Statutes, the Retiree Health Insurance Subsidy (“HIS”) to assist retirees of all state-administered retirement systems in paying health insurance costs. The HIS is a cost-sharing multiple-employer defined benefit pension plan. For the fiscal years ended June 30, 2009, 2008, and 2007 eligible retirees or beneficiaries received a monthly retiree health insurance subsidy payment equal to the number of years of creditable service completed at the time of retirement multiplied by \$5. The payments to individual retirees or beneficiaries were at least \$30 but not more than \$150 per month during each of the years ended June 30, 2009, 2008, and 2007. To be eligible to receive the HIS, a retiree under any State-administered retirement system must provide proof of health insurance coverage, which can include Medicare.

The HIS is funded by required contributions from FRS participating employers. For each of the years ended June 30, 2009 and 2008, the System contributed 1.11% of payroll for all active employees covered by the FRS, which is included in the amounts disclosed below. This contribution was added to the amount submitted for retirement contributions and was deposited in a separate trust fund from which HIS payments are authorized. If these contributions fail to provide full subsidy benefits to all participants, the subsidy payments may be reduced or canceled.

The State of Florida’s implementation of GASB Statement No. 43 resulted in a reevaluation of the HIS classification as a “postemployment benefit other than a pension” and its reclassification as a “pension benefit.” The accounting and financial reporting for the HIS is now governed by GASB Statement No. 27, which was implemented for the fiscal year ending June 30, 2007, the transition year. Further disclosures and other supplementary information for the HIS are included in the Comprehensive Annual Financial Report of the State of Florida, which may be obtained from the Florida Department of Financial Services.

Funding Policy—The System is required to pay all contributions for full-time and part-time employees. Generally, employee participation in FRS is compulsory. The contribution rates as indicated by Section 121.071, Florida Statutes, were as follows (including a health insurance subsidy of 1.11% for each of the years ended June 30, 2009, 2008, and 2007):

	Through June 30,		
	2009	2008	2007
Senior management	13.12 %	13.12 %	13.12 %
Regular employees	9.85	9.85	9.85

The System’s contributions to the FRS for the retirement plans amounted to approximately \$1.1 million for each of the years ended June 30, 2009, 2008, and 2007. The System contributed 100% of the required contributions for each of the years ended June 30, 2009, 2008, and 2007.

B. Other Postemployment Benefits

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

An actuarial valuation has been performed for the plan. The System’s employees were included in the actuarial analysis and are part of the actuarial accrued liability, annual required contribution, and net other postemployment benefit obligation disclosed in Note 6 and other required supplementary information of the Comprehensive Annual Financial Report of the State of Florida.

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

C. Deferred Compensation Plan

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

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

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

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

D. Compensated Absences

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

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

11. CONTRIBUTIONS FOR CAPITAL PROJECTS

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

Contributions for capital projects recognized for the years ended June 30, 2009 and 2008 were as follows (in thousands):

	2009	2008
Suncoast 2	\$ 17,849	\$ -
Western Beltway Part C	10,000	10,000
I-595 Flyover Ramps	6,146	-
Widening in Orange County	1,118	333
Atlantic Avenue Widening	40	401
Communication Building Lake Worth	<u>-</u>	<u>3,188</u>
	<u>\$ 35,153</u>	<u>\$ 13,922</u>

12. TRANSACTIONS WITH DEPARTMENT OF TRANSPORTATION

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

The following summarizes transactions with and balances due to the Department as of and for the years ended June 30, 2009 and 2008 (in thousands):

	2009	2008
Payments/reimbursements to the Department	\$ 197,234	\$ 186,191
Amounts due to the Department for reimbursement of operating expenses	22,424	25,970

13. OPERATING LEASES

The System leases certain toll equipment and office space under noncancelable operating leases. As of June 30, 2009, future minimum lease payments under noncancelable operating leases with initial or remaining terms in excess of one year are as follows (in thousands):

2010	\$ 852
2011	251
2012	99
2013	38
2014	<u>17</u>
	<u>\$ 1,257</u>

Rent expense for all operating leases was approximately \$1.0 million for each of the years ended June 30, 2009 and 2008.

The System is the lessor under a noncancelable operating lease agreement, as amended, under which the lessee provides restaurant and fuel station operations and related services within System-owned service plazas. In fiscal year 2009, the System selected a new lessee for the operations of the System-owned service plazas. Lease rent is calculated as a percentage of sales. Lease rent earned under the agreement totaled approximately \$6.8 million and \$6.7 million for the years ended June 30, 2009 and 2008, respectively. Pursuant to the terms of the agreement, the previous lessee was required to pay an initial deposit at the inception of the lease totaling \$0.5 million. The deposit was recorded as of June 30, 2008, in other long-term liabilities and was offset against the final lease payment in fiscal year 2009. The new lessee was required to pay an initial deposit at the inception of the lease totaling \$0.2 million.

As of June 30, 2009, the total cost and carrying amount of the assets in use by the lessee were \$29.9 million and \$10.1 million, respectively. Depreciation expense relating to these assets was \$1.0 million for fiscal year 2009.

14. COMMITMENTS AND CONTINGENCIES

Commitments and Contingencies—Commitments on outstanding contracts for construction of improvements and maintenance of the System and right of way acquisition totaled \$443.5 million at June 30, 2009.

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 financial position or results of operations of the System.

The System is party to a lawsuit with a natural gas pipeline company (“claimant”) involving pipeline relocation costs with respect to 11 miles along the Mainline in Broward County. The claimant’s position is that the System should reimburse them for the cost of the pipeline relocation; however, these costs have not yet been determined. Management believes that under the terms of the easement agreement, the claimant is responsible for its own relocation costs, and this position will be vigorously defended. The System has not accrued any liability in connection with this claim.

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

The System obtains conventional coverage for damage and revenue losses on the System bridges, although it retains significant self-insurance risk in order to control the cost of insurance premiums. The costs associated with the repairs of the bridges are recorded in renewal and replacement in the accompanying statements of revenues, expenses, and changes in net assets.

The following summary provides aggregated information on losses and insurance recovery for fiscal years 2009 and 2008 (in thousands):

	2009	2008
Total losses	\$ 129	\$ -
Insurance recovery	<u>138</u>	<u>1,238</u>
Gain in excess of insurance recovery	<u>\$ (9)</u>	<u>\$(1,238)</u>

15. POLLUTION REMEDIATION

Groundwater and soil contamination related to fuel tank leakage exists at the System's eight service plazas. The sites were accepted into the Florida Department of Environmental Protection's ("FDEP") Early Detection Incentive Program ("EDI") established in 1986 to provide reimbursement or state-contracted cleanup of qualifying sites. Under EDI, qualifying sites were exempted from departmental enforcement actions. Section 376.308 of the Florida Statutes directs facilities eligible for FDEP funding not to accrue for remediation costs until restoration funding can be committed to the facility. FDEP has funded approximately \$11.2 million for pollution remediation efforts performed at five of the service plaza sites since the sites were accepted into the program. The System has not recognized any liability for the remediation efforts funded by the FDEP. In 2009, through its agreement with a new lessee of the service plazas, the System legally obligated itself to commence pollution remediation for soil and groundwater contamination and commit restoration funding. As of June 30, 2009, future estimated remediation expenses for source removal, excavation, installation of monitoring wells, sampling, and reporting to FDEP are as follows (in thousands):

	2010	2011	Total
Okahumpka	\$ 607	\$ 485	\$ 1,092
Turkey Lake	41	472	513
Canoe Creek	482	880	1,362
Fort Drum	556	1,206	1,762
Fort Pierce	300	3,740	4,040
West Palm Beach	398	202	600
Pompano	31	92	123
Snapper Creek	<u>10</u>	<u>-</u>	<u>10</u>
Pollution remediation liabilities	<u>\$ 2,425</u>	<u>\$ 7,077</u>	<u>\$ 9,502</u>

These estimates were developed based on existing site studies performed under the FDEP program. Management believes that these estimates are reasonable based on the information available as of June 30, 2009. However, the System's remediation efforts are in the early stages of design and estimates are subject to change based on new information obtained as the project progresses. Additionally, the System could potentially receive some funding from FDEP for the future pollution remediation; however, estimates are not available. The System has no other pollution remediation obligations for the fiscal years presented. The current and long-term portions of the liabilities are included in construction contracts and retainage payable and other long-term liabilities, respectively.

16. SUBSEQUENT EVENTS

In July 2009, the State of Florida issued \$68.4 million State of Florida, Department of Transportation Turnpike Revenue Bonds, Series 2009A and \$255.0 million Build America Bonds, Series 2009B. The 2009A and 2009B Bonds were issued to finance a portion of the costs of acquisition and/or construction of the 2009A Turnpike Project, as defined in the resolution, to fund the debt service reserve account, and to pay costs of issuance. The Build America Bonds were authorized by the American Recovery and Reinvestment Act, effective February 17, 2009, which calls for rebuilding America's infrastructure. The bonds pay 6.7% annual interest to the bondholder; however, the cost to the System is 4.4% due to a subsidy from the U.S. Treasury.

In September 2009, MBIA Insurance Corporation, a reserve account credit facility for the System, was downgraded by Standard & Poor's from BBB to BB+. This downgrade does not impact the System's funding requirements of the debt service reserve account as disclosed in Note 8.

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

FLORIDA'S TURNPIKE SYSTEM DEPARTMENT OF TRANSPORTATION STATE OF FLORIDA

TREND DATA ON THE SYSTEM'S INFRASTRUCTURE CONDITION

INFRASTRUCTURE ASSETS REPORTED USING THE MODIFIED APPROACH

Pursuant to GASB Statement No. 34, *Basic Financial Statements—and Management's Discussion and Analysis—for State and Local Governments*, Florida's Turnpike System (the "System") has adopted an alternative method of recording depreciation expense on its infrastructure assets (highway system and improvements). Under this alternative method, referred to as the modified approach, the System expenses certain maintenance and preservation costs and, consequently, does not report depreciation expense related to infrastructure. System assets accounted for under the modified approach include 460 centerline miles of roadway and 701 bridges.

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

DEPARTMENT CONDITION AND MAINTENANCE PROGRAMS

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

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

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

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

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

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

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

The Department monitors the quality and effectiveness of the System’s routine maintenance program by periodic surveys, using the Maintenance Rating Program (“MRP”). The Department has used the MRP since 1985 to evaluate routine maintenance in five broad categories or elements. The five rating elements are roadway, roadside, vegetation and aesthetics, traffic services, and drainage. The MRP results in a maintenance rating of 1 to 100 for each category, as well as an overall rating for the System’s routine maintenance performance. The standard is to achieve an overall routine maintenance rating of 80 or higher.

Condition Ratings for the System’s Infrastructure

Percentage of pavement meeting Department standards:

<u>2009</u>	<u>2008</u>	<u>2007</u>
95%	87%	87%

Percentage of bridges meeting Department standards:

<u>2009</u>	<u>2008</u>	<u>2007</u>
94%	95%	96%

Overall routine maintenance rating:

<u>2009</u>	<u>2008</u>	<u>2007</u>
92	91	90

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

Fiscal Year	Needed	Actual Resurfacing	Actual Bridge Repair and Replacement	Actual Pollution Remediation	Actual Routine Maintenance	Total Actual	Difference
2009	\$ 109,759	\$ 61,958	\$ 890	\$ 9,502	\$ 39,353	\$ 111,703	\$ 1,944
2008	139,689	99,000	3,726	-	41,044	143,770	4,081
2007	136,803	89,506	4,407	-	42,137	136,050	(753)
2006	83,509	55,650	1,269	-	39,246	96,165	12,656
2005	82,491	42,832	75	-	34,644	77,551	(4,940)

*Note: The amounts listed above are totals for the resurfacing, bridge repair and replacement, pollution remediation, and routine maintenance programs of the System. Needed amounts are estimated on a cash basis, while actual amounts are stated on the accrual basis of accounting.