San Joaquin Hills Transportation Corridor Agency
Toll Road Refunding Revenue Bonds
Series 1997A, 2014A and 2014B

Continuing Disclosure Report
For the Fiscal Year Ended June 30, 2017

Prepared pursuant to the Continuing Disclosure Certificates

San Joaquin Hills Transportation Corridor Agency
Toll Road Refunding Revenue Bonds
Series 1997A, 2014A and 2014B

CONTINUING DISCLOSURE REPORT
For the Fiscal Year Ended June 30, 2017

Introduction:

On November 6, 2014, the Agency issued $1,098,850,000 aggregate initial principal amount of Senior Lien Toll Road Refunding Revenue Bonds Series 2014A, and $293,910,000 aggregate initial principal amount of Junior Lien Toll Road Refunding Revenue Bonds Series 2014B (together the "2014 Bonds"). The 2014 Bonds were issued pursuant to the First Amended and Restated Master Indenture of Trust, dated as of November 1, 2014, between the Agency and the Trustee, as supplemented by the Third and Fourth Supplemental Indentures of Trust, dated as of November 1, 2014, between the Agency and the Trustee (such Master Indenture of Trust, as so supplemented, the "2014 Master Indenture").

The 2014 Bonds were issued by the Agency for the purpose of providing funds, to refund the 1993 Bonds and a portion of the Series 1997A Bonds, as more fully described in the Official Statement for the 2014 Bonds dated October 22, 2014 (the "2014 Official Statement").

Pursuant to Rule 15c2-12(b)(5) of the Securities and Exchange Commission, the Agency has executed a Continuing Disclosure Certificate, dated as of November 1, 2014, for the bonds under the 2014 Master Indenture, (the "Continuing Disclosure Certificate"). The Continuing Disclosure Certificate states that the Agency shall provide not later than January 15 of each year to each Repository (as defined in the Continuing Disclosure Certificate) a Disclosure Report relating to the immediately preceding fiscal year. The Disclosure Report is to contain certain data related to the Agency, the Toll Road and the bonds under the 2014 Master Indenture.

The information contained in this report constitutes all disclosure required pursuant to the Continuing Disclosure Certificate. Capitalized terms used herein and not otherwise defined shall have the meanings assigned to such terms in the Official Statement.

Disclosure Information:

Section 4.1 - The audited financial statements of the Agency for the prior Fiscal Year, prepared in accordance with generally accepted accounting principles as promulgated to apply to governmental entities from time to time by the Governmental Accounting Standards Board.

See audited financial statements for the fiscal year ended June 30, 2017 attached.

Section 4.2 - Principal amount of Bonds of each Series outstanding under the 2014 Master Indenture.

On November 6, 2014, the Agency issued $1,392,760,000 aggregate initial principal amount of the 2014 Bonds and used the proceeds to refund the 1993 Bonds and a portion of the 1997A Bonds. As of June 30, 2017, the bonds consist of the following: $1,047,305,000 principal amount of Series 2014A Senior Lien Toll Road Refunding Revenue Bonds, $293,910,000 principal amount of the Series 2014B Junior Lien Toll Road Refunding Revenue Bonds, $605,898,926 accreted value of the 1997A Convertible Capital Appreciation Bonds, and $196,819,361 of the accreted value of the 1997A Capital Appreciation Bonds.

Additional information can be found in the Agency's audited financial statements.

Section 4.3 - A statement of the Senior Lien Bonds Reserve Fund Requirement, the balance in the Senior Lien Bonds Reserve Fund and the amount of the Senior Lien Bonds Reserve Fund Requirement (if any) that is funded with a letter of credit, surety bond, or insurance policy, as provided by the 2014 Master Indenture; and a statement of the Junior Lien Bonds Reserve Fund Requirement, the balance in the Junior Lien Bonds Reserve Fund and the amount of the Junior Lien Bonds Reserve Fund Requirement (if any) that is funded with a letter of credit, surety bond, or insurance policy, as provided by the 2014 Master Indenture.

The Senior Lien Bonds Reserve Fund Requirement under the 2014 Indentures is $ 151,855,625.

The total amount available to meet the Senior Lien Bonds Reserve Fund Requirement on June 30, 2017 was $152,382,422 in cash and investments.

The Junior Lien Bonds Reserve Fund Requirement under the 2014 Indentures is $27,393,548.

The total amount available to meet the Junior Lien Bonds Reserve Fund Requirement on June 30, 2017 was $27,393,548 in cash and investments.

Section 4.4 – A statement of the Use and Occupancy Fund Requirement under the 2014 Master Indentures, the balance of the Use and Occupancy Fund, the amount of the Use and Occupancy Fund Requirement (if any) that is funded with an insurance policy as provided by the 2014 Master Indenture, and, if applicable, a brief description of such insurance policy (including self-insurance retention requirement applicable to such insurance policy)

The Use and Occupancy Fund Requirement under the 2014 Indentures is $15,000,000. As of June 30, 2017, the fund consisted of $15,126,532 in cash and investments. As the cash and investments held in the Use and Occupancy Fund satisfy the full requirement, no insurance policy is held for this purpose.

Section 4.5 – Updated Fiscal Year information for the table entitled "HISTORICAL FISCAL YEAR TRAFFIC AND GROSS TRANSACTIONAL TOLL REVENUES" in the section of the Official Statement entitled "HISTORICAL PERFORMANCE AND 2011 RESTRUCTURING."

Fiscal Year ending June 30	2013	2014	2015	2016	2017
Annual Transactions	24,984,196	26,459,758	27,965,862	30,589,341	31,922,586
Growth Over Previous Year	-1.7%	5.9%	5.7%	9.4%	4.4%
Average Toll Rate	$ 4.02	$ 4.43	$ 4.70	$ 4.85	$ 4.97
Growth Over Previous Year	10.0%	10.0%	6.3%	3.1%	2.4%
Annual Gross Transactional Toll Revenues	$ 100,528,366	$ 117,138,365	$ 131,560,706	$ 148,377,997	$158,561,493
Growth Over Previous Year	8.1%	16.5%	12.3%	12.8%	6.9%

Section 4.6 – Updated Fiscal Year information for the table entitled "HISTORICAL FISCAL YEAR GROSS TRANSACTIONAL TOLL REVENUES AND NET COLLECTIBLE TOLLS" in the section of the Official Statement entitled "THE TOLL ROAD - Net Collectible Tolls."

Fiscal Year ending June 30	2013	2014	2015	2016	2017
Gross Transactional Toll Revenue	$100,528,366	$117,138,365	$131,560,706	$148,377,997	$ 158,561,493
Less Non-Pursuable Transactions *	$ (1,419,743)	$ (2,099,383)	$ (3,327,057)	$ (4,575,885)	$ (6,711,203)
Less Processable Transactions	$ (1,661,129)	$ (3,941,182)	$(11,567,873)	$(13,990,899)	$ (10,490,217)
Toll Revenue from Violations **	$ -	$ -	$ 8,385,518	$ 9,689,805	$ 8,579,263
Less Non-Revenue Transactions ***	$ (139,439)	$ (397,334)	$ (609,252)	$ (293,029)	$ (378,604)
Net Collectible Tolls	$ 97,308,055	$110,700,466	$124,442,043	$139,207,989	$ 149,560,732
% of Gross Transactional Toll Revenue	96.8%	94.5%	94.6%	93.8%	94.3%

*Non-Pursuable transactions (primarily vehicles without license plates) have increased as the economy has improved and traffic on the state highway system has increased. A reduction is expected in 2019 as all new vehicles will be required by law to have temporary license plates.

** As a result of the conversion to All Electronic Tolling (AET) and the resulting shift in payment patterns, including some patrons who may have previously paid with cash but are now initially identified instead as pursuable violations transactions, included in Net Collectible Toll Revenues are tolls identified during the violation process that were appropriately reclassed to Net Collectible Toll Revenues. Tolls collected during the violation process were not considered material prior to the implementation of AET and the policy for waving penalties for first time violators if toll paid within 30 days, and as such were included in Violation Penalty Revenue through FY14.

*** Transactions resulting from various entities that are not obligated to pay toll revenues (i.e. police), as well timing differences and U.S. GAAP accounting adjustments.

Section 4.7 - A Statement of Violation Penalty Revenues accrued for the Fiscal Year.

Violation Penalty Revenue accrued for the fiscal year ended June 30, 2017 was $23,580,019. Violation Penalty Revenue is recognized when earned. As mentioned in Section 4.6 above, for the fiscal year ended June 30, 2017 Toll Revenue from Violations was $8,579,263 and is properly classified in Net Collectible Toll Revenues.

Section 4.8 – A statement of Account Maintenance Fees accrued for the Fiscal Year, as well as the number of accounts and transponders for such Fiscal Year.

Account Maintenance Fees accrued for the fiscal year ended June 30, 2017 was $8,312,838. The total number of FasTrak accounts for both Agencies was 608,154 and the total number of transponders was 1,318,227 at June 30, 2017. Account Maintenance Fees are allocated based on costs to support customers and the revenue base.

Section 4.9 – Statistical data summarizing the use of the AVI collection system on the San Joaquin Hills System, including the percentage of toll transactions that are AVI transactions and the overall level of accuracy of the toll collection system.

Fiscal Year ending June 30	2013	2014	2015	2016	2017
AVI Transactions	20,123,522	21,423,144	24,656,829	26,491,369	28,425,759
Total Transactions	24,984,196	26,459,758	27,965,862	30,589,341	31,922,586
AVI %	80.5%	81.0%	88.2%	86.6%	89.0%

In May 2014, the Transportation Corridor Agencies replaced its integrated toll collection and revenue management systems ("TCARMS") with the Infinity Digital Lane System ("Infinity System"). Using common transponders, license plate readers, a centralized computer system and common personnel, the Infinity System utilizes mechanisms for separate usage-based revenue collection and cost allocation among the Agency and the Foothill Eastern Transportation Corridor Agency. The Infinity System was designed by and is operated and maintained by TransCore, a Tennessee-based corporation.

By contract, the Infinity System is required to achieve an accuracy level of at minimum 99.5% readable plates. Final system acceptance was completed in April 2015. The Infinity System has met the minimum requirements.

Section 4.10 - A statement of Development Impact Fees accrued for the Fiscal Year.

Development Impact Fees accrued for the fiscal year ended June 30, 2017 was $5,339,117.

Section 4.11- Updated Fiscal Year information for the table entitled "Current Expenses" in the section of the Official Statement entitled "THE TOLL ROAD--Current Expenses."

Fiscal Year Ending June 30	2013	2014	2015	2016	2017	2018 (Budgeted)
Toll Operations						
Toll Collections	$ 1,208	$ 1,199	$ -	$ -		$ -
Toll Systems	$ 1,480	$ 1,487	$ 751	$ 1,041	$ 1,019	$ 1,175
Toll Customer Service/Compliance	$ 3,856	$ 4,263	$ 5,668	$ 5,752	$ 9,888	$ 10,897
Toll Facilities	$ 309	$ 315	$ 243	$ 189	$ 188	$ 283
Total Toll Operations	$ 6,853	$ 7,264	$ 6,663	$ 6,982	$ 11,095	$ 12,355
Toll Operating Administration	$ 3,715	$ 4,110	$ 4,240	$ 5,244	$ 6,700	$ 8,075
Tax Arbitrage Rebate*	$ -	$ -	$ 1,205	$ -	$ -	$ -
Toll Equipment and Capital Expenditures (Includes Transponders)	$ 488	$ 720	$ 842	$ 880	$ 1,822	$ 3,402
Total Current Expenses**	$ 11,056	$ 12,094	$ 12,949	$ 13,106	$ 19,617	$ 23,832

*Due to significantly favorable market conditions at the time of the bond refinancing in November 2014, the Agency is required to make tax arbitrage payments to the Internal Revenue service every five years. The current estimated liability due is less than the $1.2M recorded in FY15, and therefore no additional amount was recorded.

** FY15 - Toll Systems was lower as final AET on-road system acceptance did not occur until late in the fiscal year.

FY16 - Reflects variable costs associated with increasing transactions.

FY17 - The conversion to All Electronic Tolling (AET) changed the business model from using on-road infrastructure (cash toll collections) to a centralized back office focus, weighted toward costs to support customers and the revenue base. Given the significant San Joaquin Hills Transportation Corridor Agency (SJHTCA) tolls, penalties, and fees revenue growth and a change in the business model, a shift in allocation to SJHTCA occurred in FY17. As such, FY17 for SJHTCA and Foothill/Eastern Transportation Corridor Agency (F/ETCA) includes a shift in allocations for account maintenance fee revenue and toll operations and administration expenditures to SJHTCA.

FY18 - The increase in Toll Operations over FY17 is primarily due to the Customer Service Center Back Office System Replacement Project, costs directly related to increasing transactions, the Agency's Business Intelligence project, and Customer Service Center Modernization.

Section 4.12 - Updated Fiscal Year information for the table entitled "HISTORICAL OPERATING REVENUES AND DEBT SERVICE COVERAGE" in the section of the Official Statement entitled "THE TOLL ROAD--Historical Operating Revenues and Debt Service Coverage."

Fiscal Year ending June 30	2013	2014	2015	2016	2017
Revenues					
Net Collectible Tolls	$ 97,308,055	$ 110,700,466	$ 124,442,043	$ 139,207,989	$ 149,560,732
Account Maintanance Fees	3,032,572	3,033,834	3,171,844	3,192,228	8,312,838
Violations Penalty Revenue	9,285,230	14,501,373	19,317,382	23,868,159	23,580,019
Other Revenue from Toll Operations	772,157	867,456	801,738	888,188	1,195,696
Total Tolls, Fees and Fines	$ 110,398,014	$ 129,103,129	$ 147,733,008	$ 167,156,564	$ 182,649,285
Total Interest Income	$ 4,996,875	$ 2,186,200	$ 1,096,826	$ 383,700	$ 939,777
Total Revenues	$ 115,394,889	$ 131,289,329	$ 148,829,834	$ 167,540,264	$ 183,589,062
Total Current Expenses	$ (11,056,273)	$ (12,093,947)	$ (12,949,124)	$ (13,106,193)	$ (19,617,494)
Adjusted Net Toll Revenues	$ 104,338,616	$ 119,195,382	$ 135,880,710	$ 154,434,070	$ 163,971,568
Total DIF Income Applied to Debt Service*	$ -	$ -	$ -	$ 3,490,810	$ 339,117
Enhanced Adjusted Net Toll Revenues	$ 104,338,616	$ 119,195,382	$ 135,880,710	$ 157,924,880	$ 164,310,685
Enhanced Adjusted Net Toll Revenues x (8/12)**	$ -	$ -	$ 90,587,140	$ -	$ -
Annual Debt Service					
Series 1993 Bonds Debt Service	$ 11,009,000	$ 11,009,000	$ -	$ -	$ -
Series 1997A Bonds Debt Service	82,178,269	83,758,268	-	3,635,000	20,413,788
14 Bonds - Senior Lien Interest	-	-	38,001,896	54,099,750	52,811,125
14 Bonds - Senior Lien Principal	-	-	-	33,710,000	17,835,000
14 Bonds - Capital Appreciation Bonds Sinking Fund	-	-	-	-	-
14 Bonds - Convertible Capital Appreciation Bonds Sinking Fund	-	-	-	-	-
Total Senior Lien Debt Service	$ 93,187,269	$ 94,767,268	$ 38,001,896	$ 91,444,750	$ 91,059,913
14 Bonds - Junior Lien Interest	$ -	$ -	$ 10,672,607	$ 15,430,275	$ 15,430,275
14 Bonds - Junior Lien Principal	-	-	-	-	-
Total Aggregate Debt Service	$ 93,187,269	$ 94,767,268	$ 48,674,503	$ 106,875,025	$ 106,490,188
Coverage Ratio for Aggregate Debt Service	1.12	1.26	1.86	1.48	1.54
Coverage Ratio for Senior Lien Debt Service	-	-	2.38	1.73	1.80
Average Toll Rate Change	10.0%	10.0%	6.3%	3.1%	2.4%
Unrestricted Funds ***	$ 23,583,000	$ 24,563,000	$ 35,660,000	$ 62,503,000	$ 96,696,000

* As per indenture; equals DIF revenue in excess of $5 million

** Partial year calculation as bonds were refinanced with 8 months remaining in FY15

*** As of June 30. Not pledged to the payment of the Bonds. Includes the following funds earmarked to build a maintenance facility for Caltrans: approximately $8 Million in 2013 through 2017.

Section 4.13 - Updated Fiscal Year information for the table entitled "Current Expenses for Toll Operations" in the section of the Official Statement entitled "THE TOLL ROAD—Management's Discussion of FY 2013-14 and FY 2014-15 Budget and Performance-Current Expenses for Toll Operations."

See table in Section 4.11

Section 4.14- Updated Fiscal Year information for the table entitled "Future Capital Project Costs" in the section of the Official Statement entitled "THE TOLL ROAD Capital Improvement Program."

See attached "Fiscal Year 2018 Capital Improvement Plan" presented to the Board of Directors on June 8, 2017.

Section 4.15- Updated actual Fiscal Year information corresponding to the projections in the table in the section entitled "PROJECTED REVENUES AND DEBT SERVICE REQUIREMENTS."

See table in Section 4.12

Section 4.16 – A description of any damage to the Toll Road or the toll collection system during the past Fiscal Year, which in the determination of the Agency will result in a material reduction in Net Toll Revenues.

During the fiscal year ended June 30, 2017, no damage occurred to the Toll Road or the toll collection system, which, in the determination of the Agency, resulted in a material reduction in Net Toll Revenues.

Section 5 – Reporting of Significant Events

None to report

As of June 30, 2017, none of the following events have occurred with respect to the bonds under the 2014 Master Indenture:

1. Principal and interest payment delinquencies;
2. Non-payment related defaults, if material;
3. Unscheduled draws on debt service reserves reflecting financial difficulties;
4. Unscheduled draws on credit enhancements reflecting financial difficulties;
   Substitution of credit or liquidity providers, or their failure to perform; Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the 2014 Bonds, or other material events affecting the tax status of the 2014 Bonds;
5. Modifications to rights of 2014 Bond holders, if material;
6. 2014 Bond calls, if material, and tender offers; Defeasances; Release, substitution or sale of property securing repayment of the 2014 Bonds, if material; Rating changes; Bankruptcy, insolvency, receivership, or similar event of the Agency. For purposes of this event the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for the Agency in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the Agency, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the obligated person;
7. Consummation of a merger, consolidation, or acquisition involving the Agency or the sale of all or substantially all of the assets of the Agency (other than in the ordinary course of business), the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;
8. Appointment of a successor or additional Trustee, or the change of name of a Trustee, if material; and
9. Introduction or passage of any amendment to the Act.

Signature

The information set forth herein has been furnished by the Agency and is believed to be accurate and reliable, but is not guaranteed as to accuracy and completeness. Statements contained in this Disclosure Report which involve estimates, forecasts, or other matters of opinion, whether or not expressly so described herein, are intended solely as such and are not to be construed as representations of fact. Further, expressions of opinion contained herein are subject to change without notice and the delivery of this Disclosure Report will not, under any circumstances, create any implication that there has been no change in the affairs of the Agency.

San Joaquin Hills Transportation Corridor Agency

By

Amy Potter

Amy Potter
Chief Financial Officer
December 21, 2017

KPMG

SAN JOAQUIN HILLS TRANSPORTATION CORRIDOR AGENCY

Financial Statements

June 30, 2017 and 2016

(With Independent Auditors' Report Thereon)

SAN JOAQUIN HILLS TRANSPORTATION CORRIDOR AGENCY

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KPMG

KPMG LLP
Suite 700
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Irvine, CA 92618-3391

Independent Auditors' Report

The Honorable Board of Directors
San Joaquin Hills Transportation Corridor Agency:

We have audited the accompanying financial statements of the San Joaquin Hills Transportation Corridor Agency (the Agency), as of and for the years ended June 30, 2017 and 2016, and the related notes to the financial statements, which collectively comprise the Agency's basic financial statements for the years then ended as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the San Joaquin Hills Transportation Corridor Agency as of June 30, 2017 and 2016, and the changes in its financial position and its cash flows for the years then ended, in accordance with U.S. generally accepted accounting principles.

KPMG

Other Matters

Required Supplementary Information

U.S. generally accepted accounting principles require that management's discussion and analysis and required supplementary information on pages 3–8 and pages 42–43 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audits of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

KPMG LLP

Irvine, California
September 29, 2017

This discussion and analysis of the financial performance of the San Joaquin Hills Transportation Corridor Agency (the Agency) provide an overview of the Agency's financial activities for the fiscal years ended June 30, 2017 and 2016. Please read it in conjunction with the Agency's financial statements and accompanying notes.

Background

The Agency was formed in 1986 as a joint powers authority by the county of Orange and cities in Orange County, California to provide traffic relief to Orange County through the construction and operation of a toll road. The Agency was created to plan, design, finance, construct, and operate a 15-mile toll road, known as the San Joaquin Hills (State Route 73) Toll Road. The Agency's primary focus is the operation of the facility and collection of tolls to repay the tax-exempt revenue bonds that were issued to construct the toll road.

Planning began in the 1970s when local transportation studies identified the need for new highways, including the San Joaquin Hills Transportation Corridor, to serve Orange County's growing population. In the early 1980s, the corridor was envisioned as a free highway funded through state or federal gas-tax revenue, but with a shortage of gas-tax revenue to fund transportation improvements and increasing costs of building new roads, local officials began to study alternative ways to fund road projects.

In the mid-1980s, two state laws were passed authorizing the Agency to collect tolls and development impact fees to fund road construction. With a pledged revenue stream from future tolls and development impact fees, the Agency issued nonrecourse, toll-revenue bonds to fund road construction, rather than relying on the uncertainty of state gas-tax revenue. The Agency also reached an agreement with the California Department of Transportation (Caltrans) to assume ownership, liability, and maintenance of the State Route 73 Toll Road as part of the state highway system. This agreement eliminated the need for the Agency to seek additional funding sources for road maintenance.

In 1996, the State Route 73 Toll Road opened to traffic, the first publicly operated toll road in Southern California. It serves as an important, time-saving alternative route to the Interstate 405 and Interstate 5 Freeways, with averages of approximately 103,000, 98,000, and 92,000 transactions per weekday as of June 30, 2017, 2016, and 2015, respectively.

Financial Highlights

Tolls, fees, and fines collected in fiscal year 2017 (FY17) totaled $182,649 compared to $167,157 in fiscal year 2016 (FY16), an increase of 9.3%.

As of June 30, 2017 and 2016, the Agency had $365,325 and $323,551, respectively, in restricted cash and investments subject to the master indentures of trust for the bonds outstanding at each date. The Agency also had $96,696 and $62,503, respectively, in unrestricted cash and investments.

The Agency's net position at June 30, 2017 and 2016 was $(1,805,240) and $(1,855,210), respectively. The negative net position results primarily because the Agency's financial statements include its long-term debt obligations, which were used to fund construction of the corridor, but not the related capital assets, since ownership of the corridor was transferred to Caltrans upon completion.

(In thousands)

Overview of the Financial Statements

The Agency's financial statements include its statements of net position, statements of revenue, expenses, and changes in net position, statements of cash flows, and notes to the financial statements. The financial statements present the financial picture of the Agency from the economic resources measurement focus using the accrual basis of accounting. These statements include the assets and liabilities of the Agency as well as certain items labeled as deferred outflows and inflows of resources. The current year's revenue and expenses are taken into account regardless of when cash is received or paid. The statements of cash flows provide information about the Agency's cash receipts, cash payments, and net changes in cash resulting from operating, capital and related financing, and investing activities during the reporting period.

The statements of net position and the statements of revenue, expenses, and changes in net position report the Agency's net position and related changes. Net position is the difference between the total of recorded assets and deferred outflows and the total of liabilities and deferred inflows. The recorded activities include all toll revenue and operating expenses related to the operation of the San Joaquin Hills Transportation Corridor, as well as the Agency's construction-related activities and related financing costs. Activities are financed by toll revenue, development impact fees, fees and fines, and investment income.

Financial Analysis

The following table summarizes the net position of the Agency as of June 30, 2017, 2016, and 2015:

		2017	Percentage increase (decrease)		2016	Percentage increase (decrease)		2015
Assets and deferred outflows:								
Current assets	$	97,075	(16.4)%	$	116,138	3.9 %	$	111,783
Capital assets, net		5,078	(7.1)%		5,466	(14.9)%		6,422
Other noncurrent assets		378,545	34.3 %		281,969	22.4 %		230,428
Deferred outflows		97,450	(5.6)%		103,263	(4.8)%		108,453
Total assets and deferred outflows		578,148	14.1 %		506,836	10.9 %		457,086

(In thousands)

	2017	Percentage increase (decrease)	2016	Percentage increase (decrease)	2015
Liabilities and deferred inflows:					
Bonds payable	$ 2,216,280	1.0 %	2,194,938	0.2 %	2,191,499
Note payable to F/ETCA	120,795	0.2 %	120,495	0.2 %	120,195
Net pension liability	3,681	(3.0)%	3,795	21.4 %	3,126
Other liabilities	42,401	(0.2)%	42,478	2.1 %	41,619
Deferred inflows	231	(32.1)%	340	(21.3)%	432
Total liabilities and deferred inflows	2,383,388	0.9 %	2,362,046	0.2 %	2,356,871
Net position	$ (1,805,240)	(2.7)%	$ (1,855,210)	(2.3)%	$ (1,899,785)

The increases in other noncurrent assets above, net of a decrease in current assets during FY17 that reflects a slight lengthening of aggregate scheduled investment maturities, are primarily attributable to the Agency's accumulation of additional cash reserves as cash generated from operations has continued to surpass its immediate debt service requirements.

As described in note 6(c) to the financial statements, the Agency's board of directors and the board of directors of Foothill/Eastern Transportation Corridor Agency (F/ETCA) approved an agreement that provided for termination of the Mitigation Payment and Loan Agreement between the agencies, concurrently with the closing of its refinance transaction. The termination agreement also provided for the Agency to pay $120,000 to F/ETCA, in annual installments beginning January 15, 2025 equal to 50% of the Agency's surplus funds, plus accrued interest.

(In thousands)

Following is a summary of the Agency's revenue, expenses, and changes in net position for the years ended June 30, 2017, 2016, and 2015:

	2017	Percentage increase (decrease)	2016	Percentage increase (decrease)	2015
Operating revenue:					
Tolls, fees, and fines	$ 182,649	9.3 % $	167,157	13.1 % $	147,733
Development impact fees	5,339	(37.1)%	8,491	143.8 %	3,483
Other revenue	1	(99.6)%	285	28,400.0 %	1
Total operating revenue	187,989	6.9 %	175,933	16.3 %	151,217
Operating expenses	21,763	38.4 %	15,723	14.7 %	13,710
Operating income	166,226	3.8 %	160,210	16.5 %	137,507
Nonoperating expenses, net	(116,256)	0.5 %	(115,635)	(55.6)%	(260,424)
Change in net position	49,970		44,575		(122,917)
Net position at beginning of year	(1,855,210)	(2.3)%	(1,899,785)	6.9 %	(1,776,868)
Net position at end of year	$ (1,805,240)	(2.7)% $	(1,855,210)	(2.3)% $	(1,899,785)

The Agency's revenue consists primarily of tolls, fees, and fines, which comprised 97.2% of total revenue in FY17, respectively, as compared to 95.0% in FY16. Tolls, fees, and fines increased by 9.3% and 13.1%, respectively, over each of the two preceding years, primarily due to increases in toll transactions and inflationary toll rate increases. Development impact fees decreased from $8,491 in FY16 to $5,339 in FY17, compared to an increase of 143.8% from FY15 to FY16. The amount of development impact fees received in a given year is related to residential and nonresidential development in Orange County within the area of benefit from the San Joaquin Hills Corridor.

Operating expenses were $21,763 in FY17 compared to $15,723 in FY16, an increase of 38.4%. Included in FY17 operating expenses is noncash depreciation expense on fixed assets of $2,220, compared to $1,918 in FY16. Excluding depreciation, operating expenses were $19,543 in FY17 and $13,805 in FY16, an increase of $5,738. A substantial portion of this increase resulted from a change in the method of allocating certain costs and revenue between the Agency and F/ETCA. As described in note 2(l) to the financial statements, costs are allocated between the two agencies based on the estimated benefit to each. The allocation method was reevaluated in connection with preparation of the agencies' FY17 budgets, taking into account several factors. These included the conversion to All Electronic Tolling that has changed the agencies' business model from using on-road infrastructure (cash toll collections) to a centralized back office focus, weighted toward costs to support customers and the revenue base. This change, along with significant growth in the Agency's tolls, fees, and fines revenue, suggested that an increased allocation of the agencies' total account maintenance fee revenue and operating expenses was appropriate for the Agency's FY17 budget. The effects were to shift approximately $4.8 million of account maintenance fee revenue and $5.7 million of operating expenses from F/ETCA to the Agency in FY17.

(In thousands)

Net nonoperating expenses for FY17 include investment income of $915, compared to $1,372 in FY16; a reduction in the arbitrage rebate expense of $142, compared to an increase of $686 in FY16; and interest expense of $117,313, compared to $116,321 in FY16.

Capital Assets, Net

The following table summarizes the Agency's capital assets, net of accumulated depreciation at June 30:

		2017	2016	2015
Right-of-way acquisitions, grading, or improvements	$	119	119	119
Furniture and equipment		4,959	5,347	6,303
Total capital assets, net	$	5,078	5,466	6,422

Right-of-way acquisitions, grading, or improvements include easements and environmental mitigation parcels. Furniture and equipment includes transponders, toll and violations collection equipment, buildings, and changeable message signs.

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

Debt Administration

At June 30, 2017, 2016, and 2015, the Agency had outstanding bonds payable of $2,216,280, $2,194,938, and $2,191,499, respectively. The net changes during 2017 and 2016 were primarily attributable to accretion of principal on capital appreciation bonds totaling $45,392 and $43,034, respectively, offset by principal payments of $21,800 and $37,345.

The Agency's tolls, fees, fines, and development impact fee revenue, less certain expenses, as defined in the indentures of trust, is pledged to repay these bonds. The Agency has several debt covenants contained in the master indentures of trust. Management of the Agency represents that the Agency was in compliance with all of its covenants as of and for the years ended June 30, 2017 and 2016.

Economic Factors

After consideration of toll rate recommendations from the Agency's traffic consultant and the potential effects of traffic diversion, toll rates were approved by the Agency's board of directors for implementation effective July 1, 2017. The new toll rates are projected to result in a 5.5% increase in transactional toll revenue and reflect increases of 2.0% for non-FasTrak® toll rates and maintenance of the $1.00 increment for non-FasTrak transactions above the FasTrak® rates.

The Agency continues to focus on customer incentives and promotions to attract new drivers, reward current customers, and increase total transactions and revenue.

Contacting the Agency's Financial Management

This financial report is designed to provide a general overview of the Agency's finances. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to the Controller, San Joaquin Hills Transportation Corridor Agency, 125 Pacifica, Suite 100, Irvine, CA 92618 or to info@thetollroads.com.

SAN JOAQUIN HILLS TRANSPORTATION CORRIDOR AGENCY

Statements of Net Position

June 30, 2017 and 2016

(In thousands)

	2017	2016
Assets:		
Current assets:		
Cash and investments	$ 28,224	40,614
Restricted cash and investments	55,252	63,471
Receivables:		
Accounts, net of allowance of $2,871 and $3,099, respectively	3,809	3,633
Other	786	377
Due from Foothill/Eastern Transportation Corridor Agency	8,475	7,577
Other assets	529	466
Total current assets	97,075	116,138
Noncurrent assets:		
Cash and investments	68,472	21,889
Restricted cash and investments	310,073	260,080
Capital assets, net	5,078	5,466
Total noncurrent assets	383,623	287,435
Deferred outflows of resources:		
Unamortized deferral of bond refunding costs	96,832	102,455
Pension costs	618	808
Total assets and deferred outflows	578,148	506,836
Liabilities:		
Current liabilities:		
Accounts payable	2,500	1,507
Unearned revenue	6,793	7,315
Employee compensated absences payable	286	252
Interest payable	31,073	31,513
Current portion of bonds payable	3,632	21,686
Total current liabilities	44,284	62,273
Net pension liability	3,681	3,795
Arbitrage rebate liability	1,749	1,891
Long-term bonds payable	2,212,648	2,173,252
Note payable to Foothill/Eastern Transportation Corridor Agency	120,795	120,495
Total liabilities	2,383,157	2,361,706
Deferred inflows of resources:		
Pension costs	231	340
Total liabilities and deferred inflows	2,383,388	2,362,046
Net position:		
Net investment in capital assets	(2,114,370)	(2,087,017)
Restricted	333,983	290,880
Unrestricted	(24,853)	(59,073)
Total net position	$ (1,805,240)	(1,855,210)

See accompanying notes to financial statements.

SAN JOAQUIN HILLS TRANSPORTATION CORRIDOR AGENCY

Statements of Revenue, Expenses, and Changes in Net Position

Years ended June 30, 2017 and 2016

(In thousands)

		2017	2016
Operating revenue:			
Tolls, fees, and fines	$	182,649	167,157
Development impact fees		5,339	8,491
Other revenue		1	285
Total operating revenue		187,989	175,933
Operating expenses:			
Toll compliance and customer service		9,888	5,752
Salaries and wages		4,117	3,187
Toll systems		1,019	1,041
Depreciation		2,220	1,918
Professional services		1,292	943
Insurance		643	708
Facilities rent		605	471
Toll facilities		192	189
Marketing		689	515
Other operating expenses		1,098	999
Total operating expenses		21,763	15,723
Operating income		166,226	160,210
Nonoperating revenue (expenses):			
Investment income		915	1,372
Adjustment of arbitrage rebate liability		142	(686)
Interest expense		(117,313)	(116,321)
Nonoperating expenses, net		(116,256)	(115,635)
Change in net position		49,970	44,575
Net position at beginning of year		(1,855,210)	(1,899,785)
Net position at end of year	$	(1,805,240)	(1,855,210)

See accompanying notes to financial statements.

SAN JOAQUIN HILLS TRANSPORTATION CORRIDOR AGENCY

Statements of Cash Flows

Years ended June 30, 2017 and 2016

(In thousands)

		2017	2016
Cash flows from operating activities:			
Cash received from toll road patrons	$	181,053	166,374
Cash received from development impact fees		5,336	8,540
Cash received from other revenue		1	285
Cash payments to suppliers		(14,417)	(10,402)
Cash payments to employees		(4,116)	(2,916)
Net cash provided by operating activities		167,857	161,881
Cash flows from capital and related financing activities:			
Cash payments for acquisition of capital assets		(1,911)	(758)
Cash payments for interest and principal		(90,488)	(107,716)
Net cash used in capital and related financing activities		(92,399)	(108,474)
Cash flows from investing activities:			
Cash receipts for interest and dividends		2,624	1,254
Cash receipts from the maturity and sale of investments		121,715	129,458
Cash payments for purchase of investments		(206,701)	(238,041)
Net cash used in investing activities		(82,362)	(107,329)
Net decrease in cash and cash equivalents		(6,904)	(53,922)
Cash and cash equivalents at beginning of year		51,531	105,453
Cash and cash equivalents at end of year (note 4)	$	44,627	51,531
Reconciliation of operating income to net cash provided by operating activities:			
Operating income	$	166,226	160,210
Adjustments to reconcile operating income to net cash provided by operating activities:			
Depreciation		2,220	1,918
Loss on disposition of capital assets		79	—
Changes in operating assets and liabilities:			
Accounts receivable		(176)	(342)
Fees receivable		(3)	49
Due from Foothill/Eastern Transportation Corridor Agency		(898)	(1,133)
Other assets		(63)	309
Accounts payable		993	(93)
Unearned revenue		(522)	692
Net pension liability		(114)	669
Deferred outflows of resources related to pensions		190	(433)
Deferred inflows of resources related to pensions		(109)	(92)
Employee compensated absences payable		34	127
Total adjustments		1,631	1,671
Net cash provided by operating activities	$	167,857	161,881

(Continued)

SAN JOAQUIN HILLS TRANSPORTATION CORRIDOR AGENCY

Statements of Cash Flows

Years ended June 30, 2017 and 2016

(In thousands)

		2017	2016
Noncash capital and related financing and investing activities:			
Amortization of bond premium recorded as reduction of interest expense	$	2,250	2,250
Amortization of deferred bond refunding costs		(5,623)	(5,623)
Interest expense recorded for accretion of bonds and note payable		(45,692)	(43,334)
Change in unrealized gain/loss on investments		(1,169)	572
Amortization of discount/premium on investments		(419)	(300)
Adjustment of arbitrage rebate liability		142	(686)

See accompanying notes to financial statements.

(1) Reporting Entity

In recognition of the regional transportation needs in the county of Orange (County), the California State Legislature enacted various amendments to the California Government Code to authorize the financing of bridges and major thoroughfares by joint powers agencies. Pursuant to such authorization, the San Joaquin Hills Transportation Corridor Agency (the Agency) was created in May 1986 by a joint exercise of powers agreement. Current members are the County and the cities of Aliso Viejo, Costa Mesa, Dana Point, Irvine, Laguna Hills, Laguna Niguel, Laguna Woods, Mission Viejo, Newport Beach, San Clemente, San Juan Capistrano, and Santa Ana (collectively, the member agencies). The purpose of the Agency is to plan, design, construct, finance, administer funds for, and operate the San Joaquin Hills Transportation Corridor. The Agency is governed by a board of directors comprising representatives from the member agencies. The Agency has the power to, among other things, incur debt and establish and collect tolls.

The financial statements comprise the activities of the Agency. There are no other organizations for which the Agency is financially accountable or for which it is fiscally responsible. The Agency and the Foothill/Eastern Transportation Corridor Agency (F/ETCA) are under common management and together are called the Transportation Corridor Agencies. However, each Agency has an independent governing board.

(2) Summary of Significant Accounting Policies

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

(a) Basis of Presentation

The Agency records revenue in part from fees and other charges for services to external users and, accordingly, has chosen to present its financial statements using the reporting model for special-purpose governments engaged in business-type activities. This model allows all financial information for the Agency to be reported in a single column in each of the accompanying financial statements.

The Agency distinguishes operating revenue and expenses from nonoperating items in the preparation of its financial statements. Operating revenue and expenses generally result from the collection of tolls, fees, and fines on the corridor. The Agency's operating expenses include depreciation, materials, services, and other expenses related to the operation of the corridor. All revenue and expenses not meeting this definition are reported as nonoperating revenue and expenses.

(b) Basis of Accounting

The financial statements are prepared using the accrual basis of accounting. Revenue is recognized when earned, and expenses are recognized when incurred.

Restricted resources are used in accordance with the Agency's master indentures of trust. Unrestricted resources are used at the Agency's discretion. When both restricted and unrestricted resources are available for use, it is the Agency's policy to determine on a case-by-case basis when to use restricted or unrestricted resources.

(Continued)

(c) Budget

Fiscal year budgets are prepared by the Agency's staff for estimated revenue and expenses. The board of directors adopts the annual budget at the June board meeting for the fiscal year commencing the following July. The approval of the budget requires the consent of at least two-thirds of the board members. No expenditures in excess of the total budget for each board-designated category are made without the approval of at least two-thirds of the board members, at which time a revised and amended budget is required to be submitted to the board of directors. All budgets are adopted on a basis consistent with U.S. GAAP. All budget appropriations lapse at year-end. Any budgeted expenses not incurred by each year-end must be reappropriated in the next fiscal year.

(d) Cash and Cash Equivalents

Cash and cash equivalents generally consist of cash on hand, demand deposits, and short-term investments with original maturities of three months or less from the date of acquisition.

(e) Investments

Investments, except for money market funds, are stated at fair value on a recurring basis. Money market funds with maturities of one year or less are recorded at amortized cost.

The Agency classifies investments as current or noncurrent based on how readily the investment is expected to be converted to cash and whether any restrictions limit the Agency's ability to use the resources.

(f) Receivables

Receivables include amounts due from member agencies for development impact fees collected on behalf of the Agency, credit card receivables, interoperable receivables due from other California toll agencies, receivables from patrons for violations and tolls, and interest.

(g) Capital Assets

Capital assets include environmental mitigation sites, easements, the corridor operations facility, transponders, toll and violations collection equipment, buildings, changeable message signs, vehicles, and furniture. Capital assets are defined by the Agency as assets with an initial individual cost of more than five thousand dollars, with the exception of transponders that are valued in total, and an estimated useful life in excess of one year. The cost of capital assets includes ancillary charges necessary to place the assets into their intended location and condition for use.

As described further in note 5, the San Joaquin Hills Transportation Corridor and the related purchases of rights of way, for which title vests with the California Department of Transportation (Caltrans), are not included as capital assets because the Agency does not have title to these assets. The costs of normal maintenance and repairs and mitigation that do not add value to the assets or materially extend asset lives are not capitalized.

(Continued)

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

Asset type	Useful life
Buildings	20–30 Years
Changeable message signs	15 Years
Toll revenue equipment	5 Years
Vehicles	5 Years
Leasehold improvements, other equipment, and furniture	5–10 Years

Assets determined to be impaired are recorded at the lower of cost or estimated net realizable value.

(h) Unearned Revenue

Unearned revenue represents prepaid tolls collected from patrons, including those using FasTrak®, an electronic toll collection system.

(i) Unamortized Deferral of Bond Refunding Costs

Deferred bond refunding costs represent certain costs related to the issuance of bonds. These costs have been recorded as deferred outflows of resources, and are being amortized over the remaining period during which the refunded bonds were scheduled to be repaid, as more fully detailed in note 6.

(j) Pension Plan

Qualified permanent employees of the Agency participate in a cost-sharing, multiple-employer defined benefit pension plan administered by the Orange County Employees Retirement System (OCERS). For purposes of measuring the Agency's net pension liability, deferred outflows/inflows of resources related to pensions, and pension expense, information about the fiduciary net position of the plan and additions to/deductions from the plan's fiduciary net position have been determined on the same basis as they are reported by OCERS. For this purpose, plan contributions are recognized when they are due and payable in accordance with plan terms. Investments are reported at fair value.

(k) Revenue Recognition

Toll revenue is recognized at the time each vehicle passes through the toll plaza. Development impact fees are earned when permits are issued and funds are collected by the member agencies. Other revenue is recognized when earned.

(l) Allocation of Common Costs

Expenses directly related entirely to the Agency are charged to the Agency, and those incurred on behalf of both the Agency and F/ETCA are allocated between the two agencies based on the estimated benefit to each. In addition, the Agency has amounts due from F/ETCA related to F/ETCA customers who incur tolls on the Agency's corridor and has amounts due to F/ETCA related to the Agency's customers who incur tolls on state routes 241, 261, and 133 and other expenses. At June 30, 2017 and 2016, the Agency had net receivables due from F/ETCA of $8,475 and $7,577, respectively.

(m) Net Position

The Agency's net position is classified within the following categories:

Net investment in capital assets: Represents the Agency's capital assets, net of accumulated depreciation and unamortized bond refunding costs, reduced by the outstanding principal balances of debt attributable to the acquisition, construction, and improvement of those assets.

Restricted: Represents the Agency's assets subject to externally imposed conditions, related primarily to restricted bond proceeds and certain revenue collected, net of related liabilities.

Unrestricted: Represents the remainder of the Agency's net position not included in the categories above.

(n) Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of certain assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

(o) Reclassifications

Certain amounts reported in the prior period have been reclassified to conform to the current period presentation. The changes were primarily related to the reclassification of a note payable from net investment in capital assets to unrestricted net position. There was no impact on total net position on the statement of financial position.

(In thousands)

(3) Development Impact Fees

The sources of development impact fees for the years ended June 30, 2017 and 2016 were as follows:

		2017	2016
City of Irvine	$	2,475	5,512
City of Aliso Viejo		1,377	10
City of San Juan Capistrano		392	252
City of Newport Beach		330	217
City of San Clemente		313	493
County of Orange		279	250
City of Dana Point		126	179
City of Santa Ana		22	37
City of Laguna Niguel		16	820
City of Costa Mesa		6	721
City of Laguna Hills		3	—
	$	5,339	8,491

(4) Cash and Investments

Cash and investments as of June 30, 2017 and 2016 are classified in the accompanying financial statements as follows:

		2017	2016
Current cash and investments	$	28,224	40,614
Noncurrent cash and investments		68,472	21,889
Current restricted cash and investments		55,252	63,471
Noncurrent restricted cash and investments		310,073	260,080
	$	462,021	386,054

(In thousands)

Cash and investments as of June 30, 2017 consist of the following:

		Cash and cash equivalents	Investments	Total
Deposit accounts	$	996	—	996
Money market funds		26,950	—	26,950
Commercial paper		999	2,977	3,976
Certificates of deposit		—	3,000	3,000
U.S. Treasury securities		15,682	5,688	21,370
Federal agency, U.S. government-sponsored enterprise, and supranational notes		—	53,962	53,962
Corporate notes		—	28,218	28,218
Investments held with trustee per debt agreements:				
Commercial paper		—	285	285
U.S. Treasury securities		—	262,607	262,607
Federal agency, U.S. government-sponsored enterprise, and supranational notes		—	39,090	39,090
Corporate notes		—	21,567	21,567
Total	$	44,627	417,394	462,021

(In thousands)

Cash and investments as of June 30, 2016 consist of the following:

		Cash and cash equivalents	Investments	Total
Cash on hand	$	1	—	1
Deposit accounts		774	—	774
Money market funds		22,547	—	22,547
Commercial paper		2,499	5,395	7,894
U.S. Treasury securities		—	13,767	13,767
Federal agency, U.S. government-sponsored enterprise, and supranational notes		—	19,991	19,991
Corporate notes		—	17,569	17,569
Investments held with trustee per debt agreements:				
Commercial paper		—	399	399
U.S. Treasury securities		25,710	224,650	250,360
Federal agency and U.S. government-sponsored enterprise notes and bonds		—	42,819	42,819
Corporate notes		—	9,933	9,933
Total	$	51,531	334,523	386,054

(a) Cash Deposits

Custodial Credit Risk Related to Cash Deposits

Custodial credit risk for deposits is the risk that, in the event of failure of a depository financial institution, the Agency will not be able to recover its deposits or will not be able to recover collateral securities that are in possession of an outside party.

At June 30, 2017 and 2016, the carrying amounts of the Agency's cash deposits were $996 and $774, and the corresponding aggregate bank balances were $1,770 and $791, respectively. The differences of $774 and $17 were principally due to outstanding checks and deposits in transit. The Agency's custodial credit risk is mitigated in that the full amounts of the bank balances outlined above were insured by federal depository insurance or collateralized in accordance with Section 53652 of the California Government Code with securities held by the pledging financial institution in the Agency's name.

(b) Investments

(i) *Credit Risk and Concentration of Credit Risk*

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. Concentration of credit risk is the risk of loss attributed to the magnitude of an investment in a single issuer. The Agency mitigates these risks by holding a diversified portfolio of high-quality investments. The Agency's investment policy sets specific parameters by type of investment for credit quality, maximum maturity, and maximum percentage investment. Both the policy and the Agency's debt agreements generally require that all securities must be issued by companies with a long-term debt rating of at least "A" by two of the Nationally Recognized Statistical Rating Organizations (NRSRO) or at least "AA" by one NRSRO. The policy also indicates specific rating requirements for certain types of investments. Further, there are percentage limitations on the purchase of specific types of securities, based on the purchase price of the security as compared to the market value of the total portfolio at the time of purchase. However, the policy does not require sales of individual securities due to subsequent changes in market value that cause their values to exceed the prescribed maximum percentages of the portfolio.

The table below identifies the types of investments that are authorized by the Agency's investment policy and certain provisions of the Agency's policy that address interest rate risk and concentration of credit risk. This table does not address investments of debt proceeds held by the bond trustee, which are governed by the provisions of the Agency's debt agreements rather than by the Agency's investment policy.

Authorized investment type	Maximum maturity	Maximum percentage of portfolio*	Maximum percentage investment in one issuer	Specific rating requirement
U.S. Treasury bills, notes, and bonds	5 Years	100	100	N/A
Federal agency and U.S. government-sponsored enterprise notes and bonds	5 Years	100	35	N/A
Federal agency mortgage-backed securities	5 Years	20	15	Second highest ratings category by an NRSRO
Supranational agency notes and bonds	5 Years	30	5	Second highest ratings category by an NRSRO

(In thousands)

Authorized investment type		Maximum maturity	Maximum percentage of portfolio*	Maximum percentage investment in one issuer	Specific rating requirement
Certificates of deposit	**	5 Years	100	5	Long-term debt rating in one of highest ratings categories by two NRSROs
Certificates of deposit account registry service		5 Years	30	5	Long-term debt rating in one of highest ratings categories by two NRSROs
Negotiable certificates of deposit		5 Years	30	5	Long-term debt rating in one of highest ratings categories by two NRSROs
Banker's acceptances		180 Days	30	5	Drawn on and accepted by a bank that carries the highest short-term ratings category by one NRSRO
Commercial paper		270 Days	25	Lesser of 5% of portfolio or 10% of outstanding paper of issuer	Highest short-term rating by an NRSRO
Repurchase agreements		90 Days	25	5	N/A
Medium-term maturity corporate notes		5 Years	30	5	Long-term debt rating in one of highest ratings categories by two NRSROs

Authorized investment type	Maximum maturity	Maximum percentage of portfolio*	Maximum percentage investment in one issuer	Specific rating requirement
State of California Local Agency Investment Fund	N/A	$65 million or 15% of portfolio	5	N/A
County or local agency investment pools	N/A	15	5	N/A
Shares in a California common law trust	N/A	20	5	Highest rating category by an NRSRO
Asset-backed securities	5 Years	20	5	Highest rating by one NRSRO; issuer must also have one of the three highest ratings from two NRSROs
Money market mutual funds	N/A	20	5	Highest applicable rating by two NRSROs
Bonds or notes issued by the State of California, any local agency in the state, or any other state	5 Years	30	5	One of the three highest rating categories by at least two NRSROs

* Excluding amount held by trustee, which are subject to the provisions of the bond indentures.

** The full amounts of principal and accrued interest must be insured by the Federal Deposit Insurance Corporation (FDIC) or the National Credit Union Administration (NCUA).

The investment of debt proceeds and toll revenue held by the Agency's bond trustee is governed by provisions of the debt agreements, rather than by the general provisions of the California Government Code or the Agency's investment policy. The following table identifies the investment types that are authorized for these funds, and if applicable, the specific rating requirements.

Investments authorized by debt agreements	Specific rating requirement
U.S. government obligations	N/A
U.S. federal agency debt instruments	N/A
State and local government debt securities	One of the two highest rating categories by Moody's and S&P, and if rated by Fitch, in one of the two highest rating categories
Certificates of deposit, savings accounts, deposit accounts, or money market deposits insured by the Federal Deposit Insurance Corporation	N/A
Certificates of deposit collateralized by U.S. government or federal agency obligations	N/A
Federal funds or bankers' acceptances	Prime-1 or A3 or better by Moody's, A-1 or A or better by S&P and, if rated by Fitch, F-1 or A or better
Commercial paper	Prime-1 or better by Moody's and A-1 or better by S&P and, if rated by Fitch, F-1 or better
Repurchase agreements with terms up to 30 days, secured by U.S. government or federal agency obligations	A or better by both Moody's and S&P and, if rated by Fitch, A or better
Medium-term corporate notes with maximum maturity of five years	One of the three highest applicable rating categories, or approved in writing, by S&P, and, if rated by Fitch, one of the three highest applicable rating categories

Investments authorized by debt agreements	Specific rating requirement
Money market mutual funds	AAAm-G, AAA-m, or AA-m by S&P and, if rated by Moody's, Aaa, Aa1, or Aa2 and, if rated by Fitch, AAA or AA
Investment agreements	* N/A

* Investments may be allowed if the Agency certifies to the trustee that the investment was approved in writing by each rating agency, which has assigned a rating to the Agency's bonds, and by the Agency's bond insurer.

At June 30, 2017 and 2016, all of the Agency's investments were rated at or above the minimum levels required by its investment policy and its debt agreements, as shown below:

Investment type	June 30, 2017		June 30, 2016	
	S&P	Moody's	S&P	Moody's
U.S. Treasury bills and notes	AA+	Aaa	AA+	Aaa
U.S. Treasury State and Local Government Series (SLGS)	AA+	Aaa	AA+	Aaa
Federal agency, U.S. government-sponsored enterprise and supranational notes*	AA+/AAA	Aaa	AA+/A-1+	Aaa/ P-1
Money market funds	AAAm	Aaa -mf	AAAm	Aaa-mf
Commercial paper:				
Bank of Tokyo-Mitsubishi UFJ Ltd	A-1	P-1	A-1	P-1
General Electric Capital	A-1+	P-1		
Rabobank Nederland NV	—	—	A-1	P-1
Toyota Motor Corp	A-1+	P-1	A-1+	P-1
Praxair	—	—	A-1	P-1
Certificates of Deposit:				
Toronto Dominion Holdings	A-1+	P-1	—	—

Investment type	June 30, 2017 S&P	June 30, 2017 Moody's	June 30, 2016 S&P	June 30, 2016 Moody's
Corporate notes – medium term:				
Apple Inc.	AA+	Aa1	AA+	Aa1
Berkshire Hathaway Inc.	AA	Aa2	AA	Aa2
Charles Schwab Corporation	A	A2	A	A2
Chevron Texaco Corporation	AA-	Aa2	AA-	Aa2
Cisco Systems	AA-	A1	—	—
Coca-Cola Company	—	—	AA-	Aa3
Deere & Company	A	A2	A	A2
Exxon Mobil Corp	AA+	Aaa	AA+	Aaa
General Electric Company	AA-	A1	AA+	A1
Honda Motor Corporation	A+	A1	A+	A1
IBM Corporation	A+	A1	AA-	Aa3
Intel Corporation	A+	A1	A+	A1
JP Morgan Chase & Company	A-	A3	A-	A3
Oracle Corporation	AA-	A1	AA-	A1
Paccar Financial	A+	A1	—	—
Pepsico Inc.	A+	A1	A	A1
Pfizer Inc.	AA	A1	—	—
Qualcomm Inc.	A	A1	—	—
Toyota Motor Corp	AA-	Aa3	AA-	Aa3
U.S. Bancorp	A+	A1	A+	A1
Visa Inc.	A+	A1	A+	A1
Walt Disney Company	A+	A2	—	—
Wells Fargo Corporation	A	A2	A	A2

* Ratings are indicated to the extent possible. However, in some instances, discounted federal agency bonds are not rated.

(ii) *Custodial Credit Risk*

Custodial credit risk for investments is the risk that the Agency will not be able to recover the value of investment securities that are in the possession of an outside party. All securities owned by the Agency are deposited in the Agency's trustee bank with the exception of a money market account that is deposited in the Agency's primary bank. Securities are not held in broker accounts.

(iii) *Interest Rate Risk*

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. The Agency mitigates this risk by matching maturity dates, to the extent possible, with the Agency's expected cash flow.

(In thousands)

A summary of the Agency's investments held at June 30, 2017 that are governed by the Agency's investment policy and its bond agreements, including money market funds of $26,950, commercial paper of $999, and U.S. Treasury securities of $15,682 that are considered cash equivalents, is as follows:

		Remaining maturity (In years)			
Investment type	Fair value	Less than one	One to two	Two to five	More than five
U.S. Treasury SLGS	$ 192,237	—	—	—	192,237
Other U.S. Treasury securities	91,740	48,369	1,991	30,208	11,172
Federal agency, U.S. government-sponsored enterprise, and supranational notes	93,052	17,883	16,066	59,103	—
Corporate notes	49,785	13,466	14,699	21,620	—
Money market funds	26,950	26,950	—	—	—
Commercial paper	4,261	4,261	—	—	—
Certificates of deposit	3,000	3,000	—	—	—
Total	$ 461,025	113,929	32,756	110,931	203,409

At June 30, 2017, with the exception of investments issued or explicitly guaranteed by the U.S. government and money market mutual funds, there were no investments in any issuers that accounted for 5% or more of the Agency's total investments.

A summary of the Agency's investments held at June 30, 2016 that are governed by the Agency's investment policy and its bond agreements, including money market funds of $22,547, commercial paper of $2,499, and federal agency securities of $25,710 that are considered cash equivalents, is as follows:

		Remaining maturity (In years)			
Investment type	Fair value	Less than one	One to two	Two to five	More than five
U.S. Treasury SLGS	$ 178,358	—	—	—	178,358
Other U.S. Treasury securities	85,769	62,702	12,968	1,684	8,415
Federal agency, U.S. government-sponsored enterprise, and supranational notes	62,810	35,974	16,204	10,632	—
Corporate notes	27,502	3,409	11,840	12,253	—
Money market funds	22,547	22,547	—	—	—
Commercial paper	8,293	8,293	—	—	—
Total	$ 385,279	132,925	41,012	24,569	186,773

At June 30, 2016, with the exception of investments issued or explicitly guaranteed by the U.S. government and money market mutual funds, there were no investments in any issuers that accounted for 5% or more of the Agency's total investments except for the following: Federal Home Loan Bank and Federal Home Loan Mortgage Corporation. Investments in these issuers represented 6% and 5%, respectively, of the Agency's total investments, as permitted by the Agency's investment policy and the applicable bond indentures.

(iv) Fair Value Measurements

Because investing is not a core part of the Agency's mission, the Agency has determined that the disclosures related to these investments only need to be disaggregated by major type and has chosen a tabular format for disclosing the levels within the fair value hierarchy established by U.S. GAAP. The hierarchy is based on the valuation inputs used to measure the fair value of the asset, as follows:

- Level 1 inputs are quoted prices in active markets for identical assets.
- Level 2 inputs are significant other observable inputs.
- Level 3 inputs are significant unobservable inputs.

Debt securities classified as Level 2 in the fair value hierarchy are valued using a matrix pricing technique. Matrix pricing is used to value securities based on the securities' relationship to benchmark quoted prices. Commercial paper is valued based on quoted prices in active markets of similar securities.

(In thousands)

At June 30, 2017 and 2016, the Agency had the following fair value measurements:

	June 30, 2017			
Investment type	Fair value	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
U.S. Treasury SLGS	$ 192,237	—	192,237	—
Other U.S. Treasury securities	91,740	—	91,740	—
Federal agency, U.S. government-sponsored enterprise, and supranational notes	93,052	—	93,052	—
Corporate notes	49,785	—	49,785	—
Commercial paper	4,261	—	4,261	—
Certificates of deposit	3,000	—	3,000	—
	$ 434,075	—	434,075	—

Money market funds in the amount of $26,950 are excluded from the table above because they are reported at amortized cost.

(In thousands)

		June 30, 2016		
Investment type	Fair value	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
U.S. Treasury SLGS	$ 178,358	—	178,358	—
Other U.S. Treasury securities	85,769	—	85,769	—
Federal agency, U.S. government-sponsored enterprise, and supranational notes	62,810	—	62,810	—
Corporate notes	27,502	—	27,502	—
Commercial paper	8,293	—	8,293	—
	$ 362,732	—	362,732	—

Money market funds in the amount of $22,547 are excluded from the table above because they are reported at amortized cost.

(5) Capital Assets

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

	Balance at beginning of year	Additions	Transfers/ deletions	Balance at end of year
Right-of-way acquisitions, grading, or improvements	$ 119	—	—	119
Furniture and equipment	13,923	1,911	(606)	15,228
	14,042	1,911	(606)	15,347
Accumulated depreciation	(8,576)	(2,220)	527	(10,269)
	$ 5,466	(309)	(79)	5,078

(In thousands)

Capital assets activity for the year ended June 30, 2016 was as follows:

		Balance at beginning of year	Additions	Transfers/ deletions	Balance at end of year
Right-of-way acquisitions, grading, or improvements	$	119	—	—	119
Furniture and equipment		13,270	962	(309)	13,923
		13,389	962	(309)	14,042
Accumulated depreciation		(6,967)	(1,918)	309	(8,576)
	$	6,422	(956)	—	5,466

Right-of-way acquisitions, grading, and improvements include easements and environmental mitigation parcels. Furniture and equipment include transponders, toll and violations collection equipment, buildings, vehicles, and leasehold improvements.

Transfer of Ownership

Ownership of the San Joaquin Hills Transportation Corridor construction, rights-of-way, grading, and improvements were transferred to Caltrans during the year ended June 30, 1997, upon satisfaction of all conditions contained within the Cooperative Agreement between the Agency and Caltrans. The Agency incurs additional costs for improvements and enhancements to the thoroughfares previously transferred to Caltrans. These improvements and enhancements are covered by separate project-specific cooperative agreements with Caltrans and are transferred to Caltrans and recognized as contribution expense.

(Continued)

(In thousands)

(6) Long-Term Obligations

The following is a summary of changes in long-term obligations during the year ended June 30, 2017:

	Balance at beginning of year	Additions/ accretions	Reductions	Balance at end of year	Due within one year
Series 2014 current interest toll road refunding revenue bonds:					
Senior lien bonds	$ 1,065,140	—	(17,835)	1,047,305	—
Junior lien bonds	293,910	—	—	293,910	—
Series 1997A toll road refunding revenue bonds:					
Restructured convertible capital appreciation bonds	571,249	34,650	—	605,899	—
Capital appreciation bonds	190,042	10,742	(3,965)	196,819	3,632
Subtotal	2,120,341	45,392	(21,800)	2,143,933	$ 3,632
Plus unamortized premium on 2014 bonds	74,597	—	(2,250)	72,347	
Total bonds payable	2,194,938	45,392	(24,050)	2,216,280	
Note payable to F/ETCA	120,495	300	—	120,795	
Total long-term obligations	$ 2,315,433	45,692	(24,050)	2,337,075	

(In thousands)

Following is a summary of changes in long-term obligations during the year ended June 30, 2016:

		Balance at beginning of year	Additions/ accretions	Reductions	Balance at end of year		Due within one year
Series 2014 current interest toll road refunding revenue bonds:							
Senior lien bonds	$	1,098,850	—	(33,710)	1,065,140		17,835
Junior lien bonds		293,910	—	—	293,910		—
Series 1997A toll road refunding revenue bonds:							
Restructured convertible capital appreciation bonds		538,574	32,675	—	571,249		—
Capital appreciation bonds		183,318	10,359	(3,635)	190,042		3,851
Subtotal		2,114,652	43,034	(37,345)	2,120,341	$	21,686
Plus unamortized premium on 2014 bonds		76,847	—	(2,250)	74,597		
Total bonds payable		2,191,499	43,034	(39,595)	2,194,938		
Note payable to F/ETCA		120,195	300	—	120,495		
Total long-term obligations	$	2,311,694	43,334	(39,595)	2,315,433		

(a) Toll Road Revenue Bonds

In October 1997, the Agency issued convertible capital appreciation bonds and capital appreciation bonds. In May 2011, bondholders consented to amending the master indentures and approved a supplemental indenture to amend certain terms of $430 million of the convertible capital appreciation bonds (Restructured Bonds) that had maturity dates in 2018, 2020, 2022, 2023, and 2024. The primary change in terms for these bonds was to extend the originally scheduled maturity dates to 2037, 2038, 2040, 2041, and 2042, respectively. The Restructured Bonds ceased to bear interest on July 15, 2011 and a 10-year accretion period through July 15, 2021 began during which interest on the bonds was scheduled to accrue at the same rates, ranging from 5.65% to 5.75% compounded semiannually, as had applied prior to the amendment. Commencing January 15, 2022, interest on the accreted value of the bonds was scheduled to be payable semiannually. The bonds were scheduled to mature in annual installments from January 15, 2037 to 2042, subject to early redemption from mandatory sinking fund payments beginning January 15, 2037 by payment of accrued interest and principal with no premium. In connection with the 2014 transaction described below, the terms of the Restructured Bonds were amended to provide for interest rates that range from 5.90% to 6.00%; adjusted maturity dates that range from January 15, 2038 to 2046; and an increase of $12,400, in the aggregate maturity value, to $768,700.

In November 2014, the Agency issued $1,098,850 of Series 2014 Senior Lien Current Interest Toll Road Refunding Revenue Bonds (2014 Senior Bonds) and $293,910 of Junior Lien Current Interest Toll Road Refunding Revenue Bonds (2014 Junior Bonds) (collectively, the 2014 Bonds); the proceeds of the issuance were used to refund the certain outstanding bonds. The reacquisition price of the refunded bonds exceeded their net carrying amount by $111,826; this amount is considered a deferred loss for accounting purposes, and is being amortized through 2036, the remaining period during which the refunded bonds were scheduled to be repaid. The 2014 Bonds were issued at a premium of $78,347, which is being amortized over the life of the bonds.

The 2014 Senior Bonds are scheduled to mature in installments through January 2050, and interest is payable semiannually at 5.00%. The 2014 Junior Bonds are scheduled to mature in installments from January 2037 through January 2049, and interest is payable semiannually at 5.25%. The 2014 Senior Bonds are scheduled to mature after 2028, and the 2014 Junior Bonds are subject to early redemption on or after January 15, 2025, at the option of the Agency, by payment of principal and accrued interest.

The 1997 convertible capital appreciation bonds not amended by the supplemental indenture accrued interest at rates ranging from 5.60% to 5.75% compounded semiannually, through January 15, 2007. Interest is payable semiannually based on accreted value of the bonds on that date. The remaining outstanding bonds are scheduled to mature in installments through 2021, but are subject to early redemption, at the option of the Agency, beginning January 15, 2014, by payment of accrued interest, principal, and a premium of up to 2.00%.

The remaining outstanding balance of the 1997 capital appreciation bonds accrues interest at rates ranging from 4.20% to 5.67% compounded semiannually. The bonds mature in annual installments through January 15, 2036.

A portion of the Series 1997 bonds was used to purchase U.S. government securities, which were placed in an irrevocable escrow fund to be used for the debt service payments related to the refunded portion of the 1993 bonds. As of June 30, 2017 and 2016, the amounts of the refunded bonds outstanding, which were previously eliminated from the financial statements as a result of the refunding, are $874,116 and $879,321, respectively.

Included in principal at June 30, 2017 and 2016 are $479,422 and $436,585, respectively, related to accreted principal on convertible capital appreciation bonds and capital appreciation bonds.

(b) Debt Compliance

The Agency is subject to debt service coverage ratio requirements of 1.3x for its Senior Lien Bonds and 1.1x for the Junior Lien Bonds.

The master indentures of trust require the trustee to hold the bond proceeds, toll revenue, and any other proceeds included in pledged funds for debt service. These funds are included in restricted cash and investments.

(c) Note Payable to F/ETCA

On November 10, 2005, the Agency's board of directors and the board of directors of F/ETCA entered into a Mitigation Payment and Loan Agreement (the Agreement). The terms of the Agreement called for F/ETCA to make payments to the Agency totaling $120,000 over four years to mitigate for the anticipated loss of revenue due to the construction of the 241 to I-5 connection project. All scheduled payments totaling $120,000 were made by F/ETCA as of June 2009. In addition, F/ETCA committed to provide loans, subject to the terms of the Agreement, on an as-needed basis, up to $1,040,000 to assist the Agency in achieving its debt service coverage ratio. However, no amounts were borrowed.

The Agreement was designed to meet the near term needs of each agency while preserving the flexibility to continue to pursue alternatives. The Agreement provided that F/ETCA loans would be made only to the extent that surplus revenue was available and all findings and determinations required by law were met, including California Government Code Section 66484.3, paragraph (f), which required that the following findings must be met before F/ETCA could make a loan: 1) F/ETCA will benefit mutually financially by sharing and/or loaning revenue with the Agency, 2) F/ETCA possesses adequate financial resources to fund all costs of construction of existing and future projects that it plans to undertake prior to the final maturity of the loan, and 3) funding the loan will not materially impair F/ETCA's financial condition or operations during the term of the loan. The Agency's obligation to repay the loans was, in turn, secured by and payable only from its toll stabilization and surplus revenue funds. The Agreement also stipulated that F/ETCA would not be obligated to make loans to the Agency prior to securing the necessary funds for constructing the 241 to I-5 connection project unless F/ETCA has determined that it would not build the project. If the commencement and diligent pursuit of the construction of the 241 to I-5 connection project did not occur by June 30, 2015, the mitigation payments would be added to the principal amount of the loan.

On August 14, 2014, the Agency's board of directors and the board of directors of F/ETCA approved an agreement that provided for termination of the Agreement concurrently with the closing of the refinance transaction described above in note 6(a). The termination agreement also provided for the Agency to pay $120,000 to F/ETCA, in annual installments beginning January 15, 2025 equal to 50% of the Agency's surplus funds as defined in the agreement. Interest accrual based on the average annual yield of the State of California Pooled Money Investment Account commenced upon closing of the transaction, and interest is payable annually beginning January 15, 2025.

(In thousands)

(d) Scheduled Debt Service

The following is a summary of the annual debt service requirements by fiscal year for the Agency's long-term debt obligations, exclusive of the note payable to F/ETCA and related interest, as of June 30, 2017:

		Principal	Interest[1]	Junior lien interest[1]	Total
2018	$	3,632	52,473	15,430	71,535
2019		3,849	52,701	15,430	71,980
2020		957	52,508	15,430	68,895
2021		10,203	54,548	15,430	80,181
2022		6,183	54,128	15,430	75,741
2023–2027		137,982	557,349	77,151	772,482
2028–2032		129,165	521,584	77,151	727,900
2033–2037		244,729	499,437	77,051	821,217
2038–2042		427,968	420,712	66,277	914,957
2043–2047		691,105	203,789	35,620	930,514
2048–2050		488,160	32,437	3,461	524,058
	$	2,143,933	2,501,666	413,861	5,059,460

[1] Includes payments scheduled on January 1 and January 15 of the indicated fiscal year and July 1 and July 15 of the following fiscal year to coincide with the annual debt service calculations used for covenant compliance purposes

(7) Commitments and Contingencies

(a) Toll Collection and Revenue Management System Agreements

The Agency and F/ETCA have entered into agreements with various contractors for various services, including toll collection systems operation and maintenance. The agreements expire on various dates through June 30, 2025 and are generally cancelable by the Agency, without further obligation, with advance written notice.

(b) Corridor Operations Facility Lease

In January 2000, the Agency relocated to the corridor operations facility and signed an operating lease agreement with F/ETCA. Lease payments are based on the estimated fair market rental value and are adjusted annually. The Agency incurred lease expense for the years ended June 30, 2017 and 2016 of $605 and $471, respectively. The Agency's commitment for the year ending June 30, 2018 is $671

(c) Commitment

The Agency has agreed with Caltrans to provide a maintenance facility for State Route 73. As of June 30, 2017, the Agency has earmarked approximately $8 million for this project.

(d) Litigation

The Agency is a defendant in various legal actions. Management believes that the ultimate resolution of these actions will not have a significant effect on the Agency's financial position or results of operations.

(e) Risk Management

The Agency maintains insurance coverage for various risks, including, but not limited to, property, liability, earthquake, and flood coverage. Coverage is purchased in accordance with the Agency's master indentures of trust, as applicable.

(8) Employees' Retirement Plans

Defined Benefit Plan – Qualified permanent employees of the Agency participate in a cost-sharing multiple-employer defined benefit pension plan (the Plan) administered by OCERS, a public employee retirement system established in 1945. The Plan is subject to the provisions of the County Employees Retirement Law of 1937 (California Government Code Section 31450 et. seq.), the California Public Employees' Pension Reform Act of 2013 (Government Code Section 7522 et. seq.), and other applicable statutes.

(a) Benefits

The Plan provides retirement, disability, and death benefits to eligible plan members and their beneficiaries. Monthly retirement benefits are determined by benefit formulas that depend upon the classification of employees, the date of entering membership in OCERS or a reciprocal plan, retirement age, years of service, and final average compensation. The Agency's members hired prior to January 1, 2013 are subject to a benefit formula of 2.0% of final average compensation per year of service, based upon retirement at age 55. Members hired on or after January 1, 2013 are subject to a benefit formula of 2.5% at 67.

Amounts payable for retired members are subject to annual cost-of-living adjustments based upon changes in the Consumer Price Index for the prior calendar year. Adjustments are limited to a maximum increase or decrease of 3% per year.

(b) Contributions

Employer and employee contribution requirements are determined as percentages of covered payroll amounts and vary based upon the age of each employee at the date of entering membership in OCERS or a reciprocal plan. Employer contribution rates are determined using the entry age normal actuarial cost method based upon a level percentage of payroll. Employer contribution rates ranged from 11.79% to 62.66% for the year ended December 31, 2016, and from 21.08% to 56.35% for the year ended December 31, 2015. Employee contributions are established by the OCERS Board of Retirement and guided by applicable state statutes. Employee contribution rates ranged from 8.73% to 16.50% for the year ended December 31, 2016, and from 9.08% to 15.63% for the year ended December 31, 2015. The contributions from the Agency recognized by the Plan, measured as the total amounts of additions to the plan's fiduciary net position for the years ended December 31, 2016 and 2015, were $670 and $467, respectively, and equaled 100% of the required contributions, and represented 26.60% and 23.30% of the Agency's covered payroll, respectively.

(In thousands)

(c) *Pension Liabilities, Pension Expense, and Deferred Outflows/Inflows of Resources*

For purposes of reporting under GASB Statement No. 68, Accounting and Financial Reporting for Pensions, OCERS arranged for determination of the Plan's collective net pension liability; deferred outflows and inflows of resources related to pensions; and pension expense, as well as the proportionate share of each amount applicable to the Plan's participating employers, using measurement dates of December 31, 2016 and 2015, with respective actuarial valuations as of December 31, 2015 and 2014 and standard procedures to roll forward to the respective measurement dates that correspond with the Agency's reporting dates of June 30, 2017 and 2016. The proportionate shares of these amounts attributable to the Transportation Corridor Agencies have been determined by OCERS's actuary based upon actual employer contributions within each rate group and further allocated between the Agency and F/ETCA on the basis of their respective shares of covered payroll to determine the amounts reportable by the Agency, as indicated below:

		June 30	
		2017	2016
Collective net pension liability – OCERS	$	5,191,217	5,716,605
Proportionate share attributable to Transportation Corridor Agencies		12,423	12,713
Share allocable to the San Joaquin Hills Transportation Corridor Agency		3,681	3,795
Agency's proportion (percentage) of the collective net pension liability		0.07%	0.07%
Collective deferred outflows of resources – OCERS	$	570,539	989,475
Proportionate share attributable to Transportation Corridor Agencies		1,133	1,824
Share allocable to the San Joaquin Hills Transportation Corridor Agency		316	587
Collective deferred inflows of resources – OCERS	$	756,043	614,039
Proportionate share attributable to Transportation Corridor Agencies		886	1,165
Share allocable to the San Joaquin Hills Transportation Corridor Agency		231	340
Collective pension expense – OCERS	$	600,371	669,600
Proportionate share attributable to Transportation Corridor Agencies		2,032	1,796
Share allocable to the San Joaquin Hills Transportation Corridor Agency		797	592

(In thousands)

The Agency's deferred outflows of resources related to pensions as of June 30, 2017 and 2016 are attributable to the following:

		2017	2016
Net difference between projected and actual earnings on pension plan investments	$	260	572
Differences between expected and actual experience		56	15
Contributions to the plan subsequent to the measurement date of the collective net pension liability		302	221
Total deferred outflows related to pensions	$	618	808

The Agency's deferred inflows of resources related to pensions as of June 30, 2017 and 2016 are attributable to the following:

		2017	2016
Differences between expected and actual experience	$	101	149
Changes of assumptions or other inputs		130	191
Total deferred inflows related to pensions	$	231	340

The amount of $302, representing as of June 30, 2017 the Agency's balance of deferred outflows of resources related to contributions subsequent to the measurement date, will be recognized as a reduction of the net pension liability in the year ending June 30, 2018. The other amounts of the Agency's balances of deferred outflows and deferred inflows of resources as of June 30, 2017 will be recognized in pension expense as follows:

Year ending June 30:		
2018	$	50
2019		49
2020		10
2021		(35)
2022		11
	$	85

(Continued)

(d) Actuarial Assumptions and Other Inputs

The following significant methods and assumptions were used to measure the Plan's total pension liability as of December 31, 2016 and 2015:

- Actuarial experience study – Three-year period ended December 31, 2013
- Inflation rate – 3.00%
- Projected salary increases – 4.25% to 17.50%, depending upon service and nature of employment
- Cost-of-living adjustments – 3.00%

The mortality assumptions were based on the results of the actuarial experience study for the period January 1, 2011 through December 31, 2013 using the RP-2000 Combined Healthy Mortality Table projected with the Society of Actuaries Scale BB to 2020. The mortality assumptions were then customized to account for the Plan's membership experience.

The discount rate used to measure the Plan's total pension liability was 7.25%. The projection of cash flows used to determine the discount rate assumed that plan member contributions will be made at the current contribution rates and that employer contributions will be made at actuarially determined rates. Based on those assumptions, the Plan's fiduciary net position was projected to be available to make all projected future benefit payments for current plan members. Therefore, the long-term expected rate of return on plan investments was applied to all periods of projected benefit payments to determine the total pension liability. The long-term expected rate of return should be determined without reduction for plan administrative expense. The 7.25% investment return assumption is net of administrative expenses, assumed to be 16 basis points. The investment rate of return assumption remained the same for reporting purposes due to the immaterial impact administrative expenses has on the overall assumed rate of return. The long-term expected rate of return on plan investments was determined using a building-block method in which best-estimate ranges of expected future real rates of return are developed for each major asset class. These returns are combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentages and by adding expected inflation and deducting expected investment expenses.

(In thousands)

The target allocation and projected arithmetic real rate of return for each major asset class, after deducting inflation but before deducting investment expenses, used in the derivation of the long-term expected rate of return assumption are summarized in the following table:

	Target allocation	Long-term expected real rate of return
Asset class:		
Large cap U.S. equity	14.90%	5.92%
Small/Mid cap U.S. equity	2.73	6.49
Developed international equity	10.88	6.90
Emerging international equity	6.49	8.34
Core bonds	10.00	0.73
Global bonds	2.00	0.30
Emerging market debt	3.00	4.00
Real estate	10.00	4.96
Diversified credit (U.S.)	8.00	4.97
Diversified credit (Non-U.S.)	2.00	6.76
Hedge funds	7.00	4.13
GTAA	7.00	4.22
Real return	10.00	5.86
Private equity	6.00	9.60
Total	100.00 %	

The following table presents the Agency's proportionate share of the Plan's net pension liability, calculated using the discount rate of 7.25%, as well as what its proportionate share of the net pension liability would be if it were calculated using a discount rate one percentage point lower (6.25%) or one percentage point higher (8.25%) than the current discount rate:

	June 30	
	2017	2016
Net pension liability, as calculated:		
With current discount rate of 7.25%	$ 3,681	3,795
With a 1% decrease, to 6.25%	5,366	5,924
With a 1% increase, to 8.25%	2,294	2,758

(e) *Plan's Fiduciary Net Position*

OCERS provides publicly available financial information, including comprehensive annual financial reports and actuarial valuations at www.ocers.org. Detailed information about the Plan's fiduciary net position is included in the comprehensive annual financial report for the fiscal year ended December 31, 2016, which may also be obtained by calling (714) 558-6200.

Defined Contribution Plan – The Agency also sponsors a defined contribution plan under the provisions of Internal Revenue Code Section 457 that permits employees to defer portions of their pretax compensation. The Agency provides matching contributions to a related Section 401(a) plan, at a rate of 50% of the employees' deferral contributions, up to a maximum of 2% of each employee's related compensation. In connection with this Plan, the Agency incurred $46 and $36 of expense for the years ended June 30, 2017 and 2016, respectively.

SAN JOAQUIN HILLS TRANSPORTATION CORRIDOR AGENCY

Required Supplementary Information

Schedule of Net Pension Liability and Related Ratios

(Amounts in thousands)

(Unaudited)

	Fiscal year ended June 30		
	2017	**2016**	**2015**
Agency's proportion (percentage) of the collective net pension liability	0.09%	0.07%	0.06%
Agency's proportionate share (amount) of the collective net pension liability	$ 3,681	3,795	3,126
Agency's covered payroll	2,523	2,005	1,831
Agency's proportionate share of the collective net pension liability as a percentage of its covered payroll	146%	189%	171%
Plan's fiduciary net position as a percentage of the total pension liability	69.93%	67.10%	69.42%

Note – GASB Statement No. 68 requires a 10-year schedule presenting the items above. The applicable information has been presented for the periods since the statement was adopted, and will be supplemented as the same information becomes available for future periods.

See accompanying auditors' report.

SAN JOAQUIN HILLS TRANSPORTATION CORRIDOR AGENCY

Required Supplementary Information

Schedule of Agency Contributions

(Amounts in thousands)

(Unaudited)

		Fiscal year ended June 30		
		2017	2016	2015
Actuarially determined contributions	$	670	467	384
Contributions recognized		(670)	(467)	(384)
Difference	$	—	—	—
Agency's covered payroll	$	2,523	2,005	1,831
Contributions recognized as a percentage of covered payroll		26.6%	23.3%	21.0%

Note – GASB Statement No. 68 requires a 10-year schedule presenting the items above. The applicable information has been presented for the periods since the statement was adopted, and will be supplemented as the same information becomes available for future periods.

See accompanying auditors' report.

ADOPTED JUNE 8, 2017

Transportation Corridor Agencies

Fiscal Year 2018

CAPITAL IMPROVEMENT PLAN


FASTRAK OR NEW EXPRESSACCOUNT ONLY
ALL TRAFFIC

Background

The Transportation Corridor Agencies' (TCA) 51 miles of toll roads have been operational over 23 years since the initial segment of the State Route (SR) 241 Toll Road between Portola Parkway (North) and Portola Parkway (South).

Once highway segments become operational, various roadway expansions and operational improvement projects are required to keep pace with increasing traffic demands and changing conditions, land uses and demographics. These improvements make up the Capital Improvement Plan or CIP.

The CIP was first developed in the late 1990's and identified a complete list of projects required to attain ultimate buildout of The Toll Road system. The CIP is updated annually and the current planned implementation schedule for projects is shown in Figure 1 and the costs are shown in Table 1. All costs in this report are estimated in 2017 dollars.

Implementation Schedule

	No.	Project/Fiscal Year	Near-Term (2018 2019 2020 2021 2022)	Mid-Term (2023 2024 2025 2026 2027)	Long-Term (2028 2029 2030 2031 2032 2033 2034 2035 2036 2037 2038 2039 2040 2041)
Foothill/Eastern TCA	1A	South County Mobility Improvement			
	1B	Los Patrones Parkway/ Oso Parkway Bridge & Gap Closure			
	2	241/91 Express Connector			
	3	Wildlife Safety Fencing			TBD
	4	Toll Plaza Water Supply Upgrade			TBD
	5	Signage			
	6	Toll Plaza Facility Improvements			
	TBD	F/ETCA Future Widening Projects			TBD
	TBD	F/ETCA Future Interchanges			TBD

	No.	Project/Fiscal Year	Near-Term (2018 2019 2020 2021 2022)	Mid-Term (2023 2024 2025 2026 2027)	Long-Term (2028 2029 2030 2031 2032 2033 2034 2035 2036 2037 2038 2039 2040 2041)
San Joaquin Hills TCA	1	Caltrans Maintenance Station			TBD
	2	Catalina View Traffic Improvement			TBD
	3	Signage			
	4	Toll Plaza Facility Improvements			
	TBD	SJHTCA Future Widening Projects			TBD
	TBD	SJHTCA Future Interchanges			TBD

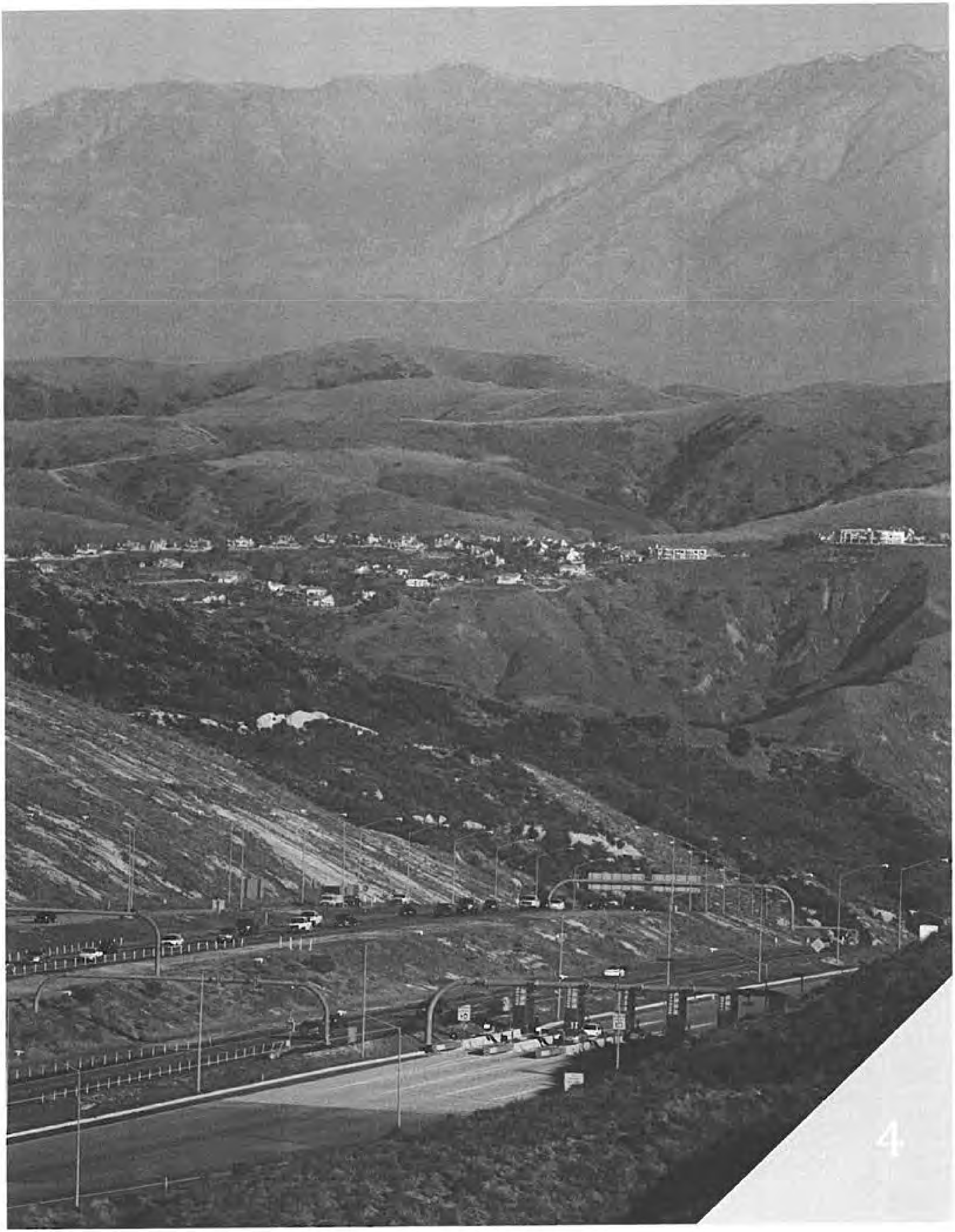
Environmental Engineering Construction

Figure 1

Estimated Project Costs by Agency

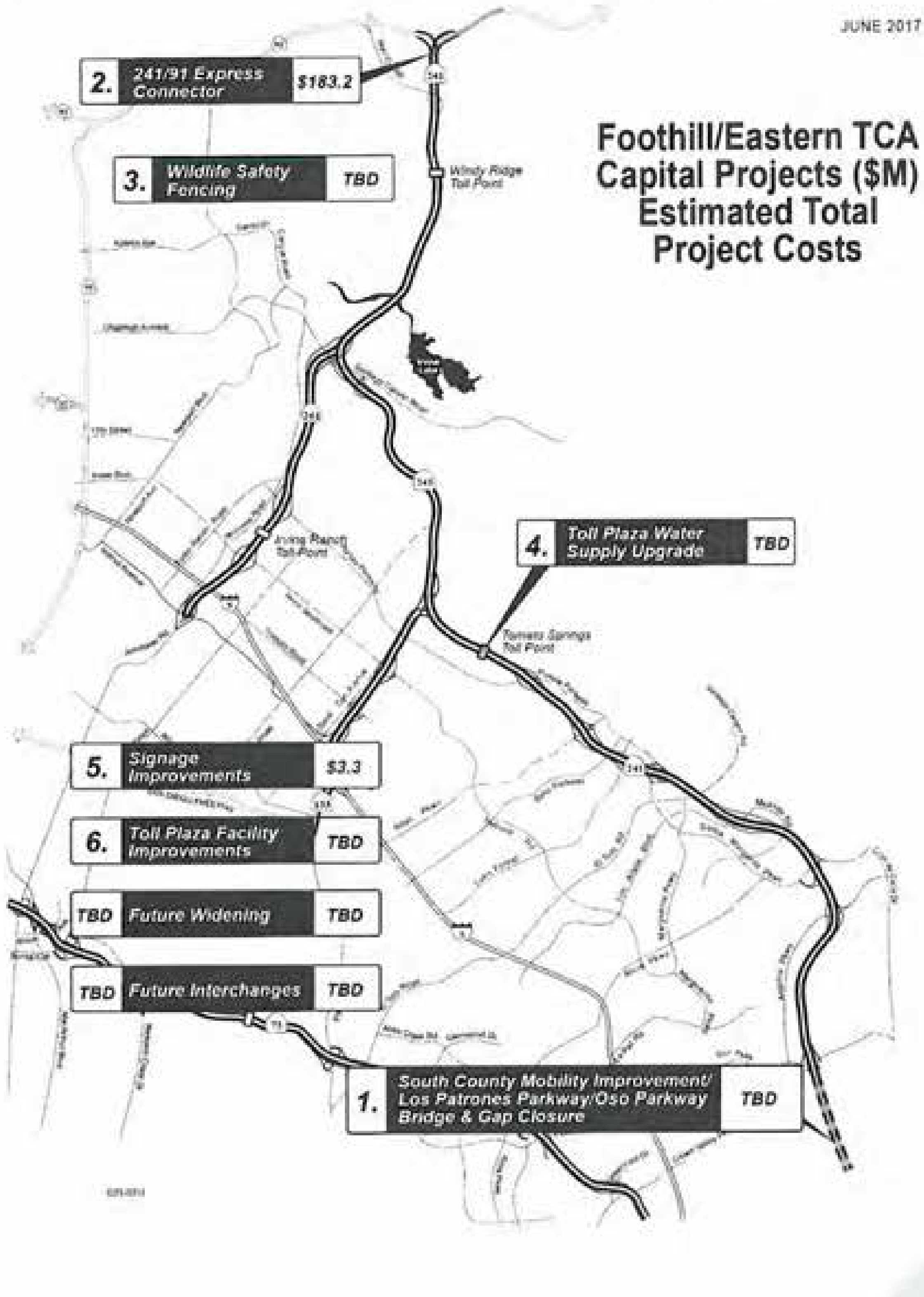
No.	Title	FY16 & Prior	FY17 Actual Plus Projected	**Proposed FY18 Budget**	FY19 & Later	Total Project Cost
		In $1,000,000				
Foothill/Eastern						
1A	South County Mobility Improvement	$ 0.16	$ 10.40	**$ 28.01**	TBD	TBD
1B	Los Patrones Parkway/ Oso Parkway Bridge & Gap Closure	$ 31.68	$ 3.40	**$ 25.16**	TBD	TBD
1C	Foothill Transportation Corridor - South	$ 308.08	$ -	**$ -**	$ -	$ -
2	241/91 Express Connector	4.35	$ 6.17	**12.97**	159.67	183.16
3	Wildlife Safety Fencing	10.00	$ 0.03	**0.05**	TBD	10.08
4	Toll Plaza Water Supply Upgrade	-	$ -	**-**	TBD	-
5	Signage Improvements	0.10	$ 0.34	**2.89**	-	3.33
6	Toll Plaza Facility Improvements	0.33	$ 1.66	**1.11**	TBD	TBD
TBD	F/ETCA Future Widening Projects	4.86	-	**-**	TBD	TBD
TBD	F/ETCA Future Interchanges	-	-	**0.85**	TBD	TBD
	Foothill/Eastern Totals	$ 359.56	$ 22.00	**$ 71.05**	$ 159.67	$ 612.28
San Joaquin Hills						
1	Caltrans Maintenance Station	$ -	$ -	**$ -**	$ 7.97	$ 7.97
2	Catalina View Traffic Improvement	0.03	-	**-**	41.42	41.45
3	Signage Improvements	0.10	0.30	**3.13**	-	3.53
4	Toll Plaza Facility Improvements	0.18	1.89	**1.28**	TBD	TBD
TBD	SJHTCA Future Widening Projects	-	-	**-**	TBD	TBD
TBD	SJHTCA Future Interchanges	-	-	**-**	TBD	TBD
	San Joaquin Hills Totals	$ 0.31	$ 2.19	**$ 4.41**	$ 49.39	$ 56.30

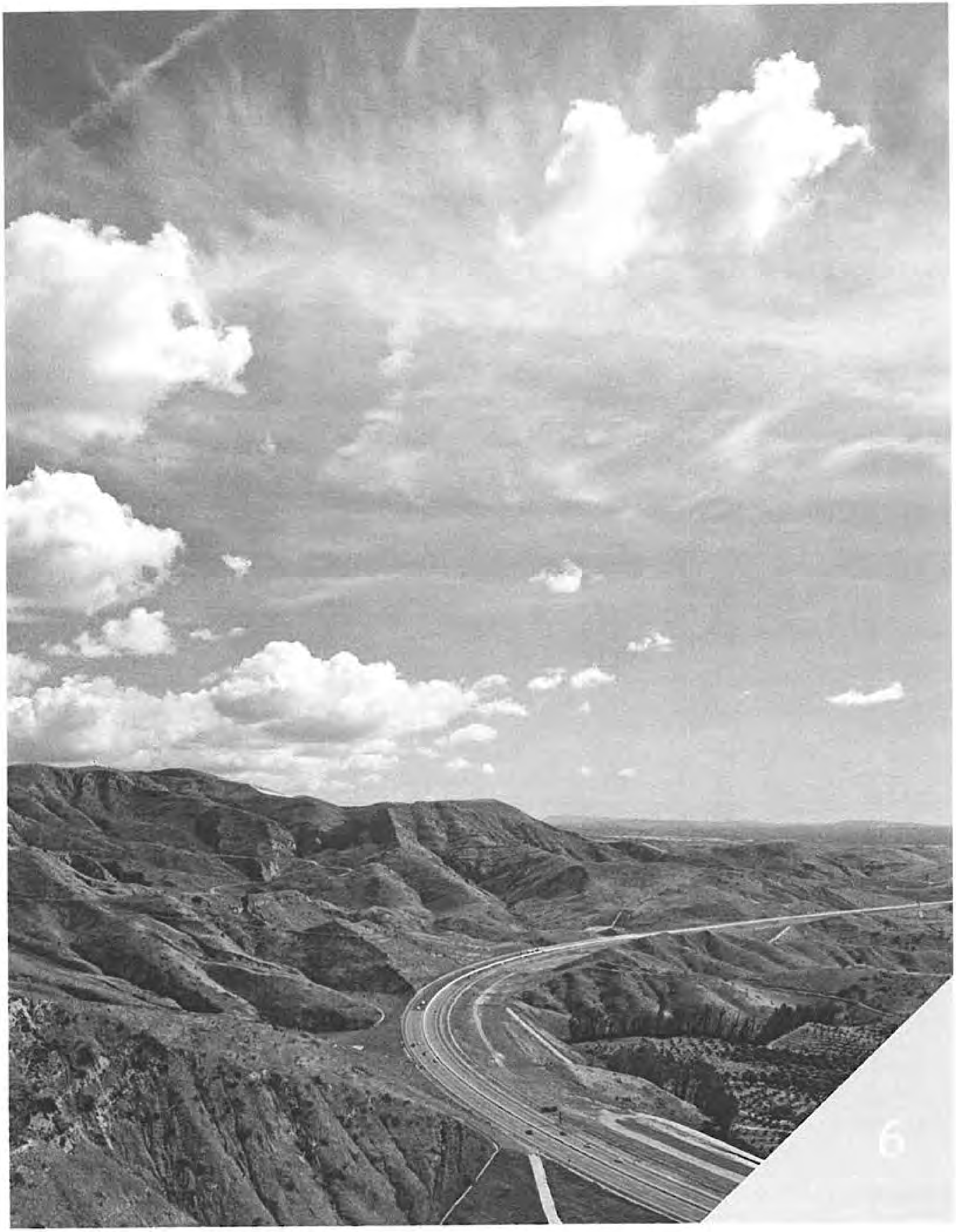
Table 1



4

Foothill/Eastern Transportation Corridor Agency Capital Projects





6

South County Mobility Improvement

F/ETCA Project No. 1A

Description This effort includes identifying options that address the region's future needs for mobility and accessibility, and providing improvements that meet those needs.

Purpose and Need Regional planning efforts to date demonstrate the need for additional transportation improvements to relieve existing and future congestion on Interstate 5 and local arterials in South Orange County. The Foothill/Eastern TCA is evaluating those needs to identify an acceptable solution.

Project Status The current efforts are in the community outreach and stakeholder stage which is expected to continue through Fiscal Year (FY) 2017. FY 2018 efforts includes completing the Project Initiation Document phase and beginning the formal environmental document phase.

Environmental FY 2018 activities include the completion of the Caltrans' Project Initiation (PID) phase, which involves the development of the project purpose and need and performing a screening of the 18 transportation ideas generated by the public at the two public forums held in 2016. Upon the conclusion of the Caltrans' PID phase, the Agency, in coordination with Caltrans, will begin the formal environmental study phase beginning with the preparation of an environmental impact report and environmental impact statement (EIR/EIS) . Inclusive of the EIR/EIS activities involve the preparation of technical studies that evaluate a project's effects on air quality, biology, cultural resources, water quality and several other topical areas. Preparation of the technical studies will be the primary focus for Environmental in FY 2018.

Design Limited design work to support the outreach, engineering and environmental planning efforts is expected to continue through FY 2018.

Construction Construction will begin after a route is selected and the environmental process is completed.

Cost/Budget Total project costs are estimated as shown in Table 2.

Schedule Estimated completion TBD.

Los Patrones Parkway/Oso Parkway Bridge & Gap Closure

F/ETCA Project No. 1B

Description Coordination with the County of Orange and Rancho Mission Viejo (RMV) on the Los Patrones Parkway project. TCA efforts will focus on the Oso Bridge and Gap Closure project.

Los Patrones Parkway

Description Los Patrones Parkway is a County of Orange four-lane transportation corridor that is part of the circulation element of the RMV Ranch Plan previously approved by the County of Orange. It extends from Cow Camp Road to Oso Parkway and terminates at Oso Parkway via a northbound ramp and a southbound ramp. Los Patrones Parkway is currently under construction by RMV.

Oso Bridge and Gap Closure

Description The project consists of the construction of an overcrossing bridge structure over a portion of Oso Parkway to allow the future connection of Los Patrones Parkway to SR 241 north of Oso Parkway. The project addresses safety and traffic issues associated with the connection of the Los Patrones ramps at Oso Parkway by allowing the parkway to connect to the existing toll road north of Oso Parkway. The Oso Bridge and Gap Closure project includes building a one-mile stretch of the SR 241 to link with Los Patrones Parkway under the bridge.

Purpose and Need The proposed Project is needed to eliminate through-intersection movements on Oso Parkway to and from Los Patrones Parkway, and to and from SR-241; and to reduce forecast congestion on arterials in southern Orange County. The proposed Project is also needed to accommodate build out of the County of Orange Master Plan of Arterial Highways (MPAH).

Project Status The project construction documents are being finalized with a construction start date anticipated for Fall 2017.

Environmental The environmental impacts of the proposed improvements have been evaluated in detail and no significant impacts have been identified. An addendum to Final Environmental Impact Reports (FEIR) 584 and 589, as certified by the County of Orange, was prepared pursuant to CEQA Guidelines Section 15164 for the proposed Oso Bridge and Gap Closure project.

Design The project design work is in final plan check.

Construction It is estimated that construction will commence in 2017 and will be completed over a 24-month construction period.

Cost/Budget Total Project Costs are estimated as shown in Table 2.

Schedule Final design is anticipated to be completed in June 2017 with construction completion anticipated in Spring 2019.

PROJECT 1A - SOUTH COUNTY MOBILITY IMPROVEMENT

Activity	In $1,000				
	FY16 & Prior	FY17 Actual Plus Projected	Proposed FY18	FY19 & Later	Total
Engineering Design/Oversight	$ 156.9	4,210.0	**12,780.0**	To Be Determined	
Utility Relocation	-	-	-		
Right of Way	-	440.0	**820.0**		
Construction	-	-	-		
Const. Engineering Mgmt.	-	-	-		
Contingency	-	-	-		
Subtotal	$ 156.9	$ 4,650.0	**$ 13,600.0**		
- FY18 & later			TBD		
Environmental	-	5,745.0	**14,412.0**		
Public Benefits	-	-	-		
Insurance/Toll Collection Systems	-	-	-		
Subtotal	156.9	$ 10,395.0	**$ 28,012.0**		
73 Mitigation		-	-		
Total	$ 156.9	$ 10,395.0	**$ 28,012.0**		
- FY18 & later			TBD		

PROJECT 1B - LOS PATRONES PARKWAY/OSO PARKWAY BRIDGE & GAP CLOSURE

Activity	FY16 & Prior	FY17 Actual Plus Projected	Proposed FY18	FY19 & Later	Total
Engineering Design/Oversight	6,943.0	1,693.0	**2,400.0**	To Be Determined	
Utility Relocation	-	-	-		
Right of Way	15,112.2	1,500.0	-		
Construction	7,148.0	-	**17,933.0**		
Const. Engineering Mgmt.	116.0	105.0	**4,760.0**		
Contingency	-	-	-		
Subtotal	$ 29,319.2	$ 3,298.0	**$ 25,093.0**		
- FY18 & later			TBD		
Environmental	2,365.0	105.0	**71.0**		
Public Benefits	-	-	-		
Insurance/Toll Collection Systems	-	-	-		
Subtotal	$ 31,684.2	$ 3,403.0	**$ 25,164.0**		
73 Mitigation	-	-	-		
Total	$ 31,684.2	$ 3,403.0	**$ 25,164.0**		
- FY18 & later			TBD		

PROJECT 1C - FOOTHILL TRANSPORTATION CORRIDOR - SOUTH

Activity	FY16 & Prior	FY17 Actual Plus Projected	Proposed FY18	FY19 & Later	Total
Engineering Design/Oversight	56,427.1				
Utility Relocation	1,243.0				
Right of Way	13,461.0				
Design/Build Contract	57,904.0				
Const. Engineering Mgmt.	483.0				
Contingency	-				
Subtotal	$ 129,518.1				
- FY18 & later					
Environmental	26,717.0				
Public Benefits	-				
Insurance/Toll Collection Systems	-				
Subtotal	156,235.1				
73 Mitigation	120,000.0				
Total	$ 276,235.1				
- FY18 & later					

Table 2

241/91 Express Connector

F/ETCA Project No. 2

Description The project consists of constructing a tolled connector between the median of the 91 Express Lanes and the median of SR 241 to provide a single lane in each direction.

Purpose and Need The 241/91 Express Connector between the two toll facilities is an integral component of the Eastern Transportation Corridor Ultimate Project (SR 241) and is included in OCTA's SR 91 Implementation Plan. Traffic on SR 91 east of SR 241 greatly exceeds the capacity of the existing roadway during extended peak hours and many improvements have been proposed to alleviate this congestion. The project will close the current toll system gap by connecting SR 241 with the 91 Express Lanes to and from the east.

Project Status Staff is proceeding with the required preliminary engineering and environmental studies necessary to advance the project. An investment-grade traffic and revenue study is currently underway. Final design work began in December 2016 and is expected to continue through FY2018.

Environmental A median connector between SR 241 and SR 91 was included as a project component in the Eastern Transportation Corridor (SR 133, 241, 261) environmental document, EIS No. 2-1. A draft Supplemental EIR/EIS was released for a 60-day public comment period, which concluded on January 9, 2017. Staff is currently evaluating the comments received during the public review period and anticipates finalizing the EIR/EIS by the end of 2017 with a record of decision on the project closely following this date.

Design Final design commenced in December 2016 and the project will be delivered under the conventional design-bid-build process.

Construction The project would impact traffic during the estimated 26-month construction period. The eastbound lanes of SR 91 (including the eastbound OCTA 91 express lanes) require complete relocation and reconstruction for a minimum length of approximately one mile to provide sufficient room in the SR 91 median for the connector ramp.

Costs/Budget The proposed budget shown in Table 3 includes completion of preliminary design documents and the project's Supplemental EIR/EIS. This cost is being partially shared with OCTA under a cooperative agreement. Participation levels and roles and responsibilities, as well as roles of each Agency for the remainder of the project are yet to be determined and the amounts shown in this report represent the total estimated cost.

Schedule Staff proposes in FY 2018 to finalize the Supplemental EIR/EIS and complete final engineering. The expected completion date of construction is late 2020.

241/91 Express Connector

	In $1,000				
Activity	FY16 & Prior	FY17 Actual Plus Projected	Proposed FY18	FY19 & Later	Total
Engineering Oversight	$ 698	$ 536	$ 1,224	$ 3,793	$ 6,251
TCA Technical Memorandum	282	-	-	-	282
OCTA Study	334	-	-	-	334
Design/Environmental	3,422	4,418	9,695	7,759	25,294
Traffic Studies	782	118	50	-	950
Right-of-Way	-	-	-	2,000	2,000
Construction	-	-	-	120,200	120,200
Const. Engineering Mgmt.	-	100	600	8,300	9,000
OCTA Reimbursement	(1,169)	-	-	TBD	TBD
Outreach	-	-	-	-	-
Contingency & Miscellaneous	-	1,000	1,400	17,617	20,017
Total	$ 4,349	$ 6,172	$ 12,969	$ 159,668	$ 183,158

Table 3

Wildlife Safety Fencing

F/ETCA Project No. 3

Description As mitigation for impacts of the Eastern Transportation Corridor, the U.S. Fish and Wildlife Service (USFWS) required the F/ETCA to construct a minimum of four wildlife undercrossings and conduct a five-year study documenting wildlife usage of those undercrossings.[1] This study was completed in 2004. In 2009, USFWS notified F/ETCA staff that they had concerns with the performance of the undercrossings, specifically the number of animals crossing the 241 Toll Road at-grade.

In response to these concerns, the F/ETCA contracted with the University of California, Davis Wildlife Health Center (U.C. Davis) in 2011 to further study the undercrossings and adjacent fencing, and to formulate recommendations to enhance wildlife movement and safety along SR 241. In 2013, U.C. Davis completed their assessment of the existing fencing and the wildlife undercrossings along the 241 Toll Road, and provided recommendations to F/ETCA that included installing a taller wildlife fence and jump-out ramps. Staff consulted with USFWS on these recommendations and obtained agreement on the suggested improvements in 2013. In December 2013, staff presented the wildlife fence improvement recommendations to the Board for authorization to award a contract to implement these improvements. In February 2014, staff obtained an amended biological opinion from USFWS allowing F/ETCA to proceed with the project.

Purpose and Need The Wildlife Safety Fencing project is designed to enhance the wildlife crossings built as part of the Eastern Transportation Corridor.

Project Status The project is partially complete with potential future phases.

Environmental The project is covered under the original Eastern Transportation Corridor environmental document, EIS No. 2-1. An amended biological opinion was issued by U.S. Fish & Wildlife Service in February 2014.

Design Phases 1, 2A, and 2B design is complete. Upon project completion, U.C. Davis will continue monitoring the undercrossings and conduct post-construction monitoring to document the project's effectiveness in reducing wildlife-vehicle collisions. U.C. Davis' monitoring will also include the use of GPS collars on mountain lions, as well as cameras placed at the undercrossings to document the use of the SR 241 wildlife undercrossings in a manner that was agreed to by USFWS.

Construction Phase 1, 2A, and 2B (6.4 miles) of the new wildlife fence project completed construction in FY 2016. Staff is performing a post-construction study of the fence to document its effectiveness and is currently in year 2 of 3.

Cost/Budget The initial project costs are shown in Table 4.

Schedule Should future phases be implemented, they would be designed in conjunction with the 241 Widening Project (133 to Chapman) and begin at the juncture of the 241/133 and extend north to Chapman/Santiago Canyon Road.

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[1] Biological Opinion (BO) 1-6-94-F-17 issued by the U.S. Fish and Wildlife Service

Wildlife Safety Fencing

	In $1,000				
Activity	**FY15 & Prior**	**FY16 Actual Plus Projected**	**Proposed FY17**	**FY18 & Later**	**Total**
Consultant	$ 153	$ 29	**$ 60**	TBD	TBD
Design	92	30	**-**	TBD	TBD
Construction	7,122	1,806	**-**	TBD	TBD
Const. Engineering Mgmt.	43	1,036	**-**	TBD	TBD
Contingency & Miscellaneous	-	-	**-**	TBD	TBD
Total	$ 7,410	$ 2,900	**$ 60**	TBD	$ 10,370

Table 4

Toll Plaza Water Supply Upgrade (Tomato Springs)

F/ETCA Project No. 4

Description The project consists of two elements:

1) The domestic water connection for the Tomato Springs and Orange Grove mainline toll plazas will be converted to the Irvine Ranch Water District (IRWD) Zone 6 system. The new connection allows the Agency to deactivate and abandon the existing 180,000-gallon water reservoir which formerly served these toll plazas. This element was completed in 2016.

2) Conversion of the irrigation system to non-domestic water use.

Purpose and Need Currently the toll plazas and surrounding Caltrans landscaped areas are irrigated by a single domestic irrigation system. IRWD's preference is that landscaping be irrigated with non-domestic or reclaimed water. The Agency has developed plans for this conversion, which will allow the Agency to utilize reclaimed water as well as turn over the Caltrans portion of the irrigation system (along with the related water costs) to the State.

Environmental A Categorical Exemption was prepared as there are minimal impacts associated with this project.

Design Design work has been substantially completed for the irrigation system conversion.

Construction Impacts No impacts are anticipated.

Cost/Budget A cost estimate for the proposed irrigation change from potable to non-potable water will be developed in the near future. A breakdown of costs is included in Table 5.

Schedule The schedule for the non-domestic irrigation switchover has yet to be determined.

Toll Plaza Water Supply Upgrade (Tomato Springs)

	In $1,000				
Activity	FY15 & Prior	FY16 Actual Plus Projected	Proposed FY17	FY18 & Later	Total
IRWD Design	$ 42	$ -	$ -	$ -	$ 42
IRWD Construction	145	-	-	-	145
Reservoir Decommissioning Design	82		-	-	82
TCA Construction	5	485	-	-	490
Irrigation Switch to Non-Potable	-	-	-	TBD	TBD
Contingency and Miscellaneous	9	-	-	-	9
Total	$ 283	$ 485	$ -	TBD	$ 768

Table 6

Signage

F/ETCA Project No. 5

Description This project provides updated messaging on the large overhead signage on the freeway and major arterial approaches to the toll road system. Also included are signage for ramp entrances, roadside signage, freeway-to-toll road transition signs and changes to signage to update messaging related to our payment method for infrequent users (Pay Online).

Project Status The project is currently in the design phase and is construction is expected to be complete in FY18.

Environmental No environmental impacts are foreseen.

Design Customer research regarding sign messaging was performed in FY 2016 and the results incorporated into the signage modifications. The proposed signage concepts were approved by the Boards in April 2016 and final design has commenced.

Construction The signage replacement on the overhead facilities will require extensive lane and ramp closures throughout the toll road and freeway system. Major closures will be done at night and other off-peak travel times in order to minimize inconvenience to drivers.

Cost/Budget A breakdown of costs is provided in Table 6.

Schedule The design work and Caltrans approval is scheduled for August 2017. Minor sign work can be accomplished through the use of an on-call signage contractor, however it is anticipated that the major overhead signs would be done under a separate construction contract. This work will last through FY 2018.

Foothill/Eastern Signage

	In $1,000				
Activity	**FY16 & Prior**	**FY17 Actual Plus Projected**	**Proposed FY18**	**FY19 & Later**	**Total**
Customer Research	$25	$-	$-	$-	$25
Engineering Oversight	-	100	**39**	-	139
Special Studies	-	-	**-**	-	-
Design	78	136	**36**	-	250
Construction	-	-	**2,130**	-	2,130
Construction Management	-	-	**320**	-	320
Contingency and Miscellaneous	-	105	**360**	-	465
Total	$103	$341	**$2,885**	$-	$3,329

Table 6

Toll Plaza Facility Improvements

F/ETCA Project No. 6

Description In order to minimize the initial costs of the all-electronic tolling conversion project, the majority of the toll booths on the system were left in place. It is proposed to remove the toll booths and related equipment in a prioritized manner.

Purpose and Need Removal of toll booths will provide for standard lane geometry.

Project Status Final design work for Phase I completed in FY17. Phase I Construction is underway with completion in FY18.

Environmental The project is exempt from the California Environmental Quality Act (CEQA) under Section 15301 of the CEQA Guidelines as Existing Facilities.

Design Design for Phase I is now complete. Design of future phases has not yet commenced.

Construction There will be lane and ramp closures along with demolition related to the toll booth removal work.

Cost/Budget Total Project Costs are estimated as shown in Table 7.

Schedule Construction for Phase I of the toll booth removals is scheduled for FY18.

Foothill/Eastern Toll Plaza Facility Improvements

	In $1,000				
Activity	**FY16 & Prior**	**FY17 Actual Plus Projected**	**Proposed FY18**	**FY19 & Later**	**Total**
Preliminary Study	$76	$-	**$-**	$-	$76
Toll Booth Removal Phase 1	252	1,655	**1,110**	-	3,017
Toll Booth Removal Phase 2	-	-	**-**	TBD	TBD
Toll Booth Removal Phase 3	-	-	**-**	TBD	TBD
Total	$328	$1,655	**$1,110**	TBD	TBD

Table 7

F/ETCA Future Widening Projects

Over the past two decades, TCA's toll roads have become an integral part of the regional transportation system. Customer surveys show that people depend on The Toll Roads for reliability in the travel time it takes to reach their destination and because there is less traffic. As regional travel demand grows and the freeway and arterial system become more congested, the toll road system can sometimes experience congestion as well. In order to preserve dependable travel times, customer satisfaction and revenue, system expansion projects may be warranted.

The Toll Road system is designed to be expanded with additional lanes as traffic demand and volumes grow. Space is also provided within the median for either additional travel lanes and/or potential transit as the County of Orange and surrounding communities mature. Since originally planned there have been several changes to key factors that influence travel demand. These factors include residential and non-residential development changes, shifts in population and employment, changes to the arterial highway system and changes in commuter behavior.

Several widening projects have taken place on The Toll Road system since the original project construction in the late 1990's (see Completed Projects). There have also been widening projects that were initiated yet not implemented as a result of the changes to travel demand (see Table 8).

Foothill/Eastern Widening Projects

		In $1,000				
Activity	Limits	FY15 & Prior	FY16 Actual Plus Projected	Proposed FY17	FY18 & Later	Total
241 Southbound Widening	Bake to Santa Margarita	$ 3,902	$ -	$ -	TBD	TBD
241 Widening (Loma)	133 to Chapman	961	3	3	TBD	TBD
Total		$ 4,863	$ 3	$ 3	TBD	TBD

Table 8

F/ETCA Future Interchanges

Just as all lanes of the toll road system were not constructed originally, several interchanges were also deferred to be constructed when demand warranted. The need for these deferred interchanges has changed over the years, for many of the same reasons affecting the widening projects. Major developer open space land dedications have reduced the need for some planned interchanges while new land uses have created demand for interchanges at previously unplanned locations. The following interchanges have been included in the long range plans for the toll road system and are included in the CIP. The timing for development of these interchanges will be evaluated annually as part of this document. As projects are advanced, they will be moved into the near- or mid-term categories.

133 @ Trabuco Road Interchange
This interchange was not included in the ultimate plans for the 133. This interchange is included in the North Irvine Traffic Mitigation program and is currently under consideration for implementation by the City of Irvine. As the project moves forward, and is further established, it will be advanced into near- or mid-term categories. TCA funding in the amount of $160,000 for FY2018 has been identified for this interchange.

Five future interchanges and one interchange expansion were included in the Eastern Transportation Corridor environmental document for the 133, 241 and 261 Toll Roads. The interchange numbers listed are from that original document:

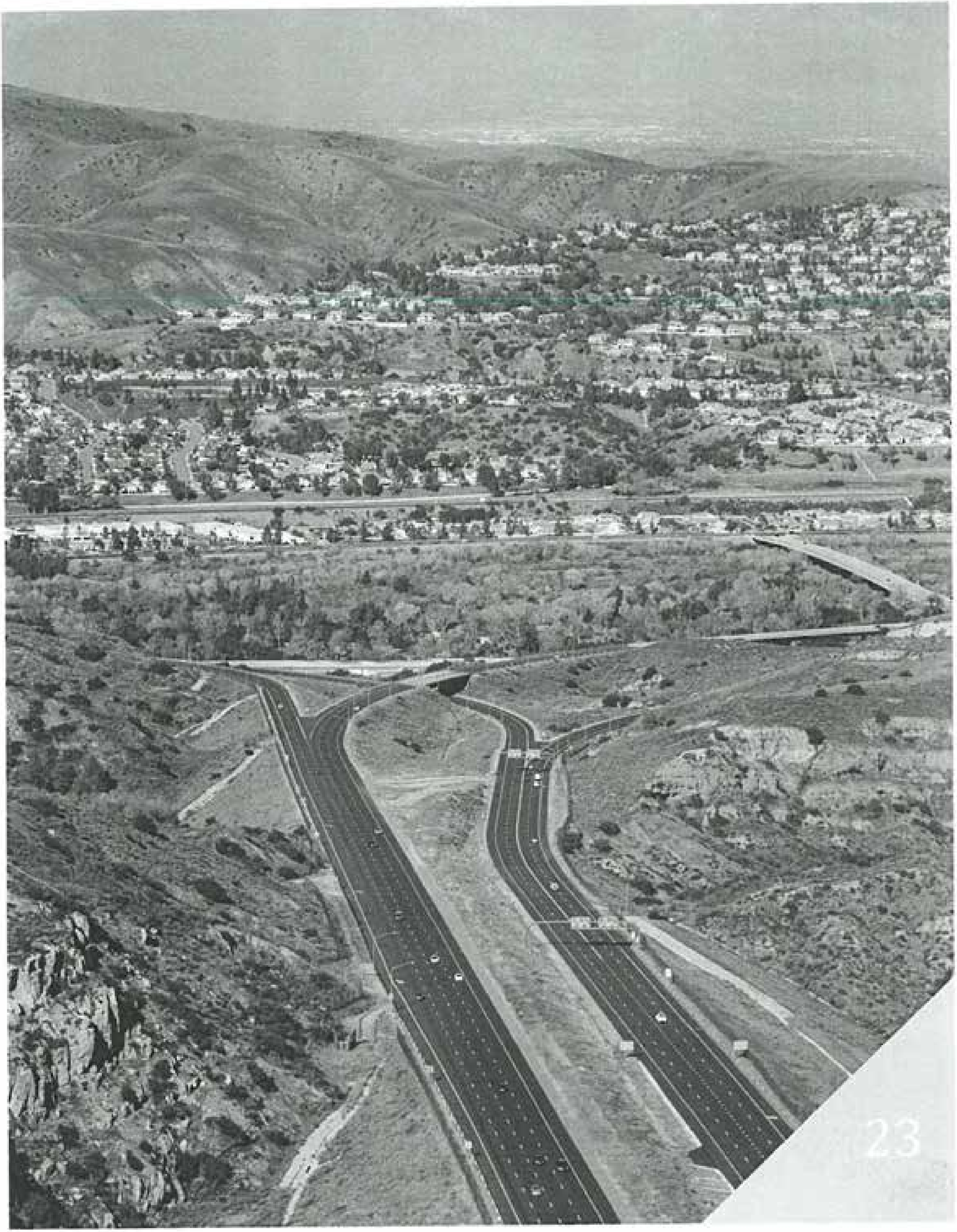
Interchange #2 - 241 @ Jeffrey Road Interchange
The extension of Jeffrey Road north of Portola Parkway to the SR 241 remains on the County of Orange Master Plan of Arterial Highways (MPAH). Development in this area is not expected to begin until 2025 at the earliest. TCA funding in the amount of $690,000 for FY2018 has been identified for this interchange.

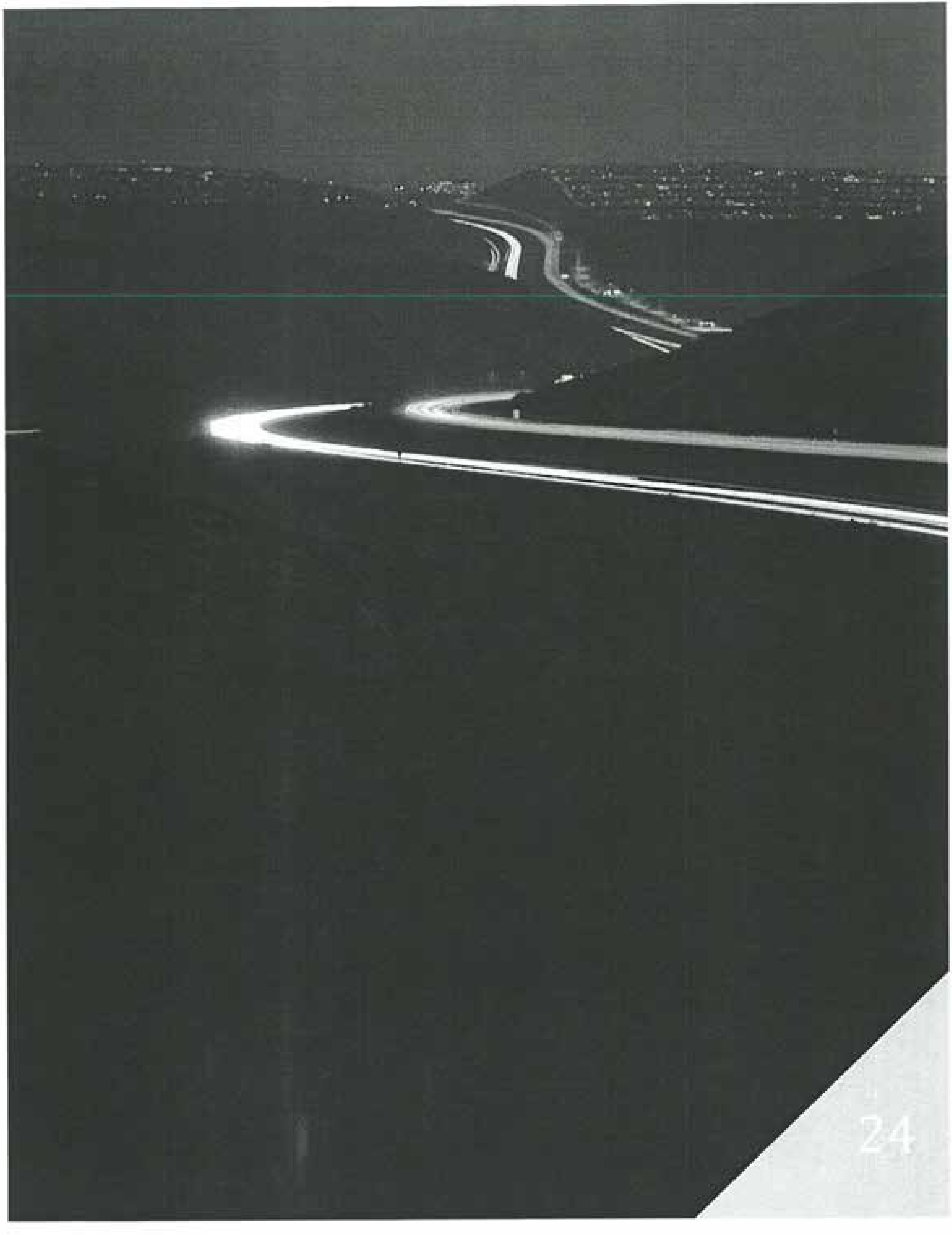
Interchange #6 - 241 @ Coal/Weir Canyon Road Interchange
Weir Canyon Road remains on the MPAH; however, plans for development in the area have been shelved as this property was recently dedicated as permanent open space to the County of Orange. This interchange is included in a reimbursement agreement between the Irvine Company and TCA. Costs to date for this interchange amount to $47,000.

241 @ 261 East Orange Interchange Expansion
This interchange was planned to be expanded along with the development of the Santiago Hills Phase II development. As a portion of this property was recently dedicated as permanent open space to the County of Orange, this interchange has been included in a reimbursement agreement between the Irvine Company and TCA. Costs to date for this interchange amount to $61,000. the Irvine Company has recently informed the F/ETCA that they will no longer be participating in the funding for this interchange.

Interchange #3 - 241 @ North Culver Drive & Interchange #4 - 241 @ South Culver Drive - These two interchanges were removed from further consideration as Culver Drive has been removed from the MPAH north of Portola Parkway.

Interchange #5 - 241 @ North Lake Road A reduction in the Irvine Company development plans for the area north and west of the 241/261 interchange has eliminated any need for this interchange.





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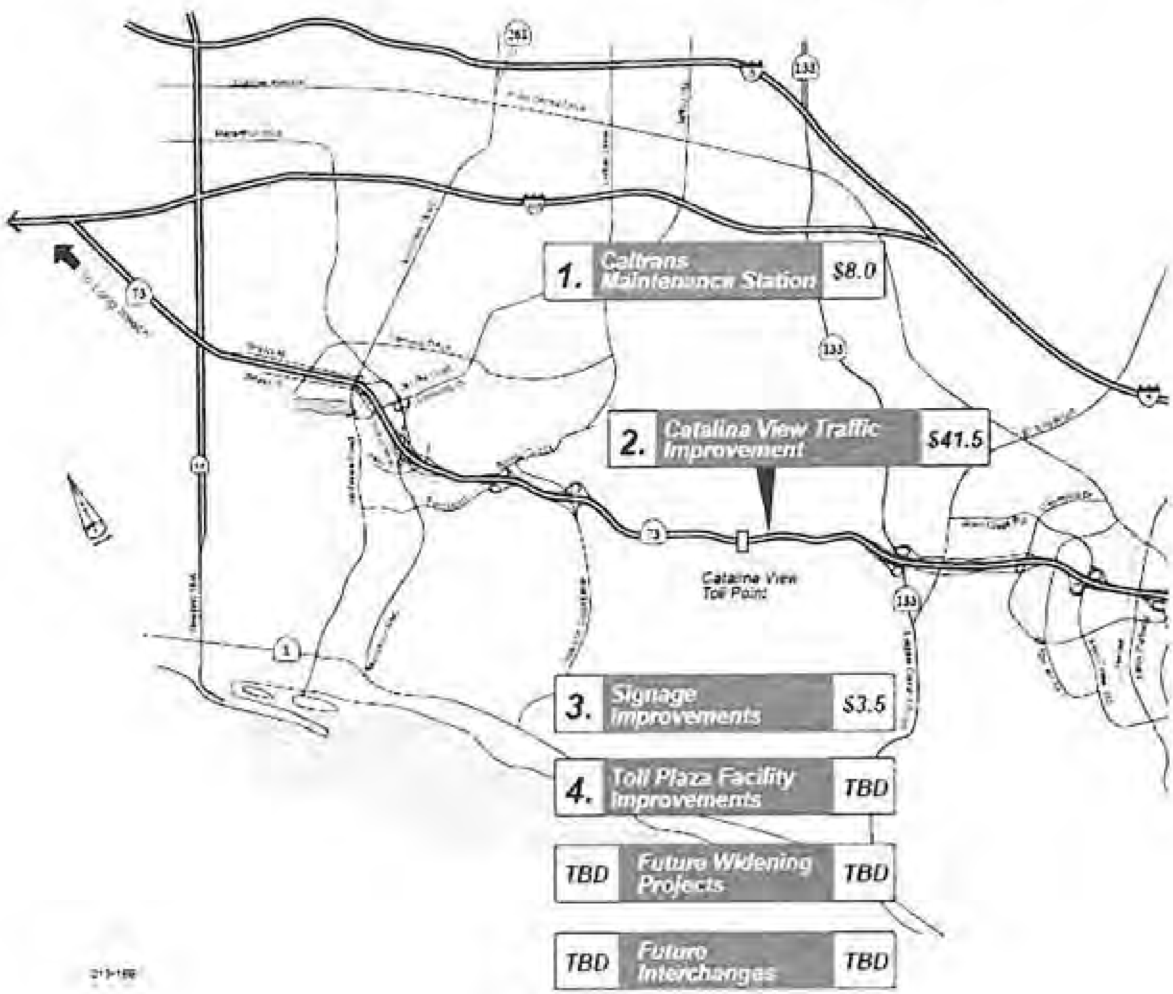
JUNE 2017

San Joaquin Hills TCA Capital Projects ($M) Estimated Total Project Costs



Caltrans Maintenance Station

SJHTCA Project No. 1

Description The project is to develop a permanent 3.0-acre maintenance station at a location acceptable to Caltrans in South Orange County. The Station will be designed to house two maintenance crews, offices, equipment, shop and storage for a total building area of 8,480 sq. ft. Gas, sewer, water, telephone and electrical utility lines will be constructed to the building for service.

Purpose and Need Construction and opening of the three Corridors increased the need for Caltrans maintenance facilities and the Cooperative Agreements with Caltrans for each of the Corridors define the Agencies responsibilities for providing these facilities. The maintenance station represents the commitment for providing such a station related to the San Joaquin Hills (SJH) Corridor (SR-73) as specified in District Cooperative Agreement No. 12-079 (as amended).

Project Status The project has not been advanced beyond that which has been defined in Exhibit A to Amendment 7 of Cooperative Agreement No. 12-079. Conceptual layouts have been discussed with Caltrans representatives to better define the requirements. The original mutual agreement had been to complete the station for Caltrans use and occupancy by December 31, 2015; however, negotiations are currently underway to determine a new date for completion.

Environmental The Agency will prepare the environmental documents for construction of the station, including impacts on the site surroundings and an Initial Site Assessment.

Construction Impacts The maintenance site is currently planned for an undefined site in South Orange County. Impacts will be determined through the environmental document phase.

Cost/Budget Costs are forecast as shown in Table 9.

Schedule No detailed schedule has been developed to date, pending Agency and Caltrans decision and approval of the location. Design and construction of the facility will take approximately 2-1/2 years after site selection. Negotiations are underway to determine a new date for completion.

Caltrans Maintenance Station

	In $1,000				
Activity	FY16 & Prior	FY17 Actual Plus Projected	Proposed FY18	FY19 & Later	Total
Design	$-	$-	$-	$600	$600
Construction	-	-	-	6,500	6,500
Const. Engineering Mgmt.	-	-	-	300	300
Contingency	-	-	-	313	313
Subtotal	$-	$-	$-	$7,713	$7,713
Interest per Agreement 12-079				260	260
Total	$-	$-	$-	$7,973	$7,973

Table 9

Catalina View Traffic Improvement

SJHTCA Project No. 2

Description The project consists of adding a fourth lane to northbound SR 73 between the SR 133 to the Sand Canyon Undercrossing north of the Catalina View toll plaza.

Purpose and Need Transactions on the SR 73 have increased by six percent each year since 2013 with approximately 70 percent of that growth attributed to the mainline toll plaza at Catalina View. In particular, an increase in congestion in the northbound direction has been experienced in the mainline lanes during the morning peak period. A potential solution to relieve the traffic congestion in the northbound direction during the AM peak period is to increase the roadway capacity by adding a fourth lane leading up to and through the Catalina View Toll Plaza.

Project Status Staff has completed a preliminary concept study. The required preliminary engineering, environmental studies and final design necessary to advance the project through construction will follow. The following phases are needed to obtain Caltrans approval to proceed with construction of the proposed roadway improvements:

- Phase 1 – Project Study Report-Project Development Support (PSR-PDS)
- Phase 2 – Project Approval and Environmental Document (PA&ED)
- Phase 3 – Plans, Specifications and Estimate (PS&E)

Environmental The environmental impacts of the proposed improvements will be evaluated during the upcoming phases of the project development.

Design Design is currently on hold pending results of traffic microsimulation studies.

Construction The project would impact traffic during the estimated 18-month construction period; however, all traffic lanes would be open to traffic during construction.

Costs/Budget A breakdown of the project costs is shown in Table 10.

Schedule TBD

Catalina View Traffic Improvement

	In $1,000				
Activity	**FY16 & Prior**	**FY17 Actual Plus Projected**	**Proposed FY18**	**FY19 & Later**	**Total**
Engineering Oversight	-	$-	$-	$870	$870
Concept Study	**26**			**4**	30
Project Initiation	-	-	-	**460**	460
Preliminary Engineering/Environmental	-	-	-	850	850
Traffic Studies	-	-	-	50	50
Final Engineering	-	-	-	3,000	3,000
Right-of-Way	-	-	-	-	-
Construction	-	-	-	30,000	30,000
Const. Engineering Mgmt.	-	-	-	2,500	2,500
Contingency & Miscellaneous	-	-		3,686	3,686
Total	$26	$-	$-	$41,420	$41,446

Table 10

Signage

SJHTCA Project No. 3

Description This project provides updated messaging on the large overhead signage on the freeway and major arterial approaches to the toll road system. Also included are improved signage for ramp entrances, roadside signage, freeway-to-toll road transition signs and changes to signage to simplify messaging related to our payment method for infrequent users (Pay Online).

Project Status The project is currently in the design phase and is construction is expected to be complete in the next fiscal year.

Environmental No environmental impacts are foreseen.

Design Customer research regarding sign messaging was performed in FY 2016 and the results incorporated into the signage modifications. The proposed signage concepts were approved by the Boards in April 2016 and final design has commenced.

Construction The signage replacement on the overhead facilities will require extensive lane and ramp closures throughout the toll road and freeway system. Major closures will be done at night and other off-peak travel times in order to minimize inconvenience to drivers.

Cost/Budget A breakdown of costs is provided in Table 6.

Schedule The design work and Caltrans approval will follow with approval scheduled for August 2017. Minor sign work can be accomplished through the use of an on-call signage contractor, however it is anticipated that the major overhead signs would be done under a separate construction contract. This work will last through FY 2018.

San Joaquin Hills Signage

	In $1,000				
Activity	FY16 & Prior	FY17 Actual Plus Projected	Proposed FY18	FY19 & Later	Total
Customer Research	$31	$-	**$-**	$-	$31
Engineering Oversight	-	90	**37**	-	127
Special Studies	-	-	**-**	-	-
Design	67	125	**23**	-	215
Construction	-	-	**2,325**	-	2,325
Construction Management	-	-	**350**	-	350
Contingency and Miscellaneous	-	**80**	**392**	-	472
Total	$98	$295	**$3,127**	$-	$3,520

Table 11

Toll Plaza Facility Improvements

SJHTCA Project No. 4

Description In order to minimize the initial costs of the All-Electronic Tolling conversion project, the majority of the toll booths on the system were left in place. It is proposed to remove the toll booths and related equipment in a prioritized manner.

Purpose and Need Removal of toll booths will provide for standard lane geometry.

Project Status Final design work for Phase I completed in FY2017. Phase I Construction is underway with completion in FY2018.

Environmental The project is exempt from the California Environmental Quality Act (CEQA) under Section 15301 of the CEQA Guidelines as Existing Facilities.

Design Design for Phase I is now complete. Design of future phases has not yet commenced.

Construction There will be lane and ramp closures along with demolition related to the toll booth removal work.

Cost/Budget Total Project Costs are estimated as shown in Table 7.

Schedule Construction for Phase I of the toll booth removals is scheduled for FY 2018.

San Joaquin Hills Toll Plaza Facility Improvements

	In $1,000				
Activity	**FY16 & Prior**	**FY17 Actual Plus Projected**	**Proposed FY18**	**FY19 & Later**	**Total**
Preliminary Study	$36		**$-**	**$-**	$36
Toll Booth Removal Phase 1	**143**	1,890	**1,275**	-	3,308
Toll Booth Removal Phase 2	-	-	-	TBD	TBD
Toll Booth Removal Phase 3	-	-	-	TBD	TBD
Total	$179	$1,890	**$1,275**	$-	TBD

Table 12

SJHTCA Future Widening Projects

Over the past two decades, TCA's toll roads have become an integral part of the regional transportation system. Customer surveys show that people depend on The Toll Roads for reliability in the travel time it takes to reach their destination. As regional travel demand grows and the freeway and arterial system become more congested, the toll road system can sometimes experience congestion as well. In order to preserve dependable travel times, system expansion projects may be warranted.

The transportation corridor system is designed to be expanded with additional lanes as traffic demand and volumes grow. Space is also provided within the median for either additional travel lanes and/or potential transit facilities as the County of Orange and surrounding communities mature. Since the corridors were originally planned there have been several changes to key factors that influence travel demand. These factors include residential and non-residential development changes, shifts in population and employment, changes to the arterial highway system and changes in commuter behavior.

Several widening projects have taken place on the toll road system since the original project construction in the mid- 1990's (see Completed Projects).

SJHTCA Future Interchanges

Just as all lanes of the toll road system were not constructed along with the original project, several interchanges were also deferred until they were warranted. The need for these deferred interchanges has changed over the years, for many of the same reasons affecting the widening projects. Major developer open space land dedications have reduced the need for some planned interchanges while new land uses have created demand for interchanges at previously unplanned locations. The following interchanges have been included in the long-range plans for the toll road system and are included in the CIP. The timing for development of these interchanges will be evaluated annually as part of this document. As projects are advanced, they will be moved into the near- or mid-term categories.

<u>73 @ Glenwood/Pacific Park Drive Phases 2 & 3</u>

This interchange was deferred during the original construction of the 73 Toll Road. In 2003, the Agency, in partnership with OCTA and the County of Orange, developed a partial interchange (ramps to and from the 73 to the north). The future Phase 2 of the interchange completes the interchange movements with ramps to and from 73 to the south. The future Phase 3 is an expansion/reconfiguration of the northbound on ramp from Glenwood and provides for more intersection and mainline capacity by braiding the northbound on-ramp with the El Toro off-ramp. The need for the future phases of this interchange will be evaluated annually during the CIP approval process.

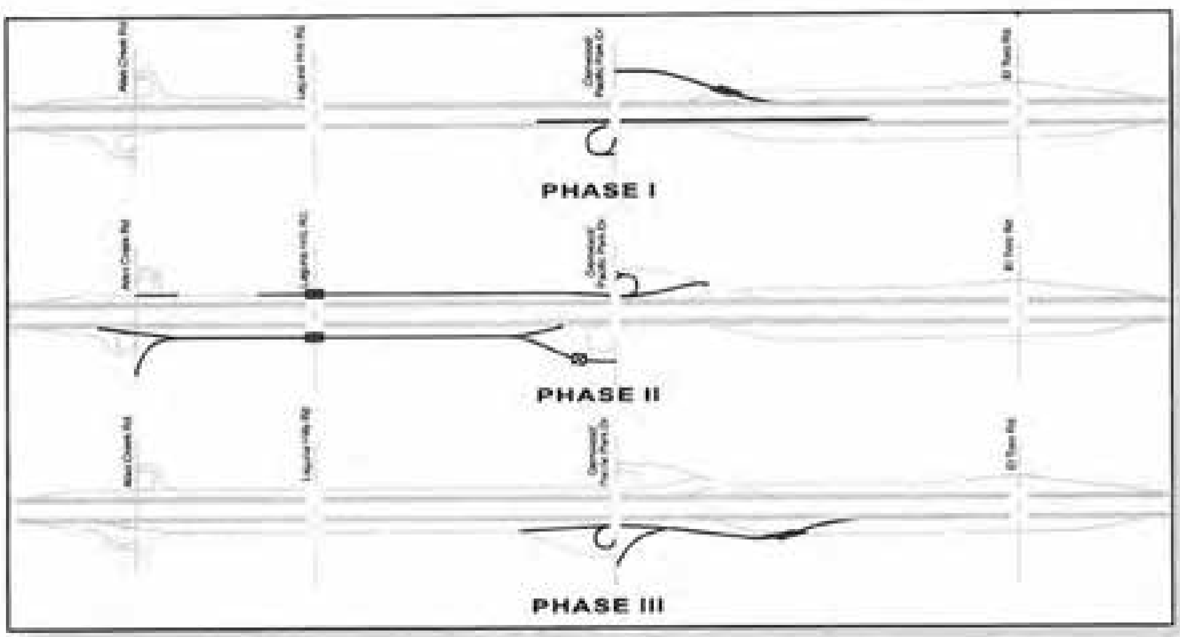


Figure 2

73 @ Jamboree Road
Two of the ramps at the 73/Jamboree Road interchange were deferred during the original construction of the 73 Toll Road.

Ramp JR-1
This ramp is a northbound 73 off-ramp to Jamboree Road (intersection at Bristol Street North). The northbound 73 MacArthur Boulevard exit currently serves this movement with drivers turning left at Jamboree to access Bristol Street North. The current design requires removal of the existing northbound loop ramp from Jamboree to the 73.

Ramp JR-5
This ramp is a northbound on-ramp to the 73 from Jamboree Road. This ramp exits northbound Jamboree Road before San Diego Creek and is a flyover structure over San Diego Creek, Bayview Way, the Fletcher-Jones Mercedes-Benz dealership, Jamboree Road and State Route 73 before merging into the northbound mainline of the 73. The Agency currently holds an easement over the dealership property that is restricting further expansion of the dealership operations.

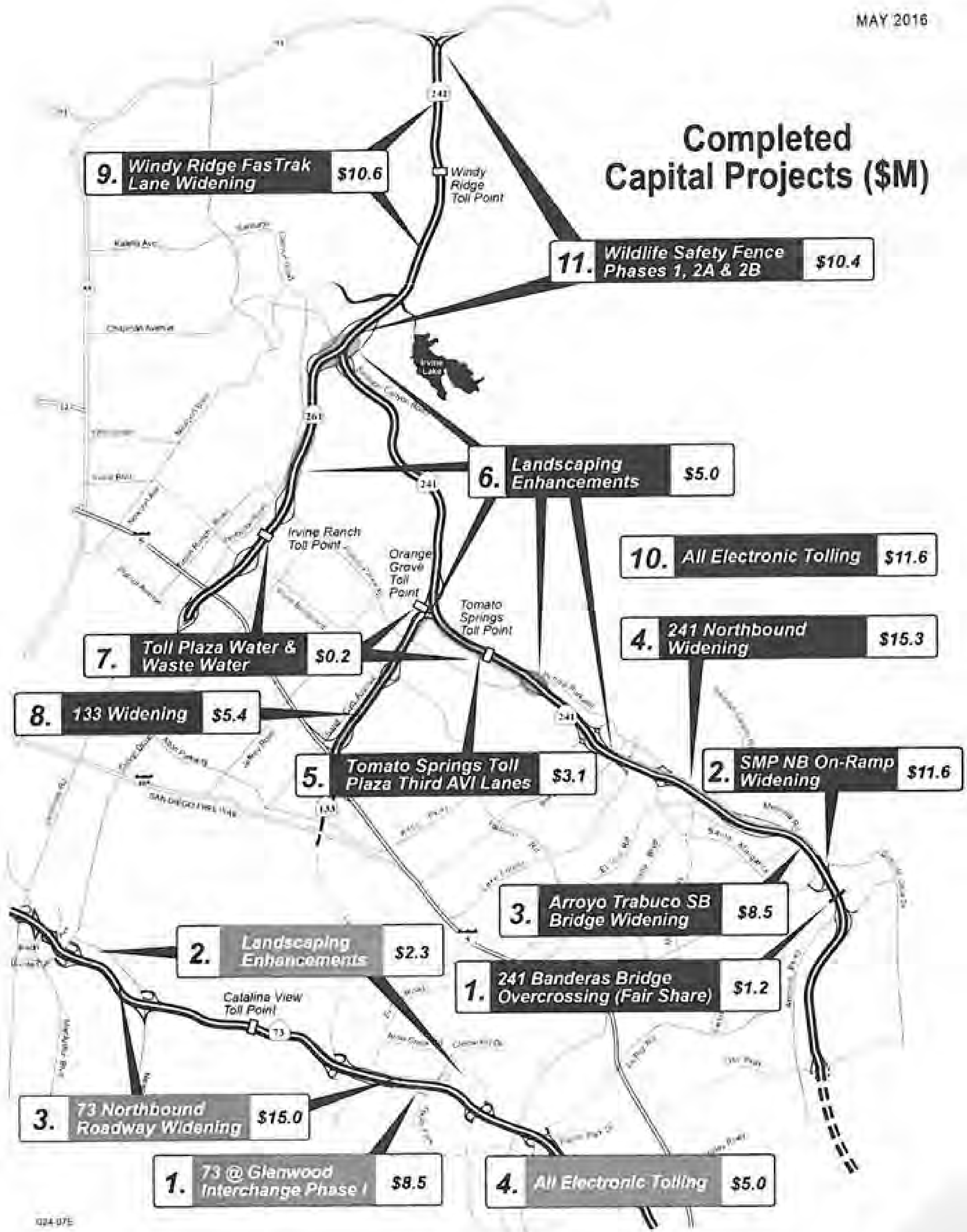
Status
Over the past year, the Agency has met with Caltrans District 12 and public works representatives from the cities of Newport Beach and Irvine to discuss potential alternatives for the ultimate configuration of this interchange. Two alternative concepts for the interchange were proposed by Caltrans and reviewed by the cities. The city of Newport Beach has requested the JR-5 ramp be removed from the Capital Improvement Plan and future improvements at the interchange will be developed as traffic demands.

Bristol Street North
Jamboree Road
Bristol Street South
73
MacArthur Boulevard
RAMP JR-5
RAMP JR-1
Bayview Way
MacArthur Boulevard
Jamboree Road
University Drive
73

Figure 3

MAY 2016

Completed Capital Projects ($M)



024-07E

Foothill/Eastern Transportation Corridor Agency Completed Projects

1. 241 Banderas Bridge Overcrossing. - This project provided a new overcrossing of the 241 Toll Road between Antonio Parkway and Santa Margarita Parkway. It was sponsored by the City of Rancho Santa Margarita to provide improved traffic circulation within the City. The F/ETCA contributed $1.22 million as its fair share of the project costs. The project was completed and opened to traffic in October 2002.

2. Santa Margarita Parkway On-Ramp Widening - The northbound on-ramp at this location previously narrowed to a single lane prior to merging into the mainline. This project added a second lane to the ramp to address high peak-hour traffic volumes, which also required widening the 1,500 foot long Arroyo Trabuco Creek Bridge. The bridge was widened to the Ultimate Corridor configuration at a total project cost of $11.57 million. This project was completed in 2005.

3. Arroyo Trabuco Southbound Bridge Widening. - In bidding Project No. 3 above, the contractor was asked to price a similar widening of the southbound traffic structure thereby allowing both northbound and southbound structures to be widened to their Ultimate Corridor width at the same time. This would allow only one disruption of the Arroyo Trabuco Creek below the bridge. The project was designed and constructed including the addition of a second exit lane to Santa Margarita Parkway at a total project cost of $8.52 million. This project was completed in early 2005.

4. 241 northbound widening – One additional mixed flow lane was constructed in the median of the 241 northbound from Arroyo Trabuco Creek to Bake Parkway. This project included the widening of five twin northbound and southbound bridges to their Ultimate Corridor configuration. Construction was completed in late 2003 at a total project cost of $15.28 million.

5. 241 Tomato Springs Toll Plaza Third FasTrak Lanes – These lanes were added to address increasing traffic volumes and FasTrak usage at this SR 241 location. Included was a reconfiguration of the lane delineation between the toll plaza and the adjacent SR 133 Interchange to encourage FasTrak as the predominant toll payment method. Construction was completed in the spring of 2004 at a total project cost of $3.11 million.

6. Landscaping Enhancements – Two separate contracts were designed and constructed/installed on the 241 and 261 Corridors. These were completed at project costs totaling $5 million. Grant funds of $750,000 reduced the Agency's net cost by that amount. Implementation was completed in 2004.

7. Toll Plaza Water & Wastewater – Improvements to the toll plaza water and wastewater systems were completed at three mainline toll plazas on the 241, 261 and 133 Toll Roads, including one new connection to a public sewer. These were completed in early 2002 at a cost of $223,000.

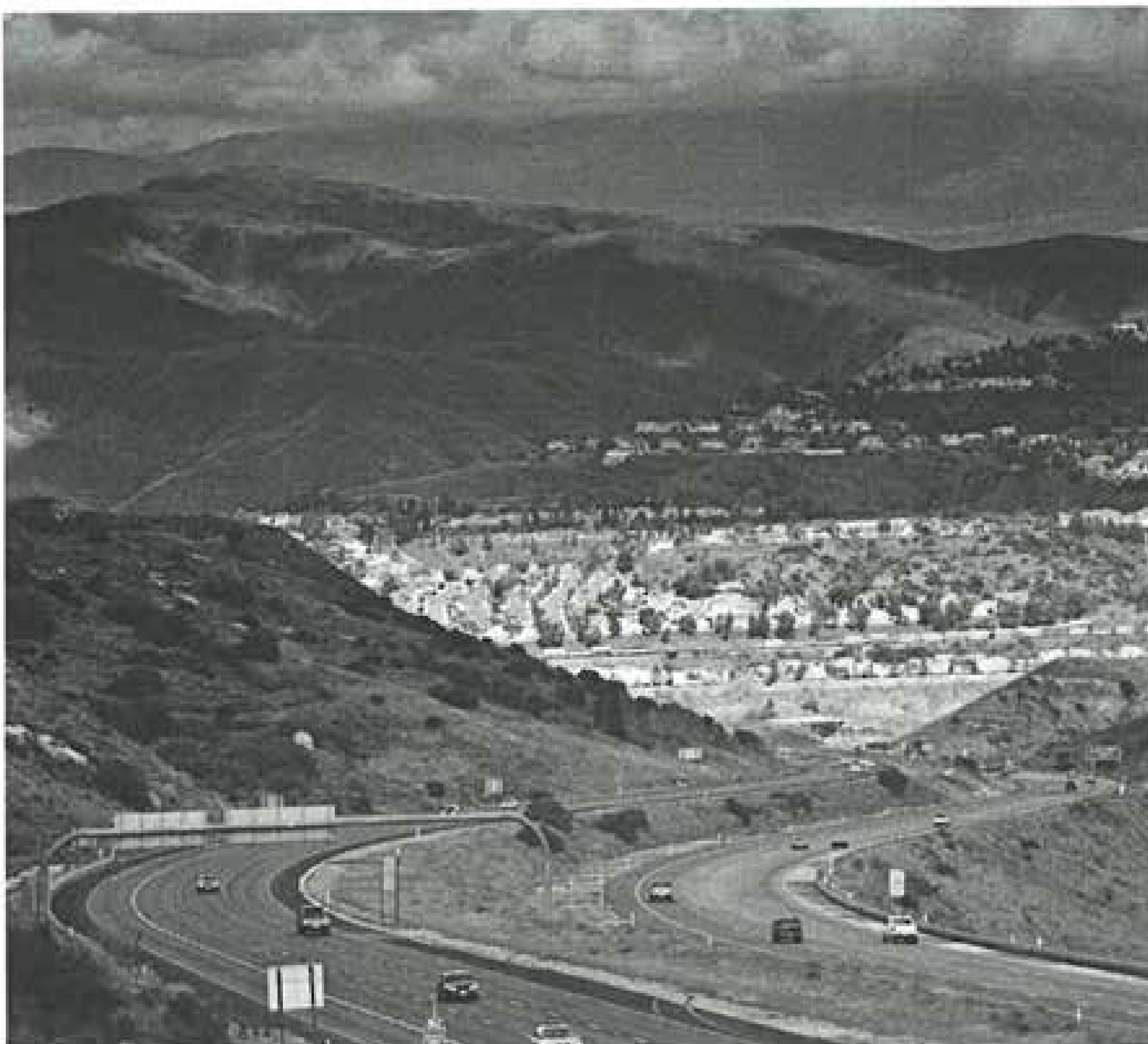
8. 133 Widening – One mixed flow lane was added in each direction from I-5 to 241 along with median guard rail for most of the 2.5 mile project length. Construction was completed in the fall of 2005 at a project cost of $5.39 million.

9. Windy Ridge FasTrak Lane Widening - The project added a third general purpose FasTrak lane in each direction within the 241 roadway median through the Windy Ridge Mainline Toll Plaza from south of the Southern California Edison (SCE) wildlife undercrossing to north of the Windy Ridge wildlife undercrossing, a distance of 3.0 miles. Widening the southbound SCE bridge and

the northbound Windy Ridge Wildlife bridge was also included in the project. The project was opened to traffic in October 2009.

10. All-Electronic Tolling – In May 2014, the Agencies ceased collecting cash on the system. This was a multi-year process that involved each of the departments within the TCA. All-Electronic Tolling provides for license plate tolling for those that do not have a FasTrak account. The work was done in conjunction with a pressing need to replace outdated tolling equipment throughout the system.

11. Wildlife Safety Fence Phases 1, 2A, and 2B – In FY 2016, Phases 1, 2A, and 2B were constructed. This 6.4 mile stretch along SR 241 from the Chapman/Santiago Canyon Road interchange to SR-91 has been completed and is expected to reduce the number of wildlife-vehicle collisions on the SR 241.



San Joaquin Hills Transportation Corridor Agency Completed Projects

1. 73 @ Glenwood Interchange Phase I – This project included the design and construction of ramps to and from the north at Glenwood/Pacific Park Drive on the 73 Toll Road. Work was performed under a design-build contract with construction completed in April 2003 at a total project cost of $8.50 million. Just under $6.7 million was received by the San Joaquin Hills Agency in grant funding for the project.

2. Landscaping Enhancements – A contract was completed to enhance the landscaping at interchanges along the SR 73, at a cost of $2.30 million.

3. 73 Northbound Roadway Widening – This project added a fourth lane to the northbound mainline in two locations: 1) from the former lane drop north of Aliso Viejo Parkway to north of the Laguna Canyon Road entrance ramp, a distance of 2.4 miles, and 2) from the Catalina View Mainline Toll Plaza cash lane merge, to the MacArthur Blvd. exit, a distance of 3.3 miles. The project was opened to traffic in December 2009.

4. All-Electronic Tolling – In May 2014, the Agencies ceased collecting cash on the system. This was a multi-year process that involved each of the departments within the TCA. All-Electronic Tolling provides for license plate tolling for those that do not have a FasTrak account. The work was done in conjunction with a pressing need to replace outdated tolling equipment throughout the system.