Foothill/Eastern Transportation Corridor Agency
Toll Road Refunding Revenue
Bonds Series 2013 and 2015

Continuing Disclosure Report
For the Fiscal Year Ended June 30, 2019

Prepared pursuant to the Continuing Disclosure Certificates

Foothill/Eastern Transportation Corridor Agency Toll Road Refunding Revenue Bonds Series 2013 and 2015

CONTINUING DISCLOSURE REPORT For the Fiscal Year Ended June 30, 2019

Introduction:

On January 2, 2014, the Agency issued $2,274,616,568 aggregate initial principal amount of Toll Road Refunding Revenue Bonds, Series 2013 (the "2013 Bonds"). The 2013 Bonds were issued pursuant to a Master Indenture of Trust, dated as of December 1, 2013, between the Agency and the Trustee, as supplemented by the First and Second Supplemental Indentures of Trust, dated as of December 1, 2013, between the Agency and the Trustee (such Master Indenture of Trust, as so supplemented, the "2013 Master Indenture").

The 2013 Bonds were issued by the Agency for the purpose of providing funds, to refund the 1999 Bonds, as more fully described in the Official Statement for the 2013 Bonds dated December 12, 2013 (the "2013 Official Statement").

On February 19, 2015, the Agency issued $87,007,699 aggregate initial principal amount of Toll Road Refunding Revenue Bonds, Series 2015 (the "2015 Bonds"). The 2015 Bonds were issued pursuant to the 2013 Master Indenture, as supplemented by the Third Supplemental Indenture of Trust, dated as of January 1, 2015, between the Agency and the Trustee.

The 2015 Bonds were issued by the Agency for the purpose of providing funds to refund the 1995 Bonds, as more fully described in the Official Statement for the 2015 Bond's dated February 3, 2015 (the "2015 Official Statement").

The Term Rate Bonds (Subseries B-1) were remarketed as required by the 2013 Bonds Indenture. The transaction was completed on August 24, 2017 which locked in lower interest rates on $125,000,000 of Agency debt through 2053. The interest savings are approximately $1.3 million each year.

Pursuant to Rule 15c2-12(b)(5) of the Securities and Exchange Commission, the Agency has executed Continuing Disclosure Certificates, dated as of January 2, 2014 (amended and restated July 16, 2019) and February 19, 2015 for the 2013 and 2015 Bonds, respectively (the "Continuing Disclosure Certificates"). The Continuing Disclosure Certificates state 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, the 2013 Bonds and the 2015 Bonds.

The information contained in this report constitutes all disclosure required pursuant to the Continuing Disclosure Certificates. 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, 2019 attached.

Section 4.2 - Principal amount of Bonds of each Series outstanding under the 2013 and 2015 Master Indentures.

On January 2, 2014, the Agency issued $2,274,616,568 aggregate initial principal amount of the 2013 Bonds and used the proceeds to refund the 1999 Bonds. As of June 30, 2019, the bonds consist of the following: $1,374,440,000 principal amount of Series 2013A Current Interest Bonds; $272,442,939 Series 2013A Convertible Capital Appreciation Bonds; $181,605,426 Series 2013A Capital Appreciation Bonds; $375,000,000 Series 2013B Term Rate Current Interest Bonds; and $198,050,000 Series 2013C Junior Lien Current Interest Bonds.

On February 19, 2015, the Agency issued $87,007,699 aggregate initial principal amount of Capital Appreciation Bonds Series 2015A and used the proceeds to refund the 1995 Bonds. As of June 30, 2019, the accreted value of the 2015 Bonds is $104,711,005.

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 2013 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 2013 Master Indenture.

The Senior Lien Bonds Reserve Fund Requirement is $200,957,376.

The total amount available to meet the Senior Lien Bonds Reserve Fund Requirement on June 30, 2019 was $205,316,826 in cash and investments.

The Junior Lien Bonds Reserve Fund Requirement is $19,805,000.

The total amount available to meet the Junior Lien Bonds Reserve Fund Requirement on June 30, 2019 was $20,205,794 in cash and investments.

Section 4.4 – A statement of the Use and Occupancy Fund Requirement under the 2013 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 2013 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 2013 Indentures is $15,000,000 of which at least $10,000,000 must be held in cash and investments. As of June 30, 2019, the fund consisted of $15,298,026 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 - Statement of the balance in the Revenue Guarantee Fund.

The Revenue Guarantee Fund was structured to cover a portion of the debt service payments in fiscal years 2016-2018, only in the event that revenues are insufficient. No Revenue Guarantee funds were needed for debt service payments. At the beginning of FY19 the remaining balance of $2,289,921 was transferred to unrestricted cash. As of June 30, 2019, the balance in the Revenue Guarantee Fund was $0.

Section 4.6 – 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 "THE FOOTHILL/EASTERN SYSTEM- Toll Transactions, Gross Transactional Toll Revenues and Net Collectible Tolls."

Fiscal Year ending June 30	2015	2016	2017	2018	2019
Annual Transactions	58,416,094	63,375,504	67,004,684	69,049,893	69,219,945
Growth Over Previous Year	3.1%	8.5%	5.7%	3.1%	0.2%
Average Weekday Transactions	182,795	197,704	209,478	215,943	217,094
Growth Over Previous Year	3.5%	8.2%	6.0%	3.1%	0.5%
Average Toll Rate	$ 2.16	$ 2.24	$ 2.29	$ 2.35	$ 2.39
Growth Over Previous Year	2.7%	3.4%	2.4%	2.4%	1.7%
Annual Gross Transactional Toll Revenues	$126,468,565	$141,886,265	$ 153,610,200	$ 162,046,077	$ 165,231,121
Growth Over Previous Year	5.9%	12.2%	8.3%	5.5%	2.0%

Section 4.7 – 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 FOOTHILL/EASTERN SYSTEM-Net Collectible Tolls."

Fiscal Year ending June 30	2015	2016	2017	2018	2019
Gross Transactional Toll Revenue [1]	$ 126,468,565	$ 141,886,265	$ 153,610,200	$ 162,046,077	$ 165,231,121
Less Non-Pursuable Transactions [2]	$ (2,541,216)	$ (3,444,598)	$ (6,130,313)	$ (6,320,735)	$ (5,169,520)
Less Processable Transactions	$ (6,502,231)	$ (8,632,158)	$ (8,747,816)	$ (7,746,932)	$ (8,881,839)
Toll Revenue from Violations	$ 4,813,612	$ 6,151,262	$ 6,258,052	$ 6,259,168	$ 6,623,135
Less Non-Revenue Transactions [3]	$ (49,352)	$ (234,544)	$ (200,676)	$ (411,802)	$ (387,474)
Loss due to Canyon Fire 2 [1]	$ -	$ -	$ -	$ (276,496)	$ -
Net Collectible Tolls	$ 122,189,379	$ 135,726,226	$ 144,789,447	$ 153,549,280	$ 157,415,423
% of Gross Transactional Toll Revenue	96.6%	95.7%	94.3%	94.8%	95.3%

1. The FY18 Gross Transactional Toll Revenue includes the estimated lost revenue due to Canyon Fire 2 of $1.4 million. The FY18 loss due to Canyon Fire 2 represents the portion of the estimated lost revenue that was not recovered through insurance.

2. The primary reason for variation in Non-Pursuable Transactions is the health of the local economy, as new cars without license plates account for the majority of these transactions. The decrease in Fiscal Year 2018-19 is related to a California law effective January 1, 2019 that requires all new vehicles sold to have temporary license plates.

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

Section 4.8 – A Statement of Violation Penalty Revenues accrued for the Fiscal Year.

Violation Penalty Revenue accrued for the fiscal year ended June 30, 2019 was $23,826,236. Violation Penalty Revenue is recognized when earned.

Section 4.9 - 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, 2019 was $9,835,594. The total number of FasTrak accounts for the Foothill Eastern and San Joaquin Hills Transportation Corridor Agencies combined was 710,431 and the total number of transponders was 1,627,181 at June 30, 2019. **Account** Maintenance Fees are allocated based on costs to support customers and the revenue base.

Section 4.10 – Statistical data summarizing the use of the AVI collection system on the Foothill/Eastern 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	2015	2016	2017	2018	2019
AVI Transactions	54,104,224	57,652,230	61,694,831	64,110,004	64,633,907
Total Transactions	58,416,094	63,375,504	67,004,684	69,049,893	69,219,945
AVI %	92.6%	91.0%	92.1%	92.8%	93.4%

The Transportation Corridor Agencies toll collection and revenue management system is 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 San Joaquin Hills 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. The Infinity System has met the minimum requirements.

Section 4.11- A statement of Development Impact Fees accrued for the Fiscal Year.

Development Impact Fees accrued for the fiscal year ended June 30, 2019 was $14,860,047.

Section 4.12 - Updated Fiscal Year information for the table entitled "Current Expenses" in the section of the Official Statement entitled "THE FOOTHILL/ EASTERN SYSTEM-Current Expenses."

Fiscal Year Ending June 30	2015	2016	2017	2018	2019	2020 (Budgeted)
Toll Operations						
Toll Systems	$ 1,565	$ 2,230	$ 1,711	$ 1,768	$ 1,905	$ 2,021
Toll Customer Service/Compliance	$ 11,673	$ 12,085	$ 9,246	$ 9,479	$ 10,696	$ 11,431
Toll Facilities	$ 739	$ 662	$ 637	$ 669	$ 767	$ 1,107
Total Toll Operations	$ 13,977	$ 14,977	$ 11,594	$ 11,916	$ 13,368	$ 14,559
Toll Operating Administration	$ 6,106	$ 6,871	$ 7,420	$ 6,464	$ 7,188	$ 9,061
Toll Equipment and Capital Expenditures (Includes Transponders)	$ 2,263	$ 2,367	$ 1,855	$ 2,338	$ 3,406	$ 3,764
Total Current Expenses*	$ 22,346	$ 24,215	$ 20,869	$ 20,718	$ 23,962	$ 27,384

*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 allocations 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 - Capital Expenditures increased due to one-time costs to develop a new customer service center back office system.

FY19 - Increase primarily due to the customer service center back office system replacement project and costs associated with increases in traffic and revenue.

FY20 - Increase primarily due to the continued ramp up of customer service center back office system replacement project, and costs associated with expected increases in traffic and revenue.

Section 4.13 - Updated Fiscal Year information for the table entitled "HISTORICAL OPERATING REVENUES AND DEBT SERVICE COVERAGE" in the section of the Official Statement entitled "THE FOOTHILL/EASTERN SYSTEM-Historical Operating Revenues and Debt Service Coverage."

Fiscal Year ending June 30	2015	2016	2017	2018	2019
Revenues					
Net Collectible Tolls	$ 122,189,379	$ 135,726,226	$ 144,789,447	$ 153,549,280	$ 157,415,423
Account Maintanance Fees	11,092,335	12,097,068	7,986,844	8,956,049	9,835,594
Violations Penalty Revenue	14,941,085	17,907,923	19,808,895	23,642,883	23,826,236
Other Revenue from Toll Operations	1,679,325	1,903,370	2,461,776	2,657,108	2,713,417
Total Tolls, Fees and Fines	$ 149,902,123	$ 167,634,587	$ 175,046,962	$ 188,805,318	$ 193,790,670
Total Interest Income	$ 1,513,623	$ 2,416,334	$ 3,014,540	$ 3,992,811	$ 5,356,377
Total Revenues	$ 151,415,746	$ 170,050,922	$ 178,061,502	$ 192,798,130	$ 199,147,047
Total Current Expenses	$ (22,346,055)	$ (24,214,463)	$ (20,868,717)	$ (20,718,142)	$ (23,961,577)
Adjusted Net Toll Revenues	$ 129,069,692	$ 145,836,459	$ 157,192,785	$ 172,079,988	$ 175,185,470
Total DIF Income Applied to Debt Service*	$ 19,901,353	$ 23,349,465	$ 15,939,240	$ 19,754,012	$ 9,860,047
Enhanced Adjusted Net Toll Revenues	$ 148,971,044	$ 169,185,924	$ 173,132,025	$ 191,834,000	$ 185,045,517
Annual Debt Service					
Series 1995 Bonds Debt Service	$ 5,699,681	$ -	$ -	$ -	$ -
Less Capitalized Interest on Series 1995 Bonds	(5,699,681)	-	-	-	-
13 Bonds - Senior Lien Interest	100,006,013	100,006,013	100,006,013	98,835,700	98,693,513
13 Bonds - Senior Lien Cap I	(14,820,000)	(180,000)	-	-	-
13 Bonds Revenue Guarantee Fund	-	(10,960,000)	(7,340,000)	(3,380,000)	-
13 Bonds - Senior Lien Principal	-	-	-	-	-
Total Senior Lien Debt Service	$ 85,186,013	$ 88,866,013	$ 92,666,013	$ 95,455,700	$ 98,693,513
13 Bonds - Junior Lien Interest	$ 12,764,300	$ 12,764,300	$ 12,764,300	$ 12,764,300	$ 12,764,300
13 Bonds - Junior Lien Principal	-	-	-	-	-
Total Aggregate Debt Service	$ 97,950,313	$ 101,630,313	$ 105,430,313	$ 108,220,000	$ 111,457,813
Coverage Ratio for Aggregate Debt Service	1.52	1.66	1.64	1.77	1.66
Coverage Ratio for Senior Lien Debt Service	1.75	1.90	1.87	2.01	1.87
Average Toll Rate Change	2.7%	3.4%	2.4%	2.4%	1.7%
Unrestricted Funds **	$ 151,348,000	$ 205,664,000	$ 269,715,000	$ 339,431,000	$ 415,773,000

* As per indenture, equals DIF Revenue in excess of $5 Million.

** Per June 30, 2019 Audited Financial Statemnets. Not pledged to the payment of the Bonds.

Section 4.14 - Updated Fiscal Year information for the table entitled "Current Expenses for Toll Operations" in the section of the Official Statement entitled "THE FOOTHILL/ EASTERN SYSTEM-FY 2013-14 Results and FY 2014-15 Budget-Management Discussion of FY 2013-14 and FY 2014-15 Budget and Performance-Current Expenses for Toll Operations."

See table in Section 4.12

Section 4.15 - Updated Fiscal Year information for the table entitled "Future Capital Project Costs" in the section of the Official Statement entitled "THE FOOTHILL/ EASTERN SYSTEM-Capital Improvement Program-Other Capital Projects.

See attached "Fiscal Year 2020 Capital Improvement Plan" presented to the Board of Directors on June 13, 2019.

Additional updated information is included in the publicly issued Official Statement for the "Foothill/Eastern Transportation Corridor Agency Toll Road Refunding Revenue Bonds Series 2019A (Federally Taxable)."

Section 4.16 - Updated actual Fiscal Year information corresponding to the projections in the table in the section entitled "PROJECTED REVENUES AND REVENUE REQUIREMENTS."

See table in Section 4.13

Section 4.17 – A description of any damage to the Foothill/Eastern System 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, 2019, 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

There was a rating change for the Senior Lien Bonds from S&P Global Ratings on August 16, 2018 which upgraded the bonds from BBB- to A-. There was also an upgrade to the Junior Lien Bonds from BB+ to BBB+ on the same day.

Subsequent to June 30, 2019, there was a rating change for the Senior and Junior Lien Bonds from Baa3 to Baa2 from Moody's Investor Service on July 1, 2019. An additional rating change from Fitch Ratings took place on November 25, 2019 which upgraded the Senior Lien Bonds from BBB- to BBB and the Junior Lien Bonds from BB+ to BBB-.

Subsequent to June 30, 2019, the Term Rate Bonds (Subseries B-2) were remarketed as required by the 2013 Bonds Indenture. The transaction was completed on July 16, 2019 which locked in lower interest rates on $125,000,000 of Agency debt through 2053. The interest savings are approximately $1.9 million each year.

As of June 30, 2019, none of the following events have occurred with respect to the 2013 and 2015 Bonds except as noted above:

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;
5. Substitution of credit or liquidity providers, or their failure to perform;
6. 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 2013 and 2015 Bonds, or other material events affecting the tax status of the Series 2013 and 2015 Bonds;
7. Modifications to rights of 2013 and 2015 Bond holders, if material;
8. 2013 and 2015 Bond calls, if material, and tender offers;
9. Defeasances;
10. Release, substitution or sale of property securing repayment of the 2013 and 2015 Bonds, if material;
11. Rating Changes - **See Credit Rating upgrades in Section 5 above.**
12. 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;
13. 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;
14. Appointment of a successor or additional Trustee, or the change of name of a Trustee, if material; and
15. Introduction or passage of any amendment to the Act.
16. Incurrence of a financial obligation, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation, any of which affect security holders, if material; and

Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of the obligated person, any of which reflect financial difficulties.

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.

Foothill/Eastern Transportation Corridor Agency

By

Amy Potter

Amy Potter
Chief Financial Officer
December 16, 2019

FOOTHILL/EASTERN TRANSPORTATION CORRIDOR AGENCY

Financial Statements

June 30, 2019 and 2018

(With Independent Auditor’s Report Thereon)

FOOTHILL/EASTERN TRANSPORTATION CORRIDOR AGENCY

Table of Contents

INDEPENDENT AUDITOR'S REPORT

Board of Directors
Foothill/Eastern Transportation Corridor Agency
Irvine, California

Report on the Financial Statements

We have audited the accompanying financial statements of the Foothill/Eastern Transportation Corridor Agency (the Agency), as of and for the year ended June 30, 2019, and the related notes to the financial statements, which collectively comprise the Agency's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Agency as of June 30, 2019 and the changes in its financial position and its cash flows thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

The financial statements of the Agency as of and for the year ended June 30, 2018, were audited by other auditors whose report dated October 1, 2018 expressed an unmodified opinion on those statements.

Required Supplementary Information

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

Crowe LLP

Crowe LLP

Costa Mesa, California
October 24, 2019

This discussion and analysis of the financial performance of the Foothill/Eastern Transportation Corridor Agency (the Agency) provide an overview of the Agency's financial activities for the fiscal years ended June 30, 2019 and 2018. 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 toll roads. The Agency was created to plan, design, finance, construct, and operate the Foothill (State Route 241) and Eastern (State Route 241, State Route 261, and State Route 133) toll roads. The Agency's primary focus is the operation of the facilities and collection of tolls to repay the tax-exempt revenue bonds that were issued to construct the toll roads.

Planning began in the 1970s when local transportation studies identified the need for new highways, including the Foothill and Eastern Transportation Corridors (State Route 241, State Route 261, and State Route 133), 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) for Caltrans to assume ownership, liability, and maintenance of the State Route 241, State Route 261, and State Route 133 toll roads as part of the state highway system. This agreement eliminated the need for the Agency to seek additional funding sources for road maintenance.

In 1993, the first 3.2-mile segment of the Foothill (State Route 241) toll road opened to traffic, the first toll road in Southern California to use FasTrak®, an electronic toll collection system that allowed drivers to pay tolls without stopping at a toll booth. The State Route 241, State Route 261, and State Route 133 toll roads serve as important, time-saving alternative routes to local freeways and arterial roads, with 69,219,945 transactions during the year ended June 30, 2019, compared to 69,049,893 annual transactions in 2018, and 67,004,684 transactions in 2017.

Financial Highlights

Tolls, fees, and fines earned in fiscal year 2019 (FY19) totaled $193,791 compared to $188,805 in fiscal year 2018 (FY18), an increase of 2.6%.

As of June 30, 2019 and 2018, the Agency had $361,792 and $356,374, respectively, of restricted cash and investments that were subject to master indentures of trust for the bonds outstanding at each date. The Agency also had $415,773 and $339,431, respectively, of unrestricted cash and investments.

(In thousands)

The Agency's net position at June 30, 2019 and 2018 was $(1,537,799) and $(1,579,796), respectively. The negative net position results from the inclusion in the Agency's financial statements of its long-term debt obligations, which were used to fund design, planning and construction of the corridors, but not the related capital assets, since ownership of the corridors was transferred to Caltrans upon completion of construction.

Overview of the Financial Statements

The Agency's financial statements include its statements of net position, statements of revenues, expenses, and changes in net position, statements of cash flows, and notes to the financial statements. The statements of net position and statements of revenues, expenses, and changes in net position, present the financial picture of the Agency from the economic resources measurement focus using the accrual basis of accounting. 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 revenues, 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 Foothill/Eastern Transportation Corridors, as well as the Agency's design and 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, 2019, 2018, and 2017:

	2019	Percentage increase (decrease)	2018	Percentage increase (decrease)	2017
Assets and deferred outflows:					
Current assets	$ 444,680	28.5 %	$ 346,120	5.3 %	$ 328,543
Capital assets, net	117,516	10.8	106,030	23.3	86,000
Other noncurrent assets	477,935	(2.9)	492,195	6.0	464,503
Deferred outflows	10,275	(4.7)	10,787	(5.3)	11,387
Total assets and deferred outflows	1,050,406	10.0	955,132	7.3	890,433
Liabilities and deferred inflows:					
Current liabilities *	110,090	23.9	88,850	(9.7)	98,402
Bonds payable	2,467,823	1.3	2,436,570	1.2	2,407,087
Net pension liability	9,226	24.4	7,417	(15.2)	8,742
Deferred inflows	1,066	(49.0)	2,091	219.2	655
Total liabilities and deferred inflows	2,588,205	2.1	2,534,928	0.8	2,514,886
Net position	$ (1,537,799)	(2.7)	$ (1,579,796)	(2.7)	$ (1,624,453)

* Excludes current portion of bonds payable which is included within Bonds payable.

(In thousands)

The increases in current assets above 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.

The following is a summary of the Agency's revenue, expenses, and changes in net position for the years ended June 30, 2019, 2018, and 2017:

	2019	Percentage increase (decrease)	2018	Percentage increase (decrease)	2017
Operating revenues:					
Tolls, fees, and fines	$ 193,791	2.6 %	$ 188,805	7.9 %	$ 175,047
Development impact fees	14,860	(40.0)	24,754	18.2	20,939
Other revenues	731	(19.0)	902	42.9	631
Total operating revenues	209,382	(2.4)	214,461	9.1	196,617
Operating expenses	31,832	6.5	29,889	4.5	28,601
Operating income	177,550	(3.8)	184,572	9.9	168,016
Nonoperating expenses, net	(135,553)	(3.1)	(139,915)	(61.7)	(364,838)
Change in net position	41,997		44,657		(196,822)
Net position at beginning of year	(1,579,796)	(2.7)	(1,624,453)	13.8	(1,427,631)
Net position at end of year	$ (1,537,799)	(2.7)	$ (1,579,796)	(2.7)	$ (1,624,453)

Tolls, fees, and fines comprised 92.6% of total revenue in FY19 compared to 88.0% of total revenue in FY18. Tolls, fees, and fines increased by 2.6% and 7.9%, respectively, over each of the two preceding years, primarily due to increases in toll transactions and inflationary toll rates. Development impact fees were $14,860 in FY19 and $24,754 in FY18, a decrease of 40.0%, compared to an increase of 18.2% in FY18. The amounts of development impact fees collected fluctuate from year to year depending on residential and nonresidential development in Orange County within the area of benefit.

Operating expenses were $31,832 in FY19 compared to $29,889 in FY18, an increase of 6.5%. Included in operating expenses in FY19 is noncash depreciation expense on capital assets of $4,988, compared to $5,563 in FY18. Excluding depreciation, operating expenses were $26,844 in FY19 and $24,326 in FY18, an increase of $2,518. The increase in operating expenses is primarily due to the Agency's initiative to replace hard-case transponders with adhesive 6C tags. The new adhesive tags are less costly to procure and will result in future cost savings. California's Office of Administrative Law approved regulatory changes to adopt 6C electronic toll collection on all roads throughout the state starting January 1, 2019. The adhesive 6C tags will allow users to pay tolls electronically across California and the other 6C tolling-technology states. The Agency began mailing the adhesive transponders in June 2019.

Net nonoperating expenses for FY19 include investment income of $23,053; interest expense of $144,009; and $14,597 for legal settlements. For FY18, net nonoperating expenses include investment income of $5,567; interest expense of $142,245; bond remarketing costs of $882; and $2,355 of costs related to the removal of some of the agency's toll booths. The increase in investment income in FY19 is due to higher reinvestment rates and incorporating more higher yielding non-government securities and short-term liquidity pools into the

(In thousands)

Agency's portfolio. Accrual-basis interest expense included accretion on the Agency's capital appreciation bonds and convertible capital appreciation bonds of $30,707 and $28,974 in FY19 and in FY18, respectively. Interest expense in FY19 and FY18 also included noncash amortization of $546 and $509, respectively, related to a discount on the issuance of bonds; $300 and $257, respectively, related to prepaid bond insurance; and $998 and $850, respectively, related to the deferred bond refunding costs. Legal settlements in FY19 include a tentative settlement of $14,500 for a class action lawsuit alleging that the Agency, along with other California toll operators, violated California Streets and Highways Code 31490 by transmitting drivers' personal information for purposes of toll collection and enforcement, interoperability and communications with customers. The settlement will eliminate the costs of ongoing litigation, minimize the Agency's risk profile, and help protect the Agency against future potential claims.

Capital Assets, Net

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

		2019	2018	2017
Construction in progress	$	86,271	72,633	52,988
Right-of-way acquisitions, grading, or improvements		18,698	18,698	15,014
Furniture and equipment		12,547	14,699	17,998
Total capital assets, net	$	117,516	106,030	86,000

Right-of-way acquisitions, grading, or improvements include easements and environmental mitigation parcels. Furniture and equipment include facility and toll revenue equipment related to the corridor operations facility, 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, 2019, 2018, and 2017, the Agency had outstanding bonds payable of $2,467,823, $2,436,570, and $2,407,087, respectively. The changes in FY19 and FY18 are primarily attributable to the accretion of principal on capital appreciation bonds of $30,707 and $28,974, respectively.

All of the Agency's tolls, fees, fines, and development impact fee revenue, less certain expenses, as defined in the indentures of trust, are 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, 2019, 2018 and 2017.

Economic Factors

After consideration of toll rate recommendations from the Agency's traffic consultant and the potential effects of traffic diversion, new toll rates were approved by the Agency's board of directors for implementation effective July 1, 2019. New toll rates reflect a 2% inflationary increase at all toll points that will result in increases of $0.06 to $0.08 for peak hour toll rates at the mainline plazas and a projected 3.2% increase in transactional toll revenue for FY20.

(Continued)

The Agency's board of directors also approved a $8,920 payment to OCERS to pay off the unfunded actuarial accrued liability (UAAL). The payment was executed on July 1, 2019. This payment reduced the Agency's pension liability and in turn reduced the employer contribution rates by an average of approximately 10.5% for FY20.

The Agency successfully remarketed the Toll Road Refunding Revenue Bonds Series 2013B-2 on July 18, 2019. The transaction reset the interest rate of the bonds to 3.5% until January 15, 2053. The favorable long-term fixed rate will reduce interest rate expense and interest rate risk.

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, Foothill/Eastern Transportation Corridor Agency, 125 Pacifica, Suite 100, Irvine, CA 92618 or to info@thetollroads.com.

FOOTHILL/EASTERN TRANSPORTATION CORRIDOR AGENCY

Statements of Net Position

June 30, 2019 and 2018

(In thousands)

		2019	2018
Assets:			
Current assets:			
Cash and investments	$	311,357	217,664
Restricted cash and investments		119,450	117,122
Receivables:			
Accounts, net of allowance of $2,271 and $2,317, respectively		8,487	7,647
Fees		11	29
Interest		3,794	2,619
Other assets		1,581	1,039
Total current assets		444,680	346,120
Noncurrent assets:			
Cash and investments		104,416	121,767
Restricted cash and investments		242,342	239,252
Depreciable capital assets, net		9,667	12,111
Non-depreciable capital assets		107,849	93,919
Unamortized prepaid bond insurance		9,779	10,080
Note receivable – San Joaquin Hills Transportation Corridor Agency		121,398	121,096
Total noncurrent assets		595,451	598,225
Deferred outflows of resources:			
Unamortized deferral of bond refunding costs		8,072	9,070
Pension costs		2,203	1,717
Total assets and deferred outflows		1,050,406	955,132
Liabilities:			
Current liabilities:			
Accounts payable		10,912	9,417
Unearned revenue		25,452	21,830
Due to San Joaquin Hills Transportation Corridor Agency		7,633	6,075
Employee compensated absences payable		508	443
Interest payable		51,085	51,085
Reserve for settlement		14,500	—
Current portion of bonds payable		4,567	—
Total current liabilities		114,657	88,850
Net pension liability		9,226	7,417
Long-term bonds payable		2,463,256	2,436,570
Total liabilities		2,587,139	2,532,837
Deferred inflows of resources:			
Pension costs		1,066	2,091
Total liabilities and deferred inflows		2,588,205	2,534,928
Net position:			
Net investment in capital assets		(2,332,456)	(2,311,390)
Restricted		262,218	276,218
Unrestricted		532,439	455,376
Total net position	$	(1,537,799)	(1,579,796)

See accompanying notes to financial statements.

FOOTHILL/EASTERN TRANSPORTATION
CORRIDOR AGENCY

Statements of Revenues, Expenses, and Changes in Net Position

Years ended June 30, 2019 and 2018

(In thousands)

		2019	2018
Operating revenues:			
Tolls, fees, and fines	$	193,791	188,805
Development impact fees		14,860	24,754
Other revenues		731	902
Total operating revenues		209,382	214,461
Operating expenses:			
Toll compliance and customer service		11,313	9,597
Depreciation		4,988	5,563
Salaries and wages		4,561	3,881
Toll systems		1,904	1,768
Communications		870	701
Insurance		829	805
Toll facilities		767	669
Professional services		5,188	5,725
Facilities operations, maintenance, and repairs		291	252
Other operating expenses		1,121	928
Total operating expenses		31,832	29,889
Operating income		177,550	184,572
Nonoperating revenues (expenses):			
Investment income		23,053	5,567
Loss on disposition of capital assets		—	(2,355)
Settlement expense		(14,597)	—
Costs of bond remarketing transaction		—	(882)
Interest expense		(144,009)	(142,245)
Nonoperating expenses, net		(135,553)	(139,915)
Change in net position		41,997	44,657
Net position at beginning of year		(1,579,796)	(1,624,453)
Net position at end of year	$	(1,537,799)	(1,579,796)

See accompanying notes to financial statements.

FOOTHILL/EASTERN TRANSPORTATION CORRIDOR AGENCY

Statements of Cash Flows

Years ended June 30, 2019 and 2018

(In thousands)

		2019	2018
Cash flows from operating activities:			
Cash received from toll road patrons	$	198,131	184,017
Cash received from development impact fees		14,877	24,813
Cash received from other revenue		730	902
Cash payments to suppliers		(21,328)	(25,790)
Cash payments to employees		(4,198)	(4,028)
Net cash provided by operating activities		188,212	179,914
Cash flows from capital and related financing activities:			
Cash payments for acquisition of capital assets		(16,475)	(25,593)
Cash payments related to the disposition of capital assets		—	(2,355)
Cash payments in connection with bond remarketing transaction		—	(882)
Cash payment for legal settlement		(97)	—
Cash payments for interest and principal		(111,458)	(112,256)
Net cash used in capital and related financing activities		(128,030)	(141,086)
Cash flows from investing activities:			
Cash receipts for interest and dividends		12,875	9,056
Cash receipts from the maturity and sale of investments		427,545	386,349
Cash payments for purchase of investments		(476,638)	(468,476)
Net cash used in investing activities		(36,218)	(73,071)
Net increase (decrease) in cash and cash equivalents		23,964	(34,243)
Cash and cash equivalents at beginning of year		63,721	97,964
Cash and cash equivalents at end of year (note 4)	$	87,685	63,721
Reconciliation of operating income to net cash provided by operating activities:			
Operating income	$	177,550	184,572
Adjustments to reconcile operating income to net cash provided by operating activities:			
Depreciation		4,988	5,563
Changes in operating assets and liabilities:			
Accounts receivable		(840)	(1,039)
Fees receivable		18	59
Due to/from San Joaquin Hills Transportation Corridor Agency		1,558	(2,400)
Other assets		(542)	(150)
Accounts payable		1,495	(5,195)
Unearned revenue		3,622	(1,349)
Net pension liability		1,809	(1,325)
Deferred outflows of resources related to pensions		(486)	(251)
Deferred inflows of resources related to pensions		(1,025)	1,436
Employee compensated absences payable		65	(7)
Total adjustments		10,662	(4,658)
Net cash provided by operating activities	$	188,212	179,914

(Continued)

FOOTHILL/EASTERN TRANSPORTATION CORRIDOR AGENCY

Statements of Cash Flows

Years ended June 30, 2019 and 2018

(In thousands)

		2019	2018
Noncash capital and related financing and investing activities:			
Interest expense recorded for accretion of bonds outstanding	$	(30,707)	(28,974)
Amortization of bond discount recorded as interest expense		(546)	(509)
Amortization of deferred bond-refunding cost recorded as interest expense		(998)	(850)
Amortization of prepaid bond insurance recorded as interest expense		(300)	(257)
Interest accrued on note receivable from San Joaquin Hills Transportation Corridor Agency		301	301
Change in unrealized gain/loss on investments		7,302	(3,853)
Amortization of discount/premium on investments		2,259	176
Reserve for settlement		(14,500)	—

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 Foothill/Eastern Transportation Corridor Agency (the Agency) was created in January 1986 by a joint exercise of powers agreement. Current members are the County and the cities of Anaheim, Dana Point, Irvine, Lake Forest, Mission Viejo, Orange, Rancho Santa Margarita, San Clemente, San Juan Capistrano, Santa Ana, Tustin, and Yorba Linda (collectively, the member agencies). The purpose of the Agency is to plan, design, construct, finance, administer funds for, and operate the Foothill and Eastern Transportation Corridors. 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 San Joaquin Hills Transportation Corridor Agency (SJHTCA) are under common management and together are called the Transportation Corridor Agencies (TCA). However, each agency has an independent governing board. Refer to note 2(l) of the financial statements for interagency transactions detail.

(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. In April 2018, GASB issued Statement No. 88, Certain Disclosures Related to Debt, including Direct Borrowings and Direct Placements (GASB No. 88). GASB No. 88 requires additional debt-related disclosures be included in the notes to the financial statements, including related to unused lines of credit; assets pledged as collateral; events of default and termination events that would trigger finance-related consequences; and significant subjective acceleration clauses. GASB No. 88 is effective for reporting periods beginning after June 15, 2018 and does not have a material impact on the Agency's disclosures.

(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 corridors. The Agency's operating expenses include depreciation, materials, services, and other expenses related to the operation of the corridors, in addition to costs associated with the Agency's ongoing obligations for environmental mitigation and certain costs related to construction administration. 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.

(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 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 tolls, and interest.

(g) Capital Assets

Capital assets include construction in progress, 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

(Continued)

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 Foothill/Eastern Transportation Corridors 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 useful lives are not capitalized.

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. Violation revenue is recognized upon receipt of payment. Development impact fees are earned when building permits are issued and funds are collected by the member agencies. Other revenue is recognized when earned.

(l) Transactions with SJHTCA

Expenses directly related entirely to the Agency are charged to the Agency, and those incurred on behalf of both the Agency and SJHTCA are allocated between the two agencies based on the estimated benefit to each. In addition, the Agency has amounts due from SJHTCA related to SJHTCA customers who incur tolls on the Agency's corridors and other expenses and amounts due to SJHTCA related to the Agency's customers who incur tolls on State Route 73. At June 30, 2019 and 2018, the Agency had tolls due to SJHTCA of $7,633 and $6,075, respectively.

A note receivable from SJHTCA was established when the Agency's board of directors and the board of directors of SJHTCA approved an agreement that provided for the termination of the Mitigation Payment and Loan Agreement between the agencies, concurrently with the closing of a refinance transaction proposed by SJHTCA. The termination agreement also provided for SJHTCA to pay $120,000 to the Agency, in annual installments beginning January 15, 2025 equal to 50% of SJHTCA's surplus funds, plus accrued interest. At June 30, 2019 and 2018, the Agency had a note receivable of $121,398 and $121,096, 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 the Agency's capital assets and capital assets related to construction, rights-of-way, grading, and improvements that were transferred to Caltrans in previous years. See note 5.

Restricted: Represents the Agency's assets subject to externally imposed conditions, related primarily to restricted bond proceeds and the Agency's tolls, fees, fines, and development impact fee revenue, less certain expenses, in accordance with the Agency's master indentures of trust.

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.

(Continued)

(In thousands)

(o) Reclassifications

Certain amounts reported in the prior period have been reclassified to conform to the current period presentation.

(3) Development Impact Fees

The sources of development impact fees for the years ended June 30, 2019 and 2018 were as follows:

		2019	2018
City of Irvine	$	10,392	17,802
City of Lake Forest		2,279	2,585
City of Anaheim		582	377
City of Yorba Linda		541	732
City of Tustin		531	1,903
City of San Clemente		291	117
County of Orange		107	185
City of Orange		91	138
City of Santa Ana		32	83
City of Dana Point		10	17
City of Rancho Santa Margarita		4	95
City of San Juan Capistrano		—	6
City of Mission Viejo		—	714
	$	14,860	24,754

(4) Cash and Investments

Cash and investments as of June 30, 2019 and 2018 are classified in the accompanying financial statements, as follows:

		2019	2018
Current cash and investments	$	311,357	217,664
Noncurrent cash and investments		104,416	121,767
Current restricted cash and investments		119,450	117,122
Noncurrent restricted cash and investments		242,342	239,252
	$	777,565	695,805

(In thousands)

Cash and investments as of June 30, 2019 consist of the following:

	Cash and cash equivalents	Investments	Total
Cash on hand	$ 1	—	1
Deposit accounts	17,822	—	17,822
Money market funds	35,727	—	35,727
California Asset Management Trust Cash Reserve Portfolio (CAMP)	—	60,260	60,260
Certificates of deposit	—	116,207	116,207
Commercial paper	—	49,267	49,267
Corporate notes	—	126,604	126,604
U.S. Treasury securities	34,135	5,533	39,668
Federal agency, U.S. government-sponsored enterprise, and supranational notes	—	61,774	61,774
Investments held with trustee per debt agreements:			
U.S. Treasury securities	—	85,268	85,268
Federal agency and U.S. government-sponsored enterprise notes and bonds	—	93,630	93,630
Corporate notes	—	91,337	91,337
Total	$ 87,685	689,880	777,565

(In thousands)

Cash and investments as of June 30, 2018 consist of the following:

	Cash and cash equivalents	Investments	Total
Cash on hand	$ 1	—	1
Deposit accounts	15,275	—	15,275
Money market funds	27,822	—	27,822
California Asset Management Trust Cash Reserve Portfolio (CAMP)	—	42,522	42,522
Local Agency Investment Fund	—	7,036	7,036
Orange County Investment Pool	—	39	39
Certificates of deposit	—	59,500	59,500
Commercial paper	—	39,713	39,713
Corporate notes	—	104,456	104,456
U.S. Treasury securities	20,623	5,474	26,097
Federal agency, U.S. government-sponsored enterprise, and supranational notes	—	91,425	91,425
Investments held with trustee per debt agreements:			
Commercial paper	—	10,076	10,076
U.S. Treasury securities	—	99,870	99,870
Federal agency and U.S. government-sponsored enterprise notes and bonds	—	93,185	93,185
Corporate notes	—	78,788	78,788
Total	$ 63,721	632,084	695,805

(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, 2019 and 2018, the carrying amounts of the Agency’s cash deposits were $17,822 and $15,275, respectively, and the corresponding aggregate bank balances were $21,287 and $18,732, respectively. The differences of $3,465 and $3,457 were principally due to outstanding checks. The Agency’s custodial credit risk is mitigated in that the full amounts of the bank balances outlined above are 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 the highest ratings categories by two NRSROs
Certificates of Deposit Account Registry Service		5 Years	30	5	Long-term debt rating in one of the highest ratings categories by two NRSROs
Negotiable certificates of deposit		5 Years	30	5	Long-term debt rating in one of the 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 the 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	Lesser of $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 amounts held by trustee, which are subject to 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

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 FDIC	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, 2019 and 2018, 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:

	Jun 30, 2019		Jun 30, 2018	
Investment type	**S&P**	**Moody's**	**S&P**	**Moody's**
U.S. Treasury bills	A-1+	P-1	A-1+	P-1
U.S. Treasury notes	AA+	Aaa	AA+	Aaa
Federal agency, U.S. government-sponsored enterprise, and supranational notes	AA+/AAA	Aaa	AA+/AAA	Aaa
Money market funds	AAAm	Aaa-mf	AAAm	Aaa-mf
CAMP	AAA	NR	AAA	NR
Orange County Investment Pool	—	—	NR	NR
Local Agency Investment Fund	—	—	NR	NR
Commercial paper:				
General Electric Company	—	—	A-1	P-1
JP Morgan Chase & Co	A-1	P-1	—	—
MUFG Bank Ltd /NY	A-1	P-1	—	—
Rabobank USA Fin Corp	A-1	P-1	A-1	P-1
Toyota Motor Corp	A-1+	P-1	A-1+	P-1
Certificates of Deposit:				
Toronto Dominion Holdings	A-1+	P-1	A-1+	P-1
Bank of Montreal Chicago	A-1	P-1	A-1	P-1
Bank of Nova Scotia Houston	A-1	P-1	A-1	P-1
Royal Bank Canada	A-1+	P-1	A-1+	P-1
Nordea Bank AB	A-1+	P-1	A-1+	P-1
Svenska Handelsbanken NY	A-1+	P-1	—	—
Westpac Banking Corp	A-1+	P-1	—	—
Cooperatieve Rabobank UA	A-1	P-1	—	—

(In thousands)

Investment type	Jun 30, 2019 S&P	Jun 30, 2019 Moody's	Jun 30, 2018 S&P	Jun 30, 2018 Moody's
Corporate notes – Medium term:				
Apple Inc.	AA+	Aa1	AA+	Aa1
American Honda Finance	—	—	A+	A2
Honda Motor Corporation	A	A2	—	—
Bank of America Corp	A-	A2	A-	A3
Berkshire Hathaway Inc	AA	Aa2	AA	Aa2
Charles Schwab Corp	A	A2	A	A2
Chevron Corporation	AA	Aa2	AA-	Aa2
Chubb Corporation	A	A3	—	—
Cisco Systems	AA-	A1	AA-	A1
Deere & Company	A	A2	A	A2
Exxon Mobil Corp	AA+	Aaa	AA+	Aaa
General Dynamics	A+	A2	A+	A2
HSBC USA Corp	A	A2	A	A2
IBM	A	A1	A+	A1
Intel Corp	A+	A1	A+	A1
JP Morgan Chase & Co	A-	A2	A-	A3
Oracle Corporation	AA-	A1	AA-	A1
Paccar Financial	A+	A1	A+	A1
Pepsico Inc	A+	A1	A+	A1
Pfizer Inc	AA	A1	AA	A1
PNC Financial Services Group	A	A2	A	A2
State Street Bank	A	A1	A	A1
Toyota Motor Corp	AA-	Aa3	AA-	Aa3
US Bancorp	A+	A1	A+	A1
US Bancorp	AA-	A1	A+	A1
Visa Inc	AA-	Aa3	A+	A1
Walmart	AA	Aa2	—	—
Wells Fargo and Company	A-	A2	A-	A2

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

At June 30, 2019, with the exception of investments issued or explicitly guaranteed by the U.S. government, money market mutual funds, and external investment pools, there were no investments in any issuers that accounted for 5% or more of the Agency's total investments, other than investments with Federal Home Loan Bank that represented approximately 7% of the Agency's total investments, as permitted by the Agency's investment policy and the applicable bond indentures.

At June 30, 2018, with the exception of investments issued or explicitly guaranteed by the U.S. government, money market mutual funds, and external investment pools, there were no investments in any issuers that accounted for 5% or more of the Agency's total investments, other than investments with Federal Home Loan Bank and Federal National Mortgage Association that represented approximately 7% and 5%, respectively, of the Agency's total investments, as permitted by the Agency's investment policy and the applicable bond indentures.

(In thousands)

(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.

A summary of the Agency's investments held at June 30, 2019 that are governed by the Agency's investment policy and its bond agreements, including money market funds of $35,727 and U.S. Treasury securities of $34,135 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**
Federal agency, U.S. government-sponsored enterprise, and supranational notes and bonds	$ 155,404	78,447	31,820	45,137	—
Corporate notes	217,941	73,548	95,250	49,143	—
U.S. Treasury securities	124,936	79,673	42,578	2,685	—
Certificates of deposit	116,207	116,207	—	—	—
Commercial paper	49,267	49,267	—	—	—
CAMP	60,260	60,260	—	—	—
Money market funds	35,727	35,727	—	—	—
Total	$ 759,742	493,129	169,648	96,965	—

(In thousands)

A summary of the Agency's investments held at June 30, 2018 that are governed by the Agency's investment policy and its bond agreements, including money market funds of $27,822 and U.S. Treasury securities of $20,623 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**
Federal agency, U.S. government-sponsored enterprise, and supranational notes and bonds	$ 184,610	69,111	77,581	37,918	—
Corporate notes	183,244	58,313	55,480	69,451	—
U.S. Treasury securities	125,967	71,877	9,820	44,270	—
Certificates of deposit	59,500	59,500	—	—	—
Commercial paper	49,789	49,789	—	—	—
CAMP	42,522	42,522	—	—	—
Money market funds	27,822	27,822	—	—	—
Local Agency Investment Fund	7,036	7,036	—	—	—
Orange County Investment Pool	39	39	—	—	—
Total	$ 680,529	386,009	142,881	151,639	—

(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 and certificates of deposit are valued based on quoted prices in active markets of similar securities.

(In thousands)

At June 30, 2019 and 2018, the Agency had the following fair value measurements:

		June 30, 2019		
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)**
Federal agency, U.S. government-sponsored enterprise, and supranational notes and bonds	$ 155,404	—	155,404	—
Corporate notes	217,941	—	217,941	—
U.S. Treasury securities	124,936	—	124,936	—
Certificates of deposit	116,207	—	116,207	—
Commercial paper	49,267	—	49,267	—
Total	$ 663,755	—	663,755	—

Excluded from the table above are money market funds of $35,727, which are reported at amortized cost, and funds on deposit with CAMP totaling $60,260 and are not subject to fair value measurement categorization.

		June 30, 2018		
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)**
Federal agency, U.S. government-sponsored enterprise, and supranational notes and bonds	$ 184,610	—	184,610	—
Corporate notes	183,244	—	183,244	—
U.S. Treasury securities	125,967	—	125,967	—
Certificates of deposit	59,500	—	59,500	—
Commercial paper	49,789	—	49,789	—
Total	$ 603,110	—	603,110	—

Excluded from the table above are money market funds of $27,822, which are reported at amortized cost, and funds on deposit with CAMP, the Local Agency Investment Fund, and the

(In thousands)

Orange County Investment Pool, which collectively aggregate to $49,597 and are not subject to fair value measurement categorization.

(5) Capital Assets

Capital assets activity for the year ended June 30, 2019 was as follows:

		Balance at beginning of year	Additions	Transfers/ deletions	Balance at end of year
Construction in progress	$	72,633	13,638	—	86,271
Right-of-way acquisitions, grading, or improvements		18,698	—	—	18,698
Furniture and equipment		2,588	292	—	2,880
Non-depreciable capital assets	$	93,919	13,930	—	107,849
Furniture and equipment	$	45,078	2,545	(12,593)	35,030
Accumulated depreciation		(32,967)	(4,989)	12,593	(25,363)
Depreciable capital assets, net	$	12,111	(2,444)	—	9,667

Capital assets activity for the year ended June 30, 2018 was as follows:

		Balance at beginning of year	Additions	Transfers/ deletions	Balance at end of year
Construction in progress	$	52,988	19,645	—	72,633
Right-of-way acquisitions, grading, or improvements		15,014	3,684	—	18,698
Furniture and equipment		1,839	749	—	2,588
Non-depreciable capital assets	$	69,841	24,078	—	93,919
Furniture and equipment	$	45,300	1,515	(1,737)	45,078
Accumulated depreciation		(29,141)	(5,563)	1,737	(32,967)
Depreciable capital assets, net	$	16,159	(4,048)	—	12,111

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.

(Continued)

(In thousands)

Transfers/Deletions

Ownership of the Foothill/Eastern Transportation Corridor construction, rights-of-way, grading, and improvements were transferred to Caltrans during the year ended June 30, 1999 upon satisfaction of all conditions contained within the cooperative agreements 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. The balance of construction in progress represents capital improvement projects, most of which will also be transferred to Caltrans upon completion and recognized as contribution expense upon completion.

(6) Long-Term Obligations

The following is a summary of changes in long-term obligations during the year ended June 30, 2019:

	Balance at beginning of year	Additions/ accretions	Reductions	Balance at end of year	Due within one year
Series 2013 Toll Road Refunding Revenue Bonds:					
Senior Term Current Interest Bonds	$ 1,749,440	—	—	1,749,440	—
Junior Lien Current Interest Bonds	198,050	—	—	198,050	—
Capital Appreciation Bonds	171,151	10,455	—	181,606	4,567
Convertible Capital Appreciation Bonds	256,541	15,901	—	272,442	—
Series 2015 Toll Road Refunding Revenue Bonds:					
Capital Appreciation Bonds	100,360	4,351	—	104,711	—
Total bonds payable	2,475,542	30,707	—	2,506,249	$ 4,567
Less unamortized discount on 2013 bonds	(38,972)	—	546	(38,426)	
Total bonds payable less unamortized discount	$ 2,436,570	30,707	546	2,467,823	

(In thousands)

The following is a summary of changes in long-term obligations during the year ended June 30, 2018:

	Balance at beginning of year	Additions/ accretions	Reductions	Balance at end of year	Due within one year
Series 2013 Toll Road Refunding Revenue Bonds:					
Senior Term Current Interest Bonds	$ 1,749,440	—	—	1,749,440	—
Junior Lien Current Interest Bonds	198,050	—	—	198,050	—
Capital Appreciation Bonds	161,310	9,841	—	171,151	—
Convertible Capital Appreciation Bonds	241,578	14,963	—	256,541	—
Series 2015 Toll Road Refunding Revenue Bonds:					
Capital Appreciation Bonds	96,190	4,170	—	100,360	—
Total bonds payable	2,446,568	28,974	—	2,475,542	$ —
Less unamortized discount on 2013 bonds	(39,481)	—	509	(38,972)	
Total bonds payable less unamortized discount	$ 2,407,087	28,974	509	2,436,570	

In February 2015, the Agency issued $87,008 of Senior Lien Toll Road Refunding Revenue Bonds (2015 Capital Appreciation Bonds); together with certain funds held in trust, the proceeds of the issuance were used to refund certain outstanding revenue bonds. The bonds accrue interest at rates ranging from 4.21% to 4.42%, compounded semiannually, and are scheduled to mature in annual installments from January 2033 to January 2035.

In December 2013, the Agency issued $2,274,617 of Series 2013 Toll Road Refunding Revenue Bonds (2013 Bonds); the proceeds of the issuance were used to refund certain outstanding revenue bonds. The reacquisition price of the refunded bonds exceeded their net carrying amount by $14,534; this amount was considered a deferred loss for accounting purposes and is being amortized through 2040, the remaining period during which the refunded bonds were scheduled to be repaid. In addition, the Agency incurred bond insurance premiums of $9,533, which are being amortized over the life of the 2013 bonds. The 2013 Bonds were issued at a discount of $41,009, which are being amortized over the life of the bonds.

The 2013 current interest bonds include $1,374,440 of Senior Term Bonds that mature in installments from January 2042 through January 2053; $375,000 of Term Rate Bonds that mature in installments from January 2050 through January 2053; and $198,050 of Junior Lien Bonds that mature in installments from January 2023 through January 2043. Interest on the 2013 current interest bonds is payable semiannually at rates ranging from 5.00% to 6.50%. The Senior Term Bonds and the Junior Lien Bonds are subject to early redemption on or after January 15, 2024, at the option of the Agency, by payment of principal and accrued interest. The Term Rate Bonds are subject to early redemption, at the option of the Agency, by payment of principal and accrued interest, on or after dates ranging from July 15, 2017 through July 15, 2022.

During August 2017, $125,000 of the 2013 Term Rate Bonds were remarketed, resulting in a reduction in the applicable interest rate from 5.00% to 3.95%. In connection with the remarketing transaction, the Agency incurred expenses of $882.

The 2013 capital appreciation bonds accrue interest at rates ranging from 3.750% to 7.125%, compounded semiannually, and are scheduled to mature in annual installments from January 2020 to January 2042. The bonds are subject to early redemption, at the option of the Agency, based on an independent make-whole calculation.

The 2013 convertible capital appreciation bonds accrue interest, compounded semiannually based on accreted amounts, at rates ranging from 5.30% to 6.85% through January 15, 2024. After this date, interest is payable semiannually based on accreted amounts. The bonds are scheduled to mature in annual installments from January 2025 to January 2042. The bonds are subject to early redemption on or after January 15, 2031, at the option of the Agency, by payment of the accreted amounts and accrued interest.

The master indentures of trust require the trustee to hold bond proceeds, pledged revenue, and any other amounts pledged for repayment of the bond debt described above. The balance of pledged funds held by the trustee are included in restricted cash and investments.

Included in principal at June 30, 2019 and 2018 is $144,625 and $113,918, respectively, related to accreted principal on convertible capital appreciation bonds and capital appreciation bonds.

A portion of the net proceeds of a prior bond refunding 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 a previously refunded portion of the 1995 bonds. As of June 30, 2019 and 2018, the amounts of the previously refunded 1995 bonds outstanding, which were previously eliminated from the financial statements as a result of the refunding, are $734,918 and $763,868, respectively.

(In thousands)

The following is a summary of the annual debt service requirements by fiscal year for the Agency's long-term debt obligations as of June 30, 2019:

	Principal	Interest[(1)]	Junior lien interest[(1)]	Total
2020	$ 4,567	98,787	12,764	116,118
2021	8,061	99,218	12,764	120,043
2022	11,337	100,012	12,764	124,113
2023	14,940	100,952	12,754	128,646
2024	9,663	111,136	12,718	133,517
2025 – 2029	75,658	609,964	61,716	747,338
2030 – 2034	208,370	636,951	53,817	899,138
2035 – 2039	255,078	784,629	35,598	1,075,305
2040 – 2044	462,020	634,340	9,703	1,106,063
2045 – 2049	715,860	308,690	—	1,024,550
2050 – 2053	740,695	81,491	—	822,186
	$ 2,506,249	3,566,170	224,598	6,297,017

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

(b) Project Costs

As of June 30, 2019, the Agency has outstanding commitments and contracts related to construction activities of approximately $44 million.

(c) Litigation

The Agency established a $14,500 reserve for a tentative settlement of a class action lawsuit that was approved by the board of directors and is still subject to approval by the Court. In 2015, a class of drivers filed a complaint alleging that the Agency, along with other California toll operators, violated due process and assessed excessive fines during the toll collection process. In 2016, the plaintiffs amended their complaint to include a claim alleging that the California toll operators violated California Streets and Highways Code 31490 by transmitting drivers' personal information for purposes of toll collection and enforcement, interoperability and communications with customers. In 2018, the Court certified a limited class relating to the alleged violation of California Streets and Highways Code 31490, but has not yet ruled on liability. The settlement will eliminate the costs of ongoing litigation, minimize the Agency's risk profile, and help protect the Agency against future potential claims. The Agency is a defendant in various other 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.

(d) 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. No losses have exceeded insurance coverage in the past three fiscal years.

(e) Mitigation Payment and Loan Agreement

On November 10, 2005, the Agency's board of directors and the board of directors of SJHTCA entered into a Mitigation Payment and Loan Agreement (the Agreement). The terms of the Agreement called for the Agency to make payments totaling $120,000 over four years to SJHTCA to mitigate for anticipated loss of revenue due to the construction of the State Route 241 to I-5 connection project. All scheduled payments totaling $120,000 were made to SJHTCA as of June 2009 and were recorded as construction in progress.

In addition, the Agency committed to provide loans to SJHTCA on an as-needed basis up to $1,040,000, subject to the terms of the Agreement, to assist SJHTCA in achieving its required debt service coverage ratio. Payments of accrued interest and outstanding principal would begin in the fiscal year when SJHTCA achieved a surplus in revenue in excess of the amount needed to meet the debt coverage requirement. All principal and accrued interest would be due and payable on January 1, 2037 to the extent that SJHTCA had surplus revenue available to pay all amounts due. The Agreement also stipulated that the Agency would not be obligated to make loans to SJHTCA prior to securing the necessary funds for constructing the State Route 241 to I-5 connection project unless the Agency determined that it would not build the project. If the commencement and diligent pursuit of the construction of the State Route 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. No amounts were loaned in connection with this arrangement.

On August 14, 2014, the Agency's board of directors and the board of directors of SJHTCA approved an agreement that provided for termination of the Agreement concurrently with the closing of a refinance transaction proposed by SJHTCA. The closing of this refinance transaction occurred on November 6, 2014. The termination agreement also provided for SJHTCA to pay $120,000 to the Agency, in annual installments beginning January 15, 2025 equal to 50% of SJHTCA'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.

As a result of this agreement, the aggregate payments of $120,000 that were made to SJHTCA through 2009 were reclassified during 2015 as a note receivable from SJHTCA and a reduction of construction in progress.

(8) Corridor Operations Facility Lease

In January 2000, the Agency, along with SJHTCA, relocated to the corridor operations facility. At that time, an operating lease agreement was executed between the Agency (lessor) and SJHTCA (lessee). The lease agreement expires at the earliest occurrence of 1) dissolution of the Agency, 2) sale of the facility, or 3) dissolution of SJHTCA. Lease payments are based on the estimated fair market rental value and are adjusted annually. The Agency received lease revenue for the years ended June 30, 2019 and 2018 of $706 and $671, respectively.

(9) Employees' Retirement Plans

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 $72 and $76 of expense for the years ended June 30, 2019 and 2018, respectively.

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 10.88% to 62.81% for the year ended December 31, 2018, and from 11.40% to 61.89% for the year ended December 31, 2017. Employee contributions are established by the OCERS Board of

Retirement and guided by applicable state statutes. Employee contribution rates ranged from 8.62% to 16.39% for the year ended December 31, 2018, and from 8.75% to 16.35% for the year ended December 31, 2017. 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, 2018 and 2017, were $944 and $1,024, respectively, and equaled 100% of the required contributions, and represented 23.8% and 24.4% of the Agency's covered payroll, respectively.

The contributions from the Agency for the years ended June 30, 2019 and 2018, were $886 and $1,013, respectively and represented 22.5% and 24.7%, respectively of the Agency's covered payroll.

(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, 2018 and 2017, with respective actuarial valuations as of December 31, 2017 and 2016 and standard procedures to roll forward to the respective measurement dates that correspond with the Agency's reporting dates of June 30, 2019 and 2018. The proportionate share of the total pension liability attributable to TCA has been determined by OCERS's actuary based upon actual employer contributions within each rate group and TCA is the only employer within its rate group. TCA's proportionate share is further allocated between the Agency and SJHTCA on the basis of their respective shares of covered payroll to determine the amounts reportable by the Agency, as indicated below:

(In thousands)

	June 30, 2019	June 30, 2018
Collective net pension liability - OCERS	$ 6,197,202	4,952,099
Proportionate share attributable to Tranportation Corridor Agencies	13,254	10,243
Share allocable to Foothill/Eastern Transportation Corridor Agency	9,226	7,417
Agency's proportion (percentage) of the collective net pension liability	0.15%	0.15%
Collective deferred outflows of resources - OCERS	$ 1,203,926	795,890
Proportionate share attributable to Tranportation Corridor Agencies	2,555	1,622
Share allocable to Foothill/Eastern Transportation Corridor Agency	1,675	1,114
Collective deferred inflows of resources - OCERS	$ 544,673	1,178,768
Proportionate share attributable to Tranportation Corridor Agencies	1,543	3,249
Share allocable to Foothill/Eastern Transportation Corridor Agency	1,066	2,091
Collective pension expense	$ 783,713	529,375
Proportionate share attributable to Tranportation Corridor Agencies	1,846	1,331
Share allocable to Foothill/Eastern Transportation Corridor Agency	1,109	827

The Agency’s deferred outflows of resources related to pensions as of June 30, 2019 and 2018 are attributable to the following:

	2019	2018
Net difference between projected and actual earnings on pension plan investments	$ 831	-
Changes of assumptions	769	1,006
Differences between expected and actual experience	75	108
Contributions to the plan subsequent to the measurement date of the collective net pension liability	528	603
Total deferred outflows related to pensions	$ 2,203	1,717

(Continued)

(In thousands)

The Agency's deferred inflows of resources related to pensions as of June 30, 2019 and 2018 are attributable to the following:

	2019	2018
Differences between expected and actual experience	$ 939	1,025
Net difference between projected and actual earnings on pension plan investments	-	848
Changes of assumptions or other inputs	127	218
Total deferred inflows related to pensions	$ 1,066	2,091

The amount of $528, representing as of June 30, 2019 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, 2019. The other amounts of the Agency's balances of deferred outflows and deferred inflows of resources as of June 30, 2019 will be recognized as net reductions of pension expense as follows:

Year ending June 30:	
2020	$ 110
2021	31
2022	111
2023	374
2024	(17)
	$ 609

(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, 2018 and 2017:

- Actuarial experience study – Three-year period ended December 31, 2016
- Inflation rate – 2.75%
- Projected salary increases – 4.25% to 17.25%, depending upon service and nature of employment
- Cost-of-living adjustments – 2.75%

The mortality assumptions were based, respectively, on the results of the actuarial experience studies for the period January 1, 2014 through December 31, 2016 using the Headcount-Weighted RP-2014 Healthy Annuitant Mortality Table projected generationally using the two-dimensional Scale MP-2016.

(Continued)

(In thousands)

The discount rate used to measure the Plan's total pension liability as of December 31, 2018 and 2017 was 7.00%. The projection of cash flows used to determine the discount rates assumed that plan member contributions will be made at the current contribution rates and that employer contributions will be made at actuarially determined contribution 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 investment return assumptions are net of administrative expenses, assumed to be 12 and 13 basis points, respectively. The investment rate of return assumptions 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 rates of return on plan investments were 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.

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 assumptions for each measurement date are summarized in the following table:

	December 31, 2018 and 2017	
	Target allocation	Long-term expected real rate of return
Asset Class:		
Global Equity	35.00%	6.38%
Core Bonds	13.00%	1.03%
High Yield Bonds	4.00%	3.52%
Bank Loan	2.00%	2.86%
TIPS	4.00%	0.96%
Emerging Market Debt	4.00%	3.78%
Real Estate	10.00%	4.33%
Core Infrastructure	2.00%	5.48%
Natural Resources	10.00%	7.86%
Risk Mitigation	5.00%	4.66%
Mezzanine/Distressed Debts	3.00%	6.53%
Private Equity	8.00%	9.48%
Total	100.00%	

(In thousands)

The following table presents the Agency's proportionate share of the Plan's net pension liability, calculated using the discount rates used in each year's actuarial valuation (7.0% for 2019 and 2018), 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 (6.0%) or one percentage point higher (8.0%) than the assumed discount rate:

	June 30	
	2019	**2018**
Net pension liability, as calculated:		
With assumed discount rate	$ 9,226	7,417
With a 1% decrease	13,998	12,121
With a 1% increase	5,347	3,596

(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, 2018, which may also be obtained by calling (714) 558-6200.

(10) Subsequent Events

(a) The Agency's board of directors approved a $8,920 payment to OCERS to pay off the Agency's portion of TCA's UAAL. UAAL occurs when actual experience, e.g. investment rate of return, retirement rates, mortality rates, etc., is less favorable than the actuarial assumptions. The payment was executed on July 1, 2019. This payment reduced the Agency's net pension liability and in turn reduced the employer contribution rates.

(b) The Agency successfully remarketed the Toll Road Refunding Revenue Bonds Series 2013B-2 on July 18, 2019. The transaction reset the interest rate of the bonds to 3.5% until January 15, 2053.

FOOTHILL/EASTERN TRANSPORTATION CORRIDOR AGENCY

Required Supplementary Information

Schedule of Net Pension Liability and Related Ratios

(Amounts in thousands)

(Unaudited)

	Plan year ended December 31,				
	2018	2017	2016	2015	2014
Agency's proportion (percentage) of the collective net pension liability	0.15%	0.15%	0.17%	0.16%	0.15%
Agency's proportionate share (amount) of the collective net pension liability	$ 9,226	7,417	8,742	8,918	7,556
Agency's covered payroll	3,971	4,191	3,908	4,083	4,287
Agency's proportionate share of the collective net pension liability as a percentage of its covered payroll	232%	177%	224%	218%	176%
Plan's fiduciary net position as a percentage of the total pension liability	70.03%	74.93%	71.16%	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 independent auditor's report

Change in Assumptions and Methods

2017

- The assumed rate of return was decreased from 7.25% to 7.00%.
- The inflation rate was decreased from 3.00% to 2.75%.
- Projected salary increases for general members of 4.25% to 13.50% changed to 4.25% to 12.25% and safety members changed from 5.00% to 17.50% to 4.75% to 17.25%.
- Mortality rate tables changed to a Headcount-Weighted RP-2014 Healthy Annuitant Mortality Table, projected generationally using two-dimensional MP-2016 scale, adjusted separately for healthy and disabled for both general and safety members.
- Impact due to assumption changes to be phased-in over three years.

FOOTHILL/EASTERN TRANSPORTATION
CORRIDOR AGENCY

Required Supplementary Information

Schedule of Agency Contributions

(Amounts in thousands)

(Unaudited)

		Fiscal year ended June 30,				
		2019	**2018**	**2017**	**2016**	**2015**
Actuarially determined contributions	$	944	1,024	1,038	949	896
Contributions recognized		(944)	(1,024)	(1,038)	(949)	(896)
Difference	$	—	—	—	—	—
Agency's covered payroll	$	3,971	4,191	3,908	4,083	4,287
Contributions recognized as a percentage of covered payroll		23.8%	24.4%	26.6%	23.2%	20.9%

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.

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- Impact due to assumption changes to be phased-in over three years.

TRANSPORTATION CORRIDOR AGENCIES™

Fiscal Year 2020
Capital Improvement Plan

Adopted June 13, 2019

Introduction

The Transportation Corridor Agencies (TCA) are comprised of the Foothill/Eastern Transportation Corridor Agency (F/ETCA) and the San Joaquin Hills Transportation Corridor Agency (SJHTCA). Collectively, the Agencies have operated 51 miles of toll roads for over 25 years since the initial segment of the 241 Toll Road between Portola Parkway (North) and Portola Parkway (South) opened to traffic in 1993. 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 TCA Capital Improvement Plan (CIP).

The CIP is updated annually. The annual update focuses on new projects, changes to project status, costs and schedules, and provides a general summary of the projects completed to date. The CIP is divided into five (5) sections:

1. Capital projects under construction
2. Current capital projects [completion dates by 2025]
3. Future capital projects, interchanges (I/C) and other operational improvements [completion dates post-2025[1]]
4. Future capital projects, ultimate widenings [completion dates post-2025[1]]
5. Completed capital projects

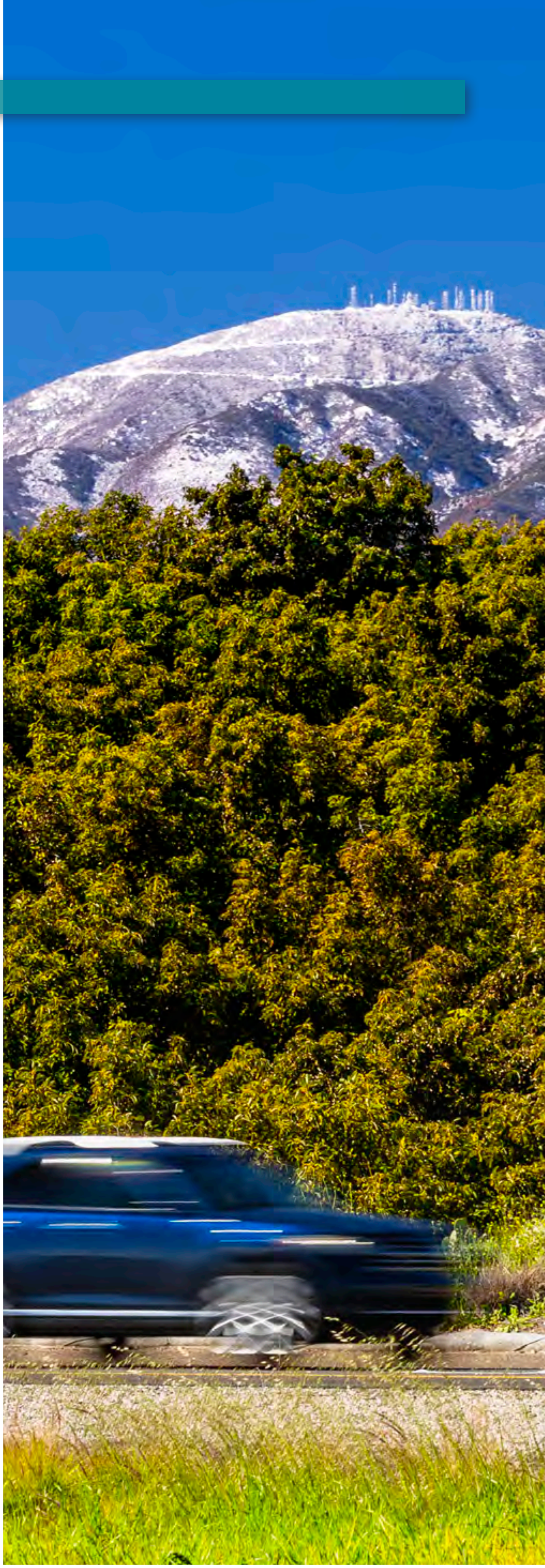
The goal of the CIP is to identify projects and system improvements to ensure a Level of Service (LOS) D is maintained on The Toll Roads system to facilitate free flow conditions. TCA is committed to adding capacity to The Toll Roads network as transactions increase and system capacity is required to efficiently operate the network. TCA works collaboratively with the California Department of Transportation (Caltrans), regional partner agencies and other local agencies to understand land use changes and to identify effective solutions that maintain the free flow conditions on The Toll Roads.

State Routes (SR) 73, 133, 241 and 261 provide important links in the countywide and regional transportation network.

TCA is currently undertaking a systemwide traffic optimization study to understand the specific areas and segments of The Toll Roads system where improvements and capacity enhancements will be needed in order to maintain a LOS D condition. In the study, TCA is developing a timeline with five-year horizon increments in order to have a better understanding of what improvements are needed and when those projects need to be constructed.

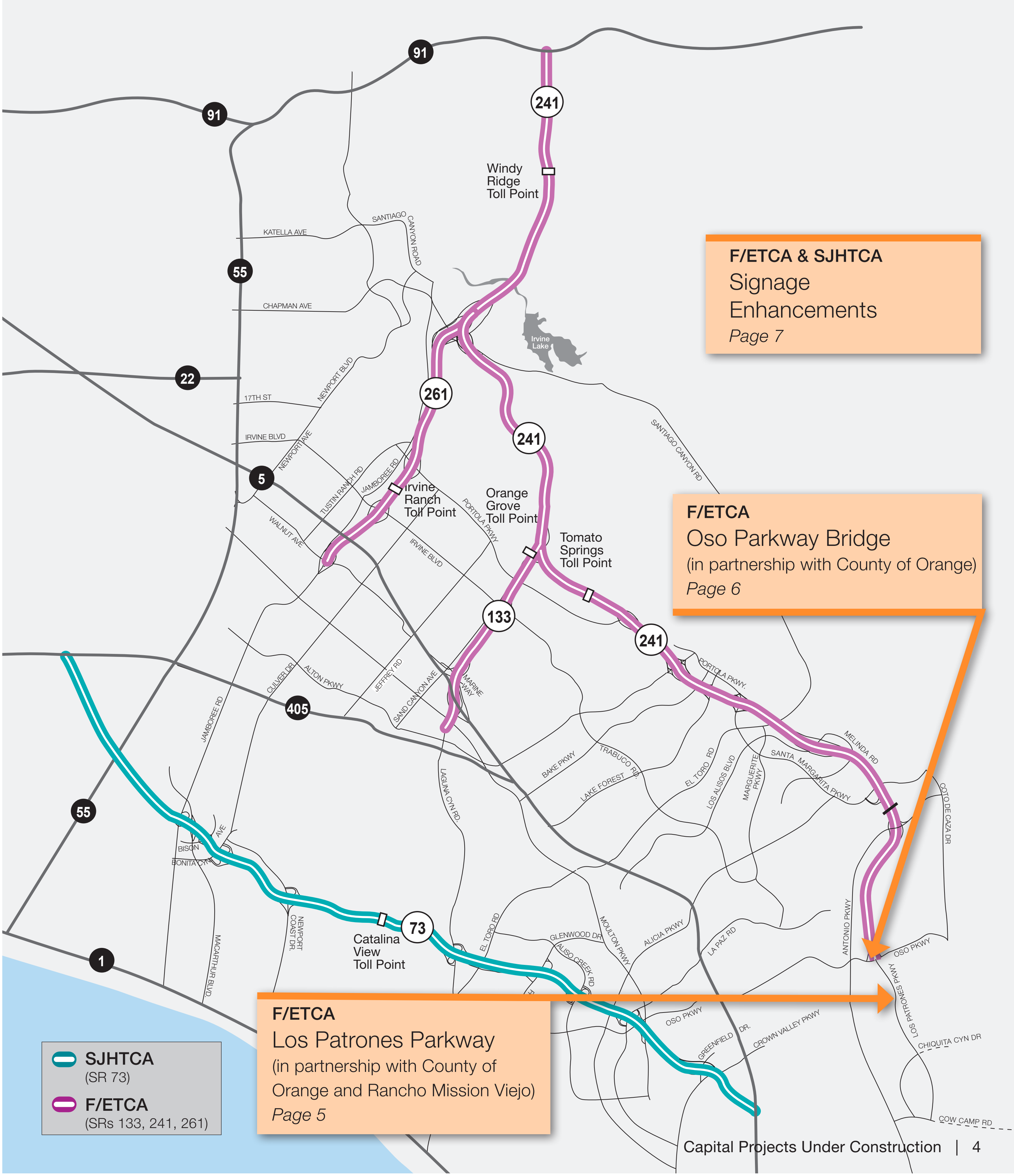
[1] TCA is currently undertaking a systemwide traffic optimization study to develop a timeline with five-year horizon increments to determine when improvements and capacity enhancements will be needed on the system in order to maintain a LOS D condition.

Table of Contents



[1] TCA is currently undertaking a systemwide traffic optimization study to develop a timeline with five-year horizon increments to determine when improvements and capacity enhancements will be needed on the system in order to maintain a LOS D condition.

Capital Projects Under Construction



Los Patrones Parkway

F/ETCA

(in partnership with the County of Orange and Rancho Mission Viejo [RMV])

Summary

Los Patrones Parkway is a 4-lane divided roadway that creates a 4.5-mile, north-south link between Oso Parkway and Cow Camp Road. It includes a multi-purpose pathway trail for pedestrians and cyclists that extends from Oso Parkway to Chiquita Canyon Drive.

Project Status

Phase 2 from Chiquita Canyon Drive to Cow Camp Road is under construction.

Anticipated Completion

Summer 2019

Total Project Cost

$103 Million

Project Description

The roadway consists of two 12-foot lanes with 8-foot shoulders in both directions. Los Patrones Parkway was designed and constructed as a high speed, non-signalized transportation corridor. Enhancements to the roadway were made to minimize conflicts with cross traffic and maximize traffic flow to accommodate approximately 40,000 vehicle trips per day. Design features include:

- 70-mile per hour design speed
- Access restricted and grade separated with no traffic signals
- Divided highway with median
- Sufficient right of way and median width for future widenings
- Prohibition of on-street parking

Planning/Engineering

RMV is the project sponsor with the County of Orange as the lead agency. The County of Orange imposed conditions of approval on RMV's development plans that required RMV to enter into an agreement with F/ETCA to address funding, phasing and construction of Los Patrones Parkway. As part of this agreement, RMV and F/ETCA jointly developed the design standards for the roadway which are consistent with that of a transportation corridor.

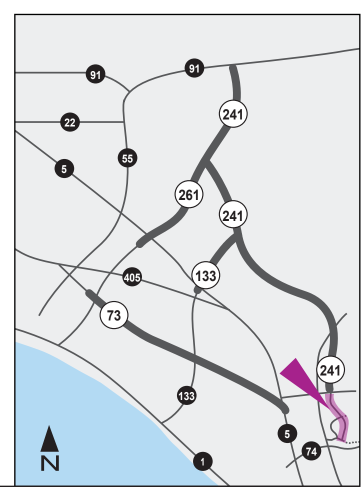
In consideration of implementing these transportation corridor features, F/ETCA agreed to fund the cost of the design and construction of Los Patrones Parkway. F/ETCA is providing this funding pursuant to the County of Orange Major Thoroughfare and Bridge Fee Program. F/ETCA is leading the process in determining whether Los Patrones Parkway would ultimately operate as a non-tolled arterial or as a tolled component of the 241 Toll Road.

Right of Way

Upon completion of construction, RMV will turn the roadway over to the County of Orange.

Construction

Construction of the project began in 2015. Phase 1 from Oso Parkway to Chiquita Canyon Drive opened to traffic Summer 2018. Phase 2 from Chiquita Canyon Drive to Cow Camp Road is currently under construction and completion is anticipated in Summer 2019.



Oso Parkway Bridge

F/ETCA

(in partnership with the County of Orange)

Summary

The Oso Parkway Bridge Project includes the construction of a bridge structure at Oso Parkway and mainline roadway gap closure between the southern terminus of the 241 Toll Road and the northern terminus of Los Patrones Parkway.

Project Status

The project is currently under construction.

Anticipated Completion

2020

Total Project Cost

$38.7 Million

Project Description

The Oso Parkway Bridge Project will provide users of Los Patrones Parkway direct access to and from the 241 Toll Road which will pass under the new bridge. This direct access to the 241 Toll Road will enhance traffic operations and safety for the interchange and improve access to the 241 Toll Road.

Planning/Engineering

An addendum to the Final Environmental Impact Report (FEIR) 584 and 589, as certified by the County of Orange, was completed in 2016 pursuant to California Environmental Quality Act (CEQA) Guidelines Section 15164 for the Oso Bridge Project. A Project Report and final plans and specifications were reviewed and approved by Caltrans.

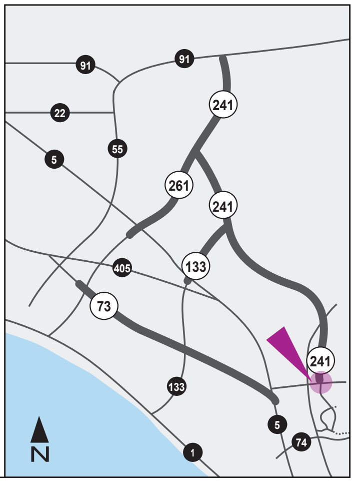
The project is being implemented as a partnership between TCA, County of Orange Public Works and Caltrans. The planning, design, construction management and construction are fully funded by F/ETCA.

Right of Way

N/A

Construction

County of Orange Public Works is administering the construction contract and providing construction oversight in conjunction with Caltrans. Construction commenced in August 2018 and will be completed over a 24-month construction period. Construction is anticipated to be completed in August 2020.



Signage Enhancements

F/ETCA & SJHTCA

Summary

The Signage Enhancements Project updates sign messaging throughout The Toll Roads' system and along the approaches from the connecting highways and arterials to meet the new Caltrans standards for toll road signage.

Project Status

Construction is anticipated to begin in Summer 2019.

Anticipated Completion

Early 2020

Total Project Cost

F/ETCA $3.0 Million | **SJHTCA** $3.3 Million

Project Description

The project updates signage throughout The Toll Roads' system and along the approaches from the connecting roadways to provide consistent messaging that notifies drivers they are entering an electronic toll-collection facility, explains how tolls can be paid, and incorporates current California Manual on Uniform Traffic Control Devices (CA MUTCD) recommendations for toll road signage. The Signage Enhancements Project improvements include: sign modifications; removal and/or replacement of ground mounted signs; replacement and overlays of roadside sign panels; modifications to overhead sign panels including replacements or overlays; removal of one overhead sign structure; installation of two new overhead sign structures; and removal and installation of associated guard rail.

Planning/Engineering

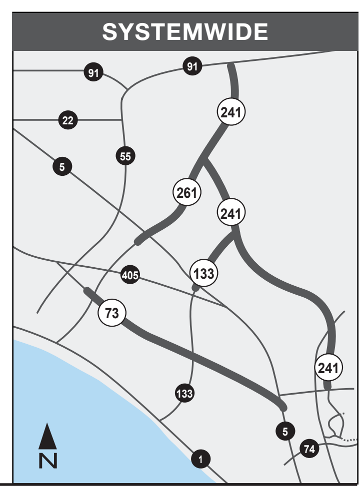
In December 2014, the Boards approved the commencement of design. Customer research was performed in mid-2015 and the results were incorporated into the signage modifications that are now being implemented to follow the California and Federal toll road signage recommendations as prescribed by the current CA MUTCD. Final design was completed in late 2018.

Right of Way

N/A

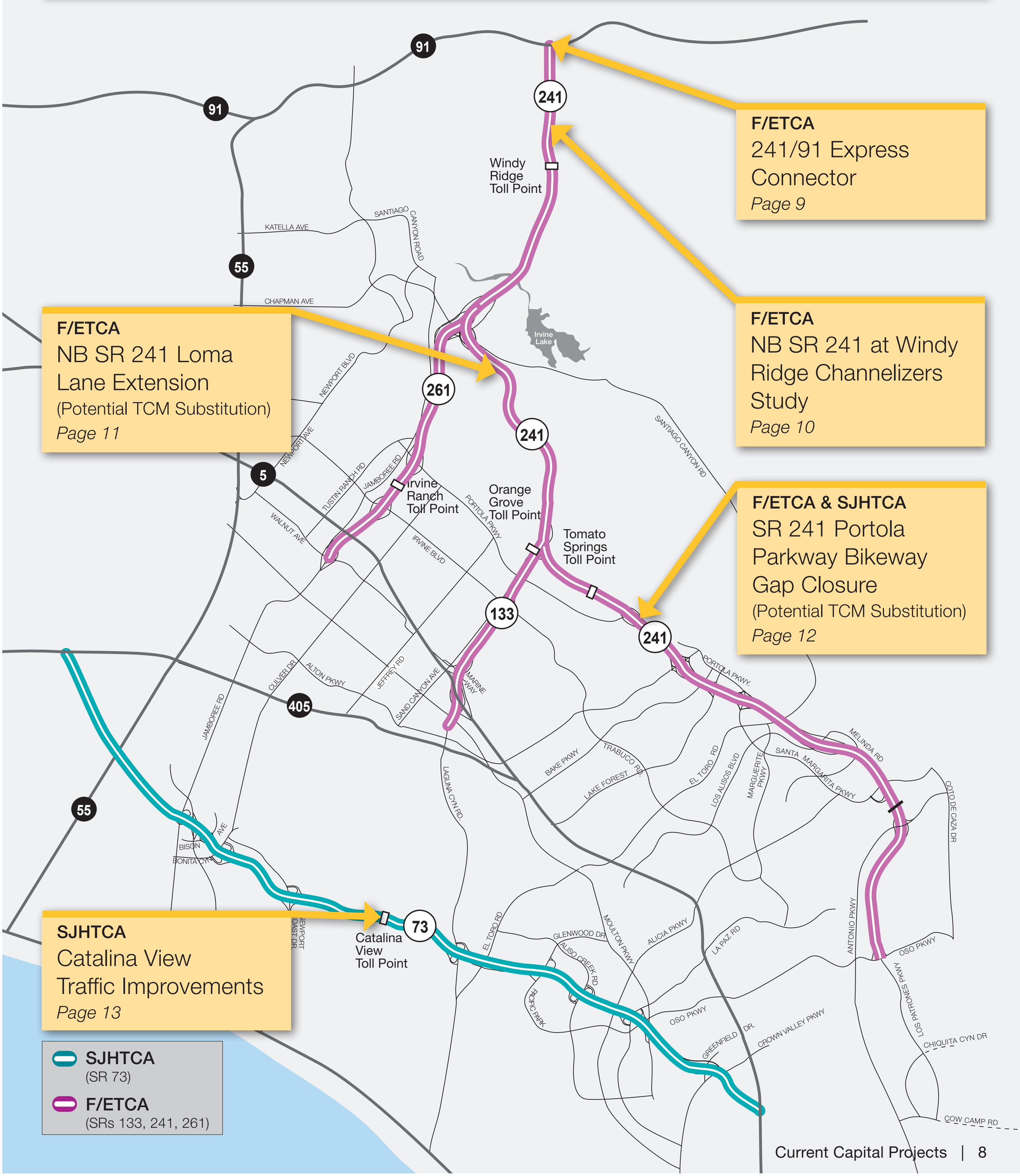
Construction

Installation will require periodic lane and ramp closures throughout The Toll Roads and adjacent highways and arterial interchanges. Closures will take place at night and other off-peak travel times to minimize inconvenience to drivers. The Boards awarded the construction contract in December 2018. Construction is anticipated to begin in Summer 2019 and be completed in early 2020.



Current Capital Projects

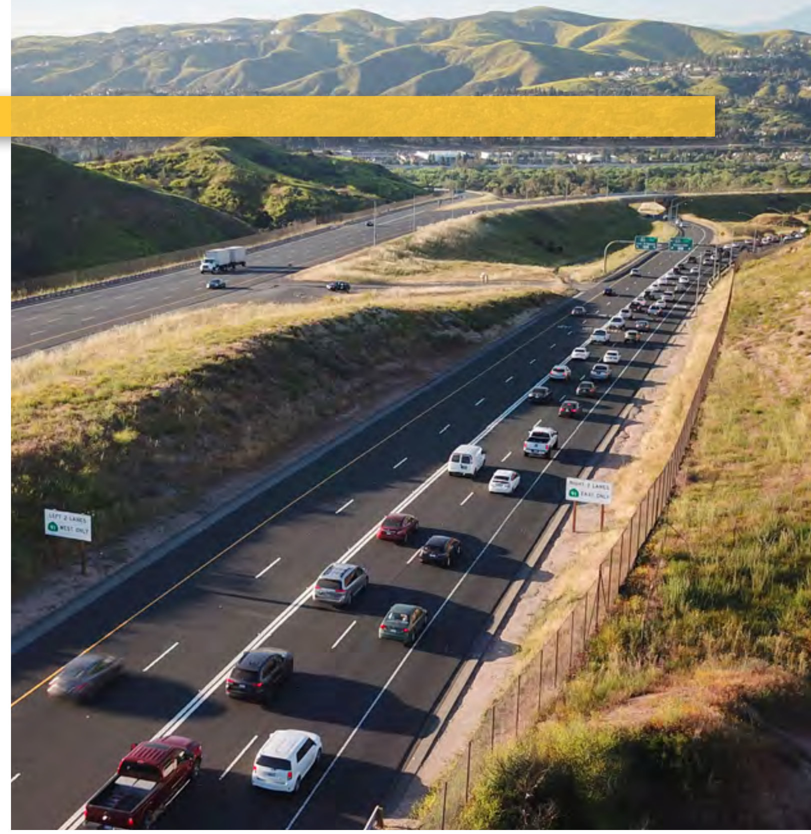
Completion dates by 2025



241/91 Express Connector

F/ETCA

TIP ID: ORA111207
SCAG RTP PROJECT #: ORA111207



Summary

The 241/91 Express Connector Project consists of constructing a tolled connector with a single lane in each direction between the median of the 91 Express Lanes and the median of SR 241 to and from the east. F/ETCA is working with Caltrans, the lead agency, on the project.

Project Status

Staff is proceeding with the required preliminary engineering and the completion of the environmental phase.

Anticipated Completion

2023

Total Project Cost

$183 Million

Project Description

The 241/91 Express Connector will carry northbound (NB) SR 241 traffic to eastbound (EB) 91 Express Lanes and carry westbound (WB) 91 Express Lanes traffic to southbound (SB) SR 241. Outside widening would be required on the south side of SR 91 up to the Coal Canyon Undercrossing. The 241/91 Express Connector is a regionally significant median to median facility that will improve traffic flow and operations of the SR 91 general purpose lanes, 91 Express Lanes and the 241 Toll Road; reduce weaving on the SR 91, which also provides additional safety for the traveling public; increase regional throughput on the SR 91 Corridor; and provide both time savings and increased speed to those that travel the general purpose lanes of the SR 91 Corridor.

Planning/Engineering

F/ETCA is the project sponsor with Caltrans as the lead agency. A median connector between SR 241 and SR 91 was included as a project component in the Eastern Transportation Corridor environmental document.

A draft Supplemental Environmental Impact Report/ Environmental Impact Statement (EIR/EIS) was released for a 60-day public comment period, which concluded on January 9, 2017. Staff is in the process of reviewing and responding to the comments received during the public review period. The final Project Report and environmental document are anticipated to be completed in 2020. Final engineering, deferred until the environmental document is certified, is anticipated to be completed in 2021.

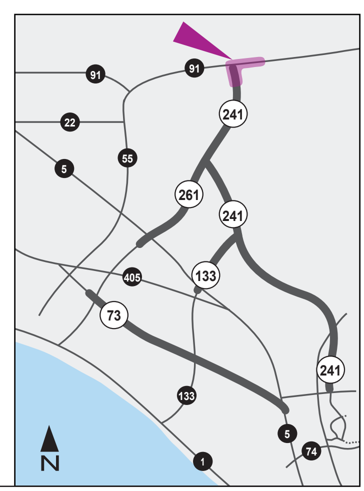
F/ETCA will continue to coordinate and collaborate with Caltrans, local jurisdictions and agencies, and the public on the development of the project and evaluate any potential sequencing of projects in the 91 Corridor.

Right of Way

Minor right of way is needed for the project.

Construction

A 26-month construction duration is anticipated.



NB SR 241 at Windy Ridge Channelizers Study

F/ETCA

Summary

The northbound (NB) SR 241 at Windy Ridge Channelizers Study will evaluate the installation of channelizers on NB SR 241 approaching SR 91 to separate traffic heading eastbound from those heading westbound in order to mitigate queue-jumping that occurs on the NB SR 241.

Project Status

Conceptual planning is in-progress.

Anticipated Completion

2019

Total Project Cost

TBD

Project Description

The intent of this project is to mitigate queue-jumping that occurs on the NB SR 241 approaching SR 91 by installing channelizers between the No. 2 lane and the No. 3 lane to separate the traffic heading eastbound from those heading westbound.

Planning/Engineering

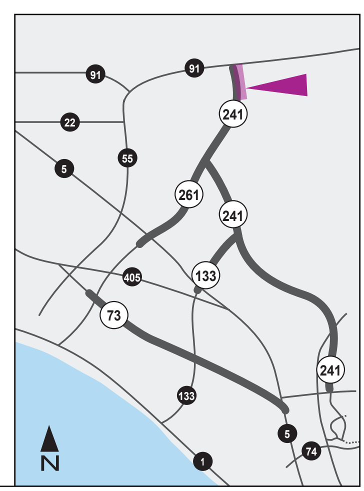
F/ETCA, in consultation with Caltrans, has begun conceptual layouts to determine the feasibility of the project. The study is anticipated to be completed in 2019.

Right of Way

No right of way impacts are anticipated.

Construction

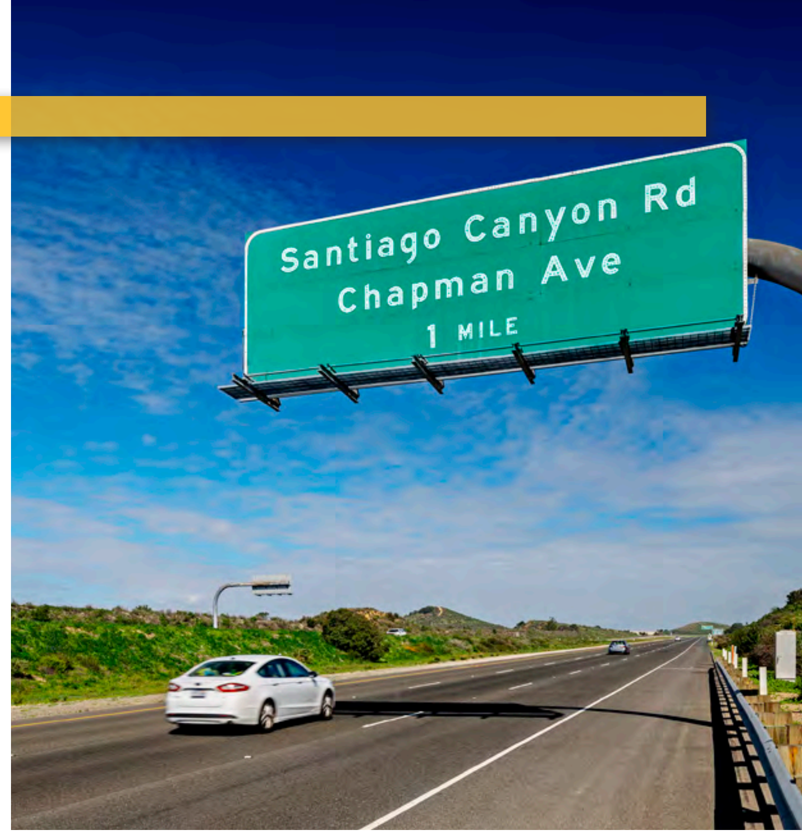
TBD



NB SR 241 Loma Lane Extension

(Potential Transportation Control Measure [TCM] Substitution Project)

F/ETCA



Summary

The northbound (NB) SR 241 Loma Lane Extension Project provides lane improvements on NB SR 241 approaching Santiago Canyon Road. The project widens the NB lanes and includes grading of slopes and installation of retaining walls.

Project Status

F/ETCA is working with Caltrans to determine the next steps for the delivery of this project.

Anticipated Completion

2021

Total Project Cost

$7.2 M

Project Description

The NB SR 241 Loma Lane Extension project will extend the existing lane between Post Mile (PM) 30.5 and Santiago Canyon Road, just south of the junction with SR 261. Traffic volume has been steadily increasing within the project area. The project is needed to improve traffic operations in the NB direction of SR 241.

Planning/Engineering

A Project Study Report/Project Report (PSR/PR) and an addendum to the Eastern Transportation Corridor environmental document and permits were prepared for the SR 241 Loma Segment Widening Project, from Post Mile (PM) 27.6 to PM 33.6, which encompasses these project limits. F/ETCA is working with Caltrans to determine the next steps for the delivery of this project.

The Toll Roads are designated TCMs in the Southern California Association of Governments (SCAG) and the South Coast Air Quality Management District (SCAQMD) approved plans. TCMs assist the Southern California region with meeting greenhouse gas (GHG) reduction targets. As such, some of TCA's previously planned widenings are not needed until post-2021. To comply with its commitment to deliver projects that assist with reducing GHG emissions by December 2021, and are consistent with regionally approved plans, F/ETCA is evaluating this project as a potential TCM substitution project.

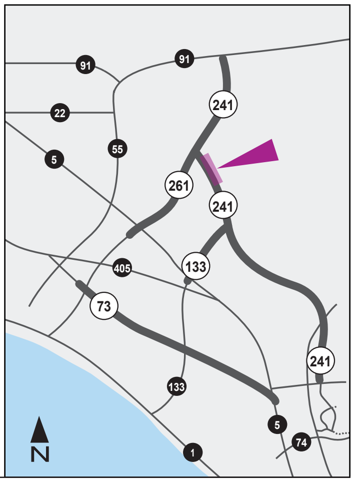
If determined to be a feasible TCM substitution, F/ETCA will work in concert with OCTA and SCAG to complete the required inter-agency approvals, including the California Air Resources Board and the U.S. Environmental Protection Agency (EPA).

Right of Way

TBD

Construction

Construction completion is anticipated in 2021.



SR 241 Portola Parkway Bikeway Gap Closure

(Potential Transportation Control Measure [TCM] Substitution Project)

F/ETCA & SJHTCA

Summary

The SR 241 Portola Parkway Bikeway Gap Closure Project proposes to construct a Class IV Bikeway adjacent to Northbound (NB) SR 241 between the northern terminus of Portola Parkway (South) in the City of Lake Forest to the SR 241/Portola Parkway (North) Interchange in the City of Irvine.

Project Status

Conceptual layout and stakeholder outreach is in progress.

Anticipated Completion

2021

Total Project Cost

F/ETCA $5.1 Million | **SJHTCA** $5.1 Million

Project Description

The project is located in the north-central portion of Orange County where the Lake Forest and Irvine city limits meet at SR 241. The project proposes to construct a Class IV Bikeway to eliminate a gap in the existing bikeway system that presently exists as a result of Portola Parkway (South) terminating at the western boundary of the City of Lake Forest and not extending west to the SR 241/Portola Parkway interchange as shown on the Orange County Master Plan of Arterial Highways (MPAH). The project is needed to complete this portion of the County's planned regional bike trail system.

The project will include improvements to an existing dirt vehicle path, outside widening of the NB lanes of SR 241 and the NB exit ramp to Portola Parkway.

Planning/Engineering

The Class IV Bikeway will be designed following the Caltrans Highway Design Manual and Design Information Bulletin 98-01.

The Toll Roads are designated TCMs in the Southern California Association of Governments (SCAG) and the South Coast Air Quality Management District (SCAQMD) approved plans. TCMs assist the Southern California region with meeting greenhouse gas (GHG) reduction targets. As such, some of TCA's previously planned widenings are not needed until post-2021. To comply with its commitment to deliver projects that assist with reducing GHG emissions by December 2021, and are consistent with regionally approved plans, TCA is evaluating this project, an active transportation project that will assist with reducing vehicle miles traveled, as a potential TCM substitution project.

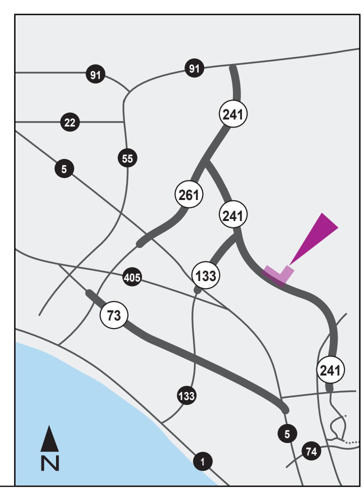
If determined to be a feasible TCM substitution, TCA will work in concert with OCTA and SCAG to complete the required inter-agency approvals, including the California Air Resources Board and the U.S. Environmental Protection Agency (EPA).

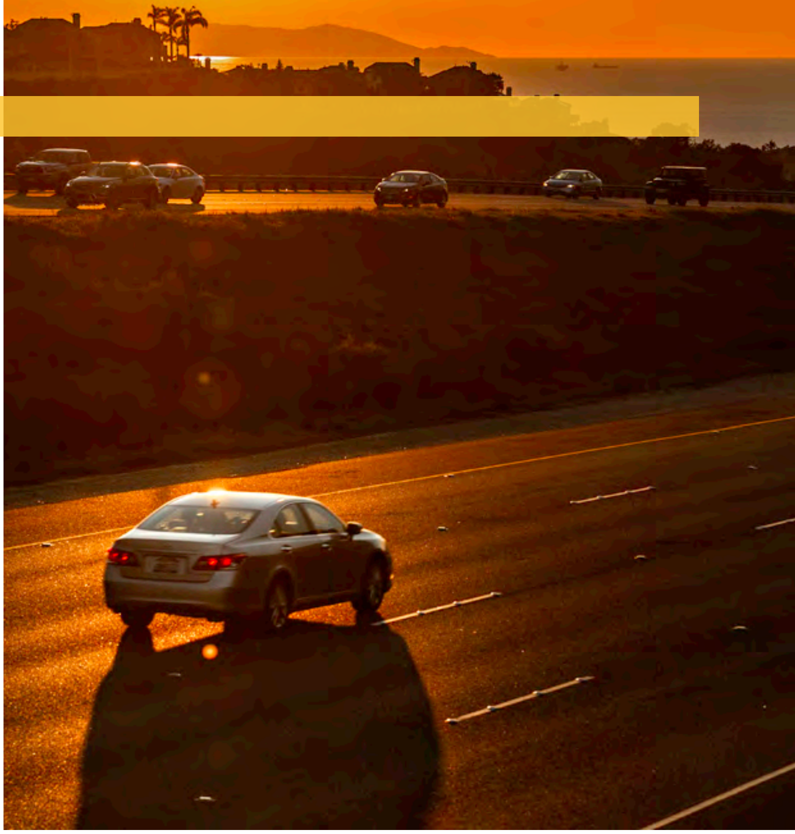
Right of Way

TBD

Construction

Construction completion is anticipated in 2021.





Catalina View Traffic Improvements

SJHTCA

TIP ID: 10254
SCAG RTP Project #: 10254

Summary

The Catalina View Traffic Improvements Project consists of adding a fourth lane and making operational improvements on SR 73 leading up to and through the Catalina View Toll Point to relieve traffic congestion experienced in this area during the morning and afternoon peak periods. These improvements would be consistent with the planned Ultimate Widening of the SR 73.

Project Status

The next steps for delivery of this project are being evaluated.

Anticipated Completion

TBD

Total Project Cost

TBD

Project Description

An increase in congestion on the SR 73 has been experienced in the mainline lanes during the morning and afternoon peak periods in the vicinity of the Catalina View Toll Point. A potential solution to relieve the traffic congestion is to increase the roadway capacity by adding a fourth lane and making operational improvements to SR 73, from the SR 133 to the Sand Canyon Undercrossing north of the Catalina View Toll Point.

Planning/Engineering

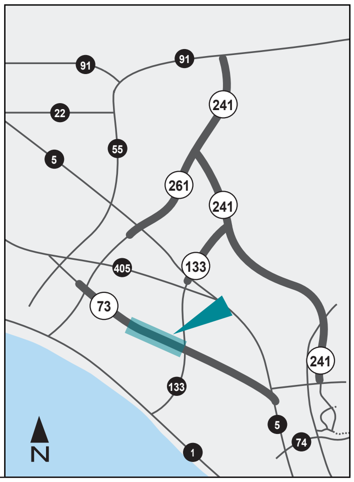
Preliminary engineering and environmental studies were previously completed and will need to be revalidated. Upon completion of this revalidation, final design will commence.

Right of Way

TBD

Construction

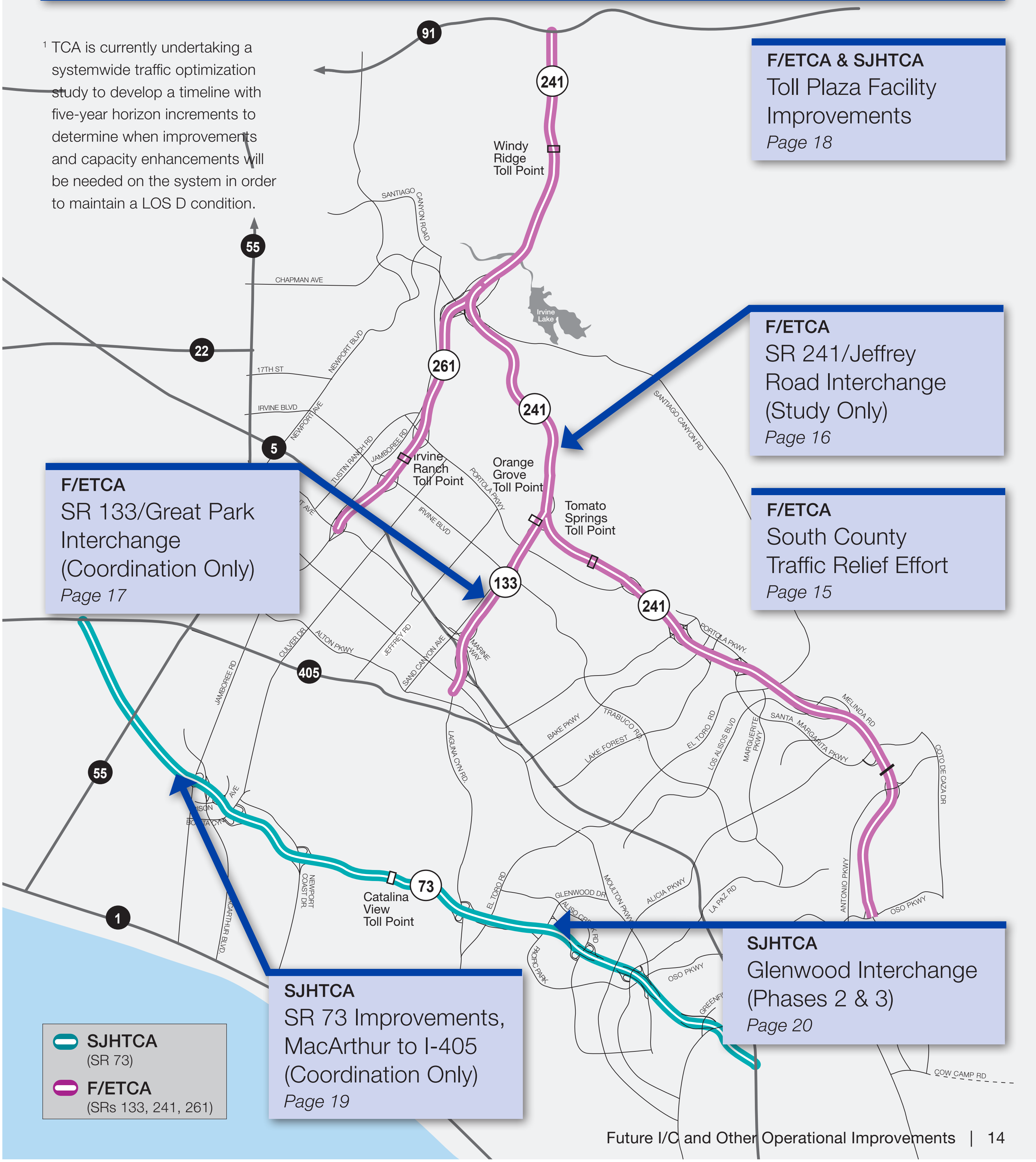
TBD



Future Capital Projects

Interchanges and Other Operational Improvements

Completion dates post-2025[1]



[1] TCA is currently undertaking a systemwide traffic optimization study to develop a timeline with five-year horizon increments to determine when improvements and capacity enhancements will be needed on the system in order to maintain a LOS D condition.

South County Traffic Relief Effort

F/ETCA

SCAG RTP Project #: ORA052
SANDAG RTP Project #: TCA-01

Summary

The South County Traffic Relief Effort includes identifying options that address South Orange County's future needs for mobility and accessibility, and providing improvements that meet those needs. 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. F/ETCA, in partnership with other transportation agencies, is evaluating those needs to identify an acceptable solution.

Project Status

The Project Approval/Environmental Document (PA/ED) phase is currently underway with the scoping meetings and initiation of technical studies commencing in Fiscal Year (FY) 2020.

Anticipated Completion

TBD

Total Project Cost

Ranges from $500 Million to $2.1 Billion

(A range of costs is provided at this stage to reflect the alternatives presented in the Project Study Report-Project Development Support (PSR-PDS). A preferred alternative will be selected during the PA/ED Phase.)

Planning/Engineering

The Caltrans' PSR-PDS was completed in FY 2019. F/ETCA, in coordination with Caltrans, will begin the formal environmental study phase that will include public scoping meetings. The preparation of an Environmental Impact Report and Environmental Impact Statement (EIR/EIS) will commence upon completion of the scoping process. Inclusive of the EIR/EIS, activities involve the preparation of technical studies that evaluate the project alternative'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 FY 2020.

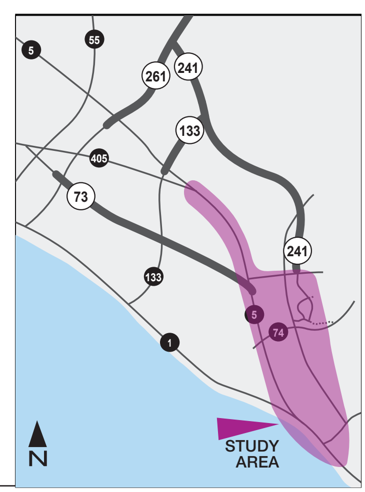
F/ETCA will continue to coordinate and collaborate with Caltrans, local jurisdictions and agencies, and the public on the development of the project.

Right of Way

TBD

Construction

Construction will begin after a preferred alternative is selected and the environmental process is completed. The anticipated date for completion is still to be determined.



SR 241/Jeffrey Road Interchange

(Study Only)

F/ETCA

Summary

The SR 241/Jeffrey Road Interchange Study will evaluate options for a new interchange at Jeffrey Road and SR 241 in the City of Irvine.

Project Status

Preparation of a Project Study Report-Project Development Support (PSR-PDS) is underway.

Anticipated Completion

TBD (study only)

Total Project Cost

TBD (study only)

Project Description

The study includes the evaluation of a new interchange at Jeffrey Road and SR 241 in the City of Irvine. The study will evaluate options for providing access to and from the Frank R. Bowerman Landfill from SR 241 to reduce truck traffic congestion on Sand Canyon Avenue, which currently serves as the designated truck route to the landfill.

Planning/Engineering

F/ETCA, acting as the sponsoring agency, has begun the preparation of a PSR-PDS to evaluate an interchange at Jeffrey Road and SR 241 as a potential access point to the Frank R. Bowerman Landfill from SR 241. The extension of Jeffrey Road, north of Portola Parkway to SR 241, is included in the County of Orange Master Plan of Arterial Highways (MPAH). This interchange was included in the original Eastern Transportation Corridor environmental document.

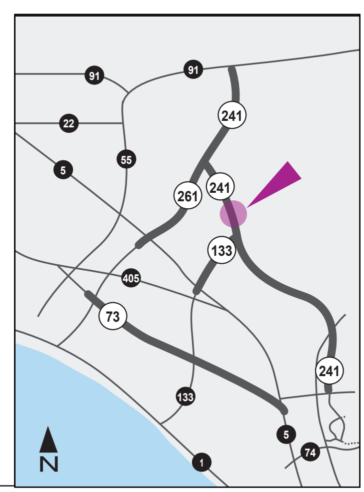
If this project moves beyond the study phase, the project will be programed for environmental planning, design, and construction.

Right of Way

TBD (study only)

Construction

TBD (study only)



SR 133/Great Park Interchange

(Coordination Only)

F/ETCA

Summary

The SR 133/Great Park Interchange Project is under development by Five Points Communities, in partnership with the City of Irvine, to study the potential for a new interchange on SR 133 at Great Park Boulevard (Trabuco Road).

Project Status

Project Study Report-Project Development Support (PSR-PDS) is underway (by others).

Anticipated Completion

TBD (by others)

Total Project Cost

TBD (by others)

Project Description

Five Points Communities, in partnership with the City of Irvine, is studying the potential for a new interchange on the 133 Toll Road at Great Park Boulevard (Trabuco Road). The intent of this new access is to alleviate traffic demand at the nearby Sand Canyon Avenue/Interstate 5 (I-5) interchange.

Planning/Engineering

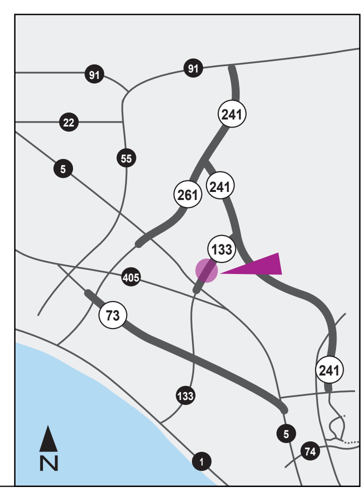
Preparation of a PSR-PDS document is underway by Five Points Communities. F/ETCA, as a stakeholder, is coordinating with Five Points Communities and the City of Irvine as the project development process continues. A traffic and revenue study is being conducted by F/ETCA to understand the traffic associated with the proposed interchange and any changes in traffic volumes on The Toll Roads.

Right of Way

TBD (by others)

Construction

TBD (by others)



Toll Plaza Facility Improvements

F/ETCA & SJHTCA

Summary

Toll Plaza Facility Improvements Project consists of researching possible uses for toll booths and other toll plaza buildings, including the removal of toll booths and related equipment at toll plazas throughout the system.

Project Status

Conceptual planning has not yet commenced.

Anticipated Completion

TBD

Total Project Cost

F/ETCA TBD | **SJHTCA** TBD

Project Description

A study is proposed to research possible uses for toll booths and other toll plaza buildings throughout the system. The recommendations developed as part of the study will be brought before the F/ETCA and SJHTCA Boards for further action.

With the transition to All Electronic Toll (AET) collection on The Toll Roads, cash toll booths are no longer required. The removal of toll booths will provide standard lane and shoulder geometry at the toll plazas. The toll booths and related equipment on multi-lane ramps were removed in 2017 as part of the AET Project. The removal of toll booths and related equipment at single lane ramps and mainline toll plazas are still pending.

Planning/Engineering

A Toll Plaza Facilities Reuse Study was conducted in 2016 to explore the feasibility of various reuses for the toll plazas and booths throughout the system. No preliminary concepts have been developed yet from the study.

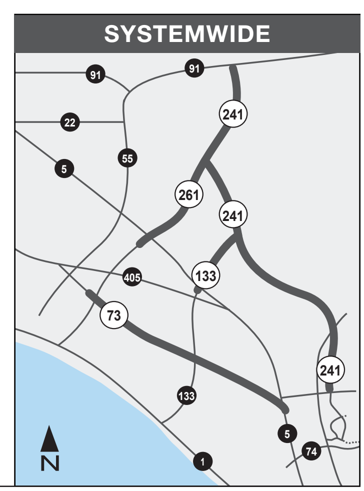
Conceptual planning has not yet commenced.

Right of Way

No right of way impacts are anticipated.

Construction

The schedule has not been determined.



SR 73 Improvements, MacArthur to I-405

(Coordination Only)

SJHTCA

Summary

The SR 73 Improvements, MacArthur to I-405, Project is under development by OCTA to study the option of adding one HOV lane in each direction from MacArthur Boulevard to Interstate 405 (I-405). SJHTCA as a stakeholder will coordinate with OCTA on this study including the potential option to add managed lanes on SR 73 between Bison Avenue and Bear Street with a tie-in to the SR 73/I-405 Express Connector to provide managed lane continuity between the 73 Toll Road and the 405 Express Lanes.

Project Status

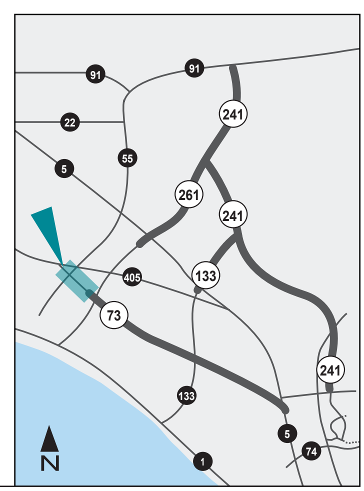
Preliminary study is planned by OCTA (by others).

Anticipated Completion

TBD (by others)

Total Project Cost

TBD (by others)



Glenwood Interchange (Phases 2 & 3)

SJHTCA

Summary

The Glenwood Interchange Project, Phase 2, completes the interchange movements with ramps to and from SR 73 to the south. The future Phase 3 is an expansion and 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 Road off-ramp.

Project Status

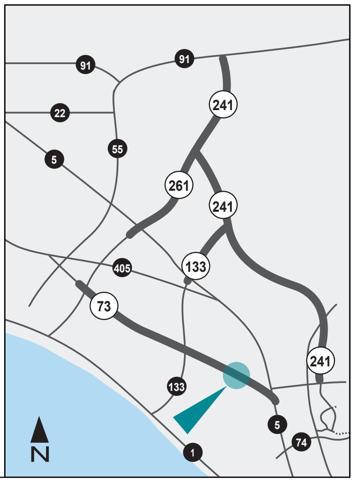
The schedules for Phases 2 and 3 have not been determined.

Anticipated Completion

TBD

Total Project Cost

$23.6 Million

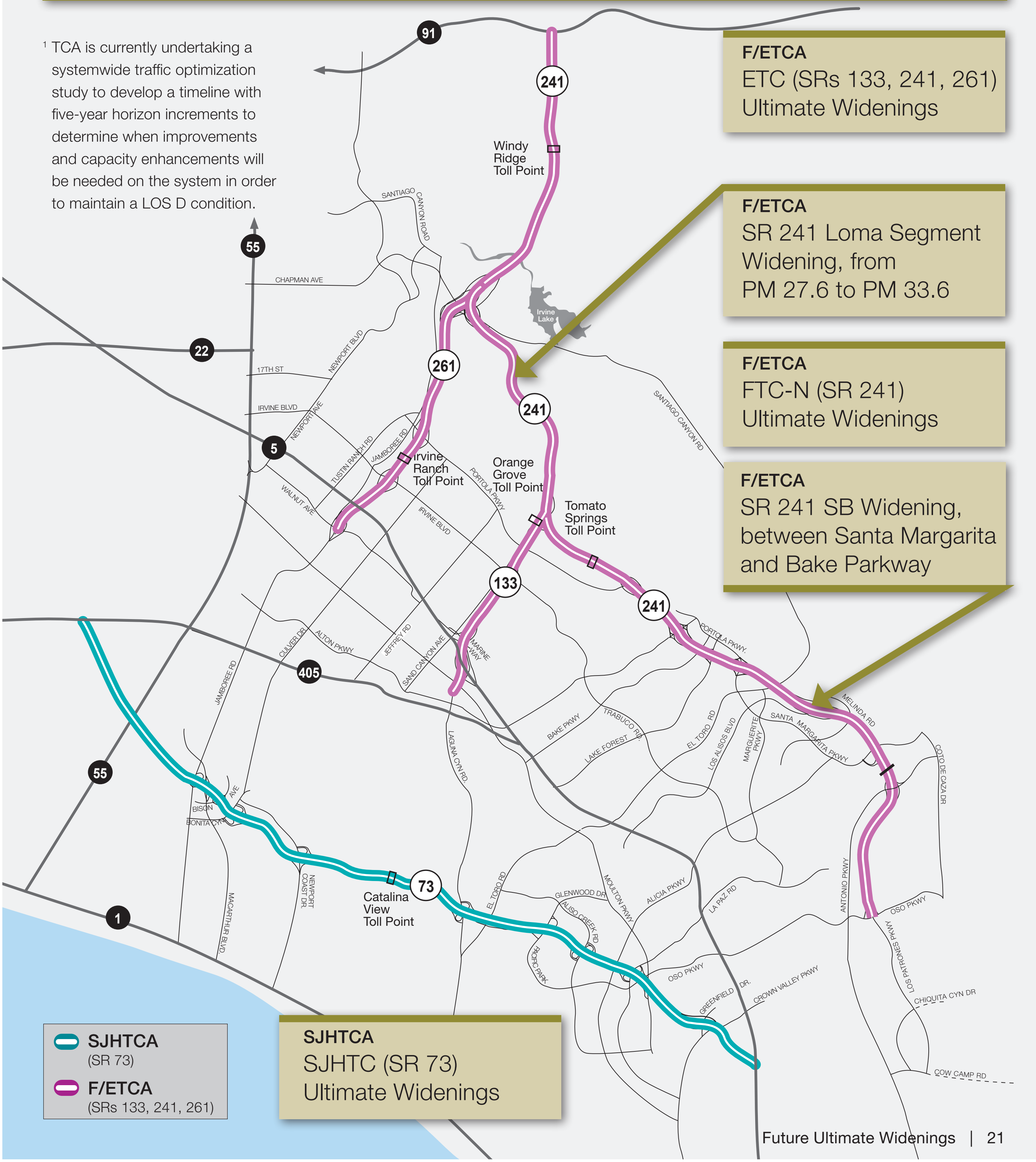


Future Capital Projects

Ultimate Widenings

Completion dates post-2025[1]

[1] TCA is currently undertaking a systemwide traffic optimization study to develop a timeline with five-year horizon increments to determine when improvements and capacity enhancements will be needed on the system in order to maintain a LOS D condition.



Future Capital Projects: Ultimate Widenings

Foothill/Eastern Transportation Corridor Agency

Project	Anticipated Completion	Total Project Cost	Description
F/ETCA SR 241 Southbound Widening, between Santa Margarita Parkway and Bake Parkway (PM 18.3 to PM 23.10)	TBD	$85 Million	The SR 241 Southbound Widening, between Santa Margarita Parkway and Bake Parkway, proposes to add one lane in the southbound direction for 4.8 miles, from south of the Melinda Road Undercrossing (UC) to north of the Bake Parkway UC. Project includes the widening of the northbound and southbound Upper Oso Reservoir and the Aliso Creek Bridges and construction of limited pavement widening in the northbound direction between these two bridges. **Project Status** An addendum to the original Foothill Transportation Corridor – North environmental document, Final Supplemental EIR No. 423, March 1990, was completed in 2011.
F/ETCA SR 241 Loma Segment Widening, from PM 27.6 to PM 33.6 (SR 133 to north of SR 261)	TBD	$55 Million	The SR 241 Loma Segment Widening, from Post Mile (PM) 27.6 to PM 33.6, proposes to widen six miles of the existing SR 241 between SR 133 and north of SR 261 that includes the addition of one lane in each direction. **Project Status** A PSR-PR and an addendum to the Eastern Transportation Corridor environmental document and permits were completed in 2011.

Future Capital Projects: Ultimate Widenings

Foothill/Eastern Transportation Corridor Agency

Project	Anticipated Completion	Total Project Cost	Description
F/ETCA Eastern Transporation Corridor (ETC) (SRs 133, 241, 261), from SR 91 to SR 241/FTC-N and I-5, Ultimate Widenings TIP ID & SCAG RTP Project #: ORA050 Foothill Transportation Corridor – North (FTC-N) (SR 241), from Oso Parkway to ETC, Ultimate Widenings TIP ID & SCAG RTP Project #: ORA051	TBD	$859 Million	Over the past two decades, The Toll Roads have become an integral part of the regional transportation system in Orange County. 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 Roads system can sometimes experience congestion as well. In order to preserve dependable travel times, occasionally system expansion projects become warranted. The transportation corridor system is designed to be expanded with additional lanes as traffic demands 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 original construction of the corridors, there have been several changes to several 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. **Project Status** TCA is currently undertaking a systemwide traffic optimization study to understand the specific areas and segments of The Toll Roads' system where improvements and capacity enhancements will be needed in order to maintain a LOS D condition. TCA is developing a timeline in five (5) year horizon increments in order to have a better understanding of what improvements are needed and when those projects need to be constructed.

Future Capital Projects: Ultimate Widenings

San Joaquin Hills Transportation Corridor Agency

Project	Anticipated Completion	Total Project Cost	Description
SJHTCA San Joaquin Hills Transportation Corridor (SJHTC) (SR 73), I-5 in San Juan Capistrano to SR 73 in Irvine, Ultimate Widenings TIP ID & SCAG RTP Project #: 10254	TBD	$344 Million	Over the past two decades, The Toll Roads have become an integral part of the regional transportation system in Orange County. 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 Roads system can sometimes experience congestion as well. In order to preserve dependable travel times, occasionally system expansion projects become warranted. The transportation corridor system is designed to be expanded with additional lanes as traffic demands 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 original construction of the corridors, there have been several changes to several 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. **Project Status** TCA is currently undertaking a systemwide traffic optimization study to understand the specific areas and segments of The Toll Roads system where improvements and capacity enhancements will be needed in order to maintain a LOS D condition. TCA is developing a timeline in five (5) year horizon increments in order to have a better understanding of what improvements are needed and when those projects need to be constructed.

Estimated Project Cost by Agency (in $1,000)

Foothill/Eastern Transportation Corridor Agency

	Project	FY18 & Prior	FY19 Actual Plus Projected	FY20 Proposed Budget	FY21 & Later	Total Cost
Under Construction	Los Patrones Parkway	$15,000	*Footnote*[2]	*Footnote*[2]	*Footnote*[2]	$103,000
	Oso Parkway Bridge	$12,595	$8,257	$17,812	$0	$38,664
	Signage Enhancements	$369	$666	$1,995	$0	$3,030
Current Completion dates by 2025	241/91 Express Connector	$12,704	$1,271	$6,478	$162,705	$183,158
	NB SR 241 at Windy Ridge Channelizers Study	$0	$25	$600	TBD	TBD
	NB SR 241 Loma Lane Extension *(Potential TCM Substitution Project)*	$0	$100	$471	$6,629	$7,200
	SR 241 Portola Parkway Bikeway Gap Closure *(Potential TCM Substitution Project)*	$0	$50	$449	$4,601	$5,100
Future I/C and Other Operational Improvements Completion dates post-2025[1]	South County Traffic Relief Effort	$19,806	$3,807	$13,841	TBD	ranges from $500M to $2.1B *Footnote*[3]
	SR 241/Jeffrey Road Interchange (Study Only)	$262	$17	$0	TBD	TBD
	SR 133/Great Park Interchange (Coordination Only)	$28	$8	$30	TBD	TBD
	Toll Plaza Facility Improvements	$0	$0	$0	TBD	TBD

Estimated Project Cost by Agency (in $1,000)

Foothill/Eastern Transportation Corridor Agency

	Project	FY18 & Prior	FY19 Actual Plus Projected	FY20 Proposed Budget	FY21 & Later	Total Cost
Future Ultimate Widenings Completion dates post-2025[1]	SR 241 Southbound Widening, between Santa Margarita Parkway and Bake Parkway (PM 18.3 to PM 23.10)	$3,902	$0	$0	$81,098	$85,000
	SR 241 Loma Segment Widening, from PM 27.6 to PM 33.6 (SR 133 to north of SR 261)	$961	$3	$0	$54,036	$55,000
	ETC (SRs 133, 241, 261) Ultimate Widenings & FTC-N (SR 241) Ultimate Widenings	$0	$0	$0	$859,000	$859,000
F/ETCA Total		**$65,627**	**$14,204** *Footnote[2]*	**$41,676** *Footnote[2]*	**TBD** *Footnote[2]*	**TBD** *Footnote[2 3]*

Footnote

[1] TCA is currently undertaking a systemwide traffic optimization study to develop a timeline with five-year horizon increments to determine when improvements and capacity enhancements will be needed on the system in order to maintain a LOS D condition.

[2] Los Patrones Parkway “FY19 & Later” funded through fee credits.

[3] A range of costs is provided at this stage to reflect the alternatives presented in the PSR-PDS. A preferred alternative will be selected during the PA/ED Phase.

Estimated Project Cost by Agency (in $1,000)

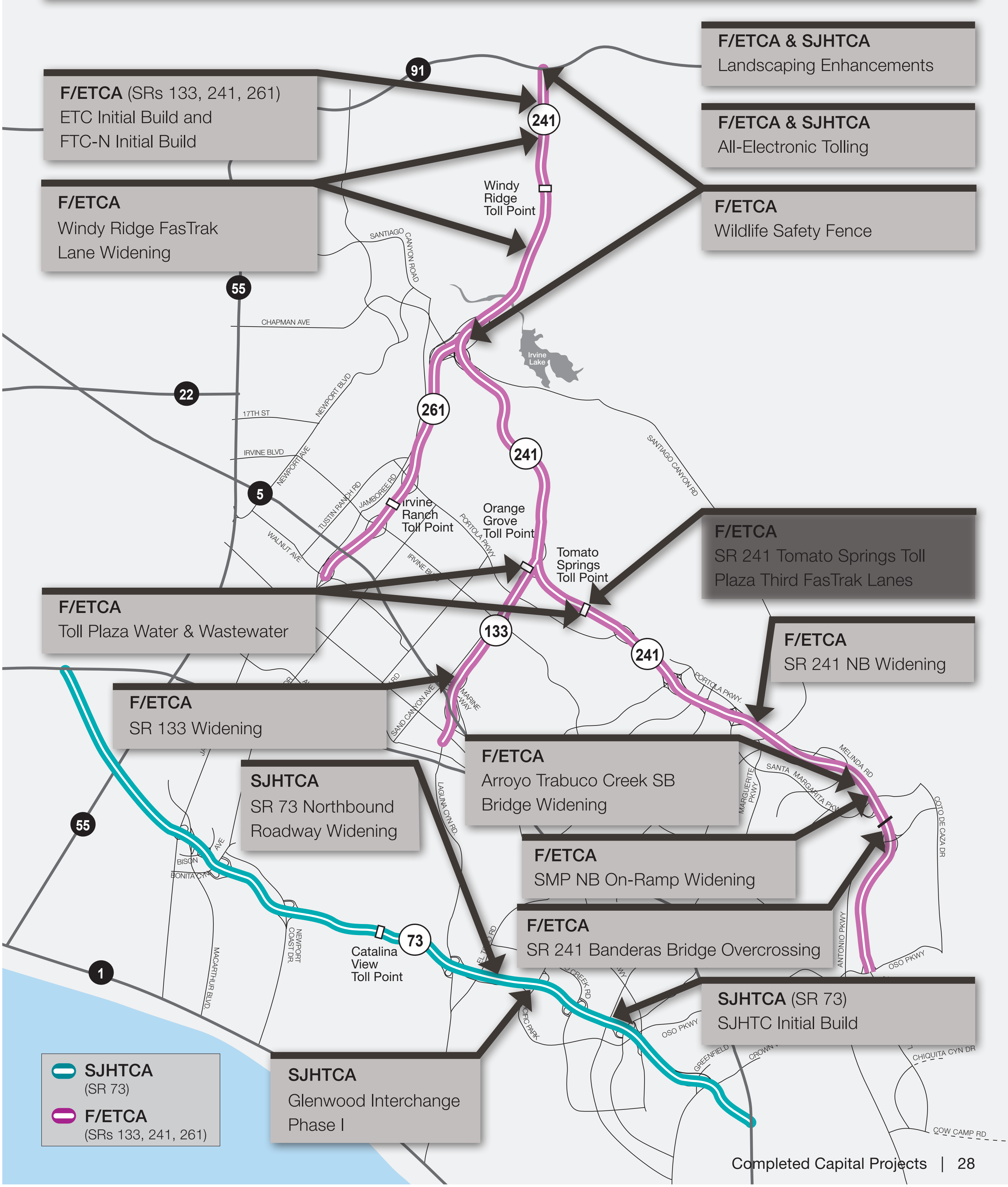
San Joaquin Hills Transportation Corridor Agency

	Project	FY18 & Prior	FY19 Actual Plus Projected	FY20 Proposed Budget	FY21 & Later	Total Cost
Under Construction	Signage Enhancements	$311	$719	$2,264	$0	$3,294
Current Completion dates by 2025	SR 241 Portola Parkway Bikeway Gap Closure *(Potential TCM Substitution Project)*	$0	$50	$449	$4,601	$5,100
	Catalina View Traffic Improvements	$26	$0	$0	TBD	TBD
Future I/C and Other Operational Improvements Completion dates post-2025[1]	Toll Plaza Facility Improvements	$0	$0	$0	TBD	TBD
	SR 73 Improvements, MacArthur to I-405 (Coordination Only)	$0	$0	$200	TBD	TBD
	Glenwood Interchange (Phases 2 & 3)	$0	$0	$0	$23,600	$23,600
Future Ultimate Widenings Completion dates post-2025[1]	SJHTC (SR 73) Ultimate Widenings	$0	$0	$0	$344,000	$344,000
SJHTCA Total		**$337**	**$769**	**$2,913**	**TBD**	**TBD**

Footnote

[1] TCA is currently undertaking a systemwide traffic optimization study to develop a timeline with five-year horizon increments to determine when improvements and capacity enhancements will be needed on the system in order to maintain a LOS D condition.

Completed Capital Projects



Completed Projects

Foothill/Eastern Transportation Corridor Agency

Initial Projects			
Project	**Year**	**Cost**	**Description**
F/ETCA Eastern Transportation Corridor (ETC) and Foothill Transportation Corridor – North (FTC-N) Initial Builds	1993 1998	$1.5 Billion	Construction of 133, 261, & 241 Toll Roads extend from SR 91 in the north to I-5 in the west, the Laguna Freeway (SR 133) to the southeast and Oso Parkway to the south. The initial approximately 34.1-mile project included the purchase of right of way and construction of two – three lanes, plus climbing and auxiliary lanes with sufficient median to add additional lanes and/or transit later.

Enhancements to the Initial Projects			
Project	**Year**	**Cost**	**Description**
F/ETCA SR 241 Banderas Bridge Overcrossing	2002	$1.2 M	Construction of a new overcrossing of SR 241 between Antonio Parkway and Santa Margarita Parkway. The project was sponsored by the City of Rancho Santa Margarita to provide improved traffic circulation within the City. F/ETCA contributed $1.22 million as its fair share of the project costs.
F/ETCA Santa Margarita Northbound Parkway On-Ramp Widening	2005	$11.6 M	Addition of a second lane to the Santa Margarita Northbound Parkway on-ramp to address high peak-hour traffic volumes. Project included widening the 1,500-foot long Arroyo Trabuco Creek Northbound Bridge to the Ultimate Corridor configuration.
F/ETCA Arroyo Trabuco Creek Southbound Bridge Widening	2005	$8.5 M	Widening of the Arroyo Trabuco Creek southbound bridge to its Ultimate Corridor configuration during the widening of the Santa Margarita Parkway Northbound on-ramp thereby allowing both northbound and southbound structures to be widened to their Ultimate Corridor width at the same time. This strategy allowed 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.
F/ETCA SR 241 Northbound Widening, Arroyo Trabuco Creek to Bake Parkway	2003	$15.3 M	Addition of one additional lane in the median of SR 241 northbound from Arroyo Trabuco Creek to Bake Parkway including the widening of five twin northbound and southbound bridges (Portola Parkway South UC, Serrano Equestrian UC, Lake Forest Dr. UC, Bake Parkway UC, Melinda Road UC) to their Ultimate Corridor configuration.

Completed Projects

Foothill/Eastern Transportation Corridor Agency

Enhancements to the Initial Projects (continued)			
Project	**Year**	**Cost**	**Description**
F/ETCA SR 241 Tomato Springs Toll Plaza Third FasTrak Lanes	2004	$3.1 M	Addition of one lane in each direction between NB SR 241/ SB SR 133 connector and Portola Parkway (North) OC. These lanes were added to address increasing traffic volumes and FasTrak usage at this location. Project included the reconfiguration of the lane delineation between the toll plaza and the adjacent SR 133 Interchange to encourage FasTrak as the predominant toll payment method.
F/ETCA Landscaping Enhancements	2004	$5.0 M	Installation of landscaping enhancements on SR 241 and SR 261 Corridors.
F/ETCA Toll Plaza Water & Wastewater	2002	$0.2 M	Improvements to the toll plaza water and wastewater systems at three mainline toll plazas on SRs 241, 261 and 133, including one new connection to a public sewer.
F/ETCA SR 133 Widening Merge/Diverge Project, I-5 to SR 241	2005	$5.4 M	Addition of one mixed flow lane in each direction from I-5 to SR 241 along with median guard rail for most of the 2.5-mile project length.
F/ETCA Windy Ridge FasTrak Lane Widening	2009	$10.6 M	Addition of a third FasTrak lane in each direction in the median of SR 241 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 (3.0 miles). SCE UC Southbound Bridge and Windy Ridge UC Northbound Bridge built to their Ultimate Corridor configuration.
F/ETCA All-Electronic Tolling	2014	$14.4 M	Conversion of the toll collection facilities to All Electronic Toll collection. Project included various modifications to mainline toll plazas and signage. Additionally, the project included removal of toll booths and related equipment on multi-lane ramps where traffic passed on both sides of the existing toll booths.
F/ETCA Wildlife Safety Fence	2016	$10.4 M	Construction of six (6) miles of wildlife safety fence along the northbound and southbound lanes of SR 241 from the Chapman/Santiago Canyon Road interchange to SR 91.

Completed Projects

San Joaquin Hills Transportation Corridor Agency

Initial Projects			
Project	**Year**	**Cost**	**Description**
SJHTCA San Joaquin Hills Transportation Corridor (SJHTC) Initial Build	1996	$1.2 Billion	Construction of an approximately 17.4-mile extension of SR 73 from Jamboree Road in the City of Newport Beach to I-5 in San Juan Capistrano as a tolled facility. The initial project included three lanes in each direction, plus climbing and auxiliary lanes with sufficient median to add additional lanes and/or transit later. Additionally, constructed the extension and realignment of Ford Road (completed 1995). This 1.65-mile project extended and realigned Ford Road (now known as Bonita Canyon Drive) between MacArthur Blvd and Newport Coast Drive.
Enhancements to the Initial Projects			
Project	**Year**	**Cost**	**Description**
SJHTCA SR 73 @ Glenwood Interchange Phase I	2003	$8.5 M	Construction of ramps to and from the north at Glenwood/ Pacific Park Drive on SR 73. Work was performed under a design-build contract. Just under $6.7 million was received by the San Joaquin Hills Transportation Corridor Agency in grant funding for the project.
SJHTCA SJH Landscaping Enhancements	2004	$2.3 M	Installation of landscaping enhancements at interchanges along SR 73.
SJHTCA SR 73 Northbound Roadway Widening	2009	$15.0 M	Addition of 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 Boulevard exit, a distance of 3.3 miles. Ford Road/Bonita Canyon Drive Undercrossing Northbound Bridge, Newport Coast Drive Undercrossing Northbound Bridge, and Wildlife UC No. 2 Northbound Bridge built to their Ultimate Corridor configuration.
SJHTCA All-Electronic Tolling	2014	$7.9 M	Conversion of the toll collection facilities to All Electronic Toll collection. Project included various modifications to mainline toll plazas and signage. Additionally, the project included removal of toll booths and related equipment on multi-lane ramps where traffic passed on both sides of the existing toll booths.

Transportation Corridor Agencies™