Foothill/Eastern Transportation Corridor Agency
Toll Road Revenue Bonds
Series 1995A

Continuing Disclosure Report
For the Fiscal Year Ended June 30, 2012

Prepared pursuant to the Continuing Disclosure Agreement

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CONTINUING DISCLOSURE REPORT
For the Fiscal Year Ended June 30, 2012

Introduction:

On June 8, 1995, the Foothill/Eastern Transportation Corridor Agency (the "agency") issued $1,262,750,597.70 aggregate initial principal amount of Toll Road Revenue Bonds, Series 1995A (the "Fixed Rate Bonds"). The Fixed Rate Bonds were issued pursuant to a Master Indenture of Trust, dated as of May 15, 1995, between the agency and First Interstate Bank of California, a state banking corporation, as trustee (the "Trustee"), as supplemented by the First Supplemental Indenture of Trust, dated as of May 15, 1995, between the agency and the Trustee (such Master Indenture of Trust, as so supplemented, the "Master Indenture").

The Fixed Rate Bonds were issued by the agency for the principal purpose of financing a portion of the costs associated with the design of, acquisition of property for, and construction of, the Eastern Transportation Corridor as well as two extensions to the Foothill Transportation Corridor and certain developmental costs for Foothill South, as more fully described in the Official Statement for the 1995 Bonds dated June 1, 1995 (the "Official Statement").

On August 2, 1999, the Foothill/Eastern Transportation Corridor Agency issued $1,588,143,865.05 aggregate initial principal amount of Toll Road Refunding Revenue Bonds, Series 1999 (the "1999 Bonds"). The 1999 Bonds were issued pursuant to a Master Indenture of Trust, dated as of August 1, 1999, between the agency and BNY Western Trust Company, as trustee, as supplemented by the First Supplemental Indenture of Trust, dated as of August 1, 1999, between the agency and the BNY Western Trust Company.

The 1999 Bonds were issued by the agency for the purpose of providing funds, together with certain other available funds, to (i) advance refund or defease to maturity a substantial portion of the 1995 Fixed Rate Bonds and refund all of the 1995 Variable Rate Bonds, (ii) fund capitalized interest on the 1999 Bonds, and fund a toll stabilization fund for the 1999 Bonds, (iii) fund a use and occupancy fund for the 1999 Bonds, and (iv) pay costs of issuance of the 1999 Bonds. The refunding transaction is more fully described in the Official Statement for the 1999 Bonds dated July 16, 1999.

As a result of the refunding, the aggregate principal amount of 1995 Fixed Rate Bonds outstanding as of June 30, 2012 was $179,990,000. The bonds outstanding are Series 1995A Current Interest Bonds due January 1, 2035. The 1995A Capitalized Interest Account was restructured, as part of the refunding transaction, to capitalize interest on the unrefunded bonds only. The restructured portfolio will provide for debt service payments thru January 1, 2032.

The agency has executed a Continuing Disclosure Agreement, dated as of May 15, 1995 (the "Continuing Disclosure Agreement"). The Continuing Disclosure Agreement states that the agency shall provide not later than January 1 of each year to each Repository (as defined in the Continuing Disclosure Agreement) a Disclosure Report relating to the immediately preceding fiscal year. The Disclosure Report is to contain certain data related to the agency, the Toll Road, and the Fixed Rate Bonds.

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

Disclosure Information:

Section 4(a) ~ Annual Reports.

See separate report for audited financial statements for the year ended June 30, 2012.
The comparison of actual versus projected Toll Revenues is in the following table.

Fiscal Year	1995 Revenue Projections	Actual Toll Revenues*	% of Projection
2011/2012	$190,943,000	$122,948,000	64.4%
2010/2011	$182,834,000	$114,715,000	62.7%
2009/2010	$166,029,000	$113,623,000	68.4%
2008/2009	$159,795,000	$103,433,000	64.7%
2007/2008	$151,632,000	$111,167,000	73.3%

*Toll Revenues include fees and fines collected on violation transactions.

In conjunction with the issuance of the 1999 Bonds, a traffic and revenue update study was prepared. Such study appears as Appendix C in the Official Statement dated July 16, 1999.

Section 4(b) ~ Quarterly Reports.

As all portions of the Pledged Facilities are operational, Quarterly Reports are no longer required.

Section 4(c) ~ All Reports

None of the items above have been incorporated by reference from other documents.

Section 5. Reporting of Significant Events

On November 10, 2005, the agency's Board of Directors, with the Board of Directors of the SJHTCA, entered into a Mitigation Payment and Loan Agreement (the Agreement). The terms of the Agreement call for the agency to make payments totaling $120 million over four years to the SJHTCA to mitigate for anticipated loss of revenue due to the construction of the 241 completion project. All scheduled payments totaling $120 million were made to the SJHTCA as of June 2009.

In addition to the mitigation payments, the Agreement also establishes a loan, on an as-needed basis provided the agency has funds available, up to $1.04 billion that is available to SJHTCA to assist in achieving its debt service coverage of 1.3x. The Agreement was amended on March 1, 2011 to reflect the modification of SJHTCA's debt service coverage ratio from 1.3x to 1.0x. The Agreement provides that the agency loans will be made only to the extent that surplus revenues are available and all findings and determinations required by law are met, including California Government Code Section 66484.3, paragraph (f), which requires that the following findings must be met before the agency can make a loan: 1) the agency will benefit mutually financially by sharing and/or loaning revenues with SJHTCA, 2) the agency possesses adequate financial resources to fund all costs of construction of existing and future projects that it plans to undertake prior to the final maturity of the loan, and 3) the funding of the loan will not materially impair its financial condition or operations during the term of the loan. The Agreement also stipulates that the agency will not be obligated to make loans to SJHTCA prior to securing the necessary funds for constructing the 241 completion project unless the agency has determined that it will not build the project. The agency is also not required to increase toll rates to ensure sufficient revenues are available and that any liens or revenue pledges required in order to finance the 241 completion project and certain other capital projects would have priority over loans to the SJHTCA. If the commencement and diligent pursuit of the construction of the 241 completion project does not occur by December 31, 2015, the mitigation payments will be added to the principal of the loan. Accrued interest will not count toward the $1.04 billion principal limitation. Payments of accrued interest and outstanding principal will begin in the fiscal year when SJHTCA has a surplus in revenues that exceeds the amount needed to meet the debt coverage requirement. All principal and accrued interest will be due and payable on January 1, 2037 to the extent that SJHTCA has surplus revenues available to pay all amounts due. At June 30, 2012, no amounts were outstanding on the loan.

As of June 30, 2012, none of the following events have occurred with respect to the 1995 Bonds:

- Principal and interest payment delinquencies
- Non-payment related defaults
- Modifications to the rights of Bondholders
- Optional, contingent or unscheduled bond calls
- Defeasances
- Rating Changes
- Adverse tax opinions or events affecting the tax exempt status of the 1995 Bonds
- Unscheduled draws on the debt service reserves reflecting financial difficulties.
- Substitutions of credit or liquidity providers, or failure to perform
- Release, substitution or sale of property securing repayment of the bonds

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 27, 2012