

NORTH CAROLINA TURNPIKE AUTHORITY



**Annual Report
Fiscal Year 2017**

MESSAGE FROM THE SECRETARY AND TURNPIKE AUTHORITY EXECUTIVE DIRECTOR

Dear North Carolinian:

The following report details the North Carolina Turnpike Authority's achievements over the past fiscal year and our ongoing commitment to supporting the state's transportation system.

During the 2016-17 fiscal year, the North Carolina Turnpike Authority continued to make a valuable contribution to our state's transportation system by accelerating the delivery of toll projects, while addressing concerns about rapid growth and heavy congestion in areas of the state. In March, the NCTA took responsibility for the successful delivery and life-cycle management of \$6 billion of locally proposed toll projects, including project development, delivery, financing, operations and maintenance.

North Carolina's first modern toll road, the Triangle Expressway, continues to exceed traffic and revenue projections, as an increasing number of drivers are realizing the time-saving benefits the facility offers. Due to the Triangle Expressway's strong performance, the NCTA took advantage of favorable market conditions in March to refinance a portion of the project's outstanding bonds. This effort will result in incremental savings of nearly \$94 million for the remaining life of the project. These savings could help reduce the state's contributions for Complete 540, give the N.C. Turnpike Authority Board toll rate flexibility in the future, or pay off project debt more quickly.

After more than a year of planning, the NCTA finalized a new financial plan in January for the Monroe Expressway Project, closing on a TIFIA loan and revenue bonds to complete the financing package. Through these efforts, the Turnpike Authority was able to reduce the amount of State Transportation Improvement Program funds needed for the project by \$55 million. With this plan, the N.C. Department of Transportation can allocate the resources for other projects.

The Turnpike Authority also continues to find ways to save drivers time and money. As a national leader in implementing new toll collection technologies, the NCTA successfully updated equipment on the Triangle Expressway that reads multiple types of transponders. With this multi-protocol technology, the Turnpike Authority is purchasing transponders at a far lower cost and is passing those savings to drivers with free and discounted NC Quick Pass® transponders.

In January, the Turnpike Authority's nationally-recognized facility was selected by the U.S. Department of Transportation as a proving ground pilot site for the testing of automated vehicle technologies. The NCTA was selected from a competitive group of more than 60 applicants, including academic institutions, other state transportation departments, cities, as well as private entities and partnerships. The Triangle Expressway's advanced technology, as well as access to three Tier 1 research universities and the largest research park in North America, make it the ideal location for this pilot program. As driver safety is top priority, this opportunity will allow us to learn how to best keep drivers safe with this emerging technology.

As we continue to carry out our mission and serve travelers around the state, we thank you for your partnership.

Sincerely,



James H. Trogon III
Secretary of Transportation



Beau Memory
Executive Director

INTRODUCTION

The North Carolina Turnpike Authority (NCTA) hereby submits its Fiscal Year 2017 Annual Report and Annual Audit pursuant to North Carolina General Statute 136-89.193(b). The Fiscal Year 2017 Annual Report details the Turnpike Authority’s activities by project. The report is organized into the following sections based on the project’s development status:

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SECTION I

Operational Projects

TRIANGLE EXPRESSWAY

Project Update

North Carolina's first modern toll road, the Triangle Expressway, is a six-lane toll road that utilizes all-electronic tolling technology, while improving regional mobility and setting the stage for future tolling projects in North Carolina. The project has earned several major engineering awards, including: the American Council of Engineering Companies (ACEC) Grand Award for Engineering Excellence in Transportation, as well as the ACEC People's Choice Award in 2012, the Southeastern Association of State Highway and Transportation Officials (SASHTO) Best Use of Innovation in the Southeastern Region Award in 2013, the American Concrete Pavement Association (ACPA) Gold Award for Excellence in Concrete Pavement in 2014 and the International Bridge, Tunnel and Turnpike Association (IBTTA) Toll Excellence Award, as well as the IBTTA President's Award in 2016.

The 18.8-mile Triangle Expressway was designed and built to eliminate the need for drivers to stop to pay a toll. Customers are identified while traveling at highway speeds through free-flow "toll zones." Customers are encouraged to purchase an NC Quick Pass® electronic transponder that automatically deducts tolls from a pre-paid account and provides a 35 percent discount off the bill by mail toll rate. For travelers without a transponder, high-speed cameras mounted on gantries record the license plates and invoices are sent by mail based on the vehicle's registration information.

During project development, the Turnpike Authority made a very concerted effort to ensure public officials, local and state elected officials, local planning organizations, business and community leaders and others were well-informed. The team leveraged public hearings, community workshops, regularly scheduled media briefings and small group meetings to maintain constant communication and accurate information flow to communities, resulting in public support. Collaborative support paved the way for the successful construction, opening and operations of the Triangle Expressway.

Capital expenditures for the Triangle Expressway were approximately five percent under budget. During the latter part of Fiscal Year (FY) 2014, the Turnpike Authority developed a fiscally-responsible plan to utilize approximately \$61.3 million in unallocated bond proceeds. In addition to funding outstanding construction expenditures, reimbursing NCDOT for pre-construction expenses and reimbursing interest payments to the Turnpike Authority's reserve accounts, this plan includes providing capital contributions for two additional interchanges along the Triangle Expressway, at Veridea Parkway ("Access 540") and Morrisville Parkway.

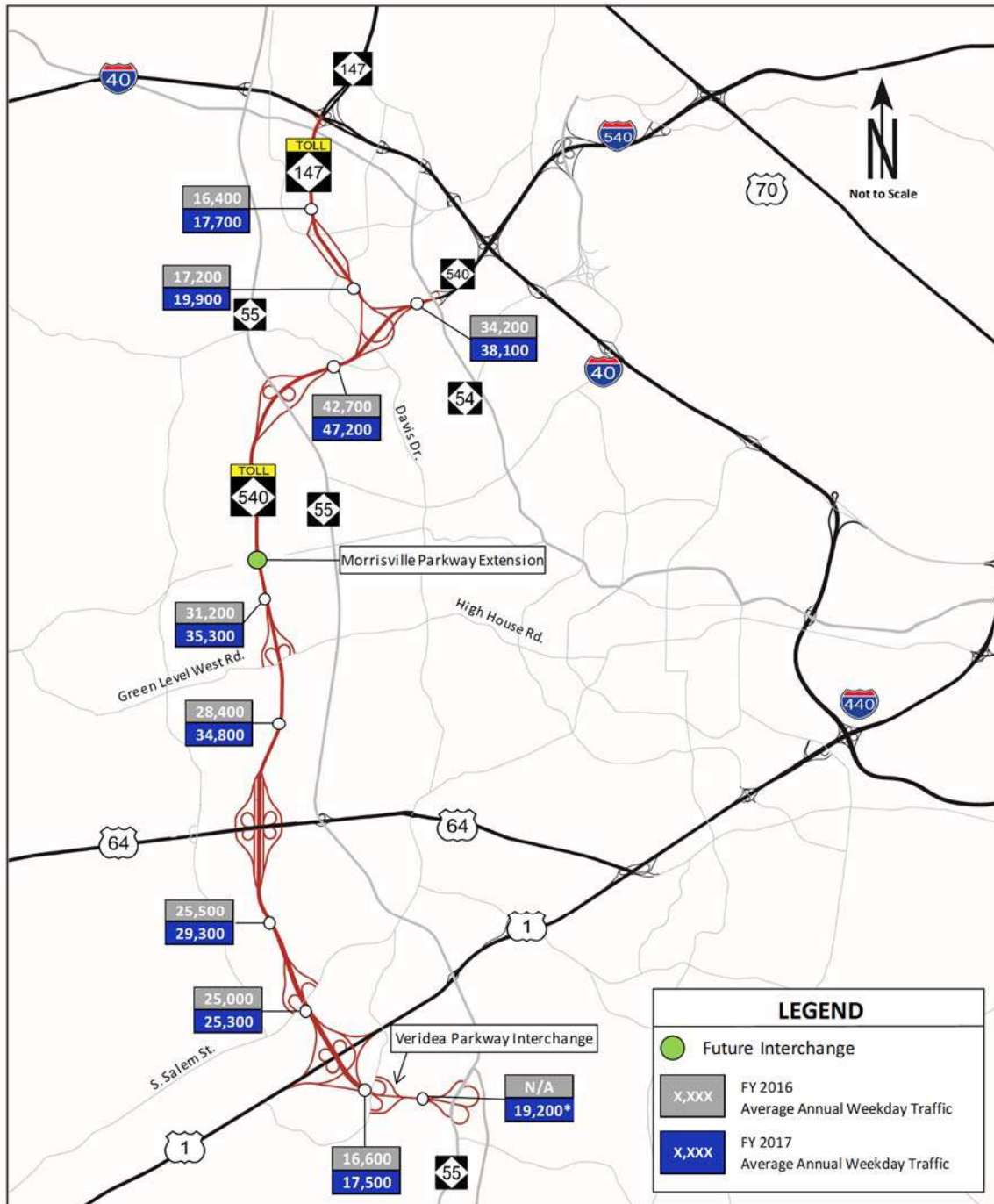
Due to the Triangle Expressway's strong performance, the NCTA took advantage of favorable market conditions in March to refinance a portion of the project's outstanding bonds. This effort will result in incremental savings of nearly \$94 million for the remaining life of the project. These savings could help reduce the state's contributions for Complete 540, give the NCTA Board toll rate flexibility in the future, or pay off project debt more quickly.

Moving forward, the latest Triangle Expressway financial model projects a positive outlook. The Turnpike Authority will hold enough funds in reserves to cover operations, maintenance and rehabilitation expenses for a minimum of three years. In addition, all debt service coverage ratios are projected at or above the minimum allowable, and currently there is no projected need for NCDOT revenue support during the life of the project.

The Triangle Expressway has set high standards for future toll projects in North Carolina. From concept development to project completion and operations, the Turnpike Authority is dedicated to maintaining an efficient and effective management process.

TRIANGLE EXPRESSWAY

Project Map



N/A – No data available prior to opening of the Veridea Parkway Interchange (April 3, 2017)

*Average Weekday Traffic (AWT) – data only collected after opening of the Veridea Parkway Interchange (April 3, 2017)

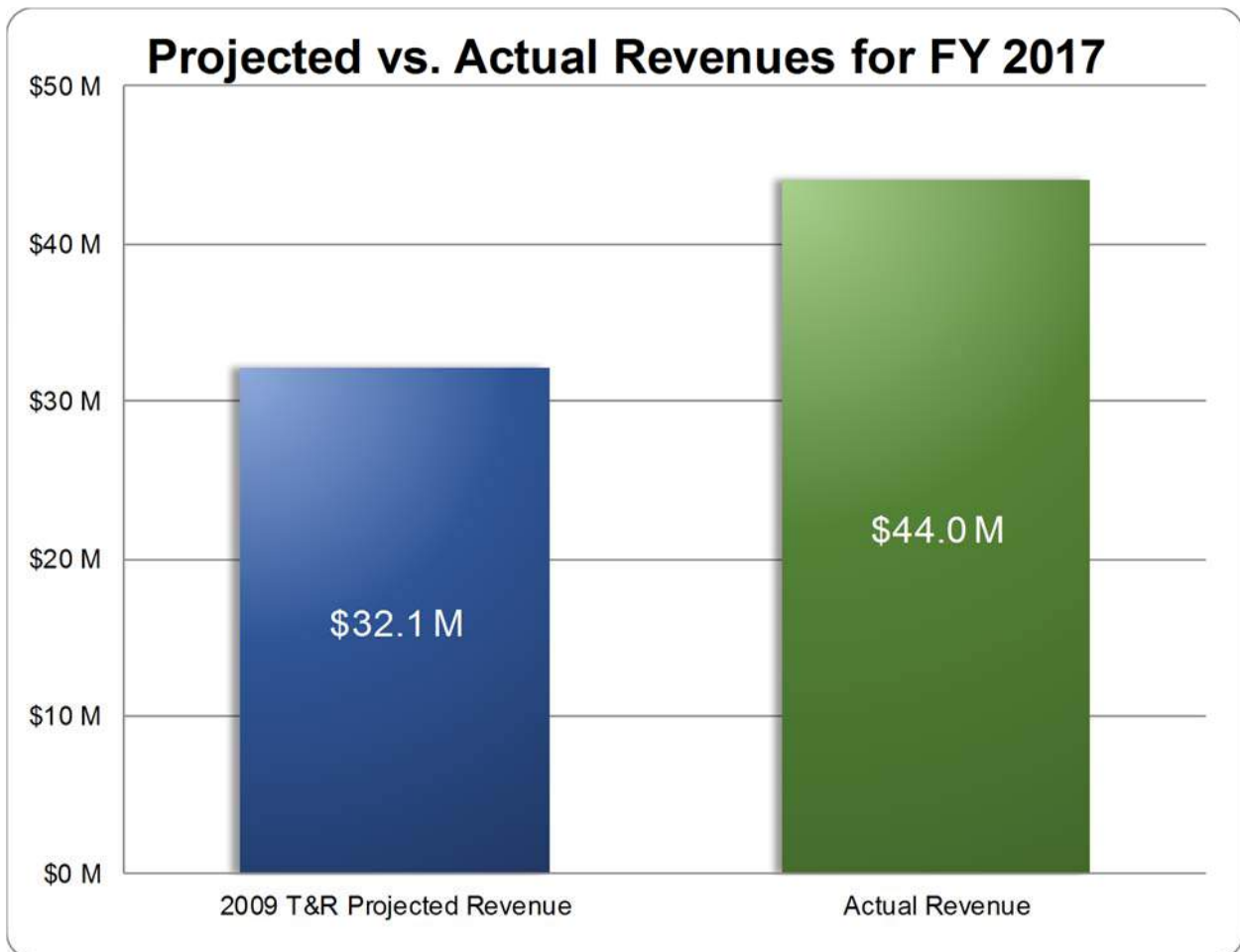
TRIANGLE EXPRESSWAY

Traffic and Revenue

As part of its Intelligent Transportation System (ITS) operations, the Turnpike Authority maintains a system of vehicle detectors that continuously measure traffic volumes and speeds along the Triangle Expressway. Traffic volumes along the project corridor have continued to increase during FY 2017, with year-over-year growth averaging approximately 13 percent. Average annual weekday traffic volumes for FY 2016 and FY 2017 are presented on the project map on the previous page.

CDM Smith finalized the Comprehensive Traffic and Revenue Study for the Triangle Expressway in April 2009 and this document remains the certified forecast. Receipts totaling \$44.0 million for FY 2017 have exceeded the 2009 certified revenue forecast by 37 percent (see chart below).

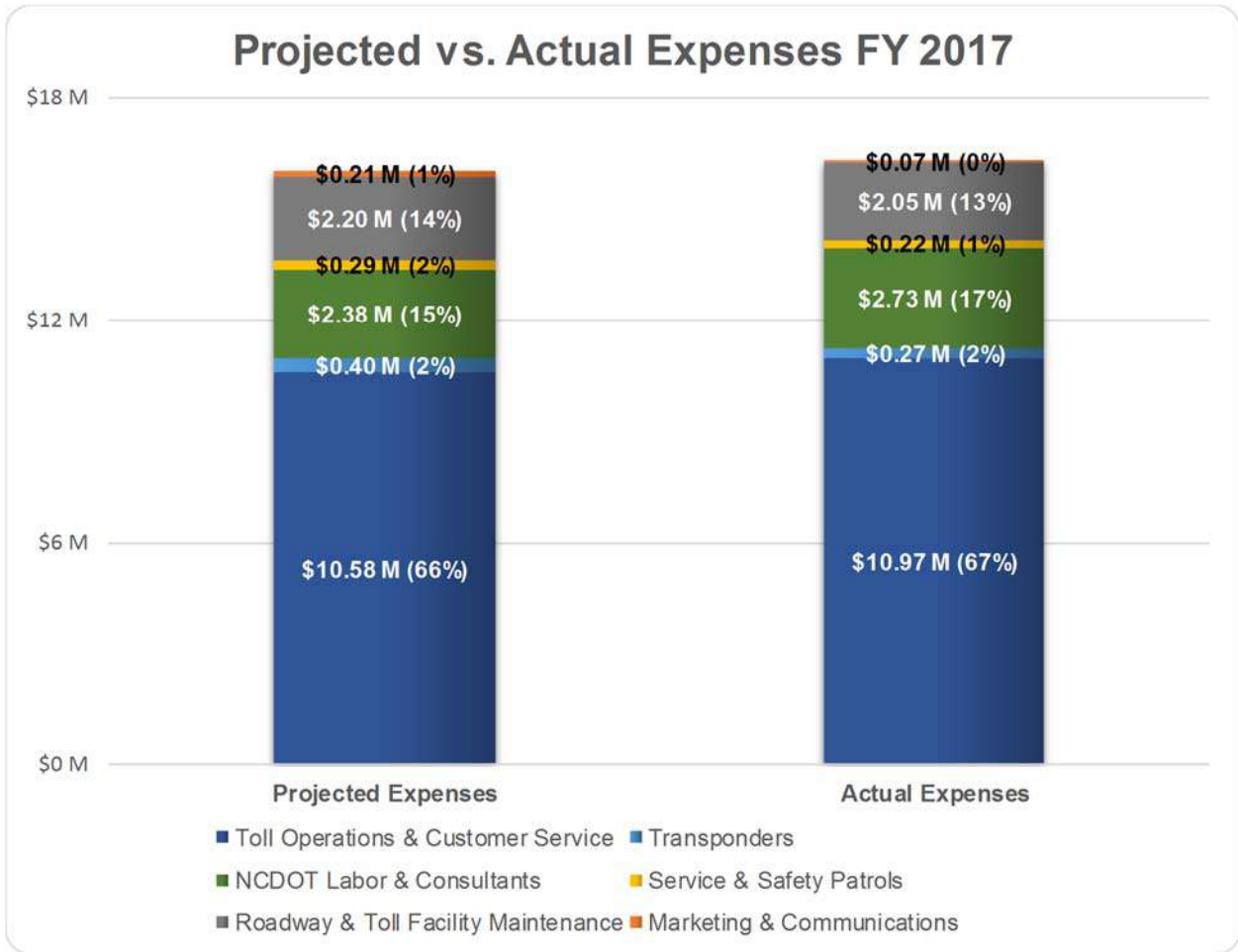
As directed by North Carolina General Statute § 136-89.193(b) and Section 3.1 of Session Law 2016-90, the NCTA and the NCDOT reports that the number of one-time toll facility users who are charged more than \$50 in processing fees imposed under G.S. 136-89.215 and civil penalties under G.S. 136-89.216 is zero users.



TRIANGLE EXPRESSWAY

Operating Expenses

The initial budget for operations, maintenance, renewal and replacement was prepared just prior to financial close in 2009, before the selection of toll technology and the establishment of the Customer Service Center. The FY 2017 operating budget was revised to reflect actual contracted amounts and cost trends observed since opening the road to traffic. It was subsequently used by the Authority's financial advisor to produce the updated financial model. Actual operating expenses for FY 2017 were approximately 1.6 percent higher than budgeted, which is expected as transactions and revenues exceeded projections by 13 percent and 37 percent, respectively.



TRIANGLE EXPRESSWAY

Additional Interchanges and Construction Activities

Veridea Parkway

The Veridea Parkway interchange project, previously known as “Old Holly Springs-Apex Road Interchange” and “Access 540,” is located between the US 1 interchange and the NC 55 Bypass interchange on the southern end of the Triangle Expressway. Funding for the project was included in the NCDOT State Transportation Improvement Plan (STIP) as project R-2635D. The interchange was also included in the Capital Area Metropolitan Planning Organization (CAMPO) Long Range Transportation Plan. The purpose of this interchange is to improve accessibility and north-south connectivity within southern Apex by providing a direct local link between the Triangle Expressway and Old Holly Springs-Apex Road.

The design-build contract was awarded on June 26, 2015 to Blythe Construction, Inc. with a price proposal of \$18.4 million. Design and construction-related activities commenced in July 2015. In late 2015, extra work orders were finalized with Xerox State and Local Solutions, Inc., the toll systems integrator, to implement the new interchange loop toll zones and the modified mainline toll zones with the required tolling hardware. In April 2017, the new ramps and loops at the interchange were opened to tolled traffic while work continued on other phases of the project. The project was deemed substantially complete on June 6, 2017. Remaining work includes closing out the project punch-list and landscaping, which are anticipated to be completed in October 2017 and March 2018 respectively.

Morrisville Parkway

STIP Project U-5315 proposes to extend Morrisville Parkway and construct an interchange with the Triangle Expressway to provide increased connectivity and access. Planning and design were managed by the Town of Cary, in coordination with NCDOT. The Turnpike Authority has allocated excess bond proceeds from the Triangle Expressway to partially fund U-5315B (the interchange). Right-of-way acquisition is complete, with certification in process, and utility relocations began in mid-2017. Construction is anticipated to begin in December 2017.

The following timeline presents key milestones and activities for the two additional interchanges:



NC 55 Bypass Ramp Reconstruction

In late 2015, NCDOT's Division 5 initiated a project to redesign the ramp exiting the southern end of the Triangle Expressway onto southbound NC 55 Bypass. This project was funded by excess bond proceeds from the Triangle Expressway toll revenue bond sale. The goal of the project is to improve driver safety by increasing sight distance and reducing the severity of curve in the ramp. The project was let on March 16, 2016. Traffic was shifted to the new ramp alignment in August 2016. All original project work was substantially complete by October 2016, however, the project was held open in order to facilitate repairs on concrete slabs as a part of the Western Wake Freeway project (R-2635A) warranty. The repair work was completed in June 2017.

Roadway Extension from NC 540 to McCrimmon Parkway

The proposed extension from NC 540 to McCrimmon Parkway will begin at the NC 147 terminus at NC 540 and end at McCrimmon Parkway at Town Hall Drive in Morrisville. This project was previously STIP number U-4763A, but is now U-5966 in the FY 2018-2027 approved STIP. The STIP shows funding for right-of-way and utility relocation in FY 2021 and construction in FY 2023. This project would provide the area with an alternative route to Davis Drive and NC 54, as well as more immediate access to the Triangle Expressway.

TRIANGLE EXPRESSWAY

Interoperability

In January 2013, NC Quick Pass® and E-ZPass® entered into an interoperability agreement allowing all 38 E-ZPass® agencies in 16 states to accept the NC Quick Pass® hard case transponder as a form of payment, and allowing the Turnpike Authority to accept E-ZPass® as a form of payment on the Triangle Expressway. This agreement enables the Turnpike Authority to do business with the more than 32 million drivers who have E-ZPass® transponders.

A similar agreement was executed at the beginning of FY 2014 between the Turnpike Authority and Florida's SunPass®. This agreement allows SunPass® customers to utilize the Triangle Expressway, while also allowing NC Quick Pass® customers to use their sticker or hard case transponder wherever SunPass® is accepted in Florida. Additional efforts regarding the agreement with SunPass® during FY 2015 led to interoperability with Georgia's Peach Pass®, allowing Peach Pass® customers to drive the Triangle Expressway and NC Quick Pass® customers to use facilities in Georgia.

The agreements with E-ZPass®, SunPass® and Peach Pass® have expanded the versatility of the NC Quick Pass® system and allowed NC Quick Pass® to be the premiere transponder program along the East Coast. Additionally, during FY 2016, the Turnpike Authority received the President's Award from The International Bridge, Tunnel and Turnpike Association for their Multi-Agency Interoperability Program. This award is considered the highest honor within the international toll industry.

The map below shows the states with which the NC Quick Pass® is interoperable. In FY 2017, the total number of transactions for non-NC Quick Pass customers utilizing NC facilities increased by 19.6 percent for a total of 4.6 million. Similarly, North Carolina Quick Pass customers utilizing other facilities totaled approximately 1.1 million, which is a 41 percent increase year-over-year.



SECTION II

Projects Under Construction

MONROE EXPRESSWAY

Project Update

The NCDOT is advancing construction of the approximately 20-mile Monroe Expressway, a controlled-access toll road extending on new right-of-way from US 74 near I-485 in eastern Mecklenburg County to US 74 between Wingate and Marshville in Union County. This project is included in the State Transportation Improvement Program (STIP) as R-3329. Right-of-way acquisition, design and construction are currently underway. Monroe Bypass Constructors, LLC is serving as the design-build contractor for the project, which is expected to be open to traffic in November 2018. The total estimated project cost is \$730.9 million, which is the total cost funded in the current plan of finance.

Engineering designs for all aspects of the project were virtually completed in FY 2017. As of June 30, 2017, the following construction activities have occurred:

- 100 percent of the 20-mile corridor is cleared and grubbed;
- Approximately 97 percent of earthwork is completed;
- Preliminary paving operations have commenced;
- 18 culverts are constructed; two culverts are currently under construction;
- 10 bridges are complete (four open to traffic); 25 bridges are currently under construction; and
- Water and sewer line construction are completed.

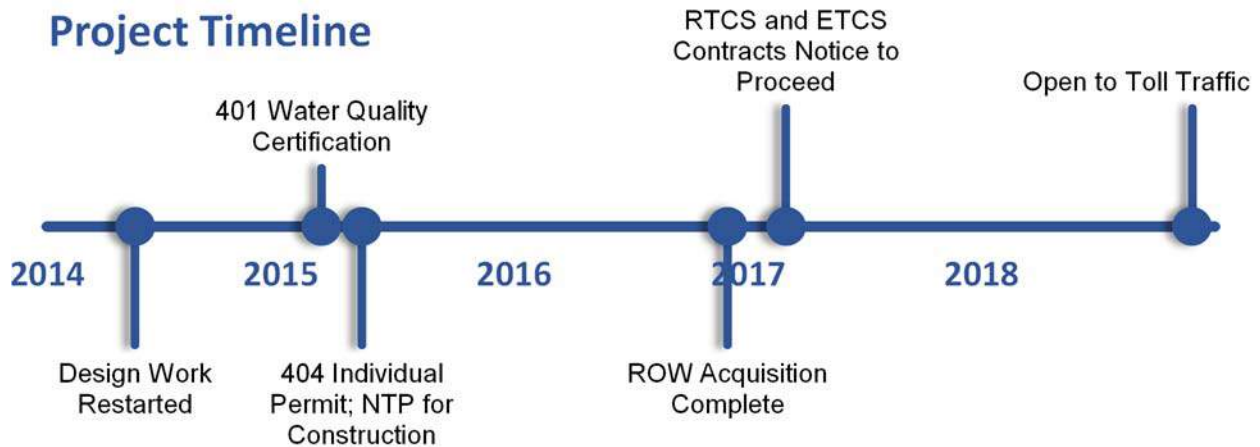
Exhibit: US 601 Interchange



Since project award and through FY 2017, all parcels have been purchased or are in condemnation. The design-build contractor currently has access to all parcels necessary to complete the project, with condemnation proceedings being completed over the next 1-2 years for those parcels not yet settled. As of June 30, 2017, 82 parcels (17 percent) are working through the condemnation process

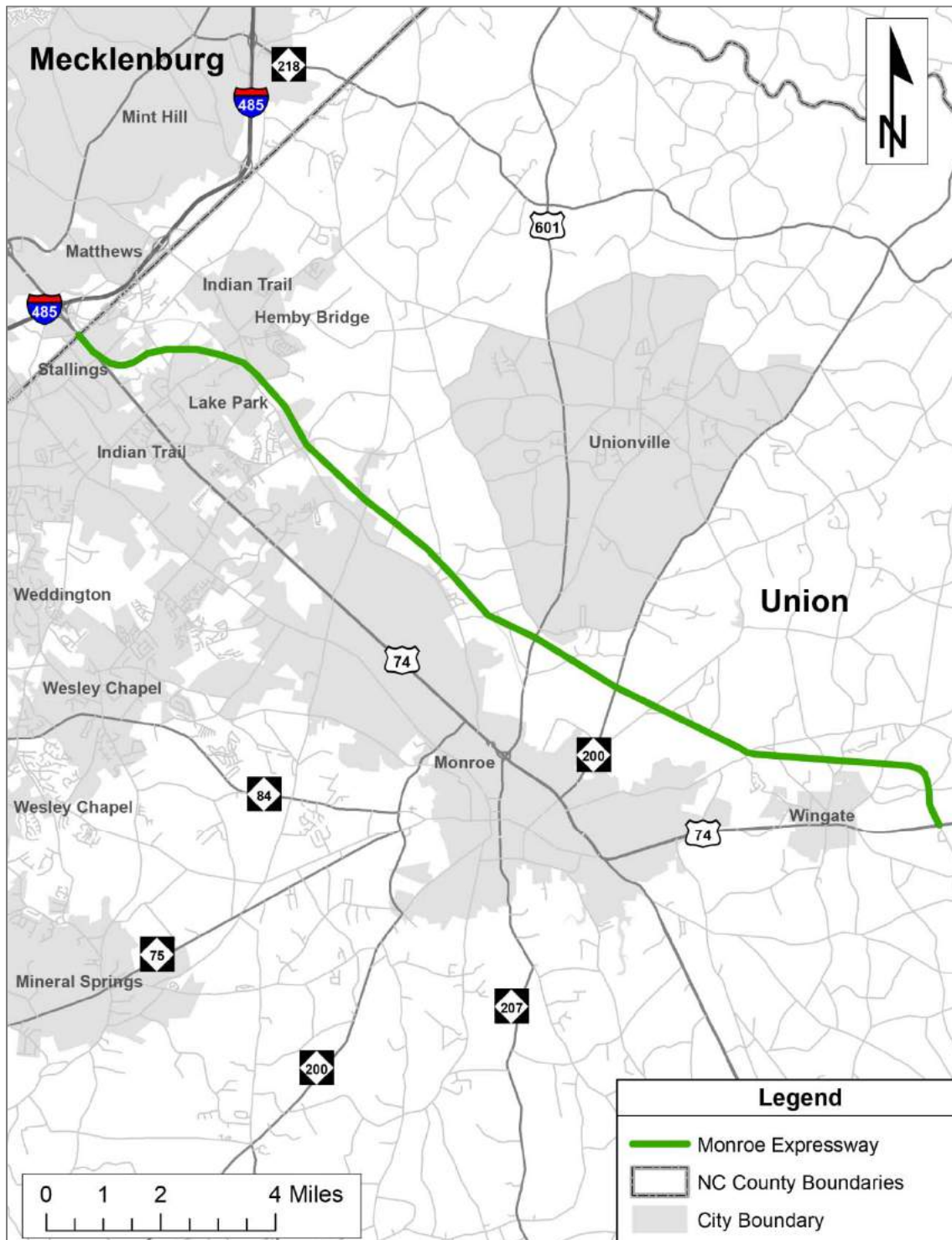
New Roadside Toll Collection System (RTCS) and Electronic Toll Collection System (ETCS) contracts for the Monroe Expressway were awarded to successful proposers in November 2016 and Notice to Proceed (NTP) was given in March 2017. The Turnpike Authority is currently negotiating a change order with its Back-Office System (BOS) vendor to implement changes necessary to integrate the Monroe Expressway. It is anticipated that the change order will be executed this fall. On September 1, 2016, the NCTA executed a contract extension regarding toll and traffic management operations. The extension period (September 2016 – September 2019) covers the period of integration for the Monroe Expressway.

The following timeline presents key milestones and activities for this project.



MONROE EXPRESSWAY

Project Map



I-77 EXPRESS LANES

Project Update

Local planning organizations and NCDOT have identified I-77 as a corridor that needs improvement to maintain and enhance current and future mobility in the Charlotte-Mecklenburg region. The I-77 Express Lanes project includes approximately 27 miles of corridor improvements between the I-77/I-277 junction in Charlotte and NC 150 in Mooresville (Mecklenburg and Iredell Counties), and is comprised of three NCDOT State Transportation Improvement Program (STIP) projects: I-3311C, I-5405 and I-4750AA. The corridor is of high importance, serving as the primary north-south connector through the region.

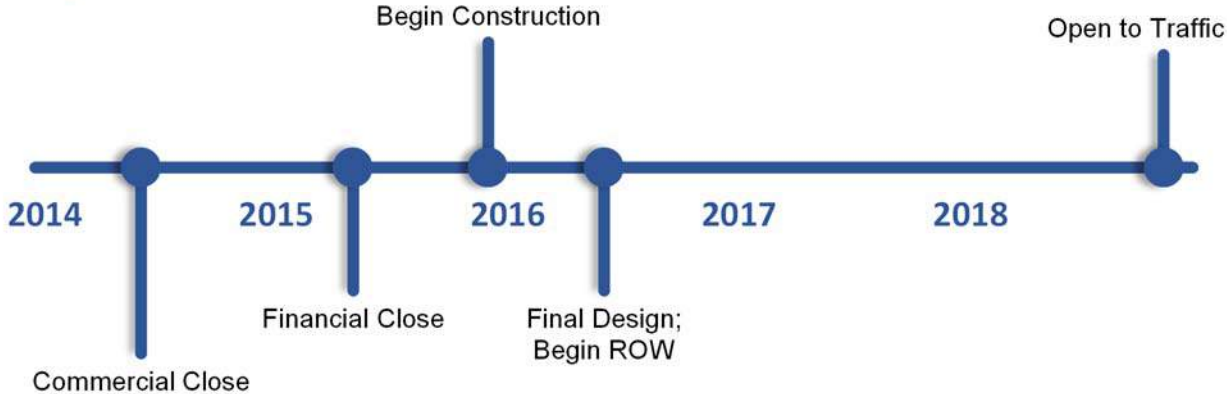
This project will be the first toll project in the state delivered via a public-private partnership (P3). NCDOT led a competitive procurement process and on April 11, 2014, announced Cintra Infraestructuras, S.A. (Cintra) as the Apparent Best Value Proposer to design, build, operate, maintain and finance the project. Cintra has formed a special purpose vehicle for the project called I-77 Mobility Partners, LLC. The project is being designed and built by the design-build joint venture of F.A. Southeast, LLC, and W.C. English, Inc., and the lead design firm, The Louis Berger Group. The concession agreement with I-77 Mobility Partners, LLC was executed on June 26, 2014 and the financial close was reached on May 20, 2015. The ground breaking for construction on the roadway occurred November 15, 2015.

Some residents and local leaders have voiced concerns about the contract with I-77 Mobility Partners. NCDOT heard those concerns and utilized the services of an independent consultant, Mercator Advisors LLC, to conduct a formal, in-depth review of all aspects of the contract and project. Since it was not part of the original I-77 contract negotiations, NCTA staff facilitated the review process by supporting Mercator's data and logistical needs. Based on the Turnpike Authority's experience with tolling, large financial transactions and no prior involvement in the procurement and execution in the I-77 Express Lanes contract, Secretary Trogdon tasked the NCTA with the selection of a consultant to conduct a thorough review of all aspects of the contract.

It has been the expressed goal of Secretary Trogdon to better involve and communicate with members of the public in regards to the I-77 Express Lanes project. When the Secretary tasked the Turnpike Authority to facilitate a review of the contract in March, the staff updated the project website to include a dedicated portal for public comment and reworked the site's content to be more relevant to the questions we receive. The NCTA worked with the NCDOT communications office to identify and empower a dedicated communications officer to be a single point of contact for the media and concerned constituents. Each month, the NCTA provided updates about the review process to CRTPO and made the consultant conducting the review available to the media. The public comments received were used to shape the report's focus and played a significant role in identifying potential options for the department to consider. On August 10, 2017, Mercator released a draft report to receive public feedback. Members of the public provided feedback on the report through the NCDOT's website and by email. On September 19, 2017, Mercator released a final report of its review, which includes public comments and concerns regarding the contract, and provides a list of options for NCDOT, as well as a high-level assessment of each of those options. NCDOT is currently evaluating these options to determine next steps.

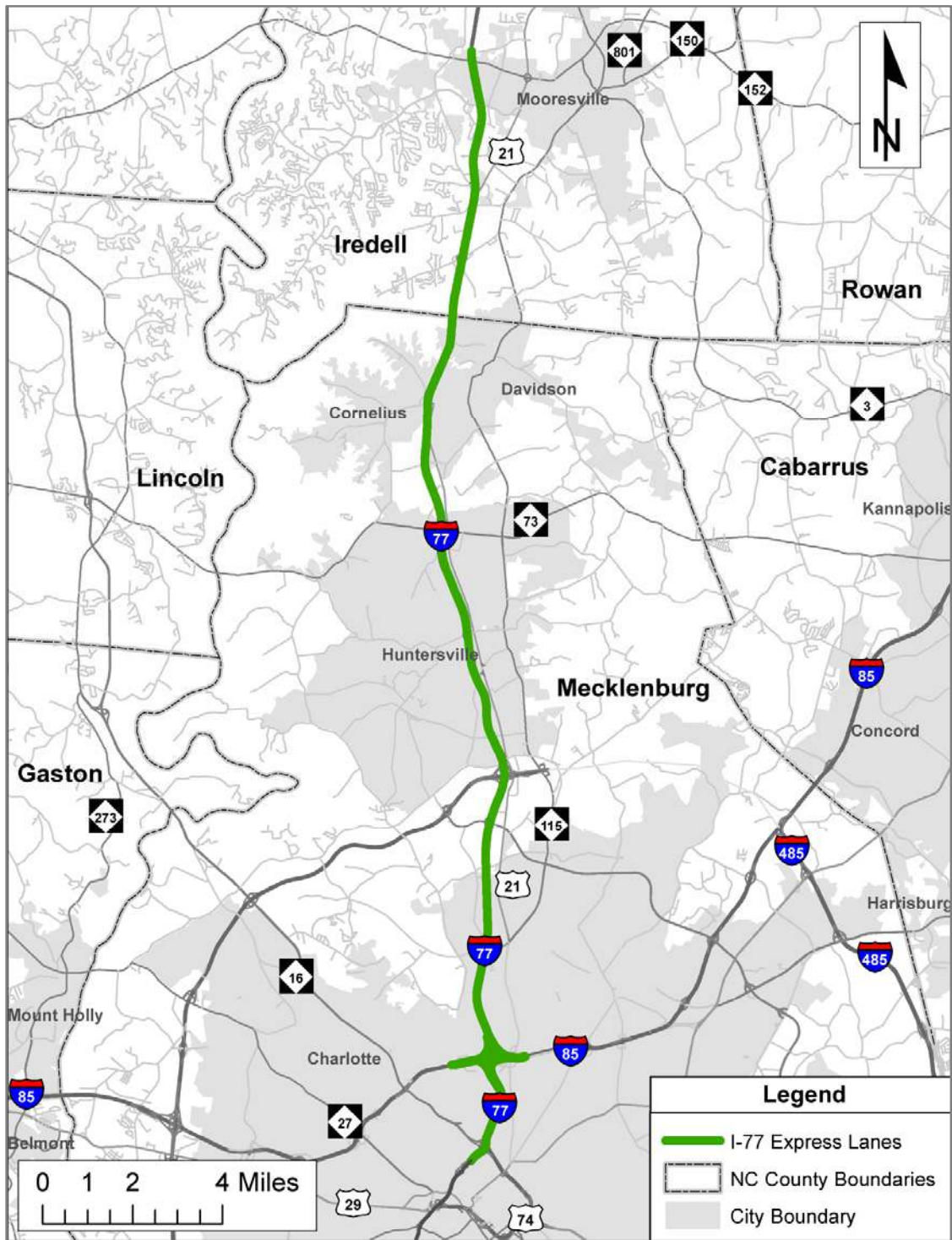
The following timeline presents key milestones and activities for this project.

Project Timeline



I-77 EXPRESS LANES

Project Map



SECTION III

Projects Under Development

US 74 EXPRESS LANES

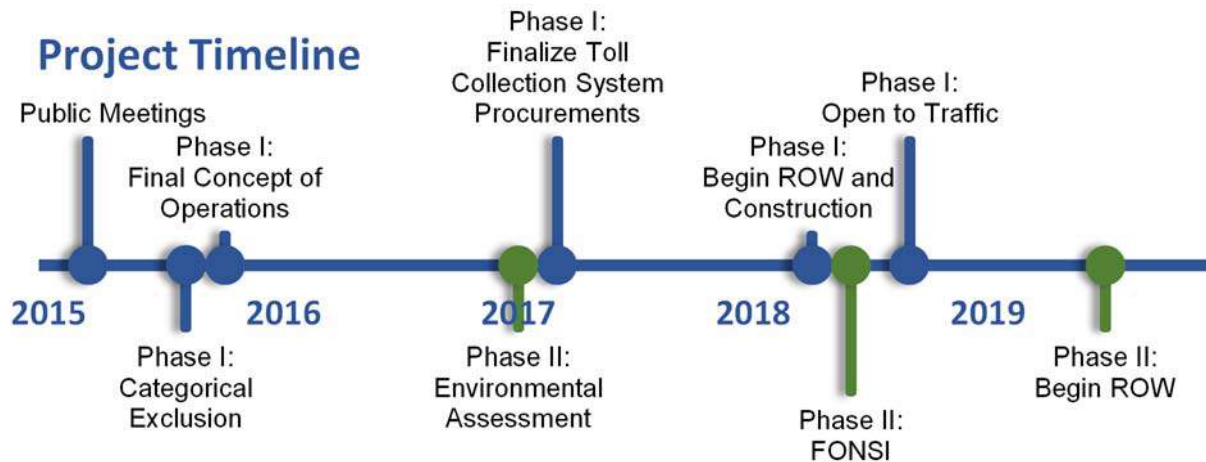
Project Update

Local planning organizations and NCDOT have identified Independence Boulevard (US 74) as a corridor that needs improvement to maintain and enhance current and future mobility in the region. Two phases of express lanes on US 74 are being studied by NCDOT.

STIP Project U-5526A is considered Phase 1 of the US 74 Express Lanes vision and is part of a planned express lanes network. Phase 1 involves implementation of express lanes in the median of Independence Boulevard (US 74) in Charlotte from I-277 to Wallace Lane, a distance of 5.8 miles. The project will convert bus lanes that currently exist between I-277 and Albemarle Road (NC 27), as well as the bus lanes that are currently being constructed from Albemarle Road to Wallace Lane, under STIP Project U-2509B. The purpose of the project is to provide immediate travel time reliability. Dynamic pricing will be used to maintain an average speed of at least 45 miles per hour in the express lane. During FY 2017, consensus was achieved on a design for terminating the express lanes on each end of the project, and preliminary design work progressed on roadway, hydraulic, ITS, signing and all-electronic tolling infrastructure. In addition, work on toll collection system components has advanced in preparation for the project. As of the end of FY 2017, plans for most disciplines were at the 90 percent design stage. The project is pending additional public involvement activities.

STIP Project U-2509 is considered Phase 2 of the US 74 Express Lanes vision and is part of a planned express lanes network. Phase 2 involves widening and adding express lanes to Independence Boulevard (US 74) from Conference Drive in Charlotte to I-485 in Matthews, a distance of approximately 6.3 miles. The purpose of the project is to provide immediate travel time reliability. Dynamic pricing will be used to maintain an average speed of at least 45 miles per hour in the express lane. Planning and design are in progress, while funding for right-of-way acquisition and construction is currently scheduled to begin in FY 2020. The project is anticipated to be delivered as a Design-Build project.

The following timeline presents key milestones and activities for the US 74 Express Lanes.



US 74 EXPRESS LANES

Project Map



I-485 EXPRESS LANES

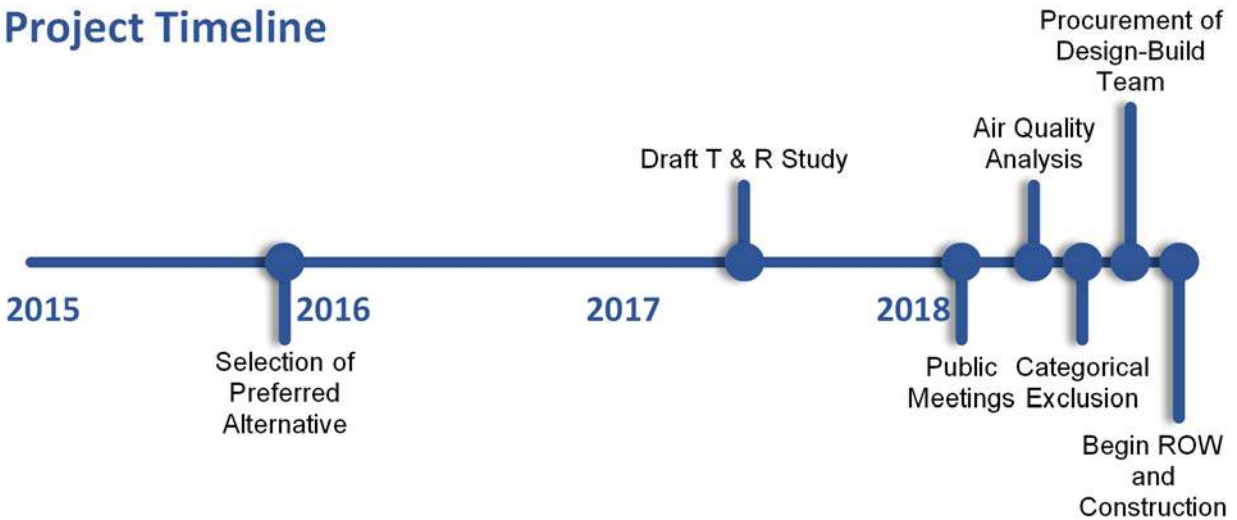
Project Update

State Transportation Improvement Program (STIP) Project I-5507 proposes adding one express lane in each direction along I-485 (Charlotte Outer Loop) from I-77 to US 74 (Independence Boulevard). The purpose of this 16-mile project is to provide a reliable travel time option on this section of I-485.

The Preferred Alternative was selected in December 2015 by stakeholders, including the Federal Highway Administration, NCDOT (Division 10, Project Development and Environmental Analysis Unit, Roadway Design Unit and NCTA), the city of Charlotte and the towns of Pineville and Matthews. Technical studies have been completed. The Categorical Exclusion has been reviewed by FHWA and NCDOT and is pending additional public involvement activities, anticipated in 2018. This project is anticipated to be constructed through the design-build process.

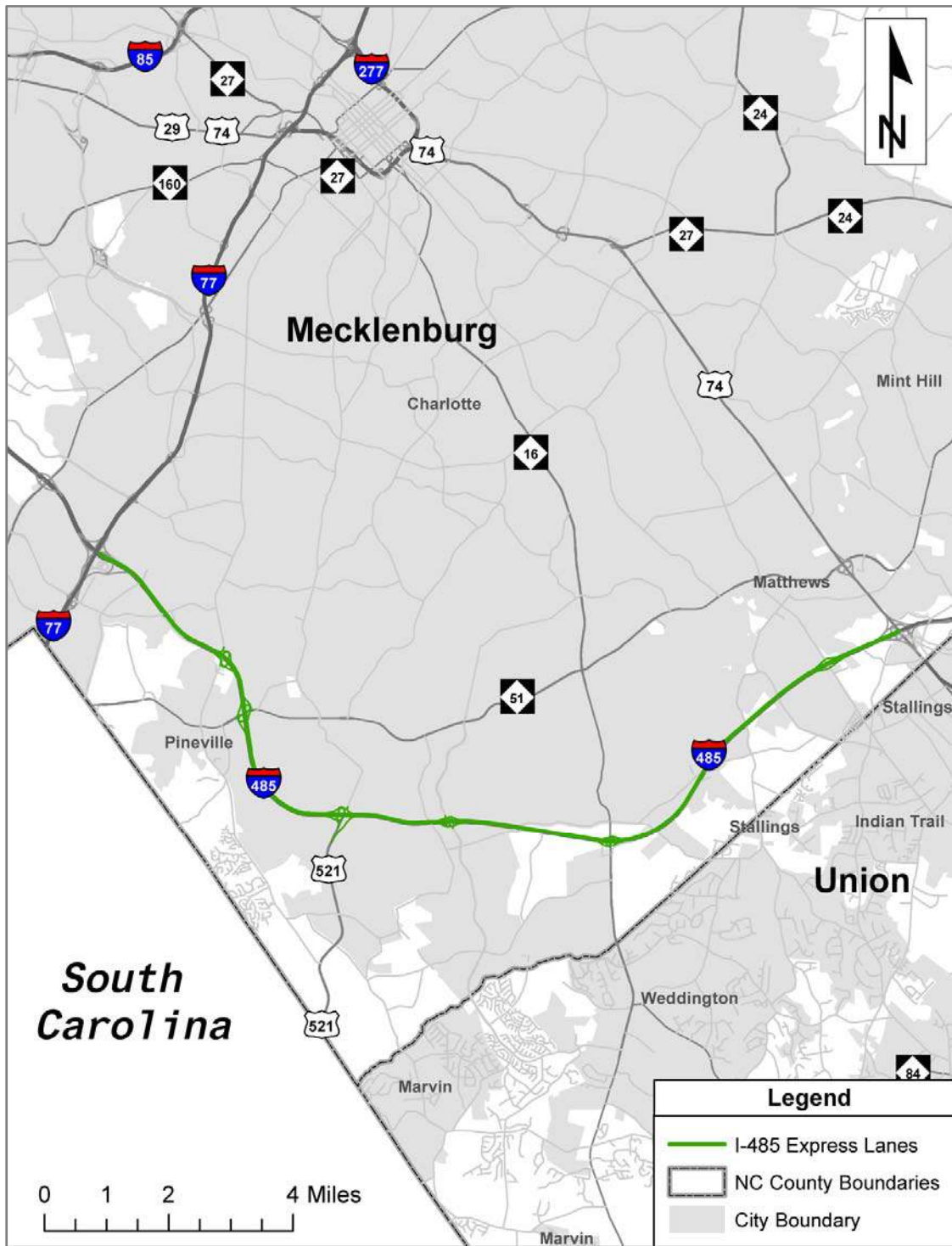
The following timeline presents key milestones and activities for this project.

Project Timeline



I-485 EXPRESS LANES

Project Map



MID-CURRITUCK BRIDGE

Project Update

NCDOT STIP project R-2576 calls for transportation improvements in the Currituck Sound area with focus on the consideration of a Mid-Currituck Bridge. The proposed action is a seven-mile long project that includes a two-lane bridge that spans Currituck Sound, connecting the Currituck County mainland with its Outer Banks, as well as a separate two-lane bridge that spans Maple Swamp on the Currituck County mainland, connecting Aydlett to US 158.

In January 2012, NCDOT, NCTA and the Federal Highway Administration (FHWA) approved the final Environmental Impact Statement (EIS) for the project. Work on the Record of Decision (ROD) was paused following the approval of the final EIS, so the NCDOT could review the state, regional and local transportation improvement funding priorities using the new Strategic Mobility Formula. This is in accordance with the Strategic Transportation Investments bill that was signed into law in June 2013. The Mid-Currituck Bridge project was ranked using the new funding formula and as a result, it was initially funded in the 2016-2025 State Transportation Improvement Program for right-of-way acquisition and construction to begin in FY 2019. Funding in the 2018-2027 State Transportation Improvement Program is currently scheduled to begin in FY 2018.

Now that funding for the project is established, work toward a Record of Decision has resumed. The EIS is being reevaluated because it has been more than three years since the approval of the final EIS. This reevaluation will consider changes regarding the project, its surroundings, impacts and any new issues, circumstances, or information that was not considered in the original document, and/or changes in laws or regulations that apply to the project. The purpose of the reevaluation is to assess whether a supplemental EIS is required. If the reevaluation process concludes that the information presented in the final EIS is an accurate analysis of the anticipated project impacts, the Record of Decision will be published signifying the completion of the environmental study process.

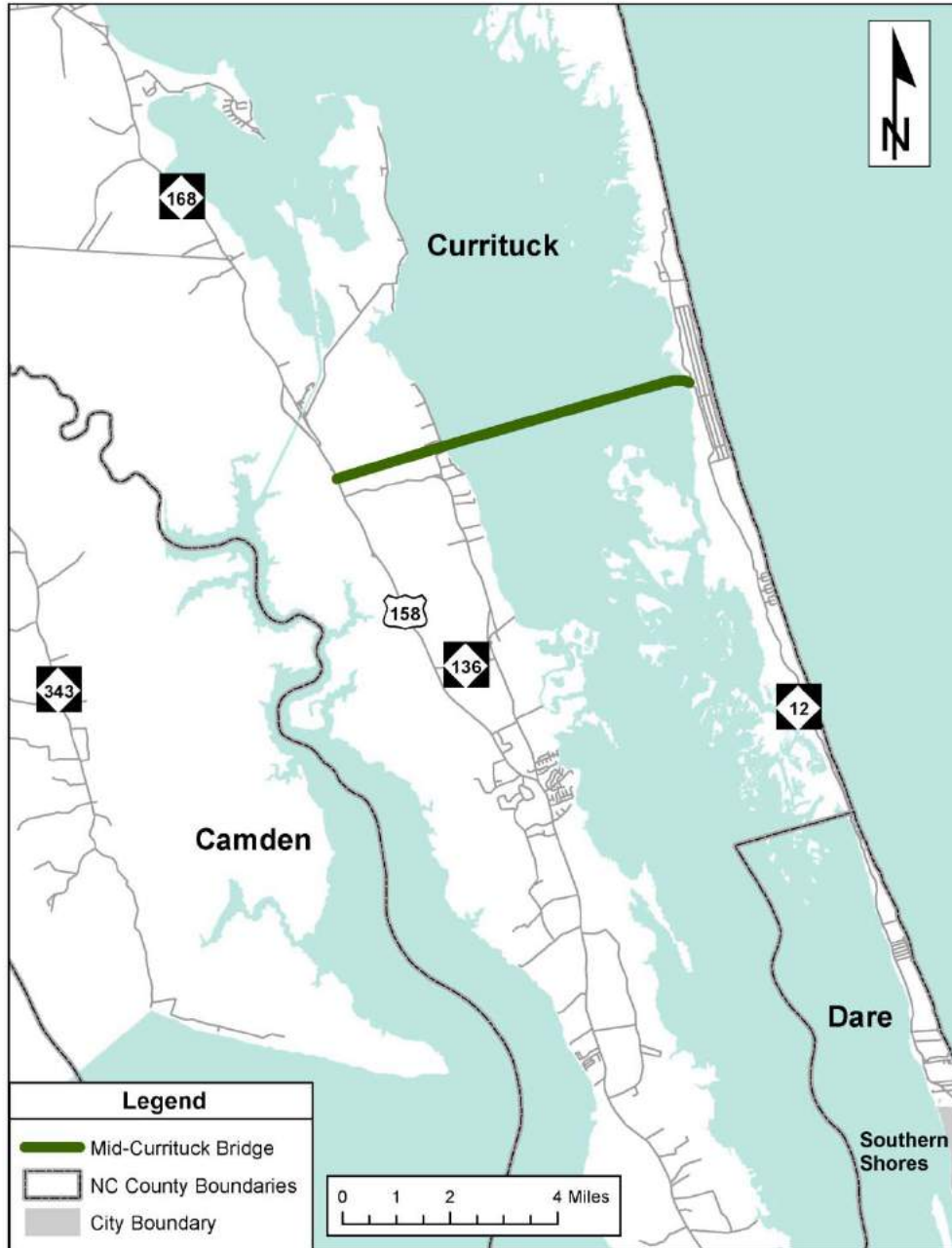
The following timeline presents key milestones and activities for this project.

Project Timeline



MID-CURRITUCK BRIDGE

Project Map



COMPLETE 540

Project Update

Session Law 2013-94 directed the NCDOT to expedite the federal environmental impact statement process to define the route for the Southeast Extension of the Triangle Expressway Turnpike Project. This route is included in the State Transportation Improvement Program (STIP) as projects R-2721, R-2828, and R-2829. The proposed Southeast Extension of the Triangle Expressway, or Complete 540, is planned to complete the 540 Outer Loop around the Raleigh metropolitan area. This project would extend the Triangle Expressway from where it currently ends at NC 55 Bypass near Apex and Holly Springs. The proposed Complete 540 would cross through southern and eastern Wake County and a portion of northwestern Johnston County before ending at the existing I-540 (US 64/US 264 Bypass) interchange near Knightdale.

In December 2015, NCDOT held public meetings and a public hearing regarding the draft EIS. Following the review of public comment on the draft EIS and from the public hearing, NCDOT selected “Detailed Study Alternative 2” as the Preferred Alternative for the project – this includes the color-coded segments of “orange, green and mint.” These segments are preferred because they:

- are formally supported by all local governments;
- minimize the number of relocations of homes and businesses compared to other alternatives;
- avoid impacts to the Swift Creek Watershed critical area (a source for Raleigh’s drinking water);
- avoid the Clemmons Educational State Forest;
- avoid impacts to historic resources; and
- minimally affect only one local park.

Preliminary designs for the Preferred Alternative have been developed and reflect additional efforts to avoid and minimize impacts, as well as the inclusion of service roads for access to properties. Updates to the construction and right-of-way costs are underway based on the updated designs. Indirect/cumulative effects and water quality studies are nearing completion. Coordination with the US Fish and Wildlife Service, as well as work on the Biological Assessment is underway to address potential impacts of the project on federally-protected species, such as the dwarf wedgemussel. Archaeology study documentation is developed and is under review. Additional environmental studies for the Final EIS, such as noise and air, are continuing. The final EIS is being developed and coordinated within the department and the Federal Highway Administration.

The current environmental study process will be considered complete when the study’s formal Record of Decision is published, following approval of the final EIS.

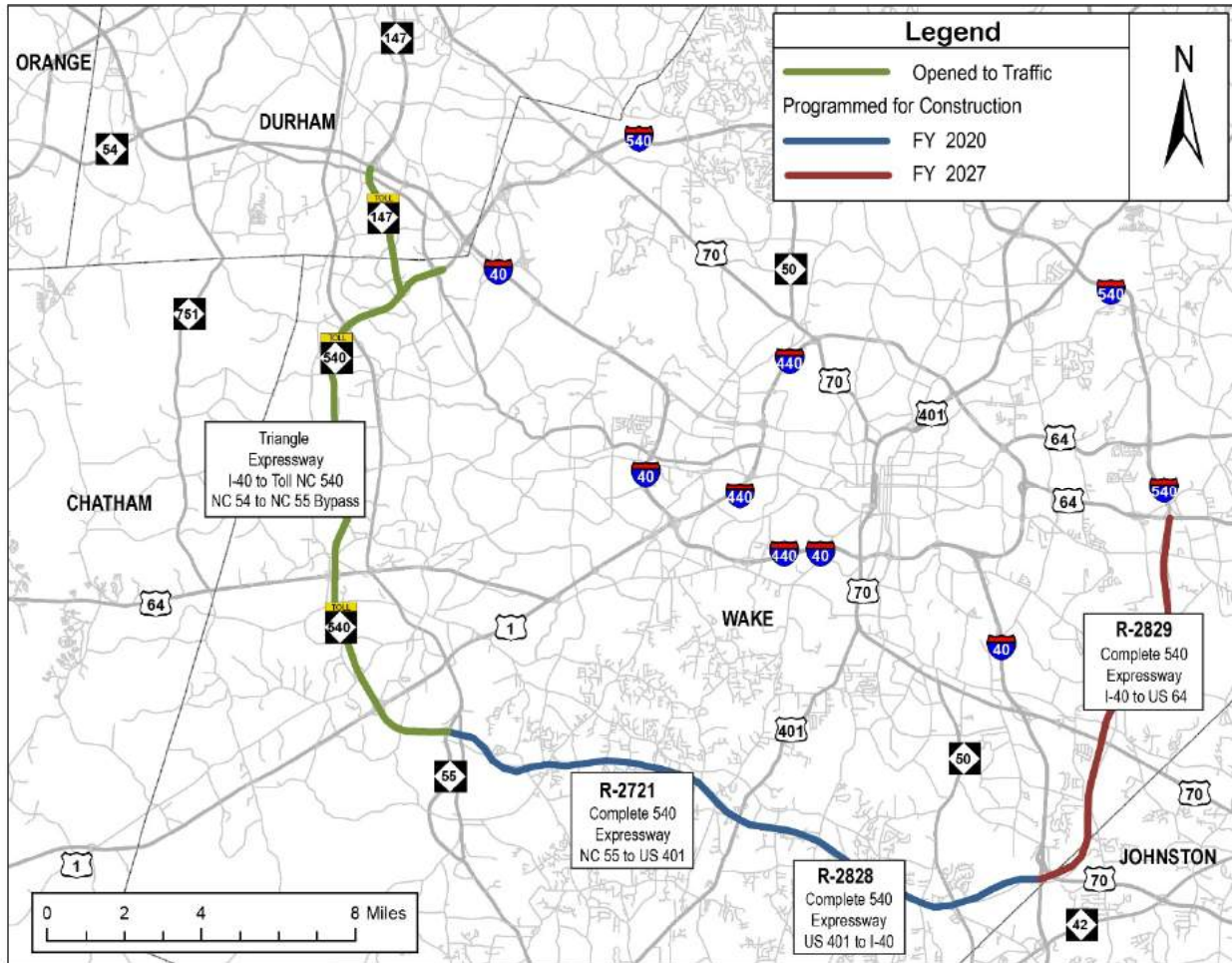
The following timeline presents key milestones and activities for this project.

Project Timeline



COMPLETE 540

Preferred Alternative



SECTION IV

Projects Under Consideration

PROJECTS UNDER CONSIDERATION

State Transportation Improvement Program

The 2018-2027 State Transportation Improvement Program (STIP) adopted by the Board of Transportation in August 2017 includes the potential toll projects given in the following table. These projects are included in either the years FY 2023 – FY 2027 as projects subject to reprioritization or “unfunded future commitments” to occur after FY 2027.

STIP #	Route/Facility	From/Cross Street	To/Cross Street	Description
FS-1305A	I-540	NC 54	US 64 - 264	Construct managed lanes
I-5702	I-40	US 15 / 501	SR 1728 (Wade Avenue)	Construct managed lanes
I-5718	I-77	I-485	I-277 / NC 16	Construct managed lanes
U-4738	Cape Fear Crossing	US 17	US 421	Construct a new facility with structure over the Cape Fear River
I-5982	I-540	I-40	I-495 / US 64 / US 264	Construct managed shoulders

ATTACHMENT- ANNUAL AUDIT

Financial Statements and Auditor Report

Pursuant to G.S. 136-89.193(b), the Turnpike Authority's Financial Statement and Report of the Independent Auditor for the fiscal year ending June 30, 2017, is attached and incorporated herein by reference. It should be noted that the revenue and expense figures presented within the Annual Report are on a cash basis and will therefore not directly align with those presented in the Audited Financial Statements, which in accordance with US GAAP standards are reported on an accrual basis.



NORTH CAROLINA TURNPIKE AUTHORITY

FINANCIAL STATEMENTS

As of and for the Years Ended June 30, 2017 and 2016

And Report of Independent Auditor

NORTH CAROLINA TURNPIKE AUTHORITY

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**REPORT OF INDEPENDENT AUDITOR ON INTERNAL CONTROL OVER
FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS
BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN
ACCORDANCE WITH *GOVERNMENT AUDITING STANDARDS*** 33-34

Report of Independent Auditor

Board of Directors
North Carolina Turnpike Authority
Raleigh, North Carolina

Report on the Financial Statements

We have audited the accompanying statements of net position of the North Carolina Turnpike Authority (“NCTA”), a major enterprise fund of the State of North Carolina, and a business unit of the North Carolina Department of Transportation (“NCDOT”), as of June 30, 2017 and 2016, and the related statements of revenues, expenses, and changes in net position and cash flows, for the years then ended, and the notes to the financial statements, which collectively comprise the NCTA’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 (“U.S. GAAP”); this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor’s Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of 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 financial statement 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 respective financial position of the NCTA, as of June 30, 2017 and 2016, and the respective changes in financial position and cash flows for the years then ended in accordance with U.S. GAAP.

Emphasis of Matter

Nature of Reporting Entity

As discussed in Note 1 to the financial statements, the financial statements present only the NCTA and do not purport to and do not present fairly the financial position of the State of North Carolina or the NCDOT, as of June 30, 2017 and 2016, and the changes in their financial position and their cash flows thereof for the years then ended in conformity with U.S. GAAP.

Other Matters

Required Supplementary Information

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

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated October 23, 2017, on our consideration of the NCTA's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grants agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the NCTA's internal control over financial reporting and compliance.



Raleigh, North Carolina
October 23, 2017

NORTH CAROLINA TURNPIKE AUTHORITY

MANAGEMENT'S DISCUSSION AND ANALYSIS

JUNE 30, 2017 AND 2016

The management's discussion and analysis ("MD&A") provides an overview of the North Carolina Turnpike Authority's ("NCTA") activities during the fiscal years ended June 30, 2017, 2016, and 2015. The discussion and analysis also includes condensed financial information comparing the current year to the prior years.

Overview of the Financial Statements

The NCTA is a public agency of the State of North Carolina located within the Department of Transportation ("NCDOT") and is a major enterprise fund of the State. As such, the NCTA is included in the State of North Carolina's *Comprehensive Annual Financial Report*. The accompanying statements were prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") to represent the NCTA's financial position separate from the State of North Carolina.

Included in this report are the statements of net position as of June 30, 2017 and 2016, the statements of revenues, expenses, and changes in net position for the years ended June 30, 2017 and 2016, and the statements of cash flows for the years ended June 30, 2017 and 2016. These statements use the accrual basis of accounting, which is similar to the accounting used by most private-sector businesses. All of the current year's revenues and expenses are taken into account regardless of when cash is received or paid. The statements of net position present assets and deferred outflows of resources less liabilities and deferred inflows of resources which equals net position, thus presenting the NCTA's financial position at the end of the fiscal year, while the statements of revenues, expenses, and changes in net position present information showing how the NCTA's net position changed during the fiscal year.

Financial Highlights and Analysis

The NCTA was created in October 2002, with financial activity starting late in fiscal year 2004. Budgeted Administrative Activities for fiscal years 2017 and 2016 were limited to salaries, personnel, Board members' per diem, travel, and other general operating expenditures, while project-related costs were funded by state-appropriated, Federal Highway Administration ("FHWA"), or project-specific financings.

Funding for administrative expenses is reviewed and advanced as needed from the Highway Trust Fund. Interest began to accrue on the advance on January 1, 2014.

Legislation was passed in 2013 creating the Strategic Mobility Formula, a new way to fund and prioritize transportation projects to ensure they provide the maximum benefit to the State of North Carolina (House Bill 817-An Act to Strengthen the Economy through Strategic Transportation Investments). This law also included changes to the annual appropriations ("GAP funds") dedicated to NCTA projects; the annual appropriation of \$49 million remains for the Triangle Expressway (\$25 million) and Monroe Expressway (\$24 million) projects.

In support of its mission to facilitate the development, delivery, and operation of an integrated, creative system of toll roads, the NCTA executed agreements with E-ZPass®, Florida's SunPass®, and Georgia's Peach Pass® to ensure compatibility with their electronic toll collection systems. These agreements allow for seamless toll interoperability between North Carolina and most states along the east coast.

The NCTA opened the Triangle Expressway fully to traffic in 2013 and is currently working to develop several other toll and managed lanes projects throughout the State that are included in the 2018-2027 State Transportation Improvement Program. The Monroe Expressway has been funded and construction is underway with an expected substantial completion date of November 27, 2018. Additional information on the two active projects is included below:

NORTH CAROLINA TURNPIKE AUTHORITY

MANAGEMENT'S DISCUSSION AND ANALYSIS

JUNE 30, 2017 AND 2016

Triangle Expressway

North Carolina's first modern toll road, the Triangle Expressway, is approximately 18.8 miles of new highway construction, extending the partially complete "Outer Loop" around the greater Raleigh area from I-40 in the north to the NC 55 Bypass in the south. The final phase opened to toll traffic on January 2, 2013. The Triangle Expressway project was delivered on schedule and under budget. In April 2017, the Veridea Parkway interchange, previously named Old Holly Springs-Apex Road, opened to traffic. In addition, work is currently being undertaken to add the Morrisville Parkway interchange to the existing Triangle Expressway which is projected to open to traffic in late 2018.

Total revenues, inclusive of toll revenue and processing fees, but excluding transponder revenues are listed in the chart below with operating expenses. Fiscal year 2017 revenues increased by \$6.2 million or 16.2% from the prior year, while fiscal year 2017 operating expenses increased \$1.50 million or 10.1% from the prior year. Fiscal year 2016 revenues increased \$8.25 million or 27.3% from the prior year while fiscal year 2016 operating expenses increased \$1.15 million or 8.4% from the prior year.

	<u>2017</u>	<u>2016</u>	<u>2015</u>
Total Revenue	\$ 44.71	\$ 38.47	\$ 30.22
Operating Expenses	\$ 16.32	\$ 14.82	\$ 13.67

A possible southeast extension to the Triangle Expressway is in the study phase, and would extend the Expressway to I-40 in southern Wake County.

Monroe Expressway

The Monroe Expressway toll project is a 19.7-mile new location divided highway that is under construction from U.S. 74 at I-485 in eastern Mecklenburg County to U.S. 74 between the towns of Wingate and Marshville in Union County. The highway is expected to improve mobility and capacity within the project study area by providing a highway for the U.S. 74 corridor that allows for high-speed regional travel.

A design-build construction contract was advertised in April 2010 and price proposals were opened the following October. The Monroe Bypass Constructors (a joint venture between United Infrastructure, Boggs Paving, and Anderson Columbia) was selected through the best-value procurement process. In October 2010, the NCTA issued \$233,920,000 in State Annual Appropriation Revenue Bonds. In late 2011, \$10,000,000 in Senior Lien Turnpike Revenue Bonds, \$214,505,000 in State Annual Appropriation Revenue Bonds, and \$145,535,000 in GARVEE bonds with State match were sold in conjunction with the award of the design build contract. On January 31, 2017, the Turnpike Authority sold \$137,051,904 in toll revenue bonds and closed on a TIFIA loan in the amount of \$166,500,000 which replaced the GARVEE bonds and completed the funding for the project. The State has also authorized the use of \$22,000,000 in State Transportation Improvement Program ("STIP") funds.

In November 2010, a lawsuit was filed by the Southern Environmental Law Center ("SELC") challenging the environmental documentation for the Monroe Expressway. The NCDOT prevailed in the district court; however, SELC filed an appeal to the U.S. Court of Appeals for the 4th Circuit, and a three-judge panel of the court in May 2012 overturned the lower court decision. Following the Circuit Court's ruling against the NCDOT and FHWA, standard right-of-way acquisition and work by the design build team was suspended while additional environmental studies were conducted. Following these studies, the Record of Decision for the Monroe Expressway was signed by FHWA and NCDOT on May 15, 2014, and work on final designs and right-of-way acquisition resumed. On June 9, 2016, following another lawsuit, and series of appeals, during which construction continued, the U.S. Court of Appeals for the 4th Circuit ruled in favor of NCDOT/FHWA by holding that the agencies' environmental study was valid and did not violate any laws. There is no other pending or threatened litigation.

NORTH CAROLINA TURNPIKE AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS

JUNE 30, 2017 AND 2016

Net Position

Net position represents the residual interest in the NCTA's assets after all liabilities are deducted. For reporting purposes they are divided into three categories: net investment in capital assets; restricted; and unrestricted.

Condensed Statements of Net Position
(In Thousands)

	<u>2017</u>	<u>2016</u>	<u>2015</u>
Current Assets	\$ 18,425	\$ 35,722	\$ 51,252
Restricted Assets and Prepaid Insurance Costs	324,352	730,644	837,297
Capital Assets	<u>1,661,457</u>	<u>1,416,167</u>	<u>1,200,264</u>
Total Assets	<u>2,004,234</u>	<u>2,182,533</u>	<u>2,088,813</u>
Deferred Outflows of Resources	<u>20,742</u>	<u>81</u>	<u>94</u>
Current Liabilities	99,139	122,248	100,482
Noncurrent Liabilities	<u>1,606,767</u>	<u>1,642,577</u>	<u>1,652,214</u>
Total Liabilities	<u>1,705,906</u>	<u>1,764,825</u>	<u>1,752,696</u>
Deferred Inflows of Resources	<u>32</u>	<u>52</u>	<u>251</u>
Net Investment in Capital Assets	459,895	584,359	465,144
Restricted	5,477	4,267	3,487
Unrestricted	<u>(146,334)</u>	<u>(170,889)</u>	<u>(132,671)</u>
Net Position	<u>\$ 319,038</u>	<u>\$ 417,737</u>	<u>\$ 335,960</u>

Current Assets

The decrease in fiscal year 2017 is mainly due to a continued decrease in the securities lending collateral. The decrease in fiscal year 2016 was due to a decrease in the securities lending collateral.

Capital Assets

Capital Assets, Nondepreciable – The increase in fiscal years 2017 and 2016 is due to the increase in the Construction in Progress account for continued work on the various turnpike projects.

Capital Assets, Depreciable – The decrease in fiscal years 2017 and 2016 is due to the annual depreciation of the Triangle Expressway.

Restricted Assets and Prepaid Insurance Costs

The decreases in fiscal years 2017 and 2016 are due to the use of bond proceeds for the Monroe Expressway and the continued amortization of the bond insurance for Triangle Expressway.

Current Liabilities

Current liabilities include accounts payable, current portion of interest payable, obligations under securities lending, current portion of revenue bonds payable, and other current liabilities. The decrease in fiscal year 2017 is due to a decrease in the securities lending collateral due to a lower balance with the North Carolina State Treasurer's Investment Fund along with a decrease in accounts payable related to the contract payments for the Monroe Expressway and a decrease in the current bond principal payable. The increase in fiscal year 2016 is due to an increase in accounts payable related to the construction contract payments for the Monroe Expressway, and an increase in current bond principal payable.

NORTH CAROLINA TURNPIKE AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS

JUNE 30, 2017 AND 2016

Noncurrent Liabilities

Noncurrent liabilities include revenue bonds payable, notes payable, funds advanced to the NCTA from the Highway Trust Fund to cover the administrative expenditures of the NCTA, and they also include the noncurrent portion of accrued vacation and interest payable. The decrease in fiscal year 2017 is due to a portion of revenue bonds payable becoming current and due within one year. The decrease in fiscal year 2016 is due to the decrease in the noncurrent bonds payable.

Net Position and Revenues, Expenses, and Changes in Net Position

For fiscal years 2017 and 2016, the NCTA ended with positive net position.

Condensed Statements of Revenues, Expenses, and Changes in Net Position
(In Thousands)

	<u>2017</u>	<u>2016</u>	<u>2015</u>
Operating Revenues:			
Charges for Services	\$ 44,708	\$ 38,473	\$ 30,218
Other Operating Revenues	812	675	491
Total Operating Revenues	<u>45,520</u>	<u>39,148</u>	<u>30,709</u>
Operating Expenses:			
Personnel Services	1,213	1,414	1,351
Supplies and Materials	281	73	86
Contracted Personnel Services	888	981	592
Travel	35	27	7
Advertising	49	104	-
Utilities	272	295	280
Dues and Subscription Fees	23	21	17
Other Services	4,965	3,121	4,745
Cost of Goods Sold	788	856	448
Capital Outlay	15,262	11,877	9,721
Rental Expense	66	88	191
Depreciation	16,130	16,130	16,130
Total Operating Expenses	<u>39,972</u>	<u>34,987</u>	<u>33,568</u>
Operating Income (Loss)	<u>5,548</u>	<u>4,161</u>	<u>(2,859)</u>
Nonoperating Revenue (Expenses) and Capital Grants	103,562	(23,440)	(31,112)
Transfers In	49,000	101,056	93,680
Transfers Out	(97,604)	-	(239)
Transfer of GARVEE Bonds to North Carolina Highway Fund	<u>(159,205)</u>	<u>-</u>	<u>-</u>
Change in Net Position	(98,699)	81,777	59,470
Net Position Beginning, July 1	<u>417,737</u>	<u>335,960</u>	<u>276,490</u>
Net Position Ending, June 30	<u>\$ 319,038</u>	<u>\$ 417,737</u>	<u>\$ 335,960</u>

NORTH CAROLINA TURNPIKE AUTHORITY

MANAGEMENT'S DISCUSSION AND ANALYSIS

JUNE 30, 2017 AND 2016

Operating Revenues

Operating revenues are revenues derived from the business operations of the NCTA. These include toll revenues, fees, and sales revenue from the sale of transponders. The increase in revenues is due to the increased usage of the Triangle Expressway and toll collections on the entire roadway. Phase II of the Triangle Expressway opened in August 2012 and Phase III opened in December 2012.

Operating Expenses

Operating expenses are expenses used to acquire or produce goods and services to carry out the mission of the NCTA. The increase in capital outlay is attributed to the expensing of certain costs related to the completed section of the Triangle Expressway instead of capitalizing them during construction. The consistency in depreciation expense is due to no new depreciable assets put into service this year. The overall increase for fiscal year 2017 was due to continued work on new interchanges and maintenance of the roadway toll collection system. The overall increase in operating expenses for fiscal year 2016 was due to contracted work on a Triangle Expressway interchange. The majority of the other services expenses are the costs associated with the standard overhead allocation from the NCDOT.

Non-operating and Other Revenue/Expenses

Non-operating revenues/expenses are revenues received or expenses incurred for which goods and services are not provided or received. They include capital grants, transfers in and out, investment income, and debt service expense. Capital grants are the funds received from the FHWA and the NCDOT for their participation in the initial construction of toll highways and in preliminary studies to determine the feasibility of a toll facility. The amount in fiscal year 2017 increased due to the one-time transfer of debt for the 2011 GARVEE bonds to the Department of Transportation Highway Fund. The amount in fiscal year 2016 decreased due to a decrease in the debt service expense and an increase in Federal Capital Grants for the Monroe Expressway.

Transfers In

Transfers in include funds received from the NCDOT for gap funding of debt service and funds for the FHWA State match. This amount of State match received from the NCDOT decreased in fiscal year 2017 due to the transfer of GARVEE funds to the Highway Fund. The amount of State match had increased in fiscal year 2016 as the result of increased GARVEE expenditures on the Monroe Expressway.

Transfers Out

Transfers out increased in fiscal year 2017 due to a one time transfer of the 2011 series GARVEE bonds and bond proceeds to the Highway Fund. Transfers out in fiscal year 2016 decreased due to a change in accounts for the payments made to the NC Highway Patrol. These payments are now recorded as professional fees.

Economic Outlook

Utilizing innovative financing and engineering initiatives, advanced toll collection technologies, and expedited environmental reviews, the NCTA is moving rapidly to accomplish its mission to advance construction of certain strategic highways as efficiently as possible. With the completion of each project, sound fiscal practices are being reviewed and implemented to allow for efficient and effective operation of the completed projects to safeguard the assets and patrons of the NCTA.

Requests for Information

Any request for information about this report should be sent to the Chief Financial Officer at the North Carolina Turnpike Authority, 1 South Wilmington Street, Raleigh, NC 27601.

NORTH CAROLINA TURNPIKE AUTHORITY
STATEMENTS OF NET POSITION

JUNE 30, 2017 AND 2016 (IN THOUSANDS)

	2017	2016
ASSETS		
Current Assets:		
Securities Lending Collateral	\$ 212	\$ 18,201
Accounts Receivable	17,531	16,104
Inventory	240	834
Intergovernmental Receivable	442	583
Total Current Assets	<u>18,425</u>	<u>35,722</u>
Noncurrent Assets:		
Restricted Assets:		
Cash and Cash Equivalents	5,477	4,267
Investments	312,465	717,196
Total Restricted Assets	<u>317,942</u>	<u>721,463</u>
Prepaid Insurance Costs	6,410	9,181
Capital Assets, Nondepreciable:		
Land and Permanent Easements	258,835	225,501
Construction in Progress	672,436	444,350
Capital Assets, Depreciable, Net of Depreciation:		
Highway Network	730,186	746,316
Total Capital Assets, Net of Depreciation	<u>1,661,457</u>	<u>1,416,167</u>
Total Noncurrent Assets	<u>1,985,809</u>	<u>2,146,811</u>
Total Assets	<u>2,004,234</u>	<u>2,182,533</u>
Deferred Outflows of Resources:		
Pension	393	81
Unamortized bond refunding charges	20,349	-
	<u>20,742</u>	<u>81</u>
LIABILITIES		
Current Liabilities:		
Accounts Payable	14,209	32,938
Accrued Interest Payable	34,922	38,700
Accrued Vacation	14	6
Obligations under Securities Lending	212	18,201
Due to Other Funds	25,975	17,207
Bonds Payable, Net	18,395	11,960
Intergovernmental Payables	1,910	431
Unearned Revenue	3,502	2,805
Total Current Liabilities	<u>99,139</u>	<u>122,248</u>
Noncurrent Liabilities:		
Bonds Payable, Net	1,122,757	1,164,167
Note Payable	372,877	372,877
Advances from Other Funds	26,896	26,118
Accrued Interest Payable	83,523	79,115
Accrued Vacation	156	75
Net Pension Liability	558	225
Total Noncurrent Liabilities	<u>1,606,767</u>	<u>1,642,577</u>
Total Liabilities	<u>1,705,906</u>	<u>1,764,825</u>
Deferred Inflows of Resources		
	<u>32</u>	<u>52</u>
NET POSITION		
Net Investment in Capital Assets	459,895	584,359
Restricted	5,477	4,267
Unrestricted	(146,334)	(170,889)
Total Net Position	<u>\$ 319,038</u>	<u>\$ 417,737</u>

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

NORTH CAROLINA TURNPIKE AUTHORITY
STATEMENTS OF REVENUES, EXPENSES, AND CHANGES IN NET POSITION

YEARS ENDED JUNE 30, 2017 AND 2016 (IN THOUSANDS)

	<u>2017</u>	<u>2016</u>
Revenues:		
Operating Revenues:		
Charges for Services	\$ 44,708	\$ 38,473
Other Operating Revenues	812	675
Total Operating Revenues	<u>45,520</u>	<u>39,148</u>
Expenses:		
Operating Expenses:		
Personnel Services	1,213	1,414
Supplies and Materials	281	73
Contracted Personnel Services	888	981
Travel	35	27
Advertising	49	104
Utilities	272	295
Dues and Subscription Fees	23	21
Other Services	4,965	3,121
Cost of Goods Sold	788	856
Capital Outlay	15,262	11,877
Rental Expense	66	88
Depreciation	16,130	16,130
Total Operating Expenses	<u>39,972</u>	<u>34,987</u>
Operating Income	<u>5,548</u>	<u>4,161</u>
Nonoperating Revenues (Expenses):		
Investment Earnings	2,711	2,741
Federal Interest Subsidy on Debt	11,348	11,387
Interest and Fees	(68,874)	(52,386)
Gain on Debt Reclassification	153,260	-
Miscellaneous	9	11
Total Nonoperating Revenues (Expenses)	<u>98,454</u>	<u>(38,247)</u>
Income (Loss) Before Transfers and Capital Grants	104,002	(34,086)
Capital Grants	5,108	14,807
Transfers In	49,000	101,056
Transfers Out	(97,604)	-
Transfer of GARVEE Bonds to North Carolina Highway Fund	<u>(159,205)</u>	<u>-</u>
Increase (Decrease) in Net Position	(98,699)	81,777
Net Position, Beginning July 1	<u>417,737</u>	<u>335,960</u>
Net Position, Ending June 30	<u>\$ 319,038</u>	<u>\$ 417,737</u>

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

NORTH CAROLINA TURNPIKE AUTHORITY
STATEMENTS OF CASH FLOWS

YEARS ENDED JUNE 30, 2017 AND 2016 (IN THOUSANDS)

	<u>2017</u>	<u>2016</u>
Cash Flows from Operating Activities:		
Receipts from Customers	\$ 44,014	\$ 36,333
Payments to Employees and Fringe Benefits	(1,116)	(1,464)
Payments to Vendors and Suppliers	(10,422)	(5,703)
Other Payments	(5,733)	(1,238)
Net Cash Flows from Operating Activities	<u>26,743</u>	<u>27,928</u>
Cash Flows from Noncapital Financing Activities:		
Transfers Out	(256,809)	-
Insurance Recoveries	-	10
Other Noncapital Financing Receipts - Advances	778	831
Net Cash Flows from Noncapital Financing Activities	<u>(256,031)</u>	<u>841</u>
Cash Flows from Capital and Related Financing Activities:		
Acquisition and Construction of Capital Assets	(266,621)	(184,728)
Transfers In	49,000	101,056
Federal Interest Subsidy on Debt	11,348	11,387
Capital Grants	5,321	14,631
Principal Payments	(11,960)	(8,200)
Interest Payments	(73,495)	(78,416)
Proceeds from Capital Debt	371,485	-
Payment to Bond Escrow Agent	(261,419)	-
Bond Issuance Costs	(1,104)	-
Insurance Recoveries	8	-
Net Cash Flows from Capital and Related Financing Activities	<u>(177,436)</u>	<u>(144,270)</u>
Cash Flows from Investing Activities:		
Proceeds from Sale and Maturities of Investments	4,425,066	7,302,367
Purchase of Investments	(4,020,443)	(7,194,452)
Investment Earnings	3,312	3,769
Net Cash Flows from Investing Activities	<u>407,935</u>	<u>111,684</u>
Net Change in Cash and Cash Equivalents	1,210	(3,817)
Cash and Cash Equivalents at Beginning of Year	<u>4,267</u>	<u>8,084</u>
Cash and Cash Equivalents at End of Year	<u>\$ 5,477</u>	<u>\$ 4,267</u>
Summary of Cash and Cash Equivalents:		
Cash and Cash Equivalents Restricted	<u>\$ 5,477</u>	<u>\$ 4,267</u>
Cash and Cash Equivalents at End of Year	<u>\$ 5,477</u>	<u>\$ 4,267</u>

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

NORTH CAROLINA TURNPIKE AUTHORITY
STATEMENTS OF CASH FLOWS (CONTINUED)

YEARS ENDED JUNE 30, 2017 AND 2016 (IN THOUSANDS)

	<u>2017</u>	<u>2016</u>
Reconciliation of Operating Income to Net Cash		
Flows Provided by Operating Activities:		
Operating Income	\$ 5,548	\$ 4,161
Adjustments to Reconcile Operating Income to Net Cash Flows		
Provided by Operating Activities:		
Depreciation Expense	16,130	16,130
Pension Expense	-	45
Management Fees	(2,815)	(153)
Changes in Assets and Liabilities:		
Accounts Receivable	(1,427)	(2,811)
Intergovernmental Receivables	(67)	-
Due from Other Funds	(5)	(33)
Inventories	594	568
Prepaid Items	(579)	87
Deferred Outflows for Pensions	(313)	(74)
Accounts Payable	(137)	(2,637)
Intergovernmental Payables	174	155
Due to Other Funds	7,904	11,239
Funds Held for Others	699	-
Due to Fiduciary	635	465
Unearned Revenue	313	787
Compensated Absences	89	(1)
Total Cash Provided by Operating Activities	<u>\$ 26,743</u>	<u>\$ 27,928</u>
Noncash Investing, Capital, and Financing Activities:		
Increase in Fair Value of Investments	\$ 337	\$ 1,298
Change in Land as a Result of Accounts Payable	1,336	-
Change in Construction in Progress as a Result of Accrual Liabilities	11,390	30,010
Change in Securities Lending Collateral	(17,989)	(13,389)
Gain on Debt Reclassification	153,260	-

NORTH CAROLINA TURNPIKE AUTHORITY

NOTES TO THE FINANCIAL STATEMENTS

JUNE 30, 2017 AND 2016 (IN THOUSANDS)

Note 1—Nature of operations and summary of significant accounting policies

Organization and Purpose – The North Carolina Turnpike Authority (“NCTA”) was established by G.S. 136 Article 6H on October 3, 2002. Effective July 27, 2009, the North Carolina General Assembly adopted Session Law 2009-343, transferring the NCTA to the North Carolina Department of Transportation (“NCDOT”) to conserve expenditures and improve efficiency. The NCTA is a business unit of the NCDOT and is subject to and under the direct supervision of the Secretary of Transportation. The NCTA is presented as a major enterprise fund in the State of North Carolina. Currently, the NCTA is authorized to construct, operate, and maintain up to eleven turnpike projects in the State.

Financial Reporting Entity – The concept underlying the definition of the financial reporting entity is that elected officials are accountable to their constituents for their actions. As required by accounting principles generally accepted in the United States of America (“U.S. GAAP”), the financial reporting entity includes both the primary government and all of its component units. An organization other than a primary government serves as a nucleus for a reporting entity when it issues separate financial statements. The NCTA is a business unit of the NCDOT. The NCTA is an integral part of the State of North Carolina’s *Comprehensive Annual Financial Report*. These financial statements for the NCTA are separate and apart from those of the State of North Carolina and NCDOT and do not present the financial position of the State or NCDOT, or changes in their financial position and cash flows. The NCTA is governed by a nine-member Board of Directors; two members are appointed by the Senate Pro Tempore, and two by the Speaker of the House. The remaining five are appointed by the Governor and include the Secretary of Transportation.

Basis of Presentation – The accompanying financial statements are presented in accordance with U.S. GAAP as prescribed by the Governmental Accounting Standards Board (“GASB”). The full scope of the NCTA’s activities is considered to be a single business-type activity and accordingly, is reported within a single column in the basic financial statements.

Basis of Accounting – The financial statements of the NCTA have been prepared using the “economic resources” measurement focus and the accrual basis of accounting. Under the accrual basis, revenues are recognized when earned, and expenses are recorded when an obligation has been incurred. Grants and similar items are recognized as revenue as soon as all eligibility requirements imposed by the provider have been met.

Cash and Cash Equivalents – This classification includes deposits held by the State Treasurer in the short-term investment fund (“NC STIF”). The short-term investment fund maintained by the State Treasurer has the general characteristics of a demand deposit account in that participants may deposit and withdraw cash at any time without prior notice or penalty. The funds on deposit with the State Treasurer are an advance from the Highway Trust Fund and are available on demand for payment of the NCTA’s expenses. The cash balances as of June 30, 2017 and 2016, are the result of timing differences between when the expenses are recorded and when the corresponding checks are written.

State Treasurer’s Securities Lending Collateral – While the NCTA does not directly engage in securities lending transactions, it deposits certain funds with the State Treasurer’s NC STIF, which participates in securities lending activities. Based on the State Treasurer’s allocation of these transactions, the NCTA recognizes its allocable share of the assets and liabilities related to these transactions on the accompanying financial statements as “Securities Lending Collateral” and “Obligations under Securities Lending.” The NCTA’s allocable share of these assets and liabilities is based on the NCTA’s year-end deposit balance per the State Treasurer’s records.

NORTH CAROLINA TURNPIKE AUTHORITY

NOTES TO THE FINANCIAL STATEMENTS

JUNE 30, 2017 AND 2016 (IN THOUSANDS)

Note 1—Nature of operations and summary of significant accounting policies (continued)

Based on the authority provided in General Statutes 147-69.3(e), the State Treasurer (“Treasurer”) lends securities from its investment pools to brokers-dealers and other entities (borrowers) for collateral that will be returned for the same securities in the future. The Treasurer’s securities custodian manages the securities lending program. The Treasurer’s custodian lent U.S. government and agency securities, FNMA’s, corporate bonds, and notes for collateral. The Treasurer’s custodian is permitted to receive cash, U.S. government and agency securities, or irrevocable letters of credit as collateral for the securities lent.

The collateral is initially pledged at 102% of the market value of the securities lent and additional collateral is required if its value falls to less than 100% of the market value of the securities lent. There are no restrictions on the amount of loans that can be made. Substantially, all security loans can be terminated on demand by either the State Treasurer or the borrower.

Additional details on the State Treasurer’s securities lending program are included in the State of North Carolina’s *Comprehensive Annual Financial Report*. An electronic version of this report is available by accessing the North Carolina Office of the State Controller’s Internet home page <http://www.ncosc.net/> and clicking on “Public Information” or by calling the State Controller’s Financial Reporting Section at (919) 707-0500.

Receivables – Accounts receivable consist of uncollected toll revenues and intergovernmental receivables consist of amounts due from the Federal Highway Administration (“FHWA”) and other local Governmental Agencies in connection with reimbursement of allowable expenditures made pursuant to contracts and grants that are verifiable, measurable, and expected to be collected and available for expenditures for which the resource provider’s conditions have been satisfied.

Allowance for Doubtful Accounts – An allowance for doubtful accounts has not been established because there are no indications of significant delinquencies from the collection of toll revenues as of June 30, 2017 and 2016. Uncollectible accounts receivable were written off in 2017 and 2016 using the direct write-off method.

Restricted Cash and Cash Equivalents – This classification includes funds received through toll revenue collections. The proceeds are to be used for debt service payment. The funds are held in the NC STIF. Ownership interest of the NC STIF is determined on a fair market valuation basis as of June 30, 2017 and 2016, in accordance with the NC STIF operating procedures.

Restricted Investments – This classification includes revenue and Grant Anticipation Revenue Vehicles (“GARVEE”) bond proceeds, and funds received from the State of North Carolina to be used solely for the construction of the Triangle Expressway and the Monroe Connector. See Note 3 for further information on Restricted Investments.

Inventory – Inventory is valued at the lower of cost (first-in, first-out) or net realizable value and consists of transponders held for resale.

Prepaid Insurance Costs – Prepaid insurance costs consist of guaranty bond insurance related to the issuance of the 2009 Triangle Expressway bonds. These amounts are capitalized and will be amortized over the maturity of the bonds.

Capital Assets, Nondepreciable – Capital assets, nondepreciable include land and permanent easements purchased for specific projects. These costs will never be depreciated. Construction in progress includes consultant contract expenditures and contracted personnel service expenditures that are charged to specific projects. These costs will be transferred to depreciable asset categories when projects are complete.

NORTH CAROLINA TURNPIKE AUTHORITY

NOTES TO THE FINANCIAL STATEMENTS

JUNE 30, 2017 AND 2016 (IN THOUSANDS)

Note 1—Nature of operations and summary of significant accounting policies (continued)

Capital Assets, Depreciable – Capital assets, depreciable are stated at cost at the date of acquisition or fair value at date of donation in the case of gifts. Assets that have a value or cost in excess of \$5,000 at the date of acquisition and have an expected useful life of more than two years are capitalized. This definition conforms to the policy of the North Carolina Office of State Controller.

Depreciation is calculated using the straight-line method over the estimated useful life of 50 years for the highway network. Capital assets are carried at cost less accumulated depreciation.

Noncurrent Liabilities – Noncurrent liabilities include the advances from other funds, bonds payable, a note payable, accrued interest, accrued vacation, and net pension liability that will not be paid within the next fiscal year.

Accrued Vacation – The NCTA's policy is to record the cost of vacation leave when earned. The policy provides for a maximum accumulation of unused vacation leave of 30 days which can be carried forward each January 1 or for which an employee can be paid upon termination of employment. Also, any accumulated vacation leave in excess of 30 days at year-end is converted to sick leave. Under this policy, the accumulated vacation leave for each employee as of June 30 equals the leave carried forward at the previous December 31 plus the leave earned less the leave taken between January 1 and June 30.

In addition to the vacation leave described above, accrued vacation includes the accumulated unused portion of the special annual leave bonuses awarded by the North Carolina General Assembly. The bonus leave balance on December 31 is retained by employees and transferred into the next calendar year. It is not subject to conversion to sick leave. When classifying accrued vacation into current and noncurrent, leave is considered taken using a last-in, first-out method.

Net Position – The NCTA's net position is classified as follows:

Net Investment in Capital Assets – This represents the NCTA's total investment in capital assets, net of the corresponding related debt.

Restricted – This represents funds received through toll revenue collections. The proceeds are to be used for debt service payment. The funds are held in the NC STIF. Ownership interest of the NC STIF is determined on a fair market valuation basis as of June 30, 2017 and 2016, in accordance with the NC STIF operating procedures.

Unrestricted – Since there were toll collections only on the Triangle Expressway and the NCTA is incurring expenses in excess of the capital grants received, the NCTA has a deficit in the unrestricted balance.

Deferred Outflows/Inflows of Resources – In addition to assets, the statement of net position will sometimes report a separate section for deferred outflows of resources. This separate financial statement element, deferred outflows of resources, represents a consumption of net position that applies to a future period and so will not be recognized until then. The NCTA has items that meet this criterion - pension related deferrals (see Note 10) and a deferral related to a debt refunding that took place in fiscal year 2017 (see Note 7). The statements of net position also report a separate section for deferred inflows of resources. This separate financial statement element, deferred inflows of resources, represents an acquisition of net position that applies to a future period and so will not be recognized until then. The NCTA has one item that meets this criterion - pension related deferrals.

NORTH CAROLINA TURNPIKE AUTHORITY

NOTES TO THE FINANCIAL STATEMENTS

JUNE 30, 2017 AND 2016 (IN THOUSANDS)

Note 1—Nature of operations and summary of significant accounting policies (continued)

Revenue and Expense Recognition – The NCTA classifies its revenue as operating and nonoperating and its expenses as operating in the accompanying statements of revenues, expenses, and changes in net position. Operating expenses generally result from providing services and producing and delivering goods in connection with the NCTA's principal ongoing operations. Operating expenses are all expense transactions incurred other than those related to capital and non-capital financing or investing activities as defined by GASB Statement No. 9, *Reporting Cash Flows of Proprietary and Nonexpendable Trust Funds and Governmental Entities That Use Proprietary Fund Accounting*. Nonoperating expenses mainly relate to interest expense and the amortization of premiums and discounts of long-term debt.

Operating revenues include activity from the toll roads that were open for operations during the fiscal years ended June 30, 2017 and 2016. These revenues include toll revenues, processing fees, and other charges arising from the toll roads.

Nonoperating revenues include activities that have the characteristics of nonexchange transactions. Revenue from nonexchange transactions represents funds received from the FHWA and NCDOT. Revenues from FHWA are classified as Capital Grants and are considered nonoperating, along with investment income and transfers in from the NCDOT, since these are related to investing, capital, or non-capital financing activities.

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 assets and liabilities and disclosure of contingent assets and liabilities as of the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

Retirement Plans – For purposes of measuring the net pension liability, deferred outflows of resources and deferred inflows of resources related to pensions, and pension expense, information about the fiduciary net position of the Teachers' and State Employees' Retirement System ("TSERS") and additions to/deductions from TSERS' fiduciary net position have been determined on the same basis as they are reported by TSERS. For this purpose, plan member contributions are recognized in the period in which the contributions are due. The NCTA's employer contributions are recognized when due and the NCTA has a legal requirement to provide the contributions. Benefits and refunds are recognized when due and payable in accordance with the terms of TSERS. Investments are reported at fair value.

Note 2—Deposits

As of June 30, 2017 and 2016, respectively, \$5,477 and \$4,267 shown on the statements of net position as cash and cash equivalents represent the NCTA's equity position in the State Treasurer's NC STIF. The NC STIF (a portfolio within the State Treasurer's Investment Pool, an external investment pool that is not registered with the Securities and Exchange Commission and does not have a credit rating) had a weighted average maturity of 1.6 and 1.5 years as of June 30, 2017 and 2016, respectively. Ownership interest of the NC STIF is determined on a fair market valuation basis as of June 30, 2017 and 2016, in accordance with the NC STIF operating procedures. Valuation of the underlying assets is performed by the custodian. The NCTA's fair market value share of the NC STIF was determined based on Level 2 inputs in accordance with U.S. GAAP (see Note 3 for further information on fair value measurements). At 2017 and 2016, \$5,477 and \$4,267, respectively, are classified as restricted. These amounts represent cash collected from toll revenues that is restricted for payments on bonds. Deposit and investment risks associated with the State Treasurer's Investment Pool (which includes the State Treasurer's NC STIF) are included in the State of North Carolina's *Comprehensive Annual Financial Report*. An electronic version of this report is available by accessing the North Carolina Office of the State Controller's Internet home page <http://www.ncosc.net/> and clicking on "Public Information" or by calling the State Controller's Financial Reporting Section at (919) 707-0500.

NORTH CAROLINA TURNPIKE AUTHORITY

NOTES TO THE FINANCIAL STATEMENTS

JUNE 30, 2017 AND 2016 (IN THOUSANDS)

Note 3—Restricted investments

The NCTA's policy for eligible investments are governed by North Carolina General Statute 159-30 and bond covenants that, in general, allow funds to be invested in obligations of the United States or United States government sponsored enterprises, obligations of the State of North Carolina or localities of the State of North Carolina, prime quality commercial paper, shares of certain money market mutual funds, and commingled investment pools.

Fair Value Measurements – U.S. GAAP defines fair value as the exchange price that would be received for an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. U.S. GAAP also establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy consists of three broad levels of inputs that may be used to measure fair value is as follows:

Level 1 – Inputs to the valuation methodology are quoted prices available in active markets for identical assets and are given the highest priority;

Level 2 – Inputs consist of observable inputs other than quoted prices for identical assets; and

Level 3 – Inputs consist of unobservable inputs and are given the lowest priority.

Concentrations of Credit Risk – A diversified portfolio is managed by NCTA, financial advisors, and trustees to minimize the risk of loss resulting from over concentration of assets. Securities that are exposed to credit risk, i.e., commercial paper, are limited to 5% of the portfolio to a single issuer. NCTA's policy does not set a limit on the amount that may be invested in any single government sponsored enterprise, money market mutual fund, or commingled investment pool.

NORTH CAROLINA TURNPIKE AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS

JUNE 30, 2017 AND 2016 (IN THOUSANDS)

Note 3—Restricted investments (continued)

Interest Rate Risk – Interest rate risk represents the risk governments are exposed to as a result of changes in interest rates on the fair value of an investment. Generally, the longer the maturity of an investment the greater the sensitivity of its fair value to changes in market interest rates. NCTA’s policy to mitigate risk has been to structure the investment portfolio so that securities mature to meet cash requirements reducing the need to sell securities on the open market prior to maturity. In addition, interest rate risk is reduced by investing funds primarily in shorter-term securities. NCTA does not have a formal investment policy that limits investment maturities as a means of managing its exposure to fair value losses arising from increasing interest rates.

The NCTA’s revenue bond proceeds were invested as follows as of June 30:

Type of Investment	Valuation Measurement Method	2017		
		Fair Value	Investment Maturities (in Years)	
			Less Than 1 Year	1 – 5 Years
U.S. Treasuries	Fair Value - Level 1	\$ 37,763	\$ 3,269	\$ 34,494
U.S. Government Agencies	Fair Value - Level 2	4,075	-	4,075
NC STIF	Fair Value - Level 2	172,152	-	172,152
Money Market Mutual Funds	Cost	98,475	98,475	-
Total		<u>\$ 312,465</u>	<u>\$ 101,744</u>	<u>\$ 210,721</u>

Type of Investment	Valuation Measurement Method	2016		
		Fair Value	Investment Maturities (in Years)	
			Less Than 1 Year	1 – 5 Years
U.S. Treasuries	Fair Value - Level 1	\$ 52,341	\$ 6,491	\$ 45,850
U.S. Government Agencies	Fair Value - Level 2	42,512	27,812	14,700
NC STIF	Fair Value - Level 2	325,170	-	325,170
Money Market Mutual Funds	Cost	165,364	165,364	-
Total		<u>\$ 585,387</u>	<u>\$ 199,667</u>	<u>\$ 385,720</u>

As of June 30, 2017 and 2016, respectively, \$63,938 and \$119,304 are invested in the PFM Funds – Prime Series, Institutional Class. The PFM Funds – Prime Series is an SEC-registered money market mutual fund. The fund invests in obligations of the United States government and its agencies, high quality debt obligations of U.S. companies, and obligations of financial institutions. The fund seeks to maintain a constant \$1 net asset value and is rated “AAAm” by Standard & Poor’s. In addition, the fund maintains a weighted average maturity of 60 days or less.

NORTH CAROLINA TURNPIKE AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS

JUNE 30, 2017 AND 2016 (IN THOUSANDS)

Note 3—Restricted investments (continued)

In addition to NCTA revenue bond proceeds, additional debt was incurred by the State of North Carolina and the NCDOT through GARVEE. Investment of the proceeds of such debt is governed by North Carolina General Statute §147-69.1 and bond covenants that, in general, allow funds to be invested in obligations of the United States or United States government sponsored enterprises, obligations of the State of North Carolina or localities of the State of North Carolina, prime quality commercial paper, shares of certain money market mutual funds, and commingled investment pools. A stipulation of this GARVEE debt is that the proceeds be spent on GARVEE eligible projects within five years of issuance. During fiscal year 2017, NCTA management identified that the GARVEE debt proceeds would not be spent on the Monroe Connector System project, the originally intended project, before the expiration date. The NCTA agreed to transfer the GARVEE debt to the North Carolina Highway Fund of the NCDOT to be spent on GARVEE eligible projects. The Series 2016 Monroe Expressway Toll Revenue Bonds (see Note 7) were then issued to replace the GARVEE bonds for the NCTA.

The NCTA's GARVEE proceeds were invested as follows as of June 30:

<u>Type of Investment</u>	<u>Valuation Measurement Method</u>	<u>2016</u>	
		<u>Fair Value</u>	<u>Investment Maturities (in Years) Less Than 1 Year</u>
HSBC Repurchase Agreements	Cost	\$ 131,809	\$ 131,809
Total		\$ 131,809	\$ 131,809

Interest Rate Risk and Credit Risk – As established in the contract with the private investment company advising on the portfolio, all GARVEE bond proceeds are managed in compliance with General Statute §147-69.1, which limits credit risk as described above, and can only be invested in short-term maturities with the average maturity ranging between overnight to six months based on the liquidity needs of the investment accounts.

NORTH CAROLINA TURNPIKE AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS

JUNE 30, 2017 AND 2016 (IN THOUSANDS)

Note 4—Capital assets

A summary of changes in capital assets for the year ended June 30, 2017 is presented as follows:

	<u>July 1, 2016</u>	<u>Additions</u>	<u>Disposals</u>	<u>June 30, 2017</u>
Capital Assets, Nondepreciable				
Land and Permanent Easements	\$ 225,501	\$ 33,428	\$ (94)	\$ 258,835
Construction in Progress	444,350	235,665	(7,579)	672,436
Total Capital Assets, Nondepreciable	<u>669,851</u>	<u>269,093</u>	<u>(7,673)</u>	<u>931,271</u>
Capital Assets, Depreciable				
Highway Network	806,486	-	-	806,486
Machinery and Equipment	60	-	-	60
Total Capital Assets, Depreciable	<u>806,546</u>	<u>-</u>	<u>-</u>	<u>806,546</u>
Less Accumulated Depreciation for:				
Highway Network	60,170	16,130	-	76,300
Machinery and Equipment	60	-	-	60
Total Accumulated Depreciation	<u>60,230</u>	<u>16,130</u>	<u>-</u>	<u>76,360</u>
Total Capital Assets, Depreciable, Net of Depreciation	<u>746,316</u>	<u>(16,130)</u>	<u>-</u>	<u>730,186</u>
Capital Assets, Net of Depreciation	<u>\$ 1,416,167</u>	<u>\$ 252,963</u>	<u>\$ (7,673)</u>	<u>\$ 1,661,457</u>

A summary of changes in capital assets for the year ended June 30, 2016 is presented as follows:

	<u>July 1, 2015</u>	<u>Additions</u>	<u>Disposals</u>	<u>June 30, 2016</u>
Capital Assets, Nondepreciable				
Land and Permanent Easements	\$ 174,891	\$ 50,610	\$ -	\$ 225,501
Construction in Progress	262,927	181,423	-	444,350
Total Capital Assets, Nondepreciable	<u>437,818</u>	<u>232,033</u>	<u>-</u>	<u>669,851</u>
Capital Assets, Depreciable				
Highway Network	806,486	-	-	806,486
Machinery and Equipment	60	-	-	60
Total Capital Assets, Depreciable	<u>806,546</u>	<u>-</u>	<u>-</u>	<u>806,546</u>
Less Accumulated Depreciation for:				
Highway Network	44,040	16,130	-	60,170
Machinery and Equipment	60	-	-	60
Total Accumulated Depreciation	<u>44,100</u>	<u>16,130</u>	<u>-</u>	<u>60,230</u>
Total Capital Assets, Depreciable, Net of Depreciation	<u>762,446</u>	<u>(16,130)</u>	<u>-</u>	<u>746,316</u>
Capital Assets, Net of Depreciation	<u>\$ 1,200,264</u>	<u>\$ 215,903</u>	<u>\$ -</u>	<u>\$ 1,416,167</u>

NORTH CAROLINA TURNPIKE AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS

JUNE 30, 2017 AND 2016 (IN THOUSANDS)

Note 5—Advances from other funds

The following is a summary of changes in the NCTA's Advances from Other Funds as of June 30, 2017:

	<u>July 1, 2016</u>	<u>Additions</u>	<u>June 30, 2017</u>
Advances from Other Funds	\$ 26,118	\$ 778	\$ 26,896

The following is a summary of changes in the NCTA's Advances from Other Funds as of June 30, 2016:

	<u>July 1, 2015</u>	<u>Additions</u>	<u>June 30, 2016</u>
Advances from Other Funds	\$ 25,287	\$ 831	\$ 26,118

Pursuant to G.S. 136-176(b), operation and project development costs for the NCTA are eligible for funding from the Highway Trust Fund administration funds. These funds are considered an Advance from Other Funds and are to be repaid from toll revenue as soon as possible. Beginning January 1, 2014, one year after the NCTA began collecting tolls on the completed Triangle Expressway project, the NCTA began accruing interest on the unpaid balance owed to the Highway Trust Fund at a rate equal to the State Treasurer's average annual yield (0.98% as of June 30, 2017) on its investment of Highway Trust Fund funds pursuant to G.S. 147-6.1. The NCTA accrued \$229 and \$153 of interest for the years ended June 30, 2017 and 2016, respectively.

Note 6—Lease obligations

During the year ended June 30 2014, the NCTA entered into lease agreements for road maintenance equipment. Rental expense relating to operating leases during the years ended June 30, 2017 and 2016, was \$66 and \$88, respectively.

Note 7—Long-term debt

Long-term debt as of June 30 consists of the following:

Revenue Bonds	<u>2017</u>	<u>2016</u>
Revenue bonds payable, Series 2009A Triangle Expressway Revenue Bonds in the amount of \$234,910, issued July 29, 2009, with coupon rates of 5.50% and 5.75%, with principal payments beginning January 2019, final maturity of January 2039, net of unamortized discount of \$879 as of June 30, 2016. These revenue bonds payable were refunded in March 2017 except for \$600, which will be due in full on January 1, 2019.	\$ 600	\$ 234,031
Revenue bonds payable, Series 2009B Capital Appreciation Triangle Expressway Revenue Bonds in the amount of \$35,173, issued July 29, 2009, with interest ranging from 6.74% to 7.10% compounding semi-annually, with principal payments beginning January 2030, due in full January 2038.	35,173	35,042
Revenue bonds payable, Series 2009B Triangle Expressway State Appropriation Revenue Bonds in the amount of \$352,675, issued July 29, 2009, with coupon rates of 6.00% and 6.70%, with principal payments beginning January 2017, final maturity January 2039, net of unamortized discount of \$497 as of June 30, 2017.	348,786	352,137

NORTH CAROLINA TURNPIKE AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS

JUNE 30, 2017 AND 2016 (IN THOUSANDS)

Note 7—Long-term debt (continued)

Revenue Bonds	2017	2016
Revenue bonds payable, Series 2010A Monroe Connector System State Appropriation Revenue Bonds in the amount of \$233,920, issued October 26, 2010, with coupon rates of 5.318% and 5.418%, with principal payments beginning January 2022, final maturity January 2041.	\$ 233,920	\$ 233,920
Revenue bonds payable, Series 2011 Monroe Connector System Revenue Bonds in the amount of \$10,000, issued November 15, 2011, with a coupon rate of 2.48%, with principal payments beginning July 2012, final maturity of July 2023. These bonds were refunded as part of the Series 2016 Monroe Express Toll Revenue Bonds issuance noted below, leaving a \$0 balance as of June 30, 2017.	-	7,100
Revenue bonds payable, Series 2011 Monroe Connector System State Appropriation Revenue Bonds in the amount of \$214,505, issued November 30, 2011, with coupon rates of 4.25% and 5.00%, with principal payments beginning July 2012, final maturity July 2041, net of unamortized premium of \$12,030 as of June 30, 2017.	151,860	160,638
Revenue bonds payable, Series 2016 Monroe Expressway Toll Revenue Bonds in the amount of \$137,052, issued January 31, 2017, with a coupon rate of 5.00%, with principal payments beginning July 2023, final maturity July 2054, net of unamortized premium of \$7,235 as of June 30, 2017.	144,287	-
Revenue bonds payable, Series 2017 Triangle Expressway System Senior Lien Turnpike Revenue Refunding Bonds in the amount of \$200,515, issued March 30, 2017, with coupon rates of 3.125% and 5.00%, with principal payments beginning January 2018, final maturity January 2039, net of unamortized premium of \$25,988 as of June 30, 2017.	226,527	-
GARVEE Bonds		
Bonds payable, Series 2011 GARVEE Bonds in the amount of \$145,535, issued December 15, 2011, with coupon rates of 2.00% and 4.00%, with principal payments beginning March 2019, final maturity March 2023, net of unamortized premium of \$7,724 as of June 30, 2016. These bonds were transferred to the NCDOT Highway Fund in December 2017 (see Note 3), leaving a \$0 balance as of June 30, 2017.	-	153,259
Total Bonds, Net	\$ 1,141,152	\$ 1,176,127

NORTH CAROLINA TURNPIKE AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS

JUNE 30, 2017 AND 2016 (IN THOUSANDS)

Note 7—Long-term debt (continued)

Bonds payable maturities are as follows:

Years Ending June 30,	Principal	Interest	Total
2018	\$ 18,395	\$ 51,388	\$ 69,783
2019	22,060	56,376	78,436
2020	24,580	55,305	79,885
2021	27,270	54,065	81,335
2022	39,295	52,669	91,964
2023-2027	198,818	234,691	433,509
2028-2032	245,698	184,066	429,764
2033-2037	230,007	264,207	494,214
2038-2042	172,421	81,225	253,646
2043-2047	30,400	26,728	57,128
2048-2052	48,420	17,461	65,881
2053-2057	39,032	3,990	43,022
	1,096,396	1,082,171	2,178,567
Issuance Premiums	45,253	-	45,253
Issuance Discounts	(497)	-	(497)
Total	\$ 1,141,152	\$ 1,082,171	\$ 2,223,323

2017

2016

Note Payable

TIFIA note payable for an amount not to exceed \$386,662, opened on July 1, 2009, bearing interest of 4.25% per annum, with debt service payments beginning July 2015, final maturity January 2043.

\$ 372,877	\$ 372,877
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The TIFIA note payable requires debt service payments commencing July 1, 2015, with a final maturity of January 1, 2043. No payment of principal or interest on the TIFIA note payable was required to be made during the period of July 1, 2009 through January 1, 2015. Payments of interest commenced on January 1, 2015. The amounts of principal and interest to be paid were calculated based on the total amount drawn on the note and amount of accrued interest outstanding as of January 1, 2015. Accrued interest on the loan agreement was \$66,628 as of June 30, 2017 and 2016. On January 31, 2017, the NCTA signed an agreement with the United States Department of Transportation for a TIFIA loan of up to \$166,500. When and if used, the loan will be used to pay certain costs, including land acquisition, design, construction, and equipping of the Monroe Expressway Project. As of June 30, 2017, this loan had only been executed and no draws had been taken for any project related costs.

TIFIA note payable maturities are as follows:

Years Ending June 30,	Principal	Interest	Total
2018	\$ -	\$ 18,292	\$ 18,292
2019	-	18,292	18,292
2020	-	18,267	18,267
2021	-	18,317	18,317
2022	-	18,292	18,292
2023-2027	7,857	92,362	100,219
2028-2032	42,364	92,168	134,532
2033-2037	85,500	83,930	169,430
2038-2042	199,316	70,427	269,743
2043	37,840	7,030	44,870
Total	\$ 372,877	\$ 437,379	\$ 810,256

NORTH CAROLINA TURNPIKE AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS

JUNE 30, 2017 AND 2016 (IN THOUSANDS)

Note 7—Long-term debt (continued)

Long-term liability activity for the year ended June 30, 2017 is as follows:

	<u>July 1, 2016</u>	<u>Additions</u>	<u>Reductions</u>	<u>June 30, 2017</u>	<u>Due Within One Year</u>
Bonds Payable					
Bonds	\$ 1,156,923	\$ 337,568	\$ (398,095)	\$ 1,096,396	\$ 18,395
Deferred Amounts:					
For Issuance Premiums	20,752	33,918	(9,417)	45,253	-
For Issuance Discounts	(1,548)	-	1,051	(497)	-
	<u>1,176,127</u>	<u>371,486</u>	<u>(406,461)</u>	<u>1,141,152</u>	<u>18,395</u>
Note Payable	372,877	-	-	372,877	-
Accrued Vacation	81	103	(15)	170	14
Net Pension Liability	225	333	-	558	-
Total Long-Term Debt	<u>\$ 1,549,310</u>	<u>\$ 371,922</u>	<u>\$ (406,476)</u>	<u>\$ 1,514,757</u>	<u>\$ 18,409</u>

Long-term liability activity for the year ended June 30, 2016 is as follows:

	<u>July 1, 2015</u>	<u>Additions</u>	<u>Reductions</u>	<u>June 30, 2016</u>	<u>Due Within One Year</u>
Bonds Payable					
Bonds	\$ 1,165,123	\$ -	\$ (8,200)	\$ 1,156,923	\$ 11,960
Deferred Amounts:					
For Issuance Premiums	23,326	-	(2,574)	20,752	-
For Issuance Discounts	(1,664)	-	116	(1,548)	-
	<u>1,186,785</u>	<u>-</u>	<u>(10,658)</u>	<u>1,176,127</u>	<u>11,960</u>
Note Payable	372,877	-	-	372,877	-
Accrued Vacation	82	70	(71)	81	6
Net Pension Liability	69	156	-	225	-
Total Long-Term Debt	<u>\$ 1,559,813</u>	<u>\$ 226</u>	<u>\$ (10,729)</u>	<u>\$ 1,549,310</u>	<u>\$ 11,966</u>

Total interest cost on indebtedness was \$76,022 and \$83,217 for the years ended June 30, 2017 and 2016, respectively. Total capitalized interest represented \$20,817 and \$27,082 of this amount during the years ended June 30, 2017 and 2016, respectively.

Federal Interest Cash Subsidy

The NCTA has elected to treat the Triangle Expressway System State Annual Appropriation Revenue Bonds, Series 2009B and the Monroe Connector System State Appropriation Revenue Bonds, Series 2010A as “Build America Bonds” for purposes of the American Recovery and Reinvestment Tax Act of 2009 (“Recovery Act”). In adherence with the Recovery Act, the NCTA receives cash subsidy payments from the United States Treasury Department equal to 35% of the interest payable on the Series 2009B and 2010A State Appropriation Bonds. As part of the 2017 Federal Budget, the payments received during the year ended June 30, 2017, were reduced by an average of 6.9%. As part of the 2016 Federal Budget, the payments received during the year ended June 30, 2016, were reduced by 6.8%. Cash subsidy payments totaled \$11,348 and \$11,387 for the years ended June 30, 2017 and 2016, respectively.

NORTH CAROLINA TURNPIKE AUTHORITY

NOTES TO THE FINANCIAL STATEMENTS

JUNE 30, 2017 AND 2016 (IN THOUSANDS)

Note 7—Long-term debt (continued)

On March 22, 2017, the NCTA issued \$200,515 of senior lien advance refunding bonds to provide resources that were placed in an irrevocable trust to be used for interest on the refunded bonds until January 1, 2019 and the principal amount of the refunded bonds on January 1, 2019. As a result, the refunded bonds are considered to be deceased and the liability has been removed from the statements of net position. The reacquisition price exceeded the net carrying amount of the old debt by \$20,734. This amount is shown as a deferred outflow of resources and amortized over the life of the refunded debt. This advance refunding was undertaken to reduce total debt service payments over the next 22 years by \$65,516 and resulted in an economic gain of \$32,153.

Note 8—Deferred outflows of resources – unamortized bond refunding charges

Gains and losses from debt refunding must be deferred and amortized over the lesser of the original remaining life of the old debt or the life of the new debt. In addition, gains and losses related to debt refunding are to be used in determining the carrying value of the new debt issued to finance debt refunding. The carrying value of the 2017 Triangle Expressway System Senior Lien Turnpike Revenue Refunding Bonds has been adjusted for the gain from defeasance (net amortization) of \$20,349.

This deferred outflow of resources is included as unamortized bond refunding charges in the statement of net position.

Note 9—Pledged revenues

The NCTA has pledged, as security for revenue bonds, net revenues from the operation of the Triangle Expressway System and the Monroe Connector System. In July 2009, the NCTA issued Triangle Expressway System State Annual Appropriation Revenue Bonds (\$352,675) and Triangle Expressway System Senior Lien Revenue Bonds (\$270,083). In October 2010, the NCTA issued Monroe Connector System State Annual Appropriation Revenue Bonds (\$233,920). In November 2011, the NCTA issued State Annual Appropriation Revenue Bonds (\$214,505). In January 2017, the NCTA issued Monroe Expressway Toll Revenue Bonds (\$137,052). In March 2017, the NCTA issued Triangle Expressway System Senior Lien Turnpike Revenue Refunding Bonds (\$200,515). For the Senior Lien Revenue Bonds, specific revenues pledged consist of toll revenues and all other income derived from the operation of the Triangle Expressway System. For the State Annual Appropriation Revenue Bonds, specific revenues pledged consist of federal interest subsidy payments and investment income.

The NCTA has elected to treat the State Annual Appropriation Revenue Bonds as “Build America Bonds” for purposes of the American Recovery and Reinvestment Act of 2009 and to receive a cash subsidy from the United States Treasury equal to 35% of the interest payable on these bonds. As part of the 2017 Federal Budget, the payments received during the year ended June 30, 2017, were reduced by 6.9%. As part of the 2016 Federal Budget, the payments received during the year ended June 30, 2016, were reduced by 6.8%.

Proceeds from the bonds are being used to pay the costs of land acquisition, design, construction, and equipping of the Triangle Expressway System, a 19-mile toll road facility built in Durham and Wake counties that were fully opened in January 2013. Additionally, proceeds from the bonds are being used to pay the costs of design, construction, and equipping of the Monroe Connector System, a 19.7-mile toll road facility to be built in Mecklenburg and Union counties. The total principal and interest remaining to be paid on the bonds is \$2,223,323 payable through fiscal year 2057 (final maturity date). For year ended June 30, 2017, principal and interest paid and available revenues (toll revenues, fees, federal interest subsidy, federal transportation funds, and investment revenues) were \$67,138, and \$58,787, respectively. For year ended June 30, 2016, principal and interest paid and available revenues (toll revenues, fees, federal interest subsidy, federal transportation funds and investment revenues) were \$69,528, and \$66,796, respectively.

NORTH CAROLINA TURNPIKE AUTHORITY

NOTES TO THE FINANCIAL STATEMENTS

JUNE 30, 2017 AND 2016 (IN THOUSANDS)

Note 10—Retirement plans

Retirement Plans – Each permanent full-time employee, as a condition of employment, is a member of the TSERS. TSERS is a cost-sharing multiple-employer defined benefit pension plan administered by the North Carolina State Treasurer.

Benefits Provided – The TSERS provides retirement and survivor benefits. Retirement benefits are determined as 1.82% of the member's average final compensation times the member's years of creditable service. A member's average final compensation is calculated as the average of a member's four highest consecutive years of compensation. General employee plan members are eligible to retire with full retirement benefits at age 65 with five years of creditable service (or 10 years of creditable service for members joining TSERS on or after August 1, 2011), at age 60 with 25 years of creditable service, or at any age with 30 years of creditable service. General employee plan members are eligible to retire with partial retirement benefits at age 50 with 20 years of creditable service or at age 60 with five years of creditable service (or 10 years of creditable service for members joining TSERS on or after August 1, 2011). Survivor benefits are available to eligible beneficiaries of members who die while in active service or within 180 days of their last day of service and who have either completed 20 years of creditable service regardless of age or have completed five years of service and have reached age 60 (10 years for members joining on or after August 1, 2011). Eligible beneficiaries may elect to receive a monthly Survivor's Alternate Benefit for life or a return of the member's contributions. The plan does not provide for automatic post-retirement benefit increases. Increases are contingent upon actuarial gains of the plan.

Contributions – Benefit and contribution provisions for TSERS are established by North Carolina General Statutes 135-5 and 135-8 and may be amended only by the North Carolina General Assembly. Employer and member contribution rates are set each year by the North Carolina General Assembly based on annual actuarial valuations. Required employer contribution rates for the years ended June 30, 2017, 2016, and 2015, were 9.98%, 9.15%, and 9.15%, respectively, while employee contributions were 6% each year. The NCTA made 100% of its annual required contributions for the years ended June 30, 2017, 2016, and 2015.

Refunds of Contributions – Employees who have terminated service as a contributing member of TSERS may file an application for a refund of their contributions. By state law, refunds to members with at least five years of service include 4% interest. State law requires a 60 day waiting period after service termination before the refund may be paid. The acceptance of a refund payment cancels the individual's right to employer contributions or any other benefit provided by TSERS.

TSERS financial information and detailed information about the pension plan's fiduciary net position are included in the State of North Carolina's *Comprehensive Annual Financial Report*. An electronic version of this report is available by accessing the North Carolina Office of the State Controller's Internet home page <http://www.ncosc.net/> and clicking on "Public Information" or by calling the State Controller's Financial Reporting Section at (919) 707-0500.

Pension Liabilities, Pension Expense, and Deferred Outflows of Resources and Deferred Inflows of Resources Related to Pensions – As of June 30, 2017, the NCTA reported a liability of \$558 for its proportionate share of the net pension liability. The net pension liability was measured as of June 30, 2016. The total pension liability used to calculate the net pension was determined by an actuarial valuation as of December 31, 2015. The total pension liability was then rolled forward to the measurement date of June 30, 2016, utilizing update procedures incorporating the actuarial assumptions. The NCTA's proportion of the net pension liability was based on a projection of the NCTA's long-term share of future payroll covered by the pension plan, relative to the projected future payroll covered by the pension plan of all participating TSERS employers, actuarially determined. As of June 30, 2016 and 2015, the NCTA's proportion was 0.01% and the proportion did not change from the prior measurement date.

NORTH CAROLINA TURNPIKE AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS

JUNE 30, 2017 AND 2016 (IN THOUSANDS)

Note 10—Retirement plans (continued)

For the years ended June 30, 2017 and 2016, the NCTA recognized pension expense of \$109 and \$24, respectively. As of June 30, 2017, the NCTA reported deferred outflows of resources and deferred inflows of resources related to pensions from the following sources:

	<u>Deferred Outflows of Resources</u>	<u>Deferred Inflows of Resources</u>
Difference between actual and expected experience	\$ -	\$ 26
Changes in assumptions	82	-
Net difference between projected and actual earnings on pension plan investments	199	-
Change in proportion and differences between agency's contributions and proportionate share of contributions	11	6
Contributions subsequent to the measurement date	101	-
Total	<u>\$ 393</u>	<u>\$ 32</u>

As of June 30, 2016, the NCTA reported deferred outflows of resources and deferred inflows of resources related to pensions from the following sources:

	<u>Deferred Outflows of Resources</u>	<u>Deferred Inflows of Resources</u>
Difference between actual and expected experience	\$ -	\$ 26
Net difference between projected and actual earnings on pension plan investments	-	24
Change in proportion and differences between agency's contributions and proportionate share of contributions	6	2
Contributions subsequent to the measurement date	75	-
Total	<u>\$ 81</u>	<u>\$ 52</u>

As of June 30, 2017, the \$101 included as a component of deferred outflows of resources related to pensions resulting from NCTA contributions subsequent to the measurement date will be recognized as a decrease of the net pension liability in the year ended June 30, 2018. Other amounts reported as deferred inflows of resources and deferred outflows of resources related to pensions will be recognized in pension expense as follows:

<u>Years Ending June 30,</u>	
2018	\$ 45
2019	45
2020	109
2021	61
2022	-
Total	<u>\$ 260</u>

Actuarial Assumptions – The total pension liability in the December 31, 2015, actuarial valuation was determined using the following actuarial assumptions, applied to all periods included in the measurement:

Inflation	3.0%
Salary increases	3.50% to 8.10%, including inflation and productivity factor of 3.50%
Investment rate of return	7.25%, net of pension plan investment expense, including inflation

NORTH CAROLINA TURNPIKE AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS

JUNE 30, 2017 AND 2016 (IN THOUSANDS)

Note 10—Retirement plans (continued)

The plan currently uses mortality tables that vary by age, gender, employee group (i.e., general, law enforcement officer) and health status (i.e., disabled and healthy). The current mortality rates are based on published tables and based on studies that cover significant portions of the U.S. population. The healthy mortality rates also contain a provision to reflect future mortality improvements.

The actuarial assumptions used in the December 31, 2015, valuation were based on the results of an actuarial experience study for the period January 1, 2010 through December 31, 2014. Future ad hoc COLA amounts are not considered to be substantively automatic and, are therefore, not included in the measurement.

The projected long-term investment returns and inflation assumptions are developed through review of current and historical capital markets data, sell-side investment research, consultant whitepapers, and historical performance of investment strategies. Fixed income return projections reflect current yields across the U.S. Treasury yield curve and market expectations of forward yields projected and interpolated for multiple tenors and over multiple year horizons. Global public equity return projections are established through analysis of the equity risk premium and the fixed income return projections. Other asset categories and strategies' return projections reflect the foregoing and historical data analysis. These projections 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 percentage and by adding expected inflation. The target allocation and best estimates of arithmetic real rates of return for each major asset class as of June 30, 2016, are summarized in the following table:

Asset Class	Target Allocation	Real Rate of Return
Fixed Income	29.0%	1.4%
Global Equity	42.0%	5.3%
Real Estate	8.0%	4.3%
Alternatives	8.0%	8.9%
Credit	7.0%	6.0%
Inflation Protection	6.0%	4.0%
Total	100.0%	

The information above is based on 30-year expectations developed with the consulting actuary for the 2015 asset liability and investment policy study for the North Carolina Retirement Systems, including TSERS. The long-term nominal rates of return underlying the real rates of return are arithmetic annualized figures. The real rates of return are calculated from nominal rates by multiplicatively subtracting a long-term inflation assumption of 3.05%. All rates of return and inflation are annualized.

Discount Rate – The discount rate used to measure the total pension liability was 7.25%. The projection of cash flows used to determine the discount rate assumed that contributions from plan members will be made at the current contribution rate and that contributions from employers will be made at statutorily required rates, actuarially determined. Based on these assumptions, the pension plan's fiduciary net position was projected to be available to make all projected future benefit payments of the current plan members. Therefore, the long term expected rate of return on pension plan investments was applied to all periods of projected benefit payments to determine the total pension liability.

NORTH CAROLINA TURNPIKE AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS

JUNE 30, 2017 AND 2016 (IN THOUSANDS)

Note 10—Retirement plans (continued)

Sensitivity of the NCTA's Proportionate Share of the Net Pension Liability to Changes in the Discount Rate – The following presents the NCTA's proportionate share of the net pension liability calculated using the discount rate of 7.25%, as well as what the NCTA's proportionate share of the net pension asset or net pension liability would be if it were calculated using a discount rate that is 1-percentage-point lower (6.25%) or 1 percentage-point higher (8.25%) than the current rate:

	1% Decrease (6.25%)	Discount Rate (7.25%)	1% Increase (8.25%)
NCTA's proportionate share of the net pension liability	\$ 1,049	\$ 558	\$ 145

Deferred Compensation and Supplemental Retirement Income Plans - IRC Section 457 Plan – The State of North Carolina offers its permanent employees a deferred compensation plan created in accordance with Internal Revenue Code Section 457 through the North Carolina Public Employee Deferred Compensation Plan (the "Plan"). The Plan permits each participating employee to defer a portion of his or her salary until future years. The deferred compensation is available to employees upon separation from service due to death, disability, or retirement or financial hardships if approved by the Board of Trustees of the Plan. The Board, a part of the North Carolina Department of Administration, maintains a separate fund for the exclusive benefit of the participating employees and their beneficiaries, the North Carolina Public Employee Deferred Compensation Trust Fund. The Board also contracts with an external third party to perform certain administrative requirements and to manage the trust fund's assets. All costs of administering and funding the Plan are the responsibility of the Plan participants. No costs are incurred by the NCTA. The voluntary contributions by employees amounted to \$37, \$28, and \$57, for the years ended June 30, 2017, 2016, and 2015, respectively.

IRC Section 401(k) Plan – All members of TSERS are eligible to enroll in the Supplemental Retirement Income Plan, a defined contribution plan, created under Internal Revenue Code Section 401(k). All costs of administering the Plan are the responsibility of the Plan participants. No costs are incurred by the NCTA. The voluntary contributions by employees amounted to \$33, \$28, and \$37, for the years ended June 30, 2017, 2016, and 2015, respectively.

Note 11—Other post-employment benefits

Health Benefits – The NCTA participates in the Comprehensive Major Medical Plan (the "Medical Plan"), a cost-sharing, multiple-employer defined benefit health care plan that provides post-employment health insurance to eligible former employees. Eligible former employees include long-term disability beneficiaries of the Disability Income Plan of North Carolina and retirees of TSERS. Coverage eligibility varies depending on years of contributory membership service in their retirement system prior to disability or retirement.

The Medical Plan's benefit and contribution provisions are established by the State Treasurer and the Board of Trustees of the State Health Plan for Teachers and State Employees as authorized by Chapter 135, Article 3B, of the General Statutes. The Medical Plan does not provide for automatic post-retirement benefit increases.

By General Statute, a Retiree Health Benefit Fund (the "Fund") has been established as a fund in which accumulated contributions from employers and any earnings on these contributions shall be used to provide health benefits to retired and disabled employees and applicable beneficiaries. By statute, the Fund is administered by the Board of Trustees of the Teachers' and State Employees' Retirement System and contributions to the Fund are irrevocable. Also by law, Fund assets are dedicated to providing benefits to retired and disabled employees and applicable beneficiaries and are not subject to the claims of creditors of the employers making contributions to the Fund. Contribution rates to the Fund, which are intended to finance benefits and administrative expenses on a pay-as-you-go basis, are determined by the State Treasurer and the Board of Trustees of the State Health Plan for Teachers and State Employees.

NORTH CAROLINA TURNPIKE AUTHORITY

NOTES TO THE FINANCIAL STATEMENTS

JUNE 30, 2017 AND 2016 (IN THOUSANDS)

Note 11—Other post-employment benefits (continued)

For the period July 1, 2016 through December 31, 2016, the NCTA contributed the required 5.60% and for the period January 1, 2017 through June 30, 2017, the NCTA contributed the required 6.02% of the covered payroll under the Teachers' and State Employees' Retirement System. For the years ended June 30, 2016 and 2015, the NCTA contributed 5.60% and 5.49%, respectively, of the covered payroll under the Teachers' and State Employees' Retirement System. Required contribution rates for the years ended June 30, 2016, and 2015 were 5.60% and 5.49%, respectively. The NCTA made 100% of its annual contributions to the Medical Plan for the years ended June 30, 2017, 2016, and 2015, which were \$57, \$50, and \$48, respectively. The NCTA assumes no liability for retiree health care benefits provided by the programs other than its required contribution.

Additional detailed information about these programs can be located in the State of North Carolina's *Comprehensive Annual Financial Report*. An electronic version of this report is available by accessing the North Carolina Office of the State Controller's internet home page <http://www.ncosc.net/> and clicking on "Public Information" or by calling the State Controller's Financial Reporting Section at (919) 707-0500.

Disability Income – The NCTA participates in the Disability Income Plan of North Carolina ("DIPNC"), a cost-sharing, multiple-employer defined benefit plan, to provide short-term and long-term disability benefits to eligible members of TSERS. Benefit and contribution provisions are established by Chapter 135, Article 6, of the General Statutes and may be amended only by the North Carolina General Assembly. The DIPNC does not provide for automatic post-retirement benefit increases.

Disability income benefits are funded by actuarially determined employer contributions that are established in the Appropriations Bill by the General Assembly. For the year ended June 30, 2017, the NCTA made a statutory contribution of 0.38% of covered payroll and for the years ended June 30 2016 and 2015, the NCTA made a statutory contribution of 0.41% of covered payroll under TSERS to the DIPNC. The NCTA made 100% of its annual required contributions to the DIPNC for the years ended June 30, 2017, 2016, and 2015, which were \$4, all three years. The NCTA assumes no liability for long-term disability benefits under the DIPNC.

Additional detailed information about the DIPNC is disclosed in the State of North Carolina's *Comprehensive Annual Financial Report*. An electronic version of this report is available by accessing the North Carolina Office of the State Controller's Internet home page <http://www.ncosc.net/> and clicking on "Public Information" or by calling the State Controller's Financial Reporting Section at (919) 707-0500.

Note 12—Risk management

The NCTA is exposed to various risks of loss related to torts; theft of, damage to, and the destruction of assets; errors and omissions; injuries to employees; and natural disasters. The NCTA carries insurance through the NCDOT for risks of loss. There have been no significant reductions in insurance coverage from the previous year, and settled claims have not exceeded coverage in any of the past three fiscal years.

Tort claims of up to \$1,000 are self-insured under the authority of the State Tort Claims Act. In addition, the State provides excess public officers' and employees' liability insurance up to \$10,000 via contract with a private insurance company. The premium, based on a composite rate, is paid by the NCDOT directly to the insurer.

The State Property Fire Insurance Fund ("Fire Fund"), an internal service fund of the State, insures all state-owned buildings and contents for fire and various other property losses up to \$2,500 per occurrence. The Fire Fund purchases excess insurance from private insurers to cover losses over the amounts insured by the Fund. Losses covered by the Fire Fund are subject to a \$5 per occurrence deductible except for theft losses that carry a \$1 per occurrence deductible. There have been no significant reductions in insurance coverage from the previous year, and settled claims have not exceeded coverage in any of the past three fiscal years.

NORTH CAROLINA TURNPIKE AUTHORITY

NOTES TO THE FINANCIAL STATEMENTS

JUNE 30, 2017 AND 2016 (IN THOUSANDS)

Note 12—Risk management (continued)

State-owned vehicles are covered by liability insurance handled by the North Carolina Department of Insurance. The State is self-insured for the first \$1,000 of any loss through a retrospective rated plan. Excess insurance coverage is purchased through a private insurer to cover losses greater than \$1,000 up to \$10,000. The liability limits for losses occurring in-state are \$1,000 per claimant and \$10,000 per occurrence. The NCDOT covers the cost of excess insurance and pays for those losses falling under the self-insured retention.

The NCTA is protected for losses from employee dishonesty and computer fraud for employees paid in whole or in part from State funds. This coverage is with a private insurance company and is handled by the North Carolina Department of Insurance with coverage of \$5,000 per occurrence, with a \$75 deductible and 10% participation in each loss above the deductible. In addition, the NCDOT has a separate public employee dishonesty and faithful performance policy with a limit of \$1,000.

Employees and retirees are provided health care coverage by the Medical Plan, a component unit of the State. The Medical Plan is funded by employer and employee contributions and is administered by a third-party contractor.

The North Carolina Workers' Compensation Program provides benefits to workers injured on the job. All employees of the State are included in the program. When an employee is injured, the NCTA's primary responsibility is to arrange for and provide the necessary treatment for the work-related injury. The NCTA is responsible to pay medical benefits and compensation in accordance with the North Carolina Workers' Compensation Act. The NCTA is self-insured for workers' compensation.

Term life insurance of \$25 to \$50 is provided to eligible employees. This self-insured death benefit program is administered by the State Treasurer and funded via employer contributions. The employer contribution rate was 0.16% of covered payroll for the current fiscal year.

Additional details on the state-administered risk management programs are disclosed in the State of North Carolina's *Comprehensive Annual Financial Report*. An electronic version of this report is available by accessing the North Carolina Office of the State Controller's Internet home page <http://www.ncosc.net/> and clicking on "Public Information" or by calling the State Controller's Financial Reporting Section at (919) 707-0500.

Note 13—Commitments and contingencies

The NCTA has established an encumbrance system to track its outstanding commitments on construction projects and other purchases. Outstanding commitments for engineering and design contracts were \$112,795 and \$204,606 as of June 30, 2017 and 2016, respectively.

The NCTA at times is involved in litigation in the normal course of business. Although the outcome of any such litigation is not presently determinable, in the opinion of management and the NCTA's General Counsel, the results of the litigation will not have a materially adverse impact on the financial position of the NCTA.

NORTH CAROLINA TURNPIKE AUTHORITY

NOTES TO THE FINANCIAL STATEMENTS

JUNE 30, 2017 AND 2016 (IN THOUSANDS)

Note 14—Transfer of GARVEE Bonds

During fiscal year 2017, the NCTA transferred the Series 2011 GARVEE Bonds to the North Carolina Highway Fund. This transfer was done to fund other GARVEE eligible projects with the North Carolina Highway Fund before the time to spend the proceeds expired (see Note 3). The transfer of the GARVEE related restricted investments are shown on the statements of revenues, expenses, and changes in net position in the amount of \$159,205. A related gain on debt reclassification in the amount of \$153,260 is also shown on the statements of revenues, expenses, and changes in net position to reflect the removal of the related debt principal and unamortized premium of the GARVEE debt from the NCTA's books. As of June 30, 2017, the NCTA does not have any amounts recorded related to the Series 2011 GARVEE Bonds.

Note 15—Subsequent events

In connection with the preparation of the financial statements and in accordance with U.S. GAAP, the NCTA considered for disclosure subsequent events that occurred after the statement of net position date of June 30, 2017, through October 23, 2017 which was the date the financial statements were available to be issued.

On August 3, 2017, a financial institution entered into a forward delivery bond purchase agreement with the Local Government Commission of North Carolina (the "Commission") and the NCTA whereby the financial institution will purchase and the Commission will sell, subject to approval of the NCTA, the NCTA's \$161,759 Triangle Expressway System Appropriation Revenue Refunding Bond, Series 2018 at the purchase price of par. The proceeds of the sale of the Series 2018 bonds will be used to refund in advance the maturities of all of the NCTA's Series 2009B bonds maturing on January 1, 2039 and to pay certain costs incurred in connection with the issuance of the Series 2018 bonds.

No other subsequent events were noted that required disclosure in the financial statements.

REQUIRED SUPPLEMENTARY INFORMATION

This section contains additional information required by generally accepted accounting principles.

- Schedule of Proportionate Share of Net Pension Liability – Teachers' and State Employees' Retirement System
- Schedule of Contributions – Teachers' and State Employees' Retirement System

NORTH CAROLINA TURNPIKE AUTHORITY
REQUIRED SUPPLEMENTARY INFORMATION
TEACHERS' AND STATE EMPLOYEES' RETIREMENT SYSTEM

	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>
NCTA's proportion of the net pension liability (%)	0.01%	0.01%	0.01%	0.01%
NCTA's proportion of the net pension liability (\$)	\$ 558	\$ 225	\$ 69	\$ 356
NCTA's covered-employee payroll	1,020	889	882	988
NCTA's proportionate share of the net pension liability as a percentage of its covered-employee payroll	54.7%	25.3%	7.9%	36.0%
Plan fiduciary net position as a percentage of the total pension liability	87.32%	94.64%	98.24%	90.60%

Schedule of Contributions
Teachers' and State Employees' Retirement System
June 30, *

	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>
Contractually required contribution	\$ 101	\$ 75	\$ 86	\$ 82
Contributions in relation to the contractually required contribution	(101)	(75)	(86)	(82)
Contribution deficiency (excess)	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
NCTA's covered-employee payroll	\$ 1,020	\$ 889	\$ 882	\$ 988
Contributions as a percentage of covered-employee payroll	9.9%	8.4%	9.8%	8.3%

*The amounts presented for each fiscal year were determined as of the prior fiscal year ended June 30. Information is not available for preceding years, to the extent 10 years of information is not presented.

**Report of Independent Auditor on Internal Control over Financial Reporting
and on Compliance and Other Matters Based on an Audit of Financial Statements
Performed in Accordance With *Government Auditing Standards***

Board of Directors
North Carolina Turnpike Authority
Raleigh, North Carolina

We have audited in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to the financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the North Carolina Turnpike Authority (“NCTA”), a major enterprise fund of the State of North Carolina, and a business unit of the North Carolina Department of Transportation (“NCDOT”), as of and for the years ended June 30, 2017 and 2016, and the related notes to the financial statements, which collectively comprises the NCTA’s basic financial statements as listed in the table of contents, and have issued our report thereon dated October 23, 2017.

The financial statements present only the NCTA and do not purport to and do not present fairly the financial position of the State of North Carolina or the NCDOT, as of June 30, 2017 and 2016, and the changes in their financial position and their cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered the NCTA’s internal control over financial reporting (“internal control”) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the NCTA’s internal control. Accordingly, we do not express an opinion on the effectiveness of the NCTA’s internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements, on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the NCTA’s financial statements will not be prevented, or detected and corrected, on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness yet, important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit, we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the NCTA's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the NCTA's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the NCTA's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

A handwritten signature in cursive script that reads "Cheryl Bekant LLP".

Raleigh, North Carolina
October 23, 2017

This audit required 330 audit hours at a cost of \$62,500.