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

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

Prepared pursuant to the Continuing Disclosure Certificates

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

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

Introduction:

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

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

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

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

Disclosure Information:

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

See audited financial statements for the fiscal year ended June 30, 2019 attached.

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

On November 6, 2014, the Agency issued $1,392,760,000 aggregate initial principal amount of the 2014 Bonds and used the proceeds to refund the 1993 Bonds and a portion of the 1997A Bonds. As of June 30, 2019, the bonds consist of the following: $1,047,305,000 principal amount of Series 2014A Senior Lien Toll Road Refunding Revenue Bonds, $293,910,000 principal amount of the Series 2014B Junior Lien Toll Road Refunding Revenue Bonds, $681,639,583 accreted value of the 1997A Convertible Capital Appreciation Bonds, and $211,590,393 of the accreted value of the 1997A Capital Appreciation Bonds.

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

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

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

The total amount available to meet the Senior Lien Bonds Reserve Fund Requirement on June 30, 2019 was $153,195,475 in cash and investments.

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

The total amount available to meet the Junior Lien Bonds Reserve Fund Requirement on June 30, 2019 was $27,393,548 in cash and investments.

In addition, there is a Supplemental Reserve Fund Requirement under the 2014 Indentures of $93,051,906.

The total amount available to meet the Supplemental Reserve Fund Requirement on June 30, 2019 was $94,227,629 in cash and investments.

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

The Use and Occupancy Fund Requirement under the 2014 Indentures is $15,000,000. As of June 30, 2019, the fund consisted of $15,381,714 in cash and investments. As the cash and investments held in the Use and Occupancy Fund satisfy the full requirement, no insurance policy is held for this purpose.

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

Fiscal Year ending June 30	2015	2016	2017	2018	2019
Annual Transactions	27,965,862	30,589,341	31,922,586	32,265,119	31,792,694
Growth Over Prior Year [1]	5.7%	9.4%	4.4%	1.1%	-1.5%
Average Toll Rate	$ 4.70	$ 4.85	$ 4.97	$ 5.09	$ 5.18
Growth Over Previous Year	6.3%	3.1%	2.4%	2.5%	1.7%
Annual Gross Transactional Toll Revenues	$ 131,560,706	$ 148,377,997	$ 158,561,493	$ 164,345,297	$ 164,756,632
Growth Over Previous Year	12.3%	12.8%	6.9%	3.6%	0.3%

1. In fiscal year 2018-19 construction on nearby facilities may have impacted traffic on SR-73. The I-405 improvement project between I-605 and SR-73 that started in March 2018 and is expected to be complete in mid-2023 may be diverting traffic to other routes.

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

Fiscal Year ending June 30	2015	2016	2017	2018	2019
Gross Transactional Toll Revenue	$131,560,706	$148,377,997	$158,561,493	$164,345,297	$164,756,632
Less Non-Pursuable Transactions [1]	$ (3,327,057)	$ (4,575,885)	$ (6,711,203)	$ (7,091,353)	$ (5,351,343)
Less Processable Transactions	$ (11,567,873)	$ (13,990,899)	$ (10,490,217)	$ (10,041,990)	$ (10,262,391)
Toll Revenue from Violations	$ 8,385,518	$ 9,689,805	$ 8,579,263	$ 8,535,105	$ 8,268,710
Less Non-Revenue Transactions [2]	$ (609,252)	$ (293,029)	$ (378,604)	$ (375,311)	$ (337,267)
Net Collectible Tolls	$124,442,043	$139,207,989	$149,560,732	$155,371,748	$157,074,341
% of Gross Transactional Toll Revenue	94.6%	93.8%	94.3%	94.5%	95.3%

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

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

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

Violation Penalty Revenue accrued for the fiscal year ended June 20, 2019 was $22,864,411. Violation Penalty Revenue is recognized when earned.

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

Account Maintenance Fees accrued for the fiscal year ended June 30, 2019 was $10,237,046. The total number of FasTrak accounts for the San Joaquin Hills and Foothill Eastern Transportation Corridor Agencies combined was 710,431 and the total number of transponders was 1,627,181 at June 30, 2019. Account Maintenance Fees are allocated based on costs tó support customers and the revenue base.

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

Fiscal Year ending June 30	2015	2016	2017	2018	2019
AVI Transactions	24,656,829	26,491,369	28,425,759	29,010,129	28,922,371
Total Transactions	27,965,862	30,589,341	31,922,586	32,265,119	31,792,694
AVI %	88.2%	86.6%	89.0%	89.9%	91.0%

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

By contract, the Infinity System is required to achieve an accuracy level of at minimum 99.5% readable plates. The Infinity System has met the minimum requirements.

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

Development Impact Fees accrued for the fiscal year ended June 30, 2019 was $7,463,813.

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

Fiscal Year Ending June 30	2015	2016	2017	2018	2019	2020 (Budgeted)
Toll Operations						
Toll Systems	$ 751	$ 1,041	$ 1,019	$ 989	$ 1,141	$ 1,201
Toll Customer Service/Compliance	$ 5,668	$ 5,752	$ 9,888	$ 10,335	$ 11,054	$ 11,868
Toll Facilities	$ 243	$ 189	$ 188	$ 189	$ 180	$ 399
Total Toll Operations	$ 6,663	$ 6,982	$ 11,095	$ 11,513	$ 12,375	$ 13,468
Toll Operating Administration	$ 4,240	$ 5,244	$ 6,700	$ 6,139	$ 7,130	$ 9,060
Tax Arbitrage Rebate*	$ 1,205	$ -	$ -	$ -	$ -	$ -
Toll Equipment and Capital Expenditures (Includes Transponders)	$ 842	$ 880	$ 1,822	$ 2,339	$ 3,412	$ 3,827
Total Current Expenses**	$ 12,949	$ 13,106	$ 19,617	$ 19,991	$ 22,917	$ 26,355

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

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

FY16 - Reflects variable costs associated with increasing transactions.

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

FY18 - Capital Expenditures increased due to one-time costs to develop a new customer service center back office system.

FY19 – Increase primarily due to the customer service center back office system replacement project.

FY20 – Increase primarily due to the continued ramp up of customer service center back office system replacement project.

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

Fiscal Year ending June 30	2015	2016	2017	2018	2019
Revenues					
Net Collectible Tolls	$ 124,442,043	$ 139,207,989	$ 149,560,732	$ 155,371,748	$ 157,074,341
Account Maintanance Fees	3,171,844	3,192,228	8,312,838	9,321,602	10,237,046
Violations Penalty Revenue	19,317,382	23,868,159	23,580,019	25,193,001	22,864,411
Other Revenue from Toll Operations	801,738	888,188	1,195,696	1,348,062	1,299,733
Total Tolls, Fees and Fines	$ 147,733,008	$ 167,156,564	$ 182,649,285	$ 191,234,412	$ 191,475,531
Total Interest Income	$ 1,096,826	$ 383,700	$ 939,777	$ 1,958,912	$ 3,373,680
Total Revenues	$ 148,829,834	$ 167,540,264	$ 183,589,062	$ 193,193,325	$ 194,849,211
Total Current Expenses	$ (12,949,124)	$ (13,106,193)	$ (19,617,494)	$ (19,991,218)	$ (22,916,694)
Adjusted Net Toll Revenues	$ 135,880,710	$ 154,434,070	$ 163,971,568	$ 173,202,107	$ 171,932,517
Total DIF Income Applied to Debt Service*	$ -	$ 3,490,810	$ 339,117	$ 1,797,668	$ 2,463,813
Enhanced Adjusted Net Toll Revenues	$ 135,880,710	$ 157,924,880	$ 164,310,685	$ 174,999,775	$ 174,396,330
Enhanced Adjusted Net Toll Revenues x(8/12)**	$ 90,587,140	$ -	$ -	$ -	$ -
Annual Debt Service					
Series 1997A Bonds Debt Service	$ -	$ 3,635,000	$ 20,413,788	$ 39,727,893	$ 39,739,785
14 Bonds - Senior Lien Interest	38,001,896	54,099,750	52,811,125	52,365,250	52,365,250
14 Bonds - Senior Lien Principal	-	33,710,000	17,835,000	-	-
14 Bonds - Capital Appreciation Bonds Sinking Fund	-	-	-	-	-
14 Bonds - Convertible Capital Appreciation Bonds Sinking Fund	-	-	-	-	-
Total Senior Lien Debt Service	$ 38,001,896	$ 91,444,750	$ 91,059,913	$ 92,093,143	$ 92,105,035
14 Bonds - Junior Lien Interest	$ 10,672,607	$ 15,430,275	$ 15,430,275	$ 15,430,275	$ 15,430,275
14 Bonds - Junior Lien Principal	-	-	-	-	-
Total Aggregate Debt Service	$ 48,674,503	$ 106,875,025	$ 106,490,188	$ 107,523,418	$ 107,535,310
Coverage Ratio for Aggregate Debt Service	1.86	1.48	1.54	1.63	1.62
Coverage Ratio for Senior Lien Debt Service	2.38	1.73	1.80	1.90	1.89
Average Toll Rate Change	6.3%	3.1%	2.4%	2.5%	1.7%
Unrestricted Funds **	$ 35,660,000	$ 62,503,000	$ 96,696,000	$ 145,598,000	$ 224,037,000

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

** Per June 30, 2019 Audited Financial Statements. Not pledged to the payment of the Bonds. Includes the following funds earmarked to build a maintenance facility for Caltrans: approximately $8.1 Million in 2015 through 2019.

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

See table in Section 4.11

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

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

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

See table in Section 4.12

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

During the fiscal year ended June 30, 2019, no damage occurred to the Toll Road or the toll collection system, which, in the determination of the Agency, resulted in a material reduction in Net Toll Revenues.

Section 5 – Reporting of Significant Events

A rating change from S&P Global Ratings, related to both Senior and Junior Lien Bonds, took place on August 1, 2018. The Senior Lien Bonds were upgraded from BBB to A-, and the Junior Lien Bonds from BBB- to BBB+. A rating change for the Senior Lien Bonds from Moody's Investor Service on August 8, 2018 upgraded the bonds from Baa3 to Baa2.

As of June 30, 2019, none of the following events have occurred with respect to the bonds under the 2014 Master Indenture except as noted above:

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

Signature

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

San Joaquin Hills Transportation Corridor Agency

By

Amy Potter

Amy Potter
Chief Financial Officer
December 16, 2019

SAN JOAQUIN HILLS TRANSPORTATION CORRIDOR AGENCY

Financial Statements

June 30, 2019 and 2018

(With Independent Auditor's Report Thereon)

**SAN JOAQUIN HILLS TRANSPORTATION
CORRIDOR AGENCY**

Table of Contents

Crowe LLP
Independent Member Crowe Global

INDEPENDENT AUDITOR'S REPORT

Board of Directors
San Joaquin Hills Transportation Corridor Agency
Irvine, California

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Opinion

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

Other Matters

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

Required Supplementary Information

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

Crowe LLP

Crowe LLP

Costa Mesa, California
October 24, 2019

This discussion and analysis of the financial performance of the San Joaquin Hills Transportation Corridor Agency (the Agency) provide an overview of the Agency's financial activities for the fiscal years ended June 30, 2019 and 2018. Please read it in conjunction with the Agency's financial statements and accompanying notes.

Background

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

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

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

In 1996, the State Route 73 Toll Road opened to traffic, the first publicly operated toll road in Southern California. It serves as an important, time-saving alternative route to the Interstate 405 and Interstate 5 Freeways, with 31,792,694 transactions during the year ended June 30, 2019, compared to 32,265,119 transactions in 2018, and 31,922,586 transactions in 2017.

Financial Highlights

Tolls, fees, and fines earned in fiscal year 2019 (FY19) totaled $191,476 compared to $191,234 in fiscal year 2018 (FY18), an increase of 0.1%.

As of June 30, 2019 and 2018, the Agency had $470,917 and $432,823, respectively, of restricted cash and investments that were subject to master indentures of trust for the bonds outstanding at each date. The Agency also had $224,037 and $145,598, respectively, of unrestricted cash and investments.

The Agency's net position at June 30, 2019 and 2018 was $(1,694,533) and $(1,749,052), respectively. The negative net position results from the inclusion in the Agency's financial statements of its long-term debt obligations, which were used to fund design, planning and construction of the corridors, but not the related capital assets, since ownership of the corridors was transferred to Caltrans upon completion of construction.

(In thousands)

Overview of the Financial Statements

The Agency's financial statements include its statements of net position, statements of revenues, expenses, and changes in net position, statements of cash flows, and notes to the financial statements. The statements of net position and statements of revenues, expenses, and changes in net position, present the financial picture of the Agency from the economic resources measurement focus using the accrual basis of accounting. The statements of cash flows provide information about the Agency's cash receipts, cash payments, and net changes in cash resulting from operating, capital and related financing, and investing activities during the reporting period.

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

Financial Analysis

The following table summarizes the net position of the Agency as of June 30, 2019, 2018, and 2017:

	2019	Percentage increase (decrease)	2018	Percentage increase (decrease)	2017
Assets and deferred outflows:					
Current assets	$ 213,126	58.3 %	$ 134,642	38.7 %	$ 97,075
Capital assets, net	5,370	9.9	4,885	(3.8)	5,078
Other noncurrent assets	497,737	9.1	456,391	20.6	378,545
Deferred outflows	86,690	(5.8)	91,991	(5.6)	97,450
Total assets and deferred outflows	802,923	16.7	687,909	19.0	578,148
Liabilities and deferred inflows:					
Current liabilities *	69,156	32.1	52,352	28.8	40,652
Bonds payable	2,302,292	2.0	2,258,187	1.9	2,216,280
Note payable to F/ETCA	121,398	0.2	121,096	0.2	120,795
Net pension liability	4,028	42.5	2,826	(23.2)	3,681
Other long-term liabilities	105	(92.2)	1,342	(23.3)	1,749
Deferred inflows	477	(58.8)	1,158	401.3	231
Total liabilities and deferred inflows	2,497,456	2.5	2,436,961	2.2	2,383,388
Net position	$ (1,694,533)	(3.1)	$ (1,749,052)	(3.1)	$ (1,805,240)

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

The increases in current and other noncurrent assets above are primarily attributable to the Agency's accumulation of additional cash reserves, as cash generated from operations has continued to surpass its immediate debt service requirements.

(In thousands)

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

	2019	Percentage increase (decrease)	2018	Percentage increase (decrease)	2017
Operating revenues:					
Tolls, fees, and fines	$ 191,476	0.1 %	$ 191,234	4.7 %	$ 182,649
Development impact fees	7,464	9.8	6,798	27.3	5,339
Other revenues	—	(100.0)	1	—	1
Total operating revenues	198,940	0.5	198,033	5.3	187,989
Operating expenses	24,802	12.9	21,965	1.3	21,684
Operating income	174,138	(1.1)	176,068	5.9	166,305
Nonoperating expenses, net	(119,619)	(0.2)	(119,880)	3.0	(116,335)
Change in net position	54,519		56,188		49,970
Net position at beginning of year	(1,749,052)	(3.1)	(1,805,240)	(2.7)	(1,855,210)
Net position at end of year	$ (1,694,533)	(3.1)	$ (1,749,052)	(3.1)	$ (1,805,240)

The Agency's revenue consists primarily of tolls, fees, and fines, which comprised 96.2% of total revenue in FY19, respectively, as compared to 96.6% in FY18. Tolls, fees, and fines increased by 0.1% and 4.7%, respectively, over each of the two preceding years. The increase in 2019 was primarily due to inflationary toll rate increases offset by decreased transactions and revenue resulting from significant rainfall and recurring closures for Caltrans guardrail safety improvements. The increase in 2018 was primarily due to increases in toll transactions and inflationary toll rates. Development impact fees increased from $6,798 in FY18 to $7,464 in FY19, or 9.8%, compared to an increase of 27.3% from FY17 to FY18. The development impact fees collected fluctuate from year to year depending on residential and nonresidential development in Orange County within the area of benefit from the San Joaquin Hills Corridor.

Operating expenses were $24,802 in FY19 compared to $21,965 in FY18, an increase of 12.9%. Included in FY19 operating expenses is noncash depreciation expense on capital assets of $2,468, compared to $2,484 in FY18. Excluding depreciation, operating expenses were $22,334 in FY19 and $19,481 in FY18. The increase in operating expenses is primarily due to the Agency's initiative to replace hard-case transponders with adhesive 6C tags. The new adhesive tags are less costly to procure and will result in future cost savings. California's Office of Administrative Law approved regulatory changes to adopt 6C electronic toll collection on all roads throughout the state starting January 1, 2019. The adhesive 6C tags will allow users to pay tolls electronically across California and the other 6C tolling-technology states. The Agency began mailing the adhesive transponders in June 2019.

Net nonoperating expenses for FY19 include investment income of $15,750, compared to $1,263 in FY18 with the increase due to higher reinvestment rates and incorporating more higher yielding non-government securities and short-term liquidity pools into the Agency's portfolio; a reduction in the arbitrage rebate expense of $1,238, compared to $407 in FY18; interest expense of $122,010, compared to $119,427 in FY18; and legal settlements of $14,597. Legal settlements include a tentative settlement of $14,500 for a class action lawsuit alleging that the Agency, along with other California toll operators, violated California Streets and Highways

(In thousands)

Code 31490 by transmitting drivers' personal information for purposes of toll collection and enforcement, interoperability and communications with customers. The settlement will eliminate the costs of ongoing litigation, minimize the Agency's risk profile, and help protect the Agency against future potential claims. Net nonoperating expenses for FY18 also include $2,123 of costs incurred in connection with the removal of some of the Agency's toll booths.

Capital Assets, Net

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

		2019	2018	2017
Construction in progress	$	185	73	-
Right-of-way acquisitions, grading, or improvements		106	106	119
Furniture and equipment		5,079	4,706	4,959
Total capital assets, net	$	5,370	4,885	5,078

Right-of-way acquisitions, grading, or improvements include easements and environmental mitigation parcels. Furniture and equipment include facility and toll revenue equipment related to the corridor operations facility, transponders, toll and violations collection equipment, buildings, and changeable message signs.

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

Debt Administration

At June 30, 2019, 2018, and 2017, the Agency had outstanding bonds payable of $2,302,292, $2,258,187, and $2,216,280, respectively. The net changes during 2019 and 2018 were primarily attributable to accretion of principal on capital appreciation bonds totaling $50,540 and $47,897, respectively, offset by principal payments of $4,185 and $3,740.

The Agency's tolls, fees, fines, and development impact fee revenue, less certain expenses, as defined in the indentures of trust, is pledged to repay these bonds. The Agency has several debt covenants contained in the master indentures of trust. Management of the Agency represents that the Agency was in compliance with all of its covenants as of and for the years ended June 30, 2019, 2018 and 2017.

At June 30, 2019, 2018 and 2017, the Agency had a note payable to F/ETCA of $121,398, $121,096 and $120,795, respectively. As described in note 6(c) to the financial statements, the liability was established when the Agency's board of directors and the board of directors of Foothill/Eastern Transportation Corridor Agency (F/ETCA) approved an agreement that provided for the termination of the Mitigation Payment and Loan Agreement between the agencies, concurrently with the closing of its refinance transaction. The termination agreement also provided for the Agency to pay $120,000 to F/ETCA, in annual installments beginning January 15, 2025 equal to 50% of the Agency's surplus funds, plus accrued interest.

Economic Factors

After consideration of toll rate recommendations from the Agency's traffic consultant and the potential effects of traffic diversion, new toll rates were approved by the Agency's board of directors for implementation effective July 1, 2019. New toll rates reflect a 2% inflationary increase at all toll points that will result in a $0.17 increase for peak hour toll rates at the mainline plaza and a projected 1.7% increase in transactional toll revenue for FY20.

The Agency's board of directors also approved a $3,895 payment to OCERS to pay off the unfunded actuarial accrued liability (UAAL). The payment was executed on July 1, 2019. This payment reduced the Agency's pension liability and in turn reduced the employer contribution rates by an average of approximately 10.5% for FY20.

Contacting the Agency's Financial Management

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

SAN JOAQUIN HILLS TRANSPORTATION CORRIDOR AGENCY

Statements of Net Position

June 30, 2019 and June 30, 2018

(In thousands)

	2019	2018
Assets:		
Current assets:		
Cash and investments	$ 128,278	50,274
Restricted cash and investments	68,939	71,756
Receivables:		
Accounts, net of allowance of $2,268 and $2,407 respectively	5,103	4,550
Other	2,293	1,356
Due from Foothill/Eastern Transportation Corridor Agency	7,633	6,075
Other assets	880	631
Total current assets	213,126	134,642
Noncurrent assets:		
Cash and investments	95,759	95,324
Restricted cash and investments	401,978	361,067
Capital assets, net	5,370	4,885
Total noncurrent assets	503,107	461,276
Deferred outflows of resources:		
Unamortized deferral of bond refunding costs	85,587	91,210
Pension costs	1,103	781
Total assets and deferred outflows	802,923	687,909
Liabilities:		
Current liabilities:		
Accounts payable	3,913	2,257
Unearned revenue	19,262	18,680
Employee compensated absences payable	347	281
Interest payable	31,134	31,134
Reserve for settlement	14,500	—
Current portion of bonds payable	1,068	4,064
Total current liabilities	70,224	56,416
Net pension liability	4,028	2,826
Arbitrage rebate liability	105	1,342
Long-term bonds payable	2,301,224	2,254,123
Note payable to Foothill/Eastern Transportation Corridor Agency	121,398	121,096
Total liabilities	2,496,979	2,435,803
Deferred inflows of resources:		
Pension costs	477	1,158
Total liabilities and deferred inflows	2,497,456	2,436,961
Net position:		
Net investment in capital assets	(2,211,335)	(2,162,092)
Restricted	413,900	388,899
Unrestricted	102,902	24,141
Total net position	$ (1,694,533)	(1,749,052)

See accompanying notes to financial statements.

SAN JOAQUIN HILLS TRANSPORTATION
CORRIDOR AGENCY

Statements of Revenues, Expenses, and Changes in Net Position

Years ended June 30, 2019 and 2018

(In thousands)

		2019	2018
Operating revenues:			
Tolls, fees, and fines	$	191,476	191,234
Development impact fees		7,464	6,798
Other revenues		—	1
Total operating revenues		198,940	198,033
Operating expenses:			
Toll compliance and customer service		11,672	10,458
Salaries and wages		4,318	3,729
Toll systems		1,141	989
Depreciation		2,468	2,484
Professional services		2,125	1,563
Insurance		639	651
Facilities rent		706	671
Toll facilities		186	195
Communications		870	701
Other operating expenses		677	524
Total operating expenses		24,802	21,965
Operating income		174,138	176,068
Nonoperating revenues (expenses):			
Investment income		15,750	1,263
Loss on disposition of capital assets		—	(2,123)
Settlement expense		(14,597)	—
Adjustment of arbitrage rebate liability		1,238	407
Interest expense		(122,010)	(119,427)
Nonoperating expenses, net		(119,619)	(119,880)
Change in net position		54,519	56,188
Net position at beginning of year		(1,749,052)	(1,805,240)
Net position at end of year	$	(1,694,533)	(1,749,052)

See accompanying notes to financial statements.

SAN JOAQUIN HILLS TRANSPORTATION CORRIDOR AGENCY

Statements of Cash Flows

Years ended June 30, 2019 and 2018

(In thousands)

		2019	2018
Cash flows from operating activities:			
Cash received from toll road patrons	$	189,947	204,780
Cash received from development impact fees		7,409	6,784
Cash received from other revenue		—	1
Cash payments to suppliers		(16,607)	(16,097)
Cash payments to employees		(4,053)	(3,825)
Net cash provided by operating activities		176,696	191,643
Cash flows from capital and related financing activities:			
Cash payments for acquisition of capital assets		(2,953)	(2,304)
Cash payments related to the disposition of capital assets		—	(2,110)
Cash payments for interest and principal		(71,980)	(71,536)
Cash payment for legal settlement		(97)	—
Net cash used in capital and related financing activities		(75,030)	(75,950)
Cash flows from investing activities:			
Cash receipts for interest and dividends		7,610	3,494
Cash receipts from the maturity and sale of investments		167,791	110,249
Cash payments for purchase of investments		(284,914)	(219,685)
Net cash used in investing activities		(109,513)	(105,942)
Net increase (decrease) in cash and cash equivalents		(7,847)	9,751
Cash and cash equivalents at beginning of year		54,378	44,627
Cash and cash equivalents at end of year (note 4)	$	46,531	54,378
Reconciliation of operating income to net cash provided by operating activities:			
Operating income	$	174,138	176,068
Adjustments to reconcile operating income to net cash provided by operating activities:			
Depreciation		2,468	2,484
Changes in operating assets and liabilities:			
Accounts receivable		(553)	(741)
Fees receivable		(53)	(14)
Due from Foothill/Eastern Transportation Corridor Agency		(1,558)	2,400
Other assets		(249)	(102)
Accounts payable		1,656	(243)
Unearned revenue		582	11,887
Net pension liability		1,202	(855)
Deferred outflows of resources related to pensions		(322)	(163)
Deferred inflows of resources related to pensions		(681)	927
Employee compensated absences payable		66	(5)
Total adjustments		2,558	15,575
Net cash provided by operating activities	$	176,696	191,643

(Continued)

SAN JOAQUIN HILLS TRANSPORTATION
CORRIDOR AGENCY

Statements of Cash Flows

Years ended June 30, 2019 and 2018

(In thousands)

		2019	2018
Noncash capital and related financing and investing activities:			
Amortization of bond premium recorded as reduction of interest expense	$	2,250	2,250
Amortization of deferred bond refunding costs		(5,623)	(5,622)
Interest expense recorded for accretion of bonds and note payable		(50,842)	(48,198)
Change in unrealized gain/loss on investments		6,376	(3,409)
Amortization of discount/premium on investments		1,373	923
Adjustment of arbitrage rebate liability		1,237	407
Reserve for settlement		(14,500)	—

See accompanying notes to financial statements.

(1) Reporting Entity

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

The financial statements comprise the activities of the Agency. There are no other organizations for which the Agency is financially accountable or for which it is fiscally responsible. The Agency and the Foothill/Eastern Transportation Corridor Agency (F/ETCA) are under common management and together are called the Transportation Corridor Agencies (TCA). However, each agency has an independent governing board. Refer to note 2(l) of the financial statements for interagency transactions detail.

(2) Summary of Significant Accounting Policies

The accounting policies of the Agency are in conformity with U.S. generally accepted accounting principles (U.S. GAAP) applicable to governmental units. The Governmental Accounting Standards Board (GASB) is the accepted standard-setting body for establishing accounting and financial reporting principles. In April 2018, GASB issued Statement No. 88, Certain Disclosures Related to Debt, including Direct Borrowings and Direct Placements (GASB No. 88). GASB No. 88 requires additional debt-related disclosures be included in the notes to the financial statements, including related to unused lines of credit; assets pledged as collateral; events of default and termination events that would trigger finance-related consequences; and significant subjective acceleration clauses. GASB No. 88 is effective for reporting periods beginning after June 15, 2018 and does not have a material impact on the Agency's disclosures.

(a) Basis of Presentation

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

The Agency distinguishes operating revenue and expenses from nonoperating items in the preparation of its financial statements. Operating revenue and expenses generally result from the collection of tolls, fees, and fines on the corridor. The Agency's operating expenses include depreciation, materials, services, and other expenses related to the operation of the corridor, in addition to costs associated with the Agency's ongoing obligations for environmental mitigation and certain costs related to construction administration. All revenue and expenses not meeting this definition are reported as nonoperating revenue and expenses.

(b) Basis of Accounting

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

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

(c) Budget

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

(d) Cash and Cash Equivalents

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

(e) Investments

Investments, except for money market funds, are stated at fair value on a recurring basis. Money market funds are recorded at amortized cost.

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

(f) Receivables

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

(g) Capital Assets

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

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

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

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

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

(h) Unearned Revenue

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

(i) Unamortized Deferral of Bond Refunding Costs

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

(j) Pension Plan

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

(k) Revenue Recognition

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

(l) Transactions with F/ETCA

Expenses directly related entirely to the Agency are charged to the Agency, and those incurred on behalf of both the Agency and F/ETCA are allocated between the two agencies based on the estimated benefit to each. In addition, the Agency has amounts due from F/ETCA related to F/ETCA customers who incur tolls on the Agency's corridor and has amounts due to F/ETCA related to the Agency's customers who incur tolls on state routes 241, 261, and 133 and other expenses. At June 30, 2019 and 2018, the Agency had tolls due from F/ETCA of $7,633 and $6,075, respectively.

A note payable to F/ETCA was established when the Agency's board of directors and the board of directors of F/ETCA approved an agreement that provided for the termination of the Mitigation Payment and Loan Agreement between the agencies, concurrently with the closing of its refinance transaction. The termination agreement also provided for the Agency to pay $120,000 to F/ETCA, in annual installments beginning January 15, 2025 equal to 50% of the Agency's surplus funds, plus accrued interest. At June 30, 2019 and 2018, the Agency had a note payable outstanding of $121,398 and $121,096, respectively.

(m) Net Position

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

Net investment in capital assets: Represents the Agency's capital assets, net of accumulated depreciation and unamortized bond refunding costs, reduced by the outstanding principal balances of debt attributable to the acquisition, construction, and improvement of the Agency's capital assets and capital assets related to construction, rights-of-way, grading, and improvements that were transferred to Caltrans in previous years. See note 5.

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

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

(n) Use of Estimates

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

(In thousands)

(3) Development Impact Fees

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

	2019	2018
City of Irvine	$ 2,261	3,195
City of Santa Ana	1,855	284
City of Aliso Viejo	1,492	254
City of San Juan Capistrano	795	628
City of Dana Point	736	96
City of San Clemente	145	520
County of Orange	84	126
City of Laguna Hills	77	—
City of Laguna Niguel	12	1,137
City of Newport Beach	7	533
City of Costa Mesa	—	25
	$ 7,464	6,798

(4) Cash and Investments

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

	2019	2018
Current cash and investments	$ 128,278	50,274
Noncurrent cash and investments	95,759	95,324
Current restricted cash and investments	68,939	71,756
Noncurrent restricted cash and investments	401,978	361,067
	$ 694,954	578,421

(Continued)

(In thousands)

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

	Cash and cash equivalents	Investments	Total
Deposit accounts	$ 1,718	—	1,718
Money market funds	37,036	—	37,036
California Asset Management Trust Cash Reserve Portfolio (CAMP)	—	7,976	7,976
Commercial paper	—	9,461	9,461
Certificates of deposit	—	56,000	56,000
U.S. Treasury securities	—	—	—
Federal agency, U.S. government-sponsored enterprise, and supranational notes	—	74,159	74,159
Corporate notes	—	69,998	69,998
Investments held with trustee per debt agreements:			
CAMP	—	15,381	15,381
Commercial paper	—	1,149	1,149
U.S. Treasury securities	7,777	338,337	346,114
Federal agency, U.S. government-sponsored enterprise, and supranational notes	—	25,040	25,040
Corporate notes	—	50,922	50,922
Total	$ 46,531	$ 648,423	$ 694,954

(In thousands)

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

		Cash and cash equivalents	Investments	Total
Deposit accounts	$	3,162	—	3,162
Money market funds		34,195	—	34,195
California Asset Management Trust Cash Reserve Portfolio (CAMP)		—	15,021	15,021
Commercial paper		—	13,086	13,086
Certificates of deposit		—	13,500	13,500
U.S. Treasury securities		17,021	—	17,021
Federal agency, U.S. government-sponsored enterprise, and supranational notes		—	67,048	67,048
Corporate notes		—	48,150	48,150
Investments held with trustee per debt agreements:				
Commercial paper		—	2,025	2,025
U.S. Treasury securities		—	294,388	294,388
Federal agency, U.S. government-sponsored enterprise, and supranational notes		—	33,257	33,257
Corporate notes		—	37,568	37,568
Total	$	54,378	524,043	578,421

(a) Cash Deposits

Custodial Credit Risk Related to Cash Deposits

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

At June 30, 2019 and 2018, the carrying amounts of the Agency's cash deposits were $1,718 and $3,162, respectively, and the corresponding aggregate bank balances were $2,597 and $3,626, respectively. The differences of $879 and $464 were principally due to outstanding checks. The Agency's custodial credit risk is mitigated in that the full amounts of the bank balances outlined above are insured by federal depository insurance or collateralized in accordance with Section 53652 of the California Government Code with securities held by the pledging financial institution in the Agency's name.

(b) Investments

(i) Credit Risk and Concentration of Credit Risk

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

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

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

(In thousands)

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

SAN JOAQUIN HILLS TRANSPORTATION CORRIDOR AGENCY

Notes to Financial Statements

June 30, 2019 and 2018

(In thousands)

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

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

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

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

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

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

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

At June 30, 2019 and 2018, all of the Agency's investments were rated at or above the minimum levels required by its investment policy and its debt agreements, as shown below:

	June 30, 2019		June 30, 2018	
Investment type	S&P	Moody's	S&P	Moody's
U.S. Treasury bills and notes	AA+	Aaa	AA+	Aaa
U.S. Treasury State and Local Government Series (SLGS)	AA+	Aaa	AA+	Aaa
Federal agency, U.S. government-sponsored enterprise, and supranational notes	AA+/AAA	Aaa	AA+/AAA	Aaa
Money market funds	AAAm	Aaa -mf	AAAm	Aaa -mf
CAMP	AAA	NR	AAA	NR
Commercial paper:				
Bank of Tokyo- Mitsubishi UFJ Ltd	-	-	A-1	P-1
General Electric Co	-	-	A-1	P-1
JP Morgan Chase & Company	A-1	P-1	-	-
MUFG Bank LTD/NY	A-1	P-1	-	-
Rabobank USA Fin Corp	-	-	A-1	P-1
Toyota Motor Corp	A-1+	P-1	A-1+	P-1
Certificates of Deposit:				
Toronto Dominion Holdings	A-1+	P-1	A-1+	P-1
Bank of Montreal Chicago	A-1	P-1	A-1	P-1
Bank of Nova Scotia Houston	A-1	P-1	A-1	P-1
Royal Bank of Canada	A-1+	P-1	A-1+	P-1
Svenska Handelbanken NY	A-1+	P-1	-	-
Westpac Banking Corp	A-1+	P-1	-	-
Nordea Bank ABP New York	A-1+	P-1	-	-

(In thousands)

Investment type	June 30, 2019 S&P	June 30, 2019 Moody's	June 30, 2018 S&P	June 30, 2018 Moody's
Corporate notes – Medium term:				
Apple Inc	AA+	Aa1	AA+	Aa1
Bank of America Corp	A-	A2	A-	A3
Berkshire Hathaway Inc	AA	Aa2	AA	Aa2
Charles Schwab Corporation	A	A2	A	A2
ChevronTexaco Corporation	AA	Aa2	AA-	Aa2
Chubb Corporation	A	A3	A	A3
Cisco Systems	AA-	A1	AA-	A1
Deere & Company	A	A2	A	A2
Exxon Mobil Corp	AA+	Aaa	AA+	Aaa
General Dynamics Corp	A+	A2	A+	A2
Honda Motor Corporation	A+	A2	A+	A2
HSBC USA Corp	A	A2	A	A2
IBM Corporation	A	A1	A+	A1
Intel Corporation	A+	A1	A+	A1
JP Morgan Chase & Company	A-	A2	A-	A3
Northern Trust Corp	A+	A2	A+	A2
Oracle Corporation	AA-	A1	AA-	A1
Paccar Financial	A+	A1	A+	A1
Pepsico Inc	A+	A1	A+	A1
Pfizer Inc	AA	A1	AA	A1
PNC Financial Services	A	A2	A	A2
State Street Bank	A	A1	A	A1
Toyota Motor Corp	AA-	Aa3	AA-	Aa3
US Bancorp	A+/AA-	A1	A+/AA-	A1
United Parcel Service	A+	A1	-	-
Visa Inc	AA-	Aa3	A+	A1
Walt Disney Company	A+	A2	A+	A2
Wal-Mart Stores	AA	Aa2	—	—
Wells Fargo Corporation	A-	A2	A-	A2

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

At June 30, 2019 and 2018, with the exception of investments issued or explicitly guaranteed by the U.S. government, money market mutual funds, and external investment pools, there were no investments in any issuers that accounted for 5% or more of the Agency's total investments.

(ii) Custodial Credit Risk

Custodial credit risk for investments is the risk that the Agency will not be able to recover the value of investment securities that are in the possession of an outside party. All securities owned by the

(In thousands)

Agency are deposited in the Agency's trustee bank with the exception of a money market account that is deposited in the Agency's primary bank. Securities are not held in broker accounts.

(iii) Interest Rate Risk

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

A summary of the Agency's investments held at June 30, 2019 that are governed by the Agency's investment policy and its bond agreements, including money market funds of $37,036 and U.S. Treasury securities of $7,777 that are considered cash equivalents, is as follows:

		Remaining maturity (in years)			
Investment type	**Fair value**	**Less than one**	**One to two**	**Two to five**	**More than five**
U.S. Treasury SLGS	$ 190,577	—	—	—	190,577
Other U.S. Treasury securities	155,537	56,043	53,130	33,548	12,816
Federal agency, U.S. government-sponsored enterprise, and supranational notes	99,199	43,809	26,451	28,939	—
Corporate notes	120,920	23,287	45,631	52,002	—
Money market funds	37,036	37,036	—	—	—
Commercial paper	10,610	10,610	—	—	—
CAMP	23,357	23,357	—	—	—
Certificates of deposit	56,000	56,000	—	—	—
Total	$ 693,236	250,142	125,212	114,489	203,393

(In thousands)

A summary of the Agency's investments held at June 30, 2018 that are governed by the Agency's investment policy and its bond agreements, including money market funds of $34,195, and U.S. Treasury securities of $17,021 that are considered cash equivalents, is as follows:

		Remaining maturity (in years)			
Investment type	**Fair value**	**Less than one**	**One to two**	**Two to five**	**More than five**
U.S. Treasury SLGS	$ 190,577	—	—	—	190,577
Other U.S. Treasury securities	120,832	39,887	17,524	63,421	—
Federal agency, U.S. government-sponsored enterprise, and supranational notes	100,305	18,221	43,307	38,777	—
Corporate notes	85,718	18,505	17,768	49,445	—
Money market funds	34,195	34,195	—	—	—
Commercial paper	15,111	15,111	—	—	—
CAMP	15,021	15,021			
Certificates of deposit	13,500	13,500	—	—	—
Total	$ 575,259	154,440	78,599	151,643	190,577

(iv) *Fair Value Measurements*

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

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

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

(In thousands)

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

		June 30, 2019		
Investment type	Fair value	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
U.S. Treasury SLGS	$ 190,577	—	190,577	—
Other U.S. Treasury securities	155,537	—	155,537	—
Federal agency, U.S. government-sponsored enterprise, and supranational notes	99,199	—	99,199	—
Corporate notes	120,920	—	120,920	—
Commercial paper	10,610	—	10,610	—
Certificates of deposit	56,000	—	56,000	—
	$ 632,843	—	632,843	—

Excluded from the table above are money market funds of $37,036, which are reported at amortized cost, and funds on deposit with CAMP of $23,357, which are not subject to fair value measurement categorization.

(In thousands)

		June 30, 2018		
Investment type	Fair value	Quoted prices in active markets for identical assets	Significant other observable inputs	Significant unobservable inputs (Level 3)
U.S. Treasury SLGS	$ 190,577	—	190,577	—
Other U.S. Treasury securities	120,832	—	120,832	—
Federal agency, U.S. government-sponsored enterprise, and supranational notes	100,305	—	100,305	—
Corporate notes	85,718	—	85,718	—
Commercial paper	15,111	—	15,111	—
Certificates of deposit	13,500	—	13,500	—
	$ 526,043	—	526,043	—

Excluded from the table above are money market funds of $34,195, which are reported at amortized cost, and funds on deposit with CAMP of $15,021, which are not subject to fair value measurement categorization.

(5) Capital Assets

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

	Balance at beginning of year	Additions	Transfers/ deletions	Balance at end of year
Construction in progress	$ 73	112		185
Right-of-way acquisitions, grading, or improvements	106			106
Furniture and equipment	17,069	2,841	(4,974)	14,936
	17,248	2,953	(4,974)	15,227
Accumulated depreciation	(12,363)	(2,409)	4,915	(9,857)
	$ 4,885	544	(59)	5,370

(In thousands)

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

	Balance at beginning of year	Additions	Transfers/ deletions	Balance at end of year
Construction in progress	$ —	73	—	$ 73
Right-of-way acquisitions, grading, or improvements	119		(13)	106
Furniture and equipment	15,228	2,231	(390)	17,069
	15,347	2,304	(403)	17,248
Accumulated depreciation	(10,269)	(2,484)	390	(12,363)
	$ 5,078	(180)	(13)	$ 4,885

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

Transfers/Deletions

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

(In thousands)

(6) Long-Term Obligations

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

	Balance at beginning of year	Additions/ accretions	Reductions	Balance at end of year	Due within one year
Series 2014 current interest toll road refunding revenue bonds:					
Senior lien bonds	$ 1,047,305	-	-	1,047,305	—
Junior lien bonds	293,910	-	-	293,910	—
Series 1997A toll road refunding revenue bonds:					
Restructured convertible capital appreciation bonds	642,656	38,984	-	681,640	—
Capital appreciation bonds	204,219	11,556	(4,185)	211,590	1,068
Subtotal	2,188,090	50,540	(4,185)	2,234,445	$ 1,068
Plus unamortized premium on 2014 bonds	70,097	-	(2,250)	67,847	
Total bonds payable	2,258,187	50,540	(6,435)	2,302,292	
Note payable to F/ETCA (Direct)	121,096	302	-	121,398	
Total long-term obligations	$ 2,379,283	50,842	(6,435)	2,423,690	

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

	Balance at beginning of year	Additions/ accretions	Reductions	Balance at end of year	Due within one year
Series 2014 current interest toll road refunding revenue bonds:					
Senior lien bonds	$ 1,047,305	-	-	1,047,305	—
Junior lien bonds	293,910	-	-	293,910	—
Series 1997A toll road refunding revenue bonds:					
Restructured convertible capital appreciation bonds	605,899	36,757	-	642,656	—
Capital appreciation bonds	196,819	11,140	(3,740)	204,219	4,064
Subtotal	2,143,933	47,897	(3,740)	2,188,090	$ 4,064
Plus unamortized premium on 2014 bonds	72,347	-	(2,250)	70,097	
Total bonds payable	2,216,280	47,897	(5,990)	2,258,187	
Note payable to F/ETCA (Direct)	120,795	301	-	121,096	
Total long-term obligations	$ 2,337,075	48,198	(5,990)	2,379,283	

(Continued)

(a) *Toll Road Revenue Bonds*

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

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

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

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

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

A portion of the Series 1997 bonds was used to purchase U.S. government securities, which were placed in an irrevocable escrow fund to be used for the debt service payments related to the refunded portion of the 1993 bonds. As of June 30, 2019 and 2018, the amounts of the refunded bonds outstanding, which were previously eliminated from the financial statements as a result of the refunding, are $847,033 and $863,514, respectively.

Included in principal at June 30, 2019 and 2018 are $572,503 and $524,827, respectively, related to accreted principal on convertible capital appreciation bonds and capital appreciation bonds.

(b) Note Payable to F/ETCA

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

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

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

(In thousands)

(c) Scheduled Debt Service

The following is a summary of the annual debt service requirements by fiscal year for the Agency's long-term debt obligations, exclusive of the note payable to F/ETCA and related interest, as of June 30, 2019:

		Principal	Interest[(1)]	Junior lien interest[(1)]	Total	Total including sinking fund payments
2020	$	1,068	52,397	15,430	68,895	108,986
2021		11,384	53,367	15,430	80,181	111,785
2022		6,905	99,350	15,430	121,685	114,663
2023		17,783	102,151	15,430	135,364	117,622
2024		16,094	102,920	15,430	134,444	120,667
2025 – 2029		172,017	533,747	77,151	782,915	661,769
2030 – 2034		183,511	504,854	77,151	765,516	765,516
2035 – 2039		352,175	432,349	75,559	860,083	860,083
2040 – 2044		559,344	315,703	55,389	930,436	930,436
2045 – 2049		766,014	143,899	20,601	930,514	930,514
2050		148,150	3,705	—	151,855	151,855
	$	2,234,445	2,344,442	383,001	4,961,888	4,873,896

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

The 2014 master indenture established an internal sinking fund to provide for a portion of the payments due on the 1997 capital appreciation bonds beginning in 2022 and included within the table above. A total of $178,593 will be deposited into the sinking fund in fiscal years 2017 through 2021 and fiscal year 2031, and will reduce the Agency's need to fund the amounts listed above in fiscal years 2022 through 2026 and fiscal year 2032. As of June 30, 2019, a balance of $107,381 has been accumulated in the sinking fund and is included within noncurrent restricted cash and investments.

(7) Commitments and Contingencies

(a) Toll Collection and Revenue Management System Agreements

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

(b) Corridor Operations Facility Lease

In January 2000, the Agency relocated to the corridor operations facility and signed an operating lease agreement with F/ETCA. Lease payments are based on the estimated fair market rental value and are adjusted annually. The Agency incurred lease expense for the years ended June 30, 2019 and 2018 of $706 and $671, respectively. The Agency's commitment for the year ending June 30, 2020 is $708.

(c) Commitment

The Agency has agreed with Caltrans to provide a maintenance facility for State Route 73. As of June 30, 2019, the Agency has earmarked approximately $8 million for this project.

(d) Litigation

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

(e) Risk Management

The Agency maintains insurance coverage for various risks, including, but not limited to, property, liability, earthquake, and flood coverage. Coverage is purchased in accordance with the Agency's master indentures of trust, as applicable. No losses have exceeded insurance coverage in the past three fiscal years.

(8) Employees' Retirement Plans

Defined Contribution Plan – The Agency sponsors a defined contribution plan under the provisions of Internal Revenue Code Section 457 that permits employees to defer portions of their pretax compensation. The Agency provides matching contributions to a related Section 401(a) plan, at a rate of 50% of the employees' deferral contributions, up to a maximum of 2% of each employee's related compensation. In connection with this plan, the Agency incurred $49 and $47 of expense for the years ended June 30, 2019 and 2018, respectively.

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

Employees' Pension Reform Act of 2013 (Government Code Section 7522 et. seq.), and other applicable statutes.

(a) Benefits

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

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

(b) Contributions

Employer and employee contribution requirements are determined as percentages of covered payroll amounts and vary based upon the age of each employee at the date of entering membership in OCERS or a reciprocal plan. Employer contribution rates are determined using the entry age normal actuarial cost method based upon a level percentage of payroll. Employer contribution rates ranged from 10.88% to 62.81% for the year ended December 31, 2018, and from 11.40% to 61.89% for the year ended December 31, 2017. Employee contributions are established by the OCERS Board of Retirement and guided by applicable state statutes. Employee contribution rates ranged from 8.62% to 16.39% for the year ended December 31, 2018, and from 8.75% to 16.35% for the year ended December 31, 2017. The contributions from the Agency recognized by the Plan, measured as the total amounts of additions to the Plan's fiduciary net position for the years ended December 31, 2018 and 2017, were $627 and $632, respectively, and equaled 100% of the required contributions, and represented 23.8% and 24.4% of the Agency's covered payroll, respectively.

The contributions from the Agency for the years ended June 30, 2019 and 2018, were $589 and $625, respectively and represented 22.5% and 24.7%, respectively of the Agency's covered payroll.

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

For purposes of reporting under GASB Statement No. 68, Accounting and Financial Reporting for Pensions, OCERS arranged for determination of the Plan's collective net pension liability; deferred outflows and inflows of resources related to pensions; and pension expense, as well as the proportionate share of each amount applicable to the Plan's participating employers, using measurement dates of December 31, 2018 and 2017, with respective actuarial valuations as of December 31, 2017 and 2016 and standard procedures to roll forward to the respective measurement dates that correspond with the Agency's reporting dates of June 30, 2019 and 2018. The proportionate share of the total pension liability attributable to TCA has been determined by OCERS's actuary based upon actual employer contributions within each rate group and TCA is the only employer within its rate group. TCA's proportionate share is further allocated between the Agency and F/ETCA on the basis of their respective shares of covered payroll to determine the amounts reportable by the Agency, as indicated below:

(In thousands)

	June 30, 2019	June 30, 2018
Collective net pension liability - OCERS	$ 6,197,202	4,952,099
Proportionate share attributable to Tranportation Corridor Agencies	13,254	10,243
Share allocable to San Joaquin Hills Transportation Corridor Agency	4,028	2,826
Agency's proportion (percentage) of the collective net pension liability	0.06%	0.06%
Collective deferred outflows of resources - OCERS	$ 1,203,926	795,890
Proportionate share attributable to Tranportation Corridor Agencies	2,555	1,622
Share allocable to San Joaquin Hills Transportation Corridor Agency	880	508
Collective deferred inflows of resources - OCERS	$ 544,673	1,178,768
Proportionate share attributable to Tranportation Corridor Agencies	1,543	3,249
Share allocable to San Joaquin Hills Transportation Corridor Agency	477	1,158
Collective pension expense	$ 783,713	529,375
Proportionate share attributable to Tranportation Corridor Agencies	1,846	1,331
Share allocable to San Joaquin Hills Transportation Corridor Agency	737	504

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

	2019	2018
Net difference between projected and actual earnings on pension plan investments	$ 436	-
Changes of assumptions	404	459
Differences between expected and actual experience	40	49
Contributions to the plan subsequent to the measurement date of the collective net pension liability	223	273
Total deferred outflows related to pensions	$ 1,103	$ 781

(Continued)

(In thousands)

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

	2019	2018
Differences between expected and actual experience	$ 420	568
Net difference between projected and actual earnings on pension plan investments	-	469
Changes of assumptions or other inputs	57	121
Total deferred inflows related to pensions	$ 477	$ 1,158

The amount of $223, representing as of June 30, 2019 the Agency's balance of deferred outflows of resources related to contributions subsequent to the measurement date, will be recognized as a reduction of the net pension liability in the year ending June 30, 2020. The other amounts of the Agency's balances of deferred outflows and deferred inflows of resources as of June 30, 2019 will be recognized as net reductions of pension expense as follows:

Year ending June 30:	
2020	$ 73
2021	21
2022	73
2023	247
2024	(11)
	$ 403

(d) Actuarial Assumptions and Other Inputs

The following significant methods and assumptions were used to measure the Plan's total pension liability as of December 31, 2018 and 2017:

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

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

(In thousands)

The discount rate used to measure the Plan's total pension liability as of December 31, 2018 and 2017 was 7.00%. The projection of cash flows used to determine the discount rates assumed that plan member contributions will be made at the current contribution rates and that employer contributions will be made at actuarially determined contribution rates. Based on those assumptions, the Plan's fiduciary net position was projected to be available to make all projected future benefit payments for current plan members. Therefore, the long-term expected rate of return on plan investments was applied to all periods of projected benefit payments to determine the total pension liability. The long-term expected rate of return should be determined without reduction for plan administrative expense. The investment return assumptions are net of administrative expenses, assumed to be 12 and 13 basis points, respectively. The investment rate of return assumptions remained the same for reporting purposes due to the immaterial impact administrative expenses has on the overall assumed rate of return. The long-term expected rates of return on plan investments were determined using a building-block method in which best-estimate ranges of expected future real rates of return are developed for each major asset class. These returns are combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentages and by adding expected inflation and deducting expected investment expenses.

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

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

(In thousands)

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

	June 30	
	2019	**2018**
Net pension liability, as calculated:		
With assumed discount rate	$ 4,028	2,826
With a 1% decrease	6,111	4,618
With a 1% increase	2,334	1,370

(e) Plan's Fiduciary Net Position

OCERS provides publicly available financial information, including comprehensive annual financial reports and actuarial valuations at www.ocers.org. Detailed information about the Plan's fiduciary net position is included in the comprehensive annual financial report for the fiscal year ended December 31, 2018, which may also be obtained by calling (714) 558-6200.

(9) Subsequent Events

The Agency's board of directors approved a $3,895 payment to OCERS to pay off the Agency's portion of TCA's UAAL. UAAL occurs when actual experience, e.g. investment rate of return, retirement rates, mortality rates, etc., is less favorable than the actuarial assumptions. The payment was executed on July 1, 2019. This payment reduced the Agency's net pension liability and in turn reduced the employer contribution rates.

SAN JOAQUIN HILLS TRANSPORTATION CORRIDOR AGENCY

Required Supplementary Information

Schedule of Net Pension Liability and Related Ratios

(Amounts in thousands)

(Unaudited)

	Plan year ended December 31,				
	2018	2017	2016	2015	2014
Agency's proportion (percentage) of the collective net pension liability	0.06%	0.06%	0.07%	0.07%	0.06%
Agency's proportionate share (amount) of the collective net pension liability	$ 4,028	2,826	3,681	3,795	3,126
Agency's covered payroll	2,639	2,584	2,523	2,005	1,831
Agency's proportionate share of the collective net pension liability as a percentage of its covered payroll	153%	109%	146%	189%	171%
Plan's fiduciary net position as a percentage of the total pension liability	70.03%	74.93%	71.16%	67.10%	69.42%

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

See accompanying independent auditor's report

Change in Assumptions and Methods

2017

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

SAN JOAQUIN HILLS TRANSPORTATION CORRIDOR AGENCY

Required Supplementary Information

Schedule of Agency Contributions

(Amounts in thousands)

(Unaudited)

		Fiscal year ended June 30,				
		2019	**2018**	**2017**	**2016**	**2015**
Actuarially determined contributions	$	627	632	670	467	384
Contributions recognized		(627)	(632)	(670)	(467)	(384)
Difference	$	—	—	—	—	—
Agency's covered payroll	$	2,639	2,584	2,523	2,005	1,831
Contributions recognized as a percentage of covered payroll		23.8%	24.4%	26.6%	23.3%	21.0%

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

See accompanying independent auditor's report.

Change in Assumptions and Methods

2017

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

TRANSPORTATION
CORRIDOR AGENCIES™

Fiscal Year 2020
Capital Improvement Plan

Adopted June 13, 2019

Introduction

The Transportation Corridor Agencies (TCA) are comprised of the Foothill/Eastern Transportation Corridor Agency (F/ETCA) and the San Joaquin Hills Transportation Corridor Agency (SJHTCA). Collectively, the Agencies have operated 51 miles of toll roads for over 25 years since the initial segment of the 241 Toll Road between Portola Parkway (North) and Portola Parkway (South) opened to traffic in 1993. Once highway segments become operational, various roadway expansions and operational improvement projects are required to keep pace with increasing traffic demands and changing conditions, land uses and demographics. These improvements make up the TCA Capital Improvement Plan (CIP).

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

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

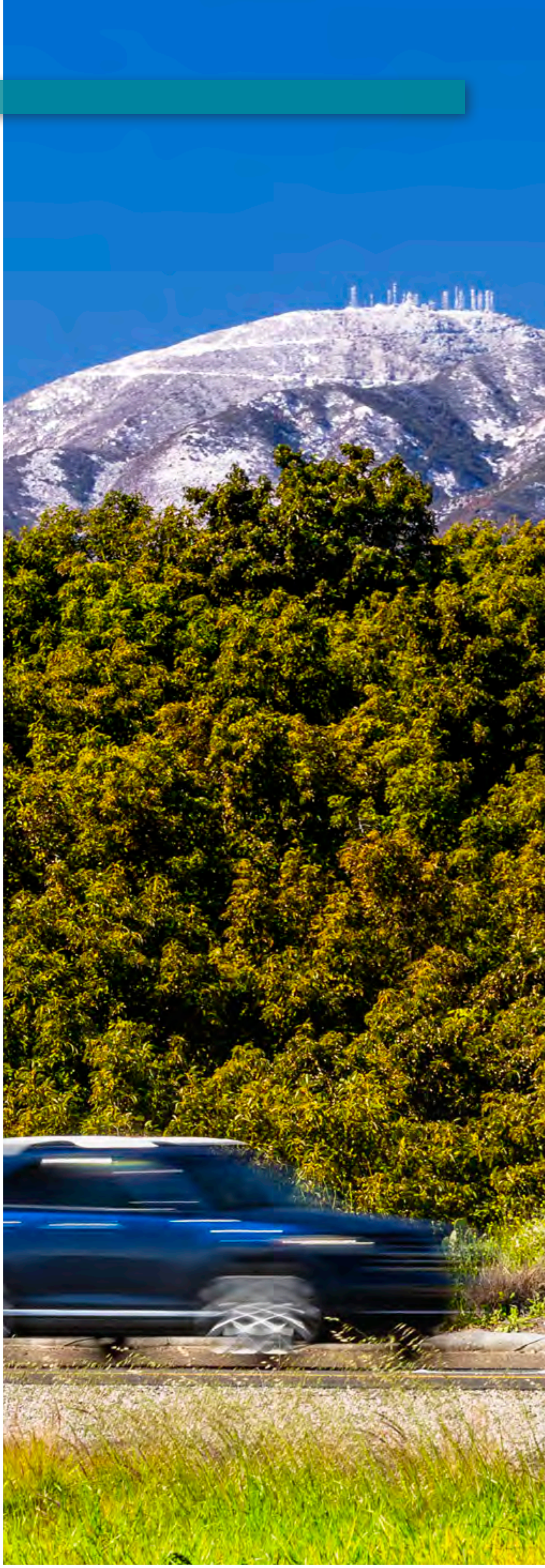
The goal of the CIP is to identify projects and system improvements to ensure a Level of Service (LOS) D is maintained on The Toll Roads system to facilitate free flow conditions. TCA is committed to adding capacity to The Toll Roads network as transactions increase and system capacity is required to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

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

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

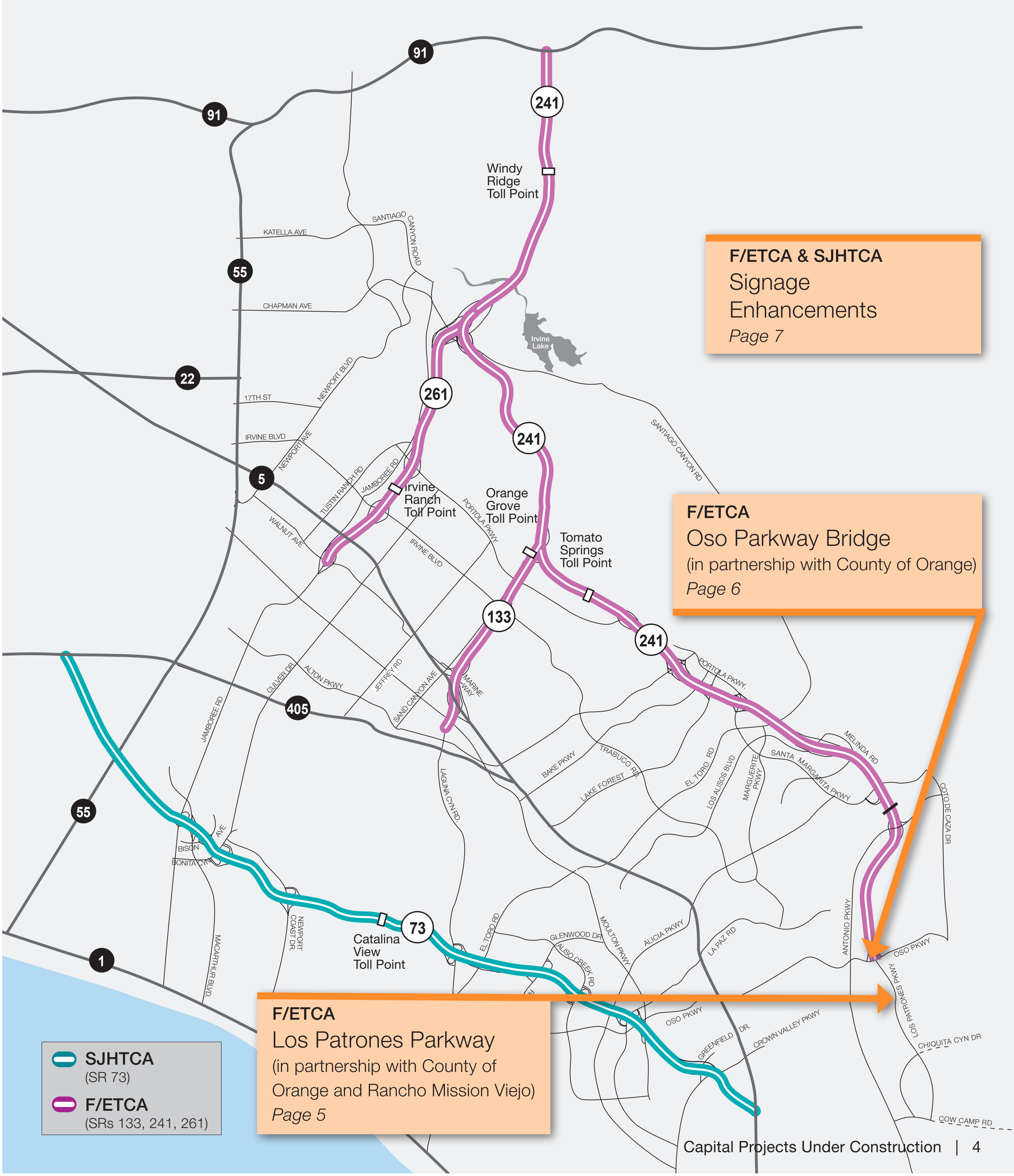
[1] TCA is currently undertaking a systemwide traffic optimization study to develop a timeline with five-year horizon increments to determine when improvements and capacity enhancements will be needed on the system in order to maintain a LOS D condition.

Table of Contents



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

Capital Projects Under Construction



F/ETCA & SJHTCA
Signage Enhancements
Page 7

F/ETCA
Oso Parkway Bridge
(in partnership with County of Orange)
Page 6

F/ETCA
Los Patrones Parkway
(in partnership with County of Orange and Rancho Mission Viejo)
Page 5

Los Patrones Parkway

F/ETCA

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

Summary

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

Project Status

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

Anticipated Completion

Summer 2019

Total Project Cost

$103 Million

Project Description

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

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

Planning/Engineering

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

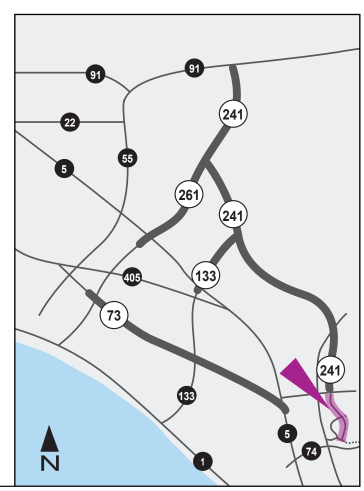
In consideration of implementing these transportation corridor features, F/ETCA agreed to fund the cost of the design and construction of Los Patrones Parkway. F/ETCA is providing this funding pursuant to the County of Orange Major Thoroughfare and Bridge Fee Program. F/ETCA is leading the process in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

Right of Way

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

Construction

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



Oso Parkway Bridge

F/ETCA

(in partnership with the County of Orange)

Summary

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

Project Status

The project is currently under construction.

Anticipated Completion

2020

Total Project Cost

$38.7 Million

Project Description

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

Planning/Engineering

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

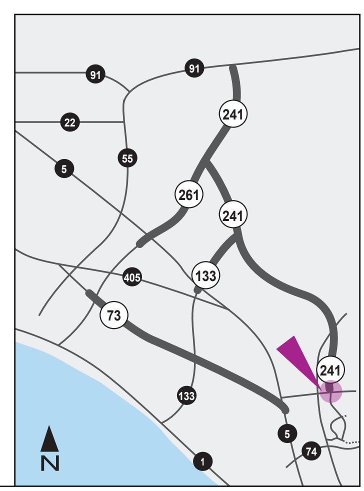
The project is being implemented as a partnership between TCA, County of Orange Public Works and Caltrans. The planning, design, construction management and construction are fully funded by F/ETCA.

Right of Way

N/A

Construction

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



Signage Enhancements

F/ETCA & SJHTCA

Summary

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

Project Status

Construction is anticipated to begin in Summer 2019.

Anticipated Completion

Early 2020

Total Project Cost

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

Project Description

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

Planning/Engineering

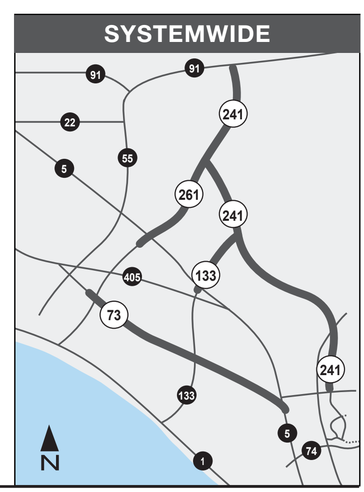
In December 2014, the Boards approved the commencement of design. Customer research was performed in mid-2015 and the results were incorporated into the signage modifications that are now being implemented to follow the California and Federal toll road signage recommendations as prescribed by the current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

Right of Way

N/A

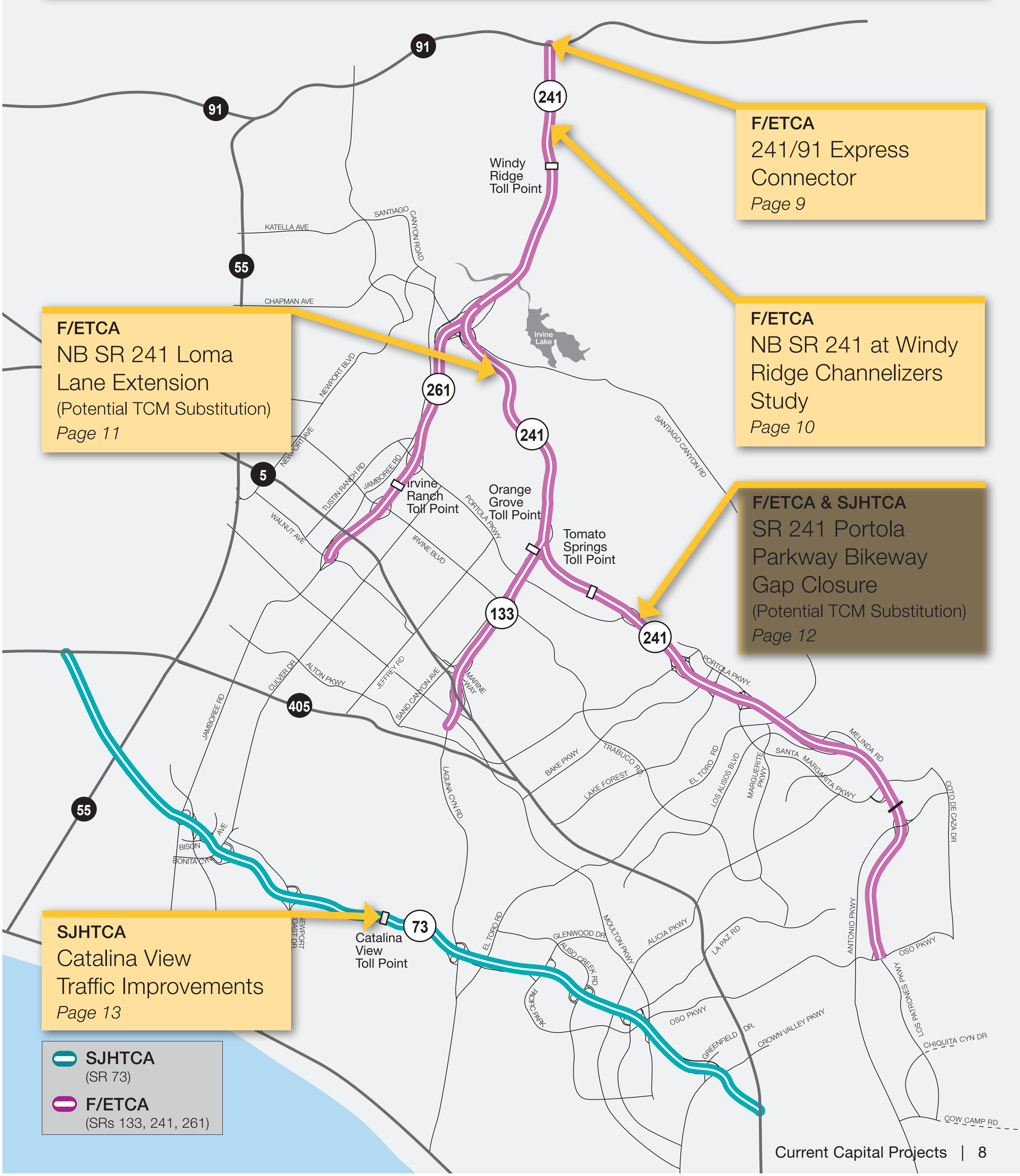
Construction

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



Current Capital Projects

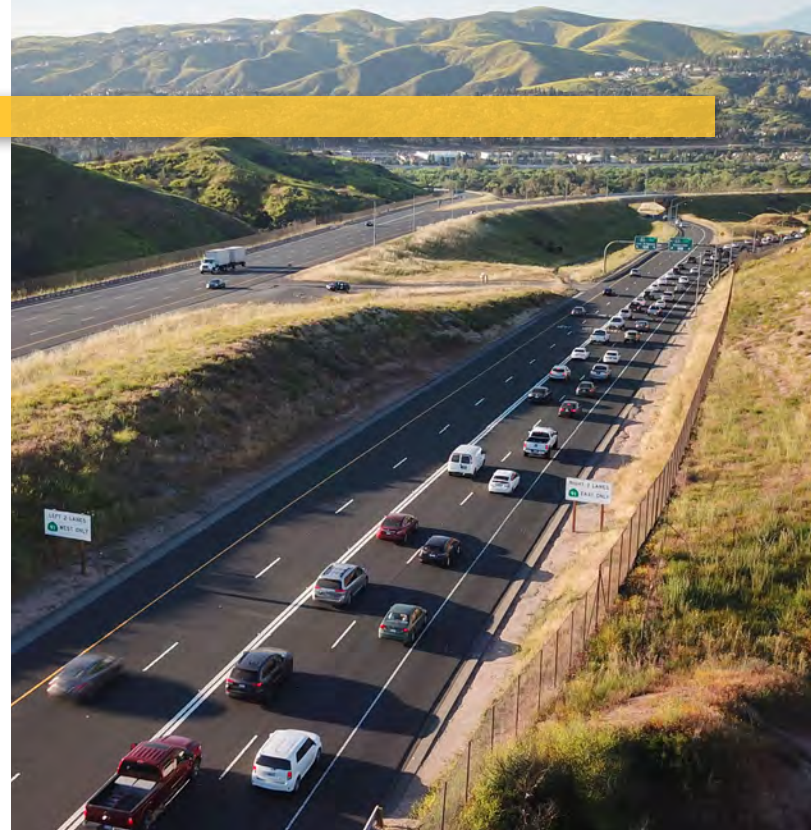
Completion dates by 2025



241/91 Express Connector

F/ETCA

TIP ID: ORA111207
SCAG RTP PROJECT #: ORA111207



Summary

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

Project Status

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

Anticipated Completion

2023

Total Project Cost

$183 Million

Project Description

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

Planning/Engineering

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

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

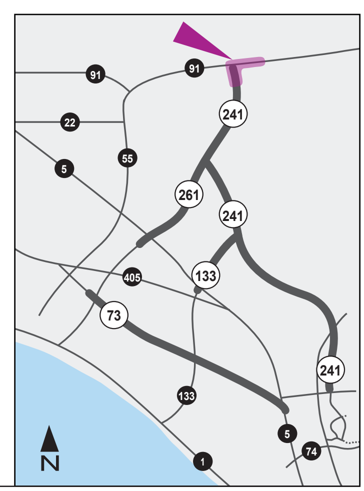
F/ETCA will continue to coordinate and collaborate with Caltrans, local jurisdictions and agencies, and the public on the development of the project and evaluate any potential sequencing of projects in the 91 Corridor.

Right of Way

Minor right of way is needed for the project.

Construction

A 26-month construction duration is anticipated.



NB SR 241 at Windy Ridge Channelizers Study

F/ETCA

Summary

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

Project Status

Conceptual planning is in-progress.

Anticipated Completion

2019

Total Project Cost

TBD

Project Description

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

Planning/Engineering

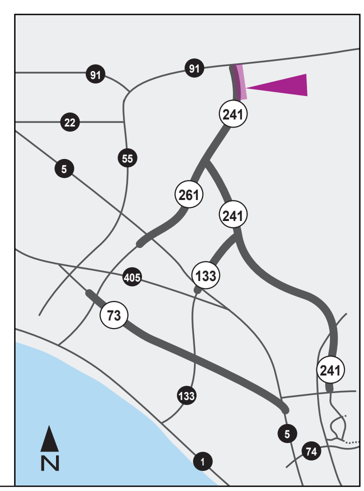
F/ETCA, in consultation with Caltrans, has begun conceptual layouts to determine the feasibility of the project. The study is anticipated to be completed in 2019.

Right of Way

No right of way impacts are anticipated.

Construction

TBD



NB SR 241 Loma Lane Extension

(Potential Transportation Control Measure [TCM] Substitution Project)

F/ETCA

Summary

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

Project Status

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

Anticipated Completion

2021

Total Project Cost

$7.2 M

Project Description

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

Planning/Engineering

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

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

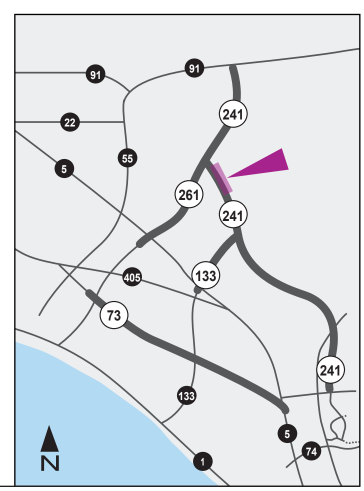
If determined to be a feasible TCM substitution, F/ETCA will work in concert with OCTA and SCAG to complete the required inter-agency approvals, including the California Air Resources Board and the U.S. Environmental Protection Agency (EPA).

Right of Way

TBD

Construction

Construction completion is anticipated in 2021.



SR 241 Portola Parkway Bikeway Gap Closure

(Potential Transportation Control Measure [TCM] Substitution Project)

F/ETCA & SJHTCA

Summary

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

Project Status

Conceptual layout and stakeholder outreach is in progress.

Anticipated Completion

2021

Total Project Cost

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

Project Description

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

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

Planning/Engineering

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

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

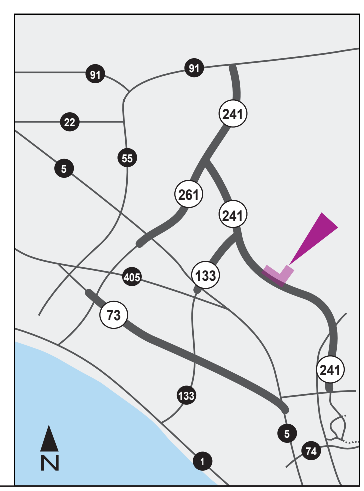
If determined to be a feasible TCM substitution, TCA will work in concert with OCTA and SCAG to complete the required inter-agency approvals, including the California Air Resources Board and the U.S. Environmental Protection Agency (EPA).

Right of Way

TBD

Construction

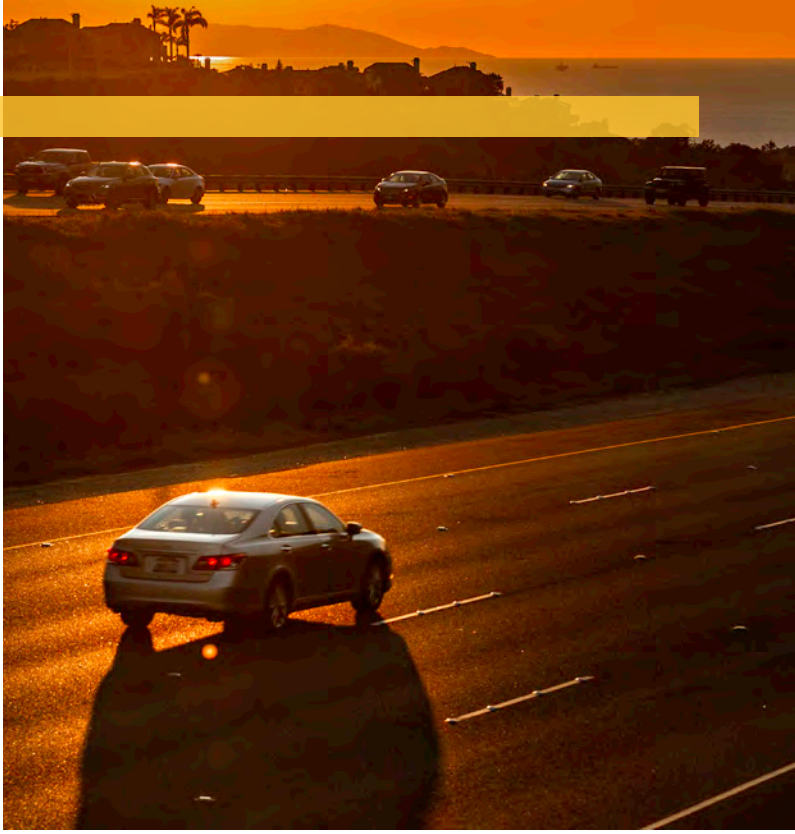
Construction completion is anticipated in 2021.



Catalina View Traffic Improvements

SJHTCA

TIP ID: 10254
SCAG RTP Project #: 10254



Summary

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

Project Status

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

Anticipated Completion

TBD

Total Project Cost

TBD

Project Description

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

Planning/Engineering

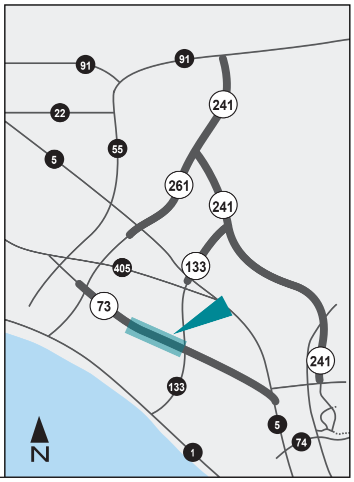
Preliminary engineering and environmental studies were previously completed and will need to be revalidated. Upon completion of this revalidation, final design will commence.

Right of Way

TBD

Construction

TBD

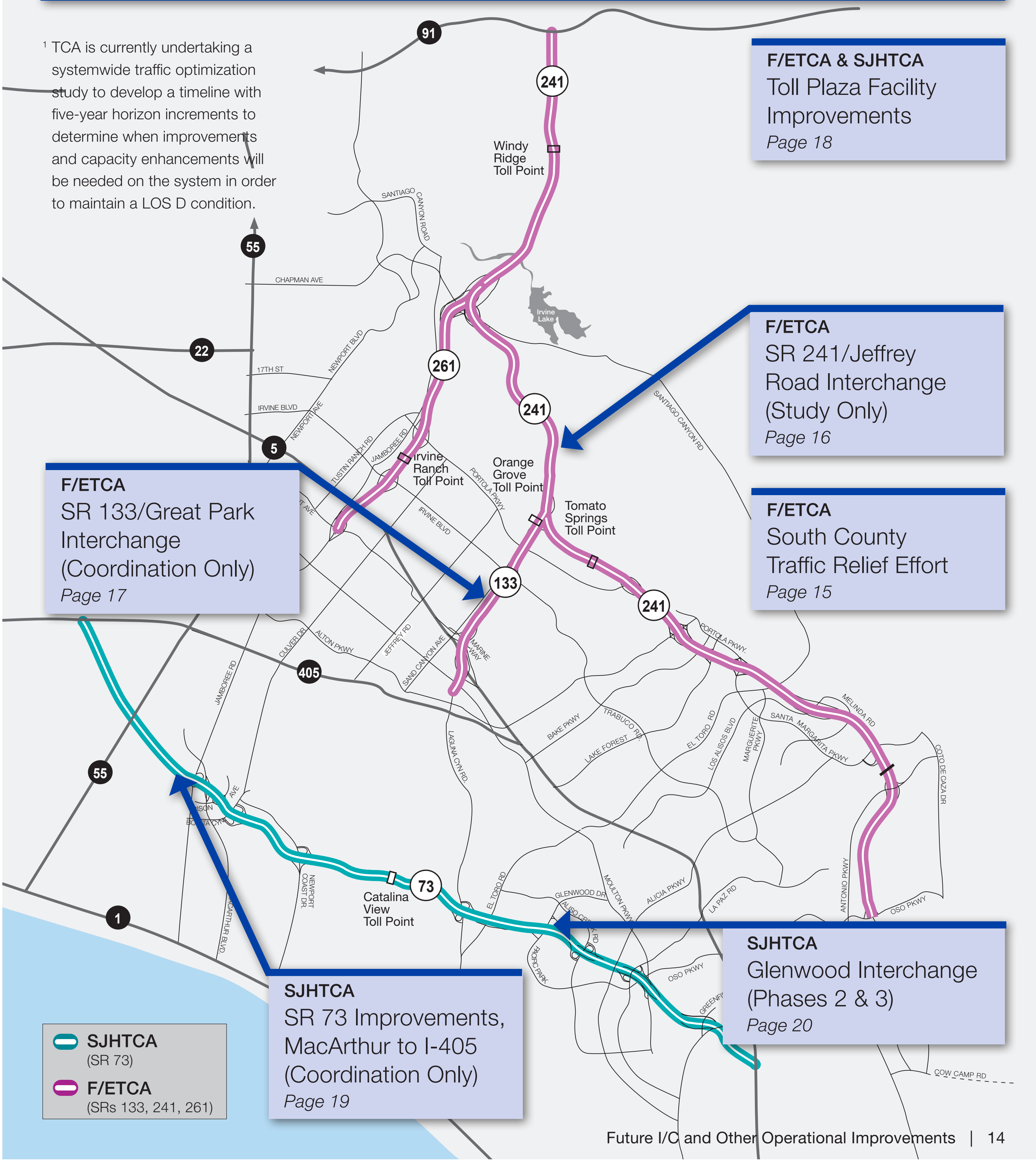


Future Capital Projects

Interchanges and Other Operational Improvements

Completion dates post-2025[1]

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



F/ETCA & SJHTCA
Toll Plaza Facility Improvements
Page 18

F/ETCA
SR 241/Jeffrey Road Interchange (Study Only)
Page 16

F/ETCA
South County Traffic Relief Effort
Page 15

F/ETCA
SR 133/Great Park Interchange (Coordination Only)
Page 17

SJHTCA
Glenwood Interchange (Phases 2 & 3)
Page 20

SJHTCA
SR 73 Improvements, MacArthur to I-405 (Coordination Only)
Page 19

South County Traffic Relief Effort

F/ETCA

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

Summary

The South County Traffic Relief Effort includes identifying options that address South Orange County's future needs for mobility and accessibility, and providing improvements that meet those needs. Regional planning efforts to date, demonstrate the need for additional transportation improvements to relieve existing and future congestion on Interstate 5 and local arterials in South Orange County. F/ETCA, in partnership with other transportation agencies, is evaluating those needs to identify an acceptable solution.

Project Status

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

Anticipated Completion

TBD

Total Project Cost

Ranges from $500 Million to $2.1 Billion

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

Planning/Engineering

The Caltrans' PSR-PDS was completed in FY 2019. F/ETCA, in coordination with Caltrans, will begin the formal environmental study phase that will include public scoping meetings. The preparation of an Environmental Impact Report and Environmental Impact Statement (EIR/EIS) will commence upon completion of the scoping process. Inclusive of the EIR/EIS, activities involve the preparation of technical studies that evaluate the project alternative's effects on air quality, biology, cultural resources, water quality and several other topical areas. Preparation of the technical studies will be the primary focus for FY 2020.

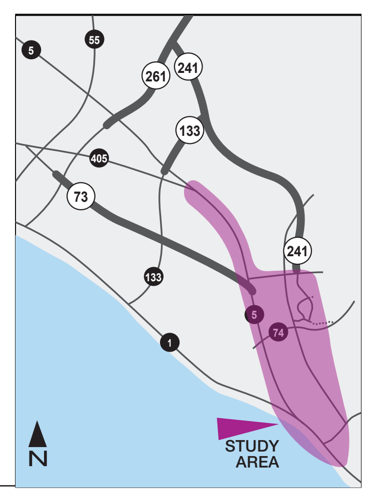
F/ETCA will continue to coordinate and collaborate with Caltrans, local jurisdictions and agencies, and the public on the development of the project.

Right of Way

TBD

Construction

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



SR 241/Jeffrey Road Interchange
(Study Only)
F/ETCA

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

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

Anticipated Completion
TBD (study only)

Total Project Cost
TBD (study only)

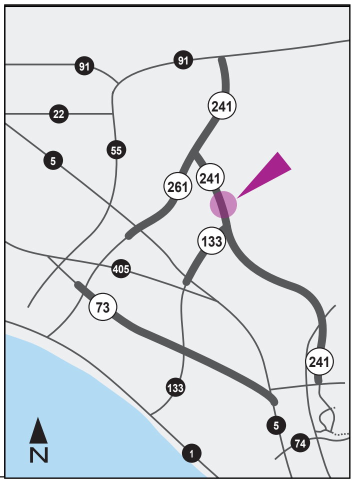
Project Description
The study includes the evaluation of a new interchange at Jeffrey Road and SR 241 in the City of Irvine. The study will evaluate options for providing access to and from the Frank R. Bowerman Landfill from SR 241 to reduce truck traffic congestion on Sand Canyon Avenue, which currently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

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

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

Right of Way
TBD (study only)

Construction
TBD (study only)



SR 133/Great Park Interchange

(Coordination Only)

F/ETCA

Summary

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

Project Status

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

Anticipated Completion

TBD (by others)

Total Project Cost

TBD (by others)

Project Description

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

Planning/Engineering

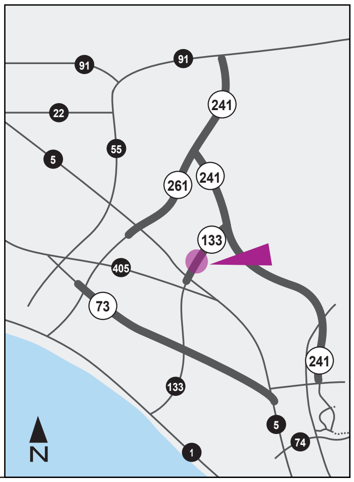
Preparation of a PSR-PDS document is underway by Five Points Communities. F/ETCA, as a stakeholder, is coordinating with Five Points Communities and the City of Irvine as the project development process continues. A traffic and revenue study is being conducted by F/ETCA to understand the traffic associated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

Right of Way

TBD (by others)

Construction

TBD (by others)



Toll Plaza Facility Improvements

F/ETCA & SJHTCA

Summary

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

Project Status

Conceptual planning has not yet commenced.

Anticipated Completion

TBD

Total Project Cost

F/ETCA TBD | **SJHTCA** TBD

Project Description

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

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

Planning/Engineering

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

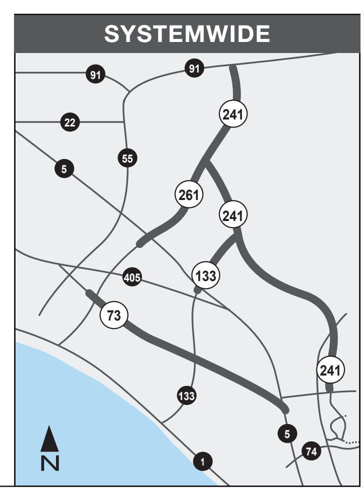
Conceptual planning has not yet commenced.

Right of Way

No right of way impacts are anticipated.

Construction

The schedule has not been determined.



SR 73 Improvements, MacArthur to I-405

(Coordination Only)

SJHTCA

Summary

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

Project Status

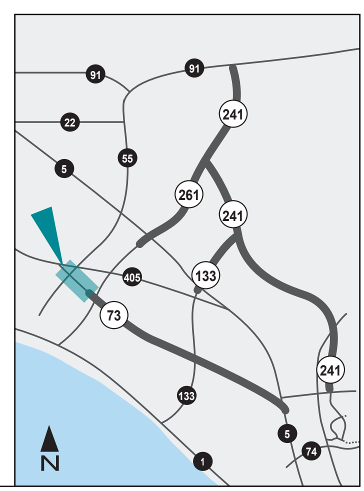
Preliminary study is planned by OCTA (by others).

Anticipated Completion

TBD (by others)

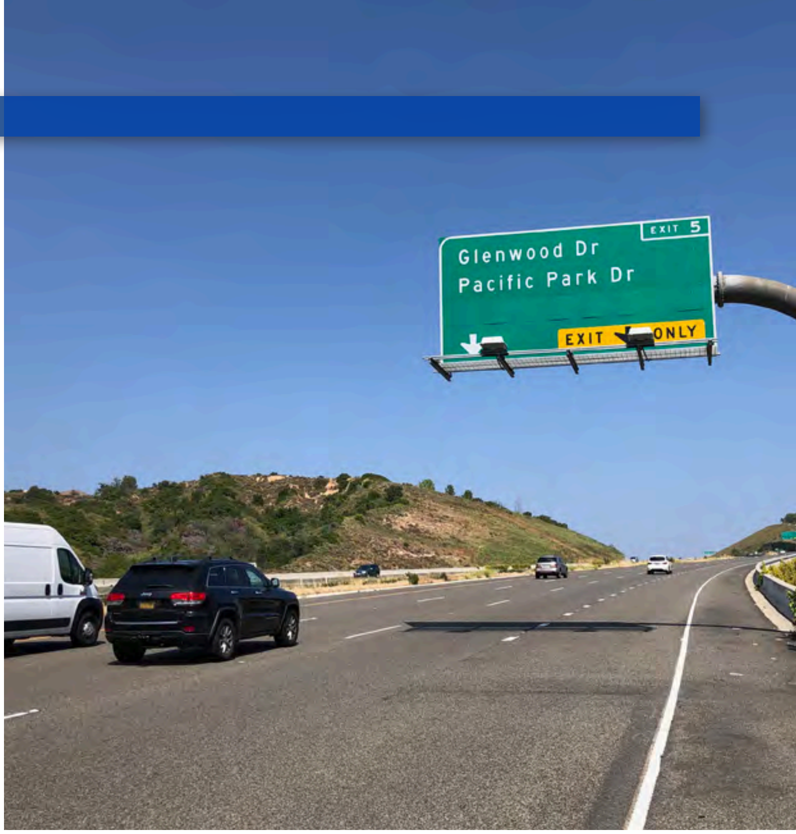
Total Project Cost

TBD (by others)



Glenwood Interchange (Phases 2 & 3)

SJHTCA



Summary

The Glenwood Interchange Project, Phase 2, completes the interchange movements with ramps to and from SR 73 to the south. The future Phase 3 is an expansion and reconfiguration of the northbound on-ramp from Glenwood and provides for more intersection and mainline capacity by braiding the northbound on-ramp with the El Toro Road off-ramp.

Project Status

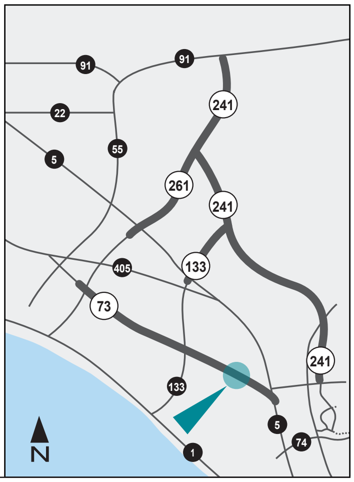
The schedules for Phases 2 and 3 have not been determined.

Anticipated Completion

TBD

Total Project Cost

$23.6 Million

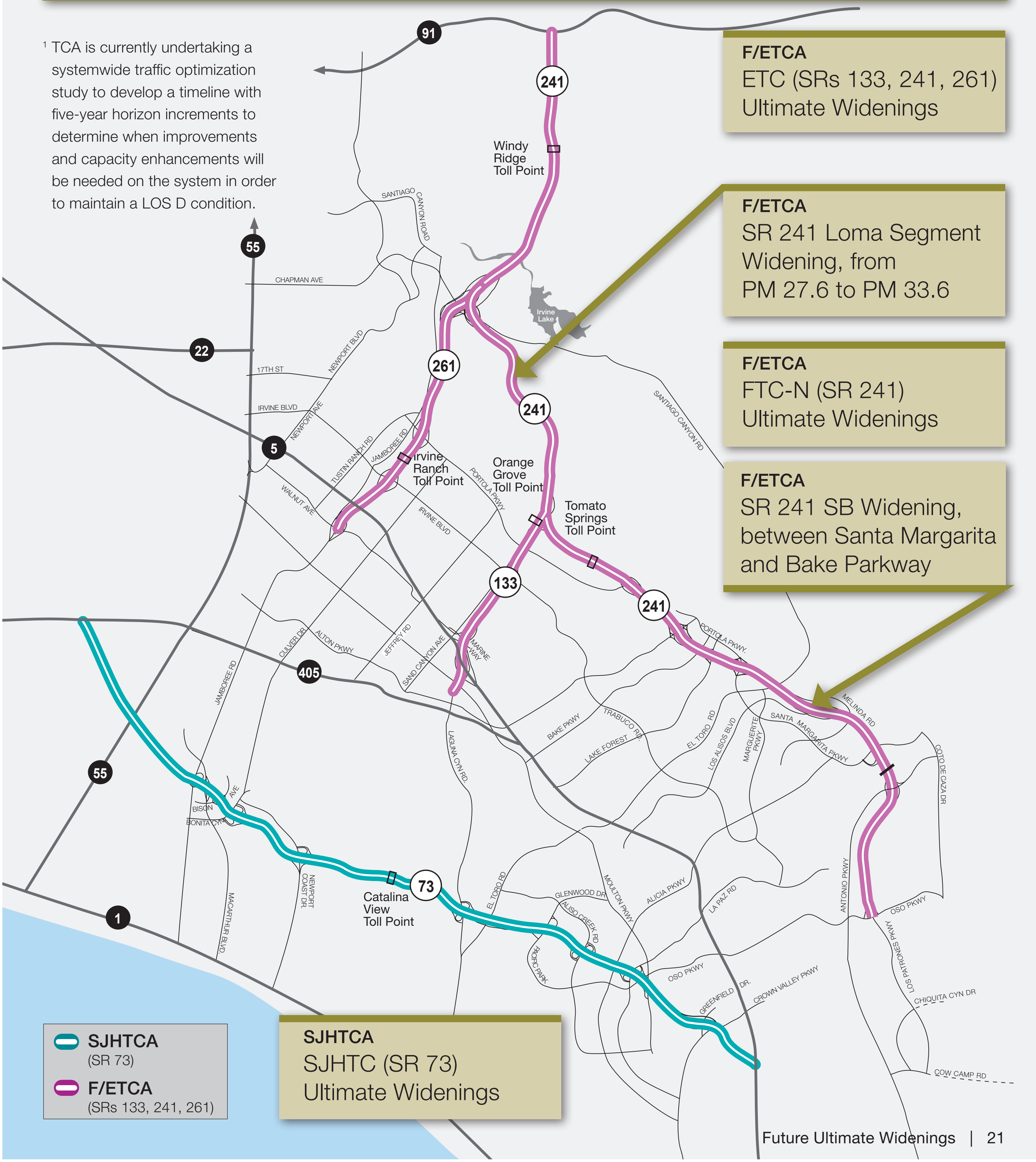


Future Capital Projects

Ultimate Widenings

Completion dates post-2025[1]

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



F/ETCA
ETC (SRs 133, 241, 261)
Ultimate Widenings

F/ETCA
SR 241 Loma Segment Widening, from PM 27.6 to PM 33.6

F/ETCA
FTC-N (SR 241)
Ultimate Widenings

F/ETCA
SR 241 SB Widening, between Santa Margarita and Bake Parkway

SJHTCA
SJHTC (SR 73)
Ultimate Widenings

SJHTCA (SR 73)
F/ETCA (SRs 133, 241, 261)

Future Capital Projects: Ultimate Widenings

Foothill/Eastern Transportation Corridor Agency

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

Future Capital Projects: Ultimate Widenings

Foothill/Eastern Transportation Corridor Agency

Project	Anticipated Completion	Total Project Cost	Description
F/ETCA Eastern Transporation Corridor (ETC) (SRs 133, 241, 261), from SR 91 to SR 241/FTC-N and I-5, Ultimate Widenings TIP ID & SCAG RTP Project #: ORA050 Foothill Transportation Corridor – North (FTC-N) (SR 241), from Oso Parkway to ETC, Ultimate Widenings TIP ID & SCAG RTP Project #: ORA051	TBD	$859 Million	Over the past two decades, The Toll Roads have become an integral part of the regional transportation system in Orange County. Customer surveys show that people depend on The Toll Roads for reliability in the travel time it takes to reach their destination. As regional travel demand grows, and the freeway and arterial system become more congested, The Toll Roads system can sometimes experience congestion as well. In order to preserve dependable travel times, occasionally system expansion projects become warranted. The transportation corridor system is designed to be expanded with additional lanes as traffic demands and volumes grow. Space is also provided within the median for either additional travel lanes and/or potential transit facilities as the County of Orange and surrounding communities mature. Since the original construction of the corridors, there have been several changes to several key factors that influence travel demand. These factors include residential and non-residential development changes, shifts in population and employment, changes to the arterial highway system and changes in commuter behavior. **Project Status** TCA is currently undertaking a systemwide traffic optimization study to understand the specific areas and segments of The Toll Roads' system where improvements and capacity enhancements will be needed in order to maintain a LOS D condition. TCA is developing a timeline in five (5) year horizon increments in order to have a better understanding of what improvements are needed and when those projects need to be constructed.

Future Capital Projects: Ultimate Widenings

San Joaquin Hills Transportation Corridor Agency

Project	Anticipated Completion	Total Project Cost	Description
SJHTCA San Joaquin Hills Transportation Corridor (SJHTC) (SR 73), I-5 in San Juan Capistrano to SR 73 in Irvine, Ultimate Widenings TIP ID & SCAG RTP Project #: 10254	TBD	$344 Million	Over the past two decades, The Toll Roads have become an integral part of the regional transportation system in Orange County. Customer surveys show that people depend on The Toll Roads for reliability in the travel time it takes to reach their destination. As regional travel demand grows, and the freeway and arterial system become more congested, The Toll Roads system can sometimes experience congestion as well. In order to preserve dependable travel times, occasionally system expansion projects become warranted. The transportation corridor system is designed to be expanded with additional lanes as traffic demands and volumes grow. Space is also provided within the median for either additional travel lanes and/or potential transit facilities as the County of Orange and surrounding communities mature. Since the original construction of the corridors, there have been several changes to several key factors that influence travel demand. These factors include residential and non-residential development changes, shifts in population and employment, changes to the arterial highway system and changes in commuter behavior. **Project Status** TCA is currently undertaking a systemwide traffic optimization study to understand the specific areas and segments of The Toll Roads system where improvements and capacity enhancements will be needed in order to maintain a LOS D condition. TCA is developing a timeline in five (5) year horizon increments in order to have a better understanding of what improvements are needed and when those projects need to be constructed.

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

Foothill/Eastern Transportation Corridor Agency

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

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

Foothill/Eastern Transportation Corridor Agency

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

Footnote

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

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

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

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

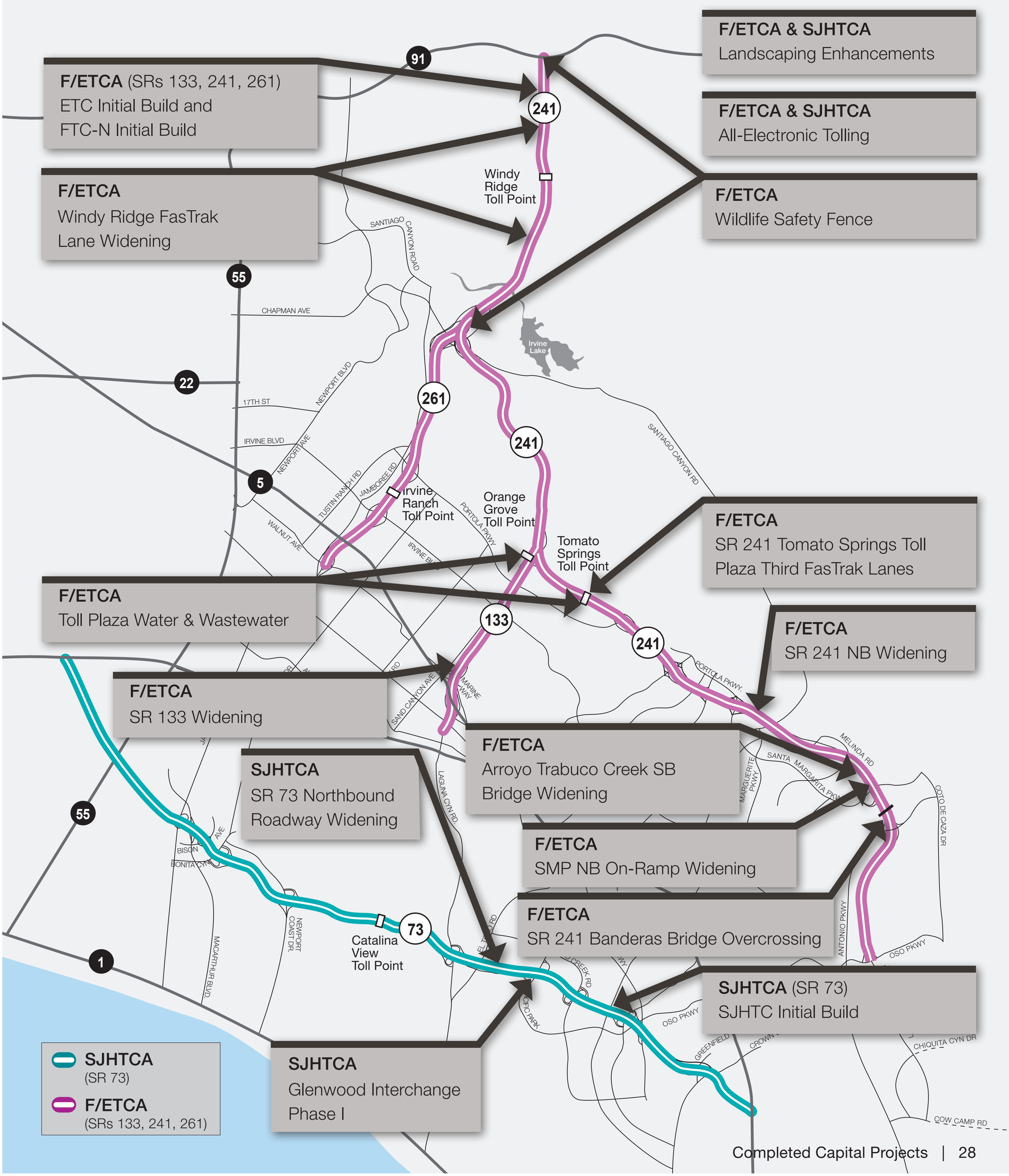
San Joaquin Hills Transportation Corridor Agency

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

Footnote

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

Completed Capital Projects



Completed Projects

Foothill/Eastern Transportation Corridor Agency

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

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

Completed Projects

Foothill/Eastern Transportation Corridor Agency

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

Completed Projects

San Joaquin Hills Transportation Corridor Agency

Initial Projects			
Project	**Year**	**Cost**	**Description**
SJHTCA San Joaquin Hills Transportation Corridor (SJHTC) Initial Build	1996	$1.2 Billion	Construction of an approximately 17.4-mile extension of SR 73 from Jamboree Road in the City of Newport Beach to I-5 in San Juan Capistrano as a tolled facility. The initial project included three lanes in each direction, plus climbing and auxiliary lanes with sufficient median to add additional lanes and/or transit later. Additionally, constructed the extension and realignment of Ford Road (completed 1995). This 1.65-mile project extended and realigned Ford Road (now known as Bonita Canyon Drive) between MacArthur Blvd and Newport Coast Drive.

Enhancements to the Initial Projects			
Project	**Year**	**Cost**	**Description**
SJHTCA SR 73 @ Glenwood Interchange Phase I	2003	$8.5 M	Construction of ramps to and from the north at Glenwood/ Pacific Park Drive on SR 73. Work was performed under a design-build contract. Just under $6.7 million was received by the San Joaquin Hills Transportation Corridor Agency in grant funding for the project.
SJHTCA SJH Landscaping Enhancements	2004	$2.3 M	Installation of landscaping enhancements at interchanges along SR 73.
SJHTCA SR 73 Northbound Roadway Widening	2009	$15.0 M	Addition of a fourth lane to the northbound mainline in two locations: (1) from the former lane drop north of Aliso Viejo Parkway to north of the Laguna Canyon Road entrance ramp, a distance of 2.4 miles, and (2) from the Catalina View Mainline Toll Plaza cash lane merge, to the MacArthur Boulevard exit, a distance of 3.3 miles. Ford Road/Bonita Canyon Drive Undercrossing Northbound Bridge, Newport Coast Drive Undercrossing Northbound Bridge, and Wildlife UC No. 2 Northbound Bridge built to their Ultimate Corridor configuration.
SJHTCA All-Electronic Tolling	2014	$7.9 M	Conversion of the toll collection facilities to All Electronic Toll collection. Project included various modifications to mainline toll plazas and signage. Additionally, the project included removal of toll booths and related equipment on multi-lane ramps where traffic passed on both sides of the existing toll booths.

Transportation Corridor Agencies™