

GENERAL PURPOSE FINANCIAL STATEMENTS
AND INDEPENDENT AUDITORS' REPORTS

TAMPA-HILLSBOROUGH COUNTY EXPRESSWAY AUTHORITY

June 30, 2016 and 2015

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TAMPA-HILLSBOROUGH COUNTY EXPRESSWAY AUTHORITY

MEMBERS OF THE AUTHORITY

June 30, 2016

GUBERNATORIAL APPOINTEES

Vincent Cassidy, Chairman

John Garcia, Vice Chairman

Daniel Alvarez, Secretary

EX-OFFICIO

Mayor Bob Buckhorn, Member, City of Tampa, Florida

Honorable Lesley “Les” Miller, Member, Board of County Commissioners,
Hillsborough County, Florida

Paul Steinman, Member, District Secretary,
Florida Department of Transportation

STAFF

Joseph Waggoner, Executive Director

Patrick Maguire, Esquire, General Counsel

Lynne M. Paul, Chief Financial Officer

Robert Frey, AICP, Director of Planning

David May, Director of Expressway Operations

Susan Chrzan, Director of Communications

Rafael Hernandez, Director of Toll Operations

MANAGEMENT'S DISCUSSION AND ANALYSIS

This section of the Tampa-Hillsborough County Expressway Authority's ("Authority") annual report presents our discussion and analysis of its financial performance during the fiscal year ended June 30, 2016.

FINANCIAL HIGHLIGHTS

The assets and deferred outflows of resources of the Authority exceeded its liabilities and deferred inflows at the close of the fiscal year by \$261,674,700.

Change in net position for fiscal year ended June 30, 2016 totaled \$47,676,590.

Construction work in progress increased by \$3,731,830 from the prior year.

OVERVIEW OF THE FINANCIAL STATEMENTS

This annual report consists of four parts; Management's Discussion and Analysis, Financial Statements, Supplementary Information, and Regulatory Reports. The Financial Statements also include notes that explain in more detail some of the information contained therein.

REQUIRED FINANCIAL STATEMENTS

The Financial Statements of the Authority report information about the Authority using accounting methods similar to those used by private sector companies. These statements offer short and long-term financial information about its activities. The Statement of Net Position includes all of the Authority's assets and liabilities and provides information about the nature and amounts of investments in resources (assets) and the obligations to Authority creditors (liabilities). It also provides the basis for computing rate of return, evaluating the capital structure of the Authority and assessing the liquidity and financial flexibility of the Authority. All of the current year revenues and expenses are accounted for in the Statement of Revenues, Expenses and Changes in Net Position. This statement measures the success of the Authority's operations over the past year and can be used to determine whether the Authority has successfully recovered all its costs through user fees and other charges, profitability, and credit worthiness. The final required financial statement is the Statement of Cash Flows. The primary purpose of this statement is to provide information about the Authority's cash receipts and cash payments during the reporting period. The statement reports cash receipts, cash payments and net changes in cash resulting from operations, investing, and financing activities and provides answers to such questions as where did cash come from, what was cash used for, and what was the change in cash balance during the reporting period.

The notes provide additional information that is essential to a full understanding of the data provided in the basic financial statements.

In addition to the basic financial statements and accompanying notes, this report also presents certain supplementary information concerning the Authority's trend data on infrastructure condition.

FINANCIAL ANALYSIS OF THE AUTHORITY

The Statement of Net Position presents information on all of the Authority's assets and deferred outflows, and liabilities and deferred inflows, with the difference between them reported as net position. The net position, the difference between assets and liabilities, is one way to measure the financial health or financial position.

Over time, increases or decreases in the Authority's net position is one indicator of whether its financial health is improving or deteriorating. However, other non-financial factors should be considered, such as economic conditions, population growth, and changing government legislation.

MANAGEMENT'S DISCUSSION AND ANALYSIS - CONTINUED

NET POSITION

The following table summarizes the Authority's Statement of Net Position (in millions):

	2016	2015	Dollar Change
Unrestricted current assets	\$ 13.66	\$ 13.20	\$ 0.46
Restricted current assets	16.65	15.03	1.62
Restricted assets			
Cash and investments	142.75	109.18	33.57
Receivables and other	16.40	11.10	5.30
Property and equipment - net	742.24	742.44	(0.20)
Construction in progress	7.63	3.89	3.74
Total assets	939.33	894.84	44.49
Deferred outflow of resources	29.84	31.62	(1.78)
Total assets and deferred outflows	\$ 969.17	\$ 926.46	\$ 42.71
Current liabilities	\$ 0.59	\$ 0.45	\$ 0.14
Restricted current liabilities	16.65	15.03	1.62
Long-term debt			
Bonds payable	474.68	479.74	(5.06)
Due to other governments	213.84	214.19	(0.35)
Settlement payable	-	1.44	(1.44)
Pension liability	1.49	0.90	0.59
Deferred inflow of resources	0.25	0.71	(0.46)
Total liabilities and deferred inflows	707.50	712.46	(4.96)
Net position			
Invested in capital assets, net of related debt	161.89	154.48	7.41
Restricted	86.61	46.67	39.94
Unrestricted	13.17	12.85	0.32
Total net position	261.67	214.00	47.67
Total liabilities, deferred inflows and net position	\$ 969.17	\$ 926.46	\$ 42.71

As can be seen from the above table, restricted cash and investments increased \$33.57 as a result of an increase in net position of \$47.67. During the year ended June 30, 2016 the Authority had another strong operational performance with an increase of revenue of 17% and the same consistent expenses from the prior year.

MANAGEMENT'S DISCUSSION AND ANALYSIS - CONTINUED

NET POSITION - Continued

The following table summarizes the Authority's Statement of Revenues, Expenses, and Changes in Net Position (in millions):

	2016	2015	Dollar Change
Toll revenues	\$ 80.12	\$ 68.21	\$ 11.91
Expenses			
Operating expenses	10.51	9.93	0.58
General and administrative	3.77	3.39	0.38
Total expenses	14.28	13.32	0.96
Operating net income	65.84	54.89	10.95
Net non-operating expenses	(18.96)	(19.24)	0.28
Income before capital grants	46.88	35.65	11.23
Capital grants	0.79	1.23	(0.44)
Increase in net position	47.67	36.88	10.79
Net position at beginning of year	214.00	177.12	36.88
Net position at end of year	\$ 261.67	\$ 214.00	\$ 47.67

While the Statement of Net Position shows the change in financial position, the Statement of Revenues, Expenses, and Changes in Net Position, provides details as to the nature and source of these changes. As can be seen from the above table, revenues increased dramatically over the past year, as expected, due to the completion of construction projects including the I-4/Selmon Connector, an upswing in the economy, and population growth of the area, which all contributed to increased traffic for fiscal year 2016.

BUDGETARY PROCESS

The Authority's Operating Budget is recommended by the Finance and Budget Committee of the Authority's governing board. The budget is based upon a review of current revenues and expenditures and the projected future funding needs of the Authority for administration, operations, maintenance, and the annual approved work program. The budget is then approved by the Authority's governing board.

The development of the Authority's five-year work program is a combined effort between the Executive Director and the Directors of Planning, Roadway Operations, Toll Operations and the Chief Financial Officer. Annual updates to the work program will be presented to the Authority's governing board for approval in conjunction with the annual budget.

MANAGEMENT'S DISCUSSION AND ANALYSIS - CONTINUED

CAPITAL ASSETS AND DEBT ADMINISTRATION

Capital assets consist of the following:

	<u>June 30, 2015</u>	<u>Additions</u>	<u>Deletions</u>	<u>June 30, 2016</u>
Assets subject to depreciation				
Buildings and improvements	\$ 10,525,638	\$ 152,188	\$ -	\$ 10,677,826
Furniture and equipment	26,729,197	670,293	-	27,399,490
Vehicle	56,619	-	-	56,619
	<u>37,311,454</u>	<u>822,481</u>	<u>-</u>	<u>38,133,935</u>
Less accumulated depreciation	<u>(25,614,070)</u>	<u>(1,043,488)</u>	<u>-</u>	<u>(26,657,558)</u>
	11,697,384	(221,007)	-	11,476,377
Assets not subject to depreciation				
Infrastructure	<u>730,743,277</u>	<u>25,428</u>	<u>-</u>	<u>730,768,705</u>
Total property and equipment	<u>\$ 742,440,661</u>	<u>\$ (195,579)</u>	<u>\$ -</u>	<u>\$ 742,245,082</u>
Construction in progress	<u>\$ 3,893,167</u>	<u>\$ 3,931,400</u>	<u>\$ (199,570)</u>	<u>\$ 7,624,997</u>

The Authority's investment in capital assets includes buildings, improvements, furniture and equipment and roads. The Authority added approximately \$670,000 of equipment purchases and \$152,000 of building improvements. Additionally, the Authority added approximately \$3.9 million of construction in progress improvements related to the Selmon West Extension, Connected Vehicle project and various other projects.

INFRASTRUCTURE PRESERVATION

It is the policy of the Authority that it will take all necessary actions to ensure that infrastructure assets are maintained, repaired, renewed and, when needed, replaced, so as to last indefinitely. Depreciation is not recorded as long as the infrastructure assets are maintained at the level established by the Authority. Routine maintenance and renewal and replacement costs are expensed annually. The Authority's policy is to maintain the roadway condition and a Maintenance Rating Program (MRP) rating 90 or better. The Authority's GEC has determined that the overall rating of the Expressway System in the Florida Department of Transportation's Maintenance Rating Program exceeds minimum standards. For fiscal year 2016, preservation expenses were \$2,925,092.

Anticipated major renewal and replacement activities have been identified and included in the five-year work program. A \$10 million renewal and replacement reserve has been established by the Authority.

MANAGEMENT'S DISCUSSION AND ANALYSIS - CONTINUED

SIGNIFICANT EVENTS

On May 18, 2015, the governing board approved and adopted a Strategic Blueprint. This blueprint defines the Authority's mission which is to provide safe, reliable and financially sustainable transportation services to the Tampa Bay region while reinvesting customer based revenue back into the community. The blueprint outlined the Authority's goals and objectives as well as a strategy for implementation through the year 2025.

LONG TERM DEBT

In December 2012, the Authority issued \$334.17 million in Tampa-Hillsborough County Expressway Authority Refunding Revenue Bonds, Series 2012A and 2012B; \$40.42 million in Tampa-Hillsborough County Expressway Authority Taxable Revenue Bonds, Series 2012C; and \$70.1 million in Tampa-Hillsborough County Expressway Authority Taxable Refunding Revenue Bonds, Series 2012D. The refunding bond issues were used to refund the remaining 2002 (\$73.9 million) and the 2005 (\$248.3 million) bonds. The bonds were issued under a new Tampa-Hillsborough County Expressway Authority Master Bond Resolution.

The Series 2012 bonds were rated A- by Standards & Poor's and A3 by Moody's Investor Services. On February 4, 2014, the bonds were upgraded to a rating of A by Standards & Poor's. Moody's upgraded the bonds to a rating of A2 on December 31, 2015.

The Authority has amounts due to the Florida Department of Transportation (the "Department") for prior payments of operation and maintenance costs of the expressway system and renewal and replacement costs which occurred under the LPA that was terminated in December 2012; (\$200.4 million). The Authority also owes the Department \$13.8 million in State Transportation Trust loans and interest. The Authority has agreed to repay the Department in twenty annual payments beginning July 1, 2025.

Pursuant to the Authority's Resolution #647 and Tampa-Hillsborough County Expressway Authority Master Bond Resolution, the Traffic Engineer is required to, and has, certified that pledge funds estimated for fiscal year 2017 will be sufficient to comply with estimated bond payments as required by the terms of the Master Resolution.

ECONOMIC FACTORS AND NEXT YEAR'S BUDGET

Between 2007 and 2010, there was a downturn in traffic levels and vehicles miles traveled due to the recession. Many toll facilities experienced year-on-year reductions in traffic and revenue falling well below prior growth projects. The growth trend has turned positive and economic activity is expected to see a return to long-term growth. Analysis by the Authority's Traffic and Revenue Engineer shows that traffic growth on the expressway is directly related to the population growth of west-central Florida. Hillsborough County population growth is expected to have a strong 1% average annual growth rate from 2015 through 2025. When preparing the FY2017 budget, population growth and its correlation to traffic was taken into consideration.

CONTACTING THE AUTHORITY'S MANAGEMENT

The financial report is designated to provide our citizens, customers, investors, and creditors with a general overview of the Authority's finances and to demonstrate the Authority's accountability for the money it receives.

If you have questions about this report or need additional information, contact the Tampa-Hillsborough County Expressway Authority's Chief Financial Officer at 1104 East Twiggs Street, Suite 300, Tampa, Florida 33602, phone number 813-272-6740.



RIVERO, GORDIMER & COMPANY, P.A.
CERTIFIED PUBLIC ACCOUNTANTS

Member
American Institute of Certified Public Accountants
Florida Institute of Certified Public Accountants

Herman V. Lazzara Stephen G. Douglas
Marc D. Sasser Michael E. Helton
Sam A. Lazzara Christopher F. Terrigno
Kevin R. Bass James K. O'Connor
Jonathan E. Stein
Cesar J. Rivero, of Counsel
Richard B. Gordimer, of Counsel

INDEPENDENT AUDITORS' REPORT

Distinguished Members of the Authority
Tampa-Hillsborough County Expressway Authority

Report on the Financial Statements

We have audited the accompanying financial statements of the Tampa-Hillsborough County Expressway Authority (the "Authority") as of and for the years ended June 30, 2016 and 2015, and the related notes to the financial statements, which collectively comprise the Authority'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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the 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 respective financial position of the Authority as of June 30, 2016 and 2015 and the respective changes in net position, and cash flows thereof for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

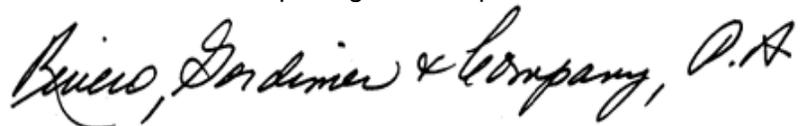
Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis (pages 2 - 6) Trend Data on Infrastructure Condition (page 37) and pension schedules (pages 38 - 39) be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying schedule of expenditures of state financial assistance, as required by Chapter 10.550, *Rules of the Auditor General*, is presented for purposes of additional analysis and is not a required part of the financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the schedule of expenditures of state financial assistance is fairly stated in all material respects in relation to the basic financial statements as a whole.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated December 12, 2016, on our consideration of the Authority's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Authority's internal control over financial reporting and compliance.



Tampa, Florida
December 12, 2016

Tampa-Hillsborough County Expressway Authority

STATEMENTS OF NET POSITION

June 30,

	<u>2016</u>	<u>2015</u>
ASSETS AND DEFERRED OUTFLOWS OF RESOURCES		
CURRENT ASSETS		
Cash and cash equivalents (notes B2 and C)	\$ 2,699,662	\$ 2,360,315
Restricted cash and investments to meet current liabilities	16,649,655	15,026,434
Investments (notes B3 and C)	<u>10,963,208</u>	<u>10,835,123</u>
Total current assets	<u>30,312,525</u>	<u>28,221,872</u>
RESTRICTED ASSETS		
Investments (notes B3 and C)	142,749,419	109,177,152
Accrued interest receivable (note B4)	24,059	5,991
Accounts receivable - tolls (note B4)	14,487,785	9,603,320
Due from governmental agencies (note B4)	1,891,400	1,400,016
Grant receivable	-	87,401
Total restricted assets	<u>159,152,663</u>	<u>120,273,880</u>
PROPERTY AND EQUIPMENT - net of accumulated depreciation (notes B10, B11 and D)		
Capital assets not being depreciated:		
Infrastructure	730,768,705	730,743,277
Capital assets net of accumulated depreciation:		
Buildings and improvements	6,333,907	6,469,288
Furniture and equipment	5,130,273	5,205,999
Vehicles	<u>12,197</u>	<u>22,097</u>
Total property and equipment	<u>742,245,082</u>	<u>742,440,661</u>
CONSTRUCTION IN PROGRESS (notes B9, B12, D, and I)	<u>7,624,997</u>	<u>3,893,167</u>
TOTAL ASSETS	<u>939,335,267</u>	<u>894,829,580</u>
DEFERRED OUTFLOWS OF RESOURCES (note B13)	<u>29,836,943</u>	<u>31,617,407</u>
TOTAL ASSETS AND DEFERRED OUTFLOWS OF RESOURCES	<u>\$ 969,172,210</u>	<u>\$ 926,446,987</u>

	<u>2016</u>	<u>2015</u>
LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND NET POSITION		
CURRENT LIABILITIES FROM UNRESTRICTED ASSETS		
Accounts payable	\$ 157,183	\$ 128,533
Accrued expenses	432,153	319,667
	<u>589,336</u>	<u>448,200</u>
CURRENT LIABILITIES FROM RESTRICTED ASSETS		
Accounts, contracts and retainage payable (note B6)	1,201,352	665,592
Settlement payable (note K)	1,437,042	1,680,398
Current portion of revenue bonds payable (note E)	3,530,000	1,850,000
Current portion of governmental agencies payable (note E)	605,196	947,167
Interest payable	9,871,065	9,883,275
Deferred revenue	5,000	-
Total current liabilities payable from restricted assets	<u>16,649,655</u>	<u>15,026,432</u>
LONG-TERM DEBT due after one year (note E)		
Revenue bonds payable	474,684,330	479,733,371
Due to governmental agencies	213,833,834	214,191,383
Settlement payable - net of discount (note K)	-	1,437,042
Total long-term debt	<u>688,518,164</u>	<u>695,361,796</u>
PENSION LIABILITY (Note G)	<u>1,490,803</u>	<u>902,396</u>
DEFERRED INFLOWS OF RESOURCES (note B14)	<u>249,552</u>	<u>710,053</u>
Total liabilities and deferred inflows of resources	<u>707,497,510</u>	<u>712,448,877</u>
NET POSITION		
Invested in capital assets, net of related debt	161,894,415	154,477,051
Restricted - capital projects	70,154,160	35,111,639
Restricted - operation, maintenance and administrative reserve	16,452,039	11,558,995
Unrestricted	13,174,086	12,850,425
Total net position	<u>261,674,700</u>	<u>213,998,110</u>
TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND NET POSITION	<u>\$ 969,172,210</u>	<u>\$ 926,446,987</u>

The accompanying notes are an integral part of these general purpose financial statements.

Tampa-Hillsborough County Expressway Authority

STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET POSITION

For the year ended June 30,

	<u>2016</u>	<u>2015</u>
Toll revenues	<u>\$ 80,118,452</u>	<u>\$ 68,210,122</u>
Operating expenses		
Operations	4,973,165	4,624,367
Maintenance	2,925,092	2,919,319
Renewal and replacement	870,896	1,150,214
Depreciation	1,043,488	900,044
Other expenses	693,747	338,135
Total operating expenses	<u>10,506,388</u>	<u>9,932,079</u>
General and administrative expenses		
Payroll expense	2,382,107	2,137,077
Outside services	951,911	849,850
Occupancy and office expense	433,715	406,858
Total general and administrative expenses	<u>3,767,733</u>	<u>3,393,785</u>
Income from operations	<u>65,844,331</u>	<u>54,884,258</u>
Non-operating revenues (expenses)		
Investment income	444,276	612,918
Net increase (decrease) in the fair value of investments	224,461	(120,411)
Miscellaneous revenue	819,352	822,463
Interest expense	(20,444,800)	(20,555,861)
Total non-operating expenses	<u>(18,956,711)</u>	<u>(19,240,891)</u>
Income before capital grants	46,887,620	35,643,367
Capital grants	<u>788,970</u>	<u>1,244,573</u>
Increase in net position	47,676,590	36,887,940
Net position at beginning of year	<u>213,998,110</u>	<u>177,110,170</u>
Net position at end of year	<u>\$ 261,674,700</u>	<u>\$ 213,998,110</u>

The accompanying notes are an integral part of these general purpose financial statements.

Tampa-Hillsborough County Expressway Authority

STATEMENTS OF CASH FLOWS

For the year ended June 30,

	<u>2016</u>	<u>2015</u>
Operating activities		
Receipts from customers	\$ 75,233,988	\$ 63,908,247
Payments to suppliers	(10,792,101)	(10,729,124)
Payments to employees	<u>(2,269,625)</u>	<u>(2,142,345)</u>
Net cash provided by operating activities	<u>62,172,262</u>	<u>51,036,778</u>
Non-capital financing activities		
Miscellaneous non-operating revenue	<u>819,352</u>	<u>822,464</u>
Capital and related financing activities		
Acquisition and construction of capital assets	(4,558,136)	(3,841,827)
Proceeds from governmental advances	-	3,716,563
Repayment of governmental advances	(699,519)	(2,498,731)
Interest paid on revenue bonds	(19,754,340)	(19,766,551)
Payments on bonds payable	(1,850,000)	-
Cash proceeds from grant	882,633	1,263,851
Payments on settlement payable	<u>(2,000,000)</u>	<u>(1,000,000)</u>
Net cash used by capital and related financing activities	<u>(27,979,362)</u>	<u>(22,126,695)</u>
Investing activities		
Purchase of investments, net	(35,926,606)	(30,368,920)
Interest received on investments	<u>426,208</u>	<u>613,717</u>
Net cash used by investing activities	<u>(35,500,398)</u>	<u>(29,755,203)</u>
Net decrease in cash	(488,146)	(22,656)
Cash and cash equivalents at beginning of year	<u>5,945,081</u>	<u>5,967,737</u>
Cash and cash equivalents at end of year	<u>\$ 5,456,935</u>	<u>\$ 5,945,081</u>
Cash and cash equivalents - unrestricted	\$ 2,699,662	\$ 2,360,315
Cash and cash equivalents - restricted for current liabilities	<u>2,757,273</u>	<u>3,584,766</u>
Cash and cash equivalents at end of year	<u>\$ 5,456,935</u>	<u>\$ 5,945,081</u>

Tampa-Hillsborough County Expressway Authority

STATEMENTS OF CASH FLOWS - CONTINUED

For the year ended June 30,

	<u>2016</u>	<u>2015</u>
Reconciliation of operating income to net cash provided by operating activities		
Income from operations	<u>\$ 65,844,331</u>	<u>\$ 54,884,258</u>
Adjustments to reconcile income from operations to net cash provided by operating activities		
Depreciation	1,043,488	900,044
Loss on disposal of assets	-	4,559
Changes in assets and liabilities		
Accounts receivable - tolls	(4,884,465)	(4,301,875)
Due from governmental agencies	(491,384)	(266,181)
Accounts payable	542,806	50,408
Deferred revenue	5,000	(229,167)
Other liabilities	112,486	(5,268)
Total adjustments	<u>(3,672,069)</u>	<u>(3,847,480)</u>
Net cash provided by operating activities	<u>\$ 62,172,262</u>	<u>\$ 51,036,778</u>

The accompanying notes are an integral part of these general purpose financial statements.

NOTES TO GENERAL PURPOSE FINANCIAL STATEMENTS

Tampa-Hillsborough County Expressway Authority

NOTES TO GENERAL PURPOSE FINANCIAL STATEMENTS

June 30, 2016 and 2015

NOTE A - ORGANIZATION AND REPORTING ENTITY

Tampa-Hillsborough County Expressway Authority (the "Authority") was created as a body politic, corporate, and an agency of the State of Florida, under Chapter 348, Part IV, Sections 348.50, et seq., Florida Statutes, effective July 1, 1974. It was created for the purposes of and having the power to construct, reconstruct, improve, extend, repair, maintain and operate the expressway system within Hillsborough County, Florida.

The Authority's governing body consists of a board of seven members (the "Board"). Four members are appointed by the Governor of the State of Florida, subject to confirmation by the State Senate. Serving as ex-officio members are: the Mayor of the City of Tampa, Florida (the "City"), or his/her designee; one member of the Board of County Commissioners of Hillsborough County, Florida (the "County"), selected by such board; and, the District Secretary of the Florida Department of Transportation ("FDOT") serving the district that contains the County, currently District Seven.

The Authority has been determined to be an "Independent Special District", as described in Section 189.403, Florida Statutes, and is a "Related Organization" of the State of Florida, which is referred to as the "Primary Government." The State of Florida appoints a voting majority of the board, but does not have financial accountability.

The Authority is a stand-alone entity for financial reporting purposes; there are no component units included in the accompanying financial statements, and the Authority is not considered a component unit of another entity.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of the Authority's significant accounting policies consistently applied in the preparation of the accompanying general purpose financial statements follows:

1. Basis of Accounting

The Authority prepares its financial statements on a Proprietary Fund basis using an Enterprise Fund to account for all activities of the Authority. An Enterprise Fund is used to account for operations that are similar to a private business enterprise in those revenues, expenses including depreciation, and changes in net assets are reported. The Authority's revenues and expenses are recognized on the accrual basis of accounting, i.e., revenues are recorded when earned and expenses are recorded when incurred.

The Authority has elected under Governmental Accounting Standards Board (GASB) Statement No. 20 to follow GASB pronouncements and non-conflicting Financial Accounting Standards Board (FASB) statements and interpretations issued prior to November 30, 1989.

2. Cash and Cash Equivalents

Cash and investments with a maturity of three months or less when purchased are considered cash equivalents.

Tampa-Hillsborough County Expressway Authority

NOTES TO GENERAL PURPOSE FINANCIAL STATEMENTS - CONTINUED

June 30, 2016 and 2015

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

3. Investments

Investments consist of deposits in investment pools and specific accounts maintained by the Treasurer of the State of Florida and commercial banks.

4. Accounts Receivable

On September 17, 2010 the Authority converted the Selmon Expressway to all electronic tolling. Tolls are collected through the use of either SunPass or Video Toll Collection (VTC). VTC utilizes cameras to record license plate images and a bill for the tolls is sent to the registered owner of the vehicle. The unpaid tolls are recorded as an accounts receivable.

The Authority records accounts receivable at estimated net realizable value. Accordingly, accounts receivable at June 30, 2016 and 2015 are shown net of allowances for doubtful accounts. The Authority has set their allowance for doubtful accounts at approximately \$5,363,000 and \$3,291,000 at June 30, 2016 and 2015, respectively.

5. Debt Service Payments

Debt service payments of principal are recorded at the time funds are disbursed to the paying agent while interest is recorded in the period it relates to. Funds disbursed to the paying agent are no longer under the control of the Authority and cannot be retrieved by the Authority. Principal payments are due on July 1 of each year. Interest payments are due on each January 1 and July 1. In effect, debt service payments of principal will not be recorded until paid, but interest will be recorded and accrued for the amount due on July 1, at the end of the fiscal year.

6. Retainage Payable

Retainage payable represents amounts billed to the Authority by contractors for which payment is not due pursuant to retained percentage provisions in construction contracts until substantial completion of performance by contractor and acceptance by the Authority.

7. Bond Premiums and Discounts

Bond premiums and discounts are amortized over the life of the related bond issued, which approximates the effective interest method. Bond premiums and discounts are presented as an addition and a reduction, respectively to the bond payable balances.

8. Construction in Progress

Costs associated with the construction of new infrastructure assets or betterments of existing infrastructure assets are recorded as construction in progress. Upon completion of construction or betterment of an asset, the construction in progress account is closed to the infrastructure asset account.

Tampa-Hillsborough County Expressway Authority

NOTES TO GENERAL PURPOSE FINANCIAL STATEMENTS - CONTINUED

June 30, 2016 and 2015

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

9. Property and Equipment

Infrastructure assets, roadways and bridges, are recorded at historical cost, including the costs of right of way, engineering fees, and construction cost. Furniture and equipment, including toll collection equipment, are recorded at historical cost plus the cost of installation for toll collection equipment. The Authority capitalizes asset acquisitions over \$5,000.

10. Depreciation

Depreciation of toll equipment, buildings, toll facilities, and furniture and equipment is computed using the straight-line method over the estimated useful lives of the assets as follows:

Buildings	36 years
Electronic toll collection equipment	5 - 10 years
Furniture and equipment	5 years
Computers and software	3 years

The preservation method of accounting is used for infrastructure assets; roads, bridges and other highway improvements with indefinite lives. It is the policy of the Authority that all necessary actions will be taken to ensure that its infrastructure assets will be maintained, repaired, renewed and, when needed, replaced so as to last indefinitely. Depreciation is not recorded as long as the infrastructure assets are maintained at the level established by the Authority. In the event the infrastructure assets of the expressway system fall below acceptable standards of condition established by the policy, a special "contra asset" account will be established against the capital asset that was determined to be deficient in an amount equal to the cost required to restore the asset to an acceptable standard. The Authority's consulting engineer is required to provide a cost estimate of the amount required to bring the asset up to the established standard. Routine maintenance costs and renewal and replacement costs, since they are needed to preserve the value of existing infrastructure assets, are expensed annually. This treatment is consistent with practices of other similar entities within the toll bridge, turnpike and tunnel industry.

11. Capitalized Interest

Interest costs on funds borrowed to finance the construction of property and equipment during the period of construction, net of interest income, are capitalized and, if the related asset is a depreciable asset, depreciated over the life of the asset. There were no interest costs capitalized for the years ended June 30, 2016 and 2015, respectively.

Tampa-Hillsborough County Expressway Authority

NOTES TO GENERAL PURPOSE FINANCIAL STATEMENTS - CONTINUED

June 30, 2016 and 2015

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

12. Deferred Outflows of Resources

The Deferred Outflows of Resources on refunding of revenue bonds is the difference between the reacquisition price and the net carrying amount of refunded bonds presented on the statement of net position at June 30, 2016 and 2015 as a deferred outflow of resources in the amounts of \$28,858,873 and \$30,760,980, respectively. The amortization period of deferred refunding losses, is the remaining life of the old debt or the life of the new debt, whichever is shorter.

The Deferred Outflows of Resources on the pension liability relates to pre-payments of future pension contributions and other proportionate share changes of the pension liability since the last measurement date. This totaled \$978,070 and \$856,427 for the years ended June 30, 2016 and 2015, respectively.

13. Deferred Inflows of Resources

The Deferred Inflows of Resources on the pension liability relates to differences between expected and actual earnings on pension investments. This totaled \$249,552 and \$710,053 at June 30, 2016 and 2015, respectively.

14. Restricted Funds

When both restricted and unrestricted resources are available for use, it is the Authority's policy to use restricted resources first and then unrestricted resources when they are needed.

15. Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the use of estimates that affect certain reported amounts and disclosures. These estimates are based on management's knowledge and experience. Accordingly, actual results could differ from these estimates.

16. Operating Revenues and Expenses

The Authority's operating revenues and expenses consist of revenues earned and expenses incurred relating to the operations and maintenance of the Expressway System. All other revenues and expenses are reported as non-operating revenues and expenses.

17. Budgets and Budgetary Accounting

The Authority follows the following procedures in establishing budgetary data:

The Authority's operating budget is recommended by the Finance and Budget Committee of the Authority's governing board. The budget is based upon a review of current revenues and expenditures and the projected future funding needs of the Authority for administration, operations, maintenance, and the annual approved work program. The budget is then approved by the Authority's governing board.

Tampa-Hillsborough County Expressway Authority

NOTES TO GENERAL PURPOSE FINANCIAL STATEMENTS - CONTINUED

June 30, 2016 and 2015

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

The Authority's renewal and replacement and capital improvement projects budget is recommended by the Finance and Budget Committee of the Authority's governing board, based on the first year of the submitted five-year capital projects program.

NOTE C - CASH AND INVESTMENTS

The total carrying amounts of the Authority's cash and investments (unrestricted and restricted) was \$172,988,085 and \$137,549,625 with a fair value of \$173,061,944 and \$137,399,024 at June 30, 2016 and 2015, respectively. Cash consists of deposits with the Florida State Treasurer and commercial banks at June 30, 2016 and 2015. Investments are reported at fair value in the accompanying financial statements.

Deposits are maintained with commercial banks that are organized under the laws of the United States of America or the State of Florida, and are insured by the Federal Deposit Insurance Corporation to legal limits. Security for deposits in excess of insured levels is provided by the requirements of the "Florida Security for Public Deposits Act", Chapter 280, Florida Statutes. In accordance with these statutes, qualified public depositories are required to pledge eligible collateral in varying percentages. Any losses to public depositors are covered by applicable deposit insurance, by the sale of pledged securities, and if necessary, by assessments against other qualified public depositories.

The following is the percent of any issuer with whom the Authority had invested more than 5% of the Authority's total portfolio as of June 2016 and 2015:

<u>Issuer</u>	<u>2016</u>	<u>2015</u>
Federated Treasury obligations	4.40%	5.60%
Morgan Stanley Institutional Liquidation	92.80%	91.00%

Section 218.415, Florida Statutes, authorizes the Authority to invest surplus funds in the following:

- a. The Local Government Surplus Funds Trust Fund or any intergovernmental investment pool authorized pursuant to the Florida Interlocal Cooperation Act of 1969, as provided in Florida Statute 163.01.
- b. Securities and Exchange Commission registered money market funds with the highest credit quality rating from a nationally recognized rating agency.
- c. Interest bearing time deposits or savings accounts in qualified public depositories, as defined in Florida Statutes 280.02.
- d. Direct obligations of the U.S. Treasury.

Tampa-Hillsborough County Expressway Authority

NOTES TO GENERAL PURPOSE FINANCIAL STATEMENTS - CONTINUED

June 30, 2016 and 2015

NOTE C - CASH AND INVESTMENTS - Continued

All investments held by the Florida Treasury Investment Pool at June 30, 2016 and 2015 were categorized as category 3 investments, were uninsured and unregistered, and were held by the Authority's custodian, but not in the Authority's name. The Florida Treasury Investment Pool was rated by Standard and Poors as A+f at June 30, 2016 and 2015. Additionally, the effective duration on the Florida Treasury Investment Pool is 2.61 years and 2.67 years at June 30, 2016 and 2015, respectively.

As of June 30, 2016 and 2015, \$4,654,179 and \$4,532,832, respectively, was collateralized by the State of Florida collateral pool, which is a multiple financial institution pool with the ability to assess its members for collateral shortfalls if any of its member institutions fail. Required collateral is defined under Chapter 280 of the Florida Statutes, Security for Public Deposits.

As of June 30, 2016 and 2015, other than the investments in the Florida Treasury Investment Pool, all of the investments are in the Authority's name.

Certain cash and investments totaling and carried at \$159,385,362 and \$124,359,687, with a fair value of \$159,394,075 and \$124,203,586 as of June 30, 2016 and 2015, respectively, are restricted as to their use by agreements or bond covenants.

The Authority categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. 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.

Money market funds and certificates of deposits; Consist of cash deposits with financial institutions and money market funds. The Authority uses quoted market prices of identical assets on active exchanges, or Level 1 measurements.

Investments: Primarily consist of fixed income funds. The Authority uses quoted market prices of identical assets on active exchanges, or Level 1 measurements.

The methods described above may produce a fair value calculation that may not be indicative of the net realizable value or reflective of future fair values. Furthermore, while the Authority believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Authority's investments at fair value as of:

Tampa-Hillsborough County Expressway Authority

NOTES TO GENERAL PURPOSE FINANCIAL STATEMENTS - CONTINUED

June 30, 2016 and 2015

NOTE C - CASH AND INVESTMENTS - Continued

<u>June 30, 2016</u>	<u>Fair Value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Investments				
Cash and cash equivalents	\$ 10,041	\$ 10,041	\$ -	\$ -
Short term investments	100,669,375	96,080,812	4,588,563	-
Commercial paper/repo agreements	20,859,543	20,859,543	-	-
Total short term	121,538,959	116,950,396	4,588,563	-
Fixed				
US Government obligations	46,066,050	46,066,050	-	-
Total	<u>\$ 167,605,009</u>	<u>\$ 163,016,446</u>	<u>\$ 4,588,563</u>	<u>\$ -</u>
<u>June 30, 2015</u>	<u>Fair Value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Investments				
Cash and cash equivalents	\$ 497	\$ 497	\$ -	\$ -
Short term investments	66,372,116	61,839,284	4,532,832	-
Commercial paper/repo agreements	15,945,880	15,945,880	-	-
Total short term	82,318,493	77,785,661	4,532,832	-
Fixed				
US Government obligations	49,135,450	49,135,450	-	-
Total	<u>\$ 131,453,943</u>	<u>\$ 126,921,111</u>	<u>\$ 4,532,832</u>	<u>\$ -</u>

NOTE D - PROPERTY AND EQUIPMENT AND CONSTRUCTION IN PROGRESS

Changes in property and equipment and construction in progress during the years ended June 30, 2016 and 2015 consist of the following:

	<u>June 30, 2015</u>	<u>Additions</u>	<u>Deletions</u>	<u>June 30, 2016</u>
Assets subject to depreciation				
Buildings and improvements	\$ 10,525,638	\$ 152,188	\$ -	\$ 10,677,826
Furniture and equipment	26,729,197	670,293	-	27,399,490
Vehicle	56,619	-	-	56,619
	37,311,454	822,481	-	38,133,935
Less accumulated depreciation	(25,614,070)	(1,043,488)	-	(26,657,558)
	11,697,384	(221,007)	-	11,476,377
Assets not subject to depreciation				
Infrastructure	730,743,277	25,428	-	730,768,705
Total property and equipment	<u>\$ 742,440,661</u>	<u>\$ (195,579)</u>	<u>\$ -</u>	<u>\$ 742,245,082</u>
Construction in progress	<u>\$ 3,893,167</u>	<u>\$ 3,931,400</u>	<u>\$ (199,570)</u>	<u>\$ 7,624,997</u>

Tampa-Hillsborough County Expressway Authority

NOTES TO GENERAL PURPOSE FINANCIAL STATEMENTS - CONTINUED

June 30, 2016 and 2015

NOTE D - PROPERTY AND EQUIPMENT AND CONSTRUCTION IN PROGRESS - Continued

	<u>June 30, 2014</u>	<u>Additions</u>	<u>Deletions</u>	<u>June 30, 2015</u>
Assets subject to depreciation				
Buildings and improvements	\$ 10,525,638	\$ -	\$ -	\$ 10,525,638
Furniture and equipment	24,957,565	1,771,632	-	26,729,197
Vehicle	56,619	-	-	56,619
	<u>35,539,822</u>	<u>1,771,632</u>	<u>-</u>	<u>37,311,454</u>
Less accumulated depreciation	<u>(24,714,026)</u>	<u>(900,044)</u>	<u>-</u>	<u>(25,614,070)</u>
	10,825,796	871,588	-	11,697,384
Assets not subject to depreciation				
Infrastructure	699,476,011	31,267,266	-	730,743,277
	<u>\$ 710,301,807</u>	<u>\$ 32,138,854</u>	<u>\$ -</u>	<u>\$ 742,440,661</u>
Construction in progress	<u>\$ 33,073,200</u>	<u>\$ 3,784,787</u>	<u>\$ (32,964,820)</u>	<u>\$ 3,893,167</u>

NOTE E - LONG-TERM DEBT

Long-term debt consists of revenue bonds payable and amounts due to other governmental entities, as follows:

1. Revenue Bonds Payable

The Authority issued \$334,165,000 in Tampa-Hillsborough County Expressway Authority Refunding Revenue Bonds, Series 2012A and 2012B; \$40,420,000 in Tampa-Hillsborough County Expressway Authority Taxable Revenue Bonds, Series 2012C; and \$70,105,000 in Tampa-Hillsborough County Expressway Authority Taxable Refunding Revenue Bonds, Series 2012D during the year ended June 30, 2013. The funds were used to refund the Series 2002 and Series 2005 bonds; payoff the SIB and TFRTF loans; fund the Authority's portion of the I-4/Selmon Connector project and the AET conversion; and fund reserves for debt service, operations, maintenance and administration and renewal and replacement.

Tampa-Hillsborough County Expressway Authority

NOTES TO GENERAL PURPOSE FINANCIAL STATEMENTS - CONTINUED

June 30, 2016 and 2015

NOTE E - LONG-TERM DEBT - Continued

Bonds payable as of June 30, 2016 are as follows:

Series 2012A bonds payable		
Serial bonds due from July 1, 2016 through July 1, 2032, bearing interest from 3.00% to 5.00%		\$ 97,850,000
Term bonds due July 1, 2037, bearing interest at 5.00%		93,035,000
Term bonds due July 1, 2037, bearing interest at 4.00%		<u>1,550,000</u>
		<u>192,435,000</u>
Series 2012B bonds payable		
Term bonds due July 1, 2042, bearing interest at 5.00%		<u>141,730,000</u>
Series 2012C bonds payable		
Serial bonds (taxable) due from July 1, 2015 through July 1, 2021, bearing interest from 1.32% to 3.04%		<u>38,570,000</u>
Series 2012D bonds payable		
Serial bonds (taxable) due from July 1, 2021 through July 1, 2026, bearing interest from 3.04% to 3.84%		<u>70,105,000</u>
Total bonds payable		442,840,000
Plus unamortized premium		<u>35,374,330</u>
		478,214,330
Less current portion		<u>(3,530,000)</u>
		<u>\$ 474,684,330</u>

The Series 2012 bonds are secured by a pledge of, and lien on, the net system revenues of the expressway system less the cost of operations, maintenance, and administrative expenses. Debt service requirements to maturity at June 30, 2016 are as follows:

	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2017	\$ 3,530,000	\$ 19,686,004	\$ 23,216,004
2018	5,175,000	19,593,371	24,768,371
2019	6,790,000	19,442,633	26,232,633
2020	8,450,000	19,232,228	27,682,228
2021	10,210,000	18,942,264	29,152,264
2022 - 2026	62,160,000	88,711,769	150,871,769
2027 - 2031	75,255,000	74,471,500	149,726,500
2032 - 2036	94,210,000	54,086,200	148,296,200
2037 - 2041	120,165,000	26,823,050	146,988,050
2042 - 2043	<u>56,895,000</u>	<u>1,457,000</u>	<u>58,352,000</u>
	<u>\$ 442,840,000</u>	<u>\$ 342,446,019</u>	<u>\$ 785,286,019</u>

Tampa-Hillsborough County Expressway Authority

NOTES TO GENERAL PURPOSE FINANCIAL STATEMENTS - CONTINUED

June 30, 2016 and 2015

NOTE E - LONG-TERM DEBT - Continued

The Division of Bond Finance issued \$88,075,000 and \$326,625,000 State of Florida Tampa-Hillsborough County Expressway Authority Revenue Bonds on behalf of the Authority on March 14, 2002, and July 28, 2005, respectively. The 2005 proceeds were used to pay a portion of the costs of completing the acquisition and construction of the Reversible Lanes Project, to repay interim loans from the Florida Department of Transportation - State Transportation Trust Fund of \$110 million, and to refund bonds issued in 1997.

The refunding portion of the 2005 bonds, together with other legally available moneys, will be used to refund the State of Florida, Tampa-Hillsborough County Expressway Authority Revenue Bonds, Series 1997 maturing in the years 2008 through 2027, inclusive, in the outstanding principal amount of \$112,110,000.

The Series 2002 and Series 2005 bonds payable were refunded during the year ended June 30, 2013.

2. Debt Service Reserve Requirements

The Authority has established two Debt Service Reserve Accounts; the 2012 A/B Reserve Subaccount and the 2012 C/D Reserve Subaccount. Amounts deposited into the accounts equal the Maximum Annual Debt Service for the Series 2012 bonds and are pledged solely to secure repayment of the bond issue.

The balance of these accounts is as follows at June 30,:

	<u>2016</u>	<u>2015</u>
2012 A/B Reserve	\$ 16,558,242	\$ 16,508,264
2012 C/D Reserve	<u>14,459,476</u>	<u>14,407,769</u>
	<u>\$ 31,017,718</u>	<u>\$ 30,916,033</u>

3. Due to Other Governmental Agencies

The Authority is indebted to other governmental entities as follows at June 30,:

	<u>2016</u>	<u>2015</u>
Due to State of Florida - FDOT	\$ 200,074,889	\$ 200,432,438
Due to State of Florida - FDOT State Transportation Trust Fund	13,758,945	13,758,945
Due to other governments	<u>605,196</u>	<u>947,167</u>
	214,439,030	215,138,550
Less current portion	<u>(605,196)</u>	<u>(947,167)</u>
	<u>\$ 213,833,834</u>	<u>\$ 214,191,383</u>

Tampa-Hillsborough County Expressway Authority

NOTES TO GENERAL PURPOSE FINANCIAL STATEMENTS - CONTINUED

June 30, 2016 and 2015

NOTE E - LONG-TERM DEBT - Continued

The amounts due to State of Florida - FDOT resulted from payments of operations and maintenance costs of the expressway system for the year ended June 30, 2013 and prior which occurred under the Lease Purchase Agreement (LPA) with FDOT from November 18, 1997 - December 20, 2012. The LPA was terminated on December 20, 2012. The Authority agreed to pay FDOT in twenty annual installments beginning July 1, 2025.

The amount due State of Florida - FDOT - State Transportation Trust Fund resulted from advances made to the Authority for the purposes under Section 339.08(2)(g), Florida Statutes, as interim financing for future projects. The amount owed at June 30, 2016 and 2015 was \$12,034,945. The Authority has also negotiated a \$1.724 million interest free loan. These loans are payable in twenty annual installments beginning July 1, 2025.

The following is long-term debt activity for the years ended June 30, 2016 and 2015:

2016	June 30, 2015	Additions	Deletions	June 30, 2016	Due within one year
Revenue bonds					
Series 2012A	\$ 192,435,000	\$ -	\$ -	\$ 192,435,000	\$ -
Series 2012B	141,730,000	-	-	141,730,000	-
Series 2012C	40,420,000	-	-	40,420,000	3,530,000
Series 2012D	70,105,000	-	(1,850,000)	68,255,000	-
	444,690,000	-	(1,850,000)	442,840,000	3,530,000
Add unamortized bond premium	36,893,371		(1,519,041)	35,374,330	-
Revenue bonds payable - net of premium	481,583,371	-	(3,369,041)	478,214,330	3,530,000
Due to other governments					
FDOT Long Term Debt	200,432,438	-	(357,549)	200,074,889	-
State Transportation Trust Fund Loan	13,758,945	-	-	13,758,945	-
Other due to governments	947,167	605,196	(947,167)	605,196	605,196
Total due to other governments	215,138,550	605,196	(1,304,716)	214,439,030	605,196
Settlement payable	3,117,440	-	(1,680,398)	1,437,042	1,437,042
Total long-term debt	\$ 699,839,361	\$ 605,196	\$ (6,354,155)	\$ 694,090,402	\$ 5,572,238

Tampa-Hillsborough County Expressway Authority

NOTES TO GENERAL PURPOSE FINANCIAL STATEMENTS - CONTINUED

June 30, 2016 and 2015

NOTE E - LONG-TERM DEBT - Continued

<u>2015</u>	<u>June 30, 2014</u>	<u>Additions</u>	<u>Deletions</u>	<u>June 30, 2015</u>	<u>Due within one year</u>
Revenue bonds					
Series 2012A	\$ 192,435,000	\$ -	\$ -	\$ 192,435,000	\$ -
Series 2012B	141,730,000	-	-	141,730,000	-
Series 2012C	40,420,000	-	-	40,420,000	1,850,000
Series 2012D	70,105,000	-	-	70,105,000	-
	444,690,000	-	-	444,690,000	1,850,000
Add unamortized bond premium	38,412,411		(1,519,040)	36,893,371	-
Revenue bonds payable - net of premium	483,102,411	-	(1,519,040)	481,583,371	1,850,000
Due to other governments					
FDOT Long Term Debt	199,778,302	2,769,396	(2,115,260)	200,432,438	-
State Transportation Trust Fund Loan	13,758,945	-	-	13,758,945	-
Other due to governments	383,471	947,167	(383,471)	947,167	947,167
Total due to other governments	213,920,718	3,716,563	(2,498,731)	215,138,550	947,167
Settlement payable	3,711,197	-	(593,757)	3,117,440	1,680,398
Total long-term debt	\$ 700,734,326	\$ 3,716,563	\$ (4,611,528)	\$ 699,839,361	\$ 4,477,565

NOTE F - COMPENSATED ABSENCES

It is the Authority's policy to permit employees to accumulate earned, but unused vacation and sick leave, which will be paid to employees as of the statement of net position date, or upon retirement from the Authority. The liability for unpaid compensated absences was \$363,759 and \$276,111 at June 30, 2016 and 2015, respectively.

NOTE G - DEFINED BENEFIT PLANS

State of Florida Retirement System (FRS)

All permanent employees of the Authority participate in the State of Florida Retirement System (the "FRS"), a multiple-employer cost sharing defined benefit retirement plan or defined contribution retirement plan, administered by the Florida Department of Administration, Division of Retirement. As a general rule, membership in the FRS is compulsory for all employees working in a regular established position for a state agency, county government, district school board, state university, community college or a participating city or special district within the State of Florida. The FRS provides retirement and disability benefits, annual cost-of-living adjustments and death benefits to plan members and beneficiaries. Employees are classified in either the regular service class or the senior management service class ("SMSC"). The senior management service class is for members who fill the senior level management positions.

Tampa-Hillsborough County Expressway Authority

NOTES TO GENERAL PURPOSE FINANCIAL STATEMENTS - CONTINUED

June 30, 2016 and 2015

NOTE G - DEFINED BENEFIT PLANS - Continued

Benefits are established by Chapter 121, Florida Statutes, and Chapter 60S, Florida Administrative Code. Amendments to the law can be made only by an act of the Florida Legislature.

Employees may participate in the Public Employee Optional Retirement Program (the "Investment Plan"), a defined contribution retirement program, in lieu of participation in the defined benefit retirement plan ("Pension Plan"). If the Investment Plan is elected, active membership in the defined benefit retirement plan is terminated. Eligible members of the Investment Plan are vested at one year of service and receive a contribution for self-direction in an investment product with a third party administrator selected by the State Board of Administration. The contribution rates for the years ended June 30, 2016 and 2015 were 7.26% and 7.37%, respectively, for regular class and 21.43% and 21.14% for senior management class, respectively.

For employees in the Pension Plan, benefits are computed on the basis of age, average final compensation and service credit. Regular class and senior management class employees who were enrolled in the FRS prior to July 1, 2011 and retire at or after age 62 with at least six years of credited service or 30 years of service, regardless of age, are entitled to a retirement benefit payable monthly for life, based on their final average compensation of their five highest fiscal years of pay for each year of credited service. Employees enrolled on or after July 1, 2011 and who retire at or after age 65 with at least eight years of credited service, or 33 years of service, regardless of age, are entitled to a retirement benefit payable monthly for life, as explained above, based on their eight highest fiscal years of pay. Using their date of enrollment as a basis, vested employees with less than the minimum years of service may retire before the minimum age and receive reduced retirement benefits.

In addition to the above benefits, the FRS administers a Deferred Retirement Option Program ("DROP"). This program allows eligible employees to defer receipt of monthly retirement benefit payments while continuing employment with a Florida Retirement System employer for a period not to exceed 60 months after electing to participate. Deferred monthly benefits are held in the FRS Trust Fund and accrue interest.

Starting on July 1, 2011, Chapter 2011-68 of the Laws of Florida required members of the FRS not enrolled in DROP to contribute 3% of their salary to their retirement. Governmental employers are required to make contributions to the FRS based on statewide contribution rates. For the year ended June 30, 2016, the contribution rate applied to regular employee salaries was 7.26%, including 1.66% for a post-retirement health insurance subsidy ("HIS"). For the year ended June 30, 2015, the contribution rate was 7.37%, which included 1.26% for HIS. The fiscal year 2016 contribution rate applied to senior management salaries was 21.43%, including 1.66% HIS. For the year ended June 30, 2015 contribution rate was 21.14%, which included 1.26% for HIS. For the year ended June 30, 2016 contribution rate applied to the salaries of the employees in DROP was 12.88%, including 1.66% for HIS. For the year ended June 30, 2015 contribution rate was 12.28%, which included 1.26% for HIS. The total contributions for employees covered by the Pension Plan for the years ended June 30, 2016 and 2015 was \$230,975 and \$226,970, respectively.

Tampa-Hillsborough County Expressway Authority

NOTES TO GENERAL PURPOSE FINANCIAL STATEMENTS - CONTINUED

June 30, 2016 and 2015

NOTE G - DEFINED BENEFIT PLANS - Continued

The Authority also participates in a Deferred Compensation plan (the "Plan") for public employees of the State of Florida, under Section 457 of the Internal Revenue Code, covering substantially all of its employees. The Authority's contributions to the Plan are based upon the employee's salaries. Contributions of \$53,017 and \$51,787 were made to the Plan for the year ended June 30, 2016 and 2015, respectively.

Health Insurance Subsidy (HIS) Program

The Retiree Health Insurance Subsidy (HIS) Program is a cost-sharing, multiple-employer defined benefit pension plan established and administrated in accordance with Section 112.363, Florida Statutes. The benefit is a monthly payment to assist retiree of the state-administrated retirement systems in paying their health insurance costs. For the fiscal year ended June 30, 2014, eligible retirees and beneficiaries received a monthly HIS payment equal to the number of years of service credited at retirement multiplied by \$5. The minimum payment is \$30 and the maximum payment is \$150 per month, pursuant to Section 112.363, Florida Statutes. To be eligible to receive a HIS benefit, a retiree under one of the state-administered retirement systems must provide proof of eligible health insurance coverage, which can include Medicare.

Net Pension Liability

The component of the collective net pension liability of the Authority for the measurement date of June 30, 2016 and 2015 is shown below:

	<u>FRS</u>	<u>HIS</u>	<u>Total</u>
June 30, 2016	<u>\$ 950,672</u>	<u>\$ 540,131</u>	<u>\$ 1,490,803</u>
June 30, 2015	<u>\$ 411,316</u>	<u>\$ 491,080</u>	<u>\$ 902,396</u>

The total pension liability for each plan was determined by the plans' actuary and reported in the plans' valuations dated July 1, 2015 and July 1, 2014 for the net pension liability as of June 30, 2016 and 2015, respectively.

Actuarial Methods and Assumptions

Actuarial assumptions for both cost-sharing defined benefit plans are reviewed annually by the Florida Retirement System Actuarial Assumptions Conference. The FRS Pension Plan has a valuation performed annually. The HIS program has a valuation performed biennially that is updated for GASB reporting in the year a valuation is not performed. The most recent experience study for the FRS Pension Plan was completed in 2014 for the period July 1, 2008, through June 30, 2013. Because the HIS Program is funded on a pay-as-you-go basis, no experience study has been completed for this program. The actuarial assumptions that determined the total pension liability for the HIS Program were based on certain results of the most recent experience study for the FRS Pension Plan.

Tampa-Hillsborough County Expressway Authority

NOTES TO GENERAL PURPOSE FINANCIAL STATEMENTS - CONTINUED

June 30, 2016 and 2015

NOTE G - DEFINED BENEFIT PLANS - Continued

The total pension liability for each cost-sharing defined plan was determined using the individual entry age actuarial cost method. Inflation increases for both plans is assumed at 2.60%. Payroll growth, including inflation, for both plans is assumed at 3.25%. Both the discount rate and the long-term expected rate of return used for FRS Pension Plan investments is 7.65%. The plan's fiduciary net position was projected to be available to make all projected future benefit payments of current active and inactive employees. Therefore, the discount rate for calculating the total pension liability is equal to the long-term expected rate of return. Because the HIS Program uses the pay-as-you-go funding structure, a municipal bond rate of 3.80% was used to determine the total pension liability for the program (Bond Buyer General Obligation 20-Bond Municipal Bond Index). Mortality assumptions for both plans were based on the Generational RP-2000 with Projection Scale BB tables.

The following changes in actuarial assumptions occurred during the year ended June 30, 2016:

- FRS: There were no changes in actuarial assumptions. The inflation rate assumption remained at 2.60%, the real payroll growth assumption remained at 0.65%, and the overall payroll growth rate assumption remained at 3.25%. The long-term expected rate of return remained at 7.65%.
- HIS: the municipal rate used to determine total pension liability decreased from 4.29% to 3.80%.

The long-term expected rate of return, net of investment expense on pension plan investments was 7.65% as of June 30, 2016. This rate was determined using a forward-looking capital market economic model. The table below shows the assumptions for each of the asset classes in which the plan was invested at that time based on the long-term target asset allocation. The allocation policy's description of each asset class was used to map the target allocation to the asset classes shown below. Each asset class assumption is based on a consistent set of underlying assumptions, and includes an adjustment for the inflation assumption. The expected rate of return is presented in arithmetic and geometric means.

Asset Class	Target Allocation	Annual Arithmetic Return	Compounded Annual (Geometric) Return
Cash	1%	3.2%	3.1%
Fixed income	18%	4.8%	4.7%
Global equity	53%	8.5%	7.2%
Real estate (property)	10%	6.8%	6.2%
Private equity	6%	11.9%	8.2%
Strategic investments	12%	6.7%	6.1%

Tampa-Hillsborough County Expressway Authority

NOTES TO GENERAL PURPOSE FINANCIAL STATEMENTS - CONTINUED

June 30, 2016 and 2015

NOTE G - DEFINED BENEFIT PLANS - Continued

Sensitivity Analysis

The following tables demonstrate the sensitivity of the net pension liability to changes in the discount rate. The sensitivity analysis shows the impact to the collective net pension liability of the Authority if the discount rate was 1.00% higher or 1.00% lower than the current discounted rate at June 30, 2016.

FRS Net Pension Liability		
1% Decrease	Current Discount/Rate of Return	1% Increase
6.65%	7.65%	8.65%
<u>\$ 2,463,407</u>	<u>\$ 950,672</u>	<u>\$ (308,171)</u>

HIS Net Pension Liability		
1% Decrease	Current Discount/Rate of Return	1% Increase
2.80%	3.80%	4.80%
<u>\$ 615,454</u>	<u>\$ 540,131</u>	<u>\$ 477,322</u>

Pension Expense and Deferred Outflows/ Inflows of Resources

In accordance with GASB 68, paragraph 54 and 71, changes in the net pension liability are recognized in pension expense in the current measurement period, except as indicated below. For each of the following, a portion is recognized in pension expense in the current measurement period, and the balance is amortized as deferred outflows or deferred inflows of resources using a systematic and rational method over a closed period, as defined below:

- Differences between expected and actual experience with regard to economic and demographic factors - amortized over the average expected remaining service life of all employees that are provided with pensions through the pension plan (active and inactive employees).
- Changes of assumptions or other inputs - amortized over the average expected remaining service life of all employees that are provided with pensions through the pension plan (active and inactive employees).

Tampa-Hillsborough County Expressway Authority

NOTES TO GENERAL PURPOSE FINANCIAL STATEMENTS - CONTINUED

June 30, 2016 and 2015

NOTE G - DEFINED BENEFIT PLANS - Continued

- Differences between expected and actual earnings on pension plan investments are amortized over five years.

The average expected remaining service life of all employees provided with pensions through the pension plans at June 30, 2016 and 2015, was 6.3 years for FRS and 7.2 for HIS for each year.

At June 30, 2016, the Authority's proportion of the FRS was 0.0074 percent, which was an increase of 0.0007 from its proportion measured as of June 30, 2015. At June 30, 2016, the Authority's proportion of the HIS was 0.0053 percent, which was consistent with its proportion measured as of June 30, 2015.

For the years ended June 30, 2016 and 2015, the Authority recognized pension expense of approximately \$231,000 and \$180,000, respectively.

At June 30, 2016 and 2015, the Authority reported deferred outflows of resources and deferred inflows of resources related to pensions from the following sources:

2016

Deferred Inflows / Outflows of Resources	Deferred Outflows of Resources	Deferred Inflows of Resources
Differences between expected and actual experience	\$ 100,363	\$ (22,547)
Changes of assumptions	105,593	-
Net difference between projected and actual earnings on pension plan investments	292	(227,005)
Changes in proportion and differences between Tampa-Hillsborough County Expressway Authority's contributions and proportionate share of contributions	547,110	-
Tampa-Hillsborough County Expressway Authority's contributions subsequent to the measurement date	<u>224,712</u>	<u>-</u>
Total	<u>\$ 978,070</u>	<u>\$ (249,552)</u>

Tampa-Hillsborough County Expressway Authority

NOTES TO GENERAL PURPOSE FINANCIAL STATEMENTS - CONTINUED

June 30, 2016 and 2015

NOTE G - DEFINED BENEFIT PLANS - Continued

2015

Deferred Inflows / Outflows of Resources	<u>Deferred Outflows of Resources</u>	<u>Deferred Inflows of Resources</u>
Differences between expected and actual experience	\$ -	\$ (25,454)
Changes of assumptions	88,708	-
Net difference between projected and actual earnings on pension plan investments	236	(684,599)
Changes in proportion and differences between Tampa-Hillsborough County Expressway Authority's contributions and proportionate share of contributions	567,789	-
Tampa-Hillsborough County Expressway Authority's contributions subsequent to the measurement date	<u>199,694</u>	<u>-</u>
Total	<u>\$ 856,427</u>	<u>\$ (710,053)</u>

The \$224,712 reported as deferred outflows of resources related to pensions resulting from the Authority's contributions subsequent to the measurement date will be recognized as a reduction of the net pension liability in the year ended June 30, 2016. Other amounts reported as deferred outflows of resources and deferred inflows of resources related to pensions will be recognized in pension expense as follows:

<u>Measurement Period Ending Year ending June 30:</u>	
2017	\$ 54,962
2018	54,962
2019	54,962
2020	242,188
2021	90,460
Thereafter	<u>6,272</u>
	<u>\$ 503,806</u>

Tampa-Hillsborough County Expressway Authority

NOTES TO GENERAL PURPOSE FINANCIAL STATEMENTS - CONTINUED

June 30, 2016 and 2015

NOTE G - DEFINED BENEFIT PLANS - Continued

Actuarial Assumptions

Actuarial assumptions for both cost-sharing defined benefit plans are reviewed annually by the Florida Retirement System Actuarial Assumptions Conference. The FRS Pension Plan has a valuation performed annually. The HIS program has a valuation performed biennially that is updated for GASB reporting in the year a valuation is not performed. The most recent experience study for the FRS Pension Plan was completed in 2014 for the period July 1, 2008, through June 30, 2013. Because the HIS Program is funded on a pay-as-you-go basis, no experience study has been completed for this program. The actuarial assumptions that determined the total pension liability for the HIS Program were based on certain results of the most recent experience study for the FRS Pension Plan.

The total pension liability for each cost-sharing defined benefit plan was determined using the individual entry age actuarial cost method. Inflation increases for both plans is assumed at 2.60%. Payroll growth, including inflation, for both plans is assumed at 3.25%. Both the discount rate and the long-term expected rate of return used for FRS Pension Plan investments is 7.65%. The plan's fiduciary net position was projected to be available to make all projected future benefit payments of current active and inactive employees. Therefore, the discount rate for calculating the total pension liability is equal to the long-term expected rate of return.

Because the HIS Program uses a pay-as-you-go funding structure, a municipal bond rate of 3.80% was used to determine the total pension liability for the program (Bond Buyer General Obligation 20-Bond Municipal Bond Index).

Mortality assumptions for both plans were based on the Generational RP-2000 with Projection Scale BB tables.

Additional Financial and Actuarial Information

Additional audited financial information supporting the Schedules of Employer Allocations and the Schedule of Pensions Amounts by Employer is located in the Florida CAFR and in the Florida Retirement System Pension Plan and Other State-Administered Systems CAFR for the fiscal year ended June 30, 2016. The system's CAFR and the actuarial valuation reports reference herein are available online at:

http://www.dms.myflorida.com/workforce_operations/retirement/publications

The system's CAFR and actuarial reports may also be obtained by contacting the Division of Retirement at:

Department of Management Services
Division of Retirement
Bureau of Research and Member Communications
P.O. Box 9000
Tallahassee, Florida 32315-900
850-488-4706 or toll free at 877-377-1737

Tampa-Hillsborough County Expressway Authority

NOTES TO GENERAL PURPOSE FINANCIAL STATEMENTS - CONTINUED

June 30, 2016 and 2015

NOTE H - EMPLOYEE SEVERANCE

The Authority's personnel policies and procedures manual provide unclassified managerial, administrative and unclassified executive management positions a severance benefit upon termination without cause. The number of months of severance pay ranges from three to twelve.

NOTE I - CONTRACTUAL OBLIGATIONS

Consulting Contracts

The Authority has entered into contracts with consultants for design, engineering, technology, construction and other services. The committed, but unspent balances of these contracts were \$8,654,063 and \$1,869,729 as of June 30, 2016 and 2015, respectively.

NOTE J - CURRENT LEASE AGREEMENT WITH TENANT

The Authority leases certain office space and property to tenants which expire in various years through 2034.

The approximate future minimum rentals, including renewal options, to be received under these non-cancelable operating leases are as follows:

<u>Year ending June 30,</u>	
2017	\$ 358,080
2018	358,080
2019	358,080
2020	358,080
2021	358,080
Thereafter	<u>328,913</u>
	<u>\$ 2,119,313</u>

NOTE K - CONTINGENCIES

1. General

No suits and claims are pending against the Authority.

2. Settlement Payable

The Authority and PCL settled a dispute arising out of the Reversible Express Lane Project during the year ended June 30, 2012. The parties settled in January of 2012, with a final agreement that the Authority would pay \$11 million between March 2012 and December 2016 to PCL. As of June 30, 2016, \$9.5 million has been paid, leaving \$1,500,000 owed, less a present value discount of \$62,958.

Tampa-Hillsborough County Expressway Authority

NOTES TO GENERAL PURPOSE FINANCIAL STATEMENTS - CONTINUED

June 30, 2016 and 2015

NOTE K - CONTINGENCIES - Continued

The following is the schedule of principal and interest payments required to be made as of June 30, 2016:

Fiscal year ending June 30,

2017	<u>\$ 1,500,000</u>
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NOTE L - RISK MANAGEMENT

The Authority is exposed to various risk of loss related to torts; theft of, damage to, and destruction of assets; errors and omission; injuries to employees; and mutual disasters for which the Authority purchased commercial insurance.

NOTE M – APPLICABLE NEW ACCOUNTING PRONOUNCEMENTS

GASB Statement 68, *Accounting and Financial Reporting for Pensions – an Amendment of GASB Statement No. 27*, was issued in June 2012, and was implemented during the year ended June 30, 2015. The statement addresses accounting and financial reporting for pensions provided to governmental employees through pension plans that are administered by a trust. The Authority participates in the Florida Retirement System that is administered by the State of Florida. Under this standard, the Authority is required to report a net pension liability, pension expense, and pension-related deferred inflows and outflows of resources based on its proportionate share of the collective amounts for all the governments in the Florida Retirement System plan.

GASB Statement 71, *Pension Transition for Contributions Made Subsequent to the Measurement Date – an Amendment of GASB Statement 68*, was issued November 2013 and was required to be applied simultaneously with the provisions of GASB Statement 68. The objective of this statement is to address an issue regarding application of the transition provisions of GASB Statement 68, *Accounting and Financial Reporting for Pensions*. The issue relates to amounts associated with contributions, if any, made by a state or local government employer or non-employer contributing entity to a defined benefit pension plan after measurement date of the government's beginning net pension liability.

GASB Statement 72, *Fair Value Measurement and Application*, was issued February 2015 and was adopted by the Authority during the year ended June 30, 2016. The objective of this statement is to improve financial reporting by clarifying the definition of fair value for financial reporting purposes, establishing general principles for measuring fair value providing additional fair value application guidance and enhancing disclosures about fair value measurements.

NOTE N - SUBSEQUENT EVENTS

The Authority has evaluated events and transactions occurring subsequent to June 30, 2016 as of December 12, 2016 which is the date the financial statements were available to be issued.

SUPPLEMENTARY INFORMATION

Tampa-Hillsborough County Expressway Authority
TREND DATA ON INFRASTRUCTURE CONDITION

June 30, 2016

The Authority has elected to use the Modified Approach to account for maintenance of its infrastructure assets. The Florida Department of Transportation (the "FDOT") annually inspects the Authority's roadways. The FDOT utilizes the Maintenance Rating Program ("MRP") to assess the condition of the Expressway System. Copies of the MRP manual may be obtained from the State Maintenance Office, 605 Suwannee Street, Mail Station 52, Tallahassee, FL 32399-0450. The MRP manual provides a uniform evaluation system for maintenance features of the State Highway System. The roadways are rated on a 100-point scale, with 100 meaning that every aspect of the roadway is in new and perfect condition. The Authority's system as a whole is given an overall rating, indicating the average condition of all roadways operated by the Authority. The assessment of condition is made by visual and mechanical tests designed to reveal any condition that would reduce highway-user benefits below the maximum level of service. The Authority's policy is to maintain the roadway condition at a MRP rating of 90 or better.

The results of the last three inspections are as follows:

<u>Evaluation Period Fiscal Year</u>	<u>Rating</u>
2016	94%
2015	94%
2014	94%

The budget-to-actual expenditures for preservation for the past five years are as follows:

<u>Fiscal Year</u>	<u>Budget</u>	<u>Actual</u>
2016	\$ 3,133,436	\$ 2,925,092
2015	\$ 3,003,175	\$ 2,919,319
2014	\$ 2,910,880	\$ 2,766,293
2013	\$ 2,845,083	\$ 2,624,294
2012	\$ 3,438,094	\$ 3,430,376

Tampa-Hillsborough County Expressway Authority

SCHEDULE OF TAMPA-HILLSBOROUGH COUNTY EXPRESSWAY AUTHORITY'S
PROPORTIONATE SHARE OF NET PENSION LIABILITY FOR THE FLORIDA RETIREMENT
SYSTEM AND HEALTH INSURANCE SUBSIDY PROGRAM

For the years ended June 30, 2016 and 2015

Florida Retirement System

	<u>2016</u>	<u>2015</u>
Tampa-Hillsborough County Expressway Authority's proportion of the net pension liability (asset)	<u>0.007360228%</u>	<u>0.006741295%</u>
Tampa-Hillsborough County Expressway Authority's proportionate share of the net pension liability (asset)	<u>\$ 950,672</u>	<u>\$ 411,316</u>
Tampa-Hillsborough County Expressway Authority's covered-employee payroll	<u>\$ 1,833,148</u>	<u>\$ 1,622,163</u>
Tampa-Hillsborough County Expressway Authority's proportionate share of the net pension liability (asset) as a percentage of its covered-employee payroll	51.86%	25.36%
Plan fiduciary net position as a percentage of the total pension liability	92.00%	96.09%

Health Insurance Subsidy Program

	<u>2016</u>	<u>2015</u>
Tampa-Hillsborough County Expressway Authority's proportion of the net pension liability (asset)	<u>0.005296215%</u>	<u>0.005250370%</u>
Tampa-Hillsborough County Expressway Authority's proportionate share of the net pension liability (asset)	<u>\$ 540,131</u>	<u>\$ 491,080</u>
Tampa-Hillsborough County Expressway Authority's covered-employee payroll	<u>\$ 1,833,148</u>	<u>\$ 1,622,163</u>
Tampa-Hillsborough County Expressway Authority's proportionate share of the net pension liability (asset) as a percentage of its covered-employee payroll	29.46%	30.27%
Plan fiduciary net position as a percentage of the total pension liability	0.50%	0.99%

Notes:

1) The amounts presented for each fiscal year were determined as of the Plan fiscal year measurement date of June 30th.

Tampa-Hillsborough County Expressway Authority

SCHEDULE OF TAMPA-HILLSBOROUGH COUNTY EXPRESSWAY AUTHORITY'S
CONTRIBUTIONS FOR THE FLORIDA RETIREMENT SYSTEM AND
HEALTH INSURANCE SUBSIDY PROGRAM

For the years ended June 30, 2016 and 2015

Florida Retirement System

	<u>2016</u>	<u>2015</u>
Contractually required contribution	\$ 194,987	\$ 179,449
Contributions in relation to the contractually required contribution	<u>194,987</u>	<u>179,449</u>
Contribution deficiency (excess)	<u>\$ -</u>	<u>\$ -</u>
 Tampa-Hillsborough County Expressway Authority's covered-employee payroll	 <u>\$ 1,833,148</u>	 <u>\$ 1,622,163</u>
Contributions as a percentage of covered-employee payroll	10.64%	11.06%

Health Insurance Subsidy Program

	<u>2016</u>	<u>2015</u>
Contractually required contribution	\$ 29,725	\$ 20,245
Contributions in relation to the contractually required contribution	<u>29,725</u>	<u>20,245</u>
Contribution deficiency (excess)	<u>\$ -</u>	<u>\$ -</u>
 Tampa-Hillsborough County Expressway Authority's covered-employee payroll	 <u>\$ 1,833,148</u>	 <u>\$ 1,622,163</u>
Contributions as a percentage of covered-employee payroll	1.62%	1.25%

Notes:

1) The amounts presented for each fiscal year were determined as of the Plan fiscal year measurement date of June 30th.

Tampa-Hillsborough County Expressway Authority

SCHEDULE OF EXPENDITURES OF STATE FINANCIAL ASSISTANCE

For the year ended June 30, 2016

<u>State Grantor/Project Title</u>	<u>State CSFA#</u>	<u>Contract Number</u>	<u>Expenditures or State Loan</u>
Florida Department of Transportation			
State Transportation Trust Fund Loan	none	40850715801	\$ 12,034,945
State Transportation Trust Fund Loan	none	40470415802	<u>1,724,000</u>
Total			<u><u>\$ 13,758,945</u></u>

The accompanying notes are an integral part of this schedule.

Tampa-Hillsborough County Expressway Authority

NOTES TO SCHEDULE OF EXPENDITURES OF
STATE FINANCIAL ASSISTANCE

June 30, 2016

NOTE A - BASIS OF PRESENTATION

The accompanying Schedule of Expenditures of State Financial Assistance includes the State grant activity of the Authority and is presented on the accrual basis of accounting. The information in this schedule is presented in accordance with the requirements of Chapter 10.550, *Rules of the Auditor General*. Therefore, some amounts presented in this schedule may differ from amounts presented, or used in the preparation of the basic financial statements.

NOTE B - CONTINGENCIES

These State projects are subject to financial and compliance audits by grantor agencies, which, if instances of material noncompliance are found, may result in disallowed expenditures, and affect the Authority's continued participation in specific projects. The amount, in any, of expenditures that may be disallowed by the grantor agencies cannot be determined at this time, although the Authority expects such amounts, if any to be immaterial.

NOTE C - SUBRECIPIENTS

The Authority did not provide federal awards or state financial assistance to subrecipients.

NOTE D - LOANS

As required by rule 27D-1.002 of the Florida Single Audit Act, all loan balances subject to the Florida Single Audit Act are required to be presented on the Schedule of Expenditures of State Financial Assistance. The Authority has expended all loan proceeds as of June 30, 2016. The State Transportation Trust Fund loan proceeds were expended during the year June 30, 2005 and years prior.

REGULATORY REPORTS



RIVERO, GORDIMER & COMPANY, P.A.
CERTIFIED PUBLIC ACCOUNTANTS

Member
American Institute of Certified Public Accountants
Florida Institute of Certified Public Accountants

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Marc D. Sasser	Michael E. Helton
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Kevin R. Bass	James K. O'Connor
Jonathan E. Stein	
Cesar J. Rivero, of Counsel	
Richard B. Gordimer, of Counsel	

INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL
OVER FINANCIAL REPORTING AND ON COMPLIANCE AND
OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL
STATEMENTS PERFORMED IN ACCORDANCE WITH
GOVERNMENT AUDITING STANDARDS

Distinguished Members of the Authority
Tampa-Hillsborough County Expressway Authority

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the Tampa-Hillsborough County Expressway Authority (the "Authority") as of and for the year ended June 30, 2016, and the related notes to the financial statements, which collectively comprise the Authority's basic financial statements, and have issued our report thereon dated December 12, 2016.

Internal Control Over Financial Reporting

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

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

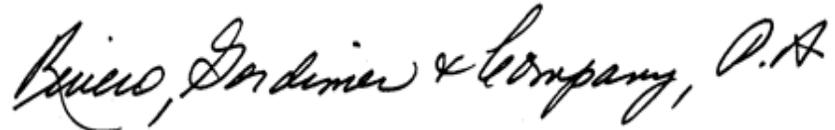
Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or, significant deficiencies. Given these limitations, during our audit we did not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

Compliance and Other Matters

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

Purpose of this Report

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

A handwritten signature in cursive script that reads "Benicio, Gordinier & Company, P.A." The signature is written in black ink and is positioned to the right of the date and location information.

Tampa, Florida
December 12, 2016



**RIVERO, GORDIMER & COMPANY, P.A.
CERTIFIED PUBLIC ACCOUNTANTS**

Member
American Institute of Certified Public Accountants
Florida Institute of Certified Public Accountants

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Richard B. Gordimer, of Counsel

INDEPENDENT AUDITORS' REPORT ON COMPLIANCE
FOR EACH MAJOR STATE PROJECT AND REPORT ON
INTERNAL CONTROL OVER COMPLIANCE REQUIRED
BY CHAPTER 10.550, RULES OF THE AUDITOR
GENERAL

Distinguished Members of the Authority
Tampa-Hillsborough County Expressway Authority

Report on Compliance for Major State project

We have audited Tampa-Hillsborough County Expressway Authority's (the "Authority") compliance with the types of compliance requirements described in the Florida Department of Financial Services' *State Projects Compliance Supplement* that could have a direct and material effect on the Tampa-Hillsborough County Expressway Authority's major State project for the year ended June 30, 2016. Tampa-Hillsborough County Expressway Authority's major State project is identified in the summary of auditor's results section of the accompanying schedule of findings and questioned costs.

Management's Responsibility

Management is responsible for compliance with the requirements of laws, regulations, contracts, and grants applicable to its state project.

Auditor's Responsibility

Our responsibility is to express an opinion on compliance for each of Tampa-Hillsborough County Expressway Authority's major State projects based on our audit of the types of compliance requirements referred to above. We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and Chapter 10.550, *Rules of the Auditor General*. Chapter 10.550, *Rules of the Auditor General*, requires that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major state project occurred. An audit includes examining, on a test basis, evidence about Tampa-Hillsborough County Expressway Authority's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our opinion on compliance for the major state project. However, our audit does not provide a legal determination of Tampa-Hillsborough County Expressway Authority's compliance.

Opinion on Each Major State Project

In our opinion, Tampa-Hillsborough County Expressway Authority complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on its major State project for the year ended June 30, 2016.

Report on Internal Control Over Compliance

Management of Tampa Hillsborough County Expressway Authority is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit of compliance, we considered Tampa-Hillsborough County Expressway Authority's internal control over compliance with the types of requirements that could have a direct and material effect on each major State project to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for each major State project and to test and report on internal control over compliance in accordance with Chapter 10.550, *Rules of the Auditor General*, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of Tampa-Hillsborough County Expressway Authority's internal control over compliance.

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of state project on a timely basis. A *material weakness in internal control over compliance* is a deficiency, or combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a State project will not be prevented, or detected and corrected, on a timely basis. A *significant deficiency in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a State project that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

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

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of Chapter 10.550, *Rules of the Auditor General*. Accordingly, this report is not suitable for any other purpose.



Tampa, Florida
December 12, 2016

Tampa-Hillsborough County Expressway Authority
 SCHEDULE OF FINDINGS AND QUESTIONED COSTS

For the year ended June 30, 2016

Section I - Summary of Auditors' Results

Financial Statements

Type of auditors' report issued Unmodified

Internal control over financial reporting
 Material weakness(es) identified? yes X no
 Significant deficiency(ies) identified? yes X none reported

Noncompliance material to financial statements noted? yes X no

State Financial Assistance

Internal control over major state projects
 Material weakness(es) identified? yes X no
 Significant deficiency(ies) identified? yes X none reported

Type of auditors' report issued on compliance for major state projects Unmodified

Any audit findings disclosed that are required to be reported in accordance with Chapter 10.557, *Rules of the Auditor General*? yes X no

Identification of major projects:

State

CSFA Number

NONE

Name of State Project

State Transportation Trust Fund Loan

Dollar threshold used to distinguish between type A and type B state projects

\$ 412,768

Tampa-Hillsborough County Expressway Authority

SCHEDULE OF FINDINGS AND QUESTIONED COSTS - CONTINUED

For the year ended June 30, 2016

Section II - Financial Statement Findings

No matters were reported for the year ended June 30, 2016. Accordingly, a corrective action plan is not required.

Section III - State Financial Assistance Findings and Questioned Costs

No matters were reported for the year ended June 30, 2016. Accordingly, a corrective action plan is not required.

Section IV - Other Issues

a. Prior Year Findings

No summary schedule of prior audit findings is required because there were no prior audit findings related to state projects.

b. Management Letter

No findings or observations were required to be reported in a management letter pursuant to Section 10.554(1)(i), Rules of the Auditor General.



**RIVERO, GORDIMER & COMPANY, P.A.
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MANAGEMENT LETTER BASED ON RULE 10.554(1)(i) OF THE
AUDITOR GENERAL OF THE STATE OF FLORIDA

Distinguished Members of the Authority
Tampa-Hillsborough County Expressway Authority

Report on the Financial Statements

We have audited the financial statements of the Tampa-Hillsborough County Expressway Authority (the "Authority"), as of and for the fiscal year ended June 30, 2016, and have issued our report thereon dated December 12, 2016.

Auditor's Responsibility

We conducted our audit in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States and Chapter 10.550, *Rules of the Auditor General*.

Other Reports and Schedule

We have issued our Independent Auditors' Report on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with *Government Auditing Standards*; Independent Auditors' Report on Compliance for Each Major State Project and Report on Internal Control Over Compliance Required by Chapter 10.550, *Rules of the Auditor General*; Schedule of Findings and Questioned Costs, and Independent Accountant's Report on Compliance with the Requirements of Section 218.415, Florida Statutes on an examination conducted in accordance with AICPA Professional Standards, Section 601, regarding compliance requirements in accordance with Chapter 10.550, *Rules of the Auditor General*. Disclosures in those reports and schedule, which are dated December 12, 2016, should be considered in conjunction with this management letter.

Prior Audit Findings

Section 10.554(1)(i)1., *Rules of the Auditor General*, requires that we determine whether or not corrective actions have been taken to address findings and recommendations made in the preceding annual financial audit report. There were no prior year findings nor corrective actions disclosed in the preceding audit report.

Official Title and Legal Authority

Section 10.554(1)(i)4., *Rules of the Auditor General*, requires that the name or official title and legal authority for the primary government and each component unit of the reporting entity be disclosed in this management letter, unless disclosed in the notes to the financial statements. The required information is disclosed in the Notes to General Purpose Financial Statements (see Note A - Organization and Reporting Entity), page 15.

Financial Condition

Sections 10.554(1)(i)5.a. and 10.556(7), *Rules of the Auditor General*, require that we apply appropriate procedures and report the results of our determination as to whether or not the Authority has met one or more of the conditions described in Section 218.503(1), Florida Statutes, and identification of the specific condition(s) met. In connection with our audit, we determined that the Authority did not meet any of the conditions described in Section 218.503(1), Florida Statutes.

Pursuant to Sections 10.554(1)(i)5.c. and 10.556(8), *Rules of the Auditor General*, we applied financial condition assessment procedures. It is management's responsibility to monitor the Authority's financial condition, and our financial condition assessment was based in part on representations made by management and the review of financial information provided by same.

Annual Financial Report

Sections 10.554(1)(i)5.b. and 10.556(7), *Rules of the Auditor General*, require that we report the results of our determination as to whether the annual financial report for the Authority for the fiscal year ended June 30, 2016, filed with the Florida Department of Financial Services pursuant to Section 218.32(1)(a), Florida Statutes, is in agreement with the annual financial audit report for the fiscal year ended June 30, 2016. In connection with our audit, we determined that these two reports were in agreement.

Special District Component Units

Section 10.554(1)(i)5.d., *Rules of the Auditor General*, requires that we determine whether or not a special district that is a component unit of a county, municipality, or special district, provided the financial information necessary for proper reporting of the component unit, within the audited financial statements of the county, municipality, or special district in accordance with Section 218.39(3)(b), Florida Statutes. In connection with our audit, we determined that all special district component units provided the necessary information for proper reporting in accordance with Section 218.39(3)(b), Florida Statutes. The Authority did not include any additional special district component units for the year ended June 30, 2016, as this is not applicable.

Other Matters

Section 10.554(1)(i)2., *Rules of the Auditor General*, requires that we address in the management letter any recommendations to improve financial management. In connection with our audit, we did not have any such recommendations.

Section 10.554(1)(i)3., *Rules of the Auditor General*, requires that we address noncompliance with provisions of contracts or grant agreements, or abuse, that have occurred, or are likely to have occurred, that have an effect on the financial statements that is less than material but which warrants the attention of those charged with governance. In connection with our audit, we did not have any such findings.

Purpose of this Letter

Our management letter is intended solely for the information and use of the Legislative Auditing Committee, members of the Florida Senate and the Florida House of Representatives, the Florida Auditor General, Federal and other granting agencies, Members of the Authority's Board of Directors, and applicable management, and is not intended to be and should not be used by anyone other than these specified parties.



Tampa, Florida
December 12, 2016

INDEPENDENT ACCOUNTANTS' REPORT ON COMPLIANCE WITH THE
REQUIREMENTS OF SECTION 218.415, FLORIDA STATUTES



**RIVERO, GORDIMER & COMPANY, P.A.
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INDEPENDENT ACCOUNTANTS' REPORT ON
COMPLIANCE WITH THE REQUIREMENTS OF
SECTION 218.415, FLORIDA STATUTES

Distinguished Members of the Authority
Tampa-Hillsborough County Expressway Authority

We have examined Tampa-Hillsborough County Expressway Authority's investment policy compliance with the requirements of Section 218.415, Florida Statutes during the year ended June 30, 2016. Management is responsible for Tampa-Hillsborough County Expressway Authority's compliance with those requirements. Our responsibility is to express an opinion on Tampa-Hillsborough County Expressway Authority's compliance based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants, and, accordingly, included examining, on a test basis, evidence about Tampa-Hillsborough County Expressway Authority's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion. Our examination does not provide a legal determination on Tampa-Hillsborough County Expressway Authority's compliance with specified requirements.

In our opinion, Tampa-Hillsborough County Expressway Authority complied in all material respects, with the aforementioned requirements for the year ended June 30, 2016.

Tampa, Florida
December 12, 2016