



**STATE OF NEW HAMPSHIRE
DEPARTMENT OF TRANSPORTATION
TURNPIKE SYSTEM**

ANNUAL FINANCIAL REPORT

**For the Fiscal Year Ended
June 30, 2018**



ANNUAL FINANCIAL REPORT

For the Fiscal Year Ended
June 30, 2018

Prepared by the State of New Hampshire
Department of Transportation
Division of Finance

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Leonard L. Russell, Financial Reporting Administrator
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This document and related information can be accessed at <http://www.nh.gov/dot/media/publications.htm>

ORGANIZATIONAL LISTING
STATE OF NEW HAMPSHIRE

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William M. Gardner

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Victoria F. Sheehan

Assistant Commissioner & Chief Engineer

William J. Cass, P.E.

Deputy Commissioner

Christopher M. Waszczuk, P.E.

Director of Operations

David M. Rodrigue, P.E.

Director of Finance

Marie A. Mullen

Financial Reporting Administrator

Leonard L. Russell, CPA

Turnpike System Administrator

John W. Corcoran, P.E.

Turnpike System Assistant Administrator

David S. Smith, P.E.

Business Administrator

Margaret S. Blacker

Maintenance Superintendent

Dix E. Bailey

Project Manager

Nasser Yari, P.E.

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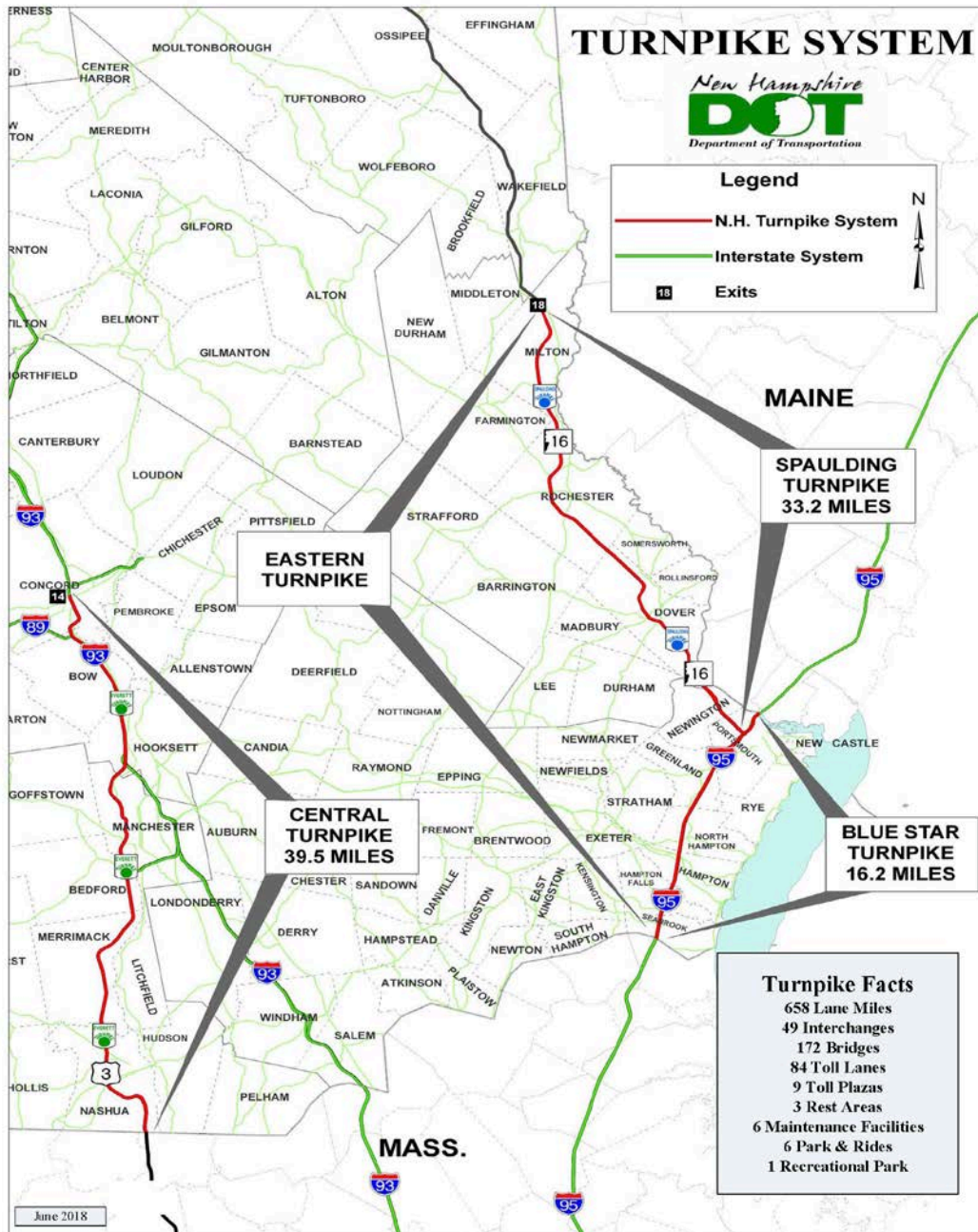
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INTRODUCTORY SECTION

(Unaudited)

This section includes the Turnpike System map and a letter addressed to the citizens, the Governor of the State of New Hampshire, and the Honorable Council.



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THE STATE OF NEW HAMPSHIRE
DEPARTMENT OF TRANSPORTATION



Victoria F. Sheehan
Commissioner

William Cass, P.E.
Assistant Commissioner

December 21, 2018

To: The Citizens of New Hampshire,

His Excellency the Governor, and the Honorable Council,

We are pleased to submit the Annual Financial Report of the New Hampshire Department of Transportation Turnpike System for the fiscal year ended June 30, 2018.


The Department of Transportation, Division of Finance, prepared this report. Responsibility for both the accuracy of the financial data and the completeness and fairness of the presentation, including all disclosures, rests with the management of the Department. To the best of our knowledge and belief, the enclosed information is accurate in all material respects and is reported in a manner designed to present fairly the financial position, results of operations, and cash flows of the Turnpike System. All disclosures necessary to enable the reader to gain an understanding of the Turnpike System’s financial activities have been included.

The Turnpike System, General Description

The Turnpike System, as shown on the map in the Introductory Section, presently consists of approximately 89 miles of limited access highway, 36 miles of which are part of the U.S. Interstate Highway System. The Turnpike System comprises a total of approximately 658 total lane miles, 172 bridges, 49 interchanges, 84 toll lanes, and 25 facilities. Since beginning operations in 1950, the Turnpike System has contributed to the development of the New Hampshire economy. It has also been a major factor in the growth of the tourist industry in the State. The Turnpike System consists of three limited access highways: the Blue Star Turnpike (I-95) and the Spaulding Turnpike, (which are collectively referred to as the Eastern Turnpike), and the Central Turnpike. The Turnpike System primarily serves the major cities located in the central and eastern sections of southern New Hampshire.

For further information, news, and on-line publications, please visit us at our website <http://www.nh.gov/dot>.

Respectfully submitted,


Victoria F. Sheehan
Commissioner

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FINANCIAL SECTION

This section includes the independent auditors' report, the financial statements as of and for the fiscal year ended June 30, 2018, and the accompanying notes to the financial statements.



KPMG LLP
Two Financial Center
60 South Street
Boston, MA 02111

Independent Auditors' Report

To the Fiscal Committee of the General Court
State of New Hampshire:

Report on the Financial Statements

We have audited the accompanying financial statements of the New Hampshire Turnpike System (the Turnpike System) which comprise the statement of net position, as of June 30, 2018, and the related statements of revenues, expenses and changes in net position and cash flows for the year then ended and the related notes to the financial statements, which collectively comprise the Turnpike System's basic financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with U.S. generally accepted accounting principles; 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 audit. We conducted our audit 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 auditors' 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 net position of the New Hampshire Turnpike System, as of June 30, 2018, and the changes in its net position, and its cash flows for the year then ended, in accordance with U.S. generally accepted accounting principles.

Emphasis of Matter

Reporting Entity

As discussed in Note 1(a), the financial statements present only the New Hampshire Turnpike System and do not purport to, and do not, present fairly the financial position of the State of New Hampshire, as of June 30,



2018, the changes in its financial position, or its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Adoption of New Accounting Pronouncements

As discussed in Note 1(g) to the financial statements, effective July 1, 2017, the Turnpike System, adopted Governmental Accounting Standards Board (GASB) Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions* and GASB Statement No. 85, *Omnibus 2017*. Our opinion is not modified with respect to these matters.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis and the Required Supplementary Information Section as listed in the accompanying table of contents (collectively referred to as RSI), 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 RSI 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.

Supplementary and Other Information

Our audit was conducted for the purpose of forming an opinion on the financial statements that collectively comprise the Turnpike System's basic financial statements. The introductory and other supplementary information sections as listed in the accompanying table of contents are presented for purposes of additional analysis and are not a required part of the basic financial statements.

The introductory and other supplementary information sections have not been subjected to the auditing procedures applied in the audit of the basic financial statements, and accordingly, we do not express an opinion or provide any assurance on them.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated December 21, 2018 on our consideration of the Turnpike System's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, 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 Turnpike System's internal control over financial reporting and compliance.

KPMG LLP

Boston, Massachusetts
December 21, 2018

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**New Hampshire Turnpike System
Management's Discussion and Analysis
For the Fiscal Year Ended June 30, 2018
(Unaudited)**

The Management's Discussion and Analysis of the Turnpike System's financial performance provides an overview of financial activities for the fiscal year ended June 30, 2018. This section should be read in conjunction with the Turnpike System financial statements, which follow this section.

Financial Highlights

- Total Net Position increased by \$42.0 million or 7.1% to \$634.3 million. This increase is primarily due to a decrease in outstanding principal on Revenue Bond liabilities of \$20.7 million as debt is paid down, an increase in Capital Assets of \$7.9 million and a decrease in postemployment benefits liability of \$8.5 million. The implementation of the Governmental Accounting Standards Board (GASB) Statement No. 75 *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions* required a fiscal year 2017 Net Position restatement of \$40.0 million.
- The Turnpike System at June 30, 2018 had approximately a \$75.0 million General Reserve Account balance in Cash and Cash Equivalents intended for capital construction projects and Renewal & Replacement costs.
- E-ZPass Toll Revenues of \$102.5 million increased by \$6.2 million or 6.4% while Cash Toll Revenues of \$27.9 million decreased by \$3.7 million or 11.7%. This is an ongoing trend of the non-discounted customer migration away from cash toll payments to electronic toll payments.
- Total Operating Expenses decreased by \$2.9 million or 3.4% to \$83.4 million due to reduced Renewal & Replacement Program activities caused by a delay in the commencement of the I-95 High-level bridge rehabilitation project to allow for the completion of the Sarah Mildred Long bridge replacement that is also along the New Hampshire and Maine border and a decrease in pollution remediation liabilities per GASB 49 *Accounting and Financial Reporting for Pollution Remediation Obligations*.

Using this Report

The Turnpike System is accounted for as an enterprise fund, reporting all of the Turnpike System's financial activity, assets and liabilities using the accrual basis of accounting much like a private business entity. As such, this annual report consists of financial statements, along with explanatory notes to the financial statements. The Statement of Net Position on page 18 and the Statement of Revenues, Expenses and Changes in Net Position on page 19, report the Turnpike's net position and change in net position. The Statement of Cash Flows on page 20 outlines the cash inflows and outflows and non-cash capital and related financing activities related to the activity of the Turnpike System.

**New Hampshire Turnpike System
Management's Discussion and Analysis
For the Fiscal Year Ended June 30, 2018
(Unaudited)**

(I) Summary of Net Position		(Dollars in thousands)			
Type		2018	2017*	\$ Change	% Change
Assets:	Current Assets	\$ 182,783	\$ 162,457	\$ 20,326	12.5%
	Net Capital Assets	923,252	915,343	7,909	0.9%
	Total Assets	1,106,035	1,077,800	28,235	2.6%
Deferred Outflows of Resources:	Pension and Other Postemployment Benefits*	5,111	5,095	16	0.3%
	Loss on Refunding	880	1,345	(465)	-34.6%
Liabilities:	Current Liabilities	61,868	46,692	15,176	32.5%
	Non-Current Liabilities*	405,504	444,560	(39,056)	-8.8%
	Total Liabilities	467,372	491,252	(23,880)	-4.9%
Deferred Inflows of Resources:	Pension and Other Postemployment Benefits	10,306	688	9,618	1398.0%
Net Position:	Net Investment in Capital Assets	543,590	515,408	28,182	5.5%
	Restricted for Debt Repayments	62,465	55,806	6,659	11.9%
	Restricted for Uninsured Risks	3,523	3,434	89	2.6%
	Restricted for Facility Sustainment	323	154	169	109.7%
	Unrestricted*	24,447	17,498	6,949	39.7%
	Total Net Position*	\$ 634,348	\$ 592,300	\$ 42,048	7.1%

* Prior year Deferred Outflows of Resources, Non-Current Liabilities, and Unrestricted and Total Net Position is restated per GASB Statement No. 75 to account for Other Postemployment Benefits Liability of \$40 million.

- Total Assets increased by \$28.2 million or 2.6% to \$1.1 billion over the prior year due to increases in Cash and Cash Equivalents, restricted and unrestricted, Capital Assets, and Accounts Receivables as indicated:
 - Cash and Cash Equivalents, restricted and unrestricted, net of Investments experienced an increase of \$16.0 million primarily due to a \$7.2 million increase in the General Reserve as revenue came in higher than expenditures and a \$6.8 million increase in the Debt Service Account accrued for current debt payments. The remainder is due to increased toll revenue and interest earned;
 - Net Capital Assets grew by \$7.9 million due to the ongoing work on the Little Bay Bridge and the Taylor River Bridge on the Blue Star Turnpike, the two-lane widening of Exit 8 in Nashua to I-293 in Bedford on the Central Turnpike, the reconstruction of the Exit 6 interchange on the Spaulding Turnpike, and the deployment of the Intelligent Transportation System on the F.E. Everett Turnpike. See Note 4 for details on Capital Assets activity and Note 11(b), Capital Improvement Program, for more information;
 - Accounts Receivable increased by \$4.4 million due to the delay in customer receipts for E-ZPass Reciprocity, an increase in Violation Tolls and Fees Receivable related to the transition to a new back office operations system (BOS) and Cash in Transit (cash to be deposited).

- Total Liabilities decreased \$23.9 million or 4.9% to \$467.4 million. This change was driven by a decrease in outstanding principal on Revenue Bond liabilities, liabilities associated with Other Postemployment Benefits, and the pollution remediation liability at the Hampton Tolls. This is offset by increases in Accounts Payable for capital construction and operations invoices, Unearned Revenue for E-ZPass pre-paid deposits and revenue received from local municipalities in advance of construction for municipal-owned portions of the Spaulding Turnpike expansion project. See Note 9(b) for details on the GASB 75 Postemployment Benefits liability and see Note 13 for details on the GASB 49 Pollution Remediation liability.

**New Hampshire Turnpike System
Management's Discussion and Analysis
For the Fiscal Year Ended June 30, 2018
(Unaudited)**

- Total Net Position increased by \$42.0 million or 7.1% to \$634.3 million primarily due to decreases in outstanding principal on Revenue Bonds Payable of \$20.7 million and \$1.3 million in long term pollution remediation liabilities at the Hampton Tolls as well as increases in Unrestricted Cash and Accounts Receivable of \$13.5 million, Net Capital Assets of \$7.9 million, \$6.9 million in Net Restricted Assets, Unearned Revenue of \$3.1 million, Accounts Payable of \$2.9 million, and \$1.1 million in Pension and Other Postemployment liabilities, and \$0.4 million in other miscellaneous current liabilities.

(II) Current Liabilities (Dollars in thousands)

Type	2018	2017	\$ Change	% Change
Accounts Payable	\$ 11,521	\$ 8,591	\$ 2,930	34.1%
Accrued Payroll	882	1,077	(195)	-18.1%
Due to Other Funds	319	232	87	37.5%
Unearned Revenue	16,157	13,052	3,105	23.8%
Revenue Bonds Payable	27,110	17,890	9,220	51.5%
Accrued Interest Payable	4,930	5,192	(262)	-5.0%
Claims and Compensated Absences Payable	374	315	59	18.7%
Other Liabilities	575	343	232	67.6%
Total Current Liabilities	\$ 61,868	\$ 46,692	\$ 15,176	32.5%

- Current Liabilities consist primarily of accrued operating expenses, unearned revenue, and the current portion of revenue bonds. Current Liabilities increased by \$15.2 million or 32.5% due to a \$9.2 million increase in short-term revenue bonds payable, a \$3.1 million increase in unearned revenue primarily from funds received for E-ZPass pre-paid deposits on account as well as funds received in advance from the City of Dover for utility work, and a \$2.9 million increase in accounts payable for capital construction and operations invoices.

(III) Change in Net Position (Dollars in thousands)

Type	2018	2017*	\$ Change	% Change
Operating Revenues	\$134,839	\$ 131,388	\$ 3,451	2.6%
Operating Expenses*	(83,429)	(126,323)	42,894	-34.0%
Operating Income*	51,410	5,065	46,345	915.0%
Non-Operating Expenses	(9,466)	(7,260)	(2,206)	30.4%
Change in Net Position Before Capital Contributions*	41,944	(2,195)	44,139	-2010.9%
Capital Contributions	104	44	60	136.4%
Change in Net Position*	42,048	(2,151)	44,199	2054.8%
Net Position - July 1*	592,300	594,451	(2,151)	-0.4%
Net Position - June 30*	\$634,348	\$ 592,300	\$ 42,048	7.1%

* Prior year Operating Expenses, Operating Income, Change in Net Position Before Capital Contributions, Change in Net Position, and Net Position is restated per GASB Statement No. 75 to account for Other Postemployment Benefits Liability of \$40 million.

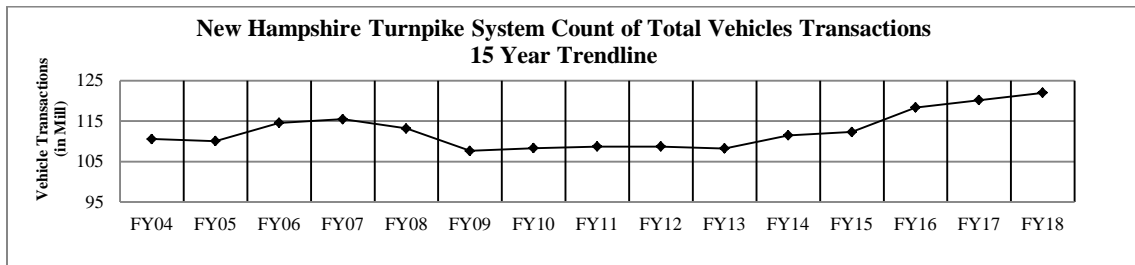
- The Turnpike System's primary revenues are generated from toll collections. The combined toll operating revenue for fiscal year 2018 totaled \$134.8 million. Of this amount, the Blue Star Turnpike generated \$64.4 million, the Central Turnpike, \$46.0 million, and the Spaulding Turnpike, \$16.9 million. The remaining \$7.5 million was generated primarily through receipts from toll violations and evasions and transponder sales.
- Total Operating Expenses, excluding a prior year restatement of expense of \$40.0 million for the implementation of GASB Statement No. 75 *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions*, decreased by \$2.9 million or 3.4% to \$83.4 million due to a decrease in pollution remediation liabilities per GASB 49 *Accounting and Financial Reporting for Pollution Remediation Obligations* and reduced Renewal & Replacement Program activities due to a delay in the commencement of the I-95 High-level bridge rehabilitation project to allow for the completion of the Sarah Mildred Long bridge replacement that is also along the New Hampshire and Maine border.

**New Hampshire Turnpike System
Management’s Discussion and Analysis
For the Fiscal Year Ended June 30, 2018
(Unaudited)**

- Total Non-Operating Expenses increased by \$2.2 million or 30.4% to \$9.5 million primarily because of an increase in bond interest expense of \$1.0 million and \$1.2 million for expenses associated with the City of Dover utility work on the Spaulding Turnpike expansion project. Revenue from the City of Dover was recognized in fiscal year 2017 to offset these project costs.

Turnpike System Revenue and Traffic Trends

During the twelve months ended June 30, 2018, the number of traffic transactions processed through the E-ZPass system accounted for 78.0% of total toll transactions with the remaining 22.0% paid in cash. Overall, the Turnpike System experienced an increase in traffic transactions of 1.97 million or 1.6% over fiscal year 2017. See chart below.



Maintenance of the Turnpike System

The Turnpike System is maintained and repaired by the Bureau of Turnpikes in the Department of Transportation. All maintenance and repair costs have been funded from Turnpike operating revenues since the beginning of the Turnpike System in 1950. In addition, the State law RSA 237:15 authorizes the Turnpike System to set up an account to finance extension studies, maintenance, construction, reconstruction and extensions of the Turnpike System wherever located, interest on bonded indebtedness or retirement of bonded indebtedness or other costs which may be properly charged against these accounts or to the New Hampshire Turnpike System.

The contracted independent engineering consultant, HNTB Corporation, (HNTB) completed a review and assessment of the Renewal & Replacement Program in May 2017. The assessment provided recommendations on program funding levels and provided insight on the condition of the Turnpike infrastructure. Turnpike facilities were deemed to be in “good” condition. The assessment, also recommended funding for the Renewal & Replacement Program for fiscal years 2019 through 2023 of \$68.2 million. Major expenditures are planned for addressing near-term rehabilitation improvements at the I-95 High Level Bridge, paving, administration building rehabilitation, bridge painting, and toll plaza rehabilitation needs.

For fiscal years 2018, 2017, and 2016, the Turnpike System operating expenses for Renewal & Replacement were \$8.1 million, \$9.1 million, and \$7.5 million, respectively. Renewal & Replacement capitalized expenses for fiscal years 2018, 2017, and 2016 were \$0.6 million, \$0.1 million, and \$0.4 million respectively. For fiscal year 2019, the budget for Renewal & Replacement is \$14.3 million. See Note 8 (d) - Revenue Bond Resolutions for additional information.

Appropriations for Renewal & Replacement expenditures do not lapse and are carried forward and made available in subsequent years. The carryforward balance at June 30, 2018 less commitments is \$6.6 million.

Subsequent Events

2019-2028 Ten-Year Transportation Plan

The ten-year transportation improvement plan, adopted by the Legislature in 1986 and amended through 2026, includes specific components relating to the Turnpike System. This program is intended to improve the safety of the Turnpike System and increase its capacity. It is updated every two fiscal years to address changing priorities. The most recent ten-year plan for the fiscal years 2019-2028 was signed into law July 2, 2018, (Chapter 358, Laws of 2018). The ten-year plan for fiscal years 2019-2028 increased the Turnpike capital program by \$221.1 million.

**New Hampshire Turnpike System
Management's Discussion and Analysis
For the Fiscal Year Ended June 30, 2018
(Unaudited)**

Budget and Appropriation Process

The Legislature meets in session annually, and adopts its budget every other year on a biennial basis. Prior to the beginning of each biennium, all departments of the State, including the Department of Transportation, are required by law to transmit to the Commissioner of the Department of Administrative Services requests for capital expenditures, as well as estimates of their administration, operation and maintenance expenditure requirements for each fiscal year of the ensuing biennium.

The Turnpike System, a Bureau of the State of New Hampshire Department of Transportation, is included in the State of New Hampshire's biennial operating budget. The Turnpike System's official budget, as adopted by the Legislature, is prepared principally on a modified cash basis and consists primarily of salaries and benefits, maintenance, and expenses relative to snow removal and debt service.

The Commissioner of the Department of Administrative Services, who submits the summary to the Governor, summarizes capital expenditure requests. After holding public hearings and requesting further evaluation of selected projects by the Commissioner of the Department of Transportation, the Governor prepares a capital budget for submission to the Legislature.

In conjunction with the receipt of operating budget estimates, the Commissioner of the Department of Administrative Services prepares an estimate of the total income of the State for each fiscal year of the ensuing biennium. Based upon the expenditure estimates the Commissioner has received and the revenue projections the Commissioner has made, the Commissioner prepares a tentative budget for the ensuing biennium, which is transmitted to the Governor. The Governor then holds public hearings on the tentative operating budget and prepares the final budget proposal for submission to the Legislature setting forth the Governor's financial program for the upcoming two fiscal years.

Once the budget becomes law, it represents the authorization for spending levels of each department of the State during the next two fiscal years.

Capital Improvement Program

Under the provisions of State law, New Hampshire Revised Statutes Annotated (RSA) 240, as amended by the Legislature, established a ten-year highway construction and reconstruction plan and authorized major expansion and improvement projects as part of a Capital Improvement Program. State law RSA 237-A:2 authorized the issuance of \$766.0 million of revenue bonds to fund these projects.

The ten-year capital improvement program, adopted by the Legislature in 1986 and amended through 2016, includes specific components relating to the Turnpike System. This program is intended to improve the safety of the Turnpike System and increase its capacity. It is updated every two years to address changing priorities. Depending on the scheduling of projects and availability of funding (e.g. excess toll revenues, bond proceeds), the Turnpike System capital improvement program expenditures during the ten-year plan period of 2017 – 2026 is expected to be \$433.5 million. See Subsequent Events on page 14 for information on the latest approved 2019-2028 Ten-Year Plan signed into law on July 2, 2018.

The Turnpike System's bond credit ratings as of June 2018 were as follows: Fitch Ratings A+, Moody's Investors Service A1, and Standard & Poor A+. Outlook is considered stable.

Contacting the Turnpike System's Financial Management

This financial report is designed to provide New Hampshire citizens, the Legislature and the Executive Branch of government, as well as other interested parties, a general overview of the Turnpike System's financial activity for fiscal year 2018 and to demonstrate the Turnpike System's accountability for the revenue it received from toll collections. If there are questions about this report or the need for additional information, contact the New Hampshire Department of Transportation, Division of Finance, John O. Morton Building, 7 Hazen Drive, Concord, NH 03302-0483.

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BASIC FINANCIAL STATEMENTS

NEW HAMPSHIRE TURNPIKE SYSTEM
STATEMENT OF NET POSITION
June 30, 2018
(Dollars in thousands)

ASSETS and DEFERRED OUTFLOWS of RESOURCES

Current Assets:	
Cash and Cash Equivalents	\$ 101,174
Cash and Cash Equivalents – Restricted	62,788
Investments - Restricted	3,523
Accounts Receivable (Net of Allowances)	12,177
Due from Other Funds	451
Inventories	2,597
Prepaid Assets	<u>73</u>
Total Current Assets	<u>182,783</u>
Non-current Assets:	
Capital Assets:	
Land	101,769
Land Improvements	2,003
Buildings	14,773
Equipment and Computer Software	63,938
Work In Progress- Computer Software	6,861
Construction in Progress	56,537
Infrastructure	1,094,637
Less: Accumulated Depreciation	<u>(417,266)</u>
Net Capital Assets	<u>923,252</u>
Total Non-current Assets	<u>923,252</u>
Total Assets	<u>1,106,035</u>
Deferred Outflows of Resources:	
Pension and Other Postemployment Benefits	5,111
Loss on Refunding	<u>880</u>
Total Assets and Deferred Outflows of Resources	<u>1,112,026</u>

LIABILITIES and DEFERRED INFLOWS of RESOURCES

Current Liabilities:	
Accounts Payable	11,521
Accrued Payroll	882
Due to Other Funds	319
Unearned Revenue	16,157
Revenue Bonds Payable- Restricted	27,110
Accrued Interest Payable	4,930
Claims and Compensated Absences Payable	374
Other Liabilities	<u>575</u>
Total Current Liabilities	<u>61,868</u>
Non-current Liabilities:	
Revenue Bonds Payable	353,432
Pension	13,875
Other Postemployment Benefits	32,186
Claims and Compensated Absences Payable	2,324
Other Non-current Liabilities	<u>3,687</u>
Total Non-current Liabilities	<u>405,504</u>
Total Liabilities	<u>467,372</u>
Deferred Inflows of Resources:	
Pension and Other Postemployment Benefits	<u>10,306</u>
Total Liabilities and Deferred Inflows of Resources	<u>477,678</u>

NET POSITION

Net Investment in Capital Assets	543,590
Restricted for Debt Repayments	62,465
Restricted for Uninsured Risks	3,523
Restricted for Facility Sustainment and Reinvestment Reserve	323
Unrestricted	<u>24,447</u>
Total Net Position	<u>\$ 634,348</u>

See accompanying notes to financial statements.

NEW HAMPSHIRE TURNPIKE SYSTEM
STATEMENT OF REVENUES, EXPENSES AND CHANGES IN NET POSITION
For the Fiscal Year Ended June 30, 2018
(Dollars in thousands)

OPERATING REVENUES

Toll Revenue - Cash	\$ 27,902
Toll Revenue - E-ZPass	102,503
Other Toll Operating Revenue (Net of Allowances)	3,666
Transponder Revenue	<u>768</u>
Total Operating Revenues	<u>134,839</u>

OPERATING EXPENSES

Personnel Services	10,644
Payroll Benefits	6,880
Enforcement	8,208
Renewal & Replacement	8,128
Supplies, Materials and Other	1,822
Equipment and Repairs	5,133
Indirect Costs	2,473
Welcome Centers	960
Heat, Light and Power	1,054
Bank and Credit Card Fees	3,503
Rentals	928
E-ZPass Processing Fees	6,303
Transponder Expense	765
Depreciation and Amortization	<u>26,628</u>
Total Operating Expenses	<u>83,429</u>
Operating Income	<u>51,410</u>

NON-OPERATING REVENUES (EXPENSES)

Investment Income	1,080
Welcome Center Revenue	1,016
Facility Sustainment and Reinvestment Reserve	169
Build America Bonds Subsidy	2,922
Miscellaneous Income	335
Gain on Sale of Other Capital Assets	340
Interest on Bonds	(14,101)
Miscellaneous Expense	(44)
Local Non-Operating Expense	<u>(1,183)</u>
Total Non-operating Revenues (Expenses)	<u>(9,466)</u>
Change in Net Position Before Capital Contributions	41,944
Capital Contributions	<u>104</u>
Change in Net Position	42,048
<i>Net Position - July 1 (restated, Note 1(g))</i>	<u>592,300</u>
<i>Net Position - June 30</i>	<u>\$ 634,348</u>

See accompanying notes to financial statements.

NEW HAMPSHIRE TURNPIKE SYSTEM
STATEMENT OF CASH FLOWS
For the Fiscal Year Ended June 30, 2018
(Dollars in thousands)

Cash Flows from Operating Activities	
Receipts from Customers	\$ 133,882
Payments to Employees	(15,840)
Payments to Suppliers	<u>(36,743)</u>
Net Cash Provided by Operating Activities	<u>81,299</u>
Cash Flows from Capital and Related Financing Activities	
Acquisition and Construction of Capital Assets	(34,507)
Interest Paid on Revenue Bonds	(19,607)
Principal Paid	(17,890)
Build America Bonds Subsidy Receipt	3,012
Costs of Issuances	(44)
Receipts from Municipalities	1,096
Welcome Center Rental Income	884
Facility Sustainment Reserve Fund	<u>169</u>
Net Cash Used in Capital and Related Financing Activities	<u>(66,887)</u>
Cash Flows from Investing Activities	
Purchase of Investment	(39,760)
Proceeds from Sales and Maturities of Investments	54,000
Investment Income	<u>1,168</u>
Net Cash Provided By Investing Activities	<u>15,408</u>
Net Increase in Cash and Cash Equivalents	29,820
Total Cash and Cash Equivalents - July 1	<u>134,142</u>
Total Cash and Cash Equivalents - June 30	<u>\$ 163,962</u>
Reconciliation of Operating Income to Net Cash Provided by Operating Activities	
Operating Income	\$ 51,410
Adjustments to Reconcile Operating Income to Net Cash Provided by Operating Activities:	
Depreciation and Amortization	26,628
Miscellaneous Income	278
Change in Operating Assets and Liabilities:	
Receivables	(4,708)
Inventories	(317)
Net Pension and Other Postemployment Benefits Liability (Net of Deferred Amounts)	1,212
Accounts Payable and Other Accruals	3,610
Deferred Revenue	<u>3,186</u>
Net Cash Provided by Operating Activities	<u>\$ 81,299</u>
Turnpike Non-Cash Capital and Related Financing Activities	
Capital Contributions	104

See accompanying notes to financial statements.

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**NEW HAMPSHIRE TURNPIKE SYSTEM
NOTES TO THE FINANCIAL STATEMENTS
For the Fiscal Year Ended June 30, 2018**

Note 1) Summary of Significant Accounting Policies

The accompanying financial statements of the New Hampshire Turnpike System (the “Turnpike System”) have been prepared in accordance with U.S. Generally Accepted Accounting Principles (GAAP) and as prescribed by the Governmental Accounting Standards Board (GASB), which is the primary standard-setting body for establishing governmental accounting and financial reporting principles.

(a) Financial Reporting Entity

The Turnpike System is a Bureau within the Division of Operations of the State of New Hampshire Department of Transportation. The Turnpike System is reported as an enterprise fund of the State of New Hampshire (“the State”) and is included in the Comprehensive Annual Financial Report (CAFR) of the State. These financial statements are only of the Turnpike Fund and are not intended to present the net position, changes in net position, or, where applicable, cash flows of the State. The Turnpike System constructs, maintains, and operates toll roads, including bridges over those roads and transaction facilities and issues revenue bonds, which are repaid from tolls and other revenues. State law New Hampshire Revised Statutes Annotated (RSA) 240, as amended, established a ten-year highway construction and reconstruction plan and authorized major expansion and improvement projects as part of a Capital Improvement Program. State law RSA 237-A:2 authorized the issuance of \$766.0 million of revenue bonds to fund these projects as more fully described in Note 8.

(b) Measurement Focus and Basis of Accounting

The accounting policies of the Turnpike System conform to GAAP as applicable to government enterprise funds and, as such, the activities of the Turnpike System are reported using the economic resources, measurement focus and accrual basis of accounting.

(c) Restricted Assets

The proceeds of the Turnpike System Revenue Bonds, as well as certain resources set aside for their repayment (Revenue Bond Debt Service Reserve, Debt Service Reserve – Investment, Principal Debt Service, Interest Debt Service and Insurance Reserve - Investment) are classified as restricted assets on the Statement of Net Position because their use is limited by a bond resolution. Assets in the Facility Sustainment and Reinvestment Reserve Fund are restricted per contract with 3rd party operator of Hooksett Welcome Centers.

(d) Accounts Receivable (Net of Allowances)

Receivables primarily consist of outstanding E-ZPass Reciprocity as detailed in the table below. The accounts receivable balance as of June 30, 2018 is net of Allowances for Uncollectibles of \$5.9 million.

(Dollars in thousands)

Accounts Receivable	Amount
E-ZPass Reciprocity	\$6,737
Violation Tolls and Fees Receivable (Net of Allowances)	2,993
Cash in Transit-E-ZPass Deposits	1,105
Cash in Transit-Toll Revenue	295
Interest Receivable	677
Credit Card Equity Fees	370
Total Accounts Receivable	\$12,177

(e) Cash Equivalents

Cash equivalents represent short-term investments with maturity dates within three months of the date acquired and recorded at cost.

(f) Capital Assets

Capital assets are valued at cost where historical records are available and at estimated historical cost where no historical records exist. Donated capital assets are valued at their estimated fair market value on the date donated. Capital assets purchased or constructed by other funding sources are recorded at cost. The costs of normal maintenance and repairs that do not add to the value of the asset or materially extend asset lives are not capitalized, but expensed. Capital assets also include certain identified Renewal & Replacement costs. Depreciation is computed using the straight-line method over the estimated useful lives of the capital assets:

**NEW HAMPSHIRE TURNPIKE SYSTEM
NOTES TO THE FINANCIAL STATEMENTS
For the Fiscal Year Ended June 30, 2018**

Asset	Thresholds	Depreciable Life	Annual Depreciation Rate
Infrastructure	All bridges and roads	50	2.0%
Buildings	>= \$100,000	40	2.5%
Building Improvements & Land Improvements	>= \$100,000	20	5.0%
Toll Equipment	>= \$ 10,000	10	10.0%
Equipment	>= \$ 10,000	5	20.0%
Computer Software (Amortized)	>= \$500,000	5	20.0%

(g) Adoption of New Accounting Pronouncements

During the fiscal year ended June 30, 2018, the State adopted the following new accounting standards issued by the GASB:

GASB No. 75, Accounting and Financial Reporting for Postemployment Benefits Other than Pensions, (GASB 75) improves the financial reporting for postemployment benefits other than pensions (OPEB) to include information provided by employers about financial support for OPEB that is provided by other entities. This statement requires enhanced note disclosures and schedules for required supplementary information be presented. Under the new standard, the State will report net/total other postemployment benefits and related amounts of deferred outflows of resources and deferred inflows of resources associated with other postemployment benefits provided through the NHRS and the State. As shown below, the Turnpike System has a restated net position as of July 1, 2017 for the effect of implementation of the new standard. The new disclosures resulting from implementation of this statement can be found in Note 9 and in the Required Supplementary Information Section (RSI).

(Dollars in Thousands)

	Turnpike System
Net Position, as previously reported	\$632,290
Less: GASB 75 Implementation Adjustment	(39,990)
Net Position, as restated	\$ 592,300

GASB No. 85, Omnibus 2017 (GASB 85) addresses practice issues that have been identified during implementation and application of certain GASB statements. This statement addresses a variety of topics including blending component units, goodwill, fair value measurement, and postemployment benefits. The new disclosures resulting from implementation of this statement can be found in Note 9 and in the RSI.

(h) Compensated Absences

All full-time State employees in classified service earn annual and sick leave. At the end of each fiscal year, additional leave (bonus days) may be awarded based on the amount of sick leave taken during the year. Accrued compensatory time, earned for overtime worked, generally must be taken within one year. The State's compensated absences liability represents the total liability for the cumulative balance of employees' annual, bonus, compensatory, and sick leave based on years of service rendered along with the State's share of Social Security, Medicare and retirement contributions. The current portion of the liability is calculated based on the characteristics of the type of leave and on a LIFO (last in first out) basis, which assumes employees use their most recent earned leave first. The accrued liability for annual leave does not exceed the maximum cumulative balance allowed which ranges from 32 to 50 days based on years of service. The accrual for sick leave is made to the extent that it is probable that the benefits will result in termination payments rather than be taken as absences due to illness.

(i) Deferred Outflows of Resources and Deferred Inflows of Resources

Deferred outflows of resources are defined as a consumption of net assets that is applicable to a future reporting period. Deferred inflows of resources are defined as an acquisition of net assets by the government that is applicable to a future reporting period. Deferred outflows of resources increase net position, similar to assets, and deferred inflows of resources decrease net position, similar to liabilities.

**NEW HAMPSHIRE TURNPIKE SYSTEM
NOTES TO THE FINANCIAL STATEMENTS
For the Fiscal Year Ended June 30, 2018**

(j) Postemployment Liabilities

The State participates in two defined pension plans, the State of New Hampshire Retirement System (NHRS) and the New Hampshire Judicial Retirement Plan (NHJRP) and also participates in two other postemployment benefit (OPEB) plans, a funded plan administered by NHRS hereafter referred to as the Trusted OPEB Plan and a nonfunded plan hereafter referred to as the Non Trusted OPEB Plan. The Turnpike System's employees participate only in the NHRS retirement plan and the Non Trusted OPEB plan (see Note 9-Employee Benefit Plans for activity related to these plans). For purposes of measuring the total/net postemployment liabilities, deferred outflows of resources and deferred inflows of resources and related postemployment expense related to each plan, information about the fiduciary net position and additions to/deductions from fiduciary net position has been determined on the same basis as it is reported by each plan. For this purpose, benefit payments are recognized when due and payable in accordance with each plans' benefit terms, and plan investments are reported at fair value.

(k) Revenues and Expenses

Revenues and expenses are classified as operating or non-operating. Operating revenues and expenses generally result from toll collections, the sale of transponders, toll violation administrative fees, administration, depreciation, and turnpike maintenance. Generally, all other revenues and expenses are reported as non-operating. Non-operating revenue generally results from the interest on investments, Build America Bonds interest subsidies received from the federal government, rent receipts, Welcome Center rent and concessions, sales of land and equipment and vending machine sales.

(l) E-ZPass Program

Upon enrolling in the E-ZPass program, participants establish pre-paid toll accounts. These pre-paid toll receipts are collected by a third party vendor on behalf of the Turnpike System and recorded by the Turnpike System as unearned revenue until the customer completes a toll transaction. Once this occurs, revenue is recorded and the customer's account is charged. Vehicle transponders, which serve to identify the vehicles passing through the toll plazas, are purchased by the Turnpike System and shipped to customers by the vendor. The sale price a customer is charged for a transponder is the same approximate cost to the Turnpike System.

(m) Inventory

Inventories for materials and supplies are valued at cost. Included in the inventory amount are E-ZPass transponders and toll equipment replacement parts. Transponders are received and stored by the vendor at the E-ZPass Customer Service Center located in Concord, New Hampshire and at walk-in E-ZPass Service Centers located in Nashua and Portsmouth, New Hampshire. Toll equipment replacement parts are stored at Turnpike warehouses throughout the State.

(n) Capital Contributions

The Turnpike System receives Federal Highway Administration (FHWA) grants through the State's Highway Fund for capital improvements, exclusive of Renewal & Replacement expenses and payments made by private entities. These are classified as Capital Contributions.

(o) Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

(p) Unearned Revenue

In the Turnpike System financial statements, unearned revenue is recognized when cash, receivables or other assets are recorded prior to their being earned.

(q) Investments

GASB Statement No. 72 *Fair Value Measurement and Application*, requires that investments are reported at fair value except for certain investments which are reported using the amortized cost method of valuation provided that amortized cost approximates the fair value of a security. The Turnpike System discloses the fair

**NEW HAMPSHIRE TURNPIKE SYSTEM
NOTES TO THE FINANCIAL STATEMENTS
For the Fiscal Year Ended June 30, 2018**

value of its investments in a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value.

The hierarchy is as follows:

Level 1 – Quoted prices (unadjusted) in active markets for identical assets and liabilities that are accessible at the measurement date. The Turnpike System had no Level 1 assets or liabilities as of June 30, 2018.

Level 2 – Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly, including inputs in markets that are not considered to be active because they most often are priced on the basis of transactions involving similar but not identical securities or do not trade with sufficient frequency. The Turnpike System had no Level 2 assets or liabilities as of June 30, 2018.

Level 3 – Unobservable inputs for the asset or liability. The Turnpike System had no Level 3 assets or liabilities as of June 30, 2018.

In determining fair value, the Turnpike System utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible. If an investment is in an active market where quoted prices exist, the market price of an identical security is used to report fair value. Corporate fixed income securities and certain U.S. government securities utilize pricing that may involve estimation using similar securities or trade dates. As these investments are generally not traded in an active market, fair value measurements are determined using market data and matrix pricing.

As of June 30, 2018, the Turnpike System's only investment was a certificate of deposit totaling \$3.5 million which is valued at amortized cost.

(r) Postemployment Benefits Payable (OPEB)

For purposes of measuring the total/net OPEB liability, deferred outflows of resources and deferred inflows of resources related to OPEB, and OPEB expense, information about the fiduciary net position of the NHRS, and additions to/deductions from the fiduciary net position has been determined on the same basis as it is reported by NHRS and the State OPEB Plan. For this purpose, benefit payments are recognized when due and payable in accordance with the benefit terms, and investments are reported at fair value.

Note 2) Cash and Cash Equivalents and Investments

Deposits: The following statutory requirements and State Treasury policies have been adopted to minimize risk associated with deposits:

- State law RSA 6:7 established the policy the State Treasurer must adhere to when depositing public monies.
- Operating funds are invested per investment policies that further define appropriate investment choices and constraints as they apply to those investment types.

General Reserve Account: On June 30, 2018, the balance of cash and cash equivalents in the General Reserve Account was approximately \$75.0 million. These funds are intended to be used for capital construction projects.

Debt Securities: The State Treasury invests in US Treasury instruments and Government-sponsored Enterprise securities (GSEs). On June 30, 2018, the Turnpike System's holding of Federal Home Loan Bank Discount Notes and US Treasury Notes was \$25.0 million with an additional \$7.4 million, all treated as a cash equivalent. Concentration risk is the risk of loss attributed to the magnitude of an investment in a single issuer. At June 30, 2018, the Turnpike System's investments and concentrations were primarily in Federal Home Loan Bank Discount Notes and U.S. Treasury Notes.

Custodial Credit Risk: The custodial risk for deposits is the risk that in the event of a bank failure, the State's deposits may not be recovered.

Custodial credit risk is managed in a variety of ways. Although State law does not require deposits to be collateralized, the State Treasurer does utilize such arrangements where prudent and/or cost effective. All banks, where the State has deposits and/or active accounts, are monitored as to their financial health through the services of Veribanc, Inc., a bank rating firm. In addition, ongoing reviews with officials of depository

**NEW HAMPSHIRE TURNPIKE SYSTEM
NOTES TO THE FINANCIAL STATEMENTS
For the Fiscal Year Ended June 30, 2018**

institutions are used to allow for frequent monitoring of custodial credit risk. All deposits at FDIC-insured depository institutions (including noninterest bearing accounts) are insured by the FDIC up to the standard maximum amount of \$250,000 for each deposit insurance ownership category, examples which are collateralized are per RSA 383-B:3-301(e)(2); Ban 1450 Collateralization of Public Deposits. All commercial paper must be from issuers having an A1/P1 rating or better and an AA- or better long-term debt rating from one or more of the nationally recognized rating agencies. Certificates of deposits must be with state or federally chartered banking institutions with a branch in New Hampshire. The institution must have a minimum rating of green and one star as assigned by Veribanc Inc.

As of June 30, 2018, the Turnpike System's bank balances, including GSE instruments, exposed to custodial credit risk for cash and cash equivalents are as follows:

(Dollars in thousands)

Type	Collateralized and Held in State's Name	Uncollateralized	Federal Deposit Insurance Corporation	Total
Demand Deposits & Cash	\$ 104,341	\$ 29,811	\$ 250	\$ 134,402
Government- Sponsored Enterprise security	-	32,422	-	32,422
Total	\$ 104,341	\$ 62,233	\$ 250	\$ 166,824

Whereas all payments made to the State are to be in U.S. dollars, foreign currency risk is essentially nonexistent on State deposits.

In addition to \$166.8 million in bank balances shown above, the Turnpike System also reported \$0.1 million of cash in transit and change accounts, offset by (\$2.9) million in amounts due to other DOT intra-agency funds for a total Cash & Cash Equivalents as of June 30, 2018 amount of \$164.0 million.

Investments: On June 30, 2018, the value of investments with maturity dates over 90 days of the date acquired amounted to \$3.5 million in a Certificate of Deposit.

Certificates of deposits must be with state or federally chartered banking institutions with a branch in New Hampshire. The institution must have a minimum rating of green and one star as assigned by Veribanc. Inc.

The State Treasury has adopted policies to ensure reasonable rates of return on investments while minimizing risk factors. Approved investments are defined in statute RSA 6:8. Additionally, investment guidelines exist for operating funds as well as trust and custodial funds. All investments will be denominated in U.S. dollars.

The Turnpike System categorizes its fair value measurements within the fair value hierarchy established in accordance with U.S. generally accepted accounting principles. See Note 1(q) - Investments for fair value hierarchy leveling.

Credit risk is the risk that the issuer or other counter-party will not fulfill its obligations. The State may invest in investment-grade securities which are defined as those with a grade B or higher. Obligations of the U.S. Government or obligations backed by the U.S. Government are not considered to have credit risk. While obligations of Government-sponsored Enterprise securities have the implied backing of the U.S. Government, those obligations are not explicitly guaranteed and are exposed to potential credit risk.

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of the State's investments. Interest rate risk is primarily measured and monitored by defining or limiting the maturity of any investments or weighted average maturity (WAM) of a group of investments. The WAM is dollar-weighted in terms of years. The specific target or limits of such maturity and percentage allocations are tailored to meet the investment objectives and are defined in the investment guidelines associated with those funds. The WAM at June 30, 2018 for the Turnpike System's Certificate of Deposit is 0.025 years.

Custodial credit risk for investments is the risk that, in the event of the failure of the counterparty to a transaction, a government will not be able to recover the value of investments that are in the possession of an

**NEW HAMPSHIRE TURNPIKE SYSTEM
NOTES TO THE FINANCIAL STATEMENTS
For the Fiscal Year Ended June 30, 2018**

outside party. The State's selection criteria are aimed at investing in only high quality institutions where default is extremely unlikely. The Turnpike System's investments are held by its custodian in the name of the Turnpike System.

Note 3) Restricted Assets

The resolutions of the Turnpike System revenue bonds require the Turnpike System to maintain certain accounts (below). The Turnpike System deposits all revenues into a Turnpike System revenue account, which are then applied first to the payment of operating expenses and then to fund accounts required by the resolutions.

Restricted Assets at fair value amounted to \$66.3 million with \$62.8 million designated as Cash and Cash Equivalents – Restricted and \$3.5 million designated as Investments – Restricted. Restricted assets are segregated into the following accounts as of June 30, 2018:

(Dollars in thousands)

Restricted Assets	Amount
Revenue Bond Insurance Reserve Account	\$ 3,523
Total Investments – Restricted	3,523
Revenue Bond Debt Service Reserve Account	41,159
Revenue Bond Principal Debt Service Account	16,382
Revenue Bond Interest Debt Service Account	4,924
Facility Sustainment and Reinvestment Reserve Account	323
Total Cash & Cash Equivalents – Restricted	62,788
Total Restricted Assets	\$ 66,311

The Revenue Bond Debt Service Reserve Account is used to report resources set aside to make up potential future deficiencies in the Revenue Bond Interest Debt Service Account and Revenue Bond Principal Debt Service Account. The Revenue Bond Principal Debt Service Account and Revenue Bond Interest Debt Service Account are used to segregate resources accumulated for debt service payments on given maturity dates. See Note 8(c), Bonds - Debt Maturity. A Revenue Bond Special Redemption Account is used to report any monies not otherwise required by the bond resolution to be deposited or applied, including excess proceeds after the completion of a project. In addition to the above accounts, the Revenue Bond Insurance Reserve Account is established to report the amount that is available to insure against risks that would not otherwise be covered by policies of insurance. A Revenue Bond Rebate Account also would be used to report any excess of interest earned on non-purpose investments (as defined in section 148 of the Internal Revenue Code of 1986, as amended). Both the Revenue Bond Special Redemption Account and the Revenue Bond Rebate Account had zero balances as of June 30, 2018. The Facility Sustainment and Reinvestment Reserve Account is established to provide funding for facility maintenance, repair, and capital improvement projects of the Hooksett Welcome Centers (Welcome Centers) should the operator fail to meet physical facility performance standards. The account's funding, spending, and cap limits are subject to the terms and conditions of the Ground Lease Contract between the Turnpike System and the operator.

JP Morgan Chase Bank, N.A., pursuant to a 1995 Debt Service Forward Supply Agreement as amended, which expires April 1, 2020, owns the exclusive right, to deliver eligible securities as an investment of a portion of the monthly deposits to the Revenue Bond Interest Debt Service Account and Revenue Bond Principal Debt Service Account.

**NEW HAMPSHIRE TURNPIKE SYSTEM
NOTES TO THE FINANCIAL STATEMENTS
For the Fiscal Year Ended June 30, 2018**

Note 4) Capital Assets

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

(Dollars in thousands)

Type	Beginning Balance	Increases	Decreases	Transfers	Ending Balance
Capital Assets not Being Depreciated:					
Land	\$101,714	\$ 136	\$ 300	\$ 219	\$101,769
Construction in Progress	69,327	20,217	1,203	(31,804)	56,537
Work in Progress – Computer Software	2,003	4,820	-	38	6,861
Total Capital Assets not Being Depreciated:	173,044	25,173	1,503	(31,547)	165,167
Other Capital Assets:					
Equipment and Computer Software	62,846	1,421	645	316	63,938
Buildings and Building Improvements	14,477	333	37	-	14,773
Depreciable Land Improvements	2,003	-	-	-	2,003
Infrastructure	1,059,664	9,371	5,461	31,063	1,094,637
Total Other Capital Assets	1,138,990	11,125	6,143	31,379	1,175,351
Total Capital Assets	1,312,034	36,298	7,646	(168)	1,340,518
Less Accumulated Depreciation for:					
Equipment and Computer Software	(50,726)	(3,162)	(645)	-	(53,243)
Buildings and Building Improvements	(3,183)	(357)	-	-	(3,540)
Depreciable Land Improvements	(299)	(100)	-	-	(399)
Infrastructure	(342,483)	(21,495)	(3,894)	-	(360,084)
Total Accumulated Depreciation	(396,691)	(25,114)	(4,539)	-	(417,266)
Total Net Capital Assets	\$915,343	\$ 11,184	\$ (3,107)	\$ (168)	\$923,252

At June 30, 2018, the Turnpike System had contractual commitments for capital Turnpike System improvement projects of \$41.3 million.

GASB Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*, interest is capitalized as part of the historical cost of acquiring certain qualifying assets. The amount of interest capitalized was calculated by using the weighted average interest rate of all outstanding revenue bonds. The weighted average interest rate for fiscal year 2018 was 3.38%. This rate was then applied to the average fiscal year 2018 balances of qualifying open construction in progress projects. In fiscal year 2018, interest expense that was capitalized amounted to \$2.8 million.

GASB Statement No. 42, *Accounting and Financial Reporting for Impairment of Capital Assets and for Insurance Recoveries* establishes accounting and financial reporting standards for capital assets to be considered impaired if the asset will no longer be used or it is determined that construction has ceased, the asset should be written down to the lower of carrying value or fair value. The Turnpike System in its review for permanently impaired assets as a result of construction stoppage did not identify any projects in fiscal year 2018.

Note 5) Inter-fund Activity

In fiscal year 2018, expenses were incurred due to work performed by other state agencies on behalf of the Turnpike System. Enforcement expenses of \$8.2 million were incurred for services provided by the New Hampshire Department of Safety. Services provided by the Department of Information Technology and the Department of Transportation, Division of Operations' Bureaus including Bridge Maintenance, Traffic, Transportation Systems, Management & Operations (TSMO), and Mechanical Services resulted in \$2.3 million of expenses and account for the majority of the remaining inter-fund activity. New Hampshire Department of Business and Economic Affairs (formerly Resources & Economic Development), Division of Travel and Tourism operations of the Seabrook and Hooksett Welcome Centers amounted to \$1.0 million.

**NEW HAMPSHIRE TURNPIKE SYSTEM
NOTES TO THE FINANCIAL STATEMENTS
For the Fiscal Year Ended June 30, 2018**

Note 6) Unearned Revenue

Unearned Revenue primarily consists of prepaid toll monies received from customers on their transponder accounts. Revenue is recognized when a customer uses the E-ZPass toll system on the turnpike. In fiscal year 2018, Unearned Revenue included approximately \$13.5 million in pre-paid tolls as well as \$2.7 million from municipalities and developers to support their share of construction improvements.

Note 7) Leases

(a) Operating and Capital Leases

The Turnpike System had no significant operating or capital leases for fiscal year 2018.

(b) Ground Lease Contract

A public private partnership between the State (Department of Transportation, Liquor Commission, and Department of Business and Economic Affairs (formerly Resources and Economic Development)) and Granite State Hospitality, LLC was formed in 2013 to develop, operate, and maintain both north and southbound rest areas on I-93 in the town of Hooksett. The rest areas are full service welcome centers with concession and fuel sales, visitor centers, and State Liquor and Wine Outlet Stores. The Turnpike System receives a minimum guaranteed rent of \$23.2 million over a 35-year term with tiered rent payments based on the sale of gasoline and tiered percentage rent based on gross concession sales. In fiscal year 2018 the guaranteed minimum rent payment was \$0.5 million. In addition to the minimum rent, the Turnpike System receives additional rental income if fuel or concession sales exceed contractual thresholds. For fiscal year 2018 the Turnpike System recorded \$1.0 million in total rental receipts. In addition, the Turnpike System also maintains a Facility Sustainment and Reinvestment Reserve Account funded by the operator which provides funding for facility maintenance, repair, and capital improvement projects should the Developer/Operator fail to meet established, contractual performance standards. This account is capped at \$1.0 million. On June 30, 2018, the Facility Sustainment and Reinvestment Reserve Account had a balance of approximately \$0.3 million.

(Dollars in thousands)

Hooksett Welcome Center Rent	Amount
Guaranteed Minimum Rent	\$ 500
Fuel Sales	109
Concession Sales	407
Total Hooksett Welcome Center Rent	\$ 1,016

Note 8) Non-current Liabilities

(a) Bonds Authorized and Un-issued

Bonds authorized and un-issued amounted to \$50.2 million of revenue bonds at June 30, 2018. The Legislature has established a 10-year highway construction and reconstruction plan for the Turnpike System to be funded from Turnpike revenues. This legislation also authorized the Governor and Executive Council to issue up to \$766.0 million of bonds to support this plan. As of June 30, 2018, the State had issued \$715.8 million of revenue bonds for this plan.

Turnpike System Bond Ratings

Bond ratings assigned to the Turnpike System are as follows:

- Fitch Ratings ~ A+ (stable)
- Moody's Investors Service ~ A1 (stable)
- Standards & Poor's ~ A+ (stable)

(b) Changes in Non-current Liabilities

The following is a summary of the changes in liabilities for bonds, compensated absences, and uninsured claims during fiscal year 2018:

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(Dollars in thousands)

Type	Beginning Balance	Increases	Decreases	Ending Balance	Current	Long-Term
Revenue Bonds	\$401,280	\$ -	\$20,738	\$380,542	\$27,110	\$353,432
Net Pension Liability	13,757	118	-	13,875	-	13,875
Net Other Postemployment Benefits Liability	40,694	-	8,508	32,186	-	32,186
Claims and Compensated Absences Payable	2,031	735	68	2,698	374	2,324
Pollution Remediation and Other	5,346	232	1,316	4,262	575	3,687
Total	\$463,108	\$ 1,085	\$ 30,630	\$433,563	\$ 28,059	\$405,504

Note: Beginning balances shown above reflect restated values for net other postemployment benefits liability due to implementation of GASB 75.

(c) Bonds - Debt Maturity

Bonds of the Turnpike System consist of revenue bonds (including ARRA Bonds). Interest rates on Turnpike System revenue bonds range from 4.0% to 6.3%. The annual maturities on a cash basis are as follows:

(Dollars in thousands)

Payable June 30,	Revenue Principal	Revenue Interest	Revenue Interest Rebate	Net Interest
2019	\$ 27,110	\$ 18,432	(\$ 2,924)	\$ 15,508
2020	30,040	17,179	(2,924)	14,255
2021	24,145	15,705	(2,924)	12,781
2022	26,285	14,315	(2,910)	11,405
2023	21,650	12,983	(2,796)	10,187
2024 thru 2028	70,520	51,933	(11,871)	40,062
2029 thru 2033	57,695	33,378	(7,271)	26,107
2034 thru 2038	60,020	18,786	(3,681)	15,105
2039 thru 2043	45,500	3,993	(350)	3,643
Subtotal	362,965	186,704	(37,651)	149,053
Un-amortized Premium	17,577	-	-	-
Total	\$380,542	\$186,704	(\$ 37,651)	\$149,053

The federal budget agreement enacted at the end of 2013 did not include sequestration relief on reimbursements for direct-pay bonds (BABs) and it extended the sequestration for four years beyond the original termination date of 2021 (through Federal fiscal year 2025). The reduction in funding as a result of sequestration is 6.6% beginning October 1, 2017. Revenue interest rebate has been reduced by 6.6% through 2025.

(d) Revenue Bond Resolutions

All revenue bonds are secured by a pledge of substantially all Turnpike System revenues and monies deposited into accounts created by the bond resolutions, subject only to the payment of operating expenses.

The bond resolutions require the Turnpike System to establish and collect tolls which are adequate at all times, when combined with other available sources of revenues, to provide for the proper operation and maintenance of the Turnpike System and for the timely payment of the principal and interest on all bonds, notes, or other evidences of indebtedness. The resolutions further require the Turnpike System to collect sufficient tolls so that in each fiscal year net revenues as defined by the resolutions will be at least equal to the greater of: (a) 120% of current year debt service on the revenue bonds, or (b) 100% of current year debt service on the revenue bonds and on all general obligation or other bonds, notes or other indebtedness, and the additional amount, if any, required to be paid from the revenue bond general reserve account to satisfy the Renewal & Replacement (R&R) requirement for the fiscal year.

The resolutions further require the Turnpike System to request payment from the Revenue Bond Construction Account and an Authorized Officer shall sign a written order and file the request with the State Treasurer.

The Turnpike System is required to review the adequacy of its tolls after each fiscal year. If this review indicates that the tolls and charges are, or will be, insufficient to meet the requirements described above, then the Independent Engineer of the Turnpike System will make a study and recommend a schedule of tolls and

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charges which will provide revenues sufficient to comply with the requirements described above. For fiscal year 2018, the toll rate schedule was deemed to be sufficient to meet all required payments in connection with the Turnpike System, and as such, no Independent Engineer’s study was necessary.

The resolutions establish an R&R requirement with respect to each fiscal year. R&R costs consist of rehabilitation, renewals, replacements, and extraordinary repairs necessary for the sound operation of the Turnpike System or to prevent loss of revenues, but not costs associated with new construction, additions or extensions.

(Dollars in thousands)

Type	Expensed	Capitalized	Total
Renewal & Replacement	\$ 8,128	\$ 561	\$ 8,689

The Turnpike System has complied with all of its material financial bond covenants as set forth in the resolutions.

Note 9) Employee Benefit Plans

(a) New Hampshire Retirement System

Plan Description: The New Hampshire Retirement System is the administrator of a cost-sharing, multiple-employer Public Employee Retirement System (“NHRS”) established in 1967 by State law RSA 100-A:2 and is qualified as a tax-exempt organization under Sections 401 (a) and 501 (a) of the Internal Revenue Code. NHRS is a contributory defined-benefit plan providing service, disability, death, and vested retirement benefits to members and beneficiaries. NHRS covers substantially all full-time State employees, public school teachers and administrators, permanent firefighters, and police officers within the State of New Hampshire. Full-time employees of political subdivisions, including counties, municipalities, and school districts, are also eligible to participate as a group if the governing body of the political subdivision has elected participation. NHRS is divided into two membership groups. Group I consists of State and local employees and teachers. Group II consists of firefighters and police officers. All assets are in a single trust and are available to pay retirement benefits to its members and beneficiaries.

Group I members at age 60 (age 65 for members beginning service on or after July 1, 2011) qualify for a normal service retirement allowance based on years of creditable service and average final compensation (AFC). The yearly pension amount is 1/60 (1.67%) of average final compensation multiplied by years of creditable service (1/66 of AFC times creditable service for members beginning service on or after July 1, 2011). AFC is defined as the average of the three highest salary years for members vested prior to January 1, 2012 and five years for members not vested on January 1, 2012. At age 65, the yearly pension amount is recalculated at 1/66 (1.5%) of AFC multiplied by years of creditable service.

Members in service with 10 or more years creditable service who are between age 50 and 60 or members in service with at least 20 or more years of service, whose combination of age and service is 70 or more, are entitled to a retirement allowance with appropriate graduated reduction based on years of creditable service.

Group II members who are age 60, or members who are at least age 45 with a minimum of 20 years of creditable service (age 50 with a minimum of 25 years of creditable service or age 60 for members beginning service on or after July 1, 2011) can receive a retirement allowance at a rate of 2.5% of AFC for each year of service not to exceed 40 years (2% of AFC times creditable service up to 42.5 years for members beginning service on or after July 1, 2011). A member who began service on or after July 1, 2011 shall not receive a service retirement allowance until attaining age 52.5, but may receive a reduced allowance after age 50 if the member has at least 25 years of creditable service. However, the allowance will be reduced by ¼ of one percent for each month prior to age 52.5 that the member receives the allowance.

All Turnpike System employees are members of Group I.

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Members of both groups may qualify for vested deferred allowances, disability allowances, and death benefit allowances subject to meeting various eligibility requirements. Benefits are based on AFC or earnable compensation, service, or both.

Pursuant to State laws RSA 100-A:52, RSA 100-A:52-a and RSA 100-A:52-b, the New Hampshire Retirement System also provides a postretirement medical premium subsidy for Group I employees and teachers and Group II police officers and firefighters.

NHRS issues publicly, financial reports that can be obtained by writing to them at 54 Regional Drive, Concord, NH 03301-8507 or from their web site at <http://www.nhrs.org>.

Funding Policy: NHRS is financed by contributions from the members, the State and local employers, and investment earnings. By statute, Group I members contributed 7.0% of gross earnings. Employer contributions required to cover that amount of cost not met by the members' contributions are determined by a biennial actuarial valuation by the NHRS actuary using the entry age normal funding method and are expressed as a percentage of gross payroll. The Turnpike System contributed 11.1% of gross payroll for Group I members.

Pension Liabilities, Pension Expense, and Deferred Outflows/Inflows of Resources Related to Pensions: As of June 30, 2018, the Turnpike System reported a liability of \$13.9 million for its proportionate share of the net pension liability of NHRS. This net pension liability is measured as of June 30, 2017, and the total pension liability used to calculate the net pension liability was determined by an actuarial valuation as of June 30, 2016, with update procedures used to roll the total pension liability forward to June 30, 2017. The State's proportion of the net pension liability was based on the State's share of contributions to NHRS relative to the contributions of all participating employers, actuarially determined. The Turnpike System's net pension liability and pension expense, along with related deferred outflows of resources and deferred inflows of resources was calculated using an allocated proportion among the State's governmental and business-type activities (1.4%), based on percentage of pension plan contributions. For the year ended June 30, 2018, the Turnpike System recognized pension expense of \$1.9 million. NHRS has not adopted changes to certain economic and demographic assumptions since the measurement date.

As of June 30, 2018, the Turnpike System reported deferred outflows and inflows of resources relating to pensions from the following sources:

(Dollars in thousands)

Deferred Resources	Deferred Outflows of Resources	Deferred Inflows of Resources
Net difference between projected and actual earnings on pension plan investments	\$ -	\$ 240
Differences between expected and actual experience	29	159
Change in actuarial assumptions	1,303	-
Changes in employer proportion (State)	289	258
Change in employer proportion (Turnpike)	1,109	118
Contributions subsequent to the measurement date	950	-
Total	\$ 3,680	\$ 775

Amounts reported as deferred outflows of resources related to pensions resulting from employer contributions subsequent to the measurement date will be recognized as a reduction of the net pension liability in the year ended June 30, 2019. Other amounts reported as deferred outflows and inflows of resources related to pensions will be recognized in pension expense as follows:

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(Dollars in thousands)

Fiscal Year Ended June 30,	Amortization of Deferred Amounts
2019	\$ 477
2020	797
2021	693
2022	(12)
2023	-
Total	\$ 1,955

Actuarial Assumptions: NHRS total pension liability, measured as of June 30, 2017, was determined by a roll forward of the actuarial valuation as of June 30, 2016, using the following actuarial assumptions:

Inflation	2.50%
Salary increases	5.60% average, including inflation
Investment rate of return	7.25% net of pension plan investment expense, including inflation

Mortality rates were based on the RP-2014 employee generational mortality tables for males and females, adjusted for mortality improvements using Scale MP-2015, based on the last experience study.

The actuarial assumptions used in the June 30, 2016 valuation were based on the results of the most recent actuarial experience study, which was for the period July 1, 2010 – June 30, 2015.

Long-Term Rates of Return: The long-term expected rate of return on pension plan investments was selected from a best estimate range determined using the building block approach. Under this method, an expected future real return range is calculated separately for each asset class. These ranges are combined to produce the long-term expected rate of return by weighting the expected future real rates of return net of investment expenses by the target asset allocation percentage and by adding expected inflation. Following is a table presenting target allocations and long-term rates of return for 2017:

Asset Class	Target Allocation %	Weighted Average Long-term Expected Geometric Rate of Return %
Large Cap Equities	22.50	4.25
Small/Mid Cap Equities	7.50	4.50
Total domestic equity	30.00	
International Equities (unhedged)	13.00	4.50
Emerging International Equities	7.00	6.25
Total international equity	20.00	
Core Bonds	5.00	0.75
Short Duration	2.00	(0.25)
Global Multi-Sector Fixed Income	11.00	2.11
Absolute return fixed Income	7.00	1.26
Total fixed income	25.00	
Private equity	5.00	6.25
Private debt	5.00	4.75
Opportunistic	5.00	2.84
Total alternative investments	15.00	
Real estate	10.00	3.25
Total real estate investments	10.00	
Total	100.00	

Discount Rate: The discount rate used to measure the collective total pension liability was 7.25%. The projection of cash flows used to determine the discount rate assumed that member contributions will be made at

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the current contribution rate and that employer contributions will be made at rates equal to the difference between actuarially determined contribution rates and the member rate. For purposes of the projection, member contributions and employer service cost contributions are determined based on the expected payroll of current members only. Employer contributions are determined based on NHRS's actuarial funding policy and as required by RSA 100-A:16. Based on those assumptions, NHRS's fiduciary net position was projected to be available to make all projected future benefit payments to current plan members. Therefore, the long-term expected rate of return on pension plan investments was applied to all periods of projected benefit payments to determine total pension liability.

The following table illustrates the sensitivity of the Turnpike System's proportionate share of NHRS's net pension liability to changes in the discount rate. In particular, the table presents the Turnpike System's proportionate share of NHRS's net pension liability measured at June 30, 2017 assuming it was calculated using a single discount rate that is one-percentage-point lower or one-percentage-point higher than the single discount rate:

(Dollars in thousands)

Fiscal Year Ended	1% Decrease to 6.25%	Current Single Rate Assumption 7.25%	1% Increase to 8.25%
June 30, 2018	\$ 18,279	\$ 13,875	\$ 10,265

(b) Other Postemployment Benefits (OPEB)

Plan Description: RSA 21-I:30 specifies that the State provide certain health care benefits for retired employees and their spouses through a single employer (primary government with component units) defined postemployment benefit plan, previously defined as the Non Trusted OPEB Plan. These benefits include group hospitalization, hospital medical care, surgical care and other medical care. Substantially all of the State's employees who were hired on or before June 30, 2003 and have 10 years of service, may become eligible for these benefits if they reach normal retirement age while working for the State and receive their pensions on a periodic basis rather than a lump sum. During fiscal year 2004, legislation was passed that requires State Group I employees hired on or after July 1, 2003 to have 20 years of state service in order to qualify for health benefits. During fiscal year 2011, legislation was passed that requires Group II employees to have 20 years of State service to qualify for retiree health benefits. Additionally, during fiscal year 2012, legislation was passed requiring Group I employees hired after July 1, 2011 to have 25 years of state service and increased the normal retirement age for Group I and Group II employees hired after July 1, 2011. These and similar benefits for active employees and retirees are authorized by RSA 21-I:30 and provided through the Employee and Retiree Benefit Risk Management Fund, (the Fund), a single-employer group health fund, which is the state's self-insurance internal service fund implemented in October 2003 for active state employees and retirees. The Fund covers the cost of medical and prescription drug claims by charging actuarially developed working rates to State agencies for participating employees, retirees and eligible spouses. An additional major source of funding for retiree benefits is from the medical subsidy payment described earlier, which totaled approximately \$186,799, \$196,469, and \$207,099, respectively, for fiscal years ended June 30, 2018, 2017 and 2016. No assets are accumulated in a trust that meets the criteria in paragraph 4 of GASB Statement No. 75. The Turnpike System's contributions to the fund on behalf of Turnpike Retirees for fiscal years ended June 30, 2018, 2017, 2016, were \$745,000, \$782,000 and \$799,500 respectively.

Total OPEB Liability: The Turnpike System's proportionate share of the total Non Trusted OPEB Plan liability of \$32.2 million was measured as of June 30, 2017, and was determined by an actuarial valuation as of December 31, 2016, adjusted forward. The Turnpike System's proportionate share of the total Non Trusted OPEB Plan liability is the ratio attributable to each fund/component unit based on each participant's calculated liability. As of the measurement date, the Turnpike System's proportion was 1.44%, which was an increase of 3 basis points from its proportion measured as of the previous measurement date. Subsequent to the measurement date, the State decided to implement a Medicare Advantage plan, effective January 1, 2019.

Actuarial Assumptions and Other Inputs: The total Non Trusted OPEB Plan liability in the December 31, 2016 actuarial valuation was determined using the following actuarial assumptions and other inputs, applied to all periods included in the measurement, unless otherwise specified:

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Inflation:	3.25%
Salary increases:	Group I employees: 13.25% decreasing over 9 years to an ultimate level of 3.75%; Group II employees: 25.25% decreasing over 8 years to an ultimate level of 4.25%.
Discount rate:	3.58% as of June 30, 2017 and 2.85% as of June 30, 2016.
Healthcare cost trend rates:	<i>Medical:</i> under 65, 7.4% for one year, then 4.5% per year; over 65, 1.4% for one year, then 4.5% per year. <i>Prescription Drug:</i> under 65, 12.8% for one year, then 9.0% decreasing by 0.5% each year to an ultimate level of 4.5% per year; over 65, (6.1)% for one year then 9.0% decreasing by 0.5% each year to an ultimate level of 4.5% per year. <i>Contributions:</i> Retiree contributions are expected to increase with a blended medical and prescription drug trend.

The discount rate was based on the yield or index rate for 20-year, tax exempt general obligation municipal bonds with an average rate of AA/Aa or higher as shown in the Bond Buyer 20-Bond General Obligation Index (2.85% as of June 30, 2016 and 3.58% as of June 30, 2017). This determination is in accordance with GASB Statement No 75.

Mortality rates were based on the RP-2014 Healthy Annuitant Mortality Table projected generationally for males and females with Scale MP-2015.

The assumptions used in the December 31, 2016 valuation were based on the results of an actuarial experience study by New Hampshire Retirement System for the period July 1, 2010 through June 30, 2015.

Changes in assumptions reflect trend assumption revisions to reflect current experience and future expectations.

Sensitivity of the Turnpike System Non Trusted OPEB Plan liability to changes in the discount rate:

The following presents sensitivity of the Turnpike System's proportionate share of the total Non Trusted OPEB Plan liability to changes in the discount rate. In particular, the table presents the Turnpike System's proportionate share of the Total OPEB liability measured at June 30, 2017 if it were calculated using a discount rate that is one-percentage-point lower or one-percentage-point higher than the current discount rate:

(Dollars in thousands)

Fiscal Year Ended	1% Decrease to 2.58%	Current Discount Rate 3.58%	1% Increase to 4.58%
June 30, 2018	\$ 36,845	\$ 32,186	\$ 28,132

Sensitivity of the Turnpike System OPEB liability to changes in the healthcare cost trend rates:

The following presents sensitivity of the Turnpike System's proportionate share of the total Non Trusted OPEB Plan liability to changes in the healthcare cost trend rates. In particular, the table presents the Turnpike System's proportionate share of total Non Trusted OPEB Plan liability measured at June 30, 2017, if it were calculated using healthcare cost trend rates that are one-percentage-point lower or one-percentage-point higher than the current healthcare trend cost rates:

(Dollars in thousands)

Fiscal Year Ended	1% Decrease	Current Trend Rate	1% Increase
June 30, 2018	\$ 27,216	\$ 32,186	\$ 38,631

OPEB Expense and Deferred Outflows of Resources and Deferred Inflows of Resources Related to OPEB: For the year ended June 30, 2018, the Turnpike System recognized OPEB expense of \$1.1 million. As of June 30, 2018, the Turnpike System reported deferred outflows and inflows of resources on its financial statements related to the Non Trusted OPEB Plan of \$0.7 million (excluding \$0.7 million in contributions subsequent to the measurement date) and \$9.5 million, respectively, from the following sources.

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	Deferred Outflows of Resources	Deferred Inflows of Resources
Differences between expected and actual experience	\$ -	\$ 95
Changes in assumptions	-	9,436
Changes in employer proportion	686	-
Contributions subsequent to the measurement date	745	-
Total	\$ 1,431	\$ 9,531

Amounts reported as deferred outflows of resources related to the Non Trusted OPEB Plan resulting from employer contributions subsequent to the measurement date will be recognized as a reduction of the total Non Trusted OPEB Plan liability in the year ended June 30, 2019. Remaining amounts reported as deferred outflows of resources and deferred inflows of resources related to the Non Trusted OPEB Plan will be recognized in OPEB expense as follows:

(Dollars in thousands)

Year ended June 30,	Amount
2019	\$ (1,769)
2020	(1,769)
2021	(1,769)
2022	(1,769)
2023	(1,769)
Total	\$ (8,845)

Note 10) Risk Management and Insurance

(a) Principle of Self-Insurance

The Turnpike System is exposed to various risks of loss, related to torts; theft of, damage to, and destruction of assets; errors and omissions; injuries to employees; and natural disasters. As a general operating rule, the State self-insures against all damages, losses and expenses except to the extent that the provisions of law direct the purchase of commercial insurance. Should risk assessment indicate that commercial insurance is economical and beneficial for the State or general public, the State may elect to purchase insurance. Settled claims, under the insurance program, have not exceeded insurance coverage in any of the last three fiscal years.

(b) Employee and Retiree Health Benefits

During fiscal year 2004, the State established an Employee Benefit Risk Management Fund (the Fund), an internal service fund, to account for its uninsured risks of loss related to employee and retiree health benefits. Currently, the State retains all of the risk associated with these benefits, and utilizes an actuarially-established IBNR (incurred but not reported) claims reserve. In addition, state law prescribes the retention of a reserve comprising 3% of annual claims and administrative costs, for unexpected costs. For fiscal year 2018, this reserve equaled \$17.6 million for the Fund. Rates are established annually, by actuaries, based on an analysis of past claims, state and other medical trend, and annual projected plan claims and administrative expenses. The process used in estimating claim liabilities may not result in an exact payout amount due to variables such as medical inflation, or changes in law, enrollment or plan design. Annual paid health benefits for fiscal year 2018 amounted to \$2.9 and \$1.0 million respectively for active and retired employees.

(c) Workers' Compensation

Since February 2003, the State has been self-insured for its workers' compensation exposures, retaining all of the risk associated with workers' compensation claims. The State utilizes an actuarial study that provides an annual estimate of the outstanding liabilities for the prior fiscal years' claims. The study also contains assumptions about loss development patterns, trends and other claim projections based upon the state's historical loss experience.

The following table presents the changes in Turnpike System workers' compensation claim liabilities in the State Employee Benefit Risk Management Fund during the fiscal years ended June 30, 2017 and 2018:

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	6/30/2016 Balance	Increases	Decreases	6/30/2017 Balance	Increases	Decreases	6/30/2018 Balance	Current	Long- Term
Total	\$ 1,015	\$ -	\$224	\$ 791	\$ 735	\$ -	\$ 1,526	\$ 222	\$ 1,304

The workers' compensation claim expense is recorded in the Statement of Revenues, expenses and changes in net position, personal services and the liability is recorded in the Statement of Net Position, claims and compensated absences payable.

Note 11) Commitments

(a) E-ZPass Back Office System Contract

On October 7, 2015, the Turnpike System entered into a contract with Cubic Transportation Systems, Inc. in the amount of \$51.9 million for design, testing, installation and maintenance services for the operation of the NH E-ZPass back office (customer billings, collections and service) operations system for the Turnpike System through June 30, 2021 with an option to renew, at the sole discretion of the State, for up to (3) additional (3) year optional operation periods up to, but not beyond June 30, 2030. This contract was amended on October 6, 2017 to better align contract deliverables with agreed upon performance milestones. No changes were made to contracted price or overall service timeframes.

(b) Capital Improvement Program

The ten-year transportation improvement plan, adopted by the Legislature in 1986 and amended through 2026, includes specific components relating to the Turnpike System. This program is intended to improve the safety of the Turnpike System and increase its capacity. It is updated every two fiscal years to address changing priorities and the most recent ten-year plan for the fiscal years 2017 – 2026 was signed into law June 24, 2016, (Chapter 324, Laws of 2016). See Subsequent Events on page 14 for information on the latest approved 2019-2028 Ten-Year Plan signed into law on July 2, 2018.

(c) Maintenance

The Turnpike System is maintained and repaired by the Bureau of Turnpikes' own forces or those of contracted vendors. With the exception of other insignificant proceeds, all maintenance and repair costs have been funded from Turnpike operating revenues since the beginning of the Turnpike System in 1950.

(d) Litigation

Conduent State and Local Solutions, Inc. v. Dept. of Transportation et al, filed suit in superior court and at the Transportation Appeals Board alleging that the Department of Transportation engaged in improper conduct in the procurement process for the back office system contract for the NH E-ZPass system that was awarded to Cubic in October 2015 for \$51.9 million. The Plaintiff was seeking to void the contract, to enjoin DOT from continuing implementation of the contract with Cubic, and damages. DOT filed dispositive motions in the lower court which were successful on numerous counts in the Complaint. Conduent nonsuited its remaining claims without prejudice so that it could appeal the dismissals to the Supreme Court. The Court accepted the appeal and the case was argued on May 9, 2018. The Supreme Court issued an opinion on October 16, 2018 upholding the lower court's decisions thereby affirming that the DOT had proper authority to procure the back office system contract. Because the remaining lower court claims were nonsuited without prejudice, Conduent was required to bring those claims in Superior Court in November 2018. As of this date, we are not aware that those claims have been brought, but it is possible that they could have been filed but not yet served.

The Turnpike System is involved in certain other lawsuits, claims and grievances arising in the normal course of business, including claims for personal injury, property damage and disputes over eminent domain proceedings. In the opinion of the State Attorney General's Office, payment of claims by the Turnpike System for amounts not covered by insurance in the aggregate, are not expected to have a material adverse effect on the Turnpike's financial position.

Note 12) Future Revenues that are Pledged or Sold

GASB Statement No. 48, *Disclosures Related to Sales and Pledges of Receivables and Future Revenues and Intra-Entity Transfers of Assets and Future Revenues*, is a standard that makes a basic distinction between sales of receivables and future revenues on one hand and the pledging of receivables or future revenues to repay a

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borrowing (a collateralized borrowing). In accordance with revenue bond covenants, revenues received are pledged to secure the payment of the principal or redemption price of and interest on the bonds and the performance of the undertakings of the State in the General Bond Resolution, subject only to the application of revenues for the payment of operating expenses in accordance with the terms of the Resolution (see Note 8(d) - Revenue Bond Resolutions for further detail). The bonds are equally and ratably secured by the pledge, and the undertakings of the State in the Resolution are for the equal and proportional benefit of the Bondholders, except as otherwise expressly provided in the Resolution.

Note 13) Pollution Remediation Obligations

GASB Statement No. 49, *Accounting and Financial Reporting for Pollution Remediation Obligations (PRO)*, requires governments to reasonably determine potential polluted sites and provides guidance regarding when to recognize PRO as a liability. The Turnpike System currently has obligations to remediate four sites. No new sites were identified in fiscal year 2018.

Hampton Toll Plaza: During fiscal year 2018, the Turnpike System reduced its liability by \$1.3 million for a project site at the Hampton toll plaza. The decrease in liability is due to an evolving mitigation standard for the treatment of per- and polyfluoroalkyl substances (PFAS) which are in the process of being developed. In the interim, the liabilities are aligned with current remediation efforts as well as the additional sampling and monitoring of wells for PFAS at the Hampton Toll Site. These circumstances resulted in a decrease in total liability to \$1.7 million.

Hudson Site: During fiscal year 2009, the Turnpike System sold a portion of land in Hudson (formerly known as Benson's) known to be contaminated with hazardous waste. As part of the sale, the Turnpike System agreed to remediate the hazardous waste at the site. The initial liability recognized at that time was \$3.0 million. Over the ensuing years, a portion of the mitigation site, as determined by an independent consulting firm, no longer tested positive for non-friable asbestos-containing material. As a result, the liability for this site has decreased. As of June 30, 2018, the pollution remediation obligation for the project was \$0.7 million.

Newington Site: Beginning in fiscal year 2014, the Turnpike System recognized a pollution remediation liability related to contaminated soil at a project site located in the Town of Newington. As of June 30, 2018, the liability for this site was \$0.3 million.

Taylor River Bridge Site: Beginning in fiscal year 2015, the Turnpike System recognized a pollution remediation liability related to the disposal of impacted soil and sediment excavation at a project site located at the Taylor River Bridge on I-95 connecting Hampton and Hampton Falls. As of June 30, 2018, the liability for this site was \$1.2 million.

Note 14) Accounting and Financial Reporting for Intangible Assets

GASB Statement No. 51, *Accounting and Financial Reporting for Intangible Assets*, is a standard that characterizes an intangible asset, as an asset that lacks physical substance, is non-financial in nature, and has an initial useful life extending beyond a single reporting period. Examples of intangible assets include easements, computer software, water rights, timber rights, patents and trademarks. Specific to the Turnpike System, easements with an indefinite useful life have been historically classified as land.

Temporary easements expire when a project is closed. Temporary easements are considered a project cost. If the project is capitalized, then the cost will be part of Infrastructure and will be amortized over 50 years. If the project is expensed, the easement cost will be expensed in the same period.

Computer software acquisitions that the Department owns the license to or requires extensive customization from the licensee for Department use is considered an intangible asset. If the software is capitalized, the cost will be amortized over 5 years. If the software is expensed, the software cost will be expensed in the same period. For further information on capitalized software see Notes 1(f) and 4.

**NEW HAMPSHIRE TURNPIKE SYSTEM
REQUIRED SUPPLEMENTARY INFORMATION
For the Fiscal Year Ended June 30, 2018
(Unaudited)**

REQUIRED SUPPLEMENTARY INFORMATION SECTION
(Unaudited)

This section includes information on the Turnpike's proportionate share of net pension liability and proportionate share of total postemployment benefits.

NEW HAMPSHIRE TURNPIKE SYSTEM
REQUIRED SUPPLEMENTARY INFORMATION
For the Fiscal Year Ended June 30, 2018
(Unaudited)

State of New Hampshire Turnpike System
Information on the Turnpike's Proportionate Share of Net Pension Liability
For the Fiscal Year Ended June 30, 2018

Schedule of the Turnpike's Proportionate Share of the Net Pension Liability (Of the Total NHRS)

(Dollars in thousands)

	June 30,			
	2018	2017	2016	2015
Turnpike's Proportion of the Net Pension Liability of the Total NHRS	0.28%	0.26%	0.25%	0.25%
Turnpike's Proportionate Share of the Net Pension Liability	\$13,875	\$13,757	\$10,100	\$ 9,369
Turnpike's Covered-Employee Payroll	\$ 8,357	\$ 7,472	\$ 6,974	\$ 6,792
Turnpike's Proportionate Share of the Net Pension Liability as a Percentage of its Covered-Employee Payroll	166.03%	184.11%	144.82%	137.94%
NHRS Fiduciary Net Position as a Percentage of the Total Pension Liability	62.66%	58.30%	65.47%	66.32%

Note: The amounts presented were determined as of and for the period ended June 30, 2017, June 30, 2016, June 30, 2015 and June 30, 2014.

Schedule is intended to show 10 years. Additional years will be added as they become available.

Schedule of Turnpike Contributions

(Dollars in thousands)

	June 30,				
	2018	2017	2016	2015	2014
Required Turnpike Contributions	\$ 950	\$1,030	\$ 930	\$ 830	\$ 810
Actual Turnpike Contributions	\$ 950	\$1,030	\$ 930	\$ 830	\$ 810
Excess/(Deficiency) of Turnpike Contributions	-	-	-	-	-
Turnpike's Covered-Employee Payroll	\$8,555	\$7,807	\$6,963	\$7,154	\$6,792
Turnpike Contribution as a percentage of its Covered-Employee Payroll	11.1%	13.19%	13.36%	11.60%	11.93%

Schedule is intended to show 10 years. Additional years will be added as they become available.

See accompanying Independent Auditors' Report

**NEW HAMPSHIRE TURNPIKE SYSTEM
REQUIRED SUPPLEMENTARY INFORMATION
For the Fiscal Year Ended June 30, 2018
(Unaudited)**

**State of New Hampshire Turnpike System
Information on the Turnpike's Proportionate Share of Total Other Postemployment Benefits
For the Fiscal Year Ended June 30, 2018**

Schedule of the Turnpike's Proportionate Share of the Total Non Trusted OPEB Plan Liability

(Dollars in thousands)

	June 30,	
	2018	2017
Turnpike's Proportion of the Total Non Trusted OPEB Plan Liability	1.443700%	1.415079%
Turnpike's Proportionate Share of the Total Non Trusted OPEB Plan Liability	\$32,186	\$40,694
Turnpike's Covered-Employee Payroll	\$ 8,357	\$ 7,472
Turnpike's Proportionate Share of the Total Non Trusted OPEB Plan Liability as a Percentage of its Covered-Employee Payroll	385.14%	544.62%

Note: The amounts presented were determined as of and for the period ended June 30, 2017 and June 30, 2016.

Schedule is intended to show 10 years. Additional years will be added as they become available.

Notes to the Require Supplementary Information:

There are no assets accumulated in a trust that meets the criteria in paragraph 4 of GASB Statement No. 75 to pay related benefits. Changes in assumptions reflect trend assumption revisions to reflect current experience and future expectations. The discount rate increased from 2.85% as of June 30, 2016 to 3.58% as of June 30, 2017.

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**NEW HAMPSHIRE TURNPIKE SYSTEM
OTHER SUPPLEMENTARY INFORMATION
For the Fiscal Year Ended June 30, 2018
(Unaudited)**

**OTHER SUPPLEMENTARY INFORMATION SECTION
(Unaudited)**

This section includes the budget to actual comparison and accompanying note.

NEW HAMPSHIRE TURNPIKE SYSTEM
OTHER SUPPLEMENTARY INFORMATION
For the Fiscal Year Ended June 30, 2018
(Unaudited)

State of New Hampshire Turnpike System				
Budget to Actual (Non-GAAP Budgetary Basis) Revenue Schedule				
For the Fiscal Year Ended June 30, 2018				
(Dollars in thousands)				
	Budgeted		Actual	Variance
	Original	Final	Budgetary Basis	Favorable (Unfavorable) with Final Budget
Revenues				
<i>Restricted</i>				
Bonds Interest Subsidy	\$ 2,915	\$ 2,915	\$ 3,012	\$ 97
Spaulding/Central/Blue Star	-	-	189	189
Sponsorship Fees	50	50	127	77
Transponder Sales	500	850	784	(66)
Vending Machine Income	-	-	7	7
Total Restricted Revenue	3,465	3,815	4,119	304
<i>Unrestricted</i>				
Spaulding Cash Receipts	4,510	4,510	3,965	(545)
Blue Star Cash Receipts	16,600	16,600	12,334	(4,266)
Central Cash Receipts	12,901	12,901	11,603	(1,298)
E-ZPass Central Receipts	34,360	34,360	34,421	61
E-ZPass Blue Star Receipts	49,860	49,860	52,126	2,266
E-ZPass Spaulding Receipts	13,060	13,060	12,984	(76)
Turnpike Toll Evasion	-	-	-	-
VES Administration Fees	1,550	1,550	1,835	285
Administration Fees- Toll Collections	30	30	29	(1)
Violation Revenue Central	390	390	904	514
Violation Revenue Blue Star	310	310	1,085	775
Violation Revenue Spaulding	75	75	269	194
Cash Management Interest	81	81	495	414
Combined Debt Service Interest	-	-	-	-
General Reserve Interest	50	50	628	578
Insurance Reserve Interest	5	5	45	40
Sale of Service	-	-	1	1
Facility Sustainment Reserve	-	-	169	169
Rental Income	100	100	10	(90)
Hooksett Rental Income	500	500	500	-
Fuel Sales	125	125	109	(16)
Concession Sales	155	155	407	252
ROW Property Sales	20	20	320	300
Property Damage	144	144	342	198
Miscellaneous	245	245	383	138
Transponder Lease-to-own	35	35	47	12
Statement Fee Revenue	35	35	46	11
Total Unrestricted Revenue	135,141	135,141	135,057	(84)
Total Revenue	\$ 138,606	\$ 138,956	\$ 139,176	\$ 220

The Note to Other Supplementary Information is an integral part of this schedule.

See accompanying Independent Auditors' Report

NEW HAMPSHIRE TURNPIKE SYSTEM
OTHER SUPPLEMENTARY INFORMATION
For the Fiscal Year Ended June 30, 2018
(Unaudited)

State of New Hampshire Turnpike System				
Budget to Actual (Non-GAAP Budgetary Basis) Expense Schedule				
For the Fiscal Year Ended June 30, 2018				
(Dollars in thousands)				
	Budgeted		Actual	Variance
	Original	Final	Budgetary Basis	Favorable (Unfavorable) with Final Budget
<u>Expenditures</u>				
Welcome Centers and Rest Area Operations	\$ 1,064	\$ 1,064	\$ 949	\$ 115
Administration and Support	9,897	9,897	8,989	908
Renewal & Replacement	12,820	12,820	8,411	4,409
Central Operations	4,884	4,884	3,932	952
Central Maintenance	5,215	5,215	4,381	834
East NH Turnpike Blue Star Operations	2,903	2,903	2,477	426
East NH Turnpike Blue Star Maintenance	2,437	2,436	1,802	634
East NH Turnpike Spaulding Operations	2,004	2,004	1,807	197
East NH Turnpike Spaulding Maintenance	2,290	2,290	2,350	(60)
Toll Collection	13,565	14,165	13,159	1,006
Turnpike Debt Service	44,500	44,500	37,497	7,003
Transponder Inventory Fund	500	850	672	178
Retirees Health Insurance	820	820	750	70
Workers' Compensation	625	625	222	403
Unemployment Compensation	10	10	-	10
Total Expenses before Capital Expenses	103,534	104,483	87,398	17,085
Capital Expenses				
RSA 237:2 I Blue Star Memorial	4,040	4,040	3,249	791
RSA 237:2 VII Central NH Turnpike	7,670	7,670	3,294	4,376
Toll Collection Equipment	7,420	7,420	33	7,387
Spaulding Turnpike Second Barrel	-	-	10	(10)
Spaulding Turnpike/US 4/NH 16	19,540	19,540	21,237	(1,697)
Total Capital Expenses	38,670	38,670	27,823	10,847
Total Expenses	142,204	143,153	115,221	27,932
Excess (Deficiency) of Revenues Over (Under) Expenditures	(\$3,598)	(\$4,197)	\$23,955	(\$27,712)

The Note to Other Supplementary Information is an integral part of this schedule.

See accompanying Independent Auditors' Report.

**NEW HAMPSHIRE TURNPIKE SYSTEM
OTHER SUPPLEMENTARY INFORMATION
For the Fiscal Year Ended June 30, 2018
(Unaudited)**

Note to Other Supplementary Information

Note 1) Budget Control

The Laws of the State of New Hampshire require the Governor to submit a biennial budget to the Legislature for adoption. This budget, which includes a separate budget for each year of the two years, consists of three parts: Part I is the Governor's program for meeting all expenditure needs and estimating revenues; Part II is a detailed breakdown of the budget at the department level for appropriations to meet the expenditure needs of the government; and Part III consists of draft appropriation bills for the appropriations made in the proposed budget.

The Turnpike System biennial operating budget is prepared principally on a modified cash basis and adopted for enterprise funds, with the exception of Capital Project appropriations. The Capital Projects budget represents individual projects that extend over several fiscal years. Since the Capital Projects Fund comprises appropriations for multi-year projects, it is not included in the Budget to Actual Non-GAAP Budgetary Basis Schedules.

In addition to the enacted biennial operating budget, the Governor may submit to the Legislature supplemental budget requests necessary to meet expenditures during the current biennium. Appropriation transfers can be made within a department without the approval of the Legislature; therefore, the legal level of budgetary control is at the departmental level.

Both the Executive and Legislative Branches of government maintain additional fiscal control procedures. The Executive Branch, represented by the Commissioner of the Department of Administrative Services, is directed to continually monitor the State's financial operations, needs, and resources, and to maintain an integrated financial accounting system. The Legislative Branch, represented by the Fiscal Committee, the Joint Legislative Capital Budget Overview Committee, and the Office of the Legislative Budget Assistant, monitors compliance with the budget and the effectiveness of budgeted programs.

Unexpended balances of appropriations at year end will lapse to undesignated Turnpike Fund balance and be available for future appropriations unless they have been encumbered or legally defined as non-lapsing, which means the balances are reported as reservation of fund balance. The balance of unexpended encumbrances is brought forward into the next fiscal year. The Capital Projects Fund unencumbered appropriations lapse in two years unless extended or designated as non-lapsing by law.