THE MAINE TURNPIKE AUTHORITY

Financial Statements

For the Years Ended December 31, 2018 and 2017

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Independent Auditor's Report

To the Board of Directors
Maine Turnpike Authority
Portland, Maine

Report on the Financial Statements

We have audited the accompanying financial statements of the Maine Turnpike Authority, a component unit of the State of Maine, as of and for the year ended December 31, 2018, and the related notes to the financial statements, which collectively comprise the Authority's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards,* issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Maine Turnpike Authority, as of December 31, 2018, and the changes in financial position and cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Prior Period Financial Statements

The financial statements of Maine Turnpike Authority as of December 31, 2017, were audited by Macpage LLC, who merged with Wipfli LLP as of August 1, 2018, and whose report dated March 14, 2018, expressed an unmodified opinion on those statements.

Change in Accounting Principle

As discussed in Notes 1, 10 and 14 to the financial statements, the Maine Turnpike Authority adopted new accounting guidance, Governmental Accounting Standards Board (GASB) Statement No 75 Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions. Our opinion is not modified with respect to this matter.

To the Board of Directors
Maine Turnpike Authority

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 3-8, the trend data on infrastructure condition on page 44, the schedule of changes in net OPEB liability and related ratios – group health insurance, on page 45, the schedule of proportionate share net OPEB liability – group life insurance, on page 46, the schedule of OPEB contributions – group life insurance, on page 46, the schedule of proportionate share of net pension liability on page 47, and the schedule of contributions on page 47, be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Our audit was conducted for the purpose of forming an opinion on the financial statements that comprise the Authority's basic financial statements. The Calculation of the Composite Debt Service Ratio on page 48, as required by the bond resolutions and related documents, and the Statement of Activities for the State of Maine General Purpose Financial Statements on page 49, is presented for purposes of additional analysis and is not a required part of the basic financial statements.

The Calculation of the Composite Debt Service Ratio on page 48 and the Statement of Activities for the State of Maine General Purpose Financial Statements on page 49 is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the Calculation of the Composite Debt Service Ratio on page 48, and the Statement of Activities for the State of Maine General Purpose Financial Statements on page 49, are fairly stated, in all material respects, in relation to the basic financial statements as a whole.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report, dated March 14, 2019, on our consideration of the Maine Turnpike Authority's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely 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 the effectiveness of Maine Turnpike Authority's 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 Maine Turnpike Authority's internal control over financial reporting and compliance.

Wipfli LLP

South Portland, Maine
March 14, 2019

THE MAINE TURNPIKE AUTHORITY

Management's Discussion and Analysis

December 31, 2018

The management of the Maine Turnpike Authority (the Authority) offers this narrative overview and analysis of the Authority's financial activities for the years ended December 31, 2018 and 2017. This discussion and analysis is designed to assist the reader in focusing on the significant financial issues and activities and to identify any significant changes in financial position. The information presented here should be read in conjunction with the Authority's basic financial statements.

Financial Highlights

Net operating income for the Maine Turnpike Authority was $62,032,803 and $56,801,218 for calendar years 2018 and 2017, respectively. The increase in net operating income is due to an increase in Net Fare Revenue and Reserve Maintenance Fund Interest Income and a decrease in Maintenance Expenses. Total Revenues increased 2.5% in 2018, which is mostly due to an increase in traffic of 2.7% over the prior year. The decrease in Operating Expenses over the prior year is due to a decrease in Maintenance Expenses.

Current year activity produced a change in net position of $42,975,787 compared to $40,754,948 for fiscal years 2018 and 2017, respectively. The term "net position" refers to the difference between assets, deferred outflows of resources, liabilities and deferred inflows of resources. At the close of calendar year 2018, the Authority had a net position of $338,550,390, an increase of 15% over calendar year 2017. At the close of calendar year 2017, the Authority's net position was $295,574,604. The Authority's overall financial position has improved as shown by the increase in net position.

Overview of the Basic Financial Statements

This discussion and analysis is intended to serve as an introduction to the Authority's basic financial statements. The Authority's financial statements are presented in a manner similar to a private-sector business and have been prepared according to accounting principles generally accepted (GAAP) in the United States. Revenues are recorded as they are earned and expenses are recorded as they are incurred, regardless of when cash is received or disbursed.

Basic Financial Statements

The statement of net position presents information on all of the Authority's assets, deferred outflows of resources, liabilities and deferred inflows of resources, with the difference reported as net position. Over time, increases and decreases in net position serve as a relative indicator of the change in financial position of the Authority.

The statement of revenues, expenses, and changes in net position shows the result of the Authority's total operations during the fiscal year and reflects both operating and non-operating activities. Changes in net position reflect the fiscal period operating impact upon the overall financial position of the Authority.

The statement of cash flows provides a detailed analysis of all sources and uses of cash. The direct method of cash flows is presented, ending with a reconciliation of operating income to net cash provided by operating activities. The statement of cash flows is divided into the following activities: operating, capital and related financing, and investing.

Notes to the Financial Statements

The notes provide additional information that is essential to fully understand the data provided in the basic financial statements.

Other Information

In addition to the basic financial statements and notes, this report also presents required supplementary information concerning infrastructure condition, the retiree healthcare plan, and information on the Authority's participation in the Maine Public Employer's Retirement System. Additionally, certain supplementary information concerning the Authority's debt service ratio, as defined by the bond resolution, is included.

Financial Analysis

Maine Turnpike Authority's Statement of Net Position

	December 31,	
	2018	**2017, Restated**
Assets and Deferred Outflows		
Current Assets	$ 258,093,332	$ 98,975,922
Capital Assets, Net of Accumulated Depreciation	662,029,303	629,511,514
Non-Current Assets	-	-
Non-Current Restricted Assets	58,208,081	52,360,609
Other Assets	255,838	2,681,855
Deferred Outflows of Resources	13,535,876	19,897,756
Total Assets and Deferred Outflows	**$ 992,122,429**	**$ 803,427,656**
Liabilities and Deferred Inflows		
Current Liabilities	56,651,668	55,536,897
Bonds Payable, Net of Unamortized Premiums and Discounts, net of current position	529,227,610	376,014,682
Other Post Employment Benefits Liabilities	47,757,062	50,342,921
Other Non-current Liabilities	2,687,945	2,378,984
Net Pension Liabilities	10,611,572	16,098,398
Deferred Inflows of Resources	6,636,182	7,481,170
Total Liablilities and Deferred Inflows	**$ 653,572,039**	**$ 507,853,052**
Net Position:		
Net Investment in Capital Assets	278,823,345	293,811,514
Restricted	108,388,235	53,593,142
Unrestricted (Deficit)	(48,661,189)	(51,830,053)
Total Net Position	**$ 338,550,391**	**$ 295,574,603**
Total Liabilities, Deferred Outflows and Net Position	**$ 992,122,430**	**$ 803,427,656**

As noted earlier, net position serves as an indicator of the Authority's overall financial position. In the case of the Authority, assets and deferred outflows exceeded liabilities and deferred inflows by $338,550,390 at the close of 2018. This represents an increase of $42,975,787 (15%) over the net position balance of $295,574,604 as of December 31, 2017.

The largest portion of the Authority's net position reflects its net investment in capital assets (e.g., right-of-way, roads, bridges, toll equipment, etc.) less any related outstanding debt used to acquire those assets. The Authority uses these capital assets to provide service and consequently, these assets are not available for liquidating liabilities or for other spending. The net investment in Capital Assets was $278,823,345 and $293,811,514 as of December 31, 2018 and 2017, respectively.

Restricted net position is reserved for projects defined in the bond resolutions and applicable bond issue official statements. The Authority's restricted net position was $108,388,235 and $53,593,142 as of December 31, 2018 and 2017, respectively. The unrestricted net position for the year ended December 31, 2018 and December 31, 2017 are negative due to recording the net pension and OPEB liabilities.

The Maine Turnpike Authority's Changes in Net Position

	For the Years Ended December 31,	
	2018	**2017, Restated**
Revenues:		
Net Fare Revenues	$ 138,432,432	$ 136,065,720
Concession Rental	4,887,895	4,997,386
Investment Income	5,268,861	1,168,282
Miscellaneous	1,925,414	1,947,370
Total Revenues	**$ 150,514,602**	**$ 144,178,758**
Expenses (Income):		
Operations	25,608,813	24,715,918
Maintenance	30,320,354	35,959,961
Administrative	2,413,827	2,440,987
Depreciation	9,477,831	7,717,213
Preservation	17,547,460	16,137,645
Interest Expense	22,569,567	17,047,684
Other	(399,037)	(595,598)
Total Expenses	**$ 107,538,815**	**$ 103,423,810**
Changes in Net Position	**42,975,787**	**40,754,948**
Net Position, beginning of year	**$ 295,574,604**	**$ 254,819,656**
Net Position, end of year	**$ 338,550,390**	**$ 295,574,604**

The Authority's net fare revenues, which represent approximately 95% of all operating revenues, increased $2,366,712 (1.7%) in 2018. The increase is due to an increase in traffic of 2.7% over the prior year. Concession Rental income decreased $109,491 (2.2%) in 2018, due to an increase in days with winter storms and lower fuel sales volume due to fuel tank replacement at the Kennebunk southbound service plaza. Operations, Maintenance and Administrative expenses decreased $4,773,872 (7.5%) in 2018. This decrease is mainly attributed to the inclusion of GASB 75 which requires to record the full liability of pension and Other Post Employment Benefits (OPEB) within the financial statements. The year over year reduction in pension liability was ($5,009,087) and the reduction to the OPEB liability was ($1,358,391). These reductions were offset by an increase in spending for Preservation expenses in 2018, compared to 2017. Preservation expenses increased $1,409,815 (8.7%) in 2018 due to the expansion of the bridge repair and paving programs.

Capital Assets and Debt Administration

Capital Assets

The Authority's investment in capital assets as of December 31, 2018 amounted to $757,052,007 of gross asset value with accumulated depreciation of $95,022,704, leaving a net book value of $662,029,302. Capital assets include right-of-way, roads, bridges, buildings, equipment and vehicles. Please see Note 3 of the financial statements for a schedule of changes in the Authority's capital assets.

Capital asset acquisitions are capitalized at cost. Acquisitions are funded through debt issuance and Authority revenues.

The Authority has been in the process of updating and modernizing its electronic toll system and toll facilities. The toll system, operational since 2004, is being replaced by Transcore's Infinity system. This project will upgrade each toll plaza location with improved traffic counting and video/image technology to continue the highly accurate data collection the Authority requires. Outdated toll booths, administrative buildings and access tunnels at each location are being replaced or rehabilitated. In 2018, the upgrades to Exit 103 (Gardiner – I295), Exit 75 (Auburn), Exit 44 (Scarborough – I295), and Exit 7 (York) began. The toll plazas at Exit 103 (Gardiner), Exit 44 (Scarborough) and Exit 7 (York) are being reconfigured to allow for an ORT (Open Road Tolling) Plaza, which allows patrons to travel through the plaza at highway speed in the center lanes or allow those that want to pay cash that option as well. Construction on Exit 44 (I-295) ORT conversion is anticipated to be completed in the fourth quarter of 2019. There is one remaining plaza that remains to be converted which is Exit 45 (Maine Mall). There were also several bridge rehabilitation projects in 2018. The Dutton Hill bridge rehabilitation was completed in 2018 and work began on the Exit 103 I-295 Bridge and Cummings Road bridge. Also, the Exit 44 ramp widening was completed. Lastly, the fuel system at the Kennebunk Service Plaza Southbound was completed which included the replacement of the fuel tanks, pumps and canopy. Kennebunk Northbound will be completed in 2019.

Modified Approach for Infrastructure Assets

The Maine Turnpike Authority has elected to use the modified approach to infrastructure reporting. This means that, in lieu of reporting depreciation on infrastructure, the Authority reports the costs associated with maintaining the existing asset in good condition as preservation expense. Infrastructure assets include: roads, bridges, interchanges, tunnels, right of way, drainage, guard rails, and lighting systems associated with the road. Pursuant to its bond covenants, the Authority maintains a reserve maintenance fund for these preservation expenses. For fiscal 2018, $17,547,460 was spent for preservation compared to an estimated cost of $19,751,440.

The roadways are rated on a 10-point scale, with 10 meaning that every aspect of the roadway is in new and perfect condition. The Authority's system as a whole is given an overall rating, indicating the average condition of all roadways operated by the Authority. The assessment of condition is made by visual inspection designed to reveal any condition that would reduce highway-user benefits below the maximum level of service. The Authority's policy is to maintain the roadway condition at a rating of 8 (generally good condition) or better. The results of the 2018 inspection states that the Maine Turnpike has been maintained in generally good condition and presents a favorable appearance, which is the same assessment the Authority received in 2017.

Long-term Debt

The Authority has outstanding bonds payable of $467,430,000 and $27,555,000 for revenue and subordinated bonds, excluding unamortized bond discounts and premiums. Please see Note 6 of the financial statements for the annual principal payment requirements on revenue and subordinated bonds as of December 31, 2018.

The Authority has a cap, set by the Legislature, on the amount of revenue bonds that can be outstanding at any given time. The current bond cap is $636,000,000, which was increased $150,000,000 by the Legislature in 2018. As of December 31, 2018, outstanding revenue bonds were $467,430,000, leaving $168,570,000 available under the cap.

In February 2018, the Authority issued $150,000,000 of revenue bonds maturing in 2047. Proceeds from the bonds will fund, along with cash from operations, the Authority's five-year capital improvement plan. The Authority last issued new debt (revenue bonds) in 2012 and has been funding its capital improvement program with cash generated from operations since then.

The Authority's current bond ratings are as follows:

Fitch	AA-
Moody's	Aa3
Standard & Poor's	AA-

In 2018, Fitch, Standard & Poor's and Moody's reviewed the Authority's finances and each agency affirmed the Authority's ratings and gave a stable outlook.

Debt Service Reserve Fund

The general bond resolution requires the Authority to fund the Debt Service Reserve Requirement with cash and investments or with a surety policy or letter of credit.

Currently, the Debt Service Reserve requirement is approximately $19,976,858, which is fifty percent of maximum annual debt service (MADS). The debt service reserve requirement is fully funded with cash. The Authority has approximately $6,650,000 of surety bonds in place, however, with the exception of Assured Guaranty (FSA), the sureties are rated lower than the Authority's bond ratings and therefore do not count towards the Debt Service Reserve requirement.

In 2014 FSA, now Assured Guaranty, was upgraded by Moody's and currently meets the debt service reserve fund requirements towards one half of MADS. The value of the Assured Guaranty sureties is approximately $1,780,000.

Please see Note 7 of the Financial Statements for more discussion of the Debt Service Reserve Fund.

Budgetary Controls

Each year the Maine Turnpike Authority presents their Operating, Reserve Maintenance and Capital budgets to the Transportation Committee and it is ultimately voted on by the State of Maine Legislature. The Authority has made several decisions which have resulted in significant reductions to preceding budgets that have been received very positively by the Committee and the Legislature. More importantly, actual expenses have begun to prove that these decisions have positively affected the Authority's outcome without negatively impacting the mission of the Authority which is to provide a safe and efficient highway operated at a reasonable cost.

Requests for Information

This financial report is designed to provide a general overview of the Authority's finances for all those with an interest in its finances. Questions concerning any of the information provided in this report or request for additional financial information should be addressed to the Chief Financial Officer, Maine Turnpike Authority, 2360 Congress Street, Portland, ME 04102; or email your questions to *info@maineturnpike.com.*

STATEMENTS OF NET POSITION

ASSETS AND DEFERRED OUTFLOWS OF RESOURCES	December 31, 2018	December 31, 2017, Restated
Current Assets:		
Cash and Equivalents	$ 24,749,563	$ 9,833,333
Restricted Cash and Equivalents to meet current restricted liabilities	107,609,105	28,796,307
Investments - Short Term	-	12,984,840
Restricted Investments - Short Term	116,998,064	39,194,642
Accounts Receivable and Accrued Interest Receivable	5,530,280	5,505,192
Inventory	1,520,142	1,150,997
Other - Current Assets	1,686,178	1,510,611
Total Current Assets	**258,093,332**	**98,975,922**
Non-Current Assets:		
Restricted Assets		
Cash and Equivalents	57,691,506	45,927,839
Investments - Long Term	-	6,202,463
Accounts Receivable and Accrued Interest Receivable	516,575	230,307
Total Restricted Assets	**58,208,081**	**52,360,609**
Other Assets		
Prepaid Bond Insurance - Net	255,837	311,855
MDOT Prepaid Transfer	-	2,370,000
Total Other Assets	**255,837**	**2,681,855**
Capital Assets not being Depreciated:		
Land and Infrastructure	526,663,398	520,926,385
Construction in Progress	52,625,748	23,839,887
Capital Assets net of Accumulated Depreciation:		
Property and Equipment	82,740,157	84,745,242
Total Capital Assets - Net of Accumulated Depreciation	**662,029,303**	**629,511,514**
Total Non-Current Assets	**720,493,221**	**684,553,978**
TOTAL ASSETS	**978,586,553**	**783,529,900**
Deferred Outflows of Resources:		
Deferred Loss on Refunding Bonds	10,171,833	11,259,153
Deferred Pension Outflows	3,075,233	8,597,725
Deferred Other Post Employment Benefit Outflows	288,810	40,878
Total Deferred Outflows of Resources	**13,535,876**	**19,897,756**
Total Assets and Deferred Outflows of Resources	**$ 992,122,429**	**$ 803,427,656**

See independents auditor's report.
The accompanying notes are an integral part of these financial statements.

STATEMENTS OF NET POSITION, *continued*

LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND NET POSITION	December 31, 2018	December 31, 2017, Restated
Current Liabilities Payable from Unrestricted Assets:		
Accounts, Contracts and Retainage Payable	$ 4,510,422	$ 4,146,536
Accrued Salary, Vacation and Sick Leave Payable	3,478,434	3,082,055
Unearned Fare Revenue	11,216,932	10,357,497
Unearned Concession Rentals	346,121	254,167
Total Current Liabilities Payable from Unrestricted Assets	**19,551,909**	**17,840,255**
Current Liabilities Payable from Restricted Assets:		
Accounts, Contracts and Retainage Payable	10,000,603	8,018,551
Accrued Salary, Vacation and Sick Leave Payable	272,355	242,289
Bond Interest Payable	11,333,071	8,291,602
Current Portion of Revenue Bonds and Subordinated Debt Payable	14,945,000	20,640,000
Other Current Liabilities	548,730	504,200
Total Current Liabilities Payable from Restricted Assets	**37,099,759**	**37,696,642**
Total Current Liabilities	**56,651,668**	**55,536,897**
Non-current Liabilities:		
Long-term Revenue Bonds and Subordinated Debt Payable	529,227,610	376,014,682
Other Post Employment Benefits Liabilities	47,757,062	50,342,921
Other Non-current Liabilities	2,687,945	2,378,984
Net Pension Liability	10,611,572	16,098,398
Total Non-current Liabilities	**590,284,189**	**444,834,985**
Total Liabilities	**646,935,856**	**500,371,882**
Deferred Inflows of Resources:		
Deferred Pension Inflows	2,977,882	7,033,415
Deferred Other Post Employment Benefit Inflows	3,658,300	447,755
Total Liabilities and Deferred Inflows of Resources	**653,572,038**	**507,853,052**
Net Position:		
Net Investment in Capital Assets	278,823,345	293,811,514
Restricted	108,388,235	53,593,142
Unrestricted (Deficit)	(48,661,189)	(51,830,053)
Total Net Position	**338,550,391**	**295,574,603**
Total Liabilities, Deferred Inflows of Resources and Net Position	**$ 992,122,430**	**$ 803,427,656**

See independents auditor's report.
The accompanying notes are an integral part of these financial statements.

STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET POSITION

	For the Years Ended December 31, 2018	For the Years Ended December 31, 2017, Restated
REVENUES		
Operating Revenue:		
Net Fare Revenue	$ 138,432,432	$ 136,065,720
Concession Rentals	4,887,895	4,997,385
Miscellaneous	1,925,414	1,947,370
Total Operating Revenues	**145,245,741**	**143,010,475**
Interest Income		
Revenue Fund	373,331	113,142
Reserve Maintenance Fund	1,254,813	420,927
Improvement Account	258,077	97,909
Interchange Account	207,272	97,197
Maine Department of Transportation Account	61,853	33,292
Total Interest Income	**2,155,346**	**762,467**
Total Revenues	**147,401,087**	**143,772,942**
EXPENSES		
Operating Expenses:		
Operations	25,608,813	24,715,918
Maintenance	30,320,354	35,959,961
Administration	2,413,827	2,440,987
Depreciation	9,477,831	7,717,213
Reserve Maintenance - Preservation	17,547,460	16,137,645
Total Operating Expenses	**85,368,285**	**86,971,724**
Net Operating Income	**62,032,803**	**56,801,218**
Non-Operating Revenue/(Expenses):		
Investment Income	3,113,515	405,816
Loss on Sale and Disposal of Capital Assets	(76,573)	(122,945)
Interest Expense	(22,569,567)	(17,047,684)
Bond Issuance Cost	(1,130,987)	-
Bond Insurance Amortization	(56,017)	(88,436)
Bond Premium/Discount Amortization	5,119,934	4,322,934
Deferred Loss on Refunding Amortization	(1,087,320)	(1,240,955)
MDOT Prepaid Transfer Amortization	(2,370,000)	(2,275,000)
Total Non-Operating Revenue/(Expenses)	**(19,057,015)**	**(16,046,270)**
Change in Net Position	**42,975,787**	**40,754,948**
Net Position at beginning of year	**295,574,604**	**254,819,656**
Net Position at end of year	**$ 338,550,390**	**$ 295,574,604**

See independents auditor's report.
The accompanying notes are an integral part of these financial statements.

STATEMENTS OF CASH FLOWS

	For the Years Ended December 31,	
	2018	2017, Restated
Operating Activities:		
Cash Received from Tolls/Customers	$ 178,427,694	$ 175,400,967
Cash Payments to Suppliers	(87,163,901)	(81,456,083)
Cash Payments to Employees	(24,317,122)	(24,074,971)
Net Cash Provided by Operating Activities	**66,946,671**	**69,869,913**
Capital and Related Financing Activities:		
Acquisition and Construction of Capital Assets	(39,052,232)	(33,175,044)
Proceeds from Issuance of Revenue Bonds	172,545,571	-
Payments for Bond Issuance Expenses	(1,196,657)	-
Interest Paid on Revenue Bonds	(18,195,798)	(16,088,865)
Payment of Principal on Revenue Bonds	(18,270,000)	(17,555,000)
Interest Paid on Subordinated Debt Bonds	(1,332,300)	(1,423,300)
Payment of Principal on Special Obligation Bonds	(2,370,000)	(2,275,000)
Net Cash Provided by (Used in) Capital and Financing Activities	**92,128,584**	**(70,517,209)**
Investing Activities:		
Purchase of Investments	(82,682,898)	(10,000,000)
Proceeds from Sales and Maturities of Investments	24,057,485	8,046,463
Interest Received	5,042,854	1,369,381
Net Cash Used in Investing Activities	**(53,582,560)**	**(584,156)**
Net Increase (Decrease) in Cash and Equivalents	105,492,695	(1,231,452)
Cash and Equivalents at Beginning of Year	84,557,479	85,788,931
Cash and Equivalents at End of Year	**$ 190,050,174**	**$ 84,557,479**
Cash and Equivalents - Unrestricted	$ 24,749,563	$ 9,833,333
Restricted Cash and Equivalents - Current	107,609,105	28,796,307
Restricted Cash and Equivalents - Non-Current	57,691,506	45,927,839
	$ 190,050,174	**$ 84,557,479**

See independents auditor's report.
The accompanying notes are an integral part of these financial statements.

STATEMENTS OF CASH FLOWS, *continued*

	For the Years Ended December 31,	
	2018	**2017, Restated**
Reconciliation of Net Operating Income to Net Cash Provided by Operating Activities:		
Income from Operations	**$ 62,032,803**	**$ 56,801,218**
Adjustments to Reconcile Operating Income to Net Cash provided by Operating Activities:		
Depreciation	9,477,831	7,717,213
Interest (Income)/Expense Included in Operating Revenue	(2,155,346)	(762,467)
Changes in Assets and Liabilities:		
Accounts Receivable	(75,787)	(123,713)
Prepaid Accounts	(175,568)	330,237
Inventory	(369,145)	138,574
Accounts, Contracts and Retainage Payable	70,284	972,648
OPEB Liability	783,631	2,787,625
Net Pension Liability and Deferred Inflows/Outflows	(4,019,867)	989,220
Unearned Toll and Concession Revenue	951,390	740,535
Accrued Salary, Vacation and Sick Leave Payable	426,445	278,823
Net Cash Provided by Operating Activities	**$ 66,946,671**	**$ 69,869,913**

See independents auditor's report.
The accompanying notes are an integral part of these financial statements.

Note 1 – Summary of Organization and Significant Accounting Policies and Procedures

Reporting Entity – The Maine Turnpike Authority (the Authority) is a body corporate and politic created by an act of the Legislature of the State of Maine, Chapter 69 of the Private and Special Laws of 1941 as amended, authorized and empowered to construct, maintain and operate a turnpike at such a location as shall be approved by the State Highway Commission and to issue turnpike revenue bonds of the Authority, payable solely from revenues of the Authority. Under the provisions of the Act, turnpike revenue bonds and interest thereon shall not be deemed debt or liability or a pledge of the faith and credit of the State of Maine.

During 1982, the Legislature of the State of Maine, Chapter 595 of the Public Laws of the State of Maine 1982, authorized an act to amend the Maine Turnpike Authority Statutes. This act states that the Maine Turnpike Authority shall continue in existence until such a time as the Legislature shall provide for termination and all outstanding indebtedness of the Authority shall be repaid or an amount sufficient to repay that indebtedness shall be set aside in trust.

In evaluating the Authority as a reporting entity, management has addressed all potential component units for which the Authority may be financially accountable and, as such, should be included within the Authority's financial statements. In accordance with Governmental Accounting Standards Board (GASB) Statement No. 14 as amended by GASB Statement No. 61, the Authority is financially accountable if it appoints a voting majority of the organization's governing board and (1) it is able to impose its will on the organization or (2) there is a potential for the organization to provide specific financial benefits to or impose specific financial burdens on the Authority. Additionally, the Authority is required to consider other organizations for which the nature and significance of their relationship with the Authority are such that exclusion would cause the reporting entity's financial statements to be misleading. Based on the application of these criteria, there are no other entities that should be included as part of these financial statements.

Under these standards, the Authority is considered to be a component unit of the State of Maine.

Basis of Accounting – The Governmental Accounting Standards Board (GASB) is the standard-setting body for governmental accounting and financial reporting. The GASB periodically updates its codification of the existing Governmental Accounting and Financial Reporting Standards which, along with subsequent GASB pronouncements (standards and interpretations), constitute GAAP for governmental units. GAAP also includes guidance from the American Institute of Certified Public Accountants in the publication entitled, State and Local Governments. The Authority prepares its financial statements on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America for governmental proprietary funds, which are similar to those for private business enterprises. Accordingly, revenues are recorded when earned and expenses are recorded when incurred. Proprietary funds distinguish operating revenues and expenses from non-operating activity. Operating revenues arise from providing goods or services to outside parties for a fee. The intent of the governing body is that the operating costs, including administration and depreciation, of providing goods or services to the general public on a continuing basis be financed or recovered primarily through user charges. Revenues and expenses that are not derived directly from operations are reported as non-operating revenues and expenses

Note 1 – Summary of Organization and Significant Accounting Policies and Procedures, *continued*

Operating Revenues and Expenses – The Authority's operating revenues and expenses consist of revenues earned and expenses incurred relating to the operation and maintenance of its System. Operating revenues for fares are recognized as the vehicles pass through the toll system. Prepayments on account are recorded as deferred fare revenue. Concession rental income is recognized based on the terms of the rental agreements. Net fare revenue is net of credit card fees of $2,492,440 and $2,383,238 for 2018 and 2017, respectively.

Non-operating revenues – Non-operating revenues consists of the amortization of bond premiums and discounts realized on previously issued debt, investment income earned and non-operating accounts and gains or loss from the sale of capital assets.

Interest Income on Operating Accounts – Interest income generated from on-going operations is included in operating revenue.

Cash and Equivalents – For purposes of the statements of cash flow, demand deposit accounts with commercial banks, and cash invested in short-term investments with original maturities of three months or less from the date of acquisition are considered cash equivalents.

Investments – Investments are carried at fair value. Accrued interest paid upon the purchase of investments is recognized as interest income in the period it is earned.

Fair Value Measurements - Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In determining fair value, the Authority uses various methods, including market, income and cost approaches. Based on these approaches, the Authority often utilizes certain assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and/or the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or generally unobservable inputs. The Authority utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. Based on the observability of the inputs used in the valuation techniques, the Authority is required to provide the following information according to the fair value hierarchy. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Financial assets and liabilities carried at fair value will be classified and disclosed in one of the following three categories:

- Level 1 – Quoted prices for identical assets and liabilities traded in active exchange markets, such as the New York Stock Exchange.

- Level 2 – Observable inputs other than Level 1 including quoted prices for similar assets or liabilities, quoted prices in less active markets, or other observable inputs that can be corroborated by observable market data.

- Level 3 – Unobservable inputs supported by little or no market activity for financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

Note 1 – Summary of Organization and Significant Accounting Policies and Procedures, *continued*

In determining the appropriate levels, the Authority performs a detailed analysis of the assets and liabilities. At each reporting period, all assets and liabilities for which the fair value measurement is based on significant unobservable inputs are classified as Level 3.

Accounts Receivable – Accounts receivable consists primarily of toll revenues due from commercial accounts and other tolling agencies. The Authority obtains surety bonds to cover commercial accounts receivable. Management believes that all accounts receivable as of December 31, 2018 and 2017 are fully collectable. Therefore, no allowance for doubtful accounts was recorded.

Inventory – Inventory consists of EZ Pass transponders, salt and fuel for MTA vehicles. The EZ Pass transponders will be sold to customers and are valued using the First-In First-Out (FIFO) method. Salt and vehicle fuel, to be used in operations, are valued using a weighted average method. Inventory items are carried at the lower of cost or market.

Other Assets – Expenses that benefit more than one reporting period are charged to Prepaid Expenses and expensed over its service period. Examples include insurance premiums, software site licenses and service contracts. In 1996 the Authority issued the Series 1996 special obligation bonds to fund various projects for the Maine Department of Transportation (MaineDOT). The proceeds were recorded as a prepaid expense amortized over the life of the debt service of the bonds. The bonds were refunded in 1998 and again in 2008. The prepaid expense was fully amortized in 2018.

Restricted Assets – Restricted assets of the Authority represent bond proceeds designated for construction, and other monies required to be restricted for debt service, operations, maintenance, renewal and replacement.

Capital Assets – All capital assets are recorded on the balance sheet at historical cost. Capital assets are included in one of the following categories: Infrastructure; Land and Land Improvements; Buildings; Vehicles; Toll System; Computer and Other Equipment; Intangible Assets; and Construction in Progress.

Costs to acquire additional capital assets, and to replace existing assets or otherwise prolong their useful lives, are capitalized for toll equipment, buildings, toll facilities, other related costs and furniture and equipment. The Authority has elected to use the modified approach to infrastructure reporting. This means that, in lieu of reporting depreciation on infrastructure, the Authority reports as preservation expense the costs associated with maintaining the existing road in good condition. Infrastructure assets include roads, bridges, interchanges, tunnels, right of way, drainage, guardrails, and lighting systems associated with the road.

Note 1 – Summary of Organization and Significant Accounting Policies and Procedures, *continued*

Depreciation of toll equipment, buildings, toll facilities, other related costs, signs, software and furniture and equipment is computed using the straight-line method, using the full-month convention, over the estimated useful lives of the assets as follows:

Buildings	30 – 50 years
Building Improvements	15 – 20 years
Land Improvements (exhaustible)	15 years
Toll Equipment	5 – 10 years
Furniture and Fixtures	5 – 15 years
Software	3 – 10 years
Computers, Printers and IT Equipment	3 – 5 years
Other Equipment (incl. Vehicles)	5 – 20 years

The following minimum capitalization thresholds for capitalizing fixed assets are as follows:

Land and Improvements (non-exhaustible)	$ 1
Land Improvements (exhaustible)	$ 5,000
Buildings and Improvements	$ 25,000
Machinery/Equipment/Vehicles	$ 5,000
Computers, Printers & IT Equipment	$ 5,000
Software	$ 10,000
Infrastructure	$ 100,000

Under the modified approach, infrastructure assets are considered to be "indefinite lived" assets; that is, the assets themselves will last indefinitely and are, therefore, not depreciated. Costs related to maintenance, renewal and replacement for these assets are not capitalized, but instead are considered to be period costs and are included in preservation expense.

Construction in Progress represents costs incurred by the Authority for in-process activities designed to expand, replace, or extend the lives of existing property and equipment.

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

Accrued Vacation and Sick Leave Payable – Accrued vacation and sick leave payable includes accumulated vacation pay and vested sick pay.

Accrued Salaries Payable – Accrued salaries payable includes salary and wage expense incurred at the end of the period but not paid until the following period, which amounted to $699,789 and $605,105 for the years ended December 31, 2018 and 2017, respectively, and are included on the statement of net position under Accrued Salary, Vacation and Sick Leave Payable.

Unearned Toll Revenue – The Authority offers a prepaid balance program which allows patrons to carry a balance on their account for future toll expenses. This balance is reduced by each trip through the tolls and can be increased

Note 1 – Summary of Organization and Significant Accounting Policies and Procedures, *continued*

by the patron at any time but also includes a minimum balance set by the Authority. The Authority offers a Volume Discount Plan for passenger vehicles for which revenue is earned based on the vehicle passing through the toll system. Any amount remaining in the patrons account is accounted for as unearned revenue.

Bond Premium, Discount and Issuance Costs – Bond premiums and discounts associated with the issuance of bonds are amortized using the effective interest rate method over the life of the bonds. Bond issuance costs such as bond insurance are amortized using the straight-line method over the life of the bonds. Other bond issuance costs, such as consulting, legal and underwriter fees are expensed in the period they are incurred.

Refunded Bonds – The Authority defeased certain bonds in 2004, 2008, 2012, 2014 and 2015 by placing cash received from the advanced refunding into an irrevocable escrow account to provide for all future debt service payments on the defeased bonds. Accordingly, the trust account assets and the liability for the defeased bonds are not included in the Authority's balance sheets.

Deferred Outflows of Resources - In addition to assets, the statement of net position will sometimes report a separate section for *deferred outflows of resources*. This separate financial statement element, *deferred outflows of resources*, represents a consumption of net position that apples to a future period(s) and so will not be recognized as an outflow of resources (expense) until then. The Authority has two items that qualifies for reporting in this category. The first is a deferred charge on refunding results from the difference in the carrying value of refunded debt and its reacquisition price. This amount is deferred and amortized over the shorter of the life of the refunded or refunding debt. The second deferred charge relates to recognition of the net pension liability and can include: the differences between expected and actual experience, change in assumptions, the net difference between projected and actual earnings on pension plan investments, and changes between the Authority's contributions and proportionate share of contributions, and also Authority contributions subsequent to the measurement date.

Deferred Inflows of Resources - In addition to liabilities, the statement of net position will sometimes report a separate section for *deferred inflows of resources.* This separate financial statement element, *deferred inflows of resources*, represents an acquisition of net position that applies to a future period(s) and so will not be recognized as an inflow of resources (revenue) until that time. The deferred inflows of resources recognized on the statement of net position and balance sheet relate to the net pension liability, which include the net difference between projected and actual earnings on pension plan investments and changes in proportion and differences between the Authority's contributions.

Use of Estimates – The preparation of basic financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure for contingent assets and liabilities at the date of the basic financial statements, and reported amounts of the revenues and expenditures/expenses during the fiscal year. Actual results could vary from estimates that were used.

Use of Restricted/Unrestricted Net Position – When an expense is incurred for purposes for which both restricted and unrestricted assets are available, the Authority's policy is to apply restricted net position first.

Note 1 – Summary of Organization and Significant Accounting Policies and Procedures, *continued*

Recent Accounting Pronouncements – In June 2015, the GASB issued GASB Statement No. 75, Accounting and Financial Reporting for Postemployment Benefit Plan Other Than Pension Plans (OPEB). This statement improves accounting and financial reporting for OPEB. This statement replaces GASB Statement No. 45 and establishes standards for recognizing and measuring liabilities, deferred outflows of resources, deferred inflows of resources, and expense. The new statement is effective for periods beginning after June 15, 2017, and was implemented during 2018.

In June 2017, the GASB issued GASB 87, *Leases.* This new standard will provide users of the financial statements a more accurate picture of the assets and the long-term financial obligations of governments that lease. Lessees will recognize a lease liability and an intangible asset representing the lessee's right to use the leased asset and lessors will recognize a lease receivable and a deferred inflow of resources. The new leasing standard will apply for fiscal years beginning after December 15, 2019.

Note 2 – Deposits and Investments

Deposits

Custodial Credit Risk-Authority Deposits: For deposits, custodial credit risk is the risk that in the event of a bank failure, the Authority's deposits may not be returned to it. As of December 31, 2018, the Authority reported deposits of $6,402,003 with bank balances of $6,483,251. The entire balance of $6,483,251 was covered by the F.D.I.C. As of December 31, 2017, the Authority reported deposits of $346,922 with bank balances of $460,016. The entire balance of $460,016 was covered by the F.D.I.C.

Investments

At December 31, 2018, the Authority had the following investments and maturities:

	Fair Value	Less Than 1 Year	1-5 Years	More Than 5 Years
Money Market	$ 112,769,800	$ 112,769,800	$ -	$ -
U.S. Government Securities	7,117,045	7,117,045	-	-
U.S. Government Obligations	4,228,264	4,228,264	-	-
Federated Treasury Obligation Fund	176,531,536	176,531,536	-	-
Total Investments	**$ 300,646,645**	**$ 300,646,645**	**$ -**	**$ -**

At December 31, 2017, the Authority had the following investments and maturities:

	Fair Value	Less Than 1 Year	1-5 Years	More Than 5 Years
Money Market	$ 31,356,387	$ 31,356,387	$ -	$ -
U.S. Government Securities	11,427,484	11,427,484	-	-
U.S. Government Obligations	27,025,558	20,823,095	6,202,463	-
Federated Treasury Obligation Fund	72,783,073	72,783,073	-	-
Total Investments	**$ 142,592,502**	**$ 136,390,039**	**$ 6,202,463**	**$ -**

Note 2 – Deposits and Investments, *continued*

Deposits and investments are as follows:

	2018	2017
Deposits	$ 6,402,003	$ 346,922
Investment	300,646,235	142,592,502
Total Deposits and Investments	**$ 307,048,238**	**$ 142,939,424**

Deposits and investments have been reported as follows in the financial statements:

	2018	2017
Cash and Equivalents	$ 24,749,563	$ 9,833,333
Current Restricted Cash and Equivalents	107,609,105	28,796,307
Noncurrent Restricted Cash and Equivalents	57,691,506	45,927,839
Investments - Short Term	-	12,984,840
Current Restricted Investments - Short Term	116,998,064	39,194,642
Investments - Long Term	-	-
Restricted Investments - Long Term	-	6,202,463
Total Deposits and Investments	**$ 307,048,238**	**$ 142,939,424**

Fair Value

Fair Values of Assets measured on a recurring basis at December 31 are as follows:

	Total	Level 1	Level 2	Level 3
December 31, 2018				
Cash Equivalents	6,402,003	6,402,003	-	-
Money Market	112,769,800	112,769,800	-	-
U.S. Government Securities	7,117,045	7,117,045	-	-
U.S. Government Obligations	4,228,264	4,228,264	-	-
Federated Treasury Obligations Fund	176,531,126	-	176,531,126	-
	$ 307,048,238	**$ 130,517,112**	**$ 176,531,126**	**$ -**

	Total	Level 1	Level 2	Level 3
December 31, 2017				
Cash Equivalents	346,922	346,922	-	-
Money Market	31,356,387	31,356,387	-	-
U.S. Government Securities	11,427,484	11,427,484	-	-
U.S. Government Obligations	27,025,558	27,025,558	-	-
Federated Treasury Obligations Fund	72,783,073	-	72,783,073	-
	$ 142,939,424	**$ 70,156,351**	**$ 72,783,073**	**$ -**

There were no assets classified Level 3 as of December 31, 2018 or December 31, 2017.

Note 2 – Deposits and Investments, *continued*

Interest Rate Risk: The Authority's policy for investment rate risk is as follows: Portfolio maturities will provide for stability of income and reasonable liquidity; liquidity will be assured through practices ensuring that the next disbursement date is covered through maturities to be staggered to avoid undue concentration in a specific maturity sector.

Maturities selected will provide investments or marketable securities which can be sold to raise cash in a day's notice without loss of principal; and, risks of market price volatility will be controlled through maturity diversification such that aggregate price losses on instruments with maturities exceeding one year shall not be greater than coupon interest on investment income received from the balance of the portfolio.

Credit Risk: Maine statutes authorize the Authority to invest in obligations of the U.S. Treasury and U.S. agencies and repurchase agreements. The Authority does not have a formal policy related to credit rate risk. The Federal Treasury Obligations Fund is a money market fund and is rated AAAm by Standard & Poors.

Custodial credit risk: investments – For investments, this is the risk that in the event of failure of the counterparty, the Authority will not be able to recover the value of its investments or collateral securities that are in possession of an outside party. The Authority is authorized to invest in: obligations of the U.S. government and its agencies provided they are full faith and credit obligations fully insured or collateralized certificates of deposit at commercial banks and savings and loan associations, repurchase agreements collateralized by U.S. Treasury or Agency securities; and money market mutual funds whose portfolios consist of government securities.

The Authority's investment policy is to attain a market rate of return considered reasonable under generally accepted market principles throughout budgetary and economic cycles while preserving and protecting capital in the overall portfolio thus ensuring prudent use of public funds and preservation of the public's trust. The standard of prudence to be used by investment officials shall be the "prudent investor" standard and shall be applied in the context of managing the overall portfolio. All security transactions, including collateral for repurchase agreements, entered into by the MTA shall be conducted on a "delivery vs. payment" basis. Securities will be held by a third party custodian, or Trust Department designated by the Executive Director, CFO, or Director of Finance and evidenced by safekeeping receipts.

Note 3 – Capital Assets

A Summary of changes to capital assets for the year ended December 31, 2018 is as follows:

	Balance 12/31/2017	Additions	Transfers	Disposals	Balance 12/31/2018
Capitalized Assets Not Being Depreciated (cost)					
Land	$ 49,776,554	219,000	840,739	-	$ 50,836,293
Infrastructure	471,149,831	-	4,742,592	(65,317)	475,827,106
Construction in Progress	23,839,887	39,269,879	(10,484,019)	-	52,625,747
Total Capital Assets Not Being Depreciated	**544,766,272**	**39,488,879**	**(4,900,688)**	**(65,317)**	**579,289,146**
Capitalized Assets Being Depreciated (cost)					
Land Improvements (exhaustible)	17,274,513	-	2,372,411	-	19,646,924
Buildings	69,043,007	-	36,037	(36,964)	69,042,080
Machinery and Equipment	85,319,190	2,783,789	2,492,240	(1,521,363)	89,073,856
Total Capital Assets Being Depreciated	**171,636,710**	**2,783,789**	**4,900,688**	**(1,558,327)**	**177,762,860**
Less Accumulated Depreciation for:					
Land Improvements (exhaustible)	(8,475,041)	(794,135)	-	-	(9,269,176)
Buildings	(29,221,198)	(2,275,774)	-	27,004	(31,469,968)
Machinery and Equipment	(49,195,229)	(6,407,923)	-	1,319,592	(54,283,560)
Total Accumulated Depreciation	**(86,891,468)**	**(9,477,832)**	**-**	**1,346,596**	**(95,022,704)**
Total Capital Assets Being Depreciated, net	**84,745,242**	**(6,694,043)**	**4,900,688**	**(211,731)**	**82,740,156**
Total Capital Assets	**$ 629,511,514**	**32,794,836**	**-**	**(277,048)**	**$ 662,029,302**

A Summary of changes to capital assets for the year ended December 31, 2017 is as follows:

	Balance 12/31/2016	Additions	Transfers	Disposals	Balance 12/31/2017
Capitalized Assets Not Being Depreciated (cost)					
Land	$ 46,286,032	63,501	3,427,021	-	$ 49,776,554
Infrastructure	459,037,798	-	12,397,952	(285,919)	471,149,831
Construction in Progress	29,094,724	29,645,749	(34,900,586)	-	23,839,887
Total Capital Assets Not Being Depreciated	**534,418,554**	**29,709,250**	**(19,075,613)**	**(285,919)**	**544,766,272**
Capitalized Assets Being Depreciated (cost)					
Land Improvements (exhaustible)	13,662,441	-	3,642,280	(30,208)	17,274,513
Buildings	68,154,199	-	1,324,047	(435,239)	69,043,007
Machinery and Equipment	70,054,773	3,072,449	14,109,286	(1,917,318)	85,319,190
Total Capital Assets Being Depreciated	**151,871,413**	**3,072,449**	**19,075,613**	**(2,382,765)**	**171,636,710**
Less Accumulated Depreciation for:					
Land Improvements (exhaustible)	(7,893,445)	(611,804)	-	30,208	(8,475,041)
Buildings	(27,416,499)	(2,228,956)	-	424,257	(29,221,198)
Machinery and Equipment	(46,191,698)	(4,876,453)	-	1,872,922	(49,195,229)
Total Accumulated Depreciation	**(81,501,642)**	**(7,717,213)**	**-**	**2,327,387**	**(86,891,468)**
Total Capital Assets Being Depreciated, net	**70,369,771**	**(4,644,764)**	**19,075,613**	**(55,378)**	**84,745,242**
Total Capital Assets	**604,788,325**	**25,064,486**	**-**	**(341,297)**	**$ 629,511,514**

Note 4 – Letter of Credit

The Authority has a $20 million letter of credit with Bangor Savings Bank which expires on December 31, 2019. It is secured under the General Resolution solely by the Authority's Revenues (as defined therein) on a subordinated basis to the Authority's outstanding bonds and additional bonds to be issued on a senior basis, all in accordance with the Resolution. There was no outstanding balance on the letter of credit as of December 31, 2018 and 2017.

Note 5 – Net Position

Net position represents the difference between assets, deferred outflows of resources, liabilities and deferred inflows of resources. Net investment in capital assets, consists of capital assets, net of accumulated depreciation, reduced by the outstanding balances of bonds and adding back any unspent proceeds. Net position is reported as restricted when there are limitations imposed on their use either through the enabling legislations or through external restrictions imposed by creditors, grantors or laws or regulations of other governments. The Authority's net investment in capital assets was calculated as follows:

	Years Ended December 31,	
	2018	**2017**
Capital Assets	$ 757,052,007	$ 716,402,982
Unspent Bond Proceeds	84,224,042	-
Accumulated Depreciation	(95,022,704)	(86,891,468)
Bonds Payable	(467,430,000)	(335,700,000)
Total Net Investment In Capital Assets	**$ 278,823,345**	**$ 293,811,514**

Note 6 – Long-term Debt

Revenue Bonds Payable

The Authority issues revenue bonds from time to time for the purpose of financing capital improvements and new projects. As of December 31, 2018, the Authority had the following outstanding bonds:

- $115,050,000 of Series 2004 Revenue Bonds, issued in October 2004, to pay a portion of the costs of various turnpike projects and to advance refund a portion of the principal amount of the Series 1994, 1997 and 2000 bonds.

- $45,885,000 of Series 2008 Refunding Revenue Bonds, issued in May 2008, to advance refund principal amounts of the Series 1998 Refunding Bonds, which was called in July 2008.

- $50,000,000 of Series 2009 Revenue Bonds, issued in February 2009, to pay a portion of the costs of various turnpike projects.

- $68,990,000 of Series 2012A Revenue Bonds, issued in March 2012, to pay a portion of the costs of various turnpike projects.

Note 6 – Long-term Debt, *continued*

Revenue Bonds Payable, *continued*

- $84,240,000 of Series 2012B Revenue Refunding Bonds. The proceeds from the bonds were used to advance refund all of the Series 2003 Bonds maturing in the years 2014 through 2033, and a portion of the Series 2004 Bonds maturing in the years 2022 through 2030, in the outstanding principal amount of $87,055,000.

- $39,715,000 of Series 2014 Revenue Refunding Bonds, issued in July 2014. The proceeds from the bonds were used to advance refund a portion of principal amounts of the Series 2004 maturing in the years 2015 through 2020 and Series 2007 maturing in the years 2018 through 2024, in the outstanding principal amount of $43,765,000.

- $144,875,000 of Series 2015 Revenue Refunding Bonds, issued in April 2015. The proceeds from the bonds were used to refund the principal amounts of the Series 2005 Bonds maturing in the years 2016 through 2030; Series 2007 Bonds maturing in the years 2025 through 2035; and Series 2009 Bonds maturing 2020 through 2038

- $150,000,000 of Series 2018 Revenue Refunding Bonds, issued in February 2018, to pay a portion of the costs of various turnpike projects.

Interest on all bonds is payable semi-annually on January 1st and July 1st of each year. The bonds will mature on July 1st in the years and principal amounts noted below:

Issue	Amount Issued	Maturity Date	Interest Rate	Balance 12/31/2018
Series 2004	$ 115,050,000	7/1/2005 - 2030	3.00-5.25 %	$ 9,640,000
Series 2009	50,000,000	7/1/2014 - 2038	3.00-6.00 %	1,320,000
Series 2012 (A & B)	153,230,000	7/1/2014 - 2042	2.00-5.00 %	143,620,000
Series 2014	39,715,000	7/1/2015 - 2024	2.00-5.00 %	17,975,000
Series 2015	144,875,000	7/1/2015 - 2038	2.00-5.00 %	144,875,000
Series 2018	150,000,000	7/1/2018 - 2047	4.00-5.00 %	150,000,000
Total Revenue Bonds Payable				**$ 467,430,000**

Requirements for the repayment of the outstanding revenue bonds are as follows:

Year Ending	Principal	Interest	Total debt service
2019	13,740,000	21,428,640	35,168,640
2020	14,750,000	20,749,715	35,499,715
2021	16,020,000	20,057,640	36,077,640
2022	17,050,000	19,281,890	36,331,890
2023	17,910,000	18,429,390	36,339,390
2024 - 2028	122,590,000	77,000,675	199,590,675
2029 - 2033	103,665,000	50,518,800	154,183,800
2034 - 2038	70,255,000	31,295,400	101,550,400
2039 - 2043	54,130,000	16,485,950	70,615,950
2044 - 2047	37,320,000	4,778,750	42,098,750
Totals	**$ 467,430,000**	**$ 280,026,850**	**$ 747,456,850**

Note 6 – Long-term Debt, *continued*

Revenue Bonds Payable, *continued*

A summary of changes in revenue bonds is as follows:

Issue		12/31/2017	Additions	Reductions		12/31/2018
Series 2004	$	12,535,000	$ -	(2,895,000)	$	9,640,000
Series 2008		6,475,000	-	(6,475,000)	$	-
Series 2009		2,595,000	-	(1,275,000)	$	1,320,000
Series 2012		145,700,000	-	(2,080,000)	$	143,620,000
Series 2014		23,520,000		(5,545,000)	$	17,975,000
Series 2015		144,875,000	-	-	$	144,875,000
Series 2018		-	150,000,000	-	$	150,000,000
Totals	**$**	**335,700,000**	**$ 150,000,000**	**$ (18,270,000)**	**$**	**467,430,000**

Special Obligation Bonds Payable

• $27,555,000 of Series 2014 Special Obligation Bonds, issued in July 2014, to purchase a section of Interstate 95 in Kittery extending approximately 1.9 miles from the current southern end of the Turnpike to the abutment of the bridge over the Piscataqua River at the New Hampshire Border. This Kittery segment of the Interstate was maintained by the Authority under contract with Maine DOT and the Authority was reimbursed for the costs associated with upkeep of this section of the Interstate.

Issue	Amount Issued	Maturity Date	Interest Rate	Balance 12/31/2018
Series 2014	27,555,000	7/1/2019 - 2034	3.00-5.00 %	27,555,000
Total Special Obligation Bonds Payable				**$ 27,555,000**

Note 6 – Long-term Debt, *continued*

Special Obligation Bonds Payable, *continued*

Requirements for the repayment of the outstanding special obligation bonds are as follows:

Year Ending	Principal	Interest	Total Debt Service
2019	$ 1,205,000	$ 1,237,500	$ 2,442,500
2020	1,265,000	1,177,250	2,442,250
2021	1,330,000	1,114,000	2,444,000
2022	1,385,000	1,060,800	2,445,800
2023	1,450,000	991,550	2,441,550
2024 - 2028	8,355,000	3,862,950	12,217,950
2029 - 2033	10,240,000	1,973,150	12,213,150
2034	2,325,000	116,250	2,441,250
Totals	**$ 27,555,000**	**$ 11,533,450**	**$ 39,088,450**

A summary of changes in special obligation bonds is as follows:

Issue	12/31/2017	Additions	Reductions	12/31/2018
Series 2008	$ 2,370,000	$ -	$ (2,370,000)	$ -
Series 2014	27,555,000	-	-	27,555,000
Totals	**$ 29,925,000**	**$ -**	**$ (2,370,000)**	**$ 27,555,000**

Changes in Revenue and Special Obligation long-term liability for the year ended December 31, 2018, were as follows:

Bond Type	12/31/2017	Additions	Reductions	12/31/2018	Due within one year
Revenue Bonds	$ 335,700,000	$ 150,000,000	$ (18,270,000)	$ 467,430,000	$ 13,740,000
Special Obligation Bonds	29,925,000	-	(2,370,000)	27,555,000	1,205,000
Subtotal	**365,625,000**	**150,000,000**	**(20,640,000)**	**494,985,000**	**14,945,000**
Adjustment for Premium / Discounts	31,029,682	23,277,861	(5,119,934)	49,187,608	-
Total	**$ 396,654,682**	**$ 173,277,861**	**$ (25,759,934)**	**$ 544,172,608**	**$ 14,945,000**

Note 6 – Long-term Debt, *continued*

Changes in Revenue and Special Obligation long-term liability for the year ended December 31, 2017, were as follows:

Bond Type	12/31/2016	Additions	Reductions	12/31/2017	Due within one year
Revenue Bonds	$ 353,255,000	-	$ (17,555,000)	$ 335,700,000	$ 18,270,000
Special Obligation Bonds	32,200,000	-	(2,275,000)	29,925,000	2,370,000
Subtotal	**385,455,000**	**-**	**(19,830,000)**	**365,625,000**	**20,640,000**
Adjustment for Premium / Discounts	35,352,616	-	(4,322,934)	31,029,682	-
Total	**$ 420,807,616**	**$ -**	**$ (24,152,934)**	**$ 396,654,682**	**$ 20,640,000**

Note 7 – Debt Service Reserve Fund

The general bond resolution requires the Authority to fund the Debt Service Reserve Requirement with cash and investments or with a surety policy or letter of credit. In order to satisfy this requirement, the Authority acquired surety policies issued by Financial Security Assurance, Inc (FSA) and AMBAC Assurance Corporation. The surety policies cover various series and terminate on various dates in the future. A summary of the surety policies purchased is as follows:

Debt Service Reserve Fund Surety Policy Provider	Series Availability	Termination Date	Maximum Amount
Assured Guarantee/FSA	2004	July 1, 2021	$ 1,781,929
Ambac	All Turnpike Revenue Bonds	July 1, 2030	$ 4,871,359

Each of the providers of the Debt Service Reserve Fund surety policies was rated Aaa by Moody's and AAA by Standard & Poor's (S&P) at the time of issuance of its respective policy. However, Ambac and FSA had been downgraded significantly as a result of their exposure to the 2008 sub-prime mortgage risk and did not maintain ratings by Moody's and S&P at least equal to the ratings on the Authority's outstanding revenue bonds.

Accordingly, the policy from Ambac, while still in effect, no longer qualify under the general bond resolution to meet the Debt Service Reserve Fund requirement. In 2017 FSA, now Assured Guaranty, was upgraded by Moody's and currently meets the debt service reserve fund requirements towards one half of MADS.

Note 7 – Debt Service Reserve Fund, *continued*

Currently, the Debt Service Reserve requirement is $19,976,858, which is one half of maximum annual debt service (MADS). The debt service reserve fund is currently funded with a combination of cash and FSA/Assured Guaranty sureties.

Note 8 – Maine Public Employees Retirement System (MainePERS) – Consolidated Retirement Pension Plan

Plan Descriptions

The Authority contributes to the Maine Public Employees Retirement System, as part of the PLD Consolidated Plan (the Plan) which is a cost sharing multiple employer defined benefit pension plan. The Plan was established as the administrator of a public employee retirement system under the Laws of the State of Maine. The PLD Plan covers 304 participating employers. The Authority's full-time and permanent part-time employees are eligible to participate in the Plan.

Benefit terms are established by Maine statute, in the case of the PLD Consolidated Plan, an advisory group, also established by statute, reviews the terms of the Plan and periodically makes recommendations to the legislature to amend them. The Plan's retirement programs provide defined retirement benefits based on members' average final compensation and service credit earned as of retirement. Vesting (i.e., eligibility for benefits upon reaching qualification) occurs upon the earning of five years of service credit (effective October 1, 1999, the prior ten year requirement was reduced by legislative action to five years). In some cases, vesting occurs on the earning of one year of service credit immediately preceding retirement at or after normal retirement age. For PLD Plan members, normal retirement age is 60 for members hired before July 1, 2014. Normal retirement age is 65 for members hired on or after July 1, 2014. The monthly benefit of members who retire before normal retirement age by virtue of having at least 25 years of service credit is reduced by a statutorily prescribed factor for each year of age that a member is below her/his normal retirement age at retirement. The Plan also provides disability and death benefits which are established by statute for State employee members and by contract with other participating employers under applicable statutory provisions.

Upon termination of membership, members' accumulated employee contributions are refundable with interest, credited in accordance with statute. Withdrawal of accumulated contributions results in forfeiture of all benefits and membership rights. The annual rate of interest credited to members' accounts is set by the Plan's Board of Trustees and is currently 2.40%.

For the years ended December 31, 2018 and 2017, the Authority's total payroll for all employees was $24,361,903 and $24,130,708, respectively and total covered payroll was $22,811,303 and $22,246,620, respectively for the PLD Plan. Covered payroll refers to all compensation paid by the Authority to active employees covered by the Plan.

Note 8 – Maine Public Employees Retirement System (MainePERS) – Consolidated Retirement Pension Plan, *continued*

Contributions

The contribution requirements of the PLD Plan members are defined by law or the Plan's Board. Employees of the Authority are required to contribute 8.0% of covered compensation to the PLD Plan. The contributions are deducted from the employee's wages or salary and remitted by the Authority to the Plan on a monthly basis. Employer contribution rates are determined through actuarial valuations. The Authority's required contribution rate for the years ended December 31, 2018 and 2017, was between 9.6% and 10.0% of annual payroll, actuarially determined as an amount that, when combined with employee contributions, is expected to finance the costs of benefits earned by employees during the year, with an additional amount to finance any unfunded accrued liability. The Authority's contributions to the Plan for the years ended December 31, 2018 and 2017 were $2,391,982 and $2,285,861, respectively.

Pension Liabilities, Pension Expense, Deferred Outflows of Resources, and Deferred Inflows of Resources Related to Pensions

At December 31, 2018 and 2017, the Authority reported a liability of $10,611,572 and $16,098,398, respectively for its proportionate share of the net pension liability. The net pension liability was measured as of June 30, 2018 and June 30, 2017, and the total pension liability used to calculate the net pension liability was determined by actuarial valuations as of these dates. The Authority's proportion of the net pension liability was based on a projection of the Authority's long-term share of contributions to the pension plan relative to the projected contributions of all participating entities, actuarially determined. At June 30, 2018, the Authority's proportion was 3.88%, which was a decrease of 0.05% from its proportion measured as of June 30, 2017. At June 30, 2017, the Authority's proportion was 3.93%, which was an increase of 0.162% from its proportion measured as of June 30, 2016.

For the years ended December 31, 2018 and 2017, the Authority recognized pension expense of ($1,819,175) and $3,008,876, respectively. At December 31, 2018, the Authority reported deferred outflows of resources and deferred inflows of resources related to pensions from the following sources:

Note 8 – Maine Public Employees Retirement System (MainePERS) – Consolidated Retirement Pension Plan, *continued*

December 31, 2018

	Deferred Outflows of Resources	Deferred Inflows of Resources
Differences between expected and actual results	$ 33,224	$ 116,551
Changes of assumptions	1,693,679	-
Net difference between projected and actual earnings on Plan investments	-	2,562,272
Changes in proportion and differences between contributions and proportionate share of contributions	251,482	299,059
Contributions subsequent to the measurement date	1,096,848	-
Total	**$ 3,075,233**	**$ 2,977,882**

December 31, 2017

	Deferred Outflows of Resources	Deferred Inflows of Resources
Differences between expected and actual results	$ -	$ 773,412
Changes of assumptions	1,369,872	-
Net difference between projected and actual earnings on Plan investments	5,547,969	5,990,635
Changes in proportion and differences between contributions and proportionate share of contributions	640,663	269,368
Contributions subsequent to the measurement date	1,039,221	-
Total	**$ 8,597,725**	**$ 7,033,415**

Note 8 – Maine Public Employees Retirement System (MainePERS) – Consolidated Retirement Pension Plan, *continued*

The $1,096,848 of deferred outflows of resources as of December 31, 2018, resulting from the Authority's contributions subsequent to the measurement date will be recognized as a reduction of the net pension liability in the year ending December 31, 2019. The $1,039,221 of deferred outflows of resources as of December 31, 2017, resulting from the Authority's contribution subsequent to the measurement date were recognized as a reduction of the net position liability in the year ended December 31, 2018. Other amounts reported as deferred outflows of resources and deferred inflows of resources will be netted and recognized in pension expense, (addition or (reduction) to expense) as follows:

Years ending December 31,	
2019	$ 1,426,924
2020	(21,085)
2021	(1,743,102)
2022	(662,234)
Total	**$ (999,497)**

Actuarial Assumptions

The total pension liability in the June 30, 2018 actuarial valuation was determined using the following actuarial assumptions, applied to all periods included in the measurement:

Inflation	PLD Plan 2.75%, per annum
Salary increases	PLD Plan 2.75%-9.0%, per year
Investment rate of return	PLD Plan 6.75%, per annum, compounded annually

Mortality rates were based on the RP-2014 Total Dataset Healthy Annuitant Mortality Table.

The actuarial assumptions used in the June 30, 2018 and June 30, 2017 valuations were based on the results of actuarial experience studies for the periods of June 30, 2012 to June 30, 2015.

The long-term expected rate of return on pension plan investments was determined using a building-block method in which best-estimate ranges of expected future real rates of return (expected returns, net of pension plan investment expense and inflation) are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentage and by adding expected inflation. The target allocation and best estimates of arithmetic real rates of return for each major asset class are summarized in the following table:

Note 8 – Maine Public Employees Retirement System (MainePERS) – Consolidated Retirement Pension Plan, *continued*

Actuarial Assumptions - Continued

Asset Class	Target Allocation %	Long-term Expected Real Rate of Return
Public Equities	30.0%	6.0%
U.S. Government	7.5%	2.3%
Private Equity	15.0%	7.6%
Real Assets:		
Real Estate	10.0%	5.2%
Infrastructure	10.0%	5.3%
Natural Resources	5.0%	5.0%
Traditional Credit	7.5%	3.0%
Alternative Credit	5.0%	4.2%
Diversifiers	10.0%	5.9%
Total	**100.0%**	

Discount Rate

The discount rate used to measure the total pension liability was 6.75% for the PLD Plan. The projection of cash flows used to determine the discount rate assumed that employee contributions will be made at the current contribution rate and that contributions from employers will be made at contractually required rates, actuarially determined. Based on those assumptions, the Plan's fiduciary net position was projected to be available to make all projected future benefit payments of current plan members. Therefore, the long-term expected rate of return on Plan investments was applied to all periods of projected benefit payments to determine the total pension liability.

Sensitivity of the Proportionate Share of the Net Pension Liability to Changes in the Discount Rate

The following presents the Authority's proportionate share of the net pension liability calculated using the discount rate of 6.75%, as well as what the Authority's proportionate share of the net pension liability would be if it were calculated using a discount rate that is 1-percentage-point lower (5.75%) or 1-percentage-point higher (7.75%) than the current rate:

	Discount Rate	Authority's proportionate share of net pension liability
1% decrease	5.750%	$ 25,010,066
Current discount rate	6.750%	10,611,572
1% increase	7.750%	(2,847,069)

Note 8 – Maine Public Employees Retirement System (MainePERS) – Consolidated Retirement Pension Plan, *continued*

Plan Fiduciary Net Position

Detailed information about the Plan's fiduciary net position is available in the separately issued Maine Public Employees Retirement System financial report.

Note 9 – Operating Lease

In 2006, the Authority entered into lease agreements with HMS Host and CN Brown to operate its five service plazas on the Turnpike. The Authority entered into the arrangements as a means to provide services to users of the Turnpike in a more efficient, cost-effective manner. The terms of the agreements are as follows. The lease agreement with HMS Host is contingent based on sales however also provides a guaranteed minimum rent of $3,317,649 or 85% of the previous year's rental, whichever is greater. In 2018, the monthly minimum rent payments increased from $254,168 to $276,471, which brought the annual minimum rent to $3,317,649 up from $3,050,000. In previous years the Authority has waived the minimum rent requirement for HMS Host, and has only required them to pay the contingent rent for any such years. In addition, the Authority received contingent rentals of $575,765 and $853,117 in 2018 and 2017, respectively. The lease agreement with CN Brown provides for contingent rent based on sales. The Authority received $1,053,276 and $1,082,988 in contingent rentals from CN Brown in 2018 and 2017, respectively.

On April 1st, 2018 the Authority entered into a lease agreement with Maine Crafts Association for an area located in the Authority's West Gardiner Service Plaza. The lease agreement is contingent based on gross sales however also provide a guaranteed minimum rent of $800 per month from April 1, 2018 through March 31, 2023. The Authority received minimum rent of $9,600 from Maine Crafts Association in 2018. There was contingent rent due the Authority for 2018 based on gross sales from Maine Crafts Association for a total of $1,609.

Contingent rent for HMS host is 20% of sales for years 1-10, 21% of sales for years 11-20 and 22% of sales for years 21-30. Contingent rent for CN Brown is based on the gallons of gasoline and diesel fuel sold at a fuel rent factor of 8 cents per gallon, adjusted upward each year for the Consumer Price Index Change, plus 10% of the sales of other products, plus 5% of the sales of tobacco products and plus 2% of the amount received from the Lottery Commission. The Authority has retained the right to approve the activities of the lessees and also has established limits to the prices that can be charged to customers. Contingent rent for the Maine Crafts Association is 2% on all gross sales exceeding $500,000, and 4% on all gross sales exceeding $600,000.

The lease agreement with HMS Host requires $8 million of capital improvements to be paid for by HMS Host, consisting of leasehold improvements, equipment and furnishings as approved by the Authority. $4 million of these improvements must be incurred prior to December 31, 2017 and the remaining $4 million must be incurred prior to December 31, 2027. If the required amount of $8 million has not been reinvested by HMS Host by the end of the term, then the remainder of the sum shall be rebated to the Authority in cash. As of December 31, 2018, HMS Host has made investments in the facilities in excess of the $4 million requirement.

The leased facilities are reported as capital assets of the Authority with a net book value of $26,536,835 and $27,885,048 as of December 31, 2018 and 2017, respectively.

Note 9 – Operating Lease, *continued*

Future minimum rentals to be received under the HMS Host lease as of December 31, 2018 are as follows:

2019	3,317,649
2020	3,317,649
2021	3,317,649
2022	3,317,649
2023	3,317,649
2024 - 2028	16,588,245
2029 - 2033	16,588,245
2034 - 2037	11,611,772
Total	**$ 61,376,507**

Future minimum rentals to be received under the Maine Crafts Association lease as of December 31, 2018 are as follows:

2019	9,600
2020	9,600
2021	9,600
2022	9,600
2023	2,400
Total	**$ 40,800**

Note 10 – POST EMPLOYMENT BENEFITS OTHER THAN PENSIONS (OPEB)

Participating Local District Consolidated Plan – Retiree Group Life Insurance

General Information

Plan description. Employees are provided with OPEB through the Participating Local District Consolidated Plan – Retiree Group Life Insurance (PLD Plan), a cost-sharing multiple-employer defined benefit OPEB plan administered by the Maine Public Employees Retirement System (MainePERS). State of Maine Statutes grants the authority to establish and amend the benefit terms to the MainePERS Board of Trustees. MainePERS issues a publicly available financial report that can be obtained at www.mainepers.org.

Benefits provided. The Group Life Insurance Plan (the Plan) provides basic group life insurance benefits, during retirement, to retirees who participated in the Plan prior to retirement for a minimum of 10 years (the 10-year participation requirement does not apply to recipients of disability retirement benefits). The level of coverage in retirement is initially set to an amount equal to the retirees' average final compensation. The initial amount of basic life is then subsequently reduced at the rate of 15% per year to the greater of 40% of the initial amount or $2,500.

Note 10 – POST EMPLOYMENT BENEFITS OTHER THAN PENSIONS (OPEB), *continued*

Contributions. Premium rates are those determined by the System's Board of Trustees to be actuarially sufficient to pay anticipated claims. PLD employers are required to remit a premium of $0.46 per $1,000 of coverage for covered active employees, a portion of which is to provide a level of coverage in retirement. PLD employers with retired PLD employees continue to remit a premium of $0.46 per $1,000 of coverage per month during the post-employment retired period. Contributions to the OPEB plan from the Authority were $87,138 for the year ended June 30, 2018 actuarial valuation. Employees are not required to contribute to the OPEB plan.

OPEB Liabilities, OPEB Expense, and Deferred Outflows of Resources and Deferred Inflows of Resources Related to OPEB

At December 31, 2018 and 2017, the Authority reported a liability of $1,645,671 and $1,361,435, respectively for its proportionate share of the collective net OPEB liability. The collective net OPEB liability was measured as of June 30, 2018 and June 20, 2017, and the total OPEB liability used to calculate the collective net OPEB liability was determined by an actuarial valuation as of these dates. The Authority's proportion of the collective net OPEB liability was based on a projection of the Authority's long-term share of contributions to the OPEB plan relative to the projected contributions of all participating employers, actuarially determined. At June 30, 2018, the Authority's proportion was 8.1465%, which was a slight increase from its proportion measured as of June 30, 2017 (8.1418%).

For the years ended December 31, 2018 and 2017, the Authority recognized OPEB expense of $70,975 and $48,580, respectively. At December 31, 2018, the Authority's reported deferred outflows of resources and deferred inflows of resources related to OPEB from the following sources:

	2018		**2017**	
	Deferred Outflows of Resources	**Deferred Inflows of Resources**	**Deferred Outflows of Resources**	**Deferred Inflows of Resources**
Differences Between Expected and Actual Results	$ 138,876	$ -	$ -	$ -
Changes of Assumptions	105,502	303,660	-	379,357
Net Difference Between Projected and Actual Earnings on Plan Investments	-	86,360	-	65,178
Changes in Proportion and Differences Between Contributions and Proportionate Share of Contributions	863	2,576	-	3,220
Contributions Subsequent to the Measurement Date	43,569	-	-	-
Total	**$ 288,810**	**$ 392,596**	**$ -**	**$ 447,755**

Note 10 – POST EMPLOYMENT BENEFITS OTHER THAN PENSIONS (OPEB), *continued*

Participating Local District Consolidated Plan – Retiree Group Life Insurance, *continued*

Of the total amount reported as deferred outflows of resources related to OPEB, $43,569 resulting from Authority contributions subsequent to the measurement date and before the end of the fiscal year will be included as a reduction of the collective net OPEB liability in the year ending December 31, 2019. Other amounts reported as deferred outflows of resources and deferred inflows of resources related to OPEB will be recognized in the Authority's OPEB expense, as follows:

Year Ended December 31,		
2019	$	(53,177)
2020		(53,177)
2021		(53,177)
2022		(36,873)
2023		49,049
Total	**$**	**(147,355)**

Actuarial assumptions. The total OPEB liability was determined by an actuarial valuation as of June 30, 2018, using the following actuarial assumptions, applied to all periods included in the measurement, unless otherwise specified:

Inflation	2.75 percent
Salary increases	2.75%-9.00% including inflation
Investment rate of return	6.75% per annum, compounded annually
Healthcare cost trend rates	Not applicable to the group life insurance plan

For active members and non-disable retirees of the PLD Plan the RP2014 Total Dataset Healthy Annuitant Mortality Table, for males and females, is used. For all recipients of disability benefits, the RP2014 Total Dataset Disable Annuitant Mortality Table, for males and females, is used. These tables are adjusted by percentages ranging from 104% to 120% based on actuarially determined demographic differences.

The actuarial assumptions used in the June 30, 2018 and June 20, 2017valuations were based on the results of an actuarial experience study for the period from June 30, 2012 through June 30, 2015.

The long-term expected rate of return on OPEB plan investments was determined using a building-block method in which best-estimate ranges of expected future real rates of return (expected returns, net of OPEB plan investment expense and inflation) are developed for each major asset class. Those ranges are combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation

Note 10 – POST EMPLOYMENT BENEFITS OTHER THAN PENSIONS (OPEB), *continued*

Participating Local District Consolidated Plan – Retiree Group Life Insurance, *continued*

percentage and by adding expected inflation. The target allocation and best estimates of arithmetical rates of return for each major asset class are summarized in the following table:

Asset Class	Target Allocation	Long-Term Expected Real Rate of Return
Public Equities	70%	6.0%
Real Estate	5%	5.2%
Traditional Credit	15%	3.0%
US Government Securities	10%	2.3%
Total	**100%**	

The discount rate used to measure the total OPEB liability for the PLD Plan was 5.13%, which is a blend of the assumed long-term expected rate of return of 6.75% and a municipal bond index rate of 3.87%, based on the Bond Buyer GO 20-Year Municipal Bond Index as of June 30, 2018. Projections of the Plan's fiduciary net position indicate that it is not expected to be sufficient to make projected benefit payments for current members beyond 2047. Therefore, the portion of future projected benefit payments after 2047 are discounted at the municipal bond index rate. The projection of cash flows used to determine the discount rate assumed that employer contributions will be made at contractually required rates, actuarially determined.

Sensitivity of the Authority's proportionate share of the collective net OPEB liability to changes in the discount rate. The following presents the Authority's proportionate share of the collective net OPEB liability, as well as what the Authority's proportionate share of the collective net OPEB liability would be if it were calculated using a discount rate that is 1-percentage-point lower (4.13%) or 1-percentage-point higher (6.13%) than the current discount rate:

	1% Decrease (4.13%)	Discount Rate (5.13%)	1% Increase (6.13%)
Authority's Proportionate Share of the Collective Net OPEB Liability	$ 2,174,178	$ 1,645,671	$ 1,228,980

Note 10 – POST EMPLOYMENT BENEFITS OTHER THAN PENSIONS (OPEB), *continued*

Retiree Group Health Insurance Plan
General Information

Plan description. In addition to providing pension benefits, the Authority provides health care benefits for certain retired employees. Eligibility to receive health care benefits follows the same requirements as MainePERS. Eligible retirees receive 100% paid health benefit coverage, Anthem POS plan until age 65 or Medicare Advantage plan at the age of 65. The Authority paid approximately $1,417,849 of insurance contributions for approximately 284 retirees for the year end December 31, 2018. Benefit provisions are established and amended through negotiations between the Authority and the respective unions.

The Authority does not issue a separate financial report for its OPEB as the Authority does not fund an OPEB plan and operates on a pay-as-you-go basis. Employers fund their own benefits. No assets are accumulated in a trust that meets the criteria in paragraph 4 of GASB Statement 75.

Benefits provided. The Health Plan provides healthcare and life insurance benefits for retirees and their dependents. Authority employees with 1 year of continuous service and health plan participation at retirement are eligible to participate in the Health Plan. Retirees who are not eligible for Medicare retain coverage in the same group health plan as active employees. Retirees must pay for Medicare Part B coverage to be eligible to participate in the State-sponsored employer funded Companion Plan.

Plan Membership. At December 31, 2018, the following were covered by the benefit terms:

Inactive Employees or Beneficiaries Currently Receiving Benefit Payments	284
Active Employees	379
Total	**663**

Total OPEB Liability

The Authority's total OPEB liability of $46,111,391 was measured as of December 31, 2018 and $48,981,486 was measured as of December 31, 2017, and was determined by an actuarial valuation as of January 1, 2019.

Actuarial assumptions and other inputs. The total OPEB liability in the January 1, 2019 actuarial valuation was determined using the following actuarial assumptions and other inputs, applied to all periods included in the measurement, unless otherwise specified:

General inflation of 2.75% was used along with an aggregate payroll increase of 3.00%. Merit payroll increases, mortality, termination, disability and retirement assumptions relied on the MainePERS December 31, 2012 through

Note 10 – POST EMPLOYMENT BENEFITS OTHER THAN PENSIONS (OPEB), *continued*

Retiree Group Health Insurance Plan, *continued*

June 30, 2015's experience study. Mortality rates were based on the RP-2014 Total Dataset Healthy Annuitant Mortality Table for Males or Females. The mortality improvement scale RPEC-2015 was modified to converge to an ultimate rate of 0.85% for ages 20 to 85 grading down to 0.00% for ages 111 to 120 with convergence to the ultimate rate in 2020.

The discount rate was based on high quality AA/Aa or higher bond yields in effect for 20-year, tax exempt general obligation municipal bonds using the Bond Buyer index.

The actuarial assumptions used in the January 1, 2019 valuation were based on the results of an actuarial experience study, conducted by the MainePERS Consolidated Plan for Participating Local Districts, for the period July 1, 2012 through June 30, 2015.

Changes in the Total OPEB Liability

	Total OPEB Liability
Balance as of December 31, 2017	$ 48,981,486
Changes for the Year:	
Service Cost	1,500,957
Interest	1,704,318
Changes in Benefit Terms	-
Differences Between Expected and Actual Experience	-
Changes in Assumptions of Other Inputs	(4,198,762)
Benefit Payments	(1,876,608)
Net Changes	(2,870,095)
Balance as of December 31, 2018	**$ 46,111,391**

Changes of assumptions reflect an increase of $3,265,704 and differences between expected and actual experience reflect no change.

Changes in assumptions or other inputs reflect a change in the discount rate from 4.00% in 2017 to 4.10% in 2018.

Note 10 – POST EMPLOYMENT BENEFITS OTHER THAN PENSIONS (OPEB), *continued*

Retiree Group Health Insurance Plan, *continued*

Sensitivity of the total OPEB liability to changes in the discount rate.

The following table shows how the total OPEB liabilities would change if the discount rate used was one percentage point lower or one percentage point higher than the current rate. The current rate used for the Health Plan is 4.10%.

	1% Decrease (3.10%)	Discount Rate (4.10%)	1% Increase (5.10%)
Total OPEB Liability	$ 52,700,661	$ 46,111,391	$ 40,697,588

Sensitivity of the total OPEB liability to changes in the healthcare cost trend rates.

The following table shows how the total OPEB liabilities would change if the healthcare rate used was one percentage point lower or one percentage point higher than the current rate of 5.75% to 6.50%.

	1% Decrease (4.75%-5.50%)	Current Trend (5.75%-6.50%)	1% Increase (6.75%-7.50%)
Total OPEB Liability	$ 40,357,872	$ 46,111,391	$ 53,180,448

OPEB Expense and Deferred Outflows of Resources and Deferred Inflows of Resources Related to OPEB

For the year ended December 31, 2018, the Authority recognized OPEB expense of $2,272,217. At December 31, 2018, the Authority reported deferred outflows of resources and deferred inflows of resources related to OPEB from the following sources:

Note 10 – POST EMPLOYMENT BENEFITS OTHER THAN PENSIONS (OPEB), *continued*

Retiree Group Health Insurance Plan, *continued*

	Deferred Outflows of Resources	Deferred Inflows of Resources
Differences Between Expected and Actual Results	$ -	$ -
Changes of Assumptions	-	3,265,704
Net Difference Between Projected and Actual Earnings on OPEB Plan Investments	-	-
Changes in Proportion and Differences Between Authority Contributions and Proportionate Share of Contributions	-	-
Contributions Subsequent to the Measurement Date	-	-
Total	**$ -**	**$ 3,265,704**

Amounts reported as deferred outflows of resources and deferred inflows of resources related to OPEB will be recognized in OPEB expense as follows:

Year Ended December 31,	
2019	$ (933,058)
2020	(933,058)
2021	(933,058)
2022	(466,530)
2023	-
Thereafter	-
Total	**$ (3,265,704)**

Note 11 – Union Contract

In December 2016, the Authority signed three-year contracts with its two bargaining units, Supervisors and Employees. These contracts expire at the end of 2019.

Note 12 – Commitments and Contingencies

The Authority is a defendant in various lawsuits. Although the outcomes of the lawsuits are not presently determinable, it is the belief of the Authority's legal counsel that any settlement or damages assessed would be covered by insurance, and therefore should not have a material adverse effect on the Authority's financial condition

Future commitments on outstanding construction projects for improvements and maintenance totaled approximately $101,739,401 and $24,088,047 as of December 31, 2018 and December 31, 2017, respectively.

Due to changes to enabling legislation in 2011, the Authority is potentially obligated to provide 5% of its annual operating revenues to the Maine Department of Transportation (MaineDOT). The Authority has incurred and expects to continue to incur significant expenses from construction projects that will be of mutual benefit to MaineDOT and accordingly has met its obligation to MaineDOT.

Note 13 – Risk Management

The Authority is exposed to various risks of loss related to theft of, damage to and destruction of assets, errors and omissions and natural disasters for which the Authority is insured through various commercial insurance carriers. As required by the Authority's contract with its bondholders, the Authority's consulting engineer certifies each year that insurance limits and coverage adequately protect the properties, interests, and operations of the Authority. Claims expenditure, liabilities and reserves are reported when it is probable that a loss has occurred and the amount of the loss can be reasonably estimated.

The Authority is self-insured for its workers' compensation liability. The program provides coverage for up to a maximum of $1,000,000 for each workers' compensation claim and $25,000,000 in the aggregate. In addition, the Authority purchases excess workers' compensation insurance to limit its financial risk. The Authority is responsible for claims made up to $750,000 per covered claim. Reserves are estimated at one hundred percent of expected expenditures. Settled claims have not exceeded the commercial coverage in any of the past three years.

The following summarizes the claims activity with respect to the Authority's self-insured workers' compensation program:

	2018	2017
Unpaid Claims as of January 1	$ 2,883,184	$ 2,742,391
Incurred Claims	761,679	609,362
Total Claim Payments	411,955	468,569
Current Claims Liability	548,730	504,200
Long-term Claims Liability	2,684,178	2,378,984
Total Unpaid Claims Liability	**$ 3,232,908**	**$ 2,883,184**

NOTE 14 – Prior Period Adjustment

Beginning net position was reduced by $29,129,545 as a result of the implementation of GASB Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions*, for the year ended December 31, 2018.

Net position at January 1, 2018 was restated, as follows:

	Governmental Activities
Net Position, as previously reported	**$ 324,704,149**
GASB No. 75 - Life Insurance	(1,768,312)
GASB No. 75 - Healthcare	(27,361,233)
Net Position, as Restated	**$ 295,574,604**

REQUIRED SUPPLEMENTARY INFORMATION

Trend Data on Infrastructure Condition

The Authority has elected to use the modified approach to infrastructure reporting under GASB 34. The Authority's consulting engineers are required to make an inspection at least once a year of the Turnpike, and, on or before the first day of October of each year, to submit to the Authority a report setting forth (a) their findings whether the Turnpike has been maintained in good repair, working order and condition, (b) their advice and recommendations as to the proper maintenance, repair and operation of the Turnpike during the ensuing Fiscal Year and an estimate of the amount of money necessary for such purposes, (c) their advice and recommendations as to the amounts and types of insurance to be carried, and (d) their recommendations as to the amount that should be deposited into the Reserve Maintenance Fund during the upcoming Fiscal Year.

The roadways are rated on a 10-point scale, with 10 meaning that every aspect of the roadway is in new and perfect condition. The Authority's system as a whole is given an overall rating, indicating the average condition of all roadways operated by the Authority. The assessment of condition is made by visual inspection designed to reveal any condition that would reduce highway-user benefits below the maximum level of service. The Authority's policy is to maintain the roadway condition at rating of 8 (generally good condition) or better. The results of the 2018 inspection states that the Maine Turnpike has been maintained in generally good condition and presents a favorable appearance.

The budget to actual expenditures for Preservation for 2018 is as follows:

	Budget	Actual
Preservation Expense	$ 19,751,440	$ 17,547,460

Maine Turnpike Authority
Schedule of Changes in Net OPEB Liability and Related Ratios -
MTA Group Health Insurance Plan
December 31, 2018

Total OPEB liability		
Service cost	$	1,500,957
Interest		1,704,318
Changes in benefit terms		-
Differences between expected and actual experience		-
Changes of assumptions or other inputs		(4,198,762)
Benefit payments		(1,876,608)
Net change in total OPEB liability		(2,870,095)
Total OPEB liability - beginning		48,981,486
Total OPEB liability - ending	$	46,111,391
Covered payroll	$	20,878,892
Total OPEB liability as a percentage of covered payroll		220.9%

Notes to schedule:

Changes of assumptions: Changes of assumptions and other inputs reflect the effects of changes in the discount rate each period.

The following are the discount rates used in each period:

December 31, 2018
4.10%

Funding method was changed from Projected Unit Credit funding to Entry Age Normal funding method.

This schedule is presented to illustrate requirements to show information for 10 years. However, until a full 10 year trend is completed, the Authority presents information for those years of which information is available.

Group Term Life Healthcare Plan

Maine Turnpike Authority
Schedule of Proportionate Share of Net OPEB Liability - Group Life Insurance
Maine Public Employees Retirement System
December 31, 2018

Year Ended	Authority's Proportion of the Collective Net OPEB Liability	Authority's Proportionate Share of the Collective Net OPEB Liability	State's Proportionate Share of the Collective Net OPEB Liability	Total Collective Net OPEB Liability	Authority's Covered Payroll	Authority's Proportionate Share of the Collective Net OPEB Liability as a Percentage of its Covered Payroll	Plan Fiduciary Net Position as a Percentage of the Total OPEB Liability
December 31, 2018	8.15%	$ 1,645,671	$ -	$ 1,645,671	$ 22,506,968	7.31%	43.92%
December 31, 2017	8.14%	$ 1,361,435	$ -	$ 1,361,435	$ 21,208,988	6.42%	47.42%

This schedule is presented to illustrate requirements to show information for 10 years. However, until a full 10 year trend is completed, the Authority presents information for those years of which information is available.

Maine Turnpike Authority
Schedule of OPEB Contributions - Group Life Insurance
Maine Public Employees Retirement System
December 31, 2018

Year Ended	Contractually Required Contribution	Contributions Relative to Contractually Required Contribution	Contribution Deficiency (Excess)	Authority's Covered Payroll	Contributions as as a Percentage of Covered Payroll
December 31, 2018	$ 31,300	$ 31,300	$ -	$ 22,506,968	0.14%
December 31, 2017	$ 33,000	$ 33,000	$ -	$ 21,208,988	0.16%

This schedule is presented to illustrate requirements to show information for 10 years. However, until a full 10 year trend is completed, the Authority presents information for those years of which information is available.

Maine Turnpike Authority
Schedule of Proportionate Share of Net Pension Liability
Maine Public Employees Retirement System
December 31, 2018

Maine Public Employee Retirement System

Fiscal Year	Valuation Date	Authority's Proportion of the Net Pension Liability	Authority's Proportionate Share of the Net Pension Liability	Covered Employee Payroll	Authority's Share of the Net Pension Liability as a Percentage of Covered Payroll	Plan Fiduciary Net Position as a Percentage of the Total Pension Liability
2018	07/01/2018	$ 10,611,572	3.8774%	$ 22,811,303	46.52%	91.14%
2017	07/01/2017	16,098,398	3.9318%	22,246,620	72.36%	86.43%
2016	07/01/2016	20,031,423	3.7701%	20,397,862	98.20%	81.61%
2015	07/01/2015	12,529,254	3.9271%	19,263,547	65.04%	88.27%
2014	07/01/2014	5,724,658	3.7202%	18,906,556	30.28%	94.10%

Maine Turnpike Authority
Schedule of Contributions
Maine Public Employees Retirement System
December 31, 2018

Maine Public Employee Retirement System

Fiscal Year	Valuation Date	Contractually Required Contribution	Contributions Relative to Contractually Required Contribution	Contribution Deficiency (Excess)	Covered Employee Payroll	Contributions as a Percentage of Covered Employee Payroll
2018	07/01/2018	$ 2,391,982	$ 2,391,982	$ -	$ 22,811,303	10.49%
2017	07/01/2017	2,285,861	2,285,861	-	22,246,620	10.28%
2016	07/01/2016	2,034,516	2,034,516	-	20,397,862	9.97%
2015	07/01/2015	1,739,777	1,739,777	-	19,263,547	9.03%
2014	07/01/2014	1,471,779	1,471,779	-	18,906,556	7.78%

OTHER SUPPLEMENTARY INFORMATION

Calculation of the Composite Debt Service Ratio, as Defined by the Bond Resolutions and Related Documents (000's)

	Years Ended December 31st, 2018	Years Ended December 31st, 2017
Revenues:		
Net Fare Revenue	$ 138,432	$ 136,066
Concession Rental	4,888	4,997
Investment Income [1]	2,821	1,042
Miscellaneous	1,925	1,947
Total Revenues	**$ 148,066**	**$ 144,052**
Expenses:		
Operations	25,608	24,716
Maintenance	13,382	13,519
Adminstrative	2,414	2,441
Total Expenses	**$ 41,404**	**$ 40,676**
Net Operating Revenues	**$ 106,662**	**$ 103,376**
Debt Service Payments [2]	36,466	33,644
Reserve Maintenance Fund Deposit	38,000	37,000
MDOT Account / Sub Debt Fund Deposit	3,702	3,698
Other General Reserve Fund Deposits	**$ 28,494**	**$ 29,034**
Debt Service Ratio of Net Revenues to Debt Service [3]	**2.92**	**3.07**

Note: Revenues and expenses are presented on this schedule on the accrual basis in accordance with accounting principles generally accepted in the United States of America. Certain amounts included on the Statements of Revenues, Expenses, and Changes in Net Position are not part of the net revenues, as defined, and therefore excluded from this schedule.

[1] Capital fund and Rebate Fund earnings are not included in investment income, consistent with the Maine Turnpike Revenue Bond Resolution.

[2] Represents Debt Service Deposits, net of capitalized interest, on the outstanding Revenue Bonds only.

[3] Net Revenues divided by Debt Service. The Bond Resolution requires a minimum ratio of 2.0.

OTHER SUPPLEMENTARY INFORMATION, *Continued*

Statement of Activities for the State of Maine General Purpose Financial Statements (000's)

Functions/Programs	Expenses	Program Revenues: Charges for Services	Program Revenues: Program Investment Income	Program Revenues: Operating Grants and Contrib.	Program Revenues: Capital Grants/ Contrib.	Net Revenue (Expense) and Changes to Net Assets: Total
Governmental Activities						
Subtotal Governmental Activities	-	-	-	-	-	-
Business-type Activities:						
THE MAINE TURNPIKE AUTHORITY	107,462	138,432				30,970
Subtotal Business-type Activities	**107,462**	**138,432**	-	-	-	**30,970**
Total	**107,462**	**138,432**	-	-	-	**30,970**

General Revenues:	
Unrestricted Interest and Investment Earnings	5,268
Non program Specific Grants, Contrib. & Approp.	-
Miscellaneous Income	6,813
Gain (Loss) on Asset Dispositions	(77)
Extraordinary Item	-
Total General Revenues and Extraordinary Items	12,004
Change in Net Assets	**42,975**
Net Assets, Beginning of the Year, as Restated	295,575
Net Assets, End of the Year	**338,550**

This schedule is strictly used by the State of Maine for the purpose of component unit reporting.