

NEW ISSUE – BOOK ENTRY ONLY**Ratings: S&P: “AA+”
Moody’s: “Aa2”**

In the opinion of Bond Counsel, interest on the 2012 Bonds (as defined hereafter) is not includable in gross income for purposes of federal income taxation under existing statutes, regulations, rulings and court decisions, subject to the condition described in “TAX MATTERS” herein and interest on the 2012 Bonds is not treated as an item of tax preference under Section 57 of the Internal Revenue Code of 1986, as amended (the “Code”) for purposes of the individual and corporate alternative minimum taxes. However, under the Code, such interest may be subject to certain other taxes affecting corporate holders of the 2012 Bonds. Under existing law, the 2012 Bonds, interest on the 2012 Bonds and their transfer shall be exempt from taxation by the State of Delaware and its political subdivisions except for estate, inheritance or gift taxes imposed by the State of Delaware. For a more complete discussion, see “TAX MATTERS” herein.

DELAWARE TRANSPORTATION AUTHORITY
\$222,870,000
Transportation System Senior Revenue Bonds, Series 2012

Dated: Date of Issuance**Due: July 1, as shown below**

The Transportation System Senior Revenue Bonds, Series 2012 (the “2012 Bonds”) will be issued in book-entry only form. Beneficial owners of 2012 Bonds will not receive physical delivery of Bond certificates. Principal and interest payments on the 2012 Bonds are to be made to The Depository Trust Company or its nominee as record owner of the 2012 Bonds. Interest will be payable January 1, 2013 and thereafter semi-annually on each January 1 and July 1.

The 2012 Bonds maturing on and after July 1, 2023 are subject to optional redemption prior to maturity, at the option of the Delaware Transportation Authority (the “Authority”), in whole or in part at any time on or after July 1, 2022, in any order of maturity selected by the Authority and within any maturity by lot, at a redemption price equal to 100% of the principal amount of the 2012 Bonds to be redeemed plus interest accrued and unpaid to the redemption date.

MATURITY DATES, PRINCIPAL AMOUNTS, INTEREST RATES AND PRICES

Due (July 1)	Principal Amount (\$)	Interest Rate (%)	Price	Yield (%)	Due (July 1)	Principal Amount (\$)	Interest Rate (%)	Price	Yield (%)
2013	2,245,000	3.000	103.441	0.180	2019	21,555,000	5.000	122.336	1.700
2014	9,085,000	5.000	110.001	0.470	2020	12,715,000	5.000	123.064	1.950
2015	9,945,000	5.000	113.675	0.700	2021	23,100,000	5.000	123.628	2.160
2016	5,395,000	3.000	108.506	0.940	2022	30,280,000	5.000	123.850	2.360
2017	25,600,000	5.000	119.626	1.120	2023	24,800,000	5.000	122.222*	2.520
2018	38,800,000	5.000	121.311	1.410	2024	19,350,000	3.000	101.319*	2.850

* Priced to first call date of July 1, 2022.

The 2012 Bonds are limited obligations of the Authority, payable solely from and secured by a pledge and assignment of Pledged Revenue (as defined hereafter). See “SECURITY FOR THE BONDS.” The 2012 Bonds are secured on a parity with other Transportation System Senior Revenue Bonds which have been issued by the Authority and remain outstanding. The Authority may issue additional bonds which are secured on a parity with all such Senior Bonds. THE 2012 Bonds DO NOT CONSTITUTE A DEBT OF THE STATE OF DELAWARE OR OF ANY POLITICAL SUBDIVISION, AGENCY OR INSTRUMENTALITY THEREOF, OTHER THAN THE AUTHORITY, OR A PLEDGE OF THE GENERAL TAXING POWER OR THE FAITH AND CREDIT OF THE STATE OF DELAWARE OR ANY SUCH POLITICAL SUBDIVISION, AGENCY OR INSTRUMENTALITY.

The 2012 Bonds are offered when, as and if issued and received by the underwriters, subject to the issuance of a legal opinion as to validity by Bond Counsel, Saul Ewing LLP, Wilmington, Delaware (“Bond Counsel”) and certain other conditions. A Deputy Attorney General of the State of Delaware will opine as to certain legal matters for the Authority. It is expected that the 2012 Bonds will be available for delivery through the facilities of The Depository Trust Company in New York, New York, on or about April 11, 2012.

Dated: April 4, 2012

No dealer, broker, salesman or other person has been authorized by the Delaware Transportation Authority or the Underwriters to give any information or to make any representations other than those contained in this Official Statement, and, if given or made, such other information or representations must not be relied upon as having been authorized by any of the foregoing. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the 2012 Bonds by any person, in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale. The information and expressions of opinion herein are subject to change without notice and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Authority or the State of Delaware since the date hereof. This Official Statement is distributed in connection with the sale of securities referred to herein and may not be reproduced or used in whole for any other purpose. In no instance may this Official Statement be reproduced or used in part.

IN CONNECTION WITH THE OFFERING OF THE 2012 Bonds, THE UNDERWRITERS MAY OVERALLOT OR EFFECT TRANSACTIONS THAT STABILIZE OR MAINTAIN THE MARKET PRICE OF SUCH BONDS AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

THIS OFFICIAL STATEMENT IS INTENDED TO REFLECT FACTS AND CIRCUMSTANCES ON THE DATE OF THIS OFFICIAL STATEMENT OR ON SUCH OTHER DATE OR AT SUCH OTHER TIME AS IDENTIFIED HEREIN. NO ASSURANCE CAN BE GIVEN THAT SUCH INFORMATION MAY NOT BE MISLEADING AT A LATER DATE. CONSEQUENTLY, RELIANCE ON THIS OFFICIAL STATEMENT AT TIMES SUBSEQUENT TO THE ISSUANCE OF THE 2012 BONDS SHOULD NOT BE MADE ON THE ASSUMPTION THAT ANY SUCH FACTS OR CIRCUMSTANCES ARE UNCHANGED. THE ANNUAL FINANCIAL REPORT OF THE AUTHORITY MAY BE OBTAINED BY WRITTEN REQUEST TO THE DEPARTMENT OF TRANSPORTATION, FINANCE, P.O. BOX 778, DOVER, DELAWARE 19903.

TABLE OF CONTENTS

	<u>Page</u>
INTRODUCTION	1
DELAWARE TRANSPORTATION AUTHORITY	1
General; Relation to the Department of Transportation.....	1
Powers and Responsibilities of the Authority.....	2
Management of the Department and the Authority.....	2
Role of the State.....	4
THE TRANSPORTATION TRUST FUND.....	5
General.....	5
Initial Funding	5
Summary of Revenue Dedicated to the TTF	6
Uses of Funds in the Transportation Trust Fund.....	8
Sources and Uses of Funds for Fiscal Years 2008, 2009, 2010 and 2011	8
REFUNDING PROGRAM.....	10
ESTIMATED SOURCES AND USES OF FUNDS	10
DESCRIPTION OF THE 2012 BONDS	11
Redemption.....	11
Notice of Redemption.....	11
SECURITY FOR THE BONDS	11
Pledge and Assignment of Revenue and Funds	11
Non-Pledged Revenue	14
Flow of Funds.....	15
Senior Lien for Senior Bonds	15
Credit of the State Not Pledged; Certain Covenants of the State.....	15
Additional Senior Bonds.....	16
Additional Junior Bonds.....	17
Additional Revenue Considered in Additional Bonds Tests.....	17
Subordinate Indebtedness	17
SOURCES OF REVENUE FOR THE TRUST FUND.....	18
General.....	18
Motor Fuel Tax Revenue.....	18
Toll Revenue.....	21
Motor Vehicle Document Fees	30
Motor Vehicle Registration Fees	33
Miscellaneous Transportation Revenue.....	36
Projected Total Revenue Sources	41
DEBT SERVICE REQUIREMENTS.....	42
TRANSPORTATION CAPITAL PROJECTS AND FINANCING PLANS.....	43
Capital Transportation Program.....	43
Capital Program – Long Range Financial Planning.....	44
Fiscal 2011 Establishment of a Transportation Trust Fund Committee.....	44
Federal Funds	46
The American Recovery and Reinvestment Act of 2009 (“ARRA”)	46
Grant Anticipation Revenue Vehicle (GARVEE) Bond Issue.....	46
Diamond State Port Corporation.....	47
Current Financial Plan	47

BOOK-ENTRY ONLY SYSTEM.....	49
LITIGATION.....	50
INDEPENDENT AUDITORS AND TRANSPORTATION CONSULTANT.....	51
FINANCIAL ADVISOR.....	51
VERIFICATION OF MATHEMATICAL COMPUTATIONS.....	51
TRUSTEE.....	51
RATINGS.....	51
LEGALITY FOR INVESTMENT.....	52
CONTINUING DISCLOSURE UNDERTAKING.....	52
TAX MATTERS.....	53
Tax Exemption-Opinion of Bond Counsel.....	53
Alternative Minimum Tax.....	53
Branch Profits Tax.....	53
S Corporations with Passive Investment Income.....	53
Social Security and Railroad Retirement Benefits.....	54
Deduction for Interest Paid by Financial Institutions to Purchase or Carry Tax-Exempt Obligations.....	54
Property or Casualty Insurance Company.....	54
Accounting Treatment of Amortizable Bond Premium.....	54
APPROVAL OF LEGAL PROCEEDINGS.....	54
APPENDIX A – Delaware Transportation Authority Transportation Trust Fund General Purpose Financial Statements Years Ended June 30, 2011 and 2010.....	A-1
APPENDIX B – Summary of Certain Provisions of the Agreement.....	B-1
APPENDIX C – Form of Continuing Disclosure Agreement.....	C-1
APPENDIX D – Proposed Form of Opinion of Bond Counsel.....	D-1
APPENDIX E – “Update Letter” dated September 12, 2011 prepared by Stantec Consulting Services Inc. and “Traffic and Revenue Report for the Delaware Turnpike and Route 1 Toll Road” dated July 14, 2010, prepared by SYSTRAmobility, previously known as CITILABS, Inc.....	E-1

OFFICIAL STATEMENT
Delaware Transportation Authority

\$222,870,000
Transportation System Senior Revenue Bonds, Series 2012

INTRODUCTION

This Official Statement (including the cover page, graphs and the appendices hereto, the “Official Statement”) sets forth information in connection with the issuance of \$222,870,000 aggregate principal amount of Transportation System Senior Revenue Bonds, Series 2012 (the “2012 Bonds”) by the Delaware Transportation Authority (the “Authority”), a body corporate and politic constituting a public instrumentality of The State of Delaware (the “State”). The 2012 Bonds, together with the Authority’s other Transportation System Senior Revenue Bonds which have been or may be issued in the future on a parity with the 2012 Bonds, and remain outstanding from time to time, are herein referred to collectively as the “Senior Bonds”. The Authority also has the power to issue Transportation System Junior Revenue Bonds (the “Junior Bonds”). As hereinafter more fully described, the Junior Bonds would have a lien on the Pledged Revenue, subordinate to the lien of the Senior Bonds. There are no Junior Bonds outstanding.

The 2012 Bonds are being issued pursuant to the Delaware Transportation Authority Act, Chapter 13, Title 2, Delaware Code, as amended, and the Transportation Trust Fund Act, Chapter 14, Title 2, Delaware Code, as amended (collectively, the “Act”) and a Trust Agreement, dated as of August 1, 1988, by and between the Authority and Wilmington Trust Company, Wilmington, Delaware (“WTC”) (WTC, not in its individual capacity but solely as trustee, the “Trustee”), as supplemented and amended (the Trust Agreement as so supplemented and amended is hereinafter referred to as the “Agreement”).

This Official Statement contains, among other topics, a description of the current Capital Transportation Program and the sources of funding therefor; the security for the 2012 Bonds; the terms of the 2012 Bonds; and the powers, responsibilities, membership and projected operations of the Authority and the Delaware Department of Transportation (referred to herein as either the “Department” or “DelDOT”).

Capitalized words and terms used in this Official Statement and not defined herein, if defined in the Agreement, shall have the same meanings herein as are ascribed to such words and terms in the Agreement. See APPENDIX B, “Definitions”. References herein to the Agreement, the Act and the Bonds do not purport to be complete. Copies of the Agreement are available upon request to the Authority.

DELAWARE TRANSPORTATION AUTHORITY

General; Relation to the Department of Transportation

The Authority is a body corporate and politic constituting an instrumentality of the State which has been established and is authorized to create an economical, efficient and unified system of air, water, vehicular, public and specialized transportation in the State. The Act, however, specifically excludes the following from the jurisdiction of the Authority: the New Castle County Airport, the Sussex County Airport, the Port of Wilmington and the Wilmington Parking Authority facilities. Actions by the Authority, including the issuance of debt, are taken by resolution of the Secretary of the Department, the Director of Finance of the Department and the Transportation Trust Fund Administrator. The Department has overall responsibility for coordinating and developing comprehensive, multi-modal transportation planning and policy for the State. The Department is headed by the Secretary of Transportation who is appointed by the Governor, subject to confirmation by the State Senate.

Powers and Responsibilities of the Authority

The Act gives the Authority broad powers in order to effectuate its statutory purposes of creating a unified transportation system for the State. It has the power to make and enforce rules and regulations; and to establish, fix and revise, and charge and collect charges, fares, fees, rates, rentals and tolls for the use of any transportation facility it operates. The Authority is empowered to create subsidiaries to perform its duties and functions. The Authority also has the power to issue bonds, with the approval of the State, and the State's Bond Issuing Officers (the Governor, the Secretary of Finance, the Secretary of State and the State Treasurer) (the "Bond Issuing Officers"), to finance improvements to the State's transportation systems. Approval by the General Assembly of the State (the "General Assembly") is not required for the Authority to issue bonds to refund any of its bonds provided that a present value debt service savings is achieved in such refunding. The Authority also has the power to pledge its revenue to secure its obligations. To assist the Authority in carrying out its responsibilities, the State has created the Transportation Trust Fund ("TTF"), which the Authority administers. See "THE TRANSPORTATION TRUST FUND".

Acting pursuant to its powers, the Authority owns the Delaware Turnpike, an 11.3 mile limited access highway which is part of Interstate 95. The Authority also owns the Route 1 Toll Road which consists of a 41-mile fully controlled access highway extending from a connection with the southern terminus of the new Route 1 freeway just south of Wilmington to points south of Dover on U.S. Routes 13 and 113. See "SOURCES OF REVENUE FOR THE TRUST FUND - Toll Revenue" and "THE TRANSPORTATION TRUST FUND".

In addition, the Authority, through its subsidiary, the Delaware Transit Corporation, owns, operates and subsidizes numerous transportation services and facilities throughout the State, including a public bus system which operates primarily in and around Wilmington, the State's largest city; a public bus system in and around Dover, the State's capital; a public bus system which operates on a seasonal basis in Eastern Sussex County during the summer resort season; statewide specialized transportation services for the elderly and handicapped; passenger rail service between Newark and Philadelphia; freight rail and aviation and various statewide and local transit services.

Management of the Department and the Authority

The following persons fill key management positions in the Department and the Authority:

SHAILEN P. BHATT, was sworn-in by Governor Jack Markell as Secretary of DelDOT, on July 5, 2011. Secretary Bhatt has experience working on local, state and federal transportation issues and before being confirmed by the Delaware State Senate for the position of Secretary at DelDOT, served as Associate Administrator at the Federal Highway Administration ("FHWA") in Washington, DC. In recent years, he was responsible for setting policy and managing relationships with members of Congress and led FHWA's efforts in reauthorizing the nation's surface transportation legislation. At FHWA, Secretary Bhatt played a key role in establishing a Federal Highway Administration's initiative on accelerated project delivery, called Every Day Counts.

Before joining FHWA, Secretary Bhatt served as Deputy Executive Director with the Kentucky Transportation Cabinet ("KYTC") where he was responsible for advancing transportation projects and addressing regional transportation needs. During his time at KYTC, he helped oversee a record construction letting period for the state. Prior to that, he was Director of the Bowling Green/Warren County Metropolitan Planning Organization.

NATALIE BARNHART, was named Director of Transportation Solutions and Chief Engineer of the Department in March, 2009. She has spent the majority of her 20 year career in the Department's Construction division starting as a project engineer, then moving to Area Engineer, District Construction Engineer, and just prior to her recent promotion the Assistant Director of the South Construction Region.

She has a Bachelor of Science Degree in Civil Engineering from Virginia Tech and Masters in Business Administration from the University of Delaware. She is also a registered Professional Engineer.

JENNIFER L. COHAN, became Director of the Division of Motor Vehicles in December 2007. Her State government career has spanned nearly 20 years. She has held an array of positions with the Division of Motor Vehicles. Ms. Cohan was also a Financial/Program Analyst and Program Manager of the Clean Water Program at DNREC. Most recently she was a Senior Legislative Analyst for the Delaware Legislature – Office of the Controller General. Ms. Cohan graduated summa cum laude from Wilmington University where she received a Bachelor of Science Degree in Business Management. She also received a Master of Science Degree in Management – Public Administration from Wilmington University.

MARTI DOBSON, Director of Technology and Support Services, joined the Department in July 2003. Ms. Dobson has over 30 years experience in Information Technology, including employment in both the public and private sector. She has worked in local and state government in the roles of government employee and consultant for the State of Tennessee; Kent County, Delaware; Northampton County, Pennsylvania; the City of Memphis, Tennessee; and the Metropolitan Government of Nashville and Davidson County, Tennessee. Ms. Dobson holds a Bachelor of Science Degree from Carson Newman College in Tennessee.

PAMELA LOWE, Director of Finance, joined the Department on March 12, 2012. Ms. Lowe is a professional engineer and her background is in transportation construction and planning services. She first joined the Idaho Transportation Department (“ITD”) in 1993, starting as a construction associate, planning services manager, and then regional engineer. Ms. Lowe was the ITD’s first female district engineer. In 2004, she was named Administrator of the Department of Motor Vehicles, Deputy Director of ITD in 2006, and ITD Director in 2007. She has also worked for the Arizona Department of Transportation, the Federal Highway Administration, and in the private sector. She is a registered professional engineer in Idaho, Oregon and Arizona.

BRIAN G. MOTYL, Assistant Director of Finance and Transportation Trust Fund Administrator, joined the Department in May 2006. Mr. Motyl has over 12 years experience in state government. Prior to coming to the Department, he was Fiscal Management Analyst with Department of Natural Resources and Environmental Control where he was responsible for the financial management of the Water Pollution Control State Revolving Fund, the Wastewater Management Account and various loan/grant portfolios. He holds a Bachelor of Science Degree in Business/Public Management from the State University of New York, College of Technology at Utica/Rome.

MARY BETH PALERMO, Director of Human Resources, joined the Department in October 2006. Ms. Palermo has more than 20 years experience with state government. She holds two Bachelor of Science Degrees (Accounting and Business Administration). Prior to joining the Department, she worked in various state agencies, including serving for more than six years as the Director of Human Resources for the Department of Health and Social Services.

MICHAEL STRANGE, Director of Planning, joined the Department in October 2006 as Deputy Principle Assistant for Planning. He has over 40 years of domestic and international experience in planning and economic development in the private, public and non-profit sectors in 45 countries. Mr. Strange came to the Department from the American College of Physicians where he was a Senior Vice President for Development for 6 years, having previously served for 15 years as the Chief Operating Officer for Franklin Computer, preceded by 19 years in various international executive and academic positions. Mr. Strange has a Bachelor of Science Degree in Industrial Engineering, a Master of Science Degree in Systems Engineering, and a Ph.D. in Urban Planning and Policy.

GEOFF SUNDSTROM, Director of Public Relations, joined the Department in December 2010 as Deputy Director of Public Relations. He was promoted to Director in September 2011. Mr. Sundstrom has a decades’ long career in transportation-related media and public relations, most recently serving as Director

of Public Relations for the national office of AAA in Heathrow, Florida. During 21 years with the 52 million-member AAA, Mr. Sundstrom was responsible for business line publicity and served as the lead spokesman to national print and broadcast media on a wide variety of consumer issues. Previous to joining the AAA, he was Washington, D.C.-based transportation journalist for *Automotive News* magazine and the New York Journal of Commerce. He is a recipient of the Public Relations Society of America's Silver Anvil Award for achievement in public relations and holds a Bachelor of Science Degree in Journalism from Northern Arizona University in Flagstaff.

JOSEPH WRIGHT became Director of Maintenance and Operations in November 2009. During his over thirty-year career with the Department, he has served in each of the State's three counties where he most recently served as an Assistant Director for Maintenance and Operations' South District, since June of 2002, supervising more than 200 employees with primary responsibility for maintaining roads and bridges in Sussex County. He also has experience administering multiple construction activities, with 17 years in the Construction Offices in New Castle County. Along with a Bachelor of Science Degree in Civil Engineering from the University of Delaware, Joe holds his Professional Engineer license in the State. He is also a member and Past President of the American Society of Highway Engineers

Role of the State

General

The annual budgets for capital and operating expenditures of the Department (including the Authority) are subject to review and approval by the State. The Act provides that if the Authority's proposed annual operating budget is not approved by July 1 for the year the budget is submitted, the budget as submitted is deemed to have been adopted by the Authority until such time as the annual budget is approved by the State. The Act also provides that any obligations incurred by the Authority after July 1 pursuant to an annual operating budget so adopted by the Authority and prior to its approval by the State are binding, even if the annual operating budget is subsequently revised by the State.

The Act provides that, in approving the annual operating budget of the Authority, the State (1) may not approve an amount for debt service or for debt service reserve purposes which is less than the amount required to be provided pursuant to any resolution or trust indenture of the Authority pursuant to which any bonds are issued and (2) may not approve an amount for operating expenses of the Delaware Turnpike that is less than the amount incurred for the preceding fiscal year of the Authority plus an inflation factor based on the U.S. Consumer Price Index, unless the Authority requests a lesser amount. Although the State has the right to approve the Authority's annual budget, THE GENERAL ASSEMBLY DOES NOT HAVE TO APPROVE THE TOLLS AND OTHER CHARGES THE AUTHORITY IMPOSES FOR USE OF THE DELAWARE TURNPIKE.

Each year the Department revises a six-year Capital Transportation Program for the State's transportation system. The first year of the Capital Transportation Program is reflected in the Department's annual capital budget (which includes Delaware Transit Corporation's annual capital budget) and is submitted to the State for review and approval. This annual capital budget represents the Department's work program. The Authority cannot undertake, or commit to, capital projects in excess of the amounts specifically authorized by the State. See "TRANSPORTATION CAPITAL PROJECTS AND FINANCING PLANS - Capital Improvements Planning and Budgeting."

The issuance of Authority debt obligations is subject to (i) approval by the State's Bond Issuing Officers and (ii) one provision of the State's statutory debt limitations designed to control total indebtedness of the State and the Authority. The applicable debt limitation (the "15% Test") states that no "tax-supported debt obligation" of the State and no "Transportation Trust Fund debt obligation" of the Authority may be incurred if the aggregate maximum annual payments on all such outstanding obligations (plus certain lease obligations) will exceed 15% of the estimated aggregate General Fund revenue from all sources, plus Transportation Trust Fund revenue. Estimated revenue figures are for the fiscal year following the fiscal

year in which such obligation is incurred, as determined by the most recent projections made by the Delaware Economic and Financial Advisory Council. Such estimated revenue figures are adjusted, if appropriate, by the fiscal impact of subsequently enacted legislation as certified by the Secretary of Finance. After the issuance of the 2012 Bonds, the applicable debt service under the 15% Test will be approximately 7.86% of the applicable revenue in fiscal 2013. The State and the Authority expect that the Bonds projected to be issued in the current Capital Transportation Program can be issued within the limits of the 15% Test.

Delaware Economic and Financial Advisory Council

Delaware Economic and Financial Advisory Council (“DEFAC”) is a council comprised currently of 34 government officials and private citizens from the business and financial communities appointed by the Governor. DEFAC was established by Executive Order to provide to the General Assembly General Fund revenue forecasts and Transportation Trust Fund revenue forecasts six times each fiscal year in September, December, March, April, May and June for the current fiscal year and the succeeding two fiscal years. A forecast for the current fiscal year and the succeeding four fiscal years is generated once each year, not later than October 1. A seven-year forecast is generated for the Transportation Trust Fund. General Fund and Transportation Trust Fund expenditure forecasts are generated for the current fiscal year in September, December, March, April, May and June. These forecasts are used in the State budget process to assist State compliance with the State's constitutional limits on spending and statutory debt limitations.

Cash Management Policy Board

The Cash Management Policy Board was created by State law to establish policies for and the terms, conditions and other matters relating to, the investment of all money belonging to the State, including funds in the Transportation Trust Fund (except money in any State pension fund and money held for individuals under the State deferred compensation program). The Board is composed of nine members including the Secretary of Finance, the Secretary of State, the State Treasurer, the Controller General (serving ex officio), and five members from the private sector appointed by the Governor and confirmed by the State Senate.

THE TRANSPORTATION TRUST FUND

General

To facilitate the Authority's development of a unified transportation system in the State and to take advantage of the Authority's broad financing powers, in 1987 the Transportation Trust Fund (the “TTF”) was created by law. The TTF was created to consolidate and dedicate transportation related revenue to transportation projects and to provide a flexible mechanism to handle increasing funding requirements over time for all transportation projects in the State. The TTF is the State's financing vehicle for transportation capital expenditures. Funding for such expenditures is derived from Bond proceeds, excess TTF revenue, and cash balances.

In addition, the Trust Fund has assumed the responsibility for (1) the operating expenses of the Authority (including the Delaware Transit Corporation), the Delaware Turnpike and the Route 1 Toll Road and all of the other divisions of the Department and (2) debt service on general obligation bonds previously sold by the State for transportation projects.

Initial Funding

The TTF was initially funded in fiscal 1988 with existing cash balances of \$22.5 million, a special one time appropriation from the General Fund of \$27.8 million plus the dedication of revenue streams (including investment earnings) then aggregating approximately \$76.2 million per year. Since establishing the TTF, the State has increased fee and tax rates for existing dedicated revenue streams and has assigned to the TTF certain additional sources of transportation related revenue, as well as certain additional

transportation related expenses. As a result, revenues to the TTF have increased substantially since fiscal 1988 and totaled \$432.4 million in fiscal 2011. Revenues are estimated to reach \$428.6 million in fiscal year 2012.

Summary of Revenue Dedicated to the TTF

The following table and chart summarize the revenue which is currently dedicated to the TTF, and identify that revenue which is pledged to secure the Bonds:

	Fiscal Year 2011 (in \$ millions)		Percentage of Total Fiscal 2011 Pledged Revenue
<u>Pledged to the Bonds:</u>			
Motor Fuel Taxes	\$113.8	(1)	30.2%
Delaware Turnpike Toll/Concession	115.9		30.8%
Motor Vehicle Document Fees	68.3		18.2%
Motor Vehicle Registration Fees	47.2	(2)	12.5%
Miscellaneous Transportation Revenue	27.5	(3)	7.3%
Investment Earnings	3.6		1.0%
Total Pledged Revenue	\$376.3		100.0%
<u>Not Pledged to the Bonds:</u>			
Route 1 Toll Road Revenue	44.4		
Non-pledged Miscellaneous Revenue	11.7	(4)	
Total Non-Pledged Revenue	56.1		
Total TTF Revenues	\$432.4		

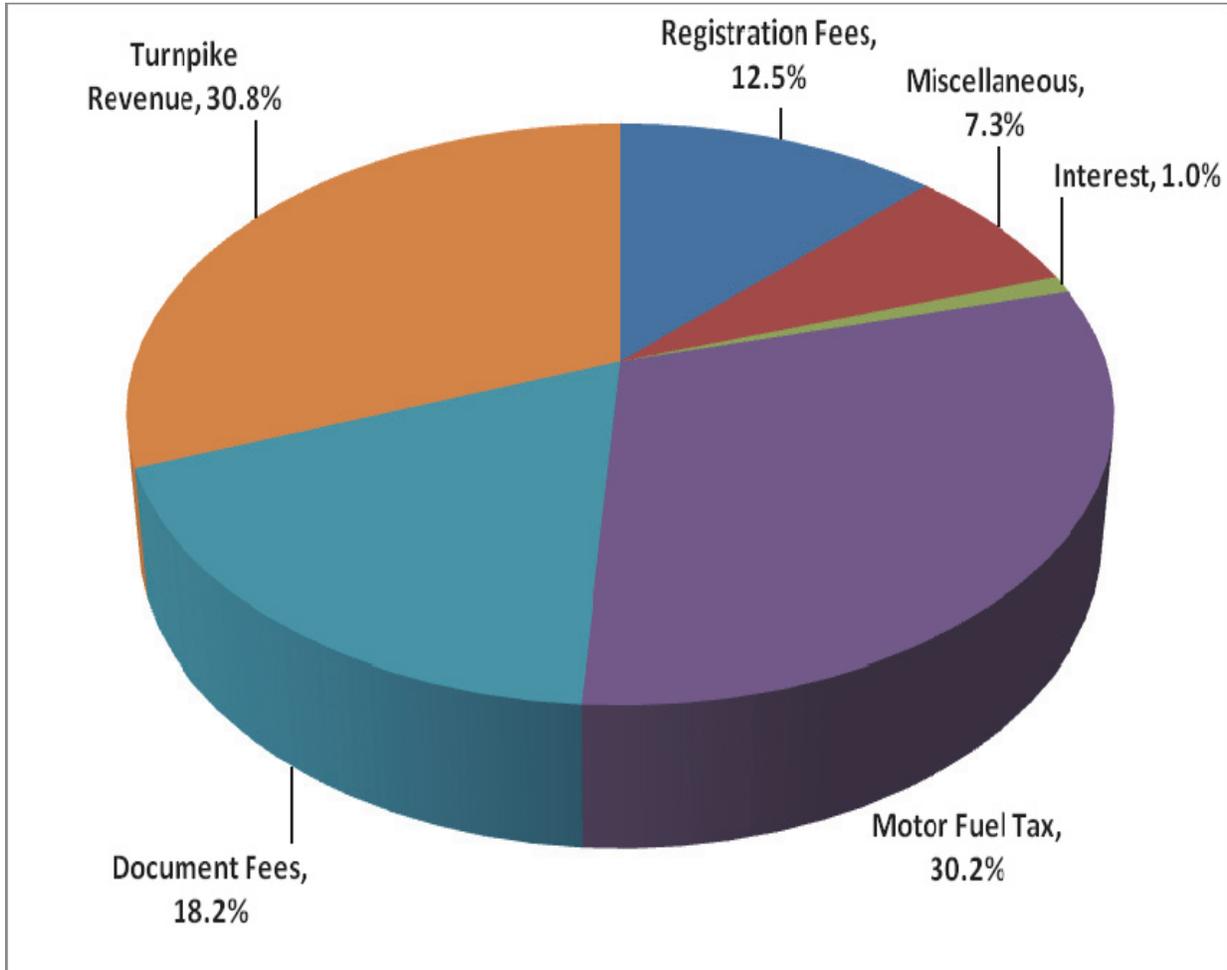
(1) Net of refunds for fuel consumed for non-highway use (\$0.1 million).

(2) Net of refunds to other states under the International Registration Plan (\$0.04 million).

(3) Net of refunds to other jurisdictions under the International Motor Fuel Tax Agreement (\$0.2 million) and transfers to the General Fund (\$0.4 million).

(4) Traffic violation surcharge revenue, general fund transfers including motor vehicle dealer handling fee, motor vehicle dealer annual licensing fee, development plan review fees, motor vehicle use tax on vehicle lease payments, real estate lease fees, and property sales. Does not include General Fund contribution of \$24 million.

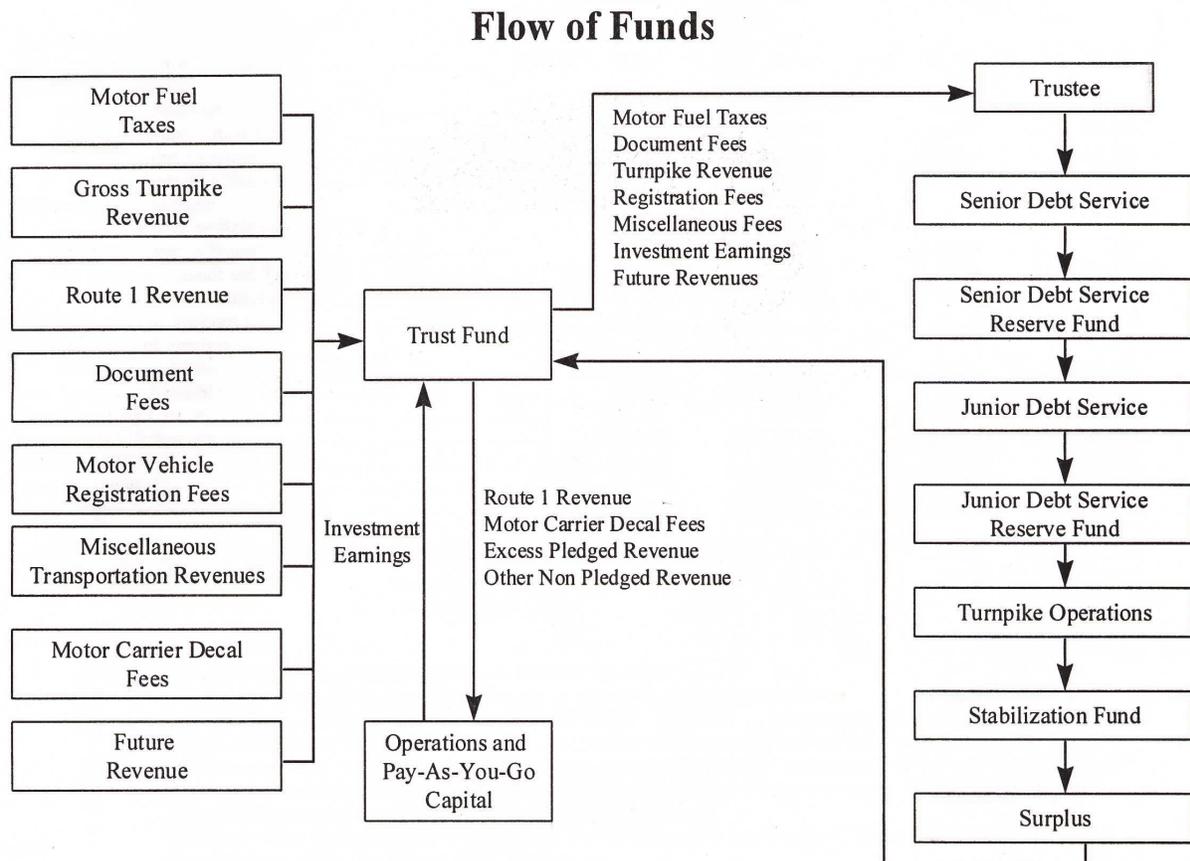
Sources of Pledged Revenue Transportation Trust Fund - Fiscal 2011



Uses of Funds in the Transportation Trust Fund

Funds in the TTF are applied to meet the funding requirements of the Agreement including debt service on the Bonds, operating expenses of the Authority and the Department, debt service on existing State general obligation bonds issued for transportation projects and the costs of capital projects of the Authority and the Department.

The flow of funds to the TTF and under the Agreement is summarized in the following diagram:



Sources and Uses of Funds for Fiscal Years 2008, 2009, 2010 and 2011

The following summary of the results of the Sources and Uses of Funds are for fiscal years ended June 30, 2008, 2009, 2010 and 2011 (Audited financial statements for the fiscal years 2011 and 2012 are included in APPENDIX A). The summary reflects the flow of funds required by the Agreement as illustrated in the Flow of Funds diagram above.

Summary Results
Fiscal Years Ended
(dollars in thousands)

<u>Sources of Funds:</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>
<u>Existing Pledged Revenue</u>				
I-95 Tolls & Concessions (1)	117,869	121,225	119,399	115,895
Motor Fuel Tax Admin.(2)	122,866	119,467	115,740	116,612
DMV Fees	130,079	122,035	125,693	140,106
Interest Income	<u>10,776</u>	<u>4,673</u>	<u>2,302</u>	<u>3,573</u>
Total Pledged Revenue	381,591	367,400	363,134	376,186
<u>Non-Pledged Revenues</u>				
SR 1 Tolls	40,509	44,497	45,502	44,429
Continuing General Fund Support	0	0	0	24,000
Violation revenue	0	3,056	-	-
DE Transit (Farebox, FTA, & Other)	14,705	16,219	16,543	16,874
Port of Wilmington - Refinancing	1,000	1,618	0	1628
Other Miscellaneous Revenue	<u>12,743</u>	<u>17,700</u>	<u>11,032</u>	<u>11,794</u>
Total Non-Pledged Revenue	68,957	83,090	73,077	98,725
<u>Total Revenue</u>	450,548	450,490	436,211	474,911
Borrowing	<u>47,100</u>	<u>226,336</u>	<u>0</u>	<u>102,909</u>
TOTAL SOURCES	<u>497,648</u>	<u>676,826</u>	<u>436,211</u>	<u>577,820</u>
<u>Uses of Funds:</u>				
<u>Debt Service (3)</u>				
DTA Bonds & Notes	118,493	121,495	120,713	123,103
State G.O. Bonds	<u>753</u>	<u>796</u>	<u>742</u>	<u>720</u>
Debt Service	119,246	122,291	121,455	123,823
<u>Operations</u>				
Department Operations	129,877	137,801	145,055	141,817
Grants Aid Act - GF support of DelDOT M&O	0	0	0	0
Delaware Transit Corp. Operations	<u>85,859</u>	<u>87,772</u>	<u>90,069</u>	<u>90,400</u>
Total Operations	215,736	225,573	235,124	232,217
State Capital Spending	227,561	223,524	170,337	127,486
TOTAL USES	<u>562,543</u>	<u>571,388</u>	<u>526,916</u>	<u>483,526</u>
Additional Senior Bonds Test	3.52	3.34	2.99	3.03
Additional Junior Bonds Test	20.35	19.76	N/A (4)	N/A (4)

- (1) Includes toll, concession and other revenue on the Delaware Turnpike.
(2) Includes motor carrier fees.
(3) Based on the assumption that July 1 payments are made on the previous June 30.
(4) There are no Junior Bonds Outstanding.

REFUNDING PROGRAM

The Authority will use a portion of the proceeds of the 2012 Bonds to provide for the current and advance refunding of the Senior Bonds identified below (the "Refunded Bonds"). The Refunded Bonds are being refunded for debt service savings.

Senior Bonds Being Refunded

<u>Series</u>	<u>Maturities*</u> <u>(July 1)</u>	<u>Principal</u> <u>Amount (\$)</u>	<u>Call Date</u>
2002B	2013 to 2022, inclusive	81,300,000.00	July 1, 2012
2003	2017, 2018, 2019, 2021, 2022, 2023	59,615,000.00	July 1, 2013
2004	2015 to 2024, inclusive	61,725,000.00	July 1, 2014
2005	2017, 2018, 2022, 2023, 2024	48,055,000.00	July 1, 2015

ESTIMATED SOURCES AND USES OF FUNDS

The following table summarizes the estimated sources and uses of money which the Authority estimates will be available to refund the Refunded Bonds and to pay costs of issuance of the 2012 Bonds.

Sources of Funds

Principal amount of 2012 Bonds	\$222,870,000.00
Net Original Issue Premium	42,290,885.65
Debt Service Reserve Funds – Refunded Bonds	2,880,536.19
Other Sources of Funds	<u>2,943,215.32</u>
Total	<u>\$270,984,637.16</u>

Uses of Funds

Escrow Deposit for Refunded Bonds	\$270,163,203.29
Financing and Other Expenses	
Underwriting discount	167,999.41
Other financing expenses	<u>653,434.46</u>
Total	<u>\$270,984,637.16</u>

DESCRIPTION OF THE 2012 BONDS

The 2012 Bonds are to be issued in the total aggregate principal amount of \$222,870,000. The 2012 Bonds are dated and bear interest from their date of delivery payable commencing January 1, 2013, and thereafter semi-annually on each January 1 and July 1 at the rate or rates per annum and shall mature, all as set forth on the cover page of this Official Statement.

The 2012 Bonds will be payable as to principal upon presentation and surrender thereof to the Trustee at the principal office of Wilmington Trust Company, Wilmington, Delaware. The 2012 Bonds will be issued as fully registered bonds, and when issued, will be registered in the name of and held by Cede & Co., as nominee for The Depository Trust Company (“DTC”). Purchases of beneficial interests in the 2012 Bonds will be made in book-entry form (without certificates) in the denomination of \$5,000 or any whole multiple thereof. Under certain limited circumstances described herein, the Authority may determine to forego immobilization of the 2012 Bonds at DTC, or another securities depository, in which case, such beneficial interests are expected to become exchangeable for one or more fully registered bonds of like principal, series and maturity in the denomination of \$5,000 or any whole multiple thereof.

So long as DTC or its nominee, Cede & Co., is the registered owner of the 2012 Bonds, payments of the principal of and interest on the 2012 Bonds are to be made by the Trustee directly to Cede & Co. Distribution of such payments to DTC participants is the responsibility of DTC and disbursement of such payments to owners of beneficial interests in the 2012 Bonds is the responsibility of the DTC participants. See “BOOK-ENTRY ONLY SYSTEM.”

Redemption

Optional Redemption

The 2012 Bonds maturing on or after July 1, 2023 are subject to redemption, at the option of the Authority, in whole or in part at any time on or after July 1, 2022, in any order of maturity selected by the Authority and within a maturity by lot, at a redemption price equal to 100% of the principal amount of the 2012 Bonds to be redeemed plus interest accrued and unpaid to the redemption date.

Notice of Redemption

The Agreement provides that at least 30 days but not more than 60 days before the redemption date of any of the 2012 Bonds, the Trustee shall mail notice of such redemption to all owners of 2012 Bonds or portions thereof to be redeemed at their addresses as they appear on the registration books held by the Trustee. Each such notice will set forth the 2012 Bonds or portions thereof to be redeemed, the date for such redemption, the redemption price to be paid, and if less than all of the 2012 Bonds will be called for redemption and the maturities of the 2012 Bonds to be redeemed. So long as DTC is the registered owner of the 2012 Bonds, this notice is required to be mailed by the Trustee to DTC only. Any failure of DTC to mail such notice to any participant will not affect the validity of the redemption of the 2012 Bonds.

SECURITY FOR THE BONDS

Pledge and Assignment of Revenue and Funds

The Bonds are limited obligations of the Authority payable solely from and secured by a pledge and assignment of motor fuel tax revenue, motor vehicle document fees, motor vehicle registration fees, certain miscellaneous transportation related fees (“Pledged Miscellaneous Transportation Revenue”), revenue of the Delaware Turnpike, certain funds held by the Trustee under the Agreement and investment earnings on all funds of the Authority, all as more fully described below (the “Pledged Revenue”).

Tax and Fee Revenue

The State has pledged and assigned to the TTF, for the use of the Authority, (i) all motor fuel tax revenue imposed and collected by the State, (ii) all motor vehicle document fees imposed and collected by the State, (iii) all motor vehicle registration fees imposed and collected by the State, (iv) the Pledged Miscellaneous Transportation Revenue plus certain other miscellaneous transportation revenue and reimbursement which have not been pledged as security for the Bonds and (v) certain escheat revenues, which escheat revenues have not been pledged as security for the Bonds. Escheat revenues in the amount of \$10,000,000 were transferred to the TTF from fiscal 2000 until fiscal 2002, but were not transferred in fiscal 2003. Such escheat revenues were again transferred to the TTF in fiscal 2004, fiscal 2005 and fiscal 2006. Escheat revenues in the amount of \$24,000,000 were transferred to the TTF in fiscal 2007. The scheduled fiscal 2008, 2009 and 2010 transfers of escheat revenues to the TTF were suspended. These revenues were used by the General Fund to help make up for revenue shortfalls during fiscal 2008 and fiscal 2009. Due to continuing budget concerns, the General Assembly also did not make the scheduled transfer of escheat revenues to the TTF in fiscal 2010. In fiscal 2011, the TTF received a General Fund appropriation of \$14,000,000. It was also legislated that additional transfers of up to \$70,000,000 would be made to various funds if the States escheat revenue receipts exceeded \$424,000,000 during the fiscal year. Under this legislation the second receipt of \$10,000,000 was transferred to the TTF. In fiscal 2012, legislation increased the TTF contribution to \$40,000,000 and it is expected that \$40,000,000 of escheat revenues will be transferred to the TTF in the fiscal years subsequent to fiscal 2012; however, the Authority and the Department emphasize that the appropriation of the escheat monies to the TTF each year is subject to the discretion of the General Assembly, and when there are budget constraints, it is possible that the General Assembly will suspend the appropriation of escheat revenues to the TTF in such years. See footnote (1) to the Base Financial Plan – Capital table under “TRANSPORTATION CAPITAL PROJECTS AND FINANCING PLANS – Current Financial Plan” herein. In the Agreement the Authority has, in turn, pledged and assigned motor fuel tax revenue, motor vehicle document fees, motor vehicle registration fees, investment earnings and the Pledged Miscellaneous Transportation Revenue to secure the Bonds. The Pledged Miscellaneous Transportation Revenue and the Non-Pledged Miscellaneous Transportation Revenue (hereinafter defined) are hereafter collectively referred to as the “Miscellaneous Transportation Revenue”.

The State has covenanted in the Act that it will not repeal or reduce the motor fuel taxes, the motor vehicle document fees, the motor vehicle registration fees or the fees constituting Pledged Miscellaneous Transportation Revenue, which are pledged to secure the Bonds, below the levels in effect on the date of issuance of the 2012 Bonds until such Bonds are paid or provision for their payment is made. The State, however, has not authorized nor does it have any obligation to increase the rates of those taxes or fees to generate revenue to meet debt service on the 2012 Bonds. The above covenant does not apply to the Non-Pledged Miscellaneous Transportation Revenue, or other non-pledged revenue.

Delaware Turnpike Revenue

All revenue received by the Authority from the operation of the Delaware Turnpike (including toll and concession revenue) is pledged by the Authority in the Agreement to secure the Bonds.

The Authority covenants in the Agreement that it will fix and revise from time to time, and charge and collect charges, fares, fees, rentals and tolls for the use of the Delaware Turnpike and that it will not reduce the tolls on the Delaware Turnpike below the level in effect on the date of issuance of the 2012 Bonds, except as provided in the Agreement. The Authority may increase tolls, reduce tolls and make certain other adjustments or reclassifications of toll rates or establish special toll rates for the Delaware Turnpike as provided in the Agreement.

Bond Proceeds

All proceeds of Bonds which are deposited in the Capital Fund under the Agreement to be applied to pay for improvements to the State's transportation system are pledged by the Authority in the Agreement to secure the Bonds.

Debt Service Fund; Stabilization Fund

Under the Agreement there is established a Debt Service Fund and within that fund there is a separate Principal and Interest Account, and Redemption Account, for the Senior Bonds and the Junior Bonds. All funds held by the Trustee in such Senior Bonds accounts are pledged to secure only the Senior Bonds, and all funds held by the Trustee in such Junior Bonds accounts are pledged to secure only the Junior Bonds, all as hereinafter more fully described. See "Flow of Funds" and APPENDIX B, "Flow of Funds" and "Events of Default and Remedies; Respective Rights of Senior and Junior Bondholders." All funds held by the Trustee in the Debt Service Stabilization Fund (the "Stabilization Fund") are also pledged to secure the Bonds. The Authority is required to fund the Stabilization Fund (in such amount as the Authority determines at the time of the funding of the Stabilization Fund) if it determines that Test Revenue (hereinafter defined) based on the applicable historical test for issuing additional Bonds (hereinafter described) is less than 3.5 times the maximum Principal and Interest Requirements on Senior Bonds, including any Senior Bonds proposed to be issued. In the event sufficient funds are not otherwise available in the Debt Service Fund when required to pay debt service, the Trustee is required to draw upon the Stabilization Fund to pay debt service, first on the Senior Bonds and next on the Junior Bonds. See APPENDIX B, "Flow of Funds."

Debt Service Reserve Fund

Under the Agreement there is established a Debt Service Reserve Fund and within that fund there is a separate Debt Service Reserve Account for the Senior Bonds and the Junior Bonds. All funds held by the Trustee in the Debt Service Reserve Fund are pledged to secure the Senior Bonds and the Junior Bonds, as the case may be, as hereinafter more fully described. If there are insufficient funds otherwise available in the Senior Bonds or Junior Bonds debt service account, or in the Stabilization Fund, as applicable, when required to pay debt service on the Bonds, the Trustee is required to draw on the applicable Debt Service Reserve Account to make up the deficiency. The Authority is required to maintain funds in the Debt Service Reserve Fund at least equal to the Senior and Junior Bonds Debt Service Reserve Account Requirements.

The Debt Service Reserve Account Requirements with respect to the Senior and Junior Bonds are one half of the maximum Principal and Interest Requirements with respect to Senior and Junior Bonds, respectively. The Senior Bonds Debt Service Reserve Account Requirement is subject to increase as described below.

Two months prior to each July 1 (as of a date during such two-month period), the Authority must prepare the certificate required to be prepared in connection with the issuance of additional Bonds. In the event that the certificate shows that Test Revenues do not cover maximum Principal and Interest Requirements of the Senior Bonds Outstanding by 2.00 times, then the Authority will file the certificate with the Trustee and (i) the Senior Bonds Debt Service Reserve Account Requirement shall become an amount equal to the maximum Principal and Interest Requirements on Senior Bonds Outstanding and (ii) the Authority shall commence to make deposits to the Senior Bonds Debt Service Reserve Account on at least an equal monthly basis to fund fully the Senior Bonds Debt Service Reserve Account Requirement on or by the second anniversary of the date of calculation. On any subsequent July 1, if such coverage exceeds 2.25 times, the Senior Bonds Debt Service Reserve Account Requirement may be reduced to an amount equal to one-half maximum Principal and Interest Requirements on Senior Bonds Outstanding, subject to increase as provided above.

Two months prior to each October 1 (as of a date during such two-month period) unless the Authority has filed with the Trustee the certificate described above during the two-month period prior to the next preceding July 1, the Authority shall prepare such certificate. In the event that the certificate shows that Test Revenues do not cover maximum Principal and Interest Requirements of the Senior Bonds Outstanding by 2.00 times, then the Authority will file the certificate with the Trustee and (i) the Senior Bonds Debt Service Reserve Account Requirement shall become an amount equal to the maximum Principal and Interest Requirements on Senior Bonds Outstanding and (ii) the Authority shall commence to make deposits to the Senior Bonds Debt Service Reserve Account on at least an equal monthly basis to fund fully the Senior Bonds Debt Service Reserve Account Requirement on or by the second anniversary of the date of calculation. On any subsequent July 1, if such coverage exceeds 2.25 times, the Senior Bonds Debt Service Reserve Account Requirement may be reduced to an amount equal to one-half maximum Principal and Interest Requirements on Senior Bonds Outstanding, subject to increase as provided above. The foregoing certificate shall also be filed by the Authority with the Trustee at the time of issuance of additional Bonds.

The Debt Service Reserve Account Requirements may be satisfied by the acquisition of a Credit Facility as provided in the Agreement. See APPENDIX B, "Additional Bonds; Debt Service Reserve Fund".

Investment Earnings

All investment earnings on the Revenue Fund, the Capital Fund, the Debt Service Fund, the Stabilization Fund and the Debt Service Reserve Fund, net of any amounts required to be paid to the Internal Revenue Service in order to preserve the tax-exempt status of the 2012 Bonds, are to be retained in or deposited by the Trustee in the Revenue Fund and are pledged by the Authority in the Agreement to secure the 2012 Bonds. The Authority is also required to cause the investment earnings on all of its other funds not held by the Trustee, including particularly the TTF, to be paid to the Trustee for deposit in the Revenue Fund at least once a year (the "TTF Investment Earnings"). These investment earnings are also pledged by the Authority in the Agreement to secure the Bonds; however, such earnings shall not be treated as Additional Revenue for purposes of satisfying the coverage test which must be met as a condition of issuing additional bonds in the Agreement (See "SECURITY FOR THE BONDS - Additional Senior Bonds" and "SECURITY FOR THE BONDS - Additional Junior Bonds").

Non-Pledged Revenue

The Authority has not pledged to secure the Bonds (i) the toll revenue from the Route 1 Toll Road (the "Route 1 Toll Revenue"), (ii) the federal subsidy payments the Authority receives from bonds issued as "Build America Bonds," and (iii) certain other miscellaneous transportation revenue and reimbursements which includes various amounts which may not be transferred in future fiscal years. Escheat revenues in the amount of \$10,000,000 were transferred to the TTF from fiscal 2000 until fiscal 2002, but were not transferred in fiscal 2003. Such escheat revenue was again transferred to the TTF in fiscal 2004, fiscal 2005 and fiscal 2006. Escheat revenue in the amount of \$24,000,000 was transferred to the TTF in fiscal 2007. The scheduled fiscal 2008, 2009 and 2010 transfers of escheat revenues to the TTF were suspended. These revenues were used by the General Fund to help make up for revenue shortfalls during fiscal 2008 and fiscal 2009. Due to continuing budget concerns, the General Assembly also did not make the scheduled transfer of escheat revenues to the TTF in fiscal 2010. In fiscal 2011 the TTF received a General Fund appropriation of \$14,000,000. It was also legislated that additional transfers of up to \$70,000,000 would be made to various funds if the States escheat revenue receipts exceeded \$424,000,000 during the fiscal year. Under this legislation the second receipt of \$10,000,000 was transferred to the TTF. In fiscal 2012, legislation increased the TTF contribution to \$40,000,000 and it is expected that \$40,000,000 of escheat revenues will be transferred to the TTF in the fiscal years subsequent to fiscal 2012; however, the Authority and the Department emphasize that the appropriation of the escheat monies to the TTF each year is subject to the discretion of the General Assembly, and when there are budget constraints, it is possible that the General Assembly will suspend the appropriation of escheat revenues to the TTF in such years. See footnote (1) to the Base Financial Plan – Capital table under "TRANSPORTATION CAPITAL PROJECTS AND

FINANCING PLANS – Current Financial Plan” herein. The revenue described in clause (ii) above, together with any escheat revenues, are hereinafter sometimes referred to as “Non-Pledged Miscellaneous Transportation Revenues”. Certain components of the Non-Pledged Miscellaneous Transportation Revenue are not projected to be recurring in future fiscal years. See “SOURCES OF REVENUE FOR THE TRUST FUND -- Miscellaneous Transportation Revenue - Non-Pledged Miscellaneous Transportation Revenues” for a discussion of revenue sources transferred to the TTF but which have not been pledged by the Authority to secure the Bonds.

Flow of Funds

The State is required to transfer all motor fuel tax revenue, motor vehicle document fees, motor vehicle registration fees and Miscellaneous Transportation Revenue to the TTF from where such revenue is required to be immediately transferred to the Trustee for deposit in the Revenue Fund to the extent that such revenues constitute “Revenues and Receipts of the Authority”. The Agreement requires the Authority to collect tolls and other charges, fares, fees, and concessions for use of the Delaware Turnpike and its facilities and to deposit this revenue, upon receipt, in the Revenue Fund. On or before the fifteenth day of each month, the Trustee is required under the Agreement to withdraw all funds from the Revenue Fund on deposit on the tenth day of that month and to deposit these funds in the following order of priority:

- (i) to fund debt service and debt service reserve requirements with respect to all Senior Bonds;
- (ii) to fund debt service and debt service reserve requirements with respect to all Junior Bonds;
- (iii) to pay Operating Expenses of the Delaware Turnpike;
- (iv) to make up any deficiency in the Operating Reserve Fund;
- (v) to make up any deficiency in the Stabilization Fund; and
- (vi) the remainder to be transferred to the TTF, free of the lien of the Agreement, subject to an obligation to transfer investment income on the TTF, if any, to the Revenue Fund.

See APPENDIX B, “Flow of Funds” and the flow of funds diagram under “THE TRANSPORTATION TRUST FUND -- Uses of Funds in the Transportation Trust Fund”.

Senior Lien for Senior Bonds

The lien of the Junior Bonds against the Pledged Revenue, with certain limited exceptions, is subordinate to the lien of the Senior Bonds. If there is an event of default resulting from a failure in payment of debt service on the Senior Bonds or from an insolvency of the Authority or if there is an event of default which the Trustee attempts to remedy by acceleration, no payment of debt service may be made on the Junior Bonds except from certain Junior Bonds Priority Funds -- funds already on deposit in the Junior Bonds Principal and Interest Account, the Junior Bonds Redemption Account (but not any funds held for optional redemption) or the Junior Bonds Debt Service Reserve Account -- until the default with respect to the Senior Bonds is cured.

Credit of the State Not Pledged; Certain Covenants of the State

THE BONDS ARE LIMITED OBLIGATIONS OF THE AUTHORITY SECURED ONLY BY THE PLEDGED REVENUE OF THE AUTHORITY AS DESCRIBED ABOVE UNDER “PLEDGE AND ASSIGNMENT OF REVENUE AND FUNDS”. THE BONDS DO NOT

CONSTITUTE A DEBT OF THE STATE OR OF ANY POLITICAL SUBDIVISION THEREOF, NOR A PLEDGE OF THE GENERAL TAXING POWER OR THE FAITH AND CREDIT OF THE STATE OR OF ANY SUCH POLITICAL SUBDIVISION.

The State has covenanted in the Act that it will not repeal or reduce the motor fuel taxes, the motor vehicle document fees, the motor vehicle registration fees or the fees constituting Pledged Miscellaneous Transportation Revenue, which are pledged to secure the Bonds, below the levels in effect on the date of issuance of the 2012 Bonds until such Bonds are paid or provision for their payment is made. The State has not, however, authorized nor does it have any obligation to increase the rates of those taxes or fees to generate revenue to meet debt service on the 2012 Bonds.

The State has also covenanted in the Act that it will not (i) limit or alter the rights or powers vested in the Authority by the Act in any way that would jeopardize the interest of the holders of the Bonds or inhibit or prevent performance or fulfillment by the Authority of the terms of any agreement made with the holders or (ii) prevent the Authority from obtaining revenue which, together with other available funds, shall be sufficient to meet all expenses of the Authority and fulfill the terms of any agreement made with the holders of Bonds and all costs and expenses in connection with any action or proceedings by or on behalf of the holders, or (iii) prevent the Authority from receiving payment of funds as provided in any agreement, until the Bonds together with interest and premium, if any, thereon are fully met and discharged or provided for.

The State has also covenanted in the Act that it will not limit or restrict the rights granted to the Authority by the Act to construct, reconstruct, improve, extend, alter, modernize, repair, operate and maintain any transportation facilities, or to establish and collect such charges, fares, fees, rates, rentals and tolls as may be convenient or necessary to produce sufficient revenue to meet the expenses of maintenance and operation thereof and to fulfill the terms of any agreements made with the holders of bonds authorized by the Act or in any way impair the rights or remedies of the holders of such bonds until all of such bonds are fully paid or discharged.

Additional Senior Bonds

The Agreement and the Act permit the Authority to issue additional Senior Bonds (or to convert outstanding Junior Bonds to Senior Bonds) secured on a parity with the other Senior Bonds issued and outstanding under the Agreement for any purpose permitted under the Act, provided that there is satisfied the Senior Bonds Historical Test (described in (i)(A) below) and the Junior Bonds Historical Test (described in (i)(B) below) or the Senior Bonds Alternate Test (described in (ii)(A) below) and the Junior Bonds Alternate Test (described in (ii)(B) below).

(i)(A) The Senior Bonds Historical Test is satisfied if the aggregate amount of motor fuel tax revenue, motor vehicle document fees, motor vehicle registration fees, revenue from the Delaware Turnpike, Pledged Miscellaneous Transportation Revenue and Additional Revenue pledged to secure the Bonds (excluding TTF Investment Earnings) (the "Test Revenue") for any 12 consecutive month period of the preceding 15 months ending not later than three months prior to the date of the additional Senior Bonds, which date shall not be more than 90 days prior to the date of issuance of the additional Senior Bonds (adjusted to reflect adjustments in the tax rates, fees and tolls as if such adjustments had been in effect for the entire period) equals or exceeds 2.00 times the maximum Principal and Interest Requirements for all Senior Bonds, including the Senior Bonds proposed to be issued.

(B) The Junior Bonds Historical Test is satisfied if the aggregate amount of Test Revenue, calculated in the same manner and for the same 12 month period as in (i)(A) above, reduced by the maximum Principal and Interest Requirements for the Senior Bonds, equals or exceeds 3.0 times the maximum Principal and Interest Requirements for all Junior Bonds, including the Junior Bonds proposed to be issued.

(ii)(A) The Senior Bonds Alternate Test is satisfied if estimated Test Revenue (assuming for each fiscal year described below, that Test Revenue is equal to the aggregate amount of Test Revenue for the same 12 month period as in (i)(A) above as adjusted in subsequent fiscal years for any increase in tolls, taxes or fees from the date such increase is to be in effect) (I) for the current fiscal year and each of the following four fiscal years equals or exceeds 2.00 times the Principal and Interest Requirements for all Senior Bonds Outstanding during each such year and (II) for the fifth following fiscal year equals or exceeds 2.00 times the maximum Principal and Interest Requirements for all Senior Bonds for that year or any subsequent fiscal year.

(B) The Junior Bonds Alternate Test is satisfied if estimated Test Revenue (assuming for each fiscal year described below, that Test Revenue is equal to the aggregate amount of Test Revenue for the same 12 month period as in (i)(A) above as adjusted in subsequent fiscal years for any increase in tolls, taxes or fees from the date such increase is to be in effect), less (x) for the current and each of the next four fiscal years, the Principal and Interest Requirements on the Senior Bonds for each such year, and (y) for the fifth following fiscal year, the maximum Principal and Interest Requirements on the Senior Bonds for that year or any subsequent fiscal year, (I) for the current fiscal year and each of the following four fiscal years equals or exceeds 3.0 times the Principal and Interest Requirements for all Junior Bonds Outstanding during each such year and (II) for the fifth following fiscal year equals or exceeds 3.0 times the maximum Principal and Interest Requirements for all Junior Bonds for that year or any subsequent fiscal year.

The Authority may also issue additional Senior Bonds to refund any Senior Bonds, without meeting the coverage tests described above, if the maximum Principal and Interest Requirements for the refunding bonds is less than the maximum Principal and Interest Requirements for the Bonds to be refunded.

Additional Junior Bonds

The Agreement and the Act permit the Authority to issue additional Junior Bonds secured on a parity with all other Junior Bonds issued and outstanding under the Agreement for any purpose permitted under the Act, provided that either the Junior Bonds Historical Test or the Junior Bonds Alternate Test, as described above, is satisfied.

The Authority may also issue additional Junior Bonds to refund any Junior Bonds or Senior Bonds, without meeting the coverage tests described above, if the maximum Principal and Interest Requirements for the refunding bonds are less than the maximum Principal and Interest Requirements for the Bonds to be refunded.

Additional Revenue Considered in Additional Bonds Tests

For the purposes of the additional bonds coverage tests described above, Additional Revenue (excluding the TTF Investment Earnings) may be included and taken into account as Test Revenue provided that (1) a Supplemental Agreement is duly adopted by the Authority providing for the pledge of such Additional Revenue under the Agreement for the benefit of the holders of Bonds, (2) the Authority receives a written opinion of nationally recognized bond counsel to the effect that such pledge is valid and binding on the Authority and any pledge or assignment of such additional revenue to the Authority by the State is valid, (3) the State or the Authority, as the case may be, shall have covenanted not to repeal, reduce or adversely alter such Additional Revenue below rates in effect at the time of such pledge and assignment, (4) all approvals and authorizations necessary to effect such pledge and assignment have been obtained and (5) the Supplemental Agreement evidencing the pledge of Additional Revenues shall incorporate all of the covenants, terms and conditions contained in the Agreement.

Subordinate Indebtedness

Under the Agreement, the Authority may also issue additional obligations secured by a lien on the Pledged Revenue which is subordinate to the lien of the Senior Bonds and the Junior Bonds. Such

obligations may be issued without regard to any additional bonds debt service coverage test. The rights of holders of any Subordinate Indebtedness will be limited, however, as follows: all principal and interest on all Senior and Junior Bonds must be paid before any payment of debt service may be made on any Subordinate Indebtedness if any of the following occur (i) insolvency, bankruptcy, receivership or any similar proceeding with respect to the Authority or its property; (ii) the acceleration of principal and interest on the Subordinate Indebtedness; (iii) an Event of Default with respect to Senior or Junior Bonds resulting in acceleration of principal of and interest on the Senior Bonds and/or the Junior Bonds; or (iv) an Event of Default resulting from the failure in payment of Principal and Interest Requirements on any Bond. An event of default with respect to Subordinate Indebtedness shall not in itself create the right to declare an Event of Default with respect to the Senior Bonds or the Junior Bonds.

SOURCES OF REVENUE FOR THE TRUST FUND

General

The TTF receives the motor fuel taxes, the Delaware Turnpike toll and concession revenue, Route 1 Toll Revenue, the motor vehicle document fee revenue, the motor vehicle registration fee revenue, Miscellaneous Transportation Revenue and the interest earnings on the TTF's balances. All of the revenue derived from these sources, except the Route 1 Toll Revenue and the Non-Pledged Miscellaneous Transportation Revenue (which includes, among others, the escheat revenues), is pledged to secure the Bonds.

The Delaware Economic and Financial Advisory Council ("DEFAC") forecasts revenue of the TTF applying various assumptions and forecasts provided to it by the Department. An update letter, dated September 12, 2011, from Stantec Consulting Services Inc. (the "Transportation Consultant"), is provided as an update to the previous report of SYSTRAMobility, entitled "Traffic and Revenue Report for the Delaware Turnpike and the Route 1 Toll Road", dated July 14, 2010. The Transportation Consultant's projections are revised (as so revised, the "Transportation Consultant's Update Letter"), is attached hereto as APPENDIX E. The forecasts of toll and concession revenue for the Delaware Turnpike and the Route 1 Toll Road contained herein reflect the DEFAC forecasts.

Motor Fuel Tax Revenue

General

Motor fuel tax revenue is derived from taxes imposed by the State on gasoline and special fuels. This revenue totaled \$113.8 million (net of refunds) in fiscal 2011. Motor fuel tax revenue provided 30.2% of the revenue pledged to secure the Bonds in fiscal 2011 and is the second largest component of such pledged revenue.

The term "gasoline" includes all products commonly or commercially known as gasoline but does not include liquefied gases. The term "special fuel" means all combustible gases and liquids, except gasoline, suitable for the generation of power for propulsion of motor vehicles. Gasoline taxes are payable by licensed distributors and special fuel taxes are remitted by licensed special fuel suppliers, users and dealers based on the sale or use of special fuels. Distributors, licensed special fuel users, dealers and suppliers are required to file tax reports monthly and remit the taxes due for the preceding month. Failure to file reports or remit taxes subjects the distributor, dealer, user or supplier to monetary penalties plus civil or criminal proceedings. Exemptions from the motor fuel tax are provided to the United States or any government agencies thereof and to the State and its political subdivisions, among other entities.

Motor fuel taxes were imposed at the rate of 16 cents per gallon for gasoline and special fuels for the period from September 1, 1987 to December 31, 1990. On January 1, 1991 the motor fuel tax increased to 19 cents per gallon. In June, 1993, the General Assembly enacted increases in both the gasoline and special fuels tax rates as follows: (1) the gasoline tax rate increased to 22 cents per gallon on September 1, 1993 and to 23 cents per gallon on January 1, 1995; and (2) the special fuels tax rate increased to 22 cents per gallon on January 1, 1995.

Historical Summary of Gallonage and Revenue from Motor Fuel Taxation

The following table summarizes certain historical information pertaining to motor fuel taxes and motor fuel usage in the State.

History of Gallonage and Revenue from Motor Fuel Taxes

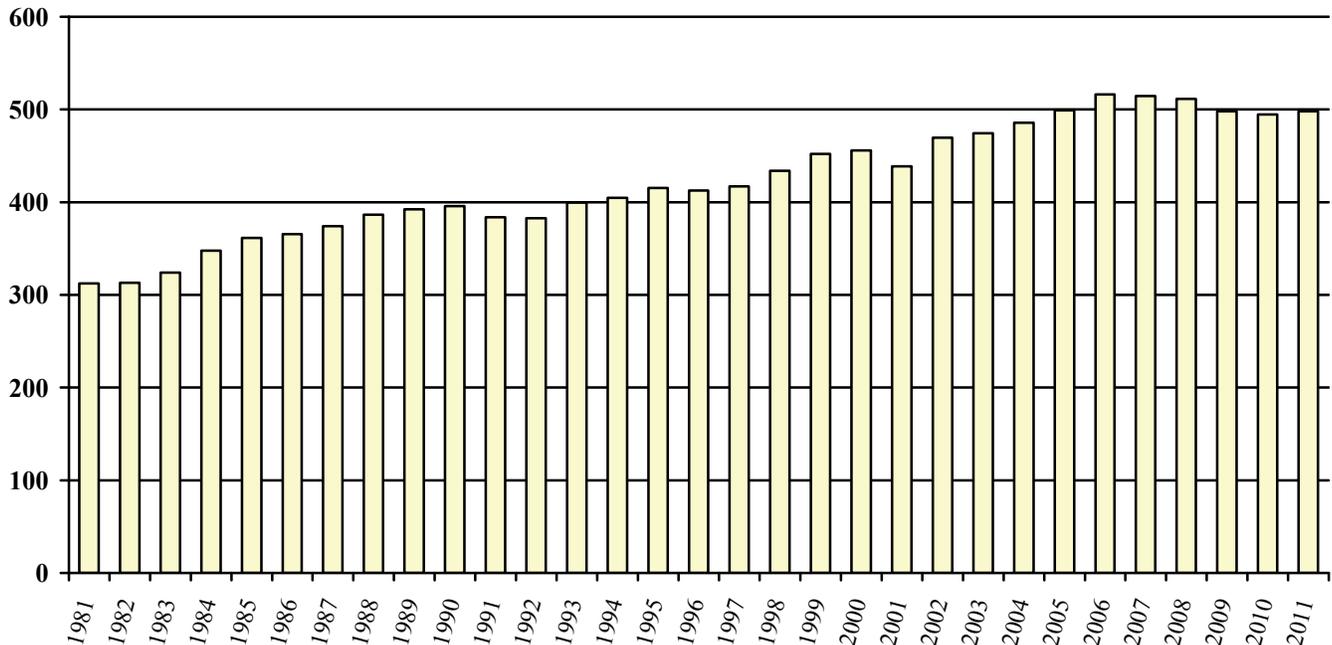
(dollars and gallonage in millions; percent change calculated from unrounded data)

	<u>Gallonage</u>	<u>Change</u>		<u>Revenue</u> ⁽¹⁾	<u>Change</u>	
1981	312.4	--		27.7	--	
1982	313.0	0.2	%	33.5	20.9	%
1983	323.9	3.5		35.3	5.4	
1984	347.8	7.4		38.0	7.7	
1985	361.5	3.9		39.4	3.7	
1986	365.6	1.1		40.2	2.0	
1987	374.2	2.4		45.7	13.7	⁽³⁾
1988	386.4	3.3		59.2	29.5	⁽⁴⁾
1989	392.5	1.6		62.6	5.7	
1990	395.8	0.8		63.4	1.3	
1991	383.9	(3.0)		66.0	4.1	⁽⁵⁾
1992	382.8	(0.3)		72.5	9.9	
1993	399.7	4.4		75.6	4.3	
1994	404.8	1.3		84.7	12.0	⁽⁶⁾
1995	415.5	2.6		91.7	8.3	⁽⁷⁾
1996	412.7	(0.7)		94.1	2.6	⁽⁸⁾
1997	417.2	1.1		95.1	1.1	
1998	433.8	4.0		98.5	3.6	
1999	451.9	4.1		102.5	4.0	
2000	455.7	0.8		103.9	1.4	
2001	438.8	(3.7)		98.9	(4.8)	
2002	469.6	7.0		107.7	8.9	
2003	474.2	1.0		107.3	(0.4)	
2004	485.7	2.4		112.4	4.8	
2005	499.2	2.8		113.7	1.1	
2006	516.2	3.4		120.1	5.7	
2007	514.6	(0.3)		117.5	(2.2)	
2008	511.4	(0.6)		117.7	0.2	
2009	498.1	(2.6)		114.6	(2.6)	
2010	494.5	(0.7)		112.9	(1.5)	
2011	498.1	0.7		113.8	0.8	

-
- (1) Net of refunds for non-highway use.
- (2) Rate increased from 9 to 11 cents per gallon on August 1, 1981.
- (3) Rate increased from 11 to 13 cents per gallon on October 1, 1986.
- (4) Rate increased from 13 to 16 cents per gallon on September 1, 1987.
- (5) Rate increased from 16 to 19 cents per gallon for gasoline on January 1, 1991.
- (6) Rate increased from 19 cents to 22 cents per gallon for gasoline on September 1, 1993.
- (7) Rate increased from 22 cents to 23 cents per gallon for gasoline and from 19 to 22 cents per gallon for special fuels on January 1, 1995.
- (8) Reflects full year impact of fiscal 1995 rate increase.

The following graph plots the taxable motor fuel consumed in the State from fiscal 1981 through fiscal 2011.

Motor Fuel Consumption 1981-2011 (in millions of gallons)



Motor Fuel Consumption

Motor fuel consumption is affected by various factors, including population growth, stages of the business cycle, cost and availability of fuel, the requirements of the Federal Energy Act and the Federal Clean Air Act Amendments of 1991 and the fuel efficiency of the vehicle fleet. Historically, growth in consumption of motor fuel in Delaware has exceeded national and regional averages due in large part to a stronger local economy. Declines have occurred during economic downturns and during periods of rapidly rising fuel costs.

During the thirty-one year period from fiscal 1981 through fiscal 2011, motor fuel consumption has risen from a low of 312.4 million gallons during the fiscal 1981 recessionary period to an all time high of 516.2 million gallons during fiscal 2006. The average percentage growth during this time period was 1.5%.

Special fuel consumption has doubled since fiscal 1980 primarily because of the increased use of diesel engines. Special fuel's percentage of total consumption has increased from 9.2% in fiscal 1980 to 12.4% in fiscal 2011.

Projections of Gallonage and Revenue from Motor Fuel Taxes

Based on the historical data regarding motor fuel consumption, current economic conditions and some of the factors referenced above, DEFAC has provided projections of fuel revenues through fiscal 2018. An important factor which will affect future motor fuel consumption and revenues, both nationally and in Delaware, is the shift in consumer purchasing toward smaller more fuel-efficient vehicles. Increases in vehicle fuel efficiency will also impact consumption. New vehicles entering the fleet have increased the average number of gallons for all vehicles and future changes in vehicle technology may affect gasoline consumption.

The forecasted motor fuel consumption and revenue from motor fuel taxation, assumes the current and approved rate structure of \$.23 per gallon for gasoline and \$.22 per gallon for special fuels.

Projections of Gallonage and Revenue from Motor Fuel Taxes⁽¹⁾
(dollars and gallonage in millions)

<u>Fiscal Year</u>	<u>Gallonage</u>	<u>Percent Change</u>	<u>Revenue⁽²⁾</u>	<u>Percent Change</u>
2012	483.2	(3.0%) ⁽³⁾	\$110.4	(3.0%) ⁽³⁾
2013	492.8	2.0%	\$112.7	2.1%
2014	502.7	2.0%	\$115.0	2.0%
2015	512.7	2.0%	\$117.4	2.1%
2016	523.0	2.0%	\$119.8	2.0%
2017	533.4	2.0%	\$122.3	2.1%
2018	544.1	2.0%	\$124.8	2.0%

(1) Projections provided by DEFAC from its March 19, 2012 meeting.

(2) Revenue net of refunds for non-highway use.

(3) Percent change from fiscal 2011 actual.

Toll Revenue

Delaware Turnpike Revenue

General. The toll and concession revenue of the Delaware Turnpike generated the largest source of revenue to the TTF: \$115.9 million in fiscal 2011 or 30.8% of the revenue pledged to secure the Bonds. Of the total toll and concession revenue in fiscal 2011, toll revenue comprised 98.5% and concession revenue comprised 1.5%.

Electronic Tolls. In 1998, the Department joined a consortium of several transportation agencies from New Jersey and New York (the "Consortium") for the purpose of installing an electronic toll collection system ("E-Z Pass System") on the toll roads and bridges operated by the members of the Consortium. Pursuant to a Contract (the "Vendor Contract"), dated March 10, 1998, between The New Jersey Turnpike Authority, as the designated representative of the Consortium, and Adesta Communications (formerly MFS Network Technologies, Inc.) (the "Vendor"), the Department completed the installation of the E-Z Pass System on the Route 1 Toll Road and the Delaware Turnpike (which became operational on the Delaware Turnpike in November 1998, the southern section of the Route 1 Toll Road in April 1999 and the northern section in November 1999). All tolls, due to the Authority, paid by the users of the E-Z Pass System in Delaware are promptly being remitted to Delaware. Under the Vendor Contract, the Department has a

contingent liability for a share of various costs to the extent that such costs are not covered by the anticipated revenues. The Department prepaid its entire liability in fiscal 2007.

For a variety of reasons, the Department determined to separate from the Consortium. In connection with that decision, the Department entered into an agreement in late March 2003 with the New Jersey Turnpike Authority, pursuant to which the Department received certain one-time payments totaling \$7.6 million and a further \$1 million in work effort required to complete a Fiber Optic network for the State's E-Z Pass System.

In connection with the decision to separate from the Consortium, the Department issued a Request for Proposals and subsequently entered into an Agreement with TransCore for the build-out and operation of the Department's new stand-alone E-Z Pass Customer Service Center and Violations Processing Center. The Center was completed and made operational in October 2003.

The implementation of the E-Z Pass System occurred in stages. The implementation of E-Z Pass coincided with the increase in tolls at the Delaware Turnpike in January 1999. Implementation on the southern section of State Route 1 occurred in April 1999 and implementation in the northern section occurred with the opening of the tolls at Biddles Corner, southern New Castle County, in November 1999.

The E-Z Pass System has increased the Authority's ability to track traffic and transactions at the toll barriers and has aided in the electronic transfer of funds to TTF accounts. It has also increased the Authority's enforcement of violations for non-payment of tolls.

Delaware's E-Z Pass utilization rates have increased as expected. The Delaware Turnpike has a utilization rate of 59.9%, while the rate on State Route 1 was 67.1% for fiscal 2011. These rates will continue to increase as neighboring toll facilities join the E-Z Pass network. The Delaware River and Bay Authority (operator of the Delaware Memorial Bridge), started operating in the E-Z Pass network in July 2001. Delaware's toll roads are now connected to E-Z Pass participants to the north and the south, which will lead to further increases in utilization.

Description of Delaware Turnpike. The Delaware Turnpike comprises 11.3 miles of the nation's Interstate 95, which extends along the east coast from Maine to Florida. To the southwest, the Delaware Turnpike connects directly to the Maryland Turnpike, a similar toll facility extending southward to Baltimore.

The easterly terminus of the Delaware Turnpike is at Delaware Route 141 where the Delaware Turnpike meets the following three non-toll sections of the State's interstate road system: Interstate 95 which extends north to Wilmington, Delaware and into Pennsylvania; Interstate 495 which bypasses Wilmington to the east and rejoins I-95 at the Delaware/Pennsylvania state line; and Interstate 295 which connects with U.S. Routes 13, 40 and 301 immediately to the east, and continues across the Delaware Memorial Bridge, connecting with the New Jersey Turnpike and New Jersey I-295.

Most of the Delaware Turnpike consists of four twelve-foot wide lanes in each direction. There are four interchanges to serve communities along the route. A main barrier toll plaza consisting of 18 lanes (7 cash lanes and 2 high speed E-Z Pass lanes in each direction), the only toll collection point on the Delaware Turnpike, is located near the Maryland state line.

The Authority owns restaurants and one service station which, through contracts with concessionaires, provide additional revenue for the Delaware Turnpike. The concession facilities are located approximately midway on the Delaware Turnpike, between the north and southbound lanes.

The Delaware Turnpike restaurants were renovated in 1988 and are operated by the HMS Host Corporation pursuant to a twenty-year contract which extended through June 2008, but which remained in force through carryover provisions until the plaza closed down for construction in September 2009. In fiscal

2009, concession revenue to the Delaware Turnpike totaled \$2.4 million. One service station was operated by Exxon Corporation under a ten-year contract that expired during fiscal year 2008. The station was closed January 15, 2008. The remaining service station is operated by Sunoco, Inc. under a ten-year contract that expired in October 2008, but which remained in force through carryover provisions until the plaza closed down for construction in September 2009. A new contract was negotiated and executed in July 2008 for the design, finance, construction, operation, and maintenance of a new welcome center and service plaza. The new facility features a 47,000 square foot facility and a new service station with high-speed diesel pumps and a 24-hour convenience store. The \$35 million complex was financed entirely with private funding by the operator. The contract also requires the operator to spend, at a minimum, an additional \$21 million in capital improvements over the 35-year lease term. The old plaza closed on September 8, 2009, and the new plaza opened on June 24, 2010. To makeup for lost revenue during the closure, temporary rent payment were made each month during the closure (\$170,000/month). A new revenue sharing agreement was also negotiated between the operator and the Department. The service plaza is now fully operational.

Historic Traffic and Toll Summary. The average annual growth of vehicle trips since fiscal 1980 has been 2.3%. During fiscal 2011, passenger traffic decreased 4.40% and commercial traffic was down 3.15%. The decrease in commercial traffic can be attributed to the continued poor economic conditions in the region and the construction on the roadway. For most of fiscal year 2011, the roadway was under construction, primarily due to the high-speed E-Z Pass project. Traffic was also hindered by weather events during fiscal year 2011.

The following table summarizes the recorded vehicle trips through the Delaware Turnpike toll barrier and the revenue derived from tolls and concessions from fiscal 1981 through fiscal 2011.

Most Recent Toll Increase (Fiscal 2008). With input from the General Assembly and the Administration, the Authority evaluated the current toll structure and found that amending the current structure for the Delaware Turnpike would be in the best interest of the Authority. Effective October 1, 2007, all vehicle class tolls increased by \$1.00 and the discounts offered to commercial E-Z Pass customers during the hours of 10 p.m. to 6 a.m. was discontinued.

Recent Upgrades to the Turnpike. In fiscal 2011 the high speed E-Z Pass lane project was completed, adding two high speed E-Z Pass lanes at the toll plaza. This project will reduce backups at the toll plaza by allowing more of the E-Z Pass users to have their own high speed lanes through the facility; which will additionally free up space for cash customers.

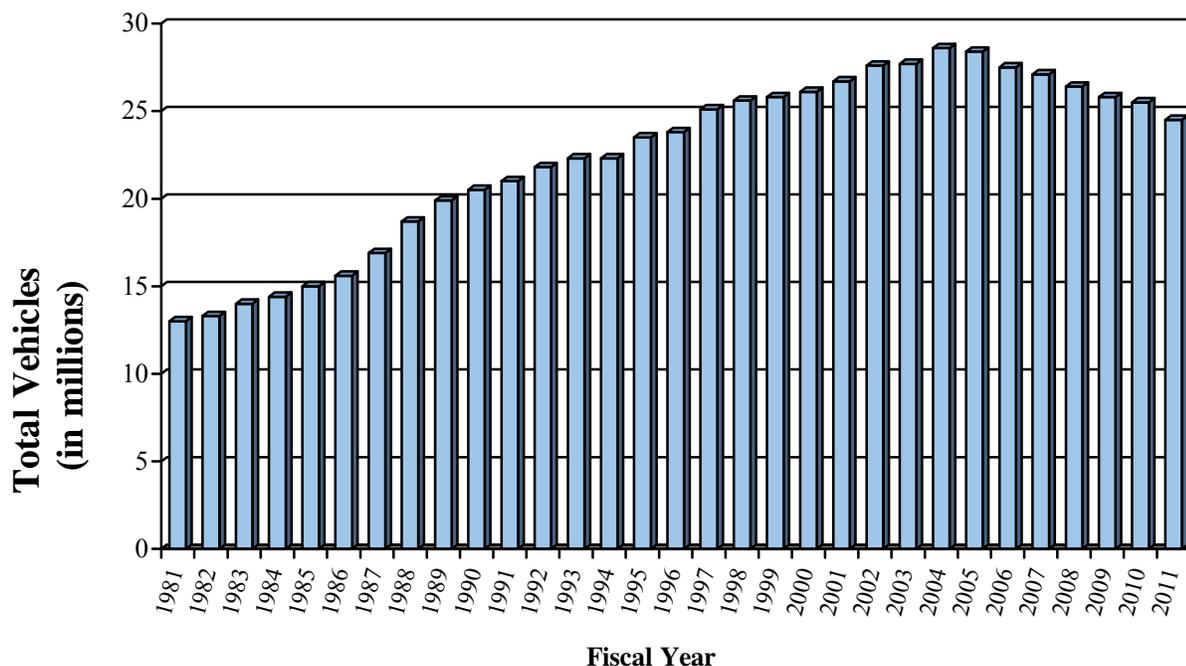
Vehicle Trips and Delaware Turnpike Revenue
(dollars and vehicles in millions, percent change and totals
calculated from unrounded data)

	<u>Vehicles Through the Toll Barrier</u>	<u>Change</u>	<u>Toll Revenue</u>		<u>Concession Revenue</u>	<u>Toll and Concession Revenue</u>	<u>Change</u>	
1981	13.0	--	\$9.0	(1)	\$1.1	\$10.1	--	(1)
1982	13.3	1.9%	12.4		1.1	13.5	33.7%	(1)
1983	14.0	5.5	13.1		1.0	14.1	4.4	
1984	14.4	2.5	18.2	(2)	1.3	20.1	42.6	
1985	15.0	4.5	19.7		1.3	21.0	4.5	
1986	15.6	4.1	20.5		1.3	21.8	3.8	
1987	16.9	8.3	22.3		1.4	23.7	8.7	
1988	18.7	10.4	24.6		1.4	26.0	9.7	
1989	19.9	6.5	26.1		1.7	27.8	6.9	
1990	20.5	3.2	28.3	(3)	1.7	30.0	7.9	
1991	21.0	2.1	29.0		1.7	30.7	2.3	
1992	21.8	4.0	29.5		1.9	31.4	2.3	
1993	22.3	2.4	30.4		2.0	32.4	3.2	
1994	22.3	(0.2)	36.7	(4)	2.1	38.8	19.7	
1995	23.5	5.4	40.3		2.2	42.5	9.5	
1996	23.8	1.7	40.6		2.3	42.9	0.9	
1997	25.1	4.7	41.8		2.4	44.2	3.0	
1998	25.6	2.2	43.3		2.4	45.7	3.4	
1999	25.8	0.7	51.3	(5)	2.5	53.8	17.6	
2000	26.1	1.2	60.1		2.5	62.6	16.3	
2001	26.7	2.2	61.6		2.6	64.2	2.6	
2002	27.6	3.4	62.1		2.5	64.6	0.6	
2003	27.7	0.3	60.1		2.5	62.6	(3.0)	
2004	28.6	3.0	60.1		2.8	62.9	0.4	
2005	28.4	(0.5)	57.9		2.8	60.7	(3.4)	
2006	27.5	(3.1)	84.7	(6)	3.0	87.7	44.5	
2007	27.1	(1.5)	93.6		3.1	96.7	10.3	
2008	26.4	(2.6)	115.4	(7)	2.5	117.9	21.9	
2009	25.8	(2.3)	118.8		2.4	121.2	2.8	
2010	25.5	(1.2)	117.2		2.2	119.4	(1.5)	
2011	24.5	(4.2)	114.1		1.8	115.9	(2.9)	

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- (1) Toll increase effective April 15, 1981.
(2) Toll increase effective July 1, 1983.
(3) Toll adjustments effective October 1, 1989.
(4) Toll increase effective September 1, 1993.
(5) Toll increase for Non-E-Z Pass cars effective on January 4, 1999.
(6) Toll increase effective October 1, 2005.
(7) Toll increase effective October 1, 2007.

The following graph illustrates the growth of traffic through the toll gates of the Delaware Turnpike from fiscal 1981 through fiscal 2011.

Delaware Turnpike Toll Traffic Fiscal 1981-2011



Delaware Turnpike Toll Schedules. The Act authorizes the imposition of tolls at the main barrier of the Delaware Turnpike. The Authority has broad power to determine the levels of the tolls. The establishment of tolls does not involve public hearings, nor are the levels of tolls subject to approval by any person or entity other than the Authority itself. In general, the Authority has set tolls to meet debt service and reserve requirements on obligations sold to fund Delaware Turnpike projects, to meet operating and maintenance costs and to fund the costs of constructing and reconstructing feeder roads and related facilities used by Delaware Turnpike travelers.

The following table summarizes the recent toll history and indicates the percentage of toll revenue collected in fiscal 2011 by class of vehicle.

Delaware Turnpike Barrier Tolls

	<u>January 4, 1999 - September 30, 2005</u>	<u>October 1, 2005 - September 30, 2007</u>	<u>October 1, 2007 to Present (4)</u>	<u>Toll Revenue by Vehicle Class</u>
Commuter Vehicle	n/a	n/a	n/a	n/a
High Occupancy Vehicle (2)	\$0.63	n/a	n/a	n/a
Passenger cars, pick up and panel trucks	\$2.00	\$3.00	\$4.00	32.5%
Passenger cars, pick up and panel trucks-EZP	\$1.25	\$3.00	\$4.00	43.5%
Two axles, six tire trucks	n/a	n/a	n/a	n/a
Three axles trucks	\$2.50	\$5.00	\$6.00	2.4%
Three axles trucks EZP 10 p.m. - 6 a.m. (3)	n/a	\$1.25	n/a	n/a
Four axle trucks	\$3.75	\$6.00	\$7.00	2.0%
Four axle trucks EZP 10 p.m. - 6 a.m. (3)	n/a	\$1.50	n/a	n/a
Five axle trucks	\$5.00	\$8.00	\$9.00	19.2%
Five axle trucks EZP 10 p.m. - 6 a.m. (3)	n/a	\$2.00	n/a	n/a
Six axle trucks	\$6.25	\$10.00	\$11.00	0.3%
Six axle trucks EZP 10 p.m. - 6 a.m. (3)	n/a	\$2.50	n/a	n/a
Special permit vehicles	\$10.00	\$10.00	\$11.00	0.1%

- (1) Includes toll revenue from two axle, six tire trucks which are now in the same vehicle class as passenger cars, pick up and panel trucks.
- (2) Special 50% discount applied when commuter's vehicle has two or more passengers.
- (3) Commencing October 1, 2005, toll increase and discounts offered to commercial E-Z Pass customers during the hours of 10 p.m. to 6 a.m.
- (4) Commencing October 1, 2007, all vehicle class tolls increased by \$1.00, and the night-time discount offered to commercial E-Z Pass customers during the hours of 10 p.m. to 6 a.m. was discontinued.

Projections of Delaware Turnpike Toll and Concession Revenue. DEFAC projects toll and concession revenue which projections are set forth in the following chart.

**Projected Toll and
Concession Revenue of Delaware Turnpike⁽¹⁾**
(dollars in millions)

<u>Fiscal Year</u>	<u>Toll Revenue⁽²⁾</u>	<u>Concessions</u>	<u>Total Revenue</u>	<u>Percent Change</u>
2012	114.0	1.8	115.8	-0.1% ⁽³⁾
2013	115.3	1.8	117.1	1.1%
2014	117.5	1.9	119.4	2.0%
2015	119.8	1.9	121.7	1.9%
2016	122.2	1.9	124.1	2.0%
2017	124.7	2.0	126.7	2.1%
2018	127.2	2.0	129.2	2.0%

(1) Projections provided by DEFAC from its March 19, 2012 meeting.

(2) Excludes "Other Turnpike Revenue".

(3) Percent change from fiscal 2011 actual.

Route 1 Toll Road

General. The Authority has completed a fully controlled access highway of 41 miles extending from a connection with the southern terminus of the new Route 1 Toll Road just south of Wilmington to points south of Dover on U.S. Routes 13 and 113. A new high-level bridge across the Chesapeake and Delaware Canal was opened for traffic during December 1995.

The southern portion of the project was opened for traffic during December 1993. This section is approximately 9 miles and extends from north of Smyrna southward to south of State Route 10 in the vicinity of the Dover Air Force Base. This section also includes a mainline toll plaza and one ramp toll for access to and from the City of Dover.

A portion of the northern section of approximately 4.8 miles, including a new bridge over the Chesapeake and Delaware Canal, was opened for traffic in December 1995. On November 17, 1999, this Section was extended another 9 miles south to Odessa. This section has a main-line toll plaza (the Biddle's Plaza) and tolls on the southerly interchange ramps at Route 896 (Boyd's Corner). The final section from south of Odessa to north of Smyrna was finished in May 2003.

Most Recent Toll Increase (Fiscal 2008). With input from the General Assembly and the then Governor and her Administration, the Authority evaluated the current toll structure and found that amending the current structure of the Route 1 Toll Road would be in the best interest of the Authority.

Effective October 1, 2007, passenger tolls at the Biddles and Dover plazas were increased by \$1.00 on weekends (weekends are defined as the period between 7:00 p.m. ET on Friday through 11 p.m. ET on Sunday). Passenger weekday and weekend tolls at the other toll areas remained unchanged.

Commercial traffic tolls were raised by \$.25 per axle at Smyrna and \$.50 per axle at Denneys and Boyds. At Biddles and Dover the commercial toll was raised by \$1.00 per axle on weekdays and an additional \$1.00 per axle on weekends.

Effective October 1, 2007, the 15% E-Z Pass discount was eliminated. Passenger frequency discounts of 50% for travelers who meet the "30 trips in 30 days" requirement remained in place. The commercial E-Z Pass discount was reduced from 50% to 25%, and is still available without a minimum trip

requirement. The High Occupancy Vehicle (“HOV”) Plan discount was also eliminated. The new toll structure is listed below:

<u>Vehicle Class</u>	<u>Smyrna</u>	<u>Denneys Road and Boyds Corner</u>	<u>Biddles Plaza and Dover Plazas</u>	
	All Days	All Days	Weekday	Weekend
Two Axle.....	\$ 0.25	\$ 0.50	\$ 1.00	\$ 2.00
Three axle.....	0.75	1.50	3.00	4.00
Four axle.....	1.00	2.00	4.00	5.00
Five axle.....	1.25	2.50	5.00	6.00
Six axle.....	1.50	3.00	6.00	7.00
Permit.....			\$11.00	\$11.00

Historic and Projected State Route 1 Toll Revenue. Fiscal 1995 represented the first full year of operation for the Route 1 Toll Road. Total revenues of \$6.4 million exceeded the forecast of \$5.7 million projected in connection with the sale of the 1994 Series Senior Bonds. DEFAC’s projected toll revenue for the entire Route 1 Toll Road, assuming the present toll structure was maintained at both mainline toll barriers, is set forth in the following table. Total annual revenues to be generated from the entire toll road are expected to increase to approximately \$48.7 million by fiscal 2018. Revenue from the Route 1 Toll Road is not pledged to secure the Bonds.

Route 1 Toll Road
Historical and Projected Toll Revenue
(dollars in millions, percentage change calculated from unrounded data)

<u>Fiscal Year</u>	<u>Total Toll Revenue</u>	<u>Percent Change</u>
1995	\$6.40	---
1996	7.4	15.6
1997	8.4	13.1
1998	9.2	8.9
1999	9.7	5.8
2000	16.4	69.8
2001	20.7	25.7
2002	24.2	17.2
2003	25.4	5
2004	27.1	6.5
2005	30.2	11.3
2006	31.5	4.5
2007	32.6	3.4
2008	40.5 ⁽²⁾	24.2 ⁽²⁾
2009	44.5	9.9
2010	45.5	2.3
2011	44.4	-2.4
Forecasted-		
2012	44.8 ⁽¹⁾	-2.7
2013	45.5 ⁽¹⁾	1.6
2014	46.3 ⁽¹⁾	1.6
2015	46.9 ⁽¹⁾	1.4
2016	47.5 ⁽¹⁾	1.3
2017	48.1 ⁽¹⁾	1.3
2018	48.7 ⁽¹⁾	1.3

(1) Projections provided by DEFAC from its March 19, 2012 meeting.

(2) Toll increase effective October 1, 2007.

Motor Vehicle Document Fees

General

Motor vehicle document fees are imposed upon the sale or transfer of any new or used motor vehicle, truck tractor, trailer or motorcycle in the State. These fees contributed \$68.3 million in fiscal 2011, 18.2% of the revenue pledged to the Bonds in fiscal 2011.

Fiscal 2008 Fee Increase. Effective October 1, 2007, the document fee increased by \$.50 per hundred dollars of the net vehicle purchase price. The new fee increased from \$2.75 per hundred to \$3.25 per hundred.

Fiscal 2009 Fee Increase. Effective October 1, 2008, the second phase of the document fee increase became effective. The new increase of an additional \$.50 per hundred increased the fee to \$3.75 per hundred.

The document fee, which is based on the vehicle purchase price, is paid by the owners and collected by the State for deposit in the TTF. If the price of the vehicle is less than \$400, the fee is \$8; if the price is \$400 to \$500, the fee is \$13.75. Thereafter, the fee increases by \$3.75 for each additional \$100 of vehicle purchase price or any fraction thereof. The following table summarizes the history of motor vehicle document fee collections from fiscal 1981 through fiscal 2011.

History of Motor Vehicle Document Fees

(vehicles in thousands and dollars in millions,
percent change calculated from unrounded data)

<u>FY</u>	<u>Vehicles Titled</u> ⁽¹⁾	<u>Change</u>		<u>Revenue</u>	<u>Change</u>	
1981	181.7	---		8.4	---	
1982	177.2	(2.5)	%	9.0	7.2	%
1983	190.0	7.2		11.1	23.5	
1984	233.8	23.1		14.5	30.0	
1985	229.6	(1.8)		16.7	15.5	
1986	251.4	9.5		19.5	17.0	
1987	274.3	9.1		21.1	8.1	
1988	270.6	(1.3)		22.1	4.7	
1989	233.2	(13.8)		22.6	2.3	
1990	213.8	(8.3)		22.6	(0.2)	
1991	209.7	(1.9)		19.7	(12.7)	
1992	196.4	(6.3)		19.5	(0.8)	
1993	193.0	(1.7)		21.0	7.7	
1994	199.0	3.1		30.3	44.3	(2)
1995	215.5	8.3		38.6	27.4	
1996	211.6	(1.8)		39.9	3.3	
1997	216.5	2.3		42.5	6.7	
1998	217.0	0.3		44.4	4.4	
1999	224.9	3.6		48.1	8.3	
2000	232.7	3.5		52.9	9.9	
2001	234.0	0.5		52.8	0.0	
2002	244.1	4.3		55.2	4.5	
2003	248.2	1.7		57.7	4.6	
2004	262.3	5.7		62.5	8.4	
2005	276.1	5.2		65.7	5.0	
2006	275.8	(0.1)		64.8	(1.3)	
2007	264.7	(4.0)		62.7	(3.3)	
2008	250.1	(5.5)		64.6	3.0	(3)
2009	214.9	(14.1)		56.2	(13.0)	(4)
2010	215.9	0.5		58.4	3.8	
2011	232.0	7.5		68.3	17.1	

(1) Includes titles for both new and used vehicles which closely approximates total car sales during each fiscal year.

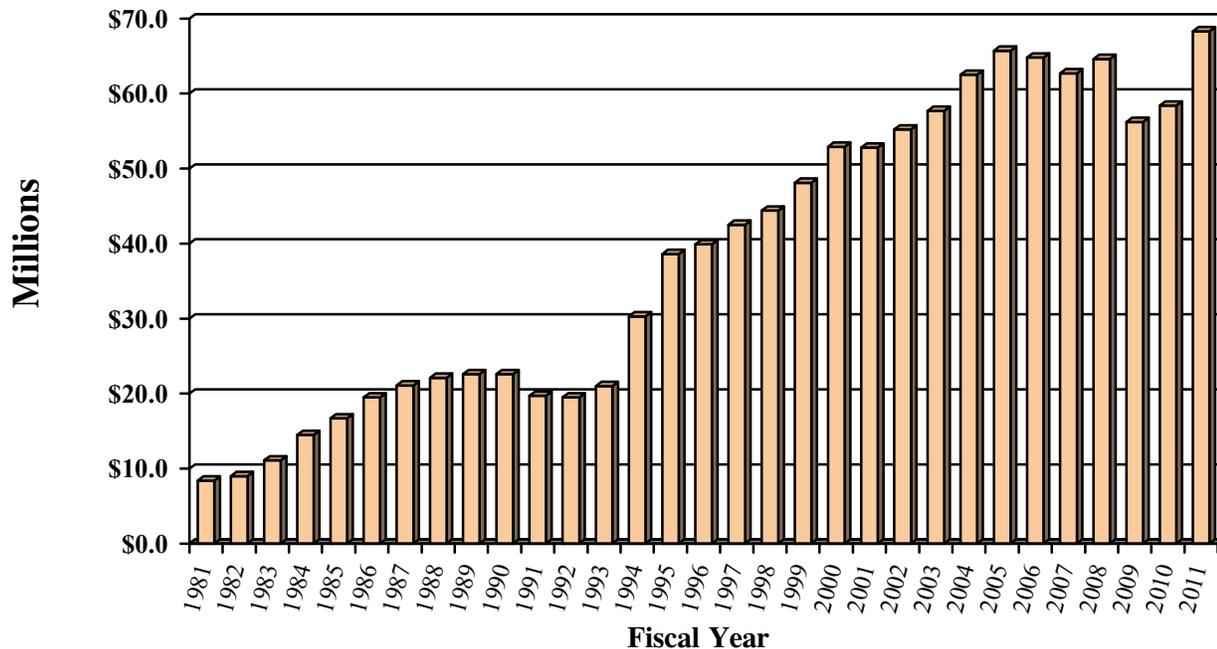
(2) Reflects rate increase from 2% to 2.75%, effective September 1, 1993.

(3) Reflects rate increase from \$2.75 per hundred to \$3.25 per hundred, effective October 1, 2007.

(4) Reflects rate increase from \$3.25 per hundred to \$3.75 per hundred, effective October 1, 2008.

The revenue stream in the previous table is illustrated by the following graph.

Motor Vehicle Document Fee Revenue 1981-2011



The average annual rate of growth in revenue was 8.0% between fiscal 1994 and fiscal 2007, due in large part to increases in new car sales and document fees (as described below). The average annual rate of growth in revenue was 4.2% between fiscal 1996 and fiscal 2007, despite no increase in the document fee. Document fee revenue is generated by the number of transactions as well as the cost of the vehicle transferred. Fiscal 2008 saw revenues increase by 3.0% primarily due to the fee increase. The slowing economy contributed to poor auto sales, as vehicle titles decreased by 5.5% from fiscal 2007.

Document fee revenue decreased in fiscal years 1990 through 1992 reflecting that recessionary period. Fiscal 1993 revenue increased 7.7% as the economy improved as indicated by the increase in new car sales of 5.6%. The trend continued during fiscal 1994 as revenue increased over 44% as a result of an increase in new car sales of over 9.1% combined with the document fee increase from 2% to 2.75% in September 1993.

Again in fiscal 2008 both new and used car sales were down compared to the previous year. Tightening credit conditions along with higher interest rates slowed vehicle sales. These issues combined with increased energy costs reduced consumers disposable income and borrowing ability which resulted in weaker vehicle sales. The continued poor economic conditions caused a reduction in fiscal 2009 revenues. Fiscal 2010 titles and revenues started to show an increase, as conditions started to improve. Fiscal 2011 document fee revenues were very strong, increasing by 17.1%, the gain can be attributed to the easing of bank financing and pent up demand as consumers once again started to replace older vehicles.

Listed below are the DEFAC forecasts of document fee revenue through fiscal 2018.

Projected Motor Vehicle Document Fees ⁽¹⁾
(vehicles in thousands and dollars in millions)

<u>Fiscal Year</u>	<u>Vehicles Titled</u>	<u>Change</u>	<u>Revenue</u>	<u>Percent Change</u>
2012	236.9	2.1% ⁽²⁾	69.8	2.1% ⁽²⁾
2013	244.0	3.0%	71.9	3.0%
2014	251.3	3.0%	74.1	3.0%
2015	258.8	3.0%	76.3	3.0%
2016	266.6	3.0%	78.6	3.0%
2017	274.6	3.0%	80.9	3.0%
2018	282.8	3.0%	83.4	3.0%

(1) Projections provided by DEFAC from its March 19, 2012 meeting.

(2) Percent change from fiscal 2011 actual.

Motor Vehicle Registration Fees

General

Motor vehicle registration fees are paid at the time of application for the registration of a motor vehicle and prior to the issuance of the required registration plates by the Division of Motor Vehicles. The revenue (net of refunds to other states) from this source was \$47.2 million in fiscal 2011 and constituted 12.5% of the revenue pledged to the Bonds in fiscal 2011.

Since October 1986, new cars can be registered for a three-year period and effective September 1990, new or used cars have had the option to renew for a two-year period. Commencing in July 2000, any newly-manufactured current model year motor vehicle or trailer with a gross registered weight of 10,000 lbs. or less not previously registered or titled in any state or country may be initially registered by the owner for five years or less. Passenger cars have paid \$20 per year since 1965 while trucks pay according to their weight. On October 1, 1991, the registration fee for commercial vehicles increased from \$2.60 to \$5.20 for each 1000 pounds or fraction thereof in excess of 5,000 pounds as part of the three year plan to increase fees in this category. On July 1, 1992 this fee was increased to \$12.00 for each such 1000 pounds or fraction thereof. The third increase to \$16.80 for each such 1000 pounds or fraction thereof became effective on July 1, 1993.

Effective October 1, 2007, passenger car registration and the base commercial registration fee increased by \$20 per year to \$40 per year. Additionally, the registration weight fee for commercial vehicles increased from \$16.80 for each 1000 pounds or fraction thereof in excess of 5,000 pounds to \$18.00 for each 1,000 pounds. Motorcycle registration increased from \$10 to \$15 annually; recreational vehicle, farm truck and trailer registrations and weight fees were also increased.

During January 1995, the Department established the Motor Carrier Service Section to support the trucking industry and entered into a base state agreement under the International Registration Plan ("IRP") for the collection and distribution of commercial registration fees for vehicles in excess of 26,000 pounds. Under IRP, commercial registration fee revenue is a function of the miles traveled in each state and the registration fee assessed by each state.

From fiscal 1981 - 2011, the average annual growth rate of registrations in the State has been 2.2% and the average annual growth rate of revenue from those registrations has been 4.6%, largely due to commercial fee increases enacted in fiscal 1992 and the various fee increases in October 2008. Registration fee revenue growth since fiscal 1987 has varied from the growth in the number of vehicles registered. In fiscal 1987 and fiscal 1988, revenue increased faster than vehicles registered, whereas in fiscal 1989 and fiscal 1990 revenue decreased while the number of vehicles registered increased. The variances are primarily due to the option, beginning in fiscal 1987, for new car owners to elect a three-year registration period. In fiscal 1991, growth in vehicles registered was flat but revenue increased 14.8% due to the implementation of a two-year registration option for used vehicles. Increases in commercial registration fees were phased in from fiscal 1992 through 1994, contributing to increases in revenue of 7.8%, 4.7% and 11.4%, respectively. The growth in registered vehicles from fiscal 2000 to fiscal 2011 was 20.8% as registrations increased to 839.7 from 695.2. This motor vehicle growth rate is directly correlated to the population growth rate in Delaware. In fiscal 2008, registration revenue grew by 31.2% largely due to the fee increases. Vehicle registration slowed, growing only 1.0%, partially due to the slowing housing market, which limited the influx of new residents entering the state and registering their vehicles. The continued poor economic conditions caused small reductions in fiscal 2009 and fiscal 2010 registration counts. However, revenues increased in both fiscal 2009 and fiscal 2010; this is possible because revenues are affected not only by the number of registrations but the type of registration and term selected. The registration term can be from ¼ of a year to up to 5 years for new vehicles.

Historical Summary of Vehicle Registrations and Revenue

The following table shows the historical record of vehicle registrations and registration fees for the last thirty-one fiscal years:

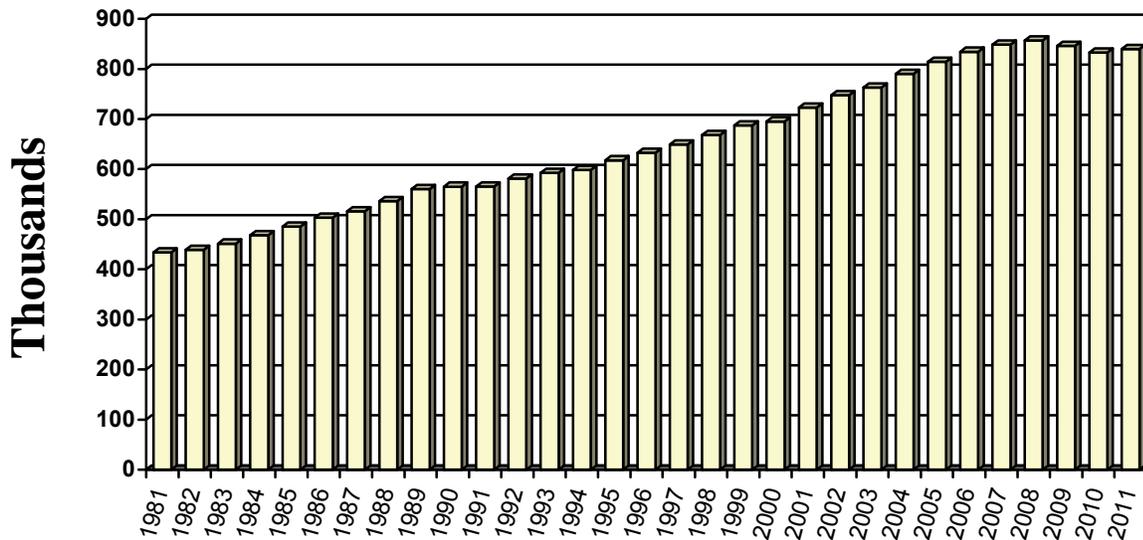
History of Vehicle Registrations and Revenue
(dollars in millions, vehicle registrations in thousands,
percent change calculated from unrounded data)

	<u>Vehicle Registration</u>	<u>Percentage Change</u>	<u>Registration Revenue</u>		<u>Percentage Change</u>
1981	433.7	--	\$12.6		--
1982	438.7	1.2%	12.6		(0.1)%
1983	451.3	2.9	12.9		2.3
1984	468.0	3.7	13.5		4.6
1985	485.2	3.7	14.2		4.8
1986	503.0	3.7	14.4		1.6
1987	515.7	2.5	15.3	(1)	6.5
1988	536.0	3.9	16.2		5.7
1989	560.4	4.5	15.6		(3.7)
1990	565.0	0.8	14.9		(4.3)
1991	565.1	0.0	17.1	(2)	14.8
1992	581.0	2.8	18.4	(3)	7.8
1993	592.8	2.0	19.3	(4)	4.7
1994	598.3	0.9	21.5	(5)	11.4
1995	617.7	3.2	22.2	(6)	3.3
1996	632.6	2.4	22.6	(6)	1.8
1997	649.3	2.6	23.0	(6)	1.6
1998	668.3	2.9	24.8	(6)	8.0
1999	687.1	2.8	24.2	(6)	(2.4)
2000	695.2	1.2	26.6	(6)	10.1
2001	722.9	4.0	27.0	(6)	1.0
2002	747.5	3.4	28.0	(6)	4.0
2003	762.9	2.1	27.8	(6)	(0.7)
2004	790.0	3.5	28.3	(6)	1.8
2005	814.3	3.1	30.2	(6)	6.5
2006	834.3	2.5	30.2	(6)	0.2
2007	848.6	1.7	31.5	(6)	4.1
2008	856.7	1.0	41.3	(6,7)	31.2
2009	845.8	-1.0	43.3	(6)	4.8
2010	832.7	-1.5	44.5	(6)	2.8
2011	839.7	0.8	47.2	(6)	5.9

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- (1) Effective October 1, 1986, new cars owners had the option to register the vehicle for a three year period. Commencing on October 1, 1999, new car owners had the option to register the cars for a four-year period or a five-year period for a fee equal to \$20.00 for each year in the period.
- (2) New and used vehicle owners had the option to renew the registration for a two year period commencing September 1, 1990.
- (3) Fee increase for vehicles in excess of 5,000 pounds effective October 1, 1991.
- (4) Fee increase for vehicles in excess of 5,000 pounds effective July 1, 1992.
- (5) Fee increase for vehicles in excess of 5,000 pounds effective July 1, 1993.
- (6) Net of refunds to other states under IRP.
- (7) Various registration fee increases effective October 1, 2007.

The growth of vehicle registrations in the previous table is illustrated in the following graph:

Motor Vehicle Registrations 1981-2011 (thousands)



Projected Registration Fee Revenue⁽¹⁾ (vehicles in thousands and dollars in millions)

<u>Fiscal Year</u>	<u>Vehicles</u>	<u>Percent Change</u>	<u>Revenue</u>	<u>Percent Change</u>
2012	807.8	-3.8% ⁽²⁾	\$45.4	-3.8% ⁽²⁾
2013	831.2	2.9%	\$46.7	2.9%
2014	856.2	3.0%	\$48.1	3.0%
2015	882.7	3.1%	\$49.6	3.1%
2016	909.2	3.0%	\$51.1	3.0%
2017	937.4	3.1%	\$52.7	3.1%
2018	965.5	3.0%	\$54.3	3.0%

(1) Projections provided by DEFAC from its March 19, 2012 meeting. All amounts are net of refunds for IRP.

(2) Percent change from fiscal 2011 actual.

Miscellaneous Transportation Revenue

Pledged Miscellaneous Transportation Revenue

Motor carrier registration fees, operator license fees, titling fees, Division of Motor Vehicles record sales, vanity tag fees and other miscellaneous transportation related revenue which have been assigned by the State to the TTF and which have been pledged by the Authority to secure the bonds are herein referred to as "Pledged Miscellaneous Transportation Revenue".

Motor carrier registration fee revenue is collected with respect to trucks registered in Delaware and totaled \$2.9 million (net of refunds) in fiscal 2011. Motor carrier registration fees are comprised of the motor fuel road use tax, hauling permits, temporary operating permits, and penalty and interest. The road

use tax is calculated based upon the miles traveled in Delaware, the average miles per gallon, the actual fuel purchased in Delaware and the rate of the motor fuel tax. To the extent that fuel purchases are less than fuel used, the truckers are taxed at the current motor fuel tax rate for the difference. If fuel purchases in the State exceed the amount of fuel used while traveling roads in Delaware, refunds are made to the motor carrier.

The State charges various fees for obtaining a driver's license. Effective July 9, 2007, the fee for a five-year license to operate a passenger vehicle was increased from \$12.50 to \$25.00. Commercial drivers' licenses remained unchanged at \$30.00. The revenue from these fees was \$4.7 million in fiscal 2011.

The Division of Motor Vehicles sells driver and vehicle records for \$15 per document and \$20 per certified document. Revenue from these sales was \$7.6 million in fiscal 2011. Motor vehicle titling fees are also charged by the Division of Motor Vehicles. Prior to August 1, 1991, a certificate of title cost \$4. Effective August 1, 1991, titling fees increased from \$4 to \$15. Effective October 1, 2007, the title fee increased from \$15 to \$25, and from \$25 to \$35 for titles with a lien. These fees generated \$8.0 million in revenue in fiscal 2011.

State residents may buy "vanity" license plates for their vehicles. The current annual cost for a "vanity" license plate is \$40.00 in addition to the \$40.00 annual registration fee. There were 20,255 "vanity tags" sold in fiscal 2011, generating revenue of \$9 million. In addition to vanity tag revenue, the Department also receives other Division of Motor Vehicle revenue from the issuance of temporary tags and permits, reinstatement fees and nine other miscellaneous categories. Effective August 1, 1991, fees for temporary tags and permits each increased from \$4 to \$10. Revenue from other miscellaneous sources of Pledged Miscellaneous Transportation Revenue aggregated \$3.4 million in fiscal 2011.

Effective July 9, 2007, the fee for ID cards was also increased from \$5.00 to \$20.00.

Historical Summary of Pledged Miscellaneous Transportation Revenue

The following table outlines the history of revenue from these sources from fiscal 1981 through fiscal 2011.

History of Pledged Miscellaneous Transportation Revenue
(dollars in millions, percent change calculated from unrounded data)

	<u>Total Miscellaneous Transportation Revenue</u>		<u>Change</u>	
1981	\$3.4		--	
1982	3.5	(1)	2.9	%
1983	3.8		8.6	
1984	4.1		7.9	
1985	4.4		7.3	
1986	5.3	(2)	20.5	
1987	5.8	(3)	9.4	
1988	7.1	(4)	22.4	
1989	6.3		(11.3)	
1990	7.0		11.1	
1991	7.9	(5)	12.9	
1992	12.3	(6)	55.7	
1993	13.0		5.7	
1994	12.9		(0.8)	
1995	13.9	(7)	7.8	
1996	14.6		5.0	
1997	15.5		6.2	
1998	15.7		1.3	
1999	15.8		0.6	
2000	16.4		3.5	
2001	17.4		6.2	
2002	18.2		4.4	
2003	17.3		(4.9)	
2004	19.6		13.2	
2005	24.5	(8)	25.5	
2006	24.0		(2.4)	
2007	23.8		(0.7)	
2008	29.3	(9)	23.1	
2009	27.4		(6.5)	
2010	25.7		(6.2)	
2011	27.5		7.0	

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- (1) Motor Fuel Tax increased from 9 to 11 cents on August 1, 1981.
- (2) Titling Fee increased from \$2 to \$4 effective September 1, 1985.
- (3) Motor Fuel Tax increased from 11 to 13 cents on October 1, 1986.
- (4) Motor Fuel Tax increased from 13 to 16 cents on September 1, 1987. Sale of driver and vehicle records increased from \$2 to \$4 per copy effective July 1, 1987.
- (5) Fee increases for Vanity Tags (\$25 to \$28.75), Temporary Tags (\$2 to \$4), License Reinstatement Fees (\$125 to \$143.75) and Temporary Permits (\$2 to \$2.30) on July 1, 1990.
- (6) Motor Fuel Tax increased from 16 to 19 cents effective January 1, 1991. Titling fees increased from \$4 to \$15 effective August 1, 1991. Increases in miscellaneous motor vehicle fees (Vanity Tags, Temporary Tags and Temporary Permits) became effective August 1, 1991.
- (7) Hauling permits transferred from General Fund and rate on special fuels increased 3 cents from \$.19 to \$.22 per gallon effective January 1, 1995.
- (8) Driving and vehicle records increased from \$4 to \$15 per record and certified documents increased from \$8 to \$20 effective July 1, 2004.
- (9) Various fee increases effective in fiscal 2008.

Non-Pledged Miscellaneous Transportation Revenue

During its August 1999 legislative session, the General Assembly dedicated an annual amount of \$10,000,000 from its escheat revenues for transfer to the TTF on an annual basis. In fiscal 2003, the \$10,000,000 escheat revenue was not transferred to the TTF. Such escheat revenue was transferred to the TTF in fiscal 2004, fiscal 2005 and fiscal 2006. In fiscal 2007, the escheat contribution to the TTF was increased to \$24,000,000. The scheduled fiscal 2008, 2009 and 2010 transfers of escheat revenues to the TTF were suspended. These revenues were used by the General Fund to help make up for revenue shortfalls during fiscal 2008 and fiscal 2009. Due to continuing budget concerns, the General Assembly also did not make the scheduled transfer of escheat revenues to the TTF in fiscal 2010. In fiscal 2011 the TTF received a General Fund appropriation of \$14,000,000. It was also legislated that additional transfers of up to \$70,000,000 would be made to various funds if the States escheat revenue receipts exceeded \$424,000,000 during the fiscal year. Under this legislation the second receipt of \$10,000,000 was transferred to the TTF. In fiscal 2012, legislation increased the TTF contribution to \$40,000,000 and it is expected that \$40,000,000 of escheat revenues will be transferred to the TTF in the fiscal years subsequent to fiscal 2012; however, the Authority and the Department emphasize that the appropriation of the escheat monies to the TTF each year is subject to the discretion of the General Assembly, and when there are budget constraints, it is possible that the General Assembly will suspend the appropriation of escheat revenues to the TTF in such years. See footnote (1) to the Base Financial Plan – Capital table under “TRANSPORTATION CAPITAL PROJECTS AND FINANCING PLANS – Current Financial Plan” herein.

During its June 1997 legislative session, the General Assembly approved the transfer of three revenue sources from the General Fund to the TTF effective during fiscal 1998. These revenue sources include: (1) the motor vehicle dealer handling fee assessed at \$2 for every vehicle sold by auto dealers; (2) the annual license fees for all motor vehicle dealers charged at \$100 per year; and (3) the motor vehicle use tax on lessees and lessors based on amount of lease payments. The tax rate for lessees is 1.92% of total amount and the rate for lessors is .288%. With the passage of SB 336, the transfer of the lease tax and the transfer of the lessor’s license fee to the trust fund have been repealed. In fiscal 2010, this revenue source generated \$0.3 million. New legislation, HB 264, was also passed adding a 50% surcharge to all Title 21 offenses. The new surcharge revenue will be transferred to the TTF. HB 264 became effective on January 1, 2008, and added \$3.3 million revenue in fiscal 2010. This new revenue source is expected to generate \$3.5 million annually in additional trust fund revenue. In fiscal 2011, the TTF received \$3.2M from this revenue source.

The Department’s capital program requires the acquisition of real property in advance of actual construction. Once construction is completed, any property acquired for the project, but no longer needed, is sold. As a by-product of this process the Department manages a portfolio of properties awaiting construction or disposal. All such lease revenues are transferred to the TTF. These revenues are not pledged. The Department has provided preliminary forecasts through fiscal 2017 for this revenue stream which are included in the table below.

In connection with the issuance by the Authority of its Transportation System Senior Revenue Bonds, Series 2010B (Federally Taxable – Build America Bonds) (the “2010B Bonds”), the Authority irrevocably elected to receive periodic interest subsidy payments from the United States Treasury on each interest payment date for the 2010B Bonds equal to 35% of the amount of interest payable on the 2010B Bonds on such date (the “BAB Subsidy Payments”). The BAB Subsidy Payments have not been pledged to the holders of the 2012 Bonds, and will be considered Non-Pledged Miscellaneous Transportation Revenue. Such payments are not reflected in the projections for Non-Pledged Miscellaneous Transportation Revenue contained in this Official Statement.

Projections of Miscellaneous Transportation Revenue

Current Dedicated Sources. Projections for “Miscellaneous Transportation Revenue” through fiscal 2018 are shown below.

Projected Miscellaneous Transportation Revenue
(dollars in millions)

<u>Fiscal Year</u>	<u>Pledged Miscellaneous Transportation Revenues</u> ⁽¹⁾	<u>Non-Pledged Miscellaneous Transportation Revenues</u> ^{(2) (3)}	<u>Total Miscellaneous Transportation Revenue</u>	<u>Change</u>
2012	26.8	52.1	\$78.9	26.4% ⁽⁴⁾
2013	27.5	52.2	\$79.7	1.0%
2014	28.3	52.3	\$80.6	1.1%
2015	29.1	52.4	\$81.5	1.1%
2016	30.0	52.5	\$82.5	1.2%
2017	30.9	52.6	\$83.5	1.2%
2018	31.7	52.7	\$84.4	1.1%

- (1) Provided by DEFAC from its March 19, 2012 meeting. Includes IFTA/Motor Carrier Fees, vanity tags, record sales, titles and other motor vehicle related fees, net of IFTA and DMV refunds.
- (2) Not pledged by the Authority to secure the Bonds. Excludes the tolls from Route 1 Toll Road and the Delaware Transit Corporation farebox. Includes escheat revenue, real estate lease and sales proceeds, use tax on motor vehicle leases, motor vehicle handling and license fees, and development plan review fees, and various other transfers to the TTF. The BAB Subsidy Payments expected to be received by the Authority are considered Non-Pledged Miscellaneous Transportation Revenues, but have not been included in this table.
- (3) \$40,000,000 escheat revenue added in fiscal 2012 through fiscal 2018. See discussion of escheat revenue under “SECURITY FOR THE BONDS – Non-Pledged Revenue” and footnote (1) to the Base Financial Plan – Capital table under “TRANSPORTATION CAPITAL PROJECTS AND FINANCING PLANS – Current Financial Plan” herein.
- (4) Percent change from fiscal 2011 actual.

Projected Total Revenue Sources

The following table shows in the aggregate for fiscal years 2012 through 2018 the projections of total Pledged Revenue and Non-Pledged Revenue.

Projected Total Revenue Sources⁽¹⁾ (dollars in millions)

<u>Fiscal Year</u>	<u>Pledged Revenue⁽²⁾</u>	<u>Percent Change</u>	<u>Non-Pledged Revenue⁽³⁾</u>	<u>Percent Change</u>	<u>Total</u>	<u>Percent Change</u>
2012	371.7	-1.2% ⁽⁴⁾	96.9	20.8% ⁽⁴⁾	\$468.6	2.7% ⁽⁴⁾
2013	379.9	2.2%	97.7	0.8%	\$477.6	1.9%
2014	389.8	2.6%	98.6	0.9%	\$488.4	2.3%
2015	399.0	2.4%	99.3	0.7%	\$498.3	2.0%
2016	408.4	2.4%	100.0	0.7%	\$508.4	2.0%
2017	418.7	2.5%	100.7	0.7%	\$519.4	2.2%
2018	429.1	2.5%	101.4	0.7%	\$530.5	2.1%

- (1) Delaware Turnpike toll and concession revenue, investment earnings, Route 1 Toll Revenue, motor fuel revenue, motor vehicle document fee revenue, motor vehicle registration fee revenue, Pledged Miscellaneous Transportation Revenue and Non-Pledged Miscellaneous Transportation Revenue projected by DEFAC.
- (2) Includes Delaware Turnpike Revenues, motor fuel tax revenues, motor vehicle document fee revenue, motor vehicle registration fee revenue, Pledged Miscellaneous Transportation Revenue and investment earnings.
- (3) Route 1 Toll Revenue, escheat revenues and other Non-Pledged Miscellaneous Transportation Revenues. See discussion of escheat revenue under "SECURITY FOR THE BONDS – Non-Pledged Revenue" herein. Does not include Delaware Transit Corporation farebox transit revenue. The BAB Subsidy Payments expected to be received by the Authority are considered Non-Pledged Miscellaneous Transportation Revenues, but have not been included in this table. Also, Port of Wilmington loan repayments are not included.
- (4) Percent change from fiscal 2011 actual.

DEBT SERVICE REQUIREMENTS

The following table summarizes debt service requirements for the Authority's outstanding Senior Bonds, as well as the 2012 Bonds in each fiscal year ending June 30 (assuming July 1 payments are made on the previous June 30). No Junior Bonds are outstanding.

Fiscal Year	Prior Outstanding Senior Bonds Debt Service ⁽¹⁾⁽²⁾	2012 Senior Bonds		Total Senior Bonds Debt Service ⁽²⁾
		Principal	Interest	
2012	\$124,059,642	\$0	\$0	\$124,059,642
2013	101,685,809	2,245,000	12,960,078	116,890,887
2014	92,122,109	9,085,000	10,536,350	111,743,459
2015	91,527,959	9,945,000	10,082,100	111,555,059
2016	90,360,259	5,395,000	9,584,850	105,340,109
2017	66,200,759	25,600,000	9,423,000	101,223,759
2018	49,142,215	38,800,000	8,143,000	96,085,215
2019	62,742,615	21,555,000	6,203,000	90,500,615
2020	67,961,838	12,715,000	5,125,250	85,802,088
2021	52,422,663	23,100,000	4,489,500	80,012,163
2022	40,641,533	30,280,000	3,334,500	74,256,033
2023	40,554,085	24,800,000	1,820,500	67,174,585
2024	40,471,925	19,350,000	580,500	60,402,425
2025	52,227,499			52,227,499
2026	39,692,826			39,692,826
2027	29,877,006			29,877,006
2028	29,769,206			29,769,206
2029	26,151,490			26,151,490
2030	7,628,180			7,628,180
Total ⁽³⁾	<u>\$1,105,239,616</u>	<u>\$222,870,000</u>	<u>\$82,282,628</u>	<u>\$1,410,392,244</u>

⁽¹⁾ This column does not include debt service on the Refunded Bonds, except that portion which has already been set aside for payment by the Authority.

⁽²⁾ The interest shown on the above table includes the total amount of interest on the Authority's Build America Bonds issued in 2010, that is, it does not take into account the BAB Subsidy Payments expected to be received.

⁽³⁾ Totals may not add due to rounding.

TRANSPORTATION CAPITAL PROJECTS AND FINANCING PLANS

Capital Transportation Program

The Capital Transportation Program is a six-year planning document which is updated annually by the Department, coordinated with the two Metropolitan Planning Organizations (“MPOs”), approved by the Council on Transportation and the first year of which is authorized by the General Assembly.

The Capital Transportation Program is presented as a plan to the Council on Transportation (the “Council” or “COT”), a nine-member citizen committee created by State law to serve as an advisor with respect to transportation matters to the Governor, the Secretary and the Authority. The Council has final approval of and adopts the Capital Transportation Program after holding public hearings. The Council may make priority changes to the proposed Capital Transportation Program in an open meeting by documenting the reasons and justifications for the changes. If the Council fails to adopt a Capital Transportation Program after a reasonable period of time, the Secretary may, with the approval of the Governor and with forty days prior written notice to the Chairperson of the Council, give final approval to the Capital Transportation Program. The first year is the basis for the Department's portion of the State's annual capital budget, which must be enacted into law before being implemented.

On August 10, 2005, the President signed into law the Safe, Accountable, Flexible, Efficient Transportation Equity Act: A Legacy for Users (“SAFETEA-LU”). With guaranteed funding for highways, highway safety, and public transportation totaling \$244.1 billion, SAFETEA-LU represents the largest surface transportation investment in our American history. The two landmark bills that brought surface transportation into the 21st Century – the Intermodal Surface Transportation Efficiency Act of 1991 (“ISTEA”) and the Transportation Equity Act for the 21st Century (“TEA-21”) shaped the highway program to meet the nation’s changing transportation needs. SAFETEA-LU builds on this firm foundation, supplying the funds and refining the programmatic framework for investments needed to maintain and grow our vital transportation infrastructure. SAFETEA-LU promotes more efficient and effective Federal surface transportation programs by focusing on transportation issues of national significance, while giving State and local transportation decision makers more flexibility for solving transportation problems in their communities.

Based on the revised procedures required by ISTEA, the State and the MPOs are required to seek public input and develop a transportation improvement plan of projects of regional significance which will be funded with federal funds. This plan must assure Clean Air conformity; projects must be prioritized based on criteria established in the ISTEA legislation; and it must include at least a three-year plan (now four years under SAFETEA-LU) of programs. Delaware has two MPOs, one serving the Wilmington urbanized area and representing all of New Castle County; and one serving the Dover urbanized area and which has been modified to represent all of Kent County. Sussex County does not have an urbanized area, and therefore is not represented by an MPO. The Department does, however, work closely with the County Council of Sussex County.

In preparing its capital spending plans through fiscal 2018, the Department has formulated its Capital Transportation Program by purpose and function for all modes of transportation. Listed below are the names and descriptions of each category which include transportation investments for all modes:

<i>Road System:</i>	Improvements to roads, bridges, and adjacent assets;
<i>Grants and Allocations:</i>	Municipal Street Aid and Community Transportation Funds;
<i>Transit System:</i>	Investments in transit services including buses, rail, facilities, and other assets supporting transit users;
<i>Support System:</i>	All other investments in the transportation network including facilities, equipment, information systems, etc.

As described above, the Department prepares estimates of capital needs for the current year and also for the ensuing years in the Capital Transportation Program. The Department, however, cannot undertake or commit to projects in the proposed six-year program without specific authorization by the State.

Capital Program – Long Range Financial Planning

The new Secretary of DeIDOT, Shailen P. Bhatt, brings a new vision to DeIDOT and has stated that his focus will be on the new culture within the agency – both in DeIDOT’s thinking and the way it does business.

In doing this, DeIDOT has introduced its new initiative, “TEAM DeIDOT,” with the intent of revitalizing the organization with through creating a **T**ransparent, **E**fficient, **A**ccountable and **M**easured DeIDOT. The goals of the initiative are as follows:

- *Transparent* – posting property acquisitions on the DeIDOT website for public view;
- *Efficient* – providing quick and precise responses to earthquake and hurricane threats, and ensuring that projects are delivered on time and on budget;
- *Accountable* – providing DeIDOT’s performance metrics with the public via the new “dashboard” on the DeIDOT website; and
- *Measured* – aiming to provide improved customer service which can be measured with established performance metrics.

The Secretary has also proposed a different way of conducting business. Rather than program all of the projects DeIDOT can afford, the new Capital Transportation Program will be based on what DeIDOT can responsively and realistically deliver. The Capital Transportation Program will focus on maintaining the core transportation infrastructure, and maximizing Federal Funds, before considering advancing the Capital Transportation Program. The Secretary is committed to reducing the DeIDOT’s \$1.2 billion debt load and tightening spending priorities. The Secretary intends to maintain a Capital Transportation Program that is “robust, realistic and responsible.”

A new revenue package was implemented in fiscal 2008 and included toll increases on both of Delaware’s toll roads, as well as several Division of Motor Vehicle fee increases, as described in the previous sections. A new non-pledged revenue source was also added to the TTF in the form of a 50% surcharge on traffic violation fines. The Department will continue to work on cutting operating costs by identifying and implementing various cost saving initiatives. Additional revenue enhancements and opportunities are also being explored for future implementation.

Fiscal 2011 Establishment of a Transportation Trust Fund Committee

House Bill No. 500 established a committee to review the current issues facing the department and directed the committee to provide a comprehensive report and recommendations to the Governor and General Assembly by March 31, 2011. An excerpt from the Bill is reprinted below;

Section 112. Transportation Trust Fund. The Department continues to identify significant shortfalls of funding for the Transportation Trust Fund (TTF). The increased demand on the State’s transportation system, limited resources for design and construction for improved safety and increases in the cost of land acquisition, labor and raw materials continue to strain the TTF. Additionally, continued increases in borrowing could affect the current excellent credit rating of the TTF. The Secretary of Transportation, in partnership with the Council on Transportation will establish a small group of individuals to thoroughly explore, examine and evaluate the resource needs for the comprehensive Capital Transportation Program.

The Task Force met their responsibilities and submitted a report as required. Below is a summary of some of the finding in the report. The goal of the TTF Task Force was to provide information on possible additional revenues to address potential gaps in capital funding for the TTF. More importantly, the TTF Task Force recognized the criticality of providing for sustainable long-term transportation funding in order support the infrastructure needs of the State. This infrastructure not only provided safe mobility for travelers in our State but supported economic development and access to jobs, both in the near-term for construction and the long-term viability of the State's economy.

The Task Force held eight meetings and accumulated information regarding the current financial condition, projected needs of the state's transportation infrastructure and analyzed the effects of changes to current revenue streams while they reviewed new revenue alternatives.

The report describes in detail how the TTF reached its current financial condition. It is important to stress that the TTF is not insolvent; it enjoys a healthy credit rating from the major rating agencies and has sufficient room in its critical financial measures, such as coverage ratios and debt tests.

The Fund continues to have a very good credit rating, but it is wise to be cautious of declining revenues. The TTF's financial condition was impacted by a number of variables, including declining revenues due to a poor economy, accelerated growth in infrastructure needs and the accumulated impact of borrowing, even within the 50/50 pay-go requirements, in order to meet annual project costs. Debt is rising and the cost to maintain the infrastructure is exceeding the growth rate of revenue.

Although there is sufficient revenue to cover the TTF's debt requirements and the credit rating is strong, the problem cannot be solved through increased borrowing. Debt service costs currently represent 35% of all operating costs in the TTF. Debt service costs are rising and the useful life of some of the current projects are less than the term of the 20 year debt.

In addition, the TTF Task Force cautions against changes in the pay-as-you-go percentage in determining the amount of borrowing in a given year and Department management agrees. Reducing the use of cash and increasing borrowing to pay for projects will accelerate debt and potentially put the TTF's credit rating in jeopardy. A favorable credit rating is critical to obtaining lower interest rates when borrowing.

It was also pointed out that the Department has made considerable effort over the last two years to reduce operating costs and increase efficiency as part of the Governor's Performance Review process. These actions included reducing consultant costs, reducing overtime, limiting cell phone usage, renegotiating contracts, energy efficiency, eliminating vacant positions, and improved technology and service delivery to increase efficiencies and reduce waste. While the Department continues to review its operations for efficiencies, the cost savings from these actions alone will not close the gap necessary to adequately fund the TTF.

The report provided revenue alternatives to be considered by the Governor and General Assembly to correct a structural problem in the TTF. Among these alternatives were scenarios which depicted various outcomes and allowed for the phasing in of selected revenue options to achieve the desired size of the capital program.

The Task Force solicited diverse ideas from all areas impacting transportation, such as tolls, vehicle fees, transit fares, operational savings and motor fuel taxes. Many of these ideas will require additional research to determine the cost of implementation and any impacts to citizens and users of the system.

The Task Force did not recommend any specific revenue alternatives, but did propose a menu of ideas and prioritized them on the basis of revenue size and each member's viewpoint on the possibility of implementation. The Task Force left the selection of these revenue alternatives for consideration of implementation to the Governor and the General Assembly.

Federal Funds

Level of Funding

The State has benefited from the authorizations granted under TEA-21 and SAFETEA-LU. The State has and will continue to receive on average approximately \$155 million annually in FHWA and Federal Transportation Administration (“FTA”) apportionments under the legislation. The total federal funding anticipated under fiscal 2012-2018 plan will be approximately \$1,466 million.

Application of Innovative Financing Techniques

As part of its capital programming process, the Department is currently reviewing the timing of federal apportionments to determine the potential expanded use of certain innovative financing techniques available with federal funding. The Department is currently making use of “advanced construction” in the programming of federal funds in an effort to accelerate some projects.

The Department has also performed a toll credit analysis and received FHWA approval of \$197.8 million in state toll credits. The State’s credits can be applied toward the non-Federal share of projects authorized under Title 23. The credits may also be used for transit projects authorized by Chapter 53 of Title 49. The Department is currently looking into using these credits on upcoming projects. The Department has identified eligible projects and has received Federal approval of the projects and has started to utilize the credits.

The American Recovery and Reinvestment Act of 2009 (“ARRA”)

The Department has identified eligible projects and has received the necessary approvals to move ahead with capital projects utilizing ARRA funds. Delaware was allocated \$121.9 million for highways, bridges, pedestrian, bicycle and other projects and an additional \$19 million for transit-related projects. The Department anticipates meeting all Federal eligibility guidelines and fully utilizing all available funds.

On February 17, 2010, the Department successfully met the one year deadline to obligate \$142 million of FHWA and FTA stimulus funds.

Details on the ARRA projects can be found on the Departments website under the “Federal Stimulus” tab at <http://www.deldot.gov>.

Grant Anticipation Revenue Vehicle (GARVEE) Bond Issue

In June 2010, the Authority utilized the GARVEE Bond Program, under which the cost of the debt service is paid from federal funds. The GARVEE bonds sold by the Authority are backed by the annual federal appropriations for federal-aid transportation projects and carry a 15-year term. The Authority was able to issue these bonds without the additional backing or pledge of any TTF Revenues.

The Authority sold a total of \$113,490,000 (par value) in bonds, and received an additional \$12,455,753.90 in premiums resulting in total proceeds of just under \$126-million. The net proceeds from the bond sale will be used for the completion of the design and the real estate acquisition for the US-301 Project. As of March 15, 2012, the underlying bond documents pertaining to the GARVEE bonds were amended to allow proceeds of the GARVEE bonds to also be used for payment of the costs associated with the construction and equipping of the US-301 Project.

Through the use of additional innovative credit enhancements, the Department successfully structured the GARVEE bonds to protect the bondholders, preserve the integrity and high credit rating of the TTF and achieve a rating of “AA” and “Aa2” by Standard & Poor’s and Moody’s Investor Services, respectively.

Diamond State Port Corporation

The Capital Transportation Program for fiscal 2002 contained a \$27,500,000 loan which the TTF made to the Diamond State Port Corporation (the "Port Corporation") to enable the Port Corporation to prepay or refinance certain obligations which it owed to the City of Wilmington related to the Port Corporation's acquisition of the Port of Wilmington from the City. The Port Corporation was obligated to repay the loan to the TTF over a 20-year term, which commenced in January, 2003. The Port Corporation has not performed its obligations with respect to the loan.

Effective July 1, 2005, the Port Corporation loan was restructured. Unpaid interest through January 1, 2006, in the amount of \$3,260,013 was capitalized into the loan balance. The interest rate on the restructured loan remained at 4.6%. The loan was to be repaid in 40 semi-annual payments of \$1,168,031, commencing on July 1, 2006, with the final payment to be made January 1, 2026.

Effective July 1, 2006, the Port Corporation loan was restructured again. Interest due on July 1, 2006 and January 1, 2007 was capitalized into the loan balance. \$10,000,000 of the Department's \$60,000,000 General Fund cash support for fiscal year 2007 was deemed to constitute a repayment of principal and interest on behalf of the Port Corporation for the loan. Following the interest capitalization and the \$10,000,000 repayment, the remaining principal balance of the loan was \$21,514,984. The interest rate on the restructured loan remained at 4.6%. The loan was to be repaid in four semi-annual payments of \$500,000, commencing on March 31, 2007, and 40 semi-annual payments of \$808,798, commencing on March 31, 2009, with the final payment to be made on May 31, 2028.

Effective May 31, 2009, the Port Corporation loan was restructured again. Additional unpaid interest through June 1, 2010 of \$811,673 was capitalized into the loan balance. The new interest rate was set at 3.99%, and the loan is to be repaid in 37 semi-annual installments of \$813,870, commencing on March 31, 2011, with the final payment on March 31, 2029.

Due to the multiple restructures and the uncertainty of future payments, the Authority recorded a loss of \$20,297,835 for the year ended June 30, 2010 on the impairment of the loan receivable. This however, will not impede the Authorities ability to receive future loan repayments.

In fiscal 2011, the Port Corporation resumed payments as scheduled. As a result the TTF received a payment of \$1.63 million, of which \$.84 million was interest and \$.79 million was recorded as a collection on the previously written-off loan.

Current Financial Plan

The revenue sources described earlier are combined with the proceeds of the Transportation System Revenue Bonds and support from the federal government to fund the Department's total transportation budget - both operating and capital. The Department updates its six-year financial plan concurrent with the preparation of the annual operating and capital budgets.

The current financial plan assumes that the existing sources of revenues will meet projections without any further increases in the rates.

In the event revenues or other sources fall short of projections, the Department will either request additional revenues from the General Assembly, reduce the transportation program or a combination of both.

The table on the following page shows the anticipated financing plan assuming that the full implementation of the proposed Capital Transportation Program is approved by the State.

Base Financial Plan - Capital
March 2012 DEFAC Spend Plan - FINAL
(\$ in 000s)

<u>Sources of Funds</u>	<u>2012</u>	<u>2013⁽¹⁾</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>
<u>Existing Pledged Revenue</u>							
I-95 Tolls & Concessions	115,800	117,100	119,400	121,700	124,100	126,700	129,200
Motor Fuel Tax Admin.	113,200	115,500	117,800	120,200	122,600	125,100	127,600
DMV Fees	139,200	143,300	147,600	152,100	156,700	161,400	166,300
Interest Income	<u>3,500</u>	<u>4,000</u>	<u>5,000</u>	<u>5,000</u>	<u>5,000</u>	<u>5,500</u>	<u>6,000</u>
Total Pledged Revenue	371,700	379,900	389,800	399,000	408,400	418,700	429,100
<u>Non-Pledged Revenues</u>							
SR I Tolls	44,800	45,500	46,300	46,900	47,500	48,100	48,700
Escheat	40,000	20,000	40,000	40,000	40,000	40,000	40,000
DE Transit (Farebox, FTA, & Other)	17,687	18,785	19,388	19,776	20,171	20,575	20,986
Port of Wilmington - Refinancing	1,628	1,628	1,628	1,628	1,628	1,628	1,628
Build America Bond Subsidy Payment	1,377	1,298	1,298	1,298	1,298	1,298	1,298
Other Transportation Revenue	<u>12,100</u>	<u>12,200</u>	<u>12,300</u>	<u>12,400</u>	<u>12,500</u>	<u>12,600</u>	<u>12,700</u>
Total Non-Pledged Revenue	117,592	99,411	120,914	122,002	123,097	124,201	125,312
Total Sources of Funds	489,292	479,311	510,714	521,002	531,497	542,901	554,412
<u>Uses of Funds</u>							
<u>Debt Service</u>							
DTA Bonds & Notes	126,309	121,965	116,821	111,569	105,352	101,236	96,090
Senior Bonds	126,309	121,965	116,821	111,569	105,352	101,236	96,090
New Debt Service	0	0	2,575	2,575	2,575	2,575	2,575
State G.O. Bonds	<u>377</u>	<u>213</u>	<u>153</u>	<u>108</u>	<u>0</u>	<u>0</u>	<u>0</u>
Total Debt Service	126,686	122,178	119,549	114,252	107,927	103,811	98,665
<u>Operations</u>							
Department Operations	141,818	142,730	147,012	151,422	155,965	160,644	165,463
Delaware Transit Corp. Operations	<u>95,203</u>	<u>97,742</u>	<u>102,629</u>	<u>107,761</u>	<u>113,149</u>	<u>118,806</u>	<u>124,746</u>
Total Operations	237,021	240,472	249,641	259,183	269,114	279,450	290,210
Total Uses of Funds Before Capital	363,707	362,650	369,190	373,435	377,040	383,261	388,874
State Resources Available for Capital	125,585	116,661	141,524	147,567	154,457	159,640	165,538
Beginning Capital Cash Balance	20,000	20,000	20,000	20,000	20,000	20,000	20,000
Carry-over Encumbrance Balance	123,218	63,803	0	0	0	0	0
Federal Funds	195,000	258,011	281,125	227,836	203,561	158,968	141,743
Bond Proceeds	0	0	30,000	0	0	0	0
Total Funds Available for Capital Expenditures	463,803	458,475	472,649	395,403	378,018	338,608	327,281
Less:							
State Capital Expenditures	61,782	116,661	171,524	147,567	154,457	159,640	165,538
Carry-over Encumbrance Spend	123,218	63,803	0	0	0	0	0
Federal Capital Expenditures	184,570	247,029	270,928	216,066	192,575	147,974	130,754
GARVEE Debt-Service (Federal)	10,430	10,982	10,198	11,770	10,986	10,994	10,989
Total Capital Spending	380,000	438,475	452,649	375,403	358,018	318,608	307,281
Ending Capital Cash	83,803	20,000	20,000	20,000	20,000	20,000	20,000
GARVEE Bond Proceeds	111,166	72,166	0	0	0	0	0
GARVEE Capital Expenditures	<u>39,000</u>	<u>72,166</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
GARVEE Ending Capital Cash	72,166	0	0	0	0	0	0
Pay Go Revenue	125,585	116,661	141,524	147,567	154,457	159,640	165,538
State Capital	185,000	180,464	171,524	147,567	154,457	159,640	165,538
Pay Go Percentage	67.9%	64.6%	82.5%	100.0%	100.0%	100.0%	100.0%
Additional Senior Bond Test	2.92	3.08	3.22	3.45	3.74	3.98	4.29

⁽¹⁾ Even though escheat revenues are legislated at \$40 million annually, the Base Plan presented includes \$20 million in escheat revenues in fiscal 2013 to reflect the Governor's Recommended Budget which is proposing a reduced payment in fiscal 2013.

BOOK-ENTRY ONLY SYSTEM

The Depository Trust Company, New York, New York (“DTC”), will act as securities depository for the 2012 Bonds. The 2012 Bonds will be issued as fully-registered bonds registered in the name of Cede & Co. (DTC’s partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered certificate will be issued for each maturity of the 2012 Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

DTC, the world’s largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC’s participants (“Direct Participants”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“DTCC”). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“Indirect Participants”). The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com and www.dtc.org.

Purchases of the 2012 Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the 2012 Bonds on DTC’s records. The ownership interest of each actual purchaser of each 2012 Bond (“Beneficial Owner”) is in turn to be recorded on the Direct and Indirect Participants’ records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the 2012 Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the 2012 Bonds, except in the event that use of the book-entry system for the 2012 Bonds is discontinued.

To facilitate subsequent transfers, all 2012 Bonds deposited by Direct Participants with DTC are registered in the name of DTC’s partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of 2012 Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the 2012 Bonds; DTC’s records reflect only the identity of the Direct Participants to whose accounts such 2012 Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of 2012 Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the 2012 Bonds, such as

redemptions, tenders, defaults, and proposed amendments to the Bond documents. For example, Beneficial Owners of 2012 Bonds may wish to ascertain that the nominee holding the 2012 Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the 2012 Bonds unless authorized by a Direct Participant in accordance with DTC's Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to an issuer as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the 2012 Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Payments of principal, premium, if any, and interest on the 2012 Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the Authority or the Trustee, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with 2012 Bonds held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, Authority or the Trustee, subject to any statutory or regulatory requirements as may be in effect from time to time. Payments of principal, premium, if any, and interest on the 2012 Bonds to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of Authority or the Trustee, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the 2012 Bonds at any time by giving reasonable notice to the Authority or its agent. Under such circumstances, in the event that a successor depository is not obtained, Bond certificates are required to be printed and delivered.

The Authority may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, bond certificates will be prepared and delivered to DTC.

The information in this section concerning DTC and DTC's book-entry system has been obtained from DTC, and the Authority takes no responsibility for the accuracy thereof.

LITIGATION

Except as hereinafter described, there is no litigation pending or, to the knowledge of the Authority, threatened in any court or administrative body, questioning the enforceability of the Act, the statutes imposing the motor fuel taxes, the motor vehicle document fees, the motor vehicle registration fees, the Miscellaneous Transportation Revenue or the transfer of that revenue to the Authority, the existence of the Authority, the validity of the 2012 Bonds, or any proceedings of the Authority taken with respect to the issuance or sale thereof, or seeking to restrain or enjoin the issuance, sale, execution or delivery of the 2012 Bonds or questioning the power of the Authority to collect, pledge and assign revenue of the Delaware Turnpike, or to pay the 2012 Bonds as provided in the Agreement.

The Authority continues to review the impact, if any, of judicial decisions on TTF revenue sources. The Authority plans to take whatever action may be required with respect to any required revisions to the TTF revenue and expenditure plan, with the end result that there will be a revenue neutral impact on the TTF. In the event that any such changes require approval by the State, the Authority expects that the State will enact any such changes requested by the Authority.

INDEPENDENT AUDITORS AND TRANSPORTATION CONSULTANT

The financial statements of the Authority's TTF for fiscal years ending June 30, 2011 and June 30, 2010 included as APPENDIX A to this Official Statement have been examined by KPMG LLP, independent auditors, whose report thereon appears therein. KPMG LLP, the Authority's independent auditor, has not been engaged to perform and has not performed, since the date of its report included herein, any procedures on the financial statements addressed in that report. KPMG LLP has not performed any procedures relating to this Official Statement.

The Transportation Consultant's Report, prepared by SYSTRAmobility, previously known as CITILBAS, Inc., including an Update Letter, prepared by Stantec Consulting Services, Inc., are included as APPENDIX E to this Official Statement. The Transportation Consultant's Report is based on historical data provided by the Authority and the Department of Public Safety and their own forecasts of population, and certain other factors. This report has been included in this Official Statement in reliance on the Transportation Consultant's knowledge and experience in examining and projecting such matters. Unanticipated events and circumstances may occur which would affect the forecasts contained therein. Therefore, the actual results achieved during the forecast period may vary materially from those forecasted.

FINANCIAL ADVISOR

Public Financial Management, Inc. has served as financial advisor to the Authority in connection with the sale of the 2012 Bonds.

VERIFICATION OF MATHEMATICAL COMPUTATIONS

BondResource Partners, LP, a subsidiary of PFM Asset Management LLC, will verify from the information provided to them the mathematical accuracy as of the date of the closing on the 2012 Bonds of (1) the computations contained in the provided schedules to determine that the anticipated receipts from the securities and cash deposits listed in such schedules, to be held in escrow, will be sufficient to pay, when due, the principal, interest and call premium payment requirements of the refunded bonds, and (2) the computations of yield on both the securities and the 2012 Bonds contained in the provided schedules used by Bond Counsel in its determination that the interest on the 2012 Bonds is exempt from tax. BondResource Partners, LP will express no opinion on the assumptions provided to them, nor as to the exemption from taxation of the interest on the 2012 Bonds.

TRUSTEE

The Trustee for the holders of the 2012 Bonds, as well as the Authority's outstanding Senior Bonds, is Wilmington Trust Company. Wilmington Trust Company, as escrow agent, holds funds for the payment of certain defeased indebtedness of the Authority.

RATINGS

The 2012 Bonds have been given a rating of "AA+" by Standard and Poor's Corporation and "Aa2" by Moody's Investors Service, Inc. Reference is made to the manuals of both rating agencies for a complete description of its rating procedures and other rating categories.

A bond rating is not a recommendation to buy, sell or hold bonds. The rating represents a judgment as to the likelihood of timely payment of the 2012 Bonds according to their terms but does not address the likelihood of redemption or other payments of the 2012 Bonds prior to maturity. There is no assurance that any of the ratings will remain in effect for any given period of time or that they will not be revised downward or withdrawn entirely by the rating agency if, in its judgment, circumstances so warrant. Any such downward revision or withdrawal of any of the ratings may have an adverse affect on the market price

or marketability of the 2012 Bonds. Any desired explanation of the significance of such ratings should be obtained from the rating agency furnishing the same.

LEGALITY FOR INVESTMENT

The Act provides that the 2012 Bonds are securities in which all officers of political subdivisions, administrative departments, boards and commissions of the State, all banks, bankers, savings banks and institutions, building and loan associations, trust companies, savings and loan associations, investment companies and other persons carrying on a banking business; all insurance companies, insurance associations and other persons carrying on an insurance business; all administrators, executors, guardians, trustees and other fiduciaries; and all other persons whatsoever who now are or may hereafter be authorized to invest in bonds or other obligations of the State, may properly and legally invest any funds, including capital, belonging to them or within their control.

The Act also provides that the 2012 Bonds may be properly and legally deposited with and received by any officer of the State, or of any political subdivision or agency of the State, for any purpose for which the deposit of bonds or other obligations of the State is now, or may hereafter be, authorized by law.

CONTINUING DISCLOSURE UNDERTAKING

Rule 15c2-12 under the Securities Exchange Act of 1934, as amended, (the "Rule") prohibits an underwriter from purchasing or selling municipal securities, such as the 2012 Bonds, unless it has determined that the issuer of such securities and/or other persons deemed to be material "obligated persons" (each, a "MOP") have committed to provide (i) on an annual basis, certain financial information, including financial information and operating data ("Annual Reports"), to each Nationally Recognized Municipal Securities Information Repository (a "NRMSIR") and the relevant state information repository (if any) and (ii) notice of various events described in the Rule, if material ("Event Notices"), to each NRMSIR or the Municipal Securities Rulemaking Board ("MSRB") and to any such state information repository.

The Authority will agree with the purchasers of the 2012 Bonds, by executing a supplement to the Continuing Disclosure Agreement executed in connection with the issuance of its 1997 Series Bonds prior to the issuance of the 2012 Bonds, to provide Annual Reports with respect to itself to each NRMSIR and to any Delaware information repository that is formed. The Authority has determined that there currently is no other MOP for purposes of the Rule. The Authority will provide Event Notices to the MSRB and to any Delaware information repository.

On December 5, 2008, the Securities and Exchange Commission amended the Rule by replacing the four NRMSIRs with the Electronic Municipal Market Access System ("EMMA") created by the MSRB beginning July 1, 2009. Pursuant to the supplement to the Continuing Disclosure Agreement, the Authority shall file, or cause to be filed, with EMMA any filing required or permitted under the Continuing Disclosure Agreement

Effective December 1, 2010, the Securities and Exchange Commission amended the Rule to, among other things, make certain changes to the type of events that give rise to Event Notices. The Supplement to Continuing Disclosure Agreement (the "2010 Supplement"), which was executed prior to the issuance of the Authority's Transportation System Senior Revenue Bonds, Series 2010, amends the Authority's Continuing Disclosure Agreement so that it is compliant with the amended Rule. A form of the Continuing Disclosure Agreement, together with the 2010 Supplement thereto, appears as APPENDIX C to this Official Statement.

The Authority has complied with all of its obligations under continuing disclosure agreements to which it is a party in each of the past five years.

TAX MATTERS

Tax Exemption-Opinion of Bond Counsel

The Internal Revenue Code of 1986, as amended (the “Code”) contains provisions relating to the tax-exempt status of interest on obligations issued by governmental entities which apply to the 2012 Bonds. These provisions include, but are not limited to, requirements relating to the use and investment of the proceeds of the 2012 Bonds and the rebate of certain investment earnings derived from such proceeds to the United States Treasury Department on a periodic basis. These and other requirements of the Code must be met by the Authority subsequent to the issuance and delivery of the 2012 Bonds in order for interest thereon to be and remain excludable from gross income for purposes of federal income taxation. The Authority has made covenants to comply with such requirements.

In the opinion of Bond Counsel, interest on the 2012 Bonds is not includable in gross income for purposes of federal income taxation under existing statutes, regulations, rulings and court decisions. The opinion of Bond Counsel is subject to the condition that the Authority comply with all applicable federal income tax law requirements that must be satisfied subsequent to the issuance of the 2012 Bonds in order that interest thereon continues to be excluded from gross income. Failure to comply with certain of such requirements could cause the interest on the 2012 Bonds to be so includable in gross income retroactive to the date of issuance of the 2012 Bonds. The Authority has covenanted to comply with all such requirements. Interest on the 2012 Bonds is not treated as an item of tax preference under Section 57 of the Code for purposes of the individual and corporate alternative minimum taxes; however, under the Code, to the extent that interest on the 2012 Bonds is a component of a corporate holder’s “adjusted current earnings”, a portion of that interest may be subject to the corporate alternative minimum tax. Bond Counsel expresses no opinion regarding other federal tax consequences relating to the 2012 Bonds or the receipt of interest thereon. See discussion of “Alternative Minimum Tax”, “Branch Profits Tax”, “S Corporations with Passive Investment Income”, “Social Security and Railroad Retirement Benefits”, “Deduction for Interest Paid by Financial Institutions to Purchase or Carry Tax-Exempt Obligations”, “Property or Casualty Insurance Company” and “Accounting Treatment of Amortizable Bond Premium” below.

In the opinion of Bond Counsel, under existing law, the 2012 Bonds, the interest on the 2012 Bonds and their transfer shall be exempt from taxation by The State of Delaware and its political subdivisions, except for estate, inheritance or gift taxes imposed by The State of Delaware.

Alternative Minimum Tax

The Code includes, for purposes of the corporate alternative minimum tax, a preference item consisting of, generally, seventy-five percent of the excess of a corporation’s “adjusted current earnings” over its “alternative minimum taxable income” (computed without regard to this particular preference item and the alternative tax net operating loss deduction). Thus, to the extent that tax-exempt interest (including interest on the 2012 Bonds) is a component of a corporate holder’s “adjusted current earnings”, a portion of that interest may be subject to an alternative minimum tax.

Branch Profits Tax

Under the Code, foreign corporations engaged in a trade or business in the United States will be subject to a “branch profits tax” equal to thirty percent (30%) of the corporation’s “dividend equivalent amount” for the taxable year. The term “dividend equivalent amount” includes interest on tax-exempt obligations.

S Corporations with Passive Investment Income

Section 1375 of the Code imposes a tax on the income of certain small business corporations for which an S Corporation election is in effect, and that have “passive investment income”. For purposes of

Section 1375 of the Code, the term “passive investment income” includes interest on the 2012 Bonds. This tax applies to an S Corporation for a taxable year if the S Corporation has Subchapter C earnings and profits at the close of the taxable year and has gross receipts, more than twenty-five percent (25%) of which are “passive investment income”. Thus, interest on the 2012 Bonds may be subject to federal income taxation under Section 1375 of the Code if the requirements of that provision are met.

Social Security and Railroad Retirement Benefits

Under Section 86 of the Code, certain Social Security and Railroad Retirement benefits (the “benefits”) may be includable in gross income. The Code provides that interest on tax-exempt obligations (including interest on the 2012 Bonds) is included in the calculation of “modified adjusted gross income” in determining whether a portion of the benefits received are to be includable in gross income of individuals.

Deduction for Interest Paid by Financial Institutions to Purchase or Carry Tax-Exempt Obligations

The Code, subject to limited exceptions not applicable to the 2012 Bonds, denies the interest deduction for indebtedness incurred or continued to purchase or carry tax-exempt obligations, such as the 2012 Bonds. With respect to banks, thrift institutions and other financial institutions, the denial to such institutions is one hundred percent (100%) for interest paid on funds allocable to the 2012 Bonds and any other tax-exempt obligations acquired after August 7, 1986.

Property or Casualty Insurance Company

The Code also provides that a property or casualty insurance company may also incur a reduction, by a specified portion of its tax-exempt interest income, of its deduction for losses incurred.

Accounting Treatment of Amortizable Bond Premium

All of the 2012 Bonds are hereinafter referred to as the “Premium Bonds”. An amount equal to the excess of the initial public offering price of a Premium Bond set forth on the cover page over its stated redemption price at maturity constitutes premium on such Premium Bond. A purchaser of a Premium Bond must amortize any premium over such Premium Bond's term using constant yield principles, based on the purchaser's yield to maturity. As premium is amortized, the purchaser's basis in such Premium Bond is reduced by a corresponding amount, resulting in an increase in the gain (or decrease in the loss) to be recognized for federal income tax purposes upon a sale or disposition of such Premium Bond prior to its maturity. Even though the purchaser's basis is reduced, no federal income tax deduction is allowed.

Purchasers of Premium Bonds, whether at the time of initial issuance or subsequent thereto, should consult their own tax advisors with respect to the determination and treatment of premium for federal income tax purposes and with respect to state and local tax consequences of owning Premium Bonds.

APPROVAL OF LEGAL PROCEEDINGS

The authorization and issuance of the 2012 Bonds are subject to the issuance of a legal opinion as to validity by Bond Counsel, Saul Ewing LLP, Wilmington, Delaware, whose legal opinion will be available at the time of the delivery of the 2012 Bonds. A Deputy Attorney General of the State will approve certain legal matters for the Authority.

The agreement of the Authority with the holders of the 2012 Bonds is set forth in full in the Agreement, and neither any advertisement of the 2012 Bonds nor this Official Statement is to be construed as constituting an agreement with the purchasers of the 2012 Bonds. So far as any statements are made in this Official Statement involving estimates, projections or matters of opinion, whether or not expressly so stated, they are intended merely as such and not as representations of fact.

The execution and distribution of this Official Statement by the undersigned and its distribution to prospective purchasers has been duly authorized by the Authority.

DELAWARE TRANSPORTATION AUTHORITY

By: Secretary of Department of Transportation

/s/ _____

Director of Finance

/s/ _____

Transportation Trust Fund Administrator

/s/ _____

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APPENDIX A

Delaware Transportation Authority
Transportation Trust Fund
General Purpose Financial Statements
Years Ended June 30, 2011
and June 30, 2010

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**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Financial Statements

June 30, 2011 and 2010

(With Independent Auditors' Report Thereon)

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Table of Contents

	Page
Management’s Discussion and Analysis	1
Independent Auditors’ Report	6
Financial Statements:	
Balance Sheets	8
Statements of Revenues, Expenses, and Change in Net Assets	10
Statements of Cash Flows	11
Notes to Financial Statements	13
Required Supplementary Information	
Supplementary Information for Governments that Use the Modified Approach for Infrastructure Assets	30
Additional Information	
Balance Sheet in Accordance with Trust Agreement	33
Statement of Revenues, Expenses, and Change in Net Assets in Accordance with Trust Agreement	35
Statement of Cash Flows in Accordance with Trust Agreement	37
Schedule of Revenue Bonds Outstanding – June 30, 2011	39
Schedule of Revenue Bonds Outstanding – June 30, 2010	40
Statements of Operating Revenues and Expenses – Expressways Operations/Toll Administration	41
Schedules of Cash Basis Expenditures Compared to Budget – Expressways Operations/Toll Administration	42
Schedule of Revenue Bond Coverage	43

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Management's Discussion and Analysis

June 30, 2011 and 2010

This section of the Delaware Transportation Authority (the Authority) Transportation Trust Fund's (the Trust Fund) annual financial statements presents our discussion and analysis of the Trust Fund's financial performance during the fiscal year ended June 30, 2011.

Background

In 1987, to facilitate the Authority's development of a unified transportation system in the State of Delaware (the State) and to take advantage of the Authority's broad financing powers, the Trust Fund was created to consolidate and dedicate transportation-related revenue to transportation projects and to provide a flexible mechanism to handle the increasing funding requirements over time for all transportation projects in the State. The Trust Fund is the State's financing vehicle for transportation, operating, and capital expenditures. Funding for such expenditures is derived from bond proceeds, excess Trust Fund revenue, and cash balances.

The Trust Fund has pledged the following revenue to secure their outstanding bonds: Motor Fuel Taxes, Delaware Turnpike Tolls and Concessions, Motor Vehicle Document and Registration Fees, Miscellaneous Transportation Revenue, including operator license and titling fees, and investment earnings. Route 1 (SR-1) toll road revenue and certain miscellaneous revenues, including transfers from the State of Delaware General Fund, have not been pledged and, therefore, are not used to secure the Trust Fund's bonds.

Financial Highlights

- I-95 tolls decreased by \$3.5 million to \$115.9 million, a 2.9% decrease over fiscal year 2010. This was primarily due to reduced traffic volume as a result of high fuel prices. SR-1 revenues remained virtually flat for fiscal year 2011 as compared to fiscal year 2010.
- Motor vehicle document fee revenue increased by \$9.9 million to \$68.3 million, a 17.0% increase over fiscal year 2010. This was primarily due to increased auto sales as economic conditions began to improve. Document fee revenues increased by 3.9% from fiscal year 2009 to fiscal year 2010 as a result of fee increases and increased auto sales resulting from the federal Car Allowance Rebate System program.
- Motor vehicle registration fee revenue increased by \$2.7 million to \$47.2 million, a 6.1% increase over fiscal year 2010. This follows an increase of 2.8% from fiscal year 2009 to fiscal year 2010. Both increases were primarily the result of increased auto sales.

Overview of the Financial Statements

The financial section of this annual report consists of five parts: 1) management's discussion and analysis (this section), 2) the basic financial statements, 3) notes to the financial statements, 4) required supplementary information, and 5) additional information.

The financial statements provide both long-term and short-term information about the Trust Fund's overall financial status. The financial statements also include notes that explain some of the information in the financial statements and provide more detailed data. The statements are followed by a section of other supplementary information that further explains and supports the information in the financial statements.

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Management's Discussion and Analysis

June 30, 2011 and 2010

The Trust Fund's financial statements are prepared in conformity with accounting principles generally accepted in the United States of America (GAAP) as applied to government units on an accrual basis. Under this basis, revenues are recognized in the period in which they are earned, expenses are recognized in the period in which they are incurred, and depreciation of assets is recognized in the statements of revenues, expenses, and change in net assets.

Financial Analysis of the Trust Fund

Balance Sheets

The Trust Fund's total assets increased 7.1% to \$1,646.3 million at June 30, 2011, compared to \$1,537.3 million at June 30, 2010, and \$1,483.1 million at June 30, 2009. Total liabilities increased 2.5% to \$1,303.1 million at June 30, 2011, compared to \$1,271.2 million at June 30, 2010, and \$1,230.0 million at June 30, 2009. Net assets at June 30, 2011 increased 29.0% to \$343.2 million, compared to \$266.1 million at June 30, 2010, and \$253.1 million at June 30, 2009.

	Transportation trust fund's net assets			Percentage change 2011-2010	Percentage change 2010-2009
	2011	2010	2009		
	(Dollars in millions)				
Current assets	\$ 403.2	339.2	295.2	18.9%	14.9%
Capital assets	1,165.2	1,136.0	1,107.8	2.6	2.5
Other noncurrent assets	77.9	62.1	80.1	25.4	(22.5)
Total assets	<u>\$ 1,646.3</u>	<u>1,537.3</u>	<u>1,483.1</u>	7.1	3.7
Current liabilities	\$ 133.6	127.3	132.2	4.9%	(3.7)%
Revenue bonds payable	1,133.3	1,110.5	1,068.5	2.1	3.9
Other noncurrent liabilities	36.2	33.4	29.3	8.4	14.0
Total liabilities	<u>\$ 1,303.1</u>	<u>1,271.2</u>	<u>1,230.0</u>	2.5	3.3
Net assets:					
Invested in capital assets, net of debt	\$ 62.2	40.2	11.0	54.7%	265.5%
Restricted	170.8	159.9	164.0	6.8	(2.5)
Unrestricted	110.2	66.0	78.1	67.0	(15.5)
Total net assets	<u>\$ 343.2</u>	<u>266.1</u>	<u>253.1</u>	29.0	5.1

The increase in current assets is attributed to the larger cash and cash equivalents balance as a result of delays in the capital program causing a decrease in capital spending during the fiscal year 2011. During fiscal year 2010, the increase is attributed to unspent bond proceeds from the Grant Anticipation Revenue Vehicle (GARVEE) bond issuance, which caused larger investment balances. The increase in other noncurrent assets in 2011 is due to holding longer term investments, while the decrease in other noncurrent assets in 2010 is primarily due to recording a loss of \$20.3 million for the Trust Fund's loan to the Diamond State Port Corporation. The small increase in liabilities during fiscal year 2011 is primarily attributed to escrow deposits relating to the GARVEE bond debt-service and an increase in revenue bonds payable from the issuance of Series 2010A and 2010B bonds during 2011.

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Management's Discussion and Analysis

June 30, 2011 and 2010

Change in Net Assets

Total net assets at June 30, 2011 were \$343.2 million, compared to \$266.1 million at June 30, 2010, and \$253.1 million at June 30, 2009. Total operating revenues increased 2.8% to \$425.6 million for fiscal year 2011, compared to \$414.0 million for fiscal year 2010, and \$415.4 million for fiscal year 2009. Total operating expenses decreased 0.8% to \$340.5 million for fiscal year 2011, compared to \$343.1 million for fiscal year 2010, and \$399.1 million for fiscal year 2009.

	Transportation trust fund's net assets			Percentage change 2011-2010	Percentage change 2010-2009
	2011	2010	2009		
	(Dollars in millions)				
Operating revenues:					
Turnpike revenue	\$ 115.9	119.4	121.2	(2.9)%	(1.5)%
Motor fuel tax	113.7	112.9	114.6	0.7	(1.5)
Motor vehicle document fee	68.3	58.4	56.2	17.0	3.9
Motor vehicle registration fee	47.2	44.5	43.3	6.1	2.8
Other motor vehicle revenue	24.6	22.8	22.5	7.9	1.3
International Fuel Tax Agreement	2.9	2.9	4.9	0.0	(40.8)
Toll revenue – SR-1	44.4	45.5	44.5	(2.4)	2.2
Miscellaneous	8.6	7.6	8.2	13.2	(7.3)
Total operating revenues	<u>425.6</u>	<u>414.0</u>	<u>415.4</u>	2.8	(0.3)
Operating expenses:					
Toll operations expenses	16.6	17.9	16.9	(7.3)	5.9
Capital preservation and operations	250.2	251.5	310.4	(0.5)	(19.0)
DTC operations	73.5	73.5	71.6	0.0	2.7
Depreciation	0.2	0.2	0.2	0.0	0.0
Total operating expenses	<u>340.5</u>	<u>343.1</u>	<u>399.1</u>	(0.8)	(14.0)
Operating income (loss)	85.1	70.9	16.3	20.0	335.0
Nonoperating expenses – net	(35.2)	(61.3)	(34.8)	(42.6)	76.1
Transfers	<u>27.2</u>	<u>3.4</u>	<u>3.2</u>	700.0	6.2
Change in net assets	77.1	13.0	(15.3)	493.1	(185.0)
Total net assets, beginning of year	<u>266.1</u>	<u>253.1</u>	<u>268.4</u>	5.1	(5.7)
Total net assets, end of year	<u>\$ 343.2</u>	<u>266.1</u>	<u>253.1</u>	29.0	5.1

Despite the continued poor economy and spikes in fuel prices, several revenue categories increased over last fiscal year. All Department of Motor Vehicle revenue categories experienced revenue growth for the second straight year, driven primarily by increased auto sales. Registration fee revenue increased by 6.1%, document fee revenue increased by 17.0% and the “other” motor vehicle revenue category grew by 7.9%. These increases were partially offset by a decrease in turnpike revenues of 2.9% as a result of decreased traffic on I-95.

Total operating expenses for fiscal year 2011 were relatively flat as compared to 2010. Operating expenses decreased 14.0% from 2009 to 2010 as a result of reduced capital preservation spending.

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Management's Discussion and Analysis

June 30, 2011 and 2010

Net nonoperating expenses for fiscal year 2011 decreased by 42.6%, as compared to an increase of 76.1% during 2010. These changes were primarily as a result of recording a one-time loss of \$20.3 million for the Trust Fund's loan to the Diamond State Port Corporation during 2010.

During fiscal year 2011, the following transfers were received from the State's General Fund: \$24.0 million in support was received after being suspended in fiscal years 2008, 2009 and 2010, \$0.3 million collected by the Division of Revenue from motor vehicle dealer fees and \$2.9 million in General Fund support for the Department of Motor Vehicles (DMV). In fiscal year 2010, the Division of Revenue transfer was also \$0.3 million and the DMV support transfer was \$2.8 million. In fiscal year 2010, the Trust Fund also had a one-time transfer of \$0.3 million from the Department of Transportation (the Department).

Capital Assets and Debt Administration

Capital Assets

As of June 30, 2011, the Trust Fund had invested \$1,168.7 million in capital assets, including roads, bridges, buildings, land, and equipment for Delaware's two toll roads. Net of accumulated depreciation, the Trust Fund's net capital assets at June 30, 2011 totaled \$1,165.2 million. This amount represents a net increase (including additions and disposals, net of depreciation) of \$29.2 million, primarily for the US 301 project.

The State is using the "modified approach" for determining condition assessments on their roads and bridges. The modified approach requires that the State initially set a percentage benchmark for maintaining their infrastructure in good or better condition and report at least every three years on their condition assessments.

It is the Department's policy to maintain at least 85% of its highway system at a fair or better condition rating and 75% of its bridge system at a good or better condition rating as follows:

The condition of the road pavement is measured using the Overall Pavement Condition (OPC) system, which is based on the extent and severity of various pavement distresses that are visually observed. The OPC system uses a measurement scale that is based on a condition index ranging from 0 for poor pavement to 5 for pavement in excellent condition.

The condition of the bridges is measured using the "Bridge Condition Rating" (BCR), which is based on the Federal Highway Administration's (FHWA) Coding Guide, "Recording and Coding Guide for the Structure Inventory and Appraisal of the Nation's Bridges." The BCR uses a measurement scale that is based on a condition index ranging from 0 to 4 for substandard bridges to 9 for bridges in perfect condition. For reporting purposes, substandard bridges are classified as those with a rating of 4 or less. The good or better condition bridges are taken as those with ratings of 6 to 9, with 5 being assessed a fair rating.

The Department performs condition assessments of eligible infrastructure assets at least every three years.

At December 31, 2009, 99.8% of the Trust Fund's roadway condition assessments were in the fair or better category, a 7.9% increase over 2008. 4.69 miles, or 3.9%, of the roadways were unrated due to construction in 2008. In 2009, all lane miles were rated. No roadway condition assessment was performed at December 31, 2010. At December 31, 2010, 92.3% of the bridge structures were in the good or better category, a small decrease from the prior year at 93.2%, and 93.4% of the bridge deck ratings were in the good or better category, down from 96.6% in the prior year.

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Management's Discussion and Analysis

June 30, 2011 and 2010

Debt Administration

Transportation Systems Revenue Bonds are issued with the approval of the State and the State's Bond Issuing Officers (the Governor, the Secretary of Finance, the Secretary of State, and the State Treasurer) to finance improvements to the State's transportation systems. Approval by the General Assembly of the State is not required for the Authority to issue bonds to refund any of its bonds provided that a present value debt service savings is achieved in such refunding. The sales must comply with the rules and regulations of the United States Treasury Department and the United States Securities and Exchange Commission.

At June 30, 2011, the Authority had \$1,210.9 million in revenue bonds outstanding, a 2.3% increase from June 30, 2010. During fiscal year 2011, the Authority issued senior revenue bonds for \$47.7 million and senior revenue Build America Bonds (BAB) for \$72.1 million. The \$47.7 million issuance provided for the advanced refunding of \$20.6 million in existing bonds and \$27.1 million in new money. Of the thirteen outstanding senior bond issues, all insured bonds are rated AAA by S&P and Aaa by Moody's; and the uninsured bonds are rated AA+ and Aa2, respectively. The GARVEE Bond, 2010 Series, is uninsured and is rated AA and Aa2 by S&P and Moody's respectively.

Next Year's Budget

The Department's fiscal year 2012 Operating Annual Budget adopted by the General Assembly in June 2011 totals \$354.0 million and the fiscal year 2012 Capital Improvements Act totals \$219.5 million in State-authorized funds. The Capital Improvements Act authorizes funding of the following improvements: \$165.9 million of Road System, \$20.1 million of Grants and Allocations, \$5.2 million of Transit System, and \$28.3 million for Support System. The spending of these capital authorizations will occur over several years. The Capital Transportation Plan (CTP) spending forecast for fiscal year 2012 is \$534.6 million, inclusive of \$298.9 and \$235.7 million in state and federal funds, respectively. The State forecast includes \$47.8 million in GARVEE spending.

Contacting the Trust Fund's Financial Management

This financial report is designed to provide bondholders, patrons, and other interested parties with a general overview of the Trust Fund's finances and to demonstrate the Trust Fund's accountability for the money it receives. If you have questions about this report or need additional financial information, contact the Delaware Department of Transportation, Finance Unit, P.O. Box 778, Dover, DE 19903.



KPMG LLP
 1601 Market Street
 Philadelphia, PA 19103-2499

Independent Auditors' Report

The Board of Directors
 Delaware Transportation Authority
 Transportation Trust Fund
 Dover, Delaware

We have audited the accompanying balance sheet of the State of Delaware Transportation Trust Fund (TTF), a subsidiary of Delaware Transportation Authority, which is a blended component unit of the State of Delaware, as of June 30, 2011 and 2010, and the related statements of revenue, expenses and changes in net assets and cash flows for the years then ended. These financial statements are the responsibility of TTF management. Our responsibility is to express opinions on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the TTF's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As discussed in note 1, the financial statements present only the State of Delaware Transportation Trust Fund and do not purport to, and do not, present fairly the financial position of the State of Delaware, as of June 30, 2011 and 2010, and the changes in its financial position for the years then ended in conformity with U.S. generally accepted accounting principles.

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the State of Delaware Transportation Trust Fund as of June 30, 2011 and 2010, and the changes in its financial position and cash flows for the years then ended in conformity with U.S. generally accepted accounting principles.

Management's discussion and analysis and required supplementary information for governments that use the modified approach for infrastructure assets on pages 1 through 5 and 30 through 31 are not a required part of the basic financial statements but are supplementary information required by the Governmental Accounting Standards Board. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise TTF's financial statements. The additional information, Balance Sheet in accordance with Trust Agreement, Statement of Revenues, Expenses, and Changes in Net Assets in accordance with Trust Agreement, Statement of Cash Flows in accordance with Trust Agreement, Schedules of Revenue Bonds



Outstanding (June 30, 2011 and 2010), Statements of Operating Revenues and Expenses – Expressway Operations/Toll Administration, Schedule of Cash Balance Expenditures Compared to Budget – Expressway Operations/Toll Administration, and Schedule of Revenue Bond Coverage, presented on pages 33 through 43 is presented for purposes of additional analysis and is not a required part of the financial statements.

KPMG LLP

November 15, 2011

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Balance Sheets

June 30, 2011 and 2010

Assets	2011	2010
Current assets:		
Cash and cash equivalents:		
Unrestricted	\$ 17,501,798	9,325,259
Restricted	64,042,007	268
Investments – at fair value:		
Unrestricted	127,815,239	87,592,054
Restricted	185,341,783	234,806,892
Accrued interest receivable	694,941	487,572
Accounts receivable	7,563,858	6,747,093
Bond issuance costs – net of accumulated amortization	263,205	226,029
Total current assets	403,222,831	339,185,167
Noncurrent assets:		
Capital assets:		
Infrastructure and land	1,160,554,034	1,131,204,770
Buildings and land improvements	8,136,689	8,136,689
	1,168,690,723	1,139,341,459
Less: accumulated depreciation	3,489,513	3,297,296
Capital assets	1,165,201,210	1,136,044,163
Investments – at fair value:		
Unrestricted	12,749,614	10,157,658
Restricted	62,906,082	49,798,310
Bond issuance costs – net of accumulated amortization and current portion	2,182,781	2,101,043
Total noncurrent assets	1,243,039,687	1,198,101,174
Total assets	\$ 1,646,262,518	1,537,286,341

See accompanying notes to financial statements.

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Balance Sheets

June 30, 2011 and 2010

Liabilities and Net Assets	2011	2010
	<u> </u>	<u> </u>
Current liabilities:		
Accounts payable	\$ 6,086,929	11,005,265
Accrued payroll payable	446,758	403,501
Compensated absences payable	53,629	59,705
Customer toll deposits	10,788,734	7,330,574
Deferred revenue	—	2,983,466
Escrow deposits	3,612,108	—
General obligation bonds payable	346,503	663,330
Revenue bonds payable – net of deferred amounts on refunding	75,960,451	71,489,182
Bond issue premium – net of accumulated amortization	7,952,314	7,548,149
Interest payable	28,400,631	25,800,022
	<u>133,648,057</u>	<u>127,283,194</u>
Total current liabilities		
Noncurrent liabilities:		
Compensated absences – net of current portion	260,051	307,090
Return of Federal Funds	5,999,719	—
General obligation bonds payable – net of current portion	441,481	787,984
Revenue bonds payable – net of deferred amounts on refunding and current portion	1,133,291,243	1,110,523,675
Bond issue premium – net of accumulated amortization and current portion	29,450,245	32,296,132
	<u>1,169,442,739</u>	<u>1,143,914,881</u>
Total noncurrent liabilities		
Total liabilities	1,303,090,796	1,271,198,075
Net assets:		
Invested in capital assets – net of related debt	62,163,744	40,209,286
Restricted	170,782,875	159,900,968
Unrestricted	110,225,103	65,978,012
	<u>343,171,722</u>	<u>266,088,266</u>
Total net assets		
Total liabilities and net assets	<u>\$ 1,646,262,518</u>	<u>1,537,286,341</u>

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Statements of Revenues, Expenses, and Change in Net Assets

Years ended June 30, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Operating revenues:		
Pledged revenue:		
Turnpike revenue	\$ 115,895,081	119,398,945
Motor fuel tax revenue	113,753,475	112,888,804
Motor vehicle document fee revenue	68,347,132	58,353,219
Motor vehicle registration fee revenue	47,171,633	44,524,380
Other motor vehicle revenue	24,586,694	22,815,458
International Fuel Tax Agreement revenue	2,859,019	2,850,720
Total pledged revenue	<u>372,613,034</u>	<u>360,831,526</u>
Toll revenue – Delaware SR-1	44,429,312	45,502,245
Property management revenue	—	411,321
Railway tolls	1,270,118	924,356
Traffic violations	4,348,989	3,353,947
Miscellaneous	2,942,043	2,941,008
Total operating revenues	<u>425,603,496</u>	<u>413,964,403</u>
Operating expenses:		
Expressways operations/toll administration and interstate operating expenses	16,594,681	17,888,822
Expenses in accordance with Trust Agreement:		
Transportation capital preservation and operations	250,162,909	251,461,465
Delaware Transit Corporation operations	73,524,092	73,525,141
Depreciation	192,217	194,012
Total operating expenses	<u>340,473,899</u>	<u>343,069,440</u>
Operating income	85,129,597	70,894,963
Nonoperating revenues (expenses):		
Pledged revenue – income from investments	3,573,314	2,302,349
Net increase (decrease) in the fair value of investments	(973,326)	563,456
Loss on note receivable	—	(20,297,835)
Bad debt recovery	788,914	—
Federal grants	7,801,534	—
Interest income	—	38,089
Interest expense	(46,469,920)	(43,920,676)
Excess of nonoperating expenses over nonoperating revenues	<u>(35,279,484)</u>	<u>(61,314,617)</u>
Income before transfers	49,850,113	9,580,346
Transfer from Delaware Department of Transportation	—	289,380
Transfer from State General Fund	27,233,343	3,111,602
Change in net assets	<u>77,083,456</u>	<u>12,981,328</u>
Total net assets – beginning of year	<u>266,088,266</u>	<u>253,106,938</u>
Total net assets – end of year	<u>\$ 343,171,722</u>	<u>266,088,266</u>

See accompanying notes to financial statements.

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Statements of Cash Flows

Years ended June 30, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Cash flows from operating activities:		
Receipts from customers	\$ 426,499,231	414,374,557
Payments to employees	(6,060,388)	(6,432,274)
Payments to suppliers	<u>(333,149,769)</u>	<u>(338,952,992)</u>
Net cash provided by operating activities	87,289,074	68,989,291
Cash flows from noncapital financing activities:		
Transfers from State General Fund	27,233,343	3,111,602
Transfers from Delaware Department of Transportation	<u>—</u>	<u>289,380</u>
Net cash provided by noncapital financing activities	27,233,343	3,400,982
Cash flows from capital and related financing activities:		
Payments of revenue bond principal	(71,760,000)	(74,380,000)
Payment to escrow agent for refunding of revenue bonds	(21,057,176)	—
Proceeds from revenue bond sale	119,835,000	113,490,000
Payments of general obligation bond principal	(663,330)	(655,587)
Premium from revenue bond sale	6,988,431	12,455,754
Bond issuance costs from revenue bond sale	(362,312)	(926,913)
Federal reimbursement of debt service	7,801,534	—
Acquisition of capital assets	(29,349,264)	(28,432,107)
Payments of interest	<u>(52,835,053)</u>	<u>(50,971,923)</u>
Net cash used in capital and related financing activities	(41,402,170)	(29,420,776)
Cash flows from investing activities:		
Repayment on loan receivable	—	1,294,686
Collection on loans previously written off	788,914	—
Escrow deposits received	2,374,302	—
Purchase of investments	(4,126,922,516)	(3,622,350,856)
Proceeds from sale of investments	4,119,491,386	3,573,707,668
Interest received	<u>3,365,945</u>	<u>2,620,988</u>
Net cash used in investing activities	<u>(901,969)</u>	<u>(44,727,514)</u>
Net increase (decrease) in cash and cash equivalents	72,218,278	(1,758,017)
Cash and cash equivalents – beginning of year	<u>9,325,527</u>	<u>11,083,544</u>
Cash and cash equivalents – end of year	<u>\$ 81,543,805</u>	<u>9,325,527</u>

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Statements of Cash Flows

Years ended June 30, 2011 and 2010

	2011	2010
Reconciliation of operating income to net cash provided by operating activities:		
Operating income	\$ 85,129,597	70,894,963
Adjustments to reconcile operating income to net cash provided by operating activities:		
Depreciation	192,217	194,012
Changes in assets and liabilities:		
(Increase) decrease in accounts receivable	(816,765)	434,521
Decrease in accounts payable	(4,918,336)	(2,436,437)
Decrease in accrued payroll and related expenses	(9,858)	(73,401)
Increase (decrease) in customer toll deposits	3,458,160	(24,367)
Decrease in deferred revenue	(1,745,660)	—
Increase in claims and judgments	5,999,719	—
Net cash provided by operating activities	\$ 87,289,074	68,989,291
Supplemental disclosure of noncash investing and capital and related financing activities:		
Loss on Diamond State Port Corporation loan	\$ —	20,297,835

See accompanying notes to financial statements.

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Notes to Financial Statements

June 30, 2011 and 2010

(1) Organization and Trust Agreements

(a) Organization

The Delaware Transportation Authority (the Authority) is a body corporate and politic constituting an instrumentality of the State of Delaware (the State). The Department of Transportation (the Department) has overall responsibility for coordinating and developing comprehensive, balanced transportation planning and policy for the State. The Authority assists in the implementation of this policy and has the power to develop a unified system of air, water, vehicular, and specialized transportation in the State, subject to oversight by the Department and the State.

To assist the Authority in financing a unified transportation system, the State created a Transportation Trust Fund (the Trust Fund), within the Authority, under the Transportation Trust Fund Act of 1987 (the TTF Act). The underlying purpose of the TTF Act and the Trust Fund is to address the growing urgency to provide additional means to finance the maintenance and development of the integrated highway, air, and water transportation system in the State for the economic benefit of the State and for the welfare and safety of the users of the transportation system. The primary funding of the Trust Fund comes from motor fuel taxes, motor vehicle document fees, motor vehicle registration fees, and other transportation-related fees, which are imposed and collected by the State and transferred to the Trust Fund. The State has irrevocably pledged, assigned, and continuously appropriated to the Trust Fund these taxes and fees. The other major sources of revenue for the Trust Fund are the Delaware Turnpike and the Delaware SR-1 Toll Roads, both of which the Authority owns and operates. The Authority may apply Trust Fund revenue for transportation projects, subject to the approval of the State, and may pledge any or all of this revenue to secure financing for these projects.

The TTF Act also granted the Authority the power to issue bonds payable from and secured by the revenues pledged and assigned to the Trust Fund.

(b) Trust Agreements

The Trust Agreements in effect at June 30, 2011 and 2010 are the Motor Fuel Tax Revenue Bond Trust Agreement (the Motor Fuel Tax Agreement), dated September 1, 1981, as supplemented, and the Transportation Trust Fund Agreement (the Trust Agreement), dated August 1, 1988, as supplemented.

The Trust Agreement is a bond indenture, intended to ensure payment to bondholders through assets and revenues pledged to the Trust Fund. Pledged revenues fund certain accounts created under Section 4.02 of the Trust Agreement and, to the extent those revenues are not needed for that purpose, they are deposited, lien-free, to the Trust Fund Surplus pledged revenues and nonpledged revenues of the Trust Fund may be used to fund the operations of the Department.

The provisions of the Motor Fuel Tax Agreement and the Trust Agreement govern the disposition of revenues and other income and prescribe certain accounting practices, including the conditions for transfer of monies among the various funds and accounts held by the Authority or the Trustee and the use of such funds.

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Notes to Financial Statements

June 30, 2011 and 2010

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

The Authority operates as an enterprise fund. The Authority's financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. Under this method, revenues are recorded when earned, and expenses are recorded at the time liabilities are incurred, regardless of the timing of the related cash flows.

(b) Cash and Cash Equivalents

Cash and cash equivalents consist of demand deposits, short-term money market securities, and other deposits held by financial institutions, generally with original maturities of three months or less.

(c) Allowance for Doubtful Accounts

Accounts receivable are expected to be fully collectible at June 30, 2011 and 2010, and accordingly, a provision for uncollectible accounts has not been established.

(d) Investments

Investments are recorded at their fair value. Investments at June 30, 2011 and 2010 consisted of United States Government Obligations and Commercial Paper classified as "Qualified Investments" by the Trust Agreement.

(e) Management Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(f) Financial Accounting Standards Board (FASB) Pronouncements

The Authority has elected not to apply FASB pronouncements issued after November 30, 1989.

(g) Capital Assets

Capital assets, which include buildings, land, land improvements, and infrastructure assets (such as roads and bridges, which are normally immovable and of value only to the State), are reported in the enterprise fund financial statements.

It is the policy of the State to capitalize land and buildings, regardless of cost, to capitalize improvements to land and buildings when the costs of projects exceed \$100,000, and to capitalize infrastructure when the costs of individual items or projects exceed \$1 million. The Trust Fund follows the State's policy with the exception of improvements to land and buildings, which are capitalized, regardless of cost.

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Notes to Financial Statements

June 30, 2011 and 2010

Such assets are recorded at historical cost or estimated historical cost if original cost is not determinable. Donated capital assets are recorded at estimated fair market value at the time of the donation. Buildings and land improvements are depreciated on a straight-line basis.

For assets not part of infrastructure, the costs of normal maintenance and repairs that do not add to the value of the asset or materially extend asset lives are not capitalized.

For infrastructure, the State uses the “modified approach” to account for roads and bridges, as provided by Governmental Accounting Standards Board (GASB) Statement No. 34, *Basic Financial Statements – and Management’s Discussion and Analysis – for State and Local Governments*. Under this process, the Authority does not record depreciation expense or the amounts expended in connection with improvements to these assets capitalized, unless the improvements expand the capacity or efficiency of an asset. Utilization of this approach requires the Authority to: 1) commit to maintaining and preserving affected assets at or above a condition level established by the Department, 2) maintain an inventory of the assets and perform periodic condition assessments to ensure that the condition level is being maintained, and 3) make annual estimates of the amounts that must be expended to maintain and preserve assets at the predetermined condition levels.

The Authority maintains two asset management systems, one for the roads and one for the bridges. The Authority completes condition assessments on its roads and bridges at least every three years.

Buildings and land improvements are depreciated using the straight-line method over the following estimated useful lives:

	Years
Assets:	
Buildings	40
Land improvements	15

(h) *Compensated Absences*

Compensated absences are absences for which Expressways Operations/Toll Administration employees will be paid, such as vacation and sick leave. A liability for compensated absences that are attributable to services already rendered and that are not contingent on a specific event that is outside the control of the Expressways Operations/Toll Administration and its employees is accrued as employees earn the rights to the benefits. Compensated absences that relate to future services or that are contingent on a specific event that is outside the control of the Expressways Operations/Toll Administration and its employees are accounted for in the period in which such services are rendered or such events take place.

(i) *Bond Issue Premiums and Issuance Costs*

Amortization of bond issue premiums/discounts and issuance costs is provided using the effective-interest method over the life of the bond issue. Net amortization resulted in \$9,186,755 and \$7,753,720 of reductions of interest expense in 2011 and 2010, respectively.

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Notes to Financial Statements

June 30, 2011 and 2010

(j) Revenues and Expenses

The Authority defines nonoperating revenues as investment and interest income, federal reimbursements of debt service, and collections on loans previously written off. All other revenues are derived from normal operations of the Authority. Nonoperating expenses are defined as interest expense and loan losses. All other expenses are a result of normal operations.

(3) Cash and Investments

(a) Cash Management Policy and Investment Guidelines

The policy for the investment of the Authority's funds is the responsibility of the Cash Management Policy Board (the Board). The Board, created by State law, establishes policies for, and the terms, conditions, and other matters relating to, the investment of all money belonging to the Authority. Under the Board's *Statement of Objectives and Guidelines for the Investment of State of Delaware Funds* (the Policy), all deposits and investments of the Authority are categorized as "Authority Accounts." Investments of the Authority are further restricted to "Qualified Investments" as defined in the Trust Agreement.

As defined by the Policy, the investment objectives of Authority Accounts include maximizing yield and maintaining the safety of principal. At June 30, 2011 and 2010, investments of the Authority are primarily in U.S. government Securities, U.S. government Agency Securities, and Commercial Paper rated in the highest rating category by either Moody's or Standard & Poor's. All of these meet the objectives defined by the Policy and are Qualified Investments in accordance with the Trust Agreement.

The Policy is available on the Internet at <http://delcode.delaware.gov/title29/c061/index.shtml>.

(b) Custodial Credit Risk

Deposits

The carrying amounts of the Authority's deposits at June 30, 2011 and 2010 were \$79,298,942 and \$9,325,527, respectively, and the bank balances were \$78,287,983 and \$8,397,210, respectively. The differences between bank balances and carrying amounts resulted from outstanding checks and deposits in transit. The entire bank balances at June 30, 2011 and 2010 of \$78,287,983 and \$8,397,210, respectively, were covered by federal depository insurance or by collateral held by the Authority's Trustee, in the Authority's name, in accordance with the Policy and the Trust Agreement. At June 30, 2010, federal depository insurance covered \$250,000. At June 30, 2011, non-interest bearing accounts had unlimited federal depository insurance coverage, and interest-bearing accounts were covered by federal depository insurance for \$250,000.

Investments

Investments of the Authority are stated at fair value, which approximates cost. At June 30, 2011 and 2010, all of the Authority's investments were insured or registered with securities held by the Authority or the counterparty in the Authority's name.

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Notes to Financial Statements

June 30, 2011 and 2010

(c) Interest Rate Risk

Interest rate risk is the risk that changes in interest rates of debt investments will adversely affect the value of an investment. The Policy provides that maximum maturity for investments in Authority accounts, at the time of purchase, shall not exceed ten years, except when it is prudent to match a specific investment instrument with a known specific future liability, in which case the maturity limitation shall match the maturity of the corresponding liability.

The following tables present a listing of directly held investments and related maturities.

Investment type	June 30, 2011			
	Fair value	Investment maturities (in years)		
		Less than 1	1 – 5	6 – 10
U.S. Government Securities	\$ 29,973,391	17,589,824	11,200,135	1,183,432
U.S. Government Agency Securities	123,509,799	60,337,517	33,988,759	29,183,523
Commercial Paper	235,329,528	235,229,681	99,847	—
	<u>\$ 388,812,718</u>	<u>313,157,022</u>	<u>45,288,741</u>	<u>30,366,955</u>

Investment type	June 30, 2010			
	Fair value	Investment maturities (in years)		
		Less than 1	1 – 5	6 – 10
U.S. Government Securities	\$ 73,824,463	59,750,617	10,218,537	3,855,309
U.S. Government Agency Securities	128,467,338	82,585,216	38,582,048	7,300,074
Commercial Paper	180,063,113	180,063,113	—	—
	<u>\$ 382,354,914</u>	<u>322,398,946</u>	<u>48,800,585</u>	<u>11,155,383</u>

(d) Credit Risk

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. The Authority follows the Policy and the Trust Agreement by investing only in authorized securities. The Authority's general investment policy for credit risk is to apply the prudent-person rule. Investments are made as a prudent person would be expected to act, with discretion and intelligence, to seek reasonable income, preserve capital, and in general, avoid speculative investments.

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Notes to Financial Statements

June 30, 2011 and 2010

In addition, the Trust Agreement limits investments in Commercial Paper to those with a Moody's rating of P-1 or a Standard & Poor's rating of A-1 for short-term investments. The Trust had investments in Commercial Paper of \$235,329,528 and \$180,063,113 at June 30, 2011 and 2010, respectively. All Commercial Paper held was short-term and rated in accordance with the Trust Agreement.

At June 30, 2011, the investments in U.S. government Agency Securities all carried the highest rating by Moody's and Standard & Poor's, and investments in U.S. government Securities were considered risk-free. Subsequent to June 30, 2011, Standard & Poor's downgraded its credit rating on U.S. government and Government Agency Securities from AAA to AA+. Standard & Poor's was the only major rating agency to downgrade U.S. government debt, and market participants have continued to invest in U.S. securities. Management believes that the downgrade poses no additional risk to the Trust Fund.

(e) Investments in Excess of 5%

The following issuers have investments at fair value in excess of 5% of the investment portfolio at June 30, 2011:

Federal National Mortgage Association	\$	65,198,365	17%
Federal Home Loan Mortgage Corporation		58,311,163	15
BNP Paribas Finance Inc		29,207,828	8
General Electric Capital Corp		22,610,223	6

(f) Investment Commitments

The Authority has made no investment commitments as of June 30, 2011.

(4) Accounts Receivable

Balances in accounts receivable were as follows at June 30:

	<u>2011</u>	<u>2010</u>
Concessions	\$ 284,456	203,954
Railway tolls	—	565,000
DMV direct access	629,899	593,637
Traffic violations revenues	612,000	388,346
Miscellaneous revenues	—	355,811
E-ZPass revenues	6,037,503	4,640,345
	<u>\$ 7,563,858</u>	<u>6,747,093</u>

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Notes to Financial Statements

June 30, 2011 and 2010

(5) Capital Assets

Capital asset activity for the year ended June 30, 2011 was as follows:

	<u>Beginning balance</u>	<u>Increases</u>	<u>Decreases</u>	<u>Ending balance</u>
Capital assets not being depreciated:				
Infrastructure	\$ 991,418,421	29,349,264	—	1,020,767,685
Land	139,786,349	—	—	139,786,349
	<u>\$ 1,131,204,770</u>	<u>29,349,264</u>	<u>—</u>	<u>1,160,554,034</u>
Capital assets being depreciated:				
Buildings	\$ 7,972,765	—	—	7,972,765
Land improvements	163,924	—	—	163,924
	8,136,689	—	—	8,136,689
Less accumulated depreciation for buildings and land improvements	<u>3,297,296</u>	<u>192,217</u>	<u>—</u>	<u>3,489,513</u>
Total capital assets being depreciated, net	<u>\$ 4,839,393</u>	<u>(192,217)</u>	<u>—</u>	<u>4,647,176</u>

Capital asset activity for the year ended June 30, 2010 was as follows:

	<u>Beginning balance</u>	<u>Increases</u>	<u>Decreases</u>	<u>Ending balance</u>
Capital assets not being depreciated:				
Infrastructure	\$ 966,704,939	24,713,482	—	991,418,421
Land	136,357,104	3,429,245	—	139,786,349
	<u>\$ 1,103,062,043</u>	<u>28,142,727</u>	<u>—</u>	<u>1,131,204,770</u>
Capital assets being depreciated:				
Buildings	\$ 7,683,385	289,380	—	7,972,765
Land improvements	163,924	—	—	163,924
	7,847,309	289,380	—	8,136,689
Less accumulated depreciation for buildings and land improvements	<u>3,103,284</u>	<u>194,012</u>	<u>—</u>	<u>3,297,296</u>
Total capital assets being depreciated, net	<u>\$ 4,744,025</u>	<u>95,368</u>	<u>—</u>	<u>4,839,393</u>

Depreciation expense was \$192,217 and \$194,012 for fiscal years 2011 and 2010, respectively.

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Notes to Financial Statements

June 30, 2011 and 2010

(6) Changes in Long-Term Liabilities

Long-term liability activity for the year ended June 30, 2011 was as follows:

	<u>Beginning balance</u>	<u>Additions</u>	<u>Reductions</u>	<u>Ending balance</u>	<u>Due within one year</u>
Bonds payable:					
Revenue bonds, gross	\$ 1,183,365,000	119,835,000	(92,320,000)	1,210,880,000	76,320,000
Deferred amount on refunding	(1,352,143)	(610,702)	334,539	(1,628,306)	(359,549)
Revenue bonds, net	1,182,012,857	119,224,298	(91,985,461)	1,209,251,694	75,960,451
General obligation bonds	1,451,314	—	(663,330)	787,984	346,503
Bond issue premium, net of accumulated amortization	39,844,281	6,988,432	(9,430,154)	37,402,559	7,952,314
Return of Federal funds	—	7,999,719	(2,000,000)	5,999,719	—
Compensated absences	366,795	—	(53,115)	313,680	53,629
Long-term liabilities \$	<u>1,223,675,247</u>	<u>134,212,449</u>	<u>(104,132,060)</u>	<u>1,253,755,636</u>	<u>84,312,897</u>

Long-term liability activity for the year ended June 30, 2010 was as follows:

	<u>Beginning balance</u>	<u>Additions</u>	<u>Reductions</u>	<u>Ending balance</u>	<u>Due within one year</u>
Bonds payable:					
Revenue bonds, gross	\$ 1,144,255,000	113,490,000	(74,380,000)	1,183,365,000	71,760,000
Deferred amount on refunding	(1,642,175)	—	290,032	(1,352,143)	(270,818)
Revenue bonds, net	1,142,612,825	113,490,000	(74,089,968)	1,182,012,857	71,489,182
General obligation bonds	2,106,901	—	(655,587)	1,451,314	663,330
Bond issue premium, net of accumulated amortization	35,270,060	12,455,754	(7,881,533)	39,844,281	7,548,149
Compensated absences	385,686	—	(18,891)	366,795	59,705
Long-term liabilities \$	<u>1,180,375,472</u>	<u>125,945,754</u>	<u>(82,645,979)</u>	<u>1,223,675,247</u>	<u>79,760,366</u>

The Authority is responsible for liquidating all long-term liabilities.

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Notes to Financial Statements

June 30, 2011 and 2010

(7) Return of Federal Funds

During fiscal years 1992 – 1995, the Department participated in the Federal Highway Administration’s (FHWA) Right-of-Way (ROW) Revolving Fund program and received a total of \$7,999,719 to be used for the Advanced Right-of-Way Corridor Preservation project on SR-1. One parcel of land was purchased using the ROW funds but was subsequently sold. Due to the inability of the Department to commence a qualifying project within the required 10 years of FHWA apportionment, the funds must be repaid to the FHWA.

The Department has agreed upon a payment plan with FHWA where all of the funds will be returned by the end of fiscal year 2015 in accordance with the years of obligation. The first payment of \$2 million was paid in June, 2011. \$3 million is expected to be paid in July, 2013 with the balance being paid in July, 2015.

(8) General Obligation Bonds Outstanding

General obligation bonds outstanding at June 30, 2011 and 2010 are detailed as follows:

Sale #	Description and interest rates	Maturity date (fiscal year)	Balance outstanding	
			June 30	
			2011	2010
194	GO 2005B, 5.00%	2015	\$ 473,708	587,160
191	GO + Refunding 2004A, 3.00% – 6.00%	2014	45,050	60,066
188	GO Refunding 2003B, 4.00% – 5.00%	2012	216,376	698,388
185	GO + Refunding 2002A, 4.00% – 5.25%	2013	52,850	105,700
	Totals		787,984	1,451,314
	Less current portion		346,503	663,330
	Long-term portion		\$ 441,481	787,984

The general obligation bonds are direct obligations of the State of Delaware and are secured by the full faith and credit of the State. Only that portion of the bonds attributable to the Trust Fund has been reflected in these financial statements.

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Notes to Financial Statements

June 30, 2011 and 2010

The annual requirement to amortize all general obligation bonds payable as of June 30, 2011 was as follows:

	<u>Principal maturity</u>	<u>Interest maturity</u>	<u>Total</u>
Year ending June 30:			
2012	\$ 346,503	30,923	377,426
2013	195,189	17,951	213,140
2014	142,866	9,777	152,643
2015	103,426	4,137	107,563
	<u>\$ 787,984</u>	<u>62,788</u>	<u>850,772</u>

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Notes to Financial Statements

June 30, 2011 and 2010

(9) Revenue Bonds Outstanding

Revenue bonds outstanding at June 30, 2011 and 2010 are detailed as follows:

Date of issue/ maturity	Amount of original issue	Description and fixed interest rates	Balance outstanding	
			June 30	
			2011	2010
Senior bonds:				
2000/2020	83,995,000	Transportation System Senior Revenue Bonds, 2000 Series, 5.50%	\$ —	3,910,000
2001/2021	85,000,000	Transportation System Senior Revenue Bonds, 2001 Series, 4.50% – 5.00%	—	24,415,000
2002/2022	173,680,000	Transportation System Senior Revenue Bonds, 2002 Series B, 4.00% – 5.25%	94,215,000	98,245,000
2003/2023	277,210,000	Transportation System Senior Revenue Bonds, 2003 Series, 4.50% – 5.00%	126,955,000	153,305,000
2004/2024	167,550,000	Transportation System Senior Revenue Bonds, 2004 Series, 4.00% – 5.00%	145,205,000	149,330,000
2005/2025	150,000,000	Transportation System Senior Revenue Bonds, 2005 Series, 4.25% – 5.00%	134,245,000	139,510,000
2006/2026	127,445,000	Transportation System Senior Revenue Bonds, 2006 Series, 3.50% – 5.00%	111,600,000	116,240,000
2007/2021	87,890,000	Transportation System Senior Revenue Bonds, 2007A Series, 4.00 – 5.00%	70,945,000	79,280,000
2008/2028	84,720,000	Transportation System Senior Revenue Bonds, 2008A Series, 4.00 – 5.00%	77,275,000	82,450,000

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Notes to Financial Statements

June 30, 2011 and 2010

Date of issue/ maturity	Amount of original issue	Description and fixed interest rates	Balance outstanding	
			June 30	
			2011	2010
Senior bonds:				
2008/2029	\$ 117,875,000	Transportation System Senior Revenue Bonds, 2008B Series, 4.00%– 5.00%	\$ 114,135,000	117,875,000
2009/2029	105,315,000	Transportation System Senior Revenue Bonds, 2009A Series, 5.00%	105,315,000	105,315,000
2010/2019	47,715,000	Transportation System Senior Revenue Bonds, 2010A Series, 2.50% – 5.00%	47,715,000	—
2010/2030	72,120,000	Transportation System Senior Revenue Bonds, 2010B Series, 3.95% – 5.80%	72,120,000	—
GARVEE bonds:				
2010/2025	113,490,000	Transportation System Grant Anticipation Bonds, 2010 Series, 2.00% – 5.00%	111,155,000	113,490,000
		Totals, gross	1,210,880,000	1,183,365,000
		Less deferred amount on refunding	1,628,306	1,352,143
		Totals, net	1,209,251,694	1,182,012,857
		Less current portion	75,960,451	71,489,182
		Long-term portion	\$ 1,133,291,243	1,110,523,675

The Transportation System Senior Revenue Bonds have fixed interest rates and are limited obligations of the Authority secured only by the pledged revenues of the Authority. The pledged revenues of the Authority were as follows at June 30:

	2011	2010
Pledged operating revenues	\$ 372,613,034	360,831,526
Investment income	3,573,314	3,116,721
	\$ 376,186,348	363,948,247

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Notes to Financial Statements

June 30, 2011 and 2010

The Transportation System GARVEE Bonds have fixed interest rates and are limited obligations of the Authority secured by and payable solely from the annual federal appropriation for the State's federal-aid transportation projects. On average, the State has been apportioned approximately \$131 million in federal highway aid annually over the past five fiscal years. At that level, principal and interest payments on the GARVEE bonds are expected to require approximately 8% of pledged federal highway aid annually. While the Authority believes that sufficient pledged federal highway aid will be available during the term of the bonds to meet all required principal and interest payments, various factors beyond the Authority's control may impact the ability to make all payments when due, including, but not limited to, subsequent reauthorizations of federal highway aid and federal budgetary limitations.

The revenue bonds do not constitute a debt of the State or of any political subdivision thereof, or a pledge of the general taxing power or the faith and credit of the State or of any such political subdivision.

The Authority had a total of \$235,628,520 and \$200,199,267 in authorized but unissued revenue bonds at June 30, 2011 and 2010, respectively, to fund a portion of the Department of Transportation Capital Improvement Program.

The annual requirement to amortize all revenue bonds payable as of June 30, 2011 was as follows:

	<u>Principal maturity</u>	<u>Interest maturity</u>	<u>Total</u>
Year(s) ending June 30:			
2012	\$ 76,320,000	56,411,305	132,731,305
2013	83,230,000	52,211,545	135,441,545
2014	82,160,000	48,135,226	130,295,226
2015	82,650,000	44,187,406	126,837,406
2016	80,450,000	40,293,701	120,743,701
2017 – 2021	380,170,000	145,796,916	525,966,916
2022 – 2026	308,335,000	63,457,527	371,792,527
2027 – 2031	117,565,000	12,549,795	130,114,795
	<u>\$ 1,210,880,000</u>	<u>463,043,421</u>	<u>1,673,923,421</u>

On December 9, 2010, the Trust Fund issued \$47,715,000 of Transportation System Senior Revenue Bonds, 2010A Series to provide \$27,155,000 in new proceeds for transportation projects and \$20,560,000 for an advance refunding of the following Transportation System Senior Revenue Bonds:

2001 Series	\$ 20,560,000
-------------	---------------

The refunding was undertaken to reduce the total future debt service payments. The transaction resulted in an economic gain of \$2,430,367 and a reduction of \$2,631,383 in future debt service payments.

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Notes to Financial Statements

June 30, 2011 and 2010

(10) Debt Defeasance

The Authority has defeased various bond issues by creating separate irrevocable trust funds. New debt had been issued and the proceeds had been used to purchase U.S. government Securities that were placed in the trust funds. The investments and fixed earnings from the investments are sufficient to fully service the defeased debt until the debt is called or matures.

For financial reporting purposes, the debt has been considered defeased and, therefore, removed as a liability. As of June 30, 2011 and 2010, the amount of defeased debt outstanding amounted to \$62,106,800 and \$151,610,621, respectively.

(11) Designated Net Assets

For operations, unrestricted net assets designated by management were as follows at June 30:

	2011	2010
DTC Transit Fund:		
Unexpended appropriations authorized by the State Budget Bills were carried forward as a designated net asset. For the years ended June 30, 2011 and 2010, the DTC Transit Fund expended authorized appropriations amounting to \$73,524,092 and \$73,525,141, respectively. The remaining totals of budgeted appropriations to be paid in future periods are:	\$ 164,289	162,180
Other Transportation Funds:		
Authorized appropriations expended to fund State highway administration, planning, operating costs, and Expressways Operations/Toll Administration operations for the years ended June 30, 2011 and 2010 were \$134,286,958 and \$140,825,431, respectively. Unexpended appropriations have been designated for approved expenses and are classified as designated net assets in the amounts of:	14,988,801	12,937,820
Total designated net assets	\$ 15,153,090	13,100,000

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Notes to Financial Statements

June 30, 2011 and 2010

(12) Restricted Net Assets

Restricted net assets were as follows at June 30:

	<u>2011</u>	<u>2010</u>
Rebate Fund:		
Amounts generated from operations to meet future arbitrage rebate requirements	\$ 994,570	461,864
Debt Service Funds:		
Amounts generated from operations required by the Trust Agreement to be provided to meet current principal and interest payments	101,774,934	94,910,090
Debt Reserve Funds:		
Amounts generated from operations required by the Trust Agreement to be provided as a reserve for future principal and interest payments	<u>68,013,371</u>	<u>64,529,014</u>
Total restricted net assets	<u>\$ 170,782,875</u>	<u>159,900,968</u>

(13) International Registration Plan

The Department participates in the International Registration Plan (IRP) pursuant to Section 4008 of the Intermodal Surface Transportation Efficiency Act (ISTEA) of 1991. ISTEA requires jurisdictions to join base state agreements for the collection and distribution of commercial vehicle registration fees. IRP is an agreement among member jurisdictions whereby commercial registration fees are collected and reallocated based on a proration of miles traveled in each jurisdiction.

Net revenues recorded during fiscal years 2011 and 2010 were \$9,006,644 and \$8,277,904, respectively. IRP fees were included in motor vehicle registration fee revenue.

(14) International Fuel Tax Agreement

The Department of Transportation participates in the International Fuel Tax Agreement (IFTA). IFTA is an agreement among member jurisdictions whereby commercial license fees are collected and reallocated based on a proration of miles traveled in each jurisdiction. Net revenues recorded during fiscal years 2011 and 2010 were \$2,859,018 and \$2,850,720, respectively.

(15) Retirement Benefits

Essentially all full-time Expressways Operations/Toll Administration employees are covered under the State of Delaware Defined Benefit Pension Plan (the Pension Plan), which is administered by the Office of Pension and Investments. The Pension Plan is contributory, and employees contribute 3% of the portion of their monthly compensation that exceeds \$6,000 per calendar year. Contributions by the Expressways

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Notes to Financial Statements

June 30, 2011 and 2010

Operations/Toll Administration are based on percentages of total employee compensation as specified by the Office of Pension and Investments.

In addition to the Pension Plan contribution disclosed above, the Trust Fund makes contributions to finance the costs of Post Retirement Increases (PRI) and Retiree Health Insurance (RHI). PRI are granted by the General Assembly to members retired under the State Employees' Plan. The funding mechanism allows the State to appropriate actuarially determined employer contributions to a separate PRI fund administered by the Pension Board. When the Legislature grants an ad hoc increase, the actuarial impact of the increase is funded over five years.

The State also provides other postemployment benefits (OPEB), in accordance with State statute, to all employees who retire after meeting certain eligibility requirements. The expenses for this benefit are recognized as RHI contributions are made; no allocation of the statewide Annual Required Contribution (ARC) that is in excess of the RHI is made to the Trust Fund.

The trend information for the current and preceding two years was as follows as of June 30:

Fiscal year	Annual retirement expense	Pension plan	Employer contribution rate		Total
			PRI	RHI	
2011	\$ 591,590	8.30%	0.81%	8.09%	17.20%
2010	558,297	6.71	1.40	7.16	15.27
2009	636,174	6.68	2.20	6.99	15.87

The State does not maintain the Pension Plan and OPEB information by agency, and therefore, the Expressways Operations/Toll Administration's portion of the Pension Plan's net assets available for benefits, percentage of annual pension cost contributed, and the actuarial present value of vested and nonvested accumulated plan benefits is not readily determinable.

Detailed information concerning the State of Delaware "State Employees Pension Plan" is presented in its publicly available annual basic financial statements, which can be obtained by writing the State Board of Pension Trustees and Office of Pensions, McArdle Building, Suite #1, 860 Silver Lake Boulevard, Dover, DE 19904-2402.

Information regarding the OPEB valuation is available in the State of Delaware comprehensive annual financial report.

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Notes to Financial Statements

June 30, 2011 and 2010

(16) Transfers

The following is a summary of transfers during the years ended June 30:

	2011	2010
Amounts transferred from State General Fund:		
Amounts transferred to the Revenue Fund:		
Division of Revenue, Motor Vehicle Dealer/Lessor License, and Document Fees	\$ —	153,239
Amounts transferred to the Trust Fund:		
Division of Motor Vehicles	2,950,000	2,842,000
Division of Revenue, Motor Vehicle Dealer/Lessor License, and Document Fees	283,343	116,363
Supplemental appropriation from fiscal year Bond Bill	14,000,000	—
Supplemental appropriation from fiscal year Grant-in-Aid Bill	10,000,000	
	\$ 27,233,343	3,111,602
Amounts transferred from Delaware Department of Transportation:		
Amounts transferred to the Trust Fund:		
Buildings and land improvements	\$ —	289,380

(17) Related Party Transactions

Per the terms of the Trust Agreement, the Trust Fund is responsible for reimbursing the State for the Department's operating, maintenance, and capital expenses financed by the State's General Fund. In addition, the Trust Fund is responsible for maintaining funds appropriated by the General Assembly for the Delaware Transit Corporation (DTC), and reimbursing DTC for its operating and capital expenses up to the total amount of the appropriated funds. Total reimbursements for the years ended June 30, 2011 and 2010 were \$323,687,001 and \$324,986,606, respectively. These amounts are included under the caption "Expenses in accordance with Trust Agreement" in the accompanying statements of revenues, expenses, and change in net assets.

(18) Commitments and Contingencies

The Authority had contractual commitments of \$36,122,879 for construction of various highway projects at June 30, 2011. Current and future appropriations will fund these commitments as work is performed.

(19) Risk Management

The Authority is exposed to various risks of loss related to workers' compensation, healthcare, automobile, and casualty claims. The Authority is a participant in the State of Delaware's Risk Management Program, which covers all claim settlements and judgments out of its General Fund. The Authority pays premiums to the General Fund for this coverage.

REQUIRED SUPPLEMENTARY INFORMATION

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Supplementary Information for Governments
that Use the Modified Approach for Infrastructure Assets

June 30, 2011 and 2010

Bridge condition assessments		Structural rating numbers and percentages for bridges					
BCR condition rating		2010		2009		2008	
		Number	Percentage	Number	Percentage	Number	Percentage
Good	6 – 9	108	92.3%	110	93.2%	108	90.8%
Fair	5	9	7.7	8	6.8	10	8.4
Poor	0 – 4	—	—	—	—	1	0.8
Totals		<u>117</u>	<u>100.0%</u>	<u>118</u>	<u>100.0%</u>	<u>119</u>	<u>100.0%</u>
		2010		2009		2008	
OPC condition rating		Square feet	Percentage	Square feet	Percentage	Square feet	Percentage
Good	6 – 9	1,525,483	93.4%	1,578,689	96.6%	1,578,689	96.6%
Fair	5	108,306	6.6	55,994	3.4	55,994	3.4
Poor	0 – 4	0	—	—	—	—	—
Totals		<u>1,633,789</u>	<u>100.0%</u>	<u>1,634,683</u>	<u>100.0%</u>	<u>1,634,683</u>	<u>100.0%</u>
Roadway condition assessments		Centerline mile numbers and percentages for roadway					
BCR condition rating		2009		2008		2007	
		Centerline mile	Percentage	Centerline mile	Percentage	Centerline mile	Percentage
Good	3.0 – 5.0	119.59	99.3%	106.08	88.1%	104.96	87.2%
Fair	2.5 – 3.0	0.57	0.5	4.61	3.8	4.98	4.1
Poor	Below 2.5	0.24	0.2	5.02	4.2	2.91	2.4
Under construction	Unrated	—	—	4.69	3.9	7.55	6.3
Totals		<u>120.40</u>	<u>100.0%</u>	<u>120.40</u>	<u>100.0%</u>	<u>120.40</u>	<u>100.0%</u>

Comparison of Estimated-to-Actual Maintenance/Preservation (in thousands)*

	2011	2010	2009	2008	2007
Estimated	\$ 27,565	\$ 114	\$ 564	\$ 440	\$ 2,502
Actual	38,622	375	834	605	4,970

* The estimated expenditure represents annual Bond Bill authorizations. The actual expenditure represents the current year spending, which includes cumulative authorizations.

The condition of road pavement is measured using the Overall Pavement Condition (OPC) system, which is based on the extent and severity of various pavement distresses that are visually observed. The OPC system uses a measurement scale that is based on a condition index ranging from 0 for poor pavement to 5 for pavement in excellent condition.

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Supplementary Information for Governments
that Use the Modified Approach for Infrastructure Assets

June 30, 2011 and 2010

The condition of bridges is measured using the “Bridge Condition Rating” (BCR), which is based on the FHWA Coding Guide, “Recording and Coding Guide for the Structure Inventory and Appraisal of the Nation’s Bridges.” The BCR uses a measurement scale that is based on a condition index ranging from 0 to 9: 0 to 4 for substandard bridges and 9 for bridges in perfect condition. For these reporting purposes, substandard bridges were classified as those with a rating of 4 or less. The good or better condition bridges were taken as those with ratings of 6 to 9. A 5 rating is considered fair. The information is taken from past “Bridge Inventory Status” reports.

It is the State’s policy to maintain at least 85% of its highways at a fair or better condition level and 75% of its bridge systems at a good or better condition level. No more than 10% of bridges and 15% of roads should be in substandard condition. Currently, bridge condition assessments are conducted every two years. Historically, road condition assessments were conducted every year. Recent changes to the road condition vendor contract have resulted in the inability to provide infrastructure ratings for fiscal year 2011. The Department’s assessment plan will ensure that all infrastructure assets are assessed and evaluated within the three year period. Due to the timing of these condition assessments, information for the fiscal year ended June 30, 2011 is not available.

ADDITIONAL INFORMATION

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Balance Sheet in Accordance with Trust Agreement

June 30, 2011

(With Comparative Totals for June 30, 2010)

	Operations	Trust Holdings	Debt reserve	(memorandum only) 2011	Totals 2010
Current assets:					
Cash and cash equivalents:					
Unrestricted	\$ 17,403,346	98,452	—	17,501,798	9,325,259
Restricted	—	63,830,954	211,053	64,042,007	268
Investments – at fair value:					
Unrestricted	46,030,123	81,785,116	—	127,815,239	87,592,054
Restricted	431,430	177,842,109	7,068,244	185,341,783	234,806,892
Accrued interest receivable	1,711	241,441	451,789	694,941	487,572
Accounts receivable	6,951,858	612,000	—	7,563,858	6,747,093
Bond issuance costs – net of accumulated amortization	—	263,205	—	263,205	226,029
Total current assets	70,818,468	324,673,277	7,731,086	403,222,831	339,185,167
Noncurrent assets:					
Capital assets:					
Infrastructure and land	—	1,160,554,034	—	1,160,554,034	1,131,204,770
Buildings and land improvements	—	8,136,689	—	8,136,689	8,136,689
Less: accumulated depreciation	—	1,168,690,723	—	1,168,690,723	1,139,341,459
Capital assets	—	3,489,513	—	3,489,513	3,297,296
Investments – at fair value:					
Unrestricted	—	12,749,614	—	12,749,614	10,157,658
Restricted	563,141	2,060,656	60,282,285	62,906,082	49,798,310
Bond issuance costs – net of accumulated amortization and current portion	—	2,182,781	—	2,182,781	2,101,043
Total noncurrent assets	563,141	1,182,194,261	60,282,285	1,243,039,687	1,198,101,174
Total assets	\$ 71,381,609	1,506,867,538	68,013,371	1,646,262,518	1,537,286,341

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Balance Sheet in Accordance with Trust Agreement

June 30, 2011

(With Comparative Totals for June 30, 2010)

	Operations	Trust Holdings	Debt Reserve	Totals (memorandum only)	
				2011	2010
Current liabilities:					
Accounts payable	\$ 6,086,929	—	—	6,086,929	11,005,265
Accrued payroll payable	446,758	—	—	446,758	403,501
Compensated absences payable	53,629	—	—	53,629	59,705
Customer toll deposits	10,788,734	—	—	10,788,734	7,330,574
Deferred revenues	—	—	—	—	2,983,466
Escrow deposits	—	3,612,108	—	3,612,108	—
General obligation bonds payable	—	346,503	—	346,503	663,330
Revenue bonds payable – net of deferred amounts on refunding	—	75,960,451	—	75,960,451	71,489,182
Bond issue premium – net of accumulated amortization	—	7,952,314	—	7,952,314	7,548,149
Interest payable	—	28,400,631	—	28,400,631	25,800,022
Total current liabilities	17,376,050	116,272,007	—	133,648,057	127,283,194
Noncurrent liabilities:					
Compensated absences – net of current portion	260,051	—	—	260,051	307,090
Claims and judgments	—	5,999,719	—	5,999,719	—
General obligation bonds payable – net of current portion	—	441,481	—	441,481	787,984
Revenue bonds payable – net of deferred amounts on refunding and current portion	—	1,133,291,243	—	1,133,291,243	1,110,523,675
Bond issue premium – net of accumulated amortization and current portion	—	29,450,245	—	29,450,245	32,296,132
Total noncurrent liabilities	260,051	1,169,182,688	—	1,169,442,739	1,143,914,881
Total liabilities	17,636,101	1,285,454,695	—	1,303,090,796	1,271,198,075
Net assets:					
Invested in capital assets – net of related debt	—	62,163,744	—	62,163,744	40,209,286
Restricted	994,570	101,774,934	68,013,371	106,951,921	159,900,968
Unrestricted	52,750,938	57,474,165	—	174,056,057	65,978,012
Total net assets	53,745,508	221,412,843	68,013,371	343,171,722	266,088,266
Total liabilities and net assets	\$ 71,381,609	1,506,867,538	68,013,371	1,646,262,518	1,537,286,341

See accompanying independent auditors' report.

DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND

Statement of Revenues, Expenses, and Change in Net Assets in Accordance with Trust Agreement

Year ended June 30, 2011

(With Comparative Totals for the Year Ended June 30, 2010)

	Operations	Trust Holdings	Debt reserve	Totals (memorandum only)	
				2011	2010
Operating revenues:					
Pledged revenue:					
Turnpike revenue	\$ 115,895,081	—	—	115,895,081	119,398,945
Motor fuel tax revenue	113,753,475	—	—	113,753,475	112,888,804
Motor vehicle document fee revenue	68,347,132	—	—	68,347,132	58,353,219
Motor vehicle registration fee revenue	47,171,633	—	—	47,171,633	44,524,380
Other motor vehicle revenue	24,586,694	—	—	24,586,694	22,815,458
International Fuel Tax Agreement revenue	2,859,019	—	—	2,859,019	2,850,720
Total pledged revenue	372,613,034	—	—	372,613,034	360,831,526
Toll revenue – Delaware SR-1	44,429,312	—	—	44,429,312	45,502,245
Property management revenue	—	—	—	—	411,321
Railway tolls	—	1,270,118	—	1,270,118	924,356
Traffic violations	—	4,348,989	—	4,348,989	3,353,947
Miscellaneous	—	2,942,043	—	2,942,043	2,941,008
Total operating revenues	417,042,346	8,561,150	—	425,603,496	413,964,403
Operating expenses:					
Expressways operations/toll administration and interstate operating expenses	16,594,681	—	—	16,594,681	17,888,822
Expenses in accordance with Trust Agreement:					
Transportation capital preservation and operations	117,692,277	132,470,632	—	250,162,909	251,461,465
Delaware Transit Corporation operations	73,524,092	—	—	73,524,092	73,525,141
Depreciation	—	192,217	—	192,217	194,012
Total operating expenses	207,811,050	132,662,849	—	340,473,899	343,069,440
Operating income (loss)	209,231,296	(124,101,699)	—	85,129,597	70,894,963

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Statement of Revenues, Expenses, and Change in Net Assets in Accordance with Trust Agreement

Year ended June 30, 2011

(With Comparative Totals for the Year Ended June 30, 2010)

	Operations	Trust Holdings	Debt reserve	Totals (memorandum only)	
				2011	2010
Nonoperating revenues (expenses):					
Pledged revenue – income from investments	\$ (373,973)	1,829,864	2,117,423	3,573,314	2,302,349
Net increase (decrease) in the fair value of investments	1,430	(21,877)	(952,879)	(973,326)	563,456
Loss on note receivable	—	—	—	—	(20,297,835)
Bad debt recovery	—	788,914	—	788,914	—
Federal grants	—	7,801,534	—	7,801,534	—
Interest income	—	—	—	—	38,089
Interest expense	(80,644)	(46,389,276)	—	(46,469,920)	(43,920,676)
	<u>(453,187)</u>	<u>(35,990,841)</u>	<u>1,164,544</u>	<u>(35,279,484)</u>	<u>(61,314,617)</u>
Total nonoperating revenues (expenses)	208,778,109	(160,092,540)	1,164,544	49,850,113	9,580,346
Income (loss) before transfers	—	27,233,343	—	27,233,343	3,111,602
Transfer from State General Fund	—	—	—	—	289,380
Transfer from Delaware Department of Transportation	—	—	—	—	—
Transfer in of funds in accordance with Trust Agreement	639,715,577	528,179,538	4,390,547	1,172,285,662	1,066,637,466
Transfer out of funds in accordance with Trust Agreement	(839,434,774)	(330,780,154)	(2,070,734)	(1,172,285,662)	(1,066,637,466)
Change in net assets	9,058,912	64,540,187	3,484,357	77,083,456	12,981,328
Total net assets – beginning of year	44,686,596	156,872,656	64,529,014	266,088,266	253,106,938
Total net assets – end of year	<u>\$ 53,745,508</u>	<u>221,412,843</u>	<u>68,013,371</u>	<u>343,171,722</u>	<u>266,088,266</u>

See accompanying independent auditors' report.

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Statement of Cash Flows in Accordance with Trust Agreement

June 30, 2011

(With Comparative Totals for the Year ended June 30, 2010)

	Operations	Trust Holdings	Debt reserve	Totals (memorandum only)	
				2011	2010
Cash flows from operating activities:					
Receipts from customers	\$ 418,986,584	7,512,647	—	426,499,231	414,374,557
Payments to employees	(6,060,388)	—	—	(6,060,388)	(6,432,274)
Payments to suppliers	(206,638,049)	(126,511,720)	—	(333,149,769)	(338,952,992)
Net cash provided by (used in) operating activities	206,288,147	(118,999,073)	—	87,289,074	68,989,291
Cash flows from noncapital financing activities:					
Transfers from State General Fund	—	27,233,343	—	27,233,343	3,111,602
Transfers from Delaware Department of Transportation	—	—	—	—	289,380
Transfer in of funds in accordance with Trust Agreement	639,715,577	528,179,538	4,390,547	1,172,285,662	1,066,637,466
Transfer out of funds in accordance with Trust Agreement	(839,434,774)	(330,780,154)	(2,070,734)	(1,172,285,662)	(1,066,637,466)
Net cash provided by (used in) noncapital financing activities	(199,719,197)	224,632,727	2,319,813	27,233,343	3,400,982
Cash flows from capital and related financing activities:					
Payments of revenue bond principal	—	(71,760,000)	—	(71,760,000)	(74,380,000)
Payment to escrow agent for refunding of revenue bonds	—	(21,057,176)	—	(21,057,176)	—
Proceeds from revenue bond sale	—	119,835,000	—	119,835,000	113,490,000
Payments of general obligation bond principal	—	(663,330)	—	(663,330)	(655,587)
Premium from revenue bond sale	—	6,988,431	—	6,988,431	12,455,754
Bond issuance costs from revenue bond sale	—	(362,312)	—	(362,312)	(926,913)
Federal reimbursement of debt service	—	7,801,534	—	7,801,534	—
Acquisition of capital assets	—	(29,349,264)	—	(29,349,264)	(28,432,107)
Payments of interest	(80,644)	(52,754,409)	—	(52,835,053)	(50,971,923)
Net cash used in capital and related financing activities	(80,644)	(41,321,526)	—	(41,402,170)	(29,420,776)
Cash flows from investing activities:					
Repayment on loan receivable	—	—	—	—	1,294,686
Collection on loans previously written off	—	788,914	—	788,914	—
Escrow deposits received	—	2,374,302	—	2,374,302	—
Purchase of investments	(1,525,972,968)	(1,803,920,091)	(797,029,457)	(4,126,922,516)	(3,622,350,856)
Proceeds from sale of investments	1,528,011,693	1,798,666,899	792,812,794	4,119,491,386	3,573,707,668
Interest received	(375,684)	1,633,994	2,107,635	3,365,945	2,620,988
Net cash provided by (used in) investing activities	1,663,041	(455,982)	(2,109,028)	(901,969)	(44,727,514)
Net increase (decrease) in cash and cash equivalents	8,151,347	63,856,146	210,785	72,218,278	(1,758,017)
Cash and cash equivalents – beginning of year	9,251,999	73,260	268	9,325,527	11,083,544
Cash and cash equivalents – end of year	\$ 17,403,346	63,929,406	211,053	81,543,805	9,325,527

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Statement of Cash Flows in Accordance with Trust Agreement

June 30, 2011

(With Comparative Totals for the Year Ended June 30, 2010)

	<u>Operations</u>	<u>Trust Holdings</u>	<u>Debt reserve</u>	<u>(memorandum only) 2011</u>	<u>2010</u>
Reconciliation of operating income (loss) to net cash provided by (used in) operating activities:					
Operating income (loss)	\$ 209,231,296	(124,101,699)	—	85,129,597	70,894,963
Adjustments to reconcile operating income (loss) to net cash provided by (used in) operating activities:					
Depreciation and retirements of property and equipment	—	192,217	—	192,217	194,012
Changes in assets and liabilities:					
(Increase) decrease in accounts receivable	(1,513,922)	697,157	—	(816,765)	434,521
Decrease in accounts payable	(4,877,529)	(40,807)	—	(4,918,336)	(2,436,437)
Decrease in accrued payroll and related expenses	(9,858)	—	—	(9,858)	(73,401)
Increase (decrease) in customer toll deposits	3,458,160	—	—	3,458,160	(24,367)
Decrease in deferred revenue	—	(1,745,660)	—	(1,745,660)	—
Increase in claims and judgments	—	5,999,719	—	5,999,719	—
Net cash provided by (used in) operating activities	<u>\$ 206,288,147</u>	<u>(118,999,073)</u>	<u>—</u>	<u>87,289,074</u>	<u>68,989,291</u>
Supplemental disclosure of noncash investing and capital and related financing activities:					
Loss on Diamond State Port Corporation loan	\$ —	—	—	—	20,297,835

See accompanying independent auditors' report.

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Statements of Operating Revenues and Expenses –
Expressways Operations/Toll Administration

Years ended June 30, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Toll revenues – Delaware Turnpike	\$ 112,048,105	115,860,387
Toll revenues – Delaware SR-1	44,429,312	45,502,245
	<u>156,477,417</u>	<u>161,362,632</u>
Add – toll variance and violations	1,914,689	1,149,946
	<u>158,392,106</u>	<u>162,512,578</u>
Service area rentals:		
Marriott restaurants	1,781,558	2,015,533
Sunoco service station	—	169,719
	<u>1,781,558</u>	<u>2,185,252</u>
Other Turnpike revenues	150,729	203,360
Total Turnpike revenues	<u>160,324,393</u>	<u>164,901,190</u>
Delaware Turnpike expenses:		
Personnel	2,598,317	2,506,644
Utilities	127,892	160,839
Contracted services	523,846	502,515
	<u>3,250,055</u>	<u>3,169,998</u>
Toll administration expenses:		
Personnel	707,482	1,075,267
Capital outlay and travel	186,058	33,150
Utilities	32,537	32,537
Contracted services	8,617,754	9,822,841
	<u>9,543,831</u>	<u>10,963,795</u>
Delaware SR-1 expenses:		
Personnel	2,754,589	2,850,363
Utilities	295,934	325,792
Contracted services	750,272	578,874
	<u>3,800,795</u>	<u>3,755,029</u>
Total expenses	<u>16,594,681</u>	<u>17,888,822</u>
Excess of revenues over expenses	<u>\$ 143,729,712</u>	<u>147,012,368</u>

See accompanying independent auditors' report.

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Schedules of Cash Basis Expenditures Compared to Budget –
Expressways Operations/Toll Administration

Years ended June 30, 2011 and 2010

	2011		2010		Variance
	Budget	Actual*	Budget	Actual*	
Delaware Turnpike expenditures:					
Personnel	\$ 2,918,000	2,576,958	2,918,000	2,546,072	371,928
Utilities	177,500	146,500	146,500	177,500	(31,000)
Contracted services	621,500	554,329	621,500	571,909	49,591
	<u>3,717,000</u>	<u>3,277,787</u>	<u>3,686,000</u>	<u>3,295,481</u>	<u>390,519</u>
Toll administration expenditures:					
Personnel	519,300	742,292	1,139,900	1,079,345	60,555
Capital outlay and travel	47,000	472,306	47,000	41,613	5,387
Utilities	—	—	65,600	92,900	(27,300)
Contracted services	8,749,500	8,493,454	9,531,500	9,226,623	304,877
	<u>9,315,800</u>	<u>9,708,052</u>	<u>10,784,000</u>	<u>10,440,481</u>	<u>343,519</u>
Delaware SR-1 expenditures:					
Personnel	2,963,100	2,750,997	3,185,500	2,880,257	305,243
Utilities	353,800	339,500	412,100	353,800	58,300
Contracted services	848,300	741,650	848,300	748,562	99,738
	<u>4,165,200</u>	<u>3,832,147</u>	<u>4,445,900</u>	<u>3,982,619</u>	<u>463,281</u>
Total expenditures	<u>\$ 17,198,000</u>	<u>16,817,986</u>	<u>18,915,900</u>	<u>17,718,581</u>	<u>\$ 1,197,319</u>
Prior year purchase orders		1,613,703		2,263,770	
Current year purchase orders		(2,210,462)		(1,613,703)	
Purchase order variance		(134,494)		(375,096)	
Prior year accrued expenses		(1,249,230)		(1,353,960)	
Current year accrued expenses		1,757,178		1,249,230	
Accrual basis expenses		<u>\$ 16,594,681</u>		<u>\$ 17,888,822</u>	

* Includes purchase orders outstanding at June 30.

See accompanying independent auditors' report.

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION TRUST FUND**

Schedule of Revenue Bond Coverage

June 30, 2011

Oversight responsibility for the issuance of debt by the State and its authorities is centralized under the Secretary of Finance. The following table sets forth certain indebtedness of the Authority. Further information for the Authority may be found in the notes to financial statements, changes in long-term liabilities, and bonds outstanding

Fiscal year	Gross pledged revenue	Debt service requirements			Coverage*
		Principal	Interest	Total	
			(In thousands)		
2002	\$ 303,794	39,565	35,269	74,834	4.06
2003	302,754	41,490	44,957	86,447	3.50
2004	308,091	47,640	38,176	85,816	3.59
2005	300,820	53,920	39,370	93,290	3.22
2006	337,350	58,445	40,573	99,018	3.41
2007	346,954	61,370	45,534	106,904	3.25
2008	381,590	67,640	46,210	113,850	3.35
2009	367,399	73,510	43,619	117,129	3.14
2010	363,948	74,380	50,885	125,265	2.91
2011	376,186	71,760	52,585	124,345	3.03

* The above coverage calculation represents the total gross pledged revenue as it relates to the total debt service requirement of all Senior and Junior bonds. The calculation method used in the Official Statement per the Trust Agreement calculates only the Senior bond debt service requirement and subtracts investment income revenue from gross pledged revenue.

See accompanying independent auditors' report.

APPENDIX B

Summary of Certain Provisions of the Agreement

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APPENDIX B

**SUMMARY OF CERTAIN
PROVISIONS OF THE AGREEMENT**

The following is a general summary of certain provisions of the Agreement. Summaries of definitions of certain defined terms used in the Agreement and the Official Statement are also set forth below. Other terms defined in the Agreement or the Official Statement for which summary definitions are not set forth are indicated by initial capitalization. This Summary is not to be considered a full statement of the terms of the Agreement and accordingly is qualified by reference thereto and is subject to the full text thereof. Copies of the Agreement are available for examination at the offices of the Trustee and the Authority.

Definitions

“Accreted Value” shall mean, as of any date of computation with respect to any Compound Interest Bond, an amount equal to the principal amount of such Compound Interest Bond (the principal amount at its original issuance) plus the interest accrued on such Compound Interest Bond from the date of its original issuance to the Interest Payment Date next preceding the date of computation or the date of computation if an Interest Payment Date, such interest to accrue at the interest rate per annum of the Compound Interest Bonds set forth in the Supplemental Agreement authorizing the issuance of such Compound Interest Bonds, compounded on each Interest Payment Date, plus, with respect to matters related to the payment upon redemption or acceleration of the Compound Interest Bonds, if such date of computation shall not be an Interest Payment Date, a portion of the difference between the Accreted Value as of the immediately preceding Interest Payment Date (or the date of original issuance if the date of computation is prior to the first Interest Payment Date succeeding the date of original issuance) and the Accreted Value as of the immediately succeeding Interest Payment Date, calculated based upon an assumption that Accreted Value accrues during any semi-annual period in equal daily amounts on the basis of a year of 360 days consisting of twelve (12) months of thirty (30) days each.

“Act” shall mean the Delaware Transportation Authority Act, Chapter 13, Title 2, Delaware Code, as amended, and the Transportation Trust Fund Act, Chapter 14, Title 2, Delaware Code, as amended from time to time.

“Additional Revenues” shall mean any receipts or revenue of the Authority pledged to the Trustee for the benefit of the holders of the Bonds pursuant to a Supplemental Agreement and not pledged by the Agreement on the date of its initial execution and delivery. By Supplemental Agreement No. 3 dated as of August 1, 1990, the following were added as Additional Revenue: motor vehicle registration fees imposed by the State pursuant to Chapter 21, Title 21, Delaware Code, all fees which are collected by the Department of Public Safety and paid to the Transportation Trust Fund pursuant to Chapter 3, Title 21, Delaware Code, and investment income earned and received on assets held in the Trust Fund (provided that investment income shall not be treated as Additional Revenue for the purposes of the additional Bonds tests). By Supplemental Agreement No. 9 dated as of November 1, 1994, amounts received from the State and derived by the State from the hauling permits required under Chapter 45, Title 21, Delaware Code were added as Additional Revenue. The Chapter 3, Title 21 Additional Revenue pledged by Supplemental Agreement No. 3 and the Chapter 45, Title 21 Additional Revenue pledged by Supplemental Agreement No. 9 are referred to herein as “Pledged Miscellaneous Transportation Revenue”.

“Agreement” shall mean the Trust Agreement, dated as of the 1st day of August, 1988, between the Authority and Wilmington Trust Company together with all agreements supplemental thereto as therein permitted.

“Annual Budget” shall mean the Authority's budget required to be prepared by the Act, showing, among other things, the expected deposits to the Funds created under the Agreement.

“Appreciated Value” shall mean, (i) as of any date of computation with respect to any Compound Interest and Income Bond prior to the Interest Commencement Date set forth in the Supplemental Agreement providing for the issuance of such Compound Interest and Income Bond, an amount equal to the principal amount of such Compound Interest and Income Bond (the principal amount at its original issuance) plus the interest accrued on such Compound Interest and Income Bond from the date of original issuance of such Bond to the Interest Payment Date next preceding

the date of computation or the date of computation if an Interest Payment Date, such interest to accrue at the rate per annum of the Compound Interest and Income Bonds set forth in the Supplemental Agreement providing for the issuance of such Compound Interest and Income Bond, compounded semiannually on each Interest Payment Date, plus, if such date of computation shall not be an Interest Payment Date, a portion of the difference between the Appreciated Value as of the immediately preceding Interest Payment Date (or the date of original issuance if the date of computation is prior to the first Interest Payment Date succeeding the date of original issuance) and the Appreciated Value as of the immediately succeeding Interest Payment Date calculated based upon an assumption that Appreciated Value accrues during any period in equal daily amounts on the basis of a year of 360 days consisting of twelve (12) months of thirty (30) days each, and (ii) as of any date of computation on and after the Interest Commencement Date, the Appreciated Value on the Interest Commencement Date.

“Authority” shall mean the Delaware Transportation Authority, a body corporate and politic constituting a public instrumentality of The State of Delaware, and the successor or successors of the Authority.

“Bonds” or “Bond” shall mean Senior and/or Junior Bonds or Bond issued under the Agreement.

“Capital Fund” shall mean the Delaware Transportation Authority Capital Fund, a trust fund created and designated by the provisions of Article V of the Agreement.

“Compound Interest and Income Bonds” shall mean any Bonds as to which accruing interest is not paid prior to the Interest Commencement Date specified in the Supplemental Agreement providing for the issuance of such Bonds and the Appreciated Value for such Bonds is compounded semiannually on each of the applicable semiannual dates designated for compounding prior to the Interest Commencement Date for such Compound Interest and Income Bonds, all as so designated by the Supplemental Agreement providing for the issuance of such Bonds.

“Compound Interest Bonds” shall mean those Bonds as to which interest is compounded semiannually on each of the applicable semiannual dates designated for compounding and payable in an amount equal to the then current Accreted Value only at the maturity, earlier redemption or other payment date therefor, all as so designated by the Supplemental Agreement providing for the issuance of such Bonds.

“Credit Facility; Termination thereof; Expiration thereof” “Credit Facility” shall mean any of the following: (i) a letter of credit; and (ii) any other credit facility, insurance policy or other credit support agreement or mechanism obtained, delivered, made, entered into or otherwise arranged by the Authority for the purpose of securing, evidencing or being otherwise in furtherance of the obligations of the Authority under the Agreement or for the purpose of securing all or a portion of the Bonds, or for all of the foregoing purposes. Credit Facility shall include any agreement to reimburse the obligor of such Credit Facility for a drawing or advance under that Credit Facility as well as the agreement, if separate, which embodies the obligation of the obligor to the Authority or the Trustee permitting the Authority or the Trustee to draw or obtain advances under such Credit Facility. Any Credit Facility obtained to satisfy the debt service reserve account requirements for the Junior Bonds or the Senior Bonds which is an insurance policy must be rated at its issuance in the highest Rating Category by Moody's and S&P. Any such Credit Facility which is a letter of credit must be continuously rated in the highest Rating Category by Moody's and S&P. “Termination” (and other forms of the word “terminate”) shall mean, when used with respect to any Credit Facility, the replacement, removal, surrender or other termination of such Credit Facility by the Trustee other than the Expiration of such Credit Facility. “Expiration” (and other forms of the word “expire”) shall mean, when used with respect to any Credit Facility, the expiration or termination of such Credit Facility in accordance with its terms.

“Current Interest Bonds” shall mean any bonds the interest on which is paid at least semi-annually unless otherwise provided in a Supplemental Agreement.

“Defeased Municipal Obligations” shall mean obligations of state or local governments or obligations of public authorities or agencies which are rated in the highest Rating Category by S&P or Moody's and provisions for payment of which have been made by deposit of funds or investments with a trustee or escrow agent for the benefit of the holders of such Defeased Municipal Obligations.

“Delaware Turnpike” shall mean the toll express highway designated Delaware Interstate 95 extending from a point in the vicinity of Farnhurst, Delaware, to a point at or near the boundary line between the State of Delaware and the State of Maryland.

“Delaware Turnpike Revenues” shall mean all tolls, concession revenues and other revenues or receipts derived from the ownership, operation or maintenance of the Delaware Turnpike.

“Document Fees” shall mean the fees derived from motor vehicle document fees imposed by the State of Delaware pursuant to Section 3002, Chapter 30, Title 30, Delaware Code, as amended, from time to time, and successor sections of the Delaware Code.

“Engineering Consultants” shall mean a firm or corporation having a nationwide and favorable repute for skill and experience in all phases of turnpike engineering and maintenance and in estimating operating expenses incurred in operating toll turnpikes.

“Fiscal Year” shall mean the period commencing on the first day of July of any year and ending on the last day of June of the following year.

“Government Obligations” shall mean (a) direct obligations of, or obligations the principal of and the interest on which are unconditionally guaranteed by, the United States of America and entitled to the full faith and credit thereof; (b) certificates, depository receipts or other instruments which evidence a direct ownership interest in obligations described in clause (a) above or in any specific interest or principal payments due in respect thereof; provided, however, that the custodian of such obligations or specific interest or principal payments shall be a bank or trust company organized under the laws of the United States of America or of any state or territory thereof or of the District of Columbia, with a combined capital stock surplus and undivided profits of at least \$50,000,000 or the custodian is appointed by or on behalf of the United States of America; and provided, further, that except as may be otherwise required by law, such custodian shall be obligated to pay to the holders of such certificates, depository receipts or other instruments the full amount received by such custodian in respect of such obligations or specific payments and shall not be permitted to make any deduction therefrom; and (c) Defeased Municipal Obligations.

“Interest Commencement Date” shall mean with respect to any particular Compound Interest and Income Bond, the date which must be an Interest Payment Date, as set forth in the Supplemental Agreement providing for the issuance of such Bond (which date must be prior to the scheduled maturity date for such Bond) after which interest accruing on such Bond shall be payable semiannually, with the first such payment being the applicable Interest Payment Date immediately succeeding such Interest Commencement Date.

“Investment Account” shall mean the Delaware Transportation Authority Investment Account, a trust fund created and designated by the provisions of Section 4.01 (“Creation of Funds”) of the Agreement.

“Junior Bonds” shall mean Bonds, at any time Outstanding, the principal and interest on which are payable from the Junior Bonds Principal and Interest Account, the Junior Bonds Redemption Account and, as provided in the Agreement, from the Junior Bonds Debt Service Reserve Account and by their terms, subordinate in right of payment to Senior Bonds (except with respect to Junior Bonds Priority Funds) but senior in their right of payment to Subordinate Indebtedness.

“Junior Bonds Debt Service Reserve Account” shall mean the Delaware Transportation Authority Junior Bonds Debt Service Reserve Account, a trust fund created and designated by the provisions of Section 4.01 (“Creation of Funds”) of the Agreement.

“Junior Bonds Debt Service Reserve Account Requirement” shall mean, as of any date of determination, an amount equal to one-half the maximum Principal and Interest Requirements on Junior Bonds then Outstanding; provided that with respect to any Junior Bonds bearing interest at the Short-Term Rate, such requirement shall be determined by Supplemental Agreements.

“Junior Bonds Principal and Interest Account” shall mean the Delaware Transportation Authority Junior Bonds Principal and Interest Account, a trust fund created and designated by the provisions of Section 4.01 (“Creation of Funds”) of the Agreement.

“Junior Bonds Priority Funds” shall mean moneys on deposit in and/or payable under a Credit Facility to the Junior Bonds Principal and Interest Account, Junior Bonds Redemption Account and/or the Junior Bonds Debt Service Reserve Account.

“Junior Bonds Redemption Account” shall mean the Delaware Transportation Authority Junior Bonds Redemption Account, a trust fund created and designated by the provisions of Section 4.01 (“Creation of Funds”) of the Agreement.

“Maximum Principal and Interest Requirement” shall mean the maximum principal and interest payable in any Fiscal Year with respect to Senior Bonds or Junior Bonds, as the case may be, less the sum of the proceeds of such Bonds issued to fund interest of such series of Bonds during the Fiscal Year of calculation.

“Motor Fuel Tax Revenues” shall mean the revenues derived from the motor fuel tax imposed by the State pursuant to Chapter 51, Title 30, Delaware Code, as amended, from time to time, and successor provisions of the Delaware Code.

“Operating Fund” shall mean the Delaware Transportation Authority Operating Fund, a trust fund created and designated by the provisions of Section 4.01 (“Creation of Funds”) of the Agreement.

“Operating Reserve Fund” shall mean the Delaware Transportation Authority Operating Reserve Fund, a trust fund created and designated by the provisions of Section 4.01 (“Creation of Funds”) of the Agreement.

“Other Projects Account” shall mean the Delaware Transportation Authority Other Projects Account, a trust fund created and designated in Section 5.01 (“Capital Fund”) of the Agreement.

“Outstanding” when used in reference to the Bonds, shall mean, at any particular date, the aggregate of all Bonds authenticated and delivered under the Agreement except:

- (a) those Bonds cancelled at or prior to such date or delivered to or acquired by the Trustee at or prior to such date for cancellation;
- (b) those deemed to be paid in accordance with Article VIII (“Defeasance”) of the Agreement;
- (c) those deemed to be purchased in accordance with any agreement with a Tender Agent or Remarketing Agent; and
- (d) those in lieu of or in exchange or substitution for which other Bonds shall have been authenticated and delivered pursuant to the Agreement.

“Principal” or “principal amount” shall mean (i) with respect to any Compound Interest and Income Bond, the Appreciated Value thereof and with respect to any Compound Interest Bond, the Accreted Value thereof (the difference between the stated amount to be paid at maturity and the Appreciated Value or the Accreted Value, as the case may be, being deemed unearned interest) except as used in connection with the authorization and issuance of Bonds and with the order of priority of payments of Bonds after an Event of Default (of which the Trustee has notice within the meaning of Section 10.05 of the Agreement), in which case “principal” means the initial public offering price of a Compound Interest and Income Bond and a Compound Interest Bond (the difference between the Appreciated Value or the Accreted Value, as the case may be, and the initial public offering price being deemed interest) and (ii) with respect to any Current Interest Bond, the principal amount of such Bond payable at maturity.

“Principal and Interest Requirements” shall mean for any Fiscal Year:

(a) as applied to any Outstanding Bonds (except as provided in clauses (b), (c), (d) and (e) below), the sum of:

(i) the amount required to pay interest and any annual or other periodic fee payable to the provider of a Credit Facility ensuring the payment of principal of and interest on all serial Bonds then Outstanding which is payable in such Fiscal Year (and on any July 1 of the following Fiscal Year if any interest payable on July 1 of the Fiscal Year of calculation is excluded);

(ii) the amount required to pay principal of all serial Bonds then Outstanding which is payable in such Fiscal Year (and on any July 1 of the following Fiscal Year if the principal payment due on any July 1 of the Fiscal Year of calculation is excluded);

(iii) the amount required to pay interest and any annual or other periodic fee payable to the provider of a Credit Facility ensuring the payment of principal of and interest on all term Bonds then Outstanding which is payable in such Fiscal Year (and on any July 1 of the following Fiscal Year if interest payable on any July 1 of the Fiscal Year of calculation is excluded); and

(iv) the amount required to meet the Sinking Fund Payments on all term Bonds then Outstanding which is payable in such Fiscal Year (and on any July 1 of the following Fiscal Year if the amount required to meet the Sinking Fund Payment on any July 1 of the Fiscal Year of calculation is excluded);

(b) as applied to Bonds of any series which are payable in a Fiscal Year by virtue of the right of a holder of Bonds to demand repurchase or repayment prior to their scheduled maturity (after taking into account all scheduled mandatory redemptions or prepayments payable over the life of those Bonds):

(i) the amount required to pay interest and any annual or other periodic fee payable to the provider of a Credit Facility ensuring the payment of principal of and interest on such Bonds then Outstanding which is payable in a Fiscal Year (and on any July 1 of the following Fiscal Year if interest payable on any July 1 of the Fiscal Year of calculation is excluded);

(ii) the amount required to pay principal of such Bonds then Outstanding which is payable in a Fiscal Year (and on any July 1 of the following Fiscal Year if principal payable on any July 1 of the Fiscal Year of calculation is excluded) assuming that the principal amount of such Bonds which is subject to repurchase or repayment prior to its scheduled maturity shall be required to be repurchased or repaid on the earliest date on which such demand can be made or on which by its terms it can be required to be repaid;

(iii) notwithstanding items (i) and (ii) in this clause (b), if the Authority has delivered a Credit Facility to the Trustee under which money is available for the payment of all or a portion of such Bonds (a "balloon payment") (provided that if the Credit Facility is scheduled to expire prior to the date of payment of the balloon payment, the amount available under the Credit Facility is required to be drawn and applied to the payment of the balloon payment unless the Credit Facility is replaced or renewed prior to such Expiration date) Principal and Interest Requirements shall be calculated as follows: (1) it shall be assumed that the amounts available under the Credit Facility are drawn on the earlier of the balloon payment date or the Expiration or Termination date of the Credit Facility; (2) the Principal and Interest Requirements on the Bonds for each Fiscal Year prior to the Fiscal Year of the assumed date of drawing on the Credit Facility shall be deemed to be equal to the amount of principal and interest payments scheduled to be paid; and (3) the Principal and Interest Requirements for the Fiscal Year of the assumed draw under the Credit Facility and for each Fiscal Year thereafter shall be deemed to be equal to the sum of the principal and interest payable during such period by the terms of the Credit Facility and the principal and interest payments of other Bonds of that series for which amounts are not available under the Credit Facility;

(c) with respect to any Bonds bearing interest at the Short-Term Rate, for purposes of calculations made under (a) or (b) above, interest payments shall be the sum of:

(i) the maximum interest rate payable at the Short-Term Rate as determined by the Supplemental Agreement pursuant to which such Bonds are issued, or, if higher, the maximum rate payable on the

Bonds if held by any provider of a Credit Facility ensuring the payment of principal of and interest on such Bonds but only to the extent that such interest is payable from a Debt Service Fund; and

(ii) any annual or other periodic fee payable to the provider of a Credit Facility ensuring the payment of principal of and interest on the Bonds subject to the foregoing calculations;

(d) Notwithstanding the foregoing provisions of this definition with respect to any Bonds bearing interest at the Commercial Paper Rate, the payment of principal of and interest on which is ensured by the provider of a Credit Facility, Principal and Interest Requirements for each Fiscal Year shall be calculated assuming level debt service over 20 years with interest, for purposes of that calculation, at the maximum allowable rate on the date of initial issuance of Bonds bearing interest at the Commercial Paper Rate as determined by the Supplemental Agreement pursuant to which such Bonds are issued, or, if higher, the maximum rate payable on such Bonds if held by such provider of the Credit Facility but only to the extent that such interest is payable from a Debt Service Fund;

(e) Notwithstanding the foregoing provisions of this definition, Principal and Interest Requirements with respect to Compound Interest Bonds and Compound Interest and Income Bonds (each of such Bonds may comprise a portion of a series) shall be determined by the Supplemental Agreement providing for the issuance of any such Bonds but in any event, shall commence on the Interest Commencement Date with respect to Compound Interest and Income Bonds and, with respect to Compound Interest Bonds, either six months or one year prior (or such lesser time prior, as provided in the applicable Supplemental Agreement) to the date on which Accreted Value becomes due and payable with principal and interest portions of Accreted Value payable on such due date being deemed to accrue in equal daily installments commencing on the first day of such one year period (or such other period as is provided in the Supplemental Agreement pursuant to which such Bonds are issued).

“Project” shall mean any project which the Authority is authorized to finance under the provisions of the Act.

“Qualified Investments” shall mean

(a) (i) Government Obligations and (ii) bonds, debentures, notes or other obligations issued or guaranteed by any of the following: Federal National Mortgage Association, the Federal Financing Bank, the Federal Home Loan Mortgage Association, the Federal Housing Administration, the Farmers Home Administration, the Government National Mortgage Association, or by any other agency controlled by or supervised by and acting as an instrumentality of the United States Government (except for the Federal Farm Credit Bank, the Federal Land Bank, the Federal Intermediate Credit Bank, the Federal Home Loan Banks, or the Federal Bank for Cooperatives),

(b) certificates of deposit issued by, and time deposits in, any bank (including the Trustee), any branch of any bank, national banking association or federally chartered savings and loan association; provided that, with respect to any of the foregoing institutions, other than the Trustee, whose long-term unsecured indebtedness is rated less than A by Moody's or S &P, such certificates of deposit or time deposits are (i) insured by the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation for the full face amount thereof or (ii) to the extent not so insured, collateralized by direct obligations of the United States of America having a market value of not less than the face amount of such certificates and deposits,

(c) evidences of ownership of a proportionate interest in specified direct obligations of the United States of America, which obligations are held by a bank or trust company organized and existing under the laws of the United States of America or any state thereof in the capacity of custodian, or when “stripped” by the United States Treasury, then by the custodian designated by the United States Treasury,

(d) Defeased Municipal Obligations,

(e) obligations of state or local government municipal bond issuers which are rated in one of the two highest Rating Categories by S&P or Moody's,

(f) obligations of state or local government municipal bond issuers, the principal of and interest on which, when due and payable, have been insured by an insurance policy or guaranteed by a letter of credit and

which are rated in one of the two highest Rating Categories by S&P or Moody's despite the failure of such obligations to qualify as a Qualified Investment under (e) above,

(g) interests in a money market mutual fund registered under the Investment Company Act of 1940, 15 U.S.C. §§80-1, et seq., as from time to time amended, the portfolio of which is limited to obligations described in clause (a), (e) or (f) above and repurchase agreements fully collateralized thereby provided that such fund has total assets of at least \$100,000,000 and is rated in the highest Rating Category by S&P or Moody's,

(h) evidences of ownership of a proportionate interest in specified Defeased Municipal Obligations which Defeased Municipal Obligations are held by a bank or trust company organized and existing under the laws of the United States of America or any state thereof in the capacity of custodian,

(i) any repurchase agreement for Government Obligations by the Trustee that is with a bank or trust company (including the Trustee) or any securities dealer which is a member of the Securities Investors Protective Corporation; provided, however, that the Government Obligations must be transferred to the Trustee or a third party agent by physical delivery or by an entry made on the records of the issuer of such obligations, and the collateral security must continually have a market value at least equal to the amount so invested and the collateral must be free of third party claims, and further provided that (i) in the case of a bank or trust company, such institution shall have a combined capital and surplus of not less than \$50,000,000 or have ratings from S&P or Moody's in one of their three highest Rating Categories and (ii) in the case of a securities dealer, such dealer is a member of the National Association of Securities Dealers, Inc. Any investment in a repurchase agreement shall be considered to mature on the date the bank, trust company or recognized securities dealer providing the repurchase agreement is obligated to repurchase the Government Obligations, and

(j) commercial paper rated in the highest Rating Category by either S&P or Moody's.

Any investment in obligations described in (a), (c), (d), (e), (f), (g), (h) and (j) above may be made in the form of an entry made on the records of the issuer of the particular obligation.

“Rebate Account” shall mean the Delaware Transportation Authority Rebate Account, a special fund created and designated by the provisions of Section 7.22 of the Agreement.

“Receipts and Revenues of the Authority” shall mean all moneys paid or payable to the Trustee by or for the account of the Authority, including, but not limited to, Motor Fuel Tax Revenues, Delaware Turnpike Revenues, Document Fees, the proceeds of all drawings by or advances to the Trustee under a Credit Facility in satisfaction of the Authority's obligations to make payments under the Agreement (other than drawings or advances under Credit Facilities ensuring payment of principal of and interest on Bonds), all Additional Revenues and all receipts of the Trustee which, under the provisions of the Agreement, reduce the amount of such payments.

“Revenue Account” shall mean the Delaware Transportation Authority Revenue Account, a trust fund created and designated by the provisions of Section 4.01 (“Creation of Funds”) of the Agreement.

“Revenue Fund” shall mean the Delaware Transportation Authority Revenue Fund, a trust fund created and designated by the provisions of Section 4.01 (“Creation of Funds”) of the Agreement.

“Senior Bonds” shall mean Bonds, at any time Outstanding, that by their terms are senior in right of payment to Junior Bonds (except Junior Bonds to the extent payable from Junior Bonds Priority Funds) and the principal and interest on which are payable from the Senior Bonds Principal and Interest Account, the Seniors Bonds Redemption Account and, as provided in the Agreement, from the Senior Bonds Debt Service Reserve Account.

“Senior Bonds Debt Service Reserve Account” shall mean the Delaware Transportation Authority Senior Bonds Debt Service Reserve Account, a trust fund created and designated by the provisions of Section 4.01 (“Creation of Funds”) of the Agreement.

“Senior Bonds Debt Service Reserve Account Requirement” shall mean as of any date of determination, an amount equal to one-half of the maximum Principal and Interest Requirements on Senior Bonds then Outstanding

(subject to the provisions of Section 4.05 of the Agreement); provided that with respect to any Senior Bonds bearing interest at the Short-Term Rate, such requirement shall be determined by Supplemental Agreements.

“Senior Bonds Principal and Interest Account” shall mean the Delaware Transportation Authority Senior Bonds Principal and Interest Account, a trust fund created and designated by the provisions of Section 4.01 (“Creation of Funds”) of the Agreement.

“Senior Bonds Redemption Account” shall mean the Delaware Transportation Authority Senior Bonds Redemption Account, a trust fund created and designated by the provisions of Section 4.01 (“Creation of Funds”) of the Agreement.

“Stabilization Fund” shall mean the Delaware Transportation Authority Debt Service Stabilization Fund, a trust fund created and designated by the provisions of Section 4.01 (“Creation of Funds”) of the Agreement.

“Supplemental Agreement” shall mean any agreement of the Authority modifying, altering, amending, supplementing or confirming the Agreement for any purpose, in accordance with the terms thereof.

“Tender Agent” shall mean the agent appointed in accordance with a Supplemental Agreement to accept the tender of Bonds, as determined by such Supplemental Agreement.

“Test Revenues” shall mean the aggregate amount of Delaware Turnpike Revenues, Motor Fuel Tax Revenues, Document Fees and Additional Revenues, as calculated pursuant to Section 2.07(b)(i) of the Agreement.

“Traffic Consultants” shall mean a firm or corporation having a nationwide and favorable reputé for skill and experience in making estimates of vehicular traffic, turnpike earnings, fees and taxes related to motor vehicle use and/or other transportation related matters with respect to which the Traffic Consultants are providing projections, estimates or other advice and counsel described in the Agreement.

“Trust Estate” shall mean at any particular time all right, title and interest of the Trustee in and to the Agreement (except any rights of the Authority to receive notices, certificates, requests, requisitions and other communications thereunder), including without limitation the Receipts and Revenues of the Authority, any Credit Facility (excluding the rights to make drawings thereunder with respect to the payment or purchase of Bonds and proceeds of such drawings), the Revenue Fund, the Debt Service Fund, the Debt Service Reserve Fund, the Stabilization Fund (but not the Operating Fund and the Operating Reserve Fund) and the Capital Fund (and Funds created in those Funds) and all moneys and investments from time to time on deposit therein (excluding, however, any moneys or investments held in the Rebate Account), any and all other moneys and obligations (other than Bonds) which at such time are deposited or are required to be deposited with, or are held or are required to be held by or on behalf of, the Trustee, the Paying Agent or any Co-Paying Agent in trust under any of the provisions of the Agreement and all other rights, titles and interests which at such time are subject to the lien of the Agreement; provided, however, that in no event shall there be included in the Trust Estate (a) moneys or obligations deposited with or paid to the Trustee for the redemption or payment of Bonds which are deemed to have been paid in accordance with Article VIII (“Defeasance”) of the Agreement or moneys held pursuant to Section 4.10 (“Money Held in Trust”) and 7.22 (“Rebate Account”) of the Agreement or (b) except as therein expressly provided, any moneys held by the Tender Agent or any other person for the purchase of Bonds or for payment of Bonds held or to be held by it pursuant to a draw under a Credit Facility; provided, further, however that advances or drawings under a Credit Facility may be subject to a lien under the Agreement in favor of holders of less than all of the Bonds Outstanding, as provided in any Supplemental Agreement and the lien of the holders of Junior Bonds shall be subordinate and subject in right of payment, to the extent and in the manner set forth in the Agreement, to the prior payment of all Senior Bonds but prior to the rights of holders of Senior Bonds with respect to the Junior Bonds Priority Funds.

“Turnpike Account” shall mean the Delaware Transportation Authority Turnpike Account created and designated by the provisions of Section 5.01 of the Agreement.

“Turnpike Operating Expenses” shall mean the Authority's reasonable and necessary current expenses of operating, maintaining and repairing the Delaware Turnpike and shall include, without limiting the generality of the foregoing, all ordinary and usual expenses of operation, maintenance and repair, which may include extraordinary

operating, maintenance and repair expenses not annually recurring, ordinary and usual costs of equipment acquisition, premiums for insurance, fees and expenses of any Credit Facility, all administrative and engineering expenses relating to operation, maintenance and repair of the Delaware Turnpike (excluding administrative expenses of the Authority paid by the State, if any), legal expenses, advertising expenses, any taxes or assessments lawfully levied on the Delaware Turnpike, any payments to pension or retirement funds, any payments required to be made by the Authority under any interest rate exchange agreement entered into by the Authority, any other expenses required or permitted to be paid by the Authority under the provisions of the Agreement or by law including any expenses incurred by the Authority for any of the foregoing purposes.

“Variable Rate” shall mean an interest rate on a Bond that varies from period to period during the term of the Bond, which may or may not be subject to a put, and which may include an interest rate fixed for a period of time less than the term of the Bond, all as determined pursuant to a Supplemental Agreement.

Pledge and Assignment of Revenue

In the Agreement the Authority grants, bargains, sells, conveys, mortgages, pledges and assigns, and grants a security interest in, the Trust Estate to the Trustee, its successors in trust and their assigns forever in trust upon the terms and trusts therein set forth for the equal and proportionate benefit and security of all holders of the Bonds issued under and secured by the Agreement without preference, priority or distinction as to liens of any Bonds over any other Bonds except as otherwise provided therein or in any Supplemental Agreement; provided, however, that (a) the holders of Senior Bonds shall have a prior and superior lien on the Funds created under the Agreement to the lien of the holders of the Junior Bonds except with respect to the lien on the Junior Bonds Principal and Interest Account, the Junior Bonds Redemption Account and the Junior Bonds Debt Service Reserve Account (the lien of the holders of Junior Bonds on the Junior Bonds Principal and Interest Account, the Junior Bonds Redemption Account and the Junior Bonds Debt Service Reserve Account shall be prior and superior to the lien of the holders of Senior Bonds); (b) certain holders of Senior Bonds may be given a prior and superior lien to holders of other Senior Bonds in a Fund into which are only deposited proceeds of such Bonds together with interest thereon and investment proceeds thereof; (c) the holders of certain Bonds may be given a prior and superior lien in accounts into which are deposited proceeds of advances or draws under a Credit Facility ensuring the payment of such Bonds to the extent of any such deposit; and (d) proceeds of advances or draws under a Credit Facility ensuring the payment of principal of and interest on any series of Bonds shall be excluded from the pledge and assignment of the Trust Estate although held for the benefit of holders of Bonds.

Flow of Funds

Creation of Funds. The Agreement creates and establishes with the Trustee the following trust funds, and within those funds, the following accounts:

- Revenue Fund
 - Revenue Account
 - Investment Account
- Debt Service Fund
 - Senior Bonds Principal and Interest Account
 - Junior Bonds Principal and Interest Account
 - Senior Bonds Redemption Account
 - Junior Bonds Redemption Account
- Stabilization Fund
- Debt Service Reserve Fund
 - Senior Bonds Debt Service Reserve Account
 - Junior Bonds Debt Service Reserve Account
- Operating Fund
- Operating Reserve Fund
- Capital Fund
 - Turnpike Account
 - Other Projects Account
 - Settlement Account

Deposits to Revenue Fund. Receipts and Revenues of the Authority constituting Delaware Turnpike Revenue, Motor Fuel Tax Revenue, Document Fees and Additional Revenues shall be deposited in the Revenue Account. Earnings derived from any Fund created under the provisions of the Agreement other than the Rebate Account shall be deposited in the Investment Account.

Use of Money in Revenue Fund. It shall be the duty of the Trustee, on or before the 15th day of each month, to withdraw from the Revenue Account and the Investment Account an amount equal to the amount of all moneys held for the credit of those accounts on the tenth day of that month and deposit the sum so withdrawn to the credit of the following Funds in the following order (provided that the Trustee first apply amounts in the Revenue Account to the credit of the following Funds):

(a) to the credit of the Senior Bonds Principal and Interest Account, such sum, if any, required to increase the amount in said account so that it equals the total of (a) the sum obtained by multiplying one sixth (1/6) of all unpaid interest on Senior Bonds (or interest on any obligation under any Credit Facility drawn upon to purchase any Senior Bonds and required to be paid under the terms of such Credit Facility in the next six months) due and payable on or before the next succeeding Interest Payment Date by the number of months in the period beginning seven months prior to such Interest Payment Date and ending on the date of such computation (provided that with respect to Senior Bonds bearing interest at intervals more frequently than once every six months or at a variable rate, the Trustee shall deposit such amounts as are necessary to pay interest on such Senior Bonds when due as provided in the applicable Supplemental Agreement) and (b) the sum obtained by multiplying one-twelfth (1/12) of all unpaid principal of serial Senior Bonds (or amounts attributable to principal of such Senior Bonds acquired by a drawing under a Credit Facility and required to be paid under the terms of such Credit Facility in the next twelve months) due and payable on or before the date when the next installation of serial Senior Bonds shall mature by the number of whole months in the period beginning thirteen months prior to such date and ending on the date of such computation;

(b) to the credit of the Senior Bonds Redemption Account, a sum obtained by multiplying one-twelfth (1/12) of the principal amount of the then Outstanding term Senior Bonds of each series required to be retired in satisfaction of Sinking Fund Payments therefor in the next succeeding twelve months (or amounts attributable to principal of Senior Bonds acquired by a drawing under a Credit Facility and required to be paid under the terms of the Credit Facility in the next succeeding twelve months) by the number of whole months in the period beginning thirteen months prior to such date and ending on the date of such computation;

(c) to the credit of the Senior Bonds Debt Service Reserve Account such amount, if any, of the balance remaining after making the deposits under clauses (a) and (b) above (or the entire balance if less than the required amount) as may be required to make the amount then to the credit of the Senior Bonds Debt Service Reserve Account equal to the Senior Bonds Debt Service Reserve Account Requirement or such greater amount as shall be determined by the Authority pursuant to a Supplemental Agreement provided such amount is originally funded with proceeds of Bonds or satisfied by a Credit Facility;

(d) to the credit of the Junior Bonds Principal and Interest Account, such sum, if any, required to increase the amount in said account so that it equals the total of (a) the sum obtained by multiplying one sixth (1/6th) of all unpaid interest on Junior Bonds (or interest on any obligation under any Credit Facility drawn upon to acquire any Junior Bonds and required to be paid under the terms of such Credit Facility in the next six months) due and payable on or before the next succeeding Interest Payment Date by the number of whole months in the period beginning seven months prior to such Interest Payment Date and ending on the date of such computation (provided that with respect to Junior Bonds bearing interest at intervals more frequently than once every six months or at a variable rate, the Trustee shall deposit such amounts as are necessary to pay interest on such Junior Bonds when due as provided in the applicable Supplemental Agreement) and (b) the sum obtained by multiplying one-twelfth (1/12th) of all unpaid principal of serial Junior Bonds (or amounts attributable to principal of such Bonds acquired by a drawing under a Credit Facility and required to be paid under the terms of such Credit Facility in the next twelve months) due and payable on or before the date when the next installment of serial Junior Bonds shall mature by the number of whole months in the period beginning thirteen months prior to such date and ending on the date of such computation;

(e) to the credit of the Junior Bonds Redemption Account, a sum obtained by multiplying one-twelfth (1/12th) of the principal amount of the then Outstanding term Junior Bonds of each series required to be

retired in satisfaction of Sinking Fund Payments therefor in the next succeeding twelve months (or amounts attributable to principal of Junior Bonds acquired by a drawing under a Credit Facility and required to be paid under the terms of the Credit Facility in the next twelve months) by the number of whole months in the period beginning thirteen months prior to such date and ending on the date of such computation;

(f) to the credit of the Junior Bonds Debt Service Reserve Account, such amount, if any, of the balance remaining after making the deposits under clauses (d) and (e) above (or the entire balance if less than the required amount) as may be required to make the amount then to the credit of the Junior Bonds Debt Service Reserve Account equal to the Junior Bonds Debt Service Reserve Account Requirement or such greater amount as shall be determined by the Authority by resolution from time to time filed with the Trustee;

(g) to the credit of the Operating Fund, an amount necessary to increase the amount in said Fund to an amount equal to one-sixth (1/6) of the amount set forth in the Annual Budget to be expended from said Fund;

(h) if and only if the most recently-filed certificate of the Authority described in Section 4.05(d) of the Agreement (dealing with the debt service reserve fund) indicates that Test Revenues do not cover maximum Principal and Interest Requirements of the Senior Bonds Outstanding by at least 3.00 times, then to the credit of the Operating Reserve Fund, an amount necessary to increase the amount in said Fund to an amount equal to one-sixth (1/6) of the amount set forth in the Annual Budget to be expended from the Operating Fund for the Delaware Turnpike;

(i) to the credit of the Stabilization Fund, an amount, together with any other amount credited to such Fund, equal to an amount to be determined by the Authority in a Supplemental Agreement with the initial deposit required to be made to the Stabilization Fund when a determination is made by the Authority that Test Revenues are less than 3.5 times the maximum Principal and Interest Requirements on Senior Bonds Outstanding; and

(j) the remainder, if any, to the Authority, free of the lien of the Agreement, for deposit to the Transportation Trust Fund, subject to the obligation to transfer interest earned on assets held therein to the Revenue Fund.

Deposits to and Uses of Funds in the Capital Fund. Bond proceeds borrowed for capital projects are deposited into the Capital Fund and disbursed by the Trustee to the Authority to pay for authorized projects in accordance with a requisition procedure provided in the Agreement. In payment of any such requisition, the Trustee is entitled to rely as to the completeness and accuracy of all statements in such requisition upon the approval of such requisition by an Authorized Authority Representative, execution thereof to be conclusive evidence of such approval.

Additional Bonds; Debt Service Reserve Fund

In addition to the requirements described in the body of this Official Statement no additional Bonds may be issued under the Agreement, unless the Trustee shall deduct from the proceeds of such additional Bonds and deposit to the credit of the appropriate account in the Debt Service Reserve Fund such amount, if any, as may be required to make the amount then to the credit of the appropriate account in the Debt Service Reserve Fund equal to the Senior Bonds Debt Service Reserve Account Requirement and/or the Junior Bonds Debt Service Reserve Account Requirement, as the case may be. The Trustee shall also deduct from such proceeds and deposit to the credit of the Stabilization Fund such amount, if any, as may be required to be deposited to the Stabilization Fund unless the Authority certifies to the Trustee that the Annual Budget has made provision for the amount required to be deposited in the current Fiscal Year and that such amount shall be available in amounts and at the times required by Supplemental Agreements.

Investment of Funds

The moneys in the Funds shall, at the direction of the Authority, be invested and reinvested in Qualified Investments, provided, however, that moneys constituting proceeds of a drawing on a Credit Facility and, while the Credit Facility is in effect ensuring the payment of principal and interest on a series of Bonds, any moneys held by the Paying Agent pursuant to Section 4.10 (“Money Held in Trust”), of the Agreement or by a Tender Agent, Remarketing Agent or other similar person for the purchase or redemption of Bonds shall be invested only in Government Obligations which have a remaining term not exceeding 30 days or such shorter period as needed. Subject to the

further provisions of Section 6.01 of the Agreement, such investments shall be made by the Trustee as directed and designated by the Authority in a certificate of, or telephonic advice promptly confirmed by a certificate of, an Authorized Authority Representative. As and when any amounts thus invested may be needed for disbursements from any Fund, the Trustee shall cause a sufficient amount of such investments to be sold or otherwise converted into cash to the credit of such Fund. As long as no Event of Default (as defined in Section 9.01 (“Events of Default”) of the Agreement) shall have occurred and be continuing, the Authority shall have the right to designate the investments to be sold and to otherwise direct the Trustee in the sale or conversion to cash of the investments made with the moneys in the Funds, provided that the Trustee shall be entitled to assume conclusively the absence of any such Event of Default unless it has notice thereof within the meaning of Section 10.05 (“Notice of Event of Default”) of the Agreement.

Investments shall be made from each Fund for a period not exceeding a period during which such investments are expected to be required to be converted to cash for application by or on behalf of the Authority provided that: (a) moneys held for the credit of the Revenue Fund and the Operating Reserve Fund shall not be invested in Qualified Investments which mature or which are not subject to redemption by the Trustee, at the option of the Trustee, later than one year after the date of such investment; (b) moneys held for the credit of the Debt Service Reserve Fund shall be invested in Qualified Investments which mature or which are not subject to redemption by the Trustee, at the option of the Trustee at such times as designated by the Authority.

In furtherance of the covenant of the Authority set forth in Section 7.22 (“Rebate Account”) of the Agreement, the Trustee shall comply with any and all instructions of the Authority, given from time to time, to pay all or a portion of the moneys in the Funds not constituting part of the Trust Estate to, or upon the order of, the Department of the Treasury of the United States of America, anything in the Agreement to the contrary notwithstanding.

Accounts, Reports and Audits

The Authority covenants that it will keep an accurate record of the total cost of the Delaware Turnpike and of transfers to the State to meet the costs of other Projects financed with the proceeds of Bonds, of the Receipts and Revenues of the Authority collected from the Delaware Turnpike, of Motor Fuel Tax Revenues, of Document Fees, of Additional Revenues, if any, and of the application of such receipts and revenues. Such records shall be open during normal business hours of the Authority to the inspection of the Trustee and the holders of the Bonds and their agents and representatives.

The Authority further covenants that, in the months of January, April, July and October in each year, it will cause to be filed with the Trustee and mailed to all holders of Bonds who shall have filed their names and addresses with the Authority board for such purpose a report setting forth in respect of the preceding three months' period

- (a) in reasonable detail, the Receipts and Revenues of the Authority and the Turnpike Operating Expenses (i) for such period and (ii) for the same period of the preceding Fiscal Year,
- (b) all deposits to the credit of and withdrawals from each Fund created under the provisions of the Agreement during such period,
- (c) the details of all Bonds issued, paid, purchased or redeemed during such period,
- (d) a balance sheet as of the end of such period,
- (e) the amount on deposit at the end of such period to the credit of each such Fund, the security therefor, and the details of any investments thereof, and
- (f) any revisions during such period of the charges, fares, fees, rentals and tolls for the use or services of the Delaware Turnpike.

The Authority further covenants that promptly after the close of each Fiscal Year it will cause an audit to be made of its books and accounts relating to the Delaware Turnpike and the Receipts and Revenues of the Authority for the preceding Fiscal Year by an independent firm of certified public accountants of recognized ability and standing, to be chosen by the Authority. The Trustee shall make available to such accountants all of its books and records

pertaining to the Delaware Turnpike and the Receipts and Revenues of the Authority. Promptly thereafter reports of each such audit shall be filed with the Authority and the Trustee and copies of such reports shall be mailed by the Authority to all holders of Bonds who shall have filed their names and addresses with the Authority board for such purpose. Each such audit report shall set forth in respect of the preceding Fiscal Year the same matters as are hereinabove required for the quarterly reports, the findings of such certified public accountants as to whether the moneys received by the Authority under the provisions of the Agreement during such Fiscal Year have been applied in accordance with the provisions of the Agreement, and whether any obligations for Turnpike Operating Expenses were incurred in the preceding Fiscal Year in excess of the total amount provided for Turnpike Operating Expenses in the Annual Budget for such Fiscal Year. Such quarterly reports and audit reports shall be open at all reasonable times to the inspection of the holders of Bonds and their agents and representatives.

The Authority further covenants that it will cause any additional reports or audits relating to the Delaware Turnpike to be made as required by law and that, as often as may be requested, it will furnish to the Trustee and the holder of any Bond such other information concerning the Delaware Turnpike or the operation thereof as any of them may reasonably request.

The cost of the reports and audits referred to above shall be payable from the Operating Fund.

Insurance

The Authority covenants that it will at all times, maintain, to the extent reasonably obtainable, the following insurance, with terms, conditions, provisions and costs, the Authority determines to be reasonable, subject to applicable, customary insurance practice:

(a) Multi-risk insurance on facilities of the Delaware Turnpike of an insurable nature and of the character usually insured by those operating similar facilities, covering direct physical loss or damage from causes customarily insured against, in amounts certified to be necessary or advisable by the Authority;

(b) Use and occupancy insurance covering loss of revenues by reason of the necessary interruption, total or partial, in the use of the Susquehanna River Bridge in the State of Maryland, in such amounts as the Authority shall certify will provide income during the period of interruption equal to the loss of Delaware Turnpike Revenues for a period of one year less the Turnpike Operating Expenses for that period;

(c) Public liability, landlord's liability and comprehensive motor vehicle liability insurance;

(d) During any improvement or reconstruction of the Delaware Turnpike, such insurance as is customarily carried by others under similar circumstances, unless maintained for the benefit of the Authority by contractors;

(e) Blanket crime policies on all officers and employees of the Authority who collect or have custody of or access to revenues, receipts or income of the Delaware Turnpike or any funds of the Delaware Turnpike;

(f) Boiler and machinery coverage; and

(g) Any additional or other insurance determined by the Authority to be necessary or advisable.

All such insurance policies shall be carried with a responsible insurance company or companies authorized or qualified under the laws of the State to assume the risks covered by such policy or policies.

The Trustees shall deposit the proceeds of physical loss or damage insurance to the credit of an account in the Capital Fund. The Authority shall give written instructions to the Trustee concerning the use of such money. The Trustee shall deposit the proceeds of use and occupancy insurance to the credit of the Revenue Fund immediately upon receipt and such proceeds shall be used, for the purposes permitted for moneys in such Fund. Instead of any of the foregoing policies of insurance, the Authority may establish one or more self-insurance funds to cover one or more of the risks required to be covered by the foregoing policies of insurance. Any self insurance fund shall be established pursuant to a written plan for funding and coverage adopted by the Authority. The plan shall, among other things,

require that: (a) all funds be deposited with a fiduciary in trust pursuant to a written agreement; (b) an actuary shall prepare a written report recommending, among other things, the amounts to be deposited initially in the self insurance fund and the times by which such initial amounts shall be deposited; (c) a written report by an actuary, on at least a biennial basis, making recommendations on appropriate funding levels; and (d) the actuary hired by the Authority to make the foregoing reports shall be qualified and experienced.

Tax Law Compliance; Arbitrage Rebate

Tax Covenant. The Authority covenants for the benefit of the holders of the Bonds (a) that no use of the proceeds of the Bonds or the earnings thereon will be made, and no other action will be taken, which would cause the Bonds to be “arbitrage bonds” within the meaning of Section 148(a) of the Code, (b) that all action with respect to the Bonds required to be taken to avoid characterization of the Bonds as “arbitrage bonds” under Section 148 of the Code shall be taken, (c) that the Authority will take all reasonable steps to ensure that interest on the Bonds is not included in gross income of the holder of any Bond for purposes of federal income taxation (unless such bonds are issued as federally taxable bonds) and (d) that the Authority will take no action to cause the Bonds to become “private activity bonds” as that term is used in Section 141(a) of the Code.

Rebate Account. The Agreement creates and establishes with the Trustee an account designated the “Delaware Transportation Authority Rebate Account” (the “Rebate Account”). The Trustee, at the direction of an Authorized Authority Representative shall transfer from the Investment Account to the Rebate Account amounts determined solely by the Authority as necessary to avoid characterization of the Bonds as “arbitrage bonds” under Section 148 of the Code. Amounts on deposit in the Rebate Account shall not be subject to any claim or charge in favor of the Trustee or any holder of a Bond. Upon receipt of written instructions from an Authorized Authority Representative, the Trustee shall pay to the United States of America amounts determined solely by the Authority and/or shall transfer amounts determined solely by the Authority to the Investment Account from the Rebate Account. All amounts on deposit in the Rebate Account may be invested in Qualified Investments at the direction of the Authority. Interest earned or profit realized on amounts invested in the Rebate Account shall be retained in the Rebate Account. The Trustee shall not be responsible for any loss or damage resulting from any action taken or omitted to be taken with respect to amounts in the Rebate Fund or any calculations made by the Authority or any other person with respect to rebate. The Trustee may conclusively rely on any instructions received from an Authorized Authority Representative with respect to rebate.

Other Covenants

Inspection of Delaware Turnpike. The Authority covenants that it will cause its Engineering Consultants to make an inspection of the Delaware Turnpike at least once in every other year and, on or before the 1st day of October in such year, to submit to the Authority a report or reports setting forth their findings whether the Delaware Turnpike has been maintained in good repair, working order and condition.

Use and Operation of the Delaware Turnpike. The Authority covenants that it will establish and enforce reasonable rules and regulations governing the use of the Delaware Turnpike and the operation thereof, that all conditions of employment and all compensation, salaries, fees and wages paid by it in connection with the operation, maintenance and repair of the Delaware Turnpike will be reasonable, that no more persons will be employed by it than are necessary, that all persons employed by it will be qualified for their respective positions, that it will maintain and operate the Delaware Turnpike in an efficient and economical manner, that from the then current Receipts and Revenues of the Authority it will at all times maintain the Delaware Turnpike in good repair and in sound operating condition and will make all necessary repairs, renewals and replacements, and that it will observe and perform all of the terms and conditions contained in the Act.

Covenants as to Tolls. The Authority covenants that it will fix and revise from time to time, and charge and collect charges, fares, fees, rentals and tolls for the use of the Delaware Turnpike. The Authority further covenants that it will not reduce tolls in effect on the Delaware Turnpike after the date of issuance of the 2012 Bonds unless the Authority board files a certificate with the Trustee showing that the Authority would have met the tests described in Section 2.07(b)(i)(A) and (B) (“Additional Bonds Coverage Tests”) of the Agreement with respect to the Outstanding Bonds assuming a reduction in Delaware Turnpike Revenues for the applicable twelve-month period utilized in that Section 2.07(b)(i)(A) and (B) as if the reduction occurred on the first day of that period. The Authority may make any

other adjustment or reclassification of toll rates or establish special toll rates for the Delaware Turnpike, provided that such adjustment or reclassification is recommended in writing by the Authority's Traffic Consultants and will not reduce Delaware Turnpike Revenues unless the Authority meets the foregoing test. Notwithstanding the foregoing provision, the tolls in effect on August 1, 1988 shall not be reduced.

Covenant Against Sale and Encumbrance; Exceptions. The Authority covenants that it will not sell or otherwise dispose of or encumber the Delaware Turnpike, or any part thereof, or any other physical assets of the Authority, subject to the other provisions of the Agreement, except those physical assets which the Authority either reasonably determines to be of no use for purposes of the Authority or for which the Authority is acquiring replacements.

The Authority may lease, or grant easements, franchises or concessions for the use of any part of the Delaware Turnpike and the net proceeds of any such lease, easement, franchise or concession shall be deposited as earned to the credit of the Revenue Fund.

Events of Default and Remedies; Respective Rights of Senior and Junior Bondholders

Events of Default. Each of the following events shall constitute and is referred to in the Agreement as an "Event of Default":

(a) a failure to pay the principal of or premium, if any, on any Bond when the same shall become due and payable at maturity, upon redemption or otherwise;

(b) a failure to pay an installment of interest on any Bond after such interest shall have become due and payable;

(c) a failure to pay an amount due in respect of a put of any Bond for a period of two (2) Business Days after such amount shall have become due and payable (or such shorter period as provided by the applicable Supplemental Agreement);

(d) a failure of the Authority to transfer to the Trustee Receipts and Revenues of the Authority pledged to the Trustee under the Agreement;

(e) failure by the State to transfer to the Authority, or a reduction by the State subsequent to the effective date of the Agreement of the rate of, the Motor Fuel Taxes, the Document Fees or any fees and taxes yielding Additional Revenues imposed by the State;

(f) receipt by the Trustee of notice from the obligor of a Credit Facility ensuring the payment of principal and interest on any series of Bonds stating that an event of default under the applicable Credit Facility has occurred and directing the Trustee to declare the series of Bonds insured by such Credit Facility to be immediately due and payable and directing the Trustee to draw on such Credit Facility;

(g) failure by the Authority to observe and perform any other covenant, condition, agreement or provision contained in the Bonds or in the Agreement on the part of the Authority to be observed or performed for the benefit of the holders of Bonds, which failure shall continue for a period of ninety (90) days after written notice, specifying such failure and requesting that it be remedied, shall have been given to the Authority by the Trustee, which may give such notice in its discretion and shall give such notice at the written request of holders of not less than 10% in principal amount of the Bonds then Outstanding of any series, unless the Trustee, or the Trustee and the holders of a principal amount of Bonds not less than the principal amount of Bonds the holders of which requested that such notice be given, as the case may be, shall agree in writing to an extension of such period prior to its expiration; provided, however, that the Trustee, or the Trustee and the holders of such principal amount of Bonds, as the case may be, shall be deemed to have agreed to an extension of such period if corrective action is initiated by the Authority within such period and is being diligently pursued;

(h) the Authority (i) files a petition under the Bankruptcy Reform Act of 1978 (the "Bankruptcy Code"), as amended or superseded, makes an assignment for the benefit of creditors, enters into a

composition with creditors or commences a case or proceeding for reorganization or readjustment of its debts, for dissolution, liquidation or commences a similar procedure under the law of any jurisdiction, whether now or hereafter in effect; (ii) is, or admits in writing that it is, insolvent, bankrupt, is unable generally to pay its debts as they become due or its debts are greater than its property net of any property which was transferred, concealed or removed with the intent to hinder, delay or defraud its creditors; (iii) applies to any government or governmental entity for the appointment of a Custodian (as such term is defined in Section 101(10) of the Bankruptcy Code) for itself or for all or any substantial or material part of its property; or (iv) has transferred, concealed or removed any of its property with intent to hinder, delay or defraud any of its creditors generally or the holders of the Bonds, in particular, or has received less than reasonably equivalent value in a transfer of all or a substantial or material part of its property; or

(i) the Authority (i) has commenced against it an involuntary case or proceeding referred to in paragraph (h) above which is not dismissed on the day of such commencement; (ii) has an order of relief entered against it in such an involuntary case or proceeding; (iii) consents to, grants approval of or acquiesces to such involuntary case or proceeding; or (iv) is subject to the appointment of a Custodian for it or all or any substantial part of its property and such Custodian is not dismissed by a court of competent jurisdiction (and all such property returned) on the day of such Custodian's appointment.

Upon the occurrence and continuation of any Event of Default other than an Event of Default described in (f) or (g) of the preceding paragraph with respect to Bonds of any series, the Trustee may, and at the written request of the holders of not less than 25% in principal amount of the Outstanding Bonds of such series or upon the occurrence and continuation of an Event of Default described in (f) of the preceding paragraph and at the written request of the obligor under a Credit Facility ensuring the payment of the principal of and interest on a series of Bonds, shall, declare such series of Bonds to be immediately due and payable, whereupon they shall, without further action become and be immediately due and payable, anything in the Agreement or in the Bonds to the contrary notwithstanding. The Trustee shall give prompt notice of acceleration to any Tender Agent and any Remarketing Agent, and shall give notice thereof by Mail to all holders of Outstanding Bonds of all series. In the case of an Event of Default described in the preceding paragraph occurring when a Credit Facility is in effect and with respect to which the Trustee is required to draw to effect an acceleration of the Bonds, the Trustee shall make the aforesaid declaration on the first Business Day on or after the occurrence of such Event of Default that the Trustee may make a drawing or drawings on such Credit Facility (but shall not make such declaration prior to such date) unless provisions to the contrary are made in the applicable Supplemental Agreement.

The provisions of the preceding paragraph, however, are subject, when no Credit Facility shall be in effect ensuring the payment of principal of and interest on a series of Bonds, to the condition that if, after the principal of any Bonds shall have been so declared to be due and payable, and before any judgment or decree for the payment of the moneys due shall have been obtained or entered as hereinafter provided, the Authority shall cause to be deposited with the Trustee a sum sufficient to pay all matured installments of interest upon all Bonds and the principal of any and all Bonds which shall have become due otherwise than by reason of such declaration (with interest upon such principal and, to the extent permissible by law, on overdue installments of interest, at the rate per annum borne by the Bonds) and such amounts as shall be sufficient to cover reasonable compensation and reimbursement of expenses payable to the Trustee (including reasonable counsel fees and expenses), and all Events of Default other than nonpayment of the principal of Bonds which shall have become due by said declaration shall have been remedied, then, in every such case, such Event of Default shall be deemed waived and such declaration and its consequences rescinded and annulled, and the Trustee shall promptly give written notice of such waiver, rescission and annulment to the Authority, any Tender Agent and any Remarketing Agent, and, if notice of the acceleration of any Bonds shall have been given to the holders of said Bonds, shall give prompt notice thereof by Mail to all holders of Outstanding Bonds; but no such waiver, rescission and annulment shall extend to or affect any subsequent Event of Default or impair any right or remedy consequent thereon.

The provisions of the second preceding paragraph are further subject to the condition that, if an Event of Default described in clause (f) of the third preceding paragraph shall have occurred and if the Trustee shall thereafter have received notice from the obligor of a Credit Facility ensuring the payment of principal of and interest on a series of Bonds (a) that the notice which caused the Event of Default to occur has been withdrawn and (b) that the amounts available to be drawn on that Credit Facility to pay (i) the principal of said Bonds or the portion of the purchase price equal to principal and (ii) interest on said Bonds and the portion of purchase price equal to accrued interest have been reinstated all in amounts that are required to maintain the then ratings on said Bonds, then, in every such case, such

Event of Default shall be deemed waived and its consequences rescinded and annulled, and the Trustee shall promptly give written notice of such waiver, rescission and annulment to the Authority, the obligor under the applicable Credit Facility, any Tender Agent and any Remarketing Agent, and, if notice of the acceleration of said Bonds shall have been given thereof, by Mail to all holders of Outstanding Bonds; but no such waiver, rescission and annulment shall extend to or affect any subsequent Event of Default or impair any right or remedy consequent thereon or the rights of holders of any other series of Bonds.

Remedies. Upon the occurrence and continuation of any Event of Default, then and in every such case the Trustee in its discretion may, and upon the written request of the obligor under any Credit Facility ensuring the payment of principal of and interest on a series of Bonds in respect of which an Event of Default has occurred or the holders of not less than 25% in principal amount of the Bonds of any series then Outstanding and receipt of indemnity to its satisfaction, shall, in its own name and as the Trustee of an express trust:

(a) by mandamus, or other suit, action or proceeding at law or in, equity, enforce all rights of the holders of said Bonds and require the Authority, or the obligor under any Credit Facility ensuring the payment of principal of and interest on any Bonds to carry out any agreements with or for the benefit of the holders of said Bonds and to perform its or their duties under the Act, any Credit Facility and the Agreement;

(b) bring suit upon said Bonds; or

(c) by action or suit in equity enjoin any acts or things which may be unlawful or in violation of the rights of the holders of said Bonds.

Note: If the State violates its contractual obligation to impose and collect motor vehicle fuel taxes, motor vehicle document fees, motor vehicle registration fees or the fees and taxes yielding Additional Revenue at the rates in effect on the date of issuance of the 2012 Bonds or requires the use of that revenue for some purpose other than as assigned to secure the Bonds, the State would be subject to a bondholders' suit, and, under Delaware law, probably would not be able to avail itself of the defense of sovereign immunity. Payment of any award against the State obtained by a judgment creditor, however, must be appropriated by the State legislature. In addition the overriding interest of the State in promoting the health, safety and welfare of the people of the State, may affect the enforceability of the contractual obligation and may justify the impairment of the contract.

Limitation on Holders' Right to Institute Proceedings. No holder of a Bond of any series shall have any right to institute any suit, action or proceeding in equity or at law for the execution of any trust or power under the Agreement, or any other remedy thereunder or on the Bonds, unless such holder previously shall have given to the Trustee written notice of an Event of Default as provided in the Agreement and unless the holders of not less than 25% in principal amount of the Bonds then Outstanding of such series shall have made written request of the Trustee so to do, after the right to institute said suit, action or proceeding shall have accrued and is continuing and shall have afforded the Trustee sixty (60) days to proceed to institute the same in either its or their name, and unless there also shall have been offered to the Trustee security and indemnity satisfactory to it against the costs, expenses and liabilities to be incurred therein or thereby (including reasonable counsel fees and expenses), and the Trustee shall not have complied with such request within sixty (60) days after receipt of the request (provided no direction inconsistent with such written request has been given to the Trustee during such 60-day period by the holders of a majority in principal amount of the Outstanding Bonds of such series); and such notification, request and offer of indemnity are in every such case, at the option of the Trustee, to be conditions precedent to the institution of said suit, action or proceeding; it being understood and intended that no one or more of the holders of the Bonds of such series shall have any right in any manner whatever by his or their action to affect, disturb or prejudice the security of the Agreement, or to enforce any right thereunder or under the Bonds, except in the manner therein provided, and that all suits, actions and proceedings at law or in equity shall be instituted, had and maintained in the manner provided in the Agreement and for the equal benefit of all holders of the Bonds of such series. In any event, no one or more holders of Bonds of any series shall have any right in any manner whatever by virtue of the Agreement to affect, disturb or prejudice the rights of any other holder of Bonds of any series or to obtain priority or preference over any other holder or to enforce any right under the Agreement except in the manner or to the extent therein provided and with respect to any series, for the equal and ratable benefit of all holders of Bonds of that Series.

Obligors' Right Under Credit Facility or Holders' Right to Direct Proceedings. Anything in the Agreement to the contrary notwithstanding, the holders of a majority in principal amount of the Bonds then Outstanding thereunder with respect to which an Event of Default has occurred shall have the right, by an instrument in writing executed and delivered to the Trustee, to direct the time, method and place of conducting all remedial proceedings available to the Trustee under the Agreement or exercising any trust or power conferred on the Trustee by the Agreement; provided, however, that the obligor under any Credit Facility shall have no such rights, as a holder of Bonds or a deemed holder of Bonds, in respect of proceedings taken by holders of Bonds against such obligor. For purposes of this Section, an obligor under any Credit Facility ensuring the payment of principal of and interest on any Bonds shall be deemed the holder of those Bonds, absent a default in the obligations of the obligor of that Credit Facility under the Credit Facility, unless the applicable Supplemental Agreement provides to the contrary.

Application of Money. Any money received by the Trustee or by any holder of a Bond pursuant to any right given or action taken under the provisions of Article IX (“Defaults and Remedies”) of the Agreement, after payment of the costs and expenses of the proceedings resulting in the collection of such money and of the expenses, liabilities and advances incurred or made by the Trustee (including reasonable counsel fees and expenses), and the payment and setting aside of reasonable and necessary amounts to meet Turnpike Operating Expenses as determined by a firm of Engineering Consultants, shall be deposited in the Debt Service Fund for such series of Bonds and all money so deposited in the Debt Service Fund for such series of Bonds during the continuance of an Event of Default (other than money for the payment of Bonds which had matured or otherwise become payable prior to such Event of Default) shall be applied as follows with respect to each series of Bonds (provided, however, that any drawing by the Trustee under a Credit Facility for the payment of principal of, or premium, if any, or interest on the Bonds shall be applied only to the payment of the principal of or premium, if any, or interest on the particular Bonds identified in the applicable Credit Facility):

(a) Under and subject to the provisions of Section 7.22 of the Agreement, to the Rebate Account in an amount, together with any other amounts on deposit or credited to, such account, sufficient to meet the Authority's obligation to make payments to the United States of America as required under Section 148 of the Code.

(b) Unless the principal of all the Bonds shall have become due and payable, all such money shall be applied (i) first, to the payment to the persons entitled thereto of all installments of interest then due on Senior Bonds, with interest on overdue installments of interest then due on such Bonds, if lawful, at the rate per annum borne by such Bonds, in the order of maturity of the installments of such interest and, if the amount available shall not be sufficient to pay in full any particular installment of interest, then to the payment ratably, according to the amounts due on such installment; (ii) second, to the payment to the persons entitled thereto of the unpaid principal of any Senior Bonds which shall have become due (other than such Bonds called for redemption for the payment of which money is held pursuant to the provisions of the Agreement), with interest on such Bonds at their rate from the respective dates upon which they became due and, if the amount available shall not be sufficient to pay in full such Bonds due on any particular date, together with such interest, then to the payment ratably, according to the amount of principal and interest due on such date, in each case to the persons entitled thereto, without any discrimination or privilege; (iii) third, to the payment to the persons entitled thereto of all installments of interest then due on Junior Bonds, with interest on overdue installments of interest then due on such Bonds, if lawful, at the rate per annum borne by such Bonds, in the order of maturity of the installments of such interest and, if the amount available shall not be sufficient to pay in full any particular installment of interest, then to the payment ratably, according to the amounts due on such installment; (iv) fourth, to the payment to the persons entitled thereto of the unpaid principal of any Junior Bonds which shall have become due (other than such Bonds called for redemption for the payment of which money is held pursuant to the provisions of the Agreement), with interest on such Bonds at their rate from the respective dates upon which they become due and, if the amount available shall not be sufficient to pay in full such Bonds due on any particular date, together with such interest, then to the payment ratably, according to the amount of principal and interest due on such date, in each case to the persons entitled thereto, without any discrimination or privilege; provided, however, that money derived from the rights of the Trustee under a Credit Facility shall not be applied to the payment of the principal of or premium, if any, or interest on any Bonds held of record by the Authority, by the obligor under a Credit Facility or by any Tender Agent or other person for the account of the Authority or other person if a Credit Facility prohibits by its terms a drawing thereunder for such purpose.

(c) If the principal of all Senior Bonds shall have become due and payable, all such money shall be applied (i) first to the payment of the principal and interest then due and unpaid upon Senior Bonds, with

interest on overdue interest and principal, as aforesaid, without preference or priority of principal over interest or of interest over principal, or of any installment of interest over any other installment of interest, or of any Senior Bond over any other Senior Bond, ratably, according to the amounts due respectively for principal and interest, to the persons entitled thereto without any discrimination or privilege; and (ii) second, to the payment of the principal and interest then due and unpaid upon Junior Bonds whether or not the principal of all Junior Bonds shall have become due and payable, with interest on overdue interest and principal, as aforesaid, without preference or priority of principal over interest or of interest over any other installment of interest, or of any Junior Bond over any other Junior Bond, ratably, according to the amounts due respectively for principal and interest, to the persons entitled thereto without any discrimination or privilege; provided, however, that money derived from the rights of the Trustee under a Credit Facility shall not be applied to the payment of the principal of or premium, if any, or interest on Bonds held of record by the Authority, by the obligor under a Credit Facility or by any Tender Agent for the account of the Authority if the applicable Credit Facility prohibits by its terms a drawing thereunder for such purpose.

(d) If the principal of all Junior Bonds shall have become due and payable and there are no Senior Bonds Outstanding, all such money shall be applied as set forth in clauses (b)(iii) and (b)(iv) above.

(e) If the principal of all the Bonds of a series shall have come due and payable, and if acceleration of the maturity of said Bonds by reason of such Event of Default shall thereafter have been rescinded and annulled under the provisions of Article IX (“Defaults and Remedies”) of the Agreement, then, subject to the provisions of clause (c) of this Section which shall be applicable in the event that the principal of all the Bonds shall later become due and payable, the money shall be applied in accordance with the provisions of clause (b) of this Section.

Trustee's Notice of Event of Default. The Trustee shall not be required to take notice, or be deemed to have notice, of any default or Event of Default under the Agreement (i) other than an Event of Default under clause (a), (b) or (c) of the first paragraph of Section 9.01 (“Events of Default”) of the Agreement or (ii) unless an officer of the Trustee assigned by the Trustee to administer its corporate trust matters has been specifically notified in writing of such default or Event of Default by holders of at least 25% in principal amount of the Bonds then Outstanding of any series, by the Authority, by the obligor under a Credit Facility ensuring payment of principal or interest on any series of Bonds, by a Tender Agent or in the case of an Event of Default under clause (h) or (i) of the first paragraph of Section 9.01 of the Agreement, by any holder. The Trustee may, however, at any time, in its discretion, require of the Authority full information and advice as to the performance of any of the covenants, conditions and agreements contained in the Agreement.

Action by Trustee. The Trustee shall be under no obligation to take any action in respect of any default or Event of Default under the Agreement with respect to Bonds of any series other than an Event of Default described in clause (f) of Section 9.01 (“Events of Default”) of the Agreement, or toward the execution or enforcement of any of the trusts thereby created, or to institute, appear in or defend any suit or other proceeding in connection therewith, unless requested in writing so to do by holders of at least 25% in principal amount of the Outstanding Bonds of such Series and, if in its opinion such action may tend to involve it in expense or liability, unless furnished, from time to time as often as it may reasonably require, with security and indemnity satisfactory to it (including reasonable counsel fees and expenses); but the foregoing provisions are intended only for the protection of the Trustee, and shall not affect any discretion or power given by any provisions of the Agreement to the Trustee to take action in respect to any default or Event of Default without such notice or request from the holders of Bonds or the obligor under a Credit Facility or without such security or indemnity.

Notice to Owners of Event of Default. If an Event of Default occurs of which the Trustee has notice within the meaning of Section 10.05 (“Notice of Event of Default”) of the Agreement and any such Event of Default shall continue for at least two days after the Trustee has notice thereof within the meaning of Section 10.05 of the Agreement, unless the Trustee shall have theretofore given a notice of acceleration pursuant to Section 9.01 (“Events of Default”) of the Agreement, the Trustee shall give prompt notice thereof to the Authority, any Tender Agent, any Remarketing Agent and any obligor under a Credit Facility and give notice by Publication and by Mail to all holders of Outstanding Bonds for which it is acting as Trustee. Such Trustee shall also give notice of any Event of Default to any other Trustee appointed pursuant to the Agreement and such Trustee shall likewise give prompt notice to all holders of Outstanding Bonds for which it is acting as Trustee.

Trustee; Paying Agents

Acceptance of Trusts. The Trustee accepts and agrees to execute the trusts created by the Agreement, but only upon the additional terms set forth in Article X (“Trustee; Paying Agent and Co-Paying Agents; Registrar”) of the Agreement, to all of which the Authority agrees and the respective holders of the Bonds agree by their acceptance of delivery of any of the Bonds. By accepting and agreeing to act as Trustee for holders of Senior Bonds and/or Junior Bonds, the Trustee is agreeing to act for holders of Bonds of all series of Senior Bonds and/or Junior Bonds, as the case may be, subject to the rights of the Trustee to resign and be discharged of the trusts created by the Agreement.

Paying Agent; Co-Paying Agents; Depository. The Authority shall appoint the Paying Agent for the Bonds and may at any time or from time appoint one or more Co-Paying Agents for a series of Bonds and one or more Depositories for the receipt of Revenue and Receipts pledged to the Trustee under the Agreement, subject to the conditions set forth in Section 10.22 (“Qualifications of Paying Agent, Co-Paying Agents and Depository; Resignation; Removal”) of the Agreement.

Responsibility of Fiduciaries

Notwithstanding any other provisions of Article X of the Agreement, the Trustee shall, during the existence of an Event of Default of which the Trustee has actual notice, exercise such of the rights and powers vested in it by the Agreement and use the same degree of skill and care in their exercise as a prudent man would use and exercise under the circumstances in the conduct of his own affairs.

Limitation on Liability. The Trustee may execute any of the trusts or powers created under the Agreement and perform the duties required of it thereunder by or through attorneys, agents, receivers, or employees, and shall be entitled to advice of counsel concerning all matters of trust and its duty thereunder, and the Trustee shall not be answerable for the default or misconduct of any such attorney, agent, or employee selected by it with reasonable care. The Trustee shall not be answerable for the exercise of any discretion or power under the Agreement or for anything whatsoever in connection with the trust created thereby, except only for its own negligence, willful misconduct or bad faith or for failure to exercise reasonable care in the selection of any attorney, agent or employee acting thereunder. The Trustee shall notify the Authority before selecting any agent to act on behalf of the Trustee in order to permit the Authority reasonable opportunity to join in any contract with such agent. The Authority shall, from the Receipts and Revenue of the Authority, indemnify and save the Trustee harmless against any liabilities which the Trustee may incur in the exercise and performance of its powers and duties under the Agreement, except for liabilities arising out of the negligence, willful misconduct or bad faith of the Trustee.

Good Faith Reliance. The Trustee shall be protected and shall incur no liability in acting or proceeding in good faith upon any resolution, notice, telegram, telex, facsimile transmission, request, consent, waiver, certificate, statement, affidavit, voucher, bond, requisition or other paper or document which it shall in good faith believe to be genuine and to have been passed or signed by the proper board, body or person or to have been prepared and furnished pursuant to any of the provisions of the Agreement, or upon the written opinion of any attorney, engineer, accountant or other expert believed by the Trustee to be qualified in relation to the subject matter, and the Trustee shall be under no duty to make any investigation or inquiry as to any statements contained or matters referred to in any such instrument, but may accept and rely upon the same as conclusive evidence of the truth and accuracy of such statements.

Defeasance

If the Authority shall pay or cause to be paid to the holder of any Bond secured by the Agreement the principal of and premium, if any, and interest due and payable, and thereafter to become due and payable, upon such Bond or portion of such Bond, such Bond or portion thereof shall cease to be entitled to any lien, benefit or security under the Agreement. If the Authority shall pay or cause to be paid to the holders of all the Bonds secured thereby the principal and premium, if any, and interest due and payable, and thereafter to become due and payable, thereon, and shall pay or cause to be paid all other sums payable thereunder by the Authority, including but not limited to Subordinate Indebtedness, if any, then, and in that case, the right, title and interest of the Trustee in and to the Trust Estate shall thereupon cease, terminate and become void. In such event, the Trustee shall assign, transfer and turn over

to the Authority the Trust Estate, including, without limitation, any balance remaining in any Fund; provided, however, that prior to any such assignment, transfer and turning over to the Authority as aforesaid, the Trustee shall pay to any obligor under a Credit Facility an amount equal to the lesser of (i) the total amount which the Credit Facility obligor informs the Trustee in writing is owed by the Authority to the obligor under such Credit Facility and (ii) the total amount remaining in all Funds.

All or any portion of Outstanding Bonds or portions of Bonds shall prior to the maturity or redemption date thereof be deemed to have been paid within the meaning and with the effect expressed in this Section when:

(a) in the event said Bonds or portions thereof have been selected for redemption in accordance with Section 3.02 (“Selection of Bonds to be Redeemed”) of the Agreement, the Trustee shall have given, or the Authority shall have given to the Trustee in form satisfactory to it, irrevocable instructions to give, on a date in accordance with the provisions of Section 3.03 (“Procedure for Redemption”) of the Agreement, notice of redemption of such Bonds or portions thereof; and

(b) there shall have been deposited with the Trustee either moneys in an amount which shall be sufficient, or Government Obligations which shall not contain provisions permitting the redemption thereof at the option of the issuer, the principal of and the interest on which, when due, and without any regard to reinvestment thereof, will provide moneys which, together with the moneys, if any deposited with or held by the Trustee, shall be sufficient to pay when due the principal of and premium, if any, and interest (at the maximum rate permitted, if such deposit shall be made with respect to Bonds bearing interest at the Short-Term Rate reflecting however any period during which the Short-Term Rate has been fixed at a rate or rates less than the maximum permitted rate) due and to become due on said Bonds or portions thereof on and prior to the redemption date or maturity date thereof, as the case may be; provided, however, that, if required by the Supplemental Agreement pursuant to which the Bonds were issued, such moneys shall constitute Available Moneys and that such Government Obligations either shall have been purchased with Available Moneys, or, shall otherwise qualify as Available Moneys; and

(c) in the event said Bonds or portions thereof do not mature and are not to be redeemed within the next succeeding sixty (60) days, the Authority shall have given the Trustee in form satisfactory to it irrevocable instructions to give, as soon as practicable in the same manner as a notice of redemption is given pursuant to Section 3.03 (“Procedure for Redemption”) of the Agreement, a notice to the holders of said Bonds or portions thereof that the deposit required by clause (b) above has been made with the Trustee and that said Bonds or portions thereof are deemed to have been paid in accordance with Article VIII of the Agreement and stating the maturity or redemption date upon which moneys are to be available for the payment of the principal of and premium, if any, and interest on said Bonds or portions thereof.

Neither the Government Obligations nor moneys deposited with the Trustee pursuant to Article VIII of the Agreement nor principal or interest payments on any such Government Obligations shall be withdrawn (unless a substitution is made with other Government Obligations) or used for any purpose other than, and such Government Obligations, moneys and principal or interest payments shall be held in trust for, the payment of the principal of and premium, if any, and interest on said Bonds or portions thereof, or for the payment of the purchase of said Bonds in accordance with any applicable agreement with a Tender Agent or other person; provided, that, during an Interest Period which is not a fixed rate period with respect to Bonds bearing interest at a Short-Term Rate or with respect to any Bonds bearing interest at the Long-Term Rate, such moneys, if not then needed for such purposes, shall, at the direction of an Authorized Authority Representative and to the extent practicable, be invested and reinvested in Government Obligations maturing on or prior to the earlier of (a) the date moneys shall be required for the purchase of Bonds pursuant to any applicable agreement with a Tender Agent or other person; and (b) the Interest Payment Date next succeeding the date of investment or reinvestment, and interest earned from such investments shall be paid over to the Authority, as received by the Trustee, free and clear of any trust, lien or pledge under the Agreement, unless there are insufficient other funds to redeem said Bonds; and provided, further, that, during a fixed rate period with respect to Bonds bearing interest at a Short-Term Rate or with respect to any Bonds bearing interest at the Long-Term Rate, any cash received from such principal or interest payments on such Government Obligations deposited with the Trustee, if not then needed for such purposes, shall, at the direction of an Authorized Authority Representative and to the extent practicable, be invested in Government Obligations of the type described in clause (b) of the next preceding paragraph maturing at times and in amounts sufficient to pay when due the principal of and premium, if any, and interest to become due on said Bonds or portions thereof on or prior to such redemption date or maturity date thereof, as the case

may be, and interest earned from such reinvestments shall be paid over to the Authority, as received by the Trustee, free and clear of any trust, lien or pledge under the Agreement unless there are insufficient other funds to redeem said Bonds. If payment of less than all the Bonds is to be provided for in the manner and with the effect provided in this Section, the Authority shall select such Bonds or portions of Bonds in the manner specified by Section 3.02 (“Selection of Bonds to be Redeemed”) of the Agreement for selection for redemption of less than all Bonds in the principal amount designated to the Trustee by the Authority.

Modification of The Agreement

Limitations. The Agreement shall not be modified or amended in any respect subsequent to the first issuance of the Bonds except as provided in and in accordance with and subject to the provisions of Article XII (“Modification of This Agreement”) of the Agreement.

Supplemental Agreements without Consent of Holders of Bonds. The Authority and the Trustee may, from time to time and at any time, without the consent of or notice to the holders of the Bonds, enter into Supplemental Agreements as follows:

- (a) to cure any formal defect, omission, inconsistency or ambiguity in the Agreement;
- (b) to grant to or confer or impose upon the Trustee for the benefit of the holders of the Bonds any additional rights, remedies, powers, authority, security, liabilities or duties which may lawfully be granted, conferred or imposed and which are not contrary to or inconsistent with the Agreement as theretofore in effect;
- (c) to add to the covenants and agreements of, and limitations and restrictions upon, the Authority in the Agreement, other covenants, agreements, limitations and restrictions to be observed by the Authority which are not contrary to or inconsistent with the Agreement as theretofore in effect, including, but not limited to, agreements to pledge Additional Revenues to the Trustee for the benefit of the holders of the Bonds;
- (d) to confirm, as further assurance, any pledge under, and the subjection to any claim, lien or pledge created or to be created by, the Agreement, of the Receipts and Revenues of the Authority pledged or to be pledged under the Agreement or of any other moneys, securities or funds;
- (e) to authorize the issuance of additional Bonds pursuant to the Agreement, to authorize a different denomination or denominations of the Bonds or to permit the issuance of the Bonds in the form of coupon Bonds and to make correlative amendments and modifications to the Agreement regarding exchangeability of Bonds of different denominations and forms, redemptions of portions of Bonds of particular denominations and forms and similar amendments and modifications of a technical nature;
- (f) to modify, alter, amend or supplement the Agreement in any and all respects which may be necessary, desirable or appropriate in connection with any supplement to the Agreement relating to the priority of sources of funds derived from a Credit Facility to be used for the payment of the principal of and premium, if any, and interest on the Bonds, changes to the provisions relating to the priority of sources of funds derived from a Credit Facility to be used for the purchase of Bonds and, changes to the default provisions referred to in Section 9.01(c) or (f) (“Events of Default”) of the Agreement;
- (g) to modify, alter, supplement or amend the Agreement in such manner as shall permit the qualification thereof under the Trust Indenture Act of 1939, as from time to time amended;
- (h) to modify, alter, supplement or amend the Agreement in such manner as shall be necessary, desirable or appropriate in order to provide for the registration and registration of transfer of the Bonds through a book-entry or similar method, whether or not the Bonds are evidenced by certificates;
- (i) to provide a method for the determination of a Short-Term Rate; and

(j) to modify, alter, amend or supplement the Agreement in any other respect which is not materially adverse to the holders of the Bonds and which does not involve a change described in clause (i), (ii), (iii) or (iv) of Section 12.03(a) (“Supplemental Agreements with Consent of Holders of Bonds”) of the Agreement.

Before the Authority and the Trustee shall enter into any Supplemental Agreement pursuant to this Section, there shall have been delivered to the Trustee an opinion of Bond Counsel stating that such Supplemental Agreement is authorized or permitted by the Agreement and the Act, complies with their respective terms, will, upon the execution and delivery thereof, be valid and binding upon the Authority in accordance with its terms and does not adversely affect the exclusion from gross income of the interest on the Bonds for purposes of Federal income taxation.

Supplemental Agreements with Consent of Holders of Bonds. (a) Except for any Supplemental Agreement entered into pursuant to Section 12.02 (“Supplemental Agreements without Consent of Holders of Bonds”) of the Agreement, subject to the terms and provisions contained in this Section and not otherwise, the holders of not less than fifty-one (51) percent in aggregate principal amount of the Bonds then Outstanding which would be adversely affected thereby shall have the right from time to time to consent to and approve the execution and delivery by the Authority and the Trustee of any Supplemental Agreement deemed necessary or desirable by the Authority for the purposes of modifying, altering, amending, supplementing or rescinding, in any particular, any of the terms or provisions contained in the Agreement; provided, however, that, unless approved in writing by the holders of all the Bonds then Outstanding which would be adversely affected thereby, nothing therein contained shall permit, or be construed as permitting, (i) a change in the times, amounts or currency of payment of the principal of or premium, if any, or interest on any Outstanding Bond, a change in the purchase price or time of purchase of Bonds put pursuant to the terms thereof, a reduction in the principal amount or redemption price of any Outstanding Bond or a change in the method of determining the rate of interest thereon, or (ii) the creation of a claim or lien upon, or a pledge of, the Receipts and Revenues of the Authority pledged under the Agreement ranking prior to or on a parity with the claim, lien or pledge created by the Agreement, or (iii) a preference or priority of any other Bond or Bonds over any other Bond or Bonds, or (iv) a reduction in the aggregate principal amount of Bonds the consent of the holders of the Bonds of which is required for any such Supplemental Agreement.

(b) If at any time the Authority shall request the Trustee to enter into any Supplemental Agreement for any of the purposes of this Section, the Trustee shall cause notice of the proposed Supplemental Agreement to be given by Publication at least once a week for two successive weeks, and by Mail to all holders of Outstanding Bonds. Such notice shall briefly set forth the nature of the proposed Supplemental Agreement and shall state that a copy thereof is on file at the office of the Trustee for inspection by all holders of Bonds.

(c) Within two years after the date of the first publication of such notice, the Authority and the Trustee may enter into such Supplemental Agreement in substantially the form described in such notice only if there shall have first been delivered to the Trustee (i) the required consents, in writing, of the holders of the Bonds and (ii) an opinion of Bond Counsel stating that such Supplemental Agreement is authorized or permitted by the Agreement and the Act, complies with their respective terms and, upon the execution and delivery thereof, will be valid and binding upon the Authority in accordance with its terms and will not adversely affect the exclusion from gross income of the interest on the Bonds for purposes of Federal income taxation.

(d) If the holders of not less than the percentage of Bonds required by this Section shall have consented to and approved the execution and delivery thereof, no holder of a Bond shall have any right to object to the execution and delivery of such Supplemental Agreement, or to object to any of the terms and provisions contained therein or the operation thereof, or in any manner to question the propriety of the execution and delivery thereof, or to enjoin or restrain the Authority or the Trustee from executing and delivering the same or from taking any action pursuant to the provisions thereof.

(e) Subject to the terms and provisions contained in this subsection (e) of this Section, the holders of all the Bonds at any time Outstanding shall have the right, and the Authority and the Trustee by their execution and delivery of the Agreement expressly confer upon such holders the right to modify, alter, amend or supplement the Agreement in any respect, including without limitation in respect of the matters described in clauses (i), (ii), (iii) and (iv) of the proviso contained in subsection (a) of this Section, by delivering to the Authority and the Trustee a written instrument or instruments, executed by or on behalf of such holders, containing a form of Supplemental Agreement which sets forth such modifications, alterations, amendments and supplements, and, upon the

expiration of a thirty (30) day period commencing on the date of such delivery during which no notice of objection shall have been delivered by the Authority and the Trustee to such holders at an address specified in such written instrument, such Supplemental Agreement shall be deemed to have been approved and confirmed by the Authority and the Trustee, to the same extent as if actually executed and delivered by the Authority and the Trustee and such Supplemental Agreement shall thereupon become and be for all purposes in full force and effect without further action by the Authority and the Trustee. The foregoing provisions are, however, subject to the following conditions:

(i) no such Supplemental Agreement shall in any way affect the limited nature of the obligations of the Authority under the Agreement as set forth in Sections 2.06 (“Security for the Bonds”) and 7.01 (“Payment of Bonds”) thereof or shall adversely affect any of its rights thereunder;

(ii) no such Supplemental Agreement shall be to the prejudice of the obligor under any Credit Facility, the Paying Agent or Co-Paying Agent, any Depository, the Registrar, any Tender Agent, or any Remarketing Agent; and

(iii) there shall have been delivered to the Authority and the Trustee an opinion of Bond Counsel stating that such Supplemental Agreement is authorized or permitted by the Agreement and the Act, complies with their respective terms, will, upon the expiration of the aforesaid thirty (30) day period, be valid and binding upon the Authority in accordance with its terms and will not adversely affect the exclusion from gross income of the interest on the Bonds for the purposes of Federal income taxation.

Effect of Supplemental Agreement. Upon the execution and delivery of any Supplemental Agreement pursuant to the provisions of the preceding Sections, the Agreement shall be, and be deemed to be, modified, altered, amended or supplemented in accordance therewith, and the respective rights, duties and obligations under the Agreement of the Authority, the Trustee and all holders of Bonds then Outstanding shall thereafter be determined, exercised and enforced under the Agreement subject in all respects to such modifications, alterations, amendments and supplements.

APPENDIX C

Form of Continuing Disclosure Agreement
And Supplement to Continuing Disclosure Agreement

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DELAWARE TRANSPORTATION AUTHORITY
 \$120,640,000
 TRANSPORTATION SYSTEM SENIOR REVENUE BONDS, SERIES 1997
 \$19,385,000
 TRANSPORTATION SYSTEM JUNIOR REVENUE BONDS, SERIES 1997

CONTINUING DISCLOSURE AGREEMENT

This Continuing Disclosure Agreement dated as of August 15, 1997 (the “Disclosure Agreement”) is executed and delivered by THE DELAWARE TRANSPORTATION AUTHORITY (as more fully defined below, the “Authority”) in connection with the issuance of the above captioned bonds (the “1997 Bonds”). The Authority, intending to be legally bound, hereby covenants and agrees as follows:

SECTION 1. Purpose of the Disclosure Agreement. This Disclosure Agreement is being executed and delivered by the Authority for the benefit of the Holders from time to time of the Bonds and in order to assist the Participating Underwriters in complying with SEC Rule 15c2-12(b)(5).

SECTION 2. Definitions. In addition to the definitions set forth in the Trust Agreement, which apply to any capitalized terms used in this Disclosure Agreement unless otherwise defined in this Section, the following capitalized terms shall have the following meanings:

“Additional Bonds” shall mean any indebtedness of the Authority issued subsequent to the 1997 Bonds which the Authority has declared in writing to be covered by this Disclosure Agreement.

“Annual Report” shall mean any Annual Report provided by the Authority pursuant to, and as described in, Sections 3 and 4 of this Disclosure Agreement.

“Authority” shall mean The Delaware Transportation Authority, or any successor Obligated Person that assumes either by operation of law or by contract or both (i) the obligation to pay debt service on the Bonds and (ii) the obligations of the Authority under this Disclosure Agreement.

“Bonds” shall mean the 1997 Bonds and any Additional Bonds, if any.

“Dissemination Agent” shall mean any agent of the Authority designated in writing by the Authority which has filed with the Authority a written acceptance of such designation.

“Holder” shall mean any registered holder of Bonds, provided however that with respect to any Bond registered in a “street name” or the name of a nominee such as The Depository Trust Company, the term “holder” shall mean any person which produces reasonable documentary evidence that it is a beneficial owner of a Bond.

“Listed Events” shall mean any of the events listed in Section 5(a) of this Disclosure Agreement.

“MSRB” shall mean the Municipal Securities Rulemaking Board, or any successor organization. The current address of the MSRB is:

MUNICIPAL SECURITIES RULEMAKING BOARD
 Continuing Disclosure Information System
 1640 King Street, Suite 300
 Alexandria, VA 22314-2719
 (202) 223-9503 (phone)
 (703) 683-1930 (fax)

“National Repository” shall mean any Nationally Recognized Municipal Securities Information Repository for purposes of the Rule. Currently, the following are National Repositories:

BLOOMBERG MUNICIPAL REPOSITORIES

Attn: Municipal Dept.
 Bloomberg Business Park
 100 Business Park Drive
 Skillman, New Jersey 08558
 (609) 279-3200 (phone)
 (609) 279-3224 (phone)
 (609) 279-5962 (fax)
 (U.S. Mail: P.O. Box 840
 Princeton, NJ 08542-0840]
 E-Mail: Munis@Bloomberg.com

THOMSON NRMSIR

Attn: Municipal Disclosure
 395 Hudson Street, 3rd Fl.
 New York, New York 10014
 (212) 807-5001 (phone)
 (800) 689-8466 (phone)
 (212) 989-2078 (fax)
 E-Mail: Disclosure@Muller.com

DISCLOSURE, INC.

Attn: Document Acquisitions/Municipal Securities
 5161 River Road
 Bethesda, Maryland 20816
 (301) 718-2390 (phone)
 (800) 638-8241 (phone)
 (301) 951-1366 (fax)
 E-Mail: Sherri.sewalt@Disclosure.com

DONNELLEY FINANCIAL

559 Main Street
 Municipal Securities Disclosure Archive
 Hudson, Massachusetts 01749
 (800) 580-3670 (phone)
 (508) 562-1969 (fax)
 E-Mail: Sspotkill@rrdfin.com

KENNY INFORMATION SYSTEMS, INC.

Attn: Kenny Repository Service
 65 Broadway, 16th Fl.
 New York, New York 10006
 (212) 770-4595 (phone)
 (212) 797-7994 (fax)

MOODY'S NRMSIR

Attn: Public Finance Information Center
 99 Church Street, 6th Floor
 New York, New York 10007-2701
 (800) 339-6306 (phone)
 (212) 553-1460 (fax)

DPC DATA INC.

One Executive Drive
 Fort Lee, New Jersey 07024
 (201) 346-0701 (phone)
 (201) 947-0107 (fax)
 E-Mail: nrmsir@dpcdata.com

“Obligated Person” shall have the meaning set forth in the Rule, provided that the sole objective criteria used to select the Obligated Person shall be the entity obligated to repay all debt service with respect to the relevant Bonds.

“Participating Underwriter” shall mean any of the original underwriters of any Bonds required to comply with the Rule in connection with the offering of such Bonds.

“Repository” shall mean each National Repository and each State Repository, if any.

“Rule” shall mean Rule 15c2-12 adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time, any successor provisions of similar import promulgated by the Securities and Exchange Commission in the future, and any applicable no-action letters and other authoritative interpretations of Rule 15c2-12 released by the Securities and Exchange Commission.

“State” shall mean the Department of Finance of the State of Delaware, to the attention of the Director of Bond Finance.

“State Repository” shall mean any public or private repository or entity designated by the State of Delaware as a state repository for the purpose of the Rule. As of the date of this Agreement, there is no State Repository.

“Tax-exempt” shall mean that interest on the Bonds is excluded from gross income for federal income tax purposes, whether or not such interest is includable as an item of tax preference or otherwise includable directly or indirectly for purposes of calculating any other tax liability, including any alternative minimum tax or environmental tax.

“Trust Agreement” shall mean the Trust Agreement dated as of August 1, 1988 between the Authority and Wilmington Trust Company, as amended.

SECTION 3. Provision of Annual Reports.

(a) The Authority shall, or shall cause the Dissemination Agent to, not later than the first day of the eighth calendar month immediately following the end of the Authority's fiscal year, provide to the State and each Repository an Annual Report which is consistent with the requirements of Section 4 of this Disclosure Agreement. Not later than fifteen (15) Business Days prior to said date, the Authority shall provide the Annual Report to the Dissemination Agent, if any. The Annual Report may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in Section 4 of this Disclosure Agreement; provided, however, that audited financial statements of the Authority may be submitted separately from the balance of the Annual Report.

(b) If the Authority is unable to provide the Annual Report to Repositories by the date required in subsection (a), the Authority shall send a notice to each Repository (or to the MSRB and the State Repository) in substantially the form attached as Exhibit A.

(c) The Dissemination Agent, if any, shall (i) determine each year prior to the date for providing the Annual Report the name and address of each National Repository and the State Repository, if any; and (ii) file a report with the Authority certifying that the Annual Report has been filed pursuant to this Disclosure Agreement, stating the date it was provided and listing all the Repositories to which it was provided.

(d) Audited financial statements of the Authority not submitted as part of the Annual Report shall be provided to each Repository, if and when available to the Authority, and in any event not more than thirty (30) days after receipt thereof from the Authority's auditors. In the event that audited financial statements are not submitted as part of the Annual Report, the Authority shall provide in lieu thereof unaudited financial statements meeting the description set forth in Section 4(a)(i) hereof.

(e) The Authority shall promptly provide written notice of any change in its fiscal year to the MSRB and to each Repository.

SECTION 4. Content of Annual Reports

(a) The Authority's Annual Report shall contain or incorporate by reference the information listed in Exhibit B with respect to the relevant fiscal year.

(b) Any or all of the information required may be incorporated by reference from other documents, including official statements of debt issues of the Authority or related public entities, which have been submitted to each of the Repositories or the Securities and Exchange Commission. If the document incorporated by reference is a final official statement, it must be available from the MSRB. The Authority shall clearly identify each such other document so incorporated by reference.

(c) If any information described in Section 4(a) above can no longer be generated because the operations to which such information relates have been materially changed or discontinued, a statement to that effect shall satisfy the obligations of the Authority under this Section 4, provided however that the Authority shall, to the greatest extent feasible, provide in lieu thereof similar information with respect to any substitute or replacement operations.

SECTION 5. Reporting of Significant Events.

(a) This Section 5 shall govern the giving of notices of the occurrence of any of the following events with respect to the Bonds (each, a “Listed Event”):

1. Principal and interest payment delinquencies;
2. Non payment-related defaults;
3. Unscheduled draws on debt service reserves reflecting financial difficulties;
4. Unscheduled draws on credit enhancements reflecting financial difficulties;
5. Substitution of credit or liquidity providers, or their failure to perform;
6. Adverse tax opinions or events affecting the tax-exempt status of the Bonds;
7. Modifications to rights of Bondholders;
8. Bond calls (other than mandatory sinking fund redemption);
9. Defeasance of Bonds;
10. Release, substitution, or sale of property securing repayment of any Bonds; or
11. Rating changes.

(b) If the occurrence of a Listed Event would be material to holders of Bonds in accordance with the applicable “materiality” standard under then-current securities laws, the Authority shall in a timely manner file, or cause the Dissemination Agent to file, a notice of such occurrence with the MSRB and the State Repository (if any). Notwithstanding the foregoing, notice of Listed Events need not be given under this subsection any earlier than the notice (if any) of the underlying event is given to holders of affected Bonds pursuant to the Trust Agreement, provided that such notice is given in a timely manner.

SECTION 6. Accounting Standards. The financial statements described in Section 4(a)(i) above shall be audited by either a certified public accountant or an independent public accountant and shall be prepared in accordance with both (a) generally accepted accounting principles applicable in the preparation of financial statements of municipalities and other public entities as such principles are from time to time promulgated by the Financial Accounting Standards Board, the Governmental Accounting Standards Board, or such other body recognized as authoritative by the American Institute of Certified Public Accountants or any successor body (“GAAP”), and (b) applicable federal and state auditing statutes, regulations, standards and/or guidelines; provided however, that the Authority may from time to time modify its accounting principles to the extent necessary or desirable to comply with changes in either GAAP or applicable federal or state statutes, regulations, standards and/or guidelines. Any such modification of accounting standards to conform to changes in either GAAP or applicable federal or state auditing statutes, regulations, standards or guidelines shall not constitute an amendment to this Disclosure

Agreement within the meaning of Section 9 hereof; however, such modifications shall be disclosed in the first Annual Report to be provided subsequent to such modifications.

SECTION 7. Termination of Reporting Obligation. The Authority's obligations under this Disclosure Agreement shall terminate upon (a) the legal defeasance, prior redemption or payment in full of all of the Bonds or (b) the assumption by a successor Obligated Person of all of the obligations of the prior Obligated Person both hereunder and under the Bonds. The prior Obligated Person shall provide timely written notice to each Depository of any termination of its obligations hereunder.

SECTION 8. Dissemination Agent. The Authority may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Disclosure Agreement, and may discharge any such agent, with or without appointing a successor Dissemination Agent.

SECTION 9. Amendments.

(a) Notwithstanding any other provision of this Disclosure Agreement, the Authority may modify or amend this Disclosure Agreement upon receipt of a written opinion of nationally recognized bond counsel to the effect that the then-current requirements of the Rule have been satisfied. The Authority acknowledges and agrees that the current SEC interpretation of the Rule requires satisfaction of the following preconditions:

(i) the modification or amendment is being made in connection with a change of circumstances that arises from a change in legal requirements, change in law, change in the identity, nature or status of the Authority, or change in the type of business conducted by the Authority;

(ii) this Disclosure Agreement, as amended, would have complied with the requirements of the Rule as of the date of issuance of the relevant Bonds, after taking into account any amendment or interpretations of the Rule, as well as any change in circumstances; and

(iii) the modification or amendment does not materially adversely affect the interests of Holders, as determined either by a party unaffiliated with the Authority (such as the Trustee or nationally recognized bond counsel) or by an approving vote of a majority of Holders.

Compliance with the provisions of this Section 9(a) shall be conclusively evidenced by a written opinion of nationally recognized bond counsel to the effect that the modification or amendment satisfies the requirements of this Section 9(a) and the then-current requirements of the Rule.

(b) The Authority shall report any modification or amendment of this Disclosure Agreement as required by the Rule. To the extent required by the Rule, the Authority shall include as a component of the first Annual Report to be provided subsequent to the relevant amendment, a copy of the amendment, together with a notice explaining in narrative form both (i) the reasons for the amendment, and (ii) the impact of the change in the type of operating data or financial information being provided. To the extent required by the Rule, if the amendment relates to changes in accounting principles to be followed in preparing financial statements, the first Annual Report to be provided subsequent to the relevant amendment shall also include a comparison between the financial statements or information prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles and a qualitative (and to the extent reasonably feasible, quantitative) discussion of the differences in the accounting principles and the impact of the change in the accounting

principles upon the presentation of the financial information. Written notice of any such change in accounting principles shall be provided in a timely fashion to each Depository.

SECTION 10. Additional Information. Nothing in this Disclosure Agreement shall be deemed to prevent the Authority from disseminating any other information, using the means of dissemination set forth in this Disclosure Agreement or any other means of communication, or including disclaimers or any other information in any Annual Report or notice of occurrence of a Listed Event, in addition to that which is required by this Disclosure Agreement. If the Authority chooses to include any information in any Annual Report or notice of occurrence of a Listed Event in addition to that which is specifically required by this Disclosure Agreement, the Authority shall have no obligation under this Agreement to update such information or include it in any future Annual Report or notice of occurrence of a Listed Event.

SECTION 11. Default. In the event of a failure of the Authority to comply with any provisions of this Disclosure Agreement, the Trustee, any Participating Underwriter or any Holder may take such actions as may be necessary and appropriate, including seeking a writ of mandamus or specific performance by court order to cause the Authority to comply with its obligations under this Disclosure Agreement. A default under this Disclosure Agreement shall not be deemed an Event of Default under the Trust Agreement, and the sole remedy under this Disclosure Agreement in the event of any failure of the Authority to comply with this Disclosure Agreement shall be an action to compel performance; provided however that nothing herein shall limit any Holder's rights under applicable federal securities law.

SECTION 12. Severability. In case any section or provision of this Disclosure Agreement or any covenant, stipulation, obligation, agreement, or action, or any part thereof, made, assumed, entered into or taken under this Disclosure Agreement, or any application thereof, is for any reason held to be illegal or invalid or is at any time inoperable, such illegality, invalidity or inoperability shall not affect the remainder thereof or any other section or provision of the Disclosure Agreement, or any other covenant, stipulation, obligation, agreement, act or action, or part thereof, made, assumed, entered into or taken under this Disclosure Agreement, which shall at the time be construed and enforced as if such illegal or invalid or inoperable portion were not contained therein.

SECTION 13. Entire Agreement. This Disclosure Agreement contains the entire agreement of the Authority with respect to the subject matter hereof and supersedes all prior arrangements and understandings with respect thereto, provided, however, that this Disclosure Agreement shall be interpreted and construed with reference to and in *pari materia* with the Rule.

SECTION 14. Captions. The captions or headings herein shall be solely for convenience of reference and shall in no way define, limit or describe the scope or intent of any provisions or sections hereof.

SECTION 15. Beneficiaries. This Disclosure Agreement is being entered into solely for the benefit of the Participating Underwriters and Holders from time to time of the Bonds, and nothing in this Disclosure Agreement expressed or implied is intended to or shall be construed to give to any other person or entity any legal or equitable right, remedy or claim under or in respect to this Disclosure Agreement or any covenants, conditions or provisions contained herein.

SECTION 16. Governing Law. This Disclosure Agreement shall be deemed to be a contract made under the laws of the State of Delaware, and all provisions hereof shall be governed and construed in accordance with the laws of the State of Delaware, without reference to the choice of law principles thereof.

IN WITNESS WHEREOF, the Delaware Transportation Authority has caused this Disclosure Agreement to be duly executed as of the day and year first above written.

(SEAL)

DELAWARE TRANSPORTATION AUTHORITY

By: _____
Transportation Trust Fund Administrator

EXHIBIT A

**NOTICE OF FAILURE TO FILE ANNUAL REPORT
[AUDITED ANNUAL FINANCIAL STATEMENTS]**

DELAWARE TRANSPORTATION AUTHORITY
\$120,640,000
TRANSPORTATION SYSTEM SENIOR REVENUE BONDS, SERIES 1997
\$19,385,000
TRANSPORTATION SYSTEM JUNIOR REVENUE BONDS, SERIES 1997

NOTICE IS HEREBY GIVEN that The Delaware Transportation Authority (the “Authority”) has not provided an Annual Report [Audited Annual Financial Statements] as required by the Continuing Disclosure Agreement which was entered into in connection with the issuance of the above-captioned bonds. The Authority anticipates that the Annual Report [Audited Annual Financial Statements] will be filed by _____.

Date: _____, _____

DELAWARE TRANSPORTATION AUTHORITY

By: _____

EXHIBIT B**CONTENTS OF ANNUAL REPORT**

The Annual Report shall contain the following with respect to the prior fiscal year:

1. Audited financial statements in form and content substantially the same as those appended to the Authority's Official Statement with respect to the Bonds;
2. An update of the type of information included in the below-listed tables in the Official Statement:
 - (a) Summary of Revenue Dedicated to the Trust Fund (p. 7);
 - (b) Summary Results (p. 11);
 - (c) History of Gallonage and Revenue from Motor Fuel Taxes (p. 27);
 - (d) Vehicle Trips and Delaware Turnpike Revenue (p. 32);
 - (e) Delaware Turnpike Barrier Tolls (p. 34);
 - (f) Route 1 Toll Schedule and the amount of toll revenue received from the Route 1 Toll Road during the prior fiscal year (pp. 36-37);
 - (g) History of Motor Vehicle Document Fees (p. 38);
 - (h) History of Motor Vehicle Registrations and Revenue (p. 42); and
 - (i) History of Miscellaneous Transportation Revenue (p. 46);
3. A statement of the proposed capital authorizations which have been approved for the current fiscal year (p. 52).

**DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION SYSTEM SENIOR REVENUE BONDS, SERIES 2010**

SUPPLEMENT TO CONTINUING DISCLOSURE AGREEMENT

This Supplement to Continuing Disclosure Agreement, dated December 9, 2010 (the “2010 Supplement”), is executed and delivered by the Delaware Transportation Authority (the “Authority”) in connection with the issuance of the Authority’s Transportation System Senior Revenue Bonds, Series 2010.

WHEREAS, the Authority has previously entered into a Continuing Disclosure Agreement dated as of August 15, 1997 (the “Original Disclosure Agreement”), as heretofore and herein supplemented (hereinafter collectively referred to as the “Disclosure Agreement”), in which the Authority agreed to take certain actions in order to assist the Participating Underwriter (as defined in the Original Disclosure Agreement) in complying with S.E.C. Rule 15c2-12(b)(5) (the “Rule”); and

WHEREAS, pursuant to Section 2 of the Original Disclosure Agreement, the Authority has the ability to supplement the Original Disclosure Agreement to include additional bonds with the same force and effect as if all terms and provisions of such Original Disclosure Agreement had originally provided for the inclusion of such bonds.

WHEREAS, pursuant to Section 9 of the Original Disclosure Agreement, the Authority has the ability to amend the Original Disclosure Agreement upon receipt of a written opinion of nationally recognized bond counsel to the effect that the then-current requirements of the Rule have been satisfied.

NOW, THEREFORE, the Authority, intending to be legally bound, hereby covenants and agrees as follows:

SECTION 1. Written Declaration of Authority. The Authority has determined that the 2010 Bonds shall constitute “Additional Bonds” under the Original Disclosure Agreement.

SECTION 2. Amendment. Section 5 of the Original Disclosure Agreement is hereby deleted in its entirety, and in its place shall be substituted the following:

“SECTION 5. Reporting of Significant Events.

(a) This Section 5 shall govern the giving of notices of the occurrence of any of the following events with respect to the Bonds:

1. Principal and interest payment delinquencies;
2. Non payment-related defaults, if material;
3. Unscheduled draws on debt service reserves reflecting financial difficulties;
4. Unscheduled draws on credit enhancements reflecting financial difficulties;
5. Substitution of credit or liquidity providers, or their failure to perform;

6. Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax status of the security;
7. Modifications to rights of Bondholders, if material;
8. Bond calls (other than mandatory sinking fund redemptions), if material, and tender offers;
9. Defeasances;
10. Release, substitution, or sale of property securing repayment of any Bonds, if material;
11. Rating changes;
12. Bankruptcy, insolvency, receivership or similar event of the Authority (for the purposes of the event identified in subsection 5(a)(12), the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for the Authority in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the Authority, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the Authority);
13. The consummation of a merger, consolidation, or acquisition involving the Authority or the sale of all or substantially all of the assets of the Authority, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;
14. Appointment of a successor or additional trustee or the change of name of a trustee, if material; and
15. Failure to provide annual financial information as required.

(b) Upon the occurrence of a Listed Event, the Authority shall, or cause the Dissemination Agent to file, a notice of such occurrence with the MSRB via EMMA in a timely manner not in excess of ten (10) Business Days after the occurrence of the Listed Event.”

SECTION 3. Original Disclosure Agreement Applicable to 2010 Bonds. This 2010 Supplement shall be construed as a supplement to the Original Disclosure Agreement and shall be governed by the provisions thereof. Except as hereby supplemented and amended, all the terms, covenants and conditions of the Original Disclosure Agreement are hereby confirmed, ratified and approved in all respects, shall continue in full force and effect, and shall apply to the 2010 Bonds with the

same force and effect as if all terms and provisions of the Original Disclosure Agreement had originally provided for the inclusion of the 2010 Bonds.

SECTION 4. Compliance. The Authority has not failed to comply with the requirements of the Original Disclosure Agreement.

SECTION 5. "New" Repository. Effective July 1, 2009, any future Annual Report and any notices filed in connection with the Disclosure Agreement shall be filed in accordance with the requirements of the Rule with MSRB's EMMA at <http://emma.msrb.org/> and any future Repository as may be required under the Rule. "EMMA" is the Electronic Municipal Market Access System. The Securities and Exchange Commission has appointed MSRB to replace the four nationally recognized municipal securities information repositories effective as of July 1, 2009.

SECTION 6. Governing Law. This 2010 Supplement shall be deemed to be a contract made under the laws of the State of Delaware, and all provisions hereof shall be governed and construed in accordance with the laws of the State of Delaware, without reference to the choice of law principles thereof.

IN WITNESS WHEREOF, the Delaware Transportation Authority has caused this 2010 Supplement to be duly executed as of the day and year first above written.

DELAWARE TRANSPORTATION AUTHORITY

(SEAL)

By: _____
Director of Finance,
Department of Transportation

APPENDIX D

Proposed Form of Opinion of Bond Counsel

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April __, 2012

DELAWARE TRANSPORTATION AUTHORITY
TRANSPORTATION SYSTEM SENIOR REVENUE BONDS, SERIES 2012

TO THE PURCHASERS OF THE ABOVE-CAPTIONED BONDS:

We have acted as bond counsel in connection with the issuance on the date hereof by the Delaware Transportation Authority (the "Authority"), a body politic and corporate constituting a public instrumentality of The State of Delaware (the "State"), of its \$222,870,000 Delaware Transportation Authority Transportation System Senior Revenue Bonds, Series 2012 (the "Bonds"). The Bonds are dated the date of issuance, and are subject to redemption, in whole or in part, at the times, in the manner and upon the terms set forth in the Bonds.

The Bonds are issued pursuant to Chapter 13, Title 2, Delaware Code, as amended, and Chapter 14, Title 2, Delaware Code, as amended (collectively, the "Act"), a Trust Agreement dated as of August 1, 1988, by and between the Authority and Wilmington Trust Company, a State banking corporation ("WTC") (WTC, not in its individual capacity but solely as trustee, the "Trustee"), as amended and supplemented, including by Supplemental Agreement No. 25, dated April 11, 2012 (the "Trust Agreement"), and a resolution of the Authority dated April 4, 2012 (the "Resolution"), and other laws of the State, for the purposes of refunding certain outstanding Senior Bonds of the Authority and paying the costs of issuing the Bonds.

As bond counsel, we have examined an executed counterpart of the Trust Agreement, a certified copy of the Resolution, the form of the Bonds and applicable laws. In addition, we have examined originals (or copies certified or otherwise identified to our satisfaction) of such other instruments, certificates and documents as we have deemed necessary for the purposes of the opinion rendered below, including the Authority's Tax Certificate (the "Tax Certificate"). In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to the original documents of all documents submitted to us as copies. We have relied upon the aforesaid instruments, certificates and documents as to any facts material to our opinion, when relevant facts were not independently established and on the performance of the covenants of the Authority contained in the Resolution. We have relied, as to the execution, authentication and delivery of, and payment for, the Bonds, on certificates of the Authority and the Trustee.

Based on the foregoing, we are of the opinion, on the date hereof, that:

- (1) The Authority is a body politic and corporate constituting a public instrumentality of the State duly created and validly existing under and by virtue of the Act.
- (2) The Resolution has been duly adopted by the Authority, is in full force and effect and is a legal, valid and binding obligation of the Authority, enforceable in accordance with its terms.
- (3) The Authority has duly authorized, executed and delivered the Trust Agreement and the Trust Agreement constitutes a legal, valid and binding obligation of the Authority enforceable against the Authority in accordance with its terms.
- (4) The Bonds constitute legal and valid limited obligations of the Authority enforceable against the Authority in accordance with their terms. The Bonds are entitled to the benefits and the security, and are subject only to the terms and conditions, set forth in the Resolution and the Trust Agreement.

(5) Interest on the Bonds is not includable in gross income for purposes of federal income taxation under existing statutes, regulations, rulings and court decisions. The opinion set forth in the preceding sentence is subject to the condition that the Authority comply with all applicable federal income tax law requirements that must be satisfied subsequent to the issuance of the Bonds in order that interest thereon continues to be excluded from gross income for purposes of federal income taxation. Failure to comply with certain of such requirements could cause the interest on the Bonds to be includable in gross income retroactive to the date of issuance of the Bonds. The Authority has covenanted to comply with all such requirements. Interest on the Bonds is not treated as an item of tax preference under Section 57 of the Internal Revenue Code of 1986, as amended (the "Code") for purposes of the individual and corporate alternative minimum taxes; however, under the Code, to the extent that interest on the Bonds is a component of a corporate holder's "adjusted current earnings", a portion of that interest may be subject to the corporate alternative minimum tax. We express no opinion regarding other federal tax consequences relating to the Bonds or the receipt of interest thereon.

(6) Under existing statutes, the Bonds, interest on the Bonds and their transfer shall be exempt from taxation by the State and its political subdivisions, except for estate, inheritance or gift taxes imposed by the State.

The foregoing opinions relating to the enforceability against the Authority of the Resolution, the Trust Agreement and the Bonds are qualified to the extent that enforceability may be limited by bankruptcy, insolvency, reorganization, moratorium or other similar laws affecting the rights and remedies of creditors generally, and general principles of equity.

APPENDIX E

“Update Letter” dated September 12, 2011

And

“Traffic and Revenue Report for the Delaware Turnpike and Route 1 Toll Road”

July 14, 2010

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TRAFFIC AND REVENUE REPORT

FOR



DELAWARE TURNPIKE

and



TOLL ROAD

In connection with the
Delaware Transportation Authority
Transportation System Senior Revenue Bonds,
2010 A Bonds and 2010 B Bonds

JULY 2010 REPORT

PREPARED FOR THE



DELAWARE DEPARTMENT OF TRANSPORTATION

BY

SYSTRAMmobility



Stantec

Stantec Consulting Services Inc.
400 Davis Drive Suite 400
Plymouth Meeting PA 19462

September 12, 2011
File: 193410297

Mr. Shailen P. Bhatt
Secretary of Transportation
Delaware Department of Transportation
800 Bay Road/Route 113
Dover, DE 19903

Attention: Mr. Brian Motyl
Assistant Director of Finance

Reference: Update-Letter, Traffic & Revenue Forecasts, I-95/Delaware Turnpike and SR 1 Toll Road

At your request, Stantec Consulting Services Inc. (“Stantec”) has prepared this letter to update the Traffic and Earnings Report for the Delaware Turnpike and Route 1 Toll Road (the “July 2010 Report”) prepared by Systra Mobility, Inc. The July 2010 Report was included in the Delaware Transportation Authority, Transportation System Senior Revenue Bonds, 2010A Bonds and 2010B Bonds and provided estimates of traffic, toll revenues and concession revenue for the period 2011 through 2017 for the Delaware Turnpike (I-95) and Route 1 Toll Road.

This Update-Letter compares the anticipated change in traffic and revenue for FY 2011 from the July 2010 Report against the actual FY 2011 results and provides an assessment of the previous forecast along with any necessary adjustments. Note that this Update-Letter should be read in conjunction with the July 2010 Report for the descriptive material on the two toll projects and the traffic and revenue detail that it contains.

I-95/Delaware Turnpike Update

A summary of the monthly change in traffic and toll revenue on the Delaware Turnpike from FY 2010 to FY 2011 is shown in Table A on the following page. Traffic volumes for FY 2011 have been generally lower in response to both the declining economy and, for the last several months of year, the effect of higher fuel prices. Two additional items that had an impact on performance are:

- In February, the significant increase in traffic and revenue is due to the poor weather and snow storms in February 2010, which was reflected in the results for that month when traffic and revenue were approximately 20 percent lower than the previous year. In FY 2011, there was a rebound showing increases of 15 percent in traffic and 14 percent in revenue.

September 12, 2011

Page 2 of 11

Reference: Update-Letter, Traffic & Revenue Forecasts, I-95/Delaware Turnpike and SR 1 Toll Road

- In November, 2010, construction required closures at the Turnpike toll plaza during the Thanksgiving holiday weekend. The estimated revenue loss is estimated to be approximately \$86,600. If these tolls had not been foregone, the change in revenues would have been -4.8 percent for the month and -4.0 higher for the year.

For the fiscal year, traffic has been reduced 4.2 percent from the same period in FY 2010 and toll revenue has decreased 4.1 percent. The average toll rate increased from \$2.57 in FY 2010 to \$2.58 in FY 2011. The E-ZPass participation rate has increased from 58.0 percent in FY 2010 to 59.9 percent in FY 2011.

Table A
I-95/Delaware Turnpike Monthly Traffic and Toll Revenue, FY 2010 – 2011

Month	Monthly Transactions			Monthly Revenue		
	FY 2010	FY 2011	Percent Change	FY 2010	FY 2011	Percent Change
July	2,604,706	2,584,004	-0.8%	\$ 11,730,835	\$ 11,548,909	-1.6%
August	2,672,662	2,574,618	-3.7%	\$ 11,942,096	\$ 11,535,159	-3.4%
September	2,047,300	1,976,262	-3.5%	\$ 9,417,012	\$ 9,101,094	-3.4%
October	2,099,237	2,058,620	-1.9%	\$ 9,673,394	\$ 9,423,372	-2.6%
November	2,148,299	2,000,780	-6.87%	\$ 9,714,359	\$ 9,162,445	-5.7%
December	2,040,290	1,954,852	-4.2%	\$ 9,340,814	\$ 8,968,729	-4.0%
January	1,794,225	1,601,765	-10.7%	\$ 8,284,436	\$ 7,490,255	-9.6%
February	1,325,680	1,531,574	15.5%	\$ 6,293,115	\$ 7,163,869	13.8%
March	2,027,618	1,815,522	-10.5%	\$ 9,407,635	\$ 8,503,536	-9.6%
April	2,211,105	2,122,448	-4.0%	\$ 10,096,102	\$ 9,640,125	-4.5%
May	2,311,750	2,155,290	-6.8%	\$ 10,496,213	\$ 9,849,268	-6.2%
June	2,259,133	2,084,250	-7.7%	\$ 10,331,180	\$ 9,545,241	-7.6%
Total	25,542,005	24,459,985	-4.2%	\$ 116,727,191	\$ 111,932,002	-4.1%

The results for July, 2011, the first month of FY 2012 are now available and compared to the same month in the previous year in Table B. The decreases experienced in FY 2011 continue; however, the loss is less. Traffic is down 2.3 percent from last year and toll revenue is down 2.5 percent.

September 12, 2011

Page 3 of 11

Reference: Update-Letter, Traffic & Revenue Forecasts, I-95/Delaware Turnpike and SR 1 Toll Road

Table B
I-95/Delaware Turnpike Monthly Traffic and Toll Revenue, July FY 2011 and FY 2012

Month	Monthly Transactions			Monthly Revenue		
	FY 2011	FY 2012	Percent Change	FY 2011	FY 2012	Percent Change
July	2,584,004	2,523,369	-2.3%	\$ 11,548,909	\$ 11,263,448	-2.5%

Since FY 2011 is complete, it is possible to compare the estimates from the July 2010 Report with the actual data for the fiscal year. Table C provides a summary of the estimated FY 2011 transactions and toll revenue from the July 2010 Report with the actual data.

Table C
I-95/Delaware Turnpike FY 2011 Traffic and Toll Revenue, Actual and Forecast

FY 2011	Actual (000)	July 2010 Forecast (000)	Ratio Actual/Forecast
Transactions	24,459	25,350	0.965
Toll Revenue	\$ 111,932	\$ 115,851	0.966
Average Toll per Transaction	\$ 4.58	\$ 4.57	1.001

As shown in Table C, the actual full year revenue of approximately \$111.9 is approximately 3.4 percent lower than the value estimated in the July 2010 Report as a result of lower than anticipated transactions. The actual average toll is approximately the same as forecasted.

In addition to toll revenue, Turnpike concession revenue for FY 2011 amounted to \$1,781,569 (source: Delaware Department of Transportation), which is 18.5 percent lower than the amount of \$2,185,000 for FY 2010. FY 2011 is the first full year of operations after reconstruction of the service area. The plaza and service station were closed for reconstruction from after Labor Day 2009 until June 2010. To offset revenue loss during the closure, a temporary rent payment of \$170,000 per month was paid by the concessionaire during the nine-month reconstruction period in FY 2010.

Table D provides a summary of current concession revenues for FY 2011 along with the estimated amount from the July 2010 Report.

September 12, 2011

Page 4 of 11

Reference: Update-Letter, Traffic & Revenue Forecasts, I-95/Delaware Turnpike and SR 1 Toll Road

Table D
FY 2011 Concession Revenue, Actual and Forecast

FY 2011	Actual (000)	July 2010 Forecast (000)	Ratio Actual/Forecast
Transactions	24,459	25,350	0.965
Concession Revenue	\$ 1,782	\$ 2,314	0.770
Revenue per Transaction	\$ 0.073	\$ 0.091	0.798

Actual concession revenue is approximately 23 percent less than estimated in the July 2010 Report due to two factors: first, the 3.5 percent reduction in traffic on the road noted above and second, the lower than estimated transaction rate per vehicle. Actual concession revenue averaged 7.3 cents per transaction compared to the estimated rate in the July 2010 Report of 9.1 cents.

SR 1 Toll Road Update

In FY 2011, there were 37,670,097 total transactions on the SR 1 Toll Road, an increase of 1.6 percent over FY 2010 when there were 37,081,560 total transactions. Toll revenues were approximately the same level in both FY 2010 and 2011, decreasing 0.1 percent from \$46,796,090 in FY 2010 to \$46,754,672 in FY 2011. Monthly transaction and revenue performance are shown in Table E.

September 12, 2011

Page 5 of 11

Reference: Update-Letter, Traffic & Revenue Forecasts, I-95/Delaware Turnpike and SR 1 Toll Road

Table E
SR 1 Toll Road Monthly Traffic and Toll Revenue, FY 2010 – 2011

Month	Monthly Transactions			Monthly Revenue		
	FY 2010	FY 2011	Percent Change	FY 2010	FY 2011	Percent Change
July	3,965,128	4,137,776	4.4%	\$ 5,184,254	\$ 5,499,250	6.1%
August	4,035,234	4,154,643	3.0%	\$ 5,495,212	\$ 5,524,101	0.5%
September	3,357,948	3,364,146	0.2%	\$ 4,252,660	\$ 4,199,050	-1.3%
October	2,989,134	3,034,225	1.5%	\$ 3,690,290	\$ 3,836,662	4.0%
November	2,787,299	2,905,594	4.2%	\$ 3,445,532	\$ 3,491,804	1.3%
December	2,623,125	2,704,851	3.1%	\$ 3,116,710	\$ 3,136,494	0.6%
January	2,437,323	2,384,104	-2.2%	\$ 2,981,005	\$ 2,833,099	-5.0%
February	1,882,715	2,424,530	28.8%	\$ 2,281,590	\$ 2,842,206	24.6%
March	2,847,257	2,863,817	0.6%	\$ 3,467,655	\$ 3,323,835	-4.1%
April	3,062,338	2,953,989	-3.5%	\$ 3,783,740	\$ 3,610,975	-4.6%
May	3,500,487	3,271,713	-6.5%	\$ 4,517,417	\$ 4,105,411	-9.1%
June	3,593,572	3,470,709	-3.4%	\$ 4,580,025	\$ 4,351,785	-5.0%
Total	37,081,560	37,670,097	1.6%	\$ 46,796,090	\$ 46,754,672	-0.1%

For the first eight months of FY 2011, weather conditions were the major factor influencing traffic and revenue performance. With the exception of January, good weather resulted in traffic increases in every month. Due to heavy snow in January, traffic decreased 2.2 percent in that month. In February, transactions increased by more than 25 percent in comparison to the previous year when weather was particular poor, as noted above. For the March through June period, traffic decreased by reason of the increase in fuel prices and poor performance of the national economy.

The E-ZPass participation rate increased from 66.0 percent in FY 2010 to 67.1 percent in FY 2011. The average toll rate decreased from \$1.26 in FY 2010 to \$1.24 in FY 2011.

In July, 2011, the first month of FY 2012, transactions decreased 2.2 percent when compared to the year earlier and revenues were down 2.4 percent, as shown in Table F. This is a continuance of the unsettled economic conditions nationally.

September 12, 2011

Page 6 of 11

Reference: Update-Letter, Traffic & Revenue Forecasts, I-95/Delaware Turnpike and SR 1 Toll Road

Table F
SR 1 Toll Road Monthly Traffic and Toll Revenue, July FY 2011 and FY 2012

Month	Monthly Transactions			Monthly Revenue		
	FY 2011	FY 2012	Percent Change	FY 2011	FY 2012	Percent Change
July	4,137,776	4,047,166	-2.2%	\$ 5,499,250	\$ 5,368,539	-2.4%

Actual results for FY 2011 are compared to the estimated transactions and toll revenue for the SR 1 Toll Road from the July 2010 Report in Table G. The transactions are 1.1 percent greater than forecast however, due to a 1.5 percent reduction in the average rate per transaction, toll revenues are 0.4 percent less than forecast.

Table G
SR 1 Toll Road FY 2011 Traffic and Toll Revenue, Actual and Forecast

FY 2011	Actual (000)	July 2010 Forecast (000)	Ratio Actual/Forecast
Transactions	37,670	37,267	1.011
Toll Revenue	\$ 46,755	\$ 46,957	0.996
Average Toll per Transaction	\$ 1.24	\$ 1.26	0.985

Updated Revenue Forecasts, FY 2012 – 2017

Stantec has prepared revised traffic and revenue forecasts for the I-95/ Delaware Turnpike and SR 1 Toll Road, using the actual data and trends from historical performance and taking into consideration the following factors.

US 301 Connector Toll Road: DelDOT is currently planning to construct a toll road connector between I-95 and US 301 in Maryland, using a portion of the SR 1 Toll Road as part of the US 301 Connector routing. If the US 301 Connector Toll Road is constructed, the earliest completion is currently set for July 2015, which is the beginning of FY 2016. The toll rates anticipated to this toll road would be similar to the rates for traffic at the Newark Plaza, but traffic using the US 301 Connector to travel to locations south of Baltimore would have a lower overall toll cost since the toll rate for the JFK Expressway in Maryland and the tolled Baltimore Harbor crossings are higher than the tolls for US 301 routing which has tolls only at the Chesapeake Bay Bridge. Therefore the US 301 Connector Toll Road could be expected to divert some traffic from the Newark plaza. Preliminary studies are underway to estimate the impact on traffic and revenue at the Newark Plaza.

September 12, 2011

Page 7 of 11

Reference: Update-Letter, Traffic & Revenue Forecasts, I-95/Delaware Turnpike and SR 1 Toll Road

No meaningful impact on the SR 1 Toll Road is anticipated. Since the project is not yet a committed improvement and will require a bond financing to implement, the impacts of the US 301 Connector Toll Road on the I-95 Delaware Turnpike and SR 1 Toll Road are not included in the forecasts in this Update-Letter.

Completion of High-Speed E-ZPass lanes at Newark Toll Plaza: The conversion of the Newark toll plaza to include two high-speed *E-ZPass* lanes in each direction was completed in July 2011. This will result in the reduction in delays at the toll plaza due to capacity constraints and will eliminate the delays during the construction.

Improvements to I-95 Delaware Turnpike corridor: Several projects in Delaware and Maryland are planned or under construction in the I-95 Delaware Turnpike Corridor including:

- DelDOT completed widening between the SR 1 interchange and the I-95/I-295 junction, and it will eventually include a system of collector-distribution roads as far south (west) as SR 273 which also serve the Christiana Mall. In conjunction with this completed improvement, DelDOT is also reconstructing the I-95/SR 1 interchange to provide high-capacity direct connector ramps between these two facilities. The project is anticipated to be completed by 2014.
- DelDOT has planned improvements to the US 202 (Concord Pike) interchange, north of Wilmington, scheduled to be completed by 2014; and improvements to I-295, planned to be completed by 2015.
- I-95 Express Toll Lanes are currently under construction by Maryland Department of Transportation (MdDOT) and will add an additional two lanes in each direction from I-895 north of Baltimore to north of MD 43. The Express Lanes are anticipated to be fully operational in 2014.

Fuel Prices: Fuel prices have remained relatively high compared to the previous two years following the sharp surge in the spring of 2008, as shown in the following graph. Following the sharp increases in 2008, prices declined in 2009; however they increased in 2010 and spiked in mid-2011. As of September 5, 2011, the nationwide price of a gallon of regular grade gasoline was \$3.67, compared to the high of \$4.11 in July, 2008.

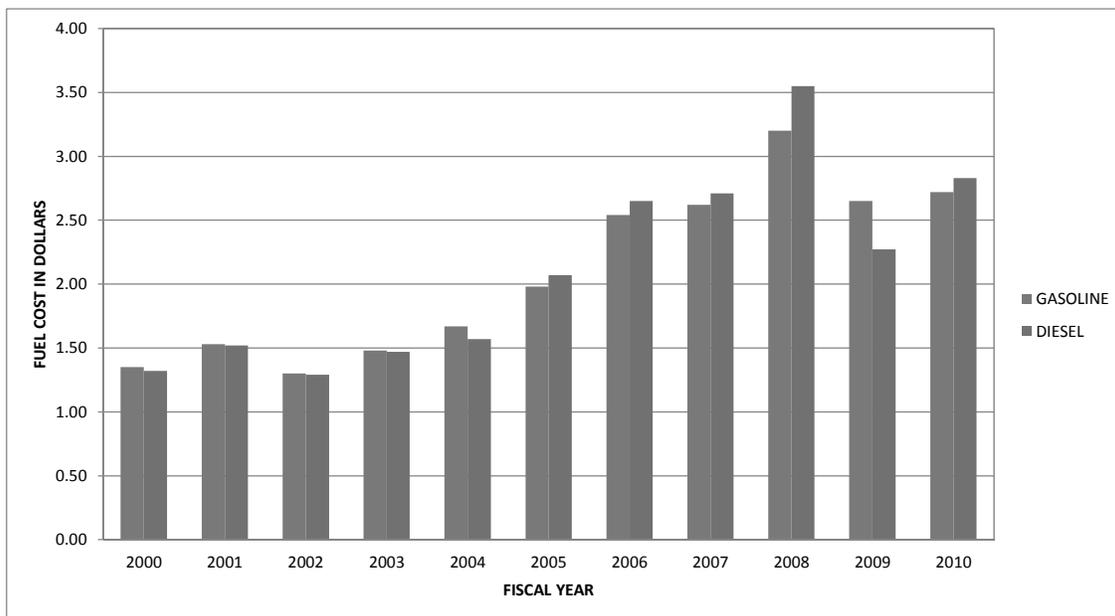
In terms of fuel prices near-term, it seems likely that fuel prices will remain at the current levels (unless there is a supply interruption due to hurricanes, etc.) The world economy in general is slowing down and several other issues affecting global oil production in North Africa seem to be concluding. Assuming no other political unrest in the Middle East that would impact oil prices, the weakening demand would tend to dampen prices with the only upward pressure coming from continued federal stimulus. Accordingly, the reduction in travel due to fuel prices is probably already reflected in the results for FY 2011.

September 12, 2011

Page 8 of 11

Reference: Update-Letter, Traffic & Revenue Forecasts, I-95/Delaware Turnpike and SR 1 Toll Road

Figure A
Recent Fuel Cost Trends



Toll Increases on Maryland Facilities: The Maryland Transportation Authority has proposed two toll increases on the facilities in the corridors served by the I-95 Delaware Turnpike and SR 1 Toll Road within the timeframe of the estimates included in this Update-Letter. Passenger car tolls are scheduled to increase on October 1, 2011 and again on July 1, 2013. Truck tolls are scheduled to increase on January 1, 2012 and on July 1, 2013.

At the Baltimore Harbor Tunnel (I-895), the Fort McHenry Tunnel (I-95, I-395) and the Francis Scott Key Bridge (I-695), cash passenger car tolls will increase from \$2.00 to \$3.00 on October 1, 2011 and then to \$4.00 on July 1, 2013. The commuter rate will increase from \$0.40 currently to \$0.90 in October, 2011 and then to \$1.40 in 2013. Truck tolls will increase 50 percent on January 1, 2012 and another 33 percent on July 1, 2013. Tolls are collected in both directions on these facilities.

On the Chesapeake Bay Bridge, the cash passenger car toll is scheduled to increase from the present level of \$2.50 to \$5.00 in October of this year and to \$8.00 on July 1, 2013. Commuter tolls will increase from \$1.00 currently to \$1.50 in October and then to \$2.80 in 2013. The proposed increase

September 12, 2011

Page 9 of 11

Reference: Update-Letter, Traffic & Revenue Forecasts, I-95/Delaware Turnpike and SR 1 Toll Road

in truck tolls range from 50 percent to 100 percent on January 1, 2012 and approximately 60 percent in 2013. Tolls on the Chesapeake Bay Bridge are collected in the eastbound direction only.

The estimated impacts of the proposed 2011 and 2012 toll increases have been included in the forecasts presented in this Update-Letter; however, since the revisions have not received formal approval, the effects of the 2013 toll revisions are not reflected in the estimates.

General Economic Conditions: Current economic forecasts for the period through 2017 included in this estimate indicate uncertainty regarding employment and unemployment levels, growth in gross domestic product and other economic factors influencing travel. Accordingly, the forecasts are conservative and anticipate relatively slow growth over the next five years.

The revenue forecasts for the I-95 Delaware Turnpike and SR 1 Toll Road are shown in Table H. The estimates from the July 2010 Report are also included in the table for comparison purposes.

Table H
Updated Revenue Forecasts

Fiscal Year	Estimated Revenue (000)							
	I-95/Delaware Turnpike					SR 1 Toll Road		I-95 and SR1 Toll Road Combined Total Revenue
	Toll Revenue		Concession Revenue		Updated Total Toll and Concession Revenue	Toll Revenue		
	July 2010 Report (Table 18)	Updated	July 2010 Report (Table 18)	Updated		July 2010 Report (Table 18)	Updated	
2012	\$ 116,953	\$ 111,932	\$ 2,458	\$ 1,782	\$ 113,714	\$ 47,332	\$ 47,129	
2013	118,288	113,051	2,603	1,800	\$ 114,851	47,947	47,883	\$ 162,734
2014	119,582	115,312	2,652	1,836	\$ 117,148	48,569	48,649	\$ 165,797
2015	121,219	117,619	2,702	1,873	\$ 119,492	49,200	49,282	\$ 168,774
2016	122,382	119,971	2,752	1,910	\$ 121,881	49,938	49,922	\$ 171,803
2017	123,558	122,370	2,804	1,949	\$ 124,319	50,686	50,571	\$ 174,890

For FY 2012, the updated toll and concession revenues for the I-95 Delaware Turnpike are estimated to be the same as actual revenues for FY 2011 and estimated toll revenues for the SR 1 Toll Road are now estimated to show a slight increase over performance for FY 2011. While total revenues now estimated for FY 2012 are approximately the same as revenues for FY 2011, they are 2.8 percent less than the forecast presented in the July 2010 Report due to poor performance resulting from economic conditions. Revenues are estimated to increase slowly over the five-year forecast period so that by 2017, they are 1.2 percent less than those presented in the July 2010 Report.

As this is an updated forecast, we refer the reader to the summary of assumptions provided in the July 2010 Report on pages E-25-26 as well as additional information regarding recent traffic and revenue trends for the Turnpike and the SR 1 Toll Road.

September 12, 2011

Page 10 of 11

Reference: Update-Letter, Traffic & Revenue Forecasts, I-95/Delaware Turnpike and SR 1 Toll Road

While the projections in this Update-Letter are stated year-by-year, they are intended to show the trends that may reasonably be anticipated on the basis of the assumptions listed in the July 2010 Report. As with the previous forecasts in July 2010 Report from which this Update-Letter has been developed, it is our opinion that the updated revenue projections are reasonable and that they have been prepared in accordance with accepted practice for investment-grade studies. However, given the uncertainties within the current international and economic climate, Stantec and DelDOT acknowledge that:

- The updated revenue forecast in Table H presents the results of our consideration of the information available to us as of the date hereof and the application of our experience and professional judgment to that information. It is not a guarantee of any future events or trends.
- The traffic and revenue forecasts will be subject to future economic and demographic trends in Delaware and the Northeast Corridor that cannot be predicted with certainty.
- The projections contained in this update-letter, while presented with numerical specificity, are based on a number of estimates and assumptions that, though considered reasonable, are inherently subject to significant economic and competitive uncertainties and contingencies, many of which will be beyond our control. In many instances, a broad range of alternative assumptions could be considered reasonable. Changes in the assumptions used could result in material differences in projected outcomes.
- if, for any reason, any of these conditions should change due to changes in the economy or competitive environment, or other factors, Stantec's opinions or estimates may require amendment or further adjustments.

The report contains forward-looking statements, revenue projections, and statements of opinion based upon certain information. These forward-looking and opinions statements and projections include statements relating to preexisting conditions not caused or created by Stantec and external conditions beyond our control. We believe that our expectations are reasonable and are based on reasonable assumptions. However, such forward-looking statements, projections and opinions, by their nature involve risks and uncertainties beyond our control. We caution that a variety of factors could cause the actual revenue associated with the I-95/Delaware Turnpike and SR 1 Toll Road to differ from that expressed or implied in this document. We assume no obligation with respect to the differences between this document and the actual performance of the two toll facilities. This document was prepared solely for the use of DelDOT that commissioned it and the Delaware Transportation Authority. It may only be relied upon by third parties at their own risk. Under no circumstance will Stantec be liable to third parties for claims or damage arising out of this document. Any unauthorized use of this document is at the user's sole risk.

September 12, 2011

Page 11 of 11

Reference: Update-Letter, Traffic & Revenue Forecasts, I-95/Delaware Turnpike and SR 1 Toll Road

We acknowledge with thanks the cooperation of the DeIDOT staff during the course of this study.

Sincerely,

Stantec Consulting Services Inc.

David J. Schellinger

Principal

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david.j.schellinger@stantec.com

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SYSTRAmobility

CONTENTS

	<u>Page</u>
I-95/DELAWARE TURNPIKE	E-2
Toll Collection	E-2
Historical Growth of Traffic, Toll Revenue and Concession Revenue	E-4
Impact of Current Recession	E-8
Factors Affecting Turnpike Traffic Growth	E-9
Traffic and Revenue Forecast, FY 2011-2017	E-12
SR 1 TOLL ROAD	E-14
Transportation Infrastructure in Delaware's North-South Corridor	E-14
Toll Collection	E-15
Historical Growth of Traffic and Toll Revenue	E-18
Impact of Current Recession	E-22
Factors Affecting SR 1 Traffic Growth	E-23
Traffic and Revenue Forecast, FY 2011-2017	E-24
COMBINED TOLL ROAD REVENUE FORECASTS	E-25
Summary of Assumptions	E-25
Combined Revenue Forecast, FY 2011-2017	E-26

SYSTRAmobility

Tables

	<u>Page</u>
Table 1 I-95/Delaware Turnpike Tolls	E-3
Table 2 Comparative I-95 Tolls	E-3
Table 3 I-95/Delaware Turnpike Traffic and Revenue, FY 1990-2010	E-5
Table 4 I-95/Delaware Turnpike <i>E-ZPass</i> Market Share, FY 2000-2010	E-6
Table 5 I-95/Delaware Turnpike Traffic and Revenue by Toll Classification, FY 2010	E-6
Table 6 I-95/Delaware Turnpike Monthly Traffic, FY 2010	E-7
Table 7 I-95/Delaware Turnpike, Transaction Changes for FY 2009-2010	E-8
Table 8 Northeast Corridor Population	E-10
Table 9 I-95/Delaware Turnpike Traffic and Revenue Forecast, FY 2011-2017	E-13
Table 10 SR 1 Cash Tolls	E-16
Table 11 SR1 Traffic and Revenue, FY1994-2010	E-19
Table 12 SR 1 Cash vs. E-ZPass Results, FY 2010	E-20
Table 13 SR 1 Transactions and Revenue by Plaza	E-20
Table 14 SR 1 Monthly Traffic, FY 2010	E-21
Table 15 SR 1, Transaction Changes for FY 2009-2010	E-22
Table 16 Delaware Population Growth	E-23
Table 17 SR 1 Traffic and Revenue Forecast, FY 2011-2017	E-24
Table 18 Combined I-95/Delaware Turnpike and SR 1 Revenue Forecast, FY 2011-2017	E-26

SYSTRAMobility

FIGURES

	<u>Page</u>
Figure 1 Recent Fuel Cost Trends	E-11
Figure 2 SR 1 Toll Collection Plan	E-17

SYSTRAmobility

July 14, 2010

Ms. Carolann Wicks
Secretary
Delaware Department of Transportation
800 Bay Road/Route 113
Dover, DE 19903

Attn: Mr. Brian Motyl
Assistant Director, Finance

In accordance with your request, Systra Mobility, Inc. has developed estimates of traffic and revenue for the Delaware Turnpike (I-95) and the State Route (SR) 1 Toll Road through the year 2017, in connection with the issuance by the Delaware Transportation Authority of its Delaware Transportation Authority Transportation System Senior Revenue Bonds, 2010 A Bonds and 2010 B Bonds.

As described in the attached letter report, the estimates for the Turnpike are based on its actual traffic and earnings record from its opening in 1963 through the fiscal year ended June 2010 (FY 2010), and on a series of comprehensive studies of traffic patterns and revenue trends undertaken over the course of the Turnpike's 47 years of operation. For SR 1, the estimates are based on its actual traffic and revenue record since the opening of the first section of the project in December 1993; its staged completion through May 2003; and, as with the Turnpike, the results through FY 2010.

Of particular significance is the impact of the recent recession and its lingering effects which have so far yielded only limited indications of a recovery. While auto transactions for the first several months of FY 2010 showed significant increases above FY 2009, the severe winter weather reduced traffic for the months of December and February. After a weather-related surge of traffic in March, auto traffic on the Turnpike showed continuing declines while traffic on SR 1 increased. However, it should be noted that total auto transactions on the Turnpike are still approximately 10.5 percent below the peak volumes of FY 2004. Auto transactions on SR 1 are also 5.4 percent less than the peak traffic levels experienced in FY 2007.

For the commercial market, truck traffic for FY 2010 on the Turnpike declined each month on a year-over-year basis. In contrast, SR 1 exhibited a mixed pattern of changes in truck transactions where activity at the Dover Plaza and most of the tolled ramp plazas declined, truck transactions at the Biddles Plaza showed significant increases in each month except for December and February where severe winter weather conditions restricted all traffic. The increased truck traffic at the Biddles Plaza is most likely related to several factors including the growth in traffic from the Walmart Distribution Center in Symrna and a diversion of traffic from I-95 in response to MdTA's increased truck tolls that were implemented in May of 2009.

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I-95/DELAWARE TURNPIKE

The Delaware Turnpike is an integral part of the transportation network in the Northeast Corridor. The 11-mile Delaware Turnpike is a key link in the Northeast Corridor's I-95 route from New England, New York, Philadelphia and Wilmington to Baltimore, Washington and the South. It forms the trunk of the system, whose branches include I-95 (north to Wilmington, Philadelphia and Trenton), I-295 and the New Jersey Turnpike (north to Trenton and New York), and I-495 (north toward Philadelphia via the Port of Wilmington). To the south, it connects directly with Maryland's Turnpike (I-95) for service to Baltimore and beyond.

Delaware Turnpike interchanges in New Castle County, the most northerly of Delaware's three counties, are located, from north (east) to south (west), at SR 141, combined SR 1/7, SR 273 and SR 896. The SR 1/7 connection leads to the SR 1 Toll Road at Tybouts (see pages 14-17), while SR 896 connects with US 301 which leads to the Chesapeake Bay Bridge at Annapolis.

A service plaza, with fuel and restaurant facilities, is located in the median of the Turnpike between the SR 273 and SR 896 interchanges, producing concession revenue for the Authority; and a single Turnpike toll plaza (the Newark plaza) is located between SR 896 and the Maryland line. The service plaza was reconstructed during FY 2010 and as of June 25, 2010 was reopened to patrons.

The Turnpike serves both long-distance Northeast Corridor traffic and commuter traffic between Wilmington and Newark (via SR 896), where the volumes are highest. The Turnpike currently consists of 10 lanes from SR 141 to SR 1 and then transitions down to eight lanes between SR 1 and the Newark plaza. South (west) of the Newark plaza, the laneage drops to six, coinciding with the six Turnpike lanes on I-95 in Maryland.

Toll Collection

The Delaware Turnpike was opened to traffic in 1963. When the toll collection system was established at that time, it consisted of a single mainline plaza (the Newark plaza) near the Maryland line and ramp tolls at SR 896, SR 273 and SR 7, resulting in a "closed" toll system with all users paying at one point or another. The ramp tolls were removed in 1976, so that, now, local users who do not travel into Maryland can use the Turnpike toll-free.

The Newark plaza currently has a total of 20 toll lanes, of which four are dedicated *E-ZPass* lanes. Express high-speed *E-ZPass* lanes are planned by 2012 (see page 12).

Tolls at the Newark plaza have been increased periodically (in 1977, 1981, 1984, 1989, 1993, 1999, 2005 and 2007) over the years, since the initial 30-cent toll (for autos, higher for trucks) was established in 1963. Table 1 provides a summary of the toll schedule that was implemented on October 1, 2007. Note that cash and *E-ZPass* patrons are charged the same rate.

Table 1
I-95/Delaware Turnpike Tolls

Vehicle Class	Tolls		Increase
	Through 9/30/07	Effective 10/1/07	
Passenger (2-Axle)	3.00	4.00	33%
3-Axle	5.00	6.00	20%
4-Axle	6.00	7.00	17%
5-Axle	8.00	9.00	13%
6-Axle	10.00	11.00	10%
Permit	10.00	11.00	10%

For the full-length, 11-mile stretch from SR 141 to the Maryland line, the two-axle toll rate for cash patrons now is 36 cents per mile. While this seems high, the 13-mile section of I-95 north of SR 141 is toll-free, thereby reducing the overall (24-mile) per-mile rate to 16.7 cents per mile.

Since the Delaware Turnpike section of I-95 connects directly with the Maryland section of I-95, it is useful to compare the two toll schedules in terms of the auto tolls, and the tolls for the predominant long-distance five-axle truck as shown in Table 2. The round-trip tolls are shown because the Maryland tolls are collected in only one direction (northbound), while the Delaware Turnpike tolls are collected in each direction. It should be noted that MdTA increased truck tolls significantly at all of its tolled facilities, including I-95 in Maryland in May of 2009.

Table 2
Comparative I-95 Tolls

Vehicle Class	Representative Round Trip Tolls	
	Newark ^(A)	Susquehanna ^(B)
2-Axle	\$ 8.00	\$ 5.00
5-Axle	\$ 18.00	\$ 30.00

(A) Tolls effective October 1, 2007, collected each way; round-trip cash tolls shown in the table.

(B) Tolls implemented in May 1, 2009. Collected one-way northbound; southbound no toll.

During the past decade, one-way tolls were considered at Delaware's Newark plaza and rejected, due to the network of alternative routes crossing the state line between Delaware and Maryland. There is no natural barrier between Delaware and Maryland as there is at the Susquehanna River

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in Maryland. A doubling of the toll at the Newark plaza in one direction could potentially induce significant traffic diversions, particularly by trucks.

Historical Growth of Traffic, Toll Revenue and Concession Revenue

With the opening of the Delaware Turnpike in 1963, the Turnpike has a 47-year record at the Newark toll plaza of traffic and revenue growth. During its first 25 years of operation, traffic through the Newark plaza increased by a factor of 3.4, from 5.9 million vehicles in 1964, its first full year of operation, to 19.9 million vehicles in FY 1989. (References to *traffic* throughout the report are intended to mean *toll-paying traffic*.) During this same period, toll revenues collected at the Newark plaza increased by a factor of 13.7, from \$1.9 million to \$26.1 million, reflecting the completion of nearly all of I-95 between Maine and Florida, and the Turnpike's toll increases from \$.30 (for passenger cars, higher for trucks) early in the period to \$1.00 by the end of the period. Early in the period, tolls were also collected on the Turnpike ramps at SR 7, SR 273, and SR 896, but as mentioned previously, these tolls were discontinued in 1976. Commensurate with the increasing traffic over the years, concession revenues (from the two service stations and restaurant facility) increased from \$690,000 in 1964 to \$1,556,000 in FY 1989.

Table 3 lists the Turnpike traffic and revenue record for the period from FY 1990-2010. From the period between 1989 and 2004, traffic, toll revenue and concession revenue have continued to generally increase, despite the 25 percent toll increase (from \$1.00 to \$1.25 for passenger cars and other two-axle vehicles, higher for trucks) in September 1993 (FY 1994), and the increase in the passenger car cash toll from \$1.25 to \$2.00 in January 1999 (FY 1999). For FY2005, traffic and revenue did decrease slightly in response to higher fuel prices in the wake of Hurricane Katrina, although concession revenue did increase. This increase was attributed to rising fuel sales.

Revenues for FY2006 increased significantly due to the increased toll rates for all vehicles that went into effect on October 1, 2005 along with discontinuing the *EZ-Pass* discount for autos. Revenue increased significantly again in FY 2008 in response to the latest toll increase, although the number of patrons using the facility in FY 2008 is approximately 7.0 percent less than the number of patrons in FY 2005, prior to the last two toll increases. Similarly revenue increased in FY 2009 as a result of having the increased tolls in effect for an entire fiscal year, although transactions continued to decline in response to the recession. As the effects of the recession continued into FY 2010, transactions and revenue declined. Toll revenue decreased by approximately 2.0 percent from FY 2009 with the average toll rate declining to \$4.57 per transaction which reflects a lower overall share of truck transactions. Note that the source of all traffic and revenue data is from DelDOT Toll Operations.

Included are the concession revenues earned from the fuel sales and sales of convenience items as well as the restaurant operated by Marriott at the previous service plaza. Due to the recent reconstruction of the service plaza, the reduced concession revenue for FY 2010 includes primarily temporary rent payments made during the duration of the construction period. Due to its location midway between New York and Washington, the Delaware Turnpike service plaza is one of the busiest, if not the busiest, turnpike service plaza in the Northeast Corridor.

Table 3
I-95/Delaware Turnpike Traffic and Revenue, FY 1990-2010

Fiscal Year	Annual Transactions		Toll Revenue			Concession Revenue		Total Revenue
	Volume (000)	Percent Change	Amount (000)	Percent Change	Avg. Per Vehicle	Amount (000)	Avg. per Vehicle	
1990	20,526	---	\$ 28,316	---	\$ 1.380	\$ 1,567	\$ 0.076	\$ 29,883
1991	20,950	2.1%	28,996	2.4%	1.384	1,545	0.074	30,541
1992	21,789	4.0%	29,476	1.7%	1.353	1,669	0.077	31,145
1993	22,305	2.4%	30,418	3.2%	1.364	1,842	0.083	32,260
1994(A)	22,251	-0.2%	36,748	20.8%	1.652	1,853	0.083	38,601
1995(A)	23,451	5.4%	40,258	9.6%	1.717	2,047	0.087	42,305
1996	23,848	1.7%	40,580	0.8%	1.702	2,075	0.087	42,655
1997	25,091	5.2%	41,795	3.0%	1.666	2,124	0.085	43,919
1998	25,649	2.2%	43,276	3.5%	1.687	2,216	0.086	45,492
1999(B)	25,837	0.7%	51,258	18.4%	1.984	2,265	0.088	53,523
2000(B)	26,138	1.2%	60,187	17.4%	2.303	2,313	0.088	62,500
2001	26,724	2.2%	60,243	0.1%	2.254	2,304	0.086	62,547
2002	27,633	3.4%	60,165	-0.1%	2.177	2,302	0.083	62,467
2003(C)	27,727	0.3%	59,099	-1.8%	2.131	2,332	0.084	61,431
2004	28,553	3.0%	59,986	1.5%	2.101	2,465	0.086	62,451
2005(D)	28,411	-0.5%	59,346	-1.1%	2.089	2,591	0.091	61,937
2006(E)	27,527	-3.1%	84,723	42.8%	3.078	2,698	0.098	87,421
2007	27,110	-1.5%	94,195	11.2%	3.475	2,800	0.103	96,995
2008(F)	26,410	-2.6%	113,989	21.0%	4.316	2,499	0.095	116,488
2009	25,812	-2.3%	119,105	4.5%	4.614	2,408	0.093	121,513
2010	25,542	-1.0%	116,727	-2.0%	4.570	2,161	0.085	118,888

(A) Toll increase September 1993. Impact felt in FY 1993 and FY 1994.

(B) Toll increase in January 1999. Impact felt in FY 1999 and FY 2000.

(C) Growth rate affected by severe winter weather.

(D) Growth rate affected by increasing fuel prices.

(E) Growth rate affected by toll increase (October 2005)

(F) Growth rate affected by toll increase (October 2007) and increasing fuel prices.

Table 4 lists the transactions for two-axle vehicles by payment type (cash versus *E-ZPass*) since FY 2000, the first full year following the implementation of *E-ZPass* on the Turnpike in January 1999. It is only the two-axle/*E-ZPass* user who was eligible for the *E-ZPass* discount (\$1.25 *E-ZPass* versus \$2.00 cash) between January 1999 and September 30, 2005. The table indicates that the two-axle *E-ZPass* market share has consistently increased during the six years since it was implemented on the Delaware Turnpike, reaching the 41 percent level in FY 2005. Part of this can be attributed to the regional aspect of *E-ZPass* convenience in the Northeast Corridor, where, for example, *E-ZPass* has exceeded the 70 percent level in the New York metropolitan area; and on the other hand, the deep discount offered on the Delaware Turnpike up until October 1, 2005 also has generated the increase in *E-ZPass* usage. Note that since FY 2006 *E-*

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ZPass usage has continued to increase although at a slower rate than the period to when the discount was in place.

Table 4
I-95/Delaware Turnpike *E-ZPass* Market Share, FY 2000-2010

Fiscal Year	Two-Axle Transactions (000)			Percent
	Cash	<i>E-Z Pass</i>	Total	<i>E-Z Pass</i>
2000	20,306	1,907	22,213	8.6%
2001	19,057	3,568	22,625	15.8%
2002	18,297	5,615	23,912	23.5%
2003	16,524	7,589	24,113	31.5%
2004	15,965	8,841	24,806	35.6%
2005	14,434	10,061	24,495	41.1%
2006	12,786	10,835	23,621	45.9%
2007	11,908	11,294	23,202	48.7%
2008	10,960	11,590	22,550	51.4%
2009	10,378	11,858	22,236	53.3%
2010	9,949	12,291	22,240	55.3%

Table 5 summarizes the Turnpike traffic and revenue results for FY 2010 by vehicle class (i.e., toll classification). Note that while two-axle vehicles are approximately 87 percent of the transactions, they are only 76.2 percent of the revenue. Looking beyond the two-axle category, trucks of three or more axles represented 23.8 percent of the revenue.

Table 5
I-95/Delaware Turnpike Traffic and Revenue by Toll Classification, FY 2010

Vehicle Class	Transactions		Toll	Toll Revenue	
	Volume (000)	Percent of Total		Amount (000)	Percent of Total
2-Axle	22,239	87.1%	4.00	\$ 88,958	76.2%
3-Axle	453	1.8%	6.00	2,720	2.4%
4-Axle	339	1.3%	7.00	2,373	2.0%
5-Axle	2,467	9.7%	9.00	22,207	19.0%
6-Axle	36	0.1%	10.58	381	0.3%
Permit	8	0.0%	11.00	88	0.1%
Total	25,542	100.0%		116,727	100.0%

The monthly traffic variations at the Newark plaza are listed in Table 6. Note that the monthly variation in traffic was obtained using the data from the recently completed FY 2010 period. Note that toll rates were held constant for the entire period.

Table 6
I-95/Delaware Turnpike Monthly Traffic, FY 2010

Month	Monthly Transactions		Average Daily Traffic	
	Volume (000)	Percent of Total	Volume	Ratio to Avg. Month
July-09	2,605	10.2%	84,023	1.20
August	2,673	10.5%	86,215	1.23
September	2,047	8.0%	68,243	0.98
October	2,099	8.2%	67,717	0.97
November	2,148	8.4%	71,610	1.03
December	2,040	8.0%	65,816	0.94
January-10	1,794	7.0%	57,878	0.83
February	1,326	5.2%	47,346	0.68
March	2,028	7.9%	65,407	0.94
April	2,211	8.7%	73,704	1.06
May	2,312	9.1%	74,573	1.07
June	2,259	8.8%	75,304	1.08
Total	25,542	100.0%	69,820	1.00

The average daily toll transactions ranged from a low of 32 percent below the annual average in February to a high of 23 percent above the average in August, which reflects the influences of recreational travel in the Northeast Corridor. Note that traffic in February was reduced well below normal expectations as a result of several severe snowstorms that impacted Delaware and the other mid-Atlantic states particularly hard. September was the closest month to the annual average and among the fall months, there is a noticeable spike in traffic during November resulting from the Thanksgiving weekend travel, which has consistently been the highest travel period on the Turnpike. The December traffic also reflects additional traffic associated with the Christmas-New Year holiday period. As expected, January and February have the lowest travel levels of the year which is attributable to the inclement weather common at this time of year.

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Impact of Current Recession

As discussed previously in this report, traffic has been declining over the last several years in response to both recent toll increases and the economic contraction. Using the monthly data provided for FY 2009 and 2010, a comparison was performed of transactions by vehicle type to determine if the current data provide an indication that the overall travel has stabilized or begun to recover. The comparison is provided in Table 7.

Table 7
I-95/Delaware Turnpike, Transaction Changes for FY 2009-2010

Month	Type	Transactions		
		FY09	FY10	% Diff
Jul	Auto	2,112,765	2,306,482	9.2%
	Truck	328,000	298,224	-9.1%
	Total	2,440,765	2,604,706	6.7%
Aug	Auto	2,323,527	2,385,199	2.7%
	Truck	322,833	287,463	-11.0%
	Total	2,646,360	2,672,662	1.0%
Sep	Auto	1,605,802	1,770,722	10.3%
	Truck	309,152	276,578	-10.5%
	Total	1,914,954	2,047,300	6.9%
Oct	Auto	1,735,652	1,808,957	4.2%
	Truck	328,798	290,280	-11.7%
	Total	2,064,450	2,099,237	1.7%
Nov	Auto	1,860,020	1,890,625	1.6%
	Truck	276,163	257,674	-6.7%
	Total	2,136,183	2,148,299	0.6%
Dec	Auto	1,872,195	1,775,386	-5.2%
	Truck	284,011	264,904	-6.7%
	Total	2,156,206	2,040,290	-5.4%
Jan	Auto	1,578,136	1,546,478	-2.0%
	Truck	265,338	247,747	-6.6%
	Total	1,843,474	1,794,225	-2.7%
Feb	Auto	1,425,237	1,105,660	-22.4%
	Truck	257,212	220,020	-14.5%
	Total	1,682,449	1,325,680	-21.2%
Mar	Auto	1,669,525	1,735,319	3.9%
	Truck	294,911	292,299	-0.9%
	Total	1,964,436	2,027,618	3.2%
Apr	Auto	2,011,135	1,924,570	-4.3%
	Truck	307,958	286,535	-7.0%
	Total	2,319,093	2,211,105	-4.7%
May	Auto	2,076,193	2,025,637	-2.4%
	Truck	303,075	286,113	-5.6%
	Total	2,379,268	2,311,750	-2.8%
Jun	Auto	1,965,508	1,964,509	-0.1%
	Truck	298,705	294,624	-1.4%
	Total	2,264,213	2,259,133	-0.2%

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As shown in the table, the year over year comparison of the monthly data provides a mixed result in terms of change in transactions. For auto travel the period from July to October shows a significant increase in the transactions, possibly related to the reduced cost of fuel from higher price levels in 2008 and some improvement in economic conditions from the earlier round of economic stimulus. However, from December through most of the spring months, auto transactions have declined significantly. Although there was an increase in auto transactions of approximately 4 percent in March, this increase probably reflects the significant reduction in travel that occurred during the two major snowstorms in February, resulting in trips being most likely postponed into the month of March. The second half of FY 2010 indicates that overall auto travel on the Turnpike is still being influenced by the weak economic conditions.

Truck transactions present a clearer trend of declining activity. In general terms, for each month of the fiscal year except June, truck transactions were reduced in the range between 6 to 11 percent. Note that the extreme reduction of truck traffic in February was offset by a much lower reduction in March. This abrupt variation is related to the major snowstorms that curtailed normal traffic patterns for several weeks in February followed by a significant resumption of travel in March as delayed travel was completed. The continuous decline in truck transactions over the entire fiscal year indicates that the economic conditions have not yet improved enough to stabilize overall truck travel.

Factors Affecting Turnpike Traffic Growth

As an established route within an established region, the factors affecting Delaware Turnpike traffic growth during the forecast period through 2017 were considered to be the expected population trends and forecasts in the Northeast Corridor and their relationship to traffic growth; coupled with the effects on-going weakness in economic conditions. Lastly, the highway improvements in the regional transportation network were also considered.

With the Delaware Turnpike serving as a central link in I-95 between Washington and New York, the population of the five states and District of Columbia provide the base from which most of the traffic passing through the Newark Plaza is generated. Table 8 on the following page lists the historical and projected population for this region.

**Table 8
Northeast Corridor Population**

Year	Population (000)							Average Annual Growth
	DC	MD	DE	PA	NJ	NY	Total	
1980	638	4,217	594	11,864	7,365	17,558	42,236	—
1990	604	4,781	665	11,895	7,740	17,990	43,675	0.3%
2000	572	5,311	786	12,286	8,431	18,976	46,362	0.6%
2005	582	5,583	838	12,418	8,622	19,336	47,379	0.4%
2007	586	5,634	861	12,523	8,636	19,449	47,689	0.3%
2009	600	5,699	882	12,605	8,708	19,562	48,056	0.4%
2010	611	5,779	891	12,541	8,763	19,618	48,203	0.3%
2015	640	6,087	936	12,706	9,016	19,876	49,261	0.4%
2020	678	6,339	978	12,872	9,287	20,112	50,266	0.4%
2025	714	6,534	1,015	13,031	9,554	20,300	51,148	0.3%
2030	735	6,684	1,050	13,190	9,822	20,415	51,896	0.3%

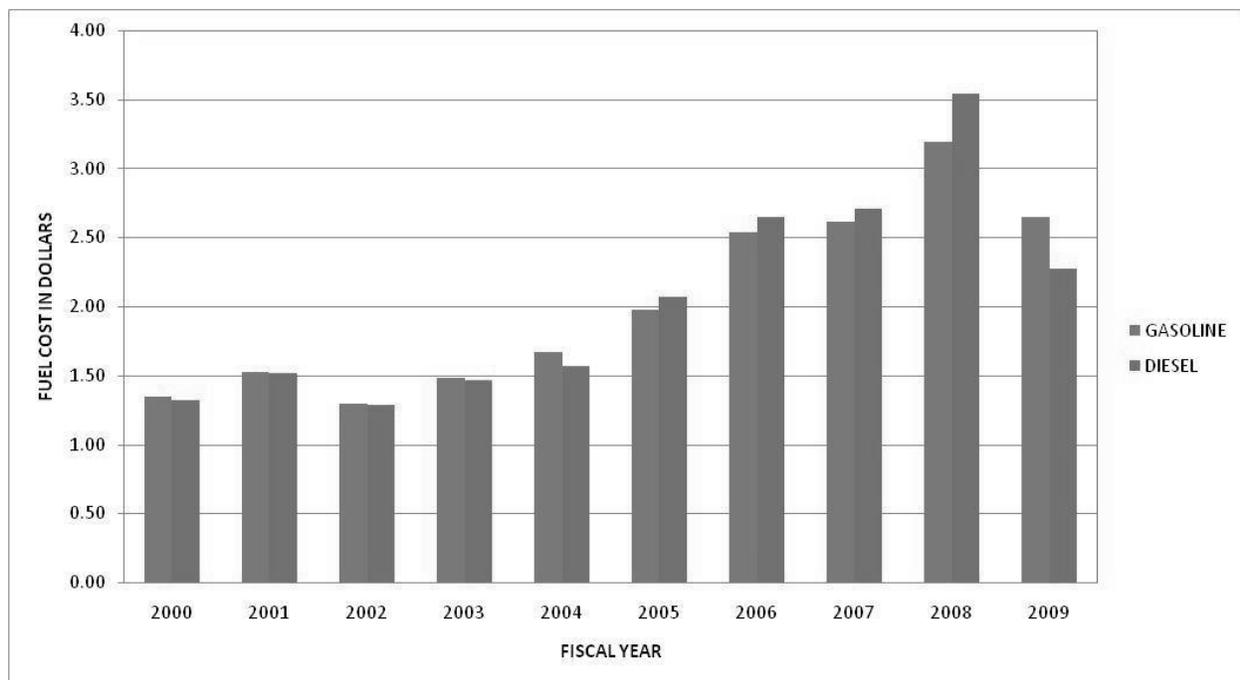
The values in Table 8 include the historic population values from the Census Bureau for years up to and including 2009. The forecasted growth for these regions is provided by the Census Bureau and as well as several state and MPO sources. As expected the relatively low level of annual growth reflects the extensive existing development of the regions served by the Delaware Turnpike. The compounded average growth rate of the corridor population from 1990 to 2009 is 0.5 percent per year, while the compounded growth rate for Delaware is approximately 1.5 percent. The approximate growth rate for the Turnpike transactions during this period is 1.2 percent. Going forward, the compound growth rate for population is approximately 0.4 percent annually for the 10-year period from 2010 to 2020, which is slightly less than the rate of the previous 19-year period.

Using this data, a general growth trend relating corridor population growth to transaction growth was established. Dividing the transaction growth rate (1.2 %) by the population growth rate (at 0.5 %) yields a factor of 2.4. Applying that factor to the expected population growth rate of 0.4 percent yields an expected transaction growth of approximately 1.0 percent annually. This expected growth rate provides a baseline value, prior to the influence of other exogenous factors such as the cost of fuel or the level of economic growth.

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Over the last several years, the cost of fuel and the recession has significantly impacted the travel characteristics not only in the Delaware Turnpike corridor, but across the nation. As shown in Figure 1, the cost of gasoline and diesel fuel has increased by approximately 135 percent and 166.5 respectively over the 9-year period from FY 2000-2008. Note that most of the increase has occurred from after FY 2004. The growth in the cost of fuel in FY 2005 reflects the impact of Hurricane Katrina, while the more recent increases through FY 2008 reflected strong demand on a worldwide basis particularly in developing nations. In FY 2009, the price of fuel declined as the impact of the recession slowed the demand for travel and reduced fuel consumption.

Figure 1
Recent Fuel Cost Trends



As for the existing roadway network, the local toll-free routes that are parallel to the Delaware Turnpike in the Newark area (SR 4, Old Baltimore Pike and US 40) have existed for many years, so the traffic patterns and toll impacts are well established and are an accomplished fact. The traffic regulations restricting thru trucks over nine tons from using SR 4 or Old Baltimore Pike (west of SR 896, in the vicinity of the Turnpike's Newark plaza) have been in place for 18 years and are well enforced.

Similarly, on a more regional basis, SR 896 south into US 301, and from there to the Chesapeake Bay Bridge, was (except for a 10-mile section north and west of Middletown, Delaware) upgraded to a four-lane, at-grade facility with good control of access; but, here again, this is an established route with established traffic patterns vis-a-vis the Delaware Turnpike. A recently completed project to improve US 301 from SR 299 in Middletown southward to Levels Road

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just to the east of the Maryland state line, but the remaining sections above and below this localized improvement remain as two-lane roadways providing some restriction on travel flow through Middletown.

It is important to disclose, however that DelDOT is currently planning to construct a toll road connector between I-95 and US 301 in Maryland, using a portion of the SR 1 Toll Road as part of the US 301 Connector routing. If the US 301 Connector Toll Road is constructed, the earliest completion is currently set for July 2015, which is the beginning of FY 2016. The toll rates anticipated to this toll road would be similar to the rates for traffic at the Newark Plaza, but traffic using the US 301 Connector to travel to locations south of Baltimore would have a lower overall toll cost since the toll rate for the JFK Expressway in Maryland and the tolled Baltimore Harbor crossings are higher than the tolls for US 301 routing which has tolls only at the Chesapeake Bay Bridge. Therefore the US 301 Connector Toll Road could be expected to divert some traffic from the Newark plaza. While the project is not yet a committed improvement and will require a bond financing to implement, preliminary estimates of this facility coupled with anticipated toll increases on toll facilities in Maryland would reduce revenue at the Newark Plaza by approximately 2.0 percent.

In addition to the US 301 Connector Toll Road, DelDOT will be making major improvements to I-95/Delaware Turnpike, including the reconfiguring of the I-95/SR 1 interchange at Christiana and the Christiana Mall (anticipated start date in 2011), and the conversion of the Newark toll plaza to include two high-speed *E-ZPass* lanes in each direction (by mid-2011). The recently completed widening between the SR 1 interchange and the I-95/I-295 junction will eventually include a system of collector-distribution roads as far south (west) as SR 273, that also service the Christiana Mall.

Elsewhere on I-95 and its “branches,” DelDOT has planned improvements to the US 202 (Concord Pike) interchange, north of Wilmington, scheduled to be completed by 2012; and improvements to I-295, planned to be completed by 2015.

Traffic and Revenue Forecast, FY 2011-2017

Using the growth rate trends described previously along with the impacts of the recession and current economic conditions, Systra Mobility developed the forecast of Turnpike traffic, toll revenue and concession revenue through FY 2017, as summarized in Table 9.

Table 9
I-95/Delaware Turnpike Traffic and Revenue Forecast, FY 2011-2017

Fiscal Year	Annual Transactions ^(A)		Toll Revenue ^(B)		Concession Revenue ^(C)		Total Revenue
	Volume (000)	Percent Change	Amount (000)	Avg. Per Vehicle	Amount (000)	Avg. per Vehicle	
2011	25,350		\$ 115,851	\$ 4.57	\$ 2,314	\$ 0.091	\$ 118,165
2012	25,530	0.7%	116,953	4.58	2,458	0.096	119,411
2013	25,775	1.0%	118,288	4.59	2,603	0.101	120,891
2014	26,022	1.0%	119,582	4.60	2,652	0.102	122,234
2015	26,272	1.0%	121,219	4.61	2,702	0.103	123,921
2016	26,524	1.0%	122,382	4.61	2,752	0.104	125,134
2017	26,779	1.0%	123,558	4.61	2,804	0.105	126,362

(A) - FY 2011 traffic includes impact on-going economic weakness with gradual recovery to trend growth by FY 2013

(B) - \$4.57 average toll calculated using the FY 2010 data which includes a significant reduction in truck transactions

(C) - Concession revenue includes ramp-up of Cabaire fees during FY2011-FY2013 period.

The toll revenue forecast is based on the continuation of the toll schedule implemented on October 1, 2007 throughout the forecast period. Note that the average toll rate per transaction (\$4.57) was derived from the full year of revenue and transaction values from FY 2010. The estimated transactions for FY 2011 reflect the continuing weakness in the economy that was exhibited in the trends from the final months of FY 2010. It is anticipated that transaction growth will rebound slightly in FY 2012 and will gradually increase to an annual growth rate of 1.0 percent by FY 2013 and will maintain that rate for remaining years of the forecast period.

The concession revenue forecast includes revenue to be received under the new concession that included the reconstruction of the existing service plaza. The plaza was recently opened to traffic on June 25 2010, just prior to the end of FY 2010. It should be noted that the concessionaire was responsible for bearing the full cost of constructing the new service plaza and therefore, DelDOT's anticipated revenue share may be slightly less than under the previous concession. Systra Mobility reviewed the pro forma concession revenue estimates and reduced the values to provide a more conservative estimate of potential revenue. The resulting estimate provided a revenue value of approximately 9.1 cents per transaction, which is less than rates for the FY 2006 - FY 2009 period listed previously in Table 3. For FY 2009, which is the last full year of operations at the service plaza, concession revenue was only approximately 2.0 percent of total revenue for the Delaware Turnpike.

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SR 1 TOLL ROAD

The SR 1 Corridor extends approximately 100 miles, nearly the full length of the state, from the I-95/Delaware Turnpike in New Castle County southward to the Maryland state line (at Fenwick Island in Sussex County) on the approach to Ocean City. The highway within the corridor has three distinct components:

- < The six-mile freeway section from the Delaware Turnpike to the junction with the US 13 at Tybouts;
- < The 41-mile toll road section from Tybouts to the junction with US 113 south of Dover Air Force Base; and
- < The approximately 50-mile at-grade divided arterial section (except for the freeway bypass of Milford) from Dover AFB to the Maryland line.

It is the middle segment that is the SR 1 Toll Road.

Transportation Infrastructure in Delaware's North-South Corridor

Until the openings of the freeway and toll road sections between the Turnpike and Dover, US 13 was essentially the only direct arterial route down the middle of the state (straight through the congested portions of Odessa, Smyrna and Dover), serving both inter-city traffic and local traffic within each community. There was no room to significantly increase its capacity, and levels of service were already intolerable, especially on summer weekends. The solution was a new expressway on separate right-of-way, with toll financing for the middle section. This section, the SR 1 Toll Road, is the highway "spine" of the north-south corridor. It consists of two lanes in each direction with room for expansion to three lanes in each direction.

The SR 1 Toll Road, from Tybouts to US 113 south of Dover AFB, was constructed in stages over a period of 10 years:

- < The first (southern) section opened to traffic was the 17 miles from US 13 north of Smyrna to US 113 south of Dover, in December 1993. This section, which provides a bypass of both Dover and Smyrna, contains one main-line toll plaza (the Dover plaza) and tolls on the northerly interchange ramps at Denney's Road (Dover-north) and Smyrna-south.
- < The next (northern) section that was opened, in December 1995, was the five miles from the existing freeway section at Tybouts, over the C&D Canal to a temporary tie-in to US 13 (at that time) south of the canal. No tolls were collected on this section of the SR 1 Toll Road while the temporary tie-in was still in operation.

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- < The two-mile extension from the temporary southern terminus south of Dover (north of Dover AFB) to south of Dover AFB was opened to traffic in January 1999. No additional tolls are collected in this section, because traffic on the extension funnels through the Dover plaza.
- < The northern section of the SR 1 Toll Road was extended another nine miles in November 1999, from just south of the Chesapeake and Delaware (C&D) Canal, bypassing Odessa and tying back into US 13 south of Odessa. This section has a main-line toll plaza (the Biddles plaza) two miles south of the canal and tolls on the southerly interchange ramps at SR 896 (Boyd's Corner). West of Odessa (on the bypass), an interchange is provided at SR 299, where the southerly ramps are currently toll-free. A toll-free outlet is provided just south of the canal (as was provided previously via the tie-in to US 13) at Road 412, allowing motorists to use the canal bridge without paying a toll; the Biddles plaza is located south of Road 412. (The Road 412 ramps are also known as the Scott Run ramps.)
- < The Puncheon Run Connector, a two-mile spur connecting SR 1 with US 13 south of Dover, was opened to traffic in December 2000. While there is no toll collection on the “spur” itself, the Connector has induced greater usage of the SR 1 “stem” through the Dover plaza.
- < The last section, the seven-mile gap between Smyrna-north and Odessa-south, was opened in May 2003, completing the 41-mile toll road.

The SR 1 Toll Road, as mentioned previously, provides the key link in Delaware’s north-south corridor, with some 15 interchanges serving local as well as thru travel between Tybouts and Dover. US 13 remains available for local traffic within and between the cities that are bypassed by SR 1. However, it is estimated that, since US 13 is the main arterial street through Dover, Smyrna, and Odessa, with its shopping malls and strip development, most of the traffic growth in the corridor has and will occur on SR 1.

The north-south corridor is also served, marginally, by three other routes that cross the C&D Canal: SR 9 to the east and SR 896-71/US 301 (via the Summit Bridge) to the west, as well as SR 213 in Maryland. None of these routes is a significant competitor to SR 1; in fact, SR 71 merges back into US 13 at Blackbird, midway between Odessa and Smyrna.

Toll Collection

The barrier/ramp setup on SR 1 includes a combination of two mainline plazas—Biddles near the north end and Dover near the south end; and three sets of ramp tolls in between the two mainline plazas—SR 896/Boyd's Corner (to/from south), Smyrna/south (to/from north), and Denney's Road/north Dover (to/from north). The current cash tolls (collected in each direction)

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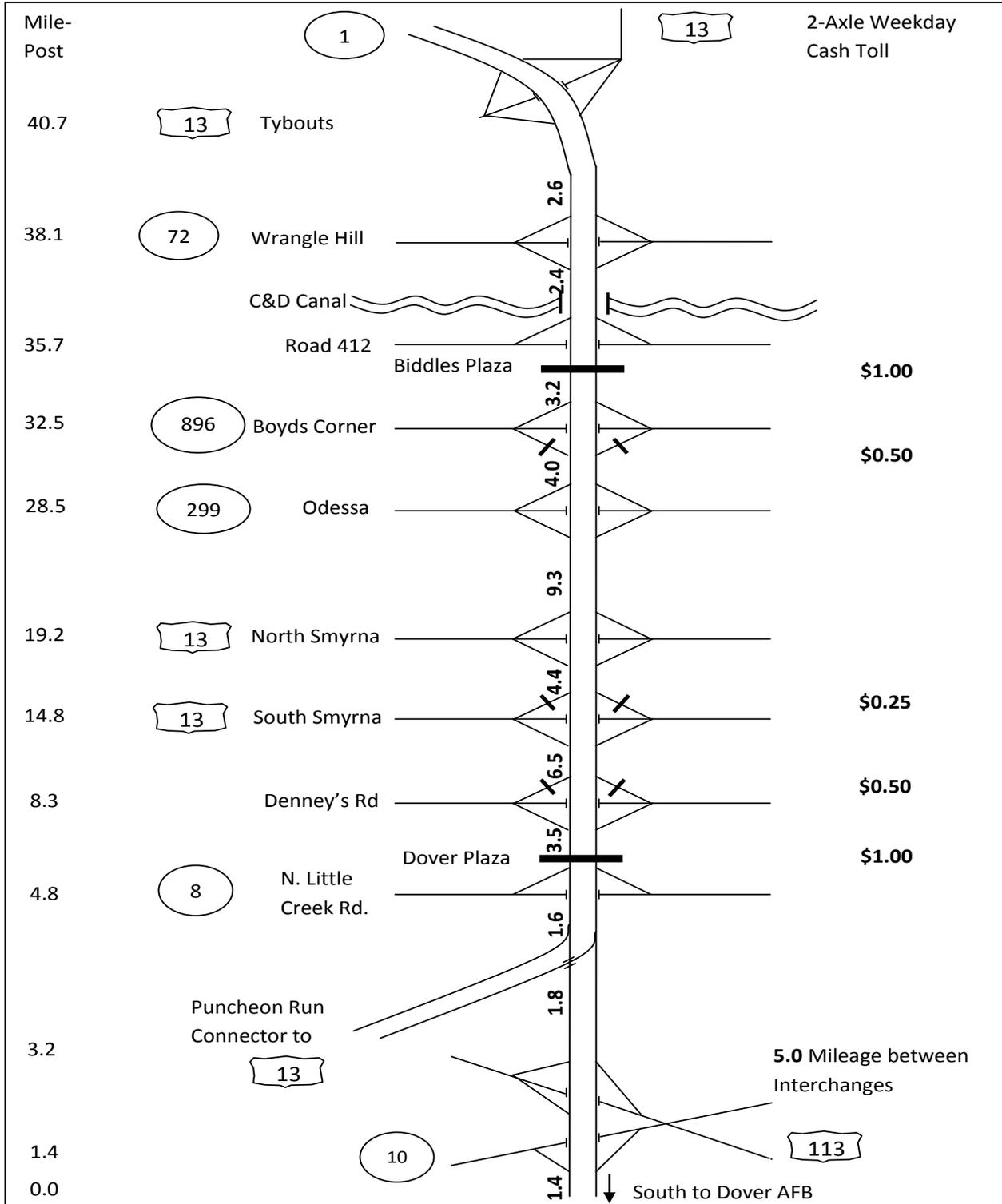
that were implemented on October 1, 2007 at these five toll locations are listed in Table 10. A schematic diagram of the SR 1 toll collection plan is displayed in Figure 2.

Table 10
SR 1 Cash Tolls

Vehicle Class	Mainline Plazas (Biddles & Dover)			Ramp Plazas			
	Prior Rates All Days	Current Rates		Boyds & Denneys		Smyrna	
		Weekday	Weekend	Prior	Current	Prior	Current
2-Axle	\$ 1.00	\$ 1.00	\$ 2.00	\$ 0.50	\$ 0.50	\$ 0.25	\$ 0.25
3-Axle	2.00	3.00	4.00	1.00	1.50	0.50	0.75
4-Axle	3.00	4.00	5.00	1.50	2.00	0.75	1.00
5-Axle	4.00	5.00	6.00	2.00	2.50	1.00	1.25
6-Axle	5.00	6.00	7.00	2.50	3.00	1.25	1.50
Permit	10.00	11.00	11.00				

With the implementation of *E-ZPass* on SR 1 in April 1999, DeIDOT established a system that allows for the per-mile tolling of *E-ZPass* users through transponder detection at all entry/exit points instead of only at the toll plaza/toll ramp location. Under the current toll plan, DeIDOT continues to offer a toll discount program that provides a 50 percent discount off the cash tolls for two-axle vehicles using *E-ZPass* on SR 1 for 30 or more trips during a 30-day period. A trip is defined in which a toll is charged against a customer's account, regardless of entry and exit. These adjustments are made through the toll calculation process at the Customer Service Center. The previous 15 percent discount that was offered for those motorists who make less than 30 trips in 30 days was discontinued as part of the October 2007 toll increase. The frequency-of-use provision only applies to non-commercial two-axle vehicles; vehicles of three or more axles are provided 25 percent discount without having to make a minimum number of trips. Under the previous toll plan the commercial *E-ZPass* discount had been 50 percent.

**Figure 2
SR 1 Toll Collection Plan**



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For the full-length 41-mile trip, the weekday two-axle toll rate for cash-payers is 4.9 cents per mile and for weekends, the cost is 9.8 cents per mile. The rate for some shorter trips is higher, depending on the entry-exit locations. For *E-ZPass* users, the full-length frequency-based two-axle rate is 2.4 cents per mile for weekday travel. The *E-ZPass* rates for trucks include a 25 percent discount. For a five-axle truck traveling the full length of the facility during a weekday and paying cash, the effective toll rate is 24.4 cents per mile. If the same trip used *E-ZPass*, the 25 percent commercial discount would reduce the toll to 18.3 cents per mile. As shown in Figure 2, motorists can use the SR 1 Toll Road between Tybouts and Road 412 (just south of the C&D Canal) without paying toll, due to the toll-free outlet (southbound exit and northbound entry ramps) at Road 412 and its connection back to US 13. One other toll-free outlet is provided at SR 299 west of Odessa, a leftover vestige from before the middle nine-mile gap between Odessa and Smyrna was completed. While both of these outlets allow for traffic diversions, the traffic and revenue record of SR 1 already accounts for these diversions; i.e., they are an accomplished fact.

Historical Growth of Traffic and Toll Revenue

With the opening of the SR 1 Toll Road in December 1993, the Authority now has a 17-year record of traffic and revenue growth. The transactions and revenue by fiscal year is summarized in Table 11 on the following page. The 166 percent increase in FY 1995 was the result of SR 1's partial year's operation in FY 1994. The double-digit growth in FY 1997 and FY 1998 can be attributed to ramp-up that continued in FY 1999. Then, in November 1999, the Canal-Odessa section (including the Biddles plaza) opened, followed by the Puncheon Run Connector in December 2000. Combined, these additions produced a 177 percent increase in traffic between FY 1999 and FY 2002 with the Biddles plaza doubling the number of main-line plazas, and the Puncheon Run Connector feeding additional traffic (to/from US 13/south) through the Dover plaza. For the six-year period from FY 2004-2010 following the completion of the final section of SR-1, average traffic growth has increased at a compounded rate of approximately 2.3 percent per year. This includes the significant downturn in FY 2008 resulting from increased fuel costs and the initial impacts of the current recession.

Also note that, while the average revenue per vehicle (i.e., the average toll) increased from \$0.953 to \$1.009 between FY 1994 and FY 2000 as longer trips on SR 1 increased along with the new roadway sections that were added, the average toll has tapered down to \$.849 in FY 2007 with the increase in *E-ZPass* usage and its associated discount. The average revenue per transaction in FY 2008 increased by approximately 33 percent to a rate of 1.128 in response to the October 2007 toll increase. The weekend surcharge implemented as part of the toll increase, coupled with the removal on the *E-ZPass* discount for non-frequent auto patrons and the reduction of the commercial discount from 50 percent to 25 percent, resulted in a significant increase in revenue for the final nine months within FY 2008. While the number of transactions declined growth by 3.5 in FY 2009 reflecting the general weakness in the economy, revenues grew as a result of having a full year of transactions with the increased toll rates implemented in October 2007. For the FY 2009-2010 period, transaction and revenue growth was significant

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and seasonal traffic that occurs primarily on the weekend periods (which are subject to the weekend surcharge) is most likely recovering from the reductions experienced when fuel prices escalated significantly in FY 2008.

Table 11
SR1 Traffic and Revenue, FY1994-2010

Fiscal Year	Annual Transactions ^(A)		Toll Revenue		
	Volume (000)	Percent Change	Amount (000)	Percent Change	Avg. per Vehicle
1994 ^(B)	2,451	—	\$2,335	—	\$ 0.953
1995	6,250	155.0%	6,400	174.1%	1.024
1996	7,517	20.3%	7,438	16.2%	0.989
1997	8,496	13.0%	8,412	13.1%	0.990
1998	9,279	9.2%	9,160	8.9%	0.987
1999	9,668	4.2%	9,689	5.8%	1.002
2000 ^(C)	16,444	70.1%	16,587	71.2%	1.009
2001 ^(D)	23,408	42.3%	22,704	36.9%	0.970
2002	26,742	14.2%	25,398	11.9%	0.950
2003 ^(E)	28,650	7.1%	26,666	5.0%	0.931
2004	32,269	12.6%	29,088	9.1%	0.901
2005	35,304	9.4%	30,656	5.4%	0.868
2006	37,347	5.8%	32,253	5.2%	0.864
2007	39,206	5.0%	33,295	3.2%	0.849
2008 ^(F)	37,548	-4.2%	42,361	27.2%	1.128
2009	36,220	-3.5%	45,889	8.3%	1.267
2010	37,082	2.4%	46,796	2.0%	1.262

(A) Main-line and ramp plazas combined.

(B) Smyrna-Dover Section (including Dover Plaza) opened December 1993.

(C) Canal-Odessa section (including Biddles Plaza) opened November 1999.

(D) Puncheon Run Connector opened December 2000.

(E) Odessa-Smyrna section opened May 2003

(F) Reflects the impact of October, 1 2007 toll increase

Also of significance is the comparison of SR 1 and US 13 traffic in Delaware's north-south corridor. The one place where continuous (permanent count station) counts have been available on US 13 is in the urban area of Dover (near Dover Downs), which forms a screenline with SR 1 at the Dover toll plaza. On this screenline, SR 1 traffic has increased from 14 percent of the screenline total in 1994 to 39 percent in 2008. Recognizing that a large volume of the US 13 traffic in Dover is comprised of purely local trips, the 39 percent share is substantial; and the percentage is expected to increase in the future due to capacity limitations on US 13.

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With the introduction of *E-ZPass* on SR 1 in April 1999, the *E-ZPass* market share increased from 19 percent in FY 2000 to 66 percent in FY 2010. Table 12 lists the cash versus *E-ZPass* results for FY 2008.

Table 12
SR 1 Cash vs. E-ZPass Results, FY 2010

Vehicle Group	Annual Transactions*		Toll Revenue*		Toll Per Vehicle
	Volume (000)	Percent of Total	Amount (000)	Percent of Total	
Cash	12,592	34.0%	\$ 16,432	35.1%	\$1.31
<i>E-ZPass</i>	24,490	66.0%	30,364	64.9%	\$1.24
Total	37,082	100.0%	46,796	100.0%	\$1.26

*Two-axle and multi-axle vehicles combined, and all main-line and ramp plazas combined

While Table 12 disaggregates the traffic and revenue results for FY 2010 by payment type (cash versus *E-ZPass*), Table 13 disaggregates the FY 2010 results by plaza — mainline versus ramps.

Table 13
SR 1 Transactions and Revenue by Plaza

Toll Plaza	Annual Transactions*		Toll Revenue*		Average Toll Per Vehicle
	Volume (000)	Percent of Total	Amount (000)	Percent of Total	
Main Line					
Dover	12,241	33.0%	\$18,341	39.2%	\$1.50
Biddles	17,010	45.9%	25,537	54.6%	\$1.50
Subtotal	29,251	78.9%	43,878	93.8%	\$1.50
Ramps					
Denneys	4,046	10.9%	1,649	3.5%	\$0.41
Smyrna	1,947	5.3%	366	0.8%	\$0.19
Boyds	1,838	5.0%	903	1.9%	\$0.49
Subtotal	7,831	21.1%	2,918	6.2%	\$0.37
Total	37,082	100.0%	46,796	100.0%	\$1.26

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The FY 2010 results indicate that the two main-line plazas handle, by far, most of the traffic (78.9 percent of the traffic, 93.8 percent of the revenue). The data also show that the Biddles plaza is the busier of the two main-line plazas, because a significant volume of Dover-Wilmington traffic uses the Denney's Road ramps at the southern end.

The monthly traffic variations, in aggregate, along SR 1 are listed in Table 14. Note that the monthly variation in traffic was obtained using data from the recently completed FY 2010. Note that tolls during this fiscal year were unchanged.

Table 14
SR 1 Monthly Traffic, FY 2010

Month	Monthly Transactions		Average Daily Traffic	
	Volume (000)	Percent of Total	Volume	Ratio to Avg. Month
July-09	3,965	10.7%	127,910	1.26
August	4,035	10.9%	130,169	1.28
September	3,358	9.1%	111,932	1.10
October	2,989	8.1%	96,424	0.95
November	2,787	7.5%	92,910	0.92
December	2,623	7.1%	84,617	0.83
January-10	2,437	6.6%	78,623	0.78
February	1,883	5.1%	67,240	0.66
March	2,847	7.7%	91,847	0.91
April	3,063	8.3%	102,078	1.01
May	3,501	9.4%	112,919	1.11
June	3,594	9.7%	119,786	1.18
Total	37,082	100.0%	101,371	1.00

The average daily toll transactions ranged from a low of 34 percent below the annual average in February to a high of 28 percent above the average in August, reflecting the peak of seasonal recreation travel on SR 1 in FY 2010. Note that the February transactions were exceptionally low during FY 2010 due to several snowstorms which disrupted travel through the mid-Atlantic states and was particularly severe in Delaware. April was the closest month to the annual average. The variability also takes into account the fact that US 13 is congested during the summer months, resulting in "spillover" to SR 1, but not so (except for commuting hours) during the remainder of the year.

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Impact of Current Recession

As discussed previously in this report, traffic has been declining over the last several years in response to both recent toll increases and the economic contraction. Using the monthly data provided for FY 2009 and 2010, a comparison was performed of transactions by vehicle type to determine if the current data provide an indication that the overall travel has stabilized or begun to recover. The comparison for SR 1 is provided in Table 15.

Table 15
SR 1, Transaction Changes for FY 2009-2010

Month	Type	Transactions		
		FY09	FY10	% Diff
Jul	Auto	3,495,911	3,710,968	6.2%
	Truck	261,004	254,160	-2.6%
	Total	3,756,915	3,965,128	5.5%
Aug	Auto	3,723,170	3,789,026	1.8%
	Truck	250,096	246,208	-1.6%
	Total	3,973,266	4,035,234	1.6%
Sep	Auto	2,834,985	3,121,819	10.1%
	Truck	232,974	236,129	1.4%
	Total	3,067,959	3,357,948	9.5%
Oct	Auto	2,730,963	2,776,286	1.7%
	Truck	233,924	212,848	-9.0%
	Total	2,964,887	2,989,134	0.8%
Nov	Auto	2,497,707	2,605,790	4.3%
	Truck	183,252	181,509	-1.0%
	Total	2,680,959	2,787,299	4.0%
Dec	Auto	2,522,025	2,448,012	-2.9%
	Truck	175,761	175,113	-0.4%
	Total	2,697,786	2,623,125	-2.8%
Jan	Auto	2,162,778	2,269,630	4.9%
	Truck	157,463	167,693	6.5%
	Total	2,320,241	2,437,323	5.0%
Feb	Auto	2,195,887	1,747,528	-20.4%
	Truck	160,874	135,187	-16.0%
	Total	2,356,761	1,882,715	-20.1%
Mar	Auto	2,489,086	2,648,129	6.4%
	Truck	193,071	199,128	3.1%
	Total	2,682,157	2,847,257	6.2%
Apr	Auto	2,754,848	2,846,914	3.3%
	Truck	213,086	215,424	1.1%
	Total	2,967,934	3,062,338	3.2%
May	Auto	3,089,889	3,266,208	5.7%
	Truck	230,960	234,279	1.4%
	Total	3,320,849	3,500,487	5.4%
Jun	Auto	3,193,736	3,359,399	5.2%
	Truck	236,951	234,173	-1.2%
	Total	3,430,687	3,593,572	4.7%

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As shown in the table, the year over year comparison of the monthly data indicates that traffic patterns on SR 1 are beginning to recover from the impacts of the recession. Auto transactions increased for each month except December and February when several major snow storms impacted travel. While truck transactions are showing varying increases and decreases by month, the overall trend in truck transactions appears to be stabilizing. This could be a result of increased trucking activity at the Walmart distribution center in Smyrna. This assumption is supported by the large increase in truck transactions at the Biddles Plaza and information indicating that the majority of recent growth in truck traffic from the distribution center is destined to stores north of Smyrna. However, the reduction of truck transactions at the Dover Plaza indicates that the weak economic conditions are still influencing the overall level of truck traffic.

Factors Affecting SR 1 Traffic Growth

Unlike the Delaware Turnpike, which carries (through the Newark toll plaza) mostly interstate traffic in the Northeast Corridor, SR 1 serves mostly Delaware traffic and those motorists bound for the Delaware-Maryland shore in the summer. Accordingly, it is the projected population of Delaware that will sustain the future levels of SR 1 traffic. Table 16 lists the historical and projected population of Delaware's three counties:

Table 16
Delaware Population Growth

Year	Population (000)				Average Annual Growth
	New Castle	Kent	Sussex	Total	
1980	398	98	98	594	—
1990	442	110	113	665	1.1%
2000	502	127	157	786	1.7%
2005	520	142	176	838	1.3%
2007	526	151	184	861	1.4%
2009	532	158	192	882	1.2%
2010	535	160	196	891	1.0%
2015	552	169	215	936	1.0%
2020	565	178	235	978	0.9%
2025	576	186	253	1015	0.7%
2030	587	192	271	1050	0.7%

Source: US Census and the Delaware Population Consortium Annual Projections, Oct 29, 2009. Version 2009.0

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Locally, from a network perspective, the principal toll-free routes that run parallel to SR 1 in the corridor — US 13, and several miles to the west, SR 896/71 over the canal's Summit Bridge — are an accomplished fact. While improvements are continually being made to the highway system, none are expected to have a significant impact on the established traffic patterns.

As with the Delaware Turnpike, the population forecast in Table 16 and observed growth rates in transactions since the completion of SR 1 were used as the basis for estimating future growth in transactions and revenue. These estimates are summarized in the following section of this report.

Traffic and Revenue Forecast, FY 2011-2017

On the basis of its historical performance, as well as the projected population growth trends in the corridor, and the increasing share of US 13/SR 1 corridor traffic expected to use SR 1, Systra Mobility developed the forecast of SR 1 traffic and revenue through 2017. As mentioned previously, the forecast is based on the continuation of the current toll schedule on SR 1 during the forecast period, which means that the tolls become less of an impediment (i.e., more affordable) to motorists and truckers over time (due to the inflationary trends associated with personal and business incomes). Table 17 summarizes the forecast:

Table 17
SR 1 Traffic and Revenue Forecast, FY 2011-2017

Fiscal Year	Annual Transactions (A)		Toll Revenue (B)	
	Volume (000)	Percent Change	Amount (000)	Avg. Per Vehicle
2011	37,267		\$ 46,957	\$ 1.260
2012	37,640	1.0%	47,332	1.258
2013	38,205	1.5%	47,947	1.255
2014	38,778	1.5%	48,569	1.253
2015	39,360	1.5%	49,200	1.250
2016	39,950	1.5%	49,938	1.250
2017	40,549	1.5%	50,686	1.250

(A) - FY 2011 traffic includes a lower level of continuing growth with gradual recovery by FY 2013.

(B) - The \$1.26 average toll was calculated using the FY 2010 data and the declining rate over the remaining years reflects increased share of E-Zpass usage and an increasing share of local traffic not subject to weekend surcharge.

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As with the Delaware Turnpike, traffic is expected to reflect the continuing weakness in the economy with a minimal increase on SR 1 for FY 2011. It is estimated that total transactions will be approximately 0.5 percent higher than FY 2010, with gradual increases in subsequent years as the economy continues to recover. Revenue was estimated using the average toll per transaction calculated using the values obtained from the recently completed FY 2010 data which resulting in a value of \$1.26 per transaction. This value was reduced slightly going forward to account for the increasing use of E-ZPass with the associated discounts and a larger share of local traffic from the recovering economic growth. It is anticipated that the local traffic is less likely to travel during the weekend period and would not be subject to the weekend surcharge at the mainline plazas. By the year 2017, *E-ZPass* usage is expected to be approximately 75 percent of all transactions on SR 1. Note that the transaction and revenue forecasts assume the use of the current toll plan for the entire forecast period.

COMBINED TOLL ROAD REVENUE FORECASTS

Finally, the revenue forecasts for the I-95/Delaware Turnpike and the SR 1 Toll Road were combined in this concluding section of the report.

Summary of Assumptions

Following is the list of assumptions upon which the revenue forecasts for the Delaware Turnpike and SR 1 Toll Road were based:

- < Continuation of the Delaware Turnpike and SR 1 toll schedules throughout the forecast period.
- < The new Turnpike Service Plaza will be constructed as planned with an opening date at or prior to May 1, 2010. It is assumed that the concession revenue per transaction will be similar to, but slightly less than the values observed for FY 2007 and FY 2008.
- < The US 13/St. Georges Bridge, which crosses the C&D canal adjacent to the SR 1 Bridge, will remain open during the forecast period, as will the SR 1 toll-free outlets at Road 412 and SR 299.
- < During the forecast period, no competing limited-access, toll-free facility will be constructed in the Delaware Turnpike or SR 1 corridors. If the US 301 Connector project is built and opened to traffic by 2016 (see page 12), it will be financed as a toll project.

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- < The Delaware Turnpike and SR 1 Toll Road will be effectively signed and maintained to encourage maximum usage.
- < Land development and travel patterns will generally follow the population forecasts discussed with respect to Tables 8 and 16.
- < Motor fuel will remain in adequate supply during the forecast period and no excessive increases in fuel taxes will be implemented at the state or federal level.
- < No radical change in travel modes, which would drastically curtail motor vehicle use, is expected during the forecast period.
- < In the long term, generally normal economic conditions consistent with the on-going recovery will prevail in Delaware and the United States, and there will not be an occurrence of a major depression, national emergency or prolonged fuel shortage.

As for the projections themselves, while they are stated year-by-year, they are intended to show the trends that may reasonably be anticipated on the basis of the above assumptions.

Combined Revenue Forecast, FY 2011-2017

The revenue forecasts for the Delaware Turnpike (from Table 9) and the SR 1 Toll Road (from Table 17) were then combined, as listed in Table 18.

Table 18
Combined I-95/Delaware Turnpike and SR 1 Revenue Forecast, FY 2011-2017

Fiscal Year	Delaware Turnpike			SR 1 Toll Revenue (000)	Combined Revenue (000)
	Toll Revenue (000)	Concession Revenue (000)	Total Revenue (000)		
2011	\$ 115,851	\$ 2,314	\$ 118,165	\$ 46,957	\$ 165,122
2012	116,953	2,458	119,411	47,332	166,743
2013	118,288	2,603	120,891	47,947	168,838
2014	119,582	2,652	122,234	48,569	170,803
2015	121,219	2,702	123,921	49,200	173,121
2016	122,382	2,752	125,134	49,938	175,072
2017	123,558	2,804	126,362	50,686	177,048

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In conclusion, it is our opinion that the revenue projections are reasonable and that they have been prepared in accordance with accepted practice for investment-grade studies. However, given the uncertainties within the current international and economic climate, Systra Mobility and DelDOT have agreed that:

- < The revenue forecast in Table 18 present the results of our consideration of the data available to us as of the date hereof and the application of our experience and professional judgment to that information. It is not a guarantee of future events or trends.
- < The traffic and revenue forecasts will be subject to future economic and demographic trends in Delaware and the Northeast Corridor that cannot be predicted with certainty.
- < The projections contained in this report, while presented with numerical specificity, are based on a number of estimates and assumptions that, though considered reasonable to us, are inherently subject to significant economic and competitive uncertainties and contingencies, many of which will be beyond our control. In many instances, a broad range of alternative assumptions could be considered reasonable. Changes in the assumptions used could result in material differences in projected outcomes.
- < If, for any reason, any of these conditions should change due to changes in the economy or competitive environment, or other factors, Systra Mobility's opinions or estimates may require amendment or further adjustments.

The report contains forward-looking statements, revenue projections, and statements of opinion based upon certain information. These forward-looking and opinions statements and projections include statements relating to preexisting conditions not caused or created by Systra Mobility and external conditions beyond our control. We believe that our expectations are reasonable and are based on reasonable assumptions. However, such forward-looking statements, projections and opinions, by their nature involve risks and uncertainties beyond our control. We caution that a variety of factors could cause the actual revenue associated with the Delaware Turnpike and SR 1 Toll Road to differ from that expressed or implied in this document. We assume no obligation with respect to the differences between this document and the actual performance of the two toll facilities. This document was prepared solely for the use of DelDOT that commissioned it and the Delaware Transportation Authority that will issue the 2010 A Bonds and 2010 B Bonds. It may only be relied upon by third parties at their own risk. Under no circumstance will Systra Mobility be liable to third parties for claims or damage arising out of this document unless expressly agreed between the third party and Systra Mobility's. Any unauthorized use of this document is at the user's sole risk.

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We acknowledge with thanks the cooperation of the DeIDOT staff during the course of this study.

Respectfully,

Systra Mobility, Inc.

A handwritten signature in grey ink, appearing to read 'D Schellinger', with a long, sweeping underline that extends to the right.

David Schellinger, PE
Vice President – Toll Feasibility Practice

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