

MAINE TURNPIKE AUTHORITY

2010 Annual Report





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The Maine Turnpike Authority Board of Directors respectfully submits this annual report on the highway's operation and maintenance to the Maine Legislature, the people of Maine, our customers and investors.

This report features the Authority's ongoing comprehensive capital improvements and other highlights from the past year. This work follows a long-range capital investment plan that has been developed to keep Maine's most critical transportation link operating efficiently and safely.

The Maine Turnpike is a major contributor to the state's economy as a carrier of visitors, goods and services. In 2010, 61.1 million vehicles logged nearly 1.23 billion miles on the Turnpike. That represents 9 percent of all vehicle miles traveled in Maine and generated not only toll revenues, but \$20 million in fuel tax revenues for non-Turnpike transportation projects. The Turnpike also is a major contributor to Maine employment. In 2010, Turnpike capital investments directly created or supported nearly 1,000 jobs in construction, engineering and ancillary professions.

During 2010, the Maine Turnpike Authority invested \$33.1 million in major capital improvements, including the rehabilitation of 10 bridges and the paving of 59.4 lane miles of highway. At the same time, the agency maintained a strong bond rating, and our customers benefited from one of the lowest per-mile toll rates in the nation.

In closing, I would like to thank the Governor, the Maine Legislature, my colleagues on the Turnpike Authority Board, community leaders, our employees, contractors and especially our customers, who helped us make 2010 a safe and successful year.

Sincerely,

A handwritten signature in black ink that reads "Gerard P. Conley, Sr." The signature is written in a cursive style with a large, stylized initial "G".

Gerard P. Conley, Sr., Chairman



Reconstruction of the Lisbon Street/Route 196 Bridge and Maine Central Railroad overpass in Lewiston.

Capital improvements and maintenance

The Maine Turnpike Authority's long-term capital plan provides for timely and critical repairs to protect the highway, its bridges and buildings. During 2010, the Authority undertook \$33.1 million in capital improvement and maintenance projects to keep the Maine Turnpike safe and efficient. Those investments included major bridge and paving work, safety upgrades to the Turnpike's guardrail system, upgrades to the Turnpike's traffic count stations, and construction of northern New England's first truck stop electrification facility at the West Gardiner Service Plaza.

BRIDGES

The Authority oversees the maintenance and repair of 176 bridges within the highway corridor. During 2010, the Authority bid for construction or continued work on projects begun in previous years regarding the following 10 bridges:

- Gorham Road Underpass over Exit 44 Southbound On-Ramp, Scarborough
- Gorham Road Underpass, Scarborough
- Auburn Street Underpass, Falmouth Spur
- Presumpscot River Bridge Overpass, Portland
- Sabattus River Overpass, Sabattus
- Eastern Trail Bridge (new), Kennebunk
- Washington Street Bridge Overpass, Auburn
- Lisbon Street/Route 196 and MCRR Overpass, Lewiston
- MCRR Overpass, Falmouth Spur
- Blackstrap Road Overpass, Falmouth Spur

PAVING

Studies show that proper and timely pavement maintenance can result in major cost savings and significantly extend the life of the highway. To that end, the Authority is committed to repaving all sections of the highway on average every 12 to 15 years. In 2010, the Authority paved 59.4 lane miles at the following locations:

Mile 2.2 - 7.0

Mile 44.0 - 51.2

Auburn Interchange/Exit 75 (four ramps) from Routes 202/100
to the mainline (1.75 miles)

Additionally, the Authority extended its paving contract on the southern end of the Turnpike to include two miles of highway owned by the Maine Department of Transportation (MaineDOT). MaineDOT reimbursed the Turnpike for the work, but was able to save considerably by including that section of highway in the Turnpike paving contract.



The Authority paved nearly 60 lane miles in 2010, including a two-mile MaineDOT-owned section at the southern end of the Turnpike.

GUARDRAIL

Maine Turnpike and contractor crews also upgraded median and outside-shoulder guardrail on several sections of highway:

Mile 2.2 - 6.8

Mile 13

Mile 45.8

Mile 62.6 - 85

Mile 100 - 109

TRUCK STOP ELECTRIFICATION

During the fall of 2010, the Maine Turnpike Authority completed construction of a 30-space truck stop electrification (TSE) facility at the West Gardiner Service Plaza. The project was funded by a \$1.2 million American Reinvestment and Recovery Act grant from the Environmental Protection Agency (EPA). It was also the first project in the region to be completed under the EPA's National Clean Diesel Initiative. The new facility features rental units that supply long-haul truckers internet access; three, 20-amp GFI outlets to power engine block heaters and cab accessories; and fresh, filtered air heated during cold weather and cooled during the summer months.



The Environmental Protection Agency recognized the Maine Turnpike Authority for its innovative Truck Stop Electrification program.



Maine Turnpike maintenance crews spent more than 28,000 hours clearing the highway of ice and snow in 2010.

By allowing truckers to turn off their engines during extended layovers, the TSE units will reduce fuel consumption, toxic emissions and noise pollution that occur when trucks idle. The units can save truckers more than \$3 an hour in fuel costs and engine wear-and-tear.

HIGHWAY MAINTENANCE

A consistent maintenance plan is critical to prevent large, more expensive repairs when infrastructure is otherwise neglected. The Turnpike Authority uses a 20-year planning schedule that prioritizes structural and pavement repair needs based on annual facility inspections. This long-range planning tool ensures the highway is maintained in top condition, protecting the investments made to Turnpike facilities. That translates into reliability, efficiency and safety for millions of customers who depend on the highway every year.

In 2010, Maine Turnpike maintenance crews logged a total of 215,601 hours maintaining the highway, including 28,588 hours clearing the roadway of snow and ice; 3,899 hours repairing bridges; 9,367 hours patching pavement; and 3,000 hours aiding stranded motorists during summer and winter safety patrols. In addition to vehicle maintenance performed by Turnpike mechanics, maintenance personnel perform critical day-to-day upkeep on their plow trucks that helps to extend the life of the Turnpike fleet.

Technology

With more than 61 million vehicles logging 1.23 billion travel miles on the highway annually, the Maine Turnpike Authority relies on technology to keep traffic moving safely and efficiently. Traffic count stations at each highway interchange monitor vehicle traffic. A roadway weather information system assists maintenance operations and monitors roadway conditions throughout Maine's cold-weather months. Variable message signs and an 11-transmitter highway advisory radio system provide customer

travel alerts on the highway. A closed circuit television system monitors the Turnpike at high-traffic locations and is on view at maineturnpike.com.

The Maine Turnpike Authority also continues work to upgrade its *E-ZPass* toll collection system and is planning for new open road tolling (ORT) facilities. ORT will enable the MTA to collect fares from *E-ZPass*-equipped vehicles traveling at highway speeds through the New Gloucester and York toll plazas.

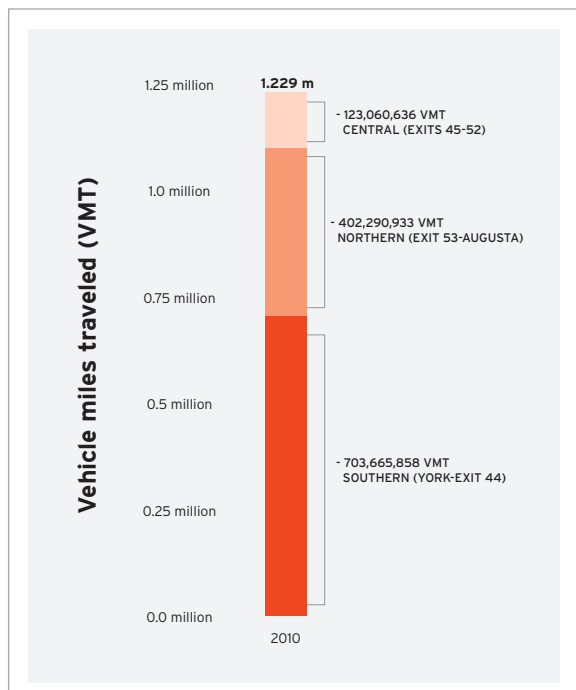
Traffic demand management

The Maine Turnpike Authority and MaineDOT co-fund several programs that help reduce traffic and support environmentally friendly services for Maine drivers. These programs include Park & Ride lots, as well as support for carpools, vanpools and transit through the GO MAINE commuter assistance program and the ZOOM Turnpike Express bus system.



The GO MAINE, ZOOM Turnpike Express and Park & Ride programs served thousands of commuters in 2010 and were co-funded by the Maine Turnpike Authority with MaineDOT.

GO MAINE saw significant growth during 2010. The program offers vanpools, carpool ride matching and information services to commuters throughout the state. GO MAINE added 890 individuals to the program for a total of 8,541 commuters, a net increase of 7 percent. The program logged 1,235 active carpools and 42 commuter vanpools for the year. The ZOOM Turnpike Express commuter bus, now in its 12th year of operation, carried a total of 35,659 passengers in 2010. That was a decline of 8 percent from 2009 ridership levels, indicating that the service has yet to recover from the recession's impact on regional employment and decreased gas prices.



The Turnpike's southern end accounted for nearly 60 percent of all vehicle miles traveled on the highway in 2010.

The Turnpike also operates 15 Park & Ride lots from York to West Gardiner with a total of 1,134 available spaces (four of the 15 lots are owned by MaineDOT). In 2010, the lots operated at 51 percent capacity - the second year of decline since an all-time high of 68 percent in 2008.

Public safety

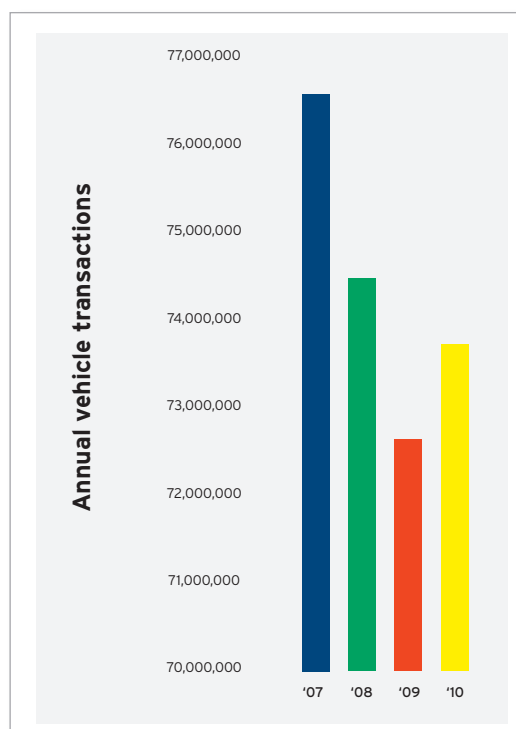
Safety of our customers is a primary concern for the Maine Turnpike Authority. To help protect public safety on the highway, the Authority funds Maine State Police Troop G, a special law enforcement unit that patrols the highway 24 hours a day, seven days a week.

In 2010, Troop G responded to 10,343 calls for service, a 10 percent increase over 2009. As the economy continued to rebound and traffic volumes rose on the highway, Troop G made a concentrated effort to enforce speed laws; apprehend aggressive drivers and those driving under the influence; enforce violations; apprehend drivers operating with suspended licenses; and conduct more thorough crash investigations. Troop G also staffed special safety details to educate drivers about Maine's "Move Over" law. The increased enforcement and driver education were effective: crashes decreased by 6 percent and operating after suspension violations fell by 22 percent.

Traffic, tolls and revenue

Traffic and revenue on the Maine Turnpike continued to rebound in 2010, marking the second straight year of modest gains since the recession's trough in 2008. In total, approximately 73.7 million transactions occurred on the highway between January 1 and December 31, 2010, an increase of 1.5 percent.

As in many other sectors of the economy, traffic gains were uneven throughout the year. After decreases in January (-4.39 percent) and February (-1.04), commercial transaction percentages surged in March (+6.54), April (+5.73), August (+5.06) and November (+6.49). There were more modest gains in May (+1.93), June (+1.92), September (+0.87) and December (+0.74), and the Maine Turnpike recorded a decrease in commercial transactions in July (-1.92) and October (-1.94). The overall gain for this travel category was +1.67 percent.



Annual vehicle transactions, which peaked in 2007, began to climb again in 2010.

Likewise, *E-ZPass* commuter account transactions fluctuated throughout the year with substantial gains during the first quarter (+3.17 percent), a drop in the second quarter (-2.17) and smaller decreases in the third (-1.22) and fourth quarters (-1.13). Total commuter transactions dropped by -0.37 percent in 2010.

In contrast, regular passenger travel on the Turnpike showed steady gains throughout the year: the first quarter was the slowest travel quarter (+0.01 percent), and travel continued to build throughout the second (+2.20), third (+2.28) and fourth quarters (+2.35). Passenger vehicle transactions rose by a total +1.83 percent for the year.

Toll revenues showed steady upward movement throughout 2010, with the largest increase occurring during the first quarter (+7.57 percent). That increase was counter to the decrease in transactions in January and February and was due, in part, to the toll increase that took effect in February 2009. Fare collection slowed in the second quarter, but remained positive (+0.45). There was measured upward momentum in the third (+0.53) and fourth quarters (+1.37). Total fares collected in 2010 were \$102.75 million, a 2.07 percent increase over 2009.



Rehabilitation of the Presumpscot River Bridge at Mile 52 is scheduled to be complete in fall 2011.

A MONTH-BY-MONTH ACCOUNTING OF THE MAINE TURNPIKE TOLLS AND TRANSACTIONS FOLLOWS:

The Maine Turnpike Authority
Toll Revenue & Transaction Comparison **2010**

Cash Basis Presentation

	Toll Revenue			
	2010	2009	%	Change
January				
Net Toll Revenue	6,425,150.95	5,131,289.76	25.22%	1,293,861.19
Volume Discount	(167,442.63)	(132,487.65)	26.38%	(34,954.98)
Commuter Revenue	1,148,069.23	1,117,704.91	2.72%	30,364.32
Net Fare Revenue	7,405,777.55	6,116,507.02	21.08%	1,289,270.53
February				
Net Toll Revenue	6,271,721.17	6,309,344.21	-0.60%	(37,623.04)
Volume Discount	(148,328.99)	(128,445.53)	15.48%	(19,883.46)
Commuter Revenue	134,583.10	173,042.80	-22.23%	(38,459.70)
Net Fare Revenue	6,257,975.28	6,353,941.48	-1.51%	(95,966.20)
March				
Net Toll Revenue	7,338,312.86	7,062,932.41	3.90%	275,380.45
Volume Discount	(160,912.68)	(145,496.89)	10.60%	(15,415.79)
Commuter Revenue	45,297.02	28,391.55	59.54%	16,905.47
Net Fare Revenue	7,222,697.20	6,945,827.07	3.99%	276,870.13
1ST QUARTER				
Net Toll Revenue	20,035,184.98	18,503,566.38	8.28%	1,531,618.60
Volume Discount	(476,684.30)	(406,430.07)	17.29%	(70,254.23)
Commuter Revenue	1,327,949.35	1,319,139.26	0.67%	8,810.09
Net Fare Revenue	20,886,450.03	19,416,275.57	7.57%	1,470,174.46
April				
Net Toll Revenue	7,728,729.13	7,589,368.74	1.84%	139,360.39
Volume Discount	(139,305.86)	(143,549.55)	-2.96%	4,243.69
Commuter Revenue	1,114,386.26	1,134,319.92	-1.76%	(19,933.66)
Net Fare Revenue	8,703,809.53	8,580,139.11	1.44%	123,670.42
May				
Net Toll Revenue	8,464,183.71	8,437,392.99	0.32%	26,790.72
Volume Discount	(151,304.29)	(154,244.47)	-1.91%	2,940.18
Commuter Revenue	123,353.30	131,291.00	-6.05%	(7,937.70)
Net Fare Revenue	8,436,232.72	8,414,439.52	0.26%	21,793.20
June				
Net Toll Revenue	8,885,951.43	8,937,442.87	-0.58%	(51,491.44)
Volume Discount	(164,056.98)	(185,694.66)	-11.65%	21,637.68
Commuter Revenue	34,696.28	34,960.70	-0.76%	(264.42)
Net Fare Revenue	8,756,590.73	8,786,708.91	-0.34%	(30,118.18)
2ND QUARTER				
Net Toll Revenue	25,078,864.27	24,964,204.60	0.46%	114,659.67
Volume Discount	(454,667.13)	(483,488.68)	-5.96%	28,821.55
Commuter Revenue	1,272,435.84	1,300,571.62	-2.16%	(28,135.78)
Net Fare Revenue	25,896,632.98	25,781,287.54	0.45%	115,345.44
YTD 6/30				
Net Toll Revenue	45,114,049.25	43,467,770.98	3.79%	1,646,278.27
Volume Discount	(931,351.43)	(889,918.75)	4.66%	(41,432.68)
Commuter Revenue	2,600,385.19	2,619,710.88	-0.74%	(19,325.69)
Net Fare Revenue	46,783,083.01	45,197,563.11	3.51%	1,585,519.90

	Transactions			
	2010	2009	%	Change
January				
Passenger	3,564,560	3,710,275	-3.93%	(145,715)
Commercial	506,109	529,342	-4.39%	(23,233)
Commuter	770,422	734,260	4.92%	36,162
Non Revenue	38,486	42,028	-8.43%	(3,542)
Total Transactions	4,879,577	5,015,905	-2.72%	(136,328)
February				
Passenger	3,532,659	3,509,839	0.65%	22,820
Commercial	480,194	485,251	-1.04%	(5,057)
Commuter	725,463	711,614	1.95%	13,849
Non Revenue	25,433	30,873	-17.62%	(5,440)
Total Transactions	4,763,749	4,737,577	0.55%	26,172
March				
Passenger	4,014,582	3,890,716	3.18%	123,866
Commercial	582,478	546,701	6.54%	35,777
Commuter	870,715	848,057	2.67%	22,658
Non Revenue	27,891	31,613	-11.77%	(3,722)
Total Transactions	5,495,666	5,317,087	3.36%	178,579
1ST QUARTER				
Passenger	11,111,801	11,110,830	0.01%	971
Commercial	1,568,781	1,561,294	0.48%	7,487
Commuter	2,366,600	2,293,931	3.17%	72,669
Non Revenue	91,810	104,514	-12.16%	(12,704)
Total Transactions	15,138,992	15,070,569	0.45%	68,423
April				
Passenger	4,202,417	4,123,387	1.92%	79,030
Commercial	620,995	587,320	5.73%	33,675
Commuter	808,025	827,353	-2.34%	(19,328)
Non Revenue	25,721	25,944	-0.86%	(223)
Total Transactions	5,657,158	5,564,004	1.67%	93,154
May				
Passenger	4,781,018	4,705,988	1.59%	75,030
Commercial	627,096	615,221	1.93%	11,875
Commuter	764,957	780,482	-1.99%	(15,525)
Non Revenue	24,654	25,336	-2.69%	(682)
Total Transactions	6,197,725	6,127,027	1.15%	70,698
June				
Passenger	5,065,783	4,916,952	3.03%	148,831
Commercial	653,571	641,236	1.92%	12,335
Commuter	802,496	820,397	-2.18%	(17,901)
Non Revenue	24,945	25,875	-3.59%	(930)
Total Transactions	6,546,795	6,404,460	2.22%	142,335
2ND QUARTER				
Passenger	14,049,218	13,746,327	2.20%	302,891
Commercial	1,901,662	1,843,777	3.14%	57,885
Commuter	2,375,478	2,428,232	-2.17%	(52,754)
Non Revenue	75,320	77,155	-2.38%	(1,835)
Total Transactions	18,401,678	18,095,491	1.69%	306,187
YTD 6/30				
Passenger	25,161,019	24,857,157	1.22%	303,862
Commercial	3,470,443	3,405,071	1.92%	65,372
Commuter	4,742,078	4,722,163	0.42%	19,915
Non Revenue	167,130	181,669	-8.00%	(14,539)
Total Transactions	33,540,670	33,166,060	1.13%	374,610

The Maine Turnpike Authority
Toll Revenue & Transaction Comparison 2010

Cash Basis Presentation

	Toll Revenue			
	2010	2009	%	Change
July				
Net Toll Revenue	10,844,943.61	10,876,238.75	-0.29%	(31,295.14)
Volume Discount	(157,022.30)	(180,482.03)	-13.00%	23,459.73
Commuter Revenue	1,107,039.30	1,130,012.88	-2.03%	(22,973.58)
Net Fare Revenue	11,794,960.61	11,825,769.60	-0.26%	(30,808.99)
August				
Net Toll Revenue	11,147,861.86	10,962,799.28	1.69%	185,062.58
Volume Discount	(159,058.27)	(201,021.21)	-20.87%	41,962.94
Commuter Revenue	141,972.05	124,361.65	14.16%	17,610.40
Net Fare Revenue	11,130,775.64	10,886,139.72	2.25%	244,635.92
September				
Net Toll Revenue	8,884,428.74	8,941,342.50	-0.64%	(56,913.76)
Volume Discount	(149,648.01)	(186,550.49)	-19.78%	36,902.48
Commuter Revenue	50,283.35	76,824.86	-34.55%	(26,541.51)
Net Fare Revenue	8,785,064.08	8,831,616.87	-0.53%	(46,552.79)
3RD QUARTER				
Net Toll Revenue	30,877,234.21	30,780,380.53	0.31%	96,853.68
Volume Discount	(465,728.58)	(568,053.73)	-18.01%	102,325.15
Commuter Revenue	1,299,294.70	1,331,199.39	-2.40%	(31,904.69)
Net Fare Revenue	31,710,800.33	31,543,526.19	0.53%	167,274.14
October				
Net Toll Revenue	8,644,799.77	8,570,463.16	0.87%	74,336.61
Volume Discount	(160,983.33)	(168,262.88)	-4.33%	7,279.55
Commuter Revenue	1,113,330.67	1,097,742.24	1.42%	15,588.43
Net Fare Revenue	9,597,147.11	9,499,942.52	1.02%	97,204.59
November				
Net Toll Revenue	7,542,908.04	7,398,155.85	1.96%	144,752.19
Volume Discount	(149,588.91)	(166,005.69)	-9.89%	16,416.78
Commuter Revenue	138,783.90	126,313.54	9.87%	12,470.36
Net Fare Revenue	7,532,103.03	7,358,463.70	2.36%	173,639.33
December				
Net Toll Revenue	7,263,909.38	7,230,238.02	0.47%	33,671.36
Volume Discount	(165,167.53)	(194,812.96)	-15.22%	29,645.43
Commuter Revenue	24,770.21	31,262.80	-20.77%	(6,492.59)
Net Fare Revenue	7,123,512.06	7,066,687.86	0.80%	56,824.20
4TH QUARTER				
Net Toll Revenue	23,451,617.19	23,198,857.03	1.09%	252,760.16
Volume Discount	(475,739.77)	(529,081.53)	-10.08%	53,341.76
Commuter Revenue	1,276,884.78	1,255,318.58	1.72%	21,566.20
Net Fare Revenue	24,252,762.20	23,925,094.08	1.37%	327,668.12
YTD 12/31				
Net Toll Revenue	99,442,900.65	97,447,008.54	2.05%	1,995,892.11
Volume Discount	(1,872,819.78)	(1,987,054.01)	-5.75%	114,234.23
Commuter Revenue	5,176,564.67	5,206,228.85	-0.57%	(29,664.18)
Net Fare Revenue	102,746,645.54	100,666,183.38	2.07%	2,080,462.16

	Transactions			
	2010	2009	%	Change
July				
Passenger	6,493,467	6,283,598	3.34%	209,869
Commercial	651,493	664,256	-1.92%	(12,763)
Commuter	733,423	767,476	-4.44%	(34,053)
Non Revenue	25,037	25,669	-2.46%	(632)
Total Transactions	7,903,420	7,740,999	2.10%	162,421
August				
Passenger	6,747,833	6,589,801	2.40%	158,032
Commercial	664,755	632,754	5.06%	32,001
Commuter	739,665	728,234	1.57%	11,431
Non Revenue	25,565	25,180	1.53%	385
Total Transactions	8,177,818	7,975,969	2.53%	201,849
September				
Passenger	5,117,118	5,075,658	0.82%	41,460
Commercial	625,828	620,413	0.87%	5,415
Commuter	789,984	795,226	-0.66%	(5,242)
Non Revenue	23,338	25,070	-6.91%	(1,732)
Total Transactions	6,556,268	6,516,367	0.61%	39,901
3RD QUARTER				
Passenger	18,358,418	17,949,057	2.28%	409,361
Commercial	1,942,076	1,917,423	1.29%	24,653
Commuter	2,263,072	2,290,936	-1.22%	(27,864)
Non Revenue	73,940	75,919	-2.61%	(1,979)
Total Transactions	22,637,506	22,233,335	1.82%	404,171
October				
Passenger	4,981,612	4,823,056	3.29%	158,556
Commercial	607,142	619,152	-1.94%	(12,010)
Commuter	794,497	824,407	-3.63%	(29,910)
Non Revenue	23,901	24,747	-3.42%	(846)
Total Transactions	6,407,152	6,291,362	1.84%	115,790
November				
Passenger	4,296,504	4,175,753	2.89%	120,751
Commercial	577,923	542,715	6.49%	35,208
Commuter	753,898	734,293	2.67%	19,605
Non Revenue	24,080	23,874	0.86%	206
Total Transactions	5,652,405	5,476,635	3.21%	175,770
December				
Passenger	4,096,982	4,069,534	0.67%	27,448
Commercial	559,168	555,063	0.74%	4,105
Commuter	784,439	800,677	-2.03%	(16,238)
Non Revenue	34,359	33,685	2.00%	674
Total Transactions	5,474,948	5,458,959	0.29%	15,989
4TH QUARTER				
Passenger	13,375,098	13,068,343	2.35%	306,755
Commercial	1,744,233	1,716,930	1.59%	27,303
Commuter	2,332,834	2,359,377	-1.13%	(26,543)
Non Revenue	82,340	82,306	0.04%	34
Total Transactions	17,534,505	17,226,956	1.79%	307,549
YTD 12/31				
Passenger	56,894,535	55,874,557	1.83%	1,019,978
Commercial	7,156,752	7,039,424	1.67%	117,328
Commuter	9,337,984	9,372,476	-0.37%	(34,492)
Non Revenue	323,410	339,894	-4.85%	(16,484)
Total Transactions	73,712,681	72,626,351	1.50%	1,086,330

THE MAINE TURNPIKE AUTHORITY

Financial Statements

For the Year Ended December 31, 2010 and 2009

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Independent Auditor's Report

To the Governing Board of the
Maine Turnpike Authority:

We have audited the accompanying financial statements of the Maine Turnpike Authority, as of and for the years ended December 31, 2010 and 2009, as listed in the table of contents. These financial statements are the responsibility of the Maine Turnpike Authority's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes 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.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Maine Turnpike Authority as of December 31, 2010 and 2009, and the changes in its financial position and cash flows thereof for the years then ended in conformity with accounting principles generally accepted in the United States of America.

In accordance with *Government Auditing Standards*, we have also issued our report dated April 14, 2011 on our consideration of the Maine Turnpike Authority's internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 3-8, the schedule of funding progress for the retiree healthcare plan on page 28 and the trend data on infrastructure condition on page 28 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management regarding the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements of the Maine Turnpike Authority. The Calculation of the Composite Debt Service Ratio on page 29, as defined by the bond resolutions and related documents is not a required part of the financial statements. The Calculation of the Composite Debt Service Ratio is the responsibility of management and was derived from and relate directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.



April 14, 2011
South Portland, Maine

THE MAINE TURNPIKE AUTHORITY

Management's Discussion and Analysis

December 31, 2010

The management of the Maine Turnpike Authority (the Authority) offers this narrative overview and analysis of the Authority's financial activities for the years ended December 31, 2010 and 2009. This discussion and analysis is designed to assist the reader in focusing on the significant financial issues and activities and to identify any significant changes in financial position. The information presented here should be read in conjunction with the Authority's basic financial statements.

Financial Highlights

Operating income for the Maine Turnpike Authority was \$39,001,156 and \$38,623,565 for calendar years 2010 and 2009, respectively. The increase in operating income is mostly due to the increase in Net Fare Revenue. The increase in Net Fare Revenue can be attributed to an overall increase in traffic and the toll rate adjustment enacted on February 1, 2009. The Authority had the benefit of one additional month (January) of increased toll rates in 2010 compared to 2009. The increase in Concession Rental can be attributed to the increase in overall traffic volumes. The increase in Operating Expenses is mostly attributed to an increase in Preservation expenses, primarily due to an increase in the number of paving and bridge repair projects.

Net income produced an increase in net assets of \$19,065,338 and \$18,042,174 for fiscal years 2010 and 2009, respectively. The term "net assets" refers to the difference between assets and liabilities. At the close of calendar year 2010, the Authority had net assets of \$123,085,325, an increase of 18% over calendar year 2009. At the close of calendar year 2009, the Authority had net assets of \$104,019,987. The Authority's overall financial position has improved as shown by the increase in net assets.

Overview of the Basic Financial Statements

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

Basic Financial Statements

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

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

Management Discussion and Analysis, *continued*

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

Notes to the Financial Statements

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

Other Information

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

Financial Analysis

Maine Turnpike Authority's Net Assets

	December 31,	
	2010	2009
Assets		
Current Assets	\$ 54,044,647	\$ 60,640,306
Capital Assets, Net of Accumulated Depreciation	450,840,000	432,884,482
Non-Current Restricted Assets	39,710,550	34,261,339
Other Assets	24,746,748	27,135,225
Total Assets	\$ 569,341,945	\$ 554,921,352
Liabilities and Net Assets		
Current Liabilities	46,279,633	36,534,599
Bonds Payable, Net of Unamortized Premium and Unamortized Refunding Losses	398,391,658	413,117,026
Other Non-current Liabilities	1,585,329	1,249,740
Total Liabilities	\$ 446,256,620	\$ 450,901,365
Net Assets:		
Invested in Capital Assets, Net of Related Debt	93,251,180	79,489,251
Restricted	21,902,650	16,633,116
Unrestricted	7,931,495	7,897,620
Total Net Assets	\$ 123,085,325	\$ 104,019,987
Total Liabilities and Net Assets	\$ 569,341,945	\$ 554,921,352

Management Discussion and Analysis, *continued*

As noted earlier, net assets serve as an indicator of the Authority's overall financial position. In the case of the Authority, assets exceeded liabilities by \$123,085,325 at the close of the most recent calendar year. This represents an increase of \$19,065,338 (18%) over the previous year. This increase was primarily due to operating results.

The largest portion of the Authority's net assets reflects its investment in capital assets (e.g., right-of-way, roads, bridges, toll equipment, etc) less any related outstanding debt used to acquire those assets. The Authority uses these capital assets to provide service and consequently, these assets are not available for liquidating liabilities or for other spending. The investment in Capital Assets, Net of Related Debt was \$93,251,180 and \$79,489,251 for the years ending December 31, 2010 and 2009, respectively. The increase is primarily due to major bridge rehabilitations currently under construction.

Restricted net assets are reserved for projects defined in the bond resolutions and applicable bond issue official statements. The Authority's restricted net assets were \$21,902,650 and \$16,633,116 for the years ending December 31, 2010 and 2009, respectively. The increase can be attributed to required deposits made to the debt service fund in 2010. The remaining unrestricted net assets serve as working capital and may be used to meet the Authority's capital and ongoing operational needs.

The Maine Turnpike Authority's Changes in Net Assets

	For the Years Ended December 31,	
	2010	2009
Revenues:		
Net Fare Revenue	\$ 102,768,062	\$ 100,451,393
Concession Rental	3,898,772	3,790,768
Investment Income (Loss)	(142,133)	(48,253)
Miscellaneous	1,242,829	1,491,235
Total Revenues	107,767,530	105,685,143
Expenses:		
Operations	24,047,747	25,526,248
Maintenance	27,060,038	27,213,962
Administrative	2,721,038	2,725,635
Depreciation	5,235,185	4,933,842
Preservation	9,709,036	6,150,108
Interest Expense	20,170,436	20,347,984
Other	(241,288)	745,190
Total Expenses	88,702,192	87,642,969
Change in Net Assets	19,065,338	18,042,174
Net Assets, Beginning of Year, as Restated	104,019,987	85,977,813
Net Assets, End of Year	\$ 123,085,325	\$ 104,019,987

Management Discussion and Analysis, *continued*

The Authority's net fare revenues, which represent approximately 95% of all operating revenues, increased \$2,316,669 (2%) in 2010. The increase can be attributed to a 1.5% increase in traffic and to the toll adjustment enacted in February 2009. The Authority had the benefit of one additional month (January) of increased toll rates in 2010 compared to 2009. Concession Rental income increased \$108,004 (3%) in 2010. This increase can be attributed to the increase in overall traffic volume on the turnpike and to increased patronage of the West Gardiner Service Plaza, which opened in November 2008.

Operations, Maintenance and Administrative expenses decreased \$1,637,022 (-3%) in 2010. This reduction is attributed to the decrease in Fare Collection salaries due to increased EZ-Pass usage, reduced cost of state police operations and lower energy costs. Preservation expenses increased by \$3,558,928 (58%) in 2010, due to an increase in paving and bridge repair projects as well as the timing and scope of various projects.

Capital Assets and Debt Administration

Capital Assets

The Authority's investment in capital assets as of December 31, 2010 amounted to \$506,302,631 of gross asset value with accumulated depreciation of \$55,462,631, leaving a net book value of \$450,840,000. Capital assets include right-of-way, roads, bridges, buildings, equipment and vehicles. Please see Note 3 of the financial statements for a schedule of changes in the Authority's capital assets.

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

Major capital asset events of 2010 included the completion of the West Gardiner Truck Stop Electrification Project and the completion of Phase 1 of the Traffic Count Station upgrades. In addition, construction of the Lambert Street, Lisbon Street, Presumpscot River, and Sabattus River bridges are well in progress with an estimated completion of spring 2011. Finally, construction on the Washington Avenue bridge has begun with an expected completion date of spring 2012.

Modified Approach for Infrastructure Assets

The Maine Turnpike Authority has elected to use the modified approach to infrastructure reporting under GASB 34. This means that, in lieu of reporting depreciation on infrastructure, the Authority reports the costs associated with maintaining the existing asset in good condition as preservation expense. Infrastructure assets include: roads, bridges, interchanges, tunnels, right of way, drainage, guard rails, and lighting systems associated with the road. Pursuant to its bond covenants, the Authority maintains a reserve maintenance fund for these preservation expenses. For fiscal 2010, \$9,709,036 was spent for preservation compared to an estimated cost of \$9,670,100.

The roadways are rated on a 10-point scale, with 10 meaning that every aspect of the roadway is in new and perfect condition. The Authority's system as a whole is given an overall rating, indicating the average condition of all roadways operated by the Authority. The assessment of condition is made by visual inspection designed to reveal any condition that would reduce highway-user benefits below the maximum level of service. The Authority's policy is to maintain the roadway condition at rating of 8 (generally good condition) or better. The results of the 2010 inspection states that the Maine Turnpike has been maintained in generally good condition and presents a favorable appearance, which is essentially the same assessment the Authority received in 2009.

Management Discussion and Analysis, *continued*

Long-term Debt

The Authority has outstanding bonds payable of \$395,447,705 and \$16,358,953 for revenue and subordinated bonds, respectively (both net of unamortized bond discounts and premiums and deferred loss on refunding). Please see Note 5 of the financial statements for the annual principal payment requirements on revenue and subordinated bonds as of December 31, 2010.

The Authority has a cap, set by the Legislature, on the amount of revenue bonds that can be outstanding at any given time. In 2007 this cap was increased to \$486,000,000. As of December 31, 2010, outstanding revenue bonds were \$383,055,000, leaving \$102,945,000 available under the cap.

The Authority's current bond ratings are as follows:

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

Fitch and Standard & Poor's (S&P) reviewed and affirmed the Authority's ratings in 2010. Fitch gave the Authority a stable outlook, while S&P issued a positive outlook.

Debt Service Reserve Fund

The general bond resolution requires the Authority to fund the Debt Service Reserve Requirement with cash and investments or with a surety policy or letter of credit. In order to satisfy this requirement, the Authority acquired surety policies issued by Financial Guaranty Insurance Company (FGIC), Financial Security Assurance, Inc (FSA), MBIA Insurance Company and AMBAC Assurance Corporation. The surety policies cover various series and terminate on various dates in the future. Please see Note 6 of the financial statements for a schedule summarizing the surety policies purchased.

Each of the providers of the Debt Service Reserve Fund surety policies was rated Aaa by Moody's and AAA by Standard & Poor's (S&P) at the time of issuance of its respective policy. However, each of MBIA, FGIC and Ambac have been downgraded significantly as a result of their exposure to the sub-prime mortgage risk and do not maintain ratings by Moody's and S&P at least equal to the ratings on the outstanding revenue bonds. Accordingly, each of the policies from MBIA, FGIC and Ambac, while still in effect, no longer qualify under the general bond resolution to meet the Debt Service Reserve Fund requirement.

Currently, the Debt Service Reserve requirement is approximately \$16,500,000, which is fifty percent of maximum annual debt service (MADS). Of this amount, approximately \$4,100,000 is satisfied by the surety policies issued by FSA. In response to the downgrades of MBIA, FGIC and Ambac, the Authority deposited the remaining balance into the Debt Service Reserve Fund in 2008 and 2009.

Requests for Information

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

BALANCE SHEETS

ASSETS	December 31,	
	2010	2009
Current Assets:		
Cash and Equivalents	\$ 5,658,404	\$ 5,040,559
Restricted Cash and Equivalents to meet current restricted liabilities	41,595,681	49,589,499
Accounts Receivable and Accrued Interest Receivable	3,649,948	3,352,821
Inventory	2,012,254	1,688,617
Other Current Assets	1,128,360	968,810
Total Current Assets	54,044,647	60,640,306
Non-Current Assets:		
Restricted Assets		
Cash and Equivalents	39,709,222	34,235,579
Accounts Receivable and Accrued Interest Receivable	1,328	25,760
Total Restricted Assets	39,710,550	34,261,339
Bond Issuance Cost - Net	8,011,748	8,605,225
Other Non-current Assets	16,735,000	18,530,000
Capital Assets not being Depreciated:		
Land and Infrastructure	359,406,771	359,269,498
Construction in Progress	28,169,067	8,333,431
Capital Assets net of Accumulated Depreciation:		
Property and Equipment	63,264,162	65,281,553
Total Capital Assets - Net of Accumulated Depreciation	450,840,000	432,884,482
Total Non-Current Assets	515,297,298	494,281,046
TOTAL ASSETS	\$ 569,341,945	\$ 554,921,352

BALANCE SHEETS, *continued*

LIABILITIES AND NET ASSETS	December 31,	
	2010	2009
Current Liabilities Payable from Unrestricted Assets:		
Accounts, Contracts and Retainage Payable	\$ 2,240,438	\$ 2,255,484
Accrued Salary, Vacation and Sick Leave Payable	3,278,755	3,191,767
Unearned Toll Revenue	5,424,697	5,049,209
Total Current Liabilities Payable from Unrestricted Assets	10,943,890	10,496,460
Current Liabilities Payable from Restricted Assets:		
Accounts, Contracts and Retainage Payable	11,317,335	6,421,222
Accrued Salary, Vacation and Sick Leave Payable	276,487	258,587
Bond Interest Payable	9,945,769	10,134,130
Current Portion of Revenue Bonds and Subordinated Debt Payable	13,415,000	8,855,000
Other Current Liabilities	381,152	369,200
Total Current Liabilities Payable from Restricted Assets	35,335,743	26,038,139
Total Current Liabilities	46,279,633	36,534,599
Non-current Liabilities:		
Long-term Revenue Bonds and Subordinated Debt Payable	398,391,658	413,117,026
Other Non-current Liabilities	1,585,329	1,249,740
Total Non-current Liabilities	399,976,987	414,366,766
Total Liabilities	446,256,620	450,901,365
Net Assets:		
Invested in Capital Assets - Net of Related Debt	93,251,180	79,489,251
Restricted	21,902,650	16,633,116
Unrestricted	7,931,495	7,897,620
Total Net Assets	123,085,325	104,019,987
Total Liabilities and Net Assets	\$ 569,341,945	\$ 554,921,352

See accompanying notes to financial statements.

STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET ASSETS

	For the Years Ended December 31,	
	2010	2009
REVENUES		
Operating Revenue:		
Net Fare Revenue	\$ 102,768,062	\$ 100,451,393
Concession Rentals	3,898,772	3,790,768
Miscellaneous	1,242,829	1,491,235
Total Operating Revenues	107,909,663	105,733,396
Interest Income (loss)		
Revenue Fund	(25,040)	(26,287)
Reserve Maintenance Fund	(11,756)	(4,252)
Improvement Account	(5,932)	(901)
Interchange Account	(4,536)	(112)
Maine Department of Transportation Account	(1,907)	(448)
Total Interest Income (loss)	(49,171)	(32,000)
Total Revenues	107,860,492	105,701,396
EXPENSES		
Operating Expenses:		
Operations	24,047,747	25,526,248
Maintenance	27,060,038	27,213,962
Administration	2,721,038	2,725,635
Depreciation	5,235,185	4,933,842
Preservation	9,709,036	6,150,108
Other Expenses - Capital General Expenses	86,292	528,036
Total Operating Expenses	68,859,336	67,077,831
Operating Income	39,001,156	38,623,565
Non-Operating Revenue/(Expenses):		
Federal Grant Revenue	1,209,100	-
Investment Income (loss)	(92,962)	(16,253)
Gain on Sale of Capital Assets	106,052	29,326
Interest Expense	(20,170,436)	(20,347,984)
Bond Issuance Cost Amortization	(502,940)	(495,246)
Bond Premium/Discount Amortization	1,696,435	1,584,833
Deferred Loss on Refunding Amortization	(386,067)	(386,067)
MDOT Prepaid Transfer Amortization	(1,795,000)	(950,000)
Total Non-Operating Revenue/(Expenses)	(19,935,818)	(20,581,391)
Change in Net Assets	19,065,338	18,042,174
Net Assets at beginning of year	104,019,987	85,990,025
Restatement for Concession Rental Adjustment	-	(12,212)
Net Assets at beginning of year, as restated	104,019,987	85,977,813
Net Assets at end of year	\$ 123,085,325	\$ 104,019,987

See accompanying notes to financial statements.

STATEMENTS OF CASH FLOWS

	For the Years Ended December 31,	
	2010	2009
Operating Activities:		
Cash Received from Tolls/Customers	\$ 130,808,472	\$ 128,379,793
Cash Payments to Suppliers	(59,634,190)	(63,342,808)
Cash Payments to Employees	(22,688,326)	(23,338,755)
Net Cash Provided by Operating Activities	48,485,956	41,698,230
Capital and Related Financing Activities:		
Acquisition and Construction of Capital Assets	(22,341,132)	(13,601,503)
Proceeds from Issuance of Revenue Bonds	-	51,385,440
Proceeds from Federal ARRA Grant	1,209,100	-
Payments for Bond Expenses	-	(468,744)
Interest Paid on Revenue Bonds	(19,596,598)	(18,709,904)
Payment of Principal on Revenue Bonds	(7,060,000)	(8,855,000)
Interest Paid on Subordinated Debt Bonds	(671,663)	(762,399)
Payment of Principal on Special Obligation Bonds	(1,795,000)	(950,000)
Net Cash Provided by/(Used) in Capital and Financing Activities	(50,255,293)	8,037,890
Investing Activities:		
Proceeds from Sales and Maturities of Investments	-	20,000
Interest Received	(132,993)	(35,943)
Net Cash Used in Investing Activities	(132,993)	(15,943)
Net Increase/(Decrease) in Cash and Equivalents	(1,902,330)	49,720,177
Cash and Equivalents at Beginning of Year	88,865,637	39,145,460
Cash and Equivalents at End of Year	86,963,307	88,865,637
Cash and Equivalents - Unrestricted	5,658,404	5,040,559
Restricted Cash and Equivalents - Current	41,595,681	49,589,499
Restricted Cash and Equivalents - Non-Current	39,709,222	34,235,579
\$ 86,963,307	\$ 88,865,637	

STATEMENTS OF CASH FLOWS, *continued*

	<u>For the Years Ended December 31,</u>	
	<u>2010</u>	<u>2009</u>
Reconciliation of Operating Income to Net Cash Provided by Operating Activities:		
Income from Operations	\$ 39,001,156	\$ 38,623,565
Adjustments to Reconcile Operating Income to Net Cash provided by Operating Activities:		
Depreciation	5,235,185	4,933,842
Interest Loss included in Operating Revenue	49,171	32,000
Other - Capital General Expenses	86,292	528,036
Changes in Assets and Liabilities:		
Accounts Receivable	(275,157)	(256,668)
Prepaid Accounts	(159,550)	(196,613)
Inventory	(323,636)	(578,382)
Accounts, Contracts and Retainage Payable	4,392,119	(2,369,608)
Unearned Toll Revenue	375,488	720,673
Accrued Salary, Vacation and Sick Leave Payable	104,888	261,385
Net Cash Provided by Operating Activities	<u>\$ 48,485,956</u>	<u>\$ 41,698,230</u>

See accompanying notes to financial statements.

THE MAINE TURNPIKE AUTHORITY

Notes to Financial Statements For the Year Ended December 31, 2010

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

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

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

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

Basis of Accounting – The Authority prepares its financial statements on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America for proprietary funds, which are similar to those for private business enterprises. Accordingly, revenues are recorded when earned and expenses are recorded when incurred. In accordance with Government Accounting Standards Board (GASB) Statement No. 20, the Authority follows the pronouncements of the Financial Accounting Standards Board (FASB) issued before November 30, 1989 except where those pronouncements conflict with GASB pronouncements. The Authority has the option but has elected not to follow subsequent private-sector guidance. Proprietary funds distinguish operating revenues and expenses from non-operating activity. Operating revenues arise from providing goods or services to outside parties for a fee. The intent of the governing body is that the operating costs, including administration and depreciation, of providing goods or services to the general public on a continuing basis be financed or recovered primarily through user charges. Revenues and expenses that are not derived directly from operations are reported as non-operating revenues and expenses.

Operating Revenues and Expenses – The Authority's operating revenues and expenses consist of revenues earned and expenses incurred relating to the operation and maintenance of its System.

Interest Income on Operating Accounts – Interest income generated from on-going operations is included in operating revenue, in accordance with the requirements outlined in GASB 34.

Cash and Equivalents – For purposes of the statements of cash flow, demand deposit accounts with commercial banks, and cash invested in commercial money market funds are considered cash equivalents.

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

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

Inventory – Inventory, consists of both EZ Pass transponders and salt. The EZ Pass transponders will be sold to customers and is valued using the FIFO method. Salt, to be used in operations, is carried at the lower of cost or market and is valued using a weighted average method.

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

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

Costs to acquire additional capital assets, and to replace existing assets or otherwise prolong their useful lives, are capitalized for toll equipment, buildings, toll facilities, other related costs and furniture and equipment. The Authority has elected to use the modified approach to infrastructure reporting under GASB 34. This means that, in lieu of reporting depreciation on infrastructure, the Authority reports as preservation expense the costs associated with maintaining the existing road in good condition. Infrastructure assets include roads, bridges, interchanges, tunnels, right of way, drainage, guardrails, and lighting systems associated with the road.

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

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

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

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

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

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

Prepaid Expenses – Expenses that benefit more than one reporting period are charged to Prepaid Expenses and expensed over its service period. Examples include insurance premiums, software site licenses and service contracts.

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

Accrued Salaries Payable – Accrued salaries payable includes salary and wage expense incurred at the end of the period but not paid until the following period, which amounted to \$419,445 and \$346,307 for the years ended December 31, 2010 and 2009, respectively, and are included on the balance sheet under Accrued Salary, Vacation and Sick Leave Payable.

Unearned Toll Revenue – The Authority offers a prepaid balance program which allows patrons to carry a balance on their account for future toll expenses. This balance is reduced by each trip through the tolls and can be increased by the patron at any time. Additionally, a Commuter Plan is offered to patrons who travel regularly between the same two exits. Commuters pay a set fee, in advance, that covers a three month period. Revenue is earned over this three month period on a prorated basis. Commuter quarters start in February, May, August and November.

Bond Premium, Discount and Issuance Costs – Bond premiums and discounts associated with the issuance of bonds are amortized using the effective interest rate method over the life of the bonds. Bond issuance costs are amortized using the straight-line method over the life of the bonds.

Refunded Bonds – The Authority defeased certain bonds in 2004, 2005 and 2008 by placing cash received from the advanced refunding into an irrevocable escrow account to provide for all future debt service payments on the defeased bonds. Accordingly, the trust account assets and the liability for the defeased bonds are not included in the Authority's balance sheets.

Deferred Amount on Refunding Revenue Bonds – The difference between the reacquisition price and the net carrying amount of refunded bonds is amortized on a straight-line basis over the life of the refunded bonds or the life of the refunding bonds, whichever is shorter.

Reclassifications – Certain amounts in the 2009 financial statements have been reclassified to conform to the 2010 classifications.

Note 2 – Deposits and Investments

Deposits

Custodial Credit Risk-Authority Deposits: For deposits, custodial credit risk is the risk that in the event of a bank failure, the Authority’s deposits may not be returned to it. As of December 31, 2010, the Authority reported deposits of \$415,952 with a bank balance of \$365,550. The entire balance of \$365,550 was covered by the F.D.I.C. (\$309,375) or by additional insurance purchased on behalf of the Authority by the respective banking institutions (\$56,175). As of December 31, 2009, the Authority reported deposits of \$552,084 with a bank balance of \$896,685. The entire balance of \$896,685 was covered by the F.D.I.C. (\$350,388) or by additional insurance purchased on behalf of the Authority by the respective banking institutions (\$546,297).

Investments

At December 31, 2010, the Authority had the following investments and maturities:

	<u>Fair Value</u>	<u>Less Than 1 Year</u>	<u>1-5 Years</u>	<u>More Than 5 Years</u>
U.S. Government Securities	\$ 5,238,818	\$ 5,238,818	\$ -	\$ -
Federated Treasury Obligation Fund (1)	81,308,537		Not Applicable	
Total Investments	\$ 86,547,355	\$ 5,238,818	\$ -	\$ -

At December 31, 2009, the Authority had the following investments and maturities:

	<u>Fair Value</u>	<u>Less Than 1 Year</u>	<u>1-5 Years</u>	<u>More Than 5 Years</u>
U.S. Government Securities	\$ 4,178,038	\$ 4,178,038	\$ -	\$ -
Money Market Fund (1)	\$ 222,434		Not Applicable	
Federated Treasury Obligation Fund (1)	83,913,081		Not Applicable	
Total Investments	\$ 88,313,553	\$ 4,178,038	\$ -	\$ -

(1) Mutual funds and money market funds are not considered securities that exist in physical or book entry form and therefore are exempt from the custodial credit risk disclosure noted above.

Deposits and investments are as follows:

	<u>2010</u>	<u>2009</u>
Deposits	\$ 415,952	\$ 552,084
Investment	86,547,355	88,313,553
Total Deposits and Investments	\$ 86,963,307	\$ 88,865,637

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

	<u>2010</u>	<u>2009</u>
Cash and Equivalents	\$ 5,658,404	\$ 5,040,559
Current Restricted Cash and Equivalents	41,595,681	49,589,499
Noncurrent Restricted Cash and Equivalents	39,709,222	34,235,579
Total Deposits and Investments	\$ 86,963,307	\$ 88,865,637

Note 2 – Deposits and Investments, *continued*

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

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

Credit Risk: Maine statutes authorize the Authority to invest in obligations of the U.S. Treasury and U.S. agencies and repurchase agreements. The Authority does not have a formal policy related to credit rate risk.

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

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

Note 3 – Capital Assets

A Summary of changes to capital assets for the year ended December 31, 2010 is as follows:

	Balance 12/31/2009	Additions	Transfers	Disposals	Balance 12/31/2010
Capitalized Assets Not Being Depreciated (cost)					
Land	\$ 32,928,339	138,673	(1,400)	-	\$ 33,065,612
Infrastructure	326,341,159	-	-	-	326,341,159
Construction in Progress	8,333,431	20,845,131	(1,009,495)	-	28,169,067
Total Capital Assets Not Being Depreciated	367,602,929	20,983,804	(1,010,895)	-	387,575,838
Capitalized Assets Being Depreciated (cost)					
Land Improvements (exhaustible)	8,864,847	-	-	-	8,864,847
Buildings	64,627,643	-	(734,842)	-	63,892,801
Improvements	470,437	-	-	-	470,437
Machinery and Equipment	42,449,011	2,211,350	1,745,737	907,390	45,498,708
Total Capital Assets Being Depreciated	116,411,938	2,211,350	1,010,895	907,390	118,726,793
Less Accumulated Depreciation for:					
Land Improvements (exhaustible)	(5,553,604)	(412,243)	-	-	(5,965,847)
Buildings	(13,413,311)	(2,060,368)	-	-	(15,473,679)
Improvements	(470,437)	-	-	-	(470,437)
Machinery and Equipment	(31,693,033)	(2,762,574)	-	(902,939)	(33,552,668)
Total Accumulated Depreciation	(51,130,385)	(5,235,185)	-	(902,939)	(55,462,631)
Total Capital Assets Being Depreciated, net	65,281,553	(3,023,835)	1,010,895	4,451	63,264,162
Total Capital Assets	\$ 432,884,482	17,959,969	-	4,451	\$ 450,840,000

Note 4 – Net Assets

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

	Years Ended December 31,	
	2010	2009
Capital Assets	\$ 506,302,631	\$ 484,014,867
Unspent Bond Proceeds	25,466,180	36,719,769
Accumulated Depreciation	(55,462,631)	(51,130,385)
Bonds Payable	(383,055,000)	(390,115,000)
Total Invested In Capital Assets Net of Related Debt	\$ 93,251,180	\$ 79,489,251

Note 5 – Long-term Debt

Revenue Bonds Payable

The Authority issues revenue bonds from time to time for the purpose of financing capital improvements and new projects. As of December 31, 2010, the Authority had the following outstanding bonds:

- \$126,000,000 of Series 2000 Revenue Bonds, issued in March 2000, to finance modernization, widening, and interchange construction and reconstruction.
- \$51,000,000 of Series 2003 Revenue Bonds, issued in May 2003, to retire the 2002 Commercial Paper Subordinated Notes and to finance various turnpike projects.
- \$115,050,000 of Series 2004 Revenue Bonds, issued in October 2004, to pay a portion of the costs of various turnpike projects and to advance refund a portion of the principal amount of the Series 1994, 1997 and 2000 bonds.
- \$76,715,000 of Series 2005 Revenue Bonds, issued in April 2005, to advance refund a portion of the principal amount of the Series 2000 bonds.
- \$50,000,000 of Series 2007 Revenue Bonds, issued in September 2007, to pay a portion of the costs of various turnpike projects.
- \$45,885,000 of Series 2008 Refunding Revenue Bonds, issued in May 2008, to advance refund principal amounts of the Series 1998 Refunding Bonds, which was called in July 2008.
- \$50,000,000 of Series 2009 Revenue Bonds, issued in February 2009, to pay a portion of the costs of various turnpike projects.

On November 18, 2010 the Board of Directors authorized the Maine Turnpike Authority to proceed with the negotiations regarding the Series 2011 Revenue Bonds for the amount of \$55,000,000, expected to be issued in the third quarter of 2011, to pay a portion of the costs of various turnpike projects.

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

Issue	Amount Issued	Maturity Date	Interest Rate	Balance 12/31/2010
Series 2000	126,000,000	7/1/2007 - 2012	5.00-5.30 %	\$ 4,035,000
Series 2003	51,000,000	7/1/2011 - 2033	3.50-5.25 %	51,000,000
Series 2004	115,050,000	7/1/2005 - 2030	3.00-5.25 %	107,670,000
Series 2005	76,715,000	7/1/2006 - 2030	3.00-5.125 %	76,155,000
Series 2007	50,000,000	7/1/2013 - 2037	3.75-5.25 %	50,000,000
Series 2008	45,885,000	7/1/2010 - 2018	3.00-5.00 %	44,195,000
Series 2009	50,000,000	7/1/2014 - 2038	3.00-6.00 %	50,000,000
Total Revenue Bonds Payable				\$ 383,055,000

Note 5 – Long-term Debt, *continued*

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

	<u>Principal</u>	<u>Interest</u>	<u>Total debt service</u>
2011	\$ 11,570,000	\$ 19,273,725	\$ 30,843,725
2012	11,955,000	18,803,238	30,758,238
2013	13,575,000	18,237,809	31,812,809
2014	15,425,000	17,581,859	33,006,859
2015	16,155,000	16,841,996	32,996,996
2016-2020	79,275,000	72,132,654	151,407,654
2021-2025	79,205,000	53,328,950	132,533,950
2026-2030	101,420,000	31,204,694	132,624,694
2031-2035	37,700,000	10,610,363	48,310,363
2036-2037	16,775,000	1,763,888	18,538,888
Totals	\$ 383,055,000	\$ 259,779,176	\$ 642,834,176

A summary of changes in revenue bonds is as follows:

	<u>12/31/09</u>	<u>Additions</u>	<u>Reductions</u>	<u>12/31/10</u>
Series 1997	\$ 2,010,000	\$ -	\$ (2,010,000)	\$ -
Series 2000	7,115,000	-	(3,080,000)	4,035,000
Series 2003	51,000,000	-	-	51,000,000
Series 2004	107,830,000	-	(160,000)	107,670,000
Series 2005	76,275,000	-	(120,000)	76,155,000
Series 2007	50,000,000	-	-	50,000,000
Series 2008	45,885,000	-	(1,690,000)	44,195,000
Series 2009	50,000,000	-	-	50,000,000
Totals	\$ 390,115,000	\$ -	\$ (7,060,000)	\$ 383,055,000

Note 5 – Long-term Debt, *continued*

Special Obligation Bonds Payable

- \$19,480,000 of Series 2008 Special Obligation Refunding Bonds, issued in May 2008, to refund all of the Authority’s outstanding Series 1998 Special Obligation Bonds. The Special Obligation Refunding Bonds are subordinate to the outstanding Revenue Bonds and were originally issued in 1996.

<u>Issue</u>	<u>Amount Issued</u>	<u>Maturity Date</u>	<u>Interest Rate</u>	<u>Balance 12/31/2010</u>
Series 2008	\$ 19,480,000	7/1/2009 - 2018	3.00-4.00 %	\$ 16,735,000
Total Special Obligation Bonds Payable				\$ 16,735,000

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

	<u>Principal</u>	<u>Interest</u>	<u>Total Debt Service</u>
2011	\$ 1,845,000	\$ 617,813	\$ 2,462,813
2012	1,900,000	562,463	2,462,463
2013	1,985,000	478,400	2,463,400
2014	2,045,000	413,888	2,458,888
2015	2,120,000	342,313	2,462,313
2016-2018	6,840,000	548,713	7,388,713
Totals	\$ 16,735,000	\$ 2,963,590	\$ 19,698,590

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

	<u>12/31/09</u>	<u>Additions</u>	<u>Reductions</u>	<u>12/31/10</u>
Series 2008	\$ 18,530,000	\$ -	\$ (1,795,000)	\$ 16,735,000
Totals	\$ 18,530,000	\$ -	\$ (1,795,000)	\$ 16,735,000

Note 5 – Long-term Debt, *continued*

Revenue and Special Obligation long-term liability for the year ended December 31, 2010, was as follows:

	12/31/2009	Additions	Reductions	12/31/2010	Due within one year
Revenue Bonds	\$ 390,115,000	\$ -	\$ (7,060,000)	\$ 383,055,000	\$ 11,570,000
Special Obligation Bonds	18,530,000	-	(1,795,000)	16,735,000	1,845,000
Subtotal	408,645,000	-	(8,855,000)	399,790,000	13,415,000
Adjustment for Unamortized Balances:					
Premium / Discounts	17,554,137	-	(1,696,435)	15,857,702	-
Deferred Loss on Refunding	(4,227,111)	-	386,067	(3,841,044)	-
Total	\$ 421,972,026	\$ -	\$ (10,165,368)	\$ 411,806,658	\$ 13,415,000

Note 6 – Debt Service Reserve Fund

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

Debt Service Reserve Fund Surety Policy Provider	Series Availability	Termination Date	Maximum Amount
MBIA	1994 and 1997	July 1, 2018	\$ 5,263,254
FGIC	2000	July 1, 2012	4,871,788
Ambac	2003	July 1, 2033	1,893,884
FSA	2004	July 1, 2030	1,781,929
MBIA	All Turnpike Revenue Bonds Issued Prior to 2004	July 1, 2018	12,029,000
Ambac	All Turnpike Revenue Bonds	July 1, 2030	4,871,359
FSA	All Turnpike Revenue Bonds	July 1, 2018	2,308,902

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

Note 6 – Debt Service Reserve Fund, *continued*

Accordingly, each of the policies from MBIA, FGIC and Ambac, while still in effect, no longer qualify under the general bond resolution to meet the Debt Service Reserve Fund requirement.

Currently, the Debt Service Reserve requirement is \$16,500,000, which is one half of maximum annual debt service (MADS). Of this amount, \$4,100,000 is satisfied by the surety policies issued by FSA. In response to the downgrades of MBIA, FGIC and Ambac, the Authority deposited the remaining balance into the Debt Service Reserve Fund in 2008 and 2009. With the combination of the FSA sureties and the 2008 and 2009 deposits into the debt service reserve fund, the Authority is in compliance with its bond resolution requirement of funding one half of MADS.

Note 7 – Maine Public Employees Retirement System (MainePERS) – Consolidated Retirement Pension Plan

Plan Description – The Authority participates in the Maine Public Employees Retirement System, a multiple-employer defined benefits pension plan, which covers substantially all employees. The MainePERS provides retirement, disability and death benefits to plan participants and beneficiaries. Employees are eligible for normal retirement upon attaining age sixty and early retirement after completing twenty-five or more years of service.

Funding Policy – Plan participants are required to contribute 6.5% of their annual compensation and the Authority is required to contribute at an actuarially determined rate. The current rate is 4% of employee earned compensation.

The Maine Turnpike Authority's contributions to MainePERS were approximately \$1,160,575, \$1,087,032 and \$1,173,649 for the years ended December 31, 2010, 2009 and 2008, respectively.

Note 8 – Other Post Employment Benefits (OPEB)

The Governmental Accounting Standards Board (GASB) Statement Number 45, *Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions*, was implemented, as required, by the MTA on January 1, 2008. Under this pronouncement, it requires that the long-term cost of retirement health care and obligations for other postemployment benefits be determined on an actuarial basis and reported similar to pension plans.

Plan Descriptions. In addition to providing pension benefits, the Authority provides health care benefits for certain retired employees. Eligibility to receive health care benefits follows the same requirements as MainePERS. Eligible retirees receive 100% paid health benefit coverage, Anthem POS plan until age 65 or Medicare Advantage plan at the age of 65. The Authority paid approximately \$949,000 of insurance contributions for approximately 200 retirees for the year end December 31, 2010. Benefit provisions are established and amended through negotiations between the Authority and the respective unions.

In December 2010, the Authority entered into a contract with an external consultant to assist in the determination and valuation of the Authority's OPEB liability under GASB Statement Number 45 for 2010 and 2011. The OPEB liability actuarial valuation was completed by the consultant in February 2011.

Note 8 – Other Post Employment Benefits, *continued*

Funding Policy and Annual OPEB Cost. GASB Statement Number 45 does not mandate the prefunding of post employment benefit liabilities. The Authority currently plans to only partially fund (on a pay-as-you-go) the annual required contribution (ARC), an actuarially determined rate in accordance with the parameters of GASB Statement Number 45. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal cost each year and amortize any unfunded actuarial liabilities over a period not to exceed thirty years.

The following table represents the OPEB costs for the year, the amount contributed and changes in the OPEB plan:

	<u>Years Ended December 31,</u>	
	<u>2010</u>	<u>2009</u>
Normal Cost	\$ 1,532,000	\$ 1,604,000
UAAL amortization	2,022,000	1,507,000
Annual Required Contribution/OPEB Cost	3,554,000	3,111,000
Contributions Made (Pay-As-You-Go)	(949,000)	(809,000)
Increase in Net OPEB Obligation	2,605,000	2,302,000
Net OPEB Obligation - Beginning of Year	4,366,000	2,064,000
Net OPEB Obligation - End of Year	<u>\$ 6,971,000</u>	<u>\$ 4,366,000</u>

The Authority’s annual OPEB cost, the percentage of annual OPEB cost contributed to the plan, and the net OPEB obligation was as follows:

	<u>Years Ended December 31,</u>	
	<u>2010</u>	<u>2009</u>
Annual Required Contribution (ARC)	\$ 3,554,000	\$ 3,111,000
Actual Contributions (Pay-As-You-Go)	949,000	809,000
Percentage Contributed	26.7%	26.0%
Actuarial Accrued Liability	\$ 48,563,000	\$ 39,815,000
Plan Assets	-	-
Unfunded Actuarial Accrued Liability	48,563,000	39,815,000
Covered payroll	\$ 19,699,000	\$ 19,064,000
Unfunded actuarial accrued liability as a percentage of covered payroll	246.5%	208.8%

Actuarial valuations involve estimates of the value of reported amounts and assumptions about the probability of events in the future. Amounts determined regarding the funded status of the plan and the annual required contributions of the employer are subject to continual revision as actual results are compared to past expectations and new estimates are made about the future. The required schedule of funding progress presented as required supplementary information provides multiyear trend information that shows whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liability for benefits.

Note 8 – Other Post Employment Benefits, *continued*

Actuarial Methods and Assumptions. Projections of benefits are based on the substantive plan (the plan as understood by the employer and plan members) and include the types of benefits in force at the valuation date and the pattern of sharing benefit costs between the Authority and plan members at that point. Actuarial calculations reflect a long-term perspective and employ methods and assumptions that are designed to reduce short-term volatility in actuarial accrued liabilities and the actuarial value of plan assets. Significant methods and assumptions were as follows:

	<u>2010</u>	<u>2009</u>
Actuarial valuation date	1/1/11	1/1/09
Actuarial cost method	Entry age normal	Entry age normal
Amortization method	Level percent of payroll	Level percent of payroll
Remaining amortization period	30 years	30 years
Actuarial assumptions:		
Investment rate of return	4.5%	4.5%
Projected salary increases	3.3%	3.3%
Healthcare inflation rate	4.5% - 9.5%	4.5% - 8.7%

Note 9 – Commitments and Contingencies

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

Commitments on outstanding construction projects for improvements and maintenance totaled approximately \$12,610,437 and \$9,958,000 as of 12/31/2010 and 12/31/2009, respectively.

Note 10 – Restatement of Net Assets

During 2010, the Authority’s fuel concessionaire, CN Brown, determined that they had overstated the amount of rent they had paid in 2007 and 2008 and requested a refund. The Authority agreed to this assessment and charged the amount off as a prior period adjustment. Net assets as of December 31, 2008 have been restated as follows:

Net assets, December 31, 2008, as previously reported	\$ 85,990,025
Prior period adjustment - Concession revenue adjustment due to miscalculated commission on Sulfur Diesel product sold.	(12,212)
Net assets, December 31, 2008, as restated	\$ 85,977,813

Note 11 – Risk Management

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

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

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

	<u>2010</u>	<u>2009</u>
Unpaid Claims as of January 1	\$ 1,582,004	\$ 1,120,401
Incurred Claims	596,434	921,685
Total Claim Payments	<u>387,346</u>	<u>460,082</u>
Current Claims Liability	381,152	369,200
Long-term Claims Liability	<u>1,409,940</u>	<u>1,212,804</u>
Total Unpaid Claims Liability	<u>\$ 1,791,092</u>	<u>\$ 1,582,004</u>

Note 12 – Federal Grant Revenue

In 2010, the Maine Turnpike Authority installed thirty truckstop electrification units at its West Gardiner service plaza. The Authority received a federal grant for this project from the Environmental Protection Agency under the American Recovery and Reinvestment Act. Grant receipts were originally applied as a cost offset in the Reserve Maintenance fund. However, due to governmental GAAP requirements, these receipts have been reclassified as Federal Grant Revenue and included in Non-Operating Revenue/(Expenses) on the Statements of Revenues, Expenses and Changes in Net Assets.

REQUIRED SUPPLEMENTARY INFORMATION

Trend Data on Infrastructure Condition

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

The roadways are rated on a 10-point scale, with 10 meaning that every aspect of the roadway is in new and perfect condition. The Authority’s system as a whole is given an overall rating, indicating the average condition of all roadways operated by the Authority. The assessment of condition is made by visual inspection designed to reveal any condition that would reduce highway-user benefits below the maximum level of service. The Authority’s policy is to maintain the roadway condition at rating of 8 (generally good condition) or better. The results of the 2010 inspection states that the Maine Turnpike has been maintained in generally good condition and presents a favorable appearance.

The budget to actual expenditures for Preservation for 2010 is as follows:

	<u>Budget</u>	<u>Actual</u>
Preservation Expense	\$ 9,670,100	\$ 9,709,036

Retiree Healthcare Plan

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) - Entry Age (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll [(b-a) / c]
12/31/08	\$ 0	\$ 39,815,000	\$ 39,815,000	0.00%	\$ 18,420,000	216.2%
12/31/09	0	39,815,000	39,815,000	0.00%	19,064,000	208.8%
12/31/10	0	48,563,000	48,563,000	0.00%	19,699,000	246.5%

OTHER SUPPLEMENTARY INFORMATION

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

	Years Ended December 31st,	
	2010	2009
Revenues:		
Net Fare Revenue	\$ 102,768	\$ 100,451
Concession Rental	3,899	3,791
Investment Income ¹	(79)	(45)
Miscellaneous	1,243	1,491
Total Revenues	\$ 107,831	\$ 105,688
Expenses:		
Operations	24,048	25,526
Maintenance	9,998	9,858
Administrative	2,721	2,726
Total Expenses	\$ 36,767	\$ 38,110
Net Operating Revenues	\$ 71,064	\$ 67,578
Debt Service Payments ²	26,657	27,565
Reserve Maintenance Fund Deposit	29,000	24,500
MDOT Account / Sub Debt Fund Deposit	2,467	1,712
Other General Reserve Fund Deposits	\$ 12,940	\$ 13,801
Debt Service Ratio of Net Revenues to Debt Service ³	2.67	2.45

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

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

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

³ Net Revenues divided by Debt Service.

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