NEW ISSUE – Book-Entry Only **See "RATINGS" herein**

In the opinion of Wolff & Samson PC, Bond Counsel, under existing statutes, regulations, rulings and court decisions, and assuming continuing compliance by the Authority with certain requirements described herein, interest on the Series 2014 B Bonds is not includable in gross income for Federal income tax purposes pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the "Code") and is not treated as a preference item under Section 57 of the Code for purposes of calculating the Federal alternative minimum tax imposed on individuals and corporations. Under existing laws of the State of New Jersey, interest on the Series 2014 B Bonds and any gain on the sale thereof are not includible in gross income under the New Jersey Gross Income Tax Act. For a more complete discussion, see "TAX MATTERS" herein.

$125,000,000
NEW JERSEY TURNPIKE AUTHORITY
Turnpike Revenue Bonds, Series 2014 B
(Floating Rate Bonds)
consisting of
$25,000,000 Series 2014 B-1
$50,000,000 Series 2014 B-2
$50,000,000 Series 2014 B-3

Dated: Date of Delivery **Due: January 1, as shown on the inside front cover**

This Official Statement has been prepared to provide information relating to the issuance by the New Jersey Turnpike Authority (the "Authority") of its $125,000,000 aggregate principal amount of Turnpike Revenue Bonds, Series 2014 B (Floating Rate Bonds), consisting of $25,000,000 Turnpike Revenue Bonds, Series 2014 B-1 (the "Series 2014 B-1 Bonds"), $50,000,000 Turnpike Revenue Bonds, Series 2014 B-2 (the "Series 2014 B-2 Bonds") and $50,000,000 Turnpike Revenue Bonds, Series 2014 B-3 (the "Series 2014 B-3 Bonds" and, together with the Series 2014 B-1 Bonds and the Series 2014 B-2 Bonds, the "Series 2014 B Bonds"). The Bank of New York Mellon, Woodland Park, New Jersey, will serve as the Trustee, Paying Agent and Registrar for the Series 2014 B Bonds.

The Series 2014 B Bonds will initially bear interest at the Adjusted LIBOR Rate as described herein. Interest on the Series 2014 B Bonds will accrue from their Date of Delivery and will be payable on the first Business Day of each calendar month, commencing September 2, 2014. See the inside front cover page of this Official Statement for the Maturities, Applicable Spread, Applicable Factor and Price for the Series 2014 B Bonds. The Authority has the right at anytime to convert any or all Series of the Series 2014 B Bonds from bearing interest at the Adjusted LIBOR Rate to bearing interest at any other rate authorized by the Resolution, as described herein. See "THE SERIES 2014 B BONDS" herein. **This Official Statement generally describes the Series 2014 B Bonds only while bearing interest at the Adjusted LIBOR Rate. Prospective Purchasers of the Series 2014 B Bonds bearing interest at a rate other than the Adjusted LIBOR Rate should not rely on this Official Statement.**

The Series 2014 B Bonds will be issued in fully registered form without coupons, and, when issued, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"). DTC will act as securities depository for the Series 2014 B Bonds, as more fully described herein. Individual purchases of the Series 2014 B Bonds will be made in book-entry form only in denominations of $5,000 or any integral multiples thereof. Purchasers of the Series 2014 B Bonds will not receive certificates representing their interest therein.

The Series 2014 B Bonds are being issued pursuant to the New Jersey Turnpike Authority Act of 1948 (Chapter 454 of the Laws of New Jersey of 1948), as amended and supplemented (the "Act"), the Turnpike Revenue Bond Resolution adopted by the Authority on August 20, 1991, as amended, restated and supplemented (the "General Bond Resolution"), including as supplemented by the Series 2014 Turnpike Revenue Bond Resolution adopted by the Authority on March 25, 2014 (the "Series 2014 Resolution"), and one or more Certificates of Determination to be executed by the Authority prior to the issuance of the Series 2014 B Bonds (collectively, the "Certificate of Determination" and, together with the General Bond Resolution and the Series 2014 Resolution, the "Resolution"). The Series 2014 B Bonds will be payable from and secured by a lien on and pledge of the Pledged Revenues of the Turnpike System on a parity with all Bonds Outstanding under the Resolution from time to time, and the Authority's reimbursement and payment obligations under certain Credit Facilities and Qualified Swaps (as such terms are defined in the Resolution).

The Series 2014 B Bonds are subject to mandatory tender for purchase and optional and mandatory redemption prior to maturity at such prices and pursuant to such terms as are described herein. See "THE SERIES 2014 B BONDS – Mandatory Tender and Purchase of Series 2014 B Bonds" and "– Redemption Prior to Maturity" herein.

The Series 2014 B Bonds are being issued by the Authority to provide funds required for the refunding of all of the Authority's Outstanding (i) Turnpike Revenue Bonds, Series 2011 A, and (ii) Turnpike Revenue Bonds, Series 2011 B, all as more fully described herein.

THE SERIES 2014 B BONDS ARE REVENUE OBLIGATIONS OF THE AUTHORITY. THE SERIES 2014 B BONDS ARE NOT A DEBT OR LIABILITY OF THE STATE OF NEW JERSEY OR OF ANY POLITICAL SUBDIVISION THEREOF (OTHER THAN THE AUTHORITY), AND NEITHER THE FAITH AND CREDIT NOR THE TAXING POWER OF THE STATE OF NEW JERSEY OR OF ANY POLITICAL SUBDIVISION THEREOF IS PLEDGED TO THE PAYMENT OF THE SERIES 2014 B BONDS. THE AUTHORITY HAS NO TAXING POWER.

Selected information is presented on this cover page for the convenience of the user in brief or summary form. To make an informed decision regarding the Series 2014 B Bonds, a prospective purchaser should read this Official Statement in its entirety.

The Series 2014 B Bonds are offered when, as and if issued by the Authority and received by the Underwriters and subject to the approval of legality thereof by Wolff & Samson PC, West Orange, New Jersey, Bond Counsel to the Authority. Certain legal matters will be passed upon for the Authority by Bruce A. Harris, Esq., General Counsel for the Authority. Certain legal matters will be passed upon for the Underwriters by their counsel, Gibbons P.C., Newark, New Jersey. First Southwest Company, New York, New York is acting as Financial Advisor to the Authority. It is expected that the Series 2014 B Bonds will be available for delivery to DTC in New York, New York on or about August 4, 2014.

RBC CAPITAL MARKETS

Barclays **Piper Jaffray & Co.** **PNC Capital Markets LLC**

BNY Mellon Capital Markets **Janney Montgomery Scott**

Dated: July 10, 2014

$125,000,000
NEW JERSEY TURNPIKE AUTHORITY
Turnpike Revenue Bonds, Series 2014 B (Floating Rate Bonds)
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$50,000,000 Series 2014 B-3

MATURITIES, APPLICABLE FACTOR, INDEX, APPLICABLE SPREAD, PRICES AND CUSIP NUMBERS*

Maturity (January 1)	Series	Principal Amount	Applicable Factor	Index	Applicable Spread	Mandatory Tender Date (January 1)	Price	CUSIP*
2024	Series 2014 B-1	$25,000,000	67%	LIBOR Rate**	0.27%	2016	100%	6461395F8
2024	Series 2014 B-2	50,000,000	67%	LIBOR Rate**	0.42%	2017	100%	6461395G6
2024	Series 2014 B-3	50,000,000	67%	LIBOR Rate**	0.57%	2018	100%	6461395H4

* Registered trademark of American Bankers Association. CUSIP numbers are provided by Standard & Poor's Financial Services LLC, CUSIP Service Bureau, a part of McGraw Hill Financial. The CUSIP numbers are being provided solely for the convenience of the holders of the Series 2014 B Bonds only and the Authority does not make any representation with respect to such numbers or undertake any responsibility for their accuracy. The CUSIP numbers are subject to being changed after the issuance of the Series 2014 B Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part of the Series 2014 B Bonds.

** As defined herein.

NEW JERSEY TURNPIKE AUTHORITY

COMMISSIONERS

RONALD GRAVINO, *Vice Chairman (Acting Chairman)*

MICHAEL R. DuPONT, *Treasurer*

JOSEPH BERTONI

HAROLD L. HODES

RAYMOND M. POCINO

ULISES E. DIAZ

DANIEL F. BECHT

JOHN D. MINELLA

EXECUTIVE STAFF

JOSEPH W. MROZEK, *Executive Director*

JOHN F. O'HERN, *Chief Operating Officer*
and Deputy Executive Director

DONNA MANUELLI, *Chief Financial Officer*

IN CONNECTION WITH THE OFFERING OF THE SERIES 2014 B BONDS, THE UNDERWRITERS MAY OVER ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF SUCH BONDS AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZATION, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

No dealer, broker, salesman, or any other person has been authorized by the Authority 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 must not be relied upon as having been authorized by the Authority. 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 Series 2014 B Bonds by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale.

The Series 2014 B Bonds have not been registered under the Securities Act of 1933, as amended, and the Resolution has not been qualified under the Trust Indenture Act of 1939, as amended, in reliance upon certain exemptions contained in such Federal laws. In making an investment decision, investors must rely upon their own examination of the Series 2014 B Bonds and the security therefore, including an analysis of the risks involved. The Series 2014 B Bonds have not been recommended by any Federal or state securities commission or regulatory authority. The registration, qualification or exemption of the Series 2014 B Bonds in accordance with applicable provisions of securities laws of the various jurisdictions in which the Series 2014 B Bonds have been registered, qualified or exempted cannot be regarded as a recommendation thereof. Neither such jurisdictions nor any of their agencies have passed upon the merits of the Series 2014 B Bonds or the adequacy, accuracy or completeness of this Official Statement. Any representation to the contrary may be a criminal offense.

References in this Official Statement to statutes, laws, rules, regulations, resolutions, agreements, reports and documents do not purport to be comprehensive or definitive, and all such references are qualified in their entirety by reference to the particular document, the full text of which may contain qualifications of and exceptions to statements made herein. This Official Statement is distributed in connection with the sale of the Series 2014 B Bonds referred to herein and may not be reproduced or used, in whole or in part, for any other purpose.

The order and placement of materials in this Official Statement, including the Appendices, are not to be deemed to be a determination of relevance, materiality or importance, and this Official Statement, including the Appendices, must be considered in its entirety. The offering of the Series 2014 B Bonds is made only by means of this entire Official Statement.

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 circumstance, create any implication that there has been no change in the affairs of the Authority since the date hereof.

Certain statements included or incorporated by reference in this Official Statement constitute projections or estimates of future events, generally known as forward-looking statements. These statements are generally identifiable by the terminology used such as “anticipate” “plan,” “expect,” “estimate,” “budget” or other similar words. The achievement of certain results or other expectations contained in such forward-looking statements involves known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements to be materially different from any future results, performance or achievements described in or expressed or implied by such forward-looking statements. Other than as may be required by law, the Authority does not plan to issue any updates or revisions to any such forward-looking statements if or when its expectations are realized or not realized, or when the events, conditions or circumstances on which such statements are based, occur.

The Underwriters have provided the following sentence for inclusion in this Official Statement, as well as certain information attributed to the Underwriters in the "UNDERWRITING" section of this Official Statement. The Underwriters have reviewed the information in this Official Statement in accordance with, and as a part of, their responsibilities to investors under the Federal securities laws as applied to the facts and circumstances of this transaction, but, except for the information attributed to the Underwriters in the "UNDERWRITING" section of this Official Statement, the Underwriters do not guarantee the accuracy or completeness of such information.

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OFFICIAL STATEMENT

of the

NEW JERSEY TURNPIKE AUTHORITY

relating to

$125,000,000
Turnpike Revenue Bonds, Series 2014 B
(Floating Rate Bonds)
consisting of
$25,000,000 Series 2014 B-1
$50,000,000 Series 2014 B-2
$50,000,000 Series 2014 B-3

INTRODUCTION

This Official Statement has been prepared to provide information relating to the issuance by the New Jersey Turnpike Authority (the "Authority") of its $125,000,000 aggregate principal amount of Turnpike Revenue Bonds, Series 2014 B (Floating Rate Bonds), consisting of $25,000,000 Turnpike Revenue Bonds, Series 2014 B-1 (the "Series 2014 B-1 Bonds"), $50,000,000 Turnpike Revenue Bonds, Series 2014 B-2 (the "Series 2014 B-2 Bonds") and $50,000,000 Turnpike Revenue Bonds, Series 2014 B-3 (the "Series 2014 B-3 Bonds" and, together with the Series 2014 B-1 Bonds and the Series 2014 B-2 Bonds, the "Series 2014 B Bonds"). The Bank of New York Mellon, Woodland Park, New Jersey, will serve as Trustee, Paying Agent and Registrar (the "Trustee", "Registrar" and "Paying Agent") for the Series 2014 B Bonds.

The Authority is a body corporate and politic of the State of New Jersey (the "State") organized and existing by virtue of the New Jersey Turnpike Act of 1948, constituting Chapter 454 of the Laws of New Jersey of 1948, as amended and supplemented (the "Act"). Pursuant to the Act, the Authority has owned and operated the New Jersey Turnpike (the "Turnpike") since the time the Turnpike opened for traffic in 1951. In July 2003, the New Jersey Highway Authority (the "Highway Authority") was abolished and the Authority assumed all of the powers, rights, obligations, assets, debts, liabilities and statutory responsibilities and duties of the Highway Authority, including the ownership and operation of the Garden State Parkway (the "Parkway" and, together with the Turnpike, the "Turnpike System"). As a result, the assets and liabilities of the Authority and the Highway Authority and the ongoing operations, expenses and revenues of the Turnpike and the Parkway are now combined under the ownership and operation of the Authority. See "THE AUTHORITY" herein.

The Series 2014 B Bonds will be issued under and pursuant to the Act and the Turnpike Revenue Bond Resolution adopted by the Authority on August 20, 1991, as amended, restated and supplemented (the "General Bond Resolution"), including as supplemented by the Series 2014 Turnpike Revenue Bond Resolution adopted by the Authority on March 25, 2014 (the "Series 2014 Resolution"), and one or more Certificates of Determination to be executed by the Authority prior to the issuance of the Series 2014 B Bonds (collectively, the "Certificate of Determination" and, together with the General Bond Resolution and the Series 2014 Resolution, the "Resolution"). The Series 2014 B Bonds and any other Outstanding Bonds (as hereinafter defined) under the Resolution are referred to herein as the "Bonds". All capitalized terms used herein and not otherwise defined in this Official Statement will have the meanings ascribed to them in the Resolution.

The Series 2014 B Bonds will be payable from and secured by a lien on and pledge of the Pledged Revenues of the Turnpike System on a parity with all Bonds Outstanding under the Resolution from time to time, and the Authority's reimbursement and payment obligations under certain Credit Facilities and Qualified Swaps. See "SECURITY FOR THE BONDS" herein.

The Authority is issuing the Series 2014 B Bonds to provide funds required for the refunding of all of the Authority's Outstanding (i) Turnpike Revenue Bonds, Series 2011 A, and (ii) Turnpike Revenue Bonds, Series 2011 B, as described in Appendix G (collectively, the "Bonds to be Refunded"). See "THE SERIES 2014 B BONDS", "SECURITY FOR THE BONDS", "ESTIMATED SOURCES AND USES OF FUNDS" and "THE REFUNDING PLAN" herein.

The Authority is engaged in a comprehensive Capital Improvement Program which was approved in 2008 and currently provides for the expenditure by the Authority of an estimated aggregate amount of approximately $7,000,000,000 through the end of calendar year 2018 to fund numerous capital improvements to the Turnpike System, including, without limitation, the widening of certain sections of both the Turnpike and the Parkway. In April 2009, the Authority issued its $375,000,000 Turnpike Revenue Bonds, Series 2009 E and $1,375,000,000 Turnpike Revenue Bonds, Series 2009 F (Federally Taxable – Issuer Subsidy – Build America Bonds) (respectively, the "Series 2009 E Bonds" and the "Series 2009 F Bonds" and, collectively, the "Series 2009 E and F Bonds") under the Resolution to initially fund the costs of the Capital Improvement Program. In December 2010, the Authority issued its $1,850,000,000 Turnpike Revenue Bonds, Series 2010 A (Federally Taxable – Issuer Subsidy – Build America Bonds) (the "Series 2010 A Bonds", together with the Series 2009 F Bonds, the "Build America Bonds") under the Resolution to further fund costs of the Capital Improvement Program. In addition, on April 4, 2013, the Authority issued its $1,400,000,000 Turnpike Revenue Bonds, Series 2013 A (the "Series 2013 A Bonds") and, on May 22, 2014, the Authority issued its $1,000,000,000 Turnpike Revenue Bonds, Series 2014 A (the "Series 2014 A Bonds") to fund costs of the Capital Improvement Program. The Authority anticipates issuing several additional Series of Non-Refunding Bonds under the Resolution over the next several years, aggregating in excess of $1,900,000,000, in order to further fund the remaining costs of the Capital Improvement Program, and to fund deposits to the Debt Reserve Fund, capitalized interest and costs of issuance required in connection with the issuance of such Non-Refunding Bonds. See "SECURITY FOR THE BONDS – Additional Indebtedness" and "THE REFUNDING PLAN" herein.

The current toll rates in effect for the Turnpike System are anticipated to provide the Authority with sufficient Net Revenues to satisfy all of the requirements of the Resolution relating to the issuance of all Bonds expected to be hereafter issued by the Authority to fund the Costs of Construction of the various Projects comprising the Capital Improvement Program. See "SECURITY FOR THE BONDS – Toll Covenant", "SECURITY FOR THE BONDS – Additional Indebtedness", "THE AUTHORITY – Certain Powers" and "THE AUTHORITY – Existing Toll Rates and Schedule" herein.

The Series 2014 B Bonds will be issued in fully registered form without coupons, and, when issued, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"). DTC will act as securities depository for the Series 2014 B Bonds, as more fully described herein. Individual purchases of the Series 2014 B Bonds will be made in book-entry form only, in denominations of $5,000 or any integral multiples thereof. Purchasers of the Series 2014 B Bonds will not receive certificates representing their interest therein. See "BOOK-ENTRY ONLY SYSTEM" herein.

For a complete description of the Series 2014 B Bonds, including the redemption provisions thereof, see "THE SERIES 2014 B BONDS" herein.

THE SERIES 2014 B BONDS

The following information concerning the Series 2014 B Bonds describes the Series 2014 B Bonds while bearing interest at the Adjusted LIBOR Rate only and does not purport to describe all material information concerning the Series 2014 B Bonds while bearing interest in any other interest rate mode authorized by the Resolution. Prior to any conversion of the Series 2014 B Bonds from the Adjusted LIBOR Rate to a different interest rate mode, the Series 2014 B Bonds will be subject to mandatory tender for purchase. In connection with the remarketing of the Series 2014 B Bonds after such mandatory tender, the Authority intends to cause a new Official Statement or other disclosure document setting forth the material terms of the interest rate mode or modes into which the Series 2014 B Bonds will be converted to be prepared and delivered to prospective investors.

General

The Series 2014 B Bonds will be dated their date of delivery and will bear interest from their date payable on the first Business Day of each calendar month, commencing September 2, 2014 (each such date, an "Interest Payment Date"). The Series 2014 B Bonds will bear interest at the rates determined as described below in the section entitled "Interest on the Series 2014 B Bonds". The Bank of New York Mellon, as Trustee for the Series 2014 B Bonds, will act as the Calculation Agent with respect to each series of the Series 2014 B Bonds.

The Series 2014 B Bonds will mature on January 1 in each of the years and in the amounts shown on the inside front cover page of this Official Statement, subject to redemption prior to maturity. See "THE SERIES 2014 B BONDS – Redemption Prior to Maturity" herein.

The Series 2014 B Bonds are being initially issued and delivered in fully registered form only, in the denomination of $5,000 or any integral multiples thereof (the "Authorized Denominations"), and will be registered in the name of Cede & Co., as nominee of DTC. DTC will act as securities depository for the Series 2014 B Bonds. So long as the Series 2014 B Bonds are held in DTC's book-entry only system, DTC (or a successor securities depository) or its nominee will be the registered owner of the Series 2014 B Bonds for all purposes of the Resolution, the Series 2014 B Bonds and this Official Statement, and payments of principal and interest with respect to the Series 2014 B Bonds will be made solely through the facilities of DTC. See "BOOK-ENTRY ONLY SYSTEM" herein.

Principal of the Series 2014 B Bonds is payable upon surrender of the Series 2014 B Bonds at the corporate trust office of the Paying Agent. Interest on the Series 2014 B Bonds will be paid by check or draft mailed by the Paying Agent to the registered holders at their addresses as they appear in the registry books of the Trustee as of the regular record date, which shall be the Business Day (as defined below) next preceding an Interest Payment Date. Any interest not paid on an Interest Payment Date shall be paid to the persons in whose names Series 2014 B Bonds are registered as of a special record date established by notice mailed by or on behalf of the Authority not less than ten days prior to such date to the persons in whose names Series 2014 B Bonds are registered at the close of business on the fifth day prior to such mailing.

The Series 2014 B Bonds are transferable in accordance with the provisions of the Resolution. The Trustee may charge an amount sufficient to reimburse it for any tax, fee or other governmental charge required to be paid in connection with any such transfer, registration, conversion or exchange.

The Resolution and all provisions thereof are incorporated by reference in the text of the Series 2014 B Bonds, and the Series 2014 B Bonds provide that each registered owner, beneficial owner, DTC

Participant or Indirect Participant (as such terms are hereinafter defined) in DTC, by acceptance of a Series 2014 B Bond (including receipt of a book-entry credit evidencing an interest therein) assents to all of such provisions as an explicit and material portion of the consideration running to the Authority to induce it to issue such Series 2014 B Bond.

Interest on the Series 2014 B Bonds – Adjusted LIBOR Rate

Interest Rates. Except as otherwise described below, the Series 2014 B Bonds will bear interest at the Adjusted LIBOR Rate, which is the LIBOR Rate (defined below), multiplied by the applicable factor as shown on the inside front cover page of this Official Statement, plus or minus the applicable spread for each Series and maturity of the Series 2014 B Bonds as shown on the inside front cover page of this Official Statement (the "Adjusted LIBOR Rate"), but in no event shall the interest rate be less than 0% or exceed the Maximum Interest Rate (defined below). Interest on the Series 2014 B Bonds will be computed on the basis of the actual number of days elapsed over a year of 360 days.

The "LIBOR Rate" means for any Reset Date the London interbank offered rate for U.S. dollar deposits for a one-month period, as reported on the Reuters Screen LIBOR01 Page (or any successor) as of 11:00 a.m., London time, on the second Business Day preceding such Reset Date. If such rate is not then reported by Reuters, then "LIBOR" shall mean the rate then reported by any successor to or substitute for such service designated by the Calculation Agent and the Authority in writing that provides rate quotations comparable to those provided on such Reuters screen page.

"Business Day" means a day other than (i) a day on which the business offices of the Authority, the Trustee or the Calculation Agent are closed, (ii) a Saturday, Sunday, legal holiday or day on which banking institutions in New York, New York are authorized or required by law or executive order to close, or (iii) a day on which the New York Stock Exchange is closed.

The "Reset Date" is the first Business Day of each month. If such Reset Date falls on a day that is not a Business Day, then such Reset Date shall be the next succeeding Business Day.

Notwithstanding the foregoing, during a Delayed Remarketing Period, the applicable Series 2014 B Bonds will bear interest at the Stepped Interest Rate. See "THE SERIES 2014 B BONDS – Delayed Remarketing Period; Stepped Interest Rate" herein.

Interest Rate Determination

Except for the initial Adjusted LIBOR Rate, the Adjusted LIBOR Rate will be determined by the Calculation Agent; provided, however the Adjusted LIBOR Rate shall not exceed 10% per annum (the "Maximum Interest Rate") or be less than 0%. The Adjusted LIBOR Rate shall adjust on each Reset Date. Upon determining the Adjusted LIBOR Rate, the Calculation Agent shall notify the Authority and the Trustee of such rate by electronic mail (e-mail) or by telephone or in such other manner as may be appropriate on the date of such determination, which notice, if provided by telephone, shall be promptly confirmed in writing. Such notice shall be provided by not later than 6:00 P.M. Eastern Standard time on the Reset Date.

The determination of the Adjusted LIBOR Rate (absent manifest error) shall be conclusive and binding upon the Authority and the owners of the Series 2014 B Bonds. If for any reason the Adjusted LIBOR Rate shall not be established, the Series 2014 B Bonds shall bear interest at the Adjusted LIBOR Rate last in effect until such time as a new Adjusted LIBOR Rate shall be established pursuant to the terms of the Series 2014 B Bonds.

The Series 2014 B Bonds shall bear interest from and including their date of delivery at the Adjusted LIBOR Rate until payment of the principal or redemption price thereof shall have been made or provided for in accordance with the provisions thereof, whether at maturity, upon redemption or otherwise.

Optional Tender and Purchase of Series 2014 B Bonds

The Series 2014 B Bonds are not subject to optional tender by the beneficial owners thereof while the Series 2014 B Bonds bear interest at the Adjusted LIBOR Rate, as applicable.

Mandatory Tender and Purchase of Series 2014 B Bonds

Mandatory Tender of Series 2014 B Bonds in Connection With Conversion of Interest Rate

Pursuant to the Resolution, the Authority has the right at any time on or after their respective first optional redemption dates to convert any or all of the Series 2014 B Bonds from bearing interest at the Adjusted LIBOR Rate to bearing interest in any other interest rate mode authorized by the Resolution. The Trustee will give notice by first class mail of any conversion of the interest rate mode on any Series 2014 B Bonds to the registered owners of the applicable Series 2014 B Bonds not less than fifteen (15) days prior to the proposed effective date of the change in interest rate mode (the "Conversion Date"). The notice shall state that the applicable Series 2014 B Bonds will bear interest in the particular interest rate mode authorized by the Resolution and set forth in such notice, unless the Authority rescinds its election to convert the interest rate mode for such Series 2014 B Bonds.

On each Conversion Date, the applicable Series 2014 B Bonds are subject to mandatory tender for purchase and the registered owners and beneficial owners thereof shall not have the right to elect to hold their Series 2014 B Bonds upon such conversion. On each Conversion Date, the applicable Series 2014 B Bonds subject to mandatory tender will be purchased at a purchase price equal to the principal amount thereof, plus accrued interest to the Conversion Date (the "Purchase Price"). Any Series 2014 B Bonds which are subject to conversion and which are purchased in accordance with the Resolution shall cease to bear interest at the Adjusted LIBOR Rate as of the Conversion Date.

For payment of the Purchase Price on the applicable Conversion Date, each Series 2014 B Bond subject to mandatory purchase must be delivered to the Tender Agent (as hereinafter defined) at or prior to 10:00 a.m. on such Conversion Date. If a Series 2014 B Bond is delivered to the Tender Agent after that time, the Purchase Price will be paid on the next succeeding Business Day. The Purchase Price of any Series 2014 B Bond will be payable only upon surrender of such Series 2014 B Bond to the Tender Agent at its Principal Office for delivery of Series 2014 B Bonds, accompanied by an instrument of transfer, in form satisfactory to the Tender Agent, executed in blank by the registered owner of the Series 2014 B Bond or its duly authorized attorney, with such signature guaranteed by a commercial bank, trust company or member firm of the New York Stock Exchange. Notwithstanding the foregoing, if the Series 2014 B Bonds are issuable only in book-entry form on the applicable Conversion Date, the beneficial owner of each Series 2014 B Bond subject to mandatory tender on such Conversion Date shall tender its beneficial ownership in such Series 2014 B Bond within the book-entry only system, and all transfers of the beneficial ownership of such Series 2014 B Bond by the Tender Agent and the payment of the Purchase Price therefor shall be conducted and made in accordance with the procedures of DTC as shall be in effect and revised from time to time. See "BOOK-ENTRY ONLY SYSTEM" herein.

Mandatory Tender of Series 2014 B Bonds

As described above, the Series 2014 B Bonds are subject to mandatory tender for purchase in connection with the conversion of the interest rate on the Series 2014 B Bonds to another interest rate mode authorized by the Resolution. In addition, the Series 2014 B-1 Bonds are subject to mandatory tender for purchase on January 1, 2016, the Series 2014 B-2 Bonds are subject to mandatory tender for purchase on January 1, 2017, and the Series 2014 B-3 Bonds are subject to mandatory tender for purchase on January 1, 2018, in each case at a purchase price (the "Series 2014 B Purchase Price") equal to the principal amount of the Series 2014 B Bonds to be purchased, plus accrued interest to January 1, 2016, January 1, 2017 or January 1, 2018, as applicable (each such date being hereinafter referred to as a "Series 2014 B Mandatory Purchase Date"). For payment of the Series 2014 B Purchase Price on the applicable Series 2014 B Mandatory Purchase Date, each Series 2014 B Bond subject to mandatory purchase must be delivered to the Tender Agent at or prior to 10:00 a.m. on such Series 2014 B Mandatory Purchase Date. If a Series 2014 B Bond is delivered to the Tender Agent after that time, the Series 2014 B Purchase Price will be paid on the next succeeding Business Day. The Series 2014 B Purchase Price of any Series 2014 B Bond will be payable only upon surrender of such Series 2014 B Bond to the Tender Agent at its Principal Office for delivery of Series 2014 B Bonds, accompanied by an instrument of transfer, in form satisfactory to the Tender Agent, executed in blank by the registered owner of the Series 2014 B Bond or its duly authorized attorney, with such signature guaranteed by a commercial bank, trust company or member firm of the New York Stock Exchange. Notwithstanding the foregoing, if the Series 2014 B Bonds are issuable only in book-entry form on the applicable Series 2014 B Mandatory Purchase Date, the beneficial owner of each Series 2014 B Bond subject to mandatory tender on such Series 2014 B Mandatory Purchase Date shall tender its beneficial ownership in such Series 2014 B Bond within the book-entry only system, and all transfers of the beneficial ownership of such Series 2014 B Bond by the Tender Agent and the payment of the Series 2014 B Purchase Price therefor shall be conducted and made in accordance with the procedures of DTC as shall be in effect and revised from time to time. See "BOOK-ENTRY ONLY SYSTEM" herein.

Undelivered Series 2014 B Bonds

If any registered owner of a Series 2014 B Bond subject to mandatory tender for purchase pursuant to the Resolution fails to deliver such Series 2014 B Bond to the Tender Agent at the place and at the time specified on the applicable Conversion Date or other Mandatory Purchase Date, or fails to deliver such Series 2014 B Bond properly endorsed, such Series 2014 B Bond will constitute an Undelivered Bond for purposes of the Resolution. If funds in the amount of the Purchase Price of any Undelivered Bond are available for payment to the registered owner thereof at the time specified on the applicable Conversion Date or Mandatory Purchase Date, from and after the applicable Conversion Date or Mandatory Purchase Date and time of that required delivery, (1) such Undelivered Bond will be deemed to be purchased and will no longer be deemed to be Outstanding under the Resolution; (2) interest will no longer accrue thereon; and (3) funds in the amount of the Purchase Price of such Undelivered Bond will be held by the Tender Agent uninvested for the benefit of the registered owner thereof, to be paid on delivery (and proper endorsement) of such Undelivered Bond to the Tender Agent at its Principal Office for delivery of the Series 2014 B Bond.

Remarketing Agent for Series 2014 B Bonds

Pursuant to the Resolution, the Authority will appoint a remarketing agent for the Series 2014 B Bonds at least 60 days prior to any Conversion Date but not later than November 1, 2015, unless, prior to such date, the Authority has taken action to initiate a refunding of the Series 2014 B Bonds which will be completed on or prior to January 1, 2016. Promptly after the appointment of the Remarketing Agent, the Authority (or the Trustee on its behalf) shall give notice by first-class mail to the registered owners of the Series 2014 B Bonds of the appointment of such Remarketing Agent.

Sources of Funds for Purchase of Series 2014 B Bonds

On each Mandatory Purchase Date for the Series 2014 B Bonds, the Tender Agent will purchase the Series 2014 B Bonds subject to mandatory tender for purchase on such Mandatory Purchase Date from the registered owners or beneficial owners thereof at the applicable Purchase Price thereof. Funds for the payment of such Purchase Price will be received from the following sources and used in the order of priority indicated:

(i) proceeds of the sale of the Series 2014 B Bonds remarketed by the Remarketing Agent; and

(ii) money, if any, provided to the Tender Agent by the Authority for the purchase of Series 2014 B Bonds on such Mandatory Purchase Date.

If the Purchase Price of all of the Series 2014 B Bonds required to be purchased on a Mandatory Purchase Date cannot be paid, only a portion of such Series 2014 B Bonds in an amount equal to the funds available to pay the full Purchase Price thereof will be purchased on such Mandatory Purchase Date and the remainder of such Series 2014 B Bonds for which there are not sufficient available funds to pay the full Purchase Price thereof will not be purchased and a Delayed Remarketing Period with respect to such Series 2014 B Bonds will commence. See "THE SERIES 2014 B BONDS – Delayed Remarketing Period; Stepped Interest Rate" herein. In such event, the Series 2014 B Bonds which will be purchased will be determined as follows: (a) if the applicable Series 2014 B Bonds are in book-entry form at the time of such determination, the Tender Agent shall instruct DTC to instruct the DTC Participants to select the applicable Series 2014 B Bonds to be purchased by lot among all of the applicable Series 2014 B Bonds required to be purchased on such Mandatory Purchase Date and neither the Authority nor the Tender Agent shall have any responsibility to insure that DTC or its Participants properly select such Series 2014 B Bonds to be purchased, and (b) if the applicable Series 2014 B Bonds are not then in book-entry form at the time of such determination, the Tender Agent shall select the applicable Series 2014 B Bonds to be purchased by lot among all of the applicable Series 2014 B Bonds required to be purchased on such Mandatory Purchase Date.

Tender Agent

The initial Tender Agent for the Series 2014 B Bonds will be The Bank of New York Mellon. The Authority will appoint any successor Tender Agent for the Series 2014 B Bonds, subject to the conditions set forth in the Resolution. Promptly after the appointment of any successor Tender Agent, the Authority (or the Trustee on its behalf) shall give notice by first-class mail to the registered owners of the Series 2014 B Bonds of the appointment of such successor Tender Agent. By acceptance of its appointment as the Tender Agent for the Series 2014 B Bonds under the Resolution, each Tender Agent agrees:

(i) to hold all Series 2014 B Bonds delivered to it for purchase under the Resolution in trust as bailee of, and for the benefit of, the respective registered owners or beneficial owners of the Series 2014 B Bonds which have delivered such Bonds until moneys representing the Purchase Price of such Bonds shall have been delivered to or for the account, or to the order, of such registered owners or beneficial owners;

(ii) to hold all moneys delivered to it under the Resolution for the purchase of Series 2014 B Bonds (other than moneys delivered to it by the Authority for the purchase of Series 2014 B Bonds) in trust as bailee of, and for the benefit of, the Person which shall have so delivered such moneys until the Series 2014 B Bonds purchased with such moneys shall have been delivered to or for the account of such Person; and

(iii) to keep such books and records as shall be consistent with prudent industry practice and to make such books and records available for inspection by the Authority, the Trustee, and the Remarketing Agent at all reasonable times.

The Authority is obligated to pay to the Tender Agent its fees for performing its duties as Tender Agent under the Resolution and shall reimburse the Tender Agent for any out-of-pocket expenses (including reasonable legal expenses) incurred by the Tender Agent in connection with such performance.

Any Tender Agent may at any time resign and be discharged of the duties and obligations created by the Resolution by giving at least 60 days written notice to the Authority, the Trustee and the Remarketing Agent, provided that any such resignation shall take effect only upon the appointment of, and acceptance of such appointment by, a successor Tender Agent. Any Tender Agent may be removed at any time by an instrument filed with such Tender Agent and the Trustee and signed by an Authorized Officer of the Authority, provided that any such removal shall take effect only upon the appointment of, and acceptance of such appointment by, a successor Tender Agent. Pursuant to the Resolution, the Authority has agreed that upon the resignation of the Tender Agent it will act expeditiously and use its best efforts to appoint a successor Tender Agent and such successor Tender Agent will be a commercial bank with trust powers or a trust company organized under the laws of any state of the United States, having capital stock and surplus aggregating at least $50,000,000, and willing and able to accept the office on reasonable and customary terms and authorized by law to perform all the duties imposed upon it by the Resolution; provided, however, that if no appointment of a successor Tender Agent shall be made within 45 days after written notice of resignation of such office is given to the Authority, the Tender Agent or the Trustee or the Owner of any Series 2014 B Bond may apply to any court of competent jurisdiction to appoint a successor Tender Agent.

Delayed Remarketing Period; Stepped Interest Rate

Delayed Remarketing Period

As described above, if the Purchase Price of all of the Series 2014 B Bonds required to be purchased on a Mandatory Purchase Date cannot be paid, only a portion of such Series 2014 B Bonds in an amount equal to the funds available to pay the full Purchase Price thereof will be purchased on such Mandatory Purchase Date and the remainder of such Series 2014 B Bonds for which there are not sufficient available funds to pay the full Purchase Price thereof will not be purchased and a delayed remarketing period will commence on such date (a "Delayed Remarketing Period") with respect only to such Series 2014 B Bonds. In such event, a Delayed Remarketing Period will not commence for any Series 2014 B Bonds which were not subject to mandatory tender on such Mandatory Purchase Date. Pursuant to the Resolution, during a Delayed Remarketing Period, the following will apply to the applicable Series 2014 B Bonds subject to such Delayed Remarketing Period:

(i) All of the applicable Series 2014 B Bonds will bear interest at the Stepped Interest Rate as described below;

(ii) The Remarketing Agent will continue to be obligated to remarket the applicable Series 2014 B Bonds;

(iii) The applicable Series 2014 B Bonds will continue to be subject to optional and mandatory redemption by the Authority as described in this Official Statement under the heading "THE SERIES 2014 B BONDS – Redemption Prior to Maturity";

(iv) The Authority, by notice to the Tender Agent and the Remarketing Agent, may direct a conversion of the applicable Series 2014 B Bonds described in this Official Statement under the heading "THE SERIES 2014 B BONDS – Mandatory Tender and Purchase of Series 2014 B Bonds – *Mandatory Tender of Series 2014 B Bonds In Connection With Conversion of Interest Rate*" herein;

(v) Interest on the applicable Series 2014 B Bonds shall continue to be due and payable on each Interest Payment Date and shall also be payable on the last day of the Delayed Remarketing Period; and

(vi) If the applicable Series 2014 B Bonds are successfully remarketed as described in this Official Statement under the heading "THE SERIES 2014 B BONDS – Mandatory Tender and Purchase of Series 2014 B Bonds," the registered owners or beneficial owners of the applicable Series 2014 B Bonds will be obligated to tender, sell and deliver their Series 2014 B Bonds to the Tender Agent.

Stepped Interest Rate

Pursuant to the Resolution, during a Delayed Remarketing Period, the applicable Series 2014 B Bonds will bear interest at the "Stepped Interest Rate," which equals:

(i) for the period beginning on the applicable Mandatory Purchase Date and for ninety (90) days thereafter, a per annum interest rate equal to the greater of (A) 67% of the LIBOR Rate plus 3.00%, or (B) 5.00%;

(ii) for the period beginning ninety-one (91) days after the applicable Mandatory Purchase Date through the date that is one hundred eighty (180) days after the applicable Mandatory Purchase Date, a per annum interest rate equal to the greater of (A) 67% of the LIBOR Rate plus 5.00%, or (B) 7.50%; and

(iii) thereafter, the Maximum Interest Rate.

Redemption Prior to Maturity

Optional Redemption

The Series 2014 B-1 Bonds are subject to redemption prior to maturity at the option of the Authority, in whole or in part, on any date on or after July 1, 2015, at a redemption price equal to 100% of the principal amount of the Series 2014 B-1 Bonds being redeemed, plus accrued interest to the redemption date.

The Series 2014 B-2 Bonds are subject to redemption prior to maturity at the option of the Authority, in whole or in part, on any date on or after July 1, 2016, at a redemption price equal to 100% of the principal amount of the Series 2014 B-2 Bonds being redeemed, plus accrued interest to the redemption date.

The Series 2014 B-3 Bonds are subject to redemption prior to maturity at the option of the Authority, in whole or in part, on any date on or after July 1, 2017, at a redemption price equal to 100% of the principal amount of the Series 2014 B-3 Bonds being redeemed, plus accrued interest to the redemption date.

Mandatory Redemption

The Series 2014 B-1 Bonds are subject to mandatory sinking fund redemption prior to final maturity, in part, on January 1 in each of the years and in the respective principal amounts set forth below, at a Redemption Price equal to 100% of the principal amount being redeemed, plus accrued interest, if any, to the date of redemption, from mandatory Sinking Fund Installments:

Redemption Date (January 1)	Principal Amount
2022	$8,040,000
2023	8,335,000
2024*	8,625,000

*Final maturity.

The Series 2014 B-2 Bonds are subject to mandatory sinking fund redemption prior to final maturity, in part, on January 1 in each of the years and in the respective principal amounts set forth below, at a Redemption Price equal to 100% of the principal amount being redeemed, plus accrued interest, if any, to the date of redemption, from mandatory Sinking Fund Installments:

Redemption Date (January 1)	**Principal Amount**
2022	$16,075,000
2023	16,675,000
2024*	17,250,000

*Final maturity.

The Series 2014 B-3 Bonds are subject to mandatory sinking fund redemption prior to final maturity, in part, on January 1 in each of the years and in the respective principal amounts set forth below, at a Redemption Price equal to 100% of the principal amount being redeemed, plus accrued interest, if any, to the date of redemption, from mandatory Sinking Fund Installments:

Redemption Date (January 1)	**Principal Amount**
2022	$16,075,000
2023	16,675,000
2024*	17,250,000

*Final maturity.

Selection of Series 2014 B Bonds for Redemption

If less than all of the Bonds of a particular series of the Series 2014 B Bonds are to be redeemed and paid prior to maturity, the specific maturity or maturities of such series of the Series 2014 B Bonds to be redeemed shall be selected by the Authority, and then within a selected maturity (a) if such series of the Series 2014 B Bonds is in book-entry form at the time of such redemption, the Paying Agent shall instruct DTC to instruct the DTC Participants to select the specific Series 2014 B Bonds within such maturity for redemption pro rata among all of the Bonds of such maturity, and neither the Authority nor the Paying Agent shall have any responsibility to insure that DTC or its Participants properly select such Series 2014 B Bonds for redemption, and (b) if such series of the Series 2014 B Bonds is not then in book-entry form at the time of such redemption, on each redemption date the Paying Agent shall select the specific Series 2014 B Bonds within such maturity for redemption pro rata among all of the Bonds of such maturity.

In the case of a partial redemption of a series of the Series 2014 B Bonds when Series 2014 B Bonds of such series in denominations greater than the minimum applicable Authorized Denomination are then Outstanding, for all purposes in connection with such redemption, each principal amount equal to the minimum Authorized Denomination shall be treated as though it were a separate Series 2014 B Bond of such series for purposes of selecting the specific Series 2014 B Bonds of such series to be redeemed, provided that no Series 2014 B Bond of such series shall be redeemed in part if the principal amount to be Outstanding following such partial redemption is not an applicable Authorized Denomination.

Notice of Redemption

In the event of any redemption of the Series 2014 B Bonds, either in whole or in part, notice of such redemption shall be sent by first class mail mailed, postage prepaid, at least thirty (30) days, but not more than sixty (60) days prior to the redemption date to the registered owners of any Series 2014 B Bonds or portions of Series 2014 B Bonds to be redeemed at their registered addresses and to Standard & Poor's and Moody's Investors Service or their respective successors, if any, in the manner and under the terms and conditions provided in the Resolution. As long as DTC remains the sole registered owner of the Series 2014 B Bonds, notice of redemption shall be sent to DTC as provided in the Resolution. Such mailing shall not be a condition precedent to such redemption and failure to mail any such notice shall not affect the validity of the proceedings for the redemption of any of the Series 2014 B Bonds. Notice of redemption having been given as aforesaid, the Series 2014 B Bonds or portions thereof so called for redemption shall become due and payable at the applicable redemption price herein provided, and from and after the date so fixed for redemption, interest on the Series 2014 B Bonds or portions thereof so called for redemption shall cease to accrue and become payable. Any failure of DTC to advise any DTC Participant, or of any DTC Participant or Indirect Participant to notify the beneficial owner of any such notice and its content or effect will not affect the validity of the redemption of the Series 2014 B Bonds called for redemption or of any other action premised on such notice. See "BOOK-ENTRY ONLY SYSTEM" herein.

Special Considerations Relating to the Series 2014 B Bonds

The Remarketing Agent is Paid By the Authority

The Remarketing Agent's responsibilities will include remarketing Series 2014 B Bonds that are mandatorily tendered by the registered owners or beneficial owners thereof (subject, in each case, to the terms of the Resolution and the Remarketing Agreement), all as further described in this Official Statement. The Remarketing Agent will be appointed by the Authority and paid by the Authority for its services. As a result, the interests of the Remarketing Agent may differ from those of the registered owners or beneficial owners of the Series 2014 B Bonds.

The Remarketing Agent May Purchase Series 2014 B Bonds for its Own Account

The Remarketing Agent will be permitted, but not obligated, to purchase tendered Series 2014 B Bonds for its own account and, in its sole discretion, may routinely acquire such tendered Series 2014 B Bonds in order to achieve a successful remarketing of the Series 2014 B Bonds (i.e., because there otherwise are not enough buyers to purchase the Series 2014 B Bonds) or for other reasons. However, the Remarketing Agent will not be obligated to purchase Series 2014 B Bonds, and may cease doing so at any time without notice. The Remarketing Agent may also make a market in the Series 2014 B Bonds by routinely purchasing and selling Series 2014 B Bonds other than in connection with a tender and remarketing. Such purchases and sales may be at or below par. However, the Remarketing Agent will not be required to make a market in the Series 2014 B Bonds. The Remarketing Agent may also sell any Series 2014 B Bonds it has purchased to one or more affiliated investment vehicles for collective ownership or enter into derivative arrangements with affiliates or others in order to reduce its exposure with respect to the Series 2014 B Bonds. The purchase of Series 2014 B Bonds by the Remarketing Agent may create the appearance that there is greater third party demand for the Series 2014 B Bonds in the market than is actually the case.

Series 2014 B Bonds May be Offered at Different Prices on Any Date

The Remarketing Agent may or may not be able to remarket Series 2014 B Bonds on a Mandatory Purchase Date at par and the Remarketing Agent may sell Series 2014 B Bonds at varying prices to different investors on such date or any other date. The Remarketing Agent is not obligated to advise purchasers in a remarketing if it does not have third party buyers for all of the Series 2014 B Bonds at the Purchase Price. In the event a Remarketing Agent owns any Series 2014 B Bonds for its own account, it may, in its sole discretion in a secondary market transaction outside the tender process, offer such Series 2014 B Bonds on any date, including any Mandatory Purchase Date, at a discount to par to some investors.

The Ability to Sell Series 2014 B Bonds May Be Limited

The Remarketing Agent may buy or sell Series 2014 B Bonds other than through the mandatory tender process under the Resolution. However, the Remarketing Agent is not obligated to do so and it may cease doing so at any time without notice. Pursuant to the Resolution, the registered owners or the beneficial owners of the Series 2014 B Bonds do not have the right to optionally tender their Series 2014 B Bonds for purchase through a tender process. Therefore, investors who purchase the Series 2014 B Bonds, whether in a remarketing or otherwise, should not assume that they will be able to sell their Series 2014 B Bonds other than through the mandatory tender process set forth in the Resolution.

The Remarketing Agent May Be Removed, Resign or Cease Remarketing

Without a successor being named under certain circumstances, the Remarketing Agent may be removed or have the ability to resign or cease its remarketing efforts, subject to the terms of the Remarketing Agreement.

BOOK-ENTRY ONLY SYSTEM

The information in this section has been obtained from DTC. DTC will act as securities depository for the Series 2014 B Bonds. The Series 2014 B Bonds will be issued as fully-registered securities 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 and, if applicable, interest rate within a maturity of the Series 2014 B Bonds in the aggregate principal amount of each such Series, maturity and, if applicable, interest rate within the Series 2014 B Bonds, 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. DTC 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"). DTC has Standard & Poor's rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission.

Purchases of Series 2014 B Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Series 2014 B Bonds on DTC's records. The ownership interest of each actual purchaser of each Series 2014 A 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 Series 2014 B 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 Series 2014 B Bonds, except in the event that use of the book-entry system for the Series 2014 B Bonds is discontinued.

To facilitate subsequent transfers, all Series 2014 B 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 Series 2014 B 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 Series 2014 B Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Series 2014 B 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 the Series 2014 B Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Series 2014 B Bonds, such as redemptions, tenders, defaults and proposed amendments to the Series 2014 B Bonds documents. For example, Beneficial Owners of the Series 2014 B Bonds may wish to ascertain that the nominee holding the Series 2014 B Bonds for their benefit has agreed to obtain and transmit notices to the Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the Trustee and request that copies of notices be provided directly to them.

Redemption notices shall be sent to DTC. If less than all of the Series 2014 B Bonds within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Series 2014 B Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the Authority 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 Series 2014 B Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Redemption proceeds and principal and interest payments on the Series 2014 B 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 securities 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, the Trustee, or the Authority, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds and principal and interest payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the 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 securities depository with respect to the Series 2014 B Bonds at any time by giving reasonable notice to the Authority or the Trustee. Under such circumstances, in the event that a successor securities depository is not obtained, Series 2014 B Bond certificates are required to be printed and delivered.

The Authority may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, Series 2014 B Bond certificates will be printed and delivered to DTC.

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

NEITHER THE AUTHORITY NOR THE TRUSTEE WILL HAVE ANY RESPONSIBILITY OR OBLIGATION, EITHER SINGULARLY OR JOINTLY, TO DTC PARTICIPANTS, TO INDIRECT PARTICIPANTS, OR TO ANY BENEFICIAL OWNER WITH RESPECT TO (I) THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC, ANY DTC PARTICIPANT, OR ANY INDIRECT PARTICIPANT; (II) ANY NOTICE THAT IS PERMITTED OR REQUIRED TO BE GIVEN TO THE HOLDERS OF THE SERIES 2014 B BONDS UNDER THE RESOLUTION; (III) THE PAYMENT BY DTC OR ANY DTC PARTICIPANT OR INDIRECT PARTICIPANT OF ANY AMOUNT WITH RESPECT TO THE PRINCIPAL OR INTEREST DUE WITH RESPECT TO THE SERIES 2014 B BONDS; (IV) ANY CONSENT GIVEN OR OTHER ACTION TAKEN BY DTC AS THE HOLDER OF THE SERIES 2014 B BONDS; OR (V) ANY OTHER MATTER.

THE AUTHORITY AND THE UNDERWRITERS CANNOT AND DO NOT GIVE ANY ASSURANCES THAT DTC OR DIRECT PARTICIPANTS OR INDIRECT PARTICIPANTS OF DTC WILL DISTRIBUTE TO THE BENEFICIAL OWNERS OF THE SERIES 2014 B BONDS: (1) PAYMENTS OF PRINCIPAL OF OR INTEREST OR REDEMPTION PREMIUM ON THE SERIES 2014 B BONDS; (2) CONFIRMATIONS OF THEIR OWNERSHIP INTERESTS IN THE SERIES 2014 B BONDS; OR (3) NOTICES SENT TO DTC OR CEDE & CO., ITS NOMINEE, AS THE REGISTERED OWNER OF THE SERIES 2014 B BONDS, OR THAT THEY WILL DO SO ON A TIMELY BASIS. THE AUTHORITY AND THE UNDERWRITERS CANNOT AND DO NOT GIVE ANY ASSURANCES THAT DTC, DIRECT PARTICIPANTS OR INDIRECT PARTICIPANTS WILL SERVE AND ACT IN THE MANNER DESCRIBED IN THIS OFFICIAL STATEMENT.

THE INFORMATION CONTAINED IN THIS OFFICIAL STATEMENT CONCERNING DTC AND ITS BOOK-ENTRY SYSTEM HAS BEEN OBTAINED FROM DTC, AND NEITHER THE AUTHORITY NOR THE UNDERWRITERS MAKE ANY REPRESENTATIONS AS TO THE COMPLETENESS OR THE ACCURACY OF SUCH INFORMATION OR AS TO THE ABSENCE OF MATERIAL ADVERSE CHANGES IN SUCH INFORMATION SUBSEQUENT TO THE DATE HEREOF.

THE REFUNDING PLAN

The Authority is issuing the Series 2014 B Bonds and using the proceeds thereof to provide funds required for the refunding of the Bonds to be Refunded. See "ESTIMATED SOURCES AND USES OF FUNDS" herein.

On August 4, 2014 (the "Redemption Date"), the proceeds of the Series 2014 B Bonds, together with other available funds of the Authority, will be applied by the Trustee to pay the Redemption Price of and interest on the Bonds to be Refunded, and, thereafter, such Bonds to be Refunded will no longer be Outstanding under the Resolution and will no longer have the benefit of the pledge of and lien on the Pledged Revenues under the Resolution.

SECURITY FOR THE BONDS

General

The Series 2014 B Bonds will be entitled to the benefit and security of the Resolution.

The Series 2014 B Bonds will be on a parity as to payment and security with all other currently Outstanding Bonds and any other Bonds hereafter issued under the Resolution, and with the Authority's reimbursement and payment obligations under certain Credit Facilities and Qualified Swaps, and will be secured by a lien on and pledge of Pledged Revenues under the Resolution.

Pledge of Revenues and Funds

The Resolution pledges to the payment of all Bonds (including the Series 2014 B Bonds) and any provider under a Credit Facility and a Qualified Swap Agreement, (i) the proceeds of the sale of the Bonds (including the Series 2014 B Bonds), (ii) all Pledged Revenues, and (iii) all amounts on deposit in Funds established by the Resolution (other than amounts derived from any Federal or State grants and certain other grants and except as otherwise provided in the Resolution). The pledge and lien created may be modified by a Series Resolution or Supplemental Resolution to provide for a pledge of amounts on deposit in certain funds and accounts, which amounts are provided from proceeds of Bonds issued pursuant to such Series Resolution or Supplemental Resolution, superior to the pledge of such funds and accounts and such proceeds for other Bonds. For purposes of the Resolution, Pledged Revenues include (i) all tolls, revenues, fees, rents, charges and other income and receipts derived from the operation of the Turnpike System; (ii) the proceeds of business interruption insurance relating to the Turnpike System and other insurance which insures against loss of Turnpike Revenues; (iii) amounts deposited in the Revenue Fund derived from amounts in the Construction Fund, Special Project Reserve Fund or General Reserve Fund; (iv) other revenues of the Authority, including, but not limited to, payments under Qualified Swap Agreements to the extent specifically pledged pursuant to one or more Series Resolutions, and the cash subsidy payments to be received by the Authority from the United States Treasury in connection with the interest payable on the Series 2009 F Bonds and the Series 2010 A Bonds (collectively, the "Subsidy Payments"); and (v) investment income on amounts in the funds and accounts held under the Resolution and deposited in the Revenue Fund.

Toll Covenant

The Authority has covenanted in the General Bond Resolution to fix, charge and collect tolls for the use of the Turnpike System in amounts so that, in each calendar year, the Net Revenues shall at least equal the Net Revenue Requirement for such year.

For purposes of the Resolution, Net Revenues (calculated for any period of time) are defined as Pledged Revenues for such period less Operating Expenses for such period, and the Net Revenue

Requirement (calculated for any period of time) is defined as an amount equal to the greater of (i) the sum of the Aggregate Debt Service, Maintenance Reserve Payments, Special Project Reserve Payments and payments, if any, to the Charges Fund for such period or (ii) 1.20 times the sum of the Aggregate Debt Service for such period (excluding, for purposes of clause (ii) only, any payments due and payable by the Authority under any Qualified Swap Agreement upon an early termination thereof). Aggregate Debt Service is, for any calendar year, the sum of interest (net of any capitalized interest) and Principal Installments (which include Sinking Fund Installments) for the Bonds and all payments due by the Authority under Qualified Swap Agreements for such period.

On or before December 1 of each year, the Authority is required to review its financial condition in order to estimate and determine whether the Net Revenue Requirement for such year and for the following year can be satisfied. The Authority is required to file with the Trustee on or before December 20 of each year a certified copy of its resolution making such determination, together with a statement of the actual and estimated Pledged Revenues, Operating Expenses, Aggregate Debt Service, Maintenance Reserve Payments and Special Project Reserve Payments and the other estimates and assumptions upon which such determination was based, which must take into consideration the cost of completion of any uncompleted Projects and the issuance of future Series of Bonds, if necessary, to finance the completion of such Projects. If the Authority determines that Pledged Revenues may be insufficient, the Authority is required to (i) cause its Traffic Engineer to make a study for the purpose of recommending a schedule of tolls which, in the opinion of the Traffic Engineer, will cause sufficient Pledged Revenues to be collected in the following year to comply with the toll covenant and will provide additional Pledged Revenues to be collected in such following year and later years to eliminate any deficiency at the earliest practicable time, and (ii) as promptly as practicable but no later than the next April 1, adopt and place in effect the schedule of tolls recommended by the Traffic Engineer.

Failure to comply with the toll covenant described above will not constitute an Event of Default under the Resolution if the Traffic Engineer is of the opinion that a toll schedule that will comply with such toll covenant is impracticable at that time, and the Authority establishes a schedule of tolls which is recommended by the Traffic Engineer to comply as nearly as practicable with the toll covenant.

Pursuant to the Act, whenever the Authority desires to increase the tolls on the Turnpike and/or the Parkway, it is required to hold a public hearing on such toll increase at least 45 days prior to the date on which such toll increase is proposed to become effective. In addition, the resolution or other action of the Authority authorizing such toll increase cannot be adopted or otherwise made effective without the prior written approval of the Governor and the Treasurer of the State and the Governor has the right to veto such resolution or other action of the Authority within a 10-day period after the minutes of the Authority meeting at which such resolution was adopted or other action taken are delivered to the Governor. The Act further provides that the powers conferred upon the Governor and the Treasurer of the State described above shall be exercised with due regard for the rights of the holders of bonds of the Authority at any time outstanding, and nothing in, or done pursuant to, the Act shall in any way limit, restrict or alter the obligation or powers of the Authority or any representative or officer of the Authority to carry out and perform in every detail each and every covenant, agreement or contract at any time made or entered into by or on behalf of the Authority with respect to its bonds or for the benefit, protection or security of the holders thereof. See "THE AUTHORITY – Certain Powers" herein.

The Authority has increased tolls on the Turnpike seven times since its opening in 1951. The effective dates of those increases were March 23, 1975, April 1, 1980, March 17, 1991, September 30, 2000, January 1, 2003, December 1, 2008 and January 1, 2012. Tolls on the Parkway have increased only three times since its opening in 1950. The first increase went into effect April 15, 1989, the second increase took effect December 1, 2008 and the third took effect on January 1, 2012. See "THE AUTHORITY – Certain Powers" and "THE AUTHORITY – Existing Toll Rates and Schedule" herein.

As permitted by the Resolution, from time to time in the past (most recently in fiscal year 2008), the Authority has withdrawn amounts from the General Reserve Fund and deposited such amounts in the Revenue Fund in order to comply with the toll covenant described above.

Flow of Funds

The General Bond Resolution creates and establishes various Funds and provides that the Pledged Revenues shall be deposited into such Funds in the amounts and in the order of priority set forth in the General Bond Resolution. The following chart illustrates and generally describes the provisions of the General Bond Resolution governing the deposit and application of the Pledged Revenues to the various Funds created and established under the General Bond Resolution:

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Pledged Revenues

Revenue Fund

The Authority covenants in the General Bond Resolution (a) to deposit promptly all Pledged Revenues to the credit of the Revenue Fund, which is held by the Authority, (b) to pay reasonable and necessary Operating Expenses out of the Revenue Fund and retain in the Revenue Fund reasonable and necessary amounts for working capital and reserves for Operating Expenses, including expenses which do not recur annually, provided that the total amount of such working capital and reserves held at any time shall not exceed ten percent (10%) of the amount appropriated by the Authority's Annual Budget for Operating Expenses for the then current year, and (c) to apply on or before the twentieth (20^{th}) day of each month the balance of moneys in the Revenue Fund in the following amounts and order of priority:

Debt Service Fund

(1) to the Debt Service Fund, which is held by the Trustee, the amount necessary so that the balance in such Fund shall equal the Accrued Debt Service as of the date of such deposit;

Debt Reserve Fund

(2) to the Debt Reserve Fund, which is held by the Trustee, the amount, if any, necessary so that the balance in such Fund shall equal the Debt Reserve Requirement, provided that any deficiency in the Debt Reserve Fund shall be fully replenished within one year from the date the balance in the Debt Reserve Fund first falls below the Debt Reserve Requirement;

Charges Fund

(3) to the Charges Fund, which is held by the Authority, the amount necessary so that the balance in such Fund shall equal the sum of all amounts accrued or due and payable by the Authority as fees and charges under any Standby Agreement or Remarketing Agreement or to any Tender Agent during such month, but only to the extent that the Authority has determined that such amounts shall not be paid as Operating Expenses;

Maintenance Reserve Fund

(4) to the Maintenance Reserve Fund, which is held by the Authority, an amount equal to one-twelfth of the amount provided in the Annual Budget for Maintenance Reserve Payments during the then current calendar year, provided that if any such monthly allocation to such Fund shall be less than the required amount, the deficiency shall be included in the next succeeding monthly deposit to such Fund;

Special Project Reserve Fund

(5) to the Special Project Reserve Fund, which is held by the Authority, an amount equal to one-twelfth of the amount provided in the Annual Budget for Special Project Reserve Payments during the then current calendar year; and

General Reserve Fund

(6) to the General Reserve Fund, which is held by the Authority, the balance remaining in the Revenue Fund after making all of the above deposits, to be used for any corporate purpose of the Authority. See "SECURITY FOR THE BONDS – Agreements with the State," "Feeder Road Payments" and "Potential Future Authority Payments for Non-Turnpike System Purposes" herein.

Debt Reserve Fund

The Resolution establishes a Debt Reserve Fund for all Bonds issued thereunder, including the Series 2014 B Bonds, and for the benefit of the provider of any Credit Facility or any Qualified Swap Agreement. There is required to be on deposit in the Debt Reserve Fund an amount equal to the Debt Reserve Requirement for all Bonds then Outstanding under the Resolution (including the Series 2014 B Bonds), provided that any deficiency in the Debt Reserve Fund shall be fully replenished within one year from the date the balance in the Debt Reserve Fund first falls below the Debt Reserve Requirement.

For purposes of the Resolution, the Debt Reserve Requirement is equal to the maximum amount of interest accruing on Bonds Outstanding in the then current or any future calendar year (including, for these purposes, the incremental accreted value for any such year for capital appreciation Bonds and interest calculated at the fixed rate established in the Resolution for any Bonds bearing interest at a variable rate). The Debt Reserve Requirement is calculated without consideration of any interest rate subsidy payments the Authority may receive from the United States Treasury in connection with its Series 2009 F Bonds and Series 2010 A Bonds. In calculating the Debt Reserve Requirement, interest on variable rate Bonds swapped to a fixed rate is assumed to be paid at the applicable fixed swap rate. In addition, in calculating the Debt Reserve Requirement, interest on the $5,000,000 unhedged portion of the Outstanding Turnpike Revenue Bonds, Series 2009 A, is taken into account at the Maximum Rate under the Resolution, which is 12%.

The Debt Reserve Requirement is $562,787,806, all of which has been funded with proceeds of certain prior Authority Bond issuances and other available funds of the Authority.

Agreements with the State

The Authority and the State have entered into two separate agreements, one dated as of March 27, 2000 (the "State Agreement") and the other dated as of September 30, 2011 (the "State Transportation Projects Funding Agreement" and, collectively, the "State Agreements") pursuant to which the Authority has agreed to make annual payments to the State. The obligation of the Authority to make any such payments is limited to the amounts on deposit in the General Reserve Fund which are legally available to be used by the Authority for such purposes and is subject and subordinate in all respects to the pledge created under the Resolution. Pursuant to the State Agreement, the Authority has agreed to make annual payments to the State in the amount of $22,000,000 until all of the obligations of the New Jersey Transportation Trust Fund Authority as set forth in the New Jersey Transportation Trust Fund Authority Act, constituting Chapter 108 of the Laws of New Jersey of 1995, are paid or such payment has been provided for. Payments made by the Authority pursuant to the State Agreement are to be used by the State to provide for the development of State transportation projects. Pursuant to the State Transportation Projects Funding Agreement, the Authority has agreed to make payments to the State, for the development of State transportation purposes, in the amount of $331,000,000 in 2012, $324,000,000 for each of the years 2013 through and including 2015, and $162,000,000 in 2016. The agreement expires on June 30, 2016. There can be no assurance that the Authority will not be requested to modify, accelerate and/or make additional payments to the State before or after the expiration of the State Transportation Projects Funding Agreement. Any such payments to the State would be paid from legally available amounts on deposit in the General Reserve Fund and will be subject and subordinate in all respects to the pledge created under the Resolution.

As of the date of this Official Statement, the Authority has made all required payments under the State Agreements.

Feeder Road Payments

The Authority has also entered into an agreement with the New Jersey Department of Transportation ("DOT" or "NJDOT") (the "Feeder Road Maintenance Agreement") whereby the Authority has agreed to make payments of $8,001,000 per year (the "Feeder Road O&M Payments") to the DOT to reimburse the DOT for the costs of reconstruction, maintenance and repair of certain roadways which the DOT owns and operates and which constitute "feeder roads" to the Turnpike System for purposes of the Act and the Resolution. Pursuant to the Feeder Road Maintenance Agreement, the DOT has agreed to maintain the feeder roads in a state of good repair sufficient to support the safe and efficient access and egress onto the Turnpike and the Parkway. The original term of the Feeder Road Maintenance Agreement ran from January 1, 2009 to June 30, 2010. However, the term of the Feeder Road Maintenance Agreement has been extended annually with a current expiration date of June 30, 2014. At its May 28, 2014 Board of Commissioners meeting, the Authority approved the extension of the term of the Feeder Road Maintenance Agreement to June 30, 2015. The Authority anticipates that, thereafter, the term of the Feeder Road Maintenance Agreement will be extended and it will be required to continue to make annual Feeder Road O&M Payments to the DOT. The obligation of the Authority to make the Feeder Road O&M Payments to the DOT is limited to the amounts on deposit in the General Reserve Fund which are legally available to be used by the Authority for such purposes and is subject and subordinate in all respects to the pledge created under the Resolution. As of the date of this Official Statement, the Authority has made all of the Feeder Road O&M Payments required to be made pursuant to the Feeder Road Maintenance Agreement.

The Authority's Board of Commissioners has authorized the execution of a memorandum of agreement (the "North Avenue Corridor Project Agreement") by and among the Authority, the Port Authority of New York & New Jersey (the "Port Authority"), the DOT, the City of Elizabeth, New Jersey and the County of Union, New Jersey, pursuant to which the Authority will be obligated to contribute $45,000,000 toward the costs of construction of various roadway improvements along North Avenue in the City of Elizabeth, New Jersey in the vicinity of Interchange 13A on the Turnpike (the "North Avenue Corridor Project"). The North Avenue Corridor Project will constitute a "feeder road" to the Turnpike System for purposes of the Act and the Resolution and the total cost of the North Avenue Corridor Project is anticipated to be approximately $153,000,000. Pursuant to the North Avenue Corridor Project Agreement, the Authority will be obligated to make payments to the Port Authority in the amount of approximately $4,500,000 per year for 10 years (collectively, the "North Avenue Corridor Project Payments") in order to reimburse the Port Authority for the Authority's share of the costs of the North Avenue Corridor Project. The obligation of the Authority to make the North Avenue Corridor Project Payments will be limited to the amounts on deposit in the General Reserve Fund which are legally available to be used by the Authority for such purposes and will be subject and subordinate in all respects to the pledge created under the Resolution. The definitive final terms and conditions of the North Avenue Corridor Project Agreement are currently in the process of being drafted and negotiated and no North Avenue Corridor Project Payments have been made by the Authority to date.

Potential Future Authority Payments for Non-Turnpike System Purposes

There can be no assurance that the Authority will not be requested to make future payments to the State in connection with State transportation purposes. Any such payments to the State would be paid from legally available amounts on deposit in the General Reserve Fund and would be subject and subordinate in all respects to the pledge created under the Resolution.

Additional Indebtedness

The Authority may issue Non-Refunding Bonds and Refunding Bonds under the General Bond Resolution on a parity with Outstanding Bonds and the Authority's obligations under any Qualified Swap Agreement and Credit Facility upon satisfaction of the requirements described below and in Appendix D hereto under the captions "Issuance of Non-Refunding Bonds" and "Issuance of Refunding Bonds".

Issuance of Non-Refunding Bonds

One or more Series of Non-Refunding Bonds may be issued for the purpose of (i) paying the Costs of Construction of a Project, and (ii) raising funds to complete any Project for which Non-Refunding Bonds were issued pursuant to clause (i) above, subject to the following conditions and tests, among others:

(1) The Net Revenues for any period of twelve (12) consecutive calendar months (reflecting any adjustment in toll rates made at any time during such period as if such toll rates were effective since the beginning of such period) out of the preceding twenty-four (24) calendar months equal or exceed the Net Revenue Requirement for such twelve (12) months without regard to the Bonds to be issued;

(2) The estimated Net Revenues for the then current and each future calendar year to and including the fifth full calendar year after the estimated date when the Project will be placed in service equal or exceed the Net Revenue Requirement for each such year and Net Revenues in the fifth such calendar year equal or exceed future maximum Aggregate Debt Service in any year; and

(3) There will be deposited (i) in the Debt Reserve Fund the amount, if any, necessary so that the balance in such fund equals the Debt Reserve Requirement, calculated immediately after delivery of such Non-Refunding Bonds, (ii) in any other Fund the amount required by the Resolution, and (iii) in the Construction Fund for the Project specified by the applicable Series Resolution the remaining balance.

For the purposes of the above tests, the estimated Net Revenues are to be based on estimates by the Traffic Engineer of Turnpike Revenues and estimates by the Consulting Engineer of Operating Expenses and are to give effect to the construction of the Project for which such Bonds are being issued and any other uncompleted Project. The estimates of the Traffic Engineer are to reflect the effect of the construction, improvement or acquisition of any highway or other facility which any Federal, State or other agency is then projecting or planning and which, in its opinion, may be materially competitive with any part of the Turnpike System.

The Capital Improvement Program was approved in 2008 and currently provides for the expenditure by the Authority of an aggregate amount in excess of $7,000,000,000 through the end of calendar year 2018 to fund numerous capital improvements to the Turnpike System, including, without limitation, the widening of certain sections of both the Turnpike and the Parkway. The Authority anticipates issuing several additional Series of Non-Refunding Bonds under the Resolution over the next several years, aggregating in excess of $1,900,000,000, in order to fund the remaining costs of the Capital Improvement Program, make deposits into the Debt Reserve Fund, provide for capitalized interest on such Non-Refunding Bonds and pay the costs of issuance required in connection with the issuance of such Non-Refunding Bonds. See "THE AUTHORITY – Capital Improvement Program" herein.

Issuance of Refunding Bonds

One or more Series of Refunding Bonds may be issued to refund (i) any or all Outstanding Bonds of one or more Series or maturities within a Series or Bonds within a maturity or (ii) any Variable Rate Debt, Commercial Paper or Subordinated Indebtedness.

Bonds may be issued to refund Outstanding Bonds only if, among other conditions, (i) either the Authority meets the tests described above under "Issuance of Non-Refunding Bonds" or Aggregate Debt Service is not increased for any calendar year as a result of such refunding, and (ii) there shall be in effect a Qualified Swap with respect to the Bonds to be refunded and such Qualified Swap shall be terminated upon the date such Refunding Bonds are issued, and moneys in an amount sufficient to make the payment, if any, due by the Authority under such Qualified Swap upon such termination are deposited with the Trustee.

The issuance of Bonds to refund Variable Rate Debt, Commercial Paper or Subordinated Indebtedness is subject to substantially the same conditions and tests referred to above under "Issuance of Non-Refunding Bonds".

The Series 2014 B Bonds are being issued as Refunding Bonds pursuant to the Resolution. The Resolution also authorizes, among other things, the issuance of Refunding Bonds to refund the Authority's Outstanding Turnpike Revenue Bonds, Series 2009 A. Such Refunding Bonds may be issued by the Authority at any time in the future depending upon market conditions and other relevant factors. In addition, the Authority anticipates issuing its Turnpike Revenue Bonds, Series 2014 C (the "Series 2014 C Bonds") as Refunding Bonds for the purposes of (i) providing funds required for the refunding and defeasance of a portion of the Authority's outstanding Turnpike Revenue Refunding Bonds, Series 2005 A and (ii) paying the costs of issuance of the Series 2014 C Bonds. The Series 2014 C Bonds are expected to be priced in August, 2014 and issued in October, 2014. The Series 2014 C Bonds are being issued by the Authority to provide debt service savings.

Subordinated Indebtedness

The Authority is also authorized to incur Subordinated Indebtedness under the General Bond Resolution. Such Subordinated Indebtedness is a special and limited obligation of the Authority, subject, subordinated and junior in all respects to the lien and pledge created by the Resolution in favor of all Bonds, certain Credit Facilities and Qualified Swaps. Subordinated Indebtedness is payable under the Resolution solely from amounts on deposit in the General Reserve Fund established under the Resolution that may be available from time to time to pay principal of and/or interest on Subordinated Indebtedness.

INTEREST RATE SWAP AGREEMENTS

Authority Payment Obligations under Qualified Swap Agreements

The Authority's respective fixed and termination payment obligations under its current Qualified Swap Agreements described below are secured by the pledge under the Resolution, and are payable from amounts deposited in the Debt Service Fund equally and ratably, and on parity with the payment of principal of and interest on Bonds and certain Credit Facilities.

Based upon the current ratings of the applicable Bonds, the Authority is currently not required to post collateral under any of its Qualified Swap Agreements. With respect to all Qualified Swap Agreements, other than the Series 2011 Swap Agreements and the Series 2013 E Swap Agreement, the rating on the applicable Bonds would have to drop below either Baa2 from Moody's (as hereinafter defined) or below BBB from S&P (as hereinafter defined), for any collateral posting requirements to be imposed upon the Authority under such agreements. With respect to the Series 2011 Swap Agreements only, the rating on the applicable Series of Series 2011 Bonds would have to drop below A2 from Moody's, below A from S&P and below A from Fitch (as hereinafter defined) for any collateral posting requirements to be imposed upon the Authority under such agreements. With respect to the Series 2013 E Swap Agreement only, the rating on the Series 2013 E Bonds would have to drop below A2 from Moody's, below A from S&P and below A from Fitch for any collateral posting requirements to be imposed upon the Authority under such agreement.

Each of the Authority's current Qualified Swap Agreements provides that an automatic, immediate termination of such Agreement shall take place upon the occurrence of the dissolution, bankruptcy, insolvency, liquidation or any similar related events involving or related to the Authority's counterparty under such Agreement. If a Qualified Swap Agreement is automatically and immediately terminated as a result of any such event and the fair value of such Qualified Swap Agreement is negative to the Authority on the date of such automatic immediate termination, the Authority could be obligated to make a substantial termination payment to the counterparty.

In connection with each of its Qualified Swap Agreements, the Authority has the option to terminate all or part of such Qualified Swap Agreements at any time. In the event that any Qualified Swap Agreement terminates prior to its stated termination date (including any optional termination by the Authority), either the Authority or the respective Counterparty will be required to make a termination payment to the other party. The party required to make such payment and the amount thereof will be determined by market conditions at the time of such early termination.

No financial or other information has been authorized to be provided herein with respect to any Counterparty. There can be no assurance that any Counterparty will pay or perform its obligations under its respective Qualified Swap Agreement in accordance with the terms thereof, or that such Counterparty will be able to pay any termination payment which it may be required to pay upon the occurrence of certain events of default or termination events under its respective Qualified Swap Agreement.

The following chart summarizes some of the material provisions of each of the Authority's current Qualified Swap Agreements. It is not intended to be a complete description of all of the material terms and provisions of each of those Agreements. See "APPENDIX A – FINANCIAL STATEMENTS OF THE AUTHORITY FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012 WITH INDEPENDENT AUDITORS' REPORT THEREON – Management's Discussion and Analysis – Debt Administration – 2013-2012" and "- Notes to Financial Statement – Note 7" for information about the various risks associated with the Authority's Qualified Swap Agreements and the status of such Qualified Swap Agreements.

Swap Agreement/ Related Series of Bonds	Notional Amount	Termination Date	Rate Paid by Authority	Rate Received by Authority	Counterparty	Fair Value[(1)] (as of May 31, 2014)
Series 2000 B-G	$240,000,000	1/1/2030	4.3120%	64.459% 5-Yr. LIBOR	Morgan Stanley Capital Services Inc.	$(49,381,943)
Series 2000 B-G	160,000,000	1/1/2030	4.3120	64.459% 5-Yr. LIBOR	Wells Fargo Bank, N.A. [(3)]	(33,407,820)
Series 2009 A	87,500,000	1/1/2024	3.1140	Lesser of (a) 63% LIBOR + 20 bp or (b) actual interest rate [(2)]	Morgan Stanley Capital Services Inc.	(9,760,444)
Series 2009 B	50,000,000	1/1/2024	3.2940	Lesser of (a) 63% LIBOR + 20 bp or (b) actual interest rate [(2)]	Barclays Bank PLC	(6,161,431)
Series 2011 A[(3)]	75,000,000	1/1/2024	3.4486	Lesser of (a) 63% LIBOR + 20 bp or (b) actual interest rate [(4)]	Morgan Stanley Capital Services Inc.	(10,739,726)
Series 2011 B[(3)]	50,000,000	1/1/2024	3.4486	Lesser of (a) 63% LIBOR + 20 bp or (b) actual interest rate [(4)]	Citibank, N.A.	(7,238,142)
Series 2012 G	43,750,000	1/1/2024	3.3999	75% of LIBOR	Barclays Bank PLC	(5,452,894)
Series 2013 B	100,000,000	1/1/2018	5.5728	75% of LIBOR	Barclays Bank PLC	(15,562,471)
Series 2013 C-1	121,000,000	1/1/2018	5.6346	SIFMA	Barclays Bank PLC	(19,275,009)
Series 2013 C-2	150,000,000	1/1/2018	5.6089	SIFMA	Barclays Bank PLC	(23,776,245)
Series 2013 D	225,000,000	1/1/2024	3.4486	73.2% of LIBOR	Wells Fargo Bank, N.A.[(5)]	(32,482,968)
Series 2013 E	150,000,000	1/1/2024	3.4486	Lesser of (a) 63% LIBOR + 20 bp or (b) actual interest rate [(4)]	Morgan Stanley Capital Services Inc.	(21,714,341)
Series 2013 G	43,750,000	1/1/2024	3.4035	75% of LIBOR	Barclays Bank PLC	(5,462,996)

(1) Provided by the Authority's Financial Advisor; includes accrued interest.

(2) After January 1, 2016, the floating interest rate will change to 63% of LIBOR plus 0.20%.

(3) In connection with the issuance of the Series 2014 B Bonds, the Series 2011 Swap Agreements (as hereinafter defined) are expected to be reidentified with one or more sub-Series of the Series 2014 B Bonds and will continue to constitute Qualified Swaps under the Resolution. The Authority may amend the Series 2011 Swap Agreements so that the floating interest rate(s) received by the Authority under the Series 2011 Swap Agreements more closely match the floating interest rates on the Series 2014 B Bonds.

(4) Under the current terms of the Series 2011 Swap Agreements, after January 1, 2015, the floating interest rate will change to 63% of LIBOR plus 0.20%. However, the Authority may amend the terms of the Series 2011 Swap Agreements as described in Footnote 3 above.

(5) Former Counterparty was UBS AG. Swap Agreement was novated to Wells Fargo Bank, N.A. in 2013.

Series 2000 B-G Swap Agreements

In connection with its $400,000,000 Turnpike Revenue Bonds, Series 2000 B, Series 2000 C, Series 2000 D, Series 2000 E, Series 2000 F and Series 2000 G (collectively, the "Series 2000 B-G Bonds"), the Authority entered into two Interest Rate Swap Agreements hedging the interest rate on those Bonds with MSCS, guaranteed by Morgan Stanley & Co. LLC, and UBS AG. In 2013, the agreement with UBS AG was novated to Wells Fargo Bank, N.A. Interest Rate Swap Agreements with respect to the Series 2000 B-G Bonds (collectively, the "Series 2000 B-G Swap Agreements") currently exist with the following Counterparties in the following notional amounts:

Counterparty	Notional Amount
MSCS, guaranteed by Morgan Stanley & Co. LLC	$240,000,000
Wells Fargo Bank, N.A.	160,000,000
	$400,000,000

The methods of determining the floating interest rates payable in any period by each Counterparty under the Series 2000 B-G Swap Agreements are meant to closely approximate the methods of determining the floating interest rate payable in such period by the Authority for the Series 2000 B-G Bonds. However, there can be no assurance that the floating amounts received in any period by the Authority under the Series 2000 B-G Swap Agreements will be sufficient to pay the interest accruing on the Series 2000 B-G Bonds during such period.

The Series 2000 B-G Swap Agreements will terminate on January 1, 2030, unless terminated sooner in accordance with their respective terms. As calculated by the Authority's Financial Advisor, as of May 31, 2014, the Series 2000 B-G Swap Agreement with MSCS had a negative fair value (including accrued interest) to the Authority of approximately $49,381,943. As calculated by the Authority's Financial Advisor, as of May 31, 2014, the Series 2000 B-G Swap Agreement with Wells Fargo Bank, N.A. had a negative fair value (including accrued interest) to the Authority of approximately $33,407,820.

Series 2009 Swap Agreements

In connection with its $142,500,000 Turnpike Revenue Bonds, Series 2009 A and Series 2009 B (collectively, the "Series 2009 Bonds"), the Authority entered into two separate Interest Rate Swap Agreements hedging the interest rate on those Bonds (collectively, the "Series 2009 Swap Agreements") with the following Counterparties in the following notional amounts:

Counterparty	Notional Amount
MSCS, guaranteed by Morgan Stanley & Co. LLC	$ 87,500,000
Barclays Bank PLC	50,000,000
	$137,500,000

The methods of determining the floating interest rates payable in any period by each Counterparty under the Series 2009 Swap Agreements are meant to closely approximate the methods of determining the floating interest rate payable in such period by the Authority for the Series 2009 Bonds. However, there can be no assurance that the floating amounts received in any period by the Authority under the Series 2009 Swap Agreements will be sufficient to pay the interest accruing on the Series 2009 Bonds during such period.

The Series 2009 Swap Agreements will terminate on January 1, 2024, unless terminated sooner in accordance with their respective terms. As calculated by the Authority's Financial Advisor, as of May 31, 2014, the Series 2009 Swap Agreement with MSCS had a negative fair value (including accrued interest) to the Authority of approximately $9,760,444 and the Series 2009 Swap Agreement with Barclays Bank PLC had a negative fair value (including accrued interest) to the Authority of approximately $6,161,431.

Series 2011 Swap Agreements

In connection with its $75,000,000 Turnpike Revenue Bonds, Series 2011 A (the "Series 2011 A Bonds") and $50,000,000 Turnpike Revenue Bonds, Series 2011 B (the "Series 2011 B Bonds" and, together with the Series 2011 A Bonds, the "Series 2011 Bonds"), the Authority reidentified then-existing Interest Rate Swap Agreements in order to hedge the interest rate on those Bonds (collectively, the "Series 2011 Swap Agreements"). The Series 2011 Swap Agreements are with the following Counterparties in the following notional amounts:

Counterparty	Notional Amount
MSCS, guaranteed by Morgan Stanley & Co. LLC	$ 75,000,000
Citibank, N.A.	50,000,000
	$125,000,000

The methods of determining the floating interest rates payable in any period by each Counterparty under the Series 2011 Swap Agreements are meant to closely approximate the methods of determining the floating interest rate payable in such period by the Authority for the Series 2011 Bonds. However, there can be no assurance that the floating amounts received in any period by the Authority under the Series 2011 Swap Agreements will be sufficient to pay the interest accruing on the Series 2011 Bonds during such period.

The Series 2011 Swap Agreements will terminate on January 1, 2024, unless terminated sooner in accordance with their respective terms. As calculated by the Authority's Financial Advisor, as of May 31, 2014, the Series 2011 Swap Agreement with MSCS had a negative fair value (including accrued interest) to the Authority of approximately $10,739,726 and the Series 2011 Swap Agreement with Citibank, N.A. had a negative fair value (including accrued interest) to the Authority of approximately $7,238,142.

In connection with the issuance of the Series 2014 B Bonds, the Series 2011 Swap Agreements are expected to be reidentified with one or more sub-Series of the Series 2014 B Bonds and will continue to constitute Qualified Swaps under the Resolution. In addition, the Authority may amend the Series 2011 Swap Agreements so that the floating interest rate(s) received by the Authority under the Series 2011 Swap Agreements more closely match the floating interest rates on the Series 2014 B Bonds.

Series 2012 G Swap Agreement

In connection with its $43,750,000 Turnpike Revenue Bonds, Series 2012 G (the "Series 2012 G Bonds"), the Authority reidentified a then-existing Interest Rate Swap Agreement in order to hedge the interest rate on those Bonds (the "Series 2012 G Swap Agreement") with Barclays Bank PLC in the notional amount of $43,750,000.

The method of determining the floating interest rates payable in any period by the Authority on the Series 2012 G Bonds exactly matches the method of determining the floating interest rate payable in such period by the Counterparty under the Series 2012 G Swap Agreement.

The Series 2012 G Swap Agreement will terminate on January 1, 2024 (the final maturity date of the Series 2012 G Bonds), unless terminated sooner in accordance with its terms. As calculated by the Authority's Financial Advisor, as of May 31, 2014, the Series 2012 G Swap Agreement had a negative fair value (including accrued interest) to the Authority of approximately $5,452,894.

Series 2013 B Swap Agreement

In connection with its $100,000,000 Turnpike Revenue Bonds, Series 2013 B (the "Series 2013 B Bonds"), the Authority reidentified a then-existing Interest Rate Swap Agreement in order to hedge the interest rate on those Bonds (the "Series 2013 B Swap Agreement") with Barclays Bank PLC in the notional amount of $100,000,000.

The method of determining the floating interest rate payable in any period by the Authority on the Series 2013 B Bonds exactly matches the method of determining the floating interest rate payable in such period by the Counterparty under the Series 2013 B Swap Agreement.

The Series 2013 B Swap Agreement will terminate on January 1, 2018 (the final maturity date of the Series 2013 B Bonds), unless terminated sooner in accordance with its terms. As calculated by the Authority's Financial Advisor, as of May 31, 2014, the Series 2013 B Swap Agreement had a negative fair value (including accrued interest) to the Authority of approximately $15,562,471.

Series 2013 C-1 Swap Agreement

In connection with its $121,000,000 Turnpike Revenue Bonds, Series 2013 C-1 (the "Series 2013 C-1 Bonds"), the Authority reidentified a then-existing Interest Rate Swap Agreement in order to hedge the interest rate on those Bonds (the "Series 2013 C-1 Swap Agreement") with Barclays Bank PLC in the notional amount of $121,000,000.

The method of determining the floating interest rate payable in any period by the Authority on the Series 2013 C-1 Bonds exactly matches the method of determining the floating interest rate payable in such period by the Counterparty under the Series 2013 C-1 Swap Agreement.

The Series 2013 C-1 Swap Agreement will terminate on January 1, 2018 (the final maturity date of the Series 2013 C-1 Bonds) unless terminated sooner in accordance with its terms. As calculated by the Authority's Financial Advisor, as of May 31, 2014, the Series 2013 C-1 Swap Agreement had a negative fair value (including accrued interest) to the Authority of approximately $19,275,009.

Series 2013 C-2 Swap Agreement

In connection with its $150,000,000 Turnpike Revenue Bonds, Series 2013 C-2 (the "Series 2013 C-2 Bonds"), the Authority reidentified a then-existing Interest Rate Swap Agreement in order to hedge the interest rate on those Bonds (the "Series 2013 C-2 Swap Agreement") with Barclays Bank PLC in the notional amount of $150,000,000.

The method of determining the floating interest rate payable in any period by the Authority on the Series 2013 C-2 Bonds exactly matches the method of determining the floating interest rate payable in such period by the Counterparty under the Series 2013 C-2 Swap Agreement.

The Series 2013 C-2 Swap Agreement will terminate on January 1, 2018 (the final maturity date of the Series 2013 C-2 Bonds), unless terminated sooner in accordance with its terms. As calculated by the Authority's Financial Advisor, as of May 31, 2014, the Series 2013 C-2 Swap Agreement had a negative fair value (including accrued interest) to the Authority of approximately $23,776,245.

Series 2013 D Swap Agreement

In connection with its $225,000,000 Turnpike Revenue Bonds, Series 2013 D (the "Series 2013 D Bonds"), the Authority reidentified a then-existing Interest Rate Swap Agreement with UBS AG in order to hedge the interest rate on those Bonds (the "Series 2013 D Swap Agreement") with Wells Fargo Bank, N.A. in the notional amount of $225,000,000.

The method of determining the floating interest rate payable by the Counterparty under the Series 2013 D Swap Agreement is meant to closely approximate the method of determining the floating interest rate payable by the Authority for the Series 2013 D Bonds. However, there can be no assurance that the floating amounts received in any period by the Authority under the Series 2013 D Swap Agreement will be sufficient to pay the interest accruing on the Series 2013 D Bonds during such period.

The Series 2013 D Swap Agreement will terminate on January 1, 2024 (the final maturity date of the Series 2013 D Bonds), unless terminated sooner in accordance with its terms. As calculated by the Authority's Financial Advisor, as of May 31, 2014, the Series 2013 D Swap Agreement had a negative fair value (including accrued interest) to the Authority of approximately $32,482,968.

Series 2013 E Swap Agreement

In connection with its $150,000,000 Turnpike Revenue Bonds, Series 2013 E (the "Series 2013 E Bonds"), the Authority reidentified a then-existing Interest Rate Swap Agreement in order to hedge the interest rate on those Bonds (the "Series 2013 E Swap Agreement") with MSCS in the notional amount of $150,000,000.

The method of determining the floating interest rate payable in any period by the Counterparty under the Series 2013 E Swap Agreement is meant to closely approximate the method of determining the floating interest rate payable in such period by the Authority for the Series 2013 E Bonds. However, there can be no assurance that the floating amounts received in any period by the Authority under the Series 2013 E Swap Agreement will be sufficient to pay the interest accruing on the Series 2013 E Bonds during such period.

The Series 2013 E Swap Agreement will terminate on January 1, 2024 (the final maturity date of the Series 2013 E Bonds), unless terminated sooner in accordance with its terms. As calculated by the Authority's Financial Advisor, as of May 31, 2014, the Series 2013 E Swap Agreement had a negative fair value (including accrued interest) to the Authority of approximately $21,714,341.

Series 2013 G Swap Agreement

In connection with its $43,750,000 Turnpike Revenue Bonds, Series 2013 G (the "Series 2013 G Bonds"), the Authority reidentified a then-existing Interest Rate Swap Agreement in order to hedge the interest rate on those Bonds (the "Series 2013 G Swap Agreement") with Barclays Bank PLC in the notional amount of $43,750,000.

The method of determining the floating interest rate payable in any period by the Authority on the Series 2013 G Bonds exactly matches the method of determining the floating interest rate payable in such period by the Counterparty under the Series 2013 G Swap Agreement.

The Series 2013 G Swap Agreement will terminate on January 1, 2024 (the final maturity date of the Series 2013 G Bonds), unless terminated sooner in accordance with its terms. As calculated by the Authority's Financial Advisor, as of May 31, 2014, the Series 2013 G Swap Agreement had a negative fair value (including accrued interest) to the Authority of approximately $5,462,996.

CREDIT/LIQUIDITY FACILITIES FOR OUTSTANDING BONDS

The following Series of the Authority's Outstanding Bonds bear interest at a variable rate and currently have a credit and/or liquidity facility associated with them:

Series of Bonds	**Final Maturity Date**	**Facility Amount**	**Provider of Credit/Liquidity Facility**	**Facility Expiration Date**
Series 2009 A	01/01/2024	$93,533,973	JPMorgan Chase Bank, N.A	02/10/2015
Series 2009 B	01/01/2024	50,821,918	PNC Bank, National Association	02/10/2015
TOTAL:		**$144,355,891**		

On or prior to the expiration date of the credit and/or liquidity facility relating to each Series of Bonds described above, the Authority will be required to (i) renew the existing credit and/or liquidity facility relating to such Series of Bonds, (ii) procure a replacement credit and/or liquidity facility for such Series of Bonds, or (iii) issue Refunding Bonds to refund and refinance such Series of Bonds. The failure of the Authority to renew existing credit and/or liquidity facilities or obtain replacement credit and/or liquidity facilities for one or more Series of such Bonds could require the Authority to issue Refunding Bonds at substantially higher rates of interest than the Authority currently pays on such Bonds. Additionally, the failure of the Authority to renew or procure new credit facilities for one or more Series of such Bonds could result in an acceleration of the maturity of such Bonds. See "CERTAIN RISK FACTORS – Failure to Obtain Replacement Credit and/or Liquidity Facilities and other Market Disruptions" herein.

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DIRECT PURCHASE TRANSACTIONS

The following table summarizes the terms of the Authority's direct purchase transactions as of May 31, 2014. The Series 2011 A Bonds, the Series 2011 B Bonds, the Series 2012 G Bonds, the Series 2013 B Bonds and the Series 2013 G Bonds are on a parity with all Bonds Outstanding under the Resolution from time to time, including the Series 2014 B Bonds, and the Authority's reimbursement and payment obligations under certain Credit Facilities and Qualified Swaps. See "SECURITY FOR THE BONDS" herein.

Series of Bonds	Direct Purchaser	Tax-Exempt or Federally Taxable	Final Maturity Date	Par Amount	Floating Rate[2]	Interest Rate Reset	Mandatory Tender Date
2011 A[1]	Citibank, N.A.	Tax-Exempt	01/01/2024	$75,000,000	SIFMA + 75 bp	Weekly	12/22/2014
2011 B[1]	Citibank, N.A.	Tax-Exempt	01/01/2024	50,000,000	SIFMA + 75 bp	Weekly	12/22/2014
2012 G	U.S. Bank, National Association	Tax-Exempt	01/01/2024	43,750,000	75% of 1-month LIBOR + 59 bp	Weekly	09/21/2015
2013 B	TD Bank, National Association	Tax-Exempt	01/01/2018	100,000,000	75% of 1-month LIBOR + 59.25 bp	Weekly	n/a
2013 G	U.S. Bank, National Association	Tax-Exempt	01/01/2024	43,750,000	75% of 1-month LIBOR + 59 bp	Weekly	09/21/2015

(1) The Series 2014 B Bonds are being issued for the purposes of, among other things, refunding the Series 2011 A Bonds and the Series 2011 B Bonds.
(2) Such floating rates are subject to increase under certain circumstances as provided in the respective Certificates of Determination executed in connection with each Series of the Direct Purchase Bonds; provided, however, that in no event shall the floating rate exceed the Maximum Rate (the lesser of 12% or the highest rate allowed by applicable law).

Pursuant to the terms of each Series of the above-described Bonds (collectively, the "Direct Purchase Bonds"), in addition to being subject to mandatory tender for purchase on the Mandatory Tender Date set forth in the chart above, upon the occurrence of certain enumerated extraordinary mandatory purchase events, the respective Series of Direct Purchase Bonds may also be subject to mandatory tender for purchase at the option of the applicable bank that is the holder of such Series of Direct Purchase Bonds prior to the occurrence of such Mandatory Tender Date. In the event that the Authority cannot pay the purchase price for all or a portion of such Series of Bonds on the Mandatory Tender Date or any such extraordinary mandatory purchase date, (i) 50% of the principal amount of any unpurchased Bonds will be subject to mandatory redemption on the date that is one year after such Mandatory Tender Date or extraordinary mandatory purchase date, at a Redemption Price equal to 100% of the principal amount of such Direct Purchase Bonds to be redeemed plus accrued interest to the redemption date, and (ii) the entire remaining aggregate principal amount of such unpurchased Bonds will be subject to mandatory redemption on the date that is two years after such Mandatory Tender Date or extraordinary mandatory purchase date, at a Redemption Price equal to 100% of the principal amount of such Direct Purchase Bonds to be redeemed plus accrued interest to the redemption date.

ESTIMATED SOURCES AND USES OF FUNDS

The estimated sources and uses of funds for the Series 2014 B Bonds are as follows:

Sources of Funds:	
Par Amount of Bonds	$125,000,000.00
Plus: Other Available Funds of the Authority	570,667.66
Total Sources of Funds	$125,570,667.66
Uses of Funds:	
Redemption of Bonds to be Refunded[(1)]	$125,000,000.00
Costs of Issuance[(2)]	570,667.66
Total Uses of Funds	$125,570,667.66

(1) Includes principal component only. Interest component will be paid from other available funds of the Authority.

(2) Includes legal fees, financial advisory fees, Trustee fees, rating agency and consulting fees and costs, underwriters' discount, and other costs of issuance, including rounding amount.

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AGGREGATE BOND DEBT SERVICE REQUIREMENTS

The table below shows debt service after the issuance of the Series 2014 B Bonds.

Fiscal Year Ending December 31	Debt Service on Outstanding Bonds[(1), (2), (3), (4), (5)]	Series 2014 B Bonds[(1)] Principal	Series 2014 B Bonds[(1)] Interest	Total Debt Service After Issuance of Series 2014 B Bonds*
2014	$612,027,698	-	$1,989,910	$614,017,608
2015	656,504,754	-	4,873,250	661,378,004
2016	734,380,798	-	4,873,250	739,254,048
2017	762,380,178	-	4,873,250	767,253,428
2018	734,549,941	-	4,873,250	739,423,191
2019	772,387,491	-	4,873,250	777,260,741
2020	788,068,865	-	4,873,250	792,942,115
2021	745,938,520	$25,000,000	4,873,250	775,811,770
2022	776,853,632	50,000,000	3,306,407	830,160,039
2023	780,720,172	50,000,000	1,681,271	832,401,443
2024	818,117,220	-	-	818,117,220
2025	817,749,600	-	-	817,749,600
2026	724,342,790	-	-	724,342,790
2027	786,593,089	-	-	786,593,089
2028	709,599,702	-	-	709,599,702
2029	704,493,044	-	-	704,493,044
2030	621,271,218	-	-	621,271,218
2031	615,711,173	-	-	615,711,173
2032	610,166,180	-	-	610,166,180
2033	604,614,213	-	-	604,614,213
2034	788,849,550	-	-	788,849,550
2035	833,196,506	-	-	833,196,506
2036	833,138,565	-	-	833,138,565
2037	833,112,682	-	-	833,112,682
2038	833,086,230	-	-	833,086,230
2039	833,062,910	-	-	833,062,910
2040	833,031,490	-	-	833,031,490
2041	104,916,300	-	-	104,916,300
2042	104,917,350	-	-	104,917,350
TOTAL*	**$20,373,781,862**	**$125,000,000**	**$41,090,339**	**$20,539,872,201**

* Totals may not add up due to rounding.

(1) Debt Service payable on January 1 of each year is included in the debt service for the prior fiscal year.

(2) Includes debt service associated with the Bonds to be Refunded through August 3, 2014, as such Bonds are expected to be refunded on August 4, 2014 with the proceeds of the Series 2014 B Bonds.

(3) Interest assumed to be paid at fixed swap rate for any variable rate bonds swapped to fixed rate and does not include fees such as those for letters of credit, standby agreements, remarketing fees, or any potential mismatch between the bond variable rate and swap variable rate. Spreads over the variable rate index on variable rate bonds are included and are assumed to be constant through final maturity of the associated variable rate bonds.

(4) Interest on the $5,000,000 unhedged portion of the Outstanding Turnpike Revenue Bonds, Series 2009 A is calculated at the Maximum Rate of 12%.

(5) Interest on the Series 2013 A Bonds is shown net of capitalized interest.

(6) Interest on the Series 2014 A Bonds is shown net of capitalized interest.

THE AUTHORITY

The Authority is a body corporate and politic of the State organized and existing by virtue of the Act and is a public instrumentality exercising essential governmental functions. The Authority is empowered to acquire, construct, maintain, repair, and operate projects at locations established by law, to fix and establish tolls for the use of the Turnpike System, and to issue revenue bonds for its purposes.

Abolishment of Highway Authority

In July 2003, the Highway Authority was abolished and the Authority assumed all powers, rights, obligations, assets, debts, liabilities, and statutory responsibilities and duties of the Highway Authority, including the ownership and operation of the Parkway. As a result, the assets and liabilities of the Authority and the Highway Authority and the ongoing operations, expenses, and revenues of the Turnpike and the Parkway are now combined under the ownership and operation of the Authority.

Certain Powers

The Act authorizes the Authority to acquire, improve, construct, maintain, repair, manage, and operate transportation projects or any part thereof at such locations as established by law or by the Authority and to exercise the power of eminent domain in connection with any of its corporate purposes.

The Act also authorizes the Authority to issue revenue bonds maturing not later than forty (40) years from their date or dates for any of its corporate purposes, payable solely from or secured by a pledge of tolls, other revenues of transportation projects, and the proceeds of such bonds. The Act provides that such bonds shall not be deemed to constitute a debt or liability of the State or of any political subdivision thereof, or a pledge of the faith, credit or taxing power of the State or of any such political subdivision, but that such bonds shall be payable from funds pledged or available for their payment as authorized in the Act. The Authority is also empowered to issue notes for any of its corporate purposes in the same manner as bonds are issued under the Act.

In addition, the Authority has the power, by resolution, to fix and revise from time to time and charge and collect tolls, fees, licenses, rents, concessions, and other charges for each transportation project or part thereof constructed or acquired by it; and, subject to any agreement with bondholders, to invest moneys of the Authority not required for immediate use, including proceeds from the sale of any bonds, in such obligations, securities and other investments as the Authority shall deem prudent. Pursuant to the Act, whenever the Authority desires to increase any existing toll or establish any new toll for the use of any highway project, including the Turnpike and/or the Parkway, it is required to hold a public hearing on such proposed toll at least 45 days prior to the date on which such toll is proposed to become effective.

The Act provides that no resolution or other action of the Authority providing for the issuance of bonds, refunding bonds or other obligations or for the fixing, revising or adjusting of tolls for the use of the Turnpike System or any parts or sections thereof shall be adopted or otherwise made effective by the Authority without the prior approval in writing of the Governor and the Treasurer of the State. In addition, the Act requires that a true copy of the minutes of every meeting of the Authority shall be forthwith delivered to the Governor and that no action taken at such meeting by the Authority shall have force or effect until 10 days, exclusive of Saturdays, Sundays and public holidays, after such copy of the minutes shall have been so delivered. If, during such 10-day period, the Governor returns such copy of the minutes with a veto of any action taken by the Authority, or any member thereof, at such meeting, such action shall be null and of no effect. The Act permits the Governor to approve all or part of the action taken at such meeting prior to the expiration of such 10-day period. The Act further provides that the powers conferred upon the Governor and the Treasurer of the State described above shall be exercised with due regard for the rights of the holders of bonds of the Authority at any time outstanding, and nothing in, or done pursuant to, the Act shall in any way limit, restrict or alter the obligation or powers of the Authority or any representative or officer of the Authority to carry out and perform in every detail each and every covenant, agreement or contract at any time made or entered into by or on behalf of the Authority with respect to its bonds or for the benefit, protection or security of the holders thereof.

Governance

The Act provides that the Board of Commissioners of the Authority shall consist of eight members as follows: the Commissioner of the New Jersey Department of Transportation, ex officio, or his designee; five members appointed by the Governor with the advice and consent of the Senate; one member appointed by the Governor upon recommendation of the President of the Senate; and one member appointed by the Governor upon recommendation of the Speaker of the General Assembly. Members of the Authority (other than the Commissioner of Transportation) sit for a term of five years and until a successor is appointed and has been confirmed. Five members of the Authority constitute a quorum and the vote of five members is necessary for any action taken by the Authority. The Governor designates the chairman and vice chairman, who serve in these positions at the pleasure of the Governor and until their successors have been designated. The Authority elects its secretary and treasurer, neither of whom need be members. All Authority members serve without compensation but are reimbursed for actual expenses incurred in the performance of duties.

The current members of the Authority are as follows:

RONALD GRAVINO (Vice Chairman) (Acting Chairman), of Edison, Middlesex County. Mr. Gravino is Vice President for finance and human resources at Invidi Technologies Corp. in Princeton, which he joined after many years as a financial/turnaround consultant. He serves as chairman of the Newark Liberty International Airport Advisory Board and on the boards of the Transportation Finance Review Commission and the Garden State Arts Foundation. He served for six years as a commissioner of the former New Jersey Highway Authority, including a term as chairman. Mr. Gravino earned a B.A. in Accountancy from Charter Oak College in Hartford, Connecticut. Mr. Gravino’s term expires in January 2016.

MICHAEL R. DUPONT (Commissioner; Treasurer), of Red Bank, Monmouth County. Mr. DuPont is a partner in the law firm McKenna, DuPont, Higgins & Stone. He serves as a member of the Red Bank Borough Council and chairman of its Finance Committee. He has worked on the transition teams of Governor Jon S. Corzine and former Governor James E. McGreevey. He serves as President of the Garden State Arts Foundation. Mr. DuPont earned a B.A. in Political Science and Business Administration from Loyola University and a J.D. from the John Marshall Law School. Mr. DuPont’s term expired in February 2013, and he is currently serving in a hold-over capacity.

JOSEPH BERTONI (Commissioner), of Trenton, Mercer County. Mr. Bertoni was appointed Acting Commissioner of the New Jersey Department of Transportation (“NJDOT”) on June 9, 2014. Mr. Bertoni serves as the Chairman to New Jersey Transit and the South Jersey Transportation Authority and Acting Chairman to the Transportation Trust Fund Authority. Previously, Mr. Bertoni served as NJDOT Deputy Commissioner. Mr. Bertoni has more than 25 years of experience in transportation engineering, planning and administration with NJDOT. He began his career with the NJDOT in 1988 in the Division of Bridge Design and has worked as a Project Manager in the Department’s Capital Program Management unit where he was responsible for managing the design and construction of major bridge and highway projects. Prior to becoming Deputy Commissioner, Mr. Bertoni served three commissioners as an executive assistant and then as NJDOT's Chief of Staff for the past three years. Mr. Bertoni received a Bachelor of Science degree in Civil Engineering from Widener University and is a licensed Professional

Engineer in the State of New Jersey and the Commonwealth of Pennsylvania. Mr. Bertoni serves as an Ex Officio member of the Board.

HAROLD L. HODES (Commissioner), of West End, Monmouth County. Mr. Hodes is a senior partner of Public Strategies Impact LLC. He previously served as chief of staff to former Governor Brendan Byrne and executive assistant to former Newark Mayor Kenneth Gibson. Mr. Hodes serves on the Board of Trustees of Monmouth University. He is a visiting professor at the Eagleton Institute of Politics, where he teaches a course on political campaigning. Mr. Hodes was the first president of the New Jersey Devils of the National Hockey League. He holds a B.A. from Monmouth University and has pursued graduate work at New York University. Mr. Hodes' term expired in November 2013, and he is currently serving in a hold-over capacity.

RAYMOND M. POCINO (Commissioner), of Moorestown, Burlington County. Mr. Pocino is a 50-year member of the Laborers International Union of North America (LIUNA) and holds the title of President Emeritus with the 3,500-member Construction & General Laborers Local 172 in Trenton. He has been manager of the Eastern Region Office of LIUNA since 1995 and serves on its Executive Board. He also serves on the Executive Board of the New Jersey AFL-CIO and on the board of the Port Authority of New York & New Jersey. He is serving his fifth term on the Authority. Mr. Pocino's current term expired in February 2011, and he is currently serving in a hold-over capacity.

ULISES E. DIAZ (Commissioner), of Rutherford, Bergen County. Mr. Diaz is employed at Verizon Communications, where he is responsible for the development of Verizon's government affairs activities and legislative programs for New Jersey. He previously was employed at United Water New Jersey for several years, where he was responsible for all external affairs activities, including government and public affairs, communications and business development. He holds a B.A. in Business Administration from Rutgers University. Mr. Diaz's term expired in February 2012, and he is currently serving in a hold-over capacity.

DANIEL F. BECHT (Commissioner), of Wall Township, Monmouth County. Mr. Becht is executive director of the Jersey City Municipal Utilities Authority and counsel to the Newark Planning Board. He previously served as vice chairman of the New Jersey Lottery, chairman of the Passaic Valley Sewerage Authority and as a commissioner on the New Jersey Law Revision Commission and the New Jersey Public Broadcasting Authority. He holds a B.S. in business from St. John's University and a J.D. from New York Law School. Mr. Becht's term expires in July 2016.

JOHN D. MINELLA (Commissioner), of Bayonne, Hudson County. John D. Minella is the Executive Director of the Hudson County Democratic Organization. He retired from the Authority in 2011 after more than 25 years of service. For most of his tenure, he served as Assistant Superintendent of Garden State Parkway Roadway Maintenance. Mr. Minella also previously worked as Management Specialist for the Office of the Mayor, Jersey City, and Real Estate Manager and Assistant Director, Public Service Employment, Jersey City Office of Employment and Training. He is the First Vice President of the Bayonne Chapter U.N.I.C.O., a member of the Loyal Order of Moose Lodge #266, and he has been a member of the Madeline Fiadini LoRe Foundation for Cancer Prevention since it was founded in 2008. He formerly served a member of the Jersey City Board of Education and Jersey City Municipal Utilities Authority, and as Chairman of Jersey City Sewerage Authority. He is a graduate of St. Peters College, Jersey City. Mr. Minella's term expires in July 2018.

The Authority is empowered to appoint such officers, employees and agents as may be necessary in its judgment. The Commissioners have created the executive staff positions of Executive Director, Chief Operating Officer and Chief Financial Officer, among others. The Authority's executive staff currently includes:

JOSEPH W. MROZEK (Executive Director), of Scotch Plains, Union County. Mr. Mrozek was named Executive Director of the Turnpike Authority in March 2014. Previously, he served for four years as Deputy Commissioner of the New Jersey Department of Transportation. Before he went to work for NJDOT, Mr. Mrozek accumulated more than 30 years' experience in both staff and line senior management positions in the private sector, including Managing Partner of Moffitt International Inc.'s Northeast Division. He holds a B.S. and an M.B.A. from Seton Hall University and has completed programs in finance, strategic planning and international marketing at the Wharton School and the Columbia Graduate School of Business.

JOHN F. O'HERN (Chief Operating Officer and Deputy Executive Director), of Hoboken, Hudson County. Mr. O'Hern became the Deputy Executive Director in October 2008 and was named Chief Operating Officer in August 2012. He has worked at the Authority since January 2003, serving as Assistant to the Deputy Executive Director from 2003 to 2006 and Director of Labor Relations from 2006 to 2008. Previously, Mr. O'Hern was employed by the New Jersey Attorney General's Office. He holds a B.A. from Lafayette College, a J.D. from Seton Hall University School of Law, and an M.P.A. from Harvard University's John F. Kennedy School of Government.

DONNA MANUELLI (Chief Financial Officer), of Hillsborough, Somerset County. Ms. Manuelli was promoted to Chief Financial Officer in December 2010. She has served the Authority for the past twenty years, holding various positions of increasing responsibility in the organization. She previously served as Comptroller from 2005 – 2010 and as Assistant Comptroller from 1999 – 2005. Prior to joining the Authority, Ms. Manuelli was a Vice President at Midlantic National Bank, where she spent ten years in credit analysis and asset based lending. Ms. Manuelli currently serves on the Finance Committee of the E-ZPass Group, an organization of toll roads and bridges throughout the United States, and was Chairperson for three years. Ms. Manuelli received a B.S. degree in Business Administration with a concentration in Finance from Villanova University where she graduated Cum Laude and has taken graduate level courses at Rutgers University.

The Turnpike

The Turnpike is a limited access toll road that serves as part of the I-95 corridor linking the major economic centers of the East Coast. Its connections to a major seaport in Newark and Elizabeth and a major airport in Newark make it an important route for both commercial and passenger vehicles. It also serves New Jersey commuters traveling to and from the major metropolitan areas surrounding Philadelphia and New York City and other employment centers in the State.

The Turnpike consists of a 122-mile mainline and two extensions. Originally, the mainline ran from Deepwater, Salem County, to US Route 46 in Ridgefield Park, Bergen County, a distance of approximately 117.5 miles. In 1992, the Authority acquired the 4.4-mile section of Interstate 95 extending from the northern terminus of the Turnpike mainline to Fort Lee, Bergen County, at the crossing of Route 9W (Fletcher Avenue), a short distance west of the George Washington Bridge toll plaza (the "I-95 Extension"). Approximately three miles west of this location lies a full directional interchange with Interstate 80, a significant traffic generator for the Turnpike. At the southern terminus, the Turnpike connects, via a short section of US Route 40, with the Delaware Memorial Bridge.

The Newark Bay-Hudson County extension, which opened in 1956, is a four-lane, 8.3-mile spur that extends from Interchange 14 on the mainline Turnpike to the Holland Tunnel plaza in Jersey City, Hudson County. It includes a high-level bridge over Newark Bay. There are three interchanges on the extension: Interchange 14A (Bayonne), Interchange 14B (Jersey City) and Interchange 14C (Holland Tunnel).

The Pearl Harbor Memorial Turnpike extension, which opened in 1956, is a 6.6-mile, six-lane spur that connects the Turnpike to the Pennsylvania Turnpike. The extension begins at a junction with the mainline Turnpike at Interchange 6 (approximately two miles south of Bordentown, Burlington County) and ends at the Delaware River. The bridge across the Delaware River at that point was bonded and constructed jointly by the Authority and the Pennsylvania Turnpike Commission. A full interchange connecting the extension to Route 130 in Florence Township, New Jersey, was opened in 1999.

The Turnpike roadway is four lanes in each direction from Interchange 1 (Deepwater) to Interchange 4 (Camden-Philadelphia) and six lanes in each direction from Interchange 4 to Interchange 8A (Jamesburg-Cranbury).

From Interchange 8A to north of Interchange 14 (Newark), the Turnpike is configured as a "dual/dual" highway; it has two distinct sets of lanes in each direction, an inner roadway and an outer roadway. Under normal operating conditions, truck, bus, and passenger car traffic is permitted on the outer roadways, but only passenger car traffic is permitted on the inner roadways. Ramps at the interchanges enable traffic to enter or exit the Turnpike from any of the four sets of lanes.

Vehicles are prevented from crossing back and forth between the inner and outer roadways by a median with a guardrail. Crossovers have been provided on those medians to allow access to emergency and maintenance vehicles and to provide for the detouring of traffic under police control if an accident should block one of the roadways. The northbound and southbound roadways are separated by a specially designed, crash-tested, heavy concrete barrier to prevent cross-over traffic. Grade-separated U-turn structures have been provided at appropriate locations so that police, maintenance, and other vehicles can change direction safely.

Between Interchanges 8A and 9 (East Brunswick), there are 10 lanes total, three outer and two inner lanes in each direction. Between Interchanges 9 and 11 (Woodbridge), there are 12 lanes total, three outer and three inner in each direction. And from Interchange 11 to Interchange 14 (Newark), there are 14 total lanes, four lanes in each direction on the outer roadways and three in each direction on the inner roadways.

North of Interchange 14, the inner and outer roadways of the Turnpike merge and divide through a complex configuration referred to as the "Southern Mixing Bowl" to follow two separate alignments, one west of the Hackensack River, the other, east of the Hackensack River. The Westerly Alignment is six lanes from north of the Southern Mixing Bowl to the NJ Route 3 crossing; it narrows to four lanes from north of this point to the point where it rejoins the Easterly Alignment just south of US Route 46. The Easterly Alignment is six lanes from the Southern Mixing Bowl to the confluence with the Westerly Alignment. North of northbound US Route 46, the roadway separates into dual express and local roadways leading to the George Washington Bridge.

A ground breaking ceremony was held in July 2009 for the construction of the Turnpike's Interchange 6 – 9 Widening Program. The Program will widen the Turnpike from Interchange 6 (Mansfield Township, Burlington County) to Interchange 9 (East Brunswick Township, Middlesex County), a linear distance of 35 miles. The Program is designed to relieve heavy and recurring congestion on this section of the Turnpike, improve operational and maintenance performance, and provide for the increased demand for capacity in the future. The construction will add 170 lane miles to the roadway by widening it from six to 12 lanes from two miles south of Interchange 6 to Interchange 8A (South Brunswick Township, Middlesex County), a distance of approximately 25 miles, and from 10 lanes to 12 lanes between Interchange 8A and Interchange 9, a distance of 10 miles. The Program will create a dual/dual roadway between Interchange 6 and Interchange 8A and expand the outer roadway in each direction between Interchange 8A and Interchange 9. The work will include improvements at

Interchange 7A and the construction of a new toll plaza at Interchange 8. Construction of the Program is scheduled to be completed in the fall of 2014 at an estimated cost of $2,325,840,000.

The Parkway

The Parkway is a 173-mile limited access toll road with connections in the south to Route 9 near Cape May, New Jersey, and in the north to the New York State Thruway at the New York-New Jersey border near Spring Valley, New York. The Parkway interchanges are numbered according to their distance from the southern terminus.

The northern section of the Parkway serves the metropolitan suburban areas in Bergen, Union, Essex, and Passaic Counties near Newark and New York City. In addition to being heavily used by commuters, the location of many businesses and industrial complexes in or near the Parkway corridor has resulted in significant local business traffic. The Parkway also is the principal highway route between metropolitan Newark-New York City and the New Jersey seashore. Heavy trucks are not allowed north of Interchange 105.

For approximately 135 miles, the Parkway is distinguished by a wide natural-area median separating northbound from southbound traffic. The purpose of the median is threefold: to prevent head-on collisions between traffic traveling in opposite directions, to prevent visual interference by opposing traffic, and to provide areas that allow extensive flexibility in road configuration. The wide natural-area median is a distinctive feature of the Parkway.

Three sections of the Parkway were constructed by NJDOT and maintained by that agency until June 30, 1987. On July 1, 1987, the Highway Authority took ownership of those sections together with all previous responsibilities and obligations. These sections total approximately 19 miles and include a 13-mile link between US Route 22 and US Route 9 in Union and Middlesex Counties, a two-mile link in Ocean County, and a four-mile link in Cape May County. These portions of the road are known collectively as the "State Sections." The term "Parkway" as used herein includes the State Sections. No tolls are charged on the State Sections.

The Parkway is four lanes (two in each direction) from Cape May to Interchange 63, six lanes to Interchange 91, eight lanes to Interchange 102, 10 lanes to Interchange 117, 12 lanes to Interchange 127, 10 lanes to Interchange 140, eight lanes to Interchange 145, six lanes to Interchange 168, and four lanes to the New York border.

The widening of the Parkway from Interchange 63 in Stafford Township to Interchange 80 in South Toms River opened in May 2011 at an estimated cost of $235,000,000, $100,000,000 of which was funded from the proceeds of Bond Anticipation Notes issued by the Authority prior to the issuance of the first Series of Bonds issued under the Capital Improvement Program and the remaining $135,000,000 of which has been funded as part of the Capital Improvement Program. This widening program is designed to relieve heavy traffic congestion and to improve motorist safety by the addition of one new lane in both the northbound and southbound directions and full-width shoulders. In addition to the widening from Interchanges 63-80, the widening of the Parkway between Interchanges 63-52 was completed in July of 2013. The remaining widening of this section between Interchanges 52-48 is expected to open in 2015 upon the completion of the Bass River Bridge. This widening will add one lane in each direction at an estimated cost of $220,000,000. The final phase of the Parkway widening is between Interchanges 48-35. The construction contracts for this final phase are scheduled to be awarded in the summer of 2014 with a projected completion in 2017.

Capital Improvement Program

In October 2008, the Authority adopted and approved the extensive 10-year Capital Improvement Program for the Turnpike System. The Capital Improvement Program currently provides for the expenditure by the Authority of an estimated aggregate amount of approximately $7,000,000,000 through the end of calendar year 2018 to fund the Costs of Construction of various Projects involving capital improvements to the Turnpike System, including, without limitation, the widening of certain sections of both the Turnpike and the Parkway. The estimated total cost of the Capital Improvement Program and the estimated cost of each individual Project included in the Capital Improvement Program are subject to change based upon varying economic conditions and other factors which may occur during the 10-year term of the Capital Improvement Program. In addition, the Projects included in the Capital Improvement Program are also subject to change at the discretion of the Authority. To date, the Capital Improvement Program has been proceeding on time and under the budget. The Projects currently included in the Capital Improvement Program are the following as of May 31, 2014:

Project	Current Budget	Amount Spent or Committed to Date
Turnpike Widening (Interchange 6-9)	$ 2,325,340,000	$ 2,133,826,103
Bridge Improvements	1,700,300,000	1,112,891,870
Interchange Improvements	1,090,910,000	526,337,034
Roadway Improvements	793,450,000	698,859,180
Facility Improvements	500,000,000	200,601,668
Parkway Widening (Interchange 35-80)*	590,000,000*	349,965,347
	$ 7,000,000,000	$ 5,022,481,203

* Total costs of Parkway 35-80 Widening Program are $690,000,000, however, $100,000,000 of those costs were financed from the proceeds of bond anticipation notes prior to the issuance of the first Series of Bonds for the Capital Improvement Program.

For more information with respect to the Projects currently included in the Capital Improvement Program, see APPENDIX C – "REPORT OF CONSULTING ENGINEER" attached hereto.

In April 2009, the Authority issued the Series 2009 E and F Bonds under the Resolution to initially fund a portion of the Costs of Construction of the various Projects included in the Capital Improvement Program. In December, 2010, the Authority issued the Series 2010 A Bonds under the Resolution to further fund the costs of the Capital Improvement Program. In addition, in April 2013, the Authority issued the Series 2013 A Bonds to fund costs of the Capital Improvement Program. In addition, on May 22, 2014, the Authority issued the Series 2014 A Bonds to fund costs of the Capital Improvement Program. The Authority anticipates issuing several additional Series of Non-Refunding Bonds under the Resolution over the next several years, aggregating in excess of $1,900,000,000, in order to further fund the remaining costs of the Capital Improvement Program. See "SECURITY FOR THE BONDS – Additional Indebtedness" herein. The toll increases which became effective on December 1, 2008 and January 1, 2012 on both the Turnpike and the Parkway, are anticipated to provide the Authority with sufficient Net Revenues to satisfy all of the requirements of the Resolution relating to the issuance of all Bonds expected to be hereafter issued by the Authority to fund the Costs of Construction of the various Projects comprising the Capital Improvement Program. See "SECURITY FOR THE BONDS – Toll Covenant" and "SECURITY FOR THE BONDS – Additional Indebtedness" herein and APPENDIX B – "REPORT OF TRAFFIC ENGINEER" and APPENDIX C – "REPORT OF CONSULTING ENGINEER" hereto.

Summary of Historical Operations

The Turnpike

Table 1(a) sets forth the annual traffic usage for passenger car, commercial, and non-revenue vehicles on the Turnpike for the 10-year period ending in 2013. Table 1(b) details the annual toll revenues from passenger cars and commercial vehicles on the Turnpike during the same 10 years.

Table 1(a) – Turnpike – Number of Vehicles (000s)*

Year	Passenger Cars	Commercial Vehicles(1)	Non-Revenue Vehicles(2)	Total Vehicles
2004	214,095	32,104	1,833	248,032
2005	214,687	32,701	1,800	249,188
2006	217,306	32,999	1,949	252,255
2007	216,625	33,163	1,839	251,627
2008	210,926	31,943	1,744	244,612
2009	205,366	28,738	1,802	235,906
2010	205,687	29,395	1,771	236,853
2011	203,626	29,603	1,417	234,645
2012	194,508	28,633	1,437	224,578
2013	195,208	29,278	1,504	225,990

* Totals may not add up due to rounding.

(1) Commercial vehicles include non-commuter buses.

(2) Non-revenue vehicles include commuter buses traveling during peak hours, towing operations, police, first aid responding to emergencies and employees traveling to and from work.

Table 1(b) – Turnpike – Toll Revenues ($000s)			
Year	Passenger Car Revenues	Commercial Vehicle Revenues[1]	Total Toll Revenues
2004	$329,734	$177,122	$506,856
2005	327,228	180,783	508,011
2006	348,039	185,360	533,399
2007	345,249	196,042	541,291
2008[2]	345,394	195,288	540,682
2009	449,897	224,738	674,635
2010	446,045	227,848	673,893
2011	447,434	225,716	673,150
2012[3]	667,987	324,033	992,021
2013	672,827	333,893	1,006,720

(1) Commercial vehicles include non-commuter buses.
(2) Reflects a 40 percent toll increase on the Turnpike beginning December 1, 2008.
(3) Reflects a 53 percent toll increase on the Turnpike beginning January 1, 2012.

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The Parkway

Table 2(a) below sets forth the annual number of transactions for passenger car, commercial and non-revenue vehicles on the Parkway for the 10 years ending in 2013. Table 2(b) sets forth the annual toll revenues from the Parkway during the same period. Because tolls are collected solely at barriers and ramps, only the number of transactions is tracked; the number of vehicles is not.

Table 2(a) – Parkway – Number of Transactions (000s)*

Year	Passenger Cars	Commercial Vehicles(1)	Non-Revenue Vehicles(2)	Total Vehicles(3)
2004	601,564	8,521	368	610,453
2005	496,084	6,491	901	503,476
2006	422,557	4,640	1,758	428,955
2007	412,936	4,528	1,719	419,183
2008	402,413	4,619	1,617	408,650
2009	391,240	5,031	1,642	397,912
2010	377,718	4,758	1,638	384,114
2011	373,058	4,833	1,113	379,004
2012	361,333	4,824	1,297	367,453
2013	363,863	5,054	1,543	370,460

* Totals may not add up due to rounding.

(1) Trucks are only allowed below Exit 105 (Eatontown) on the Parkway.

(2) Non-revenue vehicles include towing operations, police, first aid responding to emergencies and employees traveling to and from work. The amounts shown above represent non-revenue transactions recorded through E-ZPass only; non-revenue tickets were issued prior to 2006.

(3) Total transactions were lower after 2004 due to the installation of one-way tolling at several toll barriers and ramps. One-way tolling began in September 2004.

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Table 2(b) – Parkway – Toll Revenues ($000s)			
Year	Passenger Cars	Commercial Vehicles[(1)]	Total Revenues
2004	$205,815	$2,914	$208,729
2005	200,770	3,054	203,824
2006	201,675	2,205	203,880
2007	201,207	3,422	204,629
2008[(2) (3)]	200,253	5,802	206,055
2009	267,340	10,443	277,783
2010	267,642	10,631	278,273
2011	264,842	10,888	275,730
2012[(4)]	384,977	16,661	401,638
2013	390,297	16,747	407,044

(1) Truck traffic is only allowed below Exit 105 (Eatontown) on the Parkway.
(2) The Parkway vehicle classification system was changed on December 1, 2008 to be the same as the Turnpike classification system. As a result, revenues for the entire year have been reclassified between passenger car and commercial vehicles to conform to the new classification system.
(3) Reflects a 43 percent toll increase on the Parkway beginning December 1, 2008.
(4) Reflects a 50 percent toll increase on the Parkway beginning January 1, 2012.

Service Areas and Concessions

The Turnpike

There are 12 service areas on the Turnpike. Six of them are accessible only by southbound traffic, five only by northbound traffic and one by both north- and southbound traffic. The facilities, which are open 24 hours a day, offer food, fuel and minor repair services, along with travel information, restrooms, automated teller machines and other conveniences.

HMS Host, Inc. (“HMS” or “HMS Host”) operates the food concessions at all 12 service areas. In October 1999, the Authority and HMS executed a Memorandum of Understanding (the “MOU”) for the renovation of 11 Turnpike service areas except the Molly Pitcher Service Area, located near Interchange 7 on the southbound side of the Turnpike at milepost 71.7, which was fully renovated in 1995. Construction began in September 2000 and was completed in 2004. The renovations included the functional aspects of each facility along with improved food selection, ancillary services for business travelers and expanded restroom facilities. The total cost was approximately $41,000,000. HMS contributed approximately $25,000,000, and the Authority paid the balance. In consideration for HMS’s financial contribution to the project, the Authority agreed to extend its operating agreement for 15 years. Under the terms of that operating agreement, the Authority receives 12% of gross sales at all areas except Molly Pitcher for which it receives 11% of gross sales. A minimum guaranteed annual concession fee has been established using the 1998 annual revenue with an escalator based on traffic growth. The first extended expiration date was December 31, 2018. In June of 2013, the Authority extended HMS's contract to operate food concessions at the Turnpike service areas until December 31, 2020, thereby making HMS's contracts for the Turnpike and Parkway coterminous. The Grover Cleveland Service Area on the northbound side of the Turnpike in Woodbridge, New Jersey has been closed to food services due to flooding and damages that occurred during Superstorm Sandy in October of 2012. In order to mitigate future flood damages and to provide more modern services, the restaurant building will be demolished and replaced with a new building. Superstorm Sandy did not interrupt fuel service at this location.

Sunoco, Inc. ("Sunoco") provides gasoline, diesel fuel and minor repair services at all service areas under a contract that will expire December 31, 2017. By contract, the fuel prices at the stations are adjusted once a week based on the Lundberg Survey. Revenues paid to the Authority under this contract are based on overall sales volume. Sunoco pays the Authority $0.106 per gallon for the first 79 million gallons sold adjusted to $0.1025 per gallon for each gallon thereafter, as well as 4% of gross convenience store sales. Sunoco and the Authority created a Diesel Fuel Discount Program to keep diesel fuel prices as low as possible in the Turnpike service areas. The program was designed to attract additional commercial traffic to the Turnpike, thus lessening the burden on local roads. Sunoco and the Authority each agreed to relinquish a share of their revenues from diesel fuel sales in order to keep the price down. The agreement has resulted in an increase of more than 200% in diesel fuel sales since the program's inception on February 1, 1999. The Authority receives 50% of the gross margin on diesel fuels sales. The Authority believes that this program has increased commercial traffic on the Turnpike. In 2004, the Authority entered into an agreement with Sunoco for capital improvements to the fuel facilities at all 12 service areas. The capital program is fully funded by Sunoco. Sunoco completed the upgrading of fuel dispensers and tanks at a cost of $5,600,000, as well as $1,300,000 in miscellaneous capital improvements at the service areas.

Gross revenues received by the Authority from all Turnpike service areas in 2013 were $21,730,000.

The Parkway

There are eight service areas on the Parkway where food and fuel are sold. Six of these full-service areas are accessible to north and southbound traffic, while one service area is available northbound only and one service area is available southbound only. In addition, there is a ninth service area available to northbound traffic where only fuel is available.

All of the service areas are owned by the Authority. Six of them are operated under license agreements with HMS Host. The agreement with HMS Host expires on December 31, 2020. Under the agreement, HMS Host pays the Authority a variable percentage of sales equal to 16.2% of the first $36,000,000, 10% on the next $14,000,000 in sales, and $14% of all gross sales exceeding $50,000,000 annually. McDonald's Corporation operates a restaurant at each of the other two service areas where food is available. The current agreement expires December 31, 2021. The Authority receives 14% of the first $2,500,000 in gross sales at each store increasing to 18% of sales for all sales exceeding $3,375,000. In exchange for the above-mentioned two-year extension of HMS's contract to operate food concessions on the Turnpike, HMS agreed to demolish the current Atlantic Service Area building at milepost 41.4 on the Parkway and replace it with a new building, which will offer food services and public restrooms. The Authority anticipates the existing building will be demolished in late 2014 and the new service area building will open in 2015.

In January 2011, Sunoco assumed the contract to operate the fuel stations at all nine service areas. In October 2012, the Authority entered into a contract with Sunoco to extend its contract by one year to be coterminous with the Sunoco contract on the Turnpike which expires on December 31, 2017. In exchange, Sunoco has demolished the Oceanview Service Area at milepost 18.3 and is replacing it with a new building, which will house a convenience store, public restrooms and a tourism display at no cost to the Authority. The new building is scheduled to open in the summer of 2014. By contract, the fuel prices at those stations are adjusted once a week based on the Lundberg Survey. The Authority receives $0.1025 per gallon sold with a guaranteed minimum of $2,500,000, and 10% of gross convenience store sales.

PMG New Jersey II ("PMG") operates one fueling station and convenience store on its property in Colonia, New Jersey, which abuts the Parkway northbound at approximately milepost 133.6, and one fueling station and convenience store on its property in Iselin, New Jersey, which abuts the Parkway southbound at approximately milepost 132.7. On June 18, 2014, the Authority and PMG entered into an agreement whereby PMG remits to the Authority fifteen thousand dollars ($15,000) per month related to PMG's operation of its facilities which have direct access to the Parkway. The initial term of the agreement ends on December 31, 2016 and it renews automatically every three (3) years thereafter for consecutive three (3) year renewal terms. The first renewal term commences on January 1, 2017, unless either party terminates the agreement for cause. During each renewal term, the monthly fee increases by three percent (3%).

The remaining two fuel service stations in the state section of the Parkway which operate on private property have direct access to the Parkway and do not pay any rent to the Authority.

Gross revenues received by the Authority during 2013 from all service areas on the Parkway were $13,231,000.

E-ZPass Fees

The Authority utilizes an electronic toll collection system to collect a majority of its toll revenue. The Authority is part of the ETC Group, which includes the Authority, the South Jersey Transportation Authority, the Delaware River Port Authority, the Delaware River & Bay Authority and, since May 2014, the Delaware River Joint Toll Bridge Commission. The ETC Group shares a main Customer Service Center (the "NJ CSC") located in Newark, New Jersey, in addition to smaller satellite service centers that are a part of the NJ CSC. The Authority is the lead agency for the ETC Group and is primarily responsible for the group's financial and operational decisions. The ETC Group is part of the northeast regional E-ZPass Group which extends from Maine to North Carolina and as far west as Illinois. In 2013, over 80% of the Turnpike's transactions and over 77% of the Parkway's transactions were processed electronically. Customers of the NJ CSC can use their E-ZPass account anywhere E-ZPass is accepted.

The Authority receives fees and other related income from the operation of E-ZPass. In 2013, total E-ZPass fee revenue was $51,372,000, as further discussed below.

Monthly membership fees of $1.00 are assessed on account holders to help offset the cost of operations. In 2013, the Authority's portion of the membership fees was approximately $22,682,000. Included with the account, customers receive account statements every other month. The NJ CSC also allows customers to receive monthly statements for a fee of $6.00 per year. In 2013, the Authority received $1,233,000 in statement fees.

Non-customers passing through an E-ZPass lane are treated as violators and, in addition to the toll due, are assessed an administrative fee designed to offset the increased collection costs. The current Administrative Fee is $50.00 per violation on the Turnpike. Up to four violations can be included on notices sent to Parkway violators for the same $50.00 fee. The Authority collected administrative fees of $24,574,000 in 2013.

The Authority owns, operates and maintains a fiber optic network which runs along the Turnpike, Parkway and Atlantic City Expressway and connects to the NJ CSC. The fiber is used to transmit toll data and other internal needs. The excess capacity of this network is leased to various commercial enterprises. In 2013, the Authority received $1,503,000 from these leases.

Several parking authorities accept E-ZPass transponders as payment. The NJ CSC charges these authorities transaction fees to offset the costs of maintaining the customer accounts for this convenience. In 2013 the Authority recorded $459,000 in parking fee revenue.

Other fees associated with the E-ZPass system include tag sales to business customers, bad check fees, interest income on deposits and damaged and returned tag fees. These fees amounted to approximately $920,000 in 2013.

Miscellaneous Revenues

The Authority maintains contracts with several major telecommunications carriers that permit the carriers to construct, install, operate and maintain cellular towers at various locations along the Authority's right-of-way. This provides state of the art communications capability for the Authority, its patrons and others. The Authority may install its own radio transmitting and receiving equipment in the same locations. In 2013, the Authority received rent of $5,748,000 for these sites.

A separate fiber optic network is located along the Parkway right-of-way. The excess capacity of this network is leased to various communications companies. The revenue produced from these leases in 2013 was $1,604,000.

Under an agreement between the Authority and New Jersey Transit (the "NJT"), NJT operates the park/ride facility at the Vince Lombardi Service Area on the Turnpike in Ridgefield Park. The Authority also contracts with Academy Bus to operate the park/ride facility off Interchange 8A on the Turnpike in Cranbury and a parking lot at the Garden State Arts Center. In 2013, the Authority received revenues totaling $665,000 for these parking facilities.

The Authority allows billboards to be operated at several locations along the Turnpike and Parkway. In April 2010, the Authority awarded a contract to Allvision Inc. to manage the Authority's billboard assets. Pursuant to this award, Allvision Inc. is marketing the Authority's billboard assets and upgrading several sites to digital billboards. In 2013, the Authority received rent payments of $733,000 for the sites located along the roadways.

Arts Center

The PNC Bank Arts Center (the "Arts Center") is an entertainment facility located in the Telegraph Hill Nature Area, a 400-acre recreational tract along the Parkway in Holmdel. The facility, which opened in 1968, plays host to major touring performers.

The Arts Center is owned by the Authority and leased to a private operator, Live Nation Worldwide, Inc. The lease term runs from May 1, 1996 to December 31, 2017. Under a separate agreement (the "Naming Agreement"), which expires on December 31, 2016, PNC Bank, National Association, pays the Authority for the naming and marketing rights to the facility.

As of December 2004, the Arts Center became part of the Turnpike System for purposes of the Resolution and revenues received by the Authority from the Arts Center (other than revenues received pursuant to the Naming Agreement) became Pledged Revenues under the Resolution and the expenses, if any, incurred by the Authority in connection with the operation of the Arts Center became Operating Expenses of the Turnpike System for purposes of the Resolution.

The Authority received $3,178,000 in gross revenues from the Arts Center in 2013.

Organization

The Authority budgeted for 2,004 full-time employees for 2014. In addition to the full-time workforce, the Authority also employs part-time and temporary employees. There were 483 part-time and 106 temporary employees as of December 31, 2013.

The departments of the Authority include Executive, Finance and Budgets, Integrated Technology Services, Human Resources, Procurement & Materials Management, Law, Internal Audit, Engineering, Patron Services, Operations, Maintenance and Toll Collection.

The Authority's 2014 Operating Budget allows for 2,004 full-time employees. There are eight (8) negotiating units representing different classifications of full-time employees. These eight (8) unions represent approximately 95% of the Authority's full-time workforce. All eight of the labor contracts expired in 2011. Since that time, the Authority has come to favorable terms with two (2) of the eight (8) unions. The Authority is in negotiations with the remaining unions, which represent full-time employees, in order to put successor collective negotiations agreements in place. Under New Jersey public sector labor law, union employees are not permitted to strike but all terms and conditions of expired collective negotiations agreements remain in place until new agreements are agreed upon. In addition, there are three (3) negotiating units representing different classifications of part-time toll collectors. Each of these three (3) contracts remains in effect through December 31, 2014. The bargaining units, along with the status of their collective negotiation agreements, are as follows:

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- Local 97 Teamsters Industrial and Allied Workers Union, AFL/CIO represents office, clerical, and technical employees in the Administrative departments and in Parkway maintenance and Parkway tolls. The term of this agreement was November 1, 2007 through October 31, 2011.

- Local 193 International Federation of Professional and Technical Engineers ("IFPTE") represents Parkway Toll Supervisors. The term of this agreement is October 1, 2011 through September 30, 2015.

- Local 193C IFPTE represents Parkway Crew Supervisors. The term of this agreement was July 1, 2007 through June 30, 2011.

- Local 194 IFPTE represents Turnpike toll collection and Turnpike maintenance employees. Local 194 IFPTE also represents office, clerical and technical employees in Administrative departments and in Turnpike maintenance and Turnpike tolls. The term of this agreement was July 1, 2007 through June 30, 2011.

- Local 194 IFPTE Part-Time Toll Collectors represents Turnpike part-time toll collectors. The term of this agreement is October 27, 2007 through December 31, 2014.

- Local 196 IFPTE represents Parkway toll collectors and Parkway maintenance employees. The term of this agreement was July 1, 2007 through June 30, 2011.

- Local 196, Chapter 12 IFPTE represents Parkway Craftspersons. The term of this agreement was January 1, 2008 through December 31, 2011.

- Local 196 IFPTE Senior Citizen Toll Collectors represents Parkway senior citizen toll collectors. The term of this agreement is July 1, 2007 through December 31, 2014.

- Local 196 IFPTE Part-Time Toll Collectors represents Parkway part-time toll collectors. The term of this agreement is July 1, 2011 through December 31, 2014.

- Local 200 IFPTE represents Turnpike Toll and Turnpike Maintenance supervisory employees as well as administrative supervisory employees. The term of this agreement is September 24, 2011 through September 23, 2015.

- Local 3914, American Federation of State, County and Municipal Employees ("AFSCME") represents low- to mid-level managers. The term of this agreement was July 1, 2007 through June 30, 2011.

Pension and OPEB Obligations

Authority employees belong to the Public Employees' Retirement System ("PERS"), an actuarially funded pension system operated by the State of New Jersey. Each employee contributes to PERS based on a percentage of the employee's salary. Employees are enrolled in PERS upon commencement of employment with the Authority. The Authority makes an annual contribution to PERS in an amount determined by the New Jersey Division of Pensions and Benefits. In 2013, the amount billed was approximately 90% of the Annual Required Contribution as determined by the New Jersey Division of Pensions and Benefits actuaries. P.L. 2011, c.78, effective June 28, 2011, increased the active member contribution rates from 5.5% of annual compensation to 6.5% plus an additional 1% phased in over seven years. The payment of automatic cost-of-living adjustments (the "COLA") additional increases to current and future retirees and beneficiaries was suspended. COLA increases may be reactivated at a future date as permitted by this law. Please see footnote 11 in the financial statements of the Authority included as Appendix A to this Official Statement for additional information regarding pension benefits. Set forth below are the contributions made by the employees of the Authority and the Authority itself during the fiscal years ending December 31, 2009 through and including December 31, 2013:

	2009	2010	2011	2012	2013
Employee Contributions	$ 9,068,500	$ 9,151,700	$ 8,406,417	$ 8,887,231	$ 9,031,855
Employer Contributions	12,990,600	14,169,000	17,922,509	18,395,087	15,842,284
Total Contributions	$ 22,059,100	$ 23,320,700	$ 26,328,926	$ 27,282,318	$ 24,874,139

The Authority provides medical, prescription drug, vision, dental and Medicare Part B reimbursement to retirees and their covered dependents, in accordance with the terms of the applicable collective negotiation agreements. The Authority maintains a single-employer, self-funded health plan administered by third party claims administrators. All active employees who retire from the Authority and meet the eligibility criteria will receive these benefits. The plan does not issue a stand-alone report. As required by P.L. 2011, c.78 mandated by the State, retirees with less than twenty years of service as of June 28, 2011 will contribute towards health benefits in retirement.

The Authority currently funds for the cost to provide postemployment benefits on a pay-as-you-go basis. The Authority establishes and has the power to amend benefits and contribution obligations, subject to collective bargaining agreements to the extent they do not conflict with P.L. 2011, c.78 mandated by the State.

As required by the accounting standards of GASB Statement No. 45, "*Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pension*," the Authority must report cost associated with "other postemployment benefits" (OPEB). OPEB costs are actuarially calculated based on benefits that current and retired employees have accrued as a result of years of service. The statement sets the method for determining the Authority's postemployment benefits accrual, the Annual Required Contribution (ARC), to include both the value of benefits earned during the year (Normal Cost) and an amortizing of the unfunded actuarial accrued liability over a period not to exceed thirty years. The amortization costs for the initial unfunded actuarial accrued liability is a level percentage of payroll, for a period of 30 years, with an assumption that payroll increases by 3% per year.

The following table shows the components of the Authority's annual OPEB cost assuming no prefunding of obligations at December 31, 2013 and 2012:

	Year Ended December 31 2013	Year Ended December 31 2012
	(in thousands)	
Annual required contribution (ARC)	$ 75,545	$ 72,647
Interest on net OPEB obligation	9,808	8,330
Adjustment to annual required contribution	(9,745)	(8,288)
Total annual OPEB cost (AOC)	75,608	72,689
Contributions made	37,977	35,731
Increase in net OPEB obligation	37,631	36,958
Net OPEB obligation, beginning of year	245,216	208,258
Net OPEB obligation, end of year	$ 282,847	$ 245,216

At January 1, 2013, the actuarial accrued liability (AAL) for postemployment benefits earned through the valuation date was approximately $1.1 billion, based on certain actuarial methods and assumptions. Since this liability has not been pre-funded as of the valuation date, the unfunded actuarial accrued liability (UAAL) was $1.1 billion. As of 2013, the Authority has designated $25 million in the General Reserve Fund as reserved for OPEB liability. The AAL represents approximately 77% of the present value of all projected benefits. Please see footnote 12 in the financial statements of the Authority included as Appendix A to this Official Statement for additional information regarding the Authority's postemployment benefits.

Public Safety

Patrol services for the Authority are provided by Troop D of the New Jersey State Police. The members of Troop D are employees of the State. The Authority makes payments to the State for the patrol services they provide. The amount paid to the State for those services in 2013 was $65,854,331.

Budget Procedures

The Authority's annual budget provides the basis for expenditures during the year. The Authority operates on a calendar-year basis. Not less than 40 days before the end of the year, the Authority must submit a preliminary budget of operating expenses and reserves to the Trustee as required by the Resolution. The budget is subject to the Trustee's examination, and the Authority is required to comply with all reasonable requests from the Trustee for classifications and clarifications. Each annual budget must include funding for operating expenses and reserves and provisions for deposits to the Maintenance Reserve Fund and the Special Project Reserve Fund. The preliminary budget and the annual budget may provide additional information, as the Authority may determine, and each shall contain a certificate of the Consulting Engineer approving the preliminary budget and the annual budget, as the case may be.

The annual budget must be adopted by the Commissioners of the Authority by January 15th of each fiscal year and made a part of the Authority's minutes. In the event that the Authority does not adopt an annual budget by January 15th of the fiscal year or the Governor vetoes the adopted budget, the preceding year's budget remains in effect until such adoption and approval. The minutes of all meetings are subject to a 10-day review and veto period by the Governor of the State of New Jersey prior to final approval. The adoption and approval of the annual budget does not in itself authorize any specific expenditure. Specific expenditures must be submitted, adopted and approved under the Authority's adopted procedure and must be consistent with the statutory, contractual and other commitments of the Authority, including agreements with the holders of its obligations, including bonds. Adoption and approval of the annual budget does not limit or preclude the Authority from submitting an amended budget to the Commissioners for adoption. Copies of the annual budget and all amendments must be filed promptly with the Trustee. If at any time the annual budget and amendments thereto exceed the preliminary budget by 10% or more, the Authority must file a detailed report with the Trustee, stating specifically the reason for the increase, and hold a public hearing thereon.

Although the Authority is restricted from expending funds in excess of the annual budget allocation for operating expenses (other than through amendment to the annual budget), the Authority may allocate additional funds for operating expenses if such funds are obtained from sources other than Pledged Revenues.

Electronic Toll Collection

An electronic toll collection system (the "ETC System") became operational on the Parkway in December 1999 and on the Turnpike in September 2000. The ETC System allows users to pay tolls at toll collection facilities without stopping to exchange tickets or money. The ETC System uses various electronic sensors and other equipment to automatically detect, profile and classify a vehicle. With the use of on board vehicle transponders linked to customer accounts and readers in toll lanes, this system allows the Authority to seamlessly record and charge toll transactions, making errors less likely while allowing for real-time traffic management. The Authority is one of 25 toll road agencies in 15 States from Maine to North Carolina to Illinois who are members of the E-ZPass Group. E-ZPass Group members use similar technology and standardized protocols allowing them to accept other members' customers under the E-ZPass brand of Electronic Toll Collection. Through December 31, 2013, approximately 80.6% of the toll transactions on the Turnpike and approximately 77.6% on the Parkway were processed through the ETC system. For the first five months of 2014, the usage rate was 81.7% and 77.6% on the Turnpike and Parkway, respectively.

The Authority and the South Jersey Transportation Authority ("SJTA") entered into a Professional Services Agreement (the "Agreement") with Xerox State & Local Solutions, Inc. ("Xerox") (formerly known as ACS State & Local Solutions ("ACS")) pursuant to which Xerox agreed to operate and maintain the ETC System for the toll roadways and bridges operated by the Authority and SJTA, including customer service and violations processing centers. The Agreement, effective August 2, 2002, as amended on May 20, 2004, and on January 1, 2011 and supplemented on May 27, 2011 to include the Delaware River Port Authority and the Delaware River and Bay Authority and to extend the terms of the Agreement, runs until July 31, 2014, unless it is terminated earlier in accordance with its terms. On February 26, 2013, the Board of Commissioners approved an extension of the Agreement until July 31, 2016. Amendment No. 3, approved by the Commissioners on November 19, 2013, allows for the Delaware River Joint Toll Bridge Commission (the "DRJTBC") to become a part of the ETC Group and join the NJ CSC. DRJTBC fully joined the NJ CSC on May 19, 2014.

Xerox began operating and maintaining the ETC System for the Parkway and the Turnpike on March 25, 2003. The Authority is responsible for paying approximately 87% of all amounts due and owing to Xerox under the Agreement. The remaining 13% is shared by South Jersey Transportation Authority, the Delaware River Port Authority and the Delaware River and Bay Authority. Payments required to be made by the Authority under the Agreement constitute Operating Expenses of the Turnpike System under the Resolution and are payable from Pledged Revenues prior to the deposit of Pledged Revenues into the Debt Service Fund to pay Debt Service on the Bonds.

Manual Toll Collection

The Toll Collection Department of the Authority manages the collection of cash tolls on both the Turnpike and the Parkway. Administrative personnel in the Toll Collection Department include six directors or managers, one supervisor, nine support staff, and four clerks. The administrative staff is responsible for developing procedures for collecting toll revenues and ensuring that the toll plazas are safe for motorists and for the Authority's field staff.

The Turnpike

The Turnpike has 28 interchanges connecting the roadway with major traffic arteries, cities and transportation centers. Toll collection at the interchanges is managed and operated by 200 full-time and 420 part-time toll collectors, 93 supervisors, eight interchange managers, two assistant division managers, one division manager and four clerks. The Authority's Integrated Technology Services Department is responsible for maintaining the Turnpike's manual toll equipment.

Except for two cash toll barriers (at Interchanges 6A and 17), toll collection on the Turnpike is done through a closed system: Drivers take tickets when they enter the roadway and return the tickets with their payment when they exit. (The State Legislature has directed that tolls not be collected on the I-95 extension; thus, that section of the roadway is not part of the closed toll system.) All tickets are processed through a computerized toll system that imprints them with interchange number, date, time of entry, lane number, class of vehicle, and toll collector identification information. As drivers enter the Turnpike, they drive over treadles that record the number of axles on their vehicles. As they exit, the time is imprinted on their tickets, and they drive over treadles once again and pass through an Automatic Vehicle Classification system. The axle count, tickets, revenues and Automatic Vehicle Classifications are reconciled daily by the Finance and Budget Department of the Authority.

The Parkway

Cash toll collection along the Parkway's 49 barriers and ramps is done by 136 full-time and 80 part-time toll collectors, 64 plaza and assistant plaza supervisors and five area managers. The Authority's Integrated Technology Services Department is responsible for maintaining the Parkway's manual toll equipment.

The collection of cash tolls on the Parkway is done through an "open" system: drivers pay a set toll at barriers and ramps along the roadway. The tolls vary by vehicle class determined by number of axles. Automatic coin machines are also used to collect cash tolls at Parkway barriers and ramps.

Control Procedures

The cash and tickets are collected from the interchanges, plazas and ramps by armored car. Tickets are delivered to the Turnpike Administration Building and the cash is counted and deposited to a designated toll revenue bank account.

The Authority's Finance Department audits manual, automatic and E-ZPass transactions to ensure the proper credit and handling of funds. Toll collectors, the ETC System and bank tellers and interchanges are monitored for variances in vehicle classification, axle count, transaction count and expected revenue.

Collector variances over a certain threshold are reported to senior Toll Collection management and/or the Internal Audit Department for possible re-training, counseling, discipline or legal action. Additionally, bank errors or shortages are reported to the bank to ensure proper credit of funds. Either periodically, or upon request from the Finance Department, the Internal Audit Department makes a site visit to the bank to monitor and review banking control procedures.

Existing Toll Rates and Schedule

The toll increases which became effective on December 1, 2008 and on January 1, 2012 on both the Turnpike and the Parkway, are anticipated to provide the Authority with sufficient Net Revenues to satisfy all of the requirements of the Resolution relating to the issuance of all Bonds expected to be hereafter issued by the Authority to fund the Costs of Construction of the various Projects comprising the Capital Improvement Program. See "SECURITY FOR THE BONDS – Toll Covenant" and "SECURITY FOR THE BONDS – Additional Indebtedness" herein and APPENDIX B – "REPORT OF TRAFFIC ENGINEER" and APPENDIX C – "REPORT OF CONSULTING ENGINEER" hereto.

The Turnpike

The Authority has increased tolls on the Turnpike seven times since its opening in 1951. The effective dates of those increases were March 23, 1975, April 1, 1980, March 17, 1991, September 30, 2000, January 1, 2003, December 1, 2008 and January 1, 2012. In addition, the Turnpike eliminated various E-ZPass discounts on January 1, 2006 and July 1, 2011. With the exception of Interchanges 6A and 17, tolls are collected by use of a closed-ticket system, with payment made at the point of exit. The toll rate is determined by distance traveled, class of vehicle, time of day, method of payment, and other factors.

Since January 1, 2012, passenger vehicles pay tolls averaging approximately 11.4 cents per mile for a full-length, peak period trip on the mainline Turnpike. The Authority offers discounted toll rates on the Turnpike based on time of travel, method of payment, type of vehicle, frequency of use, and other factors.

Table 3 depicts the current E-ZPass tolls for selected peak-period trips by class of vehicles for the Turnpike.

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Table 3 – Summary of Current Toll Rates on the Turnpike — E-ZPass, Peak Period

Trip	Passenger Cars	2-Axle Dual-Tire	3-Axle	4-Axle	5-Axle	6-Axle	2-Axle Buses
Delaware Memorial Bridge (Exit 1)							
NORTH TO:							
George Washington Bridge (Exit 18E/18W)	$ 13.85	$ 26.00	$ 32.45	$ 39.00	$ 45.45	$ 51.95	$ 20.05
Lincoln Tunnel (Exit 16E/16W)	12.55	23.50	32.20	37.25	44.75	51.95	18.00
Holland Tunnel (Exit 14C)	13.30	24.70	32.45	38.10	45.45	51.95	18.95
Lincoln Tunnel (Exit 16E/16W)							
SOUTH TO:							
Newark Airport (Exit 14)	2.15	4.30	5.30	6.45	7.75	9.05	3.20
Parkway (Exit 11)	5.15	9.05	12.80	15.00	17.65	20.65	6.95
New Brunswick (Exit 9)	6.50	12.00	16.00	18.75	22.80	26.25	9.20
Pennsylvania Turnpike (Exit 6)	10.25	18.75	25.15	29.45	35.55	40.95	14.45
Philadelphia-Camden (Exit 4)	9.70	18.30	24.95	29.20	34.90	40.45	14.00
Holland Tunnel (Exit 14C)							
SOUTH TO:							
Newark Airport (Exit 14)	2.45	5.30	6.45	7.50	9.05	10.50	4.05
Parkway (Exit 11)	5.45	9.95	14.00	16.00	19.20	21.95	7.75
New Brunswick (Exit 9)	6.65	12.95	17.20	19.80	23.65	27.55	9.95
Pennsylvania Turnpike (Exit 6)	10.65	19.80	26.70	30.50	36.70	42.40	15.30
Philadelphia-Camden (Exit 4)	10.25	19.35	26.25	30.20	36.40	42.25	15.00

The Parkway

Tolls on the Parkway have increased only three times since its opening in 1950. The first increase went into effect April 15, 1989, the second increase took effect on December 1, 2008, and the third on January 1, 2012. In addition, the Parkway eliminated its E-ZPass discount on January 1, 2002.

After the most recent increase, passenger vehicles now pay tolls of approximately 4.8 cents per mile for a full-length, round trip on the Parkway.

Table 4 shows the current Parkway tolls by class of vehicle.

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Table 4 – Summary of Current Toll Rates on the Parkway

Toll Plaza	Milepost	Class 1 Passenger cars, Motorcycles, Taxis	Class 2 2-Axle Dual Tire Vehicle	Class 3 3-Axle Vehicle or Vehicle/Trailer Combination	Class 4 4-Axle Vehicle or Vehicle/Trailer Combination	Class 5 5-Axle Vehicle or Vehicle/Trailer Combination	Class 6 6-Axle Vehicle or Vehicle/Trailer Combination	Classes B2, B3 2-Axle Bus, 3-Axle Bus, Cash	Classes B2, B3 2-Axle Bus, 3-Axle Bus, E-ZPass
MAIN LINE BARRIER PLAZAS									
Pascack Valley*	166.1	$ 1.50	$ 3.00	$ 4.50	$ 6.00	$ 7.50	$ 9.00	$ 8.60	$ 4.30
Bergen NB*	160.5	1.50	3.00	4.50	6.00	7.50	9.00	8.60	4.30
Essex SB*	150.7	1.50	3.00	4.50	6.00	7.50	9.00	8.60	4.30
Union NB*	142.7	1.50	3.00	4.50	6.00	7.50	9.00	8.60	4.30
Raritan SB*	125.4	1.50	3.00	4.50	6.00	7.50	9.00	8.60	4.30
Asbury Park NB	104.0	1.50	3.00	4.50	6.00	7.50	9.00	8.60	4.30
Toms River	84.7	.75	1.50	2.25	3.00	3.75	4.50	4.30	2.15
Barnegat SB	68.9	1.50	3.00	4.50	6.00	7.50	9.00	8.60	4.30
New Gretna NB	53.5	1.50	3.00	4.50	6.00	7.50	9.00	8.60	4.30
Great Egg SB	28.8	1.50	3.00	4.50	6.00	7.50	9.00	8.60	4.30
Cape May NB	19.4	1.50	3.00	4.50	6.00	7.50	9.00	8.60	4.30
RAMP PLAZAS									
Paramus*	164.6	.50	1.05	1.55	2.10	2.65	3.25	4.30	2.15
Saddle Brook NB*	160.3	1.50	3.00	4.50	6.00	7.50	9.00	8.60	4.30
Clifton*	156.1	.50	1.05	1.55	2.10	2.65	3.25	4.30	2.15
Passaic*	154.5	.50	1.05	1.55	2.10	2.65	3.25	4.30	2.15
Watchung*	152.6	.75	1.50	2.25	3.00	3.75	4.50	4.30	2.15
Bloomfield*	148.9	.50	1.05	1.55	2.10	2.65	3.25	4.30	2.15
East Orange*	147.1	.50	1.05	1.55	2.10	2.65	3.25	4.30	2.15

Table 4– Summary of Current Toll Rates on the Parkway (cont'd.)

Toll Plaza	Milepost	Class 1 Passenger cars, Motorcycles, Taxis	Class 2 2-Axle Dual Tire Vehicle	Class 3 3-Axle Vehicle or Vehicle/Trailer Combination	Class 4 4-Axle Vehicle or Vehicle/Trailer Combination	Class 5 5-Axle Vehicle or Vehicle/Trailer Combination	Class 6 6-Axle Vehicle or Vehicle/Trailer Combination	Classes B2, B3 2-Axle Bus, 3-Axle Bus, Cash	Classes B2, B3 2-Axle Bus, 3-Axle Bus, E-ZPass
RAMP PLAZAS									
Irvington*	146.1	$ .50	$ 1.05	$ 1.55	$ 2.10	$ 2.65	$ 3.25	$ 4.30	$ 2.15
Union Ramp NB*	142.8	1.50	3.00	4.50	6.00	7.50	9.00	8.60	4.30
Matawan*	117.1	.50	1.05	1.55	2.10	2.65	3.25	4.30	2.15
Keyport*	118.6	.50	1.05	1.55	2.10	2.65	3.25	4.30	2.15
Holmdel*	113.6	.50	1.05	1.55	2.10	2.65	3.25	4.30	2.15
Red Bank*	110.3	.50	1.05	1.55	2.10	2.65	3.25	4.30	2.15
Eatontown NB*	106.5	1.50	3.00	4.50	6.00	7.50	9.00	8.60	4.30
Belmar/Wall	98.0	.50	1.05	1.55	2.10	2.65	3.25	4.30	2.15
Brick	93.0	.50	1.05	1.55	2.10	2.65	3.25	4.30	2.15
Lakewood	90.1	.50	1.05	1.55	2.10	2.65	3.25	4.30	2.15
Lakehurst	89.2	.50	1.05	1.55	2.10	2.65	3.25	4.30	2.15
Berkeley	77.9	.50	1.05	1.55	2.10	2.65	3.25	4.30	2.15
Lacey	75.3	.50	1.05	1.55	2.10	2.65	3.25	4.30	2.15
Waretown	70.4	.75	1.50	2.25	3.00	3.75	4.50	4.30	2.15
Somers Point SB	30.2	1.50	3.00	4.50	6.00	7.50	9.00	8.60	4.30
Wildwood	3.8	.50	1.05	1.55	2.10	2.65	3.25	4.30	2.15

* Heavy trucks registered 7,000 lbs or more (6 tires or 3 or more axles) prohibited north of Interchange 105.

* E-ZPass tolls are discounted by approximately 5% over cash tolls for vehicles in Classes 2 through 6.

Pending Legislation

As of the date hereof, several bills pertaining to the Authority have been introduced in the New Jersey State Legislature during the current legislative session, which ends in December 2015. The bills are in various stages of consideration. In their present forms, these bills would require, among other things, that the Authority lower or suspend tolls or charges in certain circumstances or under certain conditions, that the Authority alter the way it displays toll information at each collection point on the Turnpike and Parkway and that the Authority make business decisions that could affect revenues and expenses. These bills, if enacted in their present forms, could have a material impact upon the Authority and its operations. The Authority is unable to predict whether or not the current pending bills will be enacted into law.

Financial Management Principles and Guidelines

In December 2012, the Authority adopted its "Financial Management Principles and Guideline" (the "Guidelines"). Among the policies established, the Authority will manage its toll rates, expense budget and debt issuance program to achieve minimum senior debt service coverage of 1.4x and a total requirement coverage of 1.2x. The Authority will also manage its cash flow and total expenditure levels such that it maintains average unrestricted cash balance in the General Reserve Fund equal to at least $75,000,000. The Guidelines were implemented at the option of the Authority and are not a legal covenant with Bondholders. Such Guidelines can be changed or eliminated at any time at the option of the Authority. But see "SUMMARY OF GENERAL BOND RESOLUTION AND CERTAIN DEFINITIONS – Toll Covenants." In addition, the Authority adopted an Interest Rate Swap Management Plan in March 2013, an Investment Policy in September 2013 and a Debt Management Policy in January 2014.

Management's Discussion of Results of Operations

The following table summarizes the Authority's Revenues, Operating Expenses, Debt Service and Net Revenues for its fiscal years 2009 through 2013. The amounts set forth in this table are presented in conformity with the requirements of the Resolution and not on the basis of generally accepted accounting principles. The audited financial statements of the Authority for the years ended December 31, 2013 and 2012, prepared in conformity with generally accepted accounting principles with reconciling schedules to the Bond Resolution, are included in Appendix A to this Official Statement. This table should be read in conjunction with these audited financial statements.

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5-Year Summary Schedule of Revenues, Operating Expenses, Debt Service and Net Revenues ($000s) [1]

	2009	2010	2011	2012	2013
TURNPIKE SYSTEM REVENUES					
Toll revenue	$ 952,419	$ 952,166	$ 948,879	$ 1,393,658	$ 1,413,763
E-ZPass Fees	39,568	38,701	39,696	47,315	51,372
Concession revenue	35,245	33,805	33,769	34,990	34,961
Earnings on investments	10,652	12,641	12,225	11,818	10,095
Build America Bonds Rebate	24,084	37,724	81,665	81,665	75,173
Miscellaneous revenue	9,692	9,071	10,091	9,863	12,867
Arts Center	2,958	3,008	3,059	3,118	3,178
Total Revenues	1,074,618	1,087,115	1,129,384	1,582,427	1,601,409
Operating Expenses					
Maintenance of roadway, buildings and equipment	102,409	100,902	100,921	101,447	123,036
Toll Collection	162,113	164,129	162,031	152,730	132,736
State Police and Traffic Control	68,993	68,873	65,909	65,999	65,854
Technology	20,038	18,545	14,858	13,374	16,467
Employee Benefits	89,468	93,241	96,255	102,510	97,928
General Administrative Costs	37,610	35,482	35,462	36,174	37,014
Total operating expenses	480,631	481,172	475,436	472,235	473,035
Net Revenue Available for Debt Service	593,987	605,943	653,948	1,110,192	1,128,374
Debt Service					
Interest Expense	237,536	257,117	293,335	464,166	452,891
Principal Payments	104,855	108,830	120,295	132,975	131,881
Total Debt Service	342,391	365,947	413,630	597,141	584,772
Net Revenue After Operating Expenses and Debt Service	251,596	239,996	240,318	513,051	543,602
Interfund Transfers:					
To Charges Fund	4,003	4,218	4,570	3,629	1,646
To Maintenance Reserve Fund	64,535	58,500	68,465	70,497	72,635
To Special Project Reserve Fund	26,300	32,115	34,917	35,910	27,783
Excess Net Revenues	$ 156,758	$ 145,163	$ 132,366	$ 403,015	$ 441,538
Net Revenue/Total Debt Service	1.73	1.66	1.58	1.86	1.93
Net Revenue/Total Debt Service and Reserves	1.36	1.32	1.25	1.57	1.64

Note 1 - Totals may not add due to rounding.

Management's Discussion of Unaudited Interim Results for Five Months Ended May 31, 2014

For the five months ended May 31, 2014, revenue available for operating expenses, debt service and reserves was $632,877,000, which was $3,493,000 less than the same period of 2013. The lower revenue is due to lower toll revenue which was directly affected by the severe winter weather in the first three months of 2014. January was the sixth coldest January on record in the State and February's daily temperature averaged 5 degrees below normal with temperatures recorded at or below 32 degrees for 27 of the 28 days in the month.

Toll revenue for the period was $555,765,000, which was $1,832,000, or 0.3%, less than the same period of 2013. The decline is due to the severe winter weather which produced six major storms in the first three months of the year, five of which were declared to be States of Emergency. Without the impact of the storms, 2014 toll revenue would have been higher than 2013 toll revenue. Both the Turnpike and Parkway experienced Traffic and Revenue gains for April and May 2014 compared to those same months in 2013

E-ZPass fees consist of monthly membership fees, transponder sales, return check fees, administrative fees, fiber lease revenue, interest on prepaid accounts and monthly statement fees. Revenue was $20,420,000 which was $155,000, or 0.8%, less than the same period of 2013. The slight decrease is attributable to lower administrative fees collected due to declining violation rates from enhanced enforcement efforts.

Concession revenue consists of revenues generated through the sale of food, gasoline and convenience store items at the service areas located along both roadways. Concession revenue for the first five months of 2014 was $13,202,000, which was $47,000, or 0.4%, lower than the same period in 2013. On the Turnpike, food sales increased 13.2% and convenience store sales increased 5.4% compared to last year. These increases were offset by a 2.2% decline in gasoline sales and a 13.3% decline in convenience store sales on the Parkway. The decreases were partially due to the November 2013 closing of the Oceanview Service Area. This service area was closed in order to construct a new convenience store building and rehabilitate the fuel services underground storage tanks and equipment.

Investment income was $4,966,000, which was about $30,000, or 0.6%, lower than 2013 due to lower returns on invested balances.

Miscellaneous revenue collected for the period $5,093,000, which was about $1,679,000 lower than over the same period in 2013. The decline is due to the receipt in 2013 of $2,829,000 in non-recurring settlement payments, partially offset by surplus land and property sales of $1,137,000 in 2014.

Art Center revenue consists of rent and naming rights for the PNC Bank Arts Center located in Holmdel. For the five months ending May 31, 2014, revenue received of $1,855,000 was approximately $33,000 higher than the same period in 2013 due to a contractual rent increase.

The Build America Bond Subsidy (BABS) is a direct payment by the U.S. Treasury to the Authority equaling 35% of the interest payable on the Series 2009 F Bonds and the Series 2010 A Bonds. The Budget Control Act of 2011 requires automatic spending cuts commonly referred to as sequestration which impacts the subsidy received on BABS. The reduction for the 2013 federal fiscal year was 8.7%, this compares to a 7.2% reduction in the 2014 federal fiscal year. As a result, the $31,577,000 earned in the first five months of 2014 was $214,000 higher than the same period in 2013. See "CERTAIN RISK FACTORS – Federal Subsidy on Build America Bonds" herein.

Operating expenses through May 2014 were $194,131,000, which was $4,614,000 higher than the comparable period last year primarily due to higher snow removal and utility expenses incurred during the severe winter weather in the first three months of 2014 as well as higher maintenance and employee health benefit costs. The increases were partially offset by lower ETC operating costs, due to lower violation processing expenses. The Authority continues to exercise tight control on its operating expenses and has reduced its authorized headcount, eliminating another six positions in 2014 bringing the number of full-time employees to 2,004.

Debt service expense was $253,783,000 for the five months ended May 31, 2014, and was approximately $2,335,000 higher than the same period last year due to higher principal payments on the Series 2003 B Bonds, partially offset by interest expense savings from the bond refundings completed in 2013.

Fiscal Year 2013

Revenues available for operating expenses, debt service and reserves totaled $1,601,409,520 in 2013, which was $18,982,184, or 1.2%, more than the revenues of $1,582,427,336 in 2012. Toll revenue is the principal source of revenue and in 2013 tolls constituted approximately 88.3% of total revenues. Revenues from tolls were $1,413,763,310, which was $20,104,825 or 1.4% more than the $1,393,658,485 earned in 2012. The increase in toll revenue was due to an improving economy, mild weather from August through November and relatively low gas prices. The strong toll revenue results were achieved despite the major winter storms which occurred in February, March and December 2013. Traffic on the Turnpike increased by approximately 0.6% and revenue increased by 1.5% while Parkway toll transactions increased by about 0.8% and revenue increased by 1.3%. These results compare favorably to the Authority's Traffic Engineering Consultant, CDM Smith, which provided an updated Draw Down Letter dated February 15, 2013. CDM Smith forecast traffic and revenue growth through the twelve months of 2013 of 1.5% and 1.8% respectively for the New Jersey Turnpike and 1.0% and 1.3% respectively for the Garden State Parkway.

In 2013, *E-ZPass* Fees accounted for 3.2% of the Authority's 2013 revenue. *E-ZPass* Fees increased $4,057,436 or 8.6%, to $51,372,008 from $47,314,572 in 2012. The increase in revenues is due to enhancements in enforcement efforts which increased administrative fee revenue collected from toll violators and an increase in membership fees as 87,500 new customer accounts were added in 2013. *E-ZPass* transactions in 2013 were 80.6% of all transactions on the Turnpike and 77.6% of all toll transactions on the Parkway increasing from 79.2% and 76.0%, respectively, in 2012.

Concession revenues were $34,961,185 and constituted about 2.2% of 2013 revenues. Concession revenues decreased $28,782 or 0.1% from the $34,989,967 recorded in 2012. The slight decrease is due to the closing of the Grover Cleveland Service Area on the Turnpike thereby impacting the fuel and convenience store sales offset by increases in fuel and food sales on the Parkway.

Investment income in 2013 was $10,094,917 or 0.6% of the Authority's total income for 2013. Investment income declined $1,723,306 or about 14.6% from 2012, due primarily to an unrealized decrease in the market value of certain Federal Agency investments of approximately $2,600,000. This mark to market adjustment offset increases in interest income due to a higher invested balance in the Debt Reserve Fund from the Series 2013A new money bond issue.

The Authority issued the Series 2009 F Bonds in April 2009 and the Series 2010 A Bonds in December 2010. Both Series were issued under the Build America Bond program authorized by the American Reinvestment and Recovery Act of 2009. Prior to March 1, 2013, the Federal Government reimbursed the Authority for 35% of the interest payable on both of these issues. See "CERTAIN RISK

FACTORS – Federal Subsidy on Build America Bonds." The rebate constitutes pledged revenue under the Bond Resolution and totaled $75,172,932 in 2013 which decreased $6,492,393 or 7.9% from $81,665,325 in 2012 due to automatic federal deficit reduction spending cuts. This reimbursement constituted about 4.7% of the Authority's 2013 revenue.

Miscellaneous revenues were $12,867,240 or about 0.8% of the Authority's revenue. The 2013 amount was $3,004,419 or 30.5% higher than in 2012. The increase is largely due to the receipt of two nonrecurring settlement payments received in 2013. Arts Center rent was $3,177,928 or 0.2% of total Authority revenues and was $59,985 greater than 2012 due to a contractual rent increase.

Operating Expenses in 2013 were $473,034,818, which was $800,286 higher than 2012. Annual operating expenses were impacted by increased snow and utility costs. For the twelve months ended December 31, 2013 the Authority expended $19,935,100 in its operating budget for snow costs offset by the reduction of its authorized headcount from 2,011 in 2012 to 2,004 in 2013. In 2011, the Authority signed the memorandums of agreement with the unions representing the Authority's Toll Collectors. These MOA's achieved payroll savings of $19,994,000 in 2013 due to reductions in toll collector salaries and an increase in the number of part-time toll collectors. The Authority continues to reduce its authorized headcount and control of discretionary expenses.

Debt service in 2013 was $584,772,000 which was a $12,369,000 decrease over 2012. Debt service funding decreased due to savings from the various bond refundings completed in 2013 as well as from the application of excess escrow funds that were required to be applied to Series 2012 B Bonds and Series 2012 G Bonds interest expense payments in 2013.

After providing for required funding to the Charges Fund, the Maintenance Reserve Fund and the Special Project Reserve Fund, the Authority deposited $441,539,000 into its General Reserve Fund in 2013. The Authority's expenses of $381,125,000 consist primarily of $324,000,000 for the State Transportation Capital Plan, $22,000,000 for State Transportation Trust Fund Payments, $8,001,000 for feeder road payments to the State Department of Transportation and $27,124,000 on pay-as-you-go capital projects.

Additionally, the Authority's widening of both the Turnpike and the Parkway are continuing. The Turnpike 6-to-9 Widening Program, which is on schedule, will have all three additional lanes open to traffic in November 2014. The widened Parkway section between mileposts 63 – 80 has been opened, mileposts 48 – 63 is expected to be completed in the spring of 2015 and construction contracts for mileposts 35 – 48 are scheduled to be awarded in the summer of 2014 and completed in the spring of 2017.

Fiscal Year 2012

Revenues available for operating expenses, debt service and reserves totaled $1,582,427,336 in 2012, which was $453,043,531, or 40%, more than the revenues of $1,129,383,805 in 2011. Toll revenue is the principal source of revenue and in 2012 tolls constituted approximately 88% of total revenues. Revenues from tolls were $1,393,658,485, which was $444,779,672 or 46.9% more than the $948,878,813 earned in 2011. The higher toll revenues are the result of the 53% toll increase on the Turnpike and 50% toll increase on the Parkway that went into effect on January 1, 2012. Traffic on the Turnpike decreased by approximately 4.3% while Parkway toll transactions declined by about 3.1%. Prior to Superstorm Sandy in October 2012, toll revenues were approximately $10 million ahead of projections. According to CDM Smith's 2013 Draw Down Letter dated February 15, 2013, on a system-wide basis, it is estimated that the impacts of Superstorm Sandy reduced total toll revenue by about $15 million in 2012. Traffic and toll revenues were also impacted by the continuing weak economic conditions and consistently high fuel prices.

In 2012, *E-ZPass* Fees accounted for 3% of the Authority's 2012 revenue. *E-ZPass* Fees increased $7,618,882 or 19.2%, to $47,314,572 from $39,695,690 in 2011. The increase in revenues resulted from an increase to $50 from $25 for the administrative fee charged to toll violators, the implementation of charging administrative fees to Automatic Coin Machine violators on the Parkway in October 2011 and an increase in membership fees as 93,600 new customer accounts were added in 2012. *E-ZPass* transactions in 2012 were 79.2% of all transactions on the Turnpike and 76% of all toll transactions on the Parkway increasing from 76.5% and 72.5%, respectively, in 2011.

Concession revenues were $34,989,967 and constituted about 2.2% of 2012 revenues. Concession revenues increased $1,220,319 or 3.6% from the $33,769,648 recorded in 2011. Increases in rent payments from both food and fuel sales along both roadways contributed to the increase.

Investment income in 2012 was $11,818,223 or 0.7% of the Authority's total income for 2012. Investment income declined $227,917 or about 2.3% from 2011 as 2012 market rates were lower than 2011.

The Authority issued the Series 2009 F Bonds in April 2009 and the Series 2010 A Bonds in December 2010. Both Series were issued under the Build America Bond program authorized by the American Reinvestment and Recovery Act of 2009. Prior to March 1, 2013, the Federal Government reimbursed the Authority for 35% of the interest payable on both of these issues. See "CERTAIN RISK FACTORS – Federal Subsidy on Build America Bonds." The rebate constitutes pledged revenue under the Bond Resolution and totaled $81,665,325 in 2012 which was unchanged from 2011. This reimbursement constituted about 5.2% of the Authority's 2012 revenue.

Miscellaneous revenues were $9,862,821 or about 0.6% of the Authority's revenue. The 2012 amount was $227,917 or 2.3% lower than in 2011. The decrease is largely due to lower surplus property sales. Arts Center rent was $3,117,943 or 0.2% of total Authority revenues and was $58,940 greater than 2011 due to a contractual rent increase.

Operating Expenses in 2012 were $472,234,532, which was $3,201,062 lower than 2011. The Authority continues to reduce its authorized headcount, eliminating another 41 positions in 2012, for a total of 2,011 employees. During 2011 the Authority signed memorandums of agreement with the unions representing the Authority's Toll Collectors. See "THE AUTHORITY – Organization" herein. These MOA's achieved an additional payroll savings of $13,745,000 in 2012. On January 1, 2011, the Authority extended its contract with ACS through July 31, 2014 to provide back office services relative to the Authority's E-ZPass operations. As part of this extension, discounts were negotiated for certain fees which resulted in cost savings of $2,388,000 in 2012. Additional savings resulted from a decrease in utility costs of $418,000 and $2,534,000 in lower snow removal costs.

Debt service in 2012 was $597,141,000 which was a $183,511,000 increase over 2011. Debt service primarily increased due to higher interest expense. In 2011, the interest expense for the Series 2009 E Bonds, Series 2009 F Bonds and Series 2010 A Bonds was paid fully or partially from capitalized interest (bond proceeds). In 2012, 100% of the interest expense for these issues was paid from revenues.

After providing for required funding to the Charges Fund, the Maintenance Reserve Fund and the Special Project Reserve Fund, the Authority deposited $403,015,000 into its General Reserve Fund in 2012. The Authority's expenses of $392,730,000 consist primarily of $331,000,000 for the State Transportation Capital Plan, $22,000,000 for State Transportation Trust Fund Payments, $8,001,000 for feeder road payments to the State Department of Transportation and $31,729,000 on pay-as-you-go capital projects.

Additionally, the Authority's widening of both the Turnpike and the Parkway are continuing. The widened Parkway section between mileposts 63 – 80 has been opened. Widening further south between mile posts 35 – 63 is underway.

Fiscal Year 2011

Revenues available for operating expenses, debt service and reserves totaled $1,129,383,805 in 2011, which was $42,268,638, or 3.9%, more than the revenues of $1,087,115,167 in 2010. Toll revenue is the principal source of revenue and in 2011 tolls constituted approximately 84% of total revenues. Revenues from tolls were $948,878,813, which was $3,287,625 or 0.3% less than the $952,166,438 earned in 2010. The lower toll revenues were primarily the result of four major winter storms in January & February of 2011 and to Hurricane Irene in August 2011. The combined effects of these storms is estimated to have resulted in $8,722,000 of lower toll revenue collections. Toll revenues were also impacted by continued weak economic conditions, relatively high unemployment rate and high gasoline prices. Traffic on the Turnpike decreased by approximately 0.8%. Parkway toll transactions declined by 1.2%. However, after adjusting for the implementation of one-way tolling at the Pascack Valley toll plaza on February 20, 2010, Parkway toll transactions declined just 0.6%.

In 2011, *E-ZPass* Fees accounted for 3.5% of the Authority's 2011 revenue and increased $994,545 or 2.6%, to $39,695,690 from $38,701,145 in 2010. The increase in revenues was largely due to an increase in membership fees as 146,500 new customer accounts were added in 2011 including 42,500 from the Delaware River & Bay Authority which joined the *NJ E-ZPass* Group in June of 2011. *E-ZPass* transactions in 2011 were 76.5% of all transactions on the Turnpike and 72.5% of all toll transactions on the Parkway increasing from 74.5% and 71.4%, respectively, in 2010.

Concession revenues of $33,769,648 were approximately 3% of 2011 revenues and were essentially unchanged from the $33,804,710 recorded in 2010. Increases in rent payments from fuel sales along both roadways were offset by declines in rent payments from food sales also along both roadways.

Investment income in 2011 was $12,224,588 or 1.1% of 2011 income. In 2011, investment income declined $415,927 or about 3.3% from 2010 as market rates continued to decline.

In December of 2010 the Authority issued the Series 2010 A Bonds. The Series 2010 A Bonds along with the Series 2009 F Bonds were issued under the Build America Bond program authorized by the American Reinvestment and Recovery Act of 2009. The Federal Government reimbursed the Authority for 35% of the interest payable on both of these issues. The rebate constitutes pledged revenue under the Bond Resolution and totaled $81,665,325 in 2011, up from $37,723,673 in 2010. The increase in 2011 is a result of a full year reimbursement equal to 35% of the interest for the Series 2010 A Bonds.

Miscellaneous revenue of $10,090,738 accounted for less than 1% of the Authority's revenue. The 2011 amount was $1,019,857 or 11.2% higher than in 2010. The increase is largely a result of higher rents from cell tower rentals and increased revenues from surplus sales. Arts Center rent was $3,059,003, a gain of $51,198 from 2010 due to a contractual rent increase.

Operating Expenses in 2011 were $475,435,594, which was $5,736,576 lower than 2010. During 2011 the Authority signed memorandums of agreement with the unions representing the Authority's Toll Collectors. See "THE AUTHORITY – Organization" herein. These MOA's resulted in payroll savings of $9,748,000. On January 1, 2011, the Authority extended its contract with ACS through July 31, 2014 to provide back office services relative to the Authority's E-ZPass operations. As part of this extension, discounts were negotiated for certain fees which resulted in cost savings of $1,780,000. Discretionary spending was closely monitored and included a headcount reduction of 66 employees to 2,152 from 2,218 in 2010. The Authority's PERS contribution increased to $17,922,509 from $14,169,000 in 2010. The Authority's contribution in 2011 was 100% of the total calculated obligation. Utility costs decreased by $400,000 due to decreases in heating and electricity costs partially offset by increases in gasoline and diesel fuel prices.

Debt service in 2011 was $413,630,000 which was a $47,683,000 increase over 2010. Debt service primarily increased due to higher interest expense. Interest expense increased by $36,218,000 due to the payment of a full year of interest on the Series 2010 A Bonds. In 2011, only 35% of the interest expense on the Series 2010 A Bonds is payable from revenues. The remaining 65% of the interest expense was paid from capitalized interest (bond proceeds). The remaining increase of $11,465,000 is due to higher mandatory principal payments on the existing debt.

After providing for required funding to the Charges Fund, the Maintenance Reserve Fund and the Special Project Reserve Fund, the Authority deposited $132,366,000 into its General Reserve Fund in 2011. The Authority spent $169,848,000, primarily on $116,501,000 for feeder road Capital and maintenance payments to the State Department of Transportation, $23,800,000 on State Transportation Trust Fund Payments, and $29,547,000 on pay-as-you-go capital projects.

Additional financial highlights in 2011 included the completion of the Turnpike's Interchange 16W, a new State Police Barracks in Holmdel and the replacement of Roadway Variable Message Signs. In addition, the Authority's widening of both the Turnpike and the Parkway are continuing. The Parkway has opened the widened section between mileposts 63 – 80 and has begun widening further south between mile posts 35 – 63.

Fiscal Year 2010

Revenues available for operating expenses, debt service and reserves totaled $1,087,115,167 in 2010. This was $12,497,185, or 1.2%, more than the revenues of $1,074,617,982 in 2009. Toll revenue is the principal source of revenue. In 2010 tolls constituted approximately 87.6% of total revenues. Revenues from tolls were $952,166,438, which was $252,630 less than the $952,419,068 earned in 2009. This relatively minor decline was largely due to harsher winter weather in 2010 compared to 2009. Traffic on the Turnpike increased slightly by approximately 0.4%. Parkway toll transactions declined by 3.5%. However, most of this decline is due to the implementation of one-way tolling at the Pascack Valley toll plaza. When adjusted for one-way tolling, Parkway toll transactions declined just 0.2%.

2010 *E-ZPass* Fees declined 2.2%, or $866,723, to $38,701,145 from $39,567,868 in 2009. E-ZPass Fees accounted for 3.6% of the Authority's revenue in 2010. The lower collections were largely due to a reduction in damaged tag fees and lower collections of administrative fees from toll violations. The decrease was partially offset by increased collections in membership fees as there were approximately 84,000 more active *E-ZPass* accounts at the end of 2010 as compared to 2009 representing an increase of approximately 4.5%. In addition, the number of E-ZPass transactions as a percentage of total transactions in 2010 increased to 74.5% from 73.2% in 2009 on the Turnpike and to 71.4% from 70.6% on the Parkway.

Concession revenues, representing approximately 3.1% of 2010 revenues, were $33,804,710 which was about $1,440,311, or 4.1%, lower than 2009. The decline was largely due to reduced revenue from fuel sales along both roadways, especially rent from diesel fuel sales along the Turnpike.

Investment income in 2010 was $12,640,515, an increase of $1,988,116 or 18.7% from 2009. Earnings were aided by an increase due to a full year's earnings on the cash funded portion of the debt reserve fund established in connection with the Series 2009 E and F Bonds.

In December of 2010 the Authority issued the Series 2010 A Bonds. The Series 2010 A Bonds, along with the Series 2009 F Bonds, were issued under the Build America Bond program authorized by the American Reinvestment and Recovery Act of 2009. The Federal Government reimbursed the Authority for 35% of the interest payable on both of these issues. The rebate constitutes pledged revenue under the Bond Resolution and totaled $37,723,673 in 2010, which was a $13,640,000 increase over 2009 due to a full year of rebate on the Series 2009 F Bonds in 2010.

Miscellaneous revenue accounted for less than 1% of the Authority's revenue and was $9,070,881 which was $621,551 lower than in 2009. The decrease was due to lower rental income from cell tower sites and leases on the Authority's fiber optic network. Arts Center rent was $3,007,805, a gain of $50,194 from 2009 due to a contractual increase.

Operating Expenses in 2010 were $481,172,170, which was an increase of only $540,667 from 2009. Discretionary spending was closely monitored throughout the year and the authorized headcount was reduced by 67 employees from 2,285 in 2009 to 2,218 in 2010. The Authority's PERS contribution increased from $12,990,600 in 2009 to $14,169,000. The Authority's contribution in 2010 was 100% of the total calculated obligation. Utility costs decreased by $459,000 due to a decrease in fuel, electric and telephone costs partially offset by increases in diesel and heating fuel prices.

Debt service in 2010 was $365,947,000, which was a $23,556,000 increase over 2009. Debt service primarily increased due to a full year's interest payments on the Series 2009 E and Series 2009 F Bonds.

After providing for required funding to the Charges Fund, the Maintenance Reserve Fund and the Special Project Reserve Fund, the Authority deposited $145,163,000 into its General Reserve Fund. The Authority spent $58,501,000 on feeder road maintenance payments to the State Department of Transportation, $35,021,020 on pay-as-you-go capital projects and $23,800,000 on State Transportation Trust Fund Payments.

Additional financial highlights in 2010 included the completion of the improvement project at the intersection of the Parkway and Interstate 78. There is now a full intersection between the Parkway and Interstate 78 allowing traffic to move freely between roadways without having to access local roads. Other construction projects on the Turnpike and Parkway which are underway and in various stages of completion include the Turnpike and Parkway widening projects, improvements to the Turnpike Interchange 16W and safety improvements to the Parkway from mile posts 80 - 100.

Fiscal Year 2009

Revenues available for operating expenses, debt service and reserves totaled $1,074,617,982 in 2009. This was $179,923,108, or 20.1%, above the revenues of $894,694,874 in 2008. The principal source of revenue was tolls, and in 2009 tolls constituted approximately 89% of total revenues. Revenues from tolls were $952,419,068, an increase of $205,680,684, or 27.5%, from the $746,738,384 generated in 2008. On December 1, 2008, the Authority implemented a 40% toll increase on the Turnpike and a 43% increase on the Parkway. Due principally to a lengthy recession and generally weak economic conditions, Turnpike traffic declined approximately 3.6%, while Parkway traffic declined by 2.6%.

2009 *E-ZPass* Fees declined 26.2%, or $14,078,809, to $39,567,868 from $53,646,677 in 2008. The decline is largely due to the reclassification of Credit Card Equity Fees from a revenue item to an expense recovery item. Credit Card Equity Fees are reimbursements from other E-ZPass Agencies of credit card fees incurred by the Turnpike Authority in the process of replenishing customer accounts for their toll activity at the other agencies. *E-ZPass* Fees constituted 3.7% of the Authority's revenue in 2009. The popularity of the *E-ZPass* program is apparent as customer accounts grew by 4% in 2009. In addition, the number of *E-ZPass* transactions as a percentage of total transactions in 2009 increased to 73.2% from 71.5% in 2008 on the Turnpike and to 70.6% from 67.8% on the Parkway.

Concession revenues in 2009 of $35,245,021 were $1,168,412, or 3.2%, lower than 2008 and constituted 3.3% of total revenues. The decline was due to reduced revenue from diesel fuel sales along the Turnpike.

Investment income in 2009 was $10,652,066, an increase of $2,955,000 from 2008. The increase was due to the inclusion of earnings on the cash portion of the Authority's debt service reserve fund, which was gradually increased throughout 2009 through proceeds of the Authority's bond issues.

In April of 2009, the Authority issued the Series 2009 F Bonds. These were issued under the Build America Bond program authorized by the American Reinvestment and Recovery Act of 2009. The Federal Government reimbursed the Authority for 35% of the interest payable on this issue. The rebate constitutes pledged revenue under the Bond Resolution and totaled $24,084,000 in 2009.

Miscellaneous revenue of $9,692,432 was $1,182,752, or 13.9%, higher than in 2008. The increase was largely due to additional rental income from contractual increases in existing sites and the recognition of past due amounts. Arts Center rent was $2,957,611, down 14.3%, or $493,775, from $3,451,386, as there were fewer shows in 2009.

Operating Expenses in 2009 were $480,631,503, which was essentially the same as 2008. Authorized headcount was reduced from 2,365 to 2,285. The Authority's PERS contribution increased from $9,692,900 in 2008 to $12,990,600 as a result of the mandatory phase of contribution payments. The Authority's contribution in 2009 was 100% of the total calculated obligation compared to 80% in 2008. Utility costs decreased by $1,200,000 due to a significant decrease in fuel cost as gasoline and diesel fuel prices moderated. The Authority's reduced headcount resulted in a decrease of manual toll collection costs by $2,100,000. Discretionary spending was reduced to offset all other mandatory increases in expenditures.

Debt service in 2009 was $342,391,000, which was a $20,344,000 increase over 2008. Debt service primarily increased due to higher principal payments on existing debt. Interest expense decreased by $2,926,000 as the additional interest expense on the Series 2009 F Bonds was offset by savings from lower payments on the Authority's variable rate debt as compared to 2008.

After providing for required funding to the Charges Fund, the Maintenance Reserve Fund and the Special Project Reserve Fund, the Authority deposited $156,758,000 into its General Reserve Fund. Of the amount deposited, the Authority spent $40,154,000, primarily on pay-as-you-go capital projects, $22,000,000 on State Transportation Trust Fund Payments, and $8,000,000 on feeder road maintenance payments to the State Department of Transportation.

Additional financial highlights in 2009 included the completion of the Parkway's Driscoll Bridge. A new span carries seven lanes of southbound traffic while the two older spans were rehabilitated and now carry eight lanes of northbound traffic. The Authority completed the reconstruction of Turnpike Interchange 12 and the ramps leading to and from the Interchange in Carteret. Other construction projects underway and in various stages of completion in 2009 include the Turnpike and Parkway widening projects and improvements at the intersection of the Parkway and Interstate 78. From construction funds the Authority also contributed to the State $20,000,000 for work on Parkway Interchange 142, and $120,000,000 to fund the replacement of the St. Paul's Viaduct feeder road project.

Summary of Projected Operations by the Traffic Engineer

As the Traffic Engineer for the Authority, CDM Smith (formerly Wilbur Smith Associates) was requested by the Authority to prepare a detailed traffic and toll revenue projection study presenting its analyses and findings relative to recent trends in traffic and revenue on the Turnpike and the Parkway. The study, dated May 1, 2014, analyzed existing usage and the sensitivity of patrons to adjustments to toll charges as related to the quality of traffic service provided by the Turnpike and the Parkway versus alternate routes. This study also incorporates analysis of land use developments that will affect traffic and all roadway improvements and operational modifications proposed by the Authority.

Current professional practices and procedures were used by CDM Smith in the development of the study. However, there is considerable uncertainty inherent in future traffic and revenue forecasts for any toll facility, including the Turnpike and the Parkway, and there may sometimes be differences, which could be material, between forecasted and actual results caused by events and circumstances beyond the control of the forecasters. Additionally, it should be recognized that the traffic and revenue forecasts contained in the CDM Smith study are intended to reflect the overall estimated long-term trend and actual experience in any given year may vary due to economic conditions and other factors.

The purpose of the CDM Smith study was to produce estimates of traffic volume and annual toll revenue on the Turnpike and the Parkway through the year 2024, recognizing all improvements identified for the Authority's Capital Improvement Program, as well as potential impacts resulting from developments not related to the Turnpike or the Parkway. The traffic and revenue forecasts were based on a detailed analysis of the past relationship between actual Turnpike and Parkway transactions and actual socio-economic data. The development of the new forecasts relied on the most currently available socio-economic forecasts, historic traffic and toll revenue trends through March 2014, and the Authority's most recent assumptions concerning toll schedules and discount programs. In addition, the estimated E-ZPass market share was developed for the forecast period based on historical trends and on future toll schedule assumptions. Site visits and meetings with local Metropolitan Planning Organizations and other agencies were conducted in order to complete the analysis of the potential growth in traffic and toll revenue on the Turnpike and Parkway.

Table 6(a) provides a summary of CDM Smith's projected traffic volume on the Turnpike through 2024 by vehicle class. As shown in Table 6(a), total passenger car traffic on the Turnpike is expected to increase from approximately 201 million cars in 2014 to 237 million cars by 2024. Total annual commercial vehicle traffic for the Turnpike is estimated to increase from approximately 30 million vehicles in 2014 to 34.5 million vehicles in 2024. Total vehicle traffic is expected to increase from approximately 230 million vehicles to approximately 271 million vehicles between the years 2014 and 2024, representing an average annual growth of approximately 1.6 percent.

Table 6(a) – Projected Volume for the Turnpike – Number of Vehicles (000s)			
Year	Passenger Cars	Commercial Vehicles	Total Vehicles
2014	200,609	29,699	230,308
2015	208,242	30,513	238,755
2016	208,259	30,980	239,239
2017	210,769	31,454	242,223
2018	214,015	31,863	245,878
2019	217,311	32,277	249,588
2020	221,092	32,713	253,805
2021	224,961	33,154	258,115
2022	228,898	33,602	262,500
2023	232,903	34,056	266,959
2024	236,979	34,515	271,494

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Table 6(b) provides a summary of CDM Smith's estimated annual gross toll revenue from the Turnpike by vehicle class for the years 2014 through and including 2024. As shown, passenger car toll revenue is expected to increase from approximately $685,342,000 in 2014 to approximately $814,862,000 in 2024. Commercial vehicle toll revenue is estimated to increase from approximately $338,451,000 to $390,928,000 over the same forecast period. Total annual gross toll revenue for the Turnpike is estimated to increase from approximately $1,023,793,000 in 2014 to approximately $1,205,790,000 in 2024. The average annual percent increase in total annual gross toll revenue amounts to approximately 1.6 percent.

Table 6(b) – Estimated Toll Revenues for the Turnpike ($000s)

Year	Passenger Car Toll Revenues	Commercial Vehicle Toll Revenues	Total Toll Revenues
2014	$685,342	$338,451	$1,023,793
2015	712,598	348,296	1,060,894
2016	717,472	353,697	1,071,169
2017	728,724	359,260	1,087,984
2018	739,453	363,089	1,102,542
2019	750,464	366,958	1,117,422
2020	762,763	371,500	1,134,263
2021	775,468	376,098	1,151,566
2022	788,384	380,836	1,169,220
2023	801,514	385,720	1,187,234
2024	814,862	390,928	1,205,790

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Table 6(c) provides a summary of CDM Smith's projected toll transactions and estimated total annual gross toll revenue for the Parkway through 2024. The Parkway does not separately project the number of transactions involving commercial vehicles or the revenues there from since commercial vehicles are only allowed below Exit 105 and provide revenues that amount to less than 4% of total Parkway revenues.

As shown in Table 6(c), CDM Smith's estimates that total toll transactions on the Parkway will increase from approximately 371 million transactions in 2014 to 417 million by 2024. This represents an average annual increase in toll transactions of approximately 1.2 percent. As shown in Table 6(c), total annual gross toll revenue on the Parkway is estimated by CDM Smith to be approximately $409,084,000 in 2014. With normal growth, along with all assumed impacts, CDM Smith estimates that such revenue will increase to approximately $462,035,000 in 2024. This represents an average increase in total gross toll revenue for the Parkway of approximately 1.2 percent per year.

Table 6(c) – Parkway – Number of Transactions (000s) and Amount of Toll Revenues ($000s)

Year	Total Toll Transactions	Total Toll Revenues
2014	370,571	$409,084
2015	380,105	419,715
2016	384,020	424,231
2017	387,976	428,772
2018	392,593	434,048
2019	396,911	438,972
2020	401,277	443,953
2021	405,250	448,476
2022	409,262	453,044
2023	413,150	457,518
2024	417,075	462,035

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Table 6(d) provides a summary of CDM Smith's estimated annual gross toll revenue for both the Turnpike and the Parkway during the years 2014 through and including 2024. As shown in Table 6(d), annual gross toll revenue for both the Turnpike and the Parkway is estimated to be approximately $1,432,877,000 in 2014. With normal growth, along with all assumed impacts, CDM Smith estimates that such revenue will increase to approximately $1,667,825,000 in 2024. This represents a compound growth rate in total gross toll revenue from both the Turnpike and the Parkway of approximately 1.5 percent per year.

Table 6(d) – Estimated Gross Toll Revenue for both the Turnpike and the Parkway ($000s)

Year	Turnpike Toll Revenues	Parkway Toll Revenues	Total Toll Revenues
2014	$1,023,793	$409,084	$1,432,877
2015	1,060,894	419,715	1,480,609
2016	1,071,169	424,231	1,495,400
2017	1,087,984	428,772	1,516,756
2018	1,102,542	434,048	1,536,590
2019	1,117,422	438,972	1,556,394
2020	1,134,263	443,953	1,578,216
2021	1,151,566	448,476	1,600,042
2022	1,169,220	453,044	1,622,264
2023	1,187,234	457,518	1,644,752
2024	1,205,790	462,035	1,667,825

For a more detailed discussion of the assumptions and methodology used by CDM Smith in connection with all of its forecasts summarized above, see APPENDIX B – "REPORT OF TRAFFIC ENGINEER" attached hereto.

Summary of the Report of the Consulting Engineer

HNTB Corporation ("HNTB") serves as the Consulting Engineer to the Authority. In this capacity, HNTB has prepared a report dated May 1, 2014 estimating (a) the operating expenses of the Turnpike System, which is comprised of the Turnpike and the Parkway, for the years 2014 through and including 2024, and (b) the required deposits to the Maintenance Reserve Fund and the Special Project Reserve Fund for the years 2014 through and including 2024. Amounts on deposit in the Maintenance Reserve Fund are used to provide for annual major maintenance of the roadways and bridges, while amounts on deposit in the Special Project Reserve Fund are intended to be used for the annual maintenance and improvement of all other elements of the Turnpike System that in some manner contribute to the proper and efficient operation of the Turnpike and the Parkway.

With respect to the operating expenses of the Turnpike System, HNTB estimates that such expenses will be approximately $476,125,000 in 2014 and will increase to approximately $537,366,000 in 2024, representing an average annual increase of approximately 1.3%.

HNTB's report also estimates that deposits into the Maintenance Reserve Fund and the Special Project Reserve Fund combined should be budgeted at $103,614,000 in 2014 and should be increased to $179,709,000 by 2024.

HNTB's report also discusses the state of good repair of the Turnpike System, including the Authority's annual inspection program for the roads, bridges, buildings and toll plazas comprising the Turnpike System, and contains a description of the pavement structure utilized on the Turnpike which minimizes major rehabilitation needs and allows the Authority to remove and replace only the top two inches of pavement as part of its resurfacing program for the Turnpike.

For a more detailed discussion of the assumptions and methodology used by HNTB in estimating future operating expenses of the Turnpike System and the required deposits to the Maintenance Reserve Fund and the Special Project Reserve Fund, as well as the state of good repair of the Turnpike System and the pavement structure utilized on the Turnpike, see APPENDIX C – "REPORT OF CONSULTING ENGINEER" attached hereto.

Summary of Projected Net Revenues and Debt Service Coverage of the Turnpike System

The following table provides a summary of the Authority's projected Revenues, Operating Expenses, Debt Service and Net Revenues for its fiscal years 2014 through and including 2020 for the Turnpike System. The information contained in this table constitutes "forward-looking statements" for purposes of this Official Statement. Accordingly, the achievement of the results and other expectations contained in this table involves known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements to be materially different from the future results and other expectations of the Authority described in or expressed or implied by the information set forth in this table.

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New Jersey Turnpike Authority

Projected Revenue, Expenditure, and Debt Service Coverage ($000s)

(Based on General Resolution Provisions, Not in Accordance with GAAP)

	Actual 2012	Actual 2013	Estimated 2014	Estimated 2015	Estimated 2016	Estimated 2017	Estimated 2018	Estimated 2019	Estimated 2020	Estimated 2021
Revenues										
Toll Revenue										
Turnpike (1)	$ 992,026	$ 1,006,720	$ 1,023,793	$ 1,060,894	$ 1,071,169	$ 1,087,984	$ 1,102,542	$ 1,117,422	$ 1,134,263	$ 1,151,566
Parkway (1)	401,632	407,044	409,084	419,715	424,231	428,772	434,048	438,972	443,953	448,476
ETC Project Fees	47,315	51,372	52,400	53,448	54,517	55,607	56,719	57,854	59,011	60,191
Federal Subsidy for Series 2009F and 2010 Bonds (2)	81,665	75,173	75,785	75,785	75,785	75,785	75,785	75,785	75,785	75,785
Concession Revenue	34,990	34,961	35,100	36,800	37,500	38,300	39,100	39,900	40,700	41,514
Other Revenue	24,799	26,140	28,232	31,117	31,200	31,392	31,533	31,709	31,872	32,031
Total Revenues	1,582,427	1,601,410	1,624,394	1,677,759	1,694,403	1,717,841	1,739,727	1,761,642	1,785,584	1,809,563
Operating Expenses (3)	(472,235)	(473,035)	(476,125)	(489,372)	(494,593)	(500,590)	(505,963)	(511,286)	(516,398)	(521,562)
Total Revenues Available for Debt Service	1,110,192	1,128,375	1,148,269	1,188,387	1,199,810	1,217,251	1,233,764	1,250,356	1,269,186	1,288,001
Expected Future Debt Issuance	-	-	1,000,000	750,000	525,000	500,000	300,000			
Net Debt Service (4) (5) (6) (7)	(597,141)	(584,772)	(614,018)	(689,503)	(796,442)	(849,753)	(828,173)	(866,011)	(889,192)	(879,562)
Total Revenues Available After Debt Service	513,051	543,603	534,251	498,884	403,368	367,497	405,591	384,345	379,994	408,439
Payment to Charges Fund (8)	(3,629)	(1,646)	(1,150)	(1,150)	(1,150)	(1,150)	(1,150)	(1,150)	(1,150)	(1,150)
Cash Flow Available for Reserves	509,422	541,957	533,101	497,734	402,218	366,347	404,441	383,195	378,844	407,289
Maintenance Reserve Fund (3)	(70,497)	(72,635)	(74,814)	(87,058)	(89,370)	(116,751)	(119,086)	(121,468)	(123,897)	(126,375)
Special Project Reserve Fund (3)	(35,910)	(27,783)	(28,800)	(38,155)	(38,918)	(39,696)	(40,490)	(41,300)	(42,126)	(42,969)
Net Revenues Available For General Reserve Fund	403,015	441,539	429,487	372,521	273,930	209,900	244,865	220,427	212,821	237,945
TTF Payments	(22,000)	(22,000)	(22,000)	(22,000)	(22,000)	(22,000)	(22,000)	(22,000)	(22,000)	(22,000)
Feeder Road Projectes with DOT	(8,001)	(8,001)	(12,500)	(12,500)	(12,500)	(12,500)	(12,500)	(12,500)	(12,500)	(12,500)
Existing State Transportation Funding Agreement	(331,000)	(324,000)	(324,000)	(324,000)	(162,000)	-	-	-	-	-
Assumed Amounts for Additional State Transfers (9)	-	-	-	-	(64,500)	(129,000)	(129,000)	(129,000)	(129,000)	(129,000)
Supplemental Capital Funding / Other GRF Expenses	(31,729)	(52,220)	(63,155)	(50,000)	(50,000)	(50,000)	(50,000)	(50,000)	(50,000)	(50,000)
Net Annual General Reserve Fund Increase (Decrease)	10,285	35,318	7,832	(35,979)	(37,070)	(3,600)	31,365	6,927	(679)	24,445
Ending General Reserve Fund Balance	179,200	214,518	222,350	186,370	149,300	145,701	177,066	183,993	183,313	207,758
Debt Service Coverage Ratio										
Net Revenues/Debt Service	1.86	1.93	1.87	1.72	1.51	1.43	1.49	1.44	1.43	1.46
Net Revenues/Debt Service and Reserves:	1.57	1.64	1.60	1.46	1.30	1.21	1.25	1.21	1.20	1.23

Totals may not add due to rounding

Footnotes:

(1) From Traffic Report by CDM Smith dated May 1, 2014

(2) Assumes 7.8% reduction in BAB subsidy for remainder of federal fiscal year 2013 and 92.8% BAB subsidy of 35% thereafter

(3) From Consulting Engineer Report by HNTB Corporation dated May 1, 2014

(4) Existing debt service includes applicable spread of variable rate bonds and unhedged portions of the Series 2009A Bonds at maximum rate of 12% and assumes swapped debt will achieve synthetic fixed rates

(5) Includes funds contributed by the Authority to pay interest from 1/2/13 to 5/21/2013 on the Series 2005C bonds refunded

(6) Debt Service for future planned capital program borrowing is assumed at 5.0% for all future borrowings

(7) Bonds with mandatory tender dates are assumed to roll-over at their respective current spreads through maturity

(8) Reflects projected on-going annual fees and charges related to variable/auction rate bonds of the Authority

(9) Represents amounts the Authority has assumed for payment to the State after the expiration of the State Transportation Projects Funding Agreement. There can be no assurance that the Authority will not be requested to accelerate, increase or otherwise modify any such payments either before or after the expiration of the State Transportation Projects Funding Agreement.

State Comptroller's Audit

On October 19, 2010, the Office of the State Comptroller (the "OSC") of the State of New Jersey released the results of an audit (the "OSC Audit") that the OSC conducted of the Authority's administration of employee health benefits, certain employee-related expenses and benefits paid by the Authority, and the Authority's use of outside legal counsel. The scope of the OSC Audit covered the period of January 1, 2007 through September 14, 2010, with the exception that the audit of the Authority's procurement of health benefits administrators covered the period of January 1, 2004 through September 14, 2010. In the OSC Audit, the OSC made several recommendations to the Authority to address the identified deficiencies.

The OSC is required by law to monitor the implementation of its recommendations and, to satisfy this requirement, the Authority is required to report periodically to the OSC advising what steps have been taken to implement the recommendations of the OSC. Pursuant to the OSC's authority as set forth in N.J.S.A. 52:15C-1 et seq., the OSC followed up on the actions taken by the Authority to implement the recommendations contained in OSC Audit. In a release dated January 15, 2013, OSC reported that the Authority had, as of such date, implemented or partially implemented 15 of the OSC Audit's 17 recommendations. As of December 31, 2013, the Authority implemented the final two recommendations.

Environmental Matters

The Turnpike

The Authority continues with the remediation of environmental contamination resulting from historical discharges from underground storage tanks located at the service areas, maintenance districts and interchanges along the Turnpike. Progress is being made in addressing the contamination and a Remedial Action Outcome has been achieved at several locations.

In the late 1980's, the NJDEP determined that residues from the processing of chromium ore were distributed as fill material on construction projects throughout Hudson County, New Jersey, and in surrounding environs. The contaminant levels at certain sites receiving chromium ore processing residue exceed the currently established standards. Seven sites owned or controlled by the Authority are included on the NJDEP's list of sites containing contamination from chromium ore processing residue above the currently established levels.

In May 2005, the NJDEP instituted litigation against the three firms which had generated the chromium ore processing residue. The Authority was not named as a defendant in such litigation by the NJDEP. In March 2006, the Authority was named as a third party defendant by one of the firms as a result of the Authority's ownership of certain parcels impacted by the residue. The Authority is working with the NJDEP to remediate conditions at three affected sites with the understanding that, by doing so, it will not have any responsibility for any additional sites. The approximate cost to complete the remediation is expected to be $17 million over a 30 year period.

The Parkway

Remediation of environmental contamination continues on the Parkway resulting from the operation of service areas, toll plazas, maintenance districts, communication towers and State Police barracks along the Parkway. Reported petroleum discharges at these facilities along the Parkway have resulted in the assignment of case numbers by the NJDEP to the facilities, and issuance of directives by the NJDEP to address specific environmental concerns at the sites.

No Further Action letters have been issued by the NJDEP for several facilities; however, a number of sites still require further remedial investigation. Additionally, a number of facilities have active soil and groundwater remediation systems in operation. These systems will be in operation for the foreseeable future and will necessitate frequent monitoring, sampling and maintenance under the directives issued by the NJDEP.

Soil and/or groundwater contamination found on off-site properties and waterway contamination that resulted from or is inferred to be the result of operations conducted at Parkway facilities has led to litigation by others against the Authority and may lead to additional litigation in the future. Claims for reimbursement of remediation costs filed by the parties undertaking remediation activities at these properties may be forthcoming. As a result, it may be necessary to undertake, fund or reimburse others for remediation activities at properties where the contamination has been discovered. The Authority believes the ultimate resolution of these claims will not have a material adverse impact on the financial position of the Authority.

State and Interstate Highways

The following is a summary of the relationship between the Turnpike or Parkway and certain existing or planned major State and Interstate highways. In certain cases, these routes serve as “feeders” of traffic to the Turnpike or Parkway, while in other cases, as indicated, the complete routes or certain segments thereof are competitive with the Turnpike or Parkway. In addition, the Turnpike and Parkway intersect each other at Interchange 11 and Interchange 129, respectively, in Woodbridge.

Interstate Route 95 (I-95). This route constitutes the principal north-south Interstate Route between Maine and Florida, and is a very heavily traveled highway. I-95 enters the State in the north via the George Washington Bridge. Just west of the bridge, I-95 becomes part of the Turnpike for a distance of approximately 70 miles to Interchange 6 and across the Pearl Harbor Memorial Extension. Thereafter, I-95 continues onto the Pennsylvania Turnpike to a point west of the Delaware River.

Interstate Route 195 (I-195). This route begins at I-295 just south of Trenton and extends easterly, intersecting with the Turnpike at Interchange 7A. It continues easterly through Monmouth County, terminating at Route 34 just west of the Parkway. This route provides an east-west connection between Trenton and the Jersey Shore.

Interstate Route 295 (I-295). This route extends from the Delaware Memorial Bridge northeasterly in a corridor between the Turnpike and the Delaware River, to an intersection with I-195 west of Interchange 7A. Beyond I-195, I-295 continues northerly to an intersection with US Route 1, north and west of Trenton. The I-295 segment from the Delaware Memorial Bridge to Interchange 7 is in close proximity and roughly parallel to the Turnpike.

Interstate Route 287 (I-287). This route is a circumferential bypass of the New York-Northern New Jersey Metropolitan Area. At its southern end, it joins the Turnpike at Interchange 10, swings westward to the area of Bound Brook, thence in a large circular pattern through Morristown and connects at its northern end with the New York State Thruway at Suffern, New York.

Interstate Route 78 (I-78). This route enters the State at the Holland Tunnel, follows the Turnpike's Newark Bay-Hudson County extension (which has been designated I-78) to its intersection with the mainline Turnpike at Newark Airport (Interchange 14) and continues westward and connects with the Parkway in Union and then runs roughly along the alignment of US Route 22 to Phillipsburg, New Jersey – Easton, Pennsylvania.

Interstate Routes 80 and 280 (I-80 and I-280). I-80 is one of the principal east-west routes of the Interstate System extending from New York City to San Francisco. It begins in the State in the vicinity of Ridgefield Park and crosses the State along the same general alignment as US Route 46 as far as Netcong, New Jersey, then swings along a more northerly alignment to the vicinity of the Delaware Water Gap. Crossing Pennsylvania, the route is known as the Keystone Shortway. I-80 directly connects with the Parkway in Saddlebrook and with the Turnpike via I-95 at Ridgefield Park. I-280, an alternate route of I-80, branches off from I-80 in the vicinity of Parsippany-Troy Hills, Morris County, and follows a southeasterly alignment through the Oranges, Newark and Harrison, connecting with the Parkway in East Orange and the Turnpike at Interchange 15W, just north of the Passaic River.

US Route 1 & 9. US Route 1 is a principal urban arterial route and, before the existence of the interstate highway system, served as the original Maine to Florida highway. In the State, US 1 follows a generally northeast-southwest path, closely paralleling the Turnpike from New Brunswick north to the vicinity of Jersey City. South of New Brunswick the paths diverge as US 1 continues on a direct path to Trenton. North of New Brunswick, US 1 joins with US 9. The northern section of US 1&9 and its companion truck route, US 1&9T, serve as feeder roads to the Holland Tunnel. To a limited extent, US 1 and US 1&9T, represent competitive routes to the Turnpike notwithstanding the presence of numerous signal controlled intersections and heavy congestion during peak travel times.

US Route 130. The northern terminus of this highway is south of New Brunswick, where it intersects with US 1. The road roughly parallels the Turnpike throughout its length between the northern terminus and the Camden area. The road has a character similar to southern sections of US 1. There are numerous signalized intersections and such road is heavily congested.

US Route 9. US Route 9 begins in the State at the Cape May Lewes Ferry west of the southernmost terminus of the Parkway in Cape May County. US Route 9 generally parallels the Parkway along the southern half of the Parkway from Cape May to Toms River. There, US Route 9 runs west of the Parkway and rejoins the Parkway at Interchange 123 in Sayreville, just south of the Raritan River. The Parkway and US Route 9 share river crossings at Great Egg Harbor and the Mullica River, and are co-aligned in a four mile section of the Parkway in Cape May County and a three mile section in Ocean County. US Route 9 is a competitive route to the Parkway for the southern most eighty miles of the Parkway.

Atlantic City Expressway. The Atlantic City Expressway is a limited access toll road operated by the South Jersey Transportation Authority. It runs northwesterly across the State from Atlantic City across the Parkway to Route 42, southeast of Camden. The Atlantic City Expressway provides access to the South Jersey beach resorts from the Philadelphia/Camden area.

Route 72. Route 72 runs northwesterly from the midpoint of Long Beach Island to Route 70 in Pemberton Township. Route 72 provides access from the northern part of the State to the shore resorts in southern Ocean County from the Parkway.

Route 37. Route 37 is a principal arterial route in northern Ocean County. This route begins on Ocean County's northern barrier island and terminates at Route 70 in Lakehurst. Route 37 serves as a collector for traffic traveling both north and south on the Parkway and provides access to the shore area from the north, via the Parkway.

Route 70. Route 70 begins in southern Monmouth County, just north of the Manasquan River. It continues westerly across the State and terminates in Camden. This route provides an east-west connection between Philadelphia/Camden and northern Ocean County.

US Route 206. Route 206 extends from the Pennsylvania state line in northwest New Jersey to the Atlantic City Expressway in the vicinity of Hammonton. The road runs essentially north-south and intersects the Turnpike at Interchange 7. The road has many closely spaced signalized intersections near population centers such as Trenton, Princeton and Somerville and more rural characteristics along its northern and southern limits.

State Route 18. The northern terminus of State Route 18 is located in New Brunswick, just north of its intersection with US Route 1 and Turnpike Interchange 9. The roadway extends in a southeasterly direction and terminates at Interstate 195 in Wall Township. The northern portion of Route 18 is similar to US 1 in that it is flanked with retail development and has many closely spaced traffic signals for cross streets and turning movements. South of Old Bridge the roadway becomes a four lane expressway providing direct access to the Parkway and shore towns from the New Brunswick area.

Interstate Route 495 (I-495). This route intersects the Turnpike at Interchanges 16E and 17 and provides direct access to New York City via the Lincoln Tunnel.

CERTAIN RISK FACTORS

The Series 2014 B Bonds are revenue obligations of the Authority which are payable solely from the Pledged Revenues and the other moneys, funds and accounts pledged to the payment thereof pursuant to the Resolution. The following is a discussion of certain risk factors that should be considered in evaluating an investment in the Series 2014 B Bonds. This discussion does not purport to be either comprehensive or definitive. The order in which risks are presented is not intended to reflect either the likelihood that a particular event will occur or the relative significance of such an event. Moreover, there may well be other risks associated with an investment in the Series 2014 B Bonds in addition to those set forth herein.

General

The financial forecasts set forth in this Official Statement are based generally upon certain assumptions and projections as to estimated revenues and operating and maintenance expenses. See "REPORT OF TRAFFIC ENGINEER" included as Appendix B to this Official Statement. Inevitably, some underlying assumptions and projections used to develop the forecasts will not be realized, and unanticipated events and circumstances may occur. Therefore, the actual results achieved during the forecast periods will vary from the forecasts, and such differences may be material.

Forward-Looking Statements

The statements contained in this Official Statement that are not purely historical are forward-looking statements, including statements regarding the Authority's expectations, hopes, intentions or strategies regarding the future and the projections contained in this Official Statement and in the Report of the Traffic Engineer included as Appendix B to this Official Statement. All forward-looking statements included in this Official Statement are based on information available to the Authority on the date hereof, and the Authority assumes no obligation to update any such forward-looking statements.

The forward-looking statements herein are necessarily based on various assumptions and estimates that are inherently subject to numerous risks and uncertainties, including risks and uncertainties relating to the possible invalidity of the underlying assumptions and estimates and possible changes or developments in social, economic, business, industry, market, legal and regulatory circumstances and conditions and actions taken or omitted to be taken by third parties, including customers, suppliers, business partners and competitors, and legislative, judicial and other governmental authorities and officials. Assumptions related to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and, therefore, there can be no assurance that the forward-looking statements included in this Official Statement will prove to be accurate.

Certain Matters Relating to Enforceability of Obligations

The remedies available to the holders of the Series 2014 B Bonds upon the occurrence of an Event of Default under the Resolution are, in many respects, dependent upon regulatory and judicial actions that are often subject to discretion or delay. Under existing law and judicial decisions, including specifically the United States Bankruptcy Code, the remedies specified in the Resolution may not be readily available or may be limited. In addition, enforcement of such remedies (i) may be subject to general principles of equity which may permit the exercise of judicial discretion, (ii) are subject to the exercise in the future by the State and its agencies and political subdivisions of the police power inherent in the sovereignty of the State, (iii) are subject, in part, to the provisions of the United States Bankruptcy Act and other applicable bankruptcy, insolvency, reorganization, moratorium or similar laws relating to or affecting the enforcement of creditors' rights generally, now or hereafter in effect, and (iv) are subject to the exercise by the United States of the powers delegated to it by the Constitution of the United States of America. The various legal opinions to be delivered concurrently with the delivery of the Series 2014 B Bonds will be qualified to the extent that the enforceability of certain legal rights related to the Series 2014 B Bonds is subject to limitations imposed by bankruptcy, reorganization, insolvency or other similar laws affecting the rights of creditors generally and by equitable remedies and proceedings generally.

Legislative Action

Legislation is introduced from time to time in the State Legislature which, if adopted, may affect the Authority and/or the Turnpike System. The Authority cannot predict whether or not these bills will be enacted into law or how such legislation may affect the Authority and its ability to pay debt service on the Series 2014 B Bonds.

Decline in Toll Revenues

The information provided with respect to toll revenues collected by the Authority is based on historical data. The amount of future toll revenues to be collected by the Authority depends upon a number of factors, some of which are not in the control of the Authority. Some of these factors include a decline in traffic on the Turnpike System due to general economic conditions, severe weather conditions, diversion of traffic to alternative non-toll routes, increased fuel costs, availability of alternate forms of travel and shipping, and government regulations, such as Clean Air Act requirements, increased mileage standards or higher fuel taxes, which could significantly restrict motor vehicle use. Although the Authority has covenanted in the General Bond Resolution to fix, charge and collect tolls for the use of the Turnpike System in amounts so that, in each calendar year, the Net Revenues shall at least equal the Net Revenue Requirement for such year, there can be no assurance that the traffic on the Turnpike System will continue to be sufficient for the Authority to generate the necessary revenues to meet its obligations under the Resolution.

Adverse Changes to Third Party Financial Institutions

Adverse changes in the financial condition of certain third-party financial institutions may adversely affect the Authority's financial position. Different types of investment and contractual arrangements may create exposure for the Authority to such institutions including: (i) risk to the Authority's investment portfolio due to defaults or changes in market valuation of the debt securities of such institutions; (ii) counterparty risk related to the Qualified Swap Agreements used by the Authority to hedge its interest rate risks with respect to a portion of its Outstanding Bonds; and (iii) risk of rating changes of the Authority's credit enhancers or liquidity providers which may adversely affect the interest costs on the Authority's variable rate debt or render such variable rate debt unmarketable.

Failure to Obtain Replacement Credit And/Or Liquidity Facilities and other Market Disruptions

The failure of the Authority to obtain replacement credit facilities and liquidity facilities with respect to one or more certain Series of its Outstanding Bonds that bear interest at a variable rate could require the Authority to refinance those Bonds at substantially higher interest rates than those reflected in this Official Statement. Additionally, the failure to renew or procure new letters of credit relating to certain Series of the Authority's Outstanding Bonds could result in an acceleration of the maturity of those Series of the Bonds. Further, as described under "DIRECT PURCHASE TRANSACTIONS" herein, in the event the Authority cannot pay the purchase price for all or a portion of its Direct Purchase Bonds on their respective mandatory tender dates or on any extraordinary mandatory purchase date, such Direct Purchase Bonds will be subject to mandatory redemption in the amounts and on the dates as described under "DIRECT PURCHASE TRANSACTIONS" herein. In addition, the Authority's \$225,000,000 Turnpike Revenue Bonds, Series 2013 D, consisting of \$72,350,000 Turnpike Revenue Bonds, Series 2013 D-1, \$75,025,000 Turnpike Revenue Bonds, Series 2013 D-2 and \$77,625,000 Turnpike Revenue Bonds, Series 2013 D-3, and the Authority's \$150,000,000 Turnpike Revenue Bonds, Series 2013 E, consisting of \$48,235,000 Turnpike Revenue Bonds, Series 2013 E-1, \$50,015,000 Turnpike Revenue Bonds, Series 2013 E-2 and \$51,750,000 Turnpike Revenue Bonds, Series 2013 E-3 (collectively, the "Series 2013 D/E Bonds"), each issued on May 21, 2013, are also subject to mandatory tender on the dates and under the circumstances as set forth in the Authority's Official Statement dated April 16, 2013 relating to the Series 2013 D/E Bonds (the "Series 2013 D/E Official Statement"). In the event the Authority cannot pay the purchase price for all or a portion of its Series 2013 D/E Bonds on their respective mandatory tender dates, a Delayed Remarketing Period will commence with respect to such Series 2013 D/E Bonds on the applicable mandatory tender dates, as described in the Series 2013 D/E Official Statement, during which such Series 2013 D/E Bonds will bear interest at the Stepped Interest Rate, as described in the Series 2013 D/E Official Statement.

The Series 2014 B Bonds are subject to mandatory tender on the dates and under the circumstances described herein. In the event the Authority cannot pay the purchase price for all or a portion of the Series 2014 B Bonds on their respective mandatory tender dates, a Delayed Remarketing Period will commence with respect to Series 2014 B Bonds on the applicable mandatory tender date. See "THE SERIES 2014 B BONDS – Mandatory Tender and Purchase of Series 2014 B Bonds" and " – Delayed Remarketing Period; Stepped Interest Rate" herein.

The credit markets experience substantial disruption from time to time. There can be no assurance as to the timing of any disruption or the extent of any recovery that may be made by the credit markets.

The Authority's currently plans to raise additional funds to pay the remaining costs of the Capital Improvement Program through the issuance of additional Series of Bonds under the Resolution. If the Authority is unable to access the credit markets as a result of any such disruption, it is likely to have to delay the completion of the Capital Improvement Program until such time as the capital markets rebound. The effect of such delays could result in increased costs for the Projects comprising the Capital Improvement Program.

Risks Associated With Qualified Swap Agreements

Based upon the current ratings of the applicable Bonds, the Authority is currently not required to post collateral under any of its Qualified Swap Agreements. With respect to all Qualified Swap Agreements, other than the Series 2011 Swap Agreements and the Series 2013 E Swap Agreement, the rating on the applicable Bonds would have to drop below either Baa2 from Moody's (as hereinafter defined) or below BBB from S&P (as hereinafter defined), for any collateral posting requirements to be imposed upon the Authority under such agreements. With respect to the Series 2011 Swap Agreements only, the rating on the applicable Series of Series 2011 Bonds would have to drop below A2 from Moody's, below A from S&P and below A from Fitch (as hereinafter defined) for any collateral posting requirements to be imposed upon the Authority under such agreements. With respect to the Series 2013 E Swap Agreement only, the rating on the Series 2013 E Bonds would have to drop below A2 from Moody's, below A from S&P and below A from Fitch for any collateral posting requirements to be imposed upon the Authority under such agreement. If the Authority is required to post collateral under any such agreements, it could have a material adverse effect on the Authority's liquidity position.

The Authority is exposed to basis risk under its current Qualified Swap Agreements as the variable rate received from the counterparties under the Qualified Swap Agreements may not perfectly match the variable rate paid on the Bonds intended to be hedged by such Qualified Swap Agreements.

Each of the Authority's current Qualified Swap Agreements provides that an automatic, immediate termination of such Agreement shall take place upon the occurrence of the dissolution, bankruptcy, insolvency, liquidation or any similar related events involving or related to the Authority's counterparty under such Agreement. If a Qualified Swap Agreement is automatically and immediately terminated as a result of any such event and the fair value of such Qualified Swap Agreement is negative to the Authority on the date of such automatic immediate termination, the Authority could be obligated to make a substantial termination payment to the counterparty and the Authority's financial position could be materially adversely affected during the period in which such termination payment would required to be paid by the Authority.

Costs of Construction of the Projects Included in the Capital Improvement Program

In connection with the Projects included in the Capital Improvement Program, there is a possibility of time delays and cost increases resulting from (i) design and construction problems and resulting change orders, (ii) environmental litigation or environmental administrative matters, (iii) the unavailability or cost of acquiring right-of-way, (iv) archeological, historic and unidentified subsurface conditions, (v) utility relocation problems, (vi) hazardous materials, (vii) force majeure events, (viii) litigation, or (ix) inflation. As a result, there can be no assurance that the costs of completion for the Capital Improvement Program will not exceed current estimates, or that the completion of such projects will not be delayed beyond the scheduled completion date. Variations in cost estimates and delays in construction could be material.

There is also a possibility of insolvency or bankruptcy of the contractors during construction of one or more of the Projects included in the Capital Improvement Program. While the contractors will be required to provide a performance bond and a payment bond, there can be no assurance that such bonds will be sufficient to assure timely completion of the Projects included in the Capital Improvement Program. Moreover, in the event that a default occurs under a construction contract by the contractor, there is a possibility of litigation between the Authority and the providers of the performance bonds and payment bonds and/or the contractor, which could further delay construction and the opening of the Projects included in the Capital Improvement Program. Any such delays and/or cost overruns could result in a substantial increase in the costs of the Capital Improvement Program.

CDM Smith Traffic and Revenue Study

As the Traffic Engineer for the Authority, CDM Smith was requested by the Authority to prepare a traffic and toll revenue projection study (the "CDM Smith Study") presenting its analyses and findings relative to recent trends in traffic and revenue on the Turnpike and the Parkway. See APPENDIX B – "REPORT OF TRAFFIC ENGINEER" attached to this Official Statement. The revenue forecasts contained in the CDM Smith Study are based upon certain assumptions set forth or incorporated therein. The CDM Smith Study is not a guarantee of any future events or trends and the forecasts therein are subject to future economic and social conditions and demographic developments that cannot be predicted with certainty. Further, the estimates and assumptions in the CDM Smith Study are inherently subject to significant economic and competitive uncertainties and contingencies, many of which are beyond the control of the Authority. Failure to achieve or realize any of the assumptions listed in the CDM Smith Study may have a materially adverse effect upon the Net Revenues actually realized by the Authority.

Federal Subsidy on Build America Bonds

A series of automatic federal deficit reduction spending cuts known as "sequestration" took effect on March 1, 2013. Sequestration reduced the federal subsidy paid to the Authority with respect to its outstanding Build America Bonds for the federal fiscal year 2013 that commenced on October 1, 2012 and ends on September 30, 2013 and for federal fiscal year 2014 that commenced on October 1, 2013 and ends on September 30, 2014. The Authority currently has $3,225,000,000 in principal amount of Build America Bonds outstanding, and is entitled to receive approximately $81,665,325 in federal subsidy annually through 2034 eventually declining to a final annual amount receivable in 2040 of approximately $16,898,609 with respect to such Build America Bonds. The federal subsidy paid to the Authority with respect to its Build America Bonds was reduced by approximately 8.7% for the payment received in June 2013 for federal fiscal year 2013, which ended September 30, 2013. The federal subsidy payable to the Authority with respect to its Build America Bonds for federal fiscal year 2014 was reduced by approximately 7.2%. There can be no assurance that additional sequestration measures will not be enacted which will further reduce the amount of the subsidy the Authority receives on its Build America Bonds. The reduction in the amount of the federal subsidy the Authority received and any future reduction in subsidy will require the Authority to use other funds to offset the loss of this subsidy.

Other Factors

Additional factors which may affect the financial condition of the Authority and the future operation of the Turnpike System include the following:

- Increased and/or unanticipated costs of operating the Turnpike System;
- Work stoppage, slowdown or action by unionized Authority employees;
- More and expanded mass transit systems;

- Complete or partial destruction or temporary closure of the Turnpike System for extended periods of time;
- Increased pension costs, unfunded healthcare and other non-pension postemployment benefits; and
- The potential for future Authority payments for non-Turnpike System purposes. See "SECURITY FOR THE BONDS – Potential Future Authority Payments for Non-Turnpike System Purposes" herein.

RATINGS

Moody's Investors Services ("Moody's") has assigned a rating of "A3" to the Series 2014 B Bonds. Standard & Poor's Ratings Services, a Standard & Poor's Financial Services LLC business ("S&P"), has assigned a rating of "A+" to the Series 2014 B Bonds. Fitch Ratings ("Fitch") has assigned a rating of "A" to the Series 2014 B Bonds.

Any desired explanation of the significance of such ratings should be obtained from Moody's, S&P and Fitch, respectively. Certain information and materials, including information and materials not included in this Official Statement, were furnished by the Authority to Moody's, S&P and Fitch. Generally, Moody's, S&P and Fitch base their respective ratings on the information and materials so furnished and on their respective investigations, studies and assumptions.

There is no assurance that a particular rating will be maintained for any given period of time or that it will not be lowered, suspended or withdrawn entirely if, in the judgment of Moody's, S&P or Fitch, as the case may be, circumstances so warrant. Any such change in or withdrawal of such rating could have an adverse effect on the market price or the marketability of the Series 2014 B Bonds.

UNDERWRITING

RBC Capital Markets, LLC, as representative on behalf of itself and the other underwriters listed on the cover page hereof (the "Underwriters"), has agreed, subject to certain conditions, to purchase all, but not less than all, of the Series 2014 B Bonds from the Authority at a purchase price of $124,833,682.34 (which represents the principal amount of the Series 2014 B Bonds of $125,000,000, less an Underwriters' discount of $166,317.66).

The Underwriters will be obligated to purchase all such Series 2014 B Bonds if any of such Series 2014 B Bonds are purchased. The Series 2014 B Bonds may be offered and sold to certain dealers (including underwriters and other dealers depositing such Series 2014 B Bonds into investment trusts) at yields higher/prices lower than the public offering yields/prices set forth on the inside front cover page of this Official Statement, and such public offering yields/prices may be changed from time to time by the Underwriters.

The following two paragraphs have been furnished by the Underwriters for inclusion in this Official Statement. The Authority does not guarantee the accuracy or completeness of the information contained in such paragraphs and such information is not to be construed as a representation of the Authority.

The Underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing and brokerage activities.

Certain of the Underwriters and their respective affiliates have, from time to time, performed, and may in the future perform, various investment banking services for the Authority, for which they received or will receive customary fees and expenses.

In the ordinary course of their various business activities, the Underwriters and their respective affiliates may make or hold a broad array of investments and actively trade debt securities (or related derivative securities) and financial instruments (which may include bank loans and/or credit default swaps) for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments. Such investment and securities activities may involve securities and instruments of the Authority.

The following paragraph has been furnished by BNY Mellon Capital Markets, LLC ("BNY Mellon") one of the Underwriters, for inclusion in this Official Statement. The Authority does not guarantee the accuracy or completeness of the information contained in such paragraph and such information is not to be construed as a representation of the Authority.

BNY Mellon and Pershing LLC, both direct or indirect subsidiaries of The Bank of New York Mellon Corporation, entered into a distribution agreement (the "Distribution Agreement") that enables Pershing LLC to distribute certain new issue municipal securities underwritten by or allocated to BNY Mellon, including the Series 2014 B Bonds. Under the Distribution Agreement, BNY Mellon will share with Pershing LLC a portion of the fee or commission paid to BNY Mellon.

TAX MATTERS

Federal Income Tax Treatment

The Internal Revenue Code of 1986, as amended (the "Code"), establishes certain requirements which must be met at the time of, and on a continuing basis subsequent to, the issuance of the Series 2014 B Bonds in order for the interest thereon to be and remain excluded from gross income for Federal income tax purposes under Section 103 of the Code. Noncompliance with such requirements could cause such interest to be included in gross income for Federal income tax purposes retroactive to the date of issuance of the Series 2014 B Bonds. The Authority has covenanted to comply with the provisions of the Code applicable to the Series 2014 B Bonds, and has covenanted not to take any action or fail to take any action that would cause interest on the Series 2014 B Bonds to lose the exclusion from gross income under Section 103 of the Code.

In the opinion of Wolff & Samson PC, Bond Counsel, under existing statutes, regulations, rulings and court decisions, and assuming continuing compliance by the Authority with the requirements of the Code described above, interest on the Series 2014 B Bonds is not includable in gross income for Federal income tax purposes pursuant to Section 103 of the Code and is not treated as a preference item under Section 57 of the Code for purposes of calculating the Federal alternative minimum tax imposed on individuals and corporations.

State Taxation

In the opinion of Bond Counsel, under existing laws of the State of New Jersey, interest on the Series 2014 B Bonds and any gain on the sale thereof are not includible in gross income under the New Jersey Gross Income Tax Act.

Future Events

There can be no assurance that legislation will not be introduced or enacted after the issuance and delivery of the Series 2014 B Bonds so as to affect adversely the exclusion from gross income for Federal income tax purposes of interest on the Series 2014 B Bonds. Federal, state or local legislation or legislative proposals, executive proposals or pronouncements, administrative or regulatory actions or initiatives, litigation or threatened litigation, and/or court decisions may affect the tax-exempt status of interest on the Series 2014 B Bonds and/or gain from the sale or other disposition of the Series 2014 B Bonds, the market value of the Series 2014 B Bonds, or the marketability of the Series 2014 B Bonds, or otherwise prevent holders of the Series 2014 B Bonds from realizing the full benefit of the tax exemption of interest on the Series 2014 B Bonds. Prospective purchasers of the Series 2014 B Bonds should consult their own tax advisers regarding any and all such matters. Bond Counsel is rendering its opinion under existing laws and regulations as interpreted by relevant judicial and regulatory authorities as of the issue date, and assumes no obligation to update its opinion after the issue date to reflect any future action, fact or circumstance, or change in law or interpretation, or otherwise.

EACH POTENTIAL PURCHASER OF THE SERIES 2014 B BONDS SHOULD CONSULT HIS OR HER OWN TAX ADVISOR REGARDING ANY CHANGES IN THE STATUS OF PENDING OR PROPOSED FEDERAL OR NEW JERSEY TAX LEGISLATION, ADMINISTRATIVE ACTION TAKEN BY TAX AUTHORITIES, OR COURT DECISIONS. EACH POTENTIAL PURCHASER OF THE SERIES 2014 B BONDS SHOULD CONSULT WITH HIS OR HER TAX ADVISOR IN ORDER TO UNDERSTAND THE IMPLICATIONS OF THE CODE.

Other Tax Consequences

Except as described above, Bond Counsel expresses no opinion with respect to any Federal, state, local or foreign tax consequences of ownership of the Series 2014 B Bonds. Bond Counsel renders its opinion under existing statutes, regulations, rulings and court decisions as of the date of issuance of the Series 2014 B Bonds and assumes no obligation to update its opinion after such date of issuance to reflect any future action, fact, circumstance, change in law or interpretation, or otherwise. Bond Counsel expresses no opinion as to the effect, if any, on the tax status of the interest on the Series 2014 B Bonds paid or to be paid as a result of any action hereafter taken or not taken in reliance upon an opinion of other counsel.

ALL POTENTIAL PURCHASERS OF THE SERIES 2014 B BONDS SHOULD CONSULT WITH THEIR TAX ADVISORS WITH RESPECT TO THE FEDERAL, STATE, LOCAL OR FOREIGN TAX CONSEQUENCES (INCLUDING, BUT NOT LIMITED TO, THOSE DESCRIBED ABOVE) OF THE OWNERSHIP OF THE SERIES 2014 B BONDS.

See Appendix E to this Official Statement for the complete text of the proposed form of Bond Counsel's opinion with respect to the Series 2014 B Bonds.

IRS Examination of Series 2009 F Bonds

By letter dated September 27, 2010, the Internal Revenue Service's Tax-Exempt Bond function ("TEB") notified the Authority that it had selected the Authority's Series 2009 F Bonds for examination. TEB stated in the letter that "the Internal Revenue Service routinely examines municipal debt issuances to determine compliance with Federal tax law requirements" and "at this time, we have no reason to believe that your debt fails to comply with any of the applicable tax requirements".

The Series 2009 F Bonds were issued as Build America Bonds pursuant to section 54AA of the Code. As specified in section 54AA(f)(1) of the Code, interest on the Series 2009 F Bonds is includible in the gross income of the holders thereof. Pursuant to section 54AA(g) of the Code, the Authority elected to receive refundable credits equal to thirty-five percent of each interest payment made with respect to the Series 2009 F Bonds. The refundable credits to which the Authority is entitled have been reduced as a consequence of the sequester mandated by the Federal Budget Control Act of 2011.

TEB has issued, and the Authority has responded to, three Information Document Requests in connection with the examination. The Authority is awaiting further contact from TEB in connection with the examination.

LITIGATION

There is no litigation pending or, to the knowledge of the Authority, threatened, which (i) questions the official existence of the Authority or the power of the Authority to collect and pledge revenues in accordance with the terms of the Resolution to pay the Series 2014 B Bonds or to establish and adjust tolls, or (ii) seeks to restrain or enjoin the issuance of the Series 2014 B Bonds or to question or affect the validity of the Series 2014 B Bonds or the proceedings of the Authority under which they are to be issued. In addition to commitments in the normal course of business (which includes investigation and remediation of existing and projected action level environmental conditions), the Authority is contingently liable under pending lawsuits and claims, relating principally to construction programs and personal injury claims, in which the Authority is named a defendant. The Authority believes the aggregate liability of the Authority under such actions, if adversely determined, would not materially adversely affect the financial position of the Authority and sufficient funds are expected to be available to satisfy any payments required in connection therewith.

The Authority is defending several lawsuits arising from its operations and its contract with the New Jersey State Police for provision of police services on the Turnpike and the Parkway. The contract includes an indemnification provision requiring the Authority to defend and indemnify State troopers, the State Police and the State under certain circumstances. The Authority, under the indemnification provisions of the contract, may be responsible for a State trooper's liability for negligent acts, but not for intentional wrongful acts beyond the scope of employment. The Authority believes the aggregate liability of the Authority under such actions, if adversely determined, would not materially adversely affect the financial position of the Authority and sufficient funds are expected to be available to satisfy any payments required in connection therewith.

Please see "THE AUTHORITY – Environmental Matters" herein for a discussion of certain litigation involving the Authority and the potential costs and/or liabilities of the Authority associated therewith.

STATE NOT LIABLE

THE SERIES 2014 B BONDS ARE REVENUE OBLIGATIONS OF THE AUTHORITY. THE SERIES 2014 B BONDS ARE NOT A DEBT OR LIABILITY OF THE STATE OR OF ANY POLITICAL SUBDIVISION THEREOF (OTHER THAN THE AUTHORITY) AND NEITHER THE FAITH AND CREDIT NOR THE TAXING POWER OF THE STATE OR OF ANY POLITICAL SUBDIVISION THEREOF IS PLEDGED TO THE PAYMENT OF THE SERIES 2014 B BONDS. THE AUTHORITY HAS NO TAXING POWER.

COVENANT OF THE STATE

In the Act, the State pledges to and agrees with the holders of bonds of the Authority (including the holders of all Bonds issued under the Resolution) that it will not limit or restrict the rights thereby vested in the Authority to maintain, construct, reconstruct, and operate any project as defined therein, or to establish and collect such charges 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 bondholders or in any way impair their rights or remedies until all bonds issued by the Authority under the Act, together with interest thereon, are fully paid and discharged.

CONTINUING DISCLOSURE

In accordance with the requirements of Rule 15c2-12 (the "Rule") adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, the Authority will enter into an agreement with the Co-Trustees (the "Continuing Disclosure Agreement") pursuant to which the Authority will covenant for the benefit of the Holders of the Series 2014 B Bonds to annually provide or cause to be provided to the Municipal Securities Rulemaking Board, through the Electronic Municipal Market Access ("EMMA") system, certain financial and operating data relating to the Authority. The Authority will also covenant in the Continuing Disclosure Agreement to provide notices of the occurrence of certain enumerated events. The form of the Continuing Disclosure Agreement is included in APPENDIX F - "FORM OF CONTINUING DISCLOSURE AGREEMENT" attached hereto.

The Underwriters' obligations to purchase and accept delivery of the Series 2014 B Bonds is conditioned upon the Authority entering into the Continuing Disclosure Agreement at or prior to the delivery of the Series 2014 B Bonds.

A failure by the Authority to comply with the provisions of the Continuing Disclosure Agreement will not constitute an Event of Default under the Resolution, and the Holders and Beneficial Owners of the Series 2014 B Bonds are limited to the remedies set forth in the Continuing Disclosure Agreement. However, failure by the Authority to comply with the Continuing Disclosure Agreement must be reported in accordance with the Rule and must be considered by any broker or dealer before recommending the purchase or sale of Series 2014 B Bonds in the secondary market. Consequently, such a failure may adversely affect the transferability and liquidity of the Series 2014 B Bonds and their market price.

The Authority notes the following: For the fiscal year ended December 31, 2011, the Authority's annual report containing its financial and operating data was due to EMMA on May 1, 2012. The annual report was filed on May 2, 2012. For the fiscal year ended December 31, 2009, the Authority's annual report containing its financial and operating data was due to EMMA on May 1, 2010, was filed on May 11, 2010. Under the Authority's existing continuing disclosure agreements, event notices with respect to certain bond rating changes relating to third-party credit enhancement providers were not filed. As of the date hereof, the Authority has filed rating change notices confirming the current ratings of certain third-party credit enhancement providers with EMMA.

CERTAIN LEGAL MATTERS

All legal matters incident to the authorization, issuance, sale and delivery of the Series 2014 B Bonds are subject to the approval of Wolff & Samson PC, West Orange, New Jersey, Bond Counsel to the Authority, whose approving legal opinion will be delivered with the Series 2014 B Bonds, substantially in the form attached hereto as Appendix E. Certain legal matters will be passed upon for the Authority by Bruce Harris, Esq., General Counsel for the Authority, and for the Underwriters by their counsel, Gibbons P.C., Newark, New Jersey.

LEGALITY FOR INVESTMENT

Under the Act, the Series 2014 B Bonds are securities in which the State and all political subdivisions of the State, their officers, boards, authorities, departments or other agencies, all banks, bankers, savings banks, 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, and all administrators, executors, guardians, trustees and other fiduciaries, and all other persons whatsoever who may 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; and the Series 2014 B Bonds are securities which may properly and legally be deposited with and received by any State or municipal officers or agency of the State for any purpose for which the deposit of bonds or other obligations of the State may be authorized by law.

FINANCIAL ADVISOR

First Southwest Company, New York, New York, is employed as Financial Advisor to the Authority in connection with the issuance of the Series 2014 B Bonds. The Financial Advisor's fee for services rendered with respect to the sale of the Series 2014 B Bonds is contingent upon the issuance and delivery of the Series 2014 B Bonds. First Southwest Company, in its capacity as Financial Advisor, does not assume any responsibility for the information, covenants and representations contained in any of the legal documents with respect to the Federal income tax status of the Series 2014 B Bonds, or the possible impact of any present, pending or future actions taken by any legislative or judicial bodies.

The Financial Advisor to the Authority has provided the following sentence for inclusion in this Official Statement: The Financial Advisor has reviewed the information in this Official Statement in accordance with, and as part of, its responsibilities to the Authority and, as applicable, to investors under the Federal securities laws, as applied to the facts and circumstances of this transaction, but the Financial Advisor does not guarantee the accuracy or completeness of such information.

FIDUCIARIES

The Bank of New York Mellon, Woodland Park, New Jersey and U.S. Bank National Association, Morristown, New Jersey serve as Co-Trustees under the Resolution. The Bank of New York Mellon serves as the Trustee, Paying Agent and Registrar for the Series 2014 B Bonds. The duties of U.S. Bank National Association are limited to administration of certain investments in the Debt Reserve Fund and certain other Authority funds.

INDEPENDENT AUDITORS

The financial statements of the Authority as of and for the years ended December 31, 2013 and 2012, included in Appendix A to this Official Statement, have been audited by KPMG LLP, independent auditors, as stated in their report which appears therein.

MISCELLANEOUS

The information contained herein has been obtained from the Authority and other sources which the Authority believes to be reliable. There is no guarantee that any of the assumptions or estimates contained herein will be realized.

The references herein to the Act, the Resolution and the Series 2014 B Bonds are brief outlines of certain provisions thereof. Such outlines do not purport to be complete and accordingly, are qualified by reference to the Act, the Resolution and the Series 2014 B Bonds and are subject to the full texts thereof. The respective reports of the Traffic Engineer and of the Consulting Engineer have been approved by said engineers and consultants but do not purport to be complete in all respects, and, accordingly, are qualified by reference to the Report of the Traffic Engineer in Appendix B and to the Report of the Consulting Engineer in Appendix C, respectively, and are subject to the full texts thereof.

The authorization, agreements and covenants of the Authority are set forth in the Resolution and neither this Official Statement nor any advertisement of the Series 2014 B Bonds is to be construed as a contract with the holders of the Series 2014 B Bonds. Any statements made in this Official Statement involving matters of opinion or of estimates, whether or not expressly so identified, are intended merely as such and not as representations of fact.

NEW JERSEY TURNPIKE AUTHORITY

By: /s/ Joseph W. Mrozek
JOSEPH W. MROZEK
Executive Director

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APPENDIX A

FINANCIAL STATEMENTS OF THE AUTHORITY
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012
WITH INDEPENDENT AUDITORS' REPORT THEREON

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NEW JERSEY TURNPIKE AUTHORITY
(A Component Unit of the State of New Jersey)

Financial Statements

December 31, 2013 and 2012

(With Independent Auditors' Report Thereon)

NEW JERSEY TURNPIKE AUTHORITY
(A Component Unit of the State of New Jersey)

Table of Contents

KPMG

KPMG LLP
New Jersey Headquarters
51 John F. Kennedy Parkway
Short Hills, NJ 07078-2702

Independent Auditors' Report

The Commissioners
New Jersey Turnpike Authority:

Report on the Financial Statements

We have audited the accompanying basic financial statements of the New Jersey Turnpike Authority (the Authority), a component unit of the State of New Jersey, as of and for the years ended December 31, 2013 and 2012, and the related notes to the basic financial statements, which collectively comprise the Authority's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits 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 from material misstatement.

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Authority, as of December 31, 2013 and 2012, and the respective statements of revenues, expenses, and changes in net position, and cash flows thereof for the years then ended in accordance with U.S. generally accepted accounting principles.

KPMG

Emphasis of Matter

As discussed in note 2p to the financial statements, effective January 1, 2013 the Authority adopted the provisions of Governmental Accounting Standards Board (GASB) Statement No. 65, *Items Previously Reports as Assets and Liabilities*. Our opinion is not modified with respect to this matter.

Other Matters

Required Supplementary Information

U.S. generally accepted accounting principles require that the management's discussion and analysis on pages 3 through 19 and the schedule of funding progress – other postemployment benefits plan (schedule 1) on page 69 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Our audits for the year ended December 31, 2013 and 2012 were conducted for the purpose of forming an opinion on the basic financial statements that collectively comprise the Authority's basic financial statements. The supplemental information included on Schedules 2 through 10B as listed in the table of contents is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. This information has been subjected to the auditing procedures applied in the audits of the basic financial statements for the years ended December 31, 2013 and 2012 and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the supplementary information included in Schedules 2 through 10B is fairly stated in all material respects, in relation to the basic financial statements as a whole.

KPMG LLP

March 28, 2014

The management of the New Jersey Turnpike Authority (the Authority) offers this narrative overview and analysis of the Authority's financial activities for the years ended December 31, 2013 and 2012, which should be read in conjunction with the Authority's financial statements.

Overview of the Financial Statements

This discussion and analysis is intended to present an overview of the Authority's financial performance for the years ended December 31, 2013 and 2012. The Authority's financial statements are prepared in accordance with Generally Accepted Accounting Principles (GAAP). This section is intended to provide an assessment of how the Authority's financial position has improved or deteriorated and identify the factors that, in management's view, significantly affected the Authority's overall financial position. It may contain opinions, assumptions, or conclusions by the Authority's management that should not be considered a replacement for the financial statements included in this report.

The Statement of Net Position provides information about the nature and amount of investments in resources (assets) and the obligations to Authority creditors (liabilities).

The Statement of Revenues, Expenses, and Changes in Net Position, which accounts for all of the current year's revenues and expenses, measures the success of the Authority's operations over the past year and can be used to determine how the Authority has funded its costs.

The Statement of Cash Flows provides information about the Authority's cash receipts, cash payments, and net changes in cash resulting from operating, investing and financing activities.

The notes to the Financial Statements provide:

- Information that is essential to understanding the basic financial statements, such as the Authority's accounting methods and policies.
- Details of contractual obligations, future commitments and contingencies of the Authority.
- Other events or developing situations that could materially affect the Authority's financial position.

The Required Supplementary Information included in Schedule 1 presents information regarding the Authority's progress in funding its obligation to provide postemployment benefits other than pensions to its employees.

The Other Supplementary Information included in Schedules 2 through 10B presents information regarding the Authority's accounting and compliance with its 1991 Turnpike Revenue Bond Resolution, as amended, restated and supplemented (the Resolution), and the Authority's interpretation of such Resolution.

The Authority's Business

The New Jersey Turnpike Authority (the Authority), is a body corporate and politic created by the New Jersey Turnpike Authority Act of 1948, as amended and supplemented (the Act). The Act authorizes the Authority to construct, maintain, repair, and operate the New Jersey Turnpike (the Turnpike System), to fix and establish tolls for the use of the Turnpike System and to issue Turnpike revenue bonds or notes of the Authority, subject to prior approval in writing from the Governor and from either or both the State Treasurer and the Director of the Division of Budget and Accounting of the Department of the Treasury, payable solely from tolls and other revenues of the Authority. Under the provisions of the Act, the Turnpike bonds or notes and the interest thereon shall not be deemed to constitute a debt or liability or a pledge of the faith and credit of the State of New Jersey (the State) or any political subdivision thereof. The Act further provides that the powers conferred upon the Governor and the Treasurer of the State described shall be exercised with due regard for the rights of the holders of bonds of the Authority at any time outstanding, and nothing in, or done pursuant to, the Act shall in any way limit, restrict or alter the obligation or powers of the Authority or any representative or officer of the Authority to carry out and perform in every detail each and every covenant, agreement or contract at any time made or entered into by or on behalf of the Authority with respect to its bonds or for the benefit, protection or security of the holders thereof.

On May 27, 2003, the Act was amended. The amendment empowered the Authority, effective on the Transfer Date, to assume all powers, rights, obligations and duties of the New Jersey Highway Authority (the Highway Authority), which owned and operated the Garden State Parkway (the Parkway) and PNC Bank Arts Center.

Condensed Summary of Net Position

	December 31		
	2013	2012 *	2011 *
Assets:			
Current assets	$ 1,238,090,357	1,062,032,121	874,000,723
Other noncurrent assets	1,075,275,214	627,851,898	1,634,915,060
Capital assets, net of accumulated depreciation	9,069,134,397	7,855,264,245	6,754,951,695
Total assets	$ 11,382,499,968	9,545,148,264	9,263,867,478
Deferred outflows:			
Accumulated decrease in fair value of hedging derivatives	$ —	67,935,918	88,029,208
Deferred amount on refunding	204,255,705	174,380,298	109,577,583
Total deferred outflows	$ 204,255,705	242,316,216	197,606,791
Liabilities:			
Current liabilities	$ 825,681,574	973,434,426	706,121,807
Noncurrent liabilities	10,060,297,961	8,520,530,975	8,791,954,409
Total liabilities	$ 10,885,979,535	9,493,965,401	9,498,076,216
Deferred inflows:			
Accumulated increase in fair value of hedging derivatives	$ 30,988,730	—	—
Total deferred inflows	$ 30,988,730	—	—

	December 31		
	2013	2012 *	2011 *
Net position:			
Invested in capital assets, net of related debt	$ 407,125,277	180,931,550	(119,761,434)
Restricted	148,832,800	145,949,856	133,839,244
Unrestricted	113,829,331	(33,382,327)	(50,679,757)
Total net position	$ 669,787,408	293,499,079	(36,601,947)

* Amounts restated to conform to GASB 65 presentation (See Note 2 to the Financial Statements)

(Continued)

2013 – 2012

The Authority's total net position is reported at $669,787,408 and $293,499,079 as of December 31, 2013 and 2012, respectively, representing an increase of $376,288,329 or 128.2%, compared to 2012. The major factors causing this increase was a gain in operating revenue due to increased toll revenue as traffic on both the New Jersey Turnpike and the Garden State Parkway were higher in 2013 than in 2012 and an increase in interest income due to a decrease in the negative fair market value of the Authority's interest rate swaps which are treated as investments. Capital assets increased by $1,213,870,152 or 15.5% and other noncurrent assets increased by $447,423,316 or 71.3%. Capital assets increased as a result of spending on the ongoing $7.0 billion capital improvement program, while the other noncurrent assets increased due to the proceeds of the $1.4 billion Series 2013A Turnpike Revenue Bonds. Noncurrent liabilities increased by $1,539,766,986 or 18.1% primarily due to the issuance of the $1.4 billion Series 2013A Turnpike Revenue Bonds in March 2013.

2012 – 2011

As of December 31, 2012, the Authority's total net position is reported at $293,499,079 representing an increase of $330,101,026 from ($36,601,947) on December 31, 2011. The major factor causing this increase is the gain in operating revenue due to the toll increase that took place on January 1, 2012 which raised the tolls on the Turnpike by 53% and on the Parkway by 50%. In addition, total net assets increased as operating expenses declined due to the continued controls instituted by the Authority, including headcount reductions, and the investment loss decreased due to the absence of the GASB 53 accounting loss recorded in 2011 from the termination of the $371 million Series 1991D interest swap with AIG. The $371 million Series 1991D interest rate swap was terminated on January 7, 2011.

Capital assets increased by $1,100,312,550 offset by a decrease in other noncurrent assets of $1,007,063,162. This is a result of the ongoing capital improvement program and the utilization of bond proceeds as the projects progress.

Capital Program Highlights

The Authority is in the midst of a $7 billion Capital Improvement Program that includes large-scale projects including widening stretches of both the Turnpike and Parkway and smaller projects that improve interchanges, rehabilitate bridges, and deploy new technologies. The Capital Improvement Program continues to be on-time and on budget or even ahead of schedule and under budget on some projects.

The Projects currently included in the Capital Improvement Program are the following:

Project	Estimated cost
Turnpike Widening (Interchanges 6-9)	$ 2,325,840,000
Bridge improvements	1,700,300,000
Interchange improvements	842,160,000
Roadway improvements	792,950,000
Facility improvements	748,750,000
Parkway Widening (Milepost 35-80)	590,000,000
Total	$ 7,000,000,000

Turnpike Widening: The Turnpike Interchanges 6-to-9 Widening Program, which is on schedule, will be opened to traffic in November 2014. The Turnpike widening will provide three additional travel lanes in each direction between Interchanges 6 and 8A, and one additional lane in each direction between Interchanges 8A and 9 as well as a new toll plaza at Interchange 8.

Garden State Parkway Widening: The Parkway widening project will add a third travel lane and full shoulders between Mileposts 35 and 80 and will be completed as follows:

Phase I – Milepost 63 to 80 – Construction completed and open to motorists in May 2011.

Phase II – Milepost 48 to 63 – Construction underway on the second phase of the widening and in the spring of 2013 the third lane was opened to traffic from Interchange 52 to Interchange 63. Upon completion of the Bass River Bridge in summer of 2015, the remaining widening of this section of the Parkway will be completed with the third lane open to traffic to Interchange 48.

Phase III – Milepost 35 to 48 – Construction contracts are scheduled to be awarded in the summer of 2014 and completed in the spring of 2017.

Capital Assets, Net

	December 31		
	2013	2012	2011
Land	$ 775,569,713	758,866,562	751,747,274
Construction-in-progress	3,839,775,899	2,857,780,714	1,950,042,758
Road bed	1,995,674,357	1,934,832,029	1,942,347,777
Road surface	351,538,115	289,098,672	269,977,967
Bridges	1,335,962,895	1,261,154,835	1,119,660,621
Buildings and sound barriers	252,599,882	259,148,899	253,130,628
Equipment	518,013,536	494,382,534	468,044,670
Total capital assets, net of accumulated depreciation	$ 9,069,134,397	7,855,264,245	6,754,951,695

Capital assets consist of land, buildings, improvements, equipment, infrastructure and construction-in-progress. Infrastructure assets are typically items that are immoveable, such as highways and bridges.

2013 – 2012

The Authority's investment in capital assets as of December 31, 2013, was $11.7 billion of gross asset value with an accumulated depreciation of $2.6 billion, leaving a net book value of $9.1 billion. This investment represents 79% of the Authority's total assets.

Capital assets, net of accumulated depreciation, increased by $1.2 billion due to the continued spending on the Authority's $7 billion capital program. Major projects include the Turnpike Interchange 6-9 widening and the widening of the Garden State Parkway between mileposts 35-80. Land increased by $16.7 million in 2013 due to the continued acquisition of parcels needed for the Turnpike Interchange 6-9 widening, the Parkway Interchange 9, 10 & 11 improvement project and the Parkway Mainline Shoulder Improvement Project. Construction-in-progress increased by $1 billion in 2013 due to the continued spending on the $7 billion capital program. This increase was due to continued spending on the Turnpike Interchange 6-9 widening, the Parkway Mainline Shoulder improvement, and the rehabilitation of the Easterly Hackensack River Bridge. Road Bed increased by a net of $60.8 million in 2013 due to an increase of $86.6 million offset by an increase of $25.8 million in accumulated depreciation. This was due to the completion of contracts related to the Parkway milepost 35-80 Widening, and Roadway Improvements at Interchange 154 and 155. Road Surface increased by $62.4 million in 2013 due to the Garden State Parkway widening and the continued planned spending on Parkway milepost 35-80 Widening, and general maintenance resurfacing on both the Turnpike and Parkway. Bridges increased by $74.8 million in 2013 due to the continued spending on Turnpike Bridge Repairs from Milepost 83 to 122 and the Newark Bay-Hudson County Extension, the Patcong Creek Bridge Widening and Rehabilitation and the Parkway Widening 35-80. Buildings and sound barriers decreased by $6.5 million in 2013 due to an increase of $7 million for PNC Art Center improvements, and toll plaza and storage facility improvements along both roadways, offset by an increase of $13.9 million in accumulated depreciation.

(Continued)

Equipment increased by $23.6 million in 2013 primarily due to the installation of variable message signs and the acquisition of trucks and computer network upgrades.

The Authority has open commitments related to construction contracts totaling approximately $1.2 billion as of December 31, 2013. This work relates to the Authority's $7 billion capital program and will be completed over the next several years.

2012 – 2011

The Authority's investment in capital assets as of December 31, 2012, was $10.3 billion of gross asset value with an accumulated depreciation of $2.5 billion, leaving a net book value of $7.8 billion. This investment represents 81% of the Authority's total assets.

Capital assets, net of accumulated depreciation, increased by $1.1 billion due to the continued spending on the Authority's $7 billion capital program. Major projects include the Turnpike Interchange 6-9 widening and the widening of the Garden State Parkway between mileposts 35-80. Land increased by $7.1 million in 2012 due to the continued acquisition of parcels needed for the Turnpike Interchange 6-9 widening. Construction-in-progress increased by $907.7 million in 2012 due to the continued spending on the $7 billion capital program. Road Bed decreased by a net of $7.5 million in 2012 due to an increase of $17.9 million primarily for the Garden State Parkway widening offset by an increase of $25.4 million in accumulated depreciation. Road Surface increased by $19.1 million in 2012 due to the Garden State Parkway widening and the continued planned spending on resurfacing on both roadways. Bridges increased by $141.5 million in 2012 due to the continued spending on bridge reconstruction and rehabilitations. Buildings and sound barriers increased by $6.0 million in 2012 due to toll plazas and facilities improvements along both roadways. Equipment increased by $26.3 million in 2012 primarily due to the installation of variable message signs and the acquisition of trucks and computer network upgrades.

The Authority has open commitments related to construction contracts totaling approximately $1.7 billion as of December 31, 2012. This work relates to the Authority's $7 billion capital program and will be completed over the next several years.

Condensed Summary of Revenues, Expenses, and Changes in Net Position

	Year ended December 31		
	2013	**2012 ***	**2011 ***
Operating revenues	$ 1,513,463,593	1,486,313,348	1,033,292,029
Operating expenses, excluding OPEB and depreciation	(448,039,424)	(446,149,477)	(474,282,692)
Net operating revenue	1,065,424,169	1,040,163,871	559,009,337
OPEB expense	(75,608,243)	(72,689,635)	(78,937,100)
Depreciation expense	(173,901,057)	(159,578,079)	(141,692,812)
Operating income	815,914,869	807,896,157	338,379,425
Nonoperating revenues (expenses):			
Build America Bonds subsidy	75,172,932	81,665,325	81,665,325
Payments to the State of New Jersey	(354,001,000)	(361,001,000)	(142,301,000)
Interest expense, Turnpike Revenue Bonds	(204,735,147)	(192,576,110)	(205,720,940)
Other bond expenses	(7,378,232)	(7,932,446)	(4,245,084)
Investment income (loss)	48,136,979	(1,068,843)	(152,868,452)
Arts Center	3,177,928	3,117,943	3,059,003
Garden State Arts Foundation	—	—	4,774
Total nonoperating revenues (expenses), net	(439,626,540)	(477,795,131)	(420,406,374)
Change in net position	376,288,329	330,101,026	(82,026,949)
Net position – beginning of year	293,499,079	(36,601,947)	112,654,249
Cumulative effect of GASB 65	—	—	(67,229,247)
Net position – end of year	$ 669,787,408	293,499,079	(36,601,947)

* Amounts restated to conform to GASB 65 presentation (See Note 2 to the Financial Statements)

2013 – 2012

Operating revenues totaled $1,513,463,593 for the year ended December 31, 2013, representing an increase of $27,150,245, or more than 1.8%, from the year ended December 31, 2012. The principal source of revenue for the Authority is tolls. During 2013, toll revenue totaled $1,413,763,310 and constituted 93.4% of the Authority's operating revenues, as compared to $1,393,658,485, or 93.8%, in 2012. On the Turnpike, passenger vehicle traffic increased 0.4% while commercial traffic increased by 2.3% resulting in an overall increase of 0.6%. On the Parkway passenger cars increased 0.7% while commercial traffic increased 4.8%. Passenger cars constituted 98.6% of all Parkway toll transactions; therefore, changes in commercial traffic only have minimal impacts. The increases on both roadways as compared to 2012 reflect an improving economy and relatively stable gas prices in 2013.

Electronic toll collection remains popular and overall usage rates continue to be strong. On the Turnpike, the E-ZPass usage rate for passenger car traffic was 79.5% and for commercial traffic was 88.2%, resulting in an overall usage rate of 80.6%. On the Parkway, the overall E-ZPass usage rate was up to 77.6% from 76.0% in 2012. During 2013, passenger car traffic had a usage rate of 77.4%, and commercial traffic had a usage rate of 87.9%.

E-ZPass fees totaled $51,372,009 and $47,314,572 for the years ended December 31, 2013 and 2012, respectively, representing an increase of $4,057,437, or 8.6%. E-ZPass fees consists of monthly membership fees, transponder sales, return check fees, administrative fees, fiber lease revenue, interest on prepaid accounts and monthly statement fees. The increase resulted from gains in membership fees and administrative fees. There are approximately 87,500 more NJ E-ZPass accounts at the end of 2013 as compared to 2012. Administrative fee collections increased due to enhanced enforcement and collection efforts, including New Jersey Motor Vehicle Commission registration holds for repeat violators.

Concession revenues were $34,961,184 constituting 2.3% of total operating revenues. This represents a decrease of $28,783 or 0.1% from $34,989,967 in 2012. The decrease is due to a decline in fuel sales on the Turnpike as the number of patrons utilizing Grover Cleveland Service Area declined as a result of the closure of the restaurant portion of the service area following Superstorm Sandy. The decline in fuel sales was largely offset by increases in revenue from food sales on both the Turnpike and the Parkway. Overall, revenue from fuel sales on the Turnpike declined 4.1% and increased 3.5% on the Parkway. Revenue from food sales on the Turnpike & Parkway increased 1.9% and 1.5%, respectively. Miscellaneous revenue totaled $13,367,090 for the year ended December 31, 2013, representing an increase of $3,016,766, or 29.1%, compared to the year ended December 31, 2012. Miscellaneous revenue includes rentals of cell tower sites, fiber optic lines, towing commissions, park and ride receipts and easements. The increase in 2013 is largely due to two one-time payments of $152,000 and $2,474,000 from the municipal derivative settlements between multi-state Attorney Generals and JP Morgan Chase and UBS, respectively.

General operating expenses, excluding OPEB and depreciation, totaled $448,039,424 for the year ended December 31, 2013, representing an increase of $1,889,947, or 0.4%, from $446,149,477 for the year ended December 31, 2012. The higher costs are a result of increased Maintenance expenses primarily due to increased snow removal costs and an establishment of a reserve for emergency road and bridge repairs. General and Administrative expenses increased due to the establishment of reserves for future self-funded insurance claims and Technology costs increased as a result of the reclassification of toll equipment maintenance technicians from the Toll Collection Department. However, operating expenses remain lower than 2011 due to the Authority's continued authorized headcount reduction and control of discretionary expenses. Of note, total toll collection costs decreased by $20,382,192 or 13.4% primarily due to the savings from the renegotiated toll collector contracts and the extended electronic toll collection contract with Xerox. In accordance with GASB Statement No. 45, *Accounting and Financial Reporting by Employers for Postemployment Benefits Other than Pensions (OPEB)* (GASB Statement No. 45), the Authority recorded an expense of $75,608,243 representing the annual OPEB cost. Depreciation expense during 2013 totaled $173,901,057, which was an increase of $14,322,978 from 2012 due to the increase in capital assets generated from the $7.0 billion capital program. Net nonoperating expenses decreased by $38,168,591 from 2012 primarily due to a decrease in payments to the State of New Jersey and an increase in investment income. The Build America Bonds subsidy in 2013 was $75,172,932, a decrease of $6,492,393 from 2012 due to automatic Federal deficit reduction spending cuts. The subsidy payment received in June 2013 was reduced by 8.7% and the payment received in December 2013 was reduced by 7.2%. The Build America Bonds subsidy represents a direct payment by the United States Treasury to the Authority originally equal to 35% of the interest payable on the Series 2009F bonds and the Series 2010A bonds.

Payments to the State of New Jersey decreased from $361,001,000 in 2012 to $354,001,000 in 2013. Under the terms of an agreement dated April 27, 1984 and amendments dated August 1, 1995 and March 27, 2000, the Authority agreed to make annual payments to the State of New Jersey to assist in transportation purposes. These payments are $22 million annually and are due until all obligations of the New Jersey Transportation Trust Fund Authority, as set forth in the 2000 Amendment, are paid for or such payment has been provided for. The payments are made from the General Reserve Fund and are subordinate to debt service payments on all outstanding bonds and all other obligations under the Authority's General Bond Resolution. Under the terms of a State Transportation Projects Funding Agreement dated September 30, 2011, the Authority agreed to make annual payments to the State of New Jersey for the development of state transportation projects. These payments total $331 million in calendar 2012, $324 million in calendar 2013, $324 million in calendar 2014, $324 million in calendar 2015 and $162 million in calendar 2016. The agreement terminates on June 30, 2016. The payments are made from the General Reserve Fund and are subordinate to debt service payments on all outstanding bonds and all other obligations under the Authority's General Bond Resolution. The Authority also made annual payments to the state of $8,001,000 in 2013 and 2012 for feeder road maintenance provided by the New Jersey Department of Transportation. This agreement is expected to be renewed annually.

Investment income increased from a loss of $1,068,843 in 2012 to a gain of $48,136,979 in 2013. Interest income earned by the Authority on investments in 2012 was $14,988,070 and decreased to $13,246,892 in 2013 as a result of lower interest rates. The adoption of GASB Statement No. 53 in 2010 requires the recognition of certain of the Authority's interest rate swaps as investments. Accordingly, the fixed payments made on these interest rate swaps, the variable payments received and the changes in fair market value are required to be reported as investment income/(loss). In 2013 and 2012, the authority was required to report the $400,000,000 nominal value of the interest rate swaps that hedge the Series 2000B-G bonds as investments. In 2013, the Authority recorded an investment loss of $13,837,344 representing the fixed interest payments on the Series 2000B-G swaps, net of the variable payments received. In 2013, the Authority recognized investment income of $51,848,480 representing the change in fair market value of the Series 2000B-G swaps. In addition, in 2013 and 2012, the Authority recorded capitalized interest income of $3,123,352 and $3,156,409, respectively. In 2012, the Authority recorded an investment loss of $14,658,895 representing the fixed interest payments on the Series 2000B-G swaps, net of the variable payments received. In addition, in 2012 the Authority recognized investment income of $1,756,376 representing the change in fair market value of the Series 2000B-G swaps.

Interest expense increased by $12,159,037 in 2013 as compared to 2012, due to interest on the $1.4 billion Series 2013 new money bonds which were not outstanding in 2012, partially offset by a higher deduction for interest capitalized to projects in 2013.

2012 – 2011

Operating revenues totaled $1,486,313,348 for the year ended December 31, 2012, representing an increase of $453,021,319, or more than 43.8%, from the year ended December 31, 2011. The principal source of revenue for the Authority is tolls. During 2012, toll revenues totaled $1,393,658,485 and constituted 93.8% of the Authority's operating revenues, as compared to $948,878,813, or 91.8%, in 2011. A toll increase of 53% on the New Jersey Turnpike and 50% on the Garden State Parkway took effect on January 1, 2012 and accounted for the increased revenue. On the Turnpike, passenger vehicle traffic decreased 4.5% while commercial traffic decreased by 3.0% resulting in an overall decrease of 4.3%. On the Parkway, passenger cars decreased 3.1% while commercial traffic decreased 0.2%. Passenger cars constituted 98.7% of all Parkway toll transactions; therefore, changes in commercial traffic only have minimal impacts. The declines on both roadways is due to some diversion from the toll increase, the effects of Superstorm Sandy, and continued high unemployment and gas prices.

Electronic toll collection remains popular and overall usage rates continue to be strong. On the Turnpike, the E-ZPass usage rate for passenger car traffic was 78.1% and for commercial traffic was 86.5%, resulting in an overall usage rate of 79.2%. On the Parkway, the overall E-ZPass usage rate was up to 76.0% from 72.5% in 2011. During 2012, passenger car traffic had a usage rate of 75.8%, and commercial traffic had a usage rate of 86.3%.

E-ZPass fees totaled $47,314,572 and $39,695,690 for the years ended December 31, 2012 and 2011, respectively, representing an increase of $7,618,882, or 19.2%. E-ZPass fees consists of monthly membership fees, transponder sales, return check fees, administrative fees, fiber lease revenue, interest on prepaid accounts and monthly statement fees. The increase resulted from gains in membership fees and administrative fees. There are approximately 93,600 more NJ E-ZPass accounts at the end of 2012 as compared to 2011. The administrative fee charged for E-ZPass violations increased from $25 to $50 and the Authority began collecting administrative fees on automated coin machine lane violations in November 2011.

Concession revenues were $34,989,967 constituting 2.4% of total operating revenues. This represents an increase of $1,220,319 or 3.6% from $33,769,648 in 2011. The gain is due to increased revenue from both food and fuel sales along both roadways. Revenue from food sales increased 4.0% on the Turnpike and 3.3% on the Parkway. Revenue from fuel sales increased 1.9% on the Turnpike and 7.4% on the Parkway.

Miscellaneous revenue totaled $10,350,324 for the year ended December 31, 2012, representing a decrease of $597,554, or 5.5%, compared to the year ended December 31, 2011. Miscellaneous revenue includes rentals of cell tower sites, fiber optic lines, towing commissions, park and ride receipts and easements. The decrease in 2012 is largely due to lower revenues from advertising and a decline in the Garden State Arts Foundation.

General operating expenses for the year ended December 31, 2012 totaled $446,149,477, representing a decrease of $28,133,215, or 5.9%, from $474,282,692 for the year ended December 31, 2011. In accordance with GASB Statement No. 45, *Accounting and Financial Reporting by Employers for Postemployment Benefits Other than Pensions (OPEB)* (GASB Statement No. 45), the Authority recorded an expense of $72,689,635 representing the annual OPEB cost. This cost was approximately $6,000,000 lower than in 2011. Depreciation expense during 2012 totaled $159,578,079, which was an increase of approximately $18,000,000 from 2011. Despite this increase, total operating expenses declined due to the Authority's continued authorized headcount reduction and control of discretionary expenses.

Net nonoperating expenses increased by $57,388,757 from 2011 primarily due to an increase in payments to the State of New Jersey and offset by decreases in interest and bond expenses and an increase in investment income.

The Build America Bonds subsidy remained the same in 2012 as in 2011 at $81,665,325. The Build America Bonds subsidy represents a direct payment by the United States Treasury to the Authority representing 35% of the interest payable on the Series 2009F bonds and the Series 2010A bonds.

Payments to the State of New Jersey increased from $142,301,000 in 2011 to $361,001,000 in 2012. Under the terms of an agreement dated April 27, 1984 and amendments dated August 1, 1995 and March 27, 2000, the Authority agreed to make annual payments to the State of New Jersey to assist in transportation purposes. These payments are $22 million annually and are due until all obligations of the New Jersey Transportation Trust Fund Authority, as set forth in the 2000 Amendment, are paid for or such payment has been provided for. The payments are made from the General Reserve Fund and are subordinate to debt service payments on all outstanding bonds and all other obligations under the Authority's General Bond Resolution. Under the terms of a State Transportation Projects Funding Agreement dated September 30, 2011, the Authority agreed to make annual payments to the State of New Jersey for the development of state transportation projects. These payments total $331 million in calendar 2012, $324 million in calendar 2013, $324 million in calendar 2014, $324 million in calendar 2015 and $162 million in calendar 2016. The agreement terminates on June 30, 2016. The payments are made from the General Reserve Fund and are subordinate to debt service payments on all outstanding bonds and all other obligations under the Authority's General Bond Resolution. The Authority also made annual payments to the state of $8,001,000 in 2011 and 2012 for feeder road maintenance provided by the New Jersey Department of Transportation. This agreement is expected to be renewed annually.

Investment loss decreased from $152,868,452 in 2011 to $1,068,843 in 2012. Interest income earned by the Authority in 2011 was $12,850,123 and dropped to $11,831,662 in 2012 as a result of lower interest rates. The adoption of GASB Statement No. 53 in 2010 requires the recognition of certain of the Authority's interest rate swaps as investments. Accordingly, the fixed payments made on these interest rate swaps, the variable payments received and the changes in fair market value are required to be reported as investment income/(loss). In 2012 and 2011, the authority was required to report the $400 million nominal value of the interest rate swaps that hedge the Series 2000B-G bonds as investments. In 2012, the Authority recorded an investment loss of $14,658,895 representing the fixed interest payments on the Series 2000B-G swaps, net of the variable payments received. In addition, in 2012 the Authority recognized investment income of $1,756,376 representing the change in fair market value of the Series 2000B-G swaps. In 2011, the Authority recorded an investment loss on the Series 2000B-G swaps of $12,537,430 representing the fixed payments made net of variable payments received and a loss of $62,136,127 representing the change in fair market value. Also in 2011, the Authority was required to recognize a $101,813,040 loss on the termination of its Series 1991D interest rate swaps. The negative fair market value on the termination date of January 7, 2011 was recorded as a reduction in interest income under GASB Statement No. 53 as the interest rate swap was terminated and replaced without a corresponding refunding of the associated debt. In addition, the Authority recorded an investment gain of $10,767,915 representing a change in fair value of the 1991D Series bonds as part of the refunding of these bonds. The replacement interest rate swap was deemed to be an effective hedge and therefore its changes in fair market value do not impact interest income/(loss) in 2012.

Interest expense decreased by $13,144,830 in 2012 as compared to 2011, due primarily to higher deductions for GASB No. 53 hybrid borrowings caused by the 2012 bond refunding and concurrent amendment of the interest rate swap agreements.

Financial Management Principles and Guidelines

In December 2012, the Authority adopted its *Financial Management Principles and Guidelines* (the Guidelines). Among the policies established, the Authority will manage its toll rates, expense budget and debt issuance program to achieve minimum senior debt service coverage of 1.4x and a total requirement coverage of 1.2x. The Authority will also manage its cash flow and total expenditure levels such that it maintains an average unrestricted cash balance in the General Reserve Fund equal to at least $75,000,000. The Guidelines were implemented at the option of the Authority and are not a legal covenant with Bondholders. Such Guidelines can be changed or eliminated at any time at the option of the Authority. As specified in the Guidelines, the Authority also adopted an Investment Rate Swap Management Plan in April 2013, an Investment Policy in September 2013, and a Debt Management Policy in January 2014.

Debt Administration

The issuance of new bonds is conducted in accordance with the New Jersey Turnpike Act of 1948, constituting Chapter 454 of the Laws of New Jersey of 1948, as amended and supplemented and the Turnpike Revenue Bond Resolution adopted on August 20, 1991, as amended, restated and supplemented. The issuance of new bonds requires the approval of the Board of Commissioners and prior approval in writing from the Governor and from either or both the State Treasurer and the Director of the Division of Budget and Accounting of the Department of Treasury, payable solely from tolls and other revenues of the Authority.

2013 – 2012

On April 4, 2013, the Authority issued $1,400,000,000 of Series 2013A Turnpike Revenue Bonds. The bonds bear interest at fixed rates from 3.00% to 5.00% and mature from January 1, 2016 to January 1, 2043. The interest on the Series 2013A Turnpike Revenue Bonds is paid semi-annually. The purpose of the Series 2013A Turnpike Revenue Bonds was to (i) continue to fund projects under the $7 billion capital program, (ii) make a deposit to the Debt Reserve Fund, (iii) capitalize a portion of the interest payable of the Series 2013A Turnpike Revenue Bonds from their Date of Delivery through January 1, 2015, and (iv) pay the costs of issuance of the Series 2013A Turnpike Revenue Bonds.

On May 21, 2013, the Authority issued $100,000,000 of Series 2013B Turnpike Revenue Bonds and $43,750,000 of Series 2013G Turnpike Revenue Bonds pursuant to direct purchase transactions with TD Bank and US Bank, respectively. The purpose of the Series 2013B and the Series 2013G Turnpike Revenue Bonds were to pay the redemption price of all or a portion of the Series 2012C, Series 2012D and Series 2012F Turnpike Revenue Bonds, refinancing these bonds for savings as tax-exempt bonds were used to refund taxable bonds. The Series 2013B Turnpike Revenue Bonds pay interest at a floating rate of 75% of one-month LIBOR plus 59.25 basis points and the Series 2013G Turnpike Revenue Bonds pay interest at 75% of one-month LIBOR plus 59 basis points. The interest resets weekly and is paid monthly. The existing interest rate swaps on the Series 2012C, 2012D and 2012F Turnpike Revenue Bonds were re-identified to the Series 2013B and Series 2013G Turnpike Revenue Bonds.

On May 21, 2013, the Authority issued $646,000,000 of Series 2013C-E Turnpike Revenue Bonds in the form of SIFMA Index Bonds. The bonds bear interest at the adjusted SIFMA Rate plus 0.48% – 0.68% and mature from January 1, 2017 to January 1, 2024. The purpose of the Series 2013C-E Turnpike Revenue Bonds in the form of SIFMA Index Bonds was to (i) refund and defease the Authority's Series 2003C-1, Series 2012D and Series 2012E Turnpike Revenue Bonds in order to replace the existing standby liquidity provider on the Series 2003C-1 Turnpike Revenue Bonds, and refund for savings and more favorable terms the Series 2012D and Series 2012E Turnpike Revenue Bonds, and (ii) provide funds for the purchase of $150,000,000 Series 2011A Turnpike Revenue Bonds, refunded for savings. The existing interest rate swaps on the Series 2003C-1, Series 2012D and Series 2012E Turnpike Revenue Bonds were re-identified to the Series 2013C and Series 2013D Turnpike Revenue Bonds. The original Series 2003C-1 interest rate swap was novated from UBS to Wells Fargo, and was re-identified to the series 2013D bonds. In addition, $150 million of the Series 2011A swap was re-identified to the Series 2013E Turnpike Revenue Bonds.

On May 21, 2013, the Authority issued $90,880,000 of Series 2013F Turnpike Revenue Bonds. The bonds bear interest at fixed rates from 3.00% to 5.00% and mature on January 1, 2026 to January 1, 2035. The interest rate on the Series 2013F Turnpike Revenue Bonds is paid semi-annually. The purpose of the Series 2013F Turnpike Revenue Bonds was to (i) provide funds for the refunding and defeasance of the of the Authority's Series 2005C Turnpike Revenue Bonds, and (ii) pay the costs of issuance for the Series 2013F Turnpike Revenue Bonds.

The total savings on the Series 2013B-G Turnpike Revenue Bonds was approximately $14,838,670 when compared to the projected interest costs, liquidity facility costs and remarketing fees on the refunded bonds. The refunding resulted in a loss on defeasance of $10,651,126 in 2013, which is being amortized over the life of the new bonds.

The rating agencies assigned the following ratings to the Series 2013A, Series 2013C, 2013D, 2013E and 2013F Turnpike Revenue Bonds: Moody's A3, S&P A+ and Fitch A. The Series 2013B and Series 2013G Turnpike Revenue Bonds were private placements with commercial banks and ratings were not required.

2012 – 2011

On June 18, 2012, the Authority issued $141,255,000 of Series 2012A Turnpike Revenue bonds. The bonds bear interest at fixed rates from 3.625% to 5.00% and mature from January 1, 2031 to January 1, 2035. The interest on the Series 2012A bonds is paid semi-annually. The purpose of the Series 2012A bonds was to refund in whole the Series 2004C-1 bonds. The total savings on the Series 2012A bonds was approximately $16,402,500 when compared to projected interest costs, liquidity facility costs and remarketing fees on the refunded bonds. The refunding resulted in a loss on defeasance of $1,066,850 in 2012, which is being amortized over the life of the new bonds.

On September 20, 2012, the Authority issued $804,435,000 of Series 2012B Turnpike Revenue bonds. The bonds bear interest at fixed rates from 3.50% to 5.00% and mature from January 1, 2019 to January 1, 2030. On the same date, the authority issued $71,000,000 of Series 2012C Floating Rate Bonds under a Direct Purchase Agreement with TD Bank. The bonds bear interest at a floating rate equal to 1 month LIBOR plus 94 basis points and mature on January 1, 2018. The Authority also issued $150,000,000 of Series 2012D Floating Rate Bonds under a Direct Purchase Agreement with JP Morgan. The bonds bear interest at a floating rate equal to 1 month

LIBOR plus 110 basis points and mature on January 1, 2018. The authority also issued $150,000,000 of Series 2012E Floating Rate Bonds under a Direct Purchase Agreement with Royal Bank of Canada. The bonds bear interest at a floating rate equal to 1 month LIBOR plus 85 basis points and mature on January 1, 2018. The Authority also issued $43,750,000 of Series 2012F Floating Rate Bonds under a Direct Purchase Agreement with U.S. Bank. The bonds bear interest at a floating rate equal to 1 month LIBOR plus 91 basis points. The bonds mature on January 1, 2024 and have a mandatory tender at par value on September 21, 2015. Finally, the Authority issued $43,750,000 of Series 2012G Floating Rate Bonds under a Direct Purchase Agreement with U.S. Bank. The bonds bear interest at a floating rate equal to 75% of 1 month LIBOR plus 59 basis points. The bonds mature on January 1, 2024 and have a mandatory tender at par value on September 21, 2015. Interest on the Series 2012B bonds is paid semi-annually, while the interest on the Series 2012C-G bonds is paid monthly. The interest rate on the Series 2012C bonds resets monthly while the Series 2012D-G reset weekly.

The purpose of the Series 2012B-G was to refund in whole the Series 1991D, Series 2003A, 2009C and 2009D bonds and partially refund the Series 1991C and Series 2009E bonds. The total savings on the Series 2012B-G bonds was approximately $105,186,100 when compared to the projected interest costs, liquidity facility costs and remarketing fees on the refunded bonds. The refunding resulted in a loss on defeasance of $43,354,659 in 2012, which is being amortized over the life of the new bonds. The existing Interest Rate Swap agreements from the Series 1991D, Series 2009C and Series 2009D bonds were amended to cover the Series 2012C-G bonds.

The Series 2012A and the Series 2012B-G bonds received a credit rating of A3/A+/A by Moody's, Standard & Poors and Fitch. Moody's raised the Authority's ratings outlook to "Stable" as of May 17, 2012 and it remains to date. Standard & Poors and Fitch also give the Authority a "Stable" outlook. In addition, the underlying credit rating on all Authority outstanding bonds remains at A3/A+/A.

On December 22, 2011, the Authority issued $225,000,000 of Series 2011A and $50,000,000 of Series 2011B Floating Rate Bonds under a Direct Purchase Agreement with Citibank, N.A. The bonds bear interest at a floating rate equal to SIFMA plus 75 basis points, reset weekly. Interest on the bonds is paid monthly. The purpose of the 2011A and 2011B bonds was to refund in whole the Series 2003C-2 and Series 2003C-3 bonds. The bonds mature on January 1, 2024 and have a mandatory tender at par value on December 22, 2014. The total savings on the new bonds is approximately $16,002,000 when compared to the projected interest costs, liquidity facility costs and remarketing fees on the Series 2003C-2 and Series 2003C-3 bonds. The refunding resulted in a deferred loss of $2,724,810 which is being amortized over the life of the new bonds. The existing Interest Rate Swap agreements from the Series 2003C-2 and Series 2003C-3 bonds were amended to cover the Series 2011A and Series 2011B bonds.

On January 7, 2011, the Authority entered into a termination agreement for the $371,000,000 Series 1991D Interest Rate Swap with AIG. Under the terms of the agreement, AIG provided a 12.5% discount from the market termination value of the swap, allowed the Authority to choose any date to establish the termination value of the agreement prior to February 28, 2011 and gave the Authority until March 15, 2011 to make the termination payment. On January 14, 2011, the Authority set the termination value with AIG at $101.6 million, resulting in a net termination payment to be made of $88.9 million. The savings to the Authority was $12.7 million. The payment to AIG was made on March 14, 2011.

On February 3, 2011, the Authority terminated the $371,000,000 Interest Rate Exchange Agreement with Morgan Stanley. On February 4, 2011, the Authority received a termination payment of $16,460,000 from Morgan Stanley.

On March 14, 2011, the Authority entered into a replacement Interest Rate Swap with Barclays Bank for the $371,000,000 Series 1991D bonds. Under the terms of the replacement swap, the Authority will make fixed interest payments of 5.6526%. The Authority will receive floating rate payments equal to 63% of LIBOR plus 0.20% when LIBOR is less than 3.5% and 74% of LIBOR when LIBOR is equal to or greater than 3.5%. The Interest Rate Swap will terminate on January 1, 2018. Barclays made an upfront payment of $72,410,000 on March 14, 2011. The Authority used this payment, along with the $16,460,000 payment received from the termination of the Morgan Stanley agreement to make the termination payment to AIG.

The Series 2011A and Series 2011B bonds received a credit rating of A3/A+/A by Moody's, Standard & Poors and Fitch.

Debt Compliance

The Revenue Requirement under Section 713(b) of the Turnpike Revenue Bond Resolution states that in each calendar year, Net Revenues shall at least equal the Net Revenue Requirement for such year. The Net Revenue Requirement means with respect to any period of time, "an amount equal to the greater of (i) the sum of Aggregate Debt Service, Maintenance Reserve Payments, Special Project Reserve Payments and payments, if any, to the Charges Fund for such period or (ii) 1.20 times the Aggregate Debt Service for such period.

The net revenue requirement was met under test (i) and (ii) above for 2013 and 2012 as follows:

		2013	2012
(i):			
Net revenue available for Debt Service	$	1,128,374,702	1,110,192,804
Less net revenue requirements computed under test (the sum of aggregate debt service, maintenance reserve, special project reserve and charges fund payments)		(686,836,115)	(707,254,420)
Excess net revenue	$	441,538,587	402,938,384
(ii):			
Net revenue available for Debt Service	$	1,128,374,702	1,110,192,804
Less net revenue requirements computed under test (120% x aggregate debt service requirements of $584,772,249 and $597,140,974 in 2013 and 2012, respectively)		(701,726,699)	(716,569,169)
Excess net revenue	$	426,648,003	393,623,635

The debt service coverage ratio (Net Revenue divided by Debt Service) was 1.93 and 1.86 in 2013 and 2012, respectively. Please refer to note 8 for more details.

Build America Bond Subsidy Payments

The Authority's Series 2009F and Series 2010A Turnpike Revenue Bonds were issued as Build America Bonds (BAB). The BAB program was authorized by the American Recovery and Reinvestment act enacted in February 2009 to encourage local spending on new construction. Under the program, the U.S. Treasury makes a direct payment to the Authority originally equal to 35% of the interest expense for eligible bonds.

The Budget Control Act of 2011 reduced the amount of the subsidy paid by the Federal Government through automatic federal spending cuts commonly known as sequestration. The payment to the Authority received in June 2013 (for July 1, 2013 interest payment) was reduced by 8.7%, or $3,552,441 and the payment received in December 2013 (for January 1, 2014 interest payment) was reduced by 7.2%, or $2,939,959. The Internal Revenue Service has reported that the Authority's payment due on July 1, 2014 will also have a 7.2% reduction. There can be no certainty the Federal Government will not make further cuts to the program.

Contacting Authority's Financial Management

The purpose of this narrative and the attached exhibits was to assist the readers in obtaining a general overview of the Authority's business and finances. If you should have any questions about this report or need clarification on its contents, please contact the Chief Financial Officer of the New Jersey Turnpike Authority, P.O. Box 5042, Woodbridge, New Jersey 07095-5042.

NEW JERSEY TURNPIKE AUTHORITY
(A Component Unit of the State of New Jersey)

Statements of Net Position

December 31, 2013 and 2012

Assets		**2013**	**2012 (As restated)**
Current assets:			
Cash	$	198,147,070	189,218,510
Restricted cash		80,891,348	63,516,755
Investments		451,644,455	363,981,943
Restricted investments		381,320,066	334,079,876
Receivables, net of allowance		58,826,459	62,541,422
Restricted receivables		75,000	75,000
Inventory		18,691,676	22,130,755
Due from State of New Jersey		19,706,939	687,501
Deposits		24,253,413	22,095,218
Prepaid expenses		4,533,931	3,705,141
Total current assets		1,238,090,357	1,062,032,121
Noncurrent assets:			
Restricted investments		1,075,200,751	627,703,387
Restricted receivables		74,463	148,511
Capital assets, net of accumulated depreciation		9,069,134,397	7,855,264,245
Total noncurrent assets		10,144,409,611	8,483,116,143
Total assets	$	11,382,499,968	9,545,148,264
Deferred Outflows			
Deferred outflows:			
Accumulated decrease in fair value of hedging derivatives		—	67,935,918
Deferred amount on refunding	$	204,255,705	174,380,298
Total deferred outflows	$	204,255,705	242,316,216
Liabilities			
Current liabilities:			
Accounts payable and accrued expenses	$	144,157,382	159,484,378
Funds held in trust		221,331,553	203,333,066
Due to State of New Jersey		2,647,610	2,813,203
Deposits		363,261	203,390
Accrued interest payable		233,399,599	193,647,547
Unearned revenue		51,870,681	41,341,472
Current portion of bonds payable		148,565,000	357,975,000
Current portion of hybrid instrument borrowing		15,165,922	6,724,380
Current portion of other long-term liabilities		8,180,566	7,911,990
Total current liabilities		825,681,574	973,434,426
Noncurrent liabilities:			
Bonds payable, net		9,537,441,747	7,938,607,385
Hybrid instrument borrowing		131,642,549	107,998,241
Other long-term liabilities		90,942,629	111,858,339
Other postemployment benefits liability		282,846,774	245,216,115
Interest rate swap liabilities		17,424,262	116,850,895
Total noncurrent liabilities		10,060,297,961	8,520,530,975
Total liabilities	$	10,885,979,535	9,493,965,401
Deferred Inflows			
Deferred inflows:			
Accumulated increase in fair value of interest rate swaps		30,988,730	—
Total deferred inflows	$	30,988,730	—
Net Position			
Net position:			
Net investment in capital assets	$	407,125,277	180,931,550
Restricted for debt service and charges		148,832,800	145,949,856
Unrestricted		113,829,331	(33,382,327)
Total net position	$	669,787,408	293,499,079

See accompanying notes to basic financial statements.

NEW JERSEY TURNPIKE AUTHORITY
(A Component Unit of the State of New Jersey)

Statements of Revenues, Expenses, and Changes in Net Position

Years ended December 31, 2013 and 2012

	2013	2012 (As restated)
Operating revenues:		
Toll revenue	$ 1,413,763,310	1,393,658,485
E-ZPass fees	51,372,009	47,314,572
Concession revenue	34,961,184	34,989,967
Miscellaneous revenue	13,367,090	10,350,324
Total operating revenues	1,513,463,593	1,486,313,348
Operating expenses:		
Maintenance of roadway, buildings, and equipment	142,168,455	120,619,100
Toll collection	132,032,180	152,414,372
State police and traffic control	66,759,944	66,593,568
Technology	19,296,214	14,016,631
Employee benefits	59,950,282	60,507,042
General administrative costs	27,832,349	31,998,764
Other postemployment benefits	75,608,243	72,689,635
Depreciation	173,901,057	159,578,079
Total operating expenses	697,548,724	678,417,191
Operating income	815,914,869	807,896,157
Nonoperating revenues (expenses):		
Build America Bonds subsidy	75,172,932	81,665,325
Payments to the State of New Jersey	(354,001,000)	(361,001,000)
Interest expense, Turnpike Revenue Bonds	(204,735,147)	(192,576,110)
Other bond expenses	(7,378,232)	(7,932,446)
Investment income (loss)	48,136,979	(1,068,843)
Arts Center	3,177,928	3,117,943
Total nonoperating revenues (expenses), net	(439,626,540)	(477,795,131)
Change in net position	376,288,329	330,101,026
Net position (deficit) – beginning of year	293,499,079	(36,601,947)
Net position – end of year	$ 669,787,408	293,499,079

See accompanying notes to basic financial statements.

NEW JERSEY TURNPIKE AUTHORITY
(A Component Unit of the State of New Jersey)

Statements of Cash Flows

Years ended December 31, 2013 and 2012

		2013	2012 (As restated)
Cash flows from operating activities:			
Receipts from customers and patrons	$	1,519,091,182	1,472,299,948
Payments to suppliers		(260,469,030)	(196,891,639)
Payments to employees		(162,528,986)	(160,427,080)
Payments for self insured health benefit claims		(80,590,550)	(75,383,310)
Net cash provided by operating activities		1,015,502,616	1,039,597,919
Cash flows from noncapital financing activities:			
Payments to State of New Jersey		(354,001,000)	(361,001,000)
Proceeds from Arts Center		3,177,928	3,117,943
Net cash used in noncapital financing activities		(350,823,072)	(357,883,057)
Cash flows from capital and related financing activities:			
Proceeds acquired from new capital debt		2,427,493,334	1,511,429,255
Purchases of capital assets		(1,418,743,386)	(1,248,702,560)
Principal paid on outstanding debt		(1,018,605,000)	(1,632,370,000)
Proceeds from Build America Bonds subsidy		75,172,932	81,665,325
Interest paid on capital debt		(204,183,260)	(237,847,710)
Payments for bond expenses		(7,378,232)	(8,180,442)
Net cash used in capital and related financing activities		(146,243,612)	(1,534,006,132)
Cash flows from investing activities:			
Purchases of investments		(7,667,118,911)	(8,521,090,178)
Sales and maturities of investments		7,135,403,372	9,407,974,346
Interest received		39,582,760	14,628,911
Net cash (used in) provided by investing activities		(492,132,779)	901,513,079
Net increase in cash		26,303,153	49,221,809
Cash – beginning of year		252,735,265	203,513,456
Cash – end of year	$	279,038,418	252,735,265
Reconciliation of operating income to net cash provided by operating activities:			
Operating income	$	815,914,869	807,896,157
Adjustments to reconcile operating income to net cash provided by operating activities:			
Depreciation expense		173,901,057	159,578,079
Changes in assets and liabilities:			
Receivables		(15,230,427)	(11,631,567)
Inventory		3,439,079	(5,933,094)
Other assets		(1,647,628)	997,495
Accounts payable and accrued expenses		(327,131)	(13,371,149)
Unearned revenue		10,529,209	37,373,822
Other liabilities		(8,640,613)	23,794,722
Other postemployment benefit liability		37,630,659	38,186,454
Pollution remediation liability		(66,458)	2,707,000
Net cash provided by operating activities	$	1,015,502,616	1,039,597,919

See accompanying notes to basic financial statements.

(1) Organization

The New Jersey Turnpike Authority (the Authority) is a body corporate and politic created by the New Jersey Turnpike Authority Act of 1948, as amended, restated and supplemented (the Act). The Act authorizes the Authority to construct, maintain, repair, and operate the New Jersey Turnpike (the Turnpike System) projects at locations established by law, to fix and establish tolls for the use of the Turnpike System, and to issue Turnpike revenue bonds or notes of the Authority, subject to prior approval in writing from the Governor and from either or both the State Treasurer and the Director of the Division of Budget and Accounting of the Department of the Treasury, payable solely from tolls and other revenues of the Authority. Under the provisions of the Act, the Turnpike bonds or notes and the interest thereon shall not be deemed to constitute a debt or liability or a pledge of the faith and credit of the State or any political subdivision thereof.

On May 27, 2003, the Act was amended. The amendment empowered the Turnpike Authority, effective at the Transfer Date which was July 9, 2003, to assume all powers, rights, obligations and duties of the New Jersey Highway Authority (the Highway Authority), which owned and operated the Garden State Parkway and PNC Bank Arts Center.

The Authority has no stockholders or equity holders and all bond proceeds, revenues or other cash received must be applied for specific purposes in accordance with the provisions of the above Act and the Turnpike Revenue Bond Resolution of 1991 as amended, restated and supplemented (the Bond Resolution) for security of the bondholders. The Authority's board of commissioners is comprised of eight members, five appointed by the Governor with the advice and consent of the Senate, and two members appointed by the Governor, one upon the recommendation of the President of the Senate and one upon the recommendation of the Speaker of the General Assembly. The Commissioner of the New Jersey Department of Transportation serves ex officio. As of December 31, 2013 and 2012, one commission seat was vacant.

The Act provides that the Governor shall have the right to veto any action of the Authority, and that the prior written approval of the Governor and either the State Treasurer or the Director of the Division of Budget and Accounting in the Department of the Treasury shall be obtained prior to adoption of any bond resolution or revision of tolls.

(2) Summary of Significant Accounting Policies

(a) Reporting Entity

The Governmental Accounting Standards Board (GASB) establishes the criteria used in determining which organizations should be included in these financial statements. The GASB's Codification of Governmental Accounting and Financial Reporting Standards, Section 2100, requires the inclusion of government organizations for which the Authority is financially accountable. Financial accountability is defined as 1) appointment of a voting majority of the component unit's board and either (a) the ability to impose will by the primary government or (b) the possibility that the component unit will provide a financial benefit to or impose a financial burden on the primary government; or 2) fiscal dependency on the primary government.

The Garden State Arts Foundation, Inc. (the Foundation) (see note 14) is included in the financial statements presented in accordance with accounting principles generally accepted in the United States of America as a blended component unit. Although legally separate from the Authority, the Foundation's members include the Commissioners of the Authority, who represent a voting majority of the Foundation's members.

Additionally, the Authority is a component unit of the State of New Jersey, and its financial statements are included in the State of New Jersey's Comprehensive Annual Financial Report.

(b) Basis of Accounting

The Authority's activities are accounted for using the flow of economic resources measurement focus and the accrual basis of accounting. All assets, liabilities, net position, revenues and expenses are accounted for as an enterprise fund with revenues recorded when earned and expenses recorded at the time liabilities are incurred.

The Authority follows the pronouncements of the GASB Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*, which requires the Authority to follow the pronouncements of the GASB in its accounting and financial reporting. GASB Statement No. 62 superseded previous guidance contained in GASB Statement No. 20, Accounting and Financial Reporting for Proprietary Funds and Other Governmental Activities That Use Proprietary Funds Accounting.

(c) Capital Assets

Capitalization Policy

The cost to construct, acquire or replace an existing asset (or otherwise prolong the useful life of an existing asset) is capitalized under the Authority's capitalization policy. The capitalization threshold is $50,000 and includes equipment valued over $50,000 or any purchase related to a capital project whose project value exceeds $50,000.

Capital assets are reported at cost, including all ancillary charges necessary to place the assets in their intended location and condition for use. If land is purchased, the capitalized amount includes the purchase price plus costs such as legal fees, filling, and excavation costs incurred to put the land in condition for its intended use. The capitalized amounts for building include both acquisition and capital improvement costs and net construction period interest.

An asset is deemed substantially complete when the structure or project is ready for the purpose for which it was constructed.

(Continued)

Depreciation Policy

Capital assets are depreciated using straight-line method over their estimated useful lives as follows:

Road bed	100 years
Road surface	5–10 years
Major bridge repairs	20 years
Bridges:	
Bridges piers and abutments	75 years
Bridges deck	40 years
Bridge spans	40 years
Buildings and sound barriers	35 years
Equipment	3–15 years

(d) Investments

Investments are reported at fair value based on quoted market prices, except for time deposits and certificates of deposit, which are reported at cost plus accrued interest. All investment income, including changes in the fair value of investments, is reported as nonoperating revenue.

Authorized Investments – Investment Policy

The investment policies of the Authority are established in conformity with the Investment Policy adopted by the Board of Commissioners on September 24, 2013, which defines investment securities to mean any of the following securities legal for investment of the Authority's funds at the time of the purchase thereof:

(i) Federal securities, which are (a) any direct and general obligations of, or any obligations guaranteed by, the United States of America, including but not limited to interest obligations of the Resolution Funding Corporation or any successor thereto, (b) any obligations of any state or political subdivision of a state (collectively Municipal Bonds) which Municipal Bonds are fully secured as to principal and interest by an irrevocable pledge of moneys or direct and general obligations of, or obligations guaranteed by, the United States of America, which moneys or obligations are segregated in trust and pledged for the benefit of the holders of the Municipal Bonds, and (c) certificates of ownership of the principal or interest of direct and general obligations of, or obligations guaranteed by, the United States of America, which obligations are held in trust by a commercial bank which is a member of the Federal Reserve System;

(ii) Bonds, debentures, notes or other evidences of indebtedness issued by any agency or instrumentality of the United States to the extent such obligations are guaranteed by the United States or by another such agency the obligations (including guarantees) of which are guaranteed by the United States;

(iii) Bonds, debentures, notes or other evidences of indebtedness issued by any of the following agencies: Government National Mortgage Association, Federal Land Banks, Federal Agency

Notes, Federal Intermediate Credit Banks, Banks for Cooperatives, Tennessee Valley Authority, United States Postal Service, Farmers Home Administration, Export-Import Bank, Federal Financing Bank and Student Loan Marketing Association;

(iv) Negotiable or nonnegotiable certificates of deposit issued by any bank, trust company or national banking association, which certificates of deposit shall be continuously secured or collateralized by obligations described in subparagraphs (i) or (ii) of this definition, which shall have a market value (exclusive of accrued interest) at all times at least equal to the principal amount of such certificates of deposit and shall be lodged with the Trustee, as custodian, by the bank, trust company or national banking association issuing such certificates of deposit;

(v) Uncollateralized negotiable or nonnegotiable certificates of deposit issued by any bank, trust company or national banking association, the unsecured obligations of which are rated in one of the two highest rating categories, without regard to rating sub-categories, by Moody's and Standard & Poor's (S&P);

(vi) Repurchase agreements collateralized by obligations described in subparagraphs (i), (ii) or (iii) of this definition with any registered broker/dealer subject to the Securities Investors' Protection Corporation jurisdiction, which has an uninsured, unsecured and unguaranteed obligation rated Prime-1 or A3 or better by Moody's and A-1 or A or better by S&P, or any commercial bank with the above ratings, provided:

(a) master repurchase agreement or specific written repurchase agreement governs the transaction, which characterizes the transaction as a purchase and sale of securities,

(b) the securities are held free and clear of any lien, by the Trustee or an independent third party acting solely as agent for the Trustee, and such third party is (i) a Federal Reserve Bank, (ii) a bank which is a member of the FDIC and which has combined capital, surplus, and undivided profits of not less than $75,000,000, or (iii) a bank approved in writing for such purpose by each Credit Issuer, if any, and the Trustee shall have received written confirmation from such third party that it holds such securities, free and clear of any lien, as agent for the Trustee,

(c) a perfected first security interest under the Uniform Commerce Code, or book entry procedures prescribed at 31 CFR 306.1 et seq. or 31 CFR 350.0 et seq. or a successor provision in such securities is created for the benefit of the Trustee,

(d) the repurchase agreement has a term of six months or less, or the Authority will value the collateral securities no less frequently than monthly and will liquidate the collateral securities if any deficiency in the required collateral percentage is not restored within two business days of such valuation,

(e) the repurchase agreement matures on or before a debt service payment date (or other appropriate liquidation period), and

(f) the fair market value of the securities in relation to the amount of the repurchase obligation is equal to at least 100%.

(vii) Banker's acceptances, Eurodollar deposits and certificates of deposit (in addition to the certificates of deposit provided for by subparagraphs (iv) and (v) above) of the domestic branches of foreign banks having a capital and surplus of $1,000,000,000 or more, or any bank or trust company organized under the laws of the United States of America or Canada, or any state or province thereof, having capital and surplus, in the amount of $1,000,000,000; provided that the aggregate maturity value of all such bankers acceptances and certificates of deposit held at any time as investments of funds under this Resolution with respect to any particular bank, trust company, or national association shall not exceed 5% of its capital and surplus; and provided further that any such bank, trust company, or national association shall be rated in one of the two highest rating categories, without regard to rating sub-categories, by both Moody's and S&P;

(viii) Other obligations of the United States of America or any agency thereof which may then be purchased with funds belonging to the State of New Jersey or which are legal investments for savings banks in the State of New Jersey;

(ix) Deposits in the New Jersey cash management fund;

(x) Obligations of any state, commonwealth or possession of the United States or a political subdivision thereof or any agency or instrumentality of such a state, commonwealth, possession or political subdivision, provided that at the time of their purchase such obligations are rated in either of the two highest rating categories by both Moody's and S&P; and

(xi) Commercial paper with a maturity date not in excess of 270 days rated A-1+ by S&P and P-1 by Moody's at the time of such investment, issued by an entity incorporated under the laws of the United States or any state thereof.

(e) Inventories

Inventories are reported at average cost basis.

(f) Net Capitalized Interest

Net interest cost on funds borrowed to finance the construction or acquisition of certain capital assets, during the period of construction or acquisition, are capitalized and depreciated over the life of the related assets placed in service. The Authority capitalized net interest expense of $273,203,702 and $236,124,291 during the years ended December 31, 2013 and 2012, respectively.

(g) Bonds Payable

Bonds payable consist of the total amount of outstanding bonds plus unamortized premiums and less unamortized discounts.

(h) Compensated Absences

The Authority accrues employees' unused sick leave and vacation time to be used at a later date or paid in cash upon termination or retirement from the Authority. The liability for sick leave is based on application dates and limits vary based upon the employee's specific contract and effective dates. The liability for unused vacation is calculated based on years of service, and the terms of the relevant labor agreement. The liability for both amounts is calculated based on the pay and salary rates in effect at the statement of net position date.

(i) Funds Held in Trust

Included in the December 31, 2013 and 2012 statements of net position is approximately $40.4 million and $34.9 million, respectively, for amounts retained from contractors and engineers and $176.8 million and $166.4 million, respectively, received primarily from New Jersey E-ZPass Customer Service Center customers for E-ZPass tag deposits and account prepayments.

(j) Net Position

Net position is displayed in three components as follows:

Invested in capital assets, net of related debt – This consists of capital assets, net of accumulated depreciation, less the outstanding balances of any bonds, notes, or other borrowings that are attributable to the acquisition, construction, or improvement of those assets.

Restricted – This consists of net position that is legally restricted by outside parties or by law through constitutional provisions or enabling legislation. When both restricted and unrestricted resources are available for use, generally it is the Authority's policy to use restricted resources first, and then unrestricted resources when they are needed.

Unrestricted – This consists of net position that does not meet the definition of "restricted" or "net investment in capital assets."

(k) Toll Revenue

Revenues from tolls are recognized in the period earned except for tolls collected through the violation enforcement process which are recognized when received. Pursuant to the provisions of the Bond Resolution, the Authority has covenanted to charge and collect such tolls as are required in order that in each calendar year net revenue shall at least equal the net revenue requirement under the aforementioned resolution. The Act authorizes the Authority to set tolls subject to prior approval in writing from the Governor and from either or both the State Treasurer and the Director of Budget and Accounting of the Department of the Treasury. The Act further provides that the powers conferred upon the Governor and the Treasurer of the State described shall be exercised with due regard for the rights of the holders of bonds of the Authority at any time outstanding, and nothing in, or done pursuant to, the Act shall in any way limit, restrict or alter the obligation or powers of the Authority or officer of the Authority to carry out and perform in every detail each and every covenant, agreement or contract at any time made or entered into by or on behalf of the Authority with respect to its bonds or for the benefit, protection or security of the holders thereof.

E-ZPass Fees

E-ZPass fees consist of the Authority's share of fees and charges generated from the operation of the New Jersey E-ZPass Customer Service Center. This Customer Service Center is currently operated on behalf of the New Jersey Turnpike Authority, South Jersey Transportation Authority, Delaware River Port Authority, Delaware River Bay Authority and the Burlington County Bridge Commission by Xerox State and Local Solutions, Inc. The fees and charges consist primarily of the $1 monthly membership fee charged to New Jersey E-ZPass account holders and the $50 administrative fee collected from toll evaders. In addition, other fees are charged to E-ZPass account holders for such items as monthly statement delivery, transponders sales, lost and stolen transponders and returned checks. Revenue is also generated from leasing of the Authority's fiber optic network, allowing certain parking lots to accept E-ZPass as payment and interest on prepaid and deposit account balances. For financial reporting purposes, fees and charges are recognized when earned for all but administrative fees which are recognized when received from the patrons.

(l) Classification of Revenues over Expenses

The Authority has classified its revenues and expenses as either operating or nonoperating.

Operating revenues include activities that have the characteristics of exchange transactions including tolls, E-ZPass fees, rental fees received from concessionaires, and miscellaneous operating revenues. Nonoperating revenue includes activities that have the characteristics of nonexchange transactions, such as the Build America Bonds subsidy.

Operating expenses include the costs of operating the toll roads, administrative expenses, and depreciation on capital assets. All expenses not meeting this definition, including interest expense, are reported as nonoperating expenses.

(m) Income Taxes

The Authority is exempt from federal income taxes under the Internal Revenue Code Section 115 and from state income taxes under N.J.S.A. 27:25-16. Accordingly, no provision is recorded for federal and state income taxes.

(n) Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent 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.

(o) Reclassification

Certain prior year amounts have been reclassified to conform with the current year's presentation.

(p) New Accounting Pronouncements

In 2013 the Authority adopted GASB Statement No. 65, *Items Previously Reported as Assets and Liabilities* (GASB 65), which amends or supersedes the accounting and financial reporting guidance for certain items previously required to be reported as assets or liabilities. The objective is to either properly classify certain items that were previously reported as assets and liabilities as deferred outflows of resources or deferred inflows of resources, or recognize certain items that were previously reported as assets and liabilities as outflows of resources (expenses) or inflows of resources (revenues).

The following is a summary of the impact of the adoption of GASB 65 on the financial statements of the Authority as of and for the year ended December 31, 2012 as previously reported:

		As previously reported	Adjustments	As restated
Deferred financing costs, net	$	159,944,742	(159,944,742)	—
Deferred amount on refunding		—	174,380,298	174,380,298
Bonds payable, net		(7,857,971,690)	(80,635,694)	(7,938,607,384)
Total	$	(7,698,026,948)	(66,200,138)	(7,764,227,086)
Net position – beginning of year	$	30,627,300	(67,229,247)	(36,601,947)
Change in net position		329,071,917	1,029,109	330,101,026
Net position – end of year	$	359,699,217	(66,200,138)	293,499,079

GASB issued Statement No. 67, *Financial Reporting for Pension Plans* and Statement No. 68, *Accounting and Financial Reporting for Pensions* in June 2012 that are effective for financial statements for periods beginning after June 15, 2013 and June 15, 2014, respectively. The Authority is in the process of evaluating the impact, if any that will result from adopting GASB Statements No. 67 and No. 68.

(3) Deposits and Investments

The New Jersey Turnpike Authority is authorized to engage in investment activity pursuant to the Act, and the Bond Resolution Investment policies as set forth in certain sections of the Authority's Investment Policy adopted on September 24, 2013. These guidelines are adhered to by the Authority's Finance Department when making day-to-day investment decisions. The Authority principally invests in securities of United States agencies, highly rated commercial paper, demand accounts, certificates of deposit, and repurchase agreements. According to management, the Authority is not in violation of any provisions of its Investment Policy.

(a) Deposits

The total cash carrying amount as of December 31, 2013 and 2012 is $279,038,418 and $252,735,265, respectively. The actual amount of cash on deposit in all bank accounts as of

December 31, 2013 and 2012 was $265,629,809 and $240,104,545, respectively. Authority accounts had a book balance as of December 31, 2013 and 2012 of $278,073,500 and $252,064,530, respectively, actual cash on deposit of $264,656,891 and $239,425,090, respectively, and are collateralized by pledged securities totaling $340,477,010 and $312,008,486, respectively, held in the Authority's name by the Authority's financial institutions or its agents. The Foundation's cash balance as of December 31, 2013 and 2012 includes a book balance of $964,918 and $670,735, respectively. The actual amount of cash on deposit in the Foundation's bank accounts as of December 31, 2013 and 2012 was $972,918 and $679,455, respectively, of which $500,000 and $250,000, respectively, was insured by the Federal Deposit Insurance Corporation (FDIC) and $472,918 and $429,455, respectively, which was not insured or collateralized.

(b) Investments

All securities, other than securities held by the respective trustees for the benefit of the bondholders, are held by the Authority. All investment transactions are recorded on a transaction date basis. As of December 31, 2013 and 2012, the Authority had the following investments:

December 31, 2013

		Investment maturities		
Investment type	**Fair value**	**Less than 1 year**	**1 – 5 years**	**Over 5 years**
Investments:				
Commercial paper	$ 392,242,998	392,242,998	—	—
Repurchase agreements	11,750,388	11,750,388	—	—
Federal agency notes	47,651,069	47,651,069	—	—
Total investments (1)	451,644,455	451,644,455	—	—
Restricted investments held by trustee:				
Certificates of deposit	409,766,138	—	409,766,138	—
Commercial paper	21,135,530	21,135,530	—	—
U.S. Treasury bills	9,365,995	9,365,995	—	—
Federal agency notes	453,382,109	350,818,541	102,563,568	—
Total restricted investments held by trustee	893,649,772	381,320,066	512,329,706	—

December 31, 2013

Investment type	Fair value	Investment maturities: Less than 1 year	1 – 5 years	Over 5 years
Restricted investments held by Authority:				
Certificates of deposit	$ 326,233,257	276,006,590	50,226,667	—
Commercial paper	179,313,094	179,313,094	—	—
Federal agency notes	122,041,547	—	122,041,547	—
Total restricted investments held by Authority	627,587,898	455,319,684	172,268,214	—
Restricted investment:				
Derivative instruments	(64,716,853)	—	—	(64,716,853)
Total investments	$ 1,908,165,272	1,288,284,205	684,597,920	(64,716,853)

Note: Table includes $5,972,452 of accrued interest, and $2,547 of unamortized premium and discount on investments for the year ended December 31, 2013. Federal agency notes include $2,528,778 in unrealized gains for the year ended December 31, 2013.

(1) Included in investments above at December 31, 2013 is $10,500,000 the Authority has designated as reserved for national toll interoperability requirements under Federal Law P.L. 112-141, the Moving Ahead for Progress in the 21st Century Act (Map-21). In addition, in 2014 an additional $31,820,000 of investments were designated as reserved for the reconstruction of the Grover Cleveland Service Area ($4,320,000), widening of New Jersey Turnpike Interchanges 6-9 ($20,000,000) and emergency maintenance costs ($7,500,000).

December 31, 2012

Investment type		Fair value	Investment maturities: Less than 1 year	Investment maturities: 1 – 5 years	Investment maturities: Over 5 years
Investments:					
Certificates of deposit	$	265,462	—	265,462	—
Commercial paper		268,288,396	268,288,396	—	—
Repurchase agreements		51,250,729	51,250,729	—	—
Federal agency notes		44,177,356	44,177,356	—	—
Total investments		363,981,943	363,716,481	265,462	—
Restricted investments held by trustee:					
Certificates of deposit		409,742,838	—	409,742,838	—
Commercial paper		63,733,636	63,733,636	—	—
New Jersey cash management fund		124,547,375	124,547,375	—	—
Federal agency notes		145,798,864	133,923,650	11,875,214	—
Total restricted investments held by trustee		743,822,713	322,204,661	421,618,052	—
Restricted investments held by Authority:					
Certificates of deposit		99,379,195	99,379,195	—	—
Commercial paper		139,895,356	139,895,356	—	—
Federal agency notes		95,251,332	95,251,332	—	—
Total restricted investments held by Authority		334,525,883	334,525,883	—	—
Restricted investment:					
Derivative instruments		(116,565,333)	—	—	(116,565,333)
Total investments	$	1,325,765,206	1,020,447,025	421,883,514	(116,565,333)

Note: Table includes $4,369,459 of accrued interest, and $157,158 of unamortized premium and discount on investments for the year ended December 31, 2012.

Interest rate risk: Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. As a means of limiting its exposure to fair value losses arising from rising interest rates, the Authority's Investment Policy sets maximum maturity limits for investments and requires that investment maturities are matched to the Authority's liquidity needs.

Credit risk: Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. The Authority's investment guidelines and policies are designed to protect principal by limiting credit risk. This is accomplished through ratings, and collateral requirements that vary according to the type of investment as defined in the Authority's Investment Policy. The New Jersey Cash Management Fund is a common trust fund administered by the State of New Jersey Department of the Treasury, Division of Investment and is an unrated investment authorized by the Authority's Investment Policy. As of December 31, 2013 and 2012, the Authority's investment quality ratings as rated by Standard & Poor's and Moody's were as follows:

December 31, 2013

	Standard and Poor's/Moody's ratings				
	A1/P-1	**A-1+/P-1**	****A2/P-1**	**AA+/AAA**	**Totals**
Commercial paper	$ 503,072,887	85,118,785	4,499,950	—	592,691,622
Repurchase agreements	11,750,388	—	—	—	11,750,388
Federal agency notes	—	398,469,611	—	227,133,892	625,603,503
U.S. Treasury bills	—	9,365,995	—	—	9,365,995
	$ 514,823,275	492,954,391	4,499,950	227,133,892	1,239,411,508

** The issuer Motiva was downgraded from A1/P1 to A2/P1 on December 19, 2013. The investment matured on January 6, 2014

December 31, 2012

	Standard and Poor's/Moody's ratings				
	A1/P-1	**A-1+/P-1**	**AA+/AAA**	**A-1/P-2**	**Totals**
Commercial paper	$ 275,639,808	196,277,580	—	—	471,917,388
Repurchase agreements	—	—	—	51,250,729	51,250,729
Federal agency notes	—	—	285,227,552	—	285,227,552
	$ 275,639,808	196,277,580	285,227,552	51,250,729	808,395,669

Custodial credit risk: For investments, custodial credit risk is the risk that in the event of the failure of the counterparty, the Authority will not be able to recover the value of its investments that are in the possession of the outside party. Investment securities are exposed to custodial credit risk if the securities are uninsured, are not registered in the name of the Authority, and are held by either the counterparty or the counterparty's trust department or agent but not in the name of the Authority.

The Authority manages custodial credit risk by limiting its investments to highly rated institutions, having its investments registered in its name, and requiring high quality collateral be held by the counterparty in the name of the Authority for certain investment securities. As of December 31, 2013 and 2012, the Authority was not exposed to custodial credit risk on its investment securities.

All moneys held under the Bond Resolution, except amounts held by the Trustee or amounts which constitute investment securities, shall be continuously and fully secured by pledging, as collateral security, direct obligations of or obligations guaranteed by the United States of America having a fair value not less than the amount of such moneys.

Concentration of credit risk: Concentration of credit risk is the risk of loss attributed to the magnitude of a government's investment in a single issuer that exceeds 5% or more of its total investments. Concentrations limits are established in the Authority's Investment Policy as follows: (1) there are no limitations on investments carrying the full faith and credit of the United States Government, including repurchase agreements collateralized by such investments; (2) investments in any single Federal Agency not carrying the full faith and credit of the United States Government are limited to 40% of the portfolio; (3) investments in Certificates of Deposit are limited to 30% of the portfolio; (4) investments made in Commercial Paper are limited to 30% of the total portfolio; (5) investments in Municipal Securities are limited to 30% of the total portfolio. Investments in any one single issuer (excluding US Treasury and Federal Agency securities) are limited to 5% of the portfolio. The Investment Policy authorizes management to deviate from the policy if in the general best interests of the Authority. At December 31, 2013 the Authority exceeded its concentration limits for a single issuer with US Bank, Abbey National North American, and Bank of Tokyo due to a scarcity of highly rated investments available in current market conditions. More than 5% of the Authority's investments are concentrated in the following issuers as of December 31, 2013 and 2012, respectively:

	December 31	
Issuer	**2013**	**2012**
U.S. Bank	24.3%	30.9%
Federal National Mortgage Association	6.9	N/A
General Electric Credit Corporation	N/A	13.9
Abbey National North America	14.8	N/A
Federal Home Loan Bank	23.3	14.0
Bank of Tokyo	5.5	9.0
Deutsche Bank	N/A	5.1

(4) Capital Assets

A summary of changes in the capital assets as of December 31, 2013 and 2012 is as follows:

Classification	December 31, 2012	Additions	Retirements/ transfers	December 31, 2013
Nondepreciable capital assets:				
Land	$ 758,866,562	16,703,151	—	775,569,713
Construction-in-progress	2,857,780,714	1,371,068,056	(389,072,871)	3,839,775,899
Total nondepreciable capital assets	3,616,647,276	1,387,771,207	(389,072,871)	4,615,345,612
Depreciable capital assets:				
Road bed	2,574,555,705	86,609,636	—	2,661,165,341
Road surface	690,241,690	101,541,892	—	791,783,582
Bridges	2,133,677,565	121,711,219	—	2,255,388,784
Buildings and sound barriers	519,573,277	7,325,203	—	526,898,480
Equipment	793,450,965	71,884,926	—	865,335,891
Total depreciable capital assets	6,711,499,202	389,072,876	—	7,100,572,078
Total capital assets	10,328,146,478	1,776,844,083	(389,072,871)	11,715,917,690
Less accumulated depreciation:				
Road bed	(639,723,676)	(25,767,308)	—	(665,490,984)
Road surface	(401,143,018)	(39,102,449)	—	(440,245,467)
Bridges	(872,522,730)	(46,903,159)	—	(919,425,889)
Buildings and sound barriers	(260,424,378)	(13,874,220)	—	(274,298,598)
Equipment	(299,068,431)	(48,253,924)	—	(347,322,355)
Total accumulated depreciation	(2,472,882,233)	(173,901,060)	—	(2,646,783,293)
Capital assets, net	$ 7,855,264,245	1,602,943,023	(389,072,871)	9,069,134,397

Classification	December 31, 2011	Additions	Retirements/ transfers	December 31, 2012
Nondepreciable capital assets:				
Land	$ 751,747,274	7,119,288	—	758,866,562
Construction-in-progress	1,950,042,758	1,252,771,343	(345,033,387)	2,857,780,714
Total nondepreciable capital assets	2,701,790,032	1,259,890,631	(345,033,387)	3,616,647,276
Depreciable capital assets:				
Road bed	2,556,616,353	17,939,352	—	2,574,555,705
Road surface	637,880,037	52,361,653	—	690,241,690
Bridges	1,950,729,364	182,948,201	—	2,133,677,565
Buildings and sound barriers	500,229,934	19,343,343	—	519,573,277
Equipment	721,010,130	72,440,835	—	793,450,965
Total depreciable capital assets	6,366,465,818	345,033,384	—	6,711,499,202
Total capital assets	9,068,255,850	1,604,924,015	(345,033,387)	10,328,146,478
Less accumulated depreciation:				
Road bed	(614,268,576)	(25,455,100)	—	(639,723,676)
Road surface	(367,902,070)	(33,240,948)	—	(401,143,018)
Bridges	(831,068,743)	(41,453,987)	—	(872,522,730)
Buildings and sound barriers	(247,099,306)	(13,325,072)	—	(260,424,378)
Equipment	(252,965,460)	(46,102,971)	—	(299,068,431)
Total accumulated depreciation	(2,313,304,155)	(159,578,078)	—	(2,472,882,233)
Capital assets, net	$ 6,754,951,695	1,445,345,937	(345,033,387)	7,855,264,245

(5) Accounts Payable and Accrued Expenses

Accounts payable and accrued expenses consist of the following as of December 31, 2013 and 2012:

	December 31	
	2013	2012
Vendors	$ 31,770,915	29,439,903
Vendors – capital related	99,649,876	119,040,878
Accrued salaries and benefits	9,963,724	9,338,957
Other accrued expenses	2,772,867	1,664,640
Total	$ 144,157,382	159,484,378

(6) Bond Indebtedness

As of December 31, 2013 and 2012, bond indebtedness consisted of the following:

			December 31	
	Interest rate	**Maturity**	**2013**	**2012**
Turnpike revenue bonds:				
Series 1991C, subject to mandatory redemption Jan. 1, 2016	6.50%	Jan. 1, 2016	$ 67,160,000	67,160,000
Series 2000A, subject to optional redemption prior to maturity in whole or part at redemption price of 100% plus accrued interest	5.10% to 6.00%	Jan. 1, 2013	—	17,275,000
Series 2000B-G, subject to mandatory redemption Jan. 1, 2021 and Jan. 1, 2030 and optional redemption prior to maturity in whole or part at redemption price of 100% plus accrued interest	Variable rate not to exceed 10.00% (0.10% to 0.30% at Dec. 31, 2013); (0.23% to 0.51% at Dec. 31, 2012);	Jan. 1, 2030	400,000,000	400,000,000
Series 2003B (Federally Taxable), not subject to redemption	1.15% to 3.14%	Jan. 1, 2004 through Jan. 1, 2016	382,775,000	498,475,000
Series 2003C, subject to optional redemption prior to maturity on any interest payment date in whole or part with mandatory redemptions Jan. 1, 2022 and Jan. 1, 2023	Variable 0.32% at Dec. 31, 2012	Jan. 1, 2024	—	225,000,000
Series 2004B, Capital appreciation bonds, growth and income securities term bond with sinking fund redemption Jan. 1, 2031 through Jan. 1, 2035, subject to optional redemption on/after Jan. 1, 2017 equal to 100% of accreted value plus accrued interest	5.15%	Jan. 1, 2035	156,259,711	148,512,160
Series 2004C-2, not subject to redemption	5.50%	Jan. 1, 2025	132,850,000	132,850,000
Series 2005A, subject to optional redemption prior to maturity on/after Jan. 1, 2015 at redemption price plus of 100% plus accrued interest	5.00%	Jan. 1, 2019 through Jan. 1, 2025	235,530,000	235,530,000
Not subject to optional redemption prior to maturity	5.25%	Jan. 1, 2026 through Jan. 1, 2030	173,650,000	173,650,000

	Interest rate	Maturity	December 31 2013	December 31 2012
Series 2005B (Federally Taxable), not subject to optional redemption prior to maturity	4.81%	Jan. 1, 2019	$ 32,500,000	32,500,000
Series 2005C, subject to optional redemption prior to maturity on/after Jan. 1, 2015 at redemption price of 100% plus accrued interest, subject to mandatory redemptions between Jan. 1, 2026 and Jan. 1, 2030	5.00%	Jan. 1, 2030	—	47,845,000
Subject to optional redemption prior to maturity on/after Jan. 1, 2015 at redemption price of 100% of accrued interest, subject to mandatory redemptions between Jan. 1, 2031 and Jan. 1, 2035	5.00%	Jan. 1, 2035	—	48,035,000
Series 2005D1-D4, (Federally Taxable Converting to Tax-Exempt) convertible to tax-exempt on Jan. 1, 2009 through Jan. 1, 2013, not subject to optional redemption	5.25%	Jan. 1, 2026	208,735,000	208,735,000
Series 2009A, subject to optional redemption prior to maturity on any interest payment date in whole or part with mandatory redemptions between Jan. 1, 2020 and Jan. 1, 2024	Variable 0.07% at Dec. 31, 2013 0.13% at Dec. 31, 2012	Jan. 1, 2024	92,500,000	92,500,000
Series 2009B, subject to optional redemption prior to maturity on any interest payment date in whole or part with mandatory redemptions between Jan. 1, 2020 and Jan. 1, 2024	Variable 0.03% at Dec. 31, 2012 0.11% at Dec. 31, 2012	Jan. 1, 2024	50,000,000	50,000,000
Series 2009E, subject to optional redemption prior to maturity on/after Jan. 1, 2019 in whole or in part	5.25%	Jan. 1, 2040	300,000,000	300,000,000

	Interest rate	Maturity		December 31 2013	December 31 2012
Series 2009F, Term Bond, Federally Taxable – Issuer Subsidy – Build America Bonds, subject to redemption prior to maturity at make-whole redemption price, subject to mandatory redemption on Jan. 1, 2037 through Jan. 1, 2040	7.41%	Jan. 1, 2040 Jan. 1, 2017 and Jan. 1, 2018	$	1,375,000,000	1,375,000,000
Series 2009G, not subject to redemption prior to maturity	5.00%			34,770,000	34,770,000
Series 2009H, subject to optional redemption prior to maturity on/after Jan. 1, 2019 in whole or part at redemption price plus 100% accrued interest	5.00% and 4.25%	Jan. 1, 2020 through Jan. 1, 2024 and Jan. 1, 2036		306,170,000	306,170,000
Series 2009I, subject to optional redemption prior to maturity on/after Jan. 1, 2020 in whole or part at redemption price plus 100% accrued interest	5.00%	Jan. 1, 2031		32,215,000	32,215,000
Subject to optional redemption prior to maturity on/after Jan. 1, 2020 in whole or part at redemption price plus 100% accrued interest, subject to mandatory redemption on Jan. 1, 2032 through Jan. 1, 2035	5.00%	Jan. 1, 2035		145,790,000	145,790,000
Series 2010A, Federally Taxable – Issuer Subsidy Build America Bonds, subject to optional redemption prior to maturity at make-whole redemption price. Subject to mandatory redemption on Jan. 1, 2035 through Jan. 1, 2041	7.10%	Jan. 1, 2041		1,850,000,000	1,850,000,000
Series 2011A, subject to mandatory tender Dec. 22, 2014 and mandatory redemption Jan. 1, 2022 and Jan. 1, 2023	Variable 0.81% at Dec. 31, 2013 0.88% at Dec. 31, 2012	Jan. 1, 2024		75,000,000	225,000,000
Series 2011B, subject to mandatory tender Dec. 22, 2014 and mandatory redemption Jan. 1, 2022 and Jan. 1, 2023	Variable 0.81% at Dec. 31, 2013 0.88% at Dec. 31, 2012	Jan. 1, 2024		50,000,000	50,000,000

	Interest rate	Maturity	December 31 2013	December 31 2012
Series 2012A, subject to optional redemption prior to maturity on/after Jan. 1, 2022 in whole or in part	3.62% to 5.00%	Jan. 1, 2031 through Jan. 1, 2033	$ 80,740,000	80,740,000
Subject to mandatory redemption on Jan. 1, 2034 and 2035	5.00%	Jan. 1, 2035	60,515,000	60,515,000
Series 2012B, not subject to optional redemption prior to Jan. 1, 2023	5.00%	Jan. 1, 2019 through Jan. 1, 2023	329,250,000	329,250,000
Subject to optional maturing on/after Jan. 1, 2024	3.50% to 5.00%	Jan. 1, 2024 through Jan. 1, 2030	475,185,000	475,185,000
Series 2012C, Federally Taxable subject to mandatory redemption Jan. 1, 2017 and Jan. 1, 2018	Variable 1.15% at Dec 31, 2012	Jan. 1, 2018	—	71,000,000
Series 2012D, Federally Taxable subject to mandatory redemption Jan. 1, 2017 and Jan. 1, 2018	Variable 1.31% at Dec 31, 2012	Jan. 1, 2018	—	150,000,000
Series 2012E, Federally Taxable subject to mandatory redemption	Variable 1.06% at Dec 31, 2012	Jan. 1, 2018	—	150,000,000
Series 2012F, Federally Taxable subject to mandatory tender Sept 21, 2015, subject to redemption Jan. 1, 2020 to Jan. 1, 2024	Variable 1.12% at Dec 31, 2012	Jan. 1, 2024	—	43,750,000
Series 2012G, subject to mandatory tender Sept 21, 2015, subject to redemption Jan. 1, 2020 to Jan. 1, 2024	Variable 0.71% at Dec 31, 2013 0.75% at Dec 31, 2012	Jan. 1, 2024	43,750,000	43,750,000
Series 2013A, not subject to optional redemption prior to Jan. 1,2023	3.00% to 5.00%	Jan. 1, 2016 through Jan. 1, 2023	78,315,000	—
Maturing on/after Jan. 1, 2024 subject to optional redemption on/after Jul. 1, 2022	3.00% to 5.00%	Jan. 1, 2024 through Jan. 1, 2043	1,321,685,000	—
Series 2013B, not subject to optional redemption prior to maturity	Variable 0.74% at Dec 31, 2013	Jan. 1, 2018	100,000,000	—
Series 2013C, not subject to optional redemption prior to maturity	Variable 0.54% at Dec 31, 2013	Jan. 1, 2017	129,500,000	—
	0.61% at Dec 31, 2013	Jan. 1, 2018	141,500,000	—
Series 2013D1-3, subject to optional redemption Jul. 1, 2015 and Mandatory tender Jan. 1, 2016	Variable 0.59% at Dec 31, 2013	Jan. 1, 2022	72,350,000	—
Subject to optional redemption Jul. 1, 2016 and mandatory tender Jan. 1, 2017	Variable 0.68% at Dec 31, 2013	Jan. 1, 2023	75,025,000	—
Subject to optional redemption Jul. 1, 2017 and mandatory tender Jan. 1, 2018	Variable 0.74% at Dec 31, 2013	Jan. 1, 2024	77,625,000	—

	Interest rate	Maturity	December 31 2013	December 31 2012
Series 2013E1-3, subject to optional redemption Jul. 1, 2015 and Mandatory tender Jan. 1, 2016	Variable 0.59% at Dec 31, 2013	Jan. 1, 2022	$ 48,235,000	—
Subject to optional redemption Jul. 1, 2016 and mandatory tender Jan. 1, 2017	Variable 0.68% at Dec 31, 2013	Jan. 1, 2023	50,015,000	—
Subject to optional redemption	Variable 0.74% at Dec 31, 2013	Jan. 1, 2024	51,750,000	—
Series 2013F, subject to optional redemption prior to maturity on/after Jan. 1, 2023 in whole or part	3.00% to 5.00%	Jan. 1, 2026 through Jan. 1, 2035	90,880,000	—
Series 2013G, not subject to optional redemption prior to maturity	Variable 0.71% at Dec 31, 2013	Jan. 1, 2024	43,750,000	—
			9,370,974,711	8,101,202,160
Bond premium, net			326,510,059	205,730,544
Bond discount, net			(11,478,023)	(10,350,319)
			315,032,036	195,380,225
Total			$ 9,686,006,747	8,296,582,385

On March 20, 2013, the Authority issued $1,400,000,000 of Series 2013A Turnpike Revenue Bonds. The bonds bear interest at fixed rates from 3.0% to 5.0%, and mature from January 1, 2016 to January 1, 2043. The interest on the Series 2013A bonds is paid semi-annually. The purpose of the Series 2013A Turnpike Revenue Bonds was to pay the costs of construction of various projects which are part of the Authority's $7 billion capital improvement program for the Turnpike system.

In accordance with its refunding plan, on May 21, 2013, the Authority issued SIFMA Index Bonds in the amount of $646,000,000 comprised of Series 2013C, 2013D and 2013E Turnpike Revenue Bonds. The Series 2013 SIFMA Index Bonds bear interest at the adjusted SIFMA Rate, plus or minus a certain spread for each Series. The interest on the Series 2013 SIFMA Index Bonds is paid monthly. The 2013 SIFMA Index Bonds mature from January 1, 2017 to January 1, 2024. The Authority issued the 2013 SIFMA Index Bonds and used the proceeds to refund and defease all or a portion of the following: Series 2003C-1, Series 2012D, Series 2012E and to provide funds to pay the purchase price of $150,000,000 aggregate principal of Series 2011A. On the same day, the Authority issued $100,000,000 of Series 2013B Floating Rate Bonds under a Direct Purchase Agreement with TD Bank. The bonds bear interest at a floating rate equal to 1 month LIBOR plus 59.25 basis points and mature on January 1, 2017. Also on the same day, the Authority issued $43,750,000 Series 2013G, Floating Rate Bonds under a Direct Purchase Agreement with US Bank. The bonds bear interest at a floating rate equal to 1 month LIBOR plus 59 basis points. The bonds mature on January 1, 2024 and have a mandatory tender at par value on September 21, 2015. Interest on the direct purchase bonds is paid monthly. The proceeds of the direct purchase bonds were applied to refund all or a portion of the Authority's Series 2012C, Series 2012D and Series 2012F bonds.

The Series 2013C, 2013D and 2013E Turnpike Revenue Bonds were issued on May 21, 2013 in the amount of $646,000,000 to refund in whole or in part the Series 2003C-1, 2011A, 2012D and 2012E Turnpike Revenue Bonds. The Series 2013C, 2013D and 2013E Turnpike Revenue Bonds bear interest at the adjusted SIFMA rate and mature from January 1, 2017 to January 1, 2024. The interest is paid monthly. Simultaneously, on May 21, 2013, the Authority issued $90,880,000 of Series 2013F Turnpike Revenue Bonds. The bonds bear interest at fixed rates from 3.0% to 5.0%, and mature from January 1, 2026 to January 1, 2035. The interest on the Series 2013F bonds is paid semi-annually. The purpose of the Series 2013F bonds was to provide the required funds for the refunding and defeasance of the Authority's Series 2005C bonds.

The total savings on the Series 2013B-G bonds was approximately $14,838,670 when compared to the projected interest costs, liquidity facility costs and remarketing fees on the refunded bonds. The refunding resulted in a loss on defeasance of $10,651,126 in 2013, which is being amortized over the life of the new bonds.

(a) Bond Insurance

For the Series 2000B G, Series 2003B-C, Series 2004B-C and Series 2005A-D principal and interest payments are insured on the stated maturity and interest payment dates through municipal bond insurance which totaled $1,746,049,755 and $1,988,324,755 as of December 31, 2013 and 2012, respectively.

In accordance with the Bond Resolution, the Authority, to meet the Debt Reserve Requirement of $520,545,189, may maintain a surety bond or insurance policy payable to the Trustee in lieu of required deposits in the Debt Reserve Fund. As of December 31, 2013 and 2012, the Authority maintained debt reserve insurance policies to meet this requirement with a payment limit of $348,903,213 for both years. The Authority also maintains investments with a fair market value of $508,529,840 and $406,168,240 as of December 31, 2013 and 2012, respectively, to meet the Debt Reserve Requirement.

(b) Interest Payments – Fixed Rate Debt

Interest payments on all fixed rate debt are payable semi-annually on July 1 and January 1 except for Capital Appreciation Bonds.

(c) Interest payments – Capital Appreciation Bonds

Interest on Capital Appreciation Bonds is not paid as current interest, but rather added to the face value of the bond and paid at maturity.

The Series 2004B bonds, which are capital appreciation bonds, were originally issued in the amount of $101,279,755 and are reported at their accreted value of $156,259,711 and $148,512,160 as of December 31, 2013 and 2012, respectively. The Series 2004B bonds are subject to mandatory redemption on January 1, 2031 through January 1, 2035 at 100% of the principal amount plus accrued interest.

(d) Interest Payments – Variable Rate Debt

Interest rates on variable rate debt, except for the Auction Rate Securities (see below) are reset weekly. Interest is paid monthly.

(e) Auction Rate Bond Interest

The Series 2000B-G bonds were issued as auction rate bonds with interest rates not to exceed 10%. The auction date for the Series 2000B-G bonds generally occurs every seven or thirty-five days. Interest on the auction rate bonds accrues for each auction interest period and is payable in arrears on each succeeding interest payment date. An interest auction period begins on, and includes, an interest payment date and ends on (but excludes) the next succeeding interest payment date. The final interest payment date on the Series 2000B-G bonds is January 1, 2030.

(f) Build America Bonds

The Series 2009F bonds are designated as Federally Taxable, Issuer Subsidy Build America Bonds for purposes of the American Recovery and Reinvestment Act of 2009. The Authority receives a cash subsidy from the United States Treasury originally equal to 35% of the interest payable on the bonds. The Budget Control Act of 2011 reduced the amount of the subsidy paid by the Federal Government through automatic federal spending cuts commonly known as sequestration. The payment to the Authority received in June 2013 (for July 1, 2013 interest payment) was reduced by 8.7%, and the payment received in December 2013 (for January 1, 2014 interest payment) was reduced by 7.2%. The Internal Revenue Service has reported that the Authority’s payment due on July 1, 2014 will also have a 7.2% reduction. There can be no certainty the Federal Government will not make further cuts to the program. These cash payments constitute pledged revenues under the Authority’s bond resolution. The Series 2009F bonds are subject to redemption prior to maturity at the make-whole redemption price which is equal to the greater of (i) 100% of the principal amount of the bonds to be redeemed plus accrued and unpaid interest and (ii) the sum of the present value of the remaining scheduled payments of principal and interest, discounted to the date on which the bonds are to be redeemed on a semi-annual basis, assuming a 360 day year consisting of twelve 30 day months, at the adjusted Treasury Rate plus 50 basis points, plus accrued and unpaid interest. The bonds are also subject to redemption prior to their maturity at the option of the Authority upon a material adverse change to Section 54AA or 6431 of the Internal Revenue Code of 1986 pursuant to which the Authority’s 35% cash subsidy payment is reduced or eliminated. In this case the redemption price is equal to the greater of (i) 100% of principal amount of the bonds to be redeemed plus accrued and unpaid interest and (ii) the sum of the present value of the remaining scheduled payments of principal and interest, discounted to the date on which the bonds are to be redeemed on a semi-annual basis, assuming a 360 day year consisting of twelve 30 day months, at the adjusted Treasury Rate plus 100 basis points, plus accrued and unpaid interest. The Series 2009F bonds are subject to mandatory redemption on January 1, 2037 through January 1, 2040 at 100% of the principal amount plus accrued interest.

The Series 2010A bonds are designated as Federally Taxable, Issuer Subsidy Build America Bonds for purposes of the American Recovery and Reinvestment Act of 2009. The Authority receives a cash subsidy from the United States Treasury originally equal to 35% of the interest payable on the bonds. The Budget Control Act of 2011 reduced the amount of the subsidy paid by the Federal Government through automatic federal spending cuts commonly known as sequestration. The payment to the Authority received in June 2013 (for July 1, 2013 interest payment) was reduced by 8.7%, and the payment received in December 2013 (for January 1, 2014 interest payment) was reduced by 7.2%. The Internal Revenue Service has reported that the Authority's payment due on July 1, 2014 will also have a 7.2% reduction. There can be no certainty the Federal Government will not make further cuts to the program. These cash payments constitute Pledged Revenues under the Authority's bond resolution. The Series 2010A bonds are subject to redemption prior to maturity at the make-whole redemption price which is equal to the greater of (i) 100% of the principal amount of the bonds to be redeemed plus accrued and unpaid interest and (ii) the sum of the present value of the remaining scheduled payments of principal and interest, discounted to the date on which the bonds are to be redeemed on a semi-annual basis, assuming a 360 day year consisting of twelve 30 day months, at the adjusted Treasury Rate plus 40 basis points, plus accrued and unpaid interest. The bonds are also subject to redemption prior to their maturity at the option of the Authority upon a material adverse change to Section 54AA or 6431 of the Internal Revenue Code of 1986 pursuant to which the Authority's 35% cash subsidy payment is reduced or eliminated. In this case the redemption price is equal to the greater of (i) 100% of principal amount of the bonds to be redeemed plus accrued and unpaid interest and (ii) the sum of the present value of the remaining scheduled payments of principal and interest, discounted to the date on which the bonds are to be redeemed on a semi-annual basis, assuming a 360 day year consisting of twelve 30 day months, at the adjusted Treasury Rate plus 100 basis points, plus accrued and unpaid interest. The Series 2010A bonds are subject to mandatory redemption on January 1, 2035 through January 1, 2041 at 100% of the principal amount plus accrued interest.

(g) Floating Rate Notes and SIFMA Index Bonds

The following table summarizes the terms of the Authority's floating rate notes as of December 31, 2013:

Series of bonds	Tax exempt or federally taxable	Final maturity date	Par amount	Floating rate	Interest rate reset	Mandatory tender date
2011A	Tax-Exempt	1/1/2024	$ 75,000,000	SIFMA + 75 bp	Weekly	12/22/2014
2011B	Tax-Exempt	1/1/2024	50,000,000	SIFMA + 75 bp	Weekly	12/22/2014
2012G	Tax-Exempt	1/1/2024	43,750,000	75% of 1-month LIBOR + 59 bp	Weekly	9/21/2015
2013B	Tax-Exempt	1/1/2018	100,000,000	75% of 1-month LIBOR + 59.25 bp	Weekly	n/a
2013C1	Tax-Exempt	1/1/2017	129,500,000	SIFMA + 48 bp	Weekly	n/a
2013C2	Tax-Exempt	1/1/2018	141,500,000	SIFMA + 55 bp	Weekly	n/a
2013D1	Tax-Exempt	1/1/2022	72,350,000	SIFMA + 53 bp	Weekly	1/1/2016
2013D2	Tax-Exempt	1/1/2023	75,025,000	SIFMA + 62 bp	Weekly	1/1/2017
2013D3	Tax-Exempt	1/1/2024	77,625,000	SIFMA + 68 bp	Weekly	1/1/2018
2013E1	Tax-Exempt	1/1/2022	48,235,000	SIFMA + 53 bp	Weekly	1/1/2016
2013E2	Tax-Exempt	1/1/2023	50,015,000	SIFMA + 62 bp	Weekly	1/1/2017
2013E3	Tax-Exempt	1/1/2024	51,750,000	SIFMA + 68 bp	Weekly	1/1/2018
2013G	Tax-Exempt	1/1/2024	43,750,000	75% of 1-month LIBOR + 59 bp	Weekly	9/21/2015

The Series 2011A, Series 2011B, Series 2012G, and Series 2013B and Series 2013G Bonds are direct placements of Floating Rate Notes. The Series 2013C1-C2, Series 2013 D1-D3 and Series 2013E1-E3 are publically offered SIFMA Index Bonds. Pursuant to the terms of each Series of the above-described Bonds excluding the Series 2013C1-C2, Series 2013D1-D3 and Series 2013E1-E3 Bonds, in addition to being subject to mandatory tender for purchase on the Mandatory Tender Date set forth in the chart above, upon the occurrence of certain enumerated extraordinary mandatory purchase events, the respective Series of Bonds may also be subject to mandatory tender for purchase at the option of the applicable bank that is the holder of such Series of Bonds prior to the occurrence of such Mandatory Tender Date. In the event that the Authority cannot pay the purchase price for all or a portion of such Series of Bonds on the Mandatory Tender Date or any such extraordinary mandatory purchase date, (i) 50% of the principal amount of any unpurchased Bonds will be subject to mandatory redemption on the date that is one year after such Mandatory Tender Date or extraordinary mandatory purchase date, at a Redemption Price equal to 100% of the principal amount of such Bonds to be redeemed plus accrued interest to the redemption date, and (ii) the entire remaining aggregate principal amount of such unpurchased Bonds will be subject to mandatory redemption on the date that is two years after such Mandatory Tender Date or extraordinary mandatory purchase date, at a Redemption Price equal to 100% of the principal amount of such Bonds to be redeemed plus accrued interest to the redemption date.

(h) Security

All bonds outstanding under the Bond Resolution, together with amounts owed under the interest rate swap agreements, are secured on a parity by a pledge of net revenues of the Authority senior in priority to any other Authority obligations secured by such net revenues.

(i) Future Payments of Debt Service

The following table sets forth as of December 31, 2013, payments of principal (through sinking fund installments) and interest to be made to the Debt Service Fund from the Revenue Fund on all outstanding bonds of the Authority for the next five years and thereafter. Interest on variable-rate debt and interest rate swaps in the following table is based upon the variable-rates as of December 31, 2013.

		Principal	Interest	Interest rate swaps, net	Total
December 31:					
2014	$	148,565,000	385,541,730	62,856,064	596,962,794
2015		164,205,000	380,980,097	62,893,253	608,078,350
2016		142,115,000	450,652,370	62,893,253	655,660,623
2017		197,740,000	443,161,856	62,893,253	703,795,109
2018		218,475,000	442,124,856	52,967,870	713,567,726
2019–2023		1,356,170,000	2,118,287,378	186,758,407	3,661,215,785
2024–2028		1,543,270,000	1,910,493,365	55,246,833	3,509,010,198
2029–2033		911,170,000	1,655,475,544	6,395,774	2,573,041,318
2034–2037		2,324,095,711	1,320,000,517	—	3,644,096,228
2039–2042		2,365,169,000	343,845,281	—	2,709,014,281
	$	9,370,974,711	9,450,562,994	552,904,707	19,374,442,412

(j) Interest Expense

Interest expense was comprised of the following:

		Year ended December 31 2013	2012
Turnpike Revenue Bonds, Series 1991C	$	4,365,400	6,031,291
Turnpike Revenue Bonds, Series 1991D		—	16,771,390
Turnpike Revenue Bonds, Series 2000A		—	1,010,950
Turnpike Revenue Bonds, Series 2000B – G		14,741,266	16,346,493
Turnpike Revenue Bonds, Series 2003A		—	28,219,174
Turnpike Revenue Bonds, Series 2003B		16,275,593	21,195,157
Turnpike Revenue Bonds, Series 2003C		3,059,927	7,869,012
Turnpike Revenue Bonds, Series 2004B		7,747,551	7,363,041
Turnpike Revenue Bonds, Series 2004C		7,306,750	10,820,360
Turnpike Revenue Bonds, Series 2005A		20,893,125	20,893,125
Turnpike Revenue Bonds, Series 2005B		1,563,250	1,563,250
Turnpike Revenue Bonds, Series 2005C		1,877,650	4,794,000
Turnpike Revenue Bonds, Series 2005D		10,897,626	10,774,181

		2013	2012
Turnpike Revenue Bonds, Series 2009A	$	2,728,398	2,729,744
Turnpike Revenue Bonds, Series 2009B		1,646,335	1,645,465
Turnpike Revenue Bonds, Series 2009C		—	1,028,069
Turnpike Revenue Bonds, Series 2009D		—	1,028,097
Turnpike Revenue Bonds, Series 2009E		15,750,000	18,447,917
Turnpike Revenue Bonds, Series 2009F		101,942,500	101,942,500
Turnpike Revenue Bonds, Series 2009G		1,738,500	1,738,500
Turnpike Revenue Bonds, Series 2009H		15,193,375	15,193,375
Turnpike Revenue Bonds, Series 2009I		8,900,250	8,900,250
Turnpike Revenue Bonds, Series 2010A		131,387,000	131,387,000
Turnpike Revenue Bonds, Series 2011A		5,186,977	9,098,882
Turnpike Revenue Bonds, Series 2011B		1,983,665	2,021,966
Turnpike Revenue Bonds, Series 2012A		6,894,000	3,695,950
Turnpike Revenue Bonds, Series 2012B		39,771,750	11,158,185
Turnpike Revenue Bonds, Series 2012C		1,801,673	1,298,790
Turnpike Revenue Bonds, Series 2012D		3,897,044	2,815,606
Turnpike Revenue Bonds, Series 2012E		3,772,576	2,724,332
Turnpike Revenue Bonds, Series 2012F		736,493	531,705
Turnpike Revenue Bonds, Series 2012G		1,748,985	491,258
Turnpike Revenue Bonds, Series 2013A (1)		50,410,379	—
Turnpike Revenue Bonds, Series 2013B – G		26,831,190	—
		511,049,228	471,529,015
Less GASB Statement No. 53 interest expense adjustment (2)		(29,987,028)	(39,672,205)
Less interest expense capitalized to projects		(276,327,053)	(239,280,700)
Net interest expense	$	204,735,147	192,576,110

(1) Capitalized interest expense paid from bond proceeds
(2) Interest pertains to Series 2009A-B, Series 2000B-G, Series 2011A-B, Series 2012C-G, Series 2013E

(k) Defeased Bonds

As of December 31, 2013 and 2012, the Authority has approximately $1.1 billion and $2.2 billion, respectively, of bonds outstanding which have been previously defeased in substance and are secured by investments held by various escrow agents. The escrow accounts are invested in obligations of U.S. government agencies and are not controlled by the Authority. The bonds are considered extinguished and accordingly, the assets and obligations are not reflected on the financial statements of the Authority.

(7) Derivative Instruments

The fair value balances and notional amounts of derivative instruments outstanding as of December 31, 2013 and 2012, classified by type, and the changes in fair value of such derivative instruments for the year then ended as reported in the accompanying financial statements are as follows (amounts in thousands; debit (credit)):

	Changes in fair value for year ended December 31, 2013		Fair value as of December 31, 2013		
	Classification	**Amount**	**Classification**	**Amount**	**Notional**
Cash flow hedges:					
Pay-fixed, receive-variable interest rate swaps (1)	Deferred outflow	$ 54,734	Interest rate swap liabilities	$ (17,424)	$ 1,096,000
Investment derivatives:					
Pay-fixed, receive-variable interest rate swaps	Investment gain	$ (51,848)	Restricted investments	$ (64,717)	$ 400,000

	Changes in fair value for year ended December 31, 2012		Fair value as of December 31, 2012		
	Classification	**Amount**	**Classification**	**Amount**	**Notional**
Cash flow hedges:					
Pay-fixed, receive-variable interest rate swaps (1)	Deferred outflow	$ 21,008	Interest rate swap liabilities	$ (116,850)	$ 1,096,000
Investment derivatives:					
Pay-fixed, receive-variable interest rate swaps	Investment gain	$ (1,757)	Restricted investments	$ (116,565)	$ 400,000

(1) Includes fair value of at-the-market interest rate swaps from hybrid instruments

The fair values of the interest rate swaps were estimated using the zero-coupon method. This method calculates the future net settlement payments required by the swap, assuming that the current forward rates implied by the yield curve correctly anticipate future spot interest rates. These payments are then discounted using the spot rates implied by the current yield curve for hypothetical zero-coupon bonds due on the date of each future net settlement on the swaps.

Objective and Terms of Derivative Instruments

The following tables display the objective and terms of the Authority's derivative instruments outstanding as of December 31, 2013 and 2012, along with the credit rating of the associated counterparty (amounts in thousands):

December 31, 2013

Type	Objective	Notional amount	Effective date	Maturity date	Terms	Counterparty credit rating
Hedging derivative instruments:						
Pay-fixed, receive-variable interest rate swap	Hedge of interest rate risk on the Series 2009A bonds	$ 87,500	Feb. 12, 2009	Jan. 1, 2024	Pay 3.114%, receive until 1/1/16, lesser of 63% of LIBOR plus 20bp or bond rate; after 1/1/16 63% of LIBOR plus 20bp	Baa2/A-/A
Pay-fixed, receive-variable interest rate swap	Hedge of interest rate risk on the Series 2009B bonds	50,000	Feb. 11, 2009	Jan. 1, 2024	Pay 3.294%, receive until 1/1/16, lesser of 63% of LIBOR plus 20bp or bond rate; after 1/1/16 63% of LIBOR plus 20bp	A2/A/A
Pay-fixed, receive-variable interest rate swap	Hedge of interest rate risk on the Series 2011A & Series 2013E bonds	225,000	May. 21, 2013	Jan. 1, 2024	Pay 3.4486%, receive until 1/1/15, lesser of 63% of LIBOR plus 20bp or bond rate; after 1/1/15 63% of LIBOR plus 20bp	Baa2/A-/A
Pay-fixed, receive-variable interest rate swap	Hedge of interest rate risk on the Series 2011B bonds	50,000	Jul. 9 2003	Jan. 1, 2024	Pay 3.4486%, receive until 1/1/15, lesser of 63% of LIBOR plus 20bp or bond rate; after 1/1/15 63% of LIBOR plus 20bp	A2/A/A
Pay-fixed, receive-variable interest rate swap	Hedge of interest rate risk on the Series 2012G bonds	43,750	Feb. 11, 2009	Jan. 1, 2024	Pay 3.3999%, receive from 9/20/2012 to but excluding termination date 75% of 1 month of USD-LIBOR	A2/A/A
Pay-fixed, receive-variable interest rate swap	Hedge of interest rate risk on the Series 2013B bonds	100,000	Mar. 14, 2011	Jan. 1, 2018	Pay 5.5728%, receive 75% of 1 month of USD-LIBOR-BBA	A2/A/A
Pay-fixed, receive-variable interest rate swap	Hedge of interest rate risk on the Series 2013C1 bonds	121,000	Mar. 14, 2011	Jan. 1, 2018	Pay 5.6346%, receive USD-SIFMA Municipal Swap Index	A2/A/A
Pay-fixed, receive-variable interest rate swap	Hedge of interest rate risk on the Series 2013C2 bonds	150,000	Mar. 14, 2011	Jan. 1, 2018	Pay 5.6089%, receive USD-SIFMA Municipal Swap Index	A2/A/A

December 31, 2013						
Type	Objective	Notional amount	Effective date	Maturity date	Terms	Counterparty credit rating
Pay-fixed, receive-variable interest rate swap	Hedge of interest rate risk on the Series 2013D bonds	$ 225,000	May. 21, 2013	Jan. 1, 2024	Pay 3.4486%, receive 73.2% of 1 month of USD-LIBOR-BBA	Aa3/AA-/AA-
Pay-fixed, receive-variable interest rate swap	Hedge of interest rate risk on the Series 2013G bonds	43,750	Feb. 11, 2009	Jan. 1, 2024	Pay 3.4035%, receive 75% of 1 month USD-LIBOR-BBA	A2/A/A
Investment derivative instruments:						
Pay-fixed, receive-variable interest rate swap	Hedge of interest rate risk on the Series 2000 B-G bonds	240,000	Jan. 1, 2007	Jan. 1, 2030	Pay 4.312%, receive 64.459% of 5-year LIBOR	Baa2/A-/A
Pay-fixed, receive-variable interest rate swap	Hedge of interest rate risk on the Series 2000 B-G bonds	160,000	May. 21, 2013	Jan. 1, 2030	Pay 4.312%, receive 64.459% of 5-year LIBOR	Aa3/AA-/AA-

December 31, 2012						
Type	Objective	Notional amount	Effective date	Maturity date	Terms	Counterparty credit rating
Hedging derivative instruments:						
Pay-fixed, receive-variable interest rate swap	Hedge of interest rate risk on the Series 2003C-1 bonds	$ 225,000	Jul. 9, 2003	Jan. 1, 2024	Pay 3.4486%, receive until 1/1/15, lesser of 63% of LIBOR plus 20bp or bond rate; after 1/1/15 63% of LIBOR plus 20bp	A2/A/A
Pay-fixed, receive-variable interest rate swap	Hedge of interest rate risk on the Series 2009A bonds	87,500	Feb. 12, 2009	Jan. 1, 2024	Pay 3.114%, receive until 1/1/16, lesser of 63% of LIBOR plus 20bp or bond rate; after 1/1/16 63% of LIBOR plus 20bp	Baa1/A-/A
Pay-fixed, receive-variable interest rate swap	Hedge of interest rate risk on the Series 2009B bonds	50,000	Feb. 11, 2009	Jan. 1, 2024	Pay 3.294%, receive until 1/1/16, lesser of 63% of LIBOR plus 20bp or bond rate; after 1/1/16 63% of LIBOR plus 20bp	A2/A+/A
Pay-fixed, receive-variable interest rate swap	Hedge of interest rate risk on the Series 2011A bonds	225,000	Jul. 9, 2003	Jan. 1, 2024	Pay 3.4486%, receive until 1/1/15, lesser of 63% of LIBOR plus 20bp or bond rate; after 1/1/15 63% of LIBOR plus 20bp	Baa1/A-/A

December 31, 2012						
Type	**Objective**	**Notional amount**	**Effective date**	**Maturity date**	**Terms**	**Counterparty credit rating**
Pay-fixed, receive-variable interest rate swap	Hedge of interest rate risk on the Series 2011B bonds	$ 50,000	Dec. 22, 2011	Jan. 1, 2024	Pay 3.4486%, receive until 1/1/15, lesser of 63% of LIBOR plus 20bp or bond rate; after 1/1/15 63% of LIBOR plus 20bp	A3/A/A
Pay-fixed, receive-variable interest rate swap	Hedge of interest rate risk on the Series 2012C bonds	71,000	Mar. 14, 2011	Jan. 1, 2018	Pay 5.5616%, receive from 9/20/2012 to but excluding 04/04/2013 USD-LIBOR BBA thereafter 75% of USD – Libor_BBA	A2/A+/A
Pay-fixed, receive-variable interest rate swap	Hedge of interest rate risk on the Series 2012D bonds	150,000	Mar. 14, 2011	Jan. 1, 2018	Pay 5.5642%, receive from 9/20/2012 to but excluding 04/04/2013 USD-Libor-BBA thereafter 74% of USD – LIBOR-BBA	A2/A+/A
Pay-fixed, receive-variable interest rate swap	Hedge of interest rate risk on the Series 2012E bonds	150,000	Mar. 14, 2011	Jan. 1, 2018	Pay 5.6089%, receive from 9/20/2012 to but excluding 04/04/2013 USD-LIBOR-BBA; thereafter, USD-SIFMA Municipal Swap	
Pay-fixed, receive-variable interest rate swap	Hedge of interest rate risk on the Series 2012 F bonds	43,750	Feb. 11, 2009	Jan. 1, 2024	Pay 3.4035%, receive from 9/20/2012 to but excluding 04/04/2013 USD-LIBOR-BBA from 04/04/13 to but excluding the termination date 75% of USD-LIBOR-BBA	A2/A+/A
Pay-fixed, receive-variable interest rate swap	Hedge of interest rate risk on the Series 2012 G bonds	43,750	Feb. 11, 2009	Jan. 1, 2024	Pay 3.3999%, receive from 9/20/2012 to but excluding termination date 75% of USD-LIBOR-BBA	A2/A+/A
Investment derivative instruments:						
Pay-fixed, receive-variable interest rate swap	Hedge of interest rate risk on the Series 2000 B-G bonds	240,000	Jan. 1, 2007	Jan. 1, 2030	Pay 4.312%, receive 64.459% of 5-year LIBOR	Baa1/A-/A
Pay-fixed, receive-variable interest rate swap	Hedge of interest rate risk on the Series 2000 B-G bonds	160,000	Jan. 1, 2007	Jan. 1, 2030	Pay 4.312%, receive 64.459% of 5-year LIBOR	A2/A/A

On May 21, 2013, in accordance with its Refunding Plan, the Authority issued the Series 2013B-E and 2013G Bonds. At the same time, the Authority also entered into amendments on its existing Interest Rate Swap agreements that were associated with these bonds. The Authority entered into a novation for the Swap agreement relating to the Series 2003C-1 bonds from UBS to Wells Fargo and re-identified the novated Swap agreement to the Series 2013D Bonds. The fixed swap rate remains the same at 3.4486%

and the floating rate is 73.2% of one-month USD-LIBOR –BBA. In connection with the Refunding Plan, a portion of the Series 2011A Swap Agreement was re-identified with the Series 2013E Bonds. The fixed rate remains the same at 3.4486% and the floating rate up until January 1, 2015 is the lesser of 63% of LIBOR plus 20 basis points or the bond rate; and thereafter, 63% of LIBOR plus 20 basis points. The Series 2012C and a portion of the Series 2012D Swap Agreement were re-identified to the Series 2013B Bonds with a fixed rate of 5.5728% and a floating rate of 75% of one-month USD-LIBOR-BBA. The Series 2012E and a portion of the Series 2012D Swap Agreement were re-identified to the Series 2013C1 and 2013C2 Bonds. The fixed rate for the Series 2013C1 Swap is 5.6346% and the fixed rate for the Series 2013C2 Swap is 5.6089%. The floating rate for both is USD-SIFMA Municipal Swap Index. The Series 2012F Swap Agreement was re-identified with the Series 2013G Bonds. The fixed rate for the Series 2013G Swap is 3.4035% with a floating rate of 75% of one-month USD-LIBOR-BBA.

(a) Risks

Credit risk: The Authority is exposed to credit risk on derivative instruments that are in asset positions. To minimize its exposure to loss related to credit risk, it is the Authority's policy to require counterparty collateral posting provisions in its derivative instruments. These terms require full collateralization of the fair value of derivative instruments in asset positions (net of the effect of applicable netting arrangements) should the counterparty's credit rating fall below BBB-as issued by Standard & Poor's or Baa3 as issued by Moody's Investors Service. Collateral posted is to be in the form of U.S. Treasury securities held by a third-party custodian. All of the Authority's derivative investments provide for the netting of the value of asset and liability positions with the same counterparty upon termination. There were no derivative instruments in asset positions as of December 31, 2013 and 2012, respectively.

Basis risk: The Authority is exposed to basis risk on its pay-fixed, receive-variable interest rate swaps that hedge its Series 2000B-G, 2009A-B, 2011A-B and 2013D bonds because the variable-rate payments received by the Authority on these hedging derivative instruments generally are based on a rate or index other than interest rates the Authority pays on its hedged variable-rate debt, which is remarketed every 7 days, or in the case of its Auction Rate Securities, every 7 or 35 days. As of December 31, 2013 and 2012, the weighted average interest rate on the Authority's hedged variable-rate debt is 0.44% and 0.67%, respectively, while 63% of LIBOR plus 20 basis points is 0.31% and 0.33%, respectively, 64.459% of USD ISDA is 1.11% and 0.57%, respectively and the 73.2% of one-month LIBOR is 0.12% for 2013.

Termination risk: The Authority or its counterparties may terminate a derivative instrument if the other party fails to perform under the terms of the contract. If at the time of termination, a hedging derivative instrument is in a liability position, the Authority would be liable to the counterparty for a payment equal to the liability, subject to netting arrangements.

(b) Contingencies

All of the Authority's derivative instruments, except for the $75,000,000, $50,000,000 and $150,000,000 notional value swaps that hedge the Series 2011A, Series 2011B and 2013E bonds, respectively, include provisions that require the Authority to post collateral in the event its credit rating falls below BBB as issued by Standard & Poor's or Baa2 as issued by Moody's Investors

Service. For the Series 2011A, 2011B and 2013E Swap Agreements only, the rating on the respective Series 2011A, 2011B and 2013E Bonds would have to drop below A2 from Moody's, below A from S&P and below A from Fitch for any collateral posting requirements to be imposed upon the Authority under such agreements. The collateral posted is to be in the form of U.S. Treasury securities in the amount of the fair value of derivative instruments in liability positions. If the Authority does not post collateral, the derivative instrument may be terminated by the counterparty. As of December 31, 2013 and 2012, the aggregate fair value of all derivative instruments with these collateral posting provisions, based on their stated fixed rates, is approximately $210,169,783 and $343,347,922, respectively. If the collateral posting requirements were triggered as of December 31, 2013 and 2012, the Authority would be required to post $210,169,783 and $343,347,922, respectively, in collateral to its counterparties. The Authority's credit rating is A3 Moody's, A+ S&P and A Fitch; therefore, no collateral has been posted as of December 31, 2013 or 2012, respectively.

(c) Hybrid Instrument Borrowings

The interest rate swaps hedging the series noted below include fixed rates that were off-market at the execution of the interest rate swaps. For financial reporting purposes these interest rate swaps are considered hybrid instruments and are bifurcated between borrowings with an aggregate original amount of $151,214,474 and $117,770,651 as of December 31, 2013 and 2012, respectively, reflecting the difference between the fair value of the instrument at its execution and an interest rate swap with a fixed rate that was considered at-the-market at execution. Activity for the hybrid instrument borrowings for the years ended December 31, 2013 and 2012 was as follows:

	December 31, 2012	Additions	Reductions	December 31, 2013	Current portion
Hybrid instrument borrowings:					
Series 2009A	$ 6,767,692	—	664,763	6,102,929	681,889
Series 2009B	4,556,030	—	444,523	4,111,507	456,717
Series 2012C	16,706,024	—	16,706,024	—	—
Series 2012D	35,610,207	—	35,610,207	—	—
Series 2012E	35,610,207	—	35,610,207	—	—
Series 2012F	7,731,746	—	7,731,746	—	—
Series 2012G	7,740,715	—	248,688	7,492,027	880,559
Series 2013B	—	21,335,190	—	21,335,190	2,801,440
Series 2013C1	—	26,344,571	—	26,344,571	3,462,719
Series 2013C2	—	32,297,877	—	32,297,877	4,242,935
Series 2013D	—	42,386,969	—	42,386,969	2,273,633
Series 2013G	—	6,737,401	—	6,737,401	366,030
	$ 114,722,621	129,102,008	97,016,158	146,808,471	15,165,922

	December 31, 2011	Additions	Reductions	December 31, 2012	Current portion
Hybrid instrument borrowings:					
Series 2009A	$ 7,415,755	—	648,063	6,767,692	664,762
Series 2009B	4,988,685	—	432,655	4,556,030	444,523
Series 2009C	4,377,185	—	4,377,185	—	—
Series 2009D	4,383,267	—	4,383,267	—	—
Series 1991D	72,410,001	—	72,410,001	—	—
Series 2012C	—	16,706,024	—	16,706,024	969,893
Series 2012D	—	35,610,207	—	35,610,207	2,074,057
Series 2012E	—	35,610,207	—	35,610,207	2,074,057
Series 2012F	—	7,731,746	—	7,731,746	248,400
Series 2012G	—	7,740,715	—	7,740,715	248,688
	$ 93,574,893	103,398,899	82,251,171	114,722,621	6,724,380

The following table sets forth as of December 31, 2013, payments of principal and interest on the hybrid instrument borrowings for the next five years and thereafter. The total payments generally reflect the difference between the stated fixed rate of the hybrid instrument and the at-the-market fixed rate at the execution of the instrument.

	Principal	Interest	Total
December 31:			
2014	$ 15,165,922	1,018,285	16,184,207
2015	23,660,123	1,311,991	24,972,114
2016	23,845,863	1,126,251	24,972,114
2017	24,033,824	908,290	24,942,114
2018	24,224,045	748,069	24,972,114
2019–2023	30,724,126	1,716,485	32,440,611
2024	5,154,568	74,936	5,229,504
	$ 146,808,471	6,904,307	153,712,778

(8) Debt Compliance

The Revenue Requirement under Section 713(b) of the Turnpike Revenue Bond Resolution states that in each calendar year, Net Revenues shall at least equal the Net Revenue Requirement for such year. Under Section 101 of said Resolution, Net Revenues are defined as “for any calendar year or other period of time, the Pledged Revenues during such year or period less the amounts of the Operating Expenses for such year or period.” The Net Revenue Requirement means with respect to any period of time, “an amount equal to the greater of (i) the sum of Aggregate Debt Service, Maintenance Reserve Payments, Special Project Reserve Payments and payments, if any, to the Charges Fund for such period or (ii) 1.20 times the Aggregate Debt Service for such period (excluding, for the purposes of clause (ii) only, any payment due and payable by the Authority under a Qualified Swap upon an early termination thereof).”

The net revenue requirement was met under test (i) and (ii) above for 2013 and 2012 as follows:

	2013	2012
(i):		
Net revenue available for Debt Service	$ 1,128,374,702	1,110,192,804
Less net revenue requirements computed under test (the sum of aggregate debt service, maintenance reserve, special project reserve and charges fund payments)	(686,836,115)	(707,254,420)
Excess net revenue	$ 441,538,587	402,938,384
(ii):		
Net revenue available for Debt Service	$ 1,128,374,702	1,110,192,804
Less net revenue requirements computed under test (120% x aggregate debt service requirements of $584,772,249 and $597,140,974 in 2013 and 2012, respectively)	(701,726,699)	(716,569,169)
Excess net revenue	$ 426,648,003	393,623,635

The debt service coverage ratio (Net Revenue divided by Debt Service) was 1.93 and 1.86 in 2013 and 2012, respectively.

(9) Changes in Long-Term Liabilities

Long-term liability activity for the years ended December 31, 2013 and 2012 was as follows:

	December 31, 2012	Additions	Reductions	December 31, 2013	Current portion
Bonds payable, net	$ 8,296,582,385	2,433,618,302	(1,044,193,940)	9,686,006,747	148,565,000
Pollution remediation liability	33,797,000	387,000	(2,695,000)	31,489,000	4,156,000
Self insurance	28,025,550	9,617,041	(8,894,817)	28,747,774	—
Arbitrage liability	3,601,818	10,576	—	3,612,394	—
Reserve for E-Zpass tag swap	21,770,133	3,000,000	(13,094,722)	11,675,411	—
Other liabilities	2,888,363	—	(55,559)	2,832,804	—
Reserve for national interoperability toll costs	10,500,000	—	(10,500,000)	—	—
Reserve for claim settlements	—	2,000,000	—	2,000,000	—
Compensated absences	19,187,465	18,834,356	(19,256,009)	18,765,812	4,024,566
Total	$ 8,416,352,714	2,467,467,275	(1,098,690,047)	9,785,129,942	156,745,566

	December 31, 2011	Additions	Reductions	December 31, 2012	Current portion
Bonds payable, net	$ 8,390,278,205	1,548,438,405	(1,642,134,225)	8,296,582,385	357,975,000
Pollution remediation liability	31,090,000	5,458,808	(2,751,808)	33,797,000	3,818,000
Self insurance	29,945,872	6,842,888	(8,763,210)	28,025,550	—
Arbitrage liability	3,589,396	12,422	—	3,601,818	—
Reserve for E-Zpass tag swap	14,000,000	11,500,000	(3,729,867)	21,770,133	—
Reserve for national interoperability toll costs	—	10,500,000	—	10,500,000	—
Other liabilities	2,928,741	—	(40,378)	2,888,363	—
Compensated absences	19,094,799	19,661,833	(19,569,167)	19,187,465	4,093,990
Total	$ 8,490,927,013	1,602,414,356	(1,676,988,655)	8,416,352,714	365,886,990

(10) Pollution Remediation Obligations

The Authority accounts for its pollution remediation obligations (PRO) in accordance with GASB Statement No. 49, *Accounting and Financial Reporting for Pollution Remediation Obligations*. As a result, the Authority has recorded in the statements of net position a PRO liability in the amount of $31,489,000 and $33,797,000 as of December 31, 2013 and 2012, respectively. The Authority's PRO liability is measured based on the expected costs of future activities, estimating a reasonable range of potential outlays and multiplying those outlays by their probability of occurring. The estimate of the liability does not include cost components that are not yet reasonably measurable.

The Authority owns numerous properties with environmental issues that meet the criteria for "obligating events" and disclosure under GASB Statement No. 49. The matters relate to soil and groundwater contamination at various facilities along the New Jersey Turnpike and Garden State Parkway including maintenance districts, toll facilities, service areas and other Authority owned facilities. The following table summarizes the Authority's expected outlays and payments:

	PRO at December 31	
	2013	2012
Right of Way	$ 15,800,000	17,000,000
Service areas	14,435,000	15,437,000
Maintenance districts	729,000	700,000
Toll facilities	485,000	590,000
Other facilities	40,000	70,000
Liability for pollution obligations remediation	$ 31,489,000	33,797,000

(11) Pension and Deferred Compensation

Permanent full-time employees of the Authority are covered by the Public Employees' Retirement System of the State of New Jersey (PERS), a cost sharing, multiple employer public retirement system. The payroll subject to pension for the Authority's employees covered by PERS was $134,600,000 and $135,270,335 for the years ended December 31, 2013 and 2012, respectively. The Authority's total payroll for the years ended December 31, 2013 and 2012 was approximately $162,500,000 and $160,500,000, respectively.

Authority employees are required to be enrolled in the State of NJ Public Employees' Retirement system, established in January 1955, under the provisions of N.J.S.A 43:15A to provide coverage to substantially all full time employees, provided the employee is not a member of another State administered retired system. Membership is mandatory and vesting occurs after eight to ten years of service for pension benefits. A summary of eligibility requirements is as follows:

NEW JERSEY TURNPIKE AUTHORITY

(A Component Unit of the State of New Jersey)

Notes to Financial Statements

December 31, 2013 and 2012

	TIER 1 (Enrolled before July 1, 2007)	TIER 2 (Eligible for enrollment on or after July 1, 2007 and before November 2, 2008)	TIER 3 (Eligible for enrollment on or after November 2, 2008 and on or before May 21, 2010)	TIER 4 (Eligible for enrollment after May 21, 2010 and before June 28, 2011)	TIER 5 (Eligible for enrollment on or after June 28, 2011)
ELIGIBILITY	Minimum base salary of $1,500 required for PERS Tier 1 enrollment. IRS Annual Compensation Limit on maximum salary generally apply ($255,000 for 2013, $250,000 for 2012; $245,000 for 2011, 2010, and 2009; $230,000 for 2008).	Minimum base salary of $1,500 required for PERS Tier 2 enrollment. PERS salary limited to Social Security maximum wage ($113,700 for 2013; $110,100 for 2012; $106,800 for 2011, 2010, and 2009; $102,000 for 2008). PERS members are eligible for participation in the Defined Contribution Retirement Program (DCRP) for salary over the maximum wage limit.	Minimum base salary required for PERS Tier 3 enrollment. ($8,000 for 2013; $7,800 for 2012; $7,700 for 2011 and 2010; $7,500 for 2009 and 2008; subject to adjustment in future years.) Employees with base salary between $5,000 and current minimum PERS Tier 3 salary are eligible for participation in the Defined Contribution Retirement Program (DCRP). PERS salary limited to Social Security maximum wage ($113,700 for 2013; $110,100 for 2012; $106,800 for 2011, 2010, and 2009; $102,000 for 2008). PERS members are eligible for participation in the DCRP for salary over the maximum wage limit.	PERS Tier 4 enrollment requires a minimum of 35 hours per week for State Employees, or 32 hours per week for Local Government or Local Education Employees. No minimum salary requirement. Employees who do not work the minimum required hours but who earn base salary of at least $5,000 are eligible for participation in the Defined Contribution Retirement Program (DCRP). PERS salary limited to Social Security maximum wage ($113,700 for 2013; $110,100 for 2012, $106,800 for 2011, 2010, and 2009; $102,000 for 2008). PERS members are eligible for participation in the DCRP for salary over the maximum wage limit.	PERS Tier 5 enrollment requires a minimum of 35 hours per week for State Employees, or 32 hours per week for Local Government or Local Education Employees. No minimum salary requirement. Employees who do not work the minimum required hours but who earn base salary of at least $5,000 are eligible for participation in the Defined Contribution Retirement Program (DCRP). PERS salary limited to Social Security maximum wage ($113,700 for 2013; $110,100 for 2012, $106,800 for 2011, 2010, and 2009; $102,000 for 2008). PERS members are eligible for participation in the DCRP for salary over the maximum wage limit.
SERVICE RETIREMENT	Minimum age of 60, no minimum service required. Annual Benefit = Years of Service ÷ 55 X Final Average (3 yrs.) Salary.	Minimum age of 60, no minimum service required. Annual Benefit = Years of Service ÷ 55 X Final Average (3 yrs.) Salary.	Minimum age of 62, no minimum service required. Annual Benefit = Years of Service ÷ 55 X Final Average (3 yrs.) Salary.	Minimum age of 62, no minimum service required. Annual Benefit = Years of Service ÷ 60 X Final Average (5 yrs.) Salary.	Minimum age of 65, no minimum service required. Annual Benefit = Years of Service ÷ 60 X Final Average (5 yrs.) Salary.
DEFERRED RETIREMENT	Collectable at age 60, at least 10 years of service required. Annual Benefit = Years of Service ÷ 55 X Final Average (3 yrs.) Salary	Collectable at age 60, at least 10 years of service required. Annual Benefit = Years of Service ÷ 55 X Final Average (3 yrs.) Salary.	Collectable at age 62, at least 10 years of service required. Annual Benefit = Years of Service ÷ 55 X Final Average (3 yrs.) Salary.	Collectable at age 62, at least 10 years of service required. Annual Benefit = Years of Service ÷ 60 X Final Average (5 yrs.) Salary.	Collectable at age 65, at least 10 years of service required. Annual Benefit = Years of Service ÷ 60 X Final Average (5 yrs.) Salary.
EARLY RETIREMENT	At least 25 years of service required. Annual Benefit = Years of Service ÷ 55 X Final Average (3 yrs.) Salary. No minimum age; however, if under age of 55, the benefit is reduced 3 percent per year (1/4 of 1 percent per month) for each year under age 55.	At least 25 years of service required. Annual Benefit = Years of Service ÷ 55 X Final Average (3 yrs.) Salary. No minimum age; however, if under age of 60, the benefit is reduced 1 percent per year (1/12 of 1 percent per month) for each year under age 60 but over age 55; and 3 percent per year (1/4 of 1 percent per month) for each year under age 55	At least 25 years of service required. Annual Benefit = Years of Service ÷ 55 X Final Average (3 yrs.) Salary. No minimum age; however, if under age of 62, the benefit is reduced 1 percent per year (1/12 of 1 percent per month) for each year under age 62 but over age 55; and 3 percent per year (1/4 of 1 percent per month) for each year under age 55	At least 25 years of service required. Annual Benefit = Years of Service ÷ 60 X Final Average (5 yrs.) Salary. No minimum age; however, if under age of 62, the benefit is reduced 1 percent per year (1/12 of 1 percent per month) for each year under age 62 but over age 55; and 3 percent per year (1/4 of 1 percent per month) for each year under age 55.	At least 30 years of service required. Annual Benefit = Years of Service ÷ 60 X Final Average (5 yrs.) Salary. No minimum age; however, if under age of 65, the benefit is reduced 3 percent per year (1/4 of 1 percent per month) for each year under age 65.
VETERAN RETIREMENT	At least 25 years of service at age 55 or older; or at least 20 years of service at age 60 or older. Annual Benefit = 54.5 percent X last year or highest 12 months of salary; or At least 35 years of service at age 55 or older. Annual Benefit = Years of Service ÷ 55 X Highest 12 Months of Salary.	At least 25 years of service at age 55 or older; or at least 20 years of service at age 60 or older. Annual Benefit = 54.5 percent X last year or highest 12 months of salary; or At least 35 years of service at age 55 or older. Annual Benefit = Years of Service ÷ 55 X Highest 12 Months of Salary.	At least 25 years of service at age 55 or older; or at least 20 years of service at age 60 or older. Annual Benefit = 54.5 percent X last year or highest 12 months of salary; or At least 35 years of service at age 55 or older. Annual Benefit = Years of Service ÷ 55 X Highest 12 Months of Salary.	At least 25 years of service at age 55 or older; or at least 20 years of service at age 60 or older. Annual Benefit = 54.5 percent X last year or highest 12 months of salary; or At least 35 years of service at age 55 or older. Annual Benefit = Years of Service ÷ 55 X Highest 12 Months of Salary.	At least 25 years of service at age 55 or older; or at least 20 years of service at age 60 or older. Annual Benefit = 54.5 percent X last year or highest 12 months of salary; or At least 35 years of service at age 55 or older. Annual Benefit = Years of Service ÷ 55 X Highest 12 Months of Salary.
ORDINARY DISABILITY RETIREMENT	If approved: Annual benefit = 43.6 percent X Final Average (3 yrs.) Salary.	If approved: Annual benefit = 43.6 percent X Final Average (3 yrs.) Salary.	If approved: Annual benefit = 43.6 percent X Final Average (3 yrs.) Salary.	PERS Tier 4 members may be eligible for Disability Insurance Coverage.	PERS Tier 5 members may be eligible for Disability Insurance Coverage.
ACCIDENTAL DISABILITY RETIREMENT	If approved: Annual Benefit = 72.7 percent X Annual Salary at time of accident.	If approved: Annual Benefit = 72.7 percent X Annual Salary at time of accident.	If approved: Annual Benefit = 72.7 percent X Annual Salary at time of accident.	Not Applicable	Not Applicable

(Continued)

Covered Authority employees are required to contribute a percentage of their salary toward their pension benefits. P.L. 2011, c78 effective June 28, 2011 increased the active member contribution rates from 5.5% of annual compensation to 6.5% plus an additional 1% phased-in over 7 years. The payment of automatic cost-of-living adjustment (COLA) additional increases to current and future retirees and beneficiaries was suspended. COLA increases may be reactivated at a future date as permitted by this law. Employee contributions were $9,031,855, $8,887,231, and $8,406,417 for the years ended December 31, 2013, 2012, and 2011, respectively. The percentage of employee's contribution rate as a percentage of covered payroll for 2013, 2012 and 2011 were 6.7%, 6.6% and 5.7%, respectively.

The Authority is required by statute to contribute to the employee's pension benefits based on an annual actuarial calculation. The valuation is a determination of the financial condition of the retirement system. The Authority's required contributions were $15,842,284, $18,395,087, and $17,922,509 for the years ended December 31, 2013, 2012, and 2011, respectively.

The Division of Pensions and Benefits issues a publicly available report that includes financial statements and required supplementary information. That report may be obtained by writing to:

State of New Jersey
Division of Pensions and Benefits
P. O. Box 295
Trenton, NJ 08625-0295

or by visiting the State's website at https://www.nj.gov/treasury/pensions/financial-rpts-home.html.

The Authority adopted the New Jersey Turnpike Authority Employees' Deferred Compensation Plan (Deferred Compensation Plan) effective as of January 1, 1999, in accordance with the provisions of Section 27:23-1, et seq., of the New Jersey Revised Statutes and as provided in Section 457 of the Internal Revenue Code of 1986, as amended (Code). The Deferred Compensation Plan was amended and restated effective as of January 1, 2011. All permanent employees are eligible to participate in the plan, which permits participants to defer annually a portion of their salary. The Authority does not make any contributions to the plan. Employees of the South Jersey Transportation Authority and the Burlington County Bridge Commission are also eligible to participate in the plan. All amounts of compensation deferred under the plan, all property and rights purchased with these amounts, and all income attributable to these amounts, property, or rights are solely the property of the employees.

(12) Other Postemployment Benefits

The Authority provides medical, prescription drug, vision, dental and Medicare Part B reimbursement to retirees and their covered dependents, in accordance with the terms of the applicable collective bargaining agreements or Authority personnel policies for nonbargaining unit members. The Authority maintains single-employer, self-funded health plans administered by third party claims administrators. All active employees who retire from the New Jersey Turnpike Authority and meet the eligibility criteria will receive these benefits. The plan does not issue a stand-alone report.

The Authority currently funds the cost to provide postemployment benefits on a pay-as-you-go basis. For the years ending December 31, 2013 and 2012, approximately 199 and 160 retirees, respectively, contributed to their healthcare cost, in accordance with the provisions of agreements in effect at the time of their retirement and P.L. 2011, c.78, effective June 28, 2011.

The Authority establishes and has the power to amend benefits and contribution obligations, subject to collective bargaining agreements to the extent they do not conflict with P.L. 2011, c. 78 mandated by the State of NJ.

As required by the accounting standards of GASB Statement No. 45, *Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pension*, the Authority must report costs associated with "other postemployment benefits" (OPEB). OPEB costs are actuarially calculated based on benefits that current and retired employees have accrued as a result of years of service. The Standard sets the method for determining the Authority's postemployment benefits accrual, the Annual Required Contribution (ARC), to include both the value of benefits earned during the year (Normal Cost) and an amortizing of the unfunded actuarial accrued liability over a period not to exceed thirty years. The unfunded actuarial accrued liability is amortized using a level percentage of payroll for a period of 30 years with assumed payroll increases of 3% per year.

The following table shows the components of the Authority's annual OPEB cost as of December 31, 2013 and 2012:

		December 31	
		2013	**2012**
		(In thousands)	
Annual required contribution (ARC)	$	75,545	72,647
Interest on net OPEB obligation		9,808	6,445
Adjustment to annual required contribution		(9,745)	(6,403)
Total annual OPEB cost (AOC)		75,608	72,689
Contributions made		37,977	35,731
Increase in net OPEB obligation		37,631	36,958
Net OPEB obligation, beginning of year		245,216	208,258
Net OPEB obligation, end of year	$	282,847	245,216

 (Continued)

The Authority's annual OPEB cost, the percentage of annual OPEB cost contributed to the plan and the net OPEB obligation (NOO) the for years ending December 31, 2013, 2012 and 2011, respectively, were as follows:

Year ending		Annual OPEB cost (In thousands)	Percentage of annual OPEB cost contributed*		Net OPEB obligation (In thousands)
December 31, 2013	$	75,608	50.2%	$	282,847
December 31, 2012		72,689	49.2		245,216
December 31, 2011		78,937	40.3		208,258

* Based on expected benefit payments plus Retiree Drug Subsidy for the applicable year end.

At January 1, 2013, the actuarial accrued liability (AAL) for postemployment benefits earned was approximately $1.1 billion, based on certain actuarial methods and assumptions. Since this liability has not been pre-funded as of the valuation date, the unfunded actuarial accrued liability (UAAL) was $1.1 billion. The AAL represents approximately 77% of the present value of all projected benefits.

The covered payroll (annual payroll of active employees covered by the plan) was $110.8 million, and the ratio of the UAAL to covered payroll was 985%.

The actuarial valuation date is January 1, 2013. 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.

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 employer and the plan members to 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 assets.

For the most recent actuarial valuation dated January 1, 2013, the projected unit credit cost method was used as the actuarial cost method. The actuarial assumptions included an investment rate of return of 4%, and an annual healthcare cost trend rate of 9% medical and grading down to an ultimate rate of 5% after 8 years. For prescription drug benefits, the initial trend rate is 9.0%, decreasing to a 5.0% long-term trend rate after 8 years. For Medicare Part B reimbursement, the trend rate is 5.0% and for dental benefits the trend is 5.0%. The amortization method used was the level percentage of payroll, for a period of 30 years, with an assumption that payroll increases by 3% per year.

The required schedule of funding progress immediately following the notes to the financial statements presents multi-year trend information as of January 1, 2013 and whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liabilities for benefits.

(13) Risk Management and Self-Insurance

The New Jersey Turnpike Authority maintains a comprehensive insurance program, which affords various coverage including but not limited to, umbrella liability (automobile, police, professional, and general), workers compensation, excess workers compensation, major bridge/property insurance, employee medical benefits, public officials liability, employment practices liability, crime insurance, and owner controlled insurance programs (OCIP). The following table presents the amount of deductible and/or self-insurance retention amounts and frequency in 2013 and 2012:

Type of insurance coverage	Deductible/retention
Umbrella Liability (general and police professional)	$ 2,000,000 per occurrence
Umbrella Liability (automobile)	3,000,000 per occurrence (2013 only)
Umbrella Liability (general aggregate)	3,000,000 annually
Major Bridge/Property (NJ Turnpike)	2,000,000 per occurrence
Major Bridge/Property (Garden State Parkway)	2,000,000 per occurrence
Employee Medical Benefits	350,000 per claim
Workers Compensation	Not applicable – self funded
Excess Workers Compensation	750,000 per occurrence
OCIP (Interchange 6-9 Widening Project – general and workers compensation)	500,000 per occurrence
OCIP (other construction projects – general and workers compensation)	500,000 per occurrence

The umbrella, major bridge/property, and excess workers compensation insurance programs afford limits of liability and amounts of insurance in excess of such self-insured retentions and/or deductibles to protect the Authority against losses resulting from third-party liability, workers compensation, employer's liability, direct damage claims and loss of revenue. Effective February 1, 2014 the Excess Workers Compensation deductible will increase from $750,000 to $1,250,000 and the deductible remains effective until March 15, 2015.

Coverage for public official's liability, employment practices liability, and crime insurance all contain proportional ranges of self-insured retentions and/or deductibles. The OCIPs also provide other insurance coverage for the benefit of the Authority and its contractors, subcontractors, consultants and sub-consultants at proportional ranges of self-insured retentions and/or deductibles. Both OCIPs afford limits of liability and amounts of insurance in excess of such self-insured retentions and/or deductibles to protect the Authority against losses resulting from claims related to the various construction contracts.

Claim liabilities are recorded when it is probable that a loss occurred and the amount of that loss can be reasonably estimated. The liabilities include a provision for case reserves as well as incurred but not reported and future development of known cases. The following tables present the changes in claims liabilities for the years ended December 31, 2013 and 2012:

		December 31, 2012	Change in estimate	Payments	December 31, 2013
General liability	$	2,163,287	1,772,286	(1,524,648)	2,410,925
Auto liability		803,263	752,095	(796,750)	758,608
Workers' compensation		25,059,000	7,092,660	(6,573,419)	25,578,241
Total	$	28,025,550	9,617,041	(8,894,817)	28,747,774

		December 31, 2011	Change in estimate	Payments	December 31, 2012
General liability	$	3,416,591	(868,899)	(384,405)	2,163,287
Auto liability		1,087,204	1,965,321	(2,249,262)	803,263
Workers' compensation		25,442,077	5,746,466	(6,129,543)	25,059,000
Total	$	29,945,872	6,842,888	(8,763,210)	28,025,550

(14) Blended Component Unit – Garden State Arts Foundation, Inc.

The Garden State Arts Foundation, Inc. (formerly known as the Garden State Arts Center Foundation) was established in 1984 pursuant to the provisions of Title 15A, Corporations-Non-Profit, of the New Jersey State Statutes. The purpose of the Foundation is to receive contributions from the public or other entities, engage in such fundraising activities as the members deem appropriate, fund and administer an annual scholarship program to provide scholarships to students pursuing an undergraduate degree with a performing arts concentration at four-year New Jersey colleges and universities, support the study of performing arts in New Jersey and support educational and charitable activities. The Foundation provides free entertainment at the PNC Bank Arts Center and various outreach locations throughout the State of New Jersey for New Jersey's senior citizens, school children, and other deserving residents. The Foundation's members include the Commissioners of the New Jersey Turnpike Authority. The Foundation is qualified as a tax-exempt organization as defined by Section 501(c)(3) of the Internal Revenue Code.

Prior to 2012, the Foundation transferred funds annually to the Garden State Cultural Center (GSCC) Fund of the Authority to administer the free programming and festivals produced at the PNC Bank Arts Center facility as well as several locations throughout the State of New Jersey. On May 24, 2011, the GSCC Fund was dissolved by board action of the Commissioners of the Authority and as such, the Foundation is now directly funding and producing the free programming and festivals.

The condensed statements of net position and statements of revenues, expenses, and changes in net position of the Foundation as of and for the years ended December 31, 2013 and 2012 are as follows:

Summary of Net Position

Assets		**2013**	**2012**
Current assets	$	1,039,918	1,011,197
Noncurrent assets		74,463	148,511
Total assets	$	1,114,381	1,159,708
Liabilities			
Liabilities	$	—	—
Total liabilities	$	—	—
Net Position			
Net position:			
Expendable – restricted by donor agreements	$	149,463	223,511
Unrestricted		964,918	936,197
Total net position	$	1,114,381	1,159,708

Summary of Revenues, Expenses, and Changes in Net Position

		2013	**2012**
Operating revenues	$	499,850	487,503
Operating expenses		547,480	519,713
Operating loss		(47,630)	(32,210)
Nonoperating revenues		2,303	2,015
Decrease in net position		(45,327)	(30,195)
Net position as of beginning of year		1,159,708	1,189,903
Net position as of end of year	$	1,114,381	1,159,708

(15) Litigation

The Authority is a party to various legal actions and regulatory reviews arising in the ordinary course of its operations which includes investigation, remediation of existing and projected action level environmental conditions. The Authority is contingently liable under pending lawsuits and claims, relating principally to construction programs and personal injury claims, in which the Authority is named a defendant. The Authority believes the aggregate liability of the Authority under such actions, if adversely determined, would not materially adversely affect the financial position of the Authority and sufficient funds are expected to be available to satisfy any payments required in connection therewith.

The Authority is defending several lawsuits arising from its operations and its contract with the New Jersey State Police for provision of police services on the Turnpike and the Parkway. The contract includes an indemnification provision requiring the Authority to defend and indemnify the State troopers individually, the State Police and the State under certain circumstances. The Authority, under the indemnification provisions of the contract, may be responsible for a State trooper's liability for negligent acts, but not for intentional wrongful acts beyond the scope of employment. The Authority believes the aggregate liability of the Authority under such actions, if adversely determined, would not materially adversely affect the financial position of the Authority and sufficient funds are expected to be available to satisfy any payments required in connection therewith.

In May 2005, the New Jersey Department of Environmental Protection (NJDEP) instituted litigation against three firms that had generated chromium ore processing residue. The Authority was not named as a defendant in such litigation by the NJDEP. In March 2006, the Authority was named as a third party defendant by one of the firms as a result of the Authority's ownership of certain parcels impacted by the residue. The litigation was settled in 2011 and the Authority is working with the NJDEP to remediate conditions at three affected sites with the understanding that, by doing so, it will not have any responsibility for additional sites. Although the Authority cannot predict the ultimate cost of this remedial work, it does not believe that the cost of such remedial work will have a materially adverse effect on the operations or finances of the Authority. The Authority has recorded an estimate of the PRO liability in the statement of net position for the three sites of approximately $15,800,000 at December 31, 2013 (see note 10). The estimate does not include cost components that are not yet reasonably measurable.

Soil and/or groundwater contamination found on off-site properties and waterway contamination that resulted from or is inferred to be the result of operations conducted at roadway facilities has led to litigation by others against the Authority and may lead to additional litigation in the future. Claims for reimbursement of remediation costs filed by the parties undertaking remediation activities at these properties may be forthcoming. In some cases the Authority may be required to undertake, fund or reimburse others for remediation activities at properties where the contamination has been discovered. The ultimate cost, if any, of these potential liabilities is unknown at this time.

(16) Commitments and Contingent Liabilities

The Authority has open commitments related to construction contracts totaling approximately $1,186,593,697 and $1,704,529,837 as of December 31, 2013 and 2012, respectively. This work relates to the Authority's $7 billion Capital Improvement Program and will be completed over the next several years.

Under the terms of an agreement dated April 27, 1984 and amendments dated August 1, 1995 and March 27, 2000, the Authority agreed to make annual payments to the State of New Jersey to assist in transportation purposes. These payments are $22 million annually and are due until all obligations of the New Jersey Transportation Trust Fund Authority, as set forth in the 2000 Amendment, are paid for or such payment has been provided for. The payments are made from the General Reserve Fund and are subordinate to debt service payments on all outstanding bonds and all other obligations under the Authority's General Bond Resolution.

Under the terms of a State Transportation Projects Funding Agreement dated September 30, 2011, the Authority agreed to make annual payments to the State of New Jersey for the development of state transportation purposes. These payments total $331 million in calendar 2012, $324 million in calendar 2013, $324 million in calendar 2014, $324 million in calendar 2015 and $162 million in calendar 2016. The agreement terminates on June 30, 2016. The payments are made from the General Reserve Fund and are subordinate to debt service payments on all outstanding bonds and all other obligations under the Authority's General Bond Resolution.

The Authority also made annual payments to the state of $8,001,000 in 2013 and 2012 for feeder road maintenance provided by the New Jersey Department of Transportation. The current agreement expires on June 30, 2014 and is expected to be renewed annually.

(17) Liquidity Facilities

The following Series of the Authority's Outstanding Bonds bear interest at a variable rate and currently have a credit and/or liquidity facility associated with them:

Series of Bonds	Final maturity date	Facility amount	Provider of credit/liquidity facility	Facility expiration date
Series 2009 A	1/1/2024	$ 93,533,973	JPMorgan Chase Bank, N.A.	02/10/2015
Series 2009 B	1/1/2024	50,821,918	PNC Bank, National Association	02/10/2015
Total		$ 144,355,891		

On or prior to the expiration date of the credit and/or liquidity facility relating to each Series of Bonds described above, the Authority will be required to (i) renew the existing credit and/or liquidity facility relating to such Series of Bonds, (ii) procure a replacement credit and/or liquidity facility for such Series of Bonds, or (iii) issue Refunding Bonds to refund and refinance such Series of Bonds. The failure of the Authority to renew existing credit and/or liquidity facilities or obtain replacement credit and/or liquidity facilities for one or more Series of such Bonds could require the Authority to issue Refunding Bonds at substantially higher rates of interest than the Authority currently pays on such Bonds. Additionally, the failure of the Authority to renew or procure new credit facilities for one or more Series of such Bonds could result in an acceleration of the maturity of such Bonds.

(18) Subsequent Events

At the January 28, 2014 Board of Commissioners Meeting, the Authority approved a plan to establish an Internal Revenue Code (IRC) Section 115 Trust to hold employer contributions for other post-retirement benefits (OPEB) obligations. The plan approved by the Board of Commissioners includes (1) the establishment of an OPEB Committee comprised of Authority personnel, (2) the issuance of Request For Proposals for an institutional trustee and an investment manager/advisor for the plan assets, (3) the development of an OPEB Trust agreement with outside counsel, (4) obtaining a private letter ruling from the Internal Revenue Service, and (5) obtaining all necessary legal opinions from outside general counsel and bond counsel.

On March 25, 2014, the Authority's Board of Commissioners (the Board) approved the Series 2014 Turnpike Revenue Bond Resolution (Series 2014 Resolution). The Series 2014 Resolution authorizes the issuance of up to $1.0 billion of new money bonds which will provide continued funding for the Authority's $7 billion Capital Investment Program. In addition, the 2014 Resolution authorizes, if in the best interest of the Authority: (a) the issuance of up to $217.5 million of refunding bonds, to include the potential refunding of the Series 2009A bonds, Series 2011A bonds, and the Series 2011B bonds; and (b) the amendment, termination, or replacement of the Series 2009A, Series 2011A, and Series 2011B Interest Rate Swap Agreements. The Series 2014 Resolution provides for the refinancing of the Series 2011A and Series 2011B floating rate notes on or before the mandatory tender date of December 22, 2014 to avoid interest rate escalations, and debt service savings and/or more favorable terms for the Series 2009A bonds through the issuance of public floating rate notes or other forms of variable or fixed rate debt.

Schedule 1

NEW JERSEY TURNPIKE AUTHORITY
(A Component Unit of the State of New Jersey)

Required Supplementary Information (Unaudited)

Schedule of Funding Progress – Other Postemployment Benefits Plan

December 31, 2013

Valuation date	Actuarial value of assets (in thousands) (a)	Actuarial accrued liability – projected unit credit (in thousands) (b)	Unfunded actuarial accrued liability (in thousands) (b)–(a)	Funded ratio (a)/(b)	Covered payroll (in thousands) (c)	Unfunded actuarial accrued liability as a percentage of covered payroll ((b) – (a))/(c)
01/01/2009	$ —	982,555	982,555	—	134,589	730%
01/01/2011	—	1,218,806	1,218,806	—	157,396	774
01/01/2013	—	1,091,162	1,091,162	—	110,791	985

See accompanying independent auditors' report.

NEW JERSEY TURNPIKE AUTHORITY
(A Component Unit of the State of New Jersey)

Schedule of Net Position – Reconciliation of Bond Resolution to GAAP

December 31, 2013
(With comparative financial information as of December 31, 2012)

Assets	Revenue	Construction	Maintenance reserve	Special project reserve	General reserve	Charges	Debt service	Debt reserve	Total bond resolution	Garden State Arts Foundation	GAAP Adjustments	Total 2013 GAAP Financials	Total 2012 GAAP Financials
Current assets:													
Cash	$ 178,968,774	—	4,276,254	2,467,688	11,469,436	—	—	—	197,182,152	964,918	—	198,147,070	189,218,510
Restricted cash	—	80,015,279	—	—	—	58,433	817,636	—	80,891,348	—	—	80,891,348	63,516,755
Investments (1)	122,049,851	—	26,501,298	41,496,231	261,597,075	—	—	—	451,644,455	—	—	451,644,455	363,981,943
Restricted investments	—	—	—	—	—	60,000	381,260,066	—	381,320,066	—	—	381,320,066	334,079,876
Receivables, net of allowance	58,811,237	—	—	—	15,222	—	—	—	58,826,459	—	—	58,826,459	62,541,422
Restricted receivables	—	—	—	—	—	—	—	—	—	75,000	—	75,000	75,000
Inventory	18,691,676	—	—	—	—	—	—	—	18,691,676	—	—	18,691,676	22,130,755
Due from State of New Jersey	—	—	—	—	19,706,939	—	—	—	19,706,939	—	—	19,706,939	687,501
Deposits	2,176,813	8,477,670	—	—	13,598,930	—	—	—	24,253,413	—	—	24,253,413	22,095,218
Prepaid expenses	4,533,931	—	—	—	—	—	—	—	4,533,931	—	—	4,533,931	3,705,141
Interfund	(57,409,707)	18,588,220	(1,239,840)	(16,655,775)	51,130,168	(96)	(113,103)	5,700,133	—	—	—	—	—
Total current assets	327,822,575	107,081,169	29,537,712	27,308,144	357,517,770	118,337	381,964,599	5,700,133	1,237,050,439	1,039,918	—	1,238,090,357	1,062,032,121
Noncurrent assets:													
Restricted investments	—	627,587,898	—	—	—	—	—	512,329,706	1,139,917,604	—	(64,716,853)	1,075,200,751	627,703,387
Restricted receivables	—	—	—	—	—	—	—	—	—	74,463	—	74,463	148,511
Capital assets, net of accumulated depreciation	—	8,639,660,755	233,012,752	63,631,905	132,828,985	—	—	—	9,069,134,397	—	—	9,069,134,397	7,855,264,245
Total noncurrent assets	—	9,267,248,653	233,012,752	63,631,905	132,828,985	—	—	512,329,706	10,209,052,001	74,463	(64,716,853)	10,144,409,611	8,483,116,143
Total assets	$ 327,822,575	9,374,329,822	262,550,464	90,940,049	490,346,755	118,337	381,964,599	518,029,839	11,446,102,440	1,114,381	(64,716,853)	11,382,499,968	9,545,148,264
Deferred Outflows													
Deferred outflows:													
Accumulated decrease in fair value of hedging derivatives	$ —	—	—	—	—	—	—	—	—	—	—	—	67,935,918
Deferred amount on refunding	—	59,706,960	—	—	—	—	—	—	59,706,960	—	144,548,745	204,255,705	174,380,298
Total deferred outflows	$ —	59,706,960	—	—	—	—	—	—	59,706,960	—	144,548,745	204,255,705	242,316,216
Liabilities													
Current liabilities:													
Accounts payable and accrued expenses	$ 44,507,506	81,851,793	10,470,021	6,092,411	1,235,651	—	—	—	144,157,382	—	—	144,157,382	159,484,378
Funds held in trust	176,860,168	40,429,636	1,429,388	592,311	2,020,050	—	—	—	221,331,553	—	—	221,331,553	203,333,066
Due to State of New Jersey	2,647,610	—	—	—	—	—	—	—	2,647,610	—	—	2,647,610	2,813,203
Deposits	363,261	—	—	—	—	—	—	—	363,261	—	—	363,261	203,390
Accrued interest payable	—	—	—	—	—	—	233,399,599	—	233,399,599	—	—	233,399,599	193,647,547
Unearned revenue	6,360,774	—	—	—	45,509,907	—	—	—	51,870,681	—	—	51,870,681	41,341,472
Current portion of bonds payable	—	148,565,000	—	—	—	—	—	—	148,565,000	—	—	148,565,000	357,975,000
Current portion of hybrid instrument borrowing	—	—	—	—	—	—	—	—	—	—	15,165,922	15,165,922	6,724,380
Current portion of other long-term liabilities	—	—	—	—	1,300,000	—	—	—	1,300,000	—	6,880,566	8,180,566	7,911,990
Total current liabilities	230,739,319	270,846,429	11,899,409	6,684,722	50,065,608	—	233,399,599	—	803,635,086	—	22,046,488	825,681,574	973,434,426
Noncurrent liabilities:													
Bonds payable, net	—	9,537,441,747	—	—	—	—	—	—	9,537,441,747	—	—	9,537,441,747	7,938,607,385
Hybrid instrument borrowing	—	—	—	—	—	—	—	—	—	—	131,642,549	131,642,549	107,998,241
Other long-term obligations	12,425,411	—	—	—	21,523,791	—	—	—	33,949,202	—	56,993,427	90,942,629	111,858,339
Other postemployment benefit liability	—	—	—	—	23,000,000	—	—	—	23,000,000	—	259,846,774	282,846,774	245,216,115
Interest rate swaps liabilities	—	—	—	—	—	—	—	—	—	—	17,424,262	17,424,262	116,850,895
Total noncurrent liabilities	12,425,411	9,537,441,747	—	—	44,523,791	—	—	—	9,594,390,949	—	465,907,012	10,060,297,961	8,520,530,975
Total liabilities	$ 243,164,730	9,808,288,176	11,899,409	6,684,722	94,589,399	—	233,399,599	—	10,398,026,035	—	487,953,500	10,885,979,535	9,493,965,401
Deferred Inflows													
Deferred inflows:													
Accumulated increase in fair value of interest rate swaps	—	—	—	—	—	—	—	—	—	—	30,988,730	30,988,730	—
Total deferred outflows	$ —	—	—	—	—	—	—	—	—	—	30,988,730	30,988,730	—
Net Position													
Net position:													
Net investment in capital assets	$ —	(374,251,394)	—	—	—	—	—	518,029,839	143,778,445	—	263,346,832	407,125,277	180,931,550
Restricted for debt service and charges	—	—	—	—	—	118,337	148,565,000	—	148,683,337	149,463	—	148,832,800	145,949,856
Unrestricted	84,657,845	—	250,651,055	84,255,327	395,757,356	—	—	—	815,321,583	964,918	(702,457,170)	113,829,331	(33,382,327)
Total net position	$ 84,657,845	(374,251,394)	250,651,055	84,255,327	395,757,356	118,337	148,565,000	518,029,839	1,107,783,365	1,114,381	(439,110,338)	669,787,408	293,499,079

(1) Included in investments above at December 31, 2013 is $10,500,000 the Authority has designated as reserved for national toll interoperability requirements under Federal Law P.L. 112-141, the Moving Ahead for Progress in the 21st Century Act (Map-21). In addition, in 2014 an additional $31,820,000 in investments were designated as reserved for the reconstruction of the Grover Cleveland Service Area ($4,320,000), widening of New Jersey Turnpike Interchanges 6-9 ($20,000,000) and emergency maintenance costs ($7,500,000). All investments are included in the General Reserve fund except for emergency maintenance costs which are included in the Maintenance Reserve fund.

See accompanying independent auditors' report.

Schedule 3

NEW JERSEY TURNPIKE AUTHORITY
(A Component Unit of the State of New Jersey)

Schedule of Revenues, Expenses, and Changes in Net Position – Reconciliation of Bond Resolution to GAAP

Year ended December 31, 2013
(With comparative financial information for the year ended December 31, 2012)

	Revenue	Construction	Maintenance reserve	Special project reserve	General reserve	Charges	Debt service	Debt reserve	Total bond resolution	Garden State Arts Foundation	GAAP Adjustments	Total 2013 GAAP Financials	Total 2012 GAAP Financials
Operating revenues:													
Toll revenue	$ 1,413,763,310	—	—	—	—	—	—	—	1,413,763,310	—	—	1,413,763,310	1,393,658,485
E-ZPass fees	51,372,009	—	—	—	—	—	—	—	51,372,009	—	—	51,372,009	47,314,572
Concession revenue	34,961,184	—	—	—	—	—	—	—	34,961,184	—	—	34,961,184	34,989,967
Miscellaneous revenue	12,867,240	—	—	—	—	—	—	—	12,867,240	499,850	—	13,367,090	10,350,324
Total operating revenues	1,512,963,743	—	—	—	—	—	—	—	1,512,963,743	499,850	—	1,513,463,593	1,486,313,348
Operating expenses:													
Maintenance of roadway, buildings and equipment	123,035,813	—	6,356,294	8,971,376	4,992,152	—	—	—	143,355,635	—	(1,187,180)	142,168,455	120,619,100
Toll collection	132,736,008	—	—	4,306	—	—	—	—	132,740,314	—	(708,134)	132,032,180	152,414,372
State police and traffic control	65,854,331	—	—	909,847	—	—	—	—	66,764,178	—	(4,234)	66,759,944	66,593,568
Technology	16,466,916	—	—	2,332,784	—	—	—	—	18,799,700	—	496,514	19,296,214	14,016,631
Employee benefits	97,927,867	—	—	—	—	—	—	—	97,927,867	—	(37,977,585)	59,950,282	60,507,042
General administrative costs	37,013,883	(20,685,650)	—	109,220	(1,048,206)	—	—	—	15,389,247	547,480	11,895,622	27,832,349	31,998,764
Other postemployment benefits	—	—	—	—	15,500,000	—	—	—	15,500,000	—	60,108,243	75,608,243	72,689,635
Depreciation	—	146,321,423	13,306,527	4,997,214	9,275,893	—	—	—	173,901,057	—	—	173,901,057	159,578,079
Total operating expenses	473,034,818	125,635,773	19,662,821	17,324,747	28,719,839	—	—	—	664,377,998	547,480	32,623,246	697,548,724	678,417,191
Operating income (loss)	1,039,928,925	(125,635,773)	(19,662,821)	(17,324,747)	(28,719,839)	—	—	—	848,585,745	(47,630)	(32,623,246)	815,914,869	807,896,157
Nonoperating revenues (expenses):													
Build America Bonds subsidy	75,172,932	—	—	—	—	—	—	—	75,172,932	—	—	75,172,932	81,665,325
Payments to the State of New Jersey	—	—	—	—	(354,001,000)	—	—	—	(354,001,000)	—	—	(354,001,000)	(361,001,000)
Interest expense, Turnpike Revenue Bonds	—	(58,157,930)	—	—	—	—	(452,891,298)	—	(511,049,228)	—	306,314,081	(204,735,147)	(192,576,110)
Other bond expenses	—	(3,320,977)	—	(1,875,545)	—	(2,181,710)	—	—	(7,378,232)	—	—	(7,378,232)	(7,932,446)
Investment income (loss)	58,776	3,151,975	12,274	49,952	415,201	91	120,574	9,438,049	13,246,892	2,303	34,887,784	48,136,979	(1,068,843)
Arts Center	3,177,928	—	—	—	—	—	—	—	3,177,928	—	—	3,177,928	3,117,943
Total nonoperating revenues (expenses), net	78,409,636	(58,326,932)	12,274	(1,825,593)	(353,585,799)	(2,181,619)	(452,770,724)	9,438,049	(780,830,708)	2,303	341,201,865	(439,626,540)	(477,795,131)
Income before interfund transfers	1,118,338,561	(183,962,705)	(19,650,547)	(19,150,340)	(382,305,638)	(2,181,619)	(452,770,724)	9,438,049	67,755,037	(45,327)	308,578,619	376,288,329	330,101,026
Interfund transfers	(1,118,338,561)	296,611,817	72,622,726	27,733,048	434,241,786	1,645,776	456,263,559	102,423,550	273,203,701	—	(273,203,701)	—	—
Net change in fund balance/change in net position	—	112,649,112	52,972,179	8,582,708	51,936,148	(535,843)	3,492,835	111,861,599	340,958,738	(45,327)	35,374,918	376,288,329	330,101,026
Net position (deficit) – beginning of year	84,657,845	(486,900,506)	197,678,876	75,672,619	343,821,208	654,180	145,072,165	406,168,240	766,824,627	1,159,708	(474,485,256)	293,499,079	(36,601,947)
Net position (deficit) – end of year	$ 84,657,845	(374,251,394)	250,651,055	84,255,327	395,757,356	118,337	148,565,000	518,029,839	1,107,783,365	1,114,381	(439,110,338)	669,787,408	293,499,079

See accompanying independent auditors' report.

NEW JERSEY TURNPIKE AUTHORITY
(A Component Unit of the State of New Jersey)

Schedule of Cash Flows – Reconciliation of Bond Resolution to GAAP

Year ended December 31, 2013
(With comparative financial information for the year ended December 31, 2012)

	Revenue	Construction	Maintenance reserve	Special project reserve	General reserve	Charges	Debt service	Debt reserve	Total bond resolution	Garden State Arts Foundation	GAAP Adjustments	Total 2013 GAAP Financials	Total 2012 GAAP Financials
Cash flows from operating activities:													
Receipts from customers and patrons	$ 1,518,517,284	—	—	—	—	—	—	—	1,518,517,284	573,898	—	1,519,091,182	1,472,299,948
Payments to suppliers	(231,302,870)	20,685,650	(6,356,294)	(10,265,169)	(21,350,593)	—	—	—	(248,589,276)	(547,480)	(11,332,274)	(260,469,030)	(196,891,639)
Payments to employees	(162,528,986)	—	—	—	—	—	—	—	(162,528,986)	—	—	(162,528,986)	(160,427,080)
Payments for self insured health benefits claims	(80,590,550)	—	—	—	—	—	—	—	(80,590,550)	—	—	(80,590,550)	(75,383,310)
Net cash provided by (used in) operating activities	1,044,094,878	20,685,650	(6,356,294)	(10,265,169)	(21,350,593)	—	—	—	1,026,808,472	26,418	(11,332,274)	1,015,502,616	1,039,597,919
Cash flows from noncapital financing activities:													
Payments to State of New Jersey	—	—	—	—	(354,001,000)	—	—	—	(354,001,000)	—	—	(354,001,000)	(361,001,000)
Proceeds from Arts Center	3,177,928	—	—	—	—	—	—	—	3,177,928	—	—	3,177,928	3,117,943
Net cash provided by (used in) noncapital financing activities	3,177,928	—	—	—	(354,001,000)	—	—	—	(350,823,072)	—	—	(350,823,072)	(357,883,057)
Cash flows from capital and related financing activities:													
Proceeds acquired from new capital debt	—	2,427,493,334	—	—	—	—	—	—	2,427,493,334	—	—	2,427,493,334	1,511,429,255
Purchases of capital assets	—	(1,338,787,156)	(65,963,710)	(23,420,470)	9,427,950	—	—	—	(1,418,743,386)	—	—	(1,418,743,386)	(1,248,702,560)
Principal paid on capital debt	—	(1,018,605,000)	—	—	—	—	—	—	(1,018,605,000)	—	—	(1,018,605,000)	(1,632,370,000)
Proceeds from Build America Bonds subsidy	75,172,932	—	—	—	—	—	—	—	75,172,932	—	—	75,172,932	81,665,325
Interest paid on capital debt	—	(50,410,375)	—	—	—	—	(413,139,246)	—	(463,549,621)	—	259,366,361	(204,183,260)	(237,847,710)
Payments for bond expenses	—	(3,320,977)	—	(1,875,545)	—	(2,181,710)	—	—	(7,378,232)	—	—	(7,378,232)	(8,180,442)
Interfund transfers related to capital and related financing activities	(1,140,265,622)	274,564,538	72,865,968	38,436,848	476,348,050	1,645,704	456,459,396	93,148,819	273,203,701	—	(273,203,701)	—	—
Net cash provided by (used in) capital and related financing activities	(1,065,092,690)	290,934,364	6,902,258	13,140,833	485,776,000	(536,006)	43,320,150	93,148,819	(132,406,272)	—	(13,837,340)	(146,243,612)	(1,534,006,132)
Cash flows from investing activities:													
Purchases of investments	(1,973,679,589)	(1,811,489,955)	(283,192,393)	(311,248,737)	(1,203,239,996)	(8,122,289)	(1,866,307,952)	(209,838,000)	(7,667,118,911)	—	—	(7,667,118,911)	(8,521,090,178)
Sales and maturities of investments	1,997,882,009	1,519,593,376	285,991,389	303,451,615	1,096,260,219	8,658,218	1,818,382,546	104,919,000	7,135,138,372	265,000	—	7,135,403,372	9,407,974,346
Interest received	56,829	1,986,539	11,656	48,394	266,830	161	269,791	11,770,181	14,410,381	2,765	25,169,614	39,582,760	14,628,911
Net cash provided by (used in) investing activities	24,259,249	(289,910,040)	2,810,652	(7,748,728)	(106,712,947)	536,090	(47,655,615)	(93,148,819)	(517,570,158)	267,765	25,169,614	(492,132,779)	901,513,079
Net increase (decrease) in cash	6,439,365	21,709,974	3,356,616	(4,873,064)	3,711,460	84	(4,335,465)	—	26,008,970	294,183	—	26,303,153	49,221,809
Cash – beginning of year	172,529,409	58,305,305	919,638	7,340,752	7,757,976	58,349	5,153,101	—	252,064,530	670,735	—	252,735,265	203,513,456
Cash – end of year	$ 178,968,774	80,015,279	4,276,254	2,467,688	11,469,436	58,433	817,636	—	278,073,500	964,918	—	279,038,418	252,735,265
Reconciliation of operating income (loss) to net cash provided by (used in) operating activities:													
Operating income	$ 1,039,928,925	(125,635,773)	(19,662,821)	(17,324,747)	(28,719,839)	—	—	—	848,585,745	(47,630)	(32,623,246)	815,914,869	807,896,157
Adjustments to reconcile operating income (loss) to net cash provided by (used in) operating activities:													
Depreciation expense	—	146,321,423	13,306,527	4,997,214	9,275,893	—	—	—	173,901,057	—	—	173,901,057	159,578,079
Changes in assets and liabilities:													
Receivables	3,350,989	—	—	—	(18,655,464)	—	—	—	(15,304,475)	74,048	—	(15,230,427)	(11,631,567)
Inventory	3,439,079	—	—	—	—	—	—	—	3,439,079	—	—	3,439,079	(5,933,094)
Other assets	(1,647,628)	—	—	—	—	—	—	—	(1,647,628)	—	—	(1,647,628)	997,495
Accounts payable and accrued expenses	4,064,006	—	—	1,985,003	(6,376,140)	—	—	—	(327,131)	—	—	(327,131)	(13,371,149)
Unearned revenue	2,202,552	—	—	—	8,326,657	—	—	—	10,529,209	—	—	10,529,209	37,373,822
Other liabilities	256,955	—	—	77,361	(9,243,242)	—	—	—	(8,908,926)	—	268,313	(8,640,613)	23,794,722
Other postemployment benefit liability	(7,500,000)	—	—	—	23,000,000	—	—	—	15,500,000	—	22,130,659	37,630,659	38,186,454
Pollution remediation liability	—	—	—	—	1,041,542	—	—	—	1,041,542	—	(1,108,000)	(66,458)	2,707,000
Net cash provided by (used in) operating activities	$ 1,044,094,878	20,685,650	(6,356,294)	(10,265,169)	(21,350,593)	—	—	—	1,026,808,472	26,418	(11,332,274)	1,015,502,616	1,039,597,919

See accompanying independent auditors' report.

Schedule 5

NEW JERSEY TURNPIKE AUTHORITY
(A Component Unit of the State of New Jersey)

Schedule of Net Revenue Requirement

Years ended December 31, 2013 and 2012

		2013	2012
Test 1:			
Total operating revenues	$	1,512,963,743	1,485,825,845
Build America Bonds subsidy		75,172,932	81,665,325
Total investment income		13,246,892	14,988,070
Less earnings on construction investments		(3,151,975)	(3,169,847)
Arts center		3,177,928	3,117,943
Total pledged revenues		1,601,409,520	1,582,427,336
Less revenue operating expenses		(473,034,818)	(472,234,532)
Net revenue available for debt service		1,128,374,702	1,110,192,804
Less net revenue requirements:			
Interest expense – debt service		(452,891,298)	(464,165,974)
Principal payment – debt service		(131,880,951)	(132,975,000)
Revenue transfer to charges		(1,645,866)	(3,629,446)
Revenue transfer to maintenance reserve		(72,635,000)	(70,519,000)
Revenue transfer to special project reserve		(27,783,000)	(35,965,000)
Excess net revenues	$	441,538,587	402,938,384
Test 2:			
Total operating revenues	$	1,512,963,743	1,485,825,845
Build America Bonds subsidy		75,172,932	81,665,325
Total investment income		13,246,892	14,988,070
Less earnings on construction investments		(3,151,975)	(3,169,847)
Arts Center		3,177,928	3,117,943
Total pledged revenues		1,601,409,520	1,582,427,336
Less revenue operating expenses		(473,034,818)	(472,234,532)
Net revenue available for debt service		1,128,374,702	1,110,192,804
Less 1.2 times aggregate debt service		(701,726,699)	(716,569,169)
Excess net revenues	$	426,648,003	393,623,635
Debt service coverage ratio		1.93	1.86

See accompanying independent auditors' report.

Schedule 6A

NEW JERSEY TURNPIKE AUTHORITY
(A Component Unit of the State of New Jersey)

Schedule of Investments

December 31, 2013

	Interest rate	Maturity	Par value	Carrying value
Revenue:				
Commercial Paper	0.04% – 0.10%	1/3/14 – 3/31/14	$ 71,150,000	71,148,326
Federal Agency Notes	0.00% – 0.09%	1/3/14 – 7/21/14	39,155,000	39,151,137
Repurchase Agreement	0.02% – 0.09%	1/6/14 – 6/23/14	11,750,000	11,750,388
			122,055,000	122,049,851
Construction:				
Certificate of Deposit	0.41% – 0.69%	1/8/14 – 6/5/14	325,000,000	326,233,257
Commercial Paper	0.45% – 0.65%	1/29/14 – 4/21/14	179,450,000	179,313,094
Federal Agency Notes	0.14% – 0.17%	4/25/14 – 6/30/14	122,000,000	122,041,547
			626,450,000	627,587,898
Maintenance Reserve:				
Commercial Paper	0.03% – 0.10%	1/7/14 – 2/7/14	18,002,366	18,001,366
Federal Agency Notes	0.01% – 0.02%	1/3/14 – 2/4/14	8,500,000	8,499,932
			26,502,366	26,501,298
Special Project Reserve:				
Commercial paper	0.06% – 0.12%	1/3/14 – 2/20/14	41,500,000	41,496,231
			41,500,000	41,496,231
General Reserve:				
Commercial paper	0.07% – 0.50%	1/13/14 – 6/16/14	261,735,000	261,597,075
			261,735,000	261,597,075
Charges:				
Federal Agency Notes	0.01% – 0.03%	1/2/14 – 1/2/14	47,000	47,000
US Treasury Bill	0.01% – 0.01%	1/2/14 – 1/2/14	13,000	13,000
			60,000	60,000
Debt Service:				
Commercial Paper	0.17% – 0.17%	1/2/14 – 1/2/14	21,135,630	21,135,530
Federal Agency Notes	0.01% – 0.14%	1/2/14 – 1/2/14	350,772,000	350,771,541
US Treasury Bill	0.01% – 0.03%	1/2/14 – 1/2/14	9,353,000	9,352,995
			381,260,630	381,260,066
Debt Reserve:				
Certificate of Deposit	2.26% – 3.23%	4/29/14 – 12/15/15	406,168,240	409,766,138
Federal Agency Notes	1.05% – 1.05%	4/25/18 – 4/25/18	104,919,000	102,563,568
			511,087,240	512,329,706
Total			$ 1,970,650,236	1,972,882,125

Above is the detail of investments listed on the Schedule of Net Position – Reconciliation of Bond Resolution to GAAP (Schedule 2) for Total Bond Resolution. This table does not include the Garden State Arts Foundation investments.

See accompanying independent auditors' report.

NEW JERSEY TURNPIKE AUTHORITY
(A Component Unit of the State of New Jersey)

Schedule of Investments

December 31, 2012

	Interest rate	Maturity	Par value	Carrying value
Revenue:				
Commercial paper	0.01% – 0.16%	1/4/2013	$ 82,000,126	81,999,606
Federal Agency Notes	0.01% – 0.01%	1/4/2013	13,000,000	12,999,989
Repurchase agreements	0.03% – 0.07%	1/3/13 – 6/6/13	51,250,000	51,250,729
			146,250,126	146,250,324
Construction:				
Certificates of deposit	0.25% – 0.52%	1/24/13 – 3/11/13	99,180,660	99,379,195
Commercial paper	0.10% – 0.75%	1/4/13 – 4/3/13	139,943,871	139,895,356
Federal Agency Notes	0.15% – 1.00%	1/9/2013 – 3/27/13	95,000,000	95,251,331
			334,124,531	334,525,882
Maintenance Reserve:				
Commercial paper	0.04%	1/29/2013	1,700,086	1,700,033
Federal Agency Notes	0.00% – 0.08%	1/3/13 – 2/8/13	27,600,000	27,599,643
			29,300,086	29,299,676
Special Project Reserve:				
Commercial paper	0.05% – 0.13%	1/3/13 – 2/15/13	33,700,000	33,697,552
			33,700,000	33,697,552
General Reserve:				
Commercial paper	0.11% – 0.35%	1/7/13 – 3/25/13	150,923,000	150,891,205
Federal Agency Notes	0.80%	4/26/2013	3,565,000	3,577,724
			154,488,000	154,468,929
Charges:				
Commercial paper	0.03%	1/2/2013	146,000	146,000
Federal Agency Notes	0.04% – 0.09%	1/2/2013	450,000	449,999
			596,000	595,999
Debt Service:				
Commercial paper	0.01% – 0.30%	1/2/2013	63,587,966	63,587,636
Federal Agency Notes	0.04% – 1.63%	1/2/2013 – 6/14/13	145,219,000	145,348,866
Money Market Fund	0.80%	1/1/2013	124,547,103	124,547,375
			333,354,069	333,483,877
Debt Reserve:				
Certificates of deposit	2.26% – 3.23%	4/29/14 – 1/13/15	406,168,240	409,742,838
			406,168,240	409,742,838
Total			$ 1,437,981,052	1,442,065,077

Above is the detail of investments listed on the Schedule of Net Position – Reconciliation of Bond Resolution to GAAP (Schedule 2) for Total Bond Resolution. This table does not include the Garden State Arts Foundation investments.

See accompanying independent auditors' report.

Schedule 7

NEW JERSEY TURNPIKE AUTHORITY
(A Component Unit of the State of New Jersey)

Schedule of Depositories

December 31, 2013 and 2012

	2013				2012			
	Book balance	**Bank balance**	**Market value of securities pledged to secure deposits**		**Book balance**	**Bank balance**	**Market value of securities pledged to secure deposits**	
JP Morgan Chase:								
Revenue	$ 159,562,780	144,236,919			147,702,218	133,238,645		
Construction	79,127,692	79,843,673			57,968,858	64,448,386		
Maintenance reserve	4,276,254	4,276,254			919,638	1,286,570		
	242,966,726	228,356,846	278,346,626		206,590,714	198,973,601	259,835,097	
Bank of America:								
Revenue	9,079,601	11,631,466			14,686,258	20,415,193		
Construction	—	—			25,478	186,520		
	9,079,601	11,631,466	44,325,499		14,711,736	20,601,713	30,717,523	
Wells Fargo:								
Revenue	8,326,638	6,683,495			8,703,175	4,987,050		
Special project reserve	2,467,688	2,904,613			7,340,752	26,000		
General reserve	11,379,853	11,379,853			7,705,600	8,012,896		
	22,174,179	20,967,961	16,170,724	(1)	23,749,527	13,025,946	19,700,033	(1)
Bank of New York Mellon:								
Revenue	1,413,300	164,307			866,285	277,159		
	1,413,300	164,307	129,181	(2)	866,285	277,159	256,463	(2)
TD Bank, NA:								
Revenue	250,109	439,473			250,527	377,955		
	250,109	439,473	1,504,980		250,527	377,955	1,499,370	
Total Subject to Pledged Securities	275,883,915	261,560,053	$ 340,477,010		246,168,789	233,256,374	$ 312,008,486	
Bank of New York Mellon – Trust:								
Construction:	887,587	887,587			310,969	310,969		
General reserve	89,583	89,583			52,376	52,376		
Charges	58,433	56,720			58,349	63,144		
Debt service	817,636	2,062,948			5,153,101	5,742,227		
	1,853,239	3,096,838 (3)			5,574,795	6,168,716 (3)		
Toll Collection and Other Imprest Funds:								
Revenue	336,346	—			320,946	—		
	336,346 (4)	—			320,946 (4)	—		
Total Subject to Bond Resolution	278,073,500	264,656,891			252,064,530	239,425,090		
TD Bank, NA:								
Garden State Arts Center Foundation	698,521	706,521			670,735	679,455		
	698,521	706,521			670,735	679,455		
Northfield Bank:								
Garden State Arts Center Foundation	266,397	266,397			—	—		
	266,397	266,397			—	—		
	$ 279,038,418	265,629,809			$ 252,735,265	240,104,545		

(1) Revenue deposits; invested next business day.
(2) Also covered by FDIC insurance of $250,000.
(3) Funds held by Trustee are exempt from collateral requirements.
(4) Cash on hand, not at bank.

See accompanying independent auditors’ report.

NEW JERSEY TURNPIKE AUTHORITY
(A Component Unit of the State of New Jersey)

Schedule of Cost of Investment in Facilities

December 31, 2013
(With comparative financial information for the year ended December 31, 2012)

		Completed construction funds	2008/2009 Bond anticipation note	Ten year capital program	Maintenance reserve	Special project reserve	General reserve	2013 Total	2012 Total
Land	$	663,199,914	2,599,049	101,524,657	—	117,707	8,128,386	775,569,713	758,866,562
Buildings and sound barriers		438,222,583	19,762,780	30,684,106	—	11,858,273	26,370,738	526,898,480	519,573,277
Road surface		431,950,967	43,307,384	199,172,664	103,505,560	1,493,075	12,353,932	791,783,582	690,241,690
Road bed		2,489,765,620	56,174,038	113,279,737	—	—	1,945,946	2,661,165,341	2,574,555,705
Bridges		1,767,348,867	17,269,423	283,670,501	154,922,389	—	32,177,604	2,255,388,784	2,133,677,565
Equipment		515,778,639	47,172,022	155,190,912	—	61,428,757	85,765,561	865,335,891	793,450,965
Construction-in-progress		166,165,866	55,810,859	3,594,921,605	—	19,258,616	3,618,953	3,839,775,899	2,857,780,714
Cost of investment in facilities		6,472,432,456	242,095,555	4,478,444,182	258,427,949	94,156,428	170,361,120	11,715,917,690	10,328,146,478
Accumulated depreciation		(2,467,250,955)	(29,951,065)	(56,109,418)	(25,415,197)	(30,524,523)	(37,532,135)	(2,646,783,293)	(2,472,882,233)
Capital assets, net of accumulated depreciation	$	4,005,181,501	212,144,490	4,422,334,764	233,012,752	63,631,905	132,828,985	9,069,134,397	7,855,264,245

Completed construction funds:		
Original turnpike extensions and additional lanes	$	63,613,074
Revenues invested in facilities		42,706,856
1966 Turnpike Improvement		174,346,948
1971 Turnpike Improvement		23,108,145
1973 Improvement and Funding Program		29,150,598
1977 Turnpike System Revenue Bond Accounts		—
1984 Turnpike Revenue Bonds		—
Refunding of 1984 Bonds		—
1985-1990 Widening Project		341,690,819
Business Plan for the 90's		798,937,466
Former NJHA Construction		567,636,315
2000 Construction Fund		1,416,535,251
2003 Construction Fund		16,526,937
2004 Construction Fund		444,271,342
2005 Construction Fund		86,657,750
2008 Acquisition Payment Fund		—
	$	4,005,181,501

See accompanying independent auditors' report.

Schedule 9A

NEW JERSEY TURNPIKE AUTHORITY
(A Component Unit of the State of New Jersey)

Schedule of Bond Indebtedness

December 31, 2013

	Amount outstanding December 31, 2012	Refunded or acquired and canceled in current year	Mandatory redemption/ sinking fund installments	Debt issuance	Accretion of capital appreciation bonds	Amortization of premiums and discounts	Amount outstanding December 31, 2013
Turnpike revenue bonds:							
Series 1991C	$ 67,160,000	—	—	—	—	—	67,160,000
Series 2000A	17,275,000	—	(17,275,000)	—	—	—	—
Series 2000B-G	400,000,000	—	—	—	—	—	400,000,000
Series 2003B	498,475,000	—	(115,700,000)	—	—	—	382,775,000
Series 2003C	225,000,000	(225,000,000)	—	—	—	—	—
Series 2004B	148,512,160	—	—	—	7,747,551	—	156,259,711
Series 2004C-2	132,850,000	—	—	—	—	—	132,850,000
Series 2005A	409,180,000	—	—	—	—	—	409,180,000
Series 2005B	32,500,000	—	—	—	—	—	32,500,000
Series 2005C	95,880,000	(95,880,000)	—	—	—	—	—
Series 2005D1-D4	208,735,000	—	—	—	—	—	208,735,000
Series 2009A	92,500,000	—	—	—	—	—	92,500,000
Series 2009B	50,000,000	—	—	—	—	—	50,000,000
Series 2009E	300,000,000	—	—	—	—	—	300,000,000
Series 2009F	1,375,000,000	—	—	—	—	—	1,375,000,000
Series 2009G	34,770,000	—	—	—	—	—	34,770,000
Series 2009H	306,170,000	—	—	—	—	—	306,170,000
Series 2009I	178,005,000	—	—	—	—	—	178,005,000
Series 2010A	1,850,000,000	—	—	—	—	—	1,850,000,000
Series 2011A	225,000,000	(150,000,000)	—	—	—	—	75,000,000
Series 2011B	50,000,000	—	—	—	—	—	50,000,000
Series 2012A	141,255,000	—	—	—	—	—	141,255,000
Series 2012B	804,435,000	—	—	—	—	—	804,435,000
Series 2012C	71,000,000	(71,000,000)	—	—	—	—	—
Series 2012D	150,000,000	(150,000,000)	—	—	—	—	—
Series 2012E	150,000,000	(150,000,000)	—	—	—	—	—
Series 2012F	43,750,000	(43,750,000)	—	—	—	—	—
Series 2012G	43,750,000	—	—	—	—	—	43,750,000
Series 2013A	—	—	—	1,400,000,000	—	—	1,400,000,000
Series 2013B	—	—	—	100,000,000	—	—	100,000,000
Series 2013C	—	—	—	271,000,000	—	—	271,000,000
Series 2013D	—	—	—	225,000,000	—	—	225,000,000
Series 2013E	—	—	—	150,000,000	—	—	150,000,000
Series 2013F	—	—	—	90,880,000	—	—	90,880,000
Series 2013G	—	—	—	43,750,000	—	—	43,750,000
Premiums and discounts	271,872,211	—	—	145,240,751	—	—	417,112,962
	8,373,074,371	(885,630,000)	(132,975,000)	2,425,870,751	7,747,551	—	9,788,087,673
Less amortization	(76,491,986)	—	—	—	—	(25,588,940)	(102,080,926)
	$ 8,296,582,385	(885,630,000)	(132,975,000)	2,425,870,751	7,747,551	(25,588,940)	9,686,006,747

See accompanying independent auditors' report.

Schedule 9B

NEW JERSEY TURNPIKE AUTHORITY
(A Component Unit of the State of New Jersey)

Schedule of Refunded Bond and Note Indebtedness

December 31, 2013
(With comparative financial information as of December 31, 2012)

Note:
As of December 31, 2013 and 2012, refunded bond and note indebtedness which is still outstanding in fully collateralized escrow accounts is as follows:

Refunded series		Refunded amount	Matured/ redeemed	2013 outstanding	2012 outstanding
Turnpike system revenue bonds:					
First series, 6.00% (1977 refunding issue), Redemption January 1, 2014	$	202,415,000	—	202,415,000	202,415,000
First series, 5.70% (1973 issue), maturing May 1, 2013		210,000,000	(210,000,000)	—	210,000,000
Turnpike revenue bonds:					
Series 2001, Serial bonds 5.00% to 5.50%, Redemption January 1, 2013 through January 1, 2016		243,080,000	(156,270,000)	86,810,000	121,535,000
Turnpike Revenue Bonds:					
Series 1991C, 4.80% to 6.50%, Escrowed until January 1, 2016		1,162,185,000	(595,420,000)	566,765,000	616,765,000
Series 2000A, 4.80% to 6.00%, Redemption January 1, 2012 and January 1, 2014		1,051,520,000	(991,745,000)	59,775,000	107,775,000
Series 2003B (Federally Taxable) 1.15% to 3.14%, Redemption January 1, 2015		32,000,000	—	32,000,000	32,000,000
Series 2009E Turnpike Revenue Bonds, Redemption January 1, 2014		75,000,000	—	75,000,000	75,000,000
Series 2003A Turnpike Revenue Bonds, redemption July 1, 2013		788,815,000	(788,815,000)	—	788,815,000
Series 2003C1 Turnpike Revenue Bonds, redemption June 3, 2013		225,000,000	(225,000,000)	—	—
Series 2005C Turnpike Revenue Bonds, redemption January 1, 2015		95,880,000	—	95,880,000	—
Total	$	4,085,895,000	(2,967,250,000)	1,118,645,000	2,154,305,000

See accompanying independent auditors' report.

Schedule 10A

NEW JERSEY TURNPIKE AUTHORITY
(A Component Unit of the State of New Jersey)

NEW JERSEY TURNPIKE

Schedule of Toll Revenue

Years ended December 31, 2013 and 2012

(Unaudited)

Class	Description	2013 Toll revenue	2013 Number of vehicles	2012 Toll revenue	2012 Number of vehicles
1	Passenger car, motorcycle, taxi or hearse, light truck	$ 680,136,562	195,208,466	$ 675,675,862	194,507,978
2	Vehicles having two axles other than type described under Class 1	56,689,610	7,712,214	53,318,605	7,334,674
3	Vehicle (vehicles), single or in combination, having three axles	25,254,968	3,182,342	23,987,133	3,103,958
4	Vehicle (vehicles), single or in combination, having four axles	29,465,938	2,445,400	28,669,609	2,419,132
5	Vehicle (vehicles), single or in combination, having five axles	209,935,025	13,980,389	206,595,728	13,823,820
6	Vehicle (vehicles), single or in combination, having six or more axles	5,323,264	299,582	4,684,411	272,493
7	Buses having two axles	2,018,642	389,347	1,955,485	384,413
8	Buses having three axles	13,094,746	1,268,625	12,980,923	1,294,039
	Nonrevenue vehicles	—	1,504,124	—	1,437,341
		1,021,918,755	225,990,489	1,007,867,756	224,577,848
	Toll adjustments and discounts	(2,914,298)		(2,199,054)	
	Net violations*	(12,284,707)		(13,648,190)	
		$ 1,006,719,750		$ 992,020,512	

* During the year ended December 31, 2000, the Authority implemented the electronic toll collection system on the New Jersey Turnpike and accordingly the amounts of violations assessed are reported on this line. As a result of violation activities, some portion of unpaid tolls will be collected in subsequent years.

See accompanying independent auditors' report.

NEW JERSEY TURNPIKE AUTHORITY
(A Component Unit of the State of New Jersey)

GARDEN STATE PARKWAY

Schedule of Toll Revenue

Years ended December 31, 2013 and 2012

(Unaudited)

		2013		2012	
Class	**Description**	**Toll revenue**	**Number of vehicles**	**Toll revenue**	**Number of vehicles**
1	Passenger car, motorcycle, taxi or hearse, light truck	$ 397,245,757	363,863,483	$ 394,250,084	361,332,796
2	Vehicles having two axles other than type described under Class 1	2,241,070	1,084,740	2,354,974	1,003,678
3	Vehicle (vehicles), single or in combination, having three axles	2,850,998	1,083,455	2,998,354	995,125
4	Vehicle (vehicles), single or in combination, having four axles	2,715,925	736,150	2,797,239	666,441
5	Vehicle (vehicles), single or in combination, having five axles	2,261,072	536,632	2,543,099	531,302
6	Vehicle (vehicles), single or in combination, having six or more axles	220,707	25,595	110,150	18,789
7	Buses having two axles	2,570,092	610,796	1,402,150	599,598
8	Buses having three axles	2,473,110	976,286	2,543,809	1,009,114
	Nonrevenue vehicles	—	1,542,736	—	1,296,652
		412,578,731	370,459,873	408,999,859	367,453,495
	Toll adjustments and discounts	(319,989)		(521,468)	
	Net violations*	(5,215,182)		(6,840,418)	
		$ 407,043,560		$ 401,637,973	

* During the year ended December 31, 1999, the Authority implemented the electronic toll collection system on the Garden State Parkway and accordingly the amounts of violations assessed are reported on this line. As a result of violation activities, some portion of unpaid tolls will be collected in subsequent years.

See accompanying independent auditors' report.

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APPENDIX B

REPORT OF TRAFFIC ENGINEER

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New Jersey Turnpike System 2014 Traffic and Toll Revenue Forecast Study

Final

May 2014

CDM Smith

Table of Contents

Tables

Figures Follows Page

Chapter 1

Introduction

This study presents the traffic and toll revenue forecasts from 2014 through 2024 developed by CDM Smith for the New Jersey Turnpike (Turnpike), the Garden State Parkway (Parkway), and the Total System (the Turnpike and Parkway) . This investment grade study was undertaken at the request of the New Jersey Turnpike Authority (NJTA) for use in future bond issuances. CDM Smith forecasts have been used by the NJTA for more than 27 years in support of the issuance of bond financing and for internal financial planning. In light of the current economic climate, it is more important than ever to have up-to-date traffic and toll revenue forecasts based on the most currently available information.

CDM Smith last completed a detailed investment grade traffic and toll revenue study for the NJTA in July 2012. Since that time a "draw down" letter was developed to update the forecast presented in the 2012 study. The draw down letter was presented to the NJTA on February 15, 2013 The purpose of a draw down letter is to update actual traffic and revenue experience since the last study and to adjust short term (2 to 5 year) forecasts based on recent trends. Detailed economic analyses are not conducted as part of a draw down letter and therefore, longer term forecasts are not adjusted from those originally developed as part of the prior investment grade study.

This current investment grade study presents a new ten-year forecast of traffic and toll revenue for the Turnpike and Parkway. The traffic and revenue forecasts were based on a detailed analysis of the past relationship between actual Turnpike and Parkway transactions and actual socio-economic data. The development of the new forecasts relied on the most currently available socio-economic forecasts, historic traffic and toll revenue trends through March 2014, and the NJTA's most recent assumptions regarding future toll schedules, discount programs and future capital improvements. No toll increases or discount program changes are planned during the projection period. In addition, the estimated E-ZPass market share was developed for the forecast period based on historical trends and on future toll schedule assumptions. Site visits and meetings with local Metropolitan Planning Organizations (MPOs) and other agencies were conducted in order to complete the analysis of the potential growth in traffic and toll revenue on the Turnpike and Parkway. This study resulted in a new ten-year forecast of traffic and toll revenue for the Turnpike and the Parkway.

Report Structure

This report is comprised of five chapters, including the following:

Chapter 1 (Introduction) provides an introduction to the study, outlines the report structure and presents the basic study methodology.

Chapter 2 (Current Turnpike System Characteristics) introduces the NJTA Turnpike System and provides information on current Turnpike and Parkway characteristics, including per-mile toll rates and toll discount programs, current E-ZPass market shares, and vehicle class compositions on the two facilities. Also included are mainline traffic volumes and recent monthly and daily variations at select mainline locations.

Chapter 3 (Historical Traffic and Toll Revenue Trends) reviews annual and monthly transaction and toll revenue trends on the Turnpike and Parkway. Data are provided for passenger cars and commercial vehicles on the Turnpike and total vehicles on the Parkway. Information is provided on historical changes in the toll schedule and discount programs. Also included are historical E-ZPass market share trends and trends in vehicle composition.

Chapter 4 (Corridor Growth Analysis) summarizes the methodology that was employed to estimate future growth in toll transactions on the Turnpike and Parkway. This includes a description of the econometric model that was utilized as well as the site visits and meetings with local MPOs and other regional or local government agencies. A socioeconomic analysis was conducted to identify potentially explanatory factors that may influence future toll transactions. A discussion of the factors, including population, employment, unemployment, retail sales, and gross regional product trends and forecasts, is provided in Chapter 4. The ultimate product of the corridor growth analysis is a set of estimated annual normal growth rates for Turnpike passenger cars and commercial vehicles, and Parkway total vehicles. These estimated growth rates are presented in Chapter 4 along with a discussion of the explanatory factors.

Chapter 5 (Estimated Annual Toll Transactions and Gross Toll Revenue) presents a summary of the planned roadway improvement program on the Turnpike, the Parkway, and other roads in the study corridor. The estimated toll elasticity and associated impacts on toll transactions and toll revenue associated with the January 2012 toll rate increase are described. Estimates of future E-ZPass market shares are described. Lastly, estimated annual toll transactions and gross toll revenue are provided from 2014 through 2024. The annual estimates are provided for Turnpike passenger cars and commercial vehicles, and for total Parkway vehicles.

Chapter 2

Current Turnpike System Characteristics

This chapter describes the two toll facilities that comprise the NJTA System; the Turnpike and Parkway, and presents current characteristics of the two facilities. The characteristics include the current toll collection system, toll rates and accepted methods of payment. The proportion of 2013 toll transactions and toll revenue by each facility is provided. Other characteristics include the E-ZPass market share and the vehicle class composition. Average daily mainline traffic volumes are presented for calendar year 2013, along with a presentation of monthly and daily traffic variations at select mainline locations. It should be noted that gross toll revenue is defined in this report as toll revenue including all toll adjustments and discounts, but not including maintenance and operation costs.

Facility Descriptions

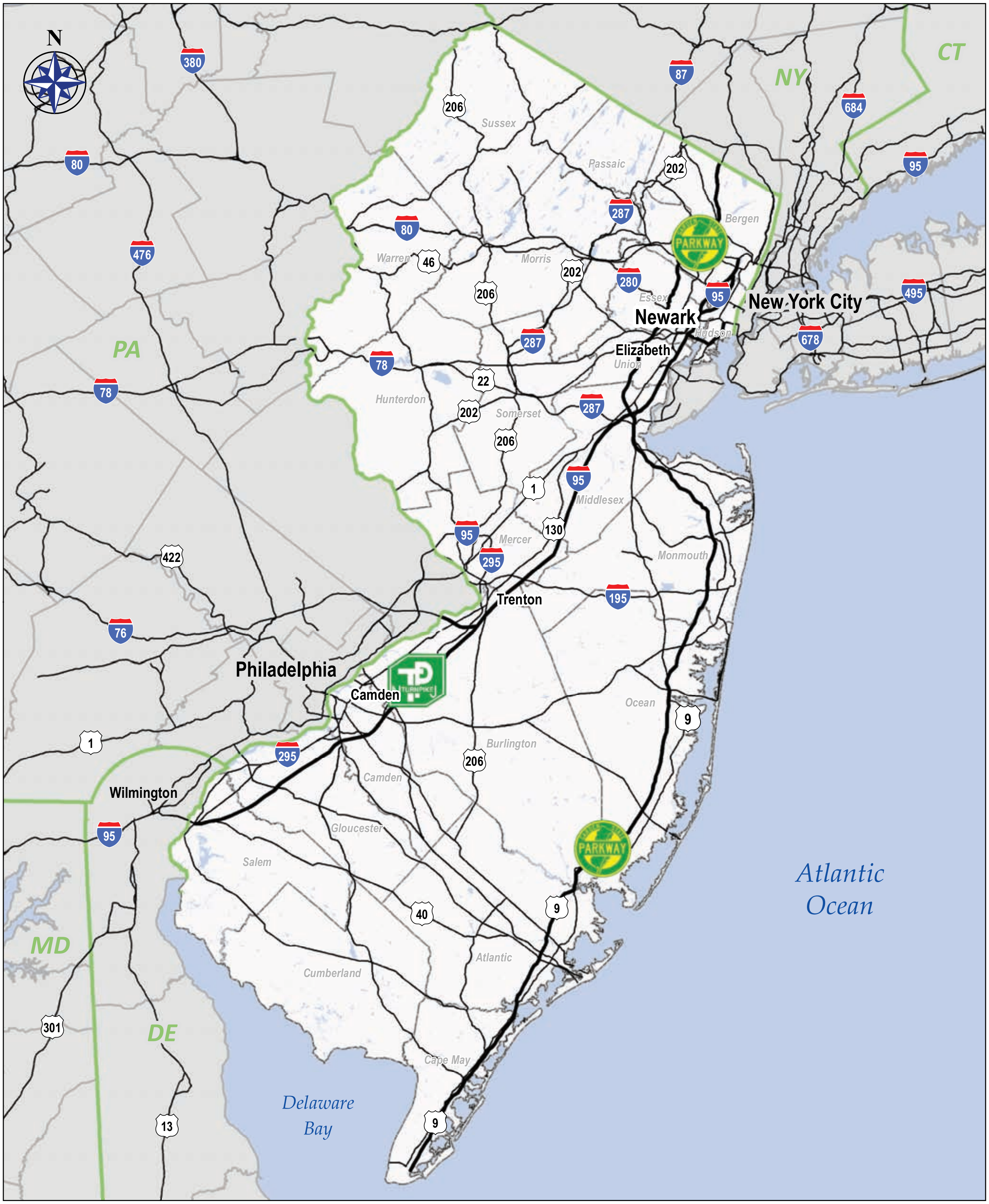
The NJTA toll road facilities are comprised of the New Jersey Turnpike and the Garden State Parkway. Figure 2-1 shows the location of these two toll roads. Interchange locations in northern and southern New Jersey are shown in Figures 2-2 and 2-3, respectively.

The New Jersey Turnpike

The Turnpike consists of a 122-mile mainline and two extensions, the 8.2 mile Newark Bay-Hudson County Extension (which crosses Newark Bay and connects the cities of Newark with Bayonne and Jersey City), and the 5.7 mile Pearl Harbor Memorial Turnpike Extension (which connects the Turnpike to the Pennsylvania Turnpike, I-276, via a bridge over the Delaware River). The Turnpike mainline is a principal north-south roadway in New Jersey linking major economic centers of the east coast, including Boston, New York City, Philadelphia, and Washington, D.C. Within New Jersey, the Turnpike provides access to a major seaport in Newark and Elizabeth, and to a major airport (the Newark International Airport).

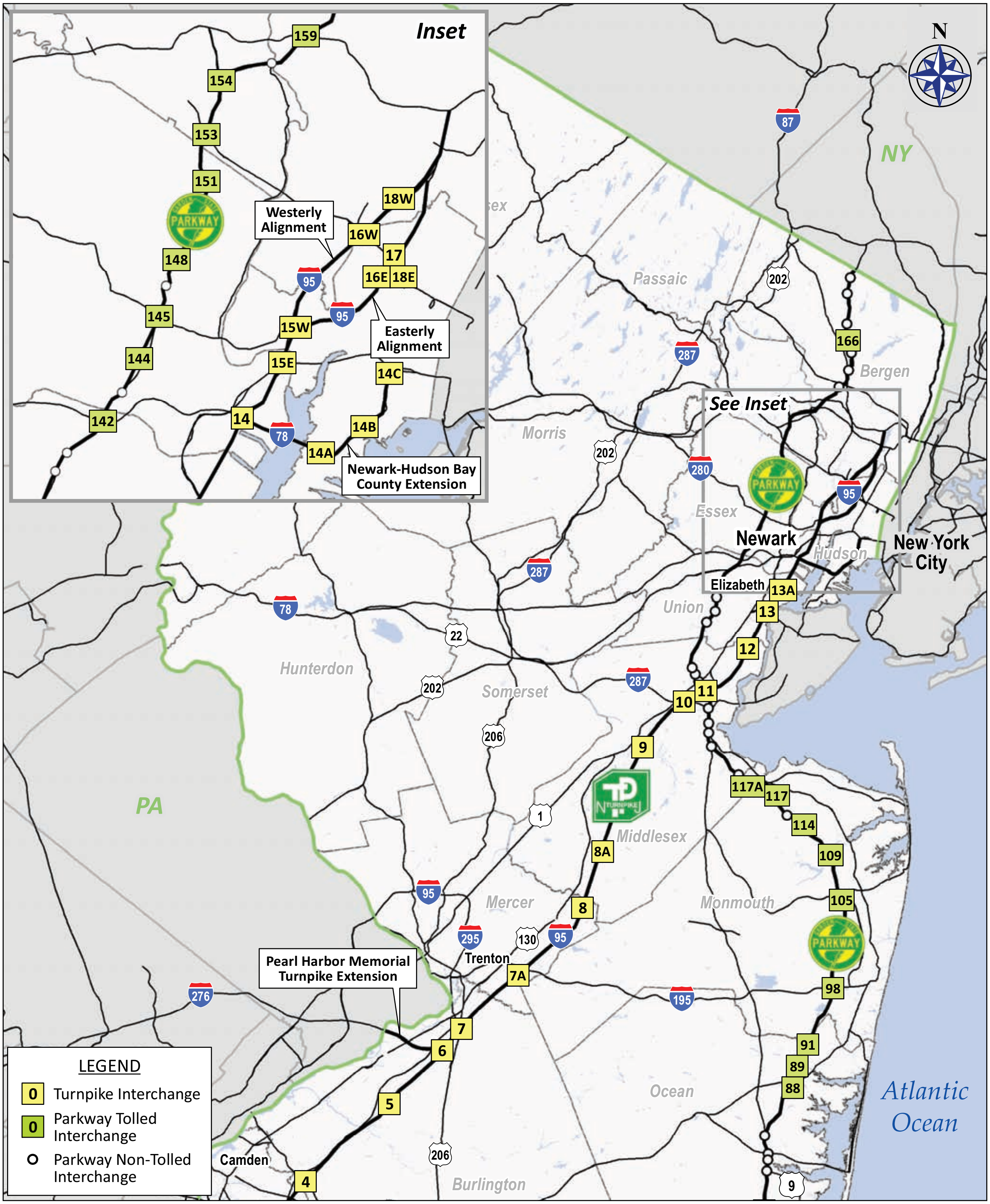
Interchanges on the Turnpike are numbered sequentially from the southern terminus to the northern, ranging from Interchange 1 to 18W/18E. At its southern terminus the Turnpike connects, via a short section of US Route 40, with the Delaware Memorial Bridge, the only crossing between New Jersey and Delaware. At its northern terminus, the Turnpike feeds into the George Washington Bridge, one of the most heavily traveled bridges in the world. North of Interchange 6, the Turnpike carries the I-95 designation.

The Turnpike currently provides two travel lanes per direction between Interchange 1 (Delaware Memorial Bridge) to Interchange 4 (Camden-Philadelphia), and three travel lanes per direction between Interchange 4 to Interchange 8A (Jamesburg/Cranbury). Between Interchange 8A to just north of Interchange 14 (Newark), the Turnpike has an inner roadway and an outer roadway in each direction (four separate roads). Under normal operations, the outer roadway permits truck, bus and passenger-car traffic, while the inner roadway permits only passenger-car traffic. This system of inner and outer roadways is called the “dual/dual” roadway.



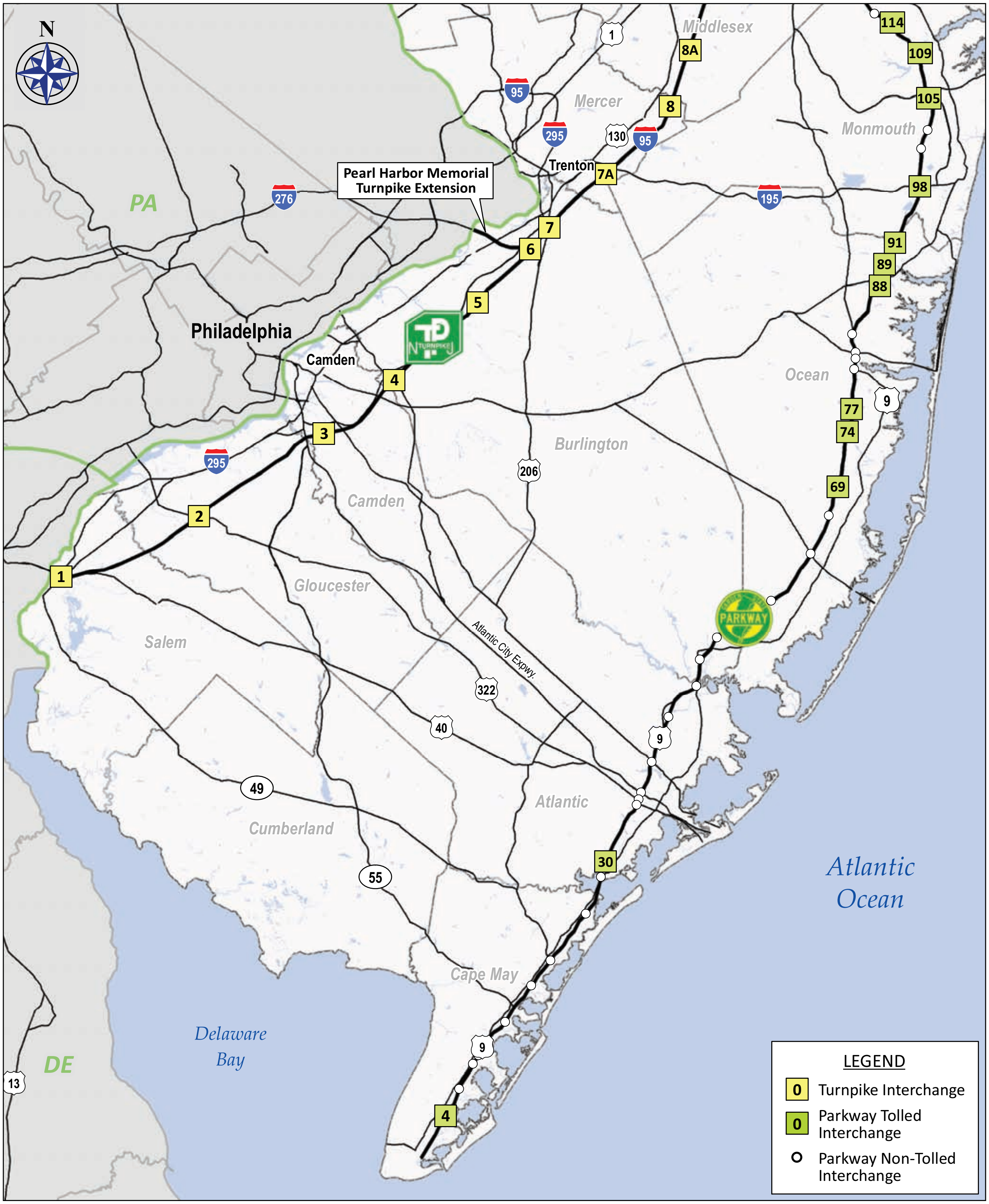
NJTA TOLL ROAD FACILITIES

FIGURE 2-1



DETAIL MAP OF NORTHERN NEW JERSEY

FIGURE 2-2



CDM Smith

DETAIL MAP OF SOUTHERN NEW JERSEY

FIGURE 2-3

Between Interchanges 8A and 9 (East Brunswick), there are a total of five lanes per direction; two outer lanes and three inner lanes. Between Interchanges 9 and 11 there are six lanes per direction; three outer lanes and three inner lanes.

The NJTA is currently implementing the Interchange 6 to 9 Widening Program, which is also described in Chapter 5 in the section Committed Roadway Improvements. This widening program will create a dual/dual roadway between Interchanges 6 and 8A, adding about 25 miles of additional dual/dual roadway, and making the dual/dual system continuous between Interchanges 6 and 8A. Between these two interchanges, the currently existing three lanes per direction will be expanded to three outer lanes and three inner lanes per direction. In addition, the outer roadway will be expanded by one lane per direction between Interchanges 8A and 9, resulting in three outer and three inner lanes per direction. This construction project was initiated in 2009 and is expected to be completed in late 2014. North of Interchange 14, the inner and outer roadways merge together and then split into two alignments, a westerly alignment west of the Hackensack River and an easterly alignment on the east side of the river. Each alignment serves both northbound and southbound traffic. The westerly alignment provides three travel lanes per direction north to Interchange 16W (NJ Route 30), and two travel lanes per direction between Interchange 16W and the merge with the easterly alignment. The easterly alignment provides three travel lanes per direction.

The Newark Bay-Hudson County Extension is a four-lane, 8.2 mile roadway that extends from Interchange 14 and provides access to Bayonne, Jersey City and the Holland Tunnel via Interchanges 14A, 14B, and 14C, respectively. This extension is designated as I-78 on its entire length. The Pearl Harbor Memorial Turnpike Extension is a six-lane, 5.7 mile roadway that provides a connection between the Turnpike mainline and the Pennsylvania Turnpike (I-276/I-76). There is only one Interchange on this extension (Interchange 6).

The Garden State Parkway

The Parkway is a 173-mile roadway that follows the New Jersey coastline from its southern terminus in Cape May northward to Woodbridge where the Parkway crosses the Turnpike and continues in a northerly direction further inland, passing through Newark and Clifton before reaching the NJ/NY State line. The Parkway connects to the New State Thruway (Interstate 87) just north of the NJ/NY State line. Interchanges on the Parkway are numbered by milepost from south to north beginning with Interchange 0 in Cape May and ending with Interchange 171 in northern New Jersey. The Parkway provides access to the Atlantic City Expressway; Interstate Routes 195, 287, 78, 280, and 80; the New Jersey Turnpike; and various U.S. and state highways.

Both commuters and tourists are served by the Parkway. Commuter and business traffic is high in the northern sections of the Parkway, as it passes through Bergen, Passaic, Essex, Union, and Middlesex counties near the New Jersey cities of New Brunswick, Newark, Jersey City, and New York City, NY. The proportion of tourist and recreational trips increases on the southern Parkway through Monmouth, Ocean, Atlantic and Cape May counties. While commercial traffic does occur on the Parkway, heavy commercial vehicles (registered as 10,000 lbs. or more, or those having six tires or three-or-more axles) are prohibited from using the Parkway north of Interchange 105 in Monmouth County.

Two travel lanes per direction are provided on the Parkway from Interchange 0 (Cape May) to Interchange 6 in the northbound travel lanes and to Interchange 9 in the southbound lanes. The

Parkway then has three lanes per direction until just north of Interchange 11. The Parkway maintains two lanes per direction until Interchange 48 (US 9 in Atlantic County). Three travel lanes per direction are provided northward to Interchange 91 (Route 549 in Monmouth County), four lanes per direction through Interchange 102 (Neptune in Monmouth County), and five lanes per direction through Interchange 117 (Route 35 in Monmouth County). Six travel lanes per direction are provided between Interchanges 117 and 127 (I-287 in Union County), and five lanes per direction are provided northward through Interchange 140 in Union County. Four travel lanes per direction exist northward to Interchange 145 (I-280 in Essex County), six lanes per direction continue northward to Interchange 168 in Bergen County, and four lanes per direction continue to the New York State border.

The NJTA is currently implementing a widening program on the Parkway between interchanges 36 and 48, to add an additional lane in each direction, totaling three lanes per direction. This construction project scheduled to begin in summer 2014 and to be opened to traffic in May 2017.

Toll Collection

This section presents information on the current toll collection system, the toll schedule and accepted methods of payment, and discount programs.

Toll Collection Systems

There are two toll collection systems on the Turnpike System: a ticket system on the Turnpike (with the exception of two barrier toll plazas described below) and an open-barrier system on the Parkway.

On the Turnpike, motorists pick up a ticket upon entering the Turnpike and pay for the trip upon exiting the Turnpike. The toll rate is based on the trip entrance and exit (the trip distance), the vehicle class, the time of day, and the method of payment. There are no toll-free movements on the ticket system. There are two barrier plazas that are part of the Turnpike, but not part of the ticket system. These are located at Interchanges 6A (Florence) and 17 (Lincoln Tunnel, Secaucus). At these two locations, motorists pay a fixed toll for passing through the toll plaza. Tolls are collected in the northbound direction at Interchange 17 and in the eastbound direction at Interchange 6A. There are 28 interchanges on the Turnpike.

On the Parkway, motorists pay a fixed toll at mainline and ramp barrier toll plazas. The toll is based on the type of barrier (mainline or ramp), vehicle class, the time of day, and method of payment. One trip may pass through multiple toll barriers. There are 11 mainline barrier locations, and 23 interchanges that have ramp barrier toll plazas. Out of the 11 mainline barriers, only one, Toms River at milepost 85, support toll collection in both the northbound and southbound directions. The ten other mainline barriers were all gradually converted from two-way to one-way toll collection (either northbound or southbound) to create greater efficiencies in the toll collection system and reduce motorist delay.

Toll Schedule and Methods of Payment

Both the Turnpike and the Parkway accept cash and E-ZPass for toll payments. Peak periods are defined by the NJTA as 7:00 to 9:00 AM and 4:30 to 6:30 PM Monday through Friday, and all day Saturday and Sunday for both toll road facilities. Both toll roads have a separate toll schedule for the following vehicle classes:

- 2 axle passenger cars;

- 2 axle trucks;
- 3 axle trucks;
- 4 axle trucks;
- 5 axle trucks;
- 6-or-more axle trucks;
- 2 axle buses; and
- 3 axle buses.

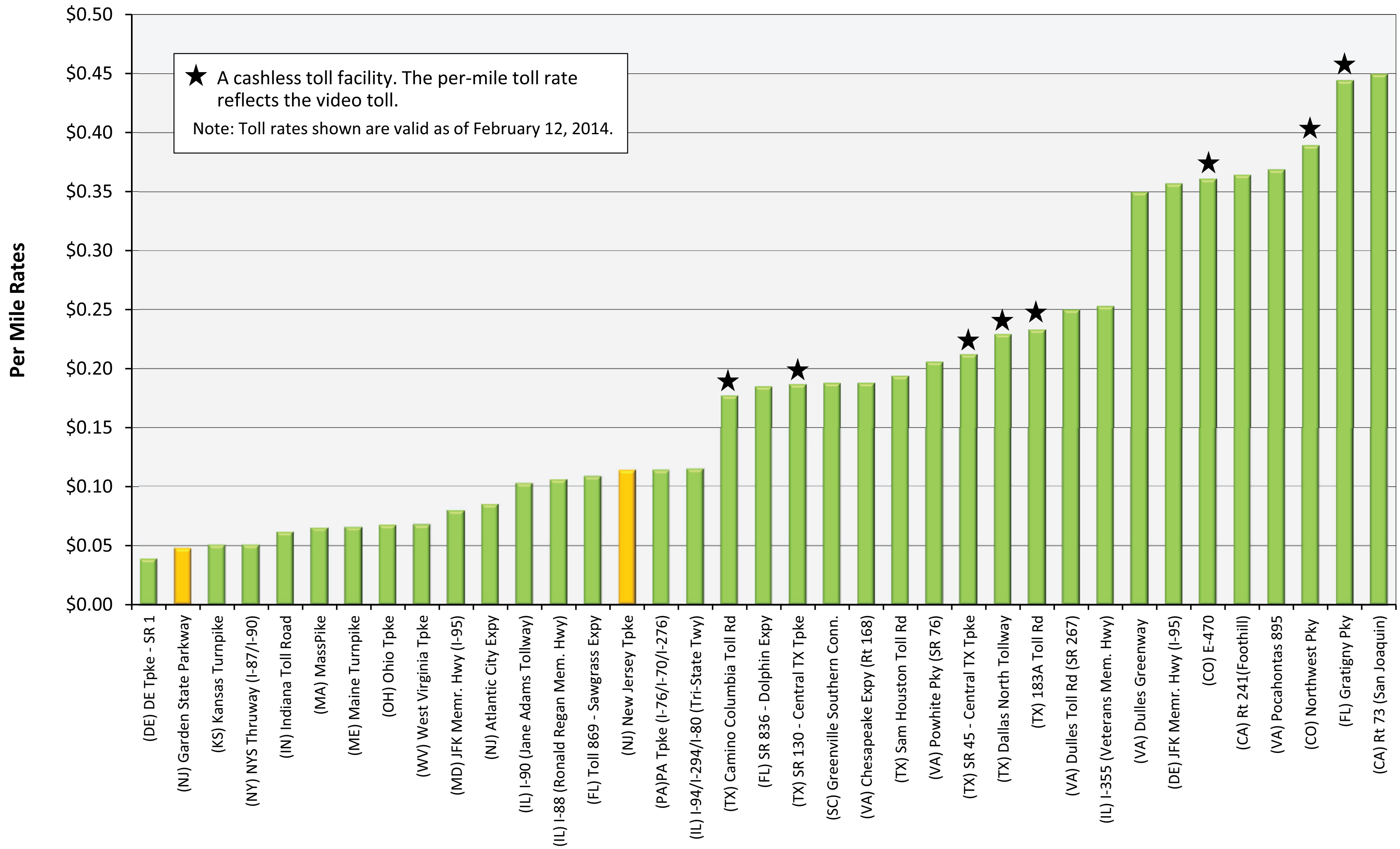
The NJTA offers automatic discounted toll rates on both toll roads to vehicles equipped with a NJ E-ZPass transponder. The eligibility for the discount is based on time of day, vehicle class, and other factors. Other discount programs which require enrollment are offered on one or both of the toll roads. These programs include a Senior Citizen Discount and a Green Pass Discount (eligible low emissions vehicles) among others.

The current toll schedule was implemented on January 1, 2012. Currently, the toll rate for a passenger car paying with cash or E-ZPass to travel the entire length of the Turnpike during a peak period is $13.85, which is equivalent to 11.4 cents per mile. The toll rate for a through trip on the Parkway is $8.25 or 4.8 cents per mile for a passenger car paying with either cash or E-ZPass. To put these toll rates in perspective, a comparison of 2014 per-mile toll rates for cash-paying passenger-car through trips is presented in Figure 2-4 for a variety of U.S. toll roads including the New York State Thruway, the Indiana Toll Road, the Pennsylvania Turnpike mainline, and the Dulles Greenway in VA. The Turnpike and Parkway are highlighted in yellow. In comparison with other major toll facilities in the U.S., the Turnpike and Parkway have moderate toll rates. Per-mile toll rates shown in Figure 2-4 range from 3.9 cents per mile on the Delaware Turnpike (SR 1) to 38.3 cents per mile on California Rt. 73 (San Joaquin). A similar comparison for ETC (Electronic Toll Collection) toll rates can be seen in Figure 2-5.

2013 Toll Transactions and Gross Toll Revenue by Facility

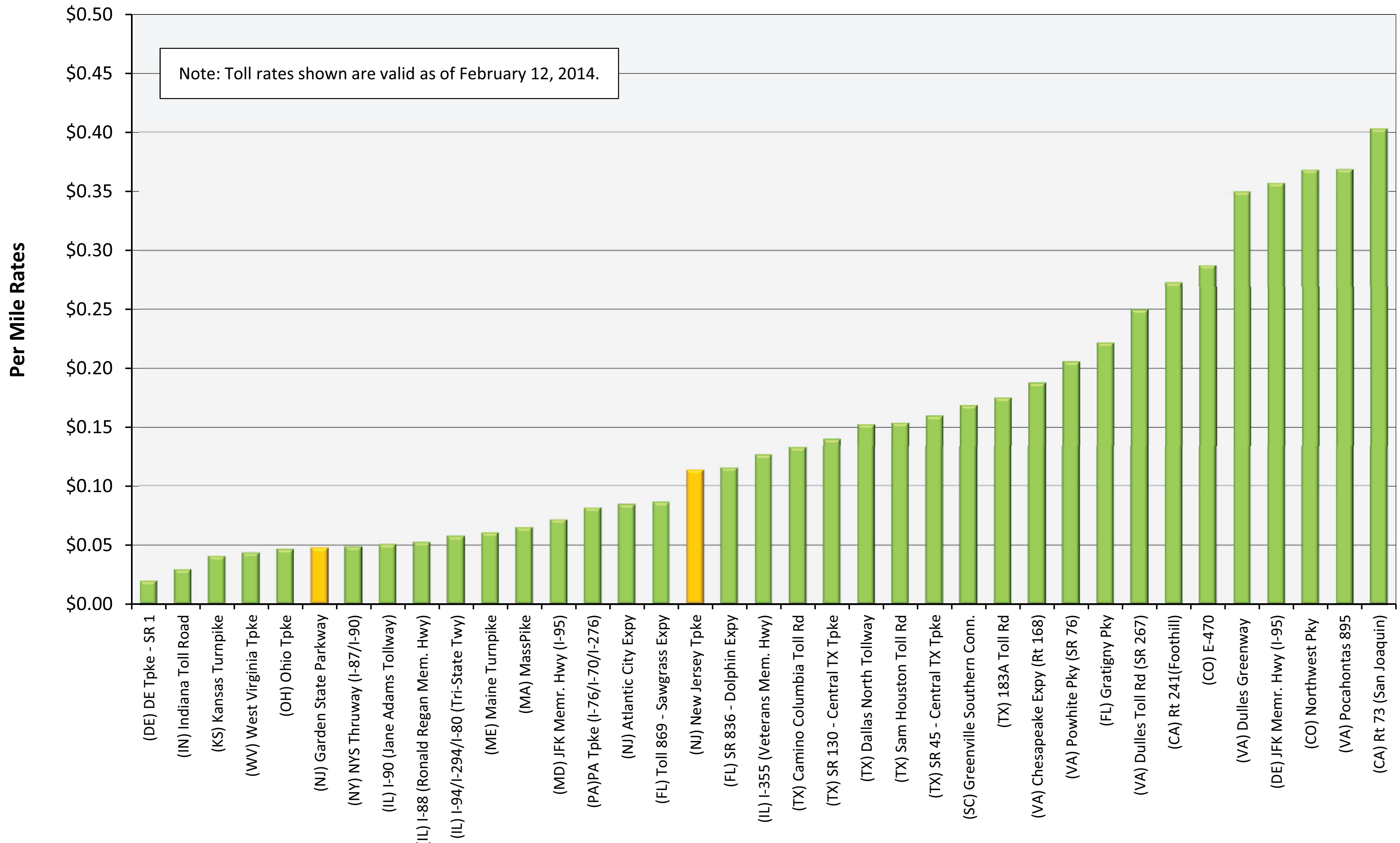
As presented in Figure 2-6, approximately 71.2 percent of the systemwide 2013 annual gross toll revenue was collected on the Turnpike compared to 28.8 percent on the Parkway. This reflects the higher per-mile toll rate structure on the Turnpike compared to the Parkway. In 2013, the Turnpike generated $1,006 million in gross toll revenue compared to $407 million for the Parkway.

In contrast, the Turnpike generated only 37.8 percent of the total 2013 toll transactions compared to 62.2 percent generated by the Parkway. The Turnpike generates fewer toll transactions because one transaction accounts for the entire trip while multiple transactions may occur on a Parkway trip. In 2013, the Turnpike generated approximately 224 million toll transactions compared to 369 million toll transactions for the Parkway.



2014 CASH PER-MILE TOLL RATES FOR PASSENGER CARS (BASED ON A THROUGH TRIP)

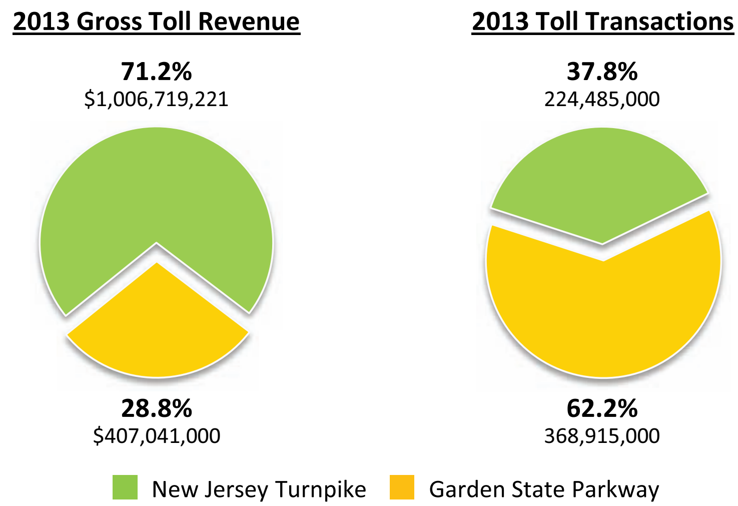
FIGURE 2-4



2014 ETC PER-MILE TOLL RATES FOR PASSENGER CARS (BASED ON A THROUGH TRIP)

CDM Smith

FIGURE 2-5



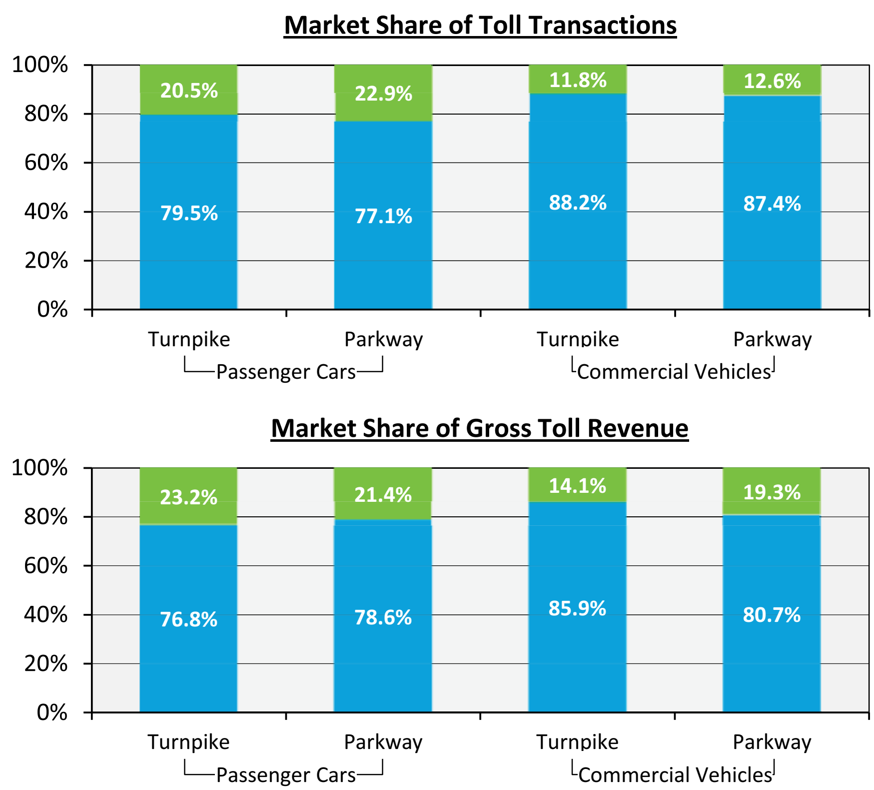
TOLL TRANSACTIONS AND GROSS TOLL REVENUE DISTRIBUTION BY FACILITY

FIGURE 2-6

2013 E-ZPass Market Share

E-ZPass is the preferred method of payment on both the Turnpike and the Parkway. The market share of E-ZPass in 2013 for the Turnpike and Parkway is presented in Figure 2-7. E-ZPass comprised 79.5 percent of all Turnpike and 77.1 percent of all Parkway passenger-car toll transactions. The E-ZPass market share was even higher for commercial vehicles, totaling 88.2 percent of all commercial-vehicle transactions on the Turnpike and 87.4 percent on the Parkway.

The market share of gross toll revenue generated by E-ZPass compared to cash was very similar to the market share by transactions. About 76.8 percent of passenger-car gross toll revenue was generated by E-ZPass on the Turnpike and 78.6 percent on the Parkway. About 85.9 percent of commercial-vehicle gross toll revenue was generated by E-ZPass on the Turnpike and 80.7 percent on the Parkway revenue.



2013 E-ZPass MARKET SHARE

FIGURE 2-7

2013 Vehicle Class Distribution

Passenger-car transactions comprised the vast majority of total toll transactions on both the Turnpike and the Parkway. The vehicle class distribution in 2013 is presented in Table 2-1. Passenger cars comprised 86.7 percent of all Turnpike transactions, and 98.6 percent of Parkway transactions. On the Turnpike, five-axle trucks totaled 6.2 percent of total transactions.

Table 2-1
2013 Vehicle Class Distribution
By Toll Transactions and Gross Toll Revenue
(Percent Distribution)

		2013 Toll Transactions			2013 Gross Toll Revenue		
Vehicle Class	**Description**	Turnpike	Parkway	Total System	Turnpike	Parkway	Total System
1	Passenger Cars	86.7	98.6	94.1	68.2	96.3	76.3
2	2 Axle Trucks	3.4	0.3	1.5	5.2	0.5	3.9
3	3 Axle Trucks	1.4	0.3	0.7	2.3	0.7	1.8
4	4 Axle Trucks	1.1	0.2	0.5	2.7	0.7	2.1
5	5 Axle Trucks	6.2	0.1	2.4	19.2	0.5	13.8
6	6-or-More Axle Trucks	0.1	0.0	0.1	0.5	0.1	0.4
B2	2 Axle Buses	0.2	0.2	0.2	0.2	0.6	0.3
B3	3 Axle Buses	0.8	0.3	0.5	1.7	0.6	1.3
Total		100.0	100.0	100.0	100.0	100.0	100.0
Passenger Cars (Class 1)		86.7	98.6	94.1	68.2	96.3	76.3
Commercial Vehicles (Classes 2-6, B2,B3)		13.3	1.4	5.9	31.8	3.7	23.7

Source: NJTA

On the revenue side, Turnpike passenger cars generated 68.2 percent of the 2013 annual gross toll revenue and five-axle trucks generated 19.2 percent. Parkway passenger cars generated 96.3 percent of the 2013 annual gross toll revenue.

2013 Mainline Traffic Volumes

The Turnpike and Parkway each serve a vast number of motorists every day. Table 2-2 presents annual average daily traffic (AADT) volumes on mainline sections of the Turnpike in 2013, and shows the percent trucks of the total volume. The AADTs are for both directions of travel. On the Turnpike Mainline, AADTs ranged from 43,900 at the southern terminus (between Interchanges 1 and 2) to a high of 235,000 between Interchanges 13 (Elizabeth) and 13A (Newark Airport – Elizabeth Seaport). AADTs peaked at 115,400 on the Easterly Alignment and 125,400 on the Westerly Alignment in 2013. Annual average daily traffic volumes ranged from 57,900 to 77,000 in 2013 on the Newark Bay-Hudson County Extension, and from 34,300 to 38,200 on the Pearl Harbor Memorial Extension.

Mainline traffic data on the Parkway is only available where there is a mainline barrier toll plaza. There are 11 mainline barrier toll plazas on the Parkway, and only one of them (Toms River) operates in both the northbound and southbound directions. 2013 mainline AADTs on the Parkway are shown

Table 2-2
2013 Annual Average Daily Traffic
Volumes On Mainline Segments
New Jersey Turnpike
(Both Directions)

Mainline Section Between Interchanges: Interchange	Interchange	2013 AADT (1)	Percent Commercial Vehicles
Mainline			
1	2	43,900	12.4
2	3	46,600	12.4
3	4	54,700	12.3
4	5	68,300	12.3
5	JCT. (2)	72,700	12.2
JCT. (2)	7	99,600	13.1
7	7A	109,300	14.1
7A	8	120,700	15.1
8	8A	123,500	14.7
8A	9	145,200	14.4
9	10	181,100	13.1
10	11	172,300	13.4
11	12	211,400	13.8
12	13	224,200	14.2
13	13A	235,000	14.8
13A	14	198,800	15.1
14	M (3)	214,900	15.3
Mainline Easterly Alignment			
M (3)	15E	101,700	14.0
15E	JE (4)	98,300	14.0
JE (4)	15X	115,400	13.2
15X	16E/18E	108,300	12.6
17	N (5)	50,200	15.0
Mainline Westerly Alignment			
M (3)	JW (6)	113,200	16.4
JW (6)	15W	125,400	17.7
15W	16W	120,300	16.6
16W	18W	87,000	17.4
Newark Bay-Hudson County Extension			
14	14A	77,000	8.7
14A	14B	60,300	5.9
14B	14C	57,900	5.4
Pearl Harbor Memorial Turnpike Extension			
JCT (2)	6	34,300	15.0
6	Bridge (7)	38,200	15.9

(1) Annual Average Daily Traffic
(2) JCT = the interchange between the Turnpike Mainline and the Pearl Harbor Memorial Turnpike Extension.
(3) M = The point where the dual-dual lanes terminate and merge into the easterly and westerly alignments.
(4) JE = southernmost access point on the easterly alignment.
(5) N = mainline section north of Interchange 17.
(6) JW = southernmost access point on the westerly alignment.
(7) Bridge = the bridge over the Delaware River that ties into I-276 in PA.

Source: NJTA

in Table 2-3 at the mainline barrier plazas. Actual AADTs are shown in the tolled direction, and estimated two-directional AADTS are shown based on doubling the traffic volume in the tolled direction. Mainline 2013 AADTs ranged from 28,600 at the southernmost plaza (Cape May) to 220,400 at the Raritan Plaza, milepost 124.

Table 2-3
2013 Annual Average Daily Traffic Volumes
At Mainline Toll Plazas
Garden State Parkway
(By Direction)

		2013 Annual Average Daily Traffic		
Milepost	Mainline Toll Plaza	NB (1)	SB (2)	Both (3)
166	Pascack Valley *	na	41,800	83,600
161	Bergen*	70,800	na	141,600
151	Essex*	na	74,000	148,000
142	Union*	99,100	na	198,200
124	Raritan*	na	110,200	220,400
104	Asbury Park*	76,800	na	153,600
85	Toms River	44,500	42,400	86,900
69	Barnegat*	na	32,000	64,000
54	New Gretna*	19,500	na	39,000
29	Great Egg*	na	19,200	38,400
19	Cape May*	14,300	na	28,600

(1) NB = northbound
(2) SB = southbound
(3) These are estimated AADTs based on doubling the reported traffic in the tolled direction.

* These mainline toll plazas have one-way toll collection. Traffic volumes are not available in the non-tolled direction.

Source: NJTA

2013 Mainline Monthly and Daily Traffic Volumes

This section presents 2013 monthly and daily traffic variations on select Turnpike and Parkway mainline segments. Recall that mainline traffic volume data is only available at mainline toll barriers on the Parkway, in the tolled direction. The following mainline sections were selected to illustrate the range of conditions on the facilities from the southern to the northern locations:

Turnpike mainline segments:

- Interchange 1 (Delaware Memorial Bridge) to 2 (Swedesboro-Chester);
- Interchange 7(Bordentown-Trenton) to 7A (Allentown-Trenton);
- Interchange 9 (New Brunswick) to 10 (Edison); and
- Interchange 16W (NJ 3-Sportsplex) to 18W (George Washington Bridge).

Parkway mainline segments:

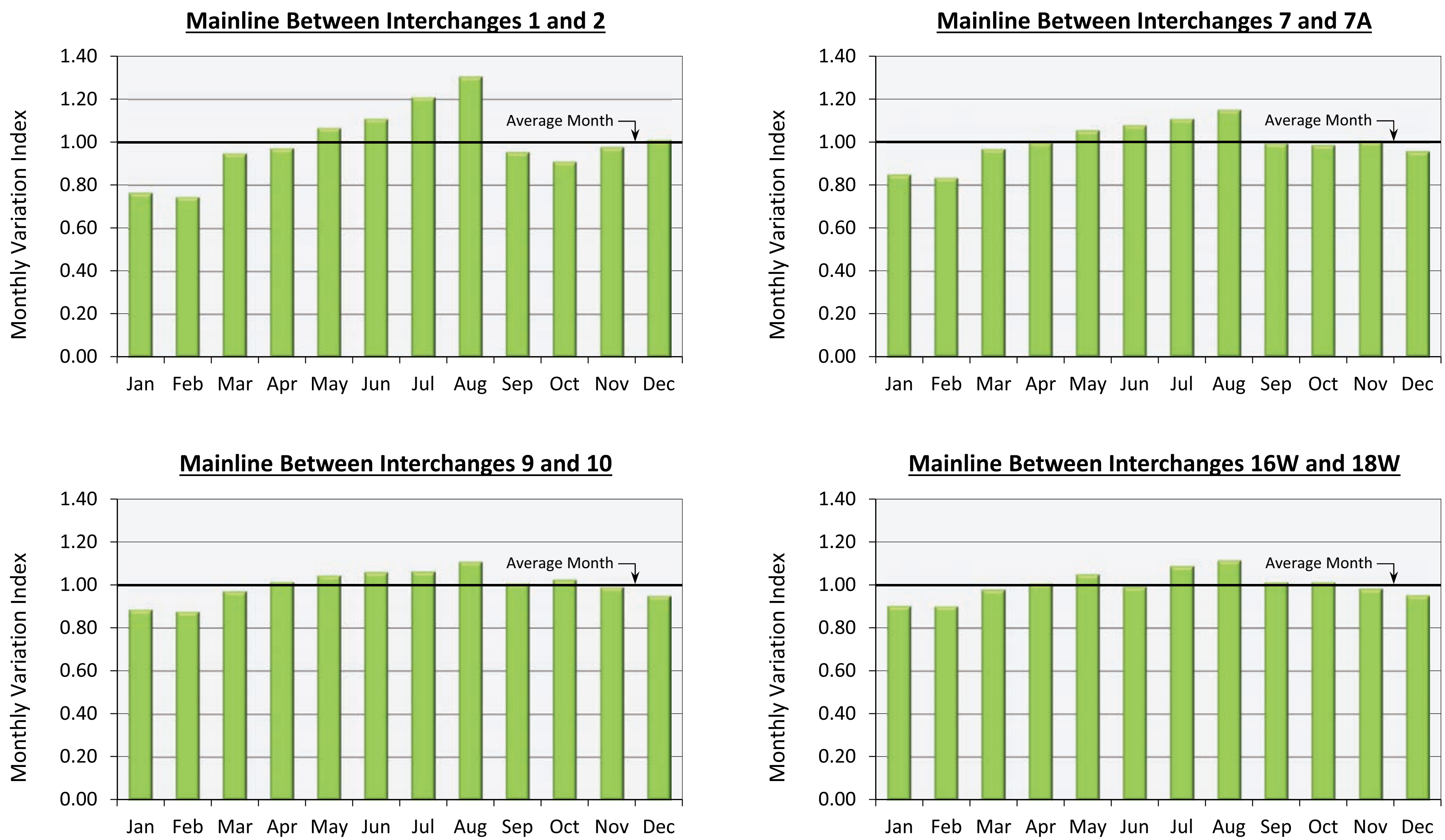
- Cape May Mainline Plaza - northbound (milepost 19);
- Toms River Mainline Plaza – northbound (milepost 85);
- Union Mainline Plaza – northbound (milepost 142); and
- Bergen Mainline Plaza – northbound (milepost 161).

The Turnpike characteristics are based on the total two-way traffic on each link, and the Parkway characteristics are based on northbound traffic.

Monthly Traffic Variations

Based on the four selected Turnpike mainline locations, the 2013 monthly traffic variations were greatest in the southern, more rural locations and less pronounced in the northern, more urban locations. These variations are shown in Figure 2-8. The traffic variations are based on average daily traffic (ADT) per month, and an index of 1.00 represents the "average month". In general, daily traffic volumes peaked during the summer months and reached their low point in January or February. As shown in Figure 2-8, average daily traffic on the southernmost Turnpike link, Interchange 1 – 2, in August was 31 percent higher than the average month, while the ADT in February was 75 percent of the average month. This represents a 56 percentage point spread in monthly ADTs. In contrast, the total spread decreased to 32 percentage points at mainline sections between Interchanges 7 – 7A, and 23 and 21 percentage points between Interchanges 9 – 10, and 16W and 18W, respectively. August traffic was only 11 percent higher than the average month, and both January and February traffic was 90 percent of the average month on the mainline between Interchanges 16W and 18W.

Monthly traffic variations for the Parkway are presented in Figure 2-9. The variations are shown for northbound traffic at the selected mainline barrier toll plazas. In similarity with the Turnpike, monthly ADTs peaked in August, and reached the lowest level in January or February. Average daily traffic on the southern mainline section that contains the Cape May toll plaza was 85 percent greater than the average month in August, and January traffic was only 62 percent of the average month. This represents a 123 percentage point spread between the lowest and highest traffic month. The total percentage point spread in monthly variations decreased to 41 points at the Toms River mainline barrier (milepost 85), and to 21 and 18 percentage points at the Union and Bergen mainline barriers, respectively. At the Bergen mainline barrier, August daily traffic was 6 percent greater than the average month, and February daily traffic was 88 percent of the average month.

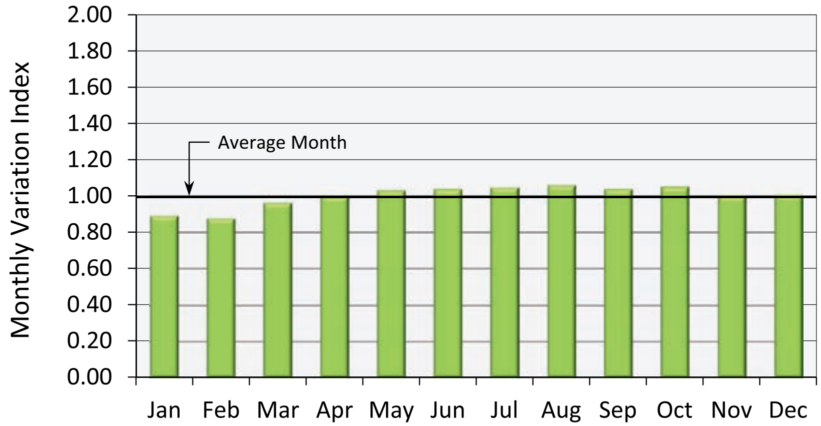


Note: Based on Two-Way Traffic Volumes.
Source: NJTA

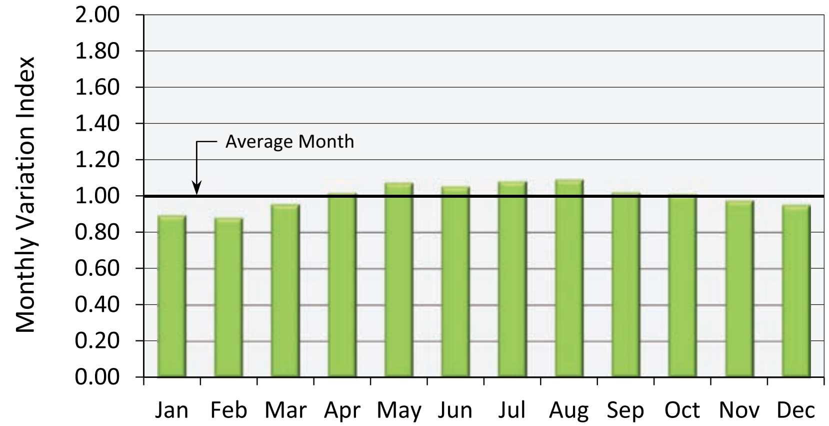
TURNPIKE: 2013 MONTHLY TRAFFIC VARIATIONS

FIGURE 2-8

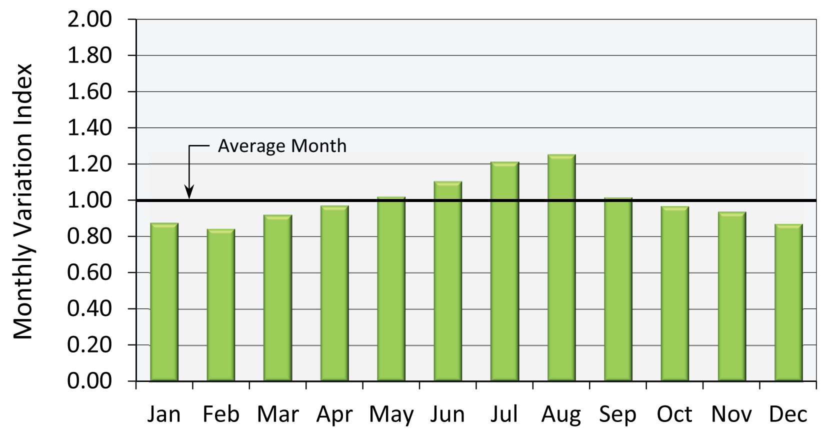
Bergen Mainline Barrier



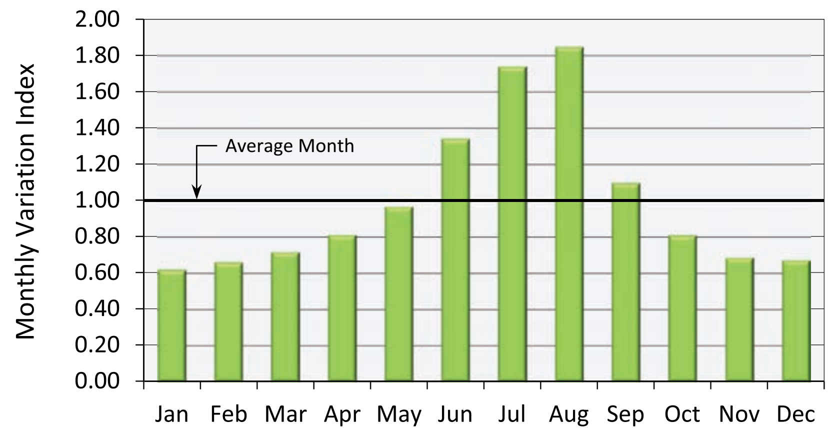
Union Mainline Barrier



Toms River Mainline Barrier



Cape May Mainline Barrier



Note: Based on Northbound Traffic Volumes.
Source: NJTA

CDM Smith

PARKWAY: 2013 MONTHLY TRAFFIC VARIATIONS

FIGURE 2-9

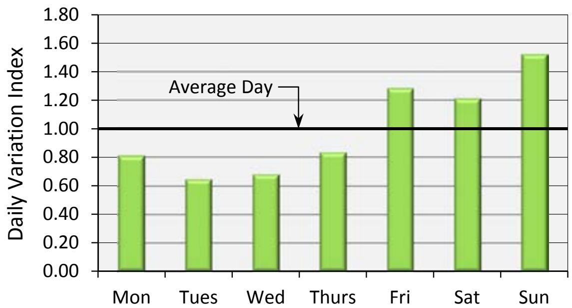
Daily Traffic Variations

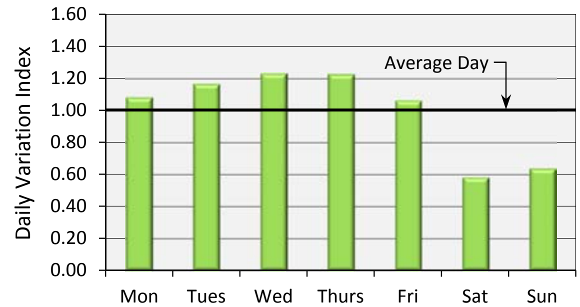
A sample of daily mainline traffic volumes at the select mainline locations was provided by the NJTA. The sample consisted of a week of traffic data in April and October 2013. Daily traffic variations were developed by averaging the April and October data. The daily variations on the Turnpike are presented in Figure 2-10 for passenger cars and commercial vehicles. As anticipated, commercial-vehicle traffic volumes were very consistent throughout the weekdays, and declined on Saturday and Sunday. Daily passenger-car traffic volumes were most consistent on the northern, more urban sections, and showed more daily variation in the southern sections of the Turnpike. On the northern Turnpike, between Interchanges 16W and 18W, Friday passenger-car traffic was 13 percent greater than the average day, and both Tuesday and Wednesday passenger-car traffic was 94 percent of the average day. On the southern mainline section between Interchanges 1 and 2, Friday passenger-car traffic was 29 percent greater than the average day, and Tuesday passenger-car traffic was 65 percent of the average day. In general, Turnpike passenger-car traffic peaked on Friday, and reached its lowest volume on a Tuesday.

Daily traffic variations for the Parkway are shown in Figure 2-11. The daily variations are shown for total traffic, as the percent of trucks is very small. At the two more northerly locations (Bergen and Union mainlines) the daily traffic volumes peaked on Friday and reached the lowest volume on Sunday. At the two more southerly locations (Toms River and Cape May) the daily traffic volumes peaked on Sunday and reached the lowest volume on Tuesday or Wednesday. This is indicative of the higher proportion of tourist and recreational traffic on the southern sections of the Parkway.

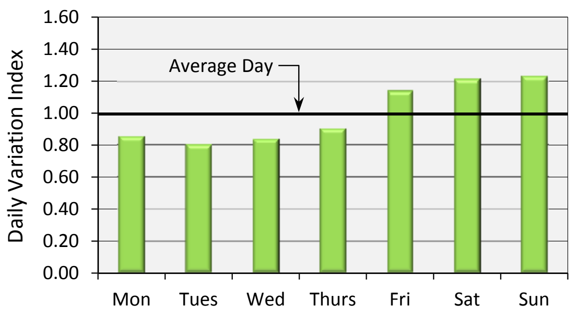
Passenger Cars **Commercial Vehicles**

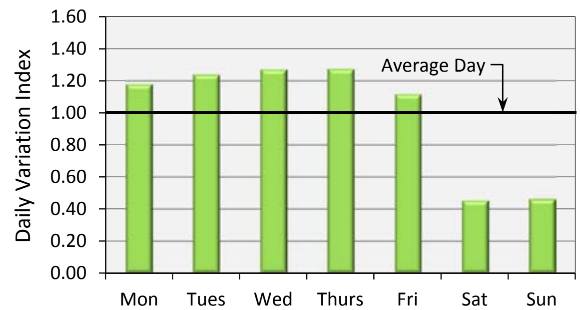
Mainline Between Interchanges 1 and 2



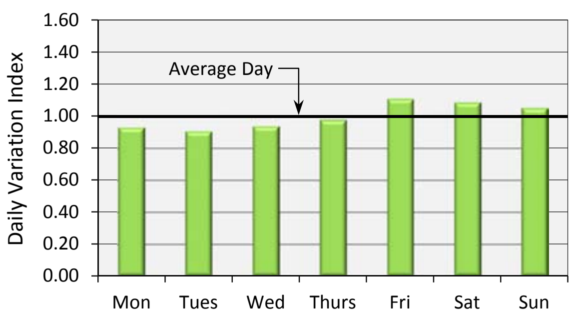


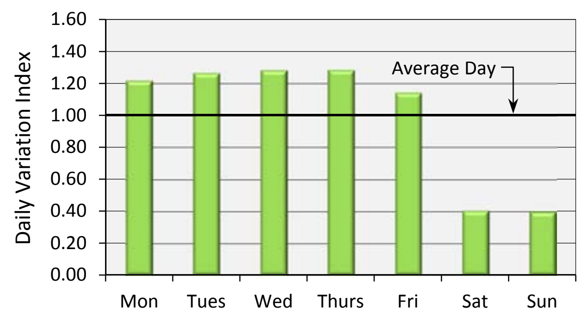
Mainline Between Interchanges 7 and 7A



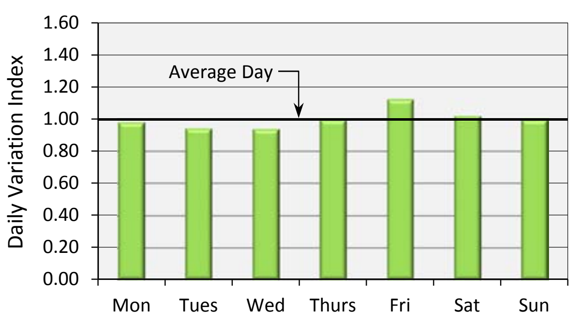


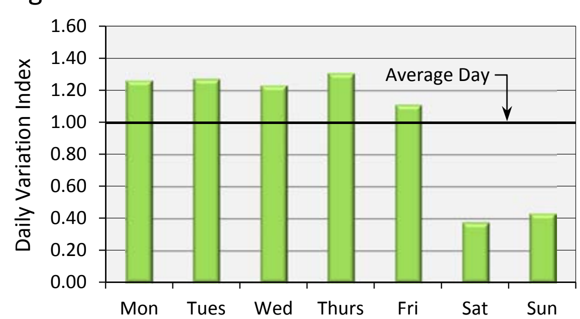
Mainline Between Interchanges 9 and 10





Mainline Between Interchanges 16W and 18W





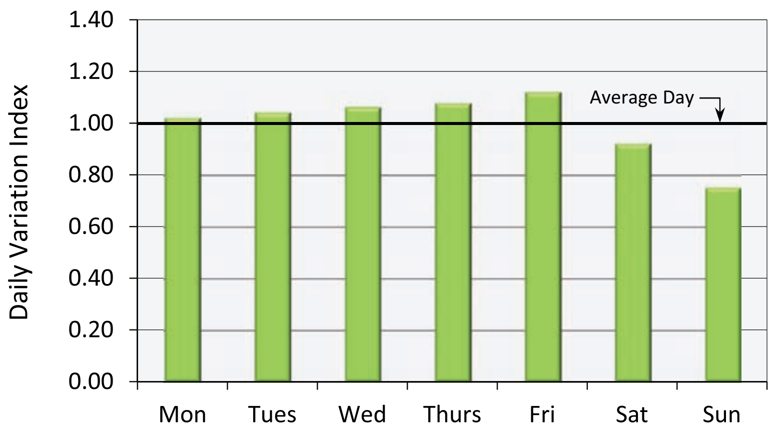
Note: Based on Two-Way Traffic Volumes.
Source: NJTA

CDM Smith

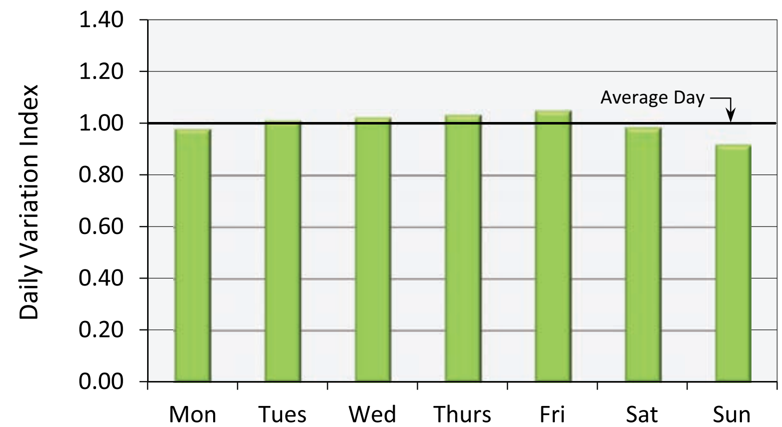
TURNPIKE: 2013 DAILY TRAFFIC VARIATIONS

FIGURE 2-10

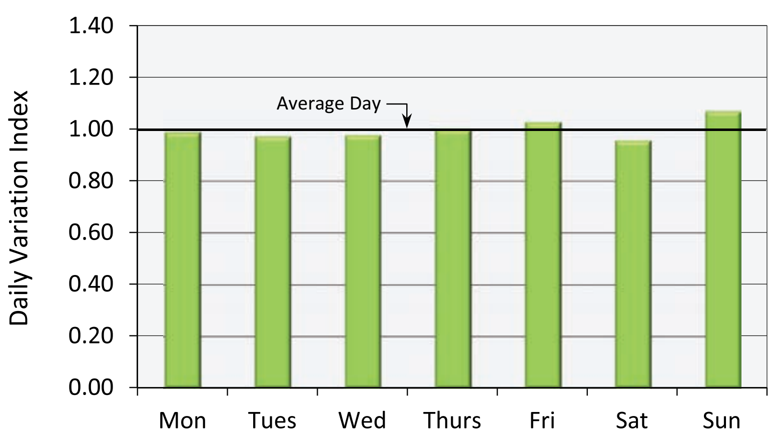
Bergen Mainline Barrier



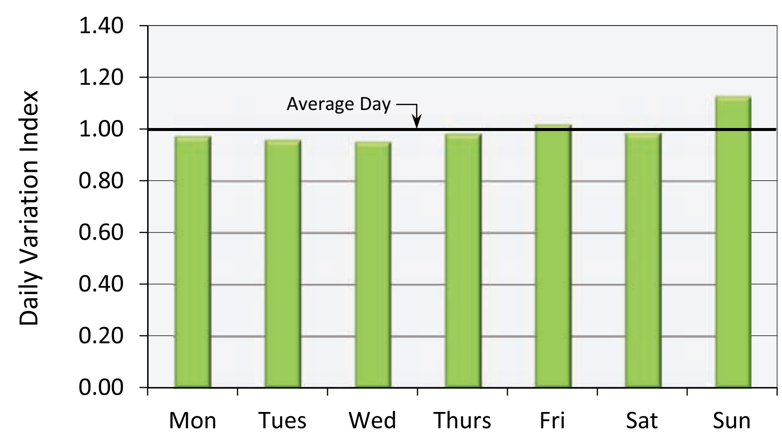
Union Mainline Barrier



Toms River Mainline Barrier



Cape May Mainline Barrier



Note: Based on Northbound Traffic Volumes.
Source: NJTA

PARKWAY: 2013 DAILY TRAFFIC VARIATIONS

FIGURE 2-11

Chapter 3

Historical Transaction and Toll Revenue Trends

This chapter presents historical toll transaction and toll revenue trends that have occurred on the Turnpike and Parkway and their relationships to changes in the toll rate schedule, the conversion of toll plazas on the Parkway to one-way tolling (from two-way tolling), and the economy. Both annual and monthly trend data are presented and analyzed. Annual trends in the E-ZPass market share and the vehicle class composition are also presented. Chapter 4 (Corridor Growth Analysis) will describe how the trend data was incorporated into the development of future-year growth rate estimates for toll transactions.

Historical Changes in the Toll Schedule and Toll Collection

Toll rates were increased five times on the Turnpike and twice on the Parkway since 1991. In addition, ten mainline toll plazas on the Parkway were converted from two-way tolling to one-way tolling between 2004 and 2012. Toll collection was discontinued at four ramp toll plazas on the Parkway as part of the conversion to one-way toll collection.

Changes in the Toll Schedule

Table 3-1 presents historical toll schedule increases, and discount program modifications on the Turnpike since 1991. The changes are shown for passenger cars and commercial vehicles, by cash and E-ZPass, and by peak and off-peak time periods. Table 3-2 presents the same information for the Parkway. Of most significance in recent years were the toll rate increases implemented in December 2008 (a 40 percent increase on the Turnpike and a 43 percent toll increase on the Parkway) and January 2012 (a 53 percent increase on the Turnpike and a 50 percent toll increase on the Parkway). The 2008 toll rate increase had a negative impact on transactions and a positive impact on toll revenue. Similarly, the 2012 toll rate increase had a negative impact on toll transactions, and a positive impact on toll revenue through 2012.

Conversion to One-Way Tolling

Table 3-3 identifies the Parkway toll plaza locations that were affected as part of the conversion to one-way toll collection. When any toll plaza was converted from two-way to one-way tolling, toll collection was discontinued in the non-tolled direction and the toll rate was doubled in the tolled direction. The following are the general impacts on toll transactions and toll revenue due to the one-way toll conversion:

- The total number of tolled transactions at the affected toll plazas decreased by approximately half due to the discontinuation of tolling in the non-tolled direction;
- The toll rate was doubled in the remaining tolled direction at the affected toll plazas; and
- The net impact was a small reduction in total gross toll revenue due to a small reduction in toll transactions in the remaining tolled direction. The reduction in transactions in the tolled direction was due to the doubling of the toll rate.

Table 3-1
Historical Toll Schedule Changes
New Jersey Turnpike

		Percent Change in Toll Rates			
		Passenger Cars		Commercial Vehicles	
Date	**Time Period (1)**	Cash	E-ZPass	Cash	E-ZPass
Scheduled Toll Increases					
3/17/1991	All	70	na	100	na
9/30/2000 (2)	Peak	20	8	13	8
	Off-peak	20	0	13	8
1/1/2003	Peak	17	10	13	8
	Off-peak	17	5	13	8
12/1/2008	All	40	40	40	40
1/1/2012	All	53	53	53	53
Discount Program Modifications					
1/1/2006 (3)	Peak	0	15	0	15
	Off-peak	0	0	0	0
7/1/2011 (4)	Peak	0	0	0	0
	Off-peak	0	33	0	0

(1) Peak hours are 7:00 - 9:00 AM and 4:30 - 6:30 PM through Friday and all day Saturday and Sunday. Off-peak hours are all other hours.
(2) E-ZPass and variable pricing were implemented on the Turnpike. A toll differential was implemented between cash and E-ZPass. Peak and off-peak hours were defined, and a toll differential implemented for E-ZPass between peak and off-peak periods.
(3) The E-ZPass discount was eliminated for cars and trucks that traveled during peak hours.
(4) The E-ZPass discount was eliminated for passenger-car non-NJ E-ZPass accounts.

Source: NJTA

Table 3-2
Historical Toll Schedule Changes
Garden State Parkway

		Percent Change in Toll Rates					
		Passenger Cars			Commercial Vehicles		
Date	**Time Period (1)**	Cash	Token (2)	E-ZPass	Cash	Token (2)	E-ZPass
Scheduled Toll Increases							
12/1/2008	All	43	0	43	43	0	43
1/1/2012	All	50	na	50	50	na	50
Discount Program Modifications							
11/19/2001 (3)	All	0	0	(6)	0	0	(6)
11/18/2002 (4)	All	0	0	6	0	0	6
12/1/2008 (5)	Peak	0	0	0	0	0	0
	Off-peak	0	0	0	0	0	(5)
1/1/2009 (6)	All	0	6	0	0	6	0

(1) Peak Hours are 7:00 - 9:00 AM and 4:30 - 6:30 PM Monday through Friday and all day Saturday and Sunday. Off-peak hours are all other hours.
(2) Tokens no longer sold after January 2002, although they were still accepted for toll
(3) E-ZPass dscounts were implemented on 11/19/2001. Prior to this, cash and E-ZPass rates were the same.
(4) The E-ZPass discount was discontinued.
(5) An E-ZPass discount was implemented for commercial vehicles during off-peak time periods.
(6) Tokens were no longer accepted. Customers who previously used tokens incurred a 6 percent toll increase if they paid cash.

Source: NJTA

Table 3-3
Toll Plaza Locations Impacted By
The Conversion To One-Way Toll Collection
Garden State Parkway

Year	Month	Milepost	Location (1)
2004	September	124	Raritan - northbound mainline
2004	September	105	Eatontown Ramp - southbound exit
2004	September	104	Asbury Park - southbound mainline
2005	March	142	Union Ramp - southbound exit
2005	March	142	Union - southbound mainline
2005	July	151	Essex - northbound mainline
2005	December	161	Bergen - southbound mainline
2005	December	159	Saddle Brook Ramp - southbound entry
2006	January	54	New Gretna - southbound mainline
2006	January	30	Somers Point Ramp - northbound entry
2006	January	29	Great Egg - northbound mainline
2006	January	19	Cape May - southbound mainline
2007	March	69	Barnegat - northbound mainline
2010	February	166	Pascack Valley - northbound mainline

(1) The direction identified at each location is now the toll-free direction.

Source: NJTA

Annual Toll Transaction and Toll Revenue Trends

Annual toll transaction and toll revenue data were obtained from the NJTA. Data was provided from 1990 through 2013 for the Turnpike and from 1993 through 2013 for the Parkway. Turnpike data was provided by passenger car and commercial vehicle, while the Parkway data was aggregated to total vehicles as the percent of commercial vehicles is very small. The annual trend data was analyzed to help determine the impacts associated with toll increases, the economy, roadway improvements, and other variables. This section reviews the annual trend data for the two toll facilities.

Turnpike Trends

Turnpike transactions and gross toll revenue trends are shown in Tables 3-4 and 3-5, and Figure 3-1. As shown in Table 3-4 and Figure 3-1, total toll transactions generally increased from 1992 to 2006 despite a toll increase in 2000 and 2003. Annual transactions decreased by 0.2 percent in 2007 and 2.8 percent in 2008 largely due to the economy, and by 3.6 percent in 2009 due to the combined effects of the economy and the 40 percent toll increase implemented on December 1, 2008. In 2010 the annual Turnpike transactions increased by 0.4 percent reflecting a very gradual economic recovery, and severe winter weather in February and December. Annual toll transactions decreased

Table 3-4
Annual Toll Transaction Trends
(Thousands of Vehicles)

		New Jersey Turnpike							Garden State Parkway		Total System	
Calendar Year		Cars	Percent Change Over Prior Year	Commercial Vehicles	Percent Change Over Prior Year	Total	Percent Change Over Prior Year		All Vehicles	Percent Change Over Prior Year	All Vehicles	Percent Change Over Prior Year
1990		171,993		25,574		197,167			na		na	
1991	(1)	162,177	(5.7)	23,016	(10.0)	185,193	(6.1)		na		na	
1992		161,766	(0.3)	22,620	(1.7)	184,386	(0.4)		na		na	
1993		162,458	0.4	22,609	(0.0)	185,067	0.4		516,423		701,490	
1994		164,724	1.4	23,556	4.2	188,280	1.7		515,244	(0.2)	703,524	0.3
1995		166,734	1.2	23,641	0.4	190,375	1.1		529,420	2.8	719,795	2.3
1996		171,318	2.7	24,513	3.7	195,831	2.9		536,026	1.2	731,857	1.7
1997		177,268	3.5	25,584	4.4	202,852	3.6		557,697	4.0	760,549	3.9
1998		182,911	3.2	26,497	3.6	209,408	3.2		576,186	3.3	785,594	3.3
1999		185,556	1.4	27,595	4.1	213,151	1.8		583,348	1.2	796,499	1.4
2000	(2)	189,617	2.2	28,666	3.9	218,283	2.4		597,870	2.5	816,153	2.5
2001		199,318	5.1	29,453	2.7	228,771	4.8		609,551	2.0	838,322	2.7
2002		209,855	5.3	30,510	3.6	240,365	5.1		620,905	1.9	861,270	2.7
2003	(3)	208,472	(0.7)	31,151	2.1	239,623	(0.3)		628,287	1.2	867,910	0.8
2004		214,095	2.7	32,104	3.1	246,199	2.7	(5)	610,085	(2.9)	856,284	(1.3)
2005		214,687	0.3	32,701	1.9	247,388	0.5	(5)	502,575	(17.6)	749,963	(12.4)
2006		217,306	1.2	32,999	0.9	250,305	1.2	(5)	427,197	(15.0)	677,502	(9.7)
2007		216,625	(0.3)	33,163	0.5	249,788	(0.2)	(5)	417,464	(2.3)	667,252	(1.5)
2008	(4)	210,926	(2.6)	31,943	(3.7)	242,869	(2.8)	(4)	407,032	(2.5)	649,901	(2.6)
2009		205,366	(2.6)	28,737	(10.0)	234,103	(3.6)		396,269	(2.6)	630,372	(3.0)
2010		205,687	0.2	29,393	2.3	235,080	0.4	(5)	382,475	(3.5)	617,555	(2.0)
2011		203,627	(1.0)	29,601	0.7	233,228	(0.8)		377,891	(1.2)	611,119	(1.0)
2012	(6)	194,508	(4.5)	28,633	(3.3)	223,141	(4.3)	(6)	366,157	(3.1)	589,298	(3.6)
2013		195,208	0.4	29,277	2.2	224,485	0.6		368,915	0.8	593,400	0.7
Average Annual Percent Change:												
2008 - 2013 (5 years)			(1.5)		(1.7)		(1.6)			(1.9)		(1.8)
2003 - 2013 (10 years)			(0.7)		(0.6)		(0.7)			(5.2)		(3.7)
1998 - 2013 (15 years)			0.4		0.7		0.5			(2.9)		(1.9)
1993 - 2013 (20 years)			0.9		1.3		1.0			(1.7)		(0.8)
1993 - 2006 (13 years)			2.3		3.0		2.3			(1.4)		(0.3)

(1) Toll increase effective 3/17/1991. Refer to Table 3-1 for the details.
(2) Toll increase effective 9/30/2000. Refer to Table 3-1 for the details.
(3) Toll increase effective 1/1/2003. Refer to Table 3-1 for the details.
(4) Toll increase effective 12/1/2008. Refer to Tables 3-1 and 3-2 for the details.
(5) Toll transactions were negatively impacted due to the phased conversion to one-way tolling. Refer to Table 3-3 for a detailed schedule.
(6) Toll increase effective 1/1/2012. Refer to Tables 3-1 and 3-2 for the details.

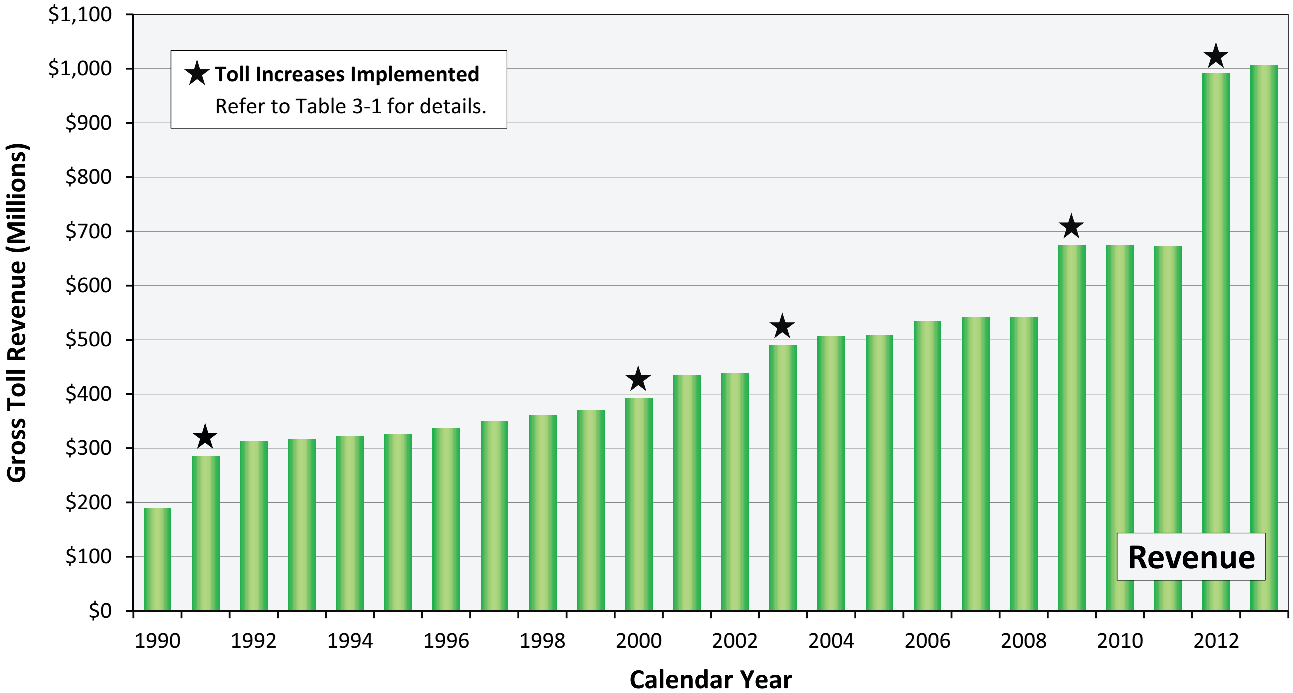
Source: NJTA

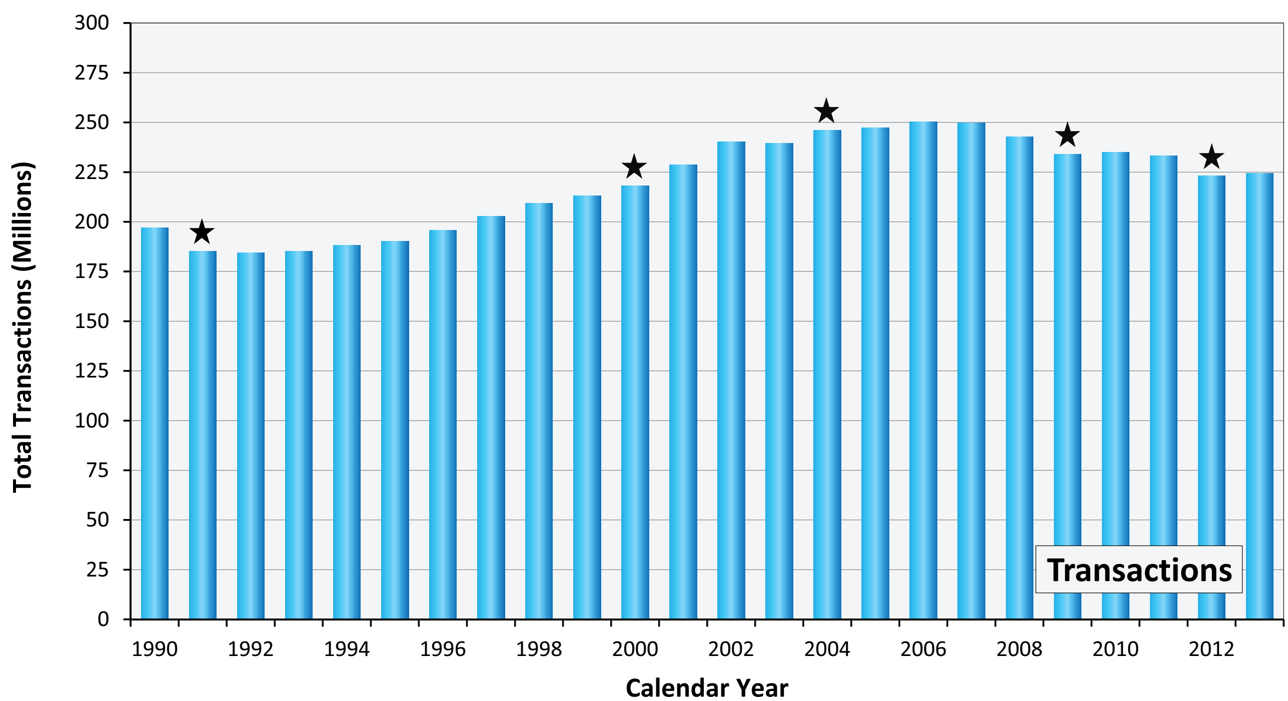
Table 3-5
Annual Gross Toll Revenue Trends
(Thousands of Dollars)

	New Jersey Turnpike						Garden State Parkway		Total System	
Calendar Year	Cars	Percent Change Over Prior Year	Commercial Vehicles	Percent Change Over Prior Year	Total	Percent Change Over Prior Year	All Vehicles	Percent Change Over Prior Year	All Vehicles	Percent Change Over Prior Year
1990	$124,364		$64,366		$188,730		na		na	
1991	(1) 186,046	49.6	99,592	54.7	285,638	51.3	na		na	
1992	202,825	9.0	109,710	10.2	312,535	9.4	na		na	
1993	204,098	0.6	112,422	2.5	316,520	1.3	$167,618		$484,138	
1994	205,138	0.5	116,653	3.8	321,791	1.7	166,891	(0.4)	488,682	0.9
1995	209,739	2.2	116,564	(0.1)	326,303	1.4	171,528	2.8	497,831	1.9
1996	215,223	2.6	121,118	3.9	336,341	3.1	172,940	0.8	509,281	2.3
1997	223,575	3.9	126,862	4.7	350,437	4.2	178,923	3.5	529,360	3.9
1998	230,585	3.1	130,247	2.7	360,832	3.0	183,927	2.8	544,759	2.9
1999	234,949	1.9	134,548	3.3	369,497	2.4	185,782	1.0	555,279	1.9
2000	(2) 246,107	4.7	145,928	8.5	392,035	6.1	190,916	2.8	582,951	5.0
2001	280,108	13.8	153,656	5.3	433,764	10.6	196,085	2.7	629,849	8.0
2002	288,100	2.9	150,942	(1.8)	439,042	1.2	194,851	(0.6)	633,893	0.6
2003	(3) 321,357	11.5	168,833	11.9	490,190	11.6	202,655	4.0	692,845	9.3
2004	329,734	2.6	177,122	4.9	506,856	3.4	(5) 208,729	3.0	715,585	3.3
2005	327,228	(0.8)	180,783	2.1	508,011	0.2	(5) 203,824	(2.3)	711,835	(0.5)
2006	348,039	6.4	185,360	2.5	533,399	5.0	(5) 203,880	0.0	737,279	3.6
2007	345,249	(0.8)	196,042	5.8	541,291	1.5	(5) 204,629	0.4	745,920	1.2
2008	(4) 345,394	0.0	195,288	(0.4)	540,682	(0.1)	(4) 206,055	0.7	746,737	0.1
2009	449,897	30.3	224,738	15.1	674,635	24.8	277,783	34.8	952,418	27.5
2010	446,045	(0.9)	227,848	1.4	673,893	(0.1)	(5) 278,273	0.2	952,166	(0.0)
2011	447,434	0.3	225,716	(0.9)	673,150	(0.1)	275,730	(0.9)	948,880	(0.3)
2012	(6) 667,987	49.3	324,034	43.6	992,021	47.4	(6) 401,639	45.7	1,393,660	46.9
2013	672,828	0.7	333,892	3.0	1,006,720	1.5	407,044	1.3	1,413,764	1.4
Average Annual Percent Change:										
2008 - 2013 (5 years)		14.3		11.3		13.2		14.6		13.6
2003 - 2013 (10 years)		7.7		7.1		7.5		7.2		7.4
1998 - 2013 (15 years)		7.4		6.5		7.1		5.4		6.6
1993 - 2013 (20 years)		6.1		5.6		6.0		4.5		5.5
1993 - 2006 (13 years)		4.2		3.9		4.1		1.5		3.3

(1) Toll increase effective 3/17/1991. Refer to Table 3-1 for the details.
(2) Toll increase effective 9/30/2000. Refer to Table 3-1 for the details.
(3) Toll increase effective 1/1/2003. Refer to Table 3-1 for the details.
(4) Toll increase effective 12/1/2008. Refer to Tables 3-1 and 3-2 for the details.
(5) Toll transactions were negatively impacted due to the phased conversion to one-way tolling. Refer to Table 3-3 for a detailed schedule.
(6) Toll increase effective 1/1/2012. Refer to Tables 3-1 and 3-2 for the details.

Source: NJTA





TURNPIKE: ANNUAL TOLL TRANSACTION AND TOLL REVENUE TRENDS

FIGURE 3-1

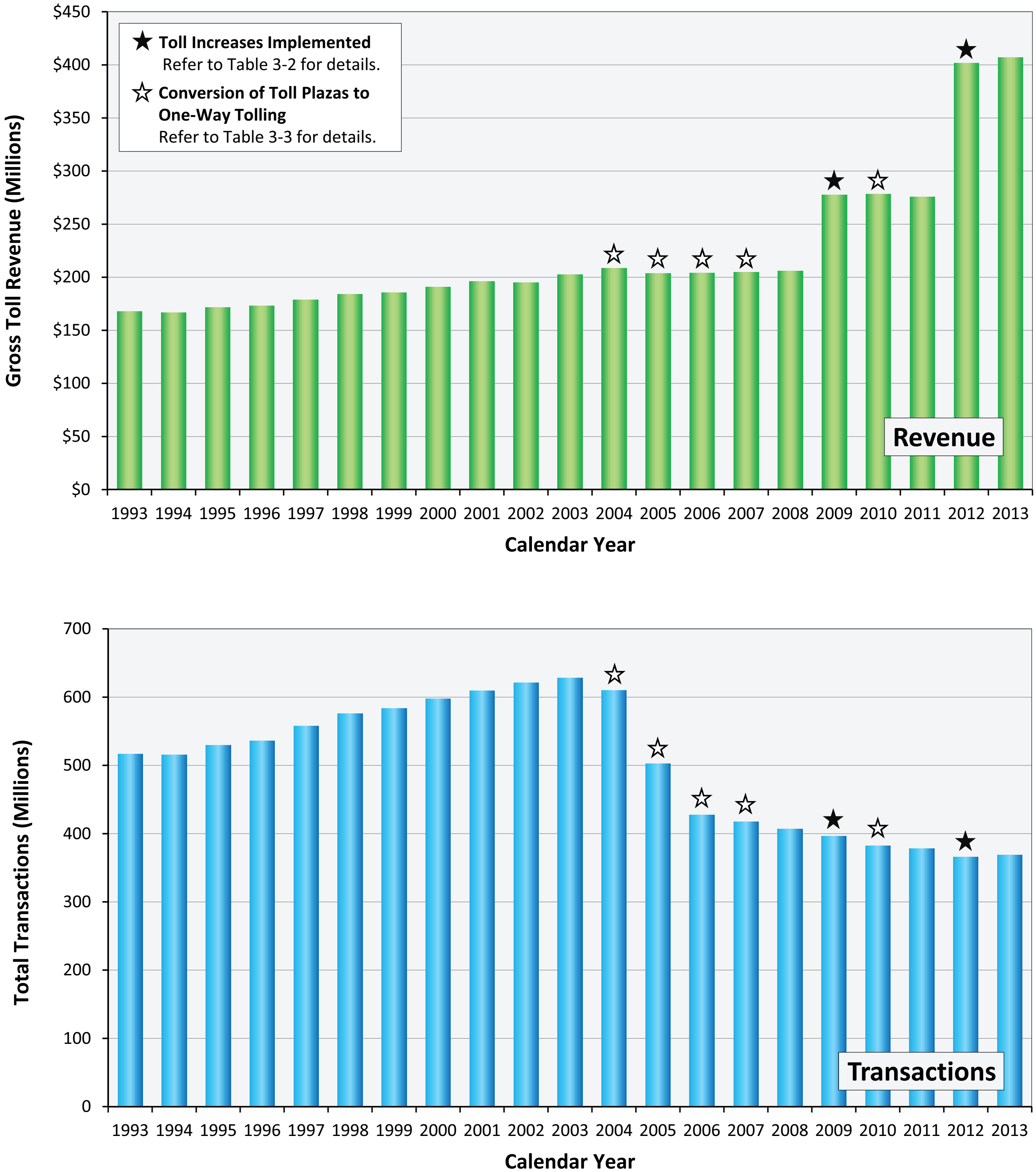
by 0.8 percent in 2011 due in part to slowing economic recovery, and to severe winter weather in January and February, and Hurricane Irene in August. Total Turnpike toll transactions averaged a decrease of 1.6 percent per year in the last five years (2008 – 2013); a decrease of 0.7percent per year in the last ten years (2003 – 2013); and an increase of 0.5 percent per year in the last 15 years (1998 – 2013). In the 13 year period from 1993 through 2006, before the onset of the recession, annual transactions increased by an average 2.3 percent per year.

Turnpike toll revenue trends are shown in Table 3-5 and Figure 3-1. Annual Turnpike toll revenues increased every year from 1990 to 2007 due to generally increasing toll transactions and toll increases in 1991, 2000, and 2003. In 2008 toll revenue decreased by 0.1 percent due largely to the economy. Toll revenue increased by 24.8 percent in 2009 in response to the 2008 toll increase implemented on December 1, 2008. In 2010 and 2011, toll revenue decreased by 0.1 percent each year because of low or negative growth in transactions due to the economy, and also due to severe winter weather in both years, and to Hurricane Irene in August 2011. Turnpike revenue increased by 47.4 percent in 2012 primarily as a result of the toll increase implemented January 1, 2012. Turnpike revenue grew by 1.5 percent in 2013.Total Turnpike toll revenue averaged an increase of 13.2 percent per year in the last five years (2008 – 2013); an increase of 7.5 percent per year in the last ten years (2003 – 2013); and an increase of 7.1 percent per year in the last 15 years (1998 – 2013). In the 13 year period from 1993 through 2006, before the onset of the recession, annual toll revenue increased by an average 4.1 percent per year. The growth rates in toll revenue are greater than the transaction growth rates due to the toll rate increases.

Parkway Trends

Parkway trend data is shown in Tables 3-4 and 3-5, and Figure 3-2. Annual toll transactions increased each year from 1994 to 2003. Beginning in 2004, annual toll transactions decreased every year through 2011. These decreases were due to the impacts of the conversion to one-way tolling in 2004, 2005, 2006, 2007 and 2010; a 43 percent toll increase implemented on December 1, 2008; the economic recession of 2007; severe winter events in 2010 and 2011, and Hurricane Irene in 2011. The largest impacts of the one-way toll conversion were felt in 2005 and 2006, when annual transactions decreased by 17.6 percent and 15.0 percent, respectively. Total Parkway toll transactions averaged a decrease of 1.9 percent per year in the last five years (2008 – 2013); a decrease of 5.2 percent per year in the last ten years (2003 – 2013); and a decrease of 2.9 percent per year in the last 15 years (1998 – 2013). In the 13 year period from 1993 through 2006, annual transactions decreased by an average 1.4 percent per year. From 1993 through 2003 for the 10-year period before the one-way toll conversion, transactions increased by 2.0 percent per year.

Annual Parkway toll revenue generally increased from 1994 to 2013. In 2005, annual toll revenue decreased 2.3 percent primarily due to the impacts of one-way toll conversion. From 2006 to 2008, annual toll revenue growth was very low ranging from 0.0 to 0.7 percent. This low growth was due to the conversion of toll plazas to one-way tolling, the 43 percent toll increase of 2008, and the poor economy. Overall, Parkway toll revenue has performed well as it increased by 14.6 percent per year in the last five years (2008 – 2013); increased by 7.2 percent per year in the last ten years (2003 – 2013); and increased by 5.4 percent per year in the last 15 years (1998 – 2013). In the 13 year period from 1993 through 2006, annual toll revenue increased by an average 1.5 percent per year. From 1993 through 2003, for the 10 year period prior to the one-way toll conversion, toll revenue increased by 1.9 percent per year.



PARKWAY: ANNUAL TOLL TRANSACTION AND TOLL REVENUE TRENDS

FIGURE 3-2

Total System Trends

Of course the Total System trends reflect the activities on the Turnpike and the Parkway. Total System trend data is shown in Tables 3-4 and 3-5, and Figure 3-3. Total annual transactions increased each year from 1994 through 2003, and decreased each year from 2004 through 2012 largely due to the impacts on the Parkway associated with conversion to one-way tolling, the 2008 and 2012 toll increases implemented on the Turnpike and the Parkway, and the poor economic conditions that began in 2007, and severe weather events in 2010and 2011. Total system transactions resumed positive growth in 2013 with an increase of 0.7 percent over 2012. Transactions on the Total System averaged a decrease of 1.8 percent per year in the last five years (2008 – 2013); a decrease of 3.7 percent per year in the last ten years (2003 – 2013); and a decrease of 1.9 percent per year in the last 15 years (1998 – 2013). In the 13 year period from 1993 through 2006, annual transactions decreased by an average 0.3 percent per year.

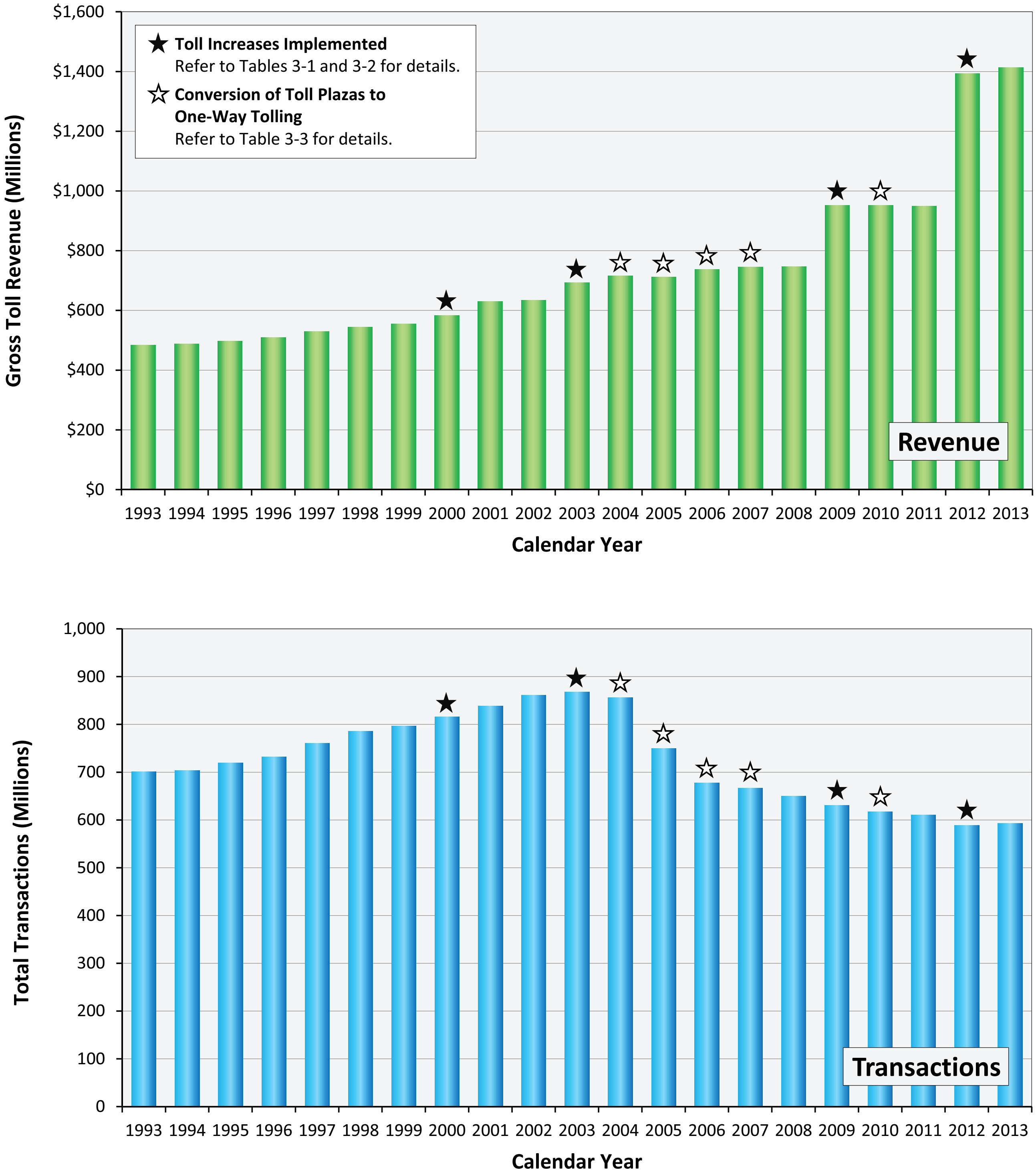
Total System annual toll revenue increased every year from 1993 through 2009, with the exception of 2005, when the annual toll revenue decreased by 0.5 percent. Annual toll revenue increased by 27.5 percent in 2009, primarily due to the systemwide toll increase implemented on December 1, 2008, when Turnpike toll rates increased by 40 percent and Parkway toll rates increased by 43 percent. Annual toll revenue decreased in 2010 by less than one tenth of a percent, and decreased again in 2011 by 0.3 percent. These decreases were associated with the slow economy, the impact of the conversion to one-way tolling at the Pascack Valley mainline toll plaza on the Parkway, and severe winter weather in both 2012 and 2011, and Hurricane Irene in 2011. Toll revenue increased by 46.9 percent in 2012 primarily due to the toll increases implemented on January 1, 2012. Systemwide toll revenue grew by 1.4 in 2013. Annual toll revenue on the Total System averaged an increase of 13.6 percent per year in the last five years (2008 – 2013); an increase of 7.4 percent per year in the last ten years (2003 – 2013); and increased by 6.6percent per year in the last 15 year period (1998 – 2013)

Monthly Toll Transaction and Toll Revenue Trends

Monthly toll transaction and toll revenue trends were collected from January 2007 through March 2014, by passenger car and commercial vehicles for both the Turnpike and the Parkway. The monthly trend data was used to refine the near-term toll transaction estimates developed for the Turnpike and Parkway. The monthly estimates were also used to analyze in more detail the impacts of severe weather events which have occurred over the last several years.

Turnpike Trends

Monthly transaction and toll revenue trends for the New Jersey Turnpike from January 2008 through March 2014 are shown in Tables 3-6 and 3-7. A 53 percent toll increase took effect in January 2012. As shown in Table 3-6, the general effect of the toll increase was a decrease in passenger car toll transactions ranging from 3.6 to 6.2 percent, though there were several additional events which resulted in impacts outside of this range; these will be discussed below. Passenger car growth in January 2012 amounted to 2.6 percent and 0.0 percent for commercial vehicles.



TOTAL SYSTEM: ANNUAL TOLL TRANSACTION AND TOLL REVENUE TRENDS

FIGURE 3-3

Table 3-6
Historical Toll Transaction Trends By Month
New Jersey Turnpike
(Thousands of Vehicles)

Passenger Car Transactions

Month	2008	Percent Change	2009	Percent Change	2010	Percent Change	2011	Percent Change	2012	Percent Change	2013	Percent Change	2014
January	16,665	(7.8)	15,366	1.9	15,661	(7.1)	14,550 (3)	2.6	14,935 (6)	(0.5)	14,855	(4.4)	14,202 (3)
February	15,687 (1)	(5.6)	14,801	(11.6)	13,084 (3)	10.5	14,454 (3)	1.3	14,649 (1)	(8.4)	13,414 (3)	(4.3)	12,832 (3)
March	17,701	(5.9)	16,658	4.2	17,360	(1.4)	17,114	(4.5)	16,337	(1.9)	16,022	0.6	16,119 (9)
April	17,735	(2.3)	17,319	0.3	17,363	(1.2)	17,153	(4.8)	16,323	(0.7)	16,210		
May	18,389	(2.9)	17,858	1.9	18,193	(2.2)	17,798	(3.6)	17,164	(0.3)	17,109		
June	18,169	(2.5)	17,712	2.7	18,183	(1.5)	17,919	(4.3)	17,143	(1.6)	16,874		
July	18,640	(0.6)	18,537	0.4	18,612	(1.6)	18,317 (4)	(6.2)	17,182	1.3	17,409		
August	19,005	(2.3)	18,572	0.9	18,734	(5.5)	17,711 (5)	0.1	17,734	2.4	18,151		
September	17,109	0.6	17,213	(0.0)	17,211	(0.0)	17,206	(7.0)	16,003	2.3	16,369		
October	18,081	(1.5)	17,817	1.1	18,006	(2.9)	17,475	(10.7)	15,609 (7)	10.0	17,172		
November	16,821	0.1	16,836	0.7	16,956	(0.3)	16,904	(8.1)	15,538	2.2	15,887		
December	16,924 (2)	(1.5)	16,677	(2.1)	16,324 (3)	4.3	17,026	(6.7)	15,891	(1.0)	15,736		
Total	210,926	(2.6)	205,366	0.2	205,687	(1.0)	203,627	(4.5)	194,508	0.4	195,208		
Subtotal Jan-Mar	50,053	(6.4)	46,825	(1.5)	46,105	0.0	46,118	(0.4)	45,921	(3.5)	44,291	(2.6)	43,153

Commercial Vehicle Transactions (8)

Month	2008	Percent Change	2009	Percent Change	2010	Percent Change	2011	Percent Change	2012	Percent Change	2013	Percent Change	2014
January	2,699	(15.7)	2,274	(2.8)	2,210	1.3	2,239 (3)	(0.0)	2,238 (6)	7.9	2,415	(4.0)	2,318 (3)
February	2,468 (1)	(13.5)	2,135	(6.2)	2,002 (3)	8.3	2,169 (3)	0.6	2,181 (1)	(1.5)	2,148 (3)	(4.2)	2,057 (3)
March	2,675	(10.5)	2,394	7.7	2,578	0.1	2,581	(6.5)	2,412	(1.7)	2,371	3.7	2,458 (9)
April	2,808	(13.5)	2,428	2.8	2,495	(3.9)	2,396	(2.3)	2,341	6.5	2,492		
May	2,782	(14.3)	2,384	3.6	2,471	1.9	2,519	(0.4)	2,509	2.3	2,567		
June	2,783	(10.5)	2,491	6.4	2,651	3.4	2,742	(10.5)	2,453	(3.0)	2,379		
July	2,825	(11.3)	2,506	1.4	2,541	(4.5)	2,427 (4)	1.4	2,462	3.7	2,554		
August	2,690	(9.0)	2,448	6.7	2,613	0.3	2,620 (5)	(2.2)	2,563	1.2	2,593		
September	2,699	(8.4)	2,471	0.8	2,490	1.2	2,521	(9.6)	2,279	6.6	2,430		
October	2,790	(9.5)	2,526	1.6	2,566	(1.4)	2,529	(6.6)	2,363 (7)	13.8	2,688		
November	2,331	(1.2)	2,302	5.8	2,436	0.7	2,453	3.3	2,534	(8.9)	2,308		
December	2,393 (2)	(0.6)	2,378	(1.6)	2,340 (3)	2.8	2,405	(4.4)	2,299	1.5	2,333		
Total	31,943	(10.0)	28,737	2.3	29,393	0.7	29,601	(3.3)	28,634	2.2	29,278		
Subtotal Jan-Mar	7,842	(13.2)	6,803	(0.2)	6,790	2.9	6,989	(2.3)	6,831	1.5	6,934	(1.5)	6,833

Total Transactions

Month	2008	Percent Change	2009	Percent Change	2010	Percent Change	2011	Percent Change	2012	Percent Change	2013	Percent Change	2014
January	19,364	(8.9)	17,640	1.3	17,871	(6.1)	16,789 (3)	2.3	17,173 (6)	0.6	17,270	(4.3)	16,520 (3)
February	18,155 (1)	(6.7)	16,936	(10.9)	15,086 (3)	10.2	16,623 (3)	1.2	16,830 (1)	(7.5)	15,562 (3)	(4.3)	14,889 (3)
March	20,376	(6.5)	19,052	4.7	19,938	(1.2)	19,695	(4.8)	18,749	(1.9)	18,393	1.0	18,577 (9)
April	20,543	(3.9)	19,747	0.6	19,858	(1.6)	19,549	(4.5)	18,664	0.2	18,702		
May	21,171	(4.4)	20,242	2.1	20,664	(1.7)	20,317	(3.2)	19,673	0.0	19,676		
June	20,952	(3.6)	20,203	3.1	20,834	(0.8)	20,661	(5.2)	19,596	(1.8)	19,253		
July	21,465	(2.0)	21,043	0.5	21,153	(1.9)	20,744 (4)	(5.3)	19,644	1.6	19,963		
August	21,695	(3.1)	21,020	1.6	21,347	(4.8)	20,331 (5)	(0.2)	20,297	2.2	20,744		
September	19,808	(0.6)	19,684	0.1	19,701	0.1	19,727	(7.3)	18,282	2.8	18,799		
October	20,871	(2.5)	20,343	1.1	20,572	(2.8)	20,004	(10.2)	17,972 (7)	10.5	19,860		
November	19,152	(0.1)	19,138	1.3	19,392	(0.2)	19,357	(6.6)	18,072	0.7	18,195		
December	19,317 (2)	(1.4)	19,055	(2.1)	18,664 (3)	4.1	19,431	(6.4)	18,190	(0.7)	18,069		
Total	242,869	(3.6)	234,103	0.4	235,080	(0.8)	233,228	(4.3)	223,142	0.6	224,486		
Subtotal Jan-Mar	57,895	(7.4)	53,628	(1.4)	52,895	0.4	53,107	(0.7)	52,752	(2.9)	51,225	(2.4)	49,986

(1) Leap year - February had 29 days.
(2) A 40% toll increase was implemented on December 1, 2008.
(3) Severe winter weather events.
(4) On July 1, 2011, the off-peak discount for passenger cars with non-NJ E-ZPass was eliminated. Non-NJ E-ZPass off-peak rates increased by 33%.
(5) Hurricane Irene.
(6) A 53% toll increase was implemented on January 1, 2012.
(7) Superstorm Sandy, October 29-30, 2012
(8) Consists of Classes 2 through B3.
(9) Abnormally cold weather.

Source: NJTA

Table 3-7
Historical Gross Toll Revenue Trends By Month
New Jersey Turnpike
(Thousands of Dollars)

Passenger Car Toll Revenue

Month	2008	Percent Change	2009	Percent Change	2010	Percent Change	2011	Percent Change	2012	Percent Change	2013	Percent Change	2014
January	$25,599	29.2	$33,074	1.0	$33,391	(8.8)	$30,466 (3)	62.8	$49,592 (6)	(0.7)	$49,246	(4.9)	$46,857 (3)
February	24,268 (1)	30.3	31,615	(13.9)	27,216 (3)	10.6	30,104 (3)	61.1	48,486 (1)	(9.0)	44,132 (3)	(4.5)	42,128 (3)
March	28,075	27.2	35,721	2.3	36,534	(3.0)	35,424	53.8	54,497	0.9	54,997	(1.7)	54,042 (9)
April	27,802	36.9	38,060	(1.1)	37,626	(1.3)	37,125	51.9	56,384	(2.2)	55,132		
May	29,440	35.3	39,838	0.8	40,149	(4.4)	38,384	54.0	59,128	0.4	59,351		
June	28,993	33.9	38,831	1.6	39,465	(2.4)	38,518	55.2	59,766	(0.7)	59,327		
July	30,372	38.1	41,950	0.5	42,160	2.2	43,075 (4)	43.7	61,901	0.6	62,242		
August	31,926	34.2	42,850	(0.8)	42,497	(3.9)	40,846 (5)	55.8	63,656	2.8	65,468		
September	26,634	40.3	37,373	(1.1)	36,979	3.4	38,220	43.9	55,002	1.8	55,977		
October	28,206	35.1	38,110	1.6	38,734	0.7	38,997	33.2	51,928 (7)	10.7	57,502		
November	27,253	35.2	36,835	(1.0)	36,450	4.1	37,929	35.8	51,526	6.4	54,808		
December	36,826 (2)	(3.2)	35,640	(2.2)	34,844 (3)	10.1	38,346	46.4	56,121	(2.6)	54,646		
TOTAL	$345,394	30.3	$449,897	(0.9)	$446,045	0.3	$447,434	49.3	$667,987	0.7	$672,828		
Subtotal Jan-Mar	$77,942	28.8	$100,410	(3.3)	$97,141	(1.2)	$95,994	58.9	$152,575	(2.8)	$148,375	(3.6)	$143,027

Commercial Vehicle Toll Revenue (8)

Month	2008	Percent Change	2009	Percent Change	2010	Percent Change	2011	Percent Change	2012	Percent Change	2013	Percent Change	2014
January	$16,125	10.7	$17,847	(3.9)	$17,144	0.9	$17,302	46.9	$25,416 (6)	4.9	$26,662	(1.7)	$26,216 (3)
February	14,672 (1)	14.9	16,856	(7.2)	15,634 (3)	6.4	16,630	49.0	24,783 (1)	(1.6)	24,384 (3)	(4.7)	23,232 (3)
March	15,977	18.0	18,847	6.0	19,975	(1.6)	19,656	36.9	26,916	0.3	26,989	3.6	27,952 (9)
April	16,644	15.6	19,243	0.8	19,403	(3.7)	18,683	34.4	25,103	16.2	29,159		
May	16,821	11.8	18,813	2.7	19,328	1.3	19,574	46.5	28,675	2.0	29,243		
June	16,505	19.6	19,738	3.9	20,501	(2.0)	20,085	44.0	28,924	(6.7)	26,996		
July	16,869	15.7	19,517	0.4	19,598	(7.2)	18,179	58.4	28,790	(0.5)	28,641		
August	16,027	19.3	19,114	4.9	20,052	(1.2)	19,812	49.6	29,641	(0.9)	29,367		
September	16,039	20.2	19,273	1.4	19,551	(1.1)	19,332	33.9	25,892	9.4	28,313		
October	16,704	17.4	19,617	0.1	19,642	0.8	19,803	31.4	26,019 (7)	16.8	30,403		
November	14,183	27.2	18,039	5.1	18,963	(1.4)	18,695	22.4	22,878	18.7	27,164		
December	18,722 (3)	(4.7)	17,834	1.3	18,057 (3)	(0.5)	17,965	46.5	26,320	1.0	26,571		
TOTAL	$195,288	15.1	$224,738	1.4	$227,848	(0.9)	$225,716	41.5	$319,357	4.6	$333,892		
Subtotal Jan-Mar	$46,774	14.5	$53,550	(1.5)	$52,753	1.6	$53,588	43.9	$77,115	1.2	$78,035	(0.8)	$77,400

Total Toll Revenue

Month	2008	Percent Change	2009	Percent Change	2010	Percent Change	2011	Percent Change	2012	Percent Change	2013	Percent Change	2014
January	$41,724	22.0	$50,921	(0.8)	$50,535	(5.5)	$47,768	57.0	$75,008 (6)	1.2	$75,908	(3.7)	$73,073 (3)
February	38,940 (1)	24.5	48,471	(11.6)	42,850 (3)	9.1	46,734	56.8	73,269 (1)	(6.5)	68,516 (3)	(4.6)	65,361 (3)
March	44,052	23.9	54,568	3.6	56,509	(2.5)	55,080	47.8	81,413	0.7	81,986	0.0	81,993 (9)
April	44,446	28.9	57,303	(0.5)	57,029	(2.1)	55,808	46.0	81,487	3.4	84,291		
May	46,261	26.8	58,651	1.4	59,477	(2.6)	57,958	51.5	87,803	0.9	88,594		
June	45,498	28.7	58,569	2.4	59,966	(2.3)	58,603	51.3	88,690	(2.7)	86,323		
July	47,241	30.1	61,467	0.5	61,758	(0.8)	61,254 (4)	48.1	90,691	0.2	90,883		
August	47,953	29.2	61,964	0.9	62,549	(3.0)	60,658	53.8	93,297	1.6	94,835		
September	42,673	32.7	56,646	(0.2)	56,530	1.8	57,552	40.6	80,894	4.2	84,290		
October	44,910	28.5	57,727	1.1	58,376	0.7	58,800	32.6	77,947 (7)	12.8	87,905		
November	41,436	32.4	54,874	1.0	55,413	2.2	56,624	31.4	74,404	10.2	81,972		
December	55,548 (3)	(3.7)	53,474	(1.1)	52,901 (3)	6.4	56,311	46.4	82,441	(1.5)	81,217		
TOTAL	$540,682	24.8	$674,635	(0.1)	$673,893	(0.1)	$673,150	46.7	$987,344	2.0	$1,006,720		
Subtotal Jan-Mar	$124,716	23.4	$153,960	(2.6)	$149,894	(0.2)	$149,582	53.6	$229,690	(1.4)	$226,410	(2.6)	$220,427

(1) Leap year - February had 29 days.
(2) A 40% toll increase was implemented on December 1, 2008.
(3) Severe winter weather events.
(4) On July 1, 2011, the off-peak discount for passenger cars with non-NJ E-ZPass was eliminated. Non-NJ E-ZPass off-peak rates increased by 33%.
(5) Hurricane Irene.
(6) A 53% toll increase was implemented on January 1, 2012.
(7) Superstorm Sandy, October 29-30, 2012
(8) Consists of Classes 2 through B3.
(9) Abnormally cold weather.

Source: NJTA

These outliers were largely the result of a return to normal traffic levels in January 2012 after unusually low traffic volumes in January 2011 due to severe snow storms. February 2012 growth was also slightly positive for both passenger cars and commercial vehicles. This was the result of the extra leap day in February 2012.

September 2012 transaction growth was slightly more negative than would be expected as a result of the January toll increase alone. Passenger car transactions decreased by 7.0 percent and commercial vehicles decreased by 9.6 percent. In addition to the negative impact of the toll increase, September 2012 traffic was also impacted by the fact that there were only 20 weekdays in September 2012 compared to 22 weekdays in September 2011. Weekday traffic volumes are generally greater than weekend traffic volumes, which is especially true for commercial vehicles.

Finally, two hurricane events impacted traffic growth between 2011 and 2012. Hurricane Irene occurred in August 2011. This had an abnormally negative impact on traffic volumes in 2011, thus growth in August 2012 shows a recovery from those depressed levels. As a result passenger car growth in August 2012 was actually a positive 0.1 percent and commercial vehicles decreased by only 2.2 percent despite the 53 percent toll increase.

Hurricane Sandy, which was officially downgraded to a "superstorm" by the time it reached the New Jersey coast, struck on Monday, October 29, 2012 through Tuesday, October 30, 2012. Although the Turnpike was never officially closed, toll collection was suspended on the entire facility from 5:00 PM on 10/29/2012 (Monday) through 6:30 AM on 10/31/2012 (Wednesday). Even after toll collection resumed, storm relief vehicles were permitted to travel toll-free on the Turnpike and the Parkway through 11/27/2012 (Tuesday). These vehicles included Red Cross, FEMA, tree removal, utility, etc.

Both superstorm Sandy and the 2012 toll increase negatively impacted passenger car transactions in October and November 2012. Passenger car transactions decreased by 10.7 percent in October, and by 8.1 percent in November. Commercial vehicle transactions decreased by 6.6 percent in October 2012 compared to October 2011 due in part to superstorm Sandy. However, in November, commercial vehicle transactions actually increased by 3.3 percent compared to November 2011, largely due to the influx of emergency relief vehicles in response to Sandy. Storm related impacts appear to have subsided in the month of December. December passenger car transactions decreased by 6.7 percent and commercial vehicle transactions decreased by 4.4 percent. These growth rates are more in line with months unaffected by the storm and reflect the impacts of the January 2012 toll increase.

In January 2013, passenger car transactions decreased slightly by 0.5 percent, while commercial vehicle transactions increased by 7.9 percent compared to January 2012. January 2013 was impacted by the fact that there were 23 weekdays in January 2013 compared to only 22 weekdays in January 2012. This explains, at least partially, the increase in commercial vehicle transactions compared to January 2012 since weekday traffic volumes are generally greater than weekend volumes. Passenger car transactions continued to decline in February 2013 by 8.4 percent and commercial vehicles by 1.5 percent compared to February 2012. Overall, total Turnpike transactions decreased by 7.5 percent in February 2013 compared to the prior year. This drop is largely explained by two separate events. First, February 2013 includes one less day than February 2012 (which was a leap year). The second impact is the result of winter storm Nemo which hit New Jersey, New York, and Connecticut on Friday, February 8 and Saturday, February 9, 2013. This storm dropped one to two feet of snow on northern New Jersey and nearly three feet of snow over portions of New York and Connecticut. Given that the storm mostly impacted weekend travel, passenger car trips were much more negatively impacted than commercial vehicle trips.

March 2013 passenger car transactions declined by 1.9 percent over March 2012 and commercial vehicle transactions declined by 1.7 percent. Overall, March 2013 transactions declined by 1.9 percent, which is most likely due to one less weekday in March 2013 compared to March 2012.

April 2013 passenger car transactions decreased 0.7 percent while commercial vehicle transactions increased 6.4 percent compared to April 2012. The significant increase in commercial vehicle transactions can partially be attributed to an additional weekday in April 2013. Overall, April 2013 total transactions remained relatively flat with an increase of only 0.2 percent. The same trend continued in May 2013 during which passenger car transactions decreased 0.3 percent and commercial vehicle transactions increased 2.3 percent compared to May 2012. May 2013 total transactions remained flat with no growth over the prior year.

In June 2013, passenger car transactions decreased 1.6 percent compared to June 2012 while commercial vehicle transactions decreased by 3.0 percent. The decline in both transaction types can partially be attributed to one less weekday in June 2013 compared to June 2012. Overall, June 2013 transactions declined by 1.8 percent.

July 2013 passenger car transactions increased by 1.3 percent over July 2012 and commercial vehicle transactions increased by 3.7 percent. Overall, July 2013 total transactions increased by 1.6 percent. The same trend continued in August 2013 during which passenger car transactions increased 2.4 percent and commercial vehicle transactions increased 1.2 percent compared to August 2012. Overall, August 2013 transactions increased by 2.2 percent.

In September 2013, passenger car and commercial vehicle transactions increased by 2.3 and 6.6 percent, respectively, over September 2012. Overall, September 2013 total transactions increased by 2.8 percent.

October 2013 passenger car transactions increased by 10 percent and commercial vehicle transactions increased by 13.8 percent over October 2012. As previously mentioned, October 2012 transactions were negatively impacted by superstorm Sandy.

In November 2013, passenger car transactions increased by 2.2 percent while commercial vehicle transactions decreased by 8.9 percent compared to November 2012. November 2013 commercial vehicle transactions are significantly lower than November 2012 due to the large number of emergency vehicles on the facility after superstorm Sandy in November 2012. In addition, one less weekday in November 2013 versus November 2012 also had a negative impact on commercial transactions in 2013.

Total year end 2013 passenger car transactions increased 0.4 percent compared to 2012 levels. Commercial transactions increased by 2.2 percent over the same period. Total transactions increased by 0.6 percent in 2013 compared to 2012.

The first three months of 2014 have been negatively impacted by extreme weather. Of course, it is expected that there will always be snow and ice in the winter. During the first three months of 2014, there were 26 separate weather events that required snow plows and/or salt trucks to be dispatched. Of those 26 events, however, six were accompanied by the Governor declaring a state of emergency requesting that all non-essential trips not be made on the state roads and highways, including the Turnpike and Parkway. Two of these events were in January, three were in February, and one was in March. The negative impacts on March were less than those for January and February because there was only one such event in March and it largely occurred on a Sunday (the lowest travel day in the winter). All of the state of emergency events in January and February took place on weekdays.

Total 2014 year to date transactions declined 2.4 percent as a result of the above mentioned severe weather events. Absent the six major weather events, total Turnpike transactions would have increased by approximately 1.6 percent in the first quarter of 2014 compared to the same period in 2013.

Table 3-7 shows the corresponding monthly toll revenue growth for the Turnpike, taking into account the above mentioned toll increase, leap year, and weather events. As shown, monthly passenger car revenue growth in 2012 ranged from a low of 33.2 percent in October 2012, reflecting the impact of superstorm Sandy, to a high of 62.8 percent in January, reflecting the return to normal growth after severe weather events in January 2011. Total passenger car revenue grew by 49.3 percent in 2012 compared to 2011.

Commercial vehicle monthly revenue growth ranged from a low of 31.4 percent in October 2012 to a high of 58.4 percent in July 2012 compared to the same months in the prior year. The lower toll revenue growth in October was attributed to a decreased number of tolled commercial truck transactions due to impacts of superstorm Sandy. In addition to the negative impacts commonly associated with severe weather, commercial vehicle revenue was further reduced due to the aforementioned suspension of toll collection between 5 PM on 10/29/2012 (Monday) through 6:30 AM on 10/31/2012 (Wednesday). Total 2012 toll revenue increased by 49.3 percent for passenger cars and by 43.6 percent for commercial vehicles compared to the same period in 2011. Combined 2012 passenger car and commercial vehicle toll revenue grew by 47.4 percent over 2011 due to the impacts of the toll rate increase.

In January 2013, passenger car revenue decreased slightly by 0.7 percent while commercial vehicle revenue increased by 4.9 percent over January 2012 due to an additional weekday of transactions. Both passenger and commercial vehicle revenue declined in February 2013 by 9.0 percent and 1.6 percent, respectively, compared to February 2012. The decline in revenue can largely be attributed to the extra day of revenue collection in February 2012 due to the leap year and the effects of winter storm Nemo in 2013. Overall, total Turnpike toll revenue decreased by 6.5 percent in February 2013 compared to February 2012.

March 2013 passenger and commercial vehicle revenue remained relatively flat with slight increases of 0.9 percent and 0.3 percent, respectively, compared to March 2012. In April 2013, passenger vehicle revenue decreased by 2.2 percent while commercial vehicle revenue increased by 16.2 percent. This significant increase in commercial vehicle revenue can be partially attributed to an additional weekday in April 2013.

In May 2013, passenger car revenue was relatively flat with a slight increase of 0.4 percent compared to May 2012. Commercial vehicle revenue increased 2.0 percent during the same period. Overall, total Turnpike toll revenue increased by 0.9 percent in May 2013.

June 2013 passenger and commercial vehicle revenue declined by 0.7 percent and 6.7 percent, respectively, compared to June 2012. As previously mentioned, this decline can partially be attributed to one less weekday of revenue collection in June 2013. Total June 2013 toll revenue decreased by 2.7 percent compared to June 2012.

In July 2013, passenger car revenue increased by 0.6 percent while commercial vehicle revenue decreased slightly by 0.5 percent over July 2012. Overall, July 2013 total revenue increased by 0.2 percent. In August 2013, passenger car revenue increased by 2.8 percent over August 2012 and commercial vehicle revenue decreased by 0.9 percent. Overall, total August 2013 revenue increased by 1.6 percent over August 2012.

In September 2013, passenger car and commercial vehicle revenue increased by 1.8 and 9.4 percent, respectively, over September 2012. Overall, September 2013 total revenue increased by 4.2 percent.

October 2013 passenger car revenue increased by 10.7 percent and commercial vehicle revenue increased by 16.8 percent over October 2012 due to the negative impact of superstorm Sandy in October 2012. In November 2013, passenger car revenue increased by 6.4 percent while commercial vehicle revenue decreased by 1.4 percent compared to November 2012. As occurred with transactions, November 2012 commercial vehicle revenue was higher than normal due to the increase of emergency relief vehicles on the facility after superstorm Sandy, and November 2013 was negatively impacted by having one less weekday compared to November 2012.

Total year end 2013 passenger car toll revenue increased 0.7 percent compared to 2012 levels. Commercial toll revenue increased by 4.6 percent over the same period. Total toll revenue increased by 2.0 percent in 2013 compared to 2012.

The weather related traffic impacts discussed above for the first quarter of 2014 similarly affected toll revenue. As shown in Table 3-7, year to date passenger car revenue is down 3.6 percent, commercial vehicle revenue is down 0.8 percent, and total toll revenue is down 2.6 percent. The majority of those losses were experienced in January and February when the most extreme weather occurred.

Parkway Trends

Tables 3-8 and 3-9 show monthly traffic and toll revenue trends for the Garden State Parkway from January 2008 to March 2014. In 2012, the Parkway shows similar patterns as the Turnpike regarding impacts due to the January 2012 toll increase, weather, and leap year.

While the Turnpike experienced a 53 percent toll increase in January 2012, the Parkway toll rates increased by 50 percent. As a result, the impact of the toll increase on Parkway traffic appears to be slightly less than on the Turnpike, particularly for passenger cars. As shown in Table 3-8, excluding those months with additional impacts due to weather, leap year, etc., the toll increase reduced monthly toll transactions for passenger cars between 2.1 and 5.6 percent compared to the same months in 2011. Corresponding growth rates for commercial vehicles ranged from negative 0.8 percent in July to negative 6.1 percent in June.

It should be noted that given the commercial vehicle restrictions on the Parkway and the resulting low volumes (less than 1.5 percent of total transactions), very small changes in the absolute commercial numbers can have relatively big (both negative and positive) percent impacts. This will be evident in the commercial vehicle traffic and revenue growth rates shown in Tables 3-8 and 3-9 for the Parkway.

As with the Turnpike, January and February show higher than expected growth due to the recovery from adverse weather in January 2011 and the extra leap day in February 2012. September 2012 growth was slightly more negative than it otherwise would have been due to two fewer weekdays in 2012 compared to 2011. August 2012 growth was higher than the surrounding months due to the recovery impact in 2012 from depressed traffic levels in August 2011 due to hurricane Irene.

Superstorm Sandy negatively impacted The Parkway in October and November. The Parkway was officially closed in both directions during the following times and locations:

- South of Exit 38 from 10:00 AM on 10/29/2012 (Monday) through 2:00 PM on 10/30/2012 (Tuesday);
- South of Exit 63 from 2:00 PM on 10/29/2012 (Monday) through 2:00 PM on 10/30/2012 (Tuesday); and
- South of Exit 129 from 4:00 PM on 10/29/2012 (Monday) through 2:00 PM on 10/30/2012 (Tuesday).

In addition, toll collection was suspended on the entire Parkway from 5:00 PM on 10/29/2012 (Monday) through 6:30 AM on 10/31/2012 (Wednesday). The suspended toll collection started earlier, at 6:00 AM on 10/29/2012, on the northbound section of the Parkway from Cape May to the Driscoll Bridge in order to facilitate evacuation efforts. As with the Turnpike, once toll collection resumed, relief vehicles were allowed to travel toll free through Tuesday, November 27, 2012.

Due in part to superstorm Sandy, Parkway passenger car transactions decreased by 9.2 percent in October 2012, and by 8.1 percent in November. Parkway commercial vehicle traffic decreased by 7.8 percent in October 2012, and increased by 13.4 percent in November 2012.

Table 3-8
Historical Toll Transaction Trends By Month
Garden State Parkway
(Thousands of Vehicles)

Passenger Car Transactions

Month	2008	Percent Change	2009	Percent Change	2010	Percent Change	2011	Percent Change	2012	Percent Change	2013	Percent Change	2014
January	31,272	(8.9)	28,503	2.5	29,214	(10.6)	26,113 (4)	2.9	26,863 (6)	1.9	27,372	(6.2)	25,676 (4)
February	29,256 (1)	(4.5)	27,930	(13.3)	24,219 (3,4)	8.2	26,209 (4)	1.6	26,617 (1)	(7.1)	24,733 (3)	(4.7)	23,563 (4)
March	32,727	(5.0)	31,093	(0.7)	30,864	(0.8)	30,602	(3.6)	29,498	(1.5)	29,064	(0.1)	29,022 (9)
April	33,129	(2.4)	32,318	(3.3)	31,241	(2.8)	30,367	(3.1)	29,412	1.0	29,719		
May	35,219	(2.3)	34,396	(3.3)	33,271	(1.6)	32,746	(2.1)	32,053	(0.2)	31,979		
June	35,671	(3.2)	34,524	(1.4)	34,043	(0.6)	33,847	(2.3)	33,083	(2.2)	32,355		
July	38,086	(0.9)	37,731	(3.3)	36,498	0.1	36,542	(5.6)	34,505	0.3	34,601		
August	38,744	(3.1)	37,538	(3.2)	36,342	(6.3)	34,059 (5)	3.6	35,285	0.4	35,439		
September	33,093	0.6	33,285	(3.9)	31,995	(0.4)	31,852	(5.2)	30,182	1.9	30,764		
October	33,904	(2.9)	32,921	(3.4)	31,818	(2.3)	31,090	(9.2)	28,223 (7)	10.3	31,126		
November	31,069	(1.1)	30,714	(2.9)	29,834	(0.9)	29,573	(8.1)	27,181	5.6	28,710		
December	30,243 (2)	0.1	30,286	(6.3)	28,380 (4)	5.9	30,057	(5.4)	28,432	(1.5)	28,002		
TOTAL	402,413	(2.8)	391,239	(3.5)	377,719	(1.2)	373,057	(3.1)	361,334	0.7	363,864		
Subtotal Jan-Mar	93,255	(6.1)	87,526	(3.7)	84,297	(1.6)	82,924	0.1	82,978	(2.2)	81,169	(3.6)	78,261

Commercial Vehicle Transactions (8)

Month	2008	Percent Change	2009	Percent Change	2010	Percent Change	2011	Percent Change	2012	Percent Change	2013	Percent Change	2014
January	366	1.9	373	(13.4)	323	(1.5)	318 (4)	(0.3)	317 (6)	14.8	364	(4.9)	346 (4)
February	342 (1)	3.5	354	(13.6)	306 (3,4)	(1.6)	301 (4)	4.0	313 (1)	5.1	329 (3)	(1.2)	325 (4)
March	377	9.5	413	(11.6)	365	5.8	386	(2.8)	375	(2.1)	367	(1.4)	362 (9)
April	411	6.3	437	(6.6)	408	(3.1)	395	(1.3)	390	10.8	432		
May	428	11.2	476	(8.2)	437	5.3	460	(1.7)	452	11.1	502		
June	404	10.6	447	1.1	452	4.9	474	(6.1)	445	5.6	470		
July	413	19.9	495	(6.9)	461	3.5	477	(1.0)	472	6.6	503		
August	384	21.4	466	(4.1)	447	1.3	453 (5)	4.0	471	3.6	488		
September	378	13.8	430	(4.7)	410	2.7	421	(5.0)	400	7.0	428		
October	403	4.0	419	0.5	421	0.7	424	(7.8)	391 (7)	14.8	449		
November	334	8.7	363	4.7	380	0.0	380	13.4	431	(12.3)	378		
December	379 (2)	(5.8)	357	(3.1)	346 (4)	(0.3)	345	6.1	366	(6.0)	344		
TOTAL	4,619	8.9	5,030	(5.4)	4,756	1.6	4,834	(0.2)	4,823	4.8	5,054		
Subtotal Jan-Mar	1,085	5.1	1,140	(12.8)	994	1.1	1,005	0.0	1,005	5.5	1,060	(2.5)	1,033

Total Transactions

Month	2008	Percent Change	2009	Percent Change	2010	Percent Change	2011	Percent Change	2012	Percent Change	2013	Percent Change	2014
January	31,638	(8.7)	28,876	2.3	29,537	(10.5)	26,431 (4)	2.8	27,180 (6)	2.0	27,736	(6.2)	26,021 (4)
February	29,598 (1)	(4.4)	28,284	(13.3)	24,525 (3,4)	8.1	26,510 (4)	1.6	26,930 (1)	(6.9)	25,062 (3)	(4.7)	23,888 (4)
March	33,104	(4.8)	31,506	(0.9)	31,229	(0.8)	30,988	(3.6)	29,873	(1.5)	29,431	(0.2)	29,383 (9)
April	33,540	(2.3)	32,755	(3.4)	31,649	(2.8)	30,762	(3.1)	29,802	1.2	30,151		
May	35,647	(2.2)	34,872	(3.3)	33,708	(1.5)	33,206	(2.1)	32,505	(0.1)	32,481		
June	36,075	(3.1)	34,971	(1.4)	34,495	(0.5)	34,321	(2.3)	33,528	(2.1)	32,825		
July	38,499	(0.7)	38,226	(3.3)	36,959	0.2	37,019	(5.5)	34,978	0.4	35,104		
August	39,128	(2.9)	38,004	(3.2)	36,789	(6.2)	34,512 (5)	3.6	35,755	0.5	35,927		
September	33,471	0.7	33,715	(3.9)	32,405	(0.4)	32,273	(5.2)	30,582	2.0	31,192		
October	34,307	(2.8)	33,340	(3.3)	32,239	(2.2)	31,514	(9.2)	28,614 (7)	10.3	31,575		
November	31,403	(1.0)	31,077	(2.8)	30,214	(0.9)	29,953	(7.8)	27,612	5.3	29,088		
December	30,622 (2)	0.1	30,643	(6.3)	28,726 (4)	5.8	30,402	(5.3)	28,798	(1.6)	28,346		
TOTAL	407,032	(2.6)	396,269	(3.5)	382,475	(1.2)	377,891	(3.1)	366,157	0.8	368,918		
Subtotal Jan-Mar	94,340	(6.0)	88,666	(3.8)	85,291	(1.6)	83,929	0.1	83,983	(2.1)	82,229	(3.6)	79,292

(1) Leap year - February had 29 days.
(2) A 43% toll increase was implemented on December 1, 2008.
(3) The Pascack Valley mainline toll plaza was converted to one-way tolling, resulting in a negative impact on total toll transactions.
(4) Severe Winter weather events.
(5) Hurricane Irene.
(6) A 50% toll increase was implemented on January 1, 2012.
(7) Superstorm Sandy, October 29-30, 2012
(8) Consists of Classes 2 through B3.
(9) Abnormally cold weather.

Source: NJTA

Table 3-9
Historical Gross Toll Revenue Trends By Month
Garden State Parkway
(Thousands of Dollars)

Passenger Car Toll Revenue

Month	2008	Percent Change	2009	Percent Change	2010	Percent Change	2011	Percent Change	2012	Percent Change	2013	Percent Change	2014
January	$14,884	28.8	$19,173	3.0	$19,750	(7.1)	$18,353 (4)	53.5	$28,181 (6)	2.6	$28,919	(5.4)	$27,357 (3)
February	13,936 (1)	35.1	18,830	(13.1)	16,360 (3,4)	12.4	18,383 (4)	52.5	28,025 (1)	(6.8)	26,127 (3)	(4.0)	25,078 (3)
March	15,680	33.7	20,964	3.7	21,748	(1.3)	21,474	43.9	30,902	(0.1)	30,856	0.1	30,876 (9)
April	15,811	40.3	22,177	(0.5)	22,059	(2.7)	21,454	46.2	31,374	0.4	31,496		
May	16,943	37.9	23,357	1.0	23,586	(2.3)	23,043	48.7	34,261	(0.4)	34,132		
June	17,292	36.7	23,646	4.2	24,631	(2.4)	24,036	47.7	35,513	(2.1)	34,762		
July	18,659	40.3	26,181	0.8	26,385	(0.5)	26,252	42.2	37,343	0.8	37,650		
August	19,172	37.0	26,274	0.7	26,445	(6.7)	24,660 (5)	55.5	38,345	1.1	38,748		
September	16,017	42.5	22,817	0.8	23,002	(1.5)	22,664	43.8	32,587	2.4	33,360		
October	16,229	38.2	22,424	0.5	22,531	(1.2)	22,263	34.0	29,833 (7)	12.1	33,454		
November	14,909	40.4	20,930	0.9	21,128	(1.3)	20,843	36.1	28,367	8.8	30,872		
December	20,721 (2)	(0.7)	20,567	(2.7)	20,017 (4)	7.0	21,417	41.2	30,245	(1.1)	29,921		
TOTAL	$200,253	33.5	$267,340	0.1	$267,642	(1.0)	$264,842	45.4	$384,976	1.4	$390,297		
Subtotal Jan-Mar	$44,500	32.5	$58,967	(1.9)	$57,858	0.6	$58,210	49.6	$87,108	(1.4)	$85,902	(3.0)	$83,311

Commercial Vehicle Toll Revenue (8)

Month	2008	Percent Change	2009	Percent Change	2010	Percent Change	2011	Percent Change	2012	Percent Change	2013	Percent Change	2014
January	$444	67.8	$745	(6.4)	$697	1.1	$705 (4)	53.2	$1,080 (6)	12.1	$1,211	(20.6) (10)	$962 (3)
February	416 (1)	70.9	711	(11.8)	627 (3,4)	7.3	673 (4)	59.1	1,071 (1)	3.0	1,103 (3)	(17.4) (10)	911 (3)
March	463	78.8	828	(2.2)	810	6.8	865	47.6	1,277	(2.2)	1,249	(15.3) (10)	1,058 (9)
April	508	29.7	659	37.6	907	(2.0)	889	51.2	1,345	9.8	1,477		
May	524	87.6	983	0.2	985	3.8	1,022	53.2	1,566	10.6	1,732		
June	501	96.2	983	5.5	1,037	3.7	1,075	44.5	1,553	4.2	1,619		
July	514	111.1	1,085	(4.0)	1,042	4.1	1,085	55.0	1,682	4.0	1,749		
August	484	114.5	1,038	(1.8)	1,019	1.3	1,032 (5)	61.7	1,669	2.3	1,707		
September	464	103.9	946	(0.8)	938	1.2	949	49.4	1,418	4.7	1,485		
October	493	85.6	915	3.7	949	1.8	966	39.4	1,347 (7)	2.3	1,378		
November	408	93.9	791	7.8	853	(0.4)	850	66.5	1,415	(22.7)	1,094		
December	583 (2)	30.2	759	1.1	767 (4)	1.3	777	59.7	1,241	(24.0)	943		
TOTAL	$5,802	80.0	$10,443	1.8	$10,631	2.4	$10,888	53.0	$16,664	0.5	$16,747		
Subtotal Jan-Mar	$1,323	72.6	$2,284	(6.6)	$2,134	5.1	$2,243	52.8	$3,428	3.9	$3,563	(17.7)	$2,931

Total Toll Revenue

Month	2008	Percent Change	2009	Percent Change	2010	Percent Change	2011	Percent Change	2012	Percent Change	2013	Percent Change	2014
January	$15,328	29.9	$19,918	2.7	$20,447	(6.8)	$19,058 (4)	53.5	$29,261 (6)	3.0	$30,130	(6.0)	$28,319 (3)
February	14,352 (1)	36.2	19,541	(13.1)	16,987 (3,4)	12.2	19,056 (4)	52.7	29,096 (1)	(6.4)	27,230 (3)	(4.6)	25,989 (3)
March	16,143	35.0	21,792	3.5	22,558	(1.0)	22,339	44.0	32,179	(0.2)	32,105	(0.5)	31,934 (9)
April	16,319	39.9	22,836	0.6	22,966	(2.7)	22,343	46.4	32,719	0.8	32,973		
May	17,467	39.3	24,340	0.9	24,571	(2.1)	24,065	48.9	35,827	0.1	35,864		
June	17,793	38.4	24,629	4.2	25,668	(2.2)	25,111	47.6	37,066	(1.8)	36,381		
July	19,173	42.2	27,266	0.6	27,427	(0.3)	27,337	42.8	39,025	1.0	39,399		
August	19,656	38.9	27,312	0.6	27,464	(6.5)	25,692 (5)	55.7	40,013	1.1	40,455		
September	16,481	44.2	23,763	0.7	23,940	(1.4)	23,613	44.0	34,005	2.5	34,845		
October	16,722	39.6	23,339	0.6	23,480	(1.1)	23,229	34.2	31,180 (7)	11.7	34,832		
November	15,317	41.8	21,721	1.2	21,981	(1.3)	21,693	37.3	29,782	7.3	31,966		
December	21,304 (2)	0.1	21,326	(2.5)	20,784 (4)	6.8	22,194	41.9	31,486	(2.0)	30,864		
TOTAL	$206,055	34.8	$277,783	0.2	$278,273	(0.9)	$275,730	45.7	$401,639	1.3	$407,044		
Subtotal Jan-Mar	$45,823	33.7	$61,251	(2.1)	$59,992	0.8	$60,453	49.8	$90,536	(1.2)	$89,465	(3.6)	$86,242

(1) Leap year - February had 29 days.
(2) A 43% toll increase was implemented on December 1, 2008.
(3) The Pascack Valley mainline toll plaza was converted to one-way tolling, resulting in a negative impact on total toll transactions and toll revenue.
(4) Severe Winter weather events.
(5) Hurricane Irene.
(6) A 50% toll increase was implemented on January 1, 2012.
(7) Superstorm Sandy, October 29-30, 2012
(8) Consists of Classes 2 through B3.
(9) Abnormally cold weather.
(10) Beginning January 2014, NJTA changed the way it accounts for commercial vehicle discounts. This accounting change resulted in an artificial reduction in commercial revenue compared to the previous year. The lost revenue exhibited for commercial vehicles was added to the passenger car category, but due to the relatively low total value of this revenue shift, the impact is not noticeable for passenger cars.

Source: NJTA

The increase in truck traffic on the Parkway in November appears to be comprised of both toll-free recovery vehicles and tolled trucks probably involved in storm related activities such as moving personal belongings, trips to the landfill, etc. In December 2012, passenger car transactions decreased by 5.4 percent primarily reflecting the toll increase and the diminished impact of superstorm Sandy. Commercial vehicle transactions increased by 6.1 percent in December, likely due to continued above normal truck usage associated with recovery and rebuilding efforts on the New Jersey shoreline.

As shown in Table 3-8, passenger car transactions decreased by 3.1 percent on the Parkway in 2012. Commercial vehicle toll transactions decreased by 0.2 percent over the same period. Total combined toll transactions for 2012 decreased by 3.1 percent.

In January 2013, passenger car transactions increased by 1.9 percent, while commercial vehicle transactions increased by 14.5 percent compared to January 2012. This significant increase in commercial transactions is due to the additional weekday of transactions in January 2013 and the continued increase in truck usage during recovery and rebuilding efforts following superstorm Sandy.

February 2013 passenger car transactions on the Parkway decreased by 7.1 percent while commercial car transactions increased by 4.8 percent, compared to February 2012. The decline in passenger car transactions can partially be attributed to an additional day in February 2012 due to the leap year and to winter storm Nemo on February 8th and 9th. The increase in commercial vehicle transactions is most likely due to the continued truck usage on the facility during recovery and rebuilding efforts after superstorm Sandy. Of course, absent the impacts of one less travel day in February 2013 and winter storm Nemo, commercial traffic in February would have been even higher. Overall, total Parkway toll transactions decreased by 6.9 percent in February 2013 compared to February 2012.

In March 2013, both passenger car and commercial vehicle transactions declined by 1.5 percent and 2.1 percent, respectively, compared to March 2012. This is most likely due an additional weekday in March 2012. In April 2013, passenger car transactions increased by 1.0 percent and commercial vehicle transactions increased significantly by 10.8 percent. Overall, total April 2013 transactions increased 1.2 percent over April 2012. This increase can be partially attributed to an additional weekday in April 2013.

May 2013 passenger car transactions decreased by 0.2 percent while commercial vehicle transactions increased by 11.1 percent compared to May 2012. This significant increase in commercial vehicle transactions is most likely due to the continued presence of trucks on the facility during recovery and rebuilding efforts in the area. Overall, total May 2013 transactions remained relatively flat with a decline of 0.1 percent compared to May 2012.

In June 2013, passenger car transactions decreased by 2.2 percent, which can partially be attributed to one less weekday in June 2013 compared to June 2012. Commercial vehicle transactions increased by 5.6 percent over the same period. June 2013 total transactions declined by 2.1 percent compared to June 2012.

July 2013 passenger car transactions increased by 0.3 percent and commercial vehicle transactions increased by 6.3 percent compared to July 2012. Overall, July 2013 total transactions increased by 0.4

percent. In August 2013, passenger car transactions increased by 0.4 percent and commercial vehicle transactions increased by 3.6 percent. August 2013 total transactions increased 0.5 percent compared to August 2012.

In September 2013, passenger car and commercial vehicle transactions increased by 1.9 and 7.0 percent, respectively, compared to September 2012. Overall, September 2013 total transactions increased by 2.0 percent.

October 2013 passenger car transactions increased by 10.3 percent and commercial vehicle transactions increased by 14.8 percent over October 2012. This significant increase in both transaction types is due to the negative impact of superstorm Sandy on October 2012 transactions. In November 2013, passenger car transactions increased 5.6 percent while commercial vehicle transactions decreased by 12.3 percent compared to the prior year. Similar to the Turnpike, November 2012 commercial vehicle transactions on the Parkway were unusually high due to the usage of emergency relief vehicles after superstorm Sandy. The negative impact of one less weekday in 2013 versus 2012 also negatively impacted traffic.

Total year end 2013 passenger car transactions increased 0.7 percent compared to 2012 levels. Commercial transactions increased by 4.8 percent over the same period. Total transactions increased by 0.8 percent in 2013 compared to 2012.

The weather related traffic impacts discussed above for the first quarter of 2014 for the Turnpike similarly affected transaction growth on the Parkway. As shown in Table 3-8, year to date passenger car transactions are down 3.6 percent, commercial vehicle transactions are down 2.5 percent, and total transactions are down 3.6 percent. As on the Turnpike, the majority of those losses were experienced in January and February when the most extreme weather occurred. Excluding only those six weather events that resulted in a declaration of a state of emergency, traffic growth would have been approximately 0.6 percent positive instead of 3.6 percent negative in the first quarter.

Table 3-9 provides similar monthly trends for Parkway toll revenue. As shown, 2012 total passenger car toll revenue increased by 45.4 percent. Commercial vehicle toll revenue increased by 53.0 percent over the same period. Total combined Parkway toll revenue increased by 45.7 during 2012. As with the Turnpike, the majority of the increase in toll revenue is due to the January 2012 toll increase.

January 2013 toll revenue growth followed the same general trends as transaction growth compared to January 2012. The percent impact of the 2012 toll increase is not reflected in the January 2013 growth rate since the toll increase impacts are now present in both the January 2012 and 2013 revenue figures. As shown in Table 3-9, passenger car toll revenue increased by 2.6 percent while commercial vehicle toll revenue increased by 12.1 percent over January 2012.

In February 2013, passenger car toll revenue decreased by 6.8 percent while commercial vehicle toll revenue increased by 3.0 percent, compared to February 2012. Toll revenue growth followed the same general trends as transaction growth for the same period. Total combined Parkway toll revenue in February 2013 decreased by 6.4 percent compared to February 2012.

In March 2013, passenger car and commercial vehicle toll revenue declined by 0.2 percent and 2.2 percent, respectively, compared to March 2012. This is most likely due to the additional weekday in March 2012. Passenger car toll revenue in April 2013 increased by 0.4 percent and commercial vehicle toll revenue also increased by 9.8 percent. Overall, April 2013 toll revenue increased by 0.8 percent over the prior year. This can be partially attributed to an additional weekday in April 2013.

May 2013 passenger car toll revenue decreased by 0.4 percent while commercial vehicle toll revenue increased by 10.6 percent, compared to May 2012. Toll revenue growth followed the same general trends as transaction growth for the same period. Total combined Parkway toll revenue in May 2013 remained relatively flat with slight growth of 0.1 percent.

In June 2013, passenger car toll revenue decreased by 2.1 percent and commercial vehicle toll revenue increased by 4.2 percent, compared to June 2012. These are also the same general trends seen in transaction growth during the same period. Overall, total toll revenue in June 2013 declined by 1.8 percent compared to June 2012.

July 2013 passenger car toll revenue increased by 0.8 percent and commercial vehicle toll revenue increased 4.0 percent compared to July 2012. Overall, total toll revenue in July 2013 increased by 1.0 percent. Passenger car toll revenue in August 2013 increased by 1.1 percent and commercial vehicle toll revenue increased by 2.3 percent compared to August 2012. Overall, August 2013 total toll revenue increased 1.1 percent.

In September 2013, passenger car and commercial vehicle toll revenue increased by 2.4 and 4.7 percent, respectively, over September 2012. Overall, total toll revenue in September 2013 increased 2.5 percent compared to September 2012.

October 2013 passenger car revenue increased by 12.1 percent and commercial vehicle revenue increased by 2.3 percent over October 2012, which is due to the negative impact that superstorm Sandy had on October 2012 revenue. In November 2013, passenger car revenue increased by 8.8 percent while commercial vehicle revenue decreased by 22.7 percent. This significant decline in commercial vehicle revenue can largely be attributed to the unusually high commercial vehicle revenue in November 2012 during superstorm Sandy relief efforts, along with one less weekday in November 2013.

Total year end 2013 passenger car toll revenue increased 1.4 percent compared to 2012 levels. Commercial toll revenue increased by 0.5 percent over the same period. Total toll revenue increased by 1.3 percent in 2013 compared to 2012.

The weather related traffic impacts discussed above for the first quarter of 2014 similarly affected toll revenue. As shown in Table 3-9, year to date passenger car revenue is down 3.0 percent, commercial vehicle revenue is down 17.7 percent, and total toll revenue is down 3.6 percent. The majority of those losses were experienced in January and February when the most extreme weather occurred. As footnoted in Table 3-9, the percent change in commercial revenue in 2014 over 2013 is not a realistic measure.

Beginning in January 2014, the methodology for accounting for toll discounts was revised on the Parkway to better reflect actual experience. Beginning in January 2014 a slightly higher percentage of the discounts were attributed to commercial vehicles, thus reducing their revenue and increasing, by an equal amount, passenger car revenue. Due to the extremely low volume of commercial traffic and revenue on the Parkway, the positive impact of this accounting change is negligible on passenger cars, but substantial on commercial vehicles. These accounting changes had no impact on total toll revenue, thus the comparison between 2014 and 2013 total toll revenue (a decrease of 3.6 percent) is an accurate measure of real change between those two years.

Total System Trends

Table 3-10 shows monthly toll revenue trends for both of the Authority's roadways from January 2008 to March 2014. As shown, total combined toll revenue increased by 46.4 percent in 2012 over 2011, a result of January 2012 toll increase. On a systemwide basis, it is estimated that the impacts of superstorm Sandy reduced total toll revenue by about $15 million in 2012. Absent the impact, total toll revenue would have increased by about 48.5 percent in 2012 compared to 2011.

Total system toll revenue increased by 1.8 percent between 2012 and 2013. During the first three months of 2014 total NJTA toll revenue has declined by 2.9 percent compared to the same period in 2013. As discussed above in detail, this decrease is entirely due to severe winter weather that resulted in a state of emergency being declared for six separate events. Absent those six events, total revenue growth would have been about 1.0 percent (positive) during the first three months of 2014.

Annual Trends in E-ZPass Market Share

E-ZPass percent market shares of toll transactions for the Turnpike, Parkway and Total System are shown in Table 3-11. The market shares are provided by passenger car and commercial vehicle for the Turnpike from 2003 through 2013, and by all vehicles for the Parkway and the Total System from 2007 through 2013. In addition, the percentage point change in market share from the prior year is also provided.

Table 3-10
Historical Gross Toll Revenue Trends By Month
Total of All Vehicle Classes
(Thousands of Dollars)

New Jersey Turnpike

Month	2008	Percent Change	2009	Percent Change	2010	Percent Change	2011	Percent Change	2012	Percent Change	2013	Percent Change	2014
January	$41,724	22.0	$50,921	(0.8)	$50,535	(5.5)	$47,768 (3)	57.0	$75,008 (6)	1.2	$75,908	(3.7)	$73,073 (3)
February	38,940 (1)	24.5	48,471	(11.6)	42,850 (3)	9.1	46,734 (3)	56.8	73,269 (1)	(6.5)	68,516 (3)	(4.6)	65,361 (3)
March	44,052	23.9	54,568	3.6	56,509	(2.5)	55,080	47.8	81,413	0.7	81,986	0.0	81,993 (13)
April	44,446	28.9	57,303	(0.5)	57,029	(2.1)	55,808	46.0	81,487	3.4	84,291		
May	46,261	26.8	58,651	1.4	59,477	(2.6)	57,958	51.5	87,803	0.9	88,594		
June	45,498	28.7	58,569	2.4	59,966	(2.3)	58,603	51.3	88,690	(2.7)	86,323		
July	47,241	30.1	61,467	0.5	61,758	(0.8)	61,254 (4)	48.1	90,691	0.2	90,883		
August	47,953	29.2	61,964	0.9	62,549	(3.0)	60,658 (5)	53.8	93,297	1.6	94,835		
September	42,673	32.7	56,646	(0.2)	56,530	1.8	57,552	40.6	80,894	4.2	84,290		
October	44,910	28.5	57,727	1.1	58,376	0.7	58,800	32.6	77,947 (13)	12.8	87,905		
November	41,436	32.4	54,874	1.0	55,413	2.2	56,624	31.4	74,404	10.2	81,972		
December	55,548 (2)	(3.7)	53,474	(1.1)	52,901 (3)	6.4	56,311	46.4	82,441	(1.5)	81,217		
TOTAL	$540,682	24.8	$674,635	(0.1)	$673,893	(0.1)	$673,150	46.7	$987,344	2.0	$1,006,720		
Subtotal Jan-Mar	$124,716	23.4	$153,960	(2.6)	$149,894	(0.2)	$149,582	53.6	$229,690	(1.4)	$226,410	(2.6)	$220,427

Garden State Parkway

Month	2008	Percent Change	2009	Percent Change	2010	Percent Change	2011	Percent Change	2012	Percent Change	2013	Percent Change	2014
January	$15,328	29.9	$19,918	2.7	$20,447	(6.8)	$19,058 (4)	53.5	$29,261 (11)	3.0	$30,130	(6.0)	$28,319 (3)
February	14,352 (1)	36.2	19,541	(13.1)	16,987 (10,3)	12.2	19,056 (4)	52.7	29,096 (1)	(6.4)	27,230 (3)	(4.6)	25,989 (3)
March	16,143	35.0	21,792	3.5	22,558	(1.0)	22,339	44.0	32,179	(0.2)	32,105	(0.5)	31,934 (13)
April	16,319	39.9	22,836	0.6	22,966	(2.7)	22,343	46.4	32,719	0.8	32,973		
May	17,467	39.3	24,340	0.9	24,571	(2.1)	24,065	48.9	35,827	0.1	35,864		
June	17,793	38.4	24,629	4.2	25,668	(2.2)	25,111	47.6	37,066	(1.8)	36,381		
July	19,173	42.2	27,266	0.6	27,427	(0.3)	27,337	42.8	39,025	1.0	39,399		
August	19,656	38.9	27,312	0.6	27,464	(6.5)	25,692 (5)	55.7	40,013	1.1	40,455		
September	16,481	44.2	23,763	0.7	23,940	(1.4)	23,613	44.0	34,005	2.5	34,845		
October	16,722	39.6	23,339	0.6	23,480	(1.1)	23,229	34.2	31,180 (13)	11.7	34,832		
November	15,317	41.8	21,721	1.2	21,981	(1.3)	21,693	37.3	29,782	7.3	31,966		
December	21,304 (9)	0.1	21,326	(2.5)	20,784 (3)	6.8	22,194	41.9	31,486	(2.0)	30,864		
TOTAL	$206,055	34.8	$277,783	0.2	$278,273	(0.9)	$275,730	45.7	$401,639	1.3	$407,044		
Subtotal Jan-Mar	$45,823	33.7	$61,251	(2.1)	$59,992	0.8	$60,453	49.8	$90,536	(1.2)	$89,465	(3.6)	$86,242

NJTA System Total

Month	2008	Percent Change	2009	Percent Change	2010	Percent Change	2011	Percent Change	2012	Percent Change	2013	Percent Change	2014
January	$57,052	24.2	$70,839	0.2	$70,982	(5.9)	$66,826 (3,4)	56.0	$104,269 (6,11)	1.7	$106,038	(4.4)	$101,392 (3)
February	53,292 (1)	27.6	68,012	(12.0)	59,837 (10,3)	9.9	65,790 (3,4)	55.6	102,365 (1)	(6.5)	95,746 (3)	(4.6)	91,350 (3)
March	60,195	26.9	76,360	3.5	79,067	(2.1)	77,419	46.7	113,592	0.4	114,091	(0.1)	113,927 (13)
April	60,765	31.9	80,139	(0.2)	79,995	(2.3)	78,151	46.1	114,206	2.7	117,264		
May	63,728	30.2	82,991	1.3	84,048	(2.4)	82,023	50.7	123,630	0.7	124,458		
June	63,291	31.5	83,198	2.9	85,634	(2.2)	83,714	50.2	125,756	(2.4)	122,704		
July	66,414	33.6	88,733	0.5	89,185	(0.7)	88,591 (4)	46.4	129,716	0.4	130,282		
August	67,609	32.0	89,276	0.8	90,013	(4.1)	86,350 (5)	54.4	133,310	1.5	135,290		
September	59,154	35.9	80,409	0.1	80,470	0.9	81,165	41.6	114,899	3.7	119,135		
October	61,632	31.5	81,066	1.0	81,856	0.2	82,029	33.0	109,127 (13)	12.5	122,737		
November	56,753	35.0	76,595	1.0	77,394	1.2	78,317	33.0	104,186	9.4	113,938		
December	76,852 (2,9	(2.7)	74,800	(1.5)	73,685 (3)	6.5	78,505	45.1	113,927	(1.6)	112,081		
TOTAL	$746,737	27.5	$952,418	(0.0)	$952,166	(0.3)	$948,880	46.4	$1,388,983	1.8	$1,413,764		
Subtotal Jan-Mar	$170,539	26.2	$215,211	(2.5)	$209,886	0.1	$210,035	52.5	$320,226	(1.4)	$315,875	(2.9)	$306,669

(1) Leap year - February had 29 days.
(2) A 40% toll increase was implemented on December 1, 2008.
(3) Severe winter weather events.
(4) On July 1, 2011, the off-peak discount for passenger cars with non-NJ E-ZPass was eliminated. Non-NJ E-ZPass off-peak rates increased by 33%.
(5) Hurricane Irene.
(6) A 53% toll increase was implemented on January 1, 2012.
(7) Consists of Classes 2 through B3.
(8) The Barnegat mainline toll plaza was converted to one-way tolling, resulting in a negative impact on total toll transactions and toll revenue.
(9) A 43% toll increase was implemented on December 1, 2008.
(10) The Pascack Valley mainline toll plaza was converted to one-way tolling, resulting in a negative impact on total toll transactions and toll revenue.
(11) A 50% toll increase was implemented on January 1, 2012.
(12) Superstorm Sandy, October 29-30, 2012
(13) Abnormally cold weather.

Source: NJTA

Table 3-11
Historical Trends in E-ZPass Market Share
Of Toll Transactions

Calendar Year	Turnpike Passenger Cars	Turnpike Commercial Vehicles	Turnpike All Vehicles	Parkway All Vehicles	Total System All Vehicles
Percent E-ZPass Market Share					
2003	60.2 %	66.8 %	61.1 %	na	na
2004	63.5	69.7	64.3	na	na
2005	65.5	74.7	66.7	na	na
2006	67.4	76.7	68.6	na	na
2007	69.0	78.0	70.2	65.7 %	67.4 %
2008	70.9	80.0	72.1	67.7	69.4
2009	72.3	81.5	73.5	70.6	71.7
2010	73.5	81.8	74.6	71.4	72.6
2011	75.5	83.0	76.4	72.5	74.0
2012	78.1	86.5	79.2	75.7	77.0
2013	79.5	88.2	80.6	77.2	78.5
Net Change In Percentages					
2003	- -	- -	- -	- -	- -
2004	3.3	2.9	3.2	na	na
2005	2.0	5.0	2.4	na	na
2006	1.8	2.0	1.9	na	na
2007	1.6	1.3	1.6	na	na
2008	1.9	2.0	1.9	2.0	2.0
2009	1.5	1.5	1.4	2.9	2.3
2010	1.2	0.2	1.1	0.8	0.9
2011	1.9	1.2	1.9	1.1	1.4
2012	2.6	3.5	2.8	3.2	3.0
2013	1.4	1.7	1.4	1.5	1.5

Source: NJTA

The E-ZPass market shares increased from 60.2 percent in 2003 to 79.5 percent in 2013 for passenger-car transactions on the Turnpike. Commercial-vehicle transactions had an E-ZPass market share of 66.8 percent in 2003, increasing to 88.2 percent in 2013. Parkway E-ZPass market share increased from 65 .7 percent in 2007 to 77.2 percent in 2013. Total System E-ZPass market share increased from 67.4 percent to 78.5 percent in the same time period.

Currently passenger cars do not receive any automatic discount for E-ZPass usage on the Parkway. Trucks (classes 2 – 6) receive an automatic E-ZPass discount of about 5.0 percent off the cash rate for travel in off-peak periods. On the Turnpike, passenger-car E-ZPass customers receive an automatic discount for trips made during off-peak hours. The net discount varies depending on the particular trip. For a through trip, the passenger-car discount is 25 percent. Trucks using E-ZPass on the Turnpike also receive an automatic discount from the cash rate, totaling about 9 percent for a through trip any time of the day, and about 13 percent for a trip during off-peak hours. These current toll differentials do offer a financial incentive to use E-ZPass instead of cash.

On January 1, 2008, tolls increased by 40 percent on the Turnpike and 43 percent on the Parkway, substantially increasing the actual toll differential between cash and E-ZPass... In 2008 and 2009 the E-ZPass passenger-car transactions increased by 1.9 percentage points and 1.5 percentage points respectively on the Turnpike in response to the 2008 toll increase. The rate of increase declined to 1.2 percentage points in 2010, and then increased by 1.9 percentage points in 2011. The toll increase implemented on January 1, 2012 further increased the actual toll differential between cash and E-ZPass. The increased differential contributed to unusually high E-ZPass market share growth in 2012 demonstrated by an increase of 2.6 percentage points amongst Turnpike passenger car transactions. E-ZPass market increased again in 2013 by 1.4 percentage points amongst Turnpike passenger car transactions, representing a return to normal growth. Similar patterns are seen for the Turnpike commercial transactions and the Parkway transactions. This analysis of the E-ZPass market share trends helped develop future year estimates of E-ZPass penetration rates.

Annual Trends in Vehicle Class Distribution

The percent of commercial-vehicle transactions on the Turnpike and Parkway have remained quite stable over the last ten years, as has their share of the gross toll revenue. As seen in Table 3-12, commercial-vehicle toll transactions on the Turnpike ranged from a high of 13.9 percent of total toll transactions in 2006 and 2007 to a low of 12.7 percent in 2011. Their share of the gross toll revenue ranged from a high of 36.5 percent of total toll revenue in 2008 to a low of 32.6 percent in 2010. On the Parkway, commercial-vehicle toll transactions ranged from a high of 1.4 percent of total transactions in 2004 and 2013 to 1.1 percent in 2006 through 2008. Their share of gross toll revenue was also very consistent ranging from a high of 4.1 percent of total gross toll revenue to a low of 1.1 percent. Since 2008, the Parkway commercial-vehicle share ranged from 2.8 percent to 4.1 percent. It should be noted that in 2007 the Parkway modified their vehicle class definitions to match the Turnpike's. This change impacted how transactions were divided into passenger car and commercial vehicle transactions from 2008 onward.

Table 3-12
Annual Trends in Commercial Vehicle Distribution
By Toll Transactions and Toll Revenue

Calendar Year	**Toll Transactions** Turnpike	Parkway	Total System	**Gross Toll Revenue** Turnpike	Parkway	Total System
2004	13.7 %	1.4 %	4.9 %	35.4 %	1.4 %	25.7 %
2005	13.8	1.3	5.5	36.0	3.5	26.9
2006	13.9	1.1	5.8	35.0	1.1	25.8
2007 (1)	13.9	1.1	5.9	35.5	1.1	26.2
2008	13.8	1.1	5.9	36.5	2.8	27.3
2009	12.9	1.3	5.6	33.7	3.3	24.8
2010	12.8	1.2	5.7	32.6	3.4	24.0
2011	12.7	1.3	5.6	33.9	3.2	24.9
2012	12.8	1.3	5.7	32.7	4.1	24.4
2013	13.0	1.4	5.8	33.2	4.1	24.8

Note: Commercial Vehicles are defined as vehicle classes 2-6 and B1 and B2.
(1) Parkway changed their class structure to match Turnpike in 2007.

Source: NJTA

Chapter 4

Corridor Growth Analysis

Economic forecasts are often seen as one of the key sources of uncertainty in the forecasting process. Consequently, for any toll transaction and toll revenue projection, including those for the New Jersey Turnpike Authority (NJTA) Total System, the economic growth forecast is one of the critical input data elements. The purpose of this chapter is two-fold: 1) to provide a description of the historical and forecasted trends in the study area socioeconomics; and, 2) to describe the methodological approach and findings of the econometric growth analysis.

The socioeconomic trends analysis entailed a comprehensive data collection effort that included gathering a host of different pertinent variables from a variety of public and private sources, as well as supplemental on-the-ground observations and meetings with regional planners and other local officials who work on or follow socioeconomic forecasts and developments in the study area.

The econometric analysis consisted of statistically testing, selecting, and applying correlative relationships between the appropriately weighted socioeconomic variables and the historical toll transactions on the Turnpike and Parkway, and deriving forecasts of medium-term transaction growth on the two toll roads. Details pertaining to the two tasks follow in the sections below.

Socioeconomic Historical Trends and Forecasts

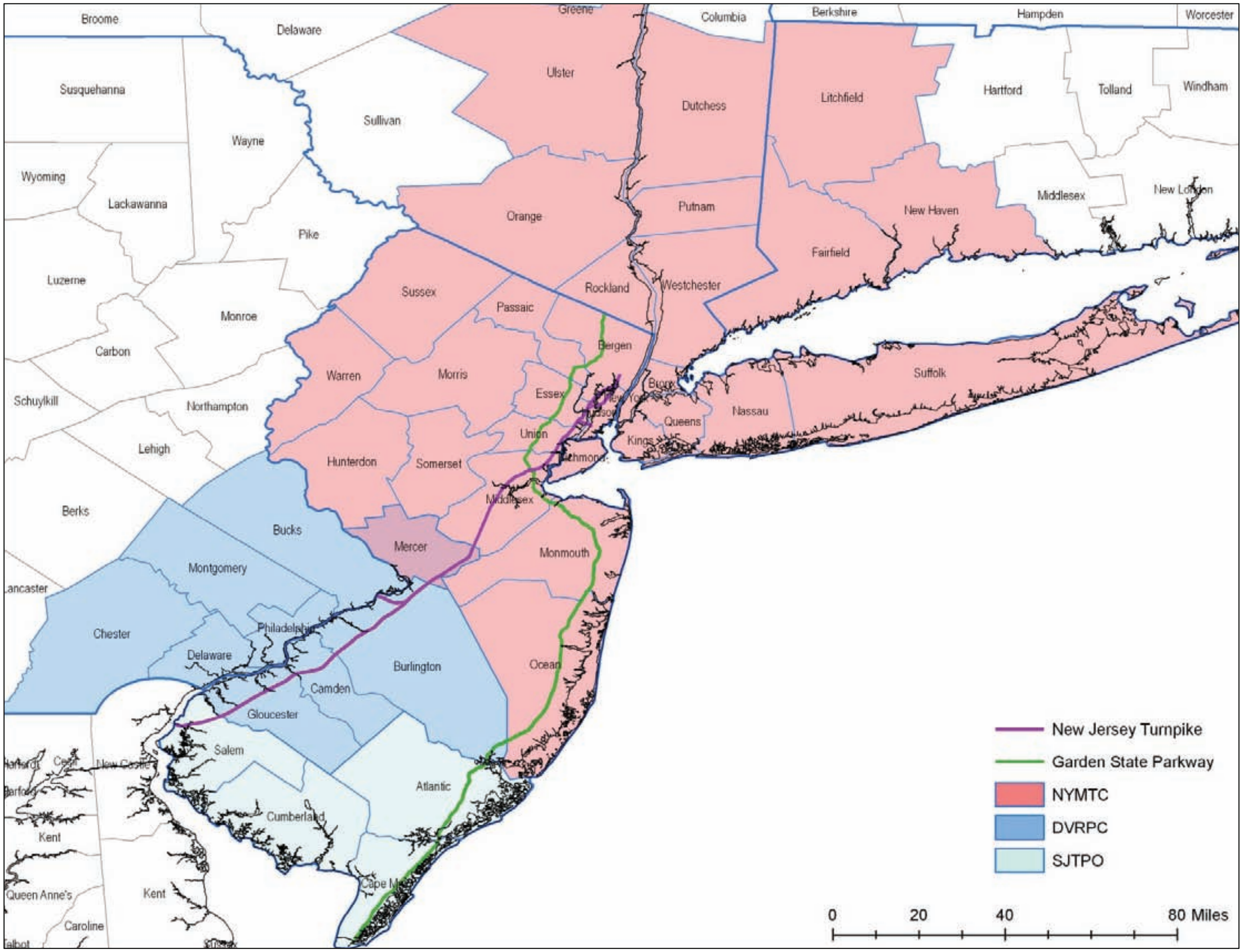
An evaluation of socioeconomic trends and forecasts for the geographies along and surrounding the Turnpike and Parkway corridors was conducted for this analysis. Such trends and forecasts serve as inputs to the regression-based demand growth analysis. Subsections below provide a summary of various demographic and economic measures reviewed for this study, including total population, employment, real retail sales, and real gross regional product (GRP). Additional trend information is provided regarding monthly unemployment rates and monthly retail gasoline prices.

A socioeconomic trend analysis was conducted in order to identify potential explanatory factors that may have influenced historical variations in toll transactions. Identification of such historically-influencing socioeconomic explanatory factors is necessary to produce a demand growth forecast that accounts for the unique nature of the Turnpike and Parkway usage. Socioeconomic trend data were applied within a regression-based analysis to derive demand growth projections.

In the subsequent tables, the socioeconomic growth rates are presented in average annual percentage change (AAPC) terms, reported in five-year increments from 1995 through 2025. In regards to the geographic coverage, New Jersey State is presented along with the metropolitan areas of New York City and Philadelphia, as well as the southeastern section of the State, and the entire Nation. County compositions of the respective sub-State and metropolitan areas are included within footnotes in the presented tables and a map of the respective areas is depicted in Figure 4-1.

Population Historical Trends and Forecasts

Historical population data were obtained from the United States Census Bureau (census years and intercensal estimates) and forecast population growth data were obtained from various other public



CORRIDOR INFLUENCE AREA

FIGURE 4-1

and private sector sources, depending on the geographic focus. As presented below in Table 4-1, forecasted population growth rates were culled from both locally-available sources and the Woods & Poole Economics, Inc. 2014 Complete Economic and Demographic Data Source (CEDDS)[1].

Table 4-1
Population Trends and Forecasts (AAPC, %)

Area		1995 - '00	2000 - '05	2005 - '10	2010 - '15	2015 - '20	2020- '25	1995 - '10	2010 - '25
Metro NYC	1	0.8	0.3	0.3	0.5	0.4	0.5	0.5	0.5
Metro Philladelphia	2	0.3	0.4	0.4	0.3	0.4	0.6	0.4	0.4
Southeastern NJ	3	0.6	0.7	0.3	0.4	0.6	0.5	0.5	0.5
New Jersey	4	0.8	0.6	0.3	0.5	0.5	0.5	0.6	0.5
United States		1.1	1.0	0.9	0.9	1.0	1.0	1.0	0.9

Geographies and Sources:

[1] Metro NYC as defined by NYMTC included the following counties: Fairfield Co., CT; Litchfield Co., CT; New Haven Co., CT; Bergen Co., NJ; Essex Co., NJ; Hudson Co., NJ; Hunterdon Co., NJ; Mercer Co., NJ; Middlesex Co., NJ; Monmouth Co., NJ; Morris Co., NJ; Ocean Co., NJ; Passaic Co., NJ; Somerset Co., NJ; Sussex Co., NJ; Union Co., NJ; Warren Co., NJ; Bronx Co., NY; Dutchess Co., NY; Kings Co., NY; Nassau Co., NY; New York Co., NY; Orange Co., NY; Putnam Co., NY; Queens Co., NY; Richmond Co., NY; Rockland Co., NY; Suffolk Co., NY; Sullivan Co., NY; Ulster Co., NY; and, Westchester Co., NY

[2] Metro Philadelphia as defined by DVRPC includes the following counties: Burlington Co., NJ; Camden Co., NJ; Gloucester Co., NJ; Mercer Co., NJ; Bucks Co., PA; Chester Co., PA; Delaware Co., PA; Montgomery Co., PA; and, Philadelphia Co., PA

[3] Southeastern NJ as defined by SJTPO includes the following counties: Atlantic Co., NJ; Cape May Co., NJ; Cumberland Co., NJ; and, Salem Co., NJ

[4] New Jersey Statewide: includes an aggregation of all 21 NJ counties

Sources: Years 1995 to 2010 reflect United States Census data; MPO area forecasts are based on the respective MPO sources; New Jersey Statewide is based on the aggregation of pertinent MPO sources; National forecasts are based on Woods & Poole.

New Jersey counties' and metropolitan areas' population growth rates were obtained from the respective regional Metropolitan Planning Organizations (MPOs), and are generally available through year 2040. Metropolitan New York City (comprised of counties in CT, NY, and NJ) population forecast data are from the New York Metropolitan Transportation Council (NYMTC), and North Jersey Transportation Planning Authority (NJTPA), and are available in five-year forecast increments. Metropolitan Philadelphia population data are from Delaware Valley Regional Planning Commission (DVRPC) in five-year increments, and the Southeastern New Jersey counties are from the South Jersey Transportation Planning Organization (SJTPO) in ten-year increments. Population forecasts for the entire State of New Jersey are the aggregation of the constituent forecasts for the combined 21 counties in the State, from the respective metropolitan forecast sources. National data is presented for comparative purposes, with the forecasts from the Woods and Poole dataset.

As shown in Table 4-1, population growth rates in the areas pertinent to the Turnpike and Parkway are lower relative to the population growth in the Nation as a whole, for both the historical trends and

[1] Source: Woods & Poole Economics, Inc. Washington, D.C. Copyright 2014. Woods & Poole does not guarantee the accuracy of this data. The use of this data and the conclusion drawn from it are solely the responsibility of the Consultant.

forecasts. Historically, the resident population in New Jersey has annually increased by about 0.6 percent on average from 1995 through 2010. Metropolitan Philadelphia resident population growth has historically been below the average annual growth rates observed in the other two NJ/NYC areas presented in this sub-section. For comparative purposes, historical population growth in the United States averaged about 1.0 percent per year over the same fifteen-year period.

It is interesting to note that, as depicted in Table 3-4, traffic growth on the Total System grew by 1.4 percent per annum (on average) between 1995 and 2010– a considerably stronger growth rate than the observed population growth for the geographies surrounding the system, and also despite toll increases that occurred during that timeframe. A divergence between average annual historical resident population growth and traffic growth demonstrates that the Total System has likely attracted an increasing share of travel in the corridor geographies.

Future resident population growth along the Total System study area is forecast to remain at the relatively low historical levels. As exhibited, projections average close to 0.5 percent per annum over the coming decade plus. While similar to the recent historical trends, this rate would remain below the expected population growth for the Nation, which, on average, is projected to be 0.9 percent per annum through 2025.

Employment and Unemployment Historical Trends and Forecasts

The employment trend is exhibited in Table 4-2. Historical data are from the United States Bureau of Labor Statistics from 1995 through 2010, and the future growth rates are based on either locally-sourced or Woods & Poole data, depending on geography. Metropolitan NYC forecast employment data are available in five-year increments from NYMTC and NJTPA, and the Southeast NJ from SJTPO in ten-year increments; while the employment forecast data for the Metropolitan Philadelphia area are from the DVRPC. As such, the employment forecast data for the Nation as a whole are sourced from the Woods & Poole database.

Historical employment growth rates exhibit similar trends for the presented geographies, with a relatively robust employment growth in the late '90s, followed by a deceleration in the subsequent five years through 2005, and with negative growth exhibited in the five historical years from 2005 to 2010. Of late, the stagnation or negative growth rates in the five years from 2005 to 2010 are reflective of the economic downturn realized during the recent recession, which officially began in late 2007. Comparatively, the United States has also exhibited historical employment growth deceleration through the recent decade; although, similarly to population trends, the overall employment growth rates were somewhat higher for the Nation than for the New Jersey areas.

Table 4-2
Employment Trends and Forecasts (AAPC, %)

Area	1995 - '00	2000 - '05	2005 - '10	2010 - '15	2015 - '20	2020- '25	1995 - '10	2010 - '25
Metro NYC [1]	1.7	0.4	(0.2)	0.8	1.1	1.1	0.6	1.0
Metro Philladelphia [2]	1.0	0.5	(0.4)	0.9	1.3	1.3	0.4	1.1
Southeastern NJ [3]	1.9	0.8	(1.3)	0.1	1.1	1.1	0.5	0.7
New Jersey [4]	1.4	0.4	(0.5)	0.7	1.0	1.0	0.4	0.9
United States	1.9	0.7	(0.4)	1.2	1.3	1.3	0.7	1.3

Geographies and Sources:

1 Metro NYC as defined by NYMTC included the following counties: Fairfield Co., CT; Litchfield Co., CT; New Haven Co., CT; Bergen Co., NJ; Essex Co., NJ; Hudson Co., NJ; Hunterdon Co., NJ; Mercer Co., NJ; Middlesex Co., NJ; Monmouth Co., NJ; Morris Co., NJ; Ocean Co., NJ; Passaic Co., NJ; Somerset Co., NJ; Sussex Co., NJ; Union Co., NJ; Warren Co., NJ; Bronx Co., NY; Dutchess Co., NY; Kings Co., NY; Nassau Co., NY; New York Co., NY; Orange Co., NY; Putnam Co., NY; Queens Co., NY; Richmond Co., NY; Rockland Co., NY; Suffolk Co., NY; Sullivan Co., NY; Ulster Co., NY; and, Westchester Co., NY

2 Metro Philadelphia as defined by DVRPC includes the following counties: Burlington Co., NJ; Camden Co., NJ; Gloucester Co., NJ; Mercer Co., NJ; Bucks Co., PA; Chester Co., PA; Delaware Co., PA; Montgomery Co., PA; and, Philadelphia Co., PA

[3] Southeastern NJ as defined by SJTPO includes the following counties: Atlantic Co., NJ; Cape May Co., NJ; Cumberland Co., NJ; and, Salem Co., NJ

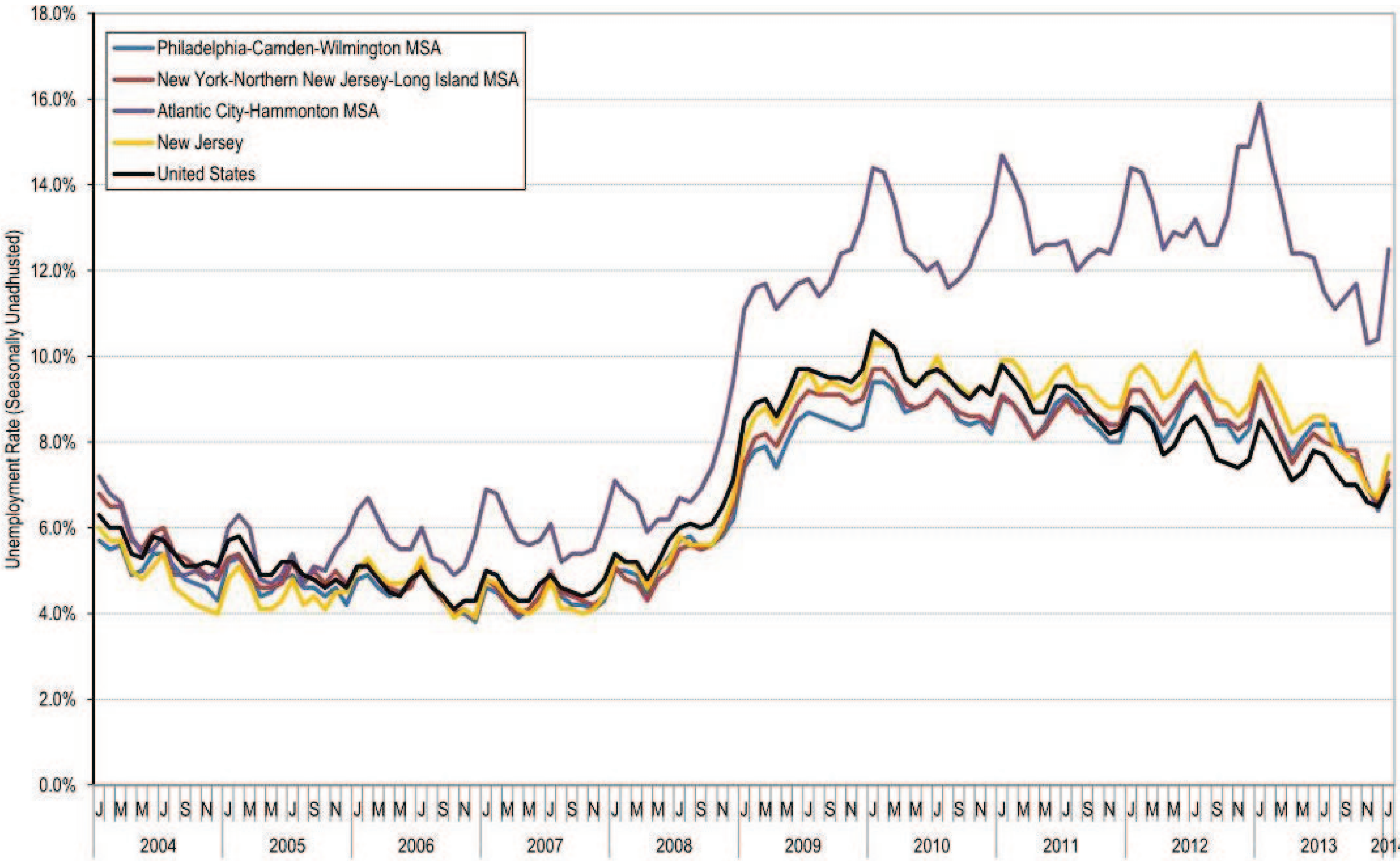
[4] New Jersey Statewide: includes an aggregation of all 21 NJ counties

Sources: Years 1995 to 2010 reflect Bureau of Labor Statistics (BLS) data; MPO area forecasts are based on the respective MPO sources; New Jersey Statewide is based on the aggregation of pertinent MPO sources; National forecasts are based on Woods & Poole.

The recently observed stagnant employment trends within the last decade are not expected to continue indefinitely. In fact, in most of the study area, employment started turning back into the positive growth trajectory, albeit slow, in 2010. Employment growth across all pertinent geographies is forecasted to rebound positively in the future, with AAPC for the 2010 through 2025 timeframe amounting to 0.9 percent for New Jersey, and 1.3 percent per annum for the United States.

Figure 4-2 depicts seasonally-unadjusted monthly unemployment rates over the last decade, spanning the months from January 2004 through January 2014, for the major Metropolitan Statistical Areas (MSA) in and around New Jersey that are located along or near the Turnpike and Parkway corridors: Philadelphia-Camden-Wilmington, New York-Northern New Jersey-Long Island, and Atlantic City-Hammonton. In addition, unemployment rate data are also included pertaining to the entire State of New Jersey and for the United States. Given that the data is seasonally-unadjusted, the graph depicts both the cyclical seasonal variations, as well as the longer-term trends.

Unemployment rates for the entire State of New Jersey, the New York City MSA, and the Philadelphia MSA have generally tracked closely with those for the Nation. They were all around 5 percent to 6 percent earlier in the past decade during the pre-recession years. The unemployment rates in those areas then spiked closer to 10 percent in 2009, and have since gradually come down to near 7 percent by the end of 2013. Atlantic City-Hammonton MSA has historically exhibited higher unemployment than either the State of New Jersey or the Nation, and since the recession, it has continuously remained considerably higher than the other MSAs presented. In fact, the unemployment rate for that



SEASONALLY UNADJUSTED MONTHLY UNEMPLOYMENT RATES

FIGURE 4-2

Metro Area has been in the double digits for about 5 years, and was still around 16 percent as recently, as in the beginning of 2013.

As the Nation continues to recover from the recent severe economic recession, the unemployment rates are expected to slowly decline and eventually stabilize over the long-term around mid-single digit rates (though short-term volatility will invariably occur, resulting in divergence from any long-term stabilizing trend).

Retail Sales Historical Trends and Forecasts

Retail sales trends and forecast are presented below in Table 4-3. Both New Jersey and the metropolitan areas along the two Corridors exhibit similar patterns of AAPC for real retail sales (both historically and forecasted). Since 1995, real retail sales growth for those geographies was about 1.5 percent per annum. During that timeframe the change in real retail sales varied from strong growth of around 4.0 percent per year in the late 1990s to negative 1.5 percent per year between 2005 and 2010. In comparison, the United States as a whole has observed the corresponding historical real retail sales growth higher than the geographies surrounding the Turnpike and Parkway corridors, with real growth of 1.8 percent per year.

While growth in real retail sales is projected to rebound somewhat relative to the most recent historical decade, the forecast is not expected to approach the relatively stronger historical growth observed during the late 1990s. Over the period from 2010 through 2025, real retail sales in the Corridors area are projected to grow by 1.7 percent per annum. In comparison, real retail sales in the United States are projected to grow by 2.2 percent per annum during the same period.

Real Gross Regional Product (GRP) Historical Trends and Forecasts

Another fundamental economic indicator that has bearing on traffic demand is gross regional product (or gross state product/gross domestic product, depending on the geographic focus). Historical and forecast rates of growth for real GRP are shown in Table 4-4. National real gross domestic product has historically decelerated from an annual average rate of 4.5 percent in the late 1990s to 2.7 percent over the first five years of the new millennium, to just 0.8 percent in the five years between 2005 and 2010. As with the other macroeconomic metrics presented, the deceleration within the last five years is reflective of the recent severe economic recession. New Jersey's real gross state product growth also decelerated similarly over the same period from 3.5 percent in the late 1990s to 2.1 percent per annum in the subsequent five years and then to barely positive 0.4 percent per annum recently. Metropolitan NYC and Philadelphia exhibited similar average growth rates since 1995, about 0.5 percent above the New Jersey's annual average, while Southeastern New Jersey experienced substantially slower than the other geographies in the study area at less than one percent per year on average. Similarly to the trends observed in the other variables already presented, the State and the surrounding metropolitan areas exhibit growth patterns that generally parallel the Nation's in terms of recent deceleration, but at levels below the United States as a whole.

Table 4-3
Retail Sales Trends and Forecasts (AAPC, %)

Area	1995 - '00	2000 - '05	2005 - '10	2010 - '15	2015 - '20	2020- '25	1995 - '10	2010 - '25
Metro NYC [1]	4.2	2.4	(1.1)	2.1	1.4	1.4	1.8	1.7
Metro Philladelphia [2]	3.8	2.0	(1.3)	2.1	1.5	1.5	1.5	1.7
Southeastern NJ [3]	4.2	2.8	(1.4)	2.0	1.5	1.5	1.8	1.7
New Jersey [4]	4.1	1.9	(1.6)	2.1	1.5	1.5	1.4	1.7
United States	4.1	2.1	(0.9)	2.6	2.0	2.0	1.8	2.2

Geographies and Sources:

[1] Metro NYC as defined by NYMTC included the following counties: Fairfield Co., CT; Litchfield Co., CT; New Haven Co., CT; Bergen Co., NJ; Essex Co., NJ; Hudson Co., NJ; Hunterdon Co., NJ; Mercer Co., NJ; Middlesex Co., NJ; Monmouth Co., NJ; Morris Co., NJ; Ocean Co., NJ; Passaic Co., NJ; Somerset Co., NJ; Sussex Co., NJ; Union Co., NJ; Warren Co., NJ; Bronx Co., NY; Dutchess Co., NY; Kings Co., NY; Nassau Co., NY; New York Co., NY; Orange Co., NY; Putnam Co., NY; Queens Co., NY; Richmond Co., NY; Rockland Co., NY; Suffolk Co., NY; Sullivan Co., NY; Ulster Co., NY; and, Westchester Co., NY

[2] Metro Philadelphia as defined by DVRPC includes the following counties: Burlington Co., NJ; Camden Co., NJ; Gloucester Co., NJ; Mercer Co., NJ; Bucks Co., PA; Chester Co., PA; Delaware Co., PA; Montgomery Co., PA; and, Philadelphia Co., PA

[3] Southeastern NJ as defined by SJTPO includes the following counties: Atlantic Co., NJ; Cape May Co., NJ; Cumberland Co., NJ; and, Salem Co., NJ

[4] New Jersey Statewide: includes an aggregation of all 21 NJ counties

Source: Woods & Poole, CEDDS 2014

Table 4-4
Gross Regional Product Trends and Forecasts (AAPC, %)

Area	1995 - '00	2000 - '05	2005 - '10	2010 - '15	2015 - '20	2020- '25	1995 - '10	2010 - '25
Metro NYC [1]	4.5	2.1	1.2	1.7	2.0	2.0	2.6	1.9
Metro Philladelphia [2]	3.6	2.7	1.2	1.5	1.8	1.8	2.5	1.7
Southeastern NJ [3]	1.1	2.7	(1.2)	1.4	1.9	2.0	0.9	1.8
New Jersey [4]	3.5	2.1	0.4	1.6	2.0	2.0	2.0	1.9
United States	4.5	2.7	0.8	2.1	2.2	2.3	2.7	2.2

Geographies and Sources:

[1] Metro NYC as defined by NYMTC included the following counties: Fairfield Co., CT; Litchfield Co., CT; New Haven Co., CT; Bergen Co., NJ; Essex Co., NJ; Hudson Co., NJ; Hunterdon Co., NJ; Mercer Co., NJ; Middlesex Co., NJ; Monmouth Co., NJ; Morris Co., NJ; Ocean Co., NJ; Passaic Co., NJ; Somerset Co., NJ; Sussex Co., NJ; Union Co., NJ; Warren Co., NJ; Bronx Co., NY; Dutchess Co., NY; Kings Co., NY; Nassau Co., NY; New York Co., NY; Orange Co., NY; Putnam Co., NY; Queens Co., NY; Richmond Co., NY; Rockland Co., NY; Suffolk Co., NY; Sullivan Co., NY; Ulster Co., NY; and, Westchester Co., NY

[2] Metro Philadelphia as defined by DVRPC includes the following counties: Burlington Co., NJ; Camden Co., NJ; Gloucester Co., NJ; Mercer Co., NJ; Bucks Co., PA; Chester Co., PA; Delaware Co., PA; Montgomery Co., PA; and, Philadelphia Co., PA

[3] Southeastern NJ as defined by SJTPO includes the following counties: Atlantic Co., NJ; Cape May Co., NJ; Cumberland Co., NJ; and, Salem Co., NJ

[4] New Jersey Statewide: includes an aggregation of all 21 NJ counties

Source: Woods & Poole, CEDDS 2014

Future real GRP growth rates are estimated to average 2.2 percent for the United States, from 2010 through 2025, per annum, with New Jersey averaging about a 1.9 percent real increase per year. In the surrounding areas, similarly to the entire State, the real GRP growth is projected to be 1.7 to 1.9 percent per annum.

Gasoline Prices

Another factor that can influence travel demand is the price of gasoline. Figure 4-3 depicts the monthly average nominal price per gallon of regular/conventional unleaded retail gasoline over the last few years from the first month of 2012 through March 2014. Data are shown for the United States, the Central Atlantic region (including New Jersey)[2], and New York City. Between these regions, price variation is relatively narrow, with less than about a $0.10 to $0.20 per gallon differential in any given month.

The recent fuel forecasts from the Energy Information Administration (EIA) call for stabilization and slight declines in the prices of gasoline and diesel fuel at the national level through the end of 2015.

The annual transaction and gross toll revenue forecasts for the Turnpike and Parkway take into account the short-term gasoline and diesel price forecasts presented in Figure 4-3. The forward-looking transaction and gross toll revenue forecasts, from 2014 through 2023, indirectly reflect assumptions on transportation costs. Forecasts of economic variables used in the econometric modeling, such as retail sales, gross regional product, and employment take into account assumptions on future trends on transportation costs.

Field Observations and Meetings

As part of this socioeconomic data collection effort, field observations were made in the study area for both Turnpike and Parkway corridors. Observations of the economic landscape, traffic volumes, and traffic composition along the corridors in both highly urbanized and less-populated rural environments were helpful at generally confirming the patterns evident in the numerical data from the above-listed sources.

Furthermore, to supplement and enhance the volume and quality of the data, various communications (i.e., in-person, via telephone, and/or e-mail) were conducted with knowledgeable representatives from a number of area agencies to serve as both quantitative and qualitative data sources and complementary input. As part of this effort, the entities from which information was obtained included: North Jersey Transportation Planning Authority, South Jersey Transportation Planning Organization, New York Metropolitan Transportation Council, Delaware Valley Regional Planning Commission, and Port Authority of New York and New Jersey.

The interviews with the area entities revealed considerable differences between the north-eastern New Jersey/NYC Metro and the southeastern New Jersey parts of the study area. The northeastern part of the State is characterized as being closer to build-out than a great majority of the Country. Area planning agencies such as the NJTPA and NYMTC collaborate in their socioeconomic forecast development efforts starting with top-down macroeconomic data for the Nation and the Region. The northeastern New Jersey/NYC Metro area is seen as well-diversified, and overall mature and resilient,

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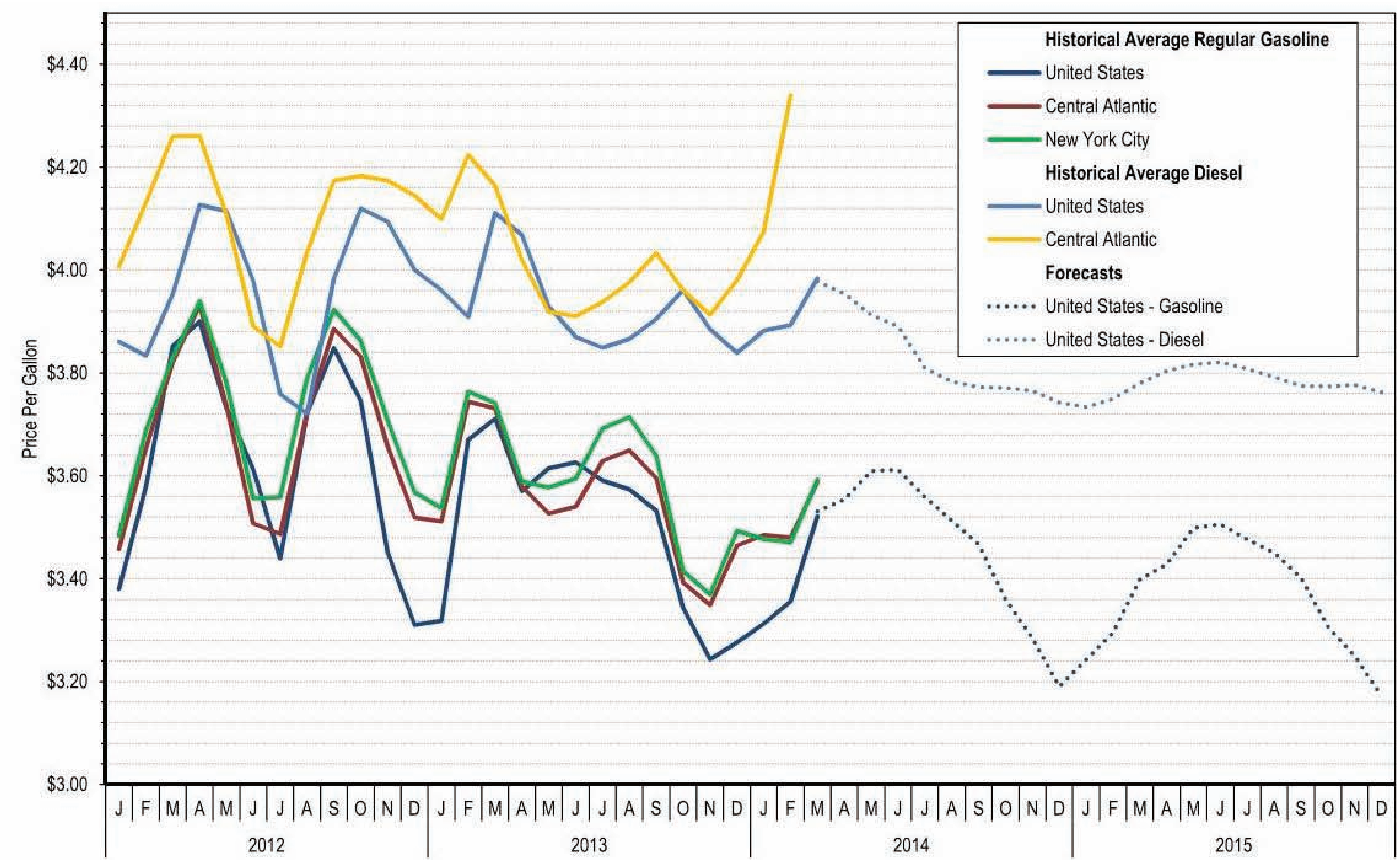
[2] Central Atlantic region includes: NY, PA, NJ, DE, MD, and DC.



CDM Smith

HISTORICAL AND ESTIMATED AVERAGE REGULAR GAS PRICES

FIGURE 4-3

with tendencies to bounce back from economic cycles/shocks, which is expected to occur in this cycle as well.

In contrast to northern parts of the State, the southeastern/coastal New Jersey is much less diversified and more rural in nature. This part of New Jersey is much more dependent on the tourism and agriculture industries. Its fortunes have been fairly closely tied to those of Atlantic City, which has been lagging in growth for a while. The Atlantic City area tourism/gaming establishments faced significant competition from facilities in other states (e.g., Connecticut, Nevada, and Mississippi, and beyond). As a consequence of this increasingly competitive environment, the Atlantic City area has not fared well of late with some casino bankruptcies, which has led to losing market share and consequently soft employment conditions, and increasingly evident unemployment/poverty on the City streets. Other counties in that corner of the State, e.g., Cape May, have also experienced muted socioeconomic growth that is not expected to be strong in the foreseeable future.

With respect to some of the more recent extraordinary events in the area, the subjects of Hurricane Sandy of 2012, and the harsh winter (Q1) of 2014 were also brought up in the communications. The impacts of both were generally considered relatively temporary and insignificant phenomena with normalization of activity expected to resume in the upcoming quarters.

Thanks to the outreach with these different agencies, it was ensured that the best available, up-to-date locally and regionally generated projections were obtained for use in this corridor growth assessment.

Overall General Trends

In scrutinizing the various socioeconomic trends, certain patterns emerge that are fairly self-evident:

- New Jersey (and the surrounding areas) tends to have exhibited recent historical growth patterns for the presented socioeconomic variables below that for the United States as a whole; and
- Longer-term socioeconomic growth is expected to rebound relative to the recent decade, which reflects the recent severe economic recession; however, growth rates are generally forecasted to be tempered in comparison to the growth that occurred in the 1990s, likely to take several years to return to pre-recession conditions for some of the variables, in particular, those pertaining to labor markets.

Such general socioeconomic trends reflect changes resulting from a continuously evolving economy, especially in regards to an expected longer-term deceleration in many socioeconomic variables relative to historical patterns. While such variables as population, employment, gross regional product, etc. are reasonably expected to increase in the future, the rate of growth is likely to be tempered relative to the past. A decelerating long-term growth trend is the recent general consensus, as reflected within various publically- and privately-available forecasts for various standard socioeconomic variables. Decelerating trends are easily observed within the preceding exhibits; but, similar deceleration expectations are also evident in the latest data and viewpoint releases from other credible forecasting sources, such as the Congressional Budget Office (CBO), the Federal Open Market Committee (FOMC) of the Federal Reserve Board, and the Economist Intelligence Unit (EIU), to name a few.

A majority of credible forecasting agencies (both public and private) are now publishing expectations for continued economic recovery within the short-term future. While labor and housing markets, along with the larger and economic output measures, continued to improve through 2013 and into 2014, the uneven nature of this strengthening has persisted. A number or risks, such as the fragility of the nascent European recovery, a slowdown in some of the Asian trading partners, and the public sector fiscal difficulties and constraints still remain a drag on growth in the short-term, as the larger U.S. and global economies are trying to gain a stronger expansionary momentum.

A number of qualitative arguments are often touted for this slower-recovery and expansion rationale, including standpoints regarding fundamental structural changes to the economy. An economy is always in constant flux, but there are some phenomena that are structurally altering the economy in ways likely to become permanent and will diverge from the past, including technological advancements (accelerating), information proliferation and accessibility, maturing domestic markets, and globalization (trade interdependency and increased competition). All these factors and others, especially in combination, have shifted the economic paradigm, leading to overall expectations of a future economic picture that differs from those observed in the past.

Econometric Growth Analysis

All of the socioeconomic data described above were evaluated for the purposes of determining the potentially influential factors on toll transaction growth for the Turnpike and Parkway. Following the historical socioeconomic data analysis, CDM Smith applied a least-squared, multivariate regression analysis to develop demand growth projections for the next decade. In the regression modeling, the objective is to identify any independent variable (or variables) with historical trends that can explain, by way of statistical significance, corresponding transaction trends on the Turnpike and Parkway corridors. A resulting correlative relationship between historical trends in corridor traffic and one or more independent variables is in turn applied in forecasting corridor growth, given available and credible forecasts for the independent variable(s). CDM Smith regression-tested annual transaction data for grouped plazas against geographically-weighted independent socioeconomic data (separately for passenger and commercial vehicles) to derive long-term demand growth forecasts.

Socioeconomic Inputs

Data inputs requisite for conducting a regression analysis include up-to-date historical and forecasts data for the possibly-explanatory independent variables, which include socioeconomic and demographic variables applicable to a defined geographic area of influence (i.e., New Jersey counties and other geographies in proximate vicinity). Socioeconomic variables that may be hypothetically influential on corridor traffic demand include, but are not limited to: population, employment, gross regional product, income, income per capita, and retail sales. Sources from which both historical and forecast data were collected include: the United States Census Bureau; the United States Department of Labor, Bureau of Labor Statistics (BLS); the North Jersey Transportation Planning Authority (NJTPA); the New York Metropolitan Transportation Council (NYMTC); the South Jersey Transportation Planning Organization (SJTPO); the Wilmington Area Planning Council (WILMAPCO); the Delaware Valley Regional Planning Commission (DVRPC); Woods and Poole Complete Economic and Demographic Data Source (CEDDS) by Woods & Poole Economics, Inc., 2014 (Woods & Poole); Moody's Analytics; United States Department of Transportation, Federal Aviation Administration (FAA); the Port Authority of New York & New Jersey (NY/NJ PA); and, the New Jersey Turnpike Authority.

Historical population data were obtained from the U.S. Census Bureau and forecast data from local sources and Woods & Poole Economics. Historical employment data were obtained from the BLS. Employment growth rate forecasts were obtained from local sources and Woods & Poole, and applied to the historical annual employment data obtained from the BLS. All other regression-tested independent variables (i.e., gross regional product, income, income per capita, and retail sales) were obtained from Woods & Poole and Moody's Analytics (only GRP) for both the historical and forecast components of the data sets, as the publicly-available governmental sources do not supply sufficiently detailed and geographically comparable data.

Traffic and Travel Pattern Inputs

Historical traffic data were obtained (where available) as a continuous, normalized annual time series from 1992 (for the Turnpike) and 1995 (for the Parkway) through 2013 by toll plaza groups. Passenger and commercial vehicle differentiation was conducted for the Turnpike, but not the Parkway, given the very low representation of commercial vehicles. Annualized transaction data were available for most of the system over that historical timeframe, exempting a few select plazas that opened or closed during that timeframe. Historical transaction data were annually normalized to account for impacts of variables not related to the economy such as toll rate increases, weather events, and construction impacts.

Methodology

After compiling and scrutinizing the available socioeconomic and Turnpike and Parkway transaction data for regression analysis applicability, individual toll plazas (for only those with usable data series) were clustered into eleven representative groupings, four for the Parkway, and seven for the Turnpike:

- Parkway, Group 1 (Northernmost Section);
- Parkway, Group 2 (effectively Monmouth Co., NJ Section);
- Parkway, Group 3 (effectively Ocean Co., NJ Section);
- Parkway, Group 4 (effectively Cape May Co., Section);
- Turnpike, Delaware Memorial Bridge;
- Turnpike, Pennsylvania;
- Turnpike, George Washington Bridge;
- Turnpike, Camden/Philadelphia;
- Turnpike, Trenton;
- Turnpike, Middlesex County; and
- Turnpike, Newark/NYC.

Grouping the individual plazas was conducted to narrow the regression testing to a reasonably manageable data universe (i.e., narrowing to eighteen effective plaza groupings, four for the Parkway and two sets of seven for the Turnpike, one for commercial, the other for passenger vehicles). Grouping toll plazas as such is generally justified by the close geographic proximity and similarity in traffic demand influence of the grouped plazas. A computer model was used to determine the travel patterns and thus the geographic areas of influence for each toll plaza (a select-link analysis). Toll plazas were grouped together based largely on shared geographic influence areas.

Utilizing the data compiled as part of the select-link analysis, CDM Smith developed a profile identifying the New Jersey counties and surrounding states that contribute traffic to each toll plaza interchange. Profiles were developed by passenger car and commercial vehicle for the Turnpike, and by total vehicle for the Parkway. As with the grouping of the individual toll plaza transaction data, the plaza-specific profiles of geographic influence were similarly clustered such that the plaza groupings could be regression tested against socioeconomic data that were appropriately geographically-weighted.

Independent (socioeconomic) regression variables at the state and county levels were then geographically-weighted (e.g., combinations of states and/or certain New Jersey and New York counties) and each geographically-weighted subset data series was then regression-tested against the respective corresponding plaza grouping. Regression testing as such is conducted to determine the statistical influence of such socioeconomic variables on traffic demand.

According to the select-link analysis, the 21 counties in New Jersey logically serve as the predominate areas of influence for both the Turnpike and the Parkway (depending on the grouping, the exact predominate areas of influence differ). As such, the geographically-weighted socioeconomic data for regression testing are consequently more heavily-weighted to account for those proximate geographies relative to the other areas of influence, which include peripheral states such as: CT, DE, DC, MD, MA, NY, NC, RI, and VA. Generally, the non-New Jersey contributing geographies on traffic demand primarily pertain to those states immediately bordering the State and the Turnpike and Parkway corridors (i.e., NY, PA, and DE), as would be intuitively expected; thus, the remaining contributing states further beyond New Jersey have far smaller weighting.

With the independent socioeconomic variables appropriately weighted to reflect their relative geographic influence, each weighted independent variable individually, and in combination with others as appropriate, was regressed against the corresponding grouped plaza transactions data in both linear and natural log-linear functional forms. In most instances, out of the numerous tested variations, a majority of the pertinent independent variables exhibited a high statistical coefficient of determination (adjusted R^2), though certain variables and certain plaza groupings exhibited much stronger statistical correlations than others.

All of the geographically-weighted independent variables for any given plaza grouping were tested against each other for significant statistical correlation. As expected, the geographically-weighted independent variables that were tested exhibit high correlations with each other (because all the tested socioeconomic variables within a given geographic grouping are intuitively interrelated to a greater or lesser degree) and, as such, would result in a likely multicollinearity error in a multivariate regression equation. Therefore, only one socioeconomic independent variable was deemed statistically necessary to identify strong explanatory correlative relationships with corridor traffic and to develop a forecast growth profile (although some multivariate regression modeling was tested as well, but ultimately dismissed because such results did not improve the statistical fit). In addition to quantitatively assessing the data, a qualitative assessment was also conducted. This qualitative assessment considered the reliability of the data sources, the extent of the historical time series, and the forecasting methodology for each independent variable data set.

After a careful review of the input data and regression test results, one variable was selected as the best-suited correlative independent variable against historical corridor toll transactions to forecast future long-term transaction growth for each toll plaza grouping and vehicle category. Depending on the plaza grouping and vehicle category, the chosen weighted independent socioeconomic variable for the final regression-based estimates is employment, population, retail sales, or GRP. Adjusted coefficients of determination (adjusted R^2) for such regression equations range from 80.5 percent upwards to 97.3 percent depending on the grouping, indicating relatively strong statistical significance. Other regression parameters, such as t-statistics, were also checked and found to be strong in all the selected cases.

Based on the econometric regression analysis, combined with updated forecasts of the explanatory socioeconomic variables, the demand growth projections presented in Table 4-5 are obtained. The average annual percentage change (AAPC) from 2013 through 2023 is forecasted to approach 1.7 percent per year for Turnpike toll transactions, and about 1.0 percent per year for Parkway toll transactions, both of which are fairly close to the respective annual averages observed since the mid-1990s. The growth rates vary by plaza grouping and vehicle category, from a low of about 0.6 percent per year for the Parkway, Group 4 to a high of 2.8 percent for Turnpike: Camden/Philadelphia area for passenger vehicles.

It should be emphasized again that the regression analysis was used to develop medium-term normal demand growth estimates beyond FY 2013-14 and serve as a baseline forecast from which future traffic and revenue estimates are derived. Further adjustments may be warranted in determining the final traffic and revenue estimates from these medium-term demand projections, to account for issues such as network changes, toll rate increases, known construction timeframes, etc. Adjustments were made to the forecast growth rates in the near-term (2014 and 2015) to account for monthly variations in traffic demand. Other mid-term adjustments were made to account for future roadway improvement projects and market share changes in E-ZPass. These will be discussed in Chapter 5.

Table 4-5: Baseline Corridor Demand Growth Rates

Plaza Grouping/Corridor	2013-2023 AAPC
Garden State Parkway Corridor	1.0%
New Jersey Turnpike Corridor	1.7%
New Jersey Turnpike (Passenger Vehicles)	1.7%
New Jersey Turnpike (Commercial Vehicles)	1.40%
Garden State Parkway, Group 1	0.9%
Garden State Parkway, Group 2	1.2%
Garden State Parkway, Group 3	1.2%
Garden State Parkway, Group 4	0.6%
New Jersey Turnpike, Delaware Memorial Bridge - Passenger Vehicles	1.5%
New Jersey Turnpike, Pennsylvania - Passenger Vehicles	1.5%
New Jersey Turnpike, George Washington Bridge - Passenger Vehicles	1.7%
New Jersey Turnpike, Camden/Philadelphia - Passenger Vehicles	2.8%
New Jersey Turnpike, Trenton - Passenger Vehicles	2.2%
New Jersey Turnpike, Middlesex County - Passenger Vehicles	2.1%
New Jersey Turnpike, Newark/NYC - Passenger Vehicles	1.5%
New Jersey Turnpike, Delaware Memorial Bridge - Commercial Vehicles	1.9%
New Jersey Turnpike, Pennsylvania - Commercial Vehicles	2.6%
New Jersey Turnpike, George Washington Bridge - Commercial Vehicles	2.0%
New Jersey Turnpike, Camden/Philadelphia - Commercial Vehicles	2.4%
New Jersey Turnpike, Trenton - Commercial Vehicles	1.6%
New Jersey Turnpike, Middlesex County - Commercial Vehicles	1.3%
New Jersey Turnpike, Newark/NYC - Commercial Vehicles	0.9%

Chapter 5

Transaction and Gross Toll Revenue Forecasts

Traffic and gross toll revenue estimates are provided in this chapter for the New Jersey Turnpike and the Garden State Parkway, separately, and for the Total System. These forecasts extend from 2014, which include three months of actual transaction and revenue data, through 2024. The forecasts developed for this study take into account the underlying normal growth forecasts identified in Chapter 4, estimated impacts of committed roadway improvements, and continued growth in the E-ZPass market share.

Committed Roadway Improvements

CDM Smith identified the major committed roadway projects that were taken into consideration for this study through discussions with the NJTA staff and by reviewing the following documents:

- NJTPA FY 2014-2017 TIP (North Jersey Transportation Planning Authority);
- DVRPC FY 2014-2017 TIP For NJ (Delaware Valley Regional Planning Commission);
- DVRPC FY 2013-2016 TIP For PA (Delaware Valley Regional Planning Commission);
- FY 2014 - 2023 New Jersey Statewide Transportation Improvement Program;
- FY 2014-23 Transportation Improvement Program (South Jersey Transportation Planning Organization); and
- 2014 New Jersey Turnpike Authority Capital Project and Investment Plan.

The roadway improvement projects listed in Table 5-1 and pictured in Figures 5-1 and 5-2 were reviewed to determine their potential for impacting transactions and toll revenue on the Turnpike or Parkway, either permanently or temporarily. The listed improvements fall into the following four broad categories. The Improvement Numbers refer to the Project Number shown in Table 5-1 and Figures 5-1 and 5-2.

1) New capacity/roadway widening (Improvement Numbers 2, 6 and 13);
2) Improved interchanges (Improvement Numbers 4, 7, 8, 9, 10, 11, 14, 15, 16 and 17);
3) New interchanges (Improvement Numbers 8 and 17); and
4) Bridge improvements (Improvement Numbers 1, 3, 5, 12, and 13).

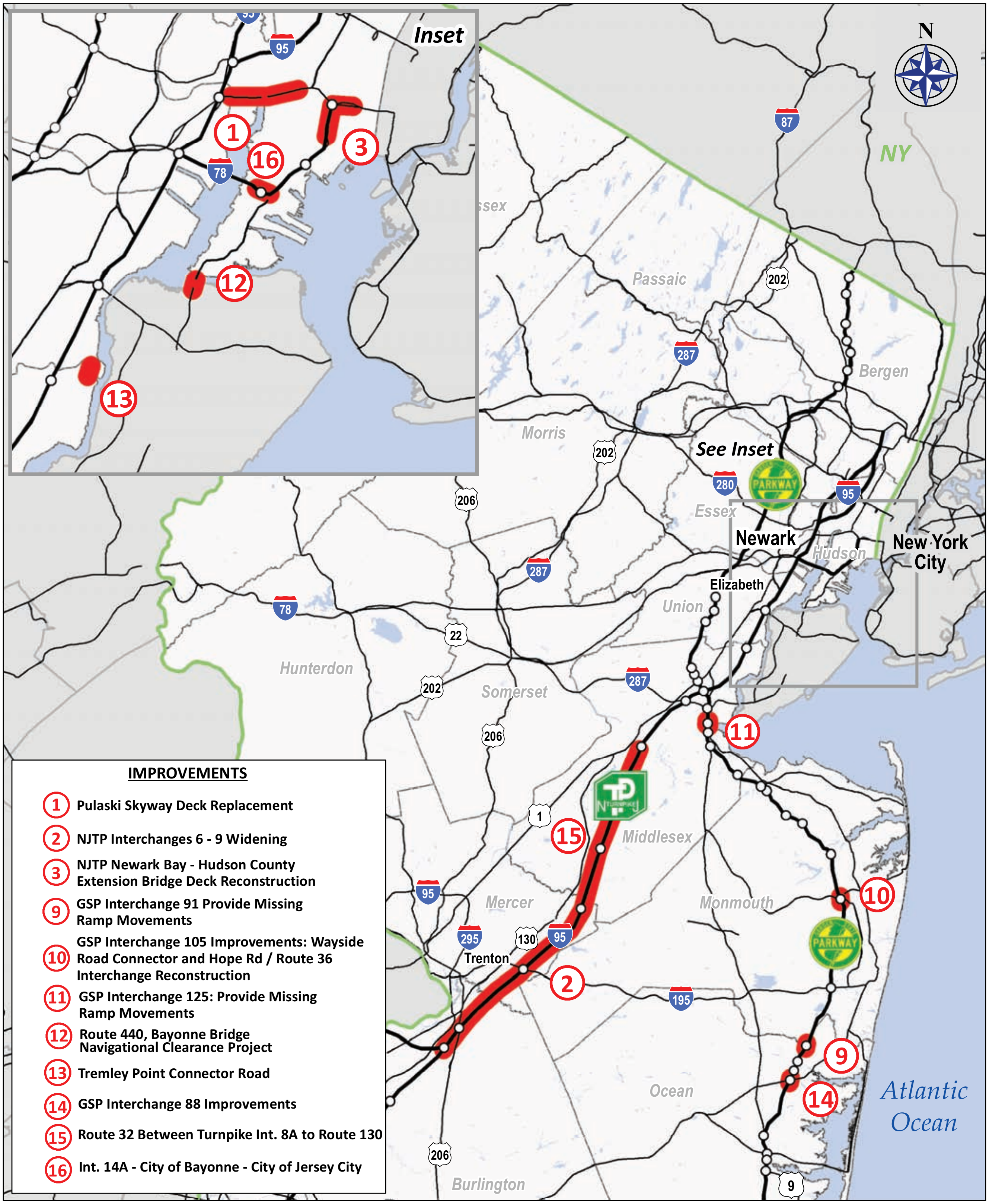
Both the Parkway and Turnpike have ongoing roadway widening projects where additional travel lanes are being provided in each direction. Eight existing interchanges on the Parkway will have new ramps constructed that will provide for previously missing movements. One interchange (14A) on the Turnpike will be realigned and improved in order to deal with anticipated growth in traffic volumes associated with adjacent development. There will also be a new major interchange constructed,

Table 5-1
Summary of Major Committed Roadway Improvements
Considered For The Transaction and Toll Revenue Analysis

Project Number (1)	Location By Interchange (Int) or Milepost (MP)	Description	Actual or Assumed Start Date	Assumed Completion Date
Turnpike				
2	Int. 6 (Pearl Harbor Mem. Turnpike Ext.) to Int. 9 (East Brunswick)	Add 3 additional travel lanes per direction. Extends the dual/dual section of roadway. Results in 6 lanes per direction.	2009	Nov. 2014
3	Newark Bay-Hudson County Extension	Replacement of the bridge deck in both directions	2012	2015
15	Route 32 between Turnpike Int. 8A to Route 130	Roadway improvements to address congestion on section of Route 32.	2013	Summer 2015
16	Int. 14A - City of Bayonne - City of Jersey City	Improve and re-align Interchange 14A to cope with anticipated traffic increases.	2014	Mid 2017
Parkway				
4	Int. 9 (Mayville),Int.10 (Stone Harbor), Int. 11 (609 West)	Eliminate Traffic Signals and Provide Grade Separated Interchanges.	2013	2015
5	Great Egg Harbor Bridge Improvement	Replacing southbound span of bridge.	2013	2016
6	Int. 30 (Somers Point / Downtown Ocean City) to Int. 63 (Route 72)	Add 1 additional lane per direction to total 3 lanes per direction.	2014	May 2017
7	Int. 36 (US 40 / 322 Black Horse Pike), 37 (Washington Ave. Pleasantville), 38 (Atlantic City Expressway)	Provide missing ramp connections.	2014	2017
8	Int. 41 (Atlantic City Service Plaza) Int. 44 (Route 575 - Pomoma)	Construct full access interchange at service plaza. Provide missing ramp connections.	2013	Spring 2015
9	Int. 91 (Brick)	Provide missing ramp connections.	Fall 2014	Spring 2016
10	Int. 105 (Route 18 East)	Wayside Road Connector and Hope Road / Route 36 interchange reconstruction.	2013	2015
11	Int. 125 (Route 35 / South Amboy)	Provide missing ramp connections.	2012	Fall 2015
14	Int. 88 (Lakehurst)	Provide missing ramp connections.	2012	Dec. 2014
Other Roadways				
1	Pulaski Skyway	Replacement of the bridge deck in both directions.	2014	2015
12	Route 440 / Bayonne Bridge	Raise height of bridge deck to accommodate boat traffic.	2014	2017
13	Tremley Point Connector Road	New four lane 1.1 mile roadway / bridge crossing.	2014	2014
17	I-276 / I-95 Interchange	Provide a partial interchange between I-276 and I-95.	2012	Jan. 2018

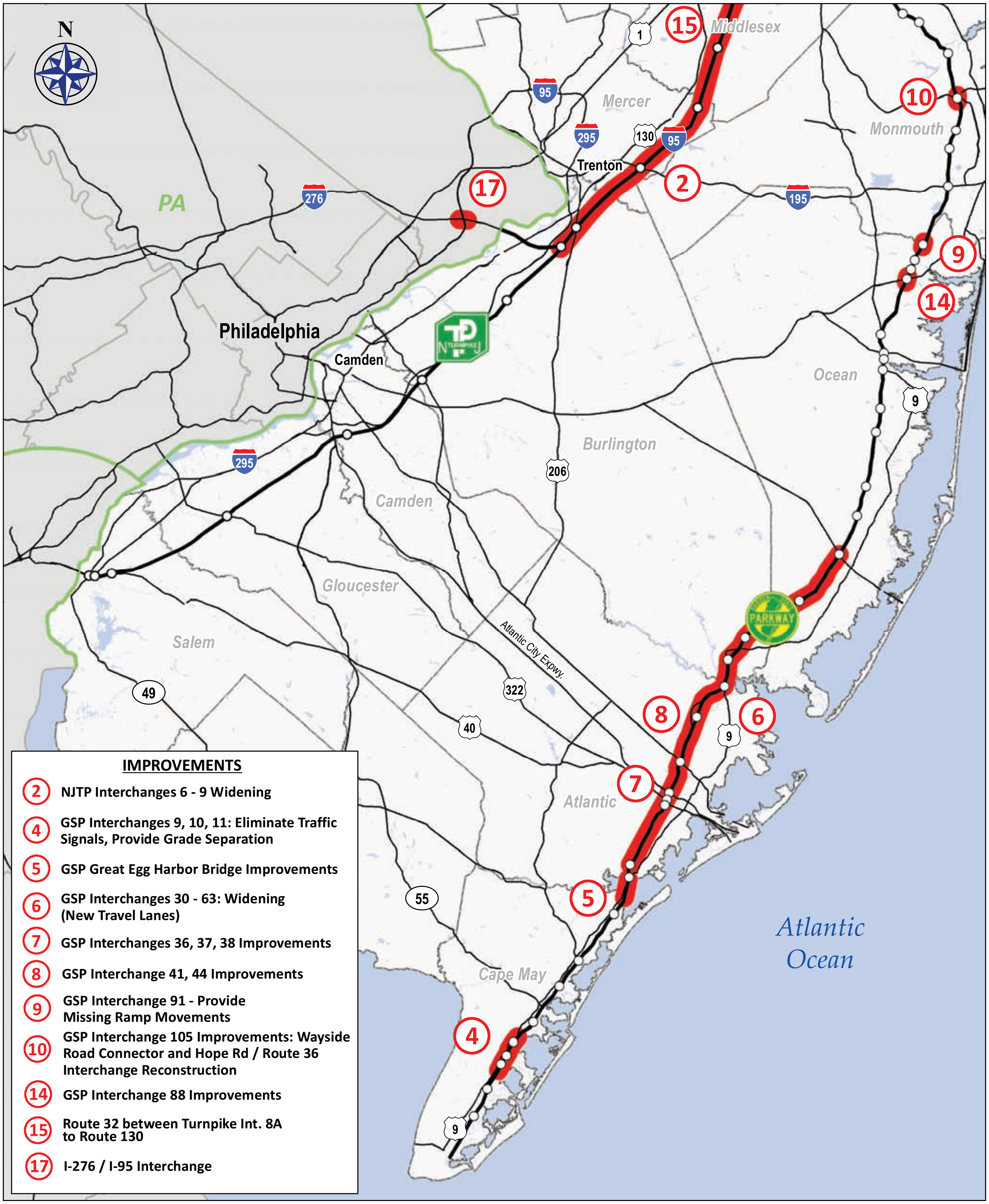
(1) Corresponds to Improvements Numbered in Figures 5-1 and 5-2.

Sources: DVRPC FY 2014-2017 TIP For NJ (Delaware Valley Regional Planning Commission)
DVRPC FY 2014-2017 TIP For PA (Delaware Valley Regional Planning Commission)
FY 2014 - 2023 New Jersey Statewide Transportation Improvement Program
FY 2014-23 Transportation Improvement Program (south Jersey Transportation Planning Organization)
2014 New Jersey Turnpike Authority Capital Project and Investment Plan



ROADWAY IMPROVEMENTS: NORTHERN NEW JERSEY

FIGURE 5-1



ROADWAY IMPROVEMENTS:
SOUTHERN NEW JERSEY

FIGURE 5-2

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creating a direct, high-speed connection between I-276 (PA Turnpike) and I-95 north of Philadelphia, PA. During the forecast period of this study, only part of the new interchange will be completed. In early 2018 it is planned that ramps in one quadrant of the interchange will be completed. Those ramps will provide access between northbound I-95 to eastbound I-276, and westbound I-276 to southbound I-95. Lastly, the rehabilitation of a section of the Pulaski Skyway began in 2014. This project includes replacing the 3.5 mile Pulaski Skyway deck, rehabilitating the ramps and steel superstructure and substructure.

Each of the projects just discussed were reviewed to determine their potential (positive or negative) impact on future toll transactions and toll revenue on the Total System. In some cases, such as the roadway widening projects, the New Jersey Turnpike Systemwide Planning Model was used to estimate the impact of the roadway improvement. The majority of the improvements were estimated to have nominal impacts.

Three of the improvements, however, did show impacts that CDM Smith considered large enough to consider as separate impacts. The extensive Turnpike widening program (Number 1 in Figures 5-1 and 5-2) is estimated to add about 0.6 percent to total passenger car toll transactions. The expected completion date for this project is in late 2014. To be conservative, positive impacts were not assumed until 2015. Half of the impact (or 0.3 percent) was assumed to occur in 2015 and the remaining 0.3 percent positive impact was assumed to occur in 2016 and 2017 (0.15 percent in each year), spread out over time to account for ramp-up. The total Turnpike widening impact on commercial vehicles was slightly higher, at 0.72 percent. The same methodology for assigning the impacts to 2015 through 2017 was used for commercial vehicles as was just described for passenger cars.

The second improvement expected to have a measurable impact on Turnpike toll transactions is the I-276/I-95 Interchange project (Number 10 in Figure 5-2). This was shown to have a slight negative impact on Turnpike toll transactions as motorist would be able to use the Turnpike's Pear Harbor Memorial Extension to access I-95 directly on the Pennsylvania Turnpike for movements to and from the Philadelphia metro area. This is estimated to decrease total Turnpike passenger car transactions by about 0.4 percent. This was split into two negative impacts of 0.2 percent in both 2018 and 2019. Total impacts for commercial vehicles were negligible and are estimated to decrease commercial traffic on the Turnpike by only about 0.1 percent.

In mid-April 2014 the Pulaski Skyway was closed to eastbound (toward the Holland Tunnel) traffic. The eastbound travel direction will be closed for a two year period as the bridge deck is replaced. The consulting firm Parsons Brinckerhoff (PB) conducted the Transportation Management Plan (2013) for this construction period. The primary diversion route during the two year construction period was identified as the I-78 Turnpike Extension. For toll revenue purposes, CDM Smith assumed that the eastbound Turnpike Extension average daily traffic volumes would increase by about 45 percent, or by about 14,200 passenger cars. Only passenger cars would be affected since commercial vehicles are not allowed on the Pulaski Skyway. Recent 24-hour traffic counts on the Turnpike Extension indicate that the daily impact has, in fact, averaged about 14,300 (slightly above the estimates used for revenue impacts). To accommodate the increased traffic volume on the Turnpike Extension, the right shoulder has been converted into an additional travel lane, which is open to traffic during peak periods. The CDM Smith forecasts assume the positive diversion impact of the Pulaski Skyway closure for only the two year construction period. NJTA, however, plans to market this route to this new customer base and maintain the additional third lane of capacity even after the Pulaski Skyway opens once again to eastbound traffic. Any longer term positive revenue impacts from traffic that continues to use the Turnpike Extension after the two year construction period have not been factored into these traffic and revenue forecasts.

Estimated E-ZPass Market Share

Another key element in developing estimates of transactions and toll revenue is the future market share for E-ZPass. CDM Smith conducted a detailed review of historical growth trends in E-ZPass market share over the last several years. Table 3-11 summarized those historical trends through the end of 2013. In 2013, the E-ZPass market share on the Turnpike totaled 79.5 percent for passenger cars, 88.2 percent for commercial vehicles, and 80.6 percent for all vehicles. 2013 E-ZPass market share on the Parkway totaled 77.2 percent for all vehicles.

Figure 5-3 shows the historical trends in E-ZPass market share, as well as estimated future market share through 2024. Separate estimates have been developed for Turnpike passenger cars and commercial transactions and for total Parkway transactions. By 2024, the E-ZPass market share on the Turnpike is estimated to reach about 86.7 percent for passenger cars and 95.0 percent for commercial vehicles. The 95.0 penetration rate for commercial vehicles is considered to be the maximum E-ZPass market share, as there is likely to always be some commercial vehicles without E-ZPass. The E-ZPass market share for Parkway vehicles is estimated to reach 84.4 percent in 2024.

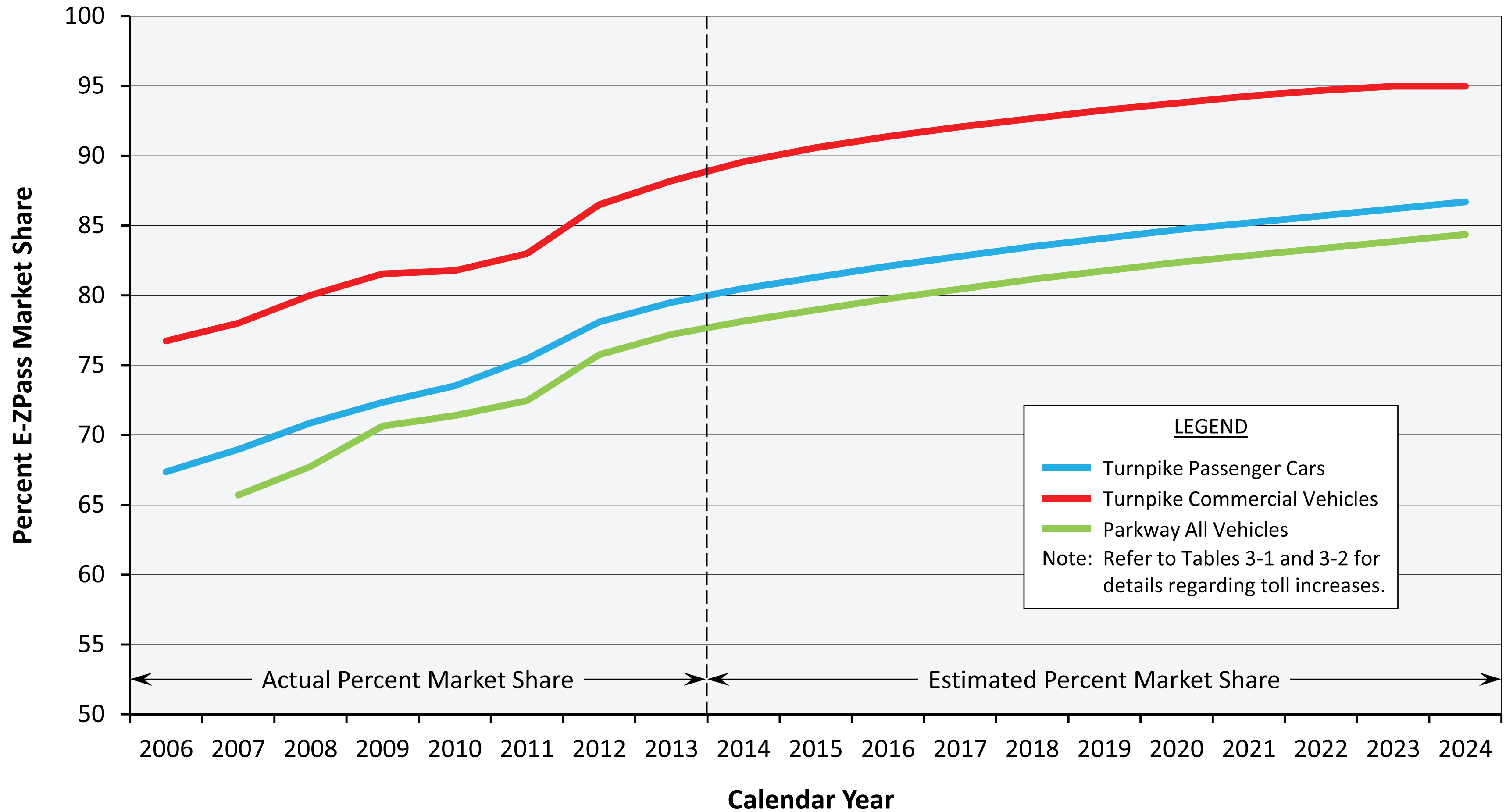
Transaction and Gross Toll Revenue Forecasts

Annual estimates of toll transactions and gross toll revenue were developed by applying the estimated roadway improvement impacts (discussed previously in this chapter) to the underlying normal growth rates discussed in Chapter 4. Finally, the resulting travel demand was divided into its respective cash and E-ZPass market segments so that the differing average toll rates for each could be applied. As mentioned earlier, no future toll increases have been assumed during the forecast period.

Table 5-2 identifies the resulting toll transaction and toll revenue growth rates. The underlying normal average annual growth rates (as developed in Chapter 4) amount to 1.7 percent for Turnpike passenger car traffic, 1.4 percent for Turnpike commercial traffic, and 1.0 percent for total Parkway traffic. Any significant variations from these growth rates are the result of additional factors.

In 2014, the negative impacts of extremely bad weather in the first quarter adversely affect overall traffic growth on an annual basis. However, the positive impact of the Pulaski Skyway closure results in Turnpike passenger car traffic growing by 2.8 percent in 2014 and revenue growing by 1.9 percent. The revenue impact of the Pulaski Skyway construction is less than the traffic impact because the additional traffic using the Extension is paying less than the overall average toll rate for passenger cars on the Turnpike. Overall, total system traffic growth amounts to 1.3 percent in 2014 while revenue is estimated to grow by 1.4 percent.

In 2015, the positive impacts of the Pulaski Skyway construction, Turnpike widening, and recovery from the severe January, February, and March 2014 weather all contribute to greater than normal growth. As a result, total Turnpike traffic increases by 3.7 percent and total Turnpike toll revenue increases by 3.6 percent. Parkway traffic and revenue increase by a more modest 2.6 percent, as it is only affected by the positive weather recovery impact.



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ACTUAL AND ESTIMATED PERCENT E-ZPASS MARKET SHARE

FIGURE 5-3

Table 5-2
Estimated Annual Toll
Transaction and Gross Toll Revenue Growth Rates
New Jersey Turnpike Authority

Percent Change Over Previous Year

	Annual Toll Transactions				
	Turnpike				
Year	Passenger Cars	Commercial Vehicles	Turnpike Total	Parkway Total	System Total
2013	---	---	---	---	---
2014 (1,4)	2.8%	1.4%	2.6%	0.4%	1.3%
2015 (2,4,5)	3.8	2.7	3.7	2.6	3.0
2016 (2,4)	0.0	1.5	0.2	1.0	0.7
2017 (2)	1.2	1.5	1.2	1.0	1.1
2018 (3)	1.5	1.3	1.5	1.2	1.3
2019 (3)	1.5	1.3	1.5	1.1	1.3
2020	1.7	1.4	1.7	1.1	1.3
2021	1.7	1.3	1.7	1.0	1.3
2022	1.8	1.4	1.7	1.0	1.3
2023	1.7	1.4	1.7	1.0	1.2
2024	1.8	1.3	1.7	1.0	1.2

	Annual Toll Revenue				
	Turnpike				
Year	Passenger Cars	Commercial Vehicles	Turnpike Total	Parkway Total	System Total
2013	---	---	---	---	---
2014 (1,4)	1.9%	1.4%	1.7%	0.5%	1.4%
2015 (2,4,5)	4.0	2.9	3.6	2.6	3.3
2016 (2,4)	0.7	1.6	1.0	1.1	1.0
2017 (2)	1.6	1.6	1.6	1.1	1.4
2018 (3)	1.5	1.1	1.3	1.2	1.3
2019 (3)	1.5	1.1	1.3	1.1	1.3
2020	1.6	1.2	1.5	1.1	1.4
2021	1.7	1.2	1.5	1.0	1.4
2022	1.7	1.3	1.5	1.0	1.4
2023	1.7	1.3	1.5	1.0	1.4
2024	1.7	1.4	1.6	1.0	1.4

(1) Data through March 2014 is actual.
(2) Includes estimated positive impacts from Turnpike widening program.
(3) Includes estimated negative impacts from completion of Phase I of the I-95 Interchange project on the Pennsylvania Turnpike.
(4) Includes estimated temporary positive impacts associated with construction on the Pulaski Skyway.
(5) 2015 Includes recovery of traffic and toll revenue from multiple winter weather events and abnormally cold temperatures during Q1 2014.

2016 growth rates largely reflect only the underlying normal growth. The only exception to this is for Turnpike passenger cars. They show 0.0 percent traffic growth and 0.7 percent revenue growth. These lower than normal growth rates are the result of the completion of the Pulaski Skyway eastbound lane closures. For purposes of this analysis, it was assumed that all passenger car traffic that was diverted to the Turnpike Extension returns to the Pulaski Skyway. As previously discussed, NJTA intends to maintain the additional roadway capacity after construction is completed and this may result in some more permanent positive traffic and revenue impacts on the Turnpike. But, again, those are not assumed in this analysis. Total 2016 NJTA system traffic growth amounts to 0.7 percent, while total revenue growth is estimated at 1.0 percent.

Traffic and revenue growth in 2017 and beyond reflects the underlying normal growth assumptions. As shown, between 2017 and 2024 total annual traffic and revenue growth ranges from 1.2 percent to 1.4 percent.

Table 5-3 shows the resulting estimates of annual toll transactions and gross toll revenue. Data for 2013 reflects actual information as do the first three months of 2014. As shown, total annual Turnpike passenger car transactions are estimated to increase from 195.2 million in 2013 to nearly 237.0 million by 2024, reflecting an average annual growth rate of 1.8 percent. Total Turnpike commercial vehicle transactions are estimated to increase from 29.3 million to 34.5 million over the same time period, reflecting an average annual growth rate of 1.5 percent. Total Turnpike transactions are expected to increase from 224.5 million in 2013 to nearly 271.5 million by 2024, a 1.7 percent average annual increase. Historically, over the last 20 year period, the annual increase in toll transactions on the Turnpike has averaged 1.0 percent. It should be remembered, however, that during this period toll rates more than doubled on the Turnpike. The negative effects of the Great Recession from 2007 through 2009 also acted to negatively affect traffic during this period.

Estimated growth on the Parkway is slightly lower. Total 2013 toll transactions amount to 368.9 million and increase to almost 417.1 million by 2024, an average annual increase of 1.1 percent. It is difficult to accurately identify historical growth trends on the Parkway due to the one-way toll conversions, but for those periods where comparable data can be reviewed, Parkway toll transaction growth has been slightly less than that observed on the Turnpike.

Figure 5-4 provides the toll transaction estimates in graphical format. Historical data from 2000 through 2013 is also provided along with the forecasts in order to put overall long term growth in perspective.

The bottom portion of Table 5-3 shows the resulting gross toll revenue estimates. Total annual Turnpike toll revenue is estimated to grow from $1,006.7 million in 2013 to $1,205.8 million by 2024. Total Parkway toll revenue is estimated to increase from $407.0 million to $462.0 million over the same forecast period. Total System toll revenue is estimated to grow from $1,413.8 million in 2013 to about $1,667.8 million by 2024. Figure 5-5 provides the same toll revenue estimates in graphical format. Historical data from 2000 through 2013 is also provided along with the forecasts. This helps identify both historical and forecasted normal growth, as well as the impacts of the last two major toll increases in December 2008 and January 2012.

Table 5-3
Estimated Annual Toll
Transactions and Gross Toll Revenue
New Jersey Turnpike Authority

All Values in Thousands

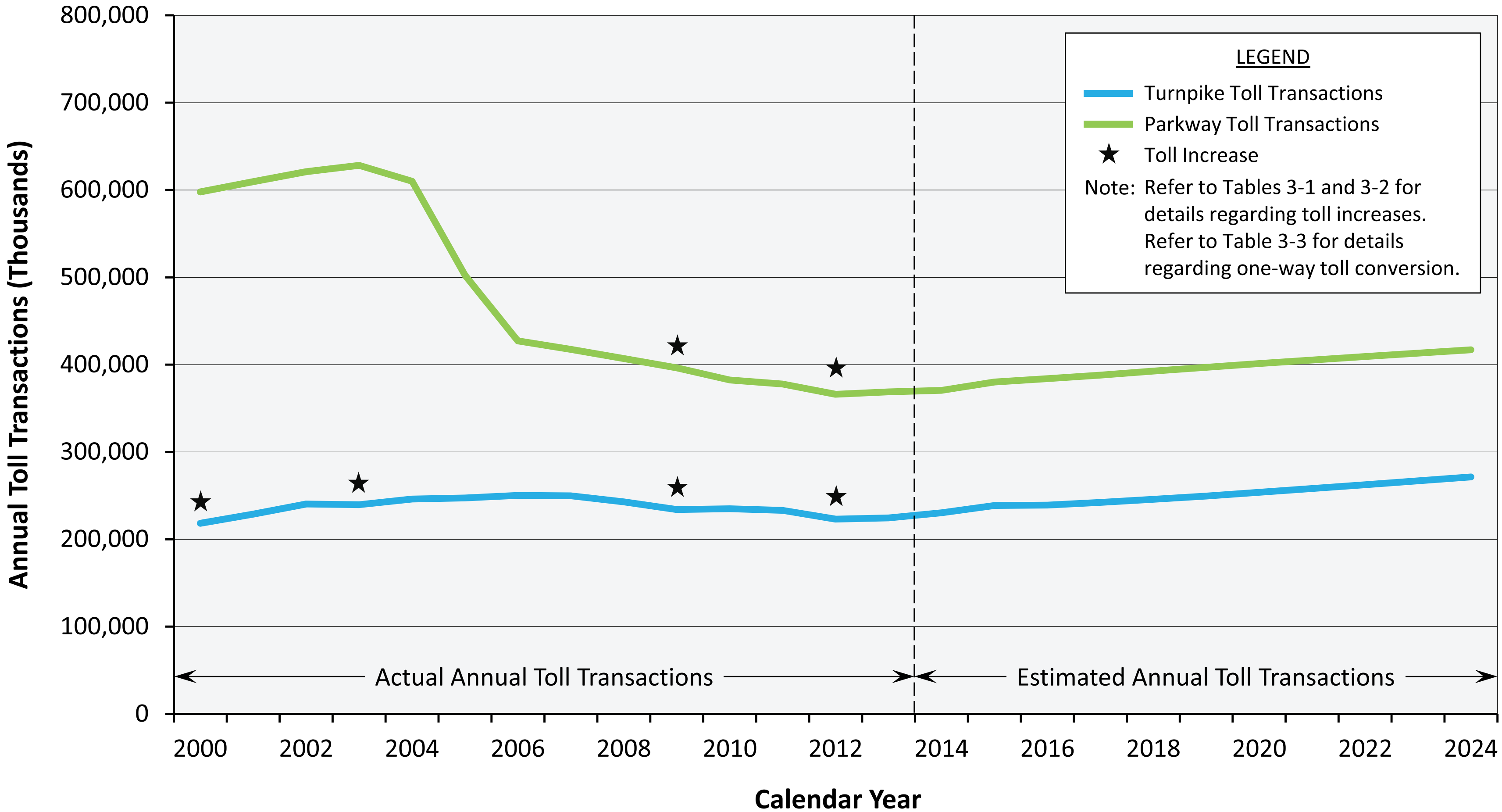
Annual Toll Transactions

Year	Turnpike Passenger Cars	Turnpike Commercial Vehicles	Turnpike Total	Parkway Total	System Total
2013	195,208	29,278	224,486	368,918	593,404
2014 (1,4)	200,609	29,699	230,308	370,571	600,879
2015 (2,4,5)	208,242	30,513	238,755	380,105	618,860
2016 (2,4)	208,259	30,980	239,239	384,020	623,259
2017 (2)	210,769	31,454	242,223	387,976	630,199
2018 (3)	214,015	31,863	245,878	392,593	638,471
2019 (3)	217,311	32,277	249,588	396,911	646,499
2020	221,092	32,713	253,805	401,277	655,082
2021	224,961	33,154	258,115	405,250	663,365
2022	228,898	33,602	262,500	409,262	671,762
2023	232,903	34,056	266,959	413,150	680,109
2024	236,979	34,515	271,494	417,075	688,569

Annual Toll Revenue

Year	Turnpike Passenger Cars	Turnpike Commercial Vehicles	Turnpike Total	Parkway Total	System Total
2013	$672,828	$333,892	$1,006,720	$407,044	$1,413,764
2014 (1,4)	685,342	338,451	1,023,793	409,084	1,432,877
2015 (2,4,5)	712,598	348,296	1,060,894	419,715	1,480,609
2016 (2,4)	717,472	353,697	1,071,169	424,231	1,495,400
2017 (2)	728,724	359,260	1,087,984	428,772	1,516,756
2018 (3)	739,453	363,089	1,102,542	434,048	1,536,590
2019 (3)	750,464	366,958	1,117,422	438,972	1,556,394
2020	762,763	371,500	1,134,263	443,953	1,578,216
2021	775,468	376,098	1,151,566	448,476	1,600,042
2022	788,384	380,836	1,169,220	453,044	1,622,264
2023	801,514	385,720	1,187,234	457,518	1,644,752
2024	814,862	390,928	1,205,790	462,035	1,667,825

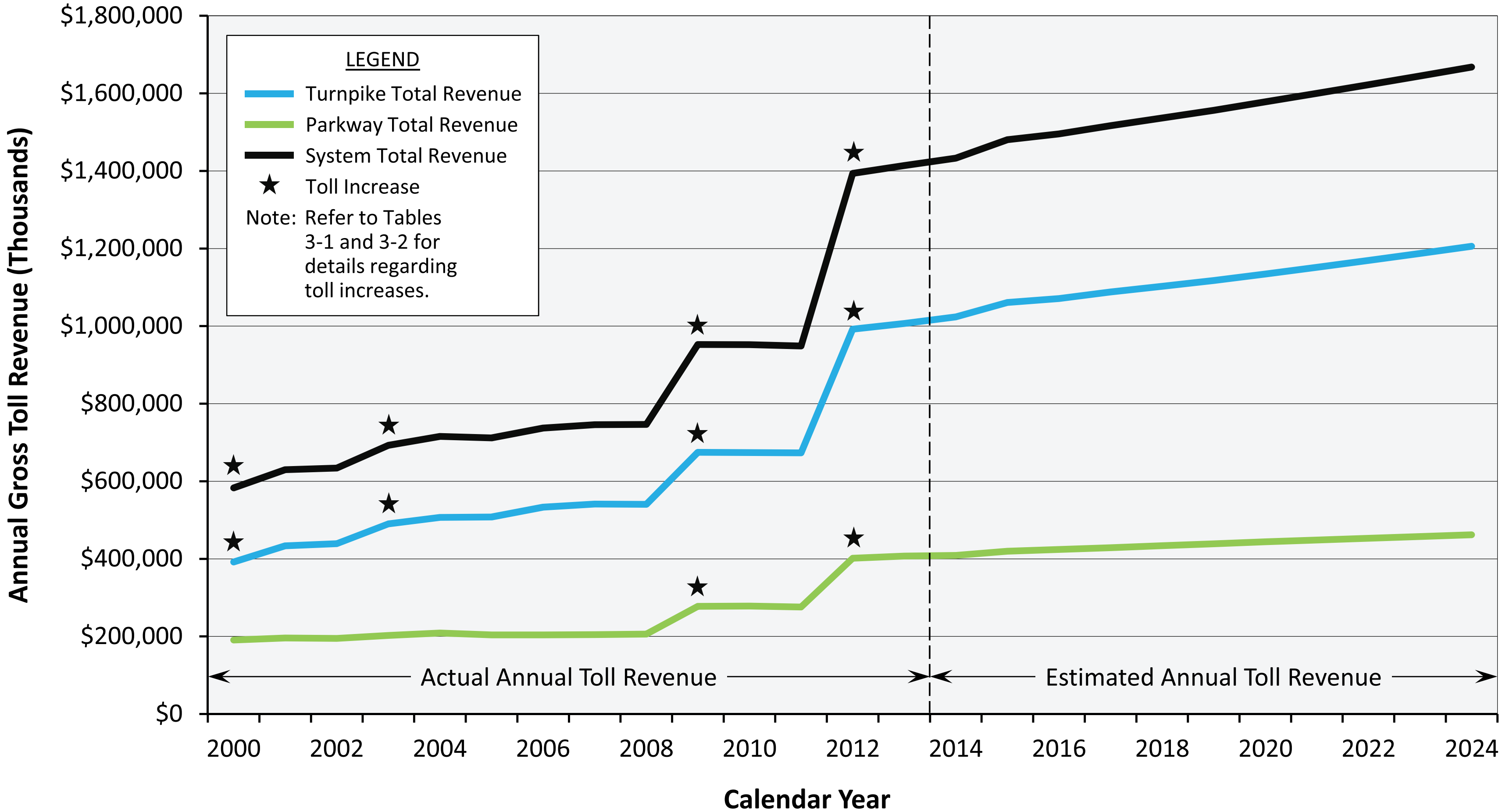
(1) Data through March 2014 is actual.
(2) Includes estimated positive impacts from Turnpike widening program.
(3) Includes estimated negative impacts from completion of Phase I of the I-95 Interchange project on the Pennsylvania Turnpike.
(4) Includes estimated temporary positive impacts associated with construction on the Pulaski Skyway.
(5) 2015 Includes recovery of traffic and toll revenue from multiple winter weather events and abnormally cold temperatures during Q1 2014.



CDM Smith

ACTUAL AND ESTIMATED ANNUAL TOLL TRANSACTIONS

FIGURE 5-4



ACTUAL AND ESTIMATED ANNUAL GROSS TOLL REVENUE

FIGURE 5-5

Disclaimer

Current accepted professional practices and procedures were used in the development of these updated traffic and revenue forecasts. However, as with any forecast of the future, it should be understood that there may be differences between forecasted and actual results caused by events and circumstances beyond the control of CDM Smith. In formulating its forecasts, CDM Smith has reasonably relied upon the accuracy and completeness of information provided (both written and oral) by the NJTA and other local and state agencies. CDM Smith also has relied upon the reasonable assurances of some independent parties and is not aware of any facts that would make such information misleading.

CDM Smith has made qualitative judgments related to several key variables in the development and analysis of the traffic and revenue forecasts that must be considered as a whole; therefore selecting portions of any individual result without consideration of the intent of the whole may create a misleading or incomplete view of the results and the underlying methodologies used to obtain the results. CDM Smith gives no opinion as to the value or merit to partial information extracted from this report.

All forecasts and projections reported herein are based on CDM Smith's experience and judgment and on a review of information obtained from multiple state and local agencies, including NJTA, by an independent third party. These estimates and projections may not be indicative of actual or future values, and are therefore subject to substantial uncertainty. Future developments cannot be predicted with certainty, and may affect the forecasts or projections expressed in this report, such that CDM Smith does not specifically guarantee or warrant any forecasts or projections contained within this report.

While CDM Smith believes that some of the projections or other forward-looking statements contained within the report are based on reasonable assumptions as of the date in the report, such forward looking statements involve risks and uncertainties that may cause actual results to differ materially from the results predicted. Therefore, following the date of this report, CDM Smith will take no responsibility or assume any obligation to advise of changes that may affect its assumptions contained within the report, as they pertain to: socioeconomic and demographic forecasts, proposed residential or commercial land use development projects and/or potential improvements to the regional transportation network.

CDM Smith is not, and has not been, a municipal advisor as defined in Federal law (the Dodd Frank Bill) to NJTA and does not owe a fiduciary duty pursuant to Section 15B of the Exchange Act to NJTA with respect to the information and material contained in this report. CDM Smith is not recommending and has not recommended any action to NJTA. NJTA should discuss the information and material contained in this report with any and all internal and external advisors that it deems appropriate before acting on this information.

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APPENDIX C

REPORT OF CONSULTING ENGINEER

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CONSULTING ENGINEER'S REPORT

INTRODUCTION

As Consulting Engineer to the Authority, we are pleased to submit this engineering report in connection with the Authority's continued implementation of its capital program. In this report, we present estimates of expense projections for the New Jersey Turnpike Authority ("Authority") to operate and maintain the New Jersey Turnpike ("Turnpike") and the Garden State Parkway ("Parkway") for the period 2014 through 2024. The report also describes the projects included in the Authority's proposed capital program. These projects serve to repair or replace existing capital assets, and also provide new assets to improve and expand both toll road systems.

With the acquisition of the assets of the former New Jersey Highway Authority by the Authority in 2003, the Authority is arguably among the largest, if not the largest, toll road agency in the nation. The combined capital assets of the Turnpike and Parkway include approximately 2,400 lane miles of roadway and 1,100 bridges, as well as numerous facilities to accommodate patron services, maintenance activities, toll collection, and State Police.

The character of the two roadways, Turnpike and Parkway, is remarkably different in a number of important aspects. These differences are a direct result of the type and volume of traffic using each roadway and the purposes and needs of an interstate road (Turnpike) and an intrastate road (Parkway). The disparity in the level of resources required to operate, maintain, enhance, and expand the two systems is reflected in these inherent differences. The following is a brief description of the Authority's recent and ongoing efforts to preserve the condition of their assets.

A STATE OF GOOD REPAIR

An enduring policy of the Authority has been to maintain its assets in a state of good repair. To this end, the agency, since its inception, has implemented an aggressive annual inspection program of the roads, bridges, buildings, and toll plazas. The scope and cost of this endeavor greatly expanded in 2003 when the Turnpike Authority acquired the Parkway. Bridge inspections alone represent an average expenditure of $6.5 million per year. Pavements are surveyed annually to identify areas where resurfacings are warranted to maintain serviceability. To ensure that funds are spent wisely and cost-effectively, the annual maintenance and improvement programs are comprised of projects prioritized in order of urgency in a manner that maintains the serviceability of the roadways and bridges.

Annually, contracts are awarded for all categories of bridge repairs -- deck replacements, structural steel, and substructure repairs. Last year, the amount awarded for this purpose exceeded $170 million. Repainting and coating bridge steelwork was an approximate expense of $9 million. As a consequence of these diligent programs, the overall condition of the agency's 1,100± bridges ranges from "fair" to "excellent," terms defined in the Federal Highway Administration (FHWA) Coding Guide for the Inventory and Appraisal of the Nation's Bridges. All bridges are capable of safely supporting the heaviest legal loads of the state and nation.

It is important to note that the design of the pavement box for both the New Jersey Turnpike and the Garden State parkway ensures that the roadways can withstand the daily impact of the traffic minimizing future capital expenditure needs. The pavement box design consists of 2" asphalt surface top course on top of an asphalt base course. The next layer below the asphalt base course is an aggregate base course. The combination of asphalt and aggregate base courses give the pavement its strength to support the volume of cars and truck traffic. These layers are then constructed on top of a Grade A Embankment material. The Grade A material moves rain and any subsurface water away from the pavement immediately. This feature prevents water from being trapped under the pavement box and causing damage to the asphalt courses. Due to the original design and construction of the Turnpike and Parkway, the majority of the wear and tear caused by traffic, especially truck tires, is limited to the top 2" layer of asphalt surface course, and generally does not migrate below the surface course. Thus, the original construction minimizes major rehabilitation of the roadbed courses and allows the Authority to remove and replace only the top 2" of pavement as part of its pavement resurfacing program. Both roadways have been recognized as "Perpetual Pavements" by the National Asphalt Pavement Association. The requirement for this designation includes a minimum of a 50 year pavement life requiring only periodic resurfacings.

Pavement resurfacing last year was the subject of three contracts amounting to nearly $22.3 million. Pavement resurfacing involves milling a minimum two inches of existing asphalt surfacing and replacing it with a minimum of two inches of new SuperPave asphalt, a specially formulated hot mix asphalt pavement system designed for serviceability and durability on roadways in an environment of high volumes of truck traffic. The resurfacing cycle is in the order of 15 years, a term that is comparable with the experience of similar transportation agencies in the northeast.

These annual maintenance and repair contracts are mostly funded through the Maintenance Reserve and Special Projects Reserve Funds (see below for a discussion of these funds and annual deposit requirements).

CAPITAL PROGRAM

As Consulting Engineers to the Authority, we have participated in the planning, preparation of construction documents and cost estimates, as well as the monitoring of actual construction for various New Jersey Turnpike widening and improvements programs. As part of the Authority's overall financial planning, we have reviewed the estimated total construction cost for the proposed projects and consider these estimated costs reasonable based on currently available engineering studies. We have also prepared estimates on annual operating expenses and deposits to the Maintenance Reserve Funds for the years 2014 through 2024.

The projects that comprise the Authority's Capital Program can be broadly divided into three categories: Operational and Safety Improvements, State of Good Repair, and System Expansion or Widening. As seen in the breakdown of the Capital Program below, it is a balanced mix of projects which should increase traffic capacity and operational efficiencies while also maintaining the System in a state of good repair. Of the money designated for State of Good Repair projects, over half will be spent on bridge reconstruction and rehabilitation. The breakdown of the Capital Plan is as follows:

Category	Amount	% of Program
Operational And Safety Improvements	$1.87 billion	26.7%
System Expansion or Widening	$2.93 billion	41.8%
State of Good Repair	$2.20 billion	31.5%

We report herein on the detailed breakdown of the projects in these three categories and provide brief descriptions of each:

Capital Program Projects

Operational and Safety Improvements

1. Parkway Interchange 142 Improvements
2. Parkway Interchange 125 Improvements
3. Parkway Interchange 9, 10 and 11 Improvements
4. Turnpike Interchange 8A to Route 130 Connection
5. Parkway Interchanges 41 / 44 Improvements
6. Turnpike Interchange 14A Reconstruction
7. Parkway Interchange 88 Improvements
8. Parkway Interchange 91 Improvements
9. Turnpike/Parkway Southern Improvements – Atlantic, Burlington, Camden, Cape May, Gloucester, and Salem Counties.
10. Improvements to Roadway Appurtenances (Safety Improvements)
11. Sign Replacements
12. Interchange Improvements
13. Parkway Mainline Shoulder Improvements

System Expansion or Widening

14. Turnpike Interchange 6 – 9 Widening
15. Tremley Point Connector Road
16. Widening of GSP Int. 63 – Int. 80
17. Widening of GSP Int. 35 – Int. 63

State of Good Repair

18. Parkway Mullica River Bridge Widening/Redecking
19. Parkway Bass River Bridge
20. Newark Bay Hudson County Extension (NBHCE) Bridge Redecking
21. Turnpike Hackensack Easterly Bridge Rehabilitation
22. Turnpike Interchange 16 – 18E Bridge Improvements
23. Bridge Preservation and Security
24. Deck Reconstruction
25. Parkway Substructure Repairs
26. Bridge Painting
27. Turnpike Specialized Bridge Structure Work
28. Drainage Improvements
29. Median Barrier Improvements
30. Facilities Improvements - Buildings

31. Replacement of the GSP Southbound Great Egg Harbor and Drag Channel Bridges

1. Parkway Interchange 142 Improvements

This project is a joint cooperative project between the Authority and the New Jersey Department of Transportation (NJDOT) that provides for the design and construction of missing ramp connections between the Parkway and I-78. The project will also provide improvements to the interchange's existing ramp network, toll plaza and to the I-78 mainline. The project is funded by the Federal Highway Administration, NJDOT, and the Authority. This item represents the Authority's share of the costs of the project.

Status – construction completed and open to traffic.

2. Parkway Interchange 125 Improvements

Interchange 125 is presently configured with a southbound entrance and northern exit ramp. This project will provide a northbound entrance and southbound exit ramp. The southbound exit ramp will be tolled to be consistent with one-way tolls at the Raritan Toll Plaza.

Status – in design.

3. Parkway Interchanges 9, 10, and 11 Improvements

There are three traffic signals on the Parkway in Cape May County at Interchanges 9, 10 and 11. This project will eliminate the traffic signals by providing three bridges to carry the Parkway over the local streets at each interchange. This project also provides for full access to the Parkway northbound and southbound at each interchange.

Status – under construction. Anticipated construction completion date – November 2015.

4. Turnpike Interchange 8A to Route 130 Connection

This project will address significant traffic congestion outside of Interchange 8A. The project limits include the section of Route 32 between Interchange 8A and the interconnection of Route 32 with Route 130. Middlesex County has requested that the Authority undertake appropriate improvements on the basis that a majority of the traffic within the corridor is destined to or from the Turnpike.

Status – in design.

5. Parkway Interchanges 41 / 44 Improvements

At Interchange 41, local traffic currently accesses the Parkway through a service road to the Atlantic City Service Area from Jimmie Leeds Road. This project will provide two additional ramps to allow access to Jimmie Leeds Road to and from the south.

Interchange 44 currently provides access to the Parkway to and from the north. This project will complete the interchange to provide two additional ramps with toll plazas to allow access to and from the south.

Status – under construction. Anticipated construction completion date – August 2015.

6. Turnpike Interchange 14A Reconstruction

This interchange currently possesses serious operational limitations because of its urban environment in that it is located within the city of Bayonne. The redevelopment of the Military Ocean Terminal in Bayonne is currently underway and this proposed commercial and residential development will result in a significant increase in traffic utilizing the Interchange 14A toll plaza. It is anticipated that the existing toll plaza will need to be relocated in order to address the operational and capacity deficiencies of the existing plaza.

Status – in design. Anticipated construction completion date – June 2018.

7. Parkway Interchange 88 Improvements

This project is a joint cooperative project between the Authority and Ocean County that provides missing ramp movements at this partial interchange along with modifications to the existing ramp movements to and from the north and relocation of ramp toll collection facilities. Project also includes the construction of two new bridges over NJ Route 70 for a collector/distributor roadway being constructed between this location and Interchange 89. A commuter lot will also be constructed within the northbound loop ramp.

Status – under construction. Anticipated construction completion date – December 2014

8. Parkway Interchange 91 Improvements

This project is a joint cooperative project between the Authority and Ocean County that provides missing ramp movements at this partial interchange along with the reconstruction and safety improvements to the existing northbound ramp toll plaza. This project also includes the construction of two extended service roads and county road improvements that will eliminate the complexity of the current traffic flow pattern, relieve congestion on local roads, and enhance safety. Reconstruction / replacement of the Burnt Tavern Road Bridge over the Parkway is anticipated as part of this project.

Status – in design.

9. Turnpike/Parkway Southern Improvements – Atlantic, Burlington, Camden, Cape May, Gloucester, and Salem Counties.

This project will provide miscellaneous improvements to mainline and Interchanges located in the southern portion of the Turnpike between Interchange 1 and Interchange 4 and on the Parkway between MP0 and MP48.

10. Improvements to Roadway Appurtenances (Safety Improvements)

This project provides for upgrading various guide rail and treatments and crash cushions along the Parkway and Turnpike. Also included is replacement of deteriorated guide rail along the Parkway.

11. Sign Replacements

This project includes inspection, assessment and implementation of the remedial measures necessary to bring dated mainline and interchange signing into compliance with current standards. This project will also provide funding for immediate repairs by maintenance forces. This project will upgrade existing Parkway signs/structures, along the mainline, at facilities, etc. to the current design standards. Project includes the study and assessment of current signing legends and locations along with the recommendations and plans to implement to procure the construction services necessary to bring signing into compliance with current standards. Currently, four design contracts are anticipated.

Status – Contract No. A600.277 (Turnpike MP 105-116 & Parkway MP 128-143). Anticipated completion date – December 2014.

12. Interchange Improvements

This project includes improvements to interchanges on the Turnpike and Parkway. Interchange locations include Turnpike Interchanges 10, 15W, 16W, and Parkway Interchanges 0, 105, 109, 145, 163.

Status – Interchanges 0, 105, & 145 in design.
Interchanges 15W & 16W in design.
Interchange 10. Anticipated construction completion date – November 2014.
Interchange 163. Anticipated construction completion date – May 2017.

13. Parkway Mainline Shoulder Improvements

In the late 1980's, the right and left shoulders from milepost 80 to 100 on the Parkway were eliminated and the width of the driving lanes were reduced in width to create a third driving lane in both the northbound and southbound directions in order to provide additional capacity to meet the traffic demands along this section of the Parkway. This project will reconstruct the mainline roadway to provide right and left shoulders and widen the three (3) driving lanes to widths that meet current standards.

Status – under construction. Anticipated construction completion date – April 2015.

14. Turnpike Interchange 6 – 9 Widening

This project is currently underway with the preliminary engineering having been completed. Final design is now in progress. The project involves the construction of 3 additional lanes, both northbound and southbound, between Interchanges 6 and 8A, a distance of approximately 25 miles. The project also includes the addition of one lane between Interchanges 8A and 9. Upon completion, the widening project will result in 6 mainline lanes being provided between Interchanges 6 and 9. In addition, the project will include interchange improvements within the project limits as determined to be necessary to meet traffic demands in the design year of 2032.

Status – under construction. Anticipated construction completion date – November 2014.

15. Tremley Point Connector Road

This project provides an elevated roadway structure and bridge over the Rahway River between Tremley Point Road (Linden - brownfield redevelopment areas) and Industrial Highway (Carteret). This new roadway will provide a direct connection for commercial vehicles to access the Turnpike without traveling through the local roadway network.

Status – This project has been removed from the program and the monies allocated to other projects.

16. Widening of GSP Milepost 63 – Milepost 80

This project provides for a third travel lane with full shoulders in each direction of the Parkway and Express E-ZPass/One-Way Southbound Tolls at the Barnegat Toll Plaza. Three (3) individual design and construction contracts will provide for widening the 17-mile section in both travel directions of the Parkway, new sign structures, ten bridge replacements, realignment of the Parkway at the Barnegat Toll Plaza to provide for the elimination of tolls in the northbound direction and Express E-ZPass operation in the southbound direction and a new Toll Utility Building located on the southbound side.

Status – completed May 2011.

17. Widening of GSP Milepost 35 – Milepost 63

This project provides for the construction of a third travel lane with full shoulders in each direction of the Parkway. Six (6) individual design and construction contracts will provide for the widening of the 28-mile section in both travel directions of the Parkway, new sign structures, and bridge replacements. Status – various contracts in design and under construction.

Status of Milepost 52-63 – construction completed.
Status of Milepost 35-52 -- in design. Bids to be taken summer of 2014 with construction anticipated to be completed August 2016.

18. Parkway Mullica River Bridge Widening/Redecking

This project provides for the design and construction phases of improvements at the Parkway crossing of the Mullica River. The primary work includes the construction of a new parallel bridge and bridge redecking, structural repairs and seismic retrofit on the existing bridge, Structure No. 49.0.

Status – Construction of new bridge completed December 2012. Reconstruction of existing bridge to be completed April 2014.

19. Parkway Bass River Bridge

This project provides for the design and construction phases of improvements at the Parkway crossing of the Bass River. The primary work includes the construction of a new parallel bridge and bridge redecking, structural repairs and seismic retrofit on the existing bridge, Structure No. 51.9.

Status – under construction. Anticipated construction completion date – May 2015.

20. Newark Bay Hudson County Extension (NBHCE) Bridge Redecking

This project provides for the design and construction phases for the redecking of various structures on the Newark Bay-Hudson County Extension, including the Newark Bay Bridge, Structure No. N2.01. This project also provides for the repairs to structural steel and substructure units, security improvements, and painting.

Status – under construction. Anticipated construction completion date – May 2014.

21. Turnpike Hackensack Easterly Bridge Rehabilitation

This project provides for the design and construction phases of the rehabilitation on the Turnpike's existing Eastern Hackensack River Bridge, Structure No. E109.83. The primary work includes bridge redecking, structural repairs and seismic retrofit.

Status – under construction. Anticipated construction completion date – September 2014

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22. Turnpike Interchange 16E – 18E Bridge Improvements

This project will provide for the widening and redecking of Structure No. E112.58A and the widening of Secaucus Road, Structure No. E112.10.

Status – completed 2012.

23. Bridge Preservation and Security

This project provides for the design and construction phases for countermeasures and security improvements to the Authority's major bridges (16) on the Turnpike and Parkway. It also includes the design and construction phases for seismic retrofitting of the Turnpike's highest priority bridges as recommended from the Phase I Seismic Screening and Prioritization Report. This project further provides for the design and construction for the miscellaneous bridge work on the Turnpike not covered under the annual miscellaneous structural repair contracts. The primary work includes bridge bearing replacement and significant substructure repairs.

24. Deck Reconstruction

This project provides for the design and construction phases for the redecking of the highest priority Turnpike and Parkway mainline bridges.

25. Parkway Substructure Repairs

This project provides for the design and construction phases for the repair and rehabilitation of the existing Driscoll Bridge, Structure 127.2, along with pier caps, columns, and substructure elements on other water crossings.

26. Bridge Painting

This project provides for the design and construction for the cleaning and repainting of structural steel of the highest priority Turnpike and Parkway major and routine bridges.

27. Turnpike Specialized Bridge Structure Work

This project provides for the design and construction phases for the specialized bridge repairs on the Turnpike that are not covered under the annual miscellaneous structural repair contracts. The primary work includes mitigation of concrete deterioration caused by Alkali-Silica Reaction (ASR), pile replacement, cable suspender replacements and high mast lighting repairs.

28. Drainage Improvements

This project includes design services and construction to rehabilitate/replace non-functioning and substandard drainage systems and the analysis of the condition of existing median inlets along the

Authority's mainline and interchange ramp roadways, and construct recommended improvements in compliance with current environmental regulations.

29. Median Barrier Improvements

This project includes the inspection, and condition assessment of concrete median barrier, and the implementation of a repair / replacement / upgrade program along the Parkway and Turnpike Mainline and Interchange ramps, including sections of severely deteriorated concrete median barrier that require replacement between GSP MP 141 and MP 160.

Status – Median Barrier between Milepost 146 to 160 completed December 2011.
Median Barrier between Milepost 141 to 150 is under construction. Anticipated completion date is July 2014

30. Facilities Improvements - Buildings

This project includes inspection, assessment and implementation of the remedial measures necessary to bring 50+ year old Toll Utility Buildings, Toll Plazas and Maintenance Buildings on the Parkway and Turnpike into compliance with current building codes and operational standards. This project will also provide funding for immediate repairs by maintenance forces.

31. Replacement of the GSP Southbound Great Egg Harbor and Drag Channel Bridges

This project provides for the design and construction of a new parallel bridge carrying the southbound Parkway traffic over Great Egg Harbor and Drag Channel. The new bridge will be constructed west of the existing southbound structure. The new bridges include a new 3,834 foot long bridge over Great Egg Harbor and a new 770 foot long bridge over Drag Channel. Construction will also include approximately 4,900 lineal feet of new approach roadways; construction of a pedestrian bridge; and demolition of the nearby existing Beesley's Point Bridge. Special construction features include use of high performance concrete for the bridge decks, a ten foot wide multi-use pathway on the west side of the new bridges and approach roadways, and a plastic lumber fender system to protect the bridge piers.

Status – design completed. Anticipated construction completion date – June 2016.

OPERATING EXPENSES

The Authority is currently pursuing an overall financial program that is designed to reduce costs, and otherwise lower Authority operating financial requirements. Policy decisions that have recently been adopted during the last two years indicate a continued reduction in staff, constraints on salary increases, and other procedures that should result in reduced overall operating expenses. Non-discretionary budget items such as insurance premiums, health benefits, utilities, pension contributions, and state police costs, however, continue to increase.

A review of the history of the Authority's operating expenses was performed for periods prior to and after consolidation with the Highway Authority, which occurred in 2003. From 1994 to 2002, the Authority's growth in operating expenses was flat. During that eight (8) year period, the operating budget actually decreased by $626,300. After consolidation, for the period from 2004 to 2008, the operating expenses grew at a rate of 3.18% per year. During the last five years, however, the Authority's budgets have decreased a total of $7 million (1.46%) for a yearly average decrease of 0.29%. The Authority is continuing its current operational policies and emphasis on strict cost controls. It is anticipated that future improvements in operational efficiency will continue as the percentage of E-ZPass users increase and as the Authority studies the possibilities of privatizing toll collection operations. Based on the above, we have applied a yearly increase of 1.0% for Operating Expenses for the years 2014 through 2024.

In addition to the annual increase in the operating budget, all of the capital projects will be completed and operational prior to 2022. These projects include:

- Widening of the Turnpike between Interchanges 6 to 9 (216 equivalent lane miles of new pavement – in service 2015)
- Construction of the Garden State Parkway Shoulder Widening - Mileposts 80 to 100 (40 equivalent lane miles of new shoulder pavement – in service 2015)
- Construction of the new Mullica River Bridge (3.5 equivalent lane miles of new pavement – in service 2013)
- Completion of the new Bass River Bridge (3.5 equivalent lane miles of new pavement – in service 2015)
- Construction of the Garden State Parkway Interchange 125 Improvements (1 equivalent lane mile of new pavement – in service 2018)
- Construction of the Garden State Parkway Interchange 91 Improvements (2 equivalent lane miles of new pavement – in service 2016)
- Construction of the Garden State Parkway Interchanges 41 and 44 Improvements (4 equivalent lane miles of new pavement – in service 2015)
- Construction of the Garden State Parkway Interchange 88 Improvements (15 equivalent lane miles of new pavement – in service 2015)
- Construction of the Garden State Parkway Interchange 35 – 51 Widening (32 equivalent lane miles on new pavement – in service 2017)
- Construction of the Garden State Parkway Interchange 51 – 63 Widening (24 equivalent lane miles on new pavement – in service 2015)
- Construction of the New Jersey Turnpike Interchange 8A Improvements (8.6 equivalent lane miles of new pavement – in service 2018)
- Construction of the New Jersey Turnpike Interchange 14A Improvements (6 equivalent lane miles of new pavement – in service 2018)
- Construction of the Garden State Parkway Interchanges 9, 10, and 11 Improvements (4 equivalent lane miles of new pavement – in service 2016)

Based upon these factors, our periodic review of the Authority's expenses, as well as our specific knowledge of the operations of the Turnpike and Parkway, projections for Operating Expenses for the years 201 through 2024 are as follows:

Estimate of Operating Expenses
(In thousands)

Year	*Amount*
2014	$476,125
2015	$489,372
2016	$494,593

2017	$500,590
2018	$505,963
2019	$511,286
2020	$516,398
2021	$521,562
2022	$526,778
2023	$532,046
2024	$537,366

RESERVE FUND REQUIREMENTS

Historically, the Authority has annually made deposits to the Maintenance Reserve Fund to provide funds for major maintenance of the roadway and bridges. The Special Projects Reserve Fund was created to provide funds for all types of projects including: safety improvements; repairs to and replacements of buildings and other facilities; maintaining equipment and vehicle fleet; and improvements in administrative, tolls, and communication systems. In short, the fund provides for the maintenance and improvement of all elements that in some manner contribute to the proper and efficient operation of the Authority's road systems.

Currently, the Authority has approximately 2400 lane miles of pavement, 1100 bridges (600 of which are between 50 and 69 years old), and approximately 300,000 tons of bridge steel that require painting. As the Capital Program nears completion, beginning in 2017, the Maintenance Reserve Fund budget will be increased to provide for the following:

- Resurface 200 lane-miles per year (12-year cycle to resurface the entire roadway).
- Redeck approximately eight bridge decks per year.
- Maintain all bridge decks (approximately 1,100 decks) in a state of good repair.
- Paint approximately 20,000 tons of bridge steel per year (15-year cycle for painting all bridges).

The amounts presented below are estimates of the annual requirements to meet the needs of the Authority for the purposes cited above. The projected amounts reflect a continuation of the Authority's historic policies and practices with regard to the application of the funds, and allow for annual increases commensurate with historical trends and current day economic conditions. These amounts are considered to be necessary and sufficient to meet the basic needs of the Authority's system, and are consistent with those presented in Consulting Engineer's reports prepared by HNTB Corporation accompanying previous official statements. The following table presents the projected costs to maintain the Turnpike and Parkway during the period 2014 through 2024. In arriving at the amounts, it has been assumed that inflation will increase modestly during the estimate period.

Amount in Thousands

	Maintenance Reserve Fund		*Special Project Reserve Fund*	
Year	***Funding***	***Spending***	***Funding***	***Spending***
2014	$74,814	$74,814	$28,800	$38,155
2015	$87,058	$87,058	$38,155	$38,918

2016	$89,370	$89,370	$38,918	$39,696
2017	$116,751	$116,751	$39,696	$40,490
2018	$119,086	$119,086	$40,490	$41,300
2019	$121,468	$121,468	$41,300	$42,126
2020	$123,897	$123,897	$42,126	$42,969
2021	$126,375	$126,375	$42,969	$43,828
2022	$128,903	$128,903	$43,828	$44,705
2023	$131,481	$131,481	$44,705	$45,599
2024	$134,110	$134,110	$45,599	$46,511

CONCLUSIONS

This report has presented information to be applied in developing the financial program for the Authority, and to assist in planning capital projects for the Turnpike and Parkway. On both roads, there are sections and bridges that are over 60 years old. Many projects comprising the capital program provide major reconstructions that are necessary to maintain the facilities in proper condition for safe and convenient use by patrons. Timely implementation of this type of extraordinary maintenance is necessary to reduce the risk of revenue loss. Other projects are of an improvement nature. Completion of these projects will enhance operations, and likely increase revenues.

APPENDIX D

SUMMARY OF GENERAL BOND RESOLUTION AND CERTAIN DEFINITIONS

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SUMMARY OF GENERAL BOND RESOLUTION AND CERTAIN DEFINITIONS

A brief description of the General Bond Resolution and certain definitions used therein is included in this Appendix D. Such descriptions do not purport to be comprehensive or definitive and all references herein to the General Bond Resolution are qualified in their entirety by reference to the full text of the General Bond Resolution.

CERTAIN DEFINITIONS

The following is a summary of the definitions of certain terms used in the General Bond Resolution :

"Accreted Value" means, with respect to Capital Appreciation Bonds, the amount to which, as of any specified time, the principal of any such Bond has been increased by accretion, all as may be provided in an applicable Series Resolution.

"Accrued Debt Service" means, as of any date of calculation and with respect to any Series, an amount equal to the sum of (i) interest on the Bonds of such Series accrued and unpaid and to accrue to the end of the then current calendar month, (ii) all amounts due and payable by the Authority and all amounts to accrue to the end of the then calendar month pursuant to a Qualified Swap, and (iii) Principal Installments due and unpaid for such Series and that portion of the Principal Installment for such Series next due which would have accrued to the end of such calendar month if deemed to accrue monthly from a date one year prior to its due date or from the date of issuance of each such Series, whichever is later.

"Aggregate Debt Service" means, for any calendar year and as of any date of calculation, the sum of the amounts of Debt Service for such year with respect to all Series of Bonds then Outstanding and all Qualified Swaps then in effect.

"Annual Budget" means the annual budget, as amended or supplemented, adopted or in effect for a particular calendar year pursuant to the General Bond Resolution.

"Arts Center" means the Garden State Arts Center (currently known as the PNC Bank Arts Center), which is owned by the Authority.

"Authority" means the New Jersey Turnpike Authority, a body corporate and politic organized and existing under the New Jersey Turnpike Authority Act of 1948, constituting Chapter 454 of the Laws of New Jersey of 1948, as amended and supplemented from time to time.

"Authorized Denomination" means the minimum denomination, or any integral multiple thereof, in which a particular Series of Bonds may be issued pursuant to the applicable Series Resolution. In the case of Capital Appreciation Bonds, the Authorized Denominations may be stated in terms of Accreted Value at maturity or such earlier time as the Bonds are required to commence paying interest.

"Authorized Officer" means any member of the Authority or any officer or employee of the Authority authorized to perform specific acts or duties by resolution duly adopted by the Authority.

"Bond" or **"Bonds"** means any Bond or Bonds authenticated and delivered under and pursuant to the General Bond Resolution and an applicable Series Resolution and any obligations issued on or after August 20, 1991 under, or pursuant to the authority of, the 1984 Resolution which the Authority determines are entitled to the benefits of the General Bond Resolution. The term "Bond" shall include

Parity Variable Rate Bonds, any short term note or other debt obligation of the Authority, but shall not include any Variable Rate Debt, Commercial Paper or any Subordinated Indebtedness.

"Capital Appreciation Bonds" means any Bond issued pursuant to the General Bond Resolution and a Series Resolution which do not pay interest either until maturity or until a specified date prior to maturity, but whose amount increases periodically by accretion to a final principal amount.

"Charges Fund" means the Charges Fund established in the applicable Series Resolution related to a Qualified Swap to provide for the payment of fees and charges of the Standby Purchaser, the Remarketing Agent and the Tender Agent.

"Code" means the Internal Revenue Code of 1986, as amended, or any successor thereto, as the same may be in effect from time to time.

"Commercial Paper" means any note or other obligation of the Authority, subject to renewal at the end of any rate period, other than Variable Rate Debt, the term of which (prior to any renewal thereof) does not exceed 270 days.

"Consulting Engineers" means such engineer or engineering firm or corporation as at the time shall be retained by the Authority pursuant to the General Bond Resolution to perform the acts and carry out the duties provided for such Consulting Engineers in the General Bond Resolution.

"Cost of Construction" means with respect to any Project, the cost of construction and/or acquisition, and equipping, including without limitation, bridges or crossings over or under rivers, streams or other waters or over highways and railroads, the cost of acquisition of all land, rights-of-way, property, rights, casements and interests acquired or to be acquired by the Authority, the cost of demolishing or removing any buildings or structures on land so acquired, including the cost of acquiring any lands to which such buildings or structures may be moved, the cost of relocating or reconstructing highways, highway interchanges, access roads to private property, including the cost of land or easements therefor, the response costs, direct and indirect (including but not limited to the costs of testing, investigation, feasibility studies, remediation, treatment, clean-up, removal, litigation, fines and penalties related thereto) incurred with respect to any environmental hazard or perceived environmental hazard under federal, State or local laws or regulations and any third party claims with respect to such hazard or perceived hazard, the amount of any final award or judgment in, or any settlement or compromise of, any proceeding to acquire lands, rights-of-way, easements or other interests, the payment of damages caused by construction in the manner provided by law, the cost of any indemnity and surety bonds and premiums on insurance during construction, administrative expenses, legal fees, cost of audits, the cost of all machinery and equipment, initial inventories, financing expenses, fees and expenses of the Fiduciaries and costs of keeping accounts and making reports required by the General Bond Resolution, cost of traffic estimates and of engineering, financial and legal services, plans, specifications, surveys, estimates of costs and revenues, and other expenses necessary or incident to determining the feasibility or practicability of constructing or acquiring such Project, amounts, if any, required by the General Bond Resolution to be paid into the Debt Service Fund, the Debt Reserve Fund, the Maintenance Reserve Fund or the Special Project Reserve Fund, payments when due (including without limitation, on any early termination date) under a Qualified Swap and payments when due (whether at the maturity of principal or the due date of interest or upon redemption) on any indebtedness of the Authority (other than Bonds), including Variable Rate Debt, Commercial Paper and Subordinated Indebtedness, incurred for such Project, all to the extent applicable to the construction and/or acquisition of such Project and payable by the Authority, and such other expenses payable by the Authority not specified herein as may be necessary or incident to the construction and/or acquisition of such Project and the placing of such Project in operation.

"Credit Facility" means any letter of credit, standby bond purchase agreement, line of credit, surety bond, insurance policy or other insurance commitment or similar agreement (other than a Qualified Swap or an Exchange Agreement), satisfactory to the Authority, that is provided by a commercial bank, insurance company or other entity, with a current long term rating (or whose obligations thereunder are guaranteed by an entity with a long term rating) from Moody's and S&P not lower than the credit rating of any Series of Bonds, to provide support for a Series of Bonds or for any issue of Variable Rate Debt, Commercial Paper or Subordinated Indebtedness, and shall include any Substitute Credit Facility.

"Credit Issuer" means the issuer of the Credit Facility or any Substitute Credit Facility.

"Debt Reserve Fund" means the Debt Reserve Fund established in the General Bond Resolution to secure the Bonds.

"Debt Reserve Requirement" means with respect to all Bonds an amount equal to the lesser of (i) the greatest amount of interest accruing on the Outstanding Bonds in any one calendar year taking into account the increased Accreted Value of Capital Appreciation Bonds in such calendar year (except that the incremental amount attributable to any Parity Variable Rate Bonds may be based upon the fixed rate of interest as set forth in the Series Resolution for such Bonds), determined as of any particular date or (ii) the maximum amount permitted by Section 148(d)(1) of the Code.

"Debt Service" means, for any period, as of any date of calculation and with respect to any Series, an amount equal to the sum of (i) interest accruing during such period on Bonds of such Series, except to the extent that such interest is to be paid from Bond proceeds deposited in the Debt Service Fund, (ii) all net amounts, if any, due and payable by the Authority under a Qualified Swap during such period, and (iii) that portion of each Principal Installment for such Series which would accrue during such period if such Principal Installment were deemed to accrue monthly from a date one year prior to its due date or from the date of issuance of such Series, whichever is later, such amounts in clauses (i) and (iii) to be calculated on the assumption that Bonds Outstanding at the date of calculation will cease to be Outstanding by reason, but only by reason, of the payment of each Principal Installment on its due date; provided however, that in calculating Aggregate Debt Service for purposes of meeting the requirements for issuing Refunding Bonds under the General Bond Resolution and in calculating the Net Revenue Requirement for purposes of meeting the requirements for issuing Non-Refunding Bonds and Refunding Bonds and complying with the Authority's covenants concerning tolls and charges under the General Bond Resolution, Debt Service on Bonds for which the Authority has entered into a Qualified Swap shall be calculated assuming that the interest rate on such Bonds shall equal the stated fixed rate on the Qualified Swap or, if applicable and if greater than such stated fixed rate, the composite rate for the Authority's Parity Variable Rate Bonds for the twelve (12) month period preceding such calculation or such lesser period, if any, of at least three (3) months during which such Parity Variable Rate Bonds were Outstanding, in either case resulting in no assumed payment for purposes of clause (ii) above.

"Depository" means any bank, national banking association, savings or savings and loan institution or trust company selected by the Authority as a depository of moneys and securities held under the provisions of the General Bond Resolution, and may include the Trustee and may include the New Jersey Cash Management Fund.

"Exchange Agreement" means, to the extent from time to time permitted by applicable law, any interest exchange agreement, interest rate swap agreement, currency swap agreement or other contract or agreement, other than a Qualified Swap, authorized, recognized and approved by the Authority as an Exchange Agreement and providing for (i) certain payments by the Authority from the General Reserve Fund and (ii) payments by an entity whose senior long term debt obligations, other senior unsecured long term obligations or claims paying ability, or whose obligations under an Exchange Agreement are guaranteed by an entity whose senior long term debt obligations, other senior unsecured long term obligations or claims paying ability are rated not less than A3 by Moody's and A- by S&P, or the equivalent thereof by any successor thereto; which payments by the Authority and counterparty are calculated by reference to fixed or variable rates and constituting a financial accommodation between the Authority and such counterparty.

"Federal Securities" means (i) any direct and general obligations of, or any obligations guaranteed by, the United States of America, including but not limited to interest obligations of the Resolution Funding Corporation or any successor thereto, (ii) any obligations of any state or political subdivision of a state (collectively "Municipal Bonds") which Municipal Bonds are fully secured as to principal and interest by an irrevocable pledge of moneys or direct and general obligations of, or obligations guaranteed by, the United States of America, which moneys or obligations are segregated in trust and pledged for the benefit of the holders of the Municipal Bonds, and (iii) certificates of ownership of the principal or interest of direct and general obligations of, or obligations guaranteed by, the United States of America, which obligations are held in trust by a commercial bank which is a member of the Federal Reserve System.

"Feeder Road" means any road which in the opinion of the Authority creates or facilitates access to the Turnpike System and the acquisition, construction or repair of which by the Authority will increase or maintain Net Revenues after giving effect to the costs to the Authority of acquiring, constructing, repairing, maintaining and operating such road.

"Fiduciary" or **"Fiduciaries"** means the Trustee, the Registrar, the Tender Agent and the Paying Agents, or any or all of them, as may be appropriate.

"Fitch" means Fitch Ratings and any successor thereto.

"General Project" means a project, other than a Turnpike Project, which the Authority is authorized by law to undertake and all or a portion of the costs of which will be paid from the General Reserve Fund or from the proceeds of Subordinate Indebtedness.

"Investment Securities" means any of the following securities legal for the investment of the Authority funds at the time of purchase thereof:

(i) Federal Securities;

(ii) Bonds, debentures, notes or other evidences of indebtedness issued by any agency or instrumentality of the United States to the extent such obligations are guaranteed by the United States or by another such agency the obligations (including guarantees) of which are guaranteed by the United States;

(iii) Bonds, debentures, notes or other evidences of indebtedness issued by any of the following agencies: Government National Mortgage Association, Federal Land Banks, Federal Home Loan Mortgage Corporation, Federal National Mortgage Association, Federal home Loan Banks, Federal Intermediate Credit Banks, Banks for Cooperatives, Tennessee Valley Authority, United States Postal Service, Farmers Home Administration, Export-Import Bank, Federal Financing Bank and Student Loan Marketing Association;

(iv) Negotiable or non-negotiable certificates of deposit issued by any bank, trust company or national banking association, which certificates of deposit shall be continuously secured or collateralized by obligations described in subparagraphs (i) or (ii) of this definition, which shall have a market value (exclusive of accrued interest) at all times at least equal to the principal amount of such certificates of deposit and shall be lodged with the Trustee, as custodian, by the bank, trust company or national banking association issuing such certificates of deposit;

(v) Uncollateralized negotiable or non-negotiable certificates of deposit issued by any bank, trust company or national banking association, the unsecured obligations of which are rated in one of the two highest rating categories, without regard to rating sub-categories, by Moody's and S&P;

(vi) Repurchase agreements collateralized by obligations described in subparagraphs (i), (ii) or (iii) of this definition with any registered broker/dealer subject to the Securities Investors' Protection Corporation jurisdiction, which has an uninsured, unsecured and unguaranteed obligation rated "Prime-1" or "A3" or better by Moody's and "A-1" or "A" or better by S&P, or any commercial bank with the above ratings, provided:

(a) a master repurchase agreement or specific written repurchase agreement governs the transaction, which characterizes the transaction as a purchase and sale of securities,

(b) the securities are held free and clear of any lien by the Trustee or an independent third party acting solely as agent for the Trustee, and such third party is (i) a Federal Reserve Bank, (ii) a bank which is a member of the Federal Deposit Insurance Corporation and which has combined capital, surplus, and undivided profits of not less than $75,000,000, or (iii) a bank approved in writing for such purpose by each Credit Issuer, if any, and the Trustee shall have received written confirmation from such third party that it holds such securities, free and clear of any lien, as agent for the Trustee,

(c) a perfected first security interest under the Uniform Commercial Code, or book entry procedures prescribed at 31 CFR 306.1 *et seq*. or 31 CFR 350.0 *et seq*. or a successor provision in such securities is created for the benefit of the Trustee,

(d) the repurchase agreement has a term of six months or less, or the Authority will value the collateral securities no less frequently than monthly and will liquidate the collateral securities if any deficiency in the required collateral percentage is not restored within two business days of such valuation,

(e) the repurchase agreement matures on or before a debt service payment date (or other appropriate liquidation period), and

(f) the fair market value of the securities in relation to the amount of the repurchase obligation is equal to at least 100%.

(vii) Banker's acceptances, eurodollar deposits and certificates of deposit (in addition to the certificates of deposit provided for by subparagraphs (iv) and (v) above) of the domestic branches of foreign banks having a capital and surplus of $1,000,000,000 or more, or any bank or trust company organized under the laws of the United States of America or Canada, or any state or province thereof, having capital and surplus, in the amount of $1,000,000,000; provided that the aggregate maturity value of all such banker's acceptances and certificates of deposit held at any time as investments of funds under the General Bond Resolution with respect to any particular bank, trust company, or national association shall not exceed 5% of its capital and surplus; and provided further that any such bank, trust company, or national association shall be rated in one of the two highest rating categories, without regard to rating sub-categories, by both S&P and Moody's;

(viii) Other obligations of the United States of America or any agency thereof which may then be purchased with funds belonging to the State or which are legal investments for savings banks in the State;

(ix) Deposits in the New Jersey Cash Management Fund;

(x) Obligations of any state, commonwealth or possession of the United States or a political subdivision thereof or any agency or instrumentality of such a state, commonwealth, possession or political subdivision, provided that at the time of their purchase such obligations are rated in either of the two highest rating categories by both S&P and Moody's; and

(xi) Commercial paper with a maturity date not in excess of 270 days rated A-1+ by S&P and P-1 by Moody's at the time of such investment, issued by an entity incorporated under the laws of the United States or any state thereof.

"Liquidity Facility" means any letter of credit, line of credit or standby loan commitment made available to fund purchases of Variable Rate Debt, Commercial Paper or Subordinated Indebtedness upon maturity or mandatory optional tender of such obligations; such Liquidity Facility may be part of, or separate from, any Credit Facility or Substitute Credit Facility supporting such obligations.

"Maintenance Reserve Payment" means any amount provided in the Annual Budget for any calendar year to be deposited in the Maintenance Reserve Fund during such year.

"Moody's" means Moody's Investors Service, Inc. and any successor thereto.

"Net Revenue Requirement" means, with respect to any period of time, an amount equal to the greater of (i) the sum of Aggregate Debt Service, Maintenance Reserve Payments, Special Project Reserve Payments and payments, if any, to the Charges Fund for such period or (ii) 1.20 times the Aggregate Debt Service for such period (excluding, for purposes of clause (ii) only, any payment due and payable by the Authority under a Qualified Swap upon an early termination thereof).

"Net Revenues" means, for any calendar year or other period of time, the Pledged Revenues during such year or period less the amounts of the Operating Expenses for such year or period.

"Non-Refunding Bonds" means all Bonds issued pursuant to Section 203 of the General Bond Resolution.

"Operating Expenses" means the Authority's expenses for operation, maintenance, repairs, ordinary replacement and ordinary reconstruction of the Turnpike System and ordinary acquisition of equipment for the Turnpike System; including, without limiting the generality of the foregoing, all policing, administrative and engineering expenses, legal and financial advisory expenses, fees and expenses of the Fiduciaries, required payments to pension, retirement, health and hospitalization funds, insurance premiums, Credit Facility fees (except Credit Facility fees, charges and premiums to the extent such fees, charges and premiums are treated as interest under the Code) and any provision or reserves for self-insurance, all arbitrage rebate payments required by Section 148 of the Code to be made from time to time to the United States Government, and any other current expenses or obligations required to be paid by the Authority under the provisions of the General Bond Resolution or by law, all to the extent properly and directly attributable to the operation of the Turnpike System, but excluding any costs or expenses for new construction or any allowance for depreciation and any costs and expenses paid or required to be paid by any party other than the Authority.

"Parity Variable Rate Bonds" means Bonds issued pursuant to the General Bond Resolution and a Series Resolution bearing interest at a variable rate and specifying a maximum rate of interest permitted by law provided that at least one of the following conditions is met: (i) at the time of issuance, the Authority has entered into a Qualified Swap with respect to such Bonds or (ii) the Bonds bear interest at a variable rate, but are issued concurrently in equal par amounts with other Bonds bearing interest at a variable rate and which are required to remain Outstanding in equal amounts at all times, if the net effect of such equal par amounts and variable rates at times is a fixed rate of interest to the Authority.

"Pledged Revenues" means (i) all Turnpike Revenues, (ii) other revenues of the Authority, including but not limited to payments to the Authority under any Qualified Swap, but in all cases only to the extent specifically pledged pursuant to one or more Series Resolutions to secure Bonds issued under the General Bond Resolution, and (iii) investment income from any moneys or securities held under the General Bond Resolution and paid into the Revenue Fund.

"Principal Installment" means, as of any particular date of calculation and with respect to any particular future date and with respect to Bonds of a particular Series, (i) the principal amount of Outstanding Bonds of said Series which mature on such future date, taking into account the Accreted Value of any Capital Appreciation Bond but reduced by the aggregate principal amount of such Outstanding Bonds which would at or before said future date cease to be Outstanding by reason, but only by reason, of the payment when due and application in accordance with the General Bond Resolution of Sinking Fund Installments payable on or before said future date toward the retirement of such Outstanding Bonds, and (ii) the amount of any Sinking Fund Installment payable on said future date toward the retirement of any Outstanding Bonds of said Series.

"Purchase and Remarketing Fund" means, with respect to each Series of Bonds subject to tender purchase pursuant to the applicable Series Resolution, the Fund so designated in such Series Resolution.

"Qualified Swap" or **"Swap Agreement"** means, with respect to a Series of Bonds, any financial arrangement (i) that is entered into by the Authority with an entity that is a Qualified Swap Provider at the time the arrangement is entered into; (ii) which provides that the Authority shall pay to such entity an amount based on the interest accruing at a fixed rate on an amount equal to the principal amount of the Outstanding Bonds of such Series, and that such entity shall pay to the Authority an amount based on the interest accruing on a principal amount initially equal to the same principal amount as such Bonds, at a variable rate of interest computed according to a formula set forth in such arrangement (which need not be the same as the actual rate of interest borne by the Bonds) or that one shall pay to the other any net amount due under such arrangement; and (iii) which has been designated in writing to the Trustee by an Authorized Officer of the Authority as a Qualified Swap with respect to the Bonds; provided, however, that if the Bonds corresponding to such Qualified Swap are retired in whole, unless the Qualified Swap is also terminated, the Qualified Swap Provider shall then be entitled to receive a Counsel's Opinion from the law firm or firms rendering an opinion as to the Authority's obligations under the Swap Agreement on its date of issue, as to whether or not the Swap Agreement is a valid and binding obligation of the Authority after such retirement of the Bonds under then existing law.

"Qualified Swap Provider" means, with respect to a Series of Bonds, an entity whose senior long term debt obligations, other senior unsecured long term obligations or claims paying ability or whose payment obligations under a Qualified Swap are guaranteed by an entity whose senior long term debt obligations, other senior unsecured long term obligations or claims paying are rated (at the time the subject Qualified Swap is entered into) at least as high as A3 by Moody's and A– by S&P, or the equivalent thereof by any successor thereto.

"Rating Agencies" means (i) each of Fitch, Moody's and S&P so long as each such agency shall have assigned a rating to any Series of Bonds and (ii) any other nationally recognized securities rating agency which shall have assigned a rating to any Series of Bonds.

"Series Resolution" means any resolution of the Authority adopted pursuant to the General Bond Resolution to authorize the issuance of a particular Series of Bonds.

"Special Project" means any (i) major resurfacing of the Turnpike System, replacement or reconstruction of the Turnpike System or any part thereof, or any other major or extraordinary repairs, renewals or replacements of the Turnpike System, (ii) studies, surveys, estimates and investigations in connection with any of the foregoing purposes, and (iii) advance or contribution authorized by the Act for the State of New Jersey's share or any portion thereof under the Federal aid highway laws of the cost of construction of any highway improvement determined by the Authority to be a major improvement necessary to restore or prevent physical damage to the Turnpike System, for the safe or efficient operation of such System, or to prevent loss of Pledged Revenues.

"Special Project Reserve Payment" means any amount provided or required to be provided in the Annual Budget for any calendar year to be deposited in the Special Project Reserve Fund during such year.

"Special Project Reserve Requirement" means, as of any date of calculation, (i) at any time during the period commencing January 1, 1992 and ending December 31, 1995, an amount equal to $25,000,000, (ii) for calendar year 1996, an amount equal to $30,000,000, (iii) for calendar year 1997, an amount equal to $35,000,000, (iv) for calendar year 1998, an amount equal to $40,000,000, (v) for calendar year 1999, an amount equal to $45,000,000, and (vi) for calendar year 2000 and each year thereafter, an amount equal to $50,000,000.

"Special Treasury Obligations" means United States Treasury Certificates of Indebtedness, Notes and Bonds-State and Local Government Series.

"S&P" means Standard & Poor's, a division of The McGraw-Hill Companies, Inc., and any successor thereto.

"Standby Agreement" means, with respect to a Series of Bonds, an irrevocable letter of credit and related reimbursement agreement, line of credit, standby bond purchase agreement or similar agreement providing for the purchase of all or a portion of the Bonds of such Series, as amended, supplemented or extended from time to time.

"Standby Purchaser" means, with respect to a Series of Bonds, the provider of the Standby Agreement for such Series of Bonds.

"State" means the State of New Jersey.

"Subordinated Indebtedness" means any evidence of indebtedness permitted to be issued in accordance with the provisions described herein under the caption "Variable Rate Debt; Commercial Paper; Subordinated Indebtedness".

"Substitute Credit Facility" means any letter of credit, standby bond purchase agreement, line of credit, surety bond, insurance policy or other insurance commitment or similar agreement (other than a

Qualified Swap or an Exchange Agreement), satisfactory to the Authority, that replaces a Credit Facility and is provided by a commercial bank, insurance company or other financial institution with a current long term credit rating (or whose obligations thereunder are guaranteed by a financial institution with a long term credit rating) from Moody's and S&P not lower than the credit rating of any Series of Bonds.

"Supplemental Resolution" means any resolution of the Authority adopted pursuant to Article XI of the General Bond Resolution.

"Tax Exempt Obligations" means Bonds of the Authority the interest on which is intended to be excluded from gross income of the Owners thereof for purposes of federal income tax, except for any alternative minimum or similar tax.

"Tender Agent" means, with respect to a Series of Bonds, any commercial bank or trust company organized under the laws of any state of the United States or any national banking association designated as a tender agent for such Series of Bonds, and its successor or successors hereafter appointed in the manner provided in the applicable Series Resolution.

"Traffic Engineers" means such engineer or engineering firm or corporation at the time retained by the Authority pursuant to the General Bond Resolution to perform the acts and carry out the duties provided for such Traffic Engineers in the Resolution.

"Turnpike Project" or **"Project"** means (a) any express highway, superhighway or motorway authorized under the Act to be acquired or constructed by or on behalf of the Authority and that, except for (i) the I-95 extension referred to in Section 19 of the Act and (ii) a proposed by-pass highway at Hightstown, is subject to tolls and charges by the Authority under Section 27:23-9 of the Act, and (b) the Arts Center, all bridges, tunnels, overpasses, underpasses, interchanges, entrance plazas, approaches, toll facilities, service areas, service stations, service facilities, communications facilities, park and ride projects, Feeder Roads and administration, storage and other buildings, machinery and equipment, and all other structures, facilities and appurtenances necessary for the construction, operation or maintenance of the Turnpike System and all replacements, improvements and modifications thereto, together in each case with all land and rights in land required therefor.

"Turnpike Revenues" means (i) all tolls, revenues, fees, charges, rents and other income and receipts derived from the operation of the Turnpike System, (ii) the proceeds of any business interruption insurance relating to the Turnpike System and of any other insurance which insures against loss of Turnpike Revenues, and (iii) amounts on deposit in the Construction Fund, the Special Project Reserve Fund and the General Reserve Fund, and available for deposit in the Revenue Fund and actually deposited therein.

"Turnpike System" means the existing New Jersey Turnpike and all Turnpike Projects in addition thereto.

"Variable Rate Debt" means obligations of the Authority, other than Parity Variable Rate Bonds, Commercial Paper or Subordinated Indebtedness, bearing interest at a variable rate and specifying a maximum rate of interest permitted by law.

SUMMARY OF CERTAIN PROVISIONS OF THE GENERAL BOND RESOLUTION

The following is a brief summary of certain provisions of the General Bond Resolution .

Issuance of Non-Refunding Bonds (General Bond Resolution, Section 203)

One or more Series of Non-Refunding Bonds may be issued for the purpose of (i) paying the Costs of Construction of a Project and (ii) to raise funds to complete any Project for which Non-Refunding Bonds were issued pursuant to clause (i) above, subject to the following conditions and tests, among others:

(1) The Net Revenues for any period of 12 consecutive calendar months (reflecting any adjustment in toll rates made at any time during such period as if such toll rates were effective since the beginning of such period out of the preceding 24 calendar months equal or exceed the Net Revenue Requirement for such 12 months without regard to the Bonds to be issued; and

(2) The estimated Net Revenues for the then current and each future calendar year to and including the fifth full calendar year after the estimated date when the Project will be placed in service equal or exceed the Net Revenue Requirement for each such year and Net Revenues in the fifth such calendar year equal or exceed future maximum Aggregate Debt Service in any year.

(3) There will be deposited (i) in the Debt Reserve Fund the amount, if any, necessary so that the balance in such fund equals the Debt Reserve Requirement, calculated immediately after delivery of such Non-Refunding Bonds, (ii) in any other Fund the amount required by the Series Resolution, and (iii) in the Construction Fund for the Project specified by the Series Resolution the remaining balance.

For the purposes of the above tests, the estimated Net Revenues are to be based on estimates by the Authority's Traffic Engineers, as defined in the General Bond Resolution, of Turnpike Revenues and estimates by the Authority's Consulting Engineers, as defined in the General Bond Resolution, of Operating Expenses and are to give effect to the construction of the Project for which such Bonds are being issued and any other uncompleted Project. The estimates of the Traffic Engineers are to reflect the effect of the construction, improvement or acquisition of any highway or other facility which any Federal, State or other agency is then projecting or planning and which, in their opinion, may be materially competitive with any part of the Turnpike System.

Issuance of Refunding Bonds (General Bond Resolution, Section 204)

One or more Series of Refunding Bonds may be issued to refund (i) any or all Outstanding Bonds of one or more Series or maturities within a Series or Bonds within a maturity or (ii) any Variable Rate Debt, Commercial Paper or Subordinated Indebtedness.

Bonds may be issued to refund outstanding Bonds only if, among other conditions, (i) either the Authority meets the tests described above under "ISSUANCE OF NON-REFUNDING BONDS" or Aggregate Debt Service is not increased for any calendar year as a result of such refunding and (ii) if there shall be in effect a Qualified Swap with respect to the Bonds to be refunded and such Qualified Swap shall be terminated upon the date such Refunding Bonds are issued, moneys in an amount sufficient to make the payment, if any, due by the Authority under such Qualified Swap upon such termination are deposited with the Trustee.

The issuance of Bonds to refund Variable Rate Debt, Commercial Paper or Subordinated Indebtedness is subject to substantially the same conditions and tests referred to above under "ISSUANCE OF NON-REFUNDING BONDS".

Pledge Effected by General Bond Resolution (General Bond Resolution, Sections 501 and 504)

The General Bond Resolution pledges for the payment of the principal and Redemption Price of, and interest on, the Bonds, and all obligations of the Authority under any Qualified Swap and certain Credit Facilities securing all or a portion of any Series of Bonds, in accordance with their terms and the provisions of the General Bond Resolution and such Qualified Swap and Credit Facilities, subject only to the provisions of the General Bond Resolution permitting the application thereof for the purposes and on the terms set forth in the General Bond Resolution: (i) the proceeds of the sale of the Bonds, (ii) all Pledged Revenues, and (iii) amounts on deposit in all Funds established by the General Bond Resolution, except for certain funds deposited in the Construction Fund and, under certain circumstances, the General Reserve Fund. The pledge and lien created by the General Bond Resolution may be modified by a Series Resolution or a supplemental resolution to provide for a pledge of amounts on deposit in particular funds or accounts to a particular Series of Bonds, the proceeds of which Series of Bonds funded such funds or accounts, superior to the pledge of such funds and accounts to other Bonds. The General Bond Resolution requires that the Authority shall pay out of moneys in the Revenue Fund, free and clear of any pledge created by the General Bond Resolution, all amounts required for reasonable and necessary Operating Expenses.

Funds

Construction Fund: The General Bond Resolution provides that the Authority shall establish within the Construction Fund a separate account for each Project the costs of which are to be paid in whole or in part out of the Construction Fund.

The Authority will pay into each separate account established for each Project the proceeds of Non-Refunding Bonds issued therefor, to the extent not required to make other required deposits. Amounts in each separate account established for each Project financed by Non-Refunding Bonds shall be applied to the purposes specified in the Series Resolution authorizing such Bonds. Certain insurance proceeds are also to be paid into the Construction Fund.

Moneys in the Construction Fund shall be invested by the Authority to the fullest extent practicable in Investment Securities maturing in such amounts and at such times as may be necessary to provide funds when needed to pay the Costs of Construction or other costs payable from such moneys.

To the extent that other moneys are not available therefor, amounts in the Construction Fund, except for moneys accepted from the United States Government or the State on the condition that such moneys not be encumbered by the Authority's debt service obligations, shall be applied to the payment of Debt Service.

Upon completion, substantial completion or abandonment of any Project and upon certification of an Authorized Officer of the Authority, any amount remaining in the separate account established therefor not required to complete payment of the Costs of Construction shall be deposited in the Debt Reserve Fund to the extent necessary to meet the Debt Reserve Requirement, and the balance shall be deposited into the Revenue Fund or the Maintenance Reserve Fund as directed by the Authority.

(General Bond Resolution, Section 503)

Debt Service Fund: The Trustee shall pay or request the Depository holding such Fund to pay from the Debt Service Fund the following amounts (a) to the respective Paying Agents, (i) the payment of interest and maturing principal amounts of the Bonds when due, (ii) payment of the redemption price and accrued interest on the redemption of Bonds, and (iii) payment of the purchase price of Bonds purchased through application of moneys accumulated in this fund by reason of the payment of any Sinking Fund Installment, and (b) to the Qualified Swap Provider, any amounts due and payable by the Authority during such month pursuant to a Qualified Swap under which the Authority is the fixed rate payor. All amounts held at any time in the Debt Service Fund shall be held on a parity basis for the ratable security and payment of Accrued Debt Service for the benefit of the Owners of all Bonds and of any Qualified Swap Provider in proportion to the amounts accrued and due to each of them.

(General Bond Resolution, Section 505)

Debt Reserve Fund: Amounts in the Debt Reserve Fund are to be applied to make up any deficiency in the Debt Service Fund. The General Bond Resolution provides that as a condition to the issuance of each Series of Bonds there shall be deposited in the Debt Reserve Fund the amount, if any, necessary so that the amount in such Fund equals the Debt Reserve Requirement calculated immediately after the issuance of such Series of Bonds.

Whenever the moneys and securities on deposit in the Debt Reserve Fund, together with the amount in the Debt Service Fund, are sufficient to pay in full all outstanding Bonds in accordance with their terms, together with any obligations owed by the Authority under any Credit Facility or any Qualified Swap secured on a parity with the Bonds, the funds on deposit in the Debt Reserve Fund are to be transferred to the Debt Service Fund.

In lieu of the required deposits into the Debt Reserve Fund, the Authority may deposit into the Debt Reserve Fund a surety bond or an insurance policy or a letter of credit in an amount equal to the difference between the Debt Reserve Requirement and the sums then on deposit in the Debt Reserve Fund, if any. The surety bond, insurance policy or letter of credit shall be payable on any interest payment date on which moneys will be required to be withdrawn from the Debt Reserve Fund and applied to the payment of Debt Service and such withdrawal cannot be withdrawn from the Debt Reserve Fund and applied to the payment of Debt Service and such withdrawal cannot be met by amounts on deposit in the Debt Reserve Fund or provided from any other Fund under the Resolution. The insurer providing such surety bond or insurance policy shall be an insurer whose municipal bond insurance policies insuring the payment, when due, of the principal of and interest on municipal bond issues results in such issues being rated in the highest rating category by both S&P and Moody's or any insurer who holds the highest policyholder rating accorded insurers by A.M. Best & Co. or any comparable service or successor service, provided that if the insurer is rated by A.M. Best & Co. but not by both Moody's and S&P, the Authority shall not agree to purchase the surety bond or insurance policy from such insurer unless the Authority gives at least fifteen (15) days' advance notice of its intention to do so to each of the Rating Agencies, which notice shall specify the identity of such insurer. The letter of credit issuer shall be a bank or trust company which is rated not lower than the second highest rating category (without regard to rating sub-categories) by both Moody's and S&P, and the letter of credit itself shall be rated in the highest category of both such ratings agencies. If a disbursement is made pursuant to a surety bond, an insurance policy or a letter of credit, the Authority shall be obligated either (i) to reinstate the maximum limits of such surety bond, insurance policy or letter of credit or (ii) to deposit into the Debt Reserve Fund, funds in the amount of the disbursement made under such surety bond, insurance policy or letter of credit, or a combination of such alternatives, as shall provide that the amount in the Debt Reserve Fund equals the Debt Reserve Requirement within a time period not longer than would be required to restore the Debt Reserve Fund by application of moneys in the Revenue Fund. The General Bond Resolution requires that if there is a reduction or suspension of any of the credit ratings of any insurer or letter of credit bank providing support for the Debt Reserve Fund, the Authority shall, within the time period provided in the General

Bond Resolution, provide a substitute surety bond, insurance policy or letter of credit meeting the requirements of the General Bond Resolution or shall deposit cash in the Debt Reserve Fund so that the amount in such Fund shall equal the Debt Reserve Requirement.

The Authority's payment obligation under any Qualified Swap shall be made from the Debt Service Fund if the Authority's obligation under the Qualified Swap remains a fixed rate obligation; otherwise, such payment shall be made from the General Reserve Fund. The Authority will not enter into any Qualified Swap unless it gives it at least fifteen (15) days' advance notice of its intention to do so to each of the Rating Agencies, which notice shall specify the identity of the Qualified Swap Provider.

(General Bond Resolution, Section 506)

Maintenance Reserve Fund: Amounts in the Maintenance Reserve Fund may be applied to the cost of major resurfacing, replacement or reconstruction of the Turnpike System and major or extraordinary repairs, renewals, or replacement of the Turnpike System, to the extent stated in a certificate of the Consulting Engineers filed with the Trustee and the Authority to be necessary (i) to restore or prevent physical damage to the Turnpike System or any part thereof, (ii) for the safe and efficient operation of the Turnpike System or (iii) to prevent loss of Pledged Revenues. Under certain conditions this fund is also to be used to meet certain deficiencies which may require transfers to be made to the Debt Service Fund.

(General Bond Resolution, Section 507)

Special Project Reserve Fund: Amounts in the Special Project Reserve Fund may be applied to the cost of one or more Projects or Special Projects. This fund may also be used in an amount up to 20% of the amount on deposit therein on the first day of any year to meet budgeted payments into the Maintenance Reserve Fund. Under certain circumstances, it is also to be used to meet deficiencies in the following Funds: the Debt Service Fund, the Debt Reserve Fund, the Charges Fund and the General Reserve Fund and excess amounts may be deposited in the Revenue Fund.

(General Bond Resolution, Section 509)

General Reserve Fund: Amounts in the General Reserve Fund are to be used to make up deficiencies in the Revenue Fund, the Debt Service Fund, the Debt Reserve Fund, the Charges Fund, the Maintenance Reserve Fund and the Special Project Reserve Fund. Amounts in this fund which are not required to remedy any such deficiency may be applied, subject to the terms of any pledge securing Subordinated Indebtedness. Variable Rate Debt, Commercial Paper or any Credit Facility supporting such obligations and any Exchange Agreement to: (i) the purchase or redemption of any Bonds and expenses in connection therewith; (ii) payment of the principal or redemption price of and interest on any Variable Rate Debt or Commercial Paper; (iii) payment of the principal or redemption price of and interest on any Subordinated Indebtedness; (iv) payments into the Construction Fund; (v) or the provision of reserves for these purposes; (vi) payments into the Revenue Fund; or (vii) any other corporate purpose of the Authority, including but not limited to any payments to be made to the State with respect to the development of State transportation projects.

(General Bond Resolution, Section 510)

Satisfaction of Sinking Fund Installments (General Bond Resolution, Section 505)

The Trustee, from amounts on deposit in the Debt Service Fund for Sinking Fund Installments, and the Authority (in lieu of depositing moneys in the Debt Service Fund) from any available funds, may purchase Bonds subject to redemption by operation of Sinking Fund Installments. Bonds so retired may be credited against the Sinking Fund Installment at the then applicable sinking fund Redemption Price. If the principal amount of such Bonds so retired through application or in lieu of any Sinking Fund Installment shall exceed the amount of such Sinking Fund Installment, such excess shall be credited toward future Sinking Fund Installments in such order as the Authority shall determine, provided, however, that the Authority shall give notice to the Trustee of its election to credit any such excess to a Sinking Fund Installment at least 45 days prior to the due date thereof.

Variable Rate Debt; Commercial Paper; Subordinated Indebtedness (General Bond Resolution, Sections 511 and 512)

The Authority may, at any time or from time to time, issue Variable Rate Debt and Commercial Paper payable out of, and which may be secured by a pledge of, such amounts in the General Reserve Fund as may from time to time be available for the purpose of payment thereof; provided, however, that (a) such indebtedness shall be incurred only for any one or more of the purposes set forth above under the description of the General Reserve Fund and the proceeds of such Variable Rate Debt or Commercial Paper shall only be applied for such purpose or purposes, (b) the Authority shall covenant to provide sufficient moneys in the General Reserve Fund to pay the Variable Rate Debt and Commercial Paper when and as due, and (c) such indebtedness shall be, and shall be expressed to be, subordinate in all respects to the Bonds issued or to be issued under the General Bond Resolution and subordinate to all obligations payable from Funds other than the General Reserve Fund but senior in all respects to any pledge to secure Subordinated Indebtedness. No Variable Rate Debt or Commercial Paper may be issues unless the Authority has first determined by certified resolution that the issuance of such Variable Rate Debt or Commercial Paper, as applicable, will not impair the financial viability of the Authority or its operations.

The Authority may incur Subordinated Indebtedness for one or more of the purposes mentioned above under description of the General Reserve Fund. Such indebtedness may be payable out of and secured by a pledge of such amounts in the General Reserve Fund as may from time to time be available therefor. Such pledge must be subordinate to the pledge created by the General Bond Resolution.

Variable Rate Debt, Commercial Paper and Subordinated Indebtedness may be issued without regard to the level of Net Revenues of the Authority but all Debt Service must be paid before any further payment of principal or interest on Variable Rate Debt, Commercial Paper or Subordinated Indebted if any of the following events occur: (i) an event of default under the General Bond Resolution resulting from the non-payment of Debt Service (until cured); (ii) an event of default occurs under the General Bond Resolution with respect to Bonds resulting in acceleration of Principal Installments and interest on Bonds; (iii) the principal and interest on Variable Rate Debt, Commercial Paper or Subordinated Indebtedness is accelerated; (iv) the Authority becomes insolvent; or (v) early termination of a Qualified Swap. Any event of default with respect to Variable Rate Debt, Commercial Paper or Subordinated Indebtedness shall not in itself create the right to declare an event of default with respect to Bonds. No Subordinated Indebtedness may be issued unless the Authority has first determined by certified resolution that the issuance of such Subordinated Indebtedness will not impair the financial viability of the Authority and its operations.

In connection with the issuance of Variable Rate Debt, Commercial Paper or Subordinated Indebtedness, the Authority may enter into Exchange Agreements with respect to such obligations if the Authority determines that such Exchange Agreement will assist the Authority in more effectively managing its interest costs. The Authority's payment obligation under any such Exchange Agreement shall be made from the General Reserve Fund.

Investment of Certain Funds (General Bond Resolution, Section 603)

The General Bond Resolution provides that certain funds held thereunder may, and in the case of the Debt Service Fund, the Debt Reserve Fund and the Charges Fund shall, be invested and reinvested to the fullest extent practicable in Investment Securities, as defined in the General Bond Resolution. The General Bond Resolution provides that such investments shall mature no later than such times as shall be necessary to provide moneys when needed for payments from such funds and, in the case of the following funds, not later than the period set forth below:

- the Revenue Fund, one year,
- the Debt Reserve Fund, five years,
- the Maintenance Reserve Fund, two years,
- the Special Project Reserve Fund, two years, and
- the General Reserve Fund, three years.

Net Investment income from investment of the Debt Service Fund shall be deposited in such Fund or Funds as the Authority directs from time to time provided that all deposits from the Revenue Fund required by the General Bond Resolution are made. Net investment income from investment of the Debt Reserve Fund shall be deposited in the same manner as other excess moneys in such fund as provided in the General Bond Resolution. Net investment income from all other Funds, except the Construction Fund, shall be paid into the Revenue Fund. Net investment income from the Construction Fund shall be held in the Construction Fund.

Valuation and Sale of Investments (General Bond Resolution, Section 604)

Investment securities in any Fund created under the provisions of the General Bond Resolution shall be deemed at all times to be part of such Fund, and any profit realized from the liquidation of such investments shall be credited to such Fund and any loss resulting from liquidation of such investment shall be charged to such Fund.

A valuation of the Debt Reserve Fund shall be made as of December 1 in each year. The value of securities held under the General Bond Resolution shall mean the amortized value thereof, provided, however, that all Special Treasury Obligations shall be valued at par and those obligations which are redeemable at the option of the holder shall be valued at the price at which such obligations are then redeemable. The computations shall include accrued interest on securities paid as a part of the purchase price thereof and not collected. Amortized value, when used with respect to a security purchased at par, means the purchase price of such security and when used with respect to a security purchased at a premium above or discount below par, means as of any subsequent date of valuation, the value obtained by dividing the total premium or discount by the number of days remaining to maturity on any such security at the time of such security at the time of such purchase and by multiplying the amount as calculated by the number of days having passed since the date of purchase and (i) in the case of a security purchased at a premium, by deducting the product thus obtained form the purchase price, and (ii) in the case of a security purchase at a discount, by adding the product thus obtained to the purchase price.

Annual Budget (General Bond Resolution, Section 710)

The Authority covenants that, not less than 40 days before the beginning of any calendar year, the Authority shall prepare and file with the Trustee a preliminary budget of Operating Expenses and reserves therefor for the ensuing year. Each such budget and each Annual Budget shall include, in addition to appropriations for all anticipated Operating Expenses and reserves therefor, provision for Maintenance Reserve Payments and for Special Project Reserve Payments. Such preliminary budget and any Annual Budget may set forth such additional material as the Authority may determine and shall contain a certificate of the Consulting Engineers approving such preliminary budget or such Annual Budget, as the case may be.

On or before the 15th day of each calendar year, the Authority shall finally adopt the Annual Budget for such year. The Authority may at any time adopt an amended Annual Budget for the remainder of the then current calendar year. Copies of the Annual Budget and of any amended Annual Budget shall be promptly filed with the Trustee, for inspection by Bondholders.

The Special Project Reserve Payments included in the Annual Budget shall be in an amount equal to the difference between (i) the balance on deposit in the Special Project Reserve Fund on the date of adoption of the Annual Budget and (ii) the Special Reserve Requirement.

If, in the Annual Budget for any calendar year or in any amended Annual Budget for any calendar year, the total Operating Expenses stated exceed 110% of the total Operating Expenses stated in the preliminary budget for such year as filed with the Trustee, such Annual Budget or amended Annual Budget shall not be effective or supersede any prior budget until the Authority shall have prepared a report in reasonable detail as to the reasonableness and necessity thereof, file copies of such report with the Trustee, and thereafter held a public hearing thereon at which any Bondholder may appear in person or by agent or attorney and present any objections he may have.

If the Owners of 25% in aggregate principal amount of the Bonds then Outstanding shall so request in writing at the time of the public hearing mentioned in the immediately preceding paragraph, the Authority shall obtain a report by the Consulting Engineers as to the reasonableness and necessity of such budget, and the Annual Budget for such year shall not be adopted until ten days after a copy of such report shall have been filed with the Trustee.

Toll Covenants (General Bond Resolution, Sections 713 and 714)

The Authority covenants in the General Bond Resolution that:

(i) It will at all times fix, charge and collect such tolls for the use of the Turnpike System as are required in order that in each calendar year Net Revenues shall at least equal the Net Revenue Requirement for such year.

(ii) On or before December 1 in each year, the Authority will review its financial condition in order to estimate whether the Net Revenues for such year and for the next succeeding year will be sufficient to comply with the toll covenant described in paragraph (i) above. Such review shall take into consideration the completion of any uncompleted Projects and the issuance of future series of Bonds, if necessary, to finance the completion of such Projects. If the Authority determines that the Pledged Revenues may not be so sufficient, it will cause its Traffic Consultants to make a study and to recommend a schedule of tolls which will provide sufficient Pledged Revenues in the following year to comply with the toll covenant described in paragraph (i) above and will cause additional Pledged Revenues to be collected in the following and later years sufficient to eliminate any deficiency at the earliest practicable time. The Authority will place the recommended schedule of tolls in effect no later than the next April 1.

Failure to comply with the toll covenant described in paragraph (i) above in any calendar year will not constitute an event of default under the General Bond Resolution if either (a) the Authority complies with the covenant described in paragraph (ii) above or (b) the Authority's Traffic Consultants are of the opinion that a toll schedule which will comply with the toll covenant described in paragraph (i) above is impracticable at that time, and the Authority therefor cannot comply with the covenant described in paragraph (ii) above, and the Authority establishes a schedule of tolls which is recommended by its traffic consultants to comply as nearly as practicable with the tolls covenant described in paragraph (i) above.

The Authority will not reduce any toll (except by way of certain adjustments or reclassifications of toll rates as referred to below) unless the following conditions and tests shall be met:

(1) There shall have been delivered to the Trustee a certificate of an Authorized Officer of the Authority to the effect that the cumulative reductions in the immediately preceding 12 months, including the proposed and all other reductions as if they had been in effect for such period, would not reduce Net Revenues for such period by more than one percent (1%), with schedules of traffic and toll collections demonstrating such conclusion and that, taking into account such reductions, the Authority would have met the Net Revenue Requirements for such period; or

(2) (i) the Net Revenues for the preceding calendar year shall have equaled at least the Net Revenue Requirement for such preceding calendar year;

(ii) the estimated Net Revenues for the then current and each future calendar year to and including the latest maturity of the Bonds (giving effect to the proposed toll reduction but not to any additional traffic which might result therefrom) shall equal at least the Net Revenue Requirement (giving effect to future Series of Bonds estimated to be required to complete uncompleted Additional Projects) for each such year;

(iii) the Authority is not in default in the performance of any of the provisions of the Bonds or the General Bond Resolution or of any Qualified Swap; and

(iv) the amount in the Debt Reserve Fund is at least equal to the Debt Reserve Requirement.

For purposes of the test referred to in paragraph (2)(ii) above, the estimated Net Revenues are to be based on estimates by the Authority's Traffic Consultants of Turnpike Revenues and estimates by the Authority's Consulting Engineers of Operating Expenses, Maintenance Reserve Payments and Special Project Reserve Payments in each case giving effect to the completion of any uncompleted Turnpike Project. The estimates of the Traffic Consultants are to reflect the effect of the construction, improvement or acquisition of any highway or other facility which any Federal, State or other agency is then projecting or planning and which, in their opinion, may be materially competitive with any part of the Turnpike System.

The Authority may increase toll rates and make any other adjustment or reclassification of toll rates or establish special toll rates provided that such action (i) is concurred in by the Traffic Engineers and affects tolls accounting for less than 10% of the Turnpike Revenues, as evidenced by a certificate filed with the Trustee, or (ii) is subject to a certification of the Traffic Engineer, filed with the Trustee, that the changed tolls will not result in a reduction in Net Revenues by reason of collectibility, reduction in traffic or costs of operation or any other reason.

The Authority shall not grant free passage for the use of any portion of the Turnpike System subject to tolls, except (i) to members, officers and employees of the Authority actually in the performance of their duties or in the course of traveling to or from the place of the performance of such duties, to members of the New Jersey State Police Force, to members of any fire department or any local police department in the performance of their duties and to any public or private ambulance or rescue squad service for the emergency passage of its ambulance or rescue vehicles, (ii) by means of passes or otherwise, to such vehicles owned by individuals, corporations or partnerships with which the Authority has entered into leases, concession contracts or service and maintenance contracts, as in its discretion may be deemed necessary for the operation of concessions and facilities upon the Turnpike System, for the maintenance of such concessions or facilities and for the prompt and economical furnishing of emergency services to patrons of the Turnpike System or any concession or facility thereof, (iii) commuter buses (as defined from time to time by the Authority's regulations), but only if and to the extent that the Authority first determine by certified resolution that the exemption of such commuter buses from tolls will not impair the financial viability of the Authority and its operations, and (iv) to others by passes, provided that there shall not be more than fifty such passes outstanding at any one time.

Insurance (General Bond Resolution, Section 715)

The Authority covenants that it will at all times maintain, to the extent reasonable obtainable, the, following kinds and the following amounts of insurance, or otherwise make provision for the payment of claims against the Authority, with such variations as shall reasonable be required to conform to applicable standard or customary insurance practice and subject to such exceptions and permissible deductions as are ordinarily required, all to be determined by the Authority after consultation with its insurance consultants:

(1) Property insurance on all real and personal property, including bridges and viaducts owned by the Authority in sufficient amounts to cover direct physical loss or damage from causes normally insured against;

(2) Liability insurance to cover injury to persons or damage to property for claims arising out of the construction, maintenance, reconstruction or operation of the roadway and other facilities owned or operated by the Authority;

(3) Business interruption insurance covering loss of Pledged Revenues due to any interruption in the use of the roadway or other facilities of the Authority which would cause a loss of revenue to the Authority;

(4) Any coverage required to be maintained by any State or federal law, including, but not limited to, workers' compensation coverage, and motor vehicle liability coverage;

(5) Any coverage which is customarily deemed appropriate to protect the interests of the Authority during any construction or reconstruction of any portion of the Turnpike System; and

(6) Any additional insurance which may be necessary or advisable to protect the interests of the Authority.

Reports (General Bond Resolution, Sections 717 and 718)

The Authority covenants to file with the Trustee, and to mail to those Bondholders who file with it their names and addresses for such purpose, periodic reports on the operations of the Turnpike System, including statements of traffic, Pledged Revenues and Net Revenues. Quarterly reports are to cover the preceding quarter and 12-month period, with comparative data for corresponding periods a year earlier. In addition, semi-annual reports are to cover a Six-month period and contain, among other things, a statement of transactions in and investments of funds established by the General Bond Resolution, and annual reports are to contain statements of traffic, Pledged Revenues, Net Revenues, fund transactions and investments audited by an independent public accountant or accounting firm of recognized national standing approved by the Trustee. The Authority will cause an annual audit to be made of its books and accounts relating to the Turnpike System for the preceding calendar year.

With respect to each Project under construction, the Authority covenants to file and to mail (as provided above) quarterly construction progress reports prepared by its consulting engineers, with comparisons between actual elapsed times and costs and previously estimated times and costs.

Arbitrage (General Bond Resolution, Section 720)

The Authority covenants that it will not at any time take any action or fail to take any action which would cause any Tax Exempt Obligation to be an arbitrage bond within the meaning of the Code or permit any of the proceeds of Tax Exempt Obligations or any other funds of the Authority to be used directly or indirectly to acquire any securities or obligations the acquisition of which would cause any Tax Exempt Obligation to be an arbitrage bond within the meaning of the Code.

Events of Default and Remedies (General Bond Resolution, Sections 801 and 804)

The General Bond Resolution defines events of default which include, among others, (i) defaults (a) in the due and punctual payment of the principal or redemption price of any Bond when and as the same shall become due and payable or the payment of the purchase price of a tendered Bond on any date on which Bonds are required to be purchased pursuant to a Series Resolution, (b) in the due and punctual payment of any installment of interest on any Bond, (c) in the compliance with the toll covenant of the General Bond Resolution, except as stated under "Toll Covenants" above, (d) the Authority undertaking the filing of a petition seeking a composition of indebtedness under the federal bankruptcy laws, or under any other applicable law or statute of the United States of America or of the State of New Jersey, (e) in the performance of any other covenant or condition in the General Bond Resolution or in the Bonds if such default shall continue for 60 days after notice by the Owners of not less than 10% in principal amount of Bonds outstanding, and (f) failure by the Authority to vacate the appointment by a court of a receiver or receivers of the Turnpike System or any part thereof, or of the tolls and other revenues therefrom within 90 days after the entry thereof, and (ii) the Trustee's receipt from the Standby Purchaser of notice of the Occurrence of an "event of default" under the Standby Agreement.

If an event of default shall happen and shall have not been remedied, the Trustee may, and upon written request of the Owners of 10% in principal amount of the Bonds outstanding shall, proceed to enforce by such proceedings at law or in equity as it deems most effectual, the rights of the Owners of Bonds issued under the General Bond Resolution, and either the Trustee or the Owners of 25% in principal amount of the Bonds then outstanding may declare the principal of and interest on all the Bonds then outstanding due and payable immediately.

No Bondholder shall have any right to institute any suit or proceeding for the execution of any trust under the General Bond Resolution, or for the enforcement of any provision of the General Bond Resolution, unless such Bondholder shall have given previously the Trustee written notice of the event of default on account of which such suit or proceeding is to be instituted, and unless the holders of at least 25% in principal amount of the Bonds then outstanding shall have filed a written request to the Trustee and shall have afforded the Trustee a reasonable opportunity to exercise its powers or to institute such suit or proceeding, and unless there shall have been offered to the Trustee adequate security and indemnity against its costs, expenses and liability to be incurred and the Trustee shall have refused or failed to comply with such request within 60 days after receipt of such notice, request and offer of indemnity. Nothing in the General Bond Resolution or the Bonds affects or impairs the Authority's obligation to pay the Bonds and the interest thereon when due or the right of any Bondholder to enforce such payment.

Resignation and Removal of Trustee (General Bond Resolution, Sections 908, 909 and 910)

The Trustee may at any time resign and be discharged of its duties and obligations under the General Bond Resolution by giving the Authority not less than 60 days written notice and publishing notice of its resignation in certain newspapers. The Trustee may also be removed at any time by the Owners of a majority in principal amount of the Bonds then Outstanding by a signed and acknowledged instrument. The resignation, discharge or removal of the Trustee shall not become effective until a successor Trustee has assumed the duties and obligations of the Trustee under the General Bond Resolution.

In the case of the resignation or removal of the Trustee, or if the Trustee is incapable of acting or is otherwise relieved of its duties, the Owners of a majority in principal amount of the Bonds then Outstanding may appoint a successor. Any successor Trustee shall be a bank or trust company or national banking association, doing business and having its principal office in the City and State of New Jersey and having capital stock and surplus aggregating at least $50,000,000, if there be such a bank or trust company or national banking association willing and able to accept the office on reasonable and customary terms and authorized by law to perform all the duties imposed upon it by the General Bond Resolution.

Co-Trustee (General Bond Resolution, Section 917)

At any time so long as no event of default has occurred and is continuing under the General Bond Resolution, the Authority, by Supplemental Resolution, may, solely in its discretion, appoint an additional institution as a separate or Co-Trustee meeting the requirements of a successor trustee under the General Bond Resolution, in which event each and every remedy, power, right, claim, demand, cause of action, immunity, estate, title interest and lien expressed or intended by the General Bond Resolution to be exercised by or vested in or conveyed to the Trustee with respect thereto shall be exercisable by and vest in such separate or Co-Trustee, but only to the extent necessary to enable such separate or Co-Trustee to exercise such powers, rights and remedies, and every covenant and obligation necessary to the exercise thereof by such separate or Co-Trustee shall run to and be enforceable by either of them. In case any separate or Co-Trustee, or a successor, shall become incapable of acting, resign or be removed, all the estates, properties, rights, powers, trusts, duties and obligations of such separate or Co-Trustee, so far as permitted by law, shall vest in and be exercised by the Trustee until the appointment, if any, by the Authority of a successor to such separate or Co-Trustee. Any Co-Trustee appointed by the Authority pursuant to the General Bond Resolution may resign in accordance with the General Bond Resolution or be removed in accordance with the General Bond Resolution, in which case all powers, rights and remedies vested in the Co-Trustee shall again vest in the Trustee as if no such appointment of a Co-Trustee had been made. No successor Co-Trustee shall be required (but shall be permitted subject to the requirements of the General Bond Resolution) so long as the Trustee continues to act under the General Bond Resolution.

In connection with the appointment of any Co-Trustee pursuant to the General Bond Resolution the Authority, the Trustee and the Co-Trustee shall execute a separate Agreement in form acceptable to the parties thereto defining the respective duties of such Co-Trustee and the Trustee under the General Bond Resolution.

Series Resolutions (General Bond Resolution, Section 1001)

The Authority may adopt at any time and from time to time Series Resolutions to authorize the issue of Series of Bonds under the General Bond Resolution. A Series Resolution may also designate Variable Rate Debt, Commercial Paper and Subordinated Indebtedness as Bonds if at the time of such designation specified requirements of the General Bond Resolution are met with respect to such indebtedness. A Series Resolution shall be fully effective in accordance with its terms upon its adoption by the Authority in order to specify, determine or authorize any matters and things concerning any such Bonds or the proceeds thereof which are not contrary to or inconsistent with the General Bond

Resolution. Upon the adoption of a Series Resolution, the Authority shall file with the Trustee a copy thereof, certified by an Authorized Officer of the Authority.

Amendments and Supplements (General Bond Resolution, Sections 1101 and 1102)

The Authority may, without Bondholder consent, adopt at any time or from time to time a Supplemental Resolution supplementing and amending the General Bond Resolution or any Series Resolution or any Supplemental Resolution for one or more of the following purposes:

(1) To close the General Bond Resolution against, or impose additional limitations or restrictions on, the issuance of Bonds, or of other notes, bonds, obligations or evidences of indebtedness;

(2) To impose additional covenants or agreements to be observed by the Authority which are not contrary to or inconsistent with the General Bond Resolution;

(3) To impose other limitations or restrictions upon the Authority;

(4) To cure any ambiguity, omission or defect in the General Bond Resolution, any Series Resolution or Supplemental Resolution in such manner as shall not be inconsistent with the overall intent of the General Bond Resolution and shall not impair or adversely affect the security for any Bonds issued under the General Bond Resolution;

(5) To revise the timing for the performance of certain of the Authority's covenants contained in the General Bond Resolution in the event that the Authority's fiscal year is ever changed from a calendar year to a different 12 month period, provided that such revisions shall require the performance of such covenants within the same relative time periods of the new fiscal year as is required currently in a calendar year;

(6) To surrender any right, power or privilege reserved to or conferred upon the Authority by the General Bond Resolution;

(7) To confirm, as further assurance, any pledge of or lien upon the Pledged Revenues or any other moneys, securities or funds;

(8) To effect any other change necessary to maintain the excludability of the interest on Tax Exempt Obligations from gross income for federal income tax purposes;

(9) To appoint a Co-Trustee in the discretion of the Authority pursuant to the General Bond Resolution; and

(10) To effect any other change in the General Bond Resolution, any Series Resolution or Supplemental Resolution that does not materially adversely affect the Owners of the Bonds.

The Authority also may adopt modifications or amendments to the General Bond Resolution, any Series Resolution or Supplemental Resolution in addition to the amendments described above, (i) by adoption of a Supplemental Resolution with the written consent of the Holders of at least 51% in principal amount of the Bonds Outstanding at the time such consent is given, or (ii) in case less than all of the several Series of Bonds then Outstanding are affected by the modification or amendment, of the Holders of at least 51% in principal amount of the Bonds of each Series so affected and Outstanding at the time such consent is given; provided, however, that if such modification or amendment will, by its terms, not take effect so long as any Bonds of any specified like Series and maturity remain Outstanding, the consent of the Owners of such Bonds shall not be required and such Bonds shall not be deemed to be Outstanding for the purpose of any calculation of Outstanding Bonds. If permitted by an applicable Series Resolution, a Credit Issuer for a Credit Facility or Substitute Credit Facility securing a Series of Bonds shall have the right to consent to amendments on behalf of the Owners of the Bonds of such Series. No such modification or amendment shall permit a change in the terms of redemption or maturity of the principal of any Outstanding Bonds, or of any installment of interest thereon or a reduction in the principal amount or the Redemption Price thereof or in the rate of interest thereon without the consent of the Holder of such Bond, or shall reduce the percentages or otherwise affect the classes of Bonds the consent of the Holders of which is required to effect any such modification or amendment, or shall change or modify any of the rights or obligations of any Fiduciary without its written assent thereto.

Each such Supplemental Resolution shall be accompanied, when filed with the Trustee, by (a) a Counsel's Opinion to the effect that such resolution has been duly and lawfully adopted by the Authority in accordance with the provisions of the General Bond Resolution, is authorized or permitted by the General Bond Resolution and, when effective, will be valid and binding upon the Authority, the Bondholders and the Trustee, and (b) if such Supplemental Resolution shall change or modify any of the rights or obligations of any Qualified Swap Provider, any Standby Purchaser, any Tender Agent or any Remarketing Agent, the written consent of such person to such Supplemental Resolution (which consent shall not be unreasonably withheld).

Defeasance (General Bond Resolution, Section 1201)

If the principal or redemption price, if applicable, of and interest due and to become due on all Bonds is paid to the Bondholders and all obligations of the Authority due or to become due under each Qualified Swap and Standby Agreement then in effect or thereupon terminated is paid in accordance with the terms thereof, then the pledge of Pledged Revenues and other moneys and all covenants, agreements and other obligations of the Authority to the Bondholders, each Qualified Swap Provider and each Standby Purchaser are discharged and satisfied. All outstanding Bonds prior to the maturity or redemption date thereof shall be deemed to have been paid and shall cease to be entitled to any lien, benefit or security under the General Bond Resolution and all covenants, agreements and obligations of the Authority to the Owners thereof shall be discharged and satisfied, if the following conditions are met: (i) (a) the interest rates in effect with respect to Bonds that are to be deemed paid with the meaning of the defeasance provisions of the General Bond Resolution cannot be reset prior to the date on which such Bonds are to be redeemed or their maturity date, and (b) such Bonds are not subject to tender for purchase prior to the date on which such Bonds are to be redeemed or their maturity date, (ii) in the case of the Bonds to be redeemed, the Authority shall have given to the Trustee instructions to pay or redeem all of said Bonds in accordance with the applicable Sinking Fund Installments and to publish the notice of redemption thereof, (iii) there shall have been deposited with the Trustee in trust either moneys in an amount which shall be sufficient, or Federal Securities, the principal of and interest on which, when due, will provide moneys which, together with any moneys also deposited, shall be sufficient to pay when due the principal or redemption price, if applicable, and interest due or to become due on such Bonds, and (iv) in the event such Bonds are not to be redeemed with the next succeeding 60 days, the Authority shall have given the Trustee irrevocable instructions to publish, as soon as practicable, a notice to the Owners of such Bonds that the above deposit has been made with the Trustee and that such Bonds are deemed to be paid and stating the maturity or redemption dates upon which moneys are to be available to pay the principal or redemption price, if applicable, of such Bonds.

No payments of principal of any of the Federal Securities deposited with the Trustee or interest thereon shall be withdrawn or used for any purpose other than the payment of such principal or Redemption Price of, or interest on, the Bonds deemed to be paid unless after such withdrawal the amount held by the Trustee and interest to accrue on Federal Securities so held shall be sufficient to provide fully for the payment of the principal or Redemption Price of and interest on the balance of such Bonds.

Amounts deposited with the Trustee for the payment of Principal Installments of and interest on any Bonds deemed to be paid, if so directed by the Authority, shall be applied by the Trustee to the purchase of such Bonds in accordance with the General Bond Resolution. Bonds for which a redemption date has been established may be purchased on or prior to the 45th day preceding the redemption date. The principal amount of Bonds to be redeemed shall be reduced by the principal amount of Bonds so purchased. Bonds which mature on a single future date may be purchased at any time prior to the maturity date. All such purchases shall be made at prices not exceeding the applicable principal amount or redemption price established pursuant to the General Bond Resolution, plus accrued interest, and such purchases shall be made in such manner as the Trustee shall determine. No purchase shall be made by the Trustee if such purchase would result in the Trustee holding less than the moneys and Federal Securities required to be held for the payment of all other Bonds deemed to be paid.

The Authority may purchase with any available funds any Bonds determined to be paid in accordance with the General Bond Resolution. Bonds for which a redemption date has been established may be purchased by the Authority on or prior to the 45th day preceding the redemption date. On or prior to the 45th day preceding the redemption date the Authority shall give notice to the Trustee of its intention to surrender such Bonds on the redemption date. The Trustee shall proceed to call for redemption the remainder of the Bonds due on the redemption date and shall pay to the Authority on the redemption date the redemption price of and interest on Bonds purchased by the Authority upon surrender of such Bonds to the Trustee. Bonds which mature on a single future date may be purchased at any time prior to the maturity date. The Trustee shall pay to the Authority the principal amount of and interest on such Bonds upon surrender of such Bonds on the maturity date.

APPENDIX E

FORM OF BOND COUNSEL OPINION

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[UPON DELIVERY OF THE SERIES 2014 B BONDS, WOLFF & SAMSON PC, BOND COUNSEL, IS EXPECTED TO RENDER ITS APPROVING LEGAL OPINION IN SUBSTANTIALLY THE FOLLOWING FORM]

[CLOSING DATE]

New Jersey Turnpike Authority
581 Main Street
P.O. Box 5042
Woodbridge, NJ 07095-5042

Ladies and Gentlemen:

We have examined a record of proceedings relating to the issuance by the New Jersey Turnpike Authority (the "Authority") of $125,000,000 aggregate principal amount of its Turnpike Revenue Bonds, Series 2014 B (Floating Rate Bonds) (the "Series 2014 B Bonds") consisting of $25,000,000 Turnpike Revenue Bonds, Series 2014 B-1, $50,000,000 Turnpike Revenue Bonds, Series 2014 B-2, and $50,000,000 Turnpike Revenue Bonds, Series 2014 B-3. The Authority is a public body corporate and politic created under and by virtue of the New Jersey Turnpike Authority Act of 1948, constituting Chapter 454 of the Laws of New Jersey of 1948, as amended and supplemented (the "Act"). Capitalized terms used but not otherwise defined herein shall have the meaning ascribed thereto in the Resolution (as hereinafter defined).

The Series 2014 B Bonds are issued under and pursuant to the provisions of the Act and a resolution of the Authority adopted on August 20, 1991 and entitled, "Turnpike Revenue Bond Resolution", as amended and restated on September 26, 1991, and as further amended and restated on November 22, 1991, as the same has been further amended, restated and supplemented from time to time (collectively, the "General Bond Resolution"), including as supplemented by a resolution entitled "Series 2014 Turnpike Revenue Bond Resolution" adopted by the Authority on March 25, 2014 (the "Series 2014 Resolution"), and by a Certificate of Determination executed by the Executive Director of the Authority prior to the issuance of the Series 2014 B Bonds (the "Certificate of Determination" and, together with the General Bond Resolution and the Series 2014 Resolution, the "Resolution").

The Series 2014 B Bonds will initially bear interest at the Adjusted LIBOR Rate, and interest on the Series 2014 B Bonds will accrue from the date hereof and will be payable on the first Business Day of each calendar month, commencing September 2, 2014, all as set forth in the Series 2014 Resolution and the Certificate of Determination. The Series 2014 B Bonds are subject to mandatory tender for purchase and optional and mandatory redemption prior to maturity on the terms and conditions set forth in the Resolution.

The Series 2014 B Bonds are being issued by the Authority to provide funds required for the refunding of all of the Authority's Outstanding (i) Turnpike Revenue Bonds, Series 2011 A, and (ii) Turnpike Revenue Bonds, Series 2011 B.

Under the terms of the Resolution, the Authority may hereafter authorize and issue other additional Bonds under the Resolution for the purposes and on the terms and conditions set forth in the Resolution. Any such additional Bonds, when issued, will be entitled, equally and ratably with the Series 2014 B Bonds, all other Bonds heretofore or hereafter issued and Outstanding under the Resolution and certain other obligations described in the Resolution, to the benefit, protection and security of the provisions, covenants and agreements of the Resolution, including the pledge of Pledged Revenues and the amounts on deposit in all Funds established by the Resolution, except as otherwise set forth in the Resolution.

In rendering the opinions set forth below, we have examined such matters of law and documents, certificates, records and other instruments as we deemed necessary or appropriate to enable us to express the opinions set forth below, including, without limitation, the Act, original counterparts or certified copies of the Resolution and the other documents, certifications, instruments, opinions and records filed with the Trustee in connection with the issuance of the Series 2014 B Bonds. In rendering the opinions set forth below, we have assumed and relied upon 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. As to any facts material to our opinions we have, when such facts were not independently established, relied upon the truthfulness, completeness and accuracy of the aforesaid instruments, certificates, opinions, records and other documents without any independent investigation thereof

Based on the foregoing and subject to the limitations, qualifications and exceptions set forth below, we are of the opinion that:

1. The Authority has been duly created and validly existing as a public body corporate and politic under the provisions of the Act, with power to adopt the Resolution and to issue the Series 2014 B Bonds.

2. The Resolution has been duly and lawfully adopted by the Authority, is in full force and effect, is valid and binding upon the Authority and is enforceable in accordance with its terms, and no other authorization for the Resolution is required.

3. The Series 2014 B Bonds have been duly authorized and issued by the Authority in accordance with the Act and the provisions of the Resolution, are valid and binding obligations of the Authority enforceable in accordance with their terms and the terms of the Resolution, and are entitled to the benefit, protection and security of the Resolution and the Act.

4. The Resolution creates the valid pledge that it purports to create of the proceeds of the sale of the Bonds, the Pledged Revenues and the amounts on deposit in all Funds established by the Resolution (except for moneys provided by governmental authorities whose availability is conditioned on such amounts not being subject to the pledge of the Resolution), subject only to the provisions of the Resolution permitting the application thereof for the purposes and on the terms set forth in the Resolution.

5. The Series 2014 B Bonds constitute additional Bonds under the Resolution, and are equally and ratably entitled to the benefits, protection and security of the Resolution along with all other Bonds heretofore issued and Outstanding under the Resolution and certain other obligations described in the Resolution.

6. The Internal Revenue Code of 1986, as amended (the "Code") establishes certain requirements which must be met at the time of, and on a continuing basis subsequent to, the issuance and delivery of the Series 2014 B Bonds in order for interest on the Series 2014 B Bonds to be and remain excluded from gross income for Federal income tax purposes under Section 103 of the Code. Noncompliance with such requirements could cause interest on the Series 2014 B Bonds to be included in gross income for Federal income tax purposes retroactive to the date of issuance and delivery of the

Series 2014 B Bonds. The Authority will represent in its tax certificate relating to the Series 2014 B Bonds that it expects and intends to comply and will comply, to the extent permitted by law, with such requirements.

Under existing statutes, regulations, rulings and court decisions and assuming continuing compliance by the Authority with the requirements of the Code described in the preceding paragraph, interest on the Series 2014 B Bonds is not includable in gross income for Federal income tax purposes pursuant to Section 103 of the Code and is not treated as a preference item under Section 57 of the Code for purposes of calculating the Federal alternative minimum tax imposed on individuals and corporations.

7. Under existing laws of the State of New Jersey, the interest on the Series 2014 B Bonds and any gain on the sale of the Series 2014 B Bonds are not includable in gross income under the New Jersey Gross Income Tax Act.

The foregoing opinions in paragraphs 2 and 3 above are qualified to the extent that the enforceability of the Resolution and the Series 2014 B Bonds may be limited by applicable bankruptcy, insolvency, fraudulent conveyance, reorganization, moratorium or other similar laws now or hereafter enacted by any state or by the federal government affecting the enforcement of creditors' rights generally and general principles of equity (regardless of whether enforcement is sought in a proceeding in equity or at law) and the valid exercise of the sovereign police powers of the State of New Jersey and the constitutional power of the United States of America.

Except as stated above, we express no opinion as to any federal, state or local tax consequences of the ownership or disposition of the Series 2014 B Bonds.

We express no opinion as to the effect, if any, on the tax status of interest paid or to be paid on the Series 2014 B Bonds as a result of any action hereafter taken or not taken in reliance upon an opinion of other counsel.

Attention is called to the fact that we have not been requested to examine and have not examined any documents or information relating to the Authority other than the certified copies of the proceedings and proofs referred to hereinabove, and no opinion is expressed as to any financial or other information, or the adequacy thereof, that has been or may be supplied to any purchaser of the Series 2014 B Bonds. We express no opinion herein as to the accuracy, adequacy or sufficiency of the Official Statement of the Authority pertaining to the offering of the Series 2014 B Bonds.

The opinions expressed herein are limited to and based upon the laws and judicial decisions of the State of New Jersey and the federal laws and judicial decisions of the United States of America as of the date hereof, and are subject to any amendment, repeal or other modification of the applicable laws or judicial decisions that served as the basis for our opinions or to any laws or judicial decisions hereafter enacted or rendered.

Our engagement by the Authority with respect to the opinions expressed herein does not require, and shall not be construed to constitute, a continuing obligation on our part to notify or otherwise inform the addressee hereof of the amendment, repeal or other modification of the applicable laws or judicial decisions that served as the basis for this opinion letter or of any laws or judicial decisions hereafter enacted or rendered that impact on this opinion letter.

Very truly yours,

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APPENDIX F

FORM OF CONTINUING DISCLOSURE AGREEMENT

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CONTINUING DISCLOSURE AGREEMENT

Between

NEW JERSEY TURNPIKE AUTHORITY,

THE BANK OF NEW YORK MELLON, Co-Trustee

and

U.S. BANK NATIONAL ASSOCIATION, Co-Trustee

Relating to

NEW JERSEY TURNPIKE AUTHORITY

$125,000,000
Turnpike Revenue Bonds,
Series 2014 B (Floating Rate Bonds)

Dated: August 4, 2014

CONTINUING DISCLOSURE AGREEMENT

This **CONTINUING DISCLOSURE AGREEMENT** (the "Disclosure Agreement") is made this 4th day of August, 2014 between the NEW JERSEY TURNPIKE AUTHORITY (the "Authority") THE BANK OF NEW YORK MELLON and U.S. BANK NATIONAL ASSOCIATION, in their capacity as co-trustees (the "Co-Trustees") under the Authority's Turnpike Revenue Bond Resolution, adopted on August 20, 1991, as amended, restated and supplemented (the "Resolution"), including as supplemented by the Series 2014 Turnpike Revenue Bond Resolution adopted by the Authority on March 25, 2014. This Disclosure Agreement is entered into in connection with the issuance and sale by the Authority of its Turnpike Revenue Bonds, Series 2014 B (Floating Rate Bonds), and any additional bonds hereinafter issued under the Resolution and designated pursuant to a supplemental schedule as bonds to be covered hereunder (collectively, the "Bonds").

1. **Purpose of this Disclosure Agreement.** This Disclosure Agreement is being executed and delivered for the benefit of the holders and beneficial owners of the Bonds (collectively, the "Bondholders") and in compliance with Rule 15c2-12(b)(5) of the Securities and Exchange Commission, as it may be amended from time to time, including administrative or judicial interpretations thereof, as it applies to the Bonds.

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

"Annual Report" shall mean the Authority's Annual Report provided pursuant to, and as described in, Sections 3 and 4 of this Disclosure Agreement.

"Continuing Disclosure Information" shall mean, collectively, (i) each Annual Report, (ii) any notice required to be filed by the Authority with the MSRB pursuant to Section 3(c) of this Disclosure Agreement, and (iii) any notice of a Listed Event required to be filed by the Authority with the MSRB pursuant to Section 5(b) of this Disclosure Agreement.

"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.

"Opinion of Counsel" shall mean a written opinion of counsel expert in federal securities law acceptable to the Authority.

"Rule" shall mean Rule 15c2-12 adopted by the SEC under the Securities Exchange Act of 1934, as it may be amended from time to time, including administrative or judicial interpretations thereof, as it applies to the Bonds.

"SEC" shall mean the United States Securities and Exchange Commission.

"State" shall mean the State of New Jersey.

3. **Provision of Annual Reports.**

(a) The Authority shall, not later than May 1 of each year during which any of the Bonds remain Outstanding, provide to the MSRB, in accordance with the provisions of Section 6 of this Disclosure Agreement, the Annual Report prepared for the respective fiscal year of the Authority ending the immediately preceding December 31 (or if the fiscal year of the Authority shall end on any date other than December 31, the Authority shall provide its Annual Report to the MSRB not later than the first day of the fifth month next following the end of such other fiscal year). Each Annual Report shall comply with the requirements of Section 4 of this Disclosure Agreement and may be submitted as a single document or as separate documents comprising a package.

(b) The Authority shall, at the same time as it submits the Annual Report to the MSRB, provide written notice of such submission to the Co-Trustees.

(c) The Authority shall also file with the MSRB, in a timely manner and in accordance with the provisions of Section 6 of this Disclosure Agreement, notice of any failure of the Authority to provide an Annual Report in compliance with the requirements of this Section 3 and Section 4 of this Disclosure Agreement.

4. **Contents of Annual Report.**

(a) The Annual Report shall include information pertaining to the Authority of the type appearing in the Official Statement circulated in connection with the issuance of the Bonds and will include the (i) audited financial statements of the Authority for the preceding fiscal year of the Authority as required by Section 3(a) hereof prepared using the accounting standards described in subsection (b) of this Section 4, (ii) annual budgets of the Authority, (iii) debt service coverage certifications, and (iv) management's discussion of results of operations, if and to the extent not otherwise provided in the audited financial statements. In the event that audited financial statements are not available on the date required in Section 3(a) hereof, the Authority shall file unaudited financial statements for such fiscal year until audited financial statements are available. Each Annual Report may cross-reference other information which is available to the public on the MSRB's internet website or which has been filed with the SEC and, if the document incorporated by reference is a final official statement, it must be available from the MSRB.

(b) As of the date of this Disclosure Agreement, the Authority prepares its financial statements in accordance with generally accepted accounting principles in the United States of America.

5. **Reporting of Listed Events.**

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

(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 Bonds, or other material events affecting the tax status of the Bonds;

(7) Modifications to rights of Bondholders, if material;

(8) Bond calls, if material, and tender offers;

(9) Defeasances of the Bonds;

(10) Release, substitution, or sale of property securing repayment of the Bonds, if material;

(11) Rating changes relating to the Bonds;

(12) Bankruptcy, insolvency, receivership or similar event 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; and

(14) Appointment of a successor or additional trustee for the Bonds or the change of name of a trustee for the Bonds, if material.

(b) The Authority shall, in a timely manner not in excess of ten (10) business days after the occurrence of any Listed Event, file a notice of the occurrence of such Listed Event with the MSRB in accordance with the provisions of Section 6 of this Disclosure Agreement. In determining the materiality of any of the Listed Events specified in subsection (a) of this Section 5, the Authority may, but shall not be required to, rely conclusively on an Opinion of Counsel. The Authority shall also provide written notice of such Listed Event to the Co-Trustees at the same time it provides notice of such Listed Event to the MSRB.

6. **Filing of Continuing Disclosure Information.** Any Continuing Disclosure Information filed with the MSRB in accordance with this Disclosure Agreement shall be in an electronic format as shall be prescribed by the MSRB or such other format as the Rule may require or permit, and shall be accompanied by such identifying information as shall be prescribed by the MSRB or as may otherwise be required by the Rule.

7. **Termination of Reporting Obligation.** The obligations of the Authority under this Disclosure Agreement shall terminate upon the defeasance, prior redemption or payment in full of all of the Bonds.

8. **Amendment; Waiver.** Notwithstanding anything in this Disclosure Agreement to the contrary, the Authority may amend this Disclosure Agreement, and any provision of this Disclosure Agreement may be waived, if such amendment or waiver is supported by an Opinion of Counsel addressed to the Authority and the Trustee to the effect that such amendment or waiver will not, in and of itself, cause the undertakings herein to violate the Rule.

9. **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 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, it shall not have any obligation under this Disclosure Agreement to update such information or include it in any future Annual Report or notice of occurrence of a Listed Event.

10. **Default.** In the event of a failure of the Authority to comply with any provision of this Disclosure Agreement, the Co-Trustees may (and, at the written request of the Holders of at least 25% in aggregate principal amount of Outstanding Bonds affected by such failure, shall), or any Bondholder may take such actions at law or in equity as may be necessary and appropriate to enforce the specific performance and observance of the obligations of the Authority under this Disclosure Agreement; provided, however, that no person or entity shall be entitled to recover monetary damages hereunder under any circumstances and the right of any Bondholder, or the Co-Trustees on behalf of Bondholders, to challenge the adequacy of information provided pursuant to this Disclosure Agreement shall be limited in the same manner as enforcement rights are limited under the Resolution. A default under this Disclosure Agreement shall not be deemed an Event of Default under the Bonds or the Resolution, 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.

11. **Beneficiaries.** This Disclosure Agreement shall inure solely to the benefit of the Bondholders, and each Bondholder is hereby declared to be a third party beneficiary of this Disclosure Agreement. Except as provided in the immediately preceding sentence, this Disclosure Agreement shall create no rights in any other person or entity.

12. **Notices.** All notices and other communications required or permitted under this Disclosure Agreement shall be in writing and shall be deemed to have been duly given and made only when delivered (personally, by recognized national or regional courier service, or by other messenger, for delivery to the intended addressee) or when deposited in the United States mail, registered or certified mail, postage prepaid, return receipt requested, addressed as set forth below:

(i) *If to the New Jersey Turnpike Authority:*

581 Main Street
P.O. Box 5042
Woodbridge, New Jersey 07095
Attention: Joseph W. Mrozek, Executive Director

(ii) *If to the Co-Trustees:*

(a) The Bank of New York Mellon
Global Corporate Trust
385 Rifle Camp Road, 3rd Floor
Woodland Park, NJ 07424
Attention: Deborah Stewart

(b) U.S. Bank National Association
21 South Street, 3rd Floor
Morristown, NJ 07960
Attention: Christopher E. Golabek

Any party may alter the address to which communications are to be sent by giving notice of such change of address in conformity with the provisions of this Section 12.

13. **Successors and Assigns.** All of the covenants, promises and agreements contained in this Disclosure Agreement by or on behalf of the Authority or the Co-Trustees shall bind and inure to the benefit of their respective successors and assigns, whether so expressed or not.

14. **Headings for Convenience Only.** The descriptive headings in this Disclosure Agreement are inserted for convenience of reference only and shall not control or affect the meaning or construction of any of the provisions hereof.

15. **Counterparts.** This Disclosure Agreement may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

16. **Severability.** If any provision of this Disclosure Agreement, or the application of any such provision in any jurisdiction or to any person or circumstance, shall be held invalid or unenforceable, the remaining provisions of this Disclosure Agreement, or the application of such provision as is held invalid or unenforceable in jurisdictions or to persons or circumstances other than those in or as to which it is held invalid or unenforceable, shall not be affected thereby.

17. **Governing Law.** This Disclosure Agreement shall be governed by and construed in accordance with the laws of the State.

18. **Compliance with L. 2005, c. 271 Reporting Requirements.** Each Co-Trustee is hereby advised of its responsibility to file an annual disclosure statement on political contributions with the New Jersey Election Law Enforcement Commission ("ELEC") pursuant to *N.J.S.A.* 19:44A-20.13 (L. 2005, c. 271, section 3) if the Co-Trustee enters into contracts or agreements with public entities in the State, such as the Authority, and receives compensation or fees in excess of $50,000 or more in the aggregate from public entities in the State, such as the Authority, in a calendar year. It is each Co-Trustee's responsibility to determine if filing is necessary. Failure to do so can result in the imposition of financial penalties by ELEC. Additional information about this requirement is available from ELEC at 888-313-3532 or at www.elec.state.nj.us.

19. **Compliance with L. 2005, c. 92.** In accordance with L. 2005, c. 92, each Co-Trustee agrees that all services performed under this Disclosure Agreement or any subcontract awarded under this Disclosure Agreement shall be performed within the United States of America.

20. **Certain Provisions Relating to the Co-Trustees.** The provisions of Article IX of the Resolution relating to the duties, obligations, protections and indemnities of the Co-Trustees shall apply to the Co-Trustees' performance of this Disclosure Agreement and are by this reference incorporated as if set forth in full herein.

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[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the NEW JERSEY TURNPIKE AUTHORITY, THE BANK OF NEW YORK MELLON and U.S. BANK NATIONAL ASSOCIATION have caused this Disclosure Agreement to be executed and delivered in their respective names by their respective authorized officers, all as of the date first above written.

NEW JERSEY TURNPIKE AUTHORITY

By: ______________________________________
JOSEPH W. MROZEK
Executive Director

THE BANK OF NEW YORK MELLON,
as Co-Trustee

By: ______________________________________
ADAM TURKEL
Vice President

U.S. BANK NATIONAL ASSOCIATION,
as Co-Trustee

By: ______________________________________
CHRISTOPHER E. GOLABEK
Vice President

APPENDIX G

SUMMARY OF BONDS TO BE REFUNDED

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Bonds to be Refunded

Series	Issue Date	Maturity Date	Principal Amount	Interest Rate	CUSIP
Series 2011 A	December 22, 2011	January 1, 2024	$75,000,000	Variable	646139X91*
Series 2011 B	December 22, 2011	January 1, 2024	$50,000,000	Variable	646139Y25*

* Registered trademark of American Bankers Association. CUSIP numbers are provided by Standard & Poor's Financial Services LLC, CUSIP Service Bureau, a part of McGraw Hill Financial. The CUSIP numbers are being provided solely for the convenience of the holders of the Series 2014 B Bonds only and the Authority does not make any representation with respect to such numbers or undertake any responsibility for their accuracy.

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NEW JERSEY TURNPIKE AUTHORITY • Turnpike Revenue Bonds, Series 2014 B (Floating Rate Bonds)

Mixed Sources
Product group from well managed forests, controlled sources and recycled wood or fiber.

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