

# **TURNPIKE AUTHORITY OF KENTUCKY**

**COMMUNICATION WITH THOSE  
CHARGED WITH GOVERNANCE**

**June 30, 2019**



Blue & Co., LLC / 250 West Main Street, Suite 2900 / Lexington, KY 40507  
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November 19, 2019

To the Members  
Turnpike Authority of Kentucky  
Frankfort, Kentucky

We have audited the financial statements of the Economic Development Revitalization Road Projects of the Turnpike Authority of Kentucky (the Authority) for the year ended June 30, 2019, and have issued our report thereon dated as of the date of this letter. Professional standards require that we provide you with information about our responsibilities under auditing standards generally accepted in the United States of America and *Government Auditing Standards*, as well as certain information related to the planned scope and timing of our audit. We have communicated such information in our letter to you dated August 2, 2019. Professional standards also require that we communicate to you the following information related to our audit.

## **SIGNIFICANT AUDIT FINDINGS**

### **QUALITATIVE ASPECTS OF ACCOUNTING PRACTICES**

Management is responsible for the selection and use of appropriate accounting policies. In accordance with the terms of our engagement letter, we will advise management about the appropriateness of accounting policies and their application. The significant accounting policies used by the Authority are described in Note 1 to the financial statements. No new accounting policies were adopted and the application of existing policies was not changed during the year. We noted no transactions entered into by the Authority during the year for which there is a lack of authoritative guidance or consensus. We noted no significant transactions that have been recognized in the financial statements in a different period than when the transaction occurred.

Accounting estimates are an integral part of the financial statements prepared by management and are based upon management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected. The most sensitive estimate affecting the financial statements was:

Management's estimate of the fair value of investments is based on quoted market prices of identical or similar assets traded in active markets. We evaluated the key factors and assumptions used to develop the fair value of investments in determining that it is reasonable in relation to the financial statements taken as a whole.

We believe the disclosures in the financial statements are neutral, consistent and clear.

### **DIFFICULTIES ENCOUNTERED IN PERFORMING THE AUDIT**

We encountered no significant difficulties in dealing with management in performing and completing our audit.

### **CORRECTED AND UNCORRECTED MISSTATEMENTS**

Professional standards require us to accumulate all known and likely misstatements identified during the audit, other than those that are trivial, and communicate them to the appropriate level of management. None of the misstatements detected as a result of audit procedures and corrected by management were material, either individually or in the aggregate, to the financial statements taken as a whole.

The attached schedule summarizes uncorrected misstatements of the financial statements. Management has determined that their effects are immaterial, both individually and in the aggregate, to the financial statements taken as a whole.

### **DISAGREEMENTS WITH MANAGEMENT**

For purposes of this letter, professional standards define a disagreement with management as a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditor's report. We are pleased to report that no such disagreements arose during the course of our audit.

### **MANAGEMENT REPRESENTATIONS**

We have requested certain representations from management that are included in the management representation letter dated as of the date of this letter.

### **MANAGEMENT CONSULTATION WITH OTHER INDEPENDENT ACCOUNTANTS**

In some cases, management may decide to consult with other accountants about auditing and accounting matters, similar to obtaining a "second opinion" on certain situations. If a consultation involves application of an accounting principle to the Authority's financial statements or a determination of the type of auditor's opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all the relevant facts. To our knowledge, there were no such consultations.

### **OTHER AUDIT FINDINGS OR ISSUES**

We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each year prior to retention as the Authority's auditors. However, these discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention.

**OTHER INFORMATION IN DOCUMENTS CONTAINING AUDITED FINANCIAL STATEMENTS**

With respect to the supplementary information accompanying the financial statements, we made certain inquiries of management and evaluated the form, content, and methods of preparing the information to determine that the information complies with accounting practices prescribed or permitted by the 1990 Trust Indenture, as amended and supplemented through the Nineteenth Supplemental Lease Agreement dated July 1, 2017 (the Indenture), the method of preparing it has not changed from the prior period, and the information is appropriate and complete in relation to our audit of the financial statements. We compared and reconciled the supplementary information to the underlying accounting records used to prepare the financial statements or to the financial statements themselves.

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This communication is intended solely for the information and use of members and management of the Authority, the Finance and Administration Cabinet, and the Commonwealth of Kentucky's Auditor of Public Accounts, and is not intended to be and should not be used by anyone other than those specified parties.

We appreciate this opportunity to be of service and extend our thanks to everyone at the Authority for their cooperation and assistance. We would be pleased to discuss any of the above matters with you at your convenience.

*Blue & Co., LLC*

**Economic Development Revitalization Road Projects of the Turnpike Authority of Kentucky  
 Summary of Unadjusted Misstatements  
 June 30, 2019**

**Misstatements on Construction Fund - Statement of Revenues, Expenses and Changes in Net Assets -  
 Trust Indenture Basis**

Understatement of amortization of bond premiums	\$ (1,867,765)
Effect on excess of revenues and other financing sources over expenses and other financing uses for the year ended June 30, 2019	\$ (1,867,765)

**Misstatements on Statement of Assets, Liabilities and Net Assets - All Funds - Trust Indenture Basis**

Construction Fund - Economic Development Revitalization Revenue Refunding Bonds	\$ 639,962
Total liabilities	\$ 639,962
Net assets:	
Beginning	\$ 2,507,727
Ending	\$ 639,962

**ECONOMIC DEVELOPMENT REVITALIZATION ROAD PROJECTS  
OF THE  
TURNPIKE AUTHORITY OF KENTUCKY**

**FINANCIAL STATEMENTS**

**AND**

**SUPPLEMENTARY INFORMATION**

**JUNE 30, 2019**

**ECONOMIC DEVELOPMENT REVITALIZATION ROAD PROJECTS  
OF THE TURNPIKE AUTHORITY OF KENTUCKY**

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JUNE 30, 2019

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## REPORT OF INDEPENDENT AUDITORS

To the Members  
Turnpike Authority of Kentucky  
Frankfort, Kentucky

We have audited the accompanying financial statements of the Economic Development Revitalization Road Projects of the Turnpike Authority of Kentucky (the "Authority"), which comprise the Statement of Assets, Liabilities, and Fund Balances – Trust Indenture Basis as of June 30, 2019, and the related Statements of Revenues, Expenses and Changes in Fund Balances - Trust Indenture Basis for the year then ended, and the related notes to the financial statements.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the accounting principles specified in Section 709 of the Trust Indenture dated October 1, 1990, as amended, between the Authority and Citizens Fidelity Bank and Trust Company. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

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



To the Members  
Turnpike Authority of Kentucky  
Frankfort, Kentucky

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including assessment of 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 assets, liabilities, and fund balances of the Economic Development Revitalization Road Projects of the Turnpike Authority of Kentucky, as of June 30, 2019, and the revenues, expenses, and changes in fund balances, for the year then ended, in conformity with the basis of accounting described in Note 1.

### Basis of Accounting

We draw attention to Note 1 of the financial statements, which describes that the accompanying financial statements were prepared in conformity with the accounting principles specified in Section 709 of the Trust Indenture, as amended, between the Authority and Citizens Fidelity Bank and Trust Company, which is a basis of accounting other than accounting principles generally accepted in the United States of America, to comply with the requirements of the Trust Indenture referred to above, and are not intended to be a presentation in conformity with accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to that matter.

### Report on Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the Authority's financial statements. The accompanying bond fund – combining schedule of accounts and construction fund – schedule of project costs (collectively, "the Schedules") are presented for purposes of additional analysis and are not a required part of the financial statements.

To the Members  
Turnpike Authority of Kentucky  
Frankfort, Kentucky

The accompanying Schedules are the responsibility of management and were derived from and relate directly to the underlying accounting and other records used to prepare the financial statements. Such information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the accompanying Schedules are fairly stated in all material respects in relation to the financial statements as a whole.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards* we have also issued our report dated November 19, 2019, on our consideration of the Authority's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Governmental Auditing Standards* in considering the Authority's internal control over financial reporting and compliance.

Restriction on Use

This report is intended solely for the information and use of the members and management of the Authority, the Finance and Administration Cabinet, the Auditor of Public Accounts, and The Bank of New York Mellon Trust Company, N.A. as successor to Citizens Fidelity Bank and Trust, and is not intended to be and should not be used anyone other than these specified parties.

*Blue & Co., LLC*

Lexington, Kentucky  
November 19, 2019

**ECONOMIC DEVELOPMENT REVITALIZATION ROAD PROJECTS  
OF THE TURNPIKE AUTHORITY OF KENTUCKY**

STATEMENT OF ASSETS, LIABILITIES, AND FUND BALANCES – ALL FUNDS  
TRUST INDENTURE BASIS  
JUNE 30, 2019

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<b>ASSETS</b>		
Construction Fund		
Cash and cash equivalents	\$ 7,720,633	
Investments	59,857,992	
Cost of projects	2,412,573,035	
Unamortized debt issuance costs	<u>4,424,325</u>	
Total assets - Construction Fund		2,484,575,985
Revenue Fund		
Cash and cash equivalents	36,049	
Investments	<u>56,499</u>	
Total assets - Revenue Fund		92,548
Debt Service Reserve Fund		
Total assets - Debt Service Reserve Fund		-0-
Escrow Fund		
Total assets - Escrow Fund		-0-
Bond Fund		
Bond Service Account		
Cash and cash equivalents	128,724,879	
Capitalized Interest Account	-0-	
Redemption Account	-0-	
Rebate Account	<u>-0-</u>	
Total assets - Bond Fund		<u>128,724,879</u>
Total assets - all funds		<u><u>\$ 2,613,393,412</u></u>

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*See accompanying notes to financial statements.*

**ECONOMIC DEVELOPMENT REVITALIZATION ROAD PROJECTS  
OF THE TURNPIKE AUTHORITY OF KENTUCKY**

STATEMENT OF ASSETS, LIABILITIES, AND FUND BALANCES – ALL FUNDS  
TRUST INDENTURE BASIS (CONTINUED)  
JUNE 30, 2019

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<b>LIABILITIES AND FUND BALANCES</b>		
Construction Fund		
Accounts Payable	\$ 393,117	
Economic Development Revitalization Revenue		
Refunding Bonds	1,264,999,276	
Fund balance - restricted for Transportation Cabinet	1,219,183,592	
Total liabilities and net assets - Construction Fund		2,484,575,985
Revenue Fund		
Fund balance - restricted for Transportation Cabinet	92,548	
Total liabilities and net assets - Revenue Fund		92,548
Debt Service Reserve Fund		
Total liabilities and fund balance - Debt Service Reserve Fund		-0-
Escrow Fund		
Total liabilities and fund balance - Escrow Fund		-0-
Bond Fund		
Bond Service Account		
Accrued interest payable	29,164,167	
Fund balance - restricted for bond principal payment, July 1, 2019, \$99,515,000	99,560,712	
Capitalized Interest Account	-0-	
Redemption Account	-0-	
Rebate Account	-0-	
Total liabilities and fund balance - Bond Fund		128,724,879
Total liabilities and fund balance - all funds		\$ 2,613,393,412

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*See accompanying notes to financial statements.*

**ECONOMIC DEVELOPMENT REVITALIZATION ROAD PROJECTS  
OF THE TURNPIKE AUTHORITY OF KENTUCKY**

CONSTRUCTION FUND  
STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN FUND BALANCE  
TRUST INDENTURE BASIS  
YEAR ENDED JUNE 30, 2019

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Revenues:		
Investment income	\$	2,393,057
Amortization of bond premiums		<u>17,429,124</u>
Total revenues		19,822,181
Expenses:		
Amortization of deferred gains/losses on refunding		5,517,051
Amortization of issuance costs		<u>807,012</u>
Total expenses		<u>6,324,063</u>
Excess of revenues over expenses		13,498,118
Other financing sources:		
Bonds retired in Bond Service Fund		<u>96,760,000</u>
Total other financing sources		96,760,000
Excess of revenues and other financing sources over expenses and other financing uses		110,258,118
Fund balance, beginning of year		<u>1,108,925,474</u>
Fund balance, end of year	\$	<u><u>1,219,183,592</u></u>

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*See accompanying notes to financial statements.*

**ECONOMIC DEVELOPMENT REVITALIZATION ROAD PROJECTS  
OF THE TURNPIKE AUTHORITY OF KENTUCKY**

REVENUE FUND  
STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN FUND BALANCE  
TRUST INDENTURE BASIS  
YEAR ENDED JUNE 30, 2019

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Revenues:		
Lease rentals from Transportation Cabinet	\$	154,413,383
Interest income		<u>18,378</u>
Total revenues		154,431,761
Expenses		<u>100,059</u>
Excess of revenues over expenses		154,331,702
Other financing uses:		
Operating transfers out		<u>(154,413,383)</u>
Total other financing uses		(154,413,383)
Deficiency of revenues and other financing sources over expenses and other financing uses		(81,681)
Fund balance, beginning of year		<u>174,229</u>
Fund balance, end of year	\$	<u><u>92,548</u></u>

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*See accompanying notes to financial statements.*

**ECONOMIC DEVELOPMENT REVITALIZATION ROAD PROJECTS  
OF THE TURNPIKE AUTHORITY OF KENTUCKY**

DEBT SERVICE RESERVE FUND  
STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN FUND BALANCE  
TRUST INDENTURE BASIS  
YEAR ENDED JUNE 30, 2019

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Total revenues	\$	-0-
Total expenses		-0-
Other financing sources:		
Operating transfers in		-0-
Operating transfers out		-0-
		<hr/>
Total other financing sources		-0-
		<hr/>
Fund balance, beginning of year		-0-
		<hr/>
Fund balance, end of year	\$	<u>-0-</u>

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*See accompanying notes to financial statements.*

**ECONOMIC DEVELOPMENT REVITALIZATION ROAD PROJECTS  
OF THE TURNPIKE AUTHORITY OF KENTUCKY**

ESCROW FUND  
STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN FUND BALANCE  
TRUST INDENTURE BASIS  
YEAR ENDED JUNE 30, 2019

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Total revenues	\$	-0-
Total expenses		-0-
Other financing sources:		
Operating transfers in		-0-
Operating transfers out		-0-
		<hr/>
Total other financing sources		-0-
		<hr/>
Fund balance, beginning of year		-0-
		<hr/>
Fund balance, end of year	\$	-0-
		<hr/> <hr/>

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*See accompanying notes to financial statements.*



**ECONOMIC DEVELOPMENT REVITALIZATION ROAD PROJECTS  
OF THE TURNPIKE AUTHORITY OF KENTUCKY**

BOND FUND  
STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN FUND BALANCE  
TRUST INDENTURE BASIS  
YEAR ENDED JUNE 30, 2019

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Revenues:	
Interest expense reimbursement	\$ 3,374,840
Interest income	43,393
	3,418,233
Total revenues	3,418,233
Expenses:	
Interest expense	58,328,328
Principal amount of bonds redeemed	96,760,000
	155,088,328
Total expenses	155,088,328
Deficiency of revenues over expenses	(151,670,095)
Other financing sources:	
Operating transfers in	154,413,383
	154,413,383
Total other financing sources	154,413,383
Excess of revenues and other financing sources over expenses and other financing uses	2,743,288
Fund balances, beginning of year	96,817,424
	96,817,424
Fund balances, end of year	\$ 99,560,712
	99,560,712

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*See accompanying notes to financial statements.*

# ECONOMIC DEVELOPMENT REVITALIZATION ROAD PROJECTS OF THE TURNPIKE AUTHORITY OF KENTUCKY

NOTES TO FINANCIAL STATEMENTS  
JUNE 30, 2019

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## 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Basis of Presentation

The Authority's financial statements are reported in a format which differs from accounting principles generally accepted in the United States of America. Therefore, the accompanying financial statements, which are prepared in accordance with the following accounting principles are not intended to, and do not, present financial position or results of operations in conformity with accounting principles generally accepted in the United States of America.

As provided by authorizing legislation, the Turnpike Authority of Kentucky (the "Authority") has issued bonds to construct various economic development roads to preserve and enhance the economic viability of the Commonwealth of Kentucky (the "Commonwealth"). To set forth obligations and agreements of the Authority with regard to these bonds, the Authority adopted the 1990 Trust Indenture Agreement, dated as of October 1, 1990, as supplemented by the First Supplemental Trust Indenture, dated as of November 15, 2000, as amended by the First Supplemental Agreement, dated as of October 1, 1992; the Second Supplemental Agreement, dated as of April 1, 1993; the Third Supplemental Agreement, dated as of April 1, 1995; the Fourth Supplemental Agreement, dated as of April 1, 1999; the Fifth Supplemental Agreement, dated as of February 1, 2001; the Sixth Supplemental Agreement, dated as of March 1, 2001; the Seventh Supplemental Agreement, dated as of May 1, 2004; the Eighth Supplemental Agreement, dated as of April 1, 2005; the Ninth Supplemental Agreement, dated as of March 1, 2006; the Tenth Supplemental Agreement, dated as of September 1, 2007; the Eleventh Supplemental Agreement, dated as of June 1, 2010; the Twelfth Supplemental Agreement, dated as of April 1, 2011; the Thirteenth Supplemental Agreement, dated as of March 1, 2012; the Fourteenth Supplemental Agreement, dated as of September 1, 2013; the Fifteenth Supplemental Agreement, dated as of June 1, 2014; the Sixteenth Supplemental Agreement, dated as of July 1, 2015; the Seventeenth Supplemental Agreement, dated as of April 1, 2016; and the Eighteenth Supplemental Agreement, dated as of November 1, 2016; and the Nineteenth Supplement Agreement, dated as of July 1, 2017.

Among other requirements, the Trust Indenture and the Supplemental Agreements set forth various accounting principles which are to be followed by the Authority. These principles differ in certain respects from accounting principles generally accepted in the United States of America for governmental funds, principally as follows:

### Costs of Projects

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Under this method, expenditures for capital assets are reported as fund expenditures in the period incurred. The cost of projects balance differs from this accounting principle in that this balance represents the Authority's cumulative design, right-of-way, utilities and construction expenditures for road projects.

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**ECONOMIC DEVELOPMENT REVITALIZATION ROAD PROJECTS  
OF THE TURNPIKE AUTHORITY OF KENTUCKY**

NOTES TO FINANCIAL STATEMENTS  
JUNE 30, 2019

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Economic Development Road Revenue Bonds

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Under this method, long-term debt and obligations are not recognized as liabilities. The reported balance for the Economic Development Road Revenue Bonds differs from this accounting principle in that the bonds are reported at the outstanding principal balance, as adjusted for any unamortized bond premiums, bond discounts, and deferred losses on refunding.

Debt Issuance Costs

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Under this method, costs related to the issuance of long-term debt are reported as fund expenditures in the period incurred. The reported balance for debt issuance costs differs from this accounting principle in that these costs are capitalized and amortized over the life of the bond issue applying the effective interest method.

Bond Premium and Discounts

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Under this method, long-term debt and obligations are not recognized as liabilities. The reported balance for the Economic Development Road Revenue Bonds differs from this accounting principle in that bond premium and discounts are reported as additions, to or reductions of, bonds outstanding and are amortized over the life of the bond issue applying the effective interest method.

Deferred Loss on Refunding

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Under this method, long-term debt and obligations are not recognized as liabilities. The reported balance for the Economic Development Road Revenue Bonds differs from this accounting principle in that the deferred loss on early retirement of debt is reported as a reduction of bonds outstanding and is amortized applying the effective interest method over the remaining life of the old debt or the life of the new debt, whichever is less.

# ECONOMIC DEVELOPMENT REVITALIZATION ROAD PROJECTS OF THE TURNPIKE AUTHORITY OF KENTUCKY

## NOTES TO FINANCIAL STATEMENTS JUNE 30, 2019

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### Other Revenue Sources

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Under this method, revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. The Authority occasionally receives income from the sale of excess of surplus property acquired for construction of roads. Also, the Authority receives excess earnings from funds previously escrowed for bond defeasance. However, these items are considered to be measurable and available only when cash is received.

### Cash and Investments

The Authority's cash and cash equivalents include all demand deposits and all highly liquid investments with a maturity of three months or less from the date of acquisition.

All investments of the Authority are accounted for at fair value based on quoted market prices.

### Lease Income

The Trust Indenture Agreement provides for the Authority, at six month intervals, to request sufficient funds from the Transportation Cabinet of the Commonwealth (the "Cabinet") to make principal and interest payments due on outstanding bonds plus supplemental lease income to pay administrative expenses for the succeeding six months. This supplemental lease income is recorded as income in the period for which it is to be expended.

### Use of Estimates

Management uses estimates and assumptions that affect the reported amounts in the financial statements and accompanying notes. Actual results could differ from those estimates.

## **2. GENERAL INFORMATION**

### Purpose

Economic Development Road Revenue Bonds (Revitalization Projects), Series 1990, were issued by the Authority pursuant to the October 1, 1990 Trust Indenture as supplemented by the First Supplemental Trust Indenture dated as of November 15, 2000 (the "Indenture") for the purpose of financing the cost of economic development road revitalization projects, including the construction, reconstruction or relocation of certain roads designated by the Cabinet as Economic Development Revitalization Road Projects.

# **ECONOMIC DEVELOPMENT REVITALIZATION ROAD PROJECTS OF THE TURNPIKE AUTHORITY OF KENTUCKY**

## NOTES TO FINANCIAL STATEMENTS JUNE 30, 2019

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Economic Development Road Revenue Bonds (Revitalization Projects), Series 2009A (the "2009 Series A Bonds"), were issued by the Authority pursuant to a 2009 Series A Resolution adopted on March 9, 2009 to provide for the financing of certain Economic Development Road Projects, to refund the outstanding Kentucky Asset/Liability Commission Project Notes, 2007 Road Fund Series A, and to pay for certain capitalized interest.

Economic Development Road Revenue and Revenue Refunding 2010 Series A (Revitalization Projects), (the "2010 Series A Bonds") were issued by the Authority pursuant to a Series 2010 Resolution adopted on March 12, 2010 to provide for the financing of certain Economic Development Road Projects, to refund certain series of outstanding Economic Development Road Revenue Bonds, to pay certain costs of issuance of the 2010 Series A Bonds and to pay for certain capitalized interest.

Economic Development Road Revenue Bonds (Revitalization Projects) 2010 Series B, (Federally Taxable – Build America Bonds – Direct Payment to the Authority), (the "2010 Series B Bonds") were issued by the Authority pursuant to a Series 2010 Resolution adopted on March 12, 2010 to provide for the financing of certain Revitalization Projects, to pay for certain capitalized interest and to pay certain costs of issuance of the 2010 Series B Bonds.

### Build America Bonds

The America Recovery and Reinvestment Act of 2009 (ARRA) authorizes the Authority to issue taxable bonds known as "Build America Bonds" to finance capital expenditures for which it could issue tax-exempt bonds and to elect to receive a subsidy payment from the federal government equal to the amount of 35% of each interest payment on such taxable bonds. The Authority has determined to issue all of the 2010 Series B Bonds as Build America Bonds. The subsidy payments will be paid to the Authority or to the Trustee on the Authority's behalf; holders of the 2010 Series B Bonds will not be entitled to a tax credit and interest paid on the 2010 Series B Bonds will be includable in gross income of the holder for purposes of federal income taxation but will be exempt from Kentucky income tax. The subsidy payments have not been pledged to the payment of the 2010 Series B Bonds. To the extent the federal government pays such subsidy payments to the Authority, such amounts would be part of the Authority's general revenues. The subsidy payments are not full faith and credit obligations of the United States.

Economic Development Road Revenue and Revenue Refunding 2011 Series A (Revitalization Projects), (the "Series A Bonds") were issued by the Authority pursuant to a 2011 Resolution adopted on March 16, 2011, to provide for the financing of certain Economic Development Road Projects, to refund certain series of outstanding Economic Development Road Revenue Bonds, to pay certain costs of issuance of the Series A Bonds and to pay for certain capitalized interest.

**ECONOMIC DEVELOPMENT REVITALIZATION ROAD PROJECTS  
OF THE TURNPIKE AUTHORITY OF KENTUCKY**

NOTES TO FINANCIAL STATEMENTS  
JUNE 30, 2019

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Economic Development Road Revenue and Revenue Refunding 2012 Series A (Revitalization Projects), (the "Series A Bonds") were issued by The Turnpike Authority of Kentucky pursuant to a 2012 Resolution adopted on February 15, 2012, to provide for the financing of certain Economic Development Road Projects and to pay certain costs of issuance of the Series A Bonds.

Economic Development Road Revenue and Revenue Refunding 2013 Series A (Revitalization Projects), (the "Series A Bonds") were issued by The Turnpike Authority of Kentucky pursuant to a 2013 Resolution adopted on August 14, 2013, to provide for the financing of certain Economic Development Road Projects and to pay certain costs of issuance of the Series A Bonds

Economic Development Road Revenue and Revenue Refunding 2014 Series A (Revitalization Projects), (the "Series A Bonds") were issued by The Turnpike Authority of Kentucky pursuant to a 2014 Resolution adopted on May 8, 2014, to provide for the financing of certain Economic Development Road Projects, to refund certain series of outstanding Economic Development Road Revenue Bonds, and to pay for certain costs of issuance of the Series A Bonds.

Economic Development Road Revenue and Revenue Refunding 2015 Series A (Revitalization Projects), (the "Series A Bonds") were issued by The Turnpike Authority of Kentucky pursuant to a 2015 Resolution adopted on May 12, 2015, to provide for the financing of certain Economic Development Road Projects and to pay certain costs of issuance of the Series A Bonds.

Economic Development Road Revenue and Revenue Refunding 2015 Series B (Revitalization Projects), (the "Series A Bonds") were issued by The Turnpike Authority of Kentucky pursuant to a 2015 Resolution adopted on May 12, 2015, to refund certain series of outstanding Economic Development Road Revenue Bonds and to pay certain costs of issuance of the Series B Bonds.

Economic Development Road Revenue and Revenue Refunding 2016 Series A (Revitalization Projects), (the "Series A Bonds") were issued by The Turnpike Authority of Kentucky pursuant to a 2016 Resolution adopted on February 5, 2016, to refund certain series of outstanding Economic Development Road Revenue Bonds and to pay certain costs of issuance of the Series A Bonds.

Economic Development Road Revenue and Revenue Refunding 2016 Series B (Revitalization Projects), (the "Series B Bonds") were issued by The Turnpike Authority of Kentucky pursuant to a 2016 Resolution adopted on October 13, 2016, to provide for the financing of certain Economic Development Road Projects and to pay certain costs of issuance of the Series B Bonds.

Economic Development Road Revenue and Revenue Refunding 2017 Series A (Revitalization Projects), (the "Series A Bonds") were issued by The Turnpike Authority of Kentucky pursuant to a 2017 Resolution adopted on June 15, 2017, to provide for the financing of certain Economic Development Road Projects and to pay certain costs of issuance of the Series A Bonds.

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# **ECONOMIC DEVELOPMENT REVITALIZATION ROAD PROJECTS OF THE TURNPIKE AUTHORITY OF KENTUCKY**

## NOTES TO FINANCIAL STATEMENTS JUNE 30, 2019

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Economic Development Road Revenue and Revenue Refunding 2017 Series B (Revitalization Projects), (the "Series A Bonds") were issued by The Turnpike Authority of Kentucky pursuant to a 2017 Resolution adopted on June 15, 2017, to refund certain series of outstanding Economic Development Road Revenue Bonds and to pay certain costs of issuance of the Series A Bonds.

### The Authority

The Authority constitutes a de jure municipal corporation and political subdivision of the Commonwealth of Kentucky. The Authority is a blended component unit of the Commonwealth of Kentucky. It is authorized and empowered, under the terms of written agreements with the Cabinet, to initiate, plan, implement, acquire, construct and finance toll road projects, resource recovery road projects and economic development road projects, to lease such projects to the Cabinet, to issue revenue bonds to finance such projects, and to refund such revenue bonds.

These financial statements include only the activities of the Economic Development Road Projects bond issues and are not intended to present the activities of the Turnpike Authority of the Commonwealth of Kentucky, as a whole.

### Security

The Bonds are special obligations of the Authority secured by and payable solely from monies pledged for the payment thereof under the 1990 Trust Indenture as supplemented by the First Supplemental Trust Indenture dated as of November 15, 2000 (the "Indenture") as amended by the First Supplemental Agreement, dated as of October 1, 1992; the Second Supplemental Agreement, dated as of April 1, 1993; the Third Supplemental Agreement, dated as of April 1, 1995; the Fourth Supplemental Agreement, dated as of April 1, 1999; the Fifth Supplemental Agreement, dated as of February 1, 2001; the Sixth Supplemental Agreement, dated as of March 1, 2001; the Seventh Supplemental Agreement, dated as of May 1, 2004; the Eighth Supplemental Agreement, dated as of April 1, 2005; the Ninth Supplemental Agreement, dated as of March 1, 2006; the Tenth Supplemental Agreement, dated as of September 1, 2007; the Eleventh Supplemental Agreement, dated as of June 1, 2010; the Twelfth Supplemental Agreement, dated as of April 1, 2011; the Thirteenth Supplemental Agreement, dated as of March 1, 2012; the Fourteenth Supplemental Agreement, dated as of September 1, 2013; the Fifteenth Supplemental Agreement, dated as of June 1, 2014; the Sixteenth Supplemental Agreement, dated as of July 1, 2015; the Seventeenth Supplemental Agreement, dated as of April 1, 2016; the Eighteenth Supplemental Agreement, dated November 1, 2016; and the Nineteenth Supplemental Agreement, dated as of July 1, 2017. Subject only to the provisions of the Trust Indenture, the First Supplemental Trust Indenture, the 1992, 1993, 1995, 1999, 2001, 2004, 2005, 2006, 2007, 2010, 2011, 2012, 2013, 2014, 2015, 2016, and 2017 Supplemental Agreements, permitting the application of such monies for, or to, the purposes and on the terms and conditions set forth therein, such monies are pledged for the payment or principal and premium, if any, and interest on the Bonds, all funds (and all accounts thereof) established pursuant to the Trust Indenture.

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**ECONOMIC DEVELOPMENT REVITALIZATION ROAD PROJECTS  
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There are to be deposited in such funds, (i) proceeds derived from the sale of the Bonds, (ii) monies received by the Authority as rental payments from the Cabinet under the Lease, the First Supplemental Lease, dated October 1, 1992; the Second Supplemental Lease, dated as of April 1, 1993; the Third Supplemental Lease, dated as of April 1, 1995; the Financing/Fourth Supplemental Lease, dated as of October 1, 1999, which has been amended by a First Amendment to Financing/Fourth Supplemental Lease Agreement, dated as of November 15, 2000; the Fifth Supplemental Lease, dated as of February 1, 2001; the Sixth Supplemental Lease, dated as of March 1, 2001; a Financing/Seventh Supplemental Lease Agreement, dated as of May 1, 2004; the Eighth Supplemental Lease, dated as of April 1, 2005; the Ninth Supplemental Lease, dated as of March 1, 2006; a Financing /Tenth Supplemental Agreement, dated September 1, 2007, which has been amended by a First Amendment to Financing/Tenth Supplemental Lease Agreement, dated as of August 1, 2008 and by a Second Amendment to Financing/Tenth Supplemental Lease Agreement, dated as of April 1, 2009; an Eleventh Supplemental Lease, dated as of June 1, 2010; a Twelfth Supplemental Lease, dated as of April 1, 2011; a Thirteenth Supplemental Lease Agreement, dated as of March 1, 2012; a Fourteenth Supplemental Lease Agreement, dated as of September 1, 2013; a Fifteenth Supplemental Lease Agreement, dated as of June 1, 2014; a Sixteenth Supplemental Lease Agreement, dated as of July 1, 2015; a Seventeenth Supplemental Lease Agreement, dated as of April 1, 2016; an Eighteenth Supplemental Lease Agreement, dated as of November 1, 2016; a Nineteenth Supplemental Lease Agreement, dated as of July 1, 2017, and (iii) during such times as the lease shall not be in effect, the Transportation Cabinet must collect from the Commonwealth and pay over to the Authority motor fuel taxes and surtaxes collected by the Commonwealth on gasoline and other motor fuels consumed on the Economic Development Revitalization Projects not directed by law or previous binding contact to be applied to uses other than payment of the principal of and interest on the Bonds.

The Authority does not expect that it will have a source of revenues sufficient to pay Bonds if required rentals are not received under the lease. There is no indication that the required rentals will not be received.

The Authority does not have any taxing power. The Bonds do not constitute a debt of the Commonwealth, and neither the faith and credit nor the taxing authority of the Commonwealth is pledged to the payment of the principal or interest on the Bonds.

Trust Indenture

In connection with the issuance of the Bonds, the Authority entered into the Indenture with PNC Bank of Kentucky, Louisville, Kentucky (the "Trustee") (formerly Citizens Fidelity Bank and Trust). The Indenture (dated as of October 1, 1990), as supplemented by a First Supplemental Trust Indenture dated as of November 15, 2000 (and subsequent amendments shown in Footnote 1) between the Authority and The Bank of New York Mellon Trust Company, N.A. (formerly Chase Manhattan Trust Company N.A.), Louisville, Kentucky, as trustee, contain provisions establishing funds and accounts for segregation of assets and restricting the use of the proceeds of Bonds as well as other funds received.

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**ECONOMIC DEVELOPMENT REVITALIZATION ROAD PROJECTS  
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Cash and marketable securities of the various funds and accounts are restricted for the following purposes:

**Construction Fund** - construction costs are to include costs of preliminary studies, land acquisition (less consideration received for land sold), engineering, legal, administrative, and maintenance expenses during construction (less interest earned on unexpended construction funds). Construction costs are not amortized.

The Construction Fund records debt incurred to finance not only the construction of roads as provided in the Indenture, but has also borrowed funds to defease and partially defease bonds issued under the Indenture and other indentures. When funds are borrowed to defease or partially defease bonds issued under other indentures, this causes an outflow of funds and can result in a negative fund balance.

The Construction Fund has also incurred debt to finance the construction and improvement of roads owned by various local governments in the Commonwealth of Kentucky. When these funds are expended, this outflow of funds can result in a negative fund balance.

**Revenue Fund** - a depository for collections of monies received under lease agreements with the Cabinet. Transfers are made from this fund according to funding requirements of the Indenture. The Revenue Fund also has an operating account for payment of administrative costs.

**Debt Service Reserve Fund** - assets held as a reserve for payment of bond principal and interest if monies in the Bond Service Account are insufficient to make required payments.

**Escrow Fund** - this Fund was established October 1, 1992 as a depository for certain payments required under the First Supplemental Lease dated October 1, 1992 which will be used to purchase certain United States Government obligations in the amounts and on the dates as set forth in the Escrow Agreement dated October 1, 1992.

**Bond Fund** - this Fund is comprised of the following four accounts:

**Capitalized Interest Account** - payment of bond interest as may be provided in a series resolution;

**Bond Service Account** - payment of bond principal and interest;

**Redemption Account** - retirement of bonds, and;

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**Rebate Account** - this Account was established October 1, 1990 as a depository for amounts required to be paid to the United States of America pursuant to Section 148(F) of the Internal Revenue Code as determined by the Authority's rebate consultant.

Interfund Transfers

Interfund transfers for the year ended June 30, 2019 consisted of the following:

	Transfer from			Total
	Construction Fund	Revenue Fund	Bond Fund	
Transfer to Bond Fund	\$ -0-	\$ 154,413,383	\$ -0-	\$ 154,413,383

Transfers are used to move receipts restricted to debt service from the funds collecting the receipts to the Bond Fund as debt service payments become due.

**3. CONCENTRATION OF CREDIT RISK**

At June 30, 2019, the Authority maintained \$67,642,399 of cash and investments with the State Investment Pool of the State Investment Commission of the Commonwealth of Kentucky.

The State Investment Commission (the "Commission") is charged with the oversight of the Commonwealth's investment programs pursuant to Kentucky Revised Statutes ("KRS") 42.500.

The Commission delegates the day to day management of the Commonwealth's investments to the Office of Financial Management ("OFM"). The purpose of the investment pools is to provide economies of scale that enhance yield, ease of administration for both the user agencies and OFM, and increase accountability and control. All investments shall be permitted investments as defined in KRS 42.500 and as further limited by 200 Kentucky Administrative Regulations ("KAR") Chapter 14. Funds residing in the pools are available to be spent at any time. The Commonwealth has a custodial agreement with State Street Bank, which clears all security transactions and holds its securities. The Commonwealth also has tri-party custodial accounts with Bank of New York and J.P. Morgan Chase to facilitate the execution of repurchase agreements. The information concerning these investment pools has been obtained from OFM. The Authority had no collateral or insurance as security for the balance with the State Investment Commission at June 30, 2019, but it owns a proportionate interest in the securities held in the respective pools.

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**4. CASH, CASH EQUIVALENTS, AND INVESTMENTS**

At June 30, 2019, the Economic Development Revitalization Road Projects of the Authority held cash and cash equivalents consisting of the following:

State pool cash and equivalents	\$	7,727,909
U.S. Government money market funds		128,753,652
	\$	<u>136,481,561</u>

At June 30, 2019, the Economic Development Revitalization Road Projects of the Authority had the following investments and maturities:

<u>Investment Type</u>	<u>Fair Value</u>	<u>Less than One Year</u>	<u>1-5 Years</u>
State pool investments	\$ 59,914,491	\$ -0-	\$ 59,914,491

Interest Rate Risk

The State Investment Pools are managed within statute, administrative regulation and under review of the Commission. As a means of limiting its exposure to fair value losses arising from rising interest rates, the Authority's investment policy requires, at a minimum, an annual review of the investment maturities.

Credit Risk

The Indenture limits investments to U. S. Government backed securities, any corporation of the U. S. Government, Certificates of Deposit and Bankers Acceptances issued by highly rated banks, commercial paper in the highest rating category, securities issued by a state or local government rated in one of the three highest categories by a nationally-recognized rating agency, and any other investment permitted by KRS 42.500. The Authority did not have any investments at June 30, 2019, that were subject to credit risk.

Custodial Credit Risk

For an investment, 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, or collateral securities that are in the possession of an outside party. At June 30, 2019, all of the Economic Development Revitalization Road Project's cash, cash equivalents, and investments are insured, collateralized, or held by the Authority's counterparty in the Authority's name.

**ECONOMIC DEVELOPMENT REVITALIZATION ROAD PROJECTS  
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**5. PRIOR YEAR'S DEBT DEFEASANCE**

Concurrent with the issuance of the 2017 Series B in August 2017, the Authority refunded a portion of the 2011 Series A, a portion of the 2012 Series A and a portion of the 2013 Series A. Proceeds from the new bonds were used to purchase certain direct obligations of the United States of America, which were deposited with the Trustee in a refunding escrow account and pledged to pay debt service and interest on the refunded bonds. For financial reporting purposes, the debt has been considered defeased, and therefore removed as a liability from the Authority's financial statements. The total amount of defeased debt that remains outstanding at June 30, 2019, is approximately \$266.4 million.

**6. ECONOMIC DEVELOPMENT REVITALIZATION ROAD REVENUE BONDS**

At June 30, 2019, Economic Development Revitalization Road Revenue Bonds outstanding were as follows:

**2009 Series A**

Serial Bonds, 3.00% to 5.00%, refunded partially by 2016 Series A, with remaining annual payment \$7,335,000. Final scheduled maturity is July 1, 2019. \$ 7,335,000

**2010 Series A**

Serial Bonds, 3.00% to 5.00%, due annually in amounts ranging from \$22,900,000 to \$24,030,000. Final scheduled maturity is July 1, 2020. 46,930,000

**2010 Series B**

Term Bonds, 5.244% to 5.722%, due annually in amounts ranging from \$15,695,000 to \$25,170,000. Final scheduled maturity is July 1, 2030. 187,640,000

**2011 Series A**

Serial Bonds, 3.00% to 5.00%, refunded partially by 2017 with remaining annual payments ranging from \$3,785,000 to \$15,115,000. Final scheduled maturity is July 1, 2031. 40,775,000

**2012 Series A**

Serial Bonds, 2.50% to 5.00%, refunded partially by 2017 with remaining annual payments ranging from \$100,000 to \$18,285,000. Final scheduled maturity is July 1, 2032. 113,350,000

**2013 Series A**

Serial Bonds, 2.50% to 5.00%, refunded partially by 2017 with remaining annual payments ranging from \$7,260,000 to \$14,620,000. Final scheduled maturity is July 1, 2033. 119,570,000

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**2014 Series A**

Serial Bonds, 2.50% to 5.00%, due annually in amounts ranging from \$11,230,000 to \$14,740,000. Final scheduled maturity is July 1, 2025. 90,295,000

**2015 Series A**

Serial Bonds, 2.00% to 5.00%, due annually in amounts ranging from \$2,655,000 to \$4,795,000. Final scheduled maturity is July 1, 2033. 53,500,000

Term Bonds, 4.00% with a final scheduled maturity due date of July 1, 2035. 10,270,000

**2015 Series B**

Serial Bonds, 3.00% to 5.00%, due annually in amounts ranging from \$10,825,000 to \$14,970,000. Final scheduled maturity is July 1, 2026. 101,880,000

**2016 Series A**

Serial Bonds, 2.00% to 5.00%, with the first maturity date of July 1, 2016 in the amount of \$3,300,000. After this first payment starting on July 1, 2019 payments are due annually in amounts ranging from \$9,975,000 to \$26,595,000. Final scheduled maturity is July 1, 2029. 219,370,000

**2016 Series B**

Serial Bonds, 3.00% to 5.00%, due annually in amounts ranging from \$1,500,000 to \$3,070,000. Final scheduled maturity is July 1, 2034. Term Bonds, 3.900% with a final scheduled maturity due date of July 1, 2036. 39,075,000

**2017 Series A**

Serial Bonds, 2.00% to 5.00%, due annually in amounts ranging from \$990,000 to \$2,280,000. Final scheduled maturity is July 1, 2037. 27,415,000

**2017 Series B**

Serial Bonds, 2.50% to 5.00%, due annually in amounts ranging from \$3,560,000 to \$28,280,000. Final scheduled maturity is July 1, 2026. 146,350,000

**1,203,755,000**

Unamortized bond premium 88,450,410

Deferred loss on refunding (27,206,134)

**\$ 1,264,999,276**

**ECONOMIC DEVELOPMENT REVITALIZATION ROAD PROJECTS  
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The debt principal and interest requirements, net of related capitalized interest and Build America Bonds subsidy payments (see Note 2), for the years ending June 30 are as follows:

	Principal	Interest	Capitalized interest and Subsidies	Total
2020	\$ 99,515,000	\$ 56,066,859	\$ (3,605,598)	\$ 151,976,261
2021	92,000,000	51,663,380	(3,605,598)	140,057,782
2022	96,310,000	47,229,989	(3,374,613)	140,165,376
2023	90,485,000	42,786,083	(2,999,595)	130,271,488
2024	94,380,000	38,366,916	(2,707,399)	130,039,517
2025-2029	458,915,000	121,756,490	(8,656,969)	572,014,521
2030-2034	241,145,000	30,840,092	(617,081)	271,368,011
2035-2039	31,005,000	2,068,212	-0-	33,073,212
	<u>\$ 1,203,755,000</u>	<u>\$ 390,778,021</u>	<u>\$ (25,566,853)</u>	<u>\$ 1,568,966,168</u>

The following is a summary of long-term debt activity of the Economic Development Revitalization Road Projects for the year ended June 30, 2019:

	Balance July 1, 2018	Reductions	Amortization	Balance June 30, 2019	Due Within One Year
Bonds Payable	\$ 1,300,515,000	\$ (96,760,000)	\$	\$ 1,203,755,000	<u>\$ 99,515,000</u>
Bonds Premium	105,879,534		(17,429,124)	88,450,410	
Deferred Loss	(32,723,185)		5,517,051	(27,206,134)	
Total	<u>\$ 1,373,671,349</u>	<u>\$ (96,760,000)</u>	<u>\$ (11,912,073)</u>	<u>\$ 1,264,999,276</u>	

Redemption Provisions

2009 Series A Bonds

The 2009 Series A Bonds are subject to optional redemption prior to maturity as set forth below:

Optional Redemption - The 2009 Series A Bonds maturing on and after July 1, 2019 are subject to redemption prior to maturity in whole or in part, in the amount of \$5,000 or integral multiples thereof, on any date on or after July 1, 2019 at the redemption prices equal to 100% of principal amount redeemed plus accrued interest to the redemption date.

Selection of Bonds - If less than all of the 2009 Series A Bonds are to be called for redemption, the Authority will determine the maturities of the 2009 A Bonds to be redeemed. If less than all of the 2009 Series A Bonds of a single maturity are to be redeemed, the selection of the 2009 Series A Bonds to be redeemed, or portions thereof in the amounts of \$5,000 or any integral multiple thereof, will, so long as the 2009 Series A Bonds remain in book-entry form, be made by the depository and the participants (currently by way of a lottery process), and otherwise will be made at random by the Trustee, in such manner as the Trustee, in its discretion, may determine.

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Notice of Redemption - Notice of call for any redemption of the 2009 Series A Bonds will be given by the Trustee on behalf of the Authority, by mailing a copy of the redemption notice, at least 30 days prior to the date fixed for redemption, to the holders of the 2009 Series A Bonds to be redeemed as shown on the bond register for those 2009 Series A Bonds at the close of business on the 15<sup>th</sup> day preceding such mailing.

2010 Series A Bonds

The 2010 Series A Bonds are not subject to optional redemption prior to maturity.

2010 Series B Bonds

The 2010 Series B Bonds are subject to optional redemption prior to maturity as set forth below:

Optional Redemption - The 2010 Series B Bonds maturing on July 1, 2025 and July 1, 2030 are subject to redemption prior to maturity by written direction of the Authority, in whole or in part, at a redemption price equal to the "Make Whole Redemption Price" as defined in the Bond documents.

Extraordinary Optional Redemption - The 2010 Series B Bonds are subject to redemption prior to maturity at the option of the Authority, in whole or in part upon the occurrence of an "Extraordinary Event" at a redemption price equal to the greater of:

- 1) the principal amount of the 2010 Series B Bonds to be redeemed, less any original issue discount and plus any original issue premium related to such 2010 Series B Bonds; or
- 2) the sum of the present value of the remaining scheduled payments of principal and interest to the maturity date of such 2010 Series B Bonds to be redeemed, not including any portion of those payments of interest accrued and unpaid as of the date on which such 2010 Series B Bonds are to be redeemed, discounted to the date on which such 2010 Series B Bonds are to be redeemed on a semi-annual basis, assuming a 360-day year consisting of twelve 30-day months, at the Treasury Rate (described above) plus 100 basis points; plus, in each case, accrued interest on such 2010 Series B Bonds to be redeemed to the redemption date.

An "Extraordinary Event" will have occurred if Section 54AA or 6431 of the Internal Revenue Code of 1986, as amended (the "Code") (as such Sections were added by Section 1531 or ARRA, pertaining to "Build America Bonds") is modified, amended or interpreted in a manner pursuant to which the Authority's 35% cash subsidy payment from the United States Treasury is reduced or eliminated.

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Selection of Bonds - If less than all of the 2010 Series B Bonds are to be called for redemption, the Authority will determine the maturities of the 2010 Series B Bonds to be redeemed. If less than all of the 2010 Series B Bonds of a single maturity are to be redeemed, the selection of the 2010 Series B Bonds to be redeemed, or portions thereof in the amounts of \$5,000 or any integral multiple thereof, will, so long as the 2010 Series B Bonds remain in book-entry form, be made by the depository and the participants (currently by way of a lottery process), and otherwise will be made at random by the Trustee, in such manner as the Trustee, in its discretion, may determine.

Notice of Redemption - Notice of call for any redemption of the 2010 Series B Bonds will be given by the Trustee on behalf of the Authority, by mailing a copy of the redemption notice, at least 30 days prior to the date fixed for redemption, to the holders of the 2010 Series B Bonds to be redeemed as shown on the bond register for those 2010 B Bonds at the close of business on the 15<sup>th</sup> day preceding such mailing.

2011 Series A Bonds

The 2011 Series A Bonds are subject to optional redemption prior to maturity as set forth below:

Optional Redemption - The 2011 Series A Bonds maturing on or after July 1, 2022 are subject to redemption prior to maturity in whole or in part, in the amount of \$5,000 or integral multiples thereof, on any date on or after July 1, 2021 at the redemption prices equal to 100% of principal amount redeemed plus accrued interest to the redemption date.

Selection of Bonds - If less than all of the 2011 Series A Bonds are to be called for redemption, the Authority will determine the maturities of the 2011 Series A Bonds to be redeemed. If less than all of the 2011 Series A Bonds of a single maturity are to be redeemed, the selection of the 2011 Series A Bonds to be redeemed, or portions thereof in the amounts of \$5,000 or any integral multiple thereof, will, so long as the 2011 Series A Bonds remain in book-entry form, be made by the depository and the participants (currently by way of a lottery process), and otherwise will be made at random by the Trustee, in such manner as the Trustee, in its discretion, may determine.

Notice of Redemption - Notice of call for any redemption of the 2011 Series A Bonds will be given by the Trustee on behalf of the Authority, by mailing a copy of the redemption notice, at least 30 days prior to the date fixed for redemption, to the holders of the 2011 A Bonds to be redeemed as shown on the bond register for those 2011 Series A Bonds at the close of business on the 15<sup>th</sup> day preceding such mailing.

2012 Series A Bonds

The 2012 Series A Bonds are subject to optional redemption prior to maturity as set forth below:



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Optional Redemption - The 2012 Series A Bonds maturing on or after July 1, 2023 are subject to redemption prior to maturity in whole or in part, in the amount of \$5,000 or integral multiples thereof, on any date on or after July 1, 2022 at the redemption prices equal to 100% of principal amount redeemed plus accrued interest to the redemption date.

Selection of Bonds - If less than all of the 2012 Series A Bonds are to be called for redemption, the Authority will determine the maturities of the 2012 Series A Bonds to be redeemed. If less than all of the 2012 Series A Bonds of a single maturity are to be redeemed, the selection of the 2012 Series A Bonds to be redeemed, or portions thereof in the amounts of \$5,000 or any integral multiple thereof, will, so long as the 2012 Series A Bonds remain in book-entry form, be made by the depository and the participants (currently by way of a lottery process), and otherwise will be made at random by the Trustee, in such manner as the Trustee, in its discretion, may determine.

Notice of Redemption - Notice of call for any redemption of the 2012 Series A Bonds will be given by the Trustee on behalf of the Authority, by mailing a copy of the redemption notice, at least 30 days prior to the date fixed for redemption, to the holders of the 2012 Series A Bonds to be redeemed as shown on the bond register for those 2012 Series A Bonds at the close of business on the 15<sup>th</sup> day preceding such mailing.

2013 Series A Bonds

The 2013 Series A Bonds are subject to optional redemption prior to maturity as set forth below:

Optional Redemption - The 2013 Series A Bonds maturing on or after July 1, 2024 are subject to redemption prior to maturity in whole or in part, in the amount of \$5,000 or integral multiples thereof, on any date on or after July 1, 2023 at the redemption prices equal to 100% of principal amount redeemed plus accrued interest to the redemption date.

Selection of Bonds - If less than all of the 2013 Series A Bonds are to be called for redemption, the Authority will determine the maturities of the 2013 Series A Bonds to be redeemed. If less than all of the 2013 Series A Bonds of a single maturity are to be redeemed, the selection of the 2013 Series A Bonds to be redeemed, or portions thereof in the amounts of \$5,000 or any integral multiple thereof, will, so long as the 2013 Series A Bonds remain in book-entry form, be made by the depository and the participants (currently by way of a lottery process), and otherwise will be made at random by the Trustee, in such manner as the Trustee, in its discretion, may determine.

Notice of Redemption - Notice of call for any redemption of the 2013 Series A Bonds will be given by the Trustee on behalf of the Authority, by mailing a copy of the redemption notice, at least 30 days prior to the date fixed for redemption, to the holders of the 2013 Series A Bonds to be redeemed as shown on the bond register for those 2013 Series A Bonds at the close of business on the 15<sup>th</sup> day preceding such mailing.

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2014 Series A Bonds

The 2014 Series A Bonds are not subject to optional or mandatory sinking fund redemption.

2015 Series A Bonds

The 2015 Series A Bonds are subject to mandatory sinking fund and optional redemption prior to maturity as set forth below:

**Mandatory Sinking Fund Redemption** – The 2015 Series A Term Bonds maturing on or after July 1, 2036 are subject to mandatory sinking fund redemption prior to maturity at a redemption price of 100% of the principal amount thereof, plus accrued interest to the date of redemption, and will be redeemed on July 1, 2034 and July 1, 2035 in the principal amount of \$5,035,000 and \$5,235,000, respectively.

**Optional Redemption** - The 2015 Series A Bonds maturing on or after July 1, 2026 are subject to optional redemption prior to maturity in whole or in part, in the amount of \$5,000 or integral multiples thereof, on any date on or after July 1, 2025 at the redemption prices equal to 100% of principal amount redeemed plus accrued interest to the redemption date.

**Selection of Bonds** - If less than all of the 2015 Series A Bonds are to be called for redemption, the Authority will determine the maturities of the 2015 Series A Bonds to be redeemed. If less than all of the 2015 Series A Bonds of a single maturity are to be redeemed, the selection of the 2015 Series A Bonds to be redeemed, or portions thereof in the amounts of \$5,000 or any integral multiple thereof, will, so long as the 2015 Series A Bonds remain in book-entry form, be made by the depository and the participants (currently by way of a lottery process), and otherwise will be made at random by the Trustee, in such manner as the Trustee, in its discretion, may determine.

**Notice of Redemption** - Notice of call for any redemption of the 2015 Series A Bonds will be given by the Trustee on behalf of the Authority, by mailing a copy of the redemption notice, at least 30 days prior to the date fixed for redemption, to the holders of the 2015 Series A Bonds to be redeemed as shown on the bond register for those 2015 Series A Bonds.

2015 Series B Bonds

The 2015 Series B Bonds are not subject to optional or mandatory sinking fund redemption.

2016 Series A Bonds

The 2016 Series A Bonds are subject to optional redemption prior to maturity as set forth below:

**ECONOMIC DEVELOPMENT REVITALIZATION ROAD PROJECTS  
OF THE TURNPIKE AUTHORITY OF KENTUCKY**

NOTES TO FINANCIAL STATEMENTS  
JUNE 30, 2019

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Optional Redemption - The 2016 Series A Bonds maturing on or after July 1, 2027 are subject to optional redemption prior to maturity in whole or in part, in the amount of \$5,000 or integral multiples thereof, on any date on or after July 1, 2026 at the redemption prices equal to 100% of principal amount redeemed plus accrued interest to the redemption date.

Selection of Bonds - If less than all of the 2016 Series A Bonds are to be called for redemption, the Authority will determine the maturities of the 2016 Series A Bonds to be redeemed. If less than all of the 2016 Series A Bonds of a single maturity are to be redeemed, the selection of the 2016 Series A Bonds to be redeemed, or portions thereof in the amounts of \$5,000 or any integral multiple thereof, will, so long as the 2016 Series A Bonds remain in book-entry form, be made by the depository and the participants (currently by way of a lottery process), and otherwise will be made at random by the Trustee, in such manner as the Trustee, in its discretion, may determine.

Notice of Redemption - Notice of call for any redemption of the 2016 Series A Bonds will be given by the Trustee on behalf of the Authority, by mailing a copy of the redemption notice, at least 30 days prior to the date fixed for redemption, to the holders of the 2016 Series A Bonds to be redeemed as shown on the bond register for those 2016 Series A Bonds.

2016 Series B Bonds

The 2016 Series B Bonds are subject to optional redemption prior to maturity as set forth below:

Optional Redemption - The 2016 Series B Bonds maturing on or after July 1, 2027 are subject to optional redemption prior to maturity in whole or in part, in the amount of \$5,000 or integral multiples thereof, on any date on or after July 1, 2026 at the redemption prices equal to 100% of principal amount redeemed plus accrued interest to the redemption date.

Selection of Bonds - If less than all of the 2016 Series B Bonds are to be called for redemption, the Authority will determine the maturities of the 2016 B Bonds to be redeemed. If less than all of the 2016 A Bonds of a single maturity are to be redeemed, the selection of the 2016 A Bonds to be redeemed, or portions thereof in the amounts of \$5,000 or any integral multiple therefore will be made by the Trustee in such matter as the Authority in its discretion may deem proper.

Notice of Redemption - Notice of call for any redemption of the 2016 Series B Bonds will be given by the Trustee on behalf of the Authority, by mailing a copy of the redemption notice, at least 30 days prior to the date fixed for redemption, to the Holders of the 2016 B Bonds to be redeemed as shown on the bond register for those 2016 B Bonds.

2017 Series A Bonds

The 2017 Series A Bonds are subject to optional redemption prior to maturity as set forth below:

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**ECONOMIC DEVELOPMENT REVITALIZATION ROAD PROJECTS  
OF THE TURNPIKE AUTHORITY OF KENTUCKY**

NOTES TO FINANCIAL STATEMENTS  
JUNE 30, 2019

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Optional Redemption - The 2017 Series A Bonds maturing on or after July 1, 2028 are subject to optional redemption prior to maturity in whole or in part, in the amount of \$5,000 or integral multiples thereof, on any date on or after July 1, 2027 at the redemption prices equal to 100% of principal amount redeemed plus accrued interest to the redemption date.

Selection of Bonds - If less than all of the 2017 Series A Bonds are to be called for redemption, the Authority will determine the maturities of the 2017 A Bonds to be redeemed. If less than all of the 2017 A Bonds of a single maturity are to be redeemed, the selection of the 2017 A Bonds to be redeemed, or portions thereof in the amounts of \$5,000 or any integral multiple therefore will be made by the Trustee in such matter as the Authority in its discretion may deem proper.

Notice of Redemption - Notice of call for any redemption of the 2017 Series A Bonds will be given by the Trustee on behalf of the Authority, by mailing a copy of the redemption notice, at least 30 days prior to the date fixed for redemption, to the Holders of the 2017 A Bonds to be redeemed as shown on the bond register for those 2017 A Bonds. Holders of the 2017 A Bonds to be redeemed as shown on the bond register for those 2017 A Bonds.

2017 Series B Bonds

The 2017 Series B Bonds are subject to optional redemption prior to maturity as set forth below:

Optional Redemption - The 2017 Series B Bonds maturing on or after July 1, 2028 are subject to optional redemption prior to maturity in whole or in part, in the amount of \$5,000 or integral multiples thereof, on any date on or after July 1, 2027 at the redemption prices equal to 100% of principal amount redeemed plus accrued interest to the redemption date.

Selection of Bonds - If less than all of the 2017 Series B Bonds are to be called for redemption, the Authority will determine the maturities of the 2017 B Bonds to be redeemed. If less than all of the 2017 B Bonds of a single maturity are to be redeemed, the selection of the 2017 B Bonds to be redeemed, or portions thereof in the amounts of \$5,000 or any integral multiple therefore will be made by the Trustee in such matter as the Authority in its discretion may deem proper.

Notice of Redemption - Notice of call for any redemption of the 2017 Series B Bonds will be given by the Trustee on behalf of the Authority, by mailing a copy of the redemption notice, at least 30 days prior to the date fixed for redemption, to the Holders of the 2017 B Bonds to be redeemed as shown on the bond register for those 2017 B Bonds.

**7. ENCUMBRANCES**

At June 30, 2019, there were encumbrances outstanding at the Cabinet for construction costs on the Economic Development Revitalization Projects in the amount of \$28,057,747, which the Authority will be responsible for in future years.

**ECONOMIC DEVELOPMENT REVITALIZATION ROAD PROJECTS  
OF THE TURNPIKE AUTHORITY OF KENTUCKY**

NOTES TO FINANCIAL STATEMENTS  
JUNE 30, 2019

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**8. FAIR VALUE MEASUREMENTS**

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described as follows:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Authority has the ability to access.

Level 2: Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means. If an asset or liability has a specified (contractual) term, the level 2 inputs must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurements.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets and liabilities measured at fair value. There have been no changes in the methodologies used at June 30, 2019.

*U.S. Government money market funds:* Generally, transact subscription and redemption activity at a \$1 stable net asset value (NAV) however, on a daily basis the funds are valued at their daily NAV calculated using the amortized cost of the securities held in the fund.

The following table sets forth by level, within the hierarchy, the Authority's assets measured at fair value at June 30, 2019:

	Level 1	Level 2	Level 3	Total
U.S. Government Money Market Funds	\$ -0-	\$ 128,753,642	\$ -0-	\$ 128,753,642
State Pool Investments	-0-	67,642,399	-0-	67,642,399
	<u>\$ -0-</u>	<u>\$ 196,396,041</u>	<u>\$ -0-</u>	<u>\$ 196,396,041</u>

The Authority's policy is to recognize transfers between levels as of the actual date of the event or change in circumstances. There were no transfers between levels during the year ended June 30, 2019.

**SUPPLEMENTARY INFORMATION**

**ECONOMIC DEVELOPMENT REVITALIZATION ROAD PROJECTS  
OF THE TURNPIKE AUTHORITY OF KENTUCKY**

BOND FUND - COMBINING SCHEDULE OF ACCOUNTS  
STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN FUND BALANCES  
TRUST INDENTURE BASIS  
YEAR ENDED JUNE 30, 2019

	Bond Service Account	Capitalized Interest Account	Redemption Account	Rebate Account	Total Bond Fund
Revenues:					
Interest expense reimbursement	\$ 3,374,840	\$ -0-	\$ -0-	\$ -0-	\$ 3,374,840
Interest Income	43,393	-0-	-0-	-0-	43,393
Total revenues	3,418,233	-0-	-0-	-0-	3,418,233
Expenses:					
Interest expense	58,328,328	-0-	-0-	-0-	58,328,328
Principal amount of bonds redeemed	96,760,000	-0-	-0-	-0-	96,760,000
Total expenses	155,088,328	-0-	-0-	-0-	155,088,328
Deficiency of revenues over expenses	(151,670,095)	-0-	-0-	-0-	(151,670,095)
Other financing sources:					
Operating transfers in	154,413,383	-0-	-0-	-0-	154,413,383
Total other financing sources	154,413,383	-0-	-0-	-0-	154,413,383
Excess (deficiency) of revenues and other financing sources over expenses and other financing uses	2,743,288	-0-	-0-	-0-	2,743,288
Fund balances, beginning of year	96,817,424	-0-	-0-	-0-	96,817,424
Fund balances, end of year	<u>\$ 99,560,712</u>	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ 99,560,712</u>

*See report of independent auditors.*

**ECONOMIC DEVELOPMENT REVITALIZATION ROAD PROJECTS  
OF THE TURNPIKE AUTHORITY OF KENTUCKY**

CONSTRUCTION FUND  
SCHEDULE OF PROJECT COSTS  
JANUARY 1, 1991 TO JUNE 30, 2019

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Design	\$	80,970,616
Right of Way		169,778,791
Utilities		113,732,555
Construction		2,047,692,206
Planning		<u>398,867</u>
Total all Projects	\$	<u>2,412,573,035</u>

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*See report of independent auditors.*





**REPORT OF INDEPENDENT AUDITORS ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH GOVERNMENT AUDITING STANDARDS**

To the Members  
Turnpike Authority of Kentucky  
Frankfort, Kentucky

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the Economic Development Revitalization Road Projects of the Turnpike Authority of Kentucky (the "Authority"), as of and for the year ended June 30, 2019, and the related notes to financial statements, and have issued our report thereon dated as of the date of this letter. The financial statements present only the Economic Development Revitalization Road Projects Fund and do not purport to, and do not, present fairly the financial position of the Turnpike Authority of Kentucky, as of June 30, 2019, and the changes in its financial position, or, where applicable, its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America. Our report included an emphasis-of-matter paragraph stating the financial statements were prepared on a basis of accounting other than accounting principles generally accepted in the United States of America.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Authority's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Authority's internal control. Accordingly, we do not express an opinion on the effectiveness of the Authority's internal control.

*A deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a

material misstatement of the Authority's financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weakness or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

#### Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Authority's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of the financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

#### Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Authority's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

*Blue & Co., LLC*

Lexington, Kentucky  
November 19, 2019

**ECONOMIC DEVELOPMENT REVITALIZATION ROAD PROJECTS  
OF THE TURNPIKE AUTHORITY OF KENTUCKY**

SCHEDULE OF FINDINGS AND RESPONSES  
YEAR ENDED JUNE 30, 2019

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Summary of Auditor's Results

We have issued an unmodified opinion dated November 19, 2019, on the special-purpose financial statements of the Economic Development Revitalization Road Projects of the Turnpike Authority of Kentucky as of and for the year ended June 30, 2019, prepared in conformity with the accounting principles specified in Section 709 of the Trust Indenture, as amended, between the Authority and Citizens Fidelity Bank and Trust company, which is a basis of accounting other than accounting principles generally accepted in the United States of America.

Our audit disclosed no instances of noncompliance that are material to the financial statements.

Findings Related to the Financial Statements

Our audit disclosed no findings that are required to be reported in accordance with *Government Auditing Standards*.

Summary of Prior Year Findings

The prior-year audit disclosed no findings that are required to be reported in accordance with *Government Auditing Standards* for the year ended June 30, 2018.