

Preliminary Official Statement Dated November 7, 2013

NEW ISSUE – BOOK-ENTRY ONLY

RATINGS: (See “RATINGS” herein)
Standard & Poor’s: AAA
Moody’s: Aa1
Fitch: AA+

In the opinion of Bond Counsel to the Department, (i) assuming compliance with certain covenants described herein, under existing statutes, regulations and decisions, interest on the Bonds will be excludable from gross income for federal income tax purposes; (ii) and under the Act, the Bonds, their transfer, the interest payable on them, and any income derived from them, including any profit realized in their sale or exchange, shall be exempt at all times from every kind and nature of taxation by the State of Maryland or by the political subdivisions, municipal corporations, or public agencies of any kind of the State of Maryland; no opinion is expressed as to estate or inheritance taxes or any other taxes not levied or assessed directly on the Bonds, their transfer or the income therefrom. Interest on the Bonds is not a specific preference item for purposes of the federal alternative minimum tax; provided, however, that interest on the Bonds may be included in a corporation’s “adjusted current earnings” in the calculation of a corporation’s alternative minimum taxable income for federal income tax purposes. See “TAX MATTERS.”



\$250,000,000* **Department of Transportation of Maryland** **Consolidated Transportation Bonds, Series 2013 (Second Issue)**

Dated: Date of Delivery

Due: December 1 on years as shown herein

Redemption	The \$250,000,000* Consolidated Transportation Bonds, Series 2013 (Second Issue) (the “Bonds”) are subject to redemption prior to their stated maturities at the option of the Department of Transportation of Maryland (the “Department”), as described herein under “THE BONDS- Redemption”.
Security	The Bonds are obligations of the Department only, payable as to both principal and interest solely from the proceeds of certain taxes and, to the extent needed, other revenues credited to the Department. See “SECURITY”. THE BONDS ARE NOT AND SHALL NOT BE DEEMED TO CONSTITUTE A PLEDGE OF THE FULL FAITH AND CREDIT OF THE STATE OF MARYLAND.
Purpose	Proceeds from the Bonds will provide a portion of the capital funds needed for the Consolidated Transportation Program. Please see “PURPOSE OF THE BONDS”.
Interest Payment Dates	June 1 and December 1, commencing June 1, 2014
Denomination	\$5,000, or any integral multiple thereof
Maturity Schedules	See inside cover
Closing/Settlement	On or about December 12, 2013
Bond Counsel	Kutak Rock LLP
Financial Advisors	Public Financial Management, Inc. and Strategic Solutions Center, LLC
Paying Agent/Registrar	Department of Transportation of Maryland
Book-Entry Only Form	The Depository Trust Company, please see “THE BONDS — Book-Entry Only System”

FOR MATURITY SCHEDULES SEE INSIDE COVER

The Bonds are offered for delivery, when and if issued, subject to the unqualified approving opinion of Kutak Rock LLP, Washington, D.C., Bond Counsel. Certain legal matters will be passed upon for the Department by the Office of the Attorney General of the State of Maryland. It is expected that the Bonds in definitive form will be available for delivery through the facilities of The Depository Trust Company in New York, New York on or about December 12, 2013.

The date of this Official Statement is

This cover page contains certain information for quick reference only. It is not a summary of the Official Statement. Investors must read the entire Official Statement to obtain information essential to the making of an informed decision.

*Preliminary, subject to change

This Preliminary Official Statement and the information contained herein are subject to completion, amendment or other change without any notice. These securities may not be sold nor may offers to buy be accepted prior to the time the Official Statement is delivered in final form. Under no circumstances shall this Preliminary Official Statement constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

\$250,000,000* Consolidated Transportation Bonds, Series 2013 (Second Issue)

Maturities, Amounts, Interest Rates, Prices and CUSIP Numbers

<u>Maturing December 1</u>	<u>Principal Amount*</u>	<u>Interest Rate¹</u>	<u>Price¹</u>	<u>CUSIP²</u>
2016	\$15,425,000	%		
2017	15,885,000	%		
2018	16,360,000	%		
2019	16,855,000	%		
2020	17,360,000	%		
2021	18,050,000	%		
2022	18,775,000	%		
2023	19,525,000	%		
2024	20,305,000	%		
2025	21,220,000	%		
2026	22,280,000	%		
2027	23,395,000	%		
2028	24,565,000	%		

¹ The interest rates shown above are the interest rates payable by the Department resulting from the successful bid for the Bonds on November 20, 2013 by a group of banks and investment banking firms. The interest rates and prices shown above were furnished by the successful bidder. All the information concerning the terms of reoffering of the Bonds should be obtained from the successful bidder and not from the Department. See "SALE AT COMPETITIVE BIDDING".

² CUSIP is a registered trademark of the American Bankers Association. CUSIP data herein are provided by CUSIP Global Services, which is managed by S&P Capital IQ, a division of McGraw Hill Financial, and the Department takes no responsibility for the accuracy thereof. These data are not intended to create a database and does not serve in any way as a substitute for CUSIP Global Services.

*Preliminary, subject to change

STATE OF MARYLAND

Martin O'Malley, Governor

Department of Transportation of Maryland

James T. Smith, Jr., Secretary

Leif A. Dormsjo, Deputy Secretary
Planning and Project Management

Wilson H. Parran, Deputy Secretary
Administrations and Operations

Approving Legal Opinion

Kutak Rock LLP
Washington, D.C.
Bond Counsel

Financial Advisors

Public Financial Management, Inc.
Atlanta, Georgia

Strategic Solutions Center, LLC
Landover, Maryland

TABLE OF CONTENTS

	<u>Page</u>
SUMMARY STATEMENT	i
INTRODUCTION	1
PURPOSE OF THE BONDS	1
THE BONDS	1
RATINGS	2
SALE AT COMPETITIVE BIDDING	2
SECURITY	3
ADDITIONAL BONDS	4
THE DEPARTMENT	5
CONSOLIDATED TRANSPORTATION PROGRAM	8
TRANSPORTATION FACILITIES AND PROGRAMS	8
THE TRANSPORTATION TRUST FUND	14
PLEDGED TAXES AND NET REVENUES	19
OUTSTANDING INDEBTEDNESS	20
DEBT SERVICE REQUIREMENTS AND ESTIMATED COVERAGES	21
LEASE AND CONDITIONAL PURCHASE FINANCINGS	22
OTHER LONG-TERM LIABILITIES	23
FINANCIAL AND ACCOUNTING SYSTEM	24
LITIGATION	25
INSURANCE	25
EMPLOYEE RELATIONS	25
RETIREMENT PLANS	26
STATE GOVERNMENT	27
FINANCIAL ADVISORS	37
REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS	37
TAX MATTERS	37
CONTINUING DISCLOSURE	39
LEGAL MATTERS	39
Appendix A — Audited Financial Statements	A-1
Appendix B — State Demographic and Economic Data	B-1
Appendix C — Form of Opinion of Bond Counsel	C-1
Appendix D — Form of Continuing Disclosure Agreement	D-1
Appendix E — Book-Entry Only System	E-1
Appendix F — Official Notice of Sale	F-1

No dealer, broker, salesman or any other person has been authorized by the Department to give any information or to make any representations, other than those contained in this Official Statement, and if given or made, such other information or representations must not be relied upon as having been authorized by the Department. 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 securities described herein by any person, in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale. The information set forth herein has been provided by the Department and other sources. The Department believes that the information contained in this Official Statement is correct and complete and has no knowledge of any inaccuracy or incompleteness as to any of the information herein contained. The information and expressions of opinion herein are subject to change without notice and neither the delivery of this Official Statement nor any sale of the bonds shall, under any circumstances, create any implication that there has been no change in the affairs of the Department since the date hereof.

No quotations from or summaries or explanations of provisions of law and documents herein purport to be complete and reference is made to such laws and documents for full and complete statements of their provisions. This Official Statement is not to be construed as a contract or agreement between the Department and the purchasers or holders of any of the securities described herein. Any statements made in this Official Statement involving estimates or matters of opinion, whether or not expressly so stated, are intended merely as estimates or opinions and not as representations of fact. The cover page hereof, list of officials, this page and the appendices attached hereto are part of this Official Statement.

NO REGISTRATION STATEMENT RELATING TO THE BONDS HAS BEEN FILED WITH THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION OR WITH ANY STATE SECURITY AGENCY. THE BONDS HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES AGENCY NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES AGENCY PASSED UPON THE ACCURACY OR ADEQUACY OF THIS OFFICIAL STATEMENT. ANY REPRESENTATION TO THE CONTRARY MAY BE A CRIMINAL OFFENSE.

SUMMARY STATEMENT

(Subject in all respects to more complete information in this
Official Statement to which the reader is specifically referred)

THE DEPARTMENT OF TRANSPORTATION OF MARYLAND — The Department has responsibility for most transportation facilities and programs owned by the State of Maryland (the “State”), exclusive of toll facilities. This responsibility includes the planning, financing, construction, operation and maintenance of various transportation facilities, including highway, transit, port, aviation and motor vehicle administration facilities.

CONSOLIDATED TRANSPORTATION PROGRAM — The Department maintains a Consolidated Transportation Program (the “CTP”) to meet the transportation requirements of the State and continually reviews the CTP considering current and anticipated economic factors. The CTP is developed in accordance with the current projection of six-year financial resources and is within the framework of the Maryland Transportation Plan, the long-range State plan for transportation. The CTP is flexible and is adjusted to reflect revenue fluctuations so that available funds may be concentrated on the most important projects.

THE TRANSPORTATION TRUST FUND — The Transportation Trust Fund is credited with transportation-related receipts, including portions of motor vehicle fuel taxes, the State’s corporation income tax, the excise tax on motor vehicle titling, the sales and use tax, registration fees for motor vehicles, and all bus and rail fares, port fees and airport revenues, together with bond and note proceeds, federal grants, and other receipts. Capital expenditures are financed from net revenues of the Department, federal grants and the proceeds of sales of Consolidated Transportation Bonds, certificates of participation, and conduit financings.

PURPOSE OF THE BONDS — The Bonds are being issued for the purpose, after payment of issuance expenses, including underwriter’s cost, of providing a portion of the capital funds for certain projects in the CTP including highway and certain other transportation activities of the Department.

SECURITY — Principal of and interest on the Bonds are payable from the proceeds of certain taxes levied by statute and applicable to the extent necessary for that exclusive purpose before being available for other uses by the Department. If the tax proceeds pledged to the payment of principal of and interest on the Bonds become insufficient to meet debt service requirements, other receipts of the Department are available for that purpose.

The Department, in its discretion, is allowed to issue bonds without a debt service reserve component and to deposit in the statutory sinking fund only the amount as may be required to pay the principal of and interest on bonds as and when due. Pursuant to that authority, the Department has determined to issue the Bonds without a debt service reserve component and to deposit in the statutory sinking fund for the Bonds only the amounts required from time to time to pay the principal of and interest on the Bonds as and when due.

The Bonds will be of equal priority with previously issued and outstanding Consolidated Transportation Bonds (the “Outstanding Bonds”) with exception as described herein, and any additional Consolidated Transportation Bonds hereafter issued (the “Additional Bonds”) as discussed below.

CONTINUING DISCLOSURE — The Department will provide annual financial and other information, including notice of certain events, in order to assist the successful bidder in complying with United States Securities and Exchange Commission Rule 15c2-12(b)5 (“Rule 15c2-12”). Appropriate periodic credit information will be provided to the rating agencies maintaining ratings on the Bonds. See “FORM OF CONTINUING DISCLOSURE AGREEMENT” in Appendix D.

The Department believes that it has complied with its obligations under its existing Continuing Disclosure Agreements executed pursuant to Rule 15c2-12.

ESTIMATED DEBT SERVICE COVERAGE — Maximum annual principal and interest requirements on the Bonds and the Outstanding Bonds after issuance of the Bonds total \$262,958,513* in the fiscal year ending June 30, 2017. Net receipts under the first test described herein under “ADDITIONAL BONDS” for the fiscal year ended June 30, 2013 would be 3.15* times maximum principal and interest requirements on such debt. Total proceeds from pledged taxes under the second test described herein under “ADDITIONAL BONDS” for the fiscal year ended June 30, 2013, would be 5.26* times maximum annual principal and interest requirements on such debt.

*Preliminary, subject to change

ADDITIONAL BONDS — In accordance with certain provisions of the Act (as defined in the “INTRODUCTION” on Page 1) the aggregate principal amount of Consolidated Transportation Bonds that may be outstanding is \$4,500,000,000, which amount was increased from \$2,600,000,000 pursuant to legislation enacted by the 2013 legislative session of the Maryland General Assembly (“General Assembly”). In addition, provisions of the Act state that the General Assembly shall establish in the budget for any fiscal year the maximum outstanding aggregate amount of these bonds as of June 30 of the respective fiscal year that does not exceed \$4,500,000,000. As established in the budget for fiscal year 2014, the maximum aggregate principal amount of Consolidated Transportation Bonds that may be outstanding as of June 30, 2014 is \$2,292,670,000. Upon issuance of the Bonds, the principal amount of outstanding Consolidated Transportation Bonds will be \$1,842,770,000*. After payment of serial maturities on outstanding Consolidated Transportation Bonds during the remainder of fiscal year 2014, Consolidated Transportation Bonds outstanding as of June 30, 2014 will be \$1,737,670,000*, assuming no Additional Bonds (defined herein) are issued in fiscal year 2014. Under the terms of the resolution authorizing the issuance of the Bonds, Additional Bonds of equal priority with the Bonds and any Outstanding Bonds, with exception as further described herein under “SECURITY”, may be issued provided, among other conditions, that (i) total receipts (excluding federal grants for capital projects, bond and note proceeds, and other receipts not available for debt service) less administration, operation and maintenance expenses for the preceding fiscal year shall equal at least two times maximum annual debt service on all Consolidated Transportation Bonds outstanding and to be issued and that (ii) total proceeds from pledged taxes for the preceding fiscal year shall equal at least two times maximum annual debt service on all Consolidated Transportation Bonds outstanding and to be issued.

CONTINGENT SUBORDINATE INDEBTEDNESS — As discussed further herein, when the Department or the Maryland Transportation Authority (the “Authority”) makes a pledge of or uses existing or anticipated federal funds for the payment of special transportation project revenue bonds or Authority bonds, respectively, and such future federal aid is insufficient to pay the principal of and interest on such bonds, the taxes levied under the Act and irrevocably pledged to the principal of and interest on the Bonds are irrevocably pledged to the payment of the principal of and interest on such special transportation project revenue bonds or such bonds of the Authority; provided, however, that the statutory lien and pledge created for the benefit of such special transportation project revenue bonds or such bonds of the Authority shall at all times be subordinate to the pledge and lien for the Bonds and for other Consolidated Transportation Bonds. The Authority has issued such subordinated bonds.

*Preliminary, subject to change

**OFFICIAL STATEMENT
OF THE
DEPARTMENT OF TRANSPORTATION OF MARYLAND
RELATING TO
\$250,000,000*
CONSOLIDATED TRANSPORTATION BONDS,
SERIES 2013 (SECOND ISSUE)**

INTRODUCTION

This Official Statement, including the cover page and Appendices attached hereto, sets forth information concerning the State of Maryland (the “State”), the Department of Transportation of Maryland (the “Department”), Consolidated Transportation Bonds, and the Department’s \$250,000,000* Consolidated Transportation Bonds, Series 2013 (Second Issue) (the “Bonds”). The Bonds are obligations of the Department authorized to be issued by Sections 3-101 to 3-217, inclusive, of the Transportation Article of the Annotated Code of Maryland (2008 Replacement Volume as amended and supplemented) (the “Act”), by resolutions of the Board of Public Works of Maryland (the “Board of Public Works”) adopted on October 16, 2013, and by a resolution of the Secretary of Transportation dated as of October 25, 2013 (the “Resolution”).

The Department was created as a principal department of the State government in 1971. The head of the Department is the Secretary of Transportation (the “Secretary”) who is appointed by the Governor with the advice and consent of the Senate.

PURPOSE OF THE BONDS

The Department is issuing the Bonds for the purpose, after payment of issuance expenses, including underwriter’s cost, of providing a portion of the capital funds needed for the Consolidated Transportation Program (the “CTP”) developed by the Department to provide comprehensive planning and coordinated implementation for the highway, transit, port and aviation activities of the State. See “CONSOLIDATED TRANSPORTATION PROGRAM” and “TRANSPORTATION FACILITIES AND PROGRAMS”.

THE BONDS

General

The Bonds, in the aggregate principal amount of \$250,000,000*, are dated as of the date of their delivery, and will mature on December 1 of the years and in the principal amounts shown on the inside cover of this Official Statement. The Bonds shall bear interest from their date until paid at the rate or rates set forth on the inside cover (computed on the basis of a 360-day year composed of twelve 30-day months) payable commencing on June 1, 2014 and semiannually thereafter on December 1 and June 1 of each year (the “Interest Payment Dates”) until maturity unless redeemed prior to maturity as provided herein under “Redemption Provisions.” If the Interest Payment Date is not a Business Day (herein defined), then the interest will be paid on the next succeeding Business Day. “Business Day” means a day other than a Saturday, Sunday or day on which banking institutions are closed.

The Bonds are issuable as fully registered bonds as to both principal and interest in the denomination of \$5,000 each, or any integral multiple thereof. The Bonds will be maintained under a book-entry system. Individual purchasers shall have no right to receive physical possession of the Bonds, and any payment of the principal or redemption price of, and interest on, the Bonds will be made as described under “Book-Entry Only System” below. The registration, exchange and transfer of the Bonds shall be made at the Department at its principal office in Anne Arundel County, Maryland or at the principal office of any other registrar/paying agent designated by the Secretary (the “Registrar/Paying Agent”). The Department is initially designated as the Registrar/Paying Agent.

*Preliminary, subject to change

So long as the Bonds are maintained in book-entry form, interest on the Bonds will be paid by electronic funds transfer to the registered owner thereof in whose name the Bonds are registered at the close of business on the 15th day of the month immediately preceding the Interest Payment Date. The principal of and any redemption premium of the Bonds will be payable upon presentation and surrender of the Bonds on or after the date of maturity or redemption at the principal office of the Department or at the principal office of any other Registrar/Paying Agent designated by the Secretary.

Book-Entry Only System

The Bonds will be registered initially in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York, to which principal and interest payments on the Bonds will be made so long as Cede & Co. is the registered owner of the Bonds. Individual purchases of the Bonds will be made only in book-entry form. Individual purchasers of the Bonds will not receive physical delivery of bond certificates. See Appendix E – “BOOK-ENTRY ONLY SYSTEM” for a complete description of this process.

Redemption

The Bonds maturing on or after December 1, 2022 are subject to redemption on or after December 1, 2021 as a whole or in part at the option of the Secretary, on behalf of the Department, on at least 30 days prior notice and, if in part, in any order of maturity at the option of the Secretary, at the redemption price of par (100%), plus accrued interest thereon, if any, to the date fixed for redemption.

RATINGS

Standard & Poor's Ratings Services, a division of McGraw Hill Financial, Moody's Investors Service, Inc., and Fitch Ratings have given the Bonds ratings of AAA, Aa1 and AA+, respectively. An explanation of the significance of each rating may be obtained from the rating agency furnishing it. The Department furnished to such rating agencies certain materials and information about the Bonds and the Department. Generally, rating agencies base their ratings on such materials and information, as well as their own investigations, studies and assumptions. It should be noted that the ratings may be changed at any time and that no assurance can be given that they will not be revised downward, suspended or withdrawn by any or all rating agencies, if in the judgment of any or all, circumstances should warrant such actions. Any downward revision, suspension or withdrawal of any of the ratings could have an adverse effect on the market prices for the Bonds.

SALE AT COMPETITIVE BIDDING

The Bonds were sold by the Department at competitive bidding on November 20, 2013 in accordance with the Official Notice of Sale. The interest rates shown on the inside cover page of this Official Statement are the interest rates resulting from the award of the Bonds at the competitive bidding.

The award of the Bonds was made to the bidder offering the lowest true interest cost (“TIC”) to the Department. The lowest true interest cost was determined in accordance with the TIC method, by doubling the semiannual interest rate, compounded semiannually, necessary to discount the debt service payments from the payment dates to the date of the Bonds and to the amount bid, not including interest accrued to the date of delivery.

The prices shown on the inside cover page of this Official Statement were furnished by the successful bidder for the Bonds. Other information concerning the terms of reoffering of the Bonds, including yields or prices, should be obtained from the successful bidder and not from the Department.

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SECURITY

The principal of and interest on the Bonds are payable from the proceeds of certain taxes that are levied by statute and irrevocably pledged to that exclusive purpose before being available for other uses. As provided in the Act, as amended by legislation enacted by the General Assembly at its 2013 session (Chapter 429, Laws of Maryland, 2013 (“Chapter 429”)), the taxes so pledged beginning July 1, 2013, are: (i) the motor fuel tax revenue at the Base Tax Rate (as described under “THE TRANSPORTATION TRUST FUND — Taxes and Fees”), less 2.3% which is distributable to the Chesapeake Bay 2010 Trust Fund, less .5% which is distributable to the Waterway Improvement Fund, and less 9.6% of the remainder which is distributable to the political subdivisions of the State; (ii) the motor fuel tax revenue derived from increases in the tax rate above the Base Tax Rate based on annual changes in the Consumer Price Index; (iii) the motor fuel tax revenue attributable to the sales and use tax equivalent rate based upon the product of the average annual retail price, less state and federal taxes, and specified percentage rates; (iv) a portion of the revenues from the collection of the corporation income tax, less 9.6% which is distributable to the political subdivisions of the State (see discussion on Chapter 397 revisions herein); (v) 90.4% of 2/3 of the excise tax on the fair market value of motor vehicles, excluding trade in allowance, for which title certificates are issued, plus 100% of 1/3 of such excise tax (with the remaining 9.6% of 2/3 of such tax distributable to the political subdivisions of the State); and (vi) 90.4% of 4/5 of the 45% of the revenues from the collection of the sales and use tax on short-term vehicle rentals, plus 100% of 1/5 of the 45% of these sales and use tax revenues (with the remaining 9.6% of 4/5 of 45% of such tax revenues distributable to the political subdivisions of the State).¹ See “THE TRANSPORTATION TRUST FUND – Taxes and Fees” for a more detailed description of pledged taxes.

In addition, other receipts of the Department (excluding federal grants for capital projects, bond and note proceeds, or other receipts not available for debt service) are available to meet debt service if the pledged tax proceeds should become insufficient. See “THE TRANSPORTATION TRUST FUND — Taxes and Fees.”

Chapter 397, Laws of Maryland 2011 enacted in the 2011 legislative session of the General Assembly (“Chapter 397”) reduced the percentage of the State’s corporation income tax pledged to the payment of debt service on Consolidated Transportation Bonds. Prior to July 1, 2012, the percentage of such tax pledged was 24%, after required distributions to the General Fund. Under Chapter 397, beginning July 1, 2012, the percentage of such tax pledged was reduced to 9.5%, less the distribution to the political subdivisions of the State.² For fiscal years 2014 through 2016 (i.e. from July 1, 2013 through June 30, 2016) the percentage of the corporation income tax that is pledged will be 19.5%, less the distribution to the political subdivisions of the State. For fiscal years 2017 and beyond, beginning July 1, 2016, the percentage of corporation income tax that is pledged will be 17.2%, less the distribution to the political subdivisions of the State.

In addition, Chapter 397 eliminated the percentage distribution of the pledged revenues to the General Fund under prior law and reduced the percentage of distributions to political subdivisions of the State from 10% in fiscal year 2013 to 9.6% in fiscal year 2014.

Chapter 397 also provided that, beginning July 1, 2012, except for distributions to the political subdivisions, funds could not be transferred from the Transportation Trust Fund to the General Fund unless legislation was first enacted to provide for the repayment of the funds within five years of the transfer. Chapter 429 broadens this protection to include any transfers to a special fund or the General Fund and establishes a specific five year repayment schedule for the funds, in lieu of the prior legislation requirement. Chapter 429 provides additional Transportation Trust Fund protections by requiring in general that transfers from such Fund to the General Fund or special fund be approved by a three-fifth majority of specified full standing committees of both houses of the General Assembly. In the 2013 session, the General Assembly enacted Chapter 422, Laws of Maryland 2013 (“Chapter 422”), proposing an amendment to the Maryland Constitution to further restrict use of funds in the Transportation Trust Fund to debt service on bonds and any lawful purpose related to the State’s transportation

¹ Under previous law, effective July 1, 2008 through June 30, 2013 (i) 45% of the sales and use tax revenues on short-term vehicle rentals (after certain required distributions) and (ii) 5.3% of the remaining sales and use tax revenues after certain required distributions were pledged to the payment of debt service on Consolidated Transportation Bonds. However, pursuant to Chapter 397, the 5.3% of the remaining sales and use tax revenues (described in (ii) above) are not pledged to the payment of debt service on the Bonds or any other Consolidated Transportation Bonds issued after July 1, 2011, but remain pledged to the payment of debt service on Consolidated Transportation Bonds issued prior to July 1, 2011.

² Pursuant to Chapter 397, 24% of the corporation income tax, after required distributions, will continue to be pledged to the payment of debt service on Consolidated Transportation Bonds issued prior to July 1, 2011.

system unless the Governor declares a fiscal emergency exists and the General Assembly concurs, by 3/5 of all elected members, with the use of funds. Chapter 422 will be subject to a statewide referendum vote on the State ballot expected in November 2014.

The tax proceeds and other revenues credited to the Transportation Trust Fund (except for passenger facility charge revenues, certain Maryland Aviation Administration parking garage revenues and certain rental car customer facility charge revenues) that are pledged to or otherwise available for debt service on Consolidated Transportation Bonds are further described under the heading "THE TRANSPORTATION TRUST FUND."

By the terms of the Act, the taxes pledged to the payment of debt service on the Bonds may not be repealed, diminished or applied to any other purpose until the Bonds and the interest on them have been fully paid or adequate and complete provision for such payment has been made, but there is no obligation or undertaking required to increase the rate of the pledged taxes, or other receipts of the Department available for the payment of debt service, should the proceeds become insufficient for that purpose in the future. The Department or the Maryland Transportation Authority (the "Authority") may pledge or use existing and anticipated federal funds for the payment of special transportation project revenue bonds or Authority bonds, respectively. If future federal aid is insufficient to pay the principal of and interest on such special transportation project revenue bonds or such Authority bonds, the taxes levied under the Act will be irrevocably pledged to the payment of the principal and interest on debt secured by federal aid as it becomes due and payable, provided that the statutory lien and pledge created for the benefit of such special transportation project revenue bonds or such Authority bonds shall at all times be subordinate to the pledge and lien for the Bonds and for other Consolidated Transportation Bonds. The Authority has issued such bonds. See "THE TRANSPORTATION TRUST FUND — Maryland Transportation Authority Debt Secured by Federal Aid."

The Bonds are obligations of the Department only and, according to the provisions of the Act, are not and shall not be deemed to constitute a debt or pledge of the faith and credit of the State of Maryland. In *Secretary v. Mancuso* 278 Md. 81, 359 A.2d 79 (1976), the Court of Appeals of Maryland held that Consolidated Transportation Bonds are subject to the following limitations of Section 34 of Article III of the Maryland Constitution:

"No debt shall be hereafter contracted by the General Assembly unless such debt shall be authorized by a law providing for the collection of an annual tax or taxes sufficient to pay the interest on such debt as it falls due, and also to discharge the principal thereof within fifteen years from the time of contracting the same; and the taxes laid for this purpose shall not be repealed or applied to any other object until the said debt and interest thereon shall be fully discharged."

The Bonds will be of equal priority with previously issued and outstanding Consolidated Transportation Bonds (the "Outstanding Bonds") and any additional Consolidated Transportation Bonds hereafter issued (the "Additional Bonds"), with the exception as described above in footnotes 1 and 2 under "SECURITY" and below in "ADDITIONAL BONDS", as to the pledge of tax proceeds and other revenues of the Department for payment of debt service.

In accordance with the Act, the Department has determined to issue the Bonds without a debt service reserve component and to deposit in the statutory sinking fund for the Bonds only the amounts required to pay the principal of and interest on the Bonds as and when due.

ADDITIONAL BONDS

In the Resolution, the Department has provided that Additional Bonds may be issued from time to time at the direction of the Secretary. Such Additional Bonds shall be equally and ratably secured by the revenues pledged to the payment of Consolidated Transportation Bonds then outstanding, including these Bonds except that certain series of Consolidated Transportation Bonds issued prior to July 1, 2011 shall be equally and ratably secured by additional revenues pledged to their repayment which are not pledged to the Bonds and other series of bonds issued after July 1, 2011, and provided further that Additional Bonds may be issued only if (1) the total receipts of the Department (excluding federal grants for capital projects, bond and note proceeds, and other receipts not available for debt service), adjusted to reflect the pro forma effect of any tax changes, less administration, operation and maintenance expenses for the past fiscal year, are equal to at least two times maximum debt service for the current or any future fiscal year on all Consolidated Transportation Bonds outstanding and to be issued, and (2) total proceeds from taxes pledged to debt service, adjusted to reflect the pro forma effect of any tax changes, for the past

fiscal year are equal to at least two times such maximum debt service. See “THE TRANSPORTATION TRUST FUND — Consolidated Transportation Bonds.”

THE DEPARTMENT

The Department has the responsibility for most State-owned transportation facilities and programs, exclusive of toll facilities. This responsibility includes the planning, financing, construction, operation and maintenance of various modes of transportation and carrying out various related licensing and administrative functions. The statutorily created transportation agencies, which are encompassed by the Department, are the Maryland Aviation Administration (the “MAA”), the Maryland Port Administration (the “MPA”), the Maryland Transit Administration (the “MTA”), the Motor Vehicle Administration (the “MVA”), and the State Highway Administration (the “SHA” and together with the MAA, the MPA, the MTA and the MVA, the “Administrations”).

The Secretary is empowered, on behalf of the Department, to exercise or perform any power or duty that any of the Administrations may exercise or perform. These powers and duties involve, among others, the operation of the Baltimore/Washington International Thurgood Marshall Airport (“BWI Marshall Airport”), including the power to set landing fees and to rent space to airlines and concessionaires; the operation of various State-owned buildings and marine terminals in the Port of Baltimore, including the power to fix and collect rental and other fees for the use of these facilities; the construction and maintenance of the State Highway System; the operation of all mass transit facilities in the Baltimore Metropolitan Transit District, including the operation of the bus and rail systems in this District, and the power to fix and collect the fares for these systems; the operation of the MARC commuter rail system by contract with Amtrak and CSX railroad companies, including the power to fix and collect the fares for this system; the licensing and registration of all motor vehicles and motor vehicle operations in the State; and the power to acquire any property by purchase or condemnation that is necessary to exercise or perform these powers and duties.

Certain transportation facilities, which are not part of the Department, are operated as toll facilities by the Authority. Although the Authority acts on behalf of the Department, none of the tolls and other revenues received from these facilities are initially credited to the Transportation Trust Fund (see “THE TRANSPORTATION TRUST FUND — Transfers from the Maryland Transportation Authority”). These facilities include the Chesapeake Bay Bridges, the Fort McHenry Tunnel, the Baltimore Harbor Tunnel, the Francis Scott Key Bridge, the John F. Kennedy Memorial Highway, the Potomac River Bridge, the Susquehanna River Bridge and the Intercounty Connector (“ICC”). The Authority also developed an intermodal container transfer rail yard which is managed by the MPA. See “TRANSPORTATION FACILITIES AND PROGRAMS.” The Authority consists of eight members, who are appointed by the Governor, and the Secretary, who is the *ex officio* Chairman of the Authority.

Officials of the Department

The following are brief resumes of key Department officials:

James T. Smith, Jr., Secretary of Transportation: James T. Smith, Jr. was appointed Secretary of the Maryland Department of Transportation by Governor Martin O’Malley on May 29, 2013. As Secretary, Mr. Smith oversees a \$4.4 billion annual budget and manages more than 10,000 employees from all Administrations and the Authority. As Secretary, Mr. Smith also serves as Chairman of the Maryland Transportation Authority, owner and operator of the State’s toll facilities, and Chairman of the Maryland Port Commission and the Maryland Aviation Commission. Prior to accepting the position as Secretary, Mr. Smith was a practicing attorney with the Towson law firm of Smith, Gildea & Schmidt, LLC. As Secretary, Mr. Smith is returning to public service, previous positions include: eight years as County Executive for Baltimore County, sixteen years as associate judge on the Circuit Court for Baltimore County, and seven years on the Baltimore County Council including two years as County Council Chairman. Mr. Smith also has served with State and regional organizations and committees including: The Baltimore Metropolitan Council (Chair 2005 and 2010), The Maryland Association of Counties (President 2008), The Baltimore Regional Transportation Board (Chair 2010), Advisory Council for Port Land-Use Development (2002 to 2005), Fort George G. Meade Regional Growth Management Committee (2007 to 2010), and The Local Government Subcommittee of the Base Realignment and Closure Subcabinet (2007 to 2010). He currently serves on the Board of Visitors of the R Adams Cowley Shock Trauma Center (2002 to present) and the Board of the University of Maryland Medical System. He has a Bachelor of Arts degree from Wheeling Jesuit University and a Juris Doctor degree from the University of Maryland School of Law.

Leif Dormsjo, Deputy Secretary of Planning and Project Management: Mr. Dormsjo was appointed by Governor Martin O'Malley as Deputy Secretary of Planning and Project Management for the Maryland Department of Transportation on June 12, 2013. His key initiatives include moving transit projects forward (Corridor Cities Transitway, Purple Line and Red Line, as described under "TRANSPORTATION FACILITIES AND PROGRAMS – Maryland Transit Administration") and overseeing the Department's and the Authority's existing public-private partnership ("P3") projects at the MPA's Port of Baltimore, the I-95 travel plazas and the Purple Line, Maryland's first transit P3 project. Prior to his appointment, Mr. Dormsjo was Acting Deputy Transportation Secretary since August 2012, serving as Chief Operating Officer for the Department. He also was the Senior Advisor to the Secretary for business development of real estate, infrastructure, and transit-oriented development projects. Mr. Dormsjo served as the Secretary's Chief of Staff from 2007 to 2010. Prior to joining the Department, he served as the Chief of Staff for the Baltimore Department of Transportation as well as the Deputy Director of the CitiStat Program in the Baltimore Mayor's Office. He received a bachelor's degree from Wesleyan University in Middletown, Conn., and a master's degree in public policy from Harvard Kennedy School of Government, with a concentration in transportation policy and urban affairs. During his graduate school study, he worked with the Boston Public Schools as a Rappaport Public Service Fellow. Early in his career, he interned with United States Senator Bill Bradley.

Wilson H. Parran, Deputy Secretary of Administrations and Operations: Mr. Parran was appointed by Governor Martin O'Malley to serve as Deputy Secretary of Administration and Operations for the Maryland Department of Transportation on July 17, 2013. In this capacity, he serves as the Chief Operating Officer for the Department. Prior to his appointment, Mr. Parran served as Assistant Secretary for Mission Support at the Maryland Department of Natural Resources ("DNR"). In addition he served as the Chief of Information Technology for DNR, Department of Public Safety and Corrections, and Calvert County, Maryland. Mr. Parran also served in the U.S. Air Force and spent eight years as a Calvert County Commissioner, including four years as Commission President. He also served as the President of the Maryland Association of Boards of Education, President of the Maryland State Board of Education and President of the Maryland Association of Counties. Mr. Parran has worked in the private sector as Vice President of Corporate Systems at Bell Atlantic, and later, President and Chief Information Officer of Frontier Information Technologies, a subsidiary of Frontier Communications. He received his associate's degree in Computer Science from Prince George's Community College, his bachelor's degree in Organizational Management from Columbia Union College (now Washington Adventist University), and his master's degree in Information Systems from The George Washington University. He also is a graduate of the Academy for Excellence in Local Government as well as the County Leadership Institute at New York University Roger F. Wagner Graduate School of Public Service, Leadership Maryland Class of 1999 and Leadership Southern Maryland Class of 2009. Mr. Parran currently serves on the Maryland Supplemental Retirement Plan Board, the Financial Education and Capability Commission and the American Chestnut Land Trust Board.

Melinda Peters, State Highway Administrator: Ms. Peters was appointed State Highway Administration Administrator in November 2011. As Administrator, Ms. Peters oversees a \$1.1 billion annual budget and over 3,500 employees. Prior to her appointment, Ms. Peters was the Director for the largest transportation project in the State of Maryland, the ICC. With a budget of \$2.5 billion and a five-year schedule to complete construction of 18 miles of new tolled highway, Ms. Peters managed a staff of over 500 employees. Previous positions include design liaison for the ICC project and team leader and project manager for the SHA's Office of Highway Development, managing and designing many projects throughout the State. Ms. Peters holds a bachelor's degree in Civil Engineering from Virginia Polytechnic Institute and State University as well as a Master of Business Administration degree from Mount Saint Mary's College. She is also a registered professional engineer in the State of Maryland.

John T. Kuo, Motor Vehicle Administrator: Mr. Kuo was appointed Motor Vehicle Administrator in May 2006. For the 16 years prior to his appointment, Mr. Kuo served in various executive management capacities within the MVA. Previous positions include Associate Administrator of Administrative Services and Associate Administrator of Operations before being promoted to the position of Chief Deputy Administrator & Chief Operating Officer in October 2003. Prior to joining the MVA, Mr. Kuo served in a number of senior management capacities at the MPA including Director of Procurement and Chief of Contract Administration in the MPA's Engineering Division. Mr. Kuo has been with the Department since 1988 and is a 31-year career veteran of the State beginning his State service in 1982 at the Maryland Department of Health & Mental Hygiene in the Purchasing Division. Mr. Kuo is an active member with the American Association of Motor Vehicle Administrators ("AAMVA") having served as President. He holds a Bachelor of Arts degree in Business Management and Administration from the National-Louis University in McLean, Virginia.

James J. White, Executive Director, Maryland Port Administration: Mr. White was appointed Executive Director in August 2007. Mr. White returned to the position that he held from 1999 through 2005. Prior to his most recent appointment, Mr. White served as the Senior Vice President and Chief Operating Officer of New Jersey-based Ceres Terminals Inc., a stevedoring and terminal operations company with major port operations in North America and Europe. Previously he served as Deputy Executive Director/Director of Operations for the MPA and served in the capacity of the President of Maryland International Terminals, Inc. Prior to joining the Department, Mr. White served approximately 20 years in the maritime industry, most notably as the General Manager for the North American division of PRMMI. Mr. White is a past President of the North Atlantic Ports Association. He is a graduate of Wagner College in Staten Island, New York, where he earned a Bachelor of Science Degree in Business Administration and Economics.

Paul J. Wiedefeld, Executive Director/CEO, Maryland Aviation Administration: Mr. Wiedefeld was appointed Executive Director of MAA in December 2009. With this appointment, Mr. Wiedefeld returned to the post he held from 2002 to 2005. As Executive Director/CEO, he oversees the management of BWI Marshall Airport and Martin State Airport while administering technical and financial assistance to public-use general aviation airports across the State. Prior to his appointment, Mr. Wiedefeld served as Administrator of the Maryland Transit Administration from 2007 to 2009. Prior to 2007, Mr. Wiedefeld served as Senior Vice President with the international transportation planning and engineering firm Parsons Brinckerhoff (“PB”) where he was responsible for all business management activities in the Mid-Atlantic Region. From 2002 until his return to PB in 2006, he held the position of Executive Director of MAA where he managed the operations of BWI Marshall Airport through the largest expansion in airport history. From 1991 to 1994, Mr. Wiedefeld was Director of Systems Planning and Evaluation at the Department where he was responsible for managing the Department’s multi-billion dollar, six-year capital program. Mr. Wiedefeld began his transportation career in 1981 holding various positions in local and regional government before beginning his tenure with the Department. Mr. Wiedefeld received a Bachelor of Science Degree in Political Science from Towson University and a Master’s Degree in City and Regional Planning from Rutgers University.

Robert L. Smith, Administrator, Maryland Transit Administration: Mr. Smith, a transit veteran of more than 30 years, was appointed Administrator of the MTA on May 29, 2013, returning to the position he held from 2002-2004. Prior to his appointment, he served as Vice President of Operations for National Express Corporation, a full service transportation solutions provider for school districts throughout North America. Previously, Mr. Smith held the position of General Manager for the Dallas Area Rapid Transit Suburban services in Dallas, Texas, the Jefferson County Transit Authority in Alabama, and the Coastal Rapid Public Transit Authority in Myrtle Beach, South Carolina. He has also served as Vice President of Bus Operations for the Chicago Transit Authority. In addition, Mr. Smith has held various positions with Ryder/ATE, Inc., a company providing transit management services to public transportation companies nationwide. Mr. Smith is a graduate of North Carolina A&T State University with a Bachelor of Science Degree in Political Science.

Denise R. Ferguson, Assistant Attorney General and Principal Counsel to the Department of Transportation: Ms. Ferguson was appointed Principal Counsel in December 2002. Prior to her appointment, Ms. Ferguson served as Assistant Secretary to the Maryland Department of the Environment from 2001 to 2002. Ms. Ferguson held the position of Director of the Division of Air and Waste Management with the Delaware Department of Natural Resources & Environmental Control from 1999 to 2001. Ms. Ferguson also served as Deputy Counsel and Counsel to the Maryland Department of the Environment from 1989 to 1992 and 1993 to 1999, respectively. She has worked in the federal government as a Branch Chief and Assistant Enforcement Counsel in the Superfund Division of the Office of Enforcement for the U.S. Environmental Protection Agency from 1992 to 1993. Ms. Ferguson also was a Trial Attorney with the U.S. Department of Justice Lands and Natural Resources Division from 1987 to 1989 and an Assistant United States Attorney in the U.S. Attorney’s Office for the Southern District of Texas from 1983 to 1987. Ms. Ferguson was an Associate with the New York law firm of Davis Polk & Wardwell LLP from 1980 to 1983. Ms. Ferguson is a graduate of Wellesley College and Harvard Law School.

David L. Fleming, Chief Financial Officer: Mr. Fleming was appointed Director of Finance and Chief Financial Officer in May 2005. He oversees the State’s Transportation Trust Fund that supports all capital and operating programs for the Department, the \$4.4 billion annual budget and the development of the Transportation Six-Year Financial Plan. He began his career in transportation in 1987 in the Transportation Secretary’s Office in the Office of Finance. He has served as a Senior Financial Analyst, Manager of Financial Planning and Analysis, and Deputy Director of the Office of Finance before being appointed Chief Financial Officer for the Department. Prior to joining the Department, Mr. Fleming worked in private industry for eight years in various accounting positions. He holds a Bachelor’s Degree in Accounting and Finance from Towson University in Maryland and a Master’s Degree in Business Administration from Loyola College.

CONSOLIDATED TRANSPORTATION PROGRAM

The Department annually prepares a State Report on Transportation, consisting of the Maryland Transportation Plan (the “MTP”) and the Consolidated Transportation Program (“CTP”). The MTP identifies the objectives of the Department and its Administrations, discusses accomplishments, current activities and future plans, and highlights issues that require attention. The CTP is developed within the framework of and is consistent with the MTP. As revenue estimates are revised during the year, the Department adjusts the capital program as necessary.

The CTP is updated annually by the Department and is submitted to the General Assembly on the third Wednesday of January of each year. The CTP contains estimates of expenditures for operating, constructing and improving transportation facilities during the current year, budget request year and the succeeding four-year period. Each year the CTP is developed in accordance with the current projection of six-year financial resources. Appropriations for the first fiscal year of each CTP are made by the General Assembly at its immediately preceding regular session as part of its review and approval of the State Budget. See “STATE GOVERNMENT – Budget” for a discussion of the State’s and the Department’s budgetary practices.

Financial forecasts used in the CTP are based on currently available estimates of the Department's revenues; administrative, operating and maintenance expenditures; capital expenditures by the Department and its major grant recipients; and receipts of related federal funding. Twelve-month forecasts of all cash receipts and expenditures of the Department are updated quarterly, while six-year forecasts are updated semiannually.

The fiscal years 2014-2019 CTP as presented in the “TRANSPORTATION FACILITIES AND PROGRAMS” section is in draft form. In accordance with Maryland law, the Department will visit each county of the State to give local governments and legislative delegations an opportunity to comment on the proposed CTP. It is not expected that material changes will be made to the draft CTP as a result of this tour.

TRANSPORTATION FACILITIES AND PROGRAMS

A summary of the fiscal years 2014-2019 Draft CTP is presented below (in millions):

<u>Expenditures</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>TOTAL</u>
State Highway Administration	\$ 1,081.0	\$ 1,275.2	\$ 1,320.8	\$ 1,268.3	\$ 1,181.3	\$ 1,050.9	\$ 7,177.5
Maryland Transit Administration	676.8	573.6	660.2	733.8	1,046.2	1,027.1	4,717.7
Washington Metro Area Transit	243.3	242.7	246.9	255.3	254.8	255.0	1,498.0
Maryland Port Administration	159.5	109.5	147.0	105.5	220.8	210.7	952.9
Maryland Aviation Administration	180.3	193.1	174.5	32.2	45.3	39.9	665.2
Motor Vehicle Administration	27.8	21.8	17.7	15.3	12.5	13.0	108.1
The Secretary’s Office	104.2	102.1	43.6	24.8	18.3	13.6	306.7
Total	<u>\$ 2,472.8</u>	<u>\$ 2,517.9</u>	<u>\$ 2,610.8</u>	<u>\$ 2,435.1</u>	<u>\$ 2,779.3</u>	<u>\$ 2,610.3</u>	<u>\$ 15,426.2</u>
<u>Sources</u>							
Special Funds	\$ 800.9	\$ 874.4	\$ 1,089.3	\$ 1,230.7	\$ 1,240.6	\$ 1,216.4	\$ 6,452.4
Federal Funds	849.4	740.7	743.5	636.5	658.3	798.4	4,426.8
Bonds	610.0	680.0	565.0	410.0	725.0	440.0	3,430.0
Other/BWI	122.4	113.1	103.3	48.4	45.8	45.8	478.9
WMATA Federal ¹	90.1	109.6	109.6	109.6	109.6	109.6	638.1
Total	<u>\$ 2,472.8</u>	<u>\$ 2,517.9</u>	<u>\$ 2,610.8</u>	<u>\$ 2,435.1</u>	<u>\$ 2,779.3</u>	<u>\$ 2,610.3</u>	<u>\$ 15,426.2</u>

Note: Totals may not add due to rounding

¹ Washington Metropolitan Area Transit Authority (“WMATA”)

State Highway Administration

The State Highway System, totaling more than 5,145 miles, or 14,764 lane miles, of roadway and more than 2,576 bridges, consists of the Interstate, Primary and Secondary Highway systems excluding Authority and locally owned facilities. The Interstate and Primary Highway systems serve the major interstate and intrastate travel flows. The Secondary Highway system provides a network of routes for local travel.

The SHA is responsible for project development, construction and maintenance of the State Highway System. The State is divided into seven engineering districts, with each district responsible for its own routine physical maintenance, traffic services and construction supervision. Specialized activities are assigned to statewide operating divisions and sections.

The majority of federal funding for highway construction is apportioned to the states based upon formulas in federal law. Within the limits of those apportionments, projects are generally eligible for 80% federal participation, except for interstate maintenance, which is eligible for 90% federal participation.

The allocation of funds to the SHA's highway capital program (excluding highway maintenance costs, which are accounted for as operating expenditures) is \$7,177,500,000 for the CTP period. The CTP anticipates that \$2,181,800,000 would be provided by federal grants, and that \$4,995,700,000 would be provided from other resources of the Department.

Maryland Transit Administration

The mission of the MTA is to provide a Statewide system of safe, efficient, and appealing transportation services that responds to the needs of residents, visitors, employees, and transit partners in an environment that promotes innovation, accountability, accessibility, and respect. To achieve this, the MTA operates local and commuter buses, light rail, Metro Subway, Maryland Area Regional Commuter ("MARC") Train Service, a comprehensive Mobility/Paratransit system, and manages the Taxi Access system. The combined ridership for these services in fiscal year 2013 exceeded 107.4 million. Additionally, MTA directs funding and statewide assistance to locally operated transit systems in each of Maryland's 23 counties, Baltimore City, Annapolis and Ocean City.

Capital allocations for the MTA in the CTP total \$4,717,700,000, of which \$2,091,300,000 would be provided by federal grants, \$2,462,600,000 from other resources of the Department and \$163,800,000 from non-federal, non-Departmental sources.

Public Bus and Rail Transit Service in the Baltimore and Washington Areas

Bus Service - At present, MTA provides bus services with 740 MTA-owned fixed route buses for service in the Baltimore region. Through the Commuter Bus Program, MTA contracts with private operators to provide service from Anne Arundel, Calvert, Charles, Howard, Queen Anne's and St. Mary's Counties to Washington, D.C., and from Frederick and Washington Counties to Montgomery County. Additional contract service is provided from Baltimore, Harford and Howard Counties to Baltimore City. The MTA also contracts service on the ICC corridor, serving Frederick, Montgomery, Prince George's and Anne Arundel Counties. These services collectively comprise the "Commuter Bus Program." The Commuter Bus Program is run with 66 MTA-owned and approximately 172 contractor-provided over-the-road style coaches. The combined ridership for the Baltimore region and Commuter Bus services in fiscal year 2013 exceeded 72.4 million. The CTP provides for core bus system improvements in the Baltimore area totaling \$411,734,000 including the annual purchase of replacement buses, information technology upgrades, communication equipment and other bus-related improvements and equipment. The federal government would contribute \$291,488,000 and the Department would provide the remaining \$120,246,000 for these improvements.

Student Service - Baltimore City Public School students also use the MTA's services. The MTA is reimbursed through an agreement with the Baltimore City Public Schools.

Baltimore Central Light Rail Line - The MTA operates a 29.5-mile light rail line which provides transit service from Hunt Valley north of Baltimore City, through the City to Cromwell Station south of the City, with spurs to Penn Station in Baltimore and BWI Marshall Airport. Fifty-three light rail cars currently operate on the entire system. The fiscal year 2013 light rail ridership was approximately 8.6 million. The CTP includes \$224,185,000 for

rolling stock rehabilitation as well as track and other improvements including electrical systems, stations, parking, maintenance facilities, and preservation and enhancement studies. The federal government would contribute \$105,524,000 and the remaining \$118,661,000 would be provided from other resources of the Department.

Baltimore Metro Subway - The MTA operates the Baltimore Metro rapid transit system with 100 rapid rail cars on 15.4 miles of subway line in Baltimore City and Baltimore County. The fiscal year 2013 Baltimore Metro ridership was approximately 15.2 million. The CTP includes \$226,177,000 for rolling stock rehabilitation as well as rail system construction and preservation of which the federal government would contribute \$42,470,000. The Department would provide the remaining \$183,707,000.

Mobility/Paratransit Service - The Mobility/Paratransit service is for citizens who are unable to use local bus, Metro/Subway or light rail service. This service is provided by the MTA via contracts with Veolia Transportation and MV Transportation. The CTP includes \$27,556,000, primarily for vehicle procurement and rehabilitation. The federal government would contribute \$8,392,000 and the remaining \$19,164,000 would be provided from other resources of the Department.

New Starts - The MTA has begun preliminary engineering for new light rail lines in the Baltimore and Washington areas, including a 14-mile line in Baltimore (the "Red Line") and a 16-mile line in Prince George's and Montgomery Counties (the "Purple Line"). Also, a locally preferred alternative has been selected for a 9-mile rapid bus Transitway, the Corridor Cities Transitway, in Montgomery County. Federal funding for these projects is being pursued through the Federal Transit Administration ("FTA") New Starts process. The new lines would link key employment, entertainment, commercial and residential areas. The CTP includes \$2,877,950,000 for these projects. Of this, \$1,542,263,000 will be provided by resources of the Department, \$1,200,687,000 will be provided by federal grants and \$135,000,000 from non-federal, non-Departmental sources.

Agency-wide - The CTP includes agency-wide preservation and enhancement projects across facilities, joint development projects and community enhancement projects. The CTP includes \$308,686,000 for this work. The federal share for this amount is \$72,256,000, \$219,799,000 would be provided from other resources of the Department and \$16,631,000 from non-federal, non-Departmental sources.

Information Technology - Finally, the MTA is working on many security and information technology initiatives, which total \$40,534,000. The Department would fund this entire amount.

Commuter Rail

The MTA operates the MARC rail service through contracts with Amtrak and CSX. Amtrak operates commuter rail service from Perryville in Cecil County to Washington, D.C. CSX Transportation operates commuter rail service from Baltimore City, Frederick, Maryland, and Martinsburg, West Virginia to Washington, D.C. MARC ridership exceeded 9.1 million in fiscal year 2013.

Passenger rail capital allocations for the CTP period are \$401,754,000, of which \$237,294,000 would be provided by federal grants, \$159,621,000 would be provided from other resources of the Department and \$4,839,000 from non-federal, non-Departmental sources.

Freight

The Department supports the operations of certain rail freight lines through direct subsidies to short line rail operations and rehabilitation of components of these lines.

Allocations for the rail freight capital program for the CTP period are \$18,628,000. The Department expects to fund this entire amount.

Statewide Grants

Department aid is available to qualifying local public and non-profit agencies for the planning, capital and operating costs of public transportation projects. Where federal grants are available for planning and capital costs, the Department will provide up to 80% of the non-federal share of approved costs.

Allocations for statewide public transit grants for the CTP period total \$180,527,000, of which \$133,176,000 would be provided by federal grants, \$40,020,000 would be provided by the Department and \$7,331,000 from non-federal, non-Departmental sources.

Washington Metropolitan Area Transit Authority Grants

Washington Suburban Transit District

The Department provides financial aid for the construction and operation of the regional rail and bus system of WMATA serving Montgomery and Prince George's Counties in Maryland, the District of Columbia, and the local jurisdictions in Virginia which participate in the Northern Virginia Transportation Commission. Prince George's and Montgomery Counties in Maryland comprise the Washington Suburban Transit District ("WSTD"). The Washington Suburban Transit Commission ("WSTC"), created by State law to manage and control the functions and affairs of the WSTD, is empowered to provide funds to meet the WMATA obligations allocated to WSTD. The Department provides funds for the WMATA system through grants-in-aid to the WSTC.

The Department provides (1) grants to meet the WSTD's share of the capital costs of the adopted regional rail system, (2) grants to the WSTD in an amount equal to 100% of the WSTD's share of the operating deficits of the regional transit system (operating deficits are defined as operating costs less (a) the greater of operating revenues or 50% of operating costs, and (b) all federal operating assistance), and (3) grants equal to 100% of the WSTD's portion of the net debt service on revenue bonds issued by WMATA and to be paid through the year 2014.

WMATA Capital Improvement Program - The Capital Improvement Program includes both the former Infrastructure Renewal Program ("IRP") and the System Access Plan ("SAP"). A new capital agreement was executed in June 2010 that will fund the IRP and SAP on an ongoing basis. Projects include all system infrastructure, rolling stock, vehicles and equipment. The FY 14-19 CTP provides for an estimated expenditure of \$1,431,123,000 including \$638,100,000 in federal funds received by WMATA directly.

Operating Deficit Assistance - The Department estimates that its share of the WSTD's portion of the transit operating deficits for fiscal years 2014-2019 will be \$1,939,000,000 of which \$268,064,937 is required for fiscal year 2014. The amount estimated for fiscal year 2015 is \$300,000,000.

Debt Service Assistance - The Department, through a grant agreement with the WSTD for fiscal year 2014, will have contributed \$4,173,326 for the Department's share of the WSTD's portion of the net debt service on revenue bonds issued by WMATA as described above. In addition, the Department will contribute over the six-year CTP \$62,712,000 for debt repayment on long term bonds issued for the Metro Matters Program, a regionally funded program for capital improvements completed primarily during fiscal years 2005 through 2010.

Maryland Port Administration

The Port of Baltimore is served by highway and major railroad systems and offers two distinct water approach routes to or from the Atlantic Ocean: from the south through the Virginia Capes and from the north through the Chesapeake and Delaware Canal.

The MPA has constructed and currently operates marine terminals in the Port of Baltimore. The CTP includes major projects for the improvement and expansion of some of these terminals at a six-year cost of \$700,000,000. The cost of these capital improvements to port facilities is funded with resources of the Department. Projects related to dredging, including dredged material containment site-work, are also included in the CTP at a total estimated cost of \$561,584,000. Minor projects (i.e. rehabilitation and system preservation) at the MPA's various marine terminals (Dundalk, Clinton Street, Locust Point, etc.) are also included in the CTP at a cost of \$219,100,000. The total six-year program for the MPA is \$952,900,000.

The Authority constructed a three-berth container facility at Seagirt Marine Terminal and an intermodal container transfer yard. Although this project was not funded by the Department's Transportation Trust Fund, it is nevertheless a significant port development. Until January 2010, the MPA served as the agent for the Authority and oversaw the operation of Seagirt Marine Terminal. In December 2009, the MPA signed a long-term lease with Ports America valued at \$1.3 billion. The lease allows Ports America to operate Seagirt Marine Terminal for the next 50 years. Ports America's subsidiary, Ports America Chesapeake, constructed a 50-foot deep berth at the Seagirt Marine Terminal that will allow larger ships to sail into the port. Construction of the 50-foot deep berth will accommodate larger ships from Asia that are expected to call on East Coast ports when an expansion of the Panama Canal is completed in 2015. Ports America added four cranes to the new berth capable of handling container ships which are higher and wider than those now calling at the Port of Baltimore. As part of the agreement, Ports America

will invest more than \$600 million in port-related infrastructure improvements over the 50-year lease life. The lease required Ports America to make an upfront payment of \$140 million to fund other Authority projects which allowed MPA to take ownership of Seagirt Marine Terminal.

In April 1998, the Authority financed a \$20,000,000 Masonville Automobile Handling Facility for the MPA. The agreement between the Authority and the MPA provides for annual payments, including interest, over a 20-year period, maturing May 2020, by the MPA to the Authority to amortize its investment in this facility.

In June 2006, the Department entered into a \$26,530,000 conditional purchase agreement to construct a 215,000-square-foot warehouse facility at the MPA South Locust Point Terminal. The project included demolition, land preparation, constructing a roll-on/roll-off ramp at the dock, and extending railroad tracks to the warehouse. The warehouse accommodates and stores imported forest products, especially paper, and provides adequate capacity to store paper previously housed at the North Locust Point Terminal. The facility is currently unoccupied; however, in accordance with provisions of the conditional purchase agreement, other forest product revenue at the South and North Locust Point Terminals cover the debt service payments until the facility is leased.

Maryland Aviation Administration

Baltimore/Washington International Thurgood Marshall Airport

BWI Marshall Airport, operated by the MAA, is located on a 3,200-acre site in Anne Arundel County, 10 miles south of Baltimore and 30 miles north of Washington, D.C. More than 30 scheduled airlines, including commuter and cargo air carriers, serve BWI Marshall Airport and currently provide 346 domestic and international departures daily. During fiscal year 2013, 22.5 million passengers used BWI Marshall Airport.

The CTP six-year program total of \$665,200,000 includes \$427,000,000 in major improvements at BWI Marshall Airport consisting of parking revenue control system replacement, noise mitigation, airfield runway safety area, standards and pavement improvements, life-safety and security systems, and terminal improvements. Improvements are ongoing to widen Concourse C, relocate the passenger security screening checkpoint and add a secure-side connector with Concourse B. Under MAA's Terminal Improvement Program, improvements to terminals D and E are included in the CTP. This project includes relocation of the passenger security screening checkpoint, widening of corridors and adding a secure-side connector.

Revenue Bonds issued by the Maryland Economic Development Corporation ("MEDCO") and Passenger Facility Charge ("PFC") Revenue Bonds issued by the Authority were used to complete the Concourses A and B expansion, the construction of the daily garage, and improvements to the terminal and access roadwork. Additional PFC Bonds were issued by the Authority in April 2012 and used along with PFC revenues and federal grants to finance the improvements to Concourse C. More PFC bonds were issued by the Authority in December 2012 to finance construction of airfield improvements to meet federal standards and make improvements to runway and connective airfield pavement. See "LEASE AND CONDITIONAL PURCHASE FINANCINGS" and "OTHER LONG-TERM LIABILITIES" for summaries of these bond financings.

The Aviation Safety and Capacity Expansion Act of 1990 (the "1990 Safety Act"), enacted by the United States Congress ("Congress"), allows a public agency to impose an airport PFC for enplaned passengers. The proceeds of such PFCs are to be used to finance eligible airport-related construction projects, as approved by the Federal Aviation Administration (the "FAA"). The MAA received FAA approval in July 1992 to collect PFCs for four projects. The MAA amended its PFC program in April 1994 to increase the total to six projects. In 1994, the Authority issued special obligation revenue bonds secured by PFCs to construct the International Terminal at BWI Marshall Airport and provide for other landside and airside facilities. These bonds were defeased during fiscal year 2003.

The Aviation Investment and Reform Act for the 21st Century, enacted by Congress in April of 2000, together with the 1990 Safety Act, increased the maximum per passenger PFC allowed to be charged by qualifying airports from \$3.00 to \$4.50. In June 2002, the MAA received FAA approval to increase its collection level to \$4.50 to support PFC approved projects in MAA's capital program. The FAA further allows the MAA to impose and use PFCs for the payment of debt service for bonds used to fund PFC approved projects. PFC collections not needed for debt service are used for PFC approved paygo projects. The FAA approved additional applications for PFC eligible projects in June 2006, July 2007, February 2008, September 2010, March 2012 and September 2012.

The CTP also anticipates expenditures of \$198,500,000 for airport planning and preservation of both BWI Marshall Airport and Martin State Airport of which \$16,389,000 would be provided by federal grants, \$21,389,000 from non-Department revenue sources and \$160,749,000 from other resources of the Department.

Other Aviation Facilities and Programs

Martin State Airport is located northeast of Baltimore in Baltimore County, and provides facilities for general aviation and the Maryland Air National Guard. Improvements amounting to an estimated \$2,370,000 are allocated during the CTP period to Martin State Airport. It is estimated that \$1,415,000 would be provided by federal grants and \$955,000 from other resources of the Department.

A grant program to aid general aviation and commercial airports throughout the State, in keeping with the Maryland Aviation Systems Plan, is expected to require an estimated \$16,600,000 during the CTP period.

Motor Vehicle Administration

The MVA is responsible for supplying motor vehicle services to the citizens of the State. These services include licensing all passenger and commercial drivers, registering and titling vehicles, issuing tags and permits for persons with a disability, issuing photo identification cards for non-driver residents, regulating motor vehicle dealerships and salespersons, administering the compulsory insurance compliance program, managing the Vehicle Emissions Inspections Program (“VEIP”), and conducting driver safety programs. The MVA serves its customers through a network of 25 customer service offices (19 full service, 3 express, 2 satellite, and a mobile office), electronic services (kiosks, internet, telephone), a telephone customer service center, and 18 VEIP stations. Overall, the MVA manages more than 11 million driver and vehicle records. During fiscal year 2013, 1.3 million new and renewal Maryland driver’s licenses, 4.0 million new and renewal vehicle registrations, and 1.0 million new titles were issued. The majority of service transactions are conducted through a customer service facility, although the portion of transactions that are processed electronically or via the U.S. postal system is approaching one-half.

The 2014-2019 CTP has \$108,148,000 programmed for MVA capital projects, of which \$58,262,000 is allocated to preserve and develop the MVA’s information technology (“IT”) infrastructure, and the remaining \$49,886,000 will allow for the preservation and improvement of customer service offices. While IT infrastructure is critical to how a growing number of customer transactions are completed at the MVA, customer service facilities continue to be an important part of service distribution. In addition to preserving and improving existing IT systems, such as the Driver Licensing System, there are two major IT projects planned: Project Core and Document Information, and Workflow System Upgrade. These IT projects resolve to modernize, standardize and integrate an aging MVA IT infrastructure. MVA facilities require ongoing investment to keep them safe, secure and publicly compliant. Some customer service offices and many VEIP stations have reached an age whereby investments need to be made in the building structure, site, and mechanical and electrical systems.

The Secretary's Office

Capital projects funded in the Secretary’s Office largely consist of Department-wide projects to improve air quality, promote bicycling as a mode of transportation and facilitate transit-oriented development.

The Secretary’s Office includes multi-modal planning efforts and grants either given from the Secretary or received by the Department for key projects around the state including High Speed/Intercity Rail grants for two North East Corridor rail improvements.

On June 27, 2002, MEDCO issued lease revenue bonds on behalf of the Department in the amount of \$36,000,000 (the “2002 Lease Revenue Bonds”) for the acquisition, construction and equipping of a new Department headquarters building. The Bonds are secured by the Department’s semiannual lease payments to MEDCO. On May 25, 2010, MEDCO partially refunded the 2002 Lease Revenue Bonds.

THE TRANSPORTATION TRUST FUND

The Transportation Trust Fund was established in 1971 by Chapter 526 of the Laws of Maryland of 1970. The Transportation Trust Fund is credited with taxes, fees, charges, bond proceeds, federal grants for transportation purposes and other receipts (excluding PFC and rental car customer facility charges and, to the extent required for debt service on obligations issued on behalf of the Department by the Authority, certain parking revenues) of the Department. All expenditures of the Department are made from the Transportation Trust Fund. The Department may use funds in the Transportation Trust Fund for any lawful purpose related to the exercise of its powers, duties and obligations, after meeting its debt service requirements. Unexpended funds remaining in the Transportation Trust Fund at the close of each fiscal year do not revert to the General Fund but remain in the Transportation Trust Fund.

To implement the Governor's budget for fiscal year 2004, the General Assembly in its 2003 Session enacted a law (Chapter 203 of the Laws of Maryland of 2003) which provided that, in fiscal year 2003 and 2004, \$160,000,000 and \$154,913,000, respectively, of motor vehicle registration fees and other user fees from the MVA be deposited in the General Fund rather than in the Transportation Trust Fund. The law also required the Governor, on or before December 1, 2003, to submit a plan for replacement of funds transferred under this act. The Governor submitted a plan to replenish the Transportation Trust Fund through General Fund budget appropriations beginning in fiscal year 2006. During the 2004 Session of the General Assembly, legislation was enacted requiring the Governor to include in the fiscal year 2006 budget bill an appropriation to the Transportation Trust Fund in an amount equal to the lesser of \$50,000,000 or the excess General Fund surplus over \$10,000,000, with the cumulative amount appropriated to the Transportation Trust Fund being capped at \$314,913,000. A \$50,000,000 appropriation to the Transportation Trust Fund was included in the fiscal year 2006 State budget. At the 2005 Session of the General Assembly, however, this legislation was repealed and the balance of the original capped appropriation of \$314,913,000, net of the \$50,000,000 transferred to the Transportation Trust Fund in fiscal year 2006 (or \$264,913,000), was directed to be transferred to the Authority for purposes of the ICC.

The General Assembly authorized certain sources of revenues to finance the construction of the ICC. The ICC is defined in Chapters 471 and 472, Laws of Maryland, 2005 as the east-west multimodal highway in Montgomery and Prince George's Counties between Interstate 270 and Interstate 95/U.S. Route 1. In order to finance the ICC, the General Assembly provided that the Governor shall transfer funds to the Authority from the Transportation Trust Fund in the amount of \$22,000,000 in fiscal year 2005 and \$38,000,000 in fiscal year 2006, and that the Governor shall also transfer to the Authority from the Transportation Trust Fund at least \$30,000,000 each year for fiscal years 2007 through 2010. Transfers in these amounts for fiscal years 2005 through 2010 have been made.

During the 2007 Special Session of the General Assembly, legislation was enacted to overhaul the State's tax structure and increase funding to the Transportation Trust Fund, the General Fund, and other State programs by providing additional revenue sources. These revenue sources include sales and use tax revenues, vehicle excise tax, corporation income tax, uninsured motorist penalty fees, security interest filing fees, certain (vanity) registration plate fees and other titling fees. The legislation also provided a requirement that the Department provide certain information on proposed projects in its 2010-2015 CTP. In addition, the General Assembly adopted legislation to increase the maximum allowable aggregate principal amount of outstanding consolidated transportation bonds from \$2,000,000,000 to \$2,600,000,000 effective January 1, 2008.

During the 2011 Session of the General Assembly, Chapter 397 was enacted to end future Highway User Revenue transfers to the General Fund and to distribute a portion of the corporation income and general sales tax revenues previously credited to the Transportation Trust Fund to the General Fund. (See "SECURITY" and "THE TRANSPORTATION TRUST FUND — Taxes and Fees")

During the 2013 Session of the General Assembly, Chapter 429 was enacted to increase transportation funding by increasing motor fuel taxes and requiring the MTA, beginning in 2015, to increase base fare prices. This legislation also increased the maximum allowable aggregate principal amount of outstanding consolidated transportation bonds from \$2,600,000,000 to \$4,500,000,000 effective June 1, 2013.

Under existing law the following sources of funds are available to the Transportation Trust Fund.

Taxes and Fees

Highway User Revenues – Highway User Revenues (“HUR”) include the following taxes and fees after the deduction of certain programmatic expenses provided by law:

1. Motor Vehicle Fuel Tax and Fees (“Base Tax Rate”) — these taxes and fees that are a component of HUR consist of the following:
 - (a) The 23 1/2¢ on each gallon other than aviation gasoline and 24 1/4¢ on each gallon of special fuels other than turbine fuel after deductions for certain refunds and collection costs, a 2.3% distribution to the Chesapeake Bay 2010 Trust Fund and/or the General Fund and a .5% distribution to the Waterway Improvement Fund; and
 - (b) The fee for a 15-day trip permit for a commercial vehicle at an amount equal to the tax rate on special fuel other than turbine fuel, in effect at the time the permit is issued, and payable on 174 gallons of motor vehicle fuel.
2. Motor Vehicle Titling Tax — two-thirds of the excise tax imposed at the rate of 6% of the fair market value, excluding trade in allowance, of certain motor vehicles for which certificates of title are issued.
3. Sales and Use Tax — 80% of 45% of the revenues from the collection of the sales and use tax on short-term vehicle rentals.
4. Motor Vehicle Registration Fees — a registration fee on all motor vehicles that ranges from \$2.50 to \$1,800.00 per vehicle.
5. Corporation Income Tax — a percentage of the revenues derived from the State’s 8.25% corporation income tax after certain General Fund reductions. For fiscal years 2014 through 2016, the percentage distribution will be 19.5%. For fiscal year 2017 and future fiscal years, the percentage distribution will be 17.2%.

Allocation of Highway User Revenues — Pursuant to legislation enacted by the General Assembly at its 2011 Session (Chapter 397), which became effective on July 1, 2011, the allocation of total HUR for fiscal year 2014 and all fiscal years thereafter is 90.4% to the Department and 9.6% to pay allocations to the counties, municipalities and Baltimore City.

Additional Transportation Trust Fund Revenue — The following revenues of the Department are not HUR and are credited to a separate account in the Transportation Trust Fund.

1. Motor Vehicle Titling Tax — One-third of the excise tax imposed at the rate of 6% of the fair market value, excluding trade in allowance, of certain motor vehicles for which certificates of title are issued. (see “*Highway User Revenues* – 2. Motor Vehicle Titling Tax”)
2. Motor Vehicle Fuel Tax — The following increases to the motor fuel tax were enacted under Chapter 429:
 - (a) Effective July 1, 2013, there is an annual adjustment to the motor fuel tax in excess of the Base Tax Rate. The increases in the tax are indexed to the Consumer Price Index, compounding with each adjustment. The annual increase may not be greater than 8%. While the Base Tax Rate is part of HUR, the adjustments are not.
 - (b) Effective July 1, 2013, there is an increase in the motor fuel tax attributable to a sales and use tax equivalent on motor fuel based upon the product of the average annual retail price of motor fuel, less state and federal taxes, multiplied by specified percentage rates. The percentage beginning July 1, 2013 is 1%, increasing to 2% on January 1, 2015 and 3% on July 1, 2015.
3. Sales and Use Tax Revenues — The Department receives 20% of 45% of the sales and use tax revenues on short-term vehicle rentals.

4. Operating Revenues — Revenues of the Transportation Trust Fund are produced by operations of the MPA, the MTA and the MAA. Aviation revenues include landing fees, rents and user fees, PFCs, rental car customer facility charges, public parking and passenger-oriented concessions. Under legislation enacted in the 2008 Session of the General Assembly, the MTA must recover from fares and other operating revenues at least 35% of the total operating costs for the MTA's bus, light rail and Metro railway services in the Baltimore Region and all MARC passenger railroad services provided under contracts with CSX and Amtrak. For fiscal year 2013 the bus, light rail and subway systems combined achieved a 27.8% fare box recovery. The MARC fare box recovery for fiscal year 2013 is 55.1%. Under Chapter 429 the MTA, beginning in 2015, is required to increase base fare prices at specified intervals based on the change in the Consumer Price Index.

5. Other Revenues — All other revenues include other taxes, fees, charges, and revenues of every kind collected or received by, paid or appropriated to, or to be credited to the Transportation Trust Fund for the Department in the exercise of its rights, powers, duties, obligations or functions.

See "Taxes Pledged to Bonds and Net Revenues as Defined for Purposes of the Bond Coverage Tests" in Appendix A.

Federal Aid

The Moving Ahead for Progress in the 21st Century Act ("MAP-21"), signed by the President on July 6, 2012, authorized federal funding for highways and transit for a two-year period, federal fiscal years 2013 and 2014, at federal fiscal year 2012 spending levels. The fiscal years 2014-2019 Draft CTP is based on the spending levels and contract authority under MAP-21, which expires on September 30, 2014. In fiscal year 2013, the Department received approximately 95.9% of the federal Obligation Authority ("OA"), and a level similar to recent federal fiscal years is expected for fiscal year 2014. For planning purposes, the Department remains conservative regarding OA assumptions, since MAP-21 is a two-year bill. The fiscal years 2014-2019 Draft CTP assumes an OA of 87.5% for fiscal year 2014 and 80% for fiscal years 2015-2019.

Under MAP-21, the Department receives federal aid for the highway program, primarily for interstate, primary, secondary and urban systems, bridge replacement, highway safety, and congestion mitigation/air quality improvement. All available federal aid is utilized and no federal aid will be lost for lack of State match.

The FTA provides transit operating and capital assistance for bus, metro, light rail and rail commuter. Federal grants are also provided for rural areas as well as elderly and handicapped persons.

Federal entitlement and discretionary funding for airport projects are provided by the FAA through the Airport Improvement Program.

The Port of Baltimore received \$10 million in FY 13 discretionary funding through the U.S. Department of Transportation's Transportation Investment Generating Economic Recovery ("TIGER") grant program to increase its cargo handling capacity and provide rail access at its Fairfield Marine Terminal. The project will use dredged material from the Port of Baltimore's main access channel to fill an obsolete and dilapidated basin and create a new 7.6-acre cargo staging area in a prime location near the vessel berth. The Port of Baltimore also benefits from annual funding provided to the US Army Corps of Engineers to ensure the maintenance of the navigation channels leading to the Port.

The major federal fund receipts for the capital program in fiscal year 2013 were \$707,447,134. Projected receipts for fiscal year 2014 are \$849,500,000.

In addition, the State has spent 99% of the \$638.0 million of formula funds received under the American Recovery and Reinvestment Act of 2009 ("ARRA") for various transportation projects. Of this total, \$414.0 million was provided for highway projects and \$152.0 million for transit projects. The remaining \$72.0 million was provided to WMATA for additional transit work in the State. On the highway side, the State programmed \$317.0 million for State highway projects and the remaining \$97.0 million was made available to counties and Baltimore City for local highway projects. On the transit side, the State programmed \$108.5 million for State transit projects and \$43.5 million was made available to local transit operators for local transit projects.

In addition to the formula distribution, Maryland received additional funding from discretionary grants made pursuant to ARRA. The MAA has completed a grant for \$15.0 million for Pier C/D apron rehabilitation at BWI Marshall Airport. The MPA has completed a grant for \$1.3 million for Port Security. The MTA has completed a \$0.5 million Transit Investment in Greenhouse Gas and Energy Reduction grant for a fire suppression system upgrade and has three High-Speed Intercity Passenger Rail grants for a total of \$91.4 million in design funds to examine the replacement of the Baltimore & Potomac rail tunnel and the Susquehanna Amtrak railroad bridge, upgrading the BWI Marshall Airport MARC/Amtrak station and adding an additional track in the area. Lastly, in cooperation with the Metropolitan Washington Council of Governments, the SHA and the MTA received \$14.8 million to construct the Takoma/Langley Park Transit Center and make bus priority improvements on various roadways in metropolitan Washington.

Sequestration

On a more short-term basis, MDOT faces modest cutbacks in federal aid through “sequestration” – a series of automatic cuts in most Federal programs that took effect in March 2013.

Under sequestration, most Federal fiscal year (“FFY”) 2013 non-defense mandatory and discretionary accounts received a 5-6 percent reduction from FFY 2012 levels. Impacted transportation accounts include New Starts, Amtrak, WMATA, TIGER, and the FAA Contract Tower program. The U.S. Army Corps of Engineers also faced a 5 percent cut, which will likely result in reduced funding for dredging of the Bay channels and the Chesapeake and Delaware Canal and for construction of Poplar Island. Accounts that are funded via dedicated trust funds, such as the Highway Trust Fund and the Airport Improvement Program, are exempt from sequestration. However, since a portion of Highway Trust Fund dollars have come from General Fund transfers, highway and transit formula funding is not entirely exempt. In addition, the subsidy for the Department’s Consolidated Transportation Bonds, Series 2010 B (Federally Taxable – Issuer Subsidy – Build America Bonds) was reduced by 8.7% in fiscal year 2013 and is expected to be reduced by 7.2% in fiscal year 2014.

Congress has yet to finalize the FFY 2014 appropriations process, however, MDOT expects additional program reductions as outlined above. As was the case in FFY 2013, Maryland’s Federal highway and transit formula funds will be minimally reduced if additional reductions are included in FFY 2014. As is always the case, the CTP conservatively estimates Federal revenues and will not be impacted by the sequestration. Discretionary funding is not included as part of the estimated Federal revenue assumptions until these funds are actually received.

Consolidated Transportation Bonds

In accordance with certain provisions of the Act, the aggregate principal amount of Consolidated Transportation Bonds that may be outstanding is \$4,500,000,000, which amount was increased from \$2,600,000,000 pursuant to Chapter 429. In addition, provisions of the Act provide for the General Assembly to establish in the budget for any fiscal year a maximum outstanding aggregate amount of these bonds as of June 30 of the respective fiscal year that does not exceed \$4,500,000,000. For fiscal year 2014, the aggregate amount of Consolidated Transportation Bonds that may be outstanding as of June 30, 2014 is \$2,292,670,000. Upon issuance of the Bonds, the principal amount of all outstanding Consolidated Transportation Bonds will be \$1,842,770,000*. After payment of serial maturities on the Outstanding Bonds during the remainder of fiscal year 2014, the aggregate amount of Consolidated Transportation Bonds outstanding at June 30, 2014 will be \$1,737,670,000*, assuming no Additional Bonds are issued in fiscal year 2014.

Special Revenue Bonds

The General Assembly enacted legislation in 2002, which was amended in 2004 and 2005, to give the Department authority to issue special transportation project revenue bonds. The Department may pledge or use existing and anticipated federal funds for the payment of special transportation project revenue bonds, provided that the Department complies with the limitations set forth in Title 3, Subtitle 6 of the Transportation Article which states that (1) the aggregate principal amount of debt secured by a pledge of future federal aid may not exceed \$750 million; and (2) the date of maturity may not be later than 12 years after the date of issue.

* Preliminary, subject to change

If future federal aid is insufficient to pay the principal of and interest on the special transportation project revenue bonds, the taxes levied under the Act and irrevocably pledged to the payment of the principal of and interest on the Consolidated Transportation Bonds but not needed for such payment are pledged and will be available to pay the special transportation project revenue bonds. The statutory lien and pledge created for the benefit of the special transportation project revenue bonds is at all times subordinate to the pledge and lien for the payment of the principal of and interest on the Bonds and other Consolidated Transportation Bonds.

The Department has no plans to issue special transportation project revenue bonds in fiscal year 2014.

Maryland Transportation Authority Debt Secured by Federal Aid

The State substantially completed construction of the ICC through the combined efforts of the SHA and the Authority. The SHA managed the design and construction of the ICC, and, as federal grant recipient for the project, was responsible for federal aid management. The Authority provided financing for the project, including bond financing, and owns and operates the ICC. In June 2007, the Authority issued \$325,000,000 Maryland Transportation Authority Grant and Revenue Anticipation Bonds, Series 2007 (“2007 GARVEE Bonds”), which provided financing for a portion of the construction and equipping of the ICC project. In December 2008, the Authority issued its second and final series of GARVEE Bonds, Series 2008 (together with the 2007 GARVEE Bonds, the “GARVEE Bonds”) in the amount of \$425,000,000 in accordance with the ICC financing plan.

The GARVEE Bonds are primarily secured by a portion of Maryland’s future federal highway aid. Section 4-320 of the Transportation Article establishes priorities in the event of a shortfall in federal aid to pay debt service requirements on the GARVEE Bonds in fiscal years 2009 through 2020. If the Authority pledges any future federal aid from any source to support repayment of debt secured by federal aid and if such federal aid is insufficient to pay the principal of and interest on such debt, the taxes levied pursuant to Section 3-215 of the Act are irrevocably pledged to the payment of the principal of and interest on the debt secured by federal aid and will be available to pay such debt as it becomes due and payable. However, pursuant to Section 3-215(d) of the Act, the statutory lien and pledge created for the benefit of the Authority’s debt secured by federal aid is at all times subordinate to the pledge and lien of taxes for the payment of principal of and interest on the Bonds, the Outstanding Bonds and the Additional Bonds. GARVEE Bonds outstanding as of June 30, 2013 were \$479,035,000.

Transfers from the Maryland Transportation Authority

The tolls and other revenues received from the transportation facilities projects owned and operated by the Authority are pledged as security for revenue bonds of the Authority issued under and secured by a Second Amended and Restated Trust Agreement dated as of September 1, 2007, as further supplemented and/or amended from time to time (the “Trust Agreement”).

None of these tolls and other revenues are initially credited to the Transportation Trust Fund. However, under the terms of the Trust Agreement and in accordance with legislation enacted by the General Assembly in 1978, moneys not needed for obligations of the Authority may be subsequently transferred to the Transportation Trust Fund to be used as appropriated by the General Assembly for any lawful purpose unless prohibited by any applicable resolution or trust agreement of the Authority. Such a transfer may be made only upon the recommendation of the Secretary and after the approval of the Board of Public Works. The last such transfer occurred in fiscal year 2007.

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PLEGGED TAXES AND NET REVENUES

As described above under “SECURITY”, portions of the corporation income tax, motor fuel tax, motor vehicle titling tax, sales and use tax on short-term rental vehicles, and from July 1, 2008 through June 30, 2011, a portion of the sales and use tax, are irrevocably pledged to payment of debt service on the Department’s bonds. See “THE TRANSPORTATION TRUST FUND” for a discussion of changes to Transportation Trust Fund revenues enacted by the General Assembly in the 2011 and 2013 Sessions. The following table lists the total amount of such taxes credited to the Transportation Trust Fund for the past five fiscal years and estimates for fiscal year 2014 (in thousands). These taxes would be the amounts upon which the Additional Bonds test relating to total proceeds from pledged taxes would be based. (See “FINANCIAL AND ACCOUNTING SYSTEM” for a general description of the budgetary basis.)

Taxes Pledged to Bonds	2009	2010	2011	2012	2013 ¹	2014 ²
Corporation Income Tax	\$ 105,388	\$ 107,293	\$ 107,379	\$ 143,370	\$ 68,503	\$ 162,151
Fuel Tax	500,114	489,004	500,801	567,431	651,196	760,811
Titling Tax	411,324	434,729	470,001	547,198	639,010	679,536
Sales and Use Tax	217,924	213,254	221,842	19,770	23,425	22,582
Total Pledged Taxes	\$1,234,750	\$1,244,280	\$1,300,023	\$1,277,769	\$1,382,134	\$1,625,080

¹ Unaudited – final audited financials for fiscal year 2013 are expected by January, 2014

² Estimated for fiscal year 2014

To the extent needed, other revenues credited to the Department are available for payment of debt service on the Department’s bonds. These will be the amounts upon which the Additional Bonds test relating to net available revenues will be based. The following table lists the total of the two categories of revenues available for debt service on the Department’s bonds, the Department’s administration, operation and maintenance expenses paid from the Transportation Trust Fund and net revenues (in thousands). (See “THE TRANSPORTATION TRUST FUND” for a discussion of fee increases.)

	2009	2010	2011	2012	2013 ¹	2014 ²
Total Pledged Taxes	\$1,234,750	\$1,244,280	\$1,300,023	\$1,277,769	\$1,382,134	\$1,625,080
Fees:						
Motor Vehicle Registrations.	231,773	227,954	229,748	256,350	298,071	296,065
Other	186,961	187,455	209,909	219,211	274,823	292,933
Total Taxes and Fees.....	1,653,484	1,659,689	1,739,680	1,753,330	1,955,028	2,214,078
Operating Revenues:						
MPA	93,635	69,222	49,156	57,302	49,030	48,000
MTA	117,557	125,057	133,494	136,194	138,400	139,000
MAA	181,580	194,308	207,897	208,560	219,757	206,000
Total Operating Revenue...	392,772	388,587	390,547	402,056	407,187	393,000
Other Revenue.....	(3,666)	(3,600)	60,458	40,015	30,808	(5,000)
Investment Income.....	3,996	394	1,004	2,750	758	1,000
Total Revenues.....	2,046,586	2,045,070	2,191,689	2,198,151	2,393,781	2,603,078
Administration, Operation and Maintenance Expenditures	1,433,236	1,491,817	1,456,606	1,479,444	1,566,010	1,624,000
Net Revenues.....	\$ 613,350	\$ 553,253	\$ 735,083	\$ 718,707	\$ 827,771	\$ 979,078

¹ Unaudited– final audited financials for fiscal year 2013 are expected by January, 2014

² Estimated for fiscal year 2014

Certain of the fluctuations in the above tables are caused by institution of new programs and responsibilities of the Department, changes in tax and fee structures (See “THE TRANSPORTATION TRUST FUND”), and the influence of economic trends.

The financial statements contained herein should be read to obtain further details. See “Taxes Pledged to Bonds and Net Revenues as Defined for Purposes of the Bond Coverage Tests” in the Statistical Section of Appendix A for additional historical detail.

Maryland’s economy continues to recover from the deep economic downturn. Although recovery is at a slower rate than experienced in other recent economic cycles, steady employment growth averaging approximately 1.5% is forecasted for the next several years. With improved economic conditions, the Department’s revenues are growing. That growth combined with the new revenues provided by Chapter 429 (the Transportation Infrastructure Investment Act of 2013) will enable the Department to address critical capital and operating needs. The major uncertainty for Maryland’s economy is the potential for federal budget cutbacks.

OUTSTANDING INDEBTEDNESS

Consolidated Transportation Bonds in the principal amount of \$1,842,770,000* will be outstanding upon issuance of the Bonds; after payment of serial maturities during the remainder of fiscal year 2014, Consolidated Transportation Bonds outstanding at June 30, 2014 will be \$1,737,670,000*, assuming no Additional Bonds are issued in fiscal year 2014. See “THE TRANSPORTATION TRUST FUND — Consolidated Transportation Bonds” for a discussion of the limit on the maximum outstanding aggregate principal amount of Consolidated Transportation Bonds. The table below shows the amounts to be outstanding for the respective series of Consolidated Transportation Bonds upon issuance of the Bonds:

Series 2002	\$ 69,000,000
Series 2003	81,000,000
Series 2003 (Second Issue)	105,300,000
Series 2004	25,600,000
Refunding Series 2004	9,380,000
Series 2006	78,000,000
Series 2007	84,000,000
Series 2008	204,255,000
Series 2008 (Second Issue)	252,000,000
Series 2009	105,600,000
Series 2010A	11,200,000
Series 2010B	126,000,000
Refunding Series 2011	161,435,000
Series 2012	115,000,000
Series 2013	165,000,000
Series 2013 (Second Issue)	<u>250,000,000*</u>
Total	<u>\$ 1,842,770,000*</u>

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*Preliminary, subject to change

DEBT SERVICE REQUIREMENTS AND ESTIMATED COVERAGES *

The following table presents debt service requirements and estimated coverage ratios for the Bonds and the Outstanding Bonds. Maximum annual debt service is \$262,958,513* in fiscal year ending June 30, 2017. Net revenues (unaudited amount) under the first test described above under “ADDITIONAL BONDS” for the fiscal year ending June 30, 2013 would be 3.15* times maximum annual principal and interest requirements on such debt. Pledged taxes (unaudited amount) under the second test described above under “ADDITIONAL BONDS” for the fiscal year ended June 30, 2013 would be 5.26* times maximum annual principal and interest requirements on such debt. See “PLEGGED TAXES AND NET REVENUES.” These coverage ratios are calculated on the basis of no further issuance of Consolidated Transportation Bonds.

DEBT SERVICE REQUIREMENTS AND ESTIMATED COVERAGES *
(in thousands)

<u>Debt Service Requirements – Consolidated Transportation Bonds</u>				<u>Debt Service Coverage Ratio Based Upon Fiscal Year 2013 Revenue</u>	
<u>Fiscal Year</u>	<u>Outstanding Bonds¹</u>	<u>2013 2nd Series²</u>	<u>Total Debt Service Requirements</u>	<u>Pledged Tax Ratio³</u>	<u>Net Revenue Ratio⁴</u>
2014	\$ 202,803	\$ 4,869	\$ 207,672	6.66	3.99
2015	218,785	10,371	229,156	6.03	3.61
2016	229,448	10,371	239,819	5.76	3.45
2017	237,394	25,565	262,959	5.26	3.15
2018	220,763	25,555	246,318	5.61	3.36
2019	174,706	25,546	200,252	6.90	4.13
2020	136,294	25,543	161,837	8.54	5.11
2021	144,072	25,448	169,520	8.15	4.88
2022	136,262	25,430	161,692	8.55	5.12
2023	128,295	25,418	153,713	8.99	5.39
2024	98,253	25,402	123,655	11.18	6.69
2025	46,708	25,335	72,043	19.18	11.49
2026	27,657	25,263	52,920	26.12	15.64
2027	27,871	25,235	53,106	26.03	15.59
2028	16,354	25,208	41,562	33.25	19.92
2029	-	25,179	25,179	54.89	32.88
Total ⁴	\$ 2,045,665	\$355,736	\$ 2,401,401		

- (1) The general sales and use tax and corporation income tax affected by General Assembly changes in the 2011 Session are available to pay debt service on the Outstanding Bonds sold prior to July 1, 2011, if needed.
- (2) Assumed TIC of 3.2%
- (3) Pledged taxes were \$1,382,134,000 for fiscal year 2013 – unaudited number.
- (4) Net revenues were \$827,771,000 for fiscal year 2013 – unaudited number.
- (5) Totals may not add due to rounding.

*Preliminary, subject to change

LEASE AND CONDITIONAL PURCHASE FINANCINGS

The Department has from time to time financed the construction and acquisition of various facilities through conditional purchase, sale-leaseback, and similar transactions. Such transactions are subject to approval by the Board of Public Works. Financings of this type are as follows:

<u>Capital Leases</u>	<u>Projects</u>	<u>Issuance Amount</u>	<u>Bonds Outstanding as of June 30, 2013</u>
Maryland Economic Development Corporation Refunding Lease Revenue Bonds Series 2010	Acquisition, construction and equipping of a new headquarters building for the Department	\$ 22,715,000	\$ 20,670,000
Maryland Economic Development Corporation Refunding Lease Revenue Bonds Series 2012	Expansion and renovation of Piers A and B and the Terminal Building at BWI Marshall Airport.	199,555,000	187,575,000
Total			<u>\$ 208,245,000</u>

The Department's payments to MEDCO for debt service on all MEDCO Lease Revenue Bonds are subject to the General Assembly's annual appropriation.

<u>Conditional Purchase Financings</u>	<u>Projects</u>	<u>Issuance Amount</u>	<u>Certificates Outstanding as of June 30, 2013</u>
Project Certificates of Participation (MAA), Refunding Series 2010	BWI Marshall Airport Facilities	\$ 19,610,000	\$ 15,530,000
Project Certificates of Participation (MTA), Refunding Series 2010 Airport	MTA Rail Station Parking Garage at BWI Marshall	13,070,000	11,655,000
Project Certificates of Participation (MAA), Series 2004	BWI Marshall Airport Shuttle Bus Fleet	15,500,000	5,100,000
Project Certificates of Participation (MPA), Series 2006	MPA South Locust Point Warehouse Construction	26,530,000	20,560,000
Total			<u>\$ 52,845,000</u>

In addition to the conditional purchase financings, the Department has a capital lease in the amount of \$9,510,938 by virtue of an agreement with the Authority for financing the MPA Masonville Automobile Handling Facility.

All of the lease payments under these arrangements are subject to annual appropriation by the General Assembly. In the event that such appropriations are not made, the Department may not be held contractually liable for the payments.

OTHER LONG-TERM LIABILITIES

The Department has entered into several lease agreements, similar in nature to capital leases, as lessee for the financing of various transportation related projects. Financings of this type are as follows:

<u>Projects</u>	<u>Issuance Amount</u>	<u>Bonds Outstanding as of June 30, 2013</u>	<u>Liability as of June 30, 2013</u>	
Maryland Transportation Authority Airport Parking Revenue Bonds Refunding Series 2012	Refunded Series 2002, original issuance amount of \$264,075,000 was used to construct a Parking Garage; make improvements to the Central Utility Plant; make improvements to public access; and widened approach roads	\$ 190,560,000	\$ 182,025,000	\$ 175,632,000
Maryland Transportation Authority Taxable Consolidated Rental Car Facility, Series 2002	Acquisition, construction and equipping of a new consolidated rental car facility	117,345,000	99,040,000	93,260,000
Maryland Transportation Authority Variable Rate Passenger Facility Charge Revenue Bonds Series 2003	Construction, extension and improvement of the terminal access roadway, pedestrian skywalks, taxiway and common use terminal equipment	69,700,000	11,200,000	0
Maryland Transportation Authority Passenger Facility Charge Revenue Bonds Series 2012A	Finance a portion of the costs of construction of a passenger connector hall between the secured Concourses B and C; expansion and improvement of Concourse C; and expansion and relocation of passenger screening lanes	50,905,000	49,110,000	30,888,000
Maryland Transportation Authority Passenger Facility Charge Revenue Bonds Series 2012B	Finance a portion of the costs of runway safety improvements and paving	92,070,000	92,070,000	23,978,000
Maryland Transportation Authority Variable Rate Passenger Facility Charge Revenue Bonds Series 2012C	Finance a portion of the costs of runway safety improvements and paving	43,400,000	43,400,000	1,923,000
Total			<u>\$ 476,845,000</u>	<u>\$ 325,681,000</u>

The estimated liability of \$325,681,000 represents bonds outstanding less cash on hand in certain restricted accounts as of June 30, 2013. The revenues derived from airport parking, rental car customer facility charges and passenger facility charges are pledged to the payment of the bonds financing these projects, respectively, and no other Transportation Trust Fund revenues are pledged as security for these bonds. With the exception of excess parking revenue, none of these revenues are available for debt service on the Bonds.

FINANCIAL AND ACCOUNTING SYSTEM

Accounting records for the Transportation Trust Fund are maintained by the Comptroller of the Treasury of the State of Maryland (the “Comptroller”) and all cash and investments of the Transportation Trust Fund are held by the State Treasurer (the “Treasurer”), except for revolving cash accounts. Accounting records for the Transportation Trust Fund for operational and management purposes are maintained by the Department’s Office of Finance. The Department’s financial statements and notes thereto for the fiscal year ended June 30, 2012, the most recent fiscal year for which financial statements and notes are available, contained in Appendix A have been prepared in conformity with generally accepted accounting principles and have been audited by the firm of SB & Company, LLC, independent certified public accountants.

Although the accounts maintained by the Department on a budgetary basis generally conform to generally accepted accounting principles, there are certain departures from these principles which are dictated by statutory requirements and historical practices. The principal departures are the exclusion of non-budgeted activities and classification of fund-type. See Note 1 of “Notes to Financial Statements,” for information concerning the significant accounting policies employed by the Department in preparing its financial statements in accordance with generally accepted accounting principles.

The Government Finance Officers Association of the United States and Canada awarded a Certificate of Achievement for Excellence in Financial Reporting to the Department for its comprehensive annual financial reports for fiscal years 2000 through 2012. In order to be awarded a Certificate of Achievement, a governmental unit must publish a comprehensive annual financial report. Such reports must satisfy both generally accepted accounting principles and applicable legal requirements.

Effective June 30, 2002, the Department implemented the new reporting model required by Governmental Accounting Standards Board (“GASB”) Statement No. 34, *“Basic Financial Statements — and Management’s Discussion and Analysis — for State and Local Governments.”* These basic financial statements include Management’s Discussion and Analysis, which provides a narrative overview and analysis of the Department’s financial activities. Furthermore, they include government-wide financial statements (i.e., the statement of net assets and the statement of activities), which provide both short-term and long-term information about the Department’s financial position. The statement of activities demonstrates the degree to which the direct expenses of a given function of the State’s activities are offset by its program revenues. These statements provide Department-wide financial information distinguished between governmental activities, business-type activities and component units. Included with these statements are reconciliations between the government-wide statements, prepared on the full accrual basis, and the fund level statements prepared on the modified accrual basis. In addition, there are reconciliations between the fund level and budgetary statements. Detailed information on the new reporting model is provided in the Management’s Discussion and Analysis section and in Note 1 of the “Notes to the Financial Statements.”

State law requires an audit of every unit of State government by the Legislative Auditor at least every three years as determined by the Legislative Auditor. These audits generally are of a compliance nature, do not cover an entire or a single fiscal year, and are not for purposes of reporting upon financial statements as a whole. The primary purpose of the reports is to present the Legislative Auditor’s findings relative to the fiscal management of those agencies and departments.

The Department’s audited financial statements and notes thereto for the fiscal year ended June 30, 2013, are expected to be released on or about January 15, 2014. Such audited financial statements will be available on the Department’s web site (www.mdot.maryland.gov) and from the Municipal Securities Rulemaking Board (“MSRB”) through its Electronic Municipal Market Access system (<http://emma.msrb.org>). Such financial statements, if made publicly available up to and including a date 25 days following the “end of the underwriting period” (as defined in Rule 15c2-12 of the Securities and Exchange Commission) applicable to the Bonds, shall be deemed to be incorporated by reference into this Official Statement from the date made publicly available.

LITIGATION

There is no litigation pending which in any manner will affect the validity of the Act or the Bonds.

The Department and its Administrations, officials and employees are parties to various legal proceedings before the courts, many of which occur in the normal course of the Department's operations. These legal proceedings are not, in the opinion of the Office of the Attorney General of the State, likely to have a material adverse impact on the Department's financial position. In addition, certain of the Administrations are party to legal proceedings before the Maryland State Board of Contract Appeals, which hears and decides bid protests and contract disputes. At any one time, one or more of these claims may exceed \$1 million. Cases such as these generally involve disputes over alleged differing site conditions, changes, delays and disruptions. These legal proceedings are not, in the opinion of the Office of the Attorney General of the State, likely to have a material adverse impact on the Department's financial position.

INSURANCE

The operations of the MAA, the MPA and the MTA are covered by liability insurance policies and many suits are handled by the Department's insurance carriers.

The MAA's two facilities, BWI Marshall Airport and Martin State Airport, are covered by liability insurance policies totaling \$500 million. These policies cover liability for both bodily injury and property damage.

The MPA's liability insurance policies, including excess liability policies, provide insurance up to \$150 million per occurrence for its port operations. These policies cover liability for both bodily injury and property damage.

The MTA's operations are covered by a \$495 million excess liability insurance policy over and above the MTA's \$5 million self-insured retention. CSX and Amtrak are hired contractors to provide MTA's commuter rail service. The MTA has insurance to cover its contractual obligations. The insurance provides coverage for excess liability claims of \$5 million to \$495 million; claims under \$5 million are self-insured by the Department. The excess liability policies also extend punitive damages liability coverage to CSX and Amtrak arising from commuter rail operations for claims of \$5 million to \$495 million. The railroad commuter operations handle liability claims for their respective services. All claims exceeding \$10,000 must have prior approval of the MTA. Claims by Amtrak employees are exempt from the MTA's coverage because they are the responsibility of Amtrak. Insurance for CSX employees is covered by the MTA.

The Department takes the position that the purchase of liability insurance does not act as a waiver of the tort immunity defense in all cases. Under the Maryland Tort Claims Act (the "Tort Claims Act"), the immunity of the State and its units is waived as to any tort action, in a court of the State, up to an amount not to exceed \$200,000 per single claimant for injuries arising from a single incident or occurrence. Immunity is not waived under the Tort Claims Act for punitive damages, interest before judgment, claims related to the State militia, any tortious act or omission by State personnel that is not within the scope of their public duties or is made with malice or gross negligence, or claims otherwise prohibited by law. The waiver of tort immunity by the MTA is not governed by the Tort Claims Act, but by a separate statutory provision.

EMPLOYEE RELATIONS

As of July 1, 2013, the Department had 8,770.5 authorized employee positions.

Labor-Management Relations. States are exempt from the provisions of the National Labor Relations Act; thus, State employees may engage in collective bargaining only if specifically authorized. Since 1999, collective bargaining has been available to approximately 31,000 State employees. Eligible State employees are assigned to one of nine bargaining units. These bargaining units are represented by six certified exclusive bargaining representatives that are entitled to negotiate with the Governor or his designee(s) regarding wages, hours, and working conditions on behalf of bargaining unit employees. The negotiating parties execute a memorandum of understanding of not less than 1 year or more than 3 years duration that incorporates all matters of agreement reached. Matters of agreement that require legislative approval or the appropriation of funds are subject to the

approval of the General Assembly. Additionally, State employees may join employee associations, and the State permits the deduction of dues from employees' salaries for these associations. Approximately 38,356 employees pay dues to 18 State employee associations, including the six certified exclusive bargaining representatives.

As of July 1, 2013, of the 3,087.5 authorized employees of the MTA, 2,453 were represented by the three separate unions. At the option of either party, any labor dispute involving the MTA and its unionized employees may be submitted to binding arbitration.

The contract with the union (OPEIU Local 2) representing 85 office employees expired September 30, 2011. The contract with the union (AFSCME Local 1859) representing 132 security personnel expired December 31, 2011. Both unions, OPEIU Local 2 and AFSCME Local 1859, have agreed to work under their currently expired contracts pending the settlement of ATU Local 1300 contract. The contract with the union (ATU Local 1300) representing 2,187 operating and maintenance employees expired June 30, 2012, but was recently approved as a two-year contract expiring June 30, 2014.

Although the State permits non-management employees of the MTA to engage in collective bargaining, these employees are not authorized to engage in any type of strike, slow-down or work action.

Since the creation of the Department in 1971, there have been no work stoppages.

RETIREMENT PLANS

As of June 30, 2013, 5,527 employees of the Department were members of the Maryland State Retirement and Pension System (the "System"). See "STATE GOVERNMENT — Maryland State Retirement and Pension System". An additional 2,898 active Department employees were members of the MTA pension plans, discussed herein.

The Department's contribution to the System for its employees is appropriated annually from the Transportation Trust Fund. The Department's contribution to the System was \$54.2 million in fiscal year 2013. The Department's budget for fiscal year 2014 is \$57,970.757. The contribution is calculated using a percentage rate applied to the projected earnings of employees. The State's Department of Budget Management informs the Department of the percentage rate to be used in each budget year. (For additional information about the System, see Appendix A, Note 15.)

The MTA provides pension benefits to union employees, former union members promoted to management positions, and to management personnel who were originally employed by the Baltimore Transit Company, a predecessor to the MTA. All other management employees hired after April 30, 1970 are members of the System. The MTA pension plan (the "MTA Plan") was pay-as-you-go until January 1, 1990, when provisions for advance funding of the benefits began.

The MTA Plan provides retirement, death and disability benefits and is funded in compliance with collective bargaining agreements. Employees are vested after 5 years of service. Employee retirement benefits are based on years of service times an annual benefit multiplier of 1.4% to 1.6% of final average compensation. Generally, full service retirement benefits are based on 30 years of service or attainment of age 65.

The annual funding of the MTA Plan is based upon a report of the consulting actuary. The Department of Transportation's budget for fiscal year 2012 provided \$32.9 million for the plan, or 100% of the employer annual required contribution. The Department's MTA budget for fiscal year 2013 provided \$29.5 million for the plan. The Department's MTA budget for fiscal year 2014 provides \$29.5 million for the plan.

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The funded status of the MTA plan as of June 30, 2012 was as follows:

**Funded Status of the MTA Plan
(\$ in thousands)**

<u>Actuarial Valuation Date</u>	<u>Actuarial Value of Assets</u>	<u>Funded Ratio (Assets/Liab.)</u>	<u>Unfunded AAL (UAAL)</u>	<u>Covered Payroll (Active Members)</u>	<u>UAAL As a Percent of Payroll</u>
6/30/2010	\$ 162,756	38.2%	\$ 263,285	\$ 145,029	181.5%
6/30/2011	187,918	43.3	245,719	147,474	166.6
6/30/2012	200,260	44.4	251,029	152,276	164.9

For a more detailed discussion of the MTA Plan, see APPENDIX A, Note 15 to the Financial Statements.

Beginning July 1, 2005, MTA police officers were covered under the Maryland State Law Enforcement Officers' Pension System ("LEOPS"). The Department's budget for fiscal year 2014 provides \$5.4 million for LEOPS.

In addition, some airport firefighters are members of Baltimore City's Fire and Police Retirement System. The Department's budget for fiscal year 2014 provides \$867,601 for this plan.

STATE GOVERNMENT

Legislature

The State has a bicameral legislature, the General Assembly, composed of the Senate and the House of Delegates. Currently, the Senate consists of 47 members and the House of Delegates of 141 members. The General Assembly meets annually for a 90-day session beginning on the second Wednesday in January. This regular session may be extended by the General Assembly or the Governor, and the Governor may call special sessions; however, no extended or special session may last longer than 30 days, except for the purpose of enacting the budget.

Executive Branch

The Executive Branch includes four officials elected by the voters on a statewide basis for four-year terms: the Governor, the Lieutenant Governor, the Comptroller and the Attorney General. The Treasurer is elected by joint ballot of the Senate and the House of Delegates for a four-year term.

The Governor is the chief executive officer of the State. The Lieutenant Governor has such duties as are delegated by the Governor. The Comptroller is required to exercise general superintendence over the fiscal affairs of the State, to prepare plans for the improvement and management of revenue and support of public credit, to keep the accounts of the State, including the Transportation Trust Fund and the special accounts therein, to prescribe the form of completing and stating such accounts and to superintend and enforce the collection of all taxes and revenues. The Attorney General is legal counsel to the Governor, the General Assembly and all departments and units of the State government except the Public Service Commission and certain authorities. The Treasurer is responsible for the custody of all deposits of State moneys, prepares all checks drawn for the disbursement of State funds, is in charge of the investment of surplus funds in the State Treasury, and administers and has custody of all securities. Among the State funds for which the Treasurer is responsible are the moneys in the Transportation Trust Fund.

Board of Public Works

The Governor, the Comptroller and the Treasurer are the members of the Board of Public Works. A constitutional body, the Board of Public Works supervises the expenditure of all sums obtained by State loans (general obligation bond issues), and all funds appropriated for capital improvements other than roads, bridges and highways. The Board of Public Works must approve all contracts for such expenditures after review by the Department of Budget and Management or the Department of General Services.

The Board of Public Works considers, acts upon and authorizes all issues of State general obligation bonds, fixes the rate of the State property tax required to be devoted to debt service, and administers the Interagency Committee on School Construction, a State program for payments to the counties and Baltimore City for public school construction. The Board of Public Works must approve the issuance of all Consolidated Transportation Bonds and approved the issuance of the Bonds on October 16, 2013.

Budget

The Governor is required, by Section 52 of Article III of the Maryland Constitution, to submit annually to the General Assembly shortly after it convenes in January in regular session a balanced budget (the “Budget Bill”) containing a complete plan of proposed expenditures and estimated revenues for the ensuing fiscal year, including a plan of proposed expenditures and estimated revenues for the Department. The Budget Bill must include funds necessary to pay debt service on the Bonds (but with respect to the Bonds, only from the proceeds of pledged taxes and other revenues available for debt service on the Bonds).

The General Assembly may not amend the Budget Bill to affect payment of State debt or otherwise to change its provisions, except to increase or decrease the appropriations relating to the General Assembly or the judiciary, or to strike out or reduce other appropriations submitted by the Governor. It must, however, enact a balanced budget. The General Assembly may authorize an appropriation apart from the Budget Bill, but it may only do so by a separate supplementary appropriation bill limited to a single object or purpose and providing for or levying a specific tax or taxes in that bill sufficient to fund the appropriation.

The Department’s expenditures are made pursuant to appropriations in the annual budget, except that the Department may submit to the Governor a budget amendment and, if the Governor approves the amendment, the Department may make disbursements in accordance with the budget amendment. By budget amendment, the Department may increase or decrease the amount of the appropriation for any project or transfer funds from one project or administration to another. A budget amendment may not, however, increase the salary or salaries of any office or position, except in certain acute emergencies, or change any language or substantive provision in the budget. All amendments approved by the Governor are required to be reported by him to the next session of the General Assembly. By means of a constitutional amendment, the General Assembly is permitted to enact bills that may require the Governor to provide specific program funding in the annual budget.

Maryland State Retirement and Pension System

Introduction. The actuarial information provided in this section has been provided to the System by the System’s actuary, Gabriel, Roeder, Smith & Company (“GRS”), which was retained by the Board of Trustees of the System pursuant to statute. As with all actuarial valuations and future projections, the actuarial valuations are based on actuarial assumptions that have been presented by the actuary and adopted by the Board³. One or more of these assumptions may prove to be inaccurate and may be changed in the future based upon the future experiences of the System.

Plan Description. The System was established by the State Personnel and Pensions Article of the Annotated Code of Maryland to provide retirement allowances and other benefits in a defined benefit plan to State employees, teachers, police, judges, legislators and employees of participating governmental units. The System is administered by a 14-member Board of Trustees that has the authority to invest and reinvest the System’s assets. The Board of Trustees is obligated to hold the assets of the System for the exclusive purposes of providing benefits to participants and for reasonable expenses of administration.

The Board of Trustees pays all benefits and expenses of the various plans in the System from an accumulation fund⁴ and an expense fund, respectively, established for each plan. As additional security, if needed, the State is obligated to annually pay into the System at least an amount that, when combined with the System’s accumulation funds, is sufficient to provide the allowances and other benefits payable under each plan during that fiscal year.

³ The actuarial assumptions adopted by the Board of Trustees on June 18, 2013 to lower the assumed rate of return to 7.55% and the price inflation assumption to 2.8% phased in over a four-year period are not reflected in any referenced projections.

⁴ The accumulation funds consist of employer contributions, interest of System assets, and retired members’ previous contributions.

The System is made up of two cost-sharing employer pools: the “State Pool” and the “Municipal Pool.” The State Pool consists of the State agencies, boards of education, community colleges and libraries. The Municipal Pool consists of the participating governmental units that elect to join the System. Neither pool shares in the other’s actuarial liabilities. Municipal Pool participants cost-share in the liabilities of only the Municipal Pool, which receives a separate annual actuarial valuation in order to determine the funding levels and actuarial liabilities of the Municipal Pool. The Municipal Pool covers employees of more than 150 political subdivisions and other entities within the State.

The State Pool comprises five distinct systems or plans: Teachers’ Retirement and Pension System (the “Teachers’ Pension System”), Employees’ Retirement and Pension System (the “Employees’ Pension System”), State Police Retirement System, Judges’ Retirement System, and LEOPS. As of June 30, 2012, the State’s membership in the System included 167,512 active members, 44,625 vested former members, and 117,567 retirees and beneficiaries. Together, the Teachers’ and Employees’ Pension Systems account for 98.2% of membership in the State Pool. In fiscal year 2012, State retirees and beneficiaries within the State Pool received benefit payments totaling \$2.6 billion, with an average benefit of \$22,341.

Plan Benefits Pre- and Post- Reform. During the 2011 legislative session, pension reform legislation was proposed by the Governor and enacted by the General Assembly to ensure the long-term sustainability of the System’s defined benefit structure and the affordability of the State’s contribution in future years (the “2011 Pension Reforms”).

The 2011 Pension Reforms increased employee contributions from 5% to 7% of annual earnable compensation, decreased future annual cost of living adjustments from a 3% cap to a 2.5% cap and linked the cap to the System’s achievement of annual return on investments. For most employees who become a member of the System after July 1, 2011, the reforms establish the pension benefit multiplier at 1.5% rather than 1.8%, calculate average final compensation based on five highest consecutive years of service rather than three years, allow vesting after ten years of eligible service rather than five years, and establish more stringent requirements for early and full service retirement. Similar reforms were enacted for several of the systems in the State Pool.

With the enactment of the 2011 Pension Reforms and the additional annual contributions, the System’s actuary projected that the State Pool portion of the System would reach approximately 80% funding by fiscal year 2023, three years faster than pre-reform projections, and would reach full funding in fiscal year 2031. These projections were based on the System achieving its assumed investment return of 7.75%. Following a fiscal year 2011 return on investments, net of fees, of 20.04%, the actuary revised its projections, with 80% funding expected by fiscal year 2021 and full funding expected by fiscal year 2030. As a result of the System achieving a fiscal year 2012 return on investment, net of fees, of 0.36%, as well as changes in demographic assumptions adopted by the Board (discussed below), as of June 30, 2012, the actuary projects that the System will exceed 80% funding by fiscal year 2023 and will achieve full funding by fiscal year 2031. Each year’s investment returns will affect the actuary’s projections of future funding status.

**Projected Impact of 2011 Pension Reforms on
Funded Ratios of State Pool (a)**

<u>Valuation Fiscal Year</u>	<u>Based on 6/30/2011 Valuation</u>	<u>Based on 6/30/2012 Valuation (b)</u>
2012	63.7%	63.5%
2017	74.4	69.5
2021	81.3	76.6
2023	85.2	80.7
2027	94.1	90.2
2030	101.9	98.4
2031	107.9	101.3
2037	123.4	120.8

(a) Based on current corridor funding policy for the Teachers’ Combined System and Employees’ Combined System.

(b) Reflects the reinvested savings required by the 2011 reforms.

Assumptions. By law, employer contribution rates are established by annual actuarial valuations using the entry age normal cost method and other actuarial assumptions adopted by the Board of Trustees. The unfunded actuarial accrued liability (“UAAL”) that existed as of the June 30, 2000 actuarial valuation is being amortized over the period ending on June 30, 2020. The UAAL for each fiscal year subsequent to the year ended June 30, 2000, represents a separate liability layer for actuarial funding purposes, and, accordingly, will be amortized over a 25-year period commencing July 1 of the following fiscal year.

Assets are valued for funding purposes by recognizing investment gains/(losses) over a five-year period. Each year’s investment gain or loss is amortized on a straight-line basis over five years. The final actuarial value of assets is limited to not more than 120% or less than 80% of the market value of assets.

With regard to economic actuarial assumptions, the plan assumed a 7.75% rate of return, price inflation of 3.0% and payroll growth of 3.5% for its fiscal year 2011 valuation. The System’s Board of Trustees reviewed these actuarial assumptions per the performance of a 4-year actuarial experience study (FY2006 to FY2010) by the System’s actuary and decided to retain the current economic assumptions without adjustment for the System’s fiscal year 2012 actuarial valuation.

It should be noted that at its June 18, 2013 meeting the Board of Trustees adopted new economic assumptions for the System’s June 30, 2013 actuarial valuation, in particular, an investment return of 7.7% and an inflation assumption of 2.95%. The Board of Trustees voted to lower the assumed rate of return to 7.55% and the price inflation assumption to 2.8%. These assumptions will be phased in over a four-year period, with the first adjustment applying to the fiscal year 2013 valuation.

With regard to demographic actuarial assumptions, the Board of Trustees decided to adopt the following recommended adjustments to the demographic assumptions per the results of the same actuarial experience study:

- Retirement Rates: Decrease to overall rates based on experience.
- Withdrawal Rates: Maintain the service-based for the first 10 years of service and age-based thereafter.
- Mortality Rates: Change from the RP-2000 Mortality Tables, Combined Healthy Participant Mortality Table, with set-backs that vary by sex and system to the same table with rates multiplied by factors that vary by sex and system for healthy post-retirement mortality and disabled mortality, respectively.
- Disability Rates: Decrease current disability rates for most systems and adjust the rates between ordinary and accidental disability to reflect observed experience.

Investment Allocations and Returns. The target asset allocation is set by the Board of Trustees, with no legal limits imposed by the General Assembly. The actual allocation takes into account that private market investments are made gradually in order to prudently reach the target level over multiple years. Amounts not yet invested in private markets are currently allocated to public equity and fixed income.

	Asset Allocation Actual Allocation as of 3/31/13	Long-Term Target Allocation
Public Equity	41.2%	36%
Fixed Income	17.8	10
Real Return	10.3	15
Credit/Debt Strategies	8.1	10
Absolute Return	6.9	7
Real Estate	5.9	10
Private Equity	6.0	10
Cash	<u>3.9</u>	<u>2</u>
Total*	<u>100%</u>	<u>100%</u>

* Totals may not add due to rounding.

The historical rates of return on the System's investments are (as of March 31, 2013, unaudited):

	<u>1 year (a)</u>	<u>3 year</u>	<u>5 year</u>	<u>10 year</u>	<u>20 year</u>	<u>25 year</u>
Annualized Returns (gross of fees) (a)	9.90%	8.58%	4.13%	8.00%	6.84%	8.05%

(a) The difference between gross and net fees over one year is 30 basis points.

On July 16, 2013, the Board of Trustees reported that earnings on its investment portfolio were 10.6% (unaudited) for the fiscal year ending June 30, 2013.

Funding Policies. The Budget Reconciliation and Financing Act of 2002 modified the methodology for determining the State's annual required employer contribution to the Teachers' and Employees' combined plans (i.e., a portion of the State Pool) for fiscal years beginning after June 30, 2002. Accordingly, effective July 1, 2002, the State's employer contribution only to the Teachers' and Employees' Pension System combined plans is determined by the System's actuary under a modified corridor funding method. This method effectively maintains the contribution rate in effect for the Teachers' and Employees' Pension System combined plans during the preceding fiscal year (as adjusted for any legislative changes in the benefit structure) as long as such plans remain between 90 percent and 110 percent funded. If either plan falls below 90 percent funded (i.e., below the corridor), then the contribution rate in effect for the subsequent fiscal year will be the rate in effect for the preceding fiscal year plus 20 percent of the difference between the current fiscal year full funding rate and the prior fiscal year contribution rate. Conversely, if either plan exceeds 110 percent funded (i.e., above the corridor), then the contribution rate in effect for the subsequent fiscal year will be the rate in effect for the preceding fiscal year minus 20 percent of the difference between the current fiscal year full funding rate and the prior fiscal year contribution rate. The methodology for computing the State's employer contribution rates for the LEOPS, State Police Retirement System, and the Judges' Retirement System remained unchanged. For each of these three plans, the employer contribution rate is equal to the sum of the normal contribution and the accrued liability contribution.

The 2011 Pension Reforms also provide that the State's contributions to each system shall include an additional amount reflecting the difference between the State's required contribution under the corridor funding method for that fiscal year and the amount that would have been required had pension reforms not been enacted. For fiscal year 2013, State additional contributions to the System were reduced by \$120.0 million and the amount of savings reinvested in the System was \$190.8 million. Beginning in fiscal year 2014 and the fiscal years thereafter, savings from the 2011 Pension Reforms in the fixed amount of \$300.0 million will be invested in the Teachers' and Employees', State Police and LEOPS Pension Systems. The 2014 Budget permits \$87.1 million of the \$300.0 million originally earmarked to be reinvested in the aforementioned systems to be used to mitigate the impact of federal sequestration. This action also reduced non-general funds by \$12.9 million for a total reduction of reinvested savings of \$100.0 million. To the extent general funds are not needed to mitigate the impact of federal sequestration, the 2014 Budget expresses the General Assembly's intent that the Governor transfer any excess general funds to the System on January 1, 2014. The 2014 Budget also requires that the Department of Budget and Management, in conjunction with the State Retirement Agency, make a determination, not later than December 1, 2013, on the appropriate funding level for the reinvested savings contribution.

Legislation Enacted for the Elimination of the Corridor Funding Policy. In the 2013 Legislative Session, the General Assembly enacted legislation that phases out the modified corridor funding method over ten years and changes the System's amortization policy so that unfunded pension liabilities will be amortized over a 25-year closed period. The legislation requires that the annual employer contribution rate be a calculated blended rate that is based on the prior year's contribution rate and the actuarially determined funding rate for the upcoming year. In year one the annual employer contribution rate would be the sum of the prior year's contribution rate multiplied by 28% and the actuarially determined funding rate multiplied by 72%. In each subsequent year the percentage weight applied to the actuarially determined funding rate is increased and the percentage weight applied to the prior year's rate is decreased until year ten when the annual employer contribution rate will equal the actuarially determined contribution rate. The legislation was effective on July 1, 2013 and will be reflected in the System's fiscal year 2013 valuation, which determines the employer contribution rates for fiscal year 2015. Holding all other assumptions constant, GRS projects that with these changes in funding policy, the System will reach 80% funding in fiscal year 2025 and will achieve full funding in fiscal year 2038. Although the anticipated impact of the 2014 Budget action

that allows for a reduction in the amount of reinvested savings is projected to be minimal, these estimates do not include that impact.

Employer Contribution. In fiscal year 2012, utilizing the modified corridor funding method described above for the Teachers’ and Employees’ Pension plans, the State paid \$1,281.0 million of the employer annual required contribution (“ARC”) of \$1,898.7 million, or 67.5% of the actuarial required payment. Approximately \$1,106.7 million was paid from the General Fund and this represented 7.4% of fiscal year 2012 general fund expenditures. In fiscal year 2012 a portion of the employer contribution for local teachers was paid from federal stimulus funds under ARRA. In the First Special Session of 2012, the General Assembly enacted legislation that requires local school boards to pay a portion of the fiscal year 2013 actuarially determined normal cost of local teachers’ retirement. For the next three fiscal years, the payment increases until fiscal year 2016 when the local school boards will pay 100% of the fiscal year 2013 normal cost. Beginning in fiscal year 2017, the local school boards will pay 100% of the local teachers’ normal cost as determined by the most recent valuation of the System. County governments are required to increase education funding by the additional pension costs during the phase in period. The employer contribution paid from general funds in fiscal year 2013 is \$1,075.0 million or 7.1% of the 2013 general fund budget.

The Department of Budget and Management estimates that the general fund portion of the employer contribution represents 7.4% of the general fund budget in fiscal year 2014, 7.7% of the general fund budget in fiscal year 2015 and 2016, 7.4% of the general fund budget in fiscal year 2017, and 7.5% of the general fund budget in fiscal year 2018. The following table presents estimates of the employer contribution relative to the general fund budget in fiscal years 2014 through 2018. These projections reflect the sharing of local teachers’ retirement costs with county governments as discussed above, as well as recent legislative changes relating to the System’s funding policy, that phase out the corridor funding method over a ten-year period, and the System’s amortization policy beginning in 2015.

As with all future projections, the data in the following table are based on certain assumptions. One or more of these assumptions may prove to be inaccurate and may be changed in the future based on future experience.

**Projected Employer Contributions as a
Percent of the General Fund Budget**

<u>Fiscal Year</u>	<u>Employer Contributions</u>		<u>Total*</u>
	<u>State Employees</u>	<u>Local Teachers</u>	
2014	2.0%	5.4%	7.4%
2015	2.2	5.5	7.7
2016	2.3	5.5	7.7
2017	2.3	5.1	7.4
2018	2.4	5.1	7.5

* Totals may not add due to rounding.

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Funded Status. As reported in the System’s annual Actuarial Valuation Report, the funded status of each plan in the “State Pool” as of June 30, 2012 was as follows:

**Funded Status of the Plans within the “State Pool” Portion of the
Maryland State Retirement and Pension System
(\$ in thousands)
As of June 30, 2012**

<u>Plan</u>	<u>Actuarial Accrued Liability (AAL)</u>	<u>Actuarial Value of Assets</u>	<u>Funded Ratio (Assets/Liab.)</u>	<u>Unfunded AAL (UAAL)</u>	<u>Covered Payroll (Active Members) (a)</u>	<u>UAAL As a Percent of Payroll % (a)</u>
Teachers’ Retirement and Pension System.....	\$34,252,715	\$22,523,978	65.8%	\$11,728,737	\$6,080,603	192.9%
Employees’ Retirement and Pension System.....	16,413,568	9,664,964	58.9	6,748,604	3,001,198	224.9
State Police Retirement System	1,826,546	1,134,510	62.1	692,035	77,690	890.8
Judges’ Retirement System.....	421,286	330,154	78.4	77,690	39,955	228.1
Law Enforcement Officers’ Pension System.....	<u>792,962</u>	<u>435,858</u>	55.0	<u>357,104</u>	<u>83,672</u>	426.8
Total of All Plans *.....	<u>\$53,707,077</u>	<u>\$34,089,464</u>	63.5%	<u>\$19,617,613</u>	<u>\$9,283,118</u>	211.3%

(a) The Covered Payroll and UAAL as a Percentage of Payroll results reported in the System’s Actuarial Valuation Report were calculated using actual payroll data and differ slightly from the calculations shown in the State’s Financial Statements which were calculated using projected payroll rather than actual payroll data.

* Totals may not add due to rounding.

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The following table presents information regarding the UAAL of the System, including both the “State Pool” and the “Municipal Pool” for the years 2003 to 2012 as of June 30 valuation dates, derived from a report by the System’s independent actuary.

Historical Funding Progress
Maryland State Retirement and Pension System (a)
Actuarial Value of Assets
(\$ in thousands)

Valuation Date June 30	Actuarial Accrued Liability(AAL)	Actuarial Value Of Assets	Funded Ratio (Assets/Liab.)	Unfunded AAL (UAAL)	Covered Payroll (Active Members)	UAAL As a Percent of Payroll%
2003.....	\$34,974,601	\$32,631,465	93.3%	\$ 2,343,136	\$ 8,134,419	28.8%
2004.....	36,325,704	33,484,657	92.2	2,841,047	8,069,481	35.2
2005.....	39,133,450	34,519,500	88.2	4,613,950	8,603,761	53.6
2006.....	43,243,492	35,795,025	82.8	7,448,467	9,287,576	80.2
2007(b).....	47,144,354	37,886,936	80.4	9,257,418	9,971,012	92.8
2008	50,244,047	39,504,284	78.6	10,739,763	10,542,806	101.9
2009(c).....	52,729,171	34,284,569	65.0	18,444,603	10,714,241	172.2
2010.....	54,085,081	34,688,346	64.1	19,396,735	10,657,944	182.0
2011.....	55,917,543	36,177,656	64.7	19,739,887	10,478,800	188.4
2012.....	57,869,145	37,248,401	64.4	20,620,745	10,336,537	199.5

- (a) Includes both the State Pool and the Municipal Pool accrued liabilities.
(b) Beginning July 1, 2006, the System changed its funding method from the Aggregate Entry Age Normal method to the Individual Entry Age Normal method.
(c) The Actuary’s revaluation of the State’s fiscal year 2009 contribution resulted in a recommended increase of \$87.7 million. Due to timing of the recommendation, however, this amount was not included in the FY2009 Budget. It was included in the June 30, 2009 valuation and began to be amortized as a portion of the UAAL on July 1, 2010.

The following table presents information regarding the Asset Market Values of the System, including both the “State Pool” and the “Municipal Pool” for the years 2003 to 2012 as of June 30 valuation dates, derived from a report by the System’s independent actuary.

Historical Market Value of Assets
Maryland State Retirement and Pension System (a)
(\$ in thousands)

Valuation Date, June 30	Market Value of Assets	Valuation Date, June 30	Market Value of Assets
2003	\$26,727,822	2008	\$36,613,710
2004	30,166,724	2009	28,570,474
2005	32,073,719	2010	31,923,637
2006	34,370,819	2011	37,592,752
2007	39,444,781	2012	37,178,726

- (a) Includes both the “State Pool” and the “Municipal Pool”.

On July 16, 2013, the Board of Trustees reported a market value of assets totaling \$40.3 billion (unaudited) for the fiscal year ending June 30, 2013.

More information on the State’s Retirement System can be found in the Comprehensive Annual Financial Report, which can be found at <http://finances.marylandtaxes.com> in the Fiscal Year End Reports section. A copy of the System’s Actuarial Valuation Report as of June 30, 2012 may be obtained by sending an e-mail request to Michael Golden, Director of External Affairs for the Maryland State Retirement Agency, at mgolden@sra.state.md.us.

Other Post-Employment Benefits (“OPEB”)

State Employees’ Health Insurance Program. Retired State employees and their eligible dependents meeting certain qualifications may participate, on a subsidized basis, in the State Employee and Retiree Health and Welfare Benefits Program. As of June 30, 2012, the Program membership included 78,164 active employees, 4,194 vested former employees and 64,354 retirees and beneficiaries. The Program assesses a charge to retirees for post-employment health care benefits that is based on health care insurance charges for active employees. For the nine months ended March 31, 2013 retiree program members contributed \$62.3 million and the State contributed \$273.1 million for retiree health care benefits.

The State adopted GASB Statement No. 45, “*Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions*” (“GASB 45”), which addresses how state and local governments should account for and report costs and obligations related to post-employment health care and other post-employment non-pension benefits (“OPEB”). GASB 45 generally requires that the annual cost of OPEB and the related obligations and commitments be accounted for and reported in essentially the same manner as pensions. Annual OPEB costs typically will be based on actuarially determined amounts that, if paid on an ongoing basis, would provide sufficient resources to pay benefits as they come due. The provisions of GASB 45 do not require governments to fund their OPEB plans. GASB 45 establishes accounting standards including disclosure requirements for the post-employment plans, the funding policies, the actuarial valuation processes and assumptions, and the extent to which the plans have been funded over time.

The State’s annual OPEB cost (expense) is calculated based on the annual required contribution (“ARC”) of the employer, an amount actuarially determined in accordance with the parameters of GASB 45. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal cost each year and amortize any unfunded actuarial liabilities over a period not to exceed 30 years.

2011 Employee and Retiree Health Benefits Reforms. The 2012 Budget implemented changes to employee and retiree prescription drug and health benefits (the “2011 Health Benefit Reforms”) that decreased the State’s projection of OPEB liability from \$15.9 billion to \$9.2 billion, and decreased the corresponding State projection of ARC from \$1.22 billion to \$704.4 million. The 2011 Health Benefit Reforms increased employee and retiree prescription drug copayments and increased retiree premium payments and out of pocket maximums. For new employees hired after June 30, 2011, 10 years of service rather than 5 years will be required for eligibility for retiree health benefits, and 25 years of service rather than 16 years will be required in order to receive a full State subsidy. Retirees will be required to enroll in Medicare Part D effective July 1, 2020, after the Part D “coverage gap” is phased out.

OPEB Projections. As of June 30, 2012, the actuary’s projected actuarial accrued liability for benefits was \$9.6 billion, and the actuarial value of assets was \$208.8 million, resulting in a projected unfunded actuarial accrued liability (“UAAL”) of \$9.4 billion. The discount rate used was an unblended pay-go rate of 4.3%. The ratio of the actuarial value of assets to the actuarial accrued liability was 2.2%. The covered payroll (annual payroll of active employees covered under the Program) was \$4.1 billion, and the ratio of the UAAL to the covered payroll was (226.1%).

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The following table from the Actuarial Valuation Reports as of July 1, 2012, prepared by the State's actuary, shows the components of the State's annual OPEB cost, the contribution to the Program and the State's net OPEB obligation for the fiscal year 2012 and as projected for the fiscal year 2013:

**State Employee and Retiree Health and Welfare Benefits Program
Annual OPEB Cost and Net OPEB Obligation
Fiscal Year 2012 and 2013
Projections as of July 1, 2012
(\$ in millions)**

	<u>2012</u>	<u>2013</u> <u>Projected</u>
Annual Required Contribution (ARC)	\$704.4	\$634.5
ARC adjustment	(123.2)	(136.0)
Interest on Net OPEB Obligation	<u>137.5</u>	<u>150.1</u>
Total Annual OPEB Cost (AOC)	718.7	648.6
Less: Contributions made	<u>(382.8)</u>	<u>(393.1)</u>
Increase in net OPEB obligation	335.9	255.5
Net OPEB obligation - beginning of year	<u>3,198.7</u>	<u>3,534.6</u>
Net OPEB obligation - end of year	<u>\$3,534.6</u>	<u>\$3,790.1</u>
Percentage of annual OPEB cost contributed	53.3%	60.6%

The State's General Fund has historically contributed approximately 60% of the annual pay-as-you-go costs of OPEB, with special and federal funds contributing the balance. Chapter 355 of the 2007 Laws of Maryland created the Postretirement Health Benefits Trust Fund (the "Health Benefits Trust Fund") as an irrevocable trust. Funds of the Health Benefits Trust Fund will be used to assist in financing the State's post-retirement health insurance subsidy. During fiscal 2013, the State did not allocate any funds to the Health Benefits Trust Fund. The net assets held in trust for post-retirement health benefits as of June 30, 2013 was \$231.1 million. This balance also reflects the activity for investment earnings and administrative expenses during the periods.

Maryland Transit Administration. The MTA provides a retiree health care benefits plan (the "MTA OPEB") to all employees who are members of the MTA pension plan, except for transfers from union to management positions who are required to enroll in the State Employee and Retiree Health and Welfare benefits program described above. The annual funding of the MTA OPEB is based upon a report of the consulting actuary. The MTA OPEB is an unfunded pay-as-you-go plan.

As of June 30, 2011, the most recent date for which an actuarial valuation has been performed, the actuarial liability for benefits was \$527.7 million, and the actuarial value of assets was \$0, resulting in UAAL of \$527.7 million. The discount was a blended rate of 4.5%. The ratio of the actuarial value of assets to the actuarial accrued liability was 0%. The covered payroll (annual payroll of active employees covered under the MTA OPEB) was \$147.5 million, and the ratio of the UAAL to the covered payroll was (357.8%).

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MTA's annual OPEB cost is calculated based on the annual required contribution of the employer, an amount actuarially determined in accordance with GASB Statement No. 45. The following table shows the components of MTA's annual OPEB cost, the amount actually contributed and MTA's net OPEB obligation as of June 30, 2012.

**Maryland Transit Administration Pension Plan OPEB
Annual OPEB Cost and Net OPEB Obligation
Fiscal Year 2012
(\$ in millions)**

Annual Required Contribution (ARC)	\$55.9
ARC adjustment	(9.6)
Interest on Net OPEB Obligation	<u>5.9</u>
Total Annual OPEB Cost (AOC)	52.2
Less: Contributions made	<u>(15.1)</u>
Increase in net OPEB obligation	37.1
Net OPEB obligation - beginning of year	<u>132.1</u>
Net OPEB obligation - end of year	<u>\$169.2</u>
Percentage of annual OPEB cost contributed	28.9%

MTA OPEB Annual Cost and Net Obligation information is located in the Department's Consolidated Annual Financial Report in Note 14 to the Financial Statements.

FINANCIAL ADVISORS

Public Financial Management, Inc., Orlando, Florida, has been retained as Financial Advisor to the Department in connection with the sale of the Bonds and other matters pertinent thereto. Public Financial Management, Inc. is a financial advisory and consulting organization and is not engaged in the business of underwriting, marketing, or trading municipal securities or any other negotiable instrument.

Strategic Solutions Center, LLC of Landover, Maryland is also serving as a financial advisor in connection with the sale and delivery of the Bonds.

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

The General Purpose Financial Statements of the Department for the year ended June 30, 2012, included in Appendix A of this Official Statement, have been audited by SB & Company, LLC, independent certified public accountants, whose report is included therein.

TAX MATTERS

General

In the opinion of Kutak Rock LLP, Bond Counsel, under existing laws, regulations, rulings and judicial decisions, interest on the Bonds (including original issue discount treated as interest, if any) is excludable from gross income for federal income tax purposes. In addition, interest on the Bonds is not a specific preference item for purposes of the federal alternative minimum tax. The opinions described in the preceding sentences assume the accuracy of certain representations and compliance by the Department with covenants designed to satisfy the requirements of the Code that must be met subsequent to the issuance of the Bonds. Failure to comply with such requirements could cause interest on the Bonds to be included in gross income for federal income tax purposes retroactive to the date of issuance of the Bonds. The Department has covenanted to comply with such requirements. Bond Counsel has expressed no opinion regarding other federal tax consequences arising with respect to the Bonds. Bond Counsel is further of the opinion that under existing law of the State of Maryland, the Bonds, their transfer, the interest payable on them, and any income derived from them, including any profit realized in their sale or exchange, shall be exempt at all times from every kind and nature of taxation by the State of Maryland or by any of its political subdivisions, municipal corporations, or public agencies of any kind, except that no opinion is expressed as to such exemption from Maryland franchise taxes or estate or inheritance taxes or any other taxes not levied or assessed directly on the Bonds, their transfer or the income therefrom.

Notwithstanding Bond Counsel's opinion that interest on the Bonds is not a specific preference item for purposes of the federal alternative minimum tax, such interest will be included in adjusted current earnings of certain corporations, and such corporations are required to include in the calculation of alternative minimum taxable income 75% of the excess of such corporations' adjusted current earnings over their alternative minimum taxable income (determined without regard to such adjustment and prior to reduction for certain net operating losses).

The accrual or receipt of interest on the Bonds may otherwise affect the federal income tax liability of the owners of the Bonds. The extent of these other tax consequences will depend upon such owner's particular tax status and other items of income or deduction. Bond Counsel has expressed no opinion regarding any such consequences. Purchasers of the Bonds, particularly purchasers that are corporations (including S corporations and foreign corporations operating branches in the United States), property or casualty insurance companies, banks, thrifts or other financial institutions, certain recipients of social security or railroad retirement benefits, taxpayers otherwise entitled to claim the earned income credit, or taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry tax-exempt obligations, should consult their tax advisors as to the tax consequences of purchasing or owning the Bonds.

Original Issue Discount

Certain maturities of the Bonds may be issued at an initial public offering price which is less than the amount payable on such Bonds at maturity (collectively, the "Discount Bonds"). The difference between the initial public offering prices of such Discount Bonds and their stated amounts to be paid at maturity constitutes original issue discount treated in the same manner for federal income tax purposes as interest, as described above.

The amount of original issue discount which is treated as having accrued with respect to such Discount Bond is added to the cost basis of the owner in determining, for federal income tax purposes, gain or loss upon disposition of such Discount Bond (including its sale, redemption or payment at maturity). Amounts received upon disposition of such Discount Bond which are attributable to accrued original issue discount will be treated as tax-exempt interest, rather than as taxable gain, for federal income tax purposes.

Original issue discount is treated as compounding semiannually, at a rate determined by reference to the yield to maturity of each individual Discount Bond, on days which are determined by reference to the maturity date of such Discount Bond. The amount treated as original issue discount on such discount Bond for a particular semiannual accrual period is equal to the product of (i) the yield to maturity for such Discount Bond (determined by compounding at the close of each accrual period) and (ii) the amount which would have been the tax basis of such Discount Bond at the beginning of the particular accrual period if held by the original purchaser, less the amount of any interest payable for such Discount Bond during the accrual period. The tax basis is determined by adding to the initial public offering price on such Discount Bond the sum of the amounts which have been treated as original issue discount for such purposes during all prior periods. If such Discount Bond is sold between semiannual compounding dates, original issue discount which would have been accrued for that semiannual compounding period for federal income tax purposes is to be apportioned in equal amounts among the days in such compounding period.

Owners of Discount Bonds should consult their tax advisors with respect to the determination and treatment of original issue discount accrued as of any date and with respect to the state and local tax consequences of owning a Discount Bond.

Original Issue Premium

Certain maturities of the Bonds may be issued at an initial public offering price which is in excess of the stated redemption price of such Bonds at maturity (collectively, the "Premium Bonds"). An amount equal to the excess of the issue price of a Premium Bond over its stated redemption price at maturity constitutes premium on such Premium Bond. An initial purchaser of a Premium Bond must amortize any premium over such Premium Bond's term using constant yield principles, based on the purchaser's yield to maturity (or, in the case of Premium Bonds callable prior to their maturity, by amortizing the premium to the call date, based on the purchaser's yield to the call date and giving effect to the call premium). As premium is amortized, the amount of the amortization offsets a corresponding amount of interest for the period and the purchaser's basis in such Premium Bond is reduced by a corresponding amount resulting in an increase in the gain (or decrease in the loss) to be recognized for federal income tax purposes upon a sale or disposition of such Premium Bond prior to its maturity. Even though the purchaser's basis may be reduced, no federal income tax deduction is allowed. Purchasers of the Premium Bonds should consult with their tax advisors with respect to the determination and treatment of premium for federal income tax purposes and with respect to the state and local tax consequences of owning a Premium Bond.

Backup Withholding

As a result of the enactment of the Tax Increase Prevention and Reconciliation Act of 2005, interest on tax-exempt obligations, such as the Bonds, is subject to information reporting in a manner similar to interest paid on taxable obligations. Backup withholding may be imposed on payments made after March 31, 2007 to any bondholder who fails to provide certain required information including an accurate taxpayer identification number to any person required to collect such information pursuant to Section 6049 of the Code. The new reporting requirement does not in and of itself affect or alter the excludability of interest on the Bonds from gross income for federal income tax purposes or any other federal tax consequence of purchasing, holding or selling tax-exempt obligations.

Changes in Tax Law

From time to time, there are legislative proposals in the Congress and in the General Assembly that, if enacted, could alter or amend the federal and State tax matters referred to above or adversely affect the market value of the Bonds. It cannot be predicted whether or in what form any such proposal might be enacted or whether if enacted it would apply to bonds issued prior to enactment. In addition, regulatory actions are from time to time announced or proposed and litigation is threatened or commenced which, if implemented or concluded in a particular manner, could adversely affect the market value of the Bonds. It cannot be predicted whether any such regulatory action will be implemented, how any particular litigation or judicial action will be resolved, or whether the Bonds or the market value thereof would be impacted thereby. Purchasers of the Bonds should consult their tax advisors regarding any pending or proposed legislation, regulatory initiatives or litigation. The opinions expressed by Bond Counsel are based upon existing legislation and regulations as interpreted by relevant judicial and regulatory authorities as of the date of issuance and delivery of the Bonds, and Bond Counsel has expressed no opinion as of any date subsequent thereto or with respect to any pending legislation, regulatory initiatives or litigation.

See Appendix C hereto for the proposed form of opinion of Bond Counsel.

CONTINUING DISCLOSURE

In order to enable the successful bidder for the Bonds to comply with the requirements of paragraph (b) (5) of the United States Securities and Exchange Commission Rule 15c2-12 ("Rule 15c2-12"), the Department will execute and deliver, on or before the date of issuance and delivery of the Bonds, a Continuing Disclosure Agreement, the form of which is attached as Appendix D. Potential purchasers should note that certain of the 14 events listed in Section 4 of the Continuing Disclosure Agreement have been included for purposes of compliance with the Rule but are not relevant for the Bonds, specifically those events relating to debt service reserves, credit enhancements and liquidity providers, and property or other collateral.

The Department believes it has complied with its obligations under Rule 15c2-12 in connection with all prior debt issuances of the Department which are subject to Rule 15c2-12.

LEGAL MATTERS

The validity of the issuance of the Bonds will be passed upon, and is subject to the unqualified approving opinion of Kutak Rock LLP, Washington, D.C., Bond Counsel. The text of the approving opinion in its proposed form is appended hereto as Appendix C. Certain legal matters will be passed upon for the Department by the Office of the Attorney General of the State.

DEPARTMENT OF TRANSPORTATION OF MARYLAND

by order of

James T. Smith, Jr.
Secretary of Transportation

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FINANCIAL STATEMENTS

MARYLAND DEPARTMENT OF TRANSPORTATION
A Department of the STATE OF MARYLAND
Comprehensive Annual Financial Report
For the Year Ended June 30, 2012

<u>Report of Independent Public Accountants</u>	A-3
<u>Management’s Discussion and Analysis</u>	A-5
<u>BASIC FINANCIAL STATEMENTS</u>	A-15
<u>Statement of Net Assets</u>	A-16
<u>Statement of Activities</u>	A-17
<u>Balance Sheet</u>	A-18
<u>Statement of Revenues, Expenditures and Changes in Fund Balances</u>	A-19
<u>Reconciliation of the Statement of Revenues, Expenditures and Changes in Fund Balances of Governmental Funds to the Statement of Activities</u>	A-20
<u>Statement of Fiduciary Net Assets</u>	A-21
<u>Statement of Changes in Fiduciary Net Assets</u>	A-22
<u>Notes to the Financial Statements</u>	A-23
<u>REQUIRED SUPPLEMENTARY INFORMATION</u>	A-49
<u>Schedule of Funding Progress</u>	A-50
<u>Schedule of Employer Contributions</u>	A-50
<u>Schedule of Funding Progress</u>	A-51
<u>Schedule of Employer Contribution</u>	A-51
<u>Schedule of Revenues, Expenditures and Changes in Fund Balances - Budget and Actual</u>	A-52
<u>Notes to the Required Supplementary Information</u>	A-53
<u>SUPPLEMENTARY INFORMATION</u>	A-55
<u>Statement of Changes in Assets and Liabilities</u>	A-57
<u>STATISTICAL SECTION</u>	A-59
<u>Net Assets by Component</u>	A-61
<u>Changes in Net Assets</u>	A-62
<u>Governmental Activities Tax Revenues by Source</u>	A-63
<u>Fund Balances of Governmental Funds</u>	A-64
<u>Changes in Fund Balances, Governmental Funds</u>	A-65
<u>General Government Tax Revenues By Source</u>	A-66
<u>Maryland’s Ten Largest Employers</u>	A-66
<u>Gasoline and Motor Vehicle Revenue Account</u>	A-67
<u>Legal Debt Margin Information</u>	A-68
<u>Ratio of Annual Debt Service Expenditures For Consolidated Transportation Bonded Debt to Total General Governmental Expenditures</u>	A-69
<u>Ratio of Outstanding Debt by Type</u>	A-69
<u>Taxes Pledged to Bonds and Net Revenues as Defined for Purposes of the Bond Coverage Test</u>	A-70
<u>Schedule of Miscellaneous Statistics</u>	A-71
<u>The Office of the Secretary</u>	A-72



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REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

Mr. Darrell B. Mobley, Acting Secretary
Maryland Department of Transportation

We have audited the accompanying financial statements of the governmental activities, the major fund, and the aggregate remaining fund information of the Maryland Department of Transportation (the Department) as of June 30, 2012, and for the year then ended, which collectively comprise the Department's basic financial statements as listed in the table of contents. The Department's management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

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. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, the major fund, and the aggregate remaining fund information of the Maryland Department of Transportation as of June 30, 2012, and the respective changes in financial position for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Accounting standards generally accepted in the United States of America require that the management's discussion and analysis, schedules of funding progress and employer contributions of the Maryland Transit Administration Pension and Other Post-retirement Benefit Plans, and the special revenue fund's schedule of revenues, expenditures and changes in fund balance - budget and actual, as listed in the table of contents, 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



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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 evidence sufficient to express an opinion or provide any assurance.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements that collectively comprise the Department's basic financial statements. The statement of changes in assets and liabilities - agency funds, introductory section and statistical section are presented to provide supplementary information or for purposes of additional analysis and are 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. The statement of changes in assets and liabilities - agency funds has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the basic financial statements as a whole. The introductory section and statistical section have not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, we express no opinion or provide any assurance on them.

SB & Company, LLC

Hunt Valley, Maryland
December 10, 2012

MARYLAND DEPARTMENT OF TRANSPORTATION

Management's Discussion and Analysis

As management of the Maryland Department of Transportation (Department), we offer the citizens of Maryland and others interested in the Department's financial statements this narrative overview and analysis of the financial activities of the Department **for the fiscal year ended June 30, 2012**. We encourage readers to consider the information presented here in conjunction with additional information that we have furnished in our letter of transmittal, which can be found on page 7 of this report.

Financial Highlights

- The assets of the Department exceeded its liabilities at the close of the most recent fiscal year by \$13,082,448,000 (**net assets**). Of this amount, \$278,008,000 (**unrestricted assets**) is reflected on the Statement of Net Assets as a negative amount due primarily to the reporting of pollution remediation, unfunded pension and OPEB liability.
- The Department's governmental funds reported a combined **ending fund balance**, as of the close of the current fiscal year, of \$227,180,000, a decrease of \$104,468,000 in comparison with the prior fiscal year.
- The Department's Consolidated Transportation Bonds debt outstanding increased by \$790,000 (0.051%) during the current fiscal year. The key factor in this slight increase was a bond refunding and reissuance at a discount and the Department continued to make its regularly scheduled debt service payments during the year.

Overview of the Financial Statements

This discussion and analysis is intended to serve as an introduction to the Department's basic financial statements. The Department's basic financial statements are comprised of three components: (1) *government-wide financial statements*, (2) *fund financial statements*, and (3) *notes to the financial statements*. This report also contains other supplementary information in addition to the basic financial statements themselves.

Government-wide financial statements

The government-wide financial statements are designed to provide readers with a broad overview of the Department's finances, in a manner similar to a private-sector business. The Statement of Net Assets presents information on all of the Department's assets and liabilities, with the difference between the two reported as net assets. Over time, increases and decreases in net assets may serve as one of several useful indicators of the Department's financial position. The Statement of Activities presents information showing how the Department's net assets changed during the most recent fiscal year. All changes in net assets are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Thus, revenues and expenses are reported in this statement for some items that will only result in cash flows in future fiscal periods (e.g., uncollected taxes and earned but unused vacation leave).

Both of the government-wide financial statements distinguish functions of the Department that are principally supported by taxes and intergovernmental revenues (governmental activities) from other functions. The governmental activities of the Department include the Secretary's Office, the State Highway Administration, the Maryland Port Administration, the Motor Vehicle

Administration, the Maryland Transit Administration, the Maryland Aviation Administration, Washington Metropolitan Area Transit Authority Grants, distributions to political subdivisions, distributions to other state agencies and debt service. The government-wide financial statements include only the Department (a special revenue fund of the State of Maryland), which has no component units and does not include the Maryland Transportation Authority, which is a separate enterprise fund of the State of Maryland. The government-wide financial statements can be found starting on page 29 of this report.

Fund financial statements

A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The Department, like other state and local governments, uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. All of the funds of the Department can be divided into two categories: governmental funds and fiduciary funds.

Governmental funds

Governmental funds are used to account for essentially the same functions reported as governmental activities in the government-wide financial statements. However, unlike the government-wide financial statements, governmental fund financial statements focus on near-term inflows and outflows of spendable resources, as well as on balances of spendable resources available at the end of the fiscal year. Such information may be useful in evaluating a government's near-term financing requirements.

Because the focus of the governmental funds is narrower than that of the government-wide financial statements, it is useful to compare the information presented for governmental funds with similar information presented for governmental activities in the government-wide financial statements. By doing so, readers may better understand the long-term impact of the government's near-term financing decisions. Both the governmental fund Balance Sheet and the governmental fund Statement of Revenues, Expenditures and Changes in Fund Balances provide a reconciliation to facilitate this comparison between governmental funds and governmental activities.

The Department maintains two individual governmental funds. Information is presented separately in the governmental fund Balance Sheet and in the governmental fund Statement of Revenues, Expenditures and Changes in Fund Balances for the special revenue fund and the debt service fund. The special revenue fund is considered to be a major fund. The basic governmental fund financial statements can be found starting on page 31 of this report.

The Maryland General Assembly authorizes an annual appropriated budget for the Department's special revenue fund. A budgetary comparison schedule has been provided for the special revenue fund to demonstrate compliance with this budget. The budgetary comparison schedule can be found on page 64 of this report.

Fiduciary funds

Fiduciary funds are used to account for resources held for the benefit of parties outside the government. Fiduciary funds are not reflected in the government-wide financial statements because the resources of those funds are not available to support the Department's own programs. The accounting used for the fiduciary funds is much like that used for proprietary funds. The basic fiduciary fund financial statements can be found on page 34 of this report.

Notes to the financial statements

The notes to the financial statements provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements. The notes to the financial statements can be found starting on page 36 of this report.

Other information

In addition to the basic financial statements and accompanying notes, this report also presents certain required supplementary information concerning the Department's progress in funding its obligation to provide pension benefits to its employees at the Maryland Transit Administration, as well as the budget and actual comparison schedule. Required supplementary information can be found starting on page 61 of this report.

Government-wide Financial Analysis

As noted earlier, *net assets* may serve over time as a useful indicator of a government's financial position. For the Department, assets exceeded liabilities by \$13,082,448,000 at the close of the most recent fiscal year. By far the largest portion of the Department's net assets reflects its investment in capital assets (e.g., land, buildings, equipment and infrastructure), less any related debt used to acquire those assets that is still outstanding. The Department uses those capital assets to provide services to the citizens of Maryland; consequently, these assets are not available for future spending. Although the Department's investment in its capital assets is reported net of related debt, it should be noted that the resources needed to repay this debt must be provided from other sources, since the capital assets themselves cannot be used to liquidate these liabilities. The following schedule reflects the Department's Net Asset Summary.

Maryland Department of Transportation Net Assets

(amounts expressed in thousands)

Governmental Activities	2012	2011
Current and other assets	\$ 915,578	\$ 954,946
Capital assets	15,638,460	15,353,459
Total assets	16,554,038	16,308,405
Long-term liabilities outstanding	2,862,487	2,803,288
Other liabilities	609,103	642,442
Total liabilities	3,471,590	3,445,730
Net assets:		
Capital assets, net of related debt	13,360,456	13,068,635
Unrestricted assets	(278,008)	(205,960)
Total net assets	\$ 13,082,448	\$ 12,862,675

The Department's net assets increased by \$219,773,000 during the current fiscal year of 2012, primarily due to our continued efforts to maintain, improve and expand our infrastructure network.

Governmental activities

Governmental activities, which represent the Department's overall economic position, increased the Department's net assets by \$219,773,000. The key elements of the Department's governmental activities are as follows:

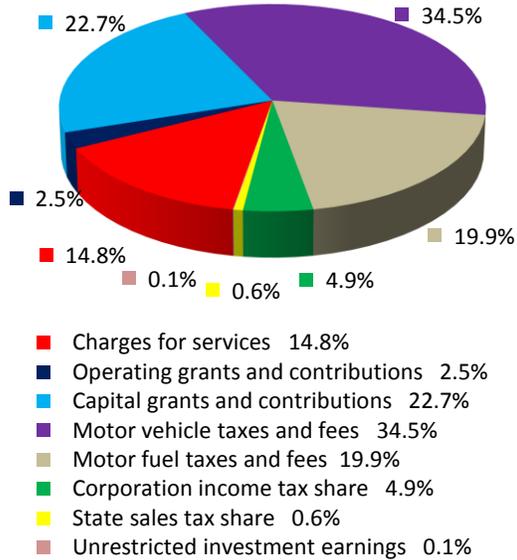
Maryland Department of Transportation Changes in Net Assets

(amounts expressed in thousands)

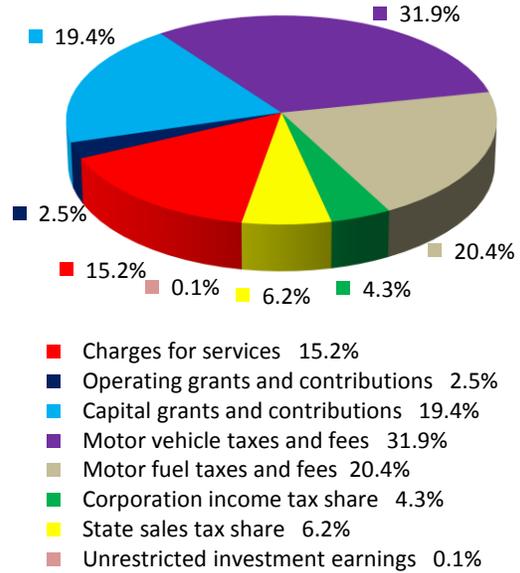
Governmental Activities	2012	2011
Revenues:		
Program revenues:		
Charges for services	\$ 540,709	\$ 555,232
Operating grants and contributions	92,739	90,732
Capital grants and contributions	830,922	709,029
General revenues:		
Motor vehicle taxes and fees	1,259,743	1,166,398
Motor fuel taxes and fees	728,410	747,171
Corporation income tax share	180,653	156,758
State sales tax share	23,581	227,981
Unrestricted investment earnings	2,750	1,006
Total revenues	<u>3,659,507</u>	<u>3,654,307</u>
Expenses:		
Secretary's office	498,029	483,410
State highway administration	1,359,177	1,593,278
Port administration	115,211	107,521
Motor vehicle administration	182,839	178,529
Transit administration	864,702	1,056,590
Aviation administration	275,051	252,723
Interest on long-term debt	144,725	92,996
Total expenses	<u>3,439,734</u>	<u>3,765,047</u>
Increase (Decrease) in net assets	219,773	(110,740)
Net assets – July 1	12,862,675	12,973,415
Net assets – June 30	<u>\$13,082,448</u>	<u>\$12,862,675</u>

Below are the Department's Revenues by Source and Expenses by Function for Fiscal Years 2012 & 2011

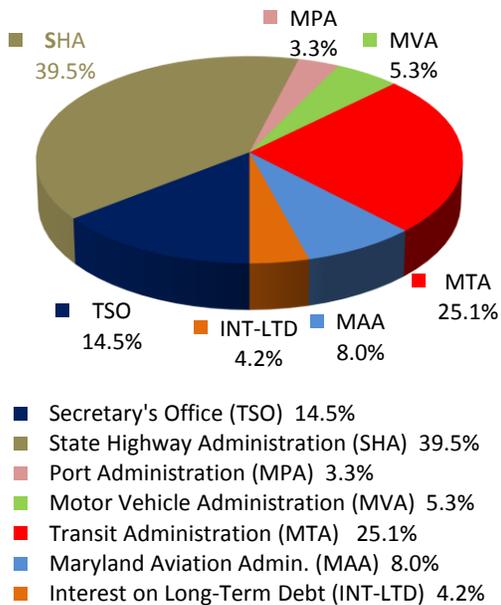
Revenue 2012



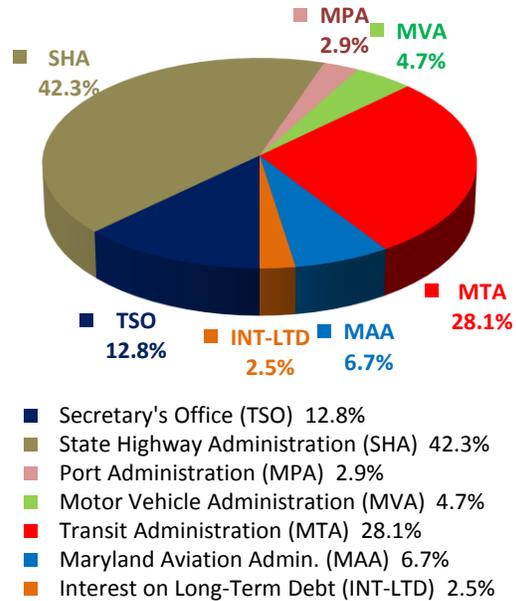
Revenue 2011



Expenses 2012



Expenses 2011



Financial Analysis of the Government's Funds

As noted earlier, the Department uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements.

Governmental funds

The focus of the Department's governmental funds is to provide information on near-term inflows, outflows and balances of spendable resources. Such information is useful in assessing the Department's financing requirements. In particular, the unreserved fund balance may serve as a useful measure of a government's net resources available for spending at the end of the fiscal year.

As of the end of the current fiscal year, the Department's governmental funds reported combined ending fund balances of \$227,180,000, a decrease of \$104,468,000 in comparison with the prior fiscal year. The Department's governmental funds decrease is due primarily to the continued budget restraints caused by the stagnant growth in revenues. All of the special revenue fund balance is committed, non-spendable and/or assigned fund balance and indicates that it is not available for new spending because it has already been committed and/or assigned for the following purposes: (1) to maintain a separate committed account for encumbrances in the amount of \$8,182,000; (2) to maintain a separate nonspendable account for inventory activity balances in the amount of \$86,494,000; (3) to maintain a separate nonspendable account for prepaid expenses activity balances in the amount of \$94,599,000; (4) to maintain a separate assigned account for specific agency activity balances in the amount of \$560,000; and (5) to maintain a separate assigned account for transportation programs in the amount of \$37,345,000.

The special revenue fund is the chief operating fund for the Department. As a measure of the special revenue fund's liquidity, it may be useful to compare the total fund balance of \$227,180,000 to the total Department expenditures of \$3,822,878,000. The total fund balance represents 5.9% of the total fund expenditures.

Capital Asset and Debt Administration

Capital assets

The Department's investments in capital assets for its governmental activities as of June 30, 2012, amounts to \$15,638,460,000 (net of accumulated depreciation). This investment in capital assets includes land, buildings and improvements, machinery and equipment, infrastructure and construction in progress. The Department's investment in capital assets increased by \$285,001,000 for the current fiscal year.

Some of the major capital asset events during the current fiscal year included the following:

- Construction continued on the expansion and upgrading of the airport facilities at Baltimore Washington International Thurgood Marshall Airport (BWI Marshall); construction in progress at BWI Marshall at the close of the current fiscal year decreased to \$78,856,000 compared to \$91,340,000 in the prior fiscal year, while MAA buildings increased by \$4,277,000 and infrastructure increased by \$36,471,000 in the current fiscal year.
- A variety of widening and/or expansion of existing and new highways and bridges were completed in fiscal year 2012; infrastructure assets for SHA at the close of the current fiscal year reached \$16,543,069,000 compared to \$15,876,460,000 in the prior fiscal year, a 4.2% increase.

- Various transit, port and motor vehicle administration construction projects began in fiscal year 2012; construction in progress for these administrations at the close of the current fiscal year was \$1,287,596,000 compared to \$1,011,242,000 in the prior fiscal year.

The following schedule reflects the Department’s Capital Assets Summary.

Maryland Department of Transportation
Capital Assets
(net of depreciation)
(amounts expressed in thousands)

Governmental Activities	June 30, 2012	June 30, 2011
Land	\$ 2,442,743	\$ 2,420,378
Buildings and improvements	1,410,528	1,456,575
Machinery and equipment	654,414	673,634
Infrastructure	9,018,573	9,043,903
Construction in progress	2,112,202	1,758,969
Total	\$ 15,638,460	\$ 15,353,459

Additional information on the Department’s capital assets can be found in note 5 of this report.

Long-term debt

At the end of the current fiscal year the Department had total bonded debt outstanding of \$1,562,630,000, and represents bonds secured solely by specified revenue sources (i.e., revenue bonds).

The following schedule reflects the Department’s Outstanding Debt Summary.

Maryland Department of Transportation
Outstanding Debt
(amounts expressed in thousands)

Governmental Activities	June 30, 2012	June 30, 2011
Consolidated transportation bonds	\$1,562,630	\$1,561,840

The Department’s consolidated transportation bonds outstanding debt remained virtually unchanged. The issuance of \$161,435,000 in Refunding Series 2011 Bonds and \$115,000,000 in new debt in Series 2012 Bonds and the continued scheduled debt service principal payments made during the year kept debt outstanding relatively the same in fiscal years 2011 and 2012. The Department maintains an “AAA” rating with Standard & Poor’s Corporation, an “AA+” rating with Fitch Ratings and an “Aa1” rating with Moody’s Investors Services, Inc., for its consolidated transportation bonds. As provided by law, the maximum outstanding aggregate amount of Consolidated Transportation Bonds that may be outstanding is \$2,600,000,000 through June 30, 2012 and thereafter. The aggregate principal amount of those bonds that was allowed to be outstanding as of June 30, 2012 for the Department was \$1,888,995,000, which is higher than the Department’s outstanding transportation-related debt. Additional information on the Department’s long-term debt can be found in note 10 of this report.

Capital leases. At the end of the current fiscal year the Department had capital leases outstanding of \$562,656,000. The following schedule reflects the Department’s Capital Leases Summary.

Maryland Department of Transportation

Capital Leases

(amounts expressed in thousands)

Governmental Activities	June 30, 2012	June 30, 2011
Capital leases	\$562,656	\$604,662

The Department's capital lease obligations have decreased by \$42,006,000 during the current fiscal year. This decrease is attributable to the continued scheduled capital lease payments for construction activity at the various Department's port facilities, transit facilities and aviation projects. The Department maintains an "AA+" rating with Standard & Poor's Corporation, an "Aa2" rating with Moody's Investors Services, Inc. and an "AA" with Fitch Ratings for Certificates of Participation which are included in capital lease obligations. Additional information on the Department's capital lease obligations can be found in note 9 and 10 of this report.

New Issuances

The Maryland Transportation Authority plans to issue before calendar year end 2012, approximately \$132,000,000 in Passenger Facility Charge Revenue Bonds as a conduit issuer for the Department and the Maryland Aviation Administration to finance runway improvements for the Baltimore Washington International Thurgood Marshall Airport. The Department will enter into a capital lease to rent the runway improvements and repay the Maryland Transportation Authority for bonds issued to finance the project.

Special Revenue Fund Budgetary Highlights

The Department's appropriations, between the original and final amended budget increased by \$119,098,000 for special funds and also increased by \$49,537,000 for Federal funds during the current fiscal year. The increase in special fund appropriations was due to a mid-year budget evaluation analysis throughout the Department. The Schedule of Revenues, Expenditures and Changes in Fund Balances – Budget and Actual can be found on page 64 of this report.

Economic Factors and Next Year's Budgets and Rates

Maryland's economic indices showed a modest positive direction for the State this past fiscal year. The employment growth for the State of Maryland was 1.3% for the first three quarters of this year compared to 0.27% growth in 2011. The State's personal income is continuing to rise with growth of 3.8% through the second quarter of 2012. Nationally, personal income grew by 3.1% for the same period.

The recession in Maryland can now be declared over. Maryland's economy is in a recovery phase and is expected to accelerate throughout 2012 and continue in 2013. The unemployment rate, which peaked in 2010 at 7.8%, has been declining steadily and is expected to be 6.8% for 2012. The job growth has been in professional and business services, as well as, the healthcare and construction industries.

The federal government sector, normally a positive driver to Maryland's economy, represents the major downside risk to the rate of growth. Maryland's economy is heavily reliant on federal spending. The uncertainty associated with the "fiscal cliff" is the largest drag on the recovery.

Until the federal government's direction becomes clear, the outlook will remain cautiously optimistic.

During the current fiscal year, assigned fund balance for transportation programs decreased to \$37,345,000, from \$136,592,000 in the prior year primarily due to the unavailable portion of the MTA federal receivables. The total fund balance reported (before the reclassification) in the special revenue fund for fiscal year 2012 was \$297,982,000.

Requests for Information

This Comprehensive Annual Financial Report is designed to provide a general overview of the Department's finances. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to: Mr. David L. Fleming, Chief Financial Officer, Office of Finance, MDOT - Secretary's Office, 7201 Corporate Center Drive, Hanover, MD, 21076.



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MARYLAND DEPARTMENT OF TRANSPORTATION
Comprehensive Annual Financial Report



BASIC FINANCIAL STATEMENTS

MARYLAND DEPARTMENT OF TRANSPORTATION
Statement of Net Assets
June 30, 2012
(amounts expressed in thousands)

	Total Governmental Activities
ASSETS:	
Cash and cash equivalents - restricted	\$ 15,826
Taxes receivable, net	124,649
Intergovernmental receivables	358,851
Other accounts receivable	28,892
Due from other state agencies	182,326
Inventories	86,494
Prepays	117,278
Deferred charges	1,262
Capital assets (net of accumulated depreciation):	
Land	2,442,743
Buildings and improvements	1,410,528
Machinery and equipment	654,414
Infrastructure	9,018,573
Construction in progress	2,112,202
Total assets	16,554,038
LIABILITIES:	
Salaries payable	37,998
Accounts payable and other current liabilities	360,270
Accounts payable to political subdivisions	34,730
Due to other state agencies	15,597
Unearned revenue	136,969
Accrued interest payable	23,539
Noncurrent liabilities:	
Due within one year	227,711
Due in more than one year	2,634,776
Total liabilities	3,471,590
NET ASSETS:	
Invested in capital assets, net of related debt	13,360,456
Unrestricted assets	(278,008)
Total net assets	\$ 13,082,448

The notes to the financial statements are an integral part of this statement.

MARYLAND DEPARTMENT OF TRANSPORTATION
Statement of Activities
For the year ended June 30, 2012
(amounts expressed in thousands)

FUNCTIONS/PROGRAMS	Expenses	Program Revenues			Net (Expense)
		Charges for	Operating	Capital	Revenue and
		Services	Grants and	Grants and	Changes in
			Contributions	Contributions	Net Assets
					Total
					Governmental
					Activities
Governmental activities:					
Secretary's Office	\$ 498,029	\$ 5,336	\$ 8,237	\$ -	\$ (484,456)
State Highway Administration	1,359,177	38,495	21,219	620,846	(678,617)
Port Administration	115,211	52,846	-	4,763	(57,602)
Motor Vehicle Administration	182,839	4	150	57	(182,628)
Transit Administration	864,702	146,093	62,431	201,614	(454,564)
Aviation Administration	275,051	297,935	702	3,642	27,228
Interest on long-term debt	144,725	-	-	-	(144,725)
Total governmental activities	3,439,734	540,709	92,739	830,922	(1,975,364)
General revenues:					
Motor vehicle taxes and fees					1,259,743
Motor fuel taxes and fees					728,410
Corporation income tax share					180,653
State sales tax share					23,581
Unrestricted investment earnings					2,750
Total general revenues					2,195,137
Change in net assets					219,773
Net assets, July 1, 2011					12,862,675
Net assets, June 30, 2012					\$ 13,082,448

The notes to the financial statements are an integral part of this statement.

MARYLAND DEPARTMENT OF TRANSPORTATION
Balance Sheet
Governmental Funds
June 30, 2012

(amounts expressed in thousands)

	Special Revenue	Other Governmental Fund Debt Service	Total Governmental Funds
ASSETS:			
Cash and cash equivalents - restricted	\$ 15,826		\$ 15,826
Taxes receivable, net	124,649		124,649
Intergovernmental receivable	358,851		358,851
Other accounts receivable	28,892		28,892
Due from other state agencies	155,813		155,813
Inventories	86,494		86,494
Prepays	94,599		94,599
Total assets	865,124	-	865,124
LIABILITIES & FUND BALANCES:			
Liabilities:			
Salaries payable	37,998		37,998
Warrants payable	58,718		58,718
Accounts payable	301,552		301,552
Accounts payable to political subdivisions	34,730		34,730
Due to other state agencies	15,597		15,597
Deferred revenue	189,349		189,349
Total liabilities	637,944	-	637,944
Fund balances:			
Committed fund balance	8,182		8,182
Nonspendable fund balance:			
Inventories	86,494		86,494
Prepaid items	94,599		94,599
Assigned fund balance:			
Agency activities	560		560
Transportation programs	37,345		37,345
Total fund balances	227,180	-	227,180
Total liabilities and fund balances	\$ 865,124	-	
Amounts reported for governmental activities in the statement of net assets are different because:			
* Capital assets used in governmental activities are not financial resources and, therefore, are not reported in the fund statements.			15,638,460
* MTA pension prepaid expense			22,679
* Energy savings asset			26,513
* Deferred charges			1,262
* Accrued interest payable on bonds and capital leases			(23,539)
* Long-term liabilities not due and payable in the current period and, therefore, are not reported in the fund financial statements, includes the following:			
Unearned revenue			52,380
Bonds payable			(1,562,630)
Capital leases			(562,656)
Pollution liability			(156,161)
MTA OPEB liability			(169,285)
Net pension liability			(149,232)
Premium on bonds not liquidated with current financial resources			(106,865)
Workers' compensation costs			(61,879)
Energy savings program liability			(60,853)
Compensated absences			(47,926)
Deferred amount on refunding bonds			15,000
Net assets of governmental activities			\$ 13,082,448

The notes to the financial statements are an integral part of this statement.

MARYLAND DEPARTMENT OF TRANSPORTATION
Statement of Revenues, Expenditures and Changes in Fund Balances
Governmental Funds
June 30, 2012

(amounts expressed in thousands)

	Special Revenue	Other Governmental Fund Debt Service	Total Governmental Funds
REVENUES:			
Taxes:			
Motor vehicle taxes and fees	\$ 1,259,743		\$ 1,259,743
Motor vehicle fuel taxes and fees	728,410		728,410
Revenue sharing of state corporation income tax	180,653		180,653
Revenue sharing of state sales tax	23,581		23,581
Federal reimbursements	850,631		850,631
Charges for services	439,785		439,785
Passenger facility charges	46,648		46,648
Customer facility charges	13,446		13,446
Special parking revenues	38,603		38,603
Investment earnings	2,750		2,750
Other	1,608	\$ 1,873	3,481
Total revenues	3,585,858	1,873	3,587,731
EXPENDITURES:			
Current:			
Department administration, operating, and maintenance expenditures:			
Secretary's Office	96,271		96,271
State Highway Administration	207,942		207,942
Port Administration	88,459		88,459
Motor Vehicle Administration	164,038		164,038
Transit Administration	659,777		659,777
Aviation Administration	206,360		206,360
Intergovernmental:			
Highway user revenue distributions and federal fund pass-thru to local subdivisions	263,981		263,981
Washington Metropolitan Area Transit Authority Grants	386,648		386,648
Distributions to other state agencies	343,946		343,946
Debt service:			
Principal repayment		102,845	102,845
Interest		71,370	71,370
Capital outlay	1,231,241		1,231,241
Total expenditures	3,648,663	174,215	3,822,878
Excess of revenues over (under) expenditures	(62,805)	(172,342)	(235,147)
OTHER FINANCING SOURCES (USES):			
Proceeds from bonds issued	115,000		115,000
Refunding of Transportation Bonds	161,435		161,435
Premium on bonds	47,532		47,532
Payments to Refunded bond escrow agent	(193,288)		(193,288)
Capital leases	190,560		190,560
Refunding of capital leases	(190,560)		(190,560)
Debt service transfer	(172,342)	172,342	-
Total other financing sources and uses	(41,663)	172,342	130,679
Net change in fund balances	(104,468)	-	(104,468)
Fund balances, July 1, 2011	331,648	-	331,648
Fund balances, June 30, 2012	\$ 227,180	\$ -	\$ 227,180

The notes to the financial statements are an integral part of this statement.

MARYLAND DEPARTMENT OF TRANSPORTATION
Reconciliation of the Statement of Revenues, Expenditures and Changes in Fund
Balances of Governmental Funds to the Statement of Activities

June 30, 2012

(amounts expressed in thousands)

Amounts reported for governmental activities in the statement of activities are different because:

Net change in fund balances - total governmental funds (page 32)		\$(104,468)
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Governmental funds report capital outlays as expenditures. However, in the statement of activities the cost of those assets is allocated over their estimated useful lives and reported as depreciation expense. This is the amount by which capital outlays exceeded depreciation in the current period.

Capital outlays	\$ 1,231,241	
Depreciation expense	<u>(940,278)</u>	
		290,963

The issuance of long-term debt (e.g., bonds, leases) provides current financial resources to government funds, while the repayment of the principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net assets. Also, governmental funds report the effect of issuance costs, premiums, discounts and similar items when debt is first issued, whereas these amounts are deferred and amortized in the statement of activities. This amount is the net effect of these differences in the treatment of long-term debt and related items.

Unearned revenue	84,654	
Debt Issued, transportation bonds	(276,435)	
Principal repayment of bonds	275,645	
Capital lease additions	(190,560)	
Capital leases retired	232,566	
Pollution remediation	(335)	
MTA OPEB obligation	(37,108)	
State pension obligation	(27,380)	
Net Premium on bonds	(36,256)	
Workers compensation	(1,306)	
Compensated absences	109	
Accrued Interest	2,244	
Amortized deferred amount on refunding bonds	(7,404)	
Amortized deferred amount on new refunding bonds	<u>20,488</u>	38,922

Some expenses reported in the statement of activities do not require the use of current financial resources, and therefore, are not reported as expenditures in the governmental funds.		<u>(5,644)</u>
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Change in net assets of governmental activities (page 30)		\$ 219,773
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MARYLAND DEPARTMENT OF TRANSPORTATION
Statement of Fiduciary Net Assets
Fiduciary Funds
June 30, 2012

(amounts expressed in thousands)

	Maryland Transit Administration Pension Plan Trust Fund	Agency Funds
ASSETS:		
Cash and cash equivalents	\$ 7,949	\$ 16,213
Investments, at fair value:		
Equity securities pool	71,205	-
Fixed income pool	32,387	-
Alternative investments pool	42,395	-
Real estate pool	11,007	-
Total investments	156,994	16,213
Contributions receivable	6,708	
Accounts receivable	2,493	5
Total assets	174,144	16,218
LIABILITIES:		
Accounts payable	2,493	\$ 16,218
NET ASSETS:		
Held in trust for pension benefits	\$ 171,651	

The notes to the financial statements are an integral part of this statement.

MARYLAND DEPARTMENT OF TRANSPORTATION
Statement of Changes in Fiduciary Net Assets
Fiduciary Funds
June 30, 2012

(amounts expressed in thousands)

	Maryland Transit Administration Pension Plan Trust Fund
ADDITIONS:	
Contributions from employer	\$ 32,859
Investment earnings:	
Interest income	5,921
Net decrease in fair value of investments	(3,702)
Net investment earnings	2,219
Total additions	35,078
DEDUCTIONS:	
Benefits	28,638
Administrative expenses	943
Total deductions	29,581
Change in net assets	5,497
Net assets, July 1, 2011	166,154
Net assets, June 30, 2012	\$ 171,651

The notes to the financial statements are an integral part of this statement.

MARYLAND DEPARTMENT OF TRANSPORTATION
Notes to the Financial Statements
For the Year Ended June 30, 2012

1. Summary of Significant Accounting Policies:

A. Reporting entity:

The Maryland Department of Transportation (Department), a department of the State of Maryland, was established by statute in 1971. The Department is responsible for carrying out the Governor's policies in the area of transportation under statutory mandates, guidelines and constraints established by the State's General Assembly. The Department has the responsibility for most state-owned transportation facilities and programs, including planning, financing, construction, operation and maintenance of various modes of transportation and carrying out related licensing and administrative functions. The statutorily created transportation agencies included in the Department are the Maryland Aviation Administration (MAA), Maryland Port Administration (MPA), Motor Vehicle Administration (MVA), Maryland Transit Administration (MTA), State Highway Administration (SHA) and the Secretary's Office (TSO).

The accompanying financial statements include the Department, which has no component units. The Maryland Transportation Authority (Authority) is a separate entity with separate fiscal operations and management, and accordingly, is excluded from *The Financial Reporting Entity* of the Department, since it does not qualify for inclusion under Governmental Accounting Standards Board (GASB) Statement No. 14, because it is not financially accountable to the Department.

B. Government-wide and fund financial statements:

The Department's government-wide financial statements (i.e., the Statement of Net Assets and the Statement of Activities) report information on all non-fiduciary activities of the government. As a general rule, the effect of inter-fund activity has been eliminated from the government-wide financial statements. The Department's governmental activities are supported primarily by taxes, intergovernmental revenues and charges for services. Fiduciary funds are excluded from the Department's government-wide and fund financial statements, as fiduciary assets are not available for the Department's use.

The Statement of Activities demonstrates the degree to which the direct expenses of a given function are offset by program revenues. Direct expenses are those that are clearly identifiable with a specific function. Program revenues include (1) charges to customers or applicants who purchase, use or directly benefit from goods, services or privileges provided by a given function and (2) grants and contributions that are restricted to meeting the operational or capital requirements of a particular function. Taxes and other items not properly included among program revenues are reported instead as general revenues.

Separate financial statements are provided for the fiduciary fund (Maryland Transit Administration Pension Plan Trust Fund).

C. Measurement focus, basis of accounting and financial statement presentation:

The government-wide financial statements and the fiduciary fund financial statements are reported using the economic resources measurement focus and accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when incurred, regardless of the timing of related cash flows. Grants and similar items are recognized as revenue as soon as all eligibility requirements imposed by the provider have been met.

The governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Under the modified accrual basis of accounting revenues are recognized in the financial statements as soon as they are both measurable and available. Revenues are considered available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the Department considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. Expenditures generally are recorded when a liability or obligation is incurred as a result of goods or services rendered, as under accrual accounting. However, under the modified accrual basis, debt service expenditures are recorded only when payment is due. Compensated absences, retirement and workers' compensation costs and claims, judgments and other liabilities not expected to be paid with current available resources are recognized when the obligations are expected to be liquidated with expendable available financial resources.

Motor vehicle taxes, motor vehicle fuel taxes, charges for services, Federal reimbursements and interest associated with the current fiscal period are all considered to be susceptible to accrual and so have been recognized as revenue of the current fiscal period. All other revenue items are considered to be measurable and available only when cash is received by the Department.

The Department collects and receives various types of motor vehicle taxes and fees. These taxes and fees consist primarily of a portion of the motor vehicle fuel taxes, motor vehicle titling taxes and motor vehicle registration fees. The Department accrues the June motor vehicle fuel taxes and titling taxes that are unremitted as of year-end as a receivable. These taxes are considered measurable and available since they represent June collections that are remitted to the Department in July and thereafter by merchants who collect these taxes. Expenditure-driven Federal grants are recognized as revenue when the qualifying expenditures have been incurred, all other grant requirements have been met and the reimbursement funding is available from the Federal government.

The Department reports the following major governmental fund:

Special Revenue Fund:

Transactions related to resources obtained, the uses of which are restricted for specific purposes, are accounted for in the special revenue fund. The special revenue fund accounts for resources used for operations (other than debt service and pension activities) of the Department, including construction and improvement of transportation facilities and mass transit operations. Fiscal resources dedicated to transportation operations include the excise taxes on motor vehicle fuel and motor vehicle titles, a portion of the State's corporation income tax and the State's sales tax, wharfage and landing fees, fare box revenues, bond proceeds, Federal grants for transportation purposes and other receipts of the Department's agencies. The Department's unexpended balances as of year-end do not revert to the State's general fund. In addition, the various categories of transportation bonds are serviced from the resources of the Department. The particular taxes and other designated revenues are dedicated to the payment of transportation bonds and constitute the sole sources to which holders of transportation bonds may legally look for repayment.

The Department reports the following non-major governmental fund:

Debt Service Fund:

Transactions related to the resources accumulated and payments made for principal and interest on long-term transportation debt of governmental funds are accounted for in the debt service fund.

Additionally, the Department reports the following fund types:

Pension Trust Fund:

The pension trust fund accounts for the activities of the Maryland Transit Administration Pension Plan, which accumulates resources for pension benefit payments to qualified Maryland Transit Administration employees. The pension trust fund accounts for plan assets at their fair value. Additional information regarding the Maryland Transit Administration Pension Plan is included in Note 15. The accounts of the pension trust fund are maintained and reported using the accrual basis of accounting. Under this method, revenues are recorded in the fiduciary fund financial statements when earned, administrative expenses are recorded at the time the liabilities are incurred and pension benefits are recorded when paid.

Agency Fund:

The agency fund is custodial in nature and does not present the results of operations or have a measurement focus. The Department uses an agency fund to account for the receipt and disbursement of Federal grant proceeds collected by the Department for distribution to political subdivisions and the accumulation of and payment of funds for debt service issued under the alternative county transportation bond program. When both restricted and unrestricted resources are available for use, the Department's policy is to use unrestricted resources first and then restricted resources as they are needed.

D. Assets, liabilities and net assets or equity:

1. Deposits and investments:

The Department's cash on hand, demand deposits and short-term investments maturing within 90 days from the date purchased are considered as cash and cash equivalents. The Department's investments are recorded at fair value and changes in fair value are recognized as revenue. The cash and cash equivalents and investments of the Pension Trust Fund are maintained by the State Retirement and Pension System of Maryland (System) on a pooled basis. The System, in accordance with Article 73B, Section 160 of the Annotated Code of Maryland, is permitted to make investments subject to the terms, conditions, limitations and restrictions imposed by the Board of Trustees of the System. The law further provides that not more than 15% of the assets that are invested in common stocks may be invested in non-dividend paying common stock. The System's investments are commingled in three combined investment funds. Two investment funds consist principally of bonds and other fixed income investments, while the other investment fund consists principally of common stocks.

2. Receivables and payables:

Amounts due to the Department from various tax revenue sharing programs are recorded as taxes receivable, while amounts due to the Department from the Federal government are reported as intergovernmental receivables. Amounts representing balances due from the Maryland Transportation Authority and the State's General Fund are reported as due from other state agencies. Amounts representing balances due to the Maryland Transportation Authority and the State's General Fund are reported as due to other state agencies. Amounts representing balances due to political subdivisions are reported as accounts payable to political subdivisions.

3. Inventories and prepaid items:

All inventories are valued at cost using the first-in/first-out (FIFO) method. Inventories of governmental funds are recorded as expenditures when consumed rather than when purchased. Certain payments to vendors reflect costs applicable to future accounting periods and are recorded as prepaid items in both government-wide and fund financial statements.

4. Capital assets:

Capital assets, which include land, buildings and improvements, machinery and equipment, construction in progress and infrastructure assets (e.g., roads, bridges, sidewalks and similar items) are reported in the governmental activities column in the government-wide financial statements. Capital assets are defined by the Department as assets with an initial, individual cost of more than \$50,000 and an estimated useful life in excess of two years. Such assets are recorded at historical cost or estimated historical cost if purchased or constructed. Cost on constructed assets includes materials, labor, design and any other costs directly related to putting the asset in use. Donated capital assets are recorded at estimated fair market value at the date of donation. The costs of normal maintenance and repairs that do not add to the value of the asset or materially extend asset lives are not capitalized. Major outlays for capital assets and improvements are capitalized as projects are constructed. Capital assets are depreciated using the straight line method over the following estimated useful lives:

Capital Assets	Years
Buildings and improvements	5-50
Transit vehicles and equipment	10-25
Other vehicles	3-10
Office equipment	3-10
Computer equipment	3-10
Computer software	5-10
Infrastructure	10-50

5. Compensated absences:

It is the State's policy to permit employees to accumulate earned but unused vacation and sick pay benefits. There is no liability for unpaid accumulated sick leave since the State does not have a policy to pay any amounts when employees separate from service with the State. All vacation pay is accrued when earned in the government-wide and fiduciary fund financial statements. A liability for these amounts is reported in governmental funds only if they have matured as a result of employee resignations and/or retirements. Principally all full-time State employees accrue annual leave based on the number of years employed up to a maximum of 25 days per calendar year. Earned annual leave may be accumulated up to a maximum of 75 days as of the end of each calendar year. Accumulated earned, but unused annual leave for the Department's employees is accounted for in the government-wide financial statements.

6. Long-term obligations:

In the government-wide financial statements, long-term debt and other long-term obligations are reported as liabilities. Bond premiums and discounts, as well as debt issuance costs, are deferred and amortized over the life of the bonds. Bonds payable are reported net of the applicable bond premium or discount. Bond issuance costs are reported as deferred charges and amortized over the term of the related debt. In the fund financial statements, governmental fund types recognize bond premiums and discounts, as well as bond issuance costs, during the period the debt is issued. The face amount of debt issued is reported as other financing sources. Premiums received on debt issuances are reported as other financing sources while discounts on debt issuances are reported as other financing uses. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as operating expenditures.

7. Fund equity:

In the fund financial statements, governmental funds report reservations of fund balance for amounts that are not available for appropriation or are legally restricted by outside parties for use for a specific purpose.

E. New pronouncements:

The Governmental Accounting Standards Board (GASB) issued GASB 68, *Accounting and Financial Reporting for Pension Plans* in June 2012 effective for the year ended June 30, 2015. In June 2012, GASB issued Statement No. 67, *Financial Reporting for Pension Plans- an Amendment of GASB No. 25*, effective for the year ended June 30, 2014. The Department will implement these statements as of their effective dates.

In March 2012, GASB issued Statement No. 66, *Technical Corrections- 2012*, effective for the year ended June 30, 2014. Also in March of 2012, GASB issued Statement No. 65, *Items Previously Reported as Assets and Liabilities*, effective for the year ended June 30, 2014. In June 2011, GASB issued Statement No. 64, *Derivative Instruments: Application of Hedge Accounting Termination Provision*, effective for the year ended June 30, 2013. The Department is still in the process of determining the effect of implementing these statements and the effect on the financial statements is unknown at this time.

Also in June 2011, GASB issued Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*, effective for the year ended June 30, 2013. In December 2010, GASB issued Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*, effective for the year ended June 30, 2013. In November 2010, GASB issued Statement No. 61, *The Financial Reporting Entity: Omnibus*, effective for the year ended June 30, 2013.

Also in November 2010, GASB issued Statement No. 60, *Accounting and Financial Reporting for Service Concession Arrangements*, effective for the year ended June 30, 2013. The Department will implement these statements as of their effective dates. While the Department is still in the process of determining the effects of implementing these GASB statements, they are not expected to have a material effect on the financial position of the Department.

2. Reconciliation of Government-wide and Fund Financial Statements:

The governmental fund Balance Sheet includes reconciliation between fund balance – total governmental funds and total net assets – total governmental activities as reported in the government-wide Statement of Net Assets. The governmental fund Statement of Revenues, Expenditures and Changes in Fund Balances includes reconciliation between the net change in fund balance – total governmental funds and the change in net assets of governmental activities as reported in the government-wide Statement of Activities.

3. Deposits and Investments:

As of June 30, 2012, the Department had the following investments:

(amounts expressed in thousands)

Investment Type	Fair Value 2012
Money Markets - Agency Funds	\$ 16,213
Pooled investments - Pension Trust Fund	156,994
Restricted cash and cash equivalents – Special Fund	15,826
Total investments at fair value	\$ 189,033

Interest rate risk:

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. The Department's policy for managing its exposure to fair value loss arising from increasing interest rates is to comply with the Maryland State Treasurer policy on all of the Department's investments. The Maryland State Treasurer's investment policy states that to the extent possible, it will attempt to match its investments with anticipated cash flow requirements. Unless matched to a specific cash flow, the Maryland State Treasurer will not directly invest in securities maturing more than five years from the date of purchase. The Department followed this policy for all of its investments.

Credit risk:

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. The Department's policy for reducing its exposure to credit risk is to comply with the Maryland State Treasurer policy, which requires that the Treasurer's investments in repurchase agreements be collateralized by U.S. Treasury and agency obligations. In addition, investments may be made directly in U.S. agency obligations. These agency obligations are rated Aa1 by Moody's and AAA by Standard and Poor's. State law also requires that money market mutual funds contain only U.S. Treasuries or agencies or repurchase agreements secured by U.S. Treasuries or agencies. The money market mutual funds are rated Aaa/AAA.

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. The Department's policy for reducing this risk of loss is to comply with the Maryland State Treasurer policy, which states the investment policy limits the amount of repurchase agreements to be invested with a particular institution to 30% of the portfolio. Other than that, there is no limit on the amount that may be invested in any one issuer.

Custodial credit risk - deposits and investments:

Custodial credit risk is the risk that, in the event of a bank failure, the Department's deposits may not be returned to it. Deposits are exposed to custodial credit risk if they are not covered by depository insurance and the deposits are (a) uncollateralized, (b) collateralized with securities held by the pledging financial institution, or (c) collateralized with securities held by the pledging financial institution's trust department or agent but not in the Department's name. The Department does not have a formal deposit policy for custodial credit risk, but follows the Maryland State Treasurer's policy that states the Treasurer may deposit in a financial institution in the State any unexpended or surplus money in which the Treasurer has custody. As of June 30, 2012, none of the Department's bank balance was uninsured or uncollateralized; none was uninsured or collateralized with securities held by the pledging financial institution; and none were uninsured or collateralized with securities held by the pledging financial institution's trust department or fiscal agent, but not in the Department's name. The Maryland State Treasurer (i.e., law, regulation or formal policy) defines the types of securities authorized as appropriate investments for the Department and the conditions for making investment transactions. Investment transactions may be conducted only through qualified depositories, certified dealers, or directly with issuers of the investment securities. As of June 30, 2012 the Department reported a total of \$15,826,000 in Cash and cash equivalents – restricted on the Department's balance sheet. This amount consists of \$15,279,000 restricted cash primarily for the construction retainages related to the SHA road projects in fiscal year 2012.

The Maryland State Treasurer authorizes the Department to invest in obligations of the U.S. Treasury including bills, notes, and bonds; obligations of U.S. agencies and instrumentalities; repurchase agreements secured by an U.S. Treasury agency; instrumentality obligations or bankers' acceptances

guaranteed by a financial institution with the highest short-term debt rating by at least one nationally recognized statistical rating organization (NRSRO); commercial paper with the highest rating by at least one NRSRO; shares or certificates in a money market mutual fund as defined by the Maryland State Treasurer; and Maryland local government pooled with short-term investments.

4. Receivables and Deferred Revenue:

The Department’s receivables as of June 30, 2012 for the individual funds are as follows:

(amounts expressed in thousands)

Receivables	Special Revenue	Trust & Agency	Total
Taxes receivable	\$ 124,649		\$ 124,649
Intergovernmental receivable	358,851		358,851
Other accounts receivable	28,892	\$ 2,498	31,390
Due from other state agencies	155,813		155,813
Net total receivables	\$ 668,205	\$ 2,498	\$ 670,703

The Department’s Taxes receivable consist of receivables recorded at year-end for the Motor Vehicle Fuel Tax Division in the amount of \$99,289,000 and the Motor Vehicle Administration’s titling tax in the amount of \$25,360,000. The Department’s Intergovernmental receivables consist of receivables from the Federal government in the amount of \$353,257,000 and from the local subdivisions in the amount of \$5,594,000. The Department’s other accounts receivable, of \$31,390,000; consist of miscellaneous receivables recorded at fiscal year-end across the Department.

A balance of \$43,992,000 is reported as Due from other state agencies in the Special Revenue Fund for the amount due from the State Comptroller’s Revenue Administration Division for cash transfers not transferred to the Department as of June 30, 2012. Also included in Due from other state agencies is the amount \$88,473,000, for the amount due from the Maryland Transportation Authority for Passenger Facility Charge (PFC) , Customer Facility Charge and special parking revenue collections; \$9,246,000 is reported as Due from other state agencies in the Special Revenue Fund for the amount due from the Maryland Transportation Authority for the ICC project; \$14,102,000 is reported as Due from other state agencies, which is due from the Maryland Department of Budget and Management for the health benefits refund. Also included in Due from other state agencies on the Statement of Net Assets is the amount for the Department’s Energy Savings Program (ESP) as of June 30, 2012, in the amount of \$26,513,000.

The Department’s deferred revenue in connection with resources that have been received, but not yet earned was \$189,349,000 as of June 30, 2012. As of June 30, 2012, the Department reported deferred revenue in the governmental funds for customer prepayments of future airport services to be provided by the Maryland Aviation Administration in the amount of \$3,951,000 and the amount of \$26,123,000 for revenues collected by the State Highway Administration for advanced contract payments made by third-party vendors. As of June 30, 2012, the Department also reported deferred revenue in the governmental funds in the amount of \$88,473,000 for the balance in the MAA PFC’s and Customer Facility Charge (CFC) Improvement Funds and a MTA receivable in the amount of \$70,802,000 that was not collectable within the period available therefore was not available.

5. Capital Assets:

Depreciation expense on capital assets charged to the Department’s modal administration/functions in the Statement of Activities as of June 30, 2012 is as follows:

(amounts expressed in thousands)

Depreciation Expense - Governmental Activities	
Secretary’s Office	\$ 4,393
State Highway Administration	686,854
Port Administration	26,084
Motor Vehicle Administration	12,824
Transit Administration	132,916
Aviation Administration	77,207
Total depreciation expense - governmental activities	\$ 940,278

The Department’s Capital assets activity by asset classification, including accumulated depreciation, for the year ended June 30, 2012, was as follows:

(amounts expressed in thousands)

Capital Assets - Governmental activities	Balance			Transfers	Balance
	July 1, 2011	Increases	Decreases	In (Out)	June 30, 2012
<i>Capital Assets not depreciated:</i>					
Land	\$ 2,420,378	\$ 19,832	\$ (1,391)	\$ 3,924	\$ 2,442,743
Construction in progress	1,758,969	579,063	-	(225,830)	2,112,202
Total capital assets not depreciated	4,179,347	598,895	(1,391)	(221,906)	4,554,945
<i>Capital assets depreciated:</i>					
Building & improvements	2,462,778	18,830	(5,584)	23,444	2,499,468
Machinery & equipment	1,894,548	33,744	(32,009)	61,870	1,958,153
Infrastructure	18,833,682	579,772	-	136,592	19,550,046
Total capital assets depreciated	23,191,008	632,346	(37,593)	221,906	24,007,667
<i>Accumulated depreciation for:</i>					
Building & improvements	(1,006,203)	(84,760)	2,023	-	(1,088,940)
Machinery & equipment	(1,220,914)	(113,824)	30,999	-	(1,303,739)
Infrastructure	(9,789,779)	(741,694)	-	-	(10,531,473)
Total accumulated depreciation	(12,016,896)	(940,278)	33,022	-	(12,924,152)
Net capital assets after depreciation	11,174,112	(307,932)	(4,571)	221,906	11,083,515
Net total capital assets – governmental activities	\$ 15,353,459	\$ 290,963	\$ (5,962)	\$ -	\$ 15,638,460

6. Construction Commitments:

The Department has active construction commitments outstanding as of June 30, 2012 of approximately \$2,847,066,000, principally for construction of highway, aviation and transit projects. Approximately 40.4% of future expenditures, related to these commitments of the Department, are expected to be reimbursed from proceeds of approved Federal grants when the actual costs are incurred. The remaining balance will be funded by other financial resources of the Department, including the issuance of long-term debt.

As of June 30, 2012, the Department's commitments with contractors are as follows:

(amounts expressed in thousands)

Construction projects	Spent-to-date	Remaining commitment
Highway construction	\$ 2,432,827	\$ 1,529,241
Port construction	439,221	199,829
Motor vehicle construction	123,461	107,469
Transit construction	1,148,948	548,574
Aviation construction	332,492	461,953
Total projects	\$ 4,476,949	\$ 2,847,066

7. Interfund Transfers:

The interfund transfers for the Department for the year ended June 30, 2012, is as follows:

(amounts expressed in thousands)

Transfers In	Transfers Out	Amount
Debt service fund	Special revenue fund	\$172,342

The purpose of this interfund transfer is to record the amount of revenue transferred from the special revenue fund to the debt service fund for debt service principal and interest payments. This transfer is reported on the Statement of Revenues, Expenditures and Changes in Fund Balances for the year ended June 30, 2012 as a Debt service transfer under Other Financing Sources (Uses).

8. Due to Other State Agencies:

The amount reported as Due to other state agencies within the Special Revenue Fund in the accompanying balance sheet is \$15,597,000 which primarily represents the amount due to the State's General Fund for motor vehicle fuel tax that was not transferred as of June 30, 2012.

9. Operating and Capital Leases:

Operating Leases:

The Department leases office space under various agreements that are accounted for as operating leases. Rent expense under these agreements was \$3,056,000 for the year ended June 30, 2012.

The future minimum operating lease payments under these agreements as of June 30, 2012, are as follows:

(amounts expressed in thousands)

Years Ending June 30,	Operating Leases Future Minimum
2013	\$ 3,056,465
2014	2,799,185
2015	2,665,573
2016	2,374,065
2017	2,374,065
2018 – 2022	8,246,019
Total operating leases	\$ 21,515,372

Capital Leases:

The Department has entered into several lease agreements for the financing of various transportation related projects. The Department has also entered into agreements with the Maryland Transportation Authority for the financing of various aviation projects. The Department has reported obligations under capital leases of \$562,656,000 (which includes (\$35,000) that is being held by the trustee for the BC connector project) as of June 30, 2012. The Department's activity related to capital leases is included in the table in note 10 (see section titled Changes in long-term liabilities).

The Department's capital lease obligations as of June 30, 2012 are as follows:

- \$16,905,000 in obligations related to Project Certificates of Participation for the Maryland Aviation Administration Facilities, Series 2010 (refunding), issued on December 1, 2010, at annual interest rates ranging from 3.00-5.00%;
- \$12,335,000 in obligations related to Project Certificates of Participation for the Maryland Transit Administration Project, Series 2010 (refunding), issued on December 1, 2010, at annual interest rates ranging from 3.00-5.00%;
- \$6,400,000 in obligations related to Certificates of Participation for the BWI Marshall Airport Shuttle Bus Fleet Acquisition, Series 2004, issued on October 7, 2004, at annual interest rates ranging from 2.75-3.60%;
- \$21,810,000 in obligations related to Certificates of Participation for the Maryland Port Administration Facility Project, Series 2006, issued on June 14, 2006, at annual interest rates ranging from 4.25-5.25%;
- \$10,601,000 for the Maryland Transportation Authority's financing of the Port Administration's Masonville Automobile terminal at an annual interest rate of 5.5%;
- \$188,200,000 (minimum lease payments until bond proceeds are expended) for the Maryland Economic Development Corporation bond issuance for the Maryland Aviation Facilities, issued on April 3, 2003, at annual interest rates ranging from 4.5-5.5%;
- \$22,550,000 for the Maryland Economic Development Corporation bond issuances for the financing of the Department's headquarters building, original bonds issued on June 27, 2002, refunding bonds issued May 25, 2010 at annual interest rates ranging from 3.0-4.5%;
- \$184,331,000 on long-term obligations related to the financing of BWI Marshall Airport parking and roadway projects. Bonds associated with this agreement were issued by the Maryland Transportation Authority in the amount of \$264,075,000 on March 5, 2002 and refunded on April 25, 2012 with annual interest rates ranging from 4.0 - 5.0%; the total liability is \$190,560,000 (less monies MDTA and/or the trustee is holding);
- \$96,404,000 on long-term obligations related to the financing of BWI Marshall Airport Consolidated Rental Car Facility. Bonds associated with this agreement were issued by the Maryland Transportation Authority in the amount of \$117,345,000 on June 18, 2002 at annual interest rates ranging from 2.74-6.65%; the total liability is \$101,440,000 (less monies held by MDTA and/or trustee);
- \$3,155,000 on long-term obligations related to the financing of BWI Marshall Airport's various airport improvement projects. Variable rate demand bonds were issued by the Maryland Transportation Authority in the amount of \$69,700,000 on December 16, 2003 at a variable

interest rate. As of June 30, 2012, the interest rate was 0.17% per annum; the total liability is \$22,000,000 (less monies MDTA and/or the trustee is holding);

- \$50,905,000 minimum payments, for the financing of certain airport facilities project located at B WI Marshall Airport including construction of a connector hallway between Concourse B and C. Bonds were issued by Maryland Transportation Authority on April 25, 2012 in the amount of \$50,905,000 at annual interest rates ranging from 4.0 - 5.0%; however, no funds have been drawn on this lease as of June 30, 2012.

As bond proceeds are spent for construction, the Department's liability (or minimum payments) and related capital assets will increase, accordingly. Once construction is completed, the Construction in Progress asset will become a Building or Infrastructure asset.

The future minimum capital lease obligations and the net present value of these minimum lease payments as of June 30, 2012, are as follows:

<i>(amounts expressed in thousands)</i>	
Years ended June 30,	Amount
2013	\$ 68,550
2014	71,794
2015	60,531
2016	60,522
2017	59,140
2018-2022	281,703
2023-2027	243,377
2028-2032	110,509
2033-2037	8,788
Total minimum lease payments	964,915
Less: amount representing interest	(321,208)
Less: funds held by bond trustee	(81,050) (a)
Present value of minimum lease payments	\$ 562,656

(a) The reduction shown in the amount of \$81,050,000 are monies held by the bond trustee on behalf of the Maryland Transportation Authority to be used primarily for construction expenditures.

The capital assets acquired through capital leases as of June 30, 2012 are as follows:

<i>(amounts expressed in thousands)</i>	
Capital Asset	Amount
Construction in progress	\$ 111,676
Land and improvements	16,266
Buildings and improvements	773,060
Machinery and equipment	58,922
Infrastructure	285,077
Total acquired capital assets	1,245,001
Less: accumulated depreciation	(343,622)
Total capital assets – net	\$ 901,379

10. Long-term Liabilities:

Transportation bonds:

The Department issues Consolidated Transportation Bonds to provide funds for the acquisition and construction of major capital facilities. Consolidated Transportation Bonds are limited obligations issued by the Department for highway, port, airport, rail or mass transit facilities or any combination of such facilities. The principal must be paid within 15 years from the date of issue. As provided by law, the General Assembly shall establish in the budget for any fiscal year a maximum outstanding aggregate amount of these Consolidated Transportation Bonds as of June 30 of the respective fiscal year that does not exceed \$2,600,000,000 through June 30, 2012 and thereafter. The aggregate principal amount of those bonds that were allowed to be outstanding as of June 30, 2012 was \$1,888,995,000. The aggregate principal amount of Consolidated Transportation Bonds outstanding as of June 30, 2012 was \$1,562,630,000. Consolidated Transportation Bonds are paid from the Debt Service Fund.

The Department's Transportation Bonds outstanding as of June 30, 2012, were as follows:

(amounts expressed in thousands)

	Interest Rates	Amount
Consolidated Transportation Bonds - due serially through 2027 – for state transportation activity	2.0-5.5%	\$1,375,055
Consolidated Transportation Bonds, refunding – due serially through 2019 – for state transportation activity	5.0%	187,575
Total consolidated transportation bonds		\$1,562,630

Principal and interest on Consolidated Transportation Bonds are payable from the proceeds of certain excise taxes levied by statute, a portion of the corporate income tax and a portion of the State sales tax credited to the Department. These amounts are applicable to the extent necessary for that exclusive purpose before being available for other uses by the Department. If those tax proceeds become insufficient to meet debt service requirements, other receipts of the Department are available for that purpose. The holders of such bonds are not entitled to look to other State resources for payment. Under the terms of authorizing bond resolutions, additional Consolidated Transportation Bonds may be issued provided, among other conditions, that (i) total receipts (excluding Federal funds for capital projects, bond and note proceeds and other receipts not available for debt service), less administration, operation and maintenance expenses for the preceding fiscal year, equal at least two times the maximum annual debt service on all Consolidated Transportation Bonds outstanding and to be issued, and (ii) total proceeds from pledged taxes equal at least two times the maximum annual debt service on all consolidated transportation bonds outstanding and to be issued.

On October 20, 2011, the Department issued \$161,435,000 of refunding consolidated transportation bonds Series 2011, with a net premium \$32,131,000 to affect an advance refunding for consolidated transportation bonds Series 2004. The refunding bonds are dated October 20, 2012, with maturities ranging from May 1, 2015 to May 1, 2019 at an interest rate of 5.0%. The net proceeds of these refunding bonds were used to purchase US Government Securities and were deposited in an irrevocable trust with an escrow agent to provide for all future debt service payments on the refunded bonds. As a result, the previously outstanding refunded bonds are considered to be defeased and liability for those bonds has been extinguished. The aggregate difference in debt service between the refunded debt and refunding debt is \$14,563,000. The economic gain on the transaction is \$13,599,000. As of June 30, 2012, the Department has \$172,800,000 of defeased debt outstanding.

On June 7, 2012, consolidated transportation bonds in the amount of \$115,000,000 were issued by the

Department with a net premium of \$15,401,000. These bonds are dated May 23, 2012 with maturities ranging from June 1, 2015 to June 1, 2027 at an interest rate ranging from 2.0-5.0%.

Annual debt service requirements to maturity for transportation bonds in future years are as follows:

(amounts expressed in thousands)

Year Ending June 30,	Transportation Bonds- Principal	Consolidated Transportation Bonds-Interest	Total Transportation Bond Debt Service Requirements
2013	\$ 109,340	\$ 70,968	\$ 180,308
2014	130,620	65,619	196,239
2015	152,415	59,559	211,974
2016	158,995	52,488	211,483
2017	175,060	44,705	219,765
2018-2022	606,370	121,586	727,956
2023-2027	229,830	17,185	247,015
Total	\$ 1,562,630	\$ 432,110	\$ 1,994,740

Changes in long-term liabilities:

The Department's long-term liability activity for the year ended June 30, 2012, is as follows:

(amounts expressed in thousands)

	Beginning Balance			Ending Balance		Due Within
Governmental activities:	July 1, 2011	Additions	Reductions	June 30, 2012	One Year	
Transportation bonds*	\$1,561,840	\$ 276,435	\$(275,645)	\$ 1,562,630	\$ 130,620	
Capital leases*	604,662	190,560	(232,566)	562,656	38,021	
Pollution obligations	155,826	335	-	156,161	-	
MTA OPEB obligations	132,177	37,108	-	169,285	-	
State Pension obligations	121,853	27,379	-	149,232	-	
Premium on bonds*	70,609	47,532	(11,276)	106,865	8,760	
Worker's compensation costs	60,573	16,614	(15,308)	61,879	9,591	
ESP obligations*	49,629	11,224	-	60,853	2,854	
Compensated absences	48,035	30,407	(30,516)	47,926	30,461	
Less: Deferred amount on refunding bonds*	(1,916)	(20,488)	7,404	(15,000)	7,404	
Total long-term liabilities – governmental activities	\$2,803,288	\$ 617,106	\$(557,907)	\$ 2,862,487	\$ 227,711	

Note: * These items are combined for the net related debt calculation on the Statement of Net Assets section entitled Net Assets - Invested in capital assets, net of related debt.

The additions for capital leases were related to new debt issued for the refunding the 2002 parking obligation. The interest savings for the Department on this transaction was \$16,125,000.

The additions to ESP obligations in the amount of \$11,224,000 were related to the new debt issued for MPA through the Maryland State Treasurer's Office (MSTO) for the energy savings program. The MSTO negotiated financing in the amount of \$55,453,000; certain agencies have a Maryland Energy Administration State Agency Loan Program (SALP) loan totaling \$5,400,000. The current portion that is due within one year is the principal due to the MSTO in the amount of \$2,653,000 and the agencies SALP portion in the amount of \$201,000; see footnote 21 for additional program details.

The Department's long-term liabilities, other than consolidated transportation bonds, are generally liquidated through the special revenue fund. The Department estimates there are no material liabilities for arbitrage rebates as of June 30, 2012.

11. Risk Management and Insurance:

Workers' Compensation:

The Department is self-insured for workers' compensation liabilities. The Department's workers' compensation self-insured liabilities are reported when it is probable that a loss has occurred and the amount of that loss can be reasonably estimated. Liabilities include an amount for claims that have been incurred but not reported. Because actual claims liabilities depend on such complex factors as inflation, changes in legal doctrines, and damage awards, the process used in computing claims liabilities does not necessarily result in an exact amount. Claims liabilities are reevaluated periodically to take into consideration recently settled claims, the frequency of claims, and other economic and social factors. Liabilities for incurred workers' compensation losses to be settled by fixed or reasonably determined payments over a long period of time are reported at their present value using a 4% discount rate. The workers' compensation costs are based upon separately determined actuarial valuations for the fiscal year ended June 30, 2012.

The Department's workers' compensation self-insurance program is administered by the Injured Worker's Insurance Fund under a contract which requires that the Department pay premiums based upon loss experience plus a proportionate share of administrative costs. In the event of termination of the contract, the Department is obligated for any premium deficiency at the time of termination. The Department's accrued workers' compensation costs, as of June 30, 2012, were \$61,879,000.

The activity related to accrued workers' compensation costs is included in the table in note 10 (section titled Changes in long-term liabilities). Changes in the balances for the Department's workers' compensation liability during the past two fiscal years are as follows:

(amounts expressed in thousands)

	Fiscal Year Ended June 30, 2012	Fiscal Year Ended June 30, 2011
Unpaid claims, beginning of fiscal year	\$60,573	\$58,620
Incurred claims and changes in estimates	16,614	15,940
Claim payments	(15,308)	(13,987)
Total unpaid claims, end of fiscal year	\$61,879	\$60,573

Insurance:

The operations of the Department's Maryland Aviation, Maryland Port and Maryland Transit Administrations are covered by commercial liability insurance policies and many claims are handled by the Department's insurance carriers. The Maryland Aviation Administration's two facilities, Baltimore Washington International Thurgood Marshall Airport and Martin State Airport, are covered by an airport owners and operators general liability insurance policy providing coverage per occurrence up to \$500,000,000 for bodily injury and property damage. This policy also contains a control tower liability endorsement that provides coverage for an occurrence arising out of the direct operation of the control tower at Martin State Airport. This policy no longer contains the war, hi-jacking and other perils endorsement due to the events of September 11, 2001. This endorsement is available for buy back for an additional premium.

The Maryland Port Administration's liability insurance policies, including excess liability policies, provide insurance up to \$150,000,000 per occurrence for its port operations. These policies cover liability for both injury and property damage.

The Maryland Transit Administration's (MTA) operations are covered by \$495,000,000 in excess liability insurance over and above the MTA's \$5,000,000 self-insurance retention. For CSX and Amtrak commuter service, the MTA has purchased insurance to cover its contractual obligations. The insurance provides coverage for excess liability claims of \$5,000,000 to \$495,000,000; claims under \$5,000,000 are self-insured by the Department. However, to comply with the provisions of the operating agreement with CSX, the MTA has entered into a \$5,000,000 standby letter of credit against which CSX may draw in the event claims exceed, in the aggregate for an occurrence, the amount of \$250,000. No claims were made against the letter of credit during the current fiscal year. In addition, the excess liability policies provide punitive damages liability coverage and Federal Employee Liability Act coverage to CSX arising from commuter rail operations for claims ranging from \$5,000,000 to \$495,000,000.

The amount of any settlements, within the Department, did not exceed the insurance coverage in each of the past three fiscal years. For those areas not covered by purchased insurance, the State Treasurer has a program of self-insurance for tort claims. By statute, bodily injury, personal injury or property damages are limited to claims of \$200,000 per claimant under the established self-insurance program.

12. Related Party Transactions:

Various State of Maryland agencies provide services for the Department for which they are reimbursed from the Department. During fiscal year 2012, such reimbursements are reflected as Distributions to other state agencies in the Special Revenue Fund.

13. Contingent Liabilities:

The Department is involved in numerous lawsuits arising in the normal course of its operations, including actions commenced and claims asserted against the Department for alleged property damage, personal injury, breaches of contract or other alleged violations of law. Additionally, the Department is currently involved in certain legal proceedings relative to a case concerning unreasonable discrimination and mass transit accident cases concerning train passenger injuries or death. In the opinion of Department officials, based on the advice of the Attorney General, such matters are covered by insurance or otherwise would not have a materially adverse effect on the Department's financial position as of June 30, 2012. Also, the Department believes no material exposure from unasserted claims exists as of June 30, 2012.

14. Other Postemployment Benefits (OPEB):

State Employee and Retiree Health and Welfare Benefits Program of Maryland:

Plan Description:

The members of the Maryland State Retirement, Pension and Law Enforcement Officers' Systems and their dependents are provided postemployment health care benefits through the State Employee and Retiree Health and Welfare Benefits Program (OPEB Plan). The OPEB Plan is a single-employer defined benefit health care plan established by the State Personnel and Pensions Article, Section 2-501 through 2-516 of the Annotated Code of Maryland. The OPEB Plan is self-insured to provide medical, hospitalization, prescription drugs and dental insurance benefits to eligible State employees, retirees and their dependents. State law grants authority to establish and amend benefit provisions to the Secretary of the Department of Budget and Management (DBM). In addition, the Secretary of DBM shall specify by regulation the types or categories of State employees who are eligible to enroll, with or without State subsidies, or who are not eligible to enroll.

Effective June 1, 2004, the State of Maryland established the Postretirement Health Benefits Trust Fund (OPEB Trust) as a separate entity to receive appropriated funds and contributions which will be used to assist the OPEB Plan in financing the State's postretirement health insurance subsidy. The OPEB Trust is established in accordance with the State Personnel and Pensions Article, Section 34-101, of the Annotated Code of Maryland and is administered by the Board of Trustees for the State Retirement and Pension System. Financial statements of the OPEB Trust may be obtained from the Office of the Maryland Comptroller, Treasury Building, Annapolis, MD 21401. A separate valuation is not performed by the Department. The Department's only obligation to the OPEB Plan is its required annual contribution.

Funding Policy:

The contribution requirements of the OPEB Plan members and the State are established by the DBM Secretary. Each year the DBM Secretary recommends to the Maryland Governor the State's share of the costs of the OPEB Plan. Beginning in fiscal year 2008, Maryland State law requires DBM to transfer any subsidy received as a result of the Federal Medicare Prescription Drug Improvement Act of 2003 or a similar subsidy to the OPEB Trust to prefund the costs of retirees' health benefits. Also, funds may be separately appropriated in the State's budget to transfer to the OPEB Trust.

Generally, a retiree may enroll and participate in the health benefit options if the retiree retired directly from State service with a least five years of creditable service, ended State service with a least 10 years of creditable service and within five years before the age at which a vested retirement allowance normally would begin or ended State service with a least 16 years of creditable service. Based on current practice, the State subsidizes approximately 50 to 85% of retiree premiums to cover medical, dental, prescription and hospitalization costs, depending on the type of insurance plan. The OPEB Plan is a cost sharing plan with the State of Maryland and assesses a charge to retirees for post-employment health care benefits, which is based on health care insurance charges for current employees. The Department's share of these retirees health insurance costs were \$24,526,000 for the year ending June 30, 2012 and was included in the health care costs allocated to all participating employers.

The Schedule of Employer Contributions for the OPEB of the Maryland Department of Transportation Plan is as follows:

(amounts expressed in thousands)

Fiscal Year Ended June 30,	Annual Required Contribution	Annual Contribution Paid	Net OPEB Obligation	Percentage Contributed
2010	\$ 18,326	\$ 18,326	-	100.0 %
2011	17,670	17,670	-	100.0
2012	24,526	24,526	-	100.0

Maryland Transit Administration Pension Plan - OPEB:

Plan Description:

The members of the Maryland Transit Administration Pension Plan are provided post employment health care benefits through the State Employee and Retiree Health Plan or the MTA Health Plan. The MTA currently funds retirees' health care cost on a pay-as-you-go basis. As retirees incur expenses, the MTA pays out funds based on the appropriate benefit structure. The MTA does not currently have a separate fund set aside to pay health care costs. The MTA provides health care coverage for over 1,400 retirees. Retirees make the same contributions as active employees; however, Medicare contributions are handled separately.

Funding Policy:

The Department is required by law to provide funding each year to the OPEB Plan for the Department’s share of the pay-as-you-go amount necessary to provide current benefits to retired employees and their dependents. The MTA healthcare benefits including Medical (PPO or HMO), prescription drug, dental and vision plans are provided to retirees meeting the following eligible criteria:

1. Age 65 with 5 years of service
2. Age 52 with 30 years of service
3. Age 55 with a least 30 years of service, including military and other qualifying service credits
4. Disabled with 5 years of service
5. Surviving spouse subsidized benefit for 3 years

Annual OPEB Costs and Net OPEB Obligation:

The Department’s annual OPEB cost, related to the MTA Pension Plan, is calculated based on the annual required contribution (ARC), an amount actuarially determined in accordance with the parameters of GASB Statement No. 45, *Accounting and Financial Reporting by Employers for Post Retirement Employment other than Pensions*. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal costs each year and amortize any unfunded liabilities over a period not to exceed 30 years.

The annual OPEB cost and net OPEB obligation for the Maryland Transit Administration Pension Plan as of June 30, 2012 was:

(amounts expressed in thousands)

Annual Required Contribution (ARC)	\$ 55,852
Interest on OPEB obligations	5,948
Adjustment to the OPEB cost	(9,589)
Annual OPEB cost	52,211
Contributions made in current fiscal year	(15,103)
Increase in OPEB obligation	37,108
Net OPEB obligation beginning of year	132,177
Net OPEB obligation end of fiscal year	\$ 169,285

The three-year historical trend information for the Maryland Transit Administration Pension Plan is as follows:

(amounts expressed in thousands)

Fiscal Year Ended June 30,	Annual			
	Annual OPEB Cost	Contribution Paid	Net OPEB Obligation	Percentage Contributed
2010	\$ 44,200	\$ 10,900	\$ 97,600	24.7 %
2011	48,807	14,230	132,177	29.2
2012	52,211	15,103	169,285	28.9

Funded Status and Funding Progress:

The funded status of the OPEB Plan for the Maryland Transit Administration Pension Plan is as follows:

(amounts expressed in thousands)

Actuarial Valuation Date	Actuarial Value of Assets	Actuarial Accrued Liability	Unfunded Actuarial Accrued Liability (UAAL)	Covered Payroll	Percentage of UAAL over Covered Payroll
7/1/2007	\$ -	\$411,400	\$411,400	\$144,775	284.2 %
6/30/2009	-	431,500	431,500	151,560	284.7
6/30/2011	-	527,679	527,679	147,474	357.8

Actuarial Methods and Assumptions:

An actuarial valuation of an ongoing plan involves estimates of the value of reported amounts and assumptions about the probability of occurrence of events far into the future. Examples include assumptions about future employment, mortality and healthcare cost trends. Actuarially determined amounts are subject to continual revision as actual results are compared with the past expectations and new estimates are made about the future.

A projection of benefits for financial reporting purposes are based on the substantive plan and includes the types of benefits provided at the time of each valuation and the historical pattern of sharing of benefit costs between the employer and the plan members to that point. The actuarial methods and assumptions used include techniques that are designed to reduce the efforts of short-term volatility in actuarial accrued liabilities and the actuarial value of assets, consistent with the long-term perspective of the calculations.

The actuarial method and significant assumptions listed below were used in the actuarial valuation of the OPEB Plan for the Maryland Transit Administration Pension Plan as of June 30, 2012, is as follows:

Actuarial Cost Method:	Entry Age Normal, Level Dollar
Asset Valuation Method:	N/A
Amortization Method:	Level dollar
Status of Period (open or closed):	Closed
Remaining Amortization Period:	22 years as of June 30, 2012
Rate of Return on Investments:	4.50%
Projected Inflation Rate:	3.50%
Projected Post-retirement Cost Rate:	Medical/Prescriptions 6.40% in FY2012 and increasing to 8.00% in FY2013 Dental/Vision: 5.00% for all future years

15. Retirement Systems and Pension Plans:

State Retirement and Pension System of Maryland:

The Department contributes to the State Retirement and Pension System of Maryland (System), established by the State to provide pension benefits for State employees (other than employees covered by the Maryland Transit Administration Pension Plan described below) and employees of various participating political subdivisions or other entities within the State. The non-State entities that participate within the System receive separate actuarial valuations in order to determine their respective funding levels and actuarial liabilities. While the System is an agent multiple-employer public employee retirement system, the Department accounts for the plan as a cost sharing multiple-employer public employee retirement system as a separate valuation is not performed for the Department and the Department's only obligation to the plan is its required annual contributions. Retirement benefits are paid from the System's pooled assets rather than from assets relating to a particular plan participant. Consequently, the System is accounted for as a single plan as defined in GASB Statement No.25,

Financial Reporting for Defined Benefit Pension Plans and Note Disclosure for Defined Contribution Plans. The System is considered part of the State's financial reporting entity, and is not considered part of the Department's reporting entity. The System prepares separate audited Financial Statements, which can be obtained from the State Retirement and Pension System of Maryland, 120 East Baltimore Street, Suite 1600, Baltimore, MD 21202.

Plan description:

The System is administered in accordance with State Personnel and Pensions Article of the Annotated Code of Maryland and consists of several plans which are managed by the Board of Trustees for the System. All State employees, with the exception of employees covered by the Maryland Transit Administration Pension Plan, and employees of the participating entities are covered by the plans.

“Retirement System” – retirement programs for substantially all State employees, teachers, State police and judges who are not members of the State Pension System.

“Pension System” – retirement programs for employees and teachers hired after January 1, 1980, and prior employees who have elected to transfer from the Retirement System.

The System provides retirement, death and disability benefits in accordance with State statutes. Vesting begins after completing 5 years of service. A member terminating employment before attaining retirement age but after completing 5 years of service becomes eligible for a vested retirement allowance provided the member lives to age 60 (age 62 for the Pension System, age 50 for State Police) and does not withdraw his or her accumulated contributions. Members of the Retirement System may retire with full benefits after attaining the age of 60 or completing 30 years of service credit, regardless of age. Members of the Pension System may retire with full benefits after attaining age 62 or after completing 30 years of service credit, regardless of age. State police members may retire with full benefits after attaining age 50 or completing 22 years of service credit, regardless of age. Members of the Law Enforcement Officers System may retire with full benefits at age 50 or completing 25 years of service credit, regardless of age.

The annual benefit for Retirement System members is equal to 1/55 (1.8%) of a member's highest three-year average salary multiplied by the number of years of service credit. A member may retire with reduced benefits after completing 25 years of service, regardless of age. Legislation enacted during the 1998 legislative session changed certain provisions of the Pension System and provided for a Contributory Pension System and a Non-Contributory Pension System. A member of the Contributory Pension System will generally receive, upon retirement, an annual service retirement allowance equal to 1.2% of the member's highest three-consecutive-year average salary multiplied by the number of years of service credit on or before June 30, 1998, plus 1.4% of the highest three-consecutive-year average salary multiplied by the number of years of service credit after July 1, 1998. The annual benefit for the Non-Contributory Pension System member is equal to 0.8% of the member's highest three-consecutive-year average salary multiplied by the number of years of service credit, with a provision for additional benefits for compensation earned in excess of the Social Security wage base. A member of either Pension System may retire with reduced benefits after attaining age 55 and completing 15 years of credited service.

On April 25, 2006, new legislation was enacted with an effective date of July 1, 2006, that enhanced the pension benefits for active members, as of June 30, 2006, of the Pension System. According to the State Employees and Teacher's Pension Enhancement Benefit Act of 2006, the annual service retirement allowance remains equal to 1.2% of average final compensation times service credit to June 30, 1998 and increases to 1.8% of average final compensation times service credit from July 1, 1998 forward.

Funding policy:

The Department’s required contributions are based upon actuarial valuations. Effective July 1, 1980, in accordance with the law governing the Systems, all benefits of the System are funded in advance. The aggregate entry age normal cost method is the actuarial cost method used to determine the employers’ contribution rates and the actuarial accrued liability. Members of the Retirement System are required to contribute to the System a fixed percentage of their regular salaries and wages (7.0% or 5.0% depending on the retirement plan selected). Members of the Contributory Pension System are required to contribute to the System 5.0% of their regular salaries and wages. Members of the Non-Contributory Pension System are required to contribute to the System 5.0% of their regular salaries and wages that exceeds the Social Security wage base. State Police members are required to contribute 8.0% of their regular salaries and wages to the System. Members of the Law Enforcement Officers Pension System are required to contribute 4.0% of their earnable compensation to the System. All contributions are deducted from each member's salary, and the resulting payments are remitted to the System on a regular and periodic basis.

Beginning July 1, 2011, the General Assembly enacted pension reforms affecting both current active members and new hires. The member contribution rate was increased for members from 4% to 6% in fiscal year 2012 and 7% in fiscal year 2013 and beyond for members of the Law Enforcement Officers' Pension System. In addition, the benefit attributable to service on or after July 1, 2011 in many of the pension systems now will be subject to different cost-of-living adjustments (COLA) that is based on the increase in the Consumer Price Index (CPI) and capped at 2.5% or 1.0% based on whether the market value investment return for the preceding calendar year was higher or lower than the investment return assumption used in the valuation (currently 7.75%). There were also changes to the provisions for members hired on or after July 1, 2011. The actuarial valuation as of June 30, 2012 was the first valuation which included members covered under the Reformed Benefit Plans applicable to members hired on or after July 1, 2011.

The contribution requirements of the System members and the Department are established and may be amended by the Board of Trustees for the System. The Department made its contribution during the fiscal years ended June 30, 2012, 2011 and 2010 of \$38,671,000, \$37,687,000 and \$32,987,000, respectively, which represented 58.5%, 60.3%, and 65.5%, respectively; of the required contributions for the Department. As of June 30, 2012, since the Department did not make the total contribution required by the State, cumulative the Department has an obligation of \$149,232,000, which includes the interest accrual on the unpaid contribution amount. The Department has reported this obligation for required contributions related to employee services that have not been made to the cost-sharing plan.

The three-year historical trend information for the Department’s portion of the State Retirement and Pension System of Maryland is as follows:

(amounts expressed in thousands)

Fiscal Year Ended June 30,	Annual Pension Cost	Annual Contribution Paid	Net Pension Obligation	Percentage of Required Contributions
2010	\$ 50,368	\$ 32,987	\$ 97,019	65.5 %
2011	62,521	37,687	121,853	60.3
2012	66,050	38,671	149,232	58.5

Maryland Transit Administration Pension Plan:

Plan description:

The Maryland Transit Administration Pension Plan (Plan) is a single employer noncontributory plan that covers all Maryland Transit Administration (MTA) employees covered by a collective bargaining agreement and all those management employees who were employed by the Baltimore Transit Company. In addition, employees who enter the management group as a result of a transfer from a position covered by a collective bargaining agreement maintain their participation. The Plan is part of the Department's financial reporting entity and is included in the Department's financial statements as a Pension Trust Fund. The Plan prepares separate audited Financial Statements, which can be obtained from the Maryland Transit Administration Pension Plan, William Donald Schaefer Tower, 8 Saint Paul Street, Baltimore, Maryland 21202. The Plan is administered and funded in compliance with the collective bargaining agreements, which established the Plan.

The Plan provides retirement (normal and early), death and disability benefits. Members may retire with full benefits at age 65 with five years of credited service or age 52 with 30 years of credited service. The annual normal retirement benefit is 1.4-1.6% (1.3% prior to September 8, 2002) of final average compensation multiplied by credited service, with minimum and maximum benefit limitations. Participants are fully vested after five years of credited service. Benefit provisions are established and may be amended through the collective bargaining agreement.

As of June 30, 2012, membership total (4,923) in the Plan includes 1,568 retirees and beneficiaries currently receiving benefits, 456 terminated members entitled to but not yet receiving benefits and 2,899 current active members. There were no investments in, loans to, or leases with parties related to the Plan. There were no Plan investments representing 5% or more of total Plan assets. For the year ended June 30, 2012, the Administration's covered and total payroll was \$152,276,000.

Summary of significant accounting policies – basis of accounting and valuation of investments:

As a part of the Pension Trust Fund, the accounts and financial statements of the Plan, including benefits paid, contributions, and refunds are maintained and prepared using the accrual basis of accounting. Plan member contributions are recognized in the period in which the contributions are due. The Department's contributions are recognized when due and a formal commitment to provide the contributions has been made. Benefits and refunds are recognized when due and payable in accordance with the terms of the Plan. All Plan investments are reported at fair value, which is determined by the State Retirement and Pension System of Maryland based on securities data. Investment expenses are not readily separable from the investment income or the general administrative expenses of the Plan.

Funding policy:

The MTA's required contributions are based on actuarial valuations. The entry age normal cost method is the actuarial cost method used to determine the employer's contribution rates and the actuarial accrued liability. All administrative costs of the Plan are paid by the Plan. Employer contributions to the Plan totaling \$32,859,000 (21.6% of covered payroll) for fiscal year 2012 were made in accordance with actuarially determined contribution requirements based on an actuarial valuation performed as of June 30, 2012. This amount consisted of \$4,869,000 normal cost and \$27,990,000 amortization of the actuarial accrued liability (3.2% and 18.4%, respectively, of covered payroll). The collective bargaining agreement is the authority under which the obligation of the employer to contribute to the Plan is established or amended. The liquidation period for the unfunded actuarial accrued liabilities (as provided by law) is 8 years from June 30, 2012. Significant actuarial assumptions used to compute contribution requirements are the same as those used to compute the net pension obligation. The computation of the annual required contribution requirements for fiscal year 2012 was based on the same actuarial

assumptions, benefit provisions, actuarial funding method, and other significant factors used to determine pension contribution requirements in the previous year.

Annual Pension Costs and Net Pension Obligation:

The MTA’s annual pension cost for the fiscal year ended June 30, 2012 was \$32,859,000. The Administration contributed 100% of the annual pension cost to the Plan, for the fiscal year ended June 30, 2012. The Department’s fiscal year 2012 required contribution was determined as a part of an actuarial valuation as of June 30, 2012 using the entry age normal actuarial cost method. The annual pension cost and net pension obligation for the Maryland Transit Administration Pension Plan as of June 30, 2012 was:

(amounts expressed in thousands)

Annual Required Contribution (ARC)	\$ 34,617
Interest on net pension asset	(1,758)
Annual Pension Cost	32,859
Contributions made in current fiscal year	32,859
Increase (Decrease) in NPO	-
Net pension obligation/ (asset) July 1, 2011	(22,679)
Net pension obligation/ (asset) June 30, 2012	\$(22,679)

The three-year historical trend for the Maryland Transit Administration Pension Plan is as follows:

(amounts expressed in thousands)

Fiscal Year Ended June 30	Annual			Percentage Contributed
	Annual Pension Cost	Contributions Paid	Net Pension Obligation/(Asset)	
2010	\$ 26,151	\$ 37,761	\$ (9,079)	144.4 %
2011	33,928	47,528	(22,679)	140.1
2012	32,859	32,859	(22,679)	100.0

Funded Status and Funding Progress:

The funded status for the Maryland Transit Administration Pension Plan is as follows:

(amounts expressed in thousands)

Actuarial Valuation Date	Actuarial Value of Assets	Actuarial Accrued Liability	Unfunded Actuarial Accrued Liability (UAAL)	Funded Ratio	Covered Payroll	Percentage of UAAL over Covered Payroll
6/30/2010	\$ 162,756	\$ 426,041	\$ 263,285	38.2 %	\$ 145,029	181.5 %
6/30/2011	187,918	433,637	245,719	43.3	147,474	166.6
6/30/2012	200,260	451,288	251,029	44.4	152,276	164.9

The complete Schedule of Funding Progress for the Plan, reported in the RSI section of this report, presents multiyear trend information about whether the actuarial value of the Plan assets is increasing or decreasing over time relative to the actuarial accrued liability for benefits. There were no changes in actuarial assumptions or benefit provisions during fiscal year 2012. The significant actuarial assumptions listed below were used for the Plan.

Actuarial Cost Method:	Entry Age Normal, Level Dollar
Asset Valuation Method:	Five Year Open Period Smoothing (Market Value vs. Expected Actuarial Value)
Amortization Method:	Level Dollar (years depends on type of base)
Rate of Return on Investments:	7.75%
Projected Rate of Salary Increase:	3.50% - 9.50%
Projected Inflation Rate:	3.50%
Remaining Amortization Period:	12.9 years weighted average
Status of Period (Open or Closed):	Closed

16. Federal Revenue:

Federal revenue consists principally of grants from the Federal Transit Administration for rail and bus projects for the Baltimore region and from the Federal Highway Administration in connection with highway construction projects. In addition, the Department receives Federal grants to aid in planning, design and construction of transportation facilities and to support the mass transit operations. Entitlement to the resources is generally conditioned upon compliance with terms and conditions of the grant agreements and applicable federal regulations including the expenditure of the resources for eligible purposes. Substantially all grants are subject to financial and compliance audits by the grantors. Any disallowances as a result of these audits become a liability of the Department. As of June 30, 2012, the Department estimates that no material liabilities will result from such audits.

17. Passenger Facility Charges:

In July 1992, the Federal Aviation Administration (FAA) approved an application of the Maryland Aviation Administration (MAA) to impose a \$3.00 passenger facility charge (PFC) at BWI Marshall Airport (Airport). The MAA and the Maryland Transportation Authority (Authority) entered into an Agreement on Financing Airport Facilities Projects at BWI Marshall Airport, dated as of October 1, 1994, (the Airport Agreement), whereby the Authority, subject to certain conditions, has agreed to finance the airport facilities projects and has designated the MAA as its agent for development, design, operation, insurance, security and maintenance of the airport facilities projects. The Authority recovered the costs of financing these projects through the assignment of PFC receipts.

On June 10, 2003, the remaining outstanding bonds to finance these projects were defeased and then retired on July 1, 2004. An additional \$1.50 PFC was approved by the FAA and was imposed on June 1, 2002. The combined total of \$4.50 PFC was applied to the costs of financing these projects and additional aviation projects approved by the FAA on September 17, 2002. During December 2003, the MAA and the Authority entered into an agreement whereby the Authority has agreed to finance the additional PFC-approved airport facility projects (see note 9 Operating and Capital Leases). These agreements with the Authority are treated like capital leases and are reported on the Department's Balance Sheet as Due from other agencies.

18. Rent Revenue:

The Department leases terminal space at various marine terminals (including the Seagirt Marine Terminal), airport facilities and office space in the World Trade Center building, Baltimore, Maryland, pursuant to various operating leases. The Department's total minimum future rental revenues totaled \$1,003,256,000 as of June 30, 2012 and do not include contingent rentals that may be received under certain concession leases on the basis of a percentage of the concessionaire's gross revenue in excess of stipulated minimums. Rental revenues collected included in operations were approximately \$167,690,000 for the year ended June 30, 2012. Assets of the Department under lessor operating lease agreements, totaling \$1,528,533,000 are included in the Capital assets, net of accumulated depreciation in the amount of \$720,390,000 on the Statement of Net Assets.

Minimum future rental revenues for the Department are as follows:

(amounts expressed in thousands)

Year Ending June 30,	Operating Leases Minimum Future Rental Revenues
2013	\$ 124,171
2014	124,017
2015	123,850
2016	118,920
2017	118,142
2018-2022	394,156
Total	\$ 1,003,256

19. Fund Balances:

The Department’s Balance Sheet for the reservation of fund balance includes the following categories: (1). Nonspendable fund balance (which includes inventory of supplies and prepaid items), (2). Restricted fund balance (like for debt service items), (3). Committed fund balance (like for encumbrances), and (4). Assigned fund balance (like for loans receivable, agency activities and other function related activities) for Special Revenue funds within the Department. The Department reported the following fund balances on the Department’s Balance Sheet on page 31 as follows:

Nonspendable fund balance is reported for a portion of the Special Revenue Fund balance in the amount of \$86,494,000 that is for inventories of supplies, while the amount of \$94,599,000 is recorded for prepaid items as of June 30, 2012.

Committed fund balance is reported for the Department’s encumbrance balance in the amount of \$8,182,000, as of June 30, 2012. Assigned fund balance was reported by the Department in the amount of \$560,000 as of June 30, 2012 and represents non-budgeted agency activities. The amount that represents the balance in the Department’s Transportation Trust Fund for future transportation programs is \$37,345,000 as of June 30, 2012.

20. Pollution Remediation Obligations:

The Department has recognized a pollution remediation obligation on the Statement of Net Assets for governmental activities. A pollution remediation obligation is an obligation to address the current or potential detrimental effects of existing pollution by participating in pollution remediation activities, including pre-cleanup activities, cleanup activities, government oversight and enforcement, and post remediation monitoring. Obligating events that initiate the recognition of a pollution remediation liability include any of the following: (a) There is an imminent and substantial endangerment to the public; (b) The Department is in violation of a pollution prevention related permit or license; (c) The Department is identified as a responsible party or potentially responsible party by an environmental regulator; (d) The Department is named or has evidence that it will be named in a lawsuit to participate in pollution remediation; or (e) The Department voluntarily commences, or legally obligates itself to commence, cleanup activities, monitoring or operations and maintenance of pollution remediation efforts.

The pollution remediation obligation is an estimate and subject to change resulting from price increases or reductions, technology advances or from changes in applicable laws or regulations. The liability is recognized as it becomes estimable. In some cases, this may be at inception. In other cases, components of a liability are recognized as they become reasonably estimable. At a minimum, the liability is reviewed for sufficiency when various benchmarks occur and as remediation is implemented and monitored. The measurement of the liability is based on the current value of outlays to be incurred using the expected cash flow technique. This technique measures the sum of probability-weighted amounts in a range of possible potential outcomes – the estimated mean or average.

The Department's pollution remediation liability for the fiscal year ended June 30, 2012, is estimated to be \$667,446,000 for cleanup projects at the Maryland Port, Maryland Transit and State Highway Administrations with approximately \$511,285,000 of expected recoveries from third parties to reduce the liability. Included in this liability are cost estimates for site monitoring and repair, excavation of road and infrastructure, and replacement of buildings as a result of contaminations by hazardous materials under Federal and State law. In these cases, either the Department has been named in a lawsuit by a State Regulator or the Department has legally obligated itself under the Environmental Article, Section 7-201, of the Annotated Code of Maryland. These cost estimates for the Department's pollution remediation, due to site contamination from hazardous materials, are based on engineering design estimates. The estimated long-term costs that the Department may be responsible for over the next 15 years include: various cleanup projects related to an SHA Maintenance Facility and former SHA Laboratory, various cleanup projects related to several MTA construction sites and projects related to cleanup of underground hazardous substances at one of the MPA's marine terminals. The MPA is only responsible for 23% of the total remediation costs. The Department did not incur any significant costs to reduce the liability or identify any new technology that would change the liability during the current fiscal year ended June 30, 2012.

21. Energy savings program (ESP):

The Department of General Services (DGS) has implemented an Energy Performance Contracting program, with a goal to reduce Maryland's energy consumption through energy efficiency projects. Once the scope and costs of the projects are negotiated, the Maryland State Treasurer's Office secures the financing required to fund the construction of the improvements. These projects improve energy efficiency whereby the costs of the services are paid from savings generated by the project.

As of June 30, 2012, ESP projects were implemented by the Maryland Aviation Administration, the Maryland Transit Administration, the State Highway Administration and Maryland Port Administration. The activities of the ESP for the fiscal year ended June 30, 2012, are included on the Department's Statement of Net Assets as Due from other state agencies in the amount of \$26,513,000, Construction in progress of \$34,340,000 and total expenditures of \$27,948,000 for the fiscal year ended June 30, 2012. As of June 30, 2012, the total amount of long-term liability for ESP obligations is \$60,853,000.

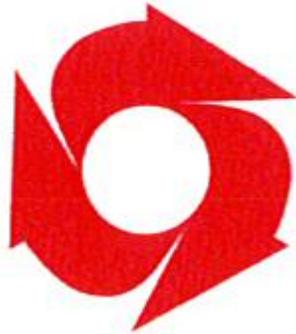
22. Subsequent events:

On October 31, 2012, the Maryland Economic Development Corporation (MEDCO) issued refunding bonds, Maryland Economic Development Corporation Lease Revenue Refunding Bonds (Maryland Aviation Administration Facilities) Series 2012, in the amount of \$199,555,000. The annual interest rate on these bonds fluctuates from 0.3% to 3.81% and the final maturity is June 1, 2030. The Department realized a gross savings between the Maryland Aviation Administration and MEDCO of \$34,948,000 as a result of this sale.



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**Maryland Department of Transportation
Comprehensive Annual Financial Report**



REQUIRED SUPPLEMENTARY INFORMATION

MARYLAND DEPARTMENT OF TRANSPORTATION
Required Supplementary Information
Schedule of Funding Progress
Maryland Transit Administration OPEB Plan
(amounts expressed in thousands)

Actuarial Valuation Date June 30,	Actuarial Value of Assets	Actuarial Accrued Liability - Entry Age	Unfunded Actuarial Accrued Liability	Funded Ratio	Covered Payroll
2007	\$ 0	\$ 411,400	\$ 411,400	0 %	\$ 144,775
2009	0	431,500	431,500	0	151,560
2011	0	527,679	527,679	0	147,474

MARYLAND DEPARTMENT OF TRANSPORTATION
Required Supplementary Information
Schedule of Employer Contributions
Maryland Transit Administration OPEB Plan
(amounts expressed in thousands)

Year Ended June 30,	Annual Required Contribution	Annual Contribution Paid	Percentage of Required Contributions
2008	\$ 41,400	\$ 9,700	23.4 %
2009	43,900	10,100	23.0
2010	45,500	10,900	24.0
2011	51,268	14,230	27.8
2012	55,852	15,103	27.0

MARYLAND DEPARTMENT OF TRANSPORTATION
Required Supplementary Information
Schedule of Funding Progress
Maryland Transit Administration Pension Plan
(amounts expressed in thousands)

Actuarial Valuation date June 30	Actuarial Value of Assets	Actuarial Accrued Liability-Entry Age	Unfunded Actuarial Accrued Liability	Funded Ratio	Covered Payroll	Unfunded Actuarial Accrued Liability as Percentage of Covered Payroll
2003	\$ 86,642	\$ 234,460	\$ 147,818	37.0 %	\$ 128,393	115.1 %
2004	95,219	260,422	165,203	36.6	126,169	130.9
2005	101,810	261,536	159,726	38.9	121,415	131.6
2006	112,230	300,869	188,639	37.3	128,806	146.5
2007	124,496	322,597	198,101	38.6	135,098	146.6
2008	136,294	326,988	190,694	41.7	144,775	131.7
2009	143,320	337,668	194,348	42.4	151,560	128.2
2010	162,756	426,041	263,285	38.2	145,029	181.5
2011	187,918	433,637	245,719	43.3	147,474	166.6
2012	200,260	451,288	251,028	44.4	152,276	164.9

MARYLAND DEPARTMENT OF TRANSPORTATION
Required Supplementary Information
Schedule of Employer Contribution
Maryland Transit Administration Pension Plan
(amounts expressed in thousands)

Year Ended June 30,	Annual Required Contribution	Annual Contribution Paid	Percentage of Required Contribution
2003	\$ 16,545	\$ 16,545	100.0 %
2004	19,187	19,187	100.0
2005	19,695	19,695	100.0
2006	20,435	20,435	100.0
2007	24,245	20,872	86.1
2008	24,732	24,245	98.0
2009	24,782	27,254	110.0
2010	26,151	37,761	144.4
2011	33,287	47,528	142.8
2012	34,617	32,859	94.9

MARYLAND DEPARTMENT OF TRANSPORTATION
Required Supplementary Information
Special Revenue Funds
Schedule of Revenues, Expenditures and Changes in Fund Balances - Budget and Actual
For the year ended June 30, 2012
(amounts expressed in thousands)

	Special Fund				Federal Fund			
	Budgeted Amounts		Actual Amounts	Variance with Final Budget - Positive (Negative)	Budgeted Amounts		Actual Amounts	Variance with Final Budget - Positive (Negative)
	Original	Final			Original	Final		
REVENUES:								
Taxes:								
Motor vehicle taxes and fees	\$ 1,255,100	\$ 1,256,304	\$ 1,246,733	(\$9,571)				
Motor vehicle fuel taxes and fees	737,600	737,600	728,563	(9,037)				
Revenue sharing of state corporate income tax	111,055	190,055	180,653	(9,402)				
Revenue sharing of state sales tax	31,400	31,400	23,581	(7,819)				
Federal reimbursements					\$915,132	\$964,669	\$921,433	\$(43,236)
Charges for services	392,833	415,527	439,785	24,258				
Investment earnings	4,000	2,500	2,750	250				
Other	21,068	10,000	7,482	(2,518)				
Total revenues	2,553,056	2,643,386	2,629,547	(13,839)	915,132	964,669	921,433	(43,236)
EXPENDITURES and ENCUMBRANCES:								
Current:								
General government:								
The Secretary's Office	492,359	511,688	476,867	34,821	24,083	25,083	8,237	16,846
State Highway Administration	621,492	696,614	650,084	46,530	602,925	660,227	642,065	18,162
Maryland Port Administration	137,898	113,404	97,987	15,417	1,062	3,135	2,536	599
Motor Vehicle Administration	180,308	181,286	174,095	7,191	176	294	206	88
Maryland Transit Administration	734,627	777,119	763,440	13,679	277,498	270,922	264,045	6,877
Maryland Aviation Administration	221,422	227,093	224,686	2,407	9,388	5,008	4,344	664
Total general government	2,388,106	2,507,204	2,387,159	120,045	915,132	964,669	921,433	43,236
Debt service:								
Principal	102,845	102,845	102,845	0				
Interest	81,827	81,827	69,497	12,330				
Total debt service	184,672	184,672	172,342	12,330				
Total expenditures and encumbrances	2,572,778	2,691,876	2,559,501	132,375	915,132	964,669	921,433	43,236
Excess of revenues over expenditures	(19,722)	(48,490)	70,046	118,536				
OTHER FINANCIAL SOURCES (USES):								
Transfers out	(100,000)	(50,000)	(108,967)	(58,967)				
Total other financing sources and uses	(100,000)	(50,000)	(108,967)	(58,967)				
Net change in fund balances	(119,722)	(98,490)	(38,921)	59,569				
Fund balances, July 1, 2011	233,862	233,862	233,862					
Fund balances, June 30, 2012	\$114,140	\$135,372	\$194,941	\$59,569	\$ --	\$ --	\$ --	\$ --

MARYLAND DEPARTMENT OF TRANSPORTATION
Notes to the Required Supplementary Information
For the Year Ended June 30, 2012

1. Stewardship, Compliance and Accountability:

Budgeting and budgetary control:

The Maryland Constitution requires the Governor to submit to the General Assembly an annual balanced budget for the following fiscal year. This budget is prepared and adopted for the Special Revenue Fund, which includes the transportation activities of the Department, shared taxes and payments of debt service on transportation bonds. The budgetary Federal fund revenue and expenditures are included in the GAAP Special Revenue Fund as federal revenues and expenditures by function. An annual budget is also prepared for the Federal funds, which accounts for all Departmental grants from the Federal government.

Each year the Department prepares its annual budget and submits it to the Governor. The Governor then presents the State's annual budget (including the Department's) to the General Assembly in accordance with Constitutional requirements. The General Assembly is required to then enact a balanced budget for the next fiscal year.

The GAAP Special Revenue Fund includes both budgetary special and federal funds.

Special fund:

The Special fund includes all transportation activities of the Department and shared taxes with the political subdivisions.

Federal fund:

The Federal fund accounts for substantially all grants from the Federal government.

Budgetary fund equities and other accounts:

The Department's legal level of budgetary control is exercised at the agency appropriation (program) and fund level (legislative spending authority level). Encumbrances and expenditures cannot exceed appropriated amounts. Appropriation transfers between or within departments and any supplemental appropriations require both executive and legislative branch approvals. Unencumbered and unexpended appropriations lapse at fiscal year-end and become available for appropriation in the subsequent year. Encumbrance accounting is employed in governmental funds. Encumbrances (e.g., purchase orders, contracts) outstanding at year-end are reported as reservations of fund balances and do not constitute expenditures or liabilities because the commitments will be re-appropriated and honored during the subsequent fiscal year.

All Departmental budgetary expenditures for special and federal funds are made pursuant to appropriations in the annual budget, as amended from time to time. The Department may, with the Governor's approval, amend the appropriations by modal administration within the budgetary special and federal funds. Additionally, appropriations for programs funded in whole or in part from special or federal funds may permit expenditures in excess of the original special or federal fund appropriation to the extent that actual revenues exceed original budget estimates and such additional expenditures are approved by the Governor. Unexpended appropriations from special and federal funds may be carried over to the following year to the extent of (a) available resources and (b) encumbrances which are approved by the Department of Budget and Management. The Department did not receive any general fund appropriations in fiscal year 2012.

The Department's original and amended budget adopted by the General Assembly for special and federal funds is presented in the Required Supplementary Information - Special Revenue Funds - Schedule of Revenues, Expenditures and Changes in Fund Balances -- Budget and Actual -- For the Year Ended June 30, 2012 on page 64 of this report. The Department's budgetary fund structure and basis of budgeting, which is the modified accrual basis with certain exceptions, differs from that utilized to present financial statements in conformity with generally accepted accounting principles (GAAP). The budgetary system's principal departures from the modified accrual basis are the classification of the Department's budgetary funds and the timing of recognition of certain revenues and expenditures. The GAAP special revenue fund is an aggregate of the special and federal budgetary funds.

A summary of the effects of the fund structure differences and exceptions to the modified accrual basis of accounting, as of June 30, 2012, is provided in the Reconciliation of the Budgetary Special Fund, Fund Balance to the GAAP Special Revenue Fund, Fund Balance in the Notes to the Required Supplementary Information section (see below).

MARYLAND DEPARTMENT OF TRANSPORTATION
Reconciliation of the Budgetary Special Fund, Fund Balance
to the GAAP Special Revenue Fund, Fund Balance
June 30, 2012

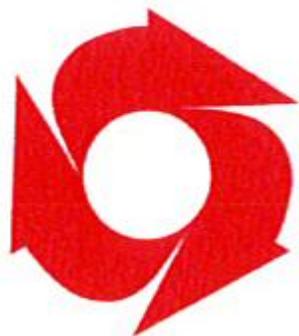
(amounts expressed in thousands)

<i>Classification of budgetary fund equities and other accounts into governmental funds' fund structure:</i>	<i>Special Revenue Fund</i>
Special fund-fund balance (page 64)	\$194,941
Non-budgeted funds-fund balance	560
Total budgetary fund balance reclassified to GAAP fund structure	195,501
<i>Accounting principle and timing differences :</i>	
Assets recognized in governmental funds financial statements not recognized for budgetary purposes:	
Taxes receivable	1,885
Due from other state agencies	14,102
Deferred revenue	(70,802)
Inventories	86,494
Financial statement governmental funds' fund balance, June 30, 2012	\$227,180

**Maryland Department of Transportation
Comprehensive Annual Financial Report**



SUPPLEMENTARY INFORMATION



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MARYLAND DEPARTMENT OF TRANSPORTATION
Statement of Changes in Assets and Liabilities
Agency Funds
For the year ended June 30, 2012
(amounts expressed in thousands)

	Balance			Balance
	July 1, 2011	Additions	Deletions	June 30, 2012
ASSETS:				
Cash and cash equivalents	\$ 43,042	\$ 9,713	\$ 36,542	\$ 16,213
Accounts receivable	5	-	-	5
Total assets	43,047	9,713	36,542	16,218
LIABILITIES:				
Accounts payable and accrued liabilities	43,047	-	26,829	16,218
Total liabilities	\$ 43,047	-	\$ 26,829	\$ 16,218



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**Maryland Department of Transportation
Comprehensive Annual Financial Report**



STATISTICAL SECTION

MARYLAND DEPARTMENT OF TRANSPORTATION

STATISTICAL SECTION

JUNE 30, 2012

This part of the Maryland Department of Transportation's comprehensive annual financial report represents detailed information as a context for understanding what the information in the financial statements, not disclosures and required supplementary information says about the Department's overall financial health.

Table of Contents	Pages
Financial Trends These schedules contain trend information to help the reader understand how the Department's financial performance and well-being have changed over time.	73-77
Revenue Capacity These Schedules contain information to help the reader assess the Department's two most significant revenue sources, the motor vehicle tax and motor vehicle fuel tax.	78-79
Debt Capacity These schedules present information to help the reader assess the affordability of the Department's current levels of outstanding debt and Department's ability to issue additional debt in the future.	80-83
Miscellaneous Statistics	84

MARYLAND DEPARTMENT OF TRANSPORTATION
Net Assets by Component
Last Ten Fiscal Years
(accrual basis of accounting)
(amounts expressed in thousands)

	Fiscal Year Ended June 30,									
	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Governmental activities:										
Invested in capital assets, net of related debt	\$ 10,935,982	\$ 11,141,542	\$ 11,888,421	\$ 12,552,326	\$ 13,047,662	\$ 13,391,594	\$ 13,349,027	\$ 13,171,279	\$ 13,068,635	\$ 13,360,456
Restricted	17,286	28,442	4,737	4,939	4,898	2,768	9,694	3,783	-	-
Unrestricted (deficit)	138,168	251,082	230,502	278,586	188,470	2,833	(62,463)	(201,647)	(205,960)	(278,008)
Total governmental activities net assets	\$ 11,091,436	\$ 11,421,066	\$ 12,123,660	\$ 12,835,851	\$ 13,241,030	\$ 13,397,195	\$ 13,296,258	\$ 12,973,415	\$ 12,862,675	\$ 13,082,448
Primary government:										
Invested in capital assets, net of related debt	\$ 10,935,982	\$ 11,141,542	\$ 11,888,421	\$ 12,552,326	\$ 13,047,662	\$ 13,391,594	\$ 13,349,027	\$ 13,171,279	\$ 13,068,635	\$ 13,360,456
Restricted	17,286	28,442	4,737	4,939	4,898	2,768	9,694	3,783	-	-
Unrestricted (deficit)	138,168	251,082	230,502	278,586	188,470	2,833	(62,463)	(201,647)	(205,960)	(278,008)
Total primary government net assets	\$ 11,091,436	\$ 11,421,066	\$ 12,123,660	\$ 12,835,851	\$ 13,241,030	\$ 13,397,195	\$ 13,296,258	\$ 12,973,415	\$ 12,862,675	\$ 13,082,448

Source: Maryland Department of Transportation Comprehensive Annual Financial Report for fiscal years 2003-2012.

MARYLAND DEPARTMENT OF TRANSPORTATION
Changes in Net Assets
Last Ten Fiscal Years
(accrual basis of accounting)
(amounts expressed in thousands)

	Fiscal Year Ended June 30,									
	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Governmental activities:										
Expenses:										
Secretary's	\$ 367,263	\$ 743,780	\$ 498,866	\$ 509,558	\$ 376,217	\$ 406,315	\$ 419,588	\$ 459,933	\$ 483,410	\$ 498,029
State highway administration	1,156,819	1,121,163	1,268,539	1,399,649	1,422,063	1,437,996	1,410,556	1,593,278	1,359,177	1,359,177
Port administration	111,367	170,011	142,502	187,187	152,107	189,603	186,516	107,521	115,211	115,211
Motor vehicle administration	129,686	123,488	129,129	143,531	155,700	161,796	176,300	165,933	178,529	182,839
Transit administration	516,679	566,078	576,835	528,918	617,442	683,821	782,548	818,465	1,056,590	864,702
Aviation administration	170,222	199,264	200,521	239,601	287,604	284,488	274,906	272,455	252,723	275,051
Interest on long-term debt	63,448	63,210	79,409	68,998	72,137	74,441	97,683	101,481	92,996	144,725
Total governmental activities expenses	2,515,484	2,986,994	2,895,801	2,822,032	3,095,936	3,185,031	3,378,624	3,415,339	3,765,047	3,439,734
Program Revenues:										
Charges for services:										
Secretary's	55,585	159,836	45,596	7,496	23,467	(27,914)	2,291	9,447	27,503	5,336
State highway administration	49,024	71,854	69,663	28,927	35,035	48,491	51,983	40,399	44,071	38,495
Port administration	90,291	97,100	96,631	91,836	94,544	96,981	93,618	69,781	48,667	52,846
Motor vehicle administration	834	1,575	371	(917)	(133)	(236)	-	-	-	4
Transit administration	98,115	108,454	106,789	110,136	122,913	117,869	117,556	125,057	143,456	146,093
Aviation administration	138,303	183,445	185,335	215,091	236,401	244,579	241,083	282,646	291,535	297,935
Operating grants and contributions	76,839	76,499	79,892	70,827	72,597	79,228	93,729	90,762	90,732	92,739
Capital grants and contributions	634,155	626,950	743,294	789,619	710,163	667,219	668,442	714,144	709,029	830,922
Total governmental activities program revenues	1,143,146	1,325,713	1,327,571	1,313,015	1,294,987	1,226,217	1,268,702	1,332,236	1,354,993	1,464,370
Net (expense) revenue governmental activities	(1,372,338)	(1,661,281)	(1,568,230)	(1,509,017)	(1,800,949)	(1,958,814)	(2,109,922)	(2,083,103)	(2,410,054)	(1,975,364)
General Revenues and Other Changes in Net Assets:										
Taxes:										
Motor vehicle taxes	989,571	1,110,799	1,279,052	1,237,199	1,241,538	1,178,609	1,058,759	1,082,559	1,166,398	1,259,743
Motor fuel taxes	704,165	746,044	752,810	746,240	740,791	741,851	728,385	714,210	747,171	728,410
Corporation income tax share	91,034	107,397	209,458	202,755	185,557	167,102	150,554	153,275	156,758	180,653
State sales tax share	23,102	23,266	24,323	26,527	27,689	23,659	223,084	223,582	227,981	23,581
Unrestricted investment earnings	2,985	3,405	5,181	8,487	10,553	3,758	4,029	404	1,006	2,750
Loss on disposal of capital assets	(18,156)	-	-	-	-	-	-	(413,770)	-	-
Transfers out	(160,000)	-	-	-	-	-	-	-	-	-
Total governmental activities general revenues:	1,632,701	1,990,911	2,270,824	2,221,208	2,206,128	2,114,979	2,164,811	1,760,260	2,299,314	2,195,137
Change in Net Assets:										
Governmental activities	260,363	329,630	702,594	712,191	405,179	156,165	54,889	(322,843)	(110,740)	219,773
Total primary government	\$ 260,363	\$ 329,630	\$ 702,594	\$ 712,191	\$ 405,179	\$ 156,165	\$ 54,889	\$ (322,843)	\$ (110,740)	\$ 219,773

Source: Maryland Department of Transportation Comprehensive Annual Financial Report for fiscal years 2003-2012.

MARYLAND DEPARTMENT OF TRANSPORTATION
Governmental Activities Tax Revenues by Source
Last Ten Fiscal Years
(accrual basis of accounting)
(amounts expressed in thousands)

Fiscal Year Ended June 30,	Motor Vehicle Tax	Motor Fuel Tax	Corporation Income Tax	State Sales Tax (1)	Total
2003	\$ 989,571	\$ 704,165	\$ 91,034	\$ 23,102	\$ 1,807,872
2004	1,110,799	746,044	107,397	23,266	1,987,506
2005	1,279,052	752,810	209,458	24,323	2,265,643
2006	1,237,199	746,240	202,755	26,527	2,212,721
2007	1,241,538	740,791	185,557	27,689	2,195,575
2008	1,178,609	741,851	167,102	23,659	2,111,221
2009	1,058,759	728,385	150,554	223,084	2,160,782
2010	1,082,559	714,210	153,275	223,582	2,173,626
2011	1,166,398	747,171	156,758	227,981	2,298,308
2012	1,259,743	728,410	180,653	23,581	2,192,387

Source: Maryland Department of Transportation Comprehensive Annual Financial Report for fiscal years 2003-2012.

(1) Effective July 1, 2008 thru June 30, 2011 the Department received additional Sales Tax Revenue due to the increase of 1 percent on the State Sales Tax.

MARYLAND DEPARTMENT OF TRANSPORTATION

Fund Balances of Governmental Funds

Last Ten Fiscal Years

(modified accrual basis of accounting)

(amounts expressed in thousands)

	Fiscal Year Ended June 30,									
	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Special revenue										
Committed	\$ 22,004	\$ 28,191	\$ 38,021	\$ 37,025	\$ 25,170	\$ 23,931	\$ 861	\$ -	\$ 12,442	\$ 8,182
Nonspendable	60,944	115,368	126,470	126,182	136,723	152,788	158,650	171,094	182,156	181,093
Assigned	153,232	212,040	179,095	219,980	165,144	(26,468)	169,307	164,628	137,050	37,905
Total special revenue fund	<u>\$ 236,180</u>	<u>\$ 355,599</u>	<u>\$ 343,586</u>	<u>\$ 383,187</u>	<u>\$ 327,037</u>	<u>\$ 150,251</u>	<u>\$ 328,818</u>	<u>\$ 335,722</u>	<u>\$ 331,648</u>	<u>\$ 227,180</u>
All other governmental funds										
Reserved/Assigned	\$ 2,769	\$ 18,150	\$ 1,756	\$ 4,696	\$ 2,381	\$ -	\$ 7,033	\$ 1,126	\$ -	\$ -
Total all other governmental funds	<u>\$ 2,769</u>	<u>\$ 18,150</u>	<u>\$ 1,756</u>	<u>\$ 4,696</u>	<u>\$ 2,381</u>	<u>\$ -</u>	<u>\$ 7,033</u>	<u>\$ 1,126</u>	<u>\$ -</u>	<u>\$ -</u>

MARYLAND DEPARTMENT OF TRANSPORTATION
Changes in Fund Balances, Governmental Funds
Last Ten Fiscal Years
(amounts expressed in thousands)

	Fiscal Year Ended June 30,									
	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Revenues:										
Motor vehicle taxes and fees	\$ 1,693,736	\$ 1,856,843	\$ 2,031,862	\$ 1,983,439	\$ 1,982,329	\$ 1,920,460	\$ 1,787,144	\$ 1,796,769	\$ 1,913,569	\$ 1,988,153
Revenue sharing of state taxes	114,136	130,663	233,781	229,282	213,246	190,761	373,638	376,857	384,739	204,234
Federal reimbursements	710,994	703,449	823,186	860,446	782,760	746,447	762,171	804,906	799,761	850,631
Charges for services	331,982	545,299	416,878	372,626	407,386	376,563	399,271	419,691	431,261	439,785
Passenger facility charges and interest	44,636	41,045	41,770	37,017	42,171	45,609	40,824	44,054	45,066	46,648
Customer facility charges	24,472	11,210	29,105	33,576	28,392	31,932	23,176	45,467	48,970	13,446
Special parking revenues	-	-	-	-	-	-	-	-	-	38,603
Investment earnings	2,985	3,405	5,181	8,487	10,553	3,758	4,029	404	1,006	2,750
Other	59,264	24,710	16,632	9,354	34,278	25,666	13,260	18,118	34,734	3,481
Reimbursements from other state agencies	1,675	-	-	-	-	-	-	-	-	-
Total revenues	2,983,880	3,316,624	3,598,395	3,534,227	3,501,115	3,341,196	3,403,513	3,506,266	3,659,106	3,587,731
Expenditures:										
Department administration, operating and maintenance expenditures	1,123,911	1,143,707	1,218,027	1,175,711	1,254,313	1,305,618	1,358,247	1,447,811	1,239,600	1,422,847
Highway user revenues and federal funds	467,889	426,950	514,175	583,090	615,458	582,335	515,722	255,164	297,145	263,981
WMATA Grants	289,822	303,393	210,392	237,948	236,158	273,001	285,309	296,522	340,852	386,648
Distributions to other state agencies (1)	43,809	384,386	232,980	78,554	75,607	87,100	59,980	401,930	481,244	343,946
Debt service principal retirement and interest	129,579	136,021	170,546	142,060	119,316	121,390	142,359	150,954	158,662	174,215
Capital outlays	1,335,320	1,354,365	1,409,119	1,432,833	1,369,805	1,400,238	1,261,036	1,232,890	1,182,164	1,231,241
Total expenditures	3,390,330	3,748,822	3,755,239	3,650,196	3,670,657	3,769,682	3,622,653	3,785,271	3,699,667	3,822,878
Excess (deficiency) of revenues over expenditures	(406,450)	(432,198)	(156,844)	(115,969)	(169,542)	(428,486)	(219,140)	(279,005)	(40,561)	(235,147)
Other financing sources (uses):										
Capital leases	48,476	78,726	116,116	49,399	6,285	-	2,098	-	1,021	-
Other long-term liability	157,769	142,015	12,321	5,320	2,411	102	-	-	-	-
Other capital financing sources	13,470	-	-	-	-	-	-	-	34,340	-
Proceeds from bonds	381,318	346,257	-	103,814	102,381	249,217	402,642	140,002	-	323,967
Sale of future revenue rights	-	-	-	-	-	-	-	140,000	-	-
Payment to escrow agents	-	-	-	-	-	-	-	-	-	(193,288)
Transfers to the General Fund (1)	(211,498)	-	-	(23)	-	-	-	-	-	-
Net other sources (uses) of financial resources	389,535	566,998	128,437	158,510	111,077	249,319	404,740	280,002	35,361	130,679
Excess (deficiency) of revenues over expenditures and net other sources (uses) of financial resources	(16,915)	134,800	(28,407)	42,541	(58,465)	(179,167)	185,600	997	(5,200)	(104,468)
Fund balance, July 1 (3)	255,864	238,949	373,749	345,342	387,883	329,418	150,251	335,851	336,848	331,648
Fund balance, June 30	\$ 238,949	\$ 373,749	\$ 345,342	\$ 387,883	\$ 329,418	\$ 150,251	\$ 335,851	\$ 336,848	\$ 331,648	\$ 227,180

Source: Maryland Department of Transportation Comprehensive Annual Financial Report for fiscal years 2003-2012.

(1) Transfers to the general fund and Maryland Transportation Authority have been reclassified to expenditures in fiscal years 2002, 2004 and 2005.

MARYLAND DEPARTMENT OF TRANSPORTATION
General Government Tax Revenues By Source
Last Ten Fiscal Years
(modified accrual basis of accounting)
(amounts expressed in thousands)

Fiscal Year Ended June 30,	Motor Vehicle Tax	Motor Fuel Tax	Corporation Income Tax	State Sales Tax (1)	Total
2003	\$ 989,571	\$ 704,165	\$ 91,034	\$ 23,102	\$ 1,807,872
2004	1,110,799	746,044	107,397	23,266	1,987,506
2005	1,279,052	752,810	209,458	24,323	2,265,643
2006	1,237,199	746,240	202,755	26,527	2,212,721
2007	1,241,538	740,791	185,557	27,689	2,195,575
2008	1,178,609	741,851	167,102	23,659	2,111,221
2009	1,058,759	728,385	150,554	223,084	2,160,782
2010	1,082,559	714,210	153,275	223,582	2,173,626
2011	1,166,398	747,171	156,758	227,981	2,298,308
2012	1,259,743	728,410	180,653	23,581	2,192,387

Source: Maryland Department of Transportation Annual Financial Report for fiscal years 2003-2012

(1) July 1, 2008 thru June 30, 2011 the Department received additional Sales Tax Revenue due to the increase of 1 percent on the State Sales Tax.

MARYLAND DEPARTMENT OF TRANSPORTATION
Maryland's Ten Largest Employers
Calendar Years
(Employer Listed Alphabetically)

2012-2011	2010-2009
Giant food Stores	Adventist Healthcare
Helix Health System Inc	Giant of Maryland LLC
Home Depot	Helix Health System Inc
Johns Hopkins Hospital	Johns Hopkins Hospital
Johns Hopkins Univeristy	Johns Hopkins University
Northrop Grumman Corporation	Northrop Grumman Corporation
Safeway	Safeway
Target	Target
University of Maryland Medical System	University of Maryland Medical System
Wal-mart/Sam's Club	Wal-mart/Sam's Club

Source: Department of Labor, Licensing and Regulation: Office of Labor Market Analysis and Information - Major Employer List - March 2011

MARYLAND DEPARTMENT OF TRANSPORTATION
Transportation Trust Fund
Gasoline and Motor Vehicle Revenue Account
Last Ten Fiscal Years
(amounts expressed in thousands)
(unaudited)

	Fiscal Year Ended June 30,									
	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Revenues:										
Motor vehicle fuel tax and fees	\$ 716,085	\$ 746,155	\$ 752,882	\$ 757,959	\$ 755,733	\$ 755,176	\$ 736,105	\$ 721,295	\$ 752,319	\$ 733,563
Motor vehicle titling tax (4) (5)	669,253	719,757	717,699	719,207	703,815	649,657	514,155	543,411	594,938	632,356
Licensing and registration (3)	188,024	198,787	351,333	360,981	372,498	354,967	354,982	350,098	360,514	357,247
Corporation income tax	91,034	107,397	209,061	202,755	185,557	167,102	151,304	154,025	157,993	180,653
Sales and use tax on rental vehicles	22,518	23,265	24,323	26,527	27,689	23,659	21,498	22,201	24,362	23,581
Total revenues	1,686,914	1,795,361	2,055,298	2,067,429	2,045,292	1,950,561	1,778,044	1,791,030	1,890,126	1,927,400
Deductions:										
1% portion -- Motor vehicle titling tax (1)	(133,851)	(143,951)	(143,540)	(143,841)	(140,763)	(129,931)	(171,385)	(181,137)	(198,313)	(210,785)
Other to the Trust Fund	(6,536)	(6,939)	(6,554)	(7,348)	(8,214)	(7,526)	(6,178)	(6,615)	(6,859)	(6,797)
Other	(42,785)	(43,097)	(43,487)	(45,907)	(46,688)	(47,337)	(44,407)	(45,744)	(45,585)	(57,413)
Total deductions	(183,172)	(193,987)	(193,581)	(197,096)	(195,665)	(184,794)	(221,970)	(233,496)	(250,757)	(274,995)
Net Highway User Revenue	\$ 1,503,742	\$ 1,601,374	\$ 1,861,717	\$ 1,870,333	\$ 1,849,627	\$ 1,765,767	\$ 1,556,074	\$ 1,557,534	\$ 1,639,369	\$ 1,652,405
Allocations (Highway User Revenue):										
Share to the Department	\$ 935,598	\$ 996,444	\$ 1,303,202	\$ 1,309,233	\$ 1,294,739	\$ 1,236,037	\$ 1,089,252	\$ 1,090,274	\$ 1,122,968	\$ 1,278,618
Share to the General Fund (1)	117,021	124,518					-	-	-	40,000
Share to counties and municipalities	261,357	207,972	255,932	293,184	328,309	313,564	279,232	29,593	9,836	23,134
Share to Baltimore City	171,817	170,000	200,143	219,416	226,579	216,166	187,590	133,948	129,510	123,930
Local Share to the General Fund (1) (2) (4)	17,949	102,440	102,440	48,500				303,719	377,055	186,722
Total allocations	\$ 1,503,742	\$ 1,601,374	\$ 1,861,717	\$ 1,870,333	\$ 1,849,627	\$ 1,765,767	\$ 1,556,074	\$ 1,557,534	\$ 1,639,369	\$ 1,652,404

Source: Maryland Department of Transportation, The Secretary's Office, Office of Finance.

- (1) The 2003 Session of the Maryland General Assembly approved legislation (HB 935) requiring the deposit of \$160,000,000 and \$154,913,000 in FY2003 and FY2004, respectively, of motor vehicle registration fees and other user fees from the Motor Vehicle Administration in the State General Fund rather than the Transportation Trust Fund. Therefore, 70% of motor vehicle registration fees \$117,021,000 and \$124,518,000 were deposited in the State General Fund. An additional \$42,979,000 and \$30,395,000 of other user fees were also deposited in the State General Fund. The legislation further provided for transfers of \$17,949,407 and \$102,440,128 from the Local Government's share of Highway User Revenues to the State General Fund.
- (2) The 2004 Session of the Maryland General Assembly approved legislation (SB 508) providing for the transfer of \$102,440,128 from the Local Government's share of Highway User Revenues to the State General Fund.
- (3) The 2004 Session of the Maryland general Assembly approved legislation (HB 1467) increasing Vehicle Registration Fees.
- (4) The 2005 Session of the Maryland General Assembly approved legislation (HB 147) providing for the transfer of \$48,500,000 from the Local Government's share of Highway User Revenues to the State General Fund.
- (5) The 2007 Special Session of the Maryland General Assembly approved legislation to increase the State's Sales Tax and the Vehicle Excise Tax (Titling) from 5% to 6%, effective Jan. 1, 2008. In addition, the percentage of Titling Tax to GMVRA was changed from 80% to 66 and 2/3%, effective July1, 2008.
- (6) The 2010 Session of the Maryland General Assembly approved legislation (SB141) changing the allocation of Highway User Revenues. Effective July 1, 2009, the allocation is 70% to the Department, 19.5% to the General Fund, 8.6% to Baltimore City, 1.5% to the Counties, and .4% to the Municipalities. Effective July 1, 2010, the allocation is 68.5% to the Department, 23% to the General Fund, 7.9% to Baltimore City, .5% to the Counties, and .1% to the Municipalities. Pursuant to legislation enacted by the General Assembly at its 2011 Session (Chapter 397), effective July 1, 2011, the allocation will be 79.8% to the Department, 11.3% to the General Fund, 7.5% to Baltimore City, .8% to Counties, and .6% to municipalities.
- (7) The 2011 Session of the Maryland General Assembly approved legislation (Chapter 397) requiring the transfer from the Transportation Trust Fund of \$40,000,000 of the Department's share of Highway User Revenues to the Revenue Stabilization Account in fiscal year 2012.

MARYLAND DEPARTMENT OF TRANSPORTATION
Legal Debt Margin Information
Last Ten Fiscal Years

(amounts expressed in thousands)

	Fiscal Year Ended June 30,									
	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Debt limit	\$1,075,000	\$1,253,000	\$1,472,000	\$1,333,475	\$1,248,750	\$1,497,060	\$1,620,850	\$1,830,010	\$1,791,840	\$1,888,995
Net debt applicable to limit	961,245	1,185,650	1,069,945	1,078,475	1,108,692	1,266,434	1,574,902	1,643,884	1,561,840	1,562,630
Total legal debt margin	<u>\$ 113,755</u>	<u>\$ 67,350</u>	<u>\$ 402,055</u>	<u>\$ 255,000</u>	<u>\$ 140,058</u>	<u>\$ 230,626</u>	<u>\$ 45,948</u>	<u>\$ 186,126</u>	<u>\$ 230,000</u>	<u>\$ 326,365</u>
 Net debt applicable to the limit as a percentage of debt limit	 89.42%	 94.62%	 72.69%	 80.88%	 88.78%	 84.59%	 97.17%	 89.83%	 87.16%	 82.72%

Legal Debt Margin Calculation for Fiscal Year 2012

Debt limit (1)	\$1,888,995
Debt applicable to limit:	
Special revenue bonds	<u>1,562,630</u>
Total net debt applicable to limit	<u>1,562,630</u>
Legal debt margin	<u>\$ 326,365</u>

Source: Maryland Department of Transportation Comprehensive Annual Financial Report for fiscal years 2003-2012.

(1) The Maryland Department of Transportation's legal debt limit is established by the Maryland General Assembly on an annual basis.

MARYLAND DEPARTMENT OF TRANSPORTATION
Ratio of Annual Debt Service Expenditures For Consolidated Transportation Bonded Debt to Total General
Governmental Expenditures
Last Ten Fiscal Years
(amounts expressed in thousands)

Fiscal Year Ended June 30,	Principal	Interest	Total Debt Service	Total Noncapital Governmental Expenditures	Ratio of Debt Service to Noncapital Expenditures
2003	\$ 95,165	\$ 34,414	\$ 129,579	\$ 2,055,010	6.31 %
2004	94,710	41,311	136,021	2,394,457	5.68
2005	116,470	54,076	170,546	2,346,120	7.27
2006	92,280	49,780	142,060	2,217,363	6.41
2007	68,290	51,026	119,316	2,300,852	5.19
2008	68,990	52,400	121,390	2,369,444	5.12
2009	71,325	71,031	142,356	2,361,617	6.03
2010	77,595	73,359	150,954	2,552,381	5.91
2011	83,170	75,492	158,662	2,517,503	6.30
2012	102,845	71,370	174,215	2,591,637	6.72

Source: Maryland Department of Transportation Annual Financial Report for fiscal years 2003-2012.

MARYLAND DEPARTMENT OF TRANSPORTATION
Ratio of Outstanding Debt by Type
Last Ten Fiscal Years
(amounts expressed in thousands)

Fiscal Year Ended June 30,	Governmental Activities			Total Governmental Activities Debt	Total Personal Income (1)	Percentage of Personal Income
	Special Revenue Bonds	Capital Leases	Other Long-term Liability (2)			
2003	\$ 964,400	\$ 126,908	\$ 264,099	\$ 1,355,407	\$ 209,701,000	0.65 %
2004	1,188,090	199,895	400,813	1,788,798	224,646,000	0.80
2005	1,071,620	309,496	409,585	1,790,701	237,146,000	0.76
2006	1,079,340	348,470	404,318	1,832,128	252,431,000	0.73
2007	1,111,050	343,379	391,029	1,845,458	264,375,000	0.70
2008	1,268,815	331,703	373,319	1,973,837	273,934,000	0.72
2009	1,582,605	673,836	-	2,256,441	275,143,000	0.82
2010	1,645,010	641,252	-	2,286,262	282,092,000	0.81
2011	1,561,840	604,662	-	2,166,502	295,236,000	0.73
2012	1,562,630	562,656	-	2,125,286	305,569,000	0.70

Source: Maryland Department of Transportation Comprehensive Annual Financial Report for fiscal years 2003-2012.

(1) Source: U.S. Department of Commerce, Bureau of Economic Analysis (amounts are on a calendar year basis).

(2) Other long-term liability items were reclassified as capital leases in fiscal year 2009.

MARYLAND DEPARTMENT OF TRANSPORTATION
Transportation Trust Fund
Taxes Pledged to Bonds and Net Revenues as Defined for Purposes of the Bond Coverage Test
Last Ten Fiscal Years
(amounts expressed in thousands)

	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Revenues:										
Taxes pledged to bonds:										
Corporation income tax (GMVRA)	\$ 63,724	\$ 75,178	\$ 146,343	\$ 141,929	\$ 129,890	\$ 116,971	\$ 105,388	\$ 107,293	\$ 107,379	\$ 143,370
Fuel tax	484,483	505,173	510,572	513,033	510,735	510,630	500,114	489,004	500,801	567,431
Titling tax (4)	508,632	547,015	545,451	546,597	534,899	493,739	411,324	434,729	470,001	547,198
Sales and use tax (4) (5)	17,114	17,682	18,485	20,161	21,044	17,981	217,924	213,254	221,842	19,770
Total taxes pledged to bonds	1,073,953	1,145,048	1,220,851	1,221,720	1,196,568	1,139,321	1,234,750	1,244,280	1,300,023	1,277,769
Fees:										
Motor vehicle licenses and registrations (2)	117,021	124,519	230,756	236,661	244,472	231,379	231,773	227,954	229,748	256,350
Other	131,812	142,699	150,760	154,957	166,142	172,703	186,961	187,455	209,909	259,211
General fund share of fees (1)	(160,000)	(154,913)	-	-	-	-	-	-	-	(40,000)
Total taxes and fees	1,162,786	1,257,353	1,602,367	1,613,338	1,607,182	1,543,403	1,653,484	1,659,689	1,739,680	1,753,330
Operating revenues:										
Maryland Port Administration	91,901	90,600	94,697	91,027	94,499	96,880	93,635	69,222	49,156	57,302
Maryland Transit Administration	98,237	108,577	106,941	110,136	123,122	117,869	117,557	125,057	133,494	136,194
Maryland Aviation Administration	109,706	140,458	126,635	139,579	151,620	180,254	181,580	194,308	207,897	208,560
Total operating revenues	299,844	339,635	328,273	340,742	369,241	395,003	392,772	388,587	390,547	402,056
Other (3)	79,023	90,943	75,902	87,640	39,836	4	(3,666)	(3,600)	60,458	40,015
Investment income	2,960	3,374	4,928	8,211	10,574	3,683	3,996	394	1,004	2,750
Total revenues	1,544,613	1,691,305	2,011,470	2,049,931	2,026,833	1,942,093	2,046,586	2,045,070	2,191,689	2,198,151
Expenditures:										
Administration, operation and maintenance expenditures:										
The Secretary's Office	63,508	64,984	67,904	64,528	66,439	69,693	67,649	71,811	70,650	71,382
Washington Metro Transit Grants-in-Aid	129,030	145,027	153,250	167,041	170,961	193,026	210,394	215,736	228,594	256,722
State Highway Administration	234,191	222,158	219,703	204,764	236,245	240,192	240,742	296,445	253,615	226,926
Motor Vehicle Administration	121,328	124,111	125,699	133,666	140,436	145,838	148,106	146,316	157,344	161,329
Maryland Port Administration	93,430	97,230	99,092	95,423	98,718	104,887	97,901	68,237	44,454	41,612
Maryland Transit Administration	404,894	408,377	446,351	470,453	505,916	556,602	591,720	610,284	621,917	646,795
Maryland Aviation Administration	112,795	116,002	125,447	166,707	178,157	178,072	170,453	173,749	170,765	167,415
Total admin., operation and maintenance expend.	1,159,176	1,177,889	1,237,446	1,302,582	1,396,872	1,488,310	1,526,965	1,582,578	1,547,339	1,572,181
Less Federal funds:										
The Secretary's Office	(7,036)	(7,721)	(7,147)	(5,103)	(6,004)	(7,901)	(7,271)	(9,001)	(8,027)	(8,237)
State Highway Administration -- Highway Safety	(16,567)	(16,467)	(20,251)	(14,908)	(14,077)	(15,928)	(19,595)	(16,925)	(17,175)	(21,218)
Md. Transit -- Planning and program development	(51,910)	(51,957)	(51,923)	(50,376)	(52,077)	(54,392)	(65,894)	(63,775)	(64,496)	(62,430)
Motor Vehicle Administration	(151)	(78)	(240)	(161)	(90)	(351)	(313)	(404)	(379)	(150)
Maryland Aviation Administration	(1,177)	(280)	(331)	(280)	(350)	(656)	(656)	(656)	(656)	(702)
Total Federal funds	(76,841)	(76,503)	(79,892)	(70,828)	(72,598)	(79,228)	(93,729)	(90,761)	(90,733)	(92,737)
Total expenditures	1,082,335	1,101,386	1,157,554	1,231,754	1,324,274	1,409,082	1,433,236	1,491,817	1,456,606	1,479,444
Net revenues	\$ 462,278	\$ 589,919	\$ 853,916	\$ 818,177	\$ 702,559	\$ 533,011	\$ 613,350	\$ 553,253	\$ 735,083	\$ 718,707
Maximum annual principal and interest	\$ 153,965	\$ 169,655	\$ 141,172	\$ 121,412	\$ 129,550	\$ 153,661	\$ 197,281	\$ 210,714	\$ 210,714	\$ 219,765
Ratio of taxes pledged to principal and interest	6.98	6.75	8.65	10.06	9.24	7.41	6.26	5.91	6.17	5.81
Ratio of net revenues to principal and interest	3.00	3.48	6.05	6.74	5.42	3.47	3.11	2.63	3.49	3.27

Source: Maryland Department of Transportation, The Secretary's Office, Office of Finance.

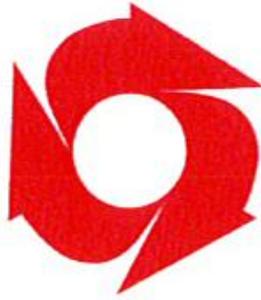
- (1) The 2003 Session of the Maryland General Assembly approved legislation (HB 935) requiring the deposit of \$160M in FY2003 and \$154.9M in FY2004 in the State's General Fund.
- (2) The 2004 Session of the Maryland General Assembly approved legislation (HB 1467) increasing Motor Vehicle Registration Fees.
- (3) Fiscal year 2007 was the last year for the transfer of \$43M from Maryland Transportation Authority to the Transportation Trust Fund.
- (4) The 2007 special Session of the Maryland General Assembly approved legislation to increase the State's Sales Tax and the Vehicle Excise Tax (Titling) from 5% to 6%, effective Jan. 1, 2008. In addition, effective July 1, 2008, the percentage of Titling Tax retained by the Department was increased from 76% to 86.7%.
- (5) In addition, effective July 1, 2008, the Department now receives 5.3% of the net State's Sales Tax (after distribution of State's sales tax on short-term rental vehicles).
- (6) The 2011 Session of the Maryland General Assembly approved legislation (Chapter 397) requiring the transfer from the Transportation Trust Fund of \$40,000,000 of the Department's share of Highway User Revenues to the Revenue Stabilization Account in fiscal year 2012.

MARYLAND DEPARTMENT OF TRANSPORTATION
Schedule of Miscellaneous Statistics
 Last Ten Fiscal Years
(unaudited)
(amounts expressed in thousands)

	Fiscal Year Ended June 30,									
	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
State Highway										
Miles of State Highway (1)	5,131	5,133	5,133	5,134	5,140	5,140	5,138	5,143	5,145	5,266
Motor Vehicle Administration:										
Motor Vehicle Titles Issued	1,161,980	1,227,528	1,205,886	1,202,561	1,166,195	1,096,692	930,858	939,209	994,235	995,247
Motor Vehicle Registration Transactions	3,394,364	3,519,824	3,476,509	3,600,359	3,580,933	3,378,435	3,345,546	3,336,752	4,100,604	3,889,667
Motor Vehicle Fuel - Gallons	2,996,988,023	3,154,305,826	3,196,587,508	3,197,252,545	3,238,848,801	3,223,523,234	3,139,151,697	2,862,255,721	3,178,835,403	3,149,605,108
Maryland Port Administration:										
Port of Baltimore (2):										
Export Commerce (2,000)	4,937,263	6,882,129	7,420,411	8,365,476	11,291,633	15,052,545	10,216,952	17,596,350	23,852,386	N/A
Import Commerce (2,000)	19,801,838	24,878,081	25,005,278	22,254,906	19,490,995	17,965,267	12,145,939	15,243,578	13,991,505	N/A
Total Foreign Commerce (2,000 lbs.)	24,739,101	31,760,210	32,425,743	30,620,470	30,782,628	33,017,812	22,362,891	32,839,928	37,843,891	N/A
General Cargo (2,000 lbs.) (included above)	7,124,818	8,160,376	8,694,474	9,239,964	8,893,780	8,905,872	7,155,595	8,373,255	9,126,585	N/A
Maryland Aviation										
Passenger Traffic	18,920,924	20,742,032	19,571,154	20,360,376	20,643,685	21,321,252	20,103,443	21,313,033	22,488,838	22,611,988
Commercial Air Carrier Operations	258,690	263,062	273,098	266,928	267,517	260,970	243,453	247,391	258,639	256,992
Total Aircraft Operations	295,757	306,293	311,806	304,648	303,721	290,945	266,273	272,997	277,435	273,966
Maryland Transit Administration (Baltimore Area) (3):										
Buses (4)	874	913	843	840	840	895	895	869	828	903
Route Miles	3,116	3,125	3,126	2,657	1,809	2,146	2,111	2,088	2,364	2,088
Vehicle Miles (7)	23,454,697	23,672,892	23,492,593	23,877,900	23,448,056	23,873,643	24,703,842	24,248,825	23,016,156	20,823,391
Trips	74,394,672	71,386,149	71,062,892	71,624,670	72,611,252	75,575,573	79,239,334	78,188,577	72,520,531	73,627,843
Subway Cars	100	100	100	100	100	100	100	100	100	100
Route Miles	15	15	15	15	15	15	15	15	15	15
Car Miles	4,738,166	4,743,157	4,715,695	4,681,521	4,735,303	5,193,972	5,285,406	4,480,709	4,706,797	4,764,148
Trips	13,196,410	12,425,656	12,863,412	12,918,530	13,225,843	13,955,325	13,566,823	1,363,903	14,002,609	15,199,117
Light Rail Cars (Baltimore Area) (5)	53	53	53	53	53	53	53	53	53	53
Route Miles	29	29	29	29	29	29	29	29	29	29
Car Miles	2,811,658	2,083,464	1,494,164	2,053,813	2,797,732	2,789,820	2,780,098	3,179,325	3,169,421	3,257,117
Trips	7,238,036	6,067,069	4,875,005	5,401,327	7,121,516	7,962,979	8,712,179	8,076,249	8,752,463	8,796,346
MARC Commuter Rail Cars	146	153	165	165	157	153	157	157	177	177
Number of Trains Daily	86	84	84	85	85	89	83	87	110	100
Number of Stations Served (6)	42	42	42	42	42	42	42	42	42	42
Car Miles (7)	4,796,550	4,854,629	5,030,652	4,997,902	5,030,652	5,124,244	5,706,147	5,651,786	5,270,162	5,821,508
Trips	6,334,820	6,699,250	6,884,083	7,274,737	7,505,226	7,897,602	8,081,155	8,095,577	8,232,729	8,532,214
Number of MDOT State Employees	N/A	6,799	6,599	6,523	6,518	6,572	6,638	6,463	6,007	5,963

Source: Maryland Department of Transportation modal administrations.

- (1) As of January 1.
- (2) Calendar year basis.
- (3) Data is estimated for FY 2006 and may have also been restated in prior fiscal years.
- (4) Bus service statistics have been restated to include transportation provided by contractual bus companies.
- (5) Service initiated in May, 1992; service extended to Hunt Valley in September, 1997, and to BWI Airport in December, 1997.
- (6) Service initiated to Frederick and Monocacy on December 17, 2001.
- (7) Vehicle and car miles have been restated to accurately reflect the revenue service miles.



MARYLAND DEPARTMENT OF TRANSPORTATION

The Office of the Secretary

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Leif A. Dormsjo, Acting Deputy Secretary

Secretary's Office

Frank J Principe, Jr., Chief of Staff

Adrea M. Turner, Special Assistant to the Secretary

Karen W. Gooden, Assistant Secretary

Caitlin H. Rayman, Assistant Secretary

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Elizabeth Helmer, Assistant Director, Budgeting

Linda S. Williams, Assistant Director, Financial Planning

Brandie Karfonta, Manager of Accounting

Gary B. Smith, Manager Capital Transportation Information Planning

June R. Hornick, Manager of Debt Administration

Jodie M. Misiak, Manager of Innovative Financing

STATE DEMOGRAPHIC AND ECONOMIC DATA

Introduction

The following selected economic, social and employment data may be relevant in evaluating the economic and financial condition of the State; however, this information is not intended to provide all relevant data necessary for a complete evaluation of the State's economic and financial condition.

Maryland is located on the East Coast in the South Atlantic Census Region, and is bordered by Delaware, Pennsylvania, West Virginia, Virginia and the District of Columbia. Maryland encompasses 12,193 square miles. Ranking 42nd among the 50 states in size, Maryland's land area (exclusive of inland waterways and the 1,726 square miles of the Chesapeake Bay) is 9,844 square miles.

Population

According to the 2010 Census reports, Maryland's population on April 1 of that year was 5,773,552, an increase of 9.0% from the 2000 census. Maryland's population is concentrated in urban areas. In 2012 the eleven counties and Baltimore City located in the Baltimore-Washington region contained 50.1% of the State's land area and 87.0% of its population. The 2012 population for the Baltimore Metropolitan Statistical Areas was estimated at 2,753,149 and for the Maryland portion of the Washington Metropolitan Statistical Areas, 2,365,649. Overall, Maryland's population per square mile was 598 in 2012. The following table presents estimated population of Maryland and the United States from 2003 - 2012.

<u>Year</u>	Population			
	<u>Population</u>	<u>Maryland</u> <u>Change</u>	<u>United States</u> <u>Population</u>	<u>Change</u>
2003	5,496,269	1.0%	290,107,933	0.9%
2004	5,546,935	0.9	292,805,298	0.9
2005	5,592,379	0.8	295,516,599	0.9
2006	5,627,367	0.6	298,379,912	1.0
2007	5,653,408	0.5	301,231,207	1.0
2008	5,684,965	0.6	304,093,966	1.0
2009	5,730,388	0.8	306,771,529	0.9
2010	5,787,998	1.0	309,326,225	0.8
2011	5,839,572	0.9	311,587,816	0.7
2012	5,884,563	0.8	313,914,040	0.7

Source: U.S. Department of Commerce, Bureau of the Census.

Note: Figures are estimates for July 1 of each year.

The 2012 population of Maryland and the United States was distributed by age as follows:

Age Distribution 2012

<u>Age</u>	<u>Maryland</u>	<u>United States</u>
Under 5 years	6.2%	6.4%
5 through 19 years	19.4	19.9
20 to 44 years	33.7	33.6
45 to 64 years	27.7	26.4
65 years and over	<u>13.0</u>	<u>13.7</u>
	<u>100.0%</u>	<u>100.0%</u>

Source: U.S. Department of Commerce, Bureau of the Census.

Personal Income

Maryland residents received approximately \$305.6 billion in personal income in 2012. Maryland’s total personal income increased at a rate of 3.5%, slightly below the national increase of 3.7%. Additionally, per capita income remained significantly above the national average in 2012, \$51,971 in Maryland compared with the national average of \$42,693. In 2012, Maryland’s per capita personal income ranked fifth highest in the nation. Per capita income varies across the State, with the highest incomes in the Washington and Baltimore regions. The table below shows trends in per capita personal income in Maryland and the United States.

Per Capita Personal Income Trends

<u>Year</u>	<u>Maryland</u>	<u>Change</u>	<u>United States</u>	<u>Change</u>	<u>Maryland Ranking</u>
2003	\$38,153	2.9%	\$32,295	2.6%	4
2004	40,499	6.1	33,909	5.0	4
2005	42,405	4.7	35,452	4.6	4
2006	44,858	5.8	37,725	6.4	4
2007	46,839	4.4	39,506	4.7	5
2008	48,864	4.3	40,947	3.6	6
2009	47,419	-3.0	38,637	-5.6	4
2010	48,621	2.5	39,791	3.0	5
2011	50,656	4.2	41,560	4.4	5
2012	51,971	2.6	42,693	2.7	5

Source: U.S. Department of Commerce, Bureau of Economic Analysis.

Note: Rankings do not include the District of Columbia.

Maryland is more reliant on the service and government sectors than the nation as a whole, while the manufacturing sector is much less significant than it is nationwide. As one of the wealthier states, a greater share of personal income is derived from dividends, interest and rent, and a lesser share comes from transfer payments. In 2012, the sources of personal income in the State and the comparable sources of personal income for the nation were as follows:

[Table appears on following page]

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Sources of Personal Income
2012
(\$ in millions)

	<u>Maryland</u>	<u>Percentage of Personal Income</u> <u>Before Residence Adjustment</u>	
		<u>Maryland</u>	<u>United States</u>
Mining, forestry, fishing	\$ 320	0.1%	1.1%
Construction	14,217	5.1	3.9
Manufacturing	10,154	3.6	7.4
Trade, transportation & utilities	26,114	9.4	11.3
Information services	5,644	2.0	2.4
Finance, insurance & real estate	15,199	5.5	6.5
Professional & business services	40,013	14.4	12.1
Educational & health services	27,258	9.8	9.2
Leisure & hospitality services	7,534	2.7	3.1
Other services	7,797	2.8	2.7
Government			
Federal, civilian	25,580	9.2	2.4
Military	5,138	1.8	1.4
State & local	23,548	8.5	8.7
Farm income	<u>496</u>	0.2	0.7
Earnings by place of work	209,011	75.1%	72.9%
Less:			
Personal contributions for social insurance	(20,927)	(7.5)	(7.1)
Plus:			
Dividends, Interest and Rent	49,478	17.8	16.5
Transfer Payments	<u>40,811</u>	<u>14.7</u>	<u>17.7</u>
Personal income before residence adjustment	278,372	<u>100.0%*</u>	<u>100.0%*</u>
Residence adjustment	<u>27,247</u>		
Total Personal Income	<u>\$305,619*</u>		

Source: U.S. Department of Commerce, Bureau of Economic Analysis (State Quarterly Personal Income, Series SQ5N).

Note: Total personal income is reported by place of residence; however, income by industry is shown by place of work. The residence adjustment accounts for Maryland residents who work outside the State.

* Totals may not add due to rounding.

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Between 2007 and 2012, total personal income in Maryland has grown 2.9% annually, compared to a national growth rate of 2.4%. Wage and salary income, roughly half of total personal income, has grown at a higher rate in Maryland than it has nationally, as have supplements to wages and salaries – essentially nonwage benefits. Proprietors’ income and investment income – income derived from dividends, interest, and rent – have also outpaced the nation as a whole. The disparity in growth of the residence adjustment income earned by residents who work outside of Maryland or the nation is not as meaningful as it might appear, because the residence adjustment is roughly 10% of Maryland personal income, but only half a basis point of national personal income.

**Average Annual Growth of Personal Income Components
(2007 through 2012)**

	<u>Maryland</u>	<u>United States</u>
Wages and Salaries	2.0%	1.5%
Supplements to Wages and Salaries	4.3	3.2
Proprietors' Income	4.4	2.2
Contributions for Social Insurance	0.5	-0.2
Residence Adjustment	1.2	7.4
Dividends, Interest and Rent	1.0	0.1
Transfer Payments	6.9	6.7
Total Personal Income	2.9	2.4

Source: U.S. Department of Commerce, Bureau of Economic Analysis (State Annual Personal Income, Series A04).
 Note: Total personal income is reported by place of residence; however income by industry is shown by place of work.
 The residence adjustment accounts for Maryland residents who work outside the State.

Employment

Maryland’s labor force totaled just over 3.1 million individuals in 2012, including agricultural and non-agricultural employment, the unemployed, the self-employed and residents who commute to jobs in other states. The government, retail trade, and services sectors (notably professional and business, and educational and health) are the leading areas of employment in the State. In contrast to the nation as a whole, considerably more people in Maryland are employed in the federal government and service sectors and fewer in manufacturing, as shown in the following table:

**Distribution of Employment
2012**

	<u>Maryland</u>	<u>United States</u>
Construction & mining	5.6%	4.8%
Manufacturing	4.2	8.9
Trade, transportation & utilities	17.5	19.1
Information services	1.5	2.0
Financial activities	5.6	5.8
Professional & business services	15.9	13.4
Educational & health services	16.1	15.2
Leisure & hospitality services	9.5	10.3
Other services	4.4	4.1
Government		
Federal	5.7	2.1
State & local	<u>13.9</u>	<u>14.3</u>
Total	<u>100.0%*</u>	<u>100.0%*</u>

Source: U.S. Department of Labor, Bureau of Labor Statistics.
 *Totals may not add due to rounding.

Following the collapse of the housing market beginning in 2008, the construction and finance industries realized significant job losses, and as the broader recession took hold, several other Maryland industries were severely impacted. As is often the case, government employment in Maryland has acted as a stabilizing factor. In the aggregate, Maryland lost 5.6% of its jobs in the recession while the nation lost 6.4%, both reaching the trough in February 2010. Subsequently, employment growth has been uncharacteristically slow for an economic recovery, though through July 2013, Maryland and the nation have gained back 93.9% and 76.1% of those lost jobs, respectively.

**Average Annual Employment Growth
(2007 through 2012)**

	<u>Maryland</u>	<u>United States</u>
Construction & mining	-5.2%	-4.9%
Manufacturing	-3.9	-3.0
Trade, transportation & utilities	-1.1	-0.9
Information services	-4.7	-2.5
Financial activities	-2.0	-1.4
Professional & business services	0.6	0.0
Educational & health services	2.2	2.1
Leisure & hospitality services	0.9	0.5
Other services	-1.0	-0.2
Government		
Federal	3.2	0.6
State & local	0.3	-0.4
Total Non-agricultural Employment	-0.2%	-0.6%

Source: U.S. Department of Labor, Bureau of Labor Statistics.

Recent employment trends in Maryland are shown in the following table. Maryland's unemployment rate has been lower than the rest of the country for the past ten years, while the labor force has outpaced the rest of the country in seven of the last ten years.

Employment Trends

<u>Year</u>	<u>Unemployment Rate in Maryland</u>	<u>Unemployment Rate in the United States</u>	<u>Growth in Maryland Labor Force</u>	<u>Growth in United States Labor Force</u>
2003	4.5%	6.0%	0.5%	1.1%
2004	4.3	5.5	0.4	0.6
2005	4.1	5.1	1.8	1.3
2006	3.8	4.6	2.0	1.4
2007	3.4	4.6	-0.6	1.1
2008	4.3	5.8	1.1	0.8
2009	7.4	9.3	0.6	-0.1
2010	7.8	9.6	1.1	-0.2
2011	7.3	8.9	0.7	-0.2
2012	6.8	8.1	1.0	0.9

Source: Maryland Department of Labor, Licensing and Regulation.

Note: In July 2013 the unemployment rate was 7.1% in Maryland and 7.4% in the United States.

Educational Levels

Maryland's workforce is more highly educated than that of the rest of the country. The percentage of the population (25 years and over) with a bachelor's degree or higher is 36.9% as compared to 28.5% for the rest of the country. Maryland ranks third in the nation in the percentage of its population over 25 with a graduate or professional degree. The percentage of the population with a high school diploma or better is 88.9% in Maryland compared to 85.9% in the United States. This educational attainment facilitates the rapid growth of the professional services and information services sectors, which require an educated workforce.

Educational Attainment of Population 25 Years and Over in 2011

	<u>Maryland</u>	<u>United States</u>
Less than High School	11.1%	14.1%
High School Diploma	25.8	28.4
Some College	19.9	21.2
Associate's Degree	6.3	7.8
Bachelor's Degree	20.4	17.9
Graduate or Professional Degree	16.5	10.6

Source: American Community Survey.

Assessed Value of Property

Maryland levies a State tax on real property, revenues from which are credited to the Annuity Bond Fund to pay debt service. In fiscal year 2003 the rate was 8.4 cents per \$100 of assessment (21 cents on utility operating property). In fiscal year 2004 the rate was increased to 13.2 cents per \$100 of assessment (33 cents on utility operating property). For fiscal years 2007 through 2014, the tax rate is 11.2 cents per \$100 of assessment (28 cents on utility operating property).

Shown below is the assessed value for State purposes of real property as determined by the State Department of Assessments and Taxation. All real property is assessed at full cash value once every three years, with any increase in full cash value phased in over the ensuing three taxable years in equal installments. Any decrease in the full cash value is recognized in full in the next taxable year and held constant for the remaining two taxable years.

Assessed Values of Real Estate (\$ in thousands)

<u>Fiscal Year</u>	<u>Real Property</u>	<u>Utility Operating Real Property</u>	<u>Total</u>	<u>Change in Assessed Values</u>
2005	\$397,093,127	\$1,323,073	\$398,416,200	10.1%
2006	451,090,503	1,392,322	452,482,825	13.6
2007	525,706,233	1,476,219	527,182,452	16.5
2008	616,526,923	1,105,319	617,632,242	17.2
2009	706,403,763	1,086,209	707,489,972	14.5
2010	750,498,802	1,069,237	751,568,039	6.2
2011	733,884,066	708,090	734,592,156	-2.2
2012	682,650,240	793,154	683,443,394	-7.0
2013	651,908,259	753,203	652,661,462	-4.5
2014	646,385,899	755,086	647,140,985	-1.0

Source: State Department of Assessments and Taxation, March 2013.

Residential Construction

The value of all residential unit permits issued in 2012 increased by 9.3%. In addition, the total number of residential building permits increased by 12.9%. Recent trends signal that the real estate market realized its trough in 2011 and is now shifting towards a growth sector. Overall, the active inventory of homes for sale declined 25.1% to 26,703 in 2012, which is about 46% less than the peak levels of 2008. According to monthly data from the Maryland Association of Realtors, unit sales through July have increased 13.3% in 2013, with the median price of houses sold up 5.5%.

Aggregate Value of and Building Permits Issued for Residential Construction in Maryland

<u>Year</u>	<u>Value of Construction in Current Dollars (\$ in millions)</u>	<u>Change</u>	<u>Number of Permits Issued</u>	<u>Change</u>
2003	\$3,723.6	5.8%	29,914	2.1%
2004	3,822.7	2.7	27,382	-8.5
2005	4,687.6	22.6	30,180	10.2
2006	3,889.9	-17.0	23,262	-22.9
2007	3,768.8	-3.1	18,582	-20.1
2008	2,229.7	-40.8	13,018	-29.9
2009	2,089.0	-6.3	11,123	-14.6
2010	1,951.9	-6.6	11,931	7.3
2011	2,204.6	12.9	13,481	13.0
2012	2,409.9	9.3	15,217	12.9

Source: U.S. Department of Commerce, Bureau of the Census.

Home Sales and Median Home Price

<u>Year</u>	<u>Unit Home Sales</u>	<u>Growth</u>	<u>Median Home Price</u>	<u>Growth</u>
2003	89,371	5.3%	\$200,334	15.5%
2004	98,056	9.7	241,454	20.5
2005	98,858	0.8	292,214	21.0
2006	82,787	-16.3	307,910	5.4
2007	63,585	-23.2	307,744	-0.1
2008	46,834	-26.3	285,082	-7.4
2009	53,205	13.6	255,116	-10.5
2010	54,609	2.1	245,709	-3.7
2011	54,084	-1.0	228,507	-7.0
2012	56,530	4.5	244,912	7.2

Source: Maryland Association of Realtors.

Taxable Retail Sales

The 2001 recession caused a steep slowdown in fiscal years 2002 and 2003, while a relatively strong economy, low interest rates and high levels of mortgage refinancing resulted in robust growth in fiscal years 2004 through 2006. As the economy slowed in fiscal year 2007, and the boost from mortgage refinancing and other housing-related issues faded, growth slowed precipitously. The onset of the most recent recession coupled with high gas prices resulted in declining taxable retail sales for fiscal year 2008. Fiscal year 2009 saw continued reductions in retail sales as declining wealth, increased unemployment, and a lack of credit weighed heavily across all categories of the base. Though sales and use tax collection growth in fiscal year 2010 finished negative, Maryland experienced four consecutive months of positive growth in sales and use tax collections in the final months of the fiscal year.

2010 and that trend carried into fiscal year 2011. In fiscal year 2013, taxable sales increased at their greatest rate since fiscal year 2006, as taxable purchases of vehicles and other goods rebounded, likely the result of improved equity markets, a relatively stabilized job market, and pent-up demand. The following table illustrates the changes in taxable sales for fiscal years 2004 through 2013.

Taxable Retail Sales in Maryland
(includes automobile sales)
(\$ in thousands)

<u>Fiscal Year</u>	<u>Taxable Retail Sales</u>	<u>Change</u>
2004	\$73,296,320	8.1%
2005	77,427,480	5.6
2006	81,933,900	5.8
2007	82,568,490	0.8
2008	80,120,978	-3.0
2009	72,413,624	-9.6
2010	71,521,298	-1.2
2011	74,479,247	4.1
2012	76,758,835	3.1
2013	78,254,027	5.1

Source: Comptroller of the Treasury, Bureau of Revenue Estimates.
Note: Includes sales and use tax base and motor vehicle excise tax base.

Other Economic Factors

Real Estate. Following several years of declining activity and values, monthly data from the Maryland Association of Realtors indicates that the residential real estate market is starting to show growth and possibly signs of a rebound. Unit sales for 2012 were up 4.5%, after declining by 1.2% in 2011. Additionally, the active housing inventory has continued to decline and is approximately 46.0% less than the peak levels of 2008. Those factors together have likely contributed to the recent upswing in median home prices, which increased 5.5% for the 2013 calendar year thus far. However, risk remains in the outlook as the percentage of loans beginning the foreclosure process in 2012 has increased above 2010 and 2011 levels, though this was somewhat expected as Maryland employs a judicial foreclosure process, and there may be an inventory of other homes that has been held from the market in anticipation of higher prices.

The Port of Baltimore. As one of the largest ports on the East Coast by tonnage, in 2012 the Port of Baltimore handled 36.7 million tons of foreign commerce cargo valued at \$53.9 billion. Owned by the State but operated by a private entity (Ports America), the Port is in an excellent position to capitalize on the widening of the Panama Canal. The project to widen the Canal, which is expected to finish in 2015, will permit longer and wider ships to pass and the Ports of Baltimore and Virginia are the only two on the East Coast with the berth depths and cranes to handle such ships.

Biotechnology. Maryland is well positioned in the front ranks of the biotechnology field. The State's concentration of higher education and research institutions, particularly medical schools, a thriving pharmaceuticals industry and one of the most highly educated workforces in the country have created growth opportunities for the biotechnology companies that have located or started up here. Further, the State offers a biotechnology investment incentive tax credit for investments in qualified Maryland biotechnology companies. The State also provides seed and early-stage equity funding for biotechnology companies through the Maryland Venture Fund. In addition, there are more than 20 business incubators located throughout the State, providing support for the development of biotechnology enterprises.

Base Realignment and Closure. The State received more federal jobs than any other state in the country as a result of the 2005 Base Realignment and Closure ("BRAC") process. As part of BRAC, the commands of the Army Team C4ISR, Defense Information Systems Agency, Defense Media Activity, Army Research, Development, and Engineering, and Walter Reed Army Medical Center moved to Maryland. It was estimated that 45,232 jobs with an average wage of \$70,388 would be created in or moved to Maryland as part of the process—of that number, more

than 15,000 would be direct, more than 22,000 would be indirect, and more than 7,000 would be induced. Presumably many of these jobs are currently in place, because the direct federal job realignment had a statutory end date of September 15, 2011; many of the related indirect jobs are likely in place as well. Although much of the activity has occurred, a substantial amount of economic upside remains as a portion of the individuals in these positions may be telecommuting at this time and will likely move to Maryland at a later date or their positions will be filled with Maryland residents as employees turn over. Also, the U.S. Cyber Command, established at Fort Meade, Maryland in May 2010 and activated in October 2010, is expected to add 1,000 jobs annually for the next several years.

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PROPOSED FORM OF BOND COUNSEL'S OPINION
[Closing Date]

Secretary of Transportation of Maryland
7201 Corporate Center Drive
P.O. Box 548
Hanover, Maryland 21076

Dear Sir:

We have acted as Bond Counsel in connection with the issuance by the Department of Transportation of Maryland (the "Department"), an agency of the State of Maryland (the "State"), of \$250,000,000* Consolidated Transportation Bonds, Series 2013 (Second Issue) (the "Bonds"). The Bonds are being issued pursuant to the provisions of Sections 3-101 to 3-217, inclusive, of the Transportation Article of the Annotated Code of Maryland (2008 Replacement Volume, as amended and supplemented) (the "Act"), and a resolution of the Secretary of Transportation of Maryland, dated as of October 25, 2013 (the "Resolution"). Capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the Resolution.

We have examined originals, or copies identified to our satisfaction as being true copies, of such records of the Department, certificates and other assurances from public officials and officers and such other documents, opinions and matters as we have considered necessary or appropriate under the circumstances to render this opinion.

We have, with your approval, assumed that all items submitted to us as originals are authentic and that all items submitted as copies conform to the originals.

Certain requirements and procedures contained or referred to in the Resolution and other relevant documents may be changed and certain actions may be taken or omitted under the circumstances and subject to the terms and conditions set forth in such documents, upon the advice or with the approving opinion of nationally recognized bond counsel. No opinion is expressed herein as to any Bond or the interest thereon if any such change occurs or action is taken or omitted upon the advice or approval of counsel other than ourselves.

The opinions expressed herein are based on an analysis of existing laws, regulations, rulings and court decisions and cover certain matters not directly addressed by such authorities. Such opinions may be affected by actions taken or omitted or events occurring after the date hereof. We have not undertaken to determine, or to inform any person, whether any such actions are taken or events occur. We have assumed the genuineness of all documents and signatures presented to us. We have not undertaken to verify independently, and we have assumed the accuracy of the factual matters represented, warranted or certified in the documents. In addition, we call your attention to the fact that the obligations of the Department under the Bonds and the Resolution may be limited by bankruptcy, insolvency, reorganization, moratorium or similar laws or equitable principles affecting creditors' rights generally. In addition, the enforceability of the Bonds and the Resolution is subject to the effect of general principles of equity, including, without limitation, concepts of materiality, reasonableness, good faith and fair dealing, and the possible unavailability of specific enforcement or injunctive relief, regardless of whether considered in a proceeding in equity or at law. We express no opinion regarding the availability of equitable remedies.

On the basis of the foregoing, and in reliance thereon, and on the basis of our examination of such other matters of fact and questions of law as we have deemed relevant under the circumstances, as of the date hereof, we are of the opinion that:

1. The Act is a valid enactment, and the Department is a validly created and existing agency of the State possessing authority under the Act to issue the Bonds.

*Preliminary, subject to change

2. The Resolution has been duly adopted by the Department and is in full force and effect.

3. The Bonds have been duly authorized and validly issued for a valid public purpose in accordance with the Constitution and laws of the State, the Act, and the Resolution.

4. The Bonds are valid and legally binding obligations of the Department only, payable as to both principal and interest solely from the tax proceeds and other available revenues of the Department specified in the Act. The Bonds are not general obligations of the State, and the faith and credit of the State is not pledged to the payment of the principal of or interest on the Bonds.

5. Under existing laws, regulations, rulings and judicial decisions, interest on the Bonds is excludable from gross income for federal income tax purposes. In addition, interest on the Bonds is not a specific preference item for purposes of the alternative minimum tax imposed on individuals and corporations. The opinion set forth in the preceding sentences of this paragraph 5 are subject to continuing compliance by the Department with covenants regarding federal tax law contained in the Resolution and the Tax and Section 148 Certificate of the Department of even date herewith. Failure to comply with such covenants could cause interest on the Bonds to be included in gross income retroactive to the date of issue of the Bonds. Although we are of the opinion that interest on the Bonds is excludable from gross income for federal income tax purposes, the accrual or receipt of interest on the Bonds may otherwise affect the federal income tax liability of the recipient. The extent of these other tax consequences will depend upon the recipient's particular tax status or other items of income or deduction. We express no opinion regarding any such consequences.

6. Under existing law of the State, the Bonds, their transfer, the interest payable on them, and any income derived from them, including any profit realized in their sale or exchange, shall be exempt at all times from every kind and nature of taxation by the State or by any of its political subdivisions, municipal corporations, or public agencies of any kind, except that no opinion is expressed as to such exemption from Maryland franchise taxes or estate or inheritance taxes.

Notwithstanding the opinion in paragraph 5 that interest on the Bonds is not a specific preference item for purposes of the federal alternative minimum tax, interest on the Bonds will be included in adjusted current earnings of certain corporations, and such corporations are required to include in the calculation of alternative minimum taxable income 75% of the excess of such corporation's adjusted current earnings over their alternative minimum taxable income (determined without regard to such adjustment and prior to reduction for certain net operating losses).

In rendering the opinion in paragraph 5 above, we have relied upon representations and covenants of the Department in the Resolution and the Tax and Section 148 Certificate concerning the investment and use of Bond proceeds. In addition, we have assumed that all such representations are true and correct and that the Department will comply with such covenants. We have expressed no opinion with respect to the exclusion of interest on the Bonds (including original issue discount treated as interest, if any) from gross income under Section 103(a) of the Code in the event that any of such Department representations are untrue or the Department should fail to comply with such covenants, unless such failure to comply is based on our advice or opinion. Except as stated above, we express no opinion as to any federal tax consequences of the ownership of, receipt of, interest on, or disposition of the Bonds.

The opinion we have expressed herein as to the treatment of the interest borne by the Bonds for federal or State income tax purposes is based upon statutes, regulations, rulings and court decisions in effect on the date hereof. We undertake no obligation to update the contents of this opinion on any future date. Each purchaser of the Bonds should consult his or her tax advisor regarding any changes in the status of any pending or proposed legislation.

Respectfully submitted,

FORM OF CONTINUING DISCLOSURE AGREEMENT

This **CONTINUING DISCLOSURE AGREEMENT** (this “Disclosure Agreement”) is executed and delivered by the Department of Transportation of Maryland (the “Department”) in connection with the issuance of its \$250,000,000* Department of Transportation Consolidated Transportation Bonds, Series 2013 (Second Issue) (the “Bonds”). The Bonds are being issued pursuant to resolutions issued by the Board of Public Works of Maryland (the “Board”) on October 16, 2013 and a resolution of the Secretary of Transportation dated as of October 25, 2013. The Department, intending to be legally bound hereby and for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, does hereby covenant and agree as follows:

Section 1. Purpose of the Disclosure Agreement.

This Disclosure Agreement is being executed and delivered by the Department for the benefit of the owners and beneficial owners of the Bonds and in order to assist the Participating Underwriters in complying with the Rule. The Department’s obligations hereunder shall be limited to those required by written undertaking pursuant to the Rule.

Section 2. Definitions.

In addition to the definitions set forth above, which apply to any capitalized term used in this Disclosure Agreement unless otherwise defined in this Section, the following capitalized terms shall have the following meanings:

“**CONTINUING DISCLOSURE SERVICE**” shall mean the continuing disclosure service established by the MSRB (defined herein) known as the Electronic Municipal Market Access (“EMMA”) system or such other format as prescribed by the MSRB.

“**LISTED EVENT**” shall mean any of the events listed in Section 4 of this Disclosure Agreement.

“**MSRB**” shall mean the Municipal Securities Rulemaking Board established pursuant to Section 15B(b)1 of the Securities Exchange Act of 1934, as amended.

“**PARTICIPATING UNDERWRITER**” shall mean any of the original underwriters of the Bonds required to comply with the Rule in connection with offering of the Bonds.

“**RULE**” shall mean Rule 15c2-12(b)5 adopted by the SEC under the Securities Exchange Act of 1934, as the same may be amended from time to time.

“**SEC**” shall mean the United States Securities and Exchange Commission.

Section 3. Provision of Annual Financial Information, Operating Data and Audited Information.

(a) The Department shall provide to the Continuing Disclosure Service annual financial information and operating data as set forth in Schedule A to this Disclosure Agreement, such information and data to be updated as of the end of the preceding fiscal year and made available within 275 days after the end of the fiscal year of the Department, commencing with the fiscal year ending June 30, 2013.

(b) The Department shall provide to the Continuing Disclosure Service annual audited financial statements (Appendix A to the Official Statement dated November 20, 2013 (the “Official Statement”)) for the Department, such information to be made available within 275 days after the end of the fiscal year for the Department, commencing with the fiscal year ending June 30, 2013, unless the audited financial statements are not available on or before such date, in which event said financial statements will be provided promptly when and if available. In the event that audited financial statements are not available within 275 days after the end of the fiscal year of the

*Preliminary, subject to change

Department (commencing with the fiscal year ending June 30, 2013), the Department will provide unaudited financial statements within said time period.

(c) Except as otherwise set forth in this paragraph (c), the presentation of the financial information referred to in paragraph (a) and in paragraph (b) shall be made in accordance with the same accounting principles as utilized in connection with the presentation of applicable comparable financial information included in the Official Statement.

(i) The Department may make changes to the presentation of the financial information required in paragraph (a) and paragraph (b) necessitated by changes in Generally Accepted Accounting Principles;

(ii) The Department may otherwise modify the presentation of the financial information required herein, provided that this Disclosure Agreement is amended in accordance with Section 6 hereof.

(d) If the Department is unable to provide the annual financial information and operating data within the applicable time periods specified in (a) and (b) above, the Department shall send in a timely manner a notice of such failure to the Continuing Disclosure Service.

Section 4. Reporting of Significant Events.

(a) Pursuant to provisions of this Section 4, the Department shall give or cause to be given notice of the occurrence of any of the following events with respect to the Bonds:

(i) principal and interest payment delinquencies,

(ii) non-payment related defaults, if material,

(iii) unscheduled draws on debt service reserves reflecting financial difficulties,

(iv) unscheduled draws on credit enhancements, if any, reflecting financial difficulties,

(v) substitution of credit or liquidity providers, if any, or their failure to perform,

(vi) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax status of the Bonds,

(vii) modifications to rights of Bond Holders, if material,

(viii) bond calls, if material, and tenders offers,

(ix) defeasances,

(x) release, substitution or sale of property securing repayment of any of the Bonds, if material,

(xi) rating changes,

(xii) bankruptcy, insolvency, receivership or similar event of the Department,**

(xiii) the consummation of a merger, consolidation or acquisition involving the Department or the sale of all or substantially all of the assets of the Department, 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

(xiv) appointment of a successor or additional trustee or the change of name of a trustee, if material.

(b) The Department agrees to provide, in a timely manner, not in excess of ten (10) business days after the occurrence of a Listed Event, notice of such occurrence with the Continuing Disclosure Service.

** For the purposes of the event identified in clause (xii) above, the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for the Department in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the Department, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the Department.

Section 5. Termination of Reporting Obligation.

The Department's obligations under this Disclosure Agreement shall terminate upon the payment in full of all of the Bonds either at their maturity or by early redemption. In addition, the Department may terminate its obligations under this Disclosure Agreement if and when it no longer remains an obligated person with respect to the Bonds within the meaning of the Rule.

Section 6. Amendment.

The Department may provide further or additional assurances that will become part of the Department's obligations under this Disclosure Agreement. In addition, this Disclosure Agreement may be amended by the Department in its discretion provided that (i) the amendment may only be made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature or status of the Department as the obligated person with respect to the Bonds, or in the type of business conducted; (ii) the Disclosure Agreement, as amended, would have complied with the requirements of the Rule at the time of the issuance of the Bonds, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and (iii) the amendment does not materially impair the interests of holders of the Bonds, as determined by counsel selected by the Department that is expert in federal securities law matters. The reasons for the Department agreeing to provide any further or additional assurances or for any amendment and the impact of the change in the type of operating data or financial information being provided will be explained in information provided with the annual financial information containing the additional or amended operating data or financial information.

Section 7. Additional Information.

Nothing in this Disclosure Agreement shall be deemed to prevent the Department 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 disclosure made pursuant to Section 4 hereof or notice of occurrence of a Listed Event in addition to that which is required by this Disclosure Agreement. If the Department chooses to include any information in any disclosure made pursuant to Section 4 hereof or notice of occurrence of a Listed Event in addition to that which is specifically required by this Disclosure Agreement, the Department shall have no obligation under this Disclosure Agreement to update such information or include it in any future disclosure made pursuant to Section 4 hereof or notice of occurrence of a Listed Event.

Section 8. Law of Maryland.

This Disclosure Agreement, and any claim made with respect to the performance by the Department of its obligations hereunder, shall be governed by, be subject to and be construed according to the laws of the State of Maryland (without regard to provisions on conflicts of laws) or federal law.

Section 9. Limitation of Forum.

Any suit or other proceeding seeking redress with regard to any claimed failure by the Department to perform its obligations under this Disclosure Agreement must be filed in the Circuit Court for Anne Arundel County, Maryland.

Section 10. Limitation On Remedies.

The Department shall be given written notice at the address set forth below of any claimed failure by the Department to perform its obligations under this Disclosure Agreement, and the Department shall be given 45 days to remedy any such claimed failure. Any suit or other proceeding seeking further redress with regard to any such claimed failure by the Department shall be limited solely to specific performance as the adequate and exclusive remedy available in connection with such action. Written notice to the Department shall be given to the Secretary of Transportation, 7201 Corporate Center Drive, Hanover, MD 21076, with a copy to the Director, Office of Finance,

Maryland Department of Transportation, 7201 Corporate Center Drive, Hanover, MD 21076, or at such alternate address as may be specified by the Department with disclosures made pursuant to Section 4 hereof or a notice of occurrence of a Listed Event.

Section 11. Duty To Update EMMA/MSRB.

The Department agrees that it shall determine, in the manner it deems appropriate, whether there has occurred a change in the MSRB's e-mail address or filing procedures and requirements under EMMA each time it is required to file information with the MSRB.

Section 12. Recordkeeping.

The Department agrees that it shall maintain records of all disclosures of annual financial information and operating data and disclosures of material events listed in Section 4 above, including the content of such disclosures, the names of the entities with whom such disclosures were filed and the dates of filings such disclosures.

Section 13. Past Compliance.

The Department represents that it has complied with the requirements of each continuing disclosure undertaking entered into by it pursuant to the Rule in connection with previous financings to which the Rule was applicable.

Section 14. Relationship to Bonds.

This Disclosure Agreement constitutes an undertaking by the Department that is independent of the Department's obligations with respect to the Bonds. Any breach or default by the Department under this Disclosure Agreement shall not constitute or give rise to a breach or default under the Bonds.

Section 15. Beneficiaries.

This Disclosure Agreement shall inure solely to the benefit of the owners and beneficial owners from time to time of the Bonds, and shall create no rights in any other person or entity.

IN WITNESS WHEREOF this Disclosure Agreement is being executed by the Secretary of Transportation on behalf of the Department as of this 12th day of December, 2013.

DEPARTMENT OF TRANSPORTATION OF MARYLAND

By: _____
Secretary of Transportation

SCHEDULE A

- (1) Schedule of General Governmental Revenues by Source, Expenditures by Function and Other Sources (Uses) of Financial Resources and Changes in Fund Balances.
- (2) Taxes Pledged to Bonds and Net Revenues as Defined for Purposes of the Bond Coverage Test.
- (3) Gasoline and Motor Vehicle Revenue Account.

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BOOK-ENTRY ONLY SYSTEM - GENERAL

The Depository Trust Company (“DTC”), New York, NY, will act as securities depository for the Bonds (as hereinafter defined). The 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 of the \$250,000,000* Department of Transportation Consolidated Transportation Bonds, Series 2013 (Second Issue) (the “Bonds”), will be issued for each maturity of the Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

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

Purchases of the Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC’s records. The ownership interest of each actual purchaser of each Bond (“Beneficial Owner”) is in turn 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 Bonds are accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

To facilitate subsequent transfers, all 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 the 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 Bonds; DTC’s records reflect only the identity of the Direct Participants to whose accounts such 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.

Redemption notices shall be sent to DTC. If less than all of the Bonds within a maturity are being redeemed, DTC’s practice is to determine by lot the amount of the interest of each Direct Participant in such maturity to be

*Preliminary, subject to change

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

Redemption proceeds, distributions and dividend payments on the 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 Issuer or Agent, on the 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 or the Department of Transportation of Maryland (the "Department"), subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions and dividend payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the Department, and 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 Bonds at any time by giving reasonable notice to the Department. Under such circumstances, in the event that a successor securities depository is not obtained, Bond certificates are required to be printed and delivered.

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

BOOK-ENTRY ONLY SYSTEM — MISCELLANEOUS

The information in the section "Book-Entry Only System - General" has been obtained by the Department from sources that the Department believes to be reliable. The Department takes no responsibility for the accuracy or completeness thereof. The Department will have no responsibility or obligation to DTC Participants or the persons for whom they act as nominees with respect to the payments to or the providing of notice to the DTC Participants, or the Indirect Participants, or Beneficial Owners. The Department cannot and does not give any assurance that DTC Participants or others will distribute principal and interest payments paid to DTC or its nominees, as the registered owner, or any redemption or other notices, to the Beneficial Owners, or that they will do so on a timely basis or that DTC will serve and act in the manner described in this Official Statement.

TERMINATION OF BOOK-ENTRY ONLY SYSTEM

In the event that the Book-Entry Only System is discontinued, the Bonds will be delivered by DTC to the Registrar and such Bonds will be exchanged for Bonds registered in the names of the DTC Participants or the Beneficial Owners identified to the Registrar. In such event, certain provisions of the Bonds pertaining to ownership of the Bonds will be applicable to the registered owners of the Bonds as described below.

Interest on the Bonds will be payable by check mailed by the Paying Agent and Registrar to the persons in whose names the Bonds are registered as of the close of business on the Regular Record Date (being the fifteenth day of the month immediately preceding each interest payment date) at the addresses shown on the registration books of the Department maintained by the Registrar; provided, however, that any such interest not punctually paid or duly provided for shall cease to be payable to the registered owner on such Regular Record Date, and may be paid to the persons in whose names such Bonds are registered as of the close of business on a date to be fixed by the Paying Agent for the payment of such defaulted interest (the "Special Record Date"), notice of which will be given by letter mailed first class, postage prepaid, to such persons, not less than 30 days prior to such Special Record Date, at the addresses of such persons appearing on the registration books of the Department maintained by the Registrar, or may be paid at any time in any other lawful manner not inconsistent with the requirements of any securities exchange on which the Bonds may be listed and upon such notice as may be required by such exchange. The principal of and premium, if any, on the Bonds will be payable at the principal office of the Paying Agent.

The Bonds in fully certificated form will be fully registered Bonds without coupons in the denomination of \$5,000 each or any integral multiple thereof. Bonds will be transferable only upon the registration books kept at the principal office of the Registrar, by the registered owner thereof in person, or by an attorney duly authorized in writing, upon surrender thereof together with a written instrument of transfer in the form attached thereto and satisfactory to the Registrar, and duly executed by the registered owner or a duly authorized attorney. The Department may deem and treat the person in whose name a Bond is registered as the absolute owner thereof for the purpose of receiving payment of or on account of the principal or redemption price thereof and interest due thereon and for all other purposes.

The Bonds may be transferred or exchanged at the principal office of the Registrar. Upon any such transfer or exchange, the Department shall execute and the Registrar shall authenticate and deliver a new registered Bond or Bonds without coupons of any of the authorized denominations in an aggregate principal amount equal to the principal amount of the Bond exchanged or transferred, and maturing on the same date and bearing interest at the same rate. In each case, the Registrar may require payment by any holder of Bonds requesting exchange or transfer of Bond of any tax, fee, or other governmental charge, shipping charges, and insurance they may be required to be paid with respect to such exchange or transfer, but otherwise no charge shall be made to the holder of Bonds for such exchange or transfer. The Registrar shall not be required to transfer or exchange any certificate after the mailing of notice calling such Bond or portion thereof for redemption as herein above described; provided, however, that the foregoing limitation shall not apply to that portion of a Bond in excess of \$5,000 which is not being called for redemption.

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OFFICIAL NOTICE OF SALE
\$250,000,000*
DEPARTMENT OF TRANSPORTATION OF MARYLAND
CONSOLIDATED TRANSPORTATION BONDS, SERIES 2013 (SECOND ISSUE)

NOTICE IS HEREBY GIVEN that electronic bids only for the purchase of the issue of \$250,000,000* Department of Transportation of Maryland Consolidated Transportation Bonds, Series 2013 (Second Issue) (the “Bonds”) will be received by the Department of Transportation of Maryland (the “Department”), an agency of the State of Maryland (the “State”) on the date and up to the time specified below:

Sale Date: Wednesday, November 20, 2013 (unless rescheduled as provided herein)
Sale Time: 11:00 A.M. Local Baltimore, Maryland Time
Electronic Bids: Must be submitted through *PARITY*® as described below.
No other form of bid or provider of electronic bidding services will be accepted.

Bids will be received for the purchase of all, but not less than all, of the Bonds. The Bonds are more particularly described in the Preliminary Official Statement dated November 7, 2013 (the “Preliminary Official Statement”) relating to the Bonds, available at the Department’s website, <http://www.mdot.maryland.gov>, and <http://i-dealprospectus.com>. Prior to accepting bids, the Department reserves the right to adjust the aggregate principal amount and principal amounts of each maturity of the Bonds being offered, to change the terms of the Bonds, to postpone the sale of the Bonds to a later date, or to cancel the sale of the Bonds.

Consideration of the bids and the award will be made by the Department on the Sale Date (as set forth above) and in accordance with the Bidding Parameters Table herein. The Department also reserves the right to adjust the principal amount of the Bonds offered, to eliminate maturities, or to cancel the sale of the Bonds after the bids are opened as further described herein. See “ADJUSTMENT of PRINCIPAL AMOUNTS” and “POSTPONEMENT OR AMENDMENT”.

BOND DETAILS

The Bonds will be dated as of the date of delivery, expected to be on or about December 12, 2013, and will bear interest at the rate or rates per annum specified by the successful bidder as hereinafter provided. Interest on the Bonds will accrue from the dated date and will be payable June 1, 2014 and semiannually thereafter on each December 1 and June 1 until maturity or earlier redemption as provided herein under “OPTIONAL REDEMPTION”. The Bonds will mature, subject to redemption prior to maturity as hereinafter mentioned, on December 1 as follows:

\$250,000,000* Consolidated Transportation Bonds, Series 2013 (Second Issue)

Year	Amount*	Year	Amount*
2016	\$ 15,425,000	2023	\$ 19,525,000
2017	15,885,000	2024	20,305,000
2018	16,360,000	2025	21,220,000
2019	16,855,000	2026	22,280,000
2020	17,360,000	2027	23,395,000
2021	18,050,000	2028	24,565,000
2022	18,775,000		

The Bonds will be issued in fully registered form without coupons. One bond representing the aggregate principal amount of the Bonds maturing in each year, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York (“DTC”) which will act as a securities depository of the Bonds. Individual purchases of the Bonds will be made in book-entry form only in the principal amount of \$5,000 or any integral multiple thereof. Purchasers will not receive physical delivery of certificates. Principal and interest are payable by the Department to DTC or its nominee as registered owner of the Bonds. The successful bidder, as a condition of delivery of the Bonds, will be required to deposit the Bonds with DTC.

* Preliminary, subject to change. In no event, however, shall the issue size exceed \$300,000,000.

BIDDING PARAMETERS TABLE¹ *

INTEREST		PRICING	
Dated Date:	Date Of Delivery	Max. Aggregate Bid Price:	115%
Anticipated Date Of Delivery:	December 12, 2013	Min. Aggregate Bid Price:	98.5%
Interest Payment Dates:	June 1 and December 1		
First Interest Payment Date:	June 1, 2014	Max. Reoffering Price (each maturity):	No Limit
Coupon Multiples:	1/8 or 1/20 of 1%	Min. Reoffering Price (each maturity):	98.5%
High Coupon per Maturity:	5.50%	Maximum TIC:	N/A
Low Coupon per Maturity:		Maximum Difference Between Coupons:	N/A

PRINCIPAL		PROCEDURAL	
Optional Redemption:	Due on and after December 1, 2022, callable on December 1, 2021 and thereafter at par.	Sale Date and Time:	November 20, 2013; 11:00 a.m. Local Baltimore, MD Time
Post-bid Principal increase maximum by maturity:	15%	Bid Submission:	Electronic bids through <i>PARITY</i> [®] only
Post-bid Principal reduction maximum by maturity:	15%	All or None?	Yes
Term Bonds:	Any two or more consecutive maturities may be designated as Term Bonds	Bid Award Method:	Lowest TIC
Good Faith Deposit:	\$2,500,000*; As more fully described on Page F-5 "GOOD FAITH DEPOSIT"	Bid Confirmation:	Email confirmation
		Awarding of Bid:	On the Sale Date by the Department

¹ If numerical or date references contained in the body of this Official Notice of Sale conflict with the Bidding Parameters Table, the Bidding Parameters Table of this Official Notice of Sale shall control. Consult the body of this Official Notice of Sale for a detailed explanation of the Terms contained in the Bidding Parameters Table, including interpretation of such items and methodologies used to determine such items.

* Preliminary, subject to change

Contact Information

Maryland Department of Transportation (Issuer)

Department of Finance-4th Floor
7201 Corporate Center Drive
Hanover, MD 21076

David L. Fleming, Chief Financial Officer
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Email: dfleming@mdot.state.md.us

Linda S. Williams, Assistant Director
Phone: (410) 865-1043
Email: lwilliams@mdot.state.md.us

June R. Hornick, Debt Manager
Phone: (410) 865-1039
Email: jhornick@mdot.state.md.us

Kutak Rock LLP (Bond Counsel)

1101 Connecticut Avenue N.W., Suite 1000
Washington, DC 20036-4374

Alicia Terry, Partner
Phone: (202) 828-2441
Email: alicia.terry@kutakrock.com

Public Financial Management, Inc. (Financial Advisor)

Bank of America Plaza
600 Peachtree Street NE, Suite 3770
Atlanta, GA 30308

David C. Miller, Managing Director
Phone: (407) 648-2208
Email: millerd@pfm.com

Michael McDonald, Senior Managing Consultant
Phone: (404) 410-2226
Email: mcdonaldm@pfm.com

Strategic Solutions Center, LLC (Financial Advisor)

8181 Professional Place, Suite 202
Landover, MD 20785

Major Riddick
Katrina R. Riddick
Phone: (301) 577-8900, ext. 104
Phone: (443) 286-5273
Email: katrina_riddick@msn.com

I-Deal/ Parity[®] (Electronic Bidding Platform)

Client Services
Phone: (212) 849-5021
Email: parity@i-deal.com

ADJUSTMENT OF PRINCIPAL AMOUNTS

The preliminary aggregate principal amount of the Bonds and the preliminary principal amount of each maturity of the Bonds as set forth above in BOND DETAILS may be revised before the receipt of electronic bids for their purchase. **ANY REVISIONS TO THE PRELIMINARY AMOUNTS WILL BE ANNOUNCED THROUGH THE MUNICIPAL MARKET MONITOR (“TM3”) (www.tm3.com) NEWS SERVICE NOT LATER THAN 4:00 P.M., LOCAL BALTIMORE, MARYLAND TIME, ON THE BUSINESS DAY IMMEDIATELY PRIOR TO THE DAY ANNOUNCED FOR RECEIPT OF BIDS.** Bidders shall submit bids based on the preliminary amounts, as may be revised (the “Bid Amounts”). Bid Amounts will be used to compare bids and select a winning bidder.

Furthermore, if after final computation of the bids, the Department determines in its sole discretion that the funds required by the Department are either more or less than the proceeds of the sale of the Bonds, the Department reserves the right to increase or decrease any maturity amount of the Bonds (or any sinking fund installment in the case of a term bond), by an amount not to exceed fifteen percent (15%) of the stated amount of each such maturity of the Bid Amounts and correspondingly adjust the issue size, with all calculations to be rounded to the nearest \$5,000.

In the event of any such adjustment, no rebidding or recalculation of the bid submitted will be required or permitted. If necessary, the total purchase price of the Bonds will be increased or decreased in direct proportion to the ratio that the adjustment bears to the aggregate principal amount of the Bonds specified herein; and the Bonds of each maturity, as adjusted, will bear interest at the same rate and must have the same initial reoffering yields as specified in the bid of the successful bidder. However, the award will be made to the bidder whose bid produces the lowest true interest cost (“TIC”), calculated as specified in the section entitled “AWARD OF BONDS” herein, solely on the basis of the Bonds offered pursuant to the Bid Amounts, without taking into account any adjustment in the amount of the Bonds set forth in the Bid Amounts. **THE SUCCESSFUL BIDDER MAY NOT WITHDRAW ITS BID OR CHANGE THE INTEREST RATES BID OR THE INITIAL REOFFERING PRICES AS A RESULT OF ANY CHANGES MADE TO THE PRINCIPAL AMOUNTS WITHIN THESE LIMITS. IN READJUSTING THE PRINCIPAL AMOUNT OF THE BONDS FOLLOWING THE AWARD, THE DEPARTMENT WILL HOLD CONSTANT THE BIDDER’S GROSS SPREAD PER \$1,000 OF BONDS AS INDICATED IN THE ORIGINAL BID.** In this process, however, the Department reserves the right to adjust the actual dollar amount of the Bidder’s gross spread resulting from an upward or downward adjustment of the Bid Amounts.

SECURITY AND PURPOSE

The Bonds are obligations of the Department, authorized to be issued by Sections 3-101 to 3-217, inclusive, of the Transportation Article of the Annotated Code of Maryland (2008 Replacement Volume, as amended and supplemented) (the “Act”), by resolutions of the Maryland Board of Public Works adopted on October 16, 2013 and by a resolution of the Secretary of Transportation (the “Secretary”) dated as of October 25, 2013.

Pursuant to legislation of the State discussed in the Preliminary Official Statement dated November 7, 2013 relating to the Bonds under the heading entitled “SECURITY,” the Secretary has determined that the Department will not maintain a debt service reserve component for the Bonds.

The Bonds will be of equal priority with previously issued and outstanding and with subsequently issued Consolidated Transportation Bonds except that certain series of Consolidated Transportation Bonds issued prior to July 1, 2011 shall be equally and ratably secured by additional revenues pledged to their repayment which are not pledged to the Bonds and other series of Consolidated Transportation Bonds issued after July 1, 2011. The principal of and interest on the Bonds are payable from the proceeds of certain taxes that are levied by statute and irrevocably pledged to that exclusive purpose before being available for other uses.

The proceeds of the sale of the Bonds will be used for the purpose of providing a portion of the capital cost of transportation facilities as provided in the Act after payment of expenses, including underwriter’s cost, incurred in the issuance of the Bonds.

OPTIONAL REDEMPTION

The Bonds maturing on or after December 1, 2022 are subject to redemption prior to maturity on or after December 1, 2021 as a whole or in part at the option of the Secretary on at least 30 days notice and, if in part, in any order of maturity, at the option of the Secretary, at the redemption price of par (100%), plus accrued interest, if any, to the redemption date.

PROCEDURES FOR ELECTRONIC BIDDING

Bids may be submitted electronically via **PARITY**[®] pursuant to this Official Notice of Sale on Wednesday, November 20, 2013 until 11:00 a.m., local Baltimore, Maryland time, but no bid will be received after the time for receiving bids specified above. To the extent any instructions or directions set forth in **PARITY**[®] conflict with this Official Notice of Sale, the terms of this Official Notice of Sale shall control. For further information about **PARITY**[®], potential bidders may contact **PARITY**[®] by telephone at (212) 849-5021.

Disclaimer

Each prospective electronic bidder shall be solely responsible to submit its bid via **PARITY**[®] as described above. Each prospective electronic bidder shall be solely responsible to make necessary arrangements to access **PARITY**[®] for the purpose of submitting its bid in a timely manner and in compliance with the requirements of this Official Notice of Sale. Neither the Department nor **PARITY**[®] shall have any duty or obligation to provide or assure access to **PARITY**[®] to any prospective bidder, and neither the Department nor **PARITY**[®] shall be responsible for proper operation of, or have any liability for any delays or interruptions of, or any damages caused by, **PARITY**[®]. The Department is using **PARITY**[®] as a communication mechanism, and not as the Department's agent, to conduct the electronic bidding for the Bonds. The Department is not bound by any advice and determination of **PARITY**[®] to the effect that any particular bid complies with the terms of this Official Notice of Sale and, in particular, under the heading entitled "BID SPECIFICATIONS". All costs and expenses incurred by prospective bidders in connection with their registration and submission of bids via **PARITY**[®] are the sole responsibility of the bidders. The Department is not responsible, directly or indirectly, for any costs or expenses. If a prospective bidder encounters any difficulty in submitting, modifying, or withdrawing a bid for the Bonds, the bidder should telephone **PARITY**[®] at i-Deal, LLC, (212) 849-5021, and notify the Department by telephone at (410) 865-1035 or email at jhornick@mdot.state.md.us.

Electronic Bidding Procedures

Electronic bids must be submitted for the purchase of the Bonds (all or none) via **PARITY**[®]. Bids will be communicated electronically to the Department at 11:00 a.m., local Baltimore, Maryland time, on Wednesday, November 20, 2013. Prior to that time, an eligible prospective bidder may (1) submit the proposed terms of its bid via **PARITY**[®], (2) modify the proposed terms of its bid, in which event the proposed terms as last modified will (unless the bid is withdrawn as described herein) constitute its bid for the Bonds or (3) withdraw its proposed bid. Once the bids are communicated electronically via **PARITY**[®] to the Department, each bid will constitute an irrevocable offer to purchase the Bonds on the terms therein provided. For purposes of the electronic bidding process, the time as maintained on **PARITY**[®] shall constitute the official time.

GOOD FAITH DEPOSIT

The successful bidder for the Bonds shall wire transfer to the Department **\$2,500,000*** (two million and five hundred thousand dollars)* (the "Good Faith Deposit") in immediately available funds as instructed by the Department's Financial Advisor, Public Financial Management, Inc. The successful bidder shall submit the Good

* Preliminary, subject to change

Faith Deposit not more than three hours after verbal award is made. If the Good Faith Deposit is not received in the time allotted, the bid of the successful bidder may be rejected and the Department may direct the next lowest bidder to submit a Good Faith Deposit and thereafter may award the sale of the Bonds to the same. If the successful bidder fails to comply with the Good Faith Deposit requirement as described herein, that bidder is nonetheless obligated to pay to the Department the sum of \$100,000 as liquidated damages. If the successful bidder fails to comply with the terms of its bid, the Good Faith Deposit may be retained by the Department as full liquidated damages; otherwise the amount thereof will be applied to the purchase price of the Bonds at the time of delivery. No interest on the Good Faith Deposit will accrue to the successful bidder.

BID SPECIFICATIONS

No bid for less than all maturities of the Bonds or for less than ninety-eight and one-half percent (98.5%) of the par value or greater than one hundred fifteen percent (115%) of the par value of the Bonds will be considered.

Bidders must specify the rate or rates of interest to be paid on the Bonds in multiples of one-eighth (1/8) or one-twentieth (1/20) of one percent (1%). Bidders may specify more than one rate of interest to be borne by the Bonds, but shall not specify more than one interest rate for any bonds having the same maturity.

The maximum coupon interest rate for all maturities has been set by the Department at five and one half percent (5.50%). Any changes to this bidding restriction will be communicated via TM3 and *PARITY*®.

The successful bidder shall make a bona fide public offering of the Bonds at their respective initial reoffering prices and shall provide the related certification described below. The successful bidder must reasonably expect to sell to the public 10% or more in par amount of the Bonds from each maturity thereof at the initial reoffering prices.

The Department encourages each bidder for the Bonds to make a good faith effort to include minority business enterprises in their bidding syndicate.

The successful bidder will be requested to provide a list of syndicate members which identifies the minority enterprise members, if any, and indicates their percentage of participation.

AWARD OF BONDS

The Bonds, if awarded, will be awarded on the same day as the date of sale to the successful bidder complying with the terms of this Official Notice of Sale and offering to purchase the Bonds at the lowest true interest cost to the Department determined in accordance with the TIC method as set forth below. If two or more bidders offer to purchase the Bonds at the same lowest TIC, the Bonds shall be awarded by lot to one of these bidders.

The lowest TIC will be determined by doubling the semiannual interest rate, compounded semiannually, necessary to discount the debt service payments from the payment dates to the date of the Bonds and to the amount bid, not including interest accrued to the date of delivery.

POSTPONEMENT OR AMENDMENT

The Department reserves the right to amend this Official Notice of Sale including changes in amounts or maturities or postponement of the date established for the receipt of bids. **Any such postponement will be announced by TM3 not later than 9:30 a.m., local Baltimore, Maryland time, on the day designated for receipt of bids. Any such amendment to the principal amounts may be made up until 4:00 p.m. on the business day prior to the day designated for receipt of bids.** If any date fixed for the receipt of bids and the sale of the Bonds is postponed, any alternative sale date will be announced via TM3 at least 24 hours prior to such alternative sale date. On any such alternative sale date, any bidder may submit an electronic bid for the purchase of the Bonds in conformity in all respects with the provisions of this Official Notice of Sale, except for the date of sale and except for the changes described in the next sentence. If the date fixed for receipt of bids is postponed to a date later than the dated date of the Bonds, the dates of the semiannual interest payments on the Bonds and the dates of

the annual principal payments may be changed and, accordingly, the date from which interest will accrue shall change. Such changes, if any, will be announced by TM3 at the time the alternative sale date and time are announced.

DELIVERY OF BONDS

Upon notice from and at the expense of the Department, one bond representing each maturity of the Bonds shall be duly executed and authenticated and registered in the name of Cede & Co. as nominee of DTC, as registered owner of the Bonds, and the Bonds will be delivered at a location in Jersey City, New Jersey, or such other place designated by DTC, upon payment of the amount of the successful bid, plus accrued interest, if any, to the date of delivery, less the Good Faith Deposit made. Such payment shall be made in federal funds. Delivery of the Bonds is expected to occur on or about December 12, 2013.

REOFFERING PRICES

Simultaneously with or before delivery of the Bonds, the successful bidder shall furnish to the Department a certificate acceptable to Bond Counsel to the effect that (i) the successful Bidder has made a bona fide public offering of the Bonds at the initial reoffering prices, (ii) as of the date of the sale of the Bonds, the successful bidder reasonably expected to sell a substantial amount of the Bonds to the public (excluding bond houses, brokers and other intermediaries) at their respective reoffering prices, and (iii) a substantial amount of the Bonds was sold to the public (excluding bond houses, brokers and other intermediaries) at their respective initial reoffering prices, and shall further specify such other facts regarding the actual sale of the Bonds as Bond Counsel shall request, as described below. Bond Counsel advises that (i) such certificate must be made on the best knowledge, information and belief of the successful bidder; (ii) the sale to the public of 10% or more in par amount of the Bonds of each maturity at (or below) the reoffering prices would be sufficient to certify as to the sale of a substantial amount of the Bonds; and (iii) reliance on other facts as a basis for such certification would require evaluation by Bond Counsel to assure compliance with the federal tax requirement to avoid the establishment of an artificial price for the Bonds.

CUSIP NUMBERS

It is anticipated that CUSIP identification numbers will be printed on the Bonds, but neither the failure to print such numbers on any Bonds nor any error with respect thereto shall constitute cause for a failure or refusal by the purchaser thereof to accept delivery of and pay for the Bonds. All expenses in relation to the printing of the CUSIP identification numbers on the Bonds shall be paid by the Department. **However, the CUSIP Global Services charge for the assignment of such numbers shall be the responsibility of and shall be paid by the successful bidder.**

LEGAL OPINION OFFICIAL STATEMENT CERTIFICATE NO LITIGATION CERTIFICATE

It shall be a condition to the obligation of the successful bidder to accept delivery of and to pay for the Bonds that, simultaneously with or before delivery and payment for the Bonds, said bidder shall be furnished, without cost, with (a) the opinion of Kutak Rock LLP, Washington, D.C., Bond Counsel to the Department, dated as of the date of delivery of the Bonds, substantially in the form included as Appendix C to the Preliminary Official Statement; (b) a certificate of the Office of the Attorney General of the State, dated as of the date of delivery of the Bonds, to the effect that there is no litigation pending or, to the best of its knowledge, threatened, which in any manner will affect the validity of the Act under which the Bonds will be issued; (c) an Official Statement relating to the Bonds (the "Official Statement") dated as of the date of the sale of the Bonds and substantially in the form of the Preliminary Official Statement; (d) a certificate of the Secretary to the effect that, to the best of his knowledge and belief, the Official Statement does not contain any untrue statement of a material fact and does not omit to state a material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading; and (e) the Continuing Disclosure Agreement substantially in the form included as Appendix D to the Preliminary Official Statement.

ADDITIONAL INFORMATION

As soon as practicable after the award of the Bonds to the successful bidder on the day of sale, the Department will authorize an Official Statement. The Department also will authorize and issue any supplement to the Official Statement that may be necessary between the date of the authorization of the Official Statement and the date of delivery of and payment for the Bonds. If so requested by the successful bidder at or before the close of business on the date of the sale, the Department will include in the Official Statement such pricing and other information with respect to the terms of the reoffering of the Bonds by the successful bidder (“Reoffering Information”), if any, as may be specified and furnished in writing by the successful bidder. If no Reoffering Information should be specified and furnished by the successful bidder, the Official Statement will include the interest rates on the Bonds resulting from the bid of the successful bidder and the other statements with respect to reoffering contained in the Preliminary Official Statement. The successful bidder shall be responsible to the Department and its officials in all respects for the Reoffering Information in any reoffering of the Bonds, including the presentation or inclusion of any Reoffering Information in any documents, including the Official Statement. The successful bidder also will be furnished without cost within seven (7) business days after the date of sale with up to 100 copies of the Official Statement (and any amendments or supplements thereto).

Additional information concerning the Department, this issue and a description of the security therefor is contained in the Preliminary Official Statement, to which prospective bidders are directed. Such Preliminary Official Statement is provided for informational purposes only and is not a part of this Official Notice of Sale. Such Preliminary Official Statement is deemed final by the Department as of its date for purposes of Rule 15c2-12 of the United States Securities and Exchange Commission (the “SEC”), but is subject to revision, amendment and completion in the Official Statement referred to above.

In order to assist bidders in complying with Rule 15c2-12(b)(5) of the SEC, the Department will execute and deliver a continuing disclosure agreement on the date of issuance of the Bonds pursuant to which it will undertake to provide certain information annually and notices of certain events. A proposed form of this agreement is set forth in the Preliminary Official Statement and will also be set forth in the Official Statement.

THE RIGHT IS RESERVED TO REJECT ANY OR ALL BIDS. The Department’s judgment shall be final and binding upon all bidders with respect to the form and adequacy of any bid received and as to its conformity to the terms of this Official Notice of Sale.

James T. Smith, Jr.
Secretary of Transportation

Dated: November 7, 2013