OHIO Turnpike Commission

Charting our course in challenging times

Maintaining value, service, and mobility

Comprehensive Annual Financial Report For The Year Ended December 31, 2008

Members & Officers

Joseph A. Balog
Chairman

David O. Regula
Vice Chairman

George F. Dixon III
Secretary/Treasurer

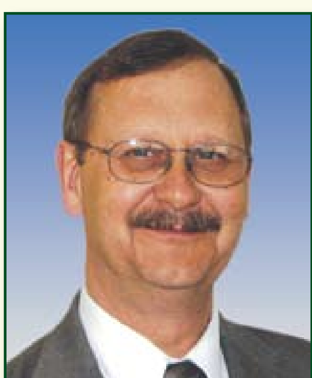
Edward A. Kidston
Member

James G. Beasley
Director of Transportation
Member Ex-Officio
(Retired: Jan. 31, 2009)

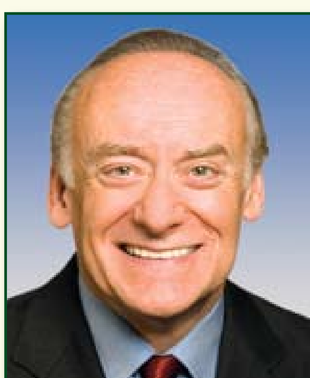
Jolene M. Molitoris
Director of Transportation
Member Ex-Officio
(Appointed: Jan. 31, 2009)

Stephen P. Buehrer
Senate Member

Stephen E. Reinhard
House Member



L. George Distel
Assistant Secretary/Treasurer
Executive Director



Lt. Governor Lee Fisher
Director of Development
Member Ex-Officio

J. Pari Sabety
Director of OBM
Member Ex-Officio

Independent Auditors:
Ciuni and Panichi, Inc.

Trustee:
The Huntington National Bank,
Cleveland, OH

Consulting Engineers:
HNTB Ohio, Inc., Cleveland, OH

Prepared by:
CFO/Comptroller's Office and
the Office of Public Affairs
& Marketing

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2008 Introductory Section

Letter of Transmittal

The OHIO Turnpike Commission

682 Prospect Street
Berea, Ohio 44017
telephone: 440.234.2081
fax: 440.234.4618
www.ohioturnpike.org

April 17, 2009

To:
The Honorable Ted Strickland, Governor, and
The General Assembly of Ohio

The Ohio Turnpike Commission, pursuant to law, presents herewith its sixtieth annual report covering the period from January 1, 2008 through December 31, 2008.

Respectfully yours,

Joseph A. Balog
Chairman

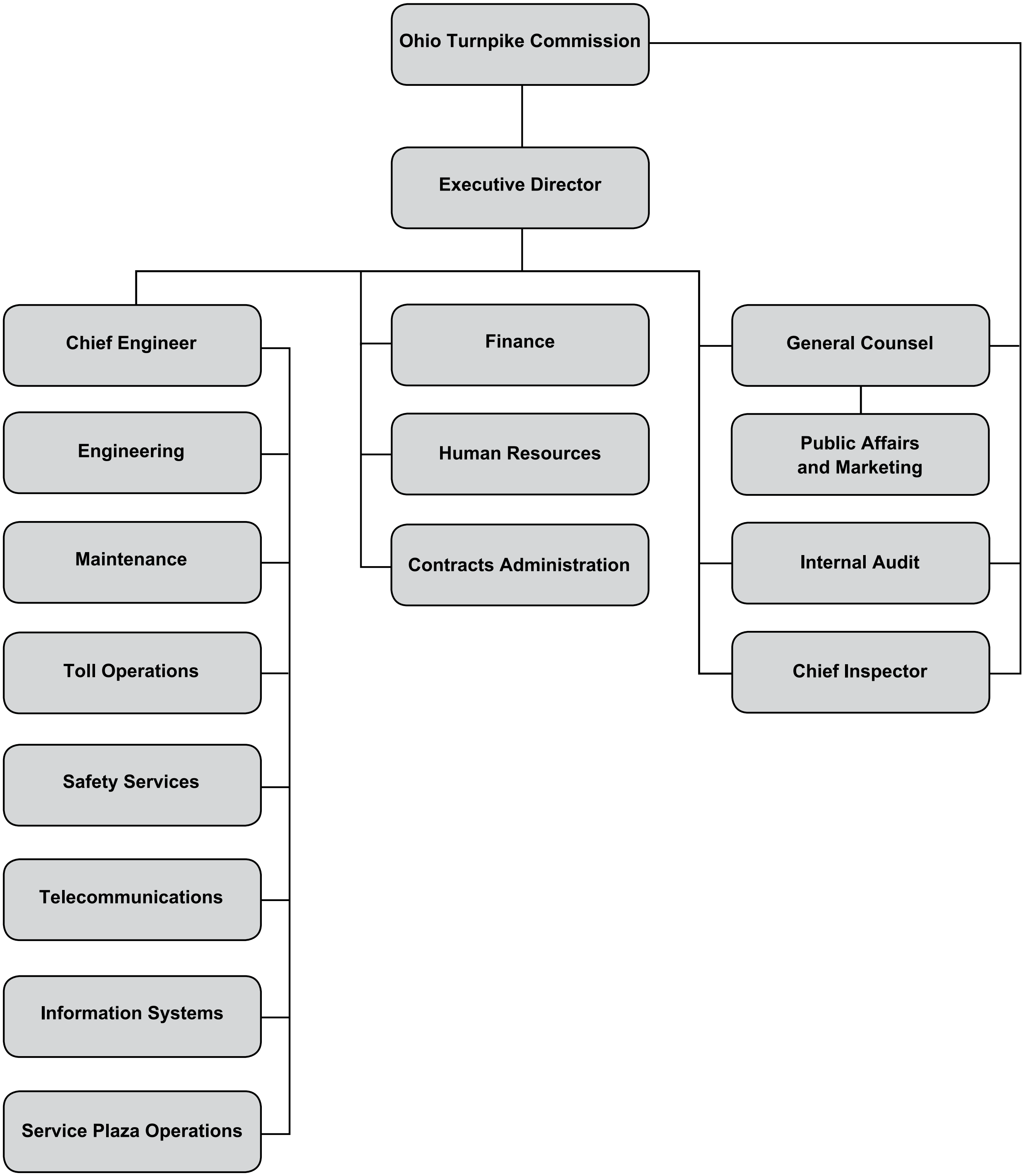
David O. Regula
Vice Chairman

George F. Dixon III
Secretary – Treasurer

Edward A. Kidston
Member

Jolene M. Molitoris
Member Ex-Officio

Organizational Chart



Members and Staff

Ohio Turnpike Commission Members

		APPOINTED	TERM EXPIRATION
Joseph A. Balog	Member	07/01/03	
	Vice Chairman	03/15/04	
	Chairman	08/15/05	06/30/15
David O. Regula	Member	03/05/04	
	Vice Chairman	08/15/05	06/30/13
George F. Dixon III	Member	10/05/01	
	Secretary-Treasurer	07/21/03	06/30/09
Edward A. Kidston	Member	06/24/05	06/30/11
James G. Beasley	Member Ex-Officio	03/05/07	Retired 01/31/09
Jolene M. Molitoris	Member Ex-Officio	01/31/09	—
Stephen P. Buehrer	Senate Member	05/07	—
Stephen E. Reinhard	House Member	02/07	—
Lee Fisher	Lieutenant Governor	04/07	—
J. Pari Sabety	Director, Office of Budget and Management	04/07	—

Ohio Turnpike Commission Administrative Staff

L. George Distel	Executive Director
Daniel Castrigano	Chief Engineer
Noelle Tsevdos	General Counsel
James Steiner	CFO/Comptroller
David Miller	Director of Audit and Internal Control
Sharon Isaac	Director of Toll Operations
Lauren Hakos	Public Affairs and Marketing Manager
Richard Morgan	Director of Information Systems
Tim Ujvari	Maintenance Engineer
William Keaton	Telecommunications Manager
Robin Carlin	Director of Human Resources
Dick Lash	Director of Safety Services
Richard Rob	Chief Inspector
Kathleen Weiss	Director of Contracts Administration and Government Affairs
Andrew Herberger	Director of Service Plaza Operations

Chairman's Letter

April 17, 2009

The past year's struggling economy impacted almost all businesses within every industry, including the Ohio Turnpike Commission. In fact, our highway is a fairly accurate barometer of how the economy is doing. Traffic volumes were down last year for both passenger cars and trucks. Yet, while the economic downturn seemed to be a common theme, the Commission was prepared to deal with the challenges we faced and made adjustments to manage the situation.

When fuel prices reached an all-time high in 2008, there was a general reduction in the number of trips that people were taking, which led to a significant decline in passenger car traffic on the Ohio Turnpike. Additionally, the economic slowdown caused a significant reduction in shipping and hauling, a trend which was evident nationwide. Fewer vehicles traveling on the Ohio Turnpike equated to less revenue. Thus, the decline in traffic greatly impacted the Ohio Turnpike's bottom line. Early on in 2008, the Commission recognized this trend and took direct action by delaying planned capital improvement projects and reducing the 2008 budget by $13 million.

As the Commission prepares future budgets, each expenditure will be thoroughly reviewed. Capital Projects will be prioritized so that those crucial to the maintenance and operations of the roadway are completed first, and any non-essential improvement projects will be completed when additional funding becomes available.

Regardless of the economic challenges we face, the Commission will continue with its mission: "To operate and maintain a user-fee supported highway with sound financial management that provides motorists and travelers with safe, modern and helpful services." We view the past year's revenue decline as a temporary setback, but have not allowed this to deter us from continuing to provide the services and amenities our customers expect, not the least of which is the much-anticipated electronic toll collection system (E-ZPass®), which is scheduled to "go-live" during the fourth quarter of 2009. Additionally, despite one of the harshest winter weather seasons and a huge escalation in the cost of road salt, the Ohio Turnpike's maintenance crews were well-prepared and continued to ensure that our roadway was clear during snow and ice events.

While the uncertain economy may last well into 2009, the Ohio Turnpike Commission is certain that we will meet these challenges. We will continue to set high standards for our services so that we remain the road of choice for those traveling across Northern Ohio.

Sincerely,

Joseph A. Balog

Joseph A. Balog
Chairman

Executive Director's Year in Review

Getting Started:
When the opportunity was presented to become Executive Director of this major transportation agency, I was confident in my abilities to provide strong leadership to a team that was already very knowledgeable about the tolling industry and doing a superb job in maintaining a vital east-west traffic and freight corridor. Gary Suhadolnik, the previous Executive Director, resigned his position on March 31, 2008, but agreed to remain with the Commission in an advisory capacity through June. This ensured a smooth transition, and the Commission is very grateful to Gary for his five and one half years of dedicated service.

I began my tenure on April 2, 2008, at the beginning of what some might call the most challenging economic climate our nation has endured since the Great Depression. While the economic challenges that presented themselves shortly after my arrival were certainly unavoidable, we have addressed them head on and I am thankful for the Commission members' support and resolve when faced with difficult decisions affecting our future.

During the first few months after my arrival, I traveled to all of the Turnpike's facilities, meeting employees at the eight maintenance buildings and the 31 toll interchanges, and quickly got up-to-speed on the Commission's operations and procedures. Immediately obvious to me was the Commission's primary obligation, which is to keep the Ohio Turnpike operating as a safe, reliable, and convenient highway for our customers; however, I learned that we have the added challenge of managing the concerns of our neighboring communities as well. I also arrived at the beginning of the most ambitious toll system project ever undertaken by the Commission, under which the Turnpike will be converting to an electronic toll collection system (E-ZPass®) in the fourth quarter of 2009.

I was soon also faced with having to address the effects of the struggling economy on the Commission's budget, while continuing to do everything possible to maintain the roadway and our facilities in a condition acceptable to our toll paying customers. With traffic and toll revenues down, a $13 million budget adjustment was made. I am proud of the efforts made by Commission staff to operate more efficiently, and to make the difficult decisions concerning where to trim already lean departmental budgets and which projects to delay.

Thus, we continued to move forward in 2008, charting a course through challenging and somewhat uncertain times. One thing that remains unchanged is our commitment to maintaining value, service and mobility for the millions of motorists who rely on our roadway to reach important destinations across the country each and every day.

To follow are a few important highlights during 2008.

Noise Mitigation Study:
Shortly after assuming my duties, I was made aware of the continued concerns expressed by neighboring communities and residents regarding traffic noise on the Ohio Turnpike. In fact, the General Assembly, in its biennial Transportation Budget, had initiated a Study and Pilot Project, requiring the Commission to study the viability of alternative noise mitigation methods or techniques that may alleviate some traffic noise along the Turnpike corridor.

The Commission issued a Request for Proposals for the Noise Mitigation Study and Pilot Project and, in July 2008, a contract was awarded to TranSystems of Cleveland, Ohio to perform this work. Pilot Project sites were selected, with construction of two selected noise mitigation methods to take place in the spring of 2009. A report is due to the Turnpike Legislative Review Committee by June 30, 2009. The Commission will analyze the findings produced by the Pilot Project, and ultimately make a determination on what, if any, further action will be taken.

Capital Improvement Updates:
The Commission completed two resurfacing projects in 2008 from Milepost 5.7 – 14.8 in Williams County and 111.7 – 118.8 in Erie County, and six bridges in Summit and Portage Counties were repainted.

Major renovations of the Toll Plazas located at Mileposts 52 and 64 were initiated in 2008, and will continue as the Commission performs modifications and adds new signage at all 31 interchanges as part of the new Toll Collection System Project with E-ZPass.

The largest percentage of the Commission's available capital dollars during 2008 were dedicated to the Toll Collection System Project. The Commission staff has been very busy with preparations to launch the new System with E-ZPass in the fourth quarter of 2009. In addition to the construction aspects of the project, which have been underway at each interchange, a great deal of "behind-the-scenes" work has been ongoing. Staff has been extremely busy working with the Toll System Integrator, TransCore (of Hummelstown, Pa.), in developing the new Systems, establishing transponder sales/distribution methods, developing the operational functions of the Customer Service Center, educating employees on the new technology, as well as creating general business rules. Staff has also been in extensive contact with other tolling authorities, like the New York State Thruway, the Pennsylvania Turnpike and the Indiana Toll Road to review many of the methods and procedures utilized by those authorities, so that we do not reinvent procedures that have previously been proven by time.

Toll Rate Adjustments:
One of the major changes involved with implementation of electronic tolling on the Ohio Turnpike will be conversion from a weight-based vehicle classification system used to calculate tolls to a more practical vehicle classification system based on counting axles. This change also entails a compression from eleven vehicle classes to seven, which also means that toll rates need to be adjusted when the E-ZPass System goes live. The Commission also needed to address the continued pressures on our budget due to the negative impact created by the struggling economy on traffic volumes and corresponding toll revenues. At the same time, the Commission has experienced increased costs with respect to rising fuel prices, utilities, road salt, maintenance equipment, construction materials and employment costs. Perhaps the best way to explain our financial dilemma is as follows: The Commission's revenues have increased by only 1.7 percent since the year 2000, but the Consumer Price Index has increased by 25 percent in that same time frame.

With the new toll rates, the Commission has created an incentive for those customers who have been requesting E-ZPass technology for several years. Passenger car customers who obtain and utilize an E-ZPass transponder will see no change in their rates, while rates will go up for those who do not participate in the program. Because of the compression of vehicle classes from eleven to seven, some toll rates will go up and some will go down, but the toll rate for a loaded 18-wheeler will actually be lowered from $33.50 to $32.00 for a full-length trip. In fact, the Ohio Turnpike's toll rates for commercial vehicles, which historically have been among the lowest in the country, will continue to remain among the lowest even after the adjustments. Additional rate changes will occur in 2012.

In November 2008, Commission members approved a resolution to conduct the three legally required public hearings on the proposed toll rate adjustments. The first public hearing was held on December 10, 2008 in Toledo, and the second hearing was held on December 16, 2008 in Boardman, near Youngstown. The third hearing took place on January 12, 2009 following the Commission Meeting at the Commission's Administrative Building in Berea.

Although no concerns were expressed by passenger car customers, concerns were raised by truckers, who, like the Ohio Turnpike, are experiencing the effects of the recession.

Commission staff carefully considered the comments submitted by the various witnesses at the public hearings and those received via the Commission's website. The staff is sensitive to the concerns of the trucking industry; however, the staff believes that it prepared a reasonable Toll Rate Structure that holds the line on tolls for E-ZPass customers while maintaining commercial toll rates that are still among the lowest in the country. In addition, the Commission is making this multi-million dollar investment to bring the added convenience of electronic tolling to its customers and particularly the trucking industry, which has long requested and is one of biggest proponents of E-ZPass.

The proposed Toll Rate Structure also addresses a critical problem facing the Commission that is the result of the economic downturn. The Commission has an obligation to adequately maintain the toll road and must take action to address the ongoing revenue shortfall. The continued deferral of highway maintenance and repair projects due to lower revenues will only increase the amount of damage and repairs that will need to be made to the highway infrastructure itself, as well as the ultimate cost of such repairs.

The new toll rate schedules were ultimately approved by the Commission at its March 2009 meeting and will be implemented when the electronic toll collection goes live.

Safety:
The Ohio State Highway Patrol (OSHP) District 10 continues to do an excellent job of patrolling the Turnpike, making sure that traffic is abiding by the rules of the road. In doing so, Ohio Turnpike Troopers issued 13,198 citations to motorists driving 20 mph or greater over the speed limit in 2008. Statewide, more than one-third (38 percent) of the 20+ mph citations in 2008 were issued on Saturday or Sunday. For all days of the week, 9:00-11:59 a.m. and 3:00-5:59 p.m. were the busiest for 20+ mph citations (accounting for 42 percent of the total).

While the heavy enforcement may not have been appreciated by those receiving citations, it may have resulted in one of the safest years on the Ohio Turnpike, with traffic fatalities lower than they have been in the past eight years. While we always strive for a fatality-free year, the Ohio Turnpike remains one of the safest interstates in the nation with an accident rate less than half the national average.

Winter Weather:
The winter of 2008 was extremely harsh with substantial amounts of snowfall and the concern of salt shortages. As always, our maintenance forces were up to the task of clearing the road despite the most adverse weather conditions. While it was challenging at times, the Commission kept full crews active during snow storms, providing the best and safest condition possible for motorists needing to reach their destination.

We are pleased to receive positive comments from customers about the superb snow removal process performed by Turnpike crews. We will continue to make this a top priority.

Improving Efficiency:
Early on, I began conducting monthly meetings with the Ohio Department of Transportation (ODOT) to compare notes and look for ways to possibly improve efficiency, whether in operational practices or by combining efforts through partnerships among our agencies. Through these meetings, we ultimately sought a legislative change that enables the Commission to participate in ODOT Purchasing Contracts when it makes financial sense to do so. We greatly appreciate ODOT's assistance in this regard.

The Commission's Purchasing Staff also began work on an initiative to perform all informal pricing inquiries on-line, while still reaching out to all possible vendors interested in conducting business with the Commission. With the implementation of this new pricing method, significant cost savings are expected.

Working with other tolling agencies has been extremely vital in providing details that will help us evaluate future needs with regard to E-ZPass and other projects. The Ohio Turnpike Commission is an active member of the International Bridge, Tunnel and Turnpike Association (IBTTA). The IBTTA is comprised of toll authorities and associated industries around the world, and provides a forum for sharing knowledge and ideas to promote and enhance toll-financed transportation services. The Commission plans to continue its involvement with IBTTA so that we can remain informed of trends throughout the tolling industry as they emerge.

Future Capital Plans:
The Commission is committed to maintaining the highest level of services and amenities for the traveling public who choose to use the Ohio Turnpike. Therefore, our long term capital improvement plans including the following:

1) Service Plaza Reconstruction.
The Commission plans to replace and reconstruct the remaining original service plazas that were constructed in 1955. The service plazas in Williams County (Milepost 20.8) were demolished in 2006, and detailed designs for their reconstruction are complete and ready for bid. The original service plaza facilities located in Lucas County (Milepost 49.0) and Mahoning County (Milepost 237.2) are still open and serving customers; however, these sites are also due for complete demolition and reconstruction.

In addition, we would like to pursue a truck-stop electrification project at one of our service plazas, where truckers can turn their engines off and hook up to electrical power for heating, air conditioning and other amenities inside their cabs instead of continued idling. Idling engines cause noise pollution, air pollution and wear and tear on truckers' engines, not to mention increased diesel fuel consumption.

2) Replacement of the Original Concrete Base.
The Commission is in the process of reviewing and analyzing the condition of the concrete pavement under the original two directional lanes (965 lane miles), which is more than 50 years old. A study is currently underway to develop a Master Plan for the eventual replacement of the concrete base. Findings are due in June 2009 from which final recommendations will be made by the Commission's Engineering Department.

3) Completion of the Third Lane Project.
The Third Lane Project began in 1996 and, to-date, 147 miles of the 160-mile Third Lane Program have been constructed. An additional 21.8 lane miles of third lane remain to be completed and are part of the Commission's long term capital improvement plans. The remaining sections include Milepost 178 to 185 in Summit County and Milepost 59 to 64 in Lucas and Wood Counties.

Staying On Course:
The Ohio Turnpike has been serving motorists since 1955, providing them with the safest, most efficient and convenient road to travel in Ohio. Even in the most difficult times, the Ohio Turnpike Commission will utilize the leadership and dedication of its employees to meet these needs. While it was an eventful year filled with many challenges and some significant changes, this will undoubtedly strengthen our organization.

CFO/Comptroller's Report
The Ohio Turnpike Commission

James T. Steiner
CFO / Comptroller

April 17, 2009

Ohio Turnpike Commission and Executive Director:

The Comprehensive Annual Financial Report (CAFR) of the Ohio Turnpike Commission (the "Commission") for the year ended December 31, 2008, is hereby submitted. Responsibility for both the accuracy of the data and the completeness and fairness of the financial presentation, including all disclosures, rests with the CFO/Comptroller's Office of the Commission. To the best of my knowledge and belief, the accompanying data are accurate in all material respects and are reported in a manner designed to present fairly the financial position, results of operations and cash flows of the Commission. All disclosures necessary to enable the reader to gain an understanding of the Commission's financial activities have been included. Readers of these financial statements are encouraged to review Management's Discussion and Analysis for an overview of the Commission's financial position and the results of 2008 operations.

The accompanying financial statements include only the accounts and transactions of the Commission. The Commission has no component units nor is it considered a component unit of the State of Ohio. The Commission is considered, however, a related organization to the State of Ohio.

Accounting Policies and Internal Controls

The Commission's reporting entity and its accounting policies are briefly described in Note 1 of the financial statements. The Commission is required to have annual audits of its financial statements by an independent certified public accountant approved by the Auditor of the State of Ohio.

The management of the Commission is responsible for establishing and maintaining internal controls designed to ensure that the assets of the Commission are protected from loss, theft or misuse and to ensure that adequate accounting data are compiled to allow for the preparation of financial statements in conformity with accounting principles generally accepted in the United States of America. The internal controls are designed to provide reasonable, but not absolute, assurance that these objectives are met. The concept of reasonable assurance recognizes that: (1) the cost of a control should not exceed the benefits likely to be derived; and (2) the valuation of costs and benefits requires estimates and judgments by management.

682 Prospect Street, Berea, Ohio 44017-2799 Phone: (440) 234-2081 Fax: (440) 234-7180
www.ohioturnpike.org
Serving the nation – The James W. Shocknessy Ohio Turnpike

CFO/Comptroller's Report
The Ohio Turnpike Commission

James T. Steiner
CFO / Comptroller

In addition to the independent audit, the Commission maintains its own Internal Audit Department. This department is responsible for strengthening and reviewing the Commission's internal controls. The Internal Audit Department performs its own in-depth operational and financial audits and provides assistance to the independent auditors as well.

Awards

The Government Finance Officers Association of the United States and Canada (GFOA) awarded a Certificate of Achievement for Excellence in Financial Reporting to the Ohio Turnpike Commission for its Comprehensive Annual Financial Report for the year ended December 31, 2007. The Certificate of Achievement is a prestigious national award, recognizing conformance with the highest standards for preparation of state and local government financial reports. The Commission was the first Turnpike to be awarded this honor in 1985. Since then, the Commission has received this award for every year with the exceptions of 1989 and 1990, when no applications were submitted. In order to be awarded a Certificate of Achievement, a governmental unit must publish an easily readable and efficiently organized comprehensive annual financial report, the contents of which conform to program standards. Such reports must satisfy both generally accepted accounting principles and applicable legal requirements.

A Certificate of Achievement is valid for a period of one year only. We believe our current report continues to conform to the Certificate of Achievement program's requirements, and we are submitting it to the GFOA to determine its eligibility for another certificate.

Acknowledgments

Preparation of this report could not have been accomplished without the dedicated services of the staff of the CFO/Comptroller's Office, the Director of Audit and Internal Control, the Public Affairs and Marketing Manager, and the various department heads and employees who assisted with and contributed to its preparation.

Respectfully submitted,

James T. Steiner

James T. Steiner
CFO/Comptroller

682 Prospect Street, Berea, Ohio 44017-2799 Phone: (440) 234-2081 Fax: (440) 234-7180
www.ohioturnpike.org
Serving the nation – The James W. Shocknessy Ohio Turnpike

Certificate of Achievement for Excellence in Financial Reporting

Presented to

Ohio Turnpike Commission

For its Comprehensive Annual
Financial Report
for the Fiscal Year Ended
December 31, 2007

A Certificate of Achievement for Excellence in Financial Reporting is presented by the Government Finance Officers Association of the United States and Canada to government units and public employee retirement systems whose comprehensive annual financial reports (CAFRs) achieve the highest standards in government accounting and financial reporting.

GOVERNMENT FINANCE OFFICERS ASSOCIATION OF THE UNITED STATES AND CANADA CORPORATION SEAL CHICAGO

President

Executive Director

History and General Information

Organization and Background

The Ohio Turnpike Commission (the “Commission”) is a body corporate and politic in the State of Ohio created by the Ohio Turnpike Act (Chapter 5537, Ohio Revised Code) adopted by the 98th Ohio General Assembly, effective September 1, 1949. The Commission is authorized and empowered to construct, maintain, repair, and operate the Turnpike system at such locations as shall be approved by the Governor of the State of Ohio and in accordance with such alignment and design standards as are approved by the Director of the Ohio Department of Transportation. The Commission is also authorized and empowered to issue Turnpike Revenue Bonds of the State of Ohio, payable solely from Turnpike revenues. Under provisions of the Act, Turnpike Revenue Bonds shall not be deemed to constitute a debt or a pledge of faith and credit of the State or any political subdivision thereof and Turnpike monies are not available to the State of Ohio or any political subdivision of the State.

In December of 1990, Substitute Senate Bill 7 was passed by the 118th Ohio General Assembly. This legislation became effective April 12, 1991, as revised Chapter 5537 of the Ohio Revised Code. Among its provisions, the legislation clarified and modernized the original 1949 Ohio Turnpike Act, provided additional authority to the Commission, and expanded the Commission by adding two non-voting members, one a member of the Ohio Senate and one a member of the Ohio House of Representatives. The legislation also created a Turnpike Oversight Committee (subsequently eliminated, then recreated through legislation) and, most significantly, permitted the existing Ohio Turnpike to remain a toll road after all outstanding bonds were paid.

On May 18, 1992, a Tripartite Agreement that had been entered into in 1964 among the Commission, the Ohio Department of Transportation and the Federal Highway Administration was modified as a result of the provisions of the Intermodal Surface Transportation Efficiency Act (ISTEA) of 1991. The modified agreement canceled the requirement that the Ohio Turnpike become free to the public upon redemption of the bonds outstanding (which were redeemed on June 1, 1992) and permitted tolls to continue without repayment of certain federal financial assistance previously received by the Ohio Department of Transportation for Interstate Highway approaches to the Turnpike.

Effective July 1, 1993, amendments to Chapter 5537 of the Ohio Revised Code were made by the Ohio General Assembly through provisions contained in Amended Substitute House Bill 154. Prior to these amendments, the Turnpike had been a project-by-project operation with each project being separate and independent. Under the provisions of the 1993 amendments, the Turnpike was converted to a system of projects with revenue from one project capable of being used to support other projects within the system.

Amended Substitute House Bill 335 went into effect on October 17, 1996. Among other things, the bill recreated the Turnpike Oversight Committee; required the Commission to hold public hearings before it votes to change tolls on a toll project or take any action that will increase its sphere of responsibility beyond the Ohio Turnpike; and prohibited the Commission from expending any toll revenues generated by a Turnpike project to pay any part of the cost of another unrelated project.

Amendments to House Bill 699 (effective March 28, 2007) renamed the Turnpike Review Committee; requires the Commission to notify the Governor and legislative leaders prior to any toll change; and allows the appropriate chairs of Finance and Transportation Committees to request the Commission to appear

and review past budget results and to present its proposed budget. Additional amendments require the Commission to seek approval of the Office of Budget and Management (OBM) prior to any debt issuance, or any changes to the Master Trust Agreement. The amendments also require the Commission to submit its annual budget to OBM for review only at least 30 days before adoption. Finally, the legislation adds the Director of Development and the Director of OBM as new ex-officio non-voting members of the Commission.

The Commission

The Commission consists of nine members when at full strength, four of whom are appointed by the Governor with the advice and consent of the Senate, no more than two of whom are members of the same political party. Appointed members' terms are for eight years with the terms staggered so one starts or expires every two years. The fifth member is the Director of the Ohio Department of Transportation, who is a member ex-officio. The four remaining members, a state senator and a state representative, the Director of Development and the Director of OBM have non-voting status. The two legislative members are named, respectively, by the President of the Senate and the Speaker of the House of Representatives. The Turnpike's operations are further monitored by a six member Legislative Review Committee.

History

The first completed section of the Ohio Turnpike, 22 miles from the Pennsylvania Turnpike at the Ohio-Pennsylvania border to an interchange at Mahoning County Road 18, nine miles west of the city of Youngstown, was opened for traffic on December 1, 1954. This Eastgate section had been rushed to completion to relieve congestion of traffic moving to and from the Pennsylvania Turnpike over state and other highways. The remaining 219 miles of the Turnpike were opened on October 1, 1955. As traffic flowed through the 17 interchanges and terminals, all service and operating functions were activated - restaurants and service stations, disabled vehicle service, maintenance buildings, the Ohio State Highway Patrol (OSHP), and the Turnpike radio communications system.

For the most part, the Turnpike has experienced a relatively steady increase in traffic volume and revenues. In 1956, the first calendar year of full operation, 8.5

million automobiles and 1.5 million trucks used the Turnpike. In 2008, the total annual traffic consisted of 39 million automobiles and 11 million trucks. Annual revenues from tolls, restaurant and service station concessionaire rentals and other sources rose from $15 million in 1956 to $212.3 million in 2008.

The Ohio Turnpike links the East and Midwest by virtue of its strategic position along the system that directly connects toll roads between Boston, New York City and Chicago, consisting of the Massachusetts Turnpike, New York Thruway, New Jersey Turnpike, Pennsylvania Turnpike, Ohio Turnpike, Indiana Toll Road and Chicago Skyway. Although commonly known and referred to as the Ohio Turnpike, the toll road's official name is The James W. Shocknessy Ohio Turnpike in honor of the man who was a member and Chairman of the Ohio Turnpike Commission from its inception in 1949 until his death in 1976.

The beginning of the National System of Interstate and Defense Highways early in 1956 resulted in the Commission scrapping plans to build several other toll roads in Ohio (but some of this planning was used in launching Ohio's interstate system). Thus, the Ohio Turnpike, which carries the designation of Project No. 1, is the one and only Turnpike project completed, operated and maintained by the Commission.

Even though the Commission receives no federal funding, all of the 241.26 mile Turnpike has been incorporated by the Federal Highway Administration into the Interstate Highway System. The Turnpike is designated Interstate Route 80/90 between the Ohio-Indiana line and the Lorain County West Interchange

(Milemarker 142). Interstate Route 80 between the Lorain County West Interchange (Milemarker 142) and the Niles-Youngstown Interchange (Milemarker 218), and Interstate Route 76 between the Niles-Youngstown Interchange (Milemarker 218) and the Ohio-Pennsylvania line.

Access
The Turnpike is linked directly with Interstate Route 75, Interstate Route 280, Interstate Route 480, Interstate Route 71, Interstate Route 77 and Interstate Route 680. There are 31 interchanges on the Ohio Turnpike, 26 of which are accesses to and from U.S., Ohio and Interstate routes and two of which are terminals connecting, respectively, with the Pennsylvania Turnpike in the east and the Indiana Toll Road in the west. The remaining three interchanges connect with county or local roads.

Tolls
Toll charges for all vehicles are determined by gross-weight classification and by distance traveled on the Turnpike. All vehicles are weighed while in motion upon entering the Turnpike on scales located at the entrance lanes of each toll plaza. Passenger cars weighing less than 7,000 pounds fall within Class 1 and all other vehicles fall within Classes 2-9, based on their gross weight. (Classes 10 and 11 apply to triple-trailer combinations and long combination vehicles.) A company whose tolls exceed $1,200 per year may apply for a toll charge account. Charge customers whose toll charges in any calendar month exceed $1,000 are given a 15 percent volume discount on those tolls in excess of $1,000.

Physical Characteristics
The Ohio Turnpike mainline consists basically of two or three eastbound and westbound travel lanes of reinforced portland cement concrete, all of which has been resurfaced with asphaltic concrete, with each flanked by paved shoulders 8 feet wide on the inside and 10 feet, 3 inches wide on the outside of the mainline roadway. The shoulders are hard surfaced with three inches of bituminous (penetration) macadam, plus the thickness of the resurfacing asphalt. The mainline roadways are separated by a center strip with a standard width between roadway lanes of 56 feet, consisting of 40 feet of grass median and the inside shoulders. The construction of the new third lane eliminated the 56 foot center strip, replacing it with two 12 foot traffic lanes, two 14 foot 3 inch wide paved shoulders and a 50 inch high concrete barrier. The new third lane section between Interchange 59 and Interchange 218 consists primarily of full depth asphalt. Ascending grades are kept to a maximum of 2.00 percent and descending grades to a maximum of 3.14 percent. Horizontal and vertical curves are of sufficient radius to provide the best sight distance, as well as ease of travel.

All of the roads and railroads intersected by the Turnpike cross under or over the Turnpike's roadways by means of bridges. There are no crossings at grade. To preserve the minimum separation between roadways, twin bridges carry the roadways whenever the Turnpike crosses over other highways, railroads or rivers.

Service Plazas
Currently, the Commission has seven pairs of service plaza facilities open to serve customers. As of the printing of this report, the service plazas located at milepost 20.8 in Williams County are closed for reconstruction. On average the service plazas are approximately 30 miles apart - the farthest distance between pairs is 39.5 miles.

The Commission has contracted with several private companies to operate the restaurants and service stations at the Turnpike's service plazas. Restaurants and service stations are open 24-hours each day throughout the year. The service stations at the service plazas have gasoline, diesel fuel and assorted automotive accessories for sale. Turnpike maps, motel-hotel lists and other touring aids are available at the service plazas for travelers. Prices for food, fuel and other items sold at the service plazas are competitive with those charged at similar, off-Turnpike establishments in the same general vicinities.

The Commission has replaced 10 of its original 16 service plazas with new, more modern structures. The original service plazas were built and in operation in 1955 when the Turnpike was first opened to traffic from the Pennsylvania to the Indiana state borders.

Reconstruction of the first set of service plazas at milepost 100 started in July of 1998 and opened to motorists in June of 1999. Reconstruction of the plazas at milepost 170 began the following month and reopened in October of 1999. Work has continued on the remaining service plazas along the Ohio Turnpike and facilities have reopened to travelers at milepost 197 in April of 2001, at milepost 139.5 in May of 2002, and milepost 76.9 in May of 2005.

Turnpike Maintenance

Providing Turnpike customers with a well-maintained highway is a task performed by the Commission's maintenance crews. Personnel assigned to the eight maintenance buildings, spaced at approximately 30-mile intervals along the Turnpike, are responsible for keeping the Turnpike facilities operational and the roadway and pavement in comfortable-riding, clean and safe condition. Weather monitoring stations along the road utilize embedded sensors in certain mainline bridges to provide advance notice of the need to initiate snow and ice operations.

Ohio State Highway Patrol

A special Turnpike unit, District 10 of the OSHP, polices the Turnpike. Headquarters for District 10 is in the Commission's Telecommunications Building at Berea. Two additional posts are incorporated into maintenance buildings and there is one free-standing patrol post. District 10 operates patrol cars and airplanes to enforce the Commission's traffic regulations, as well as to perform service to ill, stranded or otherwise distressed travelers. Under a contract between the Commission and the OSHP, the Commission utilizes toll revenue to reimburse the patrol for all costs of operating on the Turnpike.

As part of its continued commitment to safety, the Commission agreed to fund the implementation of Multi-Agency Radio Communications System (MARCS) for District 10.

MARCS voice services were activated for District 10 on October 1, 2007; mobile data was activated in mid-December. This system enables OSHP troopers and law enforcement personnel serving communities adjacent to the Turnpike to effectively communicate with each other, thus providing an additional level of safety and support for both Turnpike motorists and for communities near the Turnpike corridor.

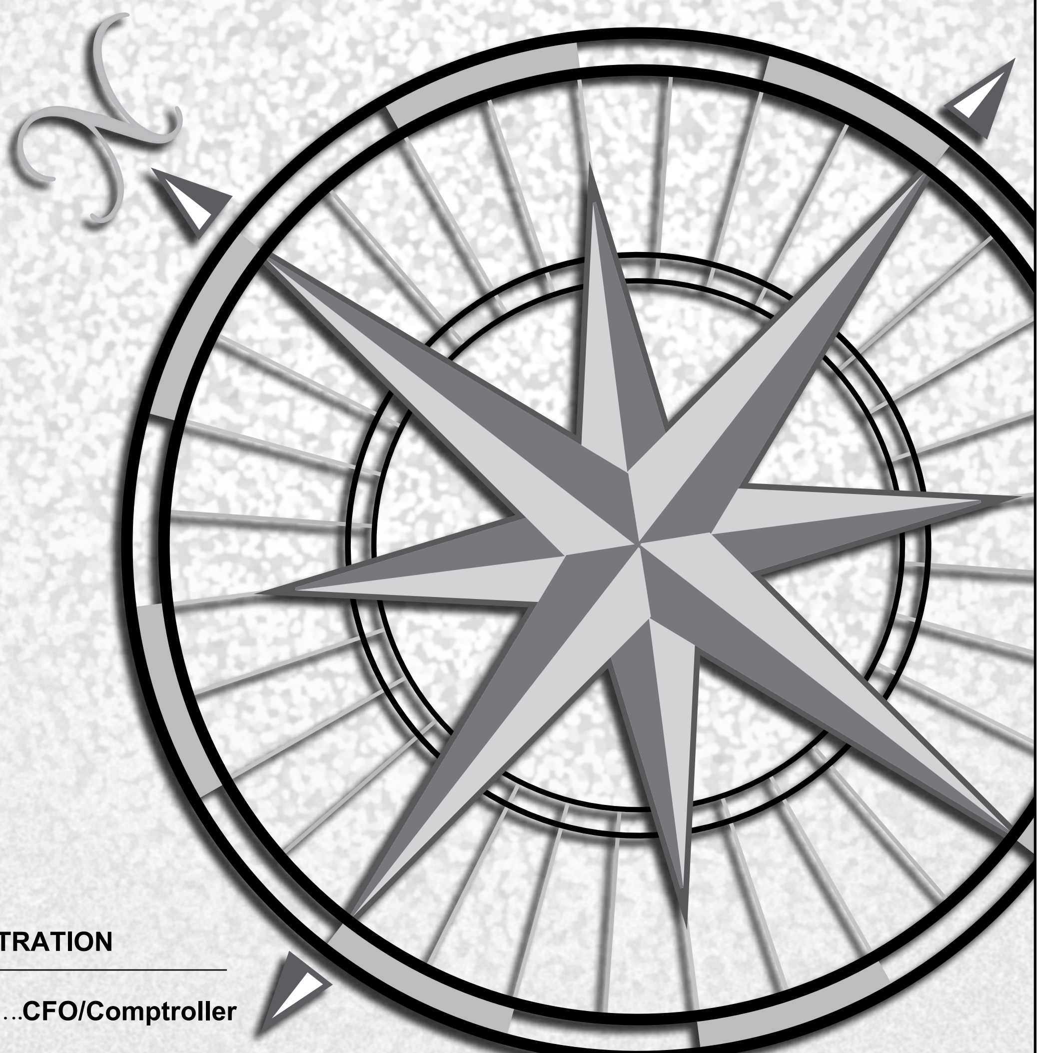
Radio Communications Systems

Two of the most modern, two-way radio communications systems to be found on any toll road are in operation on the Ohio Turnpike. Separate systems are maintained for the Commission and the OSHP. Of particular value to Turnpike customers is the use of the systems for emergency services including ambulance, EMS life flights, OSHP and wrecker service.

Disabled Vehicle Service

Roadway vehicle-repair trucks on the Turnpike are equipped to assist temporarily stranded drivers in getting vehicles started again. On-the-spot service includes changing tires, supplying emergency gasoline, replacing broken fan belts and other minor repairs. Towing service is available for the removal of vehicles requiring garage work off the Turnpike.

2008 Financial Section



FINANCIAL ADMINISTRATION

James T. Steiner.........**CFO/Comptroller**

David Miller................**Director of Audit and Internal Control**

Lisa Mejac..................**Accounting Manager**

Linda Birth..................**Payroll Manager**

Donna Cook................**Accounts Payable/**
Accounts Receivable Manager

Carol M. Zanin............**Administrative Assistant**

Ciuni &
Panichi
CPAs and Business Advisors

Independent Auditors' Report

Ohio Turnpike Commission
Berea, Ohio

We have audited the accompanying balance sheet of the Ohio Turnpike Commission (the "Commission"), as of and for the year ended December 31, 2008, and the related statement of revenues, expenses and changes in net assets and of cash flows for the year then ended. These financial statements are the responsibility of the Commission's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and the 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 Commission, as of December 31, 2008, and the changes in financial position and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

As described in Note 1, during the year ended December 31, 2008, the Commission implemented GASB Statement No. 50, *Pension Disclosures*.

In accordance with *Government Auditing Standards*, we have also issued our report dated April 17, 2009 on our consideration of the Commission's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

Management's Discussion and Analysis is not a required part of the basic financial statements but is supplementary information required by accounting principles generally accepted in the United States of America. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

Our audit was conducted for the purpose of forming an opinion on the financial statements that collectively comprise the Commission's basic financial statements. The introductory section and statistical section are presented for additional analysis and are not a required part of the basic financial statements. 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 on them.

Ciuni & Panichi, Inc.

Cleveland, Ohio
April 17, 2009

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Management's Discussion and Analysis

This section of the annual financial report presents the Commission's discussion and analysis of its financial position and the results of operations for the year ended December 31, 2008. Please read it in conjunction with the Chairman's Letter, Executive Director's Year in Review, CFO/Comptroller's Report, and History and General Information at the front of this report, and the Commission's financial statements and notes, which follow this section.

Financial Highlights

- Due to the national economic slowdown and high fuel prices during the peak summer driving season, the total number of vehicles that traveled the Ohio Turnpike in 2008 declined 2.9 percent and vehicle miles traveled declined 5.0 percent from the levels reached in 2007. This resulted in a drop in toll revenue of $10.6 million or 5.4 percent.

- As a result of falling short-term interest rates, 2008 investment income declined $3.4 million or 43.2 percent from the prior year.

- Despite the revenue decline, total 2008 revenues exceeded expenses by $7.6 million, providing additional resources for the Commission's ongoing Capital Improvement Program.

- The Commission made capital improvements in 2008 totaling approximately $37.8 million.

Condensed Balance Sheet Information *(Dollars in Thousands)*

			Increase / (Decrease)	
	12/31/08	**12/31/07**	**$**	**%**
Assets				
Cash and Investments	$ 163,741	$ 160,622	$ 3,119	1.9%
Other Noncapital Assets	18,863	16,585	2,278	13.7%
Capital Assets, Net	1,237,111	1,255,465	(18,354)	(1.5%)
Total Assets	**$ 1,419,715**	**$ 1,432,672**	**$ (12,957)**	**(0.9%)**
Liabilities and Net Assets				
Liabilities				
Current Liabilities	$ 55,254	$ 55,939	$ (685)	(1.2%)
Long-Term Liabilities	652,205	672,107	(19,902)	(3.0%)
Total Liabilities	**707,459**	**728,046**	**(20,587)**	**(2.8%)**
Net Assets				
Invested in Capital Assets, Net of Debt	583,437	581,981	1,456	0.3%
Restricted	44,275	41,864	2,411	5.8%
Unrestricted	84,544	80,781	3,763	4.7%
Total Net Assets	**712,256**	**704,626**	**7,630**	**1.1%**
Total Liabilities and Net Assets	**$ 1,419,715**	**$ 1,432,672**	**$ (12,957)**	**(0.9%)**

Assets

The condensed Balance Sheet information on the previous page shows that cash and investments increased by $3.1 million in 2008. This growth was the result of generating revenues in excess of expenses, as reflected in the increase in net assets. The $2.3 million increase in other noncapital assets was due to the rising cost of the inventory of road salt and additional prepaid expenses paid in connection with a new utility connection for one of the Commission's Service Plazas.

Capital assets decreased by $18.4 million in 2008 as the result of capital improvements of approximately $37.8 million, depreciation expense of $52.7 million and losses on the disposal/write-offs of capital assets of $3.5 million. This loss on disposal was the result of replacing the Commission's fiber optic communications equipment prior to the end of its original expected useful life. See Note 4 of the financial statements for more detailed information on the Commission's capital assets.

The $37.8 million in improvements noted above are part of an ongoing major capital improvement program that began in 1995. The overall project includes the addition of a third lane to the Turnpike, both eastbound and westbound, from Toledo to Youngstown, Ohio; reconstruction of the 16 service plazas; construction of new interchanges; renovation of older toll plazas; and other related projects. Major 2008 projects included the rehabilitation of bridge decks for the eastbound bike path at milepost 223 and repairs to the Gibson Road bridge at milepost 223.9 all in Mahoning County; reconstruction of Toll Plaza 52 in Lucas County and Toll Plaza 64 in Wood County; roadway resurfacing of 64.8 lane miles of mainline highway and the westbound ramps at Interchange 173; along with construction improvements commenced system-wide for the electronic toll collection system (**E-ZPass**®).

Liabilities

Principal payments on outstanding bonds of $20.3 million helped reduce long-term liabilities by $19.9 million during the year.

As described in Note 6 of the financial statements, the Commission has commitments as of December 31, 2008 of $41.6 million for capital projects and major repairs and replacements. It is anticipated that these commitments will be financed from the Commission's cash balances. However, at the discretion of the Commission, additional bonds may be issued in the future to finance a portion of these costs.

The Ohio Turnpike Commission's credit rating is among the highest of all the toll roads in the world. The current agency ratings are as follows:

Agency	Rating
Standard & Poor's	AA
Fitch Ratings	AA
Moody's Investors Service	Aa3

Net Assets

Net assets invested in capital assets net of related debt increased by $1.5 million during 2008 as the $20.3 million of bond principal payments discussed above offset the $18.4 million decrease in capital assets and amortizations of bond issuance costs, premiums, discounts and refunding losses totaling $0.4 million. Of the $44.3 million balance of restricted net assets, $21.3 million is restricted for debt service and $21.4 million is restricted for capital improvements, in accordance with provisions of the Commission's Master Trust Agreement. The remaining $1.6 million of restricted net assets represents accumulated Ohio fuel tax allocations, which are also restricted for future capital improvements in accordance with Ohio law. The $2.4 million increase in restricted net assets during 2008 is due to an additional $700,000 restricted for debt service and $1.7 million restricted for capital projects. The $3.8 million increase in unrestricted net assets and the $7.6 million total increase in net assets is the result of 2008 revenues that exceeded expenses, as summarized below.

Changes in Net Assets Information *(Dollars in Thousands)*

	Years Ended		Increase / (Decrease)	
	12/31/08	**12/31/07**	**$**	**%**
Revenues:				
Operating Revenues:				
Tolls	$ 187,530	$ 198,154	$ (10,624)	(5.4%)
Special Toll Permits	3,046	2,317	729	31.5%
Concessions	13,564	14,078	(514)	(3.7%)
Other	1,566	1,377	189	13.7%
Nonoperating Revenues:				
State Fuel Tax Allocation	2,146	2,358	(212)	(9.0%)
Investment Earnings	4,406	7,758	(3,352)	(43.2%)
Total Revenues	**212,258**	**226,042**	**(13,784)**	**(6.1%)**
Expenses:				
Operating Expenses:				
Administration and Insurance	8,464	8,115	349	4.3%
Maintenance of Roadway and Structures	37,281	37,703	(422)	(1.1%)
Services and Toll Operations	52,394	50,739	1,655	3.3%
Traffic Control, Safety, Patrol & Comm.	15,794	14,614	1,180	8.1%
Depreciation Expense	52,652	52,458	194	0.4%
Nonoperating Expenses:				
Interest Expense	34,751	34,717	34	0.1%
Loss on Disp. / Write-Offs of Capital Assets	3,292	418	2,874	687.6%
Total Expenses	**204,628**	**198,764**	**5,864**	**3.0%**
Change in Net Assets	**7,630**	**27,278**	**(19,648)**	**(72.0%)**
Total Net Assets - Beginning of Year	**704,626**	**677,348**	**27,278**	**4.0%**
Total Net Assets - End of Year	**$ 712,256**	**$ 704,626**	**$ 7,630**	**1.1%**

Toll revenues are the major source of funding for the Ohio Turnpike Commission. Passenger car traffic volume decreased by 2.7 percent and commercial traffic volume dropped by 3.7 percent during 2008 as a result of the national economic slowdown and high fuel prices during the peak summer driving season.

			Increase / (Decrease)	
	2008	**2007**	**#**	**%**
Traffic Volume (vehicles in thousands):				
Passenger Cars	39,036	40,134	(1,098)	(2.7%)
Commercial Vehicles	10,976	11,393	(417)	(3.7%)
Total	**50,012**	**51,527**	**(1,515)**	**(2.9%)**

With the decrease in the number of vehicles that traveled the Ohio Turnpike and an even larger percentage decline in the numbers of miles traveled by both passenger cars and commercial vehicles, 2008 toll revenues decreased by $10.6 million or 5.4 percent compared to the prior year.

			Increase / (Decrease)	
	2008	**2007**	**$**	**%**
Toll Revenues (dollars in thousands):				
Passenger Cars	$ 78,680	$ 82,173	$ (3,493)	(4.3%)
Commercial Vehicles	108,850	115,981	(7,131)	(6.1%)
Total	**$ 187,530**	**$ 198,154**	**$ (10,624)**	**(5.4%)**

As a result of falling short-term interest rates, 2008 investment earnings dropped by $3.4 million or 43.2 percent from the prior year.

Total expenses increased by $5.9 million or 3.0 percent in 2008 compared to the prior year. This was mostly due to an increased loss on the disposal/write-offs of capital assets of $2.9 million. As mentioned above, this increased loss on disposal was the result of upgrading the Commission's fiber optic communications equipment. Higher expenses in other categories reflect inflationary increases in salaries, wages, benefits and other operating costs.

Balance Sheet *December 31, 2008 (In Thousands)*

Assets	
Current Assets:	
Unrestricted Current Assets:	
Cash and Cash Equivalents	$ 54,895
Investments, at Fair Value	47,545
Accounts Receivable	5,717
Inventories	5,823
Other	2,217
Total Unrestricted Current Assets	**116,197**
Restricted Current Assets:	
Cash and Cash Equivalents	8,770
Investments, at Fair Value	29,315
State Fuel Tax Allocation Receivable	345
Other	254
Total Restricted Current Assets	**38,684**
Total Current Assets	**154,881**
Noncurrent Assets:	
Restricted Cash and Cash Equivalents	51
Restricted Investments, at Fair Value	23,165
Unamortized Bond Issuance Costs	4,507
Capital Assets, Net	1,237,111
Total Noncurrent Assets	**1,264,834**
Total Assets	**$ 1,419,715**
Liabilities and Net Assets	
Current Liabilities:	
Current Liabilities Payable from Unrestricted Assets:	
Accounts Payable	$ 3,854
Accrued Salaries, Wages and Benefits	3,007
Compensated Absences	5,155
Claims and Judgments	2,300
Contamination Remediation Costs Payable	338
Other Liabilities	1,853
Total Current Liabilities Payable from Unrestricted Assets	**16,507**
Current Liabilities Payable from Restricted Assets:	
Accrued Salaries, Wages and Benefits	7
Contracts Payable and Retained Amounts	4,458
Interest Payable	12,962
Bonds Payable	21,320
Total Current Liabilities Payable from Restricted Assets	**38,747**
Total Current Liabilities	**55,254**
Noncurrent Liabilities:	
Compensated Absences	12,619
Claims and Judgments	627
Contamination Remediation Costs Payable	2,098
Bonds Payable	636,861
Total Noncurrent Liabilities	**652,205**
Total Liabilities	**707,459**
Net Assets:	
Invested in Capital Assets, Net of Related Debt	583,437
Restricted for Debt Service	21,257
Restricted for Capital Projects	23,018
Unrestricted	84,544
Total Net Assets	**712,256**
Total Liabilities and Net Assets	**$ 1,419,715**

The accompanying notes are an integral part of these financial statements.

Statement of Revenues, Expenses and Changes in Net Assets
For the Year Ended December 31, 2008 (In Thousands)

Operating Revenues:	
Pledged as Security for Revenue Bonds:	
Tolls	$ 187,530
Special Toll Permits	3,046
Concessions	13,123
Leases and Licenses	928
Other Revenues	568
Unpledged Revenues:	
Concessions	441
Other Revenues	70
Total Operating Revenues	**205,706**
Operating Expenses:	
Administration and Insurance	8,464
Maintenance of Roadway and Structures	37,281
Services and Toll Operations	52,394
Traffic Control, Safety, Patrol and Communications	15,794
Depreciation	52,652
Total Operating Expenses	**166,585**
Operating Income	**39,121**
Nonoperating Revenues / (Expenses):	
State Fuel Tax Allocation	2,146
Investment Earnings Pledged as Security for Revenue Bonds	3,418
Investment Earnings - Unpledged	988
Loss on Disposals / Write-Offs of Capital Assets	(3,292)
Interest Expense	(34,751)
Total Nonoperating Revenues / (Expenses)	**(31,491)**
Increase in Net Assets	**7,630**
Net Assets - Beginning of Year	**704,626**
Net Assets - End of Year	**$ 712,256**

The accompanying notes are an integral part of these financial statements.

Statement of Cash Flows *For the Year Ended December 31, 2008 (In Thousands)*

Cash Flows from Operating Activities:	
Cash Received from Customers	$ 204,220
Cash Received from Other Operating Revenues	1,646
Cash Payments for Employee Salaries, Wages and Fringe Benefits	(79,896)
Cash Payments for Goods and Services	(36,399)
Net Cash Provided by Operating Activities	**89,571**
Cash Flows from Noncapital Financing Activities:	
State Fuel Tax Allocation	2,166
Net Cash Provided by Noncapital Financing Activities	**2,166**
Cash Flows from Capital and Related Financing Activities:	
Proceeds from Sale of Assets	173
Acquisition and Construction of Capital Assets	(38,274)
Principal Paid on Bonds	(20,320)
Interest Paid on Bonds	(35,058)
Net Cash Used in Capital and Related Financing Activities	**(93,479)**
Cash Flows from Investing Activities:	
Interest Received on Investments	5,140
Proceeds from Sale and Maturity of Investments	204,971
Purchase of Investments	(214,611)
Net Cash Used in Investing Activities	**(4,500)**
Net Decrease in Cash and Cash Equivalents	**(6,242)**
Cash and Cash Equivalents - Beginning of Year	**69,958**
Cash and Cash Equivalents - End of Year	**$ 63,716**

Reconciliation of Operating Income to Net Cash Provided by Operating Activities:	
Operating Income	$ 39,121
Adjustments to Reconcile Operating Income to Net Cash Provided by Operating Activities:	
Depreciation	52,652
Change in Assets and Liabilities:	
Accounts Receivable	(138)
Inventories	(1,552)
Other Assets	(1,372)
Accounts Payable	411
Accrued Salaries, Wages and Benefits	21
Compensated Absences	192
Claims and Judgments	(26)
Contamination Remediation	136
Other Liabilities	126
Net Cash Provided by Operating Activities	**$ 89,571**
Noncash Investing and Capital Activities:	
Decrease in Fair Value of Investments	$ (209)
Disposals / Write-Offs of Capital Assets	(3,466)

The accompanying notes are an integral part of these financial statements.

Notes to Financial Statements

December 31, 2008

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Reporting Entity
In accordance with the provisions of Governmental Accounting Standards Board (GASB) Statement No. 14, *The Financial Reporting Entity*, and GASB Statement No. 39, *Determining Whether Certain Organizations are Component Units (an amendment of GASB Statement No. 14)*, the accompanying financial statements include only the accounts and transactions of the Ohio Turnpike Commission ("Commission" or "Turnpike"). Under the criteria specified in these GASB Statements, the Commission has no component units nor is it considered a component unit of the State of Ohio. The Commission is considered, however, a related organization to the State of Ohio because the Governor appoints the voting members of the Commission. These conclusions regarding the financial reporting entity are based on the concept of financial accountability. The Commission is not financially accountable for any other organizations nor is the State of Ohio financially accountable for the Commission. This is evidenced by the fact that the Commission is a legally and fiscally separate and distinct organization. The Commission has the power of eminent domain, the power to enter into contracts, and to sue and be sued in its own name. The annual budget is submitted to the Ohio General Assembly for informational purposes only and does not require its approval. The Commission is solely responsible for its finances and the credit of the State of Ohio is not pledged as security for the repayment of the financial obligations of the Turnpike. The Commission is empowered to issue revenue bonds payable solely from Commission revenues.

Basis of Accounting
The accompanying financial statements were prepared in accordance with accounting principles generally accepted in the United States of America, as prescribed by the GASB. The statements were prepared using the economic resources measurement focus and the accrual basis of accounting. All transactions are accounted for in a single proprietary (enterprise) fund.

In accordance with GASB Statement No. 20, *Accounting and Financial Reporting for Proprietary Funds and Other Governmental Entities that Use Proprietary Fund Accounting*, the Commission has elected not to apply the provisions of the Statements and Interpretations of the Financial Accounting Standards Board issued after November 30, 1989.

New Accounting Pronouncements
During 2008, the Commission implemented GASB Statement No. 50, *Pension Disclosures.* This Statement amends GASB Statements No. 25 and No. 27 and revises the financial reporting requirements for pension plans and employers that provide pension benefits. The required disclosures are included in Note 7 to these financial statements.

In June 2007, the GASB issued Statement No. 51, *Accounting and Financial Reporting for Intangible Assets.* This statement provides guidance regarding the identification, accounting and reporting of intangible assets. The requirements of this Statement are effective for financial statements for periods beginning after June 15, 2009. The Commission has not determined the impact, if any, that this Statement will have on its financial statements or disclosures.

In June 2008, the GASB issued Statement No. 53, *Accounting and Financial Reporting for Derivative Instruments.* This statement provides guidance regarding the accounting and reporting of derivative instruments. The requirements of this Statement are effective for financial statements for periods beginning after June 15, 2009. The Commission has not determined the impact, if any, that this Statement will have on its financial statements or disclosures.

In February 2009, the GASB issued Statement No. 54, *Fund Balance Reporting and Governmental Fund Type Definitions.* This statement establishes fund balance classifications based primarily on the extent to which a government is bound by constraints on the use of resources reported in its governmental funds. The requirements of this Statement are effective for financial statements for periods beginning after June 15, 2010. The Commission has not determined the impact, if any, that this Statement will have on its financial statements or disclosures.

Net Asset Classifications
GASB Statement No. 34, *Basic Financial Statements - and Management's Discussion and Analysis - for State and Local Governments*, requires the classification of net assets into the following three components:

- Invested in capital assets, net of related debt – consisting of capital assets, net of accumulated depreciation and reduced by the outstanding balance of borrowings that are attributable to the acquisition, construction, or improvement of those assets.

- Restricted – consisting of net assets, the use of which, is limited by external constraints imposed by creditors (such as through debt covenants), grantors, contributors, laws or regulations of other governments, constitutional provisions or enabling legislation.

- Unrestricted – consisting of net assets that do not meet the definition of "invested in capital assets, net of related debt" or "restricted".

Cash Equivalents
Cash equivalents are defined as highly liquid investments, including overnight repurchase agreements, money market funds and certificates of deposit maturing within 90 days of purchase. Commission investments in overnight repurchase agreements and money market mutual funds, which have remaining maturities of one year or less, are carried at amortized cost, which approximates fair value.

Investments
In the accompanying Balance Sheet, investments are comprised of certificates of deposit maturing beyond 90 days of purchase, U.S. instrumentality securities and shares in the State Treasury Asset Reserve of Ohio ("STAR Ohio") investment pool. Commission investments in STAR Ohio are carried at amortized cost, which approximates fair value. All other Commission investments are recorded at fair value based on quoted market prices with all related investment income, including the change in the fair value of investments and realized gains and losses, reflected in the Commission's net income.

STAR Ohio is an investment pool created pursuant to Ohio statutes and is managed by the Treasurer of the State of Ohio. The Commission does not own identifiable securities of the pool; rather, it participates as a shareholder of the pool. STAR Ohio is not registered with the Securities and Exchange Commission as an investment company, but does operate in a manner consistent with Rule 2a7 of the Investment Company Act of 1940.

Accounts Receivable
Accounts receivable consist primarily of tolls receivable from commercial trucking companies and concession revenues receivable from operators of food and fuel concessions at the Commission's service plazas. Each such tolls receivable account is guaranteed by a surety bond. Reserves are established for accounts receivable determined to be uncollectible based on specific identification and historical experience.

Inventories
Inventories consist of materials and supplies that are valued at cost (first-in, first-out). The cost of inventory items is recognized as an expense when used.

Property and Depreciation
Property, roadway, and equipment with an original cost of $1,000 or more are capitalized and reported at cost. The costs of normal maintenance and repairs are charged to operations as incurred.

Depreciation is computed using the straight-line method over the estimated useful lives of the assets as follows:

Description	Years
Buildings, roadway and structures	40
Bridge painting and guardrail	20
Roadway resurfacing	8-12
Building improvements	10
Machinery, equipment and vehicles	5-10

Depreciation expense is included in the Statement of Revenues, Expenses and Changes in Net Assets.

Capitalization of Interest
Capitalized interest is included in the cost of constructed assets and is depreciated on the straight-line basis over the estimated useful lives of such assets. The amount of interest capitalized is based on the cost of assets under construction and the interest cost of eligible borrowings, less investment earnings, if any, on the related bond proceeds. Interest of $448,000 was capitalized for the year ended December 31, 2008.

Bond Issuance Costs, Discounts/Premiums, and Advance Debt Refundings
Bond issuance costs are recorded as assets. Unamortized bond discounts and premiums are netted against long-term debt. Bond issuance costs, as well as bond discounts and premiums, are amortized to interest expense over the lives of the applicable bonds. Unamortized advance debt refunding gains and losses are netted against long-term debt and are amortized to interest expense over the lives of the refunded bonds.

Compensated Absences
Vacation leave accumulates to all full-time employees of the Commission, ranging from 10 to 25 days per year, and any unused amounts are paid upon retirement or termination. The Commission records a liability for all vacation leave earned.

Sick leave accumulates to all full-time employees of the Commission, at the rate of 15 days per year with additional amounts for overtime worked. A portion of unused sick leave may be payable at the request of an employee or upon termination or retirement. The Commission uses the vesting method to calculate its liability for unused sick leave, to the extent that it is probable that benefits will be paid in cash.

Operating / Nonoperating Activities
Operating revenues and expenses, as reported on the Statement of Revenues, Expenses and Changes in Net Assets, are those that result from exchange transactions such as payments received for providing services and payments made for goods and services received.

Tolls, the principal source of Commission operating revenues, are recognized as vehicles use the Turnpike. For toll calculation purposes, vehicles are assigned to one of eleven weight-based classifications. Tolls are then assessed based on the vehicle classification and the distance traveled. As of the Balance Sheet date, the Commission was in the midst of implementing a new toll collection system that includes electronic toll collection in the form of ***E-ZPass®***, which is interoperable among a network of 24 other northeastern U.S. toll agencies. The new toll collection system is scheduled for implementation in the fourth quarter of 2009.

Concurrent with the implementation of the new toll collection system and ***E-ZPass***, the Commission will be converting its weight-based vehicle classification system to a methodology that classifies vehicles based upon the number of axles and the height over the first two axles. At its meeting on March 11, 2009, the Commission approved new axle-based toll rates to be implemented along with ***E-ZPass*** and another set of rates to be effective January 1, 2012. As an incentive to utilize electronic tolling, the new toll rates will be lower for customers who use ***E-ZPass.***

In addition to tolls, the other major source of operating revenue is concessions from the operation of the Commission's service plazas. Concession revenues arise from contracts entered into for the operation of the restaurants and service stations on the Turnpike. The operators pay fees based in part on percentages of gross sales (as defined in the respective contracts). As provided by Ohio law, the Commission also receives five cents in Ohio fuel taxes for each gallon of fuel sold at the Commission's service plazas. The Commission's revenues are recognized when the operators make the sales. All other revenues are recognized when earned.

Operating expenses include the costs of operating and maintaining the Commission's roadway, bridges, toll plazas, service plazas and other facilities, as well as administrative expenses and depreciation on capital assets. The Commission's practice is to first apply restricted resources when expenditures are made for purposes for which both unrestricted and restricted resources are available.

All revenues and expenses not meeting the definition of operating activities identified above are reported as nonoperating activities, including the allocation of Ohio fuel tax revenues, investment earnings, interest expense and gains/losses on disposals/write-offs of capital assets.

Use of Estimates
The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results may differ from those estimates.

(2) DEPOSITS AND INVESTMENTS

Deposits
At year-end, the Commission had $293,000 in undeposited cash on hand. The carrying amount of the Commission's deposits as of December 31, 2008 was $46,801,000, as compared to bank balances of $48,166,000. Of the bank balances, $1,246,000 was covered by federal depository insurance and the remainder was collateralized with securities held in joint custody accounts in the name of the Ohio Turnpike Commission and the pledging financial institution at the Federal Reserve Bank of Boston, Massachusetts.

Investments
As of December 31, 2008, the Commission's investment balances and maturities (in thousands) were as follows:

Investment Type	Fair Value	% of Total	Maturities (in Years) Less than 1	1-5
State Treasury Asset Reserve of Ohio	$ 42,987	36.8%	$ 42,987	$ –
Collateralized Overnight Repurchase Agreements	33,620	28.8%	33,620	–
Federal National Mortgage Association	28,649	24.6%	18,639	10,010
Federal Home Loan Bank	4,970	4.3%	4,970	–
Federal Home Loan Mortgage Corporation	4,657	4.0%	4,657	–
Federal Agricultural Mortgage Corporation	1,763	1.5%	1,763	–
Money Market Mutual Funds	1	0.0%	1	–
Total Investments	**$ 116,647**	**100.0%**	**$ 106,637**	**$ 10,010**

Federal National Mortgage Association securities totaling $10,010,000, with maturities between one and five years, are callable within one year of the Balance Sheet date.

Interest Rate Risk

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. As a means of limiting exposure to fair value losses arising from rising interest rates, the Commission's Investment Policy provides that funds expected to be needed for current operating expenses and capital improvements be invested in securities maturing within 18 months, with an average weighted maturity not to exceed 90 days. The Investment Policy further provides that selection of investment maturities be consistent with projected cash requirements and the objective of avoiding the forced sale of securities prior to maturity. In addition, the Commission's Investment Policy and Ohio law prescribe that all Commission investments mature within five years of purchase, unless the investment is matched to a specific obligation or debt of the Commission.

Credit Risk

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. The Commission's Investment Policy authorizes investments in obligations of the U.S. Treasury, U.S. agencies and instrumentalities, certificates of deposit, STAR Ohio, money market mutual funds, repurchase agreements and General Obligations of the State of Ohio rated AA or higher by a rating service. As of December 31, 2008, the Commission's investments in U.S instrumentalities (Federal National Mortgage Association, Federal Home Loan Bank, Federal Home Loan Mortgage Corporation and Federal Agricultural Mortgage Corporation) were all rated AAA by Standard & Poor's and Aaa by Moody's Investors Service. The Commission's investments in Star Ohio, as well as its investments in money market mutual funds, were rated AAAm by Standard & Poor's.

Custodial Credit Risk

Custodial credit risk is the risk that, in the event of the failure of a counterparty to a transaction, the Commission will not be able to recover the value of its investments or collateral securities that are in the possession of an outside party. The Commission's Investment Policy requires that all deposits be secured by collateral held in safekeeping for the benefit of the Commission by a Federal Reserve Bank. The Commission's Investment Policy also requires that, excluding Debt Service Fund investments, all U.S. Treasury Obligations, U.S. Agency Obligations, U.S. Instrumentality Obligations, and General Obligations of the State of Ohio purchased by the Commission be held in third-party safekeeping for the benefit of the Commission at a bank or savings and loan association that is eligible to be a depository of public moneys under Section 135.04 of the Ohio Revised Code and that is also authorized under Ohio law to act as trustee for the safekeeping of securities.

As of the Balance Sheet date, all Commission deposits and investments in overnight repurchase agreements were fully secured by collateral held in joint custody accounts in the name of the Ohio Turnpike Commission and the pledging financial institution at the Federal Reserve Bank of Boston, Massachusetts. Excluding Debt Service Fund investments, all U.S. Instrumentality Obligations held by the Commission as of the Balance Sheet date were held in safekeeping for the benefit of the Commission by the Trust Department at National City Bank, Cleveland Ohio. As of the Balance Sheet date, Debt Service Fund investments in U.S. instrumentality securities with fair values totaling $29,315,000 and maturities less than one year were held by The Huntington National Bank ("Trustee") for the payment of interest and principal on the Commission's outstanding bonds as required by the Commission's Master Trust Agreement (see Note 5). Assets held by the Trustee as a custodial agent are considered legally separate from the other assets of The Huntington National Bank.

Concentration of Credit Risk

Concentration of credit risk is the risk of loss attributed to the magnitude of investment in a single issuer. The Commission's Investment Policy provides that 100 percent of its average monthly portfolio may be invested in U.S. Treasury Obligations, fixed-rate non-callable U.S. Agency or Instrumentality Obligations, or collateralized overnight repurchase agreements. The Investment Policy further provides that a maximum of 50 percent of its average monthly portfolio may be invested in callable U.S. Agency or Instrumentality Obligations, STAR Ohio or certificates of deposit. The Investment Policy also provides that a maximum of 25 percent of its average monthly portfolio may be invested in variable-rate U.S. Agency or Instrumentality Obligations, uncollateralized repurchase agreements maturing beyond one day, general obligations of the State of Ohio and money market mutual funds. As of the Balance Sheet date, more than five percent of the Commission's portfolio was invested in STAR Ohio, collateralized overnight repurchase agreements and Federal National Mortgage Association Obligations.

(3) ACCOUNTS RECEIVABLE

The composition of accounts receivable (in thousands) as of December 31, 2008 is summarized as follows:

	Unrestricted	Restricted
Tolls	$ 4,013	$ –
Concessions	1,640	–
Other	881	3
Less: Allowance for Doubtful Accounts	(817)	–
Total Accounts Receivable	**$ 5,717**	**$ 3**

(4) *CAPITAL ASSETS*

Capital asset activity (in thousands) for the year ended December 31, 2008 was as follows:

	Balance 1/1/08	Increases	Decreases	Balance 12/31/08
Capital Assets Not Being Depreciated:				
Land	$ 37,668	$ 101	$ –	$ 37,769
Construction In Progress	14,504	29,622	(21,987)	22,139
Total Capital Assets Not Being Depreciated	52,172	29,723	(21,987)	59,908
Other Capital Assets:				
Roadway and Structures	1,448,569	21,078	(10,116)	1,459,531
Buildings and Improvements	406,431	747	(4,622)	402,556
Machinery and Equipment	48,181	8,447	(1,409)	55,219
Total Other Capital Assets at Historical Cost	1,903,181	30,272	(16,147)	1,917,306
Less Accumulated Depreciation for:				
Roadway and Structures	(575,520)	(38,635)	9,985	(604,170)
Buildings and Improvements	(88,269)	(10,346)	1,072	(97,543)
Machinery and Equipment	(36,099)	(3,671)	1,380	(38,390)
Total Depreciation	(699,888)	(52,652)	12,437	(740,103)
Other Capital Assets, Net	1,203,293	(22,380)	(3,710)	1,177,203
Total Capital Assets, Net	**$ 1,255,465**	**$ 7,343**	**$ (25,697)**	**$ 1,237,111**

(5) LONG-TERM OBLIGATIONS

In accordance with Ohio law and the Commission's Master Trust Agreement ("Agreement"), dated February 15, 1994, the Commission has issued revenue bonds payable solely from Commission Pledged Revenues, as defined by the Agreement. Gross Pledged Revenues consist of tolls, special toll permits, certain realized investment earnings, appropriations from the Ohio Department of Transportation, and, to the extent and in the amount necessary to achieve a net debt service coverage ratio of up to, but not more than 200 percent, revenue derived from leases, licenses, royalties, advertising, miscellaneous sales, fees, charges and certain concession revenues, together with all realized investment earnings thereon. The Commission's outstanding bonds do not constitute general obligations of the Commission or the State of Ohio. Neither the general credit of the Commission nor the State of Ohio is pledged for the payment of the bonds.

Under the terms of the Agreement, the Commission covenants to charge and collect sufficient tolls in order that annual Gross Pledged Revenues equal at least the sum of the following: 1) annual operating, maintenance and administrative costs paid from Pledged Revenues; 2) required deposits to maintain an expense reserve account equal to one-twelfth of budgeted annual operating, maintenance and administrative costs paid from Pledged Revenues; 3) budgeted annual amounts for renewal and replacement costs; and 4) annual debt service on its outstanding bonds.

The Commission also covenants that its System Pledged Revenues (annual Gross Pledged Revenues less annual operating, maintenance and administrative costs paid from Pledged Revenues and the required annual deposit to the expense reserve account) will equal at least 120 percent of the annual net debt service on its outstanding bonds. The Commission also covenants that its System Pledged Revenues during the fiscal year immediately preceding the issuance of additional bonds, or during any 12 consecutive calendar months selected by the Commission out of the 15 consecutive calendar months immediately preceding such issuance, will equal at least 150 percent of the maximum annual debt service on its bonds then outstanding and the bonds proposed to be issued.

The Commission also covenants that prior to reducing any toll rates on other than a temporary basis, it will engage the services of an independent consultant to estimate the Commission's Gross Pledged Revenues for each year during which Commission bonds are scheduled to be outstanding, and based on these estimated revenues, the Commission covenants that its System Pledged Revenues will equal at least 150 percent of its net debt service for each year during which Commission bonds are scheduled to be outstanding. The Commission complied with all of its bond covenants during 2008.

In addition, the Commission has, by resolution, declared its intention as a matter of policy to use its best efforts to maintain a ratio of System Pledged Revenues to net debt service of at least 150 percent. Other than in connection with the issuance of additional bonds or the implementation of a toll reduction on other than a temporary basis, the Commission has no obligation to meet such coverage levels or to maintain a policy of doing so, and the Commission may rescind that policy at any time.

The Agreement requires the Commission to establish and maintain a Debt Service Reserve Fund (DSRF) equal to the maximum annual debt service on its outstanding bonds. The DSRF may be funded either with cash or a Reserve Account Credit Facility obtained from an issuer that has been assigned one of the two highest ratings by each rating agency which rates the Commission's bonds. As of the Balance Sheet date, the Commission's DSRF was funded with a debt service reserve insurance policy in the amount of $49,200,000 issued by Financial Security Assurance Inc. and a surety bond in the amount of $6,283,000 issued by Ambac Assurance Corporation (Ambac). During 2008, Ambac's credit rating fell below the two highest rating categories. Consequently, at its December 15, 2008 meeting, the Commission adopted Resolution 56-2008 authorizing the 15th Supplemental Trust Agreement and the transfer of unrestricted cash in the amount of $6,283,000 to its DSRF, which is restricted for debt service. The cash transfer was made on April 9, 2009. The 15th Supplemental Trust Agreement amended the priority order for drawing on cash and credit facilities in the DSRF in the event such funds would be needed to pay debt service.

With the intent of taking advantage of favorable interest rates, the Commission, at its meeting on March 11, 2009, authorized the appointment of underwriters to explore the potential refinancing of all or some portion of its 1998 Series B and/or 2001 Series A Revenue Bonds if market conditions permit a sufficient and appropriate savings. The Commission has no present plans to significantly increase or significantly restructure its bonded indebtedness, however, the Commission reserves the right to do so.

Changes in long-term obligations (in thousands) for the year ended December 31, 2008 are as follows:

	Balance 1/1/08	Increases	Decreases	Balance 12/31/08	Amounts Due Within One Year
Revenue Bonds Payable:					
Principal Payable	$ 681,730	$ –	$ (20,320)	$ 661,410	$ 21,320
Unamortized Refunding Losses	(21,001)	1,614	–	(19,387)	–
Unamortized Premiums - Net	17,573	–	(1,415)	16,158	–
Total Revenue Bonds Payable	678,302	1,614	(21,735)	658,181	21,320
Compensated Absences	17,582	6,350	(6,158)	17,774	5,155
Claims and Judgments	2,953	9,698	(9,724)	2,927	2,300
Contamination Remediation	2,300	473	(337)	2,436	338
Totals	**$ 701,137**	**$ 18,135**	**$ (37,954)**	**$ 681,318**	**$ 29,113**

Revenue bonds payable (in thousands) as of December 31, 2008 are summarized as follows:

	Original Amount	Average Yield	Bonds Payable
1998 Series A:			
Serial Bonds maturing 2014 through 2021	$ 168,180		$ 168,180
Term Bonds due 2024 and 2026	130,395		130,395
Total 1998 Series A	298,575	4.89%	298,575
1998 Series B:			
Serial Bonds maturing through 2018	125,340		77,965
Term Bonds due 2024 and 2028	124,660		124,600
Total 1998 Series B	250,000	4.93%	202,565
2001 Series A:			
Serial Bonds maturing through 2021	49,685		37,380
Term Bonds due 2026 and 2031	50,315		50,315
Total 2001 Series A	100,000	5.16%	87,695
2001 Series B:			
Serial Bonds maturing through 2013	93,550	4.45%	72,575
Total Principal Issued/Outstanding	$ 742,125	4.93%	661,410
Add / (Subtract):			
Unamortized refunding losses			(19,387)
Unamortized bond premiums - net			16,158
Total Revenue Bonds Payable			**$ 658,181**

Minimum principal and interest payments (in thousands) on revenue bonds payable are as follows:

Year	Principal	Interest	Total
2009	$ 21,320	$ 34,022	$ 55,342
2010	22,420	32,883	55,303
2011	23,625	31,660	55,285
2012	24,885	30,369	55,254
2013	26,225	29,002	55,227
2014 - 2018	155,140	121,918	277,058
2019 - 2023	200,300	75,595	275,895
2024 - 2028	169,630	22,541	192,171
2029 - 2031	17,865	1,439	19,304
Totals	**$ 661,410**	**$ 379,429**	**$ 1,040,839**

(6) COMMITMENTS AND CONTINGENCIES

Commitments

The Commission has commitments as of December 31, 2008 of approximately $41,552,000 for capital projects as well as major repairs and replacements. It is anticipated that these commitments will be financed from the Commission's cash balances. However, at the discretion of the Commission, additional bonds may be issued in the future to finance a portion of these costs.

In addition, the Commission has issued purchase orders for goods and services not received amounting to approximately $3,219,000 as of December 31, 2008.

Litigation

The nature of the Commission's operations sometimes subjects the Commission to litigation resulting from traffic accidents and the like. The management and the General Counsel for the Commission are of the opinion that any unfavorable outcome of such claims in excess of insurance coverage will not result in a material adverse effect on the Commission's financial position or results of operations.

Environmental Matters

Due to the nature of operations at the Commission's service plazas and maintenance buildings, which include vehicle fueling facilities, the Commission may encounter underground fuel leaks or spills. The Commission, however, participates in the Petroleum Underground Storage Tank Release Compensation Board, which limits the Commission's financial liability to $55,000 per incident, up to a maximum reimbursement of $1,000,000 per incident or $2,000,000 per calendar year. The Commission is unaware of any incidents that will exceed these limits.

Collective Bargaining

Approximately 585 full-time, nonsupervisory, field employees in the Commission's Toll Operations and Maintenance Departments and approximately 310 part-time, nonsupervisory, field employees in the Toll Operations Department are represented by the Teamsters Local Union No. 436, affiliated with the International Brotherhood of Teamsters. The Commission ratified a three-year collective bargaining agreement with the full-time employees that is effective for the period January 1, 2008 through December 31, 2010. The agreement includes annual wage increases for full-time employees of 3.5 percent, 3.0 percent and 3.0 percent effective January 1, 2008, 2009 and 2010, respectively. The Commission also reached an agreement with the part-time employees for the same time period of January 1, 2008 through December 31, 2010 which includes comparable wage increases for part-time employees for each year of the agreement.

Legislation

The new 2010-2011 Biennial Transportation Budget was passed by the General Assembly and signed by Governor Strickland on April 1, 2009. Am. Sub. H.B. 2 contains three statutory changes requested by the Ohio Turnpike Commission that will take effect on July 1, 2009. These include:

- An amendment to O.R.C. Section 5537.07 to give the Commission design/build authority. The Commission intends to utilize this authority to realize cost efficiencies and savings on future construction projects that have specialized design requirements.
- An amendment to O.R.C. Section 5537.07, which presently requires a bid guaranty and performance bond to be provided by all vendors bidding for contracts in excess of $50,000. This amendment increases the threshold for which bid guaranties and surety bonds would be mandatory to $150,000. Not only will this change lower the cost of commodities to the Commission, but it will provide small businesses with better access to bidding on Ohio Turnpike contracts because bidding will become more affordable.
- An amendment to O.R.C. Section 5537.99 to create uniformity in the fines assessed drivers of overweight commercial vehicles who are cited on the Ohio Turnpike. With this amendment, as opposed to the prior $100 fine levied for such violations, fines for overweight vehicles will become commensurate with those levied everywhere else in the State.

H.B. 2 also contains two new provisions added by the General Assembly that directly impact the Ohio Turnpike, which will also take effect on July 1, 2009:

- An amendment was added requiring the Ohio Turnpike Commission to conduct a Business Logo Sign Program. The Commission has in place an existing Logo Sign Program pursuant to its general authority to enter into contracts for operation of the Turnpike and its specific authority to enter into contracts with persons desiring to use portions of the right-of-way. The amendment, however, is specific in the requirement that, by December 31, 2009, the “commission shall establish a program for the placement of business logos for identification purposes on directional signs within the turnpike right-of-way.”
- An amendment was also added requiring the Ohio Turnpike Commission to “conduct a study to examine ways to increase the application of green technology, including the reduction of diesel emissions, in the construction, maintenance, improvement, repair, and operation of Ohio Turnpike Commission facilities. Additionally, the study shall evaluate all opportunities to develop energy alternatives, including solar, geothermal, natural gas and wind energy in cooperation with the Power Siting Board and the Ohio Department of Transportation.” The study requires the Commission to issue an interim report to the Governor and the majority and minority leaders of the General Assembly within six months of the effective date of the amendment, and a final report to said persons within one year. The first $100,000 in revenue from the new Business Logo Sign Program described above is to be used to fund the study.

(7) PENSION PLAN

The Commission contributes to the Ohio Public Employees Retirement System (“OPERS” or the “Retirement System”). The OPERS administers three separate pension plans as follows:

A) The Traditional Pension Plan (TP) – a cost-sharing multiple-employer defined benefit pension plan.

B) The Member-Directed Plan (MD) – a defined contribution plan in which the member invests both member and employer contributions (employer contributions vest over five years at 20 percent per year). Under the MD Plan, members accumulate retirement assets equal to the value of member and (vested) employer contributions plus any investment earnings thereon.

C) The Combined Plan (CO) – a cost-sharing multiple-employer defined benefit pension plan. Under the CO Plan, employer contributions are invested by the retirement system to provide a formula retirement benefit similar in nature to the TP Plan benefit. Member contributions, the investment of which are self-directed by the members, accumulate retirement assets in a manner similar to the MD Plan.

The OPERS provides retirement, disability, survivor and death benefits and annual cost-of-living adjustments to members of the TP and CO Plans. Members of the MD Plan do not qualify for ancillary benefits.

Authority to establish and amend benefits is provided in Chapter 145 of the Ohio Revised Code. The OPERS issues a stand-alone financial report. Interested parties may obtain a copy by making a written request to the OPERS, 277 East Town Street, Columbus, Ohio 43215-4642 or by calling (614) 222-5601 or (800) 222-7377.

The Ohio Revised Code provides statutory authority for member and employer contributions. For calendar years 2008, 2007 and 2006 member and employer contribution rates were consistent across all three plans. During calendar year 2008, the member contribution rate was 10.0 percent of covered payroll and the employer contribution rate was 14.00 percent of covered payroll. During calendar year 2007 the member contribution rate was 9.5 percent of covered payroll and the employer contribution rate was 13.77 percent of covered payroll. During calendar year 2006, the member contribution rate was 9.0 percent of covered payroll and the employer contribution rate was 13.54 percent of covered payroll. The Commission's contributions to the OPERS for all plans (TP, MD and CO), including contributions for other postemployment benefits described in Note 8, for the years ended December 31, 2008, 2007 and 2006 were $8,333,000, $7,954,000 and $7,553,000, respectively, equal to 100 percent of the required contributions for each year.

(8) OTHER POSTEMPLOYMENT BENEFITS

The Commission provides postemployment health care benefits through its contributions to the OPERS. The OPERS maintains a cost-sharing, multiple-employer defined benefit post-employment healthcare plan, which includes a medical plan, prescription drug program and Medicare Part B premium reimbursement, to qualifying members of both the TP and the CO Plans. Members of the MD Plan do not qualify for ancillary benefits, including postemployment health care coverage.

In order to qualify for postretirement health care coverage, age and service retirees must have 10 or more years of qualifying Ohio service credit. Health care coverage for disability recipients and qualified survivor benefit recipients is available. The health care coverage provided by the OPERS is considered an Other Postemployment Benefit (OPEB) as described in GASB Statement No. 45.

The Ohio Revised Code permits, but does not mandate, the OPERS to provide OPEB benefits to its eligible members and beneficiaries. Authority to establish and amend benefits is provided in Chapter 145 of the Ohio Revised Code.

The Ohio Revised Code provides statutory authority for requiring public employers to fund postemployment health care through their contributions to the OPERS. A portion of each employer's contribution to the

OPERS is set aside for the funding of postretirement health care. Employer contribution rates are expressed as a percentage of the covered payroll of active members. During calendar year 2008, the employer contribution rate was 14.0 percent of covered payroll. The Ohio Revised Code currently limits the employer contribution to a rate not to exceed 14.0 percent of covered payroll for state and local employer units. Active members do not make contributions to the OPEB Plan.

The OPERS' Post Employment Health Care plan was established under, and is administrated in accordance with, Internal Revenue Code 401(h). Each year, the OPERS Retirement Board determines the portion of the employer contribution rate that will be set aside for funding of post employment health care benefits. For 2008, the employer contribution allocated to the health care plan was 7.0 percent of covered payroll. The OPERS Retirement Board is also authorized to establish rules for the payment of a portion of the health care benefits provided, by the retiree or their surviving beneficiaries. Payment amounts vary depending on the number of covered dependents and the coverage selected.

The Commission's contributions to the OPERS for other postemployment benefits for the years ended December 31, 2008, 2007 and 2006 were $4,167,000, $3,174,000 and $2,510,000, respectively, equal to 100 percent of the required contributions for each year.

The Health Care Preservation Plan adopted by the OPERS Retirement Board on September 9, 2004, was effective January 1, 2007. Member and employer contribution rates increased as of January 1, 2006, January 1, 2007 and January 1, 2008, which allowed additional funds to be allocated to the health care plan.

(9) RISK MANAGEMENT

The Commission is self-insured for workers' compensation and vehicle damage claims. The Commission is also self-insured for employee health claims, up to a maximum of $150,000 per covered person per contract year. Employee health benefits are subject to a lifetime maximum benefit of $1.25 million per covered person for employees and their family members.

Liabilities are reported when it is probable that a loss has occurred and the amount of that loss can be reasonably estimated. Claim liabilities are based upon the estimated ultimate cost of settling the claims, including specific incremental claim adjustment expenses.

"Claims and Judgments" as of December 31, 2008 in the accompanying Balance Sheet are comprised of the estimated liability for workers' compensation claims totaling $1,538,000, the estimated liability for employee health claims totaling $1,387,000, and the estimated liability for miscellaneous claims and judgments totaling $2,000. The Commission is unaware of any unaccrued vehicle damage or unasserted workers' compensation claims as of December 31, 2008.

Changes in the liability for estimated workers' compensation claims, employee health claims and miscellaneous claims and judgments (in thousands) for the years ended December 31, were as follows:

	Estimated Claims Payable-Beginning of Year	Current Claims	Claims Payments	Estimated Claims Payable-End of Year
2008	$ 2,953	$ 9,698	$ 9,724	$ 2,927
2007	2,529	9,566	9,142	2,953

The Commission purchases commercial insurance policies in varying amounts for general liability, vehicle liability, bridges, use and occupancy, damage to capital assets other than vehicles, and public officials and employee liability coverage. In addition, the Commission purchases commercial insurance for employee health claims in excess of $150,000 per covered person per contract year, up to a lifetime limit of $1.25 million per covered person for employees and their family members. Paid claims have not exceeded the limits of the Commission’s commercial insurance policies for each of the last three fiscal years. The Commission also pays unemployment claims to the State of Ohio as incurred.

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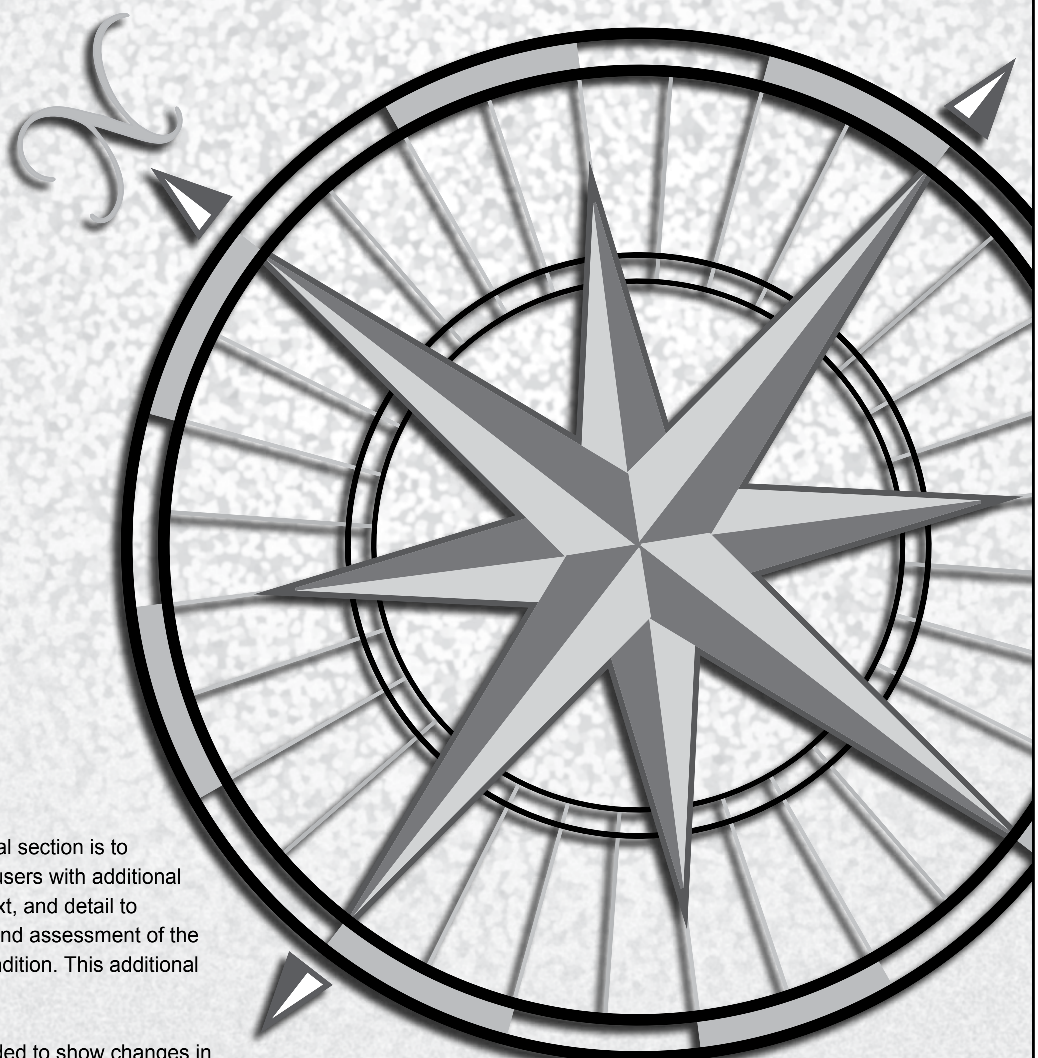
2008 Statistical Section



The objective of the statistical section is to provide financial statement users with additional historical perspective, context, and detail to further their understanding and assessment of the Commission's economic condition. This additional information includes:

- Financial trends detail intended to show changes in the Commission's financial position over time;
- Revenue capacity detail intended to show factors affecting the Commission's ability to generate its own-source revenues;
- Debt capacity detail intended to show the Commission's debt burden and its ability to issue additional debt;
- Demographic and economic detail intended to (1) show the socioeconomic environment within which the Commission operates and (2) provide information that facilitates comparisons of financial statement information over time and among governmental entities; and
- Operating detail intended to provide contextual information about the Commission's operations, resources and economic condition.

Balance Sheets *Last Ten Fiscal Years (In Thousands)*

	12/31/08	12/31/07	12/31/06
Assets			
Current Assets:			
Unrestricted Current Assets:			
Cash and Investments, at Fair Value	$ 102,440	$ 100,721	$ 93,586
Other	13,757	11,002	12,136
Total Unrestricted Current Assets	**116,197**	**111,723**	**105,722**
Restricted Current Assets:			
Cash and Investments, at Fair Value	38,085	38,593	34,624
Other	599	765	889
Total Restricted Current Assets	**38,684**	**39,358**	**35,513**
Total Current Assets	**154,881**	**151,081**	**141,235**
Noncurrent Assets:			
Restricted Cash and Investments, at Fair Value	23,216	21,308	23,575
Unamortized Bond Issuance Costs	4,507	4,818	5,129
Capital Assets, Net	1,237,111	1,255,465	1,247,601
Total Noncurrent Assets	**1,264,834**	**1,281,591**	**1,276,305**
Total Assets	**$ 1,419,715**	**$ 1,432,672**	**$ 1,417,540**
Liabilities and Net Assets			
Current Liabilities:			
Current Liabilities Payable from Unrestricted Assets:			
Accounts, Salaries, Wages and Benefits Payable	$ 6,861	$ 6,424	$ 6,251
Other	9,646	10,437	7,689
Total Current Liabilities Payable from Unrestricted Assets	**16,507**	**16,861**	**13,940**
Current Liabilities Payable from Restricted Assets:			
Contracts, Salaries, Wages and Benefits Payable and Retained Amounts	4,465	5,427	4,952
Interest Payable	12,962	13,331	13,620
Bonds Payable	21,320	20,320	16,125
Total Current Liabilities Payable from Restricted Assets	**38,747**	**39,078**	**34,697**
Total Current Liabilities	**55,254**	**55,939**	**48,637**
Noncurrent Liabilities:			
Bonds Payable	636,861	657,982	678,104
Other	15,344	14,125	13,451
Total Noncurrent Liabilities	**652,205**	**672,107**	**691,555**
Total Liabilities	**707,459**	**728,046**	**740,192**
Net Assets:			
Invested in Capital Assets, Net of Related Debt	583,437	581,981	558,501
Restricted for Debt Service	21,257	20,600	16,941
Restricted for Capital Projects	23,018	21,264	23,455
Unrestricted	84,544	80,781	78,451
Total Net Assets	**712,256**	**704,626**	**677,348**
Total Liabilities and Net Assets	**$ 1,419,715**	**$ 1,432,672**	**$ 1,417,540**

12/31/05	12/31/04	12/31/03	12/31/02	12/31/01	12/31/00	12/31/99
$ 85,596	$ 95,054	$ 60,843	$ 61,392	$ 54,871	$ 48,836	$ 77,271
11,534	11,902	10,549	10,245	10,448	10,216	10,743
97,130	**106,956**	**71,392**	**71,637**	**65,319**	**59,052**	**88,014**
33,698	37,293	37,758	47,627	43,321	46,307	46,100
1,002	1,158	1,032	2,011	4,564	4,182	3,486
34,700	**38,451**	**38,790**	**49,638**	**47,885**	**50,489**	**49,586**
131,830	**145,407**	**110,182**	**121,275**	**113,204**	**109,541**	**137,600**
23,151	19,444	30,976	44,758	109,406	108,127	186,435
5,454	5,908	6,331	6,753	7,176	6,509	6,199
1,252,460	1,256,672	1,247,552	1,239,116	1,175,766	1,061,474	916,005
1,281,065	**1,282,024**	**1,284,859**	**1,290,627**	**1,292,348**	**1,176,110**	**1,108,639**
$ 1,412,895	**$ 1,427,431**	**$ 1,395,041**	**$ 1,411,902**	**$ 1,405,552**	**$ 1,285,651**	**$ 1,246,239**

$ 6,305	$ 6,044	$ 5,029	$ 5,901	$ 3,948	$ 4,975	$ 4,050
15,157	23,656	6,540	5,591	5,427	5,725	3,332
21,462	**29,700**	**11,569**	**11,492**	**9,375**	**10,700**	**7,382**
4,678	6,494	6,975	18,100	21,553	26,854	22,637
13,928	14,396	14,722	14,991	15,776	14,007	14,438
15,415	17,575	16,700	15,960	14,630	13,045	12,510
34,021	**38,465**	**38,397**	**49,051**	**51,959**	**53,906**	**49,585**
55,483	**68,165**	**49,966**	**60,543**	**61,334**	**64,606**	**56,967**
693,994	715,323	732,478	748,758	764,298	677,797	690,333
13,417	20,439	12,926	13,384	11,926	11,778	14,194
707,411	**735,762**	**745,404**	**762,142**	**776,224**	**689,575**	**704,527**
762,894	**803,927**	**795,370**	**822,685**	**837,558**	**754,181**	**761,494**
548,506	529,682	504,705	481,151	404,015	377,140	219,361
16,094	17,561	17,093	16,547	15,143	13,964	64,720
23,068	18,878	30,976	44,758	109,406	107,784	173,216
62,333	57,383	46,897	46,761	39,430	32,582	27,448
650,001	**623,504**	**599,671**	**589,217**	**567,994**	**531,470**	**484,745**
$ 1,412,895	**$ 1,427,431**	**$ 1,395,041**	**$ 1,411,902**	**$ 1,405,552**	**$ 1,285,651**	**$ 1,246,239**

Revenues, Expenses and Changes in Net Assets

Last Ten Fiscal Years (In Thousands)

	2008	2007	2006
Operating Revenues:			
Tolls	$ 187,530	$ 198,154 (1)	$ 183,937
Concessions	13,564	14,078	14,210
Special Toll Permits	3,046	2,317	3,008
Leases and Licenses	928	903	898
Other Revenues	638	474	540
Total Operating Revenues	**205,706**	**215,926**	**202,593**
Operating Expenses:			
Administration and Insurance	8,464	8,115	7,845
Maintenance of Roadway and Structures	37,281	37,703	31,479
Services and Toll Operations	52,394	50,739	50,186
Traffic Control, Safety, Patrol and Communications	15,794	14,614	14,004
Major Repairs and Replacements	–	–	–
Depreciation	52,652	52,458	52,516
Total Operating Expenses	**166,585**	**163,629**	**156,030**
Operating Income	**39,121**	**52,297**	**46,563**
Nonoperating Revenues / (Expenses):			
Ohio Department of Transportation Purchase of Capacity	–	–	7,800
State Fuel Tax Allocation	2,146	2,358	2,599
Investment income	4,406	7,758	6,498
Loss on Disposals / Write-Offs of Capital Assets	(3,292)	(418)	(496)
Interest Expense	(34,751)	(34,717)	(35,617)
Total Nonoperating Revenues / (Expenses)	**(31,491)**	**(25,019)**	**(19,216)**
Increase in Net Assets	**7,630**	**27,278**	**27,347**
Net Assets - Beginning of Year	**704,626**	**677,348**	**650,001**
Net Assets - End of Year	**$ 712,256**	**$ 704,626**	**$ 677,348**

Notes: (1) Toll rate increase effective January 1, 2007 of $.005 per mile for Classes 1 through 3 and an increase over the temporary toll rates of $.01 per mile for Classes 4 through 9.
(2) Temporary toll rate reduction effective January 1, 2005 for weight Classes 4 through 9 as follows: Class 4 - 2%, Class 5 - 17%, Class 6 - 11%, Class 7 - 26%, Class 8 - 27% and Class 9 - 57%.

2005	2004	2003	2002	2001	2000	1999
$ 179,085 (2)	$ 189,701	$ 179,988	$ 179,200	$ 174,326	$ 176,772	$ 176,430
14,024	13,793	13,704	12,340	11,547	10,538	7,949
2,929	2,750	2,752	2,540	2,614	2,692	2,731
867	797	634	640	555	369	424
486	386	399	268	407	223	254
197,391	**207,427**	**197,477**	**194,988**	**189,449**	**190,594**	**187,788**
8,193	7,982	7,166	6,432	6,099	8,555	7,640
34,185	30,957	29,127	27,677	24,441	27,559	27,140
48,585	46,449	43,769	42,068	37,305	36,420	33,405
13,565	12,902	13,136	12,474	11,966	10,900	11,430
(79)	(277)	3,775	5,580	5,219	3,384	2,271
51,023	50,428	52,541	47,888	43,225	39,062	34,576
155,472	**148,441**	**149,514**	**142,119**	**128,255**	**125,880**	**116,462**
41,919	**58,986**	**47,963**	**52,869**	**61,194**	**64,714**	**71,326**
15,600	–	–	–	–	–	–
2,772	2,698	2,780	2,669	2,328	2,360	2,381
3,634	1,646	1,876	4,755	9,498	16,783	15,936
(720)	(1,605)	(1,859)	(1,957)	(4,092)	(4,006)	(4,502)
(36,708)	(37,892)	(40,306)	(37,113)	(32,404)	(33,126)	(32,783)
(15,422)	**(35,153)**	**(37,509)**	**(31,646)**	**(24,670)**	**(17,989)**	**(18,968)**
26,497	**23,833**	**10,454**	**21,223**	**36,524**	**46,725**	**52,358**
623,504	**599,671**	**589,217**	**567,994**	**531,470**	**484,745**	**432,387**
$ 650,001	**$ 623,504**	**$ 599,671**	**$ 589,217**	**$ 567,994**	**$ 531,470**	**$ 484,745**

Vehicles and Toll Revenue *Last Ten Fiscal Years (In Thousands)*

Class	Vehicle Weight (Pounds)	2008	2007	2006
Vehicles:				
1	--- - 7,000	39,036	40,134	40,269
2	7,001 - 16,000	1,463	1,452	1,430
3	16,001 - 23,000	564	629	622
4	23,001 - 33,000	1,755	1,907	1,921
5	33,001 - 42,000	1,321	1,298	1,320
6	42,001 - 53,000	1,451	1,495	1,534
7	53,001 - 65,000	1,578	1,598	1,632
8	65,001 - 80,000 (1)	2,651	2,781	2,832
9	80,001 - 90,000 (2)	149	185	177
10	90,001 - 115,000	36	39	38
11	115,001 - 127,400	8	9	9
Subtotal		50,012	51,527	51,784
Add Non-Revenue	(3)	192	247	226
Total Vehicles		**50,204**	**51,774**	**52,010**
Toll Revenue:				
1	--- - 7,000	$ 78,680	$ 82,173	$ 76,752
2	7,001 - 16,000	5,989	6,301	5,834
3	16,001 - 23,000	2,743	3,136	3,044
4	23,001 - 33,000	10,994	12,322	10,957
5	33,001 - 42,000	11,382	11,477	10,279
6	42,001 - 53,000	17,588	18,354	17,011
7	53,001 - 65,000	20,066	20,575	19,050
8	65,001 - 80,000 (1)	40,820	44,199	41,162
9	80,001 - 90,000 (2)	2,414	2,916	2,490
10	90,001 - 115,000	1,995	2,159	2,147
11	115,001 - 127,400	546	586	571
Subtotal		193,217	204,198	189,297
Deduct Volume Discounts		(5,687)	(6,044)	(5,360)
Total Toll Revenue		**$ 187,530**	**$ 198,154**	**$ 183,937**

Source: Ohio Turnpike Commission, CFO/Comptroller's Office.

Notes: (1) Weight limits were 65,001 - 78,000 pounds prior to February 1, 2004.

(2) Weight limits were 78,001 - 90,000 pounds prior to February 1, 2004.

2005	2004	2003	2002	2001	2000	1999
40,149	40,364	39,196	38,614	37,036	36,289	35,903
1,434	1,451	1,445	1,404	1,322	1,326	1,270
610	568	473	435	419	456	448
1,780	1,535	1,438	1,486	1,496	1,579	1,511
1,274	1,138	1,092	1,112	1,099	1,215	1,146
1,490	1,318	1,210	1,193	1,157	1,221	1,169
1,500	1,316	1,223	1,251	1,254	1,359	1,234
2,680	2,256	1,949	1,957	1,892	1,943	2,144
178	155	193	183	160	130	163
45	50	55	64	58	48	60
9	9	8	8	7	9	9
51,149	50,160	48,282	47,707	45,900	45,575	45,057
205	212	272	345	402	580	537
51,354	**50,372**	**48,554**	**48,052**	**46,302**	**46,155**	**45,594**

$ 76,892	$ 78,985	$ 78,837	$ 77,904	$ 74,710	$ 72,356	$ 71,017
5,908	6,118	6,104	5,884	5,506	5,601	5,372
3,003	2,905	2,422	2,247	2,205	2,482	2,426
10,149	9,386	8,752	9,082	9,381	10,086	9,360
9,853	10,628	10,045	10,434	10,596	12,035	11,172
16,489	16,159	14,649	14,542	14,324	15,322	14,703
17,345	20,255	18,514	19,069	19,195	20,845	18,552
38,829	42,834	36,427	36,023	35,142	35,841	39,883
2,539	4,828	6,052	5,572	5,085	4,257	5,275
2,658	2,927	3,212	3,584	3,290	2,974	3,724
581	579	538	561	490	663	730
184,246	195,604	185,552	184,902	179,924	182,462	182,214
(5,161)	(5,903)	(5,564)	(5,702)	(5,598)	(5,690)	(5,784)
$ 179,085	**$ 189,701**	**$ 179,988**	**$ 179,200**	**$ 174,326**	**$ 176,772**	**$ 176,430**

(3) Non-revenue vehicles represent traffic of officials, employees, agents and representatives of the Commission while in the discharge of their official duties, police officers of the United States, of the State of Ohio and of its political subdivisions, and vehicles of contractors used in the maintenance of the Turnpike and its buildings.

Vehicle Miles Traveled and Toll Rates Per Mile Last Ten Fiscal Years

Class	Vehicle Weight (Pounds)	2008	2007	2006
Vehicle Miles Traveled *(In Thousands):*				
1	--- - 7,000	1,831,515	1,915,119	1,962,993
2	7,001 - 16,000	96,884	101,864	102,766
3	16,001 - 23,000	35,148	40,178	40,710
4	23,001 - 33,000	111,146	124,575	126,367
5	33,001 - 42,000	114,840	115,797	118,117
6	42,001 - 53,000	150,787	157,367	160,841
7	53,001 - 65,000	171,966	176,349	179,939
8	65,001 - 80,000 (1)	294,548	318,922	321,774
9	80,001 - 90,000 (2)	17,407	21,052	19,440
10	90,001 - 115,000	5,341	5,778	5,907
11	115,001 - 127,400	1,346	1,441	1,439
Total Vehicle Miles Traveled		**2,830,928**	**2,978,442**	**3,040,293**

Class	Vehicle Weight (Pounds)	2008	2007	2006
Toll Rates Per Mile:				
1	--- - 7,000	$ 0.04	$ 0.04	$ 0.04
2	7,001 - 16,000	0.06	0.06	0.06
3	16,001 - 23,000	0.08	0.08	0.07
4	23,001 - 33,000	0.10	0.10	0.09
5	33,001 - 42,000	0.10	0.10	0.09
6	42,001 - 53,000	0.12	0.12	0.11
7	53,001 - 65,000	0.12	0.12	0.11
8	65,001 - 80,000 (1)	0.14	0.14	0.13
9	80,001 - 90,000 (2)	0.14	0.14	0.13
10	90,001 - 115,000	0.37	0.37	0.36
11	115,001 - 127,400	0.41	0.41	0.40

Source: Ohio Turnpike Commission, CFO/Comptroller's Office.

Notes: (1) Weight limits were 65,001 - 78,000 pounds prior to February 1, 2004.
(2) Weight limits were 78,001 - 90,000 pounds prior to February 1, 2004.

2005	2004	2003	2002	2001	2000	1999
1,963,967	2,021,519	2,019,385	1,994,626	1,913,889	1,851,766	1,820,823
104,128	107,852	107,703	103,707	96,972	98,799	94,349
40,075	38,483	32,132	29,832	29,266	32,989	32,205
117,198	100,122	93,183	96,707	100,097	107,859	99,808
113,349	97,958	92,463	96,097	97,549	110,696	102,588
155,928	134,661	121,965	121,037	119,205	127,453	122,280
163,830	140,269	128,136	131,908	132,622	143,963	128,167
303,493	244,807	207,977	205,418	200,577	204,572	227,303
19,819	16,389	20,705	19,056	17,336	14,438	17,892
7,257	7,990	8,768	9,808	8,997	8,106	10,180
1,465	1,455	1,353	1,408	1,232	1,658	1,819
2,990,509	**2,911,505**	**2,833,770**	**2,809,604**	**2,717,742**	**2,702,299**	**2,657,414**

$ 0.04	$ 0.04	$ 0.04	$ 0.04	$ 0.04	$ 0.04	$ 0.04
0.06	0.06	0.06	0.06	0.06	0.06	0.06
0.07	0.08	0.08	0.08	0.08	0.08	0.08
0.09	0.09	0.09	0.09	0.09	0.09	0.09
0.09	0.11	0.11	0.11	0.11	0.11	0.11
0.11	0.12	0.12	0.12	0.12	0.12	0.12
0.11	0.14	0.14	0.14	0.14	0.14	0.14
0.13	0.17	0.18	0.18	0.18	0.18	0.18
0.13	0.29	0.29	0.29	0.29	0.29	0.29
0.37	0.37	0.37	0.37	0.37	0.37	0.37
0.40	0.40	0.40	0.40	0.40	0.40	0.40

Comparative Traffic Statistics *Last Ten Fiscal Years*

	2008	2007	2006
Number of Vehicles *(In Thousands):*			
Passenger Cars	39,036	40,134	40,269
Commercial Vehicles	10,976	11,393	11,515
Total	**50,012**	**51,527**	**51,784**
Percentage of Vehicles:			
Passenger Cars	78.1%	77.9%	77.8%
Commercial Vehicles	21.9%	22.1%	22.2%
Number of Miles *(In Thousands):*			
Passenger Cars	1,831,515	1,915,119	1,962,993
Commercial Vehicles	999,413	1,063,323	1,077,300
Total	**2,830,928**	**2,978,442**	**3,040,293**
Percentage of Miles:			
Passenger Cars	64.7%	64.3%	64.6%
Commercial Vehicles	35.3%	35.7%	35.4%
Toll Revenue *(In Thousands):*			
Passenger Cars	$ 78,680	$ 82,173	$ 76,752
Commercial Vehicles	108,850	115,981	107,185
Total	**$ 187,530**	**$ 198,154**	**$ 183,937**
Percentage of Toll Revenue:			
Passenger Cars	42.0%	41.5%	41.7%
Commercial Vehicles	58.0%	58.5%	58.3%
Average Miles per Trip:			
Passenger Cars	46.9	47.7	48.7
Commercial Vehicles	91.1	93.3	93.6
Average Toll Revenue per Trip:			
Passenger Cars	$ 2.02	$ 2.05	$ 1.91
Commercial Vehicles	9.92	10.18	9.31
Average Toll Revenue per Mile:			
Passenger Cars	$ 0.04	$ 0.04	$ 0.04
Commercial Vehicles	0.11	0.11	0.10

Source: Ohio Turnpike Commission, CFO/Comptroller's Office.

2005	2004	2003	2002	2001	2000	1999
40,149	40,364	39,196	38,614	37,036	36,289	35,903
11,000	9,796	9,086	9,093	8,864	9,286	9,154
51,149	**50,160**	**48,282**	**47,707**	**45,900**	**45,575**	**45,057**
78.5%	80.5%	81.2%	80.9%	80.7%	79.6%	79.7%
21.5%	19.5%	18.8%	19.1%	19.3%	20.4%	20.3%
1,963,967	2,021,519	2,019,385	1,994,626	1,913,889	1,851,766	1,820,823
1,026,542	889,986	814,385	814,978	803,853	850,533	836,591
2,990,509	**2,911,505**	**2,833,770**	**2,809,604**	**2,717,742**	**2,702,299**	**2,657,414**
65.7%	69.4%	71.3%	71.0%	70.4%	68.5%	68.5%
34.3%	30.6%	28.7%	29.0%	29.6%	31.5%	31.5%
$ 76,892	$ 78,985	$ 78,837	$ 77,904	$ 74,710	$ 72,356	$ 71,017
102,193	110,716	101,151	101,296	99,616	104,416	105,413
$ 179,085	**$ 189,701**	**$ 179,988**	**$ 179,200**	**$ 174,326**	**$ 176,772**	**$ 176,430**
42.9%	41.6%	43.8%	43.5%	42.9%	40.9%	40.3%
57.1%	58.4%	56.2%	56.5%	57.1%	59.1%	59.7%
48.9	50.1	51.5	51.7	51.7	51.0	50.7
93.3	90.9	89.6	89.6	90.7	91.6	91.4
$ 1.92	$ 1.96	$ 2.01	$ 2.02	$ 2.02	$ 1.99	$ 1.98
9.29	11.30	11.13	11.14	11.24	11.24	11.52
$ 0.04	$ 0.04	$ 0.04	$ 0.04	$ 0.04	$ 0.04	$ 0.04
0.10	0.12	0.12	0.12	0.12	0.12	0.13

Activity by Interchange [1] *Last Ten Fiscal Years (In Thousands)*

Milepost	Name		2008	2007	2006
2	Westgate		7,370	7,900	8,068
13	Bryan-Montpelier		712	751	760
25	Archbold-Fayette		429	453	462
34	Wauseon		722	768	836
39	Delta-Lyons		563	590	594
52	Toledo Airport-Swanton		1,390	1,475	1,542
59	Maumee-Toledo		3,661	3,928	4,440
64	Perrysburg-Toledo		4,533	5,058	7,548
71	Stony Ridge-Toledo		6,414	6,527	4,535
81	Elmore-Woodville-Gibsonburg		636	699	798
91	Fremont-Port Clinton		1,662	1,733	1,825
110	Sandusky-Bellevue		1,478	1,570	1,643
118	Sandusky-Norwalk		1,840	1,933	1,929
135	Vermilion		755	802	791
140	Amherst-Oberlin	(2)	1,271	1,207	1,094
142	Lorain County West		3,017	3,146	2,611
145	Lorain-Elyria		5,660	5,750	6,176
151	North Ridgeville-Cleveland		5,138	5,324	5,453
152	North Olmsted-Cleveland		2,575	2,555	2,507
161	Strongsville-Cleveland		7,236	7,423	7,272
173	Cleveland		7,287	7,549	7,458
180	Akron		5,269	5,370	5,147
187	Streetsboro		6,623	6,672	6,440
193	Ravenna		1,633	1,650	1,533
209	Warren		2,045	2,093	1,993
215	Lordstown West		492	473	477
216	Lordstown East		402	327	334
218	Niles-Youngstown		8,225	8,373	8,569
232	Youngstown		1,696	1,577	1,538
234	Youngstown-Poland		1,261	1,242	1,175
239	Eastgate		8,028	8,135	8,020

Source: Ohio Turnpike Commission, CFO/Comptroller's Office.

Notes: (1) "Activity by Interchange" represents the number of vehicles entering and exiting at each toll interchange.
(2) Opened November 30, 2004

2005	2004	2003	2002	2001	2000	1999
7,946	7,740	7,511	7,430	7,118	7,101	6,951
747	742	729	725	730	713	719
445	440	426	416	387	375	342
812	802	794	781	752	754	729
562	548	530	503	456	463	420
1,592	1,659	1,634	1,652	1,562	1,493	1,421
4,424	4,677	4,717	4,879	4,644	4,550	4,557
6,219	5,280	4,989	4,723	4,185	4,117	4,062
5,556	6,132	6,060	6,214	6,121	6,297	5,815
758	756	693	682	621	642	590
1,853	1,883	1,788	1,803	1,728	1,843	1,826
1,625	1,549	1,447	1,408	1,370	1,392	1,246
1,994	1,974	1,885	1,828	1,815	1,872	1,883
873	998	956	955	933	902	880
1,007	76	–	–	–	–	–
2,715	2,838	2,741	2,790	2,691	2,645	2,577
6,005	6,302	6,135	6,287	6,195	6,030	6,061
5,551	5,572	5,482	5,608	5,551	5,509	5,377
2,432	2,250	2,003	1,891	1,888	1,821	1,814
7,128	6,805	6,344	6,066	5,971	6,007	6,106
7,114	6,724	6,197	5,700	5,013	4,964	5,006
4,944	4,707	4,465	4,318	3,986	3,869	3,911
6,367	6,355	6,108	5,947	5,825	5,707	5,609
1,546	1,538	1,468	1,413	1,346	1,312	1,260
2,019	1,982	1,868	1,857	1,837	1,876	1,964
524	616	552	529	488	497	528
427	433	363	355	328	356	387
8,562	8,273	7,991	7,958	7,729	7,684	7,523
1,545	1,678	1,473	1,468	1,442	1,512	1,524
1,102	985	1,180	1,181	1,188	1,097	1,204
7,905	8,005	8,036	8,047	7,900	7,750	7,822

Debt Ratios and Revenue Bond Coverage *Last Ten Fiscal Years*

(Dollars in Thousands Except Per Capita Amounts)

	2008	2007	2006
Debt Ratios:			
Revenue Bonds Payable	**$ 658,181**	**$ 678,302**	**$ 694,229**
Revenue Bonds Payable as a % of Personal Income	**0.16%**	**0.17%**	**0.18%**
Revenue Bonds Payable Per Capita	**$ 57**	**$ 59**	**$ 61**
Revenue Bond Coverage:			
Pledged Revenues	**$ 208,265** (1)	**$ 220,323** (1)	**$ 207,307** (1)
Expenses Paid from Pledged Revenues:			
Administration and Insurance	8,465	8,115	7,845
Maintenance of Roadway and Structures	37,215	37,703	31,479
Services and Toll Operations	52,394	50,739	50,186
Traffic Control, Safety, Patrol and Communications	15,794	14,614	13,986
Total Expenses Paid from Pledged Revenues	**113,868**	**111,171**	**103,496**
Deposit to Reserve Account	**66**	**326**	**464**
Net Revenues Available for Debt Service	**$ 94,331**	**$ 108,826**	**$ 103,347**
Debt Service Requirements:			
Principal	$ 21,153	$ 19,621	$ 16,007
Interest	34,730	35,678	36,456
Less Interest Earned	(499)	(887)	(789)
Total Debt Service Requirements	**$ 55,384**	**$ 54,412**	**$ 51,674**
Debt Coverage (see Note 5 to the financial statements)	**170%**	**200%**	**200%**

Source: Ohio Turnpike Commission, CFO/Comptroller's Office.

Note (1) Gross Revenues per the Master Trust Agreement dated February 15, 1994, as amended in 2005 - consisting of tolls, special toll permits, certain realized investment earnings, appropriations from the Ohio Department of Transportation, and to the extent needed to achieve a debt coverage ratio of up to, but not more than 200%, leases, licenses, royalties, advertising, miscellaneous sales, fees, charges and certain concession revenues.

	2005	2004	2003	2002	2001	2000	1999
	$ 709,409	$ 732,898	$ 749,178	$ 764,718	$ 778,928	$ 690,842	$ 702,843
	0.19%	0.21%	0.22%	0.23%	0.24%	0.22%	0.23%
	$ 62	$ 64	$ 66	$ 67	$ 68	$ 61	$ 62
	$ 210,255 (1)	$ 208,780 (2)	$ 184,363 (3)	$ 186,159 (3)	$ 184,573 (3)	$ 190,944 (3)	$ 190,846 (3)
	8,193	7,982	7,166	6,432	6,099	8,555	7,640
	34,185	30,957	27,137	26,236	23,321	26,190	27,140
	48,585	46,449	38,787	37,401	34,355	34,325	33,405
	13,565	12,902	13,136	12,474	11,966	10,897	11,430
	104,528	98,290	86,226	82,543	75,741	79,967	79,615
	505	1,021	324	27	(76)	535	555
	$ 105,222	$ 109,469	$ 97,813	$ 103,589	$ 108,908	$ 110,442	$ 110,676
	$ 15,775	$ 17,429	$ 16,577	$ 15,857	$ 14,247	$ 12,956	$ 13,125
	37,350	38,535	39,378	40,286	37,641	36,526	36,508
	(514)	(242)	(215)	(353)	(690)	(2,901)	(3,794)
	$ 52,611	$ 55,722	$ 55,740	$ 55,790	$ 51,198	$ 46,581	$ 45,839
	200%	196%	175%	186%	213%	237%	241%

(2) Gross Revenues per the Master Trust Agreement dated February 15, 1994, as amended in 2004 - consisting of tolls, special toll permits, certain realized investment earnings, and to the extent needed to achieve a debt coverage ratio of up to, but not more than 200%, leases, royalties, advertising, miscellaneous sales, fees, charges and certain concession revenues.

(3) Gross Revenues per the Master Trust Agreement dated February 15, 1994 - consisting of tolls, special toll permits, and certain realized investment revenues.

Principal Toll Revenue Payers *Current Year and Nine Years Ago*

	2008		
Toll Customer	**Tolls Paid**	**Rank**	**% of Total Tolls Paid**
United Parcel Service, Inc.	$ 2,068,768	1	1.10%
Yellow Transportation, Inc.	1,646,064	2	0.88%
Con-way Freight Inc.	1,346,857	3	0.72%
USF Holland, Inc.	1,155,846	4	0.62%
FedEx Ground Package Systems	1,107,557	5	0.59%
Roadway Express, Inc.	836,496	6	0.45%
Werner Enterprises, Inc.	829,768	7	0.44%
J.B. Hunt Transport, Inc.	804,162	8	0.43%
FedEx Freight East, Inc.	752,958	9	0.40%
Falcon Transport Company	665,977	10	0.36%
Totals	**$ 11,214,452**		**5.98%**

	1999		
Toll Customer	**Tolls Paid**	**Rank**	**% of Total Tolls Paid**
United Parcel Service, Inc.	$ 2,028,978	2	1.15%
Yellow Transportation, Inc.	2,397,122	1	1.36%
Con-way Freight Inc.	1,308,037	6	0.74%
USF Holland, Inc.	741,572	10	0.42%
FedEx Ground Package Systems	–	–	–
Roadway Express, Inc.	1,881,284	3	1.07%
Werner Enterprises, Inc.	1,802,197	4	1.02%
J.B. Hunt Transport, Inc.	1,723,847	5	0.98%
FedEx Freight East, Inc.	–	–	–
Falcon Transport Company	1,140,698	8	0.65%
Consolidated Freightways	1,308,884	7	0.70%
U.S. Xpress Leasing, Inc.	803,465	9	0.46%
Totals	**$ 15,136,082**		**8.54%**

Source: Ohio Turnpike Commission, CFO/Comptroller's Office.

Principal Ohio Employers *Current Year and Nine Years Ago*

Employer	2008 Employees	2008 Rank	2008 % of Total Ohio Employees
State of Ohio	135,492	1	1.98%
United States Government	76,104	2	1.11%
Wal-Mart Stores	55,000	3	0.81%
Cleveland Clinic Health Systems	37,800	4	0.55%
Kroger Company	36,500	5	0.53%
Catholic Healthcare Partners	28,200	6	0.41%
University Hospitals Health Sys.	21,800	7	0.32%
JP Morgan Chase (Bank One)	17,500	8	0.26%
Giant Eagle, Inc.	17,000	9	0.25%
Sears Holdings Corp.	16,400	10	0.24%
Totals	**441,796**		**6.47%**

Employer	1999 Employees	1999 Rank	1999 % of Total Ohio Employees
State of Ohio	131,101	1	1.94%
United States Government	83,742	2	1.24%
Wal-Mart Stores	17,900	8	0.27%
Cleveland Clinic Health Systems	20,000	6	0.30%
Kroger Company	25,000	5	0.37%
Catholic Healthcare Partners	–	–	–
University Hospitals Health Sys.	–	–	–
JP Morgan Chase (Bank One)	–	–	–
Giant Eagle, Inc.	–	–	–
Sears Holdings Corp.	–	–	–
General Motors Corporation	27,700	3	0.41%
Ford Motor Company	18,900	7	0.28%
General Electric Company	17,400	9	0.26%
Proctor & Gamble	15,500	10	0.23%
Delphi Automotive	27,000	4	0.40%
Totals	**384,243**		**5.70%**

Sources: U.S. Department of Commerce, Bureau of Economic Analysis.
Ohio Department of Development, Office of Strategic Research.
Ohio Department of Job and Family Services, Office of Workforce Development.

Employment, Demographic and Economic Statistics *Last Ten Fiscal Years*

	2008	2007	2006
Ohio Turnpike Commission Employees:			
Full-Time:			
Toll Collectors	306	307	309
Maintenance Workers	277	278	280
Toll and Service Plaza Supervisors	133	132	133
Professional and Clerical Staff	100	100	100
Maintenance Supervisors	45	46	46
Executive and Managerial Staff	18	18	20
Administrative Supervisors	20	21	18
Total Full-Time	**899**	**902**	**906**
Part-Time:			
Toll Collectors	308	318	331
Other	24	26	25
Total Part-Time	**332**	**344**	**356**
Total Ohio Turnpike Commission Employees	**1,231**	**1,246**	**1,262**

	2008	2007	2006
State of Ohio Statistics:			
Population (In Thousands)	11,486	11,478	11,458
Personal Income (In Millions)	$ 407,874	$ 395,615	$ 381,260
Per Capita Personal Income	$ 35,511	$ 34,467	$ 33,275
Unemployment Rate	7.80%	5.80%	5.60%

Sources: Employee counts provided by the Ohio Turnpike Commission, Payroll, Toll Operations and Maintenance Departments.
Population data provided by the U.S. Census Bureau. Personal income and per capita personal income data provided by the U.S. Department of Commerce, Bureau of Economic Analysis.
Unemployment rates provided by the Ohio Department of Job & Family Services.

Note: Some of the employee counts for years 1998 through 2001 were estimated from the incomplete data that is currently available.

	2005	2004	2003	2002	2001	2000	1999
	319	318	326	323	325	321	314
	283	276	283	279	273	267	269
	135	131	133	132	132	132	131
	99	98	99	102	104	106	107
	46	45	44	46	46	44	44
	20	20	19	17	15	17	17
	20	20	20	18	17	19	19
	922	**908**	**924**	**917**	**912**	**906**	**901**
	358	406	306	269	300	272	291
	28	24	22	18	13	11	18
	386	**430**	**328**	**287**	**313**	**283**	**309**
	1,308	**1,338**	**1,252**	**1,204**	**1,225**	**1,189**	**1,210**
	11,451	11,445	11,430	11,411	11,391	11,364	11,335
	$ 365,319	$ 352,315	$ 340,840	$ 333,158	$ 325,623	$ 320,538	$ 304,464
	$ 31,903	$ 30,783	$ 29,820	$ 29,196	$ 28,586	$ 28,206	$ 26,861
	5.90%	6.20%	6.20%	5.70%	4.40%	4.00%	4.30%

Traffic Accident Statistics *Last Ten Fiscal Years*

	2008	2007	2006
All Accidents:			
Number	2,689	2,532	2,342
Rate	95.0	85.0	77.0
Property Damage (Over $150) Accidents:			
Number	2,168	2,025	1,881
Rate	76.6	68.0	61.9
Non-Fatal Personal Injury Accidents:			
Number	516	496	453
Rate	18.2	16.7	14.9
Number Injured	738	711	686
Injury Rate	26.1	23.9	22.6
Fatal Accidents:			
Number	5	11	8
Rate	.2	.4	.3
Fatalities	7	15	8
Fatality Rate	.2	.5	.3

Source: Ohio State Highway Patrol.

Note: All rates are per 100,000,000 vehicle miles traveled.

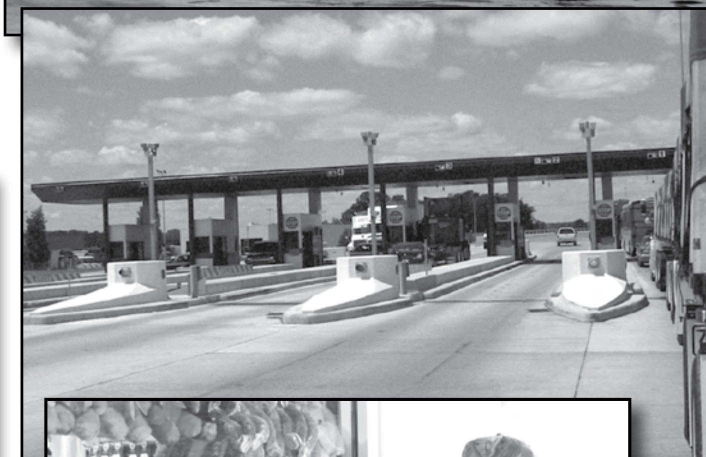
2005	2004	2003	2002	2001	2000	1999
2,858	2,609	2,433	2,373	2,092	2,443	2,303
95.6	89.6	85.9	84.5	77	90.4	86.7
2,293	2,134	1,965	1,947	1,698	1,936	1,788
76.7	73.3	69.3	69.3	62.5	71.6	67.3
554	463	458	416	381	496	508
18.5	15.9	16.2	14.8	14.0	18.4	19.1
829	724	698	628	602	840	801
27.7	24.9	24.6	22.4	22.2	31.1	30.1
11	12	10	10	13	11	7
.4	.4	.4	.4	.5	.4	.3
14	17	11	10	14	12	7
.5	.6	.4	.4	.5	.4	.3

Capital Asset Statistics *Last Ten Fiscal Years*

	2008	2007	2006
Land and Roadway:			
Land Area (Acres)	10,015	10,012	10,010
Length of Roadway (Miles)	241	241	241
Number of Lane Miles	1,370	1,370	1,356
Interchanges:			
Toll	29	29	29
Barrier	2	2	2
Total Interchanges	31	31	31
Service Plazas	14	14	14
Other Buildings:			
Maintenance	8	8	8
Administration	1	1	1
Telecommunications	1	1	1
Highway Patrol	1	1	1
Structures over or under the Turnpike:			
Roadways and Interchange Ramps	350	350	350
Railroads	49	49	49
Rivers and Streams	56	56	56

Source: Ohio Turnpike Commission, CFO/Comptroller's Office and Engineering Department.

2005	2004	2003	2002	2001	2000	1999
10,010	9,978	9,949	9,913	9,895	9,885	9,847
241	241	241	241	241	241	241
1,356	1,356	1,317	1,304	1,286	1,252	1,217
29	29	28	28	28	28	28
2	2	2	2	2	2	2
31	31	30	30	30	30	30
16	16	16	16	16	16	16
8	8	8	8	8	8	8
1	1	1	1	1	1	1
1	1	1	1	1	1	–
1	1	1	1	1	1	1
350	350	350	351	355	362	365
52	52	52	53	54	55	57
59	59	59	59	61	64	66



Total copies printed: 350. Unit Cost: $7.91.
Publication date: June 2009.

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