

In the opinion of Ballard Spahr LLP, Special Tax Counsel to the NMFA, based on an analysis of currently existing laws, regulations, decisions and interpretations and assuming, among other matters, continuing compliance with certain covenants, interest on the Series 2009A Bonds is excludable from gross income for federal income tax purposes and is not a specific item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations but such interest is included in earnings and profits in computing the federal alternative minimum tax imposed on certain corporations. In the opinion of such Special Tax Counsel to the NMFA, under existing laws, interest on the Series 2009A Bonds is excludable from net income of the owners thereof for State of New Mexico income tax purposes. Such Special Tax Counsel expresses no opinion regarding any other tax consequences relating to the ownership or disposition of or the accrual or receipt of interest on, the Series 2009A Bonds. See "TAX MATTERS" herein.



\$112,345,000
STATE TRANSPORTATION
REFUNDING REVENUE BONDS
(SENIOR LIEN)
SERIES 2009A

Dated: Delivery Date

Due: As shown on the inside front cover

The New Mexico Finance Authority's State Transportation Refunding Revenue Bonds (Senior Lien), Series 2009A (the "Series 2009A Bonds") are being issued as fully registered bonds. Purchases of beneficial ownership interests in the Series 2009A Bonds will be made in book-entry form only, in denominations of \$5,000 or any integral multiple of \$5,000. The Depository Trust Company ("DTC") will act as securities depository for all of the Series 2009A Bonds through its nominee, Cede & Co. One fully registered bond in a denomination equal to the principal amount of each maturity of the Series 2009A Bonds will be registered in the name of Cede & Co. Individual purchases of the Series 2009A Bonds will be made in book-entry form only, and Beneficial Owners of the Series 2009A Bonds will not receive physical delivery of bond certificates, except as described herein. Upon receipt of payments of principal and interest, DTC will remit such payments to DTC participants for subsequent disbursement to the Beneficial Owners of the Series 2009A Bonds.

The Series 2009A Bonds are being issued by the New Mexico Finance Authority (the "NMFA") at the direction of the State Transportation Commission (the "Commission") of the State of New Mexico (the "State"). The proceeds of the Series 2009A Bonds will be used to refund certain outstanding bonds of the Commission which were issued for the purpose of financing projects administered by the New Mexico Department of Transportation (the "Department"). Proceeds from the Series 2009A Bonds will also be used to pay costs of issuing the Series 2009A Bonds.

Interest on the Series 2009A Bonds is payable on June 15, 2010, and semiannually thereafter on each June 15 and December 15, until maturity. Principal of the Series 2009A Bonds is payable on the dates, and interest is payable at the rates, shown on the Maturity Schedule on the inside front cover.

SEE MATURITY SCHEDULE ON INSIDE FRONT COVER

The Series 2009A Bonds are not subject to redemption prior to maturity.

The Series 2009A Bonds are special, limited obligations of the NMFA payable on a parity with additional bonds currently outstanding in the amount of \$850,000,000 solely from and secured solely by federal funds not otherwise obligated that are paid into the State Road Fund, proceeds of the collection of taxes and fees that are required to be paid into the State Road Fund, and taxes and fees required by law to be paid into the Highway Infrastructure Fund. The lien of the Series 2009A Bonds on certain revenues deposited into the State Road Fund is subordinate to the lien on such revenues to the lien thereon securing Closed Lien Obligations (as defined herein) that upon the issuance of the Series 2009A Bonds will be outstanding in the amount of \$71,805,000. The lien of the Series 2009A Bonds and such additional bonds on such revenues is superior to the lien thereon securing other bonds currently outstanding in the amount of \$641,170,000. The Series 2009A Bonds do not constitute or create a general obligation or other indebtedness of the State, the NMFA, the Commission, the Department or any political subdivision of the State within the meaning of any constitutional or statutory debt limitation. The NMFA, the Commission and the Department have no taxing powers. The principal of and interest on the Series 2009A Bonds do not constitute or give rise to a pecuniary liability on the part of the members, directors and officers of the NMFA, the Commission or the Department. No breach of any pledge, obligation or agreement of the NMFA will impose a pecuniary liability or a charge upon the general credit or taxing power of the state or any political subdivision of the State.

Certain legal matters will be passed on by Sutin, Thayer & Browne A Professional Corporation, Albuquerque, New Mexico, Bond Counsel to the NMFA. Certain legal matters with respect to the tax status of the interest paid on the Series 2009A Bonds and certain matters relating to disclosure will be passed on by Ballard Spahr LLP, Salt Lake City, Utah, Special Tax Counsel and Disclosure Counsel to the NMFA. Certain legal matters will be passed on for the NMFA by Virtue Najjar & Brown PC, Santa Fe, New Mexico, Issuer's Counsel to the NMFA. The Department is being represented by its general counsel and the Underwriters are being represented by their counsel, Hogan & Hartson, LLP, Denver, Colorado. Public Financial Management, Inc., San Francisco, California, has acted as financial advisor to the NMFA in connection with the issuance of the Series 2009A Bonds. It is expected that a single certificate for each maturity of the Series 2009A Bonds will be delivered to DTC or its agent on or about November 5, 2009.

Morgan Stanley
Merrill Lynch & Co.

Piper Jaffray & Co.

\$112,345,000
NEW MEXICO FINANCE AUTHORITY
STATE TRANSPORTATION
REFUNDING REVENUE BONDS
(SENIOR LIEN)
SERIES 2009A

MATURITY SCHEDULE

<u>Year</u> <u>(June 15)</u>	<u>Principal</u> <u>Amount</u>	<u>Interest</u> <u>Rate</u>	<u>Yield</u>	<u>CUSIP</u> <u>Number</u> [†]
2010	\$9,925,000	2.00%	0.39%	64711R GG 5
2011	30,705,000	5.00	0.80	64711R GH 3
2012	10,000,000	2.00	1.25	64711R GJ 9
2012	12,370,000	5.00	1.25	64711R GN 0
2013	23,190,000	5.00	1.71	64711R GM 2
2014	11,075,000	4.00	2.15	64711R GK 6
2015	4,820,000	5.00	2.55	64711R GP 5
2016	5,195,000	4.00	2.81	64711R GQ 3
2017	5,065,000	4.00	3.02	64711R GL 4

[†] The above referenced CUSIP numbers have been assigned by an independent company not affiliated with the parties to this bond transaction and are included solely for the convenience of the holders of the Series 2009A Bonds. None of the NMFA, the Department, the Trustee, or the Underwriters, is responsible for the selection or uses of such CUSIP numbers, and no representation is made as to their correctness on the Series 2009A Bonds or as indicated above. The CUSIP number for a specific maturity is subject to being changed after the issuance of the Series 2009A Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part of such maturity or as a result of the procurement of secondary market portfolio insurance or other similar enhancement by investors that is applicable to all or a portion of certain maturities.

No dealer, salesman or any other person has been authorized to give any information or to make any representation, other than as contained in this Official Statement, in connection with the offering of the Series 2009A Bonds, and, if given or made, such information or representations must not be relied upon as having been authorized by the NMFA or the Underwriters. This Official Statement does not constitute an offer or solicitation in any jurisdiction in which such offer or solicitation is not authorized or in which any person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation.

The information contained in this Official Statement has been furnished by the NMFA, the Commission, the Department and DTC or obtained from other sources which are believed by the NMFA, the Commission, and the Department to be reliable. The information in this Official Statement is subject to change without notice and neither the delivery of this Official Statement nor any sale hereunder will, under any circumstances, create any implication that there has been no change in the affairs of the NMFA, the Commission, the Department or others since the date of this Official Statement.

The Series 2009A Bonds have not been registered under the Securities Act of 1933, as amended, nor has the Indenture been qualified under the Trust Indenture Act of 1939, in reliance upon exemptions contained in such acts. The registration and qualification of the Series 2009A Bonds in accordance with applicable provisions of the securities laws of the states in which the Series 2009A Bonds have been registered or qualified and the exemption from registration or qualification in other states cannot be regarded as a recommendation thereof. Neither the Securities and Exchange Commission nor any other federal, state, municipal or other governmental entity, nor any agency or department thereof, has passed upon the merits of the Series 2009A Bonds or the accuracy or completeness of this Official Statement. Any representation to the contrary may be a criminal offense.

This Official Statement contains statements relating to the NMFA's, the Commission's, and the Department's future financial plans, receipt of future revenues and other matters that are "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. When used in this Official Statement, the words "estimate," "intend," "anticipate," "expect" and similar expressions are intended to identify forward-looking statements. Such statements are subject to risks and uncertainties that could cause actual results to differ materially from those contemplated in such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof.

THE PRICES AT WHICH THE SERIES 2009A BONDS ARE OFFERED TO THE PUBLIC BY THE UNDERWRITERS (AND THE YIELDS RESULTING THEREFROM) MAY VARY FROM THE INITIAL PUBLIC OFFERING PRICES APPEARING ON THE COVER PAGE. IN ADDITION, THE UNDERWRITERS MAY ALLOW CONCESSIONS OR DISCOUNTS FROM SUCH INITIAL PUBLIC OFFERING TO DEALERS AND OTHERS. IN CONNECTION WITH THE OFFERING OF THE SERIES 2009A BONDS, THE UNDERWRITERS MAY EFFECT TRANSACTIONS THAT STABILIZE OR MAINTAIN THE MARKET PRICE OF THE SERIES 2009A BONDS AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

NEW MEXICO FINANCE AUTHORITY

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* Appointed by the Governor of the State in March 2009. Such individuals are awaiting confirmation by the New Mexico State Senate during its next legislative session, scheduled for 2010. See “THE NEW MEXICO FINANCE AUTHORITY—Governing Body and Key Staff Members” herein.

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OFFICIAL STATEMENT

\$112,345,000
NEW MEXICO FINANCE AUTHORITY
STATE TRANSPORTATION
REFUNDING REVENUE BONDS
(SENIOR LIEN)
SERIES 2009A

INTRODUCTION

This Official Statement, which includes the cover page, the inside front cover page and the appendices hereto, sets forth certain information in connection with the offering of \$112,345,000 aggregate principal amount of State Transportation Refunding Revenue Bonds (Senior Lien), Series 2009A (the “Series 2009A Bonds”) to be issued by the New Mexico Finance Authority (the “NMFA”), at the direction of the State Transportation Commission (the “Commission”) of the State of New Mexico (the “State”). Capitalized terms used in this Official Statement and not defined have the meanings specified in the Master Indenture of Trust dated as of May 1, 2004 (the “Master Indenture”) between the NMFA and The Bank of New York Mellon Trust Company, N.A., Denver, Colorado, as trustee (the “Trustee”), as supplemented and amended by the Tenth Series Indenture of Trust dated as of November 1, 2009 (the “Tenth Series Indenture”), between the NMFA and the Trustee and are set forth under “EXTRACTS OF CERTAIN PROVISIONS OF THE INDENTURE—Certain Definitions” in Appendix B. The Master Indenture, as previously amended and supplemented, and the Tenth Series Indenture are collectively referred to herein as the “Indenture.” See “EXTRACTS OF CERTAIN PROVISIONS OF THE INDENTURE” in Appendix B.

The Series 2009A Bonds are payable from and secured by a pledge of federal aid revenues received by or on behalf of, or available to the New Mexico Department of Transportation (the “Department”) pursuant to Title 23 of the United States Code or other federal law, that are paid into the State Road Fund, proceeds of the collection of gasoline taxes, special fuels taxes, vehicle transaction taxes or fees, drivers license fees, oversize/overweight permit fees, certain Public Regulation Commission fees, trip taxes, weight/distance taxes, motor vehicle registration fees, and motor vehicle excise taxes in each case that are required by law to be paid into the State Road Fund, interest on the State Road Fund, proceeds of the collection of leased vehicle gross receipts taxes and tire recycling fees in each case that are required by law to be paid into the Highway Infrastructure Fund, and interest on amounts in the Highway Infrastructure Fund (collectively, the “Pledged Revenues”). The Series 2009A Bonds are limited obligations of the NMFA payable from and secured solely by the Pledged Revenues, subject to the liens thereon of certain obligations of the Commission and to the uses of the Pledged Revenues pledged by, and the priorities set forth in, the Indenture, as described more fully under “SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2009A BONDS.”

This introduction is not a summary of this Official Statement. It is only a brief description of and guide to, and is qualified by, more complete and detailed information contained in the entire Official Statement, including the cover page, the inside front cover page and appendices hereto, and the documents summarized or described herein. A full review should be made of the entire Official Statement. The offering of the Series 2009A Bonds to potential investors is made only by means of the entire Official Statement.

New Mexico Finance Authority

The NMFA, established by the legislature of the State (the “Legislature”) in 1992, is a governmental instrumentality separate and apart from the State created to coordinate the planning and financing of State and local public projects. The NMFA is not subject to the supervision or control of any other board, bureau, department or agency of the State, except that a legislative oversight committee is empowered to monitor and oversee its operations and to provide assistance and advice with respect to the NMFA’s Public Project Revolving Fund Program. The NMFA voluntarily conducts its financing of State-level projects in coordination with the Governor’s

Finance Council. For additional information concerning the NMFA, see “NEW MEXICO FINANCE AUTHORITY.”

Purposes of the Series 2009A Bonds

Proceeds from the sale of the Series 2009A Bonds, together with other legally available funds, will be used to refund (i) all of the Commission’s Senior Subordinate Lien Tax Revenue Highway Bonds, Series 1998A (the “Series 1998A Bonds”); (ii) all of the Commission’s Subordinate Lien Tax Revenue Highway Bonds, Series 1998B (the “Series 1998B Bonds”); (iii) a portion of the Commission’s Senior Subordinate Lien Tax Revenue Highway Bonds, Series 2001A (the “Series 2001A Bonds”); (iv) a portion of the Commission’s Senior Subordinate Lien Tax Revenue Highway Bonds, Series 2002A (the “Series 2002A Bonds”); and (v) a portion of the Commission’s Senior Subordinate Lien Tax Revenue Highway Bonds, Series 2002C (the “Series 2002C Bonds”). See “ESTIMATED SOURCES AND USES OF FUNDS” herein. The obligations that will be refunded with a portion of the Series 2009A Bonds are more particularly identified under the heading “PLAN OF REFUNDING” and are sometimes collectively referred to herein as the “Refunded Bonds.”

Authority for Issuance

The Series 2009A Bonds are being issued under the authority of and pursuant to the laws of the State, including particularly the New Mexico Finance Authority Act, Section 6-21-1 *et seq.* NMSA 1978, as amended, and Section 67-3-59.3 NMSA 1978, as amended (collectively, the “Act”), and the Indenture.

Terms of the Series 2009A Bonds

Interest. The Series 2009A Bonds will be dated the date of their initial delivery (the “Delivery Date”). Interest on the Series 2009A Bonds is payable on June 15 and December 15 of each year, commencing June 15, 2010. The Series 2009A Bonds will mature on the dates and in the amounts and will bear interest at the rates shown on the inside front cover of this Official Statement.

Denominations. The Series 2009A Bonds are issuable in denominations of \$5,000 or integral multiples of \$5,000.

Book-Entry System. Individual purchases will be made in book-entry only form, and purchasers of the Series 2009A Bonds will not receive physical delivery of bond certificates except as more fully described in “APPENDIX E—BOOK-ENTRY ONLY SYSTEM.” Payments of principal of and interest on the Series 2009A Bonds will be made directly to The Depository Trust Company (“DTC”) or its nominee, Cede & Co., by the Paying Agent, so long as DTC or Cede & Co. is the sole registered owner. Upon receipt of such payments, DTC is to remit such payments to the DTC Participants (as defined below) for subsequent disbursement to the Beneficial Owners of the Series 2009A Bonds, all as more fully described in Appendix E. In reading this Official Statement, it should be understood that while the Series 2009A Bonds are in book-entry only form, references in other sections of this Official Statement to Owners should be read to include the person for whom the Participants and Indirect Participants acquire an interest in the Series 2009A Bonds, but (1) all rights of ownership must be exercised through DTC and the book-entry only system as described in Appendix E, and (2) except as otherwise provided in the Indenture, notices that are to be given to Owners by the NMFA, the Trustee, the Registrar or the Paying Agent will be given only to DTC.

No Redemption. The Series 2009A Bonds are not subject to redemption prior to maturity. See “THE SERIES 2009A BONDS—No Redemption.”

Security for the Series 2009A Bonds

The Series 2009A Bonds are special, limited obligations of the NMFA payable solely from the Pledged Revenues and certain funds and accounts created and maintained pursuant to the Indenture. The Series 2009A Bonds do not constitute or create a general obligation or other indebtedness of the State, the NMFA, the Commission or the Department within the meaning of any constitutional or statutory debt limitation. THE NMFA, THE COMMISSION AND THE DEPARTMENT HAVE NO TAXING POWERS. The principal of and interest and

premium, if any, on the Series 2009A Bonds do not constitute or give rise to a personal liability on the part of the members, directors and officers of the NMFA, the Commission or the Department. No breach of any pledge, obligation or agreement of the NMFA will impose a pecuniary liability or a charge upon the general credit or taxing power of the State or any political subdivision of the State. See "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2009A BONDS—Special, Limited Obligations."

Pledged Revenues. The Pledged Revenues are defined by the Indenture to mean, collectively, Federal Revenues and State Revenues. "Federal Revenues" are defined to mean proceeds from federal aid revenues received by or on behalf of, or available to the Department pursuant to Title 23 of the United States Code or other federal law, not otherwise obligated by federal or state law that are paid into the State Road Fund or as may be authorized or permitted by federal or state law to be pledged for payment of Obligations and are so pledged by the NMFA. "State Revenues" are defined as (i) proceeds of the collection of gasoline taxes, special fuels taxes, vehicle transaction taxes or fees, drivers license fees, oversize/overweight permit fees, certain Public Regulation Commission fees, trip taxes, weight/distance taxes, motor vehicle registration fees, and motor vehicle excise taxes in each case that are required by law to be paid into the State Road Fund, and interest on amounts in the State Road Fund; (ii) proceeds of the collection of leased vehicle gross receipts taxes and tire recycling fees in each case that are required by law to be paid into the Highway Infrastructure Fund and interest on amounts in the Highway Infrastructure Fund; and (iii) such additional moneys as may be authorized by law to be pledged as security and are so pledged by the NMFA. For a description of the components of the Pledged Revenues, see "THE PLEDGED REVENUES." For a description of the funds and accounts created by the Indenture and the flow of certain of the Pledged Revenues through these funds and accounts, see "APPENDIX B—EXTRACTS OF CERTAIN PROVISIONS OF THE INDENTURE—Funds and Accounts." See also "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2009A BONDS—Pledged Revenues."

Outstanding Closed Lien Obligations. Upon the issuance of the Series 2009A Bonds and the refunding of the Refunded Bonds, bonds which have been previously issued by the Commission with a lien on a portion of the Pledged Revenues senior to that of the Series 2009A Bonds and the hereinafter defined Outstanding Senior Lien Parity Bonds will be outstanding in an aggregate principal amount of \$71,805,000 (the "Outstanding Closed Lien Obligations"). See "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2009A BONDS—Outstanding Closed Lien Obligations." The NMFA has agreed pursuant to the Master Indenture, and the Commission has resolved in Commission Resolution 2004-5(APR) and has reaffirmed in Commission Resolution 2009-02(FEB), that no additional bonds having a lien on any of the Pledged Revenues senior to the lien thereon of the Outstanding Senior Lien Bonds may be issued by the NMFA or the Commission.

Outstanding Senior Lien Parity Bonds. The Act authorizes the NMFA to issue up to \$1,585,000,000 aggregate principal amount of "new money" bonds, payable from the Pledged Revenues, in cumulative annual increments of up to \$350,000,000 beginning in 2003 and an unlimited amount of refunding bonds as part of Governor Richardson's Investment Partnership. In 2004 and pursuant to the Master Indenture, the NMFA issued its State Transportation Revenue Bonds (Senior Lien), Series 2004A (the "Series 2004A Bonds"). The Series 2004A Bonds are currently outstanding in the aggregate principal amount of \$700,000,000. In 2006, the NMFA issued its \$150,000,000 State Transportation Revenue Bonds (Senior Lien), Series 2006A (the "Series 2006A Bonds" and together with the Series 2004A Bonds, the "Outstanding Senior Lien Parity Bonds"), currently outstanding in the aggregate principal amount of \$150,000,000. The Outstanding Senior Lien Parity Bonds are Senior Lien Bonds under the Master Indenture and are payable from the Pledged Revenues with a lien on the Pledged Revenues subordinate to the Outstanding Closed Lien Obligations. The lien of the Outstanding Senior Lien Parity Bonds on Pledged Revenues is in parity with the lien of the Series 2009A Bonds and senior to the lien of the hereinafter defined Outstanding Subordinate Lien Obligations.

Outstanding Subordinate Lien Obligations. Pursuant to the Act and the Master Indenture, the NMFA has also issued various Series of Subordinate Lien Bonds consisting of its State Transportation Refunding Revenue Bonds (Subordinate Lien), Series 2004B, currently outstanding in the aggregate principal amount of \$138,425,000, its State Transportation Revenue and Refunding Bonds (Subordinate Lien), Series 2006B, currently outstanding in the aggregate principal amount of \$32,345,000, its Adjustable Rate State Transportation Refunding Revenue Bonds (Subordinate Lien), Series 2008A, currently outstanding in the aggregate principal amount of \$115,200,000, its Adjustable Rate State Transportation Refunding Revenue Bonds (Subordinate Lien), Series 2008B, currently outstanding in the aggregate principal amount of \$220,000,000, its Adjustable Rate State Transportation Refunding

Revenue Bonds (Subordinate Lien), Series 2008C, currently outstanding in the aggregate principal amount of \$84,800,000, and its Adjustable Rate State Transportation Refunding Revenue Bonds (Subordinate Lien), Series 2008D (Taxable), currently outstanding in the aggregate principal amount of \$50,400,000 (collectively, the “Outstanding Subordinate Lien Bonds”). The NMFA has also entered into a line of credit (the “Existing Line of Credit” and together with the hereinafter defined Proposed Line of Credit and the Outstanding Subordinate Lien Bonds, the “Outstanding Subordinate Lien Obligations”) with Bank of America, N.A., in the aggregate principal amount of \$200,000,000. As of September 3, 2009, the NMFA had drawn approximately \$58.6 million under the Existing Line of Credit. The Existing Line of Credit is scheduled to expire in July 2013 and pursuant to its terms, the NMFA is required to retire the Existing Line of Credit in \$50,000,000 annual increments, the first payment of which is scheduled to occur in August 2010. The NMFA anticipates retiring the amount drawn under the Existing Line of Credit through the issuance of an additional series of Subordinate Lien Bonds. The NMFA also has authorized the execution of a line of credit (the “Proposed Line of Credit” and together with the Existing Line of Credit, the “Lines of Credit”) with Bank of America, N.A. in the aggregate principal amount of \$20,000,000. It is expected that the Proposed Line of Credit will be scheduled to expire in July 2013. The Outstanding Subordinate Lien Obligations are Subordinate Lien Obligations under the Indenture and are payable from the Pledged Revenues with a lien on the Pledged Revenues subordinate to the lien of the Outstanding Closed Lien Obligations, the Outstanding Senior Lien Parity Bonds and the Series 2009A Bonds.

Pursuant to the Indenture, the NMFA may issue additional Senior Lien Bonds and additional Subordinate Lien Obligations upon the satisfaction of certain conditions set forth in the Indenture. The timing, amount and other details of such additional Senior Lien Bonds and such additional Subordinate Lien Obligations are not known as of the date of this Official Statement. See “SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2009A BONDS—Outstanding and Additional Senior Lien Bonds—Outstanding and Additional Subordinate Lien Obligations.”

The NMFA also must meet certain requirements prior to the issuance of Junior Subordinate Lien Obligations.

Interest Rate Swaps

The NMFA has entered into various interest rate exchange agreements (the “Swap Agreements”). Payment obligations, other than termination payment obligations, of the NMFA with respect to the Swap Agreements are Subordinate Lien Obligations, secured by a lien on the Pledged Revenues on a subordinate lien on the Pledged Revenues to the lien securing the Series 2009A Bonds. The Swap Agreements were entered into under a debt policy memorandum of understanding entered into by the NMFA and the Commission. Under that debt policy memorandum of understanding, an advisor to the NMFA, the Commission and the Department monitor frequently the Swap Agreements and a joint committee of the NMFA, the Commission and the Department monitor regularly the Swap Agreements. Termination payment obligations of the NMFA on the Swap Agreements are Junior Subordinate Lien Obligations. See “INTEREST RATE SWAPS.”

In the future, the NMFA may choose to enter into additional swap agreements payable from the Pledged Revenues, provided that all payment obligations pursuant to any such additional swap agreements shall be Subordinate Lien Obligations.

Professionals Involved in the Offering

At the time of the issuance and sale of the Series 2009A Bonds, Sutin, Thayer & Browne A Professional Corporation, Albuquerque, New Mexico, as Bond Counsel to the NMFA, will deliver its opinion included in APPENDIX D hereto and Ballard Spahr LLP, Salt Lake City, Utah, Special Tax Counsel to the NMFA, will deliver its opinion discussed under “TAX MATTERS” and also included in APPENDIX D hereto. Ballard Spahr LLP will also pass upon certain matters relating to disclosure as Disclosure Counsel to the NMFA. The Department is being represented by its general counsel and the Underwriters are being represented by their counsel, Hogan & Hartson, LLP, Denver, Colorado. Certain legal matters will be passed upon for the NMFA by Virtue Najjar & Brown PC, Santa Fe, New Mexico, Issuer’s Counsel to the NMFA. See “LEGAL MATTERS.” Public Financial Management, Inc., San Francisco, California, has acted as financial advisor to the NMFA in connection with its issuance of the Series 2009A Bonds. See “FINANCIAL ADVISOR.”

The Department's financial statements for the year ended June 30, 2008, an extract from which is included in APPENDIX A hereto, have been audited by Meyners & Company, LLC. See also "FINANCIAL STATEMENTS."

Offering and Delivery of the Series 2009A Bonds

The Series 2009A Bonds are offered when, as and if issued, subject to approval as to their legality by Bond Counsel and the satisfaction of certain other conditions. It is anticipated that a single certificate for each maturity of the Series 2009A Bonds will be delivered to DTC or its agent on or about November 5, 2009.

Other Information

This Official Statement speaks only as of its date, and the information contained herein is subject to change. The quotations from, and summaries and explanations of, the statutes, regulations and documents contained herein do not purport to be complete, and reference is made to such laws, regulations and documents for full and complete statements of their provisions. Copies, in reasonable quantity, of such laws, regulations and documents, and of the financial statements of the Department, may be obtained during the offering period, upon request to the NMFA and upon payment to the NMFA of a charge for copying, mailing and handling, at 207 Shelby Street, Santa Fe, New Mexico 87501, Attention: Chief Executive Officer.

Any statements in this Official Statement involving matters of opinion, whether or not expressly so stated, are intended as such and not as representations of fact. This Official Statement is not to be construed as a contract or agreement between the NMFA and the purchasers or holders of any of the Series 2009A Bonds.

THE SERIES 2009A BONDS

General

Set forth below is a summary of certain provisions of the Series 2009A Bonds. Other information describing the Series 2009A Bonds appears elsewhere in this Official Statement. This summary and such other information should be read together and are qualified in their entirety by reference to the Indenture and the Series 2009A Bonds. For a description of certain provisions of the Indenture, see "APPENDIX B—EXTRACTS OF CERTAIN PROVISIONS OF THE INDENTURE." Copies of the Indenture are available as provided in "ADDITIONAL INFORMATION."

The Series 2009A Bonds are being issued pursuant to the Act and the Indenture. Proceeds from the sale of the Series 2009A Bonds will be used to refund the Refunded Bonds and to pay costs of issuing the Series 2009A Bonds. See "ESTIMATED SOURCES AND USES OF FUNDS" and "PLAN OF REFUNDING."

The Series 2009A Bonds will be dated the date of their initial delivery and interest will accrue on the Series 2009A Bonds from such date at the rates presented on the inside front cover page of this Official Statement (calculated on the basis of a 360-day year consisting of twelve 30-day months), and is payable on June 15 and December 15 of each year, commencing June 15, 2010 (each an "Interest Payment Date"). The Series 2009A Bonds will be issued in the aggregate principal amounts and will mature on the dates and in the amounts shown on the inside front cover. The Series 2009A Bonds are issuable in denominations of \$5,000 or integral multiples of \$5,000.

No Redemption

The Series 2009A Bonds are not subject to redemption prior to maturity.

Payment of Bond Requirements

Principal and Final Interest. The principal of and the final interest payment on any Series 2009A Bonds shall be payable to the owner thereof as shown on the registration books maintained by the Trustee upon maturity thereof and upon presentation and surrender at the principal office of the Paying Agent. The principal of and the final interest payment on the Series 2009A Bonds shall be payable in clearing house funds. If any Series 2009A

Bond shall not be paid upon such presentation and surrender at or after maturity, it shall continue to draw interest (but without compounding of interest) at the rate borne by it until the principal thereof is paid in full.

Interest. The interest due on any Series 2009A Bond on any Interest Payment Date, other than the final interest payment thereon, shall be paid to the owner thereof, as shown on the registration books kept by the Trustee at the close of business on the Regular Record Date. The interest on the Series 2009A Bonds shall be payable in clearing house funds. Any such interest not so timely paid or duly provided for shall cease to be payable to the person who is the owner of such Series 2009A Bond at the close of business on the Regular Record Date and shall be payable to the person who is the owner of such Series 2009A Bond at the close of business on a Special Record Date for the payment of any such Defaulted Interest. Such Special Record Date shall be fixed in accordance with the Master Indenture.

Payment of Interest. All payments of interest (other than the final interest payment) on any Series 2009A Bond shall be paid to the person entitled thereto pursuant to the Indenture by check mailed on the Interest Payment Date to his or her address as it appears on the registration books kept by the Trustee (or, in the case of Defaulted Interest, the date selected by the Trustee for the payment of such Defaulted Interest); or, at the option of any owner of \$1,000,000 or more in principal amount of Series 2009A Bonds, by wire transfer on such date to a bank within the continental United States as directed by such owner.

Book-Entry Only System

The Depository Trust Company (“DTC”) will act as securities depository for all of the Series 2009A Bonds through its nominee, Cede & Co. One fully registered bond in a denomination equal to the principal amount of each maturity of the Series 2009A Bonds will be registered in the name of Cede & Co. Individual purchases of Series 2009A Bonds will be made in book-entry form only, and Beneficial Owners of the Series 2009A Bonds will not receive physical delivery of bond certificates, except as described herein. Upon receipt of payments of principal and interest, DTC will remit such payment to DTC participants for subsequent disbursement to the Beneficial Owners of the Series 2009A Bonds. For a more complete description of the book-entry only system, see “APPENDIX E—BOOK-ENTRY ONLY SYSTEM.”

SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2009A BONDS

Special, Limited Obligations

The Series 2009A Bonds are special, limited obligations of the NMFA payable solely from the Pledged Revenues and other moneys held in certain funds and accounts created under the Indenture. The Series 2009A Bonds do not constitute or create a general obligation or other indebtedness of the State, the NMFA, the Commission, the Department or any political subdivision of the State within the meaning of any constitutional or statutory debt limitation. THE NMFA, THE COMMISSION AND THE DEPARTMENT HAVE NO TAXING POWERS. The principal of and interest on the Series 2009A Bonds do not constitute or give rise to a pecuniary liability on the part of the members, directors and officers of the NMFA, the Commission or the Department. No breach of any pledge, obligation or agreement of the NMFA will impose a pecuniary liability or a charge upon the general credit or taxing power of the State or any political subdivision of the State.

Pledged Revenues

The principal of and interest on the Series 2009A Bonds will be payable from a portion of the Pledged Revenues, which revenues are pledged and are payable as provided in the Indenture. Such pledge is subject to the pledge in favor of the Outstanding Closed Lien Obligations, and to the uses of the Pledged Revenues and other amounts pledged by, and the priorities set forth in, the Indenture. See “APPENDIX B—EXTRACTS OF CERTAIN PROVISIONS OF THE INDENTURE—Funds and Accounts.” The Series 2009A Bonds constitute an irrevocable lien, but not an exclusive lien, on the Pledged Revenues as set forth in the Indenture.

The NMFA and the Department have entered into a procedural memorandum under which the NMFA will, during each month in which the Outstanding Senior Lien Parity Bonds and the Series 2009A Bonds are Outstanding, present requisitions to the Department for payment from the State Road Fund and the Highway Infrastructure Fund

of the amounts of Pledged Revenues required for debt service to be deposited with the Trustee under the Indenture. The Department will issue warrants for payment of those amounts from the State Road Fund and/or the Highway Infrastructure Fund to the NMFA and the NMFA will cause the amounts to be deposited with the Trustee in the Revenue Fund. Only the Pledged Revenues so transferred by the Department (not all Pledged Revenues) will be deposited to the Revenue Fund held by the Trustee under the Indenture.

Outstanding Closed Lien Obligations

The Commission has previously issued various series of Outstanding Closed Lien Obligations which consist of the following:

OUTSTANDING CLOSED LIEN OBLIGATIONS⁽¹⁾

<u>Issue</u>	<u>Outstanding Principal Amount (as of 10/1/09)</u>
Senior Subordinate Lien Bonds	
Series 2000A	\$14,605,000
Series 2001A ⁽¹⁾	9,545,000
Series 2002A ⁽¹⁾	18,440,000
Series 2002C ⁽¹⁾	15,200,000
Series 2002D	4,570,000
Junior Subordinate Lien Bonds	
Series 2002B	<u>9,445,000</u>
TOTAL	<u>\$71,805,000</u>

⁽¹⁾ For purposes of this Official Statement, the Series 2009A Bonds will be considered issued and outstanding and the Refunded Bonds will be considered defeased. See “PLAN OF REFUNDING” herein.
(Source: The Department.)

The Outstanding Closed Lien Obligations are payable from and secured by a lien on a portion of the State Revenues consisting of proceeds of the collection of gasoline excise taxes, special fuel excise taxes, vehicle transaction taxes or fees, drivers license fees, oversize/overweight permit fees, certain Public Regulation Commission fees, trip taxes, weight distance taxes, motor vehicle registration fees, and, to the extent authorized to be paid into the State Road Fund in the future, motor vehicle excise taxes, in each case that are required by law to be paid into the State Road Fund and interest on such amounts in the State Road Fund (collectively, the “Closed Lien State Revenues”).

The lien of the Outstanding Senior Lien Parity Bonds and Series 2009A Bonds on the Closed Lien State Revenues is subordinate and junior to the lien of the Outstanding Closed Lien Obligations on the Closed Lien State Revenues. Pursuant to a resolution adopted by the Commission in April 2004 and confirmed by a subsequent resolution adopted by the Commission in March 2009, the Commission has agreed not to issue any bonds or other obligations secured by a lien on any of the Pledged Revenues superior to the Outstanding Senior Lien Parity Bonds.

Outstanding and Additional Senior Lien Bonds

The NMFA has previously issued the Outstanding Senior Lien Parity Bonds consisting of the Series 2004A Bonds which are currently outstanding in the aggregate principal amount of \$700,000,000 and the Series 2006A Bonds currently outstanding in the aggregate principal amount of \$150,000,000. The Outstanding Senior Lien Parity Bonds will have a lien on the Pledged Revenues in parity with the lien thereon of the Series 2009A Bonds.

The Indenture provides that no additional Senior Lien Bonds may be issued (other than for purposes of refunding) by the NMFA unless (i) the State Revenues in any twelve consecutive calendar months out of the eighteen calendar months immediately preceding the date of issuance of such Senior Lien Bonds were at least 300% of the maximum combined Debt Service Requirements coming due in any subsequent fiscal year on (a) then Outstanding Closed Lien Obligations, (b) then Outstanding Senior Lien Parity Bonds and (c) the Senior Lien Bonds proposed to be issued, and (ii) the Pledged Revenues in any twelve consecutive calendar months out of the eighteen

calendar months immediately preceding the date of issuance of such Senior Lien Bonds were at least 350% of the maximum combined Debt Service Requirements coming due in any subsequent fiscal year on (x) then Outstanding Closed Lien Obligations, (y) then Outstanding Senior Lien Parity Bonds and (z) the Senior Lien Bonds proposed to be issued. See “EXTRACTS OF CERTAIN PROVISIONS OF THE INDENTURE—Additional Obligations Payable from Trust Estate—Limitations Upon Issuance of Senior Lien Bonds” in Appendix B. The Commission may not issue any additional obligations payable from and secured by a lien on the Pledged Revenues on a parity with Senior Lien Bonds unless it receives future statutory authorization to do so, and has resolved that, in the event of such future statutory authorization, it will issue such additional obligations only subject to the satisfaction of the same conditions that apply to the issuance of additional Senior Lien Bonds by the NMFA.

Outstanding and Additional Subordinate Lien Obligations

The NMFA has previously issued the Outstanding Subordinate Lien Obligations consisting of its Series 2004B Bonds currently outstanding in the aggregate principal amount of \$138,425,000, its Series 2006B Bonds, currently outstanding in the aggregate principal amount of \$32,345,000, its Series 2008A Bonds currently outstanding in the aggregate principal amount of \$115,200,000, its Series 2008B Bonds currently outstanding in the aggregate principal amount of \$220,000,000, its Series 2008C Bonds currently outstanding in the aggregate principal amount of \$84,800,000, and its Series 2008D Bonds currently outstanding in the aggregate principal amount of \$50,400,000. The Outstanding Subordinate Lien Obligations also consist of the Lines of Credit with Bank of America, N.A., which upon the execution of the Proposed Line of Credit may be drawn upon in the aggregate principal amount of up to \$220,000,000. As of September 3, 2009, there was approximately \$58.6 million aggregate principal amount owing under the Existing Line of Credit. The Existing Line of Credit is scheduled to expire in July 2013 and pursuant to its terms, the NMFA is required to retire the Existing Line of Credit in \$50,000,000 annual increments, the first payment of which is scheduled to occur in August 2010. The NMFA expects to retire the amount drawn under the Existing Letter of Credit through the issuance of Series of Subordinate Lien Bonds under the Indenture. As of the date hereof, the Proposed Line of Credit is authorized but not yet executed. It is expected that the Proposed Line of Credit will be scheduled to expire in July 2013. All such Obligations are payable from and secured by a lien on the Pledged Revenues subordinate and junior to the lien on the Pledged Revenues of the Outstanding Senior Lien Parity Bonds and the Series 2009A Bonds. Payment obligations, other than termination payment obligations, which are Junior Subordinate Obligations, of the NMFA on the Swap Agreements are also Subordinate Lien Obligations.

The Indenture provides that no additional Subordinate Lien Obligations may be issued (other than for purposes of refunding) by the NMFA, and that no Additional Highway Bonds may be issued by the Commission, unless the Pledged Revenues in any twelve consecutive calendar months out of the eighteen calendar months immediately preceding the date of issuance of such Subordinate Lien Obligations or Additional Highway Bonds were at least 300% of the maximum combined Debt Service Requirements coming due in any subsequent fiscal year on (a) then Outstanding Closed Lien Obligations, (b) then Outstanding Senior Lien Bonds, (c) then Outstanding Subordinate Lien Obligations, (d) then Outstanding Additional Highway Bonds, and (e) the Subordinate Lien Obligations or Additional Highway Bonds proposed to be issued. See “EXTRACTS OF CERTAIN PROVISIONS OF THE INDENTURE—Additional Obligations Payable from Trust Estate—Limitations Upon Issuance of Subordinate Lien Bonds” in Appendix B.

Additional Contemplated Obligations

The NMFA has approved the issuance of a series of refunding bonds to refund certain outstanding obligations payable from Pledged Revenues. Such series of refunding bonds are authorized in an aggregate principal amount of not to exceed \$400,000,000. The exact dollar amount and the timing of the issuance of such refunding bonds are not known at this time and will depend upon whether market conditions allow the NMFA to achieve a debt service savings as a result of the issuance of such refunding bonds.

At present, the only other obligations payable from Pledged Revenues that the NMFA plans to issue will be the obligations that will be issued to retire the amounts drawn under the Existing Line of Credit. See “Outstanding and Additional Subordinate Lien Obligations” above.

Junior Subordinate Obligations

The NMFA and the Commission may issue additional bonds or other obligations payable from the Pledged Revenues constituting a lien on Pledged Revenues subordinate and junior to the lien on the Pledged Revenues of the Subordinate Lien Obligations, including Junior Subordinate Lien Obligations. Termination payment obligations of the NMFA on the Swap Agreements are Junior Subordinate Lien Obligations.

Additional Superior Obligations Prohibited

Neither the NMFA nor the Commission will issue additional bonds or incur obligations that have a lien on any of the Pledged Revenues prior and superior to the lien on the Pledged Revenues of the Senior Lien Bonds. See “Outstanding Closed Lien Obligations.”

PLEGGED REVENUES

The Pledged Revenues are defined by the Indenture to mean, collectively, Federal Revenues and State Revenues. “Federal Revenues” are defined to mean proceeds from federal aid revenues received by or on behalf of, or available to the Department pursuant to Title 23 of the United States Code or other federal law, not otherwise obligated by federal or state law that are paid into the State Road Fund or as may be authorized or permitted by federal or state law to be pledged for payment of Obligations and are so pledged by the NMFA. “State Revenues” are defined as (i) proceeds of the collection of gasoline taxes, special fuels taxes, vehicle transaction taxes or fees, drivers license fees, oversize/overweight permit fees, certain Public Regulation Commission fees, trip taxes, weight/distance taxes, and motor vehicle registration fees, in each case that are required by law to be paid into the State Road Fund, and interest on amounts in the State Road Fund; (ii) proceeds of the collection of leased vehicle gross receipts taxes and tire recycling fees in each case that are required by law to be paid into the Highway Infrastructure Fund and interest on amounts in the Highway Infrastructure Fund; and (iii) such additional moneys as may be authorized by law to be pledged as security and are so pledged by the NMFA.

State Road Fund

General. The State Road Fund is established pursuant to Section 67-3-65 NMSA 1978, as amended. No income earned on the fund may be transferred to another fund. Pursuant to Section 67-3-65.1 NMSA 1978, as amended, distributions from the State Road Fund may be used only for maintenance, construction and improvement of the state transportation projects and to meet federal allotments under the federal-aid road laws, but the State Treasurer must set aside sufficient money from the State Road Fund each year to pay the principal of and interest due each year on state transportation revenue bonds issued to anticipate the collection of the revenues attributable to the State Road Fund. Substantially all of the taxes and fees attributable to the State Road Fund are collected and administered by the New Mexico Department of Taxation and Revenue (“TRD”) and transferred by the State Treasurer from various suspense funds to the State Road Fund monthly.

Chapter 3, New Mexico Laws of 2003 1st Special Session (October 2003) enacted various tax and fee rate increases to benefit the State Road Fund with the intent of undertaking a major highway construction initiative. On a full-year, full accrual basis, the 2003 tax and fee increases and general revenue growth currently yield approximately \$60,000,000 per fiscal year. The tax and fee rate increases in the legislation included a \$0.03 per gallon increase in the Special Fuel Excise Tax (a 17% increase estimated to be worth about \$13,910,000 per year), a 38% increase in the Weight Distance Tax (estimated to be worth about \$21,200,000 per year), a \$5 to \$14 per year increase in motor vehicle registration fees (a 33% increase averaging about \$12.50 per vehicle per year, and estimated to be worth about \$22,200,000 per year), and approximately a \$2,800,000 per year increase in the fees charged for oversize and overweight trucks. The vehicle registration fee increase became effective March 1, 2004, and the other increases became effective July 1, 2004. There have been no subsequent legislative changes to the tax and fee structure.

Gasoline Excise Taxes. Gasoline excise taxes are imposed pursuant to the Gasoline Tax Act, Sections 7-13-1 through 7-13-18 NMSA 1978, as amended (the “Gasoline Tax Act”). The Gasoline Tax Act imposes a tax of 17 cents per gallon on gasoline received in the State. Not all of the tax imposed by the Gasoline Tax Act is paid into

the State Road Fund (see discussion below). As of January 2009, the State's gasoline excise tax rate is lower than that of any western state with the exception of Oklahoma (also 17 cents per gallon).

Wholesale Exemption: Tax Sharing Agreements. Under the current statutory provisions for the collection of gasoline excise taxes, gasoline wholesaled by "registered" Native American distributors on Indian reservations, pueblo grants or trust lands is not subject to the tax. Pursuant to Chapter 190, Laws of 1999, the amount of gasoline that may be sold within an Indian reservation, pueblo grant or trust lands by any single registered Native American wholesale distributor for resale outside the Indian reservation, pueblo grant or trust lands free of state gasoline tax is limited to 30,000,000 gallons per year. Chapter 190 limits the use of this exemption to registered Native American wholesale distributors who have sold more than one million gallons of gasoline within the Indian reservation, pueblo grants or trust lands for resale outside the Indian reservation, pueblo grant or trust land during the four months ended August 1998. There have been no subsequent legislative changes to the wholesale exemption.

TRD has certified two registered Native American wholesale distributors as eligible for this exemption, meaning that up to 60,000,000 gallons per year of gasoline currently may be sold at wholesale free of State gasoline tax under this exemption. Chapter 150, New Mexico Laws of 2003 allowed the State to enter into a "gasoline tax sharing agreement" with one of the two registered Native American wholesale distributors, and a contract agreement was subsequently executed on June 23, 2004. Under that agreement, the Native American wholesaler agrees not to engage in gasoline wholesale activity for a period of ten years in exchange for a distribution of revenue equal to forty percent of the gasoline tax imposed on 2,500,000 gallons per month (30,000,000 gallons per year). Chapter 109, New Mexico Laws of 2004 provided for a similar "gasoline tax sharing agreement" with the other registered Native American wholesale distributor. An agreement with the second Native American wholesaler was executed on January 20, 2006. The gasoline tax sharing agreements provide stability and predictability to gasoline tax revenue. Native American wholesale activity outside reservation, pueblo grant and trust land boundaries is expected to be in effect for at least the next ten years as a result of the gasoline tax sharing agreements.

Retail Exemption. Chapter 190, Laws of 1999 also permits gasoline to be sold at retail by registered Native American distributors on Indian reservations free of State gasoline tax to the extent that the applicable Indian government imposes a similar tax (for its own benefit) on retail gasoline sales. In its 2000 regular session, the legislature enacted a deduction from gasoline taxes for retail sales of gasoline by persons other than registered Indian tribal distributors on Indian reservations, pueblo grants and trust lands. The deduction, which became effective on April 1, 2000, is effectively equal to the lesser of the tribal tax on the gasoline sold or the State gasoline tax. According to the TRD, there are approximately 271 registered gasoline dealers in the State. Of those 271, 17 are tribally-owned, otherwise affiliated with tribes or located on Indian reservations, pueblo grants and trust lands.

Exemption Results. As a result of the foregoing exemptions and other factors (such as more fuel efficient vehicles and higher gasoline prices), the Department expects a slow rate of growth in gasoline excise taxes paid into the State Road Fund over the next several years.

Fiscal year 2003 taxable gasoline distributions in the State totaled 851,912,805 gallons while tax exempt reservation, pueblo grant and trust fund distributions totaled 92,837,114 gallons. Fiscal year 2004 taxable gasoline distributions in the State totaled 871,450,733 gallons while tax exempt reservation, pueblo grant and trust fund distributions totaled 88,226,119 gallons. Fiscal year 2005 taxable gasoline distributions in the State totaled 875,551,884 gallons while tax exempt reservation, pueblo grant and trust fund distributions totaled 53,425,815 gallons. Fiscal year 2006 taxable gasoline distributions in the State totaled 880,614,191 gallons while tax exempt reservation, pueblo grant and trust fund distributions totaled 55,432,237 gallons. Fiscal year 2007 taxable gasoline distributions in the State totaled 918,292,994 gallons while tax exempt reservation, pueblo grant and trust fund distributions totaled 58,864,581 gallons. Fiscal year 2008 taxable gasoline distributions in the State totaled 877,429,000 gallons while tax exempt reservation, pueblo grant and trust fund distributions totaled 57,372,000 gallons. The Department estimates that future Native American retail sales of gasoline within reservation, pueblo grant and trust land boundaries will remain constant at the fiscal year 2008 level.

Collection Procedures. The gasoline excise tax is payable by gasoline distributors on or before the 25th day of the month after the month in which the gasoline is "received" in the State. The definition of received imposes the gasoline tax in the first instance on refiners, owners of stored gasoline or importers. If, however, gasoline is delivered at a pipeline terminal or refinery in the State by one of those entities to a distributor registered

under the Gasoline Tax Act, the incidence of the tax shifts to the registered distributor. In this case, the registered distributor has received the gasoline and is responsible for reporting and paying the gasoline excise tax with respect to the gasoline received. The distributor receiving the gasoline may not further shift the receipt of the gasoline and the obligation to report and pay gasoline tax to any other person, even if the gasoline is subsequently sold or otherwise transferred to another registered distributor. Deductions from the tax are provided for gasoline exported from the State (other than in the fuel tank of a motor vehicle), gasoline sold to the United States or any agency or instrumentality thereof or an Indian government for its exclusive use and gasoline sold through Indian wholesalers and retailers on Indian reservations, pueblo grants or trust lands as described above. In addition, refunds are available for uses of gasoline other than in motor boats and motor vehicles.

The net receipts of the taxes, surcharges, penalties and interest imposed pursuant to the Gasoline Tax Act are payable into the State Road Fund pursuant to Section 7-1-6.10(A) NMSA 1978, as amended, subject to certain deductions for payments into other funds or to municipalities or counties specified in that Section. Consequently, approximately 76.27% of the receipts attributable to the gasoline excise tax are paid into the State Road Fund.

Historical Gasoline Excise Tax Receipts. Set forth below is a 10-year history of taxable gallons of gasoline and gasoline excise taxes paid into the State Road Fund.

HISTORICAL GASOLINE EXCISE TAXES

Fiscal Year Ended June 30	Taxable Gallons (000s)	Percent Change (%)	State Road Fund Distribution (000s)	Percent Change (%)
1999	892,490	n/a	\$115,660	n/a
2000	868,022	(2.74)	111,961	(3.20)
2001	838,445	(3.41)	108,534	(3.06)
2002	839,001	0.07	108,941	0.37
2003	851,912	1.54	110,465	1.40
2004	871,451	2.29	112,107	1.49
2005	875,552	0.47	109,456	(2.36)
2006	880,614	0.58	109,723	0.24
2007	918,293	4.28	110,340	0.56
2008	877,429	(4.45)	107,631	(2.46)
2009 ⁽¹⁾	875,295	(2.44)	108,125	0.45

⁽¹⁾ Unaudited.

(Source: The Department.)

Special Fuel Excise Tax. The special fuel excise tax is imposed under the Special Fuels Supplier Tax Act, Sections 7-16A-1 through 7-16A-21 NMSA 1978, as amended (the "Special Fuels Supplier Tax Act"). The tax applies to diesel fuel and kerosene used as a fuel in motor vehicles and is imposed generally upon receipt of the special fuel in the State. The tax is payable by refineries, terminal operators and transporters, on or before the 25th day of the month after the month of receipt. Deductions are provided for special fuels exported from the State on a wholesale basis, for sales to the United States or any agency or instrumentality thereof, the State or any political subdivision, agency or instrumentality thereof and Indian nations, tribes or pueblos and their agencies and instrumentalities, and for dyed fuels not for highway use. A refund of tax is available for clear fuel used for purposes other than propelling a vehicle on public roads. The tax on special fuels had been at a rate of 18 cents per gallon (effective from July 1, 1993 through June 30, 2004). The tax rate increased to 21 cents per gallon effective July 1, 2004. The net receipts of the taxes, surtaxes, fees, penalties and interest imposed by the Special Fuels Supplier Tax Act are payable into the State Road Fund pursuant to Section 7-1-6.10(A) NMSA 1978, as amended, subject to certain deductions for payments into other funds specified in that Section (but without duplication of the deductions applicable to gasoline excise taxes).

Set forth below is a 10-year history of taxable gallons of special fuels and special fuel taxes paid into the State Road Fund.

HISTORICAL SPECIAL FUEL EXCISE TAXES

Fiscal Year Ended <u>June 30</u>	Taxable <u>Gallons (000s)</u>	Percent <u>Change (%)</u>	State Road Fund <u>Distribution (000s)</u>	Percent <u>Change (%)</u>
1999	398,425	n/a	\$63,763	n/a
2000	411,197	3.21	66,648	4.52
2001	411,855	0.16	66,940	0.44
2002	407,536	(1.05)	65,689	(1.87)
2003	430,852	5.72	69,478	5.77
2004	463,073	7.48	74,546	7.29
2005	459,405	(0.79)	87,902	17.92 ⁽¹⁾
2006	509,030	10.80	97,127	10.49
2007	509,377	0.07	101,373	4.37
2008	532,594	4.56	101,651	0.27
2009 ⁽²⁾	444,061	(19.94)	85,645	(18.7)

⁽¹⁾ Increase is a result of increase in special fuel excise tax rates effective July 1, 2004.

⁽²⁾ Unaudited.

(Source: The Department.)

Weight Distance Tax. A weight distance tax is imposed by the Weight Distance Tax Act, Section 7-15A-1 through 7-15A-14 NMSA 1978, as amended (the “Weight Distance Tax Act”). The tax is imposed on the registrants, owners and operators of motor vehicles having a declared gross weight or gross vehicle weight of 26,001 or more pounds operated on the State’s highways that are registered with TRD. Effective July 1, 2004, the weight distance tax rate on motor vehicles increased by approximately 38%. The tax levied on motor vehicles other than buses is based on a detailed schedule, by gross vehicle weight, ranging from 11.01 mills per mile on motor vehicles having a declared gross vehicle weight between 26,001 and 28,000 pounds and 43.78 mills per mile on motor vehicles having a declared vehicle weight of 78,001 pounds or more for round- trip hauls. The tax on one-way hauls ranges from 7.34 mills per mile on motor vehicles having a declared gross vehicle weight between 26,001 and 28,000 pounds to 29.19 mills per mile on motor vehicles having a declared gross vehicle weight of 78,001 pounds or more.

The tax levied on buses also increased effective July 1, 2004 and is based on a detailed schedule ranging from 11.01 mills per mile on buses having a declared gross vehicle weight between 26,001 and 28,000 pounds to 27.29 mills per mile on buses having a declared gross vehicle weight of 54,001 pounds or more.

Motor carriers pay the weight distance tax quarterly on January 31, April 30, July 31 and October 31 for the preceding calendar quarter. In addition, each person required to pay the weight distance tax is subject to an annual identification permit of \$2.00 per motor vehicle, payable on January 31 of the following year. Effective July 1, 2004, revenue generated from the annual registration fee is distributed to TRD to reimburse the cost of administering the weight distance tax identification permit and enforcing weight distance tax identification permit use.

School buses, buses used exclusively for the transportation of agricultural workers and buses operated by religious or nonprofit charitable organizations are exempt from the tax. In addition, commercial motor carrier vehicles, as defined in Section 7-15-2.1 NMSA 1978, while operating exclusively within 10 miles of a border with Mexico in conjunction with crossing the border with Mexico are exempt from the tax.

The net receipts of the taxes imposed by the Weight Distance Tax Act are payable into the State Road Fund pursuant to Section 7-1-6.10(B) NMSA 1978, as amended. Set forth below is a 10-year history of weight distance taxes paid into the State Road Fund.

HISTORICAL NET WEIGHT DISTANCE TAX RECEIPTS

<u>Fiscal Year Ended June 30</u>	<u>State Road Fund Distribution (000s)</u>	<u>Percent Change (%)</u>
1999	\$52,670	n/a
2000	54,098	2.71
2001	50,851	(6.00)
2002	50,903	0.10
2003	51,394	0.96
2004	51,574	0.35
2005	72,800	41.16 ⁽¹⁾
2006	76,453	5.02
2007	88,365	15.58
2008	77,424	(12.38)
2009 ⁽²⁾	75,485	(2.57)

⁽¹⁾ Reflects the increase in weight distance excise tax rates for buses and motor vehicles effective July 1, 2004.

⁽²⁾ Unaudited.

(Source: The Department.)

Motor Vehicle Registration Fees. Pursuant to Sections 66-6-1 through 66-6-36 NMSA 1978, as amended, motor vehicles, including passenger cars, trucks, buses and other vehicles, are subject to annual registration fees. The State Road Fund share of these fees increased from 66.541% to 74.65% beginning March 1, 2004.

Registration fees for passenger cars are based on gross factory shipping weight and years of registration, calculated from the date when the vehicle was first registered in any state. Passenger car registration fees range from \$21.00 for a passenger car with a gross factory shipping weight of not more than 2,000 pounds that has been registered for more than five years to \$56.00 for a passenger car with a gross factory shipping weight of more than 3,000 pounds that has been registered for five years or less. These rates were increased from \$16.00 and \$42.00, respectively, as of March 1, 2004. Registration fees for passenger cars are collected by the Motor Vehicle Division of TRD. Since January 1999, the Motor Vehicle Division has allowed a two-year registration option. Registrants who choose the two-year option pay twice the normal fee and are exempt the following year.

Registration fees for trucks and buses are based on gross vehicle weight and years of registration, and, for vehicles weighing more than 26,000 pounds, the proportion of their total miles traveled in the State. Registration fees for trucks and buses weighing more than 26,000 pounds are centrally assessed through the International Registration Plan (“IRP”), a federally mandated program which allocates registration fees among the states through which trucks and buses travel. Registration fees for trucks and buses are based on vehicle weight and years of registration, and the proportion of their total miles traveled in the State. Truck and bus registration fees range from \$32.00 for a truck or bus with a declared gross vehicle weight of 4,000 pounds or less that has been registered for more than five years to \$172.00 for a truck or bus with a declared gross vehicle weight of 48,001 pounds or more that has been registered for five years or less. These rates were increased from \$24.00 and \$129.50, respectively, as of March 1, 2004. School buses and buses operated by religious or nonprofit organizations pay annual registration fees of \$7.00 and buses having a normal seating capacity of 40 passengers or less used for transporting agricultural workers pay annual registration fees of \$33.00. These rates were increased from \$5.00 and \$25.00, respectively, as of March 1, 2004.

Registration fees for farm vehicles are based on gross vehicle weight only. Farm vehicles weighing more than 6,000 pounds are charged registration fees equal to two-thirds of the respective rates for trucks and buses.

In addition to annual registration fees assessed on passenger cars, trucks, buses and farm vehicles, the State assesses annual registration fees of \$15.00 on motorcycles, \$13.00 on freight trailers, \$7.00 plus \$1.00 for each hundred pounds of empty weight over 500 pounds on utility trailers, \$7.00 on fertilizer trailers under 3,000 pounds empty weight and \$7.00 on manufactured homes. These rates were increased from \$11.00, \$10.00, \$5.00, \$5.00 and \$5.00, respectively, as of March 1, 2004.

Permanent registration of trailers is available for a fee of \$13.00 on commercial freight trailers, and \$33.00 plus \$7.00 for each hundred pounds of empty weight over 500 pounds on noncommercial utility trailers.

Reduced fees are available for veterans and for vehicles used only part of the year. Additional fees are applicable to vehicles with solid tires. Vehicles or trailers of the United States, other states, the State, Indian nations, tribes or pueblos and counties and municipalities are exempt from registration fees. Passenger vehicles are also subject to an annual \$1.50 tire recycling fee and motorcycles to a \$1.00 annual fee, \$1.00 and 50 cents of which, respectively, are deposited in the Highway Infrastructure Fund.

Set forth below is a ten-year history of motor vehicle registration fees paid into the State Road Fund.

HISTORICAL MOTOR VEHICLE REGISTRATION FEES

<u>Fiscal Year Ended June 30</u>	<u>State Road Fund Distribution (000s)⁽¹⁾</u>	<u>Percent Change (%)</u>
1999	\$42,537	n/a
2000	44,302	4.15
2001	41,600	(6.10)
2002	44,137	6.10
2003	43,993	(0.33)
2004	52,996	20.46 ⁽²⁾
2005	67,768	27.87
2006	71,470	5.46
2007	73,512	2.86
2008	73,679	0.23
2009 ⁽³⁾	72,009	(2.32)

⁽¹⁾ Counts do not include vehicles registered in other states under IRP.

⁽²⁾ Reflects the increase in motor vehicle registration fees effective March 1, 2004.

⁽³⁾ Unaudited.

(Source: The Department.)

Highway Infrastructure Fund

The Highway Infrastructure Fund was established in 1999 pursuant to Section 67-3-59.2 NMSA 1978, as amended. No income earned on the Highway Infrastructure Fund may be transferred to another fund. Distributions from the Highway Infrastructure Fund may be used only for acquisition of rights of way or planning, design, engineering, construction or improvement of state highway projects authorized by the Legislature. All of the taxes

and fees attributable to the Highway Infrastructure Fund are collected and administered by TRD and transferred by the State Treasurer from various suspense funds to the Highway Infrastructure Fund monthly.

Leased Vehicle Gross Receipts Taxes. Leased vehicle gross receipts taxes are imposed pursuant to Section 7-14A-3 NMSA 1978, as amended. The tax is an excise tax of five percent of the gross receipts from vehicle leasing of persons engaged in the business of leasing passenger vehicles for periods of less than six months and having a fleet of five or more such vehicles. Certain taxes paid to Indian nations, tribes or pueblos are excluded from gross receipts. Deductions from gross receipts for purposes of computing the tax are available for transactions in interstate commerce and vehicle trade-in allowances. Receipts with respect to the leasing of vehicles, acquired before July 1, 1991 are exempt from the tax. The leased vehicle gross receipts tax is administered and collected by TRD. Payments of the tax by vehicle lessors are due on or before the 25th day of the month following the month in which the transaction took place. Pursuant to Section 7-14A-10 NMSA 1978, as amended, 75% of the net receipts attributable to the leased vehicle gross receipts tax and any associated penalties and interest are distributed by TRD to the Highway Infrastructure Fund and 25% to the Local Government Road Fund. Leased vehicle gross receipts taxes paid into the Highway Infrastructure Fund are subject to audit by the State Auditor and an independent certified public accountant along with other funds administered by the Department.

Set forth below is a ten-year history of the portion of the leased vehicle gross receipts taxes payable into the Highway Infrastructure Fund:

HISTORICAL NET LEASED VEHICLE GROSS RECEIPTS TAXES

<u>Fiscal Year Ended June 30</u>	<u>Leased Vehicle Gross Receipts Taxes (000s)⁽¹⁾</u>	<u>Percent Change (%)</u>
1999	\$4,146	n/a
2000	4,596	10.85
2001	4,810	4.66
2002	4,507	(6.30)
2003	4,465	0.93
2004	4,536	1.59
2005	4,524	(0.26)
2006	5,144	13.69
2007	4,844	(5.81)
2008	6,964	43.77
2009 ⁽¹⁾	5,444	(27.2)

⁽¹⁾ Unaudited.
(Source: The Department.)

Tire Recycling Fees. Tire recycling fees are imposed pursuant to Sections 66-6-1, 66-6-2, 66-6-4, 66-6-5, and 66-6-8 NMSA 1978, as amended. The Highway Infrastructure Fund's portion of the fee is 50 cents per year for motorcycles, one dollar per year for passenger vehicles and trucks with gross weights of 26,000 pounds or less, and 25 cents per wheel in contact with the ground for buses. Tire recycling fees are collected by the Motor Vehicle Division of the TRD along with motor vehicle registration fees. As of 1999, the Motor Vehicle Division has allowed a two-year registration option. Registrants who choose the two-year option pay twice the normal fee and are exempt the following year. Tire recycling fees are paid by the Motor Vehicle Division to the State Treasurer for deposit to the Motor Vehicle Suspense Fund and then into the Highway Infrastructure Fund and the Tire Recycling Fund.

Set forth below is a ten-year history of tire recycling fees taxes:

HISTORICAL NET TIRE RECYCLING FEES

<u>Fiscal Year Ended June 30</u>	<u>Tire Recycling Fees (000s)</u>	<u>Percent Change (%)</u>
1999	\$1,552	n/a
2000	1,455	(6.25)
2001	1,411	(3.02)
2002	1,655	17.29
2003	1,679	1.45
2004	1,421	(15.37)
2005	1,950	37.23
2006	1,734	(11.08)
2007	1,758	1.38
2008	1,782	1.37
2009 ⁽¹⁾	1,766	(0.91)

⁽¹⁾ Unaudited.
(Source: The Department.)

The Federal-Aid Highway Program

The Federal-Aid Highway Program (“FAHP” or the “Program”) is an “umbrella” term that encompasses most of the federal programs providing highway funds to the states. The major funding for the FAHP is made available in six core programs: the Interstate Maintenance Program, the Highway Bridge Replacement and Rehabilitation Program, the National Highway System Program, the Surface Transportation Program, the Congestion Mitigation and Air Quality Program and the Equity Bonus Program (formerly the Minimum Guarantee Program). The Federal Highway Administration (“FHWA”) is the federal agency within the U.S. Department of Transportation responsible for administering the FAHP. The FAHP is financed from the transportation user-related revenues deposited in the Federal Highway Trust Fund. The primary source of revenues in the Federal Highway Trust Fund is derived from the federal excise taxes on motor fuels. Other taxes include excise taxes on tires, trucks and trailers, and truck use taxes.

The FAHP is a reimbursement program. Once projects are approved by FHWA and funds are obligated, the federal government makes payments to the states for costs as they are incurred on projects, which may include debt service on obligations issued to finance a project. With few exceptions, the federal government does not pay for the entire cost of a federal-aid project. Federal reimbursements are typically to be matched with state and/or local funds. The maximum federal share is specified in the federal legislation authorizing the program. Most projects have an 80 percent federal share, while Interstate rehabilitation and maintenance projects typically have been funded with a 90 percent federal share. Federal-aid highways are under the administrative control of the state or local government responsible for their operation and maintenance.

Funding under the FAHP is provided to states through a multi-step funding cycle that includes: (1) multi-year authorization by Congress of the funding for various highway programs; (2) apportionment and allocation of funds to the states each Federal Fiscal Year according to statutory formulas or, for some funding categories, through administrative action; (3) obligation of funds, which is the federal government’s legal commitment (or promise) to pay or reimburse states for the federal share of a project’s eligible costs; (4) appropriations by Congress specifying the amount of funds available for the year to liquidate obligations; (5) program implementation which covers the programming and authorization phases; and (6) reimbursement by the federal government of the eligible project costs. Each of these steps is described in more detail under “Federal Aid Funding Procedures” below.

THE TERMS AND CONDITIONS OF PARTICIPATION IN THE FAHP AS DESCRIBED HEREIN ARE SUBJECT TO CHANGE AT THE DISCRETION OF CONGRESS. THERE CAN BE NO ASSURANCE THAT THE LAWS AND REGULATIONS NOW GOVERNING THE FAHP WILL NOT BE CHANGED IN THE FUTURE IN A MANNER THAT MAY ADVERSELY AFFECT THE ABILITY TO RECEIVE FEDERAL AID REVENUES SUFFICIENT TO ENABLE THE STATE TO PAY DEBT SERVICE ON THE BONDS.

Title 23, United States Code, entitled “Highways,” includes most of the laws that govern the FAHP arranged systematically or codified. Generally, Title 23 embodies those substantive provisions of highway law that Congress considers to be continuing and which need not be reenacted each time the FAHP is reauthorized. Periodically, sections of Title 23 may be amended or repealed through surface transportation acts.

Reauthorization

The FAHP must be periodically reauthorized by Congress. The current multi-year authorization, SAFETEA-LU, became law on August 10, 2005, and expired on September 30, 2009. See “SAFETEA-LU” herein. Efforts have been undertaken in Congress to draft a new multi-year authorization. As of the date of this Official Statement, Congress has not adopted a new multi-year authorization. However, Congress has adopted a one month continuing appropriation resolution effective as of October 1, 2009.

Though recent federal surface transportation legislation has been authorized for four to six years at a time, there occasionally have been periods in which the previous authorizing legislation had expired and the future legislation had yet to be enacted. In such circumstances, Congress and/or the FHWA have found ways to avoid disruptions to state highway programs and, more importantly, have been able to maintain the flow of federal revenues to states in each instance. See “Federal Aid Funding Procedures” below. Two mechanisms in particular have kept revenues flowing:

Access to Unobligated Balances. The 1987 Surface Transportation and Uniform Relocation Assistance Act expired on September 30, 1991 and ISTEA was not enacted until December 18, 1991. The FHWA was able to act administratively to keep federal-aid funding flowing because states could use their unobligated balances to provide contract authority to use new “Obligation Authority” or “OA” as more fully described under “Federal Aid Funding Procedures—Obligation” below.

Short-Term Authorization. ISTEA expired on September 30, 1997 and until approval of TEA-21 on June 9, 1998, no new long-term authorization legislation was enacted. Despite the lack of long-term authorizing legislation, states were provided an upper limit on OA through passage of an appropriations act plus access to their unobligated balances. On November 13, 1997 Congress passed the Surface Transportation Extension Act of 1997 (“STEA”), which provided a six-month authorization for highway funding and established a limit on the amount of new OA states could use at funding levels equal to about a quarter of federal fiscal year (“FFY”) 1997 authorization levels. Since most states have unobligated balances of at least half their normal annual OA levels and an authorization act need not be in place for the FHWA to give states new OA, states were able to spend down prior unfunded federal apportionments (contract authority) with newly allocated OA. The lack of an enacted authorization act during this period did not pose a threat to the continued flow of revenues, because dedicated highway user fees continued to flow into the FHTF. Similarly, TEA-21 expired on September 30, 2003, and Congress enacted twelve interim authorization measures for varying periods over twenty-two months until the enactment of SAFETEA-LU on August 10, 2005.

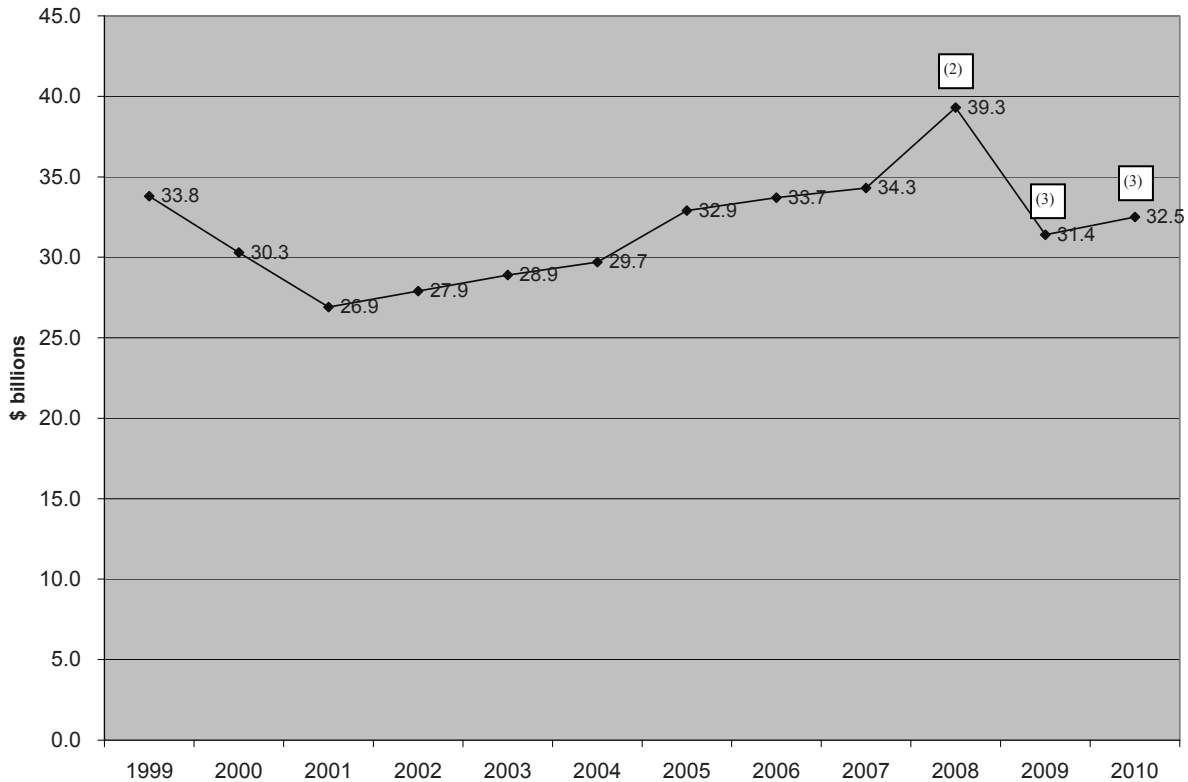
ALTHOUGH THESE MEASURES HAVE BEEN ENACTED BY CONGRESS AND/OR FHWA IN THE PAST, NO ASSURANCE CAN BE GIVEN THAT SUCH MEASURES WOULD OR COULD BE ENACTED IN THE FUTURE TO MAINTAIN THE FLOW OF FEDERAL-AID FUNDING UPON TERMINATION OF AN AUTHORIZATION PERIOD.

The Federal Highway Trust Fund

The Federal Highway Trust Fund (“FHTF”) provides the primary funding for the FAHP. Funded by a collection of federally-imposed motor vehicle user fees, primarily fuel taxes, the FHTF is a fund established by law to hold dedicated highway-user revenues that are used for reimbursement of a state’s cost of eligible transportation

projects (which may include debt service on obligations issued to finance a federal-aid project), including highway projects. The FHTF is composed of two accounts: the Highway Account, which funds highway and intermodal programs, and the Mass Transit Account. The Highway Account receives approximately 84% of gasoline tax revenues and 88% of diesel fuel revenues, with the remaining share of such revenues deposited in the Mass Transit Account. Federal gasoline excise taxes are the largest revenue source for the FHTF. The majority of these tax revenues, including 15.44 cents per gallon out of the current 18.4 cents per gallon federal fuel tax, go to the Highway Account. The following table shows annual FHTF collections in the Highway Account for the period FFYs 1999 through 2010.

Receipts Into The Highway Account of the Federal Highway Trust Fund 1999–2010⁽¹⁾



⁽¹⁾ Excludes interest on balances.

⁽²⁾ Amount listed as “2008 Actual Receipts” from the President’s Fiscal Year 2010 Budget. The amount includes \$8 billion transferred from the General Fund. See “Current FHTF Concerns” hereafter.

⁽³⁾ Projected average annual receipts from the President’s Fiscal Year 2010 Budget.

(Source: Highway Statistics 2007, Office of Highway Policy Information, FHWA, Table FE-210 and the President’s Fiscal Year 2010 Budget.)

The imposition of the taxes that are dedicated to the FHTF, as well as the authority to place the taxes in the FHTF and to expend moneys from the FHTF, all have expiration dates which must be extended periodically by Congress. The life of the FHTF has been extended several times since its inception, most recently by SAFETEA-LU. SAFETEA-LU extends the imposition of taxes through September 30, 2011, and the transfer of the taxes to the FHTF through September 30, 2009). The FHTF is required under current federal law to maintain a positive balance to ensure that prior commitments for distribution of federal revenues can be met.

Current FHTF Concerns

Amounts in the FHTF can be affected by the expenditures therefrom and a number of revenue-impacting factors. Several of these elements and their current impact on the FHTF are described below.

2009 Deficit. As part of its annual budget forecast issued on January 24, 2007, the nonpartisan Congressional Budget Office (“CBO”) reported that if Congress adhered to the highway and safety spending levels authorized in SAFETEA-LU, absent other measures, the Highway Account of the FHTF would go into deficit early in FFY 2009, before SAFETEA-LU expired. The CBO baseline projected that if the SAFETEA-LU spending levels were maintained for FFYs 2007-2009 there would be a deficit in the Highway Account at the end of FFY 2009 in the amount of \$3.616 billion. The President’s budget proposal in February 2008 projected that the Highway Trust Fund would show a deficit of at least \$3.3 billion in FFY 2009.

On September 15, 2008, President Bush signed H.R. 6532 into law. This legislation transferred \$8.017 billion from the General Fund to the FHTF to cover the anticipated shortfall for FFY 2009. It is uncertain at this time exactly how long this transfer of funds will sustain expenditures from the FHTF. The closing balance at the end of May 2009 was approximately \$6 billion, a percentage decrease over the prior year of 18.1%.

Fluctuations in Vehicle Miles. The primary source of funds in the FHTF is federal excise taxes on motor fuels. Fluctuations in vehicle miles traveled (“VMT”) have sometimes resulted in the FHTF receiving less revenue from gasoline and diesel sales. Reports of the FHWA indicate that Americans vary their driving habits based on a variety of factors and that a decline in VMT may reduce the net tax receipts into the FHTF. It cannot be determined whether there will be a decline in VMT in future years which may have an adverse impact on the FHTF or the availability of Federal Transportation Funds.

Effects of Stimulus Acts. Several of the stimulus acts adopted by Congress since September, 2009, even though the funding for highway-related projects under such acts will be coming from the General Fund, may have an impact on federal-aid highways including the aggregate level of expenditures therefor, the revenues in part funding such highways and the timing of payment of such revenues. The precise effect of such acts on the FHTF cannot be assessed at this time.

Other. Various proposals are being considered to address the FHTF’s current anticipated shortfall, including an increase in fuel taxes, a variety of other new taxes (including a tax on VMT) and other funding sources. There can be no assurance any of these proposals will be enacted by Congress.

TEA-21

Although SAFETEA-LU is the current authorization for the FAHP, significant components of it were created under prior authorizations. Until the enactment of SAFETEA-LU on August 10, 2005, the Transportation Equity Act for the 21st Century (“TEA-21”) was the most recent multi-year authorization act for the FAHP, having been enacted into law on June 9, 1998. TEA-21 authorized nearly \$218 billion for highway, highway safety, transit, and other surface transportation programs over the six-year period from FFYs 1998 through 2003. This total reflected a 40 percent increase over the levels in the prior major authorizing legislation, the Intermodal Surface Transportation Efficiency Act of 1991 (“ISTEA”). TEA-21 was scheduled to expire on September 30, 2003 but was the subject of multiple interim reauthorization extensions until the enactment of SAFETEA-LU.

A limitation on obligations and the process for distribution was included for each of the years in TEA-21. Through the limitation on obligations, Congress controlled the program and made it more responsive to prevailing budget and economic policy. The obligation ceilings set in TEA-21 for FFYs 1998 through 2003 were based on a protected level of spending for transportation.

Protected Funding. New budget categories were established under TEA-21 for highway and transit discretionary spending, effectively establishing a budgetary “firewall” between those programs and other domestic discretionary programs. Prior to TEA-21, the highway and transit discretionary programs competed for annual budgetary resources with other domestic programs. The new categories are still subject to budget constraints, but

reductions in highway or transit spending will not allow increased spending in other non-transportation programs. This removes the principal incentive for Congress to limit highway or transit spending.

The highway firewall “protects” the obligation limitation for federal-aid highways, the motor carrier and other highway safety programs that have contract authority. (See discussion of contract authority under “Federal-Aid Funding Procedures—Authorization” below.) The firewall amount for highways is tied to the projected receipts of the Highway Account of the Federal Highway Trust Fund and beginning with FFY 2000 was adjusted each year during development of the President’s budget as new receipt projections and actual receipts became available. The adjustment of authorizations is called Revenue Aligned Budget Authority (“RABA”).

Under TEA-21, a total of \$198.5 billion in funding for surface transportation was protected from deficit reduction legislation. The total protected amount available for federal-aid highways under TEA-21 was \$161.9 billion. The protected amount available for highways had two components: the amount behind the budgetary firewall of \$157.5 billion and the amount of \$4.4 billion for programs exempt from the obligation limitation. The protected funding for transit programs had a single component—the firewall amount of \$36.5 billion that was not tied to FHTF receipts.

Authorizations in TEA-21 for FFYs 1998 through 2003 exceeded the protected funding levels by \$15 billion for the highway program categories and \$5 billion for transit programs. The authorizations in excess of protected levels remain part of the general discretionary budget category and may be made available by Congress through the annual appropriations process, but must compete each year with other budget priorities.

Highway Funding Equity—Minimum Funding. TEA-21 continued the minimum protected funding provisions which are designed to ensure that each state has a minimum return on the tax contributions from that state into the Highway Account of the Federal Highway Trust Fund. Under this provision, “donor states” receive a minimum guaranteed level of funding. A donor state is one whose percentage share of national apportionments is less than its percentage share of national contributions to the Federal Highway Trust Fund based on the latest data available at the time of apportionment. These states are guaranteed to receive an amount of funding at least equal to multiplying a specific percentage (90.5% under TEA-21 and 92% under SAFETEA-LU) times the state’s percentage share of estimated contributions to the Federal Highway Trust Fund, multiplied against the national level of apportioned funds. New Mexico is a “donee state” and in the past has received a percentage share of national apportionment that is more than its percentage share of national contributions to the Federal Highway Trust Fund and has not received funds under the minimum funding provision. There can be no assurance that the current minimum funding provision or any comparable minimum funding provision will be in any new authorization. See “INFORMATION CONCERNING THE FUNDING OF FEDERAL-AID HIGHWAYS—Reauthorization.”

Federal Aid Funding Procedures

The FAHP continues to enable the construction of an extensive national transportation system through reimbursement of a large percentage of state expenditures for approved highway projects. The financial assurance provided by the FAHP is unusual among federal programs in that:

- the FAHP is funded by dedicated revenues, from a user-tax source, deposited in a special trust fund (the Federal Highway Trust Fund);
- the contract authority of the FHWA is established through a multi-year authorization act rather than through annual appropriation acts; and
- contract authority is not at risk during the annual appropriations process (as budget authority is in most other federal programs), although an appropriations act is required in order to liquidate obligations.

The following summarizes the major steps in funding the Federal-Aid Highway Program.

Authorization. The first and most important step in funding the FAHP is the development and enactment of authorizing legislation. Authorizing legislation for highways began with the Federal-Aid Road Act of 1916 and

the Federal Highway Act of 1921. These acts provided the foundation for the FAHP as it exists today. Since that time, the FAHP has been continued or renewed through the passage of multi-year authorization acts. Since 1978, Congress has passed highway legislation as part of larger, more comprehensive, multi-year (i.e., four or more years) surface transportation acts. There is no guarantee, however, that reauthorization of the FAHP will occur on a multi-year basis. Congress passed SAFETEA-LU which included provisions for reauthorization of the FAHP through September 30, 2009. Although Congress has not yet adopted a multi-year reauthorization, it has adopted a one month continuing appropriation resolution which became effective as of October 1, 2009. The authorization act not only shapes and defines programs, but also sets upper limits (authorizations) on the funding for programs and includes provisions related to the operation of the Federal Highway Trust Fund. See “Reauthorization” above.

Once Congress has established authorizations, the next step involves how funds are made available to states. Typically, federal programs operate using appropriated budget authority which means that funds, although authorized, are not available until passage of an appropriations act. However, most programs within the FAHP do not require this two-step process. Through what is termed “contract authority” (a special type of budget authority), authorized amounts become available for obligation according to the provisions of the authorization act without further legislative action. For the FAHP, funds authorized for a FFY are available for distribution through apportionments or allocations. The use of contract authority gives the states advance notice of the level of federal funding at the time an authorization act is enacted, eliminating much of the uncertainty associated with the authorization-appropriation sequence.

The existence of dedicated revenues in the FHTF and of multi-year contract authorizations are designed to provide a predictable and uninterrupted flow of reimbursements to the states. The risk of contract authority lapsing between authorizing acts is minimal, since sufficient unobligated balances generally exist that can be used by the states, with the approval of Congress, to cover gaps in funding between multi-year reauthorization acts. See “SAFETEA-LU—Lapsing of Authorization” below.

Apportionment and Allocations. For most components of the FAHP, the authorization act sets the distribution of contract authority to be apportioned and/or allocated to the states. The authorized amount for a given FFY is distributed to the states through apportionments and allocations.

Apportionments. The distribution of funds using a formula provided in law is called an apportionment. Most federal-aid funds are distributed to states through apportionments. Each FFY, the FHWA is responsible for apportioning authorized funding for the various highway programs among the states according to formulas established in the authorizing statute. Apportionment factors include items such as lane miles, vehicle miles traveled, taxes paid into the FHTF and diesel fuel usage. Each state highway program has a unique set of factors that determine its apportionment. Annual apportionments are generally made on the first day of the FFY. Federal law assures that, notwithstanding the funding it would receive through these formulas, each state shall receive at least a minimum guaranteed amount of funding.

Allocations. Some categories of the FAHP do not have a legislatively mandated distribution formula. When there are no formulas in law, the distributions of funds are termed “allocations” which may be made at any time during the FFY. In most cases, allocated funds are divided among states, with qualifying projects applying general administrative criteria provided in the law.

Federal-aid highway apportionments are available to states for use for more than one year. Their availability does not terminate at the end of the FFY, as is the case with most other federal programs. In general, apportionments are available for three years plus the year that they are apportioned. Consequently, when new apportionments or allocations are made, the amounts are added to a state’s carryover apportionments from the previous year. Should a state fail to obligate a year’s apportionments within the period of availability (usually a total of four years) specified for a given program, the funds will lapse.

Obligation. Obligation is the legal commitment (or promise) of the federal government to pay, through reimbursement to a state, the federal share of an approved project’s eligible costs, which may include debt service on obligations issued to finance a project. This process is important to the states because it allows states to award contracts with assurance that the federal government will reimburse its share of incurred costs. Once an obligation is made, the federal government is to reimburse the states when bills or payments become due.

Once Congress establishes an overall obligation limitation (see “Federal Aid Funding Procedures—Appropriations” below), FHWA distributes Obligation Authority (“OA”) to states proportionately based on each state’s share of apportioned and allocated revenues, the actual ratio of OA to apportionment and allocations may vary from state to state, since some federal-aid programs are exempt from the obligation limitation. During the FFY, states submit requests to FHWA to obligate funds, representing the federal share of specific projects. As a state obligates funds, its balance of OA is reduced. A state’s OA (unlike its apportionments and allocations of authorized funding) must be obligated before the end of the FFY for which it is made available; if not, it will be redistributed to other states to ensure that the total limitation nationwide will be used. A state may receive additional OA through a redistribution process each year in August which reallocates OA from states or programs unable to fully obligate their share to other states that are able to obligate more than their initial share.

Appropriations. Congressional appropriations committees use federal-aid highway revenues as a means of balancing the annual level of highway spending with other federal budget priorities. Thus Congress may place a restriction or “ceiling” on the amount of federal assistance that may be obligated during a specified time period. The obligation limitation is the amount of authorized funding that Congress allows states to obligate in an individual year. This is a statutory budgetary control that does not affect the apportionment or allocation of funds. Rather, it controls the rate at which these funds can be used, and, in effect, can limit the amount of funds which can be used.

Although a ceiling on obligations restricts how much funding may be used in a FFY, the state has flexibility within the overall limitation to mix and match the type of program funds it obligates, based on its individual needs, as long as it does not exceed the ceiling in total. Also, generally, the unobligated balance of apportionments or allocations that the state has remaining at the end of any FFY is carried forward into subsequent FFYs and is available for use contingent upon the availability of OA issued in each year.

Highway Program Implementation. In order to receive federal reimbursements for transportation projects, states are required to develop long-range transportation plans that are based on realistic projections of state and federal funding. Projects are not eligible for federal reimbursements unless they are either directly identified in a long-range plan or consistent with policies and objectives identified in long-range plans and are included in the State Transportation Improvement Plan (“STIP”) which lists all projects proposed for financing in the applicable period. The STIP requires FHWA approval.

New Mexico’s Highway Capital Investment Program (HCIP) is the major component of the State’s STIP. The STIP also includes federally funded public transportation and aeronautic projects under the Department’s administrative authority. Inclusion of the HCIP in the STIP ensures the accomplishment of certain conditions necessary for receiving federal highway funding for use on projects. These conditions include, ongoing public involvement in the creation and updating of the HCIP, the participation of state and local officials in the selection of projects, and consistency between Metropolitan Transportation Improvement Programs (MTIPs) and the State’s HCIP. The STIP is also required to represent a realistic project funding plan within reasonable expectations of future sources of funding. Selected projects in the MTIPs and the STIP must have been determined to conform to certain air quality attainment goals in air quality non-attainment areas to remain in the STIP.

The STIP lists all projects funded with federal funds for a period of at least four years. In the State, the STIP is currently developed annually and covers a four-year period. The most recent four-year STIP covering FFY 2010 through FFY 2013 was approved by the Commission on August 20, 2009. The STIP is subject to change on a quarterly basis. The four-year STIP represents \$1,183,631,163 of projects to be undertaken during FFY 2010 through FFY 2013, as well as Federal contributions toward Department debt service.

States are required to follow federal fiscal management procedures as they implement projects that are included in the STIP. These fiscal management processes ensure that the process is managed efficiently from project authorization to actual payment of FHWA reimbursements to the state. Further, states are required to use a detailed accounting system to track project expenditures and reimbursements. In addition, a federal system tracks payments to states.

States may request FHWA approval for eligible projects either through the traditional process or through the advance construction procedure as discussed below:

Traditional Approach. Under the traditional highway funding approach, FHWA approves the full federal share of the funding for a project at the beginning of the project, concurrent with project authorization. The first step in the fiscal management process begins when a state requests authorization to use federal funds on a project. The project sponsor submits plans, specifications and estimates (“PS&Es”) for a project to the FHWA, and requests that the FHWA approve the use of federal funding for the appropriate federal share of the project. The project must be in the STIP and PS&Es must identify the category of federal funding that will be used.

FHWA evaluates the PS&Es to ensure that the project is eligible for federal funding and meets a variety of federal requirements. Provided that all requirements are satisfied, FHWA authorizes federal participation in the project, and obligates the federal share of project costs. By obligating the funds, the FHWA makes a commitment to reimburse the state for the federal share of eligible project costs. It sets aside the appropriate amount of the state’s OA and also sets aside an equivalent amount of apportionments by program. Accordingly, the state must have sufficient OA to cover the level of federal participation it is requesting.

Once authorization for a project has been obtained, the state advertises the project and receives bids. The state will award the contract to the lowest responsive bidder and submits a modified agreement to FHWA requesting any necessary adjustments to federal funding to reflect the actual bid amount. The project agreement identifies the funds that are estimated to be expended by the state and the amount that will be reimbursed by the Federal Government.

Advance Construction Approach. In recent years, FHWA has implemented several new fiscal management techniques that provide states additional flexibility in managing their OA and cash flow. Advance construction (“AC”) and partial conversion of advance construction are two key techniques that facilitate federal-aid project funding.

The AC approach for authorizing projects allows states to finance projects that are eligible for federal aid without obligating the full federal share of costs at the beginning of the project. This allows states to begin a project before accumulating all of the Obligation Authority needed to cover the federal share of the project. Similar to the traditional approach, the state submits PS&Es to FHWA and requests project authorization. Under AC, however, FHWA is asked to authorize the project without obligating federal funds. The state will provide the up-front financing for the project and then at a later date “convert” the advance construction project to a regular federal-aid project and obligate the full federal share of the project costs, when sufficient OA is available. At the time of conversion, the state can be reimbursed for the federal share of costs incurred up to the point of conversion.

Partial conversion of AC is a form of advance construction in which the state converts, obligates, and receives reimbursement for only a portion of its funding of an AC project in a given year. This removes any requirement to wait until the full amount of OA for the project is available. The state can therefore obligate varying amounts for the project’s eligible cost in each year, depending on how much of the state’s OA is available. Using the technique to partially convert the federal share makes bond and note financing more viable and federal-aid funds available to support a greater number of projects. The National Highway System Act of 1995 provided additional flexibility in the use of advance construction by allowing partial conversion of advance construction as implemented through a Federal Register Notice dated July 19, 1995.

Under the FAHP, as projects are approved by FHWA, the aggregate dollar amount of each contract relating thereto will be obligated against the remaining annual amount of OA still available to the State. The State will then pay the amounts owed under each contract as the work progresses and receive reimbursement from the federal government for the federal share of the total costs. The aggregate amount of reimbursement received by the State in any year is not necessarily equal to the State’s apportionment for such year. Many projects and contracts extend over a number of years which means that the aggregate amount made available to the State in any one year, if fully obligated, may be received as reimbursement over a longer period of time relating to the actual pace of construction. The State expects to have sufficient projects which will qualify to allow it to access all Federal Transportation Funds made available to it.

Reimbursement. The FAHP is a reimbursement program. As work progresses on a federal-aid highway project, a state will pay the contractor for completed work from available state funds. The state electronically transmits vouchers for the federal share of completed work and certifies to FHWA that the claims for payment are in

accordance with the terms of the project agreements, and applicable state and federal laws or regulations. After review and approval by the FHWA Division office, payment is scheduled for the date requested by the state. Payment is transferred directly from a Federal Reserve Bank to the state's account at a financial institution by wire transfer, and is generally scheduled to be made within two days of the submission of the state's electronic bill.

SAFETEA-LU

The Safe, Accountable, Flexible, Efficient Transportation Equity Act: A Legacy for Users ("SAFETEA-LU"), passed the Congress, was signed into law by the President on August 10, 2005, and authorized a total of \$286.4 billion for the federal surface transportation programs in FFYs 2004 through 2009. This represented a 38% increase in authorization over TEA-21. The core federal-aid highway program was funded at these levels: \$34.4 billion (FFY05), \$36 billion (FFY06), \$38.2 billion (FFY07), \$39.6 billion (FFY08), and \$41.2 billion (FFY09). SAFETEA-LU retained the firewall and minimum guarantee provisions of TEA-21, increasing each state's minimum rate of return of FHTF contributions from 90.5% in TEA-21 to 92% by 2008. All states were also guaranteed a total six-year average highway funding increase of at least 19 percent, when compared to the state's six-year TEA-21 funding total. As previously stated, SAFETEA-LU expired on September 30, 2009 without Congress adopting a multi-year reauthorization. However, Congress has adopted a one month continuing appropriation resolution which became effective as of October 1, 2009.

Lapsing of Authorization. All federal programs must be authorized through enacted legislation that defines the programs and establishes maximum funding levels, and for most programs annual appropriations acts are necessary in order to create budget authority. Indeed, for most federal domestic discretionary programs, a lapsed authorization may have little or no effect on a program, so long as revenues are appropriated. For the FAHP, the consequences of lapsed authorization caused when Congress fails to enact reauthorization legislation are somewhat different. While Congress may pass interim legislation, the existence of contract authority and a dedicated revenue stream means that the FHWA usually can continue to provide OA by administrative action. See "Reauthorization" above.

Rescission of Unobligated Balances. Since late 2005, Congress has taken action to reduce unobligated balances of previously authorized funds by issuing the following rescissions:

RESCISSIONS OF UNOBLIGATED BALANCES

<u>Date</u>	<u>National Amount</u>	<u>FHWA Notice</u>
12/28/2005	\$1,999,999,000	N 4510.578
3/21/2006	1,143,000,000	N 4510.588
7/7/2006	702,362,500	N 4510.606
3/19/2007	3,471,582,000	N 4510.643
6/20/2007	871,022,000	N 4510.647
3/4/2008	3,150,000,000	N 4510.673
4/13/2009	3,150,000,000	N 4510.707
9/8/2009	8,708,000,000	N 4510.712

All of the foregoing rescissions were spread among the 50 states on a proportional basis, the first three based on certain FFY 2006 apportionments, the fourth and fifth on certain FFY 2007 apportionments, the sixth on certain FFY 2008 apportionments, and the seventh on certain FFY 2009 apportionments. The aggregate amount for these rescissions for New Mexico was \$233,818,231. However, because these rescissions were all applied to reduce the unobligated apportionment balances from prior years, there was no impact on operating revenues. In addition, Congress in adopting SAFETEA-LU, scheduled a rescission of unobligated apportionment balances in the total amount for all 50 states of \$8,543,000,000 to take effect on September 30, 2009. The Department has taken this

scheduled rescission as well as the prior rescissions into account in preparation of the STIP. However, further rescissions are possible and may have a more adverse effect on the State and its highway program.

Special Federal Provisions Relating to Debt-Financed Projects

The National Highway System Act (“NHS Act”) of 1995 made several changes affecting the financing of federal-aid highway projects, including AC procedures, as previously discussed, and payments to states for debt financing.

Section 311 of the NHS Act significantly expanded the eligibility of bonds, notes and other debt instrument financing costs for federal-aid reimbursement. This change to the FAHP was codified into permanent highway law as an amendment to Section 122 of Title 23 of the United States Code. Under Section 122, various debt-related costs are eligible for reimbursement, including principal and interest payments, issuance costs, insurance, and other costs incidental to a financing.

FHWA has issued guidelines for debt-financed projects. Key provisions of these guidelines are as follows:

- The project must be approved as a federal-aid, debt-financed (bond, certificate, note or other debt instrument) project in order to receive payments for eligible debt-related costs under Section 122. Once a project is selected for debt financing, the project is submitted to the FHWA for approval as an AC project under Section 115 of Title 23. The AC designation ensures that the project follows federal-aid procedures and preserves the eligibility to reimburse debt-related costs through future federal-aid fund obligations.
- Debt-financed projects are subject to requirements of the Federal Clean Air Act and federal air quality conformity requirements.
- At the time the project agreement is signed, a state may make an election to seek reimbursement for debt service and/or related issuance costs in lieu of reimbursement for construction costs. If a state elects to receive debt service reimbursements, a debt service schedule will be included in the project agreement. If multiple projects are funded with the proceeds of a debt issue, each project will be assigned a prorated share of the debt-related costs.
- To comply with the intent of the fiscally constrained planning process, the federal share of the debt-related costs (e.g., interest and principal payments, associated issuance costs, and on-going debt servicing expenses) anticipated to be reimbursed with federal-aid funds over the life of the debt obligations should be designated as AC. The planned amount of federal-aid reimbursements (AC conversion) should be included in the STIP, in accordance with FHWA procedures.
- Periodic debt service payments (federal-aid reimbursements) on the debt obligations would represent partial conversions of designated AC amounts to federal aid. A state can obligate such federal aid annually over the life of the permanent financing or a state can make the conversion in one lump sum upon project completion to help take out construction financing. A state would follow the normal procedures for conversion of an advance construction project.
- A state may seek federal-aid reimbursements for eligible debt-related costs as these costs are incurred. Issuance costs, debt service payments, and incidental costs represent costs incurred that may be reimbursed with federal-aid funds to the extent such costs are deemed eligible.
- A state may make arrangements with the FHWA regarding the procedures under which it would submit a billing to FHWA for debt-related costs. A request for debt service payment can be timed so that reimbursements could be received shortly before the debt service payment date.
- A state may designate a trustee or other depository to receive federal-aid debt service payments directly from FHWA.

STATE RECEIPTS OF FEDERAL TRANSPORTATION FUNDS

The following tables identify prior authorizations, obligation limitations and reimbursements received by the State and the Department under TEA 21 and SAFETEA-LU. The ability to pay debt service on the Series 2009A Bonds will depend upon the amount of actual funding provided to the State under the FAHP, the legal availability thereof and the State's ability to use such funding. None of the State, the Commission, the Department or the NMFA is able to predict the amount of funding to be awarded to the State under the FAHP in future years.

Set forth below is a history of the aggregate authorization and obligation limitation amounts received by the Department under TEA 21:

NEW MEXICO FEDERAL AID HIGHWAY PROGRAM FUNDS—TEA 21

	Federal Fiscal Year 2001	Federal Fiscal Year 2002	Federal Fiscal Year 2003	Federal Fiscal Year 2004	Totals
Aggregate Authorization	\$294,049,448	\$298,809,162	\$291,032,534	\$307,511,183	\$1,191,402,327
Obligation Limitation					
National Highway System	69,623,960	75,731,875	75,387,486	80,688,917	301,432,238
Bridge	12,899,034	15,345,467	13,312,643	14,619,751	56,176,895
Surface Transportation Program ⁽¹⁾	46,293,425	48,625,970	49,073,310	49,258,893	193,251,598
Minimum Guarantee	30,036,771	30,238,728	29,907,334	29,921,754	120,104,587
Surface Transportation Program (Urban Areas)	9,569,909	10,268,213	10,476,349	10,327,305	40,641,776
Interstate Maintenance	63,417,400	69,159,815	62,761,855	73,421,464	268,760,534
Congestion Mitigation/Air Quality Improvement	8,047,929	8,607,408	8,550,135	9,389,632	34,595,104
Recreational Trails	663,358	836,354	925,057	977,896	3,402,665
Metro Planning	846,711	912,523	1,037,559	1,164,707	3,961,500
Research Program	1,206,418	1,306,496	1,295,229	1,429,600	5,237,743
Planning Programs	3,619,253	3,919,486	3,885,685	3,538,700	14,963,124
High Priority Projects	13,951,387	13,697,860	15,520,683	10,866,985	54,036,915
Redistribution of Authority	2,070,116	1,738,494	1,232,308	8,118,746	13,159,664
Aggregate Apportionment	<u>\$262,245,671</u>	<u>\$280,388,689</u>	<u>\$273,365,633</u>	<u>\$293,724,350</u>	<u>\$1,109,724,343</u>
Aggregate Obligation Limitation	<u>\$260,146,000</u>	<u>\$278,897,000</u>	<u>\$263,226,000</u>	<u>\$243,530,732</u>	<u>\$1,045,799,732</u>

⁽¹⁾ Excluding large urban areas (Albuquerque and Sunland Park).
(Source: The Department.)

Set forth below is a history of aggregate authorization and obligation limitations to be available for bond payments under SAFETEA-LU.

NEW MEXICO FEDERAL AID HIGHWAY PROGRAM FUNDS – SAFETEA-LU

	Federal Fiscal Year 2005	Federal Fiscal Year 2006 ⁽¹⁾	Federal Fiscal Year 2007 ⁽¹⁾	Federal Fiscal Year 2008 ⁽¹⁾	Federal Fiscal Year 2009 ⁽¹⁾
Interstate Maintenance	\$64,251,895	\$65,286,769	\$66,338,307	\$67,406,777	\$68,492,451
National Highway System	76,482,689	77,714,418	78,964,299	80,236,014	81,528,206
Surface Transportation Program ⁽¹⁾	58,812,919	53,584,797	54,244,235	55,051,306	55,937,790
Surface Transportation	(12,725,353)	(12,725,353)	(12,725,353)	(12,725,353)	(12,725,353)
Program: Approximate (Large Urban Area) Suballocation from STIP Apportionment					
Bridge	13,821,540	14,044,167	14,270,379	14,500,233	14,733,788
Congestion Mitigation/Air Quality	8,232,073	8,364,628	8,499,317	8,636,175	8,775,237
Recreational Trails	1,026,452	1,199,957	1,286,709	1,373,461	1,460,213
Metro Planning	1,469,376	1,448,969	1,472,634	1,496,045	1,519,833
Planning Programs – Suballocation from Core Program funds	(4,346,049)	(4,346,049)	(4,346,049)	(4,346,049)	(4,346,049)
Research Program – Suballocation from Planning Program funds	(1,448,683)	(1,448,683)	(1,448,683)	(1,448,683)	(1,448,683)
Highway Safety Improvement Program	–	9,724,197	9,914,691	10,108,251	10,304,929
Rail-Highway Crossing	–	1,493,538	1,490,053	1,488,934	1,488,934
Safe-Routes to School	1,000,000	1,000,000	1,000,000	1,000,000	1,157,178
Border Infrastructure Program	925,343	1,090,851	1,241,313	1,429,391	1,579,853
High Priority Projects	30,920,000	30,920,000	30,920,000	30,920,000	30,920,000
Equity Bonus	<u>76,085,543</u>	<u>71,408,088</u>	<u>86,008,248</u>	<u>94,605,501</u>	<u>94,015,134</u>
Aggregate Authorization	<u>\$333,027,830</u>	<u>\$337,280,379</u>	<u>\$355,650,185</u>	<u>\$368,252,088</u>	<u>\$371,913,547</u>
Aggregate Obligation Limitation	<u>\$324,300,000</u>	<u>\$350,400,000</u>	<u>\$271,112,000</u>	<u>\$280,718,000</u>	<u>\$283,509,000</u>

(1) Estimated; based on an aggregate authorization for the reauthorization period.

(2) Includes large urban area (Albuquerque and Sunland Park) population suballocations.

(3) Estimated based on projection from Fiscal Year 2009, will be covered in subsequent Federal legislation which replaces SAFETEA-LU. See “FORWARD-LOOKING STATEMENTS.”

(Source: The Department.)

Note that the Department may allocate its OA among SAFETEA-LU program categories (as well as TEA 21 categories) as it desires, subject to the aggregate authorization and allocation amount in each category and the aggregate obligation limit. Aggregate authorization does not represent federal revenues. Federal revenues are limited by obligation limitation, and are received through reimbursements for expenditures made on construction activities. Reimbursement amounts vary significantly year-to-year depending on construction schedules. Over time, reimbursement revenues are approximately equal to the obligation limitation. STIP/URBAN areas over 200,000 population and planning/research programs are suballocations from the core funding category apportionments shown for information purposes.

Once federal revenues are obligated, they may be spent (and therefore reimbursed) over a three-year period, adding to the unpredictability of annual reimbursements. The Department's practice is to obligate all amounts available in each year. This practice, and the larger size of the Department's construction program, will allow the Department to accelerate projects in order to increase reimbursements in any particular year if necessary to pay bondholders.

Pledged Revenues History and Estimates

Set forth below is a history of Pledged Revenues for the fiscal years ended June 30, 2003 through June 30, 2008 and an estimate of Pledged Revenues for the fiscal years ended June 30, 2009 through June 30, 2013. The estimates for State revenues are based on Department estimates as of August 2009. The estimate for Federal Funds for fiscal year 2009 is based upon the limited obligation amounts given to the Department pursuant to SAFETEA-LU for the authorization period from 2005 through 2009. Federal funds for fiscal years subsequent to fiscal year 2009 are based upon the figure for fiscal year 2009. Such estimates are based on certain assumptions that may not be realized. Recent changes in the economy have led to fluctuations in energy prices, including dramatic increases and decreases, throughout the nation. In addition, an economic slowdown could reduce the overall demand for the fuels subject to the taxes described above and otherwise negatively impact the collection of the other taxes described herein. This may have the effect of reducing the amount of State Revenues and Federal Revenues described above that will be received by the Department. See "SPECIAL FACTORS RELATING TO THE SERIES 2009A BONDS" and "FORWARD-LOOKING STATEMENTS."

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PLEDGED REVENUES HISTORY AND ESTIMATES
(in thousands)⁽¹⁾

	FY03	FY04	FY05	FY06	FY07	FY08	FY09	FY10	FY11	FY12	FY13
	<u>Actual</u>	<u>Actual</u>	<u>Actual</u>	<u>Actual</u>	<u>Actual</u>	<u>Estimate</u> ⁽²⁾	<u>Estimate</u> ⁽³⁾	<u>Estimate</u> ⁽⁴⁾	<u>Estimate</u> ⁽⁴⁾	<u>Estimate</u> ⁽⁴⁾	<u>Estimate</u> ⁽⁴⁾
State Road Fund:											
Gasoline Tax	\$110,465	\$112,107	\$109,456	\$109,723	\$110,340	\$107,732	\$108,125	\$105,000	\$104,400	\$103,800	\$103,200
Special Fuel Tax	69,478	74,546	87,902	97,127	101,373	101,651	85,645	80,200	83,300	88,500	92,200
Weight/Distance	51,394	51,574	72,800	76,453	88,365	77,424	75,485	70,000	73,100	76,800	80,600
Trip Tax	4,348	4,050	5,724	8,576	7,557	4,804	5,776	5,600	5,700	5,800	5,900
Vehicle Registration	43,993	52,996	67,768	71,470	73,615	73,679	72,009	71,800	70,700	71,300	70,900
Vehicle Transaction	1,115	1,132	1,130	1,610	1,256	1,318	1,479	1,200	1,200	1,300	1,300
Driver's License	4,542	4,238	4,072	3,944	4,329	4,563	3,826	4,450	4,500	4,500	4,550
Oversize/License	1,140	1,157	3,232	4,387	4,590	4,961	4,539	4,650	4,700	4,750	4,800
Public Regulatory Commission Fees	3,391	3,298	3,525	3,676	377	1,254	2,286	2,400	2,700	3,400	3,500
Penalty Assessments (Reinstatement Fees)	1,138	1,085	1,273	258	-	-	-	-	-	-	-
MVD Miscellaneous Fees	997	923	1,200	2,373	2,173	4,391	2,870	2,500	2,500	2,500	2,500
Road Fund Interest	<u>509</u>	<u>395</u>	<u>1,239</u>	<u>2,055</u>	<u>1,238</u>	<u>0</u>	<u>19</u>	<u>100</u>	<u>200</u>	<u>300</u>	<u>400</u>
Total State Road Fund ⁽¹⁾	<u>292,510</u>	<u>307,501</u>	<u>359,321</u>	<u>381,652</u>	<u>395,213</u>	<u>381,777</u>	<u>362,059</u>	<u>347,900</u>	<u>353,000</u>	<u>362,950</u>	<u>369,850</u>
Percent Change	1.0%	5.1%	16.9%	6.2%	3.6%	(4.0)%	(4.6)%	(3.9)%	1.5%	2.8%	1.9%
Highway Infrastructure Fund:											
Lease Vehicle Gross Receipts	4,465	4,536	4,524	5,143	4,844	5,802	5,444	5,100	5,100	5,100	5,100
Tire Recycling Fees	1,679	1,421	1,950	1,734	1,758	1,782	1,766	1,780	1,720	1,800	1,760
Interest	<u>115</u>	<u>64</u>	<u>124</u>	<u>352</u>	<u>178</u>	<u>275</u>	<u>99</u>	<u>30</u>	<u>40</u>	<u>50</u>	<u>60</u>
Total Highway Infrastructure Fund ⁽¹⁾	<u>6,259</u>	<u>6,021</u>	<u>6,598</u>	<u>7,229</u>	<u>6,780</u>	<u>7,859</u>	<u>7,309</u>	<u>6,910</u>	<u>6,860</u>	<u>6,950</u>	<u>6,920</u>
Percent Change	(0.9)%	(3.8)%	9.6%	9.6%	(6.2)%	13.7%	(7.5)%	(5.5)%	(0.7)%	1.3%	(0.4)%
Federal Funds:											
	263,226	243,531	287,475	292,847	228,392 ⁽⁵⁾	253,571 ⁽⁶⁾	285,264 ⁽⁷⁾	260,000 ⁽⁸⁾	260,000 ⁽⁸⁾	260,000 ⁽⁸⁾	260,000 ⁽⁸⁾
Percentage Change	(5.6)%	(7.5)%	18.0%	1.9%	(22.0)%	11.0%	12.5%	(8.9)%	0.0%	0.0%	0.0%
Total Pledged Revenues ⁽¹⁾	<u>\$561,995</u>	<u>\$557,053</u>	<u>\$653,394</u>	<u>\$681,728</u>	<u>\$630,385</u>	<u>\$640,983</u>	<u>\$654,632</u>	<u>\$614,810</u>	<u>\$619,860</u>	<u>\$629,900</u>	<u>\$636,770</u>
Percent Change	(2.2)%	(0.9)%	17.3%	4.3%	(7.5)%	1.7%	2.1%	(6.1)%	0.8%	1.6%	1.1%

(1) Details may not correspond to totals due to independent rounding.

(2) FY08 audit shows \$381.7 million in Pledged Revenues, \$2.2 million higher than last NMDOT FY08 estimate. Difference is allocated to MVD miscellaneous fees.

(3) FY09 revenue unaudited (audit pending).

(4) Forecast of State Tax revenues as of July 2009.

(5) Audited revenue of \$228.392 million with deferred revenue of \$24.689 million and \$15.298 million collected subsequently in FY2008 and FY2009, respectively.

(6) Audited revenue of \$253.571 million includes recognition of \$24.689 million collected from FY2007. Deferred revenue of \$22.592 million from FY2008 collected subsequently in FY2009.

(7) Estimated revenue for FY2009 includes FY2007 deferred revenue of \$15.298 million and FY2008 deferred revenue of \$22.592 million collected with current fiscal year collections of \$247.374 million.

(8) Estimated federal funds in FY 2010-2013 approximate multi-year average under current SAFETEA-LU legislation. Reauthorization is pending for federal fiscal year 2010.

(Source: The Department.)

SPECIAL FACTORS RELATING TO THE SERIES 2009A BONDS

Each investor or prospective investor in the Series 2009A Bonds is encouraged to read this Official Statement and to give particular attention to the factors described below which, among other conditions, could affect the payment of debt service on the Series 2009A Bonds and could affect the market price of the Series 2009A Bonds to an extent that cannot be determined at this time.

Legislative Changes to Pledged Revenues

Section 67-3-59.3(G) NMSA 1978 provides that:

Any law authorizing the imposition or distribution of taxes or fees paid into the state road fund or the highway infrastructure fund or that affects those taxes and fees shall not be amended or repealed or otherwise directly or indirectly modified so as to impair any outstanding bonds secured by a pledge of revenues from those taxes and fees paid into the state road fund or the highway infrastructure fund, unless the bonds have been discharged in full or provisions have been made for a full discharge. In addition, while any bonds issued by the New Mexico finance authority pursuant to the provisions of this section remain outstanding, the powers or duties of the state transportation commission or the authority shall not be diminished or impaired in any manner that will affect adversely the interests and rights of the holder of such bonds.

The Legislature has amended laws imposing or distributing taxes paid into the State Road Fund on several occasions in recent years. Examples include changes with respect to the distribution and sale of gasoline on Indian reservations, pueblos and Indian trust lands, special fuel taxes, weight distance taxes, motor vehicle registration fees, leased vehicle gross receipts taxes and tire recycling fees. See “THE PLEDGED REVENUES—The State Road Fund and Highway Infrastructure Fund.”

Revisions to laws of the State imposing or distributing taxes paid into the State Road Fund could be adopted in the future by the Legislature. Proposals affecting such taxes are frequently considered by the State Legislature. There is no assurance that any future revisions to State laws will not adversely affect taxes paid into the State Road Fund.

Uncertainties in Federal Funding

The Federal Revenues have historically been authorized under multiple-year authorizing legislation. Until the enactment of SAFETEA-LU on August 11, 2005, immediately prior legislative authorization was provided by the TEA-21, which went into effect on October 1, 1997 and expired on September 30, 2003. SAFETEA-LU extended the authorization of the Federal Aid Highway Program until September 30, 2009. As of the date of this Official Statement, no multi-year reauthorization has occurred, although Congress has adopted a one month continuing appropriation resolution effective as of October 1, 2009. Furthermore, there can be no assurance that new multi-year authorization or continuing resolution reauthorization will be adopted for the period subsequent to September 30, 2009. Nor can there be any assurance that any such legislation will be signed into law by the President. SAFETEA-LU included certain provisions designed to provide continuity in the flow of federal transportation funds to the states, including the State. There can be no assurance that such measures will be continued under any future federal reauthorization or that, if continued, such measures will be sufficient to ensure that Federal Revenues will be available as needed if in the future Congress amends existing laws or fails to reauthorize expired transportation legislation, or if future legislation or federal administrative action reduces the amount of Federal Revenues available to the Commission and the Department.

In addition to issues of reauthorization, there can be no assurance that Federal Revenues paid into the State Road Fund that, together with other Pledged Revenues, will be sufficient to pay the debt service on the Closed Lien Obligations, Senior Lien Bonds, the Series 2009A Bonds and the Subordinate Lien Obligations. The amount of federal funds available for projects is subject to authorization and periodic reauthorization by Congress, approval on an annual basis by the U.S. Secretary of Transportation and compliance with federal regulations. As such, the Department competes for such funds with other national transportation funding priorities. Federal law specifically

provides that a state's eligibility for funds does not create a commitment or obligation on the part of the United States to provide for the payment of principal or interest on bonds. See "THE PLEDGED REVENUES—The Federal Aid Highway Program." Please note that these are forward-looking statements, see "FORWARD-LOOKING STATEMENTS" herein. Events impacting the national and international economy may have a negative impact on the Federal Revenues received by the Department.

Limited Obligations

The Series 2009A Bonds are limited obligations of the NMFA and are payable as to principal and interest exclusively from the Pledged Revenues. See "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2009A BONDS." The ability of the NMFA, the Commission and the Department to realize Pledged Revenues in amounts sufficient to pay debt service on the Series 2009A Bonds and other obligations payable from the Pledged Revenues senior to, on a parity with or subordinate to the Series 2009A Bonds depends on numerous factors, many of which are not subject to the control of the NMFA, the Commission or the Department.

Additional Parity and Subordinate Obligations

Additional Senior Lien Bonds and other obligations may and are expected to be issued with a lien on the Pledged Revenues on a parity with the lien of the Outstanding Senior Lien Parity Bonds on the Pledged Revenues upon satisfaction of certain conditions. In addition to the Outstanding Subordinate Lien Obligations additional Subordinate Lien Obligations may and are expected to be issued, and other subordinate obligations may be issued subordinate to the Outstanding Subordinate Lien Obligations with respect to the Pledged Revenues upon satisfaction of certain conditions. See "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2009A BONDS—Additional Senior Lien Bonds," "—Outstanding and Additional Subordinate Lien Obligations" and "—Subordinate Debt."

Tax Status of the Series 2009A Bonds

The opinion expressed by Special Tax Counsel is based on existing law as of the delivery date of the Series 2009A Bonds. No assurance can be given that any future legislation or clarification of the Internal Revenue Code of 1986, as amended (the "Code"), or State law, will not cause interest on the Series 2009A Bonds to be subject, directly or indirectly, to federal or State income taxation, or otherwise prevent owners from realizing the full current benefit of the tax status of such interest. Further, no assurance can be given that the introduction or enactment of any such future legislation, or any action of the Internal Revenue Service, including but not limited to selection of the Series 2009A Bonds for audit examination, or the course or result of any Internal Revenue Service examination of the Series 2009A Bonds, or bonds which present similar tax issues, will not affect the market price for Series 2009A Bonds. Prospective purchasers of the Series 2009A Bonds should consult their own tax advisors regarding any pending or proposed federal tax legislation, as to which Special Tax Counsel expresses no opinion.

Native American Gasoline Tax Issues and Other Gasoline Tax Issues Affecting the Pledged Revenues

The Pledged Revenues consist, in part, of gasoline excise taxes that are required by State law to be paid into the State Road Fund. Prior to 1999, the State gasoline tax was imposed in such a manner that allowed Native American gasoline wholesalers to exploit the federal preemption that disallows a state from imposing tax on a Native American conducting business within the boundaries of his tribal reservation, pueblo grant or trust lands. Pursuant to Chapter 190, New Mexico Laws of 1999, the technical imposition of the gasoline tax was revised to address the federal preemption issue, and the amount of gasoline that may be sold within an Indian reservation by any single registered Native American wholesale distributor for resale outside the Indian reservation, pueblo grant or trust lands free of state gasoline tax is limited to 30,000,000 gallons per year pursuant to a state tax exemption. Chapter 190 limits the use of this exemption to registered Native American distributors who have sold more than one million gallons of gasoline within the Indian reservation, pueblo grant or trust lands for resale outside the Indian reservation during the four months ended August 1998. TRD has certified two registered Native American wholesale distributors as eligible for this exemption, meaning that up to 60,000,000 gallons per year of gasoline currently may be sold at wholesale free of State gasoline tax under this exemption.

Chapter 150, New Mexico Laws of 2003 allowed the State to enter into a “gasoline tax sharing agreement” with one of the two registered Native American wholesale distributors, and a contract agreement was subsequently executed on June 23, 2004. Under that agreement the Native American wholesaler agrees not to engage in gasoline wholesale activity for a period of ten years in exchange for a distribution of revenue equal to forty percent of the gasoline tax imposed on 2,500,000 gallons per month (30,000,000 gallons per year). Chapter 109, New Mexico Laws of 2004 provided for a similar “gasoline tax sharing agreement” with the other registered Native American wholesale distributor. An agreement with the second Native American wholesaler was executed on January 20, 2006. The gasoline tax sharing agreements provide stability and predictability to gasoline tax revenue. Native American wholesale activity outside reservation, pueblo grant and trust land boundaries is expected to be eliminated for at least the next ten years as a result of the gasoline tax sharing agreements.

Chapter 190, Laws 1999 also permits gasoline to be sold at retail by registered Indian tribal distributors on Indian reservations, pueblo grants or trust lands free of State gasoline tax to the extent that the applicable Indian government imposes a similar tax (for its own benefit) on retail gas sales. In its 2000 regular session (Laws 2000, Chapter 50), the Legislature enacted a deduction from gasoline taxes for retail sales by persons other than Indian tribal distributors of gasoline on Indian reservations, pueblo grants or trust lands and Indian trust lands. The deduction, which became effective on April 1, 2000, is effectively equal to the lesser of the tribal tax on the gasoline sold or the State gasoline tax.

As a result of the foregoing and other factors (such as more fuel efficient vehicles and fluctuations in gasoline prices), the Department experienced a decline in but expects a leveling off followed by a slow rate of growth, if any, in gasoline excise taxes paid into the State Road Fund over the next several years. See “THE PLEDGED REVENUES—State Road Fund—Gasoline Excise Taxes.”

ESTIMATED SOURCES AND USES OF FUNDS

The estimated sources and uses of funds in connection with the issuance of the Series 2009A Bonds are set forth in the following table:

Sources of Funds

Series 2009A Bonds Par Amount.....	\$112,345,000.00
Plus original issue premium	8,411,035.35
Transfer of prior debt service funds	<u>11,470,801.04</u>
 Total Sources	 <u>\$132,226,836.39</u>

Uses of Funds

Refund the Refunded Bonds.....	\$131,304,746.68
Costs of Issuance ⁽¹⁾	<u>922,089.71</u>
 Total Uses	 <u>\$132,226,836.39</u>

⁽¹⁾ Includes legal and accounting fees, financial advisory fees, printing, rating fees, Underwriters’ discount and other miscellaneous costs. See “UNDERWRITING.”

PLAN OF REFUNDING

A portion of the Series 2009A Bonds will be deposited with The Bank of New York Mellon Trust Company, N.A., as escrow agent (the “Escrow Agent”) in an escrow fund established for the Refunded Bonds (the “Escrow Fund”) under an Escrow Agreement dated as of November 1, 2009 (the “Escrow Agreement”). A portion of the amounts deposited in the Escrow Fund in an amount equal to \$131,304,736.00 will be invested in obligations of the United States of America or obligations whose principal and interest are unconditionally guaranteed by the

United States of America maturing in amounts and at rates sufficient to pay, when due, the interest on the Refunded Bonds, through their respective redemption dates and to pay the redemption price of the Refunded Bonds, on their respective redemption dates. Upon the issuance of the Series 2009A Bonds, the Refunded Bonds will cease to be entitled to the pledge of Pledged Revenues.

The following table sets forth the maturity date, maturity amount, interest rate and redemption date of the Series 1998A Bonds to be refunded with a portion of the proceeds of the Series 2009A Bonds:

<u>Maturity Date</u> <u>(June 15)</u>	<u>Maturity Amount</u>	<u>Interest Rate</u>	<u>Redemption Date</u>
2010	\$9,555,000	5.125%	12/07/2009

The following table sets forth sets forth the maturity dates, maturity amounts, interest rates and redemption dates of the Series 1998B Bonds to be refunded with a portion of the proceeds of the Series 2009A Bonds:

<u>Maturity Date</u> <u>(June 15)</u>	<u>Maturity Amount</u>	<u>Interest Rate</u>	<u>Redemption Date</u>
2010	\$11,460,000	5.125%	12/07/2009
2011	12,430,000	5.125	12/07/2009

The following table sets forth the maturity dates, maturity amounts, interest rates and redemption dates of the Series 2001A Bonds to be refunded with a portion of the proceeds of the Series 2009A Bonds:

<u>Maturity Date</u> <u>(June 15)</u>	<u>Maturity Amount</u>	<u>Interest Rate</u>	<u>Redemption Date</u>
2011	\$795,000	4.300%	6/15/2010
2011	19,850,000	5.250	6/15/2010
2012	21,720,000	5.250	6/15/2010
2013	215,000	4.500	6/15/2010
2013	22,645,000	5.250	6/15/2010

The following table sets forth the maturity date, maturity amount, interest rate, and redemption date of the Series 2002A Bonds to be refunded with a portion of the proceeds of the Series 2009A Bonds:

<u>Maturity Date</u> <u>(June 15)</u>	<u>Maturity Amount</u>	<u>Interest Rate</u>	<u>Redemption Date</u>
2014	\$10,785,000	5.500%	6/15/2011

The following table sets forth the maturity dates, maturity amounts, interest rates, and redemption dates of the Series 2002C Bonds to be refunded with a portion of the proceeds of the Series 2009A Bonds:

<u>Maturity Date</u> <u>(June 15)</u>	<u>Maturity Amount</u>	<u>Interest Rate</u>	<u>Redemption Date</u>
2015	\$4,680,000	5.375%	6/15/2012
2016	5,065,000	5.375	6/15/2012
2017	5,000,000	5.375	6/15/2012

Certain mathematical computations regarding the sufficiency of and the yield on the investments held in the Escrow Fund will be verified by Grant Thornton LLP. See “ESCROW VERIFICATION” below.

INTEREST RATE SWAPS

The NMFA has previously entered into 1992 ISDA (International Swap Dealers Association) Master Agreements and related Schedules, Credit Support Annexes and Confirmations (collectively, the “Swap Documents”) in connection with interest rate exchange agreements (collectively, the “Swap Agreements”), under which the NMFA is the fixed rate payor, paying the relevant counterparty a fixed rate per annum on the relevant notional amount, and the counterparties are floating rate payors, paying the NMFA a floating rate on the relevant notional amount, as described in the following table:

Swap Counterparty	Initial Notional Amount (in thousands)	Related Bonds	Fixed Rate Paid by NMFA	Floating Rate Payment by Counterparty	Termination Date	Mark-to-Market (as of 10/22/09)
Royal Bank of Canada	\$100,000	Series 2008C	3.934%	68% of the 30-day LIBOR	6/15/24	(\$15,925,204)
Goldman Sachs Mitsui Marine Derivatives L.P.	50,000	Series 2008A-1	3.934	68% of the 30-day LIBOR	6/15/24	(7,962,602)
Deutsche Bank, AG	50,000	Series 2008A-2	3.934	68% of the 30-day LIBOR	6/15/24	(7,962,602)
JPMorgan Chase Bank	110,000	Series 2008B-1	4.732	SIFMA Index	12/15/26	(24,651,835)
UBS AG	110,000	Series 2008B-2	4.732	SIFMA Index	12/15/26	(24,651,835)

The Swap Agreements were entered into for the purpose of hedging the exposure of the NMFA against interest rate fluctuations arising from the variable rates borne by the related Bonds. The rates to be paid under the Swap Agreements by the counterparties are reasonably expected to be substantially the same as the rates borne by the related Bonds, but may from time to time vary from the actual rate payable by the NMFA on the related Bonds. The initial notional amounts of the Swap Agreements will decline over the terms of the Swap Agreements and certain of the Swap Agreements related to the Series 2008B Bonds include options whereby the counterparties may, but are not required to, terminate the Swap Agreements if the daily weighted average of the BMA Index for the preceding 180 day period is greater than 7%.

Payments (other than termination payments as described below) by the NMFA on the Swap Agreements are Subordinate Lien Obligations payable from and secured by a lien on the Pledged Revenues on a parity with the Subordinate Lien Obligations.

Each of the Swap Agreements provides that the NMFA may bid for termination of the Swap Agreement at any time prior to its termination date and that the Swap Agreement may be terminated prior to its termination date by the relevant counterparty under certain circumstances. If a Swap Agreement is terminated prior to the stated termination date, a termination payment may be owed by the NMFA to the relevant counterparty or by the relevant counterparty to the NMFA, depending on prevailing economic circumstances at the time of termination. The amount of any such termination payment, while not currently ascertainable, could be substantial. Any such termination payments payable by the NMFA are payable from and secured by a lien on the Pledged Revenues subject and subordinate to the lien thereon of the Subordinate Lien Obligations and on a parity with any Junior Subordinate Lien Obligations.

Each of the Swap Agreements is subject to periodic “mark-to-market” valuations. If the mark-to-market valuation exceeds the limitations set in the Swap Agreement, federal securities may be required to be delivered by the NMFA or the relevant counterparty as collateral securing their respective obligations under the Swap Agreement. In December 2008, the NMFA borrowed \$30 million under a previous line of credit to satisfy a posting requirement pursuant to certain of the Swap Agreements and has since repaid such borrowing. On October 5, 2009, the NMFA posted \$300,000 from legally available moneys to satisfy a collateral call under its Swap Agreements. The NMFA has also authorized the execution of the Proposed Line of Credit discussed herein to enable it to post

collateral under the Swap Agreements in the event the need arises. The Swap Agreements were entered into under a debt policy memorandum of understanding entered into by the NMFA and the Commission. Under that policy memorandum of understanding, an advisor to the NMFA, the Commission and the Department marks the Swap Agreements to market monthly and a joint committee of the NMFA, the Commission and the Department regularly monitors the Swap Agreements.

The arrangements made with respect to the Swap Agreements do not alter the NMFA's obligations to pay principal of or interest on the related Series of Bonds from the Pledged Revenues. Because each of the Swap Agreements is subject to termination upon the occurrence of certain events, no assurance can be given that it will continue to be in effect. None of the Swap Agreements provide a source of credit or security for the related Series of Bonds. The Owners of the Bonds will not have any rights under any Swap Agreement or against any Counterparty.

If a Counterparty is unable to perform its obligations under the relevant Swap Agreement, the NMFA may be exposed to increased interest rate risk.

In the future, the NMFA may choose to enter into additional swap agreements payable from the Pledged Revenues.

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ANNUAL DEBT SERVICE REQUIREMENTS

Debt Service for the Series 2009A Bonds

The following schedule shows the total debt service payable for the Series 2009A Bonds for each fiscal year through their final maturity date.

<u>Fiscal Year</u>	<u>Principal⁽¹⁾</u>	<u>Interest⁽²⁾</u>	<u>Total Fiscal Year Debt Service Requirements</u>
2010	\$9,925,000.00	\$2,937,091.67	\$12,862,091.67
2011	30,705,000.00	4,607,650.00	35,312,650.00
2012	22,370,000.00	3,072,400.00	25,442,400.00
2013	23,190,000.00	2,253,900.00	25,443,900.00
2014	11,075,000.00	1,094,400.00	12,169,400.00
2015	4,820,000.00	651,400.00	5,471,400.00
2016	5,195,000.00	410,400.00	5,605,400.00
2017	<u>5,065,000.00</u>	<u>202,600.00</u>	<u>5,267,600.00</u>
TOTAL	<u>\$112,345,000.00</u>	<u>\$15,229,841.67</u>	<u>\$127,574,841.67</u>

(1) Payable on June 15 of each year.

(2) Payable on June 15 and December 15 of each year.

(Source: Financial Advisor.)

Debt Service and Projected Coverage

The following table sets forth for each fiscal year from 2009 through 2027, the amounts in each such fiscal year of estimated Pledged Revenues, the estimated amounts required in each such year for debt service on the Outstanding Closed Lien Obligations, the Outstanding Senior Lien Parity Bonds, and the Outstanding Subordinate Lien Bonds and the projected debt service coverage ratios without giving effect to the issuance of the Series 2009A Bonds or the refunding of the Refunded Bonds. Estimated Pledged Revenues are based on Department projections as of August, 2009. Such projections are based on certain assumptions that may not be realized. See “SPECIAL FACTORS RELATING TO THE SERIES 2009A BONDS” and “FORWARD-LOOKING STATEMENTS.”

DEBT SERVICE COVERAGE BEFORE REFUNDING⁽¹⁾

Fiscal Year	Audited 2008 Revenues (in thousands)			Debt Service (in thousands)	Coverage		Debt Service (in thousands)		Coverage
	State Revenues	Federal Revenues	Total	Closed Lien and Senior Lien ⁽²⁾	State Revenues	Total Revenues	Subordinate Lien ⁽³⁾	Total	Total Revenues
2009	\$387,412	\$253,571	\$640,983	\$119,936	3.23x	5.34x	\$41,659	\$161,595	3.97x
2010	387,412	253,571	640,983	117,512	3.30x	5.45x	36,945	154,457	4.15x
2011	387,412	253,571	640,983	80,334	4.82x	7.98x	63,201	143,535	4.47x
2012	387,412	253,571	640,983	80,389	4.82x	7.97x	53,266	133,654	4.80x
2013	387,412	253,571	640,983	76,729	5.05x	8.35x	56,872	133,601	4.80x
2014	387,412	253,571	640,983	82,863	4.68x	7.74x	50,790	133,653	4.80x
2015	387,412	253,571	640,983	114,141	3.39x	5.62x	19,568	133,709	4.79x
2016	387,412	253,571	640,983	114,305	3.39x	5.61x	19,567	133,872	4.79x
2017	387,412	253,571	640,983	114,472	3.38x	5.60x	19,568	134,041	4.78x
2018	387,412	253,571	640,983	114,655	3.38x	5.59x	19,566	134,221	4.78x
2019	387,412	253,571	640,983	114,866	3.37x	5.58x	19,567	134,433	4.77x
2020	387,412	253,571	640,983	115,080	3.37x	5.57x	19,568	134,647	4.76x
2021	387,412	253,571	640,983	115,311	3.36x	5.56x	19,569	134,881	4.75x
2022	387,412	253,571	640,983	115,553	3.35x	5.55x	19,566	135,119	4.74x
2023	387,412	253,571	640,983	40,233	9.63x	15.93x	95,141	135,374	4.73x
2024	387,412	253,571	640,983	24,705	15.68x	25.95x	110,916	135,620	4.73x
2025	387,412	253,571	640,983	26,941	14.38x	23.79x	109,098	136,039	4.71x
2026	387,412	253,571	640,983	26,526	14.60x	24.16x	109,571	136,097	4.71x
2027	387,412	253,571	640,983	69,956	5.54x	9.16x	66,109	136,065	4.71x

(1) Assumes that the Series 2009A Bonds are issued and the Refunded Bonds are defeased.

(2) Fiscal Year 2010 debt service includes debt service payments (\$11,470,801.04) relating to the Refunded Bonds prior to the redemption date.

(3) Interest on the Series 2008A, Series 2008B and 2008C Bonds assumed at the associated swap rate. Interest on Series 2008D Bonds assumed at 2.00% per annum. Debt Service includes interest earnings on the Reserve Fund and release of Reserve Fund at maturity.

(Source: Financial Advisor.)

NEW MEXICO FINANCE AUTHORITY

General Information

The NMFA is a public body politic and corporate, separate and apart from the State, constituting a governmental instrumentality of the State. The NMFA was created in 1992 pursuant to the Act to coordinate the planning and financing of State and local public projects, to provide for long-term planning and assessment of State and local capital needs and to improve cooperation among the executive and legislative branches of State government and local governments in financing public projects. Pursuant to the Act, the NMFA and its corporate existence will continue until terminated by law, provided that no such law will take effect so long as the NMFA has bonds or other obligations outstanding, unless provision has been made for the payment of all such obligations. The NMFA is comprised of 12 members who also constitute the NMFA's board of directors and currently employs 37 persons, including a Chief Executive Officer. The Chief Executive Officer directs the business and affairs of the NMFA, subject to the policies, control and direction of the NMFA.

The NMFA staff provides a full range of services to its borrowers and other parties benefiting from or otherwise interested in the NMFA's financing programs. Those services include loan servicing and program fund administration, financial analysis relating to all aspects of the NMFA's programs, accounting, program marketing and development services, application assistance to borrowers, coordination and assistance with other funding sources, coordination with taxing and regulatory authorities, and coordination with various legislative authorities.

Powers

In addition to the power to issue bonds and other obligations to finance specific programs and projects, pursuant to the Act, the NMFA is granted all powers necessary and appropriate to carry out and effectuate its public and corporate purposes, including but not limited to the following powers:

- (a) to procure insurance to secure payment on any loan, lease or purchase payments owed to the NMFA by a qualified entity in such amounts and from such insurers, including the federal government, as it may deem necessary or desirable, and to pay any premiums for such insurance;
- (b) to fix, revise from time to time, charge and collect fees and other charges in connection with the making of loans and any other services rendered by the NMFA;
- (c) to accept, administer, hold and use all funds made available to the NMFA from any sources;
- (d) to borrow money and to issue bonds and provide for the rights of holders of the bonds;
- (e) to establish and maintain reserve and sinking fund accounts to insure against and have funds available for maintenance of other debt service accounts;
- (f) to invest and reinvest its funds and to take and hold property as security for the investment of such funds;
- (g) subject to any agreement with bondholders to: (1) renegotiate any loan, lease or agreement; (2) consent to any modification of the terms of any loan, lease or agreement; and, (3) purchase bonds, which may upon purchase be canceled; and
- (h) to do any and all things necessary or convenient to carry out its purposes and exercise the powers given and granted in the Act.

The NMFA has no authority to impose or collect taxes.

Organization and Governance

The NMFA is composed of 12 members who serve as the governing body of the NMFA. Seven of the members are ex officio members with voting privileges designated in the Act and five members are appointed by the Governor with the advice and consent of the State Senate. One of the appointed members must be the chief financial officer of a state higher educational institution. The remaining four appointed members must be residents of the State. The seven ex officio members include four cabinet-level secretaries, each of whom are appointed by the Governor and serve at the pleasure of the Governor (the Secretary of Finance and Administration, the Secretary of Economic Development, the Secretary of Energy, Minerals and Natural Resources, and the Secretary of Environment), one is a State agency official (the State Investment Officer), and two are chief executive directors of state-wide associations (the Executive Director of the New Mexico Municipal League and the Executive Director of the New Mexico Association of Counties). The appointed members serve at the pleasure of the Governor and the appointed members serve four-year terms. Vacancies for the appointed members are filled by appointment of the Governor for the remainder of any unexpired term. Any appointed member is eligible for reappointment.

The governing body of the NMFA exercises and oversees the exercise of the powers of the NMFA. The governing body of the NMFA satisfies those responsibilities through monthly meetings and through the standing committees that the governing body has established. Those committees are advisory and have no authority to act on behalf of the governing body. Each committee reviews and makes recommendations to the governing body concerning matters assigned to it by the governing body.

The Executive Committee, which is chaired by the Chairman of the NMFA, Stephen R. Flance, provides oversight and direction relating to the operations of the NMFA. Other committees include the Audit Committee, chaired by Katherine B. Miller; the Finance/Loan Committee, chaired by Stephen R. Flance; the Economic Development Committee, chaired by Joanna Prukop; the Investment Committee, chaired by Craig Reeves; and the Contracts Committee, chaired by Paul Gutierrez. The committees typically meet monthly.

The governing body has also established written policies concerning the exercise of the powers of the NMFA. The written policies serve as ongoing directions to staff and consultants with respect to standards to be applied in the conduct of the business of the NMFA.

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Governing Body and Key Staff Members

Current members of the NMFA, and their respective occupations and term expiration dates, are presented below:

<u>Name</u>	<u>Occupation</u>	<u>Term Expires</u>
Gary Bland ⁽¹⁾⁽²⁾	State Investment Officer, State Investment Council	not applicable
Ron Curry ⁽¹⁾⁽²⁾	Secretary, Environment Department, State of New Mexico	not applicable
Rhonda G. Faught ⁽²⁾⁽³⁾	Retired, Former Secretary of the New Mexico Department of Transportation	01/01/13
Stephen R. Flance ⁽²⁾ (Chairman)	Owner/CEO, The Flance Company Santa Fe, New Mexico	12/31/09
William Fulginiti ⁽¹⁾ (Vice-Chairman)	Executive Director, New Mexico Municipal League	not applicable
Paul Gutierrez ⁽¹⁾	Executive Director, New Mexico Association of Counties	not applicable
Lonnie Marquez ⁽²⁾	Vice President for Administration and Finance, New Mexico Institute of Mining and Technology	01/01/12
Katherine B. Miller ⁽¹⁾	Secretary, Department of Finance and Administration, State of New Mexico	not applicable
Fred Mondragon ⁽¹⁾	Secretary, Economic Development Department, State of New Mexico	not applicable
Joanna Prukop ⁽¹⁾ (Secretary)	Secretary, Energy, Minerals and Natural Resources Department, State of New Mexico	not applicable
Craig Reeves ⁽²⁾ (Treasurer)	President, First National Bank of New Mexico Clayton, New Mexico	01/01/12
Daniel Silva ⁽³⁾	Former State Representative Albuquerque, New Mexico	01/01/13

⁽¹⁾ *Ex officio* member with voting privileges. An *ex officio* member may designate an alternative member. Alternate members may attend meetings and vote on all matters considered by the NMFA. *Ex officio* members that are cabinet secretaries are appointed by the Governor and serve at the pleasure of the Governor.

⁽²⁾ Appointed by the Governor of the State and serves at the pleasure of the Governor.

⁽³⁾ Appointed by the Governor of the State in March 2009. Such individuals are awaiting confirmation by the New Mexico State Senate during its next legislative session, scheduled for January 2010, and will continue to serve until the expiration of such session if no confirmation is received. If the New Mexico State Senate confirms those individuals during its next session, the terms of such individuals will expire on January 1, 2013.

Presented below is certain information concerning key staff members of the NMFA involved in the issuance of the Series 2009A Bonds and the administration of the NMFA's financing programs.

William C. Sisneros, Chief Executive Officer. Mr. Sisneros serves as the Chief Executive Officer of the NMFA. Mr. Sisneros was appointed as the principal administrative officer in June 2004. Prior to that, Mr. Sisneros was President of WCS Consultants and Chief Executive Officer of Jenkeel, Ltd., a New Mexico corporation doing business as The Club at El Gancho. As a businessman and consultant, Mr. Sisneros provided services to public and private sector clients specializing in management and organization development and land development process consulting. He graduated from the University of Colorado at Boulder with a Master's Degree in Public Administration. In addition, Mr. Sisneros served as City Manager of Santa Fe, New Mexico; Town Manager of Taos, New Mexico; Assistant City Manager of Boulder, Colorado; and Administrative Assistant in Englewood, Colorado. In Santa Fe, Mr. Sisneros served on the Executive Board of St. Vincent Hospital, as President of the Santa Fe Chamber of Commerce, as Chairman of the Industrial Park for Santa Fe Economic Development Inc., on the Board of Directors of Open Hands, New Mexico CARES, and New Mexico First each of which are New Mexico nonprofit corporations.

Jerome L. Trojan, Chief Operating Officer. Mr. Trojan joined the NMFA in January 2005. He has extensive experience in local government, having served as Assistant City Manager for the Cities of Las Cruces, New Mexico and Mountlake Terrace, Washington, Administrative Services Director for Santa Fe, New Mexico, Finance Director for Las Cruces, New Mexico, and Finance Director for Bay City, Michigan. In addition, Mr. Trojan has experience in higher education, having held the position of the Vice Chancellor of Administration at the University of Alaska-Fairbanks and served as an Accountant at Delta Community College in Bay City, Michigan. A Certified Public Accountant, he graduated from Central Michigan University with a Master of Business Administration with a concentration in Finance and from Western Michigan University with a Bachelor of Business Administration, with a major in Accounting and a minor in Economics. Mr. Trojan has taken the required courses for a Doctorate in International Management from Nova Southeastern University. While at the City of Las Cruces, Mr. Trojan led the City's effort to reduce electric utility costs to the community. He is active in the International City Managers Association and was instrumental in the establishment of the New Mexico Finance Officers Association.

John T. Duff, Chief Financial Officer. Mr. Duff joined the NMFA as Chief Investment Officer in February, 2006 and became Chief Operating Officer in 2007 where he served in that capacity until January, 2008 when he was appointed Chief Financial Officer. Mr. Duff has more than 22 years experience in investment management, financial management, and public accounting. He has held positions as COO and CFO of publicly held corporations and served as the Partner-In-Charge of an office of a major international CPA firm. Mr. Duff served as an investment consultant with two major investment firms. Mr. Duff has a Bachelor of Arts degree in economics from Oberlin College and a Master of Business Administration in accounting and finance from Miami University.

Marquita Russel, Chief of Programs. Ms. Russel joined the NMFA in September 2000. Ms. Russel has approximately 20 years of experience in the financial services industry, in both marketing and financial analysis. Prior to joining the NMFA, Ms. Russel spent 10 years at the Illinois Development Finance Authority, where she held the positions of Marketing Director and Senior Program Administrator. During that time, Ms. Russel closed more than \$1 billion of transactions, ranging from \$5,000 microloans to \$175 million tax-exempt hospital bonds. Ms. Russel earned her Bachelor of Science degree from Marquette University, Milwaukee, Wisconsin.

Michael J. Zavelle, Chief of Investor Relations. Mr. Zavelle joined the NMFA in June 2009. Mr. Zavelle has an extensive and varied background in finance with public and private universities, a major cultural organization, and as a capital markets banker in Asia responsible for client relations and for loan and bond underwriting, syndication and private placement. He served as a VP/CFO for Fisk University, Brooklyn College/CUNY, and Baruch College/CUNY, as Vice Chancellor for Administration & Planning for City University of New York, as SVP and Chief Administrative Officer for The New York Public Library, and as a Managing Director with Chase Manhattan Asia Limited in Hong Kong and Tokyo. Mr. Zavelle has a Bachelor of Arts degree in Economics from Dartmouth College and a Master of Business Administration degree from Harvard University.

Jarratt Applewhite, Chief Financial Advisor. Mr. Applewhite joined the NMFA in July 2009 after serving in a variety of private and public capacities for the past 30 years. Mr. Applewhite most recently served as the founder and CEO of New Mexico Community Capital, a nonprofit community development organization. Mr. Applewhite has also served as the CEO of one of New Mexico's fastest growing information technology companies

as well as president of a real estate firm. Mr. Applewhite's public service includes a term as the president of the Santa Fe Board of Education and the Co-Chair of the Mayor's Task Force on affordable housing in the City of Santa Fe.

Reynold E. Romero, General Counsel. Mr. Romero joined the NMFA in April 2007 as General Counsel. Prior to joining the NMFA, Mr. Romero served as General Counsel for the Department for over three years and previously served as Deputy General Counsel and Assistant General Counsel for the Department. Mr. Romero has over 28 years of legal practice in transportation law, including eminent domain, property law, and procurement. Mr. Romero handled complex litigation and negotiated complex transactions for the Department such as the purchase of the rail line from BNSF for the commuter rail project in New Mexico. Mr. Romero received his Juris Doctorate from the University of Denver College of Law.

Legislative Oversight

The Act also provides for the creation of a legislative oversight committee, whose membership is determined by the State Legislative Council. The oversight committee is required to monitor and oversee the operation of the NMFA, and in that connection it, among other things: (i) meets on a regular basis to receive and review reports from the NMFA; (ii) monitors and provides assistance and advice on the public project financing program of the NMFA; (iii) oversees and monitors State and local government capital planning and financing; (iv) provides advice and assistance to the NMFA on planning, setting priorities for and financing of State and local capital projects; (v) undertakes an ongoing examination of the statutes, constitutional provisions, regulations and court decisions governing State and local government capital financing in the State; and (vi) reports its findings and recommendations, including recommended legislation or necessary changes, to the Governor and to each session of the State legislature (the "Legislature"), and makes available the report and proposed legislation.

Other NMFA Programs

In addition to the transportation financings authorized by the Act, the NMFA participates in several other programs designed to provide financing for equipment and projects to both local governmental entities and state agencies. These projects are funded by various sources and do not have a lien or claim of any type on the Pledged Revenues.

The Public Project Revolving Fund Program

The Act created the Public Project Revolving Fund (the "PPRF") Program of the NMFA in 1992 to pay the reasonably necessary costs of originating and servicing loans, grants or securities funded by the PPRF and to make loans or grants and to purchase or sell securities to assist qualified entities in financing the acquisition, construction, improvement, alteration or reconstruction of assets of a long-term capital nature, including land; buildings; water rights; water, sewerage and waste disposal systems; streets; airports; municipal utilities; public recreational facilities; public transportation systems; parking facilities; and machinery, furniture and equipment. Public projects financed through the PPRF in amounts in excess of \$1 million per project require specific authorization by the Legislature. The PPRF Program is the most active program of the NMFA. As of September 15, 2009, the NMFA had made 809 PPRF loans totaling approximately \$1.642 billion and had approximately \$1,120,416,000 of PPRF bonds outstanding.

In addition, the NMFA has authorized an arrangement with Bank of America, N.A. (the "Short-term Lender") for the Short-term Lender to provide to the NMFA an amount up to \$75,000,000 to reimburse the NMFA for loans made to eligible entities that are incurred prior to the issuance of PPRF bonds.

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Other Special Programs and Projects

The NMFA also participates in or administers other programs designed to provide financing to local governmental entities and state agencies for public projects. Such programs are not secured by the Trust Estate pledged to pay bonds issued under the PPRF Program or by the Pledged Revenues but are secured by other sources of revenues. The following table sets forth the different types of programs and the amount of bonds outstanding under such programs.

<u>Program</u>	<u>Project</u>	<u>Original Principal Amount</u>	<u>Amount Currently Outstanding</u>	<u>Scheduled Final Maturity</u>
Worker's Compensation	Administrative Building	\$4,310,000	\$2,080,000	9/1/2016
	University of New Mexico			
Cigarette Tax	Health Sciences Building	39,035,000	19,855,000	4/1/2019
Cigarette Tax	Behavioral Health Facilities	2,500,000	2,125,000	5/15/2026

(Source: NMFA.)

THE COMMISSION AND THE DEPARTMENT

The Commission

The Commission is created by Article V, Section 14 of the State Constitution. The Commission currently consists of six commissioners, one from each of the six state transportation commission districts within the State. Two members of the Commission are appointed by the Governor of the State, with the advice and consent of the State Senate. Two members are appointed every two years for terms of six years. Vacancies are filled by the Governor, with the approval of the Senate, for the remainder of the unexpired term. The names, titles, residences and terms of the current commissioners are set forth below.

<u>Name</u>	<u>Title</u>	<u>Residence</u>	<u>Term Expires</u>
Johnny Cope	Chairperson	Hobbs	12/31/2012
Jim Franken	Vice-Chair	Las Vegas	12/31/2010
Doug Peterson	Secretary	Albuquerque	12/31/2010
Jackson Gibson	Member	Thoreau	12/31/2014
John Hummer	Member	Las Cruces	12/31/2012
Roman Maes III	Member	Santa Fe	12/31/2014

The Commission is responsible for all matters of policy for the Department and all policy matters pertaining to the expenditure of the State Road Fund in the construction, improvement and maintenance of State highways and bridges. The Commission's name was changed from "State Highway Commission" to "State Transportation Commission" by a constitutional amendment ratified by the voters on November 5, 2002.

The Department

The Department is a Cabinet level department within the executive branch of the State's government. The Department is a multimodal transportation agency with emphasis on all modes of transportation and is implementing a bold and innovative approach to address the transportation needs of every New Mexican. The Department has successfully implemented park-and-ride services in central and northern New Mexico with future plans to provide similar services in southern New Mexico. In conjunction with local governmental agencies and tribal sovereign governments, the Department began providing commuter rail service between Belen and Bernalillo in July 2006 and began providing commuter rail service between Bernalillo and Santa Fe in December, 2008. The Department is also

undertaking an innovative pilot project in conjunction with other State agencies to improve rural transportation in the State. The Department is pursuing federal funding to expand and improve air service within New Mexico, along with expanding interstate and international air service from New Mexico.

The Department is also responsible for maintaining US, Interstate and State highways within New Mexico. Its responsibilities in highway operations include: maintenance and operation of the state highway system; coordination of transportation planning with local and tribal governments; annual development of a priority program of capital improvements; administrative jurisdiction over traffic safety programs such as seatbelt enforcement and drunken driving prevention; and implementation of these programs in accordance with applicable law.

The Department's budget is subject to review by the Commission, then to review by the State's Department of Finance and Administration and the Legislative Finance Committee and is subject to final approval by the Legislature and the Governor.

The Secretary is the chief executive officer of the Department and is appointed by the Governor, with the approval of the Commission and subject to the advice and consent of the State Senate. The Secretary coordinates the work of the Commission and acts as its active executive representative. The Secretary serves on the Governor's Cabinet. Gary Giron is currently serving as the Secretary.

The Department's finances are comprised of revenues from State and federal sources. In fiscal year 2008, 58% of the Department's general revenues consisted of State-generated income from user and fuel taxes and interest income to the State Road Fund and 42% consisted of program revenues from federal grants and other federal reimbursements. Cash balances in the funds administered by the Department are deposited with the State Treasurer to be pooled and invested.

An independent auditor audits the financial statements of the Department annually. Excerpts from the most recently available of such audited financial statements, for the fiscal year ended June 30, 2008, are attached as Appendix A.

As a condition for receiving federal funds for transportation programs, states must develop comprehensive plans that are based upon anticipated short-term and long-term funding amounts for specific programmatic categories of the FHWA. States must fulfill these federal requirements in order to be eligible for federal transportation funds. Specific projects are not eligible for federal reimbursements unless each project is identified in a STIP. SAFETEA-LU, TEA-21 and ISTEA require states to develop these programs. STIPs are consistent with Long-Range Transportation Plans and provide a detailed outline of projects that are proposed for implementation in a time-frame of one to six years. The Department, with input from the State's Metropolitan Planning Organizations and Regional Planning Organizations, prepares the STIP for the approval of the Commission. At the federal level, the STIP is reviewed by the FHWA, the Federal Transit Administration and the Environmental Protection Agency. See "THE PLEDGED REVENUES."

The STIP lists all projects funded with federal funds for a period of at least four years. In New Mexico, the STIP is currently developed annually and covers a four-year period. The most recent four-year STIP covering federal fiscal years 2010 through 2013 was approved by the Commission on August 20, 2009. The STIP is subject to change on a quarterly basis. The four-year STIP represents \$1,183,631,167 of projects to be undertaken during federal fiscal years 2010 through 2013, as well as federal contributions toward Department debt service.

Among other federal requirements, the STIP must be federally reviewed and approved at least every two years. The STIP must include the estimated project cost for each project and the amount of federal funds to be obligated for each project. The Department requests FHWA authorization to use federal funding on a project and submits plans, specifications and estimates to the FHWA. Each project submitted must be included on the STIP. Provided that all requirements are satisfied, the FHWA authorizes the federal financial participation in the project. After expending bond proceeds or other available funds to construct the projects or to pay debt service on relevant bonds, the Department can request and be reimbursed by the FHWA for the federal share of construction costs or the federal share of such debt service, as the case may be, for the bonds issued to finance the GRIP Transportation Projects.

The Department, the Commission and the NMFA have entered into a memorandum of understanding with respect to the Senior Lien Bonds, the Subordinate Lien Obligations and Junior Lien Subordinate Obligations under which the Department, the Commission and the NMFA will cooperate in various administrative, managerial and reporting matters.

The Department and the FHWA also have entered into a memorandum of understanding documenting the procedures for managing the stewardship and oversight of debt service relating to the finance plan for construction of GRIP Transportation Projects. Pursuant to the memorandum of understanding the Department will, among other things, assure that debt service will not adversely impact the ability to maintain federal aid funded projects based on an annual certificate prepared for FHWA review and approval. As part of the annual certification, the Department must demonstrate that, during any year in which the memorandum of understanding is in place, the Department has not exceeded \$162 million in debt service.

LITIGATION

There is no litigation known to be pending or threatened to restrain or enjoin the issuance, sale, execution or delivery of the Series 2009A Bonds, the execution, adoption or effectiveness of the Indenture or the levying or collecting of any payments which will provide Pledged Revenues for the payment of the debt service on the Series 2009A Bonds or in any way contesting or affecting the validity or enforceability of the Series 2009A Bonds, the Indenture, or any proceeding and authority of the NMFA taken with respect to the foregoing. The NMFA, the Commission, the Department and their respective general counsel of the NMFA and the Department will deliver no-litigation certificates as to the foregoing prior to the issuance of the Series 2009A Bonds.

ESCROW VERIFICATION

Grant Thornton LLP will verify the accuracy of the mathematical computations concerning the adequacy of the maturing amounts of interest on the obligations of the United States of America, together with other escrowed moneys to be placed in the Escrow Fund to pay when due pursuant to prior redemption, the redemption price of and interest on the Refunded Bonds and the mathematical computations on the yield on the Series 2009A Bonds. Such verifications shall be based in part upon information supplied by the Underwriters.

UNDERWRITING

Morgan Stanley & Co. Incorporated, on behalf of itself and Merrill Lynch, Pierce, Fenner & Smith Incorporated and Piper Jaffray & Co. (collectively the "Underwriters") has agreed to purchase the Series 2009A Bonds from the NMFA pursuant to a Bond Purchase Agreement dated October 22, 2009 (the "Bond Purchase Agreement"), at a purchase price equal to \$120,248,009.50 (being the aggregate principal amount of the Series 2009A Bonds plus an original issue premium of \$8,411,035.35 and less an underwriting discount of \$508,025.85). The Bond Purchase Agreement provides that the Underwriters will purchase all of the Series 2009A Bonds if any are purchased, the obligation to make such purchase being subject to certain terms and conditions set forth in the Bond Purchase Agreement, including the approval of certain legal matters by counsel and certain other conditions.

The prices at which the Series 2009A Bonds are offered to the public (and the yields resulting therefrom) may vary from the initial public offering prices appearing on the front cover of this Official Statement. In addition, the Underwriters may allow commissions or discounts from such initial offering prices to dealers and others.

Morgan Stanley, parent company of Morgan Stanley & Co. Incorporated, an underwriter of the Series 2009A Bonds, has entered into a retail brokerage joint venture with Citigroup Inc. As part of the joint venture, Morgan Stanley & Co. Incorporated will distribute municipal securities to retail investors through the financial advisor network of a new broker-dealer, Morgan Stanley Smith Barney LLC. This distribution arrangement became effective on June 1, 2009. As part of this arrangement, Morgan Stanley & Co. Incorporated will compensate Morgan Stanley Smith Barney LLC for its selling efforts with respect to the Series 2009A Bonds.

Piper Jaffray & Co. ("Piper"), one of the Underwriters of the Series 2009A Bonds, has entered into an agreement (the "Distribution Agreement") with Advisors Asset Management, Inc. ("AAM") for the distribution of

certain municipal securities offerings, including the Series 2009A Bonds, allocated to Piper at the original offering prices. Under the Distribution Agreement, Piper will share with AAM a portion of the fee or commission paid to Piper.

TAX MATTERS

Federal Income Tax

The Code contains a number of requirements and restrictions which apply to the Series 2009A Bonds. The NMFA and the Department have covenanted to comply with all such requirements and restrictions. Failure to comply with certain of such requirements and restrictions may cause interest on the Series 2009A Bonds to become includible in gross income for federal income tax purposes retroactive to the date of issuance of the Series 2009A Bonds. Ballard Spahr LLP, Special Tax Counsel to the NMFA, has assumed without undertaking to verify or confirm continuing compliance by the NMFA and the Department with such requirements and restrictions in rendering its opinion regarding the tax-exempt status of interest on the Series 2009A Bonds.

In the opinion of Ballard Spahr LLP, Special Tax Counsel to the NMFA, based on an analysis of currently existing laws, regulations, decisions and interpretations and assuming, among other matters, continuing compliance with certain covenants, interest on the Series 2009A Bonds is excludable from gross income for federal income tax purposes and is not a specific item of tax preference for purposes of the federal alternative minimum taxes imposed on individuals and corporations but such interest is included in earnings and profits in computing the federal alternative minimum tax imposed on certain corporations.

The Series 2009A Bonds are offered at a premium (“original issue premium”) over their principal amount. For federal income tax purposes, original issue premium is amortizable periodically over the term of a Series 2009A Bond through reductions in the holder’s tax basis for the Series 2009A Bond for determining taxable gain or loss from sale or from redemption prior to maturity. Amortization of premium does not create a deductible expense or loss. Series 2009A Bondholders should consult their tax advisers for an explanation of the amortization rules.

Although Special Tax Counsel will render an opinion that interest on the Series 2009A Bonds is excludable from gross income for federal income tax purposes, the ownership or disposition of, or the accrual or receipt of interest on, the Series 2009A Bonds may otherwise affect a bondholder’s tax liability. The nature and extent of these other tax consequences will depend upon the bondholder’s particular tax status and the bondholder’s other items of income or deduction. Holders of Series 2009A Bonds who are not United States persons as defined for federal tax purposes may be subject to special rules and should consult their tax advisers.

Special Tax Counsel expresses no opinion regarding any other tax consequences relating to the ownership or disposition of, or the accrual or receipt of interest on, the Series 2009A Bonds.

Information Reporting and Backup Withholding. Payments of interest on tax-exempt obligations, including the Series 2009A Bonds, are generally subject to IRS information reporting by the payor and “backup withholding” if the recipient has not furnished the payor with a completed Form W-9, certifying the recipient’s tax identification number or basis for exemption. “Backup withholding” means that the payor will withhold tax from the interest payments at the backup withholding rate, currently 28%.

If an owner purchasing a Series 2009A Bond through a brokerage account has executed a Form W-9 in connection with the account, as generally can be expected, there should be no backup withholding of interest on such Series 2009A Bond. In any event, backup withholding does not affect the excludability of the interest on the Series 2009A Bonds from gross income for Federal income tax purposes. Any amounts withheld pursuant to backup withholding would be allowed as a refund or a credit against the owner’s Federal income tax once the required information is furnished to the Internal Revenue Service.

State of New Mexico Income Tax

In the opinion of Special Tax Counsel, under laws of the State of New Mexico as currently enacted and construed, interest on the Series 2009A Bonds is excludable from net income of the owners thereof for State of New Mexico income tax purposes.

LEGAL MATTERS

In connection with the issuance and sale of the Series 2009A Bonds, Sutin, Thayer & Browne A Professional Corporation, Albuquerque, New Mexico, as Bond Counsel to the NMFA, and Ballard Spahr LLP, as Special Tax Counsel to the NMFA, will deliver the respective opinions included in Appendix D. Certain matters relating to disclosure will be passed upon by Ballard Spahr LLP, Disclosure Counsel to the NMFA. Certain legal matters will be passed upon for the NMFA by Virtue Najjar & Brown PC, Santa Fe, New Mexico, Issuer's Counsel to the NMFA. The Department is being represented by its general counsel and the Underwriters are being represented by their counsel Hogan & Hartson, LLP, Denver, Colorado. The counsel involved in this transaction have not participated in any independent verification of the information concerning the financial condition or capabilities of the NMFA, the Commission or the Department contained in this Official Statement.

FINANCIAL ADVISOR

Public Financial Management, Inc. is employed as Financial Advisor to the NMFA in connection with the issuance of the Series 2009A Bonds. Public Financial Management, Inc., in its capacity as Financial Advisor, has not verified and does not assume responsibility for the information, covenants and representations contained in any of the legal documents with respect to the federal income tax status of the Bonds, or the possible impact of any present, pending or future actions taken by any legislative or judicial bodies.

FINANCIAL STATEMENTS

The financial statements for the Department for the year ended June 30, 2008, an extract from which is included as Appendix A to this Official Statement, have been audited by Meyners & Company, LLC, certified public accountants, Albuquerque, New Mexico, as set forth in its report therein dated September 16, 2009. Such financial statements represent the most current audited financial information available for the Department. The Department is currently in the process of completing its audit of its financial statements for the year ended June 30, 2009. Meyners & Company, LLC has not been asked to consent to the use of its name and the audited financial reports for the Department in this Official Statement.

FORWARD-LOOKING STATEMENTS

This Official Statement contains statements relating to the NMFA's, the Commission's and the Department's future financial plans, receipt of future revenues and other matters that are "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. When used in this Official Statement, the words "estimate," "intend," "anticipate," "expect" and similar expressions are intended to identify forward-looking statements. Such statements are subject to risks and uncertainties that could cause actual results to differ materially from those contemplated in such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof.

CONTINUING DISCLOSURE UNDERTAKING

In connection with the issuance of the Series 2009A Bonds, the NMFA and the Department have agreed to provide certain information and data of the type that would be required by Rule 15c2-12 (the "Rule") promulgated by the Securities and Exchange Commission (the "SEC"), if they were subject to its requirements. The NMFA and the Department will execute and deliver a Continuing Disclosure Undertaking pursuant to which the Department will agree to provide to the NMFA certain annual financial information and operating data with respect to the Department and the NMFA will agree to provide such information as well as notice of the occurrence of certain events to the Municipal Securities Rulemaking Board in an electronic format. See "APPENDIX F—FORM OF

CONTINUING DISCLOSURE UNDERTAKING” attached hereto and incorporated herein by reference for a form of the Continuing Disclosure Undertaking that will be executed and delivered by the NMFA and the Department.

A failure by the NMFA and Department to comply with the undertaking will not constitute a default under the Indenture and beneficial owners of the Series 2009A Bonds are limited to the remedies described in the Continuing Disclosure Undertaking. A failure by the NMFA or Department to comply with the Continuing Disclosure Undertaking must be reported in accordance with the Rule and must be considered by any broker, dealer or municipal securities dealer before recommending the purchase or sale of the Series 2009A Bonds in the secondary market. Consequently, such a failure may adversely affect the transferability and liquidity of the Series 2009A Bonds and their market price. See “APPENDIX F—FORM OF CONTINUING DISCLOSURE UNDERTAKING” for the information to be provided, the events which will be noticed on an occurrence basis and the other terms of the Continuing Disclosure Undertaking, including termination, amendment and remedies. The Department reports that it is in compliance with each undertaking entered into pursuant to the Rule.

The NMFA reports that, during the past five years, it has been in compliance with each undertaking it has entered into pursuant to the Rule.

RATINGS

Moody’s Investors Services and Standard and Poor’s, a division of the McGraw-Hill Companies, Inc. have assigned ratings of “Aa2” and “AA+,” respectively, to the Series 2009A Bonds. Any explanation of the significance of such ratings may be obtained from the respective rating agency.

Such ratings reflect only the views of such organizations. The ratings are not a recommendation to buy, sell or hold the Series 2009A Bonds and there is no assurance that such ratings will continue for any given period of time or that such ratings will not be revised downward or withdrawn entirely by the rating agencies if, in their judgment, circumstances so warrant. Any downward revision or withdrawal of the ratings given to the Series 2009A Bonds may have an adverse effect on the market price of the Series 2009A Bonds. The Underwriters have not undertaken any responsibility to bring to the attention of the owners of the Series 2009A Bonds any proposed revision or withdrawal of the ratings on the Series 2009A Bonds, or to oppose any such proposed revision or withdrawal.

ADDITIONAL INFORMATION

This Official Statement speaks only as of its date, and the information contained herein is subject to change. The quotations from, and summaries and explanations of, the statutes, regulations and documents contained herein do not purport to be complete, and reference is made to said laws, regulations and documents for full and complete statements of their provisions. Copies, in reasonable quantity, of such laws, regulations and documents, and of the financial statements of the NMFA, may be obtained during the offering period, upon request to the NMFA and upon payment to the NMFA of a charge for copying, mailing and handling, at 207 Shelby Street, Santa Fe, New Mexico 87501, Attention: Chief Executive Officer.

Any statements in this Official Statement involving matters of opinion, whether or not expressly so stated, are intended as such and not as representations of fact. This Official Statement is not to be construed as a contract or agreement between the NMFA and the purchasers or holders of any of the Series 2009A Bonds.

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APPENDIX A

DEPARTMENT FINANCIAL INFORMATION

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**NEW MEXICO
DEPARTMENT OF
TRANSPORTATION
Financial Statements
for the Year Ended
June 30, 2008,
and Independent
Auditors' Report**

NEW MEXICO DEPARTMENT OF TRANSPORTATION



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NEW MEXICO DEPARTMENT OF TRANSPORTATION

Official Roster

Year Ended June 30, 2008

Commission

Johnny Cope	Chairperson	Hobbs
Jim Franken	Vice-Chairperson	Las Vegas
Norman Assed	Secretary	Albuquerque
John Hummer	Member	Las Cruces
Roman Maes III	Member	Santa Fe
Jackson Gibson	Member	Thoreau

Administrative Officer

Gary Giron	Cabinet Secretary
Domingo Sanchez III	Deputy Secretary

INDEPENDENT AUDITORS' REPORT

Members of the Commission
New Mexico Department of Transportation and
Mr. Hector H. Balderas
New Mexico State Auditor

We have audited the accompanying basic financial statements of the governmental activities, the business-type activities, each major fund, and the aggregate remaining fund information of New Mexico Department of Transportation (Department) as of and for the year ended June 30, 2008, which collectively comprise the Department's basic financial statements as listed in the table of contents. We also have audited the financial statements of each of the Department's non-major governmental funds and the budget comparison for the enterprise fund presented as supplementary information in the accompanying combining and individual fund financial statements and schedules as of and for the year ended June 30, 2008, as listed in the table of contents. We also have audited the combined budget comparisons for the special revenue and debt service funds presented as required supplemental information. These financial statements are the responsibility of the Department's management. Our responsibility is to express opinions 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 opinions.

As discussed in Note 1, the basic financial statements of the Department are intended to present the financial position, and changes in financial position and cash flows, where applicable, of only that portion of the governmental activities, the business-type activities, each major fund, and the aggregate remaining fund information of the State of New Mexico (State) that is attributable to the transactions of the Department. They do not purport to, and do not, present fairly the financial position of the State as of June 30, 2008, and the changes in its financial position and its cash flows, where applicable, for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

MEYNEERS + COMPANY, LLC

Certified Public Accountants/Consultants to Business



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Mr. Hector H. Balderas
New Mexico State Auditor

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of governmental activities, the business-type activities, each major fund, and the aggregate remaining fund information of the Department as of June 30, 2008, and the respective changes in financial position and cash flows, where applicable, thereof, and the respective budgetary comparisons for the major special revenue funds for the year then ended, in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of each non-major governmental fund of the Department as of June 30, 2008, and the respective changes in financial position thereof, and the budget comparisons for the major debt service and enterprise fund for the year then ended, in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the combined budget comparison referred to above presents fairly, in all material respects, the budget comparison of all the non-major special revenue funds and debt service funds of the Department for the year ended June 30, 2008, in conformity with accounting principles generally accepted in the United States of America.

In accordance with *Government Auditing Standards*, we have also issued our report dated September 16, 2009, on our consideration of the Department'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 read in conjunction with this report in considering the results of our audit.

The accompanying management's discussion and analysis is not a required part of the basic financial statements but is supplementary information required by the Governmental Accounting Standards Board. 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 opinions on the basic financial statements and the combining and individual financial statements and the budgetary comparisons of the Department. The accompanying schedule of expenditures of federal awards is presented for purposes of additional analysis as required by U.S. Office of Management and Budget Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*, and is not a required part of the basic financial statements. Also, the schedules listed as other supplementary information in the table of contents are

Members of the Commission
New Mexico Department of Transportation and
Mr. Hector H. Balderas
New Mexico State Auditor

presented for purposes of additional analysis and are not a required part of the basic financial statements of the Department. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

Maynes + Company, LLC

September 16, 2009

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Management's Discussion and Analysis - Year Ended June 30, 2008

As management of New Mexico Department of Transportation (Department), we offer the readers of the Department's financial statement this narrative overview and analysis of the financial activities of the Department for the fiscal year ended June 30, 2008. We encourage readers to consider the information presented here in conjunction with additional information that we have furnished in footnotes to the basic financial statements, which can be found on pages 38 through 105 of this audit report.

Financial Highlights

The Department's net assets declined by \$114,843,694, mainly due to depreciation and amortization expense of \$549,177,995. The net assets of the Department's governmental activities decreased by \$115,604,224 due to increases in contractual services, capital outlay and debt service expenditures related to GRIP Bond Projects.

Overview of the Financial Statements

This discussion and analysis is intended to serve as an introduction to the Department's basic financial statements. The Department's basic financial statements are comprised of three components: 1) government-wide financial statements, 2) major governmental fund financial statements, and 3) notes to the financial statements. This report also contains other non-major combining and individual governmental fund statements and supplementary information, including the schedule of expenditures of Federal awards, in addition to the basic financial statements themselves.

Government-wide Financial Statements. The government-wide financial statements are designed to provide readers with a broad overview of the Department's finances, in a manner similar to private sector business.

The Statement of Net Assets presents information on all of the Department's assets and liabilities, with the difference between the two reported as net assets. Over time, increases or decreases in net assets may serve as a useful indicator of whether the financial position of the Department is improving or deteriorating.

The Statement of Activities presents information showing how the Department's net assets changed during the fiscal year. All changes in net assets are reported when the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Thus, revenues and expenses are reported in this statement for some items that will result in cash flows in future fiscal periods.

The Department's primary purpose is the construction and maintenance of the infrastructure of the State of New Mexico. Thus, in the government-wide financial statements, the primary function is public works.

The government-wide financial statements can be found on pages 23 through 25 of this report.

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Management's Discussion and Analysis - Year Ended June 30, 2008 - continued

Overview of the Financial Statements - continued

Fund Financial Statements. A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The Department uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. All of the funds of the Department are divided into two categories: governmental funds and proprietary fund.

Governmental Funds

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

Because the focus of governmental funds is narrower than that of the government-wide financial statements, it is useful to compare the information presented for governmental funds with similar information presented for governmental activities in the government-wide financial statements. By doing so, readers may better understand the long-term impact of the government's near-term financing decisions. Both the governmental funds balance sheets and the governmental funds statements of revenues, expenditures, and changes in fund balances provide a reconciliation to facilitate this comparison between governmental funds and governmental activities.

The Department has 34 governmental funds. Governmental funds are reported as major funds in the accompanying financial statements if they meet both of the following criteria:

- **Ten percent criterion.** An individual governmental fund reports as least 10 percent of any of the following: a) total governmental fund assets, b) total governmental fund liabilities, c) total governmental fund expenditures.
- **Five percent criterion.** An individual governmental fund reports at least 5 percent of the total for both governmental and enterprise funds of any of the items for which it met the 10 percent criterion.

The Department's major governmental funds are the following:

State Road Fund – The state road fund was created by Section 67-3-65, NMSA 1978. The state road fund is the operating fund of the Department and is used to account for substantially all the Department's financial activities.

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Management's Discussion and Analysis - Year Ended June 30, 2008 - continued

Overview of the Financial Statements - continued

Fund Financial Statements - continued

2004A GRIP Bond Project Fund – The bond project fund was created when the \$700,000,000 New Mexico State Transportation Subordinate Lien Revenue Bonds Series 2004A were issued through the New Mexico Finance Authority (NMFA) in May 2004. The funds from the sale of the Debentures were required to be deposited in a special account with the NMFA. Unspent proceeds are on deposit with the NMFA and recorded as restricted cash. The funds are used to finance State transportation projects.

2006A Bond Project Fund – The bond project fund was created due to the issuance of the September 2006 \$150,000,000 Revenue Bond Series 2006A. The 2006A Bonds were issued to provide funds for certain transportation projects authorized by the Legislature that the New Mexico Department of Transportation has deemed necessary or desirable as part of the GRIP transportation projects.

2006C Bond Project Fund – The bond project fund was created due to the issuance of the September 2006 \$220,000,000 of State Transportation, Series 2006C Revenue Bonds. The series 2006C Bonds were issued as adjustable rate securities and were issued to provide funds for certain transportation projects authorized by the Legislature that the New Mexico Department of Transportation has determined to be necessary or desirable as part of the GRIP transportation projects.

2004B/C GRIP Debt Service Fund – This fund was created when the \$237,950,000 and \$200,000,000 New Mexico State Transportation Subordinate Lien Refunding Revenue Bonds Series 2004B and Series 2004C were issued through the New Mexico Finance Authority in May 2004.

Information is presented separately in the Governmental Fund Balance Sheet and in the Governmental Fund Statement of Revenues, Expenditures, and Changes in Fund Balances for the two major funds. Data from the other 29 funds are combined into a single, aggregated presentation. Individual fund data for each of these non-major governmental funds is provided in the form of combining statements in this report. See pages 107 through 121.

Enterprise Funds

The Department has one type of proprietary fund. An enterprise fund is used to report the same functions presented as business-type activities in the government-wide financial statements. The Department uses its enterprise fund to account for the State Infrastructure Bank, since its purpose is to make loans for road projects.

Proprietary funds provide the same type of information as the government-wide financial statements. The proprietary fund financial statements provide separate information for the State Infrastructure Bank since it is considered to be a major fund of the Department.

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Management's Discussion and Analysis - Year Ended June 30, 2008 - continued

Overview of the Financial Statements - continued

Fund Financial Statements - continued

Enterprise Funds - continued

The basic proprietary fund financial statements can be found on pages 34 through 36 and the cash flows statement is on page 37 of this report.

Notes to the Financial Statements. The notes provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements. The notes to the financial statements can be found on pages 38 through 105 of this report.

Other Information. In addition to the basic financial statements and accompanying notes, this report also presents certain other supplementary information including the Schedule of Severance Tax Bonds, Schedule of Special Appropriations, Schedule of Petty Cash Deposit Accounts, Schedule of State Road Fund User and Fuel Taxes, Schedule of Debt Service and Coverage Ratios and the Schedule of Expenditures of Federal Awards.

Government-wide Financial Analysis

As noted earlier, net assets may serve over time as a useful indicator of the Department's financial position. At June 30, 2008, the Department's assets exceeded liabilities by \$6,001,374,908.

The largest portion of the Department's net assets reflect its investments in capital assets (e.g., land, building, equipment, improvements, and infrastructure) less any debt and unspent bond proceeds used to acquire those assets that are still outstanding. Although the Department's investment in its capital assets is reported net of related debt and unspent bond proceeds, it should be noted that the resources needed to repay this debt must be provided from other sources, since the capital assets themselves cannot be used to liquidate these liabilities.

NEW MEXICO DEPARTMENT OF TRANSPORTATION

**Management's Discussion and Analysis -
Year Ended June 30, 2008 - continued**

Government-wide Financial Analysis - continued

Net Assets

As of June 30, 2008 and 2007, the Department has positive balances in two categories of net assets, both for the government fund financial statement as a whole, as well as for its separate categories - governmental and business-type activities. Table A-1 summarizes the Department's net assets for the fiscal years ended June 30, 2008 and 2007.

**Table A-1
The Department's Net Assets**

	Governmental Activities		Business-type Activities		Total	
	2008	2007	2008	2007	2008	2007
Assets:						
Current and other assets	\$ 800,698,578	1,106,018,138	21,807,779	19,617,041	822,506,357	1,125,635,179
Capital assets and other	<u>7,120,291,143</u>	<u>7,073,498,383</u>	<u>-</u>	<u>-</u>	<u>7,120,291,143</u>	<u>7,073,498,383</u>
Total assets	7,920,989,721	8,179,516,521	21,807,779	19,617,041	7,942,797,500	8,199,133,562
Liabilities:						
Current liabilities	230,110,898	286,611,162	1,545,918	115,710	231,656,816	286,726,872
Long-term liabilities	<u>1,709,765,776</u>	<u>1,793,478,506</u>	<u>-</u>	<u>-</u>	<u>1,709,765,776</u>	<u>1,793,478,506</u>
Total liabilities	1,939,876,674	2,080,089,668	1,545,918	115,710	1,941,422,592	2,080,205,378
Net assets:						
Invested in capital assets, net of related debt and unspent bond proceeds	5,284,234,236	5,153,462,227	-	-	5,284,234,236	5,153,462,227
Restricted	<u>696,878,811</u>	<u>945,964,626</u>	<u>20,261,861</u>	<u>19,501,331</u>	<u>717,140,672</u>	<u>965,465,957</u>
Total net assets	\$ <u>5,981,113,047</u>	<u>6,099,426,853</u>	<u>20,261,861</u>	<u>19,501,331</u>	<u>6,001,374,908</u>	<u>6,118,928,184</u>

NEW MEXICO DEPARTMENT OF TRANSPORTATION

**Management's Discussion and Analysis -
Year Ended June 30, 2008 - continued**

Government-wide Financial Analysis – continued

Changes in Net Assets

Table A-2 provides a summary of the Department's operations for the years ended June 30, 2008 and 2007. Governmental activities decreased the Department's net assets by \$115,604,224 in 2008 and by \$264,012,070 in 2007. Business-type activities increased the Department's net assets by \$760,530 in 2008 and by \$617,694 in 2007 due to interest income earned during the year.

**Table A-2
Changes in the Department's Net Assets**

	Governmental Activities		Business-Type Activities		Total	
	2008	2007	2008	2007	2008	2007
Revenues:						
Program revenues:						
Capital grants	\$ 305,469,842	312,260,388	-	-	305,469,842	312,260,388
Operating grants	75,933,653	120,765,052	-	-	75,933,653	120,765,052
Charges for services	13,549,696	14,762,893	-	-	13,549,696	14,762,893
General revenues:						
Taxes	419,976,392	426,792,376	-	-	419,976,392	426,792,376
Interest income	46,706,497	47,432,110	760,530	617,694	47,467,027	48,049,804
Gain (loss) on disposal of assets	<u>(6,028)</u>	<u>(34,518)</u>	<u>-</u>	<u>-</u>	<u>(6,028)</u>	<u>(34,518)</u>
Total revenues	861,630,052	921,978,301	760,530	617,694	862,390,582	922,595,995
Expenses::						
Public works	-	554,165,527	-	-	-	554,165,527
Depreciation & amortization	549,177,995	523,085,599	-	-	549,177,995	523,085,599
Interest on long-term debt	-	98,952,245	-	-	-	98,952,245
Programs and infrastructure Transportation and Highway Operations	11,028,125	-	-	-	11,028,125	-
Program support	246,894,734	-	-	-	246,894,734	-
Total other expenses	<u>163,329,100</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>163,329,100</u>	<u>-</u>
	970,429,954	1,176,203,371	-	-	970,429,954	1,176,203,371
Net revenues (loss) before transfers and reversions	(108,799,902)	(254,225,070)	760,530	617,694	(108,039,372)	(253,607,376)
Transfers and reversions	<u>(6,804,322)</u>	<u>(9,787,000)</u>	<u>-</u>	<u>-</u>	<u>(6,804,322)</u>	<u>(9,787,000)</u>
(Decrease) increase in net assets	(115,604,224)	(264,012,070)	760,530	617,694	(114,843,694)	(263,394,376)
Net assets, beginning of year	6,099,426,853	6,360,293,219	19,501,331	18,883,637	6,118,928,184	6,379,176,856
Restatements	<u>(2,709,582)</u>	<u>3,145,704</u>	<u>-</u>	<u>-</u>	<u>(2,709,582)</u>	<u>3,145,704</u>
Net assets, end of year	\$ <u>5,981,113,047</u>	<u>6,099,426,853</u>	<u>20,261,861</u>	<u>19,501,331</u>	<u>6,001,374,908</u>	<u>6,118,928,184</u>

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Management's Discussion and Analysis - Year Ended June 30, 2008 - continued

Government-wide Financial Analysis - continued

The changes in net assets for the Department's major funds for 2008 are as follows:

State Road Fund	\$ 13,115,509
2004A GRIP Bond Project Fund	(92,265,202)
2006A GRIP Bond Project Fund	(58,826,089)
2006C GRIP Bond Project Fund	(124,688,832)
2004B/C GRIP Debt Service Fund	<u>1,471,486</u>
Major funds, net change in assets	\$ <u>(261,193,128)</u>

Financial Analysis of the Government's Funds

Governmental Funds

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

At the end of the 2008 fiscal year, the Department's governmental funds reported combined ending fund balances of \$661,474,428, a decrease of \$237,561,489 from the prior year. Fund balance is reserved to indicate that it is not available for new spending because it has already been committed to provide for inventories, long term assets and prepaid items and other reserved items of \$67,231,951.

Budgetary Highlights

The Department budgets are on a modified accrual basis and not all funds are budgeted. The Department made revisions to the original approved budget by \$52,843,220. Overall, these changes were caused by the following significant budget adjustments.

Reclassifications of costs from FHWA contract services to Federal Mass Transit other costs	\$ 10,000,000
Increase in cash for Rail Runner other costs	2,004,120
Reclassification of costs for Federal Aviation	1,727,600
Increase in cash for Federal Aviation	960,000
Increase in cash for State Infrastructure Bank for loaning	3,485,000
Increase in cash for WIPP construction	13,800,000
Increase in cash for Motorcycle Training Fund	8,000
Increase in cash for DWI Prevention and Education for personnel services and other costs	275,000

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Management's Discussion and Analysis - Year Ended June 30, 2008 - continued

Financial Analysis of the Government's Funds - continued

Budgetary Highlights - continued

Increase in cash for NHTSA for other costs	\$ 7,200,000
Increase in cash for FHWA revenues	15,000
Increase in cash for DWI Prevention and Education transfers from DFA	300,000
Increase in cash for earnings on trustee accounts	1,582,500
Increase in State Road Fund cash for personnel services	4,000,000
Increase in cash for WIPP construction	4,000,000
Increase due to Interagency Agreements	100,000
Increase in cash for earnings on trustee accounts	3,250,000
Decrease in cash from earnings on trustee accounts	(264,000)
Increase in cash for Interlock Device Fund other costs	<u>400,000</u>
	\$ <u>52,843,220</u>

Capital Assets Overview

The Department's investment in capital assets for its governmental activities as of June 30, 2008, amounts to \$7,075,397,952 (net of accumulated depreciation). This investment in capital assets includes land, right of way, buildings, equipment, improvement and the infrastructure. Business-type activities have no capital assets.

Major Infrastructure Projects

The Department develops plans to build a transportation system that will better serve the State of New Mexico. Advanced and innovative strategies include building roads using a corridor approach, where an entire route between communities is built. By designing and constructing entire corridors, the Department has been able to realize efficiencies to benefit the state. The Department also employs innovative project development techniques, warranty agreements and highly advanced financing techniques to accomplish the objectives of the Major Investment Program.

Fiscal Year 2007-2008 Active Projects with a contract amount of \$10 million or more:

Rail Runner Phase 2, design and build project in Santa Fe County
I-40, MP 316.500 to 324.500, located in Quay County
I-40, MP 162.140 to MP 163.750, located in Bernalillo County
I-40, MP 177.150 to MP 181.660, located in Bernalillo County
US 491, MP 77.000 to MP 85.200, located in San Juan County
I-40, MP 308.000 to 312.360, located in Quay County

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Management's Discussion and Analysis -
Year Ended June 30, 2008 - continued

Capital Assets Overview - continued

Major Infrastructure Projects - continued

Fiscal Year 2007-2008 Active Projects with a contract amount of \$10 million or more - continued:

I-40, MP 150.042 to MP 152.334, located in Bernalillo County
NM 128, MP 10.900 to MP 24.700, located in Eddy and Lea Counties
I-40, MP 60.000 to MP 62.706, located in McKinley County
I-40, MP 12 to 17, Gallup for 5.000 Miles
US 491 and NM 602 for 3.100 miles
US 70 D/B, MP 264.2 to MP 302.1, Ruidoso Downs to Riverside
US 84/285 North of Santa Fe from Santa Fe Opera
US 84/285, Santa Fe Relief Route to Santa Fe Opera
Design of Paseo del Volcan (North Section), Stage II, Iris Road to US 550
Design and reconstruction of Double Eagle II Access Road (existing Paseo del Volcan)
Acquire land and plan, design, construct, furnish and equip the Southwest Regional Spaceport in Sierra County

Equipment

For fiscal year 2008, the Equipment modified accrual basis budget total was approximately \$13.9 million. Of this budget, approximately \$13.8 million was fully expended at June 30, 2008. Equipment purchased includes pickups, dump trucks, rollers, excavators, mowers, tractors, loaders, snowplows, brooms, dozers, motor graders, spreaders, millers, trailers, motor vehicles, etc. All items are approved during the legislative session prior to July of each fiscal year. The Department holds several sales and public auctions during the year to liquidate old and obsolete equipment to public and private entities.

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Management's Discussion and Analysis -
Year Ended June 30, 2008 - continued

Capital Assets Overview - continued

Equipment - continued

**Table A-3
Department's Capital Assets**

	<u>2008</u>	<u>2007</u>
Land	\$ 5,076,633	4,979,663
Right of way	377,725,494	373,318,194
Infrastructure	15,172,765,450	15,031,104,263
Equipment and furniture	31,472,967	30,933,278
Library	102,614	-
Buildings	40,005,443	38,463,834
Vehicles	192,015,322	179,456,262
Accumulated depreciation	<u>(8,743,765,971)</u>	<u>(8,636,038,507)</u>
Total	\$ <u>7,075,397,952</u>	<u>7,022,216,987</u>

Additional information on the Department's capital assets can be found in Note 9 of this report.

Debt Administration

The Department is authorized to issue bonds by authority of Section 67-3-59.1 of the New Mexico Statutes Annotated (NMSA)(1978), as amended. The focus of the Department's bond program is to accelerate transportation construction projects while maintaining strong debt service coverage ratios and minimizing the costs of borrowing.

At June 30, 2008, the Department had a total outstanding debt (bonds) of \$1,761,675,000. Outstanding bond debt is backed by the Department's state tax revenues and FHWA revenues.

**Table A-4
Department's Outstanding Debt**

	<u>2008</u>	<u>2007</u>
Bonds (excludes deferred amount on refunding)	\$ <u>1,761,675,000</u>	<u>1,832,645,000</u>

The Department's total bond debt decreased by 3.9%, or \$70,970,000. Total outstanding bond debt at the end of the fiscal year was \$1,761,675,000 compared to \$1,832,645,000 at the end of the 2007 fiscal year. Key factors

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Management's Discussion and Analysis - Year Ended June 30, 2008 - continued

Debt Administration - continued

affecting the Department's outstanding bonds during the current fiscal year included bond principal repayments totaling \$70,970,000 and the issuance of four refunding bond series totaling \$470,400,000. See Note 11 for a detail of all outstanding bonds.

The Department did not pay any arbitrage to the Internal Revenue Service for any excess income earned on bond proceeds during the fiscal year, and did not have any arbitrage liability at the end of the fiscal year.

The New Mexico Finance Authority (NMFA) issued a total of \$470,400,000 in Variable Rate Demand Obligation (VRDO) bonds on behalf of the Department during fiscal year 2008 for the purpose of redeeming high interest rate Auction Rate Security (ARS) bonds. The Series 2008A of refunding bonds totaling \$115,200,000 were issued in April of 2008. The Series 2008B of refunding bonds totaling \$220,000,000 were issued in April of 2008, the Series 2008C of refunding bonds totaling \$84,800,000 were issued in May of 2008, the Series 2008D of taxable refunding bonds totaling \$50,400,000 were issued in May of 2008. The following is a detail of the refunding bonds issued:

The NMFA Adjustable Rate State Transportation Refunding Revenue Bonds (Subordinate Lien) Series 2008A in the amount of \$115,200,000 were issued in April of 2008 and are payable, together with additional bonds hereafter issued, solely from and secured by federal funds not otherwise obligated that are paid into the State Road Fund, proceeds of the collection of taxes and fees that are required to be paid into the State Road Fund, and taxes and fees required by law to be paid into the Highway Infrastructure Fund. The Series 2008A Bonds are being issued by the New Mexico Finance Authority (the NMFA) at the direction of the New Mexico State Transportation Commission to refund certain outstanding bonds of the NMFA which were issued for the purpose of financing projects administered by the New Mexico Department of Transportation. Those projects are part of the GRIP plan to upgrade and improve highways throughout the State and to develop a broad based, intermodal transportation plan that includes light rail, commuter rail, park and ride, airport improvements, bike paths and hiking trails.

The NMFA Adjustable Rate State Transportation Refunding Revenue Bonds (Subordinate Lien) Series 2008B in the amount of \$220,000,000 were issued in April of 2008 and are payable, together with additional bonds hereafter issued, solely from and secured by federal funds not otherwise obligated that are paid into the State Road Fund, proceeds of the collection of taxes and fees that are required to be paid into the State Road Fund, and taxes and fees required by law to be paid into the Highway Infrastructure Fund. The Series 2008B Bonds are being issued by the New Mexico Finance Authority (the NMFA) at the direction of the New Mexico State Transportation Commission to refund certain outstanding bonds of the NMFA which were issued for the purpose of financing projects administered by the New Mexico Department of Transportation. Those projects are part of the GRIP plan to upgrade and improve highways throughout the State and to develop a broad based, intermodal transportation plan that includes light rail, commuter rail, park and ride, airport improvements, bike paths and hiking trails.

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Management's Discussion and Analysis -
Year Ended June 30, 2008 - continued

Debt Administration - continued

The NMFA Adjustable Rate State Transportation Refunding Revenue Bonds (Subordinate Lien) Series 2008C in the amount of \$84,800,000 were issued in May of 2008 and are payable, together with additional bonds hereafter issued, solely from and secured by federal funds not otherwise obligated that are paid into the State Road Fund, proceeds of the collection of taxes and fees that are required to be paid into the State Road Fund, and taxes and fees required by law to be paid into the Highway Infrastructure Fund. The Series 2008C Bonds are being issued by the New Mexico Finance Authority (the NMFA) at the direction of the New Mexico State Transportation Commission to refund certain outstanding bonds of the NMFA which were issued for the purpose of financing projects administered by the New Mexico Department of Transportation. Those projects are part of the GRIP plan to upgrade and improve highways throughout the State and to develop a broad based, intermodal transportation plan that includes light rail, commuter rail, park and ride, airport improvements, bike paths and hiking trails.

The NMFA Adjustable Rate State Transportation Refunding Revenue Bonds (Subordinate Lien) Series 2008D (Taxable) in the amount of \$50,400,000 were issued in May of 2008 and are payable, together with additional bonds hereafter issued, solely from and secured by federal funds not otherwise obligated that are paid into the State Road Fund, proceeds of the collection of taxes and fees that are required to be paid into the State Road Fund, and taxes and fees required by law to be paid into the Highway Infrastructure Fund. The Series 2008D Bonds are being issued by the New Mexico Finance Authority (the NMFA) at the direction of the New Mexico State Transportation Commission to refund certain outstanding bonds of the NMFA which were issued for the purpose of financing projects administered by the New Mexico Department of Transportation. Those projects are part of the GRIP plan to upgrade and improve highways throughout the State and to develop a broad based, intermodal transportation plan that includes light rail, commuter rail, park and ride, airport improvements, bike paths and hiking trails.

Economic Factors and Revenue Forecasts

Economic and Demographic Characteristics

New Mexico is the 36th largest state by population and the fifth largest in land area. The population of the State as of the time of the official 2000 United States Census was 1,819,046. In the 1990s, the State was the twelfth fastest growing state, as the population increased 20.1 percent from the 1990 population of 1,515,069. Over the same period of time, the national population grew 13.2 percent. Most of this population growth is occurring in or near the larger cities. There are four Metropolitan Statistical Areas (MSA) in the state. The Albuquerque MSA is comprised of Bernalillo, Sandoval, Tarrant and Valencia Counties; the Las Cruces MSA is Dona Ana County; the Santa Fe MSA is Santa Fe County, and the Farmington MSA is San Juan County. The fastest growing counties in the state are Sandoval, Dona Ana, Bernalillo and Santa Fe.

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Management's Discussion and Analysis - Year Ended June 30, 2008 - continued

Economic Factors and Revenue Forecasts - continued

Economic and Demographic Characteristics - continued

Major industries in the State are energy resources, semi-conductor manufacturing, tourism, services, arts and crafts, agriculture-agribusiness, government, manufacturing and mining. In 2006, the value of energy resources production (crude petroleum, natural gas and coal) was approximately \$15.6 billion. Total value of energy and other mineral production was \$17.0 billion. The mining industry employed about 19,400 New Mexicans in 2007. Major federally funded scientific research facilities at Los Alamos, Albuquerque and White Sands are also a notable part of the State's economy. The state's major transportation routes include Interstate-25, running north-south from El Paso, Texas through Las Cruces, Albuquerque, Santa Fe, Las Vegas and Raton, New Mexico toward Pueblo and Denver, Colorado. Major east-west routes, especially important to interstate commercial carrier traffic, include Interstate-10 from El Paso, Texas to Tucson and Phoenix, Arizona, and Interstate-40 from Amarillo, Texas through Tucumcari, Albuquerque and Gallup, New Mexico to Flagstaff, Arizona.

Revenue Forecasts and Budgets

Federal Revenue:

FHWA Revenue. The amount of FHWA revenue (obligation authority) available to all states has slightly increased as a result of the passage of the new 5 year transportation reauthorization bill entitled "Safe, Accountable, Flexible, and Efficient Transportation Equity Act for the 21st Century – A Legacy for Users" "SAFETEA-LU" in 2005. The amounts of "obligation limitation" available to New Mexico are \$287.5 million in FY2005, \$292.8 million in FY2006, \$271.1 million in FY2007 and \$253.5 million in FY2008. This compares to previous amounts of \$278.9 million in FY2002, \$263.2 million in FY2003, and \$243.5 million in FY2004. The reauthorization bill provides "apportionment" amounts, but the real spending amount (the "obligation limitation") is determined by the appropriation levels in each year's federal budget bill.

As of November 2007, the Department projects FHWA "obligation authority" should increase by \$305.4 million in FY2009.

Federal Transit and Traffic Safety Revenue: The five-year reauthorization of federal transportation funding to the states that was recently passed by Congress is entitled the "Safe, Accountable, Flexible, and Efficient Transportation Equity Act for the 21st Century – A Legacy for Users" (SAFETEA-LU). The reauthorization bill stresses the importance of safety innovations, including a new "Safe Routes to School Program" that promotes walking and riding bicycles to school. With this emphasis on safety, it is expected there will be increased federal revenue available to states for traffic safety and transit programs. The Department anticipates the total amount of funding from the Federal Transit Administration (FTA) and federal traffic safety (NHTSA) increased from the \$13 million level in past years to \$34.7 million in FY2008.

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Management's Discussion and Analysis -
Year Ended June 30, 2008 - continued

Economic Factors and Revenue Forecasts - continued

Revenue Forecasts and Budgets - continued

Federal Revenue - continued:

DOE Revenue: The Department of Energy will continue to provide New Mexico with more than \$20 million per year through FY2011 pursuant to an agreement in connection with the Waste Isolation Pilot Project in Carlsbad, New Mexico. The amount of this revenue budgeted for debt service was \$20.7 million in FY2004, \$21.1 million in FY2005, \$19.8 million in FY2006, \$14.7 million in FY2007 and \$23.3 million in FY 2008.

State Revenue:

Revenues for the New Mexico Department of Transportation over the long term (20 years) are characterized as being steady and growing at rates associated with the Consumer Price Index (CPI). There have been periods of stronger and slower, even declining, rates of growth. From fiscal years 1988 to 2000, the average annual compound growth rate was 2.7% and from 2003 to 2008 it was 5.0%. In fiscal year 2001, there was a contraction and then a slowdown due to economic recession that lasted three years.

In the fall of 2003, a special session of the New Mexico Legislature was held and transportation rates and fees were raised on special fuels (primarily diesel), weight/distance trucking rates and motor vehicle registration fees. The basis of these increases was to provide \$40 million annually for the debt service on GRIP, a large, multi-year road construction program. The increases were designed also to add \$20 million for road maintenance. These rate/fee increases, along with strong economy, added almost \$100 million annually (36%) from FY 2003 to FY 2007 to the State Road Fund.

State Revenue Forecasts – Major Revenue Sources

The budget estimate for state tax and fee revenue is prepared in July/August and December/January for each year for the budget year ending 24 months (or 18 months) later. Each fiscal year's revenue estimate is assessed six times: twice before the year begins, twice during the fiscal year and twice after the end, with the final numbers being the actual audit.

In fiscal years 2005 through 2007, state revenues from gasoline, special fuels, weight/distance and vehicle registrations grew by \$42.9, \$20.6, \$18.8, respectively; in 2008, they decreased by \$13.2 million. These four revenue sources constitute 94% of the state road fund. These revenues were consistent with the forecasts for the periods and did add the expected \$60 million for GRIP and maintenance. Strong economic trends, particularly in the trucking industry, also helped to provide for strength in revenue growth.

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Management's Discussion and Analysis - Year Ended June 30, 2008 - continued

Economic Factors and Revenue Forecasts - continued

Revenue Forecasts and Budgets - continued

State Revenue Forecasts – Major Revenue Sources - continued

In FY 2008, two accounting timing factors from previous years influenced the revenue stream such that, for the four major revenue sources, FY 2008 came in below FY 2007. Gasoline revenue was impacted because a new system was installed in FY 2006 that did not capture some of the revenues in that year. Those revenues were caught and moved into FY 2007, creating an FY 2007 bump up over FY 2006 and then a bump down in FY 2008.

For weight/distance revenues, the monthly accounting period was changed from the 1st – 31st to the 13th -12th in FY 2007. This revenue is collected from quarterly tax payments and the time period change was such that one of four revenue peaks was moved from FY 2008 to FY 2007. This created the same bump up, bump down effect as for gasoline.

Due to the size and importance of each of these four sources, a look at each individually helps to provide a more complete picture of the Department's revenues.

Gasoline tax is the largest of State's revenue sources, providing \$107.7 million in revenue in FY 2008. This tax is 17 cents per gallon of gasoline sold, with about three-fourths going to the state road fund and the remainder going primarily to municipalities and counties. It is the one major tax that was not increased during the special session of 2003. Historically, gasoline gallons sold increased until 1995, plateaued from 1995 to 1999, and decreased to 2001, when they plateaued again. The peak years were 1995 to 1999, with 1998 providing \$117.9 million. When increases, slowing and plateaus are discussed in conjunction with gasoline revenues, it should be noted that they are not very large changes.

Of much interest and frequent query is how the gasoline usage (gallons) is fairing in light of prices and economic slowdown. While being watched carefully, there appears to be some slowing through June 2008. FY 2008 estimated ran \$5.6 million or 5.0% below budget. Trends in national vehicle miles traveled have been flat or slightly declining since 2005, and New Mexico has shown a similar pattern.

Special fuels is the second largest of the state's revenue sources, providing \$101.5 million in FY 2008. The tax per gallon was raised from 18 to 21 cents per gallon effective FY 2005. Of the 21 cents, the Department receives 19 cents, with the remainder going to local governments. With the increase, special fuels has grown by \$27.0 million, or 36%, from FY 2004 to FY 2008. Special fuels, over time, has been a strongly growing revenue with an average annual compound growth rate of 5.2% from 1988 to 2008. This revenue is being closely watched for softness due to economic slowdown and currently there appears to be some evidence of such a change.

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Management's Discussion and Analysis -
Year Ended June 30, 2008 - continued

Economic Factors and Revenue Forecasts - continued

Revenue Forecasts and Budgets - continued

State Revenue Forecasts – Major Revenue Sources - continued

Weight/Distance tax is charged on trucks over 26,000 pounds and varies by load carried and distance traveled in New Mexico. It is the third largest revenue producer, with \$77.4 million in revenue in FY 2008. Its rates, too, were raised in the fall 2003 special session. Prior to the increases, revenues averaged \$50 million. From FY 2004, an additional \$25.9 million, or 50% in revenue is received annually. (It should be noted that an increase, as discussed above, occurred in 2007 because of an accounting time period change, providing for an extra month of revenue. This resulted in a subsequent decrease in FY 2008.)

Motor vehicle registration fees are the fourth largest revenue at \$73.7 million. These fees were raised also and have represented an increase of \$20.7 million, or 39%, from FY 2004 to FY 2008. The fees are based on three weight classes for passenger vehicles and 14 weight classes for trucks and commercial carriers. The annual registration fees for trucks over 26,000 pounds are low because those vehicles are subject to the weight/distance taxes above. The long term average annual compound rate of growth from FY 1988 has been 4.3%, including the rate increases. With the 2003 increases now in the system, revenues have flattened out and are projected to be \$74.0 million in FY 2009.

State Revenue Forecasts - Procedure Changes Impact

Two revenue sources have been impacted negatively by recent federal procedure rulings and legislation. One is the trip tax and the other is New Mexico Public Regulation Commission common carrier registration fees. Trip tax was charged on trucks in lieu of the weight/distance for those trucks/companies not registered for weight/distance. What was called a cab card and carried in each truck was used for weight/distance registration identification. New federal regulations now prevent states from requiring the showing of the cards. Trip tax rose to a peak of \$8.6 million in FY 2006 and provided revenues of \$4.8 million in FY 2008. Recent computer truck identification interface with the weight/distance tax data base has created a slight increase in revenues and FY 2009 is forecast at \$5.0 million.

The New Mexico Public Regulation Commission used to collect common carrier registration fees. Because of efforts by the trucking industry to centralize registrations (because so many trucks are on the road and prorating registrations in so many states), a new centralized system and procedures were passed into law in the fall of 2006. In FY 2006, the Department received \$3.7 million in revenue. Under the new national system, the total fees across the country were capped at \$100 million and then apportioned such that the maximum New Mexico can now receive is \$3.2 million once the system is in place and up and running, which currently it is not. Revenue for FY 2007 came in at \$377,000 and \$866,000 for FY 2008. As the system improves over time, it is expected that the cap maximum will be reached.

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Management's Discussion and Analysis -
Year Ended June 30, 2008 - continued

Economic Factors and Revenue Forecasts - continued

Revenue Forecasts and Budgets - continued

Background - Gasoline Tax and Tribal Tax Sharing Agreements

In 2003 and 2004, legislation allowed the state to enter into "tax sharing agreements" with the two Native American Pueblos that were previously entitled to market a limited amount of state-tax-free gasoline outside reservation boundaries. Under the agreements, 40% of the tax collected on 30 million gallons of gasoline per year will be shared with each of the two Pueblos, in exchange for the Pueblos ceasing their sales activities outside reservation boundaries. The result of these agreements (entered into on January 1, 2004 and July 1, 2004) should be a small revenue gain for the state and significantly more predictable gasoline revenues.

The state permits gasoline to be sold at retail by registered Indian tribal distributors on Indian reservations free of State gasoline tax to the extent that the applicable Indian government imposes a similar tax (for its own benefit) on retail gasoline sales. The growth in tribal market share has out-paced the overall growth rate of gasoline in recent years as a result of competitive pricing, casino traffic, and development of new tribal travel centers. It is anticipated that the tribal market share will continue to grow, but at a decreasing rate over the next few years.

Contacting the Agency's Financial Management

This financial report is designed to provide citizens, taxpayers, customers, legislators and investors and creditors with a general overview of the Department's finances and to demonstrate the Department's accountability for the money it receives. If you have any questions about this report or need additional financial information, contact:

Attn: Deputy Comptroller
New Mexico Department of Transportation
1120 Cerrillos Road
P.O. Box 1149
Santa Fe, New Mexico 87504-1149
(505) 827-5340

FINANCIAL STATEMENTS

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Statement of Net Assets

AS OF JUNE 30, 2008

	<u>Governmental Activities</u>	<u>Business-type Activities (State Infrastructure Bank</u>	<u>Total</u>
ASSETS:			
CURRENT ASSETS:			
Cash and cash equivalents (Note 2):			
Unrestricted - Investment in State			
General Fund Investment Pool	\$ 49,737,288	-	49,737,288
Restricted	589,826,302	14,027,767	603,854,069
Receivables:			
Tax receivable	62,621,092	-	62,621,092
Accounts receivable, net (Note 3)	58,744	-	58,744
Severance tax bond proceeds receivable (Note 4)	12,817,132	-	12,817,132
Interest receivable	883,925	377,763	1,261,688
Notes and loans receivable (Note 5)	21,543	7,402,249	7,423,792
Other receivables	1,480,417		1,480,417
U.S. Department of Transportation, net (Note 6)	52,742,680	-	52,742,680
Other State Agencies (Note 3)	1,199,225	-	1,199,225
Capitalized issuance costs	847,846	-	847,846
Inventories (Note 8)	16,037,602	-	16,037,602
Prepaid expense - warranty	3,189,030	-	3,189,030
Property held for resale, net	<u>9,235,752</u>	<u>-</u>	<u>9,235,752</u>
TOTAL CURRENT ASSETS	800,698,578	21,807,779	822,506,357
NON-CURRENT ASSETS:			
Capitalized issuance costs	8,821,915	-	8,821,915
Prepaid expense - warranty	36,071,276	-	36,071,276
Capital assets, net (Note 9)	<u>7,075,397,952</u>	<u>-</u>	<u>7,075,397,952</u>
TOTAL NON-CURRENT ASSETS	<u>7,120,291,143</u>	<u>-</u>	<u>7,120,291,143</u>
TOTAL ASSETS	\$ <u>7,920,989,721</u>	<u>21,807,779</u>	<u>7,942,797,500</u>

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Statement of Net Assets - continued

AS OF JUNE 30, 2008

	Governmental Activities	Business-type Activities (State Infrastructure Bank	Total
LIABILITIES:			
CURRENT LIABILITIES:			
Accounts payable and contracts payable, including retainage of \$5,875,308	\$ 71,145,573	1,110,856	72,256,429
Due (to) from other funds (Note 7)	(435,062)	435,062	-
Due to other state agencies	2,103,759	-	2,103,759
Due to State General Fund (Note 12)	400,623	-	400,623
Accrued payroll, taxes and withholdings	4,186,652	-	4,186,652
Accrued interest	8,930,963	-	8,930,963
Deferred revenue	55,766,344	-	55,766,344
Other liabilities	5,875,308	-	5,875,308
Current portion of long-term obligations:			
Compensated absences (Note 11)	3,230,912	-	3,230,912
Debentures payable (Note 11)	74,500,000	-	74,500,000
Capitalized bond premium	<u>4,405,826</u>	<u>-</u>	<u>4,405,826</u>
TOTAL CURRENT LIABILITIES	230,110,898	1,545,918	231,656,816
LONG-TERM LIABILITIES:			
Long-term obligations:			
Compensated absences (Note 11)	4,154,554	-	4,154,554
Debentures payable (Note 11)	1,656,305,772	-	1,656,305,772
Capitalized bond premium	<u>49,305,450</u>	<u>-</u>	<u>49,305,450</u>
TOTAL LONG-TERM LIABILITIES	<u>1,709,765,776</u>	<u>-</u>	<u>1,709,765,776</u>
TOTAL LIABILITIES	\$ <u>1,939,876,674</u>	<u>1,545,918</u>	<u>1,941,422,592</u>
NET ASSETS:			
Invested in capital assets, net of any related debt	\$ 5,284,234,236	-	5,284,234,236
Restricted for:			
Loans	-	20,261,861	20,261,861
Specific purposes	<u>696,878,811</u>	<u>-</u>	<u>696,878,811</u>
TOTAL NET ASSETS	\$ <u>5,981,113,047</u>	<u>20,261,861</u>	<u>6,001,374,908</u>

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Statement of Activities

YEAR ENDED JUNE 30, 2008

	Governmental Activities	Business-type Activities (State Infrastructure Bank)	Total
PROGRAM EXPENSES:			
Programs and infrastructure	\$ 11,028,125	-	11,028,125
Transportation and highway operations	246,894,734	-	246,894,734
Program support	163,329,100	-	163,329,100
Depreciation and amortization (Note 9)	<u>549,177,995</u>	<u>-</u>	<u>549,177,995</u>
TOTAL PROGRAM EXPENSES	970,429,954	-	970,429,954
PROGRAM REVENUES:			
Charges for services	13,549,696	-	13,549,696
Operating grants	19,256,628	-	19,256,628
Capital grants	<u>305,469,842</u>	<u>-</u>	<u>305,469,842</u>
TOTAL PROGRAM REVENUES	<u>338,276,166</u>	<u>-</u>	<u>338,276,166</u>
NET PROGRAM (EXPENSES) REVENUE	(632,153,788)	-	(632,153,788)
GENERAL REVENUES:			
User and fuel taxes	419,976,392	-	419,976,392
Interest income	46,706,497	760,530	47,467,027
Loss on disposal of assets	<u>(6,028)</u>	<u>-</u>	<u>(6,028)</u>
TOTAL GENERAL REVENUES	466,676,861	760,530	467,437,391
TRANSFERS:			
Special appropriations, net of reversions	56,276,402	-	56,276,402
Transfers to other state agencies and local governments, net (Note 10)	<u>(6,403,699)</u>	<u>-</u>	<u>(6,403,699)</u>
TOTAL TRANSFERS	<u>49,872,703</u>	<u>-</u>	<u>49,872,703</u>
NET GENERAL REVENUES AND TRANSFERS	<u>516,549,564</u>	<u>760,530</u>	<u>517,310,094</u>
CHANGE IN NET ASSETS/OPERATING INCOME	(115,604,224)	760,530	(114,843,694)
NET ASSETS, BEGINNING OF FISCAL YEAR	6,099,426,853	19,501,331	6,118,928,184
RESTATEMENT (Note 24)	<u>(2,709,582)</u>	<u>-</u>	<u>(2,709,582)</u>
NET ASSETS, BEGINNING OF FISCAL YEAR, restated	<u>6,096,717,271</u>	<u>19,501,331</u>	<u>6,116,218,602</u>
NET ASSETS, END OF FISCAL YEAR	\$ <u>5,981,113,047</u>	<u>20,261,861</u>	<u>6,001,374,908</u>

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Balance Sheet - Governmental Funds

AS OF JUNE 30, 2008

	Major Funds						Total Governmental Funds
	State Road Fund	Bond Project Fund (2004A GRIP)	Bond GRIP Project Fund (2006A)	Bond GRIP Project Fund (2006C)	Debt Service (2004B/C GRIP)	Other Governmental Funds	
ASSETS:							
Cash and cash equivalents (Note 2):							
Unrestricted - Investment in State							
General Fund Investment Pool	16,377,058	-	-	-	-	33,360,230	49,737,288
Restricted:							
Receivables:							
Taxes receivable	56,869,309	-	-	-	-	5,751,783	62,621,092
Accounts receivable, net (Note 3)	58,744	-	-	-	-	-	58,744
Severance Tax Bond proceeds receivable (Note 4)	-	-	-	-	-	12,817,132	12,817,132
Interest receivable	600,000	156,432	-	-	20,602	106,891	883,925
Notes and loans receivable (Note 5)	21,543	-	-	-	-	-	21,543
Other Receivables	171,514	-	-	-	-	1,308,903	1,480,417
Due from:							
Other State agencies (Note 3)	263,074	-	-	-	-	936,151	1,199,225
Due from other funds (Note 7)	137,741,772	670,000	500,000	47,777	-	76,090,324	215,049,873
U.S. Department of Transportation, net (Note 6)	45,990,156	-	-	-	-	6,752,524	52,742,680
Inventories (Note 8)	16,037,602	-	-	-	-	-	16,037,602
Prepaid expense - NM44 Warranty	39,260,306	-	-	-	-	-	39,260,306
Property held for resale	9,235,752	-	-	-	-	-	9,235,752
TOTAL ASSETS	\$ 373,213,434	107,847,474	111,378,316	99,763,183	45,356,689	313,412,785	1,050,971,881
LIABILITIES AND FUND BALANCES:							
LIABILITIES:							
Accounts payable	\$ 28,518,530	3,343,454	5,316,631	17,757,229	-	16,209,729	71,145,573
Due to other funds (Note 7)	143,862,020	16,378,410	670,000	-	83,855	53,620,526	214,614,811
Payable to other governments	30,570	-	-	-	-	2,073,189	2,103,759
Due to State General Fund (Note 12)	-	-	-	-	-	400,623	400,623
Deferred revenue	87,270,395	-	-	-	-	4,300,955	91,571,350
Due to others	-	-	-	-	-	-	-
Other accrued expenses	3,817,913	-	-	-	-	368,739	4,186,652
Other liabilities	4,229,146	1,646,162	-	-	-	-	5,875,308
TOTAL LIABILITIES	267,728,574	21,368,026	5,986,631	17,757,229	83,855	76,973,761	389,898,076
FUND BALANCES:							
Reserved for:							
Inventories	16,037,602	-	-	-	-	-	16,037,602
Encumbrances	-	-	-	-	-	-	-
Prepaid expenses	39,260,306	-	-	-	-	-	39,260,306
Debt service	-	-	-	-	-	-	-
Property held for resale	11,934,043	-	-	-	-	-	11,934,043
Unreserved-undesignated (Note 21)	38,252,909	-	-	-	-	-	38,252,909
Unreserved, reported in non-major:							
Special revenue funds	-	86,479,448	105,391,685	82,005,954	-	221,758,476	495,635,563
Capital projects funds	-	-	-	-	-	5,746,965	5,746,965
Debt service funds	-	-	-	-	45,272,834	8,933,583	54,206,417
TOTAL FUND BALANCES	105,484,860	86,479,448	105,391,685	82,005,954	45,272,834	236,432,024	661,073,805
TOTAL LIABILITIES AND FUND BALANCES	\$ 373,213,434	107,847,474	111,378,316	99,763,183	45,356,689	313,412,785	1,050,971,881

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Reconciliation of the Balance Sheet - Governmental Funds
to the Statement of Net Assets

YEAR ENDED JUNE 30, 2008

Total Fund Balances - Governmental Funds
(Governmental Fund Balance Sheet) \$ 661,073,805

Amounts reported for governmental activities in the Statement of
Net Assets are different because:

Amounts recorded as deferred revenue in the governmental funds
that were not received within the period of availability - 60 days
after year end. Deferred revenue:

Balance sheet	\$ 91,571,350	
Statement of net assets	<u>(55,766,344)</u>	
Change in deferred revenue		35,805,006

Capital assets used in governmental activities are not financial
resources and, therefore, are not reported in the funds:

The cost of capital assets is	15,819,163,923	
Accumulated depreciation is	<u>(8,743,765,971)</u>	
Total capital assets		7,075,397,952

Long-term debt not recorded as liabilities in the governmental
funds, but recorded as long-term liabilities in the Statement of
Net Assets:

Debentures payable		(1,732,577,211)
Compensated absences		(7,385,466)
Amortization of deferred costs on refunding not recorded by the government funds		1,771,439

Accrued interest on long-term obligations not recorded by the governmental funds until paid.		(8,930,963)
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Capitalized issuance costs not recorded in the governmental funds as an asset, net of amortization.		9,669,761
--	--	-----------

Capitalized bond premiums not recorded in the governmental funds as a liability, net of amortization.		<u>(53,711,276)</u>
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Net assets of governmental activities (Statement of Net Assets)	\$	<u>5,981,113,047</u>
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NEW MEXICO DEPARTMENT OF TRANSPORTATION

Statement of Revenues, Expenditures and Changes
in Fund Balances - Governmental Funds

YEAR ENDED JUNE 30, 2008

	State Road Fund	Bond Project Fund (2004A GRIP)	Bond GRIP Project Fund (2006A)	Bond GRIP Project Fund (2006C)	Debt Service (2004B/C GRIP)	Other Governmental Funds	Total Governmental Funds
REVENUES:							
User and fuel taxes	\$ 388,723,811	-	-	-	-	31,252,581	419,976,392
U.S. Department of Transportation	253,570,939	-	-	-	-	34,706,323	288,277,262
U.S. Department of Energy	23,383,712	-	-	-	-	-	23,383,712
Licenses and permits	-	-	-	-	-	492,082	492,082
Charges for services	7,851,408	-	-	-	-	4,906,207	12,757,615
Investment earnings	-	-	-	-	-	-	-
DWI Interlock Device	-	-	-	-	-	300,000	300,000
Interest Revenue	924,052	5,061,238	7,710,691	9,968,302	11,074,868	11,967,346	46,706,497
TOTAL REVENUES	674,453,922	5,061,238	7,710,691	9,968,302	11,074,868	83,624,539	791,893,560
EXPENDITURES:							
Current:							
Operating costs	10,299,052	-	-	-	-	61,135	10,360,187
Personal services	90,042,558	-	-	-	-	810,799	90,853,357
Out-of-state travel	258,870	-	-	-	-	40,650	299,520
Grants and services	1,355,787	-	-	-	-	69,038,993	70,394,780
Travel	15,884,685	-	-	-	-	2,341,104	18,225,789
Maintenance and repairs	8,132,032	-	-	-	-	81,488	8,213,520
Supplies	35,788,584	-	-	-	-	4,244,550	40,033,134
Contractual services	3,903,146	-	-	-	-	5,221,558	9,124,704
Other costs	16,510,990	-	-	-	-	362,556	16,873,546
Employee benefits	51,374,303	-	-	-	-	267,990	51,642,293
Capital outlay	260,082,926	96,878,246	65,206,280	134,074,634	-	43,590,169	599,832,255
Debt service:							
Principal	-	-	-	-	213,170,000	328,200,000	541,370,000
Interest and other charges	-	-	-	-	22,200,162	71,939,190	94,139,352
Swap Interest	-	-	-	-	-	12,138,343	12,138,343
Trustee and Broker Fees	5,000	-	-	-	412,233	3,423,366	3,840,599
Debt refunding costs	-	-	-	-	-	-	-
Debt issuance cost	-	-	-	-	-	2,043,624	2,043,624
TOTAL EXPENDITURES	493,637,933	96,878,246	65,206,280	134,074,634	235,782,395	543,805,515	1,569,385,003
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	180,815,989	(91,817,008)	(57,495,589)	(124,106,332)	(224,707,527)	(460,180,976)	(777,491,443)
OTHER FINANCING SOURCES (USES):							
Proceeds from long-term debt, net	-	-	-	-	-	470,400,000	470,400,000
Severance Tax Bond revenue	-	-	-	-	-	19,256,628	19,256,628
Special appropriations, net of reversions	30,000	-	-	-	-	56,246,402	56,276,402
Other use	-	-	-	-	-	-	-
Bond Proceeds	-	-	-	-	-	-	-
Bond Premiums	-	-	-	-	-	-	-
Bond Discounts	-	-	-	-	-	-	-
Transfers in (out)	(167,730,480)	(448,194)	(1,330,500)	(582,500)	226,179,013	(62,491,038)	(6,403,699)
TOTAL OTHER FINANCING SOURCES (USES)	(167,700,480)	(448,194)	(1,330,500)	(582,500)	226,179,013	483,411,922	539,529,331
NET CHANGES IN FUND BALANCES	13,115,509	(92,265,202)	(58,826,089)	(124,688,832)	1,471,486	23,231,016	(237,962,112)
BEGINNING FUND BALANCES	92,369,351	178,744,650	164,217,774	206,694,786	43,801,348	215,917,590	901,745,499
RESTATEMENT (Note 24)	-	-	-	-	-	(2,709,582)	(2,709,582)
BEGINNING FUND BALANCES, restated	92,369,351	178,744,650	164,217,774	206,694,786	43,801,348	213,208,008	899,035,917
ENDING FUND BALANCES	\$ 105,484,860	86,479,448	105,391,685	82,005,954	45,272,834	236,439,024	661,073,805

NEW MEXICO DEPARTMENT OF TRANSPORTATION
**Reconciliation of the Statement of Revenues, Expenditures,
and Changes in Fund Balances - Governmental Funds
to the Statement of Activities**

YEAR ENDED JUNE 30, 2008

Net Changes in Fund Balances - Total Governmental Funds		\$	
(Statement of Revenues, Expenditures, and Changes in Fund Balances)			(237,962,112)
Amounts reported for governmental activities in the Statement of Activities are different because:			
Amounts recorded as deferred revenue in the governmental funds that were not received within the period of availability - 60 days after year end; recorded as revenue in the Statement of Activities:			(6,191,132)
In the Statement of Activities, certain operating expenses - compensated absences (sick and annual leave) are measured by the amounts earned during the year. In the Governmental Funds, however, expenditures for these items are measured by the amounts of financial resources used (essentially, the amounts actually paid). The increase in the liabilities for the fiscal year was			(764,058)
Governmental Funds report capital outlays as expenditures. However, in the Statement of Activities, the cost of those assets is allocated over their estimated useful lives and reported as depreciation expense. In the current period, these amounts were:			
Capital outlay	\$	599,832,255	
Depreciation expense		(546,645,262)	
Sale of fixed asset, net book value		<u>(6,028)</u>	
Excess of depreciation expense over capital outlay			53,180,965
Repayment of debentures recorded as expenditures in the governmental funds, recorded as a reduction in long-term liabilities in the Statement of Net Assets:			
Bond proceeds		470,400,000	
Principal payments		<u>70,970,000</u>	
Deferred amount of debt recorded as a reduction of long-term liabilities in the Statement of Activities			1,394,501
Bond premiums recorded in the governmental funds as an other financing source, recorded as a liability in the Statement of Net Assets, net of amortization of \$53,711,276, recorded as a reduction of interest expense in the Statement of Activities.			4,405,826
Defeased Bond Premiums, recorded as a reduction of interest expense in the Statement of Activities			8,148,146
Governmental Funds report bond proceeds as an other financing source, \$470,400,000 recorded as a liability in the Statement of Net Assets, and associated premium/discouts of \$0.			(470,400,000)
Bond issuance costs recorded in the governmental funds as other costs, recorded as an asset in the Statement of Net Assets, net of amortization of \$761,295, recorded as an expense in the Statement of Activities.			(1,046,846)
Net change in accrual of long-term debt interest expense not recorded in the governmental funds until paid.			(5,426,962)
Defeased Bond Discounts			<u>(2,312,552)</u>
Change in net assets of governmental activities			
(Statement of Activities)		\$	<u>(115,604,224)</u>

NEW MEXICO DEPARTMENT OF TRANSPORTATION

**Statement of Revenues and Expenditures -
Major Governmental Funds -
Budget and Actual (Modified Accrual Basis)**

YEAR ENDED JUNE 30, 2008

STATE ROAD FUND (SHARE 20100/20200/43100)

	Budgeted Amounts		Current Year	
	Original	Final	Actual Amounts (Modified Accrual)	Budget Positive (Negative)
REVENUES:				
Federal funds	\$ 336,555,700	326,570,700	276,954,651	(49,616,049)
Other state funds	619,712,439	624,380,939	397,499,271	(226,881,668)
State General Fund	-	-	30,000	30,000
TOTAL REVENUES	956,268,139	950,951,639	<u>674,483,922</u>	<u>(276,467,717)</u>
PRIOR YEAR FUNDS REBUDGETED	<u>11,842,000</u>	<u>33,642,000</u>		
	\$ <u>968,110,139</u>	<u>984,593,639</u>		
EXPENDITURES - current and capital outlay:				
Programs and Infrastructure				
Personal Services/Employee Benefits	\$ 24,817,500	24,817,500	24,095,604	721,896
Contractual Services	488,745,926	497,409,726	194,838,663	302,571,063
Other	10,986,500	10,122,700	3,547,510	6,575,190
Transfers (in) out	<u>18,369,300</u>	<u>18,369,300</u>	<u>18,368,598</u>	<u>702</u>
	542,919,226	550,719,226	240,850,375	309,868,851
Transportation and Highway Ops:				
Personal Services/Employee Benefits	95,962,800	99,062,800	93,021,066	6,041,734
Contractual Services	57,135,342	57,135,342	44,622,615	12,512,727
Other	<u>78,597,371</u>	<u>78,697,371</u>	<u>74,874,602</u>	<u>3,822,769</u>
	231,695,513	234,895,513	212,518,283	22,377,230
Business/Program Support:				
Personal Services/Employee Benefits	26,669,200	27,569,200	25,978,938	1,590,262
Contractual Services	2,557,100	2,572,100	1,582,737	989,363
Other	17,389,100	17,389,100	20,541,301	(3,152,201)
Transfers (in) out	<u>146,880,000</u>	<u>151,448,500</u>	<u>149,361,882</u>	<u>2,086,618</u>
	<u>193,495,400</u>	<u>198,978,900</u>	<u>197,464,858</u>	<u>1,514,042</u>
TOTAL ANNUAL BUDGETED EXPENDITURES	\$ <u>968,110,139</u>	<u>984,593,639</u>	<u>650,833,516</u>	<u>333,760,123</u>

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Statement of Revenues and Expenditures -
Major Governmental Funds -

Budget and Actual (Modified Accrual Basis) - continued

YEAR ENDED JUNE 30, 2008

	2004A GRIP BOND PROJECT FUND (SHARE 20400)			
	Budgeted Amounts		Current Year	
	Original	Final	Actual Amounts (Modified Accrual)	Budget Positive (Negative)
REVENUES:				
Federal funds	\$ -	-	-	-
Other state funds	-	-	5,061,238	5,061,238
State General Fund	-	-	-	-
	-	-	\$ <u>5,061,238</u>	<u>5,061,238</u>
Fund balance budgeted	<u>178,744,650</u>	<u>178,744,650</u>		
TOTAL REVENUES	\$ <u>178,744,650</u>	<u>178,744,650</u>		
EXPENDITURES - current and capital outlay:				
Programs and Infrastructure				
Personal Services/Employee Benefits	\$ -	-	-	-
Contractual Services	-	-	-	-
Other	178,162,150	178,162,150	96,878,246	81,283,904
Transfers (in) out	-	582,500	448,194	134,306
	178,162,150	178,744,650	97,326,440	81,418,210
Transportation and Highway Ops:				
Personal Services/Employee Benefits	-	-	-	-
Contractual Services	-	-	-	-
Other	-	-	-	-
	-	-	-	-
Business/Program Support:				
Personal Services/Employee Benefits	-	-	-	-
Contractual Services	-	-	-	-
Other	-	-	-	-
Transfers (in) out	-	-	-	-
	-	-	-	-
TOTAL ANNUAL BUDGETED EXPENDITURES	\$ <u>178,162,150</u>	<u>178,744,650</u>	<u>97,326,440</u>	<u>81,418,210</u>

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Statement of Revenues and Expenditures -
Major Governmental Funds -

Budget and Actual (Modified Accrual Basis) - continued

YEAR ENDED JUNE 30, 2008

2006A GRIP BOND PROJECT FUND (SHARE 10210)

	Budgeted Amounts		Current Year	
	Original	Final	Actual Amounts (Modified Accrual)	Budget Positive (Negative)
REVENUES:				
Federal funds	\$ -	-	-	-
Other state funds	-	-	7,710,691	7,710,691
State General Fund	-	-	-	-
TOTAL REVENUES	-	-	<u>7,710,691</u>	<u>7,710,691</u>
PRIOR YEAR FUNDS REBUDGETED	<u>164,217,774</u>	<u>164,217,774</u>		
	\$ <u>164,217,774</u>	<u>164,217,774</u>		
EXPENDITURES - current and capital outlay:				
Programs and Infrastructure				
Personal Services/Employee Benefits	\$ -	-	-	-
Contractual Services	164,217,774	164,217,774	65,206,280	99,011,494
Other	-	-	-	-
Transfers (in) out	-	-	<u>1,330,500</u>	<u>(1,330,500)</u>
	164,217,774	164,217,774	66,536,780	97,680,994
Transportation and Highway Ops:				
Personal Services/Employee Benefits	-	-	-	-
Contractual Services	-	-	-	-
Other	-	-	-	-
	-	-	-	-
Business/Program Support:				
Personal Services/Employee Benefits	-	-	-	-
Contractual Services	-	-	-	-
Other	-	-	-	-
Transfers (in) out	-	-	-	-
	-	-	-	-
TOTAL ANNUAL BUDGETED EXPENDITURES	\$ <u>164,217,774</u>	<u>164,217,774</u>	<u>66,536,780</u>	<u>97,680,994</u>

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Statement of Revenues and Expenditures -
Major Governmental Funds -

Budget and Actual (Modified Accrual Basis) - continued

YEAR ENDED JUNE 30, 2008

	2006C GRIP BOND PROJECT FUND (SHARE 10250)			
	Budgeted Amounts		Current Year	
	Original	Final	Actual Amounts (Modified Accrual)	Budget Positive (Negative)
REVENUES:				
Federal funds	\$ -	-	-	-
Other state funds	-	582,500	9,968,302	9,385,802
State General Fund	-	-	-	-
TOTAL REVENUES	-	582,500	<u>9,968,302</u>	<u>9,385,802</u>
PRIOR YEAR FUNDS REBUDGETED	<u>206,694,786</u>	<u>206,694,786</u>		
	\$ <u>206,694,786</u>	<u>207,277,286</u>		
EXPENDITURES - current and capital outlay:				
Programs and Infrastructure				
Personal Services/Employee Benefits	\$ -	-	-	-
Contractual Services	206,694,786	206,694,786	134,074,634	72,620,152
Other	-	-	-	-
Transfers (in) out	-	582,500	582,500	-
	206,694,786	207,277,286	134,657,134	72,620,152
Transportation and Highway Ops:				
Personal Services/Employee Benefits	-	-	-	-
Contractual Services	-	-	-	-
Other	-	-	-	-
Business/Program Support:				
Personal Services/Employee Benefits	-	-	-	-
Contractual Services	-	-	-	-
Other	-	-	-	-
Transfers (in) out	-	-	-	-
TOTAL ANNUAL BUDGETED EXPENDITURES	\$ <u>206,694,786</u>	<u>207,277,286</u>	<u>134,657,134</u>	<u>72,620,152</u>

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Statement of Net Assets -
Business-type Activities - Enterprise Fund

YEAR ENDED JUNE 30, 2008

State

Infrastructure Bank

ASSETS:

CURRENT ASSETS:

Cash and cash equivalents (Note 2):

Unrestricted

\$ 9,157,816

Restricted

4,869,951

Receivables:

Interest receivable

377,763

Notes and loans receivable (Note 5)

7,402,249

TOTAL CURRENT ASSETS

21,807,779

TOTAL ASSETS

\$ 21,807,779

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Statement of Net Assets -
Business-type Activities - Enterprise Fund - continued

YEAR ENDED JUNE 30, 2008

State
Infrastructure Bank

LIABILITIES:

CURRENT LIABILITIES:

Due to Other Funds	\$	435,062
Due to Other Governments		<u>1,110,856</u>

TOTAL CURRENT LIABILITIES

1,545,918

TOTAL LIABILITIES

\$ 1,545,918

NET ASSETS:

Restricted for:
Loans

\$ 20,261,861

TOTAL NET ASSETS

\$ 20,261,861

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Statement of Activities -
Business-type Activities - Enterprise Fund

YEAR ENDED JUNE 30, 2008

		<u>State Infrastructure Bank</u>
GENERAL REVENUES:		
Interest income	\$	<u>760,530</u>
TOTAL GENERAL REVENUES		<u>760,530</u>
NET GENERAL REVENUES		<u>760,530</u>
CHANGE IN NET ASSETS/OPERATING INCOME		760,530
NET ASSETS, BEGINNING OF FISCAL YEAR		<u>19,501,331</u>
NET ASSETS, END OF FISCAL YEAR	\$	<u>20,261,861</u>

NEW MEXICO DEPARTMENT OF TRANSPORTATION

**Statement of Cash Flows -
Business-type Activities - Enterprise Fund**

YEAR ENDED JUNE 30, 2008

		<u>State Infrastructure Bank</u>
Cash flows provided from operating activities	\$	2,209,248
Cash flows from capital financing activity:		
Loans issued		(5,251,825)
Loans repaid		<u>4,572,720</u>
Cash flows used from capital financing activity		<u>(679,105)</u>
Net decrease in cash and cash equivalents		1,530,143
Cash and cash equivalents at June 30, 2007		<u>12,497,624</u>
Cash and cash equivalents at June 30, 2008:		
Unrestricted \$9,157,816		
Restricted <u>4,869,951</u>		
	\$	<u><u>14,027,767</u></u>
Reconciliation of operating income to net cash provided from operating activities	\$	760,530
Adjustment to reconcile operating income to net cash by operating activities:		
Increase in interest receivable		(97,199)
Increase in due to other governments		1,110,855
Increase in due to other funds		<u>435,062</u>
Cash flows provided by operating activities	\$	<u><u>2,209,248</u></u>

NATURE OF ORGANIZATION

The New Mexico Department of Transportation (Department), formerly known as the New Mexico State Highway and Transportation Department, within the State of New Mexico is responsible for planning, organizing and directing a comprehensive transportation network. The Department was created by the Constitution of New Mexico, Article V, Section 14; and Sections 67-3-1 through 67-3-70, New Mexico Statutes Annotated, 1978 Compilation. The Highway & Transportation Department Reorganization Bill (House Bill 210) created the Department as of July 1, 1987. Under this reorganization act, portions of the Transportation Department were merged into the Department to create the Department's Aviation and Transportation Divisions. On April 4, 2003, the Governor signed a bill changing the Department's name to the New Mexico Department of Transportation.

The governing body of the Department is a six person State Highway Commission. Commissioners are appointed by the Governor, with the advice and consent of the Senate, and each serves for staggered six-year terms.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial statements for the Department have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) as applied to governmental units. The Governmental Accounting Standards Board (GASB) is the standard-setting body for governmental accounting and financial reporting. The GASB has issued Statement No. 34, *Basic Financial Statements and Management Discussion and Analysis for State and Local Governments*, and Statement No. 38, *Certain Financial Statement Note Disclosures*. These Statements established the financial reporting requirements for state and local governments throughout the United States. The Department is responsible for the fair presentation of the accompanying financial statements in conformity with accounting principles generally accepted in the United States of America. The Department has prepared required supplementary information entitled, *Management's Discussion and Analysis*, which precedes the basic financial statements.

- **Financial Reporting Entity**

The accompanying financial statements of the Department include all funds and activities over which the Department has oversight responsibility. The Department is not included in any other governmental "reporting entity" as defined in Section 2100, Codification of Governmental Accounting and Financial Reporting Standards. Even though the Governor appoints the Commission, the Commission has decision-making authority, the power to designate management, the responsibility to significantly influence operations and primary accountability for fiscal matters. Effective July 1, 2003, GASB 39, *Determining Whether Certain Organizations are Component Units*, expands the criteria of component units. GASB 39 has no impact on the Department and the Department has no blended or discretely presented component units during the year ended June 30, 2008.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued**• Financial Reporting Entity - continued**

The Department, the New Mexico Finance Authority (NMFA) and the Federal Highway Administration (FHWA) established a State Infrastructure Bank (SIB) on September 30, 1997. The SIB is a revolving loan program accounted for as a business-type operation - enterprise fund and is administered by the Department to finance highway projects. The initial capitalization for the SIB came from the Highway Department's allotment of federal funds. The Department matched the federal funds based on the required matching percentage from state funds.

• Government-wide and Fund Financial Statements

The government-wide financial statements (the Statement of Net Assets and the Statement of Activities) report information of all of the activities, except for fiduciary and component units, of the Department. The effect of material interfund activity has been removed from these government-wide statements. Governmental activities, primarily the construction and maintenance of the State's road system, which normally is supported by taxes and intergovernmental revenues, are reported separately from the business-type activities of the SIB, which to a significant extent acts as a business, loaning funds to other entities and charging interest on the loans. Operating income for the SIB is interest income. All other income, if any, would be non-operating income to the SIB.

• Basis of Presentation

The Statement of Activities demonstrates the degree to which the direct expenses of a function are offset by program revenues. Direct expenses are those that are clearly identifiable with a specific department function of building and maintaining the State's road system (public works). Program revenues include charges to customers who purchase, use or directly benefit from goods or services provided by a department. Program revenues also include grants and contributions that are restricted to meeting the operational or capital requirements for public works. Taxes and other items not properly included among program revenues are reported instead as general revenues. Resources that are dedicated internally are reported as general revenues rather than as program revenues. The Department does not allocate general government expenses to other functions except for depreciation (in direct) (Note 9).

Net assets are restricted when constraints placed on them are either externally imposed or are imposed by constitutional provisions or enabling legislation. Internally imposed designations of resources are not presented as restricted net assets. When both restricted and unrestricted resources are available for use, it is generally the Department's policy to use restricted resources first, then unrestricted resources as they are needed.

Governmental funds are reported as major funds in the accompanying financial statements if they meet **both** of the following criteria:

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued**• Basis of Presentation - continued**

Ten percent criterion. An individual governmental fund reports at least ten percent of *any* of the following: a) total governmental fund assets, b) total governmental fund liabilities, c) total governmental fund revenues, or d) total governmental fund expenditures.

Five percent criterion. An individual governmental fund reports at least five percent of the total for both governmental and enterprise funds of any of the items for which it met the ten percent criterion.

The Department's major governmental funds are the following:

State Road Fund (Fund #20100). The state road fund was created by Section 67-3-65, NMSA 1978. The state road fund is the operating fund of the Department and is used to account for substantially all of the Department's financial activities. Section 67-3-59 NMSA establishes that this is a non-reverting fund. This is a special revenue fund.

Bonds Project Fund 2004A GRIP (Fund #20400). The bonds project fund was created when the \$700,000,000 New Mexico State Transportation Senior Lien Revenue Bonds Series 2004A were issued through the New Mexico Finance Authority in May 2004. The funds from the sale of the Debentures were required to be deposited in a special account with the NMFA. Unspent proceeds are on deposit with the NMFA and recorded as restricted cash. The funds are used to finance transportation projects, pay expenses incurred to issue the Debentures and payments of rebate, penalty, interest and other obligations relating to the Debentures or the proceeds. The fund does not receive state general fund appropriations that are subject to reversion. This is a special revenue fund.

Bond Project Fund 2006A GRIP (Fund #10210). The bond project fund was created due to the issuance of the September 2006 \$150,000,000 Revenue Bonds Series 2006A. The 2006A Bonds were issued to provide funds for certain transportation projects authorized by the Legislature that the New Mexico Department of Transportation has deemed necessary or desirable as part of the GRIP transportation projects. The fund does not receive state general fund appropriations that are subject to reversion. This is a special revenue fund.

Bond Project Fund 2006C GRIP (Fund #10250). The bond project fund was created due to the issuance of the September 2006 \$220,000,000 of State Transportation, Series 2006C Revenue Bonds. The series 2006C Bonds were issued as adjustable rate securities and were issued to provide funds for certain transportation projects authorized by the Legislature that the New Mexico Department of Transportation has determined to be necessary or desirable as part of the GRIP transportation projects. The fund does not receive state general fund appropriations that are subject to reversion. This is a special revenue fund.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued**• Basis of Presentation - continued**

Debt Service Fund 2004B and C GRIP (Fund #10090). This fund was created when the \$237,950,000 and \$200,000,000 New Mexico State Transportation Subordinate Lien Refunding Revenue Bonds Series 2004B and Series 2004C were issued through the New Mexico Finance Authority in May 2004. The fund does not receive state general fund appropriations that are subject to reversion. This is a debt service fund.

• Measurement Focus, Basis of Accounting and Financial Statement Presentation

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

Business Type - Proprietary Fund - State Infrastructure Bank (SIB) Financial Statements. The financial statements of the proprietary fund are reported using the economic resources measurement focus and the accrual basis of accounting, similar to the government-wide statements described above.

A proprietary fund has the option under GASB Statement No. 20, *Accounting and Financial Reporting for Proprietary Funds and Other Governmental Entities That Use Proprietary Fund Accounting*, to elect to apply all Financial Accounting Standards Board (FASB) pronouncements issued after November 30, 1989, unless FASB conflicts with GASB. The SIB has elected to not apply FASB pronouncements issued after the applicable date.

Governmental Fund Financial Statements. The governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the Department considers revenues to be available if they are collected within 60 days after year-end. Expenditures generally are recorded when a liability is incurred, as under accrual accounting. Modifications to the accrual basis of accounting include:

- Employees' vested compensated absences are recorded as an expenditure when utilized. The amount of accumulated compensated absences unpaid at June 30, 2008, has been reported only in the government-wide financial statements.
- Interest and principal payments on general long-term obligations is recognized as expenditures when paid.
- Executory purchase orders and contracts are recorded as a reservation of fund balance.

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

- **Measurement Focus, Basis of Accounting and Financial Statement Presentation - continued**

The financial activities of the Department are recorded in individual funds, each of which is deemed to be a separate accounting entity. The Department uses fund accounting to report on its financial position and results of operations. Fund accounting is designed to demonstrate legal compliance and to aid financial management by segregating transactions related to certain government functions or activities. A fund is a separate accounting entity with a self-balancing set of accounts. The measurement focus is on the flow of expendable financial resources, rather than on net income determination.

The following are the governmental fund types used:

Special Revenue Funds. Special Revenue Funds are used to account for the proceeds of specific revenue sources that are restricted to expenditures for specified purposes. The State Road Fund is the operating fund of the Department and is used to account for substantially all of the Department's financial activities. Resources are generated primarily from user and fuel taxes and federal grants. Expenditures are incurred to build and improve the transportation system within the State of New Mexico. These funds do not receive state general fund appropriations that are subject to reversion.

Local Government Road Fund (Fund #20300). The local government road fund was created by Section 67-3-28.2, NMSA 1978. This fund is used to account for monies received for (1) cooperative agreements program for construction and improvement of public highways and streets, and public school parking lots; (2) a municipal arterial program for construction for reconstruction of highways and streets not on the state highway systems; (3) a school bus route program for maintaining, repairing, improving and paving school bus routes, and public school parking lots; and (4) a county arterial program for construction, reconstruction, improvement and maintenance of county roads. Funding is received from state excise taxes. The fund does not receive state general fund appropriations that are subject to reversion.

Federal Planning and Development Fund (Fund #10030). This fund is authorized by the Commission to account for the planning and administration of federal grant monies and state matching funds for mass transportation and railroad improvements. The Highway Safety Act of 1966, as amended, 23 U.S.C. 401 Et. Seq. and 23 U.S.C. 410, authorizes the establishment of this fund. The fund does not receive state general fund appropriations that are subject to reversion.

Traffic Safety Fund (Fund #20800). This fund is authorized by the Commission to account for federal grant monies and state matching monies received for various traffic safety programs. This is a non-reverting fund.

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

- **Measurement Focus, Basis of Accounting and Financial Statement Presentation - continued**

Special Revenue Funds – continued

State Aviation Fund (Fund #20500). The State Aviation Fund was created by Section 64-1-15, NMSA 1978. This fund is used to account for planning, construction and maintenance of a system of airports, navigation aids and related facilities serving New Mexico. Financing is provided from all unrefunded taxes collected on the sale of motor fuel sold for use in aircraft. This is a non-reverting fund.

Motorcycle Training Fund (Fund #20600). The motorcycle training fund was created by Section 66-10-10, NMSA 1978. This fund is used to account for the operation of a motorcycle safety training program. Financing is provided from motorcycle registration fees and student training fees. All money in the motorcycle training fund in excess of amounts budgeted revert to the State Road Fund.

Driver Improvement Program Fund (Fund #10020). The driver improvement program fund was created by Executive Order 87-20. This fund is used to account for the operation of a driver improvement program. Financing is provided from fees collected for drivers' manuals and admissions to driver training courses. This is a non-reverting fund.

DWI Prevention and Education Fund (Fund #20700). The DWI prevention and education fund was created by Section 66-5-35, NMSA 1978. This fund is used to account for the operation of a DWI (Driving While Intoxicated) prevention and education program for elementary and secondary school students. Financing is provided from limited license and permit fees. This is a non-reverting fund.

Bond Project Fund (1993 Bonds) (Fund #39400). The bond project fund was created due to the issuance of the December 1993 \$50,000,000 State of New Mexico Highway Debentures. The funds from the sale of all of the Debentures were required to be deposited in a special account with the State Treasurer. Proceeds can also be invested in U.S. Treasury obligations held by the State Treasurer with maturities of no more than one year until needed. The funds are to be used to finance state highway projects, pay expenses incurred to issue the Debentures and payments of rebate, penalty, interest and other obligations relating to the Debentures or the proceeds. The fund does not receive state general fund appropriations that are subject to reversion.

Bond Project Fund (1998 & 1999 CHAT) (Fund #43000). The bond project fund was created due to the issuance of the October 1998 \$105,000,000 New Mexico State Highway Commission Senior Subordinate Lien Tax Revenue Bonds Series 1998A and the \$100,000,000 New Mexico State Highway Commission Senior Subordinate Lien Tax Revenue Bonds Series 1999 issued in November 1999. The funds from the sale of the Debentures were required to

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

- **Measurement Focus, Basis of Accounting and Financial Statement Presentation - continued**

Special Revenue Funds – continuedBond Project Fund (1998 & 1999 CHAT) (Fund #43000) - continued.

be deposited in a special account with the State Treasurer. Also, proceeds can be invested in U.S. Treasury obligations and repurchase agreements with maturities of no more than one year until needed. The funds are to be used to finance state highway projects, pay expenses incurred to issue the Debentures and payments of rebate, penalty, interest and other obligations relating to the Debentures or the proceeds. The fund does not receive state general fund appropriations that are subject to reversion.

Bond Project Fund (2000 CHAT) (Fund #34500). The bond project fund was created due to the issuance of the May 2000 \$201,000,000 New Mexico State Highway Commission Senior Subordinate Lien Tax Revenue Bonds Series 2000A. The funds from the sale of the Debentures were required to be deposited in a special account with the State Treasurer. Proceeds can also be invested in U.S. Treasury obligations and repurchase agreements with maturities of no more than one year until needed. The funds are to be used to finance state highway projects, pay expenses incurred to issue the Debentures and payments of rebate, penalty, interest and other obligations relating to the Debentures or the proceeds. The fund does not receive state general fund appropriations that are subject to reversion.

Bond Project Fund (2001 CHAT) (Fund #00600). The bond project fund was created due to the issuance of the March 2001 \$198,800,000 New Mexico State Highway Commission Senior Subordinate Lien Tax Revenue Bonds Series 2001A. The funds from the sale of the Debentures were required to be deposited in a special account with the State Treasurer. Proceeds can also be invested in U.S. Treasury obligations and repurchase agreements with maturities of no more than one year until needed. The funds are to be used to finance state highway projects, pay expenses incurred to issue the Debentures and payments of rebate, penalty, interest and other obligations relating to the Debentures or the proceeds. The fund does not receive state general fund appropriations that are subject to reversion.

Bond Project Fund (2002A CHAT) (Fund #36800). The bond project fund was created due to the issuance of the January 2002 \$95,000,000 New Mexico State Highway Commission Senior Subordinate Lien Tax Revenue Bonds Series 2002A. The funds from the sale of the Debentures were required to be deposited in a special account with the State Treasurer. Proceeds can also be invested in U.S. Treasury obligations and repurchase agreements with maturities of no more than one year until needed. The funds are to be used to finance state highway projects, pay expenses incurred to issue the Debentures and payments of rebate, penalty, interest and other obligations relating to the Debentures or the proceeds. The fund does not receive state general fund appropriations that are subject to reversion.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued**• Measurement Focus, Basis of Accounting and Financial Statement Presentation - continued****Special Revenue Funds – continued**

Bond Project Fund (2002C HIF) (Fund #36100). The bond project fund was created due to the issuance of the May 2002 \$67,750,000 New Mexico State Highway Commission Infrastructure Fund Revenue Highway Bonds Series 2002C. The funds from the sale of the Debentures were required to be deposited in a special account with the State Treasurer. Proceeds can also be invested in U.S. Treasury obligations and repurchase agreements with maturities of no more than one year until needed. The funds are to be used to finance state highway projects, pay expenses incurred to issue the Debentures and payments of rebate, penalty, interest and other obligations relating to the Debentures or the proceeds. The fund does not receive state general fund appropriations that are subject to reversion.

Bond Project Fund (2002D CHAT) (Fund #11500). The bond project fund was created due to the issuance of the December 2002 \$16,000,000 New Mexico State Highway Commission Senior Subordinate Lien Tax Revenue Bonds Series 2002D. The funds from the sale of the Debentures were required to be deposited in a special account with the State Treasurer. Proceeds can also be invested in U.S. Treasury obligations and repurchase agreements with maturities of no more than one year until needed. The funds are to be used to finance state highway projects, pay expenses incurred to issue the Debentures and payments of rebate, penalty, interest and other obligations relating to the Debentures or the proceeds. The fund does not receive state general fund appropriations that are subject to reversion.

Bond Project Fund 2006A (Fund #10210). The bond project fund was created due to the issuance of the September 2006 \$150,000,000 Revenue Bond Series 2006A. The 2006A Bonds were issued to provide funds for certain transportation projects authorized by the Legislature that the New Mexico Department of Transportation has deemed necessary or desirable as part of the GRIP transportation projects. The fund does not receive state general fund appropriations that are subject to reversion.

Bond Project Fund 2006B (Fund #10230). The bond project fund was created due to the issuance of the September 2006 \$40,085,000 of State Transportation, Series 2006B Refunding Revenue Bonds. The series 2006B Bonds were issued to provide funds to refund and restructure certain outstanding bonds of the State Transportation Commission.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

- **Measurement Focus, Basis of Accounting and Financial Statement Presentation - continued**

Special Revenue Funds – continued

Bond Project Fund 2006C (Fund #10250). The bond project fund was created due to the issuance of the September 2006 \$220,000,000 of State Transportation, Series 2006C Revenue Bonds. The series 2006C Bonds were issued as adjustable rate securities and were issued to provide funds for certain transportation projects authorized by the Legislature that the New Mexico Department of Transportation has determined to be necessary or desirable as part of the GRIP transportation projects. The fund does not receive state general fund appropriations that are subject to reversion.

Bond Project Fund 2006D (Fund #10270). The bond project fund was created due to the issuance of the September 2006 \$50,400,000 of State Transportation, Series 2006D Revenue Bonds. The series 2006D Bonds were issued to provide funds for an escrow account required to be maintained by the Department pursuant to a Joint Use Agreement between the Department and the BNSF Contingent Liability Fund. The fund does not receive state general fund appropriations that are subject to reversion.

Severance Tax Bond Appropriations Fund (Fund #10060). The Severance Tax Bond fund was created to separately account for the construction of infrastructure on behalf of other governments in annual legislative appropriations. This is funded through the sale of Severance Tax Bonds and is distributed through the Board of Finance of the Department of Finance and Administration. This fund reverts upon completion of the appropriation project or upon expiration of the appropriation period. Appropriations are received on a reimbursement basis as expenditures occur; therefore only budgetary reversions are made when applicable.

General Fund Appropriations Fund (Fund 10070). The General Fund Appropriations fund was created to separately account for the construction of infrastructure on behalf of other governments in annual legislative appropriations. This is funded through the transfer of funds from the State General Fund. This fund reverts to the State General Fund upon completion of the appropriation project or upon expiration of the appropriation period.

Debt Service Funds. Debt Service Funds are used to account for the accumulation of resources for, and the payment of, general long-term debt principal, interest and related costs. Debt service requirements are met through the monthly transfer of vehicle and gasoline tax revenues from the State Road Fund. The Department may transfer interest earned on the other bond issues to their respective debt service funds. These funds do not receive state general fund appropriations that are subject to reversion.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued**• Measurement Focus, Basis of Accounting and Financial Statement Presentation - continued****Debt Service Funds - continued**

Debt Service - WIPP Bonds (Fund #97200). Created when the \$100,000,000 New Mexico State Highway Commission Subordinate Lien Tax Revenue Highway Bond Series 1998B were issued in October 1998.

Debt Service - 1998 CHAT Bonds (Fund #54800). Created when the \$105,000,000 New Mexico State Highway Commission Senior Subordinate Lien Tax Revenue Bonds Series 1998A were issued in October 1998.

Debt Service - 1999 CHAT Bonds (Fund #43400). Created when the \$100,000,000 New Mexico State Highway Commission Senior Subordinate Lien Tax Revenue Bonds Series 1999 were issued in November 1999.

Debt Service - 2000 CHAT Bonds (Fund #43200). Created when the \$201,000,000 New Mexico State Highway Commission Senior Subordinate Lien Tax Revenue Bonds Series 2000A were issued in May 2001.

Debt Service - 2001 CHAT Bonds (Fund #00700). Created when the \$198,800,000 New Mexico State Highway Commission Senior Subordinate Lien Tax Revenue Bonds Series 2001A were issued in March 2001.

Debt Service - 2002A CHAT Bonds (Fund #54700). Created when the \$95,000,000 New Mexico State Highway Commission Senior Subordinate Lien Tax Revenue Bonds Series 2002A were issued in January 2002.

Debt Service - 2002B WIPP Bonds (Fund #75000). Created when the \$79,920,000 New Mexico State Highway Commission Lien Tax Revenue Bonds Series 2002B were issued in January 2002.

Debt Service - 2002C HIF Bonds (Fund #36300). Created when the \$67,750,000 New Mexico State Highway Commission Infrastructure Fund Revenue Bonds Series 2002C were issued in May 2002.

Debt Service - 2002D CHAT Bonds (Fund #18700). Created when the \$16,000,000 New Mexico State Highway Commission Senior Subordinate Lien Tax Revenue Bonds Series 2002D were issued in December 2002.

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

- Measurement Focus, Basis of Accounting and Financial Statement Presentation - continued

Debt Service Funds - continued

Debt Service Fund - 2004A GRIP (Fund #10080). This fund was created when the \$700,000,000 New Mexico State Transportation Subordinate Lien Refunding Revenue Bond Series 2004A were issued through the New Mexico Finance Authority in 2004.

2004B/C GRIP Debt Service Fund (Fund #10090). This fund was created when the \$237,950,000 and \$200,000,000 New Mexico State Transportation Subordinate Lien Refunding Revenue Bonds Series 2004B and Series 2004C were issued through the New Mexico Finance Authority in May 2004.

Debt Service Fund – 2006A (Fund #10220). The fund was created when the \$150,000,000 New Mexico State Highway Commission Revenue Bonds Series 2006A were issued in September 2006.

Debt Service Fund – 2006B (Fund #10240). The fund was created when the \$40,085,000 New Mexico State Highway Commission Revenue Bonds Series 2006B were issued in September 2006.

Debt Service Fund – 2006C (Fund #10260). The fund was created when the \$220,000,000 New Mexico State Highway Commission Revenue Bonds Series 2006C were issued in September 2006.

Debt Service Fund – 2006D (Fund #10280). The fund was created when the \$50,400,000 New Mexico State Highway Commission Revenue Bonds Series 2006D were issued in September 2006.

Debt Service Fund – 2008A (Fund #10410). The fund was created when the \$115,200,000 New Mexico State Transportation Commission Revenue Bonds Series 2008A were issued in April 2008 to refund certain outstanding bonds of the NMFA which were issued for the purpose of financing projects administered by the New Mexico Department of Transportation.

Debt Service Fund – 2008B (Fund #10420). The fund was created when the \$220,000,000 New Mexico State Transportation Commission Revenue Bonds Series 2008B were issued in April 2008 to refund certain outstanding bonds of the NMFA which were issued for the purpose of financing projects administered by the New Mexico Department of Transportation.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued**• Measurement Focus, Basis of Accounting and Financial Statement Presentation - continued****Debt Service Funds - continued**

Debt Service Fund – 2008C (Fund #10430). The fund was created when the \$84,800,000 New Mexico State Transportation Commission Revenue Bonds Series 2008C were issued in May 2008 to refund certain outstanding bonds of the NMFA which were issued for the purpose of financing projects administered by the New Mexico Department of Transportation.

Debt Service Fund – 2008D (Fund #10440). The fund was created when the \$50,400,000 New Mexico State Transportation Commission Revenue Bonds Series 2008D were issued in May 2008 to refund certain outstanding bonds of the NMFA which were issued for the purpose of financing projects administered by the New Mexico Department of Transportation.

Capital Project Improvements Fund. The Capital Project Improvements Fund is used to account for the purchase or construction of facilities used in the operation of the Department. It is a non-major fund. This fund reverts to the State Road Fund upon completion of the appropriation project or appropriation period. All governmental funds are accounted for using the modified accrual basis of accounting. The funds' revenues are recognized in the period in which they become susceptible to accrual (i.e., when they are both measurable and available to pay liabilities in the current period). "Available" is defined as collectible within the current period or soon enough thereafter, within 60 days after year-end, to be used to pay liabilities of the current period. Intergovernmental revenues, including Federal allotments and grants, are recorded in accordance with their legal or contractual requirements if collected in the current period or if collectibility is assured subsequent to year-end. Grant revenues are collected in advance of the period intended to finance expenditures. If the eligibility requirements are not met, they are recorded as deferred revenues.

• Budgets and Budgetary Accounting

Per the General Appropriation Act, Laws of 2007, Chapter 28, Section 3, item N, "For the purpose of administering the General Appropriation Act of 2007 and approving operating budgets, the state of New Mexico shall follow the modified accrual basis of accounting for governmental funds in accordance with the manual of model accounting practices issued by the department of finance and administration." The budget is adopted on the modified accrual basis of accounting except for accounts payable accrued at the end of the fiscal year that do not get paid by the statutory deadline per Section 6-10-4 NMSA 1978. Those accounts payable that do not get paid timely must be paid out of the next year's budget. Encumbrances related to single year appropriations lapse at year end. Encumbrances related to single year appropriations lapse at year end. Appropriation periods are sometimes for periods in excess of twelve months (multiple-year appropriations). When multiple-year appropriation periods lapse, the authority for the budget also lapses and encumbrances can no longer be charged to that budget.

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

- **Budgets and Budgetary Accounting - continued**

The legal level of budgetary control is at the appropriation unit level.

- **Interfund and Interagency Transactions**

Transfers which, because of budgetary or legal restrictions, must be expended by funds other than the fund initially receiving the revenue, are recorded as operating transfers in (out) under the other financing sources (uses) category (Notes 10 and 14) in the governmental fund financial statements.

- **Restricted Cash and Cash Equivalents**

The funds deposited in the debt service funds are restricted to pay future principal and interest payments due under the \$105,000,000 Senior Subordinate Lien Tax Revenue Highway Bonds, Series 1998A (CHAT Bonds); the \$100,000,000 Subordinate Lien Tax Revenue Highway Bonds, Series 1998B (WIPP Bonds); the \$100,000,000 Senior Subordinate Lien Tax Revenue Highway Bonds, Series 1999 (CHAT Bonds); the \$201,000,000 Senior Subordinate Lien Tax Revenue Highway Bonds, Series 2000A (CHAT Bonds); the \$198,800,000 Senior Subordinate Lien Tax Revenue Highway Bonds, Series 2001A (CHAT Bonds); the \$95,000,000 Senior Subordinate Lien Tax Revenue Highway Bonds, Series 2002A (CHAT Bonds); the \$79,920,000 Senior Subordinate Lien Tax Revenue Highway Bonds, Series 2002B (WIPP Bonds); the \$67,750,000 Highway Infrastructure Fund Revenue Highway Bonds, Series 2002C (HIF Bonds); and the \$16,000,000 Senior Subordinate Tax Revenue Highway Bonds, Series 2002D (CHAT Bonds). The remaining balance of the proceeds from the sale of the debentures, bonds and the NMFA loan are also classified as restricted cash because of the limited use of these funds. Proceeds of the various bond issues are also invested through the State Treasurer's Office in securities repurchase agreements with financial institutions and a money market mutual fund that invests in U.S. Treasury securities. Cash received from the Department of Energy (for the WIPP Project fund) in advance of incurring the eligible expenditures is also reflected as restricted cash because the cash can only be used on specified road projects. Cash held in the State Infrastructure Bank is restricted for use in funding loans (Note 2).

Cash and cash equivalents, for the purpose of the cash flows, has interest in the State General Fund Investment Pool of the State Treasurer's Office.

- **Taxes Receivable**

Taxes receivable represent the amounts due from the New Mexico Taxation and Revenue Department for the Department's June 30 fiscal year user and fuel taxes that are received by the Department after year-end. Accordingly, no allowance for uncollectible amounts is necessary. The revenue related to taxes is recorded when the underlying transaction occurs.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued**• Accounts Receivable**

Accounts receivable consists of amounts due from various entities: individuals and other state and local agencies located within the State of New Mexico for the sale of maps, brochures and other materials; federal excise taxes; and for other services performed by the Department. The Department provides an allowance for uncollectible accounts. The allowance is based on estimated collectible balances using an analysis of an aging of outstanding accounts and historical collection experience. The Department does not require collateral on these accounts receivable (Note 3).

• Severance Tax Bonds Proceeds Receivable

The State of New Mexico Legislature has authorized the State Board of Finance to issue and sell revenue bonds that are to be retired using future taxes levied against the extractive industries in the state. The proceeds from bonds sold are appropriated to the Department to be used for specific programs. Expenditures incurred by the Department for such programs are reimbursable from the State Board of Finance. The severance tax bonds proceeds receivable represents expenditures incurred by the Department, but not yet reimbursed by the Board of Finance (Note 4).

• Notes and Loans Receivable

Notes receivable represent:

- Funds advanced to various state and local agencies to promote van-pooling activities within the state. The Federal Highway Administration (FHWA) provides matching funds (90%) for the purchase of vehicles by various not-for-profit van pooling organizations.
- The funds advanced to such organizations are payable to the Department and are designated for future vehicle purchases.
- Notes issued to individuals displaced by purchases of right of way properties. The funds loaned to such individuals are provided in part by FHWA funds per FHWA guidelines.

Loans receivable represent:

Loans to other governmental entities made by the State Infrastructure Bank. Loans are stated at their principal amount. Interest on loans is accrued based on the daily principal balance outstanding, except when a loan has been past due for 90 days. All loans are to governmental entities and secured by certain pledged revenues. The loans are being repaid in accordance with their loan agreements. Management's evaluation of the loan portfolio has determined that no allowance for uncollectible loans is required at June 30, 2008. There are no loans past due for more than 90 days as of the end of the fiscal year which require placement on non-accrual status (Note 5).

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued**• Due From the U.S. Department of Transportation**

Due from the U.S. Department of Transportation represents amounts billed and unbilled in accordance with the various grant agreements. The "billed" portion represents contract expenditures incurred and billed by the Department. The "unbilled" portion represents expenditures included in accounts payable that will be billed when paid by the Department. The "excess project costs" represents costs actually incurred on a project in excess of approved amounts. The Department provides for an allowance for uncollectible accounts in excess of project costs classification. The allowance is based on an analysis of amounts that are reasonably assured of collection (Note 6).

• Due From/To Other Funds

Due from/to other funds represent amounts due from and to other funds within the Department (Note 7) and are included in the governmental fund financial statements. Inter-fund transactions are eliminated in the GAAP-basis governmental-wide financial statements.

• Due to State General Fund (Reversions)

Reversions to the State General Fund by the Department are based on the definitions of both reverting and non-reverting funds. Reversions are calculated by applying the percentage of reverting fund (to total budget for the category) to the amount unexpended for the category at fiscal year-end.

• Inventory

Inventory is valued at cost using the first-in, first-out method. Special Revenue Fund inventory consists of materials used in the Department's operations.

The inventory costs are recorded as expenditures when consumed rather than when purchased. Reported inventories are equally offset by the fund balance reserve, which indicates that it does not constitute "available spendable resources" (Note 8) even though they are a component of current assets.

• Prepaid Expense - Warranty

The warranty represents the no-fault portion of \$32,490,080 being amortized over 20 years that will meet performance criteria. The remaining \$13,148,286 of the warranty that represents the no-fault warranty that the structures will meet performance criteria is being amortized over 11 ½ years.

• Property Held for Resale

Property held for resale represents excess land acquired through condemnation and is recorded at its estimated fair value. The Department's management estimated the fair value based upon original cost plus inflation using the Consumer Price Index (CPI).

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued**• Capital Assets**

Capital assets, which include property, plant, equipment, software in the equipment category, and infrastructure assets (which is normally immovable and of value only to the state, such as roads, streets, tunnels and similar infrastructure items), are reported in the governmental activities columns in the government-wide financial statements. The Department has no internally developed software that requires capitalization. As a result of House Bill 1074, effective date June 17, 2005, the State's capitalization policy threshold was changed from \$1,000 to \$5,000, requiring agencies to capitalize acquisitions greater than \$5,000. Assets purchased prior to June 17, 2005 were not removed and will continue to be depreciated. Purchased and constructed capital assets are valued at historical or estimated historical cost. The Department has not capitalized any construction period interest expense. Donated capital assets are recorded at their estimated fair value at the date of donation.

- The Department records as capital assets the specific roads, tunnels and other infrastructure it owns or over which it has primary responsibility for maintenance. According to GASB, if the Department has the primary responsibility for the asset's maintenance, then the capital asset would be recorded on its books.
- An estimated historical cost of the entire infrastructure on the Department's government-wide financial statements was determined as of June 2001. The Department calculated the replacement cost as of June 30, 2001 for its entire infrastructure and then deflated the cost by use of a construction price level index maintained by the Federal Highway Administration. Accumulated depreciation at June 30, 2001 was calculated based on the estimated historical cost of the infrastructure, estimated use of the assets and using a 25 to 30-year life of the infrastructure. Current year activity is shown in Note 9 to the financial statements.
- The Department follows the depreciation method to record infrastructure assets. This method requires the Department to allocate the cost of infrastructure assets over their useful lives as depreciation expense. Another allowable methodology is to use the modified approach to record infrastructure. Under this process, the Department does not record depreciation expense nor are amounts capitalized in connection with improvements to these assets, unless the improvements expand the capacity or efficiency of an asset. If this method was used, it would require the Department to: 1) commit to maintaining and preserving the assets at or above a condition level established by the Department, 2) maintain an inventory of the assets and perform periodic assessments to ensure that the condition level is being maintained, and 3) make annual estimates of the amounts that must be expended to maintain and preserve assets at the predetermined condition levels. The Department elected to use the depreciation method as it determined it could not meet the condition to maintain the infrastructure at a predetermined condition level due to an anticipated lack of future funding for maintenance. All major infrastructure has been recorded.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

• **Capital Assets - continued**

- The Department records its other capital assets (buildings and machinery and equipment) at historical cost and depreciates the assets over their estimated useful lives. Capital assets acquired in the current year in the governmental funds are recorded as expenditures in the governmental fund financial statements. Depreciation expense is recorded in the government-wide financial statements.

Capital assets of the Department are depreciated on the straight-line method over the assets' estimated useful life. There is no depreciation recorded for land and right-of-way land. Generally, estimated useful lives are as follows:

Machinery and Equipment	7 - 14 years
Buildings and Other Improvements	40 years
Infrastructure	25 - 30 years

• **Deferred Revenue**

Deferred revenue occurs when the Department receives funds before the corresponding expense or expenditure has been incurred, or all of the eligibility requirements have been met. The Department has received funds in advance of work done from the Department of Energy (DOE) for road projects and other costs relating to the Waste Isolation Pilot Plant (WIPP). The Department has received pass-through federal funds in advance of work done from the New Mexico Department of Human Services for the temporary assistance of needy families. Revenue is recognized when eligible expenditures are incurred for these projects and programs and all eligibility requirements are met.

• **Compensated Absences**

The Department accounts for the accumulated vacation and sick leave on the accrual basis in accordance with GASB 16. Accrued vacation up to 240 hours is recorded in the Statement of Net Assets at 100% of the employee's hourly wage. In addition, accrued sick leave over 600 up to 720 hours less the amount classified as current is recorded in the Statement of Net Assets at 50% of the employee's hourly wage. Compensatory time is accrued at a rate of one and one-half hours for each hour of employment for which overtime compensation is required for those employees covered by the Fair Labor Standards Act (FLSA). Employees exempt from coverage by FLSA earn one hour of compensatory time for each overtime hour. The accrual for compensated absences is calculated at pay rates in effect at June 30, 2008, and includes direct and incremental salary related payments, such as the employees' share of social security taxes.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued**• Long-Term Obligations**

Premiums, Discounts and Issuance Costs - In the government-wide financial statements, long-term debt and other long-term obligations are presented in the columns for governmental and business-type activities. The same is presented in the proprietary fund financial statements. Bond and note premiums and discounts, as well as issuance costs, are deferred and amortized straight line over the life of the debt. Bonds and notes payable are reported net of the applicable bond premium or discount. Bond issuance costs are reported as deferred charges in other assets and also amortized straight line over the term of the related debt.

In the governmental fund financial statements, governmental funds recognize bond premiums and discounts, as well as bond issuance costs, during the current period. The face amount of debt issued is reported as other financing sources. Premiums received on debt issuance are reported as other financing sources, while discounts are reported as other financing uses. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as other expenditures.

Arbitrage Rebate Liability - Any arbitrage rebate is recorded as a liability when it is determined to be owed to the Internal Revenue Service.

• Net Assets

The government-wide financial statements utilize a net asset presentation. Net assets are categorized as investment in capital assets (net of related debt), restricted and unrestricted.

Investments in Capital Assets - is intended to reflect the portion of net assets which is associated with non-liquid capital assets less outstanding capital asset related debt. The net related debt is the debt less the outstanding liquid assets and any associated unamortized cost.

Restricted Assets - are liquid assets (generated from revenues and not bond proceeds), which have third-party (statutory or granting agency) limitation on their use. When there is an option, the Department spends restricted resources first.

Unrestricted Assets - are all other net assets that do not meet the definition of "restricted assets" or "investments in capital assets".

• Encumbrances

With the Laws of 2004, Chapter 114, "General Appropriations" establishing the modified accrual basis of accounting for governmental funds as the budgetary basis of accounting for the State of New Mexico, there are no encumbrances outstanding at year-end with the exception of the Capital Projects Fund. Encumbrances outstanding in this fund at year-end are reported as reservations of fund balance on the balance sheets (in the fund financial statement) and do not constitute expenditures or liabilities because the commitment will be honored during the subsequent year.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued**• Encumbrances - continued**

It is necessary to include the budgetary basis consistent with the Department's legally adopted budget as presented in the required supplementary information. Unused and excess encumbrances are adjusted in the year it is determined the funds will not be spent.

• Reservations

Reservations of fund balance are created to either (1) satisfy legal covenants that require that a portion of the fund balance be segregated, or (2) identify the portion of the fund balance that is not appropriated for future expenditures. Specific reservations of fund balance accounts are summarized below:

Reserved for Encumbrances. This reserve was created to represent encumbrances outstanding at the end of the year based on purchase orders and contracts signed by the Department but not completed as of the close of the fiscal year.

Reserved for Inventory. This reserve was created to represent the portion of fund balance that is not available for expenditures because the Department expects to use the resources within the next budgetary period.

• Designated Fund Balance

The Department established a designation for projects to be funded by the Capital Projects Fund that have not been started in the governmental fund financial statements.

• 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 reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

• Eliminations

Total columns in the governmental fund financial statements are captioned "Total (Governmental Funds)" to indicate that they are presented only to facilitate financial analysis. Data in these columns does not present financial position, results of operation or changes in financial position of the Department as a whole in conformity with generally accepted accounting principles. Interfund eliminations have not been made in the aggregation in the governmental fund financial statements. Due from/to other funds and interfund transfers have been eliminated in the government-wide financial statements.

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

2. CASH AND CASH EQUIVALENTS

Cash funds, other than petty cash, are deposited by the Department into its accounts with the State Treasurer, which are pooled and invested by the State Treasurer. The State Treasurer issues separate financial statements, which disclose the collateral pledged to secure these deposits, the categories of risk involved, and the market value of purchased investments. In general, state statutes require that all deposits held by the State Treasurer be collateralized at a minimum level of 50 percent. Money of the Department may be deposited with the State Treasurer for a short-term investment pursuant to Section 6-10-10.1, NMSA 1978 Compilation, or may be invested in direct and general obligations or of obligations fully and unconditionally guaranteed by the United States, obligations issued by agencies of the United States, obligations of the State of New Mexico, or any political subdivision of the State and other investments allowed by state law. Petty cash funds are deposited with various financial institutions and are fully insured. Some of the cash held by the trustee for the NMFA loan proceeds is also invested in a money market mutual fund that invests in short-term U.S. Treasury securities. The reconciled balances at June 30, 2008, are as follows:

	<u>SHARE Account Number</u>	<u>Amount</u>
Unrestricted:		
Road Fund	20100/10040/78800 78900/82000	\$ 16,374,458
Local Government Fund	20300	19,789,298
Aviation Fund	20500	3,363,538
Motorcycle Training Fund	20600	280,364
DWI Prevention Fund	20700	1,018,771
Traffic Safety	20800/82600/10010	10,289,023
Driver Improvement Program Fund	10020	3,191
Federal Planning and Development	10030	<u>(1,383,955)</u>
Total unrestricted State Treasurer's Accounts		49,734,688
Unrestricted petty cash		<u>2,600</u>
Total unrestricted cash		49,737,288
Restricted:		
Capital Project Improvements	10050	(8,988,138)
General Fund Appropriations Fund	10070	(8,649,323)
Severance Tax Appropriations Fund	10060	119,182,809
Road Fund (relates to WIPP bond projects and various other road projects)	20200/43100	48,392,141
Bond Project Fund (1993 Bonds)	39400	1,605,586
Debt Service Fund (1998 WIPP Bonds)	97200	606
Bond Project Fund (1999 CHAT Bonds)	43000	241,049

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

2. CASH AND CASH EQUIVALENTS - continued

	<u>SHARE Account Number</u>		<u>Amount</u>
Bond Project Fund (2000 CHAT Bonds)	34500	\$	6,675
Bond Project Fund (2001 CHAT Bonds)	00600		9,424,555
Bond Project Fund (2002A CHAT Bonds)	36800		154,124
Bond Project Fund (2002C HIF Bonds)	36100		1,282,448
Bond Project Fund (2002D CHAT Bonds)	11500		767,090
Bond Project Fund (2006A GRIP Bonds)	10210		(9,093,802)
Bond Project Fund (2006B GRIP Bonds)	10250		(12,887,361)
Bond Project Fund (2004A GRIP Bonds)	20400		9,241,574
Debt Service Fund (1998 CHAT Bonds)	54800		139,242
Debt Service Fund (1999 CHAT Bonds)	43400		139,990
Debt Service Fund (2000 CHAT Bonds)	43200		200,704
Debt Service Fund (2001A CHAT Bonds)	00700		232,648
Debt Service Fund (2002A CHAT Bonds)	54700		82,188
Debt Service Fund (2002B WIPP Bonds)	75000		109,081
Debt Service Fund (2002C HIF Bonds)	36300		61,199
Debt Service Fund (2002D CHAT Bonds)	18700		12,597
State Infrastructure Bank	89300		<u>14,027,767</u>
 Total restricted State Treasurer's accounts			 <u>165,685,449</u>
 Total State Treasurer accounts and petty cash			 215,422,737
 Other authorized bank accounts – Wells Fargo Bank			 2,194,463
 Bond proceeds invested in Money Market Mutual Funds at Bank of Albuquerque			 <u>435,974,157</u>
 Total cash		\$	 <u>653,591,357</u>

State law requires that repurchase agreements be secured by collateral with a market value greater than 102% of the value of the agreement. The securities are held by a third party in the Department's name. The fair value of the repurchase agreement approximates the cost at June 30, 2008.

Bond proceeds are invested in money market mutual funds at the Bank of Albuquerque	\$ <u>435,974,157</u>
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NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

2. **CASH AND CASH EQUIVALENTS - continued**

Money market funds are managed by New Mexico Finance Authority (fiscal agent) and held by State Treasurer authorized bank accounts at Bank of Albuquerque as trustee and paying agent for Department. The sources of funds are bond proceeds and other debt service requirements. These funds are invested in short-term money market accounts that invest in U.S. Treasury obligations and repurchase agreements collateralized by U.S. Treasury obligations in accordance with state law. The trustees are also permitted to purchase U.S. Treasury obligations.

Custodial Credit Risk. Custodial credit risk is the risk that, in the event of failure of the counterparty, the Department will not be able to recover the value of its collateral securities that are in the possession of an outside party. All are fully collateralized and the collateral is held in the Department's name.

Credit Risk. The Authority's investments shall be in accordance with State Law, 6-10-10 and 6-10-10.1 NMSA 1978, including but not limited to the following: Treasury Bills, Notes, Bonds, Strips and U.S. Government.

Concentration of Credit Risk. Concentration of credit risk is defined as investments of more than 5% in any one issuer. The Department is not susceptible to concentration of credit risk.

Interest Rate Risk. Interest rate risk is the risk that interest rate fluctuations may adversely affect an investment's fair value. The prices of securities fluctuate with market interest rates and the value of securities held in a collateral portfolio will decline if market interest rates rise. In this event, the financial institution is required to provide additional collateral necessary to comply with New Mexico State Statute. Therefore, funds are not susceptible to interest rate risk as they are all fully collateralized.

3. **ACCOUNTS RECEIVABLE/OTHER STATE AGENCIES**

The aging of accounts receivable as of June 30, 2008, is as follows:

Number of Days Outstanding

0 - 30	\$	-
31 - 60		2,018,318
61 - 120		37,438
Beyond 120		<u>328,756</u>
		2,384,512
Allowance for uncollectible accounts		<u>(2,325,768)</u>
	\$	<u><u>58,744</u></u>

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

3. ACCOUNTS RECEIVABLE/OTHER STATE AGENCIES - continued

The allowance for uncollectible accounts has been established from experience based on the records of the respective activities.

Other state agencies amount of \$1,199,225 represents interest receivable from the State Treasurer's Office. The entire amount is deemed fully collectible.

4. SEVERANCE TAX BOND PROCEEDS RECEIVABLE

Severance tax bonds proceeds receivable as of June 30, 2008, appropriated to the Department, were held by the State Board of Finance to reimburse expenditures incurred by the Department. The activity of this account is as follows:

Balance, beginning of year	\$ 64,405,183
Sale and reauthorization of severance tax bonds	43,412,622
Funding from the State Board of Finance	(13,112,781)
Reversion to the State Board of Finance	<u>(527,678)</u>
Balance, end of year	\$ <u>94,177,346</u>
Total approved funding from the State Board of Finance	\$ 13,112,781
FY07 approved funding from the State Board of Finance	<u>(44,905,482)</u>
FY08 approved funding from the State Board of Finance	\$ <u>(31,792,701)</u>

The funding for the year ended June 30, 2008 was received under the Laws of 1994, Chapter 148; Laws of 1999, Chapter 2; Laws of 2000, Chapter 23; Laws of 2002, Chapter 110; Laws of 2003, Chapters 110 and 429; Laws of 2005, Chapter 347; Laws of 2006, Chapters 347 and 111; Laws of 2007, Chapter 42; and Laws of 2008, for projects completed. Of the amount available for draw of \$94,177,346, \$12,817,132 was expended and due to the Department as of year end.

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

5. NOTES AND LOANS RECEIVABLE

Notes receivable as of June 30, 2008 consist of the following:

A note receivable from a private entity, non-interest bearing, in accordance with federal statutes, collateralized by various property.	\$ <u>21,543</u>
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Loans receivable funded by the SIB consist of the following:

City of Albuquerque, including interest at 1.5%, due during the 2009 federal fiscal year, secured by federal highway revenue.	\$ 641,087
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City of Rio Rancho, including interest at 1.5%, due during the 2009 federal fiscal year, secured by federal highway revenue.	325,677
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County of Bernalillo, including interest at 1.5%, due during the 2009 federal fiscal year, secured by federal highway revenue.	3,897,062
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Albuquerque Metropolitan Arroyo Flood Control Authority (AMAFCA), including interest at 1.5%, due during the 2009 federal fiscal year, secured by federal highway revenue.	\$ <u>2,538,423</u>
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	\$ <u>7,402,249</u>
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6. DUE FROM U.S. DEPARTMENT OF TRANSPORTATION

Due from U.S. Department of Transportation (USDOT) consists of the following at June 30, 2008:

Agency

Federal Highway Administration	\$ 50,133,348
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Less allowance for uncollectible amounts	<u>(4,143,192)</u>
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Total Federal Highway Administration	45,990,156
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Other USDOT Agencies	<u>6,752,524</u>
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Total USDOT	\$ <u>52,742,680</u>
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Subsequent to June 30, 2008, the Federal Highway Administration unbilled portion of \$46,788,820 was billed and the amounts were collected by the Department. Management determined that the balance relating to payroll expenditures outstanding at year end was not collectible and, therefore, an allowance was established at June 30, 2008.

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

7. DUE FROM AND DUE TO OTHER FUNDS

These amounts represent interfund receivables and payables arising from interfund transactions within the Department. Due from/to other funds occur for the following reasons:

- (1) The State Road Fund pays expenditures on behalf of other funds.
- (2) Grant and other funds are recorded in the State Road Fund and then transferred to the appropriate funds.

Interfund receivables and payables as of June 30, 2008 consist of the following:

	<u>Fund Number</u>	<u>Due From Other Funds</u>	<u>Due to Other Funds</u>
Special Revenue Funds:			
Bond Project Fund - CHAT 2001A	00600	\$ -	986,447
Federal Traffic Safety Fund	10010	3,433,008	6,118,191
Driver Improvement Program Fund	10020	289,704	-
Federal Mass Transit Fund	10030	14,860	841,299
Department Services (Inventories)	10040	43,771,264	16,122,731
Sev. Tax Multiyear Capital Project	10060	28,508,395	33,186,068
Gen. Fund Multiyear Capital Project	10070	21,834,003	1,338,933
Bond GRIP Project Fund - GRIP 2006A	10210	500,000	670,000
Bond GRIP Project Fund - GRIP 2006C	10250	47,777	-
Bond Project Fund - CHAT 2002D	11500	-	142,904
State Road Fund	20100	93,970,509	124,868,112
Highway Infrastructure Funds	20200	-	2,547,132
Local Government Road Fund	20300	-	1,826,039
Bond GRIP Project Fund - GRIP 2004A	20400	670,000	16,378,410
State Aviation Fund	20500	1,353,106	639,276
DWI Prevention & Education Fund	20700	-	31,895
Traffic Safety Fund	20800	-	38,773
Bond Project Fund - CHAT 2000A	34500	1,788,987	3,682,444
Bond Project Fund - CHAT 2002A	36800	-	2,020,148
Bond Project Fund -1993 Bonds	39400	-	37,804
Bond Project Fund - CHAT 1999A	43000	3,088,612	1,224,580
WIPP Project Fund	43100	-	270,524
Rubberized Asphalt Fund	82000	-	53,521
Interlock Device Fund	82600	-	3,818
Total Special Revenue Funds		199,270,225	213,029,049

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

7. DUE FROM AND DUE TO OTHER FUNDS - continued

	<u>Fund Number</u>	<u>Due From Other Funds</u>	<u>Due to Other Funds</u>
Debt Service Funds:			
Debt Service Fund - 2004A GRIP	10080	\$ 83,855	-
Debt Service Fund - 2004B/C GRIP	10090	-	83,855
Debt Service Fund - 2006A GRIP	10220	673,110	-
Debt Service Fund - 2006B GRIP	10240	416,459	-
Debt Service Fund - 2006C GRIP	10260	-	1,490,847
Debt Service Fund - 2006D GRIP	10280	401,278	-
Debt Service Fund - 2008A GRIP	10410	436	-
Debt Service Fund - 2008B GRIP	10420	-	436
Debt Service Fund - WIPP 1998	97200	<u>13,829</u>	<u>-</u>
 Total Debt Service Funds		 1,588,967	 1,575,138
Capital Projects Funds:			
Capital Projects (CIP) Fund	10050	<u>14,190,681</u>	<u>10,624</u>
 Total Capital Projects Funds		 <u>14,190,681</u>	 <u>10,624</u>
Enterprise Funds:			
State Infrastructure Bank	89300	<u>-</u>	<u>435,062</u>
 Total Enterprise Funds		 <u>-</u>	 <u>435,062</u>
 Total interfund receivables and payables		 \$ <u>215,049,873</u>	 <u>215,049,873</u>

8. INVENTORY

Inventory as of June 30, 2008, consists of the following:

Highway maintenance materials stockpiled	\$ 8,983,201
Repair parts and expendable supplies	5,935,304
Fuel, oil and lubricants	<u>1,119,097</u>
	\$ <u>16,037,602</u>

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

9. CAPITAL ASSETS

A summary of changes in capital assets follows:

	<u>Balance June 30, 2007</u>	<u>Additions</u>	<u>Deletions</u>	<u>Balance June 30, 2008</u>
Non-depreciable assets:				
Rail System Infrastructure -				
Right of Way	\$ -	71,957,100	-	71,957,100
Land	4,979,663	96,970	-	5,076,633
Right of Way	<u>373,318,194</u>	<u>4,407,300</u>	<u>-</u>	<u>377,725,494</u>
Total non-depreciable assets	378,297,857	76,461,370	-	454,759,227
Depreciable assets:				
Infrastructure	15,031,104,263	399,893,009	(438,279,757)	14,992,717,515
Vehicles	179,456,262	12,734,693	(175,633)	192,015,322
Rail System Infrastructure	-	108,090,835	-	108,090,835
Buildings	38,463,834	1,541,609	-	40,005,443
Equipment and furniture	30,830,664	1,110,739	(468,436)	31,472,967
Library	<u>102,614</u>	<u>-</u>	<u>-</u>	<u>102,614</u>
Total depreciable assets	<u>15,279,957,637</u>	<u>523,370,885</u>	<u>(438,923,826)</u>	<u>15,364,404,696</u>
Total assets	15,658,255,494	599,832,255	(438,923,826)	15,819,163,923
Less accumulated depreciation:				
Infrastructure	(8,474,744,280)	(525,851,996)	438,279,757	(8,562,316,519)
Vehicles	(114,591,933)	(9,803,859)	166,098	(124,229,694)
Rail System Infrastructure	-	(8,647,267)	-	(8,647,267)
Buildings	(23,263,730)	(640,803)	-	(23,904,533)
Equipment and furniture	(23,335,950)	(1,701,337)	471,943	(24,565,344)
Library	<u>(102,614)</u>	<u>-</u>	<u>-</u>	<u>(102,614)</u>
Total accumulated depreciation	<u>(8,636,038,507)</u>	<u>(546,645,262)</u>	<u>438,917,798</u>	<u>(8,743,765,971)</u>
Total capital assets, net	\$ <u>7,022,216,987</u>	<u>53,186,993</u>	<u>(6,028)</u>	<u>7,075,397,952</u>

There were no software costs to capitalize as of year-end. Depreciation and amortization was allocated to the following functions:

Programs and infrastructure	\$ 525,851,996
Transportation and Highway Operations	8,647,267
Program support	<u>12,145,999</u>
	546,645,262
Program support (amortization on defeased debt)	<u>2,532,733</u>
Total	\$ <u>549,177,995</u>

10. OPERATING TRANSFERS

	State Road Fund	General Fund Multi-year Capital Projects	Bond Project Fund 2004A GRIP	Bond Project Fund 2006C GRIP	Bond Project Fund 2006D GRIP	Bond GRIP Debt Service 2004A
(1)	\$ (160,686,082)	-	-	-	-	36,216,759
(2)	(3,130,076)	-	-	-	-	1,750,000
(3)	-	-	-	-	350,000	-
(4)	-	-	-	-	-	-
(5)	-	-	-	-	-	-
(6)	-	-	-	-	-	-
(7)	-	-	-	-	(1,503,980)	-
(8)	-	-	-	-	-	-
(9)	<u>1,812,378</u>	-	<u>(448,194)</u>	<u>(582,500)</u>	<u>(501,808)</u>	-
Total	(161,996,780)	-	<u>(448,194)</u>	<u>(582,500)</u>	<u>(1,655,788)</u>	<u>37,966,759</u>

Transfers to other state agencies:

(10)	(33,699)	-
(11)	-	205,000
(12)	-	(350,000)
(13)	300,000	-
(14)	(6,000,000)	-
(15)	-	<u>(525,000)</u>

Total transfers to
other state agencies (5,733,699) (670,000) = (6,403,699)

\$ (167,730,479) (670,000)

- (1) The transfer from the State Road fund to the above debt service funds for debt repayments required by the State of New Mexico Highway Debentures.
- (2) Transfer from the State Road fund to the above debt service funds to cover trustee fees.
- (3) Transfer from the State Road fund to the above debt service funds to cover trustee fees.
- (4) Transfer interest earnings from one account to another.
- (5) Transfer cash from defeased fund to new debt service fund.
- (6) Transfer to cover debt service interest expenditures.
- (7) Transfer of cash among trustee accounts to cover debt service expenditures and fees.
- (8) Transfer for debt service payments - bond defeasance.
- (9) Amounts refunded to State Road Fund cash for over-estimates of Cost of Issuance expenditures.
- (10) Transfer of capital assets to infrastructure fund.
- (11) Transfer in from NM State General Fund: SB 826, Laws 2007, Chapter 841, Section E.
Transfer out to NM State General Fund per reauthorization: SB 710, Laws 2007, Chapter 2, Section 23,
HB 622, Laws 2006, Chapter 111, Section 158; HB 855, Laws 2005, Chapter 347, Section 155.
- (12) Transfer in per MOU; Laws 2007, Chapter 841, Section E.
- (13) Transfer out to Department of Public Safety.
- (14) Transfer out to Department of Finance and Administration.
- (15) Transfer out to Department of Finance and Administration.

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

<u>Bond GRIP Debt Service 2004B</u>	<u>Debt Service Fund CHAT 2002D</u>	<u>Debt Service Fund WIPP 2002B</u>	<u>Debt Service Fund WIPP 1998</u>	<u>Debt Service Fund CHAT 1998A</u>	<u>Debt Service Fund CHAT 1999</u>	<u>Debt Service Fund CHAT 2000A</u>
27,378,736	194,825	9,423,500	1,751,613	910,200	9,428,925	15,480,650
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
(4,330,363)	-	-	-	-	-	-
3,130,640	-	-	-	-	-	-
-	-	-	-	-	-	-
200,000,000	-	-	-	-	-	-
-	-	-	-	-	-	-
<u>226,179,013</u>	<u>194,825</u>	<u>9,423,500</u>	<u>1,751,613</u>	<u>910,200</u>	<u>9,428,925</u>	<u>15,480,650</u>

10. OPERATING TRANSFERS - continued

	Debt Service Fund <u>CHAT 2001A</u>	Debt Service Fund <u>CHAT 2002A</u>	Debt Service Fund <u>CHAT 2002C</u>	Bond GRIP Project Fund <u>2006A</u>	Bond GRIP Debt Service <u>2006A</u>	Bond GRIP Bond Project <u>2006B</u>
(1)	\$ 23,193,148	9,917,250	1,709,524	-	7,477,407	-
(2)	-	-	-	-	375,000	-
(3)	-	-	-	-	-	-
(4)	-	-	-	-	575,608	-
(5)	-	-	-	-	-	-
(6)	-	-	-	-	-	-
(7)	-	-	-	-	-	-
(8)	-	-	-	-	-	-
(9)	<u>-</u>	<u>-</u>	<u>-</u>	<u>(1,330,500)</u>	<u>-</u>	<u>(1,000,000)</u>
Total	<u>23,193,148</u>	<u>9,917,250</u>	<u>1,709,524</u>	<u>(1,330,500)</u>	<u>8,428,015</u>	<u>(1,000,000)</u>

- (1) The transfer from the State Road fund to the above debt service funds for debt repayments required by the State of New Mexico Highway Debentures.
- (2) Transfer from the State Road fund to the above debt service funds to cover trustee fees.
- (3) Transfer from the State Road fund to the above debt service funds to cover trustee fees.
- (4) Transfer interest earnings from one account to another.
- (5) Transfer cash from defeased fund to new debt service fund.
- (6) Transfer to cover debt service interest expenditures.
- (7) Transfer of cash among trustee accounts to cover debt service expenditures and fees.
- (8) Transfer for debt service payments - bond defeasance.
- (9) Amounts refunded to State Road Fund cash for over-estimates of Cost of Issuance expenditures.

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

Bond GRIP Debt Service 2006B	Bond GRIP Bond Project 2006C	Bond GRIP Debt Service 2006D	Bond GRIP Debt Service 2008A	Bond GRIP Debt Service 2008B	Bond GRIP Debt Service 2008C	Bond GRIP Debt Service 2008D
5,451,225	10,971,400	1,180,920	-	-	-	-
75,000	550,000	380,076	-	-	-	-
-	-	(350,000)	-	-	-	-
(950,478)	-	500,000	-	(125,129)	-	-
-	(5,229,055)	(584,286)	2,728,204	5,259,342	1,571,872	584,286
-	3,007,331	-	(1,730,644)	(3,007,331)	(1,399,996)	-
-	(88,120)	1,428,422	30,287	57,833	-	75,558
-	220,000,000	50,400,000	(115,200,000)	(220,000,000)	(84,800,000)	(50,400,000)
-	-	-	<u>457,260</u>	<u>873,240</u>	<u>448,194</u>	<u>264,930</u>
<u>4,575,747</u>	<u>229,211,556</u>	<u>52,955,132</u>	<u>(113,714,893)</u>	<u>(216,942,045)</u>	<u>(84,179,930)</u>	<u>(49,475,226)</u>

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

11. LONG-TERM OBLIGATIONS

The following is a summary of changes in long-term obligations for the year ended June 30, 2008:

Governmental Activities	Balance at June 30, 2007	Increase	Decrease	Balance at June 30, 2008	Amounts Due Within One Year
1998 WIPP Bonds	\$ 34,435,000	-	-	34,435,000	10,545,000
1998 CHAT Bonds	17,760,000	-	-	17,760,000	8,205,000
1999 CHAT Bonds	18,780,000	-	(8,370,000)	10,410,000	10,410,000
2000 CHAT Bonds	41,475,000	-	(13,060,000)	28,415,000	13,810,000
2001 CHAT Bonds	107,085,000	-	(17,685,000)	89,400,000	14,630,000
2002A CHAT Bonds	37,160,000	-	(7,935,000)	29,225,000	-
2002B WIPP Bonds	17,970,000	-	(8,525,000)	9,445,000	-
2002C HIF Bonds	32,945,000	-	-	32,945,000	3,000,000
2002D CHAT Bonds	4,570,000	-	-	4,570,000	-
2004A GRIP Bonds	700,000,000	-	-	700,000,000	-
2004B/C GRIP Bonds	162,330,000	-	(13,170,000)	149,160,000	10,735,000
2004C GRIP Bonds	200,000,000	-	(200,000,000)	-	-
2006A GRIP Bonds	150,000,000	-	-	150,000,000	-
2006B GRIP Bonds	37,735,000	-	(2,225,000)	35,510,000	3,165,000
2006C GRIP Bonds	220,000,000	-	(220,000,000)	-	-
2006D GRIP Bonds	50,400,000	-	(50,400,000)	-	-
2008A GRIP Bonds	-	115,200,000	-	115,200,000	-
2008B GRIP Bonds	-	220,000,000	-	220,000,000	-
2008C GRIP Bonds	-	84,800,000	-	84,800,000	-
2008D GRIP Bonds	-	50,400,000	-	50,400,000	-
Deferred amount on refunding	(29,474,727)	(3,165,940)	1,771,439	(30,869,228)	-
Compensated absences payable	<u>6,621,408</u>	<u>5,248,576</u>	<u>(4,484,518)</u>	<u>7,385,466</u>	<u>3,230,912</u>
Total obligations	1,809,791,681	\$ <u>472,482,636</u>	<u>(544,083,079)</u>	1,738,191,238	<u>77,730,912</u>
Less current portion	<u>(77,672,000)</u>			<u>(77,730,912)</u>	
Net long-term obligations	\$ <u>1,732,119,681</u>			<u>1,660,460,326</u>	

The State Road Fund is used to liquidate other long-term liabilities, such as compensated absences and capital leases. The Department is authorized to issue bonds from time to time, payable from the proceeds of the collection of gasoline excise taxes, motor vehicle registration fees, and other fees that are required by law to be paid into the State Road Fund and not otherwise pledged solely to the payment of outstanding bonds and debentures. The total aggregate outstanding bonds issued are in accordance with the authorizing legislation for the bonds and other debt with the approval of the State Board of Finance, which includes Section 67-3-59.1 of the New Mexico Statutes Annotated (NMSA) (1978), as amended;

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

11. LONG-TERM OBLIGATIONS - continued

and the Supplemental Public Securities Act constituting Sections 6-15-8 through 6-14-11 of the NMSA (1978), as amended.

The Department issued \$105,000,000 of the New Mexico State Highway Commission Senior Subordinate Lien Tax Revenue Highway Bonds Series 1998A and \$100,000,000 New Mexico State Highway Commission Subordinate Lien Tax Revenue Highway Bonds Series 1998B in October 1998. The net proceeds to the Department were \$108,979,050 for the Series 1998A Bonds and \$103,753,450 for the Series 1998B Bonds, including \$3,979,050 and \$3,753,450, respectively, of original bond issue premium. The cost of issuance for the Series 1998A and Series 1998B Bonds was \$773,588 and \$767,380, respectively. The Bonds are special limited obligations of the Department, payable solely by a pledge of proceeds of the collection of gasoline excise taxes, special fuel excise taxes and vehicle transaction taxes and fees that are required to be paid into the State Road Fund. The Series 1998A Bonds (CHAT Bonds) were issued to fund projects identified by the Department and the Legislature. The Series 1998B Bonds (1998 WIPP Bonds) were issued by the Department for roads relating to the Waste Isolation Pilot Project (WIPP) in the State of New Mexico.

Principal of the Series 1998A Bonds (CHAT) is payable on June 15. The interest is payable semi-annually on June 15 and December 15 through the year 2010.

The Department's future scheduled annual requirements to amortize the Series 1998A Bonds (CHAT), including interest payments of \$1,399,894 based on interest rates that range from 4.5% to 5.125%, are as follows:

<u>Year Ended June 30,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
Series 1998A CHAT:			
2009	\$ 8,205,000	910,200	9,115,200
2010	<u>9,555,000</u>	<u>489,694</u>	<u>10,044,694</u>
Total	\$ <u>17,760,000</u>	<u>1,399,894</u>	<u>19,159,894</u>

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

11. LONG-TERM OBLIGATIONS - continued

Principal of the Series 1998 Bonds (WIPP) is payable on June 15. The interest is payable semi-annually on June 15 and December 15 through the year 2011.

The Department's future scheduled annual requirements to amortize the Series 1998B Bonds (1998 WIPP Bonds), including interest payments of \$3,613,014 based on interest rates that range from 3.8% to 5.125%, are as follows:

<u>Year Ended June 30,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
Series 1998 WIPP:			
2009	\$ 10,545,000	1,751,613	12,296,613
2010	11,460,000	1,224,363	12,684,363
2011	<u>12,430,000</u>	<u>637,038</u>	<u>13,067,038</u>
Total	\$ <u>34,435,000</u>	<u>3,613,014</u>	<u>38,048,014</u>

On October 2, 1998, the Department borrowed \$100,230,000 from the New Mexico Finance Authority (NMFA). The NMFA had issued \$100,230,000 of NMFA Federal Highway Grant Anticipation Revenue Bonds to fund the loan. The Department's obligation under the loan agreement is to repay the loan from certain federal funds payable to the Department from the Federal Highway Administration. If insufficient federal revenues are received, the Department will use good faith efforts to seek additional revenues that are otherwise not obligated and are legally available to repay the loan. After all loan payments and other payments due on any future obligations secured by these federal funds are made, any remaining federal funds received will be deposited into the State Road Fund.

Eligible federal funds that can be used for debt repayment are not available for approximately two years after the date of the loan. Accordingly, \$8,468,451 of the loan proceeds were recorded to the debt service fund to pay future debt service.

The Department was also responsible for the NMFA issuance costs and must annually pay the NMFA two basis points on the outstanding principal balance every September 1. Total issue costs were \$2,144,423, net of \$1,656,807 of the premium received from the sale of the NMFA bonds.

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

11. LONG-TERM OBLIGATIONS - continued

Principal of the loan was paid in May 2004 with funds provided from the issuance of the Series 2004B and 2004C NMFA State Transportation Refunding Revenue Bonds.

The Department issued \$100,000,000 of the New Mexico State Highway Commission Senior Subordinate Lien Tax Revenue Highway Bonds Series 1999 in November 1999. The gross proceeds to the Department were \$101,161,999, including \$1,161,999 of an original issue premium. The cost of issuance including underwriting fees was approximately \$791,000. The Bonds are special limited obligations of the State Highway Commission, payable solely from and secured by a pledge of proceeds of the collection of gasoline excise taxes and motor vehicle registration fees that are required to be paid into the State Road Fund. The Series 1999 Bonds (CHAT Bonds) were issued to fund projects identified by the Department and the Legislature.

Principal of the bonds is payable annually each June 15. Interest, with rates ranging from 4.75% to 5.75% per annum, is payable semi-annually on June 15 and December 15 through the year 2009.

The Department's future scheduled annual requirements to amortize the Bonds, including interest payments of \$598,575, are as follows:

<u>Year Ended June 30,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
Series 1999 CHAT:			
2009	\$ <u>10,410,000</u>	<u>598,575</u>	<u>11,008,575</u>
Total	\$ <u>10,410,000</u>	<u>598,575</u>	<u>11,008,575</u>

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

11. LONG-TERM OBLIGATIONS - continued

The Department issued \$201,000,000 of the New Mexico State Highway Commission Senior Subordinate Lien Tax Revenue Highway Bonds, Series 2000A in May 2000. The gross proceeds to the Department were \$206,023,307, including \$5,023,307 of an original issue premium. The cost of issuance including underwriting fees was approximately \$1,392,000. The Bonds are special limited obligations of the State Highway Commission, payable solely from and secured by a pledge of proceeds of the collection of gasoline excise taxes and motor vehicle registration fees that are required to be paid into the State Road Fund. The Series 2000 Bonds (CHAT Bonds) were issued to fund projects identified by the Department and the Legislature.

Principal of the bonds is payable annually each June 15. Interest, with rates ranging from 5.5% to 6.0% per annum, is payable semi-annually on June 15 and December 15 through the year 2010.

The Department's future scheduled annual requirements to amortize the bonds, including interest payments of \$2,546,900, are as follows:

<u>Year Ended June 30,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
Series 2000A CHAT:			
2009	\$ 13,810,000	1,670,600	15,480,600
2010	<u>14,605,000</u>	<u>876,300</u>	<u>15,481,300</u>
Total	\$ <u>28,415,000</u>	<u>2,546,900</u>	<u>30,961,900</u>

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

11. LONG-TERM OBLIGATIONS - continued

The Department issued \$198,800,000 of the New Mexico State Highway Commission Senior Subordinate Lien Tax Revenue Highway Bonds, Series 2001A, in November 2001. The gross proceeds to the Department were \$209,050,033, including \$10,250,033 of an original issue premium. The cost of issuance including underwriting fees was approximately \$1,343,586. The bonds are special limited obligations of the State Highway Commission, payable solely from and secured by a pledge of proceeds of the collection of gasoline excise taxes, special fuel excise taxes, vehicle transaction taxes or fees, drivers license fees, oversize/overweight permit fees, and to the extent authorized to be paid into the State Road Fund in the future, motor vehicle excise taxes, in each case that are required by law to be paid into the State Road Fund and interest on such amounts in the State Road Fund. The Series 2001A Bonds (CHAT Bonds) were issued to fund projects identified by the Department and the Legislature.

Principal of the Bonds is payable annually each June 15. Interest, with rates ranging from 4.3% to 5.25% per annum, is payable semi-annually on June 15 and December 15 through the year 2013.

The Department's future scheduled annual requirements to amortize the bonds, including interest payments of \$15,468,820 are as follows:

<u>Year Ended June 30,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
Series 2001A CHAT:			
2009	\$ 14,630,000	4,623,898	19,253,898
2010	9,545,000	3,892,398	13,437,398
2011	20,645,000	3,415,148	24,060,148
2012	21,720,000	2,338,838	24,058,838
2013	<u>22,860,000</u>	<u>1,198,538</u>	<u>24,058,538</u>
Total	\$ <u>89,400,000</u>	<u>15,468,820</u>	<u>104,868,820</u>

On March 14, 2001, the Department borrowed \$18,535,000 from the New Mexico Finance Authority (NMFA). The NMFA had issued \$18,535,000 of NMFA Federal Highway Grant Anticipation Revenue Bonds to fund the loan. The Department's obligation under the loan agreement is to repay the loan from certain federal funds payable to the Department from the Federal Highway Administration. If insufficient federal revenues are received, the Department will use good faith efforts to seek additional revenues that are otherwise not obligated and are legally available to repay the loan. After all loan payments and other payments due on any future obligations secured by these federal funds are made, any remaining federal funds received will be deposited into the State Road Fund.

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

11. LONG-TERM OBLIGATIONS - continued

The Department was also responsible for the NMFA issuance costs and must annually pay the NMFA two basis points on the outstanding principal balance every September 1. Total issue costs were \$467,998 and there was a premium of \$704,443 from the sale of the NMFA bonds.

Principal of the loan was paid in May 2004 with funds provided from the issuance of the Series 2004B and 2004C NMFA State Transportation Refunding Revenue Bonds.

The Department issued \$95,000,000 of the New Mexico State Highway Commission Senior Subordinate Lien Tax Revenue Highway Bonds Series 2002A in January 2002. The gross proceeds including accrued interest to the Department were \$98,361,534, including \$3,913,043 of an original premium. The cost of issuance including underwriting fees was \$592,819. The Bonds are special limited obligations of the State Highway Commission, payable solely from and secured by a senior subordinate pledge of proceeds of the collection of gasoline excise taxes, special fuel excise taxes, vehicle transaction taxes or fees, drivers license fees, oversize/overweight permit fees, certain Public Commission fees, trip taxes, weight distance taxes, motor vehicle registration fees and, to the extent authorized, to be paid into the State Road Fund in the future, motor vehicle excise taxes, in each case that are required by law to be paid in the State Road Fund and interest on such amounts in the State Road Fund. The Series 2002A Bonds (CHAT Bonds) were issued to fund projects identified by the Department and the Legislature.

Principal of the bonds is payable annually each June 15. Interest, with rates ranging from 5.0% to 5.5% per annum, is payable semi-annually on June 15 and December 15 through the year 2014.

The Department's future scheduled annual requirements to amortize the Bonds, including interest payments of \$7,209,600, are as follows:

<u>Year Ended June 30,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
Series 2002A CHAT:			
2009	\$ -	1,585,500	1,585,500
2010	8,750,000	1,585,500	10,335,500
2011	-	1,726,125	1,726,125
2012	9,690,000	1,126,125	10,816,125
2013	<u>10,785,000</u>	<u>1,186,350</u>	<u>11,971,350</u>
Total	\$ <u>29,225,000</u>	<u>7,209,600</u>	<u>36,434,600</u>

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

11. LONG-TERM OBLIGATIONS - continued

The Department issued \$79,920,000 of the New Mexico State Highway Commission Subordinate Lien Tax Revenue Highway Bonds, Series 2002B, in January 2002. The gross proceeds including accrued interest to the Department were \$82,007,147 including \$2,670,686 of an original issue premium. The cost of issuance including underwriter fees was \$614,561. The Bonds are special limited obligations of the State Highway Commission, payable solely from and secured by a subordinate pledge of proceeds of the collection of gasoline excise taxes, special fuel excise taxes, vehicle transaction taxes or fees, drivers license fees, oversize/overweight permit fees, certain Public Regulation Commission fees, trip taxes, weight distance taxes, motor vehicle registration fees, and to the extent authorized to be paid into the State Road Fund and interest on such amounts in the State Road Fund. The Series 2002B Bonds (WIPP Bonds) were issued to provide funds to refund the 1996 WIPP Bonds on the date of delivery of the Bonds, and to pay all costs incident thereto and to the issuance of the Bonds, including, without limitation, costs of issuance.

Principal of the bonds is payable on June 15. Interest at a rate of 5% per annum is payable semi-annually on June 15 and December 15 through the year 2010.

The Department's future scheduled annual requirements to amortize the Bonds, including interest payments of \$944,500, are as follows:

<u>Year Ended June 30,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
Series 2002B WIPP:			
2009	\$ -	472,250	472,250
2010	<u>9,445,000</u>	<u>472,250</u>	<u>9,917,250</u>
Total	\$ <u>9,445,000</u>	<u>944,500</u>	<u>10,389,500</u>

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

11. LONG-TERM OBLIGATIONS - continued

The Department issued \$67,750,000 of the New Mexico State Highway Infrastructure Fund Revenue Highway Bonds (additionally secured by a Senior Subordinate Lien on Certain State Road Fund Revenues), Series 2002C, in May 2002. The gross proceeds including accrued interest to the Department were \$69,809,036 including \$2,499,411 of an original issue premium. The cost of issuance including underwriter fees was \$440,375. The bonds are special limited obligations of the State Highway Commission, payable from and secured by a senior pledge of proceeds of the collection of leased vehicle gross receipts tax revenues and tire recycling fees, in each case that are required by law to be paid into the Highway Infrastructure Fund and interest on such amounts in the Highway Infrastructure Fund. The Bonds are additionally payable from and secured by a senior subordinate pledge of proceeds of the collection of gasoline excise taxes, special fuel excise taxes, vehicle transaction taxes or fees, drivers license fees, oversize/overweight permit fees, certain Public Regulation Commission fees, trip taxes, weight distance taxes, motor vehicle registration fees, and to the extent authorized to be paid into the State Road Fund in the future, motor vehicle excise taxes, in each case that are required by law to be paid into the State Road Fund and interest on such amounts in the State Road Fund. The Series 2002C Bonds (HIF Bonds) were issued to funds projects identified by the Department and the Legislature.

Principal of the Bonds is payable on June 15. Interest, with rates ranging from 3.25% to 5.375% per annum, is payable semi-annually on June 15 and December 15 through the year 2017.

The Department's future scheduled annual requirements to amortize the Bonds, including interest payments of \$10,737,769, are as follows:

<u>Year Ended June 30,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
Series 2002C HIF:			
2009	\$ 3,000,000	1,709,524	4,709,524
2010	2,000,000	1,559,524	3,559,524
2011	-	1,459,524	1,459,524
2012	-	1,459,524	1,459,524
2013	5,040,000	1,459,524	6,499,524
2014 - 2017	<u>22,905,000</u>	<u>3,090,150</u>	<u>25,995,150</u>
Total	\$ <u>32,945,000</u>	<u>10,737,770</u>	<u>43,682,770</u>

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

11. LONG-TERM OBLIGATIONS - continued

The Department issued \$16,000,000 of the New Mexico State Highway Commission Senior Subordinate Lien Tax Revenue Highway Bonds, Series 2002D, in December 2002. The gross proceeds to the Department were \$16,572,740 including \$699,498 of an original issue premium. The cost of issuance including underwriter fees was \$126,758. The Bonds are special limited obligations of the State Highway Commission, payable solely from and secured by a senior subordinate pledge of proceeds of the collection of gasoline excise taxes, special fuel excise taxes, vehicle transaction taxes or fees, drivers license fees, oversize/overweight permit fees, certain Public Regulation Commission fees, trip taxes, weight distance taxes, motor vehicle registration fees, and to the extent authorized to be paid into the State Road Fund in the future, motor vehicle excise taxes, in each case that are required by law to be paid into the State Road Fund and interest on such amounts in the State Road Fund. The Series 2002D Bonds (CHAT Bonds) were issued to fund projects identified by the Department and the Legislature.

Principal of the bonds is payable as follows on June 15. Interest, with rates ranging from 3.9% to 5.00% per annum, is payable semi-annually on June 15 and December 15 through the year 2014.

The Department's future scheduled annual requirements to amortize the Bonds including interest payments of \$835,525 are as follows:

<u>Year Ended June 30,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
Series 2002D CHAT:			
2009	\$ -	194,825	194,825
2010	1,360,000	194,825	1,554,825
2011	-	126,825	126,825
2012	-	126,825	126,825
2013	1,575,000	126,825	1,701,825
2014	<u>1,635,000</u>	<u>65,400</u>	<u>1,700,400</u>
	\$ <u>4,570,000</u>	<u>835,525</u>	<u>5,405,525</u>

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

11. LONG-TERM OBLIGATIONS - continued

The Department issued \$700,000,000 through the New Mexico Finance Authority's (NMFA) State Transportation Revenue Bonds (Senior Lien), Series 2004A, in May 2004. The gross proceeds to the Department were \$738,787,815, including \$43,556,815 of an original issue premium. The cost of issuance including underwriter fees was \$6,368,367. The Bonds are special limited obligations of the Department, together with additional bonds hereafter issued, solely from and secured by federal funds not otherwise obligated that are paid into the State Road Fund, proceeds of the collection of taxes and fees that are required to be paid into the State Road Fund and not otherwise pledged exclusively to the payment of outstanding bonds and debentures, and taxes and fees required by law to be paid into the Highway Infrastructure Fund. The Series 2004A Bonds were issued to provide funds for certain transportation projects authorized by the State Legislature and that the Department has determined to be necessary or desirable.

The Department is responsible for the NMFA issuance costs and must annually pay the NMFA 25 basis points on the outstanding principal balance. Principal of the Bonds is payable as follows on June 15. Interest, with rates ranging from 3.8% to 5.25% per annum, is payable semi-annually on June 15 and December 15 through the year 2024.

The Department's future scheduled annual requirements to amortize the Bonds, including interest payments of \$398,277,648, are as follows:

<u>Year Ended June 30,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
Series 2004A GRIP:			
2009	\$ -	36,216,759	36,216,759
2010	-	36,216,759	36,216,759
2011	-	36,216,759	36,216,759
2012	-	36,216,759	36,216,759
2013	-	36,216,759	36,216,759
2014 - 2017	214,495,000	132,175,759	346,670,759
2018 - 2022	443,025,000	82,063,733	525,088,733
2023 - 2024	<u>42,480,000</u>	<u>2,954,363</u>	<u>45,434,363</u>
	<u>\$ 700,000,000</u>	<u>398,277,650</u>	<u>1,098,277,650</u>

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

11. LONG-TERM OBLIGATIONS - continued

The Department issued \$237,950,000 and \$200,000,000 of bonds through the New Mexico Finance Authority's (NMFA) State Transportation Refunding Revenue Bonds (Subordinate Lien), Series 2004B and Series 2004C, in May 2004. The gross proceeds to the Department for both issuances were \$451,069,205, including \$16,347,187 of an original issue premium. The cost of issuance including underwriter fees was \$4,228,696. Following is the detail of the Series 2004B and Series 2004C bonds issued.

The \$237,950,000 Series 2004B Bonds are special limited obligations of the Department, together with additional bonds hereafter issued, solely from and secured by federal funds not otherwise obligated that are paid into the State Road Fund, proceeds of the collection of taxes and fees that are required to be paid into the State Road Fund and not otherwise pledged exclusively to the payment of outstanding bonds and debentures, and taxes and fees required by law to be paid into the Highway Infrastructure Fund. The bonds were issued through the NMFA at the direction of the State Transportation Commission of the State of New Mexico to provide funds to refund and restructure certain outstanding bonds of the NMFA and the Commission.

Principal of the Bonds is payable as follows on June 15. Interest, with rates ranging from 2.0% to 5.0% per annum, is payable semi-annually on June 15 and December 15 through the year 2014.

The Department's future scheduled annual requirements to amortize the Bonds, including interest payments of \$29,957,485, are as follows:

<u>Year Ended June 30,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
Series 2004B GRIP:			
2009	\$ 10,735,000	7,347,765	18,082,765
2010	9,230,000	6,879,385	16,109,385
2011	36,275,000	6,421,085	42,696,085
2012	29,060,000	4,639,050	33,699,050
2013	34,120,000	3,186,800	37,306,800
2014	<u>29,740,000</u>	<u>1,483,400</u>	<u>31,223,400</u>
Total	\$ <u>149,160,000</u>	<u>29,957,485</u>	<u>179,117,485</u>

The Series 2004C Bonds are special limited obligations of the Department payable, together with additional bonds hereafter issued, solely from and secured solely by federal funds not otherwise obligated that are paid into the State Road Fund, proceeds of the collection of taxes and fees that are required to be paid into the Highway Infrastructure Fund. The lien on the bonds on such revenues is subordinate to the lien thereon securing other bonds issued concurrently with the 2004C bonds or which may hereafter be used through the NMFA. The bonds were issued through the NMFA at the direction of the State Transportation Commission of the State of New Mexico to provide funds to refund and restructure certain outstanding debt.

11. LONG-TERM OBLIGATIONS - continued**• Refunding**

NMFA, on behalf of the Department, used the 2004B and 2004C Bonds to advance refund certain older debt issues of the Department, and the New Mexico Finance Authority Federal Highway Grant Anticipation Revenue Bonds Series 2001 and New Mexico Finance Authority Federal Highway Grant Anticipation Revenue Bonds Series 1998. The net proceeds of \$408,855,872 plus an additional \$7,285,997 were used to purchase U.S. Governmental securities. These securities were deposited in an irrevocable trust with an escrow agent to provide for all future debt service payments on the older debt issues. As a result, the advance refund of the older debt is considered to be defeased and the liability for those bonds has been removed from long-term obligations. The bonds outstanding of \$363,490,000 were considered defeased as of June 30, 2007.

The Department is responsible for the issuance costs and must annually pay the 25 basis points on the outstanding principal balance, which will be \$500,000 a year through 2022 and \$339,063 during 2023. Principal of the bonds is payable on June 15, with interest payable semi-annually on June 15 and December 15 through the year 2023. Interest is based on interest rate swap agreements as disclosed below.

• Refunding of Variable Rate Bonds

The 2004C, 2006C, and 2006D Series bonds were issued as Auction Rate Securities (“ARS”). ARS are one of the two principal types of securities for which interest rates are reset in a periodic auction process. For each of these Series, the rates were reset in weekly auctions. All of the bonds were insured by certain municipal bond insurance companies. In late 2007 and early 2008, the market for ARS was negatively impacted by a number of factors, the principal event being downgrades of the ratings of certain insurers of ARS. These downgrades and other events caused the weekly auctions of the bonds to “fail”, meaning that insufficient bids were received to permit resale of all of the bonds. In the event of a failed auction, no bonds are resold, even though some bids were received. In a failed ARS auction, the existing holders of the bonds must continue to hold their bonds until the next successful auction. The procedures applicable to a failed auction included a provision that the interest rate on the bonds resets to a default rate. In the case of the 2004C bonds, the default rate was one-month LIBOR plus 175 basis points. The default rate for the 2006C and D bonds was 12%.

The deferred amount on the refunding of \$30,869,228 recorded as a reduction of the Department’s long-term obligation is the difference between the reacquisition price (funds required to refund the old debt including call provisions) and the net carrying amount of the old debt including unamortized old bond issuance costs. The deferred amount on the refunding is recorded to the government-wide financial statements and is required to be amortized as additional interest expense over the remaining life of the old debt or the life of the new debt, whichever is shorter.

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

11. LONG-TERM OBLIGATIONS - continued

• **Refunding of Variable Rate Bonds - continued**

In April and May, 2008, NMFA, on behalf of the Department, refunded all of the ARS Series 2004C, 2006C, and 2006D, reissuing the bonds as Variable Rate Demand Notes (VRDN). As a result, the refunded bonds are considered to be defeased and the liability has been removed from the governmental activities column of the statement of net assets. The transaction resulted in an economic gain of \$3.1 million. The interest rates for these bonds reset in weekly auctions, as was the case for the ARS. The principal difference between the ARS and the VRDN is that the ARS were credit-enhanced with insurance, while the VRDN are supported by bank letters of credit. The following bonds were issued:

	<u>Par Value</u>
Adjustable Rate State Transportation Refunding Revenue Bonds (Subordinate Lien) Series 2008A	\$ 115,200,000
Adjustable Rate State Transportation Refunding Revenue Bonds (Subordinate Lien) Series 2008B	220,000,000
Adjustable Rate State Transportation Refunding Revenue Bonds (Subordinate Lien) Series 2008C	84,800,000
Adjustable Rate State Transportation Refunding Revenue Bonds (Subordinate Lien) Series 2008D (Taxable)	<u>50,400,000</u>
Total	\$ <u>470,400,000</u>

All of the above refunding bonds were issued at par. The Department provided additional funds totaling \$2,043,624 to pay for the cost of issuance of the bonds.

• **Derivative Instruments**

At the time of the 2004 GRIP bond issuance, NMFA, on behalf of the Department, entered into interest rate exchange agreements (“swaps”) with respect both to the adjustable rate bonds then issued and the adjustable rate bonds anticipated to be issued in 2006. All of the 2004 adjustable rate bonds were hedged at issuance with immediately-starting swaps and approximately one-half of the anticipated total 2006 issuance was hedged with forward-starting swaps that became effective in 2006.

In all of the swaps, NMFA, on behalf of the Department, receives a variable-interest rate payment based on an index, and makes a fixed-rate interest payment. This arrangement has the effect of converting the variable rate bonds to “synthetic fixed-rate” issues.

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

11. LONG-TERM OBLIGATIONS - continued

• **Derivative Instruments - continued**

As in the case of the GRIP bonds, NMFA has entered into the swaps as an agent for the Department. These swap agreements remained in effect following the 2008 refunding and reissuance of the 2004 and 2006 adjustable rate bonds as Variable Rate Demand Notes (the 2008 A through D Series).

• **Objectives of the Swaps**

The objective in entering into the swap agreements was to obtain a lower interest cost for the 2004 bonds than could have been obtained at the time had they been issued as fixed-rate bonds. With respect to the planned 2006, issuance, NMFA believed in 2004 that it would be desirable to “lock in” a synthetic fixed rate of 5% or less for a portion of the bonds anticipated to be issued in 2006.

• **Significant Terms**

2004 Swaps:

Counterparty	Royal Bank of Canada	Goldman Sachs	Lehman Brothers*
Notional Amount	\$100,000,000	\$50,000,000	\$50,000,000
Receipt Rate	68 % of 1 month LIBOR**	68 % of 1 month LIBOR**	68 % of 1 month LIBOR**
Payment Rate (Synthetic Fixed Rate)	3.934%	3.934%	3.934%
Embedded Option(s)	None	None	None
Effective Date	May 20, 2004	May 20, 2004	May 20, 2004
Termination Date:	June 15, 2024	June 15, 2024	June 15, 2024

* On October 6, 2008, as discussed below, Lehman Brothers was replaced as the counterparty by Deutsche Bank. The significant terms of the Deutsche Bank swap are the same as the Lehman Brothers swap.

**For the period May 20, 2004 to June 15, 2006 the rate was the BMA Municipal Swap Index

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

11. LONG-TERM OBLIGATIONS - continued

• **Significant Terms - continued**

2006 Forward Starting Swaps:

Counterparty	JPMorgan Chase Bank	UBS AG
Notional Amount	\$110,000,000	\$110,000,000
Receipt Rate	SIFMA Municipal Swap Index	SIFMA Municipal Swap Index
Payment Rate	5.072%	5.072%
Embedded Option(s)	“Knockout” option – Counterparty may cancel if the index remains above 7% for more than 180 days	“Knockout” option – Counterparty may cancel if the index remains above 7% for more than 180 days
Option premium to NMFA	0.34%	0.34%
Net payment rate (“Synthetic Fixed Rate”), equals the payment rate less option premium	4.732%	4.732%
Effective Date	December 15, 2006	December 15, 2006
Termination Date:	December 15, 2026	December 15, 2026

No cash was paid or received at the initiation of any of the above swaps.

• **Fair Value**

The estimated fair value of the swaps at June 30, 2008 was as follows:

<u>Counterparty</u>	<u>Notional Value</u>	<u>Fair Value*</u>
Goldman Sachs	\$ 50,000,000	(3,569,145)
Deutsche	50,000,000	(3,569,145)
Royal Bank of Canada	100,000,000	(7,138,291)
JPMorgan Chase Bank	110,000,000	(17,327,912)
UBS AG	<u>110,000,000</u>	<u>(17,327,912)</u>
Total	\$ <u>420,000,000</u>	<u>(48,932,405)</u>

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

11. LONG-TERM OBLIGATIONS - continued

• **Fair Value - continued**

*The Fair Value is the estimated amount that would have been paid by NMFA on behalf of the Department to the counterparties if the agreements had been terminated at June 30, 2008 under the terms of the agreement. This value is the net present value of the receipts and payments anticipated to be made pursuant to the agreements. The net present values are calculated based on discount rates indicated by actual swap transactions that occurred on or around June 30, 2008.

• **Associated Debt**

<u>Variable Rate Debt*</u>	<u>2008 Debt Service</u>		<u>Net Swap</u>	<u>Total</u>	<u>Actual</u>	
	<u>Principal</u>	<u>Interest</u>	<u>Made (Received)</u>		<u>Synthetic</u>	
					<u>Fixed Rate</u>	
Series 2008A and C	\$ 200,000,000	-	7,520,995	1,864,390	9,385,385	4.693%
Series 2008B	220,000,000	-	8,360,775	2,890,693	11,251,468	5.114%

*The interest and swap payments for these bonds include the payments for the 2004 and 2006 Series bonds that the 2008 series bonds replaced during the fiscal year.

• **Replacement of Counterparty**

The terms of the agreements with the swap counterparties provide that a bankruptcy filing is an event that terminates the agreement. In September 2008, Lehman Brothers, one of the counterparties for the 2004 swaps, filed for bankruptcy. NMFA, on behalf of the Department, evaluated a number of options and replaced Lehman Brothers with Deutsche Bank as the counterparty for this swap. All significant terms of the new agreement with Deutsche Bank remain the same as the original Lehman Brothers agreement. At the closing of the transaction on October 6, 2008, Deutsche Bank paid the then-current termination value as provided by the original agreement. The amount paid was calculated pursuant to the agreement to be \$4,840,000. This was approximately \$300,000 greater than the amount due Lehman Brothers, which was calculated, per the agreement, as of September 23, 2008, a termination date triggered by the bankruptcy filing. The excess funds were deposited in a debt service account and will be used to make debt service payments on the bonds.

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

11. LONG-TERM OBLIGATIONS - continued

• **Risks**

Credit Risk. Credit risk is the possibility that a counterparty will not fulfill its obligations.

The credit ratings of the counterparties, at October 10, 2008, were:

	<u>Moody's</u>	<u>S&P</u>	<u>Fitch</u>
Royal Bank of Canada	Aaa	AA-	AA
Goldman Sachs	Aaa	AAA	NR
Deutsche Bank	Aa1	AA-	AA-
JP Morgan Chase	Aaa	AA	AA-
UBS AG	Aa2	AA-	AA-

Presently NMFA, on behalf of the Department, has no exposure to loss with respect to the counterparties, as the termination values of the swaps are negative. That is, no amounts would be owed to NMFA if any swaps were terminated at present. Each swap agreement contains provisions requiring the posting of collateral in the event that termination values exceed certain amounts. No termination value currently exceeds these limits, and, accordingly, no collateral is posted. The swap agreements permit the netting of amounts owed between NMFA and the counterparty, mitigating, to some extent, the level of credit risk that would exist if NMFA were owed a termination value by a counterparty. NMFA believes it has an adequate degree of diversification with regard to counterparties.

Interest Rate Risk. The knock-out option in the 2006 swaps leaves NMFA, on behalf of the Department, open to interest rate risk. If the SIFMA municipal swap index averages above 7% for 180 consecutive days, then, as provided by the terms of the knockout option, swap agreements could be cancelled by the counterparties and NMFA would have outstanding unhedged variable rate debt in a 7% interest rate environment.

Basis Risk. Basis risk is the possibility that the variable rate paid on the bonds may not be adequately offset by the variable index payment received under the swap agreement. NMFA, on behalf of the Department, has little or no such risk with respect to the 2004 bonds as the 2004 swaps pay a variable rate equal to the SIFMA Municipal Swap index which has very closely approximated, historically, the rates paid on variable rate municipal debt. NMFA has basis risk, however, with respect to the 2006 swaps. The variable rate NMFA receives with respect to the 2006 swaps is 68% of one-month LIBOR. While this rate has closely tracked the SIFMA Municipal Swap Index for a long period of time, there has recently been some divergence between the two indices. There is no guarantee that the two indices will remain as closely correlated in the future as they were in the past. There is a possibility, therefore, of a mismatch between actual variable rate bond debt service payments and the variable rate receipts under the 2006 swap agreements, resulting in a failure to achieve the synthetic fixed rate expected when the swaps initiated.

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

11. LONG-TERM OBLIGATIONS - continued

• Risks - continued

Basis Risk – continued. One event that would cause a divergence between the indices is a significant change in U.S. income tax rates. This might result in 68% of LIBOR no longer approximating the tax-exempt rate set by the market for NMFA’s variable rate debt.

• Termination Risk

The unplanned termination of one or more of the swaps exposes NMFA, on behalf of the Department, to the possibility that the synthetic fixed rate expected to be obtained on the variable rate debt will not, in fact, be achieved. The swap agreements contain the standard ISDA provisions for termination, including events such as bankruptcy, ratings downgrades, and failure to post collateral when required. In addition, NMFA, but not the counterparties, can terminate the swaps at any time with 30-day notice. As discussed above, an unplanned termination occurred due to the bankruptcy filing by Lehman Brothers. In this situation, NMFA was successful in replacing the counterparty with another on the same terms, resulting in no loss to NMFA. There can be no assurance that the same result could be obtained if other unplanned terminations occur in the future.

• Interest Rate Swaps

Swap Payments and Associated Debt. As of June 30, 2008, debt service requirements of the variable-rate debt and net swap payments for their term, assuming current interest rates remain the same for their term, were as follows. As rates vary, variable rate bond interest payments and net swap payments will vary.

Fiscal Year Ending	Variable Rate Bonds		Interest Rate Swaps, Net	Total
	Principal	Interest		
June 30				
2009	\$ -	7,868,000	510,000	8,378,000
2010	-	7,868,000	510,000	8,378,000
2011	-	7,868,000	510,000	8,378,000
2012	-	7,868,000	510,000	8,378,000
2013	-	7,868,000	510,000	8,378,000
2014 - 2018	-	39,340,000	2,550,000	41,890,000
2019 - 2023	-	39,340,000	2,550,000	41,890,000
2024	<u>200,000,000</u>	<u>5,335,487</u>	<u>345,844</u>	<u>205,681,331</u>
	\$ <u>200,000,000</u>	<u>123,355,487</u>	<u>7,995,844</u>	<u>331,351,331</u>

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

11. LONG-TERM OBLIGATIONS - continued

• **Bonds Issued by NMFA**

The following bonds were issued by the New Mexico Finance Authority (Authority) in an agency capacity on behalf of the Department of Transportation during the fiscal year:

State Transportation Series 2006A Revenue Bonds. On September 19, 2006, the Authority issued \$150,000,000 of State Transportation, Series 2006A Revenue Bonds. The Series 2006A Bonds were issued to provide funds for certain transportation projects authorized by the Legislature that the New Mexico Department of Transportation has determined to be necessary or desirable as part of GRIP transportation projects. Due to certain facts and circumstances specific to this bond issue, the liability associated with this debt is reflected by the New Mexico Department of Transportation and not the books of the Authority. The Authority serves in an agency capacity with respect to this bond issue.

The Department's future scheduled annual requirements to amortize the Bonds, including interest payments of \$121,146,936, are as follows:

<u>Year Ended June 30,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
Series 2006A GRIP:	-		
2009	\$ -	7,477,408	7,477,408
2010	-	7,477,408	7,477,408
2011	-	7,477,408	7,477,408
2012	240,000	7,472,608	7,712,608
2013	195,000	7,472,608	7,667,608
2014 - 2018	11,055,000	28,985,375	40,040,375
2019 - 2023	18,020,000	32,355,181	50,375,181
2024 - 2027	<u>120,490,000</u>	<u>22,428,942</u>	<u>142,918,942</u>
Total	\$ <u>150,000,000</u>	<u>121,146,938</u>	<u>271,146,938</u>

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

11. LONG-TERM OBLIGATIONS - continued

- Bonds Issued by NMFA - continued

State Transportation Series 2006B Revenue Bonds. On September 19, 2006, the Authority issued \$39,005,000 of State Transportation, Series 2006B Refunding Revenue Bonds. The Series 2006B Bonds were issued to provide funds to refund and restructure certain outstanding bonds of the State Transportation Commission. Due to certain facts and circumstances specific to this bond issue, the liability associated with this debt is reflected by the New Mexico Department of Transportation and not the books of the Authority. The Authority serves in an agency capacity with respect to this bond issue.

The Department's future scheduled annual requirement to amortize the Bonds, including interest payments of \$16,562,493, is as follows:

<u>Year Ended June 30,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
Series 2006B GRIP:			
2009	\$ 3,165,000	1,538,238	4,703,238
2010	2,345,000	1,432,350	3,777,350
2011	2,100,000	1,346,946	3,446,946
2012	1,225,000	1,283,585	2,508,585
2013	1,270,000	1,283,585	2,553,585
2014 - 2018	5,630,000	4,361,039	9,991,039
2019 - 2023	8,670,000	3,875,500	12,545,500
2024 - 2027	<u>11,105,000</u>	<u>1,441,250</u>	<u>12,546,250</u>
Total	\$ <u>35,510,000</u>	<u>16,562,493</u>	<u>52,072,493</u>

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

11. LONG-TERM OBLIGATIONS - continued

• **Bonds Issued by NMFA - continued**

The NMFA Adjustable Rate State Transportation Refunding Revenue Bonds (Subordinate Lien) Series 2008A in the amount of \$115,200,000 were issued in May of 2008 and are payable, together with additional bonds hereafter issued, solely from and secured by federal funds not otherwise obligated that are paid into the State Road Fund, proceeds of the collection of taxes and fees that are required to be paid into the State Road Fund, and taxes and fees required by law to be paid into the Highway Infrastructure Fund. The Series 2008A bonds are being issued by the New Mexico Finance Authority (NMFA) at the direction of the New Mexico State Transportation Commission to refund certain outstanding bonds of the NMFA which were issued for the purpose of financing projects administered by the New Mexico Department of Transportation. Those projects are part of the GRIP plan to upgrade and improve highways throughout the State and to develop a broad based, intermodal transportation plan that includes light rail, commuter rail, park and ride, airport improvements, bike paths and hiking trails.

The Department's future scheduled annual requirement to amortize the Bonds, including interest payments of \$71,252,761, is as follows:

<u>Year Ended June 30,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
Series 2008A GRIP:			
2009	\$ -	4,531,968	4,531,968
2010	-	4,531,968	4,531,968
2011	-	4,531,968	4,531,968
2012	-	4,531,968	4,531,968
2013	-	4,531,968	4,531,968
2014 – 2018	-	22,659,840	22,659,840
2019 - 2023	37,080,000	22,659,840	59,739,840
2024	<u>78,120,000</u>	<u>3,273,241</u>	<u>81,393,241</u>
Total	\$ <u>115,200,000</u>	<u>71,252,761</u>	<u>186,452,761</u>

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

11. LONG-TERM OBLIGATIONS - continued

• **Bonds Issued by NMFA - continued**

The NMFA Adjustable Rate State Transportation Refunding Revenue Bonds (Subordinate Lien) Series 2008B in the amount of \$220,000,000 were issued in May of 2008 and are payable, together with additional bonds hereafter issued, solely from and secured by federal funds not otherwise obligated that are paid into the State Road Fund, proceeds of the collection of taxes and fees that are required to be paid into the State Road Fund, and taxes and fees required by law to be paid into the Highway Infrastructure Fund. The Series 2008B bonds are being issued by the New Mexico Finance Authority (NMFA) at the direction of the New Mexico State Transportation Commission to refund certain outstanding bonds of the NMFA which were issued for the purpose of financing projects administered by the New Mexico Department of Transportation. Those projects are part of the GRIP plan to upgrade and improve highways throughout the State and to develop a broad based, intermodal transportation plan that includes light rail, commuter rail, park and ride, airport improvements, bike paths and hiking trails.

The Department's future scheduled annual requirement to amortize the Bonds, including interest payments of \$181,562,108, is as follows:

<u>Year Ended June 30,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
Series 2008B GRIP:			
2009	\$ -	10,410,400	10,410,400
2010	-	10,410,400	10,410,400
2011	-	10,410,400	10,410,400
2012	-	10,410,400	10,410,400
2013	-	10,410,400	10,410,400
2014 - 2018	-	52,052,000	52,052,000
2019 - 2023	11,200,000	52,052,000	63,252,000
2024 - 2027	<u>208,800,000</u>	<u>25,406,108</u>	<u>234,206,108</u>
Total	\$ <u>220,000,000</u>	<u>181,562,108</u>	<u>401,562,108</u>

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

11. LONG-TERM OBLIGATIONS - continued

• **Bonds Issued by NMFA - continued**

The NMFA Adjustable Rate State Transportation Refunding Revenue Bonds (Subordinate Lien) Series 2008C in the amount of \$84,800,000 were issued in May of 2008 and are payable, together with additional bonds hereafter issued, solely from and secured by federal funds not otherwise obligated that are paid into the State Road Fund, proceeds of the collection of taxes and fees that are required to be paid into the State Road Fund, and taxes and fees required by law to be paid into the Highway Infrastructure Fund. The Series 2008C bonds are being issued by the New Mexico Finance Authority (NMFA) at the direction of the New Mexico State Transportation Commission to refund certain outstanding bonds of the NMFA which were issued for the purpose of financing projects administered by the New Mexico Department of Transportation. Those projects are part of the GRIP plan to upgrade and improve highways throughout the State and to develop a broad based, intermodal transportation plan that includes light rail, commuter rail, park and ride, airport improvements, bike paths and hiking trails.

The Department's future scheduled annual requirement to amortize the Bonds, including interest payments of \$52,302,727, is as follows:

<u>Year Ended June 30,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
Series 2008C GRIP:			
2009	\$ -	3,336,032	3,336,032
2010	-	3,336,032	3,336,032
2011	-	3,336,032	3,336,032
2012	-	3,336,032	3,336,032
2013	-	3,336,032	3,336,032
2014 - 2018	-	16,680,160	16,680,160
2019 - 2023	27,295,000	16,680,160	43,975,160
2024	<u>57,505,000</u>	<u>2,262,247</u>	<u>59,767,247</u>
Total	\$ <u>84,800,000</u>	<u>52,302,727</u>	<u>137,102,727</u>

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

11. LONG-TERM OBLIGATIONS - continued

• **Bonds Issued by NMFA - continued**

The NMFA Adjustable Rate State Transportation Refunding Revenue Bonds (Subordinate Lien) Series 2008D in the amount of \$50,400,000 were issued in May of 2008 and are payable, together with additional bonds hereafter issued, solely from and secured by federal funds not otherwise obligated that are paid into the State Road Fund, proceeds of the collection of taxes and fees that are required to be paid into the State Road Fund, and taxes and fees required by law to be paid into the Highway Infrastructure Fund. The Series 2008D bonds are being issued by the New Mexico Finance Authority (NMFA) at the direction of the New Mexico State Transportation Commission to refund certain outstanding bonds of the NMFA which were issued for the purpose of financing projects administered by the New Mexico Department of Transportation. Those projects are part of the GRIP plan to upgrade and improve highways throughout the State and to develop a broad based, intermodal transportation plan that includes light rail, commuter rail, park and ride, airport improvements, bike paths and hiking trails.

The Department's future scheduled annual requirement to amortize the Bonds, including interest payments of \$18,648,000, is as follows:

<u>Year Ended June 30,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
Series 2008D GRIP:			
2009	\$ -	1,008,000	1,008,000
2010	-	1,008,000	1,008,000
2011	-	1,008,000	1,008,000
2012	-	1,008,000	1,008,000
2013	-	1,008,000	1,008,000
2014 - 2018	-	5,040,000	5,040,000
2019 - 2023	-	5,040,000	5,040,000
2024 - 2027	<u>50,400,000</u>	<u>3,528,000</u>	<u>53,928,000</u>
Total	\$ <u>50,400,000</u>	<u>18,648,000</u>	<u>69,048,000</u>

• **Capital Leases**

There are no future minimum lease obligations to report as of June 30, 2008.

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

11. LONG-TERM OBLIGATIONS - continued

Total future principal and interest obligation repayments are as follows:

<u>Year Ended June 30,</u>	<u>Bonds</u>
2009	\$ 159,883,553
2010	159,882,154
2011	149,563,256
2012	135,884,713
2013	147,262,388
2014 – 2018	552,053,123
2019 – 2023	760,016,414
2024 – 2027	<u>630,194,150</u>
Total	\$ <u>2,694,739,751</u>

An obligation amounting to \$7,385,466 at June 30, 2008, has been recorded to the government-wide financial statements representing the Department's commitment for accrued vacation, sick leave and other compensated absences.

12. REVERSIONS

Current year reversions due to the State General Fund as of June 30, 2008 were as follows:

	<u>SHARE System</u> <u>Fund 10070</u>
2008 reversions	\$ 400,623

13. PENSION PLAN – PUBLIC EMPLOYEES RETIREMENT ASSOCIATION

• **Plan Description**

Substantially all of the Department's full-time employees participate in a public employee retirement system authorized under the Public Employees Retirement Act (Chapter 10, Article 11, NMSA 1978). The Public Employees Retirement Association (PERA) is the administrator of the plan, which is a cost-sharing multiple-employer defined benefit retirement plan. The plan provides for retirement benefits, disability benefits, survivor benefits and cost-of-living adjustments to plan members and beneficiaries. PERA issues a separate, publicly available financial report that includes financial statements and required supplementary information for the plan. That report may be obtained by writing to PERA, P.O. Box 2123, Santa Fe, NM 87504-2123. The report is also available on PERA's website at www.pera.state.nm.us.

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

13. PENSION PLAN – PUBLIC EMPLOYEES RETIREMENT ASSOCIATION - continued

- **Funding Policy**

Plan members are required to contribute 7.42% of their gross salary. The Department's is required to contribute 16.59% of the gross covered salary. The contribution requirements of plan members and the Department are established in State statute under Chapter 10, Article 11, NMSA 1978. The requirements may be amended by acts of the legislature. The Department's contributions to PERA for the years ending June 30, 2008, 2007 and 2006 were \$15,997,412, \$14,933,952 and \$15,199,631, respectively, equal to the amount of the required contribution for each year.

14. POST-EMPLOYMENT BENEFITS – STATE RETIREE HEALTH CARE PLAN

- **Plan Description**

The Department contributes to the New Mexico Retiree Health Care Fund, a cost-sharing multiple-employer defined benefit postemployment healthcare plan administered by the New Mexico Retiree Health Care Authority (RHCA). The RHCA provides health care insurance and prescription drug benefits to retired employees of participating New Mexico government agencies, their spouses, dependents, and surviving spouses and dependents. The RHCA Board was established by the Retiree Health Care Act (Chapter 10, Article 7C, NMSA 1978). The Board is responsible for establishing and amending benefit provisions of the healthcare plan and is also authorized to designate optional and/or voluntary benefits like dental, vision, supplemental life insurance, and long-term care policies.

Eligible retirees are: 1) retirees who make contributions to the fund for at least five years prior to retirement and whose eligible employer during that period of time made contributions as a participant in the RHCA plan on the person's behalf unless that person retires before the employer's RHCA effective date, in which the event the time period required for employee and employer contributions shall become the period of time between the employer's effective date and the date of retirement; 2) retirees defined by the Act who retired prior to July 1, 1990; 3) former legislators who served at least two years; and 4) former governing authority members who served at least four years.

The RHCA issues a publicly available stand-alone financial report that includes financial statements and required supplementary information for the postemployment healthcare plan. That report and further information can be obtained by writing to the Retiree Health Care Authority at 4308 Carlisle NE, Suite 104, Albuquerque, NM 87107.

- **Funding Policy**

The Retiree Health Care Act (Section 10-7C-13 NMSA 1978) authorizes the RHCA Board to establish the monthly premium contributions that retirees are required to pay for healthcare benefits. Each participating retiree pays a monthly premium according to a service based subsidy rate schedule for the medical plus basic life plan plus an additional participation fee of five dollars if the eligible participant retired prior to the employer's RHCA effective date or is a former legislator or former governing authority member. Former legislators and governing authority members are required to pay 100% of

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

14. POST-EMPLOYMENT BENEFITS – STATE RETIREE HEALTH CARE PLAN

• **Funding Policy - continued**

the insurance premium to cover their claims and the administrative expenses of the plan. The monthly premium rate schedule can be obtained from the RHCA or viewed on their website at www.nmrhca.state.nm.us.

The Retiree Health Care Act (Section 10-7C-15 NMSA 1978) is the statutory authority that establishes the required contributions of participating employers and their employees. The statute requires each participating employer to contribute 1.3% of each participating employee’s annual salary; each participating employee is required to contribute .65% of their salary. Employers joining the program after 1/1/98 are also required to make a surplus-amount contribution to the RHCA based on one of two formulas at agreed-upon intervals.

The RHCA plan is financed on a pay-as-you-go basis. The employer, employee and retiree contributions are required to be remitted to the RHCA on a monthly basis. The statutory requirements for the contributions can be changed by the New Mexico State Legislature.

The Department's contributions to the RHCA for the years ended June 30, 2008, 2007 and 2006 were \$1,218,924, \$1,201,755 and \$1,146,926, respectively, which equal the required contributions for each year.

15. COOPERATIVE AND JOINT POWERS AGREEMENTS

The State Legislature and the State Highway Commission have approved certain agreements between the Department and various counties, municipalities and other agencies to construct or improve public highways, school grounds, parking areas, and for the purpose of litter control. The Department’s funding responsibility varies from zero to 100%. None of these cooperative and joint powers agreements have created legally separate organizations that need to be included as component units or joint ventures in the Department’s financial statements.

JOINT POWERS AGREEMENTS			
Contract Number	Contractor	Description	Expended in 2008
J00074	Pueblo of Laguna	Miscellaneous construction, to include geotechnical and engineering fees for pedestrian, bikeway and roadway improvements at entrance to new Laguna-Acoma High School on Casa Blanca Road.	-
J00131	City of Albuquerque	Bicycle/pedestrian safety program.	3,340
J00640	City of Albuquerque	Highway maintenance and beautification.	58,826

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

15. COOPERATIVE AND JOINT POWERS AGREEMENTS – continued

JOINT POWERS AGREEMENTS			
Contract Number	Contractor	Description	Expended in 2008
J00671	City of Albuquerque	Bicycle Travel Demand Management Program/ CN 7366.	90,244
J00682	Navajo Nation	Survey, archaeological clearance and environmental assessment of and improvements to roads in the Rock Springs Chapter in McKinley County.	-
J00686	Pueblo of Acoma	Fund and share the conduct of a feasibility study to replace the Acomita Interchange on I-40.	-
J00692	Village of Tularosa	Construction and remodeling of the existing police department and converting it to the Tularosa Welcome Center/CN 7530.	-
J00694	Navajo Nation	Purchase and install school zone warning signals and speed sign on NM 491/CN 7782.	-
J00695	Navajo Nation	Pave roads for the Thoreau Chapter of the Navajo Nation/CN 7742.	-
J00697	Ohkay Owingeh/San Juan Pueblo	Miscellaneous construction to include the San Juan Pueblo parking area.	-
J00698	NM Institute of Mining & Technology	Severance Tax Agreement for Water Canyon Road/CN 1339.	120,116
J00699	Pueblo of Acoma	Construction of "SP 26", an all weather access road/CN 86581.	-
J00700	City of El Paso, Texas	Replacement of the bridge and culverts on Sunland Park Drive/CN 4035/TC 6301(4).	-
J00701	NM Energy, Minerals and Natural Resources Dept.	Establish a framework to acquire, enhance and maintain approximately 130 acres of wetland habitat in Santa Rosa.	-
J00703	NM Energy, Minerals and Natural Resources Dept.	Provide inmate work crews for improving natural resources and safety on public lands and roads.	-

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

15. COOPERATIVE AND JOINT POWERS AGREEMENTS - continued

JOINT POWERS AGREEMENTS			
Contract Number	Contractor	Description	Expended in 2008
J00704	Pueblo of Laguna	Miscellaneous construction to include geotechnical and engineering fees for pedestrian, bikeway and roadway improvements at entrances to new Laguna-Acoma High.	215,000
J00707	Pueblo of Zuni	A pedestrian travel demand study for Black Rock Community.	-
J00708	Navajo Nation	Road improvements and a maintenance yard at the Bread Springs Chapter of Navajo Nation in McKinley County.	-
J00709	NM Department of Cultural Affairs	Provide FY 2006 – 2010 Consultant Design Program to maintain an inventory of cultural properties in the State of New Mexico.	-
J00711	NM Office of Cultural Affairs	Provide FY 2006 – 2010 Consultant Design Program for the review of cultural resource documents pertinent to the completion of proposed highway construction project in New Mexico.	-
J00713	Pueblo of Zuni	Install two traffic school flashing units on State Road 53 Priority (2) BIA Route 301 North Zuni High School.	-
J00714	Pueblo of Laguna	Provide for the design and improvement of the Exit 108 Interchange on Interstate Highway 40 and BIA Road L22 on the Pueblo of Laguna Indian Reservation.	-
J00717	NM Tourism Department	Design and construct the Special Attraction Component of the Glenrio and Manuelito rest areas/visitor information centers.	-
J00718	Pueblo of Acoma	Construction, re-construction of various streets on Pueblo of Acoma Indian Reservation.	-
J00721	Navajo Nation	Plan, design and construct various road improvements in McKinley, San Juan and Sandoval counties.	-

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

15. COOPERATIVE AND JOINT POWERS AGREEMENTS - continued

JOINT POWERS AGREEMENTS			
Contract Number	Contractor	Description	Expended in 2008
J00722	Navajo Nation	Acquire Right of Way.	-
J00724	Pueblo of Acoma	Road improvements on Skyline Road, Acoma Route 32 for 0.8 miles, to include 3 inch mill/inlay for pavement, sidewalks, new curb and gutter, street lighting, 2 crosswalks at school crossing, drainage culverts, signing, marking.	-
J00725	Pueblo of Acoma	Construction, reconstruction for various streets for the Pueblo of Acoma in Acoma Indian Reservation.	-
J00726	Pueblo of Acoma	Construction of Acomita Road, Pueblo of Acoma Indian Reservation, Acomita Road SP30(12)2 & 4 (clearing and grubbing, roadway excavation, Portland cement standard curb and gutter.	-
J00727	Pueblo of Santa Clara	Maintain traffic signal at NM 30 and Puye Road.	-
J00729	Navajo Nation	Plan, design and construct road and culvert improvements.	-
J00730	NM Corrections Department	Utilize supervised inmates to perform minor highway maintenance and beautification.	315,739
J00731	Acoma Pueblo	Road improvements on Skyline Road, Acoma Route 32 for 0.8 miles, to include 3 inch mill/inlay for pavement, sidewalks for .8 miles, new curb and gutter for .3 miles, street lighting, 2 crosswalks at school crossing, drainage culverts, signing and markings.	-
J00734	Pueblo of Zia	Acquisition of rights of way, planning, design and construction drainage and paving improvements in Zia Pueblo.	-
J00735	Tesuque Pueblo	Safety enhancements, including acquisition of rights of way, planning, design and construction for pedestrian and school areas and for the purchase of an emergency vehicle in the Pueblo of Tesuque in Santa Fe County.	-

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

15. COOPERATIVE AND JOINT POWERS AGREEMENTS - continued

JOINT POWERS AGREEMENTS			
Contract Number	Contractor	Description	Expended in 2008
J00736	Mescalero Apache Tribe	Study of alternate routes and the acquisition of rights of way, planning, design and construction of roadway drainage and paving improvements to Ski Apache access road in Otero County.	-
J00737	Pueblo of Sandia	Acquisition of right of way, planning, design and construction of railroad crossing safety improvement in the Pueblo of Sandia in Sandoval County.	-
J00738	Pueblo of Pojoaque	Acquisition of rights of way, planning, design and construction, drainage, safety and paving improvements, including sidewalks and new road construction for housing subdivisions and pedestrian and bike trails in the Pueblo of Pojoaque in Santa Fe County.	-
J00739	Jicarilla Apache Nation	Acquisition of rights of way, planning, design and construction, drainage, safety and paving improvements, sidewalks and street lighting to Sandhill Drive in the Jicarilla Apache Nation in Rio Arriba County.	-
J00740	NM Environment Department	Joint sponsorship of a position of employment at the NMED Surface Water Quality Bureau.	-
J00741	Pueblo of Picuris	Renovate roadways, including acquisition of right of way, planning, design and construction, drainage and paving improvements in the Pueblo of Picuris in Taos County.	-
J00743	Pueblo of Sandia	Plan, design and construct improvements to streets at the Pueblo of Sandia in Sandoval County.	-
J00744	Sierra County	Acquire land, plan, design, construct, furnish and equip the Southwest Regional Spaceport in Sierra County; acquire rights of way, plan, design and construct drainage and paving improvements in Sierra County and Dona Ana County that are related to the Spaceport.	-

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

15. COOPERATIVE AND JOINT POWERS AGREEMENTS - continued

JOINT POWERS AGREEMENTS			
Contract Number	Contractor	Description	Expended in 2008
J00745	Pueblo of Sandia	Specify and delineate the rights and duties related to the NM 313 (4 th Street/NM 556-Roy Avenue) intersection. CN D3086/Project No. TPU-0313 (5).	-
J00746	Pueblo of Acoma	Pavement rehabilitation and reconstruction of various roads within the Pueblo of Acoma.	-
J00747	Taos Pueblo	Construction of Hail Road through Pueblo Land on a new alignment and signalization of the intersection with US 64 within the Town of Taos city limits.	-
J00748	Pueblo of Zuni	Acquisition of right of way, planning, study, design and construction of roadway drainage and paving improvements to BIA Route 301 in the Pueblo of Zuni in McKinley County.	-
J00749	Pueblo of Acoma	Acquisition of right of way, planning, study, design and construction of new bridge and roadway drainage and paving improvement for a railroad grade separation bridge connecting Bureau of Indian Affairs Road 30 and 36 in the Pueblo of Acoma in Cibola County.	-
J00750	Pueblo of Nambe	Acquisition of right of way, planning, study, design and construction of roadway drainage and paving improvements to Alabama Street in the Pueblo of Nambe in Santa Fe County.	-
J00751	Pueblo of San Felipe	Acquisition of right of way, planning, design and construction of roadway drainage and bridge replacement for bridge number 8 on State Road 313 in the Pueblo of San Felipe in Sandoval County.	-
J00752	US Department of Interior	To allow the Department to transfer the apportionments, contract authority and obligation authority to BIA to complete the Chaco Wash Bridge and road improvements on Navajo Route 46, in rural area of McKinley County, NM.	-

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

16. RISK MANAGEMENT

The Department is exposed to various risks of loss related to torts: theft of, damage to and destruction of assets; errors and omissions; and natural disasters for which the agency carries insurance (Workers' Compensation, Unemployment Compensation, Employee Liability and Transportation Property), with the State of New Mexico Risk Management Division (RMD) of the General Services Department.

There are no pending or known threatened legal proceedings involving material matters to which the Department is party.

17. FEDERAL HIGHWAY ADMINISTRATION (FHWA) AUTHORIZATIONS

The FHWA annually allocates funds to the State of New Mexico, which are available for various federally-sponsored projects. The authorizations expire within two to five years from date of authorization.

In order to obtain funding commitments from FHWA for such allotments, projects must be submitted to and be approved by the FHWA. As of June 30, 2008, the amount of authorizations granted to the State of New Mexico that had not been converted to commitments because FHWA did not award sufficient obligation authority to the Department was \$172,854,909.

18. LITIGATION

The Department is subject to various legal proceedings, claims and liabilities, including right-of-way condemnation proceedings, contractor claims and employee claims, which arise in the ordinary course of the Department's operations. There are various contractor lawsuits and claims against the Department for various reasons. The Department contests these claims and if a likelihood of a loss is probable and can be reasonably estimated, the Department accrues the loss in the accompanying financial statements. In the opinion of the Department's legal counsel, it is possible that contractor claims in excess of \$700,000 may result in potential exposure to the Department, but the exact amount of loss cannot be reasonably estimated and is therefore not accrued in the accompanying financial statements.

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

19. OPERATING LEASE COMMITMENT

The Department leases certain equipment and premises under numerous operating leases. Leases are subject to future appropriations and as such are cancelable by the Department at the end of a fiscal year. Rental expense for the year ended June 30, 2008, was \$877,228.

The future minimum lease payments under operating leases as of June 30, 2008 are as follows:

Years ending June 30:	<u>Lease Amounts</u>
2009	\$ 796,402
2010	378,134
2011	206,522
2012	81,623
2013	70,158
2014 and thereafter	<u>469,758</u>
	\$ <u>2,002,597</u>

20. COMMITMENTS AND CONTINGENCIES

• **Arbitrage Rebate Obligation**

As of June 30, 2008, the Department has paid all arbitrage rebates due to the Internal Revenue Service (IRS) on the excess interest income earned on the 1999 CHAT and 2000 CHAT bond proceeds.

• **Grant Revenue**

The Department participates in numerous federal grant programs, which are governed by various rules and regulations of the grantor agencies. Costs charged to the respective grant programs are subject to audit and adjustment by the grantor agencies; therefore, to the extent that the Department has not complied with the rules and regulations governing the grants, refunds of any money received may be required and the collectibility of any related receivable at June 30, 2008 may be impaired. In the opinion of the Department, there are no significant contingent liabilities relating to compliance with the rules and regulations governing the respective grants.

• **Warranty Claim**

The Department has filed a notice of deficiency regarding New Mexico 44 (now U.S. 550) under the design and construction warranty provided by the contractor. The Department has not specified a dollar amount of the cost of the repairs or replacement attributable to its claim made under the warranty. Accordingly, no amount for the claim receivable is accrued for in the June 30, 2008 financial statements.

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

21. UNRESERVED, UNDESIGNATED FUND BALANCE (DEFICIT)

The unreserved, undesignated fund balance (deficit) is the component of fund balance that represents the portion of the encumbrances that have not been billed to the applicable funding source.

22. BUDGET TO GAAP RECONCILIATION

	<u>State Road Fund</u>	<u>Severance Tax Bond Fund</u>	<u>Traffic Safety Fund</u>
Statement of Revenues, Expenditures and Changes in Fund Balances – Governmental Funds	\$ 493,637,933	19,256,628	20,392,575
Add: Net change in accruals due to accounts payable past the DFA cut-off	<u>(10,534,897)</u>	<u>(743,920)</u>	<u>(208,220)</u>
Statement of Revenues and Expenditures – Major Governmental Funds – Budget and Actual (Modified Accrual Basis)	\$ <u>483,103,036</u>	<u>18,512,708</u>	<u>20,184,355</u>
	<u>Local Government Road Fund</u>	<u>Federal Planning and Development</u>	<u>General Fund Appropriations</u>
Statement of Revenues, Expenditures and Changes in Fund Balances – Governmental Funds	\$ 27,052,579	25,238,818	20,721,709
Add: Net change in accruals due to accounts payable past the DFA cut-off	<u>9,233</u>	<u>(384,500)</u>	<u>(1,372,249)</u>
Statement of Revenues and Expenditures – Major Governmental Funds – Budget and Actual (Modified Accrual Basis)	\$ <u>27,061,812</u>	<u>24,854,318</u>	<u>19,349,460</u>

23. BUDGETED VS. ACTUAL EXPENDITURES

The Department had expenditures that exceeded the final budget expenditures as follows:

- State Road Fund, Business/Program Support, Other Category, in the amount of \$3,152,201
- Traffic Safety Fund, Programs and Infrastructure, Contractual Services Category, in the amount of \$68,803
- 2002A CHAT Bond Project Fund, Programs and Infrastructure, Other Category, in the amount of \$28,958
- 2006A GRIP Bond Project Fund, Operating Transfers, in the amount of \$1,330,500
- 2006C GRIP Bond Project Fund, Operating Transfers, in the amount of \$582,500

NEW MEXICO DEPARTMENT OF TRANSPORTATION

Notes to Financial Statements - continued

23. BUDGETED VS. ACTUAL EXPENDITURES - continued

- 2006D GRIP Bond Project Fund, Programs and Infrastructure, Other Category, in the amount of \$1,282
- 2006D GRIP Bond Project Fund, Operating Transfers, in the amount of \$1,655,788
- 2006B GRIP Debt Service Fund, Operating Transfers, in the amount of \$950,478
- 2006C GRIP Debt Service Fund, Business/Program Support, Other Category, in the amount of \$5,155,073
- 2006D GRIP Debt Service Fund, Business/Program Support, Other Category, in the amount of \$1,112,884
- 2008A GRIP Debt Service Fund, Business/Program Support, Other Category, in the amount of \$1,439,214
- 2008B, GRIP Debt Service Fund, Business/Program Support, Other Category, in the amount of \$3,690,337
- 2008C GRIP Debt Service Fund, Business/Program Support, Other Category, in the amount of \$719,304
- 2008D GRIP Debt Service Fund, Business/Program Support, Other Category, in the amount of \$365,800

24. FUND BALANCE RESTATEMENT

To comply with Governmental Accounting Standards Board Statement No. 33 (GASBS 33), *Accounting and Financial Reporting for Nonexchange Transactions*, the Department has changed its accounting treatment of capital project appropriations financed with bond proceeds.

Prior to the change, the Department recognized – in the year the capital project appropriations were authorized by the Legislature – the entire amount of bond proceeds related to capital project appropriations. It also recognized a corresponding liability, due to project recipients, and the expenditure related to that. It did not take into account the impact of eligibility requirements: under the modified accrual basis of accounting, GASBS 33 requires that the recognition of revenues and expenditures occur only when all applicable eligibility requirements have been met. Since all of the eligibility requirements established by the State Board of Finance had not been met by the end of the last fiscal year, the Department's recognition of bond proceeds and the related liability to recipients was premature. As a result of the restatement, the June 30, 2008 fund balance in the Severance Tax Bond Fund (10060) was decreased by \$2,709,582.

APPENDIX B

EXTRACTS OF CERTAIN PROVISIONS OF THE INDENTURE

The following contains extracts of certain provisions and definitions contained in the Indenture and is not to be considered as a full statement thereof. Reference is made to the Indenture for full detail thereof.

Certain Definitions

“Account” or “Accounts” means one or more of the separate accounts which are established within Funds created pursuant to the Master Indenture.

“Accountant’s Certificate” means an opinion signed by a certified public accountant or firm of such accountants duly licensed to practice and practicing as such under the laws of the State, selected by the Authority, who is independent and not under the domination of the Authority, who does not have any substantial interest, direct or indirect, in the Authority, but who may be regularly retained to make annual or other audits of the books or records of the Authority.

“Acquisition Fund” means the Fund so designated which is created by Section 501 of the Master Indenture.

“Act” means, collectively, Sections 6-18-1 et seq., NMSA 1978, as amended and supplemented, Sections 6-21-1 et seq., NMSA 1978, as amended and supplemented, and Chapter 3, Laws of New Mexico, 2003 (1st Special Session) (compiled in part as Sections 67-3-59.2, 67-3-59.3 and 67-3-65.1, NMSA 1978).

“Additional Highway Bonds” means bonds, debentures or other obligations issued by the Commission pursuant to 67-3-59.1, NMSA 1978 in an outstanding amount at any one time not to exceed \$50,000,000, which may be payable from (1) Federal Revenues and (2) State Revenues (other than moneys paid into the Highway Infrastructure Fund), which Additional Highway Bonds are to be issued with a lien on the revenues described in (1) and (2) on a parity with the lien thereon of the Subordinate Lien Obligations.

“Authority” means the New Mexico Finance Authority, a public body politic and corporate, separate and apart from the State, constituting a governmental instrumentality and created by Sections 6-21-1 through 6-21-31, NMSA 1978, as amended and supplemented, and any successor to its functions and duties.

“Authority Certificate,” “Authority Order” or “Authority Request” means, respectively, a written certificate, order or request signed in the name of the Authority by an Authorized Officer and delivered to the Trustee, which certificate, order or request shall recite and certify that it is in compliance with the Master Indenture.

“Authority Exchange Payment” means a payment required to be made by or on behalf of the Authority due to a Qualified Counterparty pursuant to a Qualified Exchange Agreement, including an Exchange Termination Payment, unless otherwise provided in the Master Indenture (which payment, other than an Exchange Termination Payment, may be made net of any Qualified Counterparty Payment then due).

“Authorized Denomination” means, with respect to a Series, the denominations of principal amount authorized for such Series in the applicable Series Indenture.

“Authorized Officer” means the Chair of the Board, the Vice Chair of the Board, the Secretary of the Board, the Chief Executive Officer of the Authority, the Chief Financial Officer of the Authority, the Chief Operating Officer or other person designated in writing by any of the above-listed officers to the Trustee, which writing may limit the functions which such other person may undertake as an Authorized Officer under the Indenture.

“Board” means the Board of Directors of the Authority.

“Bond Counsel” means nationally recognized bond counsel in the field of law relating to municipal, state and public agency financing, satisfactory to the Trustee, and listed in the list of municipal bond attorneys, as published semiannually by The Bond Buyer, or any successor publication.

“Bond” or “Bonds” means Senior Lien Bonds, Subordinate Lien Bonds and Junior Subordinate Lien Bonds issued by the Authority under and at any time Outstanding pursuant to the Master Indenture.

“Business Day” means a day of the year on which banks located in the city (i) in which the office of the Trustee located at the address specified in Section 1106 of the Master Indenture is located or (ii) in which the office of a Credit Facility Provider is located, are not required or authorized to remain closed, and on which The New York Stock Exchange is not closed.

“Closed Lien Obligations” means, at any time, the remaining outstanding (i) Senior Subordinate Lien Tax Revenue Highway Bonds, Series 1998A, initially issued in the aggregate principal amount of \$105,000,000; (ii) Subordinate Lien Tax Revenue Highway Bonds, Series 1998B, initially issued in the aggregate principal amount of \$100,000,000; (iii) Senior Subordinate Lien Tax Revenue Highway Bonds, Series 1999, initially issued in the aggregate principal amount of \$100,000,000; (iv) Senior Subordinate Lien Tax Revenue Highway Bonds, Series 2000A, initially issued in the aggregate principal amount of \$201,200,000; (v) Senior Subordinate Lien Tax Revenue Highway Bonds, Series 2001A, initially issued in the aggregate principal amount of \$198,800,000; (vi) Senior Subordinate Lien Tax Revenue Highway Bonds, Series 2002A, Bonds initially issued in the aggregate principal amount of \$95,000,000; (vii) Subordinate Lien Tax Revenue Highway Bonds, Series 2002B, initially issued in the aggregate principal amount of \$79,920,000; (viii) Highway Infrastructure Fund Revenue Bonds (additionally secured by a Senior Subordinate Lien on certain State Road Fund Revenues), Series 2002C, initially issued in the aggregate principal amount of \$67,750,000; and (ix) Senior Subordinate Lien Tax Revenue Highway Bonds, Series 2002D, initially issued in the aggregate principal amount of \$16,000,000, all payable from and secured by a pledge of certain State Revenues and previously issued by the Commission.

“Code” means the Internal Revenue Code of 1986, as amended, with respect to a Series, to the date of initial issuance of such Series, and the regulations thereunder.

“Commission” means the New Mexico State Transportation Commission created and existing under Article V, Section 14 of the State Constitution, as amended.

“Confirmation” means a letter from each Rating Agency then rating a Series confirming that the action proposed to be taken by the Authority or the Commission will not, in and of itself, result in a lowering, suspension or withdrawal of the ratings then applicable to any Bonds.

“Costs of Issuance” means all items of expense, directly or indirectly payable or reimbursable by or to the Authority or the Commission and related to the authorization, sale and issuance of Obligations, including but not limited to underwriters’ compensation on such Bonds, initial fees and expenses due to any Qualified Counterparty, Credit Facility Provider or Credit Facility Provider, printing costs, costs of preparation and reproduction of documents, filing fees, initial fees and charges of the Fiduciaries and other private parties performing services for the Authority or the Commission or under the Master Indenture in connection with the issuance or payment of Obligations, any initial credit enhancement fees, legal fees and charges, fees and disbursements of underwriters, financial advisors, consultants and professionals, costs of credit ratings, fees and charges for preparation and execution of Obligations, financing charges, accrued interest with respect to the initial investment of proceeds of Obligations, other costs incurred by the Authority or the Commission in anticipation of the issuance of Obligations, and any other cost, charge or fee in connection with the issuance of the Obligations.

“Counsel” means a person, or firm of which such a person is a member, authorized in any state to practice law.

“Counterparty Payment” means any payment to be made to, or for the benefit of, the Authority under a Qualified Exchange Agreement including an Exchange Termination Payment, unless otherwise provided in the

Master Indenture (which payment, other than Exchange Termination Payments, may be made net of Authority Exchange Payments).

“Credit Enhancement Facility” means an insurance policy insuring, or a letter of credit or surety bond providing a direct or indirect source of funds for, the timely payment of principal of and interest on the Bonds of a Series or any portion thereof, as shall be designated pursuant to a Series Indenture with respect to such Series.

“Credit Facility Provider” means a commercial bank or other Person providing a Credit Enhancement Facility pursuant to any Series Indenture with respect to a Series or any portion thereof.

“Debt Service” means, with respect to any particular Fiscal Year and any particular Series, an amount equal to the sum of all interest payable on such Bonds and any Principal Installment in respect of such Bonds which shall be due and payable at any time from the second day of such Fiscal Year to the first day of the ensuing Fiscal Year, inclusive.

“Debt Service Fund” means the Fund so designated which is created pursuant to Section 501 of the Master Indenture.

“Debt Service Requirements” means, for any period, the sum of: (i) the amount required to pay the interest, or to make reimbursements for payments of interest, becoming due on the applicable Obligations, Closed Lien Obligations and Additional Highway Bonds during such period; plus (ii) the amount required to pay the principal or accreted value, or to make reimbursements for the payment of principal or accreted value, becoming due on the applicable Obligations, Closed Lien Obligations and Additional Highway Bonds during that period, whether at maturity, an accretion term date, or upon mandatory sinking fund redemption dates; plus (iii) any net periodic payments required to be made by the Authority pursuant to a Qualified Exchange Agreement; minus (iv) any net periodic payments to be received by the Authority pursuant to a Qualified Exchange Agreement subject to the following limitations.

(a) Except as otherwise provided in subsection (b)(2) below, no payments required on Obligations which may occur because of the exercise of an option by the Authority, or which may otherwise become due by reason of any other circumstance or contingency, which constitute other than regularly scheduled payments of principal, accreted value, interest, or other regularly scheduled payments on Obligations shall be included in any computation of Debt Service Requirements for any computation period prior to the maturity or otherwise certain due dates thereof.

(b) (1) Debt Service Requirements required to be made pursuant to a Qualified Exchange Agreement shall be based upon the actual amount required to be paid by the Authority, if any, to the Qualified Counterparty. In determining that amount, any payments required to be made by either party pursuant to the Qualified Exchange Agreement at a variable interest rate shall be computed, in determining the obligation of the Authority under the Qualified Exchange Agreement, using the procedures set forth in paragraph (f) of this definition.

(2) Exchange Termination Payments payable by the Authority shall be considered as part of Debt Service Requirements on the date of computation only if those Exchange Termination Payments have become due and remain unpaid at the time of computation in accordance with the terms of the applicable Qualified Exchange Agreement.

(c) Unless, at the time of computation of Debt Service Requirements, Repayment Obligations are owed to, or Obligations are owned or held by, a Credit Facility Provider, a Credit Facility Provider or Reserve Alternative Instrument Provider, pursuant to the provisions of the related instruments, the computation of interest for the purposes of this definition shall be made without considering the interest rate payable pursuant to a Credit Facility, Credit Facility or Reserve Alternative Instrument.

(d) For the purpose of the definition of Debt Service Requirements, the accreted value of capital appreciation bonds shall be included in the calculation of interest and principal only for the applicable year during which the accreted value becomes payable.

(e) In the computation of Debt Service Requirements relating to the issuance of additional Obligations as set forth in Section 206 of the Master Indenture, there shall be deducted from that computation amounts and investments which are irrevocably committed to make designated payments on Obligations and Additional Highway Bonds included as part of the computation during the applicable period, including, without limitation: (i) money on deposit in any debt service account, (ii) amounts on deposit in an escrow account, (iii) amounts deposited to the credit of an account for the payment of capitalized interest on Obligations and Additional Highway Bonds included as part of the computation, and (iv) money on deposit in an Account of Debt Service Reserve which may be used for payment of the final principal maturity of the Obligations secured by such Account in the Debt Service Reserve Fund.

(f) To determine Debt Service Requirements for Obligations and Additional Highway Bonds with a variable interest rate, the Authority shall use the procedures set forth in the following paragraphs to determine the amount of interest or other payments to be paid by the Authority on those Obligations and Additional Highway Bonds and the amount of credit against Debt Service Requirements for payments to be received by the Authority based upon variable interest rates to be made by a Qualified Counterparty or otherwise.

(1) Prospective computations of variable interest rates on Obligations and Additional Highway Bonds, other than a Qualified Exchange Agreement, shall be made on the assumption that the applicable Obligations and Additional Highway Bonds bear interest at a fixed annual rate equal to the average of the BMA Index during the five (5) year period, next preceding a date which is no more than 60 days prior to the date of the issuance of the additional Obligations and Additional Highway Bonds, as certified in writing by the Authority's financial advisor, an investment banker designated by the Authority from time to time, or a Qualified Counterparty.

(2) Prospective computations of variable interest rates for a Qualified Exchange Agreement shall be based upon:

(A) the average interest rate used to compute the net amounts paid over the most recent 12-month period ending on the date of computation by the Authority to the Qualified Counterparty or (expressed as a negative number) by the Qualified Counterparty to the Authority, or

(B) if no such payment has been made under the pertinent Qualified Exchange Agreement, the interest rate used to determine the estimated initial net payment obligation on such Qualified Exchange Agreement on the computation date as certified by the Authority's financial advisor, an investment banker, designated by the Authority from time to time or a Qualified Counterparty.

(g) The purchase or tender price of Obligations and Additional Highway Bonds resulting from the optional or mandatory tender or presentment for purchase of those Obligations and Additional Highway Bonds shall not be included in any computation of Debt Service Requirements.

"Debt Service Reserve Fund" means the Fund so designated which is created pursuant to Section 501 of the Master Indenture.

"Debt Service Reserve Requirement" means, as of any particular date of calculation, the amount, if any, established for a Series of Outstanding Senior Lien Bonds, Subordinate Lien Bonds or Junior Subordinate Lien Bonds in the applicable Series Indentures. The Debt Service Reserve Requirement may be composed of cash, Investment Securities or Reserve Alternative Instruments or any combination of the foregoing, as the Authority may from time to time determine.

"Defaulted Interest" has the meaning set forth in Section 301 of the Master Indenture.

“Department” means the New Mexico Department of Transportation established as a department of State government within the executive branch pursuant to Section 67-3-6, NMSA 1978, as amended and supplemented.

“Depository” means any bank, trust company or national banking association selected by the Authority or the Trustee as a depository of moneys or Investment Securities held under the provisions of the Master Indenture and may include the Trustee or any Paying Agent.

“Event of Default” means any of the events of default described in Section 801 of the Master Indenture.

“Exchange Termination Payment” means the amount payable pursuant to a Qualified Exchange Agreement by the Authority or a Qualified Counterparty for the early termination of the obligations, in whole or in part, of the parties to that Qualified Exchange Agreement.

“Federal Revenues” means proceeds from federal aid revenues received by or on behalf of, or available to the Department pursuant to Title 23 of the United States Code or other federal law, not otherwise obligated by federal or state law, that are paid into the State Road Fund or as may be authorized or permitted by federal or state law to be pledged for payment of Obligations and are so pledged by the Authority or as security for Obligations pursuant to a Supplemental Indenture.

“Fiduciary” or “Fiduciaries” means the Trustee and any successor, any Depository, any Paying Agent, auction agent, remarketing agent, escrow agent, or similar agent or any of or all of them, as may be appropriate.

“Fiscal Year” means the period from July 1 in any calendar year to June 30 in the following calendar year, both inclusive, or such other fiscal year of the Authority as may be established from time to time.

“Fund” or “Funds” means one or more of the special trust funds which are created pursuant to the Master Indenture.

“Governmental Obligations” means direct obligations of, or obligations the payment of the principal of and interest on which are unconditionally guaranteed by, the United States of America.

“Highway Infrastructure Fund” means the fund created in the state treasury and administered by the Department pursuant to Section 67-3-59.2, NMSA 1978, as amended and supplemented.

“Indenture” means, collectively, the Master Indenture, Supplemental Indentures and Series Indentures entered into in accordance with the terms of the Master Indenture.

“Interest Account” means the respective accounts so established as the Senior Lien Interest Account, Subordinate Lien Interest Account and the Junior Subordinate Lien Account within the Debt Service Fund by Section 501 of the Master Indenture.

“Interest Payment Date” means any date upon which interest on the Bonds of any Series or portion thereof shall be payable as specified in the applicable Series Indenture.

“Investment Securities” means the following, to the extent permitted by State law:

- (a) Governmental Obligations;
- (b) Bonds, debentures, notes or other evidence of indebtedness issued or guaranteed by any of the following federal agencies, provided that such obligations are backed by the full faith and credit of the United States of America (stripped securities are only permitted if they have been stripped by the agency itself):
 - (i) Farmers Home Administration (FMHA) Certificates of Ownership;
 - (ii) Federal Housing Administration (FHA) Debentures;

- (iii) General Services Administration Participation certificates;
 - (iv) Government National Mortgage Association (GNMA or “Ginnie Mae”) GNMA-guaranteed mortgage-backed bonds GNMA-guaranteed pass-through obligations (participation certificates);
 - (v) U.S. Maritime Administration Guaranteed Title XI financing;
 - (vi) U.S. Department of Housing and Urban Development (HUD) Project Notes Local Authority Bonds;
 - (vii) Tennessee Valley Authority (TVA) Debentures;
- (c) Bonds, debentures, notes or other evidence of indebtedness issued or guaranteed by any of the following non-full faith and credit U.S. government agencies (stripped securities are only permitted if they have been stripped by the agency itself):
- (i) Federal Home Loan Bank System Senior debt obligations (Consolidated debt obligations);
 - (ii) Federal Home Loan Mortgage Corporation (FHLMC or “Freddie Mac”) rated “AAA” by Standard & Poor’s and “Aaa” by Moody’s Participation Certificates (Mortgage-backed securities) Senior debt obligations;
 - (iii) Federal National Mortgage Association (FNMA or “Fannie Mae”) rated “AAA” by Standard & Poor’s and “Aaa” by Moody’s Mortgage-backed securities and senior debt obligations (excluded are stripped mortgage securities which are valued greater than par on the portion of unpaid principal);
 - (iv) Student Loan Market Association (SLMA or Sallie Mae) Senior debt obligations;
 - (v) Resolution Funding Corp. (REFCORP) Only the interest component of REFCORP strips which have been stripped by request of the Federal Reserve Bank of New York in book-entry form are acceptable;
 - (vi) Farm Credit System Consolidated system-wide bonds and notes;
- (d) Money market funds registered under the Federal Investment Company Act of 1940, whose shares are registered under the Federal Securities Act of 1933, and having a rating by S&P of “AAAm-G,” “AAAm” or “Aam” or by Moody’s of “Aaa,” including funds from which the Trustee or its affiliates receive fees for investment advisory or other services to such funds;
- (e) Certificates of deposit (“CD”) secured at all times by collateral described in (a) and/or (b) above. CD’s must have a one-year or less maturity. Such certificates must be issued by commercial banks, savings and loan associations or mutual savings banks whose short-term obligations are rated “A-1+” or better by S&P, and “Prime-1” or better by Moody’s. The collateral must be held by a third party and the third party must have a perfected first security interest in the collateral;
- (f) Certificates of deposit, savings accounts, deposit accounts or money market deposits which are fully insured by FDIC, including BID and SAIF;
- (g) Commercial paper rated “Prime-1” by Moody’s and “A-1+” or better by S&P and which matures not more than 270 days after the date of purchase;

(h) Bonds or notes issued by any municipality which are rated by Moody's and S&P in the highest long-term rating category assigned by such agencies;

(i) Federal funds or bankers' acceptances with a maximum term of one year of any bank which has an unsecured, uninsured and unguaranteed obligation rating of "Prime- 1" by Moody's and "A-I+" by SAP;

(j) Repurchase agreements (excluding term purchase agreements) involving the purchase and sale of securities described in parts (a) and (b) of this definition, the par value of which is collateralized by a perfected first pledge of, or security interest in, or the payments of which are unconditionally guaranteed by, securities described in parts (a), and (b) of this definition, which collateral is held by the Trustee, or for the benefit of the Trustee, by a party other than the provider of the repurchase agreement, with a collateral value of at least 102% of the par value of such repurchase agreement or 102% of the market value thereof, valued at intervals of no less than monthly and which collateral is not subject to any other pledge or security interest;

(k) Investment contracts with providers, the long term, unsecured debt obligations of which are rated in or are guaranteed by a Person whose long term, unsecured debt obligations are rated in, one of the top two Rating Categories by a Rating Agency, the par value of which is collateralized by a perfected first pledge of, or security interest in, or the payments of which are unconditionally guaranteed by, securities described in parts (a) and (b) of this definition, which collateral is held by the Trustee, or for the benefit of the Trustee, by a party other than the provider of the guaranteed investment contract, with a collateralized value of at least 102% of the par value of such guaranteed investment contract or 102% of the market value thereof valued at intervals of no less than monthly and which collateral is not subject to any other pledge or security interest;

(l) Forward supply or forward delivery agreements with providers the long term unsecured debt obligations of which are rated in or are guaranteed by a Person whose long term, unsecured debt obligations are rated in, one of the top two Rating Categories by a Rating Agency, for delivery at specified future dates and at specified prices of the securities described in parts (a), (b), (c) or (g) of this definition; and

(m) The State Treasurer's short-term investment fund created pursuant to Section 6-10-10.1, NMSA 1978, maintained and invested by the State Treasurer; provided, that it is expressly understood that the definition of Investment Securities shall be, and is deemed to be, expanded, or new definitions and related provisions shall be added to the Indenture, thus permitting investments with different characteristics from those permitted which the Authority deems from time to time to be in the interest of the Authority to include as Investment Securities if, at the time of inclusion, the Trustee shall have received a Confirmation from the Rating Agencies that such inclusion will not, in and of itself, impair, or cause any of the Bonds to fail to retain, the then existing rating assigned to them by the Rating Agencies.

"ISDA Master Agreement" means the 1992 ISDA Master Agreement (Multicurrency—Cross Border), and any successor thereto and as in effect with respect to any Qualified Exchange Agreement.

"Junior Subordinate Lien Bonds" means Bonds issued by the Authority with a lien on the Trust Estate subordinate to the lien thereon of Senior Lien Bonds and Subordinate Lien Bonds (but not an exclusive junior subordinate lien) and so designated in the applicable Series Indenture authorizing such Junior Subordinate Lien Bonds.

"Junior Subordinate Lien Obligations" means Junior Subordinate Lien Bonds and any Qualified Exchange Agreement the priority of payment from the Trust Estate of which is equal with that of Junior Subordinate Lien Bonds.

"Liquidity Facility" means a standby bond purchase agreement, letter of credit or other agreement providing liquidity with respect to any Series or any portion thereof for the Authority's obligation to repurchase Bonds subject to remarketing which have not been remarketed, as shall be designated pursuant to a Series Indenture with respect to such Series.

“Liquidity Facility Provider” means a commercial bank or other Person providing a Liquidity Facility pursuant to any Series Indenture with respect to a Series or any portion thereof.

“Mandatory Sinking Fund Installment” means the principal amount of Bonds of any Series which pursuant to the applicable Series Indentures the Authority is unconditionally required (except as provided in Section 505 of the Master Indenture) to redeem on any particular date (such that failure to redeem such principal amount is, regardless of the availability of moneys therefor, an Event of Default).

“Master Indenture” means the Master Indenture of Trust as supplemented or amended by each Supplemental Indenture entered into in accordance with the terms thereof.

“Moody’s” means Moody’s Investors Service, or any successor thereto; provided, that if such Rating Agency shall no longer have outstanding any rating assigned to any of the Bonds, any provision in the Master Indenture referring to Moody’s shall be of no further force and effect.

“Obligations” means, collectively, the Senior Lien Bonds, the Subordinate Lien Obligations, and the Junior Subordinate Lien Obligations.

“Outstanding,” when used with respect to a Qualified Exchange Agreement, means a Qualified Exchange Agreement which has not expired, been terminated or been deemed paid in accordance with the provisions of Section 1101 of the Master Indenture, and when used with reference to any Bonds, means, as of any date, all Bonds theretofore or then being authenticated and delivered under the Master Indenture except:

(a) any Bonds cancelled by, or delivered for cancellation to, the Trustee because of payment at maturity or redemption or purchase prior to maturity;

(b) Bonds (or portions thereof) deemed paid in accordance with the provisions of the Master Indenture; and

(c) Bonds in lieu of or in substitution for which other Bonds shall have been authenticated and delivered pursuant to Article III of the Master Indenture.

“Owner” means (i) with respect to a Bond, the registered owner of such Bond, and (ii) with respect to a Qualified Exchange Agreement, any Qualified Counterparty, unless the context otherwise requires.

“Participant” means a broker-dealer, bank or other financial institution from time to time for which the Securities Depository effects book-entry transfers and pledges of securities deposited with the Securities Depository.

“Paying Agent” means any bank with trust powers or trust company so designated pursuant to Section 902 of the Master Indenture, and its successor or successors hereafter appointed, as paying agent for any Series.

“Person” means any individual, corporation, partnership, joint venture, association, joint stock company, trust, unincorporated organization or government or any agency or political subdivision thereof.

“Pledged Revenues” means, collectively, Federal Revenues and State Revenues.

“Principal Account” means the respective accounts so established as the Senior Lien Principal Account, Subordinate Lien Principal Account, and the Junior Subordinate Lien Principal Account with the Debt Service Fund established by Section 501 of the Master Indenture.

“Principal Installment” means, as of the date of calculation and with respect to any Series Outstanding, (i) the principal amount of Bonds of such Series due on a certain future date (whether at a stated maturity date or a date fixed for redemption prior to a stated maturity date) for which no Mandatory Sinking Fund Installments have been established, or (ii) the unsatisfied balance (determined as provided in Section 505 of the Master Indenture) of any Mandatory Sinking Fund Installments in a principal amount equal to said unsatisfied balance of such Mandatory Sinking Fund Installments, or (iii) if such future dates coincide as to different Bonds of such Series, the sum of such

principal amount of Bonds and of such unsatisfied balance of Mandatory Sinking Fund Installments due on such future date, plus such applicable redemption premiums, if any.

“Principal Installment Date” means any date upon which any Principal Installment on Bonds of any Series shall be due and payable pursuant to the applicable Series Indenture.

“Qualified Counterparty” means any party whose senior long term debt obligations, or whose obligations under a Qualified Exchange Agreement are guaranteed by a party whose senior long term debt obligations, are rated (at the time of execution of the Qualified Exchange Agreement) in one of the top two Rating Categories by a Rating Agency, and which is obligated to make Counterparty Payments under a Qualified Exchange Agreement.

“Qualified Exchange Agreement” means an ISDA Master Agreement (and schedule and credit support annex, if any, thereto) between the Authority and a Qualified Counterparty under which the Authority is obligated to pay (whether on a net payment basis or otherwise) on one or more scheduled and specified Qualified Exchange Agreement Payment Dates, Authority Exchange Payments in exchange for the Qualified Counterparty’s obligations to pay (whether on a net payment basis or otherwise), or to cause to be paid, to the Authority, Counterparty Payments on one or more scheduled and specified Qualified Exchange Agreement Payment Dates in the amounts set forth in the Qualified Exchange Agreement, and

(i) for which the Authority’s obligations to make Authority Exchange Payments (other than Exchange Termination Payments) may be secured by a pledge of and lien on the Trust Estate on an equal and ratable basis with the Outstanding Subordinate Lien Bonds or the Junior Subordinate Lien Bonds and for which the Authority’s obligations to make Exchange Termination Payments may be secured by a pledge of and lien on the Trust Estate on an equal and ratable basis with the Junior Subordinate Lien Bonds; and

(ii) under which the Counterparty Payments are to be made directly to the Trustee for deposit into the Revenue Fund.

“Qualified Exchange Agreement Payment Date” means, with respect to a Qualified Exchange Agreement, any date specified in the Qualified Exchange Agreement on which both or either of an Authority Exchange Payment and/or a Counterparty Payment is due and payable under the Qualified Exchange Agreement.

“Qualified Exchange Agreement Value” means the market quotation of a Qualified Exchange Agreement, if any, that would be payable to a Qualified Counterparty, provided that such market quotation is defined and calculated in substantially the same manner as amounts are defined and calculated pursuant to the applicable provisions of an ISDA Master Agreement.

“Rating Agency” or “Rating Agencies” means Moody’s or S&P or any other generally recognized rating agency to the extent any such agency (i) provides a rating for a Qualified Counterparty or a Qualified Exchange Agreement at the time in question; or (ii) has been requested in writing by the Authority to issue a rating on any of the Bonds and such agency has issued and continues to apply a rating on such Bonds at the time in question.

“Rating Category” means a generic securities rating category assigned by a Rating Agency, without regard, in the case of a long-term rating category, to any refinement or gradation of such long-term rating category by a numerical modifier or otherwise.

“Rebate Fund” means the Rebate Fund authorized pursuant to Section 501 of the Master Indenture.

“Redemption Date” means, when used with respect to any Bonds to be redeemed, the date fixed for such redemption by or pursuant to the Master Indenture and the applicable Series Indenture.

“Redemption Price” means the total of principal, premium (if any) and interest due on any Bond redeemed pursuant to any applicable redemption provision of the Master Indenture and the applicable Series Indenture.

“Refunding Bonds” means all Bonds, whether issued in one or more Series, authenticated and delivered pursuant to Section 207 of the Master Indenture.

“Regular Record Date” means (i) the 15th day (whether or not a Business Day) preceding any Interest Payment Date on the Bonds, or (ii) the second day immediately preceding an Interest Payment Date in the case of any Bonds bearing interest at an Auction Rate.

“Repayment Obligations” means the obligations of the Authority to repay a Credit Facility Provider, a Liquidity Facility Provider or the provider of a Reserve Alternative Instrument for amounts advanced by any such provider with respect to the principal of or interest on or the purchase price of Bonds issued under the Indenture.

“Reserve Alternative Instrument” means an insurance policy or surety bond or irrevocable letter of creditor guaranty rated in one of the top two Rating Categories by a Rating Agency deposited in the Debt Service Reserve Fund in lieu of or in partial substitution for the deposit of cash and Investment Securities in satisfaction of the Debt Service Reserve Requirement for any Bonds. The Reserve Alternative Instrument shall be payable (upon the giving of notice as required thereunder) to remedy any deficiency in the appropriate subaccounts in the Interest Account and the Principal Account in order to provide for the timely payment of interest and principal (whether at maturity or to pay a Mandatory Sinking Fund Installment therefor).

“Revenue Fund” means the fund so designated which is created by Section 501 of the Master Indenture.

“S&P” means Standard & Poor’s Ratings Group, or any successor thereto; provided, that if such Rating Agency shall no longer have outstanding any rating assigned to any of the Bonds, any provision in the Master Indenture referring to S & P shall be of no further force and effect.

“Securities Depository” means The Depository Trust Company, New York, New York, and its successors and assigns, or any additional or other securities depository designated in a Series Indenture, or (i) if the then Securities Depository resigns from its functions as depository of the Bonds, or (ii) if the Authority discontinues use of the Securities Depository pursuant to Section 308 of the Master Indenture, then any other securities depository which agrees to follow the procedures required to be followed by a securities depository in connection with the Bonds and which is selected by the Authority with the consent of the Trustee.

“Senior Lien Bonds” means Bonds issued by the Authority with a first lien (but not an exclusive first lien) on the Trust Estate, subject to the lien thereon of the Closed Lien Obligations and so designated in the applicable Series Indenture authorizing such Senior Lien Bonds.

“Series” means all Bonds of a designated series authenticated and delivered on original issuance authorized by a given Series Indenture, and any Bonds thereafter authenticated and delivered in lieu of or in substitution for (but not to refund) such Bonds as provided in the Master Indenture, regardless of variations in maturity, interest rate, Mandatory Sinking Fund Installments, or other provisions.

“Series Indenture” means any indenture of the Authority authorizing the issuance of a Series in accordance with the terms and provisions of the Master Indenture, executed and delivered in accordance with Section 203 thereof.

“SIFMA Index” means The Securities Industry and Financial Markets Association Municipal Swap Index as released to the subscribers thereof.

“Special Record Date” for the payment of any Defaulted Interest on Bonds means a date fixed by the Trustee pursuant to Section 301 of the Master Indenture.

“State” means the State of New Mexico.

“State Revenues” means (i) proceeds of the collection of gasoline taxes, special fuels taxes, vehicle transaction taxes or fees, drivers license fees, oversize/overweight permit fees, certain public regulation commission

fees, trip taxes, weight/distance taxes, motor vehicle registration fees, and motor vehicle excise taxes (to the extent authorized to be paid into the State Road Fund in the future) in each case that are required by law to be paid into the State Road Fund, and interest on amounts in the State Road Fund; (ii) proceeds of the collection of leased vehicle gross receipts taxes and tire recycling fees in each case that are required by law to be paid into the Highway Infrastructure Fund, and interest on amounts in the Highway Infrastructure Fund; and (iii) such additional moneys as may in the future be authorized by law to be pledged as security, and are so pledged by the Authority pursuant to a Supplemental Indenture, as security for Obligations.

“State Road Fund” means the fund created pursuant to Section 67-3-65 NMSA 1978, as amended and supplemented.

“State Transportation Program” means the program of the Authority, the Commission and the State Transportation Department to finance, construct and improve State Transportation Projects as provided by the Act.

“State Transportation Program Financing Expenses” means (i) the fees and expenses of Fiduciaries, (ii) the fees and expenses of any auction agent, market agent and any broker-dealer then acting under a Series Indenture with respect to auction rate Bonds, (iii) the fees and expenses of any calculation agent then acting under a Series Indenture with respect to index-based Bonds, (iv) the costs of any remarketing of any Bonds, including the fees and expenses of any remarketing agent then acting under a Series Indenture with respect to variable rate Bonds, (v) the fees and expenses (but not Repayment Obligations) due to any Credit Facility Provider or any Credit Facility Provider with respect to any Bonds for which any Credit Enhancement Facility or a Credit Facility is in place, (vi) the fee of the Authority (other than Costs of Issuance) charged to the Commission and/or the Department in carrying out and administering its powers, duties and functions under the Act, the State Transportation Program, the Authority’s agreements with the Commission relating to the Bonds, the Closed Lien Obligations and the Master Indenture and the resolution of the Commission acknowledging and agreeing that the fee of the Authority shall be payable from the State Road Fund, (vii) fees and expenses associated with the delivery of a substitute Credit Enhancement Facility or Credit Facility under a Series Indenture, (viii) fees and expenses associated with the monitoring of the Bonds and the State Transportation Program by the Rating Agencies, and (ix) fees and expenses associated with (but not payments under) Qualified Exchange Agreements.

“State Transportation Projects” means the transportation projects authorized by Laws of New Mexico 2003 (First Special Session), Chapter 3, Sections 27 and 28, the cost of which projects are eligible for reimbursement from Federal Revenues pursuant to Title 23 of the United States Code and regulations promulgated thereunder, or such other federal statutes and regulations pursuant to which Federal Revenues are received by the Department and paid into the State Road Fund.

“Subordinate Lien Bonds” means Bonds issued by the Authority with a lien on the Trust Estate subordinate to the lien thereon of Senior Lien Bonds (but not an exclusive subordinate lien) and so designated in the applicable Series Indenture authorizing such Subordinate Lien Bonds.

“Subordinate Lien Obligations” means Subordinate Lien Bonds and any Qualified Exchange Agreement the priority of payment from the Trust Estate of which is equal with that of Subordinate Lien Bonds.

“Supplemental Indenture” means any indenture of the Authority, other than a Series Indenture, supplemental to or amendatory of the Master Indenture executed and delivered in accordance with Article VII of the Master Indenture.

“Tax Certificate” means, with respect to a Series the interest on which is intended to be excluded from the gross income of the owners thereof for federal income tax purposes, the certificate concerning certain federal tax matters furnished by the Authority and/or the Commission in connection with the initial issuance and delivery of such Series.

“Trust Estate” means (i) all rights, title, interest and privileges of the Authority to (a) the Pledged Revenues: (b) any Credit Enhancement Facility and any Credit Facility; (ii) the proceeds of the sale of Bonds, and all other moneys in all Funds and Accounts established under the Master Indenture or Series Indenture (other than

amounts in the Rebate Fund owing to the United States), including the investments, if any, thereof, and earnings, if any, thereon (other than as stated in Section 507 of the Master Indenture or Series Indenture) until applied in accordance with the terms of the Master Indenture; (iii) all rights, title, interest and privileges of the Authority in and to any Qualified Exchange Agreement and any Counterparty Payments (provided; however, that this clause (iii) shall not be for the benefit of a Qualified Counterparty with respect to its Qualified Exchange Agreement); and (iv) the money, Investment Securities and funds and all other right of every name and nature from time to time hereafter by delivery or by writing of any kind pledged, assigned transferred as and for additional security under the Indenture.

“Trustee” means The Bank of New York Mellon Trust Company, N.A. and the successor or successors of such bank or trust company and any other corporation which may at any time be substituted in its place pursuant to Article IX of the Master Indenture.

“Value” means, as of any date of computation, the value of the Trust Estate or Investment Securities calculated by or on behalf of the Authority as to (a) below and otherwise by the Trustee, as follows:

(a) with respect to any funds of the Authority held under the Master Indenture and on deposit in any commercial bank or as to any certificates of deposit or banker’s acceptances, the amount thereof plus accrued but unpaid interest;

(b) as to investments the bid and asked prices of which are published on a regular basis in The Wall Street Journal (or, if not there, in The New York Times), the average of the bid and asked prices for such investments so published on such date of calculation or most recently prior to such date of calculation;

(c) as to investments (other than investment contracts and repurchase agreements) the bid and asked prices of which are not published on a regular basis in The Wall Street Journal or The New York Times, (i) the lower of the bid prices at such date of calculation for such investments by any two nationally recognized government securities dealers (selected by the Trustee in its absolute discretion) at the time making a market in such investments, or (ii) the bid price published by a nationally recognized pricing service;

(d) as to an investment contract, an amount equal to the principal amount plus any accrued interest required to be remitted to the Trustee (without regard to notice requirements of seven days or less) pursuant to the terms of such investment contract;

(e) as to a repurchase agreement, an amount equal to the unpaid repurchase price thereof plus any accrued interest thereon as of such date; and

(f) with respect to any investment not specified above, the value thereof established by prior written agreement by the Authority, the Trustee and the Rating Agencies.

Additional Obligations Payable from Trust Estate

Limitations Upon Issuance of Senior Lien Bonds. No provision of the Master Indenture shall be construed to prevent the issuance by the Authority of Senior Lien Bonds, or to prevent the issuance of bonds or other obligations refunding all or a part of any Senior Lien Bonds. However, before any Senior Lien Bonds are issued (excluding Refunding Bonds or refunding obligations issued pursuant to Section 207 of the Master Indenture):

(1) The Authority shall then be current in all accumulations required to be made pursuant to Section 503 of the Master Indenture with respect to Outstanding Obligations; and

(2) The State Revenues received by the Authority and the Commission in any twelve consecutive calendar months out of the eighteen calendar months immediately preceding the date of issuance of such Senior Lien Bonds shall have been sufficient to pay an amount representing three hundred percent (300%) of the maximum combined Debt Service Requirements coming due in any subsequent fiscal year on: (x) then outstanding Closed Lien Obligations, (y) then Outstanding Senior Lien Bonds, and (z) the Senior Lien Bonds proposed to be issued; and

(3) The Pledged Revenues received by the Authority and the Commission in any twelve consecutive calendar months out of the eighteen calendar months immediately preceding the date of issuance of such Senior Lien Bonds shall have been sufficient to pay an amount representing three hundred and fifty percent (350%) of the maximum combined Debt Service Requirements coming due in any subsequent fiscal year on: (x) then outstanding Closed Lien Obligations, (y) then outstanding Senior Lien Bonds, and (z) the Senior Lien Bonds proposed to be issued;

Limitations Upon Issuance of Subordinate Lien Bonds. No provision of the Master Indenture shall be construed to prevent the issuance by the Authority of Subordinate Lien Bonds or to prevent the issuance by the Commission of Additional Highway Bonds, or to prevent the issuance of bonds or other obligations refunding all or a part of any Subordinate Lien Bonds or any Additional Highway Bonds. However, before any Subordinate Lien Bonds, or Additional Highway Bonds are issued (excluding Refunding Bonds or refunding obligations issued pursuant to Section 207 of the Master Indenture):

(1) The Authority and the Commission shall then be current in all accumulations required to be made pursuant to Section 503 of the Master Indenture (or similar sections of the Commission resolutions or instruments governing the issuance of Additional Highway Bonds) with respect to Outstanding Obligations and Outstanding Additional Highway Bonds; and

(2) The Pledged Revenues received by the Authority and the Commission in any twelve consecutive calendar months out of the eighteen calendar months immediately preceding the date of issuance of such Subordinate Lien Bonds, or Additional Highway Bonds shall have been sufficient to pay an amount representing three hundred percent (300%) of the maximum combined Debt Service Requirements coming due in any subsequent fiscal year on: (v) then Outstanding Closed Lien Obligations, (w) then Outstanding Senior Lien Bonds, (x) then outstanding Subordinate Lien Obligations, (y) then outstanding Additional Highway Bonds, and (z) the Subordinate Lien Bonds proposed to be issued.

Limitations Upon Issuance of Junior Subordinate Lien Bonds. No provision of the Master Indenture shall be construed to prevent the issuance by the Authority of Junior Subordinate Lien Bonds or to prevent the issuance of bonds or other obligations refunding all or a part of Junior Subordinate Lien Bonds. However, before any Junior Subordinate Lien Bonds are issued (excluding Refunding Bonds issued pursuant to Section 207 of the Master Indenture):

(1) The Authority and the Commission shall then be current in all accumulations required to be made pursuant to Section 503 of the Master Indenture (or similar sections of the Commission resolutions or instrument governing the issuance of Additional Highway Bonds) with respect to Outstanding Obligations and Outstanding Additional Highway Bonds; and

(2) The Pledged Revenues received by the Authority and the Commission in any twelve consecutive calendar months out of the eighteen calendar months immediately preceding the date of issuance of such Junior Subordinate Lien Bonds shall have been sufficient to pay an amount representing two hundred percent (200%) of the maximum combined Debt Service Requirements coming due in any subsequent fiscal year on: (u) then Outstanding Closed Lien Obligations, (v) then Outstanding Senior Lien Bonds, (w) then Outstanding Subordinate Lien Bonds, (x) then Outstanding Additional Highway Bonds, (y) then Outstanding Junior Subordinate Lien Obligations, and (z) the Junior Subordinate Lien Bonds proposed to be issued.

Certification of State Revenues and Pledged Revenues. A written certificate or opinion by the Secretary of the Department, the chief financial officer of the Authority, or an Accountant's Certificate that such State Revenues and Pledged Revenues, as applicable, are sufficient to cover the amounts required by Sections 206(a), 206(b) or 206(c) of the Master Indenture shall be required and shall be conclusively presumed to be accurate in determining the right of the Authority to authorize, issue, sell and deliver additional Senior Lien Bonds, Subordinate Lien Bonds or Junior Subordinate Lien Bonds or the right of the Commission to authorize, issue, sell and deliver Additional Highway Bonds.

No provision of the Master Indenture shall be construed to prevent the issuance by the Authority or the Commission of additional bonds or other obligations payable from the Pledged Revenues constituting a lien on the

Trust Estate (or any portion thereof) subordinate and junior to the lien on the Trust Estate of Bonds described above. Such additional subordinate and junior bonds or other obligations may be issued pursuant to a Series Indenture and/or Supplemental Indenture prepared for that specific purpose or pursuant to an indenture or resolution separate and distinct from the Master Indenture.

The Authority shall not issue Bonds or incur Obligations payable from the Pledged Revenues having a lien on the Trust Estate prior and superior to the lien on the Trust Estate of the Senior Lien Bonds.

In Commission Resolution No. 2004-5(APR), adopted by the Commission on April 15, 2004, the Commission affirmatively resolved that Additional Highway Bonds and any other future obligations payable from the Pledged Revenues that may be issued by the Commission shall be issued in compliance with the restrictions applicable to the issuance of additional Senior Lien Bonds, Subordinate Lien Bonds and Junior Subordinate Lien Bonds described in this section.

Funds and Accounts

Establishment of Funds and Accounts

The Master Indenture creates and establishes the following Funds and Accounts to be held and maintained by the Trustee for the benefit of the Owners:

- (1) Acquisition Fund
- (2) Revenue Fund
- (3) Debt Service Fund
 - Senior Lien Interest Account
 - Senior Lien Principal Account
 - Subordinate Lien Interest Account
 - Subordinate Lien Principal Account
 - Junior Subordinate Lien Interest Account
 - Junior Subordinate Lien Principal Account
- (4) Debt Service Reserve Fund

The Master Indenture creates and establishes the Rebate Fund to be held and maintained by the Trustee in which neither the Authority (except as provided in Section 504(a) of the Master Indenture) nor the Owners have any right, title or interest.

The Trustee is authorized by the Master Indenture for the purpose of facilitating the administration of the Trust Estate and for the administration of any Series issued under the Master Indenture to create accounts or subaccounts in any of the various Funds and Accounts established under the Master Indenture or any additional Funds or Accounts which are deemed necessary or desirable; provided, however, that the obligation of the Authority to provide the Funds and Accounts described in Sections 501(a) and 501(b) of the Master Indenture is not altered or amended.

Acquisition Fund

(a) The Trustee shall from time to time pay out, or permit the withdrawal of, moneys credited to the Acquisition Fund, free and clear of any lien, pledge or assignment in trust created by the Indenture, for the purpose of paying in the manner authorized in the Master Indenture any Costs of Issuance, for which provision is not otherwise made, upon receipt by said Trustee of a written requisition substantially in the form set forth in Exhibit A to the Master Indenture signed by an Authorized Officer stating that the amount to be paid from such Fund pursuant to such requisition is a proper charge thereon, and stating with respect to each payment to be made: (1) the item for which payment is to be made, (2) the name of the Person to whom the payment is to be made, and (3) the amount to be paid. Upon receipt of each such requisition properly drawn, the Trustee shall deliver a check or draft, drawn upon the Acquisition Fund for the payment of each item.

(b) From the proceeds of each Series, there shall be deposited into the Acquisition Fund the amounts, if any, required by Section 401 of the Master Indenture or as specified in the related Series Indenture. In addition, there shall be credited to the Acquisition Fund any amounts transferred thereto from the Revenue Fund.

Except as otherwise specifically directed in the Master Indenture or in any Series Indenture, amounts in the Acquisition Fund shall be expended and applied, upon Authority Order on behalf of the Department, only for State Transportation Projects and Costs of Issuance. Authority Orders may include requisitions of moneys in amounts certified by the Department as necessary to meet anticipated expenditures for State Transportation Projects. In the event an Authority Order is not or cannot be made available in a timely fashion to meet payment deadlines for expenditures for State Transportation Projects, the Trustee is authorized to accept substantially similar orders from the Commission or the Department for disbursements from the Acquisition Fund.

The Authority may, at any time upon Authority Order, direct the Trustee to transfer any moneys in the Acquisition Fund to the Revenue Fund or to any other Fund or Account established by the Master Indenture or any Series Indenture.

Revenue Fund

(a) (i) All moneys received by or on behalf of the Authority from Pledged Revenues in accordance with Section 67-3-59.3, NMSA 1978, and in accordance with procedures established from time to time by the Authority with the Commission and the Department for payment of Obligations, Repayment Obligations, and State Transportation Program Expenses, (ii) any moneys received as Counterparty Payments, and (iii) any monies transferred from any other Fund or Account under the Master Indenture for deposit to the Revenue Fund, shall be deposited promptly to the credit of the Revenue Fund. There may also be paid into the Revenue Fund, at the option of the Authority, any moneys received by the Authority from any other source.

(b) As of the first Business Day of each calendar month, except as specifically provided below and unless specifically provided to the contrary in a Series Indenture, the Trustee shall withdraw from the Revenue Fund and, to the extent that there are amounts in the Revenue Fund available therefor, deposit to the credit of the following Funds and Accounts the following amounts in the following order of priority, the requirements of each such deposit (including the making up of any deficiencies resulting from lack of amounts in the Revenue Fund sufficient to make any earlier required deposit) at the time of deposit to be satisfied, and the results of such satisfaction being taken into account, before any deposit is made subsequent in priority (any money not so deposited to remain in the Revenue Fund until subsequently applied pursuant to Section 502(b) of the Master Indenture):

(A) First, on each December 1, or the first Business Day thereafter, to the Rebate Fund, an amount to be calculated by the Authority which, when added to the amount already within the Rebate Fund, will equal the amount determined by the Authority to be required to be on deposit therein.

(B) Second, to the Senior Lien Interest Account, an amount such that, if the same amounts are so paid and credited to the Senior Lien Interest Account on the same day of each succeeding calendar month thereafter prior to the next Interest Payment Date, the aggregate of the amounts so paid and credited to the Senior Lien Interest Account, when added to any amount on deposit in the Interest Account for such

purpose on the day of the calculation, would on such Interest Payment Date be equal to the interest on all Outstanding Senior Lien Bonds and any related Repayment Obligations for a Credit Enhancement Facility or a Credit Facility secured on a parity with the Senior Lien Bonds accrued and unpaid as of such date, provided, however, that in order to ensure that the Senior Lien Interest Account is neither overfunded nor underfunded for all Senior Lien Bonds Outstanding (giving due regard to the different payment intervals for the various Senior Lien Bonds), the Trustee shall, not later than the tenth day of each calendar month, ensure that the amount so transferred to the Senior Lien Interest Account reflects the amount of interest actually accrued in the prior calendar month for each Series of Senior Lien Bonds and the amount actually accrued in the prior calendar month for each such related Repayment Obligation for a Credit Enhancement Facility or a Credit Facility. In the event that different Interest Payment Dates are established in respect of different Series of Senior Lien Bonds, deposits in the Senior Lien Interest Account shall be made in accordance with the foregoing calculation applied separately to each such different Series.

(C) Third, to the Senior Lien Principal Account, whenever a Principal Installment of Senior Lien Bonds (and related Repayment Obligations for a Credit Enhancement Facility or a Credit Facility) is to fall due within one year of the date of transfer, an amount such that, if the same amounts are so paid and credited to the Senior Lien Principal Account from the same source on the same day of each succeeding calendar month thereafter prior to the next day upon which a Principal Installment on Senior Lien Bonds (and related Repayment Obligations for a Credit Enhancement Facility or a Credit Facility) is due, the aggregate of the amounts so paid and credited to the Principal Account, when added to any amount on deposit in the Principal Account for such purpose on the day of the calculation, would on such Principal Installment Date be equal to the amount of all accrued and unpaid Principal Installments on Senior Lien Bonds (and related Repayment Obligations for a Credit Enhancement Facility or a Credit Facility) as of such date. In the event that different dates (within one year of the date of transfer) on which such Principal Installments fall due are established in respect of different Series of Senior Lien Bonds (and related Repayment Obligations for a Credit Enhancement Facility or a Credit Facility), deposits in the Senior Lien Principal Account shall be made in accordance with the foregoing calculation applied separately to each such different Series. There shall also be deposited to the Senior Lien Principal Account, whenever such Senior Lien Bonds have been duly called for redemption, an amount equal to the principal amount of Senior Lien Bonds to be redeemed on such Redemption Date.

(D) Fourth, (i) to the Accounts of the Debt Service Reserve Fund established in any Series Indenture for a related Series of Senior Lien Bonds, so much as may be required so that the amounts in each Account therein shall equal the Debt Service Reserve Requirement for the related Senior Lien Bonds then Outstanding and for which an Account in the Debt Service Reserve Fund has been established, and (ii) on a parity with the transfer under subparagraph (i) of this Subsection (D), to the payment of related Repayment Obligations for Reserve Alternative Instruments for Senior Lien Bonds.

(E) Fifth, to the Subordinate Lien Interest Account, an amount such that, if the same amounts are so paid and credited to the Subordinate Lien Interest Account on the same day of each succeeding calendar month thereafter prior to the next Interest Payment Date or Qualified Exchange Agreement Payment Date, the aggregate of the amounts so paid and credited to the Subordinate Lien Interest Account, when added to any amount on deposit in the Subordinate Lien Interest Account for such purpose on the day of the calculation, would on such Interest Payment Date or Qualified Exchange Agreement Payment Date be equal to the interest on all Outstanding Subordinate Lien Bonds, any related Repayment Obligations for a Credit Enhancement Facility or a Credit Facility, and any Authority Exchange Payment (other than any Exchange Termination Payment) secured on a parity with the Subordinate Lien Bonds accrued and unpaid as of such date; provided, however, that in order to ensure that the Subordinate Lien Interest Account is neither overfunded or underfunded for all Subordinate Lien Obligations Outstanding (giving due regard to the different payment intervals for the various Subordinate Lien Obligations), the Trustee shall, not later than the tenth day of each calendar month, ensure that the amount so transferred to the Subordinate Lien Interest Account reflects the amount of interest actually accrued in the prior calendar month for each Series of Subordinate Lien Bonds and the amount actually accrued in the prior calendar month for each such related Repayment Obligation for a Credit Enhancement Facility or a Credit Facility and Authority Exchange Payment (other than an Exchange Termination Payment). In the event that different Interest Payment Dates are established in respect of different Series of Subordinate Lien Bonds, deposits in the

Subordinate Lien Interest Account shall be made in accordance with the foregoing calculation applied separately to each such different Series.

(F) Sixth, to the Subordinate Lien Principal Account, whenever a Principal Installment of Subordinate Lien Bonds is to fall due within one year of the date of transfer, an amount such that, if the same amounts are so paid and credited to the Subordinate Lien Principal Account from the same source on the same day of each succeeding calendar month thereafter prior to the next day upon which a Principal Installment on Subordinate Lien Bonds (and related Repayment Obligations for a Credit Enhancement Facility or a Credit Facility) is due, the aggregate of the amounts so paid and credited to the Principal Account, when added to any amount on deposit in the Subordinate Lien Principal Account for such purpose on the day of the calculation, would on such Principal Installment Date be equal to the amount of all accrued and unpaid Principal Installments on Subordinate Lien Bonds (and related Repayment Obligations for a Credit Enhancement Facility or a Credit Facility) as of such date. In the event that different dates (within one year of the date of transfer) on which such Principal Installments fall due are established in respect of different Series of Subordinate Lien Bonds (and related Repayment Obligations for a Credit Enhancement Facility or a Credit Facility), deposits in the Subordinate Lien Principal Account shall be made in accordance with the foregoing calculation applied separately to each such different Series. There may also be deposited to the Subordinate Lien Principal Account, whenever such Subordinate Lien Bonds have been duly called for redemption, an amount equal to the principal amount of Subordinate Lien Bonds to be redeemed on such Redemption Date.

(G) Seventh, (i) to the Accounts of the Debt Service Reserve Fund established in any Series Indenture for a related Series of Subordinate Lien Bonds, so much as may be required so that the amounts in each Account shall equal the Debt Service Reserve Requirement for the related Subordinate Lien Bonds then Outstanding and for which an Account in the Debt Service Reserve Fund has been established, and (ii) on a parity with the transfer under subparagraph (i) of this Subsection (G), to the payment of related Repayment Obligations for Reserve Alternative Instruments for Subordinate Lien Bonds.

(H) Eighth, to the Authority, at any time, upon Authority Order directing the same, moneys sufficient to pay State Transportation Program Financing Expenses actually incurred or accrued.

(I) Ninth, to the Junior Subordinate Lien Interest Account, an amount such that, if the same amounts are so paid and credited to the Junior Subordinate Lien Interest Account on the same day of each succeeding calendar month thereafter prior to the next Interest Payment Date or Qualified Exchange Agreement Payment Date, the aggregate of the amounts so paid and credited to the Junior Subordinate Lien Interest Account, when added to any amount on deposit in the Junior Subordinate Lien Interest Account for such purpose on the day of the calculation, would on such Interest Payment Date or Qualified Exchange Agreement Payment Date be equal to the interest on all Outstanding Junior Subordinate Lien Bonds related Repayment Obligations for a Credit Enhancement Facility or a Credit Facility and any Authority Exchange Payment (other than any Exchange Termination Payment) accrued and unpaid as of such date; provided, however, that in order to ensure that the Junior Subordinate Lien Interest Account is neither overfunded or underfunded for all such Junior Subordinate Lien Obligations Outstanding (giving due regard to the different payment intervals for the various Junior Subordinate Lien Obligations), the Trustee shall, not later than the tenth day of each calendar month, ensure that the amount so transferred to the Junior Subordinate Lien Interest Account reflects the amount of interest actually accrued in the prior calendar month for each Series of such Bonds and the amount actually accrued in the prior calendar month for each such related Repayment Obligation for a Credit Enhancement Facility or a Credit Facility and Authority Exchange Payment. In the event that different Interest Payment Dates are established in respect of different Series of such Junior Subordinate Lien Bonds, deposits in the Junior Subordinate Lien Interest Account shall be made in accordance with the foregoing calculation applied separately to each such different Series.

(J) Tenth, to the Junior Subordinate Principal Account, whenever a Principal Installment of Bonds subordinate to the Junior Subordinate Lien Bonds is to fall due within one year of the date of transfer, an amount (in descending order of lien priority of such Bonds) such that, if the same amounts are so paid and credited to the Junior Subordinate Lien Principal Account from the same source on the same day of each succeeding calendar month thereafter prior to the next day upon which a Principal Installment

on such Junior Subordinate Lien Bonds (and related Repayment Obligations for a Credit Enhancement Facility or a Credit Facility) is due, the aggregate of the amounts so paid and credited to the Junior Subordinate Lien Principal Account, when added to any amount on deposit in the Junior Subordinate Lien Principal Account for such purpose on the day of the calculation, would on such Principal Installment Date be equal to the amount of all accrued and unpaid Principal Installments of such Junior Subordinate Lien Bonds (and related Repayment Obligations for a Credit Enhancement Facility or a Credit Facility) as of such date. In the event that different dates (within one year of the date of transfer) on which such Principal Installments fall due are established in respect of different Series of such Bonds, (and related Repayment Obligations for a Credit Enhancement Facility or a Credit Facility), deposits in the Junior Subordinate Lien Principal Account shall be made in accordance with the foregoing calculation applied separately to each such different Series, in descending order of lien priority. There shall also be deposited to the Junior Subordinate Lien Principal Account, (i) amounts necessary to make any Exchange Termination Payment when due, (ii) amounts necessary to collateralize the Authority's obligations under any Qualified Exchange Agreement, (iii) any loss amounts or termination payments owed by the Authority to a provider of an Investment Security described in paragraphs (j), (k) or (l) in the definition of Investment Securities in the Master Indenture, and (iv) or, if an escrow account has been specifically created for a Series of Junior Subordinate Lien Bonds, to that escrow account, whenever such Junior Subordinate Bonds have been duly called for redemption and such redemption is to occur within thirty days, an amount equal to the principal amount of such Junior Subordinate Lien Bonds to be redeemed on such Redemption Date.

(K) Eleventh, (i) to the Accounts of the Debt Service Reserve Fund established in any Series Indenture for a related Series of Junior Subordinate Lien Bonds, so much as may be required so that the amounts in each Account shall equal the Debt Service Reserve Requirement for the related Junior Subordinate Lien Bonds then Outstanding and for which an Account in the Debt Service Reserve Fund has been established, and (ii) on a parity with the transfer under (i) of this Subsection (K), to the payment of related Repayment Obligations for Reserve Alternative Instruments for Junior Subordinate Lien Bonds.

(c) For purposes of paragraphs (B), (C), (E), (F), (I) and (J) above, if at any time there are insufficient moneys for all of the payments required to be made pursuant to any such paragraph for all Series of Bonds, Repayment Obligations and, except with respect to paragraphs (B) and (C), Qualified Exchange Agreements, the moneys available shall be allocated among the payments on such Series of Bonds, Repayment Obligations and Qualified Exchange Agreements ratably based upon the respective amounts of the payments then due, in accordance with their respective lien priorities.

(d) For purposes of paragraphs (B), (E) and (I) above, moneys in any respective Interest Account in excess of the amount necessary to pay the interest actually accrued in the prior calendar month for the related Series of Bonds, Repayment Obligations and, except with respect to paragraph (B), Authority Exchange Payments shall be credited toward the Interest Payment coming due on the next Interest Payment Date.

Application of Moneys in Other Funds and Accounts

(a) *Rebate Fund.* To the extent required by Section 606 of the Master Indenture, all of the amounts on deposit in the Funds and Accounts created and established pursuant to the Master Indenture and all amounts pledged to the payment of Debt Service for the Bonds pursuant to Section 501 of the Master Indenture, (i) shall be invested in compliance with the procedures established by the relevant Tax Certificate, and (ii) to the extent required by such Tax Certificate, the investment earnings thereon shall be deposited from time to time into the appropriate Rebate Account for timely payment of all amounts due and owing to the United States Department of the Treasury. Amounts on deposit in the Rebate Fund shall not be subject to the lien and pledge of the Master Indenture to the extent such amounts are required to be paid to the United States Department of the Treasury. The Authority shall verify or cause to be verified from the date of delivery of each Series the interest on which is intended to be excluded from the gross income of the Owners thereof for federal income tax purposes that (x) all of requirements of this subsection (a) have been met on a continuing basis, (y) the proper amounts are deposited into each Rebate Account, and (z) the timely payment of all amounts due and owing to the United States Department of the Treasury from each Rebate Account has been made. Upon receipt of a verification report from an accounting or investment consultant retained for such purpose or an opinion of Bond Counsel that the balance in any Rebate Account is in excess of the amount required by the relevant Tax Certificate to be included therein, such excess shall be transferred

to the Revenue Fund. Records of the determinations made with respect to the above covenant and the Rebate Fund shall be retained by the Authority until six years after the retirement of all of the Bonds.

(b) *Interest Accounts.* Moneys in each respective Interest Account shall be applied to pay interest on the related Bonds and any Repayment Obligations and Authority Exchange Payments (other than Exchange Termination Payments) relating thereto.

(c) *Principal Accounts.* Moneys in each respective Principal Account shall be applied to pay Principal Installments on the related Bonds and any Repayment Obligations relating thereto and, in the Junior Subordinate Lien Principal Account, any Exchange Termination Payments or amounts necessary to collateralize the Authority's obligations under any Qualified Exchange Agreement.

(d) *Debt Service Reserve Fund; Series Reserve Accounts.* If, on any date that principal of or interest on Senior Lien Bonds of any Series is due and payable, there are insufficient moneys in the Principal Account or Interest Account, as the case may be, to make the required payment, then moneys, if any, in the Account of the Debt Service Reserve Fund created by the Series Indenture for the related Senior Lien Bonds of such Series shall be applied to pay the principal of and interest on the related Senior Lien Bonds then due and payable. If, on any date that principal of or interest on Subordinate Lien Bonds of any Series is due and payable there are insufficient moneys in the Principal Account or Interest Account, as the case may be to make the required payment, then moneys, if any, in the Account of the Debt Service Reserve Fund created by the Series Indenture for the related Subordinate Lien Bonds of such Series shall be applied to pay the principal of and interest on the related Subordinate Lien Bonds of such Series then due and payable. If, on the date that principal of or interest on Junior Subordinate Lien Bonds is due and payable there are insufficient moneys in the Principal Account or Interest Account, as the case may be, to make the required payment, then moneys, if any, in the Account of the Debt Service Reserve Fund created by the Series Indenture for the related Series of Junior Subordinate Lien Bonds shall be applied to pay the principal of and interest on the related Junior Subordinate Lien Bonds of such Series then due and payable. Moneys shall in no event be transferred to or maintained in any Account of the Debt Service Reserve Fund in excess of the Debt Service Reserve Requirement for the related one or more Series of Bonds. Any moneys in excess of the Debt Service Reserve Requirement, if any, for any related Series shall be forthwith transferred to the Revenue Fund. If at any time (i) the balance in any Account of the Debt Service Reserve Fund, together with other available moneys and Investment Securities in the Trust Estate, shall be sufficient to pay all related Series of Bonds Outstanding, and (ii) all such related Series of Bonds Outstanding are then subject to redemption or other payment, then such balance in the related Account of the Debt Service Reserve Fund may be applied upon Authority Order to the redemption or payment of all the related Series of Bonds Outstanding.

(e) *General.* Notwithstanding any provision of the Indenture pertaining to the application of moneys in any Fund or Account, upon payment of all Repayment Obligations and defeasance of all Obligations and discharge of the Indenture, amounts remaining on deposit in all Funds and Accounts (except the Rebate Fund) shall be paid over to the Authority.

Effect of Redemptions on Mandatory Sinking Fund Installments. Upon any redemption or purchase of Bonds of any Series and maturity for which Mandatory Sinking Fund Installments have been established, there shall be credited toward each such Mandatory Sinking Fund Installment thereafter to become due an amount bearing the same ratio to such Mandatory Sinking Fund Installment as the total principal amount of such Bonds so purchased or redeemed bears to the total amount of all such Mandatory Sinking Fund Installments to be credited. If, however, there shall be filed with the Trustee by an Authorized Officer written instructions specifying a different method for crediting Mandatory Sinking Fund Installments upon any such purchase or redemption of Bonds, then such Mandatory Sinking Fund Installments shall be so credited as shall be provided in such instructions. The portion of any such Mandatory Sinking Fund Installment remaining after the deduction of any such amounts credited towards the same (or the original amount of any such Mandatory Sinking Fund Installment if no such amounts shall have been credited toward the same) shall constitute the unsatisfied balance of such Mandatory Sinking Fund Installment for the purpose of calculation of Mandatory Sinking Fund Installments due on a future date.

Investment of Funds and Accounts

(a) Moneys in each Fund and Account shall be invested at the written direction of the Authority, consistent with the required uses of such moneys, in Investment Securities. Investment Securities are deemed to be part of the Fund or Account for which purchased or to such Funds or Accounts to which such Investment Securities are subsequently transferred, and earnings, gains and losses on Investment Securities are to be credited or charged to the Fund or Account for which the Investment Securities were purchased or to such Funds or Accounts to which such Investment Securities are subsequently transferred. Earnings on, and profit or loss with respect to, the investments in the Rebate Fund shall be credited to or charged against the Rebate Fund.

(b) In computing the amount in any Fund or Account held by the Trustee under the provisions of the Master Indenture, obligations purchased as an investment of moneys therein shall be valued at their Value.

(c) Except as otherwise provided in the Master Indenture, the Trustee shall sell at the best price obtainable, or present for redemption, any obligation so purchased as an investment whenever it shall be requested in writing by an Authorized Officer so to do or whenever it shall be necessary in order to provide moneys to meet any payment or transfer from any Fund or Account held by it.

(d) It shall not be necessary for any Paying Agent to give security for the deposit of any moneys with it held in trust for the payment of principal of or Redemption Price, if any, or interest on any Bonds.

(e) The Trustee shall advise the Authority in writing, on or before the fifth Business Day of each calendar month, or as soon thereafter as practicable, of all investments held for the credit of each Fund and Account in its custody under the provisions of the Master Indenture as of the end of the preceding month.

(f) Except for amounts invested in investment contracts or in other Investment Securities which shall be subject to redemption at any time at face value by the holder thereof, at the option of such holder, amounts in the Funds and Accounts shall be invested in Investment Securities which shall mature at or before the time such amounts are required to be used pursuant to the Master Indenture.

Moneys Held in Trust. All moneys which the Trustee shall have withdrawn or set aside for the purpose of paying any of the Obligations secured by the Master Indenture, either at the maturity thereof or upon call for redemption, shall be held in trust for the respective Owners of such Obligations and such moneys shall not be subject to lien or attachment by any creditor of the Authority or the Trustee. Any moneys which shall be so set aside by the Trustee and which shall remain unclaimed by the Owners of such Obligations for the period of three years after the final maturity date on such Obligations, or, if less, the maximum time provided by the laws of the State prior to escheat to the State, shall be paid to the Authority or to such officer, board or body as may then be entitled by law to receive the same, and thereafter the Owners of such Obligations shall look only to the Authority or to such officer, board or body, as the case may be, for payment and then only to the extent of the amounts so received without any interest thereon, and the Trustee shall have no responsibility with respect to such moneys. All interest earned on the investment of such amounts shall be paid to the Authority as and when received by the Trustee, free and clear of the lien of the Master Indenture. Any such moneys held by a Paying Agent for the payment of Obligations which have not been used for such purpose shall be remitted by the Paying Agent to the Trustee within 30 days of the Paying Agent's receipt thereof.

Use of Available Funds. Nothing in the Master Indenture shall be construed to prevent the Authority from depositing in any Fund or Account created under the provisions of the Master Indenture any moneys legally available to the Authority for such deposit.

Certain Covenants

Payment of Obligations. The Authority shall duly and punctually pay or cause to be paid (but only from the Trust Estate), the principal (or, if Bonds have been duly called for redemption, the Redemption Price) of each and every Obligation and the interest thereon, at the dates and places and in the manner mentioned in such Obligation according to the true intent and meaning thereof. On each Interest Payment Date, Principal Installment

Date or Qualified Exchange Agreement Payment Date, as applicable, the Trustee shall transfer to the Paying Agent from the Interest Account and the Principal Account, respectively, sums sufficient to pay the interest on and/or principal of and premium, if any, on the Bonds and any Authority Exchange Payments due on such date. In the event that such transfer has not been effected prior to noon on the Interest Payment Date, Principal Installment Date or Qualified Exchange Agreement Payment Date, as applicable, the Paying Agent shall immediately notify the Trustee.

Offices for Servicing Bonds. The Authority shall at all times cause to be maintained an office or agency where Bonds may be presented for registration, transfer, exchange or payment and where notices, presentations and demands in respect of the Bonds or of the Master Indenture may be served. The Authority has appointed the Trustee pursuant to the Master Indenture as agent to maintain such office or agency for the registration, transfer or exchange of Bonds, and for the service of such notices, presentations and demands. The Authority has appointed the Paying Agent pursuant to the Master Indenture as agent to maintain such offices or agencies for the payment of Bonds.

Further Assurances. At any time and at all times the Authority shall pass, make, do, execute, acknowledge and deliver, all and every such further resolutions, indentures, acts, deeds, conveyances, assignments, transfers and assurances as may be necessary or desirable for the better assuring, conveying, granting, assigning and confirming all and singular the rights, assets and revenues pledged or assigned under the Master Indenture, or intended so to be, or which the Authority may hereafter become bound to pledge or assign.

Protection of Security; Power to Issue Bonds and Pledge Revenues and Other Funds; Indenture to Constitute Contract. The Authority is duly authorized pursuant to the Act to issue the Bonds, to enter into Qualified Exchange Agreements (with such prior approvals required by the laws of the State) and the Master Indenture, to pledge the Pledged Revenues and the Trust Estate, and to obtain moneys from the State Road Fund to make all payments contemplated by the Master Indenture and each Series Indenture in the manner and to the extent provided in the Master Indenture. The Obligations and the provisions of the Master Indenture and each Series Indenture are and will be valid and legally enforceable obligations of the Authority in accordance with their respective terms. The Authority shall at all times, to the extent permitted by law, defend, preserve and protect the pledge of the Pledged Revenues and the Trust Estate and all the rights of the Owners hereto against a claims and demands of all Persons whomsoever.

In consideration of the purchase and acceptance of the Obligations by those who shall own the same from time to time, the provisions of the Master Indenture shall be a part of the contract of the Authority with the Owners and shall be deemed to be and shall constitute a contract among the Authority, the Trustee and the Owners.

Tax Covenants. The Authority covenants for the benefit of the Owners of each Series the interest on which is intended to be excluded from the gross income of the Owners thereof for federal income tax purposes that it will not take any action or omit to take any action with respect to such Bonds, the proceeds thereof or any other funds of the Authority if such action or omission would cause the interest on such Bonds to lose its exclusion from gross income for federal income tax purposes under Section 103 of the Code, would subject the Authority to any penalties under Section 148 of the Code, or would cause such Bonds to be “federally guaranteed” within the meaning of Section 149(b) of the Code. The foregoing covenants shall remain in full force and effect notwithstanding the payment in full or defeasance of such Bonds until the date on which all obligations of the Authority in fulfilling the above covenant under the Code have been met. The Authority shall execute and deliver from time to time such certificates, instruments and documents as shall be deemed necessary or advisable to evidence compliance by the Authority with said Code sections and the regulations thereunder with respect to the use of the proceeds of such Bonds and any other funds of the Authority. Such certificates, instruments and documents may contain such stipulations as shall be necessary or advisable in connection with the stated purpose of the Master Indenture and the foregoing provisions thereof, and the Authority and the Trustee covenant and agree to comply with the provisions of any such stipulation throughout the term of such Bonds.

Books of Account; Annual Audit. The Authority shall cause to be kept and maintained proper books of account relating to the funds and accounts established under the Master Indenture, in which full, true and correct entries will be made, in accordance with generally accepted accounting principles, of all transactions of or in relation to the business of the Authority with respect to the funds and accounts established under the Master Indenture, and after the end of each Fiscal Year shall cause such books of account to be audited by a certified public accountant or

firm of such accountants duly licensed to practice and practicing as such under the laws of the State, selected by the Authority, who is independent and not under the domination of the Authority, who does not have any substantial interest, direct or indirect, in the Authority, which audit shall be completed as soon as possible after the end of each Fiscal Year but in any event within 270 days thereafter. A copy of each annual balance sheet statement of net assets, statement of revenues and expenses, and statement of cash flows, showing in reasonable detail the financial condition of the Funds and Accounts established under the Master Indenture, as of the close of each Fiscal Year, and summarizing in reasonable detail the income and expenses for the Fiscal Year, shall be filed promptly with the Trustee and shall be available for inspection by any Owner at the office of the Trustee designated for such purposes during normal business hours.

Compliance with Conditions Precedent. Upon the date of issuance of any of the Bonds, all conditions, acts and things required by law or by the Master Indenture or a Series Indenture to exist, to have happened or to have been performed precedent to or in the issuance of such Bonds shall exist, shall have happened and shall have been performed, and such Bonds, together with all indebtedness of the Authority, shall be within every debt and other limit prescribed by law.

Waiver of Laws. To the extent permitted by law and public policy, the Authority shall not at any time insist upon or plead in any manner whatsoever, or claim or take the benefit or advantage of any stay or extension law now or at any time hereafter in force which may affect the covenants and agreements contained in the Master Indenture, any Series or Supplemental Indenture, or the Obligations, and all benefit or advantage of any such law or laws is expressly waived by the Authority.

Extension of Payment of Bonds. The Authority shall not directly or indirectly extend or assent to the extension of the maturity of any of the Bonds or claims for interest by the purchase or funding of such Bonds, or claims for interest by any other arrangement.

Security Interest in the Trust Estate.

(a) Except for the lien and pledge of the Master Indenture as described therein, and any other liens expressly authorized under the Master Indenture, the Authority will not cause or permit all or any part of the Trust Estate, including but not limited to the Pledged Revenues and the Funds, to become subject to any consensual or non-consensual lien or encumbrance.

(b) Except as provided in the Master Indenture and except as permitted by laws of the State with regard to the actions of the Commission, the Authority has not voluntarily encumbered, and has not authorized any other party to encumber, all or any part of the Trust Estate, and the Authority has not knowingly permitted any party other than the Trustee to obtain or maintain any lien or encumbrance on all or any part of the Trust Estate.

(c) Except for the lien and pledge of the Master Indenture as described therein, the Authority has no knowledge, and has not received any notice, that any party other than the Trustee, on behalf of the owners of the Obligations, has or claims to have any security interest or other lien on all or any part of the Trust Estate.

Credit Enhancement Facilities and Liquidity Facilities. The Authority may from time to time enter into or obtain the benefit of any Credit Enhancement Facilities and/or any Liquidity Facilities with respect to any Bonds of any Series, and may include such provisions as are required, necessary or convenient in connection with such Credit Enhancement Facilities and/or any Liquidity Facilities in the Series Indenture pursuant to which such Bonds are issued.

Default Provisions

Events of Default. Each of the following events is declared to be an “Event of Default”:

(a) default by the Authority in the payment of any installment of interest on the Bonds when due;

(b) default by the Authority in the payment of principal of Bonds as they mature, or the Redemption Price thereof if Bonds have been duly called for redemption (including Mandatory Sinking Fund Installments); or

(c) default in the performance or observance of any other of the covenants, agreements or conditions contained in the Master Indenture, any Series Indenture or Supplemental Indenture or the Bonds, and such failure, refusal or default shall continue for a period of 45 days after written notice thereof by the Trustee or the Owners of not less than 25% in principal amount of the Outstanding Bonds; provided, however, if any such default shall be such that it cannot be corrected within such period, it shall not constitute an Event of Default if corrective action is instituted by the Authority within such period and diligently pursued until such default is corrected.

Remedies. Upon the happening and continuance of any event described in subparagraphs (a) or (b) above the Trustee, independently, or the Owners of 25% or more in principal amount of Outstanding Bonds may jointly proceed, in their own names, to protect and enforce their rights by such of the following remedies as they deem most effectual:

(a) enforce, by mandamus or other suit, action or proceedings at law or in equity, all rights of the Owners, including the right to require the Authority to receive and collect the revenues and other assets, including Pledged Revenues adequate to carry out the covenants and agreements as to, and pledge of, such revenues and assets, and to require the Authority to carry out any other covenant or agreement with the Owners;

(b) bring suit upon any Bonds;

(c) require the Authority by action or suit to account as if it were the trustee of an express trust for the Owners; or

(d) enjoin by action or suit any acts or things which may be unlawful or in violation of the rights of the Owners.

The Trustee shall give notice to each Rating Agency of any Event of Default under Section 801 of the Master Indenture.

Limitation on Action. No Owner shall have any right to institute any action except as authorized in the Master Indenture. Nothing contained in the Master Indenture shall impair the right of any Owner to enforce payment of principal of and interest on its Bonds.

Priority of Payments After Default. In the event that, upon the happening and continuance of any Event of Default, the funds held by the Trustee and Paying Agents shall be insufficient for the payment of principal and interest then due on the Bonds of all Series then Outstanding and of all Authority Exchange Payments then due, such funds and any other moneys received or collected pursuant to the Master Indenture shall be applied after payment of the costs and expenses of the proceedings resulting in the collection of such moneys and of the expenses, liabilities and advances incurred or made by the Trustee, including, but not limited to, the fees and expenses of its Counsel and other agents, as follows:

First: With respect to interest on the Senior Lien Bonds to the payment to the Persons entitled thereto of all installments then due in the order of the maturity of such installments and if the amount available shall not be sufficient to pay in full any installment, then to the payment thereof ratably, according to the amounts due on such installment, to the Persons entitled thereto, without any discrimination or preference;

Second: With respect to the Senior Lien Bonds, to the payment to the Persons entitled thereto of the unpaid principal of any such Senior Lien Bonds, and, if the amounts available shall not be sufficient to pay in full all the Senior Lien Bonds, then to the payment thereof ratably, without any discrimination or preference;

Third: With respect to interest on the Subordinate Lien Bonds and all Authority Exchange Payments (other than any Exchange Termination Payment) secured on a parity with the Subordinate Lien Bonds, to the payment to the Persons entitled thereto of all installments then due in the order of the maturity of such installments and, if the

amount available shall not be sufficient to pay in full any installment, then to the payment thereof ratably, according to the amounts due on such installment, to the Persons entitled thereto, without any discrimination or preference;

Fourth: With respect to the Subordinate Lien Bonds, to the payment to the Persons entitled thereto of the unpaid principal of any such Bonds, and, if the amounts available shall not be sufficient to pay in full all the Subordinate Lien Bonds, then to the payment thereof ratably, without any discrimination or preference.

Fifth: To the payment of State Transportation Program Financing Expenses.

Sixth: With respect to interest on any Junior Subordinate Lien Bonds and all Authority Exchange Payments (other than any Exchange Termination Payment) secured on a parity with such Bonds, to the payment to the Persons entitled thereto of all installments then due in the order of the maturity of such installments and, if the amount available shall not be sufficient to pay in full any installment, then to the payment thereof ratably, according to the amounts due on such installment, to the Persons entitled thereto, without any discrimination or preference; and

Seventh: To any Qualified Counterparty, any Exchange Termination Payment then due; and

Eighth: With respect to Junior Subordinate Lien Bonds, to the payment to the Persons entitled thereto of the unpaid principal of any such Bonds, and to any Qualified Counterparty any Exchange Termination Payment secured on a parity with such Bonds then due, and if the amounts available shall not be sufficient to pay in full all such Bonds and any Exchange Termination Payment, then to the payment thereof ratably, without any discrimination or preference.

Termination of Proceedings. In case any proceedings taken on account of any Event of Default shall have been discontinued or abandoned for any reason, then in every such case the Authority, the Trustee and the Owners shall be restored to their former positions and rights under the Master Indenture, respectively, and all rights, remedies, powers and duties therein conferred shall continue as though no such proceeding had been taken.

Remedies Not Exclusive. No remedy conferred in the Master Indenture upon or reserved to the Owners of the Bonds is intended to be exclusive of any other remedy or remedies, and each and every such remedy shall be cumulative and shall be in addition to any other remedy given under the Indenture or now or hereafter existing at law or in equity or by statute.

No Waiver of Default. No delay or omission of any Owner of the Bonds to exercise any right or power accruing upon any default shall impair any such right or power or shall be construed to be a waiver of any such default or an acquiescence therein; and every power and remedy given by the Master Indenture to the Owners of the Bonds may be exercised from time to time and as often as may be deemed expedient.

Notice of Event of Default. The Trustee shall give to the Owners notice of each Event of Default under the Master Indenture known to the Trustee within 90 days after knowledge of the occurrence thereof, unless such Event of Default shall have been remedied or cured before the giving of such notice. Each such notice of an Event of Default shall be given by the Trustee by mailing written notice thereof (1) to all registered Owners of Bonds, as the names and addresses of such Owners appear upon the registration records kept by the Trustee; (2) to such Beneficial Owners as have filed their names and addresses with the Trustee for that purpose; and (3) to Qualified Counterparties.

Defeasance

(a) If the Authority shall pay or cause to be paid, or there shall otherwise be paid, (i) to the Owners of all Bonds the principal or Redemption Price, if applicable, and interest due or to become due thereon, at the times and in the manner stipulated therein and in the Master Indenture, and (ii) to each Qualified Counterparty, all Authority Exchange Payments then due, and in any case provided that all expenses then due and owing shall have been paid, then the pledge of any Pledged Revenues and other moneys and property pledged under the Indenture and all covenants, agreements, and other obligations of the Authority to the Owners, shall thereupon cease, terminate and become void and be discharged and satisfied. In such event, the Trustee shall cause an accounting for such

period or periods as shall be requested by the Authority to be prepared and filed with the Authority, and upon Authority Request, shall execute and deliver to the Authority all such instruments as may be desirable to evidence such discharge and satisfaction, and the Fiduciaries shall pay over or deliver to the Authority all moneys or Investment Securities held by them pursuant to the Master Indenture which are not required for the payment of principal or Redemption Price, if applicable, on Bonds. If the Authority shall pay or cause to be paid, or there shall otherwise be paid, to the Owners of all Outstanding Bonds of a particular Series, the principal or Redemption Price, if applicable, and interest due or to become due thereon, and to each Qualified Counterparty all Authority Exchange Payments then due, at the times and in the manner stipulated therein and in the Master Indenture and in the Qualified Exchange Agreement, such Bonds and each Qualified Counterparty shall cease to be entitled to any lien, benefit or security under the Indenture and all covenants, agreements and obligations of the Authority to the Owners of such Bonds and to each Qualified Counterparty shall thereupon cease, terminate and become void and be discharged and satisfied.

(b) Bonds or interest installments for the payment or redemption of which moneys shall have been set aside and shall be held in trust by Fiduciaries (through deposit by the Authority of funds for such payment or redemption or otherwise) shall, at the maturity or Redemption Date thereof, be deemed to have been paid within the meaning and with the effect expressed in paragraph (a) above. All Outstanding Bonds shall, prior to the maturity or Redemption Date thereof, be deemed to have been paid within the meaning and with the effect expressed in paragraph (a) above if (i) in case any of said Bonds are to be redeemed on any date prior to their maturity, the Authority shall have given to the Trustee in form satisfactory to it irrevocable instructions to mail as provided in Article X notice of redemption on said date of such Bonds, (ii) there shall have been deposited with, or credited to the account (at a Federal Reserve Bank) of, the Trustee, or another Fiduciary acting as escrow agent either moneys in an amount which shall be sufficient, or non callable Investment Securities not subject to prepayment (which for the purpose of this Article, shall include only those obligations described in paragraphs (a) and (b) of the definition thereof in Section 1101 of the Master Indenture, but shall not include shares of unit investment trusts or mutual funds regardless of the rating thereto), the principal of and the interest on which when due will provide moneys which, together with the moneys, if any, deposited with the Trustee or another Fiduciary acting as escrow agent, at the same time, shall be sufficient to pay when due the principal or Redemption Price, if any, and interest due and to become due on said Bonds on and prior to the Redemption Date or maturity date thereof, as the case may be; provided that, except in the event of a full cash defeasance or a current refunding of less than ninety days to maturity or Redemption Date, the sufficiency of such moneys or investments must be confirmed to the Authority in an Accountant's Certificate, and (iii) in the event said Bonds are not by their terms subject to redemption within the next succeeding sixty days, the Authority shall have given the Trustee in form satisfactory to it irrevocable instructions to mail, as soon as practicable, a notice to the Owners of such Bonds that the deposit required by (ii) above has been made with the Trustee and that said Bonds are deemed to have been paid in accordance with Section 1101 of the Master Indenture and stating such maturity or Redemption Date upon which moneys are to be available for the payment of the principal or Redemption Price, if any, on said Bonds. Neither Investment Securities nor moneys deposited with the Trustee pursuant to Section 1101 of the Master Indenture nor principal or interest payments on any such Investment Securities shall be withdrawn or used for any purpose other than, and shall be held in trust for, the payment of the principal or Redemption Price, if any, and interest on said Bonds; provided that any cash received from such principal or interest payments on such Investment Securities deposited with the Trustee or other Fiduciary acting as escrow agent, if not then needed for such purpose, shall, to the extent practicable, be reinvested in Investment Securities maturing at times and in amounts sufficient to pay when due the principal or Redemption Price, if any, and interest to become due on said Bonds on and prior to such Redemption Date or maturity date thereof, as the case may be, and interest earned from such reinvestments shall be paid over to the Authority, as received by the Trustee, free and clear of any trust, lien or pledge.

(c) Any Authority Exchange Payments are deemed to have been paid and the applicable Qualified Exchange Agreement terminated when payment of all Authority Exchange Payments due and payable to each Qualified Counterparty under its respective Qualified Exchange Agreement have been made or duly provided for to the satisfaction of each Qualified Counterparty and the respective Qualified Exchange Agreement has been terminated.

(d) If, through the deposit of moneys by the Authority or otherwise, the Fiduciaries shall hold, pursuant to the Master Indenture, moneys sufficient to pay the principal and interest to maturity on all Outstanding Bonds, or in the case of Bonds in respect of which the Authority shall have taken all action necessary to redeem

prior to maturity, sufficient to pay the Redemption Price and interest to such Redemption Date, then upon Authority Request all moneys held by any Paying Agent shall be paid over to the Trustee and, together with other moneys held by it under the Indenture, shall be held by the Trustee for the payment or redemption of Outstanding Bonds.

Supplemental Indentures

Modification and Amendment Without Consent. Notwithstanding any other provisions of Article VII of the Master Indenture, the Authority may, from time to time and at any time, without the consent of or notice to any Owner, enter into such indentures supplemental to the Master Indenture which, in the opinion of the Trustee, who may rely upon an opinion of Counsel, shall not materially and adversely affect the interest of the Owners (which Supplemental Indentures shall thereafter form a part hereof) in order:

(a) to add to the covenants and agreements of the Authority in the Master Indenture other covenants and agreements thereafter to be observed by the Authority;

(b) to surrender any right, power or privilege reserved to or conferred upon the Authority by the terms of the Master Indenture;

(c) to confirm as further assurance any pledge under and the subjection to any lien, claim or pledge created or to be created by the provisions of the Master Indenture;

(d) to grant to or confer upon the Trustee for the benefit of the Owners any additional rights, remedies, powers, authority or security that may lawfully be granted to or conferred upon the Owners or the Trustee;

(e) to include as Pledged Revenues or money under, and subject to the provisions of, the Master Indenture any additional revenues or money legally available therefor;

(f) to cure any ambiguity, defect, omission or inconsistent provision in the Master Indenture or to insert such provisions clarifying matters or questions arising under the Master Indenture as are necessary or desirable, provided such action shall not adversely affect the interest of the Owners under the Indenture;

(g) to modify any of the provisions of the Master Indenture in any respect whatever; provided, however, that (1) such modification shall be, and be expressed to be, effective only after all Bonds of any Series Outstanding at the date of the execution by the Authority of such Supplemental Indenture shall cease to be Outstanding, and (2) such Supplemental Indenture shall be specifically referred to in the text of all Bonds of any Series authenticated and delivered after the date of the execution by the Authority of such Supplemental Indenture and of Bonds issued in exchange therefor or in place thereof;

(h) to modify, eliminate and/or add to the provisions of the Master Indenture to such extent as shall be necessary to effect the qualification of the Master Indenture under the Trust Indenture Act of 1939, as then amended, or under any similar federal statute hereafter enacted, and to add to the Master Indenture such other provisions as may be expressly permitted by the Trust Indenture Act of 1939;

(i) to make the terms and provisions of the Master Indenture, including the lien and security interest granted therein, applicable to a Qualified Exchange Agreement, and to modify Section 208 of the Master Indenture with respect to any particular Qualified Exchange Agreement;

(j) provided the Authority has first obtained a Confirmation, to amend the Master Indenture to allow for any Bonds to be supported by a Credit Enhancement Facility or Liquidity Facility, including amendments with respect to repayment to such a provider on a parity with any Bonds or Qualified Exchange Agreement and providing rights to such provider under the Master Indenture, including with respect to defaults and remedies;

(k) to preserve the exclusion from gross income for federal income tax purposes of interest on Bonds the interest on which is intended to be excluded from the gross income of the Owners thereof for federal income tax purposes;

(l) to make any change as shall be necessary in order to maintain the rating(s) on any of the Bonds from any Rating Agency;

(m) if the Bonds affected by any change are rated by a Rating Agency, to make any change which does not result in a reduction of the rating applicable to any of the Bonds so affected; provided that, if any of the Bonds so affected are secured by a Credit Enhancement Facility or a Credit Facility, such change must be approved in writing by the related Credit Facility Provider or Credit Facility Provider;

(n) if the Bonds affected by any change are secured by a Credit Enhancement Facility, to make any change approved in writing by the related Credit Facility Provider; provided that, if any of the Bonds so affected are rated by a Rating Agency, such change shall not result in a reduction of the rating applicable to any of the Bonds so affected; or

(o) to make any other change in the Master Indenture which, in the judgment of the Trustee, is not to the prejudice of the Trustee or the Owners. In making any such judgment, the Trustee may rely upon an opinion of Counsel.

Supplemental Indentures Effective with Consent of Owners. The provisions of the Master Indenture may also be modified or amended at any time or from time to time by a Supplemental Indenture, subject to the consent of Owners in accordance with and subject to the provisions of Sections 704, 705 and 706 of the Master Indenture, upon the Trustee's receipt of an opinion of Bond Counsel that such modification or amendment will not adversely affect the exclusion from gross income of interest on Bonds, the interest on which is intended to be excluded from the gross income of the Owners thereof for federal income tax purposes.

General Provisions Relating to Supplemental Indentures. The Master Indenture shall not be modified or amended in any respect except in accordance with and subject to the provisions of Article VII of the Master Indenture. Nothing contained in the Master Indenture shall affect or limit the rights or obligations of the Authority to execute or deliver any resolution, act or other instrument pursuant to the provisions of Section 706 of the Master Indenture or the right or obligation of the Authority to execute and deliver to the Trustee or any Paying Agent any instrument elsewhere in the Master Indenture provided or permitted to be delivered to the Trustee or any Paying Agent.

Before the execution and delivery of any Supplemental Indenture, the Authority and the Trustee shall have received an opinion of Bond Counsel stating that such Supplemental Indenture has been duly and lawfully executed in accordance with the provisions of the Master Indenture, is authorized or permitted by the Master Indenture, is valid and binding upon the Authority and enforceable in accordance with its terms and will not adversely affect the exclusion from gross income of interest on Bonds the interest on which is intended to be excluded from the gross income of the Owners thereof for federal income tax purposes. Each such Supplemental Indenture shall also be filed with each Rating Agency.

The Trustee is authorized by the Indenture to make all further agreements and stipulations which may be contained in any Supplemental Indenture, and, in taking such action, the Trustee shall be fully protected in relying on an opinion of Counsel that such Supplemental Indenture is authorized or permitted by the provisions of the Master Indenture.

Powers of Amendment with Consent of Owners. Any modification or amendment of the Master Indenture and of the rights and obligations of the Authority and of the Owners, in any particular, may be made by a Supplemental Indenture, with the written consent given as provided in Section 704 of the Master Indenture, as set out below, of the Owners of a majority in unpaid principal amount of the Bonds Outstanding at the time such consent is given, with a Confirmation. Unless with the unanimous written consent of all Owners, however, no such amendment shall:

(a) permit a change in the terms of redemption or maturity of the principal of any outstanding Obligation or of any installment of interest thereon or a reduction in the principal amount thereof or the rate of interest or redemption premium thereon;

(b) reduce the percentage of Obligations the consent of the Owners of which is required to effect such amendment; or

(c) change the existing preferences or priorities of Obligations over any other Obligations or create any new preferences or priorities.

A copy of such proposed Supplemental Indenture (or brief summary thereof or reference thereto in form approved by the Trustee), together with a request to Owners for their consent thereto in form satisfactory to the Trustee, shall be mailed by the Trustee, at the expense of the Authority, to the Owners (but failure to mail such copy and request shall not affect the validity of the Supplemental Indenture when consented to as provided in Section 704 of the Master Indenture). Such Supplemental Indenture shall not be effective unless and until there shall have been filed with the Trustee the written consents of Owners of the percentage of Outstanding Bonds specified in this Section.

Each such consent shall be effective only if accompanied by proof of the ownership at the date of such consent of the Obligations with respect to which such consent is given, which proof, in the case of Bonds, shall be such as is permitted by Section 1102 of the Master Indenture. A certificate or certificates filed with the Trustee that it has examined such proof and that such proof is sufficient in accordance with Section 1102 of the Master Indenture shall be conclusive that the consents have been given by the Owners of the Bonds described in such certificate or certificates of the Trustee. Any such consent shall be binding upon the Owner of the Obligations giving such consent and, anything in the Master Indenture to the contrary notwithstanding, upon any subsequent Owner of such Obligations and of any Obligations issued in exchange therefor (whether or not such subsequent Owner thereof has notice thereof), unless such consent is revoked in writing by the Owner of such Obligations giving such consent or a subsequent owner thereof by filing such revocation with the Trustee, prior to the time when the written statement of the Trustee provided for below is filed. The fact that a consent has not been revoked may likewise be proved by a certificate of the Owner filed with the Trustee to the effect that no revocation thereof is on file with the Trustee. At any time after the Owners of the required percentage of Obligations shall have filed their consents to the Supplemental Indenture, the Trustee shall make and file with the Authority a written statement that the Owners of such required percentage of Obligations have filed such consents. Such written statement shall be conclusive that such consents have been so filed. If the Owners of required percentage of the Obligations shall have consented to and approved the execution thereof as provided in the Master Indenture, no Owner shall have any right to object to the execution of such Supplemental Indenture, or to object to any of the terms and provisions contained therein or the operation thereof, or in any manner to question the propriety of the execution thereof, or to enjoin or restrain the Trustee or the Authority from executing the same or from taking any action pursuant to the provisions thereof.

Upon the execution of any Supplemental Indenture pursuant to the provisions of the Master Indenture, the Master Indenture shall be and be deemed to be modified and amended in accordance therewith, and the respective rights, duties and obligations under the Master Indenture of the Authority, the Trustee and all Owners shall thereafter be determined, exercised and enforced in all respects under the provisions of the Master Indenture as so modified and amended.

Mailing of Notices. Any provision in the Master Indenture for the mailing of a notice or other document to Owners of Obligations shall be fully complied with if it is mailed postage prepaid only to each registered owner of Obligations then Outstanding at his address, if any, appearing upon the registration records kept by the Trustee, and to the Trustee.

Modifications by Unanimous Action. Notwithstanding anything contained in the foregoing provisions of the Master Indenture the rights and obligations of the Authority and of the Owners of the Obligations and the terms and provisions of the Obligations or of the Master Indenture may be modified or amended in any respect upon the execution and delivery of a Supplemental Indenture and the consent of the Owners of all of the Obligations then Outstanding, such consent to be given as provided in Section 704 of the Master Indenture, upon the Trustee's receipt of an opinion of Bond Counsel that such modification or amendment will not adversely affect the exclusion from gross income of interest on Bonds the interest on which is intended to be excluded from the gross income of the owners thereof for federal income tax purposes; provided, however, that no such modification or amendment shall change or modify any of the rights or obligations of any Fiduciary without its written assent thereto in addition to the consent of the Authority and of the Owners.

Exclusion of Bonds. Bonds, if any, owned or held by or for the account of the Authority, the Commission or the Department shall not be deemed Outstanding for the purpose of consent or other action or any calculation of Outstanding Bonds provided for in the Master Indenture, and neither the Authority, the Commission nor the Department shall not be entitled with respect to such Bonds to give any consent or take any other action provided for in the Master Indenture. At the time of any consent or other action taken under the Master Indenture, the Authority shall furnish the Trustee an Authority Certificate, upon which the Trustee may rely, describing all Bonds so to be excluded.

Notation on Bonds. Bonds authenticated and delivered after the effective date of any action taken as in Article VII of the Master Indenture provided may, and if the Trustee so determines, shall, bear a notation by endorsement or otherwise in form approved by the Authority and the Trustee as to such action, and in that case upon demand of the Owner of any Bond Outstanding at such effective date and upon presentation of such Bond for such purpose at the office of the Trustee, suitable notation shall be made on such Bond by the Trustee as to any such action. If the Authority or the Trustee shall so determine, new Bonds so modified as in the opinion of the Trustee and the Authority conform to such action shall be prepared and delivered, and upon demand of the Owner of any such Bond then Outstanding shall be exchanged, without cost to such Owner, for Bonds of the same Series and maturity then Outstanding, upon surrender of such Bonds.

Qualified Counterparty Consent. Notwithstanding anything to the contrary in the Master Indenture, no amendment, supplement or modification to the Master Indenture that adversely affects any Qualified Counterparty shall be effective without the prior written consent of such Qualified Counterparty.

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APPENDIX C

GENERAL ECONOMIC AND DEMOGRAPHIC INFORMATION RELATING TO THE STATE

The following economic and demographic information is furnished for information only. The Series 2009A Bonds do not constitute a general obligation or other indebtedness of the State, the NMFA, the Commission, the Department or any governmental unit within the meaning of any constitutional or statutory debt limitation and are special limited obligations of NMFA payable solely from the Pledged Revenues. THE NMFA, THE DEPARTMENT AND THE COMMISSION HAVE NO TAXING POWERS. The principal of and interest and premium, if any, on the Series 2009A Bonds do not constitute or give rise to a personal liability on the part of the directors and officers of the NMFA. No breach of any pledge, obligation or agreement of the NMFA will impose a pecuniary liability or a charge upon the general credit or taxing power of the State, the NMFA, the Commission, the Department, or any political subdivision of the State. See "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2009A BONDS."

The information presented in this Appendix C relates to certain economic and demographic information relating to the State. Such information is for informational purposes and is presented to provide readers a sense of the economic and demographic composition of the State. Such information is available from the sources listed in the tables and is believed to be reliable. However, the NMFA has not verified and does not guarantee the accuracy of any such information.

Generally

The State, admitted as the forty-seventh state on January 6, 1912, is the fifth largest state by land area, containing approximately 121,593 square miles. The State's climate is characterized by sunshine and warm, bright skies in both winter and summer. Every part of the State receives no less than 70 percent sunshine year-round. Humidity ranges from 60 percent (mornings) to 30 percent (afternoons). Evenings are crisp and cool in all seasons because of low humidity.

The State has a semiarid subtropical climate with light precipitation. Thunderstorms in July and August bring most of the moisture. December to March snowfalls vary from 2 inches (lower Rio Grande Valley) to 300 inches (north central mountains). The State is an experience in comfortable living with its clean air, blue skies and fair weather.

Governmental Organization

The Executive Branch of State government consists of a Governor, Lieutenant Governor, Secretary of State, State Auditor, State Treasurer, Attorney General and Commissioner of Public Lands who are elected to four-year terms beginning the January 1 after their election. An elected Executive Branch Officer may succeed himself or herself in office once. The primary functions of the Executive Branch are currently carried out by the offices of each elected Executive Branch officeholder, in addition to approximately 20 cabinet departments, each headed by a cabinet secretary appointed by the Governor and approved by the Legislature.

The Legislature consists of 112 members and is divided into a Senate and a House of Representatives. Senators are elected for four-year terms, members of the House for two-year terms. The Legislature convenes in regular session annually on the third Tuesday in January. Regular sessions are constitutionally limited in length to sixty calendar days in odd-numbered years and thirty calendar days in even-numbered years. In addition, special sessions of the Legislature may be convened by the Governor, and under certain limited circumstances, extraordinary sessions may be convened by the Legislature. Legislators receive no salary, but do receive per diem and mileage allowances while in session or performing official State business.

The judicial branch is composed of a statewide system including Magistrate and District Courts, the Court of Appeals and the Supreme Court. The district court is the trial court of record with general jurisdiction.

Economic and Demographic Characteristics

New Mexico is the 36th largest state by population and the fifth largest in land area. The population of the State as of the time of the official 2000 United States Census was 1,819,046. The State's population has grown at an annual rate of 1.08% from 2000 through 2008 and is forecasted to grow annually at 1.63% through 2035.

Most of this population growth is occurring in or near the larger cities. There are four Metropolitan Statistical Areas (MSAs) in the State. The Albuquerque MSA is comprised of Bernalillo, Sandoval, Torrance and Valencia Counties; the Las Cruces MSA is comprised of Doña Ana County; the Santa Fe MSA is comprised of Santa Fe County; and the Farmington MSA is comprised of San Juan County. The fastest growing counties in the state are Sandoval, Doña Ana, Bernalillo, San Juan, Luna and Lincoln. The following table sets forth information on population growth in New Mexico and nationally over the past decade.

POPULATION
NEW MEXICO AND THE UNITED STATES
1999-2008

<u>Year</u>	<u>Population</u>		<u>Annual Percentage Change</u>	
	<u>New Mexico</u>	<u>United States</u>	<u>New Mexico</u>	<u>United States</u>
1999	1,808,082	279,040,168	0.8%	1.2%
2000	1,820,704	282,171,936	0.7	1.1
2001	1,828,330	285,039,803	0.4	1.0
2002	1,848,986	287,726,647	1.1	0.9
2003	1,867,909	290,210,914	1.0	0.9
2004	1,889,266	292,892,127	1.1	0.9
2005	1,912,884	295,560,549	1.3	0.9
2006	1,937,916	298,362,973	1.3	0.9
2007	1,964,402	301,290,332	1.4	1.0
2008	1,984,356	304,059,724	1.0	0.9

(Source: Population Division, U.S. Census Bureau, March 2009.)

Major industries in the State are energy resources, semi-conductor manufacturing, tourism, services, arts and crafts, agriculture-agribusiness, government, and mining. Major federally funded scientific research facilities at Los Alamos, Albuquerque and White Sands are also a notable part of the State's economy. The following table sets forth information on employment by industry over the period 1998-2007.

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TOTAL FULL-TIME AND PART-TIME EMPLOYMENT BY INDUSTRY

	1998	1999	2000	2001	2002	2003	2004	2005	2006	2007	Growth 2006-2007	Growth 1998-2007
Total employment	945,474	951,156	972,954	977,815	987,693	1,013,107	1,038,845	1,051,704	1,091,651	1,115,677	2.20%	18.00%
Wage and salary employment	765,582	773,819	789,690	801,610	809,872	822,438	838,544	855,049	877,954	887,936	1.25	16.11
Proprietors employment	179,892	177,337	183,264	176,205	177,821	190,669	200,301	196,655	213,697	227,741	6.57	26.60
Farm proprietors employment	15,818	15,237	14,985	17,470	17,649	17,035	16,972	17,159	17,095	17,519	2.48	10.75
Nonfarm proprietors employment	164,074	162,100	168,279	158,735	160,172	173,634	183,329	179,496	196,602	210,222	6.93	28.13
Farm employment	23,203	21,982	21,760	24,091	24,038	23,855	23,757	24,550	24,318	24,575	1.06	5.91
Nonfarm employment	922,271	929,174	951,194	953,724	963,655	989,252	1,015,088	1,027,154	1,067,333	1,091,169	2.23	18.31
Private employment	723,483	730,406	748,804	748,250	754,776	775,615	797,520	808,390	853,037	881,017	3.28	21.77
Forestry, fishing, related activities and other ⁽¹⁾	7,469	7,250	7,144	7,019	7,284	7,080	7,132	7,219	7,164	7,086	(0.84)	(4.89)
Mining ⁽²⁾	19,348	17,428	18,823	19,469	17,520	18,875	19,025	21,118	23,666	24,596	3.93	27.12
Utilities	4,253	4,214	4,312	4,272	4,100	4,120	4,063	4,082	4,142	4,397	6.16	3.39
Construction ⁽³⁾	60,783	60,167	60,646	63,144	61,086	63,927	68,145	72,453	79,654	82,275	3.29	35.36
Manufacturing	48,246	46,895	47,294	46,001	43,939	41,770	40,954	41,083	42,857	42,563	(0.69)	(11.78)
Durable goods manufacturing ⁽⁴⁾	35,139	33,902	33,888	32,671	30,887	28,868	28,162	28,412	29,877	29,705	(0.58)	(15.46)
Nondurable goods manufacturing ⁽⁵⁾	13,107	12,993	13,406	13,330	13,052	12,902	12,792	12,671	12,980	12,858	(0.94)	(1.90)
Wholesale trade	27,862	27,634	28,022	27,970	27,181	26,761	27,441	28,248	29,419	30,243	2.80	8.55
Retail trade ⁽⁶⁾	115,073	113,110	112,676	111,250	111,912	113,827	115,746	116,168	118,189	121,257	2.60	5.37
Transportation and warehousing ⁽⁷⁾	24,726	24,310	24,903	23,854	23,930	23,920	24,980	25,077	26,060	27,625	6.01	11.72
Information ⁽⁸⁾	16,468	17,287	18,194	19,331	18,584	17,942	17,238	17,240	18,511	18,663	0.82	13.33
Finance and insurance ⁽⁹⁾	33,079	32,216	31,904	30,996	31,079	31,515	31,844	31,460	32,210	32,460	0.78	(1.87)
Real estate and rental and leasing ⁽¹⁰⁾	26,192	27,250	30,598	29,117	29,489	32,319	34,859	35,664	38,754	41,905	8.13	59.99
Professional and technical services	59,006	60,081	62,146	60,386	60,693	64,443	67,459	66,884	75,824	81,750	7.82	38.55
Management of companies and enterprises	6,307	5,848	5,815	6,083	5,923	5,423	5,354	6,388	6,426	6,105	(5.00)	(3.20)
Administrative and waste services ⁽¹¹⁾	43,969	47,680	51,125	52,659	53,555	53,077	54,423	54,336	58,185	60,687	4.30	38.02
Educational services	10,457	11,067	11,411	11,826	12,535	13,936	14,838	15,015	15,850	16,645	5.02	59.18
Health care and social assistance ⁽¹²⁾	82,368	85,883	89,726	89,614	96,323	102,830	107,352	108,336	112,171	115,090	2.60	39.73
Arts, entertainment and recreation ⁽¹³⁾	18,359	19,294	19,605	18,570	19,496	20,722	21,479	21,062	22,081	22,823	3.36	24.32
Accommodation and food services ⁽¹⁴⁾	70,552	72,611	74,398	76,403	77,903	79,733	80,498	81,137	84,443	85,528	1.28	21.23
Other services, except public administration ⁽¹⁵⁾	48,966	50,181	50,062	50,286	52,244	53,395	54,690	55,420	57,431	59,319	3.29	21.14
Government and government enterprises ⁽¹⁶⁾	198,788	198,768	202,390	205,474	208,879	213,637	217,568	218,764	214,296	210,152	1.93	5.72

(1) The "Forestry, fishing, related activities, and other" category includes: forestry and logging; fishing, hunting and trapping; agriculture and forestry support activities; and other.

(2) The "Mining" category includes: oil and gas extraction; mining (except oil and gas); and support activities for mining.

(3) The "Construction" category includes: construction of buildings; heavy and civil engineering construction; and specialty trade contractors.

(4) The "Durable good manufacturing" category includes: wood product manufacturing; nonmetallic mineral product manufacturing; primary metal manufacturing; fabricated metal product manufacturing; machinery manufacturing; computer and electronic product manufacturing; electrical equipment and appliance manufacturing; motor vehicles, bodies and trailers, and parts manufacturing; other transportation equipment manufacturing; furniture and related product manufacturing; and miscellaneous manufacturing.

(5) The "Nondurable goods manufacturing" category includes: food manufacturing; beverage and tobacco product manufacturing; textile mills; textile product mills; apparel manufacturing; leather and allied product manufacturing; paper manufacturing; printing and related support activities; petroleum and coal products manufacturing; chemical manufacturing; and plastics and rubber products manufacturing.

(6) The "Retail trade" category includes: motor vehicle and parts dealers; furniture and home furnishings stores; electronics and appliance stores; building material and garden supply stores; food and beverage stores; health and personal care stores; gasoline stations; clothing and clothing accessories stores; sporting goods, hobby, book and music stores; general merchandise stores; miscellaneous store retailers; and nonstore retailers.

(7) The "Transportation and warehousing" category includes: air transportation; rail transportation; water transportation; truck transportation; transit and ground passenger transportation; pipeline transportation; scenic and sightseeing transportation; support activities for transportation; couriers and messengers; and warehousing and storage.

(8) The "Information" category includes: publishing industries, except Internet; motion picture and sound recording industries; broadcasting, except Internet; Internet publishing and broadcasting; telecommunications; ISPs, search portals and data processing; and other information services.

(9) The "Finance and insurance" category includes: monetary authorities-central bank; credit intermediation and related activities; securities, commodity contracts, investments; insurance carriers and related activities; and funds, trusts and other financial vehicles.

(10) The "Real estate and rental and leasing" category includes: real estate; rental and leasing services; and lessors of nonfinancial intangible assets.

(11) The "Administrative and waste services" category includes: administrative and support services; and waste management and remediation services.

(12) The "Health care and social assistance" category includes: ambulatory health care services; hospitals; nursing and residential care facilities; and social assistance.

(13) The "Arts, entertainment and recreation" category includes: performing arts and spectator sports; museums, historical sites, zoos and parks; and amusement, gambling and recreation.

(14) The "Accommodation and food services" category includes: accommodation; and food services and drinking places.

(15) The "Other services, except public administration" category includes: repair and maintenance; personal and laundry services; membership associations and organizations; private households;

(16) The "Government and government enterprises" category includes: federal, civilian; military; state and local; and state government and local government.

(Source: U.S. Department of Commerce, Bureau of Economic Analysis, February 2009.)

The following tables set forth selected additional economic and demographic data with respect to the State.

EMPLOYMENT AND LABOR FORCE
NEW MEXICO AND THE UNITED STATES
1999-2008

Year	Civilian Labor Force (thousands)		Employed (thousands)		Unemployment Rate		N.M. as % of U.S. Rate
	New Mexico ⁽¹⁾	United States ⁽¹⁾⁽²⁾	New Mexico ⁽¹⁾	United States ⁽¹⁾⁽²⁾	New Mexico ⁽¹⁾	United States ⁽¹⁾⁽²⁾	
1999	840	139,439	793	133,414	5.5%	4.3%	128%
2000	853	142,278	811	136,531	4.9	4.0	123
2001	864	143,654	822	137,071	4.9	4.6	107
2002	872	144,803	824	136,413	5.6	5.8	97
2003 ⁽³⁾	889	146,485	836	137,474	6.0	6.2	97
2004 ⁽³⁾	902	147,692	850	139,556	5.7	5.5	104
2005 ⁽³⁾	918	149,445	871	142,029	5.1	5.0	102
2006 ⁽³⁾	935	151,414	897	144,427	4.1	4.7	87
2007 ⁽³⁾	945	153,101	912	145,972	3.5	4.7	74
2008 ⁽³⁾	959	154,506	919	145,596	4.2	5.8	72
2009 ⁽⁴⁾	n/a	n/a	n/a	n/a	7.0	9.4	74

(1) Figures rounded to nearest thousand.

(2) United States figures are unweighted averages of reported monthly figures, as annual figures were not available from the U.S. Department of Labor.

(3) The U.S. Department of Labor notes that 2004-2008 New Mexico figures reflect revised population controls, model re-estimation, and new seasonal factors, and that 2000 and 2003-2008 United States figures are affected by changes in population controls.

(4) As of July 1, 2009.

(Source: U.S. Department of Labor, Bureau of Labor Statistics, March 2009.)

PERSONAL INCOME
NEW MEXICO AND THE UNITED STATES
1999-2008

Year	Personal Income (000)		Annual Percentage Change	
	New Mexico	United States	New Mexico	United States
1999	\$38,045,599	\$7,796,137,000	2.7%	5.1%
2000	40,318,443	8,422,074,000	6.0	8.0
2001	44,138,165	8,716,992,000	9.5	3.5
2002	44,986,517	8,872,871,000	1.9	1.8
2003	46,650,275	9,150,320,000	3.7	3.1
2004	49,813,042	9,711,363,000	6.8	6.1
2005	53,382,823	10,252,973,000	7.2	5.6
2006	56,870,351	10,978,053,000	6.5	7.1
2007	60,318,370	11,634,322,000	6.1	6.0
2008 ⁽¹⁾	63,679,909	12,086,533,576	5.6	3.9

(1) Preliminary estimate.

(Source: U.S. Department of Commerce, Bureau of Economic Analysis, March 2009.)

PER CAPITA PERSONAL INCOME
NEW MEXICO AND THE UNITED STATES
1999-2008

<u>Year</u>	<u>Per Capita Income</u>		N.M. as a % <u>of U.S.</u>	<u>Annual Percentage Change</u>	
	<u>New Mexico</u>	<u>United States</u>		<u>N.M.</u>	<u>U.S.</u>
1999	\$21,042	\$27,939	75%	1.9%	3.9%
2000	22,144	29,847	74	5.2	6.8
2001	24,141	30,582	79	9.0	2.5
2002	24,330	30,838	79	0.8	0.8
2003	24,975	31,530	79	2.7	2.2
2004	26,366	33,157	80	5.6	5.2
2005	27,907	34,690	80	5.8	4.6
2006	29,346	36,794	80	5.2	6.1
2007	30,706	38,615	80	4.6	4.9
2008	32,091	39,751	81	4.5	3.5

(Source: U.S. Department of Commerce, Bureau of Economic Analysis, March 2009.)

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WAGES AND SALARIES BY INDUSTRY SECTOR
1990, 2000, 2001 AND 2007

	New Mexico (Dollars in Thousands)				United States (Dollars in Millions)				Percent Change 2001-2007		Distribution of 2007 Wages and Salaries	
	2007 ⁽¹⁾	2001 ⁽¹⁾	2000	1990	2007 ⁽¹⁾	2001 ⁽¹⁾	2000	1990	N.M.	U.S.	N.M.	U.S.
Farm Total	227,595	176,072	179,521	95,849	20,042	17,920	16,781	11,767	29.3%	11.84%	0.71%	0.32%
Non-Farm												
Private												
Agricultural Services,												
Forestry, Fishing	88,280	72,008	143,971	62,663	19,137	15,968	30,886	15,164	22.6	19.85	0.28	0.30
Mining	1,202,142	726,676	671,919	507,585	53,874	32,132	31,219	26,655	65.4	67.66	3.76	0.85
Construction	2,247,873	1,481,698	1,306,228	577,016	367,585	271,681	256,807	140,468	51.7	35.30	7.03	5.78
Manufacturing ⁽²⁾	1,886,583	1,670,758	1,656,465	980,349	810,937	773,184	830,026	561,384	12.9	4.88	5.90	12.76
Transportation												
& Public Utilities ⁽³⁾	1,548,282	1,239,195	1,351,378	884,830	340,493	295,851	313,333	179,390	24.9	15.09	4.85	5.36
Wholesale Trade	1,114,180	834,834	950,471	552,522	369,146	283,974	332,549	189,402	33.5	29.99	3.49	5.81
Retail Trade ⁽⁴⁾	3,360,680	2,564,031	2,434,023	1,316,067	571,382	463,539	449,642	264,791	31.1	23.27	10.52	8.99
Finance, Insurance												
& Real Estate ⁽⁵⁾	1,485,740	1,060,638	1,027,385	543,814	622,750	444,684	431,911	207,758	40.1	40.04	4.65	9.80
Services ⁽⁶⁾	10,578,618	6,633,316	5,916,169	2,945,866	2,119,125	1,535,895	1,382,404	644,429	59.5	37.97	33.11	33.34
Total Private	23,512,378	16,283,154	15,458,009	8,370,712	5,274,429	4,116,908	4,058,777	2,229,441	44.4	28.12	73.58	82.99
Government												
Federal, Civilian	1,911,686	1,366,112	1,280,241	917,118	181,868	134,679	135,011	99,598	39.9	35.04	5.98	2.86
Military	666,286	495,168	477,480	440,596	86,314	54,970	50,520	46,332	34.6	57.02	2.09	1.36
State & Local	<u>5,636,256</u>	<u>4,700,434</u>	<u>4,374,109</u>	<u>2,472,762</u>	<u>792,613</u>	<u>615,467</u>	<u>572,880</u>	<u>356,505</u>	<u>19.9</u>	<u>28.78</u>	<u>17.64</u>	<u>12.47</u>
Total Government	<u>8,214,228</u>	<u>6,561,714</u>	<u>6,131,830</u>	<u>3,830,476</u>	<u>1,060,795</u>	<u>805,116</u>	<u>758,411</u>	<u>502,435</u>	<u>25.2</u>	<u>31.76</u>	<u>25.71</u>	<u>16.69</u>
Non-Farm Total:	<u>31,726,601</u>	<u>22,844,868</u>	<u>21,589,839</u>	<u>12,201,188</u>	<u>6,335,224</u>	<u>4,922,024</u>	<u>4,817,188</u>	<u>2,731,876</u>	<u>38.9</u>	<u>28.71</u>	<u>99.29</u>	<u>99.68</u>
Total	<u>31,954,201</u>	<u>23,020,940</u>	<u>21,769,360</u>	<u>12,297,037</u>	<u>6,355,266</u>	<u>4,939,944</u>	<u>4,833,969</u>	<u>2,743,643</u>	<u>38.8%</u>	<u>28.65</u>	<u>100.00%</u>	<u>100.00%</u>

(1) Prior to 2001, the U.S. Department of Commerce employed the Standard Industrial Classification ("SIC") system for industry specific data covered in its economic research and analysis of non-agricultural wage and salary employment information. In 2001, the U.S. Department of Commerce adopted a revised and expanded industry classification system, the North American Industry Classification System ("NAICS"). Consequently, 2001 and 2006 employment by industry data is not comparable with employment by industry data for the years 2000, 1990 and 1980. NAICS Industry groups and subgroups in the 2001 and 2006 data have been combined or extracted to approximate the SIC Industry groups listed for the years before 2001.

(2) The NAICS subcategories of "Information – Publishing industries, Except Internet" and "Information – Internet Publishing and broadcasting" and the NAICS "Manufacturing" category have been combined to approximate the former SIC "Manufacturing" group.

(3) The NAICS categories of "Utilities" and "Transportation and Warehousing" and the NAICS subcategories "Information – Broadcasting, Except Internet" and "Information – Telecommunications" have been combined to approximate the SIC "Transportation and Public Utilities" category.

(4) The NAICS subcategory of "Accommodation and Food Services – Food Services and Drinking Places" has been added to the NAICS "Retail Trade" category to approximate the SIC "Retail Trade" category.

(5) The NAICS categories of "Finance and Insurance" and "Real Estate and Rental and Leasing" have been combined to approximate the SIC category of "Finance, Insurance and Real Estate."

(6) The NAICS categories of "Professional and Technical Services," "Management of Companies and Enterprises," "Administrative and Waste Services," "Educational Services," "Health Care and Social Assistance," "Arts, Entertainment and Recreation," "Other Services, Except Public Administration," and the subcategories of "Accommodation and Food Services – Accommodation," "Information – Motion Picture and Sound Recording Industries," "Information – ISPs, Search Portals, and Data Processing," "Information – Other Information Services" have been combined to approximate the SIC category "Services."

(Source: U.S. Department of Commerce, Bureau of Economic Analysis, March 2008.)

APPENDIX D

FORMS OF OPINIONS OF BOND COUNSEL AND SPECIAL TAX COUNSEL

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FORM OF OPINION OF BOND COUNSEL

Upon the issuance of the Series 2009A Bonds, Sutin, Thayer & Browne A Professional Corporation, Bond Counsel to the New Mexico Finance Authority, proposes to issue its opinion in substantially the following form:

_____, 2009

New Mexico Finance Authority
Santa Fe, New Mexico

Ladies and Gentlemen:

We have examined the transcript of proceedings (the "Transcript") relating to the issuance by the New Mexico Finance Authority (the "NMFA") of its \$112,345,000 State Transportation Refunding Revenue Bonds (Senior Lien), Series 2009A (the "Series 2009A Bonds"). The Series 2009A Bonds are being issued for the purpose of providing funds to refund outstanding bonds of the NMFA issued on behalf of the New Mexico State Transportation Commission (the "Commission").

The NMFA is a public body politic and corporate created by and existing under the New Mexico Finance Authority Act, Sections 6-21-1 et seq., NMSA 1978, as amended and supplemented (the "NMFA Act"). The Series 2009A Bonds are being issued pursuant to a resolution of the Commission adopted on October 15, 2009, Chapter 3, Laws of New Mexico 2003 (1st Special Session) (compiled in part as Sections 67-3-59.2, 67-3-59.3 and 67-3-65.1) (the "GRIP Financing Legislation"), the NMFA Act, resolutions adopted by the NMFA on October 7, 2009 and on October 22, 2009 (collectively, the "Resolutions"), the Master Indenture of Trust dated as of May 1, 2004 (the "Master Indenture") between the NMFA and The Bank of New York Mellon Trust Company, N.A., as successor trustee (the "Trustee"), as previously amended and supplemented, and the Tenth Series Indenture of Trust dated as of November 1, 2009 (the "Tenth Series Indenture" and collectively with the Master Indenture, the "Indenture") between the NMFA and the Trustee. Capitalized terms not otherwise defined herein shall have the meanings set forth in the Indenture.

We have examined the provisions of the NMFA Act, the GRIP Financing Legislation, the Resolutions, the Indenture, and an executed Bond of the first maturity of each series of the Series 2009A Bonds. We have also made such further inquiries and investigations and have examined such further documents and matters as we have considered necessary in rendering this opinion. Regarding questions of fact material to our opinion, we have relied on the representations of the NMFA contained in the Resolutions, and in the certified proceedings and other certifications of public officials and others furnished to us, without undertaking to verify the same by independent investigation.

Based on our examination, we are of the opinion that, under the law existing on the date of this opinion:

1. The NMFA is a public body politic and corporate, separate and apart from the State of New Mexico, constituting a governmental instrumentality, duly organized and validly existing under the laws of the State of New Mexico (the "State") and has lawful authority to issue the Series 2009A Bonds.

2. The Resolutions have been duly adopted by the NMFA, are valid and binding obligations of the NMFA and create a valid lien on and pledge of the Pledged Revenues for the payment of principal of and interest on the Series 2009A Bonds.

3. The Indenture has been duly authorized, executed and delivered by the NMFA, is valid and binding upon the NMFA and creates a valid lien on the Pledged Revenues and the funds and accounts held by the Trustee and pledged under the Indenture to secure the payment of the principal of and interest on the Series 2009A Bonds on a parity with other Senior Lien Bonds issued or to be issued under the Indenture, subject to the provisions

of the Indenture permitting the application thereof for the purposes and on the terms and conditions set forth in the Indenture.

4. The Series 2009A Bonds have been duly and validly authorized, are issued in accordance with law and the Indenture and constitute valid and binding special limited obligations of the NMFA, payable solely from the Pledged Revenues, the funds and accounts held by the Trustee and pledged under the Indenture, and do not constitute a debt or liability of the State or any subdivision thereof within the meaning of any constitutional or statutory debt limitation.

In rendering our opinion, we wish to advise you that:

(a) the rights and obligations under the Series 2009A Bonds, the Resolutions and the Indenture and their enforceability may be subject to bankruptcy, insolvency, reorganization, arrangement, fraudulent conveyance, moratorium and other laws relating to or affecting creditors' rights, to the application of equitable principles, to the exercise of judicial discretion in appropriate cases and to the limitations on legal remedies against the NMFA;

(b) we undertake no responsibility for the accuracy, completeness or fairness of the Official Statement or other offering material relating to the Series 2009A Bonds and express herein no opinion relating thereto;

(c) our opinion represents our legal judgment based upon a review of existing legal authorities that we deem relevant to render such opinions and are not a guarantee of result;

(d) our opinion is limited to the matters expressly set forth herein and we express no opinion concerning any other matters;

(e) our opinion is given as of the date hereof, and we assume no obligation to revise or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention, or any changes in law that may hereafter occur;

(f) we have not addressed, nor do we express any opinion on, the tax consequences to any person regarding the investment in, the ownership or disposition of, or the accrual or receipt of interest on, the Series 2009A Bonds; and

(g) we express no opinion with respect to any indemnification, contribution, penalty, choice of law, choice of forum or waiver provisions contained in the documents described herein.

Very truly yours,

SUTIN, THAYER & BROWNE
A Professional Corporation

FORM OF OPINION OF SPECIAL TAX COUNSEL

Upon the issuance of the Series 2009A Bonds, Ballard Spahr LLP, Special Tax Counsel to the New Mexico Finance Authority, proposes to issue its opinion in substantially the following form:

_____, 2009

New Mexico Finance Authority
Santa Fe, New Mexico 87501

Re: New Mexico Finance Authority State Transportation Refunding Revenue Bonds (Senior Lien), Series 2009A

We have acted as Special Tax Counsel to the New Mexico Finance Authority (the “NMFA”) in connection with the issuance by the NMFA of its State Transportation Refunding Revenue Bonds (Senior Lien), Series 2009A in the aggregate principal amount of \$112,345,000 (the “Series 2009A Bonds”). The Series 2009A Bonds are being issued for the purpose of providing funds to refund certain outstanding bonds of the NMFA.

We have reviewed opinions of counsel to the NMFA, certificates of the NMFA, the New Mexico Department of Transportation (“NMDOT”) and others, and such other documents, opinions and matters to the extent we deemed necessary to render the opinions set forth herein. As to the questions of fact material to our opinion, we have relied upon the certified proceedings and other certifications furnished to us without undertaking to verify the same by independent investigation. Furthermore, with respect to the validity of the Series 2009A Bonds, we are relying upon the opinion of Sutin, Thayer & Browne A Professional Corporation, Bond Counsel to the NMFA. Our examination has been limited to the foregoing as they exist or are in effect as of the date hereof. Our opinion is limited to the matters expressly set forth herein, and we express no opinion concerning any other matters.

The Internal Revenue Code of 1986, as amended (the “Code”), contains a number of requirements and restrictions which apply to the Series 2009A Bonds. The NMFA and NMDOT have covenanted to comply with all such requirements and restrictions. Failure to comply with certain of such requirements and restrictions may cause interest on the Series 2009A Bonds to become includible in gross income for federal income tax purposes retroactive to the date of issuance of the Series 2009A Bonds. We have assumed, without undertaking to determine or confirm, continuing compliance by the NMFA and NMDOT with such requirements and restrictions in rendering our opinion regarding the tax exempt status of interest on the Series 2009A Bonds.

Based on our examination and the foregoing, we are of the opinion, as of the date hereof and under existing law as presently enacted and construed, as follows:

1. Interest on the Series 2009A Bonds is excludable from gross income for federal income tax purposes and is not a specific item of tax preference for purposes of the federal alternative minimum taxes imposed on individuals and corporations, but such interest is included in earnings and profits in computing the federal alternative minimum tax imposed on certain corporations.

2. Interest on the Series 2009A Bonds is excludable from net income of the owners thereof for State of New Mexico income tax purposes.

In rendering our opinion, we wish to advise you that:

(a) we express no opinion herein as to the accuracy, adequacy, or completeness of the Official Statement or any other offering material relating to the Series 2009A Bonds; and

(b) although we have rendered an opinion that interest on the Series 2009A Bonds is excludable from gross income for federal income tax purposes, the ownership or disposition of or the accrual or receipt of interest on, the Series 2009A Bonds may otherwise affect a bondholder’s tax liability. The nature and extent of these other tax consequences will depend upon the bondholder’s particular tax status and the bondholder’s other items of income or

deduction. We express no opinion regarding any other tax consequences relating to the ownership or disposition of, or the accrual or receipt of interest on, the Series 2009A Bonds.

Respectfully submitted,

APPENDIX E

BOOK-ENTRY ONLY SYSTEM

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

DTC, New York, NY, will act as securities depository for the Series 2009A Bonds. The Series 2009A Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Bond certificate will be issued for each maturity of the Series 2009A Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

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

Purchases of Series 2009A Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Series 2009A Bonds on DTC's records. The ownership interest of each actual purchaser of each Series 2009A Bond ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Series 2009A Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Series 2009A Bonds, except in the event that use of the book-entry system for the Series 2009A Bonds is discontinued.

To facilitate subsequent transfers, all Series 2009A Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Series 2009A Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in Beneficial Ownership. DTC has no knowledge of the actual Beneficial Owners of the Series 2009A Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Series 2009A Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Redemption notices will be sent to DTC. If less than all of the Series 2009A Bonds are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. (nor such other DTC nominee) will consent or vote with respect to the Series 2009A Bonds unless authorized by a Direct Participant in accordance with DTC's Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the Paying Agent as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Series 2009A Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Redemption proceeds, distributions, and dividend payments on the Series 2009A Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts, upon DTC's receipt of funds and corresponding detail information from the NMFA or the Paying Agent on the payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Trustee, the Paying Agent or the NMFA, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions, and dividend payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the NMFA or the Paying Agent, disbursement of such payments to Direct Participants is the responsibility of DTC, and disbursement of such payments to the Beneficial Owners is the responsibility of Direct Participants and Indirect Participants.

When reference is made to any action which is required or permitted to be taken by the Beneficial Owners, such reference only relates to those permitted to act by statute, regulation or otherwise on behalf of such Beneficial Owners for such purposes. When notices are given, they are to be sent to DTC, and the NMFA does not have responsibility for distributing such notices to the Beneficial Owners.

The NMFA does not have any responsibility or obligation to the DTC Participants or the Beneficial Owners with respect to (a) the accuracy of any records maintained by DTC or any DTC Participant; (b) the payment by DTC or any DTC Participant of any amount due to any Beneficial Owner in respect of the principal of and premium, if any, and interest on the Series 2009A Bonds; (c) the selection of the Beneficial Owners to receive payment in the event of any partial redemption of the Series 2009A Bonds; (d) any consent given or other action taken by DTC, or its nominee, Cede & Co., as Bond Owner; or (e) the distribution by DTC to DTC Participants or Beneficial Owners of any notices received by DTC as registered owner of the Series 2009A Bonds.

DTC may discontinue providing its services as securities depository with respect to the Series 2009A Bonds at any time by giving reasonable notice to the NMFA or the Trustee. Under such circumstances, in the event that a successor securities depository is not obtained, bond certificates are required to be printed and delivered.

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

APPENDIX F

FORM OF CONTINUING DISCLOSURE UNDERTAKING

\$112,345,000
New Mexico Finance Authority
State Transportation Refunding Revenue Bonds
(Senior Lien)
Series 2009A

CONTINUING DISCLOSURE UNDERTAKING

This Continuing Disclosure Undertaking (this “Undertaking”) is executed and delivered by the NEW MEXICO FINANCE AUTHORITY (the “Authority”), and the NEW MEXICO DEPARTMENT OF TRANSPORTATION (the “Department”) (each a “Party,” together the “Parties”) in connection with the issuance of \$112,345,000 of the Authority’s State Transportation Refunding Revenue Bonds (Senior Lien), Series 2009A (the “Bonds”). The Bonds are being issued pursuant to a Master Indenture of Trust dated as of May 1, 2004 (the “Master Indenture”) between the Authority and The Bank of New York Mellon Trust Company, N.A. (the “Trustee”), as supplemented by a Tenth Series Indenture of Trust dated as of November 1, 2009 (together with the Master Indenture, the “Indenture”) between the Authority and the Trustee.

The Authority and the Department each covenant and agree as follows:

Section 1. Purpose of the Disclosure Certificate. This Undertaking is being executed and delivered by the Authority and the Department for the benefit of the Bondowners.

Section 2. Definitions. In addition to the definitions set forth in the Indenture, which apply to any capitalized term used in this Undertaking unless otherwise defined in this Section, the following capitalized terms shall have the following meanings:

“Annual Financial Information” means the financial information (based on financial statements prepared in accordance with generally accepted accounting principles (“GAAP”) as in effect from time to time, for governmental units as prescribed by the Governmental Accounting Standards Board) or operating data with respect to the Department and the Pledged Revenues, delivered at least annually pursuant to Section 3 hereof, of the type set forth in the Official Statement, including but not limited to, such financial information and operating data set forth on the tables under the caption “PLEDGED REVENUES.”

“Audited Financial Statements” means the annual financial statements for the Department prepared in accordance with GAAP as in effect from time to time, audited by such auditor as may then be required or permitted by the laws of the State of New Mexico.

“Bondowner” or “owner of the Bonds” means the registered owner of the Bonds, and so long as the Bonds are subject to the book entry system, any Beneficial Owner as such term is defined in the Indenture.

“Events” means any of the events listed in Section 4(a) of this Disclosure Certificate.

“MSRB” means the Municipal Securities Rulemaking Board. The address of the MSRB as of the date hereof is 1900 Duke Street, Suite 600, Alexandria, Virginia 22314; Telephone (703) 797-6600; Fax (703) 797-6700.

“Official Statement” means the final Official Statement delivered in connection with the original issue and sale of the Bonds.

“Report Date” means March 31 of each year, beginning in 2010, or if March 31 is not a business day, the first business day after March 31.

“Rule 15c2-12” means Rule 15c2-12 adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time.

Section 3. Provision of Annual Information.

(a) On or before the first Report Date and on each Report Date annually thereafter while the Bonds remain outstanding, the Department shall provide to the Authority, and the Authority shall in turn provide to the MSRB in an electronic format, the Annual Financial Information.

(b) If not provided as a part of the Annual Financial Information, the Department shall provide to the Authority, and the Authority shall in turn provide to the MSRB in an electronic format, the Audited Financial Statements when and if available.

(c) The Department may provide to the Authority and the Authority in turn may provide to the MSRB in an electronic format, the Annual Financial Information and Audited Financial Statements by specific cross-reference to other documents which have been made available to the public at the MSRB’s internet website or filed with the Securities and Exchange Commission; provided however, that if the document so referenced is a final official statement within the meaning of Rule 15c2-12, such final official statement must be available from the MSRB. The Authority shall clearly identify each such other document so incorporated by cross-reference.

Section 4. Reporting of Events.

(a) The Authority shall provide, in a timely manner, to the MSRB in an electronic format, notice of the occurrence of any of the following Events with respect to the Bonds, if material:

- (i) Principal and interest payment delinquencies;
- (ii) Non-payment related defaults;
- (iii) Unscheduled draws on debt service reserves reflecting financial difficulties;
- (iv) Unscheduled draws on any credit enhancement relating to the Bonds reflecting financial difficulties;
- (v) Substitution of credit or liquidity providers, or their failure to perform;
- (vi) Adverse tax opinions or events affecting the tax-exempt status of the Bonds;
- (vii) Modifications to the rights of the security holders;
- (viii) Bond calls (other than mandatory sinking fund redemption);
- (ix) Defeasances;
- (x) Release, substitution or sale of property securing repayment of the Bonds; or
- (xi) Rating changes.

(b) At any time the Bonds are outstanding, the Authority shall provide, in a timely manner, to the MSRB in an electronic format, notice of: (i) any failure of the Department or the Authority to timely provide the Annual Financial Information as specified in Section 3 hereof; and (ii) amendment of this Undertaking. The Department shall provide to the Authority and the Authority will, in turn, provide in a timely manner to the MSRB in an electronic format notice of any change in the Department’s fiscal year end.

Section 5. Term. This Undertaking shall be in effect from and after the issuance and delivery of the Bonds and shall extend to the date all principal and interest on the Bonds shall have been deemed paid pursuant to the terms of the Indenture.

Section 6. Amendment Waiver. Notwithstanding any other provision of this Undertaking, the Authority and the Department may amend this Undertaking, and any provision of this Undertaking may be waived, if (a) such amendment is made in connection with a change in circumstances that arises from a change in legal requirements, a change in law or a change in the identity, nature or status of the Authority or the Department and (b) the amendment does not materially impair the interests of the owners of the Bonds. Written notice of any such amendment or waiver shall be provided by the Authority to the MSRB, and the Annual Financial Information shall explain the reasons for the amendment and the impact of any change in the type of information being provided. If any amendment changes the accounting principles to be followed in preparing financial statements, the Annual Financial Information for the year in which the change is made will present a comparison between the financial statement or information prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles.

Section 7. Additional Information. Nothing in this Undertaking shall be deemed to prevent the Authority or the Department from disseminating any other information, using the means of dissemination set forth in this Disclosure Certificate or any other means of communication, or including any other annual information or notice of occurrence of an event which is not an Event, in addition to that which is required by this Disclosure Certificate; provided that the Authority and the Department shall not be required to do so. If the Authority and the Department choose to include any annual information or notice of occurrence of an event in addition to that which is specifically required by this Disclosure Certificate, the Authority and the Department shall have no obligation under this Disclosure Certificate to update such information or include it in any future annual filing or notice of occurrence of an Event.

Section 8. Default and Enforcement. If either the Authority or the Department fails to comply with any provision of this Disclosure Certificate, any Bondowner may take action to seek specific performance by court order to compel the non-complying Party to comply with its undertaking in this Disclosure Certificate; provided that any Bondowner seeking to require the Party to so comply shall first provide at least 30 days' prior written notice to the Party of the Party's failure (giving reasonable details of such failure), following which notice the Party shall have 30 days to comply and, provided further, that only the owners of no less than a majority in aggregate principal amount of the Bonds may take action to seek specific performance in connection with a challenge to the adequacy of the information provided by the Party in accordance with this Disclosure Certificate, after notice and opportunity to comply as provided herein, and such action shall be taken only in a court of jurisdiction in the State of New Mexico. A DEFAULT UNDER THIS DISCLOSURE CERTIFICATE SHALL NOT BE DEEMED AN EVENT OF DEFAULT UNDER THE INDENTURE OR THE BONDS, AND THE SOLE REMEDY UNDER THIS DISCLOSURE CERTIFICATE IN THE EVENT OF ANY FAILURE OF A PARTY TO COMPLY WITH THIS DISCLOSURE CERTIFICATE SHALL BE AN ACTION TO COMPEL PERFORMANCE.

Section 9. Beneficiaries. The Disclosure Certificate shall inure solely to the benefit of the Authority, the Department, the Participating Underwriters and owners from time to time of the Bonds, and shall create no rights in any other person or entity.

(The remainder of this page intentionally left blank.)

Date: _____, 2009

NEW MEXICO FINANCE AUTHORITY

By: _____
Stephen R. Flance, Chairman

By: _____
Joanna Prukop, Secretary

Approved for Execution by
Officers of the New Mexico Finance Authority

BALLARD SPAHR LLP

By: _____
Bradley D. Patterson, as Disclosure Counsel

NEW MEXICO DEPARTMENT OF
TRANSPORTATION

By: _____
Gary Giron, Secretary

