FITCH RATES CONNECTICUT'S \$1B SPECIAL TAX OB. BONDS 'AA-'; DOWNGRADES OUTSTANDING ON CRITERIA CHANGE

Fitch Ratings-New York-02 September 2016: Fitch Ratings has assigned 'AA-' ratings to the following State of Connecticut special tax obligation (STO) bonds:

- --\$800 million in STO bonds, transportation infrastructure purposes, 2016 series A;
- --\$200 million in STO refunding bonds, transportation infrastructure purposes, 2016 series B.

The bonds are scheduled to be offered via negotiated sale on Sept. 13, 2016.

In addition, Fitch has downgraded the ratings on outstanding STO bonds as follows:

- --\$4.2 billion in outstanding STO senior lien bonds to 'AA-' from 'AA';
- --\$257 million in outstanding STO second lien bonds to 'AA-' from 'AA'.

The Rating Outlook remains Stable.

SECURITY

The bonds are secured by a gross lien on pledged revenues and other receipts deposited to the state's special transportation fund prior to any other uses.

KEY RATING DRIVERS

The downgrade reflects the application of Fitch's revised U.S. Tax-Supported Rating Criteria, published on April 18, 2016.

Underlying credit factors since the time of Fitch's last review of the STO bonds are stable; however, the structure does not meet the requirements for rating a dedicated tax bond higher than the state IDR under the revised criteria.

Although pledged revenues supporting the STO bonds would warrant a higher rating, the credit quality of the STO bonds is limited by the exposure of the special transportation fund (STF) to general state operations, and hence limited by the 'AA-' Issuer Default Rating (IDR) of the state. The Stable Outlook on the STO bonds' rating reflects Fitch's Stable Outlook on Connecticut's IDR.

Growth Prospects Steady: Most of the transportation-related revenues pledged to the bonds, including motor fuels taxes and motor vehicle receipts, are generally stable over time but have limited growth potential, while the oil companies' tax is more volatile. Expansion of pledged revenues to include a portion of the statewide sales tax diversifies pledged receipts beyond those linked to transportation-related activity.

Established & Stable Program: The STO bond program is a well-established part of a comprehensive and legislatively authorized long-term transportation infrastructure program. Management strengths include active revenue monitoring, multi-year forecasting, and the ability to curtail capital spending in the event of revenue weakness.

Leverage Limits: A 2.0x maximum annual debt service (MADS) test for additional bonds limits leverage of pledged resources. The bonds also carry a 2.0 times (x) annual coverage requirement.

Linkages with General Fund: Interdependence with general fund operations has led to periodic revenue and cost shifts, which Fitch expects will continue in the future.

RATING SENSITIVITIES

Link to State Credit Quality: The rating is sensitive to changes in the State of Connecticut's 'AA-' IDR, by which it is capped.

Consistently Solid Coverage: The rating is also sensitive to consistently solid coverage by pledged revenues and to ongoing careful management of the transportation fund.

CREDIT PROFILE

The downgrade of Connecticut's STO bonds, to 'AA-' from 'AA', reflects the application of Fitch's Tax-Supported Rating Criteria, published in April 2016. The program's strengths include a solid 2x ABT and a 2x annual coverage requirement, and the state carefully manages the condition of the special transportation fund (STF). However, given frequent statutory changes that shift pledged revenues or costs between the STF and the state's general fund based on general fund budgetary needs, Fitch views the credit quality of STO bonds as being linked to the state's general operations, and hence capped by the state's 'AA-' IDR.

ESTABLISHED & STABLE PROGRAM

The STO bonds are issued under a senior and second lien, and are secured by pledged revenues deposited to the STF. Both senior and second liens carry an additional bonds test requiring 2x coverage of aggregate principal and interest. Moreover, the state covenants under the second lien that any senior issuance must meet all second lien requirements, both senior and second lien bonds are subject to an annual 2x debt service coverage test. The bonds are also backed by an aggregate debt service reserve funded at maximum annual debt service (MADS).

Pledged revenues include taxes and fees on motor vehicle fuel, casual vehicle sales and licenses. The legislature expanded pledged revenues in its 2015 session as part of a broader initiative, called 'Let's Go CT!' to accelerate transportation capital spending. Revenue changes were partly delayed during fiscal 2016 as the state sought to shore up projected weak general fund performance in fiscal 2016 and 2017.

Under the 2015 expansion of pledged resources, all taxes on oil companies' gross earnings and a designated portion of the statewide sales tax are being deposited directly to the STF and pledged to bondholders; the sales tax deposit is being phased in through fiscal 2018. The inclusion of sales taxes in pledged revenues broadens the base of economic activity from which collections derive beyond transportation and tying future trends more closely to underlying state economic performance. Oil companies' tax collections are correlated to broader energy market trends, which exposes the STF to more heightened cyclicality, in Fitch's view.

At present, \$4.2 billion in senior lien bonds and \$257 million in second lien bonds are outstanding. Senior lien bonds have been issued periodically under a 1984 indenture, with second lien bonds issued since 1990 for new money and refunding purposes. Pledged revenues are available first for senior lien debt service and reserves, followed by second lien debt service and reserves. Thereafter, pledged revenues are available for transportation-related state general obligation bond debt service and operating expenses of the departments of transportation and motor vehicles.

MULTI-YEAR PLANNING

The state actively manages the STF through a five-year forecast period to maintain ample resources for projected debt service, capital program needs and operating expenses. The STO bond program is very well established, with a 20-year maturity for each series and flexibility to slow capital projects as necessary. Offsetting these strengths are forecast debt service that generally rises faster than pledged revenues and large planned spending for transportation capital.

Connecticut announced a major expansion of transportation capital spending in 2015 under the 'Let's Go CT!' initiative, intended as a multi-decade effort to address longstanding transportation needs beyond those already funded through the existing capital program. The initiative applies the expanded revenues to support additional STO borrowing, beginning with \$275 million in fiscal 2016 and rising to \$706 million by fiscal 2020. Even with new authorization, the state has actively managed the pace of borrowing in the past to conform to available STF resources, including reducing issuance during periods of revenue weakness.

GENERAL FUND SHIFTS

Interdependence with the state general fund has led to revenue or cost shifts during periods of general fund fiscal stress, most recently in fiscal 2016. Although the 'Let's Go CT!' initiative included the statutory designation of the STF as a perpetual fund, limiting the use of resources only for transportation, new designation did not prevent the state from delaying the originally planned sales tax allocation phase-in to address general fund revenue underperformance.

As of fiscal 2016, revenues in the STF consist of motor fuels tax (38%), motor vehicle receipts (18%), oil companies' tax (18%), license, permit and fee revenues (11%), and a portion of statewide sales tax (8%). The latter reflects the first year of the sales tax phase-in through fiscal 2018, when it is forecast to constitute 21% of STF revenues.

UNDERLYING GROWTH PROSPECTS STEADY

Underlying performance of most of the transportation-related receipts deposited to the STF has been steady, although not fast-growing, and Fitch expects growth prospects going forward to generally match historical trends.

Motor fuels taxes rose only 0.3% in fiscal 2016, slower than in recent years. Going forward, the state forecasts lower motor fuel tax receipts in fiscal 2017, with very slow gains in the forecast period through fiscal 2020. Motor vehicle receipts rose only 0.8% in fiscal 2016, with the state forecasting slightly faster gains during the forecast period.

Oil companies' tax, by contrast, has been more volatile reflecting broader oil price trends. The tax fell 26% in fiscal 2016, although is expected to grow rapidly in fiscal 2017 and beyond with forecast gains in oil prices. The general statewide sale tax deposited to the STF is currently forecast to grow to \$373 million in fiscal 2020, from \$109 million in fiscal 2016.

Estimated FY 2016 STF revenues fell 0.5% from FY 2015, reflecting the impact of lower oil prices on the oil companies' tax and the delayed phase-in of the sales tax deposit, as well as generally flat motor fuels and motor vehicle receipts. Fiscal 2016 is estimated to have ended with a cumulative fund surplus of \$150.4 million, or about 11.1% of net revenues. Pledged revenues covered combined outstanding FY 2016 senior and second lien debt service by 2.8x. Including the current sale, Fitch calculates that FY 2016 pledged revenues cover projected MADS in FY 2018 by 2.5x.

The state's multi-year forecast assumes annual bond issuance rising to approximately \$900 million in FY 2020. Based on these assumptions, annual coverage of outstanding senior and second lien

bonds would drop to 2.3x in FY 2020. Over the forecast period through FY 2020, pledged revenues would grow at an average pace of 6.6% annually given the phase-in of newly-pledged revenues.

HIGH RESILIENCY IN DOWNTURN SCENARIO

To evaluate the sensitivity of the dedicated revenue stream to cyclical decline, Fitch considers the results of the Fitch Analytical Sensitivity Tool (FAST), using a 1% decline in national GDP scenario, as well as assessing the largest decline in revenues over the period covered by the revenue sensitivity analysis. Based on a 15-year pledged revenue history, FAST generates a 3% scenario decline in pledged revenues. Pledged revenues could withstand a nearly 17% decline, assuming full leveraging to the ABT, or almost 6x the scenario output, a high level of resiliency.

Contact:

Primary Analyst Douglas Offerman Senior Director +1-212-908-0889 Fitch Ratings, Inc. 33 Whitehall Street New York, NY 10004

Secondary Analyst Marcy Block Senior Director +1-212-908-0239

Committee Chairperson Karen Krop Senior Director +1-212-908-0661

Media Relations: Hannah James, New York, Tel: + 1 646 582 4947, Email: hannah.james@fitchratings.com.

Additional information is available at 'www.fitchratings.com'.

Applicable Criteria
U.S. Tax-Supported Rating Criteria (pub. 18 Apr 2016)
https://www.fitchratings.com/site/re/879478

ALL FITCH **CREDIT** RATINGS **ARE** SUBJECT TO CERTAIN LIMITATIONS **AND** DISCLAIMERS. **PLEASE** READ THESE LIMITATIONS **THIS DISCLAIMERS** BY **FOLLOWING** LINK: HTTP://FITCHRATINGS.COM/ UNDERSTANDINGCREDITRATINGS. IN ADDITION, RATING DEFINITIONS AND THE TERMS OF USE OF SUCH RATINGS ARE AVAILABLE ON THE AGENCY'S PUBLIC WEBSITE 'WWW.FITCHRATINGS.COM'. PUBLISHED RATINGS, CRITERIA AND METHODOLOGIES ARE AVAILABLE FROM THIS SITE AT ALL TIMES. FITCH'S CODE OF CONDUCT, CONFIDENTIALITY, CONFLICTS OF INTEREST, AFFILIATE FIREWALL, COMPLIANCE AND OTHER RELEVANT POLICIES AND PROCEDURES ARE ALSO AVAILABLE FROM THE 'CODE OF CONDUCT' SECTION OF THIS SITE. FITCH MAY HAVE PROVIDED ANOTHER PERMISSIBLE SERVICE TO THE RATED ENTITY OR ITS RELATED THIRD PARTIES. DETAILS OF THIS SERVICE FOR RATINGS FOR WHICH THE LEAD

ANALYST IS BASED IN AN EU-REGISTERED ENTITY CAN BE FOUND ON THE ENTITY SUMMARY PAGE FOR THIS ISSUER ON THE FITCH WEBSITE.

Copyright © 2016 by Fitch Ratings, Inc., Fitch Ratings Ltd. and its subsidiaries. 33 Whitehall Street, NY, NY 10004. Telephone: 1-800-753-4824, (212) 908-0500. Fax: (212) 480-4435. Reproduction or retransmission in whole or in part is prohibited except by permission. All rights reserved. In issuing and maintaining its ratings and in making other reports (including forecast information), Fitch relies on factual information it receives from issuers and underwriters and from other sources Fitch believes to be credible. Fitch conducts a reasonable investigation of the factual information relied upon by it in accordance with its ratings methodology, and obtains reasonable verification of that information from independent sources, to the extent such sources are available for a given security or in a given jurisdiction. The manner of Fitch's factual investigation and the scope of the third-party verification it obtains will vary depending on the nature of the rated security and its issuer, the requirements and practices in the jurisdiction in which the rated security is offered and sold and/or the issuer is located, the availability and nature of relevant public information, access to the management of the issuer and its advisers, the availability of pre-existing third-party verifications such as audit reports, agreed-upon procedures letters, appraisals, actuarial reports, engineering reports, legal opinions and other reports provided by third parties, the availability of independent and competent thirdparty verification sources with respect to the particular security or in the particular jurisdiction of the issuer, and a variety of other factors. Users of Fitch's ratings and reports should understand that neither an enhanced factual investigation nor any third-party verification can ensure that all of the information Fitch relies on in connection with a rating or a report will be accurate and complete. Ultimately, the issuer and its advisers are responsible for the accuracy of the information they provide to Fitch and to the market in offering documents and other reports. In issuing its ratings and its reports, Fitch must rely on the work of experts, including independent auditors with respect to financial statements and attorneys with respect to legal and tax matters. Further, ratings and forecasts of financial and other information are inherently forward-looking and embody assumptions and predictions about future events that by their nature cannot be verified as facts. As a result, despite any verification of current facts, ratings and forecasts can be affected by future events or conditions that were not anticipated at the time a rating or forecast was issued or affirmed.

The information in this report is provided "as is" without any representation or warranty of any kind, and Fitch does not represent or warrant that the report or any of its contents will meet any of the requirements of a recipient of the report. A Fitch rating is an opinion as to the creditworthiness of a security. This opinion and reports made by Fitch are based on established criteria and methodologies that Fitch is continuously evaluating and updating. Therefore, ratings and reports are the collective work product of Fitch and no individual, or group of individuals, is solely responsible for a rating or a report. The rating does not address the risk of loss due to risks other than credit risk, unless such risk is specifically mentioned. Fitch is not engaged in the offer or sale of any security. All Fitch reports have shared authorship. Individuals identified in a Fitch report were involved in, but are not solely responsible for, the opinions stated therein. The individuals are named for contact purposes only. A report providing a Fitch rating is neither a prospectus nor a substitute for the information assembled, verified and presented to investors by the issuer and its agents in connection with the sale of the securities. Ratings may be changed or withdrawn at any time for any reason in the sole discretion of Fitch. Fitch does not provide investment advice of any sort. Ratings are not a recommendation to buy, sell, or hold any security. Ratings do not comment on the adequacy of market price, the suitability of any security for a particular investor, or the tax-exempt nature or taxability of payments made in respect to any security. Fitch receives fees from issuers, insurers, guarantors, other obligors, and underwriters for rating securities. Such fees generally vary from US\$1,000 to US\$750,000 (or the applicable currency equivalent) per issue. In certain cases, Fitch will rate all or a number of issues issued by a particular issuer, or insured or guaranteed by a particular insurer or guarantor, for a single annual fee. Such fees are expected to vary from US\$10,000 to US\$1,500,000 (or the applicable currency equivalent). The assignment, publication, or dissemination of a rating by Fitch shall not constitute a consent by Fitch to use its name as an expert in connection with any registration statement filed under the United States securities laws, the Financial Services and Markets Act of 2000 of the United Kingdom, or the securities laws of any particular jurisdiction. Due to the relative efficiency of electronic publishing and distribution, Fitch research may be available to electronic subscribers up to three days earlier than to print subscribers.

For Australia, New Zealand, Taiwan and South Korea only: Fitch Australia Pty Ltd holds an Australian financial services license (AFS license no. 337123) which authorizes it to provide credit ratings to wholesale clients only. Credit ratings information published by Fitch is not intended to be used by persons who are retail clients within the meaning of the Corporations Act 2001