SUPPLEMENT TO
REMARKETING MEMORANDUM

dated March 25, 2015

relating to

$178,400,000
NORTH TEXAS TOLLWAY AUTHORITY
SYSTEM FIRST TIER VARIABLE RATE REVENUE REFUNDING BONDS,
SERIES 2009D

This supplement (the "Supplement") supplements the above-referenced Remarketing Memorandum (the "Remarketing Memorandum"). Capitalized terms used but not otherwise defined in this Supplement have the meanings ascribed to such terms in the Remarketing Memorandum.

The Remarketing Memorandum is hereby supplemented to add the following paragraph as the last paragraph under the caption "**LITIGATION AND INVESTIGATIONS**":

On March 31, 2015, NTTA's management became aware that the Internal Revenue Service ("*IRS*") selected the Series 2009D Bonds and NTTA's North Texas Tollway Authority System Commercial Paper Notes, Series A for examination. The letters from the IRS stated that such debt issuances were selected for examination as part of a project/initiative involving transportation bonds and that the IRS has no reason to believe such debt issuances fail to comply with any applicable tax requirements. NTTA intends to cooperate with the IRS with respect to the examinations.

NORTH TEXAS TOLLWAY AUTHORITY

Dated: March 31, 2015

REMARKETING MEMORANDUM

NOT A NEW ISSUE - BOOK-ENTRY ONLY **RATINGS: See "RATINGS" herein**

On November 5, 2009, McCall, Parkhurst & Horton L.L.P. and Mahomes Bolden PC (formerly known as Mahomes Bolden Warren Sigmon PC) rendered their opinion that interest on the Series 2009D Bonds (as defined herein) would be excludable from gross income for federal income tax purposes under statutes, regulations, published rulings and court decisions existing on the date thereof, except as explained under "***TAX MATTERS – Original Opinion***" *herein. McCall, Parkhurst & Horton L.L.P. and Mahomes Bolden PC also rendered their opinion that interest on the Series 2009D Bonds would not be an item of tax preference for purposes of determining the alternative minimum tax imposed on individuals and corporations under section 57(a)(5) of the Code (as defined herein). See* "***TAX MATTERS – Original Opinion***" *herein. On August 1, 2012, McCall, Parkhurst & Horton L.L.P. and Mahomes Bolden PC rendered their opinion that the conversion and remarketing of the Series 2009D Bonds into the flexible interest rate mode on such date would not, in and itself, adversely affect the exclusion of interest on the Series 2009D Bonds from gross income of the owners thereof for federal income tax purposes. Upon the conversion into the weekly interest rate mode and remarketing of the Series 2009D Bonds, McCall, Parkhurst & Horton L.L.P. and Mahomes Bolden PC will each render their opinion that the conversion and remarketing of the Series 2009D Bonds as described herein, will not, in and of itself, adversely affect the exclusion of interest on the Series 2009D Bonds from gross income of the owners of the Series 2009D Bonds for federal income tax purposes.*

NTTA
NORTH TEXAS TOLLWAY AUTHORITY

$178,400,000
NORTH TEXAS TOLLWAY AUTHORITY
SYSTEM FIRST TIER VARIABLE RATE
REVENUE REFUNDING BONDS, SERIES 2009D

Originally Dated:	Conversion Date:	Interest Accrual:	Due:	CUSIP:(*)
November 5, 2009	April 1, 2015	from Conversion Date	as shown on page (i)	66285W MS2

Dated Date: Date of Delivery

The North Texas Tollway Authority System First Tier Variable Rate Revenue Refunding Bonds, Series 2009D (the "*Series 2009D Bonds*") were originally issued on November 5, 2009 as first tier current interest bonds in a weekly interest rate mode. The Series 2009D Bonds were remarketed on August 1, 2012 in the flexible interest rate mode. The Series 2009D Bonds are now being remarketed in connection with a change to the weekly interest rate mode.

The Series 2009D Bonds are fully registered bonds, without coupons, and are being remarketed in the Weekly Mode in denominations of $100,000 and integral multiples of $5,000 in excess thereof. Interest will accrue on the Series 2009D Bonds from the Conversion Date at the Weekly Rate but not to exceed 10% per annum or such lower rate as authorized by law, including specifically Chapter 1204, Texas Government Code, and will be calculated on the basis of a 365 or 366-day year, as applicable, for the number of days actually elapsed.

The Series 2009D Bonds were issued pursuant to a resolution adopted on July 16, 2009 (the "*Original Resolution*") by the Board of Directors (the "*Board*") of the North Texas Tollway Authority ("*NTTA*") and an Amended and Restated Trust Agreement dated as of April 1, 2008, between NTTA and Wells Fargo Bank, National Association, as Trustee, as supplemented and amended to date (the "*Trust Agreement*"). The Board amended and supplemented the Original Resolution as of August 1, 2012, with a resolution adopted by the Board on May 16, 2012 (together with the Original Resolution, the "*Resolution*"). The Series 2009D Bonds, together with NTTA's outstanding revenue bonds and other obligations secured by the Trust Agreement, are special, limited obligations of NTTA payable solely from, and secured solely by, the tolls and other revenues of the NTTA System (as defined herein) and certain specified funds and accounts created pursuant to the Trust Agreement on the basis and in the priority described therein and herein.

The Series 2009D Bonds are further described in this Remarketing Memorandum. See page (i) for additional information relating to the Series 2009D Bonds, including provisions relating to maturities, interest rates, optional and mandatory sinking fund redemptions, optional and mandatory tenders, conversion, credit and liquidity enhancement and lien priorities.

NTTA IS OBLIGATED TO PAY THE PRINCIPAL OF, PREMIUM, IF ANY, AND INTEREST ON THE SERIES 2009D BONDS ONLY FROM THE TOLLS AND OTHER REVENUES OF THE NTTA SYSTEM AND CERTAIN SPECIFIED FUNDS AND ACCOUNTS CREATED PURSUANT TO THE RESOLUTION AND THE TRUST AGREEMENT ON THE BASIS AND IN THE PRIORITY DESCRIBED THEREIN AND HEREIN. EXCEPT AS SPECIFIED IN THE PRECEDING SENTENCE, NONE OF THE STATE OF TEXAS, NTTA, THE COUNTIES CURRENTLY SERVED BY NTTA, NOR ANY OTHER AGENCY OR POLITICAL SUBDIVISION OF THE STATE OF TEXAS IS OBLIGATED TO PAY THE PRINCIPAL OF, PREMIUM, IF ANY, OR INTEREST ON THE SERIES 2009D BONDS. NEITHER THE FAITH AND CREDIT NOR THE TAXING POWER OF THE STATE OF TEXAS, THE COUNTIES CURRENTLY SERVED BY NTTA NOR ANY OTHER AGENCY OR POLITICAL SUBDIVISION OF THE STATE OF TEXAS IS PLEDGED TO THE PAYMENT OF THE PRINCIPAL OF, PREMIUM, IF ANY, OR INTEREST ON THE SERIES 2009D BONDS. NTTA HAS NO TAXING POWER. THE SERIES 2009D BONDS ARE NOT SECURED BY THE REVENUES OF THE SPECIAL PROJECTS SYSTEM (AS DEFINED HEREIN) OR THE SPS TRUST AGREEMENT (AS DEFINED HEREIN).

This cover page and page (i) contain information for quick reference only. Such pages do not contain a complete summary of the Series 2009D Bonds. Potential investors must read the entire Remarketing Memorandum to obtain information essential to making an informed investment decision. Investment in the Series 2009D Bonds is subject to certain investment considerations. See **"RISK FACTORS."**

The Series 2009D Bonds will be remarketed when, as and if received by the Remarketing Agent. The validity of the Series 2009D Bonds was approved at the time of their initial issuance by the Attorney General of the State of Texas and McCall, Parkhurst & Horton L.L.P., Dallas, Texas and Mahomes Bolden PC, Dallas, Texas, Co-Bond Counsel to NTTA. Upon the conversion into the weekly interest rate mode and remarketing of the Series 2009D Bonds, Co-Bond Counsel will each opine that the conversion and remarketing of the Series 2009D Bonds will not, in and of itself, adversely affect the exclusion of interest on the Series 2009D Bonds from gross income of the owners of the Series 2009D Bonds for federal income tax purposes. Certain legal matters will be passed upon for NTTA by Locke Lord LLP, Dallas, Texas, outside General Counsel to NTTA, and McCall, Parkhurst & Horton L.L.P., Dallas, Texas and Mahomes Bolden PC, Dallas, Texas, as Co-Disclosure Counsel to NTTA. Certain legal matters will be passed upon for the Remarketing Agent by Winstead PC, Austin, Texas and West & Associates, L.L.P., Dallas, Texas, Co-Counsel for the Remarketing Agent. It is expected that delivery of the Series 2009D Bonds will be made through DTC in New York, New York on or about April 1, 2015.

RBC CAPITAL MARKETS

The date of this Remarketing Memorandum is March 25, 2015.

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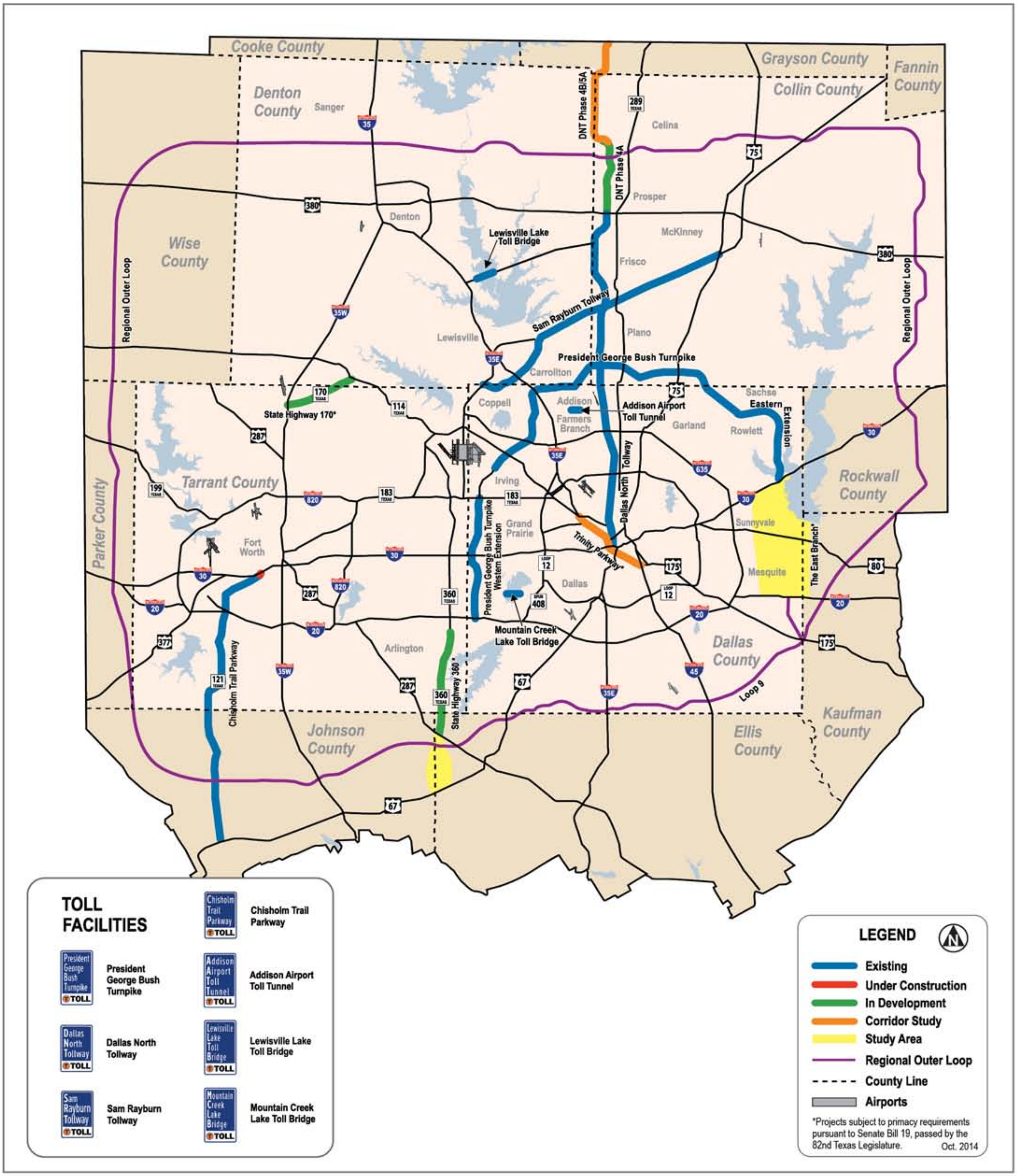
* CUSIP® is a registered trademark of the American Bankers Association. CUSIP data herein is provided by Standard & Poor's, CUSIP Global Services, managed by Standard & Poor's Financial Services LLC on behalf of the American Bankers Association. CUSIP numbers have been assigned by an independent company not affiliated with NTTA or the Remarketing Agent and are included solely for the convenience of the holders of the Series 2009D Bonds. Neither NTTA nor the Remarketing Agent is responsible for the selection or uses of these CUSIP numbers, and no representation is made as to their correctness on the Series 2009D Bonds or as indicated above. The CUSIP number for a specific maturity is subject to being changed after the execution and delivery of the Series 2009D 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 the Series 2009D Bonds.



Facility Map of the North Texas Region

NTTA
NORTH TEXAS TOLLWAY AUTHORITY

MATURITIES, INTEREST RATES, REDEMPTION PROVISIONS, CONVERSION PROVISIONS, TENDER PROVISIONS, CREDIT AND LIQUIDITY ENHANCEMENT AND ADDITIONAL INFORMATION REGARDING THE SERIES 2009D BONDS

General. The North Texas Tollway Authority System First Tier Variable Rate Revenue Refunding Bonds, Series 2009D (the "*Series 2009D Bonds*") will be remarketed as fully registered bonds, without coupons, in denominations of $100,000 and integral multiples of $5,000 in excess thereof while in a Weekly Mode or Daily Mode (as defined herein). Initially, interest will accrue on the Series 2009D Bonds at the Weekly Rate. Interest will not accrue at a rate in excess of 10% per annum, or such lower rate as authorized by law, including specifically, Chapter 1204, Texas Government Code, and will be calculated on the basis of a 365 or 366-day year, as applicable, for the number of days actually elapsed, and will be payable on each Interest Payment Date (as defined herein). Principal will come due on January 1, 2049 or upon the earlier redemption as described herein.

Credit Enhancement and Liquidity Enhancement. The scheduled payment of principal of and interest on the Series 2009D Bonds when due and the purchase price of Series 2009D Bonds tendered for purchase pursuant to the optional and mandatory tender and purchase provisions of the Resolution are entitled to the benefit of an irrevocable transferable direct-pay letter of credit dated April 1, 2015 (the "*Letter of Credit*") issued by Royal Bank of Canada (the "*Bank*"), acting through its WFC, New York, Branch. See "**THE SERIES 2009D BONDS — The Letter of Credit**" and "**—The Bank**." The Letter of Credit, unless otherwise extended or earlier terminated pursuant to its terms, terminates on April 1, 2020.

Royal Bank of Canada

Optional and Mandatory Sinking Fund Redemption. The Series 2009D Bonds are subject to optional and mandatory sinking fund redemption as described herein. See "**THE SERIES 2009D BONDS — Redemption**."

Conversion. The Series 2009D Bonds are subject to conversion to another interest rate mode at the direction of NTTA. Prior to any such conversion the bonds to be converted are subject to mandatory tender and purchase. See "**THE SERIES 2009D BONDS — Conversion**."

Optional and Mandatory Tender. The Series 2009D Bonds are subject to optional and mandatory tender for purchase as described herein. See "**THE SERIES 2009D BONDS —– Optional and Mandatory Tender**."

Lien Priority. The Series 2009D Bonds constitute First Tier Bonds under the Trust Agreement. See "**SOURCES OF PAYMENT AND SECURITY FOR THE SERIES 2009D BONDS — Priority of Payment**" herein.

Remarketing Agent. RBC Capital Markets, LLC is acting as the remarketing agent for the Series 2009D Bonds after the conversion to the Weekly Mode.

Tax Status. On November 5, 2009, Co-Bond Counsel to NTTA rendered their opinion that interest on the Series 2009D Bonds would be excludable from gross income for federal income tax purposes under statutes, regulations, published rulings and court decisions existing on the date thereof, except as explained under "**TAX MATTERS – Original Opinion**" herein. On August 1, 2012, Co-Bond Counsel rendered their opinion that the conversion and remarketing into the flexible interest rate mode of the Series 2009D Bonds on such date would not, in and of itself, adversely affect the exclusion of interest on the Series 2009D Bonds from gross income of the owners thereof for federal income tax purposes. Upon the conversion and remarketing of the Series 2009D Bonds into the Weekly Mode, Co-Bond Counsel will each render their opinion that the conversion of the Series 2009D Bonds into the Weekly Mode and the remarketing of the Series 2009D Bonds, will not, in and of itself, adversely affect the exclusion of interest on the Series 2009D Bonds from gross income of the owners of the Series 2009D Bonds for federal income tax purposes. In the conversion opinions, Co-Bond Counsel will note that the interest on the Series 2009D Bonds after the date of conversion will be includable in the adjusted current earnings of corporations under section 56(g) of the Code.

THIS REMARKETING MEMORANDUM ONLY DESCRIBES THE SERIES 2009D BONDS IN THE WEEKLY MODE AND THE DAILY MODE. IF THE SERIES 2009D BONDS ARE CONVERTED TO AN INTEREST RATE MODE OTHER THAN THE WEEKLY MODE OR THE DAILY MODE, A NEW REMARKETING MEMORANDUM OR SUPPLEMENT TO THIS REMARKETING MEMORANDUM WILL BE PREPARED FOR REMARKETING SUCH SERIES 2009D BONDS IN SUCH DIFFERENT INTEREST RATE MODE. THE SERIES 2009D BONDS ARE SUBJECT TO MANDATORY TENDER ON EACH CONVERSION DATE.

NTTA BOARD, ADMINISTRATION, CONSULTANTS AND ADVISORS

Board of Directors[(1)]

Name	Approximate Length of Service	Term Expires August 31	Appointed by	Occupation
Kenneth Barr, Chairman	6 years	2015	Tarrant County	Businessman
William Moore, Vice Chairman	5 years	2015	Collin County	Businessman
Michael R. Nowels	7 years	2016	Denton County	Businessman
Jane Willard	4 years	2016	Collin County	Community Advocate
George "Tex" Quesada	3 years	2015	Dallas County	Attorney
Matrice Ellis-Kirk	3 years	2014[(2)]	Dallas County	Businesswoman
William Elliott	3 years	2015	Governor Perry	Attorney
Mojy Haddad	2 years	2016	Tarrant County	Businessman
Gary Kloepper	1 year	2015	Denton County	Businessman

Administration[(3)]

Name	Position
Gerald E. Carrigan	CEO/Executive Director
Horatio Porter	Chief Financial Officer/Assistant Executive Director of Finance
Magdalena M. Brady	Director of Internal Audit
James Hofmann	Assistant Executive Director of Operations
Dena DeNooyer Stroh	General Counsel
Thomas Bamonte	Assistant Executive Director of Strategy and Innovation
Elizabeth Mow	Assistant Executive Director of Infrastructure
Lorelei Griffith	Secretary of the Board

Consultants and Advisors

Outside General Counsel	Locke Lord LLP Dallas, Texas
Co-Bond Counsel and Co-Disclosure Counsel	McCall, Parkhurst & Horton L.L.P. Dallas, Texas
	Mahomes Bolden PC Dallas, Texas
Independent Auditors	Crowe Horwath LLP Dallas, Texas
Traffic Engineers	CDM Smith Dallas, Texas
	with the assistance of
	Baez Consulting, LLC Allen, Texas
Consulting Engineers	Atkins North America Dallas, Texas
Co-Financial Advisors	First Southwest Company, LLC Dallas, Texas
	TKG & Associates LLC Dallas, Texas
Trustee and Paying Agent/Registrar	Wells Fargo Bank, National Association Dallas, Texas

For additional information regarding NTTA, please contact:

Mr. Horatio Porter
Chief Financial Officer
North Texas Tollway Authority
5900 West Plano Parkway, Suite 100
Plano, Texas 75093-4694
(214) 461-2000

Mr. Ron Davis
Managing Director
First Southwest Company, LLC
325 N. Saint Paul, Suite 800
Dallas, Texas 75201
(214) 953-4000

(1) See "**GOVERNMENT AND MANAGEMENT — The Board of Directors**" in **APPENDIX A**.
(2) Term expired August 31, 2014. Dallas County has not yet reappointed or replaced Ms. Ellis-Kirk. Directors serve until appointment of a successor or reappointment.
(3) See "**GOVERNMENT AND MANAGEMENT — Key Staff Members**" in **APPENDIX A.**

USE OF INFORMATION IN REMARKETING MEMORANDUM

No dealer, broker, salesman, or other person has been authorized by NTTA or RBC Capital Markets, LLC (the "*Remarketing Agent*") to give any information or to make any representation other than those contained in this Remarketing Memorandum, and, if given or made, such other information or representation must not be relied upon as having been authorized by NTTA or the Remarketing Agent. This Remarketing Memorandum does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Series 2009D Bonds by any person, in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale. The information and expressions of opinion herein are subject to change without notice, and neither the delivery of this Remarketing Memorandum, nor any sale of the Series 2009D Bonds shall, under any circumstances, create any implication that there has been no change in the affairs of NTTA since the date hereof. This Remarketing Memorandum is submitted in connection with the remarketing of the Series 2009D Bonds and in no instance may this Remarketing Memorandum be reproduced or used for any other purpose.

CUSIP numbers have been assigned to the Series 2009D Bonds by Standard & Poor's CUSIP Service Bureau for the convenience of the owners of the Series 2009D Bonds. None of NTTA, its Financial Advisors or the Remarketing Agent shall be responsible for the selection or the correctness of the CUSIP numbers.

THIS REMARKETING MEMORANDUM IS INTENDED TO REFLECT FACTS AND CIRCUMSTANCES ON THE DATE OF THIS REMARKETING MEMORANDUM OR ON SUCH OTHER DATE OR AT SUCH OTHER TIME AS IS IDENTIFIED HEREIN. NO ASSURANCE CAN BE GIVEN THAT SUCH INFORMATION WILL NOT BE MISLEADING AT A LATER DATE. CONSEQUENTLY, RELIANCE ON THIS REMARKETING MEMORANDUM AT TIMES SUBSEQUENT TO THE REMARKETING OF THE SERIES 2009D BONDS DESCRIBED HEREIN SHOULD NOT BE MADE ON THE ASSUMPTION THAT ANY SUCH FACTS OR CIRCUMSTANCES ARE UNCHANGED. SEE "**CONTINUING DISCLOSURE OF INFORMATION**" FOR A DESCRIPTION OF THE UNDERTAKINGS OF NTTA TO PROVIDE CERTAIN INFORMATION ON A CONTINUING BASIS.

THE TRUSTEE ASSUMES NO RESPONSIBILITY FOR THIS REMARKETING MEMORANDUM AND HAS NOT REVIEWED OR UNDERTAKEN TO VERIFY ANY INFORMATION CONTAINED IN THIS REMARKETING MEMORANDUM.

NONE OF NTTA, THE CO-FINANCIAL ADVISORS, OR THE REMARKETING AGENT MAKES ANY REPRESENTATION OR WARRANTY WITH RESPECT TO THE INFORMATION CONTAINED IN THIS REMARKETING MEMORANDUM REGARDING THE DEPOSITORY TRUST COMPANY ("*DTC*") OR ITS BOOK-ENTRY ONLY SYSTEM, AS SUCH INFORMATION WAS FURNISHED BY DTC, OR THE INFORMATION CONTAINED IN THIS REMARKETING MEMORANDUM REGARDING ROYAL BANK OF CANADA (THE "*BANK"*), AS SUCH INFORMATION WAS FURNISHED BY THE BANK.

THE REMARKETING AGENT HAS PROVIDED THE FOLLOWING STATEMENT FOR INCLUSION IN THIS REMARKETING MEMORANDUM: THE REMARKETING AGENT HAS REVIEWED THE INFORMATION IN THIS REMARKETING MEMORANDUM IN ACCORDANCE WITH, AND AS PART OF, ITS RESPONSIBILITIES TO INVESTORS UNDER THE FEDERAL SECURITIES LAWS AS APPLIED TO THE FACTS AND CIRCUMSTANCES OF THIS TRANSACTION, BUT THE REMARKETING AGENT DOES NOT GUARANTEE THE ACCURACY OR COMPLETENESS OF SUCH INFORMATION.

No registration statement relating to the Series 2009D Bonds has been filed with the Securities and Exchange Commission (the "*SEC*") under the Securities Act of 1933, as amended, in reliance upon an exemption provided thereunder. The Series 2009D Bonds have not been registered or qualified under the Securities Act of Texas in reliance upon various exemptions contained therein; nor have the Series 2009D Bonds been registered or qualified under the securities laws of any other jurisdiction. NTTA assumes no responsibility for the registration or qualification for sale or other disposition of the Series 2009D Bonds under the securities laws of any jurisdiction in which the Series 2009D Bonds may be offered, sold or otherwise transferred. This disclaimer of responsibility for registration or qualification for sale or other disposition of the Series 2009D Bonds shall not be construed as an interpretation of any kind with regard to the availability of any exemption from securities registration or qualification provisions.

IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE SERIES 2009D BONDS AND THE TERMS OF THE REMARKETING, INCLUDING THE MERITS AND RISKS INVOLVED. THE SERIES 2009D BONDS HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The statements contained in this Remarketing Memorandum, and in other information provided by NTTA, that are not purely historical, are forward-looking statements, including statements regarding NTTA's expectations, hopes, intentions or strategies regarding the future. All forward-looking statements included in this Remarketing Memorandum are based on information available to NTTA on the date hereof, and NTTA assumes no obligation to update any such forward-looking statements. See "**RISK FACTORS — FORWARD — LOOKING STATEMENTS**."

TABLE OF CONTENTS

REMARKETING MEMORANDUM

relating to

$178,400,000
NORTH TEXAS TOLLWAY AUTHORITY
SYSTEM FIRST TIER VARIABLE RATE REVENUE REFUNDING BONDS, SERIES 2009D

INTRODUCTION

This Remarketing Memorandum (this "*Remarketing Memorandum*") contains certain information relating to the remarketing by the North Texas Tollway Authority ("*NTTA*") of its $178,400,000 North Texas Tollway Authority System First Tier Variable Rate Revenue Refunding Bonds, Series 2009D (the "*Series 2009D Bonds*"). NTTA is a body corporate and politic and a political subdivision of the State of Texas (the "*State*") currently serving Collin, Dallas, Denton and Tarrant Counties (the "*Member Counties*") and Johnson County (together with the Member Counties, the "*Project Counties*").

The Series 2009D Bonds were issued by NTTA pursuant to (i) the laws of the State, particularly Chapter 366, Texas Transportation Code, as amended (the "*NTTA Act*"), and Chapters 1207 and 1371, Texas Government Code, as amended, and (ii) a resolution adopted by the Board of Directors (the "*Board*") of NTTA on July 16, 2009 (the "*Original Resolution*") which authorized the issuance of the Series 2009D Bonds. The Board amended and supplemented the Original Resolution with a resolution adopted by the Board on May 16, 2012 in connection with the conversion of the Series 2009D Bonds to the flexible interest rate mode on August 1, 2012 (as amended and supplemented, the "*Resolution*"). The Series 2009D Bonds are now being remarketed in connection with a change to the Weekly Mode.

The Series 2009D Bonds, together with certain other NTTA revenue bonds and other obligations are secured by an Amended and Restated Trust Agreement dated as of April 1, 2008 (as amended and supplemented, the "*Trust Agreement*"), between NTTA and Wells Fargo Bank, National Association, as trustee (the "*Trustee*"), and are special, limited obligations of NTTA payable from and secured solely by the tolls and other revenues of the NTTA System (as defined herein) and certain specified funds and accounts created pursuant to the Trust Agreement, on the basis and in the priority described in the Trust Agreement and herein. See "**SOURCES OF PAYMENT AND SECURITY FOR THE SERIES 2009D BONDS – Priority of Payment**."

Investment in the Series 2009D Bonds involves certain risks, some of which are discussed in this Remarketing Memorandum. The statements contained in this Remarketing Memorandum, including the appendices hereto that are not purely historical are forward-looking statements, including statements regarding NTTA's expectations, hopes, intentions or strategies regarding the future. Readers should not place undue reliance on forward-looking statements. All forward-looking statements included in this Remarketing Memorandum are based on information available to NTTA as of the date hereof, and NTTA assumes no obligation to update any such forward-looking statements. See "**RISK FACTORS**" for a discussion of certain risks that should also be considered in evaluating an investment in the Series 2009D Bonds.

This Remarketing Memorandum contains, in part, estimates and matters of opinion that are not intended as statements of fact, and no representation or warranty is made as to the correctness of such estimates and matters of opinion. This Remarketing Memorandum speaks only as of its date, and the information contained herein is subject to change. Capitalized terms used in this Remarketing Memorandum that are not otherwise defined herein have the meanings assigned to them in the Trust Agreement. See "**SUMMARY OF CERTAIN PROVISIONS OF THE RESOLUTION AND THE TRUST AGREEMENT**" in **APPENDIX D**.

NTTA IS OBLIGATED TO PAY THE PRINCIPAL OF, PREMIUM, IF ANY, AND INTEREST ON THE SERIES 2009D BONDS ONLY FROM THE TOLLS AND OTHER REVENUES OF THE NTTA SYSTEM AND CERTAIN SPECIFIED FUNDS AND ACCOUNTS CREATED PURSUANT TO THE RESOLUTION AND THE TRUST AGREEMENT ON THE BASIS AND IN THE PRIORITY DESCRIBED THEREIN AND HEREIN. EXCEPT AS SPECIFIED IN THE PRECEDING SENTENCE, NONE OF THE STATE OF TEXAS, NTTA, THE COUNTIES CURRENTLY SERVED BY NTTA, NOR ANY OTHER AGENCY OR POLITICAL SUBDIVISION OF THE STATE OF TEXAS IS OBLIGATED TO PAY THE PRINCIPAL OF, PREMIUM, IF ANY, OR INTEREST ON THE SERIES 2009D BONDS. NEITHER THE

FAITH AND CREDIT NOR THE TAXING POWER OF THE STATE OF TEXAS, THE COUNTIES CURRENTLY SERVED BY NTTA NOR ANY OTHER AGENCY OR POLITICAL SUBDIVISION OF THE STATE OF TEXAS IS PLEDGED TO THE PAYMENT OF THE PRINCIPAL OF, PREMIUM, IF ANY, OR INTEREST ON THE SERIES 2009D BONDS. NTTA HAS NO TAXING POWER. THE SERIES 2009D BONDS ARE NOT SECURED BY THE REVENUES OF THE SPECIAL PROJECTS SYSTEM (AS DEFINED HEREIN) OR THE TRUST AGREEMENT FOR THE SPECIAL PROJECTS SYSTEM (THE "*SPS TRUST AGREEMENT*").

PURPOSE

The Series 2009D Bonds were issued in accordance with the NTTA Act, Chapters 1207 and 1371, Texas Government Code, as amended, and the Original Resolution. See "**SUMMARY OF CERTAIN PROVISIONS OF THE RESOLUTION AND THE TRUST AGREEMENT**" in **APPENDIX D.**

Proceeds of the Series 2009D Bonds were originally used, among other purposes, to refund certain maturities of NTTA's previously outstanding bonds.

NTTA

Introduction

NTTA is a regional tollway authority governed by the NTTA Act and is a political subdivision of the State currently serving the Project Counties. It came into existence on September 1, 1997, as the successor to the Texas Turnpike Authority (the "*TTA*"), an agency of the State that was created in 1953. At the time of its creation, NTTA assumed ownership of the then existing NTTA System and all obligations of the TTA related to the NTTA System.

The Board has adopted a mission statement which is "to provide a safe and reliable toll road system, increase value and mobility options for our customers, operate NTTA in a businesslike manner, protect our bondholders, and partner to meet our region's growing need for transportation infrastructure."

The NTTA Act authorizes NTTA to acquire, construct, maintain, repair and operate turnpike projects such as those included in the NTTA System at such locations within its jurisdiction as may be determined by NTTA and to issue bonds and other obligations for the purpose of paying all or any part of the cost of a turnpike project.

NTTA operates two turnpike systems: the NTTA System and the Special Projects System. See "**THE NTTA SYSTEM**" and "**THE SPECIAL PROJECTS SYSTEM**" in **APPENDIX A** for additional information regarding the NTTA System and the Special Projects System. The Dallas North Tollway (the "*DNT*"), the Addison Airport Toll Tunnel (the "*AATT*"), The President George Bush Turnpike (the "*PGBT*"), The President George Bush Turnpike Eastern Extension (the "*PGBT EE*"), the Mountain Creek Lake Bridge (the "*MCLB*"), the Lewisville Lake Toll Bridge (the "*LLTB*") and the Sam Rayburn Tollway (which will revert to the Texas Department of Transportation ("*TxDOT*") on September 1, 2058) (the "*SRT*") constitute and are collectively referred to herein as the "*NTTA System*." The President George Bush Turnpike Western Extension (the "*PGBT WE*") and the Chisholm Trail Parkway (the "*CTP*") constitute and are collectively referred to herein as the "*Special Projects System*." **The Series 2009D Bonds are secured only by the NTTA System revenues and certain funds and accounts established pursuant to the Trust Agreement and not by the Special Projects System revenues or other revenues or assets of NTTA**. **Bonds issued under the SPS Trust Agreement are not secured by the revenues of the NTTA System.**

Notwithstanding the foregoing, if annual operating and maintenance expenses, major maintenance expenses and capital expenditures relating to the Special Projects System either (i) exceed certain budgeted amounts and are not paid out of Special Projects System revenues, or (ii) result from NTTA exceeding prescribed standards, and if construction costs relating to the Special Projects System exceed the budgeted amounts, NTTA is responsible for paying such amounts from sources other than Special Project System revenues, with the source of payment likely being funds on deposit in the Capital Improvement Fund for the NTTA System. Such obligations are not secured by the trust estate established under the Trust Agreement. See "**THE NORTH TEXAS TOLLWAY AUTHORITY**" in **APPENDIX A** for additional information regarding NTTA.

PLAN OF FINANCE

Series 2009D Bonds Conversion and Remarketing

The Series 2009D Bonds are being converted and remarketed in a Weekly Mode on the date indicated on the cover page (the "*Conversion Date*") in accordance with the NTTA Act, Chapters 1207 and 1371, Texas Government Code, as amended, and the Resolution. See "**APPENDIX D — SUMMARY OF CERTAIN PROVISIONS OF THE RESOLUTION AND THE TRUST AGREEMENT**."

Proceeds of the Series 2009D Bonds were used, among other purposes, to refund certain maturities of NTTA's then outstanding bonds.

Subsequent Financings Secured by the NTTA System Revenues

Subsequent Refunding Bonds

NTTA anticipates issuing its North Texas Tollway Authority System Second Tier Revenue Refunding Bonds, Series 2015A (the "*Series 2015A Bonds*"), in the aggregate principal amount of approximately $871,265,000. It is anticipated that the Series 2015A Bonds will be issued shortly after the remarketing of the Series 2009D Bonds. The Series 2015A Bonds will be secured by revenues of the NTTA System under the Trust Agreement and will not be secured by the revenues of the Special Projects System under the SPS Trust Agreement. Proceeds of the Series 2015A Bonds will be used for the purposes of (i) refunding all of NTTA's North Texas Tollway Authority System Second Tier Revenue Refunding Bonds, Series 2008F (the "*Series 2008F Bonds*"), (ii) funding a debt service reserve fund for the Series 2015A Bonds and (iii) paying costs of issuance of the Series 2015A Bonds. NTTA expects to achieve debt service savings with respect to the issuance of the Series 2015A Bonds and the refunding of the Series 2008F Bonds.

Subsequent Financings

NTTA has developed a five-year strategic refinancing plan to capitalize on the current low interest rate environment and anticipates issuing additional refunding bonds under the Trust Agreement from 2016 to 2019, depending on market conditions and other factors. In addition, NTTA anticipates spending an additional $792.3 million over the 2015-2019 period for major maintenance, rehabilitation, roadway bottleneck improvements, roadway capacity improvements and roadway widening. NTTA anticipates funding these improvements with cash flow; however, if cash flow is not sufficient, NTTA anticipates using interim financing utilizing NTTA's Commercial Paper Program. The Commercial Paper Notes will be paid from Capital Improvement Fund deposits or proceeds from additional bonds issued under the Trust Agreement. See "**THE NTTA SYSTEM — Multi-Year NTTA System Capital Plan"** in **APPENDIX A**.

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PRO FORMA DEBT SERVICE REQUIREMENTS[1]

The table below shows the total debt service requirements for the outstanding obligations of NTTA secured by Pledged Revenues (as defined herein). The table reflects NTTA's assumptions described under "**PLAN OF FINANCE**" and in the footnotes below.

	A	B	C	D	E
FYE (12/31)[2]	Outstanding First Tier Net Debt Service[3][4][5]	Outstanding Second Tier Net Debt Service[6][7]	Outstanding ISTEA Loan Debt Service	Outstanding Subordinate Lien Debt Service[8]	Total Net Debt Service
2015	$ 294,279,576	$ 57,401,231	$ 8,000,000	$ 24,115,479	$ 383,796,285
2016	313,231,237	56,567,450	8,000,000	24,115,479	401,914,166
2017	315,389,408	56,567,450	9,000,000	24,115,479	405,072,337
2018	363,424,485	56,567,450	10,500,000	24,115,479	454,607,414
2019	368,932,301	56,567,450	12,250,000	54,540,479	492,290,230
2020	385,144,407	56,567,450	15,322,396	54,538,917	511,573,169
2021	410,022,212	56,567,450	15,322,396	54,543,604	536,455,662
2022	409,880,261	56,567,450	15,322,396	54,521,987	536,292,094
2023	418,719,367	56,567,450	15,322,396	54,412,567	545,021,780
2024	429,047,922	56,567,450	15,322,396	54,299,966	555,237,734
2025	455,485,026	56,567,450	15,322,396	54,177,046	581,551,917
2026	466,009,167	56,567,450	15,322,396	54,046,650	591,945,663
2027	493,613,487	56,567,450	15,322,396	53,911,006	619,414,339
2028	518,384,552	57,567,450	15,322,396	53,771,771	645,046,169
2029	477,071,982	82,647,450	-	-	559,719,432
2030	414,725,492	166,357,790	-	-	581,083,282
2031	419,760,135	184,636,450	-	-	604,396,585
2032	459,865,680	173,621,525	-	-	633,487,205
2033	471,456,477	176,682,325	-	-	648,138,802
2034	529,631,598	135,435,175	-	-	665,066,773
2035	558,326,473	130,842,538	-	-	689,169,010
2036	576,664,898	123,821,000	-	-	700,485,898
2037	614,057,277	78,101,976	-	-	692,159,253
2038	352,788,123	-	-	-	352,788,123
2039	412,644,523	-	-	-	412,644,523
2040	441,046,606	-	-	-	441,046,606
2041	447,233,084	-	-	-	447,233,084
2042	460,977,721	-	-	-	460,977,721
2043	197,407,408	-	-	-	197,407,408
2044	197,585,680	-	-	-	197,585,680
2045	199,625,498	-	-	-	199,625,498
2046	201,350,074	-	-	-	201,350,074
2047	146,322,034	-	-	-	146,322,034
2048	-	-	-	-	-
2049	-	-	-	-	-
2050	-	-	-	-	-
2051	-				-
	$ 13,220,104,170	**$ 2,045,924,309**	**$ 185,651,564**	**$ 639,225,909**	**$ 16,090,905,951**

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(1) Excludes any payments to be made into the Reserve Maintenance Fund ("*RMF*") under the Trust Agreement. Payments made into the RMF are made after debt service on the First, Second and Third Tier Bonds but prior to debt service on the ISTEA Loan and the Subordinate Lien Bonds. See "**ESTIMATED TOLL REVENUES, EXPENSES, OTHER INCOME AND ESTIMATED DEBT SERVICE COVERAGE**" for estimated deposits to the RMF. Additionally, excludes debt that has been or is expected to be incurred under the SPS Trust Agreement payable from revenues of the Special Projects System.

(2) For all Bonds other than the Subordinate Lien Bonds, Fiscal Year debt service includes debt service on the following January 1 (*i.e.*, Fiscal Year 2015 includes debt service on January 1, 2016). With respect to the Subordinate Lien Bonds, Fiscal Year debt service in each year included the required deposit to the CIF Bond Payment Account on January 1 of the following year for the Subordinate Lien Bonds debt service due on August 1 of that year and February 1 of the next succeeding year (*e.g.*, Fiscal Year 2015 includes debt service on August 1, 2016, and February 1, 2017).

(3) Net of direct subsidy related to the Series 2009B Bonds issued as Build America Bonds. The Federal Subsidy Payment is reduced by 7.3% due to automatic federal deficit reduction spending cuts known as "sequestration" which took effect on March 1, 2013. Sequestration affects certain federally funded programs, including the Federal Subsidy Payments payable to NTTA with respect to the Series 2009B Bonds. See "**RISK FACTORS – Risks Relating to Build America Bonds**." It is assumed that this reduction in Federal Subsidy Payments continues at the same rate through the final maturity.

(4) Assumes the Series 2012C Bonds are remarketed to a fixed rate of 5.00% on the January 1, 2019 mandatory tender date. Assumes the 2009D Bonds are associated with existing interest rate exchange agreements and the interest rate thereon is synthetically fixed with two interest rate exchange agreements, one with a notional amount of approximately $84.06 million with a swap rate of 3.673% and one with a notional amount of approximately $94.23 million with a swap rate of 3.533%. The interest rate exchange agreements amortize from 2019 to 2025. Any unhedged variable rate Series 2009D Bonds are assumed to bear interest at a rate of 5.00% inclusive of liquidity and remarketing costs. Assumes the Series 2011A Bonds bear interest at a rate of 2.00% and are remarketed to a fixed rate of 5.00% on the January 1, 2019 mandatory tender date. Assumes the Series 2014C Bonds bear interest at 1.83% to the January 1, 2020 mandatory tender date and are remarketed into a variable rate mode and bear interest at 3.00% thereafter.

[5] Debt Service in years 2047-2051 is net of cash balance in the First Tier Reserve Account that is required by the terms of the Trust Agreement to be used to retire the last maturities of the outstanding First Tier Bonds.
[6] Includes the Series 2008F Bonds anticipated to be refunded by the Series 2015A Bonds. See "**PLAN OF FINANCE – Subsequent Financings Secured by the NTTA System Revenues**."
[7] Debt service in years 2030 and 2037 are net of cash balances in each of the subaccounts of the Second Tier Reserve Account that are required by the terms of the Trust Agreement to be used to retire the last maturities of the outstanding Second Tier Bonds secured by such subaccounts.
[8] Net of direct subsidy related to the Series 2010B Subordinate Lien Bonds issued as Build America Bonds. The Federal Subsidy Payment is reduced by 7.3% due to automatic federal deficit reduction spending cuts known as "sequestration" which took effect on March 1, 2013. Sequestration affects certain federally funded programs, including the Federal Subsidy Payments payable to NTTA with respect to the Series 2010B Subordinate Lien Bonds. See "**RISK FACTORS – Risks Relating to Build America Bonds**." It is assumed that this reduction in Federal Subsidy Payments continues at the same rate through the final maturity.

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ESTIMATED TOLL REVENUES, EXPENSES, OTHER INCOME, AND ESTIMATED DEBT SERVICE COVERAGE

The table below shows estimated annual net revenues of the NTTA System for the period from January 1, 2015 through December 31, 2051. These net revenues figures were derived by deducting estimated expenses, estimated by the Consulting Engineers, from the annual toll revenues of the NTTA System as estimated by the Traffic Engineers, and adding the Other Revenues estimated by NTTA. See "**THE TRAFFIC AND REVENUE STUDY**" in **APPENDIX A** and "**RISK FACTORS**." The "Other Revenues" include investment and other earnings on projected cash balances of NTTA, and various fees and other charges connected with video tolling. The table reflects NTTA's assumptions described under "**PLAN OF FINANCE**" and "**PRO FORMA DEBT SERVICE REQUIREMENTS**."

	A	B	C	D	E	F	G	H	I
FYE (12/31)(1)	Estimated Toll Revenues(2)	Estimated Other Revenues(3)	Estimated Expenses(4)	Estimated Net Revenue	Estimated Deposit to RMF(5)	Estimated Debt Service on all Debt(6)(7)(10)	Estimated Coverage on 1st Tier Debt(8)	Estimated Coverage on 1st & 2nd Tier Debt(7)(9)(10)	Estimated Coverage on all Debt and RMF Deposits(10)
2015	$ 597,461,300	$ 25,295,163	$ 131,220,000	$ 491,536,463	$ -	$ 383,796,285	1.67x	1.40x	1.28x
2016	636,987,300	26,769,309	135,156,600	528,600,009	18,833,312	401,914,166	1.69x	1.43x	1.26x
2017	664,609,100	28,253,581	139,211,298	553,651,383	15,913,309	405,072,337	1.76x	1.49x	1.32x
2018	695,260,800	29,667,028	143,387,637	581,540,191	20,511,134	454,607,414	1.60x	1.38x	1.22x
2019	729,631,700	29,754,080	147,689,266	611,696,514	28,116,655	492,290,230	1.66x	1.44x	1.18x
2020	766,334,300	32,890,821	152,119,944	647,105,177	70,067,531	511,573,169	1.68x	1.46x	1.11x
2021	800,218,500	32,957,923	156,683,542	676,492,881	21,167,564	536,455,662	1.65x	1.45x	1.21x
2022	838,628,900	33,042,873	161,384,049	710,287,725	51,753,716	536,292,094	1.73x	1.52x	1.21x
2023	876,990,300	33,159,423	166,225,570	743,924,153	45,205,354	545,021,780	1.78x	1.57x	1.26x
2024	917,683,500	33,268,587	171,212,337	779,739,750	69,587,744	555,237,734	1.82x	1.61x	1.25x
2025	959,211,600	36,079,094	176,348,707	818,941,987	38,200,610	581,551,917	1.80x	1.60x	1.32x
2026	1,004,746,700	36,201,208	181,639,169	859,308,740	49,598,704	591,945,663	1.84x	1.64x	1.34x
2027	1,049,360,500	36,326,522	187,088,344	898,598,678	234,149,195	619,414,339	1.82x	1.63x	1.05x
2028	1,100,784,300	36,458,544	192,700,994	944,541,850	58,175,055	645,046,169	1.82x	1.64x	1.34x
2029	1,148,324,100	36,472,407	198,482,024	986,314,484	105,171,765	559,719,432	2.07x	1.76x	1.48x
2030	1,200,353,700	44,873,983	204,436,484	1,040,791,199	96,103,497	581,083,282	2.51x	1.79x	1.54x
2031	1,252,637,700	45,049,796	210,569,579	1,087,117,917	118,920,994	604,396,585	2.59x	1.80x	1.50x
2032	1,309,618,800	45,229,511	216,886,666	1,137,961,645	156,878,022	633,487,205	2.47x	1.80x	1.44x
2033	1,366,545,700	45,353,420	223,393,266	1,188,505,854	42,170,715	648,138,802	2.52x	1.83x	1.72x
2034	1,428,232,900	45,452,626	230,095,064	1,243,590,461	310,138,431	665,066,773	2.35x	1.87x	1.28x
2035	1,486,660,200	45,376,923	236,997,916	1,295,039,207	65,809,253	689,169,010	2.32x	1.88x	1.72x
2036	1,554,380,300	45,250,320	244,107,854	1,355,522,767	186,727,369	700,485,898	2.35x	1.94x	1.53x
2037	1,621,269,600	45,032,616	251,431,089	1,414,871,127	139,575,006	692,159,253	2.30x	2.04x	1.70x
2038	1,694,035,600	41,742,485	258,974,022	1,476,804,063	65,317,515	352,788,123	4.19x	4.19x	3.53x
2039	1,768,058,000	41,823,244	266,743,243	1,543,138,001	211,894,078	412,644,523	3.74x	3.74x	2.47x
2040	1,847,697,500	54,190,284	274,745,540	1,627,142,244	63,671,811	441,046,606	3.69x	3.69x	3.22x
2041	1,917,332,800	53,776,920	282,987,906	1,688,121,814	383,055,896	447,233,084	3.77x	3.77x	2.03x
2042	1,992,214,700	53,189,926	291,477,543	1,753,927,082	116,666,187	460,977,721	3.80x	3.80x	3.04x
2043	2,068,529,900	52,373,379	300,221,870	1,820,681,410	181,510,583	197,407,408	9.22x	9.22x	4.80x
2044	2,151,458,000	52,512,814	309,228,526	1,894,742,288	174,863,607	197,585,680	9.59x	9.59x	5.09x
2045	2,231,882,200	52,632,442	318,505,381	1,966,009,261	81,239,851	199,625,498	9.85x	9.85x	7.00x
2046	2,317,585,300	52,684,956	328,060,543	2,042,209,713	296,443,463	201,350,074	10.14x	10.14x	4.10x
2047	2,403,381,800	52,635,839	337,902,359	2,118,115,280	104,299,487	146,322,034	14.48x	14.48x	8.45x
2048	2,495,933,500	51,661,532	348,039,430	2,199,555,602	466,293,181	-			
2049	2,588,020,600	49,732,932	358,480,613	2,279,272,919	130,975,762	-			
2050	2,688,064,900	48,431,033	369,235,031	2,367,260,902	238,975,268	-			
2051	2,783,337,800	48,606,095	380,312,082	2,451,631,813	204,947,223	-			
	$ 54,953,464,400	**$ 1,554,209,640**	**$ 8,683,381,489**	**$ 47,824,292,551**	**$ 4,662,928,846**	**$ 16,090,905,951**			

(1) For all Bonds other than the Subordinate Lien Bonds, Fiscal Year debt service includes debt service on the following January 1 (*i.e.*, Fiscal Year 2015 includes debt service on January 1, 2016). With respect to the Subordinate Lien Bonds, Fiscal Year debt service in each year included the required deposit to the CIF Bond Payment Account on January 1 of the following year for the Subordinate Lien Bonds debt service due on August 1 of that year and February 1 of the next succeeding year (*e.g.*, Fiscal Year 2015 includes debt service on August 1, 2016, and February 1, 2017).

(2) Estimated toll revenues are provided by CDM Smith, the Traffic Engineers for the NTTA System. Estimated revenues are projected at levels to be actually collected in each year (*i.e.*, cash basis). Historical toll revenues and historical debt service coverage are reported by NTTA on accrual based revenues as recognized under Generally Accepted Accounting Principles. See "**OTHER FINANCIAL INFORMATION – Historical Traffic and Net Revenues**" and " **– Historical Debt Service Coverage**" in **APPENDIX A**.

(3) Estimated "Other Revenues" are provided by NTTA and include interest earnings, video tolling administrative fees and other charges.

(4) Estimated expenses are net of inter-fund transfers and are provided by Atkins North America, the Consulting Engineers for the NTTA System.

(5) Deposits to the RMF are estimated by NTTA based on the current cash balance in the RMF and expenses to be paid out of the RMF are estimated by Atkins North America, the Consulting Engineers for the NTTA System.

(6) See column E of the table under the heading "**PRO FORMA DEBT SERVICE REQUIREMENTS**".

(7) See "**PRO FORMA DEBT SERVICE REQUIREMENTS**" and related notes for information regarding assumptions included in the estimates.

(8) See column A of the table under the heading "**PRO FORMA DEBT DERVICE REQUIREMENTS**" for totals of net debt service for all First Tier Debt.

(9) See columns A-B of the table under the heading "**PRO FORMA DEBT DERVICE REQUIREMENTS**" for totals of net debt service for all First Tier and Second Tier Debt.

(10) Includes the Series 2008F Bonds anticipated to be refunded by the Series 2015A Bonds. See " **PLAN OF FINANCE – Subsequent Financings Secured by the NTTA System Revenues**."

THE SERIES 2009D BONDS

Description

The Series 2009D Bonds will be remarketed as fully registered bonds, without coupons, in authorized denominations of $100,000 and integral multiples of $5,000 in excess thereof (an "*Authorized Denomination*") while in a Weekly Mode or Daily Mode. The Series 2009D Bonds will be converted into the Weekly Mode and remarketed on the Conversion Date. Interest on the Series 2009D Bonds will accrue from the Conversion Date calculated on the basis of a 365 or 366-day year, as applicable, for the number of days actually elapsed, *provided*, *however*, that in no event shall interest on the Series 2009D Bonds be in excess of 10% per annum or such lower rate as authorized by law, including specifically Chapter 1204, Texas Government Code, as amended (the "*Maximum Rate*"). Interest on the Series 2009D Bonds in a Weekly Mode or Daily Mode will be paid on each Interest Payment Date as described herein. Principal will come due on January 1, 2049 or upon earlier redemption of the Series 2009D Bonds as described herein.

This Remarketing Memorandum only describes the Series 2009D Bonds in the Weekly Mode and Daily Mode. If the Series 2009D Bonds are converted to a different interest rate mode, such Series 2009D Bonds are subject to mandatory tender and purchase on the conversion date. A new remarketing memorandum or a supplement to this Remarketing Memorandum will be prepared for reoffering or remarketing such Series 2009D Bonds in an interest rate mode other than a Weekly Mode or Daily Mode.

Redemption

Optional Redemption. During any Weekly Mode or Daily Mode, the Series 2009D Bonds are subject to redemption prior to maturity at the option of NTTA, in whole or in part (and if in part in an Authorized Denomination) on any Business Day, at a redemption price equal to the principal amount thereof plus accrued interest thereon to the redemption date.

On or before the date fixed for redemption, subject to the provision of any conditional notice of redemption described below, money is required to be deposited with the Trustee to pay the principal of, redemption premium, if any, and interest accrued to the redemption date on the Series 2009D Bonds called for redemption. Upon the deposit of such money, unless NTTA has given notice of rescission, the Series 2009D Bonds will cease to bear interest on the redemption date and will no longer be considered outstanding.

Mandatory Sinking Fund Redemption. The Series 2009D Bonds are subject to mandatory sinking fund redemption prior to maturity with funds on deposit in the First Tier Sinking Fund created and maintained pursuant to the Trust Agreement, in the following amounts, on the following dates and at a price of par plus accrued interest to the redemption date, with the particular Series 2009D Bonds, or portions thereof, to be redeemed to be selected and designated by NTTA in its sole discretion, in authorized denominations:

Redemption Date (January 1)	Principal Amount
2045	$32,000,000
2046	$33,800,000
2047	$35,600,000
2048	$37,500,000
2049[(1)]	$39,500,000

[(1)] Stated maturity.

The principal amount of the Series 2009D Bonds required to be redeemed on any redemption date pursuant to mandatory sinking fund redemption is required to be reduced, at the option of NTTA, by the principal amount of any Series 2009D Bonds, which, at least 45 days prior to the applicable mandatory sinking fund redemption date, have been (1) acquired by NTTA and delivered to the Trustee for cancellation, (2) acquired and canceled by the Trustee, at the direction of NTTA, with funds from the First Tier Sinking Fund, at a price not exceeding the principal amount of such Series 2009D Bonds plus accrued interest to the date of acquisition thereof, or (3) redeemed pursuant to the optional redemption provisions (described herein) and not previously credited to a scheduled mandatory sinking fund redemption.

Notice of Redemption. If all or a portion of the Series 2009D Bonds are being redeemed prior to maturity, at least 15 days prior to the date fixed for redemption of such Series 2009D Bonds, a written notice of such redemption is required to be sent by the Trustee, which notice is required to be sent by United States mail, first-class postage prepaid, to the registered owner of each Series 2009D Bond to be redeemed at its address as it appeared in the registration books; *provided, however*, that the failure to send, mail, or receive such notice, or any defect therein or in the sending or mailing thereof, will not delay or affect the validity or effectiveness of the proceedings for the optional redemption of any Series 2009D Bond. The delivery or mailing of such notice as required above in connection with the redemption of Series 2009D Bonds prior to maturity at the option of NTTA will be the only notice actually required in connection with or as a prerequisite to such optional redemption of any Series 2009D Bonds or portions thereof. All redemption notices for the Series 2009D Bonds are required to contain a description of the Series 2009D Bonds to be redeemed including such items specified in the Resolution.

The Trustee is also required to give notice of defeasance of any Series 2009D Bonds by mail, first class, postage prepaid within 30 days after the defeasance date to each registered securities depository and to any national information service that disseminates such notices. Any notice sent to the registered securities depositories or national information services is required to be sent so that it is received at least two days prior to the general mailing of such notice. The Trustee is also required to send a notice of redemption to registered owners who have not sent their Series 2009D Bonds in for redemption 60 days after the redemption date.

If due provision has been made with the Trustee for the payment of the required redemption price for the Series 2009D Bonds or portions thereof which are to be redeemed, plus accrued interest thereon to the date fixed for redemption, and notice is duly given as provided above, the Series 2009D Bonds or portions thereof which are to be redeemed will automatically be treated as redeemed prior to their scheduled maturities, and they will not bear interest after the date fixed for redemption, and they will not be regarded as being outstanding except for the right of the registered owners to receive the redemption price plus accrued interest from the Trustee out of the funds provided for such payment.

So long as a book-entry-only system is used for the Series 2009D Bonds, the Trustee will send any notices with respect to the Series 2009D Bonds only to DTC. Any failure by DTC to advise any DTC participant, or of any DTC participant or indirect participant to notify the beneficial owner, will not affect the validity of the redemption of the Series 2009D Bonds called for redemption or any other action premised on any such notice.

During any period in which ownership of the Series 2009D Bonds is determined by a book-entry at a securities depository for the Series 2009D Bonds, if fewer than all of the Series 2009D Bonds bearing the same interest rate are to be redeemed, the particular Series 2009D Bonds bearing such interest rate will be selected in accordance with the arrangements between NTTA and the securities depository.

Conditional Notice of Redemption. In the case of an optional redemption of the Series 2009D Bonds, the notice may state (1) that it is conditioned upon the deposit of money, in an amount equal to the amount necessary to effect the redemption, with the Trustee no later than the redemption date or (2) that NTTA retains the right to rescind such notice at any time prior to the scheduled redemption date if NTTA delivers a certificate of a Board Representative to the Trustee instructing the Trustee to rescind the redemption notice (in either case, a "*Conditional Redemption*"), and such notice and optional redemption will be of no effect if such money is not deposited or if the notice is rescinded as described in the paragraph below.

Any Conditional Redemption may be rescinded in whole or in part at any time prior to the redemption date if NTTA delivers a certificate of a Board Representative to the Trustee instructing the Trustee to rescind the redemption notice. The Trustee is required to give prompt notice of such rescission or failure to deposit funds to the affected registered owners. Any Series 2009D Bonds subject to Conditional Redemption where redemption has been rescinded or funds to effect the redemption have not been deposited will remain outstanding, and the rescission or failure to deposit funds will not constitute an event of default under the Trust Agreement or the Resolution.

Redemption of Credit Provider Bonds Prior to Other Bonds. If less than all of the Series 2009D Bonds are to be redeemed pursuant to optional or mandatory sinking fund redemption, NTTA is required to direct the Trustee to call Credit Provider Bonds prior to any other Series 2009D Bonds.

Determination of Interest Rates

The initial Weekly Rate for the Series 2009D Bonds will be determined by RBC Capital Markets, LLC as the remarketing agent (the "*Remarketing Agent*") on or about April 1, 2015. Thereafter, the Weekly Rate will be determined by the Remarketing Agent in accordance with the terms of the Remarketing Agreement dated as of April 1, 2015, between NTTA and the Remarketing Agent (the "*Remarketing Agreement*") until the Series 2009D Bonds are redeemed or converted in whole to a different interest rate mode (a "*Mode*") permitted under the Resolution. The "*Interest Rate Period,*" when used with respect to any particular rate of interest for a Series 2009D Bond, is the period during which such rate of interest determined for such Series 2009D Bond will remain in effect as described herein. The "*Effective Date*" is the date on which a new Interest Rate Period for a Series 2009D Bond takes effect. Each determination of the interest rate on the Series 2009D Bonds by the Remarketing Agent will be conclusive and binding on NTTA, the Trustee and the Bondholders. While there exists an Event of Default under the Trust Agreement, the interest rate on the Series 2009D Bonds will be the rate on the Series 2009D Bonds on the day before the Event of Default occurred.

Weekly Rate and Interest Rate Periods. If the Mode for the Series 2009D Bonds is the Weekly Mode, the Weekly Rate on the Series 2009D Bonds for each Interest Rate Period will be the rate determined by the Remarketing Agent no later than 5:00 p.m., New York City time, on each Tuesday (or the day of any conversion of the Mode to the Weekly Rate), as the minimum rate of interest which, in the judgment of the Remarketing Agent, on the basis of prevailing financial market conditions, would permit the Remarketing Agent to sell the Series 2009D Bonds on such Effective Date at par, plus accrued interest on and as of the Effective Date, if any, thereon, but not in excess of the Maximum Rate. Each Weekly Rate will remain in effect from and including Wednesday through and including the next Tuesday (or for a shorter period in the event of a conversion from the Weekly Mode).

If the Remarketing Agent fails for any reason to determine the Weekly Rate, or if for any reason such manner of determination is determined to be invalid or unenforceable, the Weekly Rate for such Series 2009D Bonds will be equal to the SIFMA Municipal Swap Index (or comparable index if such index is no longer published) plus 0.05% or, if such rate is not published on that day, the most recent publication of such rate.

Daily Rate and Interest Rate Periods. If the Mode for the Series 2009D Bonds is the Daily Mode, the Daily Rate on such Series 2009D Bonds for each Interest Rate Period will be the rate established by the Remarketing Agent no later than 9:30 a.m., New York City time, on such Business Day, as the minimum rate of interest which, in the judgment of the Remarketing Agent, on the basis of prevailing financial market conditions, would permit the Remarketing Agent to sell such Series 2009D Bonds at par, plus accrued interest on and as of the Effective Date, if any, thereon, but not in excess of the Maximum Rate.

If the Remarketing Agent fails for any reason to determine the Daily Rate (including, but not limited to, a failure to determine the Daily Rate for a day that is not a Business Day), or if for any reason such manner of determination is determined to be invalid or unenforceable, the Daily Rate for such Series 2009D Bonds will be the Daily Rate in effect on the immediately preceding day plus 0.05%. If no Daily Rate was in effect on such preceding day, the Daily Rate will mean the rate calculated according to the SIFMA Municipal Swap Index as of the most recent date for which such index was published or such other weekly, high-grade index composed of one-day, tax-exempt variable rate demand note produced by Bloomberg L.P. or its successor, or as otherwise designated by SIFMA; *provided, however,* that, if such index is no longer produced by Bloomberg L.P. or its successor, then such other reasonably comparable index selected by NTTA.

Resignation of Remarketing Agent. The Remarketing Agent may resign upon giving 10 days' written notice to NTTA and Trustee. Each Remarketing Agent may be removed at any time by NTTA, in accordance with the Resolution, upon seven days' notice to each Liquidity Provider and/or Credit Provider, the Trustee, the Remarketing Agent, and each Rating Agency then maintaining a rating on the Series 2009D Bonds.

Interest Payment Dates

While the Series 2009D Bonds are in a Weekly Mode or Daily Mode, interest is payable on the first Business Day of each calendar month following a month in which interest at such rate has accrued (each, an "*Interest Payment Date*").

Interest Rate Modes

The permitted Modes for the Series 2009D Bonds are the "*Weekly Mode*," the "*Daily Mode*," the "*Flexible Mode*" for periods of from 1 to 270 days, the "*Monthly Mode*," the "*Quarterly Mode*," the "*Semiannual Mode*," the "*Index Floating Rate Mode*," the "*Multiannual Mode*" for periods of one year or whole multiples thereof and the "*Fixed-Rate Mode*" for the remaining term of the Series 2009D Bonds. **This Remarketing Memorandum only describes the Series 2009D Bonds in the Weekly Mode and Daily Mode. If the Series 2009D Bonds are converted to a Mode other than a Weekly Mode or Daily Mode, a new remarketing memorandum or a supplement to this Remarketing Memorandum will be prepared for offering the converted Series 2009D Bonds in such different Mode. The Series 2009D Bonds are subject to mandatory tender and purchase on each conversion date.**

Optional and Mandatory Tender

Optional Tender. Series 2009D Bonds are subject to tender at the option of the owners thereof at the times and in the manner described below. Purchases are required to be made at a price equal to the principal amount thereof, plus accrued interest, if any, to the date of such purchase (except that if such date of purchase is an Interest Payment Date, accrued interest is required to be paid separately on such date).

Weekly Mode. Series 2009D Bonds in the Weekly Mode are required to be purchased on any Business Day on demand of the owner thereof (i) by providing written notice or electronic notice to the Trustee, on a Business Day at least seven days prior to the date specified for such purchase, or (ii) as long as the book-entry system is in effect, by providing written notice or electronic notice in the form described below, to the Trustee through the Beneficial Owner's DTC Participant, not later than 11:00 a.m., New York City time, no less than seven days before the date specified for such purchase.

Daily Mode. Series 2009D Bonds in the Daily Mode are required to be purchased on any Business Day on demand of the owner thereof (i) by providing written notice, telephonic notice or electronic notice to the Trustee on the date specified for such purchase, or (ii) as long as the book-entry system is in effect, by providing written notice, telephonic notice or electronic notice to the Trustee on the purchase date, through the Beneficial Owner's DTC Participant, by 11:00 a.m. New York City time on the date specified for such purchase.

In order to provide notice of the exercise of its option to tender, a bondowner is required to use a form of notice substantially as provided on the form of Series 2009D Bonds or such other notice satisfactory to the Trustee. Such notice is irrevocable, and the bondowner will have no further rights with respect to the tendered Series 2009D Bonds, except payments, upon presentation and surrender.

Mandatory Tender. Series 2009D Bonds are subject to mandatory tender at the times and in the manner described below. Series 2009D Bonds are required to be tendered for purchase at a price equal to the principal amount thereof, plus accrued interest, if any, to the date of such purchase (except that, if such date of purchase is an Interest Payment Date, accrued interest shall be paid separately).

Series 2009D Bonds in the Weekly and Daily Modes are subject to mandatory tender:

(i) on the date of conversion or proposed conversion to another Mode;

(ii) on any Business Day not later than the 20th day after which the Trustee and the Remarketing Agent have received notice from NTTA of (a) its voluntary termination of the Credit Facility (but prior to such voluntary termination date) and (b) its intention not to obtain an Alternate Credit Facility in replacement thereof (the Trustee is required to give notice to the owners of the Series 2009D Bonds of such mandatory tender within one Business Day of receipt of the notice from NTTA);

(iii) on the fifth Business Day prior to the expiration of the Credit Facility if the Trustee has not received evidence satisfactory to it by the 30th day preceding the scheduled expiration date (or such shorter period as is acceptable to the Trustee) of an extension of the then existing Credit Facility (the Trustee is required to give notice to the owners of the Series 2009D Bonds of such mandatory tender not later than the 15th day prior to the mandatory tender date);

(iv) on a Business Day not later than the 7th calendar day after which the Trustee has received notice from the Credit Provider under the Credit Facility that the Credit Facility will terminate or expire due to an event of default under the Reimbursement Agreement or that the available amount under the Credit Facility will not be reinstated due to the failure of NTTA to reimburse the Credit Provider for any draws under the Credit Facility (the Trustee is required to give notice to the owners of the Series 2009D Bonds of such mandatory tender within one Business Day of receipt of the notice from the Credit Provider);

(v) on the date of substitution of an Alternate Credit Facility for the Credit Facility (the Trustee is required to give notice to the owners of the Series 2009D Bonds of such mandatory tender not later than the 15th day prior to the mandatory tender date); and

(vi) at the direction of NTTA on any date on which the Series 2009D Bonds are otherwise subject to optional redemption (the Trustee is required to give notice to the owners of the Series 2009D Bonds of such mandatory tender not later than the 15th day prior to the mandatory tender date).

Series 2009D Bonds Subject to Optional Tender and Mandatory Purchase Are Deemed Purchased. All Series 2009D Bonds not delivered on (i) the purchase dates specified in the bondowners' tender notices or (ii) the dates on which they are required to be purchased pursuant to a mandatory tender, will, nevertheless, be deemed to be tendered on the specified purchase date. The purchase price of any Series 2009D Bond so purchased is payable only upon surrender of such Series 2009D Bond to the Trustee at its designated office, accompanied by an instrument of transfer thereof, in form satisfactory to the Trustee, executed in blank by the registered owner thereof with the signature of such registered owner guaranteed by an eligible guarantor institution participating in a Securities Transfer Association recognized signature guarantee program.

From and after the purchase date, each Series 2009D Bond tendered or so deemed to be tendered will cease to bear interest and the former registered owner thereof will have no rights with respect thereto, other than the right to receive the purchase price thereof upon surrender of such Series 2009D Bond to the Trustee.

Series 2009D CP Bond Purchase Fund. The Original Resolution created the "North Texas Tollway Authority System Revenue Bonds, Series 2009D CP Bond Purchase Fund" (the "*Series 2009D CP Bond Purchase Fund*"). The Series 2009D CP Bond Purchase Fund is held as a separate escrow fund, in trust and administered and distributed by the Trustee, and is used for payments in connection with the remarketing of the Series 2009D Bonds which are supported by a Credit Facility. Within the Series 2009D CP Bond Purchase Fund there is a Remarketing Account and a Credit Provider Purchase Account. All money deposited into the Series 2009D CP Bond Purchase Fund must be used only for the purposes described below and such money will not constitute a part of the trust estate under the Trust Agreement. The Series 2009D CP Bond Purchase Fund secures and is used solely for the Series 2009D Bonds.

The Remarketing Agent must pay or cause to be paid to the Trustee, on the purchase date of tendered Series 2009D Bonds supported by a Credit Facility, all proceeds from the sale of the Series 2009D Bonds (the "*Remarketing Proceeds*"). All such Remarketing Proceeds must be deposited directly into the Remarketing Account in the Series 2009D CP Bond Purchase Fund.

If the Remarketing Proceeds are not sufficient to pay the purchase price on the purchase date for such Series 2009D Bonds (other than Series 2009D Bonds held by the Credit Provider or by NTTA or its designee), the Credit Provider must provide funds to the Trustee under the Credit Facility, on the purchase date, in an amount sufficient, together with the Remarketing Proceeds, to enable the Trustee to pay the purchase price of such Bonds to be purchased on such purchase date (exclusive, however, of accrued interest which would be due on the purchase date if such date is an Interest Payment Date); *provided*, the Credit Provider may not make any payment under the Credit Facility with respect to Series 2009D Bonds held by the Credit Provider or by NTTA or its designee. The Trustee may only draw funds under the Credit Facility for Series 2009D Bonds.

All money received by the Trustee as Remarketing Proceeds or from the Credit Provider under the Credit Facility for payment of the purchase price of tendered Series 2009D Bonds, is required to be deposited by the Trustee in the appropriate account of the Series 2009D CP Bond Purchase Fund and must be used solely for the payment of the purchase price of tendered Series 2009D Bonds and may not be commingled with other funds held by the Trustee.

The Trustee is required to deposit into the Remarketing Account in the Series 2009D CP Bond Purchase Fund all money delivered for the purchase price of remarketed Series 2009D Bonds by or on behalf of the Remarketing Agent. The Trustee must disburse moneys from the Remarketing Account to pay the purchase price of the Series 2009D Bonds properly tendered for purchase upon surrender of such Series 2009D Bonds by close of business on the purchase date.

The Trustee is required to deposit into the Credit Provider Purchase Account in the Series 2009D CP Bond Purchase Fund all amounts received from the Credit Provider under the Credit Facility. After exhausting any funds in the Remarketing Account, the Trustee is required to disburse money from the Credit Provider Purchase Account to pay the purchase price of the Series 2009D Bonds which are properly tendered for purchase upon surrender of such Series 2009D Bonds by close of business on the purchase date; *provided that* such proceeds may not be applied to purchase Series 2009D Bonds held by the Credit Provider or NTTA or its designee.

NTTA RESERVES THE RIGHT, BUT DOES NOT HAVE THE OBLIGATION, TO PURCHASE SERIES 2009D BONDS TENDERED FOR PURCHASE. No purchase of Series 2009D Bonds by the Trustee or NTTA or advance use of any funds to effectuate any such purchase will be deemed to be a payment or redemption of such Series 2009D Bonds or any portion thereof, and such purchase will not operate to extinguish or discharge the indebtedness evidenced by such Series 2009D Bonds unless it is expressly stated in a certificate of a Board Representative delivered to the Trustee that the purchase price paid by NTTA is to be deemed the payment and discharge of the purchased Series 2009D Bonds and directs the Trustee to cancel such Series 2009D Bonds.

The money in the Series 2009D CP Bond Purchase Fund is not part of the trust estate under the Trust Agreement, but must be used solely to pay the purchase price of the Series 2009D Bonds and may not be used for any other purposes. If sufficient funds to pay the purchase price for Series 2009D Bonds is held by the Trustee in the Series 2009D CP Bond Purchase Fund for the benefit of the registered owners thereof, each such registered owner will be restricted exclusively to the Series 2009D CP Bond Purchase Fund for any claim of any nature on such owner's part under the Resolution or on, or with respect to, such tendered Series 2009D Bonds. Tendered Series 2009D Bonds supported by the Credit Facility that are not remarketed or purchased on a purchase date will bear interest at the Bond Buyer Seven Day General Market Index (Non-AMT) plus 0.25% until purchased or redeemed. NTTA will use its best efforts to have such bonds remarketed or purchased as soon as reasonably possible and until such time each Business Day will constitute a purchase date for such Series 2009D Bonds that have not been remarketed or purchased.

Money held in the Series 2009D CP Bond Purchase Fund for the benefit of registered owners of the Series 2009D Bonds is required to be invested overnight at the direction of NTTA in any bonds or other obligations which as to principal and interest constitute direct obligations of, or are unconditionally guaranteed by, the United States of America, including Treasury Receipts evidencing ownership of future interest and principal payments due on direct obligations of the United States of America. Money in the Series 2009D CP Bond Purchase Fund which remains unclaimed three years after the applicable purchase date must, if NTTA is not at the time in default of any material covenant in the Trust Agreement and the Resolution, be paid to NTTA, and the owners of the Series 2009D Bonds for which the deposit was made will be limited to a claim against NTTA.

Series 2009D CP Bond Fund. The Original Resolution created the "North Texas Tollway Authority System Revenue Bonds, Series 2009D CP Bond Fund" (the "*Series 2009D CP Bond Fund*") with respect to the Series 2009D Bonds, to be held as a separate escrow fund in trust and administered and distributed by the Trustee, and is used where payment of the principal of or interest on the Series 2009D Bonds is supported by a Credit Facility. Within the Series 2009D CP Bond Fund is a NTTA Debt Service Account and the Credit Facility Debt Service Account. No money deposited into the Series 2009D CP Bond Fund will constitute a part of the trust estate under the Trust Agreement. The Series 2009D CP Bond Fund secures and is used solely for the Series 2009D Bonds.

The Trustee must maintain the Series 2009D CP Bond Fund for the Series 2009D Bonds as follows: the Trustee must deposit into the NTTA Debt Service Account all amounts transferred from the Revenue Fund by the Trustee pursuant to the Trust Agreement, and all amounts transferred from a Reserve Account pursuant to the Trust Agreement. The Trustee must deposit into the Credit Facility Debt Service Account all moneys received by the Trustee from drawings under the Credit Facility to pay principal of, premium, if any, and interest on the Series 2009D Bonds.

Money in the Credit Facility Debt Service Account must be applied to the payment when due of principal of, premium, if any, and interest on the Series 2009D Bonds (other than Series 2009D Bonds held by NTTA or its designee) except as such funds are expressly contemplated to be applied to the payment of the principal of Credit Provider Bonds and accrued interest thereon under the Trust Agreement.

Money in the NTTA Debt Service Account must be applied to the following in the order of priority indicated: (A) if the Credit Provider has not dishonored a draw under the Credit Facility, the reimbursement of the Credit Provider when due for money drawn under the Credit Facility and deposited in the Credit Facility Debt Service Account for payment of principal of, premium, if any, on and interest on the Series 2009D Bonds; (B) when insufficient money has been received under the Credit Facility, the payment when due of principal of, premium, if any, on and interest on the Series 2009D Bonds, other than Series 2009D Bonds held by the Credit Provider or by NTTA or its designee; (C) the payment when due of principal of, premium, if any, and interest on Series 2009D Bonds held by the Credit Provider; and (D) the payment when due of principal of, premium, if any, on and interest on Series 2009D Bonds held by NTTA or its designee, provided that if the Trustee has received written notice from the Credit Provider that any amounts are due and owing to the Credit Provider under a reimbursement agreement between NTTA and the Credit Provider, such payments are required to be made to the Credit Provider, to the extent of amounts due and owing to the Credit Provider, for the account of NTTA.

By 4:00 p.m., New York City time, on any Business Day immediately preceding each Interest Payment Date for the Series 2009D Bonds, each redemption date and the maturity date of such Series 2009D Bonds, the Trustee must present the requisite certificate for a drawing on the Credit Facility so as to comply with the provisions of the Credit Facility for payment to be made in sufficient time for the Trustee to receive the proceeds of such drawing at or before 1:00 p.m., New York City time, on such Interest Payment Date, redemption date or maturity date, as the case may be, to pay principal of, premium, if any, and interest on the Series 2009D Bonds due on such date. Promptly upon presenting the requisite documents for a drawing on the Credit Facility, the Trustee is required to give notice to NTTA by telephone, promptly confirmed in writing, of the amount so drawn. The Trustee is required to promptly notify NTTA by oral or telephonic communication confirmed in writing if the Credit Provider fails to transfer funds in accordance with the Credit Facility upon the presentment of the requisite certificate.

Until applied as provided in the Resolution to the payment of the Series 2009D Bonds or transferred to NTTA, funds must be held by the Trustee in trust in the Series 2009D CP Bond Fund for the benefit of the owners of the Series 2009D Bonds, except that any portion of the funds representing principal or redemption price or purchase price of any such Series 2009D Bonds, and interest on any such Series 2009D Bonds previously matured or called for redemption, is required to be held for the benefit of the owners or the former owners of such Series 2009D Bonds only.

Any amounts remaining in the Series 2009D CP Bond Fund after payment in full of (i) the Series 2009D Bonds, and (ii) all other amounts required to be paid under the Resolution, subject to any applicable provisions of State law, must be paid to the Credit Provider, if required under the Reimbursement Agreement, and the balance, if any, to NTTA. Other than moneys held in the Credit Facility Debt Service Account, money which remains unclaimed three years after the due date shall, subject to applicable State law, if NTTA is not at the time in default of any covenant in the Resolution or the Trust Agreement, be paid to NTTA, and the owners of the Series 2009D Bonds for which the deposit was made shall be limited to a claim against NTTA.

Conversion

General Information. So long as no Event of Default exists under the Trust Agreement, the Mode for all or any portion of the Series 2009D Bonds (other than Series 2009D Bonds bearing interest at a Fixed Rate) is subject to conversion at the election of NTTA. Such Series 2009D Bonds will be subject to mandatory tender on the effective date of the change. NTTA is required to give notice of a Conversion to the Trustee, the Remarketing Agent, the Credit Provider, the Liquidity Provider, and the Rating Agencies, as provided in the Resolution.

The Series 2009D Bonds in a Weekly Mode may be converted at the option of NTTA to a Daily Mode on any Business Day, or to any other Mode on any Interest Payment Date. The Series 2009D Bonds in a Daily Mode may be converted at the option of NTTA to a Weekly Mode on any Business Day, or to any other Mode on any Interest Payment Date. Notice of conversion of such Series 2009D Bonds is required to be given to the registered owners of such Series 2009D Bonds not less than 15 days prior to such conversion. NTTA RESERVES THE RIGHT, BUT DOES NOT HAVE THE OBLIGATION, TO PURCHASE SERIES 2009D BONDS TENDERED FOR PURCHASE.

Notice to Registered Owners of Change in Mode. When a change in the Mode is to be made, the Trustee will notify the registered owners of the affected Series 2009D Bonds, at least 15 days before the conversion date. The notice will state:

(1) that the Mode will be changed;

(2) the conversion date; and

(3) that a mandatory tender will occur on the conversion date unless the conversion is from a Daily Mode to a Weekly Mode or from a Weekly Mode to a Daily Mode.

Determinations Binding. The setting of the rates and periods as provided in the Resolution will be conclusive and binding on all parties.

Special Considerations Relating to the Series 2009D Bonds

The Remarketing Agent is Paid by NTTA. The Remarketing Agent's responsibilities include determining the interest rate from time to time and remarketing the Series 2009D Bonds that are optionally or mandatorily tendered by the owners thereof (subject, in each case, to the terms of the Remarketing Agreement), all as further described in this Remarketing Memorandum. The Remarketing Agent is appointed by NTTA and is paid by NTTA for its services. As a result, the interests of the Remarketing Agent may differ from those of existing holders and potential purchasers of Series 2009D Bonds.

The Remarketing Agent Routinely Purchases Bonds for its Own Account. The Remarketing Agent acts as remarketing agent for a variety of variable rate demand obligations and, in its sole discretion, routinely purchases such obligations for its own account. The Remarketing Agent is permitted, but not obligated, to purchase tendered Series 2009D Bonds for its own account and, in its sole discretion, may acquire such tendered bonds in order to achieve a successful remarketing of such bonds (*i.e.*, because there otherwise are not enough buyers to purchase such bonds) or for other reasons. However, the Remarketing Agent is not obligated to purchase Series 2009D Bonds, and may cease doing so at any time without notice. The Remarketing Agent may also make a market in the Series 2009D Bonds by routinely purchasing and selling Series 2009D Bonds other than in connection with an optional or mandatory tender and remarketing. Such purchases and sales may be at or below par. However, the Remarketing Agent is not required to make a market in the Series 2009D Bonds. The Remarketing Agent may also sell any Series 2009D Bonds it has purchased to one or more affiliated investment vehicles for collective ownership or enter into derivative arrangements with affiliates or others in order to reduce its exposure to the Series 2009D Bonds. The purchase of Series 2009D Bonds by the Remarketing Agent may create the appearance that there is greater third party demand for the Series 2009D Bonds in the market than is actually the case. The practices described above also may result in fewer Series 2009D Bonds being tendered in a remarketing.

Series 2009D Bonds May be Offered at Different Prices on Any Date Including an Interest Rate Determination Date. Pursuant to the Remarketing Agreement, the Remarketing Agent is required to determine the applicable rate of interest that, in its reasonable judgment, is the lowest rate that would permit the sale of the

Series 2009D Bonds bearing interest at the applicable interest rate at par plus accrued interest, if any, on and as of the applicable rate determination date. The interest rate will reflect, among other factors, the level of market demand for the Series 2009D Bonds (including whether the Remarketing Agent is willing to purchase Series 2009D Bonds for its own account). There may or may not be Series 2009D Bonds tendered and remarketed on a rate determination date, the Remarketing Agent may or may not be able to remarket any Series 2009D Bonds tendered for purchase on such date at par and the Remarketing Agent may sell Series 2009D Bonds at varying prices to different investors on such date or any other date. The Remarketing Agent is not obligated to advise purchasers in a remarketing if it does not have third party buyers for all of the Series 2009D Bonds at the remarketing price. In the event the Remarketing Agent owns any Series 2009D Bonds for its own account, it may, in its sole discretion in a secondary market transaction outside the tender process, offer such Series 2009D Bonds on any date, including the Effective Date, at a discount to par to some investors.

The Ability to Sell the Series 2009D Bonds other than through the Tender Process May Be Limited. The Remarketing Agent may buy and sell Series 2009D Bonds other than through the tender process. However, it is not obligated to do so and may cease doing so at any time without notice and may require holders that wish to tender their Series 2009D Bonds to do so through the Remarketing Agent with appropriate notice. Thus, investors who purchase the Series 2009D Bonds, whether in a remarketing or otherwise, should not assume that they will be able to sell their Series 2009D Bonds other than by tendering the Series 2009D Bonds in accordance with the tender process. Any purchase from holders of Series 2009D Bonds by the Remarketing Agent, or any sale by holders of Series 2009D Bonds to the Remarketing Agent, will not constitute a tender of such Series 2009D Bonds and as such, those transactions would not be supported by the Credit Facility.

Under Certain Circumstances, the Remarketing Agent May Be Removed, Resign or Cease Remarketing the Series 2009D Bonds, Without a Successor Being Named. Under certain circumstances the Remarketing Agent may be removed or have the ability to resign or cease its remarketing efforts, without a successor having been named, subject to the terms of the Remarketing Agreement.

Credit and Liquidity Enhancement

The scheduled payment of principal of the Series 2009D Bonds, the payment of interest on the Series 2009D Bonds on any Interest Payment and the purchase price of Series 2009D Bonds tendered for purchase pursuant to the optional and mandatory tender and purchase provisions of the Resolution are entitled to the benefit of a Credit Facility in the form of an irrevocable transferable direct-pay letter of credit (the "*Letter of Credit*") issued by Royal Bank of Canada (the "*Bank*") as the Credit Provider. See "**—The Letter of Credit**" and "**—The Bank**."

The Bank

The Bank is a Schedule I bank under the Bank Act (Canada), which constitutes its charter and governs its operations. The Bank's corporate headquarters are located at Royal Bank Plaza, 200 Bay Street, Toronto, Ontario M5J 2J5, Canada, and its head office is located at 1 Place Ville Marie, Montreal, Quebec H3C 3A9, Canada. The Bank is the parent company of RBC Capital Markets, LLC, the Remarketing Agent.

The Bank is Canada's largest bank, and one of the largest banks in the world, based on market capitalization. The Bank is one of North America's leading diversified financial services companies and provides personal and commercial banking, wealth management, insurance, investor services and capital markets products and services on a global basis. The Bank and its subsidiaries employ approximately 78,000 full- and part-time employees who serve more than 16 million personal, business, public sector and institutional clients through offices in Canada, the U.S. and 39 other countries.

The Bank had, on a consolidated basis, as at January 31, 2015, total assets of C$1,086.7 billion (approximately US$854.9 billion*), equity attributable to shareholders of C$55.7 billion (approximately US$43.8 billion*) and total deposits of C$654.7 billion (approximately US$515.1 billion*). The foregoing figures were prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and have been extracted and derived from, and are qualified by reference to,

*As at January 31, 2015: C$1.00 = US$0.786720 the Bank's unaudited Interim Condensed Consolidated Financial Statements included in its quarterly Report to Shareholders for the fiscal period ended January 31, 2015.

The Bank's senior long-term unsecured debt has been assigned ratings of AA- (negative outlook) by Standard & Poor's Ratings Services, Aa3 (negative outlook) by Moody's Investors Service and AA (stable outlook) by Fitch Ratings. The Bank's common shares are listed on the Toronto Stock Exchange, the New York Stock Exchange and the Swiss Exchange under the trading symbol "RY." Its preferred shares are listed on the Toronto Stock Exchange.

On written request, and without charge, the Bank will provide a copy of its most recent publicly filed Annual Report on Form 40-F, which includes audited Consolidated Financial Statements, to any person to whom this Remarketing Memorandum is delivered. Requests for such copies should be directed to Investor Relations, Royal Bank of Canada, by writing to 200 Bay Street, 4th Floor, North Tower, Toronto, Ontario M5J 2W7, Canada, or by calling (416) 955-7802, or by visiting rbc.com/investorrelations.*

The delivery of this Remarketing Memorandum does not imply that there has been no change in the affairs of the Bank since the date hereof or that the information contained or referred to herein is correct as at any time subsequent to its date.

The Letter of Credit

General Information. The Letter of Credit will be issued by the Bank pursuant to the Letter of Credit and Reimbursement Agreement, dated as of April 1, 2015 (the "*Reimbursement Agreement*"), between NTTA and the Bank, acting through its WFC, New York, Branch. The following summarizes certain provisions of the Reimbursement Agreement and the Letter of Credit, to which documents reference is made for the complete provisions thereof. Investors should obtain and review a copy of the Reimbursement Agreement and the Letter of Credit in order to understand all of the terms of those documents. The provisions of any substitute letter of credit and related reimbursement agreement may be different from those summarized below.

The Letter of Credit is an irrevocable transferable obligation of the Bank. The Letter of Credit will be issued in an amount equal to the aggregate outstanding principal amount of the Series 2009D Bonds, plus 48 days' interest thereon at the rate of 10% per annum (the "*Cap Interest Rate*"). The Trustee, upon compliance with the terms of the Letter of Credit, is authorized and directed to draw up to (a) an amount sufficient (i) to pay principal of the Series 2009D Bonds (other than Series 2009D Bonds bearing interest at a rate other than the Daily Rate or Weekly Rate, Credit Provider Bonds and Series 2009D Bonds owned by or on behalf of NTTA (collectively, "*Ineligible Bonds*"), when due, and (ii) to pay the portion of the purchase price of the Series 2009D Bonds (other than Ineligible Bonds) tendered for purchase pursuant to a demand for purchase by the owner thereof or a mandatory tender for purchase and not remarketed (a "*Liquidity Drawing*") equal to the principal amount of the Series 2009D Bonds, plus (b) an amount not to exceed 48 days of accrued interest on the Series 2009D Bonds at the Cap Interest Rate (i) to pay interest on the Series 2009D Bonds (other than Ineligible Bonds) when due, and (ii) to pay the portion of the purchase price of the related Series 2009D Bonds (other than Ineligible Bonds tendered for purchase pursuant to a demand for purchase by the owner thereof or a mandatory tender for purchase and not remarketed, equal to the interest accrued, if any, on such related Series 2009D Bonds.

The amount available under the Letter of Credit will be reduced to the extent of any drawing thereunder, subject to reinstatement as described below. With respect to a drawing by the Trustee to pay interest on the Series 2009D Bonds) (each an "*Interest Drawing*"), the amount available under the Letter of Credit will be automatically reinstated effective on the open of business on the fifth calendar day after the date of such drawing unless the Trustee shall have received notice from the Bank by the close of business on the fourth calendar day from the date of such drawing that the Bank has not been reimbursed in full for such drawing or any other Event of Default under the Reimbursement Agreement has occurred and, as a consequence thereof, the Letter of Credit will not be reinstated and the Bank has directed the Trustee to cause a mandatory tender of the Series 2009D Bonds. With respect to a Liquidity Drawing, the Letter of Credit will automatically be reduced by an amount equal to the amount of said drawing. Prior to the conversion date, upon a remarketing of the related Series 2009D

* This website URL is an inactive textual reference only, and none of the information on the website is incorporated in this Remarketing Memorandum.

Bonds (or portions thereof) previously purchased with the proceeds of a Liquidity Drawing, the amount available under the Letter of Credit will be automatically reinstated concurrently upon receipt by the Bank of the amount of such Liquidity Drawing (or portions thereof) relating to such Series 2009D Bonds purchased with the proceeds of such Liquidity Drawing plus all accrued interest thereon (or portions thereof) and written notice from the Trustee specifying such amounts.

The Letter of Credit will terminate on the earliest of the Bank's close of business on (a) April 1, 2020 (unless renewed or extended); (b) the earlier of (i) the date which is one business day following the date on which all of the Series 2009D Bonds have been converted to bear interest at a rate other than the Daily Rate or Weekly Rate or (ii) the date on which the Bank honors a drawing under the Letter of Credit on or after the date specified in clause (i) above; (c) the date of the Bank's receipt of a certificate from the Trustee specifying that no Series 2009D Bonds remain Outstanding, within the meaning of the Resolution, all drawings required to be made under the Resolution and available under the Letter of Credit have been made and honored, or that an Alternate Credit Facility has been issued in substitution for the Letter of Credit pursuant to the Resolution; (d) the date on which the Stated Maturity Drawing (as defined in the Letter of Credit) is honored by the Bank; or (e) the date which is fifteen (15) days following the date the Trustee receives a written notice from the Bank specifying the occurrence of an "Event of Default" or an "Event of Termination" under the Reimbursement Agreement and directing the Trustee to cause a mandatory tender of the Series 2009D Bonds.

Events of Default. Pursuant to the Reimbursement Agreement, the occurrence of any of the following events will constitute an event of default thereunder:

(a) NTTA fails to pay, or cause to be paid, when due (i) any Reimbursement Obligation (as defined in the Reimbursement Agreement) or (ii) any Obligation (as defined in the Reimbursement Agreement) (other than a Reimbursement Obligation) and, in the case of clause (ii), such failure continues for a period of five (5) Business Days after the date of notice given by the Bank;

(b) any representation, warranty, certification, or statement made by or on behalf of NTTA in the Reimbursement Agreement, in any other Related Document (as defined in the Reimbursement Agreement) or in any certificate, financial statement or other document delivered pursuant to the Reimbursement Agreement proves to have been incorrect or untrue in any material respect when made or deemed to have been made;

(c) breach by NTTA in the due observance or performance of certain covenants set forth in the Reimbursement Agreement;

(d) other than as otherwise specifically set forth under this caption "—*Events of Default*," breach in the due observance or performance by NTTA of any other covenant, agreement or condition contained in the Reimbursement Agreement and the continuation thereof for more than thirty (30) calendar days after written notice thereof has been given to NTTA by the Bank without cure or correction to the satisfaction of the Bank; provided, however, that any such breach will not constitute an Event of Default after such thirty (30) calendar day period for such period of time as NTTA is, in the reasonable judgment of the Bank, diligently pursuing a cure or correction of such breach, but in no event for a period of time of more than ninety (90) calendar days after such written notice;

(e) (i) one or more final nonappealable judgments or orders for the payment of money in excess of $50,000,000 (individually or in the aggregate) payable from the Pledged Revenues (defined below) are rendered against NTTA and any such judgment or order continues unsatisfied, unstayed, unbonded or undismissed for a period of 60 days or (ii) NTTA fails promptly to lift any execution, garnishment or attachment pursuant to any such judgment or order as, in the written opinion of NTTA's Consulting Engineers, will impair NTTA's ability to carry on its business;

(f) (i) default by NTTA, after any applicable grace period, in the payment of any debt when due (whether by scheduled maturity, requirement prepayment or otherwise) or any interest or premium thereon, (ii) the occurrence of any event under any resolution or instrument giving rise to any debt, which results in or would entitle the obligee thereof or a trustee on behalf of such obligee to pursue any remedies against NTTA, including the right to declare the acceleration of any maturity thereof, or upon the lapse of time or the giving of notice or both would entitle the obligee thereof or a trustee on behalf of such obligee to accelerate any maturity thereof, or which results in the forfeiture by NTTA of any of its rights under any such resolution or instrument or (iii) default by NTTA under any Swap Contract (as defined in the Reimbursement Agreement) which allows for the early termination of such Swap Contract;

(g) NTTA (i) has involuntarily entered against it an order for relief under any bankruptcy, insolvency or other similar law now or hereafter in effect, (ii) admits in writing its inability to pay its debts generally as they become due, or becomes insolvent within the meaning of section 101(32) of the United States Bankruptcy Code, (iii) makes an assignment for the benefit of creditors, (iv) applies for, seeks, consents to, or acquiesces in, the appointment of a receiver, custodian, trustee, examiner, liquidator or similar official for it or any substantial part of the NTTA System, (v) institutes any proceeding seeking liquidation, reorganization or other relief under any bankruptcy, insolvency or other similar law now or hereafter in effect, seeking to adjudicate it insolvent or seeking dissolution, winding up, liquidation, reorganization, arrangement, marshalling of assets, adjustment or composition of it or its debts under any law relating to bankruptcy, insolvency or reorganization or relief of debtors or fails to file an answer or other pleading denying the material allegations of any such proceeding filed against it, (vi) takes any corporate action in furtherance of any matter described in parts (i) through (v) above, or (vii) fails to contest in good faith any appointment or proceeding described in clause (h) under this caption "―Events of Default";

(h) a custodian, receiver, trustee, examiner, liquidator or similar official is appointed for NTTA or any substantial part of any of the NTTA System, or a proceeding described in clause (g)(v) under this caption "―Events of Default" is instituted against NTTA and such appointment continues undischarged or any such proceeding continues undismissed or unstayed for a period of 30 or more days;

(i) any material provision of the Reimbursement Agreement or any of the Related Documents at any time for any reason ceases to be valid and binding on NTTA, or the validity or enforceability thereof is contested by NTTA or any agent or trustee on its behalf;

(j) any "event of default" occurs under the Resolution, or under the Trust Agreement or under any of the other Related Documents (as defined in the Reimbursement Agreement) which is not cured within any applicable cure period and which, if not cured, would give rise to remedies available thereunder; or

(k) (i) NTTA imposes a debt moratorium, debt restructuring, debt adjustment or comparable extraordinary restriction on the repayment when due and payable of the principal of or interest on any debt of NTTA secured by or payable from Pledged Revenues that is senior to or on a parity with the Series 2009D Bonds, the Credit Provider Bonds or the Obligations owed to the Bank under the Reimbursement Agreement or (ii) any Governmental Authority (as defined in the Reimbursement Agreement) having appropriate jurisdiction over NTTA makes a finding or ruling or enacts or adopts legislation or issues an executive order or enters a judgment or decree which results in a debt moratorium, debt restructuring, debt adjustment or comparable extraordinary restriction on the repayment when due and payable of the principal of or interest on any debt of NTTA secured by or payable from Pledged Revenues that is senior to or on a parity with the Series 2009D Bonds, the Credit Provider Bonds or the Obligations owed to the Bank under the Reimbursement Agreement or on all debt of NTTA.

Remedies. Upon the occurrence and continuance of any Event of Default, the Bank may exercise any one or more of the following rights and remedies in addition to any other remedies provided in the Reimbursement Agreement or by law provided:

(a) give notice of such Event of Default to the Trustee, directing the Trustee to cause a mandatory tender of the Series 2009D Bonds, thereby causing the Letter of Credit to expire fifteen (15) days thereafter;

(b) pursue any rights and remedies it may have under the Related Documents; or

(c) pursue any other action available at law or in equity.

A copy of the Letter of Credit is attached hereto as **APPENDIX E**.

Event of Termination. "*Event of Termination*" means a reduction of the long-term unenhanced rating assigned to any First Tier Bond by Moody's below "Baa3" (or its equivalent) or S&P below "BBB-" (or its equivalent). Upon the occurrence and continuance of an Event of Termination, the Bank may give notice of such Event of Termination to the Trustee, directing the Trustee to cause a mandatory tender of the Series 2009D Bonds, thereby causing the Letter of Credit to expire fifteen (15) days thereafter.

Lien Status. The Reimbursement Agreement constitutes a First Tier Credit Agreement under the Trust Agreement and amounts payable to the Bank under the Reimbursement Agreement constitute First Tier Payment Obligations.

Alternate Credit Facility. NTTA may, with the prior written approval of the Remarketing Agent, provide the Trustee with an Alternate Credit Facility for the Series 2009D Bonds on any date on which the Series 2009D Bonds are callable for optional redemption, which Alternate Credit Facility will replace the Letter of Credit. The Trustee is required to accept such Alternate Credit Facility if: (a) it is an irrevocable letter of credit, surety bond, insurance policy, or other similar agreement or instrument issued and delivered in substitution for the Letter of Credit, under which any Person (other than NTTA) undertakes to make or provide funds to make payment, when due, of the principal of, premium, if any, and interest on, and the purchase price of the Series 2009D Bonds while such bonds bear interest at the Daily or Weekly Rates, (b) such Alternate Credit Facility, or a binding commitment satisfactory to the Trustee to issue and deliver the Alternate Credit Facility, is delivered to the Trustee not less than thirty (30) days prior to the date of expiration of the then existing Credit Facility, is effective as of a date on or prior to the date of expiration of the then existing Credit Facility, but may be expressed to expire prior to the final maturity of the Series 2009D Bonds, (c) such Alternate Credit Facility is satisfactory in form and substance to NTTA and the Trustee, is in a stated amount at least equal to the aggregate principal amount of the Series 2009D Bonds at the time outstanding, has a term of at least 364 days from the date of its issuance, and provides (or NTTA must so provide) for the purchase, on its effective date, of all Series 2009D Bonds owned or held for the Credit Provider at a purchase price equal to 100% of the principal amount of such Bonds, plus accrued interest, if any (calculated using the applicable Credit Provider rates), and (d) NTTA has given written notice of its intention to replace the Letter of Credit with an Alternate Credit Facility to the Trustee not less than thirty (30) days prior to the expiration date of the then existing Credit Facility. The Trustee will mail a notice of the anticipated delivery of the Alternate Credit Facility by first-class mail to the Remarketing Agent and each registered owner. In the event of a substitution of the Letter of Credit, the Series 2009D Bonds will be subject to mandatory tender.

Amendments. The Trustee and NTTA may, without the consent of the holders of the Series 2009D Bonds, enter into any amendments, changes or modifications of the Credit Facility to cure any ambiguity, formal defect, omission or inconsistent provisions or to make any other change that does not adversely affect the interests of such Bondholders as established pursuant to a certificate of NTTA delivered to the Trustee. If an amendment to the Credit Facility would adversely affect the interests of such Bondholders, the Trustee will notify the Bondholders of the proposed amendment and may consent thereto with the consent of the owners of at least a majority in aggregate principal amount of the Series 2009D Bonds then Outstanding which would be affected by the action proposed to be taken; provided, that the Trustee may not, without the unanimous consent of the owners of all Series 2009D Bonds then Outstanding, consent to any amendment which would (i) decrease the amount payable under the Credit Facility (except for reductions upon redemption), or (ii) reduce the term of the Credit Facility.

Credit Provider Deemed Holder

As long as a Credit Provider is not in default under the Credit Facility, the Credit Provider will be deemed to be the holder of Series 2009D Bonds entitled to the benefit of the Credit Facility for purposes of the Resolution, including initiation by the holders of the Series 2009D Bonds of any action taken pursuant to the provisions of the Trust Agreement.

Lien Priority

The Series 2009D Bonds constitute First Tier Bonds under the Trust Agreement. See "**SOURCES OF PAYMENT AND SECURITY FOR THE SERIES 2009D BONDS**" herein.

Tax Status

On November 5, 2009, Co-Bond Counsel to NTTA rendered their opinion that interest on the Series 2009D Bonds would be excludable from gross income for federal income tax purposes under statutes, regulations, published rulings and court decisions existing on the date thereof, except as explained under "**TAX MATTERS — Original Opinion**" herein. On August 1, 2012, Co-Bond Counsel to NTTA rendered their opinion that the conversion and remarketing of the Series 2009D Bonds into the flexible interest rate mode on such date would not, in and of itself, adversely affect the exclusion of interest on the Series 2009D Bonds from gross income of the owners thereof for federal income tax purposes. Upon the conversion and remarketing of the Series 2009D Bonds into the Weekly Mode, Co-Bond Counsel will each render their opinion that the conversion of the Series 2009D Bonds into the Weekly Mode and remarketing of the Series 2009D Bonds, will not, in and of itself, adversely affect the exclusion of interest on the Series 2009D Bonds from gross income of the owners thereof for federal income tax purposes. In the conversion opinion, Co-Bond Counsel will note that the interest after the date of conversion will be includable in the adjusted current earnings of corporations under section 56(g) of the Code.

GENERAL INFORMATION REGARDING THE SERIES 2009D BONDS

Trustee

NTTA has appointed Wells Fargo Bank, National Association to serve as Trustee and Paying Agent under the Trust Agreement. Any trustee must be a bank or trust company duly organized and doing business under the laws of the United States of America and located in the State of Texas, authorized under such laws to exercise corporate trust powers and subject to examination by federal or state authority, of good standing, and having, at the time of its appointment, a combined capital and surplus aggregating not less than $100,000,000. The Trustee may be removed or may resign as provided in the Trust Agreement. If the Trustee resigns, is removed, is dissolved, otherwise becomes incapable of acting, or is taken over by a supervisory agency, NTTA is required to appoint a successor trustee to fill such vacancy.

Upon any appointment of any successor Trustee, NTTA will either promptly cause a written notice thereof to be sent to each registered owner by United States mail, first-class, postage prepaid, or publish notice of such appointment once in each week for four successive weeks in a financial journal of general circulation published in the City of New York, New York.

Record Date

The Record Date for the payment of interest is the close of business on the Business Day immediately preceding an Interest Payment Date.

Payments in the Event of Holidays

If the date for payment of the principal of, interest on, purchase price of or redemption price of the Series 2009D Bonds is not a Business Day, then the date for such payment will be the next succeeding day which is a Business Day; and payment on such date will not increase the amount of interest due and will have the same force and effect as if made on the original date payment was due.

Transfers and Exchanges

Beneficial ownership of the Series 2009D Bonds registered in the name of Cede & Co. will initially be transferred as described under "**— Book-Entry Only System**" below.

As initial bond registrar, the Trustee will maintain registration books for the registration and transfer of the Series 2009D Bonds in accordance with the terms of the Resolution.

Upon surrender of any Series 2009D Bond at the corporate trust office of the Trustee, together with a written request therefor duly executed by the current registered owner of such Series 2009D Bond or such registered owner's duly authorized attorney or representative with guarantee of signatures satisfactory to the

Trustee, such Series 2009D Bond may, at the option of the registered owner, be exchanged for an equal aggregate principal amount of Series 2009D Bonds of the same maturity, of Authorized Denominations and bearing interest at the same rate and in the same form as the Series 2009D Bond being surrendered for exchange, registered in the name or names of the registered owner, assignee or assignees; *provided* that the Trustee is not required to exchange or register the transfer of Series 2009D Bonds during the period commencing with the close of business on any Record Date and ending with the opening of business on the next following principal or interest payment date.

NTTA has covenanted to pay the Trustee's standard or customary fees and charges for transferring or exchanging any Series 2009D Bond or any portion thereof, but the person requesting any such transfer or exchange is required to pay any taxes or governmental charges required to be paid with respect thereto as a condition precedent to the exercise of such privilege of transfer or exchange.

The designated office of the Trustee is 750 N. St. Paul Place, Suite 1750, MAC T9263-170, Dallas, Texas 75201.

Defeasance

Any Series 2009D Bond will be deemed to be paid and no longer Outstanding within the meaning of the Trust Agreement (a "*Defeased Debt*"), when payment of the principal of, redemption premium, if any, on such Defeased Debt, plus interest thereon to the due date thereof (whether such due date be by reason of maturity, upon redemption, mandatory or optional tender, or otherwise), either (i) has been made in accordance with the terms thereof, or (ii) has been provided by irrevocably depositing with the Trustee, in trust, and irrevocably set aside exclusively for such payment, (a) money sufficient to make such payment or (b) Government Obligations, as defined below, certified by an independent public accounting firm of national reputation to mature as to principal and interest in such amount and at such times as will insure the availability, without reinvestment, of sufficient money to make such payment, and all necessary and proper fees, compensation and expenses of the Trustee and the Paying Agent pertaining to the Defeased Debt with respect to which such deposit is made have been paid or the payment thereof provided for to the satisfaction of the Trustee. At such time as a Defeased Debt is deemed to be paid under the Trust Agreement, it will no longer be secured by or entitled to the benefits of the Trust Agreement except for the purposes of any such payment from such money or (x) direct, noncallable obligations of the United States of America, including obligations that are unconditionally guaranteed by the United States of America, (y) noncallable obligations of an agency or instrumentality of the United States of America, including obligations that are unconditionally guaranteed or insured by the agency or instrumentality and that, on the date of the purchase thereof are rated as to investment quality by a nationally recognized investment rating firm not less than "AAA" or its equivalent, and (z) noncallable obligations of a state or an agency or a county, municipality, or other political subdivision of a state that have been refunded and that, on the date the Board adopts or approves the proceedings authorizing the financial arrangements are rated as to investment quality by a nationally recognized investment rating firm not less than "AAA" or its equivalent ("*Governmental Obligations*").

Any money so deposited with the Trustee may at the direction of NTTA also be invested in Government Obligations, maturing in the amounts and times as hereinbefore set forth, and all income from all Government Obligations in the hands of the Trustee which is not required for the payment of the Defeased Debt, the redemption premium, if any, and interest thereon, with respect to which such money has been so deposited, will be turned over to NTTA.

Any determination not to redeem Defeased Debt that is made in conjunction with the payment arrangements specified above in **clauses (a)** or **(b)** above is not irrevocable, *provided that*: (i) in the proceedings providing for such defeasance, NTTA expressly reserves the right to call the Defeased Debt for redemption; (ii) NTTA gives notice of the reservation of that right to the owners of the Defeased Debt immediately following the defeasance; (iii) NTTA directs that notice of the reservation be included in any defeasance or redemption notices that it authorizes; and (iv) at or prior to the time of the redemption, NTTA satisfies the conditions of the preceding paragraph with respect to such Defeased Debt as though it was being defeased at the time of the exercise of the option to redeem the Defeased Debt, after taking the redemption into account in determining the sufficiency of the provisions made for the payment of the Defeased Debt.

In addition to the foregoing, no Series 2009D Bond may be deemed to be a Defeased Debt unless the funds and Government Obligations required to be deposited under the Trust Agreement will produce amounts sufficient and at the times necessary to pay the purchase price of such Series 2009D Bond on any optional or mandatory tender date applicable to such Series 2009D Bond plus accrued interest at the Maximum Rate if the Series 2009D Bond to be defeased has a variable interest rate.

Upon the optional or mandatory tender of any Series 2009D Bond constituting Defeased Debt to the Trustee in accordance with the terms of the Resolution, the Trustee shall pay the purchase price for such tendered Series 2009D Bond out of funds deposited with the Trustee under the Trust Agreement, and such Series 2009D Bond will not be remarketed but will be deemed paid and discharged and the Trustee will cancel such Series 2009D Bond.

Notwithstanding the provisions of the Trust Agreement, if NTTA elects to defease less than all of the principal amount of a maturity of a series of Variable Rate Demand Bonds, the Trustee, or the Securities Depository if such series of bonds are in book-entry-only form, is required to select any bonds then held by the Credit Provider for such bonds to be defeased first and then select, or cause to be selected, such amount of any remaining bonds of such series to be defeased by such random method as it deems fair and appropriate.

Book–Entry–Only System

This section describes how ownership of the Series 2009D Bonds is to be transferred and how the principal of, premium, if any, and interest on the Series 2009D Bonds are to be paid to and credited by DTC while the Series 2009D Bonds are registered in its nominee name.

NTTA cannot and does not give any assurance that (1) DTC will distribute payments of debt service on the Series 2009D Bonds, or redemption, tender or other notices, to DTC Participants (defined below), (2) DTC Participants or others will distribute debt service payments paid to DTC or its nominee (as the registered owner of the Series 2009D Bonds), or redemption, tender or other notices, to the Beneficial Owners (defined below), or that they will do so on a timely basis, or (3) DTC will serve and act in the manner described in this Remarketing Memorandum. The current rules applicable to DTC are on file with the Securities and Exchange Commission, and the current procedures of DTC to be followed in dealing with DTC Participants are on file with DTC.

The Trustee and NTTA, so long as the DTC book-entry-only system is used for the Series 2009D Bonds, will send any notice of redemption, notice of tender, notice of proposed amendment to the Trust Agreement, or other notices with respect to such Series 2009D Bonds only to DTC. Any failure by DTC to advise any DTC Participant, or of any Direct Participant or Indirect Participant (defined below) to notify the Beneficial Owners, of any notices and their contents or effect will not affect the validity of the redemption of the Series 2009D Bonds called for redemption, the tender of the Series 2009D Bonds called for tender, or of any other action premised on any such notices. Redemption of portions of the Series 2009D Bonds by NTTA will reduce the outstanding principal amount of such Series 2009D Bonds held by DTC. In such event, DTC may implement, through its book-entry-only system, a redemption of such Series 2009D Bonds held for the account of DTC Participants in accordance with its own rules or other agreements with DTC Participants and then Direct Participants and Indirect Participants may implement a redemption of such Series 2009D Bonds from the Beneficial Owners. Any such selection of the Series 2009D Bonds to be redeemed will not be governed by the Trust Agreement and will not be conducted by NTTA or the Trustee. Neither NTTA nor the Trustee will have any responsibility or obligation to Direct Participants, Indirect Participants, or the persons for whom DTC Participants act as nominees, with respect to the payments on the Series 2009D Bonds or the providing of notice to Direct Participants, Indirect Participants or Beneficial Owners of the selection of portions of the Series 2009D Bonds for redemption.

While the Series 2009D Bonds are in the book-entry-only system, reference in other sections of this Remarketing Memorandum to Beneficial Owners of the Series 2009D Bonds should be read to include any person for whom a Participant acquires an interest in the Series 2009D Bonds, but (i) all rights of ownership, as described herein, must be exercised through DTC and the book–entry only system and (ii) notices that are to be given to Beneficial Owners by the Trustee, will be given only to DTC. DTC is required to forward (or cause to be forwarded) the notices to the Participants by its usual procedures so that such Participants may forward (or cause to be forwarded) such notices to the Beneficial Owners.

The following information in this section concerning DTC and DTC's Book-Entry-Only system has been obtained from DTC. NTTA, the Trustee and Remarketing Agent take no responsibility for the accuracy thereof.

DTC will act as securities depository for the Series 2009D Bonds. The Series 2009D Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered certificate will be issued for each maturity of the Series 2009D Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

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

Purchases of Series 2009D Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Series 2009D Bonds on DTC's records. The ownership interest of each actual purchaser of the Series 2009D Bonds ("*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 2009D 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 Series 2009D Bonds, except in the event that use of the book-entry system for the Series 2009D Bonds is discontinued.

To facilitate subsequent transfers, all Series 2009D 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 2009D 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 2009D Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Series 2009D 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. Beneficial Owners of Series 2009D Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Series 2009D Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Series 2009D Bond documents. For example, Beneficial Owners of Series 2009D Bonds may wish to ascertain that the nominee holding the Series 2009D Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

Redemption notices shall be sent to DTC. If less than all of the Series 2009D Bonds within a maturity are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Series 2009D Bonds unless authorized by a Direct Participant in accordance with DTC's Money Market Instruments Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the Trustee 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 Series 2009D Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

All payments on the Series 2009D 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 NTTA or the Trustee, 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 the Series 2009D Bonds 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 nor its nominee, the Trustee, or NTTA, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal and interest, redemption and purchase proceeds to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of NTTA or the Trustee, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

A Beneficial Owner shall give notice to elect to have its Series 2009D Bonds purchased or tendered through its Participant, to the Trustee, as tender agent, and shall effect delivery of such Series 2009D Bonds by causing the Direct Participant to transfer the Participant's interest in the Series 2009D Bonds, on DTC's records, to the Trustee. The requirement for physical delivery of Series 2009D Bonds in connection with an optional or mandatory tender will be deemed satisfied when the ownership rights in the Series 2009D Bonds are transferred by Direct Participants on DTC's records followed by a book-entry credit of tendered Series 2009D Bonds to the Trustee's DTC account.

DTC may discontinue providing its services as depository with respect to the Series 2009D Bonds at any time by giving reasonable notice to NTTA or the Trustee. Under such circumstances, in the event that a successor depository is not obtained, Series 2009D Bond certificates are required to be printed and delivered.

NTTA may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, Series 2009D Bond certificates will be printed and delivered.

Modification of the Trust Agreement

The Trust Agreement and the Resolution may be amended by NTTA and the Trustee, with bondholder consent required for certain of such amendments. See "**SUMMARY OF CERTAIN PROVISIONS OF THE RESOLUTION AND THE TRUST AGREEMENT**" in **APPENDIX D**. Such bondholder consents could be provided by holders of bonds and underwriters of bonds issued under the Trust Agreement other than the holders of the Series 2009D Bonds.

SOURCES OF PAYMENT AND SECURITY FOR THE SERIES 2009D BONDS

Security for the Series 2009D Bonds

The Series 2009D Bonds are special, limited obligations of NTTA payable solely from, and secured by a First Tier lien on and pledge of the tolls and other revenues of the NTTA System and all money held by the Trustee in the various funds and accounts created under the Trust Agreement (the "*Pledged Revenues*") to the extent provided therein, and as further described under this caption. Pledged Revenues do not include revenues of the Special Projects System, revenues received by NTTA pursuant to any Tolling Services Agreements NTTA has entered into with TxDOT or other third parties for toll projects in NTTA's service area (see "**TOLLING SERVICES AGREEMENTS**" in **APPENDIX A**) or any other revenues or assets of NTTA.

The Pledged Revenues are pledged to the Trustee pursuant to the Trust Agreement for the benefit and security of all owners of First Tier Bonds, First Tier Payment Obligations, Second Tier Bonds, Second Tier Payment Obligations, Third Tier Bonds and Third Tier Payment Obligations, on the basis, and in the priority described herein and therein. See "— **Priority of Payment**" below. **Notwithstanding the foregoing, payments from the Revenue Fund must, to the extent required by the Trust Agreement, first be deposited to the Operation and Maintenance Fund and used for operating and maintenance expenses**. See "**— Priority of Payment**" and "— **Funds and Accounts** — *Revenue Fund*" for a description of the application and priority of payment for funds contained therein. The Series 2009D Bonds constitute First Tier Bonds under the Trust Agreement and are secured on the priority described herein. See "**SUMMARY OF CERTAIN PROVISIONS OF THE RESOLUTION AND THE TRUST AGREEMENT**" in **APPENDIX D**.

NTTA IS OBLIGATED TO PAY THE PRINCIPAL OF, PREMIUM, IF ANY, AND INTEREST ON THE SERIES 2009D BONDS ONLY FROM THE TOLLS AND OTHER REVENUES OF THE NTTA SYSTEM AND CERTAIN SPECIFIED FUNDS AND ACCOUNTS CREATED PURSUANT TO THE RESOLUTION AND THE TRUST AGREEMENT ON THE BASIS AND IN THE PRIORITY DESCRIBED THEREIN AND HEREIN. EXCEPT AS SPECIFIED IN THE PRECEDING SENTENCE, NONE OF THE STATE OF TEXAS, NTTA, THE COUNTIES CURRENTLY SERVED BY NTTA, NOR ANY OTHER AGENCY OR POLITICAL SUBDIVISION OF THE STATE OF TEXAS IS OBLIGATED TO PAY THE PRINCIPAL OF, PREMIUM, IF ANY, OR INTEREST ON THE SERIES 2009D BONDS. NEITHER THE FAITH AND CREDIT NOR THE TAXING POWER OF THE STATE OF TEXAS, THE COUNTIES CURRENTLY SERVED BY NTTA NOR ANY OTHER AGENCY OR POLITICAL SUBDIVISION OF THE STATE OF TEXAS IS PLEDGED TO THE PAYMENT OF THE PRINCIPAL OF, PREMIUM, IF ANY, OR INTEREST ON THE SERIES 2009D BONDS. NTTA HAS NO TAXING POWER. THE SERIES 2009D BONDS ARE NOT SECURED BY THE REVENUES OF THE SPECIAL PROJECTS SYSTEM OR THE SPS TRUST AGREEMENT.

NTTA has not mortgaged, assigned or pledged any interest in any real or personal property or improvements, including any interest in the NTTA System or the expansions or extensions thereto, as security for payment of the Series 2009D Bonds other than the pledge of Pledged Revenues under the Trust Agreement. NTTA has pledged funds on deposit in certain accounts in the Capital Improvement Fund to the payment of Subordinate Lien Bonds (defined below) issued in the amount of $400 million and the ISTEA Loan (defined below). See "**— ISTEA Loan**" and "**— The Subordinate Lien Bonds**."

Priority of Payment

NTTA has pledged and assigned the tolls and other revenues of the NTTA System and the various funds and accounts (to the extent created and described in the Trust Agreement) to the Trustee as security:

FIRST: for the payment of the First Tier Bonds and the interest thereon and any future obligations issued on a parity therewith;

SECOND: subject to the payment of the obligations described in Clause FIRST above, for the payment of the Second Tier Bonds and the interest thereon and any future obligations issued on a parity therewith; and

THIRD: subject to the payment of the obligations described in Clause FIRST and Clause SECOND above, for the payment of the Third Tier Bonds and the interest thereon and any future obligations issued on a parity therewith.

First Tier Bonds have a security interest in the tolls and other revenues of the NTTA System senior to that securing the Second Tier Bonds and Third Tier Bonds. Second Tier Bonds have a security interest in the tolls and other revenues of the NTTA System senior to that securing the Third Tier Bonds. See "— **Outstanding Obligations**" herein for a description of the First Tier, Second Tier and Third Tier Bonds outstanding under the Trust Agreement.

The Trust Agreement also allows for securing "First Tier Payment Obligations," "Second Tier Payment Obligations" and "Third Tier Payment Obligations" in order to secure payments due pursuant to credit agreements, including loan agreements, revolving credit agreements, lines of credit, letters of credit, reimbursement agreements, insurance contracts, commitments to purchase bonds, purchase or sale agreements, interest rate swaps, caps and floor agreements or commitments or other contracts or agreements authorized, recognized and approved by NTTA. First Tier Payment Obligations are secured on a parity with First Tier Bonds, Second Tier Payment Obligations are secured on a parity with Second Tier Bonds, and Third Tier Payment Obligations are secured on a parity with Third Tier Bonds. In addition, NTTA may establish additional levels of priority of payment and security within the Third Tier Payment Obligation category.

Notwithstanding the foregoing, amounts on deposit in the Revenue Fund will first be applied to make a deposit to the Operation and Maintenance Fund for the payment of operating and maintenance expenses of the NTTA System. See "— **Funds and Accounts** — *Revenue Fund*" for a description of the application and priority of payment for funds contained therein.

Funds and Accounts

General. The Trust Agreement establishes certain special funds of NTTA. Such funds are designated as the "Revenue Fund," the "First Tier Sinking Fund," the "Second Tier Sinking Fund," the "Third Tier Sinking Fund" and the "Construction Fund," all of which are held by the Trustee, and the "Reserve Maintenance Fund," the "Operation and Maintenance Fund" and the "Capital Improvement Fund," all of which are held by NTTA.

Amounts on deposit in the Revenue Fund (subject to required transfers to the Operation and Maintenance Fund) and the Sinking Funds are pledged to secure the payment of the bonds issued under the Trust Agreement. Amounts on deposit in the Operations and Maintenance Fund, Capital Improvement Fund, Reserve Maintenance Fund and all customer deposits held by NTTA are not pledged to secure the payment of the bonds secured by the Trust Agreement.

Master Custodial Account Agreement. NTTA has entered into a Master Custodial Account Agreement (the "*Master Custodial Account Agreement*") with Wells Fargo Bank, National Association, as custodian (the "*Custodian*"). Under the Master Custodial Account Agreement, all toll revenues collected by NTTA from all turnpike projects owned or operated by NTTA, including the toll revenues derived from the operation of the NTTA System, are deposited into custodial accounts with the Custodian. On each business day, NTTA is required to direct the Custodian to transfer to the Trustee all toll revenues deposited into such custodial accounts that constitute available funds and that have been reconciled to transactions on the NTTA System.

Revenue Fund. NTTA covenants that all gross revenues (all tolls, other revenues, and income) arising or derived by NTTA from the operation and ownership of the NTTA System (excepting investment income from all Funds and Accounts other than the Revenue Fund) will be collected by NTTA and deposited daily, as far as practicable, with the Trustee for the credit of the Revenue Fund; *provided, however*, that tolls collected on behalf of TxDOT pursuant to a project agreement that provides for revenue sharing with TxDOT are required to be collected by NTTA and to be held and transferred to or upon the order of TxDOT as set forth in such project agreement. See "**THE NTTA SYSTEM — The Sam Rayburn Tollway — The SRT Project Agreement — Banded Revenue Sharing**" and "**— The President George Bush Turnpike Eastern Extension — The PGBT EE Project Agreement — Revenue Sharing**" in **APPENDIX A** and "**NTTA SYSTEM TOLL RATE SCHEDULES — PGBT EE Tolling**" in **APPENDIX C**. The Trustee is required to disburse amounts which are required to be on deposit in the various funds and accounts described below from the Revenue Fund on the required dates. The balance on deposit in the Revenue Fund as of December 31, 2014 was approximately $59,512,427.

Under the Trust Agreement, the tolls and other revenues of the NTTA System on deposit in the Revenue Fund are applied in the following manner with each deposit being made as specified below in the sequence noted:

- *First*, on or before the first day of each month, funds are deposited to the Operation and Maintenance Fund in an amount sufficient to make the balance of the Operation and Maintenance Fund equal to one-sixth (1/6) of the amount of the total Current Expenses in the current Annual

Budget, plus all prior accruals for insurance and other periodic or regularly scheduled recurring expenses.

- *Second,* on or before the last Business Day preceding each interest payment date or principal (or sinking fund redemption) payment date for the First Tier Bonds (including First Tier Payment Obligations) or such other day as set forth in a Supplemental Agreement, funds are deposited to the applicable account in the First Tier Sinking Fund (or to a fund or account created to pay or repay amounts owed under a Credit Agreement entered into in connection with a series of First Tier Bonds in lieu of either of the foregoing) in the amounts due on any First Tier Bond (including First Tier Payment Obligations).
- *Third*, on or before the first day of each month, funds are deposited to the credit of the First Tier Reserve Account (1) in the amount, if any, required to restore any deficiency in the First Tier Reserve Account due to a withdrawal or change in value of Authorized Investments in order to make the amount on deposit in the First Tier Debt Reserve Account equal to the First Tier Required Reserve, which restoration is intended to occur within 12 months of the occurrence of any such deficiency in 12 substantially equal monthly installments, and (2) in the amount set forth in a Supplemental Agreement if an amount different from the First Tier Required Reserve is required.
- *Fourth,* on or before the last Business Day preceding each interest payment date or principal (or sinking fund redemption) payment date for the Second Tier Bonds (including Second Tier Payment Obligations) or such other day as set forth in a Supplemental Agreement, funds are deposited to the applicable account in the Second Tier Sinking Fund (or to a fund or account created to pay or repay amounts owed under a Credit Agreement entered into in connection with a series of Second Tier Bonds in lieu of either of the foregoing) in the amounts due on any Second Tier Bond (including Second Tier Payment Obligations).
- *Fifth*, on or before the first day of each month, funds are deposited to the credit of the Second Tier Reserve Account or subaccount therein, if one is provided for in a Supplemental Agreement, in the amounts set forth in the Supplemental Agreement establishing the Second Tier Required Reserve or authorizing Additional Second Tier Bonds.
- *Sixth,* on or before the last Business Day preceding each interest payment date or principal (or sinking fund redemption) payment date for the Third Tier Bonds (including Third Tier Payment Obligations) or such other day as set forth in a Supplemental Agreement, funds are deposited to the applicable account in the Third Tier Sinking Fund (or to a fund or account created to pay or repay amounts owed under a Credit Agreement entered into in connection with a series of Third Tier Bonds in lieu of either of the foregoing) in the amounts due on any Third Tier Bond (including Third Tier Payment Obligations).
- *Seventh*, on or before the first day of each month, funds are deposited to the credit of the Third Tier Reserve Account or subaccount therein, if one is provided for in a Supplemental Agreement, in the amounts set forth in the Supplemental Agreement establishing the Third Tier Required Reserve or authorizing Additional Third Tier Bonds.
- *Eighth,* on or before the first day of each month, funds are required to be deposited in the Reserve Maintenance Fund in an amount equal to one-twelfth of the amount necessary in such Fiscal Year to accumulate in the Reserve Maintenance Fund an amount equal to the greater of (1) $5,000,000, and (2) the amount as may be required in the then current Annual Budget to be deposited to the credit of the Reserve Maintenance Fund during the then current Fiscal Year; *provided, however*, that if the amount so deposited to the credit of the Reserve Maintenance Fund in any Fiscal Year is less than the budgeted amount, the requirement therefore will nevertheless be cumulative and the amount of any deficiency in any Fiscal Year is required to be added to the amount otherwise required to be deposited in each Fiscal Year thereafter until such time as such deficiency has been made up, unless such budget requirement has been modified by NTTA.
- *Ninth*, at the end of each Fiscal Year any remaining funds on deposit in the Revenue Fund may be transferred to the Capital Improvement Fund to the extent such funds are determined by the Chief Financial Officer to be in excess of the amounts required to be reserved in the Revenue Fund for

transfers to be made in the first two months of the following Fiscal Year to the First Tier Bond Interest Account and First Tier Redemption Account of the First Tier Sinking Fund, the Second Tier Bond Interest Account and Second Tier Redemption Account of the Second Tier Sinking Fund, the Third Tier Bond Interest Account and the Third Tier Redemption Account of the Third Tier Sinking Fund, or any fund or account established for the payment or security for any Bond.

Operation and Maintenance Fund. On or before the first day of each month, the Trustee is required to withdraw from the Revenue Fund and deposit to the Operation and Maintenance Fund, on written request of NTTA, an amount which the Chairman or Vice Chairman and the Chief Financial Officer certify to be required to make the total amount in the Operations and Maintenance Fund equal to one-sixth (1/6) of the amount of the total Current Expenses scheduled for the current Fiscal Year in the current Annual Budget, plus all prior accruals for insurance and other periodic or regularly recurring expenses. All Current Expenses are required to be paid directly by NTTA by drawing checks or drafts on the Operation and Maintenance Fund in the manner determined by NTTA, and such Fund may not be used for any other purpose. The balance on deposit in the Operation and Maintenance Fund as of December 31, 2014 was approximately $14,297,260.

Sinking Funds. The three separate Sinking Funds (one for each of the First Tier Bonds, Second Tier Bonds, and the Third Tier Bonds) have each been divided into three separate accounts, designated as "Bond Interest Accounts," "Redemption Accounts," and "Reserve Accounts" (one for each of the First Tier Bonds, the Second Tier Bonds and the Third Tier Bonds) and the amounts deposited into the accounts are to be used for the following purposes:

Bond Interest Accounts. Funds available in the Bond Interest Accounts are available to pay interest on all bonds issued under the Trust Agreement that bear the same designation (*i.e*., First Tier, Second Tier or Third Tier, as the respective account bearing the same designation) on each interest payment date. The balances on deposit in the First Tier Bond Interest Account, the Second Tier Bond Interest Account and the Third Tier Bond Interest Account are usually immaterial because funds are not transferred to the Bond Interest Accounts until immediately prior to the bond interest due dates. In addition to the foregoing, a subaccount of the First Tier Bond Interest Account was established by the Trustee for the deposit of the direct subsidy payments for the Series 2009B Bonds previously issued as "Build America Bonds." Amounts held in such subaccount are required to be used to reduce the amount of the regularly scheduled debt service payments on the Series 2009B Bonds. The balance on deposit in such subaccount is usually immaterial as amounts are quickly used to pay interest on the Series 2009B Bonds.

Redemption Accounts. Funds available in the Redemption Accounts are available to pay the principal of bonds issued under the Trust Agreement and the amounts of Payment Obligations that bear the same designation (*i.e*., First Tier, Second Tier or Third Tier, as the respective account bearing the same designation) which are scheduled to mature or be mandatorily redeemed prior to maturity on each principal payment or redemption date or, in the case of Payment Obligations, which are due for payment. The balances on deposit in the First Tier Redemption Account, the Second Tier Redemption Account and the Third Tier Redemption Account are usually immaterial because funds are not transferred to the Redemption Accounts until immediately prior to the maturity and redemption dates.

Reserve Accounts. With respect to the First Tier Reserve Account, an amount equal to the average annual Debt Service Requirements of all First Tier Bonds Outstanding calculated as of the date of issuance of any First Tier Bonds is to be maintained in such Reserve Account (unless provided by a First Tier Reserve Surety Agreement as defined in the Trust Agreement). A First Tier Reserve Surety Agreement may be in the form of a surety bond or insurance policy from an issuer with a claims paying ability rating of "AAA," "AAA" and "Aaa" by Standard & Poor's, Fitch and Moody's, respectively, or an unconditional, irrevocable letter of credit issued by a bank rated at least "AA","AA" and "Aa" by Standard & Poor's, Fitch and Moody's, respectively.

The money on deposit in the First Tier Reserve Account is required to be used for the purposes of (i) paying interest on and principal of the First Tier Bonds to the extent that the money on deposit in the First Tier Bond Interest Account and the First Tier Redemption Account is insufficient for such purpose, and (ii) to retire the last of the outstanding First Tier Bonds. As of December 31, 2014, the First Tier Reserve Account under the Trust Agreement was fully funded with a balance of approximately $359,411,122, which amount exceeded the required balance of $355,822,486. The First Tier Reserve Account will continue to be fully funded upon the Conversion Date for the Series 2009D Bonds.

With respect to the Second Tier Reserve Account and the Third Tier Reserve Account, the amount set forth in the Supplement to the Trust Agreement authorizing the Second Tier or Third Tier Bonds is required to be maintained in such Reserve Accounts. The Third Supplement to the Trust Agreement pursuant to which the Series 2008F Bonds were issued provides for a separate sub-account within the Second Tier Reserve Account (the "*Series 2008F Second Tier Reserve Subaccount*") solely securing the Series 2008F Bonds. The amount required to be maintained in the Series 2008F Second Tier Reserve Subaccount (unless provided by a Second Tier Reserve Surety Agreement, as such term is defined in the Trust Agreement) is $42,296,577, which is an amount equal to one-half of the average annual Debt Service Requirements of the Series 2008F Bonds calculated as of the date of issuance of the Series 2008F Bonds. As of December 31, 2014, the Series 2008F Second Tier Reserve Subaccount was fully funded with a balance of approximately $43,137,704, which amount exceeded the required balance.

The money on deposit in the Series 2008F Second Tier Reserve Subaccount is required to be used for the purposes of (i) paying interest on and principal of the Series 2008F Bonds to the extent that the money on deposit in the Second Tier Bond Interest Account and the Second Tier Redemption Account is insufficient for such purpose, and (ii) to retire the last of the outstanding Series 2008F Bonds.

The Eighteenth Supplement to the Trust Agreement pursuant to which the Series 2014B Bonds were issued provides for a separate sub-account within the Second Tier Reserve Account (the "*2014 Second Tier Reserve Subaccount*") solely securing the Series 2014B Bonds and any Second Tier Bonds issued to refund the Series 2014B Bonds (or to refund any such refunding bonds) for debt service savings purposes. The amount required to be maintained in the 2014 Second Tier Reserve Subaccount (unless provided by a Second Tier Reserve Surety Agreement) is $8,160,143 (the "*2014 Second Tier Required Reserve*"), which is an amount equal to one-half of the average annual Debt Service Requirements of the Series 2014B Bonds calculated as of the date of issuance of the Series 2014B Bonds. As of December 31, 2014, the 2014 Second Tier Reserve Subaccount was fully funded with a balance of approximately $8,160,196, which amount exceeded the required balance.

The money on deposit in the 2014 Second Tier Reserve Subaccount is required to be used for the purposes of (i) paying interest on and principal of the Series 2014B Bonds (or Second Tier Bonds issued to refund the Series 2014B Bonds) to the extent that the money on deposit in the Second Tier Bond Interest Account and the Second Tier Redemption Account is insufficient for such purpose, and (ii) to retire the last of the outstanding Series 2014B Bonds (or Second Tier Bonds issued to refund the Series 2014B Bonds).

As of the date hereof, no Third Tier Bonds for which a reserve is required have been issued under the Trust Agreement and the Third Tier Reserve Account has no funds credited thereto.

Reserve Maintenance Fund. Amounts on deposit in the Reserve Maintenance Fund are to be used for paying the costs of repairs, painting, renewals, replacements, improvements and other costs and expenses necessary for safe or efficient operations of the NTTA System or to prevent loss of revenues, for engineering expenses related to NTTA, for equipment, expenses of maintenance and for operating expenses not occurring at annual or shorter periods. To the extent that the amounts on deposit in the Bond Interest Accounts, the Redemption Accounts, and the Reserve Accounts are insufficient to pay the principal of and interest on the bonds issued under the Trust Agreement when due, NTTA is required to transfer money from the Reserve Maintenance Fund to the appropriate account in the Sinking Funds for such purposes; *provided, however*, that no such transfer may be made of money in the Reserve Maintenance Fund which is, in the opinion of NTTA, then needed for repairs or replacements necessary to maintain safe operation of the NTTA System or to prevent loss of revenue of the NTTA System. The balance on deposit in the Reserve Maintenance Fund as of December 31, 2014 was approximately $33,444,151.

Additional Accounts. NTTA can create additional accounts within the Sinking Funds, and has created a special subaccount to be held by the Trustee within the Third Tier Redemption Account designated as the "Swap Termination Payment Subaccount." Third Tier Payment Obligations that are payments required to be made under a swap agreement or other qualified credit agreement or a transaction entered into pursuant thereto upon termination of such transaction or agreement will be secured by and payable from the Net Revenues required to be deposited into the Swap Termination Payment Subaccount. The Trustee is required to transfer funds from the

Revenue Fund into the Swap Termination Payment Subaccount in such amounts as are necessary for NTTA to pay such Third Tier Payment Obligations. All Third Tier Payment Obligations payable out of the Swap Termination Payment Subaccount are secured on an equal and ratable basis by money on deposit on the Swap Termination Payment Subaccount.

Capital Improvement Fund. Amounts on deposit in the Capital Improvement Fund may be used to pay the cost of repairs, enlargements, extensions, resurfacing, additions, renewals, improvements, acquisition of rights-of-way, reconstruction and replacements, capital expenditures, engineering studies, and other expenses relating to the powers and functions of NTTA in connection with the NTTA System, or for any other purpose authorized by law, including the payment of debt service and other payments secured by a lien on all or a portion of the amounts deposited in the Capital Improvement Fund and the payment of costs for the Special Projects System and any other turnpike project of NTTA or for tolling services agreements. The balance on deposit in the Capital Improvement Fund as of December 31, 2014, was approximately $234,932,309. Of such amount, approximately $12,053,401 is restricted for Capital Improvement Fund bond payments, approximately $173,203,467 is not restricted in use and approximately $49,675,440 is reserved as a "rainy-day" fund. See "**THE NTTA SYSTEM — Multi-Year NTTA System Capital Plan**" in **APPENDIX A**. The Subordinate Lien Bonds outstanding in the aggregate principal amount of $400 million and the ISTEA Loan are secured by funds in certain accounts held in the Capital Improvement Fund. See "**— ISTEA Loan**" and "**— The Subordinate Lien Bonds**."

Construction Fund. The Construction Fund is used to pay the costs associated with constructing or acquiring improvements to the NTTA System. Portions of the proceeds of several of the outstanding bond issues under the Trust Agreement are on deposit in the Construction Fund in separate subaccounts established for such proceeds and are also to be used to fund the improvements to the NTTA System. The balance on deposit in the Construction Fund as of December 31, 2014 was approximately $76,604,404. In addition to the foregoing, proceeds in the Construction Fund may be used to pay debt service on certain bonds.

The money, including all obligations purchased as an investment of the money, in each account and subaccount within the Construction Fund is deemed at all times to be a part of such account or subaccount, and the interest accruing thereon and any profit realized from any investment is credited to such account or subaccount, and any loss resulting from any investment is charged to such account or subaccount. See "**OTHER NTTA INFORMATION — Investments**" in **APPENDIX A**.

Rate Covenant

The NTTA Act authorizes NTTA to fix, revise, charge, and collect tolls for the use of the NTTA System, and provides that such tolls will be so fixed and adjusted as to provide funds sufficient with other revenues, if any, to pay the cost of maintaining, repairing and operating the NTTA System and the principal of and the interest on bonds issued in connection with the NTTA System as the same become due and payable, and to create reserves for such purposes. The NTTA Act states that such tolls will not be subject to supervision or regulation by any agency of the State or any local governmental entity.

NTTA has adopted a toll rate schedule for the NTTA System in substantial conformity with the recommendations of the Traffic Engineers. NTTA covenants in the Trust Agreement that it will keep in effect a toll rate schedule that will raise and produce Net Revenues (as defined in **APPENDIX D**) sufficient to satisfy its debt service requirements. In addition, NTTA may change the toll rate schedule, but only if the Traffic Engineers certify either:

(1) that if such proposed toll rate schedule had been in effect during the preceding Fiscal Year, it would not have caused a decrease in the Net Revenues for said preceding Fiscal Year; or

(2) that the adoption of such toll rate schedule will not adversely affect the ability of NTTA to comply with its rate covenants in the Trust Agreement.

Any such certificate by the Traffic Engineers is required to be based on their own opinion as to gross revenues to be derived by NTTA from the ownership and operation of the NTTA System (which revenues will be deemed to include all investment income, as estimated by the Chief Financial Officer of NTTA), and upon a certificate of the Consulting Engineers, stating their opinion as to the amount of Current Expenses during any pertinent Fiscal Year or period, assuming that the proposed program or schedule had been in effect during such pertinent Fiscal Year or period.

Under the Trust Agreement, NTTA covenants to keep in effect a toll rate schedule for the NTTA System during each Fiscal Year to produce net revenues during each Fiscal Year sufficient to satisfy the greatest of (i) 1.35 times the scheduled Debt Service Requirements on all outstanding First Tier Bonds for the Fiscal Year, (ii) 1.20 times the scheduled Debt Service Requirements on all outstanding First Tier Bonds and Second Tier Bonds for the Fiscal Year, or (iii) 1.00 times the scheduled Debt Service Requirements on all outstanding First Tier Bonds, Second Tier Bonds and Third Tier Bonds, and all other outstanding obligations of NTTA secured by Net Revenues for the Fiscal Year.

If during any Fiscal Year Net Revenues are less than the amounts contemplated in the preceding paragraph, NTTA is required, before the 15th day of March of the following Fiscal Year, to request the Traffic Engineers to make and file their recommendations with NTTA and the Trustee as to a revision in the toll rate schedule then in effect, in order to cause the raising and production of Net Revenues in a manner which will enable NTTA to produce at the earliest feasible time Net Revenues in at least the amounts described in the rate covenant above for each such Fiscal Year. NTTA covenants that it will promptly and carefully consider such recommendations, and that it will, within 60 days after receipt of such recommendations, either (1) place into effect any toll rate schedule as so recommended by the Traffic Engineers, or (2) place into effect any alternative toll rate schedule which, in the opinion of the Board, will enable it to comply with its covenants specified in the preceding paragraph.

If NTTA complies with all recommendations of the Traffic Engineers (or a successor independent engineer or engineering firm or corporation as provided for in the Trust Agreement) with respect to the toll rate schedule, an Event of Default will not occur solely as the result of the occurrence of a deficiency in any Fiscal Year(s) between the Net Revenues for such Fiscal Year(s) and the amount required to be produced for such Fiscal Year(s). In the event of any such deficiency, however, and regardless of any recommendations of the Traffic Engineers or others, or compliance therewith by NTTA, the Trustee, or the holders of not less than 15% in aggregate principal amount of the bonds then outstanding under the Trust Agreement, may, and the Trustee must upon the written request of the holders of not less than 10% in aggregate principal amount of the bonds issued under the Trust Agreement then outstanding and upon being indemnified to its satisfaction, institute and prosecute in a court of competent jurisdiction an appropriate action to compel NTTA to comply with its covenant to adopt and keep in effect a toll rate schedule which will raise and produce during each Fiscal Year an amount of Net Revenues as required above for such Fiscal Year, or to comply with any other rate covenant in the Trust Agreement. NTTA covenants that it will comply with any final order, decree, or judgment entered in any such proceeding, or any modification thereof.

If the Traffic Engineers, after a request by NTTA for the above-described recommendations, fail to file with NTTA and with the Trustee such recommendations in writing within 120 days after the request, the Trustee must forthwith designate and appoint an independent engineer or engineering firm or corporation having a nationwide and favorable reputation for skill and experience in such work, in lieu of the Traffic Engineers, to make the necessary survey and study and to make the required recommendations as to the aforesaid revision, which recommendations will be reported in writing to NTTA and to the Trustee on or before the 1st day of October of said year. Such recommendations will for all purposes be considered to be the equivalent of and a substitute for the recommendations of the Traffic Engineers hereinabove mentioned.

Additional Bonds and Other Obligations

NTTA reserves and has the right and power to issue or incur additional First Tier Bonds, First Tier Payment Obligations, Second Tier Bonds, Second Tier Payment Obligations, Third Tier Bonds and Third Tier Payment Obligations (and within the Third Tier, additional bonds or payment obligations secured on different levels of priority). Such obligations may be issued under the Trust Agreement for any purpose then authorized by law, including the refunding of obligations at any time authorized and issued by NTTA and/or interest thereon; *provided*, *however*, no First Tier Bonds, Second Tier Bonds or Third Tier Bonds may be issued unless NTTA has met certain conditions concerning the additional bonds test established pursuant to the Trust Agreement. In addition, NTTA may issue additional debt secured by revenues in its Capital Improvement Fund or debt secured by revenues of projects that are not part of the NTTA System.

Among other requirements, the Trust Agreement authorizes the issuance of additional First Tier Bonds if (a) actual Net Revenues for the preceding Fiscal Year or for any twelve-month period ending not more than 90 days prior to the date of calculation are at least 1.35 times the average annual Debt Service Requirements for all then outstanding First Tier Bonds (including those proposed to be delivered) and Second Tier Bonds (excluding any First Tier or Second Tier Bonds being refunded), or (b) estimated Net Revenues for the current and each future Fiscal Year are at least (i) 1.35 times the Debt Service Requirements for each such Fiscal Year for all First Tier Bonds (including those proposed to be delivered but excluding those being refunded), (ii) 1.20 times the Debt Service Requirements for each such Fiscal Year for all then outstanding First Tier Bonds (including those proposed to be delivered but excluding those being refunded) and Second Tier Bonds (excluding those being refunded), and (iii) 1.00 times the Debt Service Requirements for each such Fiscal Year for all then outstanding First Tier Bonds (including those proposed to be delivered), Second Tier Bonds, Third Tier Bonds and all other outstanding obligations of NTTA secured by Net Revenues (excluding, in each case, those being refunded). NTTA may also issue additional First Tier Bonds in a principal amount not to exceed 10% of the original First Tier Bonds issued to finance a project to complete such project without meeting the above-described requirements. Additional bonds issued to refund outstanding First Tier Bonds which do not cause an increase in the then existing average annual debt service requirements of the First Tier Bonds may be issued without meeting the above-described requirements.

The Trust Agreement authorizes the issuance of additional Second Tier Bonds not constituting Short-Term Indebtedness if (a) actual Net Revenues for the preceding Fiscal Year or for any twelve-month period ending not more than 90 days prior to the date of calculation are at least 1.20 times the average annual Debt Service Requirements for all then outstanding First Tier Bonds and Second Tier Bonds (including those proposed to be delivered but excluding those being refunded), or (b) the estimated Net Revenues for the current and each future Fiscal Year are at least (i) 1.20 times the Debt Service Requirements for each such Fiscal Year for all First Tier Bonds and Second Tier Bonds (including those proposed to be delivered), and (ii) 1.00 times the Debt Service Requirements for each such Fiscal Year for all then outstanding First Tier Bonds, Second Tier Bonds (including those proposed to be delivered), Third Tier Bonds and all other outstanding obligations of NTTA secured by Net Revenues (excluding, in each case, those being refunded). Additional bonds issued to refund outstanding First Tier Bonds or Second Tier Bonds which do not cause an increase in the then existing average annual debt service requirements of the First Tier Bonds and Second Tier Bonds may be issued without meeting the above-described requirements.

The Trust Agreement authorizes the issuance of Third Tier Bonds not constituting Short-Term Indebtedness if (a) actual Net Revenues for the preceding Fiscal Year or for any twelve-month period ending not more than 90 days prior to the date of calculation are at least 1.00 times the average annual Debt Service Requirements for all then outstanding First Tier Bonds, Second Tier Bonds and Third Tier Bonds (including those proposed to be delivered), or (b) the estimated Net Revenues for the current and each future Fiscal Year are at least 1.00 times the Debt Service Requirements for each such Fiscal Year for all then outstanding First Tier Bonds, Second Tier Bonds, Third Tier Bonds (including those proposed to be delivered) and all other outstanding obligations of NTTA secured by Net Revenues (excluding, in each case, those being refunded). Additional bonds issued to refund outstanding First Tier Bonds, Second Tier Bonds or Third Tier Bonds which do not cause an increase in the then existing average annual debt service requirements of the First Tier Bonds, Second Tier Bonds and Third Tier Bonds may be issued without meeting the above-described requirements.

NTTA is also authorized to incur "Short-Term Indebtedness" consisting of bonds that mature in less than 365 days, and such indebtedness may be secured as Second Tier Bonds or Third Tier Bonds, *provided, however,* that immediately after the incurrence of Short-Term Indebtedness, the aggregate principal amount of Short-Term Indebtedness outstanding divided by the aggregate principal amount of all Outstanding Bonds may not exceed 35%. If a Credit Provider has extended a line of credit or NTTA has undertaken a commercial paper program or similar program, only amounts actually borrowed under such line of credit or program and repayable in less than 365 days will be considered Short-Term Indebtedness and the full amount of such commitment or program will not be treated as Short-Term Indebtedness to the extent that such facility remains available but undrawn. NTTA is not required to satisfy the additional bonds tests described herein when incurring Short-Term Indebtedness.

Outstanding Obligations

As of the date of this Remarketing Memorandum, the obligations listed below will be outstanding under the Trust Agreement in the following principal amounts:

First Tier Bonds		Principal Amount
Dallas North Tollway System Revenue Bonds, Series 2005C	$	178,310,000
North Texas Tollway Authority System First Tier Current Interest Revenue Refunding Bonds, Series 2008A		1,418,360,000
North Texas Tollway Authority System First Tier Current Interest Revenue Refunding Bonds, Series 2008B		226,930,000
North Texas Tollway Authority System First Tier Insured Capital Appreciation Revenue Refunding Bonds, Series 2008D (accreted amount calculated through February 1, 2015)		596,756,108
North Texas Tollway Authority System First Tier Convertible Capital Appreciation Revenue Refunding Bonds, Series 2008I		295,165,000
North Texas Tollway Authority System First Tier Current Interest Revenue Refunding Bonds, Series 2008K		205,000,000
North Texas Tollway Authority System First Tier Tax-Exempt Current Interest Revenue Bonds, Series 2009A		373,425,000
North Texas Tollway Authority System First Tier Taxable Current Interest Revenue Bonds, Series 2009B (Build America Bonds—Direct Payment)		825,000,000
North Texas Tollway Authority System First Tier Current Interest Revenue Refunding Bonds, Series 2009C		170,730,000
Series 2009D Bonds		178,400,000
North Texas Tollway Authority System First Tier Revenue Refunding Bonds, Series 2010		332,225,000
North Texas Tollway Authority System First Tier Variable Rate Revenue Refunding Bonds, Series 2011A		100,000,000
North Texas Tollway Authority System First Tier Revenue Refunding Bonds, Series 2011B		268,625,000
North Texas Tollway Authority System First Tier Current Interest Revenue Refunding Bonds, Series 2012A		25,930,000
North Texas Tollway Authority System First Tier Current Interest Revenue Refunding Bonds, Series 2012B		383,625,000
North Texas Tollway Authority System First Tier Put Revenue Refunding Bonds, Series 2012C		101,775,000
North Texas Tollway Authority System First Tier Current Interest Revenue Refunding Bonds, Series 2012D		32,815,000
North Texas Tollway Authority System First Tier Current Interest Revenue Refunding Bonds, Series 2014A		310,415,000
North Texas Tollway Authority System First Tier Variable Rate Revenue Refunding Bonds, Series 2014C		223,895,000
Total First Tier Bonds	$	6,247,381,108

Second Tier Bonds		
North Texas Tollway Authority System Second Tier Revenue Refunding Bonds, Series 2008F (the "*Series 2008F Bonds*")	$	856,460,000[(1)]
North Texas Tollway Authority System Second Tier Revenue Refunding Bonds, Series 2014B (the "*Series 2014B Bonds*")		146,420,000
North Texas Tollway Authority System Commercial Paper Notes, Series A		0
Total Second Tier Bonds	$	1,002,880,000

Third Tier Bonds

None

[(1)] Anticipated to be refunded by the Series 2015A Bonds. See "**PLAN OF FINANCE — Subsequent Financings Secured by the NTTA System Revenues**."

The Trust Agreement allows for securing "First Tier Payment Obligations," "Second Tier Payment Obligations" and "Third Tier Payment Obligations" in order to secure payments due pursuant to credit agreements, including reimbursement agreements and interest rate swap agreements. First Tier Payment Obligations, Second Tier Payment Obligations and Third Tier Payment Obligations are secured on a parity with, respectively, First Tier Bonds, Second Tier Bonds and Third Tier Bonds. Additionally, NTTA may establish additional levels of priority of payment and security within the Third Tier Payment Obligations category.

The Trust Agreement secures the Payment Obligations of NTTA under (i) the Reimbursement Agreement, (ii) a Letter of Credit and Reimbursement Agreement between NTTA and Bank of America, N.A. relating to NTTA's Commercial Paper Program (the "*CP Credit Agreement*"), (iii) certain interest rate exchange agreements with CitiBank N.A., New York and JPMorgan Chase Bank, successor to Bear Stearns Financial Products Inc., and (iv) certain insurance agreements. See "— **The Commercial Paper Program**" herein. Additionally, NTTA has pledged revenues on deposit in certain accounts held in the Capital Improvement Fund on a basis subordinate to the Third Tier Payment Obligations to the payment of the ISTEA Loan and NTTA's North Texas Tollway Authority System Subordinate Lien Revenue Bonds, Series 2010A and North Texas Tollway Authority System Subordinate Lien Taxable Revenue Bonds, Series 2010B (Build America Bonds - Direct Payment) (the "*Subordinate Lien Bonds*"). See "— **ISTEA Loan**" and "— **The Subordinate Lien Bonds**."

The Commercial Paper Program

In order to finance construction of various components of the NTTA System, NTTA utilizes its existing commercial paper note program which allows for the issuance, at one time, or from time to time, of up to $200,000,000 aggregate principal amount of commercial paper notes (the "*CP Notes*"). The CP Notes are secured as Second Tier Bonds. NTTA has entered into the CP Credit Agreement to provide credit support for the CP Notes.

ISTEA Loan

In connection with the design and construction of the PGBT, NTTA and TxDOT entered into an agreement pursuant to the provisions of the Intermodal Surface Transportation Efficiency Act under which NTTA borrowed $135,000,000 from TxDOT (the "*ISTEA Loan*"), with $131,403,741 currently outstanding. Interest accrued and compounded on the ISTEA Loan from 2000 to 2004 and annual payments began in 2004. The principal of and interest on the ISTEA Loan is payable only out of amounts on deposit in the ISTEA Loan Debt Service Account in the Capital Improvement Fund, no other funds or other assets of NTTA are pledged to the repayment of the ISTEA Loan and NTTA is under no obligation to make any payment on the ISTEA Loan from any other source.

The Subordinate Lien Bonds

As described below under the caption "— **The Special Projects System Obligations**," in connection with the development of the PGBT WE and the CTP, which are projects of the Special Projects System, NTTA issued the Subordinate Lien Bonds in the aggregate principal amount of $400 million, all of which are currently outstanding. The Subordinate Lien Bonds are payable solely from and secured by Net Revenues deposited in the CIF Bond Payment Account of the Capital Improvement Fund and are not secured by any other funds or accounts under the Trust Agreement.

The Special Projects System Obligations

NTTA's Special Projects System Revenue Financings. NTTA established a separate Special Projects System to finance the PGBT WE and the CTP. In April 2011, NTTA issued its North Texas Tollway Authority Special Projects System Revenue Bonds, Series 2011A, Series 2011B, and Series 2011C (the "*SPS PGBT WE Bonds*") in the aggregate principal amount of approximately $672.8 million. In November 2011, NTTA issued its North Texas Tollway Authority Special Projects System Revenue Bonds, Series 2011D and Series 2011E (the "*SPS CTP Bonds*") in the aggregate principal amount of approximately $641 million. The SPS Trust Agreement authorizes NTTA to issue "Additional First Tier Obligations" under the SPS Trust Agreement upon satisfaction of certain requirements. The SPS PGBT WE Bonds and the SPS CTP Bonds are "First Tier Obligations" under the SPS Trust Agreement. **The revenues of the NTTA System do not secure the SPS PGBT WE Bonds or the**

SPS CTP Bonds or other bonds or obligations issued under the SPS Trust Agreement and the revenues of the Special Projects System do not secure the Series 2009D Bonds or other bonds or obligations issued under the Trust Agreement.

The Transportation Infrastructure Finance and Innovation Act Loan. NTTA entered into a loan agreement with the Federal Highway Administration of the United States Department of Transportation (the "*TIFIA Lender*") to obtain a loan of up to $418 million (the "*TIFIA Loan*") under the Transportation Infrastructure Finance and Innovation Act to finance a portion of the acquisition and construction of the Special Projects System or to refund approximately $418 million of bond anticipation notes issued in April 2011 to finance a portion of the costs of the PGBT WE (the "*SPS BANs*"). In August 2013, NTTA drew down approximately $399.9 million under the TIFIA Loan to refund the SPS BANs in full. NTTA may not make any further draws on the TIFIA Loan. **The revenues of the NTTA System do not secure the TIFIA Loan and the revenues of the Special Projects System do not secure the Series 2009D Bonds or other bonds or obligations issued under the Trust Agreement.**

The Toll Equity Loan. NTTA entered into a Toll Equity Loan Agreement ("*TELA*") with TxDOT under which TxDOT made a toll equity loan (the "*Toll Equity Loan*") available to NTTA in an original amount of approximately $6.02 billion (the "*Maximum Available Aggregate Amount*") in connection with the Special Projects System. As of December 31, 2014, the Maximum Available Aggregate Amount was approximately $5.94 billion. The Maximum Available Aggregate Amount decreases each September 1 by the maximum amount of funds available to be drawn, but not drawn, on the Toll Equity Loan during the prior fiscal year. The Toll Equity Loan is available to be drawn upon to pay debt service on the SPS PGBT WE Bonds, the SPS CTP Bonds and the TIFIA Loan, and to pay certain budgeted operating expenses, major maintenance expenses and capital expenditures relating to the Special Projects System. The Maximum Available Aggregate Amount represents the aggregate amount TxDOT may be required to advance to pay debt service on the SPS PGBT WE Bonds, the SPS CTP Bonds and the TIFIA Loan, and to pay budgeted operating expenses, major maintenance expenses and capital expenditures relating to the Special Projects System during the term of the Toll Equity Loan. **The revenues of the NTTA System do not secure the Toll Equity Loan and the revenues of the Special Projects System do not secure the Series 2009D Bonds or other bonds or obligations issued under the Trust Agreement. NTTA has the obligation to cover shortfalls in operating expenses, major maintenance expenses and capital expenditures (including construction costs), to the extent not covered by the Toll Equity Loan, from "legally available funds," which, if needed, is expected to be funds held in the Capital Improvement Fund of the NTTA System.**

NTTA could refinance debt related to the Special Projects System as NTTA System debt and make the facilities that are part of the Special Projects System a part of the NTTA System.

RISK FACTORS

The Series 2009D Bonds are special and limited obligations of NTTA payable solely from the Pledged Revenues. The following is a discussion of certain risk factors that should be considered in evaluating an investment in the Series 2009D Bonds. This discussion does not purport to be either comprehensive or definitive. The order in which risks are presented is not intended to reflect either the likelihood that a particular event will occur or the relative significance of such an event. Moreover, there are other risks associated with an investment in the Series 2009D Bonds in addition to those set forth herein.

General

The financial forecasts in this Remarketing Memorandum are based generally upon certain assumptions and projections as to estimated revenues and Operating Expenses. See "**THE TRAFFIC AND REVENUE STUDY**" in **APPENDIX A**. Inevitably, some underlying assumptions and projections used to develop the forecasts will not be realized, and unanticipated events and circumstances may occur. Therefore, the actual results achieved during the forecast periods will vary from the forecasts, and such differences may be material.

Forward-Looking Statements

The statements contained in this Remarketing Memorandum, and in any other information provided by NTTA, that are not purely historical, are forward-looking statements, including statements regarding NTTA's expectations, hopes, intentions, or strategies regarding the future, and the projections in the 2015 T&R Report (as defined in **APPENDIX A**). Readers should not place undue reliance on forward-looking statements. All forward-looking statements included in this Remarketing Memorandum are based on information available to NTTA on the date hereof, and NTTA assumes no obligation to update any such forward-looking statements. NTTA's actual results could differ materially from those discussed in such forward-looking statements.

The forward-looking statements herein are necessarily based on various assumptions and estimates that are inherently subject to numerous risks and uncertainties, including risks and uncertainties relating to the possible invalidity of the underlying assumptions and estimates and possible changes or developments in social, economic, business, industry, market, legal and regulatory circumstances and conditions and actions taken or omitted to be taken by third parties, including customers, suppliers, business partners and competitors, and legislative, judicial and other governmental authorities and officials. Assumptions related to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the control of NTTA. Any such assumptions could be inaccurate and, therefore, there can be no assurance that the forward-looking statements included in this Remarketing Memorandum will prove to be accurate.

The Credit Provider

On each date on which principal of or interest on the Series 2009D Bonds is payable, whether upon redemption, tender or stated maturity, the Trustee is required to draw money under the Letter of Credit (up to the amount available thereunder and in accordance with the terms thereof) in an amount sufficient to pay any principal of and/or interest on the Series 2009D Bonds on such date, and is required to apply such money to pay such principal of and interest when due without further authorization or direction. There can be no assurance that the Bank will have sufficient funds to enable it to honor its commitments under the Letter of Credit. See the captions "**THE SERIES 2009D BONDS — The Bank**" and "**— The Letter of Credit**" herein for further information concerning the Bank and Letter of Credit.

Reinvestment Risk

The Series 2009D Bonds in the Weekly Mode and Daily Mode are subject to optional redemption with only two Business Days' notice prior to the date of redemption or mandatory tender. As a result, holders of the Series 2009D Bonds may have to redeploy their funds in other investments with short notice and at reinvestment returns that may be different than the interest rates on the Series 2009D Bonds being redeemed or tendered.

Rising Interest Rate Risk, Market Disruptions and Reliance on Capital Markets

Substantially increased interest rates could adversely impact the ability of NTTA to remarket or refund certain bonds issued pursuant to the Trust Agreement on their respective tender dates. If NTTA is unable to remarket or refund such bonds on their tender dates, the interest rate on such bonds will increase to rates generally ranging between 8% and 12% per annum, which could have a material adverse effect on NTTA. Further, the failure to obtain replacement credit facilities for the Series 2009D Bonds could require NTTA to refinance the Series 2009D Bonds at substantially higher interest rates. Additionally, the failure to renew or procure new credit facilities for the Series 2009D Bonds could accelerate the amortization of debt service on the Series 2009D Bonds. See the captions "**THE SERIES 2009D BONDS — The Bank**" and "**— The Letter of Credit**" herein for further information concerning the Bank and Letter of Credit.

Credit markets experience substantial disruption from time to time. There can be no assurance as to the timing of any disruption or the extent of any recovery that may be made by the credit markets. NTTA's capital plans include the possibility of raising additional funds through bond financings for various projects. If NTTA is unable to access the credit markets as a result of any such disruption, it is likely to delay the completion of certain projects until such time as the capital markets rebound. The effect of such delays could result in increased costs for such projects and a delay in the receipt of revenues for such projects.

Costs of Construction of Toll Facilities

In projects of the magnitude of the toll facilities developed, operated and improved by NTTA, there is a possibility of time delays and cost increases resulting from (i) design and construction problems and resulting change orders, (ii) environmental litigation or environmental administrative matters, (iii) the unavailability or cost of acquiring right-of-way, (iv) archeological, historic and unidentified subsurface conditions, (v) utility relocation problems, (vi) hazardous materials, (vii) force majeure events, (viii) litigation, or (ix) inflation. As a result, there can be no assurance that the costs of completion for any NTTA toll facilities or improvements to NTTA toll facilities will not exceed current estimates, or that the completion of such projects or improvements to such projects will not be delayed beyond the scheduled completion date. Variations in cost estimates and delays in construction could be material.

There is also a possibility of insolvency or bankruptcy of the contractors during construction. While the contractors will be required to provide performance bonds and payment bonds, there can be no assurance that such bonds will be sufficient to assure timely completion of any NTTA toll facility or improvements under construction. Moreover, if a default occurs under a construction contract by the contractor, there is a possibility of litigation between NTTA and the providers of the performance bonds and payment bonds and/or the contractor, which could further delay construction and the opening of the applicable NTTA toll facility or improvements. Any such delays and/or cost overruns could result in the delay or reduction in the collection of revenues and an increase in costs, thereby making it more difficult for NTTA to generate sufficient revenues to pay principal of and interest on the Series 2009D Bonds and other obligations under the Trust Agreement.

Traffic and Revenue Reports

The revenue forecasts in the traffic and revenue studies are based upon certain assumptions set forth or incorporated therein. See "—**THE TRAFFIC AND REVENUE STUDY**" in **APPENDIX A**. The 2015 T&R Report is not a guarantee of any future events or trends and the forecasts therein are subject to future economic and social conditions and demographic developments that cannot be predicted with certainty. Further, the estimates and assumptions in the 2015 T&R Report are inherently subject to significant economic and competitive uncertainties and contingencies, many of which are beyond the control of NTTA. Failure to achieve or realize any of the assumptions listed in the 2015 T&R Report may have a materially adverse effect upon the net revenues actually realized. Currently, the toll rates in effect on the NTTA System are set at rates that are expected to produce a First Tier debt service coverage ratio of at least 1.50 times in each future year. In 2018, the First Tier debt service coverage ratio is expected to be 1.60 times, the lowest projected level. If there is a decrease in vehicle transactions on the NTTA System or if there is a period of significant inflationary pressure, NTTA's actual First Tier debt service coverage ratio could decline below 1.50 times, which could adversely affect the market value of the Series 2009D Bonds. While NTTA has a goal of maintaining a First Tier debt service coverage ratio of 1.50 times, the Trust Agreement only requires that it maintain a First Tier debt service coverage ratio of 1.35 times. If the First Tier debt service coverage ratio falls below 1.35 times (or such other levels as are specified in the Trust Agreement for First and Second Tier debt or on all debt) NTTA would be required to raise toll rates or reduce expenses to maintain the minimum coverage ratios required by the Trust Agreement. In order to better understand the ramifications of a potential decline in vehicle transactions on the NTTA System, NTTA stressed the results of the 2015 T&R Report for the NTTA System, which stress tests reflected a decline in toll revenues by up to 16.37%. NTTA estimates that it would still maintain a debt service coverage ratio on all outstanding First Tier debt of 1.35 times if toll revenues were to decline by 13.08%, a debt service coverage ratio on all outstanding First Tier and Second Tier debt of 1.20 times if toll revenues were to decline by 11.15%, and a debt service coverage on all outstanding debt (excluding Reserve Maintenance Fund Deposits) of 1.00 times if toll revenues were to decline by 16.37%.

Operating Risks

The ability of NTTA's toll facilities to generate revenues in amounts sufficient to pay debt service on the obligations of NTTA when due will be subject to the risks inherent in the establishment and operation of any toll facility. The ability to repay the obligations of NTTA issued pursuant to the Trust Agreement will be dependent on the volume of traffic that utilizes NTTA's toll facilities and the ability of NTTA and its computer systems to accurately process data. Revenues to be generated through such use will be influenced by numerous factors, including, among other things, the ability to manage toll evasion and toll collection and enforcement practices; the ability to control expenses; the availability of adequately-trained personnel; population, employment and income trends within the region; the congestion on alternative freeways, highways, and streets; time savings experienced by motorists utilizing the toll facilities; the toll rates; the availability and price of fuel; and the construction of new or improved competitive roadways or other transit facilities.

Collection Risks

In 2011, NTTA experienced downward trends in the percentage of total transactions constituting TollTag (as defined in **APPENDIX A**) transactions and in ZipCash (as defined in **APPENDIX A**) revenue recovery on its roadways. In 2012 and 2013, NTTA implemented various improvements to its systems, processes and procedures designed to increase the percentage of TollTag transactions, pursuable ZipCash transactions and ZipCash revenue recovery with positive results. In 2014, NTTA began pursuing collection of unpaid tolls from certain out of state residents, offering contests and loyalty incentives to active TollTag account holders, and imposing increasingly severe penalties on those habitual violators who did not pay tolls after receiving written notice of outstanding amounts due. Any future downward trends in the percentage of total transactions constituting TollTag transactions and/or in ZipCash revenue recovery may have a material adverse effect on the net revenues actually realized from the NTTA System. See "**THE NTTA SYSTEM — Operations — Toll Collection**," "**— Toll Collection Variance**" and "**— Revenue Recovery Assumptions in Traffic and Revenue Study**" in **APPENDIX A**. NTTA also has the ability to raise toll rates or the premium charged on ZipCash transactions to address any revenue shortfalls.

Ability to Maintain or Raise Rates

NTTA may need to raise toll rates in the future above the scheduled toll rate increases under the current toll rate schedule to support its debt service requirements. Although the 2015 T&R Report suggests there is an ability to raise rates further, the effect of any future rate increase is unknown. It is possible that a future increase in rates could result in reduced usage of the NTTA System, resulting in decreased revenues. Additionally, substantial political pressure could result in hesitance by NTTA to raise rates further if needed. Such risk is mitigated as a result of automatic increases in toll rates every two years pursuant to the existing NTTA System toll rate schedule, absent action by NTTA.

Maintenance Costs

Successful operation of the NTTA System will require timely and complete maintenance and replacement of components of the NTTA System. No assurance can be given that sufficient funds will be available to maintain the NTTA System adequately over the long term. Any significant deterioration in the NTTA System may result in increased operating costs and in reduced usage, as well as temporary lane closures, and could adversely affect the amount of funds available to pay debt service on NTTA's obligations.

Motor Fuel Prices and Taxes

There is no assurance that motor fuel will remain in adequate supply or that motor fuel prices and federal and State motor fuel taxes will not increase. Increases in motor fuel pump prices could negatively impact the revenues of NTTA. Additionally, if motor fuel prices increase, it could have a material adverse effect on the economy of the north central Texas region and the revenues of NTTA.

Retaining Walls

In 2010, a portion of a mechanically stabilized earth ("*MSE*") retaining wall located on the westbound main lanes of the PGBT between Kelly Boulevard and Josey Lane in Carrollton, Texas (the "*Kelly Wall*") buckled and NTTA was required to stabilize the wall. NTTA spent $5.3 million to stabilize and repair the wall. No personal injuries resulted from the wall failure. In February 2012, NTTA filed a lawsuit against the general contractor that built the Kelly Wall, and NTTA's construction manager and wall supplier to recoup costs of emergency stabilization, remediation and/or repair work associated with the Kelly Wall failure. The lawsuit recently settled. Pursuant to the settlement, defendants paid NTTA $4 million and agreed to repair the Kelly Wall and six walls in the immediate vicinity of the Kelly Wall and to provide certain additional consideration in an amount currently estimated at under $1 million. Claims remain pending on 13 other PGBT walls in a companion lawsuit.

In response to the MSE retaining wall failure, NTTA engaged a forensic engineering consultant to conduct a further inspection, investigation, and risk analysis of MSE retaining walls constructed along portions of the PGBT (the "*2011 MSE Study*"), which revealed that such walls are vulnerable to failures similar to those experienced with the Kelly Wall.

In March 2010, NTTA engaged an engineering consultant to investigate and recommend stabilization repairs for MSE walls on PGBT at SH 114. Repairs on such walls were made at a cost of approximately $1,566,000.

In December 2012, NTTA engaged an engineering consultant to further investigate and recommend stabilization repairs for at risk MSE walls on PGBT at Gateway and Dickerson that were identified in the 2011 MSE Study. The consultant will provide plans, specifications and estimates ("*PS&E*") for the specific stabilization repair approved by NTTA. Development of the final PS&E for these designs is ongoing. The cost of professional services for this contract is approximately $1,218,652.

In February 2013, NTTA engaged an engineering consultant to further investigate and recommend stabilization repairs for at risk MSE walls on PGBT between Kelly Boulevard and Josey Lane (Walls 301 – 307) that were identified in the 2011 MSE Study. The consultant will provide a PS&E for the specific stabilization repair approved by NTTA. Development of the final PS&E for these designs is ongoing. The cost of professional services for this contract is approximately $2,772,474.

Also in 2013, NTTA engaged two forensic engineering consultants to inspect MSE retaining walls on the DNT and the SRT (the "*2013 DNT/SRT Study*"). The cost of professional services for the 2013 DNT/SRT Study is approximately $1,209,716. In March 2015, NTTA received the results of the 2013 DNT/SRT Study, which identified certain retaining walls that need and others that may need stabilization repairs. NTTA intends to engage engineering consultants to further investigate and to recommend stabilization repairs for such retaining walls identified in the 2013 DNT/SRT Study and to prepare PS&E for specific repairs to be approved by NTTA.

In July 2014, NTTA engaged three engineering consultants to further investigate, recommend stabilization repairs and prepare PS&E for the selected stabilization repair for the remaining 16 PGBT at-risk MSE walls identified in the 2011 MSE Study. The total cost of professional services for these contracts is approximately $2.85 million.

The construction estimate for the stabilization of the walls currently under design is approximately $58 million (PGBT Walls 301 to 307, PGBT Walls at Gateway Drive, and the PGBT Wall A at Dickerson Parkway). The estimate to stabilize the remaining walls covered by the 2011 MSE Study is approximately $18 million, which may increase significantly after the forensic engineering consultants' investigations and stabilization recommendations have been completed. No cost estimates for repair of retaining walls identified in the 2013 DNT/SRT Study have been prepared as of the date of this Remarketing Memorandum as results are too preliminary. NTTA has designated $76.8 million from the Capital Improvement Fund for the stabilization and strengthening of existing MSE retaining walls along the PGBT, DNT and SRT over the 2015-2019 period.

NTTA has determined that a small segment of the PGBT WE utilizes MSE retaining walls that were constructed using similar soils to the MSE retaining wall that failed on the NTTA System. NTTA has not engaged a forensic engineering consultant to inspect the MSE retaining walls on the Special Projects System.

No walls other than the ones described above are under study or inspection. The estimated professional services and construction costs described above with respect to the retaining walls are included in NTTA's multi-year NTTA System capital improvement plan. There can be no assurance that such costs net of legal recoveries will not exceed current estimates, and variations in cost estimates could be material.

Limitation and Enforceability of Remedies

Limitation of Remedies under the Trust Agreement.

The remedies available to owners of the Series 2009D Bonds upon an event of default under the Trust Agreement are limited to the seeking of specific performance in a writ of mandamus or other suit, action or proceeding compelling and requiring NTTA and its officers to observe and perform any covenant, condition or obligation prescribed in the Trust Agreement. The enforcement of the remedy of mandamus may be difficult and time consuming. No assurance can be given that a mandamus or other legal action to enforce a default under the Trust Agreement would be successful. Even if a judgment against NTTA could be obtained, it could not be enforced by direct levy and execution against NTTA's property. Owners do not have the right to have the maturity of the Series 2009D Bonds accelerated as a remedy in the event of a default by NTTA.

Under current State law NTTA may waive sovereign immunity from suit or liability for the purpose of adjudicating a claim to enforce an obligation issued or incurred (including credit agreements entered into) under Chapter 1371 of the Texas Government Code, such as the Series 2009D Bonds, or for damages for breach of such obligation. **NTTA HAS NOT AGREED TO WAIVE SOVEREIGN IMMUNITY UNDER THE TRUST AGREEMENT**. However, State courts have held that mandamus proceedings such as those discussed in the preceding paragraph are not prohibited by sovereign immunity. See "**SUMMARY OF CERTAIN PROVISIONS OF THE RESOLUTION AND THE TRUST AGREEMENT**" in **APPENDIX D**.

Enforceability of Remedies.

The remedies available under the Trust Agreement are in many respects dependent upon regulatory and judicial actions that are often subject to discretion and delay. Under existing law, such remedies may not be readily available. In addition, enforcement of such remedies (i) may be subject to general principles of equity which may permit the exercise of judicial discretion, (ii) are subject to the exercise in the future by the State and its agencies and political subdivisions of the police power inherent in the sovereignty of the State, and (iii) are subject to the exercise by the United States of the powers delegated to it by the federal Constitution.

The enforceability of the rights and remedies of registered owners of the Series 2009D Bonds may be limited by laws now or hereafter in effect relating to bankruptcy, reorganization or other similar laws of general application affecting the rights of creditors of political subdivisions such as NTTA. If NTTA were allowed to proceed voluntarily under Chapter 9 of the United States Bankruptcy Code, it could file a plan for an adjustment of its debts. If such a plan were confirmed by the bankruptcy court, it could, among other things, affect registered owners by reducing or eliminating the amount of indebtedness, deferring or rearranging the debt service schedule, reducing or eliminating the interest rate, modifying or abrogating collateral or security arrangements, substituting (in whole or in part) other securities, and otherwise compromising and modifying the rights and remedies of the registered owners' claims against NTTA.

The various legal opinions to be delivered concurrently with the delivery of the Series 2009D Bonds will be qualified to the extent that the enforceability of certain legal rights related to the Series 2009D Bonds is subject to limitations imposed by bankruptcy, reorganization, insolvency or other similar laws affecting the rights of creditors generally and by equitable remedies and proceedings generally.

Clean Air Act Non-Attainment and Conformity Risk; NEPA Environmental Litigation Risk

The air quality provisions of the Clean Air Act, 42 U.S.C. §7401 et seq., as amended ("*CAA*"), and the transportation planning provisions of Title 23 and Title 49 of the United States Code, are intended to ensure that integrated transportation and air quality planning occur in those areas designated by the United States Environmental Protection Agency ("*EPA*") as non-attainment areas.

The CAA requires the EPA to set National Ambient Air Quality Standards ("*NAAQS*") for widespread pollutants from numerous and diverse sources considered harmful to public health and the environment. The CAA establishes two types of National Air Quality Standards: Primary Standards set limits to protect public health, including the health of "sensitive" populations; Secondary Standards set limits to protect public welfare, including protection against visibility impairment, damage to animals, crops, vegetation, and buildings. The CAA requires periodic review of the science upon which the standards are based and the standards themselves.

NAAQS have been set for pollutants: Ozone, Carbon Monoxide, Particulate Matter, Sulfur Dioxide, Nitrogen Oxides, and Lead. An area in which one or more of the six regulated pollutants exceeds the NAAQS is designated as a "non-attainment" area, based on the area's failure to attain compliance with NAAQS for any particular pollutant. On April 15, 2004, EPA designated a nine-county area as non-attainment under the 8-hour NAAQS for ozone proposed in 1997, which became effective June 15, 2004 ("*1997 Ozone Standard*"). The nine-county area includes Collin, Dallas, Denton, Ellis, Johnson, Kaufman, Parker, Rockwall and Tarrant Counties ("*DFW Non-Attainment Area*"). The 1997 Ozone Standard of 84 parts per billion ("*ppb*") was lowered to 75 ppb in 2008 and Wise County was added as part of the DFW Non-Attainment Area in 2012 ("*2008 Ozone Standard*"). EPA then began the rulemaking process to reconsider the 75 ppb ozone standard. In January 2010, EPA proposed lowering the ozone standard to a level between 60 and 70 ppb. On September 2, 2011, President Obama requested that EPA delay finalizing a new ozone standard until 2013. Recently, EPA proposed lowering the 2008 Ozone Standard to a level between 65 and 70 ppb. A final decision by EPA on whether to lower the existing standard is not expected until late 2015. What effect, if any, EPA's revisiting of the 8-hour ozone standard will have on the DFW Non-Attainment Area cannot be determined at this time.

Transportation projects, including those of NTTA, must comply with and conform to the CAA. Although the area is currently designated non-attainment for ozone under the 2008 Ozone Standard, voluntary pollution reduction efforts made in the area have kept the Area's transportation projects, including NTTA's projects, in compliance and conformity with the CAA.

Should the DFW Non-Attainment Area fail to achieve attainment, or should the DFW Non-Attainment Area fail to satisfy the then effective CAA State Implementation Plan ("*SIP*") (for non-attainment or otherwise), or for any other reason should a lapse in conformity with the Clean Air Act occur, the DFW Non-Attainment Area may be subjected to sanctions pursuant to section 179 of the CAA. Under such circumstances, the Texas Commission on Environmental Quality would be required under the CAA to submit to EPA a new SIP under the CAA for the area. Due to the complexity of the non-attainment/conformity analysis, the status of EPA's implementation of its 8-hour standard, and the incomplete information surrounding any SIP requirements for areas designated non-attainment under the 8-hour standard, the exact nature of sanctions or any potential SIP for the DFW Non-Attainment Area is currently unknown. Nevertheless, it is possible that all or some of the transportation control measures available as sanctions under the CAA may be imposed. The CAA also provides for mandatory sanctions, including the suspension of highway funding, should the State fail to submit a proper SIP, or associated submissions, fail to revise or implement a SIP, or fail to comply with an existing SIP. Subject to certain exceptions, if the DFW Non-Attainment Area falls out of conformity and the mandatory highway funding suspension sanction is implemented, the Secretary of Transportation may be prohibited from approving or awarding transportation projects or grants within the area failing to conform to the CAA.

NTTA's existing toll facilities should not be directly affected by a lapse in conformity or non-attainment sanctions. The Mobility 2035: The Metropolitan Transportation Plan (the "*MTP*") was approved by the RTC in 2011 and received a favorable air quality conformity determination from the U.S. Department of Transportation. The MTP was updated in 2013 (the "*MTP 2013 Update*") and the MTP 2013 Update was approved by the RTC on June 13, 2013. The RTC approved an amendment to the MTP (the "*MTP 2014 Amendment*") in November 2014. The MTP 2014 Amendment did not change any regional demographic assumptions included in the MTP 2013 Update, but did change certain regional transportation project assumptions. As a result of the MTP 2013 Update, a new air quality conformity analysis was performed. A favorable air quality conformity determination based upon the 2013 Update was received from the U.S. Department of Transportation on July 19, 2013. NTTA's toll facilities are included in the MTP, the MTP 2013 Update and the MTP 2014 Amendment.

It is possible that non-attainment, a lapse in conformity under the CAA, or other environmental issues may result in litigation involving injunctive or other relief that could delay or increase the cost of the construction of improvements or additions to, or adversely impact the operation of, the NTTA System. Litigation under the National Environmental Policy Act or other state or federal environmental laws may also result in injunctive or other relief that could delay or increase the cost of construction of improvements or additions to, or adversely impact the operation of, the NTTA System. See "**— Obligation to Fund Shortfalls Relating to Special Projects System**," and "**— Costs of Construction of Toll Facilities**."

Continuing Disclosure Obligations

In connection with the issuance of the Series 2009D Bonds and other previously issued obligations, NTTA has agreed to file continuing disclosure information on an ongoing basis. Any failure by NTTA to comply with its continuing disclosure obligations may adversely affect the liquidity of the Series 2009D Bonds and their market price in the secondary market.

Swap Transaction Risks

NTTA entered into interest rate swap transactions (the "*Swap Transactions*") under the Trust Agreement with a collective outstanding notional amount of $178,290,000 pursuant to ISDA Master Agreements dated and effective as of August 20, 2004 (the "*ISDA Master Agreements*") with Citibank N.A., New York and JPMorgan Chase Bank, successor to Bear Stearns Financial Products Inc., (the "*Swap Providers*"). NTTA may enter into additional interest rate exchange agreements. As with any derivative transaction, NTTA is exposed to certain risks, including basis risk under the Swap Transactions as the variable rate received under the ISDA Master Agreements will not perfectly match the variable rate paid on the variable rate bonds intended to be hedged by such Swap Transactions.

Each of the ISDA Master Agreements may be terminated by NTTA if the respective counterparty does not maintain a credit rating of least "Baa3" by Moody's or "BBB-" by S&P. As of the date hereof, the Swap Providers respective ratings by Moody's and S&P are as follows: Citibank N.A., New York, "A2"/"A" and JPMorgan Chase Bank, "Aa3"/"A+."

Under certain credit related circumstances, NTTA or the respective Swap Providers may terminate their respective obligations under the ISDA Master Agreements, and such termination may result in the payment of a settlement amount by NTTA or the respective Swap Provider to the other party. The amount of any termination would be determined at the time of the termination of the ISDA Master Agreements. If NTTA were to become obligated to make a termination payment under an ISDA Master Agreement, such obligation could be material in the period in which the amount is required to be paid. See "**— Rising Interest Rate Risk, Market Disruptions and Reliance on Capital Markets**."

In addition to the foregoing, the Swap Transactions were insured by Financial Guaranty Insurance Company ("*FGIC*"). Pursuant to the interest rate exchange agreement with JPMorgan Chase Bank if FGIC's rating is below "A-" by S&P or "A3" by Moody's and NTTA's First Tier Bonds are rated below "A-" by S&P or "A3" by Moody's, NTTA will be obligated to post collateral in an amount equal to the swap termination payment amount owed by NTTA to JPMorgan Chase Bank. The collateral posting requirement could have a negative impact on NTTA's liquidity position. While FGIC's ratings have been withdrawn, NTTA's ratings on its First Tier Bonds are "A2" by Moody's and "A-" by S&P and so NTTA has no obligation to post collateral at this time.

Additional Obligations

There is no restriction on NTTA's ability to enter into additional hedging arrangements or to issue additional bonds (except for the satisfaction of the additional debt test contained in the Trust Agreement). The execution of such hedging arrangements and the issuance of such additional bonds could adversely affect the ability of NTTA to repay the Series 2009D Bonds.

Obligation to Fund Shortfalls Relating to Special Projects System

Under the terms of the TELA entered into between NTTA and TxDOT, NTTA is obligated to fund any construction cost over-runs from assets of NTTA that are not a part of the Special Projects System trust estate. In addition, to the extent annual operating expenses, major maintenance expenses and capital expenditures relating to the Special Projects System either (i) exceed the budgeted amounts and are not paid out of the Special Projects System revenues or (ii) exceed prescribed standards, NTTA is responsible for paying such amounts from assets that are not a part of the Special Projects System trust estate. Funding any of such shortfalls is likely to come from revenues generated by the NTTA System and payment of such costs could have a material adverse effect on NTTA.

Obligation to Pay for Video Tolls under Tolling Services Agreements Prior to Collection

Under the terms of the Tolling Services Agreements between NTTA and the developers of the IH 635 Project (as defined in **APPENDIX A**) and the NTE Segment 1/2W Project (as defined in **APPENDIX A**), NTTA has agreed to pay such developers an amount equal to the transponder toll for each video transaction (NTTA retains all collected video toll premiums), less its fee, within two business days after the date the video transaction has been properly transmitted to NTTA. Until the tolls for such video transactions are collected, the funding of the payments to such developers for such tolls will come from funds in the NTTA Enterprise Fund to the extent funds are available therein, and thereafter, could come from the NTTA System Capital Improvement Fund. The funding of such payments from such sources could have a material adverse effect on NTTA. NTTA experienced downward trends in 2011 for video tolls (known as "ZipCash") revenue recovery on its roadways. Beginning in 2012, NTTA began implementing various improvements to its systems, processes and procedures designed to increase the percentage of TollTag transactions, pursuable ZipCash transactions, and ZipCash revenue recovery, which is continuing to yield positive results. NTTA intends to continue to review and implement additional improvements in these areas. NTTA also has the ability under the Tolling Services Agreements to raise the premium charged on video toll transactions to cover its costs and to reflect the collection risks for video tolls. Any future downward trends in the percentage of total transactions constituting TollTag transactions, pursuable ZipCash transactions and/or ZipCash revenue recovery may have a material adverse effect on NTTA's ability to fully recover its payments for ZipCash transactions to developers under the Tolling Services Agreements and its costs to collect revenue attributable to the ZipCash transactions. See "**THE NTTA SYSTEM — Operations — Toll Collection**" and "**— Toll Collection Variance**." See "**TOLLING SERVICES AGREEMENTS**" in **APPENDIX A**.

Risks Relating to Build America Bonds

NTTA previously issued certain of its bonds under the Trust Agreement as "Build America Bonds." NTTA elected to receive a subsidy payment from United States Treasury equal to 35% of the taxable interest NTTA pays on such bonds. In order to receive the subsidy, NTTA is required to make certain filings with the Internal Revenue Service. If NTTA fails to make the required filings, it will not be eligible to receive the subsidy payments. Additionally, the proceeds of "Build America Bonds" have a number of limitations on their use. If NTTA were to use the proceeds of such bonds for expenditures other than capital expenditures, reasonably required reserve funds and costs of issuance, such bonds would not be eligible for the subsidy payments. Additionally, the federal government can refuse to pay subsidy payments to offset amounts owed by NTTA to the federal government. It is also possible that the subsidy payments could be reduced or eliminated as a result of a change in law. Any reduction or loss of the subsidy payments could have a material adverse effect on NTTA.

Under the Sequestration Transparency Act of 2012 ("*STA*"), when Congress failed to enact legislation to reduce the federal deficit by $1.2 trillion, as required by the Budget Control Act of 2011, the STA automatically triggered large scale cuts in the federal budget (the "*Sequestration Cuts*"). The STA went into effect January 2, 2013. On September 13, 2012, the United States Office of Management and Budget issued a report (the "*OMB Report*"), as required by the STA, detailing the effects of sequestration for the federal fiscal year ending September 30, 2013. The Report provides estimates of the STA's impact on more than 1,200 budget accounts necessary to achieve the required reductions of the STA. According to the OMB Report, subsidy payments authorized for the issuers of Build America Bonds were cut by 7.6% as of March 1, 2013, for federal fiscal year ending September 30, 2013. On February 15, 2014, the federal Bipartisan Budget Act of 2013 was amended to, among other things, extend the planned Sequestration Cuts to 2024. For federal fiscal year ending September 30, 2014, the IRS established a 7.2% Sequestration Cut for Build America Bonds. For federal fiscal year 2015, the IRS established a 7.3% sequestration cut for Build America Bonds, which rate will be applied from October 1, 2014 until September 30, 2015, absent intervening Congressional action. For federal fiscal year 2016, the IRS has announced a 6.8% sequestration cut for Build America Bonds, which rate will be applied from October 1, 2015 until September 30, 2016, absent intervening Congressional action, at which time the sequestration rate is subject to change. NTTA has issued its Series 2009B Bonds and Series 2010B Subordinate Lien Bonds as direct payment Build America Bonds. In 2013, NTTA was scheduled to receive $19,398,225 in subsidy payments on the Series 2009B Bonds and $9,579,850 in subsidy payments on the Series 2010B Subordinate Lien Bonds, for total subsidy payments of $28,978,075. Due to sequestration, NTTA received $2,303,757 less than it was scheduled to receive in 2013. In 2014, NTTA was scheduled to receive $19,398,225 in subsidy payments on the Series 2009B Bonds and $9,579,850 in subsidy payments on the Series 2010B Subordinate Lien Bonds, for total subsidy payments of $28,978,075. Due to sequestration, NTTA received $2,100,910 less than it was scheduled to receive in 2014. In 2015, NTTA is scheduled to receive $19,398,225 in subsidy payments on the Series 2009B Bonds and $9,579,850 in subsidy payments on the Series 2010B Subordinate Lien Bonds, for total subsidy payments of $28,978,950. Due to sequestration, NTTA anticipates receiving $2,115,399 less than it is scheduled to receive in 2015. In 2016, NTTA is scheduled to receive $19,398,225 in subsidy payments on the Series 2009B Bonds and $9,579,850 in subsidy payments on the Series 2010B Subordinate Lien Bonds, for total subsidy payments of $28,978,075. Due to sequestration, NTTA anticipates receiving $1,970,509 less than it is scheduled to receive in 2016. NTTA calculates its debt service and debt service coverage net of the direct subsidy payments NTTA expects to receive for the Series 2009B Bonds and Series 2010B Subordinate Lien Bonds. See "**PRO FORMA DEBT SERVICE REQUIREMENTS**."

Future and Proposed Tax Legislation

Tax legislation, administrative actions taken by tax authorities or court decisions, whether at the Federal or state level, may adversely affect the tax-exempt status of interest on the Series 2009D Bonds under Federal or state law and could affect the market price or marketability of the Series 2009D Bonds. Any such proposal could limit the value of certain deductions and exclusions, including the exclusion for tax-exempt interest. The likelihood of any such proposal being enacted cannot be predicted. Prospective purchasers of the Series 2009D Bonds should consult their own tax advisors regarding the foregoing matters.

Pending Legislation

The Texas Legislature is currently in session for its 84th Regular Session (the "*Regular Session*"), which ends on June 1, 2015. While in session, the Texas Legislature may consider bills which could have a direct impact on NTTA and its operations. NTTA makes no representations or predictions concerning the substance or effect of any legislation that may be proposed and ultimately passed in the Regular Session or any special session that may convene after the end of the Regular Session, or how any such legislation would affect the financial condition of NTTA or its operations. The Texas constitution prohibits the Texas Legislature from enacting a law impairing any entity's obligations under existing contracts, which would include the Trust Agreement and the Resolution.

Cyber-Attack Security

Computer hacking, cyber-attacks, or other malicious activities could disrupt NTTA's services. Further, security breaches such as leakage, or loss of confidential or proprietary data and failure or disruption of information technology systems could materially and adversely affect NTTA's reputation, which could lead to significant capital outlays and decreased performance that insurance may not cover. To mitigate these risks, NTTA has increased its threat monitoring and security measures. NTTA does not believe it has experienced any cyber security breaches.

LITIGATION AND INVESTIGATIONS

On the Conversion Date for the Series 2009D Bonds, NTTA will execute and deliver to the Remarketing Agent a certificate to the effect that no litigation of any nature has been filed or is pending as of such date seeking to restrain or enjoin the remarketing of the Series 2009D Bonds or which would affect the provisions made for their payment or security, or in any manner questions the validity of the Series 2009D Bonds.

As of the date of this Remarketing Memorandum, NTTA is not a party to any litigation, claim or other proceeding pending or, to its knowledge, threatened, in any court, agency, or other administrative body (either state or federal) which, if decided adversely to NTTA, could have a material adverse effect on the financial condition or operations of NTTA or the NTTA System.

Notwithstanding the foregoing, NTTA is a defendant in a class action lawsuit alleging that NTTA exceeded its legal authority in assessing administrative fees to toll road violators under a statutory provision that was no longer effective beginning September 1, 2011. If the plaintiffs were to succeed in the litigation, NTTA believes that the maximum damages would be less than $25 million. A trial date has been set for September 6, 2016.

Beginning in October 2011, the Federal Bureau of Investigation (the "*FBI*") interviewed several officials of NTTA regarding knowledge the officials had concerning the conduct of certain current and former Board members, including possible conflicts of interests pertaining to NTTA business. NTTA has no reason to believe that it is the target of the investigation or that the investigation will materially adversely affect the operations or financial condition of NTTA or the transactions contemplated by the Resolution, the Trust Agreement and this Remarketing Memorandum, or would adversely affect the validity or enforceability of the Resolution, the Trust Agreement or the Series 2009D Bonds. The investigation is ongoing and NTTA is cooperating fully with the FBI. There can be no assurance that the investigation will be limited to the matters described above or that NTTA will not become a target at a later date.

TAX MATTERS

Original Opinion

On the date of initial delivery of the Series 2009D Bonds, McCall, Parkhurst & Horton L.L.P. and Mahomes Bolden PC (formerly known as Mahomes Bolden Warren Sigmon PC) ("*Co-Bond Counsel*") rendered their opinion with respect to the Series 2009D Bonds that, in accordance with statutes, regulations, published rulings and court decisions existing on the date thereof ("*Existing Law*"), for federal income tax purposes interest on the Series 2009D Bonds (a) would be excludable from the "gross income" of the holders thereof and (b) would not be includable in the owner's alternative minimum taxable income under section 55 of the Internal Revenue Code of 1986 (the "*Code*"). On August 1, 2012, Co-Bond Counsel rendered their opinion that the conversion and the remarketing of the Series 2009D Bonds into the flexible interest rate mode on such date would not, in and of itself, adversely affect the exclusion of interest on the Series 2009D Bonds from gross income of the owners thereof for federal income tax purposes. Except as stated above, Co-Bond Counsel expressed no opinion as to any other federal, state or local tax consequences of the purchase, ownership or disposition of the Series 2009D Bonds.

Conversion Opinion

Upon the conversion into the Weekly Mode and remarketing of the Series 2009D Bonds, Co-Bond Counsel will each render their opinion to the effect that the conversion into the Weekly Mode and remarketing of the Series 2009D Bonds will not, in and of itself, adversely affect the exclusion of the interest on the Series 2009D Bonds from the gross income of the owners of the Series 2009D Bonds for federal income tax purposes.

Except as stated above, Co-Bond Counsel will express no opinion as to any other federal, state or local tax consequences of acquiring, carrying, owning or disposing of the Series 2009D Bonds. In particular, but not by way of limitation, Co-Bond Counsel will not affirm, repeat or otherwise republish any opinion that was rendered at the time of the initial delivery of the Series 2009D Bonds relating to the qualification of the Series 2009D Bonds as obligations described in section 103 of the Code, the excludability of interest payable thereon from the gross income of the owners of the Series 2009D Bonds or the treatment of the Series 2009D Bonds under section 55 of the Code.

In rendering their opinion, Co-Bond Counsel relied upon (a) certain information and representations of NTTA, including information and representations contained in NTTA's federal tax certificate, (b) covenants of NTTA contained in the then existing Resolution relating to certain matters, including arbitrage and the use of the proceeds of the Series 2009D Bonds and the property financed or refinanced therewith, and (c) the verification report prepared by Grant Thornton LLP in connection with the Series 2009D Bonds. Although it was expected that the Series 2009D Bonds would qualify as tax-exempt, the status of the Series 2009D Bonds could be affected by future events. However, future events beyond the control of NTTA, as well as the failure to observe the aforementioned representations or covenants, could cause the interest on the Series 2009D Bonds to become includable in gross income retroactively to the date of issuance of the Series 2009D Bonds.

The Code and the regulations promulgated thereunder contain a number of requirements that must be satisfied subsequent to the issuance of the Bonds in order for interest on the Bonds to be, and to remain, excludable from gross income for federal income tax purposes. Failure to comply with such requirements may cause interest on the Bonds to be included in gross income retroactively to the date of issuance of the Bonds. The opinion of Co-Bond Counsel is conditioned on compliance by NTTA with such requirements and the representations and covenants described in the previous paragraph, and Co-Bond Counsel has not been retained to monitor compliance with these requirements subsequent to the issuance of the Bonds.

Co-Bond Counsel's opinion represents their legal judgment based upon their review of Existing Law and reliance on the aforementioned information, representations and covenants. Co-Bond Counsel's opinion is not a guarantee of a result. Existing Law is subject to change by the Congress and to subsequent judicial and administrative interpretation by the courts and the United States Department of the Treasury. There can be no assurance that Existing Law or the interpretation thereof will not be changed in a manner, which would adversely affect the tax treatment of the purchase, ownership or disposition of the Series 2009D Bonds.

A ruling was not sought from the Internal Revenue Service by NTTA with respect to the Series 2009D Bonds or property financed with the proceeds of the Series 2009D Bonds. No assurances can be given as to whether or not the Internal Revenue Service will commence an audit of the Series 2009D Bonds, or as to whether the Internal Revenue Service would agree with the opinion of Co-Bond Counsel. If an audit is commenced, under current procedures the Internal Revenue Service is likely to treat NTTA as the taxpayer and the Bondholders may have no right to participate in such procedure. No additional interest will be paid upon any determination of taxability.

Alternative Minimum Tax Treatment for Corporations

At the time of delivery of the Series 2009D Bonds, Co-Bond Counsel rendered their opinion that, as of the date thereof, interest on the Series 2009D Bonds would not be includable in the owner's alternative minimum taxable income under section 55 of the Code. In the conversion opinions, Co-Bond Counsel have noted that the interest after the date of conversion will be includable in the adjusted current earnings of corporations under section 56(g) of the Code. Investors should consult their own tax advisors concerning the federal income tax implications thereof.

Collateral Federal Income Tax Consequences. The following discussion is a summary of certain collateral federal income tax consequences resulting from the purchase, ownership or disposition of the Series 2009D Bonds. This discussion is based on existing statutes, regulations, published rulings and court decisions, all of which are subject to change or modification, retroactively.

The following discussion is applicable to investors, other than those who are subject to special provisions of the Code, such as financial institutions, property and casualty insurance companies, life insurance companies, individual recipients of Social Security or Railroad Retirement benefits, individuals allowed an earned income credit, certain S corporations with Subchapter C earnings and profits, foreign corporations subject to the branch profits tax, tax payers qualifying for the health insurance premium assistance credit and taxpayers who may be deemed to have incurred or continued indebtedness to purchase tax-exempt obligations.

THE DISCUSSION CONTAINED HEREIN MAY NOT BE EXHAUSTIVE. INVESTORS, INCLUDING THOSE WHO ARE SUBJECT TO SPECIAL PROVISIONS OF THE CODE, SHOULD CONSULT THEIR OWN TAX ADVISORS AS TO THE TAX TREATMENT WHICH MAY BE ANTICIPATED TO RESULT FROM THE PURCHASE, OWNERSHIP AND DISPOSITION OF TAX-EXEMPT BONDS BEFORE DETERMINING WHETHER TO PURCHASE THE SERIES 2009D BONDS.

Interest on the Series 2009D Bonds will be includable as an adjustment for "adjusted current earnings" to calculate the alternative minimum tax imposed on corporations by section 55 of the Code.

Under section 6012 of the Code, holders of tax-exempt obligations, such as the Series 2009D Bonds, may be required to disclose interest received or accrued during each taxable year on their returns of federal income taxation.

State, Local, and Foreign Taxes. Investors should consult their own tax advisors concerning the tax implications of the purchase, ownership, or disposition of the Series 2009D Bonds under applicable state or local laws. Foreign investors should also consult their own tax advisors regarding the tax consequences unique to investors who are not United States persons.

REMARKETING

The Series 2009D Bonds are being remarketed by the Remarketing Agent at a price of par pursuant to a Mode Conversion Agreement. The obligation of the Remarketing Agent to remarket the Series 2009D Bonds is subject to various conditions contained in the Mode Conversion Agreement.

The Remarketing Agent and its affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing and brokerage services. The Remarketing Agent has, from time to time, performed, and may in the future perform, various investment banking services for NTTA, for which it received or will receive customary fees and expenses

RBC Capital Markets, LLC is acting as the remarketing agent for the Series 2009D Bonds after the conversion to the Weekly Mode. Royal Bank of Canada is the provider of the Letter of Credit securing the Series 2009D Bonds.

RBC Capital Markets, LLC also currently serves as NTTA's consultant, providing Public Private Partnership (P3)/Project Consultant Services. Such consultant services are unrelated to the Bonds and RBC Capital Markets, LLC is separately compensated for such consultant services.

In the ordinary course of their business activities, the Remarketing Agent and its affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities, which may include credit default swaps) and financial instruments (including bank loans) for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments. Such investment and securities activities may involve securities and instruments of NTTA.

The Remarketing Agent and its affiliates may also communicate independent investment recommendations, market color or trading ideas and/or publish or express independent research views in respect of such assets, securities or instruments and may at any time hold, or recommend to clients that they should acquire, long and/or short positions in such assets, securities and instruments.

RATINGS

The Series 2009D Bonds have received long and short term ratings of AAA/A-1+ from S&P and Aa1/VMIG1 from Moody's. The ratings from S&P are based on the application of S&P's joint criteria using low correlation between the underlying rating for the Series 2009D Bonds and the Letter of Credit provided by the Bank. The long-term rating from Moody's is based on the Letter of Credit provided by the Bank, the underlying rating of the Series 2009D Bonds, as well as the correlation level between the Bank and the pledge of revenues by NTTA. The short term rating from Moody's is based on the credit quality of the Bank. An explanation of the significance of each rating may be obtained from the company furnishing the rating. The ratings reflect only the views of such companies at the time such ratings are given, and NTTA makes no representation as to the appropriateness of the ratings. There is no assurance that such ratings will continue for any given period of time or that they will not be revised downward or withdrawn entirely by such companies, if in the judgment of such companies, circumstances so warrant. Any such downward revision or withdrawal of any rating may have an adverse effect on the market price of the Series 2009D Bonds.

LEGAL MATTERS

In connection with the original issuance of the Series 2009D Bonds, McCall, Parkhurst & Horton L.L.P., Dallas, Texas, Co-Bond Counsel to NTTA and Mahomes Bolden PC (formerly known as Mahomes Bolden Warren Sigmon PC), Dallas, Texas, Co-Bond Counsel to NTTA rendered the opinion described herein under the caption "**TAX MATTERS — Original Opinion**", which included an opinion as to the exclusion from gross income of the interest on the Series 2009D Bonds for federal income tax purposes. On August 1, 2012, Co-Bond Counsel rendered their opinion that the conversion and remarketing of the Series 2009D Bonds into the flexible interest rate mode on such date would not, in and of itself, adversely affect the exclusion of interest on the Series 2009D Bonds from gross income for federal income tax purposes. On the Conversion Date, McCall, Parkhurst & Horton L.L.P. and Mahomes Bolden PC will each render an opinion to the effect that the conversion into the Weekly Mode and the remarketing of the Series 2009D Bonds will not, in and of itself, adversely affect the exclusion of the interest on the Series 2009D Bonds from the gross income of the owners of the Series 2009D Bonds for federal income tax purposes.

While Co-Bond Counsel is not passing upon and does not assume any responsibility for the accuracy, completeness or fairness of the statements contained in the Remarketing Memorandum, and has not undertaken independently to verify any of the information contained herein, in their capacity as Co-Bond Counsel, such firms have reviewed the information in this Remarketing Memorandum appearing under the captions and subcaptions "**PLAN OF FINANCE — Series 2009D Bonds Conversion and Remarketing,**" "**THE SERIES 2009D BONDS**," (excluding the information under the subcaptions "**Special Considerations Relating to the Series 2009D Bonds**," "**The Bank**" and "**The Letter of Credit**" as to which no opinion will be expressed), "**GENERAL INFORMATION REGARDING THE SERIES 2009D BONDS**" (excluding the information under the subcaption "**Book-Entry-Only System**," as to which no opinion will be expressed), "**SOURCES OF PAYMENT AND SECURITY FOR THE SERIES 2009D BONDS**," "**TAX MATTERS**," "**LEGAL MATTERS**," "**REGISTRATION AND QUALIFICATION OF SERIES 2009D BONDS**" "**LEGAL INVESTMENTS IN TEXAS**," and "**CONTINUING DISCLOSURE OF INFORMATION**" (except under the subcaption "**Compliance with Other Undertakings**," as to which no opinion will be expressed) and **APPENDIX D**, and such firms are of the opinion that the information contained under such captions and subcaptions is an accurate and fair description of the laws and legal issues addressed therein and, with respect to the Series 2009D Bonds, such information conforms to the Resolution and the Trust Agreement. CDM Smith, the Traffic Engineers, has reviewed the information contained in "**APPENDIX A — THE NTTA SYSTEM — Operations** — Revenue Recovery Assumptions in Traffic and Revenue Study" and "— **THE TRAFFIC AND REVENUE STUDY**" and has found that such statements therein are true, correct and complete in all material respects and do not omit any material fact, which in their opinion should be included or referred to therein so as to make the information or statements made therein not misleading. CDM Smith has also reviewed the March 2014 Study, the October 2014 Update, and the March 2015 Bringdown Letter incorporated by reference herein and found that nothing has come to their attention that would cause them to believe that the March 2014 Study, the October 2014 Update, or the March 2015 Bringdown Letter is or was inaccurate in any material respect. Atkins North America, the Consulting Engineers, have reviewed the information contained in "**ESTIMATED TOLL REVENUES, EXPENSES, OTHER INCOME AND ESTIMATED DEBT SERVICE COVERAGE**" and in "**APPENDIX A — THE NTTA SYSTEM,**" "**— OTHER POTENTIAL PROJECTS (ON SYSTEM AND OFF SYSTEM),**" "**— THE SPECIAL PROJECTS SYSTEM**" "**— STATE HIGHWAY 360 PROJECT**" and "**— ENGINEERING REPORTS AND PROGRESS REPORTS**" and has found that such statements therein are true, correct and complete in all material respects and do not omit any material fact, which in their opinion should be included or referred to therein so as to make the information or statements made therein not misleading. Locke Lord LLP, Outside General Counsel, has reviewed the information contained in "**RISK FACTORS — Clean Air Non-Attainment and Conformity Risk; NEPA Environmental Litigation Risk**" and "**LITIGATION AND INVESTIGATIONS**" and "**APPENDIX A — INTRODUCTION AND OVERSIGHT,**" "**— GOVERNMENT AND MANAGEMENT,**" "**— THE NTTA SYSTEM,**" "**OTHER POTENTIAL PROJECTS (ON SYSTEM AND OFF SYSTEM),**" "**— TOLLING SERVICES AGREEMENTS,**" "**— THE SPECIAL PROJECTS SYSTEM,**" and "**— STATE HIGHWAY 360 PROJECT**" (other than any financial or statistical data or biographies contained therein) and has found that such statements made therein are a fair and accurate summary of the matters set forth therein and are true and correct in all material respects.

The payment of certain legal fees to Co-Bond Counsel in connection with the remarketing of the Series 2009D Bonds is contingent on the remarketing of the Series 2009D Bonds. Co-Bond Counsel has been engaged by, and only represents, NTTA. On the Conversion Date, certain legal matters will be passed upon for NTTA by Locke Lord LLP, Dallas, Texas, General Counsel for NTTA and certain legal matters will be passed upon for the Remarketing Agent by Winstead PC, Austin, Texas and West & Associates, L.L.P., Dallas, Texas, Co-Counsel for the Remarketing Agent. The payment of legal fees to Co-Counsel for the Remarketing Agent in connection with the remarketing of the Series 2009D Bonds is contingent on the remarketing of the Series 2009D Bonds.

INDEPENDENT AUDITOR

The financial statements of NTTA's North Texas Tollway Authority System Enterprise Fund, as of December 31, 2013, and for the year then ended, included in **APPENDIX B-1** to this Remarketing Memorandum, have been audited by Crowe Horwath LLP, independent auditors, as stated in its report appearing in **APPENDIX B-1**. The audit report refers to certain supplementary information that is not a required part of the basic financial statements, some of which is unaudited.

Crowe Horwath LLP has not been engaged to perform and has not performed, since the date of its report included in **APPENDIX B-1**, any procedures on the financial statements addressed in that report.

The financial statements of NTTA's North Texas Tollway Authority System Enterprise Fund, as of December 31, 2014, and for the year then ended, included in **APPENDIX B-2** to this Remarketing Memorandum, have not been audited.

PROFESSIONAL ENGINEERS

The 2015 T&R Report of CDM Smith incorporated by reference herein has been incorporated by reference or included in this Remarketing Memorandum in reliance on their expertise as professional consultants. See "**INCORPORATION BY REFERENCE**" in **APPENDIX A**. CDM Smith has consented to the inclusion of the 2015 T&R Report in this Remarketing Memorandum.

FINANCIAL ADVISORS

First Southwest Company, LLC and TKG & Associates LLC are acting as Co-Financial Advisors to NTTA. First Southwest Company, LLC and TKG & Associates LLC, in their respective capacities, have not verified and do not assume any responsibility for the information, covenants, and representations contained in this Remarketing Memorandum or any of the legal documents with respect to the federal income tax status of the Series 2009D Bonds, or the possible impact of any present, pending or future actions taken by any legislative or judicial bodies.

REGISTRATION AND QUALIFICATION OF SERIES 2009D BONDS

The sale of the Series 2009D Bonds has not been registered under the Federal Securities Act of 1933, as amended, in reliance upon the exemption provided thereunder by Section 3(a)(2); and the Series 2009D Bonds have not been qualified under the Securities Act of Texas in reliance upon various exemptions contained therein; nor have the Series 2009D Bonds been qualified under the securities acts of any jurisdiction. NTTA assumes no responsibility for qualification of the Series 2009D Bonds under the securities laws of any jurisdiction in which the Series 2009D Bonds may be sold, assigned, pledged, hypothecated or otherwise transferred. This disclaimer of responsibility for qualification for sale or other disposition of the Series 2009D Bonds shall not be construed as an interpretation of any kind with regard to the availability of any exemption from securities registration provisions.

LEGAL INVESTMENTS IN TEXAS

Section 1201.041 of the Public Security Procedures Act (Chapter 1201, Texas Government Code) provides that the Series 2009D Bonds are negotiable instruments, investment securities governed by Chapter 8, Texas Business and Commerce Code, and legal and authorized investments for insurance companies, fiduciaries, and trustees, and for the sinking funds of municipalities or other political subdivisions or public agencies of the State. With respect to investment in the Series 2009D Bonds by municipalities or other political subdivisions or public agencies of the State, the Public Funds Investment Act, Chapter 2256, Texas Government Code, requires that the Series 2009D Bonds be assigned a rating of at least "A" or its equivalent as to investment quality by a national rating agency. In addition, various provisions of the Texas Finance Code provide that, subject to a prudent investor standard, the Series 2009D Bonds are legal investments for state banks, savings banks, trust companies with at least $1 million of capital and savings and loan associations. The Series 2009D Bonds are eligible to secure deposits of any public funds of the State, its agencies, and its political subdivisions, and are legal security for those deposits to the extent of their market value. No review by NTTA has been made of the laws in other states to determine whether the Series 2009D Bonds are legal investments for various institutions in those states.

NTTA makes no representation that the Series 2009D Bonds will be acceptable to banks, savings and loan associations or public entities for investment purposes or to secure deposits of public funds. NTTA has made no investigation of other laws, regulations or investment criteria that might apply to or otherwise limit the availability of the Series 2009D Bonds for investment or collateral purposes. Prospective purchasers are urged to carefully evaluate the investment quality of the Series 2009D Bonds and as to the acceptability of the Series 2009D Bonds for investment or collateral purposes.

CONTINUING DISCLOSURE OF INFORMATION

In the Resolution, NTTA has made the following agreement for the benefit of the holders and beneficial owners of the Series 2009D Bonds. NTTA is required to observe the agreement for so long as it remains obligated to advance funds to pay the Series 2009D Bonds. Under the agreement, NTTA will be obligated to provide certain updated financial information and operating data annually, and timely notice of specified material events, to the Municipal Securities Rulemaking Board (the "*MSRB*"). This information will be available from the MSRB.

Annual Reports

NTTA will provide certain updated financial information and operating data to the MSRB. The information to be updated includes (i) either as part of its comprehensive annual financial reports, or by notice referencing a recently released official statement or other offering document of NTTA, all quantitative financial information and operating data with respect to NTTA and the NTTA System of the general type included in this Remarketing Memorandum under the captions or subcaptions "**SOURCES OF PAYMENT AND SECURITY FOR THE SERIES 2009D BONDS — Outstanding Obligations**," "**PRO FORMA DEBT SERVICE REQUIREMENTS**," "**ESTIMATED TOLL REVENUES, EXPENSES, OTHER INCOME, AND ESTIMATED DEBT SERVICE COVERAGE**," "**THE NTTA SYSTEM — Operations — General**" and "**— Toll Collection Variance**" in **APPENDIX A**, "**OTHER FINANCIAL INFORMATION — Historical Traffic and Net Revenues**" and "**— Historical Debt Service Coverage**" in **APPENDIX A** and "**NTTA SYSTEM TOLL RATE SCHEDULES**" in **APPENDIX C**, (ii) a copy of the progress reports required under the Trust Agreement, and (iii) the annual financial statements in **APPENDIX B-1** "**COMPREHENSIVE ANNUAL FINANCIAL REPORT OF THE NORTH TEXAS TOLLWAY AUTHORITY SYSTEM, AN ENTERPRISE FUND OF THE NORTH TEXAS TOLLWAY AUTHORITY FOR THE FISCAL YEAR ENDED DECEMBER 31, 2013**." NTTA will update and provide this information within six months after the end of each Fiscal Year for the NTTA System. NTTA will provide the updated information to the MSRB.

NTTA may provide updated information in full text or may incorporate by reference certain other publicly available documents, as permitted by SEC Rule 15c2-12 (the "*Rule*"). The updated information will include audited financial statements, if NTTA commissions an audit and it is complete by the required time. If audited financial statements are not available by the required time, NTTA will provide unaudited statements by the required time and will provide audited financial statements when and if the audit report becomes available. Any such financial statements will be prepared in accordance with generally accepted accounting principles or such other accounting principles as NTTA may be required to employ from time to time pursuant to state law or regulation.

The current Fiscal Year end for the NTTA System is December 31. Accordingly, NTTA must provide updated information by June 30 of each year, unless NTTA changes the Fiscal Year for the NTTA System. If NTTA changes the Fiscal Year for the NTTA System, it will notify the MSRB.

Event Notices

NTTA will also provide timely notices of certain events to the MSRB. NTTA will provide notice of any of the following events with respect to the Series 2009D Bonds in a timely manner (but not in excess of ten business days after the occurrence of the event): (1) principal and interest payment delinquencies; (2) non-payment related defaults, if material; (3) unscheduled draws on debt service reserves reflecting financial difficulties; (4) unscheduled draws on credit enhancements reflecting financial difficulties; (5) substitution of credit or liquidity providers, or their failure to perform; (6) adverse tax opinions or the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEC) or other material notices or determinations with respect to the tax-exempt status of the Series 2009D Bonds, or other events affecting the tax-exempt status of the Series 2009D Bonds; (7) modifications to rights of holders of the Series 2009D Bonds, if material; (8) calls, if material, and tender offers; (9) defeasances; (10) release, substitution, or sale of property securing repayment of the Series 2009D Bonds, if material; (11) ratings changes; (12) bankruptcy, insolvency, receivership or similar event of NTTA; (13) the consummation of a merger, consolidation, or acquisition involving NTTA or the sale of all or substantially all of the assets of NTTA, other than in the ordinary course of business, the entry into a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and (14) the appointment of a successor or additional trustee or the change of the name of a trustee, if material. In addition, NTTA will provide timely notice of any failure by NTTA to provide information, data, or financial statements in accordance with its agreement described above under " — *Annual Reports*." NTTA will provide each notice described in this paragraph to the MSRB.

Availability of Information from the MSRB

NTTA has agreed to provide the foregoing information only to the MSRB. The information will be available to Bondholders through the MSRB's internet website at www.emma.msrb.org.

Limitations and Amendments

NTTA has agreed to update information and to provide notices of material events only as described above. NTTA has not agreed to provide other information that may be relevant or material to a complete presentation of its financial results of operations, condition, or prospects or agreed to update any information that is provided, except as described above. NTTA makes no representation or warranty concerning such information or concerning its usefulness to a decision to invest in or sell the Series 2009D Bonds at any future date. NTTA disclaims any contractual or tort liability for damages resulting in whole or in part from any breach of its continuing disclosure agreement or from any statement made pursuant to its agreement, although holders of Series 2009D Bonds may seek a writ of mandamus to compel NTTA to comply with its agreement.

NTTA may amend, supplement, or repeal its continuing disclosure agreement to adapt to changed circumstances that arise from a change in legal requirements, a change in law, or a change in the identity, nature, status or type of operations of NTTA, but only if (i) the agreement, as amended, would have permitted an underwriter to purchase or sell Series 2009D Bonds in the primary offering of the Series 2009D Bonds in compliance with the Rule, taking into account any amendments or interpretations of the Rule to the date of such amendment, as well as such changed circumstances and (ii) either (a) the holders of a majority in aggregate principal amount of the outstanding Series 2009D Bonds consent to the agreement, or (b) any person unaffiliated with NTTA (such as nationally recognized bond counsel) determines that the amendment will not materially impair the interest of the holders and beneficial owners of the Series 2009D Bonds. NTTA may also amend or repeal its continuing disclosure agreement if the SEC amends or repeals the applicable provisions of the Rule or a court of final jurisdiction enters judgment that such provisions of the Rule are invalid, but only if and to the extent that the provisions of this sentence would not prevent an underwriter from lawfully purchasing or selling the Series 2009D Bonds in the primary offering of the Series 2009D Bonds.

Compliance with Other Undertakings

During the last five years, NTTA has complied materially with all continuing disclosure agreements made by it in accordance with the Rule. However, NTTA has had several instances of noncompliance under certain continuing disclosure agreements during this time period. Bonds associated with certain CUSIPs were inadvertently omitted from particular continuing disclosure filings made by NTTA. NTTA has corrected this clerical error. Also, for the Fiscal Year ended December 31, 2010, NTTA's comprehensive annual financial report containing its audited financial statements and annual financial and operating data was due to be filed with EMMA by June 30, 2011, but was filed on July 6, 2011. Further, a project progress report filed with EMMA on April 18, 2012 on the Special Projects System was for the NTTA System rather than the Special Projects System. Additionally, for the Fiscal Year ended December 31, 2012, NTTA failed to file updated information regarding toll collection variance as required under certain of its continuing disclosure undertakings. NTTA has also failed to file notices of certain rating changes occurring during the last five years for various credit enhancement providers supporting previously issued obligations.

Most of the operating data required to be disclosed under NTTA's continuing disclosure undertakings may be found in NTTA's comprehensive annual financial reports filed on an annual basis. Other required operating data disclosures comprised of forward-looking information for (i) estimated toll revenues, expenses, other income and estimated debt service coverage; and (ii) information regarding the "maximum available amount" and "aggregate amount of eligible costs" relating to the Special Projects System under the TELA, has not previously been included in NTTA's annual filings, however, such information has been made available as models and assumptions have changed, through other offering statements filed with EMMA from time to time.

OTHER MATTERS

The financial data and other information contained herein have been obtained from NTTA's records, financial statements, and other sources that are believed to be reliable. There is no guarantee that any of the assumptions or estimates contained herein will be realized. All of the summaries do not purport to be complete statements of such provisions and reference is made to such documents for further information. Reference is made to original documents in all respects. Copies may be obtained from NTTA.

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APPENDIX A

THE NORTH TEXAS TOLLWAY AUTHORITY

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THE NORTH TEXAS TOLLWAY AUTHORITY

INTRODUCTION AND OVERSIGHT

Introduction

The North Texas Tollway Authority ("*NTTA*") is a regional tollway authority governed by Chapter 366 of the Texas Transportation Code (the "*NTTA Act*") and a political subdivision of the State of Texas currently serving Collin, Dallas, Denton and Tarrant Counties (the "*Member Counties*") and Johnson County (together with the Member Counties, the "*Project Counties*"). NTTA came into existence on September 1, 1997, as the successor to the Texas Turnpike Authority (the *"TTA"*), an agency of the State of Texas that was created in 1953 and abolished in 1997. At the time of its creation, all obligations of the TTA related to the system of toll roads then owned and operated by the TTA were assumed by NTTA and NTTA took ownership of such system of toll roads (as then in existence and subsequently expanded, the "*NTTA System*"). The NTTA System is currently comprised of the Dallas North Tollway (the "*DNT*"), the Addison Airport Toll Tunnel (the "*AATT*"), the President George Bush Turnpike (the "*PGBT*"), the President George Bush Turnpike Eastern Extension (the "*PGBT EE*"), the Mountain Creek Lake Bridge (the "*MCLB*"), the Lewisville Lake Toll Bridge (the "*LLTB*") and the Sam Rayburn Tollway (which will revert to the Texas Department of Transportation ("*TxDOT*") on September 1, 2058) (the "*SRT*").

In April 2011, NTTA created a separate system of toll roads referred to herein as the "Special Projects System." The Special Projects System is comprised of an 11.5-mile tollway between SH 183 south to IH 20 in Dallas County referred to as the President George Bush Turnpike Western Extension (State Highway 161) (the "*PGBT WE*") and a 27.6 mile tollway between IH 30 near the Central Business District in the City of Fort Worth and US 67 in Cleburne referred to as the Chisholm Trail Parkway (the "*CTP*"). **The Series 2009D Bonds are not secured by the revenues of the Special Projects System or the Trust Agreement for the Special Projects System.**

NTTA's Board of Directors (the "*Board*") adopted a mission statement for NTTA "to provide a safe and reliable toll road system, increase value and mobility options for our customers, operate NTTA in a businesslike manner, protect our bondholders, and partner to meet our region's growing need for transportation infrastructure."

The NTTA Act authorizes NTTA to acquire, construct, maintain, repair and operate turnpike projects such as those included in the NTTA System and the Special Projects System at such locations within its jurisdiction as may be determined by NTTA and to issue bonds and other obligations for the purpose of paying all or any part of the cost of a turnpike project.

Counties' Oversight

Under the NTTA Act, NTTA must issue, in each even-numbered year, a strategic plan for its operations covering NTTA's next five Fiscal Years. The strategic plan must contain information of the type specified by the commissioners courts of the Member Counties.

Not later than March 31 of each year, NTTA must file with the commissioners court of each Member County a written report describing all turnpike revenue bond issuances anticipated by NTTA during the coming year, the financial condition of NTTA, project schedules for all NTTA projects and the status of NTTA's performance under its most recent strategic plan.

At the invitation of the commissioners court of a Member County, representatives of the Board and the executive director of NTTA are required to present the report to the commissioners, answer questions and receive comments from the commissioners.

Not later than the 90th day before the date of issuance of revenue bonds by NTTA, NTTA is required to notify each Member County's commissioners court of any planned bond issue.

NTTA is in compliance with each of the foregoing requirements.

GOVERNMENT AND MANAGEMENT

The Board of Directors

NTTA is governed by a nine–member appointed Board. One of the directors, who must be from a county outside of but adjacent to one of the Member Counties, is appointed by the Governor of Texas. The commissioners court of each Member County appoints two directors to the Board. See "**NTTA Board, Administration, Consultants and Advisors**" in the forepart to this Remarketing Memorandum for current Board membership by appointing authority, the Board members' length of service, principal occupations and the dates of expiration of their terms of office. Directors serve staggered two-year terms and may be reappointed to the Board. Upon the expiration of a director's stated term, the director remains in office until reappointed or his or her successor has been appointed and assumes the office.

If a county adjacent to a Member County petitions to join NTTA, and the Board approves that petition, the Board will be enlarged by one seat, to be filled by appointment of the county commissioners of the petitioning county. The commissioners court of any such county is required to appoint one additional director if all or part of a turnpike project of NTTA of not less than 10 centerline miles in length (i) is located in that county and (ii) has been open for use by the traveling public for at least three years.

On August 20, 2014, the Board adopted a resolution establishing a Contiguous County Advisory Committee as a standing and purely advisory committee to, among other things, provide representation of counties (i) which are not part of NTTA, (ii) which are contiguous to a county that initially created NTTA, and (iii) in which a portion of one or more of NTTA's turnpike projects is located. The commissioners court of Johnson County appointed a member to this committee on September 23, 2014.

The Board appoints an executive director who is responsible for day-to-day operations of NTTA, including general management and hiring and termination of employees, as well as other duties described in NTTA's bylaws.

Key Staff Members

Name	Position	Current Position Since	At NTTA Since
Gerald E. Carrigan	CEO/Executive Director	04/18/2012	12/15/2008
Horatio Porter	Chief Financial Officer/Assistant Executive Director of Finance	05/28/2013	05/28/2013
Dena DeNooyer Stroh	General Counsel	03/23/2015	03/23/2015
Thomas Bamonte	Assistant Executive Director of Strategy and Innovation	11/01/2014	09/13/2011
Magdalena M. Brady	Director of Internal Audit	03/24/2008	03/24/2008
James Hofmann	Assistant Executive Director of Operations	05/06/2013	05/06/2013
Elizabeth Mow	Assistant Executive Director of Infrastructure	06/19/2012	05/12/2008
Lorelei Griffith	Secretary of the Board	06/01/2013	11/01/2001

Set forth below are biographies of certain key staff members of NTTA:

GERALD E. CARRIGAN, CEO/Executive Director since April 2012. Mr. Carrigan is responsible for oversight of the operations of NTTA and acts as a liaison to key stakeholders within the region. Mr. Carrigan served as the interim Executive Director from October 19, 2011 until his permanent appointment. Mr. Carrigan served as Assistant Executive Director of Project Delivery before becoming interim Executive Director and has been at NTTA since December 2008.

Mr. Carrigan has more than 25 years of professional experience in the field of infrastructure program management, engineering and construction management. Throughout his career, Mr. Carrigan has been involved in the development and implementation of major capital improvement programs for state, county and municipal agencies. His expertise ranges from major interstate and expressway corridor improvements to local maintenance projects. Mr. Carrigan is experienced in all phases of program delivery including the development of short and long range capital infrastructure programs, long and short range planning, project development and the National

Environment Policy Act federal-aid approval process, project management, design, right-of-way acquisition, environmental permitting, utility coordination, construction contract administration and construction inspection.

Mr. Carrigan earned his Bachelor's of Science Degree in civil engineering from Southern Illinois University and his Master of Public Administration Degree from the University of South Florida. He is also a Registered Professional Engineer, and holds memberships and affiliations with several professional associations.

HORATIO PORTER, Chief Financial Officer/Assistant Executive Director of Finance since May 2013. Mr. Porter joined NTTA as Chief Financial Officer/Assistant Executive Director of Finance in May 2013. Since May 2013, he has led NTTA's finance, procurement, business diversity and cash and debt management departments. His responsibilities include assessing and mitigating financial risks to NTTA, planning financial strategies and ensuring compliance with federal, state and local regulatory laws. Mr. Porter also serves as NTTA's Treasurer.

Prior to accepting a leadership position at NTTA, Mr. Porter oversaw an annual operating budget of more than $1.4 billion as the City of Fort Worth's Chief Financial Officer. He also managed Fort Worth's $1.8 billion debt portfolio. He had previously served as Fort Worth's budget officer and had developed the city's five-year financial forecast.

Before moving into governmental finance, Mr. Porter spent almost 15 years in various financial and accounting roles in the private sector, including serving as assistant vice president/officer for AmeriCredit (now GM Financial), as a manager of financial planning and analysis for FedEx and as an auditor for Coopers & Lybrand.

Mr. Porter is a licensed Certified Public Accountant and holds a Bachelor's Degree in accounting and a Master's of Business Administration Degree in finance, each from Texas Christian University.

DENA DENOOYER STROH, General Counsel. Ms. Stroh has more than 15 years of legal experience. Prior to joining NTTA in March 2015, she served as General Counsel and Corporate Secretary of Murchison Oil and Gas, Inc. for three years and was responsible for all legal issues affecting the company including contracts, regulatory, land, structuring, corporate governance, human resources, compliance, insurance and other matters. Previously, Ms. Stroh was a partner at Gruber Hurst Johansen Hail Shank, LLP, where she handled a wide range of commercial litigation matters and appeals. Ms. Stroh also worked at Carrington, Coleman, Sloman, & Blumenthal, LLP, where she became a partner and handled complex civil litigation in both state and federal court.

Ms. Stroh earned her Bachelor's of Arts Degree in psychology from Yale University and her Juris Doctor Degree from Southern Methodist University, Dedman School of Law, where she graduated cum laude.

THOMAS J. BAMONTE, Assistant Executive Director of Strategy and Innovation. Mr. Bamonte transitioned from General Counsel to the newly-created position of Assistant Executive Director of Strategy and Innovation in October 2014 where he supports the management, innovation and continuous improvement of people, process and technology to assist NTTA in achieving its strategic goals. From September 2011 to October 2014, Mr. Bamonte was General Counsel where he directed and managed all legal functions of NTTA and from October 2014 to March 2015 served as Acting General Counsel.

Prior to joining NTTA in 2011, Mr. Bamonte was general counsel at the Illinois State Toll Highway Authority ("*ISTHA*") where he advised its board of directors and senior management on a wide variety of legal matters relating to toll highway transportation. He also managed ISTHA's in-house law department and outside counsel.

Earlier in his career, Mr. Bamonte held a U.S. District Court clerkship with the Honorable James B. Moran and spent a decade as a litigator specializing in corporate control issues. He served as Chairman of the Corporation and Business Law Committee of the Chicago Bar Association and was one of the co-drafters of the revised Illinois Business Corporation Act. Starting in 1996, Mr. Bamonte served in various positions in the public sector with the City of Chicago and Chicago Transit Authority, where he became First Deputy General Counsel prior to moving to ISTHA in 2004.

Mr. Bamonte earned his Bachelor's of Arts Degree in political science at the University of Chicago and his Juris Doctor Degree from Northwestern University School of Law, where he served as editor-in-chief of the Journal of Criminal Law and Criminology.

MAGDALENA M. BRADY, CPA, CIA, Internal Audit Director since March 2008. Ms. Brady has served as the Internal Audit Director for NTTA since March 2008 and has over 18 years of prior audit experience. As Internal Audit Director, Ms. Brady is responsible for planning and performing audits and business process reviews to improve the relevance, reliability, control and timeliness of information being reported to executive management of NTTA. Ms. Brady manages the external auditor's audit process and interacts with all levels of management. In addition, Ms. Brady is responsible for operational, compliance, special projects, and internal control reviews and recommendations for best practices. Ms. Brady reports to the Finance and Audit Committee of the Board.

Prior to joining NTTA in 2008, Ms. Brady worked for public companies and professional services firms in similar internal audit capacities. Most recently, she was the director of internal audit for Friedman's Inc. where she established the company's internal audit department. Ms. Brady has also been a subject matter expert on internal audit issues such as Sarbanes-Oxley and has provided extensive training both internally and externally.

Ms. Brady graduated from the University of North Texas ("*UNT*") with a Bachelor of Science Degree and Master of Science Degree in accounting and is a committee member of the Dallas Chapter of the Institute of Internal Auditors and chair of the UNT Internal Audit Advisory Board.

JAMES HOFMANN, Assistant Executive Director of Operations since May 2013. Mr. Hofmann is the Assistant Executive Director of Operations for NTTA, overseeing its customer service, information technology and human resources departments.

Mr. Hofmann first joined NTTA in 2005 as director of information technology. In October 2006, he was named NTTA's director of business solutions. Previously, Mr. Hofmann worked with NTTA in consulting and interim roles, including as interim assistant director of information technology and as a software project manager.

Mr. Hofmann left NTTA in August 2007 to return to the private sector, serving as a consultant and project manager on various ventures related to the tolling and highway industry for HNTB. His experience includes work with public-private partnerships, intergovernmental negotiations and business process improvements. Before returning to NTTA in May 2013, Mr. Hofmann served as associate vice president for HNTB, overseeing programs and projects for many of the firm's largest clients.

His past experience also includes work as an analyst and engineer for geographic information system software. Mr. Hofmann earned a Bachelor's of Science Degree in science from Texas A&M University and a Master's Degree in science from the University of Utah.

ELIZABETH MOW, P.E., Assistant Executive Director of Infrastructure since June 2012. Ms. Mow leads the project delivery, maintenance and system and incident management departments, all in support of the planning, design, construction, maintenance and operation of NTTA's approximately 950 lane miles of toll roads and non-tolled service roads maintained by NTTA.

Ms. Mow joined NTTA in 2008 as the director of project delivery. In this role, she was responsible for directing the day-to-day activities of the $4 billion Corridor Expansion and Capital Improvement Program from the planning stage through construction on all new turnpike and capital improvement projects.

Ms. Mow has more than 16 years of professional experience in the field of engineering and management. She is experienced in all phases of program delivery, including the development of long and short range planning, project development and the National Environmental Policy Act approval process, project management, design, right-of-way acquisition, environmental permitting, utility coordination, construction contract administration and construction inspection.

Ms. Mow graduated from the University of Toledo, Ohio with a Bachelor of Science Degree in civil engineering and is a licensed Professional Engineer in the state of Texas.

LORELEI GRIFFITH, Secretary to the Board since June 2013. Ms. Griffith previously served as Assistant Secretary to the Board from September 2007 to May 2013. Ms. Griffith has been with NTTA since 2001 and initially served as Executive Assistant to the Executive Director.

THE NTTA SYSTEM

General

NTTA operates and maintains the NTTA System, which currently consists of the DNT, the AATT, the PGBT, the PGBT EE, the MCLB, the LLTB and the SRT. The SRT will revert to TxDOT on September 1, 2058. The NTTA System also includes such additional extensions, expansions, improvements and enlargements to the NTTA System as may be designated by the Board.

The average daily revenue vehicle transactions on the NTTA System were approximately 1,671,588 in Fiscal Year 2013 and 1,766,218 in Fiscal Year 2014. The NTTA System currently has approximately 744 lane miles of roads. Presented below are descriptions of the seven existing components of the NTTA System, other potential NTTA System extensions, other potential NTTA projects and a discussion of NTTA's electronic tolling system, toll collections process, operations and its multi-year capital improvement program. Average revenue vehicle transactions per day for each segment of the NTTA System are unaudited.

NTTA has also established and operates the Special Projects System. **The Series 2009D Bonds will be secured only by the NTTA System revenues and not by the Special Projects System revenues or any other assets of NTTA.**

Although not currently contemplated, NTTA may refinance the debt related to the Special Projects System as NTTA System debt and make the facilities that are a part of the Special Projects System a part of the NTTA System.

The Dallas North Tollway

The DNT is a limited access tollway providing a connection for motorists between downtown Dallas and cities in northern Dallas and southern Collin and Denton Counties. It is currently a six-lane limited access expressway passing through or along the cities of Dallas, Highland Park, University Park, Addison, Farmers Branch, Plano and Frisco and is approximately 31 miles in length with approximately 179 lane miles of toll roads. The first section of the DNT from downtown Dallas to IH 635 (LBJ Freeway) opened to traffic in June 1968. It was extended to Briargrove Lane in 1987, to Legacy Drive in 1994, over the SRT in Collin County in 2004 and to US 380 in September 2007. The DNT connects with major traffic arteries in the areas it serves: IH 35E (Stemmons Freeway), Loop 12, IH 635, Belt Line Road, Frankford Road, the PGBT, Park Boulevard, Legacy Drive, the SRT, FM 2934 (Eldorado Parkway) and US 380. The DNT's average revenue vehicle transactions per day were approximately 636,273 in Fiscal Year 2013 and 665,707 in Fiscal Year 2014.

There is currently under proposal a 17.6-mile extension of the DNT northward from US 380 to the Collin/Grayson county line (Phase 4A) and from the Collin/Grayson county line to FM 121 (Phase 4B and 5A). The extension will be a limited access toll road with six main lanes and four frontage road lanes. See "**OTHER POTENTIAL PROJECTS (ON SYSTEM AND OFF SYSTEM)** — **Projects Under Consideration** — *DNT Extension Phase 4A*" and "— *DNT Extension Phase 4B and 5A*."

NTTA plans to add a fourth lane in each direction to the DNT between Belt Line Road and the SRT. NTTA has completed project design and plans to construct the project starting in 2015 and ending in 2018.

The President George Bush Turnpike

The PGBT is the northern portion of a potential outer loop around the Dallas Metropolitan Area, which was opened in its entirety to traffic in September 2005. The PGBT runs from West Belt Line Road in Irving to SH 78 in Garland, a distance of approximately 30 miles, with approximately 181 lane miles of toll roads and 4 lane miles of non-tolled service roads. It passes through seven cities and three counties, links commuters to high-tech corridors and corporate headquarters and gives motorists additional access to US 75 (Central Expressway), the DNT, IH 35E and IH 635. It also provides an alternative route to the Dallas-Fort Worth International Airport. The PGBT's average revenue vehicle transactions per day were approximately 608,359 in Fiscal Year 2013 and 635,122 in Fiscal Year 2014.

NTTA plans to add a fourth lane to the main lanes in each direction between IH 35E and SH 78 to increase capacity and improve the flow of traffic between IH 35E and SH 78. Construction is planned to begin in phases, commencing in early 2015. A construction contract has been let on the initial phase.

The President George Bush Turnpike Eastern Extension

General Information Regarding the PGBT EE

The PGBT EE is an extension of the PGBT from SH 78 east and south to IH 30 and is approximately 9.9 miles in length with approximately 59 lane miles of toll roads and 29 lane miles of non-tolled service roads. The PGBT EE passes through the cities of Dallas, Garland, Sachse and Rowlett in eastern Dallas County and includes a one-mile bridge over Dallas' Lake Ray Hubbard. The PGBT EE was opened to traffic in its entirety in December 2011. The PGBT EE's average revenue vehicle transactions per day were approximately 75,982 in Fiscal Year 2013 and 81,044 in Fiscal Year 2014. The PGBT EE was developed, financed and constructed and is operated by NTTA under a Construction, Operation and Maintenance Agreement (the "*PGBT EE Project Agreement*") dated December 5, 2007, as amended, between NTTA and TxDOT.

The PGBT EE Project Agreement

General.

The PGBT EE Project Agreement contains the representations, commitments, and obligations of NTTA and TxDOT related to the development, financing, design, construction, operation and maintenance of the PGBT EE. TxDOT acknowledges its approval of and support for the financing, design, construction, operation and maintenance by NTTA of the PGBT EE in perpetuity as a turnpike project pursuant to the NTTA Act.

Operations and Maintenance. NTTA operates and maintains the main lanes on the PGBT EE and associated right-of-way. TxDOT is responsible for operating and maintaining the non-tolled service roads on the PGBT EE and NTTA is required to fund the budgeted costs thereof. Except as described above, NTTA is required to operate and maintain the PGBT EE in accordance with prescribed standards.

Revenue Sharing. NTTA is required to provide revenue sharing as described in the PGBT EE Project Agreement through a supplemental toll to be collected by NTTA and held in trust for TxDOT for the benefit of the North Central Texas region. The supplemental toll to which TxDOT is entitled is equal to 20% of the publicly announced toll at the TollTag transaction rate. Revenues from the supplemental toll are not part of the Trust Estate and are not pledged to the Series 2009D Bonds. See "**NTTA SYSTEM TOLL RATE SCHEDULES**" in **APPENDIX C**.

Toll Rates. The PGBT EE Project Agreement sets forth projected toll rates for the PGBT EE for the years 2009 through 2061. The toll rate schedule for the PGBT EE set forth in **APPENDIX C** hereto complies with the PGBT EE Project Agreement.

The Sam Rayburn Tollway

General Information Regarding the Sam Rayburn Tollway

The SRT is a toll road in Collin, Dallas and Denton Counties extending northeasterly from SH 121 Business in Denton County to US 75 in Collin County, and is approximately 26 miles in length with approximately 154 lane miles of toll roads and 154 lane miles of non-tolled service roads. The SRT was opened in its entirety to traffic in November 2011. The SRT was developed, financed and constructed and is operated by NTTA under a Project Agreement (the "*SRT Project Agreement*") dated October 18, 2007, as amended, between NTTA and TxDOT.

The SRT Project Agreement contains the obligations of NTTA and TxDOT relating to the financing, development and operation of the SRT. On September 1, 2058, NTTA's interests in the SRT will revert to TxDOT.

The SRT serves as a northeast-southwest traffic artery between IH 35E and US 75. The SRT corridor continues to experience growth in commercial, retail and residential development. The SRT is also an artery serving the Dallas-Fort Worth International Airport. The SRT's average revenue vehicle transactions per day were approximately 327,706 in Fiscal Year 2013 and 359,568 in Fiscal Year 2014.

The SRT Project Agreement

General. The SRT Project Agreement contains the representations, commitments and obligations of NTTA and TxDOT related to the development, financing, design, construction, operation, maintenance and reversion of the SRT to TxDOT. TxDOT acknowledges its approval of and support for the financing, design, construction, operation and maintenance by NTTA of the SRT as a turnpike project pursuant to the NTTA Act.

Capacity Improvements. NTTA is required to make capacity improvements to the SRT if certain minimum required levels of service are not maintained. NTTA currently plans to add a fourth main lane in each direction, with construction planned to begin in phases commencing in mid-2016.

Operations and Maintenance. NTTA is responsible for operation and maintenance for the SRT main lanes, service roads and associated right-of-way and is required to operate and maintain the SRT in accordance with prescribed standards. Notwithstanding the foregoing, TxDOT is responsible for handling requests and permitting for adjacent property access to the service roads and utility placement within the service roads, and for the repair, maintenance and operation of the traffic signal systems on the service roads.

Term and Handback. The SRT Project Agreement has a term ending on September 1, 2058. On the scheduled termination date, all of NTTA's rights under the SRT Project Agreement will automatically terminate and title to the SRT, including all improvements, will be deemed to have reverted and been transferred to TxDOT, at no charge to TxDOT.

Banded Revenue Sharing. NTTA is required to pay TxDOT a specified portion of toll revenues on the SRT that exceed a minimum threshold (the "*Revenue Share Amount*"). The minimum threshold royalties and the specified portion of revenues to be paid to TxDOT are set forth in the SRT Project Agreement. The Revenue Share Amount is determined on a calendar-year basis and is required to be paid within fifteen days after the end of each calendar year. **The Revenue Share Amount is not part of the Trust Estate and is not pledged to the Series 2009D Bonds.**

Toll Rates. NTTA has covenanted to charge toll rates on the SRT that do not exceed the maximum rates for each user classification as set forth in the SRT Project Agreement, unless NTTA determines that it is necessary to (a) preserve the financial condition of the NTTA System, (b) comply with the provisions of any bonds, notes, trust agreements or other financial instruments or agreements secured by the revenues of the NTTA System, or (c) comply with law. Prior to establishing rates in excess of those set forth in the SRT Project Agreement, NTTA must increase the toll rate schedule for the remainder of the NTTA System (other than those portions for which a lower toll rate is projected to produce higher revenues) to a level substantially equivalent to the toll rate schedule for the SRT. The toll rate schedule for the SRT set forth in **APPENDIX C** hereto complies with these requirements. The SRT Project Agreement provides that maximum rates on the SRT will escalate at a rate of 2.75% per annum, adjusted every two years on July 1 of odd-numbered years. The SRT Project Agreement has provisions for a peak period pricing study and the implementation of time-of-day pricing on the SRT.

The Mountain Creek Lake Bridge

The MCLB, in southwestern Dallas County, opened in April 1979. The MCLB provides a direct east-west crossing of Mountain Creek Lake between the Oak Cliff section of Dallas and the City of Grand Prairie as well as convenient access to attractions like Six Flags Over Texas, AT&T Stadium and Globe Life Park in Arlington. The MCLB extends eastward from the intersection of Spur 303 and Southeast 14th Street in Grand Prairie, across the lake, to the intersection of Spur 303 and Mountain Creek Parkway in Dallas. The MCLB is approximately 2 miles in length, with approximately 4 lane miles of toll roads and a two-lane bridge structure that is 7,425 feet long. The MCLB's average revenue vehicle transactions per day were approximately 6,456 in Fiscal Year 2013 and 6,563 in Fiscal Year 2014.

The Addison Airport Toll Tunnel

The AATT, a two-lane tunnel crossing under the Addison Airport, opened to traffic in February 1999 and was the first toll tunnel in Texas. The AATT is approximately 3,700 feet in length, with approximately 1.5 lane miles of toll roads and a 1,600 foot tunnel.

The AATT expands traffic capacity and eases congestion in the northern sector of Dallas and Addison by providing an alternate east-west route between the DNT and IH 35E. The tunnel allows motorists to continue on Keller Springs Road, which once ended on either side of Addison Airport, paralleling Belt Line Road and Trinity Mills Road, both congested city streets. The AATT's average revenue vehicle transactions per day were approximately 5,730 in Fiscal Year 2013 and 6,247 in Fiscal Year 2014. NTTA has designed improvements to the east approach of the AATT. In addition, the town of Addison is considering the widening of Keller Springs Road east of the Addison Road intersection.

Lewisville Lake Toll Bridge

The LLTB, a 1.7-mile four-lane bridge with approximately 8 lane miles of toll roads, opened to traffic in August 2009 and provides an east-west route over Lewisville Lake in southern Denton County. To ease the obstruction to east-west travel caused by Lewisville Lake, the cities of Lake Dallas, Little Elm and Frisco, Denton County, TxDOT and NTTA worked together to provide this link. The Lewisville Lake corridor is 13.8 miles long and includes the LLTB and the 0.3-mile flowage easement bridge built by NTTA. The cities and counties are responsible for the design and construction of the approach roadways to the LLTB. The west approach roadway is complete. The east approach roadway is not expected to be finalized until 2015, although a two lane road from the east is open and is required to remain open until the east approach roadway is complete**.** The LLTB's average revenue vehicle transactions per day were approximately 11,080 in Fiscal Year 2013 and 11,968 in Fiscal Year 2014.

Electronic Tolling

NTTA uses the Regional Integrated Toll Enhancements ("*RITE*") System, an integrated software, hardware and management system for toll collection that enables NTTA to manage its roadways and operations through automated revenue audit and reconciliation processes, consolidated reporting, violation-loss recovery, customer account management and system and operation management and maintenance. All of the roadways use an all-electronic toll collection system ("*All-ETC*"), including automatic vehicle identification ("*AVI*") and video tolling ("*ZipCash*"), to maximize traffic flow. The primary electronic toll collection method is AVI, where vehicles are recognized through communications with transponders issued by NTTA ("*TollTags*") or other transponders that are interoperable with NTTA's AVI system, and tolls are collected from the customer's account with NTTA or the issuer of such other transponders. With ZipCash, for users without a TollTag or other interoperable transponder (or if the transponder is inoperative or malfunctioning), an image of the vehicle's license plate is captured in the lane and used to identify the vehicle's owner for invoicing. See "**THE NTTA SYSTEM** — **Operations** — *Toll Collection*" below for information regarding collection of TollTag and ZipCash transactions.

Operations

General

NTTA and its predecessor, TTA, have operated toll roads in the North Texas region for more than 60 years. The number of active TollTags was over 3.2 million as of December 31, 2014. The NTTA System currently utilizes a main lane gantry ("*MLG*") configuration for toll collection. Each facility has MLGs at which user information is captured in both directions, with ramp toll gantries to prohibit toll-free entrance or exit from the NTTA System. Under the current toll schedule, the weighted average two-axle TollTag toll rate for the NTTA System (excluding AATT, MCLB and LLTB) is approximately $0.162 per mile.

The DNT has four MLGs with three lanes in each direction and 16 pairs of ramp toll gantries. The PGBT has five MLGs with three or four lanes in each direction and 15 pairs of ramp toll gantries. The SRT has three MLGs with three lanes in each direction and 20 pairs of ramp toll gantries. The PGBT EE has one MLG with three lanes in each direction and six pairs of ramp toll gantries. There is one MLG at each of the AATT, the LLTB and the MCLB.

To administer the NTTA System, the Special Projects System and Tolling Services (as defined herein) for non-NTTA toll projects in NTTA's service area, NTTA has budgeted for 776 employees in Fiscal Year 2015 to be involved in maintenance, customer service, collections and toll enforcement, administration, project delivery, finance, human resources, government affairs, information technology, legal, communications and marketing, loss prevention, internal audit and business diversity.

Toll Collection

The entire NTTA System has operated on an All-ETC basis since January 2011. With All-ETC, NTTA collects tolls in only two ways - through its AVI system or through its ZipCash video tolling system. Through the AVI system, a TollTag transaction is one in which the AVI system detects the TollTag or other transponder in the vehicle as it passes through the toll gantry and the TollTag or other transponder account contains funds adequate to pay the toll. All other toll transactions are recorded as ZipCash transactions. A transaction initially recorded as a ZipCash transaction but later reclassified as a TollTag transaction is called a "*VToll*" transaction. VToll transactions occur when a vehicle associated with a TollTag account passes through a toll gantry but the TollTag is not detected by the AVI equipment or the transaction is detected by the AVI system but not initially recorded as a TollTag transaction. The transaction may be detected by the AVI equipment but not initially recorded as a TollTag transaction for a number of reasons, including if an insufficient balance exists in the TollTag account at the time of the transaction. A TollTag may not be detected because the AVI equipment fails to identify the TollTag or the TollTag is defective or not properly installed in the vehicle.

A normal TollTag transaction is collected by debiting the TollTag account of the user or through the interoperability agreement with the issuer of a non-TollTag transponder. A VToll transaction is collected upon identification of the transaction as a VToll by debiting the TollTag account of the user. ZipCash transactions are collected through invoices generated by NTTA and mailed to the owner of the vehicle using the tollway. In order to pursue collection of a ZipCash transaction through the invoicing process, there are two requirements: (i) the video system must capture a readable license plate image, and (ii) the license plate information must be matched to the vehicle owner information, including the owner's mailing address. If these two requirements are not met for a ZipCash transaction, NTTA is unable to pursue collection of that transaction. NTTA may not be able to match the license plate information to the vehicle owner information if the vehicle has out-of-state license plates and NTTA is unable to obtain vehicle owner information or if the Texas license plate information does not match the Texas Department of Motor Vehicles' registration records. The State of Texas has entered into interlocal agreements with the State of Oklahoma and the State of Louisiana to exchange license plate information, which will be available to NTTA. Oklahoma has the largest number of out-of-state users on NTTA's tollways.

If a ZipCash transaction is pursuable, NTTA will determine if the transaction meets its business rules regarding the invoicing of transactions. The business rules establish the minimum value of tolls that need to be included in an invoice in order to make delivery and collection of the invoice cost effective. Once an invoice is mailed to the vehicle owner, NTTA has processes and procedures in place to collect the invoice, such as delivery of notices of non-payment, the charging of administrative fees, use of third-party collection agencies and use of justice of the peace court proceedings. In addition, NTTA may avail itself of certain statutory remedies, including publishing a user's name and amount of unpaid tolls, placing a block on a user's vehicle registration, prohibiting a user from further use of NTTA's roadways and impounding a user's vehicle.

As a part of converting the NTTA System to All-ETC, NTTA focused on three key areas relating to the development and maintenance of a successful All-ETC program: (i) TollTag penetration (*i.e.*, the percentage of total transactions constituting TollTag transactions), (ii) pursuable ZipCash transactions, and (iii) revenue collection processes. The most effective and efficient way to collect a toll is through the AVI system, so increasing the TollTag penetration has a direct, positive effect on net revenues. Having better quality license plate images and current license plate and owner address information increases the number of pursuable ZipCash transactions, which also has a direct, positive effect on net revenues. The revenue collection process includes collection of payment from TollTag users, the use of business rules for creation and delivery of invoices to ZipCash users and the subsequent processes and procedures for collection of those invoices. The revenue collection process has a direct impact on expenses and revenues. NTTA's staff provides to the Board a quarterly review and tracking of projects and initiatives that impact these key areas and identifies needed improvements to the key areas in order to optimize toll operations and net revenues. The Board is advised by staff each month on key metrics that describe NTTA's TollTag penetration, pursuable ZipCash transactions and revenue collection.

In 2011, NTTA modified its revenue collection system by changing the invoicing process and timeline to comply with new state legislation relating to toll collection and enforcement procedures known as SB 469 (see "**THE NTTA SYSTEM — Legislative Changes to Toll Collection Process**") and implementing a process to improve the capture of owner address information from the Texas Department of Motor Vehicles. Thereafter, in late 2011 and early 2012, NTTA's management became aware of certain negative trends in TollTag penetration rates and ZipCash revenue collections. After trending upwards in previous years, the TollTag penetration rate decreased from 76.3% for January 2011 (consisting of 70.5% of normal TollTag transactions plus 5.8% of transactions reclassified from ZipCash to VToll transactions during January 2011) to 74.9% for January 2012 (consisting of 64.6% of normal TollTag transactions plus 10.3% of transactions reclassified from ZipCash to VToll transactions during January 2012). NTTA began implementing a number of changes to its toll collection policies and procedures in 2012 as described below and the TollTag penetration rate increased to 79.3% for January 2013 (consisting of 65.8% of normal TollTag transactions plus 13.5% of transactions reclassified from ZipCash to VToll transactions during January 2013). The TollTag penetration rate for January 2014 was 78.1% (consisting of 66.2% of normal TollTag transactions plus 11.9% of transactions reclassified from ZipCash to VToll transactions during January 2014). The TollTag penetration rate for January 2015 was 78.3% (consisting of 65.5% of normal TollTag transactions plus 12.8% of transactions reclassified from ZipCash to VToll transactions during January 2015).

TollTag penetration percentages are adjusted upward when ZipCash transactions are reclassified to TollTag transactions (*i.e*., a VToll Transaction). The majority of adjustments for VToll transactions occur within six months of the transaction, but may be made at any point after a transaction. VToll transactions are 100% collectible because they become associated with a TollTag account with a sufficient balance to pay the toll. NTTA does, however, incur additional costs in connection with certain types of VToll transactions as compared to normal TollTag transactions in determining the existence of a VToll transaction and re-categorizing the transaction as a TollTag transaction. While NTTA incurs these additional costs, all VToll transactions had historically been collected at the TollTag toll rate rather than the higher ZipCash toll rate. To offset these additional costs, in mid-2012 NTTA shifted to assessing the ZipCash rate for VToll transactions resulting from account user error, such as where a TollTag account had a negative balance at the time of the transaction.

NTTA's management also became aware in late 2011 that cash generated by ZipCash transactions was not at levels projected in NTTA's traffic engineers' report, indicating lower ZipCash revenue recovery than expected. Several consultants were engaged to assess various aspects of NTTA's toll operations, including TollTag penetration and the rate of pursuable ZipCash transactions, and provide recommendations for any deficiencies they might identify and preliminary findings were presented to the Board in March and April 2012. Another consultant was engaged to perform a broader end-to-end assessment of the revenue collection process and procedures to identify commercial credit/collection industry best practices that could be applied to NTTA's processes and procedures. The end-to-end assessment of the revenue collection process was finalized in March 2012.

In their preliminary findings, the consultants reviewing TollTag penetration and rate of pursuable ZipCash transactions determined that, in almost all areas, NTTA's toll collection system was operating at or near industry expected levels of performance. However, the consultants, working with NTTA's staff, did identify opportunities to improve TollTag penetration and the number of pursuable ZipCash transactions. The consultant reviewing the revenue collection process also made specific recommendations for improvements.

To capture the recommendations made in the above-described consultant reports and to strengthen overall toll collections, NTTA implemented improvements to the image review quality to ensure billing accuracy, standardized payment plans for ZipCash customers and improved timeliness of billing by reducing the number of transactions per bill. NTTA also implemented a number of other recommendations, including:

- customer service center ongoing software updates,
- modifications to customer service center internal procedures,
- improvements to inter-departmental communication,
- regular lane audits of high risk toll zones,
- improved maintenance of lane equipment,
- targeted corridor campaigns to increase TollTag penetration,
- analysis of programs to replace hard case TollTags with sticker tags, and
- improvements to arrangements with collection agencies engaged by NTTA.

NTTA has also implemented the use of additional types of TollTag plans, including entry level lower balance thresholds and pre-loaded TollTags, and the charging of ZipCash rates for certain VToll transactions to recover the additional collection costs of VToll transactions and to discourage customer behavior-related causes of VToll transactions. In October 2013, NTTA restructured its administrative fees for nonpayment of ZipCash invoices to encourage early payment, reducing the emphasis on escalating fees and discouraging late payment. In June 2014, NTTA launched monthly and consolidated ZipCash invoices to provide predictability to customers and eliminate confusion of multiple invoices in varying amounts and dates.

Pursuant to new powers under SB 1792 (see "**THE NTTA SYSTEM — Legislative Changes to Toll Enforcement Remedies**"), NTTA may block the vehicle registration of toll scofflaws who are "habitual violators" and the Board, in November 2013, adopted an order prohibiting registered vehicle owners and lessees who, in accordance with that new statute, had been (i) finally determined to be "habitual violators," and (ii) furnished the required notice banning such habitual violators from operating their motor vehicles on NTTA tollways. Since NTTA implemented the registration block and the vehicle ban programs in July of 2014, NTTA has mailed 60,000 habitual violator letters, placed 12,000 registration blocks and delivered 21,000 notices banning owners from operating vehicles on NTTA tollways. In response to the registration blocks and vehicle bans, NTTA has had over 1,000 habitual violators pay their outstanding invoices in full, and over 4,200 habitual violators enter into payment plans. NTTA requires habitual violators entering into a payment plan to obtain a TollTag, and estimates that from

July 2014 through January 2015, NTTA collected over $5.7 million from new transactions attributable to these TollTag accounts.

Toll Collection Variance

The use of All-ETC at highway speeds allows NTTA to maximize vehicle throughput, improve safety and realize environmental benefits. An issue in this All-ETC environment is maximizing collection from all tollway users. As described above, NTTA continues to strengthen its toll collection efforts.

In 2011, in connection with the conversion to All-ETC, NTTA developed a new methodology to calculate the variance between traffic using NTTA's roadways and tolls actually collected to provide better information on the toll collection variance for its tollways. By calculating the uncollected and uninvoiced amounts as compared to the total value of tollway transactions, NTTA evaluates the correlation between traffic on the tollways and actual tolls collected. The toll collection variance calculation (the "*All-ETC Methodology*") is as follows:

$$\frac{\textit{(value of invoiced ZipCash transactions for the reporting period uncollected as of end of reporting period + value of uninvoiced ZipCash transactions for the reporting period as of end of reporting period)}}{\textit{value of all AVI and ZipCash transactions that have occurred during the reporting period as adjusted for VToll transactions}}$$

An AVI transaction is valued at the TollTag toll rate for that transaction, and a ZipCash transaction is valued at the ZipCash toll rate, which includes the premium above the TollTag rate but not any administrative fees or fines. See "**APPENDIX C — NTTA SYSTEM TOLL RATE SCHEDULES**" for TollTag and ZipCash toll rates for each portion of the NTTA System. Upon identification, the value of a VToll transaction is adjusted downward from the ZipCash rate to the TollTag rate.

The toll collection variance for NTTA based on the All-ETC methodology for calendar years 2011, 2012, 2013 and 2014, is set out in the table below. These calculations use aggregate transaction information from the NTTA System and the Special Projects System (and thus do not reflect only the NTTA System). The calculations are based on unaudited financial information. NTTA expects that the implementation of the toll collection procedures and enforcement remedies described above will gradually improve the toll collection variance.

	Calendar Year 2011	Calendar Year 2012	Calendar Year 2013	Calendar Year 2014
Value of invoiced ZipCash transactions for the reporting period uncollected as of period-end:	$44,675,438	$80,413,340	$81,701,089	$81,508,283
Value of uninvoiced ZipCash transactions for the reporting period as of period-end:	38,069,555	52,451,196	61,518,201	$80,989,673
TOTAL:	$82,744,993	$132,864,536	$143,219,290	$162,497,956
Value of all AVI and ZipCash transactions that have occurred during the reporting period as adjusted for VToll transactions:	÷ $493,585,247	÷ $591,226,667	÷ $676,584,037	÷ $795,784,407
Toll collection variance:	16.75%	22.47%	21.17%	20.42%

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The table below sets out the following information for calendar years 2011, 2012, 2013 and 2014: (i) the percentage, by value, of ZipCash transactions out of all NTTA transactions for the reporting period, (ii) the percentage, by value, of all ZipCash transactions that occurred during the reporting period that were invoiced prior to the end of the reporting period, and (iii) the percentage, by value, of the ZipCash transactions that were invoiced during the reporting period that were collected by the end of the reporting period. These calculations use aggregate transaction information from the NTTA System and the Special Projects System (and thus do not reflect only the NTTA System) and are unaudited. NTTA expects that the implementation of the toll collection procedures and enforcement remedies described above will gradually increase the percentage of ZipCash transactions that are invoiced and subsequently collected.

	Calendar Year 2011	Calendar Year 2012	Calendar Year 2013	Calendar Year 2014
Percentage of ZipCash transactions (by value) out of all NTTA transactions during period:	29.28%	29.43%	28.83%	30.40%
Percentage of ZipCash transactions (by value) that were invoiced during period:	54.70%	62.94%	61.92%	64.61%
Percentage of ZipCash transactions (by value) that were collected as of period end:	41.29%	41.29%	48.75%	45.03%

Uninvoiced ZipCash transactions that are paid in the reporting period are deemed to be invoiced and are reflected in the percentages in the preceding table. Uninvoiced ZipCash transactions that are invoiced in subsequent reporting periods, and uncollected invoiced ZipCash transactions that are collected in subsequent reporting periods, are not reflected in the percentages in the preceding table. Furthermore, the percentages in the table do not take into account adjustments for VToll transactions and unassigned ZipCash invoices occurring after such reporting period. ZipCash transactions are not invoiced if the transaction (i) does not meet NTTA's business rules regarding invoicing, or (ii) is not pursuable because a readable license plate image was not captured or because the license plate information could not be matched to the vehicle owner information.

The All-ETC Methodology does not include ZipCash transactions collected after the end of the calendar year (or other reporting period) in which the transaction occurred, therefore NTTA also reports total ZipCash collections, including invoiced and uninvoiced payments, for the calendar year (or other reporting period). This amount includes all ZipCash transactions collected regardless of the date the transactions occurred. Total ZipCash collections were approximately $41.3 million for 2011, $67.4 million for 2012, $68.3 million for 2013 and $76.6 million for 2014.

Revenue Recovery Assumptions in Traffic and Revenue Study

The current traffic and toll revenue analysis for the NTTA System (defined below as the "*2015 T&R Report*") reflects the most current ZipCash revenue recovery assumptions and distribution of TollTag/ZipCash transactions. For transactions recorded in calendar year 2015, the 2015 T&R Report uses a revenue recovery rate of 43.2% for all ZipCash transactions (includes invoiced and uninvoiced transactions and excludes all VToll transactions) at one year after the transaction, with the rate ramping up to 49.4% for transactions recorded in calendar year 2017 and holding steady thereafter. The 2015 T&R Report assumes the average NTTA System TollTag penetration rate (including all VToll transactions with a three-month lag) to be 79.1% in 2015 with a ramp up based on a logistic function to an average of 81.2% for all NTTA System roadways in 2020, 83.5% in 2030, 84.4% in 2040, 84.8% in 2050 and 84.9% in 2060 and thereafter. See "**THE TRAFFIC AND REVENUE STUDY**." Projected annual toll revenues in the 2015 T&R Report are revenues projected to be collected in each year (*i.e.*, cash basis) after applying the above-described assumptions to the projected toll transactions for the year. Historical toll revenues and historical debt service coverage are based on revenues determined on an accrual basis in accordance with generally accepted accounting principles ("*GAAP*"). See "— *Reporting of Toll Accounts Receivable*" below and "**OTHER FINANCIAL INFORMATION**." Inevitably, some underlying assumptions and projections used to develop these financial forecasts will not be realized, and unanticipated events and circumstances may occur. Therefore, the actual results achieved during the forecast periods will vary from the forecasts, and such differences may be material.

Reporting of Toll Accounts Receivable

In its annual audited and monthly unaudited financial statements NTTA reports revenues in its statement of net assets and statement of revenues, expenses, and changes in net assets on an accrual basis in accordance with GAAP. Certain toll transactions are recorded as receivables in accordance with GAAP.

As of December 31, 2012, net toll receivables were $27,809,058, which included an allowance for uncollectible receivables of $81,068,112. As of December 31, 2013, net toll receivables were $32,058,275, which included an allowance for uncollectible receivables of $71,001,312 (after all write-offs described in the following paragraph). See "**APPENDIX B-1**" for the audited financial statements of the North Texas Tollway Authority System Enterprise Fund for the Fiscal Year ended December 31, 2013. As of December 31, 2014, net toll receivables were $43,474,903, which included an allowance for uncollectible receivables of $99,696,525 (after all write-offs described in the following paragraph). See "**APPENDIX B-2**" for the unaudited financial statements of the North Texas Tollway Authority System Enterprise Fund for the Fiscal Year ended December 31, 2014.

Currently, NTTA maintains an allowance for uncollectible receivables in its financial statements with respect to a toll receivable, with the amount of the allowance based upon historical monthly collections patterns from 2011 to present. Based upon the payment history for each 30 day bucket of aged toll receivables, an allowance is calculated for the expected percentage that will remain unpaid based upon these historical trends. The allowance for uncollectible receivables currently ranges from a minimum of 20% on invoices that are current (age of 0-30 days) to a maximum of 100% for invoices that have met the business rules for write-off with an overall average of 69.6% reserved for all invoices. On October 16, 2013, the Board adopted a toll receivable write-off policy. The policy states in part that, on an annual basis, the Executive Director will recommend to the Board a list of toll receivables to be written off for accounting and financial reporting purposes only. The toll receivables will continue to be legal obligations of the users and collection efforts will continue. In November of each year, NTTA's Operations department will provide a list, by customer, of all receivables that have aged through the collections process and are eligible to be written off. In December of each year, the list will be presented to the Board for their review and approval.

NTTA books as an account receivable the value of uninvoiced ZipCash transactions that are categorized as "matched, current address," with an allowance for uncollectible receivables of 20% for those meeting all business rules for invoicing. These transactions will be invoiced on the customer’s next monthly invoice. "Matched, current address" transactions not meeting all business rules are not recorded on the financial statements as a receivable. The allowance of 20% is a reduction from the 85% reserved for the years 2012 and 2013. The change reflects the high probability of revenue recognition and ultimately collection for these uninvoiced transactions that have met all business rules for invoicing. The amount of "matched, current address" transactions as of December 31, 2014 was $12,144,191. After the allowance, net toll receivables for such uninvoiced transactions as of December 31, 2014 was $9,674,301. As discussed above, for the years 2012 and 2013, NTTA recorded the value of "matched, current address" uninvoiced ZipCash transactions meeting all business rules for invoicing with an allowance for uncollectible receivables of 85%. The amount of "matched, current address" transactions as of December 31, 2012, was $12,013,440. After the allowance, net toll receivables for such uninvoiced transactions as of December 31, 2012, was $1,802,016. The amount of "matched, current address" transactions as of December 31, 2013, was $8,989,544, with net toll receivables for such uninvoiced transactions, after the allowance, of $1,364,204 as of December 31, 2013.

A toll receivable may move through two phases in the collection process. Toll receivables start in the "current invoice process," meaning invoiced transactions have not incurred administrative fees or fines in the collections process. Receivables in the current invoice process generally have an age of 60 days or less. A toll receivable moves from the "current invoice process" to the next phase, the "violation invoice process," when administrative fees or fines have been incurred with respect to the transaction. Receivables in the violation invoice process are, generally, more than 60 days old. When a receivable moves from the current invoice process to the violation invoice process, the aging of that receivable restarts at day zero.

The tables below set out the age of toll receivables for the NTTA System separately in the current invoice process and in the violations invoice process. Such information for Fiscal Years 2012, 2013 and 2014 is set out in the tables below.

Receivable Aging as of December 31, 2012

	Receivables in Current Invoice Process (in millions)	% of Total Receivables	Receivables in Violations Invoice Process (in millions)	% of Total Receivables	Total Receivables (in millions)
Current	$15.8	14.5%	$10.0	9.0%	
31-60 Days	4.1	3.8%	5.0	4.5%	
61-90 Days	0.0	0.0%	4.1	3.8%	
91-120 Days	0.0	0.0%	4.5	4.1%	
Over 120 Days	0.0	0.0%	66.0	60.3%	
	$19.9	18.3%	$89.6	81.7%	$109.5

Receivable Aging as of December 31, 2013

	Receivables in Current Invoice Process (in millions)	% of Total Receivables	Receivables in Violations Invoice Process (in millions)	% of Total Receivables	Total Receivables (in millions)
Current	$20.3	19.7%	$12.1	11.7%	
31-60 Days	7.2	7.1%	4.9	4.7%	
61-90 Days	0.1	0.0%	4.8	4.7%	
91-120 Days	0.0	0.0%	4.7	4.6%	
Over 120 Days	0.1	0.0%	48.9	47.5%	
	$27.7	26.8%	$75.4	73.2%	$103.1

Receivable Aging as of December 31, 2014

	Receivables in Current Invoice Process (in millions)	% of Total Receivables	Receivables in Violations Invoice Process (in millions)	% of Total Receivables	Total Receivables (in millions)
Current	$12.2	8.4%	$7.6	5.3%	
31-60 Days	8.8	6.1%	6.8	4.8%	
61-90 Days	7.4	5.2%	7.9	5.5%	
91-120 Days	6.9	4.8%	4.1	2.9%	
Over 120 Days	2.6	1.9%	78.9	55.1%	
	$37.9	26.4%	$105.3	73.6%	$143.2

Toll Receivables Write-Off

As noted above, in October 2013, the Board approved the toll receivable write-off policy. The policy states that a list of toll receivables that have aged through the collection process will be reviewed and approved to be written off every December by the Board. The toll receivables approved to be written off will be written off from an accounting and financial reporting perspective only. Collection efforts will continue. In order to provide an opportunity for toll enforcement remedies to assist in collection efforts, invoices must have aged for two years from the date of the initial ZipCash invoice before becoming eligible for write-off.

In December 2013 and December 2014, the Board authorized certain toll receivables to be written off. For the NTTA System, NTTA wrote off $56,192,668 in toll receivables effective as of December 31, 2013 and $18,565,705 in toll receivables effective as of December 31, 2014.

Legislative Changes to Toll Collection Process

Senate Bill 469 ("*SB 469*") was passed by the 82nd Texas Legislature and became effective on September 1, 2011. SB 469 made several changes to the statutory provisions controlling NTTA's toll collection process set forth in Texas Transportation Code Section 366.178. First, it provides that NTTA may charge an administrative fee of not more than $25.00, in addition to the invoiced and unpaid tolls, on the first notice of nonpayment sent to the registered owner of a nonpaying vehicle. If a second notice of nonpayment is sent, SB 469 allows NTTA to seek payment of the initial $25.00 administrative fee, the unpaid tolls, plus an additional administrative fee of $25.00 for each unpaid toll, not to exceed a total of $200.00. If a third notice of nonpayment is sent, NTTA may seek payment of all amounts sought in the second notice, plus any third-party collection service fees; further, the registered owner is then subject to prosecution, and SB 469 prohibits waiver by the court of the unpaid tolls, administrative fees and third-party collection costs unless it finds that the registered owner is indigent. SB 469 also amends Texas Transportation Code Section 366.178 to more explicitly reference NTTA's current video tolling practices. NTTA implemented changes to its toll collection practices to comply with SB 469. Changes implemented include RITE System upgrades (which are currently ongoing), customer service business rules and process changes, invoice redesign, collection agency and court process changes, and Government Affairs and Communications key messages and public outreach initiatives.

Legislative Changes to Toll Enforcement Remedies

Senate Bill 1792 ("*SB 1792*") was passed by the 83rd Texas Legislature and became effective on June 14, 2013. SB 1792 makes improvements to toll enforcement remedies. SB 1792 authorizes NTTA to publish the names of registered owners (or lessees) of nonpaying vehicles who are liable for past due and unpaid tolls and administrative fees. It also authorizes NTTA to enter into agreements providing for toll violation payment plans and to file suit in district court to enforce these agreements. Additional provisions include a process for determining habitual violators, which includes those registered owners of a vehicle with at least two written notices of nonpayment that contain an aggregate of 100 or more events of nonpayment within a one year period. Failure to pay by the due date in response to the two written notices allows NTTA to determine the person is a habitual violator. Once a habitual violator determination has been made, NTTA may: (i) report the habitual violator determination to a county assessor collector or to the Texas Department of Motor Vehicles and request that the vehicle registration or renewal be refused, and (ii) adopt an order prohibiting the operation of a vehicle on a toll project of NTTA and mail notice of the order to the habitual violator. SB 1792 also creates a process for addressing nonresident violators.

In November 2013, by order of the Board, NTTA adopted an order of prohibition permitting NTTA to begin notifying "habitual violators" that operating their motor vehicles on NTTA tollways was prohibited. NTTA is actively sending such notices to habitual violators informing them of their ban from NTTA Tollways and the associated penalties for violation of the ban. Repeat violations of the order of prohibition allow law enforcement on the tollways to impound the habitual violator's vehicle after the habitual violator has been notified in person of such intent if found on the tollway. NTTA has negotiated agreements with the Tax Collector/Assessors from three of the four Member Counties, four other adjacent counties and the Texas Department of Motor Vehicles to implement the vehicle registration block remedy.

Multi-Year NTTA System Capital Plan

NTTA's Capital Improvement Program (the "*CIP*") includes all major maintenance, rehabilitation, corridor expansion projects and corridors under study. Potential corridor expansion projects include (i) DNT fourth lane additions in each direction from Belt Line Road to SRT that are expected to be completed in 2018, (ii) bottleneck improvements at the DNT/PGBT interchange that are anticipated to be open to traffic at the beginning of 2018, and (iii) PGBT fourth lane additions in each direction between IH 35E and SH 78 that are anticipated to be completed in stages between 2016 and 2019. The CIP also includes planned expenditures for replacement of equipment, roadway resurfacing, roadway safety improvements and office facility improvements. The estimated costs for the NTTA System in the CIP over the period 2015-2019 are expected to be approximately $792.3 million. Of the $792.3 million, approximately $98.7 million is expected to be paid from the Reserve Maintenance Fund, approximately $533.0 million is expected to be paid from the Capital Improvement Fund, approximately $159.1 million is expected to be paid from the Construction Fund and approximately $1.5 million is expected to be paid from the Feasibility Study Fund. As of December 31, 2014, NTTA had on deposit approximately $33,444,151 million in the Reserve Maintenance Fund and $173,203,467 million in the Capital Improvement Fund for those projects.

OTHER POTENTIAL PROJECTS (ON SYSTEM AND OFF SYSTEM)

General

Future turnpike projects of NTTA may be financed as part of the NTTA System or independently of the NTTA System. NTTA is in the preliminary review stage for a number of projects and has begun the multi-staged review process for some of these projects. The review process entails performing various environmental studies, which may need to be approved by State and federal agencies, feasibility studies, the development of traffic and revenue studies, an analysis of financing structures (such as stand-alone or system) and development options (*e.g.*, Comprehensive Development Agreement ("*CDA*"), design-build and construction manager at risk) and approval of the Board. A key factor in determining whether to undertake a project is the impact on NTTA's credit profile (including expected revenue contribution and ability to service debt). NTTA's objective in determining whether to undertake projects is to maintain or enhance the overall NTTA credit profile and preserve or enhance debt capacity for future projects. If NTTA determines to pursue any of these projects, NTTA anticipates this process to be gradual. Funding agreements and cost estimates are preliminary.

Local Primacy

In June 2007, Senate Bill 792 ("*SB 792*"), passed by the Texas legislature, became effective. SB 792 established new procedures for the development of toll projects in Texas including a statutory first option for local toll entities, such as NTTA, for the right to develop toll projects in the territory of the local toll entity. This first option right is sometimes referred to as "local primacy."

Senate Bill 19 ("*SB 19*") was passed by the Texas legislature and became effective in June 2011. SB 19 repealed the market valuation provisions of SB 792 described above and extends the concept of local primacy for local toll entities in Texas by establishing a new framework that has been codified in Chapter 373, Texas Transportation Code ("*Chapter 373*"). As with SB 792, a local toll entity's primary responsibility for toll road development within its boundaries is expressly recognized in SB 19. Toll projects undertaken in the future will be subject to the new local primacy requirements of Chapter 373. Chapter 373 streamlines the first option process by eliminating the requirement for a market valuation while retaining first option, highway right-of-way and access provisions that are otherwise similar to the corresponding provisions in SB 792. SB 19 does not affect any project agreement, agreement regarding negotiated value, market valuation waiver or other agreement entered into between TxDOT and NTTA under SB 792.

Projects Under Consideration

Trinity Parkway

In 2000, the Board authorized a preliminary traffic and revenue study by Wilbur Smith Associates (now known as CDM Smith), traffic engineers for NTTA, for the proposed Trinity Parkway in the City of Dallas from the SH 183/IH 35E junction north of downtown Dallas to US 175 southeast of downtown Dallas, a distance of approximately nine miles. In addition to the no-build option, eight build-alternative routes were evaluated in the Draft Environmental Impact Statement ("*DEIS*"); five build-alternatives are along the Trinity River levees, two are along Industrial Boulevard and one is outside the Trinity River levees. The proposed Trinity Parkway is intended to function as a reliever route around the congested roadways near downtown Dallas. Cost estimates range from $1.1 billion to $2.1 billion. In 1998, the City of Dallas received voter approval of a $246,000,000 bond election for the Trinity River Corridor project; of this amount, $84,000,000 was allocated to assist in accelerating this project as a tollway, including payment for the preliminary traffic and revenue study and environmental and permitting costs, with the remaining balance being used for right-of-way acquisition, utility adjustments and costs relating to the design and construction of the project. After receipt of an initial sketch level traffic and revenue study, a preliminary agreement was executed between NTTA, TxDOT and the City of Dallas on participation levels and agency obligations in May 1999, and the Board authorized the preliminary traffic and revenue study described above. Additional funding sources for construction, operations and maintenance will be identified later in the project. As various project components are finalized, it is anticipated that future funding agreements will identify the cost shares of other funding partners.

Several issues involving multiple proposed projects within the same reach of the Trinity River were addressed in the DEIS. The DEIS was released in February 2005 and a public hearing was held in March 2005. The Supplemental Draft Environmental Impact Statement (the "*SDEIS*") was released in February 2009 and a public hearing was held in May 2009. The comments received on the SDEIS are currently being addressed through interagency cooperation with NTTA, TxDOT, the Federal Highway Administration ("*FHWA*"), the United States Army Corps of Engineers ("*USACE*") and others.

The 2007 USACE Periodic Inspection Report was released on April 1, 2009. Due to USACE concerns with the existing Dallas Floodway levees, FHWA requested additional environmental studies (Limited Supplement Draft Environmental Impact Statement) for the public that will include the City of Dallas' assessment and future plans for levee remedies and how the Trinity Parkway will play into these levee remedies. A public hearing for the Limited Supplement Draft Environmental Impact Statement was held on May 8, 2012. An updated traffic and revenue study for Trinity Parkway was performed by CDM Smith in early 2013. The Final Environmental Impact Statement is currently being evaluated by FHWA for a possible record of decision; a final public hearing for the project was held April 24, 2014. It is not possible at this time to forecast whether this project will show sufficient financial feasibility to go forward.

DNT Extension Phase 4A

DNT Extension Phase 4A, a proposed 6-mile extension of the DNT, would begin at US 380 in Collin County and extend north to FM 428. No financial commitments have been made by NTTA for DNT Extension Phase 4A. In September 2008, the Board approved the DNT Extension Phase 4A schematic and environmental assessment. Collin County has constructed an initial two-lane county road on the proposed alignment from US 380 to FM 428 using proceeds of a bond sale approved by voters in 2003. Collin County's two lane road opened to traffic in October 2008 and is anticipated to serve as the northbound frontage road for the potential DNT Extension Phase 4A. Collin County is acquiring all of the right-of-way for the section between US 380 and FM 428 to accommodate this possible DNT extension. CDM Smith has completed sketch level traffic forecasts for the DNT Extension Phase 4A, but financial feasibility has not been conducted.

DNT Extension Phase 4B and 5A

NTTA has completed a planning study on the DNT extension north of FM 428 north into Grayson County (Phase 4B to the Grayson County lines and Phase 5A from the Grayson County lines to north of the Grayson County lines, with the terminus at FM 121). No financial commitments have been made by NTTA for DNT Extension Phase 4B and 5A. The study involved seeking input from affected counties, municipalities and property owners, and performing route studies for possible alignments. In July 2010, the Board selected the "county line" alignment as the "Locally Preferred Alternative." NTTA has completed the environmental documentation and schematic development stage for Phase 4B and 5A. Denton County has committed $21.5 million to fund the southbound frontage road for the project. NTTA is currently finalizing right-of-way donation along the corridor and began design of the project in December 2014.

Other Possible Projects

NTTA is currently considering a number of additional projects, including (i) SH 190/East Branch, an extension of the PGBT EE between IH 30 and IH 20 of approximately 11 miles in length, and (ii) SH 170, a road between SH 114 and IH 35W of approximately 5.7 miles in length. The foregoing projects are subject to the applicable local primacy requirements of state law. See "— **Local Primacy**."

TOLLING SERVICES AGREEMENTS

General

Section 366.038 of the NTTA Act provides that NTTA shall provide, for reasonable compensation, tolling services normally provided through its customer service center, including customer service, customer account maintenance, transponder supply and toll collection and enforcement (collectively, "*Tolling Services*") for toll projects in NTTA's service area of Collin, Dallas, Denton and Tarrant counties.

Pursuant to the requirements of Section 366.038 of the NTTA Act, NTTA has entered into (i) a Tolling Services Agreement dated September 4, 2009 (the "*IH 635 TSA*") with LBJ Infrastructure Group LLC (the "*IH 635 Developer*") for the IH 635 Managed Lanes Project in Dallas County, Texas (the "*IH 635 Project*"), the first phase of which opened to traffic in December 2013, (ii) a Tolling Services Agreement dated June 23, 2009 (the "*NTE Segment 1/2W TSA*") with NTE Mobility Partners LLC (the "*NTE Segment 1/2W Developer*") for Segments 1 and 2W of the North Tarrant Express Project in Tarrant County, Texas (the "*NTE Segment 1/2W Project*"), which opened to traffic in October 2014, (iii) a Tolling Services Agreement dated September 19, 2013 (the "*NTE Segment 3A/3B TSA*") with TxDOT, as TxDOT's subcontractor to provide Tolling Services to NTE Mobility Partners Segments 3 LLC (the "*NTE Segment 3A/3B Developer*") for Segments 3A and 3B of the North Tarrant Express Project in Tarrant County, Texas (the "*NTE Segment 3A/3B Project*"), which is expected to open to traffic in phases starting in 2016, and (iv) a Tolling Services Agreement dated September 1, 2014 (the "*Regional TSA*") with TxDOT for certain planned TxDOT managed toll lane projects in the NTTA's service area (the "*Regional Projects*"), under which NTTA began performing Tolling Services for the DFW Connector Project in Dallas County, Texas on October 20, 2014. There is no assurance that any other Regional Projects will go forward. **Revenues generated by NTTA under the IH 635 TSA, the NTE Segment 1/2W TSA, the NTE Segment 3A/3B TSA, the Regional TSA, or any other future TSAs will not secure the Series 2009D Bonds or other obligations entitled to the benefit of the Trust Agreement.**

As described below, the IH 635 TSA and the NTE Segment 1/2W TSA place most of the toll collection risk on NTTA. For example, under both the IH 635 TSA and the NTE Segment 1/2W TSA, NTTA is required to pay to the developer a portion of the toll for each vehicle that travels on the managed lanes, subject to certain exceptions, regardless of whether NTTA actually collects the toll. While NTTA is only required to pay the developer tolls for video transactions where the license plate image is readable, NTTA is taking all other collection risk associated with video transactions and is responsible for costs for enforcement and third party collection efforts. See the discussion regarding collection of ZipCash video transactions under "**THE NTTA SYSTEM — Operations** — *Toll Collection*." All fees assessed and collected by NTTA are intended to serve as mitigation of uncollected tolls for these projects. NTTA may use funds in the Capital Improvement Fund for the NTTA System to pay costs it incurs under the agreements for Tolling Services.

IH 635 Tolling Services Agreement

Term

The term of the IH 635 TSA expires upon expiration of the IH 635 CDA between TxDOT and the IH 635 Developer, subject to earlier termination. The IH 635 CDA expires on September 4, 2061.

Payments to IH 635 Developer

Subject to certain exceptions, NTTA is required to pay the IH 635 Developer an amount equal to the transponder toll for each transaction, less its fee, within two business days after the date the transaction has been properly transmitted to NTTA.

Compensation for Services

NTTA is entitled to a fee for each transaction, consisting of a base transaction fee and (except for interoperability transactions) a variable transaction fee. In addition, NTTA may impose on and collect from users of the managed lanes of the IH 635 Project, and retain as additional compensation, incidental charges consistent with NTTA's practices concerning customers of its own facilities, including, with respect to video transactions, NTTA's reasonable out-of-pocket costs and expenses and a reasonable amount to reflect its collection risk.

Performance Security

NTTA is required to deliver to the IH 635 Developer annually a letter of credit to secure NTTA's payment obligations under the IH 635 TSA. The delivery of the letter of credit is a condition to NTTA's right to receive compensation for services. The IH 635 Developer is obligated to reimburse NTTA for the costs of the issuance of the letters of credit. The face amount of the letter of credit to be issued for each service year is to be equal to 50% of the toll revenues that the IH 635 Developer's base case financial model projects will be earned in the applicable service year. NTTA and the IH 635 Developer entered into an Amended and Restated Agreement Regarding IH 635 TSA Performance Security dated as of December 1, 2014 (the "*Amended IH 635 TSA Performance Security Agreement*") under which NTTA agreed to (i) execute a Joinder Agreement under the Master Cash Collateral Trust Agreement (as defined below) to establish a separate sub-account for the sole benefit of the IH 635 Developer (the "*IH 635 TSA Cash Collateral Sub-Account*") as substitute performance security under the IH 635 TSA in lieu of a letter of credit and (ii) fund the IH 635 TSA Cash Collateral Sub-Account in the amount of $10,261,840.50 (the "*Account Requirement*") on December 13, 2014. NTTA, TxDOT, the Collateral Account Trustee (as defined below) and the IH 635 Developer entered into a Joinder Agreement dated as of December 1, 2014 that established the IH 635 TSA Cash Collateral Sub-Account. On December 13, 2014, the Collateral Account Trustee transferred the Account Requirement from the Master Cash Collateral Trust Account (as defined below) into the IH 635 TSA Cash Collateral Sub-Account. If the IH 635 Developer withdraws any amounts from the IH 635 TSA Cash Collateral Sub-Account, then NTTA is required to replenish the IH 635 TSA Cash Collateral Sub-Account to an amount not less than the Account Requirement not later than five business days after the withdrawal occurs. The Amended IH 635 TSA Performance Security Agreement will continue in effect until December 13, 2015, or such later date mutually agreed to by NTTA and the IH 635 Developer. Upon termination of such agreement, NTTA will be required to provide a letter of credit as required under the IH 635 TSA.

NTTA Defaults

In the event of a default by NTTA under the IH 635 TSA, subject to the IH 635 Developer's step-in rights, and subject to certain limitations on damages, the IH 635 Developer will be entitled to recover all losses and damages incurred as a result of NTTA's default. In addition, upon certain NTTA defaults or upon certain conditions, the IH 635 Developer has the right to require suspension of NTTA's services under the IH 635 TSA and has the option to step in and perform such services itself or to arrange for a designee to step in and perform such services.

NTE Segment 1/2W Tolling Services Agreement

Term

The term of the NTE Segment 1/2W TSA expires upon expiration of the NTE Segment 1/2W CDA between TxDOT and the NTE Segment 1/2W Developer, subject to earlier termination. The NTE Segment 1/2W CDA expires on June 23, 2061.

Payments to NTE Segment 1/2W Developer

Subject to certain exceptions, NTTA is required to pay the NTE Segment 1/2W Developer an amount equal to the transponder toll for each transaction, less its fee, within two business days after the date the transaction has been properly transmitted to NTTA.

Compensation for Services

NTTA is entitled to a fee for each transaction, consisting of a base transaction fee and (except for interoperability transactions) a variable transaction fee. In addition, NTTA may impose on and collect from users of the managed lanes of the NTE Segment 1/2W Project, and retain as additional compensation, incidental charges consistent with NTTA's practices concerning customers of its own facilities, including, with respect to video transactions, NTTA's reasonable out-of-pocket costs and expenses and a reasonable amount to reflect its collection risk.

Performance Security

As part of the settlement with TxDOT relating to the calculation of the upfront payment for the SRT, NTTA (i) established a master cash collateral trust account (the "*Master Cash Collateral Trust Account*") under a Master Cash Collateral Trust Agreement (the "*Master Cash Collateral Trust Agreement*") among NTTA, TxDOT and Wilmington Trust, National Association (the "*Collateral Account Trustee*") and (ii) deposited $25,598,000 therein to provide performance security for the NTE Segment 1/2W TSA and future tolling services agreements.

NTTA, TxDOT, the Collateral Account Trustee and the Segment 1/2W Developer entered into a Joinder Agreement dated as of May 1, 2014 that established a separate sub-account, for the sole benefit of the NTE Segment 1/2W Developer (the "*NTE Segment 1/2W Cash Collateral Sub-Account*"), which currently has a required amount of $9,589,474.12. As of December 31, 2014, the NTE Segment 1/2W Cash Collateral Account was fully funded with a balance of approximately $9,590,036, which amount exceeded the required balance. On each July 1, the required amount on deposit in the NTE Segment 1/2W Collateral Sub-Account will be equal to 102% of the required amount as of the immediately preceding July 1, and NTTA and TxDOT intend to use available funds on deposit in the Master Cash Collateral Trust Account to fund any shortfall in the NTE Segment 1/2W Collateral Sub-Account, other than a shortfall caused by a default by NTTA under the NTE Segment 1/2W TSA.

NTTA Defaults

In the event of a default by NTTA under the NTE Segment 1/2W TSA, subject to the NTE Segment 1/2W Developer's step-in rights, and subject to certain limitations on damages, the NTE Segment 1/2W Developer will be entitled to recover all losses and damages incurred as a result of NTTA's default. In addition, upon certain NTTA defaults or upon certain conditions, the NTE Segment 1/2W Developer has the right to require suspension of NTTA's services under the NTE Segment 1/2W TSA and has the option to step in and perform such services itself or to arrange for a designee to step in and perform such services.

NTE Segment 3A/3B Tolling Services Agreement

Term

The term of the NTE Segment 3A/3B TSA expires on the tenth anniversary of the service commencement date for the NTE Segment 3A/3B Project, subject to earlier termination. The NTE Segment 3A/3B TSA will renew automatically from and after the final day of the initial term for successive five-year periods until the expiration of the NTE Segment 3A/3B CDA between TxDOT and the NTE Segment 3A/3B Developer, subject to earlier termination. The NTE Segment 3A/3B CDA expires on June 23, 2061.

Payments to NTE Segment 3A/3B Developer and TxDOT

Subject to certain exceptions, NTTA is required to pay the NTE Segment 3A/3B Developer and/or TxDOT an amount equal to the toll for each transaction, including any video transaction toll premium, less its fee, within two business days after the date NTTA collects such toll.

Compensation for Services

NTTA is entitled to a fee for each transaction, consisting of a base transaction fee and (except for interoperability transactions) a variable transaction fee. In addition, NTTA may impose on and collect from users of the managed lanes of the NTE Segment 3A/3B Project, and retain as additional compensation, incidental charges consistent with NTTA's practices concerning customers of its own facilities. Incidental charges do not include any video transaction toll premiums.

NTTA Defaults

In the event of a default by NTTA under the NTE Segment 3A/3B TSA, subject to TxDOT's step-in rights, and subject to certain limitations on damages, TxDOT will be entitled to recover all losses and damages incurred as a result of NTTA's default. In addition, upon certain NTTA defaults or upon certain conditions, TxDOT has the right to require suspension of NTTA's services under the NTE Segment 3A/3B TSA and has the option to step in and perform such services itself or to arrange for a designee to step in and perform such services.

Regional Tolling Services Agreement

Term

The initial term of the Regional TSA expires on September 1, 2019. The Regional TSA will automatically renew and extend for an additional five years from and after the end of the then-expiring term, unless NTTA or TxDOT provides a written notice to the other at least 180 days before the end of the term.

Payments to TxDOT

NTTA is required to pay TxDOT an amount equal to the payment received for each transaction within two business days after NTTA receives such payment.

Compensation for Services

TxDOT is required to reimburse NTTA for the cost of all labor, supervision, materials, supplies, services, equipment, fees, licenses, maintenance, information technology, utilities, facilities, insurance, professional services and other costs and expenses incurred by NTTA to perform tolling services under the Regional TSA, including an allocated portion of NTTA's overhead and shared services under generally accepted government accounting principles.

Remedies

If either TxDOT or NTTA fails to observe or perform any covenant, agreement, term or condition under the Regional TSA and such failure continues for a period of 60 days after written notice is provided by the other party specifying said failure, the other party will be entitled to seek an action in mandamus against that defaulting party, or to exercise any and all other rights and remedies available to it under the Regional TSA, at law or in equity. TxDOT and NTTA also agreed to utilize prescribed dispute resolution procedures before exercising the foregoing remedies.

THE SPECIAL PROJECTS SYSTEM

General

As described above, NTTA has created the Special Projects System to finance certain roads that are not a part of the NTTA System. The Special Projects System consists of the PGBT WE and the CTP. Revenues of the Special Projects System may only be used to pay bonds issued for projects that are part of the Special Projects System and for other costs related to the Special Projects System. Average revenue vehicle transactions per day for each segment of the SPS are unaudited. **Revenues from the Special Projects System do not secure and are not available to pay debt service on the Series 2009D Bonds or other obligations entitled to the benefit of the Trust Agreement.**

PGBT WE

The PGBT WE extends the existing TxDOT section of SH 161 south of the current terminus by approximately 11.5 miles, from SH 183 south to IH 20 in Dallas County, with approximately 54 lane miles of toll roads. The PGBT WE is operated exclusively as All-ETC. The PGBT WE was fully opened to traffic in October 2012. The PGBT WE averaged approximately 93,805 revenue vehicle transactions per day in the fiscal year ended August 31, 2013 (the fiscal year for the Special Projects System is September 1 to August 31). The PGBT WE averaged approximately 128,702 revenue vehicle transactions per day for the fiscal year ended August 31, 2014.

NTTA entered into that certain Project Agreement dated July 30, 2009, as amended, with TxDOT for the PGBT WE, which contains the representations, commitments and obligations of NTTA and TxDOT related to the development, financing, design, construction, operation and maintenance of the PGBT WE and provides that NTTA will own the PGBT WE in perpetuity. In April 2011, NTTA issued approximately $1.1 billion in bonds and notes secured by the revenues of the Special Projects System and/or amounts on deposit under the trust agreement for the Special Projects System. Such bonds and notes are not secured by the revenues of the NTTA System.

The expected cost of NTTA's construction obligations is approximately $546.6 million (including $12.0 million to be reimbursed by TxDOT but excluding approximately $53.3 million for future lane expansions). As of January 31, 2015, NTTA had spent approximately $484.6 million (net of reimbursements). NTTA believes it has sufficient funds on hand to pay for any costs remaining for the initial construction of the PGBT WE. NTTA assumes all risk for construction costs over funds on hand for the portions of the PGBT WE it is required to build.

Chisholm Trail Parkway

Chisholm Trail Parkway (the "*CTP*") is a 27.6 mile extension of SH 121 from IH 30 near the central business district of Fort Worth to FM 1187 in Tarrant County, and continuing south to US 67 in Johnson County, with approximately 99 lane miles of toll roads. It traverses a large portion of the City of Fort Worth with major interchanges at IH 30 and IH 20 at SH 183, and continuing into Johnson County to the City of Cleburne, Texas. The project is a controlled-access, All-ETC facility consisting of two to six-lane controlled-access main lanes with discontinuous two to three-lane service roads in certain segments. While construction continues, the CTP was fully opened to traffic on May 11, 2014. The CTP has averaged approximately 32,695 revenue vehicle transactions per day from the opening through August 31, 2014.

NTTA and TxDOT have entered into that certain Project Agreement Southwest Parkway/Chisholm Trail Project dated October 27, 2010 (the "*CTP Project Agreement*"), which contains the representations, commitments and obligations of NTTA and TxDOT related to the development, financing, design, construction, operation and maintenance of the CTP and provides that NTTA will own the CTP in perpetuity.

On November 10, 2011, NTTA issued approximately $641 million in bonds secured by the revenues of the Special Projects System and/or amounts on deposit under the trust agreement for the Special Projects System. Such bonds are not secured by revenues of the NTTA System.

The expected cost of NTTA's construction obligations for CTP is approximately $860 million. As of January 31, 2015, NTTA had spent approximately $786.5 million (net of reimbursements) on development and construction of the CTP. NTTA believes it has sufficient funds on hand to pay any remaining construction costs for the CTP. NTTA assumes all risk for construction costs over funds on hand for the portions of the CTP it is required to build.

STATE HIGHWAY 360 PROJECT

General

Section 1 of State Highway 360 is a planned 9.7 mile toll road project located in Ellis, Johnson and Tarrant Counties, Texas, extending generally from Green Oaks Boulevard in Tarrant County south to US 287 in Ellis County with approximately 38 lane miles of toll roads planned (the "*SH 360 Project*"). The SH 360 Project will be a controlled-access, All-ETC facility initially consisting of four controlled-access main lanes from just south of Green Oaks Boulevard to US 287, with continuous service roads along the entire corridor. The SH 360 Project has been environmentally cleared. The SH 360 Project will be a stand-alone toll project and will not be a part of the NTTA System or the Special Projects System. Revenues of the SH 360 Project may only be used to pay costs, including debt service, that are related to the SH 360 Project. **Revenues from the SH 360 Project will not secure and will not be available to pay debt service on the Series 2009D Bonds or other obligations entitled to the benefit of the Trust Agreement.**

Project Agreement

NTTA entered into that certain Project Agreement State Highway 360 dated February 28, 2014 (the "*SH 360 Project Agreement*") with TxDOT for the SH 360 Project, which contains the representations, commitments and obligations of NTTA and TxDOT related to the development, financing, design, construction, operation and maintenance of the SH 360 Project. The SH 360 Project Agreement constitutes a "toll project agreement" entered into pursuant to Chapter 373. Under the SH 360 Project Agreement, TxDOT is required to design and construct the SH 360 Project and has allocated funds in the amount of $300 million for such purpose. The actual amount of such allocated funds expended for the design and construction of the SH 360 Project, less TxDOT's internal soft costs, up to a maximum of $294 million, will constitute a loan (the "*Project Loan*") from TxDOT to NTTA payable solely from net revenues of the SH 360 Project. The Project Loan will have a term of 35 years, commencing on the date of substantial completion of the SH 360 Project, and will bear interest at a fixed rate of 4.25% per annum. A schematic design for the SH 360 Project was prepared by NTTA in connection with obtaining environmental approval. TxDOT has awarded a design-build contract for design and construction of the SH 360 Project on a conditional basis, with final award anticipated in April 2015. NTTA anticipates that the SH 360 Project will be substantially complete and open to traffic in late 2017. Upon substantial completion of the SH 360 Project, TxDOT is required to transfer ownership thereof to NTTA, at which time NTTA will have the obligation to make payments on the Project Loan, but, except as provided below, only to the extent of net revenues from the SH 360 Project.

Financial Backstop Agreement

To provide support for TxDOT's efforts to develop, finance and construct the SH 360 Project and NTTA's efforts to operate and maintain the SH 360 Project, the RTC, TxDOT and NTTA entered into that certain Financial Backstop Agreement State Highway 360 dated February 28, 2014 (the "*Financial Backstop Agreement*"). Under the Financial Backstop Agreement, if SH 360 Project revenues are insufficient to make a scheduled payment on the Project Loan or a scheduled transfer for payment of operating and maintenance costs, NTTA is required to submit to

TxDOT and the RTC an expense draw request for the amount of such shortfall, and TxDOT, on behalf of the RTC, is required to make a draw on the financial backstop in the amount of such shortfall (i) to the extent the payment is owing to TxDOT, through the Commission's reduction of allocation of funds allocated to the Dallas-Fort Worth Region in the Unified Transportation Program developed by TxDOT and approved by the Commission (the "*UTP Funds*") after the scheduled payment date, or (ii) to the extent the payment is owing to NTTA, by transferring UTP Funds or other funds the RTC is authorized to allocate to projects to NTTA by the fifteenth business day after receipt of such draw request. NTTA is required to repay the RTC, but only from available SH 360 Project revenues, any amounts drawn under the Financial Backstop Agreement, together with interest on such amount at the fixed rate of 4.25% per annum.

Reverter and Nonrecourse

If the obligations of the RTC under the Financial Backstop Agreement are determined to be inoperative or if the RTC otherwise fails to perform its obligations under the Financial Backstop Agreement, and TxDOT's rights under the Financial Backstop Agreement to self-effectuate a cure are unenforceable or otherwise unavailable, then (i) if SH 360 Project revenues are insufficient to make at least 50% of any scheduled Project Loan payment, NTTA will be required to transfer to TxDOT, from other sources available to NTTA, the difference between 50% of the scheduled Project Loan payment and the amount of SH 360 Project revenues available to make such payment, and (ii) any shortfall in a scheduled Project Loan payment will be added to the Project Loan balance and NTTA will be required to pay such shortfall to TxDOT, together with interest thereon, on before the earlier of the fifth anniversary of the applicable payment date or the maturity date of the Project Loan. If NTTA fails to make a payment described in this paragraph, NTTA will have 90 days after written notice from TxDOT to make such payment. If NTTA does not make such payment within the 90-day period, the SH 360 Project Agreement and all of NTTA's rights thereunder will automatically terminate and title to the SH 360 Project will revert to TxDOT. NTTA's failure to make any such payment to TxDOT will not constitute a default under the SH 360 Project Agreement, and the obligations of NTTA under the SH 360 Project Agreement are subject to the availability of SH 360 Project revenues to perform such obligations.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS

General

The entire audited financial statements of NTTA's North Texas Tollway Authority System Enterprise Fund as of and for the Fiscal Year ended December 31, 2013 are attached hereto as **APPENDIX B-1** and include a narrative discussion and analysis by management of the results of operations for the NTTA System. The audited financial statements of NTTA's North Texas Tollway Authority System Enterprise Fund reflect the financial condition of the NTTA System, which does not include the PGBT WE, the CTP or the SH 360 Project. The unaudited financial statements of NTTA's North Texas Tollway Authority System Enterprise Fund as of and for the Fiscal Year ended December 31, 2014 are attached hereto as **APPENDIX B-2**. All 2014 financial information in this section is unaudited.

Highlights of the NTTA System as of and for the Fiscal Year ended December 31, 2014

- Revenue Vehicle Transactions for the Fiscal Year ended December 31, 2014 were 644.7 million, an increase of 34.5 million or 5.7% over the Fiscal Year ended December 31, 2013.
- Approximately 3.2 million and 2.8 million TollTags were active as of December 31, 2014 and 2013, respectively.
- As of December 31, 2014, the NTTA System's total net position increased by $40.4 million from the total net position as of December 31, 2013. The change was due to higher than budgeted revenues and lower than budgeted expenses.
- For the Fiscal Year ended December 31, 2014, toll revenues, net of bad debt expense, were $578.0 million, an increase of $52.5 million or 10.0% over the Fiscal Year ended December 31, 2013. The increase was primarily a result of increased transactions and a toll increase that was implemented on July 1, 2013.
- The Operations and Maintenance Fund administration and operations expenses before depreciation for the Fiscal Year ended December 31, 2014 were $109.7 million, a decrease of 1.9% compared to the Operations

and Maintenance Fund administration and operations expenses before depreciation for the Fiscal Year ended December 31, 2013.

Net Position

Set forth below is an analysis of the NTTA System's financial position as of December 31, 2014 and December 31, 2013.

Table A-1

Net Position

(in millions of dollars)

	Unaudited As of December 31, 2014	Audited As of December 31, 2013
Current assets	$ 341.6	$ 372.2
Current restricted assets	302.7	244.9
Noncurrent assets		
Restricted investments	449.8	424.4
Other assets	151.4	59.6
Capital assets	6,203.2	6,229.1
Total assets	7,448.8	7,330.2
Deferred outflow of resources	31.8	55.5
Current liabilities	60.6	74.8
Liabilities payable from restricted assets	222.1	225.2
Long-term debt	7,800.4	7,755.5
Total liabilities	8,083.1	8,055.5
Deferred inflow of resources	31.8	4.9
Net position:		
Investment in capital assets	(1,367.5)	(1,356.1)
Restricted for debt service	781.4	763.6
Restricted for TSAs	0.0	1.7
Unrestricted	(48.2)	(83.9)
Total net position	$ (634.3)	$ (674.7)

The NTTA System's net position indicates an unrestricted current ratio of 5.64 and 4.98 as of December 31, 2014, and December 31, 2013, respectively. Working capital was $281.0 million and $297.4 million as of December 31, 2014, and December 31, 2013, respectively. Total unrestricted current assets were $341.6 million as of December 31, 2014, compared to $372.2 million as of December 31, 2013 (see Table A-1). Total unrestricted and restricted current assets were $644.3 and $617.1 million as of December 31, 2014, and December 31, 2013, respectively. Cash and investments of $580.6 million represent the largest component of current assets as of December 31, 2014. The remaining $63.8 million is comprised of accrued interest receivables of $1.5 million, accounts receivable of $47.0 million, interproject/interagency receivables of $13.8 million and $1.5 million of prepaid charges.

Total unrestricted current liabilities for the NTTA System were $60.6 million as of December 31, 2014, including $2.3 million for accounts payable and retainage payable, $46.7 million of deferred revenue, $2.8 million for accrued liabilities, mainly accrued salaries and vacation liability, and interfund payables of $8.8 million.

Summary of Operations

Set forth below is a summary of operations of the NTTA System for the Fiscal Years ended December 31, 2014 and December 31, 2013.

Table A-2

Change in Net Position

(in millions of dollars)

	For Fiscal Year Ended	
Revenues	Unaudited December 1, 2014	Audited December 1, 2013
Tolls	$ 578.0	$ 525.4
Other revenues	32.9	26.1
Operating revenues	610.9	551.5
Operating expenses before depreciation	120.4	150.2
Income from operations before amortization and depreciation	490.5	401.3
Amortization of intangible (Sam Rayburn Tollway)	64.4	63.9
Depreciation	6.2	6.2
Operating income	419.9	331.2
Nonoperating revenue (expenses):		
Gain (Loss) on fair value of investments	2.1	(6.3)
Interest expense	(445.7)	(442.6)
Other	35.4	(17.9)
Net nonoperating revenue (expenses):	(408.2)	(466.8)
Income (loss) before capital contributions, subsidies, and transfers	11.7	(135.6)
Capital contributions		
Government subsidy	1.8	8.4
BAB's subsidy	26.9	26.7
Transfers in/out	0.0	.9
Change in net position	40.4	(99.6)
Net position- beginning	(674.7)	(575.1)
Net position - ending	$ (634.3)	$ (674.7)

Total operating revenues for the NTTA System were $610.9 million for the Fiscal Year ended December 31, 2014, and $551.5 million for the Fiscal Year ended December 31, 2013 (See Table A-2). Toll revenues for the Fiscal Year ended December 31, 2014, were $578 million (net of bad debt expense of $50.3 million), a 10.0% increase over the toll revenues of $525.4 million (net of bad debt expense of $46.1 million) for the Fiscal Year ended December 31, 2013. Traffic on the NTTA System continues to grow, with average daily transactions of 1,766,218 and 1,671,588 for the Fiscal Years ended December 31, 2014 and 2013, respectively.

Total operating expenses for the NTTA System before depreciation for the Fiscal Year ended December 31, 2014, were $120.4 million, compared to the Fiscal Year ended December 31, 2013, of $150.2 million, a 24.8% decrease due to reduced capital improvement expenses (See Table A-2). Interest expense, inclusive of capitalized interest, for the Fiscal Year ended December 31, 2014, was $445.7 million, a 0.7% increase from the interest expense of $442.6 million for the Fiscal Year ended December 31, 2013. Debt service coverage for the Fiscal Year ended December 31, 2014, and the Fiscal Year ended December 31, 2013, for First Tier and Second Tier Bonds was 1.53 and 1.35 times, respectively. The Trust Agreement and NTTA's Debt Policy both require bond principal and interest coverage of at least 1.20 times (calculated on an annual basis) for First Tier and Second Tier Bonds.

The NTTA System's overall financial position increased $40.4 million from December 31, 2013 to December 31, 2014. The change was due to higher than budgeted revenues and lower than budgeted expenses.

Investments

The NTTA System's investments as of December 31, 2014, and December 31, 2013, were $1.0 billion and $957.0 million, respectively.

Revenues by Type

Total gross operating revenues for the NTTA System were $661.2 million for the Fiscal Year ended December 31, 2014. Toll revenues of $578 million (net of bad debt expense of $50.3 million) account for 94.6% of total revenue. Interest income (excluding Construction Fund interest) was $7.0 million or 1.1% of total revenue. Other revenue, mostly administrative and statement fees for collection of tolls from violators and interoperability fees, was $25.9 million, representing 4.3% of the total gross operating revenues.

Revenues Compared to Estimates

The NTTA System's actual toll revenue for the Fiscal Year ended December 31, 2014, was 4.8% over the toll revenue estimated for such period by NTTA's Traffic Engineers, CDM Smith, in July 2013. The 2014 budget was based on CDM Smith estimates from July 2013. It should be noted that the projected toll revenues in the July 2013 study by CDM Smith were revenues projected to be collected in each year (*i.e*., cash basis) after applying the appropriate ZipCash revenue leakages. Actual toll revenue reported by NTTA in its financial statements is based on revenues determined on an accrual basis in accordance with GAAP.

The increase in the toll revenue was largely attributed to:

- The continued growth of population and employment in the Member Counties (Dallas, Tarrant, Denton & Collin); and
- Toll rate increase in July 2013

Capital Assets

The NTTA System's investment in capital assets includes land, buildings, right-of-way, roadway, bridges, equipment, and computer systems. Capital assets as of December 31, 2014, were $6.2 billion, decreasing from capital assets as of December 31, 2013, by approximately $25.9 million.

NTTA utilizes GASB No. 34, Modified Approach of reporting infrastructure assets. Each year a comprehensive assessment is conducted on all NTTA's infrastructure assets which affect the following Fiscal Year's maintenance budget. For the Fiscal Year ended December 31, 2013, NTTA estimated it would spend $15.2 million for infrastructure maintenance and preservation, but actually expended $10.9 million. For the Fiscal Year ended December 31, 2014, NTTA estimated it would spend $22.9 million for infrastructure maintenance and preservation but actually expended $9.9 million. Fluctuations from year to year between the amount spent to preserve and maintain NTTA's infrastructure assets and the estimated amount result primarily from the timing of work activities. The NTTA System's Condition Index for both 2013 and 2014 was 8.9, which was above the 8.0 goal established by NTTA.

The SRT will revert to TxDOT after the expiration of the 50 year period commencing on the date NTTA began collecting tolls on the project on its own behalf (September 2008). NTTA is amortizing the cost of the acquisition and the construction costs of the SRT over the 50 year period utilizing the straight-line basis. The effect of amortizing the cost of the acquisition and the construction costs of the SRT reduces NTTA's net revenues as reported on a GAAP basis. Since the amortization is a non-cash item, it does not impact NTTA's calculation of net revenues available per the Trust Agreement.

Budgetary Highlights

For the NTTA System, NTTA adopts (on a non-GAAP basis) an annual budget in December of each year for the succeeding year for the Operations and Maintenance Fund. The budget is established in accordance with the provisions of the Trust Agreement. The budget covers the operating expenses for each Fiscal Year. For the Fiscal Year ended December 31, 2014, general operating expenses were $106.7 million, or 86.9% of the 2014 annual operating budget of $122.7 million. The primary factors in this budget were continued growth in the number of transactions and the continued ramp-up of recently opened facilities, such as SRT and PGBT EE. This continued growth results in an increase in the number of customer contacts for the Customer Service Center, increased costs related to the billing of ZipCash invoices, and increases in the Maintenance and Safety and Incident Managements departments.

Long-Term Debt

As of December 31, 2014, NTTA's total NTTA System bonded debt outstanding was approximately $7.65 billion (including accrued and accreted interest on capital appreciation bonds and convertible capital appreciation bonds) compared to approximately $7.43 billion (including accrued and accreted interest on capital appreciation bonds and convertible capital appreciation bonds) as of December 31, 2013. This debt represents bonds secured solely by toll revenue of the NTTA System. Additionally, part of the construction of the PGBT was funded with the proceeds from the ISTEA Loan in the amount of $135 million, made by TxDOT in 1995 pursuant to the Intermodal Surface Transportation Efficiency Act of 1991. Interest accrued from 2000 to 2004 and annual payments began in Fiscal Year 2004. As of December 31, 2014, the outstanding principal balance on the ISTEA Loan was approximately $133.8 million.

CURRENT AND HISTORICAL INFORMATION

NTTA System Toll Rate Schedule

Set forth in **APPENDIX C** is the toll rate schedule currently in effect for the NTTA System. Under this toll rate schedule, rates on the NTTA System will increase approximately 2.75% per annum, and will be adjusted on July 1 of every odd-numbered year. Under NTTA's toll rate structure, there is a differential in tolls, with those not using TollTags or other transponders being charged a higher toll than those using TollTags or other transponders. While the Board may at any time in the future adopt a different toll rate schedule or alter any of the scheduled increases, absent Board action the scheduled rate increases will automatically go into effect. Before any change in the current the NTTA System toll rate schedule can become effective, the Trust Agreement requires that an opinion of the Traffic Engineers be delivered to the Trustee and NTTA stating either (a) that if such proposed toll rate schedule had been in effect during the preceding Fiscal Year, it would not have caused a decrease in the Net Revenues for said preceding Fiscal Year, or (b) the adoption of such proposed toll rate schedule will not adversely affect the ability of NTTA to comply with its rate covenant under the Trust Agreement. See "**THE TRAFFIC AND REVENUE STUDY**" herein and the 2015 T&R Report (hereinafter defined) incorporated by reference herein for assumptions relating to toll rates for the NTTA System. See "**INCORPORATION BY REFERENCE**."

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OTHER FINANCIAL INFORMATION

Historical Traffic and Net Revenues

The table set forth below shows the net revenues available for debt service of the NTTA System for the calendar years 2005 through 2014.

Year	Revenue Vehicle Transactions[1]	Toll Revenue[1][2]	Investment and Other Earnings[1]	Current Expenses[1]	Net Revenues	Change in Net Revenues
2005[a]	338,390,215	172,537,345	14,085,285	56,576,883	130,045,747	6%
2006	370,696,171	191,434,120	18,259,576	61,421,158	148,272,538	14%
2007[b]	383,481,098	202,675,564	21,307,811[c]	76,593,495	147,389,880	-1%
2008[d]	412,272,003	240,776,791	20,958,496[c]	80,668,732	181,066,555	23%
2009[e]	455,546,197	290,404,547	31,253,175	90,934,772	230,722,950	27%
2010[f]	481,913,338	366,597,323	30,086,350	95,709,839	300,973,834	30%
2011[g]	513,454,344	402,569,534	41,161,515	99,324,590	344,406,459	14%
2012	585,051,845	485,463,608	28,832,506	106,236,324	408,059,790	18%
2013[h]	610,129,737	525,458,723	21,721,506[i]	109,240,378	437,939,851	7%
2014[j]	644,669,523	578,003,559	27,338,830	106,665,253	499,134,606	14%

[a] PGBT from IH 35E to IH 635 opened in 2005.
[b] DNT Phase 3 opened in September 2007. Additionally, a toll rate increase occurred in September 2007.
[c] Includes balances from Feasibility Study Fund.
[d] NTTA commenced collecting tolls on its own behalf for Segments 1 and 2 of SRT on September 1, 2008.
[e] LLTB opened on August 1, 2009. Increase in speed-limits across various sections of the NTTA System was implemented starting late August 2009. System-wide increase of toll rates was implemented on September 1, 2009. SRT Segment 3 was opened in September 2009.
[f] Segment 4 of SRT near US 75 opened in December 2010. Cash collection on DNT, MCLB and AATT was discontinued in December 2010.
[g] A system-wide increase of toll rates was implemented on July 1, 2011. SRT Segment 5 was substantially open by November 2011 and PGBT EE was opened in December 2011.
[h] A system-wide increase of toll rates was implemented on July 1, 2013.
[i] Includes inter-fund transfer(s).
[j] Unaudited.

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[1] Source - **APPENDIX B-1** - Comprehensive Annual Financial Report of the North Texas Tollway Authority System, an Enterprise Fund of the North Texas Tollway Authority for the Fiscal Year ended December 31, 2013 (excludes the Enterprise Fund, a component unit of the NTTA System), and **APPENDIX B-2** - Unaudited Financial Report of the North Texas Tollway Authority System, an Enterprise Fund of the North Texas Tollway Authority, for the Fiscal Year ended December 31, 2014 (excludes the Enterprise Fund, a component unit of the NTTA System).
[2] Toll Revenue is net of allowance for uncollectible receivables.

Historical Debt Service Coverage

The table below sets forth the debt service coverage for all outstanding debt (including First Tier Bonds, Second Tier Bonds, Third Tier Bonds, the ISTEA Loan and the Subordinate Lien Bonds) of NTTA secured by revenues of the NTTA System for Fiscal Years 2010 through 2014 as calculated pursuant to the Trust Agreement and in accordance with GAAP.

Fiscal Year	Actual Coverage
2010	1.61x
2011	1.52x
2012	1.32x
2013	1.26x
2014	1.43x

Pension Plans and Other Post-Employment Benefits

Upon its creation, NTTA became a participant in the Texas County and District Retirement System (the "*TCDRS*"), a non-profit public trust fund that provides pension, disability and death benefits to eligible employees of its participants. NTTA's employees are required to become members at the time of their employment, unless the individual is ineligible for one of the reasons specified by the TCDRS such as part-time or temporary employees. TCDRS covers eligible employees of Texas counties, districts, and political subdivisions who elect to participate and are approved by the TCDRS Board.

NTTA has also adopted the North Texas Tollway Authority 401(k) Plan (the "*NTTA Plan*") as a successor qualified cash or deferred arrangement to the Texa$aver 401(k) Plan in which the TTA was a participant. A favorable determination letter has been issued by the Internal Revenue Service with respect to the NTTA Plan. Each NTTA employee is eligible to participate in the NTTA Plan.

NTTA requires mandatory participation in both the TCDRS and the NTTA Plan by all eligible employees. For more detailed information concerning the TCDRS and the NTTA Plan, see Note (6) of **APPENDIX B-1.**

NTTA's other post employment benefits ("*OPEB*") liability was required by Statement No. 45 of the Governmental Accounting Standard Board ("*GASB*") to be recorded in Fiscal Year 2012. In Fiscal Year 2011, a consulting actuary provided a baseline valuation report giving NTTA's potential reportable OPEB liability, measured as of January 1, 2012. The baseline estimated results as of January 1, 2014, showed an Actuarial Accrued Liability ("*AAL*") of $21,352,403 and an Annual Required Contribution ("*ARC*") of $3,695,551. The ARC is $3,183,888 of normal cost and $511,663 of amortization of the AAL over 30 years. NTTA has started addressing this liability by recording OPEB accrued liabilities of $19,279,087 through Fiscal Year 2013. See Note (8) of **APPENDIX B-1** for additional information on OPEB.

THE TRAFFIC AND REVENUE STUDY

Background

In March 2014, CDM Smith, the traffic engineers for the NTTA System, prepared the NTTA System Comprehensive Traffic and Toll Revenue Study (the "*March 2014 Study*") to estimate traffic and toll revenues for the NTTA System. The March 2014 Study involved a detailed evaluation of a new metropolitan transportation plan ("*MTP*") adopted by the North Central Texas Council of Governments ("*NCTCOG*") in June 2013 called Mobility 2035 – 2013 Update (the "*MTP 2013 Update*"). The updated travel demand networks of the MTP 2013 Update were incorporated in the March 2014 Study. This study included an assessment of current economic conditions and other key factors influencing forecasted traffic and revenue on the NTTA System facilities. This effort included an independent economic review of the MTP 2013 Update demographics along the NTTA System corridors as well as comprehensive traffic count and travel time data collection. In addition, observed transaction and revenue trends since the completion of the NTTA System Investment Grade Traffic and Toll Revenue Study dated October 2011 were incorporated into this analysis.

The March 2014 Study involved the following key elements:

- **Traffic Trends and Characteristics** – CDM Smith evaluated historical and recent traffic and toll revenue trends on the existing the NTTA System, as detailed in Section 2 of the March 2014 Study. This included an analysis of annual and monthly transaction trends on NTTA facilities, and AVI and video transaction shares. In addition, the then latest traffic counts and travel time data was analyzed and incorporated into the traffic and revenue forecasting models.

- **NTTA System Corridor Growth Considerations** – Using the approved demographics included by NCTCOG in their MTP 2013 Update, CDM Smith evaluated the socioeconomic conditions along NTTA System corridors as described in Section 4 of the March 2014 Study. This included a review of the historical population and employment growth trends, as well as the future growth projections of these two major socioeconomic characteristics along the NTTA System corridors. CDM Smith found that about 65% of the major corporations in the Dallas/Fort-Worth area are located within five miles of the NTTA System corridors. A summary of the independent economic review performed for the study area is also presented in Section 4 of the March 2014 Study.

- **NTTA System Traffic and Toll Revenue Forecasts** – CDM Smith updated the traffic and toll revenue forecasts for the NTTA System, as detailed in Section 6 of the March 2014 Study. The traffic and toll revenue forecasts were made using trip tables developed based on findings of the NTTA System independent economic review, with additional adjustments that were done as part of the model validation process.

The results of toll sensitivity analyses for the NTTA System, as described in Section 6 of the March 2014 Study, indicate that the planned toll rates are below the revenue maximization points, demonstrating that, if needed, there is potential for revenue enhancement through toll increases above those assumed for traffic and revenue forecasting purposes.

A letter update to the March 2014 Study was completed in October 2014 (the "*October 2014 Update*"). The update effort was undertaken to reevaluate the traffic and revenue forecasts from years 2014 through 2063. In March 2015, a bringdown letter (the "*March 2015 Bringdown Letter*") was completed to address changes to the underlying assumptions since the completion of the October 2014 Update. The following new information has become available, which has warranted minor changes to the NTTA System traffic and revenue forecasts (as shown in the March 2015 Bringdown Letter):

- The anticipated completion dates for several NTTA capital improvement projects and other regional projects have been changed since the completion of the October 2014 Update
- NTCOG adopted an amendment to the MTP 2013 Update in November 2014 (the "*MTP 2014 Update*")
- Refinements to the traffic and revenue forecasting models were made by CDM Smith to reflect recent growth trends on the NTTA System
- The planned implementation of congestion pricing on the SRT in 2019 (which was included in the March 2014 Study and October 2014 Update) was removed as an underlying assumption

Based on the traffic forecast at each toll plaza location, annual forecasts for each facility of the NTTA System were prepared through 2063. The projections extend from 2015 through 2063 and include the revenue forecasts for DNT, PGBT, SRT, PGBT EE, AATT, MCLB and LLTB. In each case, forecasts for each of the facilities are based on modeled traffic estimates at each toll collection location through the year 2035. These modeled estimates were refined using post-model adjustments and reflecting validation factors used to match observed through February 2015 traffic data at each toll gantry location.

The average toll at each location was based on the current mix of passenger car and commercial vehicle traffic, and the current average tolls, modified in future years to reflect changing assumptions in the proportion of AVI and ZipCash transaction shares. Toll rates for ZipCash transactions are 50% higher than the rates for AVI transactions (with a minimum differential of $0.23 in 2013 dollars for passenger cars) at each toll gantry location.

As shown in the March 2015 Bringdown Letter, the estimated annual revenue on the DNT is expected to be $219.0 million in 2015, increasing to $340.2 million by 2025 and $507.3 million by 2035. Revenue on the PGBT is expected to be $202.4 million in 2015, increasing to $311.1 million by 2025 and $473.7 million by 2035. Revenue on the SRT is expected to be $141.1 million in 2015, increasing to $244.5 million by 2025 and $400.4 million by 2035. As 2058 is the end of the fifty-year operational agreement of the SRT between NTTA and TxDOT, revenue from SRT is estimated through August 31, 2058, while the other facilities are assumed to generate revenue for NTTA in perpetuity. The PGBT EE toll revenue shown in the March 2015 Bringdown Letter is the NTTA's share of the toll revenue. NTTA's share of the revenue on the PGBT EE is expected to be $27.6 million in 2015, increasing to $50.5 million by 2025 and $83.4 million by 2035. Together, the DNT, PGBT and SRT account for the majority of revenue generated by the NTTA System. Revenue from the AATT, MCLB and LLTB combined is expected to be about $7.4 million in 2015. By 2025 this is estimated to reach a combined $13.0 million, still a very small share of total NTTA System revenue.

As shown in the following NTTA System Annual Toll Transactions and Revenue (March 2015 Bringdown Letter T&R Table), total revenue on the existing NTTA System is expected to increase from an estimated $597.5 million in 2015 to $959.2 million in 2025 and $1.5 billion in 2035. Driven by nominal traffic growth and continued assumed modest inflationary adjustments in toll rates, revenue on the NTTA System is expected to reach more than $2 billion per year by 2043.

Future traffic growth on the NTTA System facilities is constrained to reflect available capacity, although the widening of DNT from north of Belt Line to SRT and the widening of PGBT from six to eight lanes between IH 35E and SH 78 are assumed, and the widening of the mainlanes of SRT from six to eight lanes is also assumed.

It is CDM Smith's understanding that NCTCOG staff has begun work on a new MTP, the Mobility 2040 Plan, which will involve an update to the official regional demographics, the background transportation project assumptions and the regional travel demand models. This Mobility 2040 Plan will most likely be adopted by the RTC in late 2015 or early 2016.

Several sensitivity test results were included as part of the March 2014 Study to provide the traffic and revenue impacts of changes to some key variables. Two sensitivity tests were conducted as part of the October 2014 Update to supplement the tests that were included in the March 2014 Study. While the state of the North Texas economy, population and employment growth, specifically along the NTTA System corridors, are critical to the transactions and revenue on the NTTA System facilities, the following are other critical parameters that will continue to have a material impact on the NTTA System traffic and revenue:

- AVI transaction shares and ZipCash revenue recovery rates
- Growth in the NTTA System toll rates and toll rates on the several non-NTTA managed lane facilities that will open in the next few years
- Growth in the perceived NTTA System traveler values of time
- Gasoline prices
- Truck traffic usage on the NTTA System facilities
- Regional air quality requirements and the regional MTPs
- The timing of capacity improvements along sections of DNT, PGBT and SRT; impacts that the associated construction activities will have on the flow of the NTTA System traffic during construction
- Improvements or openings of complementary and competing transportation facilities along the existing NTTA System corridors; impacts the associated construction activities will have on the NTTA System's traffic and revenue. The critical non-NTTA System roadway facilities/improvements that could materially impact the NTTA System's traffic and toll revenue include the expansion of SH 161 between SH 183 and Belt Line Road, the PGBT WE, DNT Extension Phase 4A/4B/5, IH 635 Project, DFW Connector Project, US 75 Project, IH 35E Project, SH 183 Project and SH 190/East Branch.

The March 2014 Study, the October 2014 Update, and the March 2015 Bringdown Letter (collectively, the "*2015 T&R Report*") are incorporated by reference herein. See "**INCORPORATION BY REFERENCE.**"

CDM Smith recommends that the NTTA System traffic and revenue forecasts included in the March 2015 Bringdown Letter be used to support the remarketing of the Series 2009D Bonds, as it incorporates all of the new information that has become available to date since the completion of the March 2014 Study and the October 2014 Update. See "**FORWARD LOOKING STATEMENTS DISCLAIMER**" in the forepart of the Remarketing Memorandum.

The NTTA System Annual Toll Transactions and Revenue
(March 2015 Bringdown Letter T&R Table)

Year	Toll Transactions	Toll Revenue	Year	Toll Transactions	Toll Revenue
2015	659,729,300	$597,461,300	2040	986,751,400	$1,847,697,500
2016	670,518,500	$636,987,300	2041	996,925,100	$1,917,332,800
2017	677,060,600	$664,609,100	2042	1,007,244,400	$1,992,214,700
2018	691,304,000	$695,260,800	2043	1,017,797,200	$2,068,529,900
2019	707,731,200	$729,631,700	2044	1,028,527,100	$2,151,458,000
2020	721,819,000	$766,334,300	2045	1,039,094,500	$2,231,882,200
2021	733,280,000	$800,218,500	2046	1,048,903,000	$2,317,585,300
2022	745,663,700	$838,628,900	2047	1,058,739,800	$2,403,381,800
2023	758,777,400	$876,990,300	2048	1,068,660,400	$2,495,933,500
2024	771,310,800	$917,683,500	2049	1,079,021,600	$2,588,020,600
2025	784,312,700	$959,211,600	2050	1,089,443,000	$2,688,064,900
2026	797,610,700	$1,004,746,700	2051	1,098,674,400	$2,783,337,800
2027	811,169,000	$1,049,360,500	2052	1,107,632,600	$2,885,683,600
2028	826,678,200	$1,100,784,300	2053	1,117,003,400	$2,989,048,300
2029	838,932,200	$1,148,324,100	2054	1,126,503,900	$3,101,178,600
2030	851,385,700	$1,200,353,700	2055	1,136,122,600	$3,211,391,300
2031	864,095,400	$1,252,637,700	2056	1,145,919,100	$3,330,836,200
2032	877,089,500	$1,309,618,800	2057	1,155,573,400	$3,448,875,000
2033	890,520,900	$1,366,545,700	2058	1,065,354,000	$3,220,029,200
2034	904,016,600	$1,428,232,900	2059	873,557,900	$2,594,368,700
2035	915,505,000	$1,486,660,200	2060	879,663,400	$2,687,329,300
2036	929,026,800	$1,554,380,300	2061	885,615,800	$2,776,958,100
2037	943,131,100	$1,621,269,600	2062	891,457,300	$2,873,974,000
2038	957,437,300	$1,694,035,600	2063	897,229,700	$2,969,710,500
2039	972,058,900	$1,768,058,000	**Total**	**45,101,579,500**	**$91,042,847,200**

Key assumptions for the foregoing table are as follows:

1) NTTA System-wide toll rate increases on July 1 of every odd year by applying an annual toll increase of 2.75% in accordance with NTTA's adopted toll rate policy.
2) The SRT Project Agreement permits NTTA to implement congestion pricing if certain capacity improvement triggers are met. However, NTTA anticipates amending the SRT Project Agreement with the approval of TxDOT to remove the congestion pricing provisions. The 2015 T&R Report assumes that congestion pricing will not be put in place on the SRT at any time.
3) Under the PGBT EE Project Agreement, NTTA retains 80% of the AVI transaction revenue generated from the PGBT EE, and the remaining 20% of the AVI transaction revenue is paid to TxDOT. NTTA retains 80% of the revenue collected from the ZipCash transactions at the AVI toll rate, but NTTA retains 100% of the toll premium collected on ZipCash transactions.
4) DNT's Rockhill (previously Virginia Parkway) Ramps – toll gantries added to accommodate City of Frisco building Rockhill Parkway; assumed to be complete by September 30, 2016.
5) The DNT will be expanded to four lanes in each direction between Trinity Mills Road and PGBT (northbound) and between Frankford Road and south of Keller Springs Road (southbound), and it is assumed such expansion will be completed by July 31, 2017. Construction is assumed to begin on December 1, 2015.

6) The DNT will be expanded to four lanes in each direction between SRT and PGBT, including improvements to the DNT/PGBT interchange and opening of the new Windhaven Parkway toll ramps, and it is assumed such expansion will be completed by April 1, 2018. There is a ramp reversal between Windhaven and Parker Road. Plano Parkway ramps are assumed to be tolled starting April 1, 2018. Project construction is assumed to begin in June 2015.

7) The DNT Extension Phase 4A between US 380 and FM 428 will open by January 1, 2023.

8) The DNT Extension Phase 4B between FM 428 and the Grayson County line is assumed to open by January 1, 2028, with frontage road access opening in 2018

9) The PGBT will be expanded from three lanes to four lanes in each direction between DNT and US 75, and it is assumed such expansion will be completed by November 1, 2016. Construction is assumed to begin on May 1, 2015. The expansion of PGBT from three lanes to four lanes in each direction from IH 35E to DNT, and US 75 to SH 78 is assumed to be completed by April 1, 2019. Construction is assumed to begin on October 1, 2016.

10) Capacity improvements on SRT from Denton Creek to DNT from three lanes to four lanes in each direction are assumed to be completed on January 1, 2019. Construction is assumed to begin on July 1, 2016. Capacity improvements on SRT from DNT to US 75 from three lanes to four lanes in each direction are assumed to be completed on January 1, 2022. Construction is assumed to begin on January 1, 2019.

11) SH 161 between SH 183 and Belt Line Road is assumed to operate with an additional lane in each direction during weekday peak periods (6:00-10:00 a.m. and 2:00-7:00 p.m.) starting on July 1, 2015. This section is assumed to be expanded to eight lanes by January 1, 2019. From January 1, 2019 the two new lanes added in each direction on this facility are assumed to operate as tolled managed lanes.

12) SH 190/East Branch from IH 30/PGBT EE to IH 20/Loop 9 opens by January 1, 2028.

13) AVI/ZipCash toll transactions splits are applied on a plaza by plaza basis. AVI (TollTag) shares assumed for traffic and revenue forecasting purposes include AVI shares at the lane and all types of VToll transaction shares with a three-month lag. Based on the actual data and recent trends, the average NTTA System AVI shares are assumed to be 79.1% in 2015. Due to the continued efforts by NTTA's staff to improve the AVI transaction shares, it is anticipated that the average AVI transaction shares on all NTTA System facilities will ramp up based on a logistic function from 79.1% in 2015 to an average of 81.2% in 2020, 83.5% in 2030, 84.4% in 2040, 84.8% in 2050 and 84.9% in 2060 and thereafter.

14) The average NTTA System ZipCash effective revenue recovery rate at one year after the transaction occurred (includes invoiced and un-invoiced transactions and excludes all VToll transactions) is assumed to be 43.2% in 2015, based on the actual data and recent trends. This estimate is expected to grow to 48.8% in 2016 and 49.4% in 2017 and thereafter, reflecting the continued efforts by NTTA's staff to increase the ZipCash toll revenue recovery. The effective revenue recovery from TollTag transactions is assumed to be 99.5% in all forecast years, based on historical observations.

15) Projected annual toll revenues included in the March 2015 Bringdown Letter Table are revenues projected to be collected in each year (i.e., cash basis) after applying the above-described revenue recovery assumptions to the projected toll transactions for the year.

16) 2058 is the fiftieth year of operation of SRT as part of the NTTA System. SRT is expected to be returned to TxDOT at the end of August 2058.

17) Background network for travel demand modeling is based on the MTP 2014 Update.

18) Trip tables used to generate traffic and revenues projections are based on the MTP 2013 Update demographics, updated to reflect independent economic review by Research and Demographic Solutions in 2013 for the March 2014 Study.

19) Truck transaction shares are applied on a plaza by plaza basis, at an NTTA System average of 2.4% (based on 2014 data), and are assumed to remain constant throughout the forecast period.

20) NTTA will employ business rules to encourage increases in AVI shares on its facilities and to increase the ZipCash toll revenue recovery.

21) In accordance with the existing practice of NTTA, all NTTA System facilities will be well-maintained, efficiently operated, and effectively signed to encourage maximum usage.

22) Growth in vehicle operating costs (which include fuel, maintenance, and tires) will not significantly deviate from the assumed inflation rate in the March 2014 Study and October 2014 Update.

23) Growth in traveler values of time will not significantly deviate from the assumed annual escalation rates in the March 2014 Study and October 2014 Update.

24) No local, regional, or national emergency will arise which would abnormally restrict the use of motor vehicles.

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INCORPORATION BY REFERENCE

For additional information, the March 2014 Study, the October 2014 Update, and the March 2015 Bringdown Letter have been filed with the Electronic Municipal Market Access System ("*EMMA*") maintained by the Municipal Securities Rulemaking Board (the "*MSRB*") and are incorporated by reference herein. In addition, NTTA's monthly financial statements filed with EMMA are incorporated by reference herein. The documents incorporated by reference are also available upon request made to NTTA or (other than NTTA's monthly financial statements) may be accessed on NTTA's website by accessing the following respective links:

https://www.ntta.org/whatwedo/fin_invest_info/NTTAsystem/Documents/2014/NTTA_System_Comprehensive_Traffic_and_Revenue_Study_03.2014.pdf

https://www.ntta.org/whatwedo/fin_invest_info/NTTAsystem/Documents/2014/NTTASystemT_R_Update_Letter_10.6.2014-v3.pdf

https://www.ntta.org/whatwedo/fin_invest_info/NTTAsystem/Documents/2015/NTTAS_Bring_Down_Letter_3.16.15.PDF

THE FOREGOING LINKS ARE NOT INCLUDED TO INCORPORATE BY REFERENCE, EITHER EXPRESSLY OR BY IMPLICATION, INTO THIS REMARKETING MEMORANDUM ANY OTHER INFORMATION OR MATERIALS ON NTTA'S WEBSITE. THE INFORMATION CONTAINED AT THE LINK LOCATIONS IS DATED AS OF THE DATE OF THE RESPECTIVE DOCUMENTS, AND THERE CAN BE NO ASSURANCE THAT SUCH INFORMATION WILL BE UPDATED IN THE FUTURE. NTTA, ITS FINANCIAL ADVISORS AND THE UNDERWRITERS DISCLAIM ANY RESPONSIBILITY TO UPDATE SUCH INFORMATION. NTTA, ITS FINANCIAL ADVISORS AND THE UNDERWRITERS DISCLAIM ANY RESPONSIBILITY AS TO THE ACCURACY OR COMPLETENESS OF THE CONTENT OF ANY MATERIAL CONTAINED ON ANY LINK TO OR CONTENT OR MATERIAL ON OTHER INTERNET SITES OR HYPERLINKS/URL REFERENCES ACCESSED THROUGH NTTA'S WEBSITE.

ENGINEERING REPORTS AND PROGRESS REPORTS

NTTA has received multiple engineering reports with respect to various components of the NTTA System. As of the date hereof, the Consulting Engineers are only required, pursuant to the Trust Agreement, to submit semi-annual progress reports relating to the LLTB, SRT and PGBT EE. Copies of all engineering and semi-annual progress reports are available upon request at the offices of NTTA. Such reports reflect the facts, conditions, and estimates existing or made at the time of the report. Each such report speaks only as of its date and no effort has been made to update such reports.

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OTHER NTTA INFORMATION

Investments

Investment of NTTA's money is governed by State law (including the Texas Public Funds Investment Act), and the comprehensive investment policy and strategy statement adopted by the Board (the "*Investment Policy*").

NTTA is required by the Public Funds Investment Act to invest its money under written investment policies that (i) primarily emphasize safety of principal and liquidity, (ii) address investment diversification, yield, maturity and the quality and capability of investment management, and (iii) include a list of authorized investments, maximum allowable stated maturity of any individual investment for pooled funds, the maximum dollar-weighted average maturity, methods to monitor the market price of investments and a requirement for settlement of all transactions, except investment pool funds and mutual funds, on a delivery versus payment basis. For a discussion of the investments of NTTA, see "**APPENDIX B-1**" and "**APPENDIX B-2**."

The Chief Financial Officer has been appointed by the Board as the "Investment Officer" as required by the Public Funds Investment Act. No person may invest NTTA funds without express written authority from the Board. NTTA's investments must be made "with judgment and care under circumstances then prevailing that persons of prudence, discretion and intelligence exercise in the management of their own affairs, not for speculation, but for investment, considering the probable safety of their capital as well as the probable income to be derived." At least quarterly the Investment Officer of NTTA must submit an investment report detailing: (i) the book value and market value of each investment at the beginning and end of the reporting period, (ii) if funds are pooled for investment purposes, the beginning market value of the pool portfolio changes in the market value during the reporting period, the ending market value of the portfolio and fully accrued interest for the reporting period, and (iii) compliance with the investment portfolio as it relates to the adopted investment strategy.

Additionally, (i) the Board must review annually its adopted policies and strategies, (ii) adopt a rule, order, ordinance or resolution stating that it has reviewed its investment policy and investment strategies and records any changes made to either its investment policy or investment strategy in the respective rule, order, ordinance or resolution, (iii) require any investment officers with personal business relationships or relatives with firms seeking to sell securities to the entity to disclose the relationship and file a statement with the Texas Ethics Commission and NTTA, (iv) require the qualified representative of firms offering to engage in an investment transaction with NTTA to: (a) receive and review NTTA's investment policy, (b) acknowledge that reasonable controls and procedures have been implemented to preclude investment transactions conducted between NTTA and the business organization that are not authorized by the Board's investment policy (except to the extent that this authorization is dependent on an analysis of the makeup of NTTA's entire portfolio or requires an interpretation of subjective investment standards), and (c) deliver a written statement in a form acceptable to NTTA and the business organization attesting to these requirements, (v) perform an annual audit of the management controls on investments and adherence to NTTA's investment policy, (vi) provide specific investment training for the treasurer, chief financial officer and investment officers, (vii) restrict reverse repurchase agreements to not more than 90 days and restrict the investment of reverse repurchase agreement funds to no greater than the term of the reverse purchase agreement, (viii) restrict the investment in no-load mutual funds in the aggregate to no more than 15% of NTTA's monthly average fund balance, excluding bond proceeds and reserves and other funds held for debt service, (ix) require local government investment pools to conform to the new disclosure, rating, net asset value, yield calculation, and advisory board requirements, and (x) at least annually review, revise and adopt a list of qualified brokers that are authorized to engage in investment transactions with NTTA.

NTTA generally invests in direct obligations of the United States or its agencies and instrumentalities or repurchase agreements fully collateralized by obligations of the United States or its agencies or instrumentalities.

APPENDIX B-1

COMPREHENSIVE ANNUAL FINANCIAL REPORT OF
THE NORTH TEXAS TOLLWAY AUTHORITY SYSTEM, AN ENTERPRISE FUND OF THE NORTH TEXAS TOLLWAY AUTHORITY,
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2013

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NORTH TEXAS TOLLWAY SYSTEM

(An Enterprise Fund of the North Texas Tollway Authority)

2013 COMPREHENSIVE ANNUAL FINANCIAL REPORT
FISCAL YEAR ENDED DECEMBER 31, 2013

NTTA®

NORTH TEXAS TOLLWAY AUTHORITY

NORTH TEXAS TOLLWAY SYSTEM

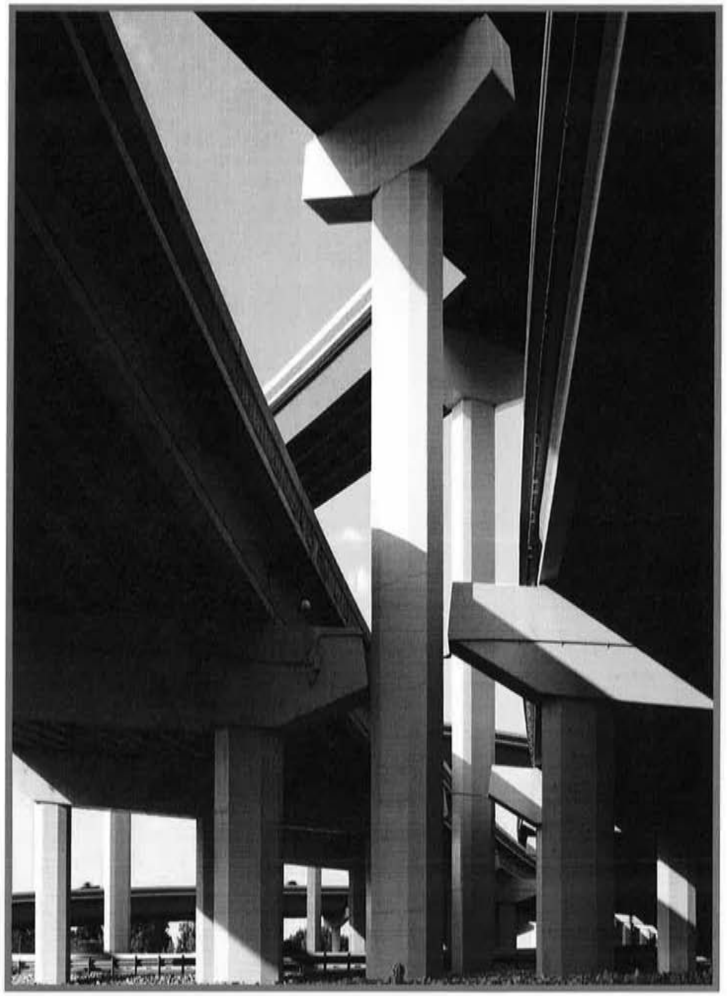
(An Enterprise Fund of the North Texas Tollway Authority)

COMPREHENSIVE ANNUAL FINANCIAL REPORT

For the Fiscal Year Ended December 31, 2013

Gerald Carrigan
Executive Director

Horatio Porter
Chief Financial Officer



NORTH TEXAS TOLLWAY SYSTEM
(An Enterprise Fund of the North Texas Tollway Authority)
Comprehensive Annual Financial Report
For the Fiscal Year Ended December 31, 2013

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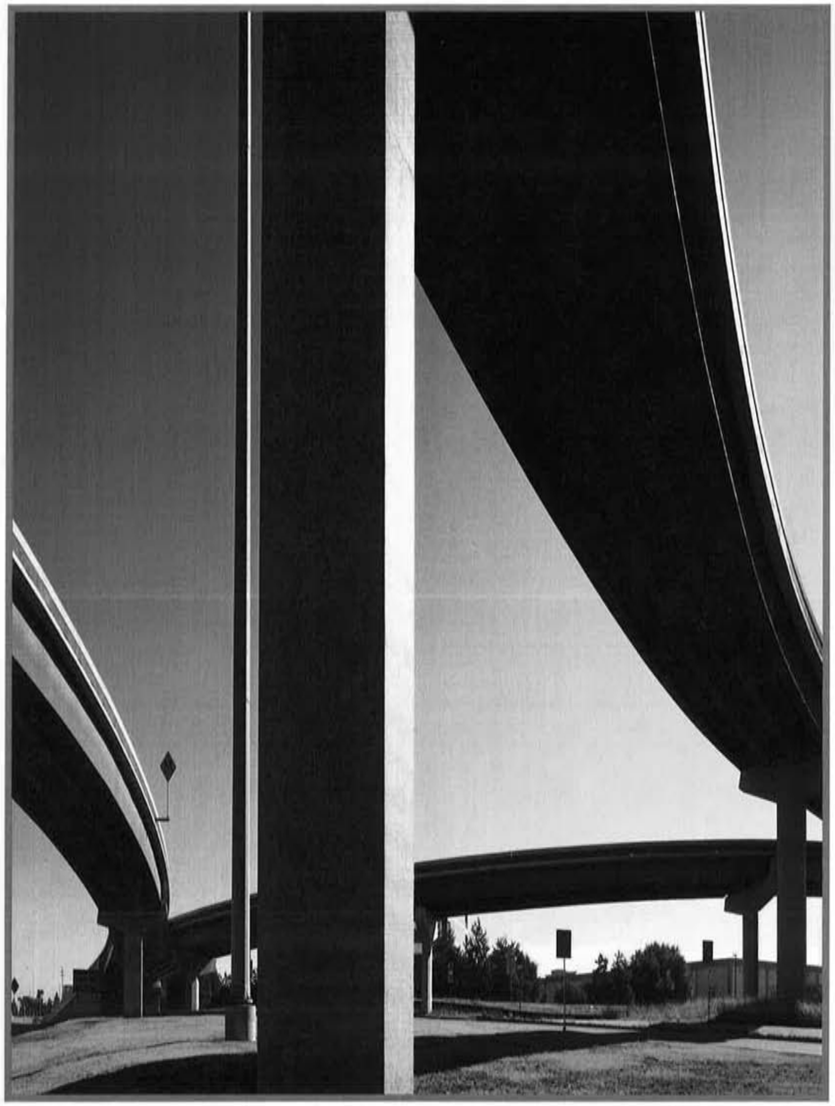


NTTA
NORTH TEXAS TOLLWAY AUTHORITY
5900 West Plano Parkway, Suite 100 • Plano, Texas 75026 • (214) 461-2000 • Fax (214) 528-4826 • www.ntta.org

June 3, 2014

Chairman Kenneth Barr,
And the Board of Directors
North Texas Tollway Authority

The Finance Department of the North Texas Tollway Authority (the Authority or NTTA) is pleased to submit the Comprehensive Annual Financial Report (CAFR) for the year ended December 31, 2013 in compliance with Section 711 of the Amended and Restated Trust Agreement. The CAFR is intended to provide detailed information on the financial condition of the North Texas Tollway System (the System), an enterprise fund of the Authority, at December 31, 2013, including the North Texas Tollway System, and the Non-Trust Agreement Enterprise Fund (NTAE). The System consists of the Dallas North Tollway (DNT), the President George Bush Turnpike (PGBT) including the Eastern Extension, Sam Rayburn Tollway, previously State Highway 121, (SRT), the Mountain Creek Lake Bridge (MCLB), the Addison Airport Toll Tunnel (AATT) and the Lewisville Lake Toll Bridge (LLTB). The NTAE is a fund for Toll Service Agreements (TSA) for managed lanes which presently consist of the managed toll lanes for Interstate Highway 635 (LBJ-635).

Management assumes full responsibility for the completeness and reliability of the information contained in this report, based upon a comprehensive framework of internal control that it has established for this purpose. Because the cost of internal control should not exceed anticipated benefits, the objective is to provide reasonable, rather than absolute, assurance that the financial statements are free of any material misstatements. Crowe Horwath LLP, Certified Public Accountants, has issued an unmodified ("clean") opinion on the North Texas Tollway Authority's System financial statements for the year ended December 31, 2013. This independent auditors' report is located at the front of the financial section of this report.

Management's discussion and analysis (MD&A) immediately follows the independent auditors' report and provides a narrative introduction, overview and analysis of the basic financial statements. The MD&A complements this letter of transmittal and should be read in conjunction with it.

Profile of the North Texas Tollway Authority

The Turnpike Act of 1953 was passed by the legislature and signed into law by Governor Allan Shivers on June 9, 1953 creating the Texas Turnpike Authority for the purpose of building and managing an expressway between Dallas and Fort Worth. After the initial design was completed in December 1954, $58,000,000 of bonds were sold to construct the expressway called the Dallas-Fort Worth Turnpike. The turnpike was dedicated on September 5, 1957 and by November 8, 1957 had already served one million patrons.

In 1962, the Dallas Central Business District Association petitioned the Turnpike Authority to investigate the feasibility of a turnpike linking the central business district with north central Dallas. In June 1965 bonds were sold and the Dallas North Tollway was in business. The first segment of the tollway from downtown to Mockingbird Lane opened to traffic on February 11, 1968 and the next segment to Royal Lane, was opened to traffic on June 30, 1968.

Senate Bill 194 mandated cessation of tolls on the Dallas-Fort Worth Turnpike no later than December 31, 1977 and created a Trust Fund known as the Feasibility Study Trust Fund.

In 1997, the Texas Legislature created regional tollway authorities and the current North Texas Tollway Authority was born.

Senate Bill 792, passed in 2007 had a dramatic effect on the Authority by giving it the right of first refusal on any proposed toll road project in the North Texas area.

The Board is required by Section 505 of the Amended and Restated Trust Agreement to adopt a preliminary budget of Current Expenses and payments into the Reserve Maintenance Fund on or before the 60th day prior to the end of each Fiscal Year. Copies of the preliminary budget must be filed with the Trustee and mailed to the consulting engineers. A final budget must be adopted by the first day of the next fiscal year.

The Authority is committed to being a careful steward of all resources placed in its care – financial, physical and environmental. Because the Authority is a public organization chartered by the state of Texas, every toll collected is reinvested in the region. Toll revenues, in 2013, net of bad debt expense were \$525.4 million, representing an increase of 8.2% over 2012 revenues of \$485.5 million. This increased revenue will allow the Authority to preserve current assets, fund capital improvement projects and invest in safety and technology to provide to our patrons world-class service.

The operations of the System are accounted for as an enterprise fund in accordance with United States generally accepted accounting principles (GAAP). Management takes responsibility for the accuracy of the data and the completeness and fairness of the presentation, including all disclosures. In keeping with that responsibility, these statements are presented on a consolidated basis and include the NTTA System, the Feasibility Study Fund, a revolving fund of the System, and the DFW Turnpike Transition Trust Fund. In prior years, separate, non-GAAP financial statements were prepared and audited for the Feasibility Study Fund and the DFW Turnpike Transition Trust Fund. Management confirms that the financial statements are presented fairly and in all material respects, represent the financial position of the NTTA as of December 31, 2013. Please refer to the Management's Discussion and Analysis (MD&A) on pages 10-19 of this report for a detailed discussion of the NTTA's financial performance.

Economic Development

According to the Dallas Regional Chamber, our region ranks among the top three U.S. metropolitan areas for business expansions, relocations and employment growth. The Dallas-Fort Worth (DFW) region is an innovation hub with a wealth of resources that make it an ideal business climate. The DFW region's attractive quality of life, strong regional and state economy, low cost of living, young and skilled labor force, pro-business mind-set and absence of corporate and personal income taxes all contribute to the thriving DFW location. DFW's young, highly educated workforce of over three million people is growing quickly, providing companies with the abundance of talent they need to make their business a success. Forward-looking companies seeking a friendly and profitable place to do business are discovering our numerous benefits.

Texas' business climate, combined with the attributes and functionality that Dallas currently holds as a major corporate headquarters destination, sends a simple yet compelling message. There is no better region from which to operate a national or global firm today, next year, or even 10 to 20 years from now.

Relevant Financial Policies

Section 501 of the Amended and Restated Trust Agreement mandates the Authority will keep in effect a Toll Rate Schedule which will raise and produce Net Revenues (Gross Revenues less Operating and Maintenance Expenses) sufficient to satisfy the greater of (1), (2) or (3) below:

(1) 1.35 times the scheduled debt service requirements on all outstanding First Tier Bonds for the fiscal year; or

(2) 1.20 times the scheduled debt service requirements on all outstanding First Tier Bonds and all outstanding Second Tier Bonds for the fiscal year; or

(3) 1.00 times the scheduled debt service requirements on all outstanding First Tier Bonds, all outstanding Second Tier Bonds, all outstanding Third Tier Bonds and all other outstanding obligations of the Authority secured by net revenues for the fiscal year.

Coverage for all debt for 2013 was 1.26 times, well above the required levels of 1.00.

Awards and Acknowledgments

The Government Finance Officers Association (GFOA) awarded a Certificate of Achievement for Excellence in Financial Reporting to the North Texas Tollway Authority for its Comprehensive Annual Financial Report for the fiscal year ended December 31, 2012.

We wish to thank all members of the Finance Department and all NTTA staff for their contributions to the production of the report. We appreciate our Board of Directors for providing leadership as NTTA delivers transportation solutions for customers in the region.

Respectfully submitted,

Horatio Porter
Chief Financial Officer

B-1-5

Government Finance Officers Association

Certificate of Achievement for Excellence in Financial Reporting

Presented to

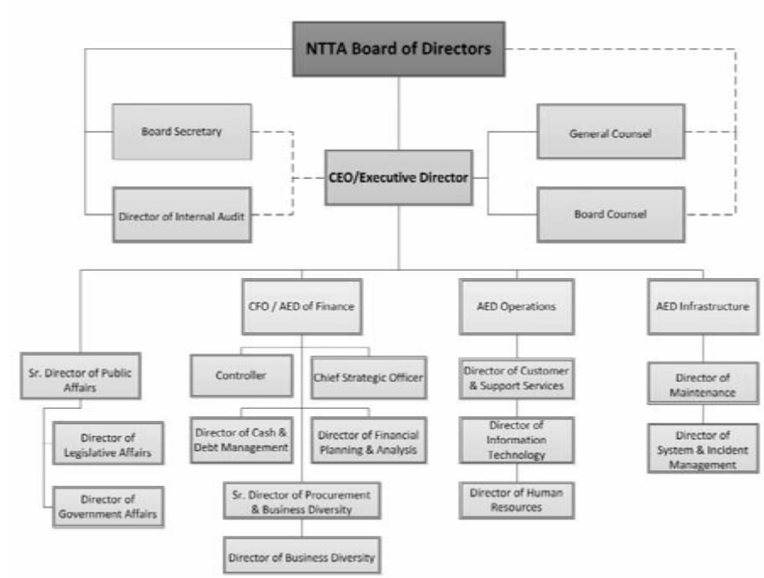
North Texas Tollway Authority

For its Comprehensive Annual
Financial Report
for the Fiscal Year Ended

December 31, 2012

Executive Director/CEO

Organizational Chart



North Texas Tollway Authority
List of Officials

Board of Directors

Kenneth Barr	Chair
Bill Moore	Vice-Chair
William D. Elliott	Director
Matrice Ellis-Kirk	Director
Mojy Haddad	Director
Gary Kloepper	Director
Michael R. Nowels	Director
George "Tex" Quesada	Director
Jane Willard	Director

Officials

Gerald Carrigan	Executive Director
Thomas Bamonte	Assistant Executive Director General Counsel
James Hoffman	Assistant Executive Director Operations
Elizabeth Mow	Assistant Executive Director Infrastructure
Horatio Porter	Assistant Executive Director Chief Financial Officer
Jeff English	Senior Director, Procurement Services
Lorelei Griffith	Board Secretary
Kimberly Jackson	Senior Director, Public Affairs
Kimberly Tolbert	Chief Strategic Officer
Magdalena Brady	Director, Internal Audit
Anthony Coleman	Director, Business Diversity
Dana Gibson-Boone	Director, Cash and Debt Management
Pete Havel	Director, Legislative Affairs
Eric Hemphill	Director, Maintenance
Marty Lege	Director, Systems and Incident Management
Craig Lockett	Director, Human Resources
Brian Reich	Controller
Carrie Rogers	Director, Government Affairs
John Bannerman	Interim Director, Customer Service
Vacant	Director, Information Technology
Vacant	Director, Financial Planning & Analysis

Crowe Horwath.

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
North Texas Tollway Authority

Report on the Financial Statements

We have audited the accompanying financial statements of the business-type activities, the major fund and the aggregate remaining fund information of the North Texas Tollway System (the System), an enterprise fund of the North Texas Tollway Authority (the Authority), as of and for the year ended December 31, 2013, and the related notes to the financial statements, which collectively comprise the System's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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.
Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the business-type activities, the major fund and the aggregate remaining fund information of the System as of December 31, 2013, and the respective changes in financial position, and, cash flows thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of a Matter

As discussed in note 1(a), the financial statements present only the System, an enterprise fund of the Authority and do not purport to, and do not, present fairly the financial position of the Authority as of December 31, 2013, and the changes in its financial position and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America. Our opinions are not modified with respect to this matter.

As discussed in Note 1(n) to the financial statements, in March 2012, the GASB issued GASB Statement 65, "Items Previously Reported as Assets and Liabilities." The Authority implemented this statement retroactively as of January 1, 2013, resulting in a restated net position. This Statement establishes accounting and financial reporting standards that reclassify, as deferred outflows of resources or deferred inflows of resources, certain items that were previously reported as assets and liabilities and recognizes, as outflows of resources or inflows of resources, certain items that were previously reported as assets and liabilities. This Statement also provides other financial reporting guidance related to the impact of the financial statement elements deferred outflows of resources and deferred inflows of resources, such as changes in the determination of the major fund calculations and limiting the use of the term deferred in financial statement presentations. Our opinions are not modified with respect to this matter.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis on pages 10-19, Modified Approach – Infrastructure on pages 59-60, and schedules of funding progress on page 61, be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the System's basic financial statements. The items listed in the introductory section, and the supplementary schedules 1 through 10, and statistical section are presented for purposes of additional analysis and are not a required part of the basic financial statements.

The Schedule 1 is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards

generally accepted in the United States of America. In our opinion, the Schedule 1 is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

The items listed in the introductory section, schedules 2 through 10, and the statistical section have not been subjected to the auditing procedures applied in the audit of the basic financial statements, and accordingly, we do not express an opinion or provide any assurance on them.

Crowe Horwath LLP

Crowe Horwath LLP

Dallas, Texas
June 3, 2014

As Management of the North Texas Tollway Authority (Authority), we offer readers the statements for the North Texas Tollway System (System), which consists of the Dallas North Tollway (DNT), the President George Bush Turnpike (PGBT) including the Eastern Extension, Sam Rayburn Tollway (SRT), the Mountain Creek Lake Bridge (MCLB), the Addison Airport Toll Tunnel (AATT), and the Lewisville Lake Toll Bridge (LLTB), which make up the major enterprise fund of the Authority. The Non-Trust Agreement Enterprise Fund (NTAE) is a fund for Toll Service Agreements (TSA) for managed lanes which presently consist of the managed toll lanes for Interstate Highway 635 (LBJ-635). The NTAE is a separate non-major enterprise fund of the System which is accounted for and presented separately. The Authority also includes the Special Projects System (SPS), another enterprise fund of the System which is reported separately and is not included in these financial statements.

We offer readers of these financial statements a narrative overview and analysis of the financial activities of the System for the year ended December 31, 2013. This discussion and analysis is designed to assist the reader in focusing on the significant financial issues and activities and to identify any significant changes in financial position. Please read it in conjunction with the financial statements, which immediately follow this section.

Using This Annual Report

Overview of the Financial Statements

This discussion and analysis is intended to serve as an introduction to the System financial statements, notes to the financial statements, and required supplementary information. The financial statements of the System report information using accounting methods consistent with reporting for an enterprise activity similar to those used by private sector companies.

Statement of Net Position: This statement presents information on all of the System's and the NTAE's assets and liabilities, with the difference between the two reported as net position. Over time, increases or decreases in net assets are useful indicators of whether the Authority's financial position is improving or deteriorating.

Statement of Revenues, Expenses and Changes in Net Positions: This statement presents information showing the System's and the NTAE's revenues, expenses, and how the net assets changed during the year.

Statement of Cash Flows: This statement presents information about the System's and the NTAE's cash receipts and cash payments, or, in other words, the sources and uses of the System's and the NTAE's cash and the change in cash balance during the fiscal year.

Notes to the Financial Statements: The notes to the financial statements provide additional information that is essential to a full understanding of the data provided in the basic financial statements.

Other: Certain required supplementary information is presented to disclose trend data on the System's infrastructure condition. Additionally, certain financial schedules are presented by Trust Accounts and in accordance with the Authority's Trust Agreement.

Financial Results and Analysis

2013 Highlights

- The System's total net position decreased by $99.6 million over FY 2012, mainly due to an increase in Net investment in capital assets and a decrease in Unrestricted.

- Total traffic transactions for FY 2013 were 610,129,737, an increase of 25,077,892 or 4.3% over FY 2012 transactions.
- Approximately 2,811,167 toll tags were active at the end of FY 2013, an increase of 234,708 or 9.1% over FY 2012 active toll tags.
- The System received a toll equity grant in the amount of $160.3 million from the Texas Department of Transportation (TxDOT) for Right of Way acquisition and other costs related to the PGBT Eastern Extension (PGBT EE) in 2007. An additional $5.6 million of the grant has been recognized as grant revenue for FY 2013 with the remaining $33.1 million shown as deferred revenue. In return for the grant, the Authority agreed to share 20% of the tolls received on the PGBT Eastern Extension with TxDOT over the life of PGBT Eastern Extension. The extension opened in late December 2011. TxDOT received $4,224,431 on 21,126,453 transactions in 2012 and $4,805,564 on 27,849,577 transactions in 2013.
- Toll revenues, net of bad debt expense of $46.1 million, increased $40 million or 8.2% over FY 2012, due to the toll rate increase in July 2013 and an increase in traffic.
- The System's Administration and Operations expenses of $109.2 million were under budget by 6% in FY 2013. (see System's Budget to Actual Schedule - page 67)

Summary of Operations

Table A-1
Net Position (in millions of dollars)

	2013	2012
Current assets	$ 372.2	$ 337.3
Current restricted assets	244.9	429.9
Noncurrent assets		
Restricted investments	424.4	317.1
Other assets	59.6	131.6
Intangible assets	2,856.1	2,920.1
Capital assets	3,373.0	3,377.7
Total assets	7,330.2	7,513.7
Deferred outflow of resources	55.6	42.3
Current liabilities	74.8	79.1
Liabilities payable from restricted assets	225.3	281.7
Long-term debt	7,755.5	7,652.7
Total liabilities	8,055.6	8,013.5
Deferred inflow of resources	4.9	42.3
Net position:		
Investment in capital assets	(4,212.2)	(4,174.2)
Restricted for debt service	760.1	792.6
Restricted for SCA Intangible	2,856.1	2,920.1
Restricted for TSA's	1.7	0.4
Unrestricted	(80.4)	(114.0)
Total net position	$ (674.7)	$ (575.1)

The System's net position indicates an unrestricted current ratio of 4.98 and 4.27 for FY 2013 and FY 2012, respectively. Working capital was $297.4 million and $258.2 million in FY 2013 and FY 2012, respectively. Total unrestricted current assets were $372.2 million in FY 2013, compared to $337.3 million in FY 2012. Total unrestricted and restricted current assets were $617.1 million at the end of FY 2013. Cash and investments of $552.4 million represent the largest component of current assets. The remaining $64.7 million is comprised of accrued interest receivable of $1.33 million, accounts receivable of $47 million, interproject/interagency receivables of $15.2 million, inventory and prepaid expenses of $1.2 million.

Total unrestricted current liabilities were $74.8 million at the end of FY 2013, including $2.9 million for accounts payable and retainage payable, $40.7 million of deferred revenue and $23.9 million for accrued liabilities, mainly accrued salaries and vacation liability, $7 million of interfund payables and $0.3 million for Tolltag deposits.

Table A-2
Change in Net Position
(in millions of dollars)

	2013	2012
Revenues		
Tolls	$ 525.5	$ 485.5
Other revenues	26.1	20.6
Operating revenues	551.6	506.1
Operating expenses before depreciation	150.3	153.4
Income from operations before depreciation	401.3	352.7
Amortization of intangible (Sam Rayburn Tollway)	(63.9)	(63.9)
Depreciation	(6.2)	(6.0)
Operating income	331.2	282.8
Nonoperating revenue (expenses):		
Gain (Loss) on fair value of investments	(6.3)	5.3
Interest expense	(442.6)	(458.8)
Other	(17.9)	7.0
Net nonoperating revenue (expenses):	(466.8)	(446.5)
Capital contributions		
Capital grant contributions	8.4	8.5
Operating Transfers	0.9	-
BAB's subsidy	26.7	28.9
Change in net position	(99.6)	(126.3)
Net position- beginning, as restated (note 1)	(575.1)	(448.8)
Net position - ending	$ (674.7)	$ (575.1)

Total operating revenues were $551.6 million for FY 2013 and $506.1 million for FY 2012 (see Table A-2). Toll revenues in FY 2013 were $525.5 million (net of bad debt expense of $46.1 million), an 8.2% increase over FY 2012 toll revenues of $485.5 million (net of bad debt expense of $45.2 million). Traffic on the System continues to grow, with average daily transactions of 1,677,930 and 1,604,470 in FY 2013 and FY 2012, respectively.

Total operating expenses, including the Reserve Maintenance Fund and the Capital Improvement Fund, before depreciation for FY 2013 were $150.3 million, representing an 2% decrease from FY 2012 operating expenses of $153.4 million (See Table A-2). Interest expense, inclusive of capitalized interest, for 2013 was $442.6 million, a 3.5% decrease from FY 2012 interest expense of $458.8 million. Debt service coverage for all debt for FY 2013 and FY 2012 were 1.26 and 1.47 times, respectively. The Trust Agreement and the Authority's Debt Policy both require bond principal and interest coverage of 1.35 for first tier debt. For FY 2013 the debt service coverage for first tier debt was 1.63.

The System's overall financial position decreased in FY 2013, as indicated by the $99.6 million decrease in net positions.

B-1-10

Investments: The System's investments at December 31, 2013 and 2012 were approximately $957.0 million and $1.01 billion, respectively. Table A-3 chart below shows the types of authorized investments in the December 31, 2013 portfolio.

Table A-3

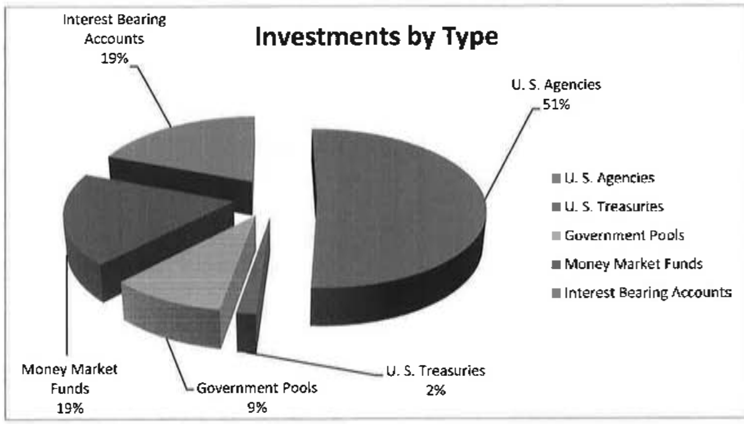
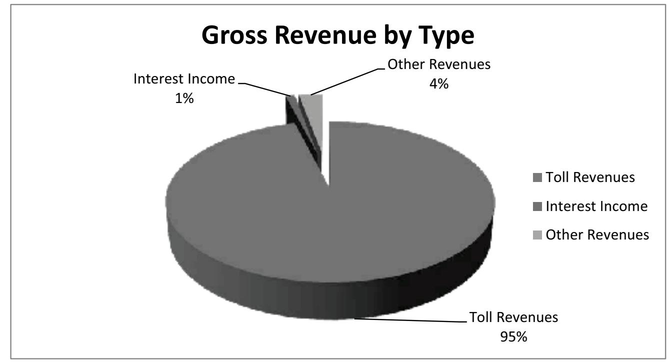


Table A-4 below shows the System's revenue in FY 2013 by revenue source type.

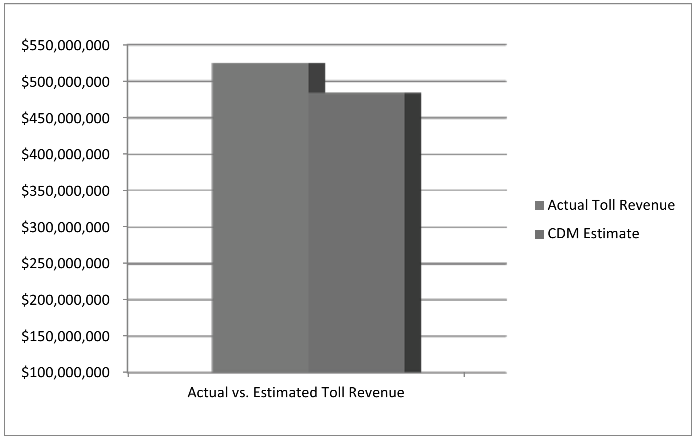
Table A-4



Gross revenues, excluding grant revenue of $ 8.4 million for FY 2013 were $551.6 million, a 9% increase over FY 2012 gross revenues of $506.1 million. Toll revenues of $525.5 million (net of bad debt expenses of $46.1 million) account for 95% of total revenue. Interest income (excluding Construction Fund interest) was $6.2 million or 1%. Other revenue, mostly administrative and statement fees for collection of tolls from violators and interoperability fees, was $19.9 million, representing 4% of the total.

Table A-5 below shows the System's actual toll revenue for FY 2013 compared to the estimated toll revenue of the Authority's traffic and toll revenue engineer, CDM Smith Inc. (CDM). Toll revenue was over CDM's estimates by 8.61%.

Table A-5



Traffic on the System continues to grow with approximately 1,677,930 average daily transactions in 2013, up 4.58% from the 1,604,470 daily averages in 2012.

The increases in the toll revenue were largely attributed to:

- The increased growth of population in the North Texas counties (Dallas, Tarrant, Denton & Collin).
- Toll Rate increase in July 2013.

NORTH TEXAS TOLLWAY SYSTEM
(An Enterprise Fund of the North Texas Tollway Authority)
Management's Discussion and Analysis
December 31, 2013

Engineering Estimates

The annual estimates by the System's traffic and revenue engineer, CDM Smith Inc. (CDM), are displayed in comparison to the actual revenue for the years of 2004 through 2013 in Table A-6 below:

Table A-6
Actual vs. Estimated Revenue

Year	Actual	Estimate	Variance
2013	$ 525,458,723(*)	$ 483,799,800	$ 41,658,774
2012	485,463,608	442,688,000	39,263,359
2011	402,569,354	410,749,700	(8,180,166)
2010	366,597,323	377,132,800	(10,535,477)
2009	290,404,547	265,051,729	25,352,818
2008	240,776,791	262,346,900	(21,570,109)
2007	202,675,564	204,491,800	(1,816,236)
2006	191,434,120	197,052,500	(5,618,380)
2005	172,537,345	167,457,300	5,080,045
2004	160,695,030	151,482,500	9,212,530

* net of bad debt expenses ($46,133,481)

The FY 2013 toll revenue of $525.5 million increased by 8.2% over FY 2012 actual toll revenue of $485.5 million. The System's total revenues produced 1.26 debt coverage for all debt. Please see the Historical Debt Coverage Table (A-8) on page 19.

Capital Assets – The Authority's investment in capital assets includes land, buildings, right-of-way, roadway, bridges, equipment, and computer systems. Capital assets at December 31, 2013 were $3.4 billion, decreasing from FY 2012 by approximately $4.8 million. For additional information on capital assets see Note (1) (f) and Note (4).

The Authority utilizes GASB No. 34, Modified Approach of reporting infrastructure assets. Each year a comprehensive assessment is conducted on all the Authority's infrastructure assets which affect the following fiscal year's maintenance budget. For fiscal year 2013, the Authority estimated it would need to spend $21.2 million for infrastructure maintenance and preservation, but actually expended $15.6 million. Fluctuations from year to year between the amount spent to preserve and maintain the Authority's infrastructure assets and the estimated amount result from the timing of work activities. For additional information and results of the 2013 assessment, please see the Required Supplementary Information on pages 59 and 60 of this report. The Authority's Condition Index for 2013 is 8.9 versus the 8.0 goal.

The Sam Rayburn Tollway (SRT) will revert to Texas Department of Transportation after the expiration of the 50 year period commencing when the Authority began collecting tolls on the project on its own behalf (September 2008).

The Authority will amortize the cost of the acquisition and the construction costs of the SRT over the term of the project agreement pursuant to which the Authority acquired the project utilizing the straight-line basis. The effect of amortizing the cost of the acquisition and the construction costs of the SRT will reduce the Authority's net revenues as reported on the general accepted accounting principles (GAAP) basis. Since the amortization will be a non-cash item, it will not impact the Authority's calculation of net revenues available per the Trust Agreement.

Long-Term Debt – At the end of FY 2013, the Authority's total bonded debt outstanding was $7.59 billion compared to approximately $7.56 billion in 2012 (See Table A-7). This debt represents bonds secured solely by toll revenue. For detailed information see Note (5) and schedule of revenue bonds outstanding as of December 31, 2013, on page 43.

Table A-7
Revenue Bonds Outstanding
As of FY 2013 and FY 2012

Series	2013	2012
Series 2005C	$ 178,310,000	$ 178,310,000
Series 2008A	1,733,205,000	1,734,130,000
Series 2008B	226,930,000	226,930,000
Series 2008D	560,239,885	526,102,853
Series 2008E	215,000,000	215,000,000
Series 2008F	1,000,000,000	1,000,000,000
Series 2008I	277,394,358	260,697,156
Series 2008K	205,000,000	205,000,000
Series 2009A	373,425,000	389,105,000
Series 2009B	825,000,000	825,000,000
Series 2009C	170,730,000	170,730,000
Series 2009D	178,400,000	178,400,000
Series 2010A *	90,000,000	90,000,000
Series 2010B *	310,000,000	310,000,000
Series 2010 Rev Refund	332,225,000	332,225,000
Series 2011A	100,000,000	100,000,000
Series 2011B	268,625,000	268,625,000
Series 2012A	25,930,000	25,930,000
Series 2012B	383,625,000	383,625,000
Series 2012C	101,775,000	101,775,000
Series 2012D	32,815,000	32,815,000
Revenue Bonds Outstanding	$ 7,588,629,243	$ 7,556,400,009

* Issued out of the Capital Improvement Fund. This debt is supported solely out of excess revenues flowing into the Capital Improvement Fund.

Table A-8 sets forth debt service coverage for all Revenue Bonds outstanding for the years 2004 through 2013.

Table A-8
Historical Debt Coverage

Year	Coverage
2013	1.26X
2012	1.47X
2011	1.77x
2010	1.83x
2009	1.56x
2008	1.60x
2007	1.96x
2006	1.98x
2005	1.80x
2004	2.00x

Additionally, part of the construction of the PGBT was funded with the proceeds from a loan in the amount of $135 million, made by the Texas Department of Transportation in 1995 pursuant to the Intermodal Surface Transportation Efficiency Act of 1991. Interest has been accruing since FY 2000 and annual payments began in FY2004. The FY 2013 payment was $8.0 million with a due date of January 1, 2013. The amortization schedule for this loan can be found in Note (5) page 49.

On September 1, 2009, the Series 2005C bonds were converted to fixed rate bonds. The outstanding swaps remain legally tied to the Series 2005C Bonds, which have been remarketed to fixed rate. However, the Authority recognized the need for the swaps to be economically tied to variable rate bonds so that the swaps could function properly and generate a reasonable synthetic fixed rate. To that end, the Authority negotiated a letter of credit with JPMorgan and issued $178,400,000 Series 2009D variable rate bonds on November 5, 2009.

Short-Term Debt - The Authority maintains an approximately $200 million commercial paper program. No commercial paper was issued in 2013. As of December 31, 2013 there was no outstanding note under the commercial paper program. (Note 5 page 49)

Contacting the NTTA's Financial Management

This financial report is designed to provide overview information to our bondholders, patrons, and other interested parties. Should you have questions about this report, please contact the North Texas Tollway Authority's Chief Financial Officer, 5900 W. Plano Parkway, Suite 100, Plano, Texas 75093.

NORTH TEXAS TOLLWAY SYSTEM
(An Enterprise Fund of the North Texas Tollway Authority)
Statement of Net Position
December 31, 2013

Assets	North Texas Tollway System	Non-Trust Agreement Enterprise Fund	Total
Current assets:			
Cash and cash equivalents (note 3)	$ 19,713,266	$ -	$ 19,713,266
Investments (note 3)	284,623,987	17,757,854	302,381,841
Accounts receivable (net of allowance for uncollectibles) (note 9)	33,535,614	-	33,535,614
Other assets	16,445,564	121,763	16,567,327
Total current unrestricted assets	354,318,431	17,879,617	372,198,048
Current restricted assets:			
Restricted for construction:			
Cash and cash equivalents (notes 3 and 5)	516	-	516
Investments (notes 3 and 10)	77,841,420	-	77,841,420
Accrued interest receivable	149,352	-	149,352
Restricted for debt service:			
Investments (notes 3 and 5)	150,776,784	-	150,776,784
Accrued interest receivable	989,518	-	989,518
Accounts receivable	13,445,825	-	13,445,825
Restricted for Toll Service Agreements (TSA's):			
Investments (notes 3 and 5)	-	1,697,058	1,697,058
Accrued interest receivable	-	50	50
Total current restricted assets	243,203,415	1,697,108	244,900,523
Total current assets	597,521,846	19,576,725	617,098,571
NonCurrent Assets:			
Investments restricted for operations (notes 3 and 5)	64,078,807	-	64,078,807
Investments restricted for debt service (notes 3 and 5)	360,274,046	-	360,274,046
Unearned feasibility study costs	59,634,693	-	59,634,693
Service Concession Arrangement - Intangible asset (note 1(m) (net of accumulated amortization)	2,856,136,304	-	2,856,136,304
Capital assets (note 4) (net of accumulated depreciation)	3,372,954,141	-	3,372,954,141
Total noncurrent assets	6,713,077,991	-	6,713,077,991
Total assets	**7,310,599,837**	**19,576,725**	**7,330,176,562**
Deferred outflow of resources			
Accumulated decrease in fair value of hedging derivatives	27,323,905	-	27,323,905
Loss on refunding	28,245,230	-	28,245,230
Total deferred outflow of resources	55,569,135	-	55,569,135

See accompanying notes to basic financial statements.

NORTH TEXAS TOLLWAY SYSTEM
(An Enterprise Fund of the North Texas Tollway Authority)
Statement of Net Position
December 31, 2013

Liabilities	North Texas Tollway System	Non-Trust Agreement Enterprise Fund	Total
Current liabilities:			
Accounts payable	$ 2,876,502	$ -	$ 2,876,502
Accrued liabilities	23,878,678	-	23,878,678
Unearned revenue	40,743,608	-	40,743,608
Other	7,203,022	60,651	7,263,673
Total current unrestricted liabilities	74,701,810	60,651	74,762,461
Payable from restricted assets:			
Construction-related payables:			
Retainage payable	1,007,565	-	1,007,565
Unearned grant revenue	33,050,863	-	33,050,863
Debt service-related payables:			
Accrued interest payable	191,089,912	-	191,089,912
Accrued arbitrage rebate payable	73,249	-	73,249
Total current liabilities payable from restircted assets	225,221,589	-	225,221,589
Total current liabilities	299,923,399	60,651	299,984,050
Noncurrent liabilities:			
Other post-employment benefits (note 8)	19,279,087	-	19,279,087
Accumulated increase in fair value of hedging derivatives	27,323,905	-	27,323,905
Loans payable	136,069,850	-	136,069,850
Dallas North Tollway System revenue bonds payable, net of bond discount (premium) costs of $15,787,159 (note 5)	7,572,842,084	-	7,572,842,084
Total noncurrent liabilities	7,755,514,926	-	7,755,514,926
Total liabilities	8,055,438,325	60,651	8,055,498,976
Deferred inflow of resources			
Gain on refunding	4,923,605	-	4,923,605
Net Position			
Net investment in capital assets	(4,212,230,014)	-	(4,212,230,014)
Restricted for:			
Debt service	763,566,930	-	763,566,930
SCA Intangible	2,856,136,304	-	2,856,136,304
TSA's	-	1,697,108	1,697,108
Unrestricted	(101,666,178)	17,818,966	(83,847,212)
Total net position	**$ (694,192,958)**	**$ 19,516,074**	**$ (674,676,884)**

See accompanying notes to basic financial statements.

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NORTH TEXAS TOLLWAY SYSTEM
(An Enterprise Fund of the North Texas Tollway Authority)
Statement of Revenues, Expenses and Changes in Net Position
Year ended December 31, 2013

	North Texas Tollway System	Non-Trust Agreement Enterprise Fund	Total
Operating revenues:			
Tolls	$ 525,458,723	$ -	$ 525,458,723
Other	21,721,506	4,417,418	26,138,924
Total operating revenues	547,180,229	4,417,418	551,597,647
Operating expenses:			
General			
Administration	23,017,370	280,760	23,298,130
Operations	86,223,008	2,246,671	88,469,679
Preservation			
Reserve maintenance	10,915,105	-	10,915,105
Capital improvement	27,541,687	-	27,541,687
Amortization of intangible	63,943,350	-	63,943,350
Depreciation	6,203,704	-	6,203,704
Operating expenses	217,844,224	2,527,431	220,371,655
Operating income	329,336,005	1,889,987	331,225,992
Nonoperating revenues (expenses):			
Gain (loss) on fair value of investments	(6,287,411)	-	(6,287,411)
Interest expense	(442,625,824)	-	(442,625,824)
Other	(17,891,948)	-	(17,891,948)
Net nonoperating revenues (expenses)	(466,805,183)	-	(466,805,183)
Income (loss) before capital contributions, subsidies, and transfers	(137,469,178)	1,889,987	(135,579,191)
Capital Grant Contributions	8,389,180	-	8,389,180
Build America Bonds Subsidy (BAB's)	26,674,318	-	26,674,318
Transfers in/out	(16,706,479)	17,626,087	919,608
Change in net position	(119,112,159)	19,516,074	(99,596,085)
Beginning net position, as restated (note 1)	(575,080,799)	-	(575,080,799)
Ending net position	$ (694,192,958)	$ 19,516,074	$ (674,676,884)

See accompanying notes to basic financial statements.

NORTH TEXAS TOLLWAY SYSTEM
(An Enterprise Fund of the North Texas Tollway Authority)
Statement of Cash Flows
Year ended December 31, 2013

	North Texas Tollway System	Non-Trust Agreement Enterprise Fund	Total
Cash flows from operating activities:			
Receipts from customers and users	$ [illegible]	$ [illegible]	$ [illegible]
Payments to contractors and suppliers	[illegible]	[illegible]	[illegible]
Payments to employees	[illegible]	[illegible]	[illegible]
Net cash provided by operating activities	[illegible]	[illegible]	[illegible]
Cash flows from capital and related financing activities:			
Acquisition and construction of capital assets	[illegible]	-	[illegible]
Retirement of bonds	[illegible]	-	[illegible]
Defeased of commercial paper	[illegible]	-	[illegible]
Grant proceeds	[illegible]	-	[illegible]
Deferred financing costs	[illegible]	-	[illegible]
Unearned grant revenue	[illegible]	-	[illegible]
Other	[illegible]		7,092,140
Interest paid on revenue bonds and other debt	[illegible]	-	[illegible]
Net cash used in capital and related financing activities	(409,[illegible])	-	[illegible]
Cash flows from investing activities:			
Purchase of investments	[illegible]	[illegible]	(4,202,706,654)
Proceeds from sales and maturities of investments	[illegible]	-	[illegible]
Capital contributions	(17,626,087)	17,626,087	-
Capital contributions - BABS Subsidy	26,674,318	-	26,674,318
Interest	(126,764)	-	(126,764)
Net cash provided by (used in) investing activities	[illegible]	[illegible]	[illegible]
Net increase in cash and cash equivalents	1,395,753	-	1,395,753
Cash and cash equivalents, beginning of the year	18,318,029	-	18,318,029
Cash and cash equivalents, end of the year	19,713,782	-	19,713,782
Classified as:			
Current assets	19,713,266	-	19,713,266
Restricted assets	516	-	516
Total	19,713,782	-	19,713,782
Noncash financing, capital, and investing activities:			
Reconciliation of operating income to net cash provided by operating activities:			
Operating income	329,336,005	1,889,987	331,225,992
Adjustments to reconcile operating income to net cash provided by operating activities:			
Depreciation	6,203,704	-	6,203,704
Amortization of intangible	63,943,350	-	63,943,350
Bad debt expense	46,133,481	-	46,133,481
Changes in assets and liabilities:			
Increase in accounts receivable	[illegible]	[illegible]	[illegible]
Increase in prepaid expenses and other assets	[illegible]	-	[illegible]
Increase in unearned revenue	[illegible]	-	[illegible]
Increase in accrued interest receivable	[illegible]	-	[illegible]
(Increase) decrease in accounts and retainage payable	[illegible]	[illegible]	[illegible]
Total adjustments	[illegible]	[illegible]	[illegible]
Net cash provided by operating activities	$ [illegible]	$ [illegible]	$ [illegible]
Noncash financing activities:			
Decrease in fair value of investments	(6,287,411)	-	(6,287,411)
Capital Grant Contributions	8,389,180	-	8,389,180
Build America Bonds Subsidy (BAB's)	26,674,318	-	26,674,318

See accompanying notes to basic financial statements.

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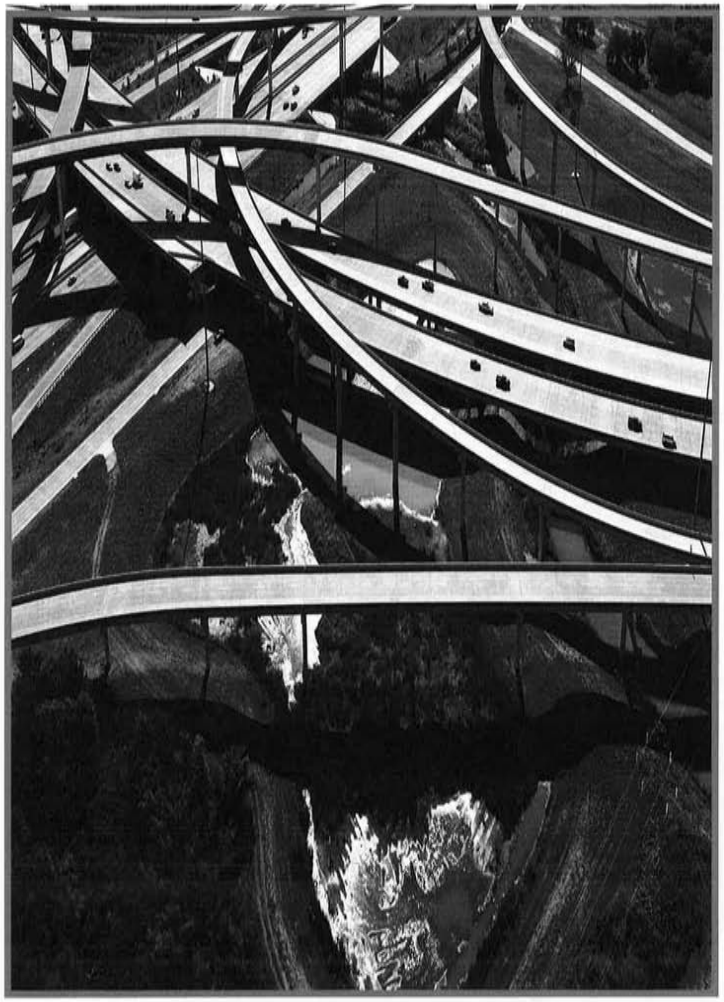

NORTH TEXAS TOLLWAY SYSTEM
(An Enterprise Fund of the North Texas Tollway Authority)

NOTES TO BASIC FINANCIAL STATEMENTS
December 31, 2013

NOTE CONTENTS

(1) Nature of the Organization and Summary of Significant Accounting Policies

(a) Reporting Entity

In June 1997, the Texas Legislature approved a bill to create the North Texas Tollway Authority (the Authority), a regional tollway authority under Chapter 366, Transportation Code. Effective September 1, 1997, the Authority became the successor agency to the Texas Turnpike Authority and succeeded to all assets, rights, liabilities, and other property of the Texas Turnpike Authority located in Collin, Dallas, Denton, and Tarrant Counties. The Authority also assumed and became liable for all duties and obligations related to the Texas Turnpike Authority at that time.

The Authority is a political subdivision of the State of Texas, authorized and empowered by the Regional Tollway Authority Act (the Act) to construct, maintain, repair, and operate turnpike projects at such locations within Collin, Dallas, Denton, and Tarrant Counties, as may be determined by the Authority. The Authority is further authorized to issue turnpike revenue bonds, payable solely from tolls and other revenue of the Authority, for the purpose of paying all or any part of the cost of a turnpike project. Under the provisions of the Act, these revenue bonds shall not be deemed to constitute a debt or a pledge of the faith and credit of the State of Texas or of any other political subdivision thereof.

The North Texas Tollway Authority System (the System) is an enterprise fund and does not purport to be the entire activities of the Authority. The System is a turnpike project of the Authority and consists of the Dallas North Tollway (the DNT), the Addison Airport Toll Tunnel (the AATT), the President George Bush Turnpike (the PGBT), the Mountain Creek Lake Bridge (the MCLB), Sam Rayburn Tollway (SRT), and the Lewisville Lake Toll Bridge (the LLTB). The Non-Trust Agreement Enterprise Fund is a nonmajor enterprise fund of the System for Toll Service Agreements (TSA) for managed lanes which presently consist of the managed toll lanes for Interstate Highway 635 (LBJ-635).

In April 2011, the Authority entered into a trust agreement authorizing the Authority to own, design, construct, operate, maintain and finance a turnpike project known as the Special Projects System (SPS). The SPS consists of the President George Bush Turnpike-Western Extension (the PGBT-WE) and the Southwest Parkway/Chisholm Trail Project (CTP). The SPS is an enterprise fund of the Authority and does not purport to be the entire activities of the Authority and are not included in the financial statements herein.

In addition, Chapter 366 authorized the Feasibility Study Fund to be used only to pay the expenses of studying the cost and feasibility and any other expenses relating to:

1) The preparation and issuance of bonds for the acquisition and construction of a proposed turnpike project for the Authority;

2) The financing of the improvement, extension or expansion of an existing turnpike or Authority;

3) Private participation, as authorized by law, in the financing of a proposed turnpike project or Authority, the refinancing of an existing turnpike project or Authority or the improvement, extension or expansion of a turnpike project or Authority.

In addition, Senate Bill 194, which was subsequently replaced by Chapter 366, authorized the establishment of the Dallas-Fort Worth Turnpike Transition Trust Fund, a Fiduciary Fund, to account for the payment of transition costs and other obligations payable from funds of the Dallas-Fort Worth Turnpike at December 31, 1977, such as post-employment benefits.

While the Fiduciary Funds are normally presented separately in the financial statements, the DFW Turnpike Transition Trust Fund is shown as a part of the basic financial statements, since the Trust Fund is immaterial to the financial statements.

(b) Basis of Accounting

The operations of the System are accounted for as an enterprise fund on an accrual basis in order to recognize the flow of economic resources.

Under this basis, revenues are recognized in the period in which they are earned, expenses are recognized in the period in which they are incurred, and all assets and liabilities associated with the operation of the System are included in the Statement of Net Position. The assets of the System are stated at cost with the exception of certain investments and interest rate swap derivatives, which are stated at fair value.

The principal revenues of the System are toll revenues received from patrons. Operating expenses for the System include the costs of operating and maintaining the Authority and administrative expenses. All revenues and expenses not meeting this definition are reported as non-operating revenues and expenses.

The Trust Agreement also requires that certain funds and accounts be established and maintained. The System consolidates these System funds and accounts for the purpose of enterprise fund presentation in its external financial statements.

In accordance with House Bill 749, an act of the 72nd Legislature of Texas, the Authority may transfer an amount from a surplus fund (currently Capital Improvement Fund) established for a turnpike project to the North Texas Tollway Feasibility Study Fund (Feasibility Study Fund) each a sub-fund included in the System. However, the Authority may not transfer an amount that results in a balance in the surplus fund that is less than the minimum balance required in the trust agreement for that project, if any. Revenues are recognized when they are earned, expenses are recorded in the period in which they are incurred.

The costs of studies funded by the Feasibility Study Fund are deferred until such time as the feasibility of the project is determined. If the project is pursued, the Feasibility Study Fund is reimbursed for related study costs from the proceeds of the project's bond issue. However, the study costs associated with projects determined to be unfeasible are removed from the statement of assets and liabilities and written off to expense when approved by the Executive Director.

(c) Budget

Operating budgets are established in accordance with the practices set forth in the provisions of the Trust Agreement for the Dallas North Tollway Authority Revenue Bonds, as interpreted by the Authority. These practices are similar to accounting principles generally accepted in the United States (GAAP) for an enterprise fund on an accrual basis except that depreciation and amortization of certain non-infrastructure capital assets and related acquisition and revenue bond issuance costs are not included as an operating expense or otherwise provided, and interest accrued for certain periods after official completion on certain of the System's bond issues is capitalized as allowed by the Trust Agreement and bond resolution, rather than being reflected as an expense. Otherwise, revenues are recognized when they are earned, expenses are recognized in the period in which they are incurred, and all assets and liabilities associated with the operation of the System are included in the statement of net assets in accordance with the Trust Agreement as described above.

Each year the Authority completes a review of its financial condition for the purpose of estimating whether the net revenues of the System for the year will meet its debt covenants. See additional information regarding legal compliance for budgets in Note (2).

(d) Restricted Assets

Certain proceeds of the Revenue Bonds are restricted by applicable bond covenants for construction or restricted as reserves to ensure repayment of the bonds. Also, certain other assets are accumulated and restricted on a monthly basis in accordance with the Trust Agreement for the purpose of paying interest and principal payments that are due on a semiannual and annual basis, respectively, and for the purpose of maintaining the reserve funds at the required levels. Payments from these restricted accounts are strictly governed by the Trust Agreement and can only be made in compliance with the Trust Agreement.

Limited types of expenses may be funded from these accounts. Expenses that do not meet these requirements are funded from unrestricted accounts. The funds and accounts that have been established in accordance with the Trust Agreement are as follows:

- **Construction and Property Fund** – The Construction and Property Fund was created to account for that portion of the proceeds from the sale of the Authority Revenue Bonds, which were required to be deposited with the trustee in order to pay all costs of construction. There also may be deposited in the Construction and Property Fund any monies received from any other source for paying the cost of the Authority.
- **Revenue Fund** – The Revenue Fund was created to account for all revenues (all tolls, other revenues, and income) arising or derived by the Authority from the operation and ownership of the Authority. All revenues of this fund are distributed to other funds in accordance with the Trust Agreement.
- **Non-Trust Agreement Enterprise Fund** – The Non-Trust Agreement Enterprise Fund was created to account for toll service agreements (TSA) revenues separately from revenues that are devoted to the repayment of bonds.
- **Operation and Maintenance Fund** – The Operation and Maintenance Fund was created to account for and pay current operating expenses of the Authority.
- **Reserve Maintenance Fund** – The Reserve Maintenance Fund was created to account for those expenses of maintaining the Authority that do not recur on an annual or shorter basis. As defined in the Trust Agreement, such items include repairs, painting, renewals, and replacements necessary for safe or efficient operation of the Authority or to prevent loss of revenues, engineering expenses relating to the functions of the Authority, equipment, maintenance expenses, and operating expenses not occurring at annual or shorter periods.
- **Capital Improvement Fund** – The Capital Improvement Fund (CIF) was created to account for the cost of repairs, enlargements, extensions, resurfacing, additions, renewals, improvements, reconstruction and replacements, capital expenditures, engineering, and other expenses relating to the powers or functions of the Authority in connection with the Authority, or for any other purpose now or hereafter authorized by law. This CIF fund will also be combined with a revolving fund, called the Feasibility Study Fund to use only to pay the expenses of studying the cost and feasibility and any other expenses relating to; (1) the preparation and issuance of bonds for the acquisition and construction of a proposed turnpike project for the Authority; (2) the financing of the improvement, extension or expansion of an existing turnpike or Authority; (3) private participation, as authorized by law, in the financing of a proposed turnpike project or Authority, the refinancing of an existing turnpike project or Authority or the improvement, extension or expansion of a turnpike project or Authority.
- **Bond Interest Account** – The Bond Interest Account was created to account for the payment of the semiannual interest requirements of the revenue bonds.
- **Reserve Account** – The Reserve Account was created for the purpose of paying interest and principal of the bonds whenever and to the extent that the monies held for the credit of the Bond Interest Account and the Redemption Account shall be insufficient for such purpose. The required reserve is an amount equal to the average annual debt service requirements of all bonds outstanding. At December 31, 2013, according to staff calculations the Authority was in compliance with this requirement.
- **Redemption Account** – The Redemption Account was created to account for the payment of the annual principal requirements of the revenue bonds.

(e) Cash, Cash Equivalents and Investments

Cash includes amounts in demand deposits. Cash equivalents are amounts included in any overnight sweep from the demand deposit accounts. These deposits are fully collateralized or covered by federal deposit insurance.

The Authority considers other money market funds along with State & Local Government Investment Pools to be investments. The carrying amount of the investments is fair value. The net change in fair value of investments is recorded on the Statement of Revenues, Expenses, and Changes in Net Position and includes the unrealized and realized gains and losses on investments.

(f) Capital Assets

All capital assets are stated at historical cost, except for donated assets, which are valued at the estimated fair value of the item at the date of its donation. This includes costs for infrastructure assets (right-of-way, highways, bridges, and highways and bridges substructures), toll equipment, buildings, land, toll facilities; other related costs, including property and equipment with a value greater than $5,000 and software with a value greater than $1,000,000. Highways and bridges substructure includes road sub-base, grading, land clearing, embankments, and other related costs. Also included in capital assets are the costs of certain real estate for right-of-way requirements and administrative and legal expenses incurred during the construction period.

The costs to acquire additional capital assets, which replace existing assets or improve the efficiency of the Authority, are capitalized. Under the Authority's policy of accounting for infrastructure assets pursuant to the "preservation method of accounting" or "modified approach," property costs represent an historical accumulation of costs expended to acquire rights-of-way and to construct, improve, and place in operation the various projects and related facilities. These infrastructure assets are considered to be "indefinite lived assets" that is, the assets themselves will last indefinitely and are, therefore, not depreciated. Costs related to renewing and maintaining these assets are not capitalized, but instead are considered to be period costs and are included in preservation expense classified as part of reserve maintenance and capital improvement expenses. Additional charges to preservation expense occur whenever the condition of the infrastructure assets is determined to be at a level that is below the standards adopted by the Board of Directors of the Authority.

Depreciation is computed using a straight-line method over the following estimated useful lives:

Machinery and Equipment	3-10 years
Buildings	20-50 years
Roadways	50-60 years
Infrastructure	25-50 years
Intangibles	5-15 years

(g) Compensated Absences

Vested or accumulated vacation leave is recorded as an expense and liability as the benefits accrue to employees. No liability is recorded for non-vesting accumulating rights to receive sick pay benefits.

(h) Retainage Payable

Retainage payable represents amounts billed to the Authority by contractors for which payment is not due pursuant to retained percentage provision in construction contracts until substantial completion of performance by contractor and acceptance by the Authority.

(i) Gain/Loss on Refunding of Revenue Bonds

Gain/Loss on refunding of revenue bonds incurred on advance refunding of such bonds relates to the difference between the re-acquisition price and the net carrying amount of the refunded bonds.

The amount is a deferred inflow/outflow and is amortized in a systematic and rational manner over the life of the refunded bonds or the life of the refunding bonds, whichever is shorter.

(j) Bond Discounts and Premiums

Revenue bonds payable are reported net of unamortized bond discount or premium.

(k) Arbitrage Rebate Payable

The Tax Reform Act of 1986 imposed additional restrictive regulations, reporting requirements, and arbitrage rebate liability on issuers of tax-exempt debt. This represents interest earnings on bond proceeds in excess of amounts allowed under the Act. This Act requires the remittance to the Internal Revenue Service (IRS) of 90% of the cumulative arbitrage rebate within 60 days of the end of each five-year reporting period following the issuance of governmental bonds. The System's cumulative arbitrage rebate liabilities for the year ended December 31, 2013 are $73,249.

(l) Estimates

The preparation of financial statements in accordance with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

(m) Service Concession Arrangement for Sam Rayburn Tollway (SRT)

In October 2007, the Authority entered into an agreement with Texas Department of Transportation ("TXDOT") to construct a continuous express lane within the State Highway 121 corridor extending between Business SH 121 in Denton County to US 75 in Collin County consisting of 26 miles in five designated segments. Under the agreement, the Authority provided an upfront payment to TXDOT in the amount of $3.2 billion. An intangible asset has been recorded and is being amortized over 50 years. At the end of the intangible asset's life, the roadway will be returned to TXDOT subject to the Handback Requirements in the agreement.

The revenue generated from the operation of the toll road will be shared between TXDOT and the Authority in accordance with the limits and calculations in the agreement. In the current year the amount of revenue given to TXDOT was $0.

	January 1, 2013	Additions	Disposal	Depreciation	December 31, 2013
Roadway	$ 3,197,211,448	-	-	-	$ 3,197,211,448
Less accumulated amortization	(277,131,794)	-	-	(63,943,350)	(341,075,144)
Total	$ 2,920,079,654	-	-	(63,943,350)	$ 2,856,136,304

(n) New Accounting Pronouncements

GASB Statement No. 61, The Financial Reporting Entity Omnibus modifies certain requirements for inclusion of component units in the financial reporting entity. This statement was effective for financial statements for periods beginning after June 15, 2012. There was no impact of this statement on the System's financial statements.

In the current year, the System implemented Statement 65, Items Previously Reported as Assets and Liabilities. This Statement establishes accounting and financial reporting standards that reclassify, as deferred outflows of resources or deferred inflows of resources, certain items that were previously reported as assets and liabilities and recognizes, as outflows of resources or inflows of resources, certain items that were previously reported as assets and liabilities.

NORTH TEXAS TOLLWAY SYSTEM
(An Enterprise Fund of the North Texas Tollway Authority)
NOTES TO BASIC FINANCIAL STATEMENTS
December 31, 2013

The System implemented this statement retroactively as of January 1, 2013, resulting in a decrease of net position of ($75,309,252) as reflected in the financials on pages 22 and 68.

Beginning Net Position as Previously Reported	$ (499,771,547)
Change in Accounting Principle for Deferred Bond Costs	(75,309,252)
Beginning Net Position as Restated	$ (575,080,799)

The GASB has issued the following statements which will be effective in future years as described below:

GASB Statement No. 66, an amendment of GASB Statements No.10 and No 62: The objective of this Statement is to improve accounting and financial reporting for a governmental financial reporting entity by resolving conflicting guidance that resulted from the issuance of two pronouncements, Statements No. 54, Fund Balance Reporting and Governmental Fund Type Definitions, and No. 62, Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncement. This standard becomes effective for financial statements for periods beginning after December 15, 2013. The impact on the System's financial statements has not yet been determined.

GASB Statement No. 67, Financial Reporting for Pension Plans—an amendment of GASB Statement No. 25. This Statement replaces the requirements of Statements No. 25, Financial Reporting for Defined Benefit Pension Plans and Note Disclosures for Defined Contribution Plans, and No. 50, Pension Disclosures, as they relate to pension plans that are administered through trusts or equivalent arrangements that meet certain criteria. This standard becomes effective for financial statements for periods beginning after June 15, 2013. The impact on the System's financial statements has not yet been determined.

GASB Statement No. 68, Accounting and Financial Reporting for Pension Plans—an amendment of GASB Statement No. 27. This Statement replaces the requirements of Statement No. 27, Accounting for Pensions by State and Local Governmental Employers, as well as the requirements of Statement No. 50, Pension Disclosures, as they relate to pensions that are provided through pension plans administered as trusts or equivalent arrangements that meet certain criteria. The primary objective of this Statement is to improve accounting and financial reporting by state and local governments for pensions. This standard becomes effective for financial statements for periods beginning after June 15, 2014. The impact on the System's financial statements has not yet been determined.

GASB Statement No. 69, Government Combinations and Disposals of Government Operations, which is effective for fiscal years beginning after December 15, 2013, establishes accounting and financial reporting standards related to government combinations and disposals of government operations. The impact of this statement on the financial statements on the System's financial statements has not yet been determined.

GASB Statement No. 70, Accounting and Financial Reporting for Non-exchange Financial Guarantees which is effective for fiscal years beginning after June 15, 2013,establishes guidance for governments that extend financial guarantees for the obligations of another government, a not-for-profit entity or a private entity without directly receiving equal or approximately equal value in exchange (a nonexchange transaction). As part of this non-exchange financial guarantee, a government commits to indemnify the holder of the obligation if the entity that issued the obligation does not fulfill its payment requirements. Also, some governments issue obligations that are guaranteed by other entities in a non-exchange transaction. The objective of this Statement is to improve accounting and financial reporting by state and local governments that extend and receive non-exchange financial guarantees. The impact of this statement on the financial statements on the System's financial statements has not yet been determined.

(o) Reclassifications

Certain 2012 financial information has been reclassified to conform to the 2013 presentation. The reclassifications have no impact on the previously reported change in net position.

(2) Legal Compliance – Budgets

The Authority is required to prepare a preliminary budget of current expenses, deposits to the Reserve Maintenance Fund, and the purposes for which the monies held in the Reserve Maintenance Fund will be expended for the ensuing year. Copies of the preliminary budget must be filed with the bond trustee, and mailed to the consulting engineers, traffic engineers, principal underwriters, and all bondholders who have filed their names and addresses with the secretary and treasurer of the Authority 60 days prior to year-end. The Authority is required by the Trust Agreement to adopt a final budget for the Authority on or before December 31 prior to the beginning of the year. The budget is prepared at the Department level and is based upon the Trust Agreement.

The Authority may not expend any amount or incur any obligations for maintenance, repairs, and operations in excess of the total amount of the budgeted expenses in the Annual Budget unless the funding source is other than revenues received from the Authority. The Authority may expend additional monies from the Reserve Maintenance Fund in excess of the annual deposits. Budget amendments must be approved by the Board Members of the Authority in a manner similar to the adoption of the annual budget. There were no occurrences of budget noncompliance in 2013.

Pursuant to the Trust Agreement, the Authority has agreed that it will at all times keep in effect a plan for toll collecting facilities and a schedule of rates of tolls, which will raise and produce net revenues during each fiscal year sufficient to satisfy the greatest of (1), (2), or (3) below:

1) 1.35 times the scheduled debt service requirements on all outstanding First Tier Bonds for the fiscal year; or

2) 1.20 times the scheduled debt service requirements on all outstanding First Tier Bonds and Second Tier Bonds for the fiscal year; or

3) 1.00 times the scheduled debt service requirements on all outstanding First Tier Bonds, Second Tier Bonds, Third Tier Bonds and all other obligations secured by net revenues for the fiscal year.

The Authority was in compliance in 2013.

	2013 (unaudited)
GAAP basis operating income	$ 329,336,005
Non-construction fund interest income	6,173,619
Gross Income	335,509,624
Add:	
Depreciation	6,203,704
Amortization of intangible	63,943,350
Capital improvement fund expenses	27,541,687
Reserve maintenance fund expenses	10,915,015
Net revenues available for debt service	444,113,380
Bond interest expense, net of capitalized interest	352,086,339
Scheduled principal amount due	-
Calculated debt service requirement	$ 352,086,339
Coverage ratio for all debt	1.26

(3) Deposits and Investments

The Authority's investment policy is in accordance with the laws of the State of Texas. The Authority may purchase investments as authorized by the Trust Agreement and as further authorized by the revised investment policy and strategy approved by the Board of Directors in December 2012. These investments include obligations of the United States or its agencies and instrumentalities; direct obligations of the State of Texas or its agencies and instrumentalities; collateralized mortgage obligations directly issued by a federal agency or instrumentality of the United States, the underlying security for which is guaranteed by an agency or instrumentality of the United States; other obligations, the principal and interest of which are unconditionally guaranteed or insured by or backed by the full faith and credit of the State of Texas or the United States or their respective agencies and instrumentalities; obligations of states, agencies, counties, cities, and other political subdivisions of any state rated as to investment quality by a nationally recognized investment rating firm not less than A or its equivalent;

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certificates of deposit issued by a state or national bank; fully collateralized repurchase agreements; commercial paper with a stated maturity of 270 days or fewer from the date of its issuance; no load money market mutual funds that have a dollar-weighted average stated maturity of 90 days or fewer and includes in its investment objectives the maintenance of a stable net asset value of $1 for each share; and State & Local Government Investment Pools.

The Authority does not invest in financial instruments other than those authorized by the investment policy.

The Authority reports all securities and debt instruments with readily determinable market values to be carried at fair value, with changes in fair value reflected in the Statements of Revenues, Expenses, and Changes in Net Position.

(a) Deposits

The Authority's deposits were fully insured or collateralized at December 31, 2013. The carrying amount of the Authority's deposits was $19,789,958 and the respective bank balances totaled $20,599,049. As of December 31, 2013 Federal Depository Insurance Corporation (FDIC) provided $250,000 of coverage for deposits. All balances in excess of the $250,000 were fully collateralized in accordance with the Authority's investment policy and the Public Funds Investment Act.

(b) Investments

As of December 31, 2013 the maturity values are as follows:

	2013			
	Maturity Value (in Yrs)			WAM(*)
Description	Fair Value	Less Than 1 Yr	1 Yr or More	
Government Sponsored Entities (GSE):				
Federal Home Loan Bank	$ 95,766,843	$ 10,000,900	$ 85,765,943	
Federal National Mortgage Association	150,201,918	39,358,273	110,843,645	
Federal Agricultural Mortgage Corporation	9,264,510	-	9,264,510	
Federal Farm Credit Bank	64,990,025	-	64,990,025	
Federal Home Loan Mortgage Corporation	168,452,054	30,201,824	138,250,230	
Total GSE	488,675,350	79,560,997	409,114,353	628
Cash	4,603	4,603	-	-
Money Market Funds	179,320,980	179,320,980	-	-
U.S. Treasuries	15,238,500	-	15,238,500	11
Commercial Paper	49,960,800	49,960,800		9
Government Pool	41,387,147	41,387,147	-	2 (**)
Interest Bearing Account	182,462,576	182,462,576	-	-
Total Investments	**$ 957,049,956**	**$ 532,697,103**	**$ 424,352,853**	**650**

*WAM = Weighted Average Maturity (in days)
**WAM of Government Pools reflects the actual Weighted Average Maturity as reported by the Government Pools.

(c) Interest Rate Risk

The Authority does not have a formal policy on Interest Rate Risk. Investment portfolios are designed with the objective of attaining the best possible rate of return commensurate with the Authority's investment risk constraints and the cash flow characteristics of the portfolio. Return on investments, although important, is subordinate to the safety and liquidity objectives. The weighted average yield-to-maturity of the portfolio for December 31, 2013 was 0.780% in comparison to 0.569% in 2012. The weighted average maturity in days was 650 days for 2013, compared to 413 days in 2012. Approximately 56% of the investments are maturing within one year and 44% are maturing one year or greater.

(d) *Credit Risk*

Per the Investment Policy, on the date of the purchase of any Government Obligation purchased by the Authority, the obligation must have a rating as to investment quality by a nationally recognized investment firm of not less than “AAA” or its equivalent.

As of December 31, 2013, the Authority invested 0% in Cash, 19% in AAA rated money market funds, 19% in Interest Bearing Accounts, 4% in AAAm rated State and Local Government Pools, 5% in A1/P1 Commercial Paper, 51% in Government Sponsored Entities (GSE) and 2% in U.S. Treasuries backed by the full faith and credit of the U.S. Government. U.S. Treasuries and GSE are Aaa rated by Moody’s.

The Authority participates in two local government investment pools operating as SEC 2a-7 like pools: TexPool and TexStar. The State Comptroller oversees TexPool, with Federated Investors managing the daily operations of the pool under a contract with the State Comptroller. JPMorgan Investment Management, Inc. and First Southwest Asset Management, Inc serve as co-administrators for TexStar under an agreement with the TexStar board of directors.

The local government investment pools in which the Authority invests are structured similarly to money market mutual funds, to provide its liquidity needs. TexPool and TexStar were established in conformity with the interlocal Cooperation Act, Chapter 791 of the Texas Government Code and the Public Funds Investment Act, Chapter 2256 of the Code. These funds allow shareholders the ability to deposit or withdraw funds on a daily basis. Interest rates are also adjusted on a daily basis. These funds seek to maintain a constant net asset value of $1.00, although this cannot be fully guaranteed. TexPool and TexStar are rated AAAm and must maintain a dollar weighted average maturity not to exceed a 60 day limit.

(e) *Concentration of Credit Risk*

It is the policy of the Authority to diversify its investment portfolios. Assets held in the particular funds shall be diversified to minimize the risk of loss resulting from over concentration of assets in a specific maturity, a specific issuer or a specific class of securities. As of December 31, 2013 investments in Wells Fargo Bank Government Money Market Fund, Regions Bank and BB&T Bank, exceeded 5% of the total portfolio. More than 5% of the Authority’s investments are invested in Federal Home Loan Bank (FHLB), Federal Farm Credit Bank (FFCB), Federal National Mortgage Association (FNMA), and Federal Home Loan Mortgage Corporation (FHLMC).

Investments either restricted in accordance with bond provisions or accounted for per the Trust Agreements budget requirements are as follows:

Construction and Property Account	$	77,841,420
Revenue Account		58,264,193
Operations and Maintenance Account		3,059
Reserve Maintenance Account		46,552,687
Consolidated Capital Improvement Account		191,096,202
Bond Interest Account		168,325,403
Bond Reserve Account		395,510,404
Bond Redemption Account		1,676
Enterprise Account		19,454,912
Total investments	$	957,049,956

(4) Capital Assets

Capital assets are summarized as follows:

	January 1, 2013	Additions	Disposal	Depreciation	Adjustments	December 31, 2013
Infrastructure network:						
Non-depreciable						
Right-of-way	$ 252,021,761	$ 57,879	$ -	$ -	$ 4,204,316	$ 256,283,956
CIP	2,545,235,198	8,932,172	(2,204,586,530)	-	3,418,183	352,999,023
Roadway	-	2,204,586,530	(29,735,675)	-	-	2,174,850,855
Infrastructure - Other *	527,257,096	4,283,740	-	-	(7,622,499)	523,918,337
Total infrastructure network	**3,324,514,055**	**2,217,860,321**	**(2,234,322,205)**	**-**	**-**	**3,308,052,171**
Property and Equipment						
Land	7,293,755	-	-	-	-	7,293,755
Buildings	17,434,998	12,161,961	-	-	-	29,596,959
Machinery and Equipment	45,637,445	5,541,264	(429,986)	-	-	50,748,723
Less accumulated depreciation						
Buildings	(4,648,569)	-	-	(682,511)	(22,220)	(5,353,300)
Equipment	(28,918,516)	-	429,986	(5,182,019)	22,220	(33,648,329)
	(33,567,085)	-	429,986	(5,864,530)	-	(39,001,629)
Total property and equipment	**36,799,113**	**17,703,225**	**-**	**(5,864,530)**	**-**	**48,637,808**
Total Capital Assets	**3,361,313,168**	**2,235,563,546**	**(2,234,322,205)**	**(5,864,529)**	**-**	**3,356,689,979**
Intangibles						
Intangibles	17,461,821	289,861	-	-	-	17,751,682
Less Amortization	(1,027,627)	-	-	(459,893)	-	(1,487,520)
Total Intangible Assets	**16,434,194**	**289,861**	**-**	**(459,893)**	**-**	**16,264,162**
Total Capital & Intangible Assets	**$3,377,747,362**	**$2,235,853,407**	**$(2,234,322,205)**	**$ (6,324,423)**	**$ -**	**$ 3,372,954,141**

* Includes capitalized interest net of interest earnings. Total bond interest costs incurred amounted to $387,984,552 during the year ended December 31, 2013.

(5) Revenue Bonds, Commercial Paper, and Loans Payable

Revenue Bonds

The Authority has issued and refunded various Revenue Bond Series to construct the Authority and to fund reserves and expenses associated with the bond issues. The Authority follows the provisions of GASB No. 23, Accounting and Financial Reporting for Refunding of Debt Reported by Proprietary Activities (Statement No. 23). Under the provisions of Statement No. 23, the difference between the reacquisition price and the net carrying amount of the old debt is recorded as deferred outflow and amortized over the life of the new debt or the life of the old debt (had it not been refunded), whichever is shorter, as an adjustment to the bond interest expense.

The following are descriptions of Revenue Bond Series currently outstanding as of December 31, 2013.

Series 2005C:

The $341,670,000 North Texas Tollway Authority Dallas North Tollway Authority Variable Rate Revenue Bonds, Series 2005C, insured by FGIC, were issued December 15, 2005 for the purpose of refunding $332,425,000 Series 1995 Bonds. Interest initially accrues from the date of delivery at a Weekly Rate, but may be subsequently converted to bear interest at a Daily Rate, Flexible Rate, Monthly Rate, Quarterly Rate, Semi-Annual Rate, Multi-Annual Rate, or Fixed Rate. While bearing interest at a Weekly Rate, interest is payable on the first business day of each calendar month, and is calculated on the basis of actual days elapsed in a 365-day or 366-day year, as applicable. Upon a change to any of the other interest modes, the bonds will be subject to mandatory tender for purchase and remarketing with a maximum rate of twelve (12%) per annum. The bonds consisted of $341,670,000 term bonds due January 1, 2025. The bonds are subject to mandatory sinking fund redemption prior to maturity on January 1 of the years 2008-2025. In 2008, FGIC was downgraded below investment grade and remarketing of the bonds was not completely successful.

The Series 2005C Bonds were remarketed on September 1, 2009 to a fixed rate series of bonds. $161,110,000 of Series 2005C Bonds were refunded by Series 2009A Bonds. The remaining amount of Series 2005C Bonds is $178,310,000 which consists of $109,515,000 serial bonds maturing on January 1, 2019 through January 1, 2023 that bear interest rates ranging from 5% to 6.25% and $68,795,000 term bonds due January 1, 2025 with an interest rate of 6%.

The refunding resulted in a decrease of $85,851,214 in the aggregate debt service between the refunding debt and the refunded debt. The difference between the reacquisition price and the net carrying amount of the Series 1995 Bonds ($14,207,535) was deferred and is being amortized over the stated term of the Series 2005C Refunding Bonds. This amount was adjusted due to the remarketing. The Authority obtained a present value loss of $13,637,745 in conjunction with the remarketing. The new difference between the reacquisition price and the net carrying amount on the 2005C bonds that were remarketed is ($8,025,086). This amount was deferred and is being amortized over the stated term of the Series 2005C Bonds. Amortization of the deferred outflow in resources on the refunding was $581,259 for the year ended December 31, 2013. The deferred outflow in resources ending balance for the year ended December 31, 2013 was ($5,506,297).

Series 2008A:

The $1,770,285,000 North Texas Tollway Authority Revenue Refunding Bonds, Series 2008A were issued on April 3, 2008 for the purpose of refunding $58,760,000 of Series 2003C Tender Bonds, $71,000,000 of Series 2005B Bonds and $1,203,405,000 of the Bond Anticipation Notes that were issued in November 2007. Interest is payable January 1 and July 1, and principal is payable on January 1 of each year. The issue included $483,665,000 of serial bonds, which began maturing January 1, 2009 and bear interest rates ranging from 4.0% to 6.0%; $373,810,000 of 5.125% term bonds due January 1, 2028, which are insured by MBIA Insurance Corporation; $207,910,000 of 5.625% term bonds due January 1, 2033; $404,900,000 of 5.75% term bonds due January 1, 2040; and $300,000,000 5.75% term bonds due January 1, 2048.

The aggregate difference in debt service between the refunding bonds and the refunded Bond Anticipation Notes is immeasurable due to the fact that the Bond Anticipation Notes were issued as temporary financing (1 year) and the refunding bonds were issued as long term financing (40 years).

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The difference between the reacquisition price and the net carrying amount of the Series 2003C Bonds and the Series 2005B ($6,964,108) was deferred and is being amortized over the stated term of the Series 2003C Bonds. Amortization of the deferred outflow in resources on the refunding was $628,569 for the year ended December 31, 2013. The deferred outflow in resources ending balance for the year ended December 31, 2013 was ($1,353,369).

Series 2008B:

The Authority issued $237,395,000 in principal amount of North Texas Tollway Authority Revenue Refunding Bonds, Series 2008B on April 3, 2008 for the purpose of refunding $215,185,000 of Series 2005A Bonds. The issue includes $53,175,000 in serial bonds, which began maturing January 1, 2009 and bear interest rates ranging from 4.0% to 6.0%; $62,290,000 of 5.625% term bonds due January 1, 2033 and $121,930,000 of 5.75% term bonds due January 1, 2040. Interest is payable on January 1 and July 1.

The refunding resulted in an increase of $105,552,916 in the aggregate debt service between the refunding debt and the refunded debt. This was not an economic refunding but rather a restructuring refunding. The difference between the reacquisition price and the net carrying amount of the Series 2005A Bonds ($10,487,892) was deferred and is being amortized over the stated term of the Series 2005A Bonds. Amortization of the deferred outflow in resources on the refunding was $410,945 for the year ended December 31, 2013. The deferred outflow in resources ending balance for the year ended December 31, 2013 was ($7,984,826). Outstanding principal on the Series 2005A Bonds in escrow is $205,485,000 on December 31, 2013.

Series 2008D:

The $399,999,394 North Texas Tollway Authority Revenue Refunding Bonds, Series 2008D were issued on April 3, 2008 for the purpose of refunding $353,730,000 of the Bond Anticipation Notes that were issued in November 2007. These bonds were issued as Capital Appreciation Bonds, and the sum of the principal and accreted/compounded interest is payable only at maturity. The approximate Yield to Maturity is 5.90% to 5.97%. The maturity dates of the 2008D bonds are January 1, 2028 through January 1, 2038. These bonds are insured by the Assured Guaranty Corp.

The aggregate difference in debt service between the refunding bonds and the refunded Bond Anticipation Notes is immeasurable due to the fact that the Bond Anticipation Notes were issued as temporary financing (1 year) and the refunding bonds were issued as long term financing (30 years).

Series 2008E:

The $600,000,000 North Texas Tollway Authority Revenue Refunding Bonds, Series 2008E Put Bonds with an Initial Multiannual period, were issued on April 3, 2008 for the purpose of refunding $12,970,000 of Series 1997 Bonds and $465,755,000 of the Bond Anticipation Notes that were issued in November 2007. Interest accrues on the Series 2008E Bonds at the Initial Interest Rate, ranging from 5.0% to 5.75% and is payable January 1 and July 1. The Series 2008E Bonds were issued in subseries. These bonds are subject to mandatory tender on the following Mandatory Tender Dates: Subseries 2008E-1 on January 1, 2010, Subseries E-2 on January 1, 2012, and Subseries E-3 on January 1, 2016. On the Mandatory Tender Dates, the Series will be subject to mandatory tender for purchase. The Authority has agreed that the Bonds will be remarketed at the first date on or after the Mandatory Tender Date at which they can be sold in any interest rate mode and at a rate not exceeding 12.00% per annum. In the event they cannot be remarketed and purchased on the Mandatory Tender Date, the mandatory tender will be deemed to have been rescinded and the Series 2008E Bonds will bear interest at the rate of 12.00% per annum from the Mandatory Tender Date until purchased upon a subsequent remarketing. The Series 2009C and Series 2009D Bonds refunded the Subseries 2008E-1 prior to the Mandatory Tender Date.

The aggregate difference in debt service between the refunding bonds and the refunded Bond Anticipation Notes is immeasurable due to the fact that the Bond Anticipation Notes were issued as temporary financing (1 year) and the refunding bonds were issued as long term financing (30 years). The difference between the reacquisition price and the net carrying amount of the Series 1997 Bonds ($1,214,490) was deferred and is being amortized over the stated term of the Series 1997 Bonds. Amortization of the deferred outflow in resources on the refunding was

$43,190 for the year ended December 31, 2013. The deferred outflow in resources ending balance for the year ended December 31, 2013 was ($43,191).

Series 2008F:

The Authority issued $1,000,000,000 North Texas Tollway Authority Second Tier Revenue Refunding Bonds, Series 2008F on July 30, 2008 for the purpose of refunding $739,150,000 of the Bond Anticipation Notes that were issued in November 2007. Interest is payable January 1 and July 1, and principal is payable on January 1. The issue consists of term bonds bearing interest from 5.75% to 6.125% with maturities on January 1, 2031, January 1, 2033 and January 1, 2038.

The aggregate difference in debt service between the refunding bonds and the refunded Bond Anticipation Notes is immeasurable due to the fact that the Bond Anticipation Notes were issued as temporary financing (1 year) and the refunding bonds were issued as long term financing (30 years).

Series 2008I:

The Authority issued $199,998,366 of North Texas Tollway Authority Convertible Capital Appreciation Bonds Series 2008I on September 24, 2008 for the purpose of refunding $175,975,000 of the Bond Anticipation Notes that were issued in November 2007. The Approximate Yield to Maturity Date is 6.2% and 6.5%. Interest will accrete from the date of delivery and will compound semiannually on January 1 and July 1, commencing January 1, 2009. The Conversion Date is January 1, 2015; after this date, interest will accrue at a rate of 6.2% and 6.5% on the total amount of principal and the accreted/compounded interest thereon payable semiannually on January 1 and July 1, commencing July 1, 2015. Principal and accreted/compounded interest accreted prior to January 1, 2015 will come due on January 1, 2042 and January 1, 2043, or upon optional redemption. These bonds are insured by the Assured Guaranty Corp.

The aggregate difference in debt service between the refunding bonds and the refunded Bond Anticipation Notes is immeasurable due to the fact that the Bond Anticipation Notes were issued as temporary financing (1 year) and the refunding bonds were issued as long term financing (35 years).

Series 2008K:

The $205,000,000 North Texas Tollway Authority Revenue Refunding Bonds, Series 2008K were issued on November 4, 2008 for the purpose of refunding $56,135,000 of Bond Anticipation Notes that were issued in November 2007, and $95,300,000 of Commercial Paper Notes. Interest is payable January 1 and July 1 commencing January 1, 2009. The total consists two subseries of Series 2008K Bonds: $125,000,000 of 5.75% term bonds, Subseries 2008K-1, due January 1, 2038 and $80,000,000 of 6.00% term bonds, Subseries 2008K-2, due January 1, 2038. The Subseries 2008K-1 bonds are insured by Assured Guaranty Corp.

The aggregate difference in debt service between the refunding bonds and the refunded Bond Anticipation Notes and Commercial Paper Notes is immeasurable due to the fact that the Bond Anticipation Notes were issued as temporary financing (1 year) and the refunding bonds were issued as long term financing (30 years).

Series 2009A:

The $418,165,000 North Texas Tollway Authority System Revenue Bonds, Series 2009A were issued on August 12, 2009 for the purpose of refunding $48,655,000 of Series 1997 bonds; refunding $59,105,000 of Series 1997A Bonds; refunding $21,210,000 of Series 1998 Bonds; refunding $161,110,000 of Series 2005C Bonds; and refunding $90,950,000 of Commercial Paper notes. Additionally, a deposit of $18,500,000 was made for Capital Improvement Projects from the Series 2009A proceeds. Interest is payable on January 1 and July 1, commencing January 1, 2010.

The total consists of $44,740,000 Serial Bonds with maturities of January 1, 2011 through January 1, 2013 with interest rates ranging from 3% to 5%, and $373,425,000 Term Bonds with maturities on January 1, 2024, January 1, 2028 and January 1, 2039 and interest rates ranging from 6% to 6.25%.

Net proceeds of $292,507,177 were deposited into an irrevocable trust with an escrow agent to provide for future debt service payment on the refunded Series 1997 bonds, Series 1997A bonds, Series 1998 Bonds and Commercial Paper Notes. As a result, the Series 1997 bonds, a portion of the Series 1997A bonds, a portion of the Series 1998 Bonds, a portion of the Series 2005C bonds and the Commercial Paper notes then outstanding are considered to be defeased and the liability has been removed from the Statement of Net Position. The Authority obtained a present value loss of $16,920,933.

The refunding resulted in an increase of $132,339,031 in the aggregate debt service between the refunding debt and the refunded debt. This was not an economic refunding but rather a restructuring refunding. The difference between the reacquisition price and the net carrying amount of the Bonds refunded by 2009A of ($12,613,456) was deferred and is being amortized over the stated term of the Series 1997 Bonds Amortization of the deferred outflow in resources on the refunding was $1,079,432 for the year ended December 31, 2013. The deferred outflow in resources ending balance for the year ended December 31, 2013 was ($1,079,437).

Series 2009B:

The $825,000,000 North Texas Tollway Authority System Revenue Bonds, Series 2009B were issued on August 12, 2009 as Taxable Build America Bonds, ("BABs") for the purpose of funding construction for the Sam Rayburn Tollway project, the Lewisville Lake Toll Bridge project and the President George Bush Turnpike Eastern Extension project. Interest is payable on January 1 and July 1, commencing January 1, 2010. These bonds are entitled to a direct payment subsidy from the United States Treasury in an amount equal to 35% of the interest due on each payment date. The Authority must request this subsidy prior to each interest payment date. The Series 2009B Bonds were issued as one term bond with a maturity of January 1, 2049 and an interest rate of 6.718%.

Series 2009C:

On November 5, 2009, the Authority issued $170,730,000 of North Texas Tollway Authority Revenue Refunding Bonds, Series 2009C, for the purpose of refunding a portion of Series 2008E-1 and Series 2008G Bonds. Interest is payable on January 1 and July 1, commencing July 1, 2010. The bonds were issued as one Term Bond due January 1, 2044 at an interest rate of 5.25%.

Net proceeds of $166,408,750 were deposited into an irrevocable trust with an escrow agent to provide for future debt service payment on the refunded Series 2008E-1 bonds and the Series 2008G bonds. As a result, a portion of the Series 2008E-1 bonds and the Series 2008G bonds are considered to be defeased and the liability has been removed from the Statement of Net Assets. The Authority obtained a present value gain of $11,969,757.

The refunding resulted in an increase of $37,268,508 in aggregate debt service between the refunding debt and the refunded debt. This was not an economic refunding but rather a restructuring refunding. The difference between the reacquisition price and the net carrying amount of the Bonds refunded by 2009C of $3,984,364 was deferred and is being amortized over the stated term of the Series 2008E-1 and Series 20008G Bonds. Amortization of the deferred inflow in resources on the refunding was ($163,281) for the year ended December 31, 2013. The deferred inflow in resources ending balance for the year ended December 31, 2013 was $3,304,027.

Series 2009D:

On November 5, 2009, the Authority issued $178,400,000 of North Texas Tollway Authority Revenue Refunding Bonds, Series 2009D, for the purpose of refunding a portion of Series 2008E-1 Bonds. The bonds were issued in variable rate mode, with interest payable on the first Business Day of each month, commencing December 1, 2009, and interest rates are reset weekly. The remarketing agent is J.P. Morgan Securities Inc. The stated maturity for this bond is January 1, 2049.

Net proceeds of $176,710,000 were deposited into an irrevocable trust with an escrow agent to provide for future debt service payment on the refunded Series 2008E-1 bonds. As a result, a portion of the Series 2008E-1 bonds are considered to be defeased and the liability has been removed from the Statement of Net Position. The Authority obtained a present value gain of $11,463,491.

The refunding resulted in an increase of $94,234,282 in aggregate debt service between the refunding debt and the refunded debt. This was not an economic refunding but rather a restructuring refunding. The difference between the reacquisition price and the net carrying amount of the 2008E-1 Bonds refunded by 2009D of ($11,881,769) was deferred and is being amortized over the stated term of the Series 2008E-1 Bonds. Amortization of the deferred outflow in resources on the refunding was $761,739 for the year ended December 31, 2013. The deferred outflow in resources ending balance for the year ended December 31, 2013 was ($8,282,775).

On August 1, 2012 the 2009D Bonds changed interest rate modes from the weekly reset with interest due monthly into a Callable Commercial Paper Mode. The Commercial Paper is marketed with a minimum 25 day call at which they are remarketed into a new period. The interest rate is fixed for the period at the time of remarketing. Interest is payable at each call date.

Series 2010A:

On May 13, 2010, the Authority issued $90,000,000 of North Texas Tollway Authority System Revenue Bonds, Series 2010A, for the purpose of being a contribution to the Special Project System for construction of the PGBT WE (SH 161) project and other projects deemed necessary by the Authority. The bonds were issued as Subordinate Lien Obligations and are to be repaid from net revenues available after the payment of First Tier Bonds, Second Tier Bonds and Third Tier Bonds, the deposit of funds in all reserve funds, to the extent necessary, the deposit of funds into the Reserve Maintenance Fund of the Authority, and the payment of the ISTEA Loan. Interest is payable on February 1 and August 1, commencing Feb 1, 2010. The bonds were issued as one Term Bond due February 1, 2023 at an interest rate of 6.25%

Series 2010B:

On May 13, 2010, the Authority issued $310,000,000 of North Texas Tollway Authority System Revenue Bonds as Taxable Build America Bonds, (“BABs”), Series 2010B, for the purpose of being a contribution to the Special Project System for construction of the PGBT WE (SH161) project and other projects deemed necessary by the Authority. The bonds were issued as Subordinated Lien Obligations and are to be repaid from net revenues available after the payment of First Tier Bonds, Second Tier Bonds and Third Tier Bonds, the deposit of funds in all reserve funds, to the extent necessary, the deposit of funds into the Reserve Maintenance Fund of the Authority, and the payment of the ISTEA Loan. Interest is payable on February 1 and August 1, commencing Feb 1, 2010

These bonds were issued as Taxable Build America Bonds, (“BABs”) and were issued in two Subseries, 2010B-1 and 2010B-2. These bonds are entitled to a direct payment subsidy from the United States Treasury in an amount equal to 35% of the interest due on each payment date. The Authority must request this subsidy prior to each interest payment date. The 2010B-1 Subseries consist of one Term Bond due February 1, 2030 at an interest rate of 8.41%. The 2010B-2 Subseries consist of one Term Bond due February 1, 2030 at an interest rate of 8.91%.

Series 2010:

On December 8, 2010, the Authority issued $332,225,000 of North Texas Tollway Authority Revenue Refunding Bonds, Series 2010 for the purpose of refunding the $200,000,000 of 2008H-1 and $120,000,000 of 2008L-1 bonds which had a mandatory tender of January 1, 2011. Interest is payable January 1 and July 1, commencing July 1, 2011. These bonds were issued as three Term Bonds due January 1, 2034, January 1, 2038 and January 1, 2043. All three term bonds have an interest rate of 6.00%

The refunding resulted in a decrease of $562,190,215 in the aggregate debt service between the refunding debt and the refunded debt. The difference between the reacquisition price and the net carrying amount of the Bonds refunded by 2010 Revenue Refunding Bonds of ($861,951) was deferred and is being amortized over the stated term of the Series 2008L-1 Bonds. Amortization of the deferred outflow in resources on the refunding was $35,023 for the year ended December 31, 2013. The deferred outflow in resources ending balance for the year ended December 31, 2013 was ($754,645).

Series 2011A:

On July 7, 2011, the Authority issued $100,000,000 of North Texas Tollway Authority Revenue Refunding Bonds, Series 2011A for the purpose of refunding the $100,000,000 of 2008J. The 2008J bonds were a direct placement with Bank of America and had a Bank Mandatory Tender date of November 1, 2011.

The 2011A bonds were issued in variable rate mode, with interest payable on the first Business Day of each month, commencing August 1, 2011, and interest rates are reset weekly. The remarketing agent is Morgan Stanley Bank, N.A. The stated maturity for this bond is January 1, 2050.

The aggregate difference in debt service between the refunding bonds and the refunded bonds is immeasurable due to the fact that both series were issued in a variable rate mode. The difference between the reacquisition price and the net carrying amount of the Bonds refunded by 2011A Revenue Refunding Bonds of ($452,540) was deferred and is being amortized over the stated term of the Series 2008J Bonds. Amortization of the deferred outflow in resources on the refunding was $28,995 for the year ended December 31, 2013. The deferred outflow in resources ending balance for the year ended December 31, 2013 was ($380,035).

Series 2011B:

On November 29, 2011, the Authority issued $268,625,000 of North Texas Tollway Authority Revenue Refunding Bonds, Series 2011B for the purpose of refunding $43,345,000 of Series 1997A Bonds; refunding $51,290,000 of Series 1998 Bonds; and refunding $175,000,000 of Series 2008E-2 Bonds. The 1997A and 1998 Bonds were refunded for economic savings. The 2008E-2 Bonds had a mandatory tender date of January 1, 2012. Interest is payable January 1 and July 1, commencing January 1, 2012. These bonds were issued as serial bonds maturing January 1, 2019 through January 1, 2026 and one Term Bonds due January 1, 2038. The bonds have an interest rate of 5.00%

The refunding resulted in a decrease of $45,413,311 in the aggregate debt service between the refunding debt and the refunded debt. The difference between the reacquisition price and the net carrying amount of the Bonds refunded by 2011B Revenue Refunding Bonds of $400,780 was deferred and is being amortized over the stated term of the Series 1997A Bonds. Amortization of the deferred inflow in resources on the refunding was ($50,911) for the year ended December 31, 2013. The deferred inflow in resources ending balance for the year ended December 31, 2013 was $294,434.

The 1997A Bonds previously refunded the 1989 and 1994 Bonds and the difference between the reacquisition price and the net carrying amount of the Bonds refunded by the 1997A Bonds was deferred and was being amortized over the term of the 1997A Bonds. The remaining deferred amount from the 1989 and 1994 Bonds refunding will be combined with the amounts deferred from the 2011B Revenue Refunding and amortized over the original life of the 1997A Bonds, which had the shortest remaining term. Amortization of the deferred outflow in resources on the prior refunding was $167,983 for the year ended December 31, 2013. The deferred outflow in resources ending balance for the year ended December 31, 2013 was ($803,526).

Series 2012A:

On June 6, 2012, the Authority issued $25,930,000 of North Texas Tollway Authority Revenue Refunding Bonds, Series 2012A, for the purpose of refunding $26,855,000 of the Series 1998 Bonds for economic savings. Interest is payable January 1 and July 1 of each year, commencing January 1, 2013. These bonds were issued as serial bonds maturing January 1, 2027 through January 1, 2029. The bonds have interest rates between 3.75% and 5.00%

The refunding resulted in a decrease of $2,859,265 in the aggregate debt service between the refunding debt and the refunded debt. The difference between the reacquisition price and the net carrying amount of the Bonds refunded by 2012A Revenue Refunding Bonds of ($501,766) was deferred and is being amortized over the stated term of the Series 1998 Bonds. Amortization of the deferred outflow in resources on the refunding was $32,189 for the year ended December 31, 2013. The deferred outflow in resources ending balance for the year ended December 31, 2013 was ($451,783).

Series 2012B:

On October 4, 2012, the Authority issued $383,625,000 of North Texas Tollway Authority Revenue Refunding Bonds, Series 2012B, for the purpose of refunding $189,210,000 of Series 2003A Bonds and refunding $209,040,000 of Series 2008H-2 Bonds. The 2003A Bonds were refunded for economic savings. The 2008H-2 Bonds had a mandatory tender date of January 1, 2013. Interest is payable January 1 and July 1 of each year, commencing January 1, 2013. These bonds were issued as serial bonds maturing January 1, 2021 through January 1, 2034 and three Term Bonds due January 1, 2036, January 1, 2042 and January 1, 2052. The bonds have an interest rate between 5.00% and 5.25%

The refunding of this portion of the Series 2003A resulted in a decrease of $19,163,860 in the aggregate debt service between the refunding debt and the refunded debt. The difference between the reacquisition price and the net carrying amount of the 2003A Bonds refunded by 2012B Revenue Refunding Bonds of $150,689 was deferred and is being amortized over the stated term of the Series 2003A Bonds. Amortization of the deferred inflow in resources on the refunding was ($8,354) for the year ended December 31, 2013. The deferred inflow in resources ending balance for the year ended December 31, 2013 was $140,316.

The refunding of the Series 2008H-2 resulted in a decrease of $71,672,879 in the aggregate debt service between the refunding debt and the refunded debt. The difference between the reacquisition price and the net carrying amount of the 2008H-2 Bonds refunded by 2012B Revenue Refunding Bonds of $1,272,414 was deferred and is being amortized over the stated term of the Series 2008H-2 Bonds. Amortization of the deferred inflow in resources on the refunding was ($70,541) for the year ended December 31, 2013. The deferred inflow in resources ending balance for the year ended December 31, 2013 was $1,184,826.

Series 2012C:

On November 1, 2012, the Authority issued $101,775,000 of North Texas Tollway Authority Revenue Refunding Bonds, Series 2012C, for the purpose of refunding $100,000,000 of Series 2008L-2 Bonds which had a mandatory tender date of January 1, 2013. The 2012C Bonds have an initial interest rate of 1.95% payable January 1 and July 1 of each year, commencing January 1, 2013. These bonds are subject to a mandatory tender on January 1, 2019. On the Mandatory Tender Date, the bonds will be subject to mandatory tender for purchase. The Authority has agreed that the Bonds will be remarketed at the first date on or after the Mandatory Tender date at which they can be sold in any interest rate mode and at a rate not exceeding 10.00% per annum. In the event that they cannot be remarketed and purchased on the Mandatory Tender Date, the mandatory tender will be deemed to have been rescinded and the Series 2012C Bonds will bear interest at the rate of 10% per annum from the Mandatory Tender Date until purchased upon a subsequent remarketing.

The refunding of the Series 2008L-2 resulted in a decrease of $21,349,156 in the aggregate debt service between the refunding debt and the refunded debt. The difference between the reacquisition price and the net carrying amount of the Bonds refunded by 2012C Revenue Refunding Bonds of ($1,569,618) was deferred and is being amortized over the stated term of the Series 2008L-2 Bonds. Amortization of the deferred outflow in resources on the refunding was $69,103 for the year ended December 31, 2013. The deferred outflow in resources ending balance for the year ended December 31, 2013 was ($1,488,998).

Series 2012D:

On November 1, 2012, the Authority issued $32,815,000 of North Texas Tollway Authority Revenue Refunding Bonds, Series 2012D, for the purpose of refunding $35,790,000 of Series 2003A Bonds. These bonds were issued as a Term Bond due January 1, 2038. The bonds have an interest rate of 5.00% payable January 1 and July 1 of each year, commencing January 1, 2013

The refunding of this portion of the Series 2003A resulted in a decrease of $6,646,042 in the aggregate debt service between the refunding debt and the refunded debt. The difference between the reacquisition price and the net carrying amount of the 2003A Bonds refunded by 2012D Revenue Refunding Bonds of ($122,121) was deferred and is being amortized over the stated term of the Series 2003A Bonds. Amortization of the deferred outflow in resources on the refunding was $4,948 for the year ended December 31, 2013. The deferred outflow in resources ending balance for the year ended December 31, 2013 was ($116,348).

The following schedule summarizes the revenue bonds outstanding as of December 31, 2013:

Description of Issue	Beginning Balance	Additions	Matured or Retired	Ending Balance	Due within one year
Series '05C	$ 178,310,000	$ -	$ -	$ 178,310,000	$ -
Series '08A	1,734,130,000	-	(925,000)	1,733,205,000	-
Series '08B	226,930,000	-	-	226,930,000	-
Series '08D	528,102,853	32,137,032	-	560,239,885	-
Series '08E	215,000,000	-	-	215,000,000	-
Series '08F	1,000,000,000	-	-	1,000,000,000	-
Series '08I	260,697,156	16,697,202	-	277,394,358	-
Series '08K	205,000,000	-	-	205,000,000	-
Series '09A	389,105,000	-	(15,680,000)	373,425,000	-
Series '09B	825,000,000	-	-	825,000,000	-
Series '09C	170,730,000	-	-	170,730,000	-
Series '09D	178,400,000	-	-	178,400,000	-
Series '10A	90,000,000	-	-	90,000,000	-
Series '10B	310,000,000	-	-	310,000,000	-
Series '10	332,225,000	-	-	332,225,000	-
Series '11A	100,000,000	-	-	100,000,000	-
Series '11B	268,625,000	-	-	268,625,000	-
Series '12A	25,930,000	-	-	25,930,000	-
Series '12B	383,625,000	-	-	383,625,000	-
Series '12C	101,775,000	-	-	101,775,000	-
Series '12D	32,815,000	-	-	32,815,000	-
	7,556,400,009	48,834,234	(16,605,000)	7,588,629,243	-
Less:					
Bond discount/premium	13,915,068	-	1,872,091	15,787,159	-
Totals	**$ 7,542,484,941**	**$ 48,834,234**	**$ (18,477,091)**	**$ 7,572,842,084**	**$ -**

Amortization of Premium/Discounts

Expenses related to the issuance of the bonds and other loans are being amortized using the bonds outstanding method that factors in the maturities of the various serial bonds, over the term of the bonds and loan. The unamortized discount (premium) costs for the year ended on December 31, 2013 was $15,787,159.

Deferred Outflow/Inflow in Resources

Description	Beginning Balance	Deferred Outflow-Loss on Refunding	Deferred Inflow-Gain on Refunding	Ending Balance
Deferred Outflow in Resources	$ 32,088,604	(3,843,374)	-	$ 28,245,230
Deferred Inflow in Resources	(5,216,688)	-	293,083	(4,923,605)
	$ 26,871,916	(3,843,374)	293,083	$ 23,321,625

The difference between the reacquisition price and the net carrying amount of refunded bonds are deferred and amortized using the bonds outstanding method that factor in the maturities of various bonds.

The amortization period is the shorter of the term of the original bonds or the term of the refunding bonds. The unamortized deferred outflow/inflow in resources for the year ended December 31, 2013 was $23,321,625.

The revenue bond debt service requirements below are prepared as of December 31, 2013:

Year	Total Revenue Bonds Principal amount	Total Revenue Bonds Interest amount	BAB Subsidy *	Total
Due January 1				
2014	$ -	390,549,024	$ (26,891,654)	$ 363,657,370
2015	965,000	399,985,263	(26,891,654)	374,058,609
2016	1,370,000	409,809,426	(26,891,654)	384,287,772
2017	22,150,000	409,964,889	(26,891,654)	405,223,235
2018	25,525,000	409,516,989	(26,891,654)	408,150,335
2019 - 2023	606,595,000	1,993,341,901	(134,356,462)	2,465,580,439
2024 - 2028	1,119,716,276	1,722,292,173	(119,449,258)	2,722,559,191
2029 - 2033	1,239,697,974	1,398,744,854	(92,879,194)	2,545,563,634
2034 - 2038	1,776,410,144	1,029,814,244	(90,007,764)	2,716,216,624
2039 - 2043	1,466,528,366	575,011,093	(77,753,180)	1,963,786,279
2044 - 2048	849,315,000	198,069,071	(35,492,407)	1,011,891,664
2049 - 2053	242,720,000	7,881,300	(1,082,493)	249,518,807
Interest Accretion	237,636,483	(237,636,483)	-	-
	$ 7,588,629,243	$ 8,707,343,744	$ (685,479,026)	$ 15,610,493,959

* BABS Subsidy is reduced 7.2% due to sequestration.

The Interest and Sinking and Reserve Accounts required by the Trust Agreement have been established with the Trustee. The balances as of December 31, 2013 were:

	Cash and Investment Balance	Trust Requirement
Bond Interest account*	$ 168,325,403	$ 177,326,179
Debt service reserve account**	395,510,404	392,849,234
Redemption account***	1,676	-
Total	$ 563,837,483	$ 570,175,413

(*) The difference of $9,000,776 was due to not receiving the BABs Subsidy for the 2009B Bonds until January 13, 2014. An additional transfer from the revenue fund to the bond interest fund was completed on January 2, 2014, to satisfy the amounts due on First Tier Bond Interest.

(**) The Debt Service Reserve account per the trust agreement is not valued at market price but amortized value. The amortized value at 12/31/2013 was $398,450,169.

(***) The Redemption Account had $1,676, the excess is from fiscal year 2012 and interest earned during fiscal year 2013.

SWAP Transactions

History. Pursuant to the ISDA Master Agreements dated and effective as of August 20, 2004 (the "2004 ISDA Master Agreements") and the schedules, annexes there to, the North Texas Tollway Authority (the "Authority" entered into multiple interest rate swap transactions in the cumulative notional amount of $202,720,000 with Citibank N.A., New York, Bear Stearns Financial Products Inc. and Lehman Brothers Special Financing Inc. (the "Swap Providers") The 2004 Swap Transactions were executed in connection with the then proposed refunding of a portion of the Dallas North Tollway System Revenue Bonds, Series 1995 (the "Series 1995 Bonds") and the issuance of the Variable Rate Revenue Bonds, Series 2005C (the "Series 2005C Bonds"), (the "2004 Swap Transactions").

Pursuant to the 2004 ISDA Master Agreements and concurrent with the issuance of the Series 2005C Bonds in December 2005, the Authority and the Swap Providers also entered into multiple interest rate swap transactions in the collective nominal amount of $138,950,000, effective as of December 15, 2005, relating to the portion of the Series 2005C Bonds issued to refund the remaining Series 1995 Bonds (the "2005 Swap Transactions" and together with the 2004 Swap Transactions, the "Swap Transactions").

In September 2008 Lehman Brothers declared bankruptcy and their portion of the Swap Transactions were terminated. On October 1, 2008, a swap termination payment of $4,511,011 was made by the Authority.

After the collapse of Bear Stearns on May 15, 2009, JPMorgan Chase Bank N.A. acquired some of the assets of Bear Stearns and some derivative transactions, including transactions with the Authority, were transferred from Bear Stearns Financial Products to JPMorgan Chase Bank N.A.

On August 14, 2009, $5,375,000 for the 2004 Swap Transaction and $706,700 for the 2005 Swap Transaction was paid to the Swap Providers to terminate a portion of each respective swap. Currently, the notional amount for the 2004 Swap Transaction and the 2005 Swap Transaction is $84,060,000 and $94,230,000 respectively. The Swap Providers are currently Citibank N.A. and JPMorgan Chase Bank N.A.

On September 1, 2009, the Series 2005C bonds were converted to fixed rate bonds. The outstanding Swap Transactions remain *legally* tied to the Series 2005C Bonds, which have been remarketed to fixed rate. However, the Authority recognized the need for the Swap Transactions to be *economically* tied to variable rate bonds so that the Swap Transactions could function properly and generate a reasonable synthetic fixed rate. To that end, the Authority negotiated a letter of credit with JPMorgan, and issued $178,400,000 Series 2009D variable rate bonds on November 5, 2009.

Objective of the interest rate swap

The intention of the Swap Transactions was to produce an overall fixed rate cost of funds related to refunding of the Series 1995 Bonds. The Swap Transactions were structured to: lock in low rates; minimize the negative arbitrage in escrow; achieve higher present value savings than traditional fixed rate bond alternatives; and increase future debt capacity. Total present value savings from these transactions was originally estimated at $41.8 million.

Terms – 2004 Swap Transactions

Under the 2004 Swap Transactions, the Authority is obligated to make payments to the Swap Providers calculated at a fixed rate of 3.673% per annum and the Swap Providers are obligated to make floating rate payments to the Authority calculated at a rate equal to 67% of the one-month London Interbank Offered Rate ("LIBOR") for U.S. deposits. The 2004 Swap Transactions have a stated final maturity date of January 1, 2023.

Terms – 2005 Swap Transactions

Under the 2005 Swap Transactions, the Authority is obligated to make payments to the Swap Providers calculated at a fixed rate of 3.533% per annum and the Swap Providers are obligated to make floating rate payments to the Authority calculated at a rate equal to 67% of the one-month LIBOR for U.S. deposits. The Series 2005C Bonds and the 2005 Swap Transactions have a stated final maturity date of January 1, 2025.

As of December 31, 2013, rates were as follows: (see example in table below)

Interest rate swap:	Terms	2004 Swap Rates December 31, 2013	2005 Swap Rates December 31, 2013
Fixed payment to counterparties	Fixed Payment	3.673%	3.533%
Minus Variable payment from counterparties	67% of 1-Month LIBOR	0.112%	0.112%
Net interest rate swap payments		3.561%	3.421%
Plus 2009D Variable-rate bond coupon payments	Avg. Coupon + 100 bps*	1.120%	1.120%
Synthetic interest rate on bonds including LOC & Remarketing		4.681%	4.541%

*90bps LOC fee & 10bps remarketing fee

Period Ended December 31, 2013

Derivative Instrument	Hedge Type	Effectiveness Test Method	Result	Classification	Amount
Combined 2004 Swaps	Cash flow hedges	Regression Analysis	**Effective**	Deferred Outflow	$ (12,931,072)
Combined 2005 Swaps	Cash flow hedges	Regression Analysis	**Effective**	Deferred Outflow	$ (14,392,833)

Fair value. As of December 31, 2013, the 2004 Swap Transactions had a negative fair value of $12,931,072 and the 2005 Swap Transactions had a negative fair value of $14,392,833. The negative fair value signifies the amount that the Authority would owe to the Swap Providers upon the termination of all the Swap Transactions as of that date. The fair values were calculated using ***FAIRVALUE ADVISOR,*** First Southwest's online swap valuation system. First Southwest is an independent third party provider of swap valuations.

Credit risk. As of December 31, 2013 the Authority was not exposed to counterparty credit risk because the Swap Transactions had a negative fair value. However, should interest rates change and the fair value of the Swap Transactions become positive, the Authority would be exposed to credit risk in the amount of the fair value of the Swap Transactions.

If the Swap Providers' credit rating is reduced below A2 by Moody's or A by S&P, in the case of Citibank N.A., New York, or Aa3 by Moody's or AA- by S&P in the case of JPMorgan Chase Bank N.A., the provider is required to post collateral to the Authority's credit.

As of December 31, 2013, the Swap Providers' respective ratings by Moody's Investors Service ("Moody's") and by Standard and Poor's Corporation ("S&P") are as follows: Citibank N.A., New York A2/A and JPMorgan Chase Bank N.A. Aa3/A+. Each party's portion of the 2004 Forward Swap and 2005 Current Swap agreement is 2/3 & 1/3 and 1/3 & 2/3 respectively.

Interest Rate Risk. Interest rate risk is the risk that changes in interest rates will adversely affect the fair values of the Authority's hedging instruments or their cash flows. The Authority is exposed to interest rate risk on its derivatives.

The underlying Bonds (Series 2009D) are issued as a callable CP product and have variable rate coupon payments which are reset with each remarketing. The Swap Payments paid to the Authority by the Swap Providers are also variable, tied to 67% of one month Libor.

A decrease in Libor rates would increase the net swap payments for the Authority but it might be offset by a likely decrease in the variable coupon rate and a lower corresponding coupon payment.

Any increase in the variable coupon rate would increase the corresponding coupon payment, but it might be offset by a likely increase in Libor rates and a lower corresponding net swap payment.

Rollover Risk. Rollover risk is the risk that a hedging instrument associated with hedgeable item does not extend to the maturity of that hedgeable item. The Authority is not exposed to rollover risks because the hedging derivative instruments associated with the hedgeable debt items extend beyond the maturity of the hedgeable debt items.

Basis risk. The Authority is exposed to basis risk under the swap agreements as the variable rate received from the counterparties will not perfectly match the rate paid on the bonds and the expected cost savings may not be realized.

Collateral risk. On September 30, 2008 MBIA and FGIC completed a reinsurance transaction related to the insurance on the Swap Transactions. The Swap Transaction is now insured by MBIA. The Authority may be required to post collateral, if MBIA is rated below "A-" by S&P or "A3" by Moody's. If MBIA's rating *and* the Authority is downgraded to below A3 by Moody's or A- by S&P, the Authority will be obligated to post collateral in an amount equal to the swap termination amount owed by the Authority to JPMorgan Chase Bank N.A. MBIA's rating is below the referenced levels, but the Authority has maintained its ratings above the referenced levels and no collateral is required to be posted. The Authority is currently rated A2 by Moody's and A- by S&P.

Market Access Risk. The Authority is not directly exposed to market access risk on the swaps. It is, however, indirectly exposed to market access risk through the underlying bond issue (Series 2009D) to which the swaps are economically tied. The 2009D bonds are variable rate obligations that are backed by a letter of credit. Letters of credit typically have a two or three year term, and at the end of the initial term the Authority might need to refinance the debt or secure a new letter of credit. The risk is that the Authority may not be able to access the markets to obtain a new letter of credit.

Foreign Currency Risk. The Authority is not exposed to Foreign Currency Risk as both the fixed and variable payment portion are in the same currency. (US Dollars)

Counterparty Risk. Counterparty risk exists if the counterparty cannot make future payments or cannot make a termination payment due to NTTA. Risk is reduced by ISDA (International Swaps and Derivatives Association) contract terms addressing collateral limits and credit ratings. Additionally, selection of more than one highly-rated counterparty diversifies risk.

Termination risk. Termination risk exists if: (i) the Authority opts to terminate the Swap Transactions prior to maturity and the Swap Providers do not have sufficient funds to pay the Authority, (ii) the Authority is downgraded to below A3 by Moody's or A- by S&P and the Authority is unable to post sufficient collateral; or (iii) the Authority's credit rating is reduced below investment grade by Moody's or S&P. If upon termination, the swap has a negative fair value, then the Authority would be liable to the Swap Providers for a payment equal to the Swap's fair value.

The Swap Transactions are subject to optional termination by the Authority at any time over the term of the Swap Transactions at the then prevailing market value. The Swap Providers do not have the elective right to optionally terminate the Swap Transactions. Each of the swap agreements may be terminated by the respective counterparty if the Authority does not maintain a credit rating of least Baa3 by Moody's or BBB- by S&P. The Authority's current ratings are A2 by Moody's and A- by S&P.

Swap payments and associated debt. Using rates as of December 31, 2013, debt service requirements of the variable-rate and net swap payments, assuming current interest rates remain the same for the term, were as follows. As rates vary, variable-rate bond interest payments and net swap payments will vary.

Fiscal Year	2009D Bonds Associated with Swaps: Principal amount	2009D Bonds Associated with Swaps: Interest amount*	Total
2014	$ -	$ 8,025,020	$ 8,025,020
2015	-	8,025,020	8,025,020
2016	-	8,047,006	8,047,006
2017	-	8,025,020	8,025,020
2018	-	8,025,020	8,025,020
2019	-	7,887,090	7,887,090
2020	-	7,763,040	7,763,040
2021	-	7,430,494	7,430,494
2022	-	7,098,065	7,098,065
2023	-	6,776,201	6,776,201
2024	-	6,448,669	6,448,669
2025	-	6,065,600	6,065,600
2026	-	6,065,600	6,065,600
2027	-	6,065,600	6,065,600
2028	-	6,082,218	6,082,218
2029	-	6,065,600	6,065,600
2030	-	6,065,600	6,065,600
2031	-	6,065,600	6,065,600
2032	-	6,082,218	6,082,218
2033	-	6,065,600	6,065,600
2034	-	6,065,600	6,065,600
2035	-	6,065,600	6,065,600
2036	-	6,082,218	6,082,218
2037	-	6,065,600	6,065,600
2038	-	6,065,600	6,065,600
2039	-	6,065,600	6,065,600
2040	-	6,082,218	6,082,218
2041	-	6,065,600	6,065,600
2042	-	6,065,600	6,065,600
2043	-	6,065,600	6,065,600
2044	32,000,000	6,082,218	38,082,218
2045	33,800,000	4,977,600	38,777,600
2046	35,600,000	3,828,400	39,428,400
2047	37,500,000	2,618,000	40,118,000
2048	39,500,000	1,346,679	40,846,679
TOTAL	**$ 178,400,000**	**$ 217,716,414**	**$ 396,116,414**

* Includes interest rates for both swap payments, plus the assumed variable rate amount.

Commercial Paper

On April 18, 2001, the Authority's Board of Directors authorized the $200,000,000 Dallas North Tollway Authority Tax-Exempt Commercial Paper program. The commercial paper issued must mature not more than 270 days from date of issue. The Authority may retire commercial paper at any time.

Commercial paper notes are supported by a letter of credit agreement with Bank of America Merrill Lynch in excess of $200,000,000 and constitute a Second Tier obligation under the Amended and Restated Trust Agreement. Any advances for payments of commercial paper under the letter of credit are secured by a Second Tier lien on Authority revenues. No such advances have occurred. The credit agreement was scheduled to expire on December, 16, 2013. On December 16, 2013 the Authority renewed the letter of credit agreement with Bank of America Merrill Lynch. The letter of credit will now expire on December 16, 2016.

Commercial Paper may be issued to provide interim financing for new projects and other capital improvements and to finance equipment purchases for projects of the Authority. As of December 31, 2013, there was no Commercial Paper outstanding.

Short-term debt activities for the year ended December 31, 2013 were as follows:

	Balance at December 31, 2012	Additions	Reductions	Balance at December 31, 2013
Commercial Paper Notes	$ 38,300,000	$ -	$ 38,300,000	$ -

Loans Payable

Additionally, the Authority funded, in part, costs of the construction of the PGBT with proceeds from a loan, which totaled $135,000,000, made by TxDOT in 1995 pursuant to the Intermodal Surface Transportation Efficiency Act of 1991 (ISTEA). Interest at the rate of 4.2% began to accrue on October 1, 2000, compounding annually on January 1, with the first payment made in October 2004, and annual payments on January 1 thereafter until final payment in 2029, which resulted in a new loan amount at October 1, 2004 of $154,338,133 Repayment of the loan to TxDOT is to be made from amounts on deposit in the Capital Improvement Fund with payments subordinate to bonds or other obligations of the Authority issued or entered into and secured by the tolls and revenues of the Authority. The ISTEA loan payment of $8,000,000 was made on December 31, 2013 for the fiscal year of 2013. The loan payable was $136,069,850 as of December 31, 2013.

Debt service requirements on the TxDOT ISTEA loan payable subsequent to December 31, 2013 are as follows:

Fiscal years	TxDOT ISTEA Loan payable: Principal	TxDOT ISTEA Loan payable: Interest
2014(*)	$ -	$ -
2015	2,285,066	5,714,934
2016	2,381,039	5,618,961
2017	2,481,043	5,518,957
2018	3,585,247	5,414,753
2019 - 2023	45,535,706	23,181,483
2024 - 2028	65,096,954	11,515,028
2029	14,704,795	617,601
Total principal and interest	$ 136,069,850	$ 57,581,717

*Note 1/1/2014 payment was made December 2013.

(6) Employees' Retirement Plan

As discussed in Note 1, effective September 1, 1997, the Authority, a regional tollway authority under Chapter 366, Transportation Code, became the successor agency to the Texas Turnpike Authority. In connection with this transition, the Authority changed from being a participant in the plans administered by the Employees Retirement System of Texas (ERS), which are considered single employer defined benefit pension plans, to being a participant in the Texas County and District Retirement System (TCDRS), which is a nonprofit public trust fund that provides pension, disability, and death benefits to eligible employees of the counties and districts that participate in TCDRS. Information related to the TCDRS, the Authority's 401(k) plan, and its refrain from participation in Social Security is included herein. A separate audited GAAP-basis pension plan report for ERS is available at www.ers.state.tx.us/Publications/FinancialReports.

Texas County and District Retirement System

TCDRS, an agent multiple-employer public employee retirement system, was established by legislative act in 1967 as a nontraditional, joint contributory, defined benefit plan. Individuals are required to become a TCDRS member at the time of their employment regardless of their age, unless the individual is ineligible for one of the reasons specified by the TCDRS (e.g., part time, temporary employee).

The governing body of the political subdivision determines the percentage of salary that both the individual and employer contribute toward retirement. The employee and employer contribution rate established was 6% and 8.29% of wages up to a maximum of $255,000, respectively, at December 31, 2013.

Once an individual reaches vested status, he or she may end employment with a TCDRS subdivision and retain his or her right to future benefits as long as the individual does not die or withdraw personal contributions. Once a vested employee has satisfied both the service and age requirements for retirement, he or she is considered retirement eligible. Employees are eligible to receive lifetime monthly pension payments following the termination of their employment if the individual has 10 or more years of service credit at age 60 or older or the individual has 30 or more years of service credit at any age.

An individual is also eligible to receive lifetime monthly pension payments after his or her termination of employment if his or her political subdivision has authorized, and the individual has satisfied 10 years of service credit at age 60 or older or the individual's combined age and total service is 75 years or more.

If an individual is eligible for service or disability retirement pension payments, the amount of the lifetime monthly pension to be received after retirement is determined by dividing the total dollars of accumulated retirement credit earned at retirement by the appropriate annuity purchase rate used to convert dollars of retirement credit to a lifetime monthly pension payment.

If an individual has at least ten years of service credit and becomes disabled for any reason, the individual may be approved for disability retirement benefits if the TCDRS Medical Board finds that the individual is mentally or physically incapacitated for any gainful occupation and the incapacity is considered permanent.

Total pension expense allocated to the System by the Authority for the year ended December 31, 2013, was $3,070,483 based on a covered payroll of $38,209,613. The Authority made the actuarially required contribution. Employee contributions to the plan for the year ended December 31, 2013 were $2,221,728.

NORTH TEXAS TOLLWAY SYSTEM
(An Enterprise Fund of the North Texas Tollway Authority)
NOTES TO BASIC FINANCIAL STATEMENTS
December 31, 2013

A separate audited GAAP-basis pension plan report for TCDRS is available at www.tcdrs.org/docs.

Actuarial valuation information (unaudited)

Actuarial valuation date	December 31, 2010	December 31, 2011	December 31, 2012
Actuarial cost method	Entry age	Entry age	Entry age
Amortization method	Level % of payroll, closed	Level % of payroll, closed	Level % of payroll, closed
Amortization period	20.0	30.0	30.0
Asset valuation method	SAF: 10-yr smooth value	SAF: 10-yr smooth value	SAF: 10-yr smooth value
	ESF: Fund value	ESF: Fund value	ESF: Fund value
Actuarial assumptions:			
Investment return**	8.0%	8.0%	8.0%
Projected salary increases	5.4%	5.4%	5.4%
Inflation	3.5%	3.5%	3.5%
Cost-of-living adjustments	0.0%	0.0%	0.0%

**Includes inflation at the stated rates.

Source reference: *Texas County and District Retirement System (GASB Compliance Data) For Employer's Accounting Year ending in 2013*

Funded Status and Funding Progress

As of December 31, 2012, the most recent actuarial valuation date, the plan was 102.06% funded. The actuarial accrued liability for benefits was $57,701,464, and the actuarial value of assets was $58,887,344, resulting in an unfunded actuarial accrued liability (UAAL) of $(1,185,880). The covered payroll (annual payroll of active employees covered by the plan) was $34,888,560, and the ratio of the UAAL to the covered payroll was (3.40) %.

The schedule of funding progress, presented as Required Supplementary Information (RSI) following the notes to the financial statements, presents multi-year trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liability for benefits.

Trend Information for the retirement plan for the employees of the Authority

Accounting year ended	Annual pension cost (APC)	Percentage of APC contributed	Net Pension obligation
December 31, 2011	$ 1,923,878	100%	$ -
December 31, 2012	$ 2,112,085	100%	$ -
December 31, 2013	$ 2,221,728	100%	$ -

401(k) Plan

As a state agency of the State of Texas, the Texas Turnpike Authority was a participating employer in the State of Texas Texa$aver 401(k) Profit Sharing Plan sponsored by the Employees Retirement System of Texas. The Texas Turnpike Authority, as a state agency, was permitted to participate in the Employees Retirement System of Texas under Section 812.003 of the Texas Government Code.

Because the Act established the Authority as a political subdivision of the State of Texas instead of a state agency, it is no longer eligible to participate in the Texa$aver 401(k) Plan maintained by the Employees Retirement Authority of Texas. As a successor of the Texas Turnpike Authority, however, the Authority is eligible under current IRS rules and regulations to adopt the North Texas Tollway Authority 401(k) Plan as a successor qualified cash or deferred arrangement to the Texa$aver 401(k) Plan.

Prior to 1986, the IRC of 1986 permitted state or local governments and tax-exempt organizations to maintain qualified cash or deferred arrangement. The Tax Reform Act (TRA) of 1986 amended IRC to provide that a cash or deferred arrangement shall not be treated as a "qualified cash or deferred arrangement" if it is part of a retirement plan maintained by a governmental unit. However, TRA 1986 provides specific exception for cash or deferred arrangements adopted by a governmental unit prior to 1986 "Grandfather Employer". The Authority, a government entity is eligible to adopt the 401(k) plan because it is a successor entity to the Texas Turnpike Authority, a Grandfathered Employer, and is adopting a cash or deferred arrangement substantially similar to the Texas Turnpike Authority's cash or deferred arrangement.

Effective September 1, 1997, each Authority employee became eligible to participate in the North Texas Tollway Authority 401(k) plan, a defined contribution plan. The plan requires that each employee be required to make a mandatory employee contribution, deposited by the Authority towards the cost of the 401(k) plan, in an amount equal to 4% of total wages. All mandatory employee contributions to the 401(k) plan for payroll periods following September 1, 1997 shall be made on a pretax basis, provided they are subject to the Hospital Insurance portion of the Federal Insurance Contributions Act and the Federal Unemployment Tax Act and the withholding of those Acts. Employee contributions and plan earnings are vested at all times and a terminating employee shall be paid all mandatory contributions and plan earnings pursuant to the plan's terms. The Authority is authorized to make discretionary employer matching contributions in such amounts as may be determined by the board, and Authority employees are vested in employer contributions at 100% after five years services. Former Texas Turnpike Authority employees employed by the Authority on or before October 31, 1997 shall receive past service credit for service with the Texas Turnpike Authority for purposes of determining the vested percentage and the Authority's Board of Directors is allowed to further amend or terminate the plan at any time.

Total 401(k) contributions allocated to the System by the Authority for the year ended December 31, 2013 were $1,247,252 based on a covered payroll of $35,779,319.

Social Security

Effective September 1, 1997, the Authority elected to refrain from participation in Social Security and instead participated in both the TCDRS and the Authority 401(k) plan. The Authority requires mandatory employee participation in both of these plans.

(7) Risk Management

The Texas Municipal League (TML) Intergovernmental Risk Pool insures the Authority for workers' compensation. The Authority purchases insurance policies for all major areas of operation including buildings and contents, bridges, general liability, commercial umbrella, crime, directors and officers liability, and boiler and machinery coverage. There have not been any settlements exceeding insurance coverage in the years 2006-2013. There has not been any significant reduction of coverage.

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The Authority self-insures health benefits utilizing a third-party benefit administrator. The Authority pays claims based on actual claims reported. Funds are available to pay claims and administrative costs associated with the program. Reserves for these liabilities are included in current liabilities in the Statement of Net Position.

	Balance at Beginning of Fiscal Year	Current-year claims and changes in estimates	Claim payments	Balance at End of Fiscal Year
2012	$ 625,899	$ 6,548,312	$ 6,486,504	$ 687,710
2013	$ 687,710	$ 9,428,924	$ 9,405,514	$ 711,120

(8) Other Post Employment Benefits

Plan Descriptions – The Authority provides post employment defined benefit health care to all eligible retired employees through contributions to either the Employee Retirement System of Texas (ERS) Group Benefit Program (GBP) or the Authority's Health Benefits plan.

Employees Retirement System of Texas Group Benefit Program

The Authority contributes to the Employees Retirement System of Texas Group Benefits Program, a cost sharing multiple employer defined benefit OPEB plan. GBP provides health benefits to eligible retired employees of participating entities. Chapter 1551, Texas Insurance Code assigns authority to establish and amend benefit provisions to the ERS Board Trustees. The ERS issues a publically available GASB Statement 43 report. The report can be obtained from the ERS website.

Funding Policy – Chapter 1551, Texas Insurance Code provided that the contribution requirements under the GBP be established and amended by the ERS Board Trustees. Plan members receiving benefits and the Authority contribute $413.3 per month for retiree only coverage $649.6 for retiree and spouse, $571.5 for retiree and children, and $807.9 for family.

Contribution rates are determined annually by the trustees based on recommendations of the ERS staff and consulting actuary. The contribution rates are determined based on the benefit and administrative costs expected to be incurred and (i) the funds appropriated and (ii) the funding policy established by the Texas Legislature in connection with the benefits provided through GBP. The trustees revise benefits when necessary to match expected benefit and administrative costs with the revenue expected to be generated by the appropriated funds. There are no long-term contracts for contributions to the plan.

The Authority has 54 plan members receiving benefits from GBP. An additional 41 active employees have the option of retiring under the ERS GBP or the Authority's plan. The OPEB liability for these 41 employees is calculated under the Authority's plan. The Authority's contributions to the GBP for the fiscal years ended December 31, 2013, 2012 and 2011 was $357,923, $332,669 and $312,673 respectively; which was 100% of the required contribution for those periods.

Authority Plan Administered through PEBC

The Authority's Benefits plan is affiliated with the Public Employees Benefits Cooperative (PEBC), an agent multiple-employer postemployment healthcare plan administrator.

The plan does not issue a publicly available report. There are currently 3 individuals receiving benefits and 6 employees fully eligible to receive benefits under the Authority's Benefits plan. No separate financial statements are issued for the Authority's plan.

Funding Policy – The contribution requirements under the Authority's Benefits plan for the plan members and the Authority are established and may be amended by the Board of Directors. Authority members receiving benefits contribute the following amounts annually depending on plan, age and coverage:

Plan	Under Age 65		Age 65 and Older	
EPO	$ 4,656	$ 5,568	$ -	$ -
PPO	4,200	5,076	-	-
PSS	-	-	2,193	2,199
PMA	-	-	819	819

The required contribution is based on the projected pay-as-you-go financing requirements. For fiscal year 2013 expenses of $31,395 were recognized for the post employment health care premiums paid. This represents 43.2% of the total premiums.

Annual OPEB Cost and Net OPEB Obligation – The Authority's annual other postemployment benefit (OPEB) cost is calculated on the annual required contribution of the employer (ARC), an amount actuarially determined in accordance with the parameters of GASB Statement 45. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal cost each year and amortize any unfunded actuarial liabilities over a period not to exceed thirty years. The following table shows the elements of the Authority's OPEB cost for the year, the amount actually contributed on behalf of the Plan, and changes in the Authority's net OPEB obligation for the year ended December 31, 2013:

	2011	2012	2013
Annual Required Contribution	$ 2,073,600	$ 3,183,888	$ 3,183,888
Interest on Net OPEB Obligation	325,577	267,066	359,098
Adjustment to Annual Required Contribution	711,672	511,663	421,410
Annual OPEB Cost (expense)	3,110,849	3,962,617	3,964,396
Payments Made	24,529	29,616	31,395
Increase in Net OPEB Obligation	3,086,320	3,933,001	3,933,001
Net OPEB Obligation - Beginning of Year	8,326,765	11,413,085	15,346,086
Net OPEB Obligation - End of Year	$ 11,413,085	$ 15,346,086	$ 19,279,087

The Authority's annual OPEB cost, the percentage of annual OPEB cost contributed to the Plan, and the net OPEB obligation for the years ended December 31, 2011-2013 were as follows:

Fiscal Year Ended	Annual OPEB Cost	Percentage of Annual OPEB Cost Paid	Net OPEB Obligation
12/31/2011	$ 3,110,849	0.79%	$ 11,413,085
12/31/2012	$ 3,962,617	0.75%	$ 15,346,086
12/31/2013	$ 3,964,396	0.79%	$ 19,279,087

Funded Status and Funding Progress – The funded status of the plan as of January 1, 2012, the most recent actuarial valuation date, was as follows:

Actuarial accrued liability (AAL)	$21,352,403
Actuarial value of plan assets	-
Unfunded actuarial accrued liability (UAAL)	$21,352,403
Funded ratio (actuarial value Of plan assets/AAL)	0%
Covered payroll (active plan members)	$34,888,560
UAAL as a percentage of covered payroll	61%

Actuarial valuation of an ongoing plan involves estimates of the value of reported amounts and assumptions about and the probability of occurrence of events into the future. Examples include assumptions about future employment, mortality and the healthcare cost trend. Amounts determined regarding the funded status of the plan and the required contributions of the employer are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future.

Actuarial Methods and Assumptions. Projections of benefits for financial reporting purposes are based on the substantive plan (the plan as understood by the employer and plan members) and include the types of benefits provided at the time of each valuation and the historical pattern of sharing benefit costs between the employer and the plan members to that point. The actuarial methods and assumptions used include techniques that are designed to reduce short-term volatility in actuarial accrued liabilities and the actuarial value of assets, consistent with the long-term perspectives of the calculations.

In the January 1, 2012, actuarial valuation, the projected unit credit actuarial cost method was used. The actuarial assumptions included a discount rate of 2.34% and an annual healthcare cost trend rate of 9.0% for 2012, 8.5% for 2013 reduced by decrements of .5% percent to an ultimate rate in 2019 of 5.5%. The actuarial assumptions include an investment rate of return at 2.34% and projected salary increases at 2.0%. Both rates include a 3% inflation assumption. The Authority's unfunded actuarial accrued liability is being amortized as a level percentage of projected payrolls on an open basis. At January 1, 2013 the remaining amortization period was 25 years.

Dallas-Fort Worth Turnpike Transition Trust Fund

As part of the 1997 legislation creating the North Texas Tollway Authority under Chapter 366, Texas Transportation Code, the Dallas-Fort Worth Turnpike Transition Trust Fund was established to account for the payment of transition costs and other liabilities payable from funds of the Dallas-Fort Worth Turnpike at December 1977, such as post-employment benefits. The one remaining retired employees receiving benefits from ERS GBP is deceased. The trust $404,911 in net assets was transferred to the Capital Improvement Fund.

(9) Disaggregation of Receivable Balances

The System has unrestricted accounts receivable balances of $32,097,035, unbilled accounts receivable of $1,364,204 and a restricted accounts receivable balance of $13,445,825. The restricted balance of $13,445,825 is due from Series 2009B and 2010B bond rebates; the unrestricted balance consists of $32,022,660 for billed video tolls (net of the allowance for doubtful accounts of $ 71,001,312), $70,922 for fees related to maintenance of equipment and $3,453 for United Health Care Reimbursement $ 1,364,203 for unbilled video tolls (net of the allowance for doubtful accounts of $ 7,625,340). Additionally, the System has unrecorded video toll transactions of $22,326,760 (**)(matched no current address) and $68,699,119 of unmatched video toll transactions as of December 31, 2013.

The System's allowance for doubtful accounts for invoices less than 70 days old is 25% and 85% for invoices older than 70 days. The unbilled video tolls-matched with current address that have not met the System's business rule, which is that a customer has to drive through five different checkpoints/gantries before an invoice is processed, has an allowance rate of 85%.

Recorded Video Toll Transactions	2013
Billed video tolls	$103,098,347
Net of allowance for uncollectibles	(71,001,312)
	$ 32,097,035
Unbilled video tolls (Matched current address) (*)	$ 8,989,543
Net of allowance for uncollectibles	(7,625,340)
	$ 1,364,203
Unrecorded Video Toll Transactions	
Matched no current address video toll transactions (**)	$ 22,326,760
Unmatched video toll transactions (***)	$ 68,699,119

(*) Matched current address video toll transactions-ready to bill once the Authority's business rules are met.

(**) Matched no current address video toll transactions – Vehicle located in Texas Department of Motor Vehicle (DMV) database with no current address on file. (Example: Vehicle has been sold but the transfer of the title has not been updated in the DMV database)

(***) Unmatched video toll transactions– Unable to locate in DMV database, possibly due to temporary tags or out-of-state license plates.

(10) Commitments and Contingencies

The System currently has $976,424,833 in cash and investments with approximately $575,129,636 restricted for debt service and $128,663,726 restricted for construction. The System has $1,873,618 in current liabilities that are comprised primarily of construction-related payables at December 31, 2013. Additionally the System has contract and purchase order commitments at December 31, 2013 aggregating $6.7 million. This amount mainly consists of $6.5 million of construction contracts payable from restricted funds and the issuance of debt.

The Authority is currently evaluating several Authority maintenance, rehabilitation, and capital improvement projects with an estimated cost of approximately $518.6 million, which may be funded from the System's Reserve Maintenance Fund, the Construction Fund, or the Capital Improvement Fund over the next five years.

The Authority manages existing leases of the Gleneagles buildings. The building complex encompasses 163,380 square feet of which 72,765 is occupied by the Authority, 41,784 is leased, and 48,831 is vacant.

The leased space is divided into two leases; one for 22,369 sq. ft. beginning July 1, 2005 and expired March 31, 2010, one for 19,415 sq. ft. beginning July 1, 2005 and expiring December 31, 2010.

The term of both leases was extended to December 31, 2014. The following represents minimum future rentals on non-cancelable operating lease agreements:

2014		417,423
	Gleneagles Offices Complex	$ 417,423

The Authority has an operating lease agreement for the rental of copy machines from January 1, 2011 expiring December 31, 2016. The following represents the required payments under the terms of the lease agreement:

2014		47,400
	Copy Machine (lease)	$ 47,400

(11) Subsequent Events

On April 9, 2014, the Authority issued $100,000,000 of North Texas Tollway Authority Revenue Refunding Bonds, Series 2011A (SIFMA Index Floating Rate Mode) (the "Bonds") for the purpose of remarketing existing bonds and converting the bonds into a new interest rate mode. The original 2011A bonds were issued as variable rate demand bonds backed by a Letter of Credit. The interest on the Bonds is based on SIFMA plus a spread of 80 basis points through the mandatory redemption date of January 1, 2019. The initial interest on the Bonds is reset weekly. The Bonds will mature on January 1, 2050.

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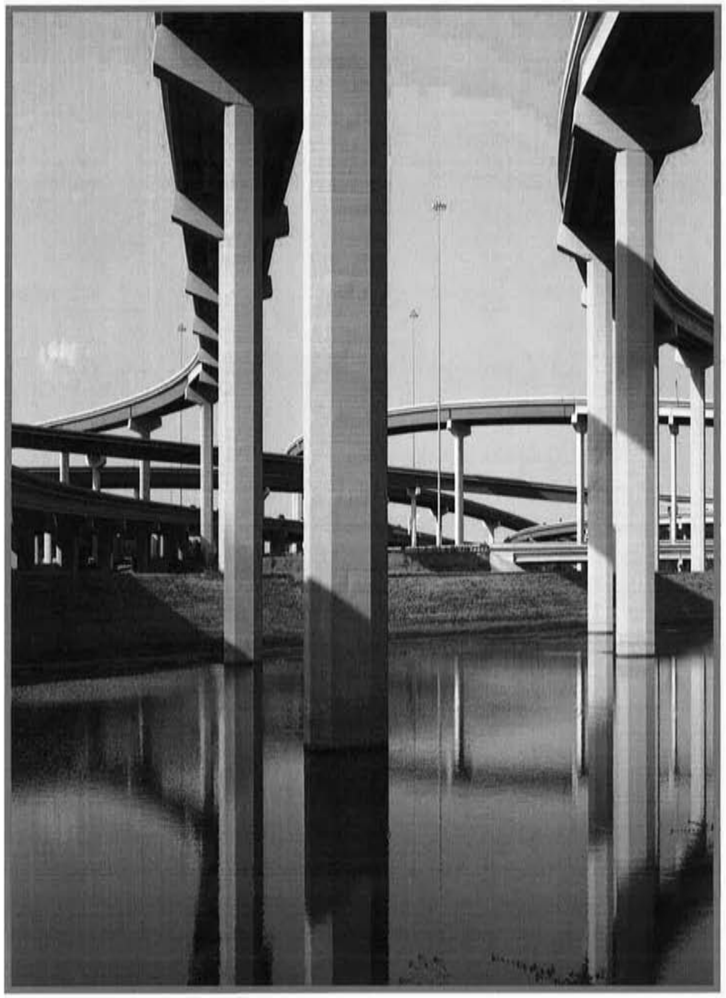


REQUIRED SUPPLEMENTARY INFORMATION

NORTH TEXAS TOLLWAY SYSTEM
(An Enterprise Fund of the North Texas Tollway Authority)

Required Supplementary Information
December 31, 2013

Modified Approach - Infrastructure

The Authority has elected to use the Modified Approach to account for maintenance of the Authority's infrastructure assets. As required by the Trust Agreement, an annual inspection of the Authority's roadways has occurred, conducted by the Authority's Maintenance Management Consultant, VRX Inc. This inspection provides an overall rating, indicating the average condition of all of the Authority's infrastructure assets (roadways, bridges, and facilities). The assessment of conditions is made by visual and mechanical tests designed to reveal any condition that would reduce user benefits below the maximum level of service. The Authority's goal is to maintain the Authority's infrastructure assets at a rating of 8 or better (1 to 10 scale), and has established a minimum level for GASB No. 34 purposes of a condition level of 6 or greater. These condition levels were adopted by the Board of Directors for the North Texas Tollway Authority (NTTA) by Resolution No. 02-31 on June 19, 2002 and further clarified by Resolution No. 07-169 on December 19, 2008. In accordance with GASB 34 the Capital Assessment and Inspection Report is due every three years. The last Capital Assessment and Inspection Report for the North Texas Tollway Authority was completed in 2010.

The infrastructure assets include the President George Bush Turnpike (PGBT) including the Eastern Extension, the Dallas North Tollway (DNT), the Addison Airport Toll Tunnel (AATT), the Mountain Creek Lake Bridge (MCLB), Sam Rayburn Tollway (SRT), Lewisville Lake Toll Bridge (LLTB), Main Lane Plazas, Ramp Plazas, maintenance shops, administration buildings, and IT lane equipment. The roadways are a major transportation network consisting of 111 centerline miles of high-speed roadways, 104 interchanges, 15 main lane toll plazas, 108 ramp toll plazas, 461 bridges, one tunnel, and other structures and appurtenances. All assets combined totaled approximately $1.76 billion in current replacement value for FYE 2013.

Condition Index

A Condition Index is a measure of the "intrinsic value" of the asset as opposed to the book value. A Condition Index with a value of 10.0 is considered "like new"; on the contrary, a Condition Index with a value of 0.0 is considered "unusable." Evaluations were performed on all of the infrastructure assets under Authority jurisdiction. The evaluation resulted in an average Condition Index of 8.9 for all of the assets combined. The following table shows the Condition Index for the years 2006 through 2013.

Condition Index Table

	Condition Index	
Fiscal Year	Current	Goal
2013	8.9	8.0
2012	8.9	8.0
2011	8.9	8.0
2010	8.9	8.0
2009	9.0	8.0
2008	9.0	8.0
2007	8.9	8.0
2006	8.9	8.0

Condition Assessment and Inventory

A comprehensive condition assessment on all the Authority's infrastructure assets was conducted July 2013. The Authority's Maintenance Management Consultant performed condition assessments of the Authority's roadways including pavement, bridges, and facilities. Assessment procedures and representative work samples were reviewed by NTTA's General Engineering Consultants, Atkins North America, Inc.

Bridges

A condition assessment was performed on the Authority's bridges using the *Recording and Coding Guide for the Structure Inventory and Appraisal of the Nation's Bridges*, published by the Federal Highway Administration (FHWA). To do this, a Sufficiency Rating was determined by totaling four separate factors using the sufficiency rating formula. The Sufficiency Rating Formula is a method of evaluating highway bridge data by calculating the four factors to obtain a numeric value, which is indicative of bridge sufficiency.

The four factors are structural adequacy and safety (55% of the total rating), serviceability and functional obsolescence (30% of the total rating), essentiality for public use (15% of the total rating), and special reductions (total can be reduced by up to 13%).

Roadways

A condition assessment was performed on the Authority's roadways using the *Highway Maintenance Condition Assessment Program* (HMCAP) developed by Roy Jorgensen Associates, Inc., the pavement Condition Rating Authority (CRS) developed by Applied Research Associates, Inc., and the Pavement Condition Index (PCI) procedure as outlined in ASTM D5340. To do this, a Maintenance Rating Program (MRP) Index was determined by visual inspection of the Authority's roadways, appurtenances, and edge conditions. Additionally, a baseline PCI and a baseline ride ability survey were conducted on the roadway surface and incorporated into the MRP Index. Although the PCI and ride ability survey were conducted on the entire Authority, it would have been impractical to perform a MRP evaluation over the same length; therefore, 10% of the Authority's total roadways were randomly selected for MRP evaluation. These values were then weighted and totaled to determine an overall MRP Index. Of this total MRP Index, travel lanes and shoulders account for 70% (of which the PCI accounts for 80%), roadside components accounted for 15%, and other items account for 15%.

The Roadway Index (RI) is a measure of the overall health of the roadway Authority that takes into account the current condition of the roadway, how well it is being maintained, and its projected future performance. It is calculated using the results of the annual MRP and pavement condition surveys. In 2006 the RI was revised to use CRS pavement condition ratings in place of the PCI ratings and incorporates remaining pavement service life (RSL). RI is equal to the values of 50% of CRS, 30% RSL, 10% MRP of travel lane element, 5% MRP of roadside element, and 5% MRP of other element.

Currently, the 111 centerline miles (approximately 740 main lane miles) of main lane roadways have a Roadway Index of 8.9.

The budget-to-actual expenditures for preservation and other infrastructure maintenance costs were as follows for the years 2004 through 2013.

Fiscal year	Budget	Actual
2013	$ 21,231,300	$ 15,568,942
2012	23,464,926	10,240,825
2011	59,503,102	37,557,688
2010	36,316,377	28,475,554
2009	40,239,320	30,745,545
2008	69,532,303	51,747,814
2007	51,283,652	31,818,863
2006	34,574,405	29,186,456
2005	20,552,627	13,704,971
2004	25,518,270	15,319,100

NORTH TEXAS TOLLWAY SYSTEM
(An Enterprise Fund of the North Texas Tollway Authority)
Required Supplementary Information
December 31, 2013

Funding Progress

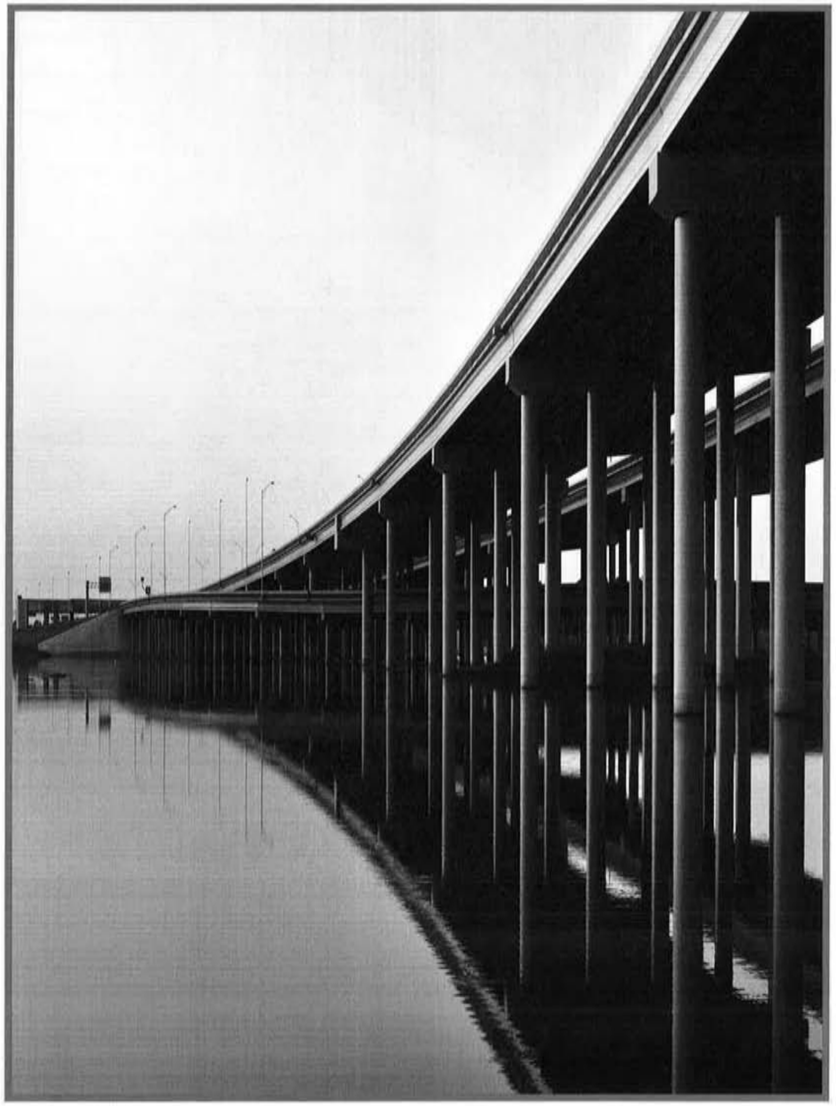
Schedule of Funding Progress
Texas County and District Retirement System
Employee Retirement Plan
Last three calendar years
(Unaudited)

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) Entry Age (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll [(b-a)/c]
12/31/12	$ 58,887,344	$ 57,701,464	$ (1,185,880)	102.06%	$ 34,888,560	-3.40%
12/31/11	52,564,706	51,969,647	(595,059)	101.15%	31,976,241	-1.86%
12/31/10	46,901,374	49,418,747	2,517,373	94.91%	36,065,565	6.98%

Schedule of Funding Progress
Other Post Employment Benefits
Last two calendar years
(Unaudited)

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) Entry Age (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll [(b-a)/c]
1/1/2013	—	$ 21,352,403	$ 21,352,403	0%	$ 34,888,560	61.00%
1/1/2012	—	21,352,403	21,352,403	0%	31,976,241	67.00%

An actuarial valuation was performed as of 1/1/2012.



OTHER SUPPLEMENTARY INFORMATION

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Schedule 1

NORTH TEXAS TOLLWAY SYSTEM

(An Enterprise Fund of the North Texas Tollway Authority)

Schedule of Net Position by Trust Accounts

December 31, 2013

Assets	Total	Non-Trust Agreement Enterprise Fund	North Texas Tollway System	Interfund eliminations/ reclassifications	Construction and property account	Revenue account
Current assets:						
Cash and cash equivalents (note 3)	$ 19,713,266	-	19,713,266	-	-	6,477,674
Investments (note 3)	302,381,541	17,757,854	284,623,687	-	-	58,264,193
Accrued interest receivable	197,465	-	197,465	-	-	51,878
Interfund receivable	-	-	-	(780,673,384)	(12,520,768)	18,155,377
Interproject/agency receivables (note 4)	15,196,701	121,763	15,074,938	-	4,030,857	7,323,514
Accounts receivable (note 5) (net of allowance for uncollectibles)	32,171,410	-	32,171,410	-	-	32,097,030
Unbilled Accounts receivable (note 5) (net of allowance for uncollectibles)	1,384,204	-	1,384,204	-	-	1,384,204
Prepaid expenses	1,173,161	-	1,173,161	-	1,625	-
Total current unrestricted assets	372,198,048	17,879,617	354,318,431	(780,673,384)	(8,788,111)	116,734,573
Current restricted assets:						
Restricted assets:						
Restricted for construction:						
Cash and cash equivalents (notes 3 and 10)	518	-	518	-	(70,772)	-
Investments (notes 3 and 10)	77,841,420	-	77,841,420	-	77,841,420	-
Accrued interest receivable	149,352	-	149,352	-	149,352	-
Restricted for debt service:						
Investments (notes 3 and 5)	150,776,784	-	150,776,784	(424,352,853)	-	-
Accrued interest receivable	889,518	-	889,518	-	-	-
Accounts receivable	13,445,825	-	13,445,825	-	-	-
Restricted for TSA's:						
Investments (notes 3 and 5)	1,697,058	1,697,058	-	-	-	-
Accrued interest receivable	50	50	-	-	-	-
Total current restricted assets	244,900,523	1,697,108	243,203,415	(424,352,853)	77,904,000	-
Total current assets	617,098,571	19,576,725	597,521,846	(1,205,026,217)	69,175,889	116,734,573
Noncurrent assets:						
Investments restricted for operations (note 3)	64,078,807	-	64,078,807	64,078,807	-	-
Investments restricted for debt service (note 3)	360,274,046	-	360,274,046	360,274,046	-	-
Deferred feasibility study costs	59,634,893	-	59,634,893	-	-	-
Service Concession Arrangement - Intangible asset (note 1(n))						
(net of accumulated amortization)	2,856,136,304	-	2,856,136,304	-	2,856,136,304	-
Capital assets (note 4) (net of accumulated depreciation)	3,372,954,141	-	3,372,954,141	(15,787,158)	3,391,012,676	
Total noncurrent assets	6,713,077,991	-	6,713,077,991	408,565,695	6,247,148,981	-
Total assets	7,330,176,562	19,576,725	7,310,599,836	(796,460,522)	6,316,324,871	116,734,573
Deferred outflow of resources						
Accumulated decrease in fair value of hedging derivatives	27,323,905	-	27,323,905	-	27,323,905	-
Loss on refunding	28,245,230	-	28,245,230	-	28,245,230	-
Total deferred outflow of resources	55,569,135		55,569,135		55,569,135	
Liabilities						
Current liabilities:						
Accounts and retainage payable	2,876,507	-	2,876,507	-	-	15,472
Accrued liabilities	23,878,078	-	23,878,078	-	12,071,266	(2,483,329)
Interfund payable	477	-	477	(780,673,384)	193,035,300	253,591,661
Interproject/agency payables	7,003,475	60,651	6,942,824	-	552,889	7,998,993
Deferred revenue	40,743,808	-	40,743,808	-	-	40,743,808
Tollway deposits	269,721	-	269,721	-	-	269,721
Total current unrestricted liabilities	74,762,461	60,651	74,701,810	(780,673,384)	205,049,326	280,084,016
Payable from restricted assets:						
Construction-related payables:						
Retainage payable (note 10)	1,007,565	-	1,007,565	-	1,007,565	-
Deferred grant revenue	33,050,863	-	33,050,863	-	33,050,863	-
Debt service-related payables:						
Accrued interest payable	191,089,912	-	191,089,912	-	-	-
Accrued arbitrage rebate payable	73,249	-	73,249	-	73,249	-
Total current liabilities payable from restricted assets	225,221,589	-	225,221,589	-	34,131,677	-
Total current liabilities	299,984,050	60,651	299,923,399	(780,673,384)	239,775,002	280,084,016
Noncurrent liabilities:						
Other Post Employment Benefits	19,279,087	-	19,279,087	-	-	-
Accumulated increase in fair value of hedging derivatives	27,323,905	-	27,323,905	-	27,323,905	-
Texas Department of Transportation TIFIA loan payable (note 5)	138,069,850	-	138,069,850	-	138,069,850	-
Dallas North Tollway System revenue bonds payable, (note 5) net of unamortized net deferred amount on refundings of $25,321,026 and bond discount (premium) costs of $15,787,150	7,572,842,084	-	7,572,842,084	(15,787,158)	7,188,629,242	-
Total noncurrent liabilities	7,755,514,926	-	7,755,514,926	(15,787,158)	7,352,022,997	-
Total liabilities	8,055,498,976	60,651	8,055,438,325	(796,460,522)	7,591,798,000	280,084,016
Deferred inflow of resources						
Gain on refunding	4,923,605	-	4,923,605	-	4,923,605	-
Net Position						
Net investment in capital assets	(4,212,230,014)	-	(4,212,230,014)	67,658,974	(4,060,083,002)	-
Restricted for:						
Debt service	760,066,281	-	760,066,281	161,392,624	-	(161,349,443)
SCA Intangible	2,856,136,304	-	2,856,136,304	-	2,856,136,304	-
TSA's	1,697,108	1,697,108	-	-	-	-
Unrestricted	(80,346,583)	17,818,966	(98,165,520)	(249,251,598)	-	-
Total net position	$ (674,676,884)	19,516,074	(694,192,958)		(1,274,627,800)	(161,349,443)

See accompanying independent auditors' report.

Assets	Operating and maintenance account	Reserve maintenance account	Consolidated Capital Improvement Fund	UPFW Turnpike Transition Trust fund	Debt service accounts: Bond interest account	Debt service accounts: Reserve account	Debt service accounts: Redemption account
Current assets:							
Cash and cash equivalents (note 3)	13,823,660	(127,032)	(480,042)	-	-	-	-
Investments (note 3)	3,069	40,852,087	178,804,048	-	-	-	-
Accrued interest receivable	-	1,026	144,701	-	-	-	-
Interfund receivable	60,265,394	334,081	373,384,771	-	340,288,412	11,087,117	-
Interproject/agency receivables (note 4)	5,262,136	-	3,438,434	-	-	-	-
Accounts receivable (note 5) (net of allowance for uncollectibles)	3,403	-	70,912	-	-	-	-
Unbilled Accounts receivable (note 5) (net of allowance for uncollectibles)	-	-	-	-	-	-	-
Prepaid expenses	1,171,330		-	-	-	-	-
Total current unrestricted assets	70,049,050	48,760,704	555,301,084	-	340,288,412	11,087,117	-
Current restricted assets:							
Restricted assets:							
Restricted for construction:							
Cash and cash equivalents (notes 3 and 10)	-	-	27,288	-	-	-	-
Investments (notes 3 and 10)	-	-	-	-	-	-	-
Accrued interest receivable	-	-	-	-	-	-	-
Restricted for debt service:							
Investments (notes 3 and 5)	-	-	11,292,164	-	168,138,403	306,810,404	1,678
Accrued interest receivable	-	-	-	-	275	889,245	-
Accounts receivable	-	-	-	-	13,445,825	-	-
Restricted for TSA's:							
Investments (notes 3 and 5)	-	-	-	-	-	-	-
Accrued interest receivable	-	-	-	-	-	-	-
Total current restricted assets	-	-	11,319,442	-	181,771,501	306,499,649	1,678
Total current assets	70,549,056	48,700,704	567,711,420		522,057,913	407,000,700	1,678
Noncurrent assets:							
Investments restricted for operations (note 3)	-	-	-	-	-	-	-
Investments restricted for debt service (note 3)	-	-	-	-	-	-	-
Deferred feasibility study costs	-	-	59,634,893	-	-	-	-
Service Concession Arrangement - Intangible asset (note 1(n))							
(net of accumulated amortization)	-	-	-	-	-	-	-
Capital assets (note 4) (net of accumulated depreciation)	(67)	4,060	(2,276,268)	-	-	-	-
Total noncurrent assets	(67)	4,060	57,358,625	-	-	-	-
Total assets	70,548,988	48,764,718	625,069,581	-	522,057,913	407,556,766	1,678
Deferred outflow of resources							
Accumulated decrease in fair value of hedging derivatives	-	-	-	-	-	-	-
Loss on refunding	-	-	-	-	-	-	-
Total deferred outflow of resources							
Liabilities							
Current liabilities:							
Accounts and retainage payable	250,400	210,530	2,420,092	-	-	-	-
Accrued liabilities	8,920,385	1,401,007	3,279,340	-	-	-	-
Interfund payable	26,688,420	3,054,644	209,477,400	-	-	-	34,642,386
Interproject/agency payables	(1,708,445)	-	158,704	-	-	-	-
Deferred revenue	-	-	-	-	-	-	-
Tollway deposits	-	-	-	-	-	-	-
Total current unrestricted liabilities	34,153,000	4,736,180	205,335,811	-	-	-	34,642,386
Payable from restricted assets:							
Construction-related payables:							
Retainage payable (note 10)	-	-	-	-	-	-	-
Deferred grant revenue	-	-	-	-	-	-	-
Debt service-related payables:							
Accrued interest payable	-	-	13,748,333	-	177,341,579	-	-
Accrued arbitrage rebate payable	-	-	-	-	-	-	-
Total current liabilities payable from restricted assets	-	-	13,748,333	-	177,341,579	-	-
Total current liabilities	34,953,000	4,736,180	300,083,844		177,341,579	-	34,642,386
Noncurrent liabilities:							
Other Post Employment Benefits	19,279,087	-	-	-	-	-	-
Accumulated increase in fair value of hedging derivatives	-	-	-	-	-	-	-
Texas Department of Transportation TIFIA loan payable (note 5)	-	-	-	-	-	-	-
Dallas North Tollway System revenue bonds payable, (note 5) net of unamortized net deferred amount on refundings of $25,321,026 and bond discount (premium) costs of $15,787,150	-	-	400,000,000	-	-	-	-
Total noncurrent liabilities	19,279,087	-	400,000,000	-	-	-	-
Total liabilities	54,212,788	4,736,180	700,083,844	-	177,341,579	-	34,642,386
Deferred inflow of resources							
Gain on refunding	-	-	-	-	-	-	-
Net Position							
Net investment in capital assets	-	-	(419,175,000)	-	-	-	-
Restricted for:							
Debt service	-	-	7,780,000	-	344,716,334	407,556,766	-
SCA Intangible	-	-	-	-	-	-	-
TSA's	-	-	-	-	-	-	-
Unrestricted	16,336,240	42,020,528	127,360,083	-	-	-	(34,640,480)
Total net position	16,336,240	43,029,938	(84,014,093)	-	344,716,334	407,556,766	(34,640,480)

Schedule 2

NORTH TEXAS TOLLWAY SYSTEM

(An Enterprise Fund of the North Texas Tollway Authority)

Consolidating Schedule for Capital Improvement Fund

December 31, 2013

(Unaudited)

Assets	Consolidated Capital Improvement Fund	Capital Improvement Fund	Feasibility Study Fund
Current assets:			
Cash and cash equivalents (note 3)	$ (400,942)	(427,870)	[illegible]
Investments (note 3)	[illegible]	[illegible]	-
Accrued interest receivable	[illegible]	[illegible]	-
Interfund receivable	[illegible]	[illegible]	[illegible]
Interproject/agency receivables (Note 4)	3,438,434	3,396,081	42,353
Accounts receivable (note 9)	70,612	70,612	-
Total current unrestricted assets	[illegible]	[illegible]	[illegible]
Current restricted assets:			
Restricted assets:			
Restricted for construction:			
Cash and cash equivalents (notes 3 and 10)	27,288	27,288	-
Investments (notes 3 and 10)	50,000,000	50,000,000	-
Restricted for debt service:			
Investments (notes 3 and 5)	11,292,154	11,292,154	-
Total current restricted assets	61,319,442	61,319,442	-
Total current assets	[illegible]	549,503,760	[illegible]
Noncurrent assets:			
Deferred financing costs	-	-	-
Deferred feasibility study costs	[illegible]	-	[illegible]
Capital assets net of amortization and depreciation (note 4)	(2,276,268)	(2,276,268)	-
Total noncurrent assets	[illegible]	(2,276,268)	[illegible]
Total assets	**625,069,861**	**547,227,492**	**77,842,359**
Liabilities			
Current liabilities:			
Accounts and retainage payable	[illegible]	[illegible]	[illegible]
Accrued liabilities	[illegible]	[illegible]	[illegible]
Interfund payable	[illegible]	[illegible]	206,278,072
Interagency payable	[illegible]	[illegible]	[illegible]
Total current unrestricted liabilities	[illegible]	[illegible]	[illegible]
Payable from restricted assets:			
Debt service-related payables:			
Accrued interest payable	13,748,333	13,748,333	-
Commercial paper payable (note 5)	-	-	-
Total current liabilities payable from restricted assets	13,748,333	13,748,333	-
Total current liabilities	309,083,944	[illegible]	[illegible]
Noncurrent liabilities:			
Dallas North Tollway System revenue bonds payable, net of unamortized net deferred amount on refundings of $0 and bond discount (premium) costs of $2,276,268 (note 5)	400,000,000	400,000,000	-
Total noncurrent liabilities	400,000,000	400,000,000	-
Total liabilities	**709,083,944**	**412,116,499**	**296,967,446**
Net Position			
Net investment in capital assets	[illegible]	-	(219,125,086)
Restricted for:			
Debt service	[illegible]	[illegible]	-
Unrestricted	[illegible]	[illegible]	-
Total net position	**$ [illegible]**	**135,110,993**	**(219,125,086)**

See accompanying independent auditors' report.

Schedule 3

NORTH TEXAS TOLLWAY SYSTEM

(An Enterprise Fund of the North Texas Tollway Authority)

Schedule of Budget and Actual Revenues and Expenses on Trust Agreement Basis

Year ended December 31, 2013

(Unaudited)

	Budget	Actual	Variance Over(Under)
Revenues:			
Toll revenues	$ 483,799,800	525,458,723	41,658,923
Interest income	6,000,000	6,173,619	173,619
Other revenue	28,061,148	15,547,887	(12,513,261)
Gross revenues	517,860,948	547,180,229	29,319,281
Operating expenses:			
Administration:			
Administration	995,663	686,966	(308,697)
Board	235,003	169,485	(65,518)
Finance	12,720,869	14,244,428	1,523,559
Human resources	1,470,626	1,388,465	(82,161)
Internal audit	875,746	788,687	(87,059)
Legal	2,504,759	2,333,219	(171,540)
Public Affairs	2,773,697	2,669,271	(104,426)
Strategic & Innovative Solutions	1,194,443	736,849	(457,594)
Total administration	22,770,806	23,017,370	246,564
Operations:			
Customer service center	44,387,815	39,299,210	(5,088,605)
Information technologies	12,949,116	13,614,532	665,416
Maintenance	26,046,348	23,754,768	(2,291,580)
Operations	356,845	488,488	131,643
Project delivery	285,051	211,210	(73,841)
System & Incident management	9,472,926	8,854,800	(618,126)
Total operations	93,498,101	86,223,008	(7,275,093)
Total operating expenses	116,268,907	109,240,378	(7,028,529)
Net revenues available for debt service	$ 401,592,041	437,939,851	36,347,810

See accompanying independent auditors' report.

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NORTH TEXAS TOLLWAY SYSTEM
(An Enterprise Fund of the North Texas Tollway Authority)
Schedule of Changes in Net Position by Trust Account
December 31, 2013
(Unaudited)

		Total	Non-Trust Agreement Enterprise Fund	North Texas Tollway System	Construction and property account	Revenue account
Net positions, beginning of year as restated (note 1)	$	(575,080,799)	-	(575,080,799)	(1,111,323,389)	(160,860,593)
Gross revenues		551,567,647	4,417,418	547,150,229	-	539,922,445
Grant revenues		8,339,180	-	8,339,180	5,701,559	-
Net increase (decrease) in the fair value of investments		(6,573,173)	-	(6,573,173)	(255,399)	(14,514)
Interest earned on investments		413,671	-	413,671	413,671	-
Gain (loss) on sale of investments		(133,913)	-	(133,913)	8,385	(479)
Administration and operations expenses		(111,767,809)	(2,527,431)	(109,240,378)	-	-
Depreciation on property and equipment		(5,203,704)	-	(5,203,704)	(5,203,704)	-
Bond interest expense		(436,811,504)	-	(436,811,504)	-	-
BABs Subsidy		26,674,318	-	26,674,318	-	-
Other nonoperating costs		(16,163,752)	-	(16,163,752)	(15,241,378)	-
Bond discount/premium amortization		1,822,095	-	1,822,095	1,539,260	-
Interest on short-term notes (net of capitalized interest)		(7,282)	-	(7,282)	-	-
Interest on loan		(5,907,038)	-	(5,907,038)	(5,907,038)	-
Amortization of deferred amount on refunding (note 5)		(3,550,291)	-	(3,550,291)	(3,550,291)	-
Unallocated infrastructure depreciation		(53,943,350)	-	(53,943,350)	(53,943,350)	
Reserve maintenance account expenses		(10,915,105)	-	(10,915,105)	-	-
Consolidated capital improvement fund expenses		(27,541,687)	-	(27,541,687)	-	-
Net revenues		(100,515,593)	1,889,987	(102,405,580)	(57,292,291)	539,907,452
Interfund transactions:						
Distribution from revenue fund		-	-	-	-	(198,564,051)
Operating transfers (other funds)		919,508	17,626,087	(16,706,579)	(56,211,918)	(341,832,251)
Net changes during the year		(99,596,085)	19,516,074	(119,112,159)	(113,504,209)	(488,850)
Net positions, end of year	$	(674,676,884)	19,516,074	(694,192,958)	(1,224,827,598)	(161,349,443)

See accompanying independent auditors' report.

	Operation and maintenance account	Reserve maintenance account	Consolidated Capital Improvement Fund	DFW Turnpike Transition Trust Fund	Debt service accounts: Bond interest account	Debt service accounts: Reserve account	Debt service accounts: Redemption account
Net positions, beginning of year as restated (note 1)	20,362,204	53,837,099	(134,643,636)	404,441	361,493,323	413,685,447	(18,035,694)
Gross revenues	1,215,168	112,022	721,104	-	26,397	5,192,067	5
Grant revenues	-	-	2,637,621	-	-	-	-
Net increase (decrease) in the fair value of investments	-	(42,777)	(1,062,900)	-	(13,296)	(5,184,287)	-
Interest earned on investments	-	-	-	-	-	-	-
Gain (loss) on sale of investments	-	-	(4,458)	-	-	(137,361)	-
Administration and operations expenses	(109,240,378)	-	-	-	-	-	-
Depreciation on property and equipment	-	-	-	-	-	-	-
Bond interest expense	-	-	(32,996,000)	-	(403,815,504)	-	-
BABs Subsidy	-	-	-	-	26,674,318	-	-
Other nonoperating costs	2,285	-	(924,659)	-	-	-	-
Bond discount/premium amortization	-	-	282,835	-	-	-	-
Interest on short-term notes (net of capitalized interest)	-	-	-	-	(7,282)	-	-
Interest on loan	-	-	-	-	-	-	-
Amortization of deferred amount on refunding (note 5)	-	-	-	-	-	-	-
Unallocated infrastructure depreciation		-	-	-	-	-	-
Reserve maintenance account expenses	-	(10,915,105)	-	-	-	-	-
Consolidated capital improvement fund expenses	-	-	(27,541,687)	-	-	-	-
Net revenues	(108,022,925)	(10,845,859)	(58,888,054)	-	(377,135,367)	(129,681)	5
Interfund transactions:							
Distribution from revenue fund	87,774,522	734,664	110,054,865	-	-	-	-
Operating transfers (other funds)	16,222,439	(1,696,378)	(537,268)	(404,441)	360,358,378	(6,000,000)	(16,605,000)
Net changes during the year	(4,025,964)	(11,807,574)	50,629,543	(404,441)	(16,776,989)	(6,129,681)	(16,604,995)
Net positions, end of year	16,336,240	42,029,525	(84,014,093)	-	344,716,334	407,555,766	(34,640,689)

NORTH TEXAS TOLLWAY SYSTEM

(An Enterprise Fund of the North Texas Tollway Authority)

Schedule of Cash Receipts and Disbursements by Trust Account

Year ended December 31, 2013

(Unaudited)

Schedule 5

	Total (memorandum only)	Non-Trust Agreement Enterprise Fund	North Texas Tollway System	Construction and property account	Revenue account	Operation and maintenance account	Reserve maintenance account	Consolidated Capital Improvement account	DFW Turnpike Transition Trust fund	Debt service accounts: Bond interest account	Debt service accounts: Reserve account	Debt service accounts: Redemption account
Balance of cash, December 31, 2012	$ 18,318,029	-	18,318,029	(138,511)	3,031,803	15,811,629	(115,730)	(270,692)	(470)	-	-	-
Receipts:												
Toll revenues	38,881,710	-	38,881,710	-	38,881,710	-	-	-	-	-	-	-
Enterprise ICP Revenue	3,081,072	3,081,072	-	-	-	-	-	-	-			
2010 B BABS rebate	8,855,033	-	8,855,033	-	-	-	-	-	-	8,855,033	-	-
Investments	94,134,676	17,749,658	76,385,018	10,564,738	-	-	-	65,820,280	-	-	-	-
Earnings received from investments	3,581,614	29,166	3,552,448	431,026	266,245	-	81,350	-	-	34,657	2,739,165	5
Gain/loss from sale of investments	(4,229,112)	-	(4,229,112)	(401,900)	-	-	-	-	-	(15,907)	(3,811,305)	-
Restricted for Debt Service	316,263,995	-	316,263,995	-	316,263,995	-	-	-	-	-	-	-
Prepaid customers' accounts	372,850,890	-	372,850,890	-	372,850,890	-	-	-	-	-	-	-
Miscellaneous revenue	1,734,832	-	1,734,832	-	562,907	1,160,556	-	11,369	-	-	-	-
	533,144,710	20,859,896	512,284,814	10,593,864	728,815,747	1,160,556	81,350	65,831,649	-	8,873,783	(1,072,140)	5
Disbursements:												
Revenue bonds retired	(16,605,000)	-	(16,605,000)	-	-	-	-	-	-	-	-	(16,605,000)
CP Principal Payment	(33,926,543)	-	(33,926,543)	-	-	-	-	(33,926,543)	-	-	-	-
SWAP Payment	(6,156,765)	-	(6,156,765)	-	-	-	-	-	-	(6,156,765)	-	-
Interest on bonded debt	(342,669,538)	-	(342,669,538)	(1,218,796)	-	-	-	-	-	(341,450,742)	-	-
Investments	(30,451,451)	-	(30,451,451)	(24,709,964)	-	-	-	-	-	-	(5,741,487)	-
Operating expenses	(837,520,134)	(1,710,457)	(835,809,677)	-	(750,816,262)	(84,587,802)	-	-	(405,613)	-	-	-
Reserve maintenance fund expenses	(12,257,667)	-	(12,257,667)	-	-	-	(12,257,667)	-	-	-	-	-
Capital improvement fund expenses	(27,829,590)	-	(27,829,590)	-	-	-	-	(27,829,590)	-	-	-	-
Deferred study cost	(329,334)	-	(329,334)	-	-	-	-	(329,334)	-	-	-	-
Capitalized costs	(21,668)	-	(21,668)	(21,668)	-	-	-	-	-	-	-	-
	(1,307,767,710)	(1,710,457)	(1,306,057,253)	(25,950,448)	(750,816,262)	(84,587,802)	(12,257,667)	(62,085,467)	(405,613)	(347,607,507)	(5,741,487)	(16,605,000)
Interfund and interproject transactions:												
Transfer of deferred revenue	212,135,891	-	212,135,891	-	212,135,891	-	-	-	-	-	-	-
Transfer of CIF	(3,926,244)	-	(3,926,244)	(3,926,244)	-	-	-	-	-	-	-	-
Distribution from revenue fund	211,651,643	-	211,651,643	-	(189,623,036)	81,439,283	734,664	-	-	319,100,732	-	-
Other interfund transactions – net	56,157,463	(19,149,439)	75,306,902	19,394,567	4,933,431	-	11,430,351	(3,909,144)	406,083	19,632,992	6,813,627	16,604,995
	476,018,753	(19,149,439)	495,168,192	15,468,323	27,445,286	81,439,283	12,165,015	(3,909,144)	406,083	338,733,724	6,813,627	16,604,995
Receipts over (under) disbursements and interfund and interproject transactions for the year ended December 31, 2013	1,395,753	-	1,395,753	111,739	3,445,771	(1,987,963)	(11,302)	(162,962)	470	-	-	-
Balance of cash, December 31, 2013	$ 19,713,782	-	19,713,782	(26,772)	6,477,574	13,823,666	(127,032)	(433,654)	-	-	-	-

See accompanying independent auditors' report.

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Schedule 6

NORTH TEXAS TOLLWAY SYSTEM

(An Enterprise Fund of the North Texas Tollway Authority)

Schedule of Toll Revenue and Traffic Analysis

Year Ended December 31, 2013

(Unaudited)

Toll revenue:		
AVI	$	453,393,976
ZipCash		118,198,079
Less bad debt expense		(46,133,481)
Total	$	525,458,574
Vehicle transactions (unaudited):		
Two-axle vehicle transactions		597,203,475
Multiaxle vehicle transactions		12,926,262
Nonrevenue vehicle transactions		2,314,850
Total		612,444,587
Toll revenue – average per day:		
AVI		1,242,175
Zipcash		323,830
Average	$	1,566,005
Vehicle transactions – average per day (unaudited):		
Two-axle vehicle transactions		1,636,174
Multiaxle vehicle transactions		35,414
Nonrevenue vehicle transactions		6,342
Average		1,677,930

Toll Revenue and Traffic by Class of Vehicle

Year Ended December 31, 2013

(Unaudited)

Class of vehicle	Revenue	Vehicle transactions
Two-axle vehicles	$ 453,393,976	597,203,475
Multiaxle vehicles and combinations	118,198,079	12,926,262
Less bad debt expense	(46,133,481)	
Nonrevenue vehicles	-	2,314,850
Toll revenue	525,458,574	612,444,587

See accompanying independent auditors' report.

Schedule 7

NORTH TEXAS TOLLWAY SYSTEM

(An Enterprise Fund of the North Texas Tollway Authority)

Schedule of Toll Rates

As of December 31, 2013

(Unaudited)

	Two-axle passenger cars and trucks		Three-axle vehicles and vehicle combinations		Four-axle vehicles and vehicle combinations		Five-axle vehicles and vehicle combinations		Six or more axle vehicles and special permits	
	ZipCash	TollTag	ZipCash	TollTag	ZipCash	TollTag	ZipCash	TollTag	ZipCash	TollTag
Dallas North Tollway:										
Wycliff Main Lane Gantry (MLP1)	$ 2.00	$ 1.33	$ 4.00	$ 2.66	$ 6.00	$ 3.99	$ 8.00	$ 5.32	$ 10.00	$ 6.65
Mockingbird Lane (MOCLN)	1.46	0.97	2.92	1.94	4.38	2.91	5.84	3.88	7.30	4.85
Northwest Highway (NORHY)	0.99	0.66	1.98	1.32	2.97	1.98	3.96	2.64	4.95	3.30
Royal Lane (ROYLN)	0.57	0.35	1.14	0.70	1.71	1.05	2.28	1.40	2.85	1.75
Spring Valley Road (SPVRD)	0.45	0.23	0.90	0.46	1.35	0.69	1.80	0.92	2.25	1.15
Belt Line Road (BELRD)	0.53	0.31	1.06	0.62	1.59	0.93	2.12	1.24	2.65	1.55
Keller Springs Road (KESRD)	0.69	0.46	1.38	0.92	2.07	1.38	2.76	1.84	3.45	2.30
Trinity Mills Main Lane Gantry (MLP2)	1.43	0.95	2.86	1.90	4.29	2.85	5.72	3.80	7.15	4.75
Frankford Road (FRARD)	0.45	0.23	0.90	0.46	1.35	0.69	1.80	0.92	2.25	1.15
Park Boulevard (PARBD)	0.45	0.23	0.90	0.46	1.35	0.69	1.80	0.92	2.25	1.15
Parker Main Lane Gantry (MLP3)	1.28	0.85	2.56	1.70	3.84	2.55	5.12	3.40	6.40	4.25
Parker Road (PARRD)	0.77	0.51	1.54	1.02	2.31	1.53	3.08	2.04	3.85	2.55
Spring Creek Parkway (SPCPY)	0.50	0.28	1.00	0.56	1.50	0.84	2.00	1.12	2.50	1.40
Legacy Drive (LEGDR)	0.45	0.23	0.90	0.46	1.35	0.69	1.80	0.92	2.25	1.15
Headquarters Drive (HEADR)	0.45	0.23	0.90	0.46	1.35	0.69	1.80	0.92	2.25	1.15
Gaylord Parkway (GAYPY)	0.45	0.23	0.90	0.46	1.35	0.69	1.80	0.92	2.25	1.15
Lebanon Road (LEBRD)	0.57	0.35	1.14	0.70	1.71	1.05	2.28	1.40	2.85	1.75
Stone Brook Parkway (STOPY)	0.66	0.44	1.32	0.88	1.98	1.32	2.64	1.76	3.30	2.20
Main Street (MAIST)	1.08	0.72	2.16	1.44	3.24	2.16	4.32	2.88	5.40	3.60
Eldorado Main Lane Gantry (MLP4)	2.24	1.49	4.48	2.98	6.72	4.47	8.96	5.96	11.20	7.45
Eldorado Parkway (ELDPY)	0.81	0.54	1.62	1.08	2.43	1.62	3.24	2.16	4.05	2.70
Addison Airport Toll Tunnel:	ZipCash	TollTag	ZipCash	TollTag	ZipCash	TollTag	ZipCash	TollTag	ZipCash	TollTag
Main Lane Gantry (AATT)	0.80	0.53	1.60	1.06	2.40	1.59	3.20	2.12	4.00	2.65
President George Bush Turnpike:	ZipCash	TollTag	ZipCash	TollTag	ZipCash	TollTag	ZipCash	TollTag	ZipCash	TollTag
North Garland Avenue (GARRD)	0.49	0.27	0.98	0.54	1.47	0.81	1.96	1.08	2.45	1.35
Campbell Road (CAMRD)	0.65	0.43	1.30	0.86	1.95	1.29	2.60	1.72	3.25	2.15
East Renner Road (ERERD)	1.05	0.70	2.10	1.40	3.15	2.10	4.20	2.80	5.25	3.50
Shiloh Main Lane Gantry (MLP6)	1.58	1.05	3.16	2.10	4.74	3.15	6.32	4.20	7.90	5.25
Shiloh Road (SHIRD)	0.81	0.54	1.62	1.08	2.43	1.62	3.24	2.16	4.05	2.70
West Renner Road (WRERD)	0.58	0.36	1.16	0.72	1.74	1.08	2.32	1.44	2.90	1.80
Independence Parkway (INDPY)	0.58	0.36	1.16	0.72	1.74	1.08	2.32	1.44	2.90	1.80
Coit Road (COIRD)	0.81	0.54	1.62	1.08	2.43	1.62	3.24	2.16	4.05	2.70
Coit Main Lane Gantry (MLP7)	1.71	1.14	3.42	2.28	5.13	3.42	6.84	4.56	8.55	5.70
Preston Road (PRERD)	0.52	0.30	1.04	0.60	1.56	0.90	2.08	1.20	2.60	1.50
Midway Road (MIDRD)	0.45	0.23	0.90	0.46	1.35	0.69	1.80	0.92	2.25	1.15
Marsh Lane (MARLN)	0.53	0.31	1.06	0.62	1.59	0.93	2.12	1.24	2.65	1.55
Frankford Main Lane Gantry (MLP8)	1.59	1.06	3.18	2.12	4.77	3.18	6.36	4.24	7.95	5.30
Kelly Boulevard (KELBD)	0.84	0.56	1.68	1.12	2.52	1.68	3.36	2.24	4.20	2.80
Josey Lane (JOSLN)	0.58	0.36	1.16	0.72	1.74	1.08	2.32	1.44	2.90	1.80
Sandy Lake Main Lane Gantry (MLP9)	1.26	0.84	2.52	1.68	3.78	2.52	5.04	3.36	6.30	4.20
Belt Line - Luna Road (NBERD)	0.75	0.50	1.50	1.00	2.25	1.50	3.00	2.00	3.75	2.50
Royal Lane (ROYLN)	0.47	0.25	0.94	0.50	1.41	0.75	1.88	1.00	2.35	1.25
Belt Line Road (SBERD)	0.74	0.49	1.48	0.98	2.22	1.47	2.96	1.96	3.70	2.45
Belt Line Main Lane Ganrty (MLP10)	0.74	0.49	1.48	0.98	2.22	1.47	2.96	1.96	3.70	2.45
Mountain Creek Lake Bridge:	ZipCash	TollTag	ZipCash	TollTag	ZipCash	TollTag	ZipCash	TollTag	ZipCash	TollTag
Main Lane Gantry (MCLB)	0.80	0.53	1.60	1.06	2.40	1.59	3.20	2.12	4.00	2.65
Lewisville Lake Toll Bridge:	ZipCash	TollTag	ZipCash	TollTag	ZipCash	TollTag	ZipCash	TollTag	ZipCash	TollTag
Main Lane Gantry (LLTB)	1.59	1.06	3.18	2.12	4.77	3.18	6.36	4.24	7.95	5.30
Sam Rayburn Tollway (1)	ZipCash	TollTag	ZipCash	TollTag	ZipCash	TollTag	ZipCash	TollTag	ZipCash	TollTag
Denton Tap Main Lane Gantry (MLG1)	0.75	0.50	1.50	1.00	2.25	1.50	3.00	2.00	3.75	2.50
MacArthur Blvd (MACBD)	0.45	0.23	0.90	0.46	1.35	0.69	1.80	0.92	2.25	1.15
Carrollton Parkway (CARPY)	0.45	0.23	0.90	0.46	1.35	0.69	1.80	0.92	2.25	1.15
Parker Road (PARRD)	0.55	0.33	1.10	0.66	1.65	0.99	2.20	1.32	2.75	1.65
Old Denton Road (OLDRD)	0.60	0.38	1.20	0.76	1.80	1.14	2.40	1.52	3.00	1.90
Standridge Drive - South (SSTDR)	0.86	0.57	1.72	1.14	2.58	1.71	3.44	2.28	4.30	2.85
Josey Lane - South (SJOLN)	1.05	0.70	2.10	1.40	3.15	2.10	4.20	2.80	5.25	3.50
Josey Main Lane Gantry (MLG2)	1.95	1.30	3.90	2.60	5.85	3.90	7.80	5.20	9.75	6.50
Standridge Drive - North (NSTDR)	1.11	0.74	2.22	1.48	3.33	2.22	4.44	2.96	5.55	3.70
Josey Lane - North (NJOLN)	0.92	0.61	1.84	1.22	2.76	1.83	3.68	2.44	4.60	3.05
Plano Parkway (PLAPY)	0.72	0.48	1.44	0.96	2.16	1.44	2.88	1.92	3.60	2.40
Spring Creek Parkway (SPCPY)	0.46	0.24	0.92	0.48	1.38	0.72	1.84	0.96	2.30	1.20
Preston Road (PRERD)	0.45	0.23	0.90	0.46	1.35	0.69	1.80	0.92	2.25	1.15
Hillcrest Road (HILRD)	0.46	0.24	0.92	0.48	1.38	0.72	1.84	0.96	2.30	1.20
Coit Road (COIRD)	0.80	0.53	1.60	1.06	2.40	1.59	3.20	2.12	4.00	2.65
Independence Parkway (INDPY)	1.05	0.70	2.10	1.40	3.15	2.10	4.20	2.80	5.25	3.50
Custer Road - South (CUSRD)	1.31	0.87	2.62	1.74	3.93	2.61	5.24	3.48	6.55	4.35
Custer Main Lane Gantry (MLG3)	2.70	1.80	5.40	3.60	8.10	5.40	10.80	7.20	13.50	9.00
Exchange Parkway (SALDR)	1.41	0.94	2.82	1.88	4.23	2.82	5.64	3.76	7.05	4.70
Alma Drive (NALDR)	1.04	0.69	2.08	1.38	3.12	2.07	4.16	2.76	5.20	3.45
Stacy Road (STARD)	0.81	0.54	1.62	1.08	2.43	1.62	3.24	2.16	4.05	2.70
Lake Forest Drive (LAFDR)	0.64	0.42	1.28	0.84	1.92	1.26	2.56	1.68	3.20	2.10
Hardin Boulevard (HARBD)	0.49	0.27	0.98	0.54	1.47	0.81	1.96	1.08	2.45	1.35
PGBT EE (2)	ZipCash	TollTag	ZipCash	TollTag	ZipCash	TollTag	ZipCash	TollTag	ZipCash	TollTag
Miller Road (MLRRD)	0.60	0.38	1.20	0.76	1.80	1.14	2.40	1.52	3.00	1.90
Main Street/Lakeview Parkway (LAKPY)	0.77	0.51	1.54	1.02	2.31	1.53	3.08	2.04	3.85	2.55
Merritt - Liberty Grove Road (MERLG)	1.22	0.81	2.44	1.62	3.66	2.43	4.88	3.24	6.10	4.05
Merritt Main Lane Gantry (MLG5)	2.28	1.52	4.56	3.04	6.84	4.56	9.12	6.08	11.40	7.60
Miles Road (MLSRD)	0.55	0.33	1.10	0.66	1.65	0.99	2.20	1.32	2.75	1.65
Firewheel Parkway (FIRPY)	0.45	0.23	0.90	0.46	1.35	0.69	1.80	0.92	2.25	1.15
Crist Road (CRIRD)	0.45	0.23	0.90	0.46	1.35	0.69	1.80	0.92	2.25	1.15

(1) NTTA began collecting revenues on Sam Rayburn Tollway on its own behalf on September 1, 2008.

(2) PGBT EE mainlanes from SH 78 to IH 30 opened in December 2011.

Footnote: The Authority has converted all the facilities in the system to All Electronic Toll Collection (All ETC). Cash will no longer be accepted on NTTA facilities. Vehicles with no transponders will be billed through video tolling.

See accompanying independent auditors' report.

(3) PGBT EE mainlanes from SH 78 to IH 30 opened in December 2011

Footnote: The Authority has converted all the facilities in the system to All Electronic Toll Collection (All ETC). All customers will either have a TollTag or they will be billed according to business rules currently in place. Cash will not be accepted.

See accompanying independent auditors' report.

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Schedule 8

NORTH TEXAS TOLLWAY SYSTEM

(An Enterprise Fund of the North Texas Tollway Authority)
Schedule of Historical Traffic, Toll Revenues and Net Revenues
Year Ended December 31, 2013
(Unaudited)

Historical Traffic and Toll Revenue

The table below sets forth the annual revenue vehicle transactions and gross toll revenue with respect to the Dallas North Tollway System for the ten calendar years 2004 through 2013:

Year	Annual revenue vehicle transactions (unaudited)	Annual toll revenue
2004 (1)	315,031,754	160,695,030
2005 (2)	338,390,215	172,537,345
2006	370,696,171	191,434,120
2007 (3)	383,481,098	202,675,564
2008 (4)	412,272,003	240,776,791
2009 (5)	455,546,197	290,404,547
2010 (6)	481,913,338	366,597,323
2011 (7)	513,454,344	402,569,534
2012	585,051,845	485,463,608
2013	610,129,737	525,458,723

(1) Reflects the opening of Segment III of the President George Bush Turnpike from Midway Road to Frankford in March 2001 to IH 35 in July 2001 and Segment V on December 2001.
(2) Toll rate increase for the President George Bush Turnpike went into effect in January 2002
(1) Reflects the completion of DNT and State Highway 121 Interchange on April 2004.
(2) Reflects the opening of Segment IV of the President George Bush Turnpike in September 2005.
(3) Reflects the opening of DNT Phase 3 and toll rate increase in late September 2007.
(4) Reflects the opening of Sam Rayburn Tollway (121 Tollway) in September 2008.
(5) Reflects the opening of Lake Lewisville August 2009.
(6) Four major direct connectors at SRT/US75 interchange were opened during 2010
(7) PGBT EE mainlanes from SH 78 to IH 30 opened in December 2011

Historical Net Revenues

The table set forth below shows the Net Revenues for debt service (as defined by Trust Agreement) of the Dallas North Tollway System for the ten calendar years 2004 through 2013:

Year	Toll revenue	Current expenses	Investment and other earnings	Net revenues	Coverage
2004	$ 160,695,030	$ 47,680,750	$ 10,046,907	$ 123,061,187	2.00
2005	172,537,345	56,576,883	14,085,285	130,045,747	1.60
2006	191,434,120	61,421,158	18,259,576	148,272,538	1.98
2007	202,675,564	76,593,495	21,307,811	147,389,880	1.96
2008	240,776,791	80,668,732	20,958,496	181,066,555	1.60
2009	290,404,547	90,934,772	31,253,174	230,722,950	1.56
2010	366,597,323	95,709,839	30,086,350	300,973,834	1.61
2011	402,569,534	99,324,690	41,161,515	344,406,459	1.77
2012	485,463,608	151,466,804	28,832,506	362,829,310	1.47
2013	525,458,723	109,240,378	21,721,506	437,939,851	1.26

See accompanying independent auditors' report.

Schedule 9

NORTH TEXAS TOLLWAY SYSTEM

(An Enterprise Fund of the North Texas Tollway Authority)
Schedule of Capitalized Costs by Project
As of December 31, 2013
(Unaudited)

	Cumulative Total Through December 31, 2013
Dallas North Tollway - 3711	
Preliminary costs	17,663,848
Construction	155,999,243
Right-of-way	49,536,424
Engineering	22,056,064
Administration	3,332,630
Buildings	5,580,003
Land	1,781,434
Equipment	771,382
Subtotal	256,921,028
Financing costs	56,568,228
Total capitalized costs – Dallas North Tollway	313,489,256
Dallas North Tollway Extension - 3712	
Preliminary costs	6,619,071
Construction	211,325,099
Right-of-way	8,508,262
Engineering	25,116,391
Administration	1,413,506
Equipment	35,684
Subtotal	247,077,673
Financing costs	(3,329,736)
Total capitalized costs – Dallas North Tollway Extension	243,747,938
Addison Airport Toll Tunnel - 3741	
Preliminary costs	1,244,081
Construction	18,204,644
Right-of-way	617,278
Engineering	4,895,696
Administration	295,204
Subtotal	25,256,904
Financing costs	(1,015,147)
Total capitalized cost – Addison Airport Toll Tunnel	24,241,757
President George Bush Turnpike - Segments I - IV - 3721	
Preliminary costs	18,040,105
Construction	602,607,963
Right-of-way	76,906,305
Engineering	114,239,013
Administration	25,252,891
Buildings	24,016,957
Land	5,512,321
Equipment	49,656,961
Accumulated Depreciation on Equipment	(39,001,633)
Subtotal	877,230,881
Financing costs	56,228,431
Total capitalized cost – President George Bush Turnpike - Segments I - IV	933,459,312
President George Bush Turnpike - Segment V - 3723	
Preliminary costs	1,596,209
Construction	68,433,928
Right-of-way	16,460
Engineering	8,981,476
Administration	235,829
Subtotal	79,263,902
Financing costs	9,980,227
Total capitalized cost – President George Bush Turnpike - Segment V	89,244,129

(continued)

Schedule 9

NORTH TEXAS TOLLWAY SYSTEM
(An Enterprise Fund of the North Texas Tollway Authority)
Schedule of Capitalized Costs by Project
As of December 31, 2013
(Unaudited)

	Cumulative Total Through December 31, 2013
Dallas North Tollway Phase 3 - 3713	
Preliminary costs	5,118,816
Construction	229,837,506
Right-of-way	569,831
Engineering	33,061,961
Administration	2,690,663
Subtotal	271,278,777
Financing costs	(20,316,333)
Total capitalized cost – Dallas North Tollway Phase 3	250,962,444
Lewisville Lake Toll Bridge - 3761	
Preliminary costs	9,876
Construction	99,165,048
Right-of-way	13,177
Engineering	14,319,827
Administration	249,624
Subtotal	113,757,552
Financing costs	(405,373)
Total capitalized cost – Lewisville Lake Toll Bridge	113,352,179
President George Bush Turnpike - Eastern Extension - 3722	
Infrastructure (Other)	30,192
Construction	381,044,177
Right-of-way	104,963,084
Engineering	71,840,483
Administration	4,850,422
Subtotal	562,728,358
Financing costs	51,010,196
Total capitalized cost – President George Bush Turnpike - Eastern Extension	613,738,554
Totals by Category	
Infrastructure (Other)	30,192
Preliminary costs	51,623,689
Construction	96,737,854
Right-of-way	256,283,956
Engineering	383,366,477
Administration	59,551,333
Buildings	29,596,959
Land	7,293,755
Roadways	2,174,850,855
Equipment	50,748,723
Accumulated depreciation equipment	(39,001,629)
Subtotal	3,071,082,164
Financing costs	285,607,815
Total Capitalized Cost as of December 31, 2013	$ 3,356,689,979

(concluded)

(1) Total capitalized cost includes bond discount/(premiums), which have been capitalized in accordance with the Trust Agreement.

These costs are netted against revenue bonds within the statement of net position.

See accompanying independent auditors' report.

Schedule 10

NORTH TEXAS TOLLWAY SYSTEM
(An Enterprise Fund of the North Texas Tollway Authority)
Schedule of Deferred Study Costs - Feasibility Study Fund
Year ended December 31, 2013
(Unaudited)

The table below sets forth the accumulated deferred study costs, by project, through December 31, 2013 that have not been transferred out of the Feasibility Study Fund into a construction project.

Projects	Accumulated December 31, 2013
Trinity Tollway	$ 374,328
SH 161 FSF (FREE)	133,015
Dallas North Tollway:	
380 Interchange	285,767
Extension Phase 4	3,738,109
Extension Phase 4B/5A	3,601,870
President George Bush Turnpike - East Branch	121,176
State Highway 360	6,574,035
Trinity Parkway	37,139,041
North Central Texas Council of Governments	848,892
State Highway 170 - Alliance Gateway	4,936,262
Capital Planning Model	364,329
Collin/Grayson Corridor	175,712
Future Bond Issue Planning	336,519
State Highway 183 Managed Lanes	901,486
Collin County Outer Loop	3,152
Denton County Corridor	7,857
Loop 9	32,649
IH35 E Managed Lanes	60,494
	$ 59,634,693

See accompanying independent auditor's report

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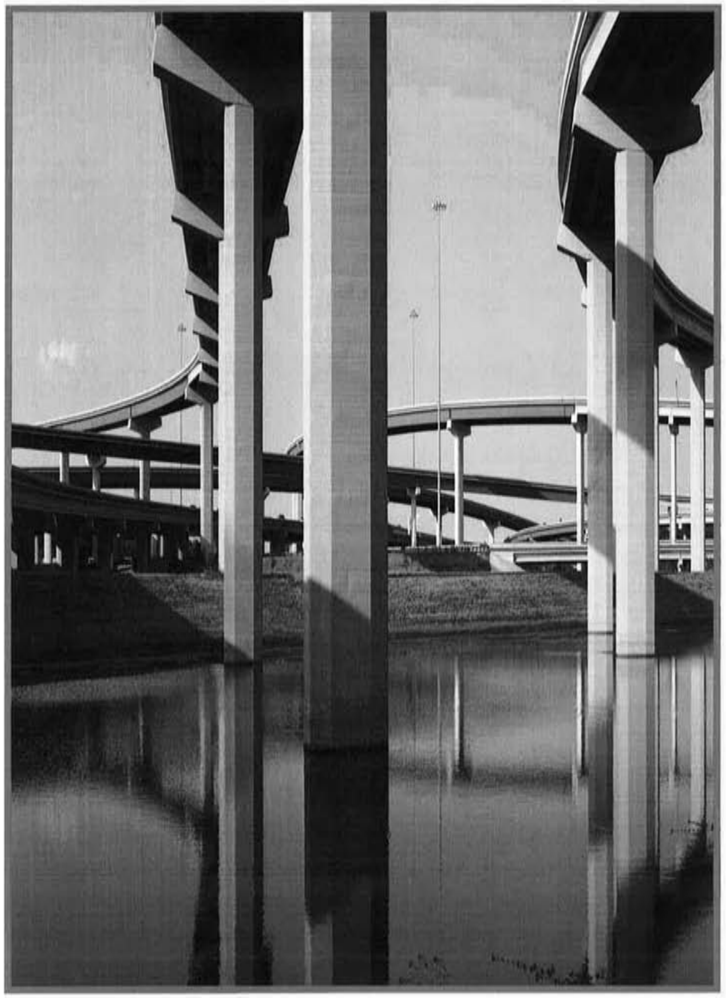


NORTH TEXAS TOLLWAY SYSTEM
(An Enterprise Fund of the North Texas Tollway Authority)
INTRODUCTION TO STATISTICAL SECTION
(Unaudited)

INTRODUCTION

Governmental Accounting Standards Board (GASB) Statement 44 "Economic Condition Reporting": The Statistical Section requires that certain detailed statistical information be presented in this section, typically in ten year trends, to assist users in utilizing the basic financial statements, notes to the financial statements and required supplementary information in order to assess the economic condition of the System.

FINANCIAL TRENDS

These tables contain information to help the reader understand how the Authority's financial performance and well being have changed over time.

REVENUE CAPACITY

These tables contain information to help the reader assess the Authority's most significant revenue sources.

DEBT CAPACITY

These tables present information to help the reader assess the affordability of the Authority's current current level of outstanding debt and the Authority's ability to issue additional debt in the future.

DEMOGRAPHIC AND ECONOMIC INFORMATION

These tables offer demographic and economic indicators to help the reader understand the environment within which the Authority's financial activities take place.

OPERATING INFORMATION

These tables contain service and infrastructure data to help the reader understand how the information in the Authority's financial report relates to the services the Authority provides and the activities it performs.

Sources: Unless other noted, the information in the following tables is derived from the annual financial reports for the relevant years.

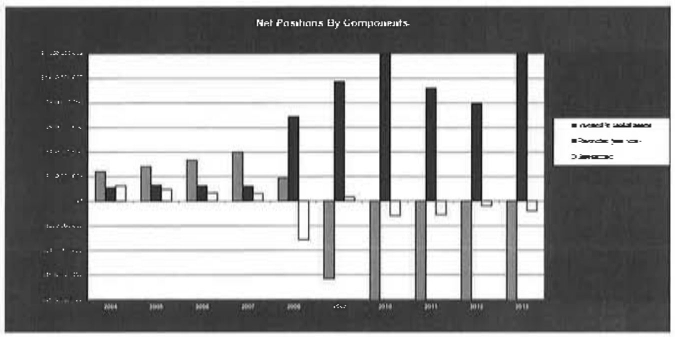
B-1-44

NORTH TEXAS TOLLWAY SYSTEM
(An Enterprise Fund of the North Texas Tollway Authority)
Net Positions by Components
Last Ten Fiscal Years
(Unaudited)

Business-Type Activities

Components	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
Invested in capital assets	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
Restricted (see note)	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
Unrestricted	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
Total net positions	471,736,866	505,048,661	521,368,643	581,602,436	557,929,151	370,671,733	259,525,981	-373,505,494	-409,771,547	-674,676,884

NOTE—[illegible] GASB [illegible] FY 2002 is not available.



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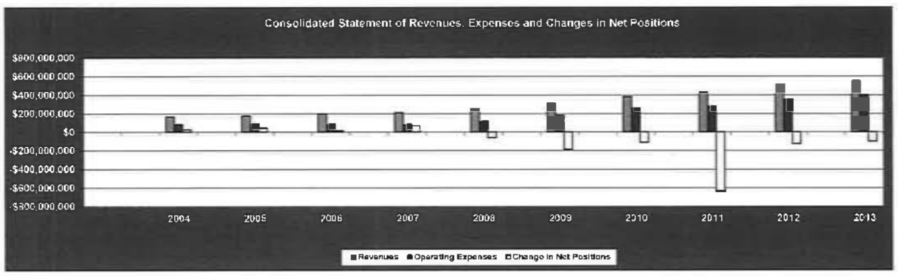
NORTH TEXAS TOLLWAY SYSTEM
(An Enterprise Fund of the North Texas Tollway Authority)
Statements of Revenues, Expenses, and Changes in Net Positions
Last Ten Fiscal Years
(Unaudited)

Business-Type Activities	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
Revenues										
Tolls	$ 160,695,030	$ 172,537,345	$ 191,434,120	$ 202,675,564	$ 240,776,791	$ 290,404,547	$ 366,597,323	$ 402,569,534	$ 485,463,608	$ 525,456,723
Other (1)	4,574,224	5,103,941	6,647,546	7,988,624	9,273,124	17,195,849	17,268,589	28,372,616	20,729,193	26,136,924
Total operating revenues	165,269,254	177,641,286	198,081,666	210,664,188	250,049,915	307,600,396	383,865,912	430,942,150	506,192,801	551,597,647
Operating expenses										
Administration	7,630,681	8,351,359	8,899,052	10,910,385	12,604,559	22,501,450	21,106,566	22,159,182	22,982,801	23,296,130
Operations	43,058,169	48,196,524	52,522,106	64,660,897	66,064,173	58,433,322	74,604,274	77,166,408	93,253,522	88,469,679
Reserve maintenance	10,990,224	7,453,753	22,771,522	23,858,254	15,254,548	15,444,672	11,701,225	16,540,873	11,446,757	10,915,105
Capital improvement	24,268,247	30,117,098	31,975,003	33,381,445	38,541,652	20,039,108	15,259,590	36,535,270	36,691,517	27,541,687
Total operating expenses before depreciation	82,939,221	94,177,734	116,168,083	132,810,991	137,464,932	126,418,552	125,670,654	152,400,733	153,374,598	150,224,601
Operating income before depreciation	82,330,033	83,463,552	81,913,583	77,853,197	112,584,983	181,181,844	258,195,258	278,541,417	352,818,203	401,373,046
Amortization of intangible (SRT)	-	-	-	-	-	-	-	(53,947,216)	(53,943,350)	(53,943,350)
Depreciation	(1,662,808)	(2,092,925)	(2,126,037)	(1,800,225)	(3,481,013)	(4,529,323)	(4,794,093)	(5,690,150)	(6,038,350)	(6,203,704)
Operating income	80,667,225	81,370,727	79,787,546	76,052,972	109,103,970	176,652,521	253,401,165	218,904,051	292,836,493	341,225,992
Nonoperating revenues (expenses)										
Interest earned on investments	10,458,474	13,562,625	15,560,756	17,582,664	50,438,067	25,219,356	22,125,266	17,672,334	10,112,696	415,671
Net increase(decrease) in the fair value of investments	(1,676,391)	(1,087,627)	2,335,448	1,067,965	24,565,168	(13,371,574)	3,588,196	(3,869,549)	(4,962,380)	(8,737,982)
Unallocated infrastructure depreciation	-	-	-	-	(24,556,772)	(50,703,206)	(63,801,540)	-	-	-
Interest expense on revenue bonds	(46,017,953)	(55,184,959)	(63,414,350)	(62,420,707)	(227,034,584)	(362,454,434)	(371,173,164)	(343,422,746)	(444,746,741)	(442,625,824)
Interest expense on short term notes	-	-	(24,658)	(2,653,677)	(36,086,229)	(6,354,724)	(5,269,247)	(5,269,405)	(3,032,654)	(5,814,320)
Bond premium/discount amortization	1,336,815	1,285,475	1,515,562	1,386,513	(217,615)	(1,658,281)	6,330,506	(43,237,386)	992,614	1,322,096
Bond issuance cost amortization	-	-	-	-	(17,543,223)	(9,216,397)	(5,002,937)	(4,173,546)	(4,147,166)	-
Deferred amount on refunding amortization	(8,147,053)	(7,030,110)	(6,567,286)	(3,017,291)	(5,634,083)	(8,911,969)	(571,890)	(6,829,046)	(4,701,591)	2,264,029
SWAP termination payment	-	-	-	-	(4,511,011)	(5,981,700)	-	-	-	-
Net amount on refunded bonds	-	-	-	-	(3,167,688)	-	-	-	-	-
Contributed capital to the Feasibility Study Fund	(11,890,500)	-	(25,000,000)	25,000,000	-	-	-	-	-	-
Transfer to SPS & Enterprise	-	-	-	-	-	-	(217,866)	(508,991,349)	511,570	919,608
Capital Grant Contributions	-	-	-	-	74,902,422	59,582,583	31,526,405	25,712,730	5,523,979	8,389,180
BABs Subsidy	-	-	-	-	-	7,499,570	26,253,784	28,978,075	28,978,075	26,674,319
Other	(342,570)	395,564	1,013,964	135,327	(355,245)	2,565,331	(7,346,832)	1,284,373	6,069,273	(16,163,752)
Net nonoperating revenues (expenses)	(54,410,478)	(48,058,932)	(63,477,564)	(15,909,179)	(169,269,873)	(363,909,939)	(364,546,917)	(841,935,516)	(409,102,546)	(430,822,077)
Change in net positions	$ 26,256,747	$ 33,311,795	$ 16,309,982	$ 60,143,793	$ (60,165,903)	$ (187,257,418)	$ (111,145,752)	$ (633,031,475)	$ (126,266,053)	$ (99,596,085)

(1) Administrative fees, parking transaction fees, statement fees and miscellaneous charges.



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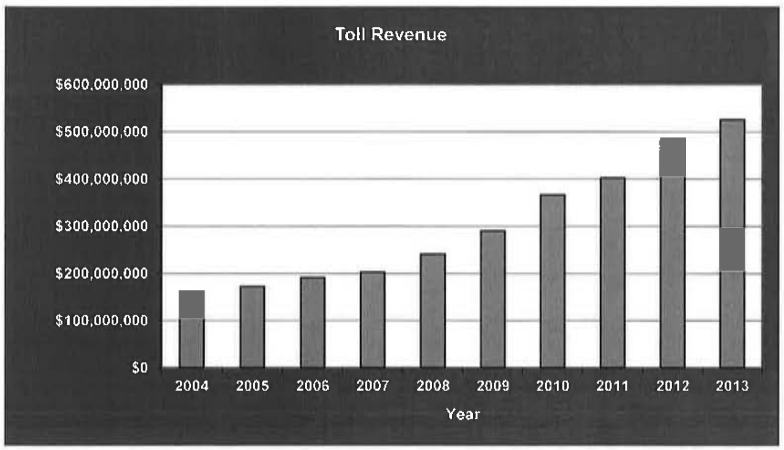
NORTH TEXAS TOLLWAY SYSTEM
(An Enterprise Fund of the North Texas Tollway Authority)
Traffic and Toll Revenue
Last Ten Fiscal Years
(Unaudited)

Year	Annual Revenue Vehicle Transactions	Annual Toll Revenue	Average Toll Rate per Transaction
2004	315,031,754	160,695,030	0.51
2005	338,390,215	172,537,345	0.51
2006	370,696,171	191,434,120	0.52
2007	383,481,098	202,675,564	0.53
2008	412,272,003	240,776,791	0.58
2009	455,546,197	290,404,547	0.64
2010	481,913,338	366,597,323	0.76
2011	513,454,344	402,569,534	0.78
2012	585,051,845	485,463,608	0.83
2013	610,129,737	525,458,723	0.86



NORTH TEXAS TOLLWAY SYSTEM
(An Enterprise Fund of the North Texas Tollway Authority)
Toll Rates
Last Ten Fiscal Years
(Unaudited)

Two axle passenger cars and trucks Roadway		2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
Dallas North Tollway:											
Main Lane Plaza 1	Cash	$0.75	$0.75	$0.75	-	-	-	-	-	-	-
	TollTag	0.60	0.60	0.60	$0.60	$0.70	$1.26	$1.26	$1.33	$1.33	1.40
(all ETC, effective in Jan., 2007)	ZipCash	-	-	-	0.75	1.00	1.89	1.89	2.00	2.00	2.10
Main Lane Plaza 2	Cash/ZipCash	0.75	0.75	0.75	1.00	1.00	1.35	1.35	1.43	1.43	1.52
	TollTag	0.60	0.60	0.60	0.70	0.70	0.90	0.90	0.95	0.95	1.01
Main Lane Plaza 3	Cash/ZipCash	0.75	0.75	0.75	1.00	1.00	1.20	1.20	1.28	1.28	1.35
	TollTag	0.60	0.60	0.60	0.70	0.70	0.80	0.80	0.85	0.85	0.90
Main Lane Plaza 4 (1)	Cash/ZipCash	-	-	-	1.30	1.30	2.15	2.12	2.24	2.24	2.37
	TollTag	-	-	-	1.05	1.05	1.41	1.41	1.49	1.49	1.58
Addison Airport Toll Tunnel:											
Mainlane Plaza	Cash/ZipCash	0.50	0.50	0.50	0.50	0.50	0.75	0.75	0.80	0.80	0.84
	TollTag	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.53	0.53	0.56
President George Bush Turnpike:											
Main Lane Plaza 5 (9)	ZipCash	-	-	-	-	-	-	-	2.28	2.28	2.42
	TollTag	-	-	-	-	-	-	-	1.52	1.52	1.61
Main Lane Plaza 6	Cash/ZipCash	0.75	0.75	0.75	1.00	1.00	1.50	1.50	1.59	1.58	1.67
	TollTag	0.60	0.60	0.60	0.70	0.70	1.00	1.00	1.05	1.05	1.11
Main Lane Plaza 7	Cash/ZipCash	0.75	0.75	0.75	1.00	1.00	1.62	1.62	1.71	1.71	1.80
	TollTag	0.60	0.60	0.60	0.70	0.70	1.08	1.08	1.14	1.14	1.20
Main Lane Plaza 8 (2)	Cash/ZipCash	0.75	0.75	0.75	1.00	1.00	1.50	1.50	1.59	1.59	1.68
	TollTag	0.60	0.60	0.60	0.70	0.70	1.00	1.00	1.06	1.06	1.12
Main Lane Plaza 9 (3)	Cash/ZipCash	-	0.75	0.75	1.00	1.00	1.20	1.20	1.26	1.26	1.34
	TollTag	-	0.60	0.60	0.70	0.70	0.80	0.80	0.84	0.84	0.89
Main Lane Plaza 10 (4)	Cash/ZipCash	0.75	0.75	0.75	1.00	1.00	0.69	0.69	0.74	0.74	0.77
	TollTag	0.60	0.60	0.60	0.70	0.70	0.46	0.46	0.49	0.49	0.51
Mountain Creek Lake Bridge:											
Mainlane Plaza	Cash/ZipCash	0.50	0.50	0.50	0.50	0.50	0.75	0.75	0.80	0.80	0.84
	TollTag	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.53	0.53	0.56
Sam Rayburn Tollway (SRT):											
Main Lane Gantry 1 (5)	ZipCash	-	-	-	-	0.65	0.72	0.72	0.75	0.75	0.80
	TollTag	-	-	-	-	0.45	0.48	0.48	0.50	0.50	0.53
Main Lane Gantry 2 (5)	ZipCash	-	-	-	-	1.71	1.86	1.86	1.95	1.95	2.07
	TollTag	-	-	-	-	1.18	1.24	1.24	1.30	1.30	1.38
Main Lane Gantry 3 (6) (8)	ZipCash	-	-	-	-	-	2.04	2.57	2.70	2.70	2.87
	TollTag	-	-	-	-	-	1.36	1.71	1.80	1.80	1.91
Lewisville Lake Toll Bridge:											
Mainlane Plaza (7)	ZipCash	-	-	-	-	-	1.50	1.50	1.59	1.59	1.68
	TollTag	-	-	-	-	-	1.00	1.00	1.06	1.06	1.12

(1) Main Lane Plaza 4 opened September 2007
(2) Main Lane Plaza 8 opened July 2001
(3) Main Lane Plaza 9 opened September 2005
(4) Main Lane Plaza 10 opened December 2001
(5) Main Lane Gantry 1 & 2 (ETC) on SRT; NTTA began collecting revenues on SRT on its own behalf on September 1, 2008
(6) Main Lane Plaza 3 on SRT opened September 2009
(7) Lewisville Lake Toll Bridge opened August 2009
(8) SRT mainlanes were extended to US 75 in December 2010
(9) PGBT EE mainlanes from SH 78 to IH 30 opened in December 2011
Note: The Authority has converted all the facilities in the system to All Electronic Toll Collection (All ETC).
Cash will no longer be accepted on NTTA facilities. Vehicles with no transponders will be billed through video tolling.
Toll rates are 16.16 cents per mile effective July 1, 2013
Toll rates are 16.16 cents per mile effective July 1, 2013

NORTH TEXAS TOLLWAY SYSTEM
(An Enterprise Fund of the North Texas Tollway Authority)
Toll Rates
Last Ten Fiscal Years
(Unaudited)

Three-axle vehicle and vehicle combination Roadway		2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
Dallas North Tollway:											
Main Lane Plaza 1	Cash	$1.20	$1.20	$1.20	-	-	-	-	-	-	-
	TollTag	0.95	0.95	0.95	$0.95	$1.40	$2.52	$2.52	$2.66	$2.66	2.80
(all ETC, effective in Jan., 2007)	ZipCash	-	-	-	1.20	2.00	3.78	3.78	4.00	4.00	4.20
Main Lane Plaza 2	Cash/ZipCash	1.20	1.20	1.20	2.00	2.00	2.70	2.70	2.86	2.86	3.04
	TollTag	0.95	0.95	0.95	1.40	1.40	1.80	1.80	1.90	1.90	2.02
Main Lane Plaza 3	Cash/ZipCash	1.20	1.20	1.20	2.00	2.00	2.40	2.40	2.56	2.56	2.70
	TollTag	0.95	0.95	0.95	1.40	1.40	1.60	1.60	1.70	1.70	1.80
Main Lane Plaza 4 (1)	Cash/ZipCash	-	-	-	2.60	2.60	4.30	4.24	4.48	4.48	4.74
	TollTag	-	-	-	2.10	2.10	2.82	2.82	2.98	2.98	3.16
Addison Airport Toll Tunnel:											
Mainlane Plaza	Cash/ZipCash	0.50	0.50	0.50	0.50	0.50	1.50	1.50	1.60	1.60	1.68
	TollTag	0.50	0.50	0.50	0.50	0.50	1.00	1.00	1.06	1.06	1.12
President George Bush Turnpike:											
Main Lane Plaza 5 (9)	ZipCash	-	-	-	-	-	-	-	4.56	4.56	4.84
	TollTag	-	-	-	-	-	-	-	3.04	3.04	3.22
Main Lane Plaza 6	Cash/ZipCash	1.50	1.50	1.50	2.00	2.00	3.00	3.00	3.16	3.16	3.34
	TollTag	1.20	1.20	1.20	1.40	1.40	2.00	2.00	2.10	2.10	2.22
Main Lane Plaza 7	Cash/ZipCash	1.50	1.50	1.50	2.00	2.00	3.24	3.24	3.42	3.42	3.60
	TollTag	1.20	1.20	1.20	1.40	1.40	2.16	2.16	2.28	2.28	2.40
Main Lane Plaza 8 (2)	Cash/ZipCash	1.50	1.50	1.50	2.00	2.00	3.00	3.00	3.18	3.18	3.36
	TollTag	1.20	1.20	1.20	1.40	1.40	2.00	2.00	2.12	2.12	2.24
Main Lane Plaza 9 (3)	Cash/ZipCash	-	1.50	1.50	2.00	2.00	2.40	2.40	2.52	2.52	2.68
	TollTag	-	1.20	1.20	1.40	1.40	1.60	1.60	1.68	1.68	1.78
Main Lane Plaza 10 (4)	Cash/ZipCash	1.50	1.50	1.50	2.00	2.00	1.38	1.38	1.48	1.48	1.54
	TollTag	1.20	1.20	1.20	1.40	1.40	0.92	0.92	0.98	0.98	1.02
Mountain Creek Lake Bridge:											
Main lane Plaza	Cash/ZipCash	0.75	0.75	0.75	0.75	0.75	1.50	1.50	1.50	1.60	1.68
	TollTag	0.75	0.75	0.75	0.75	0.75	1.00	1.00	1.06	1.06	1.12
Sam Rayburn Tollway (SRT):											
Main Lane Gantry 1 (5)	ZipCash	-	-	-	-	1.30	1.44	1.44	1.50	1.50	1.60
	TollTag	-	-	-	-	0.80	0.96	0.96	1.00	1.00	1.06
Main Lane Gantry 2 (5)	ZipCash	-	-	-	-	3.42	3.72	3.72	3.90	3.90	4.14
	TollTag	-	-	-	-	2.36	2.48	2.48	2.60	2.60	2.76
Main Lane Gantry 3 (6) (8)	ZipCash	-	-	-	-	-	4.08	5.14	5.40	5.40	5.74
	TollTag	-	-	-	-	-	2.72	3.42	3.60	3.60	3.82
Lewisville Lake Toll Bridge:											
Mainlane Plaza (7)	ZipCash	-	-	-	-	-	3.00	3.00	3.18	3.18	3.38
	TollTag	-	-	-	-	-	2.00	2.00	2.12	2.12	2.24

(1) Main Lane Plaza 4 opened September 2007
(2) Main Lane Plaza 8 opened July 2001
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(8) SRT mainlanes were extended to US 75 in December 2010
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Note: The Authority has converted all the facilities in the system to All Electronic Toll Collection (All ETC).
Cash will no longer be accepted on NTTA facilities. Vehicles with no transponders will be billed through video tolling.
Toll rates are 16.16 cents per mile effective July 1, 2013

NORTH TEXAS TOLLWAY SYSTEM
(An Enterprise Fund of the North Texas Tollway Authority)
Toll Rates
Last Ten Fiscal Years
(Unaudited)

Four-axle vehicle and vehicle combination Roadway		2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
Dallas North Tollway:											
Main Lane Plaza 1	Cash	$1.50	$1.50	$1.50	-	-	-	-	-	-	-
	TollTag	1.20	1.20	1.20	$1.20	$2.10	$3.78	$3.78	$3.99	$3.99	4.20
(all ETC, effective in Jan., 2007)	ZipCash	-	-	-	1.50	3.00	5.67	5.67	6.00	6.00	6.30
Main Lane Plaza 2	Cash/ZipCash	1.50	1.50	1.50	3.00	3.00	4.05	4.05	4.29	4.29	4.56
	TollTag	1.20	1.20	1.20	2.10	2.10	2.70	2.70	2.85	2.85	3.03
Main Lane Plaza 3	Cash/ZipCash	1.50	1.50	1.50	3.00	3.00	3.60	3.60	3.84	3.84	4.05
	TollTag	1.20	1.20	1.20	2.10	2.10	2.40	2.40	2.55	2.55	2.70
Main Lane Plaza 4 (1)	Cash/ZipCash	-	-	-	3.90	3.90	6.45	6.36	6.72	6.72	7.11
	TollTag	-	-	-	3.15	3.15	4.23	4.23	4.47	4.47	4.74
Addison Airport Toll Tunnel:											
Mainlane Plaza	Cash/ZipCash	0.50	0.50	0.50	0.50	0.50	2.25	2.25	2.40	2.40	2.52
	TollTag	0.50	0.50	0.50	0.50	0.50	1.50	1.50	1.59	1.59	1.68
President George Bush Turnpike:											
Main Lane Plaza 5 (9)	ZipCash	-	-	-	-	-	-	-	6.84	6.84	7.26
	TollTag	-	-	-	-	-	-	-	4.56	4.56	4.83
Main Lane Plaza 6	Cash/ZipCash	2.25	2.25	2.25	3.00	3.00	4.50	4.50	4.74	4.74	5.01
	TollTag	1.80	1.80	1.80	2.10	2.10	3.00	3.00	3.15	3.15	3.33
Main Lane Plaza 7	Cash/ZipCash	2.25	2.25	2.25	3.00	3.00	4.86	4.86	5.13	5.13	5.40
	TollTag	1.80	1.80	1.80	2.10	2.10	3.24	3.24	3.42	3.42	3.60
Main Lane Plaza 8 (2)	Cash/ZipCash	2.25	2.25	2.25	3.00	3.00	4.50	4.50	4.77	4.77	5.04
	TollTag	1.80	1.80	1.80	2.10	2.10	3.00	3.00	3.18	3.18	3.36
Main Lane Plaza 9 (3)	Cash/ZipCash	-	2.25	2.25	3.00	3.00	3.60	3.60	3.78	3.78	4.02
	TollTag	-	1.80	1.80	2.10	2.10	2.40	2.40	2.52	2.52	2.67
Main Lane Plaza 10 (4)	Cash/ZipCash	2.25	2.25	2.25	3.00	3.00	2.07	2.07	2.22	2.22	2.31
	TollTag	1.80	1.80	1.80	2.10	2.10	1.38	1.38	1.47	1.47	1.53
Mountain Creek Lake Bridge:											
Main lane Plaza	Cash/ZipCash	1.00	1.00	1.00	1.00	1.00	2.25	2.25	2.40	2.40	2.52
	TollTag	1.00	1.00	1.00	1.00	1.00	1.50	1.50	1.59	1.59	1.68
Sam Rayburn Tollway (SRT):											
Main Lane Gantry 1 (5)	ZipCash	-	-	-	-	1.95	2.16	2.16	2.25	2.25	2.40
	TollTag	-	-	-	-	1.35	1.44	1.44	1.50	1.50	1.29
Main Lane Gantry 2 (5)	ZipCash	-	-	-	-	5.13	5.58	5.58	5.85	5.85	6.21
	TollTag	-	-	-	-	3.54	3.72	3.72	3.90	3.90	4.14
Main Lane Gantry 3 (6) (8)	ZipCash	-	-	-	-	-	6.12	7.71	8.10	8.10	8.61
	TollTag	-	-	-	-	-	4.08	5.13	5.40	5.40	5.73
Lewisville Lake Toll Bridge:											
Mainlane Plaza (7)	ZipCash	-	-	-	-	-	4.50	4.50	4.77	4.77	5.04
	TollTag	-	-	-	-	-	3.00	3.00	3.18	3.18	3.36

(1) Main Lane Plaza 4 opened September 2007
(2) Main Lane Plaza 8 opened July 2001
(3) Main Lane Plaza 9 opened September 2005
(4) Main Lane Plaza 10 opened December 2001
(5) Main Lane Gantry 1 & 2 (ETC) on SRT; NTTA began collecting revenues on SRT on its own behalf on September 1, 2008
(6) Main Lane Plaza 3 on SRT opened September 2009
(7) Lewisville Lake Toll Bridge opened August 2009
(8) SRT mainlanes were extended to US 75 in December 2010
(9) PGBT EE mainlanes from SH 78 to IH 30 opened in December 2011
Note: The Authority has converted all the facilities in the system to All Electronic Toll Collection (All ETC).
Cash will no longer be accepted on NTTA facilities. Vehicles with no transponders will be billed through video tolling.
Toll rates are 16.16 cents per mile effective July 1, 2013

NORTH TEXAS TOLLWAY SYSTEM
(An Enterprise Fund of the North Texas Tollway Authority)
Toll Rates
Last Ten Fiscal Years
(Unaudited)

Five-axle vehicle and vehicle combination Roadway		2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
Dallas North Tollway:											
Main Lane Plaza 1	Cash	$1.80	$1.80	$1.80	-	-	-	-	-	-	-
	TollTag	1.45	1.45	1.45	$1.45	$2.80	$5.04	$5.04	$5.32	$5.32	5.60
(all ETC, effective in Jan., 2007)	ZipCash	-	-	-	1.80	4.00	7.56	7.56	8.00	8.00	8.40
Main Lane Plaza 2	Cash/ZipCash	1.80	1.80	1.80	4.00	4.00	5.40	5.40	5.72	5.72	6.08
	TollTag	1.45	1.45	1.45	2.80	2.80	3.60	3.60	3.80	3.80	4.04
Main Lane Plaza 3	Cash/ZipCash	1.80	1.80	1.80	4.00	4.00	4.80	4.80	5.12	5.12	5.40
	TollTag	1.45	1.45	1.45	2.80	2.80	3.20	3.20	3.40	3.40	3.60
Main Lane Plaza 4 (1)	Cash/ZipCash	-	-	-	5.20	5.20	8.60	8.48	8.96	8.96	9.48
	TollTag	-	-	-	4.20	4.20	5.64	5.64	5.96	5.96	6.32
Addison Airport Toll Tunnel:											
Mainlane Plaza	Cash/ZipCash	0.50	0.50	0.50	0.50	0.50	3.00	3.00	3.20	3.20	3.36
	TollTag	0.50	0.50	0.50	0.50	0.50	2.00	2.00	2.12	2.12	2.24
President George Bush Turnpike:											
Main Lane Plaza 5 (9)	ZipCash	-	-	-	-	-	-	-	9.12	9.12	9.68
	TollTag	-	-	-	-	-	-	-	6.08	6.08	6.44
Main Lane Plaza 6	Cash/ZipCash	3.00	3.00	3.00	4.00	4.00	6.00	6.00	6.32	6.32	6.68
	TollTag	2.40	2.40	2.40	2.80	2.80	4.00	4.00	4.20	4.20	4.44
Main Lane Plaza 7	Cash/ZipCash	3.00	3.00	3.00	4.00	4.00	6.48	6.48	6.84	6.84	7.20
	TollTag	2.40	2.40	2.40	2.80	2.80	4.32	4.32	4.56	4.56	4.80
Main Lane Plaza 8 (2)	Cash/ZipCash	3.00	3.00	3.00	4.00	4.00	6.00	6.00	6.36	6.36	6.72
	TollTag	2.40	2.40	2.40	2.80	2.80	4.00	4.00	4.24	4.24	4.48
Main Lane Plaza 9 (3)	Cash/ZipCash	-	3.00	3.00	4.00	4.00	4.80	4.80	5.04	5.04	5.36
	TollTag	-	2.40	2.40	2.80	2.80	3.20	3.20	3.36	3.36	3.56
Main Lane Plaza 10 (4)	Cash/ZipCash	3.00	3.00	3.00	4.00	4.00	2.76	2.76	2.96	2.96	3.08
	TollTag	2.40	2.40	2.40	2.80	2.80	1.84	1.84	1.96	1.96	2.04
Mountain Creek Lake Bridge:											
Main lane Plaza	Cash/ZipCash	1.25	1.25	1.25	1.25	1.25	3.00	3.00	3.20	3.20	3.36
	TollTag	1.25	1.25	1.25	1.25	1.25	2.00	2.00	2.12	2.12	2.24
Sam Rayburn Tollway (SRT):											
Main Lane Gantry 1 (5)	ZipCash	-	-	-	-	2.60	2.88	2.88	3.00	3.00	3.20
	TollTag	-	-	-	-	1.80	1.92	1.92	2.00	2.00	2.12
Main Lane Gantry 2 (5)	ZipCash	-	-	-	-	6.84	7.44	7.44	7.80	7.80	8.28
	TollTag	-	-	-	-	4.72	4.96	4.96	5.20	5.20	5.52
Main Lane Gantry 3 (6) (8)	ZipCash	-	-	-	-	-	8.16	10.28	10.80	10.80	11.48
	TollTag	-	-	-	-	-	5.44	6.84	7.20	7.20	7.64
Lewisville Lake Toll Bridge:											
Mainlane Plaza (7)	ZipCash	-	-	-	-	-	6.00	6.00	6.36	6.36	6.72
	TollTag	-	-	-	-	-	4.00	4.00	4.24	4.24	4.48

(1) Main Lane Plaza 4 opened September 2007
(2) Main Lane Plaza 8 opened July 2001
(3) Main Lane Plaza 9 opened September 2005
(4) Main Lane Plaza 10 opened December 2001
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(6) Main Lane Plaza 3 on SRT opened September 2009
(7) Lewisville Lake Toll Bridge opened August 2009
(8) SRT mainlanes were extended to US 75 in December 2010
(9) PGBT EE mainlanes from SH 78 to IH 30 opened in December 2011
Note: The Authority has converted all the facilities in the system to All Electronic Toll Collection (All ETC).
Cash will no longer be accepted on NTTA facilities. Vehicles with no transponders will be billed through video tolling.
Toll rates are 16.16 cents per mile effective July 1, 2013

NORTH TEXAS TOLLWAY SYSTEM
(An Enterprise Fund of the North Texas Tollway Authority)
Toll Rates
Last Ten Fiscal Years
(Unaudited)

Six or more-axle vehicle and vehicle combination Roadway		2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
Dallas North Tollway:											
Main Lane Plaza 1	Cash	$2.10	$2.10	$2.10	-	-	-	-	-	-	-
	TollTag	1.70	1.70	1.70	$1.70	$3.50	$6.30	$6.30	$6.65	$6.65	7.00
(all ETC, effective in Jan., 2007)	ZipCash	-	-	-	2.10	5.00	9.45	9.45	10.00	10.00	10.50
Main Lane Plaza 2	Cash/ZipCash	2.10	2.10	2.10	5.00	5.00	6.75	6.75	7.15	7.15	7.60
	TollTag	1.70	1.70	1.70	3.50	3.50	4.50	4.50	4.75	4.75	5.05
Main Lane Plaza 3	Cash/ZipCash	2.10	2.10	2.10	5.00	5.00	6.00	6.00	6.40	6.40	6.75
	TollTag	1.70	1.70	1.70	3.50	3.50	4.00	4.00	4.25	4.25	4.50
Main Lane Plaza 4 (1)	Cash/ZipCash	-	-	-	6.50	6.50	10.75	10.60	11.20	11.20	11.85
	TollTag	-	-	-	5.25	5.25	7.05	7.05	7.45	7.45	[illegible]
Addison Airport Toll Tunnel:											
Mainlane Plaza	Cash/ZipCash	0.50	0.50	0.50	0.50	0.50	3.75	3.75	4.00	4.00	4.20
	TollTag	0.50	0.50	0.50	0.50	0.50	2.50	2.50	2.65	2.65	2.80
President George Bush Turnpike:											
Main Lane Plaza 5 (9)	ZipCash	-	-	-	-	-	-	-	11.40	11.40	12.10
	TollTag	-	-	-	-	-	-	-	7.60	7.60	8.05
Main Lane Plaza 6	Cash/ZipCash	3.75	3.75	3.75	5.00	5.00	7.50	7.50	7.90	7.90	8.35
	TollTag	3.00	3.00	3.00	3.50	3.50	5.00	5.00	5.25	5.25	5.55
Main Lane Plaza 7	Cash/ZipCash	3.75	3.75	3.75	5.00	5.00	8.10	8.10	8.55	8.55	9.00
	TollTag	3.00	3.00	3.00	3.50	3.50	5.40	5.40	5.70	5.70	6.00
Main Lane Plaza 8 (2)	Cash/ZipCash	3.75	3.75	3.75	5.00	5.00	7.50	7.50	7.95	7.95	8.40
	TollTag	3.00	3.00	3.00	3.50	3.50	5.00	5.00	5.30	5.30	5.60
Main Lane Plaza 9 (3)	Cash/ZipCash	-	3.75	3.75	5.00	5.00	6.00	6.00	6.30	6.30	6.70
	TollTag	-	3.00	3.00	3.50	3.50	4.00	4.00	4.20	4.20	4.45
Main Lane Plaza 10 (4)	Cash/ZipCash	3.75	3.75	3.75	5.00	5.00	3.45	3.45	3.70	3.70	3.85
	TollTag	3.00	3.00	3.00	3.50	3.50	2.30	2.30	2.45	2.45	2.55
Mountain Creek Lake Bridge:											
Main lane Plaza	Cash/ZipCash	1.50	1.50	1.50	1.50	1.50	3.75	3.75	4.00	4.00	4.20
	TollTag	1.50	1.50	1.50	1.50	1.50	2.50	2.50	2.65	2.65	2.80
Sam Rayburn Tollway (SRT):											
Main Lane Gantry 1 (5)	ZipCash	-	-	-	-	3.25	3.60	3.60	3.75	3.75	4.00
	TollTag	-	-	-	-	2.25	2.40	2.40	2.50	2.50	2.65
Main Lane Gantry 2 (5)	ZipCash	-	-	-	-	8.55	9.30	9.30	9.75	9.75	10.35
	TollTag	-	-	-	-	5.90	6.20	6.20	6.50	6.50	6.90
Main Lane Gantry 3 (6) (8)	ZipCash	-	-	-	-	-	10.20	12.85	13.50	13.50	14.35
	TollTag	-	-	-	-	-	6.80	8.55	9.00	9.00	9.55
Lewisville Lake Toll Bridge:											
Mainlane Plaza (7)	ZipCash	-	-	-	-	-	7.50	7.50	7.95	7.95	8.40
	TollTag	-	-	-	-	-	5.00	5.00	5.30	5.30	5.60

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(3) Main Lane Plaza 9 opened September 2005
(4) Main Lane Plaza 10 opened December 2001
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Note: The Authority has converted all the facilities in the system to All Electronic Toll Collection (All ETC).
Cash will no longer be accepted on NTTA facilities. Vehicles with no transponders will be billed through video tolling.
Toll rates are 16.16 cents per mile effective July 1, 2013

NORTH TEXAS TOLLWAY SYSTEM
(An Enterprise Fund of the North Texas Tollway Authority)
Ratio of Outstanding Debt by Type
Business-Type Activities
Last Ten Fiscal Years
(Unaudited)

Year	Revenue Bonds	Bond Anticipation Notes	Commercial Paper Notes Payable	Texas Department of Transportation ISTEA Loan	Texas Department of Transportation Loan Payable	Total Debt Amount	Total Revenue Vehicle Toll Transactions(1)	Debt Per Transactions	Debt Per Capita(2)
2004	1,125,735,000	-	-	135,000,000	4,600,000	1,265,335,000	315,031,754	4.02	254
2005	1,420,605,000	-	-	135,000,000	4,600,000	1,560,205,000	338,390,215	4.61	338
2006	1,390,130,000	-	25,000,000	135,000,000	4,600,000	1,554,730,000	370,696,171	4.19	299
2007	1,368,550,000	$3,487,245,000	75,000,000	135,000,000	4,600,000	5,070,395,000	383,481,098	13.22	953
2008	6,150,814,166	-	89,700,000	135,000,000	4,600,000	6,380,114,166	412,272,003	15.48	1,175
2009	7,122,390,015	-	5,200,000	146,609,022	4,600,000	7,278,799,037	455,546,197	15.98	1,312
2010	7,543,021,558	-	119,200,000	142,857,298	-	7,805,078,856	481,913,338	16.20	1,389
2011	7,555,401,914	-	56,300,000	140,607,304	-	7,752,309,218	513,454,344	15.10	1,345
2012	7,556,400,009	-	38,300,000	138,262,812	-	7,732,962,821	585,061,845	13.22	1,315
2013	7,588,629,243	-	-	136,069,850	-	7,724,699,093	610,129,737	12.66	1,293

Note—Details on the System's outstanding debt can be found in the notes to the financial statements.
(1) See table of Traffic and Toll Revenue on page 82.
(2) See table of Demographic Data on page 90.

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NORTH TEXAS TOLLWAY SYSTEM
(An Enterprise Fund of the North Texas Tollway Authority)
Ratio of Revenue-backed Debt Outstanding
Business-Type Activities
Last Ten Fiscal Years
(Unaudited)

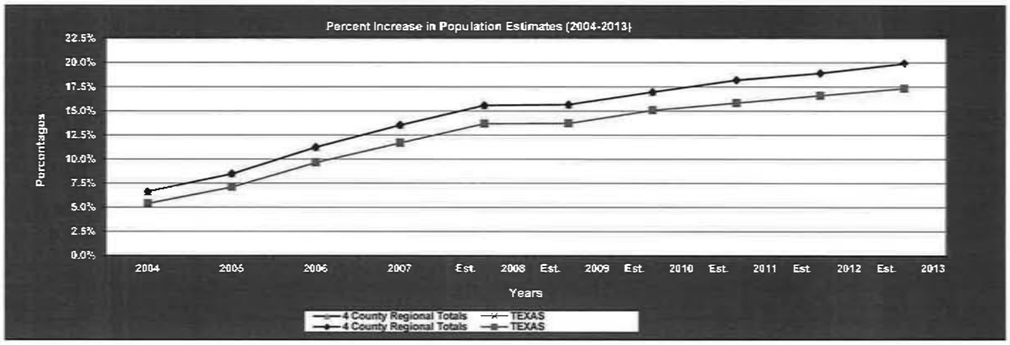
Year	Revenue Bonds	Bond Anticipation Notes	Less: amounts Available in Bond Redemption Account	Commercial Paper Notes Payable	Texas Department of Transportation ISTEA Loan	Total Debt Amount	Annual Toll Revenues(1)	Debt Per Annual Toll Revenue	Debt Per Capita(2)
2004	1,125,735,000	-	(15,447,037)	-	135,000,000	1,245,287,963	160,695,036	8	250
2005	1,420,605,000	-	(17,311,773)	-	135,000,000	1,538,293,227	172,537,345	9	304
2006	1,390,130,000	-	(22,008,278)	25,000,000	135,000,000	1,528,121,722	191,434,120	8	294
2007	1,368,550,000	$3,487,245,000	(23,240,000)	75,000,000	135,000,000	5,042,555,000	202,675,564	25	947
2008	6,150,814,166	-	(34,110,000)	89,700,000	135,000,000	6,341,404,166	240,776,791	26	1168
2009	7,122,390,015	-	(32,170,000)	5,200,000	146,609,022	7,242,029,037	290,404,547	25	1305
2010	7,543,021,558	-	(29,686,000)	119,200,000	142,857,298	7,775,393,856	366,597,323	21	1383
2011	7,555,401,914	-	(27,980,000)	56,300,000	140,607,304	7,724,329,218	402,569,534	19	1340
2012	7,556,400,009	-	(16,605,000)	38,300,000	138,262,812	7,716,357,821	485,463,508	16	1339
2013	7,588,629,243	-	-	-	136,069,850	7,724,699,093	525,458,723	15	1293

Note—Details on the System's outstanding debt can be found in the Notes to the Financial Statements.
(1) See table of Traffic and Toll Revenue on page 52.
(2) See table of Demographic Data on page 90.

NORTH TEXAS TOLLWAY SYSTEM
(An Enterprise Fund of the North Texas Tollway Authority)
Demographic Data-Combined Four County Region and State of Texas Population Estimated Data
For Years 2004-2013
(Unaudited)

	Year	COLLIN	DALLAS	DENTON	TARRANT	Est. Four County Regional Totals	Estimated Texas Totals	Percentage Change (From Prior Years) 4 County	TEXAS
	2004	617,802	2,244,020	529,811	1,580,595	4,972,228	22,394,023	1.51%	1.57%
	2005	647,187	2,250,830	553,669	1,612,048	5,063,734	22,778,123	1.84%	1.72%
	2006	683,935	2,275,434	581,561	1,662,005	5,202,935	23,359,580	2.75%	2.55%
	2007	714,330	2,291,891	609,001	1,707,157	5,322,379	23,831,983	2.30%	2.02%
Est.	2008	741,264	2,314,018	630,104	1,745,602	5,430,988	24,309,039	2.04%	2.00%
Est.	2009	765,791	2,346,378	649,702	1,784,078	5,545,949	24,801,761	2.12%	2.03%
Est.	2010	782,341	2,368,139	662,614	1,809,034	5,622,128	25,145,561	1.37%	1.39%
Est.	2011	812,226	2,416,014	686,406	1,849,815	5,764,461	25,674,681	2.53%	2.10%
Est.	2012	834,642	2,453,843	707,304	1,880,153	5,875,642	26,059,203	1.93%	1.50%
Est.	2013	854,778	2,480,331	728,799	1,911,541	5,975,449	26,448,193	1.69%	1.49%
Increase Total from Year 2004 to Year 2013		236,976	236,311	198,988	330,946	1,003,221	4,054,170		

Source: US Census Bureau



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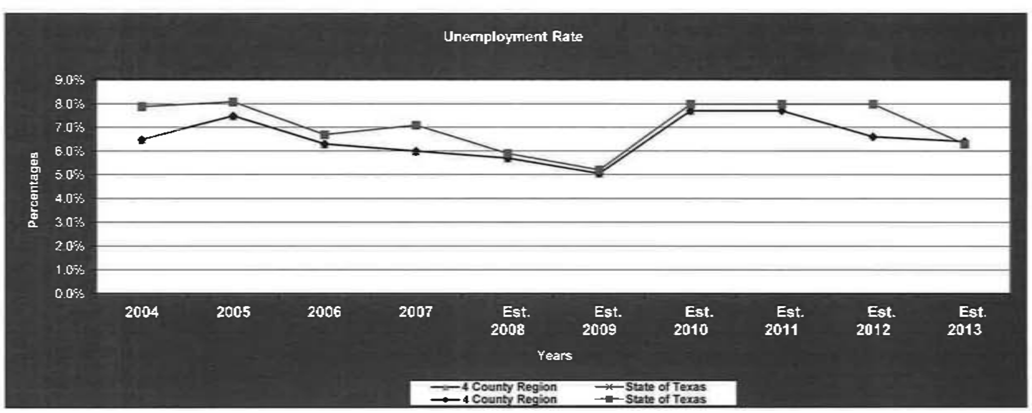
NORTH TEXAS TOLLWAY SYSTEM
(An Enterprise Fund of the North Texas Tollway Authority)
Demographic Data-Combined Four County Region and State of Texas Employment Status Estimates
For Years 2004-2013
(Unaudited)

	Year	COLLIN	DALLAS	DENTON	TARRANT	Combined Four County Regional Estimated Totals	Texas Estimated Totals	Unemployment Rate 4 County	Texas
	2004	347,165	1,197,167	301,511	835,363	2,681,206	10,851,249	6.5%	7.9%
	2005	367,651	1,177,947	312,530	840,440	2,698,568	11,024,191	7.5%	8.1%
	2006	389,629	1,219,541	337,144	884,101	2,830,415	11,617,834	6.3%	6.7%
	2007	400,678	1,205,730	344,810	904,015	2,855,233	11,647,654	6.0%	7.1%
Est.	2008	407,840	1,180,870	346,869	877,646	2,813,225	11,466,657	5.7%	5.9%
Est.	2009	285,900	1,415,000	172,600	743,500	2,617,000	10,204,500	5.1%	5.2%
Est.	2010	390,106	1,063,304	330,122	833,527	2,617,059	10,204,500	7.7%	8.0%
Est.	2011	397,033	1,082,185	335,984	845,263	2,660,465	10,204,500	7.7%	8.0%
Est.	2012	413,783	1,102,322	356,467	883,503	2,756,075	11,742,600	6.6%	8.0%
Est.	2013	330,300	1,509,000	195,500	812,600	2,847,400	11,091,900	6.4%	6.3%
Increase Total from Year 2004 to Year 2013		[illegible]	311,833	[illegible]	[illegible]	166,194	240,651		

Source: U.S. Bureau of Labor Statistics



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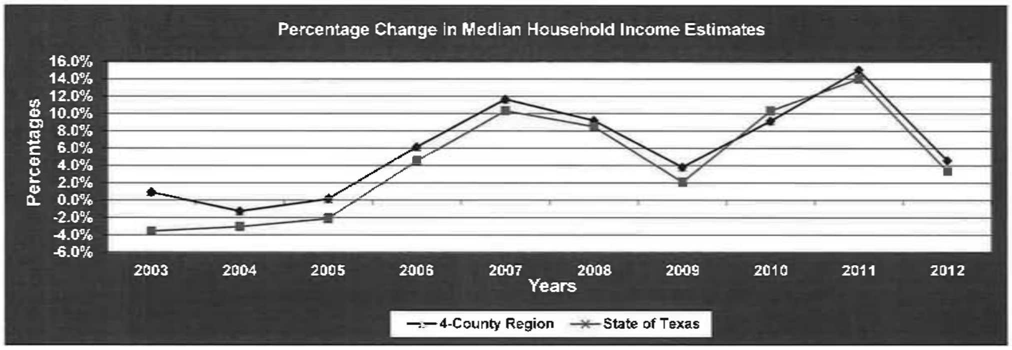
NORTH TEXAS TOLLWAY SYSTEM
(An Enterprise Fund of the North Texas Tollway Authority)
Demographic Data - Combined Four County Region and State of Texas Median Household Income Estimates
For Years 2003 - 2013
(Unaudited)

Year	COLLIN	DALLAS	DENTON	TARRANT	Regional Totals	Texas	Percentage Change from Prior Years	
					Estimated Avg Median Income	Estimated Avg Median Income	4 County	Texas
2003	71,458	44,189	62,013	48,185	56,461	41,548	0.50%	-3.94%
2004	68,567	43,444	61,528	47,369	55,227	41,759	-2.19%	0.51%
2005	70,784	42,598	61,520	49,104	56,002	42,139	1.40%	0.91%
2006	74,051	44,815	66,792	51,813	59,368	44,922	6.01%	6.60%
2007	79,657	46,372	71,109	53,459	62,649	47,548	5.53%	5.85%
2008	81,395	47,085	73,544	56,251	64,569	49,453	3.06%	4.01%
2009	80,545	47,059	70,002	54,647	63,063	48,259	-2.33%	-2.41%
2010	77,862	46,909	68,671	52,482	61,481	48,259	-2.51%	0.00%
2011	82,758	48,942	72,305	56,178	65,046	50,920	5.80%	5.51%
2012	83,238	49,159	72,939	56,859	65,549	51,563	0.77%	1.26%
Averaged Yearly Totals	$77,032	$46,057	$68,042	$52,635	$60,941	$46,637		

Source: U.S. Census Bureau



NORTH TEXAS TOLLWAY SYSTEM
(An Enterprise Fund of the North Texas Tollway Authority)
North Texas Four County Region's Top Ten Employers
(Unaudited)

2013

COLLIN COUNTY TOP TEN EMPLOYERS

EMPLOYER	NUMBER OF EMPLOYEES	PERCENTAGE OF TOTAL EMPLOYMENT	INDUSTRY
PLANO ISD	5,470	1.59%	EDUCATION
BANK OF AMERICA HOME LOANS	5,400	1.41%	FINANCIAL SERVICES
EDS/HP ENTERPRISE SERVICES	4,800	1.26%	PROF/TECH
FRISCO ISD	3,969	1.04%	EDUCATION
WALMART	3,859	1.01%	RETAIL
CAPITAL ONE	3,575	0.93%	FINANCIAL SERVICES
J.C. PENNY, INC	3,500	0.91%	RETAIL
UNIVERSITY OF TEXAS AT DALLAS	2,966	0.78%	EDUCATION
MCKINNEY ISD	2,879	0.75%	TECHNOLOGY
ERICSSON HEADQUARTERS	2,650	0.69%	TECHNOLOGY
Total	39,388	10.30%	

DALLAS COUNTY TOP TEN EMPLOYERS

EMPLOYER	NUMBER OF EMPLOYEES	PERCENTAGE OF TOTAL EMPLOYMENT	INDUSTRY
AMR COPORATION (AMERICAN AIRLINES)	24,700	2.17%	TRANSPORTATION
BANK OF AMERICA	20,000	1.75%	FINANCIAL SERVICES
TEXAS HEALTH RESOURCES	19,230	1.69%	HEALTH CARE
DALLAS PUBLIC SCHOOLS	18,314	1.61%	SCHOOL DISTRICT
BAYLOR HEALTH CARE SYSTEM	17,067	1.50%	HEALTH CARE PROVIDER
AT&T	15,500	1.39%	TELECOMMUNICATIONS
LOCKHEED MARTIN AERONAUTICS CO	14,126	1.24%	MILITARY AIRCRAFT DESIGN AND PRODUCTION
JPMORGAN CHASE	13,500	1.19%	FINANCIAL SERVICES
SOUTHWESTERN MEDICAL CENTER	13,122	1.15%	HEALTH CARE PROVIDER
CITY OF DALLAS	12,636	1.13%	MUNICIPAL GOVERNMENT
Total	168,725	14.82%	

DENTON COUNTY TOP TEN EMPLOYERS

EMPLOYER	NUMBER OF EMPLOYEES	PERCENTAGE OF TOTAL EMPLOYMENT	INDUSTRY
UNIVERSITY OF NORTH TEXAS	7,762	2.38%	EDUCATION
LEWISVILLE ISD	6,325	1.94%	EDUCATION
WALMART	3,900	1.19%	RETAIL
DENTON ISD	3,255	1.00%	EDUCATION
CENTEX HOME EQUITY	2,600	0.80%	FINANCIAL SERVICES
FRITO LAY	2,500	0.77%	RETAIL
AMERICAN AIRLINES	2,154	0.66%	TRANSPORTATION
PETERBILT MOTORS	2,100	0.64%	TRANSPORTATION
NORTHWEST ISD	1,636	0.50%	EDUCATION
DENTON STATE SCHOOL	1,500	0.46%	EDUCATION
Total	33,732	10.33%	

TARRANT COUNTY TOP TEN EMPLOYERS

EMPLOYER	NUMBER OF EMPLOYEES	PERCENTAGE OF TOTAL EMPLOYMENT	INDUSTRY
AMRCORP /AMERICAN AIRLINES	22,166	2.65%	TRANSPORTATION
TEXAS HEALTH RESOURCES	18,866	2.26%	HEALTH CARE PROVIDER
LOCKHEED MARTIN AERONAUTICS CO	14,988	1.79%	MANUFACTURING
NASA FORT WORTH JOINT RESERVE BASE	11,350	1.36%	MILITARY
FORT WORTH INDEPENDENT SCHOOL DISTRICT	11,000	1.32%	EDUCATION
ARLINGTON INDEPENDENT SCHOOL DISTRICT	8,126	0.97%	EDUCATION
UNIVERSITY OF TEXAS AT ARLINGTON	6,239	0.75%	EDUCATION
CITY OF FORT WORTH	6,195	0.74%	MUNICIPAL GOVERNMENT
JOHN PETER SMITH HOSPITAL	4,872	0.58%	HEALTH CARE PROVIDER
COOK CHILDREN'S HEALTH CARE SYSTEM	4,826	0.56%	HEALTH CARE PROVIDER
	108,631	13.01%	

Source: Dallas Major Employers-DFW and Bureau of Labor Statistics

2004

COLLIN COUNTY TOP TEN EMPLOYERS

EMPLOYER	NUMBER OF EMPLOYEES	PERCENTAGE OF TOTAL EMPLOYMENT	INDUSTRY
EDS/HP ENTERPRISE SERVICES	5,700	3.99%	PROF/TECH
PLANO ISD	6,454	3.87%	EDUCATION
JC PENNEY	3,800	2.27%	RETAIL
STONEBRIAR CENTER	3,456	2.06%	RETAIL
THE SHOPS AT WILLOW BEND	3,240	1.93%	RETAIL
RAYTHEON	3,200	1.91%	TECHNOLOGY
BANK OF AMERICA HOME LOANS	3,000	1.79%	FINANCIAL SERVICES
FRITO-LAY	3,000	1.79%	RETAIL
PEROT SYSTEMS CORPORATION/DELL	2,811	1.68%	TECHNOLOGY
COLLIN CREEK MALL	2,418	1.44%	RETAIL
Total	38,119	22.72%	

DALLAS COUNTY TOP TEN EMPLOYERS

EMPLOYER	NUMBER OF EMPLOYEES	PERCENTAGE OF TOTAL EMPLOYMENT	INDUSTRY
AMR CORPORATION (AMERICAN AIRLINES)	28,000	1.79%	TRANSPORTATION
WALMART STORES	23,000	1.47%	RETAIL
DALLAS INDEPENDENT SCHOOL DISTRICT	19,691	1.26%	SCHOOL DISTRICT
TEXAS HEALTH RESOURCE	17,000	1.08%	HEALTH CARE
LOCKHEED MARTIN AERONAUTICS CO.	16,442	1.05%	MANUFACTURING
BAYLOR HEALTH CARE SYSTEM	15,000	0.96%	HEALTH CARE
AT&T/SBC COMMUNICATIONS INC.	14,000	0.89%	TELECOMMUNICATIONS
VERIZON COMMUNICATIONS INC.	12,500	0.80%	TELECOMMUNICATIONS
ALBERTSON'S INC	11,200	0.71%	RETAIL
TEXAS INSTRUMENTS INCORPORATED	10,600	0.68%	ELECTRONICS AND SEMI-CONDUCTORS
Total	167,433	10.69%	

DENTON COUNTY TOP TEN EMPLOYERS

EMPLOYER	NUMBER OF EMPLOYEES	PERCENTAGE OF TOTAL EMPLOYMENT	INDUSTRY
UNIVERSITY OF NORTH TEXAS	5,900	4.93%	EDUCATION
LEWISVILLE ISD	4,500	3.76%	EDUCATION
FRITO LAY	2,436	2.04%	EDUCATION
AMERICAN AIRLINES	2,350	1.96%	TRANSPORTATION
DENTON ISD	2,000	1.67%	EDUCATION
HORIZON HEALTH	1,500	1.25%	HEALTH CARE
DENTON COUNTY	1,379	1.15%	MUNICIPAL GOVERNMENT
DENTON STATE SCHOOL	1,350	1.13%	EDUCATION
CITY OF DENTON	1,200	1.00%	MUNICIPAL GOVERNMENT
PETERBILT MOTORS	1,200	1.00%	TRANSPORTATION
Total	23,815	19.91%	

TARRANT COUNTY TOP TEN EMPLOYERS

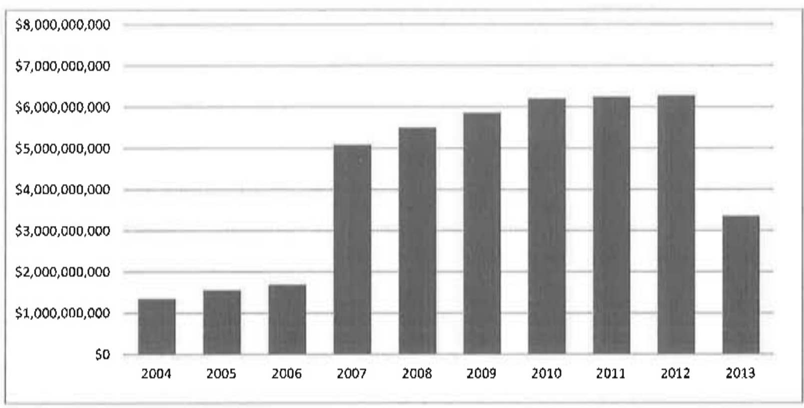
EMPLOYER	NUMBER OF EMPLOYEES	PERCENTAGE OF TOTAL EMPLOYMENT	INDUSTRY
AMRCORP /AMERICAN AIRLINES	24,578	3.50%	TRANSPORTATION
LOCKHEED FORT WORTH DIVISION	16,700	2.38%	MANUFACTURING
FORT WORTH INDEPENDENT SCHOOL DISTRICT	10,615	1.51%	EDUCATION
ARLINGTON INDEPENDENT SCHOOL DISTRICT	7,831	1.11%	EDUCATION
TEXAS HEALTH RESOURCE	7,808	1.11%	HEALTH CARE
CITY OF FORT WORTH	5,548	0.79%	MUNICIPAL GOVERNMENT
U.S. POSTAL SERVICES	5,200	0.74%	SERVICE
BELL HELICOPTER - TEXTRON	4,900	0.70%	TRANSPORTATION
SBC SOUTHWESTERN BELL	4,443	0.63%	COMMUNICATION
TARRANT COUNTY GOVERNMENT	4,213	0.60%	MUNICIPAL GOVERNMENT
Total	91,836	13.07%	

Source: Fort Worth Business Press, Texas Workforce Commission, individual counties cafr and Fort Worth Chamber of Commerce
North Central Texas Council of Governments and Local University and School District web sites

NORTH TEXAS TOLLWAY SYSTEM
(An Enterprise Fund of the North Texas Tollway Authority)
Contribution to Infrastructure Assets
Last Ten Fiscal Years
(Unaudited)

Year	Additions		Beginning Balance		Deletions		Ending Balance
2004	97,081,712		1,255,767,850	(2)	-		1,352,849,562
2005	203,757,845		1,352,849,562		-		1,556,607,407
2006	141,163,305		1,556,607,407		$ (2,923,868)		1,694,846,844
2007	3,390,485,923	(1)	1,698,121,926		(983,452)		5,087,624,397
2008	452,204,613	(3)	5,087,624,397		(38,340,388)		5,501,488,622
2009	3,558,138,403	(4)	5,501,488,622		(3,197,211,448)	(4)	5,862,415,577
2010	344,755,250		5,862,415,577		(234,076)		6,206,936,751
2011	108,559,116		6,206,936,751		(62,875,322)		6,252,620,545
2012	35,418,771		6,315,495,868		(69,521,816)		6,281,392,822
2013	25,112,483		6,281,392,822		(2,949,815,326)	(5)	3,356,689,979

(1) Includes a $3.2 billion payment to Texas Department of Transportation for the acquisition of State Highway 121 Project.
(2) Includes a $24.3 million prior period adjustment for toll collection system.
(3)Deletions include property and equipment previously recorded as infrastructure.
Note----See Notes to Financial Statements number (4) Capital Assets page 35.
(4) Includes reclass from CIP to Roadway due to the completion of Sam Rayburn Tollway
(5) Includes reclass of Sam Rayburn Tollway to an Intangible asset ($2,856,136,3064)



NORTH TEXAS TOLLWAY SYSTEM
(An Enterprise Fund of the North Texas Tollway Authority)
Toll Revenue Analysis
Last Ten Fiscal Years
(Unaudited)

Toll Revenue					
Year	Total Toll Revenue	Two-Axle Vehicles	Multi-Axle Vehicles	Adjustments	Total
2004	(1)	169,631,935	4,635,864	(13,572,769)	160,695,030
2005	(2)	180,444,481	5,424,704	(13,331,840)	172,537,345
2006		197,742,740	6,695,120	(13,003,740)	191,434,120
2007	(3)	214,283,866	8,189,103	(19,797,405)	202,675,564
2008	(4)	262,432,292	12,115,529	(33,771,030)	240,776,791
2009	(5)	333,428,667	16,308,187	(59,332,307)	290,404,547
2010	(6)	416,417,929	24,396,549	(74,217,155)	366,597,323
2011		490,399,454	29,528,914	(117,358,834)	402,569,534
2012		411,893,120	118,800,968	(45,230,480)	485,463,608
2013	(7)	453,393,976	118,198,228	(46,133,481) (*)	525,458,723
Toll Revenue - Average Per Day					
2004	(1)	463,475	12,666	(37,084)	439,057
2005	(2)	494,368	14,862	(36,526)	472,704
2006		541,761	18,343	(35,627)	524,477
2007	(3)	587,079	22,436	(54,239)	555,276
2008	(4)	717,028	33,103	(92,271)	657,860
2009	(5)	913,503	44,680	(162,554)	795,629
2010	(6)	1,334,571	81,057	(344,270)	1,071,358
2011		1,343,560	80,901	(287,384)	1,137,077
2012		1,449,984	-	-	1,449,984
2013	(7)	1,566,005	-	-	1,566,005

Notes:
(1) Reflects the opening of Segment III of the President George Bush Turnpike from Midway Road to Frankford in March 2001 and to IH 35E in July 2001, and the opening of Segment V in December 2001.
(2) Toll rate increase for the President George Bush Turnpike went into effect in January 2002. High speed lanes installed (Open Lane Tolling).
(1) Reflects the completion of DNT and State Highway 121 interchange in April 2004.
(2) Reflects the opening of Segment IV of the President George Bush Turnpike in September 2005.
(3) Reflects the opening of DNT Phase 3 and toll rate increase in late September 2007. Installation of ZipCash (Video Tolling) on Main Lane Plaza 1.
(4) Reflects the opening of Sam Rayburn Tollway in September 2008 as the Authority's first All Electronic Toll Collection (all-ETC) facility.
(5) Reflects the opening of Lewisville Lake Toll Bridge and PGBT-WE Phase 2 in August 2009 and System-wide toll rate increase in September 2009.
(6) Reflects the addition of southbound entrance ramp toll gantry and northbound exit ramp toll gantry from/to Keller Springs Rd on DNT. Also, eastbound/northbound entrance ramp toll gantry and westbound/southbound exit ramp toll gantry from/to Lake Forest Drive and Hardin Boulevard on SRT opened. DNT, MCLB, AATT converted to all-ETC in December 2010; with this conversion, cash collection was discontinued on all NTTA facilities. PGBT-WE Phase 3 opened in April 2010.
(7) Toll rate increases on all NTTA facilities went into effect in July 2013.
(*) Bad debt expense

NORTH TEXAS TOLLWAY SYSTEM
(An Enterprise Fund of the North Texas Tollway Authority)
Total Lane Miles Operating and Number of Employees by Department
Last Ten Fiscal Years
(Unaudited)

Lane Miles	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
Total Lane Miles	315	319	319	365	618	669	685	744	744	744

Note---Lane miles are recorded during the year proportionate to the number of months they were operational.

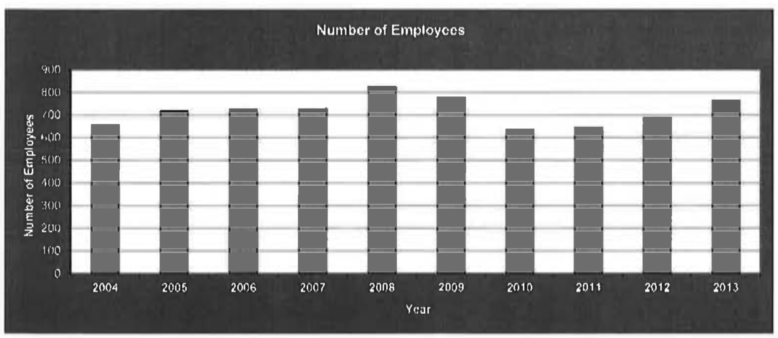
Full-time Equivalent Employees

Function	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
Administration	11	7	9	9	9	6	4	6	7	3
Board	0	0	0	0	0	1	1	1	2	1
Operations	0	0	0	0	0	2	3	3	1	3
Strategic & Innovative Solutions	0	0	0	0	0	0	0	0	0	9
Finance	4	5	5	6	6	10	22	24	23	25
Business Diversity	0	0	1	1	3	5	5	5	5	5
Communications	3	7	8	9	12	15	15	15	14	15
Internal Audit	0	0	0	0	2	5	6	5	8	8
Human Resources	8	8	12	12	13	14	12	12	11	13
Legal Services	4	4	3	3	3	3	5	6	5	5
System & Incident Management	20	26	26	25	51	57	73	79	84	91
Accounting	5	6	7	5	8	7	0	0	0	0
Information Technology	16	19	19	20	32	47	61	64	71	77
Vault	28	31	30	28	23	19	2	0	0	0
Audit - Revenue Reconciliation	0	6	5	7	6	5	0	0	0	0
Procurement Services	3	6	6	6	10	12	11	11	11	11
Government Affairs	0	1	1	1	3	3	3	2	3	3
Toll Collection	392	412	416	386	321	162	4	0	0	0
Maintenance	71	76	68	81	178	162	163	160	181	195
Customer Service Center	81	92	98	115	133	228	232	236	248	279
Project Delivery	11	12	11	9	6	9	10	10	11	13
Project Evaluation	0	0	0	3	4	0	0	0	0	0
Cash and Debt Management	0	0	0	0	0	5	5	5	4	4
Total	657	718	725	726	823	777	637	644	689	760

Note 1----During 2003 & 2004, the Audit function was outsourced.

Note 2---Project Evaluation is now Cash Debt and Management.

Note 3---During 2010, Accounting and Audit Revenue merged with Finance.



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APPENDIX B-2

UNAUDITED FINANCIAL REPORT OF
THE NORTH TEXAS TOLLWAY AUTHORITY SYSTEM, AN ENTERPRISE FUND OF THE NORTH TEXAS TOLLWAY AUTHORITY,
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2014

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NORTH TEXAS TOLLWAY AUTHORITY

PRELIMINARY REPORT

(DOES NOT INCLUDE ALL YEAR-END ADJUSTMENTS)

MONTHLY FINANCIAL REPORT
FOR THE MONTH ENDED
DECEMBER 31, 2014

Prepared by
Finance Department

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NORTH TEXAS TOLLWAY AUTHORITY

5900 W. Plano Parkway, Suite 100, Plano, Texas 75093
P.O. Box 260729, Plano, Texas 75026

MONTHLY FINANCIAL REPORT
December 31, 2014

This report is unaudited and is furnished as general information only.

Horatio Porter

Horatio Porter, Chief Financial Officer

Brian Reich

Brian Reich, Controller

Dana A. Boone

Dana A. Boone, Director of Cash and Debt Management

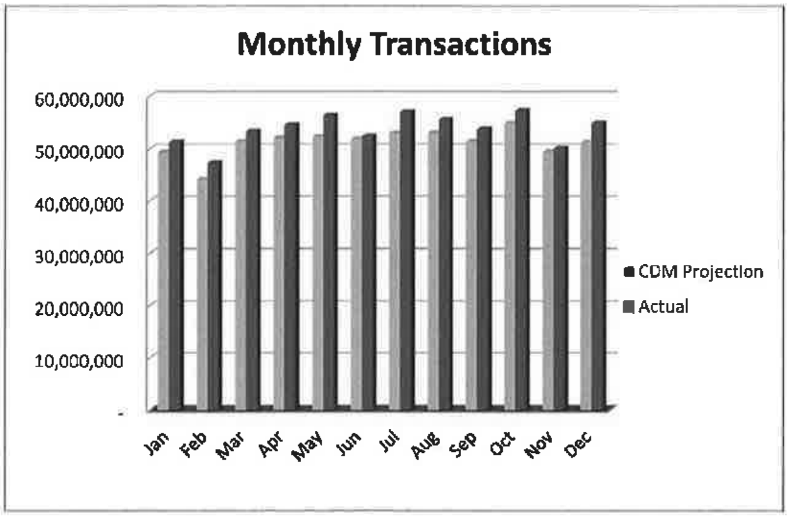
NORTH TEXAS TOLLWAY AUTHORITY

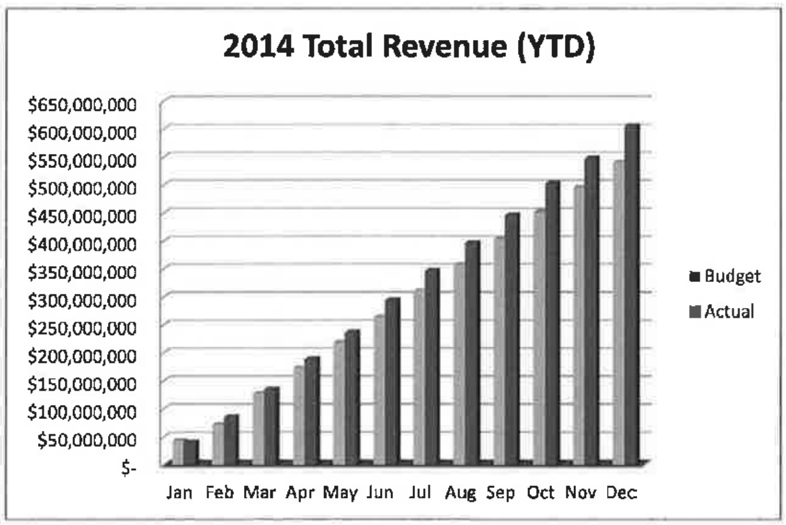
December 31, 2014

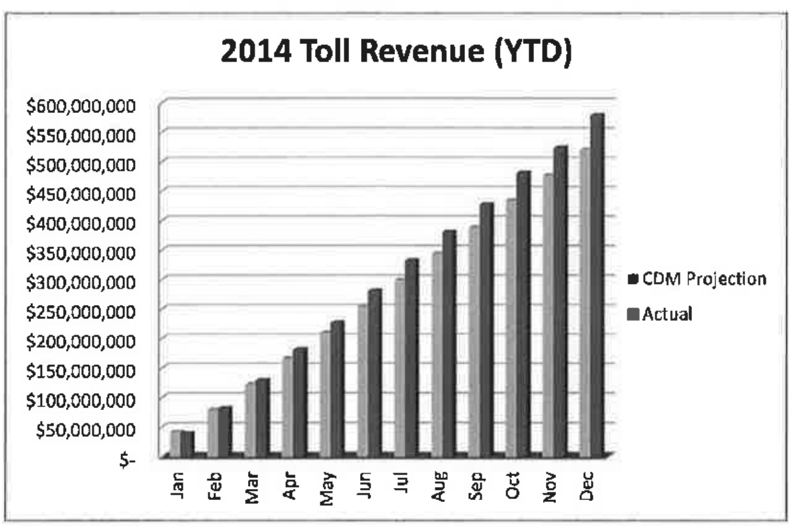
REPORT CONTENTS

This report is unaudited and is furnished as general information only.

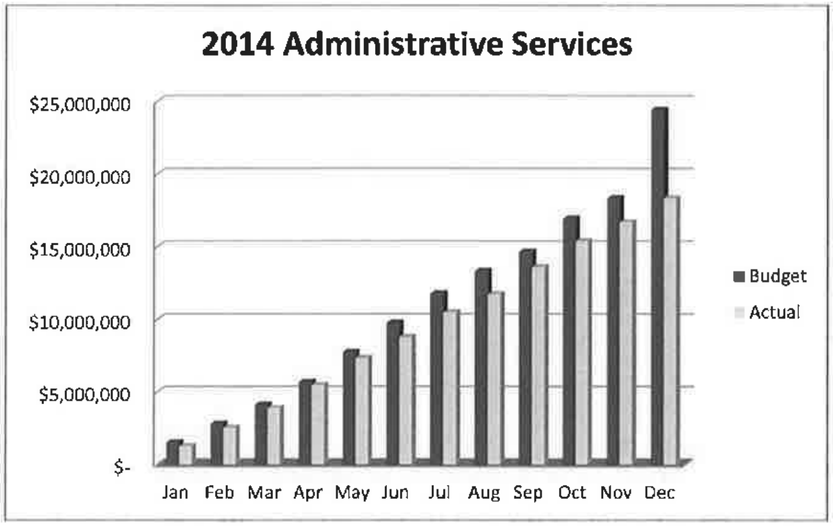
December
2014 At A Glance

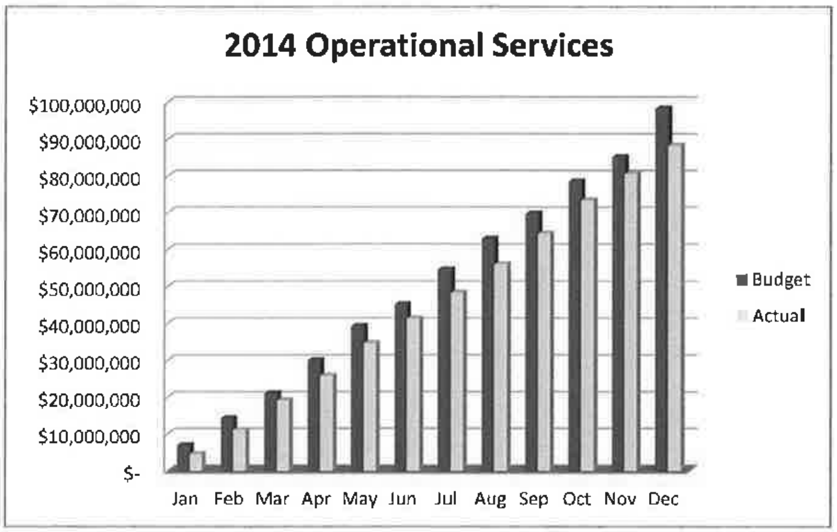


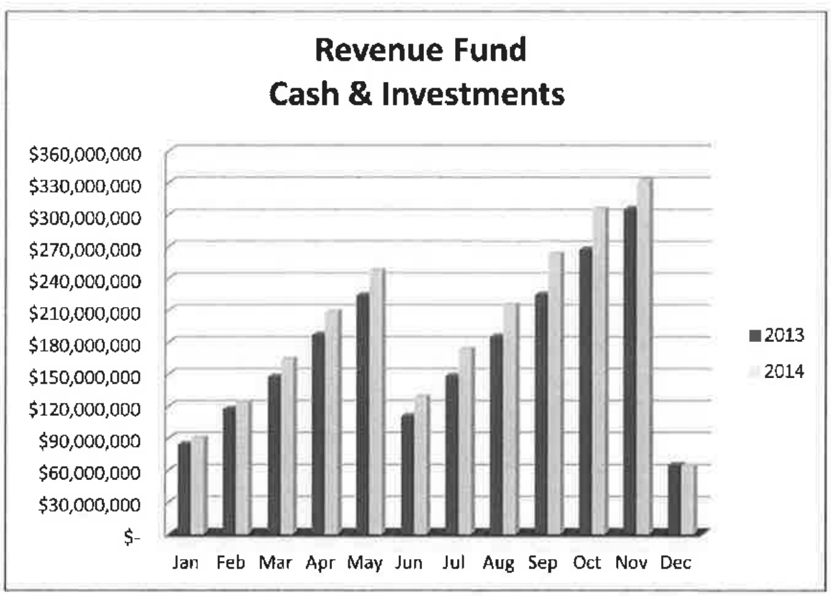




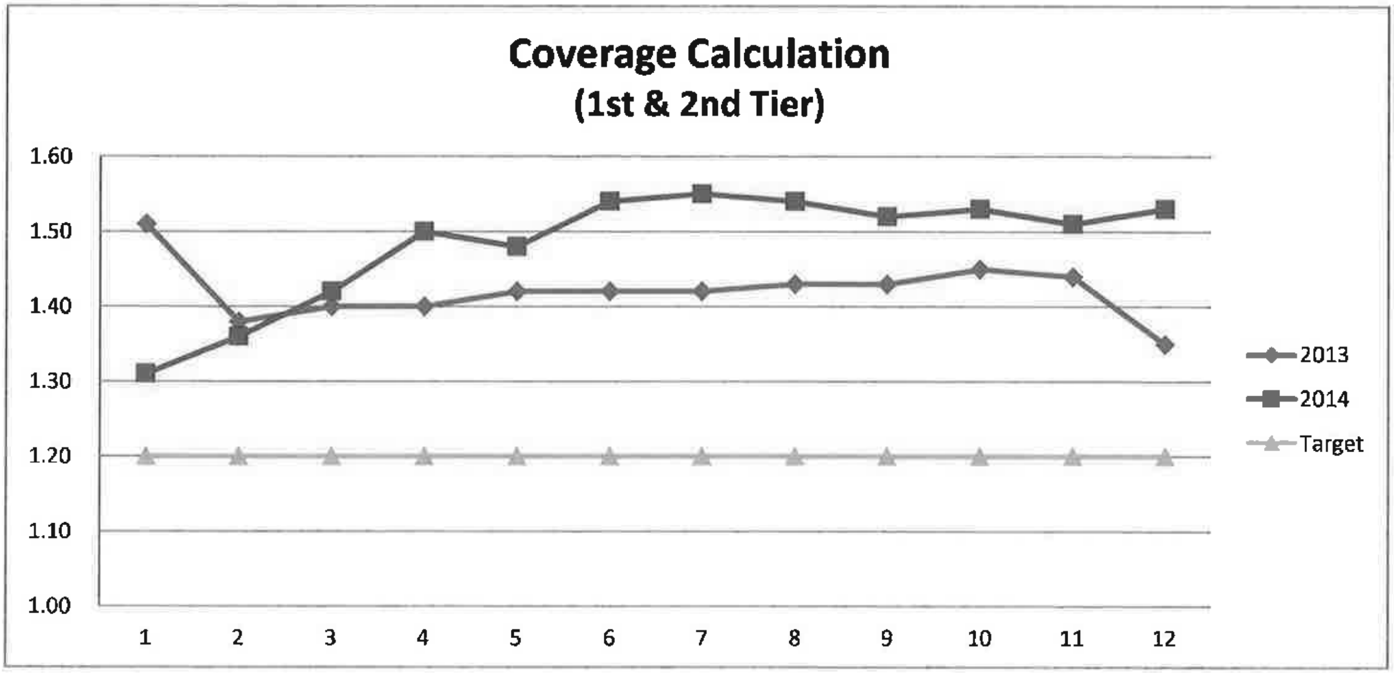
December
2014 At A Glance

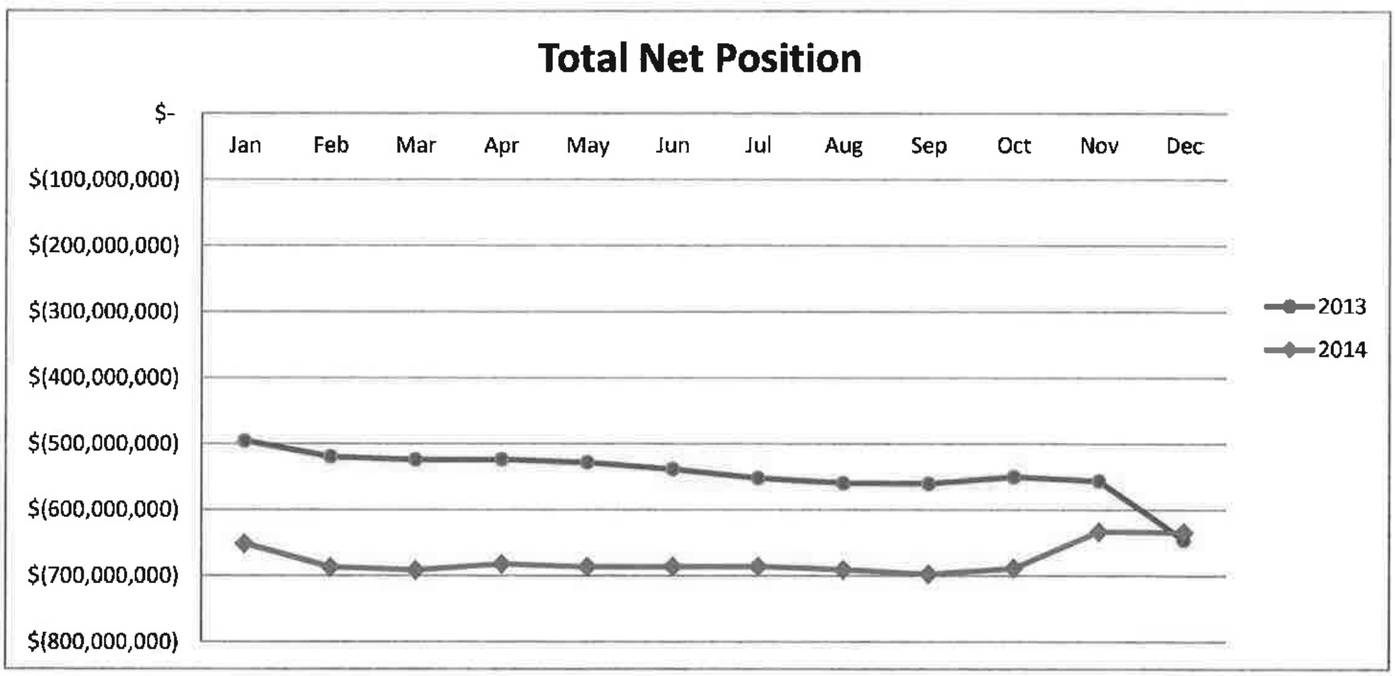




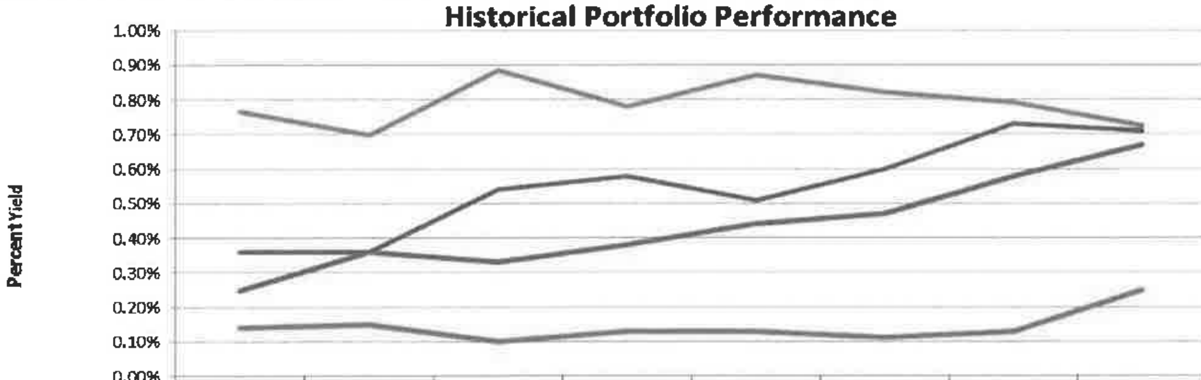


December 2014 At A Glance



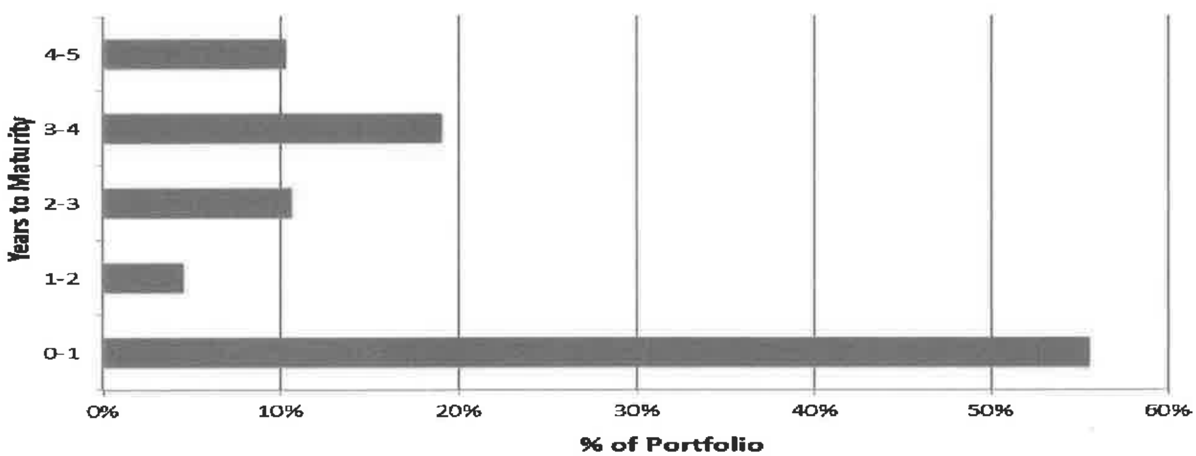


Historical Portfolio Performance

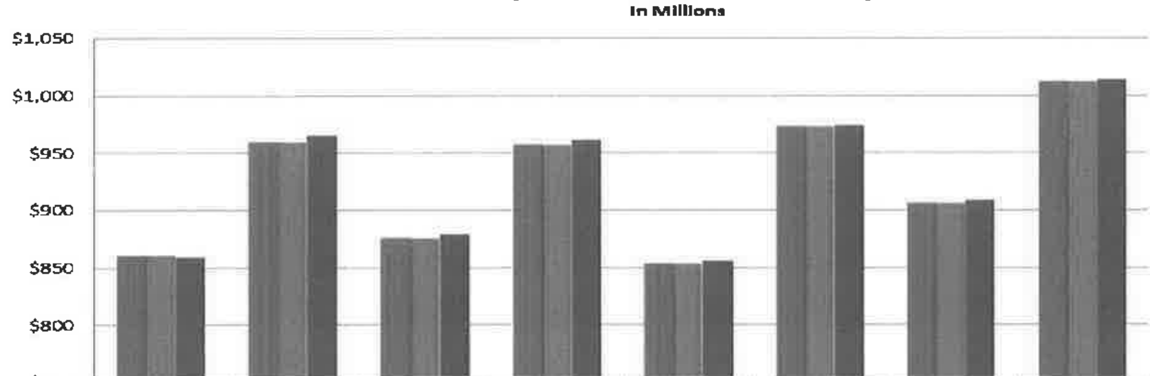


	1stQtr 13	2nd Qtr 13	3rd Qtr 13	4th Qtr 13	1st Qtr14	2nd Qtr 14	3rd Qtr 14	4th Qtr 14
Portfolio Yield	0.77%	0.70%	0.89%	0.78%	0.87%	0.82%	0.79%	0.72%
1 year UST	0.14%	0.15%	0.10%	0.13%	0.13%	0.11%	0.13%	0.25%
2 year UST	0.25%	0.36%	0.33%	0.38%	0.44%	0.47%	0.58%	0.67%
2 year CD	0.36%	0.36%	0.54%	0.58%	0.51%	0.60%	0.73%	0.71%

Portfolio Maturity Schedule
a/o 12/31/2014

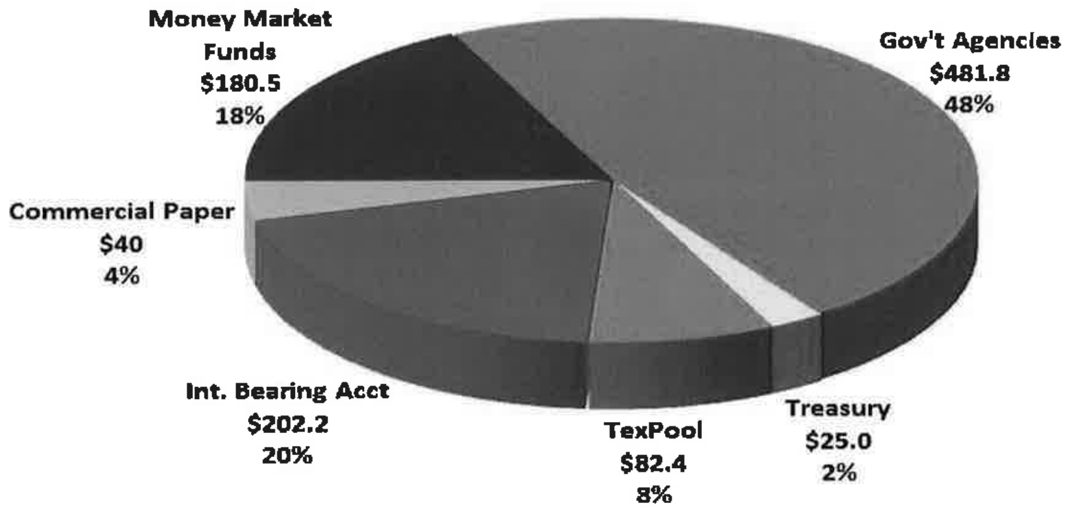


Quarterly Portfolio Value Comparison
In Millions

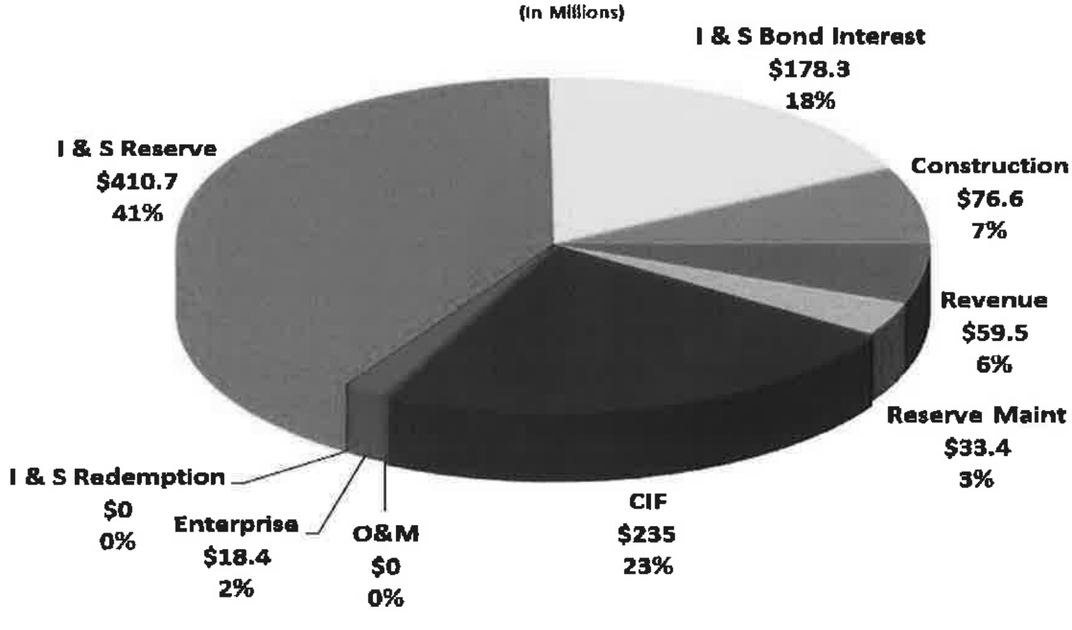


	1stQtr 13	2ndQtr 13	3rdQtr 13	4thQtr 13	1st Qtr 14	2nd Qtr 14	3rdQtr 14	4thQtr 14
Book Value	$860.3	$959.7	$875.7	$957.0	$853.2	$973.1	$906.2	$1,011.9
Market Value	$860.3	$959.7	$875.7	$957.0	$853.2	$973.1	$906.2	$1,011.9
Par Value	$858.8	$964.7	$878.8	$961.3	$856.1	$973.9	$908.5	$1,013.8

NTTA Portfolio Composition by Type
a/o 12/31/2014
$1,011.9
(In Millions)



NTTA Portfolio Composition by Fund
a/o 12/31/2014
$1,011.9
(In Millions)



NORTH TEXAS TOLLWAY AUTHORITY
NORTH TEXAS TOLLWAY AUTHORITY SYSTEM
STATEMENT OF NET POSITION
December 31, 2014
(Unaudited)

ASSETS	North Texas Tollway Authority System Totals	Interfund eliminations/ reclassifications	Construction & Property Fund	Revenue Fund
Current assets:				
Cash	18,500,895	-	-	4,614,779
Investments, at amortized cost	260,631,310	-	-	40,591,357
Accrued interest receivable on investments	218,489	-	-	72,701
Interfund receivables	-	(780,673,364)	(12,820,788)	18,156,377
Interproject/agency receivables	13,818,615	-	818,049	2,345,729
Accounts receivable	145,666,249	-	-	143,171,428
Allowance for uncollectible receivables	(100,664,387)	-	-	(99,696,525)
Unbilled accounts receivable	14,415,163		-	12,144,491
Allowance for unbilled receivables	(12,410,497)		-	(10,322,817)
Prepaid expenses	1,456,182	-	-	-
Total current unrestricted assets	341,632,020	(780,673,364)	(12,002,739)	111,077,519
Current restricted assets:				
Restricted for construction:				
Cash	6,993	-	(20,295)	-
Investments, at amortized cost	37,122,887	-	37,122,887	-
Accrued interest receivable on investments	95,860	-	95,860	-
Restricted for debt service:				
Investments, at amortized cost	264,351,339	-	-	-
Accrued interest receivable on investments	1,164,219	-	-	-
Total current restricted assets	302,741,298	-	37,198,452	-
Total current unrestricted and restricted assets	644,373,317	(780,673,364)	25,195,712	111,077,519
Noncurrent assets:				
Investments, at amortized cost restricted for construction	39,481,517	-	39,481,517	-
Investments, at amortized cost restricted for operations	73,611,655	-	-	18,921,070
Investments, at amortized cost restricted for debt service	336,715,217	-	-	-
Deferred outflow of resources-SWAPS	31,754,251	-	31,754,251	-
Deferred feasibility study cost	62,572,797	-	-	-
Gain/loss on refunding	88,830,084		88,830,084	-
Capitalized cost (net of accumulated depreciation)	6,203,221,771	-	6,205,215,205	-
Total noncurrent assets	6,836,187,292	-	6,365,281,056	18,921,070
TOTAL ASSETS	**7,480,560,609**	**(780,673,364)**	**6,390,476,768**	**129,998,589**
LIABILITIES				
Current liabilities:				
Accounts and retainage payable	2,296,929	-	1,001,686	4,878
Accrued liabilities	2,767,941	-	763,389	(1,596,503)
Interfund payables	477	(780,673,364)	193,039,390	233,591,551
Intergovernmental payables	8,824,390	-	532,669	9,838,535
Deferred income	46,708,099	-	-	46,708,099
Total current unrestricted liabilities	60,597,836	(780,673,364)	195,337,134	288,546,560
Payable from restricted assets:				
Construction related payables:				
Deferred grant revenue (Toll Equity Grant)	32,166,870	-	32,166,870	-
Debt service related payables:				
Accrued interest payable on bonded debt	189,003,487	-	-	-
Revenue bonds payable-current portion	965,000	-	965,000	-
Total current liabilities payable from restricted assets	222,135,357	-	33,131,870	-
Noncurrent liabilities:				
Accrued arbitrage rebate payable-non-current	73,249	-	73,249	-
Texas Department of Transportation - ISTEA loan payable	133,784,784	-	133,784,784	-
Dallas North Tollway System revenue bonds payable	7,647,223,182	-	7,247,223,182	-
Deferred inflow of resources	31,754,251	-	31,754,251	-
OPEB and workers comp. liabilities	19,279,087	-	-	-
Total noncurrent liabilities	7,832,114,553	-	7,412,835,465	-
TOTAL LIABILITIES	**8,114,847,746**	**(780,673,364)**	**7,641,304,469**	**288,546,560**
NET POSITION				
Invested in capital assets, net of related debt	(1,367,487,240)	98,846,553	(1,250,827,701)	-
Restricted:				
Restricted for debt service	781,417,001	161,510,637	-	(158,547,971)
Unrestricted:				
Unrestricted	(48,216,896)	(69,811,300)	-	-
Reserved for operations, maintenance, and retiree health benefits	-	(51,315,119)	-	-
Reserved for capital improvements	-	(173,871,460)	-	-
Reserved for bond redemption	-	34,640,689	-	-
TOTAL NET POSITION	**(634,287,137)**	**-**	**(1,250,827,701)**	**(158,547,971)**

These balances are preliminary and subject to year-end adjustments

Operation & Maint. Fund	Reserve Maint. Fund	Consolidated Capital Improvement Fund	Enterprise Account	Debt Service Fund Bond Interest	Debt Service Fund Reserve Account	Debt Service Fund Redemption Account
14,294,201	(166,251)	(415,956)	174,124	-	-	-
3,059	28,429,006	173,203,468	18,404,420	-	-	-
-	1,028	144,761	-	-	-	-
50,265,394	334,081	373,394,771	-	340,286,412	11,057,117	-
3,282,139	-	1,593,092	1,339,344	4,440,261	-	-
(37,498)	-	70,912	2,461,406	-	-	-
-	-	-	(967,862)	-	-	-
-	-	-	2,270,672	-	-	-
-	-	-	(2,087,679)	-	-	-
1,456,182	-	-	-	-	-	-
69,263,477	28,597,864	547,991,046	21,594,425	344,726,673	11,057,117	-
-	-	27,288	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	12,053,401	-	178,302,457	73,993,805	1,676
-	-	-	-	98	1,164,122	-
-	-	12,080,689	-	178,302,555	75,157,927	1,676
69,263,477	28,597,864	560,071,735	21,594,425	523,029,228	86,215,044	1,676
-	-	-	-	-	-	-
-	5,015,145	49,675,440	-	-	-	-
-	-	-	-	-	336,715,217	-
-	-	-	-	-	-	-
-	-	62,572,797	-	-	-	-
-	-	-	-	-	-	-
-	-	(1,993,433)	-	-	-	-
-	5,015,145	110,254,804	-	-	336,715,217	-
69,263,477	**33,613,009**	**670,326,539**	**21,594,425**	**523,029,228**	**422,930,261**	**1,676**
92,720	23,880	1,173,765	-	-	-	-
3,879,504	68,648	(347,097)	-	-	-	-
26,888,425	3,034,644	289,477,466	-	-	-	34,642,365
(1,705,542)	-	158,704	24	-	-	-
-	-	-	-	-	-	-
29,155,107	3,127,172	290,462,838	24	-	-	34,642,365
-	-	-	-	-	-	-
-	-	13,748,333	-	175,255,154	-	-
-	-	-	-	-	-	-
-	-	13,748,333	-	175,255,154	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	400,000,000	-	-	-	-
-	-	-	-	-	-	-
19,279,087	-	-	-	-	-	-
19,279,087	-	400,000,000	-	-	-	-
48,434,194	**3,127,172**	**704,211,171**	**24**	**175,255,154**	-	**34,642,365**
-	-	(215,506,092)	-	-	-	-
-	-	7,750,000	-	347,774,074	422,930,261	-
-	-	-	21,594,401	-	-	-
20,829,283	30,485,837	-	-	-	-	-
-	-	173,671,460	-	-	-	-
-	-	-	-	-	-	(34,640,689)
20,829,283	**30,485,837**	**(33,884,632)**	**21,594,401**	**347,774,074**	**422,930,261**	**(34,640,689)**

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NORTH TEXAS TOLLWAY AUTHORITY
NORTH TEXAS TOLLWAY AUTHORITY SYSTEM
STATEMENT OF NET POSITION
CONSOLIDATED CAPITAL IMPROVEMENT FUND
December 31, 2014
(Unaudited)

ASSETS	Consolidated Capital Improvement Fund	Capital Improvement Fund	Feasibility Study Fund
Current assets:			
Cash	(415,958)	(424,060)	8,103
Investments, at amortized cost	173,203,468	173,203,468	-
Accrued interest receivable on investments	144,761	144,761	-
Interfund receivables	373,394,771	355,191,386	18,203,385
Interproject/agency receivables	1,593,092	1,567,453	25,639
Accounts receivable	70,912	70,912	-
Total current unrestricted assets	547,991,046	529,753,920	18,237,127
Current restricted assets:			
Restricted for construction:			
Cash	27,288	27,288	-
Restricted for debt service:			
Investments, at amortized cost	12,053,401	12,053,401	-
Total current restricted assets	12,080,689	12,080,689	-
Total current unrestricted and restricted assets	560,071,735	541,834,608	18,237,127
Noncurrent assets:			
Investments, at amortized cost restricted for operations	49,675,440	49,675,440	-
Deferred feasibility study cost	62,572,797	-	62,572,797
Capitalized cost (net of accumulated depreciation)	(1,993,433)	(1,993,433)	-
Total noncurrent assets	110,254,804	47,682,007	62,572,797
TOTAL ASSETS	**670,326,539**	**589,516,615**	**80,809,924**
LIABILITIES			
Current liabilities:			
Accounts and retainage payable	1,173,765	194,822	978,942
Accrued liabilities	(347,097)	(407,029)	59,932
Interfund payables	289,477,466	(5,801,506)	295,278,972
Intergovernmental payables	158,704	160,534	(1,830)
Total current unrestricted liabilities	290,462,838	(5,853,179)	296,316,016
Payable from restricted assets:			
Debt service related payables:			
Accrued interest payable on bonded debt	13,748,333	13,748,333	-
Total current liabilities payable from restricted assets	13,748,333	13,748,333	-
Noncurrent liabilities:			
Dallas North Tollway System revenue bonds payable	400,000,000	400,000,000	-
Total noncurrent liabilities	400,000,000	400,000,000	-
TOTAL LIABILITIES	**704,211,171**	**407,895,155**	**296,316,016**
NET POSITION			
Invested in capital assets, net of related debt	(215,506,092)	-	(215,506,092)
Restricted:			
Restricted for debt service	7,750,000	7,750,000	-
Unrestricted:			
Reserved for capital improvements	173,871,460	173,871,460	-
TOTAL NET POSITION	**(33,884,632)**	**181,621,460**	**(215,506,092)**

These balances are preliminary and subject to year-end adjustments

NORTH TEXAS TOLLWAY AUTHORITY
STATEMENT OF CHANGES IN NET POSITION
Year to Date December 31, 2014
(Unaudited)

		Totals	Construction & Property Fund	Revenue Fund
BEGINNING NET POSITION January 1, 2014	$	(674,676,883)	(1,224,827,598)	(161,349,443)
Revenues:				
Toll revenue		628,320,278	-	626,264,660
Interest revenue		6,980,434		356,901
Other revenue		25,908,990	-	19,870,728
Less: bad debt expense		(50,316,719)	-	(47,803,631)
Total operating revenues		610,892,983	-	598,688,657
Operating Expenses:				
Administration		(19,266,331)	-	-
Operations		(90,413,720)	-	-
		(109,680,051)	-	-
Preservation of System Assets:				
Reserve Maintenance Fund expenses		(9,920,789)	-	-
Capital Improvement Fund expenses		(814,047)	-	-
Total operating expenses		(120,414,887)	-	-
Operating income (loss) before amortization and depreciation		490,478,096	-	598,686,657
Amortization and Depreciation				
Depreciation		(6,159,420)	(6,159,420)	-
Amortization of intangible asset - Sam Rayburn Tollway (SRT)		(64,403,243)	(64,403,243)	-
Operating income (loss)		419,915,433	(70,562,663)	598,686,657
Nonoperating Revenues (Expenses):				
Interest earned on investments		348,383	348,383	-
Loss on sale of investments		(242,296)	(59,361)	-
Net increase (decrease) in fair value of investments		2,360,407	134,961	(66,568)
Reimbursements from other governments		1,790,774	883,993	-
Government subsidy		26,877,163	-	-
Interest expense on revenue bonds		(330,195,832)	-	-
Interest accretion on 2008D Bonds		(51,248,940)	-	-
Interest expense on 2nd Tier Bonds		(58,504,335)	-	-
Bond discount/premium amortization		72,277,831	71,994,997	-
Bond issuance cost amortization		(5,728,236)	(5,728,236)	-
Interest on loan		(5,714,934)	(5,714,934)	-
Deferred amount on refunding amortization		(3,381,092)	(3,381,092)	-
Other		(28,164,582)	4,882,313	284,680
Total nonoperating revenues (expenses):		(379,525,687)	63,361,024	218,112
Income (loss) before transfers		40,389,746	(7,201,640)	598,906,770
Operating transfers (other funds)		-	(18,798,463)	(353,432,623)
Distribution from Revenue Fund		-	-	(242,672,674)
Change in net position year to date December 31, 2014		40,389,746	(26,000,103)	2,801,472
Ending Net Position December 31, 2014	$	**(634,287,137)**	**(1,250,827,701)**	**(158,547,971)**

These balances are preliminary and subject to year-end adjustments

Operation & Maint. Fund	Reserve Maint. Fund	Consolidated Capital Improvement Fund	Enterprise Account	Debt Service Funds Bond Interest	Reserve Account	Redemption Account
16,336,241	42,029,525	(84,014,093)	19,516,074	344,716,334	407,556,766	(34,640,689)
-	-	-	2,055,619	-	-	-
-	150,543	708,312	25,611	1,561	5,737,505	-
513,279	-	-	5,524,983	-	-	-
-	-	-	(2,513,088)	-	-	-
513,279	150,543	708,312	5,093,125	1,561	5,737,505	-
(18,352,202)	-	-	(914,129)	-	-	-
(88,313,051)	-	-	(2,100,669)	-	-	-
(106,665,253)	-	-	(3,014,797)	-	-	-
-	(9,920,789)	-	-	-	-	-
-	-	(814,047)	-	-	-	-
(106,665,253)	(9,920,789)	(814,047)	(3,014,797)	-	-	-
(106,151,974)	(9,770,246)	(105,735)	2,078,327	1,561	5,737,505	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
(106,151,974)	(9,770,246)	(105,735)	2,078,327	1,561	5,737,505	-
-	-	-	-	-	-	-
-	-	-	-	-	(182,915)	-
-	59,462	573,769	-	-	1,658,762	-
-	-	906,781	-	-	-	-
-	-	-	-	26,877,163	-	-
-	-	(32,996,000)	-	(297,199,833)	-	-
-	-	-	-	(51,248,940)	-	-
-	-	-	-	(58,504,335)	-	-
-	-	282,835	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
(314,475)	-	(33,017,100)	-	-	-	-
(314,475)	59,462	(64,249,715)	-	(380,075,944)	1,475,847	-
(106,466,449)	(9,710,783)	(64,355,449)	2,078,327	(380,074,382)	7,213,352	-
18,471,817	(1,832,905)	(35,700,091)	-	383,132,122	8,160,143	-
92,487,674	-	150,185,000	-	-	-	-
4,493,042	(11,543,688)	50,129,461	2,078,327	3,057,740	15,373,495	-
20,829,283	**30,485,837**	**(33,884,632)**	**21,594,401**	**347,774,074**	**422,930,261**	**(34,640,689)**

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North Texas Tollway Authority
Statement of Cash Flow
Year to Date December 31, 2014

Cash flows from operating activities:	
Receipts from customers and users	$ 604,483,902
Payments to contractors and suppliers	(148,228,896)
Payments to employees	(43,639,331)
Net cash provided by operating activities	412,615,675
Cash flows from capital and related financing activities:	
Acquisition and construction of capital assets	38,318,227
Defeased of commercial paper	(13,748,333)
Capital contributions	1,790,774
Capital contributions - BABS Subsidy	26,877,165
Deferred financing costs	(55,000,740)
Unearned grant revenue	(883,993)
Interest paid on revenue bonds	(358,656,035)
Net cash used in capital and related financing activities	(361,302,935)
Cash flows from investing activities:	
Purchase of investments	(4,456,276,335)
Proceeds from sales and maturities of investments	4,403,772,773
Interest received	(15,072)
Net cash provided by investing activities	(52,518,634)
Net increase in cash and cash equivalents	(1,205,894)
Cash and cash equivalents, beginning of the year	19,713,782
Cash and cash equivalents, end of the year	18,507,888
Classified as:	
Current assets	18,500,895
Restricted assets	6,993
Total	18,507,888
Noncash financing, capital, and investing activities:	
Reconciliation of operating income to net cash provided by operating activities:	
Operating income	419,915,435
Adjustments to reconcile operating income to net cash provided by operating activities:	
Depreciation	(6,159,420)
Amortization of intangible assets	(64,403,243)
Bad debt expense	50,316,719
Changes in assets and liabilities:	
Increase in accounts receivable	(62,409,547)
Inccrease in accounts and retainage payable	71,804,007
Decrease in accrued liabilities	(1,849,001)
Decrease in prepaid expenses	(283,021)
Increase in accrued interest receivable	(21,024)
Increase in unearned revenue	5,704,770
Total adjustments	(7,299,760)
Net cash provided by operating activities	$ 412,615,675
Noncash financing activities:	
Net increase in the fair value of investments	2,360,407

NORTH TEXAS TOLLWAY AUTHORITY
CASH RECEIPTS AND DISBURSEMENTS
Year to Date December 31, 2014

		Totals	Construction & Property Fund	Revenue Fund
Beginning cash balance, January 01, 2014	$	19,672,813	(26,772)	6,477,574
Receipts				
Toll revenues		52,849,307	-	52,849,307
Enterprise IOP revenue		28,453,057	-	23,243,457
2010 BABS rebate		35,882,734	-	-
Investments		389,016,590	-	-
Earnings received from investments		4,847,727	414,173	369,873
Gain/Loss from sale of investments		2,703,564	119,559	-
Prepaid customers' accounts		673,623,294	-	673,623,294
Misc revenue		10,246,149	3,406,779	1,909,289
		1,197,622,421	3,940,511	751,995,220
Disbursements				
SWAP Payment		(6,212,649)	-	-
Interest on bonded debt		(525,949,026)	-	(159,334,971)
Investments		(84,917,862)	-	(50,771,433)
Operating expenses		(385,883,057)	-	(293,629,030)
Reserve Maintenance Fund expenses		(13,291,704)	-	-
Capital Improvement Fund expenses		(89,419,606)	-	-
Deferred feasibility study cost		(4,395,231)	-	-
Capitalized costs		(6,563,847)	(6,563,847)	-
		(1,116,632,982)	(6,563,847)	(503,735,434)
Interfund and Interproject Transactions				
Distribution from Revenue Fund		-	-	(244,083,704)
Other interfund transactions		(82,154,364)	2,629,813	(6,038,877)
		(82,154,364)	2,629,813	(250,122,581)
Receipts over (under) disbursements year to date, December 31, 2014		(1,164,925)	6,477	(1,862,795)
Ending cash balance, December 31, 2014	$	18,507,888	(20,295)	4,614,779

Operation & Maint. Fund	Reserve Maint. Fund	Consolidated Capital Improvement Fund	Enterprise Fund	Debt Service Funds		
				Bond Interest	Reserve Account	Redemption Account
13,823,666	(127,032)	(433,654)	(40,969)	-	-	-
-	-	-	-	-	-	-
-	-	-	5,209,600	-	-	-
-	-	-	-	35,882,734	-	-
-	-	50,609,655	488,419	337,918,516	-	-
-	146,404	-	27,221	1,704	3,888,352	-
-	-	-	-	-	2,584,005	-
-	-	-	-	-	-	-
1,265,995	-	3,664,086	-	-	-	-
1,265,995	146,404	54,273,741	5,725,240	373,802,954	6,472,357	-
-	-	-	-	(6,212,649)	-	-
-	-	-	-	(366,614,055)	-	-
-	-	(42,655,335)	-	-	8,508,906	-
(85,693,387)	-	-	(6,560,640)	-	-	-
-	(13,291,704)	-	-	-	-	-
-	-	(89,419,606)	-	-	-	-
-	-	(4,395,231)	-	-	-	-
-	-	-	-	-	-	-
(85,693,387)	(13,291,704)	(136,470,172)	(6,560,640)	(372,826,704)	8,508,906	-
84,897,927	-	150,185,000	-	9,000,776	-	-
-	13,106,081	(67,943,586)	1,050,493	(9,977,026)	(14,981,263)	-
84,897,927	13,106,081	82,241,414	1,050,493	(976,250)	(14,981,263)	-
470,535	(39,219)	44,984	215,093	-	-	-
14,294,201	(166,251)	(388,670)	174,124	-	-	-

NORTH TEXAS TOLLWAY AUTHORITY
Budget and Actual Revenues and Expenses on Trust Agreement Basis
Month Ending
December 31, 2014

	Total 2014 Budget	Budget To Date	Actual To Date	Variance Over(Under) Budget
Revenues:				
Toll Revenues				
AVI	$ 448,550,000	448,550,000	490,147,333	41,597,333
ZipCash	135,624,600	135,624,657	136,117,327	492,670
Less: Bad debt expense	(63,856,000)	(63,856,057)	(47,803,631)	16,052,426
Net Revenues	520,318,600	520,318,600	578,461,029	58,142,429
Interest revenue	6,674,500	6,674,500	6,954,823	280,323
Other revenues	14,109,850	14,109,850	20,384,007	6,274,157
Gross revenues	541,102,950	541,102,950	605,799,859	64,696,909
Operating expenses:				
Administration:				
Administration	556,956	556,956	418,822	(138,134)
Board	152,873	152,873	132,937	(19,936)
Finance	15,261,969	15,261,969	10,780,027	(4,481,942)
Human resources	1,388,401	1,388,401	1,273,503	(114,898)
Internal audit	828,471	828,471	692,223	(136,248)
Legal services	2,437,130	2,437,130	2,140,461	(296,669)
Public Affairs	2,846,945	2,846,945	2,668,907	(178,038)
Strategic & Innovative Solutions	956,096	956,096	245,322	(710,774)
Total administration	24,428,841	24,428,841	18,352,202	(6,076,639)
Operations:				
Customer service center	48,363,838	48,363,838	45,315,242	(3,048,596)
Information technology	13,995,184	13,995,184	13,078,595	(916,589)
Maintenance	24,283,669	24,283,669	21,174,828	(3,108,841)
Operations	594,621	594,621	698,697	104,076
Project delivery	164,528	164,528	179,785	15,257
System & incident management	10,869,319	10,869,319	7,865,904	(3,003,415)
Total operations	98,271,159	98,271,159	88,313,051	(9,958,108)
Total operating expenses	122,700,000	122,700,000	106,665,253	(16,034,747)
Inter-fund transfers	(6,000,000)	(6,000,000)	(5,812,928)	187,072
Net revenues available for debt service	$ 424,402,950	424,402,950	504,947,534	80,544,584

Net revenues available for debt service	504,947,534
1st Tier Bond Interest Expense	297,199,833
2nd Tier Bond Interest Expense	58,504,335
BABS Subsidy	(27,002,329)
Total 1st & 2nd Tier Bond Interest Expense	328,701,839
Allocated 1st Tier Principal Amount	965,001
Allocated 2nd Tier Principal Amount	-
Net Debt Service	329,666,840
1st Tier Calculated Debt Service Coverage	1.86
1st & 2nd Tier Calculated Debt Service Coverage	1.53

These balances are preliminary and subject to year-end adjustments

NORTH TEXAS TOLLWAY AUTHORITY
TOLL REVENUE AND TRAFFIC ANALYSIS
December 31, 2014

		Month To Date				Year To Date		
		2014		2013		2014		2013
TOLL REVENUE								
AVI	$	49,122,149		40,413,937	$	490,147,333	$	453,394,964
ZipCash		6,259,971 (*)		10,282,225 (*)		88,313,696 (**)		72,065,074 (**)
TOTAL	$	55,382,120	$	50,696,162	$	578,461,029	$	525,460,038
Percent increase (decrease)		9.2%				10.1%		

	Month To Date		Year To Date	
	2014	2013	2014	2013
VEHICLE TRANSACTIONS				
Two-axle vehicles	53,682,340	45,575,725	628,176,036	597,203,897
Three or more axle vehicles	1,214,148	958,652	15,292,080	12,926,262
Non Revenue	202,010	198,059	2,546,005	2,314,850
TOTAL	55,098,498	46,732,436	646,014,121	612,445,009
Percent increase (decrease)	17.9%		5.5%	

		2014 MTD		2013 MTD		2014 YTD		2013 YTD
TOLL REVENUE AVERAGE PER DAY								
Total Revenue		1,786,520		1,635,360		1,584,825		1,439,617
AVERAGE	$	1,786,520	$	1,635,360	$	1,584,825	$	1,439,617
Percent increase (decrease)		9.2%				10.1%		
VEHICLE TRANSACTIONS AVERAGE PER DAY								
Two-axle vehicles		1,731,688		1,470,185		1,721,030		1,636,175
Three or more axle vehicles		39,166		30,924		41,896		35,414
Non Revenue		6,516		6,389		6,975		6,342
AVERAGE		1,777,370		1,507,498		1,769,901		1,677,931
Percent increase (decrease)		17.9%				5.5%		

(*) 2014 MTD Zip Cash reported Net of Bad Debt Expense of $ 5,649,244
(*) 2013 MTD Zip Cash reported Net of Bad Debt Expense of $ 12,723,630
(**) 2014 YTD Zip Cash reported Net of Bad Debt Expense of $ 47,803,631
(**) 2013 YTD Zip Cash reported Net of Bad Debt Expense of $ 46,133,481

NORTH TEXAS TOLLWAY AUTHORITY
TOLL RECEIVABLE ANALYSIS
December 31, 2014

		A/R Balance as of January 1, 2014	Month To Date December 31, 2014	Year To Date December 31, 2014
TOLL RECEIVABLE				
Beginning A/R Balance, January 1st,	$	103,059,587	- $	103,059,587
System Invoiced:				
ZipCash		150,642,616	13,614,802	164,257,418
System adjustments				
Unassigned/reassigned		(13,835,932)	(1,613,785)	(15,449,717)
Excusals		(24,413,920)	(2,080,432)	(26,494,352)
A/R adjustments		(2,638,100)	826,577	(1,811,523)
Write Offs		-	(18,565,705)	(18,565,705)
Total adjustments		(40,887,952)	(21,433,344)	(62,321,296)
Invoice Payments:				
Zipcash		(47,661,460)	(5,247,534)	(52,908,994)
Violations		(8,383,071)	(530,133)	(8,913,204)
Payment shortages		(1,966)	(116) **	(2,082)
Ending Balance A/R, December 31, 2014		156,767,754	(13,596,326)	143,171,428
Allowance for uncollectible receivables		(112,089,029)	12,392,504	(99,696,525)
Net A/R balance as of December 31, 2014	$	44,678,726	(1,203,822) $	43,474,903
Beginning Unbilled A/R as of Jan. 1st,		8,970,988 *	3,173,503	12,144,491
Allowance for uncollectible receivables		(7,625,340) *	(2,697,477)	(10,322,817)
Net Unbilled A/R balance as of December 31, 2014	$	1,345,648	476,025 $	1,821,673

A/R - Accounts receivable

* Unbilled transactions matched with a current address.

**Payment shortages occurs when the Authority accepts payment(s) less(short) of the amount invoiced.

INVESTMENT REPORT
NORTH TEXAS TOLLWAY AUTHORITY
10/1/2014-12/31/2014

This report summarizes the investment position of the North Texas Tollway Authority for the period 10/1/2014-12/31/2014

	10/1/2014	Purchases	Maturities / Redemptions	Chg in Mkt Value	Amortization (Net)	12/31/2014
Book Value	$906,186,448	$1,361,829,335	($1,256,508,781)	$406,640	$282	$1,011,913,924
Market Value	$906,186,448	$1,361,829,335	($1,256,508,781)	$406,640	$282	$1,011,913,924
Par Value	$908,512,607	$1,361,829,335	($1,256,508,781)	$0	$0	$1,013,833,161
Weighted Avg. Days to Maturity	627					546
Weighted Avg. Yield to Maturity	0.79%					0.72%
Yield to Maturity of 2-Year Treasury Note	0.58%					0.67%
Accrued Interest						$1,478,569
Earnings for the Period						$1,806,973

This report is presented in accordance with the Texas Government Code Title 10, Section 2256.023. The signatories found at the front of the Monthly Financial and Investment Report hereby certify that, to the best of their knowledge on the date this report was created, the North Texas Tollway Authority is in compliance with the provisions of Government Code 2256 and with the stated policies and strategies of the North Texas Tollway Authority.

North Texas Tollway Authority

INVESTMENTS AT

December 31, 2014

Fund	CUSIP	Invest #	Issuer	Purchase Date	Par Value	Market Value	YTM 365	Maturity Date
			CONSTRUCTION FUNDS					
3713 - DNT Phase 3 Construction Fund	932994049	10224	TexPool	08/31/2010	14,058,970.81	14,058,970.81	0.029	
	Total	**3713 - DNT Phase 3 Construction Fund**				**14,058,970.81**		
3722-03 - PGBT EE BABs Construction Fund	729999268	10443	TexPool	09/23/2014	2,922,419.96	2,922,419.96	0.029	
	Total	**3722-03 - PGBT EE BABs Construction Fund**				**2,922,419.96**		
3761 - LLTB BABs Construction Fund	932995087	10440	TexPool	09/05/2014	6,513,618.05	6,513,618.05	0.029	
	Total	**3761 - LLTB BABs Construction Fund**				**6,513,618.05**		
3751-10 - 2009B SRT BABs Constr	932995061	10439	TexPool	09/05/2014	13,412,683.15	13,412,683.15	0.029	
	3134G45L8	10396	Federal Home Loan Mtg Corp	05/29/2013	10,000,000.00	9,927,700.00	0.625	11/25/2016
	3133EAA81	10350	Federal Farm Credit Bank	08/27/2012	10,000,000.00	9,970,000.00	0.806	01/30/2017
	3133EAK98	10354	Federal Farm Credit Bank	09/14/2012	10,000,000.00	9,978,400.00	0.873	02/15/2017
	313380MK0	10355	Federal Home Loan Bank	09/21/2012	9,650,000.00	9,605,417.00	0.877	03/21/2017
	Total	**3751-10 - 2009B SRT BABs Constr**				**52,894,200.15**		
3751-11 Construction Fund Ser 2014A&B	VP4510005	10455	Wells Fargo MMF	11/25/2014	142,617.46	142,617.46	0.010	
	Total	**3751-11 Construction Fund Ser 2014A&B**				**142,617.46**		
3751-12 Construction Fund Ser 2014C	VP4510005	10463	Wells Fargo MMF	11/25/2014	72,577.59	72,577.59	0.010	
	Total	**3751-12 Construction Fund Ser 2014C**				**72,577.59**		
	TOTAL CONSTRUCTION FUNDS					**76,604,404.02**	**0.432**	
			REVENUE FUND					
1101 - Revenue Fund	SA6000960	10399	BB&T	06/20/2013	64,257.21	64,257.21	0.200	
	932994361	10442	Texpool	09/23/2014	3,309,981.13	3,309,981.13	0.029	
	Total	**1101 - Revenue Fund**				**3,374,238.34**		
1101 - Revenue Fund - Rest For Debt Svc	SA6000960	10399	BB&T	06/20/2013	.00	.00	0.200	
	Total	**1101 - Revenue Fund - Rest For Debt Svc**				**0.00**		
1101-02 Custody Prepaid Funds	932995673	10316	Texpool	10/14/2011	15,229,918.33	15,229,918.33	0.029	
	VP4510005	10317	Wells Fargo MMF	11/03/2011	2,000,000.00	2,000,000.00	0.010	
	3133ECNU4	10391	Federal Farm Credit Bank	05/17/2013	10,000,000.00	10,001,400.00	0.262	05/08/2015
	36959JTG8	10461	GE Capital Corp Comm Paper	12/18/2014	10,000,000.00	9,985,800.00	0.240	06/16/2015
	3134G4YD4	10422	Federal Home Loan Mtg Corp	04/01/2014	10,000,000.00	9,988,300.00	0.585	04/01/2016
	3133EDY30	10446	Federal Farm Credit Bank	10/16/2014	9,000,000.00	8,932,770.00	1.120	10/16/2017
	Total	**1101-02 Custody Prepaid Funds**				**56,138,188.33**		
	TOTAL REVENUE FUND					**59,512,426.67**	**0.362**	
			OPERATIONS & MAINTENANCE FUND					
1001 - Operation & Maintenance Fund	932994122	10233	TexPool	08/31/2010	3,058.76	3,058.76	0.029	
	Total	**1001 - Operation & Maintenance Fund**				**3,058.76**		
	TOTAL OPERATIONS & MAINTENANCE FUND					**3,058.76**	**0.029**	
			RESERVE MAINTENANCE FUND					
1201 - Reserve Maintenance Fund	Regions	10322	Regions Bank	12/15/2011	13,436,174.62	13,436,174.62	0.150	
	36959JRM7	10447	GE Capital Corp Comm Paper	10/23/2014	15,000,000.00	14,992,831.50	0.190	04/21/2015
	3134G4QV3	10412	Federal Home Loan Mtg Corp	12/27/2013	5,000,000.00	5,015,145.00	1.850	12/27/2018
	Total	**1201 - Reserve Maintenance Fund**				**33,444,151.12**		
	TOTAL RESERVE MAINTENANCE FUND					**33,444,151.12**	**0.423**	
			CONSOLIDATED CAPITAL IMPROVEMENT FUND					
1501 - Capital Improvement Fund	BB&T	10415	BB&T	12/15/2011	141,584,360.03	141,584,360.03	0.150	
	Regions	10323	Regions Bank	12/31/2013	16,630,052.93	16,630,052.93	0.200	
	36959JSK0	10454	GE Capital Corp Comm Paper	11/20/2014	15,000,000.00	14,989,054.50	0.200	05/19/2015
	Total	**1501 - Capital Improvement Fund**				**173,203,467.46**		
1501 - CIF Bond Payment Account	BB&T	10415	BB&T	12/31/2013	12,053,401.05	12,053,401.05	0.150	
	Total	**1501 - CIF Bond Payment Account**				**12,053,401.05**		
1501 - CIF Rest. Rainy Day Fund	3133378UB5	10334	Federal Home Loan Bank	04/11/2012	6,890,000.00	6,932,339.05	1.075	10/11/2016
	3135G0RU9	10394	Federal National Mtg Assn	05/17/2013	10,000,000.00	9,951,010.00	1.016	11/15/2017
	3135G0UK7	10379	Federal National Mtg Assn	02/28/2013	13,610,000.00	13,495,880.15	1.174	02/28/2018
	3135G0UK7	10387	Federal National Mtg Assn	04/10/2013	9,500,000.00	9,420,342.50	1.150	02/28/2018
	313382QR7	10389	Federal Home Loan Bank	04/30/2013	7,250,000.00	7,164,500.75	1.100	04/26/2018
	3134G42G2	10388	Federal Home Loan Mtg Corp	04/26/2013	2,750,000.00	2,711,368.00	1.057	04/30/2018
	Total	**1501 - CIF Rainy Day Fund**				**49,675,440.45**		
	TOTAL CONSOLIDATED CAPITAL IMPROVEMENT FUND					**234,932,308.96**	**0.390**	
			BUSINESS UNIT 3					
7801 - Enterprise Fund	Regions	10303	Regions Bank	08/29/201[illegible]	18,404,419.77	18,404,419.77	0.150	
	Total	**7801 - Enterprise Fund**				**18,404,419.77**		
	TOTAL BUSINESS UNIT 3 FUNDS					**18,404,419.77**	**0.150**	

North Texas Tollway Authority

INVESTMENTS AT

December 31, 2014

Fund	CUSIP	Invest #	Issuer	Purchase Date	Par Value	Market Value	YTM 365	Maturity Date
			INTEREST & SINKING - BOND INTEREST FUND					
4211 - Bond Interest Fund	VP4510005	10336	Wells Fargo MMF	12/31/2012	149,283,319.77	149,283,319.77	0.010	
	Total	4211 - Bond Interest Fund				149,283,319.77		
4211- 01 - 2nd Tier Bond Int Acct	VP4510005	10370	Wells Fargo MMF	12/31/2012	29,019,137.50	29,019,137.50	0.010	
	Total	4211-1 - 2nd Tier Bond Int Acct				29,019,137.50		
	TOTAL INTEREST & SINKING - BOND INTEREST FUND					178,302,457.27	0.010	
			INTEREST & SINKING - RESERVE FUND					
4221 - Bond Reserve Fund	932994015	10239	TexPool	08/31/2010	5,110,799.08	5,110,799.08	0.029	
	313588AB1	10429	Federal National Mtg Assn	07/01/2014	15,139,000.0000	15,139,000.00	5.080	01/02/2015
	3133EAHP6	10330	Federal Farm Credit Bank	03/21/2012	10,000,000.00	10,008,600.00	0.697	03/16/2015
	912828NV8	10326	US Treasury Note	02/22/2012	15,000,000.00	15,106,650.00	0.554	08/31/2015
	3133727K4	10281	Federal Home Loan Bank	06/29/2011	6,650,000.00	6,768,037.50	1.615	12/28/2015
	31315PDZ9	10311	Federal Agricultural Mtg Corp	09/30/2011	9,000,000.00	9,105,300.00	1.119	01/11/2016
	3133EA2D9	10357	Federal Farm Credit Bank	09/26/2012	10,000,000.00	9,970,600.00	0.706	09/26/2016
	313378PN5	10347	Federal Home Loan Bank	08/15/2012	9,000,000.00	9,070,110.00	0.860	03/02/2017
	3135G0PD9	10356	Federal National Mtg Assn	09/27/2012	10,000,000.00	9,930,600.00	1.042	09/27/2017
	3134G3Y38	10364	Federal Home Loan Mtg Corp	11/27/2012	12,000,000.00	11,874,120.00	1.822	11/27/2017
	3134G3Y79	10365	Federal Home Loan Mtg Corp	11/28/2012	12,000,000.00	11,945,160.00	1.823	11/28/2017
	3135G0RT2	10435	Federal National Mtg Assn	07/24/2014	5,000,000.00	4,949,850.00	1.215	12/20/2017
	313381LC7	10368	Federal Home Loan Bank	12/28/2012	6,000,000.00	5,942,100.00	0.950	12/28/2017
	912828UE8	10430	US Treasury Note	07/16/2014	10,000,000.00	9,894,500.00	1.190	12/31/2017
	313382L92	10390	Federal Home Loan Bank	05/17/2013	10,000,000.00	9,902,300.00	1.010	01/10/2018
	3135G0TK9	10371	Federal National Mtg Assn	01/30/2013	14,000,000.00	13,873,440.00	1.050	01/30/2018
	313381TW5	10374	Federal Home Loan Bank	01/30/2013	12,000,000.00	11,869,320.00	1.013	01/30/2018
	3135G0VL4	10380	Federal National Mtg Assn	03/20/2013	15,000,000.00	14,867,250.00	1.128	03/20/2018
	3135G0VL4	10381	Federal National Mtg Assn	03/20/2013	15,500,000.00	15,362,825.00	1.128	03/20/2018
	3133836L0	10395	Federal Home Loan Bank	05/28/2013	15,000,000.00	14,852,250.00	1.200	05/24/2018
	3134G45D6	10392	Federal Home Loan Mtg Corp	05/30/2013	10,000,000.00	9,897,700.00	1.121	05/25/2018
	313383EP2	10397	Federal Home Loan Bank	06/20/2013	10,000,000.00	9,894,600.00	1.250	06/20/2018
	3133EDQZ8	10432	Federal Farm Credit Bank	07/23/2014	10,000,000.00	9,991,500.00	1.520	07/23/2018
	3134G4QV3	10411	Federal Home Loan Mtg Corp	12/27/2013	10,000,000.00	10,030,300.00	1.850	12/27/2018
	3134G4WKC	10420	Federal Home Loan Mtg Corp	03/12/2014	11,000,000.00	11,020,680.00	1.852	03/12/2019
	3130A1DL9	10425	Federal Home Loan Bank	04/02/2014	8,000,000.00	8,001,120.00	1.996	04/02/2019
	3133EDR20	10434	Federal Farm Credit Bank	07/24/2014	12,000,000.00	11,963,280.00	1.919	07/24/2019
	3134G5EL5	10437	Federal Home Loan Mtg Corp	08/21/2014	13,000,000.00	13,019,110.00	2.000	08/21/2019
	3136G23X3	10438	Federal National Mtg Assn	08/28/2014	8,000,000.00	8,061,680.00	2.000	08/28/2019
	3130A3AV6	10450	Federal Home Loan Bank	10/29/2014	10,000,000.00	10,009,700.00	1.965	10/29/2019
	3133EDZZ8	10451	Federal Farm Credit Bank	10/30/2014	9,000,000.00	8,971,650.00	1.760	10/30/2019
	3130A33W2	10449	Federal Home Loan Bank	10/30/2014	3,550,000.00	3,541,515.50	2.017	10/30/2019
	3133EEEB2	10458	Federal Farm Credit Bank	12/03/2014	10,000,000.00	9,972,800.00	1.942	12/02/2019
	3130A3MR2	10459	Federal Home Loan Bank	12/30/2014	10,000,000.00	9,988,400.00	2.000	12/30/2019
	3136G2B97	10460	Federal National Mtg Assn	12/30/2014	9,500,000.00	9,504,275.00	2.006	12/30/2019
	Total	4221 - Bond Reserve Fund				359,411,122.08		
4221-01 - NTTA 2nd Tier DS Res Fund	932994171	10239	TexPool	08/31/2010	13,700,522.17	13,700,522.17	0.029	
	3133EC2M5	10403	Federal Farm Credit Bank	09/18/2013	5,230,000.00	5,191,611.80	1.653	11/13/2017
	313381SP1	10372	Federal Home Loan Bank	01/30/2013	11,500,000.00	11,378,560.00	1.050	01/30/2018
	3134G45D6	10393	Federal Home Loan Mtg Corp	05/30/2013	13,000,000.00	12,867,010.00	1.125	05/25/2018
	Total	4221-01 - NTTA 2nd Tier DS Res Fund				43,137,703.97		
4221-02 - NTTA 2nd Tier Res Sub 2014	638998450	10457	TexPool	11/25/2014	8,160,195.70	8,160,195.70	0.029	
	Total	4221-02 - NTTA 2nd Tier Res Sub 2014				8,160,195.70		
	TOTAL INTEREST & SINKING RESERVE FUND					410,709,021.75	1.409	
			INTEREST & SINKING - REDEMPTION FUND					
4231 - Bond Redemption Fund	932994189	10241	TexPool	12/31/2012	1,675.75	1,675.75	0.029	
	Total	4231 - Bond Redemption Fund				1,675.75		
	TOTAL INTEREST & SINKING - REDEMPTION FUND					1,675.75	0.029	
	INVESTMENT TOTAL AS OF 12/31/2014					1,011,913,924.07	0.724	

NORTH TEXAS TOLLWAY AUTHORITY
Schedule of Deferred Study Costs-Feasibility Study Fund
December 31, 2014
(Unaudited)

The table below sets forth the accumulated deferred study costs by project that have not been transferred out of the Feasibility Study Fund into a construction project.

Projects	Accumulated as of Dec 31,2013	Current Year	Accumulated as of December 31, 2014	TxDOT Reimbursement as of December 31, 2014
Trinity Tollway	374,328	-	374,328	-
SH 161 FSF (FREE)	133,015	-	133,015	-
DNT- 380 Interchange	285,767	-	285,767	-
DNT Extension Phase 4 / 4A	3,738,109	-	3,738,109	-
DNT Ext Phase 4B/5A	3,601,870	42,504	3,644,374	-
DNT Phase 3	-	2,882	2,882	
PGBT-East Branch (SH190)	121,176	-	121,176	-
SH 360	6,574,035	2,553	6,576,588	-
Trinity Pkwy	37,139,041	2,720,581	39,859,622	31,094,441
NCTCG	848,892	-	848,892	-
SH 170 - Alliance Gateway	4,936,262	169,584	5,105,846	-
Capital Planning Model	364,329	-	364,329	-
Collin/Grayson Corridor	175,712	-	175,712	-
Future Bond Issue Planning	336,519	-	336,519	-
State Highway 183 Managed Lanes	901,486	-	901,486	-
Denton County Corridor	7,857	-	7,857	-
Collin County Outer Loop	3,152	-	3,152	-
Loop 9	32,649	-	32,649	-
IH35 E Managed Lanes	60,494	-	60,494	-
Grand Total	59,634,693	2,938,104	62,572,797	31,094,441

North Texas Tollway Authority
Estimated Project Cash Flow
for the Year Ended December 31, 2014
as of
31-Dec-14

	Jan-14 Actuals	Feb-14 Actuals	Mar-14 Actuals	Apr-14 Actuals	May-14 Actuals	Jun-14 Actuals	Jul-14 Actuals	Aug-14 Actuals	Sep-14 Actuals	Oct-14 Acutals	Nov-14 Actuals	Dec-14 Actuals
PGBT EE Construction Fund												
Beginning Balance	870,585	367,011	249,478	190,447	169,574	63,652	13,977	(79,314)	(85,594)	3,224,898	3,092,204	2,979,354
Investment Gain/(Loss)	43	14	8	6	6	3	3	-	-	23	73	72
Miscellaneous Revenue / Cash Receipts	-	-	-	-	-	-	-	-	3,376,851	-	-	-
IT Expenditures	-	-	-	-	-	-	-	-	-	-	-	-
Maintenance Expenditures	-	-	-	-	-	-	-	-	-	-	-	-
Project Delivery Expenditures	(495,716)	(109,604)	(50,458)	(12,647)	(86,582)	(41,433)	(121,882)	(103,538)	(58,280)	(121,300)	(102,106)	(28,936)
Other	(7,902)	(7,942)	(8,582)	(8,232)	(19,346)	(8,246)	28,588	97,258	(8,080)	(11,416)	(10,817)	(36,188)
Total Expenditures	(503,618)	(117,547)	(59,040)	(20,879)	(105,928)	(49,676)	(93,295)	(6,280)	(66,359)	(132,717)	(112,923)	(65,124)
Projected Ending Balance	367,011	249,478	190,447	169,574	63,652	13,977	(79,314)	(85,594)	3,224,898	3,092,204	2,979,354	2,914,302
DNT Phase 3 Construction Fund												
Beginning Balance	14,267,617	14,264,116	14,260,476	14,251,751	14,241,037	14,178,300	14,174,121	14,140,069	14,130,441	14,119,417	14,073,663	14,058,640
Investment Gain/(Loss)	451	331	310	362	394	296	332	376	425	367	321	330
IT Expenditures	-	-	-	-	-	-	-	-	-	-	-	-
Maintenance Expenditures	-	-	-	-	-	-	-	-	-	-	-	-
Project Delivery Expenditures	-	-	(4,745)	(6,960)	(50,783)	(352)	(28,940)	(5,878)	(7,409)	(40,433)	(11,345)	
Other	(3,951)	(3,971.14)	(4,291)	(4,115.93)	(12,348.63)	(4,122.80)	(5,443.53)	(4,126.18)	(4,039.81)	(5,708.21)	(3,998.54)	(4,059.01)
Total Expenditures	(3,951)	(3,971)	(9,036)	(11,076)	(63,132)	(4,474)	(34,384)	(10,004)	(11,449)	(46,141)	(15,344)	(4,059)
Projected Ending Balance	14,264,116	14,260,476	14,251,751	14,241,037	14,178,300	14,174,121	14,140,069	14,130,441	14,119,417	14,073,663	14,058,640	14,054,912
LLTB Construction Fund												
Beginning Balance	6,784,515	6,704,074	6,704,717	6,700,151	6,700,789	6,690,934	6,688,812	6,643,930	6,521,911	6,519,857	6,513,677	6,513,465
Investment Gain/(Loss)	647	643	499	638	595	637	593	635	625	(394)	148	153
IT Expenditures	-	-	-	-	-	-	-	-	-	-	-	-
Maintenance Expenditures	-	-	-	-	-	-	-	-	-	-	-	-
Project Delivery Expenditures	(81,089)	-	(5,065)	-	(3,898)	(2,760)	-	(2,897)	(2,678)	(5,787)	(360)	-
Other	-	-	-	-	(6,552)	-	(45,475)	(119,758)	-	-	-	-
Total Expenditures	(81,089)	-	(5,065)	-	(10,449)	(2,760)	(45,475)	(122,655)	(2,678)	(5,787)	(360)	-
Projected Ending Balance	6,704,074	6,704,717	6,700,151	6,700,789	6,690,934	6,688,812	6,643,930	6,521,911	6,519,857	6,513,677	6,513,465	6,513,618
Sam Rayburn Construction Fund												
Beginning Balance	55,691,931	55,466,628	55,533,676	55,094,298	55,096,876	54,566,952	54,503,010	54,398,831	53,532,448	53,921,565	53,502,217	53,491,990
Investment Gain/(Loss)	169,864	87,272	(80,518)	91,765	138,567	(13,093)	(78,318)	123,562	(12,171)	87,193	59,436	(107,589)
Miscellaneous Revenue / Cash Receipts	-	15,610	-	-	-	-	-	-	-	-	-	-
Transfer from other accounts	-	-	-	-	-	-	-	-	-	-	-	-
IT Expenditures	-	-	-	-	-	-	-	-	-	-	-	-
Maintenance Expenditures	-	-	-	-	-	-	-	-	-	-	-	-
Project Delivery Expenditures	(159,467)	(11,526)	(39,092)	(8,289)	(25,683)	(36,304)	(9,330)	(22,110)	(16,800)	(27,360)	(14,154)	(20,209)
Other	(435,701)	(24,308)	(319,768)	(80,898)	(642,807)	(14,546)	(16,532)	(967,834)	418,087	(479,181)	(55,509)	(478,110)
Total Expenditures	(595,167)	(35,834)	(358,860)	(89,187)	(668,491)	(50,849)	(25,862)	(989,944)	401,288	(506,541)	(69,663)	(498,319)
Projected Ending Balance	55,466,628	55,533,676	55,094,298	55,096,876	54,566,952	54,503,010	54,398,831	53,532,448	53,921,565	53,502,217	53,491,990	52,886,082
90 Construction Fund												
Beginning Balance	0.00	(383,621)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Investment Gain/(Loss)	-	-	-	-	-	-	-	-	-	-	-	-
Account Closeouts	-	-	-	-	-	-	-	-	-	-	-	-
Total Expenditures	(1,141,558)	(293,705)	-	-	-	-	-	-	-	-	-	-
Transfer from CIF	757,937	677,325	-	-	-	-	-	-	-	-	-	-
Projected Ending Balance	(383,621)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

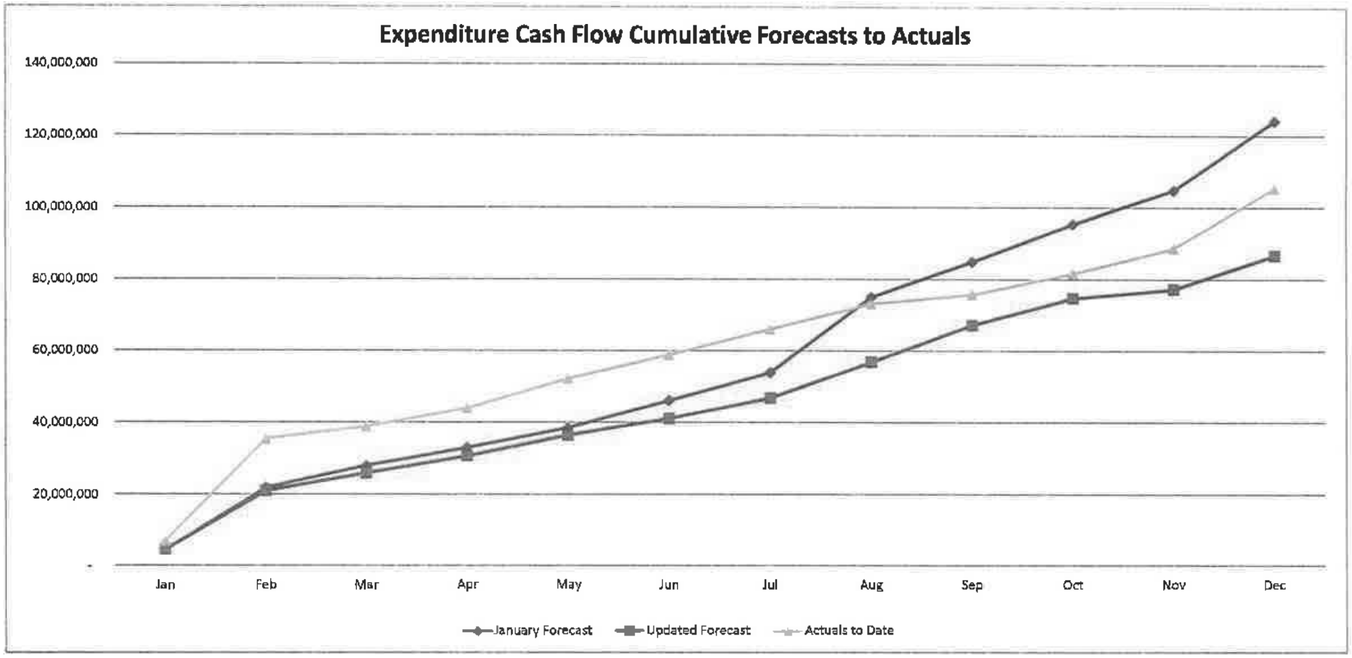
North Texas Tollway Authority
Estimated Project Cash Flow
for the Year Ended December 31, 2014
as of
31-Dec-14

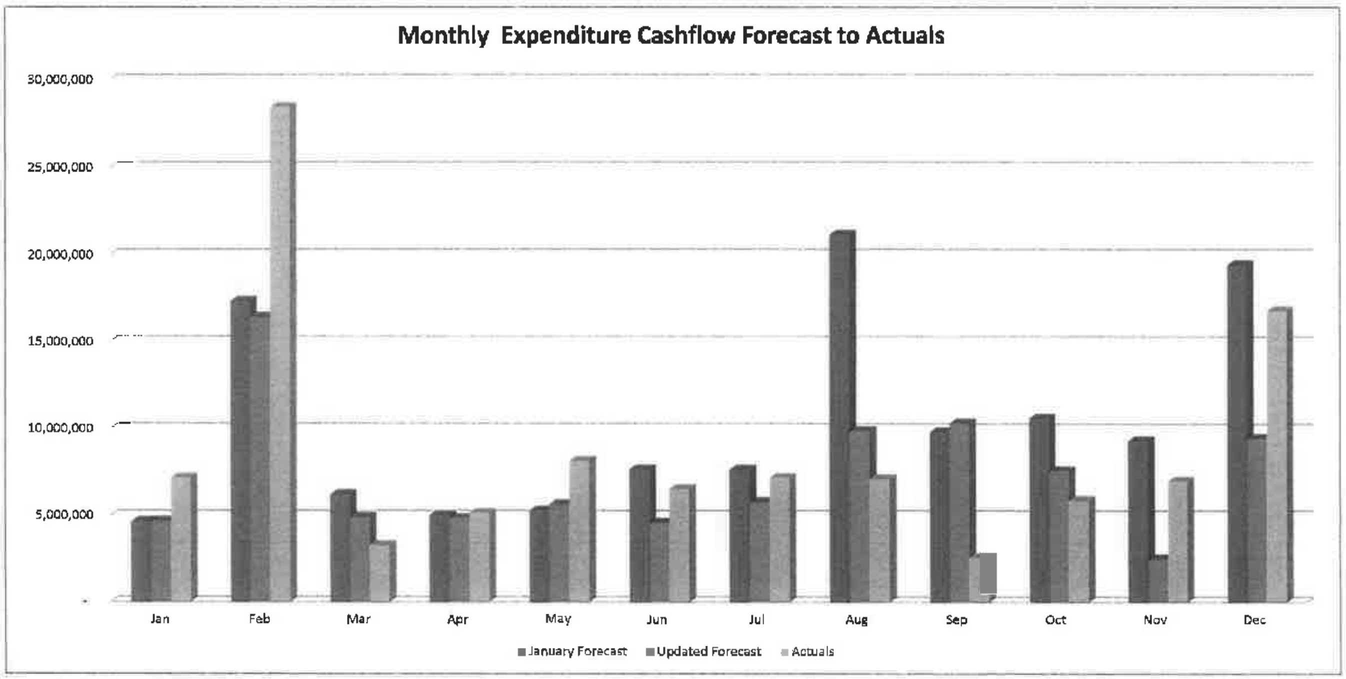
	Jan-14	Feb-14	Mar-14	Apr-14	May-14	Jun-14	Jul-14	Aug-14	Sep-14	Oct-14	Nov-14	Dec-14
	Actuals	Actuals	Actuals	Actuals	Actuals	Actuals	Actuals	Actuals	Actuals	Aculals	Actuals	Actuals
Total Construction Funds												
Beginning Balance	77,814,648	76,418,208	76,748,348	76,236,646	76,208,277	75,499,838	75,379,920	75,103,516	74,099,206	77,785,737	77,181,760	77,043,449
Investment Gain/(Loss)	171,005	86,261	(79,700)	92,772	139,561	(12,156)	(77,389)	124,574	(11,122)	87,205	59,978	(107,033)
Account Closeouts	-	-	-	-	-	-	-	-	-	-	-	-
Miscellaneous Revenue / Cash Receipts	-	15,610	-	-	-	-	-	-	3,376,851	-	-	-
Transfer from other accounts	-	-	-	-	-	-	-	-	-	-	-	-
IT Expenditures	-	-	-	-	-	-	-	-	-	-	-	-
Maintenance Expenditures	-	-	-	-	-	-	-	-	-	-	-	-
Project Delivery Expenditures	(736,271)	(121,130)	(99,360)	(27,895)	(166,946)	(80,848)	(160,153)	(134,423)	(85,166)	(194,879)	(127,965)	(49,144)
TXDOT Loan Repayment	-	-	-	-	-	-	-	-	-	-	-	-
Other	(831,174)	347,399	(332,641)	(93,246)	(681,053)	(26,914)	(38,862)	(994,461)	405,968	(496,306)	(70,324)	(518,357)
Total Expenditures	(1,567,445)	226,269	(432,001)	(121,141)	(848,000)	(107,762)	(199,015)	(1,128,884)	320,802	(691,185)	(198,289)	(567,502)
Projected Ending Balance	76,418,208	76,748,348	76,236,646	76,208,277	75,499,838	75,379,920	75,103,516	74,099,206	77,785,737	77,181,760	77,043,449	76,368,914
Feasibility Study Fund[2]												
Beginning Balance	(38,072)	(143,139)	(68,072)	(30,000)	(16,751)	(50,736)	(42,437)	(26,081)	(2,471)	(98,067)	0	(59,640)
Investment Gain/(Loss)	-	-	-	-	-	-	-	-	-	-	-	-
Reimbursements / Miscellaneous Cash Receipts	-	15,030	-	-	-	-	-	16,819	-	14,379	-	8,260
Transfers from CIF[3]	163,414	189,268	265,016	562,292	1,253,956	171,209	917,331	640,142	263,960	348,490	65,698	128,592
Transfer from Con Funds	-	-	-	-	-	-	-	-	-	-	-	-
Trinity Parkway	(121,612)	-	(146,062)	(525,147)	(1,094,489)	(145,764)	(803,590)	(503,032)	(253,597)	(234,988)	(94,742)	-
SH 170	(28,405)	(4,290)	(62,885)	-	(29,779)	(17,325)	(12,775)	(22,531)	(15,979)	(18,850)	(22,829)	(2,690)
SH 190	-	-	-	-	-	-	-	-	-	-	-	-
SH 360	-	-	(818)	-	-	-	-	-	-	-	(43)	-
DNT 4A	(700)	-	-	(600)		-	-	-	-	(1,700)	-	(592)
DNT 4B/5A	(8,856)	-	(6,050)	(3,203)	(5,384)	(3,654)	(5,202)	(2,913)	-	(9,264)	(6,835)	-
Collin County Outer Loop	-	-	-	-	-	-	-	-	-	-	-	-
Outer Loop Southeast (Loop 9)	-	-	-	-	-	-	-	-	-	-	-	-
Other	(106,908)	(124,942)	(11,131)	(20,094)	(158,288)	3,634	(79,408)	(104,875)	(90,000)	-	(889)	(65,838)
Total NTTA System Expenditures	(268,481)	(129,232)	(226,945)	(549,043)	(1,287,941)	(162,910)	(900 975)	(633,350)	(359,576)	(264,602)	(125,338)	(69,110)
Projected Ending Balance	(143,138)	(68,072)	(30,000)	(16,751)	(50,736)	(42,437)	(26,081)	(2,471)	(98,067)	0	(59,640)	8,103
Reserve Maintenance Fund												
Beginning Balance	46,425,554	45,078,664	44,789,282	43,910,217	43,184,237	42,102,735	41,250,568	39,880,106	38 477,568	37,356,155	36,665,076	35,335,681
Investment Gain/(Loss)	67,589	7,357	189	88	1,338	14,945	49,826	(3,238)	12,083	(27,527)	(1,827)	59,499
Transfer From Revenue Fund	-	-	-	-	-	-	-	-	-	-	-	-
Miscellaneous Revenue / Cash Receipts	-	-	-	-	-	-	-	-	-	-	-	-
IT Expenditures	(114,897)	(72,259)	(37,553)	(43,337)	(150,301)	(89,324)	(820,917)	(55,289)	(191,924)	(205,106)	(80,281)	(135,900)
Maintenance Expenditures	(1,161,299)	(85,490)	(691,516)	(538,674)	(725,135)	(633,491)	(445,462)	(1,198,869)	(797,242)	(258,659)	(1,107,338)	(1,837,128)
Project Delivery Expenditures	-	-	-	-	-	-	-	-	-	-	-	-
Other	(138,283)	(138,990)	(150,185)	(144,057)	(207,404)	(144,298)	(153,909)	(145,141)	(144,331)	(199,787)	(139,949)	(144,353)
Total Expenditures	(1,414,480)	(296,739)	(879,254)	(726,069)	(1,082,840)	(867,113)	(1,420,288)	(1,399,299)	(1,133,497)	(663,552)	(1,327,567)	(2,117,381)
Projected Ending Balance	45,078,664	44,789,282	43,910,217	43,184,237	42,102,735	41,250,568	39,880,106	38,477,568	37,356,155	36,665,076	35,335,681	33,277,800

	Jan-14	Feb-14	Mar-14	Apr-14	May-14	Jun-14	Jul-14	Aug-14	Sep-14	Oct-14	Nov-14	Dec-14
	Actuals	Actuals	Actuals	Actuals	Actuals	Actuals	Actuals	Actuals	Actuals	Acutals	Actuals	Actuals
Capital Improvement Fund												
Beginning Balance	130,272,811	101,467,614	73,613,212	71,859,303	68,272,110	64,460,949	59,032,596	56,204,297	52,707,276	51,286,240	47,113,008	41,798,908
Investment Gain/(Loss)	19,025	13,275	13,105	213,961	27,118	7,280	11,120	25,480	6,889	6,435	5,086	5,502
BABS Subsidy (3)	-	-	-	-	-	-	-	-	-	-	-	-
Miscellaneous Revenue / Cash Receipts	-		-	-	100	-	-	400	-	-	-	-
Transfer From Revenue Fund	-	-	-	-	-	-	-	-	-	-	-	150,185,000
Transfer to Rainy Day Account	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to Bond Payment Account	(24,866,694)	-	-	-	-	-	-	-	-	-	-	(5,147,624)
Transfer to Debt Service Reserve Fund	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to CIF Cash for Investment	-	-	-	-	1,126,066	-	1,856,349	461,694	-	93,241	67,500	-
Transfer from Con Funds	-	-	-	-	-	-	-	-	-	-	-	-
CP Proceeds (1)	-	-	-	-	-	-	-	-	-	-	-	-
Paydown of CP	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to FSF (2)	(163,414)	(189,268)	(265,016)	(562,292)	(1,253,956)	(171,209)	(917,331)	(640,142)	(263,980)	(348,490)	(65,698)	(128,592)
Transfer to 1990 Const Fund	(757,937)	(677,325)	-	-	-	-	-	-	-	-	-	-
IT Expenditures	(1,752,115)	(363,461)	(765,782)	(1,877,543)	(1,584,757)	(3,575,783)	(1,838,767)	(939,823)	(304,582)	(1,662,460)	(1,313,390)	(2,832,924)
Maintenance Expenditures	(210,965)	(77,955)	(59,102)	(369,152)	(261,937)	(469,442)	(627,870)	(178,225)	(341,091)	(102,093)	(40,584)	(311,395)
Project Delivery Expenditures	(561,368)	(601,000)	(817,210)	(49,569)	(1,328,834)	(867,451)	(463,942)	(1,786,588)	(170,821)	(1,119,512)	(3,506,367)	(1,448,099)
Other	(511,730)	(359,900)	140,095	(942,599)	(534,962)	(351,747)	(827,857)	(439,816)	(347,451)	(1,040,354)	(460,646)	(1,330,544)
Transfer to SPS	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to TSA	-	(25,598,767)	-	-	-	-	-	-	-	-	-	-
ISTEA Payment	-	-	-	-	-	-	-	-	-	-	-	(8,000,000)
Total Expenditures	(3,957,528)	(27,867,676)	(1,767,015)	(3,801,153)	(4,964,446)	(5,435,633)	(4,695,768)	(3,984,594)	(1,427,925)	(4,272,909)	(5,386,686)	(14,051,554)
Projected Ending Balance	101,467,614	73,613,212	71,859,303	68,272,110	64,460,949	59,032,596	56,204,297	52,707,276	51,286,240	47,113,008	41,798,908	172,790,233

North Texas Tollway Authority
Estimated Project Cash Flow
for the Year Ended December 31, 2014
as of
31-Dec-14

(1) Prior months are updated to the actual amount issued, current and future months are estimates based on forecasted cash flows
(2) The Feasibility Study Fund is a revolving account and is reimbursed when necessary by the Capital Improvement Fund
(3) BABS Credit Partially Offsets CIF Subordinated Debt Interest Payment due in February and August


Expenditure Cash Flow Cumulative Forecasts to Actuals
140,000,000
120,000,000
100,000,000
80,000,000
60,000,000
40,000,000
20,000,000
-
Jan
Feb
Mar
Apr
May
Jun
Jul
Aug
Sep
Oct
Nov
Dec
January Forecast
Updated Forecast
Actuals to Date


Monthly Expenditure Cashflow Forecast to Actuals
30,000,000
25,000,000
20,000,000
15,000,000
10,000,000
5,000,000
-
Jan
Feb
Mar
Apr
May
Jun
Jul
Aug
Sep
Oct
Nov
Dec
January Forecast
Updated Forecast
Actuals

NORTH TEXAS TOLLWAY AUTHORITY
ENTERPRISE FUND
STATEMENT OF NET POSITION
December 31, 2014
(Unaudited)

	North Texas Tollway Authority Enterprise Fund Total
ASSETS	
Current Assets:	
Cash	174,124
Investments	18,404,420
Accrued Interest Receivable on Investments	0
Accounts Receivable	2,461,406
Allowance for Uncollectible Receivables	(967,862)
Unbilled Accounts Receivable	2,270,672
Allowance for Unbilled Receivables	(2,087,679)
Intergovernmental Receivables	1,339,344
Total Current Unrestricted Assets	21,594,424
Noncurrent Assets:	
Investments, Restricted for Escrow	0
Total Noncurrent Assets	0
TOTAL ASSETS	21,594,424
LIABILITIES	
Current Liabilities:	
Accounts Payable	0
Intergovernmental Payable	23
Total Current Unrestricted Liabilities	23
Total Noncurrent Liabilities	0
TOTAL LIABILITIES	23
NET POSITION	
Restricted:	
Restricted for Escrow	0
Unrestricted:	
Unrestricted	21,594,401
TOTAL NET POSITION	21,594,401

NORTH TEXAS TOLLWAY AUTHORITY
Enterprise Fund - Budget and Actual Revenues and Expenses
Month Ending
December 31, 2014

	Total 2014 Budget	Budget To Date	Actual To Date	Variance Over(Under) Budget
Revenues:				
Admin Fees	-	-	133,098	133,098
Interoperability Fees	3,389,193	3,389,193	5,390,582	2,001,389
TSA Fees	203,000	203,000	805,158	602,158
Toll Revenue	-	-	1,250,461	
Interest Revenue	-	-	25,611	25,611
Other Revenues	-	-	1,302	1,302
Less: Bad Debt Expense	-	-	(2,513,088)	(2,513,088)
Gross revenues	3,592,193	3,592,193	5,093,125	1,500,932
Operating expenses:				
Administration:				
Finance	92,368	92,368	86,768	(5,600)
Human resources	63,820	63,820	59,952	(3,868)
Legal services	500,000	500,000	190,317	(309,683)
Public Affairs	504,050	504,050	400,321	(103,729)
Shared Services	143,117	143,117	132,742	(10,375)
Strategic & Innovative Solutions	150,000	150,000	9,582	(140,418)
Total Administration	1,453,355	1,453,355	879,682	(573,673)
Operations:				
Customer service center	547,000	547,000	513,013	(33,987)
Information technology	1,946,743	1,946,743	1,568,464	(378,279)
Operations	-	-	53,638	53,638
Total Operations	2,493,743	2,493,743	2,135,115	(358,628)
Total operating expenses	3,947,098	3,947,098	3,014,797	(932,301)
Operating Income	(354,905)	(354,905)	2,078,327	2,433,232

NORTH TEXAS TOLLWAY AUTHORITY
Developer TSA - Billings & Collections Analysis
December 31, 2014
(Unaudited)

	Budget to Date	Actual To Date	LBJ	NTE	
Billings & Collections					
Billings - ZipCash Payments to Developer	1,063,333	4,334,591	2,238,044	2,096,547	*
Collections - ZipCash	(638,000)	(1,374,910)	(803,481)	(571,429)	
Amount Unpaid	425,333	2,959,680	1,434,562	1,525,118	
% Collected of Amount Advanced to Developer	60.00%	31.72%	35.90%	27.26%	
Compensation & Other Fees					
TSA Compensation	186,313	828,733	417,829	410,904	
Administrative Fees	-	133,098	131,412	1,686	
Total Compensation & Other Fees	186,313	961,831	549,240	412,590	
Net Exposure to Unpaid ZipCash	239,021	1,997,850	885,322	1,112,528	
	*** Billings Invoiced**	2,423,235	1,296,323	1,126,912	
		55.90%	57.92%	53.75%	

Mgmt Summary - LBJ/NTE TSA's
December 31, 2014

ACTIVITY	Actual			Budget		
	Prior Month	Current Month	Cumulative	Prior Month	Current Month	Cumulative
TRANSACTION COUNT	1,637,174	2,195,152	8,323,732	175,000	175,000	2,275,000
NTTA COMPENSATION	182,150	254,050	828,733	16,938	16,938	220,188

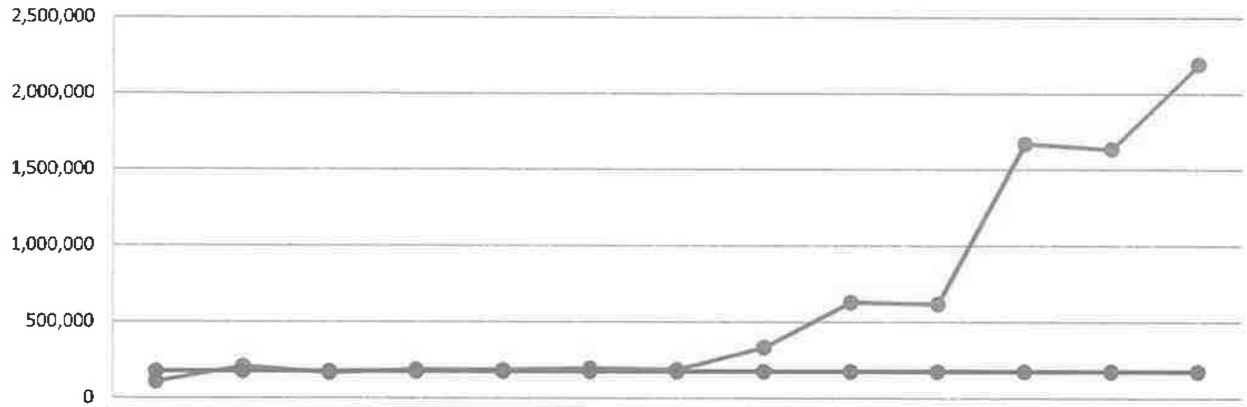
ROLLFORWARD	Uninvoiced A/R			Invoiced A/R		
	Prior Month	Current Month	Cumulative	Prior Month	Current Month	Cumulative
Beginning Balance	$1,501,961	$1,813,078	$0	$910,659	$1,683,127	$0
Video Transactions - Base	$964,123	$1,400,005	$4,334,591	$0	$0	$0
Video Transactions - Premium	$488,725	$708,615	$2,239,677	$0	$0	$0
Invoiced Transactions	($1,045,781)	($1,333,849)	($3,650,346)	$1,045,781	$1,333,849	$3,650,346
Collections - Base	($68,752)	($94,557)	($280,105)	($116,476)	($287,111)	($632,108)
Collections - Premium	($34,523)	($47,485)	($141,319)	($58,875)	($145,861)	($321,378)
Excusals & Adjustments	$7,326	($175,132)	($231,822)	($97,963)	($122,597)	($235,454)
Ending Balance	$1,813,078	$2,270,675	$2,270,675	$1,683,127	$2,461,406	$2,461,406
Administrative Fees Collected	21,078	31,712	133,098			

MISCELLANEOUS	Enterprise Fund		
	Prior Month	Current Month	YTD
Cash - Beginning Balance	$18,083,263	$17,353,741	$17,584,738
IOP Fees Incoming	$374,461	$510,104	$5,660,246
Escrow Account - Closeout	$0	$1,697,091	$1,697,091
Reimbursements from System	$280,310	$813,289	$1,564,684
Interest Earnings	$2,089	$2,453	$30,161
Payments to LBJ/NTE	($1,034,955)	($1,510,199)	($4,541,801)
Enterprise Fund Expenses	($351,428)	($287,937)	($3,416,576)
Cash - Ending Balance	$17,353,741	$18,578,543	$18,578,543

Exposure Analysis - Cumulative	Prior Month	Current Month
Video Toll-Base Toll	2,934,586	4,334,591
YTD Collections - Base Toll	(530,546)	(912,714)
YTD Collections - Premium	(269,350)	(462,697)
TSA Compensation	(574,683)	(828,733)
Administrative Fees	(101,386)	(133,098)
Cumulative Exposure	1,458,621	1,997,850

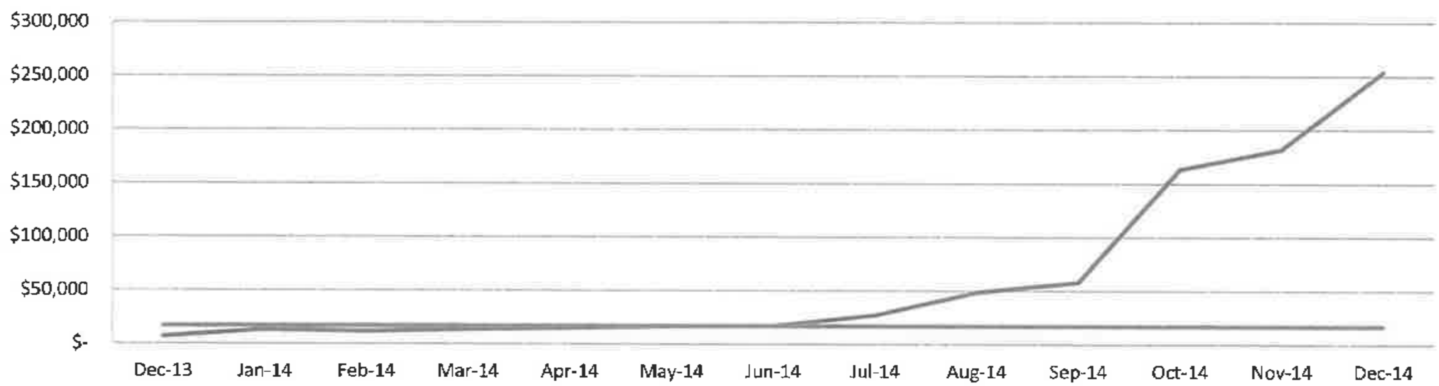
Reimbursements Due from System	975,587

LBJ/NTE TSA's - Transaction Quantity



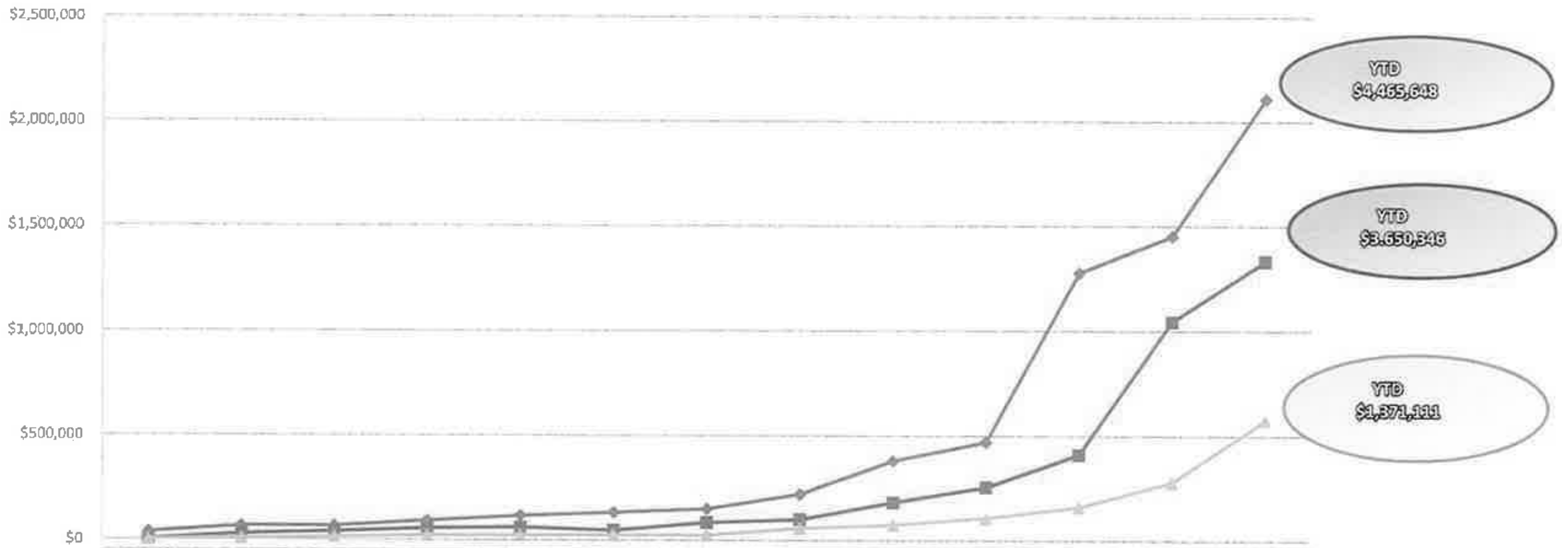
	Dec-13	Jan-14	Feb-14	Mar-14	Apr-14	May-14	Jun-14	Jul-14	Aug-14	Sep-14	Oct-14	Nov-14	Dec-14
Actual Qty	107,143	207,691	165,330	187,523	185,651	195,092	186,435	334,004	631,357	619,039	1,672,141	1,637,174	2,195,152
Projected Qty	175,000	175,000	175,000	175,000	175,000	175,000	175,000	175,000	175,000	175,000	175,000	175,000	175,000

LBJ/NTE TSA's - Compensation



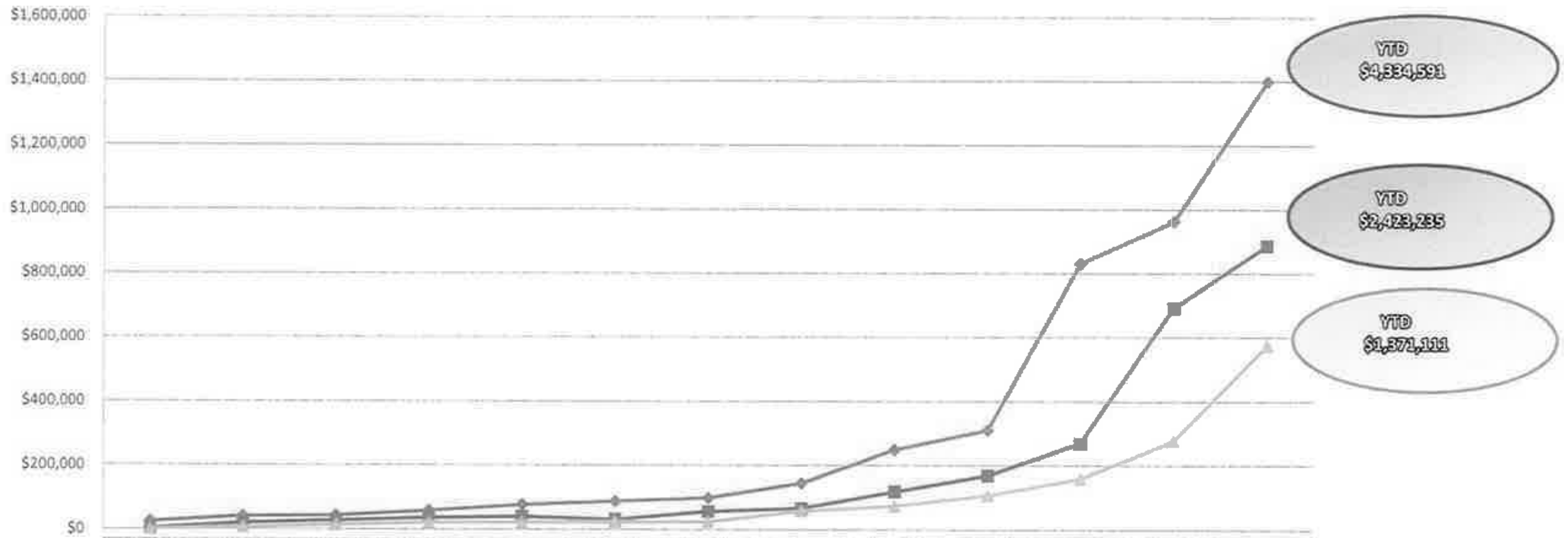
	Dec-13	Jan-14	Feb-14	Mar-14	Apr-14	May-14	Jun-14	Jul-14	Aug-14	Sep-14	Oct-14	Nov-14	Dec-14
Actual Comp	$6,750	$13,264	$11,710	$13,719	$15,135	$16,748	$17,159	$27,704	$48,807	$58,061	$163,476	$182,149	$254,049
Projected Comp	$16,938	$16,938	$16,938	$16,938	$16,938	$16,938	$16,938	$16,938	$16,938	$16,938	$16,938	$16,938	$16,938

LBJ/NTE TSA's - Billings & Payments ZipCash Base & Premium



	Dec-13	Jan-14	Feb-14	Mar-14	Apr-14	May-14	Jun-14	Jul-14	Aug-14	Sep-14	Oct-14	Nov-14	Dec-14
Billable ZipCash Revenue	$38,355	$67,263	$68,097	$92,043	$116,091	$132,855	$149,475	$220,202	$380,118	$469,907	$1,278,394	$1,452,848	$2,108,620
Invoiced ZipCash Revenue	$3,881	$29,796	$41,312	$55,359	$60,942	$47,370	$85,200	$100,315	$180,417	$255,424	$410,700	$1,045,781	$1,333,849
Collections	$706	$6,776	$14,714	$21,613	$22,785	$24,045	$24,511	$59,010	$75,379	$108,254	$159,695	$278,614	$575,009

LBJ/NTE TSA's - Billings & Payments ZipCash Base



	Dec-13	Jan-14	Feb-14	Mar-14	Apr-14	May-14	Jun-14	Jul-14	Aug-14	Sep-14	Oct-14	Nov-14	Dec-14
Billable ZipCash Revenue - Base	$24,986	$41,497	$43,052	$58,724	$76,983	$88,207	$99,259	$145,271	$249,170	$310,616	$832,698	$964,123	$1,400,005
Invoiced ZipCash Revenue - Base	$2,587	$19,864	$27,541	$36,906	$40,628	$31,580	$56,800	$66,877	$118,911	$169,103	$271,444	$693,285	$887,709
Collections	$706	$6,776	$14,714	$21,613	$22,785	$24,045	$24,511	$59,010	$75,379	$108,254	$159,695	$278,614	$575,009

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APPENDIX C

NTTA SYSTEM TOLL RATE SCHEDULES

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NTTA System Tolling

(Excluding SRT and PGBT EE)

Toll Rates

- Toll rates shall be as set forth in the following schedules for the period indicated in the schedules.

- Toll rate for two-axle vehicles with TollTags is $0.145 per mile for the DNT and PGBT (Segments I through V) starting September 1, 2009. Toll rate is increased 2.75% per year thereafter, with toll adjustments made every two years commencing July 1, 2011.

- Toll rate for two-axle vehicles with TollTags is $0.50 for the MCLB and the AATT starting September 1, 2009 and $1.00 for LLTB starting August 1, 2009. Toll rate is increased 2.75% per year thereafter, with toll adjustments made every two years commencing July 1, 2011.

- Video toll for two-axle vehicles is equal to the sum of (i) the TollTag toll and (ii) the greater of (a) 50% of the TollTag toll or (b) 20 cents per transaction on September 1, 2009, increased 2.75% per year with toll adjustments made every two years commencing July 1, 2011, for DNT, PGBT, MCLB, AATT and LLTB.

- Tolls for two-axle vehicles at any tolling location are rounded to the next highest penny.

- Tolls for all vehicle classifications are calculated based on "N-1" weighting, where "N" denotes the number of axles. For example, the TollTag toll charged to a five-axle vehicle will be four times the TollTag toll charged to a two-axle vehicle and the total Video toll charged to a five-axle vehicle will be four times the total Video toll charged to a two-axle vehicle.

NTTA SYSTEM TOLL RATES (EXCLUDING SRT AND PGBT EE) EFFECTIVE JULY 1, 2013 THROUGH JUNE 30, 2015

Dallas North Tollway

	Two-Axle Passenger Cars and Trucks		Three-Axle Vehicles and Vehicle Combinations		Four-Axle Vehicles and Vehicle Combinations		Five-Axle Vehicles and Vehicle Combinations		Six or More Axle Vehicles and Special Permits	
Toll Gantry	**TollTag**	**Video**	**TollTag**	**Video**	**TollTag**	**Video**	**TollTag**	**Video**	**TollTag**	**Video**
Wycliff Main Lane Gantry (MLP1)	$1.40	$2.10	$2.80	$4.20	$4.20	$6.30	$5.60	$8.40	$7.00	$10.50
Mockingbird Lane (MOCLN)	$1.02	$1.53	$2.04	$3.06	$3.06	$4.59	$4.08	$6.12	$5.10	$7.65
Northwest Highway (NORHY)	$0.70	$1.05	$1.40	$2.10	$2.10	$3.15	$2.80	$4.20	$3.50	$5.25
Royal Lane (ROYLN)	$0.37	$0.60	$0.74	$1.20	$1.11	$1.80	$1.48	$2.40	$1.85	$3.00
Spring Valley Road (SPVRD)	$0.25	$0.48	$0.50	$0.96	$0.75	$1.44	$1.00	$1.92	$1.25	$2.40
Belt Line Road (BELRD)	$0.32	$0.55	$0.64	$1.10	$0.96	$1.65	$1.28	$2.20	$1.60	$2.75
Keller Springs Road (KESRD)	$0.49	$0.74	$0.98	$1.48	$1.47	$2.22	$1.96	$2.96	$2.45	$3.70
Trinity Mills Main Lane Gantry (MLP2)	$1.01	$1.52	$2.02	$3.04	$3.03	$4.56	$4.04	$6.08	$5.05	$7.60
Frankford Road (FRARD)	$0.25	$0.48	$0.50	$0.96	$0.75	$1.44	$1.00	$1.92	$1.25	$2.40
Park Boulevard (PARBD)	$0.25	$0.48	$0.50	$0.96	$0.75	$1.44	$1.00	$1.92	$1.25	$2.40
Parker Main Lane Gantry (MLP3)	$0.90	$1.35	$1.80	$2.70	$2.70	$4.05	$3.60	$5.40	$4.50	$6.75
Parker Road (PARRD)	$0.53	$0.80	$1.06	$1.60	$1.59	$2.40	$2.12	$3.20	$2.65	$4.00
Spring Creek Parkway (SPCPY)	$0.30	$0.53	$0.60	$1.06	$0.90	$1.59	$1.20	$2.12	$1.50	$2.65
Legacy Drive (LEGDR)	$0.25	$0.48	$0.50	$0.96	$0.75	$1.44	$1.00	$1.92	$1.25	$2.40
Headquarters Drive (HEADR)	$0.25	$0.48	$0.50	$0.96	$0.75	$1.44	$1.00	$1.92	$1.25	$2.40
Gaylord Parkway (GAYPY)	$0.25	$0.48	$0.50	$0.96	$0.75	$1.44	$1.00	$1.92	$1.25	$2.40
Lebanon Road (LEBRD)	$0.36	$0.59	$0.72	$1.18	$1.08	$1.77	$1.44	$2.36	$1.80	$2.95
Stone Brook Parkway (STOPY)	$0.47	$0.71	$0.94	$1.42	$1.41	$2.13	$1.88	$2.84	$2.35	$3.55
Main Street (MAIST)	$0.76	$1.14	$1.52	$2.28	$2.28	$3.42	$3.04	$4.56	$3.80	$5.70
Eldorado Main Lane Gantry (MLP4)	$1.58	$2.37	$3.16	$4.74	$4.74	$7.11	$6.32	$9.48	$7.90	$11.85
Eldorado Parkway (ELDPY)	$0.57	$0.86	$1.14	$1.72	$1.71	$2.58	$2.28	$3.44	$2.85	$4.30

President George Bush Turnpike

	Two-Axle Passenger Cars and Trucks		Three-Axle Vehicles and Vehicle Combinations		Four-Axle Vehicles and Vehicle Combinations		Five-Axle Vehicles and Vehicle Combinations		Six or More Axle Vehicles and Special Permits	
Toll Gantry	**TollTag**	**Video**	**TollTag**	**Video**	**TollTag**	**Video**	**TollTag**	**Video**	**TollTag**	**Video**
North Garland Avenue (GARRD)	$0.29	$0.52	$0.58	$1.04	$0.87	$1.56	$1.16	$2.08	$1.45	$2.60
Campbell Road (CAMRD)	$0.46	$0.69	$0.92	$1.38	$1.38	$2.07	$1.84	$2.76	$2.30	$3.45
East Renner Road (ERERD)	$0.74	$1.11	$1.48	$2.22	$2.22	$3.33	$2.96	$4.44	$3.70	$5.55
Shiloh Main Lane Gantry (MLP6)	$1.11	$1.67	$2.22	$3.34	$3.33	$5.01	$4.44	$6.68	$5.55	$8.35
Shiloh Road (SHIRD)	$0.57	$0.86	$1.14	$1.72	$1.71	$2.58	$2.28	$3.44	$2.85	$4.30
West Renner Road (WRERD)	$0.37	$0.60	$0.74	$1.20	$1.11	$1.80	$1.48	$2.40	$1.85	$3.00
Independence Parkway (INDPY)	$0.38	$0.61	$0.76	$1.22	$1.14	$1.83	$1.52	$2.44	$1.90	$3.05
Coit Road (COIRD)	$0.57	$0.86	$1.14	$1.72	$1.71	$2.58	$2.28	$3.44	$2.85	$4.30
Coit Main Lane Gantry (MLP7)	$1.20	$1.80	$2.40	$3.60	$3.60	$5.40	$4.80	$7.20	$6.00	$9.00
Preston Road (PRERD)	$0.32	$0.55	$0.64	$1.10	$0.96	$1.65	$1.28	$2.20	$1.60	$2.75
Midway Road (MIDRD)	$0.25	$0.48	$0.50	$0.96	$0.75	$1.44	$1.00	$1.92	$1.25	$2.40
Marsh Lane (MARLN)	$0.33	$0.56	$0.66	$1.12	$0.99	$1.68	$1.32	$2.24	$1.65	$2.80
Frankford Main Lane Gantry (MLP8)	$1.12	$1.68	$2.24	$3.36	$3.36	$5.04	$4.48	$6.72	$5.60	$8.40
Kelly Boulevard (KELBD)	$0.59	$0.89	$1.18	$1.78	$1.77	$2.67	$2.36	$3.56	$2.95	$4.45
Josey Lane (JOSLN)	$0.38	$0.61	$0.76	$1.22	$1.14	$1.83	$1.52	$2.44	$1.90	$3.05
Sandy Lake Main Lane Gantry (MLP9)	$0.89	$1.34	$1.78	$2.68	$2.67	$4.02	$3.56	$5.36	$4.45	$6.70
Belt Line - Luna Road (NBERD)	$0.53	$0.80	$1.06	$1.60	$1.59	$2.40	$2.12	$3.20	$2.65	$4.00
Royal Lane (ROYLN)	$0.27	$0.50	$0.54	$1.00	$0.81	$1.50	$1.08	$2.00	$1.35	$2.50
Belt Line Road (SBERD)	$0.51	$0.77	$1.02	$1.54	$1.53	$2.31	$2.04	$3.08	$2.55	$3.85
Belt Line Main Lane Ganrty (MLP10)	$0.51	$0.77	$1.02	$1.54	$1.53	$2.31	$2.04	$3.08	$2.55	$3.85

Addison Airport Toll Tunnel

	Two-Axle Passenger Cars and Trucks		Three-Axle Vehicles and Vehicle Combinations		Four-Axle Vehicles and Vehicle Combinations		Five-Axle Vehicles and Vehicle Combinations		Six or More Axle Vehicles and Special Permits	
Toll Gantry	**TollTag**	**Video**	**TollTag**	**Video**	**TollTag**	**Video**	**TollTag**	**Video**	**TollTag**	**Video**
Addison Airport Toll Tunnel (AATT)	$0.56	$0.84	$1.12	$1.68	$1.68	$2.52	$2.24	$3.36	$2.80	$4.20

Mountain Creek Lake Bridge

	Two-Axle Passenger Cars and Trucks		Three-Axle Vehicles and Vehicle Combinations		Four-Axle Vehicles and Vehicle Combinations		Five-Axle Vehicles and Vehicle Combinations		Six or More Axle Vehicles and Special Permits	
Toll Gantry	**TollTag**	**Video**	**TollTag**	**Video**	**TollTag**	**Video**	**TollTag**	**Video**	**TollTag**	**Video**
Mountain Creek Lake Toll Bridge (MCLB)	$0.56	$0.84	$1.12	$1.68	$1.68	$2.52	$2.24	$3.36	$2.80	$4.20

Lewisville Lake Toll Bridge

	Two-Axle Passenger Cars and Trucks		Three-Axle Vehicles and Vehicle Combinations		Four-Axle Vehicles and Vehicle Combinations		Five-Axle Vehicles and Vehicle Combinations		Six or More Axle Vehicles and Special Permits	
Toll Gantry	**TollTag**	**Video**	**TollTag**	**Video**	**TollTag**	**Video**	**TollTag**	**Video**	**TollTag**	**Video**
Lewisville Lake Toll Bridge (LLTB)	$1.12	$1.68	$2.24	$3.36	$3.36	$5.04	$4.48	$6.72	$5.60	$8.40

NTTA SYSTEM TOLL RATES (EXCLUDING SRT AND PGBT EE) EFFECTIVE JULY 1, 2015 THROUGH JUNE 30, 2017

Dallas North Tollway

	Two-Axle Passenger Cars and Trucks		Three-Axle Vehicles and Vehicle Combinations		Four-Axle Vehicles and Vehicle Combinations		Five-Axle Vehicles and Vehicle Combinations		Six or More Axle Vehicles and Special Permits	
Toll Gantry	**TollTag**	**Video**	**TollTag**	**Video**	**TollTag**	**Video**	**TollTag**	**Video**	**TollTag**	**Video**
Wycliff Main Lane Gantry (MLP1)	$1.48	$2.22	$2.96	$4.44	$4.44	$6.66	$5.92	$8.88	$7.40	$11.10
Mockingbird Lane (MOCLN)	$1.08	$1.62	$2.16	$3.24	$3.24	$4.86	$4.32	$6.48	$5.40	$8.10
Northwest Highway (NORHY)	$0.73	$1.10	$1.46	$2.20	$2.19	$3.30	$2.92	$4.40	$3.65	$5.50
Royal Lane (ROYLN)	$0.39	$0.63	$0.78	$1.26	$1.17	$1.89	$1.56	$2.52	$1.95	$3.15
Spring Valley Road (SPVRD)	$0.26	$0.50	$0.52	$1.00	$0.78	$1.50	$1.04	$2.00	$1.30	$2.50
Belt Line Road (BELRD)	$0.34	$0.58	$0.68	$1.16	$1.02	$1.74	$1.36	$2.32	$1.70	$2.90
Keller Springs Road (KESRD)	$0.51	$0.77	$1.02	$1.54	$1.53	$2.31	$2.04	$3.08	$2.55	$3.85
Trinity Mills Main Lane Gantry (MLP2)	$1.06	$1.59	$2.12	$3.18	$3.18	$4.77	$4.24	$6.36	$5.30	$7.95
Frankford Road (FRARD)	$0.26	$0.50	$0.52	$1.00	$0.78	$1.50	$1.04	$2.00	$1.30	$2.50
Park Boulevard (PARBD)	$0.26	$0.50	$0.52	$1.00	$0.78	$1.50	$1.04	$2.00	$1.30	$2.50
Parker Main Lane Gantry (MLP3)	$0.95	$1.43	$1.90	$2.86	$2.85	$4.29	$3.80	$5.72	$4.75	$7.15
Parker Road (PARRD)	$0.56	$0.84	$1.12	$1.68	$1.68	$2.52	$2.24	$3.36	$2.80	$4.20
Spring Creek Parkway (SPCPY)	$0.31	$0.55	$0.62	$1.10	$0.93	$1.65	$1.24	$2.20	$1.55	$2.75
Legacy Drive (LEGDR)	$0.26	$0.50	$0.52	$1.00	$0.78	$1.50	$1.04	$2.00	$1.30	$2.50
Headquarters Drive (HEADR)	$0.26	$0.50	$0.52	$1.00	$0.78	$1.50	$1.04	$2.00	$1.30	$2.50
Gaylord Parkway (GAYPY)	$0.26	$0.50	$0.52	$1.00	$0.78	$1.50	$1.04	$2.00	$1.30	$2.50
Lebanon Road (LEBRD)	$0.38	$0.62	$0.76	$1.24	$1.14	$1.86	$1.52	$2.48	$1.90	$3.10
Stone Brook Parkway (STOPY)	$0.49	$0.74	$0.98	$1.48	$1.47	$2.22	$1.96	$2.96	$2.45	$3.70
Main Street (MAIST)	$0.80	$1.20	$1.60	$2.40	$2.40	$3.60	$3.20	$4.80	$4.00	$6.00
Eldorado Main Lane Gantry (MLP4)	$1.66	$2.49	$3.32	$4.98	$4.98	$7.47	$6.64	$9.96	$8.30	$12.45
Eldorado Parkway (ELDPY)	$0.60	$0.90	$1.20	$1.80	$1.80	$2.70	$2.40	$3.60	$3.00	$4.50
Rockhill Parkway*	$0.34	$0.58	$0.68	$1.16	$1.02	$1.74	$1.36	$2.32	$1.70	$2.90

President George Bush Turnpike

	Two-Axle Passenger Cars and Trucks		Three-Axle Vehicles and Vehicle Combinations		Four-Axle Vehicles and Vehicle Combinations		Five-Axle Vehicles and Vehicle Combinations		Six or More Axle Vehicles and Special Permits	
Toll Gantry	**TollTag**	**Video**	**TollTag**	**Video**	**TollTag**	**Video**	**TollTag**	**Video**	**TollTag**	**Video**
North Garland Avenue (GARRD)	$0.30	$0.54	$0.60	$1.08	$0.90	$1.62	$1.20	$2.16	$1.50	$2.70
Campbell Road (CAMRD)	$0.48	$0.72	$0.96	$1.44	$1.44	$2.16	$1.92	$2.88	$2.40	$3.60
East Renner Road (ERERD)	$0.78	$1.17	$1.56	$2.34	$2.34	$3.51	$3.12	$4.68	$3.90	$5.85
Shiloh Main Lane Gantry (MLP6)	$1.17	$1.76	$2.34	$3.52	$3.51	$5.28	$4.68	$7.04	$5.85	$8.80
Shiloh Road (SHIRD)	$0.60	$0.90	$1.20	$1.80	$1.80	$2.70	$2.40	$3.60	$3.00	$4.50
West Renner Road (WRERD)	$0.40	$0.64	$0.80	$1.28	$1.20	$1.92	$1.60	$2.56	$2.00	$3.20
Independence Parkway (INDPY)	$0.40	$0.64	$0.80	$1.28	$1.20	$1.92	$1.60	$2.56	$2.00	$3.20
Coit Road (COIRD)	$0.61	$0.92	$1.22	$1.84	$1.83	$2.76	$2.44	$3.68	$3.05	$4.60
Coit Main Lane Gantry (MLP7)	$1.27	$1.91	$2.54	$3.82	$3.81	$5.73	$5.08	$7.64	$6.35	$9.55
Preston Road (PRERD)	$0.34	$0.58	$0.68	$1.16	$1.02	$1.74	$1.36	$2.32	$1.70	$2.90
Midway Road (MIDRD)	$0.26	$0.50	$0.52	$1.00	$0.78	$1.50	$1.04	$2.00	$1.30	$2.50
Marsh Lane (MARLN)	$0.34	$0.58	$0.68	$1.16	$1.02	$1.74	$1.36	$2.32	$1.70	$2.90
Frankford Main Lane Gantry (MLP8)	$1.18	$1.77	$2.36	$3.54	$3.54	$5.31	$4.72	$7.08	$5.90	$8.85
Kelly Boulevard (KELBD)	$0.62	$0.93	$1.24	$1.86	$1.86	$2.79	$2.48	$3.72	$3.10	$4.65
Josey Lane (JOSLN)	$0.41	$0.65	$0.82	$1.30	$1.23	$1.95	$1.64	$2.60	$2.05	$3.25
Sandy Lake Main Lane Gantry (MLP9)	$0.94	$1.41	$1.88	$2.82	$2.82	$4.23	$3.76	$5.64	$4.70	$7.05
Belt Line - Luna Road (NBERD)	$0.56	$0.84	$1.12	$1.68	$1.68	$2.52	$2.24	$3.36	$2.80	$4.20
Royal Lane (ROYLN)	$0.28	$0.52	$0.56	$1.04	$0.84	$1.56	$1.12	$2.08	$1.40	$2.60
Belt Line Road (SBERD)	$0.54	$0.81	$1.08	$1.62	$1.62	$2.43	$2.16	$3.24	$2.70	$4.05
Belt Line Main Lane Gantry (MLP10)	$0.54	$0.81	$1.08	$1.62	$1.62	$2.43	$2.16	$3.24	$2.70	$4.05

Addison Airport Toll Tunnel

	Two-Axle Passenger Cars and Trucks		Three-Axle Vehicles and Vehicle Combinations		Four-Axle Vehicles and Vehicle Combinations		Five-Axle Vehicles and Vehicle Combinations		Six or More Axle Vehicles and Special Permits	
Toll Gantry	**TollTag**	**Video**	**TollTag**	**Video**	**TollTag**	**Video**	**TollTag**	**Video**	**TollTag**	**Video**
Addison Airport Toll Tunnel (AATT)	$0.59	$0.89	$1.18	$1.78	$1.77	$2.67	$2.36	$3.56	$2.95	$4.45

Mountain Creek Lake Bridge

	Two-Axle Passenger Cars and Trucks		Three-Axle Vehicles and Vehicle Combinations		Four-Axle Vehicles and Vehicle Combinations		Five-Axle Vehicles and Vehicle Combinations		Six or More Axle Vehicles and Special Permits	
Toll Gantry	**TollTag**	**Video**	**TollTag**	**Video**	**TollTag**	**Video**	**TollTag**	**Video**	**TollTag**	**Video**
Mountain Creek Lake Toll Bridge (MLP1)	$0.59	$0.89	$1.18	$1.78	$1.77	$2.67	$2.36	$3.56	$2.95	$4.45

Lewisville Lake Toll Bridge

	Two-Axle Passenger Cars and Trucks		Three-Axle Vehicles and Vehicle Combinations		Four-Axle Vehicles and Vehicle Combinations		Five-Axle Vehicles and Vehicle Combinations		Six or More Axle Vehicles and Special Permits	
Toll Gantry	**TollTag**	**Video**	**TollTag**	**Video**	**TollTag**	**Video**	**TollTag**	**Video**	**TollTag**	**Video**
Lewisville Lake Toll Bridge (LLTB)	$1.18	$1.77	$2.36	$3.54	$3.54	$5.31	$4.72	$7.08	$5.90	$8.85

*Expected to open in late 2015

SRT Tolling

Toll Rates

- Toll rates for the SRT shall be as set forth in the following schedules for the period indicated in the schedules.
- Toll rate for two-axle vehicles with TollTags is $0.145 per mile starting September 1, 2009, and thereafter toll rates shall be determined in accordance with Exhibit R of the SRT Project Agreement, as amended, and shall be the maximum rates ("*Maximum Base*" or "*MBT*") allowed under the SRT Project Agreement, as amended. Video toll for two-axle vehicles is equal to the sum of (i) the TollTag toll and (ii) the greater of (a) 50% of TollTag toll or (b) 20 cents per transaction on September 1, 2009, increased 2.75% per year with toll adjustments made every two years commencing July 1, 2011.
- Tolls for two-axle vehicles at any tolling location are rounded to the next highest penny.
- Tolls for all vehicle classifications are calculated based on "N-1" weighting on the SRT, where "N" denotes the number of axles. For example, the TollTag toll charged to a five-axle vehicle will be four times the TollTag toll charged to a two-axle vehicle and the total Video toll charged to a five-axle vehicle will be four times the total Video toll charged to a two-axle vehicle.
- The SRT Project Agreement permits NTTA to implement congestion pricing if certain capacity improvement triggers are met. However, NTTA anticipates amending the SRT Project Agreement with the approval of TxDOT to remove the congestion pricing provisions. The 2015 T&R Report assumes that congestion pricing will not be put in place on the SRT at any time.

SRT TOLL RATES EFFECTIVE JULY 1, 2013 THROUGH JUNE 30, 2015

Sam Rayburn Tollway

Toll Gantry	Two-Axle Passenger Cars and Trucks		Three-Axle Vehicles and Vehicle Combinations		Four-Axle Vehicles and Vehicle Combinations		Five-Axle Vehicles and Vehicle Combinations		Six or More Axle Vehicles and Special Permits	
	TollTag	Video	TollTag	Video	TollTag	Video	TollTag	Video	TollTag	Video
Denton Tap Main Lane Gantry (MLG1)	$0.53	$0.80	$1.06	$1.60	$1.59	$2.40	$2.12	$3.20	$2.65	$4.00
MacArthur Boulevard (MACBD)	$0.25	$0.48	$0.50	$0.96	$0.75	$1.44	$1.00	$1.92	$1.25	$2.40
Carrollton Parkway (CARPY)	$0.25	$0.48	$0.50	$0.96	$0.75	$1.44	$1.00	$1.92	$1.25	$2.40
Parker Road (PARRD)	$0.35	$0.58	$0.70	$1.16	$1.05	$1.74	$1.40	$2.32	$1.75	$2.90
Old Denton Road (OLDRD)	$0.40	$0.63	$0.80	$1.26	$1.20	$1.89	$1.60	$2.52	$2.00	$3.15
Standridge Drive - South (SSTDR)	$0.61	$0.92	$1.22	$1.84	$1.83	$2.76	$2.44	$3.68	$3.05	$4.60
Josey Lane - South (SJOLN)	$0.74	$1.11	$1.48	$2.22	$2.22	$3.33	$2.96	$4.44	$3.70	$5.55
Josey Main Lane Gantry (MLG2)	$1.38	$2.07	$2.76	$4.14	$4.14	$6.21	$5.52	$8.28	$6.90	$10.35
Standridge Drive - North (NSTDR)	$0.78	$1.17	$1.56	$2.34	$2.34	$3.51	$3.12	$4.68	$3.90	$5.85
Josey Lane - North (NJOLN)	$0.65	$0.98	$1.30	$1.96	$1.95	$2.94	$2.60	$3.92	$3.25	$4.90
Plano Parkway (PLAPY)	$0.51	$0.77	$1.02	$1.54	$1.53	$2.31	$2.04	$3.08	$2.55	$3.85
Spring Creek Parkway (SPCPY)	$0.26	$0.49	$0.52	$0.98	$0.78	$1.47	$1.04	$1.96	$1.30	$2.45
Preston Road (PRERD)	$0.25	$0.48	$0.50	$0.96	$0.75	$1.44	$1.00	$1.92	$1.25	$2.40
Hillcrest Road (HILRD)	$0.25	$0.48	$0.50	$0.96	$0.75	$1.44	$1.00	$1.92	$1.25	$2.40
Coit Road (COIRD)	$0.56	$0.84	$1.12	$1.68	$1.68	$2.52	$2.24	$3.36	$2.80	$4.20
Independence Parkway (INDPY)	$0.74	$1.11	$1.48	$2.22	$2.22	$3.33	$2.96	$4.44	$3.70	$5.55
Custer Road - South (CUSRD)	$0.92	$1.38	$1.84	$2.76	$2.76	$4.14	$3.68	$5.52	$4.60	$6.90
Custer Main Lane Gantry (MLG3)	$1.91	$2.87	$3.82	$5.74	$5.73	$8.61	$7.64	$11.48	$9.55	$14.35
Exchange Parkway (SALDR)	$0.99	$1.49	$1.98	$2.98	$2.97	$4.47	$3.96	$5.96	$4.95	$7.45
Alma Drive (NALDR)	$0.73	$1.10	$1.46	$2.20	$2.19	$3.30	$2.92	$4.40	$3.65	$5.50
Stacy Road (STARD)	$0.57	$0.86	$1.14	$1.72	$1.71	$2.58	$2.28	$3.44	$2.85	$4.30
Lake Forest Drive (LAFDR)	$0.44	$0.67	$0.88	$1.34	$1.32	$2.01	$1.76	$2.68	$2.20	$3.35
Hardin Boulevard (HARBD)	$0.28	$0.51	$0.56	$1.02	$0.84	$1.53	$1.12	$2.04	$1.40	$2.55

SRT TOLL RATES EFFECTIVE JULY 1, 2015 THROUGH JUNE 30, 2017

Sam Rayburn Tollway

Toll Gantry	Two-Axle Passenger Cars and Trucks		Three-Axle Vehicles and Vehicle Combinations		Four-Axle Vehicles and Vehicle Combinations		Five-Axle Vehicles and Vehicle Combinations		Six or More Axle Vehicles and Special Permits	
	TollTag	Video	TollTag	Video	TollTag	Video	TollTag	Video	TollTag	Video
Denton Tap Main Lane Gantry (MLG1)	$0.56	$0.84	$1.12	$1.68	$1.68	$2.52	$2.24	$3.36	$2.80	$4.20
MacArthur Boulevard (MACBD)	$0.26	$0.50	$0.52	$1.00	$0.78	$1.50	$1.04	$2.00	$1.30	$2.50
Carrollton Parkway (CARPY)	$0.26	$0.50	$0.52	$1.00	$0.78	$1.50	$1.04	$2.00	$1.30	$2.50
Parker Road (PARRD)	$0.37	$0.61	$0.74	$1.22	$1.11	$1.83	$1.48	$2.44	$1.85	$3.05
Old Denton Road (OLDRD)	$0.42	$0.66	$0.84	$1.32	$1.26	$1.98	$1.68	$2.64	$2.10	$3.30
Standridge Drive - South (SSTDR)	$0.64	$0.96	$1.28	$1.92	$1.92	$2.88	$2.56	$3.84	$3.20	$4.80
Josey Lane - South (SJOLN)	$0.78	$1.17	$1.56	$2.34	$2.34	$3.51	$3.12	$4.68	$3.90	$5.85
Josey Main Lane Gantry (MLG2)	$1.46	$2.19	$2.92	$4.38	$4.38	$6.57	$5.84	$8.76	$7.30	$10.95
Standridge Drive - North (NSTDR)	$0.82	$1.23	$1.64	$2.46	$2.46	$3.69	$3.28	$4.92	$4.10	$6.15
Josey Lane - North (NJOLN)	$0.68	$1.02	$1.36	$2.04	$2.04	$3.06	$2.72	$4.08	$3.40	$5.10
Plano Parkway (PLAPY)	$0.54	$0.81	$1.08	$1.62	$1.62	$2.43	$2.16	$3.24	$2.70	$4.05
Spring Creek Parkway (SPCPY)	$0.27	$0.51	$0.54	$1.02	$0.81	$1.53	$1.08	$2.04	$1.35	$2.55
Preston Road (PRERD)	$0.26	$0.50	$0.52	$1.00	$0.78	$1.50	$1.04	$2.00	$1.30	$2.50
Hillcrest Road (HILRD)	$0.27	$0.51	$0.54	$1.02	$0.81	$1.53	$1.08	$2.04	$1.35	$2.55
Coit Road (COIRD)	$0.59	$0.89	$1.18	$1.78	$1.77	$2.67	$2.36	$3.56	$2.95	$4.45
Independence Parkway (INDPY)	$0.78	$1.17	$1.56	$2.34	$2.34	$3.51	$3.12	$4.68	$3.90	$5.85
Custer Road - South (CUSRD)	$0.97	$1.46	$1.94	$2.92	$2.91	$4.38	$3.88	$5.84	$4.85	$7.30
Custer Main Lane Gantry (MLG3)	$2.02	$3.03	$4.04	$6.06	$6.06	$9.09	$8.08	$12.12	$10.10	$15.15
Exchange Parkway (SALDR)	$1.05	$1.58	$2.10	$3.16	$3.15	$4.74	$4.20	$6.32	$5.25	$7.90
Alma Drive (NALDR)	$0.77	$1.16	$1.54	$2.32	$2.31	$3.48	$3.08	$4.64	$3.85	$5.80
Stacy Road (STARD)	$0.60	$0.90	$1.20	$1.80	$1.80	$2.70	$2.40	$3.60	$3.00	$4.50
Lake Forest Drive (LAFDR)	$0.47	$0.71	$0.94	$1.42	$1.41	$2.13	$1.88	$2.84	$2.35	$3.55
Hardin Boulevard (HARBD)	$0.30	$0.54	$0.60	$1.08	$0.90	$1.62	$1.20	$2.16	$1.50	$2.70

PGBT EE Tolling

Toll Rates

- Toll rates for the PGBT EE shall be as set forth in the following schedules for the period indicated in the schedules.
- The Construction, Operation and Maintenance Agreement for the PGBT EE between NTTA and TxDOT dated December 5, 2007, as amended (the "*EE Project Agreement*") provides for a supplemental toll on the PGBT EE (the "*Regional Toll*") to be collected by NTTA and held in trust for TxDOT for the benefit of the North Central Texas region. **The Regional Toll and the toll charged by NTTA (the "*NTTA Toll*") together constitute the publicly announced toll (the "*Unified Toll*"), but the Regional Toll does not constitute and is not considered as the property or revenues of NTTA or the NTTA System.**
- The Unified Toll rate for two-axle vehicles with TollTags is $0.145 per mile as of July 1, 2009. The NTTA Toll is 80% of the Unified Toll. The Unified Toll rate for two-axle vehicles with TollTags is increased 2.75% per year thereafter, with toll adjustments made July 1, 2011 and every two years thereafter. Unified Tolls for two-axle vehicles with TollTags at any tolling location are rounded to the next highest penny. The ratio between the NTTA Toll and the Unified Toll remains constant at 80%. The ratio between the Regional Toll and the Unified Toll remains constant at 20%.
- Toll rates shall be subject to the assumptions, qualifications and agreements set forth in Section 21 of the EE Project Agreement.
- The video toll for two-axle vehicles is equal to the sum of (i) the Unified Toll for two-axle vehicles with TollTags and (ii) the greater of (a) 50% of such Unified Toll or (b) 20 cents per transaction on July 1, 2009, increased 2.75% per year, with toll adjustments made every two years commencing July 1, 2011. The video toll for two-axle vehicles at any tolling location is rounded to the next highest penny. The portion of the video toll described in clause (ii) above is not part of the Unified Toll and constitutes the property and revenues of NTTA only, and not of TxDOT.
- Tolls for all vehicle classifications are calculated based on "N-1" weighting on the PGBT EE, where "N" denotes the number of axles. For example, the TollTag toll charged to a five-axle vehicle will be four times the TollTag toll charged to a two-axle vehicle and the total Video toll charged to a five-axle vehicle will be four times the total Video toll charged to a two-axle vehicle.

PGBT EE TOLL RATES EFFECTIVE JULY 1, 2013 THROUGH JUNE 30, 2015

PGBT EE (Unified Toll)

Toll Gantry	Two-Axle Passenger Cars and Trucks		Three-Axle Vehicles and Vehicle Combinations		Four-Axle Vehicles and Vehicle Combinations		Five-Axle Vehicles and Vehicle Combinations		Six or More Axle Vehicles and Special Permits	
	TollTag	Video	TollTag	Video	TollTag	Video	TollTag	Video	TollTag	Video
Miller Road (MLRRD)	$0.40	$0.63	$0.80	$1.26	$1.20	$1.89	$1.60	$2.52	$2.00	$3.15
Lakeview Parkway (LAKPY)	$0.53	$0.80	$1.06	$1.60	$1.59	$2.40	$2.12	$3.20	$2.65	$4.00
Merritt - Liberty Grove Road (MERLG)	$0.85	$1.28	$1.70	$2.56	$2.55	$3.84	$3.40	$5.12	$4.25	$6.40
Merritt Main Lane Gantry (MLG5)	$1.61	$2.42	$3.22	$4.84	$4.83	$7.26	$6.44	$9.68	$8.05	$12.10
Miles Road (MLSRD)	$0.34	$0.57	$0.68	$1.14	$1.02	$1.71	$1.36	$2.28	$1.70	$2.85
Firewheel Parkway (FIRPY)	$0.25	$0.48	$0.50	$0.96	$0.75	$1.44	$1.00	$1.92	$1.25	$2.40
Crist Road (CRIRD)	$0.25	$0.48	$0.50	$0.96	$0.75	$1.44	$1.00	$1.92	$1.25	$2.40

PGBT EE TOLL RATES EFFECTIVE JULY 1, 2015 THROUGH JUNE 30, 2017

PGBT EE (Unified Toll)

Toll Gantry	Two-Axle Passenger Cars and Trucks		Three-Axle Vehicles and Vehicle Combinations		Four-Axle Vehicles and Vehicle Combinations		Five-Axle Vehicles and Vehicle Combinations		Six or More Axle Vehicles and Special Permits	
	TollTag	Video	TollTag	Video	TollTag	Video	TollTag	Video	TollTag	Video
Miller Road (MLRRD)	$0.43	$0.67	$0.86	$1.34	$1.29	$2.01	$1.72	$2.68	$2.15	$3.35
Lakeview Parkway (LAKPY)	$0.56	$0.84	$1.12	$1.68	$1.68	$2.52	$2.24	$3.36	$2.80	$4.20
Merritt - Liberty Grove Road (MERLG)	$0.90	$1.35	$1.80	$2.70	$2.70	$4.05	$3.60	$5.40	$4.50	$6.75
Merritt Main Lane Gantry (MLG5)	$1.70	$2.55	$3.40	$5.10	$5.10	$7.65	$6.80	$10.20	$8.50	$12.75
Miles Road (MLSRD)	$0.36	$0.60	$0.72	$1.20	$1.08	$1.80	$1.44	$2.40	$1.80	$3.00
Firewheel Parkway (FIRPY)	$0.26	$0.50	$0.52	$1.00	$0.78	$1.50	$1.04	$2.00	$1.30	$2.50
Crist Road (CRIRD)	$0.26	$0.50	$0.52	$1.00	$0.78	$1.50	$1.04	$2.00	$1.30	$2.50

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APPENDIX D

SUMMARY OF CERTAIN PROVISIONS OF THE RESOLUTION AND THE TRUST AGREEMENT

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SUMMARY OF CERTAIN PROVISIONS OF THE RESOLUTION AND THE TRUST AGREEMENT

The following constitutes a summary of certain provisions of the Resolution and the Amended and Restated Trust Agreement as amended and supplemented to date (the "*Trust Agreement*"). This summary does not purport to be comprehensive or definitive and is qualified in its entirety by reference to the Resolution and the Trust Agreement. Copies of the Resolution and the Trust Agreement are available for examination at the offices of NTTA.

Definitions

"*Additional Bond Security*" – any credit enhancement for specified bonds and any funds received or obligations payable to NTTA, other than Net Revenues, which NTTA chooses to include as security for specified First Tier Bonds, Second Tier Bonds and/or Third Tier Bonds pursuant to a Supplemental Agreement;

"*Additional Bonds*" – Additional First Tier Bonds, Additional Second Tier Bonds and Additional Third Tier Bonds;

"*Additional First Tier Bonds*" – those obligations, including bonds and First Tier Credit Agreements, which NTTA reserves the right to issue, enter into, or incur under the Trust Agreement, which are on a parity with the First Tier Bonds insofar as the lien on Net Revenues is concerned;

"*Additional Second Tier Bonds*" – those obligations, including bonds and Second Tier Credit Agreements, which NTTA reserves the right to issue, enter into, or incur under the Trust Agreement, which are on a parity with the Second Tier Bonds insofar as the lien on Net Revenues is concerned;

"*Additional Third Tier Bonds*" – those obligations, including bonds and Third Tier Credit Agreements, which NTTA reserves the right to issue, enter into, or incur under the Trust Agreement, which are on a parity with the Third Tier Bonds insofar as the lien on Net Revenues is concerned;

"*Alternate Credit Facility*" – any substitute or replacement irrevocable letter of credit, surety bond, insurance policy or similar instrument securing the payment of the principal of, premium, if any, and interest on, and the purchase price of, a series of Variable Rate Demand Bonds, delivered in accordance with the provisions of the Resolution in substitution and replacement for the existing Credit Facility for such Series;

"*Annual Budget*" – the budget adopted or in effect for each Fiscal Year as provided in the Trust Agreement;

"*Assumed Variable Rate*" – in the case of:

(a) bonds bearing interest at a Variable Rate, the greater of:

(1) the average interest rate on such bonds for the most recently completed sixty (60) month period or the period such bonds have been Outstanding if it is less than sixty (60) months, or

(2) the rate to be determined pursuant to *clause (b)* below assuming the Outstanding bonds bearing interest at a Variable Rate were being issued on the date of calculation; and

(b) proposed Additional Bonds to be issued at a Variable Rate:

(1) on the basis that, in the opinion of Bond Counsel to be delivered at the time of the issuance thereof, interest on such Additional Bonds would be excluded from gross income for federal income tax purposes, the greater of (i) the average of the Security Industry and Financial Markets Association Municipal Swap Index ("*SIFMA Index*") for the twelve (12) month period ending seven (7) days preceding the date of calculation plus 100 basis points, or (ii) the average of the SIFMA Index for the sixty (60) month period ending seven (7) days preceding the date of calculation plus 100 basis points; and

(2) on a basis other than as described in *clause (1)*, the greater of (i) the average of the London Interbank Offered Rate ("*LIBOR*") for the time period most closely resembling the reset period for the Additional Bonds for the twelve (12) month period ending seven (7) days preceding the date of calculation plus 100 basis points, or (ii) the average of LIBOR for the time period most closely resembling the reset period for the Additional Bonds for the sixty (60) month period ending seven (7) days preceding the date of calculation plus 100 basis points; and provided that if the SIFMA Index or LIBOR ceases to be published, the index to be used in its place will be the index which NTTA, in consultation with the Financial Consultant, determines most closely replicates such index, as set forth in a certificate of the Chief Financial Officer filed with the

Trustee. Notwithstanding the foregoing, in no event may the Assumed Variable Rate be in excess of the maximum interest rate allowed by law on obligations of NTTA;

"*Authorized Investments*" – (a) any bonds or other obligations which as to principal and interest constitute direct obligations of, or are unconditionally guaranteed by, the United States of America, including Treasury Receipts evidencing ownership of future interest and principal payments due on direct obligations of the United States of America;

(b) bonds, participation certificates, or other obligations of any agency or instrumentality of the United States of America, including obligations of the Federal National Mortgage Association, the Government National Mortgage Association, the Federal Financing Bank, the Federal Intermediate Credit Banks, Federal Farm Credit System, Federal Home Loan Banks, Federal Home Loan Mortgage Corporation, Farmers Home Administration, and Federal Housing Administration;

(c) new housing authority bonds issued by public agencies of a state or of municipalities and fully secured as to the payment of both principal and interest by a pledge of annual contributions under an annual contributions contract or contracts with the United States of America;

(d) direct and general obligations of any state of the United States of America, any municipality or school district of the State of Texas, or any other political subdivision or agency of the State of Texas to the payment of the principal of and interest on which the full faith and credit of such entity, as the case may be, is pledged, provided that such obligations are rated, at the time of purchase, in either of the two highest rating categories, without regard to rating sub-categories, by a nationally recognized municipal or corporate rating agency;

(e) certificates of deposit, whether negotiable or non-negotiable, issued by any bank or trust company organized under the laws of any state of the United States of America or any national banking association, provided that such certificates of deposit are purchased directly from such bank, trust company, or national banking association and are either (1) continuously and fully insured by the Federal Deposit Insurance Corporation, or (2) continuously and fully secured by such securities as are described above in **clauses (a)** through **(d),** inclusive, which have a market value (exclusive of accrued interest) at all times at least equal to the principal amount of such certificates of deposit and are lodged with or as directed by the Board, or the bank, trust company, or national banking association issuing such certificates of deposit;

(f) uncollateralized certificates of deposit of financial institutions which certificates of deposit are rated, at the time of purchase, in one of the two highest rating categories, without regard to rating sub-categories, by any nationally recognized municipal or corporate rating agency;

(g) repurchase agreements collateralized by obligations described above in **clauses (a)** or **(b)** with any registered broker/dealer subject to the Securities Investor Protection Corporation jurisdiction, which has an uninsured, unsecured and unguaranteed obligation rated "Prime-l" or "A3" or better by Moody's and "A-1" or "A" or better by Standard & Poor's, or any commercial bank with the above ratings, provided:

(1) a master repurchase agreement or specific written repurchase agreement governs the transaction,

(2) the securities are held free and clear of any lien by the bond trustee or an independent third party acting solely as agent for the bond trustee, and such third party is (1) a Federal Reserve Bank, (2) a bank which is a member of the Federal Deposit Insurance Corporation and which has combined capital, surplus, and undivided profits of not less than $25 million, or (3) a bank approved in writing for such purpose by each Bond Insurer, and the Trustee has received written confirmation from such third party that it holds such securities, free and clear of any lien, as agent for the Trustee,

(3) a perfected first security interest under the Uniform Commercial Code, or book entry procedures prescribed at 31 CFR 306.1 et seq., in such securities is created for the benefit of the Trustee,

(4) the repurchase agreement has a term of six months or less, or NTTA will value the collateral securities no less frequently than monthly and will liquidate the collateral securities if any deficiency in the required collateral percentage is not restored within two Business Days of such valuation,

(5) the repurchase agreement matures on or before a debt service payment date (or other appropriate liquidation period), and

(6) the fair market value of the securities in relation to the amount of the repurchase obligation is equal to at least 100%;

(h) banker's acceptances, Eurodollar deposits and certificates of deposit (in addition to the certificates of deposit provided for by **clauses (e)** and **(f)** above) of the domestic branches of foreign banks having a capital and surplus of $1,000,000 or more, or any bank or trust company organized under the laws of the United States of America or Canada, or any state or province thereof, having capital and surplus, if located in the State of Texas, in the amount of $200,000,000, and, if located outside of the State of Texas, in the amount of $1,000,000,000; provided that the aggregate maturity value of all such banker's acceptances and certificates of deposit held at any time as investments of funds under the Trust Agreement with respect to any particular bank, trust company, or national association located in the State of Texas may not exceed 10% of the amount of its capital and surplus and with respect to any particular bank, trust company, or national association located outside of the State of Texas may not exceed 5% of its capital and surplus; and provided further that any such bank, trust company, or national association is required to be rated in one of the two highest rating categories, without regard to rating sub-categories, by any nationally recognized municipal or corporate rating agency;

(i) municipal or corporate commercial paper rated, at the time of purchase, either "A-1" or "P-1" or higher, or municipal or corporate bonds or notes rated, at the time of purchase, in one of the two highest rating categories, without regard to rating sub-categories, by any nationally recognized municipal or corporate rating agency;

(j) other unsubordinated securities or obligations issued or guaranteed (including a guarantee in the form of a bank standby letter of credit) by any domestic corporation (including a bank, national banking association, or trust company) which has outstanding, at the time of investment, debt securities rated in one of the two highest rating categories, without regard to rating sub-categories, by any nationally recognized municipal or corporate rating agency;

(k) investments of any type described and permitted by any law of the State of Texas applicable to NTTA; and

(l) money market funds which invest solely in any of the above listed obligations;

"*Balloon Indebtedness*" – a series of bonds of which 25% or more of the original principal matures in the same annual period and is not required by the documents pursuant to which such bonds were issued to be amortized by payment or redemption prior to that annual period (excluding any contingent mandatory redemptions), provided that such bonds will not constitute Balloon Indebtedness and will be assumed to amortize in accordance with its stated terms if the Trustee is provided a certificate of the Chief Financial Officer certifying that such bonds are not to be treated as Balloon Indebtedness;

"*bank*" – any bank, trust company, or national banking association organized or operating under the laws of any state of the United States of America or of the United States of America;

"*Board*" – the Board of Directors of NTTA;

"*Board Representative*" – the Executive Director, the Deputy Executive Director, the Chief Financial Officer, the Treasurer and the Director of Finance or such other individuals so designated by NTTA to perform the duties of the Board Representative for the specific purpose under the Trust Agreement;

"*Board Representative's Certificate*" – the certificate of the Board Representative to be executed and delivered in connection with the initial issuance of each series of bonds and each certificate of the Board Representative to be executed and delivered in connection with the exercise of the right of NTTA to effect a conversion;

"*bond*," "*bonds*" or "*Turnpike Revenue Bond*" – unless otherwise specifically stated, all currently Outstanding First Tier Bonds, Second Tier Bonds and Third Tier Bonds, and the Additional Bonds;

"*Bondholder*," or "*holder*," or "*owner*," or "*registered owner*" – the registered owner of any bond as shown on the Trustee's Bond Registration records and books;

"*Bond Insurance Policy*" – an insurance policy issued by a Bond Insurer insuring or guaranteeing the payment of principal of and interest on any bonds;

"*Bond Insurer*" – an entity that insures or guarantees the payment of principal of and/or interest on any of the bonds;

"*Business Day*" – any day other than a Saturday or a Sunday or a day on which banking institutions are required or authorized by law or executive order to remain closed in the State or the City of New York or in the city in which the designated office of the Trustee or the Securities Depository is located, and with respect to Bonds outstanding in any Mode except the Index Floating Rate Mode, the Multiannual Mode or the Fixed Rate Mode, a day on which the payment office of the Liquidity Provider or the Credit Provider for draws under the Liquidity Agreement or the Credit Facility, as applicable, or the primary office of the Remarketing Agent is located, are required or authorized by law to remain closed, or the New York Stock Exchange is closed.

"*Chief Financial Officer*" – the Chief Financial Officer, the Treasurer or such other individuals designated by the Board to perform the duties of the Chief Financial Officer under the Trust Agreement;

"*Consulting Engineers*" – the consulting civil engineer or engineering firm or corporation employed by NTTA pursuant to the Trust Agreement to carry out the duties imposed thereby;

"*Cost*" – all obligations and expenses and all items of cost authorized to be incurred or paid under the Turnpike Act and when used with respect to any facility will mean and include all costs related to such facility, and, without intending thereby to limit or restrict any such definition, including the following:

(a) obligations incurred for labor and to contractors, builders and materialmen in connection with the construction of a facility or any part thereof, and obligations incurred for machinery and equipment;

(b) payments to owners and others, for real property, or interests therein, or for options or other property or contractual rights;

(c) all expenses of every kind or character incurred in the acquisition of real property, including all costs and expenses of whatever kind in connection with the exercise of the power of condemnation, and including the cost of title searches and reports, abstracts of title, title certificates and opinions, title guarantees, title insurance policies, appraisals, negotiations and surveys;

(d) the amount of any damages or claimed damages incident to or consequent upon the construction of a facility; also the cost of any litigation and amounts paid by court order or upon settlement of any litigation or of any claim (although not litigated) of any kind during construction or of any claim arising during or out of or related to construction of a facility;

(e) as to toll collection equipment, it is recognized that some manufacturers of such equipment will not sell such equipment outright, and that some manufacturers will sell it; but that it will not be known, until bids are received by NTTA for the acquisition of such equipment, which manufacturer will offer the most advantageous terms to NTTA. The acquisition of toll collection equipment has been determined and declared to be a capital expenditure, and a proper "cost". It is specially provided, however, that if, in the discretion of NTTA, it will be to the advantage of NTTA to do so, and upon the written recommendation of the Consulting Engineers, NTTA may enter into lease-purchase or lease-rental agreements for the acquisition of such equipment with a term not to exceed three years from the date of acceptance of such equipment by NTTA. In such event NTTA is required to so advise the Trustee, and the Trustee is required to set aside and retain the amounts required for the payments under such agreements in the Construction Fund, and is required to make such payments as so required, upon requisitions from the Construction Fund. Any such payments will constitute proper items of "cost" for all purposes;

(f) the cost of any necessary indemnity and surety bonds, the cost of all fidelity bonds, the fees and expenses of the Trustee and the Paying Agent, and premiums on all insurance deemed necessary and advisable by NTTA, until one year after the completion of construction thereof;

(g) the cost of borings and other preliminary investigations to determine foundation or other conditions, all fees, costs, and expenses necessary or incident to determining the feasibility and practicability of constructing a facility, and all fees, costs, and expenses of engineers and others for making traffic studies, surveys, and estimates, and all fees, costs, and expenses of engineering services, plans, specifications, surveys, and estimates of cost and revenues, and all costs of supervising construction, as well as for the performance of all other duties of engineers in relation to the construction of a facility or the issuance of bonds therefor;

(h) the cost of preparing and issuing bonds, including refunding bonds, and all legal, accounting and other professional expenses and fees and financing charges in connection with any bonds and/or any facility, and expenses of administration properly chargeable to the construction of a facility, including salaries and all payments and deductions as provided by law pertaining to the State Retirement System;

(i) the cost of restoring, repairing and placing in its original condition, as nearly as practicable, all public or private property damaged or destroyed in the construction of a facility, or the amount paid by NTTA as compensation for such damage or destruction, and all costs lawfully incurred or damages lawfully payable, with respect to the restoration, relocation, removal, reconstruction or duplication of property or facilities in connection with or made necessary or caused by the construction of a facility, and the cost of building facilities to connect land severed by a facility or severance damages paid in lieu of such facilities;

(j) any obligation or expense heretofore or hereafter incurred by NTTA in connection with any of the foregoing items of cost, and the reimbursement of any obligations or expenses incurred in connection with any of the foregoing items of cost;

(k) utility relocations, buildings and other structures, fencing, landscaping, illumination, communication systems, and safety devices; and

(1) all other items of cost and expense not elsewhere in this definition specified, incident to the construction and equipment of a facility, the financing thereof and the costs of placing a facility in operation, including all costs as defined under the term "*Cost*" in the Turnpike Act;

"*Credit Agreement*" – a First Tier Credit Agreement, a Second Tier Credit Agreement, or a Third Tier Credit Agreement, as applicable;

"*Credit Facility*" – the irrevocable letter of credit, surety bond, insurance policy or similar instrument securing the payment of the principal of, premium, if any, and interest on, and the purchase price of, a Series of Variable Rate Demand Bonds, designated in the Board Representative's Certificate for such series, until such time as an Alternate Credit Facility has been issued in substitution and replacement for such Credit Facility and thereafter "Credit Facility" means such Alternate Credit Facility;

"*Credit Provider*" – the bank or other financial institution designated by the Board Representative acting in its capacity as issuer of the initial Credit Facility with respect to a series of Variable Rate Demand Bonds, and if an Alternate Credit Facility is issued, the issuer of such Alternate Credit Facility, and its successors and assigns;

"*Credit Provider Bonds*" – Variable Rate Demand Bonds purchased with moneys drawn on a Credit Facility and held for the benefit of a Credit Provider;

"*Current Expenses*" – NTTA's reasonable and necessary accrued current expenses of maintaining, repairing and operating the Tollway including, without limiting the generality of the foregoing, all ordinary and usual expenses of maintenance and repair, insurance, bridge painting, all operating, policing, administrative and engineering expenses, all payments and deductions as provided in the laws pertaining to the State Retirement System, fees and expenses of the Trustee, legal and accounting expenses, and any other expenses or obligations required to be paid by NTTA under the Trust Agreement or by law, excluding any deposits or transfers to the credit of the Sinking Funds, Reserve Maintenance Fund and Capital Improvement Fund;

"*Debt Service Requirements*" – for any annual period (any Fiscal Year, or any other consecutive twelve calendar month period), the aggregate amount of interest on and principal of Outstanding bonds specified for the purposes for which Debt Service Requirements is to be calculated, other than any Credit Agreement, and, with respect to any Credit Agreement, the Payment Obligations relating thereto due in such period, as limited and calculated in the following manner:

(a) Except as modified below, (i) for any Fiscal Year while the NTTA System's Fiscal Year is the same as the calendar year, the aggregate amount of interest on and principal of the bonds, including Payment Obligations, which was paid or redeemed or is scheduled to accrue and be paid or redeemed after January 1 of such Fiscal Year and on the next following January 1; it being understood and intended that for the NTTA System's currently established Fiscal Year each such January 1 will be in the next following Fiscal Year; and (ii) for any consecutive twelve calendar month period other than the calendar year, whether or not such period constitutes any future NTTA System Fiscal Year, the aggregate amount of interest on and principal of the bonds, including Payment Obligations, which was paid or redeemed or is scheduled to accrue and be paid or redeemed during such consecutive twelve month period;

(b) As to any annual period prior to the date of any calculation, such requirements are required to be calculated solely on the basis of bonds which were Outstanding as of the first day of such period; and as to any future year such requirements are required to be calculated solely on the basis of bonds Outstanding as of the date of calculation plus any bonds then proposed to be issued as Additional Bonds;

(c) Notwithstanding the foregoing, all amounts which are deposited to the credit of the Bond Interest Accounts from original proceeds from the sale of any First Tier Bonds, Second Tier Bonds or Third Tier Bonds, as applicable, or from any other lawfully available source (other than the Revenue Fund and the investment income from the Operation and Maintenance Fund, the Sinking Funds, and the Reserve Maintenance Fund), and which are used or scheduled to be used to pay interest on such bonds during any annual period, are required to be deemed to reduce the Debt Service Requirements for any such annual period to the extent of such deposits; and the amount of such deposits are required to be excluded from and will not constitute Debt Service Requirements for any such annual period;

(d) If any of the bonds or proposed Additional Bonds bear interest at a Variable Rate the interest rate on such bonds or Additional Bonds for all periods for which the interest rate is not known, is required to be assumed and deemed to be the Assumed Variable Rate;

(e) If any of the bonds or proposed Additional Bonds constitute Balloon Indebtedness or Short-Term Indebtedness, then such amounts thereof as constitute Balloon Indebtedness or Short-Term Indebtedness are required to be treated as if such bonds are to be amortized in substantially equal annual installments of principal and interest over the useful life of the improvements financed with the proceeds of such Balloon Indebtedness or Short-Term Indebtedness as calculated by, and set forth in, a certificate of the Chief Financial Officer. Anything to the contrary notwithstanding, during the annual period preceding the final maturity date of such Balloon Indebtedness or, in the case of Short-Term Indebtedness, in each annual period, all of the principal thereof is required to be considered to be due on the Stated Maturity or due date of such Balloon Indebtedness or Short-Term Indebtedness unless NTTA provides to the Trustee, prior to the beginning of such annual period, a certificate of a Financial Consultant certifying that, in its judgment, NTTA will be able to refund such Balloon Indebtedness or Short-Term Indebtedness through the issuance of Additional Bonds, in which event the Balloon Indebtedness or Short-Term Indebtedness is required to be amortized over the term of such proposed refunding Additional Bonds and is required to be deemed to bear the interest rate specified in the certificate of the Financial Consultant;

(f) Notwithstanding anything to the contrary in *clause (e)* above, with respect to Short-Term Indebtedness that is part of a commercial paper or similar program of NTTA, the amount of debt service of such Short-Term Indebtedness taken into account during any annual period is required to be equal to the principal component of debt service calculated using the outstanding principal amount of such Short-Term Indebtedness on the date of calculation amortized over the period ending on the date of the maximum maturity date under such program on a level debt service basis at an interest rate deemed to be the Assumed Variable Rate determined as if such Short-Term Indebtedness were Variable Rate Indebtedness; and

(g) Notwithstanding anything to the contrary contained in (a) through (e) above, the Debt Service Requirements for each annual period for a series of Additional Bonds issued (i) in conjunction with one or more Qualified Credit Agreements will be deemed to be the total net payments which the Board Representative certifies NTTA expects to pay in such annual period with respect to such series of Additional Bonds after taking into account the principal and interest payments and the Payment Obligations under such Qualified Credit Agreements made or to be made in such annual period and the amounts received or to be received from the Qualified Credit Provider under such Qualified Credit Agreement in such annual period or (ii) as a series of Variable Rate bonds, or one or more maturities within a series, of equal par amounts, issued simultaneously with inverse floating interest rates providing a composite fixed interest rate for such bonds taken as a whole, such composite fixed rate is required to be used in determining the Debt Service Requirement with respect to such bonds;

"*Effective Date*" – with respect to a bond in the Daily, Flexible, Weekly, Monthly, Quarterly, Semiannual and Multiannual Modes, the date on which a new Interest Rate Period for that bond takes effect;

"*Event of Default*" – as defined under the caption "Events of Default and Remedies";

"*Financial Consultant*" – a nationally recognized firm of independent professional financial consultants knowledgeable in the financial operation of toll roads and having a favorable reputation for skill and experience in the field of financial consultation relating to toll roads;

"*First Tier Bonds*" unless otherwise specifically stated, all Outstanding bonds issued under the Trust Agreement designated as First Tier Bonds, including the related Credit Agreements, and any bond, bonds, note, notes, other obligation or obligations, including any First Tier Credit Agreement, issued, incurred or entered into pursuant to the Trust Agreement as Additional First Tier Bonds, or all of the foregoing, as the case may be, authorized by law and issued under and secured by the Trust Agreement and any supplement thereto;

"*First Tier Credit Agreement*" – collectively, an obligation entered into on a parity with the Outstanding First Tier Bonds in the form of a loan agreement, revolving credit agreement, agreement establishing a line of credit, letter of credit, reimbursement agreement, insurance contract, commitments to purchase bonds, purchase or sale agreement, interest rate swap, cap and floor agreement, or commitment or other contract or agreement authorized, recognized and approved by NTTA as a First Tier Credit Agreement, whether authorized or approved in anticipation of, simultaneously with, or subsequent to, the authorization of the First Tier Bonds in connection with which it is executed;

"*First Tier Payment Obligations*" – unless otherwise specifically stated, all amounts payable by NTTA under a First Tier Credit Agreement less any amounts of principal or interest payable with respect to any Additional First Tier Bonds pledged under a First Tier Credit Agreement as collateral for the amounts due thereunder; and all such First Tier Payment

Obligation payments are required to be deemed to constitute principal payments of First Tier Bonds, and are required to be paid from the First Tier Redemption Account as provided in the Trust Agreement; *provided, however*, that, if provided in a First Tier Credit Agreement or in the proceedings approved by NTTA in connection therewith, some or all of the amounts payable under a First Tier Credit Agreement may be designated as Second Tier Payment Obligations or Third Tier Payment Obligations;

"*First Tier Required Reserve*" – as of any date an amount equal to the average annual Debt Service Requirements of all First Tier Bonds Outstanding or to be Outstanding as of such date;

"*First Tier Reserve Surety Agreement*" – any substitute for cash and Authorized Investments in the First Tier Reserve Account as provided for in the Trust Agreement;

"*Fiscal Year*" – presently, the same as the calendar year; or any other period hereafter designated by NTTA as the Fiscal Year for the NTTA System in accordance with law;

"*Net Revenues*" – with respect to any consecutive 12-month period or Fiscal Year, the aggregate revenues or estimated aggregate revenues derived or estimated to be derived from the ownership and operation of the Tollway in any such period or year, including all investment income from the Revenue Fund, the Operation and Maintenance Fund, the Bond Interest Accounts, the Redemption Accounts, the Reserve Accounts, the Reserve Maintenance Fund, and the Capital Improvement Fund, and the investment income from the Construction Fund which is deposited or estimated to be deposited to the credit of the Bond Interest Accounts, less the Current Expenses for any such period or year; *provided, however*, any toll revenues collected by NTTA that must be paid to TxDOT as revenue sharing payments pursuant to a project agreement between NTTA and TxDOT will not constitute revenues of the Tollway for purposes of the Trust Agreement;

"NTTA Held Bonds" – bonds owned by or held in the name of NTTA or its designee or held by the Trustee for the account of NTTA or its designee.

"*Outstanding*" – with respect to the bonds, at any date of which the amount of the Outstanding bonds is to be determined, the aggregate of all bonds secured by the Trust Agreement, except:

(a) bonds cancelled or delivered to the Paying Agent for cancellation at or prior to such date;

(b) bonds for the full payment of the principal of, premium, if any, and interest on which cash has been theretofore deposited with the Paying Agent and which (i) have matured by their terms, or otherwise have become payable, but have not been surrendered for payment or (ii) have been purchased by the Trustee but have not been presented for payment;

(c) bonds deemed paid as described in *clause (b)* under the caption "*Defeasance*"; and

(d) bonds in exchange or in lieu of which other bonds have been delivered under the Trust Agreement;

"*Paying Agent*" – the Trustee;

"*Payment Obligations*" – First Tier Payment Obligations, Second Tier Payment Obligations and Third Tier Payment Obligations;

"*Qualified Credit Agreement*" – a First Tier Credit Agreement, a Second Tier Credit Agreement, or a Third Tier Credit Agreement, as applicable, entered into with a Qualified Credit Provider;

"*Qualified Credit Provider*" – a Credit Provider (or its corporate parent as guarantor of its obligations under a Credit Agreement) whose long term debt is rated or whose credit rating is, at the time the Qualified Credit Agreement is entered into, in one of the three highest rating categories by Moody's, S&P or Fitch, without regard to rating sub-categories;

"*Registered Bonds*" – bonds registered in the name of the owner;

"*Registrar*" – the Trustee;

"*Required Reserve*" – the First Tier Required Reserve, the Second Tier Required Reserve, or the Third Tier Required Reserve, as applicable;

"*Reserve Surety Agreement*" – a First Tier Reserve Surety Agreement, a Second Tier Reserve Surety Agreement or a Third Tier Reserve Surety Agreement, as applicable;

"*Second Tier Bonds*" –unless otherwise specifically stated, all Outstanding bonds issued under the Trust Agreement designated as Second Tier Bonds, including the related Credit Agreements, and any bond, bonds, note, notes, other obligation or obligations, including any Second Tier Credit Agreement, issued, incurred or entered into pursuant to the Trust Agreement as Additional Second Tier Bonds, or all of the foregoing, as the case may be, authorized by law and issued under and secured by the Trust Agreement and any supplement thereto;

"*Second Tier Credit Agreement*" – collectively, an obligation entered into on a parity with the Outstanding Second Tier Bonds in the form of a loan agreement, revolving credit agreement, agreement establishing a line of credit, letter of credit, reimbursement agreement, insurance contract, commitments to purchase bonds, purchase or sale agreement, interest rate swap, cap and floor agreement, or commitment or other contract or agreement authorized, recognized and approved by NTTA as a Second Tier Credit Agreement, whether authorized or approved in anticipation of, simultaneously with, or subsequent to, the authorization of the bonds in connection with which it is executed;

"*Second Tier Payment Obligations*" – unless otherwise specifically stated, all amounts payable by NTTA under a Second Tier Credit Agreement less any amounts of principal or interest payable with respect to any Additional Second Tier Bonds pledged under a Second Tier Credit Agreement as collateral for the amounts due thereunder; and all such Second Tier Payment Obligation payments will be deemed to constitute principal payments of Second Tier Bonds, and will be paid from the Second Tier Redemption Account as provided in the Trust Agreement; *provided, however*, that, if so provided in a Second Tier Credit Agreement or in the proceedings approved by NTTA in connection therewith, some or all of the amounts payable under a Second Tier Credit Agreement may be designated to be Third Tier Payment Obligations; and provided further, that, all payment obligations under a First Tier Credit Agreement which are designated to be Second Tier Payment Obligations will be treated as and constitute Second Tier Payment Obligations for all purposes under the Trust Agreement;

"*Second Tier Required Reserve*" – as of any date the amount set forth in a Supplemental Agreement authorizing Second Tier Bonds Outstanding or to be Outstanding as of such date;

"*Second Tier Reserve Surety Agreement*" – any substitute for cash and Authorized Investments in the Second Tier Reserve Account as provided for in a Supplemental Agreement;

"*Short-Term Indebtedness*" – all bonds that mature in less than 365 days and are issued as Short-Term Indebtedness pursuant to the Trust Agreement. In the event a Credit Provider has extended a line of credit or NTTA has undertaken a commercial paper or similar program, only amounts actually borrowed under such line of credit or program and repayable in less than 365 days will be considered Short-Term Indebtedness and the full amount of such commitment or program will not be treated as Short-Term Indebtedness to the extent that such facility remains available but undrawn;

"*SIFMA*" – the Securities Industry and Financial Markets Association, or any successor thereto;

"*SIFMA Municipal Swap Index*" – the "Securities Industry and Financial Markets Association Municipal Swap Index" announced weekly by Municipal Market Data and based upon the weekly interest rate resets of tax-exempt variable rate issues included in a database maintained by Municipal Market Data which meet specified criteria established by SIFMA. The SIFMA Municipal Swap Index is required to be based upon current yields of high-quality, weekly adjustable variable rate demand bonds which are subject to tender upon seven days' notice, the interest on which is tax-exempt and not subject to any personal "alternative minimum tax" or similar tax under the Internal Revenue Code of 1986, as amended, unless all tax-exempt securities are subject to such tax;

"*Stated Maturity*" – for any bond, the scheduled maturity date or final mandatory sinking fund redemption date of such bond;

"*Supplemental Agreement*" – any supplement to the Trust Agreement, now or hereafter duly authorized and entered into in accordance with the Trust Agreement;

"*Third Tier Bonds*" – unless otherwise specifically stated, any bond, bonds, note, notes, other obligation or obligations, including any Third Tier Credit Agreement, issued, incurred or entered into pursuant to the Trust Agreement as Third Tier Bonds, or all of the foregoing, as the case may be, authorized by law and issued under and secured by the Trust Agreement and any supplement thereto;

"*Third Tier Credit Agreement*" – collectively, an obligation entered into on a parity with the Outstanding Third Tier Bonds in the form of a loan agreement, revolving credit agreement, agreement establishing a line of credit, letter of credit, reimbursement agreement, insurance contract, commitments to purchase bonds, purchase or sale agreement, interest rate swap, cap and floor agreement, or commitment or other contract or agreement authorized, recognized and approved by NTTA as a Third Tier Credit Agreement, whether authorized or approved in anticipation of, simultaneously with, or subsequent to, the authorization of the bonds in connection with which it is executed;

"*Third Tier Payment Obligations*" – unless otherwise specifically stated, all amounts payable by NTTA under a Third Tier Credit Agreement less any amounts of principal or interest payable with respect to any Additional Third Tier Bonds pledged under a Third Tier Credit Agreement as collateral for the amounts due thereunder; and all such Third Tier Payment Obligation payments will be deemed to constitute principal payments of Third Tier Bonds, and will be paid from the

Third Tier Redemption Account or sub-account therein as provided in the Trust Agreement and specified in a Supplemental Agreement; and all payment obligations under a First Tier Credit Agreement or a Second Tier Credit Agreement which are designated to be Third Tier Payment Obligations will be treated as and constitute Third Tier Payment Obligations for all purposes under the Trust Agreement;

"*Third Tier Required Reserve*" – as of any date the amount set forth in the Supplemental Agreements authorizing Third Tier Bonds Outstanding or to be Outstanding as of such date;

"*Third Tier Reserve Surety Agreement*" – any substitute for cash and Authorized Investments in the Third Tier Reserve Account as provided for in a Supplemental Agreement;

"*Toll Rate Schedule*" – the schedule of tolls to be collected by NTTA established by the Board under the Trust Agreement, including future increases or decreases approved by the Board;

"*Tollway*" or "*NTTA System*" – the presently existing turnpike system, as defined in the Trust Agreement (including all bridges, tunnels, overpasses, underpasses, interchanges, toll plazas, and administration, storage, and other buildings, facilities, and improvements which NTTA has deemed necessary for the operation of the presently existing Tollway), together with all property rights, easements and interests acquired by NTTA for the construction or the operation of the presently existing Tollway, and together with all future improvements, extensions, and enlargements or additions of the presently existing Tollway, and together with any other turnpike project or facilities added to, grouped with, or otherwise constituted and declared to be a part of the Tollway by NTTA in accordance with law and pursuant to resolutions adopted by the Board;

"*Traffic Engineers*" – the traffic engineer or engineering firm or corporation employed by NTTA pursuant to the Trust Agreement to carry out the duties imposed thereby;

"*Turnpike Act*" – Chapter 366 of the Texas Transportation Code, as amended;

"*Value of Authorized Investments*" – the amortized value of any Authorized Investments, *provided, however*, that all United States of America, United States Treasury Obligations – State and Local Government Series will be valued at par and those obligations which are redeemable at the option of the holder will be valued at the price at which such obligations are then redeemable. Computations of such definition include accrued interest on the investment securities paid as a part of the purchase price thereof and not collected. "Amortized value", when used with respect to a security purchased at par means the purchase price of such security and when used with respect to a security purchased at a premium above or discount below par, means as of any subsequent date of valuation, the value obtained by dividing the total premium or discount by the number of interest payment dates remaining to maturity on any such security after such purchase and by multiplying the amount as calculated by the number of interest payment dates having passed since the date of purchase and (a) in the case of a security purchased at a premium, by deducting the product thus obtained from the purchase price, and (b) in the case of a security purchased at a discount, by adding the product thus obtained to the purchase price;

"*Variable Rate*" – interest on a bond which does not have a predetermined fixed rate or rates to maturity; and

"*Variable Rate Demand Bonds*" – bonds in the in the Daily Mode, the Flexible Mode, the Weekly Mode, the Monthly Mode, the Quarterly Mode, the Semiannual Mode or the Multiannual Mode.

Certain Covenants of NTTA

Payment of Principal, Interest, and Premium. NTTA has covenanted that it will promptly pay the principal of and the interest on every bond, including Payment Obligations, at the places, on the dates and in the manner provided in the Trust Agreement and in said bonds, and any premium required for the retirement of said bonds by redemption, according to the true intent and meaning thereof. The principal, interest (except interest paid from proceeds of the bonds) and premiums are payable solely in the priorities and from the sources described in the Trust Agreement, including the tolls and other revenues derived from the ownership and operation of the Tollway.

Progress Reports; Audits during Construction; Certificate as to Date of Opening for Traffic. NTTA has covenanted that, at least once in every six-month period during the construction of any portion of the Tollway which it finances in whole or in part with bonds, it will cause the Consulting Engineers to prepare a progress report in connection with the acquisition of real property for any project, and a progress report in connection with such construction, including their then current estimates of the:

(a) date on which such project will be opened for traffic, unless such project has been opened for traffic prior to the date of such report,

(b) date on which the construction of such project will be completed,

(c) cost of the project but excluding any bond discount and the interest during construction and for one year after completion of construction, and

(d) amount of funds required each six (6) months during the remaining estimated period of construction to meet the aforesaid cost of such project exclusive of funds provided for construction contingencies, and accompanied by a progress schedule for such construction, and further including, as to construction, comparisons between the actual times elapsed and the actual costs, and the original estimates of such times and costs. Copies of such progress reports are required to be filed with the Trustee and NTTA and mailed by NTTA to each bondholder who has filed his name with the Board Representative.

At least once in every twelve-month period during the construction of such project NTTA is required to cause an audit to be made by an independent certified public accountant of recognized ability and standing covering all receipts and money of NTTA then on deposit with or in the name of the Trustee, all Depositories, and NTTA, and any security specifically pledged therefor, any investments thereof, and all disbursements made from the Construction Fund. Reports of each such audit are required to be filed with the Trustee and NTTA and mailed by NTTA to the Consulting Engineers and each bondholder who has filed his name with the Board Representative.

Consulting Engineers. NTTA covenants that it will cause the Consulting Engineers employed by it to make an inspection of the Tollway on or before the 90th day prior to the end of each Fiscal Year and to submit to NTTA a report setting forth (a) their findings whether the Tollway has been maintained in good repair, working order and condition, (b) their advice and recommendations as to the proper maintenance, repair, and operation of the Tollway during the ensuing Fiscal Year and an estimate of the amount of money necessary for such purposes, including their recommendations as to the total amounts and classifications of items and amounts that should be provided for Current Expenses and the Reserve Maintenance Fund in the Annual Budget for the next ensuing Fiscal Year, and (c) their advice and recommendations as to the amounts and types of insurance which should be carried during the ensuing Fiscal Year with respect to the Tollway described below under the caption "*Insurance*." Copies of such reports are required to be filed with the Trustee and NTTA and mailed by NTTA to each bondholder who has filed his name and address with the Board Representative.

Budgets, Hearings Thereon, Payments into Reserve Maintenance Fund, and Payments for Maintenance, Repair, and Operation. NTTA has covenanted that on or before the 60th day prior to the end of each Fiscal Year it will adopt a preliminary budget of Current Expenses and payments into the Reserve Maintenance Fund for the ensuing Fiscal Year. Copies are required to be filed with the Trustee and NTTA and mailed by NTTA to the Consulting Engineers and each bondholder who has filed his name and address with the Board Representative.

If the holders of at least five percent (5%) in aggregate principal amount of the bonds then Outstanding request in writing on or before the 60th day prior to the end of any Fiscal Year, NTTA is required to hold a public hearing on or before the 30th day prior to the end of such Fiscal Year at which any bondholder may appear in person or by agent or attorney and present any objections he may have to the final adoption of such budget. Notice of the time and place of such hearing is required to be mailed, at least ten (10) days before the date fixed by NTTA for the hearing by NTTA, to the Trustee, the Consulting Engineers, and each bondholder who has filed his name and address with the Board Representative. NTTA has further covenanted that on or before the first day of each Fiscal Year it will finally adopt the budget of Current Expenses and payments into the Reserve Maintenance Fund for such Fiscal Year (hereinafter sometimes called the "*Annual Budget*"). Copies of the Annual Budget are required to be filed with the Trustee and mailed by NTTA to the Consulting Engineers and each bondholder who has filed his name and address with the Board Representative.

If for any reason NTTA has not adopted the Annual Budget before the first day of any Fiscal Year, the preliminary budget for such Fiscal Year or, if there is none prepared, the budget for the preceding Fiscal Year, will, until the adoption of the Annual Budget, be deemed to be in force and will be treated as the Annual Budget as herein described.

NTTA may at any time adopt an amended or supplemental Annual Budget for the remainder of the then current Fiscal Year, and when so adopted the Annual Budget as so amended or supplemented will be treated as the Annual Budget under the Trust Agreement; *provided, however*, that before the adoption of any such amended or supplemental Annual Budget, NTTA is required to have obtained and filed with the Trustee the recommendations of the Consulting Engineers in connection therewith. Copies of any such amended or supplemental Annual Budget are required to be filed with the Trustee and mailed by NTTA to the Consulting Engineers and each bondholder who has filed his name and address with the Board Representative.

NTTA has covenanted that all payments for maintenance, repair and operation in any Fiscal Year will not exceed the reasonable and necessary amount required therefor, and that it will not expend any amount or incur any obligations for maintenance, repair, and operation in excess of the amounts provided for Current Expenses in the Annual Budget, or amended or supplemental Annual Budget, except as provided in the Trust Agreement and except amounts payable from the Reserve Maintenance Fund and Capital Improvement Fund. Nothing described herein limits the amount which NTTA may expend for Current Expenses in any Fiscal Year provided any amounts expended therefor in excess of the Annual Budget are received by NTTA from some source other than the Net Revenues of the Tollway for such Fiscal Year.

Compliance with Requirements; No Liens or Charges upon Tollway, Tolls or Other Revenues; Payment of Charges. NTTA has covenanted that it will duly observe and comply with all valid requirements of any governmental authority relative to the Tollway or any part thereof, that it will not create or suffer to be created any lien or charge upon the Tollway or any part thereof or upon the tolls or other revenue therefrom except the lien and charge of the bonds secured by the Trust Agreement upon such tolls and revenue, unless any such lien or charge is junior and subordinate in all respects to the lien and charge of the bonds secured by the Trust Agreement, it being understood that NTTA may issue bonds, notes, or other obligations payable from, or secured by, money in the Capital Improvement Fund to the extent now or hereafter permitted by law without violating the foregoing covenant. NTTA has further covenanted that, from such revenues or other available funds, it will pay or cause to be discharged, or will make adequate provision to satisfy and discharge, within sixty (60) days after the same accrue, all lawful claims and demands for labor, materials, supplies or other objects which, if unpaid, might by law become a lien upon the Tollway or any part thereof or the tolls or other revenue therefrom; *provided, however*, that nothing will require NTTA to pay or cause to be discharged, or make provision for, any such lien or charge so long as the validity thereof is contested in good faith and by appropriate legal proceedings.

Accurate Records; Monthly Reports; Annual Audits; Additional Reports or Audits, Annual Report. NTTA has covenanted that it will keep an accurate record of the daily tolls and other revenues collected, of the number and class of vehicles using the Tollway and of the application of such tolls. Such record will be open to the inspection of the bondholders and their agents and representatives.

NTTA has further covenanted that once each month it will cause to be filed with the Trustee and mailed to the Consulting Engineers, the Traffic Engineers, and each bondholder who has filed his name with the Board Representative, copies of any revision of the Toll Rate Schedule during the preceding calendar month and a report setting forth in respect of the preceding calendar month:

(a) the income and expense accounts of the Tollway,

(b) the number of vehicles in each class using the Tollway,

(c) all payments, deposits and credits to and any payments, transfers and withdrawals from each Fund and Account created under the Trust Agreement,

(d) all bonds issued, paid, purchased or redeemed,

(e) the amounts at the end of such month to the credit of each Fund and Account, showing the respective amounts to the credit of each such Fund and Account, and any security held therefor, and showing the details of any investments thereof, and

(f) the amounts of the proceeds received from any sales of property described herein under the caption "*Covenant Against Sale or Encumbrance; Exception*."

NTTA has further covenanted that during the month following the end of each Fiscal Year it will cause an audit to be made of its books and accounts relating to the Tollway for the previous Fiscal Year by an independent certified public accountant of recognized ability and standing. Promptly thereafter reports of each audit are required to be filed with NTTA and the Trustee, and copies of such report are required to be mailed by NTTA to the Consulting Engineers, the Traffic Engineers, and each bondholder who has filed his name with the Board Representative. Each such audit is required to set forth in respect to the preceding Fiscal Year the same matters as are hereinabove required for the monthly reports, and also the findings of such certified public accountants whether the money received by NTTA under the Trust Agreement have been applied in accordance therewith. Such monthly reports and annual audit reports are required to be open to the inspection of the bondholders and their agents and representatives.

NTTA has further covenanted to furnish to the Trustee such other information concerning the Tollway or the operation thereof as the Trustee may reasonably request.

Covenant Against Sale or Encumbrance; Exception. NTTA has covenanted that, until the bonds and interest thereon have been paid or provision for such payment has been made, and except as otherwise permitted in the Trust Agreement, it will not sell, lease or otherwise dispose of or encumber the Tollway or any part thereof and will not create or permit to be created any charge or lien on the revenues derived therefrom unless such charge or lien is made junior and subordinate in all respects to the charge and lien of the Trust Agreement made for the benefit of the bonds; provided that NTTA may lease or contract with respect to the operation of service stations or other facilities referred to in section 12 of the Turnpike Act. NTTA may, however, from time to time, sell, exchange or otherwise dispose of any machinery, fixtures, apparatus, tools, instruments or other movable property acquired by it from the proceeds of bonds issued on account of the Tollway or from the revenues thereof or otherwise, if NTTA determines that such articles are no longer needed or are no longer useful in connection with the construction or operation and maintenance of the Tollway, and the proceeds thereof are applied to the replacement of the properties so sold or disposed of or are paid to the Trustee to be held for the credit of the Construction Fund, the Reserve Maintenance Fund, the Capital Improvement Fund or the Sinking Funds, as NTTA directs. NTTA may from time to time sell, exchange or otherwise dispose of any real property or release, relinquish or extinguish any interest therein as NTTA by resolution declares is not needed or serves no useful purpose in connection with the maintenance and operation of the Tollway, and the proceeds thereof, if any, are required to be applied as provided above for the proceeds of the sale or disposal of movable property. Notwithstanding the foregoing, it is acknowledged and agreed that nothing in the Trust Agreement will prevent NTTA from re-conveying or allowing the reversion of property leased or otherwise acquired upon the termination of the lease or agreement pursuant to which such property was originally acquired.

Upon any disposition of property as described herein, NTTA is required to notify the Trustee thereof and the amount and disposition of the proceeds thereof.

Insurance

Recommendations. NTTA has covenanted that, during each Fiscal Year while any bonds are Outstanding, it will obtain from the Consulting Engineers, on or before the 90th day prior to the end of each Fiscal Year, the report of the Consulting Engineers containing their advice and recommendations concerning the amounts and types of insurance which should be carried with respect to the Tollway during the ensuing Fiscal Year or years. NTTA covenants that it will follow the recommendations of the Consulting Engineers with respect to insurance, and will carry with a qualified and responsible insurance company or companies such insurance with respect to the Tollway as is then required by law and otherwise as is recommended by the Consulting Engineers in accordance with the Trust Agreement.

Self Insurance. NTTA may, upon the recommendation of the Consulting Engineers, establish programs for self insurance against various risks and losses, to the extent and in the manner as may be deemed advisable.

Schedule of Insurance Policies; Settlement of Insurance Claims. Within the first three (3) months of each Fiscal Year NTTA is required to mail to the Consulting Engineers and the Trustee a schedule of all insurance policies or self insurance plans which are then in effect, stating with respect to each policy the name of the insurer, the amount, number and expiration date, and the hazards and risks covered thereby, and also stating the details of each self insurance program established by NTTA. All such insurance policies are required to be open to the inspection of the bondholders and their representatives at all reasonable times. The Trustee is authorized, but is not obligated, in its own name to demand, collect, sue and receipt for any insurance money which may become due and payable under any policies payable to it. Any appraisement or adjustment of any loss or damage under any policy payable to the Trustee and any settlement or payment of indemnity under such policy which may be agreed upon between NTTA and any insurer is required to be evidenced to the Trustee by a certificate, signed by the Chairman or Vice Chairman and a Board Representative, which certificate may be relied upon by the Trustee as conclusive. The Trustee will in no way be liable or responsible for the collection of insurance money in case of any loss or damage.

All insurance policies will be for the benefit of the Trustee and NTTA, and the insurance policies will be made payable to the Trustee, and will be held by the Trustee. The Trustee will have the sole right to receive the proceeds of such insurance. The proceeds of any insurance will be held by the Trustee as security for the bonds until the bonds are paid out in accordance with the Resolution.

NTTA agrees that, immediately after any damage to or destruction of the NTTA System or any part thereof, competent engineers will prepare plans and specifications for repairing, replacing, or reconstructing the damaged or destroyed property (either in accordance with the original or a different design) and an estimate of the cost thereof. Copies of such estimate will be mailed by NTTA to the Trustee and to the Consulting Engineers unless such engineers are the Consulting Engineers.

The proceeds of all insurance will be available for, and to the extent necessary be applied to, the repair, replacement, or reconstruction of the damaged or destroyed property, and will be disbursed by the Trustee. If the proceeds are more than sufficient for such purpose, the balance remaining will be placed in the Revenue Fund. If the insurance proceeds are insufficient for such purpose, the deficiency will be supplied by NTTA from any surplus unpledged, uncommitted, and available moneys in the Capital Improvement Fund and the Reserve Maintenance Fund, in that order, to the extent required or available.

NTTA agrees that, if the cost of repairing, replacing, or reconstructing the damaged or destroyed property as estimated does not exceed the proceeds of insurance and other moneys available for such purpose, it will commence with the repair, replacement, or reconstruction of the damaged or destroyed property according to plans and specifications prepared or approved by the Consulting Engineers.

The proceeds of any insurance not applied within 18 months after their receipt to repairing, replacing, or reconstructing the damaged or destroyed property must be deposited to the credit of the Reserve Maintenance Fund, unless NTTA advises the Trustee that it has been prevented from so repairing, replacing, or reconstructing because of conditions beyond its control, or unless NTTA, with the consent of the holders of a majority in principal amount of all the bonds then outstanding, shall otherwise direct.

Covenants Regarding Tax Exemption

Except with respect to Bonds issued as "taxable bonds," NTTA agrees to refrain from taking any action which would adversely affect, and to take any action required to ensure, the treatment of the Bonds as obligations described in section 103 of the Code, the interest on which is not includable in the "gross income" of the holder for purposes of federal income taxation (other than with respect to the taxable Bonds).

Investments

Investment of Money in Funds and Accounts. All money held for the credit of the Construction Fund will, as nearly as may be practicable, be invested and reinvested by the Trustee, as directed by NTTA, in Authorized Investments which will mature, or which will be subject to redemption by the holder thereof at the option of such holder, in such amounts and at such times as will be required to provide money when needed to pay the Costs payable from the Construction Fund. Money held for the credit of the Reserve Accounts will, as nearly as may be practicable, be invested and reinvested by the Trustee, as directed by NTTA, in Authorized Investments which will mature, or will be subject to redemption by the holder thereof at the option of such holder, not later than five years after the date of such investment. Money held for the credit of the Reserve Maintenance Fund may be invested and reinvested by NTTA in Authorized Investments which will mature, or which will be subject to redemption by the holder thereof at the option of such holder, not later than five years after the date of such investment. Money held for the credit of the Capital Improvement Fund may be invested in any of the Authorized Investments or in any other manner authorized by the Board. Money held for the credit of the Operation and Maintenance Fund will be invested and reinvested by NTTA, and the Revenue Fund, the Bond Interest Accounts, and the Redemption Accounts will be invested and reinvested by the Trustee, as directed by NTTA, in Authorized Investments which will mature, or which will be subject to redemption by the holder thereof at the option of such holder, not later than the respective dates which will allow money to be available in each of said Funds and Accounts for use at the appropriate times and for the purposes for which they were created.

In lieu of the investments as provided above, and at the option of NTTA, and in any other case where NTTA deems it advisable, NTTA may make interest bearing time deposits, invest in certificates of deposit, or make other similar arrangements with the Trustee or any other depositary in connection with money in any Fund or Account created by the Trust Agreement, as may be permitted by law, and which will allow money to be available in each of the Funds and Accounts created by the Trust Agreement for use at the appropriate times and for the purposes for which they were created, provided that all such time deposits, certificates of deposit, and other similar agreements will be secured in the manner provided in the Trust Agreement.

Other Investment Matters. Obligations purchased as an investment of money in any Fund or Account created under the Trust Agreement and all time deposits or similar arrangements made in connection therewith, will be deemed at all times to be a part of such Fund or Account, and the interest accruing thereon and any profit realized from any investment will be credited to such Fund or Account, and any loss resulting from any investment will be charged to such Fund or Account; *provided, however*, that the provisions described under the caption "*Sinking Funds; Bond Interest Accounts, Reserve Accounts, and Redemption Accounts*" will be applicable at all times to the Reserve Accounts and the excess investment earnings from the Reserve Accounts.

At the option of NTTA, during the period of construction or completion of construction of any project, NTTA may direct the Trustee to transfer from the Construction Fund and deposit to the credit of the applicable Bond Interest Account, from the investment earnings deposited in the Construction Fund and/or the Reserve Maintenance Fund all or any part of an amount, which, together with the amount then available in the applicable Bond Interest Account, will be sufficient to pay the interest coming due on the bonds on each interest payment date, respectively. The Trustee is required to account for all amounts at any time on hand in the Construction Fund attributable to all investment earnings, regardless of their source, and to make the deposits required above to the extent of such investment earnings on hand at the time each such deposit is required to be made. In the event that such investment earnings are not sufficient to supplement the applicable Bond Interest Account in an amount required to enable the Trustee to pay from the applicable Bond Interest Account the interest coming due on the bonds on any interest payment date, then the Trustee, without further authorization or requisition, is required to use the corpus of the Construction Fund (original bond proceeds) to the extent necessary to provide the required supplement to the applicable Bond Interest Account.

The Trustee, any other depositaries, and NTTA, as the case may be, are required to sell at the best price obtainable in the exercise of reasonable diligence, or present for payment or redemption, any obligations so purchased, whenever and to the extent it is necessary so to do, in order to provide money required to meet any payment or transfer from any Fund or Account. The Trustee, any other depositaries, and NTTA, as the case may be, are required to present for payment all such obligations when they mature or when they are called for redemption and the proceeds thereof are required to be reinvested promptly, unless needed to meet any such payment or transfer. Neither the Trustee, any other depositaries, nor NTTA will be liable or responsible for making any such investment or for any loss resulting from any such investment, but any resulting deficiency in any Fund or Account is required to be restored from the first money available therefor in accordance with the Trust Agreement. The Trustee and any other depositaries are required to advise NTTA in writing, on or before the fifth day of each month, of the details of all money and investments held by them for the credit of any such Fund or Account.

The provisions of the Trust Agreement which relate to the deposit and to the investment of money are subject to any applicable laws of the State of Texas.

All Authorized Investments purchased as an investment of any Fund or Account are required to be valued at the Value of Authorized Investments. Reserve Accounts are required to be valued by NTTA as of the last Business Day of the current Fiscal Year, and semiannually thereafter as of the last Business Day of the sixth and twelfth months, respectively, of each Fiscal Year.

Notwithstanding any other provisions of the Trust Agreement, if investment income derived from any Fund or Account maintained pursuant hereto is required to be rebated to the United States of America, as required by the tax covenants of NTTA in order to prevent any bonds from being "arbitrage bonds," such investment income will be so rebated from the appropriate Fund or Account, and the amount of such rebate will not be considered to be revenues of the Tollway. The Trustee is required, upon the request and direction of NTTA, to transmit any such rebate amounts held by it to the United States of America.

Events of Default and Remedies

Events of Default. Each of the following events is hereby declared an "*Event of Default*," that is to say: if

(a) NTTA defaults in the payment of the principal of or premium, if any, on any of the bonds when the same become due and payable, either at maturity or by proceedings for redemption; or

(b) NTTA defaults in the payment of any installment of interest on any bond when the same becomes due and payable; or

(c) any part of the Tollway is destroyed or damaged to the extent of impairing its efficient operation and adversely affecting its gross or net revenues and is not promptly repaired, replaced or reconstructed (whether such failure to repair, replace or reconstruct the same be due to the impracticability of such repair, replacement or reconstruction or to lack of funds therefor or for any other reason); or

(d) judgment for the payment of money is rendered against NTTA if such judgment is under any circumstances payable from the revenues of the Tollway and any such judgment is not discharged within ninety (90) days from the entry thereof or an appeal is not taken therefrom or from the order, decree or process upon which or pursuant to which such judgment has been granted or entered, in such manner as to set aside or stay the execution of or levy under such judgment, decree or process or the enforcement thereof; or

(e) an order or decree is entered, with the consent or acquiescence of NTTA, appointing a receiver or receivers of the Tollway or any part thereof or of the tolls or other revenues thereof, or if such order or decree, having been entered without the consent or acquiescence of NTTA, is not vacated or discharged or stayed within ninety (90) days after the entry thereof; or

(f) any proceeding is instituted, with the consent or acquiescence of NTTA, for the purpose of effecting a composition between NTTA and its creditors or for the purpose of adjusting the claims of such creditors, pursuant to any federal or state statute now or hereafter enacted, if the claims of such creditors are under any circumstances payable from the revenues of the Tollway; or

(g) NTTA defaults in the due and punctual performance of any other of the covenants, conditions, agreements and provisions contained in the bonds or in the Trust Agreement on the part of NTTA to be performed, and such default continues for sixty (60) days after written notice specifying such default and requiring it to be remedied has been given to NTTA by the Trustee, which may give such notice in its discretion and is required to give such notice at the written request of the holders of not less than ten percent (10%) in principal amount of the bonds then Outstanding; and the Trustee is required to investigate and consider any allegation of such default or Event of Default of which any Bond Insurer of record notifies the Trustee in writing; or

(h) the occurrence and continuance of an event of default by NTTA under a Credit Agreement or Reserve Surety Agreement.

A payment default under paragraphs (a) or (b) above with respect to a Second Tier Bond or Third Tier Bond will not constitute an Event of Default with respect to First Tier Bonds. A payment default under paragraphs (a) or (b) above with respect to a Third Tier Bond will not constitute an Event of Default with respect to Second Tier Bonds.

Enforcement of Remedies. Upon the happening and continuance of any Event of Default specified under the caption "*Events of Default*," then and in every such case the Trustee may proceed, and upon the written request of the holders of not less than twenty percent (20%) in principal amount of the bonds then Outstanding is required to proceed (subject to receiving adequate indemnity), to protect and enforce its rights and the rights of the bondholders under the Turnpike Act and under the Trust Agreement by such suits, actions or special proceedings in equity or at law, or by proceedings in the office of any board or officer having jurisdiction, either for mandamus or the specific performance of any covenant or agreement contained in the Trust Agreement or in aid or execution of any power therein granted or for the enforcement of any proper legal or equitable remedy, as the Trustee, being advised by counsel, deems most effectual to protect and enforce such rights. Acceleration of the principal of or interest on the bonds upon the occurrence of an Event of Default is not a remedy available under the Trust Agreement and in no event may the Trustee, the owners or other parties have the ability, upon the occurrence of an Event of Default, to declare the principal of or interest on the bonds immediately due and payable.

In enforcing any remedy under the Trust Agreement the Trustee is entitled to sue for, enforce payment of and receive any and all amounts then or during any default becoming, and at any time remaining, due from NTTA for principal, interest or otherwise under the Trust Agreement or of the bonds and unpaid, with interest on overdue payments at the rate or rates of interest borne by such bonds, together with any and all costs and expenses of collection and of all proceedings under the Trust Agreement and under such bonds, without prejudice, to any other right or remedy of the Trustee or of the bondholders, and to recover and enforce judgment or decree against NTTA, but solely as provided in the Trust Agreement and in such bonds, for any portion of such amounts remaining unpaid, with interest, costs and expenses, and to collect (but solely from money in the applicable Sinking Fund and any other money available for such purposes) in any manner provided by law, the money adjudged or decreed to be payable.

Pro Rata Application of Funds. If at any time the money in the First Tier Sinking Fund, the Second Tier Sinking Fund, the Third Tier Sinking Fund, the Reserve Maintenance Fund or any other sinking funds established under the Trust Agreement is not sufficient to pay the principal of or the interest on the bonds as the same become due and payable, such money, together with any money then available or thereafter becoming available for such purpose, whether through the exercise of the remedies set forth in the Trust Agreement or otherwise, are required to be applied (subject to the right of the Trustee to compensation and indemnification) as follows (*provided, however*, amounts on deposit in a fund or account (i) dedicated to the payment or security of the First Tier Bonds, the Second Tier Bonds or Third Tier Bonds or (ii) constituting Additional Bond Security for the benefit of one or more specific series of bonds will not be applied as provided below but will be used only for the purpose for which such deposits were made):

(a) Unless the principal of all the First Tier Bonds is then due and payable, all such money is required to be applied first: to the payment to the persons entitled thereto of all installments of interest then due on the First Tier Bonds, in the order of the maturity of the installments of such interest, and, if the amount available is not sufficient to pay in full any particular installment, then to the payment ratably, according to the amounts due on such installment, to the persons entitled thereto, without any discrimination or preference except as to any difference in the respective rates of interest specified in the First Tier Bonds; and second: to the payment of the principal of any First Tier Bonds which have matured, and, if the amount available is not sufficient to pay all of such matured First Tier Bonds, then to the payment thereof ratably, according to the amount due; or if no First Tier Bonds have matured, to the retirement of First Tier Bonds in accordance with the Trust Agreement.

(b) If the principal of all the First Tier Bonds is then due and payable, all such money is required to be applied to the payment of the principal and interest then due and unpaid upon the First Tier Bonds, without preference or priority of principal over interest or of interest over principal, or of any installment of interest over any other installment of interest, or of any First Tier Bond over any other First Tier Bond, ratably, according to the amounts due respectively for principal and interest, to the persons entitled thereto without any discrimination or preference except as to any difference in the respective rates of interest specified in the First Tier Bonds.

(c) If there is no default existing in the payment of the principal of, premium, if any, or interest on the First Tier Bonds but the principal of, premium, if any, or interest on Second Tier Bonds has not been paid when due, unless the principal of all the Second Tier Bonds is then due and payable, all such money is required to be applied first: to the payment to the persons entitled thereto of all installments of interest then due on the Second Tier Bonds, in the order of the maturity of the installments of such interest, and, if the amount available is not sufficient to pay in full any particular installment, then to the payment ratably, according to the amounts due on such installment, to the persons entitled thereto, without any discrimination or preference except as to any difference in the respective rates of interest specified in the Second Tier Bonds; and second: to the payment of the principal of any Second Tier Bonds which have matured, and, if the amount available is not sufficient to pay all of such matured Second Tier Bonds, then to the payment thereof ratably, according to the amount due; or if no Second Tier Bonds have matured, to the retirement of Second Tier Bonds in accordance with the Trust Agreement.

(d) If there is no default existing in the payment of the principal of, premium, if any, or interest on the First Tier Bonds, but the principal of all the Second Tier Bonds is then due and payable, all such money is required to be applied to the payment of the principal and interest then due and unpaid upon the Second Tier Bonds, without preference or priority of principal over interest or of interest over principal, or of any installment of interest over any other installment of interest, or of any Second Tier Bond over any other Second Tier Bond, ratably, according to the amounts due respectively for principal and interest, to the persons entitled thereto without any discrimination or preference except as to any difference in the respective rates of interest specified in the Second Tier Bonds.

(e) If there is no default existing in the payment of the principal of, premium, if any, or interest on the First Tier Bonds and Second Tier Bonds but the principal of, premium, if any, or interest on Third Tier Bonds has not been paid when due, unless the principal of all the Third Tier Bonds is then due and payable, all such money is required to be applied first: to the payment to the persons entitled thereto of all installments of interest then due on the Third Tier Bonds, in the order of priority established in the Supplemental Agreement entered into in conjunction with the issuance of such Third Tier Bonds, and within a class of Third Tier Bonds, in the order of the maturity of the installments of such interest, and, if the amount available is not sufficient to pay in full any particular installment, then to the payment ratably, according to the amounts due on such installment, to the persons entitled thereto, without any discrimination or preference within a class of Third Tier Bonds except as to any difference in the respective rates of interest specified in the Third Tier Bonds; and second: to the payment of the principal of any Third Tier Bonds, in the order of priority established in the Supplemental Agreement entered into in conjunction with the issuance of such Third Tier Bonds, which have matured, and, if the amount available is not sufficient to pay all of such matured Third Tier Bonds within such class, then to the payment thereof ratably, according to the amount due; or if no Third Tier Bonds have matured, to the retirement of Third Tier Bonds in accordance with the Supplemental Agreement executed and delivered in conjunction with the issuance of such Third Tier Bonds.

(f) If there is no default existing in the payment of the principal of, premium, if any, or interest on the First Tier Bonds and Second Tier Bonds, but the principal of all the Third Tier Bonds is then due and payable, all such money is required to be applied to the payment of the principal and interest then due and unpaid upon the Third Tier Bonds of each class, in the order of priority established in the Supplemental Agreement entered into in conjunction with the issuance of such Third Tier Bonds, without preference or priority of principal over interest or of interest over principal, or of any installment of interest over any other installment of interest, or of any Third Tier Bond over any other Third Tier Bond within the same class, ratably, according to the amounts due respectively for principal and interest, to the persons entitled thereto without any discrimination or preference except as to any difference in the respective rates of interest specified in the Third Tier Bonds.

Whenever money is to be applied by the Trustee as described herein, such money is required to be applied by the Trustee at such times as the Trustee in its sole discretion determines, having due regard to the amount of such money available for application and the likelihood of additional money becoming available for such application in the future; the deposit of such money with the Paying Agent, or otherwise setting aside such money, in trust for the proper purpose will constitute proper application by the Trustee; and the Trustee will incur no liability whatsoever to NTTA, to any bondholder or to any other person for any delay in applying any such money, so long as the Trustee acts with reasonable diligence, having due regard to the circumstances, and ultimately applies the same in accordance with the Trust Agreement as may be applicable at the time of application by the Trustee. Whenever the Trustee exercises such discretion in applying such money, it is required to fix the date (which will be an interest payment date unless the Trustee deems another date more suitable) upon which such application is to be made and upon such date interest on the amounts of principal to be paid on such date will cease to accrue. The Trustee is required to give such notice as it deems appropriate of the fixing of any such date, and is not required to make payment to the holder of any unpaid bond or the interest thereon unless such bond is presented to the Trustee for appropriate endorsement or for cancellation if fully paid.

Effect of Discontinuance of Proceedings. In case any action taken by the Trustee on account of any default is discontinued or abandoned for any reason, then NTTA, the Trustee, any Bond Insurer of record, and the bondholders will be restored to their former positions and rights under the Trust Agreement, and all rights, remedies, powers and duties of the Trustee will continue as if no action had been taken.

Majority of Bondholders May Control Proceedings. Anything in the Trust Agreement to the contrary notwithstanding, the holders of not less than a majority in principal amount of the First Tier Bonds then Outstanding hereunder (or, if no First Tier Bonds are then Outstanding, then the holders of not less than a majority in principal amount of the Second Tier Bonds then Outstanding, or, if no First Tier Bonds or Second Tier Bonds are then Outstanding, then the holders of not less than a majority in principal amount of the Third Tier Bonds then Outstanding) have the right (subject to the Trustee's right to indemnity), by an instrument or concurrent instruments in writing executed and delivered to the Trustee, to direct the method and place of conducting all remedial actions to be taken by the Trustee, provided that such direction is not in contradiction of law or the Trust Agreement. The Trustee has the right to decline to follow any such direction which in the opinion of the Trustee would be unjustly prejudicial to bondholders not parties to such direction.

Restrictions upon Action by Individual Bondholder. No holder of any of the Outstanding bonds has any right to institute any suit, action, mandamus or other proceeding in equity or at law for the execution of any trust under the Trust Agreement or the protection or enforcement of any right under the Trust Agreement or any resolution of NTTA authorizing the issuance of bonds, or any right under the Turnpike Act or the laws of Texas, excepting only an action for the recovery of overdue and unpaid principal, interest or redemption premium, unless such holder has previously given to the Trustee written notice of the Event of Default or breach of trust or duty on account of which such suit or action is to be taken, and unless the holders of not less than twenty percent (20%) in principal amount of the bonds then Outstanding have made written request of the Trustee after the right to exercise such powers or right of action, as the case may be, have accrued, and have afforded the Trustee a reasonable opportunity either to proceed to exercise the powers granted under the Trust Agreement, granted by the Turnpike Act or by the laws of Texas, or to institute such action, suit or proceeding in its or their name, and unless, also, there has been offered to the Trustee reasonable security and indemnity satisfactory to it against the costs, expenses and liabilities to be incurred therein or thereby, and the Trustee has refused or neglected to comply with such request within a reasonable time; and such notification, request and offer of indemnity are hereby declared in every such case, at the option of the Trustee, to be conditions precedent to the execution of the powers and trusts of the Trust Agreement or for any other remedy thereunder or under the Turnpike Act or the laws of Texas. It is understood and intended that no one or more holders of the bonds secured by the Trust Agreement will have any right in any manner whatsoever by his or their action to affect, disturb or prejudice the security of the Trust Agreement, or to enforce any right thereunder or under the Turnpike Act or the laws of Texas with respect to the bonds or the Trust Agreement, except in the manner therein provided, and that all proceedings at law or in equity will be instituted, had and maintained in the manner therein provided and for the benefit of all holders of the Outstanding bonds, except as otherwise permitted therein with reference to over-due and unpaid principal, interest or redemption premium.

Actions by Trustee. All rights of action under the Trust Agreement or under any of the bonds, enforceable by the Trustee, may be enforced by it without the possession of any of the bonds or the production thereof on the trial or other proceeding relative thereto, and any such suit, action or proceeding instituted by the Trustee is required to be brought in its name for the benefit of all the holders of such bonds, subject to the Trust Agreement.

No Remedy Exclusive. No remedy under the Trust Agreement conferred upon or reserved to the Trustee, any Bond Insurer, or to the holders of the bonds is intended to be exclusive of any other remedy or remedies, and each and every such remedy will be cumulative and will be in addition to every other remedy given thereunder or now or hereafter existing at law or in equity or by statute.

Delay or Omission Not Waiver; Repeated Exercise of Powers; Waiver of Default. No delay or omission of the Trustee or of any holder of the bonds to exercise any right or power accruing upon any default will impair any such right or power or will be construed to be a waiver of any such default or any acquiescence therein; and every power and remedy given by the Trust Agreement to the Trustee and the holders of the bonds, respectively, may be exercised from time to time and as often as may be deemed expedient.

The Trustee may, and upon written request of the holders of not less than a majority in principal amount of the bonds then Outstanding is required to, waive any default which in its opinion has been remedied before the completion of the enforcement of any remedy under the Trust Agreement, but no such waiver will extend to or affect any other existing or any subsequent default or defaults or impair any rights or remedies consequent thereon.

Notice of Default. The Trustee is required to mail to each Bond Insurer of record, and each bondholder of record written notice of the occurrence of any Event of Default, within thirty (30) days after the Trustee has knowledge of such Event of Default. If in any Fiscal Year the total amount of deposits to the Sinking Funds is less than the amounts required to be deposited under the Trust Agreement, the Trustee, on or before the first day of the second month of the next succeeding Fiscal Year, is required to mail to each Bond Insurer of record, and all bondholders of record written notice of the failure to make such deposits. The Trustee will not be subject to any liability to any bondholder by reason of its failure to mail any such notice.

Bond Insurer's Rights. Notwithstanding any other provisions described under the caption "*Events of Default and Remedies,*" if there has been filed with the Trustee a Bond Insurance Policy, or a certified copy thereof, with respect to any bond, all enforcement remedies and rights to waive defaults with respect to such bond may be exercised by the registered bondholders only with the written consent of such Bond Insurer, and, in the alternative, at the option of the Bond Insurer, such Bond Insurer may enforce any such remedies or waive any default with respect to such bond without the consent of the registered bondholder, and in such event such Bond Insurer will be deemed to be the bondholder for such purpose. Any Bond Insurer under a Bond Insurance Policy, or certified copy thereof, which has been filed with the Trustee and is then in effect will, for all purposes of the Trust Agreement, constitute and may be called a Bond Insurer of record.

Certain Matters Regarding the Trustee

General. The Trustee has accepted and agreed to execute the trusts imposed upon it by the Trust Agreement. The Trustee is entitled to the benefit of certain protections under the Trust Agreement, including the right to rely on certificates required or permitted to be filed with it, to buy, sell own, hold and deal in any of the bonds issued under and secured by the Trust Agreement, to rely on the opinion of certain experts such as attorneys, engineers or accountants, and to indemnification against any liabilities except for those liabilities resulting from the negligence or willful misconduct of the Trustee.

NTTA is required to pay the Trustee reasonable compensation for all services performed by it under the Trust Agreement and all its reasonable expenses, charges and other disbursements and those of its attorneys, agents and employees incurred in and about the administration and execution of the trusts thereby created and the performance of their powers and duties under the Trust Agreement. If NTTA fails to make any payment to the Trustee pursuant to the Trust Agreement, the Trustee may make such payments from any money in its possession under the Trust Agreement and will be entitled to a preference therefor over any of the bonds Outstanding.

The Trustee is under no obligation to institute any suit, or to take any remedial proceeding under the Trust Agreement, or to enter any appearance or in any way defend in any suit in which it may be made defendant, or to take any steps in the execution of the trusts thereby created or in the enforcement of any rights and powers thereunder, until it is indemnified to its satisfaction against any and all costs and expenses, outlays and counsel fees and other reasonable disbursements, and against all liability; the Trustee may, nevertheless, begin suit, or appear in and defend suit, or do anything else in its judgment proper to be done by it, without indemnity, and in any such case NTTA is required to reimburse the Trustee for all costs and expenses, outlays and counsel fees and other reasonable disbursements properly incurred in connection therewith. If NTTA fails to make such reimbursement, the Trustee may reimburse itself from any money in its possession under the Trust Agreement and is entitled to a preference therefor over any of the bonds Outstanding.

Except as otherwise provided in the Trust Agreement, the Trustee will not be obliged to take notice or be deemed to have notice of any Event of Default hereunder, unless specifically notified in writing of such Event of Default by the holders of not less than twenty percent (20%) in principal amount of the bonds then Outstanding or by any Bond Insurer of record.

Resignation of Trustee. The Trustee may resign and be discharged from the trusts created pursuant to the Trust Agreement, by notice in writing to NTTA and mailed to each bondholder of record not less than sixty (60) days before the resignation is to take effect, but such resignation will take effect immediately upon the appointment of a new Trustee, if such new Trustee is appointed before the time limited by such notice and accepts such trusts; *provided, however*, such resignation will not become effective until and unless a successor trustee is appointed and accepts such trusts. If no successor trustee has been appointed and accepted such trusts within ninety (90) days after the date the resignation is to take effect, the schedule of fees and charges of the Trustee then in effect will terminate, and the Trustee may establish such fees and charges for its services as it deems necessary to reasonably compensate it for such services under the circumstances then existing.

Removal of Trustee. The Trustee may be removed at any time by an instrument or instruments in writing, signed by the holders of not less than a majority in principal amount of the bonds secured under the Trust Agreement and Outstanding and filed with NTTA. No removal of a Trustee will be effective until and unless a qualified successor trustee has been appointed and accepted the trusts under the Trust Agreement. The Trustee may also be removed at any time, for any reason, in the sole discretion of NTTA, by a resolution duly adopted by NTTA; provided that such resolution names a successor Trustee as described below, and directs the successor Trustee to mail written notice of such change in Trustee to each registered bondholder on or before the next interest payment date or redemption date, whichever is first.

Appointment of Successor Trustee. If at any time the Trustee resigns, or is removed, dissolved or otherwise becomes incapable of acting, or the bank or trust company acting as Trustee is taken over by any governmental official, agency, department or board, the position of Trustee will thereupon become vacant. If the position of Trustee becomes vacant for any reason, NTTA is required to appoint a Trustee to fill such vacancy. NTTA is required to publish notice of any such appointment once in each week for four successive weeks in a financial journal of general circulation published in the Borough of Manhattan, City and State of New York or mail notice to each bondholder of record.

At any time within one year after any such vacancy has occurred, the owners of a majority in principal amount of the bonds then Outstanding, by an instrument or instruments in writing, signed by such bondholders or their attorneys in fact, may appoint a successor Trustee, which will supersede any Trustee theretofore appointed by NTTA. If no appointment of a successor Trustee is made, the owner of any bond Outstanding under the Trust Agreement or any retiring Trustee may apply to any court of competent jurisdiction to appoint a successor Trustee. Such court may thereupon, after such notice, if any, as such court may deem proper, appoint a successor Trustee.

Any Trustee appointed is required to be a bank or trust company duly organized and doing business under the laws of the United States of America and located in the State of Texas, authorized under such laws to exercise corporate trust powers and subject to examination by federal or state authority, of good standing, and having, at the time of its appointment, a combined capital and surplus aggregating not less than $100,000,000.00.

Any Trustee which is replaced by a successor Trustee is required to promptly turn over to such successor Trustee all funds, books, and records pertaining to the Trust Agreement.

Modification of the Trust Agreement

Supplemental Agreements by NTTA and Trustee. NTTA and the Trustee may, from time to time and at any time, without the consent of the owners of the bonds, enter into such agreements supplemental to the Trust Agreement as will not be in conflict with the terms and provisions thereof (which supplemental agreements will thereafter form a part thereof),

(a) to cure any ambiguity or formal defect or omission in the Trust Agreement or in any Supplemental Agreement, or

(b) to grant to or confer upon the Trustee for the benefit of the bondholders any additional rights, remedies, powers, authority or security that may lawfully be granted to or conferred upon the bondholders or the Trustee, or

(c) to close the Trust Agreement against or provide limitations and restrictions, in addition to the limitations and restrictions contained in the Trust Agreement, with respect to the future issuance of Additional Bonds, or

(d) to set forth additional covenants and provisions with respect to any improvements, extensions, enlargements, or projects in connection with the Tollway, and any bonds issued in connection therewith, or

(e) to set forth additional provisions, if deemed necessary or advisable, with respect to the issuance of the Additional Bonds, including provisions for the use and functioning of a Construction Fund for additional projects, and the addition of certain other funds and accounts necessary or convenient for effecting the payment of principal of or interest on such bonds or creation and maintenance of a reserve fund for such bonds, or

(f) to comply with additional requirements to the extent necessary in the opinion of Bond Counsel to preserve the exemption from federal income taxation of interest on the bonds under Section 103 of the Code, or

(g) to make any changes or amendments requested by Standard & Poor's, Fitch or Moody's, as a condition to the issuance or maintenance of a rating, which changes or amendments do not, in the judgment of NTTA, materially adversely affect the interests of the owners of the Outstanding bonds or any Bond Insurer of record, or

(h) to the extent permitted by law, to permit NTTA to enter into Qualified Credit Agreements or to issue Additional Bonds in foreign denominated currencies; provided, however, no such amendment may be made unless NTTA has received a letter from Standard & Poor's, Fitch and Moody's to the effect that such amendment will not result in any of such rating agencies lowering the assigned rating on the then Outstanding bonds, or

(i) upon direction of NTTA, provided that the Trustee receives a written confirmation from each rating agency then maintaining a rating on the First Tier Bonds and the Second Tier Bonds to the effect that the execution and delivery of such Supplemental Agreement will not in and of itself cause such rating agency to reduce or withdraw the then current rating on the First Tier Bonds and the Second Tier Bonds, together with the prior written consent of each Bond Insurer and other Credit Provider then providing credit support for any series of bonds, *provided, however*, that no such amendment will have the effect of amending a provision of the Trust Agreement that would otherwise require the consent of the holders of not less than 51% in aggregate principal amount of bonds Outstanding.

Modification of Agreements with Consent of Holders of 51% of Bonds; Restrictions on Modification; Notices. Except as set forth below and except as set forth above under the caption "Supplemental Agreements by NTTA and Trustee," the holders of not less than 51% in aggregate principal amount of the bonds then Outstanding, or if less than all of the bonds then Outstanding are affected by the modification or amendment, the holders of not less than 51% in aggregate principal amount of the bonds so affected and Outstanding, will have the right, from time to time, notwithstanding anything contained in the Trust Agreement to the contrary, to consent to and approve the execution by NTTA and the Trustee of such agreement or agreements supplemental to the Trust Agreement as is deemed necessary or desirable by NTTA for the purpose of modifying, altering, amending, adding to or rescinding, in any particular, any of the terms or provisions contained in the Trust Agreement or any Supplemental Agreement; provided, however, that nothing therein contained will permit (a) an extension of the principal of or the interest on any bond, or (b) a reduction in the principal amount of any bond or the redemption premium or the rate of interest thereon, or (c) the creation of a lien upon or a pledge of revenues ranking prior to or on a parity with (to the extent not permitted thereunder) the lien or pledge created by the Trust Agreement, or (d) a preference or priority of any First Tier Bonds, Second Tier Bonds or Third Tier Bonds, as the case may be, over any other First Tier Bonds, Second Tier Bonds, or Third Tier Bonds (except, in the case of Third Tier Bonds, as is set forth in the Supplemental Agreement pursuant to which a series of Third Tier Bonds are issued), or (e) a reduction in the aggregate principal amount of the bonds required for consent to such Supplemental Agreement.

If at any time NTTA requests that the Trustee to enter into a Supplemental Agreement for the purposes described herein, the Trustee is required, at the expense of NTTA, to cause notice of the proposed execution of such Supplemental Agreement to be published once in each week for four successive weeks in a financial journal of general circulation published in the Borough of Manhattan, City and State of New York or to cause such notice to be mailed, postage prepaid, to all registered owners of bonds then Outstanding at their addresses as they appear on the registration books. Said notice is required to briefly set forth the nature of the proposed Supplemental Agreement and to state that a copy thereof is on file at the office of the Trustee for inspection by all bondholders. The Trustee will not be subject to any liability to any bondholder by reason of its failure to mail the notice described herein, and any such failure will not affect the validity of such Supplemental Agreement when consented to and approved as provided for herein.

Whenever, at any time within one year after the date of the first publication of such notice or the date of mailing of such notice, as applicable, NTTA is required to deliver to the Trustee an instrument or instruments purporting to be executed by the holders of not less than 51% in aggregate principal amount of the bonds then Outstanding (or, in the case that less than all of the bonds then Outstanding are affected by the modification or amendment, the holders of not less than 51% in aggregate principal amount of the bonds so affected and Outstanding at the time of the execution), which instrument or instruments are required to refer to the proposed Supplemental Agreement described in such notice and to specifically consent to and approve the execution thereof in substantially the form of the copy thereof referred to in such notice as on file with the Trustee, thereupon, but not otherwise, the Trustee may execute such Supplemental Agreement in substantially such form, without liability or responsibility to any holder of any bond, whether or not such holder has consented thereto.

If the holders of not less than 51% in aggregate principal amount of the bonds Outstanding at the time of the execution (or, in the case that less than all of the bonds then Outstanding are affected by the modification or amendment, the holders of not less than 51% in aggregate principal amount of the bonds so affected and Outstanding at the time of the execution) of such Supplemental Agreement have consented to and approved the execution thereof, no holder of any bond will have any right to object to the execution of such Supplemental Agreement, 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 NTTA from executing the same or from taking any action pursuant to the provisions thereof.

Upon the execution of any Supplemental Agreement as described herein, the Trust Agreement will be modified and amended in accordance therewith, and the respective rights, duties, and obligations under the Trust Agreement of NTTA and the Trustee and all holders of bonds then Outstanding will thereafter be determined, exercised and enforced thereunder, subject in all respects to such modifications and amendments.

Modification of Trust Agreement with Consent of all Holders. Notwithstanding anything contained in the Trust Agreement, the rights and obligations of NTTA and of the holders of the bonds and the terms and provisions of the bonds and the Trust Agreement or any Supplemental Agreement, may be modified or altered in any respect with the consent of NTTA and the consent of the holders of all of the bonds then Outstanding.

APPENDIX E

THE LETTER OF CREDIT

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IRREVOCABLE TRANSFERABLE DIRECT-PAY LETTER OF CREDIT

April 1, 2015
**U.S. $180,746,083.00
Letter of Credit No. __________

Wells Fargo Bank, N.A., as trustee (*"you"* or the *"Trustee"*)
____
____
Attention: ____________________

Ladies and Gentlemen:

Royal Bank of Canada (*"we"* or the *"Bank"*) hereby establishes in your favor as Trustee under the Amended and Restated Trust Agreement dated for convenience of reference as of April 1, 2008 (as in effect from time to time, the *"Amended and Restated Trust Agreement"*), by and between the North Texas Tollway Authority (the *"Authority"*) and the Trustee for the benefit of the holders of the Series 2009D Bonds (as hereinafter defined), our Irrevocable Transferable Direct-Pay Letter of Credit No. __________ (this *"Letter of Credit")* for the account of the North Texas Tollway Authority (the *"Authority"*), whereby we hereby irrevocably authorize you to draw on us from time to time, from and after the date hereof to and including our close of business on the earliest to occur of: (i) April 1, 2020 (as extended from time to time, the *"Stated Termination Date"*), (ii) the earlier of (A) the date which is one Business Day following the date on which all of the Series 2009D Bonds bear interest at a rate other than the Daily Rate or the Weekly Rate, as such date is specified in a certificate in the form of Annex A hereto (the *"Conversion Date"*), and (B) the date on which the Bank honors a drawing under the Letter of Credit on or after such Conversion Date, (iii) the date of receipt from you of a certificate in the form of Annex B hereto, (iv) the date on which the final Stated Maturity Drawing for the Series 2009D Bonds is honored by us and (v) the date which is 15 days following receipt by you of a written notice from us specifying the occurrence of an Event of Default or Event of Termination under the Letter of Credit and Reimbursement Agreement, dated as of April 1, 2015 (as amended, supplemented, otherwise modified or restated from time to time, the *"Reimbursement Agreement"*), between the Authority and the Bank and directing you to cause a mandatory tender of the Series 2009D Bonds (such earliest date, the *"Termination Date"*), a maximum aggregate amount not exceeding One Hundred Eighty Million, Seven Hundred Forty-Six Thousand, Eighty-Three and 00/100 United States Dollars (U.S. $180,746,083.00 the *"Original Stated Amount"*) to pay principal of, and accrued interest on, or the purchase price of, the North Texas Tollway Authority System First Tier Variable Rate Revenue Refunding Bonds, Series 2009D (the *"Series 2009D Bonds"*), issued in accordance with the terms of the Resolution adopted by the Authority on July 16, 2009 and amended and supplemented pursuant to a resolution adopted May 16, 2012 (as further amended and supplemented from time to time in accordance with the terms thereof and the terms of the Reimbursement Agreement, the *"Resolution"*) and the Amended and Restated Trust Agreement, in accordance with the terms hereof (said U.S. $180,746,083.00 having been calculated to be equal to One Hundred Seventy-Eight Million, Four Hundred Thousand and 00/100 U.S. Dollars (U.S. $178,400,000.00), the original principal amount of the Series 2009D Bonds, plus Two Million, Three Hundred Forty-Six Thousand, Eighty-Three and 00/100 United States Dollars (U.S. $2,346,083.00), which is 48 days' accrued interest on said principal amount of the Series 2009D Bonds at the rate of ten percent (10%) per annum (the *"Cap Interest Rate"*) and calculated on a 365-day year basis). This Letter of Credit is available to you against presentation of the following documents (the *"Payment Documents"*) to the Bank as described below:

A certificate (with all blanks appropriately completed) (i) in the form of Annex C hereto to pay accrued interest on the Series 2009D Bonds as provided for under Section 203 of the Resolution (an *"Interest Drawing"*), (ii) in the form of Annex D hereto to pay the principal amount of and accrued interest on the Series 2009D Bonds in respect of any redemption of the Series 2009D Bonds as provided for in the Resolution and/or the Amended and Restated Trust Agreement (a *"Redemption Drawing"*); *provided* that if the date of redemption coincides with an Interest Payment Date (as defined in the Resolution) the Redemption Drawing will not include any accrued interest on the Series 2009D Bonds (which interest is payable pursuant to an Interest Drawing), (iii) in the form of Annex E hereto to allow Wells Fargo Bank, N.A., as Paying Agent (together with its permitted successors and assigns, the *"Paying Agent"*), to pay the purchase price of Series 2009D Bonds tendered for purchase as provided for in Section 203(B)(3), 203(B)(4), 203(C)(3), 203(C)(4), 203(R)(1), 203(R)(2), 203(R)(3) or 203(R)(4) of the Resolution which have not been successfully remarketed or for which the purchase price has not been received by the Paying Agent by 12:00 noon, New York, New York time, on the purchase date (a "*Liquidity Drawing"*); *provided* that if the purchase date coincides with an Interest Payment Date, the Liquidity Drawing will not include any accrued interest on the Series 2009D Bonds (which interest is payable pursuant to an Interest Drawing) or (iv) in the form of Annex F hereto to pay the principal amount of Series 2009D Bonds maturing on January 1, 2049 (the *"Stated Maturity Drawing"*), each certificate to state therein that it is given by your duly authorized representative and dated the date such certificate is presented hereunder. No drawings may be made under this Letter of Credit for (i) Series 2009D Bonds bearing interest at a rate other than the Daily Rate or the Weekly Rate (*"Converted Bonds"*), (ii) Series 2009D Bonds purchased with the proceeds of a Liquidity Drawing and registered in the name of the Bank or its nominee (the *"Credit Provider Bonds"*) or (iii) Series 2009D Bonds owned by or on behalf of the Authority or any Affiliate of the Authority (*"Authority Bonds"* and, together with the Converted Bonds and the Credit Provider Bonds, collectively referred to herein as the *"Ineligible Bonds"*).

Each drawing must be made by presentation of a Payment Document at the Bank's office at ____ (or at such other address or facsimile number as we may specify to you in writing) without further need of documentation, including the original of this Letter of Credit, it being understood that the applicable Payment Document so submitted is to be the sole operative instrument of a drawing. You shall use your best efforts to give telephonic notice of a drawing to the Bank at (___) ___-____ on the Business Day of such drawing and prior to its presentation (but such notice is not a condition to a drawing hereunder, and you will have no liability for not doing so).

We agree to honor and pay the amount of any Interest Drawing, Redemption Drawing, Liquidity Drawing or Stated Maturity Drawing if presented in compliance with all of the terms of this Letter of Credit. If any such drawing, other than a Liquidity Drawing, is presented prior to 4:00 P.M., New York, New York time, on a Business Day, payment will be made in immediately available funds, by 1:00 P.M., New York, New York time, on the following Business Day. If any such drawing, other than a Liquidity Drawing, is presented at or after 4:00 P.M., New York, New York time, on a Business Day, payment will be made in immediately available funds, by 1:00 P.M., New York, New York time, on the second following Business Day. If a Liquidity Drawing is presented prior to 12:15 p.m., New York, New York time, on a Business Day, payment will be made in immediately available funds, by 2:45 P.M., New York, New York time, on the same Business Day. If a Liquidity Drawing is presented at or after 12:15 p.m., New York, New York time, on any Business Day, payment will be made in immediately available funds, by 2:45 P.M., New York, New York time, on the following Business Day. Payments made hereunder will be made by wire transfer of immediately available funds to Wells Fargo Bank, National Association ____ or to such other account as you specify to us in a writing authenticated to our satisfaction. *"Business Day"* means any day other than (i) a Saturday, a Sunday or a day on which banks located in (a) the State of New York, (b) the city in which the principal office of the Trustee is located, (c) the city in which the office of the Bank at which drawings under this Letter of Credit are to be presented is located (initially, New York, New York) or (d) the city in which the principal office of the Remarketing Agent is located, are required or authorized to remain closed or (ii) a day on which The New York Stock Exchange is closed.

The Available Amount (as hereinafter defined) will be reduced automatically by the amount of any drawing honored hereunder; *provided, however,* that the amount of any Interest Drawing hereunder will be automatically reinstated immediately at our opening of business on the fifth calendar day after the date such drawing is honored by us unless you have received written notice by telecopy (or other electronic telecommunication) by 5:00 P.M., New York, New York time, on the fourth calendar day after such date that the Bank has not been reimbursed in full for such drawing or any other Event of Default has occurred and, as a consequence thereof, the Letter of Credit will not be so reinstated and the Bank has directed the Trustee to cause a mandatory tender of the Series 2009D Bonds pursuant to Section 6.02(a) of the Reimbursement Agreement. After payment by the Bank of a Liquidity Drawing, the obligation of the Bank to honor drawings under this Letter of Credit will be automatically reduced by an amount equal to the amount set forth in the certificate in the form of Annex E hereto relating to such Liquidity Drawing. In addition, in the event of the remarketing of the Series 2009D Bonds (or portions thereof) previously purchased with the proceeds of a Liquidity Drawing, the Bank's obligation to honor drawings hereunder will be automatically reinstated in the amount indicated in a certificate in the form of Annex K attached hereto concurrently with receipt by the Bank of such certificate and the funds referred to in paragraph 2 of such certificate.

Upon receipt by us of a certificate of the Trustee in the form of Annex G hereto, the amount of the Letter of Credit available to be drawn hereunder will be automatically and permanently reduced by the amount specified in such certificate. Such reduction will be effective as of the next Business Day following the date of delivery of such certificate.

Upon any permanent reduction of the Available Amount under this Letter of Credit, as provided herein, we will deliver to you an amendment to this Letter of Credit, substantially in the form of Annex H hereto, to reflect such reduction. *"Available Amount"* means the Original Stated Amount (i) less the amount of all prior reductions pursuant to an Interest Drawing, a Redemption Drawing, a Liquidity Drawing or a Stated Maturity Drawing, (ii) less the amount of any reduction thereof pursuant to a certificate in the form of Annex G hereto and (iii) plus the amount of all reinstatements as above provided.

Prior to the Termination Date, we may extend the Stated Termination Date from time to time at the request of the Authority by delivering to you an amendment to this Letter of Credit in the form of Annex J hereto designating the date to which the Stated Termination Date is being extended. Each such extension of the Stated Termination Date will become effective on the Business Day following delivery of such amendment to you, and thereafter all references in this Letter of Credit to the Stated Termination Date will be deemed to be references to the date designated as such in such amendment. Any date to which the Stated Termination Date has been extended as herein provided may be extended in a like manner.

On the Termination Date this Letter of Credit will automatically terminate and must be delivered to the Bank for cancellation. Failure so to deliver this Letter of Credit will have no effect on the Termination Date, and the Letter of Credit will still be terminated.

This Letter of Credit is transferable to any transferee who has succeeded you as Trustee under the Amended and Restated Trust Agreement and may be successively transferred. Any transfer request must be made by presenting to us a Request for Transfer in the form of Annex I hereto with the signature of the appropriate officer signing on your behalf as well as an acknowledgement of the transferee signed by its officer on its behalf with each such signature guaranteed as set forth in Annex I hereto. Upon presentation and payment by the Authority of transfer fees payable under the Reimbursement Agreement, we will forthwith effect a transfer of this Letter of Credit to your designated transferee. Transfers to designated foreign nationals and specially designated nationals are not permitted as being contrary to the U.S. Treasury Department or Foreign Assets Control Regulations. Upon our agreement to such transfer, the transferee instead of the transferor will, without necessity of further action, be entitled to all the benefits of and rights under this Letter of Credit in the transferor's place; *provided* that, in such case, any certificates of the Trustee to be presented hereunder must be signed by one who states therein that he or she is a duly authorized representative of the transferee.

Communications with respect to this Letter of Credit must be addressed to us at ____, specifically referring to the number of this Letter of Credit.

To the extent not inconsistent with the express terms hereof, this Letter of Credit is subject to the rules of the International Standby Practices 1998 – ISP98, International Chamber of Commerce Publication No. 590 (*"ISP98"*). As to matters not governed by ISP98, this Letter of Credit is governed by and to be construed in accordance with the law of the State of New York, including, without limitation, Article 5 of the Uniform Commercial Code as in effect on the date hereof.

All payments made by us hereunder will be made from our funds and not with the funds of any other person.

This Letter of Credit sets forth in full the terms of our undertaking, and such undertaking will not in any way be modified or amended by reference to any other document whatsoever.

Very truly yours,

ROYAL BANK OF CANADA

By:_____________________________________
Authorized Signatory

ANNEX A
TO
ROYAL BANK OF CANADA
IRREVOCABLE TRANSFERABLE DIRECT-PAY LETTER OF CREDIT
NO. __________

[Date]

NOTICE OF CONVERSION DATE

Royal Bank of Canada (the *"Bank"*)
____
____
Attention: _____________________

Ladies and Gentlemen:

Reference is made to Irrevocable Transferable Direct-Pay Letter of Credit No. __________ dated April 1, 2015 (the *"Letter of Credit"*), which has been established by the Bank for the account of North Texas Tollway Authority and in favor of the undersigned Trustee.

The undersigned hereby certifies and confirms that the Conversion Date occurred on **[insert date]**, and, accordingly, the Letter of Credit will terminate in accordance with its terms one Business Day following the Conversion Date.

All defined terms used herein which are not otherwise defined herein have the same meaning as in the Letter of Credit.

WELLS FARGO BANK, NATIONAL ASSOCIATION, as Trustee

By: ___________________________________
[Name and Title of Authorized Representative]

ANNEX B
TO
ROYAL BANK OF CANADA
IRREVOCABLE TRANSFERABLE DIRECT-PAY LETTER OF CREDIT
NO. __________

NOTICE OF TERMINATION

[Date]

Royal Bank of Canada (the *"Bank"*)
____
____
Attention: _____________________

Ladies and Gentlemen:

Reference is made to Irrevocable Transferable Direct-Pay Letter of Credit No. __________ dated April 1, 2015 (the *"Letter of Credit"*), which has been established by the Bank for the account of North Texas Tollway Authority and in favor of the undersigned Trustee.

The undersigned certifies and confirms that **[(i) no Series 2009D Bonds remain Outstanding within the meaning of the Resolution, (ii) all drawings required by the Resolution to be made and available under the Letter of Credit have been made and honored or (iii) an Alternate Credit Facility (as defined in the Resolution) has been issued to replace the Letter of Credit pursuant to the Resolution]** and, accordingly, the Letter of Credit is terminated in accordance with its terms.

All defined terms used herein which are not otherwise defined have the same meaning as in the Letter of Credit.

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Trustee

By ______________________________________
[Name and Title of Authorized Representative]

ANNEX C
TO
ROYAL BANK OF CANADA
IRREVOCABLE TRANSFERABLE DIRECT-PAY LETTER OF CREDIT
NO. __________

INTEREST DRAWING CERTIFICATE

Royal Bank of Canada (the *"Bank"*)
____
____
Attention: ____________________

The undersigned, Wells Fargo Bank, National Association (the *"Beneficiary"*), by the undersigned individual, its duly authorized representative, certifies as follows with respect to (i) Irrevocable Transferable Direct-Pay Letter of Credit No. __________ dated April 1, 2015 (the *"Letter of Credit"*), issued by the Bank in favor of the Beneficiary, (ii) the Series 2009D Bonds (as defined in the Letter of Credit) and (iii) the Resolution and the Amended and Restated Trust Agreement (as defined in the Letter of Credit):

1. The Beneficiary is the Trustee under the Amended and Restated Trust Agreement.

2. The Beneficiary is entitled to make this drawing in the amount of U.S. $_____________ pursuant to the Resolution with respect to the payment of interest due on all Series 2009D Bonds outstanding on the Interest Payment Date (as defined in the Resolution) occurring on **[insert applicable date]**, other than Ineligible Bonds (as defined in the Letter of Credit).

3. The amount of this drawing is equal to the amount required to be drawn by the Trustee pursuant to Section 203 of the Resolution.

4. The amount of this drawing was computed in compliance with the terms of the Resolution and the Amended and Restated Trust Agreement and, when added to the amount of any other drawing under the Letter of Credit made concurrently herewith, does not exceed the Available Amount (as defined in the Letter of Credit).

5. Payment by the Bank pursuant to this drawing is to be made to the Trustee in accordance with the terms of the Letter of Credit.

(Signature Page Follows)

IN WITNESS WHEREOF, this Certificate has been executed this ____ day of ____________________, 20___.

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Trustee

By ____________________________________
[Name and Title of Authorized Representative]

ANNEX D
TO
ROYAL BANK OF CANADA
IRREVOCABLE TRANSFERABLE DIRECT-PAY LETTER OF CREDIT
NO. __________

REDEMPTION DRAWING CERTIFICATE

Royal Bank of Canada (the *"Bank"*)
____
____
Attention: ____________________

The undersigned, Wells Fargo Bank, National Association (the *"Beneficiary"*), by the undersigned individual, its duly authorized representative, certifies as follows with respect to (i) Irrevocable Transferable Direct-Pay Letter of Credit No. __________ dated April 1, 2015 (the *"Letter of Credit"*), issued by the Bank in favor of the Beneficiary, (ii) the Series 2009D Bonds (as defined in the Letter of Credit) and (iii) the Resolution and the Amended and the Restated Trust Agreement (as defined in the Letter of Credit):

1. The Beneficiary is the Trustee under the Amended and Restated Trust Agreement.

2. The Beneficiary is entitled to make this drawing in the amount of U.S. $____________ pursuant to the Resolution and/or the Amended and Restated Trust Agreement.

3. (a) The amount of this drawing is equal to (i) the principal amount of Series 2009D Bonds to be redeemed by the Authority (as defined in the Letter of Credit) pursuant to Section 204 of the Resolution on **[insert applicable date]** (the *"Redemption Date"*) other than Ineligible Bonds (as defined in the Letter of Credit), plus (ii) interest on such Series 2009D Bonds accrued from the immediately preceding Interest Payment Date (as defined in the Resolution) to the Redemption Date; *provided* that, if the Redemption Date coincides with an Interest Payment Date, this drawing does not include any accrued interest on such Series 2009D Bonds.

(b) Of the amount stated in paragraph 2 above:

(i) U.S. $______________ is demanded in respect of the principal amount of the Series 2009D Bonds referred to in subparagraph 3(a)(i) above; and

(ii) U.S. $_____________ is demanded in respect of accrued interest on such Series 2009D Bonds.

4. Payment by the Bank pursuant to this drawing is to be made to the Trustee in accordance with the terms of the Letter of Credit.

5. The amount of this drawing was computed in compliance with the terms and conditions of the Resolution and, when added to the amount of any other drawing under the

Letter of Credit made concurrently herewith, does not exceed the Available Amount (as defined in the Letter of Credit).

6. Upon payment of the amount drawn hereunder, the Bank is directed to permanently reduce the Available Amount by U.S. $**[insert amount of reduction]** and the Available Amount will thereupon equal U.S. $**[insert new Available Amount]**. The Available Amount has been reduced by an amount equal to the principal amount of Series 2009D Bonds paid with this drawing and an amount equal to 48 days' interest thereon at the Cap Interest Rate (as defined in the Letter of Credit).

7. Of the amount of the reduction stated in paragraph 6 above:

(i) U.S. $____________ is attributable to the principal amount of Series 2009D Bonds redeemed; and

(ii) U.S. $___________ is attributable to interest on such Series 2009D Bonds (*i.e.*, 48 days' interest thereon at the Cap Interest Rate).

8. The amount of the reduction in the Available Amount has been computed in accordance with the provisions of the Letter of Credit.

9. Following the reduction, the Available Amount will be at least equal to the aggregate principal amount of the Series 2009D Bonds outstanding that are not Ineligible Bonds plus 48 days' interest thereon at the Cap Interest Rate.

10. In the case of a redemption pursuant to Section 204(a)(i) of the Resolution, the Trustee, prior to giving notice of redemption to the owners of the Series 2009D Bonds, received written evidence from the Bank that the Bank has consented to such redemption.

(Signature Page Follows)

IN WITNESS WHEREOF, this Certificate has been executed this ______ day of _______________, 20__.

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Trustee

By ______________________________________
[Name and Title of Authorized Representative]

ANNEX E
TO
ROYAL BANK OF CANADA
IRREVOCABLE TRANSFERABLE DIRECT-PAY LETTER OF CREDIT
NO. __________

LIQUIDITY DRAWING CERTIFICATE

Royal Bank of Canada (the *"Bank"*)
____
____
Attention: ____________________

The undersigned, Wells Fargo Bank, National Association (the *"Beneficiary"*), by the undersigned individual, its duly authorized representative, certifies as follows with respect to (i) Irrevocable Transferable Direct-Pay Letter of Credit No. __________ dated April 1, 2015 (the *"Letter of Credit"*), issued by the Bank in favor of the Beneficiary, (ii) the Series 2009D Bonds (as defined in the Letter of Credit) and (iii) the Resolution and the Amended and Restated Trust Agreement (as defined in the Letter of Credit):

1. The Beneficiary is the Trustee under the Amended and Restated Trust Agreement.

2. The Beneficiary is entitled to make this drawing in the amount of U.S. $_____________ with respect to the payment of the purchase price of Series 2009D Bonds tendered for purchase in accordance with Section **[203(B)(3)] [203(B)(4)]**, **[203(C)(3)] [203(C)(4)] [203(R)(1)] [203(R)(2)] [203(R)(3)] [203(R)(4)]** of the Resolution and to be purchased on **[insert applicable date]** (the *"Purchase Date"*), which Series 2009D Bonds have not been remarketed as provided in the Resolution or the purchase price of which has not been received by the Paying Agent (as defined in the Letter of Credit) by 12:00 noon, New York time, on the Purchase Date.

3. (a) The amount of this drawing is equal to (i) the principal amount of Series 2009D Bonds to be purchased pursuant to the Resolution on the Purchase Date other than Ineligible Bonds (as defined in the Letter of Credit), plus (ii) interest on such Series 2009D Bonds accrued from the immediately preceding Interest Payment Date (as defined in the Resolution) (or, if none, the date of issuance of the Series 2009D Bonds) to the Purchase Date; *provided* that, if the Purchase Date coincides with an Interest Payment Date, this drawing does not include any accrued interest on such Series 2009D Bonds.

(b) Of the amount stated in paragraph (2) above:

(i) U.S. $_________________ is demanded in respect of the principal portion of the purchase price of the Series 2009D Bonds referred to in paragraph (2) above; and

(ii) U.S. $_______________________ is demanded in respect of payment of the interest portion of the purchase price of such Series 2009D Bonds.

4. The Series 2009D Bonds to be purchased bear interest at the **[Daily Rate] [Weekly Rate]**. In accordance with the Resolution, if this Certificate is (i) presented to the Bank prior to 12:15 P.M., New York, New York time, on a Business Day, payment is to be made in immediately available funds, by 2:45 P.M., New York, New York time, on the same Business Day or (ii) presented to the Bank at or after 12:15 P.M., New York, New York time, on a Business Day, payment is to be made in immediately available funds, by 2:45 P.M., New York, New York time, on the following Business Day.

5. The amount of this drawing was computed in compliance with the terms and conditions of the Resolution and, when added to the amount of any other drawing under the Letter of Credit made concurrently herewith, does not exceed the Available Amount (as defined in the Letter of Credit).

6. The Beneficiary will register or cause to be registered in the name of the Bank, upon payment of the amount drawn hereunder, Series 2009D Bonds in the principal amount of the Series 2009D Bonds being purchased with the amounts drawn hereunder and will deliver such Series 2009D Bonds to the Trustee in accordance with the Resolution.

7. Upon payment of the amount drawn hereunder, the Bank is directed to reduce the Available Amount of the Letter of Credit by $**[insert amount of reduction],** and the Available Amount will, after giving effect to such reduction, equal $**[insert new Available Amount]**.

8. Of the amount of reduction stated in paragraph 7 above:

(i) U.S. $___________ is attributable to the principal amount of Series 2009D Bonds purchased; and

(ii) U.S. $___________ is attributable to interest on such Series 2009D Bonds (*i.e.*, 48 days' interest at the Cap Interest Rate).

9. Payment by the Bank pursuant to this drawing is to be made to the Trustee in accordance with the terms of the Letter of Credit.

IN WITNESS WHEREOF, this Certificate has been executed this ______ day of _______________, 20__.

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Trustee

By ____________________________________
[Name and Title of Authorized Representative]

ANNEX F
TO
ROYAL BANK OF CANADA
IRREVOCABLE TRANSFERABLE DIRECT-PAY LETTER OF CREDIT
NO. __________

STATED MATURITY DRAWING CERTIFICATE

Royal Bank of Canada (the *"Bank"*)
____
____
Attention: ______________________

The undersigned, Wells Fargo Bank, National Association (the *"Beneficiary"*), by the undersigned individual, its duly authorized representative, certifies as follows with respect to (i) Irrevocable Transferable Direct-Pay Letter of Credit No. __________ dated April 1, 2015 (the *"Letter of Credit"*), issued by the Bank in favor of the Beneficiary, (ii) the Series 2009D Bonds (as defined in the Letter of Credit) and (iii) the Resolution and the Amended and Restated Trust Agreement (as defined in the Letter of Credit):

1. The Beneficiary is the Trustee under the Amended and Restated Trust Agreement.

2. The Beneficiary is entitled to make this drawing in the amount of U.S. $___________ pursuant to the Resolution.

3. The amount of this drawing is equal to the principal amount of Series 2009D Bonds Outstanding on January 1, 2049, the maturity date thereof as specified in the Resolution, other than Ineligible Bonds (as defined in the Letter of Credit).

4. The amount of this drawing was computed in compliance with the terms and conditions of the Resolution and, when added to the amount of any other drawing under the Letter of Credit made concurrently herewith, does not exceed the Available Amount (as defined in the Letter of Credit).

5. Payment by the Bank pursuant to this drawing is to be made to the Trustee in accordance with the terms of the Letter of Credit.

(Signature Page Follows)

IN WITNESS WHEREOF, this Certificate has been executed this ______ day of _______________, 2049.

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Trustee

By ______________________________________
[Name and Title of Authorized Representative]

ANNEX G
TO
ROYAL BANK OF CANADA
IRREVOCABLE TRANSFERABLE DIRECT-PAY LETTER OF CREDIT
NO. __________

REDUCTION CERTIFICATE

Royal Bank of Canada (the *"Bank"*)
____
____
Attention: _____________________

The undersigned, Wells Fargo Bank, National Association (the *"Beneficiary"*), by the undersigned individual, its duly authorized representative, certifies as follows with respect to (i) Irrevocable Transferable Direct-Pay Letter of Credit No. __________ dated April 1, 2015 (the *"Letter of Credit"*), issued by the Bank in favor of the Beneficiary, (ii) the Series 2009D Bonds (as defined in the Letter of Credit) and (iii) the Resolution and the Amended and Restated Trust Agreement (as defined in the Letter of Credit):

1. The Beneficiary is the Trustee under the Amended and Restated Trust Agreement.

2. Upon receipt by the Bank of this Certificate, the Available Amount (as defined in the Letter of Credit) will be reduced by U.S.$__________, and the Available Amount will thereupon equal U.S. $______________. U.S. $__________________ of the new Available Amount is attributable to interest.

3. The amount of the reduction in the Available Amount has been computed in accordance with the provisions of the Letter of Credit.

4. Following the reduction, the Available Amount will be at least equal to the aggregate principal amount of the Series 2009D Bonds outstanding that are in the Daily Mode or the Weekly Mode (other than Ineligible Bonds) (as defined in the Letter of Credit) plus 48 days' interest thereon at the Cap Interest Rate (as defined in the Letter of Credit).

(Signature Page Follows)

IN WITNESS WHEREOF, this Certificate has been executed this ______ day of ______________, 20__.

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Trustee

By ___________________________________
[Name and Title of Authorized Representative]

ANNEX H
TO
ROYAL BANK OF CANADA
IRREVOCABLE TRANSFERABLE DIRECT-PAY LETTER OF CREDIT
NO. __________

REDUCTION AMENDMENT

[Date]

Wells Fargo Bank, N.A., as trustee (the *"Beneficiary"*)
____
____
Attention: _____________________

Ladies and Gentlemen:

Reference is made to Irrevocable Transferable Direct-Pay Letter of Credit No. __________ dated April 1, 2015 (the *"Letter of Credit"*), established by us in your favor as Beneficiary related to the North Texas Tollway Authority System First Tier Variable Rate Revenue Refunding Bonds, Series 2009D, issued by the North Texas Tollway Authority (the *"Authority"*). We hereby notify you that, in accordance with the terms of the Letter of Credit and the Letter of Credit and Reimbursement Agreement, dated as of April 1, 2015, between the Authority and the Bank, the Available Amount (as defined in the Letter of Credit) has been reduced to U.S. $_______________, of which U.S. $_______________ is attributable to principal and U.S. $_______________ is attributable to interest.

This amendment must be attached to the Letter of Credit and is made a part thereof.

ROYAL BANK OF CANADA

By:____________________________________
Name:
Title:

ANNEX I
TO
ROYAL BANK OF CANADA
IRREVOCABLE TRANSFERABLE DIRECT-PAY LETTER OF CREDIT
NO. __________

REQUEST FOR TRANSFER

Royal Bank of Canada (the *"Bank"*)
____
____
Attention: ____________________

Re: Royal Bank of Canada Irrevocable Transferable Direct-Pay Letter of Credit No. __________ dated April 1, 2015

We, the undersigned "Transferor," irrevocably transfer all of our rights to draw under the above referenced Letter of Credit (*"Credit"*) in its entirety to:

NAME OF TRANSFEREE ____
(Print Name and complete address of the Transferee) *"Transferee"*

ADDRESS OF TRANSFEREE ____
____

CITY, STATE/COUNTRY ZIP ____

In accordance with ISP98 (as defined in the Credit), Rule 6, regarding transfer of drawing rights, all rights of the undersigned Transferor in the Credit are transferred to the Transferee, which will have the sole rights as beneficiary thereof, including sole rights relating to any amendments, whether increases or extensions or other amendments and whether now existing or hereafter made. All amendments are to be advised directly to the Transferee without necessity of any consent of or notice to the undersigned Transferor.

The original Credit, including amendments to this date, is attached, and the undersigned Transferor requests that you endorse an acknowledgment of this transfer on the reverse thereof. The undersigned Transferor requests that you notify the Transferee of this Credit of this transfer in such form and manner as you deem appropriate and of the terms and conditions of the Credit as transferred. The undersigned Transferor acknowledges that you incur no obligation hereunder and that this transfer will not be effective until you have expressly consented to effect this transfer by notice to the Transferee and the transfer fee has been paid to you.

The undersigned Transferor represents and warrants that (a) the Transferee is the Transferor's successor trustee under the Amended and Restated Trust Agreement (as defined in the Credit), (b) the enclosed Credit is original and complete and (c) there is no outstanding demand or request for payment or transfer under the Credit.

If you agree to these instructions, please advise the Transferee of the terms and conditions of this transferred Credit and these instructions.

Payment of the transfer fee in an amount established by the Reimbursement Agreement is for the account of the Authority, which has agreed to pay you on demand any expense or cost you may incur in connection with the transfer. Receipt of such payment will not constitute consent by you to effect the transfer.

The undersigned Transferor represents and warrants that (i) its execution, delivery and performance of this request to Transfer (a) are within its powers, (b) have been duly authorized, (c) constitute its legal, valid, binding and enforceable obligation, (d) do not contravene any charter provision, by-law, resolution, contract, or other undertaking binding on or affecting it or any of its properties, (e) do not require any notice, filing or other action to, with, or by any governmental authority, (f) the enclosed Credit is original and complete, (g) there is no outstanding demand or request for payment or transfer under the Credit affecting the rights to be transferred, (h) the Transferee's name and address are correct and complete and the Transferee's use of the Credit as transferred and the transactions underlying the Credit and the requested transfer do not violate any applicable United States or other law, rule or regulation.

The Effective Date will be the date hereafter on which you effect the requested transfer by acknowledging this request and giving notice thereof to Transferee.

WE WAIVE ANY RIGHT TO TRIAL BY JURY THAT WE MAY HAVE IN ANY ACTION OR PROCEEDING RELATING TO OR ARISING OUT OF THIS TRANSFER.

This Request for Transfer is made subject to ISP98 and is subject to and to be governed by the law of the State of New York.

(Signature Page Follows)

Sincerely yours,

____
(Print Name of Transferor)

____
(Transferor's Authorized Signature)

____
(Print Authorized Signer's Name and Title)

____
(Telephone Number/Fax Number)

SIGNATURE GUARANTEED

Signature(s) with title(s) conform(s) with that/those on file with us for this individual, entity or company, and signer(s) is/are authorized to execute this Request for Transfer.

____
(Print Name of Bank)

____
(Address of Bank)

____
(City, State, Zip Code)

____
(Print Name and Title of Authorized Signer)

____
(Authorized Signature)

____
(Telephone Number)

____
(Date)

Acknowledged:

____
(Print Name of Transferee)

____
(Transferee's Authorized Signature)

____
(Print Authorized Signer's Name and Title)

____
(Telephone Number/Fax Number)

SIGNATURE GUARANTEED

Signature(s) with title(s) conform(s) with that/those on file with us for this individual, entity or company, and signer(s) is/are authorized to execute this Request for Transfer.

____
(Print Name of Bank)

____
(Address of Bank)

____
(City, State, Zip Code)

____
(Print Name and Title of Authorized Signer)

____
(Authorized Signature)

____
(Telephone Number)

____
(Date)

Acknowledged as of __________, 20__:

ROYAL BANK OF CANADA

By:____________________________________
Name:
Title:

ANNEX J
TO
ROYAL BANK OF CANADA
IRREVOCABLE TRANSFERABLE DIRECT-PAY LETTER OF CREDIT

NO. _________

EXTENSION AMENDMENT

________________, _____

Wells Fargo Bank, N.A., as trustee (the *"Beneficiary"*)
____
____
Attention: _____________________

Ladies and Gentlemen:

Reference is made to Irrevocable Transferable Direct-Pay Letter of Credit No. __________ dated April 1, 2015 (the *"Letter of Credit"*), established by us in your favor as Beneficiary related to the North Texas Tollway Authority System First Tier Variable Rate Revenue Refunding Bonds, Series 2009D, issued by the North Texas Tollway Authority (the *"Authority"*). We notify you that, in accordance with the terms of the Letter of Credit and the Letter of Credit and Reimbursement Agreement, dated as of April 1, 2015, between the Authority and the Bank, the Stated Termination Date (as defined in the Letter of Credit) has been extended to ___________, 20__.

This amendment must be attached to the Letter of Credit and is made a part thereof.

ROYAL BANK OF CANADA

By:___________________________________
Name:
Title:

ANNEX K
TO
ROYAL BANK OF CANADA
IRREVOCABLE TRANSFERABLE DIRECT-PAY LETTER OF CREDIT
NO. __________

NOTICE OF REMARKETING

Royal Bank of Canada (the *"Bank"*)
____
____
Attention: ______________________

Ladies and Gentlemen:

The undersigned, Wells Fargo Bank, National Association (the *"Trustee"*), by the undersigned individual, its duly authorized representative, notifies the Bank, with reference to Irrevocable Transferable Direct-Pay Letter of Credit No. __________ dated April 1, 2015 (the *"Letter of Credit"*; terms defined therein and not otherwise defined herein have the meanings set forth in the Letter of Credit) issued by the Bank in favor of the Trustee as follows:

1. ____ is the Remarketing Agent under the Amended and Restated Trust Agreement for the holders of the Series 2009D Bonds.

2. The Trustee has been advised by the Authority or the Remarketing Agent that the amount of $_________________ paid to the Bank today by the Authority or the Remarketing Agent on behalf of the Authority is a payment made to reimburse the Bank, pursuant to the Reimbursement Agreement, for amounts drawn under the Letter of Credit pursuant to a Liquidity Drawing.

3. Of the amount referred to in paragraph 2, $_______________ represents the aggregate principal amount of Credit Provider Bonds resold or to be resold on behalf of the Authority.

4. Of the amount referred to in paragraph 2, $____________ represents accrued and unpaid interest on such Credit Provider Bonds.

(Signature Page Follows)

IN WITNESS WHEREOF, the Trustee has executed and delivered this Certificate as of this ______ day of _____________,____.

WELLS FARGO BANK, NATIONAL ASSOCIATION, as Trustee

By:___________________________________
Name:________________________________
Title:_________________________________

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NORTH TEXAS TOLLWAY AUTHORITY

NORTH TEXAS TOLLWAY AUTHORITY • SYSTEM FIRST TIER VARIABLE RATE REVENUE REFUNDING BONDS, SERIES 2009D