



NORTH TEXAS TOLLWAY AUTHORITY

NORTH TEXAS TOLLWAY AUTHORITY

COMPREHENSIVE ANNUAL FINANCIAL REPORT

For the Fiscal Year Ended December 31, 2009

**Allen Clemson
Executive Director**

**Janice D. Davis
Chief Financial Officer**

**NORTH TEXAS TOLLWAY AUTHORITY
Comprehensive Annual Financial Report
For the Year Ended December 31, 2009**

TABLE OF CONTENTS

	Page
INTRODUCTORY SECTION	
Letter of Transmittal	1
GFOA Certificate of Achievement.....	4
Organization Chart	5
List of Officials.....	6
 FINANCIAL SECTION	
Independent Auditors' Report.....	7
Management's Discussion and Analysis (MD&A).....	9
Financial Statements:	
Statement of Net Assets.....	20
Statement of Revenues, Expenses and Changes in Net Assets.....	22
Statement of Cash Flows.....	23
Notes to Basic Financial Statements.....	25
Required Supplementary Information	
Modified Approach to NTTA's Infrastructure Assets.....	56
Funding Progress Employee Retirement Plan	58
Funding Progress Other Post Employment Benefits.....	58
Schedule 1 – Schedule of Net Assets by Trust Accounts	59
Schedule 2 – Consolidating Schedule for Capital Improvement Fund (Unaudited)	61
Schedule 3 – Schedule of Budget and Actual Revenues and Expenses on Trust Agreement Basis (Unaudited)	62
Schedule 4 – Schedule of Changes in Net Assets by Trust Account (Unaudited).....	63
Schedule 5 – Schedule of Cash Receipts and Disbursements by Trust Account (Unaudited).....	65
Schedule 6 – Schedule of Toll Revenue and Traffic Analysis (Unaudited).....	67
Schedule 7 – Schedule of Toll Rates (Unaudited)	68
Schedule 8 – Schedule of Historic Traffic, Toll Revenues and Net Revenues (Unaudited).....	69
Schedule 9 – Schedule of Capitalized Costs by Project (Unaudited).....	70
Schedule 10 – Schedule of Deferred Study Costs – Feasibility Study Fund (Unaudited).....	72
 STATISTICAL SECTION	
Introduction to Statistical Section.....	73
Net Assets by Components.....	74
Statement of Revenues & Expenses and Changes in Net Assets.....	75
Traffic and Toll Revenue.....	76
Schedule of Toll Rates (by Toll Plazas and Class of Vehicle) ...	77
Ratio of Outstanding Debt by Type.....	82
Ratio of Revenue-backed Debt Outstanding.....	83
Demographic and Economic Statistical Data.....	84
North Texas Four County Region's Top Ten Employers.....	87
Contribution to Infrastructure Assets.....	88
Toll Revenue Analysis.....	89
Total Lane Miles Operated and Number of Employees by Department.....	90



June 8, 2010

Chairman Paul N. Wageman,
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, 2009 in compliance with Section 711 of the Amended and Restated Trust Agreement. The CAFR is intended to provide detailed information on the Authority's financial condition at December 31, 2009, including the North Texas Tollway System (the System), the Feasibility Study Fund and DFW Turnpike Transition Trust Fund. The System consists of the Dallas North Tollway (DNT), the President George Bush Turnpike (PGBT), 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).

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 unqualified opinion on the North Texas Tollway Authority's financial statements for the year ended December 31, 2009. 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 final 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 experienced continued growth and transformation during 2009 with the continued expansion of the Sam Rayburn Tollway (SRT), continued construction of the President George Bush Turnpike Eastern Extension (PGBT) and the completion of the Lewisville Lake Toll Bridge. A one third year of operations for the SRT contributed to an increase in traffic despite unprecedented economic pressures. Toll revenues in 2009 were \$290.4 million, representing an increase of 20.6% over 2008 revenues of \$240.8 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 Authority 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, 2009. Please refer to the Management's Discussion and Analysis (MD&A) on pages 9-18 of this report for a detailed discussion of the NTTA's financial performance.

Economic Development

While the current economic downturn has affected the Dallas Fort Worth area as it has the rest of the nation, the effects are not as deep as in many areas. The projected five year growth rate of 4.1% for this area will outpace the United States and many major metropolitan areas. Our region produces thirty percent of all the goods and services in Texas while encompassing over thirty percent of all the residents. The region is projected to capture thirty six percent of population and growth in Texas over the next five years. Dallas-Forth Worth continues to shine as one of the best places to do business. The Fortune 500 list shows 23 firms headquartered in our region, with AT&T announcing the relocation of their headquarters to Dallas from San Antonio.

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)

- (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.

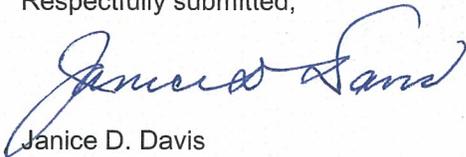
Coverage for all debt for 2009 was 1.56 times, well above the required levels.

Awards and Acknowledgments

The Government Finance Officer's 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, 2008.

We wish to thank all members of the Finance Department and all NTTA staff for their contributions to the production of the report. We are thankful for our Board of Director's support, direction, and for guiding the NTTA into a position to greatly benefit the region.

Respectfully submitted,



Janice D. Davis
Chief Financial Officer

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, 2008

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



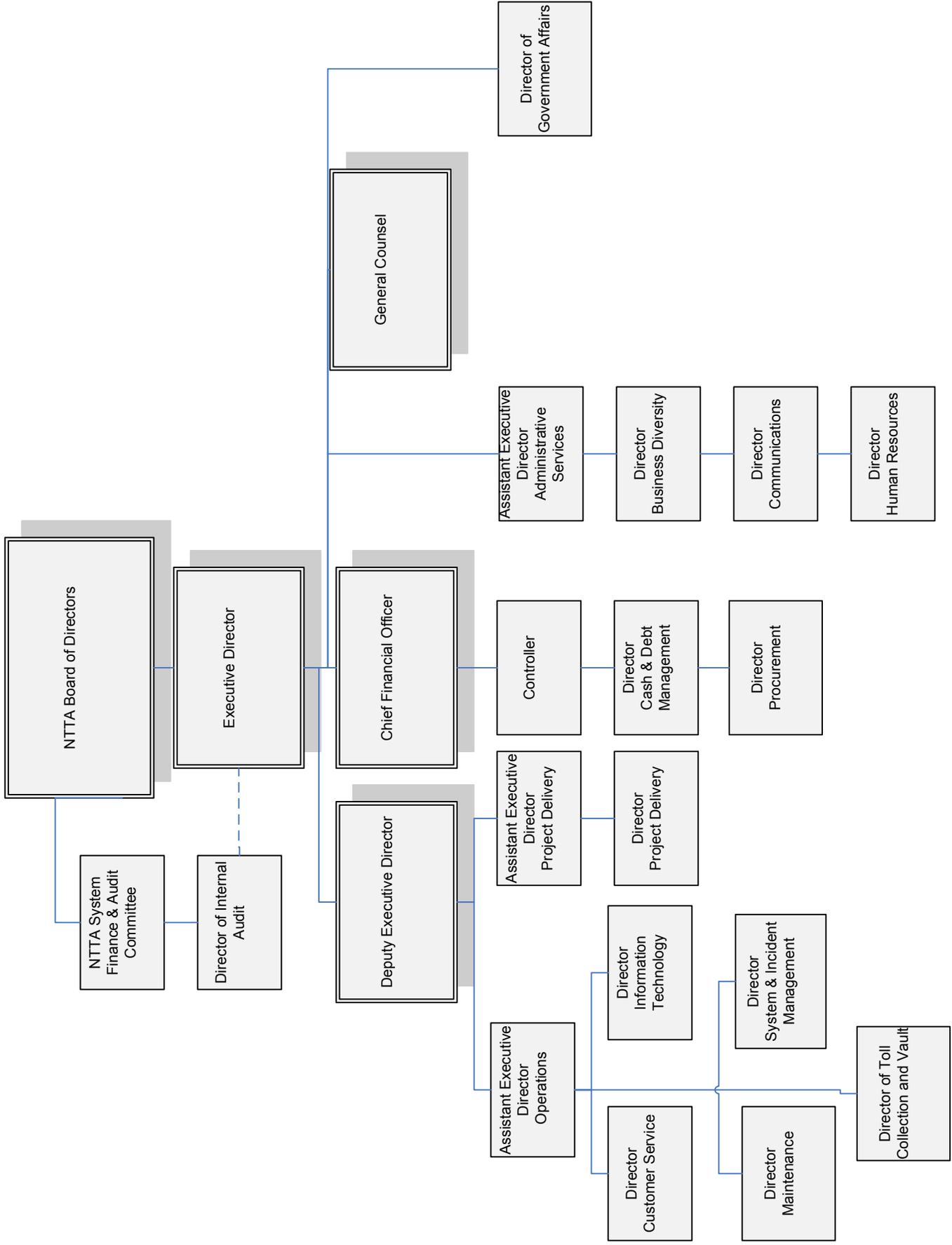
A stylized handwritten signature in black ink.

President

A handwritten signature in black ink that reads "Jeffrey R. Enos".

Executive Director

North Texas Tollway Authority
 FY 2009 Organization Chart



**North Texas Tollway Authority
List of Officials
December 31, 2009**

Board of Directors

**Paul N Wageman
Victor Vandergriff
Kenneth Barr
Bob Day
David R Denison
Bill Moore
Michael R. Nowels
Robert K. Shepard
Alan E. Sims**

**Chair
Vice-Chair
Director
Director
Director
Director
Director
Director
Director**

Officials

Allen Clemson
Magdalena Kovats
John Dahill
Janice D. Davis
Gerry Carrigan

Clayton Howe

Kim Tolbert

Nina Arias
John Bannerman
Anthony Coleman
Kim Jackson
Marty Lege

Elizabeth Mow
Dave Pounds
Kiven Williams
J C Wood

Executive Director
Director, Internal Audit
General Counsel
Chief Financial Officer
Assistant Executive Director
 Project Delivery
Assistant Executive Director
 Operations
Assistant Executive Director
 Administration
Director, Human Resources
Director, Customer Service
Director, Business Diversity
Director, Communications
Director, Systems and Incident
 Management
Director, Project Delivery
Director, Information Technology
Director, Toll Collection and Vault
Director, Maintenance



Crowe Horwath LLP
Member Horwath International

INDEPENDENT AUDITORS' REPORT

To the Board of Directors
North Texas Tollway Authority

We have audited the accompanying basic financial statements of the North Texas Tollway Authority (the Authority), as of and for the year ended December 31, 2009, as listed in the table of contents. These basic financial statements are the responsibility of the Authority's management. Our responsibility is to express an opinion on these basic 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 basic financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the basic financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the basic financial statements referred to above present fairly, in all material respects, the financial position of the North Texas Tollway Authority, as of December 31, 2009, and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

The Management's Discussion and Analysis, Modified Approach - Infrastructure Assets and schedules of funding progress are not a required part of the basic financial statements but are supplementary information required by the Governmental Accounting Standards Board. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the supplementary information. However, we did not audit the information and do not express an opinion on it.

Our audit was performed for the purpose of forming an opinion on the basic financial statements taken as whole. The items listed in the introductory section, 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. Schedule 1 has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole. The items listed in the introductory section, schedules 2 through 10 and the statistical section have not been subjected to the audit procedures applied in the audit of the financial statements. Accordingly, we do not express an opinion on them.

Crowe Horwath LLP
Crowe Horwath LLP

Irving, Texas
June 8, 2010

NORTH TEXAS TOLLWAY AUTHORITY
Management's Discussion and Analysis
December 31, 2009

As Management of the North Texas Tollway Authority (Authority), we offer readers the statements for the Authority. These statements consist of the North Texas Tollway System (System), which consists of the Dallas North Tollway (DNT), the President George Bush Turnpike (PGBT), State Highway 121, renamed Sam Rayburn Tollway (SRT) in 2009, the Mountain Creek Lake Bridge (MCLB), the Addison Airport Toll Tunnel (AATT), and the Lewisville Lake Toll Bridge (LLTB), which make up the enterprise fund of the Authority, as well as, the Feasibility Study Fund and the DFW Turnpike Transition Trust Fund.

We offer readers of these financial statements a narrative overview and analysis of the financial activities of the Authority for the year ended December 31, 2009. 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 Authority's financial statements, notes to the financial statements, and required supplementary information. The financial statements of the Authority report information using accounting methods consistent with reporting for an enterprise activity similar to those used by private sector companies.

Statement of Net Assets: This statement presents information on all of the Authority's assets and liabilities, with the difference between the two reported as net assets. 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 Assets: This statement presents information showing the Authority's revenues, expenses, and how the net assets changed during the year.

Statement of Cash Flows: This statement presents information about the Authority's cash receipts and cash payments, or, in other words, the sources and uses of the Authority'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 Authority'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

2009 Highlights

- The Authority's total net assets decreased by \$187.2 million over FY 2008. This decrease is due mainly to continued expansion of the System and issuance of additional debt to support that expansion.
- Total transactions for FY 2009 were 457,583,343, an increase of 43,553,120 or 10.5% over FY 2008 transactions.

NORTH TEXAS TOLLWAY AUTHORITY
Management's Discussion and Analysis
December 31, 2009

- Approximately 1,787,958 and 1,566,800 Toll Tags were in use at the end of FY 2009 and FY 2008, respectively.
- The Authority 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 \$28.2 million of the grant has been recognized as grant revenue for FY 2009 with the remaining \$57.1 million shown as deferred revenue.
- Toll revenues increased \$49.6 million or 20.6% over FY 2008 in part, as a result of a toll rate increase that went into effect in September 2009. In addition, traffic volumes of the Authority continue to increase with the continued expansion of Sam Rayburn Tollway and the opening of Lewisville Lake Toll Bridge.
- The Administration and Operations expenses of \$ 90.9 million were under budget by 2.3% in FY 2009.

Summary of Operations

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

	2009	2008
Current Assets	\$ 149.0	\$ 108.3
Current Restricted Assets	1,157.4	544.6
Noncurrent Assets		
Unrestricted Investments	-	10.0
Restricted Investments	524.0	930.3
Other Assets	239.0	167.5
Capital Assets	5,862.4	5,501.5
Total Assets	7,931.8	7,262.2
Current Liabilities	68.3	56.5
Liabilities Payable from Restricted Assets	314.2	444.1
Long-Term debt	7,178.6	6,203.6
Total Liabilities	7,561.1	6,704.2
Net Assets:		
Invested in Capital Assets, net of related debt	(633.3)	187.9
Restricted for Construction	2.7	289.1
Restricted for Debt Service	969.1	396.7
Restricted for Retiree Health Benefits	0.4	0.4
Unrestricted	31.8	(316.2)
Net assets	\$ 370.7	\$ 557.9

The Authority's net assets indicate an unrestricted current ratio of 2.2 and 1.9 for FY 2009 and FY 2008, respectively. Working capital was \$80.7 million and \$51.8 million in FY 2009 and FY 2008, respectively. Total unrestricted current assets were \$149.0 million in FY 2009, compared to \$108.3 million in FY 2008. Total unrestricted and restricted current assets were \$1,306.4 million at the end of FY 2009. Cash and investments of \$1,280.6 million represent the largest component of current assets. The remaining \$25.8 million is comprised of accrued interest receivable of \$4.4 million, accounts receivable of \$18.6 million (See Note 9), inventory of \$2.1 million, and prepaid expenses of \$.7 million.

NORTH TEXAS TOLLWAY AUTHORITY
Management's Discussion and Analysis
December 31, 2009

Total unrestricted current liabilities were \$68.3 million at the end of FY 2009, including \$25.1 million for accounts payable and retainage payable, \$27.8 million of deferred revenue and \$14.6 million for accrued liabilities, mainly accrued salaries and vacation liability and \$.8 million for Tolltag Deposits.

Table A-2
Changes in Net Assets
(in millions of dollars)

REVENUES	2009	2008
Tolls	\$ 290.4	\$ 240.7
Other Revenues	17.2	9.3
Operating Revenues	307.6	250.0
Operating Expenses before depreciation	126.4	137.5
Income from operations before depreciation	181.2	112.5
Depreciation	(4.5)	(3.5)
Operating Income	176.7	109.0
Net Nonoperating Revenue (Expenses):		
Interest Income	11.8	75.0
Interest Expense	(358.8)	(262.1)
Lease Amortization (Sam Rayburn Tollway)	(60.7)	(24.6)
SWAP Termination	(6.1)	(4.5)
Other	(17.2)	(27.9)
Net Nonoperating Revenue (Expenses):	(431.0)	(244.1)
Capital Contributions	59.6	74.9
BAB's Subsidy	7.5	-
Change in Net Assets	(187.2)	(60.2)
Net Assets - Beginning of Year	557.9	618.1
Net Assets - Ending	\$ 370.7	\$ 557.9

Total operating revenues were \$307.6 million for FY 2009 and \$250.0 million for FY 2008 (see Table A-2). Toll revenues were \$290.4 million, a 20.6% increase over FY 2008 toll revenues of \$240.7 million. An estimated 83.1% was collected through Electronic Toll Collection (ETC) during FY 2009 in comparison to 84.5% in FY 2008. The decline in the percentage collected through ETC is due to the fact that initial TollTag penetration on SRT was low, as this road serviced customers who had not previously regularly traveled the System. Traffic on the System continues to grow, with average daily transactions of 1,253,653 and 1,131,230 in FY 2009 and FY 2008, respectively.

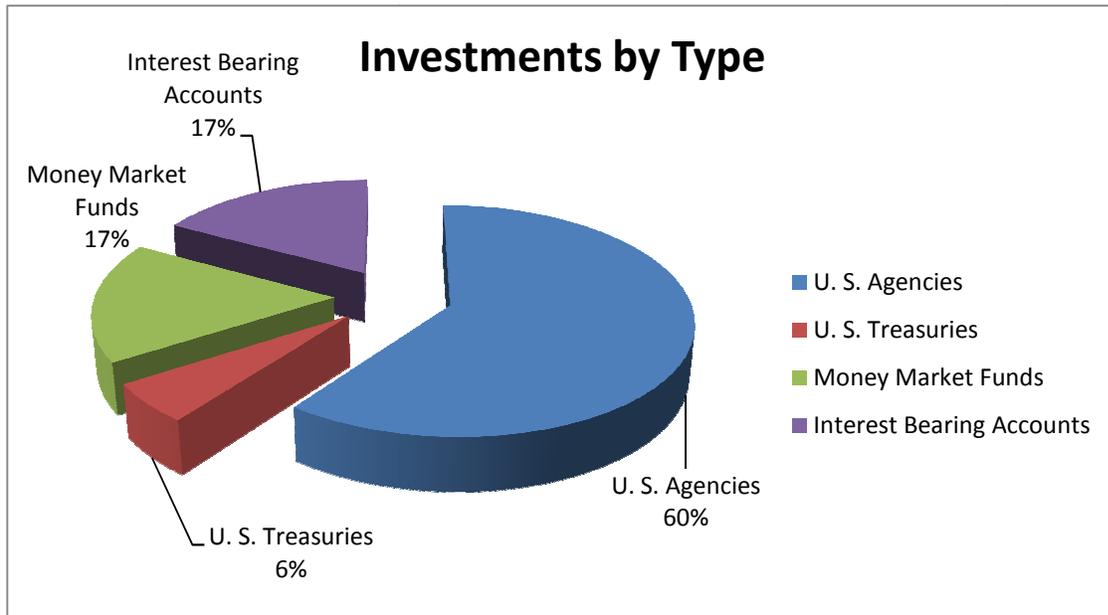
NORTH TEXAS TOLLWAY AUTHORITY
Management's Discussion and Analysis
December 31, 2009

Total operating expenses before depreciation for FY 2009 were \$126.4 million, representing an 8.1% decrease from FY 2008 operating expenses of \$137.5 million (See Table A-2). Interest expense, inclusive of capitalized interest, for 2009 was \$358.8 million, a 34.1% increase from FY 2008 of \$262.1 million. Debt service coverage for FY 2009 and FY 2008 were 1.56 and 1.60 times, respectively. The Trust Agreement and the Authority's Debt Policy both require bond principal and interest coverage of 1.35.

The Authority's overall financial position decreased in FY 2009, as indicated by the \$187.2 million decrease in net assets.

Investments: The Authority's investments at December 31, 2009 and 2008 were approximately \$1.77 billion and \$1.57 billion, respectively. Table A-3 chart below shows the types of authorized investments in the December 31, 2009 portfolio.

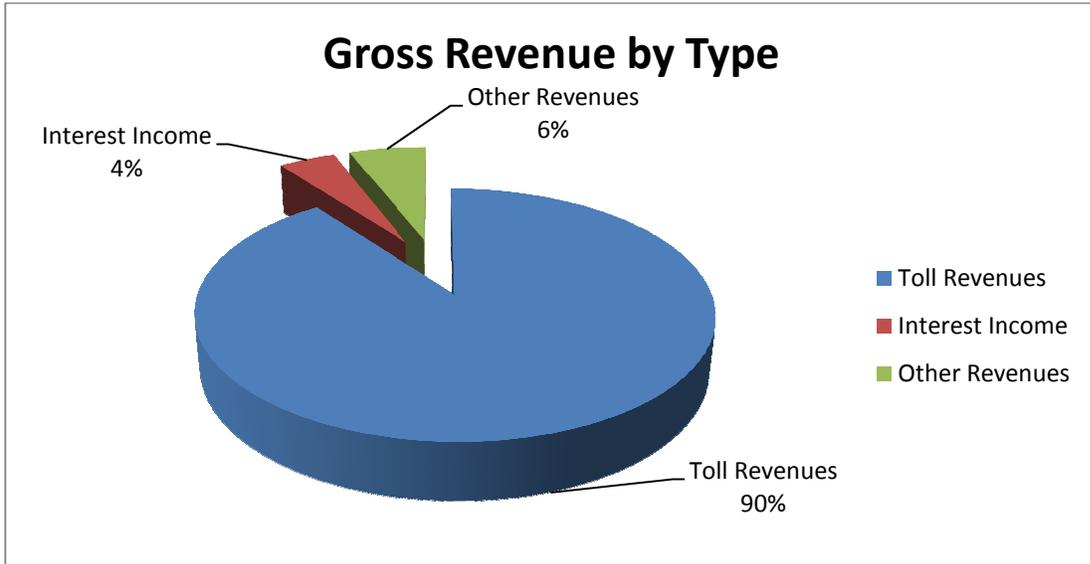
Table A-3



NORTH TEXAS TOLLWAY AUTHORITY
Management's Discussion and Analysis
December 31, 2009

Table A-4 below shows NTTA's revenue in FY 2009 by revenue source type.

Table A-4

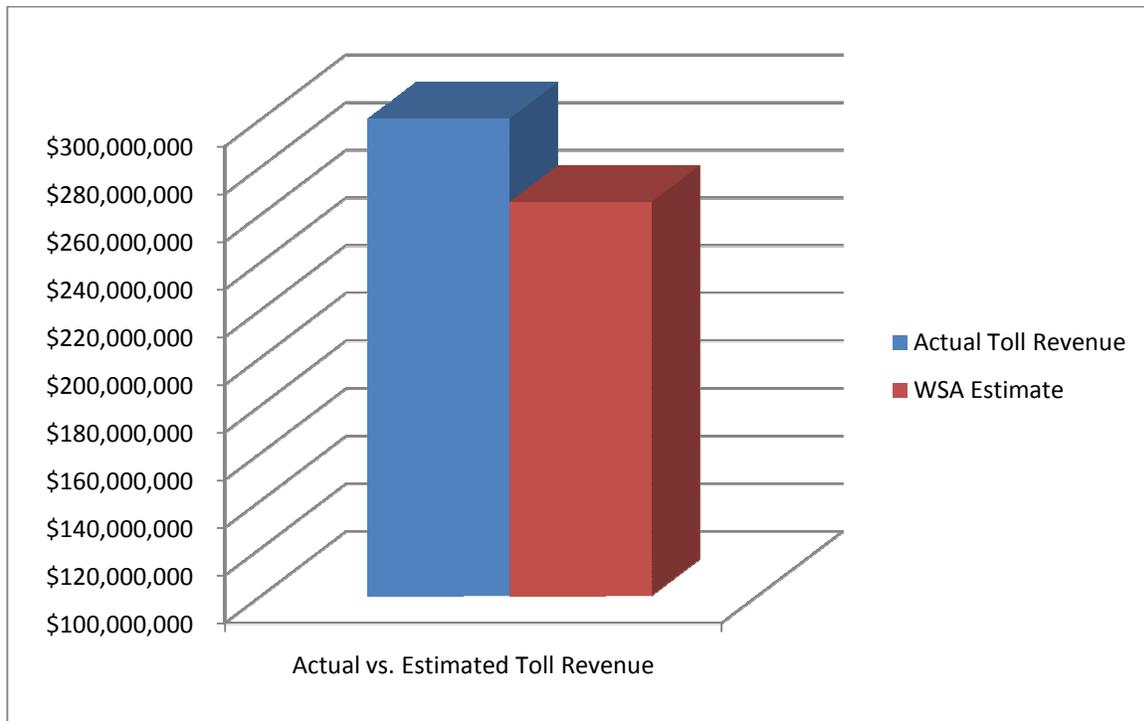


Gross revenues, excluding grant revenue of \$59.6, for FY 2009 were \$321.7 million, a 23.0% increase over FY 2008 gross revenues of \$261.7 million. Toll revenues of \$290.4 million account for 90.0% of total revenue. Interest income (excluding Construction Fund interest) was \$14.1 million or 4.0%. Other revenue, mostly administrative and statement fees for collection of tolls from violators and interoperability fees, was \$17.2 million, representing 6.0% of the total.

NORTH TEXAS TOLLWAY AUTHORITY
Management's Discussion and Analysis
December 31, 2009

Table A-5 below shows the Authority's actual toll revenue for FY 2009 compared to the estimated toll revenue of the Authority's traffic and toll revenue engineer, Wilbur Smith Associates (WSA). Toll revenue was over WSA's estimates by 9.6%.

Table A-5



Traffic on the Authority continues to grow with approximately 1,253,653 average daily transactions in 2009, up 10.5% from the 1,131,230 daily averages in 2008.

The increases in the toll revenue were largely attributed to the:

- A toll rate increase implemented in September 2009.
- The increased growth of population in the North Texas counties (Dallas, Tarrant, Denton & Collin).
- A full year of operations for the Sam Rayburn Tollway and the opening of Lewisville Lake Toll Bridge

NORTH TEXAS TOLLWAY AUTHORITY
Management's Discussion and Analysis
December 31, 2009

Engineering Estimates

The annual estimates by the Authority's traffic and revenue engineer, Wilbur Smith & Associates (WSA), are displayed in comparison to the actual revenue for the years of 2002 through 2009 in Table A-6 below:

Table A-6
Actual vs. Estimated Revenue

Year	Actual	Estimate	Variance
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
2003	149,323,784	144,975,000	4,348,784
2002	137,945,439	126,955,000	10,990,439

The FY 2009 toll revenue of \$ 290.4 million increased by 20.6% over FY 2008 actual amount of \$ 240.8 million. During 2009, slowdown in the overall economy affected the actual revenues. The Authority's total revenues produced 1.56x debt coverage for 2009. Please see Table A-8 on page 17 on the Historical Debt Coverage.

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, 2009 were \$5.9 billion, increasing from FY 2008 by approximately \$0.4 billion. This is due primarily to the construction of Sam Rayburn Tollway, the DNT Extension Phase 3, President George Bush Turnpike Eastern Extension, and Lewisville Lake Toll Bridge. For additional information on capital assets see Note (1) (g) 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 additional information and results of the 2009 assessment, please see the Required Supplementary Information on pages 56 and 57 of this report. The Authority's Condition Index for 2009 is 9.0 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 depreciate 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 depreciating 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 depreciation will be a non-cash item, it will not impact the Authority's calculation of net revenues available per the Trust Agreement.

NORTH TEXAS TOLLWAY AUTHORITY
Management's Discussion and Analysis
December 31, 2009

Budgetary Highlights – The Authority 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 for the North Texas Tollway Authority Revenue Bonds. The budget covers the operating expenses for each fiscal year (calendar year). For FY 2009 operating expenses were \$90.9 million against an operating budget of \$93.1 million. The Authority expended 97.7% of the operating budget in 2009. The primary factors in this budget are the continued restructuring of the Authority's departments; the maintenance and operations of segments 1 and 2 of the SRT; the opening of Lewisville Lake Toll Bridget and the increased growth in the Customer Service, Maintenance, Information Technology, and Safety and Incidents Management areas. The Authority is also focusing on improvements in service delivery.

Long-Term Debt – At the end of FY 2009, the Authority's total bonded debt outstanding was \$7.12 billion compared to approximately \$6.15 billion in 2008 (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, 2009, on page 42.

Table A-7
Revenue Bonds Outstanding
As of FY 2009 and FY 2008

Series	Amount Outstanding	
	2009	2008
Series 1997	\$ 10,495,000	\$ 69,000,000
Series 1997A	44,685,000	105,070,000
Series 1998	78,905,000	100,540,000
Series 2003A	225,000,000	225,000,000
Series 2005A	-	3,905,000
Series 2005C	178,310,000	340,260,000
Series 2008A	1,765,335,000	1,770,285,000
Series 2008B	234,085,000	237,395,000
Series 2008C	9,820,000	19,370,000
Series 2008D	443,022,911	417,826,981
Series 2008E	390,000,000	600,000,000
Series 2008F	1,000,000,000	1,000,000,000
Series 2008G	-	124,750,000
Series 2008H	409,040,000	410,726,909
Series 2008I	216,397,104	201,685,275
Series 2008J	100,000,000	100,000,000
Series 2008K	205,000,000	205,000,000
Series 2008L	220,000,000	220,000,000
Series 2009A	418,165,000	-
Series 2009B	825,000,000	-
Series 2009C	170,730,000	-
Series 2009D	178,400,000	-
Revenue Bonds Outstanding	\$ <u>7,122,390,015</u>	\$ <u>6,150,814,165</u>

NORTH TEXAS TOLLWAY AUTHORITY
Management's Discussion and Analysis
December 31, 2009

Table A-8 sets forth debt service coverage for all Revenue Bonds outstanding for the years 2000 through 2009.

Table A-8
Historical Debt Coverage

Year	Coverage
2009	1.56x
2008	1.60x
2007	1.96x
2006	1.98x
2005	1.80x
2004	2.00x
2003	2.09x
2002	2.08x
2001	1.88x
2000	2.22x

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 2000 and annual payment began in FY2004. The FY 2009 payment was \$7.750 million with a due date of January 1, 2010. The amortization schedule for this loan can be found in Note (5) page 48.

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. \$49.45 million of commercial paper was issued in 2009 to finance the feasibility study, design, engineering costs and preliminary construction costs of Southwest Parkway/Chisholm Trail, SH 161, PGBT Eastern Extension, Phase 4 of the Dallas North Tollway, Lewisville Lake Toll Bridge and various other projects. Approximately \$133.95 million was retired during 2009. As of December 31, 2009 there was \$5.2 million of outstanding notes under the commercial paper program.

NORTH TEXAS TOLLWAY AUTHORITY
Management's Discussion and Analysis
December 31, 2009

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 AUTHORITY

Statement of Net Assets

December 31, 2009

Assets

Current assets:

Cash and cash equivalents (note 3)	\$	12,630,596
Investments (note 3)		116,192,324
Accrued interest receivable		53,423
Accounts receivable (net of allowance for uncollectibles) (note 9)		17,284,951
Inventory, at average cost		2,084,198
Prepaid expenses		732,986
Total current unrestricted assets		148,978,478

Current restricted assets:

Restricted assets:

Restricted for construction:

Cash and cash equivalents (notes 3 and 5)		22,604,967
Investments (notes 3 and 10)		590,766,765
Accrued interest receivable		3,378,673
Accounts receivable		1,399,537

Restricted for debt service:

Investments (notes 3 and 5)		537,940,306
Accrued interest receivable		919,487

Restricted for pension benefits and other purposes:

Investments (notes 3 and 5)		430,958
Accrued interest receivable		28

Total current restricted assets 1,157,440,721

Total current assets 1,306,419,199

Noncurrent assets:

Investments restricted for construction (note 3)		18,800,250
Investments restricted for debt service (note 3)		505,161,130
Deferred financing costs		83,000,523
Deferred feasibility study costs		156,023,404
Capital assets (net of accumulated depreciation) (note 4)		5,862,415,577
Total noncurrent assets		6,625,400,884

Total assets **7,931,820,083**

See accompanying notes to basic financial statements.

NORTH TEXAS TOLLWAY AUTHORITY

Statement of Net Assets

December 31, 2009

Liabilities	
Current liabilities:	
Accounts and retainage payable	\$ 25,064,534
Accrued liabilities	14,583,998
Deferred revenue	27,777,645
Tolltag deposits	863,825
Total current unrestricted liabilities	68,290,002
Payable from restricted assets:	
Construction-related payables:	
Accounts payable (note 10)	32,504,554
Retainage payable (note 10)	13,906,840
Deferred grant revenue	57,111,114
Debt service-related payables:	
Accrued interest payable	172,908,501
Accrued arbitrage rebate payable	15,766
Commercial paper payable (note 5)	5,200,000
Revenue bonds payable (note 5)	32,170,000
Pension benefits and other related payables	
Accounts payable (note 10)	423,937
Total current liabilities payable from restricted assets	314,240,712
Total current liabilities	382,530,714
Noncurrent liabilities:	
Other post-employment benefits (note 8)	5,196,519
Texas Department of Transportation loan payable (note 5)	4,600,000
Texas Department of Transportation ISTEAs loan payable (note 5)	146,609,022
Dallas North Tollway System revenue bonds payable, net of unamortized net deferred debit on refundings of \$42,557,828 and bond discount (premium) costs of \$25,450,092 (note 5)	7,022,212,095
Total noncurrent liabilities	7,178,617,636
Total liabilities	7,561,148,350
Net Assets	
Invested in capital assets, net of related debt	(633,265,931)
Restricted:	
Restricted for construction	2,656,000
Restricted for debt service	969,069,134
Restricted for pension benefits and other purposes	429,178
Unrestricted	31,783,352
Total net assets	\$ 370,671,733

See accompanying notes to basic financial statements.

NORTH TEXAS TOLLWAY AUTHORITY
Statement of Revenues, Expenses, and Changes in Net Assets
Year ended December 31, 2009

Operating revenues:	
Tolls	\$ 290,404,547
Other	17,195,849
Total operating revenues	307,600,396
Operating expenses:	
General	
Administration	22,501,450
Operations	68,433,322
Preservation	
Reserve maintenance	15,444,672
Capital improvement	20,039,108
Total operating expenses before depreciation	126,418,552
Operating income before depreciation	181,181,844
Depreciation	4,529,323
Operating income	176,652,521
Nonoperating revenues (expenses):	
Interest earned on investments	25,219,356
Net decrease in the fair value of investments	(13,371,674)
Unallocated infrastructure depreciation	(60,703,200)
Interest expense on revenue bonds	(352,464,434)
Interest expense on short term notes (net of capitalized interest)	(207,145)
Interest expense on loan	(6,157,579)
Bond premium/discount amortization	(1,659,281)
Bond issuance cost amortization	(9,216,397)
Deferred amount on refunding amortization	(8,911,969)
SWAP termination payment	(6,081,700)
Other	2,565,331
Net nonoperating revenues (expenses)	(430,988,692)
Income (loss) before capital contributions	(254,336,171)
Capital Grant Contributions	59,588,883
BAB's Subsidy	7,489,870
Change in net assets	(187,257,418)
Beginning net assets	557,929,151
Ending net assets	\$ 370,671,733

See accompanying notes to basic financial statements.

NORTH TEXAS TOLLWAY AUTHORITY

Statement of Cash Flows

Year ended December 31, 2009

Cash flows from operating activities:	
Receipts from customers and users	\$ 318,335,434
Payments to contractors and suppliers	(164,941,569)
Payments to employees	(36,944,610)
Net cash provided by (used in) operating activities	<u>116,449,255</u>
Cash flows from capital and related financing activities:	
Acquisition and construction of capital assets (including capitalized interest costs)	(406,210,953)
Issuance of commercial paper	44,250,000
Grant proceeds	17,818,083
Defeased commercial paper	(43,000,000)
Principal paid on revenue bonds	(34,110,000)
Interest paid on revenue bonds and other debt	(284,178,561)
Net cash provided by (used in) capital and related financing activities	<u>(705,431,431)</u>
Cash flows from investing activities:	
Purchase of investments	(1,231,351,318)
Proceeds from sales and maturities of investments	1,832,537,235
Interest received	17,002,131
Net cash provided by (used in) investing activities	<u>618,188,048</u>
Net increase (decrease) in cash and cash equivalents	29,205,872
Cash and cash equivalents, beginning of the year	6,029,691
Cash and cash equivalents, end of the year	\$ <u><u>35,235,563</u></u>
Classified as:	
Current assets	\$ 12,630,596
Restricted assets	22,604,967
Total	\$ <u><u>35,235,563</u></u>
Noncash financing, capital, and investing activities:	
Reconciliation of operating income to net cash provided by operating activities:	
Operating income	\$ 176,652,521
Adjustments to reconcile operating income to net cash provided by operating activities:	
Depreciation	4,529,323
Changes in assets and liabilities:	
Increase in accounts receivable	(10,196,819)
Increase in inventories	(197,497)
Increase in prepaid expenses	(107,187)
Decrease in deferred revenue	(7,740,712)
Decrease in accounts and retainage payable	(57,622,617)
Increase in accrued liabilities	11,132,243
Total adjustments	<u>(60,203,266)</u>
Net cash provided by operating activities	\$ <u><u>116,449,255</u></u>
Noncash financing activities:	
Decrease in fair value of investments	\$ (13,371,674)

See accompanying notes to basic financial statements.



NORTH TEXAS TOLLWAY AUTHORITY
NOTES TO BASIC FINANCIAL STATEMENTS
December 31, 2009

NOTE CONTENTS

Note 1. Nature of the Organization and Summary of Significant Accounting Policies	
(a) Reporting Entity.....	26
(b) Basis of Accounting.....	27
(c) Budget	27
(d) Restricted Assets	27
(e) Cash, Cash Equivalents and Investments	29
(f) Materials Inventory.....	29
(g) Capital Assets	29
(h) Compensated Absences.....	29
(i) Retainage Payable.....	29
(j) Deferred Amount on Refunding of Revenue Bonds	30
(k) Bond Discounts, Premiums, and Bond Issuance Costs	30
(l) Arbitrage Rebate Payable	30
(m) Estimates.....	30
(n) New Accounting Pronouncements.....	30
Note 2. Legal Compliance - Budgets	30
Note 3. Deposits and Investments.....	31
Note 4. Capital Assets.....	35
Note 5. Revenue Bonds, Commercial Paper, and Loans Payable	
Revenue Bonds	36
SWAP Transactions	43
Commercial Paper	47
Loans Payable	47
Note 6. Employees' Retirement Plan	48
Texas County and District Retirement System	48
401(k) Plan.....	50
Note 7. Risk Management.....	51
Note 8. Post Employment Benefits.....	51
Note 9. Disaggregation of Receivable Balances	53
Note 10. Commitments and Contingencies	53
Note 11. Subsequent Events	54

NORTH TEXAS TOLLWAY AUTHORITY
NOTES TO BASIC FINANCIAL STATEMENTS
December 31, 2009

(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 the enterprise fund 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).

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.

NORTH TEXAS TOLLWAY AUTHORITY
NOTES TO BASIC FINANCIAL STATEMENTS

December 31, 2009

(b) Basis of Accounting

The operations of the Authority, including the Feasibility Study Fund and the DFW Turnpike Transition Trust Fund, 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 Authority are included in the Statement of Net Assets. The assets of the Authority are stated at cost with the exception of certain investments, which are stated at fair value.

The Authority applies all applicable GASB pronouncements to the Authority, as well as all FASB Statements and Interpretations, APB Opinions and Accounting Research Bulletins issued on or before November 30, 1989, unless those statements conflict with or contradict GASB pronouncements.

The principal revenues of the Authority are toll revenues received from patrons. Operating expenses for the Authority 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 Authority consolidates these Authority 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). 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 adopted on a non-GAAP basis. The budget is 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 U.S. generally accepted accounting principles 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 Authority'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 Authority 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 Authority 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

NORTH TEXAS TOLLWAY AUTHORITY
NOTES TO BASIC FINANCIAL STATEMENTS

December 31, 2009

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.
- **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, 2009, 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.
- **DFW Turnpike Transition Trust Fund** – The Trust Fund is used to fund post-employment healthcare benefits for retire employees of the Dallas-Fort Worth Turnpike. Currently, there are two (2) employees that meet these requirements.

NORTH TEXAS TOLLWAY AUTHORITY
NOTES TO BASIC FINANCIAL STATEMENTS

December 31, 2009

(e) Cash, Cash Equivalents and Investments

Cash includes amounts in demand deposits. Cash equivalents are amounts included in the overnight sweep of the commercial account. These deposits are fully collateralized or covered by federal deposit insurance. The Authority considers other money market funds 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 Assets and includes the unrealized and realized gains and losses on investments.

(f) Materials Inventory

Inventories of road maintenance materials and supplies are valued at the lower of cost or market using the average cost method.

(g) 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 software and property and equipment with a value greater than \$5,000. 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

(h) 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.

(i) 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.

NORTH TEXAS TOLLWAY AUTHORITY
NOTES TO BASIC FINANCIAL STATEMENTS

December 31, 2009

(j) Deferred Amount on Refunding of Revenue Bonds

Deferred amount on refunding of revenue bonds incurred on advance refunding of such bonds relates to the difference between the reacquisition price and the net carrying amount of the refunded bonds. The amount deferred is included as a reduction to revenue bonds payable 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.

(k) Bond Discounts, Premiums, and Bond Issuance Costs

Costs incurred in connection with the offering and sale of bonds for construction purposes are deferred and amortized using the bonds outstanding method, over the life of the bonds. Revenue bonds payable are reported net of unamortized bond discount or premium.

(l) 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 Authority's cumulative arbitrage rebate liabilities for the year ended December 31, 2009 are \$15,766.

(m) 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.

(n) New Accounting Pronouncements

GASB Statement No. 51, Accounting and Financial Reporting for Intangible Assets ("GASB 51"), establishes accounting and financial reporting requirements for intangible assets to reduce these inconsistencies, thereby enhancing the comparability of the accounting and financial reporting of such assets among state and local governments. The Authority will make plans to implement GASB 51 in the fiscal year beginning January 1, 2010. This will have minimal impact on the Authority due to software costs already being included. Management is reviewing legal items to determine if any additional items should be capitalized.

GASB Statement No. 53, Accounting and Financial Reporting for Derivative Instruments ("GASB 53"), provides accounting and financial reporting guidance regarding recognition, measurement and disclosure of derivative instruments entered into by state and local governments. The Authority will make plans to implement GASB 53 in the fiscal year beginning January 1, 2010. The footnote disclosures will be updated to implement this statement.

(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

NORTH TEXAS TOLLWAY AUTHORITY
NOTES TO BASIC FINANCIAL STATEMENTS

December 31, 2009

Members of the Authority in a manner similar to the adoption of the annual budget. There were no occurrences of budget noncompliance in 2009.

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.

Coverage for 2009 debt was 1.56 times, well above the required levels.

GAAP basis operating income	\$	176,652,521
Non-construction fund interest income		14,057,326
Gross income		190,709,847
Add:		
Depreciation		4,529,323
Capital improvement fund expenses		20,039,108
Reserve maintenance fund expenses		15,444,672
Net revenues available for debt service		230,722,950
Bond interest expense, net of amounts capitalized		116,060,986
Scheduled principal amount due		32,170,000
Calculated debt service requirement	\$	148,230,986
Coverage ratio		1.56

(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 October 2008. 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; 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; and 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.

The Authority does not invest in financial instruments other than those authorized by the investment policy, and does not invest in any state or local government investment pools.

NORTH TEXAS TOLLWAY AUTHORITY
NOTES TO BASIC FINANCIAL STATEMENTS

December 31, 2009

The Authority reports all equity 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 Assets.

(a) Deposits

The Authority's deposits were fully insured or collateralized at December 31, 2009. The carrying amount of the Authority's deposits were \$35,235,563 and the respective bank balances totaled \$41,653,326. As of December 31, 2009 the total bank balances were covered under the Temporary Liquidity Guarantee Program created by the Federal Depository Insurance Corporation (FDIC). The program provides full coverage of non-interest bearing deposit transaction accounts regardless of dollar amount.

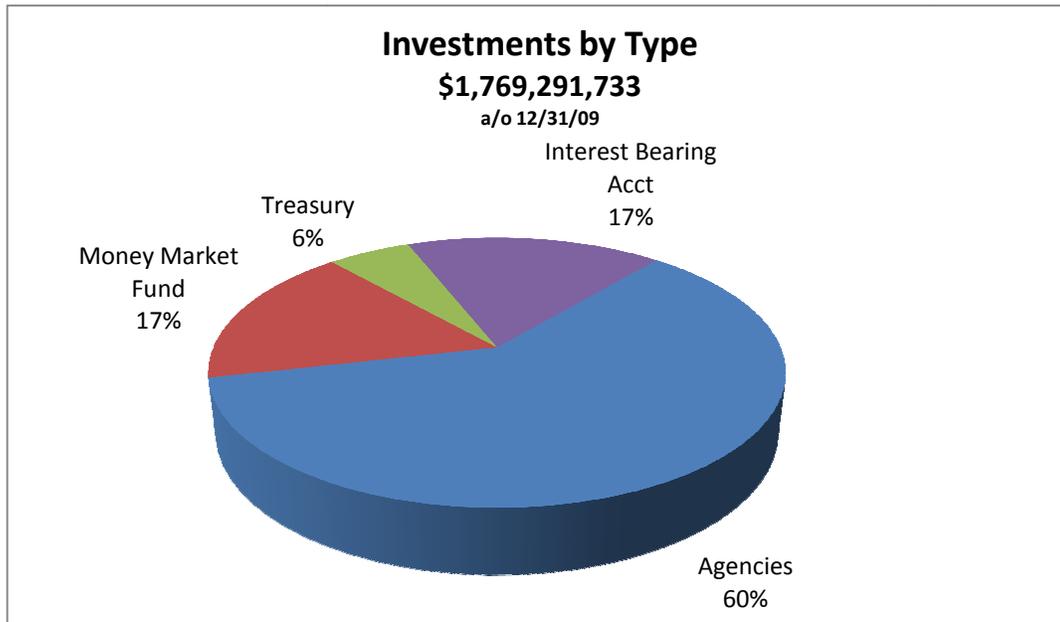
(b) Investments

As of December 31, 2009 the maturity values are as follows:

Description	2009		
	Maturity Value (in Yrs)		
	Fair Value	Less Than 1 Yr	1 Yr or More
U.S. Agencies:			
Federal Home Loan Bank	\$ 326,990,040	\$ 187,205,795	\$ 139,784,245
Federal National Mortgage Assn.	489,525,173	207,809,811	281,715,362
Federal Agricultural Mortgage Corporation	16,893,280	-	16,893,280
Federal Farm Credit Banks	12,324,386	1,228,872	11,095,514
Federal Home Loan Mortgage Corp	221,463,376	148,136,948	73,326,428
Total U. S Agencies	1,067,196,255	544,381,426	522,814,829
Money Market Funds	300,914,119	300,914,119	-
U.S. Treasuries Interest Bearing Account	98,480,388	97,333,837	1,146,551
	302,700,971	302,700,971	-
Total Investments	\$ 1,769,291,733	\$ 1,245,330,353	\$ 523,961,380

**NORTH TEXAS TOLLWAY AUTHORITY
NOTES TO BASIC FINANCIAL STATEMENTS**

December 31, 2009



(c) 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. In reflection with the Authority's investment report, the portfolio reflects the overall summary of the Authority's investment position. The weighted average yield-to-maturity of the portfolio for December 31, 2009 was 1.4878%, in comparison to 2.317% in 2008. The weighted average maturity in days was 302 days for 2009, compared to 506 days in 2008. Market value fluctuation of the overall portfolio is minimized by keeping the weighted average maturity low. Approximately 70% of the investment are maturing within one year and 30% are maturing one year or greater.

(d) Credit Risk

Per the Investment Policy, the Authority may not enter into longer term investment agreements or other ongoing investment transactions with a final maturity or termination date of longer than six months with any financial institution that initially has a long term rating of less than "AA" by Standard & Poor's Ratings Group or "Aa2" by Moody's Investor Services. That means ratings of AA, AA+ for S&P and Aa2, Aa1 for Moody's are appropriate for the financial institution.

As of December 31, 2009, the Authority invested 17% in AAA rated money market funds, 17% in Interest Bearing Accounts, 6% in U.S. Treasuries and 60% in Agencies backed by the full faith and credit of the U.S. Government. Agencies are AAA rated by Moody's.

(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, 2009 Wells Fargo, and Federated, exceeded 5% of the total portfolio. This higher balance held with the Trustee was required for the debt service payment due January 1, 2010. More than 5% of the Authority's investments are in Federal Home Loan Banking, Federal National Mortgage Association, and Federal Home Loan Mortgage Corporation.

NORTH TEXAS TOLLWAY AUTHORITY
NOTES TO BASIC FINANCIAL STATEMENTS

December 31, 2009

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

Construction and Property Account	\$ 1,044,584,365
Revenue Account	67,796,107
Operations and Maintenance Account	3,047
Reserve Maintenance Account	48,393,116
Consolidated Capital Improvement Account	56
Bond Interest Account	165,145,706
Bond Reserve Account	410,768,378
Bond Redemption Account	32,170,000
DFW Turnpike Transition Trust Fund	430,958
Total cash and investments	<u>\$ 1,769,291,733</u>

NORTH TEXAS TOLLWAY AUTHORITY
NOTES TO BASIC FINANCIAL STATEMENTS
December 31, 2009

(4) Capital Assets

Capital assets are summarized as follows:

Capital assets are summarized as follows:

	<u>January 1, 2009</u>	<u>Additions</u>	<u>Deletions</u>	<u>December 31, 2009</u>
Infrastructure network:				
<i>Non-depreciable</i>				
Right-of-way	\$ 221,212,099	\$ 25,983,547	\$ -	\$ 247,195,646
CIP	1,401,741,060	162,190,898	-	1,563,931,958
Infrastructure - Other *	<u>408,158,855</u>	<u>32,082,953</u>	-	<u>440,241,808</u>
Total non-depreciable infrastructure	2,031,112,014	220,257,398	-	2,251,369,412
<i>Depreciable</i>				
CIP *	263,385,196	203,647,821	-	467,033,017
Roadway	3,197,211,448	-	-	3,197,211,448
Less accumulated depreciation	<u>(24,555,772)</u>	<u>(60,885,251)</u>	-	<u>(85,441,023)</u>
Total depreciable infrastructure	3,436,040,872	142,762,570	-	3,578,803,442
Total Infrastructure network	5,467,152,886	363,019,968	-	5,830,172,854
Property and Equipment				
Land	7,360,255	-	-	7,360,255
Buildings	17,434,998	-	-	17,434,998
Machinery and Equipment	<u>24,258,438</u>	<u>2,504,550</u>	<u>(250,291)</u>	<u>26,512,697</u>
Total property and equipment @ cost	49,053,691	2,504,550	(250,291)	51,307,950
Less accumulated depreciation				
Buildings	(2,346,014)	(581,166)	-	(2,927,180)
Equipment	<u>(12,371,941)</u>	<u>(3,948,157)</u>	<u>182,051</u>	<u>(16,138,047)</u>
	<u>(14,717,955)</u>	<u>(4,529,323)</u>	<u>182,051</u>	<u>(19,065,227)</u>
Total Property and Equipment, net	34,335,736	(2,024,773)	(68,240)	32,242,723
Total Capital Assets	<u>\$ 5,501,488,622</u>	<u>\$ 360,995,195</u>	<u>\$ (68,240)</u>	<u>\$ 5,862,415,577</u>

* Includes capitalized interest net of interest earnings.

Total bond interest cost incurred amounted to \$337,876,823 during the year ended December 31, 2009, of which \$23,627,786 was capitalized.

**NORTH TEXAS TOLLWAY AUTHORITY
NOTES TO BASIC FINANCIAL STATEMENTS**

December 31, 2009

(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 deferred 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, 2009.

Series 1997: The Authority issued \$129,270,000 in principal amount of Dallas North Tollway Authority Revenue Refunding Bonds, Series 1997 insured by Financial Guaranty Insurance Company ("FGIC"), dated January 1, 1996 with a forward delivery on October 8, 1997, for the purpose of refunding \$123,945,000 of Series 1989 revenue bonds. Interest is payable on January 1 and July 1 of each year. Principal is payable on January 1 of each year. The issue included \$78,665,000 of serial bonds, which began maturing on January 1, 1999 and bear interest rates ranging from 5.0% to 6.5%, and \$50,605,000 of 5.5% term bonds due January 1, 2015. The Series 2009A Bonds refunded the maturities dated January 1, 2011 through January 1, 2015, leaving only the January 1, 2010 maturity outstanding of the Series 1997 Bonds.

The difference between the reacquisition price and the net carrying amount of the Series 1989 Bonds (\$11,430,835) was deferred and is being amortized over the stated term of the Series 1997 Bonds. The deferred amount ending balance for the year ended December 31, 2009 was \$0 because of the Series 2009A refunding of the Series 1997 Bonds.

Series 1997A: The Authority issued \$129,005,000 in principal amount of Dallas North Tollway Authority Revenue Refunding bonds, Series 1997A insured by FGIC, on October 01, 1997, for the purpose of refunding a portion of the Dallas North Tollway Authority Revenue Bonds, Series 1989, dated July 1, 1989, and the outstanding Dallas North Tollway Authority Revenue Bonds, Series 1994, dated December 1, 1994. The amount of refunded principal related to the Series 1989 Bonds is \$98,040,000 and the amount related to the Series 1994 Bonds is \$22,575,000. Interest is payable on January 1 and July 1 of each year. Principal is payable on January 1. The issue included \$67,685,000 of serial bonds which began maturing on January 1, 1998 and bear interest rates ranging from 4.0% to 5.375%, \$56,655,000 of 5.0% term bonds due January 1, 2020, and \$4,665,000 of 5.0% term bonds due January 1, 2023. The Series 2009A Bonds refunded the maturities dated January 1, 2011 through January 1, 2018 of the Series 1997A Bonds.

The difference between the reacquisition price and the net carrying amount of the Series 1989 Bonds and 1994 Bonds (\$9,217,525) was deferred and is being amortized over the stated term of the Series 1997A Bonds. The deferred amount ending balance for the year ended December 31, 2009 was \$1,475,458.

Series 1998: The Authority issued \$100,660,000 North Texas Tollway Authority Dallas North Tollway Authority Revenue Bonds, Series 1998 on October 29, 1998. The bonds are insured by FGIC and were issued for the purpose of financing Segment V of the PGBT. Interest is payable on January 1 and July 1 of each year. Principal is payable on January 1 commencing January 1, 2008. The issue included \$22,515,000 of serial bonds maturing from 2008-2018 with interest rates ranging from 4.10%-4.75%, \$22,065,000 term bonds due January 1, 2022 with an interest rate of 4.75%, and \$56,080,000 term bonds due January 1, 2029 with an interest rate of 4.75%. The Series 2009A Bonds refunded the maturities dated January 1, 2011 through January 1, 2018 of the Series 1998 Bonds.

Series 2003A: To fund a portion of the costs for Segments IV of the PGBT, finance improvements to the Authority and refund commercial paper notes, the Authority issued \$225,000,000 Series 2003A North Texas Tollway Authority Dallas North Tollway Authority Revenue Bonds, insured by Ambac Assurance Corporation ("Ambac"), on May 28, 2003. The \$54,405,000 of serial bonds and \$170,595,000 of term bonds will mature beginning January 1, 2021 and bear an interest rate of 5.00%. The term bonds are subject to mandatory sinking fund redemptions beginning January 1, 2027. Interest is payable on January 1 and July 1 of each year. The Series

NORTH TEXAS TOLLWAY AUTHORITY
NOTES TO BASIC FINANCIAL STATEMENTS

December 31, 2009

2003A Bonds are subject to redemption prior to maturity at the option of the Authority on January 1, 2013 or on any date thereafter at a price of par plus accrued interest to the date of redemption.

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 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. The deferred amount ending balance for the year ended December 31, 2009 was \$7,831,333. Amortization of the deferred amount on the refunding was \$193,753 for the year ended December 31, 2008. Outstanding principal on the Series 1995 Bonds in escrow is \$26,695,000 as of December 31, 2009.

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 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 2008C Bonds. The deferred amount ending balance for the year ended December 31, 2009 was \$4,598,780. Amortization of the deferred amount on the refunding was \$1,405,759 for the year ended December 31, 2009.

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 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. The deferred amount ending balance for the year ended December 31, 2009 was \$9,634,093. Amortization of the deferred amount on the refunding was \$387,676 for the year ended December 31, 2009. Outstanding principal on the Series 2005A Bonds in escrow is \$215,185,000 on December 31, 2009.

**NORTH TEXAS TOLLWAY AUTHORITY
NOTES TO BASIC FINANCIAL STATEMENTS**

December 31, 2009

Series 2008C: The \$19,370,000 North Texas Tollway Authority Taxable Revenue Refunding Bonds, Series 2008C were issued on April 3, 2008 for the purpose of refunding \$18,375,000 of Series 2003C Serial Bonds maturing January 1, 2009 and January 1, 2010. Interest is payable January 1 and July 1, and principal is payable on January 1 of each year. The issue includes serial bonds bearing interest at 4% to 4.25% maturing on January 1, 2009 and January 1, 2010.

The difference between the reacquisition price and the net carrying amount of the Series 2003C Bonds (\$1,741,111) was deferred and is being amortized over the stated term of the Series 2008C Bonds. The deferred amount ending balance for the year ended December 31, 2009 was \$-0-. Amortization of the deferred amount on the refunding was \$1,476,989 for the year ended December 31, 2009.

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.

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 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. The deferred amount ending balance for the year ended December 31, 2009 was \$440,706. Amortization of the deferred amount on the refunding was \$366,383 for the year ended December 31, 2009.

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.

Series 2008G: The \$124,750,000 North Texas Tollway Authority Revenue Refunding Bonds, Series 2008G Put Bonds with an Initial Multiannual period, were issued June 30, 2008 for the purpose of refunding \$125,245,000 of Series 2003B Bonds. Interest accrues on the Series 2008G Bonds at the Initial Interest Rate of 5% and is payable January 1 and July 1 of each year, commencing January 1, 2009. The bonds are subject to mandatory tender on January 1, 2010. On the Mandatory Tender Date, 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 2008G 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 Bonds refunded the Series 2008G bonds prior to the Mandatory Tender Date.

**NORTH TEXAS TOLLWAY AUTHORITY
NOTES TO BASIC FINANCIAL STATEMENTS**

December 31, 2009

The difference between the reacquisition price and the net carrying amount of the Series 1997 Bonds \$3,926,840 was deferred and is being amortized over the stated term of the Series 2008G Bonds. The deferred amount ending balance for the year ended December 31, 2009 was \$0- because the Series 2009C Bonds refunded the Series 2008G Bonds.

Series 2008H: On September 24, 2008, the Authority issued \$409,040,000 of North Texas Tollway Authority Revenue Refunding Bonds, Series 2008H Put Bonds with an Initial Multiannual period for the purpose of refunding \$324,870,000 of the Bond Anticipation Notes that were issued in November 2007. Interest accrues on the bonds at the Initial Interest Rate of 5% and is payable January 1 and July 1 of each year, commencing January 1, 2009. The Series 2008H Bonds were issued in subseries. The bonds are subject to a mandatory tender on the following Mandatory Tender Dates: Subseries 2008H-1 on January 1, 2011 and Subseries 2008H-2 on January 1, 2013. On the Mandatory Tender Dates, 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 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 2008H Bonds will bear interest at the rate of 12.00% per annum from the Mandatory Tender Date until purchased upon a subsequent remarketing.

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.

Series 2008J: The Authority issued \$100,000,000 of North Texas Tollway Authority First Tier Revenue Bonds, Series 2008J on November 4, 2008 for the purpose of funding development and construction of components of the Authority, including the 121 Tollway, LLTB, and the PGBT Eastern Extension. These index floating rate mode bonds were delivered pursuant to a private placement with Banc of America Securities LLC. Under such mode, interest is based on a fixed spread above the "Securities Industry and Financial Markets Association Municipal Swap Index" ("SIFMA") announced weekly by Municipal Market Data. The interest rate is reset every Thursday at the SIFMA index for that week plus the fixed spread. Interest is paid to bondholders on the first business day of each month. For the first three years, the rate is set at SIFMA plus 2.5%, provided the Authority's credit ratings remain the same. The bonds mature on January 1, 2039 and may be redeemed at the option of the Authority prior to that date.

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.

Series 2008L: On November 4, 2008 the Authority issued \$220,000,000 of North Texas Tollway Authority Revenue Refunding Bonds, Series L Put Bonds with an Initial Multiannual period, for the purpose of refunding \$168,225,000 of the Bond Anticipation Notes that were issued in November 2007. Interest accrues on the bonds at the Initial Interest Rate of 5.5% and 6.0% and is payable January 1 and July 1 of each year, commencing January 1, 2009. The bonds were issued in two subseries. The bonds are subject to mandatory tender on the following Mandatory Tender Dates: Subseries 2008L-1 on January 1, 2011 and Subseries 2008L-2 on January 1, 2013. 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

**NORTH TEXAS TOLLWAY AUTHORITY
NOTES TO BASIC FINANCIAL STATEMENTS**

December 31, 2009

to have been rescinded and the Series 2008L Bonds will bear interest at the rate of 12.00% per annum from the Mandatory Tender Date until purchased upon a subsequent remarketing.

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 Assets. The Authority obtained a present value loss of \$16,920,933.

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. The deferred amount ending balance for the year ended December 31, 2009 was \$11,014,389. Amortization of the deferred amount on the refunding was \$1,599,067 for the year ended December 31, 2009.

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 debt service 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 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 2008G Bonds. The deferred amount ending balance for the year ended December 31, 2009 was \$3,957,151. Amortization of the deferred amount on the refunding was \$27,213 for the year ended December 31, 2009. Outstanding principal on the portion of the Series 2008E-1 Bonds in escrow is \$37,600,000. Outstanding principal on the Series 2008G Bonds in escrow is \$124,750,000. These amounts are as of December 31, 2009.

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.

NORTH TEXAS TOLLWAY AUTHORITY
NOTES TO BASIC FINANCIAL STATEMENTS

December 31, 2009

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 Assets. The Authority obtained a present value gain of \$11,463,491.

The difference between the reacquisition price and the net carrying amount of the 2008E-1 Bonds refunded by 2009D of \$1,072,218 was deferred and is being amortized over the stated term of the Series 2008E-1 Bonds. The deferred amount ending balance for the year ended December 31, 2009 was \$1,065,641. Amortization of the deferred amount on the refunding was \$6,577 for the year ended December 31, 2009. Outstanding principal on the Series 2008E-1 Bonds in escrow is \$172,400,000 as of December 31, 2009.

NORTH TEXAS TOLLWAY AUTHORITY
NOTES TO BASIC FINANCIAL STATEMENTS
December 31, 2009

The following schedule summarizes the revenue bonds outstanding as of December 31, 2009:

Description of Issue	As of December 31, 2009				
	Beginning Balance	Additions	Matured or Retired	Ending Balance	Due within one year
Series '97	\$ 69,000,000	\$ -	\$ (58,505,000)	\$ 10,495,000	\$ 10,495,000
Series '97A	105,070,000	-	(60,385,000)	44,685,000	1,340,000
Series '98	100,540,000	-	(21,635,000)	78,905,000	760,000
Series '03A	225,000,000	-	-	225,000,000	-
Series '05A	3,905,000	-	(3,905,000)	-	-
Series '05C	340,260,000	-	(161,950,000)	178,310,000	-
Series '08A	1,770,285,000	-	(4,950,000)	1,765,335,000	5,630,000
Series '08B	237,395,000	-	(3,310,000)	234,085,000	4,125,000
Series '08C	19,370,000	-	(9,550,000)	9,820,000	9,820,000
Series '08D	417,826,981	25,195,930	-	443,022,911	-
Series '08E	600,000,000	-	(210,000,000)	390,000,000	-
Series '08F	1,000,000,000	-	-	1,000,000,000	-
Series '08G	124,750,000	-	(124,750,000)	-	-
Series '08H	409,040,000	-	-	409,040,000	-
Series '08I	203,372,185	13,024,919	-	216,397,104	-
Series '08J	100,000,000	-	-	100,000,000	-
Series '08K	205,000,000	-	-	205,000,000	-
Series '08L	220,000,000	-	-	220,000,000	-
Series '09A	-	418,165,000	-	418,165,000	-
Series '09B	-	825,000,000	-	825,000,000	-
Series '09C	-	170,730,000	-	170,730,000	-
Series '09D	-	178,400,000	-	178,400,000	-
	<u>6,150,814,166</u>	<u>1,630,515,849</u>	<u>(658,940,000)</u>	<u>7,122,390,015</u>	<u>32,170,000</u>
Less:					
Unamortized deferred amount on refunding of revenue bonds	37,003,509	17,724,481	(12,170,162)	42,557,828	-
Bond discount/premium	19,749,049	6,869,273	(1,168,230)	25,450,092	-
Totals	\$ 6,094,061,608	\$ 1,605,922,095	\$ (645,601,608)	\$ 7,054,382,095	\$ 32,170,000

Deferred Amount on Refunding/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 deferred amount of refunding for the year ended on December 31, 2009 was \$42,557,828. The discount (premium) costs for the year ended on December 31, 2009 was \$25,450,092.

NORTH TEXAS TOLLWAY AUTHORITY
NOTES TO BASIC FINANCIAL STATEMENTS
December 31, 2009

The revenue bond debt service requirements below are prepared as of December 31, 2009:

Year	Total Revenue Bonds		Capitalized Interest	BAB Subsidy	Total
	Principal amount	Interest amount			
Due January 1					
2010	\$ 32,170,000	\$ 350,667,479	\$ (221,161,857)	\$ (17,188,983)	\$ 144,486,639
2011	29,685,000	363,895,681	(192,333,030)	(19,398,225)	181,849,426
2012	28,980,000	359,748,556	(125,044,585)	(19,398,225)	244,285,746
2013	17,605,000	355,707,071	(37,536,760)	(19,398,225)	316,377,086
2014	1,500,000	353,301,086	-	(19,398,225)	335,402,861
2015 – 2019	143,080,000	1,828,000,305	-	(96,991,125)	1,874,089,180
2020 – 2024	611,395,000	1,727,023,558	-	(96,991,125)	2,241,427,433
2025 – 2029	982,106,254	1,704,599,888	-	(96,991,125)	2,589,715,017
2030 – 2034	1,273,270,715	1,765,980,667	-	(96,991,125)	2,942,260,257
2035 – 2039	1,694,342,426	1,455,195,386	-	(96,991,125)	3,052,546,687
2040 – 2044	1,408,208,366	646,710,542	-	(76,059,911)	1,978,858,997
2045 – 2049	840,625,000	132,885,913	-	(27,740,226)	945,770,687
Interest Accretion	59,422,254	(59,422,254)	-	-	-
	<u>\$ 7,122,390,015</u>	<u>\$10,984,293,878</u>	<u>\$ (576,076,232)</u>	<u>\$ (683,537,645)</u>	<u>\$16,847,070,016</u>

The Interest and Sinking and Reserve Accounts required by the Trust Agreement have been established with the Trustee. The balances as of December 31, 2009 were:

	Cash and Investment Balance	Trust Requirement
Bond interest account *	\$ 165,145,707	\$ 165,326,496
Debt service reserve account **	410,768,378	359,224,274
Redemption account	32,170,000	32,170,000
Total	<u>\$ 608,084,085</u>	<u>\$ 556,720,770</u>

Bond interest account – Interest payment due at next due date

Debt service reserve account – Average annual debt service payment

Redemption account – Principal payment due at next due date

* A difference was transferred 1/4/2010 which is related to 2008J and 2009D variable rate bonds

** Debt Service Reserve account per the trust agreement is not valued at market price, but amortized value. The amortized value at 12/31/09 was \$408,110,586.

SWAP Transactions

History. In 2004, the Authority entered into multiple interest rate swap transactions in the collective notional amount of \$202,720,000 pursuant to ISDA Master Agreements dated and effective as of August 20, 2004 (the “2004 ISDA Master Agreements”) with Citibank N.A., New York, Bear Stearns Financial Products Inc. and Lehman Brothers Special Financing Inc. (the “Swap Providers”) 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”).

**NORTH TEXAS TOLLWAY AUTHORITY
NOTES TO BASIC FINANCIAL STATEMENTS**

December 31, 2009

Concurrently 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, pursuant to the 2004 ISDA Master Agreements 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").

On May 15, 2009, Bear Stearns Financial Products merged with JPMorgan Chase Bank N.A. and all derivative transactions were transferred from Bear Stearns Financial Products to JPMorgan Chase Bank N.A.

On August 14, 2009, \$5,375,000 for the 2004 Swap and \$706,700 for the 2005 Swap was paid to the swap counterparties to terminate a portion of each respective swap. Currently, the notional amount for the 2004 Swap and the 2005 Swap is \$84,060,000 and \$94,230,000 respectively. The swap counterparties 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 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.

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 were 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, 2009, rates were as follows: (see example in table below)

Interest rate swap:	Terms	2004 Swap Rates	2005 Swap Rates
		December 31, 2009	December 31, 2009
Fixed payment to counterparties	Fixed	3.673%	3.533%
Variable payment from counterparties	67% of 1-Month LIBOR	0.157%	0.157%
Net interest rate swap payments		3.516%	3.376%
2009D Variable-rate bond coupon payments	SIFMA + 185	2.070%	2.070%
Synthetic interest rate on bonds		5.586%	5.446%

*175bps LOC fee & 10bps remarketing fee

**NORTH TEXAS TOLLWAY AUTHORITY
NOTES TO BASIC FINANCIAL STATEMENTS**

December 31, 2009

Fair value. As of December 31, 2009, the Swap Transactions had a negative fair value of \$15,004,101. 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 value was calculated by staff using a market quotation from the Swap Providers and verified by the Authority's Swap Advisor, RBC Capital Markets.

Credit risk. As of December 31, 2009, 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 derivative's fair value.

If the respective Swap Provider's 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., it is required to post collateral to the Authority's credit.

As of December 31, 2009, 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 A1/A+ and JPMorgan Chase Bank N.A. Aa1/AA-. 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.

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.

Liquidity risk. Risk relating to the swap termination insured by FGIC, the Authority may be required to post collateral if FGIC is downgraded to below "A-" by S&P or "A3" by Moody's. If FGIC is so downgraded, *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 payment amount owed by the Authority to JPMorgan Chase Bank N.A. FGIC was downgraded 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.

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 owed to 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 at the termination the swap has a negative fair value, 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.

**NORTH TEXAS TOLLWAY AUTHORITY
NOTES TO BASIC FINANCIAL STATEMENTS**

December 31, 2009

Swap payments and associated debt. Using rates as of December 31, 2009, 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.

2009D Bonds Associated with Swaps					
Fiscal Year	Principal amount		Interest amount*		Total
2010	\$	-	\$	9,719,820	\$ 9,719,820
2011		-		9,719,820	9,719,820
2012		-		9,746,446	9,746,446
2013		-		9,719,820	9,719,820
2014		-		9,719,820	9,719,820
2015		-		9,719,820	9,719,820
2016		-		9,746,449	9,746,449
2017		-		9,719,820	9,719,820
2018		-		9,719,820	9,719,820
2019		-		9,581,890	9,581,890
2020		-		9,462,483	9,462,483
2021		-		9,125,294	9,125,294
2022		-		8,792,865	8,792,865
2023		-		8,471,001	8,471,001
2024		-		8,148,112	8,148,112
2025		-		7,760,400	7,760,400
2026		-		7,760,400	7,760,400
2027		-		7,760,400	7,760,400
2028		-		7,781,661	7,781,661
2029		-		7,760,400	7,760,400
2030		-		7,760,400	7,760,400
2031		-		7,760,400	7,760,400
2032		-		7,781,661	7,781,661
2033		-		7,760,400	7,760,400
2034		-		7,760,400	7,760,400
2035		-		7,760,400	7,760,400
2036		-		7,781,661	7,781,661
2037		-		7,760,400	7,760,400
2038		-		7,760,400	7,760,400
2039		-		7,760,400	7,760,400
2040		-		7,781,661	7,781,661
2041		-		7,760,400	7,760,400
2042		-		7,760,400	7,760,400
2043		-		7,760,400	7,760,400
2044		32,000,000		7,781,661	39,781,661
2045		33,800,000		6,368,400	40,168,400
2046		35,600,000		4,898,100	40,498,100
2047		37,500,000		3,349,500	40,849,500
2048		39,500,000		1,722,958	41,222,958
TOTAL	\$	178,400,000	\$	312,766,543	\$ 491,166,546

*Includes interest rates for both swap payments, plus the assumed variable rate amount.

**NORTH TEXAS TOLLWAY AUTHORITY
NOTES TO BASIC FINANCIAL STATEMENTS**

December 31, 2009

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 may be issued to provide interim financing for new projects and other capital improvements and to finance equipment purchases for projects of the Authority. In fiscal year 2009, the Authority issued \$49,450,000 of commercial paper to: finance the design, engineering and other preliminary construction costs for the Southwest Parkway/Chisholm Trail project, President George Bush Turnpike (PGBT) Eastern Extension, Phase 4 of the Dallas North Tollway, the conversion of PGBT to all-electronic toll collection and other capital improvements to the NTTA System. In February 2009, available cash was used to pay \$43,000,000 of outstanding commercial paper. In August 2009, \$90,950,000 of outstanding commercial paper was retired. As of December 31, 2009, \$5,200,000 was outstanding with an interest rate of 0.35%.

Commercial paper notes are supported by a letter of credit with Bank of America in excess of \$200,000,000 and constitute a Third 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 Third Tier lien on Authority revenues. No such advances have occurred. The credit agreement was renewed on October 16, 2009 and will expire on January 2, 2011.

Short-term debt activities for the year ended December 31, 2009, were as follows:

	Balance at December 31, 2008	Additions	Reductions	Balance at December 31, 2009
Commercial Paper Notes	\$ 89,700,000	\$ 49,450,000	\$ 133,950,000	\$ 5,200,000

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 \$7,750,000 was made on January 4, 2010 for the fiscal year of 2009. The loan payable was \$146,609,022 and accrued interest payable was \$6,157,579 as of December 31, 2009.

TxDOT has incurred \$4,600,000 in costs for interchange improvements relating to the PGBT, which will be repaid by the Authority. Repayment of these costs will be paid in annual payments, without interest of \$500,000 beginning on October 1 of the year after the ISTEA loan is fully paid, currently 2029. The final payment will be in 2039.

NORTH TEXAS TOLLWAY AUTHORITY
NOTES TO BASIC FINANCIAL STATEMENTS
December 31, 2009

Debt service requirements on the TxDOT loan payable and TxDOT ISTE A loan payable subsequent to December 31, 2009 are as follows:

Fiscal years	TxDOT Loan payable		TxDOT ISTE A Loan payable	
	Principal	Interest	Principal	Interest
2010	\$ -	\$ -	\$ 1,592,421	\$ 6,157,579
2011	-	-	2,159,303	6,090,697
2012	-	-	2,249,993	6,000,007
2013	-	-	2,344,493	5,905,507
2014	-	-	2,192,962	5,807,038
2015 - 2019	-	-	15,968,222	27,531,778
2020 - 2024	-	-	52,270,602	21,268,983
2025 - 2029	-	-	67,831,026	8,780,955
2030 - 2034	2,500,000	-	-	-
2034 - 2039	2,100,000	-	-	-
Total principal and interest	\$ 4,600,000	\$ -	\$ 146,609,022	\$ 87,542,544

(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 TCERS. Information related to the TCERS, 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

TCERS, 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 TCERS member at the time of their employment regardless of their age, unless the individual is ineligible for one of the reasons specified by the TCERS (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 8.49% of wages up to a maximum of \$225,000, respectively, at December 31, 2009.

Once an individual reaches vested status, he or she may end employment with a TCERS 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.

**NORTH TEXAS TOLLWAY AUTHORITY
NOTES TO BASIC FINANCIAL STATEMENTS**

December 31, 2009

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, 2009, was \$3,025,319 based on a covered payroll of \$35,998,433. The Authority made the actuarially required contribution. Employee contributions to the plan for the year ended December 31, 2009 were \$2,119,141.

A separate audited GAAP-basis pension plan report for TCDRS is available at www.tcdrs.org/docs.

Actuarial valuation information (unaudited)

	December 31, 2006	December 31, 2007	December 31, 2008
Actuarial valuation date	2006	2007	2008
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	15.0	15.0	20.0
Asset valuation method	SAF:10-yr smooth value ESF: Fund value	SAF:10-yr smooth value ESF: Fund value	SAF:10-yr smooth value ESF: Fund value
Actuarial assumptions:			
Investment return**	8.0%	8.0%	8.0%
Projected salary increases	5.3%	5.3%	5.3%
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 2009*

Funded Status and Funding Progress

As of December 31, 2008, the most recent actuarial valuation date, the plan was 93.60% funded. The actuarial accrued liability for benefits was \$35,480,892, and the actuarial value of assets was \$33,209,419, resulting in an unfunded actuarial accrued liability (UAAL) of \$2,271,473. The covered payroll was \$32,589,789, and the ratio of the UAAL to the covered payroll was 6.97%.

The schedule of funding progress, presented as RSI following the notes to the financial statements, presents multiyear trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liability for benefits.

**NORTH TEXAS TOLLWAY AUTHORITY
NOTES TO BASIC FINANCIAL STATEMENTS**

December 31, 2009

**Trend information for the retirement plan
for the employees of the Authority**

<u>Accounting year ended</u>	<u>Annual pension cost (APC)</u>	<u>Percentage of APC contributed</u>	<u>Net pension obligation</u>
December 31, 2007	\$2,675,465	100%	\$ -
December 31, 2008	\$2,745,973	100%	\$ -
December 31, 2009	\$2,119,141	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 TexaSaver 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 TexaSaver 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 TexaSaver 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, 2009 were \$1,219,865 based on a covered payroll of \$34,626,089.

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.

**NORTH TEXAS TOLLWAY AUTHORITY
NOTES TO BASIC FINANCIAL STATEMENTS**

December 31, 2009

(7) Risk Management

In 1997, the Authority terminated its limited risk management program for workers' compensation. The remaining liability for claims is reported in the Operation and Maintenance Fund. As of December 31, 2009, \$407,842 is accrued to recognize actuarially determined claim liabilities. No claims have been filed in the years 2007, 2008 or 2009.

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 2006-2009. There has not been any significant reduction of coverage.

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 Assets.

(8) Post Employment Benefits

Other Post Employment Benefits

Beginning in fiscal year 2008, the Authority implemented Governmental Accounting Standards Board (GASB) Statement 45 for other post employment benefits provided to retirees on a prospective basis.

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. The Authority also has an OPEB trust, the Dallas-Fort Worth Transition Trust established in 1997 as part of the legislative action which created the Authority.

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 \$385 per month for retiree only coverage \$605.7 for retiree and spouse, \$532.9 for retiree and children, and \$753.2 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 56 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 year ended December 31, 2009 was \$279,226; which was 100% of the required contribution for that period.

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

**NORTH TEXAS TOLLWAY AUTHORITY
NOTES TO BASIC FINANCIAL STATEMENTS**

December 31, 2009

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	
	Retiree	Spouse	Retiree	Spouse
EPO	\$ 3,432	\$ 3,648	\$ -	\$ -
PPO	3,864	4,092	-	-
BLU	3,372	3,708	-	-
PSS	-	-	1,792	1,792
PMA	-	-	607	607

The required contribution is based on the projected pay-as-you-go financing requirements. For fiscal year 2009 expenses of \$ 14,553 were recognized for the post employment health care premiums paid. This represents 46.8% 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, 2009:

	<u>2008</u>	<u>2009</u>
Annual Required Contribution	\$ 1,147,229	\$ 1,147,229
Interest on Net OPEB Obligation	-	-
Adjustment to Annual Required Contribution	-	-
Annual OPEB Cost (expense)	<u>1,147,229</u>	<u>1,147,229</u>
Payments Made	<u>17,344</u>	<u>(14,553)</u>
Increase in Net OPEB Obligation	<u>1,164,573</u>	<u>1,132,676</u>
Net OPEB Obligation - Beginning of Year	<u>2,899,270</u>	<u>4,063,843</u>
Net OPEB Obligation - End of Year	<u>\$ 4,063,843</u>	<u>\$ 5,196,519</u>

For 2009, the Authority's annual OPEB cost of \$1,147,229 was equal to the ARC.

Fiscal Year Ended	Annual Required Contribution	Annual OPEB Cost Contributed	Current OPEB Obligation	Net OPEB Obligation
12/31/2008	\$ 1,147,229	1.51%	\$ 1,129,885	\$ 4,063,843
12/31/2009	\$ 1,147,229	1.26%	\$ 1,147,229	\$ 5,196,519

NORTH TEXAS TOLLWAY AUTHORITY
NOTES TO BASIC FINANCIAL STATEMENTS

December 31, 2009

Funded Status and Funding Progress – The funded status of the plan as of January 1, 2008, the most recent actuarial valuation date, was as follows:

Actuarial accrued liability (AAL)	\$ 6,004,945
Actuarial value of plan assets	-
Unfunded actuarial accrued liability (UAAL)	\$ 6,004,945
Funded ratio (actuarial value Of plan assets/AAL)	0%
Covered payroll (active plan members)	\$28,746,776
UAAL as a percentage of covered payroll	21%

Actuarial valuation of an ongoing plan involves estimates of the value of reported amounts and assumptions about 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, 2008, actuarial valuation, the projected unit credit actuarial cost method was used. The actuarial assumptions included a discount rate of 5.5% (net of administrative expenses) and an annual healthcare cost trend rate of 9% for 2008, 8.5% for 2009 reduced by decrements of .05% percent to an ultimate rate in 2016 of 5%. The actuarial assumptions include an investment rate of return at 5.5% and projected salary increases at 4.0%. The Authority's unfunded actuarial accrued liability is being amortized as a level percentage of projected payrolls on an open basis. At January 1, 2008 the remaining amortization period was 30 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. There are only two remaining retired employees receiving benefits from ERS GBP. Payments during fiscal year were \$ 8,852; which was 100% of the required contribution for the period. The trust currently has \$ 429,178 in net assets. Due the limited number of participants no valuation was done.

(9) Disaggregation of Receivable Balances

The Authority has an unrestricted accounts receivable balance of \$17,284,951 and a restricted accounts receivable balance of \$1,399,537 as of December 31, 2009. The restricted balance of \$1,359,196 is due from TXDOT and \$40,341 from City of Plano related to various construction agreements; the unrestricted balance consist of \$6,805,803 for video tolls net of allowance for doubtful accounts of \$8,572,648, \$9,459,815 from TXDOT for several capital projects, \$6,989 from TTA, \$778,055 from interoperable agencies, \$234,289 is from damage claims.

(10) Commitments and Contingencies

The Authority currently has \$1,804,527,296 in cash and investments with approximately \$435,017,351 restricted for capitalized interest and \$632,172,248 restricted for construction. The Authority has \$46,808,614 in current liabilities that are comprised of construction-related payables at December 31, 2009. Additionally the Authority

**NORTH TEXAS TOLLWAY AUTHORITY
NOTES TO BASIC FINANCIAL STATEMENTS**

December 31, 2009

has contract and purchase order commitments at December 31, 2009 aggregating \$1.083 billion. This amount includes \$842.9 million of construction contracts payable from restricted funds and the issuance of debt, \$96.7 million reimbursable from TxDOT; and \$143.4 payable from various other funds.

The Authority is currently evaluating several Authority maintenance, rehabilitation, and capital improvement projects with an estimated cost of approximately \$1.1 billion, which may be funded from the Authority's Reserve Maintenance Fund, the Construction Fund, or the Capital Improvement Fund over the next six years.

The Authority has an operating lease agreement for the rental of the TollTag Store. The term of the lease was extended through June 30, 2010. Lease expense for the year ended December 31, 2009 totaled \$90,228, under this lease. The following represents required remaining payments under the terms of the TollTag Store lease agreement:

2010		\$ <u>44,798</u>
TollTag Store at Inwood location		\$ <u><u>44,798</u></u>

The Authority entered into a property management agreement on February 12, 2007 and ending February 28, 2011, to manage existing leases of the Gleneagles buildings. An operating account funded with operating lease payments was established for the Manager to handle all expenses. As of December 31, 2009 this account had a balance of \$281,318. The building complex encompasses 163,380 square feet of which 61,662 is occupied by the Authority, 52,887 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 expiring March 31, 2010, one for 30,518 sq. ft. beginning July 1, 2005 and expiring December 31, 2010. The following represents minimum future rentals on non-cancelable operating lease agreements:

2010		\$ <u>621,541</u>
Gleneagles Offices Complex		\$ <u><u>621,541</u></u>

The Authority has entered into a building lease agreement for the rental of one of the Frisco Center Properties in the City of Frisco. The term of the lease was beginning on July 1, 2008 through July 31, 2010. The building complex encompasses 146,800 square feet of which 36,960 are occupied by the Authority. The lease agreement indicated that the Authority will pay \$29,036 per month (\$23,901 for building lease; \$1,540 for operating expenses; \$3,595 for tax valuation of building and land), starting on July 1, 2008. Lease expenses for the year ended on December 31, 2009 totaled \$333,146, under this lease. The following represents the required remaining payments under the terms of the building lease agreement:

2010		\$ <u>358,891</u>
Frisco Center Properties (lease)		\$ <u><u>358,891</u></u>

(11) Subsequent Events

On February 17, 2010, it was announced that the NTTA was the recipient of a \$20 million TIGER grant for the SH 161 toll project. The grant was made available through the U.S. Department of Transportation with funds provided through the American Recovery and Reinvestment Act. The grant can be used to support a loan of up to \$ 400 million.

On February 26, 2010, the Board of Directors approved several Resolutions related to the SH 161 toll project. The Resolutions accomplished the following:

- Authorized the commitment of the NTTA to make the \$ 458 million upfront payment to TxDOT and to accept the State Highway 161 toll project.

NORTH TEXAS TOLLWAY AUTHORITY
NOTES TO BASIC FINANCIAL STATEMENTS

December 31, 2009

- Authorized the Executive Director to execute and deliver on behalf of the NTTA the Toll Equity Loan Agreement (TELA). The TELA will provide financial assistance in the form of a loan, if needed, to cover certain eligible costs of the SH 161 project.

Prior to accepting the SH 161 project in February, 2010, the NTTA had been maintaining the toll way and collecting tolls since it opened to traffic on August 1, 2009. The revenues and costs associated with the operation and maintenance of the road during that period are not included in the System's financial statements. However, a payable is included on the Statement of Net Assets to reflect the System's obligation to the project because of this activity. The revenues and costs for the period are provided below:

Revenues	\$ 1,038,980
Maintenance expense	96,214
Administrative expense	248,270

In the future, SH 161 will be reported as NTTA Special Projects Fund, a discrete enterprise fund of the Authority.

On February 26, 2010, the Board of Directors approved several Resolutions related to the Southwest Parkway/Chisholm Trail Parkway (SWP/CT) project. The Resolutions accomplished the following:

- Authorized the execution of a supplement to the TELA to provide for the support of the SWP/CT project
- Authorized the Executive Director to finalize, execute and deliver on behalf of the NTTA the Stipulated Value Agreement.
- Authorized the Executive Director to continue to work to advance the development of the project.

The Board's decision on whether to undertake Southwest Parkway/Chisholm Trail Parkway will be made some time in late 2010. If the Board opts to take on the project it will be reported as a part of the NTTA Special Projects Fund.

On May 13, 2010 the Authority issued Series 2010A Revenue Bonds in the aggregate principal amount of \$90,000,000, for the purpose of financing a portion of the costs of the construction and development of SH 161 and either a portion of the costs of construction and development of Southwest Parkway or other capital projects of the Authority. Interest is payable February 1 and August 1, commencing February 1, 2011. The Series 2010A Bonds were issued as one term bond with a maturity of February 1, 2023 and an interest rate of 6.25%

On May 13, 2010 the Authority issued Series 2010B Revenue Bonds in the aggregate principal amount of \$310,000,000, for the purpose of financing a portion of the costs of the construction and development of SH 161 and either a portion of the costs of construction and development of Southwest Parkway or other capital projects of the Authority. Interest is payable February 1 and August 1, commencing February 1, 2011. These bonds are entitled to a direct payment subsidy from the United States Treasury in an amount equal to 35% of the debt service due on each payment date. The Authority must request this subsidy prior to each interest payment date. The total consists of two subseries: Series 2010B-1: \$50,000,000 of 8.410% Term Bond due February 1, 2030; and Series 2010B-2 \$260,000,000 of 8.910% Term Bond due February 1, 2030.

As of December 31, 2009, the Authority had a liability of \$4,600,000, which were amounts incurred by TxDOT for costs for interchange improvements relating to the PGBT. The repayment of this amount was scheduled to be paid in annual payments, without interest, of \$500,000 beginning on October 1 of the year after the ISTEAL loan is fully paid, which is currently 2029. The final payment was scheduled to be made in 2039. Because construction fund proceeds from the Series 1990 Bonds were available to make the payment, the Authority exercised the decision to pay the \$4,600,000 on April 30, 2010.

NORTH TEXAS TOLLWAY AUTHORITY
 Required Supplementary Information
 December 31, 2009

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 General Engineering Consultant, HNTB Corporation. 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 were complete in 2009.

The infrastructure assets include the President George Bush Turnpike (PGBT), the Dallas North Tollway (DNT), the Addison Airport Toll Tunnel (AATT), the Mountain Creek Lake Bridge (MCLB), Sam Rayburn Tollway (SRT), Main Lane Plazas, Ramp Plazas, maintenance shops, administration buildings, and IT lane equipment. The roadways are a major transportation network consisting of 92 centerline miles of high-speed roadways, 50 interchanges, 10 main lane toll plazas, 54 ramp toll plazas, 226 bridges, one tunnel, and other structures and appurtenances. All assets combined totaled approximately \$1.76 billion in current replacement value for FYE 2008.

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 assets under Authority jurisdiction. The evaluation resulted in an average Condition Index of 9.0 for all of the assets combined. The following table shows the Condition Index for the years 2005 through 2009.

Condition Index Table		
Condition Index		
Fiscal Year	Current	Goal
2009	9.0	8.0
2008	9.0	8.0
2007	8.9	8.0
2006	8.9	8.0
2005	8.8	8.0

Condition Assessment and Inventory

A comprehensive condition assessment on all the Authority's assets was conducted from fall of 2007 to May 2008. The Authority's Maintenance Management Consultant performed condition assessments of the Authority's roadways including pavement, bridges, and facilities. Fleet, being the fourth major asset, was inspected and evaluated by the NTTA staff. Assessment procedures and representative work samples were reviewed by NTTA's General Engineering Consultants, HNTB Corporation.

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%).

NORTH TEXAS TOLLWAY AUTHORITY

Required Supplementary Information

December 31, 2009

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 92 centerline miles (approximately 614 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 2003 through 2009.

<u>Fiscal year</u>	<u>Budget</u>	<u>Actual</u>
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 AUTHORITY
 Required Supplementary Information
 December 31, 2009

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]
12/31/08	\$ 33,209,419	\$ 35,480,892	\$ 2,271,473	93.60%	\$ 32,589,789	6.97%
12/31/07	29,459,126	29,842,359	383,233	98.72%	30,611,880	1.25%
12/31/06	24,057,082	24,286,068	228,986	99.06%	26,091,290	0.88%

Schedule of Funding Progress
Other Post Employment Benefits
 Last calendar year
 (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]
01/01/08	—	\$ 6,004,945	\$ 6,004,945	—	\$ 28,746,776	20.89%

INTENTIONALLY LEFT BLANK

NORTH TEXAS TOLLWAY AUTHORITY
Schedule of Net Assets by Trust Accounts
December 31, 2009

Assets	Total	Interfund eliminations/ reclassifications	Construction and property account	Revenue account	Operation and maintenance account
Current assets:					
Cash and cash equivalents (note 3)	\$ 12,630,596	-	-	2,754,083	12,091,113
Investments (note 3)	116,192,324	-	-	67,796,107	3,047
Accrued interest receivable	53,423	-	-	27,772	-
Interfund receivable	-	(108,077,099)	-	-	2,461,876
Accounts receivable (net of allowance for uncollectibles) (note 9)	17,284,951	-	-	7,581,636	243,500
Inventory, at average cost	2,084,198	-	-	-	2,084,198
Prepaid expenses	732,986	-	-	-	702,188
Total current unrestricted assets	<u>148,978,478</u>	<u>(108,077,099)</u>	<u>-</u>	<u>78,159,598</u>	<u>17,585,922</u>
Current restricted assets:					
Restricted assets:					
Restricted for construction:					
Cash and cash equivalents (notes 3 and 10)	22,605,233	-	22,605,233	-	-
Investments (notes 3 and 10)	590,766,765	-	590,766,765	-	-
Accrued interest receivable	3,378,673	-	3,378,673	-	-
Accounts receivable	1,399,537	-	1,399,537	-	-
Restricted for debt service:					
Cash and cash equivalents (notes 3 and 5)	-	-	-	-	-
Investments (notes 3 and 5)	537,940,306	-	178,599,336	-	-
Accrued interest receivable	919,487	-	-	-	-
Restricted for pension benefits and other purposes:					
Cash and cash equivalents (notes 3 and 5)	(266)	-	-	-	-
Investments (notes 3 and 5)	430,958	-	-	-	-
Accrued interest receivable	28	-	-	-	-
Total current restricted assets	<u>1,157,440,721</u>	<u>-</u>	<u>796,749,544</u>	<u>-</u>	<u>-</u>
Total current assets	<u>1,306,419,199</u>	<u>(108,077,099)</u>	<u>796,749,544</u>	<u>78,159,598</u>	<u>17,585,922</u>
Noncurrent assets:					
Investments for unrestricted assets (note 3)	-	-	-	-	-
Investments restricted for construction (note 3)	18,800,250	-	18,800,250	-	-
Investments restricted for debt service (note 3)	505,161,130	-	256,418,015	-	-
Accounts receivable (note 9)	-	-	-	-	-
Deferred improvement costs	-	-	-	-	-
Deferred financing costs	83,000,523	-	83,000,523	-	-
Deferred feasibility study costs	156,023,404	-	-	-	-
Deferred amount on refunding	-	(42,557,828)	42,557,828	-	-
Capital assets (net of accumulated depreciation) (note 4)	5,862,415,577	(25,450,092)	5,887,865,669	-	-
Total noncurrent assets	<u>6,625,400,884</u>	<u>(68,007,920)</u>	<u>6,288,642,285</u>	<u>-</u>	<u>-</u>
Total assets	<u>7,931,820,083</u>	<u>(176,085,019)</u>	<u>7,085,391,829</u>	<u>78,159,598</u>	<u>17,585,922</u>
Liabilities					
Current liabilities:					
Accounts and retainage payable	25,064,534	-	-	856,405	4,868,997
Accrued liabilities	14,583,998	-	8,621,862	-	5,866,368
Interfund payable	-	(108,077,099)	3,967,787	55,353,735	-
Other post-employment benefits	-	-	-	-	-
Deferred revenue	27,777,645	-	-	27,777,645	-
Tolltag deposits	863,825	-	-	863,825	-
Total current unrestricted liabilities	<u>68,290,002</u>	<u>(108,077,099)</u>	<u>12,589,649</u>	<u>84,851,610</u>	<u>10,735,365</u>
Payable from restricted assets:					
Construction-related payables:					
Accounts payable (note 10)	32,504,554	-	32,504,554	-	-
Retainage payable (note 10)	13,906,840	-	13,906,840	-	-
Deferred grant revenue	57,111,114	-	57,111,114	-	-
Debt service-related payables:					
Accrued interest payable	172,908,501	-	6,157,599	-	-
Accrued arbitrage rebate payable	15,766	-	15,766	-	-
Commercial paper payable (note 5)	5,200,000	-	-	-	-
Revenue bonds payable (note 5)	32,170,000	-	32,170,000	-	-
Pension benefits and other related payables					
Accounts payable (note 10)	423,937	-	-	-	422,395
Total current liabilities payable from restricted assets	<u>314,240,712</u>	<u>-</u>	<u>141,865,873</u>	<u>-</u>	<u>422,395</u>
Total current liabilities	<u>382,530,714</u>	<u>(108,077,099)</u>	<u>154,455,522</u>	<u>84,851,610</u>	<u>11,157,760</u>
Noncurrent liabilities:					
Other Post Employment Benefits	5,196,519	-	-	-	5,196,519
Texas Department of Transportation loan payable (note 5)	4,600,000	-	4,600,000	-	-
Texas Department of Transportation ISTEIA loan payable (note 5)	146,609,022	-	146,609,022	-	-
Dallas North Tollway System revenue bonds payable, net of unamortized net deferred debit on refundings of \$42,557,828 and bond discount (premium) costs of \$25,450,092 (note 5)	7,022,212,095	(68,007,920)	7,090,220,015	-	-
Total noncurrent liabilities	<u>7,178,617,636</u>	<u>(68,007,920)</u>	<u>7,241,429,037</u>	<u>-</u>	<u>5,196,519</u>
Total liabilities	<u>7,561,148,350</u>	<u>(176,085,019)</u>	<u>7,395,884,559</u>	<u>84,851,610</u>	<u>16,354,279</u>
Net Assets					
Invested in capital assets, net of related debt	(633,265,931)	(766,096,517)	-	-	-
Restricted:					
Restricted for construction	2,656,000	313,148,730	(310,492,730)	-	-
Restricted for debt service	969,069,134	459,892,958	-	(6,692,012)	-
Restricted for pension benefits and other purposes	429,178	(48,091,295)	-	-	1,231,643
Unrestricted	31,783,352	41,146,124	-	-	-
Total net assets	<u>\$ 370,671,733</u>	<u>-</u>	<u>(310,492,730)</u>	<u>(6,692,012)</u>	<u>1,231,643</u>

See accompanying independent auditors' report.

Reserve maintenance account	Consolidated Capital improvement Fund	DFW Turnpike Transition Trust Fund	Debt service accounts		
			Bond interest account	Reserve account	Redemption account
1,307,883	(3,522,483)	-	-	-	-
48,393,115	55	-	-	-	-
25,651	-	-	-	-	-
63,622	7,594,889	-	91,180,927	6,775,785	-
-	9,459,815	-	-	-	-
-	-	-	-	-	-
-	30,798	-	-	-	-
<u>49,790,271</u>	<u>13,563,074</u>	<u>-</u>	<u>91,180,927</u>	<u>6,775,785</u>	<u>-</u>
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	165,145,707	162,025,263	32,170,000
-	-	-	45	919,433	9
-	-	(266)	-	-	-
-	-	430,958	-	-	-
-	-	28	-	-	-
<u>-</u>	<u>-</u>	<u>430,720</u>	<u>165,145,752</u>	<u>162,944,696</u>	<u>32,170,009</u>
<u>49,790,271</u>	<u>13,563,074</u>	<u>430,720</u>	<u>256,326,679</u>	<u>169,720,481</u>	<u>32,170,009</u>
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	-	248,743,115	-
-	-	-	-	-	-
-	-	-	-	-	-
-	156,023,404	-	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-
<u>-</u>	<u>156,023,404</u>	<u>-</u>	<u>-</u>	<u>248,743,115</u>	<u>-</u>
<u>49,790,271</u>	<u>169,586,478</u>	<u>430,720</u>	<u>256,326,679</u>	<u>418,463,596</u>	<u>32,170,009</u>
2,905,921	16,433,211	-	-	-	-
24,698	71,070	-	-	-	-
-	16,586,962	-	-	-	32,168,615
-	-	-	-	-	-
-	-	-	-	-	-
<u>2,930,619</u>	<u>33,091,243</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>32,168,615</u>
-	-	-	-	-	-
-	-	-	-	-	-
-	78,815	-	166,672,087	-	-
-	-	-	-	-	-
-	5,200,000	-	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-
<u>-</u>	<u>5,278,815</u>	<u>1,542</u>	<u>166,672,087</u>	<u>-</u>	<u>-</u>
<u>2,930,619</u>	<u>38,370,058</u>	<u>1,542</u>	<u>166,672,087</u>	<u>-</u>	<u>32,168,615</u>
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-
<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<u>2,930,619</u>	<u>38,370,058</u>	<u>1,542</u>	<u>166,672,087</u>	<u>-</u>	<u>32,168,615</u>
-	132,830,586	-	-	-	-
-	-	-	-	-	-
-	7,750,000	-	89,654,592	418,463,596	-
46,859,652	-	429,178	-	-	-
-	(9,364,166)	-	-	-	1,394
<u>46,859,652</u>	<u>131,216,420</u>	<u>429,178</u>	<u>89,654,592</u>	<u>418,463,596</u>	<u>1,394</u>

NORTH TEXAS TOLLWAY AUTHORITY
 Consolidating Schedule for Capital Improvement Fund
 December 31, 2009
 (Unaudited)

Assets	Consolidated Capital Improvement Fund	Capital Improvement Fund	Feasibility Study Fund
Current assets:			
Cash and cash equivalents (note 3)	\$ (3,522,483)	(829,267)	(2,693,216)
Investments (note 3)	55	55	-
Accrued interest receivable	-	-	-
Interfund receivable	7,594,889	7,594,889	-
Accounts receivable (note 9)	9,459,815	1,527,640	7,932,175
Inventory, at average cost	-	-	-
Prepaid expenses	30,798	-	30,798
Total current unrestricted assets	<u>13,563,074</u>	<u>8,293,317</u>	<u>5,269,757</u>
Current restricted assets:			
Restricted assets:			
Restricted for construction:			
Cash and cash equivalents (notes 3 and 10)	-	-	-
Investments (notes 3 and 10)	-	-	-
Accrued interest receivable	-	-	-
Accounts receivable	-	-	-
Restricted for debt service:			
Cash and cash equivalents (notes 3 and 5)	-	-	-
Investments (notes 3 and 5)	-	-	-
Accrued interest receivable	-	-	-
Restricted for pension benefits and other purposes:			
Cash and cash equivalents (notes 3 and 5)	-	-	-
Investments (notes 3 and 5)	-	-	-
Accrued interest receivable	-	-	-
Total current restricted assets	<u>-</u>	<u>-</u>	<u>-</u>
Total current assets	<u>13,563,074</u>	<u>8,293,317</u>	<u>5,269,757</u>
Noncurrent assets:			
Investments for unrestricted assets (note 3)	-	-	-
Investments restricted for construction (note 3)	-	-	-
Investments restricted for debt service (note 3)	-	-	-
Accounts receivable (note 9)	-	-	-
Deferred improvement costs	-	-	-
Deferred financing costs	-	-	-
Deferred feasibility study costs	156,023,404	3,221	156,020,183
Deferred amount on refunding	-	-	-
Capital assets net of amortization and depreciation (note 4)	-	-	-
Total noncurrent assets	<u>156,023,404</u>	<u>3,221</u>	<u>156,020,183</u>
Total assets	<u>169,586,478</u>	<u>8,296,538</u>	<u>161,289,940</u>
Liabilities			
Current liabilities:			
Accounts and retainage payable	16,433,211	4,573,123	11,860,088
Accrued liabilities	71,070	58,766	12,304
Interfund payable	16,586,962	-	16,586,962
Other post-employment benefits	-	-	-
Deferred revenue	-	-	-
Tolltag deposits	-	-	-
Total current unrestricted liabilities	<u>33,091,243</u>	<u>4,631,889</u>	<u>28,459,354</u>
Payable from restricted assets:			
Construction-related payables:			
Accounts payable (note 10)	-	-	-
Retainage payable (note 10)	-	-	-
Deferred grant revenue	-	-	-
Debt service-related payables:			
Accrued interest payable	78,815	78,815	-
Accrued arbitrage rebate payable	-	-	-
Commercial paper payable (note 5)	5,200,000	5,200,000	-
Revenue bonds payable (note 5)	-	-	-
Pension benefits and other related payables	-	-	-
Accounts payable (note 10)	-	-	-
Total current liabilities payable from restricted assets	<u>5,278,815</u>	<u>5,278,815</u>	<u>-</u>
Total current liabilities	<u>38,370,058</u>	<u>9,910,704</u>	<u>28,459,354</u>
Noncurrent liabilities:			
Texas Department of Transportation loan payable (note 5)	-	-	-
Texas Department of Transportation ISTEAL loan payable (note 5)	-	-	-
Dallas North Tollway System revenue bonds payable, net of unamortized net deferred debit on refundings of \$37,003,509 and bond discount (premium) costs of \$19,749,049) (note 5)	-	-	-
Total noncurrent liabilities	<u>-</u>	<u>-</u>	<u>-</u>
Total liabilities	<u>38,370,058</u>	<u>9,910,704</u>	<u>28,459,354</u>
Net Assets			
Invested in capital assets, net of related debt	132,830,586	-	132,830,586
Restricted:			
Restricted for construction	-	-	-
Restricted for debt service	7,750,000	7,750,000	-
Restricted for pension benefits and other purposes	-	-	-
Unrestricted	(9,364,166)	(9,364,166)	-
Total net assets	<u>\$ 131,216,420</u>	<u>(1,614,166)</u>	<u>132,830,586</u>

See accompanying independent auditors' report.

NORTH TEXAS TOLLWAY AUTHORITY

Schedule of Budget and Actual Revenues and Expenses on Trust Agreement Basis

Year ended December 31, 2009

(Unaudited)

	<u>Budget</u>	<u>Actual</u>	<u>Variance</u>
Revenues:			
Toll revenues	\$ 265,051,729	290,404,547	25,352,818
Interest income	9,000,000	14,057,326	5,057,326
Other revenue	24,599,342	17,844,459	(6,754,883)
Gross revenues	<u>298,651,071</u>	<u>322,306,332</u>	<u>23,655,261</u>
Operating expenses:			
Administration:			
Administration	2,085,587	1,801,795	283,792
Board	222,990	380,412	(157,422)
Business diversity	136,495	143,195	(6,700)
Communications	3,589,653	2,391,385	1,198,268
Finance	3,122,582	3,725,018	(602,436)
Government affairs	583,837	403,369	180,468
Human resources	10,837,270	9,151,713	1,685,557
Internal audit	1,293,349	1,118,302	175,047
Legal	2,042,495	3,386,261	(1,343,766)
Total administration	<u>23,914,258</u>	<u>22,501,450</u>	<u>1,412,808</u>
Operations:			
Customer service center	20,442,174	20,209,855	232,319
Information technologies	10,021,724	11,270,856	(1,249,132)
Operations	811,055	709,616	101,439
Project delivery	60,990	80,954	(19,964)
Maintenance	22,138,967	20,583,997	1,554,970
System & incident management	6,658,926	6,946,264	(287,338)
Toll collection	8,192,712	7,719,294	473,418
Vault	850,848	912,486	(61,638)
Total operations	<u>69,177,396</u>	<u>68,433,322</u>	<u>744,074</u>
Total operating expenses	<u>93,091,654</u>	<u>90,934,772</u>	<u>2,156,882</u>
Net revenues available for debt service	<u>\$ 205,559,417</u>	<u>231,371,560</u>	<u>25,812,143</u>

See accompanying independent auditors' report.

NORTH TEXAS TOLLWAY AUTHORITY
Schedule of Changes in Net Assets by Trust Account
December 31, 2009
(Unaudited)

	<u>Total</u>	<u>Construction and property account</u>	<u>Revenue account</u>	<u>Operation and maintenance account</u>
Net assets, beginning of year	\$ 557,929,151	38,305,424	7,700	525,518
Gross revenues	321,657,721	(648,610)	306,953,166	424,047
Grant revenues	59,588,883	28,256,464	-	-
Net increase (decrease) in the fair value of investments	(2,267,187)	3,365,045	(7,700)	-
Gain (loss) on sale of investments	57,544	-	-	-
Administration and operations expenses	(90,934,772)	-	-	(90,925,920)
Depreciation on property and equipment	(4,529,323)	(4,529,323)	-	-
Bond interest expense	(352,464,434)	(200,895,454)	-	-
BAB's Subsidy	7,489,870	-	-	-
SWAP termination payment	(6,081,700)	(6,081,700)	-	-
Bond discount/premium amortization	(1,659,281)	(1,659,281)	-	-
Interest on short term notes (net of capitalized interest)	(207,145)	-	-	-
Interest on loan	(6,157,579)	(6,157,579)	-	-
Amortization of deferred amount on refunding (note 5)	(8,911,969)	(8,911,969)	-	-
Amortization of bond issuance costs	(9,216,397)	(9,216,397)	-	-
Unallocated infrastructure depreciation	(60,703,200)	(60,703,200)	-	-
Reserve maintenance fund expenses	(15,444,672)	-	-	-
Consolidated capital improvement fund expenses	(20,039,108)	-	-	-
Net revenues	(189,822,749)	(267,182,004)	306,945,466	(90,501,873)
Interfund transactions:				
Distribution from revenue fund	-	-	(304,960,829)	91,207,998
Revenue bonds retired	-	34,110,000	-	-
Transfer to/from debt service fund	-	(97,639,731)	(8,684,349)	-
Transfer to/from construction fund	-	-	-	-
Transfer of excess monies from other funds	-	(296,900)	-	-
Capitalized costs transferred to construction and property fund	(781,494)	24,448,270	-	-
Principal value retired	-	-	-	-
Transfer from/to escrow account	(72,133)	(7,596,433)	-	-
Transfer of interest accretion	-	(38,220,848)	-	-
Deferred amount on refunding	3,656,220	3,656,220	-	-
Payments to other agencies	(169,023)	(8,489)	-	-
Construction investment earnings capitalized	-	-	-	-
Transfer to feasibility study fund	-	-	-	-
Contributed capital	-	-	-	-
Cost of equipment retired	-	-	-	-
Depreciation on equipment retired	-	-	-	-
Equity realized from sale excess land	-	-	-	-
Equity realized from sale or trade-in of equipment	(68,239)	(68,239)	-	-
Net changes during the year	(187,257,418)	(348,798,154)	(6,699,712)	706,125
Net assets, end of year	\$ 370,671,733	(310,492,730)	(6,692,012)	1,231,643

See accompanying independent auditors' report.

Reserve maintenance account	Consolidated Capital Improvement account	DFW Turnpike Transition Trust fund	Debt service accounts		
			Bond interest account	Reserve account	Redemption account
43,714,697	85,782,467	436,836	1,791,446	353,253,996	34,111,067
274,314	1,073,104	1,194	47,671	13,532,508	327
-	31,332,419	-	-	-	-
-	-	-	-	(5,624,532)	-
-	-	-	-	57,544	-
-	-	(8,852)	-	-	-
-	-	-	(151,568,980)	-	-
-	-	-	7,489,870	-	-
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	(207,145)	-	-
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-
(15,444,672)	-	-	-	-	-
-	(20,039,108)	-	-	-	-
(15,170,358)	12,366,415	(7,658)	(144,238,584)	7,965,520	327
19,943,149	7,750,000	-	186,059,682	-	-
-	-	-	-	-	(34,110,000)
-	49,080,000	-	-	57,244,080	-
-	-	-	-	-	-
-	-	-	296,900	-	-
(1,627,836)	(23,601,928)	-	-	-	-
-	-	-	-	-	-
-	-	-	7,524,300	-	-
-	-	-	38,220,848	-	-
-	(160,534)	-	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-
3,144,955	45,433,953	(7,658)	87,863,146	65,209,600	(34,109,673)
46,859,652	131,216,420	429,178	89,654,592	418,463,596	1,394

NORTH TEXAS TOLLWAY AUTHORITY
Schedule of Cash Receipts and Disbursements by Trust Account
Year ended December 31, 2009
(Unaudited)

	Total (memorandum only)	Construction and property account	Revenue account
Balance of cash, December 31, 2008	\$ 6,029,691	(4,479,331)	2,954,083
Receipts:			
Toll revenues	239,306,432	—	239,524,546
Issuance of bonds	—	—	—
Bond premium	—	—	—
Issuance of commercial paper	44,250,000	—	—
Investments	1,832,533,469	951,477,062	369,097,564
Earnings received from investments	17,002,131	8,544,738	289,668
Gain/loss from sale of investments	3,766	—	—
Prepaid customers' accounts	298,238,681	—	298,238,681
Toll tag deposits	—	—	—
Damage claims collected	284,589	—	175,000
Lane violation fee	22,899,309	—	22,899,309
Miscellaneous revenue	729,105	122,945	195,025
Reimbursable receipts	21,132,955	300,850	19,728,042
Rental fee	130,197	—	80,804
Sale of excess land	6,216	—	—
Deferred grant income	17,818,083	17,818,083	—
Miscellaneous revenue – tag store	742,002	—	742,002
	<u>2,495,076,935</u>	<u>978,263,678</u>	<u>950,970,641</u>
Disbursements:			
Bond discount	41,316	—	—
Transfer to escrow for defeasance	—	—	—
Revenue bonds retired	(34,110,000)	—	—
Commercial paper retired	(43,000,000)	(43,000,000)	—
SWAP termination	—	—	—
Interest on bonded debt	(276,719,877)	—	—
Interest on other debt	(7,500,000)	—	—
Investments	(1,231,351,318)	(427,020,353)	(478,546,683)
Operating expenses	(96,893,265)	—	(7,076,443)
Reserve maintenance fund expenses	(16,039,496)	—	—
Capital improvement fund expenses	(29,259,261)	—	—
Deferred study cost	(65,003,021)	—	—
Capitalized costs	(409,727,705)	(402,755,206)	—
Equipment (net of trade-in)	3,516,752	—	—
Reimbursable costs	(281,544)	—	—
	<u>(2,206,327,419)</u>	<u>(872,775,559)</u>	<u>(485,623,126)</u>
Interfund and interproject transactions:			
Transfer of capitalized interest	—	—	—
Transfer of deferred revenue	(265,134,052)	—	(265,134,052)
Transfer of excess monies	—	(306,583)	—
Distribution from revenue fund	(47,897,357)	—	(164,538,429)
Interoperative Agencies Transfers	(34,991,110)	—	(34,446,195)
Other interfund transactions – net	72,709,272	(78,096,972)	(1,428,839)
Transition trust fund – net	—	—	—
Feasibility study fund – net	15,769,603	—	—
	<u>(259,543,644)</u>	<u>(78,403,555)</u>	<u>(465,547,515)</u>
Receipts over (under) disbursements and interfund and interproject transactions for the year ended December 31, 2009	29,205,872	27,084,564	(200,000)
Balance of cash, December 31, 2009	\$ 35,235,563	22,605,233	2,754,083

See accompanying independent auditors' report.

Operation and maintenance account	Reserve maintenance account	Consolidated Capital Improvement account	DFW Turnpike Transition Trust fund	Debt service accounts		
				Bond interest account	Reserve account	Redemption account
8,780,356	(1,830,833)	499,202	(7,235)	113,449	—	—
(218,114)	—	—	—	—	—	—
—	—	—	—	—	—	—
—	—	—	—	—	—	—
—	—	44,250,000	—	—	—	—
4,383,013	96,229,672	69,738,384	—	126,993,345	173,916,789	40,697,640
(29,583)	140,844	30,566	1,335	48,674	7,974,504	1,385
—	—	—	—	—	3,766	—
—	—	—	—	—	—	—
109,589	—	—	—	—	—	—
—	—	—	—	—	—	—
261,651	4,284	145,200	—	—	—	—
4,194	2,339	1,097,530	—	—	—	—
26,393	—	23,000	—	—	—	—
—	6,216	—	—	—	—	—
—	—	—	—	—	—	—
—	—	—	—	—	—	—
4,537,143	96,383,355	115,284,680	1,335	127,042,019	181,895,059	40,699,025
—	—	—	—	41,316	—	—
—	—	—	—	—	—	—
—	—	—	—	—	—	(34,110,000)
—	—	—	—	—	—	—
—	—	—	—	—	—	—
—	—	—	—	(276,719,877)	—	—
—	—	(7,500,000)	—	—	—	—
(1,389)	(97,069,780)	(51,780,566)	(1,335)	(11,300,047)	(162,335,268)	(3,295,897)
(89,823,791)	—	—	6,969	—	—	—
—	(15,645,879)	(393,617)	—	—	—	—
—	—	(29,259,261)	—	—	—	—
—	—	(65,003,021)	—	—	—	—
—	(53,760)	(6,918,739)	—	—	—	—
—	1,389,601	2,127,151	—	—	—	—
—	—	—	—	—	(281,544)	—
(89,825,180)	(111,379,818)	(158,728,053)	5,634	(287,978,608)	(162,616,812)	(37,405,897)
—	—	—	—	3,293,128	—	(3,293,128)
—	—	—	—	—	—	—
—	—	—	—	306,583	—	—
83,037,405	19,943,150	4,436,970	—	9,223,547	—	—
(544,915)	—	—	—	—	—	—
4,717,788	(1,807,971)	20,603,631	—	147,999,882	(19,278,247)	—
—	—	—	—	—	—	—
1,388,516	—	14,381,087	—	—	—	—
88,598,794	18,135,179	39,421,688	—	160,823,140	(19,278,247)	(3,293,128)
3,310,757	3,138,716	(4,021,685)	6,969	(113,449)	—	—
12,091,113	1,307,883	(3,522,483)	(266)	—	—	—

NORTH TEXAS TOLLWAY AUTHORITY
 Schedule of Toll Revenue and Traffic Analysis
 Year ended December 31, 2009
 (Unaudited)

Toll revenue:	
Two-axle vehicles	\$ 333,428,667
Multi-axle vehicles	16,308,187
Revenue adjustments	(59,332,307)
Total	<u>\$ 290,404,547</u>
Vehicle transactions (unaudited):	
Two-axle vehicle transactions	449,300,424
Multi-axle vehicle transactions	6,245,773
Nonrevenue vehicle transactions	2,037,146
Total	<u>457,583,343</u>
Toll revenue – average per day:	
Two-axle vehicles	\$ 913,503
Multi-axle vehicles	44,680
Revenue adjustments	(162,554)
Average	<u>\$ 795,629</u>
Vehicle transactions – average per day (unaudited):	
Two-axle vehicle transactions	1,230,960
Multi-axle vehicle transactions	17,112
Nonrevenue vehicle transactions	5,581
Average	<u>1,253,653</u>

Toll Revenue and Traffic by Class of Vehicle
 Year ended December 31, 2009
 (Unaudited)

Class of vehicle	Revenue	Vehicle transactions
Two-axle vehicles	\$ 333,428,667	449,300,424
Three-axle vehicles and combinations	3,761,030	2,302,797
Four-axle vehicles and combinations	4,533,776	1,838,830
Five-axle vehicles and combinations	7,506,394	1,982,596
Six or more axle vehicles and special permits	506,987	121,550
	<u>16,308,187</u>	<u>6,245,773</u>
Toll revenue	349,736,854	455,546,197
Revenue adjustments	(59,332,307)	-
Nonrevenue vehicles	-	2,037,146
Toll revenue and traffic	<u>\$ 290,404,547</u>	<u>457,583,343</u>

See accompanying independent auditors' report.

NORTH TEXAS TOLLWAY AUTHORITY
 Schedule of Toll Rates
 Year ended December 31, 2009
 (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	
	Cash	TollTag	Cash	TollTag	Cash	TollTag	Cash	TollTag	Cash	TollTag
Dallas North Tollway:										
Main Lane Plaza 1 (1)	\$ 1.89	\$ 1.26	\$ 3.78	\$ 2.52	\$ 5.67	\$ 3.78	\$ 7.56	\$ 5.04	\$ 9.45	\$ 6.30
Mockingbird	1.40	0.92	2.80	1.84	4.20	2.76	5.60	3.68	7.00	4.60
Northwest Highway	0.95	0.62	1.90	1.24	2.85	1.86	3.80	2.48	4.75	3.10
Royal Lane	0.55	0.33	1.10	0.66	1.65	0.99	2.20	1.32	2.75	1.65
Spring Valley	0.45	0.22	0.90	0.44	1.35	0.66	1.80	0.88	2.25	1.10
Belt Line	0.50	0.29	1.00	0.58	1.50	0.87	2.00	1.16	2.50	1.45
Main Lane Plaza 2	1.35	0.90	2.70	1.80	4.05	2.70	5.40	3.60	6.75	4.50
Keller Springs	0.75	0.47	1.50	0.94	2.25	1.41	3.00	1.88	3.75	2.35
Frankford	0.45	0.22	0.90	0.44	1.35	0.66	1.80	0.88	2.25	1.10
FM 544	0.45	0.22	0.90	0.44	1.35	0.66	1.80	0.88	2.25	1.10
Main Lane Plaza 3	1.20	0.80	2.40	1.60	3.60	2.40	4.80	3.20	6.00	4.00
Parker Road	0.75	0.48	1.50	0.96	2.25	1.44	3.00	1.92	3.75	2.40
Spring Creek	0.50	0.27	1.00	0.54	1.50	0.81	2.00	1.08	2.50	1.35
Gaylord Parkway	0.45	0.22	0.90	0.44	1.35	0.66	1.80	0.88	2.25	1.10
Lebanon Road	0.55	0.33	1.10	0.66	1.65	0.99	2.20	1.32	2.75	1.65
Stonebrook Parkway	0.65	0.42	1.30	0.84	1.95	1.26	2.60	1.68	3.25	2.10
Cotton Gin Road/Main St	1.05	0.68	2.10	1.36	3.15	2.04	4.20	2.72	5.25	3.40
Main Lane Plaza 4	2.15	1.41	4.30	2.82	6.45	4.23	8.60	5.64	10.75	7.05
Eldorado Parkway	0.80	0.51	1.60	1.02	2.40	1.53	3.20	2.04	4.00	2.55
Addison Airport Toll Tunnel:	Cash	TollTag	Cash	TollTag	Cash	TollTag	Cash	TollTag	Cash	TollTag
Mainlane Plaza	0.75	0.50	1.50	1.00	2.25	1.50	3.00	2.00	3.75	2.50
President George Bush Turnpike:	ZipCash	TollTag	ZipCash	TollTag	ZipCash	TollTag	ZipCash	TollTag	ZipCash	TollTag
N. Garland Avenue	0.46	0.26	0.92	0.52	1.38	0.78	1.84	1.04	2.30	1.30
Campbell Road	0.62	0.41	1.24	0.82	1.86	1.23	2.48	1.64	3.10	2.05
Renner Road (East of Plaza)	1.01	0.67	2.02	1.34	3.03	2.01	4.04	2.68	5.05	3.35
Renner Rd. Main Lane Plaza 6	1.50	1.00	3.00	2.00	4.50	3.00	6.00	4.00	7.50	5.00
Shiloh Road	0.77	0.51	1.54	1.02	2.31	1.53	3.08	2.04	3.85	2.55
Renner Road (West of Plaza)	0.54	0.34	1.08	0.68	1.62	1.02	2.16	1.36	2.70	1.70
Independence Parkway	0.54	0.34	1.08	0.68	1.62	1.02	2.16	1.36	2.70	1.70
Coit Road	0.78	0.52	1.56	1.04	2.34	1.56	3.12	2.08	3.90	2.60
Coit Road Main Lane Plaza 7	1.62	1.08	3.24	2.16	4.86	3.24	6.48	4.32	8.10	5.40
Preston Road	0.49	0.29	0.98	0.58	1.47	0.87	1.96	1.16	2.45	1.45
Midway Road	0.42	0.22	0.84	0.44	1.26	0.66	1.68	0.88	2.10	1.10
Marsh Lane	0.49	0.29	0.98	0.58	1.47	0.87	1.96	1.16	2.45	1.45
Frankford Main Lane Plaza 8	1.50	1.00	3.00	2.00	4.50	3.00	6.00	4.00	7.50	5.00
Kelly Boulevard	0.80	0.53	1.60	1.06	2.40	1.59	3.20	2.12	4.00	2.65
Josey Lane	0.55	0.35	1.10	0.70	1.65	1.05	2.20	1.40	2.75	1.75
Sandy Lake Main Lane Plaza 9	1.20	0.80	2.40	1.60	3.60	2.40	4.80	3.20	6.00	4.00
Belt Line Road (Coppell)	0.72	0.48	1.44	0.96	2.16	1.44	2.88	1.92	3.60	2.40
Royal Lane	0.44	0.24	0.88	0.48	1.32	0.72	1.76	0.96	2.20	1.20
Belt Line Road	0.69	0.46	1.38	0.92	2.07	1.38	2.76	1.84	3.45	2.30
Belt Line Main Lane Plaza 10	0.69	0.46	1.38	0.92	2.07	1.38	2.76	1.84	3.45	2.30
Mountain Creek Lake Bridge:	Cash	TollTag	Cash	TollTag	Cash	TollTag	Cash	TollTag	Cash	TollTag
Mainlane Plaza	0.75	0.50	1.50	1.00	2.25	1.50	3.00	2.00	3.75	2.50
Lewisville Lake Toll Bridge:	ZipCash	TollTag	ZipCash	TollTag	ZipCash	TollTag	ZipCash	TollTag	ZipCash	TollTag
Mainlane Plaza	1.50	1.00	3.00	2.00	4.50	3.00	6.00	4.00	7.50	5.00
Sam Rayburn Tollway (2)	ZipCash	TollTag	ZipCash	TollTag	ZipCash	TollTag	ZipCash	TollTag	ZipCash	TollTag
Denton Tap Main Lane Gantry 1	0.72	0.48	1.44	0.96	2.16	1.44	2.88	1.92	3.60	2.40
MacArthur Boulevard	0.42	0.22	0.84	0.44	1.26	0.66	1.68	0.88	2.10	1.10
Carrolton Parkway	0.42	0.22	0.84	0.44	1.26	0.66	1.68	0.88	2.10	1.10
FM 544	0.51	0.31	1.02	0.62	1.53	0.93	2.04	1.24	2.55	1.55
FM 2281	0.56	0.36	1.12	0.72	1.68	1.08	2.24	1.44	2.80	1.80
Standridge Drive (West of Plaza)	0.81	0.54	1.62	1.08	2.43	1.62	3.24	2.16	4.05	2.70
Josey Lane (West of Plaza)	0.99	0.66	1.98	1.32	2.97	1.98	3.96	2.64	4.95	3.30
Josey Lane Main Lane Gantry 2	1.86	1.24	3.72	2.48	5.58	3.72	7.44	4.96	9.30	6.20
Standridge Drive (East of Plaza)	1.05	0.70	2.10	1.40	3.15	2.10	4.20	2.80	5.25	3.50
Josey Lane (East of Plaza)	0.87	0.58	1.74	1.16	2.61	1.74	3.48	2.32	4.35	2.90
Plano Parkway	0.69	0.46	1.38	0.92	2.07	1.38	2.76	1.84	3.45	2.30
Spring Creek Parkway	0.43	0.23	0.86	0.46	1.29	0.69	1.72	0.92	2.15	1.15
Preston Road	0.42	0.22	0.84	0.44	1.26	0.66	1.68	0.88	2.10	1.10
Ohio Drive	0.43	0.23	0.86	0.46	1.29	0.69	1.72	0.92	2.15	1.15
Coit Road	0.75	0.50	1.50	1.00	2.25	1.50	3.00	2.00	3.75	2.50
Independence Parkway	0.99	0.66	1.98	1.32	2.97	1.98	3.96	2.64	4.95	3.30
Custer Road (West of Plaza)	1.25	0.83	2.50	1.66	3.75	2.49	5.00	3.32	6.25	4.15
Custer Rox/Mainlane Plaza	2.04	1.36	4.08	2.72	6.12	4.08	8.16	5.44	10.20	6.80
Custer Road (East of Plaza)	0.81	0.54	1.62	1.08	2.43	1.62	3.24	2.16	4.05	2.70
Alma Drive	0.51	0.31	1.02	0.62	1.53	0.93	2.04	1.24	2.55	1.55
Stacy Road	0.42	0.22	0.84	0.44	1.26	0.66	1.68	0.88	2.10	1.10

(1) ZipCash rates of \$1.89 (Two-axle) through \$9.45 (Six or more axle)

(2) NTTA began collecting revenues on Sam Rayburn Tollway on its own behalf on September 1, 2009

Footnote: The Authority is converting 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. Currently the Dallas North Tollway Main Lane Plaza 1, President George Bush Turnpike and the Sam Rayburn Tollway operate under All ETC. Dallas North Tollway (excluding Main Lane Plaza 1), Addison Airport Toll Tunnel and Mountain Creek Lake Bridge are scheduled to be converted to All ETC by 2011

See accompanying independent auditors' report.

NORTH TEXAS TOLLWAY AUTHORITY
 Schedule of Historical Traffic, Toll Revenues and Net Revenues
 Year ended December 31, 2009
(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 2000 through 2009:

<u>Year</u>	<u>Annual revenue vehicle transactions (unaudited)</u>	<u>Annual toll revenue</u>
2000 (2)	192,168,272	\$ 93,901,576
2001 (3)	230,044,912	107,210,124
2002 (4)	285,494,321	137,945,439
2003	296,140,087	149,323,784
2004 (5)	315,031,754	160,695,030
2005 (6)	338,390,215	172,537,345
2006	370,696,171	191,434,120
2007 (7)	383,481,098	202,675,564
2008 (8)	412,272,003	240,776,791
2009 (9)	455,546,197	290,404,547

- (2) Reflects the opening of Segment IIb of the President George Bush Turnpike in May 2000.
 (3) 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.
 (4) Toll rate increase for the President George Bush Turnpike went into effect in January 2002
 (5) Reflects the completion of DNT and State Highway 121 interchange on April 2004.
 (6) Reflects the opening of Segment IV of the President George Bush Turnpike in September 2005.
 (7) Reflects the opening of DNT Phase 3 and toll rate increase in late September 2007.
 (8) Reflects the opening of Sam Rayburn Tollway (121 Tollway) in September 2008.
 (9) Reflects the opening of Lake Lewisville August 2009.

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 2000 through 2009:

<u>Year</u>	<u>Toll revenue</u>	<u>Current expenses</u>	<u>Investment and other earnings</u>	<u>Net revenues</u>	<u>Coverage</u>
2000	\$ 93,901,576	\$ 22,754,720	\$ 13,204,505	\$ 84,351,361	2.22
2001	107,210,124	30,429,021	11,806,432	88,587,535	1.88
2002	137,945,439	37,964,567	8,732,847	108,713,719	2.08
2003	149,323,784	42,650,533	8,371,709	115,044,960	2.09
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	1.80
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

See accompanying independent auditors' report.

NORTH TEXAS TOLLWAY AUTHORITY
 Schedule of Capitalized Costs by Project
 Year ended December 31, 2009
(Unaudited)

	Cumulative Total Through December 31, 2009
Dallas North Tollway	
Preliminary costs	\$ 17,863,848
Construction	156,009,800
Right-of-way	49,536,424
Engineering	22,056,064
Administration	3,332,628
Buildings	5,580,003
Land	1,781,434
Equipment, net of accumulated depreciation	771,382
Subtotal	256,931,583
Financing costs	56,703,942
Total capitalized costs – dallas north tollway	313,635,525
Dallas North Tollway Extension	
Preliminary costs	6,619,071
Construction	208,257,599
Right-of-way	8,499,710
Engineering	22,252,104
Administration	1,413,506
Equipment, net of accumulated depreciation	35,684
Subtotal	247,077,674
Financing costs	(3,329,736)
Total capitalized costs – dallas north tollway extension	243,747,938
Addison Airport Toll Tunnel	
Preliminary costs	1,244,082
Construction	18,204,644
Right-of-way	617,278
Engineering	4,895,696
Administration	295,203
Equipment, net of accumulated depreciation	-
Subtotal	25,256,903
Financing costs	(983,313)
Total capitalized cost – addison airport toll tunnel	24,273,590
President George Bush Turnpike - Segments I - IV	
Preliminary costs	18,040,104
Construction	632,343,638
Right-of-way	76,906,305
Engineering	103,657,354
Administration	25,103,931
Buildings	8,927,815
Land	5,578,821
Equipment, net of accumulated depreciation	9,567,584
Subtotal	880,125,552
Financing costs	56,002,083
Total capitalized cost – president george bush turnpike - segments I - IV	936,127,635
President George Bush Turnpike - Segment V	
Preliminary costs	1,596,208
Construction	68,433,928
Right-of-way	16,460
Engineering	8,981,476
Administration	233,829
Equipment, net of accumulated depreciation	-
Subtotal	79,261,901
Financing costs	10,040,696
Total capitalized cost – president george bush turnpike - segment V	89,302,597

See accompanying independent auditors' report.

NORTH TEXAS TOLLWAY AUTHORITY
 Schedule of Capitalized Costs by Project
 Year ended December 31, 2009
(Unaudited)

Dallas North Tollway Phase 3	
Preliminary costs	\$ 5,118,815
Construction	229,076,805
Right-of-way	569,830
Engineering	33,038,706
Administration	2,704,031
Equipment, net of accumulated depreciation	-
Subtotal	270,508,187
Financing costs	(20,316,333)
Total capitalized cost – dallas north tollway phase 3	250,191,854
Lewisville Lake Toll Bridge	
Preliminary costs	9,875
Construction	97,701,522
Right-of-way	13,177
Engineering	13,847,191
Administration	240,695
Equipment, net of accumulated depreciation	-
Subtotal	111,812,460
Financing costs	(405,558)
Total capitalized cost – lewisville lake toll bridge	111,406,902
Sam Rayburn Tollway (121 Tollway)	
Preliminary costs	1,142,464
Construction	289,491,976
Right-of-way	13,371,341
Engineering	73,330,758
Administration	18,054,191
Roadways	3,197,211,448
Equipment, net of accumulated depreciation	-
Accumulated depreciation on infrastructure	(85,441,023)
Subtotal	3,507,161,155
Financing costs	104,809,251
Total capitalized cost – sam rayburn tollway (121 tollway)	3,611,970,406
President George Bush Turnpike - Eastern extension	
Preliminary costs	-
Construction	153,904,027
Right-of-way	97,665,120
Engineering	51,301,028
Administration	4,339,047
Equipment, net of accumulated depreciation	-
Subtotal	307,209,222
Financing costs	-
Total capitalized cost – president george bush turnpike - eastern extension	307,209,222
All Projects	
Preliminary costs	51,634,467
Construction	1,853,423,939
Right-of-way	247,195,645
Engineering	333,360,378
Administration	55,717,061
Buildings	14,507,818
Land	7,360,255
Roadways	3,197,211,448
Equipment, net of accumulated depreciation	10,374,650
Accumulated depreciation on infrastructure	(85,441,023)
Subtotal	5,685,344,637
Financing costs	202,521,032
Total all projects	5,887,865,669
Bond Premium/Discount (1)	(25,450,092)
Total capitalized costs at December 31, 2009	\$ 5,862,415,577

(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 assets.

See accompanying independent auditors' report.

NORTH TEXAS TOLLWAY AUTHORITY
 Schedule of Deferred Study Costs - Feasibility Study Fund
 Year ended December 31, 2009
(Unaudited)

The table below sets forth the accumulated deferred study costs, by project, through December 31, 2009 that have not been transferred out of the Feasibility Study Fund into a construction project.

<u>Projects</u>	<u>Accumulated December 31, 2009</u>
Trinity Tollway	\$ 374,328
Dallas North Tollway:	
380 Interchange	285,767
Extension Phase 4	3,445,371
Extension Phase 5	872,836
President George Bush Turnpike - East Branch	91,003
State Highway 360	3,012,918
Southwest Parkway - TxDOT	74,146,739
Southwest Parkway - Chisolm Trail	1,039,436
Trinity Parkway	30,812,922
President George Bush Tollway - South (SH 161)	37,017,437
North Central Texas Council of Governments	648,528
State Highway 170 - Alliance Gateway	2,481,933
Capital Planning Model	364,329
Collin/Grayson Corridor	175,712
Future Bond Issue Planning	336,519
State Highway 183 Managed Lanes	901,486
Denton County Corridor	7,857
Loop 9	8,285
	<u>\$ 156,023,404</u>

See accompanying independent auditor's report

INTENTIONALLY LEFT BLANK

**NORTH TEXAS TOLLWAY AUTHORITY
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.

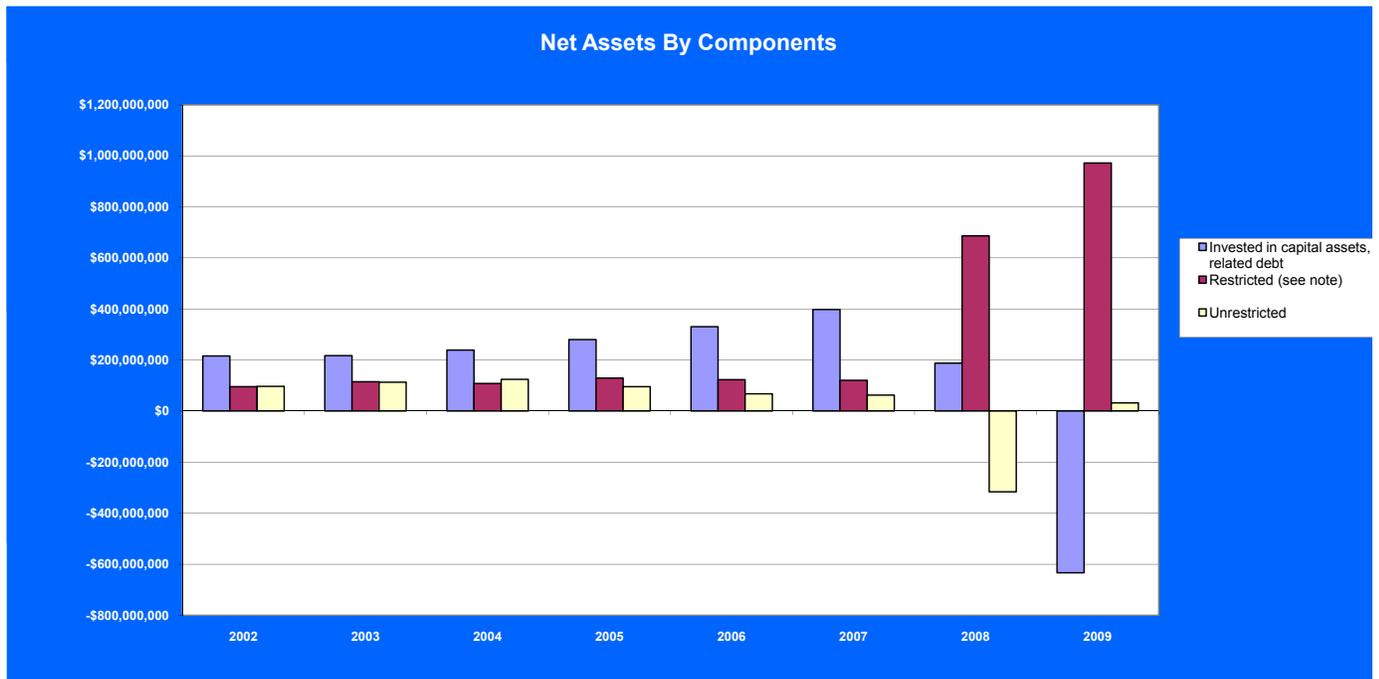
Sources: Unless other noted, the information in the following tables is derived from the annual financial reports for the relevant years.

NORTH TEXAS TOLLWAY AUTHORITY
 Net Assets by Components
 Last Ten Fiscal Years
 (Unaudited)

Business-Type Activities

Components	2002	2003	2004	2005	2006	2007	2008	2009
Invested in capital assets, net of related debt	\$215,719,725	\$217,181,585	\$239,205,057	\$280,156,648	\$330,841,254	\$398,078,219	\$187,921,483	\$ (633,265,931)
Restricted (see note)	\$95,605,206	114,952,691	108,079,819	129,195,493	123,194,488	120,495,644	686,236,650	972,154,312
Unrestricted	\$97,103,496	113,345,843	124,451,990	95,696,520	67,332,901	62,928,573	(316,228,982)	31,783,352
Total net assets	\$ 408,428,427	445,480,119	471,736,866	505,048,661	521,368,643	581,502,436	557,929,151	370,671,733

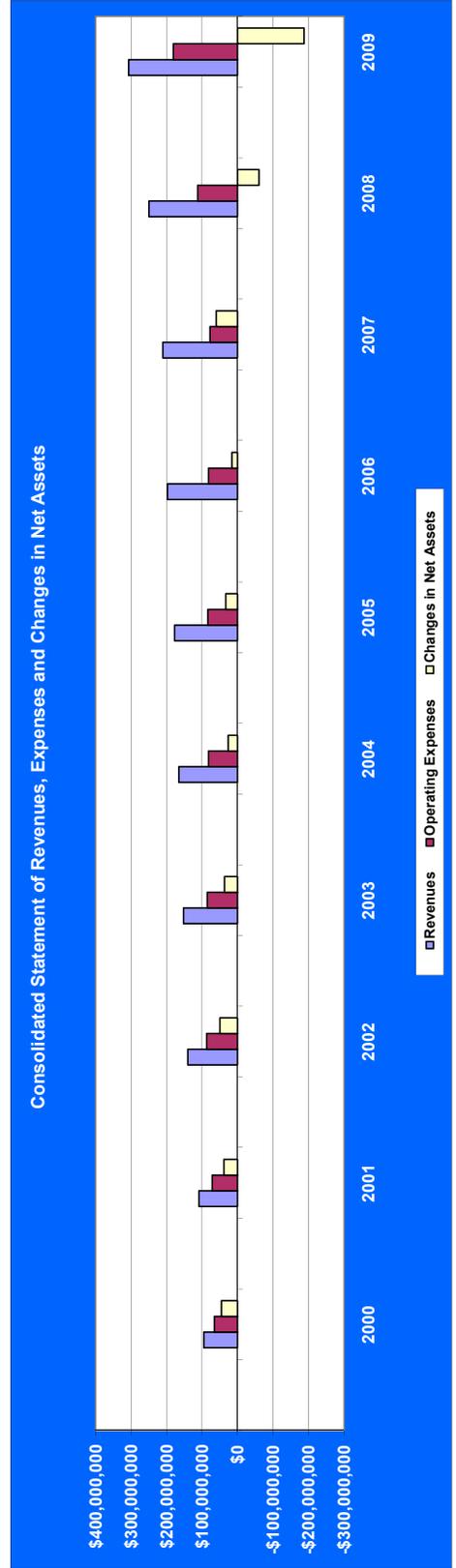
NOTE ---- Information prior to implementation of GASB 34 in FY 2002 is not available.



NORTH TEXAS TOLLWAY AUTHORITY
Statement of Revenues, Expenses, and Changes in Net Assets
Last Ten Fiscal Years
(Unaudited)

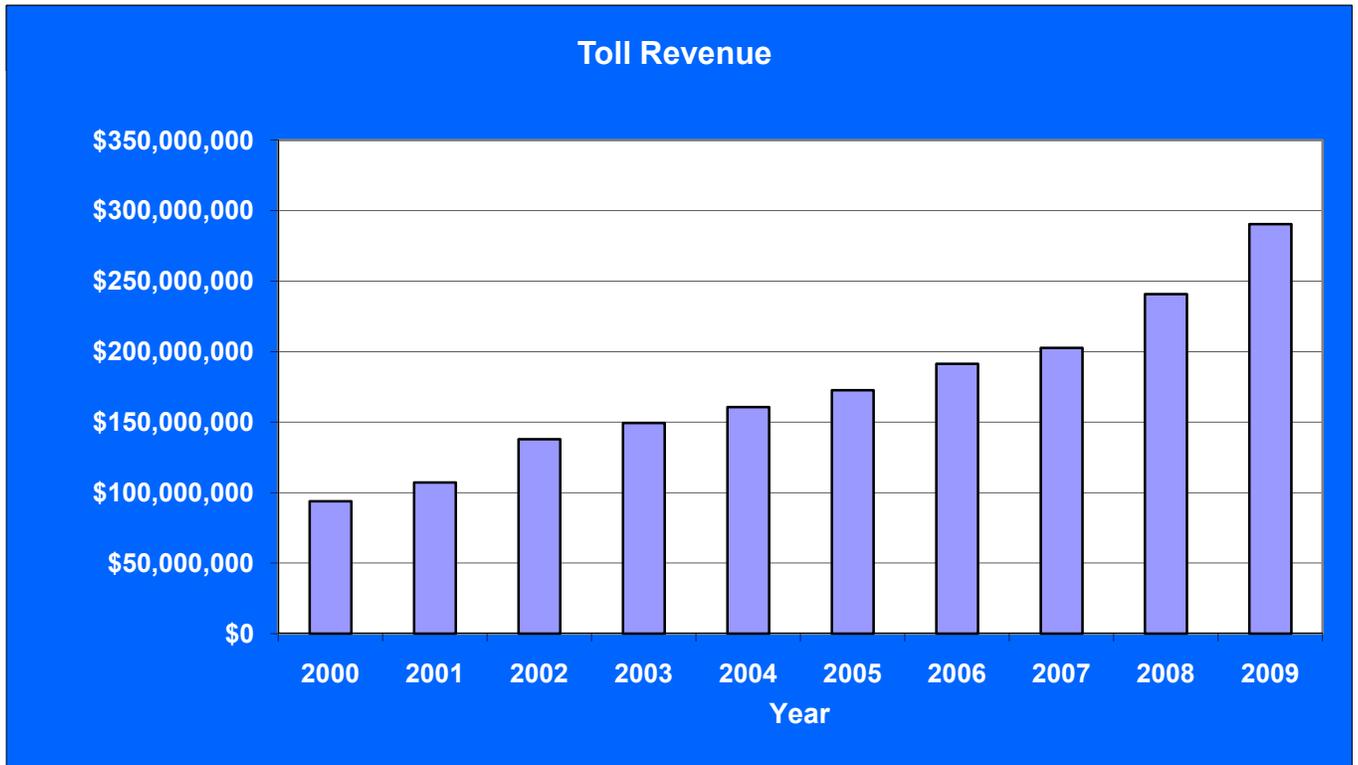
Business-Type Activities	2000	2001	2002	2003	2004	2005	2006	2007	2008	2009
Revenues:										
Tolls	\$ 93,901,576	\$ 107,210,124	\$ 137,945,439	\$ 149,323,784	\$ 160,695,030	\$ 172,537,345	\$ 191,434,120	\$ 202,675,564	\$ 240,776,791	\$ 290,404,547
Other (1)	1,188,403	1,751,277	2,458,397	3,180,903	4,574,224	5,103,941	6,647,546	7,988,624	9,273,124	17,195,849
Total operating revenues	95,089,979	108,961,401	140,403,836	152,504,687	165,269,254	177,641,286	198,081,666	210,664,188	250,049,915	307,600,396
Operating expenses:										
Administration	7,909,764	11,901,154	8,261,114	5,977,858	7,592,581	8,381,359	8,899,052	10,910,385	12,604,559	22,501,450
Operations	14,844,966	18,527,867	29,703,453	36,672,675	40,088,169	48,195,524	52,522,106	64,660,897	68,064,173	68,433,322
Reserve maintenance	5,085,427	1,982,790	2,913,890	5,792,192	10,990,224	7,483,753	22,771,922	23,858,264	18,254,548	15,444,672
Capital improvement	2,014,645	5,010,782	12,586,540	18,320,162	24,268,247	30,117,098	31,975,003	33,381,445	38,541,652	20,039,108
Total operating expenses before depreciation	29,854,792	37,422,593	53,464,997	66,762,887	82,339,221	94,177,734	116,168,083	132,810,991	137,464,932	126,418,552
Operating income before depreciation	65,235,187	71,538,808	86,938,839	85,741,800	82,330,033	83,463,552	81,913,583	77,853,197	112,584,983	181,181,844
Depreciation	-	-	(951,369)	(1,598,423)	(1,662,808)	(2,092,825)	(2,126,037)	(1,800,225)	(3,481,013)	(4,529,323)
Operating income	65,235,187	71,538,808	85,987,470	84,143,377	80,667,225	81,370,727	79,787,546	76,052,972	109,103,970	176,652,521
Nonoperating revenues (expenses):										
Interest earned on investments	30,707,854	18,663,604	9,068,253	9,327,630	10,458,474	13,562,625	16,550,756	17,592,664	50,438,067	25,219,356
Net increase(decrease) in the fair value of investme	954,310	(87,080)	615,890	(1,454,787)	(1,676,391)	(1,087,627)	2,335,448	1,067,995	24,555,188	(13,371,674)
Grant Revenue	-	-	-	-	-	-	-	-	-	-
Unallocated infrastructure depreciation	-	-	-	-	-	-	-	-	(24,555,772)	(60,703,200)
Interest expense on revenue bonds	(48,268,251)	(47,878,171)	(42,837,283)	(41,408,356)	(46,017,953)	(55,184,859)	(53,414,350)	(52,420,707)	(227,034,684)	(352,464,434)
Interest expense on short term notes	-	(10,548)	(268,011)	(214,067)	-	(24,658)	(24,658)	(2,653,677)	(35,086,229)	(6,364,724)
Bond premium/discount amortization	(1,358,832)	(2,147,337)	(1,407,146)	(197,326)	1,305,815	1,285,475	1,618,562	1,386,510	(217,615)	(1,659,281)
Bond issuance cost amortization	-	-	-	-	-	-	-	-	(17,543,223)	(9,216,397)
Deferred amount on refunding amortization	(1,703,006)	(1,697,284)	(1,386,660)	(4,350,295)	(6,147,053)	(7,030,110)	(6,557,286)	(6,017,291)	(6,694,083)	(8,911,969)
SWAP termination payment	-	-	-	-	-	-	-	-	(4,511,011)	(6,081,700)
Net amount on refunded bonds	-	-	-	-	-	-	-	-	(3,167,688)	-
Contributed capital from Mountain Creek Lake Bridge	-	10,766,232	-	-	-	-	-	-	-	-
Contributed capital to the Feasibility Study Fund	-	(10,000,000)	-	(8,487,500)	(11,990,800)	-	(25,000,000)	25,000,000	-	-
Capital Grant Contributions	-	-	-	-	-	-	-	-	-	-
BAB's Subsidy	-	-	-	-	-	-	-	-	74,902,422	59,588,883
Other	(338,873)	(150,312)	233,312	(306,984)	(342,570)	395,564	1,013,964	135,327	(355,245)	7,489,870
Net nonoperating revenues (expenses)	(20,006,798)	(32,540,896)	(35,981,645)	(47,091,885)	(54,410,478)	(48,058,932)	(63,477,564)	(15,909,179)	(169,289,873)	(363,909,939)
Change in net assets	\$ 45,228,389	\$ 38,997,912	\$ 50,005,825	\$ 37,051,692	\$ 26,256,747	\$ 33,311,795	\$ 16,309,982	\$ 60,143,793	\$ (60,165,903)	\$ (187,257,418)

(1) Administrative fees, parking transaction fees, statement fees and miscellaneous charges.



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
2000	192,168,272	\$ 93,901,576	\$ 0.49
2001	230,044,912	107,210,124	0.47
2002	285,494,321	137,945,439	0.48
2003	296,140,087	149,323,784	0.50
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



NORTH TEXAS TOLLWAY AUTHORITY
Schedule of Toll Rates
Last Ten Fiscal Years

		Years									
Two-axle passenger cars and trucks											
Roadway		2000	2001	2002	2003	2004	2005	2006	2007	2008	2009
Dallas North Tollway:											
Main Lane Plaza 1	Cash	\$0.75	\$0.75	\$0.75	\$0.75	\$0.75	\$0.75	\$0.75	-	-	-
	TollTag	0.60	0.60	0.60	0.60	0.60	0.60	0.60	\$0.60	\$0.70	\$1.26
<i>(all ETC, effective in Jan., 2007)</i>											
	ZipCash -	-	-	-	-	-	-	-	0.75	1.00	1.89
Main Lane Plaza 2	Cash	0.75	0.75	0.75	0.75	0.75	0.75	0.75	1.00	1.00	1.35
	TollTag	0.60	0.60	0.60	0.60	0.60	0.60	0.60	0.70	0.70	0.90
Main Lane Plaza 3	Cash	0.75	0.75	0.75	0.75	0.75	0.75	0.75	1.00	1.00	1.20
	TollTag	0.60	0.60	0.60	0.60	0.60	0.60	0.60	0.70	0.70	0.80
Main Lane Plaza 4 (1)	Cash	-	-	-	-	-	-	-	1.30	1.30	2.15
	TollTag	-	-	-	-	-	-	-	1.05	1.05	1.41
Addison Airport Toll Tunnel:											
Mainlane Plaza	Cash	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.75
	TollTag	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.50
President George Bush Turnpike:											
Main Lane Plaza 6	Cash	0.50	0.50	0.75	0.75	0.75	0.75	0.75	1.00	1.00	1.50
	TollTag	0.50	0.50	0.60	0.60	0.60	0.60	0.60	0.70	0.70	1.00
Main Lane Plaza 7	Cash	0.50	0.50	0.75	0.75	0.75	0.75	0.75	1.00	1.00	1.62
	TollTag	0.50	0.50	0.60	0.60	0.60	0.60	0.60	0.70	0.70	1.08
Main Lane Plaza 8 (2)	Cash	-	0.50	0.75	0.75	0.75	0.75	0.75	1.00	1.00	1.50
	TollTag	-	0.50	0.60	0.60	0.60	0.60	0.60	0.70	0.70	1.00
Main Lane Plaza 9 (3)	Cash	-	-	-	-	-	0.75	0.75	1.00	1.00	1.20
	TollTag	-	-	-	-	-	0.60	0.60	0.70	0.70	0.80
Main Lane Plaza 10 (4)	Cash	-	0.75	0.75	0.75	0.75	0.75	0.75	1.00	1.00	0.69
	TollTag	-	0.60	0.60	0.60	0.60	0.60	0.60	0.70	0.70	0.46
Mountain Creek Lake Bridge:											
Mainlane Plaza	Cash	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.75
	TollTag	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.50
Sam Rayburn Tollway (SRT):											
Main Lane Gantry 1 (5)	Video	-	-	-	-	-	-	-	-	0.65	0.72
	TollTag	-	-	-	-	-	-	-	-	0.45	0.48
Main Lane Gantry 2 (5)	Video	-	-	-	-	-	-	-	-	1.71	1.86
	TollTag	-	-	-	-	-	-	-	-	1.18	1.24
Main Lane Gantry 3 (6)	Video	-	-	-	-	-	-	-	-	-	2.04
	TollTag	-	-	-	-	-	-	-	-	-	1.36
Lewisville Lake Toll Bridge:											
Mainlane Plaza (7)	Video	-	-	-	-	-	-	-	-	-	1.50
	TollTag	-	-	-	-	-	-	-	-	-	1.00

(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

Note----Other toll collection points (Ramp Plazas) are not shown on this schedule.

NORTH TEXAS TOLLWAY AUTHORITY
Schedule of Toll Rates
Last Ten Fiscal Years
(Unaudited)

Three-axle vehicle and vehicle combination	Roadway	Years										
		2000	2001	2002	2003	2004	2005	2006	2007	2008	2009	
Dallas North Tollway:												
	Main Lane Plaza 1	Cash	\$1.20	\$1.20	\$1.20	\$1.20	\$1.20	\$1.20	\$1.20	-	-	-
		TollTag	0.95	0.95	0.95	0.95	0.95	0.95	0.95	\$0.95	\$1.40	\$2.52
		ZipCash -	-	-	-	-	-	-	-	1.20	2.00	3.78
<i>(all ETC, effective in Jan., 2007)</i>												
	Main Lane Plaza 2	Cash	1.20	1.20	1.20	1.20	1.20	1.20	1.20	2.00	2.00	2.70
		TollTag	0.95	0.95	0.95	0.95	0.95	0.95	0.95	1.40	1.40	1.80
	Main Lane Plaza 3	Cash	1.20	1.20	1.20	1.20	1.20	1.20	1.20	2.00	2.00	2.40
		TollTag	0.95	0.95	0.95	0.95	0.95	0.95	0.95	1.40	1.40	1.60
	Main Lane Plaza 4 (1)	Cash	-	-	-	-	-	-	-	2.60	2.60	4.30
		TollTag	-	-	-	-	-	-	-	2.10	2.10	2.82
Addison Airport Toll Tunnel:												
	Mainlane Plaza	Cash	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.50	1.50
		TollTag	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.50	1.00
President George Bush Turnpike:												
	Main Lane Plaza 6	Cash	1.00	1.00	1.50	1.50	1.50	1.50	1.50	2.00	2.00	3.00
		TollTag	1.00	1.00	1.20	1.20	1.20	1.20	1.20	1.40	1.40	2.00
	Main Lane Plaza 7	Cash	1.00	1.00	1.50	1.50	1.50	1.50	1.50	2.00	2.00	3.24
		TollTag	1.00	1.00	1.20	1.20	1.20	1.20	1.20	1.40	1.40	2.16
	Main Lane Plaza 8 (2)	Cash	-	1.00	1.50	1.50	1.50	1.50	1.50	2.00	2.00	3.00
		TollTag	-	1.00	1.20	1.20	1.20	1.20	1.20	1.40	1.40	2.00
	Main Lane Plaza 9 (3)	Cash	-	-	-	-	-	1.50	1.50	2.00	2.00	2.40
		TollTag	-	-	-	-	-	1.20	1.20	1.40	1.40	1.60
	Main Lane Plaza 10 (4)	Cash	-	1.50	1.50	1.50	1.50	1.50	1.50	2.00	2.00	1.38
		TollTag	-	1.20	1.20	1.20	1.20	1.20	1.20	1.40	1.40	0.92
Mountain Creek Lake Bridge:												
	Main lane Plaza	Cash	0.75	0.75	0.75	0.75	0.75	0.75	0.75	0.75	0.75	1.50
		TollTag	0.75	0.75	0.75	0.75	0.75	0.75	0.75	0.75	0.75	1.00
Sam Rayburn Tollway (SRT):												
	Main Lane Gantry 1 (5)	Video	-	-	-	-	-	-	-	-	1.30	1.44
		TollTag	-	-	-	-	-	-	-	-	0.90	0.96
	Main Lane Gantry 2 (5)	Video	-	-	-	-	-	-	-	-	3.42	3.72
		TollTag	-	-	-	-	-	-	-	-	2.36	2.48
	Main Lane Gantry 3 (6)	Video	-	-	-	-	-	-	-	-	-	4.08
		TollTag	-	-	-	-	-	-	-	-	-	2.72
Lewisville Lake Toll Bridge:												
	Mainlane Plaza (7)	Video	-	-	-	-	-	-	-	-	-	3.00
		TollTag	-	-	-	-	-	-	-	-	-	2.00

(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

Note----Other toll collection points (Ramp Plazas) are not shown on this schedule.

NORTH TEXAS TOLLWAY AUTHORITY
Schedule of Toll Rates
Last Ten Fiscal Years
(Unaudited)

Four-axle vehicle and vehicle combination		Years									
Roadway		2000	2001	2002	2003	2004	2005	2006	2007	2008	2009
Dallas North Tollway:											
Main Lane Plaza 1	Cash	\$1.50	\$1.50	\$1.50	\$1.50	\$1.50	\$1.50	\$1.50	-	-	-
	TollTag	1.20	1.20	1.20	1.20	1.20	1.20	1.20	\$1.20	\$2.10	\$3.78
	ZipCash -	-	-	-	-	-	-	-	1.50	3.00	5.67
<i>(all ETC, effective in Jan., 2007)</i>											
Main Lane Plaza 2	Cash	1.50	1.50	1.50	1.50	1.50	1.50	1.50	3.00	3.00	4.05
	TollTag	1.20	1.20	1.20	1.20	1.20	1.20	1.20	2.10	2.10	2.70
Main Lane Plaza 3	Cash	1.50	1.50	1.50	1.50	1.50	1.50	1.50	3.00	3.00	3.60
	TollTag	1.20	1.20	1.20	1.20	1.20	1.20	1.20	2.10	2.10	2.40
Main Lane Plaza 4 (1)	Cash	-	-	-	-	-	-	-	3.90	3.90	6.45
	TollTag	-	-	-	-	-	-	-	3.15	3.15	4.23
Addison Airport Toll Tunnel:											
Mainlane Plaza	Cash	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.50	2.25
	TollTag	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.50	1.50
President George Bush Turnpike:											
Main Lane Plaza 6	Cash	1.50	1.50	2.25	2.25	2.25	2.25	2.25	3.00	3.00	4.50
	TollTag	1.50	1.50	1.80	1.80	1.80	1.80	1.80	2.10	2.10	3.00
Main Lane Plaza 7	Cash	1.50	1.50	2.25	2.25	2.25	2.25	2.25	3.00	3.00	4.86
	TollTag	1.50	1.50	1.80	1.80	1.80	1.80	1.80	2.10	2.10	3.24
Main Lane Plaza 8 (2)	Cash	-	1.50	2.25	2.25	2.25	2.25	2.25	3.00	3.00	4.50
	TollTag	-	1.50	1.80	1.80	1.80	1.80	1.80	2.10	2.10	3.00
Main Lane Plaza 9 (3)	Cash	-	-	-	-	-	2.25	2.25	3.00	3.00	3.60
	TollTag	-	-	-	-	-	1.80	1.80	2.10	2.10	2.40
Main Lane Plaza 10 (4)	Cash	-	2.25	2.25	2.25	2.25	2.25	2.25	3.00	3.00	2.07
	TollTag	-	1.80	1.80	1.80	1.80	1.80	1.80	2.10	2.10	1.38
Mountain Creek Lake Bridge:											
Main lane Plaza	Cash	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	2.25
	TollTag	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.50
Sam Rayburn Tollway (SRT):											
Main Lane Gantry 1 (5)	Video	-	-	-	-	-	-	-	-	1.95	2.16
	TollTag	-	-	-	-	-	-	-	-	1.35	1.44
Main Lane Gantry 2 (5)	Video	-	-	-	-	-	-	-	-	5.13	5.58
	TollTag	-	-	-	-	-	-	-	-	3.54	3.72
Main Lane Gantry 3 (6)	Video	-	-	-	-	-	-	-	-	-	6.12
	TollTag	-	-	-	-	-	-	-	-	-	4.08
Lewisville Lake Toll Bridge:											
Mainlane Plaza (7)	Video	-	-	-	-	-	-	-	-	-	4.50
	TollTag	-	-	-	-	-	-	-	-	-	3.00

(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

Note----Other toll collection points (Ramp Plazas) are not shown on this schedule.

NORTH TEXAS TOLLWAY AUTHORITY
Schedule of Toll Rates
Last Ten Fiscal Years
(Unaudited)

Five-axle vehicle and vehicle combination		Years									
Roadway		2000	2001	2002	2003	2004	2005	2006	2007	2008	2009
Dallas North Tollway:											
Main Lane Plaza 1	Cash	\$1.80	\$1.80	\$1.80	\$1.80	\$1.80	\$1.80	\$1.80	-	-	-
	TollTag	1.45	1.45	1.45	1.45	1.45	1.45	1.45	\$1.45	\$2.80	\$5.04
	ZipCash -	-	-	-	-	-	-	-	1.80	4.00	7.56
<i>(all ETC, effective in Jan., 2007)</i>											
Main Lane Plaza 2	Cash	1.80	1.80	1.80	1.80	1.80	1.80	1.80	4.00	4.00	5.40
	TollTag	1.45	1.45	1.45	1.45	1.45	1.45	1.45	2.80	2.80	3.60
Main Lane Plaza 3	Cash	1.80	1.80	1.80	1.80	1.80	1.80	1.80	4.00	4.00	4.80
	TollTag	1.45	1.45	1.45	1.45	1.45	1.45	1.45	2.80	2.80	3.20
Main Lane Plaza 4 (1)	Cash	-	-	-	-	-	-	-	5.20	5.20	8.60
	TollTag	-	-	-	-	-	-	-	4.20	4.20	5.64
Addison Airport Toll Tunnel:											
Mainlane Plaza	Cash	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.50	3.00
	TollTag	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.50	2.00
President George Bush Turnpike:											
Main Lane Plaza 6	Cash	2.00	2.00	3.00	3.00	3.00	3.00	3.00	4.00	4.00	6.00
	TollTag	2.00	2.00	2.40	2.40	2.40	2.40	2.40	2.80	2.80	4.00
Main Lane Plaza 7	Cash	2.00	2.00	3.00	3.00	3.00	3.00	3.00	4.00	4.00	6.48
	TollTag	2.00	2.00	2.40	2.40	2.40	2.40	2.40	2.80	2.80	4.32
Main Lane Plaza 8 (2)	Cash	-	2.00	3.00	3.00	3.00	3.00	3.00	4.00	4.00	6.00
	TollTag	-	2.00	2.40	2.40	2.40	2.40	2.40	2.80	2.80	4.00
Main Lane Plaza 9 (3)	Cash	-	-	-	-	-	3.00	3.00	4.00	4.00	4.80
	TollTag	-	-	-	-	-	2.40	2.40	2.80	2.80	3.20
Main Lane Plaza 10 (4)	Cash	-	3.00	3.00	3.00	3.00	3.00	3.00	4.00	4.00	2.76
	TollTag	-	2.40	2.40	2.40	2.40	2.40	2.40	2.80	2.80	1.84
Mountain Creek Lake Bridge:											
Main lane Plaza	Cash	1.25	1.25	1.25	1.25	1.25	1.25	1.25	1.25	1.25	3.00
	TollTag	1.25	1.25	1.25	1.25	1.25	1.25	1.25	1.25	1.25	2.00
Sam Rayburn Tollway (SRT):											
Main Lane Gantry 1 (5)	Video	-	-	-	-	-	-	-	-	2.60	2.88
	TollTag	-	-	-	-	-	-	-	-	1.80	1.92
Main Lane Gantry 2 (5)	Video	-	-	-	-	-	-	-	-	6.84	7.44
	TollTag	-	-	-	-	-	-	-	-	4.72	4.96
Main Lane Gantry 3 (6)	Video	-	-	-	-	-	-	-	-	-	8.16
	TollTag	-	-	-	-	-	-	-	-	-	5.44
Lewisville Lake Toll Bridge:											
Mainlane Plaza (7)	Video	-	-	-	-	-	-	-	-	-	6.00
	TollTag	-	-	-	-	-	-	-	-	-	4.00

(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

Note----Other toll collection points (Ramp Plazas) are not shown on this schedule.

NORTH TEXAS TOLLWAY AUTHORITY
Schedule of Toll Rates
Last Ten Fiscal Years
(Unaudited)

Six or more-axle vehicle and vehicle combination	Roadway	Years										
		2000	2001	2002	2003	2004	2005	2006	2007	2008	2009	
Dallas North Tollway:												
	Main Lane Plaza 1	Cash	\$2.10	\$2.10	\$2.10	\$2.10	\$2.10	\$2.10	\$2.10	-	-	-
		TollTag	1.70	1.70	1.70	1.70	1.70	1.70	1.70	\$1.70	\$3.50	\$6.30
		ZipCash -	-	-	-	-	-	-	-	2.10	5.00	9.45
	(all ETC, effective in Jan., 2007)											
	Main Lane Plaza 2	Cash	2.10	2.10	2.10	2.10	2.10	2.10	2.10	5.00	5.00	6.75
		TollTag	1.70	1.70	1.70	1.70	1.70	1.70	1.70	3.50	3.50	4.50
	Main Lane Plaza 3	Cash	2.10	2.10	2.10	2.10	2.10	2.10	2.10	5.00	5.00	6.00
		TollTag	1.70	1.70	1.70	1.70	1.70	1.70	1.70	3.50	3.50	4.00
	Main Lane Plaza 4 (1)	Cash	-	-	-	-	-	-	-	6.50	6.50	10.75
		TollTag	-	-	-	-	-	-	-	5.25	5.25	7.05
Addison Airport Toll Tunnel:												
	Mainlane Plaza	Cash	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.50	3.75
		TollTag	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.50	2.50
President George Bush Turnpike:												
	Main Lane Plaza 6	Cash	2.50	2.50	3.75	3.75	3.75	3.75	3.75	5.00	5.00	7.50
		TollTag	2.50	2.50	3.00	3.00	3.00	3.00	3.00	3.50	3.50	5.00
	Main Lane Plaza 7	Cash	2.50	2.50	3.75	3.75	3.75	3.75	3.75	5.00	5.00	8.10
		TollTag	2.50	2.50	3.00	3.00	3.00	3.00	3.00	3.50	3.50	5.40
	Main Lane Plaza 8 (2)	Cash	-	2.50	3.75	3.75	3.75	3.75	3.75	5.00	5.00	7.50
		TollTag	-	2.50	3.00	3.00	3.00	3.00	3.00	3.50	3.50	5.00
	Main Lane Plaza 9 (3)	Cash	-	-	-	-	-	3.75	3.75	5.00	5.00	6.00
		TollTag	-	-	-	-	-	3.00	3.00	3.50	3.50	4.00
	Main Lane Plaza 10 (4)	Cash	-	3.75	3.75	3.75	3.75	3.75	3.75	5.00	5.00	3.45
		TollTag	-	3.00	3.00	3.00	3.00	3.00	3.00	3.50	3.50	2.30
Mountain Creek Lake Bridge:												
	Main lane Plaza	Cash	1.50	1.50	1.50	1.50	1.50	1.50	1.50	1.50	1.50	3.75
		TollTag	1.50	1.50	1.50	1.50	1.50	1.50	1.50	1.50	1.50	2.50
Sam Rayburn Tollway (SRT):												
	Main Lane Gantry 1 (5)	Video	-	-	-	-	-	-	-	-	3.25	3.60
		TollTag	-	-	-	-	-	-	-	-	2.25	2.40
	Main Lane Gantry 2 (5)	Video	-	-	-	-	-	-	-	-	8.55	9.30
		TollTag	-	-	-	-	-	-	-	-	5.90	6.20
	Main Lane Gantry 3 (6)	Video	-	-	-	-	-	-	-	-	-	10.20
		TollTag	-	-	-	-	-	-	-	-	-	6.80
Lewisville Lake Toll Bridge:												
	Mainlane Plaza (7)	Video	-	-	-	-	-	-	-	-	-	7.50
		TollTag	-	-	-	-	-	-	-	-	-	5.00

(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

Note----Other toll collection points (Ramp Plazas) are not shown on this schedule.

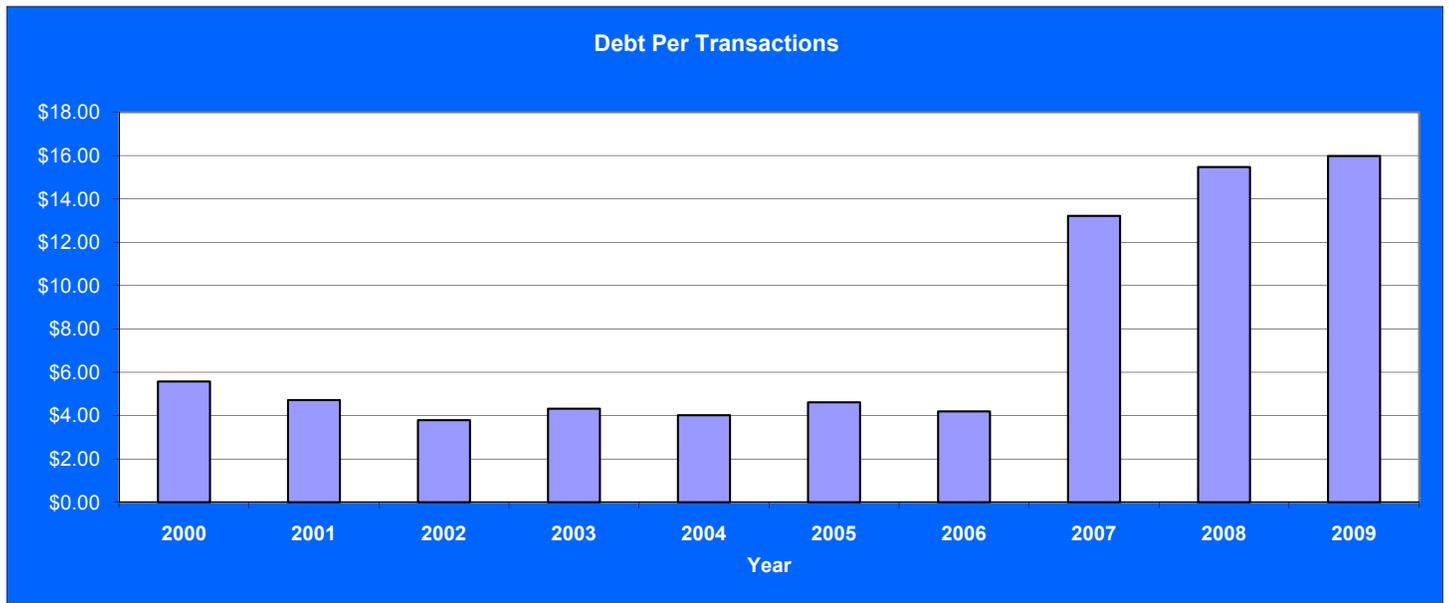
NORTH TEXAS TOLLWAY AUTHORITY
Ratio of Outstanding Debt by Type
Business-Type Activities
Last Ten Fiscal Years
(Unaudited)

Year	Revenue Bonds	Bond Anticipation Notes	Commercial Paper Notes Payable	Texas Department of Transportation ISTEALoan	Texas Department of Transportation Loan Payable	Total Debt Amount	Total Revenue Vehicle Toll Transactions(1)	Debt Per Transactions	Debt Per Capita(2)
2000	\$ 930,934,136	-	-	\$ 135,000,000	\$ 4,600,000	\$ 1,070,534,136	\$ 192,168,272	\$5.57	\$232
2001	925,524,957	-	\$20,000,000	135,000,000	4,600,000	1,085,124,957	230,044,912	4.72	228
2002	921,430,778	-	20,000,000	135,000,000	4,600,000	1,081,030,778	285,494,321	3.79	222
2003	1,139,285,000	-	-	135,000,000	4,600,000	1,278,885,000	296,140,087	4.32	259
2004	1,125,735,000	-	-	135,000,000	4,600,000	1,265,335,000	315,031,754	4.02	251
2005	1,420,605,000	-	-	135,000,000	4,600,000	1,560,205,000	338,390,215	4.61	303
2006	1,390,130,000	-	25,000,000	135,000,000	4,600,000	1,554,730,000	370,696,171	4.19	293
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	934
2008	6,150,814,166	-	89,700,000	135,000,000	4,600,000	6,380,114,166	412,272,003	15.48	1,147
2009	7,122,390,015	-	5,200,000	146,609,022	4,600,000	7,278,799,037	455,546,197	15.98	1,283

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 76.

(2) See table of Demographic Data on page 84.



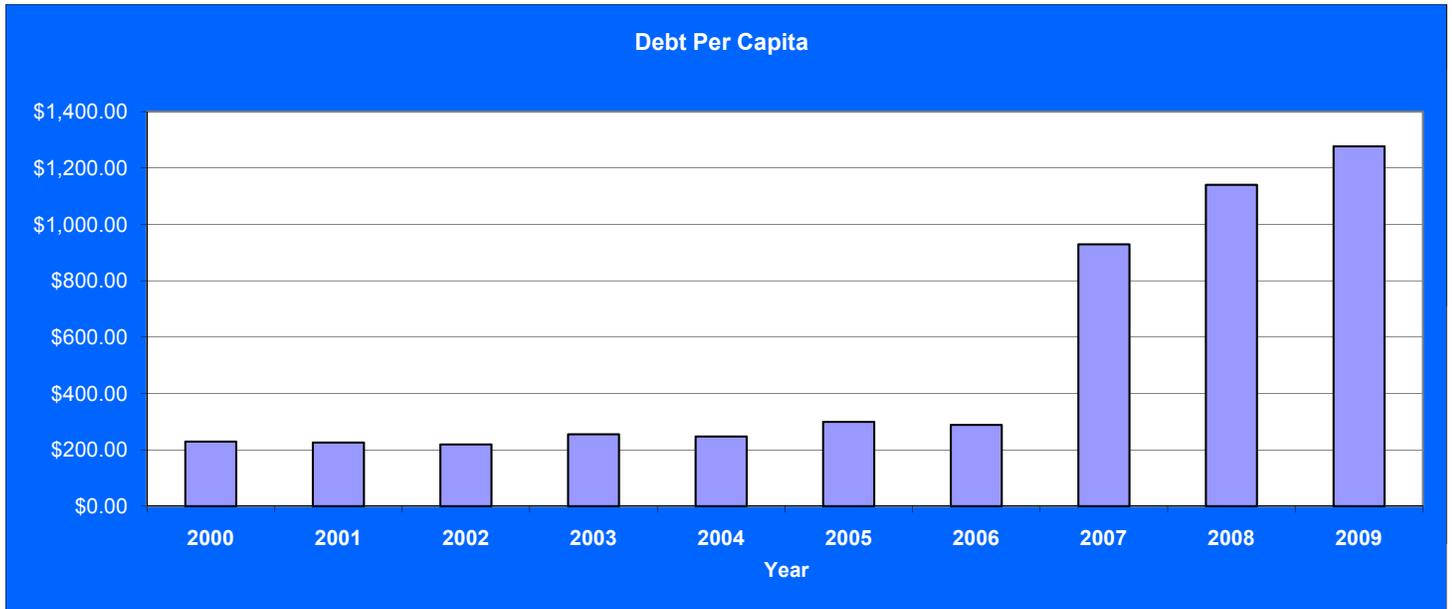
NORTH TEXAS TOLLWAY AUTHORITY
Ratio of Revenue-backed Debt Outstanding
Business-Type Activities
Last Ten Fiscal Years
(Unaudited)

Year	Revenue Bonds	Bond Anticipation Notes	Less: amounts Available in Bond Redemption Account	Commercial Paper Notes Payable	Texas Department of Transportation ISTEAL Loan	Total Debt Amount	Annual Toll Revenues(1)	Debt Per Annual Toll Revenue	Debt Per Capita(2)
2000	\$930,934,136	-	(\$7,561,208)	-	\$135,000,000	\$1,058,372,928	\$93,901,576	11	\$229
2001	925,524,957	-	(6,215,744)	\$20,000,000	135,000,000	1,074,309,213	107,210,124	10	226
2002	921,430,778	-	(11,645,000)	20,000,000	135,000,000	1,064,785,778	137,945,439	8	219
2003	1,139,285,000	-	(13,553,662)	-	135,000,000	1,260,731,338	149,323,784	8	255
2004	1,125,735,000	-	(15,447,037)	-	135,000,000	1,245,287,963	160,695,030	8	247
2005	1,420,605,000	-	(17,311,773)	-	135,000,000	1,538,293,227	172,537,345	9	299
2006	1,390,130,000	-	(22,008,278)	25,000,000	135,000,000	1,528,121,722	191,434,120	8	288
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	929
2008	6,150,814,166	-	(34,110,000)	89,700,000	135,000,000	6,341,404,166	240,776,791	26	1140
2009	7,122,390,015	-	(32,170,000)	5,200,000	146,609,022	7,242,029,037	290,404,547	25	1277

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 76.

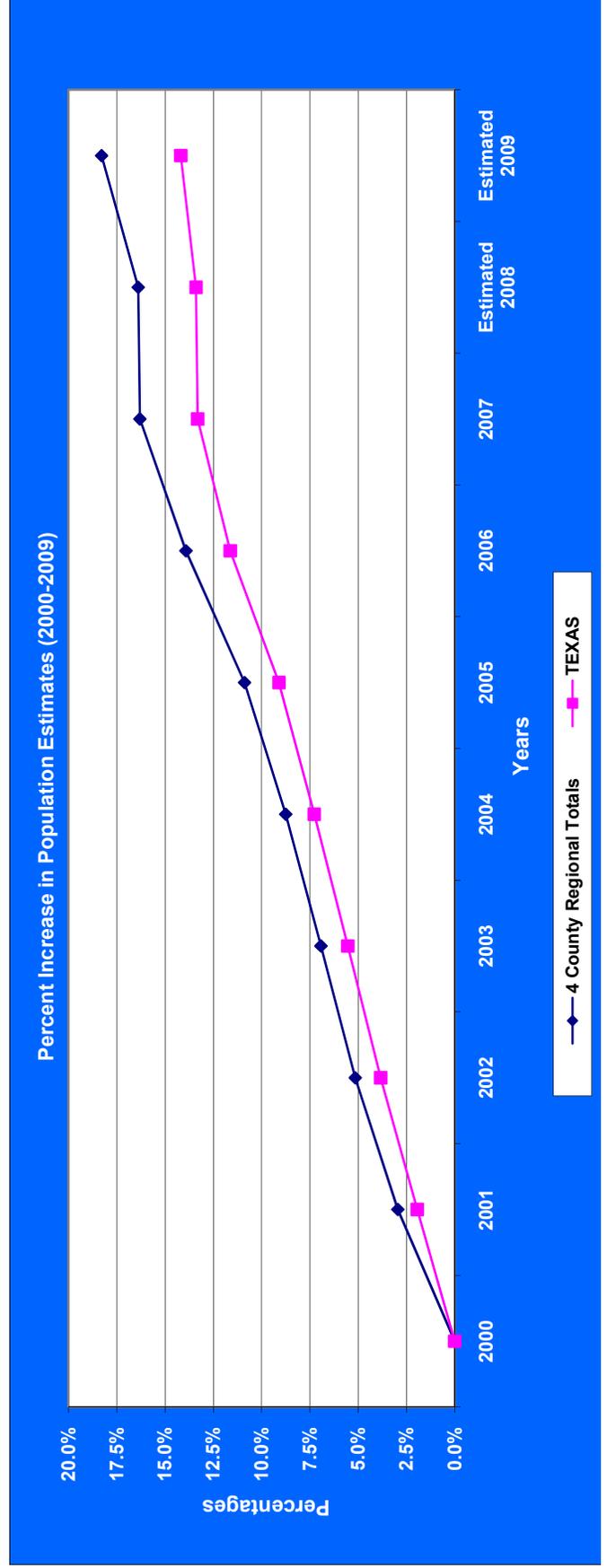
(2) See table of Demographic Data on page 84.



NORTH TEXAS TOLLWAY AUTHORITY
Demographic Data-Combined Four Region and State of Texas Population Estimated Data
For Years 2000-2009

Year	Est. Four County Regional Totals					Estimated Texas Totals	Percentage Change (From Prior Years)	
	COLLIN	DALLAS	DENTON	TARRANT	4 County		TEXAS	TEXAS
2000	500,224	2,225,945	438,869	1,454,612	4,619,650	20,951,848	N/A	N/A
2001	538,200	2,264,243	463,681	1,489,516	4,755,640	21,357,926	2.94%	1.94%
2002	569,438	2,276,489	488,311	1,526,307	4,860,545	21,762,430	2.21%	1.89%
2003	597,536	2,282,284	510,292	1,556,747	4,946,859	22,134,047	1.78%	1.71%
2004	628,757	2,290,710	531,054	1,586,277	5,036,798	22,517,901	1.82%	1.73%
2005	660,926	2,308,527	554,994	1,619,666	5,144,113	22,928,508	2.13%	1.82%
2006	698,851	2,345,815	584,238	1,671,295	5,300,199	23,507,783	3.03%	2.53%
2007	730,690	2,366,511	612,357	1,717,435	5,426,993	23,904,380	2.39%	1.69%
Estimated 2008	762,010	2,412,827	636,557	1,750,091	5,561,485	24,326,974	2.48%	1.77%
Estimated 2009	764,500	2,471,000	628,300	1,807,750	5,671,550	24,538,335	1.98%	0.87%
Increase Total from Year 2000 to Year 2009	264,276	245,055	189,431	353,138	1,051,900	3,586,487		

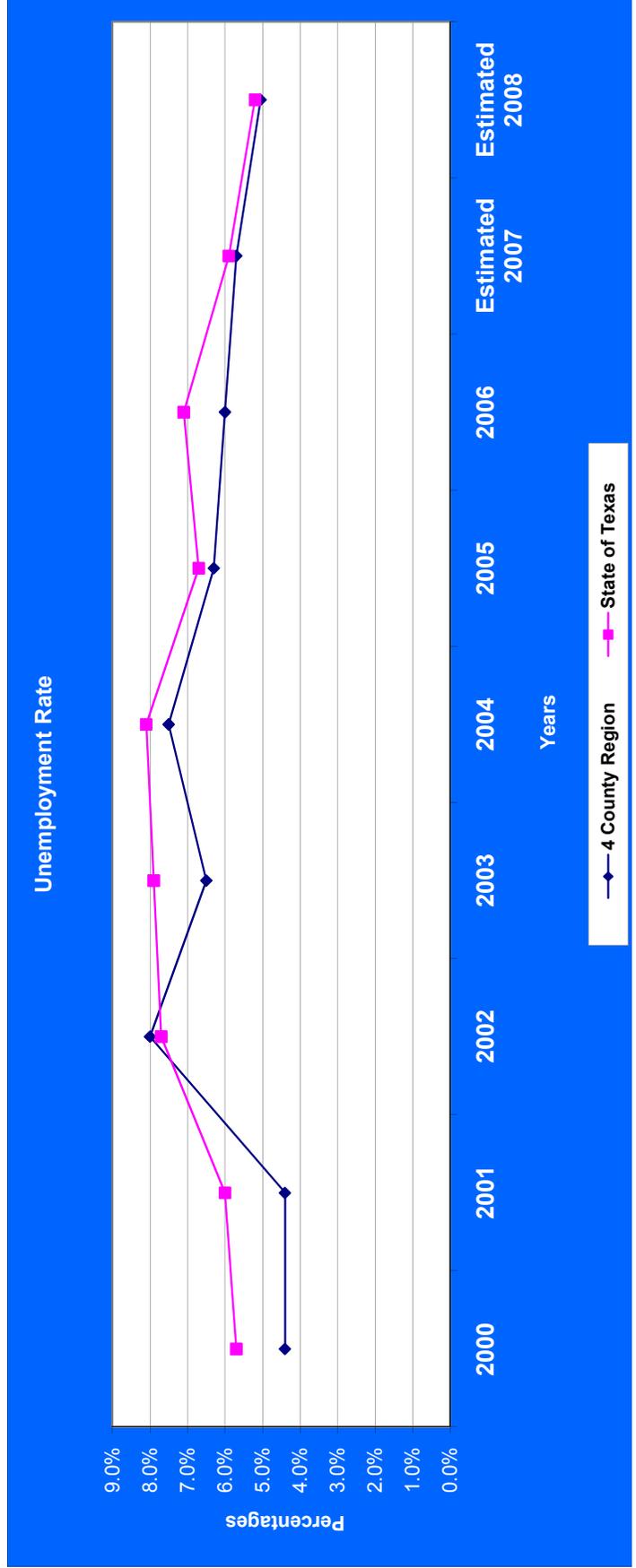
All information obtained from U.S. Census Bureau



NORTH TEXAS TOLLWAY AUTHORITY
Demographic Data-Combined Four County Region and State of Texas Employment Status Estimates
For Years 2000-2008

Year	COLLIN	DALLAS	DENTON	TARRANT	Combined Four County Regional		Texas	Unemployment Rate Texas
					Estimated Totals	Estimated Totals		
2000	275,187	1,166,274	248,592	758,223	2,448,276	10,003,606	4.4%	
2001	298,648	1,171,386	249,260	775,930	2,495,224	10,125,306	4.4%	
2002	308,228	1,194,564	276,897	799,447	2,579,136	10,402,410	8.0%	
2003	325,039	1,176,107	287,142	814,196	2,602,484	10,556,464	7.9%	
2004	347,165	1,197,167	301,511	835,363	2,681,206	10,851,249	8.1%	
2005	367,651	1,177,947	312,530	840,440	2,698,568	11,024,191	6.3%	
2006	389,629	1,219,541	337,144	884,101	2,830,415	11,617,834	6.0%	
Estimated 2007	400,678	1,205,730	344,810	904,015	2,855,233	11,647,654	5.7%	
Estimated 2008	407,840	1,180,870	346,869	877,646	2,813,225	11,466,657	5.2%	
Increase Total from Year 2000 to Year 2008	132,653	14,596	98,277	119,423	364,949	1,463,051		

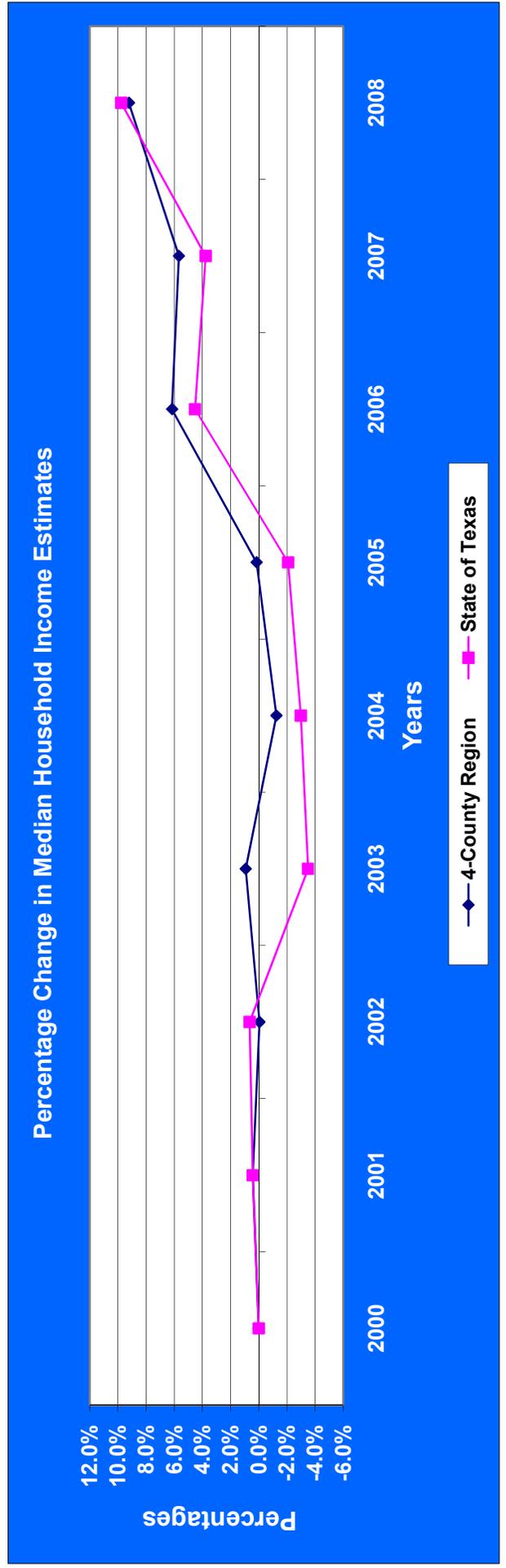
All information obtained from U.S. Census Bureau



NORTH TEXAS TOLLWAY AUTHORITY
 Demographic Data - Combined Four County Region and State of Texas Median Household Income Estimates
 For Years 2000 - 2008

Year	Four County Regional Totals				Texas		Percentage Change from Prior Years	
	COLLIN	DALLAS	DENTON	TARRANT	Estimated Avg Median Income	Estimated Avg Median Income	4 County	Texas
2000	\$70,487	\$45,831	\$56,807	\$50,638	\$55,941	\$43,065	N/A	N/A
2001	70,181	44,829	60,898	48,821	56,182	43,253	0.43%	0.44%
2002	70,292	44,678	56,814	51,860	55,911	43,343	-0.48%	0.21%
2003	71,458	44,189	62,013	48,185	56,461	41,548	0.98%	-4.14%
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	50,043	3.06%	5.25%
Averaged Yearly Totals	\$72,986	\$44,871	\$63,447	\$50,833	\$58,034	\$44,180		

All information obtained from U.S. Census Bureau



NORTH TEXAS TOLLWAY AUTHORITY
North Texas Four County Region's Top Ten Employers

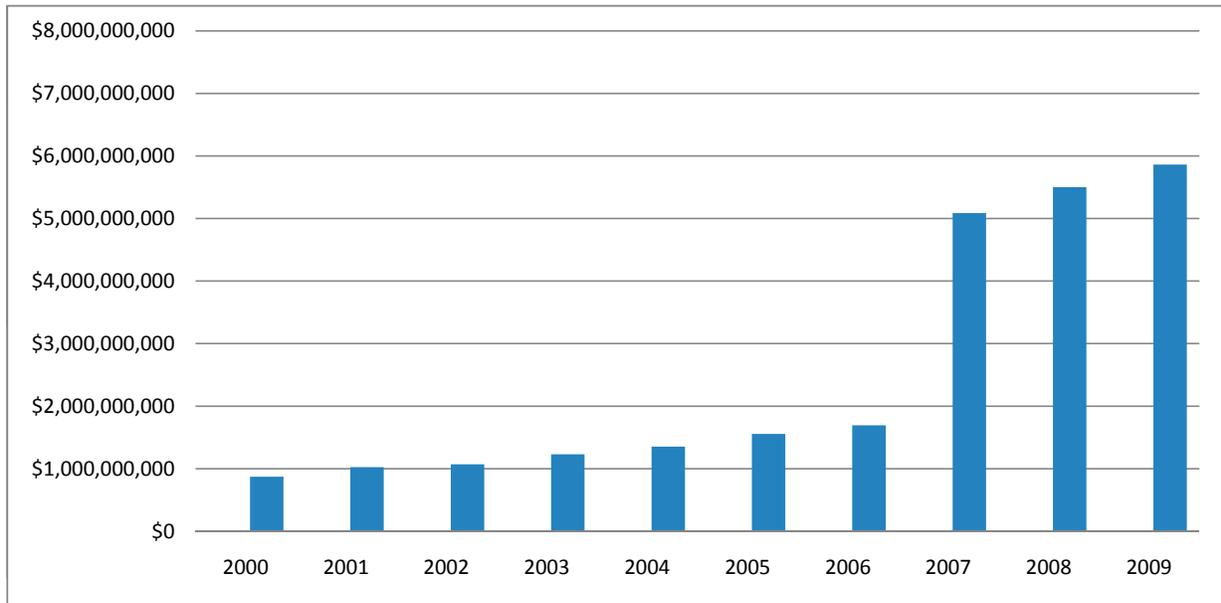
COLLIN COUNTY TOP TEN EMPLOYERS			2009			2000			COLLIN COUNTY TOP TEN EMPLOYERS		
EMPLOYER	NUMBER OF EMPLOYEES	PERCENTAGE OF TOTAL EMPLOYMENT	INDUSTRY	EMPLOYER	NUMBER OF EMPLOYEES	PERCENTAGE OF TOTAL EMPLOYMENT	INDUSTRY	EMPLOYER	NUMBER OF EMPLOYEES	PERCENTAGE OF TOTAL EMPLOYMENT	INDUSTRY
BANK OF AMERICA HOME LOANS(FORMERLY COUNTRYWIDE HOME LOANS)	9,410	2.31%	FINANCE	J.C PENNEY CO. INC.	10,000	5.96%	RETAIL				
JC PENNEY (CORPORATE HQ)	5,100	1.25%	RETAIL	EDS	8,200	4.89%	PROF/TECH				
EDS	5,000	1.23%	PROF/TECH	NORTEL NETWORKS	8,000	4.77%	PROF/TECH				
DELL PEROT SYSTEMS	2,850	0.70%	PROF/TECH	ALCATEL USA	7,000	4.17%	PROF/TECH				
UNIVERSITY OF TEXAS AT DALLS	2,830	0.69%	EDUCATION	PLANO INDEPENDENT SCHOOL DISTRICT	5,000	2.98%	EDUCATION				
RAYTHEON	2,500	0.61%	MANUFACTURING	RICHARDSON ISD	4,000	2.38%	EDUCATION				
CHC ACQUISITION CORP(COMMUNICATIONS HEALTH CORP)	2,000	0.49%	HEALTH CARE	FUJITSU NETWORK COMMUNICATIONS	3,200	1.91%	PROF/TECH				
ALCATEL	1,830	0.45%	MANUFACTURING	BLUE CROSS AND BLUE SHIELD OF TEXAS	3,104	1.85%	HEALTH CARE				
T-MOBILE USA INC	1,500	0.37%	TECHNOLOGY	METROMEDIA RESTAURANT GROUP	3,000	1.79%	RESTAURANT				
TEXAS HEALTH PRESBYTERIAN HOSPITAL PLANO (FORMERLY PRESBYTERIAN HOSPITAL OF PLANO)	1,488	0.18%	HEALTH CARE	ERIGSSON INC	2,500	1.49%	PROF/TECH				
Total	34,508	8.28%		Total	54,004	32.19%					
DALLAS COUNTY TOP TEN EMPLOYERS			PERCENTAGE OF TOTAL EMPLOYMENT			DALLAS COUNTY TOP TEN EMPLOYERS					
EMPLOYER	NUMBER OF EMPLOYEES	PERCENTAGE OF TOTAL EMPLOYMENT	INDUSTRY	EMPLOYER	NUMBER OF EMPLOYEES	PERCENTAGE OF TOTAL EMPLOYMENT	INDUSTRY				
TEXAS INSTRUMENTS HQ	9,800	0.83%	MANUFACTURING	RAYTHEON COMPANY	20,000	1.28%	MANUFACTURING				
PARKLAND MEMORIAL HOSPITAL	9,178	0.78%	HEALTH CARE	DALLAS INDEPENDENT SCHOOL DISTRICT	17,169	1.10%	EDUCATION				
UT SOUTHWESTERN MED CENTER	8,545	0.72%	HEALTH CARE	VERIZON	14,500	0.93%	PROF/TECH				
BAYLOR MEDICAL CENTER DALLAS	5,500	0.47%	HEALTH CARE	CITY OF DALLAS	14,200	0.91%	PUBLIC ADMINISTRATION				
CHILDRENS MEDICAL CENTER DALLAS	5,199	0.44%	HEALTH CARE	BAYLOR HEALTH CARE SYSTEM	13,000	0.83%	HEALTH CARE				
SOUTHWEST AIRLINES	5,049	0.43%	TRANSPORTATION	U.S POSTAL SERVICE- DALLAS DISTRICT	12,418	0.79%	PUBLIC ADMINISTRATION				
CITIGROUP	5,000	0.42%	FINANCE	TEXAS INSTRUMENTS INCORPORATED	11,000	0.70%	PROF/TECH				
TEXAS HEALTH PRESBYTERIAN HOSPITAL DALLAS (FORMERLY PRESBYTERIAN HOSPITAL OF DALLAS ASSOCIATES FIRST CAPITAL CORP	4,019	0.34%	HEALTH CARE	SOUTHWESTERN BELL TELEPHONE	10,590	0.68%	PROF/TECH				
VA NORTH TEXAS HEALTH CARE SYSTEM	4,000	0.34%	FINANCE	BANK OF AMERICA	10,300	0.66%	FINANCE				
Total	60,228	5.10%		Total	132,177	8.44%					
DENTON COUNTY TOP TEN EMPLOYERS			PERCENTAGE OF TOTAL EMPLOYMENT			DENTON COUNTY TOP TEN EMPLOYERS					
EMPLOYER	NUMBER OF EMPLOYEES	PERCENTAGE OF TOTAL EMPLOYMENT	INDUSTRY	EMPLOYER	NUMBER OF EMPLOYEES	PERCENTAGE OF TOTAL EMPLOYMENT	INDUSTRY				
UNIVERSITY OF NORTH TEXAS	7,762	2.24%	EDUCATION	MINYARD FOOD STORES,INC.	7,000	5.85%	RETAIL				
AMERICAN AIRLINES ALLIANCE MAINTENANCE BASE	2,105	0.61%	TRANSPORTATION	UNIVERSITY OF NORTH TEXAS	5,000	4.18%	PUBLIC ADMINISTRATION				
FRITO-LAY INC	2,000	0.58%	MANUFACTURING	PETERBIL MOTORS COMPANY	2,000	1.67%	MANUFACTURING				
TEXAS WOMANS UNIVERSITY	1,586	0.46%	EDUCATION	DENTON ISD	1,775	1.48%	EDUCATION				
DENTON COUNTY (COMMISSIONERS COURT)	1,566	0.45%	PUBLIC ADMINISTRATION	DENTON STATE SCHOOL	1,600	1.34%	PUBLIC ADMINISTRATION				
DENTON STATE SCHOOL	1,500	0.43%	HEALTH CARE	TEXAS WOMAN'S UNIVERSITY	1,200	1.00%	EDUCATION				
WAL- MART DISTRIBUTION CENTER	1,500	0.43%	WAREHOUSE	DENTON COUNTY	1,100	0.92%	PUBLIC ADMINISTRATION				
PETERBIL MOTORS CO	1,500	0.43%	MANUFACTURING	COPPELL ISD	1,050	0.88%	EDUCATION				
CENTEX HOME EQUITY COMPANY,LLC	1,400	0.40%	FINANCE	CITY OF DENTON	906	0.76%	EDUCATION				
EMC MORTGAGE CORP	1,000	0.29%	FINANCE	GRANDY'S INC.	850	0.71%	RETAIL				
Total	21,918	6.25%		Total	22,481	18.80%					
TARRANT COUNTY TOP TEN EMPLOYERS			PERCENTAGE OF TOTAL EMPLOYMENT			TARRANT COUNTY TOP TEN EMPLOYERS					
EMPLOYER	NUMBER OF EMPLOYEES	PERCENTAGE OF TOTAL EMPLOYMENT	INDUSTRY	EMPLOYER	NUMBER OF EMPLOYEES	PERCENTAGE OF TOTAL EMPLOYMENT	INDUSTRY				
LOCKHEED MARTIN CORP	13,500	1.54%	MANUFACTURING	AMERICAN AIRLINES	35,000	4.98%	TRANSPORTATION				
AMERICAN AIRLINES/AMR	11,709	1.33%	TRANSPORTATION	KROGER I.P.I.,DALLAS MARKETING AREA	9,000	1.28%	RETAIL				
AMERICAN AIRLINES/AMR HQ	6,500	0.74%	TRANSPORTATION	SABRE	7,000	1.00%	MANUFACTURING				
NAS FORT WORTH JOINT RESERVE BASE	5,361	0.61%	PUBLIC ADMINISTRATION	TANDY CORPORATION/RADIO SHACK	6,800	0.97%	PROF/TECH				
UNIVERSITY OF TEXAS AT ARLINGTON	5,300	0.60%	EDUCATION	BELL HELICOPTER TEXTRON INC	6,300	0.90%	RETAIL				
JPS HEALTH NETWORK/JOHN PETER SMITH HOSPITAL (FORMERLY HARRIS METHODIST FORT WORTH HOSPITAL)	4,302	0.49%	HEALTH CARE	ALBERTSON'S INC	5,000	0.71%	RETAIL				
BELL HELICOPTER TEXTRON PLANT 1	3,968	0.45%	HEALTH CARE	GRAND PRAIRIE ISD	2,309	0.33%	EDUCATION				
COWBOYS STADIUM	3,500	0.40%	MANUFACTURING	TEXAS DEPARTMENT O HUMAN SERVICES	2,230	0.32%	PUBLIC ADMINISTRATION				
ALCON LABORATORIES INC	3,300	0.38%	MANUFACTURING	UNIVERSITY OF TEXAS AT ARLINGTON	1,879	0.27%	EDUCATION				
Total	61,260	6.98%		Total	76,518	10.89%					

Source: Dallas Major Employers-DFW and Bureau of Labor Statistics

NORTH TEXAS TOLLWAY AUTHORITY
 Contribution to Infrastructure Assets
 Last Ten Fiscal Years
 (Unaudited)

Year	Additions	Beginning Balance	Deletions	Ending Balance
2000	\$ 152,803,664	\$ 720,329,749	-	\$ 873,133,413
2001	151,520,819	873,133,413	-	1,024,654,232
2002	44,935,637	1,024,654,232	-	1,069,589,869
2003	161,829,348	1,069,589,869	-	1,231,419,217
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

- (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



NORTH TEXAS TOLLWAY AUTHORITY
Toll Revenue Analysis
Last Ten Fiscal Years
(Unaudited)

Toll Revenue							
Year		Two-Axle Vehicles		Multi-Axle Vehicles		Adjustments	Total
2000	(1)	\$ 94,246,563	\$	1,947,823	\$	(615,915)	\$ 95,578,471
2001	(2)	107,284,640		1,972,867		(2,047,383)	107,210,124
2002	(3)	157,445,951		2,959,988		(22,460,500)	137,945,439
2003		161,376,894		4,040,344		(16,093,454)	149,323,784
2004	(4)	169,631,935		4,635,864		(13,572,769)	160,695,030
2005	(5)	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	(6)	214,283,866		8,189,103		(19,797,405)	202,675,564
2008	(7)	262,432,292		12,115,529		(33,771,030)	240,776,791
2009	(8)	333,428,667		16,308,187		(59,332,307)	290,404,547
Toll Revenue - Average Per Day							
Year		Two-Axle Vehicles		Multi-Axle Vehicles		Adjustments	Average
2000	(1)	\$ 257,505	\$	5,322	\$	(1,683)	\$ 261,144
2001	(2)	293,931		5,405		(5,609)	293,727
2002	(3)	431,359		8,110		(61,536)	377,933
2003		442,128		11,069		(44,092)	409,105
2004	(4)	463,475		12,666		(37,084)	439,057
2005	(5)	494,368		14,862		(36,526)	472,704
2006		541,761		18,343		(35,627)	524,477
2007	(6)	587,079		22,436		(54,239)	555,276
2008	(7)	717,028		33,103		(92,271)	657,860
2009	(8)	913,503		44,680		(162,554)	795,629

- (1) Reflects the opening of Segment IIb of the President George Bush Turnpike in May 2000.
- (2) 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.
- (3) Toll rate increase for the President George Bush Turnpike went into effect in January 2002. High speed lanes installed (Open Lane Tolling)
- (4) Reflects the completion of DNT and State Highway 121 interchange on April 2004.
- (5) Reflects the opening of Segment IV of the President George Bush Turnpike in September 2005.
- (6) 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.
- (7) Reflects the opening of Sam Rayburn Tollway in September 2008 as the Authority's first all ETC facility. Adjustments includes transaction to be invoiced.
- (8) Reflects the opening of Lake Lewisville in October 2009.

NORTH TEXAS TOLLWAY AUTHORITY
Total Lane Miles Operating and Number of Employees by Department
Last Ten Fiscal Years

Lane Miles										
	Year									
	2000	2001	2002	2003	2004	2005	2006	2007	2008	2009
Total Lane Miles	231	272	297	306	315	315	339	355	439	777

Note----Lane miles are recorded during the year in proportionate to the number of month they were operational.

Full-time Equivalent Employees										
Function	Year									
	2000	2001	2002	2003	2004	2005	2006	2007	2008	2009
Administration	5	5	6	6	11	7	9	9	9	6
Board	0	0	0	0	0	0	0	0	0	1
Operations	0	0	0	0	0	0	0	0	0	2
Finance	4	4	4	4	4	5	5	6	6	10
Business Diversity	0	0	0	0	0	0	1	1	3	5
Communications	3	4	5	4	3	7	8	9	12	15
Internal Audit	0	0	0	0	0	0	0	0	2	5
Human Resources	5	9	10	8	8	8	12	12	13	14
Legal Services	3	3	3	4	4	4	3	3	3	3
System & Incident Management	24	25	23	22	20	26	26	25	51	57
Accounting	7	5	5	5	5	6	7	5	8	7
Information Technology	10	12	13	16	16	19	19	20	32	47
Vault	8	8	15	28	28	31	30	28	23	19
Audit - Revenue Reconciliation	3	3	2	0	0	6	5	7	6	5
Procurement Services	3	3	3	3	3	6	6	6	10	12
Community Affairs	0	0	0	0	0	1	1	1	3	3
Toll Collection	250	304	402	379	392	412	416	386	321	162
Maintenance	45	52	65	67	71	76	68	81	178	162
Customer Service Center	24	29	41	75	81	92	98	115	133	228
Project Delivery	8	7	7	9	11	12	11	9	6	9
Project Evaluation	0	0	0	0	0	0	0	3	4	0
Cash and Debt Management	0	0	0	0	0	0	0	0	0	5
Total	402	473	604	630	657	718	725	726	823	777

Note 1----During 1998 & 1999, Finance, Human Resources and Procurement Services were reported within the Administration Dept.

Note 2----During 2003 & 2004, the Audit function was outsourced.

Note 3 ----Project Evaluation is now Cash Debt and Management.

