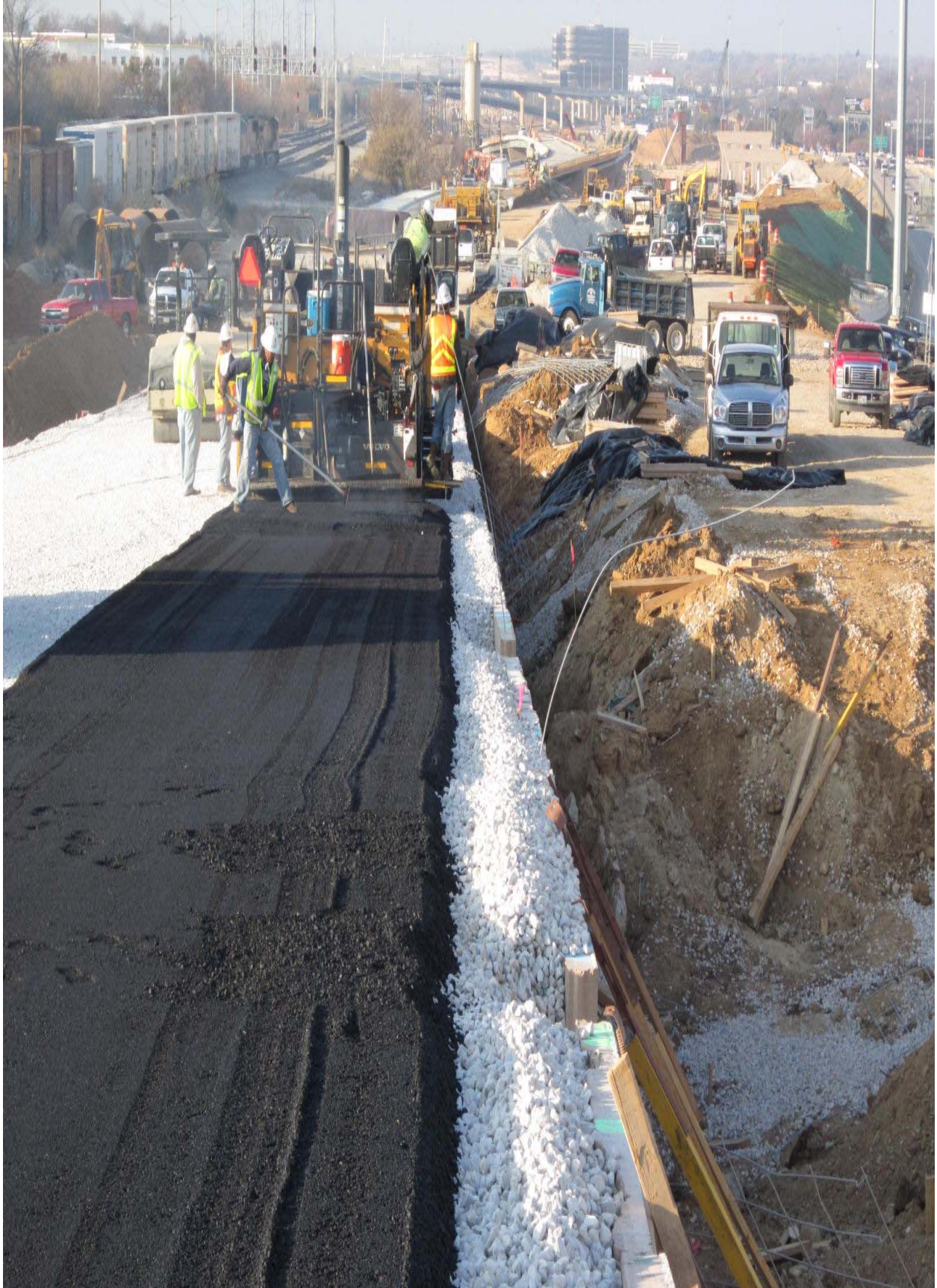


NORTH TEXAS TOLLWAY AUTHORITY

2014
SPECIAL PROJECTS SYSTEM
BUDGET





READERS ROADMAP TO THIS DOCUMENT

This Readers Roadmap is a guide to help the reader navigate through the North Texas Tollway Authority's Special Projects System Fiscal Year 2014 Annual Operating Budget. This document is prepared in compliance with the Trust Agreement ⁽¹⁾ and is designed to give the board, bond holders, elected officials, the public, and staff a detailed understanding of the Authority's approach to its operations for FY2014. The Special Projects System fiscal year begins on September 1, 2013 and ends August 31, 2014.

BUDGET DESIGN

The budget is divided into five major sections. Footnotes and page references are used to direct the reader to other sections of the document for more detail. The sections are as follows:

Introductory – This section contains the transmittal letter addressed to the Board of Directors with an overview chart showing the 2014 Budget compared to 2013. The section also contains a map of the System; a document showing the history of the Authority; a list of officials and an organization chart; and an Executive Summary which verbally and graphically conveys the major initiatives and issues impacting the 2014 Budget. (See pages 9-19)

Budget Overview – The Authority uses fund accounting to track its various activities. The funds and their corresponding activities are outlined by the Trust Agreement ⁽¹⁾. Most of the reports in this section are presented by department and then fund; with the Authority grouping the departments into Administrative Services and Operational Services. The reports show comparisons to prior year or years, actual, budget, or estimate amounts. However, prior year budgets were prepared for internal reporting of information; the fiscal year 2013 Operating Budget was the first officially required budget. The reports included in this section are: the Revenue Detail showing toll revenues by project and detailed other revenue; the Revenue and Coverage Calculation showing the debt service coverage amounts; schedules of estimated Revenue and Debt Service Fund Requirements showing the balances and requirements of the funds; Summary of Funds showing all the departments estimated expenditures for all the funds; Operating Fund (OF) showing actual to budget expenditure by department; OF reports showing budget amounts by account; and a diagram showing the flow of funds. (See pages 24-38)

Departmental Budget – This section starts with the Operating Fund Budget showing comparisons of 2014 and 2013 budgets by departments as well as an estimated Fund Requirements report showing the beginning balance, funding sources, estimated expenditures, and estimated ending balance or requirement. It also contains a detailed account OF that shows account variances from 2014 to 2013 budgets, and a detailed account Summary of All Funds; for each individual department. (See pages 41-72)

(1)See Appendices Section, page101

Other Funds – This section contains reports for the Construction Funds, the Major Maintenance Fund, and the Capital Expenditures Fund. Each fund will have the following reports: an Estimated Comparison report showing the 2014 estimated expenditures compared to 2013, summarized by department; a Fund Project report listing the major projects or purchases; an Estimated Fund Requirements report showing the estimated beginning balance, funding sources, estimated expenditures, and estimated ending balance or requirement; and a Fund Estimate report showing detailed account expenditures by department. (See pages 75-88)

Appendices – The last section contains the Secured Loan Agreement, Toll Equity Loan Agreement (“TELA”), and Trust Agreement sections that outline budget policy and process. The Trust Agreement sections include the funds and accounts created and the detailed revenue distribution process. It also includes the Authority’s debt policy and debt service schedule; documents describing and supporting the major revenue source; a schedule showing long term construction financial projections; a document comparing the Annual Operating Budget to the TELA Project Agreement Project Budget; and a glossary of terms and acronyms. (See pages 91-139)

**North Texas Tollway Authority
Special Projects System
FY 2014 Budget
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INTRODUCTORY SECTION



June 19, 2013

NORTH TEXAS TOLLWAY AUTHORITY

Board of Directors

We are pleased to submit for your review the 2014 Budget for the Special Projects System of the North Texas Tollway Authority ("NTTA" or "Authority").

The 2014 Annual Operating Budget is required by the Transportation Infrastructure Finance and Innovation Act of 1998 ("TIFIA") Secured Loan Agreement with the United States Department of Transportation ("USDOT"). The fiscal year per the agreement is September 1 through August 31, so the 2014 Budget is for September 1, 2013 to August 31, 2014. The agreement requires submitting the budget for USDOT review 60 days before the start of the ensuing fiscal year.

The Toll Equity Loan Agreement ("TELA") with the Texas Department of Transportation ("TxDOT") requires submitting the budget for TxDOT review no sooner than 90 days and no later than 60 days before the start of the ensuing fiscal year.

Section 711 of the Trust Agreement for the Special Projects System requires that the Authority adopt an Annual Operating Budget prior to the beginning of each fiscal year.

The following chart provides an overview of the 2014 Budget with a comparison to the 2013 Budget.

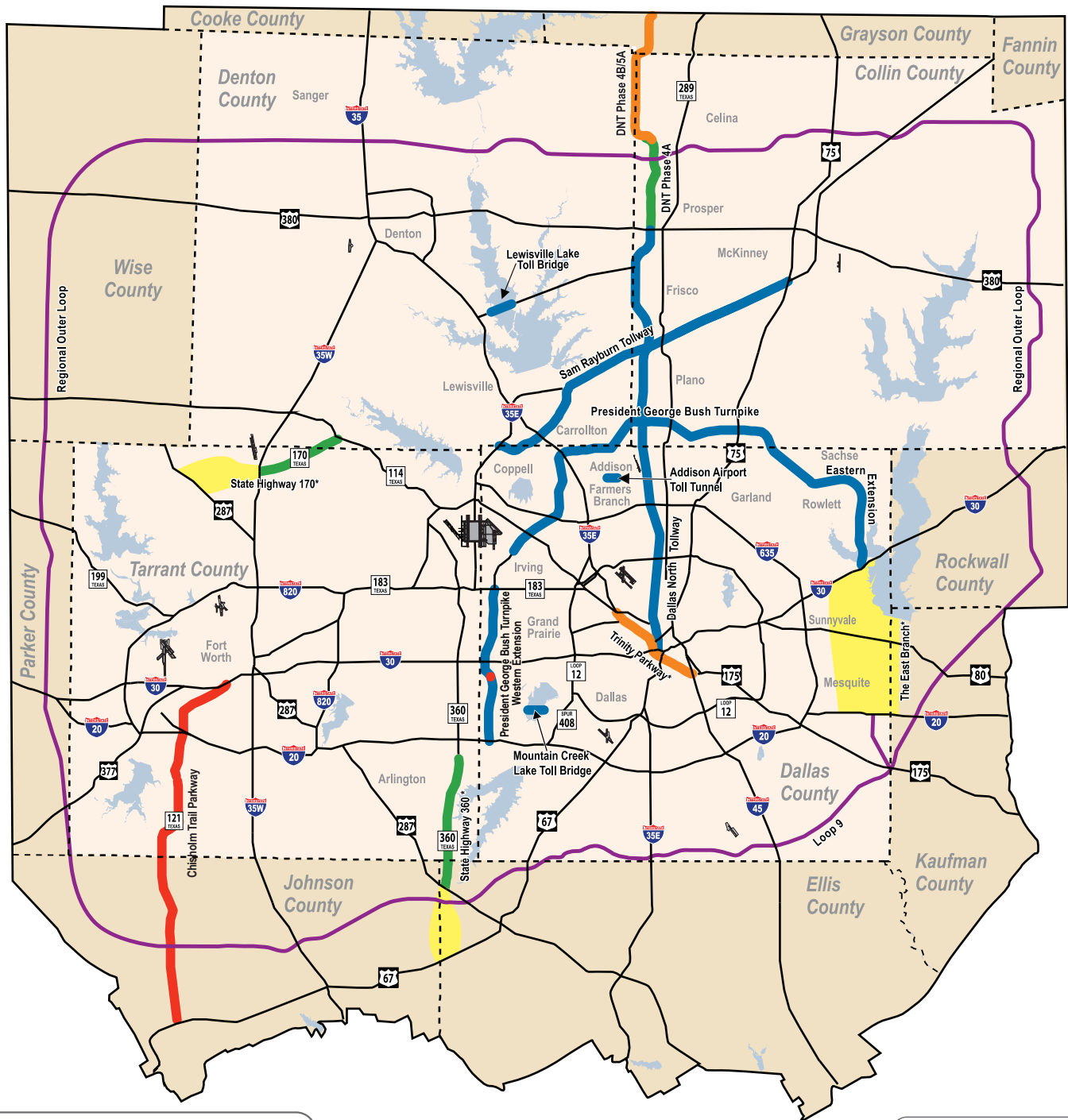
	Special Projects System	
	2014 Budget	2013 Budget
Estimated Revenues	\$36,406,500	\$27,069,538
Operating Budget	\$16,038,475	\$11,211,385
Total Net Debt Service	\$30,891,026	\$0
Estimated Coverage First Tier	1.18	N/A
Estimated Coverage All Debt	1.18	N/A
Major Maintenance Fund	\$2,242,244	\$673,301
Capital Expenditures Fund	\$2,129,569	0
Construction Fund	\$253,984,482	\$451,902,378

If you have any questions, or need additional information, please let us know. We look forward to presenting and discussing the 2014 Budget at the June 6, 2013 Finance and Audit Committee meeting.

Very truly yours,


Gerald Carrigan, *Executive Director*


Janice D. Davis, *Chief Financial Officer*



TOLL FACILITIES



President George Bush Turnpike



Addison Airport Toll Tunnel



Dallas North Tollway



Lewisville Lake Toll Bridge



Sam Rayburn Tollway



Mountain Creek Lake Toll Bridge

LEGEND



- Existing
- Under Construction
- In Development
- Corridor Study
- Study Area
- Regional Outer Loop
- - - County Line
- Airports

*Projects subject to primacy requirements pursuant to Senate Bill 19, passed by the 82nd Texas Legislature. February 2013

HISTORY OF THE NORTH TEXAS TOLLWAY AUTHORITY

The Turnpike Act of 1953 passed by the Texas Legislature and signed into law on June 9, 1953, created the Texas Turnpike Authority. The Authority issued its first bonds in June 1955 to construct the first project, a 30-mile strip of asphalt and concrete called the Dallas-Fort Worth Turnpike. On December 31, 1977, this project was declared toll-free and was turned over to the Highway Department (currently the Texas Department of Transportation).

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 Authority Act) to construct, maintain, repair, and operate turnpike projects within Collin, Dallas, Denton, and Tarrant Counties. 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 (DNT), the Addison Airport Toll Tunnel (AATT), the President George Bush Turnpike (PGBT), the Mountain Creek Lake Bridge (MCLB), Sam Rayburn Tollway (SRT), and the Lewisville Lake Toll Bridge (LLTB). Currently, the System is approximately 100 miles long and has a total of 744 lane miles.

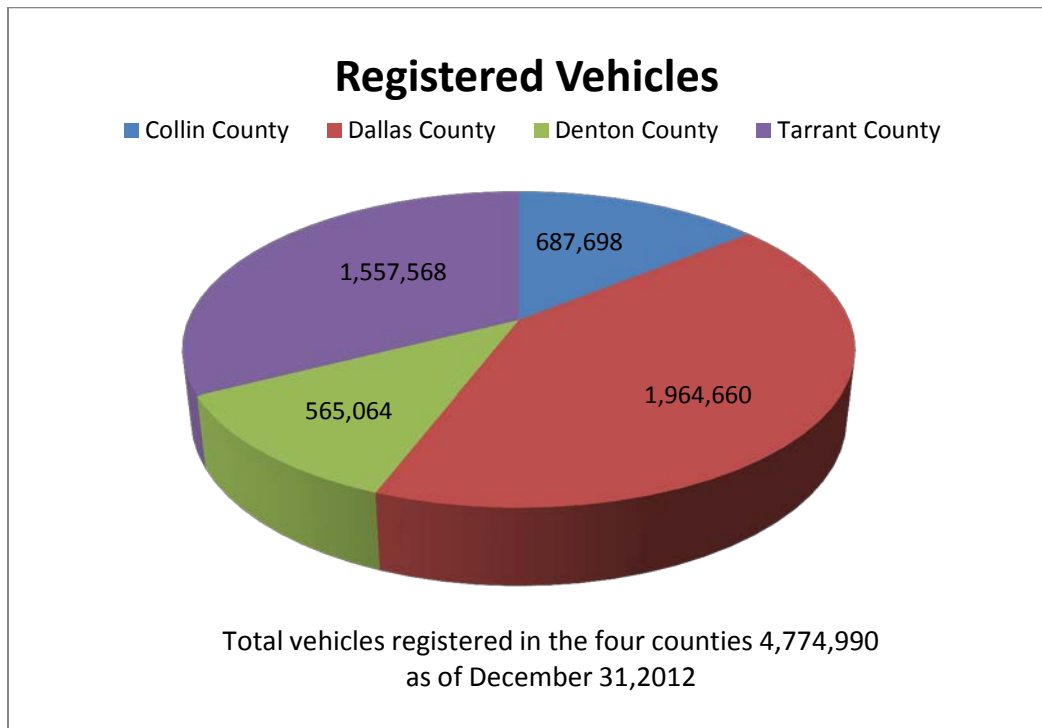
In April 2011, the Authority created the Special Projects System to account for two stand-alone projects. These two projects of the Authority are the President George Bush Turnpike – Western Extension (PGBT-WE), and the Chisholm Trail Parkway (CTP).

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.

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.

Today the NTTA continues working to meet the demands of traffic in the North Texas four county regions. A region with 4.8 million registered vehicles and a population that has grown by 19.5 percent in the last 10 years.



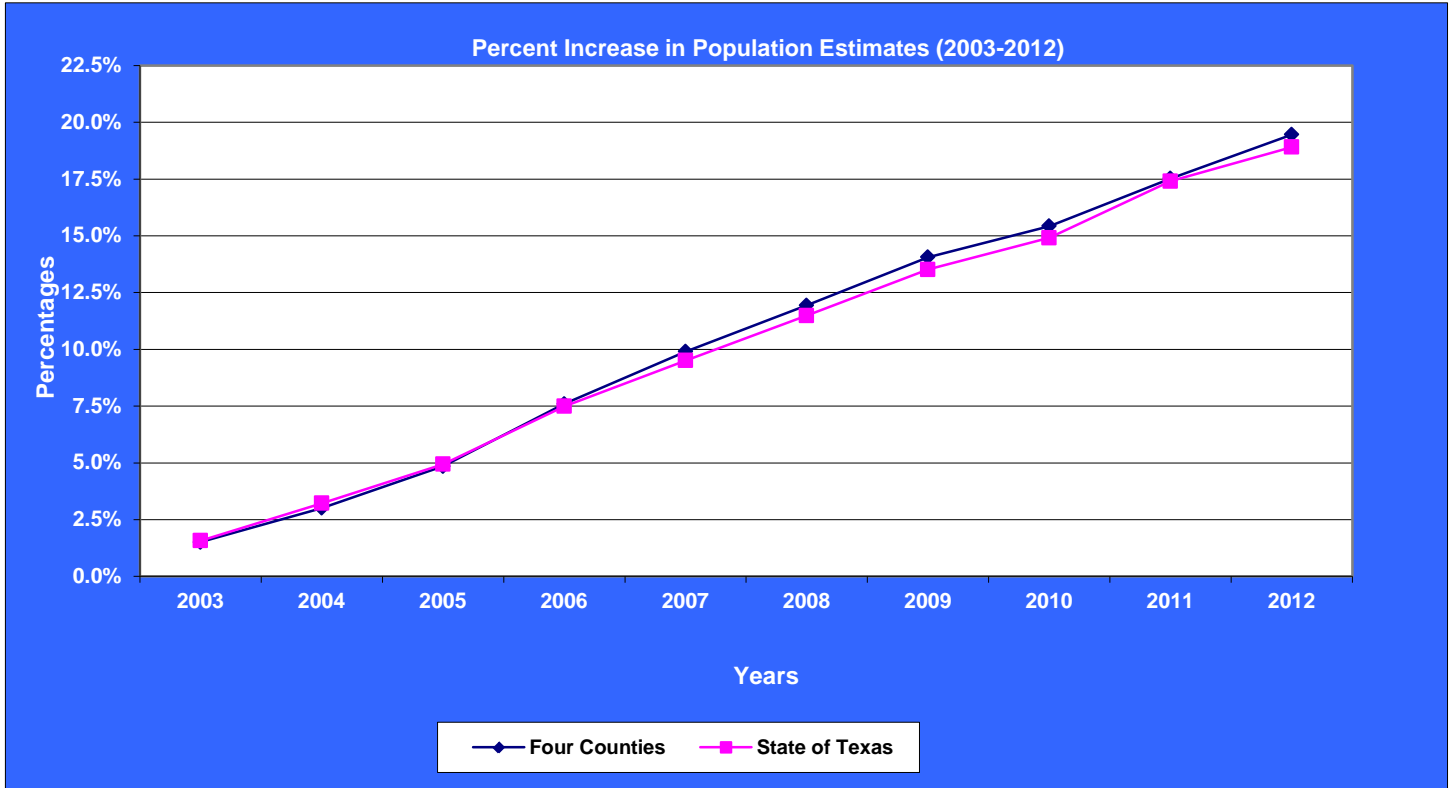
NORTH TEXAS TOLLWAY AUTHORITY

For years 2003-2012

Ten Year Demographic Data-Combined Four Region and State of Texas Estimated Population Data

Year	COLLIN	DALLAS	DENTON	TARRANT	Est. Four County Regional Totals	Estimated Texas Totals	Percentage Change (From Prior Year)	
							4 County	TEXAS
2003	589,394	2,246,432	509,732	1,553,086	4,898,644	22,030,931	1.51%	1.57%
2004	617,802	2,244,020	529,811	1,580,595	4,972,228	22,394,023	1.50%	1.65%
2005	647,187	2,250,830	553,669	1,612,048	5,063,734	22,778,123	1.84%	1.72%
2006	683,935	2,275,434	581,561	1,662,005	5,202,935	23,359,580	2.75%	2.55%
2007	714,330	2,291,891	609,001	1,707,157	5,322,379	23,831,983	2.30%	2.02%
2008	741,264	2,314,018	630,104	1,745,602	5,430,988	24,309,039	2.04%	1.98%
2009	765,791	2,346,378	649,702	1,784,078	5,545,949	24,801,761	2.12%	2.03%
2010	782,341	2,368,139	662,614	1,809,034	5,622,128	25,145,561	1.37%	1.39%
2011	812,226	2,416,014	686,406	1,849,815	5,764,461	25,674,681	2.10%	2.50%
2012	834,642	2,453,843	707,304	1,880,153	5,875,942	26,059,203	1.93%	1.50%
Increase/Decrease Total from Year 2003 to Year 2012	245,248	207,411	197,572	327,067	977,298	4,028,272		

All information obtained from US Census Bureau



**North Texas Tollway Authority
List of Officials
For 2014**

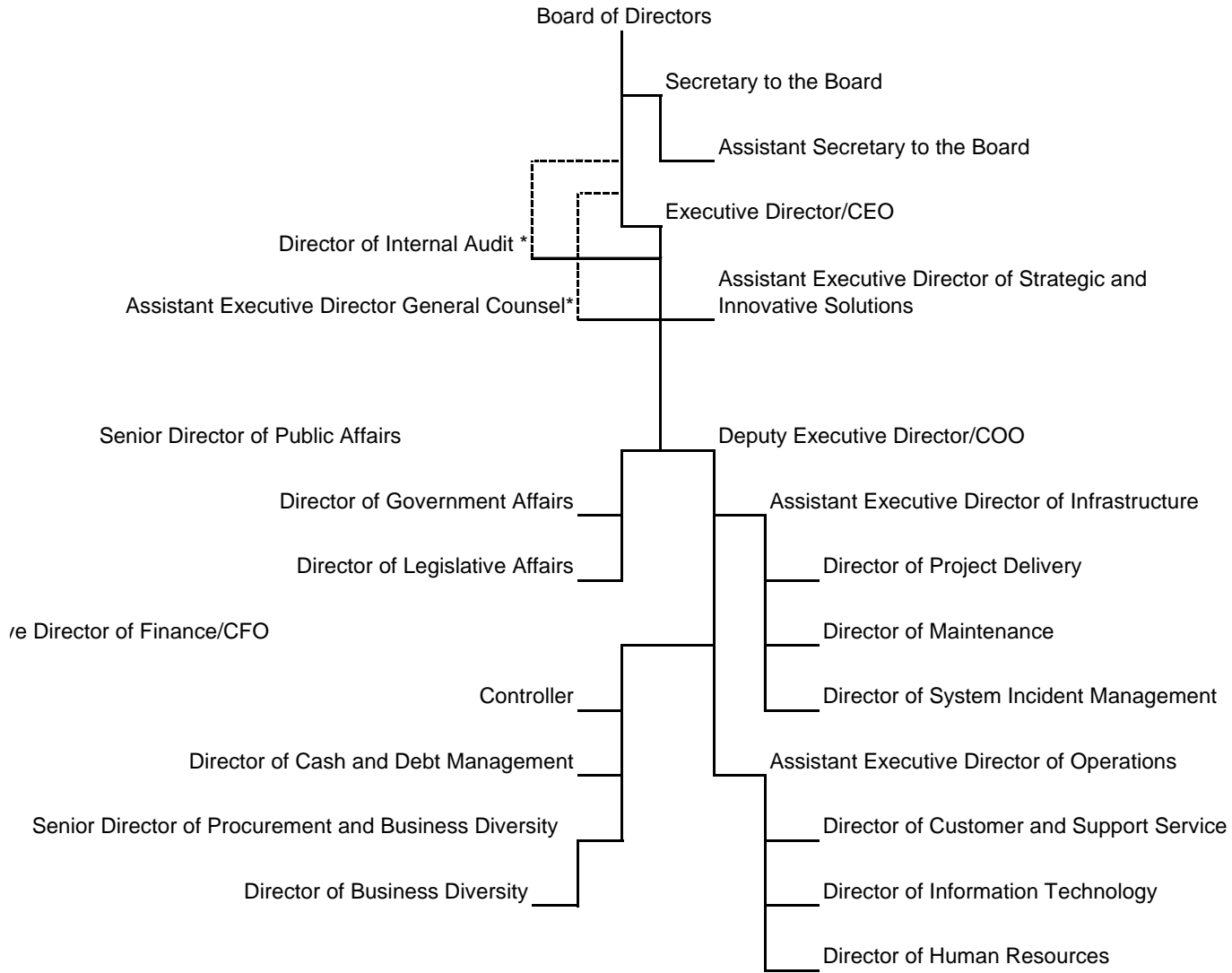
Board of Directors

Kenneth Barr	Chairman, Tarrant County Appointee
Bill Moore	Vice-Chair, Collin County Appointee
Matrice Ellis-Kirk	Director, Dallas County Appointee
David R Denison	Director, Denton County Appointee
Michael R. Nowels	Director, Denton County Appointee
William “Bill” Elliott	Director, Governor Appointee
George “Tex” Quesada	Director, Dallas County Appointee
Mojoy Haddad	Director, Tarrant County Appointee
Jane Willard	Director, Collin County Appointee

Officials

Gerald Carrigan	Executive Director
Vacant	Deputy Executive Director
Ruby Franklin	Board Secretary
Magdalena Kovats	Director, Internal Audit
Thomas Bamonte	Assistant Executive Director, General Counsel
Janice D. Davis	Assistant Executive Director, Strategic and Innovative Solutions
Elizabeth Mow	Assistant Executive Director, Infrastructure
James Hofmann	Assistant Executive Director, Operations
Horatio Porter	Assistant Executive Director, Chief Financial Officer
E. Ray Zies	Controller
Kim Jackson	Senior Director, Public Affairs
Felix Alvarez	Senior Director, Procurement and Business Diversity
Dana Gibson-Boone	Director, Cash and Debt Management
Nina Arias	Director, Human Resources
John Bannerman	Interim Director, Customer and Support Service
Anthony Coleman	Director, Business Diversity
Marty Legé	Director, System and Incident Management
Vacant	Director, Project Delivery
Dave Pounds	Director, Information Technology
Carrie Rogers	Director, Government Affairs
Eric Hemphill	Director, Maintenance
Pete Havel	Director, Legislative Affairs

**NTTA
Organization Chart
2014**



Executive Summary

2014 Annual Operating Budget Overview

Introduction

The North Texas Tollway Authority (“NTTA” or “Authority”) continues with its mission to provide safe and reliable toll road system, mobility options for our customers, and being a partner in meeting the region’s growing need for transportation infrastructure.

In April 2011, the Authority in partnership with the United States Department of Transportation (“USDOT”) and the Texas Department of Transportation (“TxDOT”) completed the financing for the President George Bush Turnpike – Western Extension (“PGBT-WE”). The 11.5-mile PGBT-WE is the very first project of the Special Projects System (“SPS”). The Authority constructed Phase 4 and TxDOT constructed phases 1, 2, and 3.

On October 2011, the NTTA Board of Directors added Chisholm Trail Parkway (“CTP”) to the Special Projects System. The CTP (formerly Southwest Parkway) is a 27.6-mile toll road that will extend from downtown Fort Worth south to Cleburne. The project is collaboration between the NTTA, TxDOT, the North Central Texas Council of Governments (NCTCOG), Tarrant and Johnson counties, the cities of Fort Worth, Burleson and Cleburne, Fort Worth and Western Railroad (FWWR) and Union Pacific Railroad (UPRR). Construction on all sections began on Nov. 28, 2011. The entire corridor is expected to open to traffic in mid-2014.

These projects are stand-alone projects governed by a separate Trust Agreement. NTTA will operate the projects with its resources, but they will not be part of the NTTA System. The SPS Operating Budget is mostly an allocation of the Authority’s operating costs and some direct cost such as contracted maintenance services, utilities, and external audit fees. The allocation of costs is a percentage of overall lane miles and toll revenue transactions.

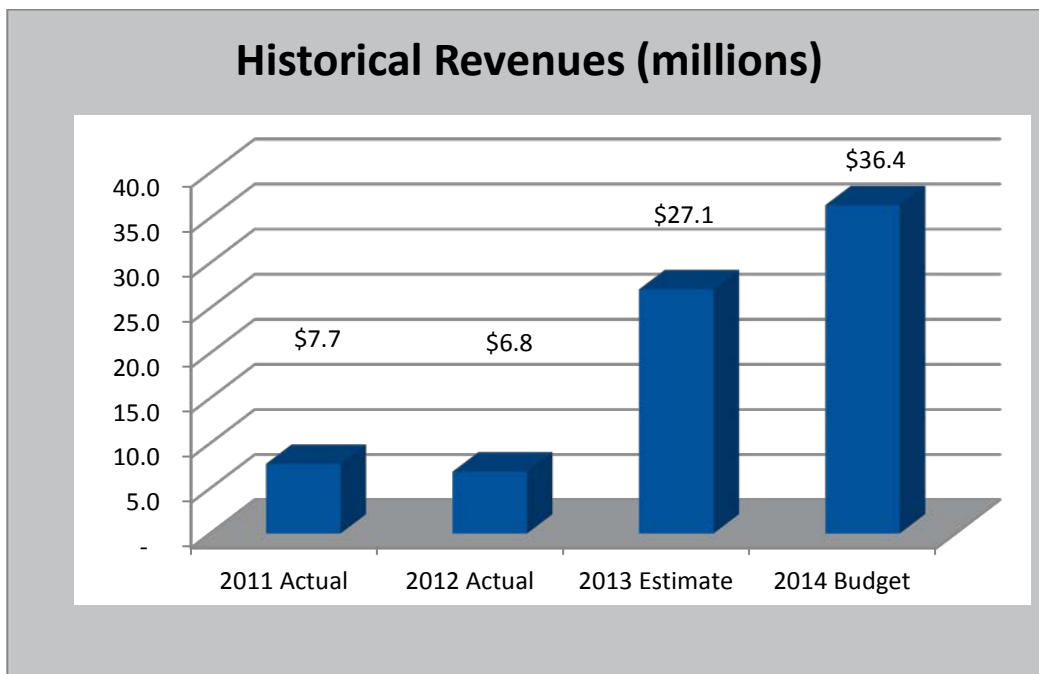
The completion of CTP will add 99.3 lane miles, increasing the SPS project’s total lane miles by 48.5% to 205.5. The SPS total lane miles represents 21.6% of the total Authority’s lane miles. CTP will affect the 2014 Budget for approximately half the year so for budget comparison purposes only 49.7 lane miles are used.

	FY 2014 Lane Miles		
	Revenue Lane Miles	Service Roads	Lane Miles
NTTA System			
DNT	179.3	-	179.3
PGBT	239.9	3.8	243.7
SRT	153.8	153.8	307.6
MCLB	3.9	-	3.9
AATT	1.4	-	1.4
LLTB	8.2	-	8.2
Special Projects System			
PGBT-WE	53.5	52.6	106.1
CTP	99.3	-	99.3
Total	739.2	210.2	949.5

The estimated toll revenue transactions for SPS will increase by 12.5 million, from 33.3 million in fiscal year 2013 to 45.8 million in 2014, a 37.5% increase. The 45.8 million revenue transactions are 7.0% of the Authority's overall 653.5 million transactions.

2014 Revenues

Total 2014 estimated revenues are \$36.4 million. These revenues are comprised primarily of \$34.5 million of toll revenues, or 94.8% of total revenues. The estimated toll revenues increase by \$10.0 million from Fiscal Year 2013 (See C&M projection on Pages 129-131). Other income consists of administrative and late payment fees of \$1.9 million, or approximately 5.2% of total revenue.



2014 Debt Service and Loan Repayment

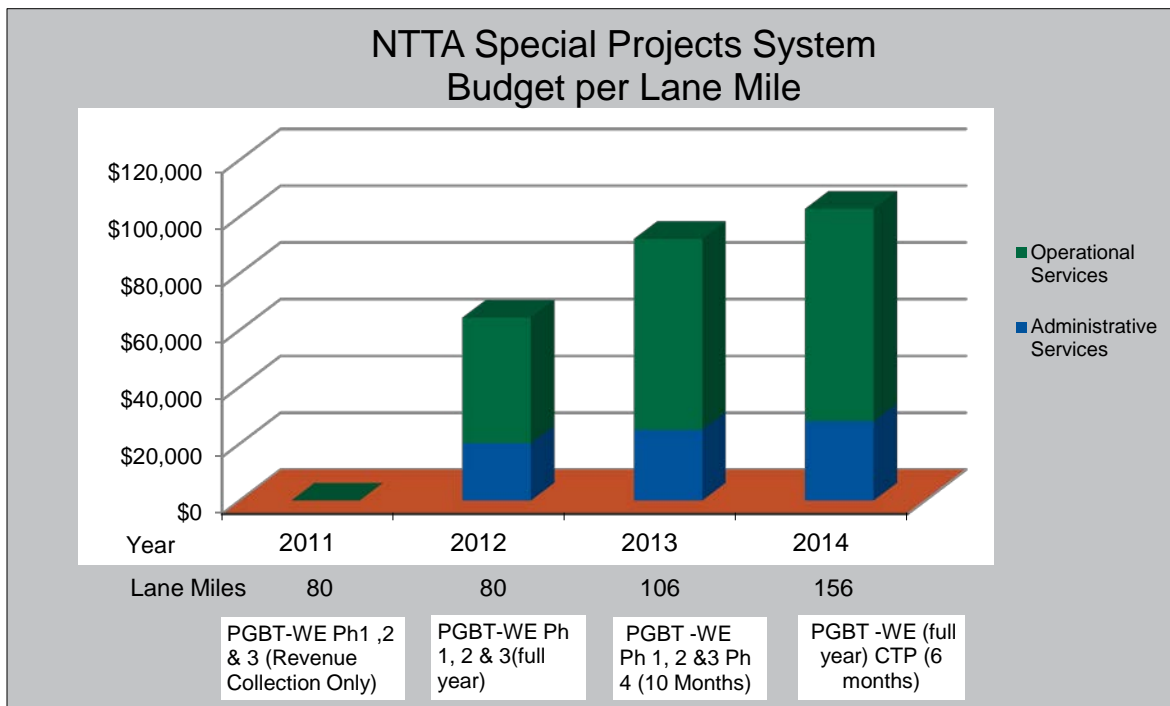
Total Debt Service for 2014 is \$64.5 million. The payment sources will be \$33.6 million from capitalized interest and \$30.9 million from revenues (see page 28). The 2011A and 2011B Bond Anticipation Notes are being taken-out with \$418.4 million of proceeds from the USDOT Transportation Infrastructure Finance and Innovation Act (TIFIA) loan.

2014 Expenditures

The 2014 budget for operating expenses is \$16.0 million. This is an increase of \$4.8 million, or 42.9% over the 2013 budget of \$11.2 million. The primary factors driving the 2014 increase are the addition of CTP 99.3 lane miles, and the increase in toll revenue transactions.

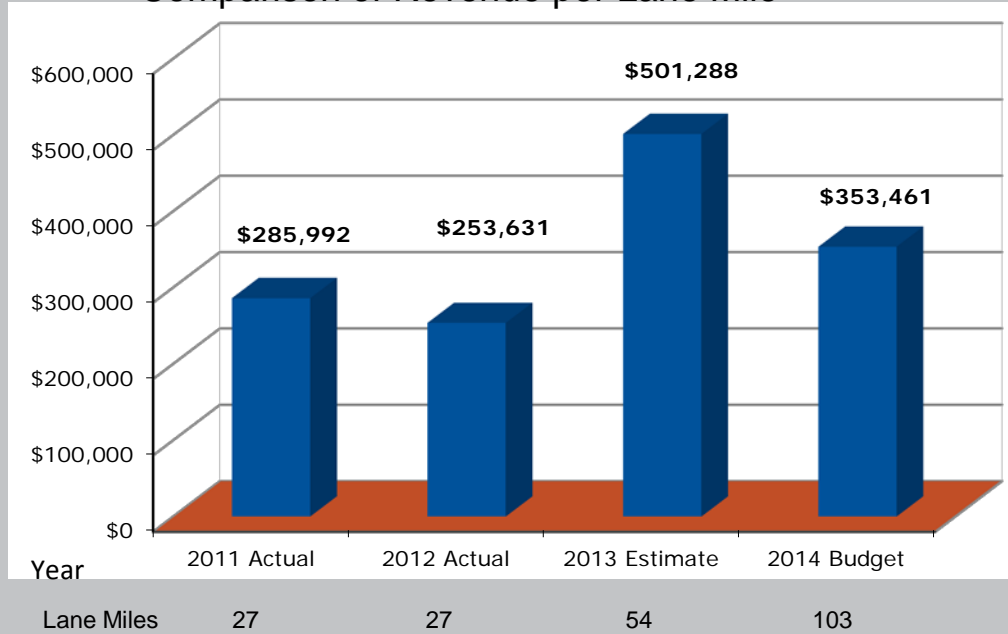
Costs associated with operational services (Customer Service Center, Information Technology, Maintenance, Operations, Project Delivery, and System & Incident Management, departments) are at \$11.7 million or 73.1% of the total budget.

Costs associated with administrative services (Administration, Board, Finance, Human Resources, Internal Audit, Legal departments, Public Affairs, and Strategic & Innovative Solutions), are proposed at \$4.4 million or 27.5% of the total budget.



The 2014 per lane mile budget of \$102,811 increased by \$10,668 or 11.6% from 2013 budget of \$92,143; this is due to the increase in lane miles and toll revenue transactions.

NTTA Special Projects System Comparison of Revenue per Lane Mile



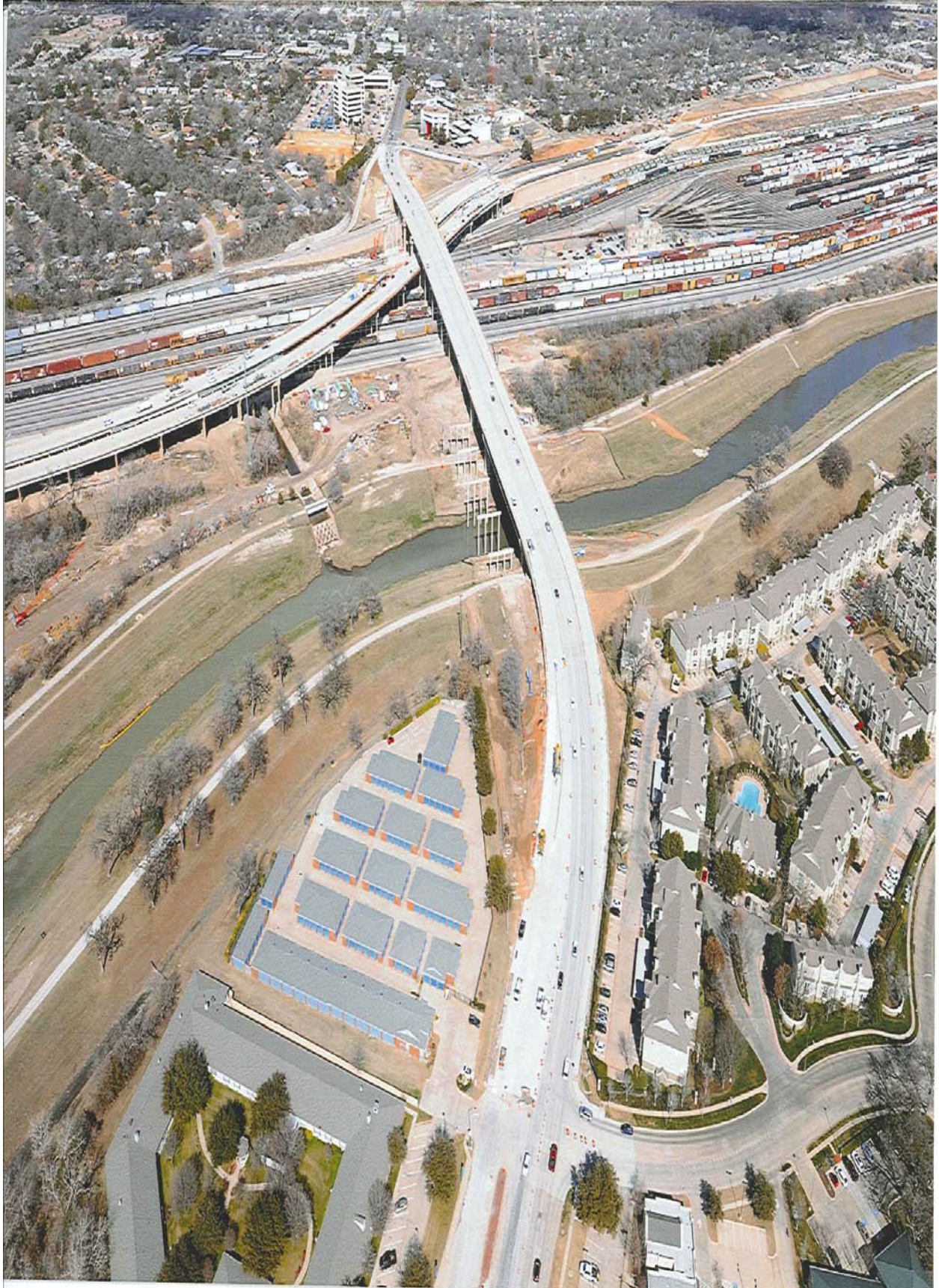
Revenues per lane mile decrease in 2014 to \$353,461 from \$501,288, approximately \$147,827 or 29.4%. The decrease is due to adding the Chisholm Trail Parkway lane miles to the Special Projects System. The 103 lane miles for revenue represent revenue-producing lanes only.

Other Funds

The Special Projects System 2014 Construction Fund budget is \$254.0 million (see pages 75-79). It is composed of PGBT-WE Construction Fund budget of \$5.0 million and CTP Construction Fund budget of \$249.0 million. The remaining cost and funding balances for these projects are in the Long Term Financial Projections (see page 132).

The Major Maintenance Fund (see pages 80-84) budget is \$2.2 million. The budget includes \$0.6 million for annual inspection of all infrastructure assets; \$1.5 million for any possible pavement and bridge maintenance; and \$0.1 million for agency overhead.

The Capital Expenditure Fund (see pages 85-88) budget is \$2.1 million. The budget is mainly for adding police services to CTP.



BUDGET OVERVIEW SECTION





**North Texas Tollway Authority
Special Projects System
FY 2014 Revenue Detail**

	2012	
	Actual	Budget
Toll Revenue		
PGBT- Western Extension (PGBT-WE)	\$ 6,466,245	\$ 8,281,900
Chisholm Trail Parkway (CTP)	-	-
Total Toll Revenues	6,466,245	8,281,900
Investment Income	1,832	-
Other Income		
Administrative and Late Fees	379,968	893,882
Total Other Revenues	379,968	893,882
Total Revenues	\$ 6,848,045	\$ 9,175,782

- (1) Estimated actual FY 2013 based on April 2013 actual.
(2) Estimated FY 2014 toll revenue per C&M Traffic and Toll Revenue Study, investment and other revenue estimated by staff.

2013		2014		
Estimated Actual (1)	Budget	Budget (2)	Increase or (Decrease)	% Change
\$ 23,900,000	\$ 24,566,814	\$ 29,955,000	\$ 5,388,186	21.9%
-	-	4,574,300	4,574,300	100.0%
23,900,000	24,566,814	34,529,300	9,962,486	40.6%
4,800	1,600	5,200	3,600	225.0%
1,230,000	2,501,124	1,872,000	(629,124)	(25.2%)
1,230,000	2,501,124	1,872,000	(629,124)	(25.2%)
\$ 25,134,800	\$ 27,069,538	\$ 36,406,500	\$ 9,336,962	34.5%

**North Texas Tollway Authority
Special Projects System
Sources and Uses
FY 2014**

	(A) 2012 Actual	(B) 2013 Budget	2014 Budget
Sources			
Toll Revenue (1)	\$ 6,466,245	\$ 24,566,814	\$ 34,529,300
Investment Income	1,832	1,600	5,200
Other Income (2)	379,968	2,501,124	1,872,000
Total Revenues	6,848,045	27,069,538	36,406,500
Transfer from other funds			
Capitalized Interest	61,734,889	67,751,246	33,576,603
Other funds	-	-	14,894,814
Total Sources	\$ 68,582,934	\$ 94,820,784	\$ 84,877,917
Uses			
Debt Service			
First Tier Debt Service	\$ 61,734,889	\$ 67,751,246	\$ 64,467,629
Second Tier Debt Service	-	-	-
Third Tier Debt Service	-	-	-
Total Debt Service	61,734,889	67,751,246	64,467,629
Operating Expenses	5,533,461	11,211,285	16,038,475
Major Maintenance Expenses	-	673,301	2,242,244
Capital Expenditures	-	-	2,129,569
Deposit to Reserves	1,314,584	15,184,952	-
Total Uses	\$ 68,582,934	\$ 94,820,784	\$ 84,877,917

(A) 2012 Actual from 2012 Financial Statements.

(B) 2013 Budget as approved in June 2012.

(1) 2014 Toll Revenue Estimates are based on C&M estimates.

(2) Other Income includes Violation Fees and ZipCash Fees.

**North Texas Tollway Authority
Special Projects System
Estimated Revenue Fund Requirements
FY 2014**

Estimated Available Balance as of 9/1/2013	\$	-
Estimated 2014 Revenues		
Toll Revenue		34,529,300
Other Revenue		1,872,000
Interest Earnings		5,200
Total Estimated 2014 Revenues		36,406,500
Required Transfers per Trust Agreement (September through August 2014)		
First Tier Debt Service Fund		(30,891,026)
Operating Fund		(5,515,474)
Capital Expenditures Reserve Fund		-
Total Estimated 2014 Transfers		(36,406,500)
Estimated Available Balance as of 8/31/2014	\$	-

**North Texas Tollway Authority
Special Projects System
Estimated Debt Service Fund Requirements
FY 2014**

Debt Service Fund Available Balance as of 9/1/2013	\$	-
Debt Service Payments (September through August 2014)		
First Tier Debt Service		(64,467,629)
Second Tier Debt Service		-
Third Tier Debt Service		-
Total Debt Service Payments		(64,467,629)
Required Transfers per Trust Agreement (September through August 2014)		
First Tier Capitalized Interest Account	\$	33,576,603
Revenue Fund		30,891,026
Capital Expenditures Reserve Fund		-
Total Estimated 2014 Transfers		64,467,629
Estimated Available Balance as of 8/31/2014	\$	-
First Tier Capitalized Interest Account Balance		
Estimated Available Balance as of 9/1/2013	\$	85,171,710
Required Transfer per Trust Agreement (September through August 2014)		
First Tier Debt Service		(33,576,603)
Estimated Available Balance as of 8/31/2014	\$	51,595,107
Rate Stabilization Fund Balance		
Estimated Available Balance as of 9/1/2013	\$	128,533,883
Estimated Interest Earnings		900,000
Required Transfers per Trust Agreement (September through August 2014)		
First Tier Debt Service		-
Major Maintenance Reserve Fund		-
Capital Expenditures Reserve Fund		-
Total Estimated 2014 Transfers		-
Estimated Available Balance as of 8/31/2014	\$	129,433,883



**North Texas Tollway Authority
Special Projects System
Summary of Funds
FY14**

Department	PGBT-WE OMF	PGBT-WE Const.	PGBT-WE MMF
Administrative Services:			
Administration	\$113,414	\$27,371	--
Board	26,745	--	--
Finance	472,673	227,986	--
Human Resources	172,335	--	--
Internal Audit	130,548	--	--
Legal Services	297,613	271,786	--
Public Affairs	604,855	44,200	--
Shared Services	812,902	116,566	12,952
Strategic and Innovative Solutions	400,205	--	--
Total Administrative Services	\$3,031,290	\$687,909	\$12,952
Operational Services:			
Customer Service Center	\$2,627,096	--	--
Information Technology	940,397	109,377	--
Maintenance	3,506,986	--	2,070,990
Operations	55,695	7,372	--
Project Delivery	29,931	4,183,617	--
System & Incident Mgmt.	1,111,465	--	--
Total Operational Services	\$8,271,570	\$4,300,366	\$2,070,990
FY14 Grand Totals	\$11,302,860	\$4,988,275	\$2,083,942

FY14 Compared to FY13

FY13 Grand Totals	\$9,767,239	\$85,267,455	\$673,301
Increase / (Decrease)	1,535,621	(80,279,180)	1,410,641

PGBT-WE CEF	CTP OMF	CTP MMF	CTP CEF	CTP Const.	Total
--	--	--	--	\$45,865	\$186,650
--	--	--	--	10,303	37,048
--	52,024	--	--	211,768	964,451
--	--	--	--	--	172,335
--	44,000	--	--	--	174,548
--	--	--	--	1,351,952	1,921,351
--	1,041,750	--	--	98,595	1,789,400
--	--	12,952	--	265,511	1,220,883
--	187,500	--	--	--	587,705
--	\$1,325,274	\$12,952	--	\$1,983,994	\$7,054,371
--	\$443,872	--	--	--	\$3,070,968
--	372,396	--	--	273,484	1,695,654
--	1,917,527	145,350	--	--	7,640,853
--	26,521	--	--	13,580	103,168
--	14,253	--	--	246,725,149	250,952,950
--	635,772	--	2,129,569	--	3,876,806
--	\$3,410,341	\$145,350	\$2,129,569	\$247,012,213	\$267,340,399
--	\$4,735,615	\$158,302	\$2,129,569	\$248,996,207	\$274,394,770
--	\$1,444,146	--	--	\$366,634,923	\$463,787,064
--	3,291,469	158,302	2,129,569	(117,638,716)	(189,392,294)

**NORTH TEXAS TOLLWAY AUTHORITY
SPECIAL PROJECTS SYSTEM
OPERATING FUND
ACTUAL VS BUDGET LISTED BY DEPARTMENTS
FY 2012 TO 2014**

	2012	
	BUDGET	ACTUAL
Toll Revenue	\$ 8,281,900	\$ 6,466,245
Investment Income	-	1,832
Other Income	893,882	379,968
Total Revenues	9,175,782	6,848,045
Increase from Previous Year	0.0%	
Percent of Actual to Budget		(25.4%)
ADMINISTRATIVE SERVICES		
Administration	109,483	96,909
Board	-	-
Finance	1,151,678	1,017,351
Human Resources	139,589	120,454
Internal Audit	141,757	198,300
Legal Services	329,633	328,036
Public Affairs	273,570	254,310
Strategic & Innovative Solutions	-	-
Sub-total	2,145,710	2,015,360
OPERATIONAL SERVICES		
Customer Service Center	1,140,500	1,041,117
Information Technology	467,921	448,892
Maintenance	2,365,487	1,377,523
Operations	93,881	127,034
Project Delivery	-	-
System & Incident Management	616,174	523,535
Sub-total	4,683,963	3,518,101
TOTAL	\$ 6,829,673	\$ 5,533,461
Increase from Previous Year	0.0%	
Percent of Actual to Budget		(19.0%)

(1) Actual through April 2013

(2) Estimated FY 2014 toll revenue per C&M Traffic and Toll Revenue Estimate.
See Appendices page 130.

2013			2014
BUDGET	Actual (1)	ESTIMATED	BUDGET
\$ 24,566,814	\$ 14,031,583	\$ 23,900,000	\$ 34,529,300
1,600	3,123	4,800	5,200
2,501,124	1,008,099	1,230,000	1,872,000
<u>27,069,538</u>	<u>15,042,805</u>	<u>25,134,800</u>	<u>36,406,500</u>
195.0%			34.5%
		(7.1%)	
109,471	63,491	103,173	113,414
19,710	4,646	13,938	26,745
1,661,092	810,819	1,418,933	1,337,599
139,589	62,799	125,598	172,335
161,117	59,427	153,141	174,548
329,633	135,957	271,914	297,613
1,662,510	930,577	1,512,188	1,646,605
-	-	-	587,705
<u>4,083,122</u>	<u>2,067,716</u>	<u>3,598,884</u>	<u>4,356,564</u>
2,108,788	1,229,794	2,108,788	3,070,968
942,137	523,209	915,616	1,312,793
2,837,775	822,190	2,233,285	5,424,513
173,586	54,245	88,148	82,216
-	-	-	44,184
1,065,877	680,013	1,020,020	1,747,237
<u>7,128,163</u>	<u>3,309,451</u>	<u>6,365,856</u>	<u>11,681,911</u>
\$ 11,211,285	\$ 5,377,167	\$ 9,964,740	\$ 16,038,475
64.2%		(11.1%)	43.1%

**North Texas Tollway Authority
Special Projects System
Operating Fund Budget by Account
FY14**

Account	Administration	Board	Finance	Human Resources	Internal Audit
Salaries and Wages-Direct - (511101)	\$70,411	\$15,050	\$297,131	\$101,975	\$70,908
Salaries and Wages-Internship - (511202)	0	0	0	2,520	0
Salaries and Wage-Overtime - (511301)	14	0	171	199	0
Group Insurance - (512101)	0	0	0	0	0
Retirement Contributions - (512401)	8,966	1,993	39,141	13,506	9,388
Retirement Contr.-Internship - (512402)	0	0	0	334	0
Tuition Reimbursement - (512501)	0	0	0	3,386	0
Unemployment Insurance - (512601)	0	0	0	0	0
Worker's Comp Ins - (512701)	0	0	0	0	0
Relocation Expenses - (512901)	0	0	0	0	0
Meeting Expense - (521101)	105	6,615	202	745	102
Consulting/Professional - (521201)	23,625	0	101,789	26,370	2,100
Legal Fees - (521202)	0	0	0	0	0
Auditing Fees - (521203)	0	0	0	0	88,000
Trustee Fees - (521204)	0	0	27,075	0	0
Rating Agency Fees - (521205)	0	0	25,000	0	0
Traffic Engineering Fees - (521207)	0	0	0	0	0
Police Services (DPS) - (521208)	0	0	0	0	0
Armored Car Services - (521209)	0	0	0	0	0
Outside Maintenance Services - (521212)	0	0	0	0	0
Repairs and Maintenance - (522201)	0	0	0	0	0
Landscaping - (522202)	0	0	0	0	0
Rentals - Land - (522301)	0	0	0	0	0
Rentals - Equipment - (522302)	0	0	0	0	0
Insurance Expense - Other - (523101)	0	0	0	0	0
Postage - (523201)	0	0	0	0	11
Telecommunications - (523202)	0	0	0	0	0
Public Information Fees - (523203)	0	0	0	0	0
Recruitment - (523301)	0	0	0	5,719	186
Magazine and Newspaper - (523302)	0	0	587	2,003	9
Television & Radio - (523303)	0	0	0	0	0
Promotional Expenses - (523304)	3,108	0	3,932	263	0
Printing and Photographic - (523401)	0	0	68	147	0
Maps & Pamphlets - (523402)	0	0	0	0	0
Travel - (523501)	1,664	2,352	1,956	170	1,318
Dues & Subscriptions - (523601)	4,345	0	6,583	2,425	643
Education and Training - (523701)	952	0	1,226	11,672	1,433
Licenses - (523801)	0	0	244	0	38
Temporary Contract Labor - (523851)	0	0	0	158	0
Liability Claims - (523902)	0	0	0	0	0
Office Supplies - (531101)	158	525	1,333	736	315
Other Materials and Supplies - (531102)	0	0	0	0	0
Freight and Express - (531105)	66	210	180	7	44
Electricity - (531231)	0	0	0	0	0
Books & Periodicals - (531401)	0	0	25	0	53
Inven for resale(toll tags) - (531501)	0	0	0	0	0
Software - (531651)	0	0	0	0	0
Uniforms - (531701)	0	0	0	0	0
Bank Charges - (573001)	0	0	18,054	0	0
Credit Card Fees - (573002)	0	0	0	0	0
Totals	\$113,414	\$26,745	\$524,697	\$172,335	\$174,548

**North Texas Tollway Authority
Special Projects System
Operating Fund Budget by Account
FY14**

Account	Legal Services	Public Affairs	Shared Services	Strategic and Innovative Solutions	Customer Service Center
Salaries and Wages-Direct - (511101)	\$60,938	\$132,739	\$0	\$97,546	\$734,497
Salaries and Wages-Internship - (511202)	0	0	0	0	0
Salaries and Wage-Overtime - (511301)	0	142	0	0	9,267
Group Insurance - (512101)	0	0	690,849	0	0
Retirement Contributions - (512401)	8,120	17,472	0	12,727	97,727
Retirement Contr.-Internship - (512402)	0	0	0	0	0
Tuition Reimbursement - (512501)	0	0	0	0	0
Unemployment Insurance - (512601)	0	0	72,240	0	0
Worker's Comp Ins - (512701)	0	0	30,300	0	0
Relocation Expenses - (512901)	0	0	0	0	0
Meeting Expense - (521101)	0	124	0	0	0
Consulting/Professional - (521201)	0	184,103	0	10,894	378,147
Legal Fees - (521202)	217,004	0	0	0	0
Auditing Fees - (521203)	0	0	0	0	0
Trustee Fees - (521204)	0	0	0	0	0
Rating Agency Fees - (521205)	0	0	0	0	0
Traffic Engineering Fees - (521207)	0	0	0	462,288	0
Police Services (DPS) - (521208)	0	0	0	0	0
Armored Car Services - (521209)	0	0	0	0	629
Outside Maintenance Services - (521212)	0	0	0	0	0
Repairs and Maintenance - (522201)	0	0	0	0	0
Landscaping - (522202)	0	0	0	0	0
Rentals - Land - (522301)	0	0	0	0	0
Rentals - Equipment - (522302)	0	0	11,668	0	2,913
Insurance Expense - Other - (523101)	0	0	0	0	0
Postage - (523201)	0	0	140	0	420,873
Telecommunications - (523202)	0	0	0	0	0
Public Information Fees - (523203)	0	12,600	0	0	0
Recruitment - (523301)	0	0	0	0	0
Magazine and Newspaper - (523302)	0	629,356	0	0	0
Television & Radio - (523303)	0	344,672	0	0	0
Promotional Expenses - (523304)	0	271,253	0	0	0
Printing and Photographic - (523401)	0	775	0	0	0
Maps & Pamphlets - (523402)	0	46,514	0	0	0
Travel - (523501)	1,334	3,690	0	2,363	0
Dues & Subscriptions - (523601)	4,788	1,050	86	1,037	88
Education and Training - (523701)	441	735	0	525	1,676
Licenses - (523801)	0	0	0	105	0
Temporary Contract Labor - (523851)	0	0	0	0	218,871
Liability Claims - (523902)	0	0	0	0	0
Office Supplies - (531101)	4,935	696	7,619	194	10,550
Other Materials and Supplies - (531102)	0	662	0	0	37
Freight and Express - (531105)	53	22	0	26	37
Electricity - (531231)	0	0	0	0	0
Books & Periodicals - (531401)	0	0	0	0	0
Inven for resale(toll tags) - (531501)	0	0	0	0	429,083
Software - (531651)	0	0	0	0	0
Uniforms - (531701)	0	0	0	0	833
Bank Charges - (573001)	0	0	0	0	40,634
Credit Card Fees - (573002)	0	0	0	0	725,106
Totals	\$297,613	\$1,646,605	\$812,902	\$587,705	\$3,070,968

**North Texas Tollway Authority
Special Projects System
Operating Fund Budget by Account
FY14**

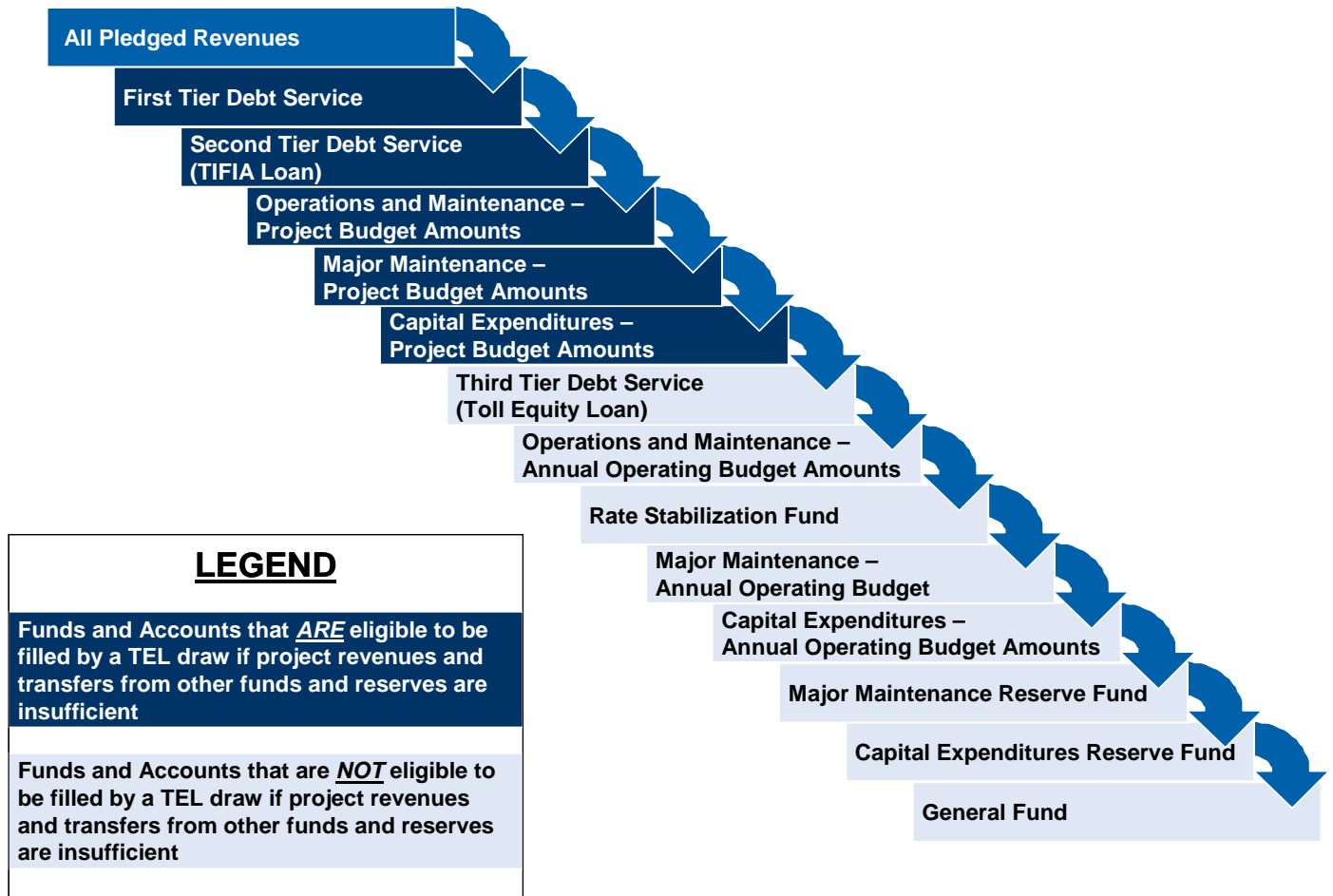
Account	Information Technology	Maintenance	Operations	Project Delivery	System & Incident Mgmt.
Salaries and Wages-Direct - (511101)	\$244,704	\$253,745	\$40,188	\$36,299	\$786,495
Salaries and Wages-Internship - (511202)	0	0	0	0	0
Salaries and Wage-Overtime - (511301)	0	0	0	0	2,003
Group Insurance - (512101)	0	0	0	0	0
Retirement Contributions - (512401)	33,032	35,317	5,348	3,731	105,410
Retirement Contr.-Internship - (512402)	0	0	0	0	0
Tuition Reimbursement - (512501)	0	0	0	0	0
Unemployment Insurance - (512601)	0	0	0	0	0
Worker's Comp Ins - (512701)	0	0	0	0	0
Relocation Expenses - (512901)	0	0	0	0	0
Meeting Expense - (521101)	0	0	22	0	0
Consulting/Professional - (521201)	9,135	576,232	34,716	0	18,645
Legal Fees - (521202)	0	0	0	0	0
Auditing Fees - (521203)	0	0	0	0	0
Trustee Fees - (521204)	0	0	0	0	0
Rating Agency Fees - (521205)	0	0	0	0	0
Traffic Engineering Fees - (521207)	0	0	0	0	0
Police Services (DPS) - (521208)	0	0	0	0	469,322
Armored Car Services - (521209)	0	0	0	0	0
Outside Maintenance Services - (521212)	283,741	2,051,791	0	0	1,467
Repairs and Maintenance - (522201)	0	1,100,000	0	0	0
Landscaping - (522202)	0	324,040	0	0	0
Rentals - Land - (522301)	0	313,447	0	0	0
Rentals - Equipment - (522302)	0	0	0	0	0
Insurance Expense - Other - (523101)	0	0	0	0	332,919
Postage - (523201)	0	0	0	0	1,641
Telecommunications - (523202)	54,814	0	0	0	0
Public Information Fees - (523203)	0	0	0	0	0
Recruitment - (523301)	0	0	0	0	0
Magazine and Newspaper - (523302)	0	0	0	0	0
Television & Radio - (523303)	0	0	0	0	0
Promotional Expenses - (523304)	0	0	0	0	252
Printing and Photographic - (523401)	0	0	0	0	0
Maps & Pamphlets - (523402)	0	0	0	0	0
Travel - (523501)	1,069	0	1,612	2,371	103
Dues & Subscriptions - (523601)	1,358	0	286	428	428
Education and Training - (523701)	4,760	0	0	775	1,260
Licenses - (523801)	0	0	0	37	0
Temporary Contract Labor - (523851)	0	0	0	0	0
Liability Claims - (523902)	0	0	0	0	4,301
Office Supplies - (531101)	13,929	0	22	465	1,911
Other Materials and Supplies - (531102)	31,230	456,581	0	0	11,578
Freight and Express - (531105)	0	0	22	78	131
Electricity - (531231)	0	313,360	0	0	0
Books & Periodicals - (531401)	0	0	0	0	0
Inven for resale(toll tags) - (531501)	0	0	0	0	0
Software - (531651)	635,021	0	0	0	0
Uniforms - (531701)	0	0	0	0	9,371
Bank Charges - (573001)	0	0	0	0	0
Credit Card Fees - (573002)	0	0	0	0	0
Totals	\$1,312,793	\$5,424,513	\$82,216	\$44,184	\$1,747,237

**North Texas Tollway Authority
Special Projects System
Operating Fund Budget by Account
FY14**

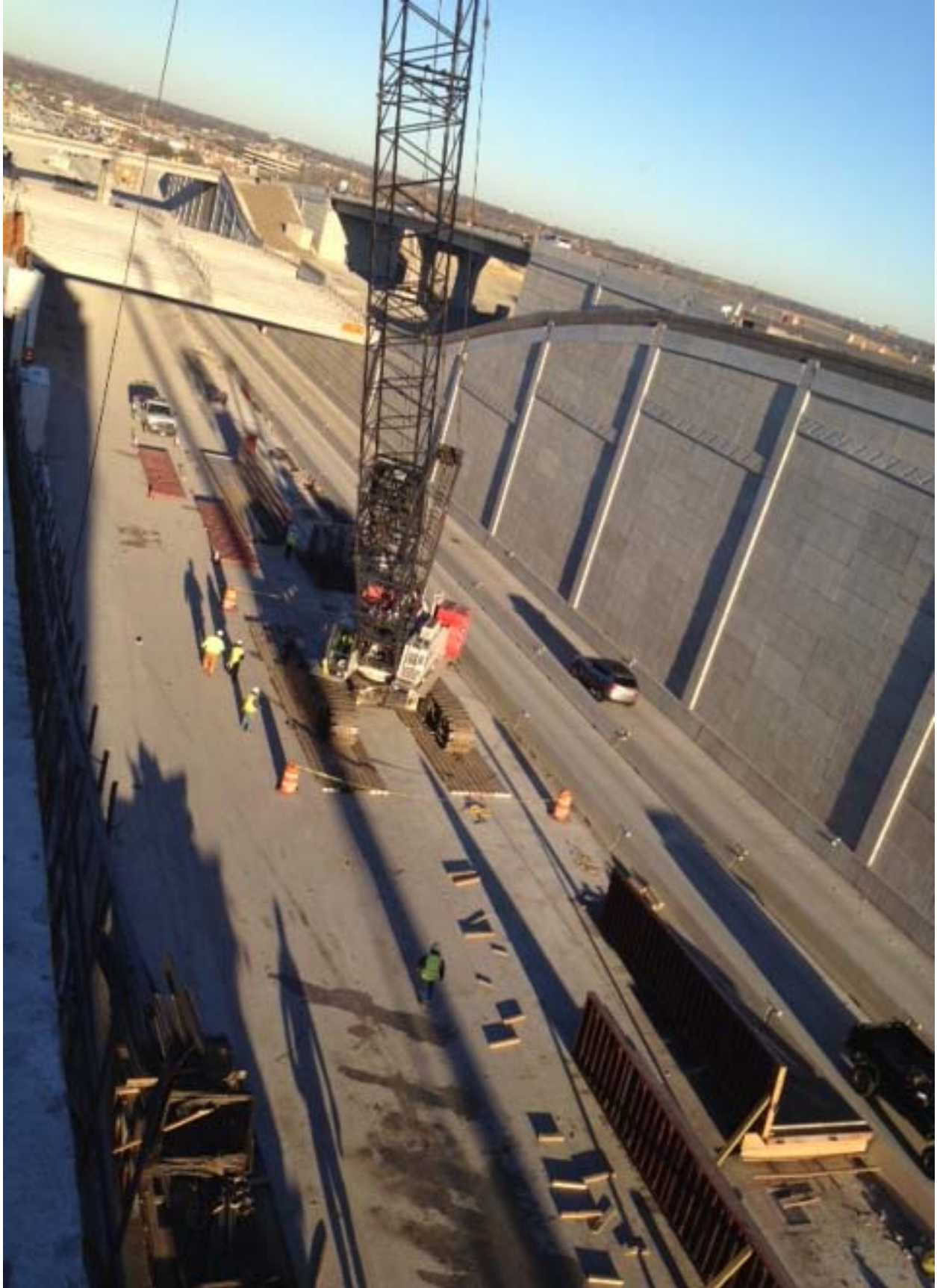
Account	FY14 Budget	FY13 Budget	Increase or (Decrease) Amount	Increase or (Decrease) Percent
Salaries and Wages-Direct - (511101)	\$2,942,626	\$2,262,420	\$680,206	30.1%
Salaries and Wages-Internship - (511202)	2,520	0	2,520	100.0%
Salaries and Wage-Overtime - (511301)	11,796	8,394	3,402	40.5%
Group Insurance - (512101)	690,849	603,592	87,257	14.5%
Retirement Contributions - (512401)	391,878	307,555	84,323	27.4%
Retirement Contr.-Internship - (512402)	334	0	334	100.0%
Tuition Reimbursement - (512501)	3,386	2,867	519	18.1%
Unemployment Insurance - (512601)	72,240	95,109	(22,869)	(24.0%)
Worker's Comp Ins - (512701)	30,300	20,516	9,784	47.7%
Relocation Expenses - (512901)	0	889	(889)	(100.0%)
Meeting Expense - (521101)	7,915	5,824	2,091	35.9%
Consulting/Professional - (521201)	1,365,756	890,815	474,941	53.3%
Legal Fees - (521202)	217,004	266,700	(49,696)	(18.6%)
Auditing Fees - (521203)	88,000	88,000	0	0.0%
Trustee Fees - (521204)	27,075	26,115	960	3.7%
Rating Agency Fees - (521205)	25,000	25,000	0	0.0%
Traffic Engineering Fees - (521207)	462,288	425,000	37,288	8.8%
Police Services (DPS) - (521208)	469,322	260,388	208,934	80.2%
Armored Car Services - (521209)	629	544	85	15.6%
Outside Maintenance Services - (521212)	2,336,999	1,466,233	870,766	59.4%
Repairs and Maintenance - (522201)	1,100,000	659,600	440,400	66.8%
Landscaping - (522202)	324,040	40,400	283,640	702.1%
Rentals - Land - (522301)	313,447	0	313,447	100.0%
Rentals - Equipment - (522302)	14,581	13,279	1,302	9.8%
Insurance Expense - Other - (523101)	332,919	242,219	90,700	37.4%
Postage - (523201)	422,665	313,709	108,956	34.7%
Telecommunications - (523202)	54,814	33,937	20,877	61.5%
Public Information Fees - (523203)	12,600	8,580	4,020	46.9%
Recruitment - (523301)	5,905	3,982	1,923	48.3%
Magazine and Newspaper - (523302)	631,955	487,098	144,857	29.7%
Television & Radio - (523303)	344,672	38,610	306,062	792.7%
Promotional Expenses - (523304)	278,808	629,342	(350,534)	(55.7%)
Printing and Photographic - (523401)	990	3,401	(2,411)	(70.9%)
Maps & Pamphlets - (523402)	46,514	42,816	3,698	8.6%
Travel - (523501)	20,002	17,646	2,356	13.4%
Dues & Subscriptions - (523601)	23,545	53,355	(29,810)	(55.9%)
Education and Training - (523701)	25,455	21,899	3,556	16.2%
Licenses - (523801)	424	187	237	126.7%
Temporary Contract Labor - (523851)	219,029	445	218,584	49,120.0%
Liability Claims - (523902)	4,301	3,134	1,167	37.2%
Office Supplies - (531101)	43,388	32,851	10,537	32.1%
Other Materials and Supplies - (531102)	500,088	317,821	182,267	57.3%
Freight and Express - (531105)	876	1,053	(177)	(16.8%)
Electricity - (531231)	313,360	190,000	123,360	64.9%
Books & Periodicals - (531401)	78	44	34	77.3%
Inven for resale(toll tags) - (531501)	429,083	317,244	111,839	35.3%
Software - (531651)	635,021	393,160	241,861	61.5%
Uniforms - (531701)	10,204	6,986	3,218	46.1%
Bank Charges - (573001)	58,688	46,516	12,172	26.2%
Credit Card Fees - (573002)	725,106	536,110	188,996	35.3%
Totals	\$16,038,475	\$11,211,385	\$4,827,090	43.1%

Flow of Funds

Special Projects System Trust Agreement



DEPARTMENTAL BUDGETS SECTION



**North Texas Tollway Authority
Special Project System
Operating Fund Budget Comparisons
FY14 to FY13**

Department	FY13 Budget	FY14 Budget	FY14 Budget to FY13 Budget	
			Amount	Percent
Administrative Services:				
Administration	\$109,571	\$113,414	\$3,843	3.5%
Board	19,710	26,745	7,035	35.7%
Finance	921,850	524,697	(397,153)	(43.1%)
Human Resources	139,589	172,335	32,746	23.5%
Internal Audit	161,117	174,548	13,431	8.3%
Legal Services	329,633	297,613	(32,020)	(9.7%)
Public Affairs	1,662,510	1,646,605	(15,905)	(1.0%)
Shared Services	739,242	812,902	73,660	10.0%
Strategic and Innovative Solutions	--	587,705	587,705	100.0%
Total Administrative Services	4,083,222	4,356,564	273,342	6.7%
Operational Services:				
Customer Service Center	2,108,788	3,070,968	962,180	45.6%
Information Technology	942,137	1,312,793	370,656	39.3%
Maintenance	2,837,775	5,424,513	2,586,738	91.2%
Operations	173,586	82,216	(91,370)	(52.6%)
Project Delivery	--	44,184	44,184	100.0%
System & Incident Mgmt.	1,065,877	1,747,237	681,360	63.9%
Total Operational Services	7,128,163	11,681,911	4,553,748	63.9%
Grand Totals	\$11,211,385	\$16,038,475	\$4,827,090	43.1%

**North Texas Tollway Authority
Special Projects System
Estimated Operating Fund Requirements
FY 2014**

Operating Fund Balance as of 03/31/2013	\$ 2,851,919
Estimated Expenditures from 2013 Operating Budget (April through August 2013)	(5,479,026)
Estimated Revenue Transfers (April through August 2013)	4,495,667
Estimated Balance at 08/31/2013	1,868,560
Estimated Expenditures from 2014 Operating Budget (September through August 2014):	
PGBT-WE Operating Cost	(11,302,860)
CTP Operating Cost	(4,735,615)
Total Operating Cost	(16,038,475)
Required Transfers per Trust Agreement (September through August 2014)	
Revenue Fund	5,515,474
Capital Expenditures Reserve Fund	9,885,162
General Fund	1,442,556
Total Estimated 2014 Transfers	16,843,192
Estimated Operating Fund Balance as of 08/31/2014	\$ 2,673,277
Required Balance per Trust Agreement (1/6 of 2014 Operating Budget)	\$ 2,673,277

**North Texas Tollway Authority
Special Projects System
Departmental Budget Summary
Operating Fund
Department: Administration - (10011)
Budget Year: FY14**

Account	FY13 Budget	FY14 Budget	Variance	Variance %
Salaries and Wages-Direct - (511101)	\$79,199	\$70,411	(\$8,788)	(11.1)%
Salaries and Wage-Overtime - (511301)	0	14	14	100.0%
Retirement Contributions - (512401)	10,456	8,966	(1,490)	(14.3)%
Meeting Expense - (521101)	200	105	(95)	(47.5)%
Consulting/Professional - (521201)	15,517	23,625	8,108	52.3%
Promotional Expenses - (523304)	176	3,108	2,932	1,665.9%
Travel - (523501)	1,037	1,664	627	60.5%
Dues & Subscriptions - (523601)	2,738	4,345	1,607	58.7%
Education and Training - (523701)	40	952	912	2,280.0%
Office Supplies - (531101)	168	158	(10)	(6.0)%
Freight and Express - (531105)	40	66	26	65.0%
Total Expenses	\$109,571	\$113,414	\$3,843	3.5%

**North Texas Tollway Authority
Special Projects System
Departmental Budget Summary
Summary of Funds**

**Department: Administration - (10011)
Budget Year: FY14**

Account	PGBT-WE OMF	PGBT-WE Const.	PGBT-WE MMF	CTP OMF	CTP MMF	CTP CEF	CTP Constr.	Total Budget
Salaries and Wages-Direct - (511101)	\$70,411	\$24,285	\$0	\$0	\$0	\$0	\$40,694	\$135,390
Salaries and Wage-Overtime - (511301)	14	0	0	0	0	0	0	14
Retirement Contributions - (512401)	8,966	3,086	0	0	0	0	5,171	17,223
Meeting Expense - (521101)	105	0	0	0	0	0	0	105
Consulting/Professional - (521201)	23,625	0	0	0	0	0	0	23,625
Promotional Expenses - (523304)	3,108	0	0	0	0	0	0	3,108
Travel - (523501)	1,664	0	0	0	0	0	0	1,664
Dues & Subscriptions - (523601)	4,345	0	0	0	0	0	0	4,345
Education and Training - (523701)	952	0	0	0	0	0	0	952
Office Supplies - (531101)	158	0	0	0	0	0	0	158
Freight and Express - (531105)	66	0	0	0	0	0	0	66
FY14 Totals	\$113,414	\$27,371	\$0	\$0	\$0	\$0	\$45,865	\$186,650
FY13 Totals	\$109,571	\$35,826	\$0	\$0	\$0	\$0	\$60,393	\$205,790

North Texas Tollway Authority
Special Projects System
Departmental Budget Summary
Operating Fund
Department: Board - (10111)
Budget Year: FY14

Account	FY13 Budget	FY14 Budget	Variance	Variance %
Salaries and Wages-Direct - (511101)	\$10,570	\$15,050	\$4,480	42.4%
Retirement Contributions - (512401)	1,490	1,993	503	33.8%
Meeting Expense - (521101)	4,420	6,615	2,195	49.7%
Travel - (523501)	2,300	2,352	52	2.3%
Office Supplies - (531101)	540	525	(15)	(2.8)%
Freight and Express - (531105)	390	210	(180)	(46.2)%
Total Expenses	\$19,710	\$26,745	\$7,035	35.7%

North Texas Tollway Authority
Special Projects System
Departmental Budget Summary
Summary of Funds
 Department: Board - (10111)
 Budget Year: FY14

Account	PGBT-WE OMF	PGBT-WE Const.	PGBT-WE MMF	CTP OMF	CTP MMF	CTP CEF	CTP Constr.	Total Budget
Salaries and Wages-Direct - (511101)	\$15,050	\$0	\$0	\$0	\$0	\$0	\$9,098	\$24,148
Retirement Contributions - (512401)	1,993	0	0	0	0	0	1,205	3,198
Meeting Expense - (521101)	6,615	0	0	0	0	0	0	6,615
Travel - (523501)	2,352	0	0	0	0	0	0	2,352
Office Supplies - (531101)	525	0	0	0	0	0	0	525
Freight and Express - (531105)	210	0	0	0	0	0	0	210
FY14 Totals	\$26,745	\$0	\$0	\$0	\$0	\$0	\$10,303	\$37,048
FY13 Totals	\$19,710	\$0	\$0	\$0	\$0	\$0	\$0	\$19,710

North Texas Tollway Authority
Special Projects System
Departmental Budget Summary
Operating Fund
Department: Finance Department - (10500)
Budget Year: FY14

Account	FY13 Budget	FY14 Budget	Variance	Variance %
Salaries and Wages-Direct - (511101)	\$241,182	\$297,131	\$55,949	23.2%
Salaries and Wage-Overtime - (511301)	130	171	41	31.5%
Retirement Contributions - (512401)	33,861	39,141	5,280	15.6%
Meeting Expense - (521101)	167	202	35	21.0%
Consulting/Professional - (521201)	104,120	101,789	(2,331)	(2.2)%
Trustee Fees - (521204)	26,115	27,075	960	3.7%
Rating Agency Fees - (521205)	25,000	25,000	0	0.0%
Traffic Engineering Fees - (521207)	425,000	0	(425,000)	(100.0)%
Magazine and Newspaper - (523302)	3,225	587	(2,638)	(81.8)%
Promotional Expenses - (523304)	1,514	3,932	2,418	159.7%
Printing and Photographic - (523401)	0	68	68	100.0%
Travel - (523501)	1,717	1,956	239	13.9%
Dues & Subscriptions - (523601)	41,194	6,583	(34,611)	(84.0)%
Education and Training - (523701)	803	1,226	423	52.7%
Licenses - (523801)	87	244	157	180.5%
Office Supplies - (531101)	1,062	1,333	271	25.5%
Freight and Express - (531105)	200	180	(20)	(10.0)%
Books & Periodicals - (531401)	0	25	25	100.0%
Bank Charges - (573001)	16,473	18,054	1,581	9.6%
Total Expenses	\$921,850	\$524,697	(\$397,153)	(43.1)%

**North Texas Tollway Authority
Special Projects System
Departmental Budget Summary
Summary of Funds**

**Department: Finance Department - (10500)
Budget Year: FY14**

Account	PGBT-WE OMF	PGBT-WE Const.	PGBT-WE MMF	CTP OMF	CTP MMF	CTP CEF	CTP Constr.	Total Budget
Salaries and Wages-Direct - (511101)	\$297,131	\$132,261	\$0	\$0	\$0	\$0	\$186,988	\$616,380
Salaries and Wage-Overtime - (511301)	171	0	0	0	0	0	0	171
Retirement Contributions - (512401)	39,141	17,525	0	0	0	0	24,780	81,446
Meeting Expense - (521101)	202	0	0	0	0	0	0	202
Consulting/Professional - (521201)	100,589	13,200	0	1,200	0	0	0	114,989
Trustee Fees - (521204)	7,075	40,000	0	20,000	0	0	0	67,075
Rating Agency Fees - (521205)	0	25,000	0	25,000	0	0	0	50,000
Magazine and Newspaper - (523302)	587	0	0	0	0	0	0	587
Promotional Expenses - (523304)	3,932	0	0	0	0	0	0	3,932
Printing and Photographic - (523401)	68	0	0	0	0	0	0	68
Travel - (523501)	1,956	0	0	0	0	0	0	1,956
Dues & Subscriptions - (523601)	6,583	0	0	0	0	0	0	6,583
Education and Training - (523701)	1,226	0	0	0	0	0	0	1,226
Licenses - (523801)	244	0	0	0	0	0	0	244
Office Supplies - (531101)	1,333	0	0	0	0	0	0	1,333
Freight and Express - (531105)	180	0	0	0	0	0	0	180
Books & Periodicals - (531401)	25	0	0	0	0	0	0	25
Bank Charges - (573001)	12,230	0	0	5,824	0	0	0	18,054
FY14 Totals	\$472,673	\$227,986	\$0	\$52,024	\$0	\$0	\$211,768	\$964,451
FY13 Totals	\$686,950	\$225,253	\$0	\$234,900	\$0	\$0	\$202,105	\$1,349,208

**North Texas Tollway Authority
Special Projects System
Departmental Budget Summary
Operating Fund
Department: Shared Services - (10571)
Budget Year: FY14**

Account	FY13 Budget	FY14 Budget	Variance	Variance %
Group Insurance - (512101)	\$603,592	\$690,849	\$87,257	14.5%
Unemployment Insurance - (512601)	95,109	72,240	(22,869)	(24.0)%
Worker's Comp Ins - (512701)	20,516	30,300	9,784	47.7%
Rentals - Equipment - (522302)	11,125	11,668	543	4.9%
Postage - (523201)	1,335	140	(1,195)	(89.5)%
Dues & Subscriptions - (523601)	0	86	86	100.0%
Office Supplies - (531101)	7,565	7,619	54	0.7%
Total Expenses	\$739,242	\$812,902	\$73,660	10.0%

**North Texas Tollway Authority
Special Projects System
Departmental Budget Summary
Summary of Funds
Department: Shared Services - (10571)
Budget Year: FY14**

Account	PGBT-WE OMF	PGBT-WE Const.	PGBT-WE MMF	CTP OMF	CTP MMF	CTP CEF	CTP Constr.	Total Budget
Group Insurance - (512101)	\$690,849	\$116,566	\$12,952	\$0	\$12,952	\$0	\$265,511	\$1,098,830
Unemployment Insurance - (512601)	72,240	0	0	0	0	0	0	72,240
Worker's Comp Ins - (512701)	30,300	0	0	0	0	0	0	30,300
Rentals - Equipment - (522302)	11,668	0	0	0	0	0	0	11,668
Postage - (523201)	140	0	0	0	0	0	0	140
Dues & Subscriptions - (523601)	86	0	0	0	0	0	0	86
Office Supplies - (531101)	7,619	0	0	0	0	0	0	7,619
FY14 Totals	\$812,902	\$116,566	\$12,952	\$0	\$12,952	\$0	\$265,511	\$1,220,883
FY13 Totals	\$739,242	\$225,693	\$0	\$0	\$0	\$0	\$372,882	\$1,337,817

North Texas Tollway Authority
Special Projects System
Departmental Budget Summary
Operating Fund
Department: Human Resources - (20002)
Budget Year: FY14

Account	FY13 Budget	FY14 Budget	Variance	Variance %
Salaries and Wages-Direct - (511101)	\$84,583	\$101,975	\$17,392	20.6%
Salaries and Wages-Internship - (511202)	0	2,520	2,520	100.0%
Salaries and Wage-Overtime - (511301)	124	199	75	60.5%
Retirement Contributions - (512401)	11,459	13,506	2,047	17.9%
Retirement Contr.-Internship - (512402)	0	334	334	100.0%
Tuition Reimbursement - (512501)	2,867	3,386	519	18.1%
Relocation Expenses - (512901)	889	0	(889)	(100.0)%
Meeting Expense - (521101)	542	745	203	37.5%
Consulting/Professional - (521201)	17,211	26,370	9,159	53.2%
Recruitment - (523301)	2,206	5,719	3,513	159.2%
Magazine and Newspaper - (523302)	2,070	2,003	(67)	(3.2)%
Promotional Expenses - (523304)	396	263	(133)	(33.6)%
Printing and Photographic - (523401)	297	147	(150)	(50.5)%
Travel - (523501)	374	170	(204)	(54.5)%
Dues & Subscriptions - (523601)	2,565	2,425	(140)	(5.5)%
Education and Training - (523701)	12,504	11,672	(832)	(6.7)%
Temporary Contract Labor - (523851)	445	158	(287)	(64.5)%
Office Supplies - (531101)	1,030	736	(294)	(28.5)%
Freight and Express - (531105)	27	7	(20)	(74.1)%
Total Expenses	\$139,589	\$172,335	\$32,746	23.5%

**North Texas Tollway Authority
Special Projects System
Departmental Budget Summary
Summary of Funds
Department: Human Resources - (20002)
Budget Year: FY14**

Account	PGBT-WE OMF	PGBT-WE Const.	PGBT-WE MMF	CTP OMF	CTP MMF	CTP CEF	CTP Constr.	Total Budget
Salaries and Wages-Direct - (511101)	\$101,975	\$0	\$0	\$0	\$0	\$0	\$0	\$101,975
Salaries and Wages-Internship - (511202)	2,520	0	0	0	0	0	0	2,520
Salaries and Wage-Overtime - (511301)	199	0	0	0	0	0	0	199
Retirement Contributions - (512401)	13,506	0	0	0	0	0	0	13,506
Retirement Contr.-Internship - (512402)	334	0	0	0	0	0	0	334
Tuition Reimbursement - (512501)	3,386	0	0	0	0	0	0	3,386
Meeting Expense - (521101)	745	0	0	0	0	0	0	745
Consulting/Professional - (521201)	26,370	0	0	0	0	0	0	26,370
Recruitment - (523301)	5,719	0	0	0	0	0	0	5,719
Magazine and Newspaper - (523302)	2,003	0	0	0	0	0	0	2,003
Promotional Expenses - (523304)	263	0	0	0	0	0	0	263
Printing and Photographic - (523401)	147	0	0	0	0	0	0	147
Travel - (523501)	170	0	0	0	0	0	0	170
Dues & Subscriptions - (523601)	2,425	0	0	0	0	0	0	2,425
Education and Training - (523701)	11,672	0	0	0	0	0	0	11,672
Temporary Contract Labor - (523851)	158	0	0	0	0	0	0	158
Office Supplies - (531101)	736	0	0	0	0	0	0	736
Freight and Express - (531105)	7	0	0	0	0	0	0	7
FY14 Totals	\$172,335	\$0	\$0	\$0	\$0	\$0	\$0	\$172,335
FY13 Totals	\$139,589	\$0	\$0	\$0	\$0	\$0	\$0	\$139,589

**North Texas Tollway Authority
Special Projects System
Departmental Budget Summary
Operating Fund
Department: Internal Audit - (10811)
Budget Year: FY14**

Account	FY13 Budget	FY14 Budget	Variance	Variance %
Salaries and Wages-Direct - (511101)	\$58,886	\$70,908	\$12,022	20.4%
Retirement Contributions - (512401)	8,132	9,388	1,256	15.4%
Meeting Expense - (521101)	99	102	3	3.0%
Consulting/Professional - (521201)	0	2,100	2,100	100.0%
Auditing Fees - (521203)	88,000	88,000	0	0.0%
Postage - (523201)	9	11	2	22.2%
Recruitment - (523301)	1,776	186	(1,590)	(89.5)%
Magazine and Newspaper - (523302)	0	9	9	100.0%
Travel - (523501)	1,292	1,318	26	2.0%
Dues & Subscriptions - (523601)	415	643	228	54.9%
Education and Training - (523701)	2,054	1,433	(621)	(30.2)%
Licenses - (523801)	100	38	(62)	(62.0)%
Office Supplies - (531101)	266	315	49	18.4%
Freight and Express - (531105)	44	44	0	0.0%
Books & Periodicals - (531401)	44	53	9	20.5%
Total Expenses	\$161,117	\$174,548	\$13,431	8.3%

**North Texas Tollway Authority
Special Projects System
Departmental Budget Summary
Summary of Funds
Department: Internal Audit - (10811)
Budget Year: FY14**

Account	PGBT-WE OMF	PGBT-WE Const.	PGBT-WE MMF	CTP OMF	CTP MMF	CTP CEF	CTP Constr.	Total Budget
Salaries and Wages-Direct - (511101)	\$70,908	\$0	\$0	\$0	\$0	\$0	\$0	\$70,908
Retirement Contributions - (512401)	9,388	0	0	0	0	0	0	9,388
Meeting Expense - (521101)	102	0	0	0	0	0	0	102
Consulting/Professional - (521201)	2,100	0	0	0	0	0	0	2,100
Auditing Fees - (521203)	44,000	0	0	44,000	0	0	0	88,000
Postage - (523201)	11	0	0	0	0	0	0	11
Recruitment - (523301)	186	0	0	0	0	0	0	186
Magazine and Newspaper - (523302)	9	0	0	0	0	0	0	9
Travel - (523501)	1,318	0	0	0	0	0	0	1,318
Dues & Subscriptions - (523601)	643	0	0	0	0	0	0	643
Education and Training - (523701)	1,433	0	0	0	0	0	0	1,433
Licenses - (523801)	38	0	0	0	0	0	0	38
Office Supplies - (531101)	315	0	0	0	0	0	0	315
Freight and Express - (531105)	44	0	0	0	0	0	0	44
Books & Periodicals - (531401)	53	0	0	0	0	0	0	53
FY14 Totals	\$130,548	\$0	\$0	\$44,000	\$0	\$0	\$0	\$174,548
FY13 Totals	\$117,117	\$0	\$0	\$44,000	\$0	\$0	\$0	\$161,117

North Texas Tollway Authority
Special Projects System
Departmental Budget Summary
Operating Fund
Department: Legal Services - (10911)
Budget Year: FY14

Account	FY13 Budget	FY14 Budget	Variance	Variance %
Salaries and Wages-Direct - (511101)	\$49,578	\$60,938	\$11,360	22.9%
Retirement Contributions - (512401)	6,893	8,120	1,227	17.8%
Legal Fees - (521202)	266,700	217,004	(49,696)	(18.6)%
Travel - (523501)	533	1,334	801	150.3%
Dues & Subscriptions - (523601)	2,605	4,788	2,183	83.8%
Education and Training - (523701)	391	441	50	12.8%
Office Supplies - (531101)	2,889	4,935	2,046	70.8%
Freight and Express - (531105)	44	53	9	20.5%
Total Expenses	\$329,633	\$297,613	(\$32,020)	(9.7)%

**North Texas Tollway Authority
Special Projects System
Departmental Budget Summary
Summary of Funds**

**Department: Legal Services - (10911)
Budget Year: FY14**

Account	PGBT-WE OMF	PGBT-WE Const.	PGBT-WE MMF	CTP OMF	CTP MMF	CTP CEF	CTP Constr.	Total Budget
Salaries and Wages-Direct - (511101)	\$60,938	\$41,316	\$0	\$0	\$0	\$0	\$67,955	\$170,209
Retirement Contributions - (512401)	8,120	5,470	0	0	0	0	8,997	22,587
Consulting/Professional - (521201)	0	175,000	0	0	0	0	175,000	350,000
Legal Fees - (521202)	217,004	50,000	0	0	0	0	1,100,000	1,367,004
Travel - (523501)	1,334	0	0	0	0	0	0	1,334
Dues & Subscriptions - (523601)	4,788	0	0	0	0	0	0	4,788
Education and Training - (523701)	441	0	0	0	0	0	0	441
Office Supplies - (531101)	4,935	0	0	0	0	0	0	4,935
Freight and Express - (531105)	53	0	0	0	0	0	0	53
FY14 Totals	\$297,613	\$271,786	\$0	\$0	\$0	\$0	\$1,351,952	\$1,921,351
FY13 Totals	\$329,633	\$368,901	\$0	\$0	\$0	\$0	\$2,347,206	\$3,045,740

North Texas Tollway Authority
Special Projects System
Departmental Budget Summary
Operating Fund
Department: Public Affairs Department - (10400)
Budget Year: FY14

Account	FY13 Budget	FY14 Budget	Variance	Variance %
Salaries and Wages-Direct - (511101)	\$247,014	\$132,739	(\$114,275)	(46.3)%
Salaries and Wage-Overtime - (511301)	0	142	142	100.0%
Retirement Contributions - (512401)	34,381	17,472	(16,909)	(49.2)%
Meeting Expense - (521101)	304	124	(180)	(59.2)%
Consulting/Professional - (521201)	167,508	184,103	16,595	9.9%
Public Information Fees - (523203)	8,580	12,600	4,020	46.9%
Magazine and Newspaper - (523302)	481,803	629,356	147,553	30.6%
Television & Radio - (523303)	38,610	344,672	306,062	792.7%
Promotional Expenses - (523304)	627,173	271,253	(355,920)	(56.7)%
Printing and Photographic - (523401)	3,104	775	(2,329)	(75.0)%
Maps & Pamphlets - (523402)	42,816	46,514	3,698	8.6%
Travel - (523501)	3,504	3,690	186	5.3%
Dues & Subscriptions - (523601)	804	1,050	246	30.6%
Education and Training - (523701)	1,090	735	(355)	(32.6)%
Office Supplies - (531101)	1,559	696	(863)	(55.4)%
Other Materials and Supplies - (531102)	4,215	662	(3,553)	(84.3)%
Freight and Express - (531105)	45	22	(23)	(51.1)%
Total Expenses	\$1,662,510	\$1,646,605	(\$15,905)	(1.0)%

**North Texas Tollway Authority
Special Projects System
Departmental Budget Summary
Summary of Funds**
Department: Public Affairs Department - (10400)
Budget Year: FY14

Account	PGBT-WE OMF	PGBT-WE Const.	PGBT-WE MMF	CTP OMF	CTP MMF	CTP CEF	CTP Constr.	Total Budget
Salaries and Wages-Direct - (511101)	\$132,739	\$39,032	\$0	\$0	\$0	\$0	\$87,067	\$258,838
Salaries and Wage-Overtime - (511301)	142	0	0	0	0	0	0	142
Retirement Contributions - (512401)	17,472	5,168	0	0	0	0	11,528	34,168
Meeting Expense - (521101)	124	0	0	0	0	0	0	124
Consulting/Professional - (521201)	72,603	0	0	111,500	0	0	0	184,103
Public Information Fees - (523203)	12,600	0	0	0	0	0	0	12,600
Magazine and Newspaper - (523302)	129,356	0	0	500,000	0	0	0	629,356
Television & Radio - (523303)	44,672	0	0	300,000	0	0	0	344,672
Promotional Expenses - (523304)	171,253	0	0	100,000	0	0	0	271,253
Printing and Photographic - (523401)	525	0	0	250	0	0	0	775
Maps & Pamphlets - (523402)	16,514	0	0	30,000	0	0	0	46,514
Travel - (523501)	3,690	0	0	0	0	0	0	3,690
Dues & Subscriptions - (523601)	1,050	0	0	0	0	0	0	1,050
Education and Training - (523701)	735	0	0	0	0	0	0	735
Office Supplies - (531101)	696	0	0	0	0	0	0	696
Other Materials and Supplies - (531102)	662	0	0	0	0	0	0	662
Freight and Express - (531105)	22	0	0	0	0	0	0	22
FY14 Totals	\$604,855	\$44,200	\$0	\$1,041,750	\$0	\$0	\$98,595	\$1,789,400
FY13 Totals	\$497,264	\$52,967	\$0	\$1,165,246	\$0	\$0	\$86,419	\$1,801,896

North Texas Tollway Authority
Special Projects System
Departmental Budget Summary
Operating Fund
Department: Strategic and Innovative Solutions - (10021)
Budget Year: FY14

Account	FY13 Budget	FY14 Budget	Variance	Variance %
Salaries and Wages-Direct - (511101)	\$0	\$97,546	\$97,546	100.0%
Retirement Contributions - (512401)	0	12,727	12,727	100.0%
Consulting/Professional - (521201)	0	10,894	10,894	100.0%
Traffic Engineering Fees - (521207)	0	462,288	462,288	100.0%
Travel - (523501)	0	2,363	2,363	100.0%
Dues & Subscriptions - (523601)	0	1,037	1,037	100.0%
Education and Training - (523701)	0	525	525	100.0%
Licenses - (523801)	0	105	105	100.0%
Office Supplies - (531101)	0	194	194	100.0%
Freight and Express - (531105)	0	26	26	100.0%
Total Expenses	\$0	\$587,705	\$587,705	0.0%

**North Texas Tollway Authority
Special Projects System
Departmental Budget Summary
Summary of Funds**

Department: Strategic and Innovative Solutions - (10021)

Budget Year: FY14

Account	PGBT-WE OMF	PGBT-WE Const.	PGBT-WE MMF	CTP OMF	CTP MMF	CTP CEF	CTP Constr.	Total Budget
Salaries and Wages-Direct - (511101)	\$97,546	\$0	\$0	\$0	\$0	\$0	\$0	\$97,546
Retirement Contributions - (512401)	12,727	0	0	0	0	0	0	12,727
Consulting/Professional - (521201)	10,894	0	0	0	0	0	0	10,894
Traffic Engineering Fees - (521207)	274,788	0	0	187,500	0	0	0	462,288
Travel - (523501)	2,363	0	0	0	0	0	0	2,363
Dues & Subscriptions - (523601)	1,037	0	0	0	0	0	0	1,037
Education and Training - (523701)	525	0	0	0	0	0	0	525
Licenses - (523801)	105	0	0	0	0	0	0	105
Office Supplies - (531101)	194	0	0	0	0	0	0	194
Freight and Express - (531105)	26	0	0	0	0	0	0	26
FY14 Totals	\$400,205	\$0	\$0	\$187,500	\$0	\$0	\$0	\$587,705
FY13 Totals	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0

North Texas Tollway Authority
Special Projects System
Departmental Budget Summary
Operating Fund
Department: Customer Service Center - (20011)
Budget Year: FY14

Account	FY13 Budget	FY14 Budget	Variance	Variance %
Salaries and Wages-Direct - (511101)	\$543,053	\$734,497	\$191,444	35.3%
Salaries and Wage-Overtime - (511301)	6,851	9,267	2,416	35.3%
Retirement Contributions - (512401)	72,255	97,727	25,472	35.3%
Consulting/Professional - (521201)	279,584	378,147	98,563	35.3%
Armored Car Services - (521209)	544	629	85	15.6%
Rentals - Equipment - (522302)	2,154	2,913	759	35.2%
Postage - (523201)	311,174	420,873	109,699	35.3%
Dues & Subscriptions - (523601)	65	88	23	35.4%
Education and Training - (523701)	1,239	1,676	437	35.3%
Temporary Contract Labor - (523851)	0	218,871	218,871	100.0%
Office Supplies - (531101)	7,800	10,550	2,750	35.3%
Other Materials and Supplies - (531102)	28	37	9	32.1%
Freight and Express - (531105)	28	37	9	32.1%
Inven for resale(toll tags) - (531501)	317,244	429,083	111,839	35.3%
Uniforms - (531701)	616	833	217	35.2%
Bank Charges - (573001)	30,043	40,634	10,591	35.3%
Credit Card Fees - (573002)	536,110	725,106	188,996	35.3%
Total Expenses	\$2,108,788	\$3,070,968	\$962,180	45.6%

North Texas Tollway Authority
Special Projects System
Departmental Budget Summary
Summary of Funds
Department: Customer Service Center - (20011)
Budget Year: FY14

Account	PGBT-WE OMF	PGBT-WE Const.	PGBT-WE MMF	CTP OMF	CTP MMF	CTP CEF	CTP Constr.	Total Budget
Salaries and Wages-Direct - (511101)	\$628,312	\$0	\$0	\$106,185	\$0	\$0	\$0	\$734,497
Salaries and Wage-Overtime - (511301)	7,927	0	0	1,340	0	0	0	9,267
Retirement Contributions - (512401)	83,599	0	0	14,128	0	0	0	97,727
Consulting/Professional - (521201)	323,479	0	0	54,668	0	0	0	378,147
Armored Car Services - (521209)	629	0	0	0	0	0	0	629
Rentals - Equipment - (522302)	2,492	0	0	421	0	0	0	2,913
Postage - (523201)	360,028	0	0	60,845	0	0	0	420,873
Dues & Subscriptions - (523601)	75	0	0	13	0	0	0	88
Education and Training - (523701)	1,434	0	0	242	0	0	0	1,676
Temporary Contract Labor - (523851)	187,229	0	0	31,642	0	0	0	218,871
Office Supplies - (531101)	9,025	0	0	1,525	0	0	0	10,550
Other Materials and Supplies - (531102)	32	0	0	5	0	0	0	37
Freight and Express - (531105)	32	0	0	5	0	0	0	37
Inven for resale(toll tags) - (531501)	367,051	0	0	62,032	0	0	0	429,083
Uniforms - (531701)	713	0	0	120	0	0	0	833
Bank Charges - (573001)	34,760	0	0	5,874	0	0	0	40,634
Credit Card Fees - (573002)	620,279	0	0	104,827	0	0	0	725,106
FY14 Totals	\$2,627,096	\$0	\$0	\$443,872	\$0	\$0	\$0	\$3,070,968
FY13 Totals	\$2,108,788	\$0	\$0	\$0	\$0	\$0	\$0	\$2,108,788

**North Texas Tollway Authority
Special Projects System
Departmental Budget Summary
Operating Fund
Department: Information Technology - (20111)
Budget Year: FY14**

Account	FY13 Budget	FY14 Budget	Variance	Variance %
Salaries and Wages-Direct - (511101)	\$265,468	\$244,704	(\$20,764)	(7.8)%
Retirement Contributions - (512401)	35,835	33,032	(2,803)	(7.8)%
Consulting/Professional - (521201)	5,656	9,135	3,479	61.5%
Outside Maintenance Services - (521212)	175,672	283,741	108,069	61.5%
Telecommunications - (523202)	33,937	54,814	20,877	61.5%
Travel - (523501)	662	1,069	407	61.5%
Dues & Subscriptions - (523601)	841	1,358	517	61.4%
Education and Training - (523701)	2,947	4,760	1,813	61.5%
Office Supplies - (531101)	8,624	13,929	5,305	61.5%
Other Materials and Supplies - (531102)	19,335	31,230	11,895	61.5%
Software - (531651)	393,160	635,021	241,861	61.5%
Total Expenses	\$942,137	\$1,312,793	\$370,656	39.3%

**North Texas Tollway Authority
Special Projects System
Departmental Budget Summary
Summary of Funds
Department: Information Technology - (20111)
Budget Year: FY14**

Account	PGBT-WE OMF	PGBT-WE Const.	PGBT-WE MMF	CTP OMF	CTP MMF	CTP CEF	CTP Constr.	Total Budget
Salaries and Wages-Direct - (511101)	\$175,289	\$96,580	\$0	\$69,415	\$0	\$0	\$177,911	\$519,195
Retirement Contributions - (512401)	23,662	12,797	0	9,370	0	0	23,573	69,402
Consulting/Professional - (521201)	6,544	0	0	2,591	0	0	0	9,135
Outside Maintenance Services - (521212)	203,253	0	0	80,488	0	0	0	283,741
Telecommunications - (523202)	39,265	0	0	15,549	0	0	72,000	126,814
Travel - (523501)	766	0	0	303	0	0	0	1,069
Dues & Subscriptions - (523601)	973	0	0	385	0	0	0	1,358
Education and Training - (523701)	3,410	0	0	1,350	0	0	0	4,760
Office Supplies - (531101)	9,978	0	0	3,951	0	0	0	13,929
Other Materials and Supplies - (531102)	22,371	0	0	8,859	0	0	0	31,230
Software - (531651)	454,886	0	0	180,135	0	0	0	635,021
FY14 Totals	\$940,397	\$109,377	\$0	\$372,396	\$0	\$0	\$273,484	\$1,695,654
FY13 Totals	\$942,137	\$131,886	\$0	\$0	\$0	\$0	\$239,818	\$1,313,841

**North Texas Tollway Authority
Special Projects System
Departmental Budget Summary
Operating Fund
Department: Maintenance Department Dept - (20200)
Budget Year: FY14**

Account	FY13 Budget	FY14 Budget	Variance	Variance %
Salaries and Wages-Direct - (511101)	\$159,500	\$253,745	\$94,245	59.1%
Retirement Contributions - (512401)	22,200	35,317	13,117	59.1%
Consulting/Professional - (521201)	189,350	576,232	386,882	204.3%
Outside Maintenance Services - (521212)	1,289,725	2,051,791	762,066	59.1%
Repairs and Maintenance - (522201)	659,600	1,100,000	440,400	66.8%
Landscaping - (522202)	40,400	324,040	283,640	702.1%
Rentals - Land - (522301)	0	313,447	313,447	100.0%
Other Materials and Supplies - (531102)	287,000	456,581	169,581	59.1%
Electricity - (531231)	190,000	313,360	123,360	64.9%
Total Expenses	\$2,837,775	\$5,424,513	\$2,586,738	91.2%

**North Texas Tollway Authority
Special Projects System
Departmental Budget Summary
Summary of Funds**

**Department: Maintenance Department Dept - (20200)
Budget Year: FY14**

Account	PGBT-WE OMF	PGBT-WE Const.	PGBT-WE MMF	CTP OMF	CTP MMF	CTP CEF	CTP Constr.	Total Budget
Salaries and Wages-Direct - (511101)	\$184,542	\$0	\$69,556	\$69,203	\$69,951	\$0	\$0	\$393,252
Retirement Contributions - (512401)	25,685	0	9,026	9,632	9,078	0	0	53,421
Consulting/Professional - (521201)	419,078	0	0	157,154	0	0	0	576,232
Outside Maintenance Services - (521212)	1,492,212	0	0	559,579	0	0	0	2,051,791
Consulting/Profess Serv Tech - (521301)	0	0	486,062	0	66,321	0	0	552,383
Repairs and Maintenance - (522201)	800,000	0	0	300,000	0	0	0	1,100,000
Landscaping - (522202)	52,000	0	0	272,040	0	0	0	324,040
Pavement & Shoulders - (522205)	0	0	1,216,044	0	0	0	0	1,216,044
Rentals - Land - (522301)	0	0	0	313,447	0	0	0	313,447
Other Materials and Supplies - (531102)	332,059	0	0	124,522	0	0	0	456,581
Repairs & Maintenance - (531104)	0	0	0	0	0	0	0	0
Electricity - (531231)	201,410	0	0	111,950	0	0	0	313,360
Infrastructure Rdway/Hwy/Bridg - (541401)	0	0	290,302	0	0	0	0	290,302
FY14 Totals	\$3,506,986	\$0	\$2,070,990	\$1,917,527	\$145,350	\$0	\$0	\$7,640,853
FY13 Totals	\$2,837,775	\$0	\$673,301	\$0	\$0	\$0	\$0	\$3,511,076

**North Texas Tollway Authority
Special Projects System
Departmental Budget Summary
Operating Fund
Department: Operations - (20001)
Budget Year: FY14**

Account	FY13 Budget	FY14 Budget	Variance	Variance %
Salaries and Wages-Direct - (511101)	\$57,935	\$40,188	(\$17,747)	(30.6)%
Retirement Contributions - (512401)	7,821	5,348	(2,473)	(31.6)%
Meeting Expense - (521101)	92	22	(70)	(76.1)%
Consulting/Professional - (521201)	99,473	34,716	(64,757)	(65.1)%
Travel - (523501)	6,192	1,612	(4,580)	(74.0)%
Dues & Subscriptions - (523601)	1,849	286	(1,563)	(84.5)%
Office Supplies - (531101)	85	22	(63)	(74.1)%
Freight and Express - (531105)	139	22	(117)	(84.2)%
Total Expenses	\$173,586	\$82,216	(\$91,370)	(52.6)%

North Texas Tollway Authority
Special Projects System
Departmental Budget Summary
Summary of Funds
Department: Operations - (20001)
Budget Year: FY14

Account	PGBT-WE OMF	PGBT-WE Const.	PGBT-WE MMF	CTP OMF	CTP MMF	CTP CEF	CTP Constr.	Total Budget
Salaries and Wages-Direct - (511101)	\$27,224	\$6,510	\$0	\$12,964	\$0	\$0	\$11,992	\$58,690
Retirement Contributions - (512401)	3,623	862	0	1,725	0	0	1,588	7,798
Meeting Expense - (521101)	15	0	0	7	0	0	0	22
Consulting/Professional - (521201)	23,517	0	0	11,199	0	0	0	34,716
Travel - (523501)	1,092	0	0	520	0	0	0	1,612
Dues & Subscriptions - (523601)	194	0	0	92	0	0	0	286
Office Supplies - (531101)	15	0	0	7	0	0	0	22
Freight and Express - (531105)	15	0	0	7	0	0	0	22
FY14 Totals	\$55,695	\$7,372	\$0	\$26,521	\$0	\$0	\$13,580	\$103,168
FY13 Totals	\$173,586	\$15,446	\$0	\$0	\$0	\$0	\$25,422	\$214,454

North Texas Tollway Authority
Special Projects System
Departmental Budget Summary
Operating Fund
Department: Project Delivery - (20511)
Budget Year: FY14

Account	FY13 Budget	FY14 Budget	Variance	Variance %
Salaries and Wages-Direct - (511101)	\$0	\$36,299	\$36,299	100.0%
Retirement Contributions - (512401)	0	3,731	3,731	100.0%
Travel - (523501)	0	2,371	2,371	100.0%
Dues & Subscriptions - (523601)	0	428	428	100.0%
Education and Training - (523701)	0	775	775	100.0%
Licenses - (523801)	0	37	37	100.0%
Office Supplies - (531101)	0	465	465	100.0%
Freight and Express - (531105)	0	78	78	100.0%
Total Expenses	\$0	\$44,184	\$44,184	0.0%

**North Texas Tollway Authority
Special Projects System
Departmental Budget Summary
Summary of Funds**

**Department: Project Delivery - (20511)
Budget Year: FY14**

Account	PGBT-WE OMF	PGBT-WE Const.	PGBT-WE MMF	CTP OMF	CTP MMF	CTP CEF	CTP Constr.	Total Budget
Salaries and Wages-Direct - (511101)	\$24,590	\$356,308	\$0	\$11,709	\$0	\$0	\$1,043,586	\$1,436,193
Retirement Contributions - (512401)	2,527	47,309	0	1,204	0	0	138,563	189,603
Travel - (523501)	1,606	0	0	765	0	0	0	2,371
Dues & Subscriptions - (523601)	290	0	0	138	0	0	0	428
Education and Training - (523701)	525	0	0	250	0	0	0	775
Licenses - (523801)	25	0	0	12	0	0	0	37
Office Supplies - (531101)	315	0	0	150	0	0	0	465
Freight and Express - (531105)	53	0	0	25	0	0	0	78
Right-of-Way (06)	0	0	0	0	0	0	7,000,000	7,000,000
Administration (01)	0	423,000	0	0	0	0	4,804,000	5,227,000
Design (03)	0	0	0	0	0	0	455,000	455,000
Construction (04)	0	2,810,000	0	0	0	0	221,000,000	223,810,000
Equipment/Hardware (05)	0	547,000	0	0	0	0	9,880,000	10,427,000
Other (176999)	0	0	0	0	0	0	2,404,000	2,404,000
FY14 Totals	\$29,931	\$4,183,617	\$0	\$14,253	\$0	\$0	\$246,725,149	\$250,952,950
FY13 Totals	\$0	\$84,211,483	\$0	\$0	\$0	\$0	\$363,300,678	\$447,512,161

North Texas Tollway Authority
Special Projects System
Departmental Budget Summary
Operating Fund
Department: System & Incident Mgmt. Dept. - (20600)
Budget Year: FY14

Account	FY13 Budget	FY14 Budget	Variance	Variance %
Salaries and Wages-Direct - (511101)	\$465,452	\$786,495	\$321,043	69.0%
Salaries and Wage-Overtime - (511301)	1,289	2,003	714	55.4%
Retirement Contributions - (512401)	62,772	105,410	42,638	67.9%
Consulting/Professional - (521201)	12,396	18,645	6,249	50.4%
Police Services (DPS) - (521208)	260,388	469,322	208,934	80.2%
Outside Maintenance Services - (521212)	836	1,467	631	75.5%
Insurance Expense - Other - (523101)	242,219	332,919	90,700	37.4%
Postage - (523201)	1,191	1,641	450	37.8%
Promotional Expenses - (523304)	83	252	169	202.9%
Travel - (523501)	35	103	68	194.8%
Dues & Subscriptions - (523601)	279	428	149	53.3%
Education and Training - (523701)	831	1,260	429	51.6%
Liability Claims - (523902)	3,134	4,301	1,167	37.2%
Office Supplies - (531101)	1,263	1,911	648	51.3%
Other Materials and Supplies - (531102)	7,243	11,578	4,335	59.9%
Freight and Express - (531105)	96	131	35	36.3%
Uniforms - (531701)	6,370	9,371	3,001	47.1%
Total Expenses	\$1,065,877	\$1,747,237	\$681,360	63.9%

**North Texas Tollway Authority
Special Projects System
Departmental Budget Summary
Summary of Funds**

Department: System & Incident Mgmt. Dept. - (20600)
Budget Year: FY14

Account	PGBT-WE OMF	PGBT-WE Const.	PGBT-WE MMF	CTP OMF	CTP MMF	CTP CEF	CTP Constr.	Total Budget
Salaries and Wages-Direct - (511101)	\$479,918	\$0	\$0	\$306,577	\$0	\$0	\$0	\$786,495
Salaries and Wage-Overtime - (511301)	1,492	0	0	511	0	0	0	2,003
Retirement Contributions - (512401)	64,745	0	0	40,665	0	0	0	105,410
Consulting/Professional - (521201)	14,342	0	0	4,303	0	0	0	18,645
Police Services (DPS) - (521208)	246,005	0	0	223,317	0	0	0	469,322
Outside Maintenance Services - (521212)	967	0	0	500	0	0	0	1,467
Insurance Expense - Other - (523101)	280,247	0	0	52,672	0	0	0	332,919
Postage - (523201)	1,378	0	0	263	0	0	0	1,641
Promotional Expenses - (523304)	96	0	0	156	0	0	0	252
Travel - (523501)	40	0	0	63	0	0	0	103
Dues & Subscriptions - (523601)	325	0	0	103	0	0	0	428
Education and Training - (523701)	962	0	0	298	0	0	0	1,260
Liability Claims - (523902)	3,626	0	0	675	0	0	0	4,301
Office Supplies - (531101)	1,461	0	0	450	0	0	0	1,911
Other Materials and Supplies - (531102)	8,380	0	0	3,198	0	0	0	11,578
Freight and Express - (531105)	111	0	0	20	0	0	0	131
Vehicles - (531621)	0	0	0	0	0	146,428	0	146,428
Uniforms - (531701)	7,370	0	0	2,001	0	0	0	9,371
Buildings - (541301)	0	0	0	0	0	928,730	0	928,730
Infrastructure Rdway/Hwy/Bridg - (541401)	0	0	0	0	0	1,031,869	0	1,031,869
Infrastructure - Other - (541403)	0	0	0	0	0	22,542	0	22,542
FY14 Totals	\$1,111,465	\$0	\$0	\$635,772	\$0	\$2,129,569	\$0	\$3,876,806
FY13 Totals	\$1,065,877	\$0	\$0	\$0	\$0	\$0	\$0	\$1,065,877

OTHER FUNDS SECTION



**North Texas Tollway Authority
Special Project System
Construction Fund Budget Comparisons
FY14 to FY13**

Department	FY13 Budget	FY14 Budget	FY14 Budget to FY13 Budget Amount	Percent
Administrative Services:				
Administration	\$96,219	\$73,236	\$(22,983)	(23.9%)
Board	--	10,303	10,303	100.0%
Finance	427,358	439,754	12,396	2.9%
Human Resources	--	--	--	--
Internal Audit	--	--	--	--
Legal Services	2,716,107	1,623,738	(1,092,369)	(40.2%)
Public Affairs	139,386	142,795	3,409	2.4%
Shared Services	598,575	382,077	(216,498)	(36.2%)
Strategic and Innovative Solutions	--	--	--	--
Total Administrative Services	3,977,645	2,671,903	(1,305,742)	(32.8%)
Operational Services:				
Customer Service Center	--	--	--	--
Information Technology	371,704	382,861	11,157	3.0%
Maintenance	--	--	--	--
Operations	40,868	20,952	(19,916)	(48.7%)
Project Delivery	447,512,161	250,908,766	(196,603,395)	(43.9%)
System & Incident Mgmt.	--	--	--	--
Total Operational Services	447,924,733	251,312,579	(196,612,154)	(43.9%)
Grand Totals	\$451,902,378	\$253,984,482	(\$197,917,896)	(43.8%)

Special Projects System Projects

The Special Project System consists of Non-NTTA System Projects that are currently under construction. These projects are considered stand-alone projects and will not rely on the NTTA System to maintain their operating and maintenance costs. These projects are governed by a separate Trust Agreement.

The Authority issued \$400 million of bonds secured by revenues deposited into the NTTA System Capital Improvement Fund. These bonds are subordinate to the Authority's Third Tier Bonds. The proceeds of the bonds are NTTA's equity contribution to finance a portion of the cost of developing President George Bush Turnpike – Western Extension (PGBT-WE), formally SH 161 and Chisholm Trail Parkway (CPT), formally SWP/CT.

Additionally, in April 2011, the Authority issued approximately \$1.1 billion in bonds and bond anticipation notes to finance an upfront payment to TxDOT for PGBT-WE and the development and construction of PGBT-WE. This debt is not issued under the NTTA Trust Agreement and is not secured by the NTTA System revenues, but instead is issued under separate Special Projects System Trust Agreement. Neither PGBT-WE nor CTP is expected to be added to the NTTA System in the foreseeable future.

On October 2011, the NTTA Board of Directors voted to add CTP to the Special Projects System and approved the issuing of bonds to finance the project. On November 10, 2011, the Authority issued \$640.5 million in bonds for CTP.

President George Bush Turnpike - Western Extension

The PGBT-WE corridor project was initiated by TxDOT in May 1969. TxDOT conducted the initial corridor studies, processed the Environmental Impact Statement and obtained the right of way for the project. The corridor project will result in a new, approximately 11.5-mile link in the growing loop around Dallas. TxDOT constructed the first three Phases with Phase 1 and 2 opening in 2009; Phase 3 in 2010; Phase 4 was constructed by NTTA. The 2014 Budget includes \$3.8 million to close out minor construction items.

Chisholm Trail Parkway

The CTP is a new 27.6-mile, limited-access toll road in southwest Tarrant County that is expected to extend from the Fort Worth central business district to southwest Fort Worth, continuing south to Cleburne. The entire project is expected to be open to traffic by mid-2014.

Estimated Special Projects System Expenditures for 2014

PGBT - Western Extension Construction	\$ 3,780,000
Chisholm Trail Parkway Construction	\$ 245,543,000
Other cost: Professional Fees, Legal Fees, Allocated Salaries	<u>\$ 4,661,482</u>
Total Estimated Construction Cost	\$ 253,984,482

**North Texas Tollway Authority
Special Projects System
Estimated Construction Fund Requirements
FY 2014**

Special Projects System Construction Fund Available Balance 03/31/2013		\$	482,619,269
Estimated Construction Cost (April through August 2013)			
PGBT Western Extension Construction			(17,909,283)
CTP Construction			(215,074,621)
Other cost: Professional Fees, Audit Fees, Legal Fees			(190,972)
Transfer for Allocated Salaries and Benefits			(1,124,824)
Total Estimated Construction Cost			(234,299,700)
Contributions			
CTP Texas Department of Transportation (TxDOT)	116,100,000		
Received through March 2013	(47,796,006)		
Remaining Balance Due			68,303,994
CTP Regional Transportation Commission (RTC)	725,933		
Received through March 2013	-		
Remaining Balance Due			725,933
CTP Johnson County	215,412		
Received through March 2013	(215,412)		
Remaining Balance Due			-
Total Contributions Due			69,029,927
Estimated Interest Earnings			423,828
			317,773,324
Estimated Available Balance as of 8/31/2013			
Estimated Construction Cost (September through August 2014)			
PGBT Western Extension Construction			(3,780,000)
CTP Construction			(245,543,000)
Other: Professional Fees, Audit Fees, Legal Fees			(1,650,200)
Transfer for Allocated Salaries and Benefits			(3,011,282)
Total Estimated 2014 Construction Cost			(253,984,482)
Estimated Transfer to Capital Expenditures Fund			(2,129,569)
Estimated Interest Earnings			134,000
			61,793,273
Special Projects System Construction Fund Available Balance 8/31/2014			\$ 61,793,273

**North Texas Tollway Authority
Special Projects System
PGBT-WE Construction Fund - (5481) Estimate
FY14**

Department	Account	
Administration	Salaries and Wages-Direct - (511101)	24,285
	Retirement Contributions - (512401)	3,086
	Administration Total	27,371
Public Affairs	Salaries and Wages-Direct - (511101)	39,032
	Retirement Contributions - (512401)	5,168
	Public Affairs Total	44,200
Finance	Salaries and Wages-Direct - (511101)	132,261
	Retirement Contributions - (512401)	17,525
	Consulting/Professional - (521201)	13,200
	Trustee Fees - (521204)	40,000
	Rating Agency Fees - (521205)	25,000
	Finance Total	227,986
Shared Services	Group Insurance - (512101)	116,566
	Shared Services Total	116,566
Legal Services	Salaries and Wages-Direct - (511101)	41,316
	Retirement Contributions - (512401)	5,470
	Consulting/Professional - (521201)	175,000
	Legal Fees - (521202)	50,000
	Legal Services Total	271,786
Operations	Salaries and Wages-Direct - (511101)	103,090
	Retirement Contributions - (512401)	13,659
	Operations Total	116,749
Infrastructure	Salaries and Wages-Direct - (511101)	356,308
	Retirement Contributions - (512401)	47,309
	Administration (01)	423,000
	Construction (04)	2,810,000
	Equipment/Hardware (05)	547,000
	Infrastructure Total	4,183,617
Total		\$4,988,275

**North Texas Tollway Authority
Special Projects System
CTP Construction Fund - (5482) Estimate
FY14**

Department	Account	
Administration	Salaries and Wages-Direct - (511101)	40,694
	Retirement Contributions - (512401)	5,171
	Administration Total	45,865
Board	Salaries and Wages-Direct - (511101)	9,098
	Retirement Contributions - (512401)	1,205
	Board Total	10,303
Public Affairs	Salaries and Wages-Direct - (511101)	87,067
	Retirement Contributions - (512401)	11,528
	Public Affairs Total	98,595
Finance	Salaries and Wages-Direct - (511101)	186,988
	Retirement Contributions - (512401)	24,780
	Finance Total	211,768
Shared Services	Group Insurance - (512101)	265,511
	Shared Services Total	265,511
Legal Services	Salaries and Wages-Direct - (511101)	67,955
	Retirement Contributions - (512401)	8,997
	Consulting/Professional - (521201)	175,000
	Legal Fees - (521202)	1,100,000
	Legal Services Total	1,351,952
Operations	Salaries and Wages-Direct - (511101)	189,903
	Retirement Contributions - (512401)	25,161
	Telecommunications - (523202)	72,000
	Operations Total	287,064
Infrastructure	Salaries and Wages-Direct - (511101)	1,043,586
	Retirement Contributions - (512401)	138,563
	Right-of-Way (06)	7,000,000
	Administration (01)	4,804,000
	Design (03)	455,000
	Construction (04)	221,000,000
	Equipment/Hardware (05)	9,880,000
	Other (176999)	2,404,000
	Infrastructure Total	246,725,149
Total		\$248,996,207

**North Texas Tollway Authority
Special Project System
Major Maintenance Fund Budget Comparisons
FY14 to FY13**

Department	FY13 Budget	FY14 Budget	FY14 Budget to FY13 Budget	
			Amount	Percent
Administrative Services:				
Administration	--	--	--	--
Board	--	--	--	--
Finance	--	--	--	--
Human Resources	--	--	--	--
Internal Audit	--	--	--	--
Legal Services	--	--	--	--
Public Affairs	--	--	--	--
Shared Services	--	25,904	25,904	100.0%
Strategic and Innovative Solutions	--	--	--	--
Total Administrative Services	--	25,904	25,904	100.0%
Operational Services:				
Customer Service Center	--	--	--	--
Information Technology	--	--	--	--
Maintenance	673,301	2,216,340	1,543,039	229.2%
Operations	--	--	--	--
Project Delivery	--	--	--	--
System & Incident Mgmt.	--	--	--	--
Total Operational Services	673,301	2,216,340	1,543,039	229.2%
Grand Totals	\$673,301	\$2,242,244	\$1,568,943	233.0%

Special Projects System

Major Maintenance Fund Projects or Purchases

The Major Maintenance Fund was created to account for maintenance expenditures that do not occur on an annual or more frequent basis. In other words, it is for the renewal and replacement of capital assets. Maintenance expenses are estimated to be minimal since PGBT-WE is a new project. The following are the cost for FY2014.

Annual Inspection - Required by GASB 34 Modified Approach	\$ 552,383
Agency Overhead Cost	183,515
Pavement Maintenance	1,216,044
Bridge Beam Coating	<u>290,302</u>
Total 2014 MMF Budget	<u><u>\$ 2,242,244</u></u>

**North Texas Tollway Authority
Special Projects System
Estimated Major Maintenance Fund Requirements
FY 2014**

Major Maintenance Fund Available Balance as of 03/31/2013	\$	304,254
Estimated Cost (April through August 2013)		
Pavement Maintenance		(124,205)
Annual Inspection		(448,909)
Agency Overhead Cost		(33,460)
Total Estimated Major Maintenance Cost		(482,369)
Revenue Transfers (April through August 2013)		178,115
Estimated Available Balance as of 8/31/2013	\$	-
Estimated Cost (September through August 2014)		
Pavement Maintenance		(1,216,044)
Bridge Beam Coating		(290,302)
Annual Inspection		(552,383)
Agency Overhead Cost		(183,515)
Total Estimated 2014 Major Maintenance Cost		(2,242,244)
Estimated Transfer Required from Major Maintenance Reserve Fund		2,242,244
Estimated Available Balance as of 8/31/2014	\$	-
 Major Maintenance Reserve Fund Balance		
Estimated Available Balance as of 9/1/2013	\$	13,365,622
Estimated Interest Earnings		12,000
Required Transfers per Trust Agreement (September through August 2014)		
Major Maintenance Fund		(2,242,244)
Operating Fund		-
Capital Expenditures Reserve Fund		-
Total Estimated 2014 Transfers		(2,242,244)
Estimated Available Balance as of 8/31/2014	\$	11,135,378

**North Texas Tollway Authority
Special Projects System
PGBT-WE Major Maintenance Fund - (5474) Estimate
FY14**

Department	Account	
Shared Services	Group Insurance - (512101)	12,952
	Shared Services Total	12,952
Infrastructure	Salaries and Wages-Direct - (511101)	69,556
	Retirement Contributions - (512401)	9,026
	Consulting/Profess Serv Tech - (521301)	486,062
	Pavement & Shoulders - (522205)	1,216,044
	Infrastructure Rdway/Hwy/Bridg - (541401)	290,302
	Infrastructure Total	2,070,990
Total		\$2,083,942

**North Texas Tollway Authority
Special Projects System
CTP Major Maintenance Fund - (5483) Estimate
FY14**

Department	Account	
Shared Services	Group Insurance - (512101)	12,952
	Shared Services Total	12,952
Infrastructure	Salaries and Wages-Direct - (511101)	69,951
	Retirement Contributions - (512401)	9,078
	Consulting/Profess Serv Tech - (521301)	66,321
	Infrastructure Total	145,350
Total		\$158,302

**North Texas Tollway Authority
Special Project System
Capital Expenditures Fund Budget Comparisons
FY14 to FY13**

Department	FY13 Budget	FY14 Budget	FY14 Budget to FY13 Budget	
			Amount	Percent
Administrative Services:				
Administration	--	--	--	--
Board	--	--	--	--
Finance	--	--	--	--
Human Resources	--	--	--	--
Internal Audit	--	--	--	--
Legal Services	--	--	--	--
Public Affairs	--	--	--	--
Shared Services	--	--	--	--
Strategic and Innovative Solutions	--	--	--	--
Total Administrative Services	--	--	--	--
Operational Services:				
Customer Service Center	--	--	--	--
Information Technology	--	--	--	--
Maintenance	--	--	--	--
Operations	--	--	--	--
Project Delivery	--	--	--	--
System & Incident Mgmt.	--	2,129,569	2,129,569	100.0%
Total Operational Services	--	2,129,569	2,129,569	100.0%
Grand Totals	--	\$2,129,569	\$2,129,569	100.0%

Special Projects System

Capital Expenditures Fund Projects or Purchases

The Capital Expenditures Fund was created to account for the cost of repairs, enlargements, extensions, additions, improvements, reconstruction and replacement of capital assets. The following are the cost for FY2014.

Police Communication System	\$ 1,031,869
Building Space	928,730
Roadway Customer Service Trucks and Equipment	146,428
Computer Aided Dispatch System	<u>22,542</u>
Total 2014 MMF Budget	<u><u>\$ 2,129,569</u></u>

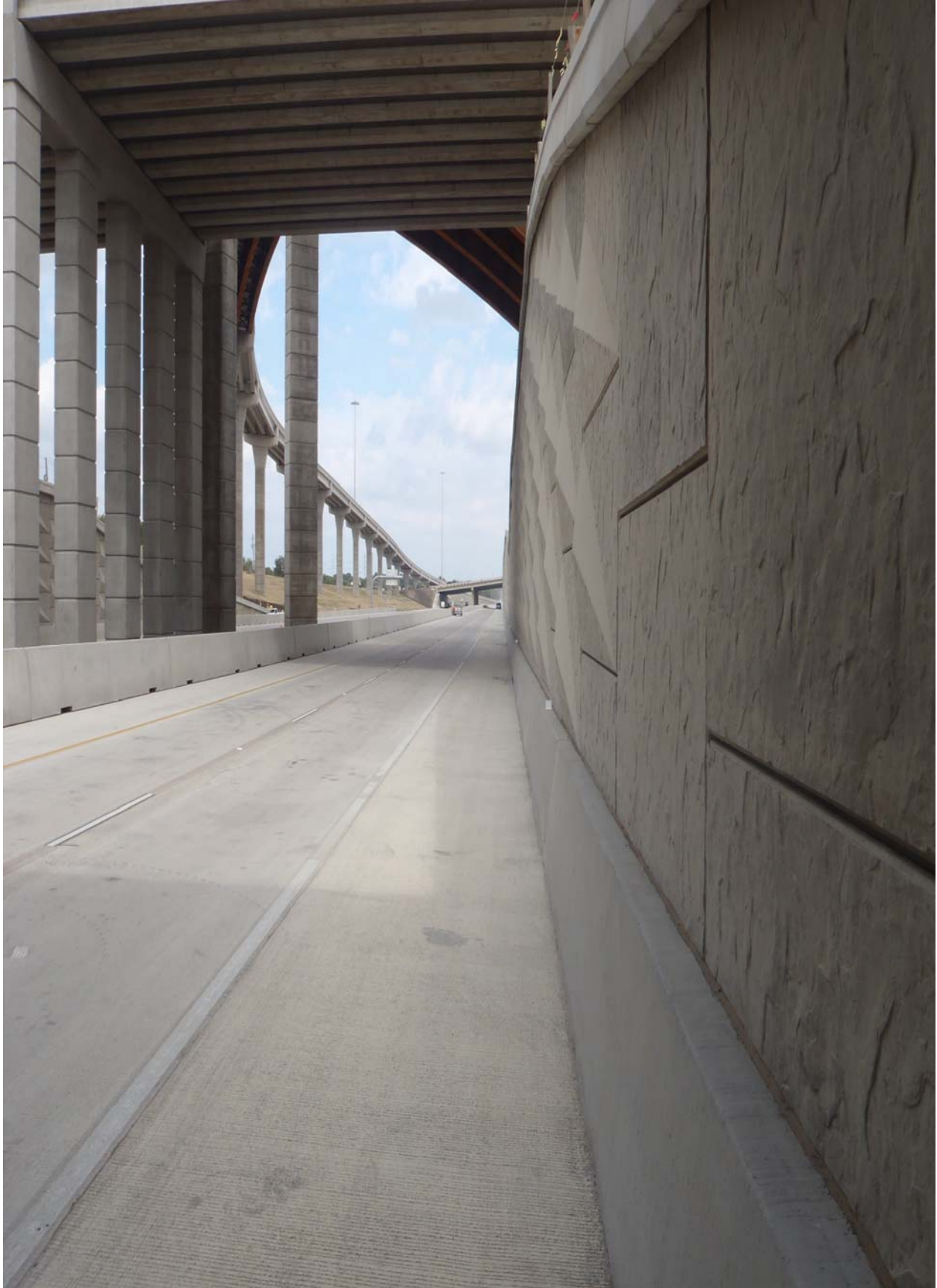
**North Texas Tollway Authority
Special Projects System
Estimated Capital Expenditure Fund Requirements
FY 2014**

Capital Expenditures Fund Available Balance as of 03/31/2013	\$	-
Estimated Cost (April through August 2013)		
Police Communication System		-
Building		-
Roadway Customer Service Trucks and Equipment		-
Computer Aided Dispatch		-
Total Estimated Cost		-
Construction Fund Transfers (April through August 2013)		-
Estimated Available Balance as of 8/31/2013		-
Estimated Cost (September through August 2014)		
Police Communication System	\$	(1,031,869)
Building		(928,730)
Roadway Customer Service Trucks and Equipment		(146,428)
Computer Aided Dispatch		(22,542)
Total Estimated 2014 Major Maintenance Cost		(2,129,569)
Construction Fund Transfer Required		2,129,569
Estimated Available Balance as of 8/31/2014	\$	-
		-
Capital Expenditures Reserve Fund Balance		
Estimated Available Balance as of 9/1/2013	\$	16,620,941
Estimated Interest Earnings		-
Required Transfers per Trust Agreement (September through August 2014)		
Capital Expenditures Fund		-
Operating Fund		(9,885,162)
Capital Expenditures Reserve Fund		-
Total Estimated 2014 Transfers		(9,885,162)
Estimated Available Balance as of 8/31/2014	\$	6,735,779

**North Texas Tollway Authority
Special Projects System
CTP Capital Expenditures Fund - (5484) Estimate
FY14**

Department	Account	
Infrastructure	Vehicles - (531621)	146,428
	Buildings - (541301)	928,730
	Infrastructure Rdway/Hwy/Bridg - (541401)	1,031,869
	Infrastructure - Other - (541403)	22,542
	Infrastructure Total	2,129,569
<hr/> Total		\$2,129,569

APPENDICES SECTION



Appendix-A

**UNITED STATES
DEPARTMENT OF TRANSPORTATION**

**SECURED
LOAN AGREEMENT**

For Up to \$418,405,000

**With
NORTH TEXAS TOLLWAY AUTHORITY**

For the

**STATE HIGHWAY 161 PROJECT
(TIFIA – No. 2009-1001A)**

Dated as of April 1, 2011

SECTION 16. Borrower Covenants. The Borrower hereby covenants and agrees that:

(s) The Borrower shall operate the Project substantially in accordance with the Annual Operating Budget, which shall be established pursuant to the following provisions:

(i) The Borrower shall, not less than sixty (60) days before the commencement of each Fiscal Year (commencing with the Fiscal Year in which Substantial Completion is projected to occur), submit to the Lender for its review an Annual Operating Budget for such upcoming Fiscal Year which shall include an operating plan and a budget, pro forma income and cash flow statements for the Project. Each Annual Operating Budget shall specify in reasonable detail all projected Revenues, Capital Expenditures, Operating Expenses and Major Maintenance Expenses, on a monthly basis together with such projections and other information as the Lender may reasonably request.

(ii) If the total amount of Operating Expenses in such Annual Operating Budget exceed by more than 10% the total amount of Operating Expenses in the then-current Annual Operating Budget as approved pursuant to this Section 16(s), the Borrower shall provide the Lender a brief narrative explanation of the reasons for such increase together with the written recommendations of the Consulting Engineers as to the amount of Operating Expenses necessary to operate and maintain the Project in accordance with the Project Agreement Standards. If (A) the recommended amount of Operating Expenses from the Consulting Engineers is less than the Operating Expenses in the Annual Operating Budget submitted by the Borrower, and (B) the Borrower does not reduce the Operating Expenses in such Annual Operating Budget to the amount of Operating Expenses recommended by the Consulting Engineers, the Borrower agrees not to use Revenues or amounts on deposit in any funds in the Trust Estate during the Fiscal Year applicable to such Annual Operating Budget to pay for Operating Expenses to the extent they exceed the amount of Operating Expenses recommended by the Consulting Engineers for such Annual Operating Budget but may draw from other funds lawfully available to the Authority for such purpose that are not part of the Trust Estate. The Lender may, in its sole discretion, within thirty (30) days of receipt of the recommendations of the Consulting Engineers pursuant to this clause (ii), request that such recommendations be reviewed by the Civil Engineering Consultant. Within ten (10) days of such request, the Borrower shall select the Civil Engineering Consultant, who shall make the required recommendations as to the necessary Operating Expenses within thirty (30) days of such selection, which recommendations shall be reported in writing to the Borrower and to the Lender. Such recommendations shall for all purposes be considered to be the equivalent of and a substitute for the recommendations of the Consulting Engineers hereinabove mentioned for all purposes of this clause (ii).

(iii) If the total amount of Major Maintenance Expenses or Capital Expenditures expended and projected to be expended in the proposed Annual Operating Budget from the later of (A) date of this Secured Loan Agreement and (B) the most recent Reset Date through the end of the Fiscal Year relating to such Annual Operating Budget exceed by more than 10% the total amount of Major Maintenance Expenses or Capital Expenditures, respectively, in the Project Budget for such time period, the Borrower shall provide the Lender a brief narrative explanation of the reasons for such increase together with the written recommendations of the Consulting Engineers as to the amount of Major Maintenance Expenses or Capital Expenditures, respectively, necessary to repair and maintain the Project in accordance with the Project Agreement Standards during the Fiscal Year applicable to such Annual Operating Budget and for each Fiscal Year thereafter through the Final Maturity Date (a “Major Maintenance/Capital Expenditures Report”). If (1) the recommended amount of Major Maintenance Expenses or Capital Expenditures from the Consulting Engineers for such Fiscal Year is less than the Major Maintenance Expenses or Capital Expenditures, respectively, in the Annual Operating Budget submitted by the Borrower, and (2) the Borrower does not reduce the Major Maintenance Expenses or Capital Expenditures in such Annual Operating Budget to the amount of Major Maintenance Expenses or Capital Expenditures, respectively, recommended by the Consulting Engineers for such Fiscal Year, the Borrower agrees not to use Revenues or amounts on deposit in any funds in the Trust Estate during the Fiscal Year applicable to such Annual Operating Budget to pay for Major Maintenance Expenses or Capital Expenditures to the extent they exceed the amount of Major Maintenance Expenses or Capital Expenditures, respectively, recommended by the Consulting Engineers for such Annual Operating Budget but may draw from other funds lawfully available to the Authority for such purpose that are not part of the Trust Estate. The term “Reset Date” shall mean the first day of the Fiscal Year applicable to an Annual Operating Budget for which the Consulting Engineers have filed a Major Maintenance/Capital Expenditures Report. For purposes of this Section 16(s), upon the filing with the Lender of a Major Maintenance/Capital Expenditures Report, the Major Maintenance Expenses or Capital Expenditures recommended by the Consulting Engineers for each future Fiscal Year shall be deemed the Major Maintenance Expenses or Capital Expenditures, respectively, in the Project Budget for each such Fiscal Year. The Lender may, in its sole discretion, within thirty (30) days of receipt of the recommendations of the Consulting Engineers pursuant to this clause (iii), request that such recommendations be reviewed by the Civil Engineering Consultant. Within ten (10) days of such request, the Borrower shall

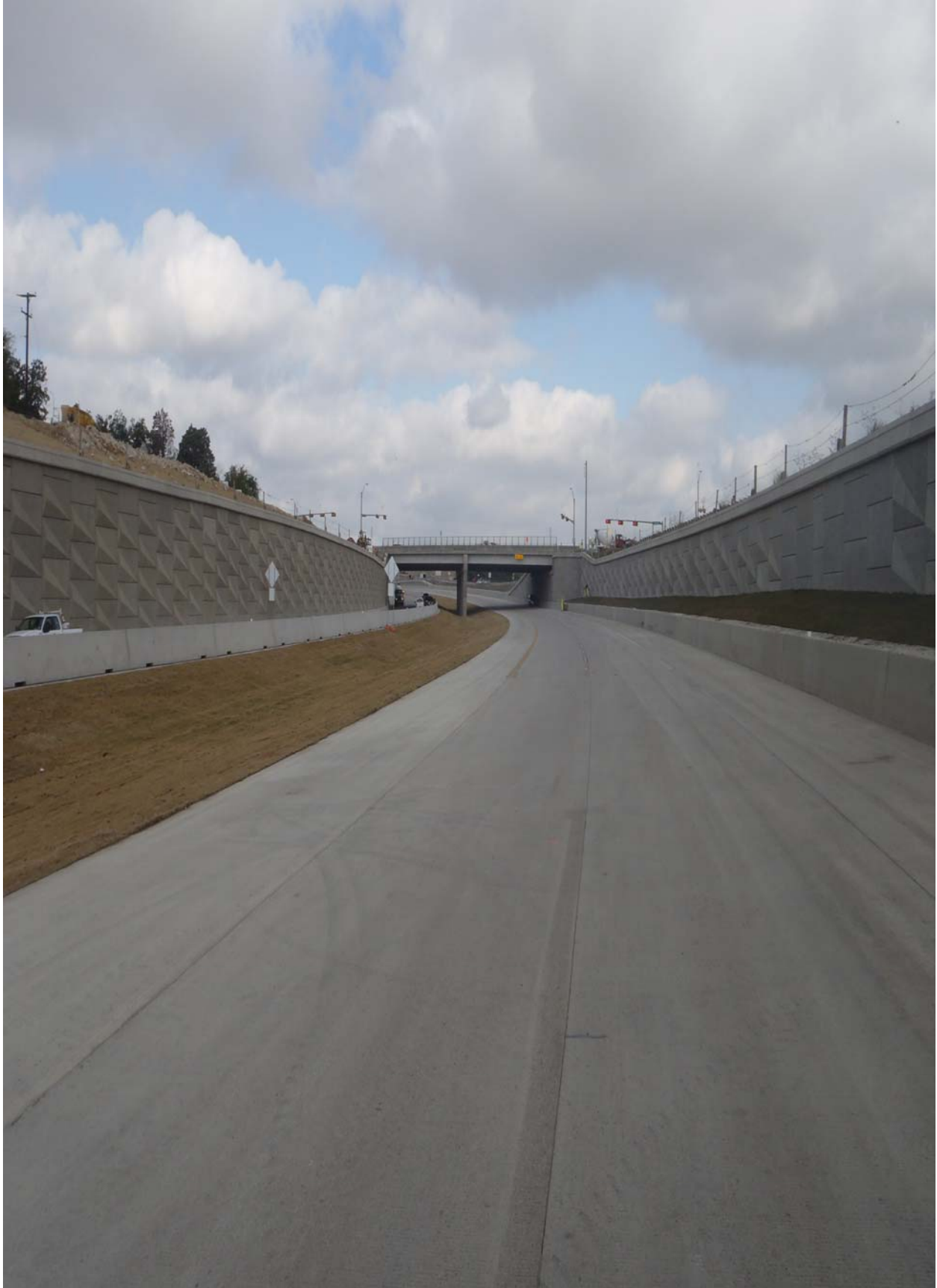
select the Civil Engineering Consultant, who shall make the required recommendations as to the necessary Major Maintenance Expenses or Capital Expenditures, as applicable, within thirty (30) days of such selection, which recommendations shall be reported in writing to the Borrower and to the Lender. Such recommendations shall for all purposes be considered to be the equivalent of and a substitute for the recommendations of the Consulting Engineers hereinabove mentioned for all purposes of this clause (iii).

(iv) In the event the Authority proposes to amend or supplement the then current Annual Operating Budget at any time during the then current Fiscal Year, the Borrower shall not implement such proposed amendment or supplement to the then current Annual Operating Budget (the "Proposed Budget Amendment") unless (x) it shall have first submitted, not less than thirty (30) days before the proposed date for the implementation of the Proposed Budget Amendment, to the Lender for its review the Proposed Budget Amendment which shall include an updated operating plan, budget and pro forma income and cash flow statements for the Project and which shall specify in reasonable detail all updated projected Revenues, Capital Expenditures, Operating Expenses and Major Maintenance Expenses, on a monthly basis together with such projections and other information as the Lender may reasonably request and (y) such Proposed Budget Amendment shall have been treated in the same manner as the Annual Operating Budget for the then current Fiscal Year delivered to the Lender pursuant to Section 16(s)(i) as set forth in Sections 16(s)(ii) and (iii).

(v) Nothing herein shall prevent the Authority from paying for Operating Expenses, Major Maintenance Expenses and Capital Expenditures that exceed the amounts provided for in the then current Annual Operating Budget from funds of the Authority outside the Trust Estate that are lawfully available to the Authority for such purposes, provided that such expenditures that exceed any Annual Operating Budget approved pursuant to the provisions of this Section 16(s) shall not be counted as part of the then current Annual Operating Budget for calculating the increased amounts set forth herein for any subsequent Annual Operating Budget.

(t) The Borrower shall not, without the prior written consent of the Lender, enter into or consent to any Modification of any of the following provisions of the PGBT WE Project Agreement: (i) Section 8(e) of the PGBT WE Project Agreement, Exhibit D of the PGBT WE Project Agreement or any other Modification that would change the Project Capacity Improvements from those proposed in the PGBT WE Project Agreement on the PGBT WE Closing Date; (ii) Sections 8(f) and 13(c) of the PGBT WE Project Agreement, Exhibit G of the PGBT WE

Project Agreement or any other Modification that would change the Project Agreement Standards from those proposed in the PGBT WE Project Agreement on the PGBT WE Closing Date; or (iii) Section 19 of the PGBT WE Project Agreement or any other Modification in a manner that would provide for any revenue sharing payments to be paid to TxDOT prior to July 30, 2061 or allow any conversion of the revenue sharing amount to a percentage of gross revenue instead of “Net Revenue” as defined in the PGBT WE Project Agreement on the PGBT WE Closing Date.



Appendix-B

TOLL EQUITY LOAN AGREEMENT

dated as of April 1, 2011

and

SUPPLEMENT TO TOLL EQUITY LOAN AGREEMENT

Dated as of November 1, 2011

between

North Texas Tollway Authority,
as Borrower,

and

Texas Department of Transportation,
as TxDOT,

relating to

SH 161 PROJECT

SOUTHWEST PARKWAY/CHISHOLM TRAIL PROJECT

and

**COMBINED SH 161/SOUTHWEST PARKWAY/CHISHOLM TRAIL
PROJECTS**

ARTICLE V.

COVENANTS OF THE BORROWER

Until the Termination Date, subject to Section 5.09 hereof, the Borrower shall comply with the following:

Section 5.01 Operations; Limitation on Use of Funds to Pay for Certain Operation and Maintenance Expenses and Capital Expenditures.

(a) Operation and Maintenance. The Borrower shall maintain and operate the Project in an efficient and economical manner and at all times maintain the same in good repair, working order and in sound operating condition and in accordance with the Project Agreement and in compliance in all material respects with applicable laws and Governmental Approvals and make all necessary repairs, renewals and replacements, in each case, in accordance in all material respects with the Project Agreement and in compliance in all material respects with applicable laws and the terms of the insurance required under Section 5.05(g) hereof.

(b) Limitation on Use of Funds to Pay for Certain Operation and Maintenance Expenses and Capital Expenditures. In no event shall the proceeds of advances under the Toll Equity Loan Commitment be used to pay for Operating Expenses, Major Maintenance Expenses or Capital Expenditures in excess of the Project Budget or to operate and maintain the Project to standards higher than the Project Agreement Standards, and Borrower shall use any other legally available funds for such purposes.

In no event shall Revenues or amounts on deposit in the Trust Agreement Funds be used to pay for Operating Expenses, Major Maintenance Expenses or Capital Expenditures relating to the operation and maintenance of the Project to standards higher than the Project Agreement Standards, and Borrower shall use any other legally available funds for such purposes.

Section 5.01(b) of the Original Agreement is supplemented by adding the following paragraph at the end of said section:

“Notwithstanding anything herein to the contrary, in no event shall amounts held in any of the Project Reserve Funds be used to pay Capital Expenditures for the SWP/CT Project; provided that the Borrower shall be permitted to pledge amounts held in the General Fund for repayment of debt service on indebtedness incurred to pay for Capital Expenditures for the SWP/CT Project. Any such pledge shall comply with the last paragraph of Section 5.06(c) of the Agreement.”

(c) Quarterly Report re Operating Expenses, Maintenance Costs and Capital Expenditures. Not later than 45 days after the end of each

fiscal quarter of each Fiscal Year, beginning three months after the Effective Date, the Borrower shall deliver to TxDOT a report showing (i) the operating data for the Project for the previous quarter and for the year to date, including total Revenues for the Project, total Operating Expenses incurred, total Major Maintenance Expenses incurred and total Capital Expenditures incurred, (ii) the variances of 5% or more for such periods between (1) the actual Revenues and the projected Revenues set forth in the Annual Operating Budget, (2) the actual Revenues and the Maximum Available Annual Amount; and (3) the actual Operating Expenses, Major Maintenance Expenses and Capital Expenditures incurred and the Annual Operating Budget (as defined in the next section) and the Project Budget, together with a brief narrative explanation of the reasons for any such variance, (iii) reports on quarterly traffic and average toll figures, and (iv) if an Event of Default with respect to the Borrower exists, such other operating and traffic information as TxDOT may reasonably request.

(d) Annual Operating Budget.

(i) Not less than 60 and not more than 90 days before the commencement of each Fiscal Year, the Borrower shall submit to TxDOT for its review an operating plan and budget for the Project (collectively, an "Annual Operating Budget"). Each Annual Operating Budget shall specify in reasonable detail all projected Revenues, Operating Expenses, Major Maintenance Expenses and Capital Expenditures and any projected advances under the Toll Equity Loan Commitment for such period on a monthly basis. The Annual Operating Budget shall specify (A) the projected Operating Expenses, Major Maintenance Expenses and Capital Expenditures relating to the operation, maintenance and improvement of the Project as compared to the Project Budget for the Fiscal Year, (B) the projected Operating Expenses, Major Maintenance Expenses and Capital Expenditures relating to the operation, maintenance and improvement of the Project in excess of the Project Budget but to be incurred while performing at the Project Agreement Standards, and (C) the projected Operating Expenses, Major Maintenance Expenses and Capital Expenditures relating to the operation, maintenance and improvement of the Project in excess of the Project Budget and to be incurred while performing in excess of the Project Agreement Standards and the sources of payment for such costs. The Annual Operating Budget shall be accompanied by a certificate of the Chief Financial Officer of the Borrower certifying that the Annual Operating Budget has been prepared in accordance with the requirements of this Agreement and the Project Agreement, including, without limitation, the requirement that no Revenues or other amounts on deposit in the Trust Agreement Funds are projected to be used to pay for Operating Expenses, Major Maintenance Expenses or Capital Expenses relating to the operation, maintenance, or improvement of the Project according to standards higher than the Project Agreement Standards. The Borrower agrees to submit to TxDOT for its review any amendments, supplements or modifications to the Annual Operating Budget accompanied by the same certification of the Chief Financial Officer of Borrower relating to the matters described in such amendment, supplement or modification.

(ii) At any time during the Fiscal Year TxDOT shall have the right to conduct an audit of the Borrower's compliance with the requirements of this Agreement as it relates to the Annual Operating Budget and the certifications of the Chief Financial Officer submitted in connection therewith as described above. If the results of the audit conclude that the Borrower is not in compliance with the requirements of this Agreement relating to the operation, maintenance and improvement of the Project, the auditor will provide to TxDOT and Borrower a detailed explanation of why the Borrower is not in compliance and TxDOT shall have a period of 45 days after receipt of such explanation to notify the Borrower that, in TxDOT's reasonable opinion, the Annual Operating Budget that was the subject of the audit does not substantially comply with the requirements of this Agreement and shall specify in reasonable detail the reasons for such notification; if no such notification in accordance with the foregoing is provided within the time period specified above, then the Annual Operating Budget shall be deemed to substantially comply with the requirements of this Agreement. Any dispute between the parties regarding the substantial compliance of the Annual Operating Budget with this Agreement shall be resolved using the dispute resolution procedures described in Section 8.13 hereof.

(iii) Upon a final determination that the Borrower has failed to comply with the requirements of this Agreement in connection with the expenditure of funds for the operation, maintenance or improvement of the Project, the Borrower shall repay to the Trustee the amount of such expenditures within 60 days of such final determination and shall take all actions required to amend, modify or supplement the current Annual Operating Budget to comply with the results of the dispute resolution process. Subject to this Section 5.01(c), the Borrower shall operate the Project substantially in accordance with the Annual Operating Budget. Subject to the limitations set forth in Section 5.01(b) hereof, the Borrower shall have the right to make expenditures in respect of Operating Expenses, as well as Major Maintenance Expenses and other Capital Expenditures, without any consent or approval of TxDOT, if such costs exceed the amount budgeted for such costs in the applicable Annual Operating Budget; provided that, the Borrower will provide notice to TxDOT if such costs exceed the aggregate amount budgeted for such costs in the applicable Annual Operating Budget by an amount equal to or above 105% of such aggregate budgeted amount

Appendix-C

TRUST AGREEMENT

BY AND BETWEEN

NORTH TEXAS TOLLWAY AUTHORITY

AND

WELLS FARGO BANK, NATIONAL ASSOCIATION,

SECURING

SPECIAL PROJECTS SYSTEM REVENUE OBLIGATIONS

Dated as of April 1, 2011

**ARTICLE IV
FUNDS AND ACCOUNTS**

Section 401. Creation of Funds. In addition to any other funds created by Supplemental Agreement, the following funds are hereby created and amounts deposited therein shall be held in trust by the Trustee until applied as hereinafter directed:

- (a) Construction Fund, and within such fund, a CIF Construction Account and a Series 2011 Construction Account;
- (b) Revenue Fund;
- (c) First Tier Debt Service Fund, and within such fund, a First Tier Interest Account, a First Tier Principal Account and a First Tier Capitalized Interest Account;
- (d) Second Tier Debt Service Fund, and within such fund, a Second Tier Interest Account and a Second Tier Principal Account;
- (e) Operating Fund, and within such fund, a Project Budget Account and an Annual Operating Budget Account;
- (f) Major Maintenance Fund, and within such fund, a Project Budget Account and an Annual Operating Budget Account;
- (g) Capital Expenditures Fund, and within such fund, a Project Budget Account and an Annual Operating Budget Account;
- (h) Third Tier Debt Service Fund, and within such fund, a Third Tier Interest Account and a Third Tier Principal Account;
- (i) Rate Stabilization Fund;
- (j) Major Maintenance Reserve Fund;
- (k) Capital Expenditures Reserve Fund; and
- (l) General Fund, and within such fund, a General Account, a Current Year Revenue Account and a TIFIA Prepayment Account.

In addition, the BANs Construction Fund, and within such fund, a BAN Capitalized Interest Account, are hereby created and amounts deposited therein shall be held in trust by the Trustee until applied as hereinafter directed. The BANs Construction Fund (including the BAN Capitalized Interest Account therein) shall be held by the Trustee in accordance with the terms and provisions of this Trust Agreement, solely for the benefit of the Authority. Amounts on deposit in the BANs Construction Fund shall be used solely for the purposes set forth herein. The BANs Construction Fund shall not be part of the Trust Estate and shall not be security for the Obligations.

Section 403. Revenue Fund; Agreements With Other Turnpikes.

- (a) *Deposits to Revenue Fund.* The Authority covenants that all Revenues (excepting investment income from all Funds and Accounts other than the Revenue Fund which shall be retained in such Funds and Accounts except as otherwise required to be transferred as provided herein) will be deposited daily, as far as practicable, with the Trustee or in the name of the Trustee with the Depository to the credit of the Revenue Fund.

(b) *Agreement With Other Turnpikes.* To the extent now or hereafter authorized by law, the Authority may enter into agreements with any commission, authority or other similar legal body operating a turnpike whether or not connected to the Project (but not with itself or a related entity), for the collection and application of tolls charged for trips over all or a portion of one or more turnpikes, which, on the basis of the revenues to be received by any such agreement, will result in the receipt by the Authority of its allocable portion of such tolls (less fees and expenses associated with such arrangement).

Amounts relating to the Project and received by the Authority from such other commission, authority or other similar legal body or pursuant to the Master Custodial Account Agreement, in accordance with such agreements, shall be deposited with the Trustee for Credit to the Revenue Fund and shall constitute Revenues. Any agreement entered into pursuant to this **Section 403** shall be made available to the Trustee and TxDOT upon their request.

(c) *Flow of Funds.* Except as otherwise provided, transfers from the Revenue Fund shall be made on the fourth Business Day prior to the first day of each month (each such date a "Transfer Date").

Transfers shall be made for the below listed purposes or to the credit of the below-listed funds and accounts in the order of priority listed, *provided that*, if in any prior month the full amount required to be deposited in a fund or account set forth below is not so deposited, then the amount to be deposited into such fund for the current Transfer Date shall include all amounts required to be deposited in any prior month to such fund in accordance with the applicable provisions of this Article IV but not so deposited as of the current Transfer Date (the "Shortfall Amount"). The amount deposited for the current Transfer Date will not include a Shortfall Amount if and to the extent part or all of such Shortfall Amount was transferred to such fund from another fund in accordance with this Article IV or from a draw under the Toll Equity Loan Agreement prior to such Transfer Date. In the event that in any month the Trustee submits a Draw Request under the Toll Equity Loan Agreement pursuant to **Section 420**, and the amount received by the Trustee pursuant to such Draw Request is insufficient to pay all amounts requested in such Draw Request, the Trustee shall apply the amounts received under such Draw Request, first, to any amounts required to be deposited in the First Tier Debt Service Fund on such date pursuant to Section 405, including any Shortfall Amount, second, to any amounts required to be deposited in the Second Tier Debt Service Fund on such date pursuant to Section 406, including any Shortfall Amount, third, to any amounts required to be deposited in the Project Budget Account of the Operating Fund on such date pursuant to Section 407, including any Shortfall Amount, fourth, to any amounts required to be deposited in the Project Budget Account of the Major Maintenance Fund on such date pursuant to Section 408, including any Shortfall Amount, and fifth, to any amounts required to be deposited in the Project Budget Account of the Capital Expenditures Fund on such date pursuant to Section 409, including any Shortfall Amount.

- (1) Payment of arbitrage rebate in accordance with **Section 404**;
- (2) To the First Tier Debt Service Fund, in the amounts specified in **Section 405**;
- (3) To the Second Tier Debt Service Fund, in the amounts specified in **Section 406**;
- (4) To the Project Budget Account of the Operating Fund, in the amounts specified in **Section 407**;

- (5) To the Project Budget Account of the Major Maintenance Fund, in the amounts specified in **Section 408**;
- (6) To the Project Budget Account of the Capital Expenditures Fund, in the amounts specified in **Section 409**;
- (7) To the Third Tier Debt Service Fund, in the amounts specified in **Section 410**;
- (8) To the Annual Operating Budget Account of the Operating Fund, in the amounts specified in **Section 411**;
- (9) To the Rate Stabilization Fund, in the amount specified in **Section 412**;
- (10) To the Annual Operating Budget Account of the Major Maintenance Fund, in the amounts specified in **Section 413**;
- (11) To the Annual Operating Budget Account of the Capital Expenditures Fund, in the amounts specified in **Section 414**;
- (12) To the Major Maintenance Reserve Fund, in an amount specified in **Section 415**;
- (13) To the Capital Expenditures Reserve Fund, in the amount specified in **Section 416**; and
- (14) To the General Fund, in the amount specified in **Section 417**.

Section 404. Payment of Rebate. The Authority covenants to calculate and to pay directly to the government of the United States of America all amounts due for payment of "arbitrage rebate" under Section 148(a) of the Code with respect to any Obligations. Nevertheless, the Authority in the future may direct the Trustee to pay arbitrage rebate from amounts held in any fund hereunder for any or all Series of Obligations (which direction shall specify the procedures for collection and payment of amounts due in respect of arbitrage rebate) if (a) required under any amendments to Section 148(a) of the Code or (b) the Authority otherwise determines that the payment of arbitrage rebate is necessary or appropriate.

Section 405. First Tier Debt Service Fund. In addition to the accounts established in the First Tier Debt Service Fund specified in **Section 401**, the Authority may direct the Trustee to create additional accounts in the First Tier Debt Service Fund pursuant to a Supplemental Agreement (for the avoidance of doubt, entry into any such Supplemental Agreement shall be subject to the consents required pursuant to **Section 1103**).

On each Transfer Date, after first having made or provided for the payments required by **Section 404** (if applicable), the Trustee shall withdraw from the Revenue Fund and deposit to the First Tier Interest Account and the First Tier Principal Account the amounts required to be deposited therein with respect to First Tier Obligations in accordance with the Supplemental Agreements authorizing such First Tier Obligations; *provided, however*, that credit shall be given with respect to any such deposits for the amount of any available investment income from investments on deposit in the First Tier Interest Account or the First Tier Principal Account, as applicable; *provided, further*, that so long as accrued investment income or amounts for capitalized interest are available in the First Tier Capitalized Interest Account of the First Tier Debt Service Fund for payment of interest on a Series of First Tier Obligations, such money will first be transferred from the First Tier Capitalized Interest Account to the First Tier Interest

Account of the First Tier Debt Service Fund before any transfers from the Revenue Fund are made.

The money in the First Tier Interest Account and First Tier Principal Account shall be held by the Trustee in trust for the benefit of the First Tier Obligations, to the extent the foregoing are payable from such accounts, and, to said extent and pending application, shall be subject to a lien and charge in favor of the owners of the First Tier Obligations until paid out or transferred as hereinafter provided. The Trustee shall withdraw from the First Tier Interest Account and the First Tier Principal Account from time to time and set aside and hold in trust pursuant to **Section 418** sufficient money for paying the interest on and the Principal of the First Tier Obligations as the same shall become due, except to the extent such interest, Principal or other amounts are payable from a fund or account other than the First Tier Debt Service Fund as may be provided in any Supplemental Agreement.

If at the time the Trustee is required to make a deposit into the First Tier Debt Service Fund from the Revenue Fund pursuant to the second paragraph of this **Section 405** the money therein shall not be sufficient for such purpose, or if on the fourth Business Day prior to the date interest on and/or the Principal of and premium on the First Tier Obligations shall become due the money therein shall not be sufficient for such payments, the Trustee shall withdraw the amount of such deficiency from the money on deposit in the following funds or accounts and transfer the same to the First Tier Debt Service Fund in the following order of priority to the extent that funds are available therein: the Revenue Fund, the Current Year Revenue Account of the General Fund, the General Account of the General Fund, the Capital Expenditures Reserve Fund, the Major Maintenance Reserve Fund, the Annual Operating Budget Account of the Capital Expenditures Fund, the Annual Operating Budget Account of the Major Maintenance Fund, the Rate Stabilization Fund, the Annual Operating Budget Account of the Operating Fund and, only upon the occurrence and continuance of an Event of Default, the Project Budget Account of the Capital Expenditures Fund. If, after making such transfers, on the fourth Business Day prior to the date interest on and/or the Principal of and premium on the First Tier Obligations shall become due the money in the First Tier Debt Service Fund is insufficient to make such payment, the Trustee shall make a draw under the Toll Equity Loan Agreement by submitting a Draw Request in accordance with **Section 420** in an amount sufficient to satisfy any such shortfall, to the extent that funds are available thereunder. Amounts drawn under the Toll Equity Loan Agreement for the foregoing purpose as described in this **Section 405** shall be deposited by the Trustee directly to the First Tier Debt Service Fund for application as set forth in this **Section 405**.

Section 406. Second Tier Debt Service Fund. In addition to the accounts established in the Second Tier Debt Service Fund specified in **Section 401**, the Authority may instruct the Trustee to create additional accounts in the Second Tier Debt Service Fund pursuant to a Supplemental Agreement (for the avoidance of doubt, entry into any such Supplemental Agreement shall be subject to the consents required pursuant to **Section 1103**).

On each Transfer Date, after first having made or provided for the payments, deposits, and transfers required by **Sections 404** through **405**, the Trustee shall withdraw from the Revenue Fund and deposit to the Second Tier Interest Account and the Second Tier Principal Account the amounts required to be deposited therein with respect to Second Tier Obligations in accordance with the Supplemental Agreements authorizing such Second Tier Obligations;

provided, however, that credit shall be given with respect to any such deposits for the amount of any available investment income from investments on deposit in the Second Tier Interest Account or the Second Tier Principal Account, as applicable.

The money in the Second Tier Principal Account and the Second Tier Interest Account shall be held by the Trustee in trust for the benefit of the Second Tier Obligations, to the extent the foregoing are payable from such accounts, and, to said extent and pending application, shall be subject to a lien and charge in favor of the owners of the Second Tier Obligations until paid out or transferred as hereinafter provided. The Trustee shall withdraw from the Second Tier Interest Account and the Second Tier Principal Account from time to time and set aside and hold in trust pursuant to **Section 418** sufficient money for paying the interest on and the Principal of the Second Tier Obligations as the same shall become due, except to the extent such interest, Principal or other amounts are payable from a fund or account other than the Second Tier Debt Service Fund as may be provided in any Supplemental Agreement.

If at the time the Trustee is required to make a deposit into the Second Tier Debt Service Fund from the Revenue Fund pursuant to the second paragraph of this **Section 406** the money therein shall not be sufficient for such purpose, or if on the fourth Business Day prior to the date interest on and/or the Principal of and premium on the Second Tier Obligations shall become due the money therein shall not be sufficient for such payments, the Trustee shall withdraw the amount of such deficiency from the money on deposit in the following funds or accounts and transfer the same to the Second Tier Debt Service Fund in the following order of priority to the extent that funds are available therein: the Revenue Fund, the Current Year Revenue Account of the General Fund, the General Account of the General Fund, the Capital Expenditures Reserve Fund, the Major Maintenance Reserve Fund, the Annual Operating Budget Account of the Capital Expenditures Fund, the Annual Operating Budget Account of the Major Maintenance Fund, the Rate Stabilization Fund, the Annual Operating Budget Account of the Operating Fund and, only upon the occurrence and continuance of an Event of Default, the Project Budget Account of the Capital Expenditures Fund. If, after making such transfers, on the fourth Business Day prior to the date interest on and/or the Principal of and premium on the Second Tier Obligations shall become due the money in the Second Tier Debt Service Fund is insufficient to make such payment, the Trustee shall make a draw under the Toll Equity Loan Agreement by submitting a Draw Request in accordance with **Section 420** in an amount sufficient to satisfy any such shortfall, to the extent that funds are available thereunder; *provided that*, the Trustee shall not include in any such Draw Request interest calculated at the Default Rate (as defined in the TIFIA Loan Agreement) due and owing on the TIFIA Note in an amount in excess of the interest calculated at the stated interest rate on the Second Tier Obligations as set forth in Section 6 of the TIFIA Loan Agreement (such excess amount, the "Default Interest Amount"). Amounts drawn under the Toll Equity Loan Agreement for the foregoing purpose as described in this **Section 406** shall be deposited by the Trustee directly to the Second Tier Debt Service Fund for application as set forth in this Section 406; *provided that*, any Default Interest Amount shall not be paid out of amounts drawn under the Toll Equity Loan Agreement.

Section 407. Operating Fund—Project Budget Amounts. On each Transfer Date, after first having made or provided for the payments, deposits, and transfers required by **Sections 404** through **406**, the Trustee shall transfer from the Revenue Fund to the credit of the Project Budget Account of the Operating Fund, on written request of the Authority, an amount which a Board Representative shall certify to be required to make the total amount in the Project

Budget Account of the Operating Fund equal to the lesser of (i) one-sixth (1/6) of the amount of the total Operating Expenses scheduled for the then current Fiscal Year in the Project Budget, and (ii) one-sixth (1/6) of the amount of the total Operating Expenses scheduled for the then current Fiscal Year in the then current Annual Operating Budget. If amounts on deposit in the Revenue Fund are insufficient to make such transfer, the Trustee shall transfer amounts held in the following funds in the following order of priority in an amount sufficient to satisfy any such shortfall to the extent that funds are available therein: Current Year Revenue Account of the General Fund, the General Account of the General Fund, the Capital Expenditures Reserve Fund, the Major Maintenance Reserve Fund, the Annual Operating Budget Account of the Capital Expenditures Fund, the Annual Operating Budget Account of the Major Maintenance Fund, the Rate Stabilization Fund, the Annual Operating Budget Account of the Operating Fund and, only upon the occurrence and continuance of an Event of Default, the Project Budget Account of the Capital Expenditures Fund. If there remains a shortfall, the Trustee shall make a draw under the Toll Equity Loan Agreement by submitting a Draw Request in accordance with **Section 420** in an amount sufficient to satisfy any such shortfall, to the extent that funds are available thereunder. Amounts drawn under the Toll Equity Loan Agreement for the foregoing purpose described in this **Section 407** shall be deposited by the Trustee directly to the Project Budget Account of the Operating Fund.

At the written direction of the Authority, the Trustee shall disburse funds to the Authority or its designee from the Operating Fund for the payment of Operating Expenses in accordance with the Annual Operating Budget, and the funds from the Operating Fund shall be used for no other purpose; *provided that*, the Authority covenants that in no event shall Revenues be used to pay for Operating Expenses relating to the operation of the Project at standards higher than the Project Agreement Standards. The Trustee shall disburse funds to pay the costs of Operating Expenses first from the Project Budget Account of the Operating Fund and then, to the extent amounts in such account are insufficient, from the Annual Operating Budget Account of the Operating Fund; provided, however, that the Authority shall not instruct the Trustee to, and the Trustee shall not withdraw from the Operating Fund for payment of Operating Expenses in any Fiscal Year an aggregate amount in excess of the total amount of Operating Expenses provided for in the Annual Operating Budget for such Fiscal Year. In directing disbursements from the Operating Fund, the Authority shall be deemed to be certifying that obligations in the stated amounts have been or will be incurred by the Authority and that each item thereof was or will be properly incurred as an Operating Expense and shall be due and payable no later than 30 days after the Authority directs the Trustee to disburse funds for the payment of such obligation, and has not been paid previously. With each disbursement direction for payment of amounts out of the Operating Fund, the Authority shall either (i) certify to the Trustee that the Annual Operating Budget on file with the Trustee for the then current Fiscal Year has not been amended or supplemented, or (ii) file with the Trustee any amendment or supplement to such Annual Operating Budget.

During an O&M Step-In, the Trustee shall disburse funds to TxDOT or its designee from the Operating Fund (first from the Project Budget Account of the Operating Fund and then, to the extent amounts in such account are insufficient after making the transfers from the other funds and accounts as provided in the first paragraph of this Section 407 and the second paragraph of Section 411, from the Annual Operating Budget Account of the Operating Fund) upon written request of TxDOT to pay Operating Expenses pursuant to, and in accordance with, Section 6.02(d) of the Toll Equity Loan Agreement, *provided that* (i) disbursements are made for

payment of Operating Expenses in accordance with (A) the provisions of this **Section 407** (and, with respect to amounts from the Annual Operating Budget Account of the Operating Fund, **Section 411**), (B) the priorities of any transfers required pursuant to **Sections 405** and **406** and (C) the Annual Operating Budget, and (ii) such Operating Expenses have not been the subject of prior transfers out of the Funds and Accounts. Subject to the preceding sentence, should such Operating Expenses amount to more than the total available amount in the Operating Fund (after transfers to the Operating Fund from the other Funds and Accounts pursuant to the first paragraph of this Section 407 and the second paragraph of Section 411) at the time of the request for disbursement and TxDOT pays for such excess costs with funds that are not part of the Trust Estate, then the Trustee shall pay such excess amount to TxDOT upon written request of TxDOT from any future deposits to the Operating Fund not needed to pay current Operating Expenses at the time.

Section 408. Major Maintenance Fund—Project Budget Amounts. On each Transfer Date, after first having made or provided for the payments, deposits and transfers required by **Sections 404** through **407**, the Trustee shall, to the extent the transfer from the Major Maintenance Reserve Fund pursuant to **clause (4)** of **Section 415** is insufficient for such purpose, transfer from the Revenue Fund to the credit of the Project Budget Account of the Major Maintenance Fund an amount equal to the lesser of (i) one-twelfth (1/12) of the amount of the total Major Maintenance Expenses scheduled for the then current Fiscal Year in the Project Budget, and (ii) one-twelfth (1/12) of the amount of the total Major Maintenance Expenses scheduled for the then current Fiscal Year in the then current Annual Operating Budget. If amounts on deposit in the Revenue Fund are insufficient to make such transfer, the Trustee shall transfer amounts held in the following funds in the following order of priority in an amount sufficient to satisfy any such shortfall to the extent that funds are available therein: Current Year Revenue Account of the General Fund, the General Account of the General Fund, the Capital Expenditures Reserve Fund, the Annual Operating Budget Account of the Capital Expenditures Fund, the Annual Operating Budget Account of the Major Maintenance Fund, the Rate Stabilization Fund, the Annual Operating Budget Account of the Operating Fund and, only upon the occurrence and continuance of an Event of Default, the Project Budget Account of the Capital Expenditures Fund. If there remains a shortfall, the Trustee shall make a draw under the Toll Equity Loan Agreement by submitting a Draw Request in accordance with **Section 420** in an amount sufficient to satisfy any such shortfall, to the extent that funds are available thereunder. Amounts drawn under the Toll Equity Loan Agreement for the foregoing purpose described in this **Section 408** shall be deposited by the Trustee directly to the Major Maintenance Fund.

At the written direction of the Authority, the Trustee shall disburse funds to the Authority or its designee from the Major Maintenance Fund for the payment of Major Maintenance Expenses of the Project in accordance with the Annual Operating Budget, and the funds from the Major Maintenance Fund shall be used for no other purpose; *provided that*, the Authority covenants that in no event shall Revenues be used to pay for Major Maintenance Expenses relating to the maintenance of the Project at standards higher than the Project Agreement Standards. The Trustee shall disburse funds to pay the costs of Major Maintenance Expenses first from the Project Budget Account of the Major Maintenance Fund and then, to the extent amounts in such account are insufficient, from the Annual Operating Budget Account of the Major Maintenance Fund; *provided, however*, that the Authority shall not instruct the Trustee to, and the Trustee shall not withdraw from the Major Maintenance Fund for payment of Major

Maintenance Expenses in any Fiscal Year an aggregate amount in excess of the total amount of Major Maintenance Expenses provided for in the Annual Operating Budget for such Fiscal Year. In directing disbursements from the Major Maintenance Fund, the Authority shall be deemed to be certifying that obligations in the stated amounts have been or will be incurred by the Authority and that each item thereof was or will be properly incurred as a Major Maintenance Expense and shall be due and payable no later than 30 days after the Authority directs the Trustee to disburse funds for the payment of such obligation, and has not been paid previously. With each disbursement direction for payment of amounts out of the Major Maintenance Fund, the Authority shall either (i) certify to the Trustee that the Annual Operating Budget on file with the Trustee for the then current Fiscal Year has not been amended or supplemented, or (ii) file with the Trustee any amendment or supplement to such Annual Operating Budget.

During an O&M Step-In, the Trustee shall disburse funds to TxDOT or its designee from the Major Maintenance Fund (first from the Project Budget Account of the Major Maintenance Fund and then, to the extent amounts in such account are insufficient after making the transfers from the other funds and accounts as provided in the first paragraph of this **Section 408** and in **Section 413**, from the Annual Operating Budget Account of the Major Maintenance Fund) upon written request of TxDOT to pay Major Maintenance Expenses pursuant to, and in accordance with, Section 6.02(d) of the Toll Equity Loan Agreement, *provided that* (i) disbursements are made for payment of Major Maintenance Expenses in accordance with (A) the provisions of this Section 408 (and, with respect to amounts from the Annual Operating Budget Account of the Major Maintenance Fund, **Section 413**), (B) the priorities of any transfers required pursuant to **Sections 405, 406** and **407** and (C) the Annual Operating Budget, and (ii) such Major Maintenance Expenses have not been the subject of prior transfers out of the Funds and Accounts. Subject to the preceding sentence, should such Major Maintenance Expenses amount to more than the total available amount in the Major Maintenance Fund (after transfers to the Major Maintenance Fund from the other Funds and Accounts pursuant to the first paragraph of this **Section 408** and **Section 413**) at the time of the request for disbursement and TxDOT pays for such excess costs with funds that are not part of the Trust Estate, then the Trustee shall pay such excess amount to TxDOT upon written request of TxDOT from any future deposits to the Major Maintenance Fund not needed to pay current Major Maintenance Expenses at the time.

Section 409. Capital Expenditures Fund—Project Budget Amounts. On each Transfer Date, after first having made or provided for the payments, deposits and transfers required by **Sections 404** through **408**, the Trustee shall, to the extent funds are not available in the Construction Fund for payment of Project Capacity Improvements Capital Expenditures for the month after the Transfer Date, and to the extent the transfer from the Capital Expenditures Reserve Fund pursuant to **clause (5)** of **Section 416** is insufficient for such purpose, but only if no Event of Default has occurred and is continuing in accordance with the third paragraph of this Section 409, transfer from the Revenue Fund to the credit of the Project Budget Account of the Capital Expenditures Fund an amount equal to the lesser of (i) the Project Capacity Improvements Capital Expenditures budgeted in the Project Budget for such month, and (ii) the Project Capacity Improvements Capital Expenditures budgeted in the current Fiscal Year's Annual Operating Budget for such month. If amounts on deposit in the Revenue Fund are insufficient to make such transfer, the Trustee shall transfer amounts held in the following funds in the following order of priority in an amount sufficient to satisfy any such shortfall to the extent that funds are available therein, but only if no Event of Default has occurred and is continuing in accordance with the third paragraph of this Section 409: Current Year Revenue

Account of the General Fund, the General Account of the General Fund, the Major Maintenance Reserve Fund, the Annual Operating Budget Account of the Capital Expenditures Fund, the Annual Operating Budget Account of the Major Maintenance Fund, the Rate Stabilization Fund and the Annual Operating Budget Account of the Operating Fund. If there remains a shortfall, the Trustee may, at the written direction of the Authority, make a draw under the Toll Equity Loan Agreement by submitting a Draw Request in accordance with **Section 420** in an amount sufficient to satisfy any such shortfall, to the extent that funds are available thereunder; provided that the Trustee shall not be entitled to submit a Draw Request to pay any such shortfall so long as the Trustee is prevented from transferring, disbursing or applying funds in the Project Budget Account of the Capital Expenditures Fund as set forth in the third paragraph of this **Section 409**. Amounts drawn under the Toll Equity Loan Agreement for the foregoing purpose described in this **Section 409** shall be deposited by the Trustee directly to the Capital Expenditures Fund.

At the written direction of the Authority, but only if no Event of Default has occurred and is continuing, the Trustee shall disburse funds to the Authority or its designee from the Capital Expenditures Fund for the payment of Project Capacity Improvements Capital Expenditures in accordance with the Annual Operating Budget, and the funds from the Capital Expenditures Fund shall be used for no other purpose. The Trustee shall disburse funds to pay the costs of Project Capacity Improvements Capital Expenditures first from funds available in the Construction Fund for payment of such Project Capacity Improvements Capital Expenditures, next from the Project Budget Account of the Capital Expenditures Fund if such amounts are available for such purpose in accordance with this **Section 409** and then, to the extent amounts in such account are insufficient, from the Annual Operating Budget Account of the Capital Expenditures Fund if such amounts are available for such purpose in accordance with **Section 414**; provided, however, that the Authority shall not instruct the Trustee to, and the Trustee shall not withdraw from the Capital Expenditures Fund for payment of Capital Expenditures in any Fiscal Year an aggregate amount in excess of the total amount of Capital Expenditures provided for in the Annual Operating Budget for such Fiscal Year. In directing disbursements from the Capital Expenditures Fund, the Authority shall be deemed to be certifying that obligations in the stated amounts have been or will be incurred by the Authority and that each item thereof was or will be properly incurred as a Project Capacity Improvements Capital Expenditure and shall be due and payable no later than 30 days after the Authority directs the Trustee to disburse funds for the payment of such obligation and has not been paid previously; *provided* in no event shall the Authority direct the Trustee to use Revenues to pay for Project Capacity Improvements Capital Expenditures relating to the Project at standards higher than the Project Agreement Standards. With each disbursement direction for payment of amounts out of the Capital Expenditures Fund, the Authority shall either (i) certify to the Trustee that the Annual Operating Budget on file with the Trustee for the then current Fiscal Year has not been amended or supplemented, or (ii) file with the Trustee any amendment or supplement to such Annual Operating Budget.

Notwithstanding the foregoing paragraphs of this **Section 409**, if the Trustee is notified as to the occurrence and continuance of an Event of Default by the Controlling Creditor for any Event of Default other than a TIFIA Loan Agreement Default or the TIFIA Lender with respect to any TIFIA Loan Agreement Default (or any of the Controlling Creditor and the TIFIA Lender in the event that the Event of Default is both a TIFIA Loan Agreement Default and an Event of Default hereunder other than that described in **Section 802(e)**), then the Trustee shall not transfer, disburse or apply funds from the Project Budget Account of the Capital Expenditures Fund in accordance with the direction of the Authority as provided in the foregoing paragraphs

of this **Section 409** until such time that written notice is provided to the Trustee by the Controlling Creditor for any Event of Default other than a TIFIA Loan Agreement Default or the TIFIA Lender with respect to any TIFIA Loan Agreement Default (or both the Controlling Creditor and the TIFIA Lender in the event that the Event of Default is both a TIFIA Loan Agreement Default and an Event of Default hereunder other than that described in **Section 802(e)**) that such Event of Default has been waived or cured to its satisfaction or that the Trustee otherwise may release funds from the Project Budget Account of the Capital Expenditures Fund for the payment of any part or all of the Project Capacity Improvements Capital Expenditures that would have been payable in accordance with the preceding paragraphs of this **Section 409** had there been no such Event of Default; provided, however, that during the continuance of such Event of Default, amounts on deposit in the Project Budget Account of the Capital Expenditures Fund shall be transferred by the Trustee on the Transfer Date for the following purposes in the following order of priority:

(1) to the First Tier Debt Service Fund to cure any deficiency therein in accordance with **Section 405**;

(2) to the Second Tier Debt Service Fund to cure any deficiency therein in accordance with **Section 406**;

(3) to the Project Budget Account of the Operating Fund to cure any deficiency therein in accordance with **Section 407**; and

(4) to the Project Budget Account of the Major Maintenance Fund to cure any deficiency therein in accordance with **Section 408**.

During a Construction Step-In, if amounts on deposit in the Construction Fund and the BANs Construction Fund are insufficient to satisfy the disbursements permitted to TxDOT pursuant to **Section 402(m)** and the amounts in the General Fund transferred in accordance with the third to the last paragraph of **Section 417** are insufficient to satisfy such disbursements, the Trustee shall transfer amounts held in the Capital Expenditures Fund (first from the Project Budget Account of the Capital Expenditures Fund, and then, to the extent amounts in such account are insufficient after making the transfers from the other funds and accounts as provided in the first paragraph of this **Section 409** (without regard to the existence of any Event of Default) and the second paragraph of **Section 414** (without regard to the existence of any Event of Default), from the Annual Operating Budget Account of the Capital Expenditures Fund) to TxDOT in an amount sufficient to satisfy any such shortfall. Such transfer shall be made only if all of the conditions and requirements for disbursements pursuant to **Section 402(m)** are satisfied as if such disbursements were payments from the Construction Fund or the BANs Construction Fund in accordance therewith. If at the time that TxDOT delivers a request to the Trustee pursuant to **Section 402(m)**, the documented Costs of the Project for which disbursement is sought by TxDOT amount to more than the total available in the Construction Fund and BANs Construction Fund, the General Fund and the Capital Expenditures Fund (after transfer of all available amounts in the Capital Expenditures Reserve Fund) collectively at the time of the request for disbursement and TxDOT pays for such excess costs with funds that are not part of the Trust Estate, then the Trustee shall transfer to TxDOT at its written request such excess amount from any future deposits into the Capital Expenditures Fund (to the extent that deposits to the General Fund are unavailable for such purpose), subject to the limitations of **Section 402(m)**.

During an O&M Step-In, the Trustee shall disburse funds to TxDOT or its designee from the Capital Expenditures Fund (first from the Project Budget Account of the Capital Expenditures Fund and then, to the extent amounts in such account are insufficient after making the transfers from the other funds and accounts as provided in the first paragraph of this **Section 409** and the second paragraph of **Section 414**, from the Annual Operating Budget Account of the Capital Expenditures Fund) upon written request of TxDOT to pay Operating Expenses and Major Maintenance Expenses pursuant to, and in accordance with, Section 6.02(d) of the Toll Equity Loan Agreement, *provided that* (i) funds in the Operating Fund and the Major Maintenance Fund are insufficient for such purposes in accordance with the last paragraph of **Section 407** and **Section 408**, respectively, (ii) disbursements are made for payment of such expenses in accordance with (A) the provisions of this **Section 409** (and, with respect to amounts from the Annual Operating Budget Account of the Capital Expenditures Fund, Section 414), (B) the priorities of any transfers required pursuant to **Sections 405, 406, 407** and **408** and (C) the Annual Operating Budget, and (iii) such expenses have not been the subject of prior transfers out of the Funds and Accounts. Subject to the preceding sentence, should such expenses amount to more than the total available amount in the Capital Expenditures Fund (after transfers to the Capital Expenditures Fund from the other Funds and Accounts pursuant to the first paragraph of this **Section 409** and **Section 414**) at the time of the request for disbursement and TxDOT pays for such excess costs with funds that are not part of the Trust Estate, then the Trustee shall pay such excess amount to TxDOT upon written request of TxDOT from any future deposits to the Capital Expenditures Fund not needed to pay current Capital Expenditures at the time.

Section 410. Third Tier Debt Service Fund. On each Transfer Date, and provided no Third Tier Subordination Event has occurred and is continuing, after first having made or provided for the payments, deposits and transfers required by **Sections 404** through **409**, but subject to the provisions of **Section 214**, the Trustee shall transfer from the Revenue Fund to the applicable account in the Third Tier Debt Service Fund the amounts due in respect of Third Tier Obligations in accordance with the terms specified herein or in the Supplemental Agreement authorizing such Third Tier Obligations.

The money in the Third Tier Principal Account and the Third Tier Interest Account shall be held by the Trustee in trust for the benefit of the Third Tier Obligations, to the extent the foregoing are payable from such accounts, and, to said extent and pending application, shall be subject to a lien and charge in favor of the owners of the Third Tier Obligations until withdrawn to pay Principal of and interest on the Third Tier Obligations. Subject to the provisions of **Section 214**, the Trustee shall withdraw from the Third Tier Interest Account and the Third Tier Principal Account from time to time and set aside and hold in trust pursuant to **Section 418** sufficient money for paying the interest on and the Principal of the Third Tier Obligations as the same shall become due.

If at the time the Trustee is required to make a withdrawal from the Third Tier Debt Service Fund the money therein shall not be sufficient for such purpose, the Trustee shall, subject to **Section 214**, withdraw the amount of such deficiency from the money on deposit in the following funds or accounts and transfer the same to the Third Tier Debt Service Fund in the following order of priority to the extent that funds are available therein: Current Year Revenue Account of the General Fund, the General Account of the General Fund, the Capital Expenditures Reserve Fund, the Major Maintenance Reserve Fund, the Annual Operating Budget

Account of the Capital Expenditures Fund, the Annual Operating Budget Account of the Major Maintenance Fund, Rate Stabilization Fund and the Annual Operating Budget Account of the Operating Fund.

Section 411. Operating Fund—Annual Operating Budget Amounts. On each Transfer Date, after first having made or provided for the payments, deposits and transfers required by **Sections 404** through **410**, the Trustee shall transfer from the Revenue Fund to the credit of the Annual Operating Budget Account of the Operating Fund, on written request of the Authority, an amount which a Board Representative shall certify to be required to make the total amount in the Annual Operating Budget Account of the Operating Fund equal to one-sixth (1/6) of an amount equal to the excess, if any, of the amount reflected in the current Fiscal Year's Annual Operating Budget for Operating Expenses for such Fiscal Year over the amount reflected in the Project Budget for Operating Expenses for such Fiscal Year and money in this account shall be used as provided under **Section 407**; *provided* the Authority covenants that in no event shall Revenues be used to pay for Operating Expenses relating to the operation of the Project at standards higher than the Project Agreement Standards.

If amounts on deposit in the Revenue Fund are insufficient to make such transfer, the Trustee shall transfer amounts held in the following funds in the following order of priority in an amount sufficient to satisfy any such shortfall to the extent that funds are available therein: Current Year Revenue Account of the General Fund, the General Account of the General Fund, the Capital Expenditures Reserve Fund, the Major Maintenance Reserve Fund, the Annual Operating Budget Account of the Capital Expenditures Fund and the Annual Operating Budget Account of the Major Maintenance Fund. The Authority covenants that if, after transferring amounts as specified in the preceding sentence, actual Operating Expenses in any month are either (i) in excess of amounts on deposit in the Operating Fund and in excess of the amount contained in the Project Budget for Operating Expenses for such month or (ii) in excess of the amount required to operate the Project according to the Project Agreement Standards, it will cause an amount sufficient to make up any such shortfall to be transferred to the Operating Fund from other lawfully available funds of the Authority, but in no event from the Rate Stabilization Fund or any other account in the Trust Estate.

Section 412. Rate Stabilization Fund. The Authority shall deposit on the PGBT WE Closing Date the amount of the Rate Stabilization Fund Requirement as of the PGBT WE Closing Date from the proceeds of the issuance of the Series 2011 BANs. On any SWP/CT Closing Date, the Authority shall deposit, from proceeds of Additional Obligations issued in connection with the SWP/CT Project or from funds not part of the Trust Estate, an amount necessary to cause the Rate Stabilization Fund to be increased, if and to the extent necessary, so that the Rate Stabilization Fund will contain an amount equal to the Rate Stabilization Fund Requirement as of such date. After the PGBT WE Closing Date or any SWP/CT Closing Date, and after first having made or provided for the payments, deposits, and transfers required by **Sections 404** through **411**, the Trustee shall transfer from the Revenue Fund to the credit of the Rate Stabilization Fund amounts sufficient to accumulate an amount equal to the Rate Stabilization Fund Requirement, or to restore the balance in the Rate Stabilization Fund to an amount equal to the Rate Stabilization Fund Requirement.

Amounts on deposit in the Rate Stabilization Fund shall be transferred by the Trustee to (a) the First Tier Debt Service Fund or the Second Tier Debt Service Fund to cure a deficiency therein, (b) the Project Budget Account of the Operating Fund in any month to cure a deficiency

in the amount to be deposited therein pursuant to **Section 407**, (c) the Project Budget Account of the Major Maintenance Fund in any month to cure a deficiency in the amount to be deposited therein pursuant to **Section 408**, (d) the Project Budget Account of the Capital Expenditures Fund in any month to cure a deficiency in the amount to be deposited therein pursuant to **Section 409** unless an Event of Default has occurred and is continuing in accordance with the last paragraph of **Section 409**, (e) the Third Tier Debt Service Fund to cure any deficiency therein, or (f) to be applied to the redemption or defeasance of any First Tier Obligations, Second Tier Obligations and Third Tier Obligations (to the extent such Obligations are Outstanding) in the event of an optional redemption of 100% of the First Tier Obligations, Second Tier Obligations and the Third Tier Obligations. In the event that the amounts on deposit in the Rate Stabilization Fund exceed the Rate Stabilization Fund Requirement, the Trustee shall transfer such excess to the Revenue Fund.

Section 413. Major Maintenance Fund—Annual Operating Budget Amounts. On each Transfer Date, after first having made or provided for the payments, deposits and transfers required by **Sections 404** through **412**, the Trustee shall, to the extent the transfer from the Major Maintenance Reserve Fund pursuant to **clause (8)** of **Section 415** is insufficient for such purpose, transfer from the Revenue Fund to the credit of the Annual Operating Budget Account of the Major Maintenance Fund an amount equal to the excess, if any, of one-twelfth (1/12) of the amount reflected in the current Fiscal Year's Annual Operating Budget for Major Maintenance Expenses for such Fiscal Year over one-twelfth (1/12) of the amount reflected in the Project Budget for Major Maintenance Expenses for such Fiscal Year and money in this account shall be used as provided under **Section 408**; *provided* the Authority covenants that in no event shall Revenues be used to pay for Major Maintenance Expenses relating to the maintenance of the Project at standards higher than Project Agreement Standards. If amounts on deposit in the Revenue Fund are insufficient to make such transfer, the Trustee shall transfer amounts held in the following funds in the following order of priority in an amount sufficient to satisfy any such shortfall to the extent that funds are available therein: Current Year Revenue Account of the General Fund, the General Account of the General Fund, the Capital Expenditures Reserve Fund and the Annual Operating Budget Account of the Capital Expenditures Fund. The Authority covenants that if, after transferring the amounts as specified in the preceding sentence, actual Major Maintenance Expenses in any month are in excess of amounts on deposit in the Major Maintenance Fund and in excess of the amount contained in the Project Budget for Major Maintenance Expenses for such month it will cause an amount sufficient to make up any such shortfall to be transferred to the Major Maintenance Fund from other lawfully available funds of the Authority, but in no event from the Rate Stabilization Fund or any other account in the Trust Estate.

Section 414. Capital Expenditures Fund—Annual Operating Budget Amounts. On each Transfer Date, after first having made or provided for the payments, deposits and transfers required by **Sections 404** through **413**, the Trustee shall, to the extent funds are not available in the Construction Fund for payment of Project Capacity Improvements Capital Expenditures for the month after the Transfer Date, and to the extent the transfer from the Capital Expenditures Reserve Fund pursuant to **clause (9)** of **Section 416** is insufficient for such purpose, but only if no Event of Default has occurred and is continuing in accordance with the last paragraph of this **Section 414**, transfer from the Revenue Fund to the credit of the Annual Operating Budget Account of the Capital Expenditures Fund an amount equal to the excess, if any, of the amount reflected in the current Fiscal Year's Annual Operating Budget for Project Capacity

Improvements Capital Expenditures for such month over the amount reflected in the Project Budget for Project Capacity Improvements Capital Expenditures for such month and money in this account shall be used as provided under **Section 409**; *provided that*, the Authority covenants that in no event shall Revenues be used to pay for Project Capacity Improvements Capital Expenditures relating to the Project at standards higher than the Project Agreement Standards. If amounts on deposit in the Revenue Fund are insufficient to make such transfer, and unless an Event of Default has occurred and is continuing in accordance with the last paragraph of this **Section 414**, the Trustee shall transfer amounts held in the following funds in the following order of priority in an amount sufficient to satisfy any such shortfall to the extent that funds are available therein: Current Year Revenue Account of the General Fund, the General Account of the General Fund and the Major Maintenance Reserve Fund. The Authority covenants that if, after transferring the amounts as specified in the preceding sentence, actual Project Capacity Improvements Capital Expenditures in any month are in excess of amounts on deposit in the Capital Expenditures Fund and in excess of the amount contained in the Project Budget for Project Capacity Improvements Capital Expenditures for such month, it will cause an amount sufficient to make up any such shortfall to be transferred to the Capital Expenditures Fund from other lawfully available funds of the Authority, but in no event from the Rate Stabilization Fund or any other account in the Trust Estate.

Notwithstanding the foregoing paragraph of this **Section 414**, if the Trustee is given written notice as to the occurrence and continuance of an Event of Default by (i) the Controlling Creditor for any Event of Default other than a TIFIA Loan Agreement Default or (ii) the TIFIA Lender with respect to any TIFIA Loan Agreement Default (or any of the Controlling Creditor and the TIFIA Lender in the event that the Event of Default is both a TIFIA Loan Agreement Default and an Event of Default hereunder other than that described in **Section 802(e)**), then the Trustee shall not transfer funds from other accounts into the Annual Operating Budget Account of the Capital Expenditures Fund for any shortfalls as provided in the preceding paragraph of this **Section 414** or transfer, disburse or apply funds from the Annual Operating Budget Account of the Capital Expenditures Fund in accordance with the direction of the Authority as provided in the foregoing paragraph of this **Section 414** until such time that written notice is provided to the Trustee by the Controlling Creditor for any Event of Default other than a TIFIA Loan Agreement Default or the TIFIA Lender with respect to any TIFIA Loan Agreement Default (or both the Controlling Creditor and the TIFIA Lender in the event that the Event of Default is both a TIFIA Loan Agreement Default and an Event of Default hereunder other than that described in **Section 802(e)**) that such Event of Default has been waived or cured to its satisfaction or that the Trustee otherwise may release funds from the Annual Operating Budget Account of the Capital Expenditures Fund for the payment of any part or all of the Project Capacity Improvements Capital Expenditures that would have been payable in accordance with the preceding paragraphs of this **Section 414** had there been no such Event of Default; provided, however, that during the continuance of such Event of Default, amounts on deposit in the Project Budget Account of the Capital Expenditures Fund shall be transferred by the Trustee on the Transfer Date for the following purposes in the following order of priority:

(1) to the First Tier Debt Service Fund to cure any deficiency therein in accordance with **Section 405**;

(2) to the Second Tier Debt Service Fund to cure any deficiency therein in accordance with **Section 406**;

(3) to the Project Budget Account of the Operating Fund to cure any deficiency therein in accordance with **Section 407**; and

(4) to the Project Budget Account of the Major Maintenance Fund to cure any deficiency therein in accordance with **Section 408**.

Section 415. Major Maintenance Reserve Fund. On each Transfer Date, after first having made or provided for the payments, deposits and transfers required by **Sections 404** through **414**, the Trustee shall transfer from the Revenue Fund to the Major Maintenance Reserve Fund an amount sufficient to cause the balance in the Major Maintenance Reserve Fund to be equal to the Major Maintenance Reserve Requirement.

Amounts on deposit in the Major Maintenance Reserve Fund shall be transferred by the Trustee on each Transfer Date for the following purposes in the following order of priority:

- (1) to the First Tier Debt Service Fund to cure any deficiency therein;
- (2) to the Second Tier Debt Service Fund to cure any deficiency therein;
- (3) to the Project Budget Account of the Operating Fund in any month to cure deficiencies in the amounts to be deposited therein pursuant to **Section 407**;
- (4) to the Project Budget Account of the Major Maintenance Fund each month an amount equal to the lesser of (i) one-twelfth (1/12) of the amount of the total Major Maintenance Expenses scheduled for the then current Fiscal Year in the Project Budget, and (ii) one-twelfth (1/12) of the amount of the total Major Maintenance Expenses scheduled for the then current Fiscal Year in the then current Annual Operating Budget;
- (5) to the Project Budget Account of the Capital Expenditures Fund in any month to cure deficiencies in the amounts to be deposited therein pursuant to **Section 409**;
- (6) to the Third Tier Debt Service Fund to cure any deficiency therein;
- (7) to the Annual Operating Budget Account of the Operating Fund in any month to cure deficiencies in the amounts to be deposited therein pursuant **Section 411**;
- (8) to the Annual Operating Budget Account of the Major Maintenance Fund each month an amount equal to the excess, if any, of one-twelfth (1/12) of the amount reflected in the current Fiscal Year's Annual Operating Budget for Major Maintenance Expenses for such Fiscal Year over one-twelfth (1/12) of the amount reflected in the Project Budget for Major Maintenance Expenses for such Fiscal Year; and
- (9) to the Annual Operating Budget Account of the Capital Expenditures Fund in any month to cure deficiencies in the amounts to be deposited therein pursuant to **Section 414**.

In the event that the amounts on deposit in the Major Maintenance Reserve Fund exceed the amounts required to be held therein, the Trustee shall transfer such excess to the Revenue Fund.

Section 416. Capital Expenditures Reserve Fund. On each Transfer Date, after first having made or provided for the payments, deposits and transfers required by **Sections 404** through **415**, the Trustee shall transfer from the Revenue Fund to the Capital Expenditures

Reserve Fund an amount sufficient to cause the balance in the Capital Expenditures Reserve Fund to be equal to the Capital Expenditures Reserve Requirement.

Amounts on deposit in the Capital Expenditures Reserve Fund shall be transferred by the Trustee on each Transfer Date for the following purposes in the following order of priority:

- (1) to the First Tier Debt Service Fund to cure any deficiency therein;
- (2) to the Second Tier Debt Service Fund to cure any deficiency therein;
- (3) to the Project Budget Account of the Operating Fund in any month to cure deficiencies in the amounts to be deposited therein pursuant to **Section 407**;
- (4) to the Project Budget Account of the Major Maintenance Fund in any month to cure deficiencies in the amounts to be deposited therein pursuant to **Section 408**;
- (5) to the Project Budget Account of the Capital Expenditures Fund each month an amount equal to the lesser of (i) the Project Capacity Improvements Capital Expenditures budgeted in the Project Budget for such month, and (ii) the Project Capacity Improvements Capital Expenditures budgeted in the current Fiscal Year's Annual Operating Budget for such month, subject to the provisions of **Section 409**; *provided that* during a Construction Step-In the amount to be transferred to the Project Budget Account of the Capital Expenditures Fund each month shall be the amount requested by TxDOT to pay Costs of the Project pursuant to the penultimate paragraph of **Section 409**;
- (6) to the Third Tier Debt Service Fund to cure any deficiency therein;
- (7) to the Annual Operating Budget Account of the Operating Fund in any month to cure deficiencies in the amounts to be deposited therein pursuant to **Section 411**;
- (8) to the Annual Operating Budget Account of the Major Maintenance Fund in any month to cure deficiencies in the amounts to be deposited therein pursuant to **Section 413**; and
- (9) to the Annual Operating Budget Account of the Capital Expenditures Fund each month an amount equal to the excess, if any, of the amount reflected in the current Fiscal Year's Annual Operating Budget for Project Capacity Improvements Capital Expenditures for such month over the amount reflected in the Project Budget for Project Capacity Improvements Capital Expenditures for such month, subject to the provisions of **Section 414**.

In the event that the amounts on deposit in the Capital Expenditures Reserve Fund exceed the amounts required to be held therein, the Trustee shall transfer such excess to the Revenue Fund.

Section 417. General Fund. On each Transfer Date, after first having made or provided for the payments, deposits and transfers provided by **Sections 404** through **416**, the Trustee shall transfer from the Revenue Fund to the credit of the Current Year Revenue Account of the General Fund all remaining Revenues.

Prior to the TIFIA Note Prepayment Start Date, amounts on deposit in the Current Year Revenue Account shall be transferred by the Trustee to the General Account on the same day such amounts are deposited in the Current Year Revenue Account.

On and after the TIFIA Note Prepayment Start Date, amounts on deposit in the Current Year Revenue Account shall be transferred by the Trustee to (a) the First Tier Debt Service Fund or the Second Tier Debt Service Fund to cure any deficiency therein, (b) the Operating Fund, the Major Maintenance Fund and the Capital Expenditures Fund in any month to cure deficiencies in the amounts to be deposited therein, all pursuant to and in the order specified in **Sections 407, 408, 409, 411, 413 and 414**, (c) subject to **Section 214**, the Third Tier Debt Service Fund to cure any deficiency therein pursuant to **Section 410**, (d) the Major Maintenance Reserve Fund to cure any deficiency therein pursuant to **Section 415**, (e) the Capital Expenditures Reserve Fund to cure any deficiency therein pursuant to **Section 416**, or (f) upon the written direction of a Board Representative, the First Tier Debt Service Fund or the Second Tier Debt Service Fund, as applicable, to redeem or defease First Tier Obligations and Second Tier Obligations pro rata based on the Principal amount of the Outstanding First Tier Obligations and the Outstanding Second Tier Obligations.

On and after the TIFIA Note Prepayment Start Date, on the last Business Day of each Fiscal Year (the "*General Fund Transfer Date*"), the Trustee shall transfer the funds in the Current Year Revenue Account for the following purposes and in the following order of priority:

- (1) to the General Account in an amount sufficient to cause the balance of unencumbered funds in the General Account to equal the amount required to be paid to TxDOT on the first day of the following Fiscal Year pursuant to the last paragraph of Section 2.06 of the Toll Equity Loan Agreement; and
- (2) of the funds remaining in the Current Year Revenue Account after the transfer pursuant to clause (1) above, one-half to the General Account and one-half to the TIFIA Prepayment Account.

Amounts on deposit in the General Account shall be transferred by the Trustee to (a) the First Tier Debt Service Fund or the Second Tier Debt Service Fund to cure any deficiency therein, (b) the Operating Fund, the Major Maintenance Fund and the Capital Expenditures Fund in any month to cure deficiencies in the amounts to be deposited therein, all pursuant to and in the order specified in **Sections 407, 408, 409, 411, 413 and 414**, (c) subject to **Section 214**, the Third Tier Debt Service Fund to cure any deficiency therein, (d) the Major Maintenance Reserve Fund to cure any deficiency therein pursuant to **Section 415**, (e) the Capital Expenditures Reserve Fund to cure any deficiency therein pursuant to **Section 416**, or (f) upon the direction of a Board Representative, the First Tier Debt Service Fund or the Second Tier Debt Service Fund to redeem or defease any First Tier Obligations or Second Tier Obligations.

On any date, whether prior to, on or after the TIFIA Note Prepayment Start Date, unless there is an occurrence and continuance of an Event of Default, amounts on deposit in the Current Year Revenue Account and the General Account may also be transferred by the Trustee to the Authority or its designee (a) to pay or secure bonds, notes or other obligations of the Authority issued to finance Costs of the Project (other than Costs for the initial construction of the Project) to the extent permitted by the TIFIA Lender consent delivered pursuant to **Section 708(b)**, or (b) to pay or reimburse the Authority for Operating Expenses, Major Maintenance Expenses and Project Capacity Improvements Capital Expenditures under the current or any previous Annual Operating Budgets with respect to operating, maintaining or improving the Project to the Project Agreement Standards to the extent such payments were payable pursuant to the terms of this Trust Agreement but instead were paid by the Authority from funds available to it outside of the

Trust Estate because of an insufficiency of funds available for such payments in the relevant Funds and Accounts at such time, but in no event will the Authority be reimbursed for expenses incurred in operating, maintaining or improving the Project to standards higher than Project Agreement Standards, *provided that* there are no amounts due and owing to TxDOT under the Toll Equity Loan, and that such Operating Expenses, Major Maintenance Expenses and Project Capacity Improvements Capital Expenditures are not the subject of a dispute between the Authority and TxDOT regarding compliance with the Toll Equity Loan Agreement requirements, or, if subject to such a dispute, that such dispute has been resolved but only to the extent and in the amount provided in favor of the Authority; *provided further*, that if the Trustee is notified as to the occurrence and continuance of an Event of Default by the Controlling Creditor for any Event of Default other than a TIFIA Loan Agreement Default or the TIFIA Lender with respect to any TIFIA Loan Agreement Default (or any of the Controlling Creditor and the TIFIA Lender in the event that the Event of Default is both a TIFIA Loan Agreement Default and an Event of Default hereunder other than that described in **Section 802(e)**), then the Trustee shall not so transfer, disburse or apply funds from the Current Year Revenue Account or the General Account in accordance with the direction of the Authority under this paragraph until such time that notice is provided to the Trustee by the Controlling Creditor for any Event of Default other than a TIFIA Loan Agreement Default or the TIFIA Lender with respect to any TIFIA Loan Agreement Default (or both the Controlling Creditor and the TIFIA Lender in the event that the Event of Default is both a TIFIA Loan Agreement Default and an Event of Default hereunder other than that described in **Section 802(e)**) that such Event of Default has been waived or cured to its satisfaction or that the Trustee otherwise may release funds from the Current Year Revenue Account or the General Account for the purposes described in this paragraph had there been no such Event of Default.

Amounts on deposit in the TIFIA Prepayment Account shall be transferred by the Trustee for prepayment of the TIFIA Note to the TIFIA Lender no later than the Business Day following the General Fund Transfer Date. The money in the TIFIA Prepayment Account shall be held by the Trustee in trust for the exclusive benefit of the Owner of the TIFIA Note and shall be subject to a lien and charge in favor of the TIFIA Lender exclusively.

During a Construction Step-In, if amounts on deposit in the Construction Fund and the BANs Construction Fund are insufficient to satisfy the disbursements permitted to TxDOT pursuant to **Section 402(m)**, the Trustee shall transfer amounts held in the General Fund (whether in the Current Year Revenue Account or the General Account and regardless of the existence of any Event of Default) to TxDOT in an amount sufficient to satisfy any such shortfall. Such transfer shall be made only if all of the conditions and requirements for disbursements pursuant to **Section 402(m)** are satisfied as if such disbursements were payments from the Construction Fund in accordance therewith. If at the time that TxDOT delivers a request to the Trustee pursuant to **Section 402(m)** for which disbursement is sought by TxDOT, the documented Costs of the Project amount to more than the total available in the Construction Fund and BANs Construction Fund, the General Fund and the Capital Expenditures Fund (after transfer of all available amounts in the Capital Expenditures Reserve Fund) collectively at the time of the request for disbursement and TxDOT pays for such excess costs with funds that are not part of the Trust Estate, then the Trustee shall transfer to TxDOT at its written request such excess amount from any future deposits into the General Fund, subject to the limitations of **Section 402(m)**.

During an O&M Step-In, the Trustee shall disburse funds to TxDOT or its designee from the General Fund (first from the General Account of the General Fund and then, to the extent amounts in such account are insufficient, from the Current Year Revenue Account of the General Fund) upon written request of TxDOT to pay Operating Expenses and Major Maintenance Expenses pursuant to, and in accordance with, Section 6.02(d) of the Toll Equity Loan Agreement, *provided that* (i) funds in the Operating Fund, the Major Maintenance Fund and the Capital Expenditures Fund are insufficient for such purposes in accordance with the last paragraph of **Section 407**, **Section 408** and **Section 409**, respectively, (ii) disbursements are made for payment of such expenses in accordance with (A) the provisions of this **Section 417**, (B) the priorities of any transfers required pursuant to **Sections 405** through **416** and (C) the Annual Operating Budget, and (iii) such expenses have not been the subject of prior transfers out of the Funds and Accounts. Subject to the preceding sentence, should such expenses amount to more than the total available amount in the Operating Fund, Major Maintenance Fund, Capital Expenditures Fund and General Fund collectively at the time of the request for disbursement and TxDOT pays for such excess costs with funds that are not part of the Trust Estate, then the Trustee shall pay such excess amount to TxDOT upon written request of TxDOT from any future deposits to such Funds not needed to pay current Operating Expenses, Major Maintenance Expenses and Capital Expenditures at the time.

Commencing on the Net Revenue Share Commencement Date (as defined in the PGBT WE Project Agreement), amounts on deposit in the General Account and Current Year Revenue Account of the General Fund shall be transferred by the Trustee at the written direction of the Authority to TxDOT to satisfy any Net Share Amount (as defined in the PGBT WE Project Agreement) due TxDOT under the Project Agreement.

Section 711. Annual Operating Budget.

(a) *Annual Operating Budget.* The Authority covenants to adopt, prior to the beginning of each Fiscal Year, an Annual Operating Budget, specifying in reasonable detail all projected Revenues, Operating Expenses, Major Maintenance Expenses and Project Capacity Improvements Capital Expenditures and any projected advances under the Toll Equity Loan Agreement for such Fiscal Year on a monthly basis. The Authority may at any time adopt an amended or supplemental Annual Operating Budget for the remainder of the then current Fiscal Year, and when so adopted the Annual Operating Budget as so amended or supplemented shall be treated as the Annual Operating Budget under the provisions of this Trust Agreement. The Authority shall file a copy of each Annual Operating Budget and each amended or supplemented Annual Operating Budget with the Trustee.

If for any reason the Authority shall not have adopted the Annual Operating Budget before the first day of any Fiscal Year, the budget for the preceding Fiscal Year, shall, until the adoption of the Annual Operating Budget for the then current Fiscal Year, be deemed to be in force and shall be treated as the Annual Operating Budget under the provisions of this Trust Agreement.

(b) *Annual Operating Budget During O&M Step-In.* TxDOT may, to the extent that the Authority fails to do so, establish the Annual Operating Budget for each Fiscal Year during an O&M Step-In.

The complete Trust Agreement is available at www.ntta.org/AboutUs/News/

Budget Process

March (1st WK)



Budget and Compliance Manager presents the ensuing year's budget calendar to the Finance and Audit Committee of the Board of Directors. Full Board approves calendar.



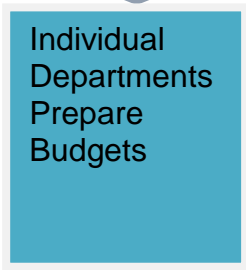
March (1st WK)



Executive Director meets with all the Department Directors to discuss the goals and priorities of the budget, based on the goals and objectives of the Authority.



March (2nd & 3rd WK)



Budget Prepares assisted by the Budget Coordinators, input budgets into the budget module. Department Directors review and approve budgets. Any necessary meetings with Executive Management conducted during this time.

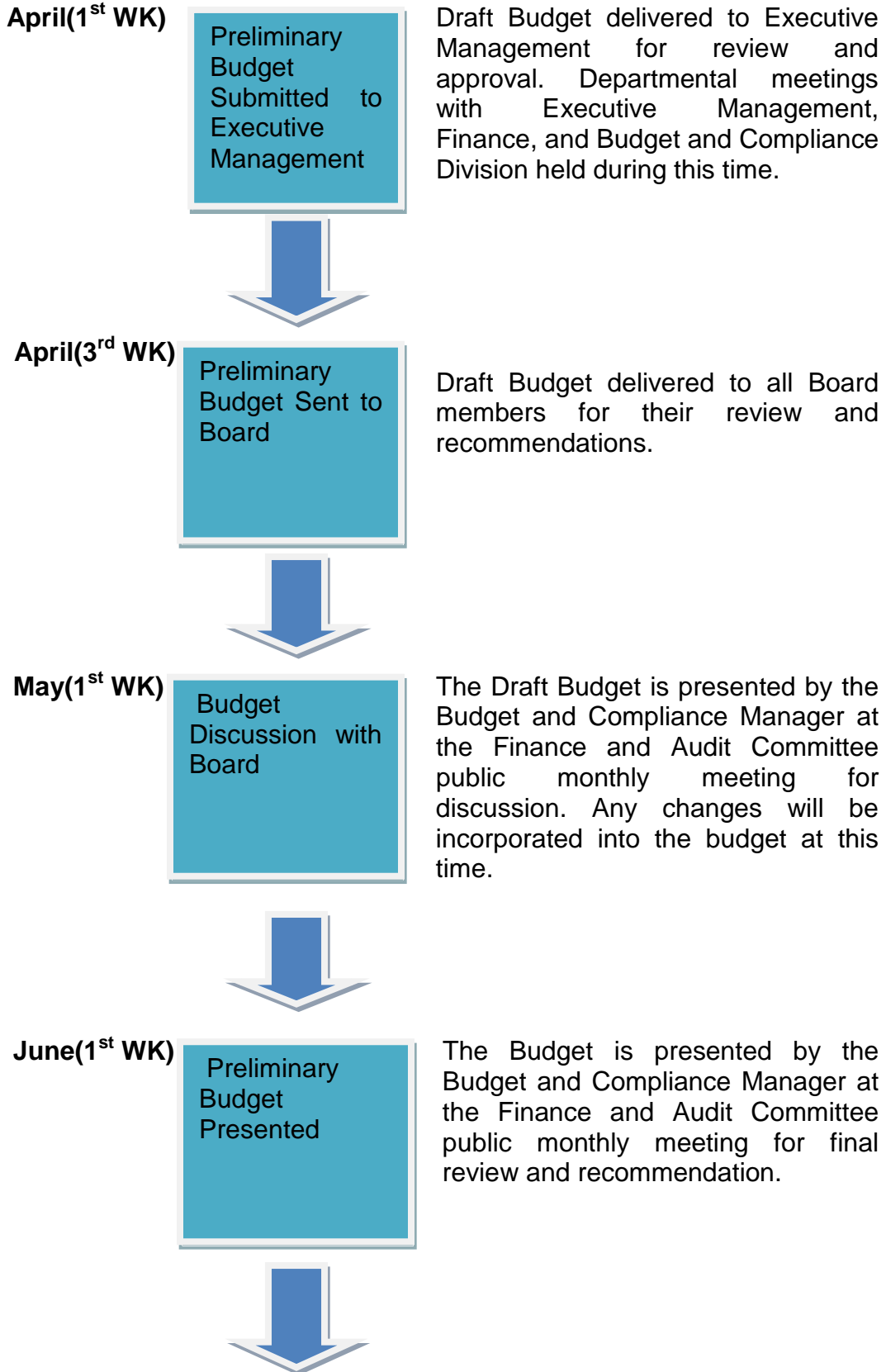


March (4th WK)



Deadline for departmental budgets to be submitted to Finance and the Budget and Compliance Division for review and approval. Budget Coordinators prepare Preliminary Budget book.





June(3rd WK)

Preliminary
Budget
Presented to
Board

The Budget is presented by the Budget and Compliance Manager at the public monthly Board meeting for adoption.



June

Adopted
Preliminary
Budget
Distributed

Upon adoption by the Board, the adopted Budget is sent to Trustee, Texas Department of Transportation, Federal Highway Administration, Consulting Engineers, and Bondholders in accordance to the Trust Agreement.

Appendix-D

DEBT POLICY

Philosophy

The North Texas Tollway Authority intends to use debt wisely to maximize expansion within acceptable levels of risk. Because of the wide range of projects being considered for bond funding, this policy sets parameters within which flexibility is retained to respond to specific circumstances.

Purposes for which debt may be issued

- Construction and acquisition costs of projects approved by the NTTA Board of Directors (including feasibility and engineering studies).
- Major capital improvements or repairs to existing facilities.
- Refunding of outstanding debt to:
 - Realize net present value savings (with a goal of four percent),
 - Increase debt capacity,
 - Improve efficiency of debt structure, or
 - Achieve such other reasonable result.
- Shall not be used to fund routine operations or maintenance or for the purpose of investing.

Limitations on level of indebtedness

- Level of indebtedness is governed by estimated net revenue stream
- Toll rates necessary to meet coverage requirement should be reasonable according to toll sensitivity analysis prepared by the Traffic Engineer.
- Goal to maintain 1.5X coverage on system senior-lien bond debt
- Compliance with all Trust Agreement and loan agreement requirements for issuance of additional debt

Credit objectives

- Goal to maintain “A” rating or better
- Continue required disclosure and periodic communication with rating agencies
- Use bond insurance or other types of credit enhancement when cost effective

Permissible types of debt

- Short-term
 - Variable Rate Bonds
 - Commercial Paper may be issued to minimize capitalized interest during the design phase or construction period of an eligible project or for certain equipment purchase or capital improvements
 - Total short-term debt should not exceed twenty percent of all outstanding debt
- Long-term fixed rate bonds may only be used for funding projects approved by the NTTA Board of Directors, for refunding outstanding debt or to replace/take out short-term debt

Allowable debt structures

- Term of debt may not exceed expected useful life of the project or equipment financed, and in no case may exceed 40 years
- Debt service structure shall correspond to estimated net revenue stream
- Use of specific structural elements (zero-coupon bonds, capital appreciation bonds, subordinate lien bonds, swaps, forward delivery, derivatives, etc) will be based on analysis and recommendation of staff, financial advisor, senior underwriter and bond counsel.

NTTA Special Project System Outstanding Debt Summary

Date	1st Tier Bonds / BANS			USDOT TIFIA Loan		Total Debt Service		
	1st Tier Principal	TIFIA BANS Take-Out	1st Tier Accreted Principal	1st Tier Interest (Net of CAPI)	USDOT TIFIA Principal	USDOT TIFIA Interest	Total Net Debt Service	Annual Net Debt Service
3/1/2012	-	-	-	-	-	-	-	-
9/1/2012	-	-	-	-	-	-	-	-
3/1/2013	-	-	-	-	-	-	-	-
9/1/2013	418,405,000	(418,405,000)	-	-	-	-	-	-
3/1/2014	-	-	-	10,934,557	-	-	10,934,557	-
9/1/2014	6,835,000	-	-	13,121,469	-	-	19,956,469	30,891,026
3/1/2015	-	-	-	12,984,769	-	-	12,984,769	-
9/1/2015	11,045,000	-	-	15,600,576	-	-	26,645,576	39,630,345
3/1/2016	-	-	-	23,358,463	-	-	23,358,463	-
9/1/2016	15,030,000	-	-	23,358,463	-	-	38,388,463	61,746,926
3/1/2017	-	-	-	24,503,480	-	-	24,503,480	-
9/1/2017	12,835,000	-	-	24,503,480	-	-	37,338,480	61,841,961
3/1/2018	-	-	-	25,106,214	-	11,162,623	36,268,837	-
9/1/2018	60,000	-	-	25,106,214	-	11,347,638	36,513,853	72,782,690
3/1/2019	-	-	-	27,810,889	-	11,162,623	38,973,512	-
9/1/2019	1,965,000	-	-	27,810,889	-	11,347,638	41,123,528	80,097,040
3/1/2020	-	-	-	27,777,906	-	11,193,627	38,971,533	-
9/1/2020	25,535,000	-	-	27,777,906	-	11,316,634	64,629,540	103,601,073
3/1/2021	-	-	-	27,258,857	-	11,162,623	38,421,480	-
9/1/2021	29,820,000	-	-	27,258,857	-	11,347,638	68,426,495	106,847,975
3/1/2022	-	-	-	32,885,659	-	11,162,623	44,048,281	-
9/1/2022	32,480,000	-	-	32,885,659	-	11,347,638	76,713,297	120,761,578
3/1/2023	-	-	-	32,271,317	419,144	11,243,479	43,933,940	-
9/1/2023	33,530,000	-	-	32,271,317	419,144	11,417,127	77,637,588	121,571,527
3/1/2024	-	-	-	34,503,494	419,144	11,252,057	46,174,694	-
9/1/2024	42,995,000	-	-	34,503,494	419,144	11,363,480	89,281,118	135,455,812
3/1/2025	-	-	-	33,428,619	419,144	11,198,750	45,046,512	-
9/1/2025	44,920,000	-	-	33,428,619	419,144	11,371,656	90,139,419	135,185,931
3/1/2026	-	-	-	32,250,381	419,144	11,176,385	43,845,910	-
9/1/2026	53,935,000	-	-	32,250,381	419,144	11,348,921	97,953,446	141,799,356
3/1/2027	-	-	-	30,835,038	419,144	11,154,020	42,408,201	-
9/1/2027	48,655,000	-	-	30,835,038	419,144	11,326,186	91,235,367	133,643,568
3/1/2028	-	-	-	29,557,844	419,144	11,162,350	41,139,337	-
9/1/2028	78,905,000	-	-	29,557,844	419,144	11,272,788	120,154,775	161,294,112
3/1/2029	-	-	-	27,571,806	419,144	11,109,291	39,100,241	-
9/1/2029	84,595,000	-	-	27,571,806	419,144	11,280,715	123,866,665	162,966,906
3/1/2030	-	-	-	25,451,125	419,144	11,086,926	36,957,195	-
9/1/2030	91,495,000	-	-	25,451,125	419,144	11,257,980	128,623,248	165,580,443
3/1/2031	-	-	-	23,163,750	419,144	11,064,562	34,647,455	-
9/1/2031	103,635,000	-	-	23,163,750	419,144	11,235,244	138,453,138	173,100,593
3/1/2032	-	-	-	20,572,875	419,144	11,072,642	32,064,661	-

NTTA Special Project System Outstanding Debt Summary

Date	1st Tier Bonds / BANS			USDOT TIFIA Loan		Total Debt Service		
	1st Tier Principal	TIFIA BANS Take-Out	1st Tier Accreted Principal	1st Tier Interest (Net of CAPI)	USDOT TIFIA Principal	USDOT TIFIA Interest	Total Net Debt Service	Annual Net Debt Service
9/1/2032	40,495,194	-	31,754,523	20,572,875	419,144	11,182,095	104,423,830	136,488,491
3/1/2033	-	-	-	19,766,000	419,144	11,019,832	31,204,976	
9/1/2033	8,109,465	-	34,360,688	19,766,000	419,144	11,189,774	73,845,070	105,050,046
3/1/2034	-	-	-	19,766,000	419,144	10,997,468	31,182,611	
9/1/2034	6,312,961	-	29,291,944	19,766,000	419,144	11,167,038	66,957,088	98,139,699
3/1/2035	-	-	-	19,766,000	419,144	10,975,103	31,160,247	
9/1/2035	7,886,588	-	40,015,155	19,766,000	419,144	11,144,303	79,231,190	110,391,437
3/1/2036	-	-	-	19,766,000	419,144	10,982,935	31,168,079	
9/1/2036	50,705,840	-	18,677,817	19,766,000	419,144	11,091,402	100,660,203	131,828,282
3/1/2037	-	-	-	18,464,288	419,144	10,930,374	29,813,805	
9/1/2037	18,720,603	-	52,709,397	18,464,288	419,144	11,098,832	101,412,263	131,226,068
3/1/2038	-	-	-	18,164,288	419,144	10,908,009	29,491,440	
9/1/2038	72,030,000	-	-	18,164,288	419,144	11,076,097	101,689,528	131,180,968
3/1/2039	-	-	-	16,158,463	419,144	10,885,644	27,463,251	
9/1/2039	81,925,000	-	-	16,158,463	419,144	11,053,362	109,555,968	137,019,218
3/1/2040	-	-	-	13,880,525	419,144	10,893,228	25,192,897	
9/1/2040	85,700,000	-	-	13,880,525	419,144	11,000,709	111,000,378	136,193,274
3/1/2041	-	-	-	11,498,775	419,144	10,840,915	22,758,834	
9/1/2041	80,890,000	-	-	11,498,775	419,144	11,007,891	103,815,810	126,574,643
3/1/2042	-	-	-	9,249,300	419,144	10,818,550	20,486,994	
9/1/2042	9,665,865	-	90,469,002	9,249,300	419,144	10,985,156	120,788,466	141,275,460
3/1/2043	-	-	-	9,249,300	419,144	10,796,186	20,464,629	
9/1/2043	41,132,527	-	79,337,473	9,249,300	419,144	10,962,420	141,100,864	161,565,493
3/1/2044	-	-	-	6,137,269	419,144	10,803,521	17,359,934	
9/1/2044	70,961,677	-	70,028,323	6,137,269	419,144	10,910,016	158,456,428	175,816,362
3/1/2045	-	-	-	1,378,856	41,607,680	18,697,074	61,683,610	
9/1/2045	20,562,730	-	20,292,270	1,378,856	41,605,000	17,744,968	101,583,825	163,267,435
3/1/2046	-	-	-	-	78,180,000	23,532,154	101,712,154	
9/1/2046	-	-	-	-	78,180,000	21,551,885	99,731,885	201,444,039
3/1/2047	-	-	-	-	80,195,000	19,749,338	99,944,338	
9/1/2047	-	-	-	-	80,195,000	17,645,278	97,840,278	197,784,616
Totals	1,731,773,450	(418,405,000)	466,936,592	1,375,746,930	418,405,000	719,587,424	4,294,044,396	4,294,044,396

Appendix - E

MAJOR REVENUE SOURCE

Special Projects System – Major Revenue Source

Toll revenue collected on the projects is the Special Projects System major source of revenue. It accounts for \$34,529,300 of the 2014 Annual Operating Budget total estimated revenues of \$36,406,500, or 94.8%.

Toll Revenue

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

The Authority covenants under the Special Projects System Trust Agreement that all Revenues (excepting investment income from all Funds and Accounts other than the Revenue Fund which shall be retained in such Funds and Accounts) will be deposited daily, as far as practicable, with the Trustee or in the name of the Trustee with the Depository to the credit of the Revenue Fund.

The Authority has covenanted to charge toll rates on the Project that do not exceed the maximum rates for each user classification as per the Project Agreement, unless the Authority determines that it is necessary to (a) preserve the financial condition of the Project (or if the Project is later made part of the NTTA System), (b) comply with the provisions of any bonds, notes, trust agreements or other financial instruments or agreements secured by revenues of the NTTA System, or (c) comply with law.

The schedule below shows C&M Associates, Inc. 2014 toll revenue estimates for the System. 2015 through 2018 are CDM Smith estimates.

Estimated Special Projects System Annual Toll Revenue					
Roadway	2014	2015	2016	2017	2018
PGBT-WE	\$29,955,000	\$40,178,400	\$49,345,200	\$55,002,100	\$61,452,200
CTP	\$4,574,300	\$26,052,900	\$36,849,400	\$46,290,000	\$58,730,800
Total	\$34,529,300	\$66,231,300	\$86,194,600	\$101,292,100	\$120,183,000



Traffic and Revenue Forecast

Tollway Towers North, Suite 870
15770 North Dallas Parkway
Dallas, TX 75248
Tel: 214-245-5300
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Shahram Bohluli, Ph.D., P.E.
Vice President / Project Manager
[Email: sbohluli@candm-associates.com](mailto:sbohluli@candm-associates.com)

Date: April 2, 2013

To: Ms. Sheila Campbell
Project Evaluation Manager
North Texas Tollway Authority
5900 W. Plano Parkway, Suite 100
Plano, TX 75093

Subject: NTTA Special Projects System - Fiscal Year 2014 Traffic and Revenue Forecast

Dear Mrs. Campbell,

C&M Associates, Inc. (C&M) is pleased to submit monthly toll transaction and revenue (T&R) forecasts for the Special Projects System (SPS), as part of NTTA's annual budgeting process, for the Texas Department of Transportation (TxDOT) Fiscal Year 2014, which is from September 1, 2013 to August 31, 2014.

The SPS consists of the President George Bush Turnpike Western Extension (PGBT-WE) and the Chisholm Trail Parkway (CTP). PGBT-WE opened in August 2009 and the final phase (Phase 4) of the PGBT-WE opened to traffic in October 13, 2012. The CTP is expected to open in spring 2014. The traffic and revenue forecast for the PGBT-WE does not consider improvements which will change the existing conditions and traffic capacities of the existing roads in the study area. The traffic and revenue projections for the CTP will be directly imported from previous traffic and revenue studies provided by CDM Smith on September 2011.

The T&R forecasts, separated into TollTag (AVI) and ZipCash, are shown for the total SPS in Table 1 and for each SPS facility in Table 2 and Table 3. The T&R forecasts categorized as AVI in these tables also include T&R from V-tolls, transactions that are first identified as ZipCash but are subsequently determined to be AVI (TollTag account holder) transactions.

The SPS transaction and revenue forecasts for the FY 2014 are 45.79 million and \$34.53 million respectively. It is assumed that about 66.5 percent of the transactions on the SPS in the FY 2014 will be AVI transactions and the corresponding toll revenue contribution from AVI will be 80.0 percent.

April 2, 2013

Table 1: Forecasted Monthly Transactions and Revenue for SPS, Fiscal Year 2014

Month	Transaction			Revenue		
	Total	AVI	ZipCash	Total	AVI	ZipCash
Sep	3,223,300	2,260,400	962,900	\$ 2,488,000	\$ 1,979,000	\$ 509,000
Oct	3,413,400	2,387,900	1,025,500	\$ 2,581,000	\$ 2,072,000	\$ 509,000
Nov	2,932,100	2,063,100	869,000	\$ 2,325,000	\$ 1,826,000	\$ 499,000
Dec	2,988,400	2,107,100	881,300	\$ 2,310,000	\$ 1,834,000	\$ 476,000
Jan	2,958,400	2,086,200	872,200	\$ 2,269,000	\$ 1,804,000	\$ 465,000
Feb	2,903,800	2,056,500	847,300	\$ 2,248,000	\$ 1,792,000	\$ 456,000
Mar	3,206,400	2,251,600	954,800	\$ 2,431,000	\$ 1,957,000	\$ 474,000
Apr	3,361,300	2,360,500	1,000,800	\$ 2,553,000	\$ 2,046,000	\$ 507,000
May	4,723,500	3,006,500	1,717,000	\$ 3,422,500	\$ 2,802,900	\$ 619,600
Jun	5,211,200	3,216,900	1,994,300	\$ 3,824,400	\$ 3,068,800	\$ 755,600
Jul	5,472,600	3,346,800	2,125,800	\$ 4,049,500	\$ 3,234,800	\$ 814,700
Aug	5,400,400	3,318,700	2,081,700	\$ 4,027,900	\$ 3,195,000	\$ 832,900

Table 2: Forecasted Monthly Transactions and Revenue for PGBT-WE, Fiscal Year 2014

Month	Transaction			Revenue		
	Total	AVI	ZipCash	Total	AVI	ZipCash
Sep	3,223,300	2,260,400	962,900	\$ 2,488,000	\$ 1,979,000	\$ 509,000
Oct	3,413,400	2,387,900	1,025,500	\$ 2,581,000	\$ 2,072,000	\$ 509,000
Nov	2,932,100	2,063,100	869,000	\$ 2,325,000	\$ 1,826,000	\$ 499,000
Dec	2,988,400	2,107,100	881,300	\$ 2,310,000	\$ 1,834,000	\$ 476,000
Jan	2,958,400	2,086,200	872,200	\$ 2,269,000	\$ 1,804,000	\$ 465,000
Feb	2,903,800	2,056,500	847,300	\$ 2,248,000	\$ 1,792,000	\$ 456,000
Mar	3,206,400	2,251,600	954,800	\$ 2,431,000	\$ 1,957,000	\$ 474,000
Apr	3,361,300	2,360,500	1,000,800	\$ 2,553,000	\$ 2,046,000	\$ 507,000
May	3,501,200	2,456,500	1,044,700	\$ 2,677,000	\$ 2,141,000	\$ 536,000
Jun	3,455,400	2,426,800	1,028,600	\$ 2,670,000	\$ 2,118,000	\$ 552,000
Jul	3,460,100	2,441,200	1,018,900	\$ 2,702,000	\$ 2,145,000	\$ 557,000
Aug	3,450,300	2,441,200	1,009,100	\$ 2,701,000	\$ 2,139,000	\$ 562,000

Table 3: Forecasted Monthly Transactions and Revenue for CTP, Fiscal Year 2014

Month	Transaction			Revenue		
	Total	AVI	ZipCash	Total	AVI	ZipCash
Sep	-	-	-	-	-	-
Oct	-	-	-	-	-	-
Nov	-	-	-	-	-	-
Dec	-	-	-	-	-	-
Jan	-	-	-	-	-	-
Feb	-	-	-	-	-	-
Mar	-	-	-	-	-	-
Apr	-	-	-	-	-	-
May	1,222,300	550,000	672,300	\$ 745,500	\$ 661,900	\$ 83,600
Jun	1,755,800	790,100	965,700	\$ 1,154,400	\$ 950,800	\$ 203,600
Jul	2,012,500	905,600	1,106,900	\$ 1,347,500	\$ 1,089,800	\$ 257,700
Aug	1,950,100	877,500	1,072,600	\$ 1,326,900	\$ 1,056,000	\$ 270,900

Ms. Sheila Campbell
Project Evaluation Manager
North Texas Tollway Authority

April 2, 2013

I trust that this information addresses your current needs. In the meantime, if you have any questions, please do not hesitate to contact me.


Best Regards,



Shahram Bohluli, Ph.D., P.E.
Vice President / Project Manager

DISCLAIMER

The T&R forecast presented in this letter constitute the opinion of C&M. This opinion is based on normal professional effort with respect to future traffic and revenue for the tolled facility and subject to the time and budget constraints of the T&R forecast's scope of work and based on the information available to C&M at the time of execution of this forecast. Publicly available and obtained information has neither been independently verified, nor does C&M assume responsibility for verifying such information. Actual results may differ as forecasts are subject to volatility in events and circumstances beyond C&M control.

 NORTH TEXAS TOLLWAY AUTHORITY							
		TOTAL	2013	2014	2015	2016	2017
SPECIAL PROJECT SYSTEM - CONSTRUCTION FUND - President George Bush Turnpike Western Extension (SH161)							
Estimated Beginning Available Cash Balance							
September 1		120,703,618	120,703,618	35,436,163	28,318,319	27,962,014	27,962,014
INFLOWS							
Bond Issues		-	-	-	-	-	-
TOTAL INFLOWS		-	-	-	-	-	-
OUTFLOWS							
PGBT-WE (SH 161) Expenses		(87,700,000)	(83,650,000)	(3,780,000)	(270,000)	-	-
Transfer to Capital Expenditures Fund		(2,129,569)		(2,129,569)			
Allocated Cost: Salaries, Professional Fees, Legal Fees		(2,912,035)	(1,617,455)	(1,208,275)	(86,305)	-	-
TOTAL OUTFLOWS		(92,741,604)	(85,267,455)	(7,117,844)	(356,305)	-	-
Estimated Ending Available Cash Balance							
August 31		27,962,014	35,436,163	28,318,319	27,962,014	27,962,014	27,962,014
Ending balance greater/less than 10% minimum (1)			-	(7,117,844)	-	-	-
(1)The greater than 10% decrease is the normal process of issuing debt and payments for construction projects.							
SPECIAL PROJECT SYSTEM - CONSTRUCTION FUND - Chisholm Trail Parkway							
Estimated Beginning Available Cash Balance							
September 1		527,071,286	527,071,286	277,477,708	28,481,501	19,064,774	18,889,974
INFLOWS							
Reimbursement Agreements							
TxDOT		116,100,000	116,100,000	-	-	-	-
Johnson County		215,412	215,412	-	-	-	-
Developer Improvements Reimbursement		725,933	725,933	-	-	-	-
Transfer from Capital Improvement Fund		-	-	-	-	-	-
Bond Issues		-	-	-	-	-	-
TOTAL INFLOWS		117,041,345	117,041,345	-	-	-	-
OUTFLOWS							
CTP Expenses		(616,323,000)	(362,370,000)	(245,543,000)	(8,300,000)	(110,000)	-
Allocated Cost: Salaries, Professional Fees, Legal Fees		(8,899,657)	(4,264,923)	(3,453,207)	(1,116,727)	(64,800)	-
TOTAL OUTFLOWS		(625,222,657)	(366,634,923)	(248,996,207)	(9,416,727)	(174,800)	-
Estimated Ending Available Cash Balance							
August 31		18,889,974	277,477,708	28,481,501	19,064,774	18,889,974	18,889,974
Ending balance greater/less than 10% minimum (1)			-	(248,996,207)	(9,416,727)	-	-
(1)The greater than 10% decrease is the normal process of issuing debt and payments for construction projects.							

Special Projects System
Annual Operating Budget vs Project Budget
Fiscal Year 2014

	TELA		2014 Annual to 2014 Project	
	2014 Annual Operating Budget	2014 Project Budget	Amount	Percent
Revenue				
Toll Revenue				
TollTag	\$ 27,611,500	\$ 27,611,500	\$ -	0.0%
ZipCash	6,917,800	6,917,800	-	0.0%
	<u>34,529,300</u>	<u>34,529,300</u>	<u>-</u>	<u>0.0%</u>
Other Revenue				
Interest	\$ 5,200	\$ 5,200	-	0.0%
Video Tolling Fees and Fines	1,872,000	1,872,000	-	0.0%
Total Revenue	<u>\$ 36,406,500</u>	<u>\$ 36,406,500</u>	<u>\$ -</u>	<u>0.0%</u>
Toll Collection Cost				
<u>Interoperability (IOP)</u>	\$ 63,810	\$ 63,810	\$ -	0.0%
<u>Electronic Toll Collection (ETC)</u>				
Transaction Processing	217,338	217,338	-	0.0%
Account Maintenance	326,008	326,008	-	0.0%
VTOLL	626,725	626,725	-	0.0%
Credit Card Costs	636,979	636,979	-	0.0%
<u>ZipCash</u>				
Image Processing/Review	799,221	799,221	-	0.0%
Initial Notice	1,139,939	1,139,939	-	0.0%
Late Notice	1,043,942	1,043,942	-	0.0%
Violation Notice	1,726,589	1,726,589	-	0.0%
Collection	14,784	14,784	-	0.0%
Citation/Court	142,812	142,812	-	0.0%
Credit Card Costs	146,320	146,320	-	0.0%
Present Value Cost for ZipCash Toll/Premium	1,734	1,734	-	0.0%
Sub-Total ETC	<u>6,886,201</u>	<u>6,886,201</u>	<u>-</u>	<u>0.0%</u>
Operations & Maintenance				
<u>Routine Maintenance - Roadway</u>				
Roadway Maintenance Activities	3,608,372	4,239,200	(630,828)	-14.9%
Landscape Maintenance	324,040	331,630	(7,590)	-2.3%
Service Building Lease/Maintenance	313,447	313,447	-	0.0%
Administration	111,855	111,855	-	0.0%
Professional Services	815,077	986,715	(171,638)	-17.4%
Maintenance Department Overhead	647,236	773,757	(126,521)	-16.4%
Utilities	313,360	313,360	-	0.0%
Sub-Total Roadway	<u>6,133,387</u>	<u>7,069,964</u>	<u>(936,577)</u>	<u>-13.2%</u>
<u>Routine Maintenance - Systems Support</u>				
Intelligent Transportation System	166,932	166,932	-	0.0%
Electronic Toll Collection	164,933	164,933	-	0.0%
Fiber	57,526	57,526	-	0.0%
Dispatch Tech	10,980	10,980	-	0.0%
Digital Messaging Sign	108,911	108,911	-	0.0%
Travel Time	25,669	25,669	-	0.0%
Road, Weather Information System	25,669	25,669	-	0.0%
System Incident Management	298,596	298,596	-	0.0%
Police	529,846	529,846	-	0.0%
Roadway Customer Service	534,531	534,531	-	0.0%
Agency Overhead (OMF)	1,095,294	1,126,650	(31,356)	-2.8%
Sub-Total System Support	<u>3,018,887</u>	<u>3,050,243</u>	<u>(31,356)</u>	<u>-1.0%</u>
Total Operations and Maintenance	<u>9,152,274</u>	<u>10,120,207</u>	<u>(967,933)</u>	<u>-9.6%</u>

**Special Projects System
Annual Operating Budget vs Project Budget
Fiscal Year 2014**

	<u>2014 Annual Operating Budget</u>	<u>TELA 2014 Project Budget</u>	<u>2014 Annual to 2014 Project</u>	
			<u>Amount</u>	<u>Percent</u>
	(Continued)			
Major Maintenance, Capital Replacements				
<u>Roadway Major Maintenance</u>				
Pavement Maintenance	1,216,044	1,216,044	-	0.0%
Pavement Rehabilitation	-	-	-	0.0%
Landscaping Rehabilitation	-	-	-	0.0%
Annual Inspection	552,383	552,383	-	0.0%
Bridges Maintenance	-	-	-	0.0%
Pedestrian Bridge	-	-	-	0.0%
Concrete Fascia Beam Coating	290,302	290,302	-	0.0%
Pedestrian fence, Traffic Barrier and Rails	-	-	-	0.0%
Retaining Wall and Sound walls	-	-	-	0.0%
Agency Overhead (RMF)	157,611	157,611	-	0.0%
<u>Capital Replacements</u>				
Intelligent Transportation System	-	-	-	0.0%
Electronic Toll Collection	-	-	-	0.0%
Dispatch Tech	22,542	22,542	-	0.0%
Digital Messaging Sign	-	-	-	0.0%
Travel Time	-	-	-	0.0%
Road, Weather Information System	-	-	-	0.0%
System Incident Management	928,730	928,730	-	0.0%
Police	1,031,869	1,031,869	-	0.0%
Roadway Customer Service	146,428	146,428	-	0.0%
	<u>4,345,909</u>	<u>4,345,909</u>	<u>-</u>	<u>0.0%</u>
Total Annual Operating Budget	<u>\$ 20,384,384</u>	<u>\$ 21,352,317</u>	<u>\$ (967,933)</u>	<u>-4.5%</u>
Total Net Revenues	<u>\$ 16,022,116</u>	<u>\$ 15,054,183</u>	<u>\$ 967,933</u>	<u>6.4%</u>

Appendix-H

Glossary of Terms and Acronyms

A

AATT – Acronym for Addison Airport Toll Tunnel an approximately 1 mile long tunnel and road that is part of the NTTA System.

Advanced Refunding – Transaction in which new debt is issued to refinance existing debt (old debt), but the proceeds must be placed in escrow pending call date or maturity.

All-ETC – Acronym for all-electronic toll collection, the cashless system of collecting tolls that the Authority is implementing

Annual Operating Budget – The budget of current expenses (or Operating Budget) for the Fiscal Year that the Authority covenants it will adopt on or before the first day of each Fiscal Year. This is the only budget required by the Trust Agreement.

Annual Revenue Days – A factor used by NTTA's Traffic and Revenue Engineers, to convert the daily revenue to annual revenue estimates.

APB – Acronym for Accounting Principles Board, the authoritative private sector standard-setting body that preceded the FASB. The APB issued guidance in the form of *Opinions*.

Arbitrage – In government finance, the reinvestment of the proceeds of tax-exempt securities in materially higher yielding taxable securities.

B

Balanced Budget – All payments for maintenance, repair and operations will not exceed the reasonable and necessary amount required and it will not exceed amounts in the Annual Budget.

Bonds – A written guarantee to pay a principal amount and /or interest at a specified date or dates known as the maturity date(s).

Budget – Plan of coordinating estimated expenses and income for a given period of time.

C

Capital Assets – Land and improvements, easements, buildings and improvements, vehicles, machinery, equipment, infrastructure, and all other tangible and intangible assets that are used in operations and that have initial useful lives extending beyond a single reporting period.

Capital Expenditures Fund (CEF) – Fund created by the Trust Agreement for the purpose of paying the cost of constructing, improving and reconstructing improvements and betterments, including expenditures made pursuant to lease-purchase arrangements, additional lanes, tunnels, interchanges, toll plazas, toll gantries, bridges, connecting roads, transit interface facilities, safety rails, safety improvements, illumination, signage, and any equipment and other improvements, including technological equipment, hardware and software, deemed necessary or desirable by the Authority.

Capital Outlays – Cost which result in the acquisition of fixed assets with an individual value of \$5,000 or greater and a useful life of at least two years.

Construction Fund (CF) – Fund created by the Trust Agreement for the purpose of paying all cost of acquiring or constructing new projects or extensions of the System.

C&M – Acronym for C&M Associates, Inc. the firm the Authority currently uses for traffic and revenue estimations.

Covenants – To promise by covenant; pledge.

CTP – Acronym for Chisholm Trail Parkway an approximately 27.6-mile toll road that will be constructed as part of the Special Projects System.

D
Debt Service Coverage – The ratio of Net Debt Service (Debt Service less Capitalized Interest) to Gross Revenues.

Debt Service Funds – Funds created by the Trust Agreement for the purpose of paying principal and interest on 1st, 2nd, and 3rd Tier debt obligations.

DNT – Acronym for the Dallas North Tollway an approximately 31 mile portion of the NTTA System.

DPS – Acronym for Department of Public Safety in-charge of providing police services on the System

F
FASB – Acronym for Federal Accounting Standards Board, the authoritative standard-setting body responsible for establishing GAAP for the federal government.

Fiduciary Funds – Funds used to report assets held in a trustee or agency capacity for others and which therefore cannot be used to support the governments own programs.

First Tier Debt Service – Debt of the Authority that is secured by and payable from a lien on and the pledge of the Net Revenues of the Authority.

Fiscal Year – Is a 12-month period used for the annual operating budget and the reporting of financial position and results of operations of the Authority. The Special Projects System fiscal year begins September 1st and ends August 31st.

Fund – Fiscal and accounting entity with a self-balancing set of accounts recording cash and other financial resources, together with all related liabilities and residual equities or balances, and changes therein, that are segregated for the purpose of carrying on specific activities or attaining certain objectives in accordance with special regulations, restrictions, or limitations.

G
GAAP – Acronym for generally accepted accounting principles, the conventions, rules and procedures that serve as the norm for the fair presentation of financial statements.

GASB – Acronym for Governmental Accounting Standards Board, the ultimate authoritative accounting and financial reporting standard-setting body for state and local governments

I

ITS – Acronym for Intelligent Transportation System used by NTTA to monitor the System and communicate with the System users.

L

Lane Miles – The total length of a road times the number of lanes. For example a 4 lane road that is 10 miles long has a total of 40 lane miles.

Leakage – Is a factor applied by NTTA's Traffic and Revenue Engineers to determine the amount of revenue that the Authority will not be able to collect for various reasons.

LLTB – Acronym for Lewisville Lake Toll Bridge an approximately 2 mile long bridge and road that is part of the NTTA System.

M

Major Maintenance Fund (MMF) – Fund created by the Trust Agreement for the purpose of paying the cost of repair and maintenance of the Project that do not occur at annual or shorter periods, for preserving or extending the useful life and to provide for the repair and maintenance as required by the Project Agreement Standards, including reasonable and necessary expenses for periodic roadway resurfacing and repair, replacement of toll collection , vehicle

identification, toll integration and video enforcement equipment, and all administrative and engineering expenses related to these costs.

MCLB – Acronym for Mountain Creek Lake Bridge an approximately 2 mile long bridge that is part of the NTTA System.

N

NTTA – Acronym for the North Texas Tollway Authority, a political sub-division of the State created by and operating pursuant to Chapter 366 of the Texas Transportation Code.

O

Operating Fund (OF) – Fund created by the Trust Agreement for the purpose of accounting for and paying current operating expenses.

P

PGBT – Acronym for President George Bush Turnpike an approximately 30 mile long portion of the System

PGBT-EE – Acronym for President George Bush Turnpike- Eastern Extension an approximately 9.9-mile long portion of the NTTA System

PGBT-WE – Acronym for President George Bush Turnpike- Western Extension an approximately 11.5-mile portion of PGBT that will be a project of the Special Projects System

R

Ramp-up – The factor applied to the potential traffic on new toll facilities to account for the time needed for travelers

to become aware of the new toll roads and the benefits of using them.

Revenue Fund – Fund created by the Trust Agreement for the purpose of depositing all gross revenues (all tolls, other revenues, and income) arising or derived by the Authority from the operation and ownership of the Tollway (excepting investment income from all Funds and Accounts other than the Revenue Fund) will be collected by the Authority and deposited daily, as far as practicable.

Revenue Lane Miles – Lane miles on which tolls are collected on.

RTC – Acronym for the Regional Transportation Commission

S

Second Tier Debt Service – Debt of the Authority that is secured by and payable from a lien on and the pledge of the Net Revenues subordinate to the First Tier Debt.

Service Roads – Non-tolled roads running parallel to the tolled lanes

SRT – Acronym for Sam Rayburn Tollway an approximately 26 miles long portion of the NTTA System

SWP - Acronym for Southwest Parkway Tollway an approximately 27.2 miles long. Presently known as CTP

T

TELA – Acronym for Toll Equity Loan Agreement between NTTA and TxDOT to construct PGBT-WE and CTP.

Third Tier Debt Service – Debt of the Authority that is secured by and payable from a lien on and the pledge of the Net Revenues subordinate to the First and Second Tier Debt.

TIFIA – Acronym for the Transportation Infrastructure Finance and Innovation Act of 1998 secured loan agreement between NTTA and United States Department of Transportation to construct PGBT-WE and CTP.

Toll Revenue – The revenue from the tolls collected by the Authority and established by the Board pursuant to the Trust Agreement. It is the main source of revenue for the Authority.

Toll Road – Road on which tolls are charged.

TollTag® – Trade mark for the transponders used by NTTA to collect electronic toll transactions.

Trust Agreement - The Trust Agreement with Supplements, is the document that governs all matters relating to the bonds, and the operation of the Tollway and its improvement, extension, additions enlargements, and other matters relating to the Authority and the Tollway.

Turnpike – Expressway on which tolls are charged.

TxDOT – Acronym for Texas Department of Transportation, a state agency responsible for the state's highway system.

U

USDOT - United States Department of Transportation

Z

ZipCash® – Trade mark for NTTA's toll transaction invoicing system based on electronic reading of vehicle license plate numbers.

