



You are here!



LEWISVILLE

or... here!

FRISCO

or... here!

McKINNEY



PLANO

GARLAND

Wish you were here!

or... here!

IRVING



DALLAS

FORT WORTH

ARLINGTON

GRAND PRAIRIE

or... here!

Of course, getting you from here to there is the real story. That's always been our goal : to give the drivers of North Texas the most convenient way to connect to everywhere they want to go. Paving the way for this vision requires a good map and lots of constructive thinking to overcome roadblocks and avoid detours along the way. The year 2012 was filled with anticipation, as the NTTA continued expansion to serve ever-increasing numbers of drivers taking the on-ramp to a better commute. And along this year's journey, you'll see we've passed many exciting mile markers that will take us, our customers, local businesses and the entire region to the ultimate destination.

NORTH TEXAS TOLLWAY AUTHORITY 2012 ANNUAL SUMMARY REPORT



BOARD OF DIRECTORS



KENNETH BARR
Chairman
FORT WORTH | Tarrant County Appointee



BILL MOORE
Vice Chairman
PLANO | Collin County Appointee



DAVID R. DENISON
LEWISVILLE | Denton County Appointee



WILLIAM D. ELLIOTT
RAVENNA | Gubernatorial Appointee



MATRICE ELLIS-KIRK
DALLAS | Dallas County Appointee



MOJY HADDAD
ARLINGTON | Tarrant County Appointee



MICHAEL R. NOWELS
LEWISVILLE | Denton County Appointee



GEORGE "TEX" QUESADA
DALLAS | Dallas County Appointee



JANE WILLARD
CELINA | Collin County Appointee

A LETTER FROM NTTA CHAIRMAN

The year 2012 was a transformative time for the NTTA. Starting with a revised and more focused mission statement, the NTTA emphasized its commitment to three basic principles: taking care of customers, improving collections and completing construction projects.

From this new beginning, we set our course and positioned the Authority for forward movement. The NTTA's mission is to provide a safe and reliable toll road system, increase value and mobility options for our customers, operate the Authority in a businesslike manner, protect our bondholders, and partner to meet our region's growing need for transportation infrastructure.

In 2012, we added more than 26 lane miles to the President George Bush Turnpike Western Extension, with end points of the full turnpike now arching from Interstate 20 in Grand Prairie to Interstate 30 in Garland. Drivers responded enthusiastically, increasing the number of transactions for the entire length of the roadway.

All six segments of Chisholm Trail Parkway in Tarrant and Johnson counties were under construction. Beyond passing the 50 percent completion milestone for the entire project in 2012, we began the engineering marvel of building a new six-lane Hulen Street bridge with a pedestrian sidewalk over one of the busiest rail yards in the country while simultaneously demolishing an existing bridge 10 feet below the new bridge.

We have already reached new customers in Tarrant and Johnson counties through community meetings, the NTTA speakers bureau and other outreach mediums. We have had constructive conversations with those new customers and have gathered substantial positive feedback. We have heard from drivers that they look forward to the opening of Chisholm Trail Parkway just as much as we do at the NTTA.

2012 was the best year ever for the NTTA in terms of new customers, who continue to choose NTTA toll roads in record numbers. Transactions and revenues trended up by 20 percent. Our customers have demonstrated they recognize the value of our faster, cleaner, safer roads to get them where they are going. More and more drivers are also discovering the thrifty benefits of a TollTag to pay for their travel, evidenced in the climbing percentage of drivers who use a TollTag for their travel.

Our unmatched Roadway Customer Service program assures drivers that their safety is our top priority. The gratitude stranded drivers express when we offer a gallon of gas, change a tire, or call a tow truck and wait until it arrives rewards our team with pride.

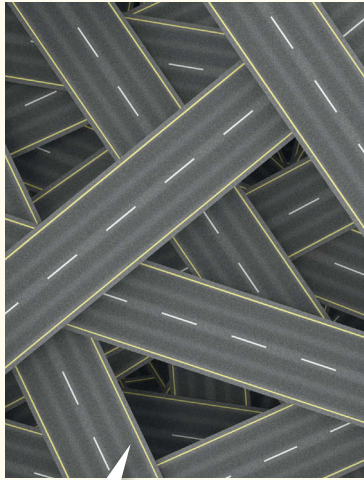
We also take pride in successfully completing our Major Procurement Plan, with a continuing focus on business diversity. Skilled consultants were chosen for four major categories: finance, maintenance, engineering and traffic and revenue. We continue to expand our outreach programs and keep our perspective fresh, bolstering the strides the NTTA has made in diversity spending and reaching new highs in 2012.

The 2011 Independent Financial and Performance Review by Alvarez & Marsal (the "County Review") served as our road map for 2012, giving us clear direction as we successfully completed all 82 recommendations outlined in the review.

Notably, we updated the NTTA Five-Year Strategic Plan. We gained traction in our efforts to collect toll payments from drivers who ignore multiple invoices from us but continue to drive NTTA toll roads, including publishing a top scofflaw list and beginning civil litigation against some habitual toll violators. In 2013, we are seeking the authority from the legislature to launch additional collection remedies aimed at scofflaws.

Looking back through 2012, we see that our path led us through new territories and across some significant challenges, but we arrived stronger and re-energized for tomorrow. As we move into 2013, we look toward surveying the landscape for new opportunities, paving new paths and strengthening our partnerships.

KENNETH BARR
Chairman
FORT WORTH | Tarrant County Appointee



20%
TOLL REVENUE INCREASE

LOOKING FORWARD. MOVING FORWARD.

During 2012, the North Texas Tollway Authority experienced increased toll transactions and revenue growth by fine-tuning its operations, improving collections and responding positively to challenges.

● Toll revenue increased 20 percent, due in part to the President George Bush Turnpike Eastern Extension opening in late 2011 and the 2012 opening of the President George Bush Turnpike Western Extension, which lengthened the roadway and increased traffic. ● This superior performance was validated in a series of awards bestowed on the Authority by national and state professional groups. National recognition of the NTTA's innovation and business systems continues to grow under the leadership of a committed Board of Directors representing the region.

The Government Finance Officer Association of the United States and Canada awarded the NTTA a **Certificate of Achievement for Excellence in Financial Reporting** for both the NTTA System and Special Projects System 2011 Comprehensive Annual Financial Reports. The association cited the NTTA's demonstration of "a constructive spirit of full disclosure to clearly communicate its financial story and motivate potential users to read" the reports.

The American Council of Engineering Companies and the National Society of Professional Engineers awarded the the **2011 Qualifications-Based Selection Merit Award** to the NTTA's Project Delivery

Department. The award was earned based on the clear, well-documented and consistent procedures used to procure 13 professional service contracts for the Chisholm Trail Parkway, all of which were executed with no disputes while maximizing the potential for participation by multiple firms.

The NTTA Procurement Department received the **Achievement of Excellence in Procurement Award** from the National Procurement Institute. Award criteria included innovation, professionalism, productivity, e-procurement and leadership attributes in procurement.

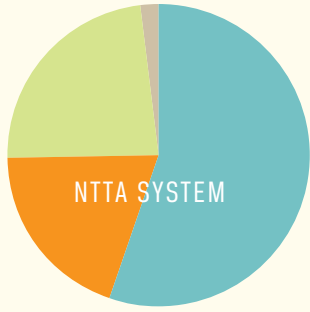
Also in 2012, the NTTA again earned the state of Texas' highest honor for online

public access to financial documents. The Texas Comptroller's Leadership Circle Program presented the NTTA with the **Gold Circle Award**. The award encourages opening financial books to the public to provide clear, consistent pictures of spending and sharing information in a user-friendly format that allows toll payers easy access to information.

In 2012, the NTTA added a webpage that accounts for all Authority-issued debt. Noting this, a Comptroller official said the NTTA's work may serve as a model for a new category for award criteria in 2013.

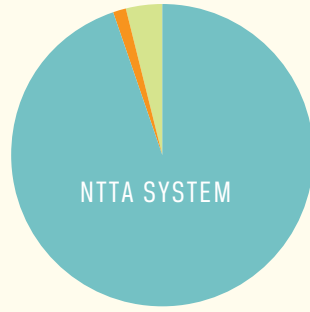
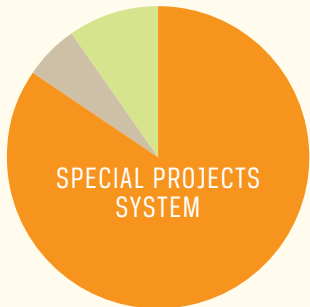
The information included in this report does not present a comprehensive analysis of the NTTA and its operations. It should not be used as a basis for making a financial decision with regard to the NTTA or any of its securities or other obligations. Statements regarding expected financial results and other planned events are forward-looking statements subject to uncertainties and risk. For more complete information about the NTTA and its obligations, please refer to the NTTA's Comprehensive Annual Financial Report, the official statements relating to the NTTA's bonds and the annual and material event disclosures filed by the NTTA with the Municipal Securities Rulemaking Board, through its Electronic Municipal Market Access System pursuant to Rule 15c2-12 of the Securities and Exchange Commission. Copies of the documents referred to above or elsewhere in this report may be obtained from Janice Davis, acting chief financial officer.

2012 REVENUES AND EXPENSES



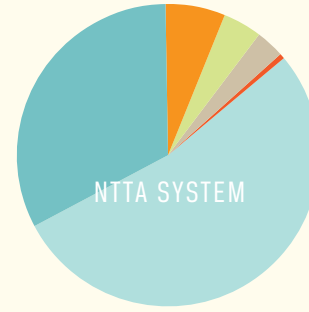
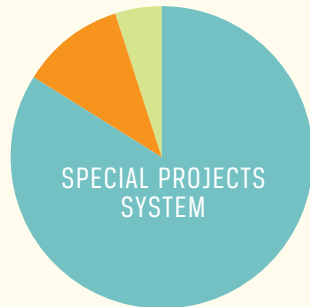
2012 REVENUE DISTRIBUTION

- **DEBT SERVICE FUND**
NTTA SYSTEM \$257.4 million | 55.47%
SPS \$0 | 0%
- **OPERATIONS AND MAINTENANCE FUND**
NTTA SYSTEM \$90.4 million | 19.5%
SPS \$6.2 million | 84.62%
- **CAPITAL IMPROVEMENT FUND**
NTTA SYSTEM \$108.1 million | 23.29%
SPS CAPITAL EXPENSE RESERVE FUND \$0.7 million | 9.48%
- **RESERVE MAINTENANCE FUND**
NTTA SYSTEM \$8.1 million | 1.74%
SPS MAJOR MAINTENANCE FUND \$0.4 million | 5.90%



2012 REVENUE SOURCES

- **TOLL REVENUE**
NTTA SYSTEM \$522.6 million | 94.8%
SPS \$6.5 million | 83.9%
- **INTEREST REVENUE**
NTTA SYSTEM \$8.1 million | 1.47%
SPS \$0.9 million | 11.12%
- **OTHER REVENUE**
NTTA SYSTEM \$20.6 million | 3.73%
SPS \$0.4 million | 4.98%



2012 EXPENSES

- **GROSS DEBT SERVICE**
NTTA SYSTEM \$351.7 million | 32.57%
SPS \$61.7 million | 85.75%
- **DEPRECIATION EXPENSE**
NTTA SYSTEM \$70.0 million | 6.48%
SPS \$0 million | 0%
- **SALARIES AND BENEFITS**
NTTA SYSTEM \$44.7 million | 4.14%
SPS \$2.2 million | 3.03%
- **PROFESSIONAL FEES**
NTTA SYSTEM \$32.6 million | 3.02%
SPS \$5.4 million | 7.49%
- **REPAIRS AND MAINTENANCE**
NTTA SYSTEM \$5.0 million | 0.46%
SPS \$0.008 million | 0.01%
- **OTHER EXPENDITURES**
NTTA SYSTEM \$575.8 million | 53.33%
SPS \$2.7 million | 3.72%

Special Projects System 2012 revenue distribution, revenue sources and expenses are from September 2011 to August 2012. NTTA System data is preliminary and unaudited.

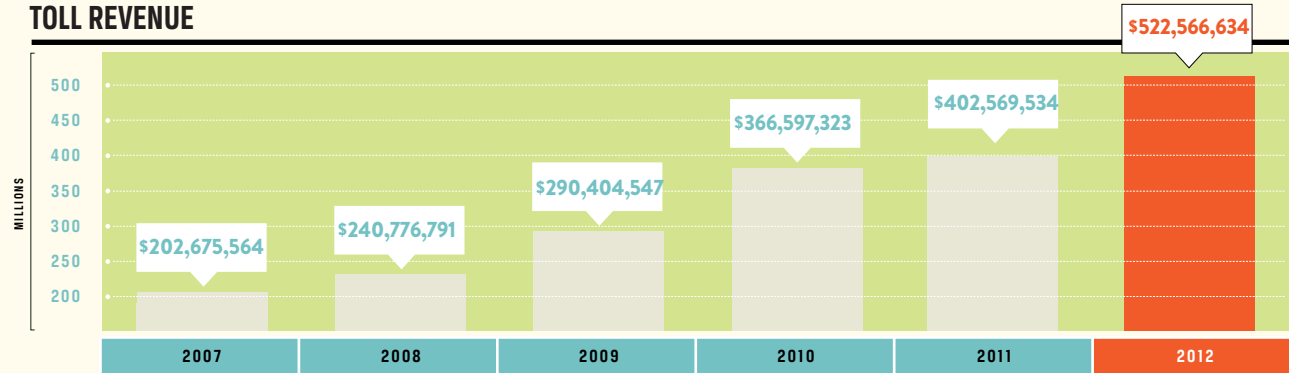
2012 TRANSACTIONS, REVENUES AND DEBT SERVICE



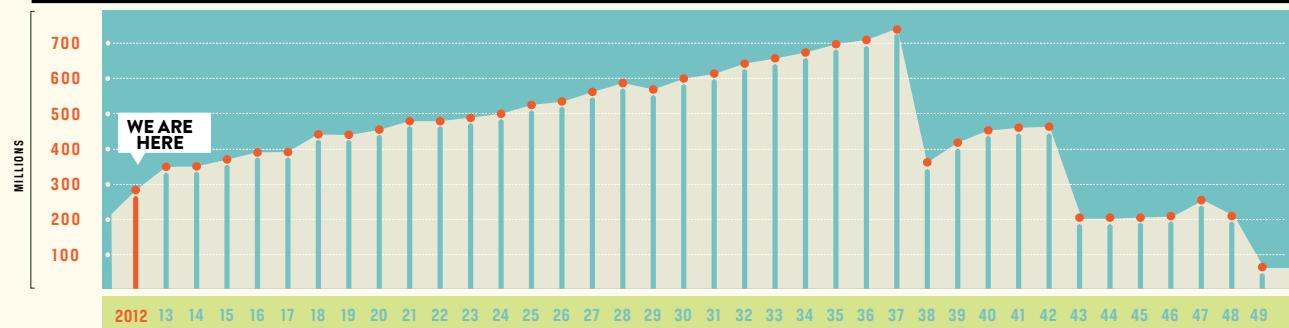
TRANSACTIONS & TOLL REVENUE

2012	TRANSACTIONS	TOLL REVENUE
Jan	46,545,800	50,260,724
Feb	45,902,506	44,824,023
Mar	49,536,482	45,228,010
Apr	48,511,600	40,963,222
May	51,314,899	44,999,368
Jun	50,104,558	40,661,007
Jul	48,919,840	44,949,538
Aug	51,120,210	42,986,766
Sep	47,338,160	37,785,222
Oct	51,393,589	48,210,488
Nov	48,289,183	40,321,844
Dec	48,259,235	41,376,422
Total	587,236,062	522,566,634

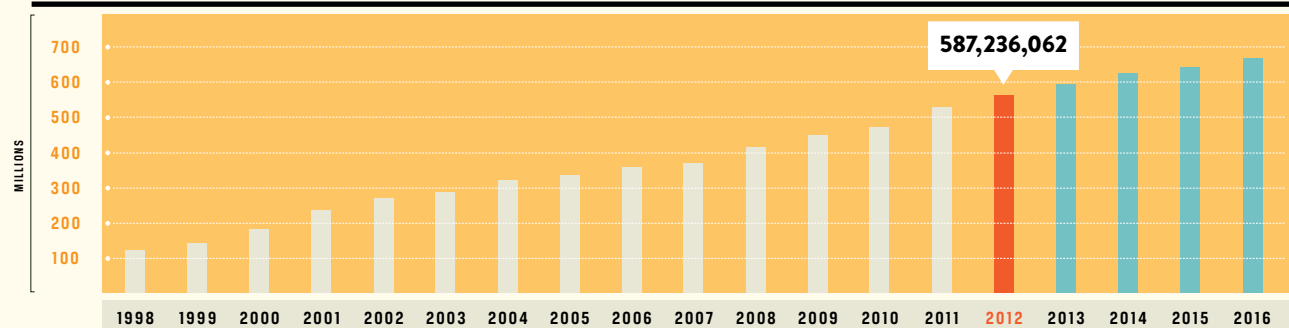
TOLL REVENUE



1ST & 2ND TIER ANNUAL NET DEBT SERVICE*

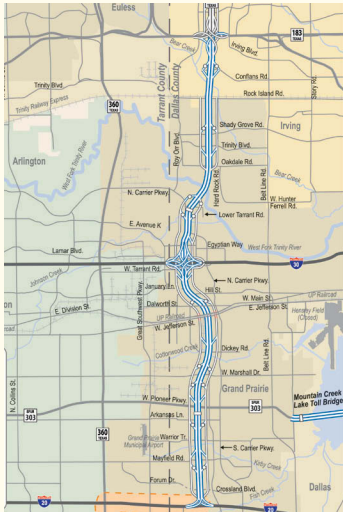


HISTORICAL AND PROJECTED TRANSACTIONS



Data is preliminary and unaudited.

*Net of capitalized interest and BABS subsidy.



PGBT WESTERN EXTENSION

BUSH TURNPIKE EXTENDS WEST.

In October, the President George Bush Turnpike Western Extension main lanes between just north of I-30 and I-20 opened to traffic, providing yet another important link in the growing loop around the Dallas area and increasing the length of the Bush Turnpike from 40 to 52 miles.

- All direct connectors linking I-20 and I-30 to the Western Extension were opened to traffic by the close of 2012. Other construction was slated to continue as crews worked to complete remaining construction tasks, including the State Highway 161 frontage road at the Union Pacific Railroad crossings in Grand Prairie.
- The Western Extension offers a significant route within a major economic corridor developing in the western half of Dallas County. The Western Extension increases mobility even further by expanding southwest through Grand Prairie to allow faster accessibility to the Arlington and Grand Prairie entertainment districts, businesses and employment centers.

HOW THE WEST WAS WON

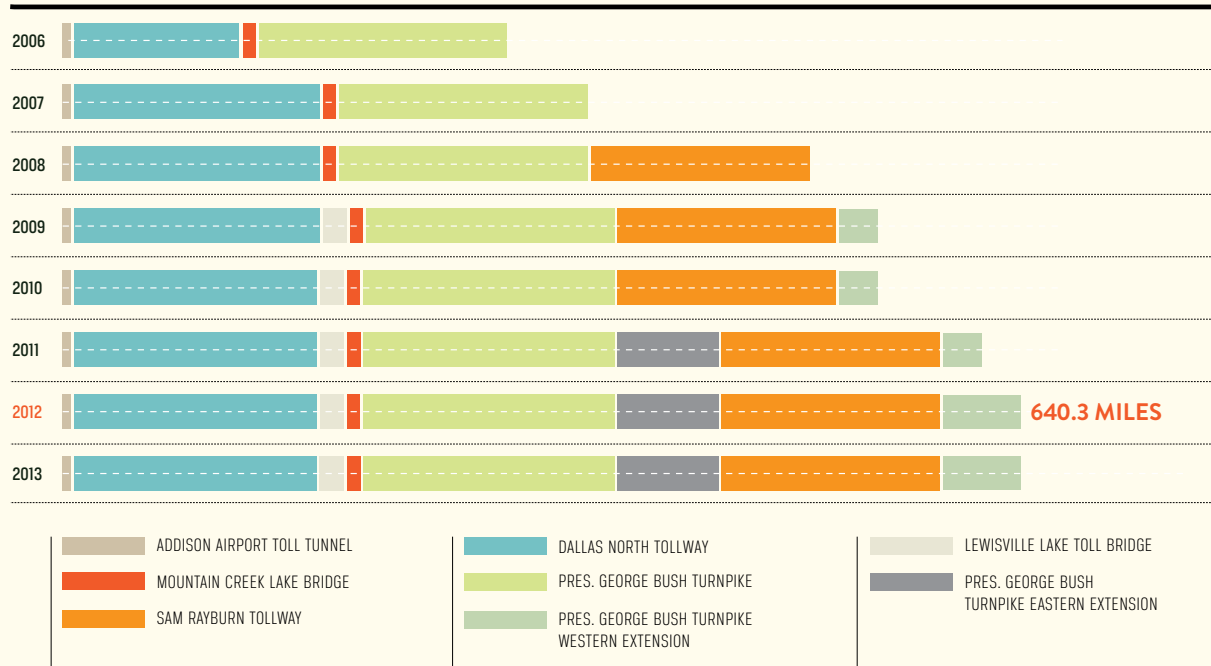
Chisholm Trail Parkway, the NTTA's first project in Tarrant and Johnson counties, is truly an amazing project. Constructing five bridges over one of the busiest rail hubs in the country is a big challenge, but the contractors working on the new toll road have made it look easy. In 2012, all segments of the toll road were under construction, and earth was moving at a rapid pace. The NTTA anticipates opening the road to traffic in Spring 2014. Since April 2010 and continuing through 2012,

crews have built several bridges while simultaneously demolishing the older Hulen Street bridge over the Union Pacific Railroad's Davidson Yard. Work continues 24/7 with operations that require careful planning and coordination by the NTTA, UPRR and the City of Fort Worth. Once complete, the new roadway will provide a continuous route from Fort Worth's central business district south to Cleburne. An advertising campaign was launched late in 2012 to introduce Tarrant and Johnson

County residents to the new toll road, and staff reached large numbers of area residents and businesses through the speakers bureau and business information group meetings.

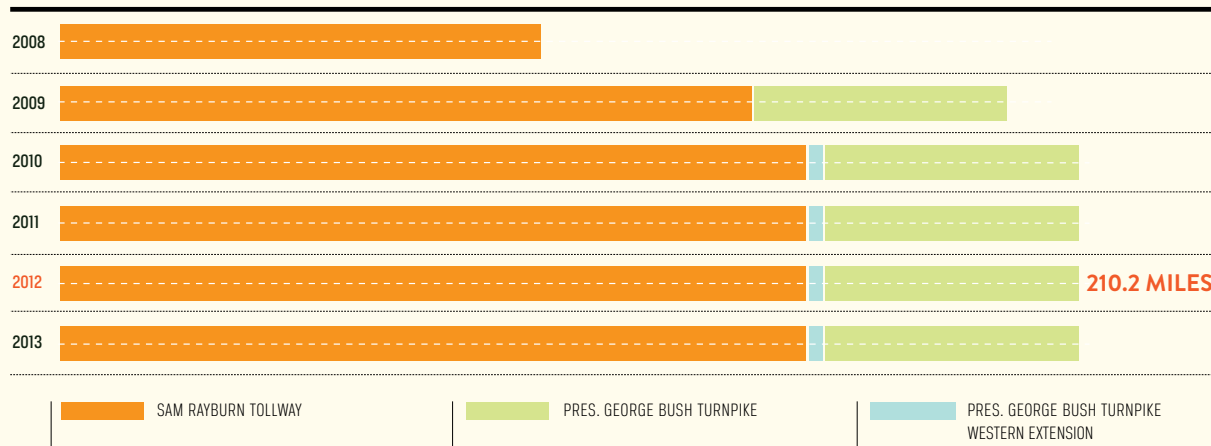


TOLL ROADS OPEN



850+
lane miles maintained

FRONTAGE ROADS MAINTAINED



NAVIGATING THE ROAD WITH THE RIGHT PARTNERS.

The NTTA's partners have maximized resources to enhance mobility throughout the region with responsible and innovative tolling solutions. The Texas Department of Transportation, the Regional Transportation Council and the federal government provided financial backing for the President George Bush Turnpike Western Extension and the Chisholm Trail Parkway project.

STATE HIGHWAY 360

The NTTA continues to advance the environmental assessment of Section 1 of SH 360 through the environmental process. The NTTA Board of Directors passed a resolution in October 2012 affirming its intention for the NTTA to pursue SH 360 as a turnpike project. In February 2013, the Texas Transportation Commission approved a proposal to partner with NTTA for the delivery of SH 360. SH 360 is a proposed 21-mile toll road extending south through Tarrant, Ellis and Johnson counties. The project is divided into three sections.



STATE HIGHWAY 170

The Texas Department of Transportation initiated a SH 170 corridor study, conducted preliminary studies, processed environmental reviews, obtained environmental clearance and right-of-way, and built the existing lanes of SH 170. The NTTA is now conducting further studies of the corridor. Meetings continue to advance the project, which could result in a 5.8-mile toll road in southwest Denton and northern Tarrant counties.



CLICK TO VIEW A LARGER MAP OF ALL NNTA ROADS AND PLANNED PROJECTS

ADD THESE TO YOUR ITINERARY.

DALLAS NORTH TOLLWAY PHASE 4B/5A

The NTTA continues to coordinate with stakeholders and its project partners for the Phase 4B/5A extension of the Dallas North Tollway. Environmental studies and planning have been completed for the project, and the NTTA Board of Directors has selected an alignment that runs along the Collin and Denton county line.

TRINITY PARKWAY

The NTTA and the Texas Department of Transportation held a public hearing in May for the proposed Trinity Parkway project related to alternatives, as part of the environmental process. TxDOT is proceeding with environmental clearance and design of the section of the proposed parkway between U.S. 175/ State Highway 310 and Interstate 45 as part of the S.M. Wright project.

In October, the NTTA Board of Directors passed a resolution affirming that the NTTA will work with regional partners to pursue Trinity Parkway as a turnpike project, to the extent that it is technically and financially feasible.

EAST BRANCH STATE HIGHWAY 190

The draft environmental impact statement for the East Branch/ SH 190 is being prepared and reviewed in anticipation of a Federal Highway Administration-approved public hearing hosted by the Texas Department of Transportation. TxDOT previously held three public meetings, and alignment alternatives were identified for detailed analysis in the draft environmental impact statement.

CASHLESS TOLLING

The NTTA completed its conversion to cashless tolling in 2010; however, supplemental construction work was needed to remove old tolling structures, install new pavement and widen lanes for entrance and exit ramps along portions of the President George Bush Turnpike. Work began in September 2012 and will be completed in late 2013.

FIVE-YEAR CAPITAL PLAN

Other construction projects in the NTTA Five-Year Capital Plan that may be built depending upon available capital include:

- The addition of lanes to the Sam Rayburn Tollway
- The addition of a fourth lane on the Dallas North Tollway between the President George Bush Turnpike and the SRT
- Enhancements to the interchange between the DNT and the PGBT
- Widening of the PGBT between I-35E and SH 78

A SAFE ARRIVAL IS A PART OF EVERY TRIP.

The NTTA never stops working to create a safe environment for its customers and employees. In winter 2012, an Employee Safety Committee was created to achieve and sustain a fully rounded safety culture. Programs, procedures and training encourage employees to continually address safety risks and hazards and to use mishap analysis to improve safety and develop innovations.



TRUCK DESIGN

A special truck designed and built by the NTTA maintenance staff has helped reduce lane closure time and enhance worker safety. Staff searched for a single truck that would allow workers to both deploy and retrieve the large traffic barrels used to mark work zones. Because nothing was available on the market, the NTTA designed a new truck, for which staff applied for a U.S. Patent. The vehicle design helps staff quickly and safely deploy and retrieve barrels without leaving the truck.

OVERNIGHT MAINTENANCE

When the sun goes down, the task of maintaining the NTTA's roads does not draw to a close. By working at night, dedicated maintenance crews safely work on projects to minimize travel interruptions to motorists. And these same individuals can mobilize quickly to reach major emergencies in the middle of the night, should there be a need. The overnight maintenance crew works from 8:30 p.m. to 7 a.m., Monday through Thursday, repairing guardrails, sweeping roadways, cleaning bridge expansion joints and performing other maintenance-related tasks.

SNOW PLOWS

Snow plow apparatus were purchased in preparation for responding to extreme weather events, which threaten to cripple travel in the region when they strike. The equipment can be attached to existing trucks, so that the Authority can clear roadways to adequately handle traffic during even the worst of winter storms. The NTTA received international media attention for its extensive road safety preparations.



FACT

NTTA maintenance crews repaired more than
11,000 linear feet of guardrails in 2012.

THE NTTA'S INCIDENT MANAGEMENT TEAM

The incident management team uses advanced technology and a highly skilled work force to improve mobility and safety. This team is made up of the NTTA Command Center and Roadway Customer Service and the Texas Department of Public Safety troopers, all focused on improving travel experiences and getting people on their way from here to there.

MOTORIST ASSISTS

333

WEEKLY AVERAGE

17,655

YEAR-END TOTAL

ROAD HAZARD/DEBRIS REMOVAL

104

WEEKLY AVERAGE

5,491

YEAR-END TOTAL

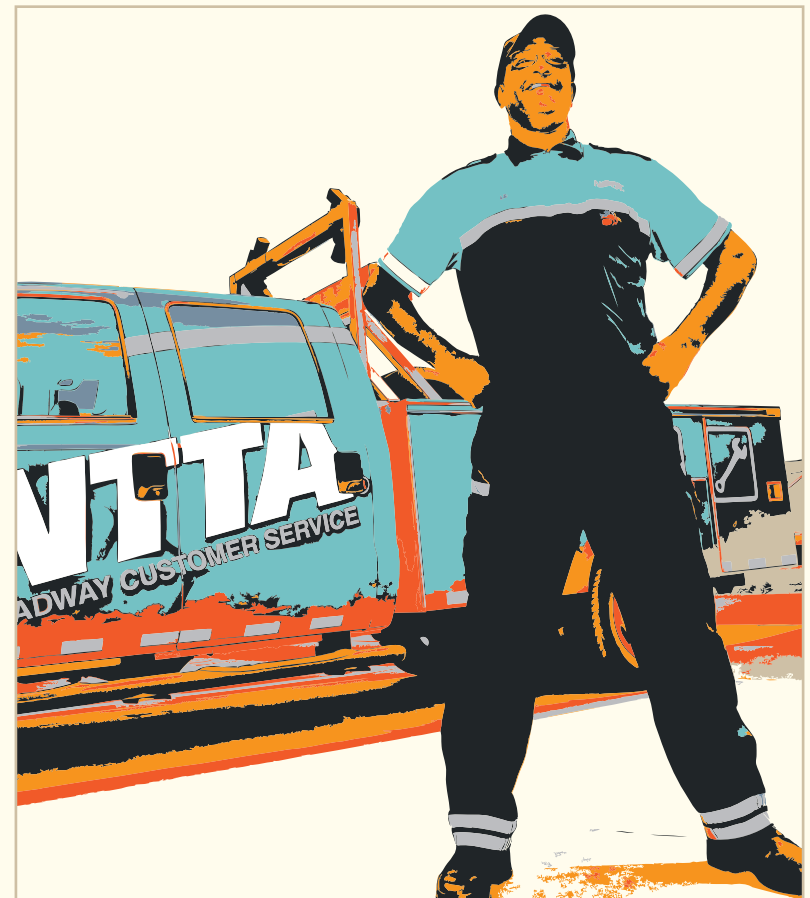
COMMAND CENTER

26,831

INCIDENTS HANDLED

24,404

TOTAL 9-1-1 CALLS RECEIVED



BEAUTIFICATION = SUSTAINABILITY.

Water management, cleaner fuels, drought-resistant landscaping and recycling are among the many ongoing actions taken by the NTTA to protect the environment and contribute to the sustainability of the North Texas region. ● The NTTA's fleet uses hybrid, flex-fuel and low-sulfur diesel vehicles, and the NTTA converted to all-electronic toll collection to eliminate stop-and-go traffic at toll booths. ● Using uncoated, aesthetically pleasing concrete construction stands up to the elements, minimizes maintenance and eliminates volatile organic compounds (VOCs) from the atmosphere. ● Aggressive storm water management and clean-up programs keep litter out of the local water supply, and creative landscaping cuts water consumption. Native, drought-tolerant plants and grasses use less water. A "smart" irrigation system monitors water usage. ● All NTTA facilities currently reduce waste by recycling—from compost and mulch used in landscaping to recycling of signs, cardboard boxes and office papers.



VIDEO

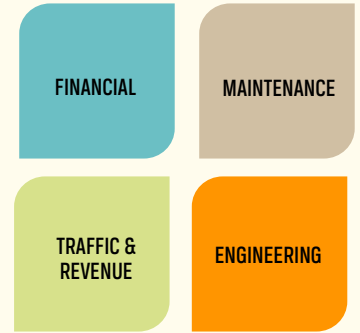


The success of the NTTA's drought-tolerant landscaping is in the selection of plants and shrubs and use of a smart irrigation system that conserves water.



RECALCULATING THE BEST ROUTE TO PROCUREMENT.

The Independent Financial and Performance Review of the NTTA in 2011 recommended a new strategy for major procurements. With an increasing number of notable and active projects occurring in 2012 and coming in 2013, the NTTA reviewed its procurement process to ensure it was maintaining its pledge to the core values of fairness, integrity and accountability with the utmost transparency at each level. The result was a Major Consultant Procurement Plan. This new living document would be the map to promoting the healthiest competition among contractors while securing the best value for the NTTA and its customers. The plan also maintained the NTTA's commitment to business diversity to ensure its contracting is reflective of the community it serves. Strong diversity participation requirements were built into all contracts. The plan's ambitious schedule was met comfortably in late 2012. The NTTA Board of Directors' commitment and staff's tenacity ensured consistency and standardization throughout the process.



After careful analysis by staff and vetting by Board Committees, consultants were selected to fill the following roles:

FINANCIAL

Two financial firms will act as independent advisers for the rapidly growing Authority One firm provides public-private partnership adviser services, and the other advises the NTTA on general and municipal financial matters.

MAINTENANCE

The Maintenance Management Consultant provides consulting professional services in the area of planning, condition assessment, project design, project management, asset data collection, asset management, and life-cycle cost analysis for the NTTA's assets. The MMC identifies appropriate maintenance and repair actions to minimize deteriorating conditions of the NTTA's assets. The consultant

also conducts annual inspections for the Government Accounting Standards Board statement 34 condition assessment reporting.

TRAFFIC AND REVENUE

Two traffic and revenue consultants are responsible for the delivery of investment grade reports, support for bond issuances, support for budget development and advise and counsel on traffic and revenue. One focuses on the Special Projects System, which includes the Western Extension of the President George Bush Turnpike and Chisholm Trail Parkway. The other is responsible for the NTTA System, which includes the Dallas North Tollway, the President George Bush Turnpike, the Sam

Rayburn Tollway, the Lewisville Lake Toll Bridge, the Addison Airport Toll Tunnel and the Mountain Creek Lake Bridge.

ENGINEERING

A general engineering consultant is responsible for annual asset inspection, independent review and certifications for bond sales and construction fund payments, semi-annual progress reporting to bondholders, and independent review and certifications following completion of construction. A program management consultant assists the NTTA in the delivery of corridor expansion projects and the capital improvements program.



WIDER ROADS AHEAD.

In October 2012, the NTTA entered into a partnership with the Texas Department of Transportation and contractors associations to increase diversity in the heavy highway industry by establishing firm benchmarks to address challenges and create opportunities for companies that are certified. **The Cooperative Inclusion Plan** was designed as a comprehensive approach to address the lack of diverse firms in highway contracting. The plan brings the key highway organizations and contractor associations together to close the gap using four main goals:

- Expand the pool of qualified disadvantaged, minority-owned, woman-owned and small business enterprises along with historically underutilized businesses that are certified to perform highway construction
- Increase spending with local D/M/W/SBEs and HUBs in highway construction
- Grow the bonding capacity of those firms
- Increase the number of D/M/W/SBEs and HUBs that are capable of serving in prime contractor roles

CIP partners agree that working together is important to address challenges and deliver verifiable and sustainable results. Building a stronger, more diverse heavy highway industry strengthens the North Texas region.

BUSINESS DIVERSITY ADVISORY COUNCIL

The Business Diversity Advisory Council was established in 2009 to guide the Business Diversity Department and the NTTA's leadership. Council members assist with outreach, serve as a primary resource in identifying specific industry groups to target for procurements and help identify barriers experienced in contracting by firms with diverse ownership.

WOMEN'S BUSINESS COUNCIL

The Women's Business Council-Southwest honored the NTTA as one of eight outstanding

organizations that support woman-owned businesses through advocacy, volunteerism and sponsorship. The Authority was also nominated for the council's **Corporate Rising Star Award** for its strides in using woman-owned businesses in procurements.

GROWING DIVERSITY

Consistent growth resulted in the NTTA achieving its highest level of spending with companies certified as disadvantaged, minority-owned, woman-owned and historically underutilized businesses, along with increased spending with small business

enterprises in all aspects of purchasing and contracting. This success can be attributed, in part, to bold initiatives such as the Relationships and Opportunities Advancing Diversity (ROAD) program that follows a mentor-protégé model. The volunteer program helps companies increase business management, organization and professional skills through partnerships with established contractors that provide similar services. The NTTA's Vendor Outreach Symposiums provide opportunities to meet NTTA project delivery, information technology, purchasing, maintenance and business diversity staff.

2.6
MILLION

TollTags

1.4
MILLION

TollTag accounts

6
MILLION

Estimated North Texas toll road drivers

1.8
MILLION

Daily weekday transactions

IN THE DRIVER'S SEAT. BOARD LEADERSHIP.

COUNTY REVIEW ACTION PLAN The adoption of the Ethics Policy is only one example of the NTTA's successful completion of elements of the County Review Action Plan that was embraced by the NTTA Board of Directors and based on the 82 recommendations from the Independent Financial and Performance Review conducted in 2011. Initiatives and program enhancements were grouped into four major areas:

Transparency: focusing on governance, conflicts of interest and board composition

Procurement: focusing on policies, procedures and diversity

Organization: focusing on performance management, current business model and consultant use

Finances: focusing on liquidity, debt coverage, funding and collections

ETHICS POLICY

A new Ethics Policy was built upon the conflicts of interest reporting process, which was already in place and provides for additional requirements, many of which are in the Model Ethics Act drafted by the Texas Attorney General's Office.

The Ethics Policy defines the fiduciary standards applicable to directors, summarizes what are conflicts of interest, specifies procedures for handling potential or actual conflicts when they arise, provides a process for resolving conflict of interest issues

and directs annual reporting and ethics training for board members.

FACT

8 in 10 NTTA customers indicated their satisfaction with North Texas toll roads.

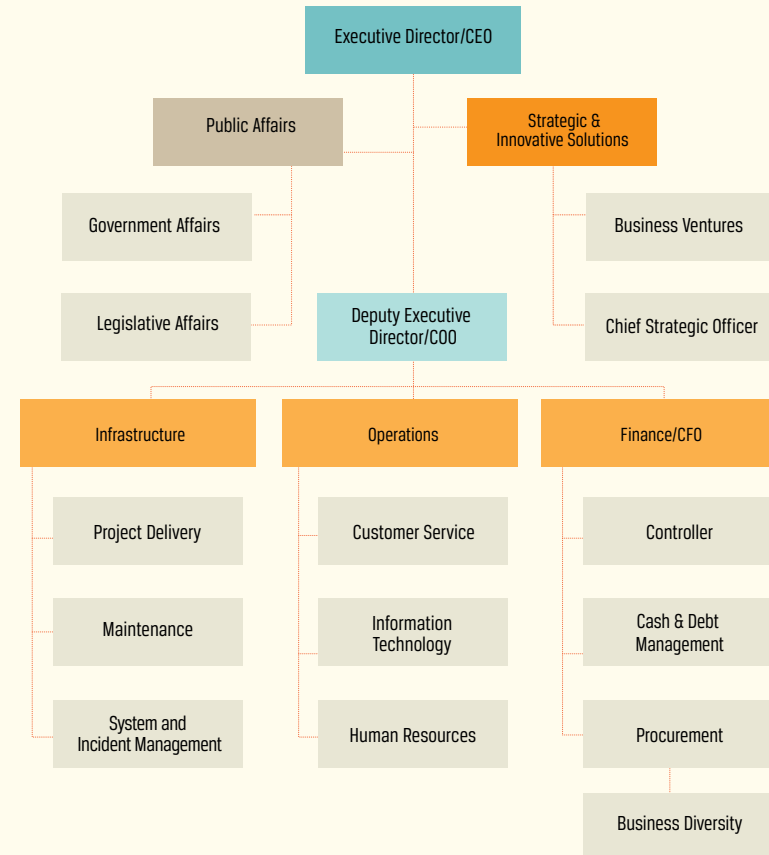
ROADS BUILT ON SOLID FOUNDATIONS.

The NTTA continues to meet the daily and long-term challenges and opportunities that growth presents to move traffic safely and swiftly throughout the region. After a careful analysis, the NTTA implemented a new organizational structure to align with its mission of increasing value and mobility options for customers, operating the Authority in a businesslike manner, protecting bondholders, and partnering to meet the region's growing transportation infrastructure needs.

DEPARTMENT REORGANIZATION

Three key functional areas—infrastructure, operations and finance—are now aligned to increase operational efficiency and effectiveness. The new Strategic and Innovative Solutions group draws on the talents and experience of staff and allows

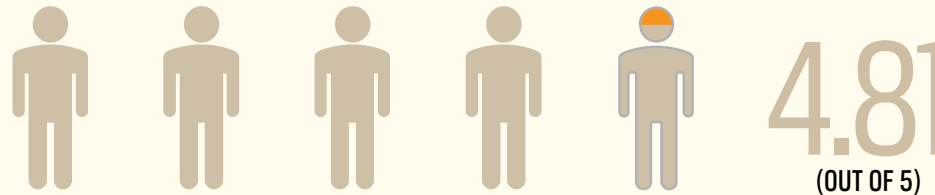
the Authority to move into the next growth phase as the region's toll road and tolling services provider. More than 700 employees at all levels are committed to ensuring the NTTA remains a leader in the industry with a sound financial foundation and superior customer service.



DRIVEN BY CUSTOMER SERVICE.

CUSTOMER SATISFACTION SURVEY The NTTA received excellent marks for convenient payment options as well as the cleanliness and general condition of its roads from customers who participated in the Authority's 2012 online customer survey. ● Responses from more than 5,600 customers are being used to help understand what is important to motorists. Approximately 80 percent of the survey respondents said they are pleased with NTTA roads. Approximately 69 percent of TollTag customers have two or more TollTags on their account. They frequently use toll roads for the convenience and because TollTag rates are lower than ZipCash rates. ● Customers also said they want all drivers to pay their fair share. ● The NTTA also collects customer opinions through a variety of other forums, such as focus groups and programs like Mystery Driver (similar to secret shoppers).

CUSTOMER SERVICE MONTHLY AVERAGE SCORE



Customers provide immediate feedback about the NTTA's customer service through an online survey. Customers are asked to rate their experience with the NTTA on a scale of one to five.

FACT

NTTA received the highest number of excellent ratings for making it convenient to pay tolls.

90%

Customer Satisfaction Rating

49,761 Responses

79%

First Contact Resolution

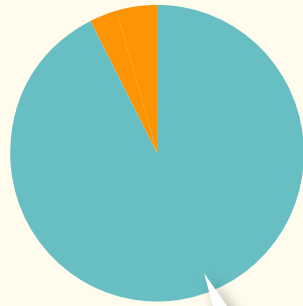
YTD 2012

72%

NTTA Satisfaction Top Rating

49,761 Responses

MOTORISTS HELP GET US WHERE WE'RE GOING, TOO.



90%
CUSTOMERS PAY IN FULL

The NTTA's revenues increased during FY 2012 due to the region's continued growth and more people taking advantage of the Authority's expanding toll road network to avoid traffic congestion.

- While more than 90 percent of the NTTA's customers pay their tolls in full, the NTTA has cracked down on habitual violators who have at least 100 or more unpaid tolls and at least 16 notices requesting payment. The Authority maintains a Top Toll Violator page on its website containing the names of these individuals to inform them that they are subject to additional enforcement action.
- The NTTA is also seeking legislative remedies to block vehicle registrations of habitual violators who refuse to pay.
- The majority of people using toll roads applaud the NTTA for its efforts to ensure payment from all toll road drivers. With this aggressive program, the NTTA has also substantially increased collections.

PAY YOUR BILL INITIATIVE

A multi-media campaign, which rolled out in mid-2012, explained in no uncertain terms that motorists must pay past due ZipCash bills, or risk going to court and being fined even more. The campaign was produced in English and Spanish and appeared in outdoor advertising, online and radio. While the get-tough ads were

primarily directed to people who ignore multiple bills from the NTTA, an equally strong message of appreciation was sent out to loyal TollTag customers and other drivers who pay their ZipCash invoices on time.



OUT-OF-STATE DRIVERS PAY TOO

Out-of-state drivers make up 1.7 percent of all transactions on NTTA toll roads.

In 2012, the Authority entered into an interlocal agreement with the Louisiana Department of Transportation and Development to share driver's license information from out-of-state

drivers who use each other's tolling facilities. Even when there is not an agreement in place, the NTTA pursues tolls owed by out-of-state drivers by partnering with a third party provider to acquire vehicle information from all 50 states.

The most efficient way for either in-state

or out-of-state drivers to pay for using NTTA toll roads is by getting a TollTag. A Zip-Pass account is also available as a short-term method for visitors to pay for tolls in personal or rental vehicles.

The NTTA received
HIGH RATINGS
from its customers for:

ROAD CLEANLINESS

ROAD CONDITIONS

**MAKING IT EASIER
TO PAY TOLLS**

TOGETHER, MOVING IN THE RIGHT DIRECTION.

The NTTA's leadership strongly believes in community engagement and education, and this philosophy is woven into everything that the Authority does. Simply put, the NTTA cares and takes pride in its customer service and the support its employees extend to motorists, vendors and contractors, as well as the nonprofit organizations whose missions align with NTTA priorities.

● As a year-round sponsor of Mothers Against Drunk Driving (MADD) programs in North Texas, the NTTA remains focused on safe driving.

ECONOMIC IMPACT

Even drivers who never take advantage of the convenience, time savings and safety offered by NTTA roadways benefit when an NTTA toll road opens nearby. Money the NTTA invests in the region has had a demonstrated, exponential rate of return for communities around our roadways, with increased property values, new jobs and economic activity. Every time the NTTA opens a new road, a seed for economic growth is planted.

MOTHERS AGAINST DRUNK DRIVING

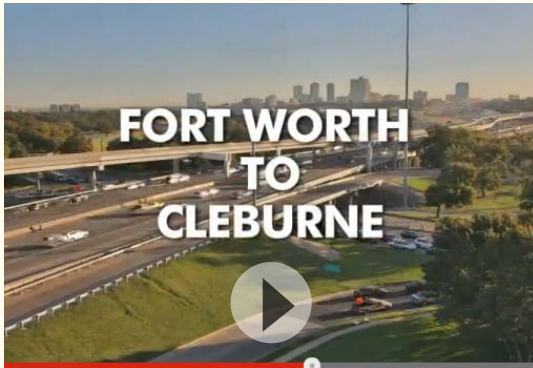
In April, NTTA staff volunteered their time to participate in Walk Like MADD to raise awareness about the dangers of drunk driving and raise money for victim services offered by MADD. In December, the NTTA reminded drivers to designate a driver for holiday celebrations through newsletter articles, website ads, a holiday card and the distribution of red ribbons for MADD's "Tie One On for Safety" campaign.

SPEAKERS BUREAU

Hundreds of homeowner groups, civic clubs, professional organizations and community leaders have learned how to navigate the complicated landscape of North Texas transportation and mobility options through the NTTA Speakers Bureau.

Groups schedule times with topical experts to help their membership learn more about the Authority's extensive toll road network, projects under construction and other NTTA initiatives.





VIDEO: CHISHOLM TRAIL PARKWAY



VIDEO: BUSH TURNPIKE TOUR



VIDEO: NTA SAFETY TRUCK DEMO

KEEPING ALL EYES ON THE ROAD.

WEBSITE AND PAYMENT OPTIONS

As a customer-driven organization, the NTTA constantly initiates new services and enhances even its most successful programs to ensure that all of its systems meet and exceed the expectations of the public.

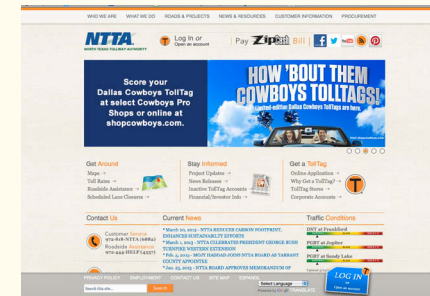
SOCIAL INNOVATION

The NTTA embraces new options for social media that interacts with customers and learns what drives them. Find the NTTA on Facebook, Twitter and YouTube.



A whole new "driving experience" became available in late spring with the launch of the NTTA's redesigned website at www.NTTA.org. The new site offers multiple ways to access information, with categorized drop-down menus and section blocks on the home page. Answers to questions can be found with only a few quick clicks. Featured sections include project updates, contracting

opportunities and community involvement. The site was enhanced with more robust and up-to-date information about roads, toll rates, customer services, operations, finances and outreach. Spanish translations of key pages are available along with the Google Translate tool that will translate every page into multiple languages.



CUSTOMERS CAN SEND THEIR FEEDBACK AND SUGGESTIONS TO TALKTONTTA@NTTA.ORG.

FACT SHEET

2012 TOTAL NTTA SYSTEM REVENUE

\$551.3 MILLION (Preliminary and unaudited)

2012 NTTA SYSTEM TOLL REVENUE

\$522.6 MILLION (Preliminary and unaudited)

2012 NTTA SYSTEM DEBT SERVICE

\$351.7 MILLION (Preliminary and unaudited)

2012 NTTA SYSTEM TOTAL TRANSACTIONS

587.2 MILLION (Preliminary and unaudited)

2012 TOTAL SPECIAL PROJECTS SYSTEM REVENUE

\$7.7 MILLION (Sept. 2011-Aug. 2012)

2012 SPECIAL PROJECTS SYSTEM TOLL REVENUE

\$6.4 MILLION (Sept. 2011-Aug. 2012)

2012 SPECIAL PROJECTS SYSTEM DEBT SERVICE

\$61.7 MILLION (Sept. 2011-Aug. 2012)

2012 SPECIAL PROJECTS SYSTEM TOTAL TRANSACTIONS

12.6 MILLION (Sept. 2011-Aug. 2012)

AVERAGE TOLL RATE PER MILE

15.3 CENTS

(TollTag rate; ZipCash rate is 50% greater)

EMPLOYEES

704

TOLLTAGS

TOTAL TOLLTAGS

2,575,517

TOTAL TOLLTAG ACCOUNTS

1,358,396

AVERAGE TOLLTAGS PER ACCOUNT

1.9

CUSTOMER SERVICE

TOTAL CUSTOMER CONTACTS

4,548,128 (All channels)

AVERAGE PER WEEK CUSTOMER CONTACTS

87,464

ROADWAY CUSTOMER SERVICE & COMMAND CENTER

TOTAL MOTORIST ASSISTS HANDLED

17,655

AVERAGE MOTORIST ASSISTS HANDLED

333 PER WEEK

AVERAGE RESPONSE TIME

10:47 MINUTES

LANE MILES MAINTAINED

850.48

DALLAS NORTH TOLLWAY

PRESIDENT GEORGE BUSH TURNPIKE

SAM RAYBURN TOLLWAY

MOUNTAIN CREEK LAKE BRIDGE

ADDISON AIRPORT TOLL TUNNEL

LEWISVILLE LAKE TOLL BRIDGE

PRESIDENT GEORGE BUSH TURNPIKE

WESTERN EXTENSION

LANE MILES UNDER CONSTRUCTION

99.34

CHISHOLM TRAIL PARKWAY

EXECUTIVE AND SENIOR STAFF MEMBERS



GERRY CARRIGAN

EXECUTIVE DIRECTOR/CEO

JOHN CARREKER

DEPUTY EXECUTIVE DIRECTOR/COO

THOMAS J. BAMONTE

GENERAL COUNSEL

JANICE D. DAVIS, CPA, CGFM, CGMA

ASSISTANT EXECUTIVE DIRECTOR OF STRATEGIC &
INNOVATIVE SOLUTIONS AND INTERIM ASSISTANT
EXECUTIVE DIRECTOR OF FINANCE/CFO

ELIZABETH MOW, PE

ASSISTANT EXECUTIVE DIRECTOR OF
INFRASTRUCTURE

FELIX ALVAREZ

DIRECTOR OF PROCUREMENT AND
BUSINESS DIVERSITY

NINA ARIAS

DIRECTOR OF HUMAN RESOURCES

JOHN BANNERMAN

INTERIM DIRECTOR OF CUSTOMER SERVICE

DANA A. BOONE

DIRECTOR OF CASH AND DEBT MANAGEMENT

ANTHONY L. COLEMAN

DIRECTOR OF BUSINESS DIVERSITY

PETE HAVEL

DIRECTOR OF LEGISLATIVE AFFAIRS

ERIC HEMPHILL

DIRECTOR OF MAINTENANCE

KIMBERLY JACKSON

DIRECTOR OF PUBLIC AFFAIRS

MAGDALENA KOVATS

DIRECTOR OF INTERNAL AUDIT

MARTY LEGÉ

DIRECTOR OF SYSTEM AND INCIDENT
MANAGEMENT

DAVE POUNDS

DIRECTOR OF INFORMATION TECHNOLOGY

CARRIE ROGERS

DIRECTOR OF GOVERNMENT AFFAIRS

KIMBERLY A. TOLBERT

CHIEF STRATEGIC OFFICER

RAY ZIES, CPA, CGFM, CGMA

CONTROLLER

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Phone: 214-461-2000

CUSTOMER SERVICE CENTER

972-818-6882 (NTTA)
CustomerService@NTTA.org
<https://csc.NTTA.org/olcsc/>

IRVING TOLLTAG STORE

5555 President George Bush Turnpike
Irving, Texas

BUSINESS DIVERSITY DEPARTMENT

214-461-2007
www.NTTA.org/procurement/busdiv

PROJECT UPDATES

www.NTTA.org/roadprojects

PUBLIC INFORMATION REQUESTS

PIAofficer@NTTA.org

SAFETY IDEAS/CONCERNS

Safety@NTTA.org

MEDIA INQUIRIES

214-224-3079

ETHICS/FRAUD HOTLINE

214-224-2488

CAREERS

214-224-2079

www.NTTA.org/AboutUs/Jobs/



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