NORTH TEXAS TOLLWAY AUTHORITY



YOU DRIVE THE NTTA

The ability to recognize and meet the needs of our

CUSTOMERS, to forge PARTNERSHIPS that drive progress, to

formulate GREAT IDEAS and to execute them, to focus not just

on today's challenges but also on future OPPORTUNITY, to

maintain consistent FINANCIAL STRENGTH—these are the

things that **DRIVE THE NTTA**.

The M I S S I O N

of the North Texas Tollway Authority is to improve the quality of life, mobility and the regional economy of North Texas by providing fiscally sound toll facilities.

Behind every successful endeavor is a driving force, a compelling reason to do a job better than it's ever been done before. At the NTTA, our impetus comes from knowing that our work has a significant, sustaining impact on the quality of life for the people and communities we serve. We build roads that

NTTA BOARD OF DIRECTORS



In 2004, the chairmanship of the NTTA Board rotated as provided in the bylaws. The Board elected David D. Blair, Jr. as Chairman and acknowledged with appreciation the past leadership of Donald D. Dillard.

From left to right, Board Members William W. Meadows, Alan E. Sims, Donald D. Dillard, Kay Walls, Chairman David D. Blair, Jr., Vice Chairman Jack Miller and Paul N. Wageman.

connect people and destinations in new ways. We open pathways to greater mobility throughout North Texas. And we provide time-saving convenience to thousands of drivers, every day.

Our efforts are bolstered by the collaborative contributions of local governments and agencies, as we work hand-in-hand to develop strong solutions that serve the needs of all.

In 2004, we made substantial progress on all fronts. We improved the way we serve customers in every context-at the point of toll collection, in our customer service center, on the phone, and on our web site. We forged ahead on a multitude of projects, working through environmental clearances, planning, groundbreaking, construction and completion. We opened the multi-level interchange at the Dallas North Tollway (DNT) and SH 121 and began work on a new plaza design at Gaylord Parkway that will change the face and functionality of our toll plazas for the future. We continued to generate revenues that outpace projections and strengthened our alreadysolid financial position through strategic refinancing measures. We set challenging goals for maintaining our roadway assets and equipment and soundly exceeded those goals. We made a giant leap forward in merging technology with traffic management. We became a better, stronger organization, serving more people with more services and more roads in 2004.

We know that we are not just building roads. We are using all our resources—innovation, technology, knowledge, experience and partnerships—to blaze new trails in mobility. We are meeting the transportation needs of today, and we are looking down the road to the needs and opportunities that lie ahead.

Quite simply, it's the good that we do for our customers and communities that motivates us to do our best. That's what DRIVES THE NTTA.

CUSTOMERS

everything we do at the NTTA. Our highest priority is to provide the best service and value that we can, on the road and off, to the 900,000 people who drive the 48.7 miles of NTTA roads every day.

are the focus of

What our customers expect, first and foremost, is mobility. They want to get where they are going quickly. Of course meeting this need means building roads in the right places. We are reaching out in every direction with roads that now stretch from the City of Garland on the east to Irving on the west, and from the edge of downtown Dallas to Frisco.

Another thing our customers want is to move through toll collection points without delay. To better meet that need, we now have Express Lanes at every toll plaza for TollTag customers. And, to ensure that our cash-paying customers get fast, efficient toll booth service, in 2004 we restructured our toll collection organization and implemented new training programs focused on improving customer service. The result is a reinvigorated force of over 350 people, representing more than half the total NTTA organization and packing a new level of professionalism into every two-second toll booth encounter with customers.

We made our roads even safer for our drivers with the decision in 2004 to install pre-cast concrete safety barriers on the entire 25-mile length of the President George Bush Turnpike (PGBT). Although the Turnpike already met all state and national safety requirements, these barriers provide an additional level of protection from potential crossover accidents.

In addition to offering mobility, convenience and safety, we work to provide our customers with a pleasant driving experience. In 2004, we began a large-scale landscaping project that encompasses more than 125 acres along the PGBT. When complete, we will have planted over 2,500 trees and 308,000 shrubs,

vines and ornamental grasses along the Turnpike, as well as installing an irrigation system with enough miles of piping to stretch from Plano to Austin.

We work just as hard to serve our customers when they are not on the road. On average, we receive over 28,000 contacts weekly from customers who phone, email, fax, mail or visit our customer service center. In 2004, we implemented a new quality monitoring system in our call center that allows us to track and improve customer interaction methods with unprecedented precision. Consequently, we are providing our customers with faster, more efficient service. The average waiting time for callers was reduced to 19 seconds in 2004, and our representatives are now able to process more calls in the course of a day. An increasing number of customers use our interactive voice response system and our newly improved web site for 24-hour accessibility. Last year, nearly a third of callers opted to use the interactive voice response system to get information and manage their accounts. In addition, 35 percent of new TollTag customers chose to sign up via the NTTA web site. As a result of all these improvements, our customer service center consistently receives high marks in quality of service. Our own surveys show that 90 percent of customers surveyed rate the NTTA service experience as "outstanding" or "excellent," a number that is substantiated by external surveys.

We are making it easier, safer and more convenient for people to use our roads and do business with us. That's our goal, because our customers

DRIVE THE NTTA.

Did You Know?

The NTTA customer

service center is a

certified Center of

Excellence, measured

by Purdue University.



foundation of our work at the NTTA. To effectively and successfully serve the mobility needs of the North Texas region, we forge strong working relationships with government agencies, municipalities and transportation providers-not only in our fourcounty region, but throughout the state and the nation as well. We also draw on the expertise of experts in the business sector, industry peers, special interest groups and other entities. Although not partnerships in the legal sense, the NTTA and our

> allies work together to foster the teamwork that strengthens our ability to achieve the best results for our patrons and our region.

The NTTA operates 48.7 miles of toll roads, with more than 15 additional miles of toll roads approved

Did You Know?

for construction.

There is no better illustration of how well these partnerships work than in our construction projects. From start to finish, we engage all stakeholders in the processes surrounding input, planning, design and implementation. Our roadway projects are collective ventures that include the NTTA, local governments and agencies such as the Dallas

Regional Mobility Coalition, the North Central Texas Council of Governments, the North Texas Commission, the Regional Transportation Council, the Tarrant Regional Transportation Coalition and the Texas Department of Transportation (TxDOT).

In 2004, these partnerships led to continuing progress on a number of key projects throughout our region.

In addition to roadway projects, we also rely on partnerships to bring innovative ideas to life, such as the interoperability initiative, which expands the use of the TollTag to other areas. Through TeamTX, a coalition of toll road and bridge authorities, we created a forum that brought TxDOT, Harris County Toll Road Authority and the NTTA together to take the critical first steps toward enabling Texas drivers to use one transponder and one toll account statewide.

We've taken the benefits of partnership into the business community with an on-line vendor registration program that allows us to tap a broader scope of outside products and services. This resource on the NTTA web site also streamlines the solicitation of bids through the use of an electronic bidding system.

Also in 2004, we embarked on a new peeragency program by joining forces with Florida's Turnpike Enterprise to share best business practices through informational exchanges and summit conferences. This program brings mutual benefit to both agencies, as our two successful organizations learn from each other by focusing on key areas such as organization, staff management, procurement, operations, asset management and financial management.

There are many kinds of partnerships. All bring vitality to the process and value to the end product. We've learned building relationships helps us build better roadways and provide better saving. That's why partnerships continue to

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GREAT IDEAS

are just great ideas unless they are explored, developed and executed. The NTTA has long been a place where great ideas take shape, break barriers and become innovative projects, programs and practices.

Years ago, we pioneered the use of electronic toll collection with the introduction of the TollTag system, becoming the first toll road in the United States to do so. This idea has grown to global proportions and now the technology is used in many countries around the world. We were the first in Texas to build Express Lanes for electronic toll collection, an idea that greatly improved traffic flow through toll plazas. We also developed an integrated software system to manage toll collection and enforcement, an idea which has gained nationwide recognition and has been marketed successfully to other agencies.

We had the idea that our customers would like using the TollTag in places other than our own roads, so in 2003 we initiated interoperability agreements with the Harris County Toll Road Authority (HCTRA) and the Dallas/Fort Worth International Airport (DFW). In 2004, over one million transactions were exchanged with HCTRA, as customers enjoyed the new convenience of using one toll device for both regions. In addition, more than four million TollTag transactions were processed at DFW's pass-through lanes and terminal parking. In 2005, our TollTag customers will be able to use their TollTags for all parking areas and ground transportation at DFW, as well as at Dallas Love Field Airport.

Some great ideas become even greater through cooperative action. In 2004, we continued the installation of fiber optic cable along our roadways. These 288 strands of cable have more than enough capacity to manage our data and communications needs far into the future. Working with regional partners such as the

North Central Texas Council of Governments, Dallas Area Rapid Transit and TxDOT, we are investing in fiber optic capacity beyond our own needs to enable the sharing of communication capacity with other agencies in our region. As the other agencies

make the same commitment to a high-capacity communications infrastructure, we will acquire a widespread network which will support the IT initiatives of the entire region.

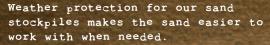
In 2004, we transformed our command center into a fully integrated, centralized communication and roadway management operation. Each week, we receive over 4,000 calls from motorists reporting accidents or other incidents on our roads. In 2004, we began developing technology and systems that will detect these incidents in seconds, rather than minutes, enabling us to dispatch assistance to the scene more quickly. During the year, we installed 20 closed-circuit video cameras, the first of nearly 200 that will be in place by the end of 2005, at critical vantage points along our roadways. We also are implementing advanced incident detection technology to monitor traffic conditions and alert the command center of any abnormal activity. This is the first time this sophisticated technology, which was developed for high-security use overseas, has been used for traffic incident management. We are building-in additional roadway management technology, such as weather pavement and traffic sensors, to provide even more information. In 2004, we installed additional dynamic message signs to communicate traffic and roadway information to motorists, including the estimated travel time between toll plazas based on current traffic conditions-another innovative idea utilizing TollTag technology. All these enhancements are part of our Intelligent Transportation System program and will be incorporated into the initial construction of future roadways.

The best thing about ideas is they are without limits. There are no limits to the number of ideas that can be generated, to the possibilities they can spark, to the benefits they can bring or the sphere of influence they will have. We're always open to great ideas because they give rise to the innovations that



Did You Know?

The NTTA customer service center receives about 3,500 calls per day. The average answer time is only 19 seconds.



Cone placement vehicles provide enhanced safety for our maintenance crews.



Hanging sand spreaders enables us to deploy trucks faster when the need arises. Our "Wave at Wally" campaign has helped increase safety and awareness at our toll booths.

OPPORTUNITY

is the roadmap of the future for the NTTA. It represents potential new avenues of progress as we work to meet the challenges of economic growth throughout the North Texas region.

Our success depends upon our ability to recognize, predict and act upon opportunity. To that end, we devote considerable time and effort to studying the ever-changing landscape of demographic trends, economic growth indicators, and transportation needs.

Our region is experiencing robust economic growth. By the year 2030, the population in the Dallas/Fort Worth area is expected to increase by 44 percent, and employment is projected to rise by 42 percent. Furthermore, much of the state's total growth is expected to occur in the four counties served by the NTTA: 69 percent of the total population growth and 83 percent of the total employment growth. More people and more jobs translate into a need—or, in our view, an opportunity—for more roads and improved mobility. Our task will be to chart the course of projects, roads and services which will best meet those needs.

The NTTA has proven its ability to meet the needs of a growing region. Looking back, we see the average number of toll transactions—a good indicator of traffic volume on our roads—has increased from 185,000 a day in 1990 to 864,000 in 2004. At the end of 2004, there were nearly 900,000 active TollTags in use, and TollTags accounted for 85 percent of all transactions on our roadways during peak hours. We are building roads to keep pace with the economic growth of the region, and people are driving those roads in increasing numbers.

In fact, our history shows that economic growth and toll road development go hand-in-hand. Along our toll roads, new establishments fill the corridors defined by the roads, including retail, health care, entertainment, sports and industrial complexes. Simply put, our roads are designed to follow economic growth, and economic growth follows our roads. It is a win-win opportunity for us and for the customers and communities we serve.

We believe the NTTA is well positioned to take advantage of future growth opportunities. We have a flourishing system of roadways, a pipeline of vital projects, a financial position of enviable strength, a large and growing customer base, and a foundation of knowledge, experience and technological expertise that is unmatched in our industry. Most important, we have a team of experienced, enthusiastic people rising daily to the challenge of our mission: to improve the quality of life, mobility and regional economy of North Texas.

At the NTTA, we don't just wait for opportunity. We seek it out. And we work hard to ensure that our organization has the resources and means to take advantage of it at every turn. The vast opportunity which is created by a changing world—and our ability to capitalize on it—is what

Did You Know?

The Tag Wagon, a

The Tag Wagon, a

mobile TollTag

marketing and vehicle,

distribution businesses

distribution businesses

visited 117 businesses

and special events

and special events

in 2004.



FINANCIAL STRENGTH

has become a hallmark of the NTTA. Year after year, we prove our ability to generate revenue growth, maintain strong cash flow and manage our assets exceedingly well. 2004 was no exception.

During the year, we took advantage of opportunities in the marketplace to refinance and restructure a substantial portion of our long-term debt. Utilizing a broad scope of financial instruments, we negotiated lower interest rates that will benefit us for decades to come. This represents significant, long-term cost savings and also increases our capacity to issue debt for future projects.

Our financial position provides a solid foundation for the entire scope of our work. It enables us to create long-range plans with financially viable budgets built into the process. It funds our current operations and enables us to invest in value-adding initiatives, such as superior maintenance programs that preserve our assets and roads, state-of-the-art technology throughout our road systems and support services, system-wide aesthetic enhancements,

landscaping, advanced communications systems, training programs which foster world-class customer service, and many more. In 2004, our strong cash position also enabled us to underwrite the design stage of the DNT Extension Phase 3, a stage that is usually included in the overall financing of a project through the issuance of revenue bonds. Completing the design stage enabled us to more accurately estimate the costs of the project before issuing revenue bonds for the construction stage. This put us in a favorable position that was met with confidence by the market.

Our financial processes are surrounded by measures designed to ensure integrity and safeguard our assets. We pay close attention to the basics:

strong internal controls, careful oversight and thoughtful stewardship. In 2004, we revamped our procurement policy, standardizing procedures and centralizing certain processes to improve the way we obtain goods and services. We also strengthened the integrity and security of our systems as part of our continuous improvement strategy.

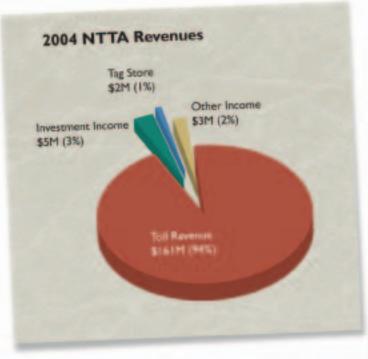
The principles that shape our financial position are echoed throughout our organization. We resolve to bring our best to every project, to be a valued partner and to value the contributions of our partners, to serve our customers and communities well, and to be everlasting pioneers in our industry. We are disciplined in our strategies and agile in our response to change. We are guided by experienced, conservative and visionary management, firmly committed to operating excellence and equally committed to positioning for the future. All these things, together, make up the strength that

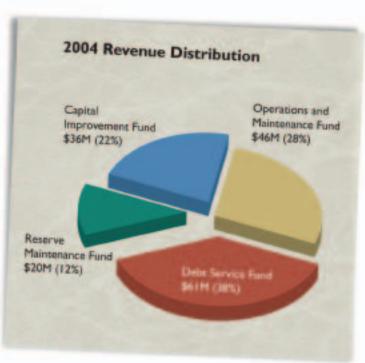
DRIVES THE NTTA

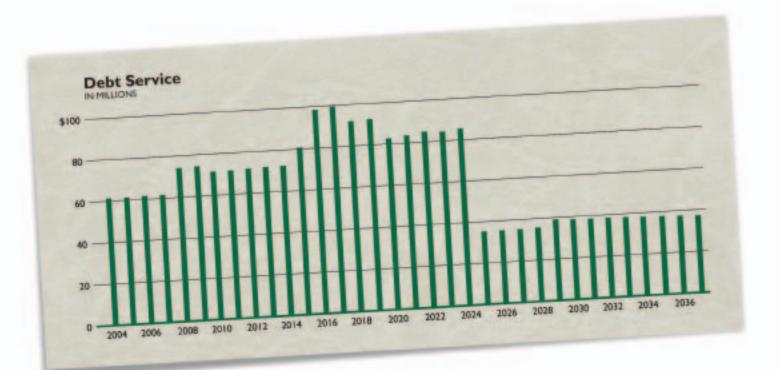


Did You Know?

In 2004, the NTTA
exchanged 1,158,015
transactions with Harris
County through
interoperability and
\$17,147,126.85 in
transactions at
DFW Airport.







2004 NTTA ACCOMPLISHMENTS

DALLAS NORTH TOLLWAY

- · Completed construction of the DNT/SH 121 Interchange, which opened to traffic four months early
- Completed design and awarded the first of three construction contracts for the DNT Extension Phase 3 project
- Awarded contract for the construction of the Gaylord Parkway ramp plazas, the first to use the new design concept
- · Developed landscaping concepts for the DNT

PRESIDENT GEORGE BUSH TURNPIKE

- Initiated implementation of the PGBT turf establishment project
- · Initiated implementation of the PGBT landscape project
- Received approval for the Final Environmental Impact Statement for the PGBT Eastern Extension project and initiated design, surveys and right-of-way acquisition
- Finalized preliminary agreements with local and state governmental entities necessary for the PGBT Eastern Extension construction
- Accelerated construction of PGBT Segment IV by four months, allowing the opening date to advance to October 1, 2005

SOUTHWEST PARKWAY

- Assisted TxDOT in Final Environmental Impact Statement approval and conducting the second public hearing for the Southwest Parkway
- Negotiated an agreement with TxDOT and the City of Fort Worth for a Corridor Master Plan process to establish context-sensitive design solutions for the corridor

TRINITY PARKWAY

 Received Environmental Streamlining determination by the Federal Highway Administration for the Trinity Parkway

CAPITAL IMPROVEMENTS

- Developed "customer-friendly" implementation plan for the capital improvements program, which includes implementation of the System-Wide Design Guidelines developed in 2003
- · Conducted bidding process for 25 capital improvement and reserve maintenance projects

COMMUNICATIONS

- Enhanced Legislative program with proactive meetings and communication with local, state and national elected officials
- Prepared monthly presentations to DRMC, TRTC and Metroplex Mayors
- · Continued media information and relations development
- · Continued organization and production of TeamTX meetings
- · Implemented first phase of the "Wave at Wally" campaign



CUSTOMER SERVICE

- Expanded opportunities for customer contracts through user-friendly web site enhancement and implementation of a call center interactive voice response system
- Initiated an expanded quality monitoring system, allowing review of customer interactions to monitor effectiveness of training and coaching processes
- Enhanced the NTTA command center to provide a centralized communication point to improve safety, security and mobility through improved traffic and incident management
- Initiated a "Best Practices Alliance" with Florida's Turnpike Enterprise

FINANCIAL

- Transitioned to new trustee and commercial banks and reconstituted the letter of credit for the NTTA commercial paper program
- Reorganized and expanded the Procurement Services Department, incorporating new policy and procedures, management positions, centralized receiving and a purchasing card program
- Expanded and enhanced the internal control program
- Continued improvement of the debt portfolio by adopting a Swap Management Plan and executing a forwardstarting, fixed payer interest rate swap and by commissioning updated system traffic and revenue projections
- Increased outreach to disadvantaged business enterprises under the Business Opportunity Policy and Program

HUMAN RESOURCES

- Transformed the Toll Collection Department to support the NTTA customer service mission statement
- Developed a comprehensive NTTA policy manual, incorporating all current Authority and departmental policies
- Completed re-selection process for the general counsel consultant
- · Initiated the re-selection process for the traffic and revenue consultant and general engineering consultant

MAINTENANCE

- Continued a world-class asset management program to ensure the NTTA's assets are maintained at a Boardestablished condition rating of 8 or above
- · Designed and bid 29 contract projects to repair and maintain the assets of the NTTA
- · Established a thorough plan review process to address long-term maintenance issues in construction
- · Developed and implemented a central receiving process
- Procured and implemented a policy to obtain the lowest emissions vehicles possible per class to support regional clean air initiatives

TECHNOLOGY

- Expanded the interoperability transactions for the Dallas/Fort Worth International Airport and the Harris County Toll Road Authority
- Installed closed-circuit television cameras, dynamic message signs, weather pavement sensors and traffic sensors
- Implemented a data backup and recovery solution and established a warm data center for critical applications in support of the Business Continuity Plan
- Enhanced the information security program to include control management initiatives, security and patch deployment tools and remote access and extranet initiatives
- Implemented an electronic bidding system which allows contractors to download plans and specifications via the web site and submit their bids electronically

PROJECTS

Dallas North Tollway (DNT)

In 2004, we completed the DNT extension from Legacy Drive to Gaylord Parkway, including the DNT/SH 121 Interchange, opening up new accessibility to the bustling sports, entertainment and retail complex at the DNT's north end. Previously scheduled as two successive projects, the three-level interchange was constructed as one project, a joint effort of TxDOT and the NTTA, and was completed four months ahead of schedule.

We began construction of a new prototype toll plaza featuring advanced design and functionality at Gaylord Parkway.

The first construction contracts were awarded for the 9.7-mile extension of the DNT from Gaylord Parkway north to US 380 in Collin County. The longest single extension project of the DNT, this extension will increase the DNT's length by 50 percent.

President George Bush Turnpike (PGBT)

Segment IV, the 5.2-mile section of the turnpike connecting IH 35E with IH 635 through Carrollton and Farmers Branch, was over 70 percent complete at the end of 2004, putting the project on an accelerated track to open in October 2005, four months ahead of schedule. The route will connect seven cities and three counties, completing the 30.5-mile turnpike connection from SH 183 in Irving to SH 78 in Garland.

The PGBT Eastern Extension received environmental clearance from the Federal Highway Administration, which allows us to proceed with design and construction of the 10.5-mile extension of the PGBT from SH 78 to IH 30. The extension will pass through the Cities of Dallas, Garland, Rowlett and Sachse and cross over Lake Ray Hubbard.

Working with the City of Garland, we advanced the scheduled construction of service roads between SH 78 and Northeast Parkway to coincide with the opening of a major mall at that location in late 2005.

Trinity Parkway

In 2004, the Federal Highway Administration designated the Trinity Parkway as an Environmental Streamlining project. This important designation, given to only a few projects nationwide, elevates the project to a priority status for the purpose of expediting permits, reviews and approvals. The NTTA's proposed 9-mile tollway is a critical first-stage component of the multi-faceted project, which involves a number of local and regional agencies. The project is designed to reduce traffic congestion on IH 35E and IH 30 in the City of Dallas.

Southwest Parkway

At the end of 2004, the environmental clearance process was in the final stages and collaborative planning was initiated for this 9.1-mile roadway, our first in Tarrant County. The road will serve the southwest part of the county, from IH 30 to the Fort Worth Central Business District.

Lewisville Lake Toll Bridge

The NTTA is partnering with Denton County, TxDOT and the Cities of Frisco, Little Elm and Lake Dallas to develop this corridor from the DNT to IH 35E. In 2004, we entered the design phase for the lake bridge, the next major step in the development of the corridor.



CUSTOMER TESTIMONIALS

"Earlier today, as I was driving south on the toll road, my right front tire blew out. I got to the exit, got off, and made the first turn I could onto a side street and stopped my car. As I was calling for help on my cell phone, here came an NTTA truck with two employees inside.

"These two men were lifesavers for me today! They got my spare out of the trunk, took off my blown-apart tire, and put the spare on. They were so nice and so helpful."

"I would like to THANK a few of your employees. I accidentally threw a very special coin my daughter gave me a few years ago into the Spring Creek toll basket and they took the time to look for and retrieve it, and now it is back in my pocket where it belongs."

"Just wanted to let you know that I had a good experience just now with Bridget. She was extremely patient with me, as I knew nothing about how TollTags work and was trying to get my manager's account updated. She was friendly and professional, and I so appreciate her service. Thank you!"

"On my commute home from work today, I encountered the orange TollTag wave at the Addison Toll Tunnel. It made me smile and brightened my glum day. I look forward to my next orange wave. Please let your employees in the field know that they are appreciated by at least one of the many cars passing by."

"I spoke with a customer service representative named Pam on August 17, 2004. I want to make NTTA aware that Pam is an invaluable asset to your organization. She maintained a pleasant demeanor and quickly resolved the situation. NTTA is truly fortunate to have a cheerful and efficient employee like Pam."

"I just got off the phone with Kennetha in customer service. I had a violation invoice that had been sent to me, and I was near panic. I thought all my information with you was up to date and couldn't imagine what the problem was. Kennetha was most patient, courteous and informed me of exactly what happened and how to avoid it in the future. She was great, and an excellent reflection on your organization. Congratulations on having such a great employee!"

Thank You For Driving



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