



**FINAL FY2018
SPECIAL PROJECTS SYSTEM
BUDGET**



View of downtown Fort Worth heading north on Chisholm Trail Parkway

TABLE OF CONTENTS

NTTA Mission	5
NTTA Board of Directors.....	5
Organizational Chart	6
NTTA Officials.....	7
Facility Map of the North Texas Region	8
Letter of Transmittal	9
INTRODUCTION	11
FY2018 Annual Operating Budget Executive Summary	13
BUDGET OVERVIEW.....	17
FY2015 – FY2018 Revenue Detail.....	20
Sources and Uses FY2018 to FY2017	22
FY2018 Estimated Revenue Fund Requirements.....	23
FY2018 Estimated Debt Service Fund Requirements.....	24
FY2018 Estimated Operating Fund Requirements.....	25
FY2015 – FY2018 Summary of Funds.....	26
Department by Account Category FY2018.....	28
FY2015 to FY2018 Actual vs. Budget by Department	30
Operating Fund Budget by Account FY2018	32
All Funds Budget by Account FY2018	36
Flow of Funds	40
DEPARTMENTAL BUDGETS	41
Operating Fund Budget Comparisons FY2018 to FY2017.....	43
ADMINISTRATIVE SERVICES DEPARTMENTS	44
Accounting Department.....	44
Administration Department.....	45
Board of Directors Department	46
Cash and Debt Management Department.....	47
Financial Planning and Analysis Department.....	48
Human Resources Department.....	49
Internal Audit Department	50
Legal Services Department.....	51
Procurement and Business Diversity Department	52
Public Affairs Department.....	53

Shared Services Department.....	54
OPERATIONAL SERVICES DEPARTMENTS	55
Customer Contact Center and Collections Department.....	55
Information Technology Department.....	56
Maintenance Department.....	57
Operations Department.....	58
Project Delivery Department.....	59
System and Incident Management Department.....	60
OTHER FUNDS	61
Construction Fund Projects.....	63
Major Maintenance Fund Projects or Purchases.....	67
Capital Expenditures Fund Projects or Purchases.....	70
Rate Stabilization Fund	72
APPENDICES.....	73
Appendix A: TIFIA Agreement	75
Appendix B: Toll Equity Loan Agreement.....	79
Appendix C: Trust Agreement.....	83
Appendix D: Debt Policy	106
Appendix E: Major Revenue Source including C&M Estimates.....	109
Appendix F: TELA Project Budget Comparison.....	115
Appendix G: Glossary of Terms and Acronyms.....	117

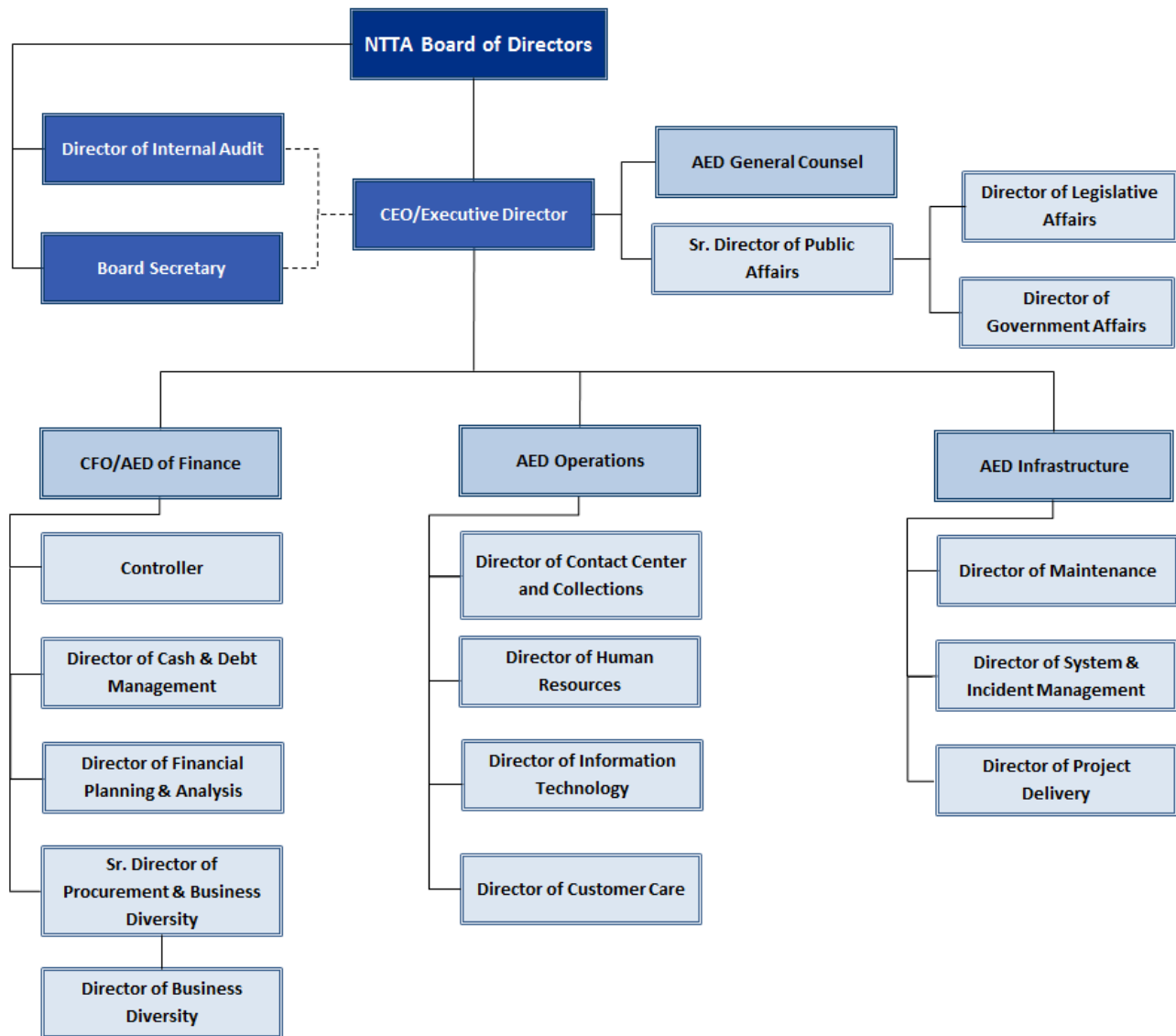
NTTA Mission

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.

NTTA Board of Directors

Kenneth Barr Chairman	Bill Moore Vice Chairman	William D. Elliott Director
		
Tarrant County Appointee	Collin County Appointee	Gubernatorial Appointee
Carl O. Sherman Director	Mojoy Haddad Director	John Mahalik Director
		
Dallas County Appointee	Tarrant County Appointee	Denton County Appointee
Michael R. Nowels Director	George "Tex" Quesada Director	Jane Willard Director
		
Denton County Appointee	Dallas County Appointee	Collin County Appointee

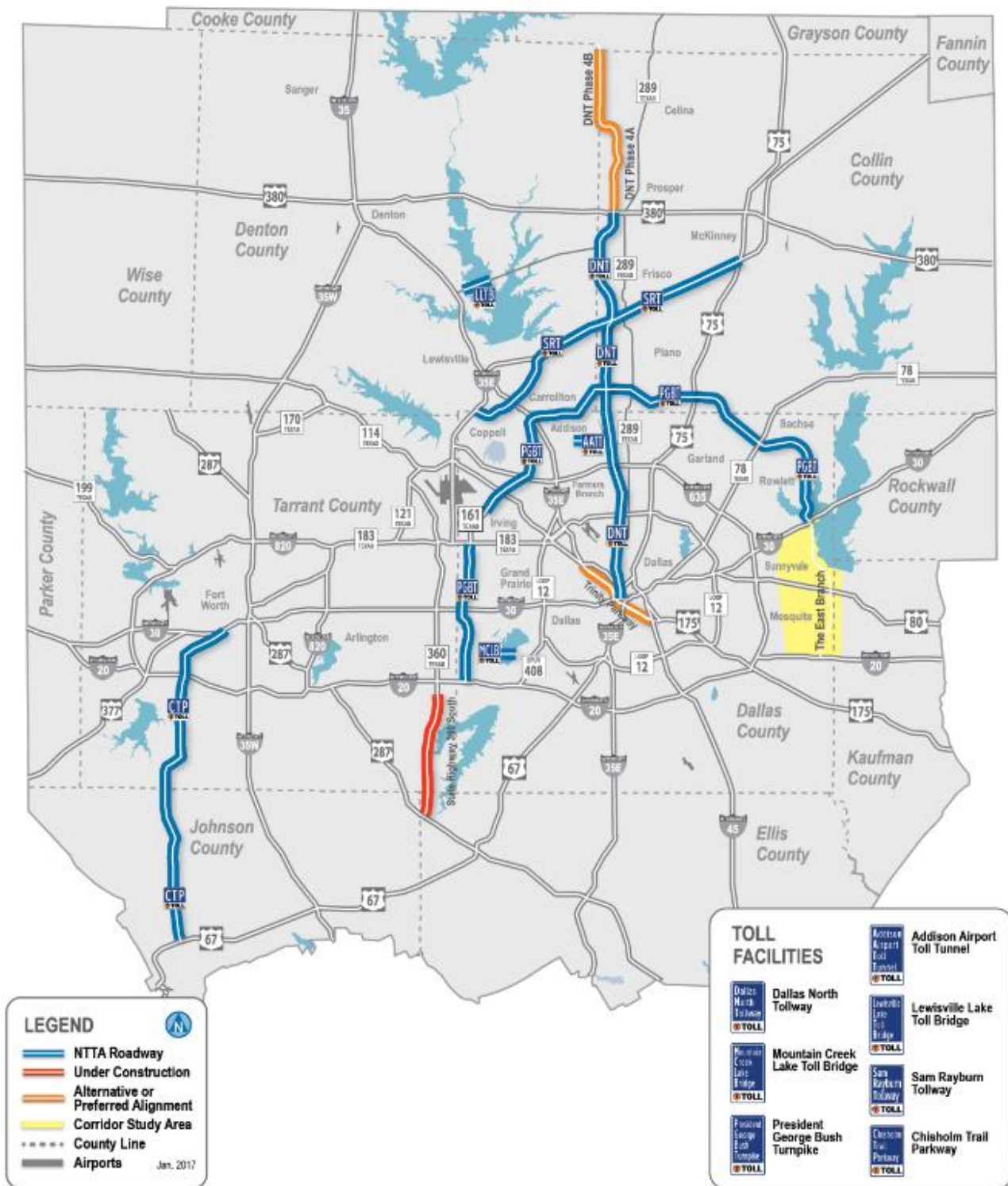
Organizational Chart



NTTA Officials

Gerald E. Carrigan	CEO/Executive Director
Lorelei Griffith	Board Secretary
James Hofmann	Assistant Executive Director, Operations
Elizabeth Mow, P.E.	Assistant Executive Director, Infrastructure
Horatio Porter, CPA	CFO/Assistant Executive Director, Finance
Dena DeNooyer Stroh	Assistant Executive Director, General Counsel
David Evans	Senior Director, Procurement and Business Diversity
Kimberly Jackson	Senior Director, Public Affairs
Arturo Ballesteros	Director, Legislative Affairs
John Bannerman	Director, Customer Care
Dana Boone	Director, Cash and Debt Management
Magdalena Brady	Director, Internal Audit
Anthony Coleman	Director, Business Diversity
Angela Hough	Director, Assistant General Counsel
Eric Hemphill, P.E.	Director, System and Incident Management
Robert Hurmence	Director, Financial Planning & Analysis
Craig Lockett	Director, Human Resources
Mark Pavageau, P.E.	Director, Maintenance
Brian Reich, CPA	Director, Controller
Yosvany Rodriguez	Director, Contact Center & Collections
Carrie Rogers	Director, Government Affairs
Sabu Stephen	Director, Information Technology
Vacant	Director, Project Delivery

Facility Map of the North Texas Region



Letter of Transmittal

We are pleased to submit for your review and approval the FY2018 Budget for the Special Projects System of the North Texas Tollway Authority (“NTTA” or “Authority”).

The FY2018 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 budget fiscal year per the agreement is September 1 through August 31. 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 FY2018 Budget with a comparison to the FY2017 Budget.

Special Projects System		
	FY2018 Budget	FY2017 Budget
Estimated Revenues	\$118,709,000	\$102,478,141
Operating Budget	\$29,307,717	\$27,525,949
Total Net Debt Service	\$74,599,442	\$62,841,961
Gross Revenue Debt Coverage	1.59	1.66
Net Revenue Debt Coverage	1.20	1.18
Major Maintenance Fund	\$3,175,412	\$4,284,632
Capital Expenditures Fund	\$2,214,096	\$693,876
Construction Fund	\$4,193,664	\$7,414,721

If you have any questions, or need additional information, please let us know. We look forward to presenting and discussing the FY2018 Budget at the June 21, 2017 NTTA Board of Directors meeting.

Very truly yours,



Gerald Carrigan, Executive Director



Horatio Porter, Chief Financial Officer



CTP motorists traveling the new Hulen Street Bridge



While traveling on the CTP, motorists can easily see Texas Christian University's Amon G. Carter Stadium as well as other campus buildings

FY2018 Annual Operating Budget Executive Summary

INTRODUCTION

North Texas continues to experience strong economic growth. The unemployment rate in the area is below that of the entire United States at 4.5% with almost 117,000 new jobs added in 2015. In the same year the DFW migrant population grew by almost 80,000 and currently there are nearly 200 people a day moving to the area. The new Clearfork development along the Chisholm Trail Parkway (“CTP”), the new IKEA store opening soon near President George Bush Turnpike (“PGBT WE”) and many new planned residential, retail and commercial projects along the facilities mean that growth in the region will continue. As an integral part of North Texas mobility solutions, the North Texas Tollway Authority (NTTA or Authority) continues to provide safe and reliable toll road options for millions of customers across the region.

The Special Projects System contains two of the eight NTTA toll roads. The PGBT WE, an 11.5-mile toll road constructed in partnership with the United States Department of Transportation (“USDOT”) and Texas Department of Transportation (“TxDOT”). The other project is the CTP, a 27.6-mile toll road that extends from downtown Fort Worth south to Cleburne. The project was a collaboration between NTTA, TxDOT, USDOT, 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).

The projects are stand-alone tollways governed by their own Trust Agreement. The SPS does not have any employees. The Authority is responsible for operating and maintaining these projects, including all accounting, debt financing and administrative services. The SPS Operating Budget is an allocation of the Authority’s operating costs along with some direct cost such as contracted maintenance services, utilities, police services and external audit fees. The allocation of costs is based on a percentage of overall lane miles and toll revenue transactions. (See page 43.)

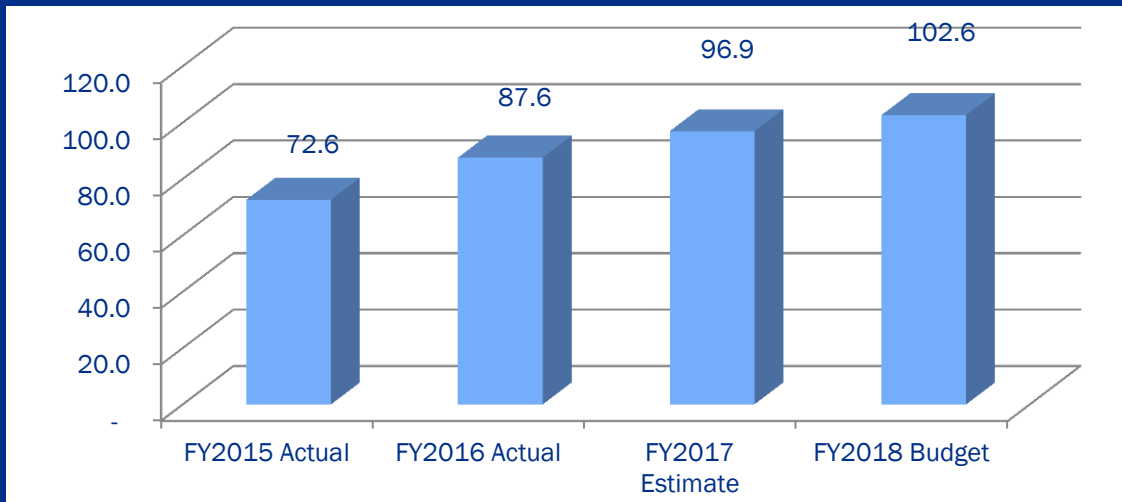
The SPS 206.1 lane miles represent 19.6% of the total Authority’s 1,049.3 lane miles. The Special Projects System and the NTTA System consist of revenue producing toll roads and service roads. The combined roads represent the total lane miles NTTA must maintain.

	FY2018 Lane Miles		
	Revenue Lane Miles	Service Roads	Total Lane Miles
Special Projects System:			
PGBT WE	53.5	52.6	106.1
CTP	100.0		100.0
Total SPS	153.5	52.6	206.1

FY2018 TRANSACTIONS

The Special Projects System is still considered a new system in the ramp up phase with CTP opening to traffic in FY2014. Toll revenue transactions for SPS are projected to increase by 5.7 million, from 96.9 million estimated in FY2017 to 102.6 million in FY2018, a 5.9% increase.

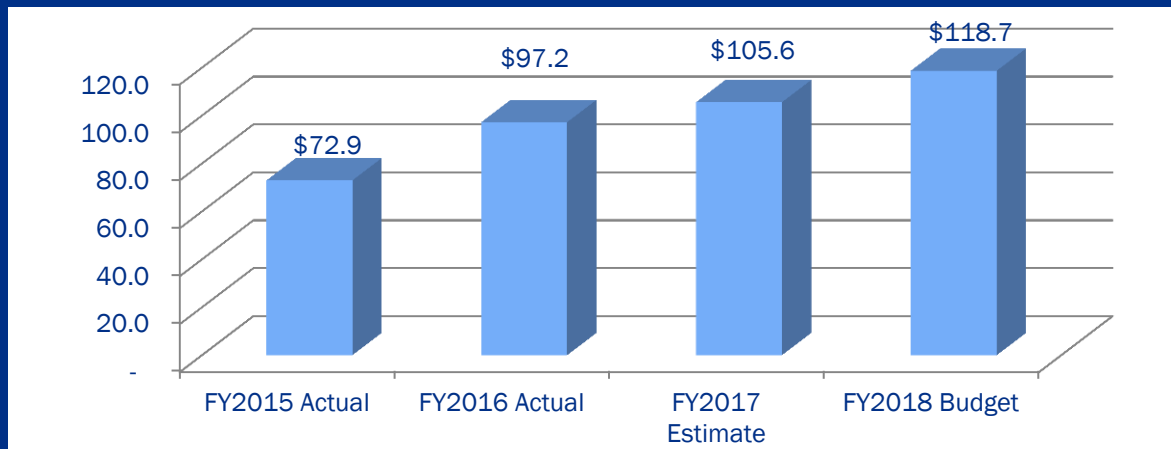
Transactions Trends (millions)



FY2018 REVENUES

Total FY2018 estimated revenues are \$118.7 million. These revenues consist primarily of \$109.7 million in toll revenues, which represent 92.4% of total revenues (See C&M revenue projections on pages 110). Other income of \$9.0 million is administrative fees associated with the processing of ZipCash invoices. The FY2018 administrative fees are based on business rules where a \$10 fee is assessed for the first notice of nonpayment and a \$25 fee for the second notice of nonpayment.

Revenues Trends (millions)

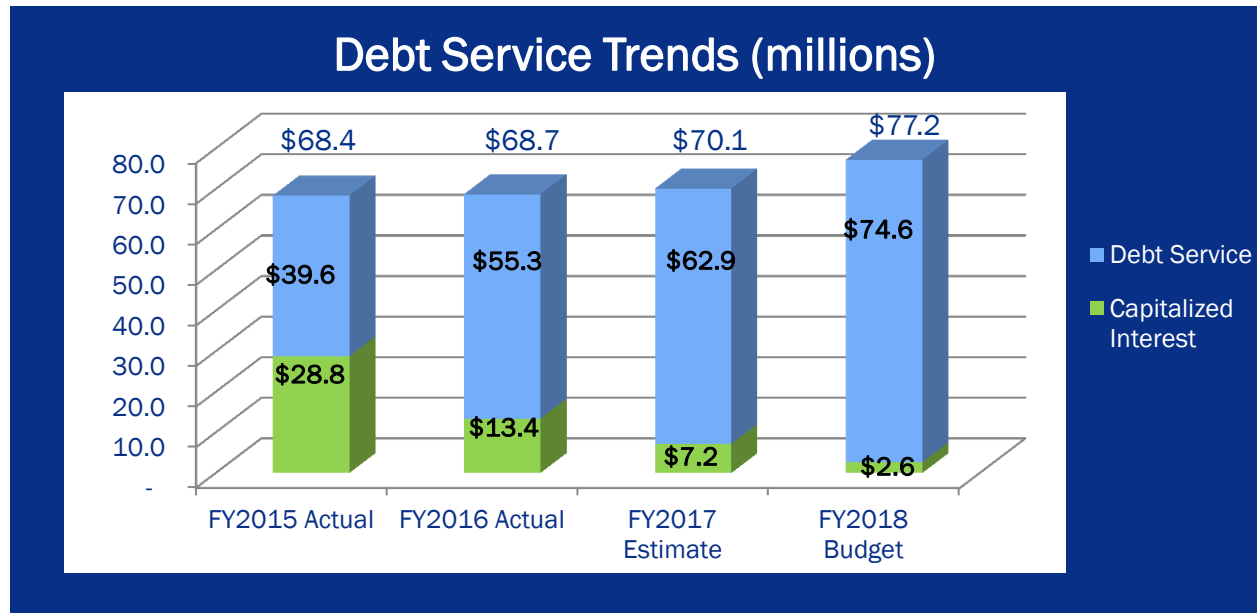


FY2018 USE OF RESERVES

Transfers from reserve balances will be used to pay \$3.2 million of major maintenance and \$2.2 million capital expenses. All transfers are in accordance with the TELA and Trust Agreements and meet the funding requirement for FY2018.

FY2018 DEBT SERVICE AND LOAN REPAYMENT

Total Debt Service for FY2018 is \$77.2 million or a 10.1% increase from \$70.1 million in FY2017. (See Outstanding Debt Summary page 107.) The debt service was structured to mirror the traffic and revenue growth of these new facilities. For comparison purposes, debt service and capitalized interest are shown for FY2015 – FY2017. As scheduled, the FY2018 budget uses the remaining balance of capitalized interest. Estimated FY2018 gross debt service coverage is 1.59 times first and second tier debt service, compared with the 1.10 times requirement of the TIFIA Loan Agreement.



FY2018 EXPENDITURES (OPERATING AND CAPITAL RELATED FUNDS)

The TIFIA secured loan agreement, the Toll Equity Loan Agreement and the Trust Agreement require the adoption of an Annual Operating Budget. (See appendix pages 75-103.)

The overall anticipated expenditures total \$38.9 million for all funds. These funds include Operating (OF), Construction (CF), Major Maintenance (MMF), and Capital Expenditures (CEF). The funds for PGBT WE and CTP are shown individually on the Summary of Funds and Fund-Estimate reports, all other reports are consolidated. The Annual Operating Budget consists of OF and MMF expenses totaling \$32.5 million. This is \$2.4 million under the TELA Project Budget of \$34.9 million. (See TELA Project Budget Comparison page 115-116.) The capital related funds are \$6.4 million.

OPERATING FUNDS (OF)

The FY2018 budget for operating expenses is \$29.3 million. This is an increase of \$1.8 million, or 6.5% over the FY2017 budget of \$27.5 million. The primary factor impacting the FY2018 budget is the increase in transactions. The SPS Operating Budget is an allocation of about \$13.1 million of the Authority's operating costs and \$16.2 million of direct cost attributed to operating and maintaining the SPS. Direct costs include contracted maintenance services, professional fees, facilities insurance, roadway customer services, utilities, police services and external audit fees. Departmental budget comparisons and explanations are on page 43.

MAJOR MAINTENANCE FUNDS (MMF)

The MMF (see pages 67-69) budget is \$3.2 million. The budget includes \$1.9 million for pavement and bridge repairs; \$0.4 million for annual inspection of all infrastructure assets; \$0.3 million for agency

overhead; and \$0.6 million for replacing toll collection equipment and vehicles. These numbers are compliant with the TELA Project Budget.

CAPITAL FUNDS

The following funds correspond directly to the Monthly Construction Cost and Capital Expenditures for Project Capacity Improvement section of the TELA Project Agreement

CONSTRUCTION FUNDS (CF)

The SPS FY2018 CF budget is \$4.2 million (see pages 63-66). It is composed of the PGBT WE Construction Fund budget of \$0.2 million and CTP Construction Fund budget of \$4.0 million. Spending has declined as construction on both projects is nearing completion. These costs are mainly associated with finishing minor construction items and landscaping. Any remaining bond proceed balances will be utilized to pay debt or for the widening of PGBT WE.

CAPITAL EXPENDITURE FUNDS (CEF)

The CEF (see pages 70-71) budget is \$2.2 million. The budget is for the planning and design of the PGBT WE widening in compliance with the TELA Project Agreement.

SUMMARY

The FY2018 Special Projects System Annual Operating Budget enables the Authority to respond to the growth in transactions while maintaining the levels of service. Additionally, the budget enables the Authority to operate the system in accordance with the requirements of the TELA Project Agreement. The Annual Operating Budget is \$2.4 million under the maximum \$34.9 million TELA Project Budget and it maintains a 1.59 times debt service coverage compared to TIFIA first and second tier requirement of 1.10 times.



Tarrant and Johnson counties drivers needing a TollTag can easily pick one up at the NTTA's TollTag Store in south Fort Worth (4825 Overton Ridge Blvd., Fort Worth)



One of the decorative monuments along the Chisholm Trail Parkway in south Fort Worth

FY2015 – FY2018 Revenue Detail

	FY2015 Actual	FY2016 Actual	FY2017 Budget
Toll Revenue (1)			
PGBT Western Extension (PGBT WE)	\$ 44,167,752	\$ 49,341,328	\$ 56,058,827
Chisholm Trail Parkway (CTP)	<u>25,530,663</u>	<u>39,807,955</u>	<u>42,113,724</u>
Total Toll Revenues	<u>69,698,415</u>	<u>89,149,283</u>	<u>98,172,551</u>
Investment Income (2)	13,187	11,403	3,000
Other Income			
Administrative and Late Fees	<u>3,219,480</u>	<u>8,074,926</u>	<u>4,302,590</u>
Total Other Revenues (2)	<u>3,219,480</u>	<u>8,074,926</u>	<u>4,302,590</u>
Total Revenues	<u><u>\$ 72,931,082</u></u>	<u><u>\$ 97,235,612</u></u>	<u><u>\$ 102,478,141</u></u>

(1) Projected FY2017 and Budget FY2018 toll revenue based on C&M Traffic and Toll Revenue Study.

(2) FY2017 Projected and FY2018 Budget investment and other revenue estimated by staff. Based on March 2017 actuals.

FY2017 Projection(1)	FY2017 Variance Projection to Budget	FY2018 Budget	FY2018 Increase(Decrease) to Previous Year Projection	% Change
\$ 56,461,000	\$ 402,173	\$ 60,616,400	\$ 4,155,400	7.4%
<u>41,097,000</u>	<u>(1,016,724)</u>	<u>49,092,600</u>	<u>7,995,600</u>	<u>19.5%</u>
<u>97,558,000</u>	<u>(614,551)</u>	<u>109,709,000</u>	<u>12,151,000</u>	<u>12.5%</u>
22,000	19,000	22,000	-	0.0%
<u>7,978,000</u>	<u>3,675,410</u>	<u>8,978,000</u>	<u>1,000,000</u>	<u>12.5%</u>
<u>7,978,000</u>	<u>3,675,410</u>	<u>8,978,000</u>	<u>1,000,000</u>	<u>12.5%</u>
<u>\$ 105,558,000</u>	<u>\$ 3,079,859</u>	<u>\$ 118,709,000</u>	<u>\$ 13,151,000</u>	<u>12.5%</u>

Sources and Uses FY2018 to FY2017

	(A)	(B)		
	FY2016	FY2017	FY2018	FY2018 to FY2017
	Actual	Estimate	Budget	Variance
Sources				
Toll Revenue (1)	\$89,149,283	\$97,558,000	\$ 109,709,000	\$ 12,151,000
Investment Income	11,403	22,000	22,000	-
Other Income (2)	8,074,926	7,978,000	8,978,000	1,000,000
Total Revenues	97,235,612	\$105,558,000	118,709,000	13,151,000
Transfer from other funds				
Major Maintenance Reserve	1,846,450	1,745,821	3,175,412	1,429,591
Capital Expenditures Reserve	-	693,876	2,214,096	1,520,220
General	-	-	3,926,933	3,926,933
Total Sources	\$ 99,082,062	\$107,997,697	\$128,025,441	\$ 20,027,744
Uses				
Debt Service				
First Tier Debt Service	71,947,429	\$ 69,050,929	\$ 55,684,179	\$ (13,366,750)
Second Tier Debt Service	-	1,000,000	21,558,987	20,558,987
Capitalized Interest	(13,406,777)	(7,208,968)	(2,643,724)	4,565,244
Total Net Debt Service	58,540,652	62,841,961	74,599,442	11,757,481
Operating Expenses	21,580,689	27,233,278	29,307,717	2,074,439
Major Maintenance Expenses	1,846,450	1,745,821	3,175,412	1,429,591
Capital Expenditures	-	693,876	2,214,096	1,520,220
Deposit to Reserves	17,114,271	15,482,761	18,728,774	3,246,013
Total Expenses	40,541,410	45,155,736	53,425,999	8,270,263
Total Uses	\$ 99,082,062	\$107,997,697	\$128,025,441	\$ 20,027,744
Required				
Gross Revenue Debt Coverage	1.66	1.71	1.59	1.10
Net Revenue Debt Coverage	1.29	1.25	1.20	1.00

(A) FY2016 Actual from FY2016 Comprehensive Annual Financial Report.

(B) FY2017 Estimates based on March 2017 actual.

(1) FY2018 and FY2017 Toll Revenue based on C&M estimates.

(2) Other Income includes Administrative and ZipCash Fees.

FY2018 Estimated Revenue Fund Requirements

Revenue Fund Balance	
Estimated Available Balance as of 9/1/2017	\$ -
Estimated FY2018 Revenues	
Toll Revenue	109,709,000
Other Revenue	8,978,000
Interest Earnings	22,000
Total Estimated FY2018 Revenues	118,709,000
Required Transfers per Trust Agreement (Sept. 2017 through Aug. 2018)	
Debt Service Fund	(74,599,442)
Operating Fund	(29,307,717)
Reserve Funds	(14,801,841)
Total Estimated FY2018 Transfers	(118,709,000)
Estimated Available Balance as of 8/31/2018	\$ -

General Fund Balance	
Estimated Available Balance as of 9/1/2017	\$ 40,069,779
Estimated Interest Earnings	92,161
Required Transfers per Trust Agreement (Sept. 2017 through Aug. 2018)	
Major Maintenance Reserve Fund	(978,667)
Capital Expenditures Reserve Fund	(1,868,128)
Total Estimated FY2018 Transfers	(2,846,795)
Estimated Available Balance as of 8/31/2018	\$ 37,315,145

FY2018 Estimated Debt Service Fund Requirements

Debt Service Fund Balance	
Debt Service Fund Available Balance as of 9/1/2017	\$ -
Debt Service Payments (Sept. 2017 through Aug. 2018)	
First Tier Debt Service	(55,684,179)
Second Tier Debt Service	(21,558,987)
Third Tier Debt Service	-
Total Debt Service Payments	(77,243,166)
Required Transfers per Trust Agreement (Sept. 2017 through Aug. 2018)	
First Tier Capitalized Interest Account	\$ 2,643,724
Revenue Fund	74,599,442
Funding from Construction Fund	-
Capital Expenditures Reserve Fund	-
Major Maintenance Reserve Fund	-
Total Estimated FY2018 Transfers	77,243,166
Estimated Available Balance as of 8/31/2018	\$ -

First Tier Capitalized Interest Account Balance	
Estimated Available Balance as of 9/1/2017	\$ 2,643,724
Required Transfer per Trust Agreement (Sept. 2017 through Aug. 2018)	
First Tier Debt Service	(2,643,724)
Estimated Available Balance as of 8/31/2018	\$ -

Rate Stabilization Fund Balance	
Estimated Available Balance as of 9/1/2017	\$ 136,700,662
Estimated Interest Earnings	1,300,000
Required Transfers per Trust Agreement (Sept. 2017 through Aug. 2018)	
Revenue Fund	7,255,816
Estimated Available Balance as of 8/31/2018	\$ 145,256,478

FY2018 Estimated Operating Fund Requirements

Operating Fund Balance	
Estimated Balance at 9/1/2017	\$ 4,884,621
Estimated Expenditures from FY2018 Operating Budget (Sept. 2017 through Aug. 2018):	
PGBT WE Operating Cost	(12,855,941)
CTP Operating Cost	(16,451,776)
Total Operating Cost	(29,307,717)
Required Transfers per Trust Agreement (Sept. 2017 through Aug. 2018)	
Revenue Fund	29,307,717
Major Maintenance Fund	-
Capital Expenditures Reserve Fund	-
General Fund	-
Total Estimated FY2018 Transfers	29,307,717
Estimated Operating Fund Balance as of 8/31/2018	\$ 4,884,621
Required Balance per Trust Agreement (1/6 of FY2018 Operating Budget)	\$ 4,884,621

Major Maintenance Fund Balance	
Major Maintenance Fund Available Balance as of 9/1/2017	\$ -
Estimated Cost (Sept. 2017 through Aug. 2018)	
Pavement and Bridge Maintenance	(1,815,850)
Annual Inspection	(369,472)
Roadway IT Systems and Equipment	(476,896)
Roadway Safety Service (trucks)	(167,793)
Agency Overhead Cost	(345,401)
Total Estimated FY2018 Major Maintenance Cost	(3,175,412)
Estimated Transfer Required from Major Maintenance Reserve Fund	3,175,412
Estimated Available Balance as of 8/31/2018	\$ -

FY2015 – FY2018 Summary of Funds

FUND	FY2015
President George Bush Turnpike Western Extension	
Operating Fund (1)(2)	\$ 12,461,390
Construction Fund (2)	3,051,109
Major Maintenance Fund (2)	663,268
Capital Expenditures Fund (2)	-
Total PGBTWE Budgets	\$ 16,175,767
Chisholm Trail Parkway	
Operating Fund (1)(2)	\$ 13,329,125
Construction Fund (2)	44,350,319
Major Maintenance Fund (2)	653,348
Capital Expenditures Fund (2)	-
Total CTP Budgets	\$ 58,332,792
Combined Projects Funds	
Operating Fund (1)(2)	\$ 25,790,515
Construction Fund (2)	47,401,428
Major Maintenance Fund (2)	1,316,616
Capital Expenditures Fund (2)	-
Total Special Projects System Budgets	\$ 74,508,559

(1) FY2018 detail by account on pages 32-35.

(2) FY2018 detail by account for all funds combined on pages 36-39.

(3) Variance explanations on page 43.

(4) Decrease due to construction on projects coming to completion.

(5) Change mainly due to the planned scheduling of projects (see page 67).

(6) Planning and design for PGBT WE widening in accordance with TELA Project Agreement.

FY2016		FY2017		FY2018		Increase (Decrease) FY2018 to FY2017	
\$	10,460,111	\$	11,773,528	\$	12,855,941	1,082,413	(3)
	677,697		272,125		177,843	(94,282)	(4)
	2,067,426		3,163,424		2,494,897	(668,527)	(5)
	0		693,876		2,214,096	1,520,220	(6)
\$	13,205,234	\$	15,902,953	\$	17,742,777	1,839,824	
\$	13,227,595	\$	15,752,421	\$	16,451,776	699,355	(3)
	8,695,225		7,142,596		4,015,821	(3,126,775)	(4)
	751,729		1,121,208		680,515	(440,693)	(5)
	-		-		-	-	
\$	22,674,549	\$	24,016,225	\$	21,148,112	(2,868,113)	
\$	23,687,706	\$	27,525,949	\$	29,307,717	1,781,768	(3)
	9,372,922		7,414,721		4,193,664	(3,221,057)	(4)
	2,819,155		4,284,632		3,175,412	(1,109,220)	(5)
	0		693,876		2,214,096	1,520,220	(6)
\$	35,879,782	\$	39,919,178	\$	38,890,889	(1,028,289)	

Department by Account Category FY2018

Department	Salaries & Benefits	Services	Materials & Supplies	Equipment Expense	Construction	Total
Administrative Services:						
Accounting	\$338,237	\$2,109	\$2,403	\$0	\$0	\$342,749
Administration	77,121	1,493	8,365	0	0	86,979
Board	14,582	2,117	9,245	0	0	25,944
Cash and Debt Management	81,934	165,412	613	0	0	247,959
Financial Planning & Analysis	109,182	701,282	494	0	0	810,958
Human Resources	199,967	52,293	16,397	0	0	268,657
Internal Audit	137,673	78,994	1,418	0	0	218,085
Legal Services	114,737	579,747	14,582	0	0	709,066
Procurement and Business Diversity	206,317	3,528	24,215	0	0	234,060
Public Affairs	305,552	1,086,786	301,615	0	0	1,693,953
Shared Services	1,568,717	0	11,874	18,437	0	1,599,028
Total Administrative Services	3,154,019	2,673,761	391,221	18,437	0	6,237,438
Operational Services:						
Customer Contact Center & Collections	1,458,760	3,508,226	2,225,738	5,537	0	7,198,261
Information Technology	949,401	2,346,958	29,100	0	476,896	3,802,355
Maintenance	129,814	7,003,615	800,721	0	0	7,934,150
Operations	110,852	4,783	2,037	0	0	117,672
Project Delivery	625,624	495,755	991	0	7,408,904	8,531,274
System & Incident Mgmt.	1,349,516	3,508,179	44,251	167,793	0	5,069,739
Total Operational Services	4,623,967	16,867,516	3,102,838	173,330	7,885,800	32,653,451
Grand Totals	\$7,777,986	\$19,541,277	\$3,494,059	\$191,767	\$7,885,800	\$38,890,889
	20.0%	50.2%	9.0%	0.5%	20.3%	100.0%

Categories:

Salaries & Benefits - All employee related expenses: salaries; retirement; insurance; reimbursable expenses.

Services - Consulting and professional fees; police services; outside maintenance services; utilities.

Materials & Supplies - TollTags, office supplies and expenses; roadway maintenance supplies.

Equipment Expense - Roadway customer service trucks and equipment; copiers and postage machines.

Construction - All construction related expenses: Roadway construction; engineering and administrative costs; right-of-way; utility relocations.



PGBT WE Landscape

FY2015 to FY2018 Actual vs. Budget by Department

	FY2015 Actual	FY2016 Actual
Toll Revenue (1)	\$ 69,698,415	\$ 89,149,283
Investment Income	1,328	11,403
Other Income	3,219,480	8,074,926
Total Revenues	\$ 72,919,223	\$ 97,235,612
ADMINISTRATIVE SERVICES (2)		
Accounting (3)	-	-
Administration	98,964	70,808
Board	36,913	23,027
Cash and Debt Management (3)	-	-
Finance (3)	1,479,226	1,165,035
Financial Planning & Analysis (3)	-	-
Human Resources	312,992	234,443
Internal Audit	159,473	190,730
Legal Services	504,997	405,126
Procurement and Business Diversity (3)	-	-
Public Affairs	1,734,914	1,586,832
Shared Services	1,150,714	851,263
Strategy and Innovation	-	103,978
Subtotal	5,478,193	4,631,242
OPERATIONAL SERVICES (2)		
Contact Center and Collections	4,424,546	4,616,090
Information Technology	1,597,271	2,001,992
Maintenance	7,134,295	5,633,315
Operations	111,904	95,515
Project Delivery	36,329	45,008
System & Incident Management	2,878,299	4,557,527
Subtotal	16,182,644	16,949,447
Total Expenses	\$ 21,660,837	\$ 21,580,689

(1) FY2017 and FY2018 Budget toll revenue per C&M Traffic and Toll Revenue Estimate. See Appendices page 110.

(2) FY2017 and FY2018 expenses estimated by staff.

(3) All departments within Finance presented combined through FY2016.

FY2017 Budget	FY2018 Budget	FY2018 Increase (Decrease) to FY2017 Budget
\$ 98,172,551	\$ 109,709,000	\$ 11,536,449
3,000	22,000	19,000
4,302,590	8,978,000	4,675,410
\$ 102,478,141	\$ 118,709,000	\$ 16,230,859
298,588	299,507	919
83,859	81,124	(2,735)
26,668	24,709	(1,959)
214,227	219,814	5,587
-	-	-
399,460	796,635	397,175
289,929	268,657	(21,272)
195,025	218,085	23,060
446,196	449,891	3,695
205,965	216,021	10,056
1,640,746	1,655,700	14,954
1,257,604	1,492,628	235,024
-	-	-
5,058,267	5,722,771	664,504
6,696,494	7,198,261	501,767
3,086,768	3,198,651	111,883
7,708,838	7,934,150	225,312
128,765	117,672	(11,093)
147,251	234,266	87,015
4,699,566	4,901,946	202,380
22,467,682	23,584,946	1,117,264
\$ 27,525,949	\$ 29,307,717	\$ 1,781,768

Operating Fund Budget by Account FY2018

Account				Cash and Debt	Financial
	Accounting	Administration	Board	Management	Planning & Analysis
Salaries and Wages-Direct - (511101)	\$261,645	\$64,558	\$11,881	\$47,373	\$84,105
Salaries and Wages-Internship - (511202)	0	0	0	0	0
Salaries and Wage-Overtime - (511301)	142	0	0	0	0
Group Insurance - (512101)	0	0	0	0	0
Retirement Contributions - (512401)	32,370	6,667	1,466	5,735	10,365
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
Salaries & Benefits	294,157	71,225	13,347	53,108	94,470
Meeting Expense - (521101)	358	370	8,585	0	0
Consulting/Professional - (521201)	151	500	0	78,275	160,500
Legal Fees - (521202)	0	0	0	0	0
Auditing Fees - (521203)	0	0	0	0	0
Trustee Fees - (521204)	0	0	0	50,000	0
Rating Agency Fees - (521205)	0	0	0	25,000	0
Traffic Engineering Fees - (521207)	0	0	0	0	540,000
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
Insurance Expense - Other - (523101)	0	0	0	0	0
Postage - (523201)	0	0	0	0	0
Telecommunications - (523202)	0	0	0	0	0
Recruitment - (523301)	0	0	0	0	0
Magazine and Newspaper - (523302)	0	0	0	386	0
Television & Radio - (523303)	0	0	0	0	0
Promotional Expenses - (523304)	41	50	0	0	0
Printing and Photographic - (523401)	0	0	0	0	0
Maps & Pamphlets - (523402)	0	0	0	0	0
Employee Appreciation - (523305)	0	0	0	0	0
Temporary Contract Labor - (523851)	0	0	0	0	0
Freight and Express - (531105)	76	30	215	66	27
Water - (531211)	0	0	0	0	0
Electricity - (531231)	0	0	0	0	0
Software - (531651)	0	0	0	0	0
Uniforms - (531701)	0	0	0	0	0
Services	626	950	8,800	153,727	700,527
Travel - (523501)	1,862	993	2,117	763	782
Dues & Subscriptions - (523601)	685	7,821	0	441	111
Education and Training - (523701)	838	41	0	681	389
Licenses - (523801)	96	0	0	0	0
Liability Claims - (523902)	0	0	0	0	0
Office Supplies - (531101)	1,243	94	445	106	356
Other Materials and Supplies - (531102)	0	0	0	0	0
Books & Periodicals - (531401)	0	0	0	0	0
Inven for resale (toll tags) - (531501)	0	0	0	0	0
Bank Charges - (573001)	0	0	0	10,988	0
Credit Card Fees - (573002)	0	0	0	0	0
Materials & Supplies	4,724	8,949	2,562	12,979	1,638
Rentals - Equipment - (522302)	0	0	0	0	0
Equipment Expense	0	0	0	0	0
Totals	\$299,507	\$81,124	\$24,709	\$219,814	\$796,635

Account	Procurement				
	Human Resources	Internal Audit	Legal Services	and Business Diversity	Public Affairs
Salaries and Wages-Direct - (511101)	\$156,536	\$121,009	\$93,488	\$164,606	\$236,868
Salaries and Wages-Internship - (511202)	5,416	0	0	0	0
Salaries and Wage-Overtime - (511301)	324	0	0	411	408
Group Insurance - (512101)	0	0	0	0	0
Retirement Contributions - (512401)	19,787	14,879	11,600	20,319	29,561
Retirement Contr.-Internship - (512402)	681	0	0	0	0
Tuition Reimbursement - (512501)	4,507	0	0	0	0
Unemployment Insurance - (512601)	0	0	0	0	0
Worker's Comp Ins - (512701)	0	0	0	0	0
Salaries & Benefits	187,251	135,888	105,088	185,336	266,837
Meeting Expense - (521101)	1,099	87	0	296	1,941
Consulting/Professional - (521201)	26,211	6,876	0	272	158,997
Legal Fees - (521202)	0	0	328,249	0	0
Auditing Fees - (521203)	0	70,100	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	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
Insurance Expense - Other - (523101)	0	0	0	0	0
Postage - (523201)	0	13	0	0	0
Telecommunications - (523202)	0	0	0	0	0
Recruitment - (523301)	23,343	0	0	0	0
Magazine and Newspaper - (523302)	0	53	0	830	486,360
Television & Radio - (523303)	0	0	0	0	436,360
Promotional Expenses - (523304)	10,926	0	0	10,100	263,560
Printing and Photographic - (523401)	0	0	0	150	1,129
Maps & Pamphlets - (523402)	0	0	0	0	31,049
Employee Appreciation - (523305)	0	0	0	0	226
Temporary Contract Labor - (523851)	1,962	0	0	0	0
Freight and Express - (531105)	90	23	66	25	52
Water - (531211)	0	0	0	0	0
Electricity - (531231)	0	0	0	0	0
Software - (531651)	0	0	0	0	0
Uniforms - (531701)	0	0	0	0	255
Services	63,631	77,152	328,315	11,673	1,379,929
Travel - (523501)	777	1,857	1,498	1,993	5,069
Dues & Subscriptions - (523601)	3,536	679	8,283	12,984	1,991
Education and Training - (523701)	12,716	1,785	474	2,942	462
Licenses - (523801)	0	108	0	433	0
Liability Claims - (523902)	0	0	0	0	0
Office Supplies - (531101)	746	407	6,233	660	1,044
Other Materials and Supplies - (531102)	0	0	0	0	368
Books & Periodicals - (531401)	0	209	0	0	0
Inven for resale (toll tags) - (531501)	0	0	0	0	0
Bank Charges - (573001)	0	0	0	0	0
Credit Card Fees - (573002)	0	0	0	0	0
Materials & Supplies	17,775	5,045	16,488	19,012	8,934
Rentals - Equipment - (522302)	0	0	0	0	0
Equipment Expense	0	0	0	0	0
Totals	\$268,657	\$218,085	\$449,891	\$216,021	\$1,655,700

Account	Shared Services	Collections and Toll Enforcement	Contact Center & Collections	Information Technology	Maintenance	Operations
Salaries and Wages-Direct - (511101)	\$0	\$0	\$1,262,753	\$647,579	\$115,524	\$98,453
Salaries and Wages-Internship - (511202)	0	0	0	0	0	0
Salaries and Wage-Overtime - (511301)	0	0	32,888	9,562	0	0
Group Insurance - (512101)	1,365,611	0	0	0	0	0
Retirement Contributions - (512401)	0	0	158,168	77,387	14,290	11,987
Retirement Contr.-Internship - (512402)	0	0	0	0	0	0
Tuition Reimbursement - (512501)	0	0	0	0	0	0
Unemployment Insurance - (512601)	33,710	0	0	0	0	0
Worker's Comp Ins - (512701)	62,996	0	0	0	0	0
Salaries & Benefits	1,462,317	0	1,453,809	734,528	129,814	110,440
Meeting Expense - (521101)	0	0	2,099	8	0	163
Consulting/Professional - (521201)	0	0	1,020,365	9,736	200,000	606
Legal Fees - (521202)	0	0	0	0	0	0
Auditing Fees - (521203)	0	0	0	0	0	0
Trustee Fees - (521204)	0	0	0	0	0	0
Rating Agency Fees - (521205)	0	0	0	0	0	0
Traffic Engineering Fees - (521207)	0	0	0	0	0	0
Police Services (DPS) - (521208)	0	0	0	0	0	0
Armored Car Services - (521209)	0	0	2,022	0	0	0
Outside Maintenance Services - (521212)	0	0	0	1,342,883	5,350,792	0
Repairs and Maintenance - (522201)	0	0	0	0	340,000	0
Landscaping - (522202)	0	0	0	0	66,420	0
Rentals - Land - (522301)	0	0	3,511	0	459,557	0
Insurance Expense - Other - (523101)	0	0	0	0	0	0
Postage - (523201)	0	0	1,108,078	0	0	0
Telecommunications - (523202)	0	0	0	432,432	0	0
Recruitment - (523301)	0	0	0	0	0	0
Magazine and Newspaper - (523302)	0	0	540	0	0	0
Television & Radio - (523303)	0	0	0	0	0	0
Promotional Expenses - (523304)	0	0	0	0	0	0
Printing and Photographic - (523401)	0	0	0	0	0	0
Maps & Pamphlets - (523402)	0	0	0	0	0	0
Employee Appreciation - (523305)	0	0	0	0	0	0
Temporary Contract Labor - (523851)	0	0	618,929	0	0	0
Freight and Express - (531105)	0	0	110	0	0	25
Water - (531211)	0	0	0	0	122,590	0
Electricity - (531231)	0	0	0	0	464,256	0
Software - (531651)	0	0	0	637,101	0	0
Uniforms - (531701)	0	0	1,639	0	0	0
Services	0	0	2,757,293	2,422,160	7,003,615	794
Travel - (523501)	0	0	1,477	2,364	0	4,177
Dues & Subscriptions - (523601)	173	0	342	576	0	1,709
Education and Training - (523701)	0	0	4,951	10,507	0	412
Licenses - (523801)	0	0	0	0	0	0
Liability Claims - (523902)	0	0	0	0	0	0
Office Supplies - (531101)	11,701	0	20,495	18,976	0	140
Other Materials and Supplies - (531102)	0	0	0	9,540	800,721	0
Books & Periodicals - (531401)	0	0	0	0	0	0
Inven for resale (toll tags) - (531501)	0	0	1,092,975	0	0	0
Bank Charges - (573001)	0	0	82,427	0	0	0
Credit Card Fees - (573002)	0	0	1,778,955	0	0	0
Materials & Supplies	11,874	0	2,981,622	41,963	800,721	6,438
Rentals - Equipment - (522302)	18,437	0	5,537	0	0	0
Equipment Expense	18,437	0	5,537	0	0	0
Totals	\$1,492,628	\$0	\$7,198,261	\$3,198,651	\$7,934,150	\$117,672

Account	Project Delivery	System & Incident Mgmt.	FY2018 Budget	FY2017 Budget	Increase or (Decrease) Amount	Increase or (Decrease)
Salaries and Wages-Direct - (511101)	\$201,750	\$1,188,890	\$4,757,018	\$4,700,429	\$56,589	1.2%
Salaries and Wages-Internship - (511202)	0	0	5,416	3,593	1,823	50.7%
Salaries and Wage-Overtime - (511301)	31	3,764	47,530	72,751	(25,221)	(34.7)%
Group Insurance - (512101)	0	0	1,365,611	1,142,196	223,415	19.6%
Retirement Contributions - (512401)	24,294	152,586	591,461	562,272	29,189	5.2%
Retirement Contr.-Internship - (512402)	0	0	681	476	205	43.1%
Tuition Reimbursement - (512501)	0	0	4,507	4,087	420	10.3%
Unemployment Insurance - (512601)	0	0	33,710	24,277	9,433	38.9%
Worker's Comp Ins - (512701)	0	0	62,996	68,605	(5,609)	(8.2)%
Salaries & Benefits	226,075	1,345,240	6,868,930	6,578,686	290,244	4.4%
Meeting Expense - (521101)	6	4	15,016	16,133	(1,117)	(6.9)%
Consulting/Professional - (521201)	4,431	6,212	1,673,132	2,025,652	(352,520)	(17.4)%
Legal Fees - (521202)	0	0	328,249	313,911	14,338	4.6%
Auditing Fees - (521203)	0	0	70,100	70,100	0	0.0%
Trustee Fees - (521204)	0	0	50,000	50,000	0	0.0%
Rating Agency Fees - (521205)	0	0	25,000	25,000	0	0.0%
Traffic Engineering Fees - (521207)	0	0	540,000	140,000	400,000	285.7%
Police Services (DPS) - (521208)	0	3,163,666	3,163,666	2,951,985	211,681	7.2%
Armored Car Services - (521209)	0	0	2,022	1,250	772	61.8%
Outside Maintenance Services - (521212)	0	725	6,694,400	6,462,273	232,127	3.6%
Repairs and Maintenance - (522201)	0	0	340,000	345,455	(5,455)	(1.6)%
Landscaping - (522202)	0	0	66,420	64,642	1,778	2.8%
Rentals - Land - (522301)	0	0	463,068	435,287	27,781	6.4%
Insurance Expense - Other - (523101)	0	333,611	333,611	322,627	10,984	3.4%
Postage - (523201)	0	419	1,108,510	946,838	161,672	17.1%
Telecommunications - (523202)	0	0	432,432	438,785	(6,353)	(1.4)%
Recruitment - (523301)	0	0	23,343	24,644	(1,301)	(5.3)%
Magazine and Newspaper - (523302)	0	0	488,169	488,149	20	0.0%
Television & Radio - (523303)	0	0	436,360	436,360	0	0.0%
Promotional Expenses - (523304)	0	1,068	285,745	279,470	6,275	2.2%
Printing and Photographic - (523401)	0	0	1,279	565	714	126.4%
Maps & Pamphlets - (523402)	0	0	31,049	30,930	119	0.4%
Employee Appreciation - (523305)	0	0	226	0	226	100.0%
Temporary Contract Labor - (523851)	0	0	620,891	252,319	368,572	146.1%
Freight and Express - (531105)	65	42	912	727	185	25.4%
Water - (531211)	0	0	122,590	122,590	0	0.0%
Electricity - (531231)	0	0	464,256	448,550	15,706	3.5%
Software - (531651)	0	0	637,101	608,086	29,015	4.8%
Uniforms - (531701)	0	30,019	31,913	30,737	1,176	3.8%
Services	4,502	3,535,766	18,449,460	17,333,065	1,116,395	6.4%
Travel - (523501)	1,849	2,268	29,846	18,916	10,930	57.8%
Dues & Subscriptions - (523601)	654	787	40,772	37,209	3,563	9.6%
Education and Training - (523701)	918	4,276	41,392	23,637	17,755	75.1%
Licenses - (523801)	2	0	639	60	579	965.0%
Liability Claims - (523902)	0	1,697	1,697	294	1,403	477.2%
Office Supplies - (531101)	266	1,584	64,496	47,555	16,941	35.6%
Other Materials and Supplies - (531102)	0	10,328	820,957	679,117	141,840	20.9%
Books & Periodicals - (531401)	0	0	209	10	199	1,990.0%
Inven for resale (toll tags) - (531501)	0	0	1,092,975	1,079,154	13,821	1.3%
Bank Charges - (573001)	0	0	93,415	39,509	53,906	136.4%
Credit Card Fees - (573002)	0	0	1,778,955	1,674,178	104,777	6.3%
Materials & Supplies	3,689	20,940	3,965,353	3,599,639	365,714	10.2%
Rentals - Equipment - (522302)	0	0	23,974	14,559	9,415	64.7%
Equipment Expense	0	0	23,974	14,559	9,415	64.7%
Totals	\$234,266	\$4,901,946	\$29,307,717	\$27,525,949	\$1,781,768	6.5%

All Funds Budget by Account FY2018

Account	Cash and Debt				Financial
	Accounting	Administration	Board	Management	Planning & Analysis
Salaries and Wages-Direct - (511101)	\$299,909	\$69,844	\$12,973	\$72,279	\$96,761
Salaries and Wages-Internship - (511202)	0	0	0	0	0
Salaries and Wage-Overtime - (511301)	159	0	0	0	0
Group Insurance - (512101)	0	0	0	0	0
Retirement Contributions - (512401)	37,331	7,236	1,609	8,974	12,032
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
Meeting Expense - (521101)	358	370	8,585	0	0
Consulting/Professional - (521201)	151	500	0	78,275	160,500
Legal Fees - (521202)	0	0	0	0	0
Auditing Fees - (521203)	0	0	0	0	0
Trustee Fees - (521204)	0	0	0	50,000	0
Rating Agency Fees - (521205)	0	0	0	25,000	0
Traffic Engineering Fees - (521207)	0	0	0	0	540,000
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
General Engineering - (521213)	0	0	0	0	0
Consulting/Profess Serv Tech - (521301)	0	0	0	0	0
Repairs and Maintenance - (522201)	0	0	0	0	0
Landscaping - (522202)	0	0	0	0	0
Pavement Markings - (522204)	0	0	0	0	0
Pavement & Shoulders - (522205)	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	0
Telecommunications - (523202)	0	0	0	0	0
Recruitment - (523301)	0	0	0	0	0
Magazine and Newspaper - (523302)	0	0	0	386	0
Television & Radio - (523303)	0	0	0	0	0
Promotional Expenses - (523304)	41	50	0	0	0
Employee Appreciation - (523305)	0	0	0	0	0
Printing and Photographic - (523401)	0	0	0	0	0
Maps & Pamphlets - (523402)	0	0	0	0	0
Travel - (523501)	1,862	993	2,117	763	782
Dues & Subscriptions - (523601)	685	7,821	0	441	111
Education and Training - (523701)	838	41	0	681	389
Licenses - (523801)	96	0	0	0	0
Temporary Contract Labor - (523851)	0	0	0	0	0
Liability Claims - (523902)	0	0	0	0	0
Office Supplies - (531101)	1,243	94	445	106	356
Other Materials and Supplies - (531102)	0	0	0	0	0
Freight and Express - (531105)	76	30	215	66	27
Water - (531211)	0	0	0	0	0
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	0
Vehicles - (531621)	0	0	0	0	0
Software - (531651)	0	0	0	0	0
Uniforms - (531701)	0	0	0	0	0
Infrastructure Rdway/Hwy/Bridg - (541401)	0	0	0	0	0
Infrastructure - Other - (541403)	0	0	0	0	0
Bank Charges - (573001)	0	0	0	10,988	0
Credit Card Fees - (573002)	0	0	0	0	0
Right-of-Way (06)	0	0	0	0	0
Administration (01)	0	0	0	0	0
Planning (02)	0	0	0	0	0
Design (03)	0	0	0	0	0
Construction (04)	0	0	0	0	0
Totals	\$342,749	\$86,979	\$25,944	\$247,959	\$810,958

Account	Human Resources	Internal Audit	Legal Services	Procurement and Business Diversity	Public Affairs
Salaries and Wages-Direct - (511101)	\$156,536	\$121,009	\$101,616	\$180,531	\$270,682
Salaries and Wages-Internship - (511202)	5,416	0	0	0	0
Salaries and Wage-Overtime - (511301)	324	0	0	448	438
Group Insurance - (512101)	0	0	0	0	0
Retirement Contributions - (512401)	19,787	14,879	12,647	22,396	33,970
Retirement Contr.-Internship - (512402)	681	0	0	0	0
Tuition Reimbursement - (512501)	4,507	0	0	0	0
Unemployment Insurance - (512601)	0	0	0	0	0
Worker's Comp Ins - (512701)	0	0	0	0	0
Meeting Expense - (521101)	1,099	87	0	296	1,941
Consulting/Professional - (521201)	26,211	6,876	0	272	158,997
Legal Fees - (521202)	0	0	578,249	0	0
Auditing Fees - (521203)	0	70,100	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	0
Armored Car Services - (521209)	0	0	0	0	0
Outside Maintenance Services - (521212)	0	0	0	0	0
General Engineering - (521213)	0	0	0	0	0
Consulting/Profess Serv Tech - (521301)	0	0	0	0	0
Repairs and Maintenance - (522201)	0	0	0	0	0
Landscaping - (522202)	0	0	0	0	0
Pavement Markings - (522204)	0	0	0	0	0
Pavement & Shoulders - (522205)	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	13	0	0	0
Telecommunications - (523202)	0	0	0	0	0
Recruitment - (523301)	23,343	0	0	0	0
Magazine and Newspaper - (523302)	0	53	0	830	486,360
Television & Radio - (523303)	0	0	0	0	436,360
Promotional Expenses - (523304)	10,926	0	0	10,100	263,560
Employee Appreciation - (523305)	0	0	0	0	226
Printing and Photographic - (523401)	0	0	0	150	1,129
Maps & Pamphlets - (523402)	0	0	0	0	31,049
Travel - (523501)	777	1,857	1,498	1,993	5,069
Dues & Subscriptions - (523601)	3,536	679	8,283	12,984	1,991
Education and Training - (523701)	12,716	1,785	474	2,942	462
Licenses - (523801)	0	108	0	433	0
Temporary Contract Labor - (523851)	1,962	0	0	0	0
Liability Claims - (523902)	0	0	0	0	0
Office Supplies - (531101)	746	407	6,233	660	1,044
Other Materials and Supplies - (531102)	0	0	0	0	368
Freight and Express - (531105)	90	23	66	25	52
Water - (531211)	0	0	0	0	0
Electricity - (531231)	0	0	0	0	0
Books & Periodicals - (531401)	0	209	0	0	0
Inven for resale(toll tags) - (531501)	0	0	0	0	0
Vehicles - (531621)	0	0	0	0	0
Software - (531651)	0	0	0	0	0
Uniforms - (531701)	0	0	0	0	255
Infrastructure Rdway/Hwy/Bridg - (541401)	0	0	0	0	0
Infrastructure - Other - (541403)	0	0	0	0	0
Bank Charges - (573001)	0	0	0	0	0
Credit Card Fees - (573002)	0	0	0	0	0
Right-of-Way (06)	0	0	0	0	0
Administration (01)	0	0	0	0	0
Planning (02)	0	0	0	0	0
Design (03)	0	0	0	0	0
Construction (04)	0	0	0	0	0
Totals	\$268,657	\$218,085	\$709,066	\$234,060	\$1,693,953

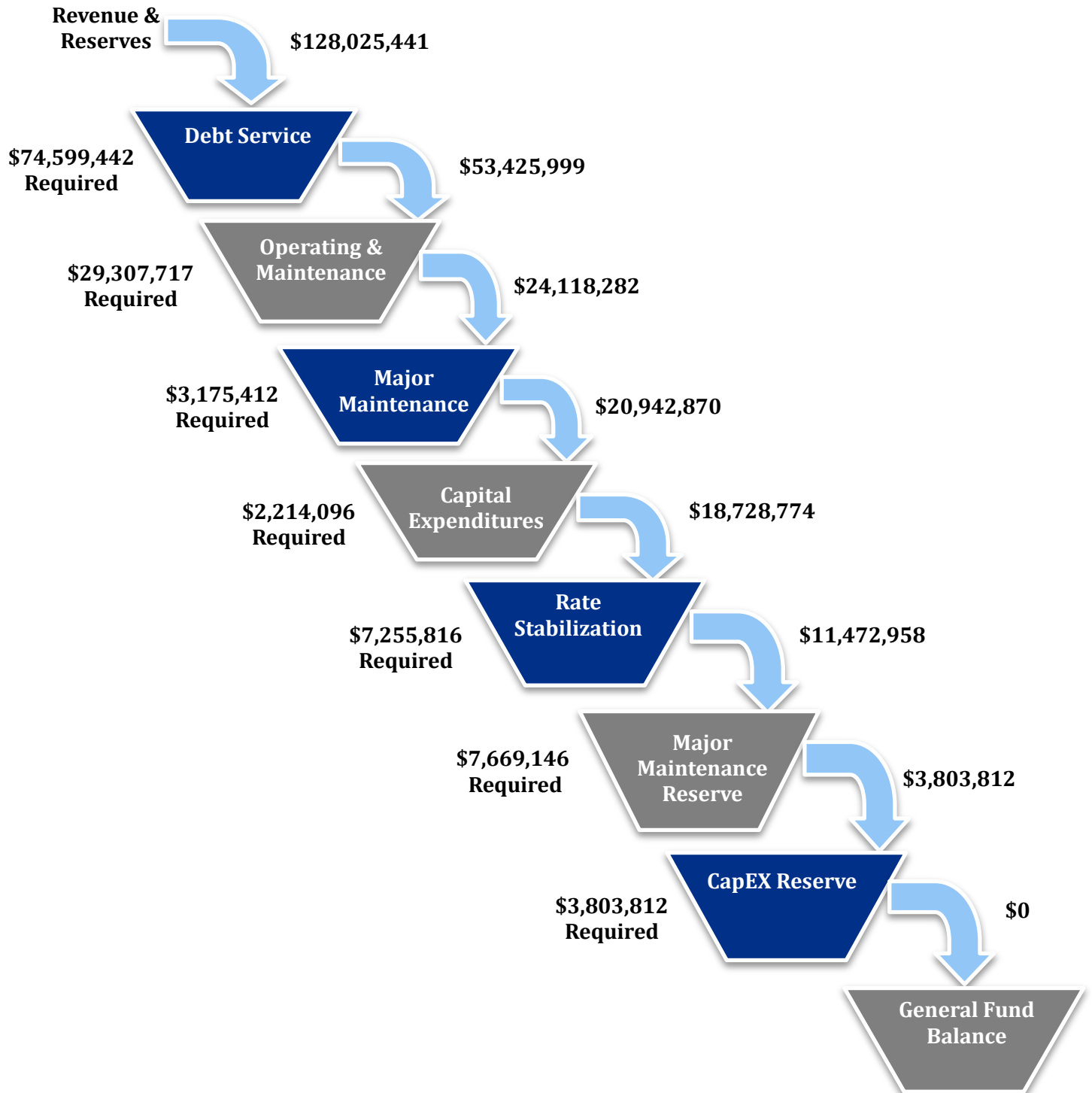
Account	Collections					
	Shared Services	Enforcement	Contact Center & Collections	Information Technology	Maintenance	Operations
Salaries and Wages-Direct - (511101)	\$0	\$0	\$1,262,753	\$758,558	\$115,524	\$98,453
Salaries and Wages-Internship - (511202)	0	0	0	0	0	0
Salaries and Wage-Overtime - (511301)	0	0	32,888	10,912	0	0
Group Insurance - (512101)	1,472,011	0	0	0	0	0
Retirement Contributions - (512401)	0	0	158,168	91,866	14,290	11,987
Retirement Contr.-Internship - (512402)	0	0	0	0	0	0
Tuition Reimbursement - (512501)	0	0	0	0	0	0
Unemployment Insurance - (512601)	33,710	0	0	0	0	0
Worker's Comp Ins - (512701)	62,996	0	0	0	0	0
Meeting Expense - (521101)	0	0	2,099	8	0	163
Consulting/Professional - (521201)	0	0	1,020,365	9,736	200,000	606
Legal Fees - (521202)	0	0	0	0	0	0
Auditing Fees - (521203)	0	0	0	0	0	0
Trustee Fees - (521204)	0	0	0	0	0	0
Rating Agency Fees - (521205)	0	0	0	0	0	0
Traffic Engineering Fees - (521207)	0	0	0	0	0	0
Police Services (DPS) - (521208)	0	0	0	0	0	0
Armored Car Services - (521209)	0	0	2,022	0	0	0
Outside Maintenance Services - (521212)	0	0	0	1,342,883	5,350,792	0
General Engineering - (521213)	0	0	0	0	0	0
Consulting/Profess Serv Tech - (521301)	0	0	0	0	0	0
Repairs and Maintenance - (522201)	0	0	0	0	340,000	0
Landscaping - (522202)	0	0	0	0	66,420	0
Pavement Markings - (522204)	0	0	0	0	0	0
Pavement & Shoulders - (522205)	0	0	0	0	0	0
Rentals - Land - (522301)	0	0	3,511	0	459,557	0
Rentals - Equipment - (522302)	18,437	0	5,537	0	0	0
Insurance Expense - Other - (523101)	0	0	0	0	0	0
Postage - (523201)	0	0	1,108,078	0	0	0
Telecommunications - (523202)	0	0	0	432,432	0	0
Recruitment - (523301)	0	0	0	0	0	0
Magazine and Newspaper - (523302)	0	0	540	0	0	0
Television & Radio - (523303)	0	0	0	0	0	0
Promotional Expenses - (523304)	0	0	0	0	0	0
Employee Appreciation - (523305)	0	0	0	0	0	0
Printing and Photographic - (523401)	0	0	0	0	0	0
Maps & Pamphlets - (523402)	0	0	0	0	0	0
Travel - (523501)	0	0	1,477	2,364	0	4,177
Dues & Subscriptions - (523601)	173	0	342	576	0	1,709
Education and Training - (523701)	0	0	4,951	10,507	0	412
Licenses - (523801)	0	0	0	0	0	0
Temporary Contract Labor - (523851)	0	0	618,929	0	0	0
Liability Claims - (523902)	0	0	0	0	0	0
Office Supplies - (531101)	11,701	0	20,495	18,976	0	140
Other Materials and Supplies - (531102)	0	0	0	9,540	800,721	0
Freight and Express - (531105)	0	0	110	0	0	25
Water - (531211)	0	0	0	0	122,590	0
Electricity - (531231)	0	0	0	0	464,256	0
Books & Periodicals - (531401)	0	0	0	0	0	0
Inven for resale(toll tags) - (531501)	0	0	1,092,975	0	0	0
Vehicles - (531621)	0	0	0	0	0	0
Software - (531651)	0	0	0	637,101	0	0
Uniforms - (531701)	0	0	1,639	0	0	0
Infrastructure Rdway/Hwy/Bridg - (541401)	0	0	0	0	0	0
Infrastructure - Other - (541403)	0	0	0	476,896	0	0
Bank Charges - (573001)	0	0	82,427	0	0	0
Credit Card Fees - (573002)	0	0	1,778,955	0	0	0
Right-of-Way (06)	0	0	0	0	0	0
Administration (01)	0	0	0	0	0	0
Planning (02)	0	0	0	0	0	0
Design (03)	0	0	0	0	0	0
Construction (04)	0	0	0	0	0	0
Totals	\$1,599,028	\$0	\$7,198,261	\$3,802,355	\$7,934,150	\$117,672

Account	Project Delivery	System & Incident Mgmt.	FY2018 Budget	FY2017 Budget	Increase or (Decrease) Amount	Increase or (Decrease)
Salaries and Wages-Direct - (511101)	\$555,018	\$1,188,890	\$5,361,336	\$5,553,401	(\$192,065)	(3.5)%
Salaries and Wages-Internship - (511202)	0	0	5,416	3,593	1,823	50.7%
Salaries and Wage-Overtime - (511301)	31	3,764	48,964	72,916	(23,952)	(32.8)%
Group Insurance - (512101)	0	0	1,472,011	1,320,250	151,761	11.5%
Retirement Contributions - (512401)	69,657	152,586	669,415	669,424	(9)	(0.0)%
Retirement Contr.-Internship - (512402)	0	0	681	476	205	43.1%
Tuition Reimbursement - (512501)	0	0	4,507	4,087	420	10.3%
Unemployment Insurance - (512601)	0	0	33,710	24,277	9,433	38.9%
Worker's Comp Ins - (512701)	0	0	62,996	68,605	(5,609)	(8.2)%
Meeting Expense - (521101)	6	4	15,016	16,133	(1,117)	(6.9)%
Consulting/Professional - (521201)	4,431	6,212	1,673,132	2,025,652	(352,520)	(17.4)%
Legal Fees - (521202)	0	0	578,249	563,911	14,338	2.5%
Auditing Fees - (521203)	0	0	70,100	70,100	0	0.0%
Trustee Fees - (521204)	0	0	50,000	50,000	0	0.0%
Rating Agency Fees - (521205)	0	0	25,000	25,000	0	0.0%
Traffic Engineering Fees - (521207)	0	0	540,000	264,757	275,243	104.0%
Police Services (DPS) - (521208)	0	3,163,666	3,163,666	2,951,985	211,681	7.2%
Armored Car Services - (521209)	0	0	2,022	1,250	772	61.8%
Outside Maintenance Services - (521212)	0	725	6,694,400	6,462,273	232,127	3.6%
General Engineering - (521213)	120,000	0	120,000	110,000	10,000	9.1%
Consulting/Profess Serv Tech - (521301)	369,473	0	369,473	720,163	(350,690)	(48.7)%
Repairs and Maintenance - (522201)	0	0	340,000	345,455	(5,455)	(1.6)%
Landscaping - (522202)	0	0	66,420	64,642	1,778	2.8%
Pavement Markings - (522204)	0	0	0	1,016,000	(1,016,000)	(100.0)%
Pavement & Shoulders - (522205)	810,000	0	810,000	1,568,114	(758,114)	(48.3)%
Rentals - Land - (522301)	0	0	463,068	435,287	27,781	6.4%
Rentals - Equipment - (522302)	0	0	23,974	14,559	9,415	64.7%
Insurance Expense - Other - (523101)	0	333,611	333,611	322,627	10,984	3.4%
Postage - (523201)	0	419	1,108,510	946,838	161,672	17.1%
Telecommunications - (523202)	0	0	432,432	438,785	(6,353)	(1.4)%
Recruitment - (523301)	0	0	23,343	24,644	(1,301)	(5.3)%
Magazine and Newspaper - (523302)	0	0	488,169	488,149	20	0.0%
Television & Radio - (523303)	0	0	436,360	436,360	0	0.0%
Promotional Expenses - (523304)	0	1,068	285,745	279,470	6,275	2.2%
Employee Appreciation - (523305)	0	0	226	0	226	100.0%
Printing and Photographic - (523401)	0	0	1,279	565	714	126.4%
Maps & Pamphlets - (523402)	0	0	31,049	30,930	119	0.4%
Travel - (523501)	1,849	2,268	29,846	18,916	10,930	57.8%
Dues & Subscriptions - (523601)	654	787	40,772	37,209	3,563	9.6%
Education and Training - (523701)	918	4,276	41,392	23,637	17,755	75.1%
Licenses - (523801)	2	0	639	60	579	965.0%
Temporary Contract Labor - (523851)	0	0	620,891	252,319	368,572	146.1%
Liability Claims - (523902)	0	1,697	1,697	294	1,403	477.2%
Office Supplies - (531101)	266	1,584	64,496	47,553	16,943	35.6%
Other Materials and Supplies - (531102)	0	10,328	820,957	679,117	141,840	20.9%
Freight and Express - (531105)	65	42	912	727	185	25.4%
Water - (531211)	0	0	122,590	122,590	0	0.0%
Electricity - (531231)	0	0	464,256	448,550	15,706	3.5%
Books & Periodicals - (531401)	0	0	209	10	199	1,990.0%
Inven for resale(toll tags) - (531501)	0	0	1,092,975	1,079,154	13,821	1.3%
Vehicles - (531621)	0	167,793	167,793	0	167,793	100.0%
Software - (531651)	0	0	637,101	608,086	29,015	4.8%
Uniforms - (531701)	0	30,019	31,913	30,737	1,176	3.8%
Infrastructure Rdway/Hwy/Bridg - (541401)	843,096	0	843,096	0	843,096	100.0%
Infrastructure - Other - (541403)	0	0	476,896	385,821	91,075	23.6%
Bank Charges - (573001)	0	0	93,415	39,509	53,906	136.4%
Credit Card Fees - (573002)	0	0	1,778,955	1,674,178	104,777	6.3%
Right-of-Way (06)	500,000	0	500,000	45,000	455,000	1,011.1%
Administration (01)	781,228	0	781,228	715,006	66,222	9.3%
Planning (02)	542,803	0	542,803	482,727	60,076	12.4%
Design (03)	1,406,777	0	1,406,777	40,000	1,366,777	3,416.9%
Construction (04)	2,525,000	0	2,525,000	5,797,300	(3,272,300)	(56.4)%
Totals	\$8,531,274	\$5,069,739	\$38,890,889	\$39,919,178	(\$1,028,290)	(2.6)%

Flow of Funds

SPECIAL PROJECTS SYSTEM TRUST AGREEMENT

The following graph shows the distribution of the FY2018 projected revenue and transfers from reserves to the various funds in accordance with the TELA and Trust Agreements.



DEPARTMENTAL BUDGETS



CTP travelers heading southbound in between Tarrant and Johnson counties

Operating Fund Budget Comparisons FY2018 to FY2017

Department	FY2018 Budget			Variance	
	Allocated Costs	Direct Costs	Total	Amount (1)	%
Administrative Services:					
Accounting	\$299,507		\$299,507	\$919	0.3%
Administration	81,124		81,124	(2,735)	(3.3%)
Board	24,709		24,709	(1,959)	(7.3%)
Cash and Debt Management	66,539	153,275	219,814	5,587	2.6%
Financial Planning & Analysis (2)	96,135	700,500	796,635	397,175	99.4%
Human Resources	268,657		268,657	(21,272)	(7.3%)
Internal Audit	147,985	70,100	218,085	23,060	11.8%
Legal Services	449,891		449,891	3,695	0.8%
Procurement and Business Diversity	216,021		216,021	10,056	4.9%
Public Affairs	344,560	1,311,140	1,655,700	14,954	0.9%
Shared Services (3)	1,492,628		1,492,628	235,024	18.7%
Total Administrative Services	3,487,756	2,235,015	5,722,771	664,504	13.1%
Operational Services:					
Contact Center & Collections(4)	7,198,261		7,198,261	501,767	7.5%
Information Technology (5)	1,423,336	1,775,315	3,198,651	111,883	3.6%
Maintenance (6)	136,903	7,797,247	7,934,150	225,312	2.9%
Operations	117,672		117,672	(11,093)	(8.6%)
Project Delivery	234,266		234,266	87,015	59.1%
System & Incident Mgmt. (7)	554,490	4,347,456	4,901,946	202,380	4.3%
Total Operational Services	9,664,928	13,920,018	23,584,946	1,117,264	5.0%
Grand Totals	\$13,152,684	\$16,155,033	\$29,307,717	\$1,781,768	6.5%

FY2018 Operating Fund Budget - comprised of allocated and direct costs. The allocation is based on the total Agency's operations and maintenance cost times percent of the system's lane miles or transactions. The SPS lane miles are 206.1 or 19.6% of all NTTA lane miles . All departments are allocated on the lane mile basis, except for Contact Center & Collection and Information Technology. These two departments are allocated on percent of all NTTA transactions of 960.4 million. SPS transactions are 102.6 million or 10.7%.

Direct Costs:

- Cash and Debt Management - \$78,275 Consulting; \$75,000 for Trustee & Rating agency fees.
- Financial Planning & Analysis - \$150,000 for Financial Advisor, \$10,500 for Consulting and \$540,000 Traffic and
- Internal Audit - \$70,100 Independent Auditors fees.
- Public Affairs - \$1.3 million for advertising and promotional fees.
- Information Technology - \$1.8 million for toll collection & intelligent transportation system maintenance.
- Maintenance - \$7.2 million for total routine maintenance of the system; \$586,846 utilities.
- System & Incident Mgmt. - \$3.2 million for police services; \$0.9 million roadway customer service; and \$359,893 for facilities insurance

Variance Explanations:

- (1) The net \$1.8 million increase in the operating budget for all departments is mainly due to the increase in transactions and safety services.
- (2) Financial Planning and Analysis variance is due to a traffic and revenue study done every two years.
- (3) Shared Service variance is due to increase in group insurance.
- (4) The Collections & Toll Enforcement and the Contact Center have been combined into the Contact Center & Collections. The increased \$0.5 million is due to the additional transaction and collection efforts.
- (5) IT increased \$0.1 million to maintain toll collection and intelligent transportation systems.
- (6) Maintenance increased \$0.2 million mainly due to \$0.1 million for snow and ice materials and \$0.1 million for lane
- (7) System & Incident Management increased \$0.2 million due to safety services.

ADMINISTRATIVE SERVICES DEPARTMENTS

Accounting Department

DEPARTMENTAL FY2018 SPECIAL PROJECTS SYSTEM OPERATING BUDGET

Account	FY2017	FY2018	Variance	
	Budget	Budget	Amount	Percent
Salaries and Wages-Direct - (511101)	\$262,642	\$261,645	(\$997)	(0.4)%
Salaries and Wage-Overtime - (511301)	144	142	(2)	(1.4)%
Retirement Contributions - (512401)	32,204	32,370	166	0.5%
Meeting Expense - (521101)	183	358	175	95.6%
Consulting/Professional - (521201)	106	151	45	42.5%
Promotional Expenses - (523304)	13	41	28	215.4%
Travel - (523501)	1,636	1,862	226	13.8%
Dues & Subscriptions - (523601)	849	685	(164)	(19.3)%
Education and Training - (523701)	277	838	561	202.5%
Licenses - (523801)	34	96	62	182.4%
Office Supplies - (531101)	475	1,243	768	161.7%
Freight and Express - (531105)	25	76	51	204.0%
Total Expenses	\$298,588	\$299,507	\$919	0.3%

DEPARTMENTAL FY2018 SPECIAL PROJECTS SYSTEM SUMMARY OF FUNDS

Account	PGBT WE				CTP OF	CTP MMF	CTP CEF	CTP Const.	Total Budget
	OF	Const.	MMF	CEF					
Salaries and Wages-Direct - (511101)	\$125,224	\$0	\$4,991	\$0	\$136,421	\$8,318	\$0	\$24,955	\$299,909
Salaries and Wage-Overtime - (511301)	68	0	2	0	74	4	0	11	159
Retirement Contributions - (512401)	15,492	0	647	0	16,878	1,079	0	3,235	37,331
Meeting Expense - (521101)	171	0	0	0	187	0	0	0	358
Consulting/Professional - (521201)	72	0	0	0	79	0	0	0	151
Promotional Expenses - (523304)	20	0	0	0	21	0	0	0	41
Travel - (523501)	891	0	0	0	971	0	0	0	1,862
Dues & Subscriptions - (523601)	328	0	0	0	357	0	0	0	685
Education and Training - (523701)	401	0	0	0	437	0	0	0	838
Licenses - (523801)	46	0	0	0	50	0	0	0	96
Office Supplies - (531101)	595	0	0	0	648	0	0	0	1,243
Freight and Express - (531105)	36	0	0	0	40	0	0	0	76
FY2018 Totals	\$143,344	\$0	\$5,640	\$0	\$156,163	\$9,401	\$0	\$28,201	\$342,749
FY2017 Totals	\$155,375	\$5,401	\$18,003	\$9,002	\$143,213	\$9,002	\$0	\$55,809	\$395,805

Administration Department

DEPARTMENTAL FY2018 SPECIAL PROJECTS SYSTEM OPERATING BUDGET

Account	FY2017	FY2018	Variance	
	Budget	Budget	Amount	Percent
Salaries and Wages-Direct - (511101)	\$66,990	\$64,558	(\$2,432)	(3.6)%
Retirement Contributions - (512401)	6,695	6,667	(28)	(0.4)%
Meeting Expense - (521101)	419	370	(49)	(11.7)%
Consulting/Professional - (521201)	413	500	87	21.1%
Promotional Expenses - (523304)	44	50	6	13.6%
Travel - (523501)	1,038	993	(45)	(4.3)%
Dues & Subscriptions - (523601)	8,260	7,821	(439)	(5.3)%
Education and Training - (523701)	0	41	41	100.0%
Office Supplies - (531101)	0	94	94	100.0%
Freight and Express - (531105)	0	30	30	100.0%
Total Expenses	\$83,859	\$81,124	(\$2,735)	(3.3)%

DEPARTMENTAL FY2018 SPECIAL PROJECTS SYSTEM SUMMARY OF FUNDS

Account	PGBT WE				CTP				Total Budget
	OF	Const.	MMF	CEF	OF	MMF	CEF	Const.	
Salaries and Wages-Direct - (511101)	\$30,898	\$0	\$1,220	\$0	\$33,660	\$2,033	\$0	\$2,033	\$69,844
Retirement Contributions - (512401)	3,191	0	131	0	3,476	219	0	219	7,236
Meeting Expense - (521101)	177	0	0	0	193	0	0	0	370
Consulting/Professional - (521201)	250	0	0	0	250	0	0	0	500
Promotional Expenses - (523304)	25	0	0	0	25	0	0	0	50
Travel - (523501)	528	0	0	0	465	0	0	0	993
Dues & Subscriptions - (523601)	3,743	0	0	0	4,078	0	0	0	7,821
Education and Training - (523701)	38	0	0	0	3	0	0	0	41
Office Supplies - (531101)	45	0	0	0	49	0	0	0	94
Freight and Express - (531105)	14	0	0	0	16	0	0	0	30
FY2018 Totals	\$38,909	\$0	\$1,351	\$0	\$42,215	\$2,252	\$0	\$2,252	\$86,979
FY2017 Totals	\$43,637	\$0	\$4,446	\$4,446	\$40,222	\$0	\$0	\$4,446	\$97,197

Board of Directors Department

DEPARTMENTAL FY2018 SPECIAL PROJECTS SYSTEM OPERATING BUDGET

Account	FY2017	FY2018	Variance	
	Budget	Budget	Amount	Percent
Salaries and Wages-Direct - (511101)	\$11,475	\$11,881	\$406	3.5%
Retirement Contributions - (512401)	1,333	1,466	133	10.0%
Meeting Expense - (521101)	11,277	8,585	(2,692)	(23.9)%
Travel - (523501)	1,689	2,117	428	25.3%
Office Supplies - (531101)	519	445	(74)	(14.3)%
Freight and Express - (531105)	375	215	(160)	(42.7)%
Total Expenses	\$26,668	\$24,709	(\$1,959)	(7.3)%

DEPARTMENTAL FY2018 SPECIAL PROJECTS SYSTEM SUMMARY OF FUNDS

Account	PGBT WE	PGBT WE	PGBT WE	PGBT WE	CTP OF	CTP MMF	CTP CEF	CTP Const.	Total Budget
	OF	Const.	MMF	CEF					
Salaries and Wages-Direct - (511101)	\$5,686	\$0	\$252	\$0	\$6,195	\$420	\$0	\$420	\$12,973
Retirement Contributions - (512401)	702	0	33	0	764	55	0	55	1,609
Meeting Expense - (521101)	4,109	0	0	0	4,476	0	0	0	8,585
Travel - (523501)	1,013	0	0	0	1,104	0	0	0	2,117
Office Supplies - (531101)	213	0	0	0	232	0	0	0	445
Freight and Express - (531105)	103	0	0	0	112	0	0	0	215
FY2018 Totals	\$11,826	\$0	\$285	\$0	\$12,883	\$475	\$0	\$475	\$25,944
FY2017 Totals	\$13,877	\$0	\$912	\$912	\$12,791	\$0	\$0	\$912	\$29,404

Cash and Debt Management Department

DEPARTMENTAL FY2018 SPECIAL PROJECTS SYSTEM OPERATING BUDGET

Account	FY2017	FY2018	Variance	
	Budget	Budget	Amount	Percent
Salaries and Wages-Direct - (511101)	\$48,796	\$47,373	(\$1,423)	(2.9)%
Retirement Contributions - (512401)	5,723	5,735	12	0.2%
Consulting/Professional - (521201)	78,275	78,275	0	0.0%
Trustee Fees - (521204)	50,000	50,000	0	0.0%
Rating Agency Fees - (521205)	25,000	25,000	0	0.0%
Magazine and Newspaper - (523302)	1,467	386	(1,081)	(73.7)%
Travel - (523501)	878	763	(115)	(13.1)%
Dues & Subscriptions - (523601)	437	441	4	0.9%
Education and Training - (523701)	325	681	356	109.5%
Office Supplies - (531101)	106	106	0	0.0%
Freight and Express - (531105)	110	66	(44)	(40.0)%
Bank Charges - (573001)	3,110	10,988	7,878	253.3%
Total Expenses	\$214,227	\$219,814	\$5,587	2.6%

DEPARTMENTAL FY2018 SPECIAL PROJECTS SYSTEM SUMMARY OF FUNDS

Account	PGBT WE				CTP OF	CTP MMF	CTP CEF	CTP Const.	Total Budget
	OF	Const.	MMF	CEF					
Salaries and Wages-Direct - (511101)	\$22,673	\$0	\$1,189	\$0	\$24,700	\$1,920	\$0	\$21,797	\$72,279
Retirement Contributions - (512401)	2,745	0	155	0	2,990	242	0	2,842	8,974
Consulting/Professional - (521201)	77,075	0	0	0	1,200	0	0	0	78,275
Trustee Fees - (521204)	30,000	0	0	0	20,000	0	0	0	50,000
Rating Agency Fees - (521205)	0	0	0	0	25,000	0	0	0	25,000
Magazine and Newspaper - (523302)	185	0	0	0	201	0	0	0	386
Travel - (523501)	365	0	0	0	398	0	0	0	763
Dues & Subscriptions - (523601)	211	0	0	0	230	0	0	0	441
Education and Training - (523701)	326	0	0	0	355	0	0	0	681
Office Supplies - (531101)	51	0	0	0	55	0	0	0	106
Freight and Express - (531105)	32	0	0	0	34	0	0	0	66
Bank Charges - (573001)	5,259	0	0	0	5,729	0	0	0	10,988
FY2018 Totals	\$138,922	\$0	\$1,344	\$0	\$80,892	\$2,162	\$0	\$24,639	\$247,959
FY2017 Totals	\$138,791	\$51,449	\$4,323	\$2,162	\$75,436	\$2,162	\$0	\$51,449	\$325,772

Financial Planning and Analysis Department

DEPARTMENTAL FY2018 SPECIAL PROJECTS SYSTEM OPERATING BUDGET

Account	FY2017	FY2018	Variance	
	Budget	Budget	Amount	Percent
Salaries and Wages-Direct - (511101)	\$88,264	\$84,105	(\$4,159)	(4.7)%
Retirement Contributions - (512401)	10,346	10,365	19	0.2%
Consulting/Professional - (521201)	160,500	160,500	0	0.0%
Traffic Engineering Fees - (521207)	140,000	540,000	400,000	285.7%
Travel - (523501)	0	782	782	100.0%
Dues & Subscriptions - (523601)	88	111	23	26.1%
Education and Training - (523701)	88	389	301	342.0%
Office Supplies - (531101)	169	356	187	110.7%
Freight and Express - (531105)	5	27	22	440.0%
Total Expenses	\$399,460	\$796,635	\$397,175	99.4%

DEPARTMENTAL FY2018 SPECIAL PROJECTS SYSTEM SUMMARY OF FUNDS

Account	PGBT WE	PGBT WE	PGBT WE	PGBT WE	CTP OF	CTP MMF	CTP CEF	CTP Const.	Total Budget
	OF	Const.	MMF	CEF					
Salaries and Wages-Direct - (511101)	\$40,253	\$0	\$1,739	\$0	\$43,852	\$2,803	\$0	\$8,114	\$96,761
Retirement Contributions - (512401)	4,961	0	229	0	5,404	369	0	1,069	12,032
Consulting/Professional - (521201)	80,250	0	0	0	80,250	0	0	0	160,500
Traffic Engineering Fees - (521207)	245,500	0	0	0	294,500	0	0	0	540,000
Travel - (523501)	374	0	0	0	408	0	0	0	782
Dues & Subscriptions - (523601)	53	0	0	0	58	0	0	0	111
Education and Training - (523701)	186	0	0	0	203	0	0	0	389
Office Supplies - (531101)	170	0	0	0	186	0	0	0	356
Freight and Express - (531105)	13	0	0	0	14	0	0	0	27
FY2018 Totals	\$371,760	\$0	\$1,968	\$0	\$424,875	\$3,172	\$0	\$9,183	\$810,958
FY2017 Totals	\$201,747	\$6,310	\$6,310	\$3,155	\$197,713	\$3,155	\$0	\$18,930	\$437,320

Human Resources Department

DEPARTMENTAL FY2018 SPECIAL PROJECTS SYSTEM OPERATING BUDGET

Account	FY2017	FY2018	Variance	
	Budget	Budget	Amount	Percent
Salaries and Wages-Direct - (511101)	\$159,002	\$156,536	(\$2,466)	(1.6)%
Salaries and Wages-Internship - (511202)	3,593	5,416	1,823	50.7%
Salaries and Wage-Overtime - (511301)	104	324	220	211.5%
Retirement Contributions - (512401)	18,576	19,787	1,211	6.5%
Retirement Contr.-Internship - (512402)	476	681	205	43.1%
Tuition Reimbursement - (512501)	4,087	4,507	420	10.3%
Meeting Expense - (521101)	675	1,099	424	62.8%
Consulting/Professional - (521201)	46,742	26,211	(20,531)	(43.9)%
Recruitment - (523301)	24,644	23,343	(1,301)	(5.3)%
Magazine and Newspaper - (523302)	2	0	(2)	(100.0)%
Promotional Expenses - (523304)	6,320	10,926	4,606	72.9%
Travel - (523501)	260	777	517	198.8%
Dues & Subscriptions - (523601)	3,390	3,536	146	4.3%
Education and Training - (523701)	12,661	12,716	55	0.4%
Temporary Contract Labor - (523851)	8,336	1,962	(6,374)	(76.5)%
Office Supplies - (531101)	1,040	746	(294)	(28.3)%
Freight and Express - (531105)	21	90	69	328.6%
Total Expenses	\$289,929	\$268,657	(\$21,272)	(7.3)%

DEPARTMENTAL FY2018 SPECIAL PROJECTS SYSTEM SUMMARY OF FUNDS

Account	PGBT WE	PGBT WE	PGBT WE	PGBT WE	CTP OF	CTP MMF	CTP CEF	CTP Const.	Total Budget
	OF	Const.	MMF	CEF					
Salaries and Wages-Direct - (511101)	\$74,919	\$0	\$0	\$0	\$81,617	\$0	\$0	\$0	\$156,536
Salaries and Wages-Internship - (511202)	2,592	0	0	0	2,824	0	0	0	5,416
Salaries and Wage-Overtime - (511301)	155	0	0	0	169	0	0	0	324
Retirement Contributions - (512401)	9,470	0	0	0	10,317	0	0	0	19,787
Retirement Contr.-Internship - (512402)	326	0	0	0	355	0	0	0	681
Tuition Reimbursement - (512501)	2,157	0	0	0	2,350	0	0	0	4,507
Meeting Expense - (521101)	526	0	0	0	573	0	0	0	1,099
Consulting/Professional - (521201)	12,545	0	0	0	13,666	0	0	0	26,211
Recruitment - (523301)	11,172	0	0	0	12,171	0	0	0	23,343
Promotional Expenses - (523304)	5,229	0	0	0	5,697	0	0	0	10,926
Travel - (523501)	372	0	0	0	405	0	0	0	777
Dues & Subscriptions - (523601)	1,692	0	0	0	1,844	0	0	0	3,536
Education and Training - (523701)	6,086	0	0	0	6,630	0	0	0	12,716
Temporary Contract Labor - (523851)	939	0	0	0	1,023	0	0	0	1,962
Office Supplies - (531101)	357	0	0	0	389	0	0	0	746
Freight and Express - (531105)	43	0	0	0	47	0	0	0	90
FY2018 Totals	\$128,580	\$0	\$0	\$0	\$140,077	\$0	\$0	\$0	\$268,657
FY2017 Totals	\$150,869	\$0	\$0	\$0	\$139,060	\$0	\$0	\$0	\$289,929

Internal Audit Department

DEPARTMENTAL FY2018 SPECIAL PROJECTS SYSTEM OPERATING BUDGET

Account	FY2017	FY2018	Variance	
	Budget	Budget	Amount	Percent
Salaries and Wages-Direct - (511101)	\$107,785	\$121,009	\$13,224	12.3%
Retirement Contributions - (512401)	12,799	14,879	2,080	16.3%
Meeting Expense - (521101)	15	87	72	480.0%
Consulting/Professional - (521201)	2,753	6,876	4,123	149.8%
Auditing Fees - (521203)	70,100	70,100	0	0.0%
Postage - (523201)	0	13	13	100.0%
Magazine and Newspaper - (523302)	12	53	41	341.7%
Travel - (523501)	127	1,857	1,730	1,362.2%
Dues & Subscriptions - (523601)	442	679	237	53.6%
Education and Training - (523701)	803	1,785	982	122.3%
Licenses - (523801)	19	108	89	468.4%
Office Supplies - (531101)	160	407	247	154.4%
Freight and Express - (531105)	0	23	23	100.0%
Books & Periodicals - (531401)	10	209	199	1,990.0%
Total Expenses	\$195,025	\$218,085	\$23,060	11.8%

DEPARTMENTAL FY2018 SPECIAL PROJECTS SYSTEM SUMMARY OF FUNDS

Account	PGBT WE	PGBT WE	PGBT WE	PGBT WE	CTP OF	CTP MMF	CTP CEF	CTP Const.	Total Budget
	OF	Const.	MMF	CEF					
Salaries and Wages-Direct - (511101)	\$57,915	\$0	\$0	\$0	\$63,094	\$0	\$0	\$0	\$121,009
Retirement Contributions - (512401)	7,121	0	0	0	7,758	0	0	0	14,879
Meeting Expense - (521101)	42	0	0	0	45	0	0	0	87
Consulting/Professional - (521201)	3,291	0	0	0	3,585	0	0	0	6,876
Auditing Fees - (521203)	38,600	0	0	0	31,500	0	0	0	70,100
Postage - (523201)	6	0	0	0	7	0	0	0	13
Magazine and Newspaper - (523302)	25	0	0	0	28	0	0	0	53
Travel - (523501)	889	0	0	0	968	0	0	0	1,857
Dues & Subscriptions - (523601)	325	0	0	0	354	0	0	0	679
Education and Training - (523701)	854	0	0	0	931	0	0	0	1,785
Licenses - (523801)	52	0	0	0	56	0	0	0	108
Office Supplies - (531101)	195	0	0	0	212	0	0	0	407
Freight and Express - (531105)	11	0	0	0	12	0	0	0	23
Books & Periodicals - (531401)	100	0	0	0	109	0	0	0	209
FY2018 Totals	\$109,426	\$0	\$0	\$0	\$108,659	\$0	\$0	\$0	\$218,085
FY2017 Totals	\$103,314	\$0	\$0	\$0	\$91,711	\$0	\$0	\$0	\$195,025

Legal Services Department

DEPARTMENTAL FY2018 SPECIAL PROJECTS SYSTEM OPERATING BUDGET

Account	FY2017	FY2018	Variance	
	Budget	Budget	Amount	Percent
Salaries and Wages-Direct - (511101)	\$104,770	\$93,488	(\$11,282)	(10.8)%
Retirement Contributions - (512401)	11,959	11,600	(359)	(3.0)%
Legal Fees - (521202)	313,911	328,249	14,338	4.6%
Travel - (523501)	348	1,498	1,150	330.5%
Dues & Subscriptions - (523601)	9,446	8,283	(1,163)	(12.3)%
Education and Training - (523701)	312	474	162	51.9%
Office Supplies - (531101)	5,434	6,233	799	14.7%
Freight and Express - (531105)	16	66	50	312.5%
Total Expenses	\$446,196	\$449,891	\$3,695	0.8%

DEPARTMENTAL FY2018 SPECIAL PROJECTS SYSTEM SUMMARY OF FUNDS

Account	PGBT WE	PGBT WE	PGBT WE	PGBT WE	CTP OF	CTP MMF	CTP CEF	CTP Const.	Total Budget
	OF	Const.	MMF	CEF					
Salaries and Wages-Direct - (511101)	\$44,744	\$0	\$0	\$0	\$48,744	\$0	\$0	\$8,128	\$101,616
Retirement Contributions - (512401)	5,552	0	0	0	6,048	0	0	1,047	12,647
Legal Fees - (521202)	157,101	0	0	0	171,148	0	0	250,000	578,249
Travel - (523501)	717	0	0	0	781	0	0	0	1,498
Dues & Subscriptions - (523601)	3,964	0	0	0	4,319	0	0	0	8,283
Education and Training - (523701)	227	0	0	0	247	0	0	0	474
Office Supplies - (531101)	2,983	0	0	0	3,250	0	0	0	6,233
Freight and Express - (531105)	32	0	0	0	34	0	0	0	66
FY2018 Totals	\$215,320	\$0	\$0	\$0	\$234,571	\$0	\$0	\$259,175	\$709,066
FY2017 Totals	\$232,185	\$0	\$0	\$0	\$214,011	\$0	\$0	\$259,151	\$705,347

Procurement and Business Diversity Department

DEPARTMENTAL FY2018 SPECIAL PROJECTS SYSTEM OPERATING BUDGET

Account	FY2017	FY2018	Variance	
	Budget	Budget	Amount	Percent
Salaries and Wages-Direct - (511101)	\$163,841	\$164,606	\$765	0.5%
Salaries and Wage-Overtime - (511301)	753	411	(342)	(45.4)%
Retirement Contributions - (512401)	19,131	20,319	1,188	6.2%
Meeting Expense - (521101)	623	296	(327)	(52.5)%
Consulting/Professional - (521201)	0	272	272	100.0%
Magazine and Newspaper - (523302)	237	830	593	250.2%
Promotional Expenses - (523304)	10,412	10,100	(312)	(3.0)%
Printing and Photographic - (523401)	0	150	150	100.0%
Travel - (523501)	575	1,993	1,418	246.6%
Dues & Subscriptions - (523601)	9,470	12,984	3,514	37.1%
Education and Training - (523701)	294	2,942	2,648	900.7%
Licenses - (523801)	0	433	433	100.0%
Office Supplies - (531101)	586	660	74	12.6%
Freight and Express - (531105)	43	25	(18)	(41.9)%
Total Expenses	\$205,965	\$216,021	\$10,056	4.9%

DEPARTMENTAL FY2018 SPECIAL PROJECTS SYSTEM SUMMARY OF FUNDS

Account	PGBT WE	PGBT WE	PGBT WE	PGBT WE	CTP OF	CTP MMF	CTP CEF	CTP Const.	Total Budget
	OF	Const.	MMF	CEF					
Salaries and Wages-Direct - (511101)	\$78,781	\$0	\$3,675	\$0	\$85,825	\$6,125	\$0	\$6,125	\$180,531
Salaries and Wage-Overtime - (511301)	197	0	9	0	214	14	0	14	448
Retirement Contributions - (512401)	9,725	0	479	0	10,594	799	0	799	22,396
Meeting Expense - (521101)	142	0	0	0	154	0	0	0	296
Consulting/Professional - (521201)	130	0	0	0	142	0	0	0	272
Magazine and Newspaper - (523302)	397	0	0	0	433	0	0	0	830
Promotional Expenses - (523304)	4,834	0	0	0	5,266	0	0	0	10,100
Printing and Photographic - (523401)	72	0	0	0	78	0	0	0	150
Travel - (523501)	954	0	0	0	1,039	0	0	0	1,993
Dues & Subscriptions - (523601)	6,214	0	0	0	6,770	0	0	0	12,984
Education and Training - (523701)	1,408	0	0	0	1,534	0	0	0	2,942
Licenses - (523801)	207	0	0	0	226	0	0	0	433
Office Supplies - (531101)	316	0	0	0	344	0	0	0	660
Freight and Express - (531105)	12	0	0	0	13	0	0	0	25
FY2018 Totals	\$103,389	\$0	\$4,163	\$0	\$112,632	\$6,938	\$0	\$6,938	\$234,060
FY2017 Totals	\$107,176	\$0	\$13,994	\$6,997	\$98,789	\$0	\$0	\$13,994	\$240,950

Public Affairs Department

DEPARTMENTAL FY2018 SPECIAL PROJECTS SYSTEM OPERATING BUDGET

Account	FY2017	FY2018	Variance	
	Budget	Budget	Amount	Percent
Salaries and Wages-Direct - (511101)	\$233,940	\$236,868	\$2,928	1.3%
Salaries and Wage-Overtime - (511301)	0	408	408	100.0%
Retirement Contributions - (512401)	26,881	29,561	2,680	10.0%
Meeting Expense - (521101)	1,222	1,941	719	58.8%
Consulting/Professional - (521201)	154,815	158,997	4,182	2.7%
Magazine and Newspaper - (523302)	486,360	486,360	0	0.0%
Television & Radio - (523303)	436,360	436,360	0	0.0%
Promotional Expenses - (523304)	262,183	263,560	1,377	0.5%
Employee Appreciation - (523305)	0	226	226	100.0%
Printing and Photographic - (523401)	565	1,129	564	99.8%
Maps & Pamphlets - (523402)	30,930	31,049	119	0.4%
Travel - (523501)	4,868	5,069	201	4.1%
Dues & Subscriptions - (523601)	1,621	1,991	370	22.8%
Education and Training - (523701)	600	462	(138)	(23.0)%
Office Supplies - (531101)	291	1,044	753	258.8%
Other Materials and Supplies - (531102)	58	368	310	534.5%
Freight and Express - (531105)	52	52	0	0.0%
Uniforms - (531701)	0	255	255	100.0%
Total Expenses	\$1,640,746	\$1,655,700	\$14,954	0.9%

DEPARTMENTAL FY2018 SPECIAL PROJECTS SYSTEM SUMMARY OF FUNDS

Account	PGBT WE	PGBT WE	PGBT WE	PGBT WE	CTP OF	CTP MMF	CTP CEF	CTP Const.	Total Budget
	OF	Const.	MMF	CEF					
Salaries and Wages-Direct - (511101)	\$113,366	\$0	\$0	\$0	\$123,502	\$0	\$0	\$33,814	\$270,682
Salaries and Wage-Overtime - (511301)	195	0	0	0	213	0	0	30	438
Retirement Contributions - (512401)	14,148	0	0	0	15,413	0	0	4,409	33,970
Meeting Expense - (521101)	929	0	0	0	1,012	0	0	0	1,941
Consulting/Professional - (521201)	36,933	0	0	0	122,064	0	0	0	158,997
Magazine and Newspaper - (523302)	153,360	0	0	0	333,000	0	0	0	486,360
Television & Radio - (523303)	153,360	0	0	0	283,000	0	0	0	436,360
Promotional Expenses - (523304)	11,704	0	0	0	251,856	0	0	0	263,560
Employee Appreciation - (523305)	108	0	0	0	118	0	0	0	226
Printing and Photographic - (523401)	540	0	0	0	589	0	0	0	1,129
Maps & Pamphlets - (523402)	10,982	0	0	0	20,067	0	0	0	31,049
Travel - (523501)	2,426	0	0	0	2,643	0	0	0	5,069
Dues & Subscriptions - (523601)	953	0	0	0	1,038	0	0	0	1,991
Education and Training - (523701)	221	0	0	0	241	0	0	0	462
Office Supplies - (531101)	500	0	0	0	544	0	0	0	1,044
Other Materials and Supplies - (531102)	176	0	0	0	192	0	0	0	368
Freight and Express - (531105)	25	0	0	0	27	0	0	0	52
Uniforms - (531701)	122	0	0	0	133	0	0	0	255
FY2018 Totals	\$500,048	\$0	\$0	\$0	\$1,155,652	\$0	\$0	\$38,253	\$1,693,953
FY2017 Totals	\$506,656	\$0	\$0	\$0	\$1,134,090	\$0	\$0	\$78,523	\$1,719,269

Shared Services Department

DEPARTMENTAL FY2018 SPECIAL PROJECTS SYSTEM OPERATING BUDGET

Account	FY2017	FY2018	Variance	
	Budget	Budget	Amount	Percent
Group Insurance - (512101)	1,142,196	1,365,611	223,415	19.6%
Unemployment Insurance - (512601)	24,277	33,710	9,433	38.9%
Worker's Comp Ins - (512701)	68,605	62,996	(5,609)	(8.2)%
Rentals - Equipment - (522302)	12,660	18,437	5,777	45.6%
Dues & Subscriptions - (523601)	171	173	2	1.2%
Office Supplies - (531101)	9,695	11,701	2,006	20.7%
Total Expenses	\$1,257,604	\$1,492,628	\$235,024	18.7%

DEPARTMENTAL FY2018 SPECIAL PROJECTS SYSTEM SUMMARY OF FUNDS

Account	PGBT WE	PGBT WE	PGBT WE	PGBT WE	CTP OF	CTP MMF	CTP CEF	CTP Const.	Total Budget
	OF	Const.	MMF	CEF					
Group Insurance - (512101)	\$735,675	\$0	\$21,261	\$10,402	\$629,936	\$20,803	\$0	\$53,934	\$1,472,011
Unemployment Insurance - (512601)	16,134	0	0	0	17,576	0	0	0	33,710
Worker's Comp Ins - (512701)	30,150	0	0	0	32,846	0	0	0	62,996
Rentals - Equipment - (522302)	8,824	0	0	0	9,613	0	0	0	18,437
Dues & Subscriptions - (523601)	83	0	0	0	90	0	0	0	173
Office Supplies - (531101)	5,600	0	0	0	6,101	0	0	0	11,701
FY2018 Totals	\$796,466	\$0	\$21,261	\$10,402	\$696,162	\$20,803	\$0	\$53,934	\$1,599,028
FY2017 Totals	\$688,931	\$9,892	\$29,676	\$19,784	\$568,673	\$19,784	\$0	\$98,918	\$1,435,658

OPERATIONAL SERVICES DEPARTMENTS

Contact Center and Collections Department

DEPARTMENTAL FY2018 SPECIAL PROJECTS SYSTEM OPERATING BUDGET

Account	FY2017	FY2018	Variance	
	Budget	Budget	Amount	Percent
Salaries and Wages-Direct - (511101)	\$1,294,664	\$1,262,753	(\$31,911)	(2.5)%
Salaries and Wage-Overtime - (511301)	66,091	32,888	(33,203)	(50.2)%
Retirement Contributions - (512401)	156,739	158,168	1,429	0.9%
Meeting Expense - (521101)	1,365	2,099	734	53.8%
Consulting/Professional - (521201)	1,180,324	1,020,365	(159,959)	(13.6)%
Armored Car Services - (521209)	1,250	2,022	772	61.8%
Rentals - Land - (522301)	0	3,511	3,511	100.0%
Rentals - Equipment - (522302)	1,899	5,537	3,638	191.6%
Postage - (523201)	946,606	1,108,078	161,472	17.1%
Magazine and Newspaper - (523302)	71	540	469	660.6%
Travel - (523501)	118	1,477	1,359	1,151.7%
Dues & Subscriptions - (523601)	41	342	301	734.1%
Education and Training - (523701)	1,650	4,951	3,301	200.1%
Temporary Contract Labor - (523851)	243,983	618,929	374,946	153.7%
Office Supplies - (531101)	10,951	20,495	9,544	87.2%
Freight and Express - (531105)	30	110	80	266.7%
Inven for resale(toll tags) - (531501)	1,079,154	1,092,975	13,821	1.3%
Uniforms - (531701)	981	1,639	658	67.1%
Bank Charges - (573001)	36,399	82,427	46,028	126.5%
Credit Card Fees - (573002)	1,674,178	1,778,955	104,777	6.3%
Total Expenses	\$6,696,494	\$7,198,261	\$501,767	7.5%

DEPARTMENTAL FY2018 SPECIAL PROJECTS SYSTEM SUMMARY OF FUNDS

Account	PGBT WE				CTP OF	CTP MMF	CTP CEF	CTP Const.	Total Budget
	OF	Const.	MMF	CEF					
Salaries and Wages-Direct - (511101)	\$836,946	\$0	\$0	\$0	\$425,807	\$0	\$0	\$0	\$1,262,753
Salaries and Wage-Overtime - (511301)	21,798	0	0	0	11,090	0	0	0	32,888
Retirement Contributions - (512401)	104,833	0	0	0	53,335	0	0	0	158,168
Meeting Expense - (521101)	1,391	0	0	0	708	0	0	0	2,099
Consulting/Professional - (521201)	676,294	0	0	0	344,071	0	0	0	1,020,365
Armored Car Services - (521209)	1,340	0	0	0	682	0	0	0	2,022
Rentals - Land - (522301)	2,327	0	0	0	1,184	0	0	0	3,511
Rentals - Equipment - (522302)	3,670	0	0	0	1,867	0	0	0	5,537
Postage - (523201)	734,429	0	0	0	373,649	0	0	0	1,108,078
Magazine and Newspaper - (523302)	358	0	0	0	182	0	0	0	540
Travel - (523501)	979	0	0	0	498	0	0	0	1,477
Dues & Subscriptions - (523601)	227	0	0	0	115	0	0	0	342
Education and Training - (523701)	3,281	0	0	0	1,670	0	0	0	4,951
Temporary Contract Labor - (523851)	410,223	0	0	0	208,706	0	0	0	618,929
Office Supplies - (531101)	13,584	0	0	0	6,911	0	0	0	20,495
Freight and Express - (531105)	73	0	0	0	37	0	0	0	110
Inven for resale(toll tags) - (531501)	724,419	0	0	0	368,556	0	0	0	1,092,975
Uniforms - (531701)	1,086	0	0	0	553	0	0	0	1,639
Bank Charges - (573001)	54,632	0	0	0	27,795	0	0	0	82,427
Credit Card Fees - (573002)	1,179,083	0	0	0	599,872	0	0	0	1,778,955
FY2018 Totals	\$4,770,973	\$0	\$0	\$0	\$2,427,288	\$0	\$0	\$0	\$7,198,261
FY2017 Totals	\$4,429,201	\$0	\$0	\$0	\$2,267,293	\$0	\$0	\$0	\$6,696,494

Information Technology Department

DEPARTMENTAL FY2018 SPECIAL PROJECTS SYSTEM OPERATING BUDGET

Account	FY2017	FY2018	Variance	
	Budget	Budget	Amount	Percent
Salaries and Wages-Direct - (511101)	\$587,754	\$647,579	\$59,825	10.2%
Salaries and Wage-Overtime - (511301)	3,834	9,562	5,728	149.4%
Retirement Contributions - (512401)	67,722	77,387	9,665	14.3%
Meeting Expense - (521101)	80	8	(72)	(90.0)%
Consulting/Professional - (521201)	6,551	9,736	3,185	48.6%
Outside Maintenance Services - (521212)	1,342,883	1,342,883	0	0.0%
Telecommunications - (523202)	438,785	432,432	(6,353)	(1.4)%
Promotional Expenses - (523304)	6	0	(6)	(100.0)%
Travel - (523501)	2,047	2,364	317	15.5%
Dues & Subscriptions - (523601)	369	576	207	56.1%
Education and Training - (523701)	4,188	10,507	6,319	150.9%
Office Supplies - (531101)	16,471	18,976	2,505	15.2%
Other Materials and Supplies - (531102)	7,992	9,540	1,548	19.4%
Software - (531651)	608,086	637,101	29,015	4.8%
Total Expenses	\$3,086,768	\$3,198,651	\$111,883	3.6%

DEPARTMENTAL FY2018 SPECIAL PROJECTS SYSTEM SUMMARY OF FUNDS

Account	PGBT WE	PGBT WE	PGBT WE	PGBT WE	CTP OF	CTP MMF	CTP CEF	CTP Const.	Total Budget
	OF	Const.	MMF	CEF					
Salaries and Wages-Direct - (511101)	\$473,467	\$0	\$110,979	\$0	\$174,112	\$0	\$0	\$0	\$758,558
Salaries and Wage-Overtime - (511301)	6,338	0	1,350	0	3,224	0	0	0	10,912
Retirement Contributions - (512401)	58,442	0	14,479	0	18,945	0	0	0	91,866
Meeting Expense - (521101)	5	0	0	0	3	0	0	0	8
Consulting/Professional - (521201)	6,453	0	0	0	3,283	0	0	0	9,736
Outside Maintenance Services - (521212)	357,619	0	0	0	985,264	0	0	0	1,342,883
Telecommunications - (523202)	82,432	0	0	0	350,000	0	0	0	432,432
Travel - (523501)	1,567	0	0	0	797	0	0	0	2,364
Dues & Subscriptions - (523601)	382	0	0	0	194	0	0	0	576
Education and Training - (523701)	6,964	0	0	0	3,543	0	0	0	10,507
Office Supplies - (531101)	12,577	0	0	0	6,399	0	0	0	18,976
Other Materials and Supplies - (531102)	6,323	0	0	0	3,217	0	0	0	9,540
Software - (531651)	421,974	0	0	0	215,127	0	0	0	637,101
Infrastructure - Other - (541403)	0	0	476,896	0	0	0	0	0	476,896
FY2018 Totals	\$1,434,543	\$0	\$603,704	\$0	\$1,764,108	\$0	\$0	\$0	\$3,802,355
FY2017 Totals	\$1,287,036	\$0	\$385,821	\$0	\$1,799,732	\$0	\$0	\$0	\$3,472,589

Maintenance Department

DEPARTMENTAL FY2018 SPECIAL PROJECTS SYSTEM OPERATING BUDGET

Account	FY2017	FY2018	Variance	
	Budget	Budget	Amount	Percent
Salaries and Wages-Direct - (511101)	\$113,032	\$115,524	\$2,492	2.2%
Retirement Contributions - (512401)	13,452	14,290	838	6.2%
Consulting/Professional - (521201)	387,078	200,000	(187,078)	(48.3)%
Outside Maintenance Services - (521212)	5,119,088	5,350,792	231,704	4.5%
Repairs and Maintenance - (522201)	345,455	340,000	(5,455)	(1.6)%
Landscaping - (522202)	64,642	66,420	1,778	2.8%
Rentals - Land - (522301)	435,287	459,557	24,270	5.6%
Other Materials and Supplies - (531102)	659,664	800,721	141,057	21.4%
Water - (531211)	122,590	122,590	0	0.0%
Electricity - (531231)	448,550	464,256	15,706	3.5%
Total Expenses	\$7,708,838	\$7,934,150	\$225,312	2.9%

DEPARTMENTAL FY2018 SPECIAL PROJECTS SYSTEM SUMMARY OF FUNDS

Account	PGBT WE	PGBT WE	PGBT WE	PGBT WE	CTP OF	CTP MMF	CTP CEF	CTP Const.	Total Budget
	OF	Const.	MMF	CEF					
Salaries and Wages-Direct - (511101)	\$55,290	\$0	\$0	\$0	\$60,234	\$0	\$0	\$0	\$115,524
Retirement Contributions - (512401)	6,839	0	0	0	7,451	0	0	0	14,290
Consulting/Professional - (521201)	150,000	0	0	0	50,000	0	0	0	200,000
Outside Maintenance Services - (521212)	1,859,140	0	0	0	3,491,652	0	0	0	5,350,792
Repairs and Maintenance - (522201)	170,000	0	0	0	170,000	0	0	0	340,000
Landscaping - (522202)	66,420	0	0	0	0	0	0	0	66,420
Rentals - Land - (522301)	0	0	0	0	459,557	0	0	0	459,557
Other Materials and Supplies - (531102)	291,773	0	0	0	508,948	0	0	0	800,721
Water - (531211)	46,900	0	0	0	75,690	0	0	0	122,590
Electricity - (531231)	177,595	0	0	0	286,661	0	0	0	464,256
FY2018 Totals	\$2,823,957	\$0	\$0	\$0	\$5,110,193	\$0	\$0	\$0	\$7,934,150
FY2017 Totals	\$2,538,056	\$0	\$0	\$0	\$5,170,782	\$0	\$0	\$0	\$7,708,838

Operations Department

DEPARTMENTAL FY2018 SPECIAL PROJECTS SYSTEM OPERATING BUDGET

Account	FY2017	FY2018	Variance	
	Budget	Budget	Amount	Percent
Salaries and Wages-Direct - (511101)	\$105,325	\$98,453	(\$6,872)	(6.5)%
Retirement Contributions - (512401)	12,270	11,987	(283)	(2.3)%
Meeting Expense - (521101)	210	163	(47)	(22.4)%
Consulting/Professional - (521201)	6,225	606	(5,619)	(90.3)%
Travel - (523501)	2,515	4,177	1,662	66.1%
Dues & Subscriptions - (523601)	1,830	1,709	(121)	(6.6)%
Education and Training - (523701)	282	412	130	46.1%
Office Supplies - (531101)	102	140	38	37.3%
Freight and Express - (531105)	6	25	19	316.7%
Total Expenses	\$128,765	\$117,672	(\$11,093)	(8.6)%

DEPARTMENTAL FY2018 SPECIAL PROJECTS SYSTEM SUMMARY OF FUNDS

Account	PGBT WE				CTP OF	CTP MMF	CTP CEF	CTP Const.	Total Budget
	OF	Const.	MMF	CEF					
Salaries and Wages-Direct - (511101)	\$47,120	\$0	\$0	\$0	\$51,333	\$0	\$0	\$0	\$98,453
Retirement Contributions - (512401)	5,737	0	0	0	6,250	0	0	0	11,987
Meeting Expense - (521101)	78	0	0	0	85	0	0	0	163
Consulting/Professional - (521201)	402	0	0	0	204	0	0	0	606
Travel - (523501)	1,999	0	0	0	2,178	0	0	0	4,177
Dues & Subscriptions - (523601)	818	0	0	0	891	0	0	0	1,709
Education and Training - (523701)	197	0	0	0	215	0	0	0	412
Office Supplies - (531101)	67	0	0	0	73	0	0	0	140
Freight and Express - (531105)	12	0	0	0	13	0	0	0	25
FY2018 Totals	\$56,430	\$0	\$0	\$0	\$61,242	\$0	\$0	\$0	\$117,672
FY2017 Totals	\$67,883	\$0	\$0	\$0	\$60,882	\$0	\$0	\$0	\$128,765

Project Delivery Department

DEPARTMENTAL FY2018 SPECIAL PROJECTS SYSTEM OPERATING BUDGET

Account	FY2017	FY2018	Variance	
	Budget	Budget	Amount	Percent
Salaries and Wages-Direct - (511101)	\$129,126	\$201,750	\$72,624	56.2%
Salaries and Wage-Overtime - (511301)	205	31	(174)	(84.9)%
Retirement Contributions - (512401)	14,553	24,294	9,741	66.9%
Meeting Expense - (521101)	42	6	(36)	(85.7)%
Consulting/Professional - (521201)	0	4,431	4,431	100.0%
Travel - (523501)	2,091	1,849	(242)	(11.6)%
Dues & Subscriptions - (523601)	431	654	223	51.7%
Education and Training - (523701)	571	918	347	60.8%
Licenses - (523801)	7	2	(5)	(71.4)%
Office Supplies - (531101)	194	266	72	37.1%
Freight and Express - (531105)	31	65	34	109.7%
Total Expenses	\$147,251	\$234,266	\$87,015	59.1%

DEPARTMENTAL FY2018 SPECIAL PROJECTS SYSTEM SUMMARY OF FUNDS

Account	PGBT WE	PGBT WE	PGBT WE	PGBT WE	CTP OF	CTP MMF	CTP CEF	CTP Const.	Total Budget
	OF	Const.	MMF	CEF					
Salaries and Wages-Direct - (511101)	\$96,558	\$13,766	\$79,448	\$80,088	\$105,192	\$80,088	\$0	\$99,878	\$555,018
Salaries and Wage-Overtime - (511301)	15	0	0	0	16	0	0	0	31
Retirement Contributions - (512401)	11,627	1,777	10,256	10,098	12,667	10,339	0	12,893	69,657
Meeting Expense - (521101)	3	0	0	0	3	0	0	0	6
Consulting/Professional - (521201)	2,121	0	0	0	2,310	0	0	0	4,431
General Engineering - (521213)	0	0	85,000	0	0	35,000	0	0	120,000
Consulting/Profess Serv Tech - (521301)	0	0	153,376	0	0	216,097	0	0	369,473
Pavement & Shoulders - (522205)	0	0	810,000	0	0	0	0	0	810,000
Travel - (523501)	885	0	0	0	964	0	0	0	1,849
Dues & Subscriptions - (523601)	313	0	0	0	341	0	0	0	654
Education and Training - (523701)	439	0	0	0	479	0	0	0	918
Licenses - (523801)	1	0	0	0	1	0	0	0	2
Office Supplies - (531101)	127	0	0	0	139	0	0	0	266
Freight and Express - (531105)	31	0	0	0	34	0	0	0	65
Infrastructure Rdway/Hwy/Bridg - (541401)	0	0	630,914	0	0	212,182	0	0	843,096
Right-of-Way (06)	0	0	0	0	0	0	0	500,000	500,000
Administration (01)	0	137,300	0	253,928	0	0	0	390,000	781,228
Planning (02)	0	0	0	542,803	0	0	0	0	542,803
Design (03)	0	0	0	1,316,777	0	0	0	90,000	1,406,777
Construction (04)	0	25,000	0	0	0	0	0	2,500,000	2,525,000
FY2018 Totals	\$112,120	\$177,843	\$1,768,994	\$2,203,694	\$122,146	\$553,706	\$0	\$3,592,771	\$8,531,274
FY2017 Totals	\$76,625	\$199,073	\$2,699,939	\$647,419	\$70,626	\$1,087,106	\$0	\$6,560,464	\$11,341,252

System and Incident Management Department

DEPARTMENTAL FY2018 SPECIAL PROJECTS SYSTEM OPERATING BUDGET

Account	FY2017	FY2018	Variance	
	Budget	Budget	Amount	Percent
Salaries and Wages-Direct - (511101)	\$1,223,023	\$1,188,890	(\$34,133)	(2.8)%
Salaries and Wage-Overtime - (511301)	1,620	3,764	2,144	132.3%
Retirement Contributions - (512401)	151,889	152,586	697	0.5%
Meeting Expense - (521101)	22	4	(18)	(81.8)%
Consulting/Professional - (521201)	1,870	6,212	4,342	232.2%
Police Services (DPS) - (521208)	2,951,985	3,163,666	211,681	7.2%
Outside Maintenance Services - (521212)	302	725	423	140.1%
Insurance Expense - Other - (523101)	322,627	333,611	10,984	3.4%
Postage - (523201)	232	419	187	80.6%
Promotional Expenses - (523304)	492	1,068	576	117.1%
Travel - (523501)	726	2,268	1,542	212.4%
Dues & Subscriptions - (523601)	364	787	423	116.2%
Education and Training - (523701)	1,586	4,276	2,690	169.6%
Liability Claims - (523902)	294	1,697	1,403	477.2%
Office Supplies - (531101)	1,362	1,584	222	16.3%
Other Materials and Supplies - (531102)	11,403	10,328	(1,075)	(9.4)%
Freight and Express - (531105)	13	42	29	223.1%
Uniforms - (531701)	29,756	30,019	263	0.9%
Total Expenses	\$4,699,566	\$4,901,946	\$202,380	4.3%

DEPARTMENTAL FY2018 SPECIAL PROJECTS SYSTEM SUMMARY OF FUNDS

Account	PGBT WE				CTP OF	CTP MMF	CTP CEF	CTP Const.	Total Budget
	OF	Const.	MMF	CEF					
Salaries and Wages-Direct - (511101)	\$484,813	\$0	\$0	\$0	\$704,077	\$0	\$0	\$0	\$1,188,890
Salaries and Wage-Overtime - (511301)	1,802	0	0	0	1,962	0	0	0	3,764
Retirement Contributions - (512401)	65,869	0	0	0	86,717	0	0	0	152,586
Meeting Expense - (521101)	2	0	0	0	2	0	0	0	4
Consulting/Professional - (521201)	2,973	0	0	0	3,239	0	0	0	6,212
Police Services (DPS) - (521208)	347,391	0	0	0	2,816,275	0	0	0	3,163,666
Outside Maintenance Services - (521212)	347	0	0	0	378	0	0	0	725
Insurance Expense - Other - (523101)	171,775	0	0	0	161,836	0	0	0	333,611
Postage - (523201)	200	0	0	0	219	0	0	0	419
Promotional Expenses - (523304)	511	0	0	0	557	0	0	0	1,068
Travel - (523501)	1,085	0	0	0	1,183	0	0	0	2,268
Dues & Subscriptions - (523601)	377	0	0	0	410	0	0	0	787
Education and Training - (523701)	2,046	0	0	0	2,230	0	0	0	4,276
Liability Claims - (523902)	812	0	0	0	885	0	0	0	1,697
Office Supplies - (531101)	758	0	0	0	826	0	0	0	1,584
Other Materials and Supplies - (531102)	4,943	0	0	0	5,385	0	0	0	10,328
Freight and Express - (531105)	20	0	0	0	22	0	0	0	42
Vehicles - (531621)	0	0	86,187	0	0	81,606	0	0	167,793
Uniforms - (531701)	14,204	0	0	0	15,815	0	0	0	30,019
FY2018 Totals	\$1,099,928	\$0	\$86,187	\$0	\$3,802,018	\$81,606	\$0	\$0	\$5,069,739
FY2017 Totals	\$1,032,169	\$0	\$0	\$0	\$3,667,397	\$0	\$0	\$0	\$4,699,566

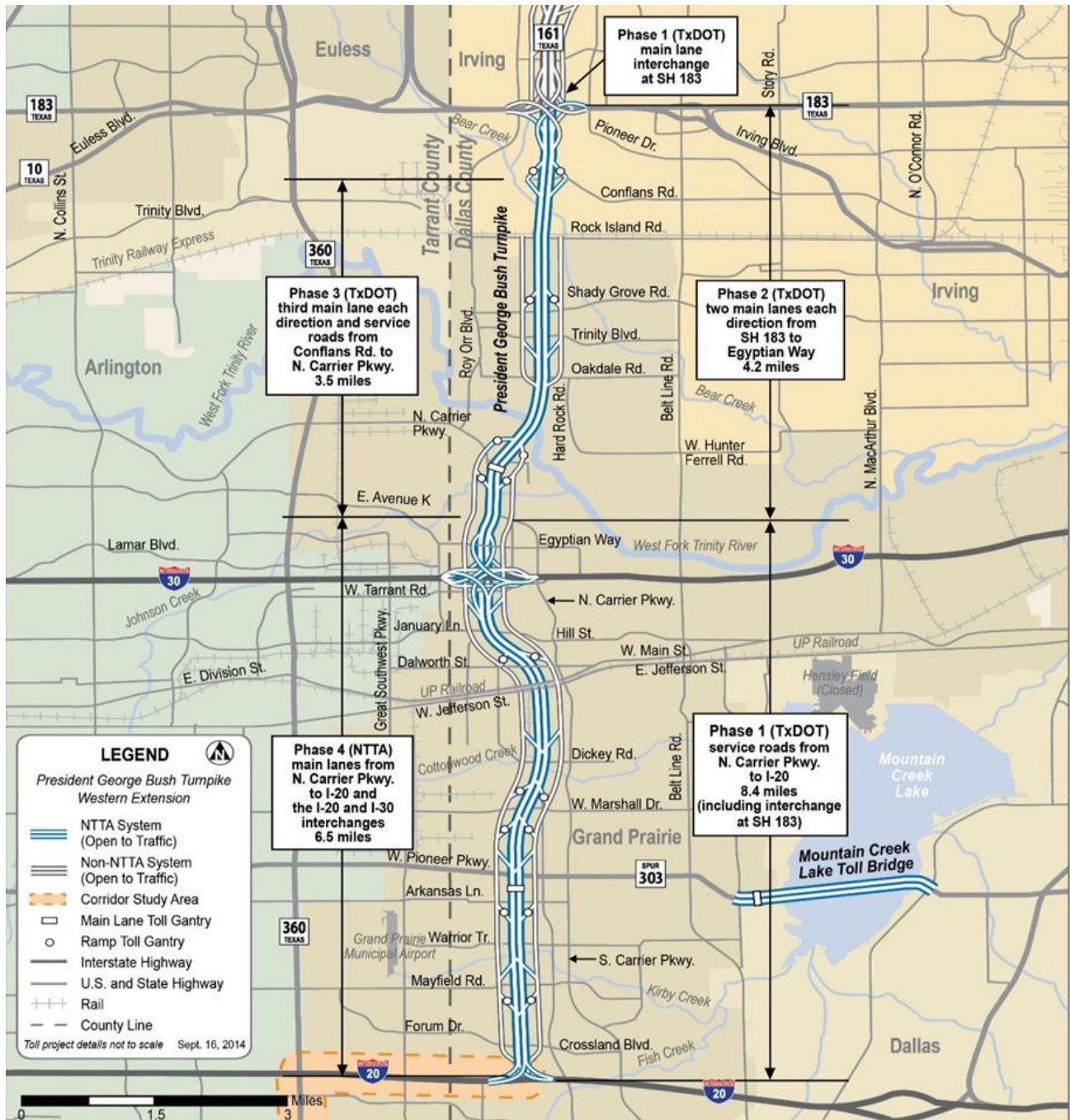


So long Tarrant County; hello Johnson County as drivers head south on the CTP

Construction Fund Projects

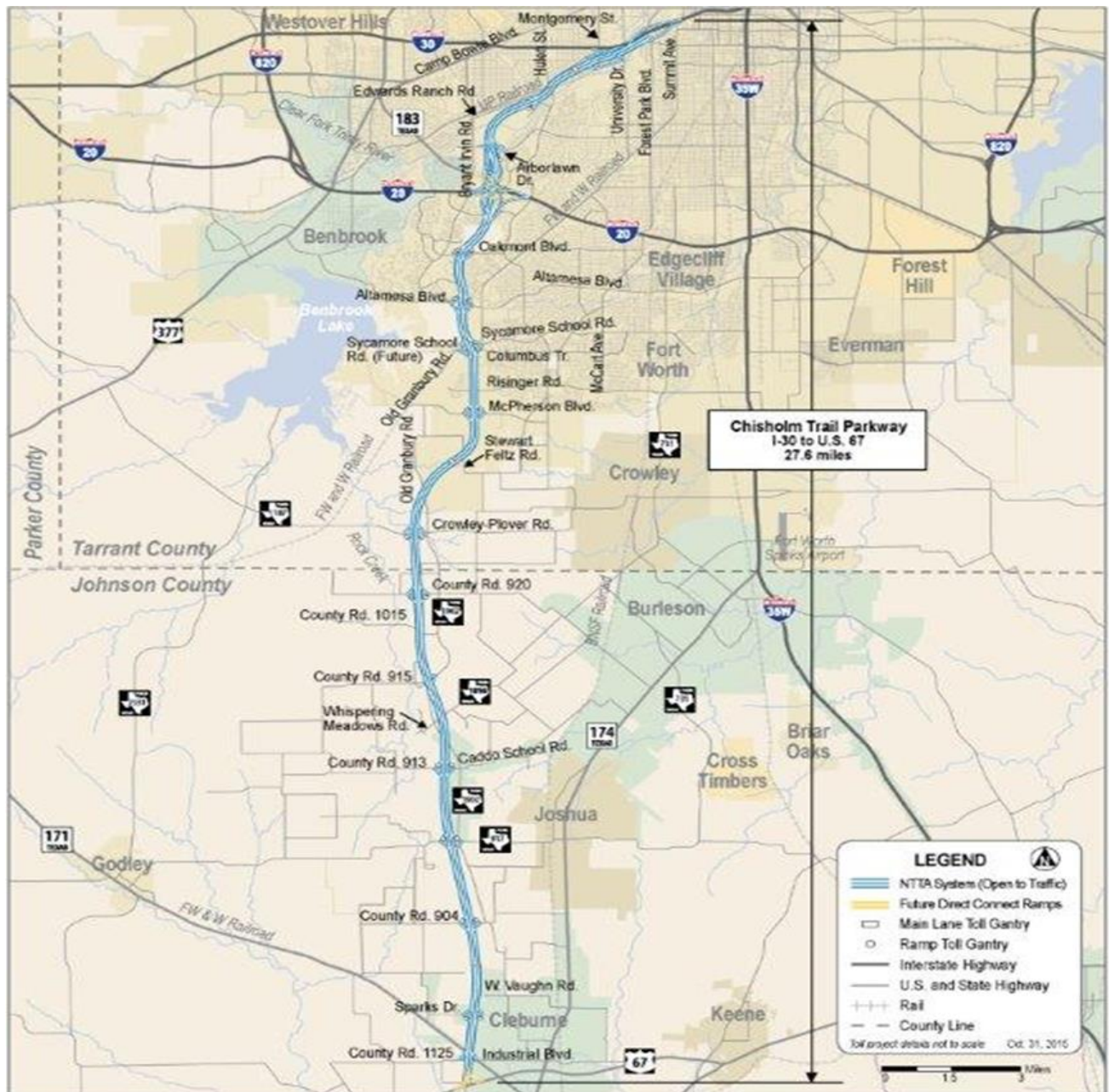
PRESIDENT GEORGE BUSH TURNPIKE WESTERN EXTENSION

The PGBT WE 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 project is an approximately 11.5-mile link in the growing loop around Dallas. TxDOT constructed the first three Phases with Phase 1 and 2 opening in FY2009; Phase 3 in FY2010; Phase 4 was constructed by NTTA and opened in 2012. The FY2018 Budget includes \$0.2 million to close out minor landscaping items on PGBT WE.



CHISHOLM TRAIL PARKWAY

CTP is a 27.6-mile, limited-access toll road in Tarrant and Johnson Counties that extends from the Fort Worth central business district to southwest Fort Worth, continuing south to Cleburne. The project opened to traffic in May 2014. The FY2018 Budget includes \$4.0 million mainly for landscaping and minor construction items.



Estimated Special Projects System Expenditures for FY2018

PGBT Western Extension Construction	\$ 162,300
Chisholm Trail Parkway Construction	\$ 3,480,000
Other cost: Professional Fees, Legal Fees, Allocated Salaries	<u>\$ 551,364</u>
Total Estimated Construction Cost	\$ 4,193,664

CONSTRUCTION FUND BUDGET COMPARISONS FY2018 TO FY2017

Department	FY2017 Budget	FY2018 Budget	Variance Amount	Percent
Administrative Services:				
Accounting	\$61,210	\$28,201	(\$33,009)	(53.9)%
Administration	4,446	2,252	(2,194)	(49.3)%
Board	912	475	(437)	(47.9)%
Cash and Debt Management	102,898	24,639	(78,259)	(76.1)%
Financial Planning & Analysis	25,240	9,183	(16,057)	(63.6)%
Legal Services	259,151	259,175	24	0.0%
Procurement and Business Diversi	13,994	6,938	(7,056)	(50.4)%
Public Affairs	78,523	38,253	(40,270)	(51.3)%
Shared Services	108,810	53,934	(54,876)	(50.4)%
Total Administrative Services	655,184	423,050	(232,134)	(35.4)%
Operational Services:				
Project Delivery	6,759,537	3,770,614	(2,988,923)	(44.2)%
Total Operational Services	6,759,537	3,770,614	(2,988,923)	(44.2)%
Grand Totals	\$7,414,721	\$4,193,664	(\$3,221,057)	(43.4)%

ESTIMATED CONSTRUCTION FUND REQUIREMENTS FY2017

Construction Fund Balance	
Special Projects System Construction Fund Available Balance 9/1/2017	\$ 33,623,631
Estimated Construction Cost (Sept. 2017 through Aug. 2018)	
PGBT Western Extension Construction	(162,300)
CTP Construction	(3,480,000)
Other: Salaries, Professional Fees, Audit Fees, Legal Fees	(551,364)
Total Estimated FY2018 Construction Cost	(4,193,664)
Transfer to Pay Debt Service	0
Special Projects System Construction Fund Available Balance 8/31/2018	\$ 29,429,967

CONSTRUCTION FUND ESTIMATE FY2018

Department	Account	
Administration	Salaries and Wages-Direct - (511101)	2,033
	Retirement Contributions - (512401)	219
	Administration Total	2,252
Board	Salaries and Wages-Direct - (511101)	420
	Retirement Contributions - (512401)	55
	Board Total	475
Cash and Debt Management	Salaries and Wages-Direct - (511101)	21,797
	Retirement Contributions - (512401)	2,842
	Cash and Debt Management Total	24,639
Accounting	Salaries and Wages-Direct - (511101)	24,955
	Salaries and Wage-Overtime - (511301)	11
	Retirement Contributions - (512401)	3,235
	Accounting Total	28,201
Financial Planning & Analysis	Salaries and Wages-Direct - (511101)	8,114
	Retirement Contributions - (512401)	1,069
	Financial Planning & Analysis Total	9,183
Legal Services	Salaries and Wages-Direct - (511101)	8,128
	Retirement Contributions - (512401)	1,023
	Legal Fees - (521202)	250,000
	Legal Services Total	259,151
Procurement and Business Diversity	Salaries and Wages-Direct - (511101)	6,125
	Salaries and Wage-Overtime - (511301)	14
	Retirement Contributions - (512401)	799
	Procurement and Business Diversity Total	6,938
Public Affairs	Salaries and Wages-Direct - (511101)	33,814
	Salaries and Wage-Overtime - (511301)	30
	Retirement Contributions - (512401)	4,409
	Public Affairs Total	38,253
Shared Services	Group Insurance - (512101)	41,607
	Shared Services Total	41,607
Project Delivery - (20510)	Salaries and Wages-Direct - (511101)	113,644
	Retirement Contributions - (512401)	27,021
	Right-of-Way (06)	500,000
	Administration (01)	527,300
	Design (03)	90,000
	Construction (04)	2,525,000
	Project Delivery - (20510) Total	3,782,965
Total	\$4,193,664	

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 and for capital replacements. In other words, it is for the renewal and replacement of capital assets. The following is the cost for FY2018, which are in compliance with the TELA Project Budget.

Annual Inspection - Required by GASB 34 Modified Approach	\$369,472
Pavement and Bridge Maintenance	1,815,850
Roadway Safety Service – Trucks and Equipment	167,793
Roadway Toll Collection System and Equipment	476,897
Agency Overhead Cost	345,400
Total FY2018 MMF Budget	<u><u>\$3,175,412</u></u>

MAJOR MAINTENANCE FUND BUDGET COMPARISONS FY2018 TO FY2017

Department	FY2017 Budget	FY2018 Budget	Variance	
			Amount	Percent
Administrative Services:				
Accounting	\$27,004	\$15,041	(\$11,963)	(44.3)%
Administration	4,446	3,603	(843)	(19.0)%
Board	912	760	(152)	(16.7)%
Cash and Debt Management	6,485	3,506	(2,979)	(45.9)%
Financial Planning & Analysis	9,465	5,140	(4,325)	(45.7)%
Procurement and Business Diversity	13,994	11,101	(2,893)	(20.7)%
Shared Services	49,460	42,064	(7,396)	(15.0)%
Total Administrative Services	111,766	81,215	(30,551)	(27.3)%
Operational Services:				
Information Technology	385,821	603,704	217,883	56.5%
Project Delivery	3,787,045	2,322,700	(1,464,345)	(38.7)%
System & Incident Mgmt.	0	167,793	167,793	100.0%
Total Operational Services	4,172,866	3,094,197	(1,078,669)	(25.8)%
Grand Totals	\$4,284,632	\$3,175,412	(\$1,109,220)	(25.9)%

The \$1.1 million net decrease is due to the normal scheduling of projects in accordance with the TELA Project Budget.

The System & Incident Management budget increased by \$167,793 due to two trucks and equipment scheduled for replacement in FY2018.

ESTIMATED MAJOR MAINTENANCE FUND REQUIREMENTS FY2018

Major Maintenance Fund Balance	
Major Maintenance Fund Available Balance as of 9/1/2017	\$ -
Estimated Cost (Sept. 2017 through Aug. 2018)	
Pavement and Bridge Maintenance	(1,815,850)
Annual Inspection	(369,472)
Roadway IT Systems and Equipment	(476,896)
Roadway Safety Service (trucks)	(167,793)
Agency Overhead Cost	(345,401)
Total Estimated FY2018 Major Maintenance Cost	<u>(3,175,412)</u>
Estimated Transfer Required from Major Maintenance Reserve Fund	3,175,412
Estimated Available Balance as of 8/31/2018	<u><u>\$ -</u></u>

Major Maintenance Reserve Fund Balance	
Estimated Available Balance as of 9/1/2017	\$ 18,597,522
Estimated Interest Earnings	42,774
Required Transfers per Trust Agreement (Sept. 2017 through Aug. 2018)	
Major Maintenance Fund	(3,175,412)
Revenue Fund	7,546,026
General Fund	978,667
Total Estimated FY2018 Transfers	<u>5,349,281</u>
Estimated Available Balance as of 8/31/2018	<u><u>\$ 23,989,577</u></u>

Major Maintenance Reserve Fund Requirements (Next 5 Years)				
<u>FY2019</u>	<u>FY2020</u>	<u>FY2021</u>	<u>FY2022</u>	<u>FY2023</u>
\$ 16,856,837	\$ 21,553,440	\$ 21,892,910	\$ 20,056,592	\$ 24,817,010

MAJOR MAINTENANCE FUND ESTIMATE FY2018

Department	Account	
Administration	Salaries and Wages-Direct - (511101)	3,253
	Retirement Contributions - (512401)	350
	Administration Total	3,603
Board	Salaries and Wages-Direct - (511101)	672
	Retirement Contributions - (512401)	88
	Board Total	760
Cash and Debt Management	Salaries and Wages-Direct - (511101)	3,109
	Retirement Contributions - (512401)	397
	Cash and Debt Management Total	3,506
Accounting	Salaries and Wages-Direct - (511101)	13,309
	Salaries and Wage-Overtime - (511301)	6
	Retirement Contributions - (512401)	1,726
	Accounting Total	15,041
Financial Planning & Analysis	Salaries and Wages-Direct - (511101)	4,542
	Retirement Contributions - (512401)	598
	Financial Planning & Analysis Total	5,140
Procurement and Business Diversity	Salaries and Wages-Direct - (511101)	9,800
	Salaries and Wage-Overtime - (511301)	23
	Retirement Contributions - (512401)	1,278
	Procurement and Business Diversity Total	11,101
Shared Services	Group Insurance - (512101)	42,064
	Shared Services Total	42,064
Information Technology	Salaries and Wages-Direct - (511101)	110,979
	Salaries and Wage-Overtime - (511301)	1,350
	Retirement Contributions - (512401)	14,479
	Infrastructure - Other - (541403)	476,896
	Information Technology Total	603,704
Project Delivery - (20510)	Salaries and Wages-Direct - (511101)	159,536
	Retirement Contributions - (512401)	20,595
	General Engineering - (521213)	120,000
	Consulting/Profess Serv Tech - (521301)	369,473
	Pavement & Shoulders - (522205)	810,000
	Infrastructure Rdway/Hwy/Bridg - (541401)	843,096
	Project Delivery - (20510) Total	2,322,700
System & Incident Mgmt.	Vehicles - (531621)	167,793
	System & Incident Mgmt. Total	167,793
Total		\$3,175,412

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. In accordance with the TELA Project Agreement amounts are being budgeted for the planning and design of PGBT WE widening project in FY2018. Construction is scheduled to start in FY2019.

PGBT WE Widening	\$ 1,831,269
Agency Overhead	382,827
Total FY2016 CEF Budget	<u>\$ 2,214,096</u>

CAPITAL EXPENDITURES FUND BUDGET COMPARISONS FY2018 TO FY2017

Department	FY2017 Budget	FY2018 Budget	Variance Amount	Percent
Administrative Services:				
Accounting	\$9,001	\$0	(\$9,001)	(100.0)%
Administration	4,446	0	(4,446)	(100.0)%
Board	912	0	(912)	(100.0)%
Cash and Debt Management	2,162	0	(2,162)	(100.0)%
Financial Planning & Analysis	3,155	0	(3,155)	(100.0)%
Procurement and Business Diversity	6,997	0	(6,997)	(100.0)%
Shared Services	19,784	10,402	(9,382)	(47.4)%
Total Administrative Services	46,457	10,402	(36,055)	(77.6)%
Operational Services:				
Project Delivery	647,419	2,203,694	1,556,275	240.4%
Total Operational Services	647,419	2,203,694	1,556,275	240.4%
Grand Totals	\$693,876	\$2,214,096	\$1,520,220	219.1%

The decrease in Administrative Services departments of **(\$36,055)** is due to agency overhead only recorded in Project Delivery for FY2018.

ESTIMATED CAPITAL EXPENDITURE FUND REQUIREMENTS FY2018

Capital Expenditures Fund Balance		
Estimated Available Balance as of 9/1/2017		\$ -
Estimated Costs (Sept. 2017 through Aug. 2018)		
PGBT WE Widening	(1,831,269)	
Agency Overhead	(382,827)	
Total Estimated FY2018 Capital Expenditure Costs		(2,214,096)
Estimated Transfer Required from Capital Expenditures Reserve Fund		2,214,096
Estimated Available Balance as of 8/31/2018		\$ -

Capital Expenditures Reserve Fund Requirement		
TELA Required Amount for PGBT WE Widening		\$ 23,434,604
Required Transfers and Interest through 8/31/2017	18,920,790	
Capital Expenditures Fund	(693,876)	
Estimated Available Balance as of 9/1/2017		18,226,914
Estimated Interest Earnings		41,922
Required Transfers per Trust Agreement (Sept. 2017 through Aug. 2018)		
Capital Expenditures Fund	(2,214,096)	
General Fund	1,868,128	
Total Estimated FY2018 Transfers		(345,968)
Estimated Available Balance as of 8/31/2018		17,922,868
Required Transfers and Interest through 8/31/2020	2,603,764	
Capital Expenditures Fund	(20,526,632)	
Total Estimated FY2019 - FY2020 Transfers		(17,922,868)
Estimated Remaining Balance as of 8/31/2020		\$ -

CAPITAL EXPENDITURES FUND ESTIMATE FY2018

Department	Account	
Shared Services	Group Insurance - (512101)	10,402
	Shared Services Total	10,402
Project Delivery - (20510)	Salaries and Wages-Direct - (511101)	80,088
	Retirement Contributions - (512401)	10,098
	Administration (01)	253,928
	Planning (02)	542,803
	Design (03)	1,316,777
	Project Delivery - (20510) Total	2,203,694
Total		\$2,214,096

Rate Stabilization Fund

The Rate Stabilization Fund was created to account for a required amount established pursuant to the TELA as amended or supplemented. The original amount of \$128,331,766 was funded from bond proceeds on FY2011. The requirement is calculated annually and any increases are funded from revenues or from proceeds of new bond issues. Amounts in the fund can be used to cure deficiencies in the First Tier or Second Tier Debt Service Funds, Operating Fund, Major Maintenance Fund, Capital Expenditures Fund, Third Tier Debt Service Fund or to the redemption or defeasance of any First Second or Third Tier Obligations. In the event that the amounts on deposit in the Rate Stabilization Fund exceed the requirement, the excess will be transferred to the Revenue Fund.

The calculation for the requirement is as follows:

Rate Stabilization Fund Requirement			
Greater of:			
Amount established by TELA	\$		128,331,766
or			
Maximum Available Annual TELA amount for the ensuing FY2019			145,256,478
Capped at:			
Maximum principal and interest due on First and Second Tier Obligations for any future Fiscal Year, currently FY2046			200,492,766
Rate Stabilization Rate Requirement as of 8/31/2018	\$		145,256,478

Schedule of Maximum Available Annual Amounts			
Fiscal Year End (Aug 31)	Toll Equity Loan Maximum Available Annual Amount	Fiscal Year End (Aug 31)	Toll Equity Loan Maximum Available Annual Amount
2018	\$ 130,284,173	2033	227,353,759
2019	145,256,478	2034	138,448,454
2020	164,113,035	2035	153,289,552
2021	173,815,799	2036	163,426,760
2022	186,693,119	2037	163,426,760
2023	193,539,846	2038	163,426,760
2024	207,672,742	2039	163,426,760
2025	214,782,767	2040	163,426,760
2026	220,673,312	2041	129,018,014
2027	227,782,984	2042	146,911,358
2028	244,718,287	2043	169,628,386
2029	240,170,038	2044	178,498,077
2030	240,345,726	2045	181,444,618
2031	234,796,473	2046	201,445,337
2032	236,869,609	2047	239,528,255

Rate Stabilization Fund Balance	
Estimated Available Balance as of 9/1/2017	\$ 136,700,662
Estimated Interest Earnings	1,300,000
Required Transfers per Trust Agreement (Sept. 2017 through Aug. 2018) Revenue Fund	7,255,816
Estimated Available Balance as of 8/31/2018	\$ 145,256,478



The CTP offers great access for communities in Johnson County like Godley and Joshua

Appendix A: TIFIA Agreement

**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

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.

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.

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.”

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.

Annual Operating Budget.

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.

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.

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

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.

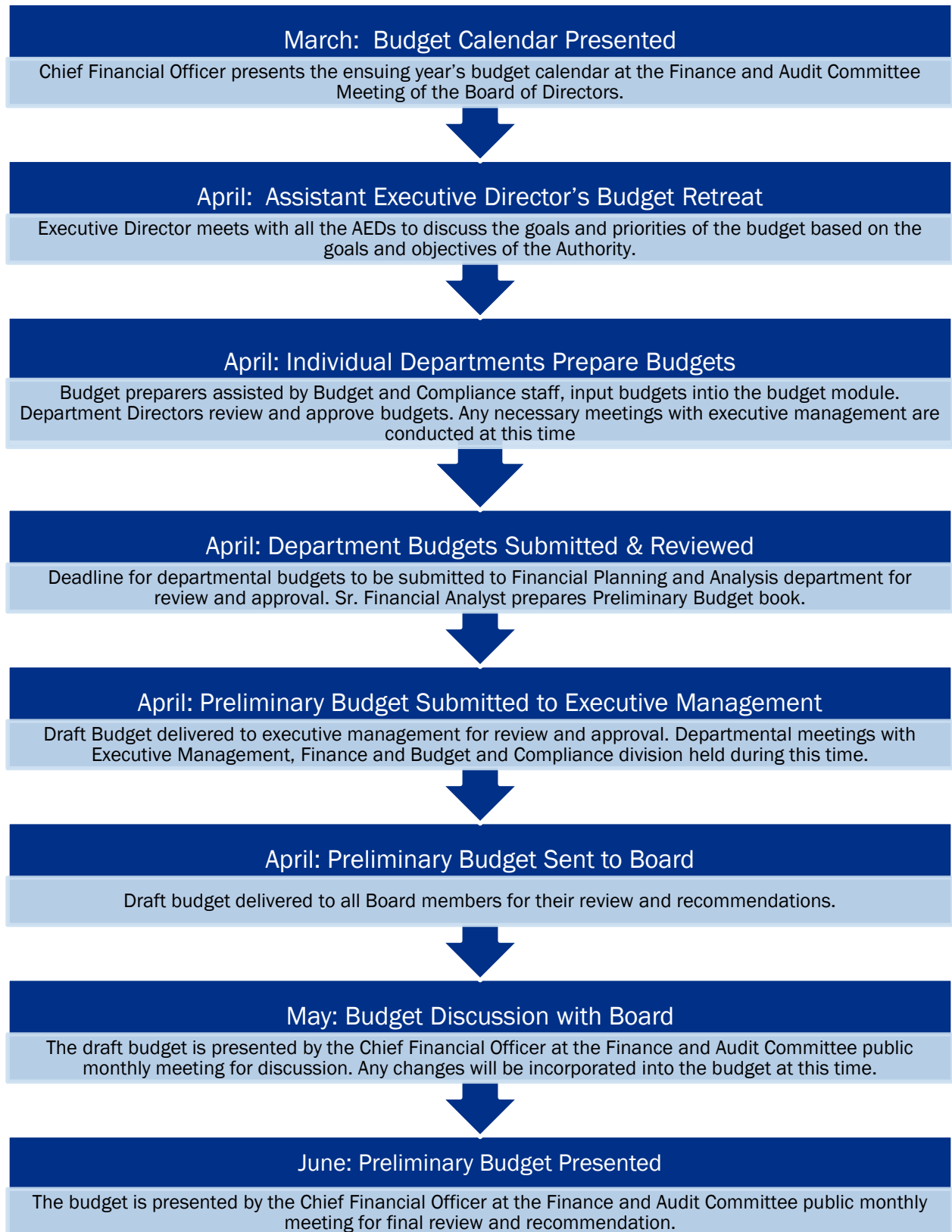
(a) *Annual Operating Budget.* The Authority covenants to adopt, prior to the beginning of each Fiscal Year, an Annual Operating Budget, specifying in reasonable detail all projected Revenues, Operating Expenses, Major Maintenance Expenses and Project Capacity Improvements Capital Expenditures and any 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.

BUDGET CALENDAR



June: Preliminary Budget Presented to Board

The budget is presented by the Chief Financial Officer 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 (4%)),
 - 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 is to maintain 1.5X coverage on system senior-lien bond debt. Trust Agreement requires a 1.35X coverage.
- Must comply with all Trust Agreement and loan agreement requirements for issuance of additional debt.

CREDIT OBJECTIVES

- 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 (20%) 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 PROJECTS SYSTEM OUTSTANDING DEBT SUMMARY

Date	1st Tier Bonds / BANS			USDOT TIFIA Loan		Total Debt Service	
	1st Tier Principal	1st Tier Accreted Principal	1st Tier Interest (Net of CAPI)	USDOT TIFIA Principal	USDOT TIFIA Interest	Total Net Debt Service	Annual Net Debt Service
3/1/2018	-	-	25,106,214	-	10,690,895	35,797,109	
9/1/2018	60,000	-	27,874,240	-	10,868,093	38,802,333	74,599,442
3/1/2019	-	-	27,810,889	-	10,690,895	38,501,784	
9/1/2019	1,965,000	-	27,810,889	-	10,868,092	40,643,982	79,145,766
3/1/2020	-	-	27,777,906	-	10,720,589	38,498,495	
9/1/2020	25,535,000	-	27,777,906	-	10,838,398	64,151,304	102,649,799
3/1/2021	-	-	27,258,857	-	10,690,895	37,949,752	
9/1/2021	29,820,000	-	27,258,857	-	10,868,092	67,946,949	105,896,701
3/1/2022	-	-	32,885,659	-	10,690,895	43,576,554	
9/1/2022	32,480,000	-	32,885,659	-	10,868,092	76,233,751	119,810,305
3/1/2023	-	-	32,271,317	418,354	10,772,541	43,462,212	
9/1/2023	33,530,000	-	32,271,317	418,354	10,938,371	77,158,042	120,620,254
3/1/2024	-	-	34,503,494	418,354	10,779,809	45,701,656	
9/1/2024	42,995,000	-	34,503,494	418,354	10,886,035	88,802,882	134,504,538
3/1/2025	-	-	33,428,619	418,354	10,727,812	44,574,784	
9/1/2025	44,920,000	-	33,428,619	418,354	10,892,900	89,659,873	134,234,657
3/1/2026	-	-	32,250,381	418,354	10,705,448	43,374,182	
9/1/2026	53,935,000	-	32,250,381	418,354	10,870,165	97,473,900	140,848,082
3/1/2027	-	-	30,835,038	418,354	10,683,083	41,936,474	
9/1/2027	48,655,000	-	30,835,038	418,354	10,847,430	90,755,821	132,692,295
3/1/2028	-	-	29,557,844	418,354	10,690,102	40,666,299	
9/1/2028	78,905,000	-	29,557,844	418,354	10,795,342	119,676,539	160,342,838
3/1/2029	-	-	27,571,806	418,354	10,638,354	38,628,513	
9/1/2029	84,595,000	-	27,571,806	418,354	10,801,959	123,387,119	162,015,632
3/1/2030	-	-	25,451,125	418,354	10,615,989	36,485,467	
9/1/2030	91,495,000	-	25,451,125	418,354	10,779,224	128,143,702	164,629,170
3/1/2031	-	-	23,163,750	418,354	10,593,624	34,175,728	
9/1/2031	103,635,000	-	23,163,750	418,354	10,756,488	137,973,592	172,149,320
3/1/2032	-	-	20,572,875	418,354	10,600,395	31,591,623	
9/1/2032	40,495,194	31,754,523	20,572,875	418,354	10,704,649	103,945,594	135,537,217
3/1/2033	-	-	19,766,000	418,354	10,548,895	30,733,248	
9/1/2033	8,109,465	34,360,688	19,766,000	418,354	10,711,018	73,365,524	104,098,772

1st Tier Bonds / BANS				USDOT TIFIA Loan		Total Debt Service	
Date	1st Tier Principal	1st Tier Accreted Principal	1st Tier Interest (Net of CAPI)	USDOT TIFIA Principal	USDOT TIFIA Interest	Total Net Debt Service	Annual Net Debt Service
3/1/2034	-	-	19,766,000	418,354	10,526,530	30,710,884	
9/1/2034	6,312,961	29,291,944	19,766,000	418,354	10,688,282	66,477,541	97,188,425
3/1/2035	-	-	19,766,000	418,354	10,504,166	30,688,519	
9/1/2035	7,886,588	40,015,155	19,766,000	418,354	10,665,547	78,751,644	109,440,163
3/1/2036	-	-	19,766,000	418,354	10,510,688	30,695,041	
9/1/2036	50,705,840	18,677,817	19,766,000	418,354	10,613,956	100,181,967	130,877,008
3/1/2037	-	-	18,464,288	418,354	10,459,436	29,342,077	
9/1/2037	18,720,603	52,709,397	18,464,288	418,354	10,620,076	100,932,717	130,274,795
3/1/2038	-	-	18,164,288	418,354	10,437,072	29,019,713	
9/1/2038	72,030,000	-	18,164,288	418,354	10,597,341	101,209,982	130,229,695
3/1/2039	-	-	16,158,463	418,354	10,414,707	26,991,523	
9/1/2039	81,925,000	-	16,158,463	418,354	10,574,605	109,076,422	136,067,945
3/1/2040	-	-	13,880,525	418,354	10,420,981	24,719,859	
9/1/2040	85,700,000	-	13,880,525	418,354	10,523,263	110,522,142	135,242,001
3/1/2041	-	-	11,498,775	418,354	10,369,978	22,287,106	
9/1/2041	80,890,000	-	11,498,775	418,354	10,529,135	103,336,263	125,623,370
3/1/2042	-	-	9,249,300	418,354	10,347,613	20,015,267	
9/1/2042	9,665,865	90,469,002	9,249,300	418,354	10,506,399	120,308,920	140,324,186
3/1/2043	-	-	9,249,300	418,354	10,325,248	19,992,902	
9/1/2043	41,132,527	79,337,473	9,249,300	418,354	10,483,664	140,621,318	160,614,220
3/1/2044	-	-	6,137,269	418,354	10,331,273	16,886,896	
9/1/2044	70,961,677	70,028,323	6,137,269	418,354	10,432,570	157,978,192	174,865,088
3/1/2045	-	-	1,378,856	41,529,248	18,303,778	61,211,883	
9/1/2045	20,562,730	20,292,270	1,378,856	41,526,573	17,343,849	101,104,278	162,316,161
3/1/2046	-	-	-	78,032,628	23,207,799	101,240,427	
9/1/2046	-	-	-	78,032,628	21,219,711	99,252,339	200,492,766
3/1/2047	-	-	-	80,043,830	19,428,781	99,472,611	
9/1/2047	-	-	-	62,395,547	13,872,639	76,268,186	175,740,796
Totals	1,267,623,450	466,936,592	1,230,087,548	399,968,010	688,393,652	4,053,009,251	4,053,009,251

Appendix E: Major Revenue Source including C&M Estimates

SPECIAL PROJECT SYSTEM – MAJOR REVENUE SOURCE

Toll revenue collected on the projects is the Special Projects System major source of revenue. It accounted for \$109,709,000 of the FY2018 Annual Operating Budget total estimated revenues of \$118,709,000, or 92.4%.

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. toll revenue estimates for the System.

Estimated Special Projects System Annual Toll Revenue					
Roadway	FY2018	FY2019	FY2020	FY2021	FY2022
PGBT WE	\$60,616,400	\$64,379,000	\$69,688,000	\$72,190,000	\$77,634,000
CTP	\$49,092,600	\$52,158,000	\$57,333,000	\$59,581,000	\$64,270,000
Total	\$109,709,000	\$116,537,000	\$127,021,000	\$131,771,000	\$141,904,000



C&M Associates, Inc.

Tollway Towers North, Suite 870
15770 North Dallas Parkway
Dallas, TX 75248
Tel: 214-245-5300
Fax: 214-889-5049

Memorandum

Shahram Bohluli, Ph.D., P.E.

Vice President / Project Manager
sbohluli@candm-associates.com

Date: April 10, 2017

To: Mr. Rob Hurmence
Director, Financial Planning and Analysis
North Texas Tollway Authority
5900 W. Plano Parkway, Suite 100
Plano, TX 75093

Subject: NTTA Special Projects System – Fiscal Year 2018 Traffic and Revenue Forecast

Dear Mr. Hurmence,

As part of the North Texas Tollway Authority's (NTTA) annual budget process, C&M Associates Inc. (C&M) is pleased to submit the Special Project System's (SPS) monthly toll transaction and revenue forecasts for Fiscal Year (FY) 2018, which is from September 1, 2017 to August 31, 2018.

The SPS consists of the President George Bush Turnpike Western Extension (PGBT WE) and the Chisholm Trail Parkway (CTP). The PGBT WE is an 11.5-mile extension of the PGBT and was the first project of the SPS, with Phases 1 through 3 opened to traffic in 2009 and 2010, while the final phase (Phase 4) opened on October 13, 2012. The CTP is a 27.6-mile toll road that was added to the SPS in December 2011. It opened to traffic on May 11, 2014, with tolling operations beginning the same day.

The traffic and revenue (T&R) forecasts, which are separated into AVI (TollTag) and ZipCash transactions, are shown for the total SPS in Table 1 and for the PGBT WE and CTP in Table 2 and Table 3, respectively. The forecasts categorized as AVI in these tables also include V-tolls—transactions that are first identified as ZipCash but are subsequently determined to be AVI transactions.

The SPS forecast for FY 2018 comprises 102.64 million transactions and \$109.71 million in revenue, as shown in Table 1. It is assumed that about 76 percent of FY 2018 transactions on the SPS will be AVI (TollTag) transactions, and the corresponding toll revenue contribution from AVI will be 83 percent.

Table 1. Forecasted Monthly Transactions and Revenue for the SPS – FY 2018

Month	Transactions			Revenue		
	Total	AVI (TollTag)	ZipCash	Total	AVI (TollTag)	ZipCash
Sep	8,260,100	6,209,600	2,050,500	\$8,761,000	\$7,281,600	\$1,479,400
Oct	8,676,000	6,522,100	2,153,900	\$9,187,600	\$7,647,200	\$1,540,400
Nov	8,269,700	6,217,300	2,052,400	\$8,838,000	\$7,291,400	\$1,546,600
Dec	7,712,000	5,811,100	1,900,900	\$8,365,100	\$6,858,000	\$1,507,100
Jan	8,324,400	6,267,300	2,057,100	\$8,882,500	\$7,378,600	\$1,503,900
Feb	7,848,300	5,904,700	1,943,600	\$8,424,100	\$6,938,800	\$1,485,300
Mar	8,852,200	6,722,000	2,130,200	\$9,422,100	\$7,892,200	\$1,529,900
Apr	8,746,100	6,645,000	2,101,100	\$9,356,600	\$7,807,400	\$1,549,200
May	9,239,200	7,015,200	2,224,000	\$9,844,600	\$8,237,200	\$1,607,400
Jun	8,688,500	6,595,500	2,093,000	\$9,342,100	\$7,742,300	\$1,599,800
Jul	8,789,400	6,673,800	2,115,600	\$9,432,700	\$7,832,500	\$1,600,200
Aug	9,229,100	7,008,600	2,220,500	\$9,852,600	\$8,238,500	\$1,614,100
Total	102,635,000	77,592,200	25,042,800	\$109,709,000	\$91,145,700	\$18,563,300

The PGBT WE forecast for FY 2018 comprises 65.72 million transactions and \$60.62 million in revenue, as shown in Table 2. It is assumed that about 73 percent of FY 2018 transactions on the PGBT WE will be AVI (TollTag) transactions, and the corresponding toll revenue contribution from AVI will be 81 percent. The PGBT WE represents 64 percent of the total transactions and 55 percent of the total revenue of the SPS.

Table 2. Forecasted Monthly Transactions and Revenue for the PGBT WE – FY 2018

Month	Transactions			Revenue		
	Total	AVI (TollTag)	ZipCash	Total	AVI (TollTag)	ZipCash
Sep	5,331,900	3,844,000	1,487,900	\$4,918,200	\$3,954,100	\$964,100
Oct	5,606,900	4,042,700	1,564,200	\$5,140,100	\$4,154,900	\$985,200
Nov	5,346,400	3,855,700	1,490,700	\$4,932,400	\$3,955,000	\$977,400
Dec	4,813,700	3,469,700	1,344,000	\$4,513,000	\$3,573,300	\$939,700
Jan	5,282,700	3,810,000	1,472,700	\$4,834,400	\$3,903,000	\$931,400
Feb	5,018,900	3,618,900	1,400,000	\$4,635,900	\$3,716,300	\$919,600
Mar	5,677,500	4,138,300	1,539,200	\$5,204,800	\$4,251,600	\$953,200
Apr	5,586,600	4,073,100	1,513,500	\$5,154,200	\$4,187,500	\$966,700
May	5,934,200	4,325,800	1,608,400	\$5,444,300	\$4,439,700	\$1,004,600
Jun	5,575,100	4,061,600	1,513,500	\$5,182,900	\$4,182,600	\$1,000,300
Jul	5,649,300	4,117,700	1,531,600	\$5,238,400	\$4,236,700	\$1,001,700
Aug	5,897,400	4,297,800	1,599,600	\$5,417,800	\$4,410,300	\$1,007,500
Total	65,720,600	47,655,300	18,065,300	\$60,616,400	\$48,965,000	\$11,651,400

The CTP forecast for FY 2018 comprises 36.91 million transactions and \$49.09 million in revenue, as shown in Table 3. It is assumed that about 81 percent of FY 2018 transactions on the CTP will be AVI (TollTag) transactions, and the corresponding toll revenue contribution from AVI will be 86 percent. The CTP represents 36 percent of the total transactions and 45 percent of the total revenue of the SPS.

Table 3. Forecasted Monthly Transactions and Revenue for the CTP – FY 2018

Month	Transactions			Revenue		
	Total	AVI (TollTag)	ZipCash	Total	AVI (TollTag)	ZipCash
Sep	2,928,200	2,365,600	562,600	\$3,842,800	\$3,327,500	\$515,300
Oct	3,069,100	2,479,400	589,700	\$4,047,500	\$3,492,300	\$555,200
Nov	2,923,300	2,361,600	561,700	\$3,905,600	\$3,336,400	\$569,200
Dec	2,898,300	2,341,400	556,900	\$3,852,100	\$3,284,700	\$567,400
Jan	3,041,700	2,457,300	584,400	\$4,048,100	\$3,475,600	\$572,500
Feb	2,829,400	2,285,800	543,600	\$3,788,200	\$3,222,500	\$565,700
Mar	3,174,700	2,583,700	591,000	\$4,217,300	\$3,640,600	\$576,700
Apr	3,159,500	2,571,900	587,600	\$4,202,400	\$3,619,900	\$582,500
May	3,305,000	2,689,400	615,600	\$4,400,300	\$3,797,500	\$602,800
Jun	3,113,400	2,533,900	579,500	\$4,159,200	\$3,559,700	\$599,500
Jul	3,140,100	2,556,100	584,000	\$4,194,300	\$3,595,800	\$598,500
Aug	3,331,700	2,710,800	620,900	\$4,434,800	\$3,828,200	\$606,600
Total	36,914,400	29,936,900	6,977,500	\$49,092,600	\$42,180,700	\$6,911,900

C&M also estimated the ZipCash revenue of the SPS, taking into consideration revenue in the process of being invoiced and unrecovered revenue. As shown in Table 4, the total SPS ZipCash revenue invoiced is estimated to be \$28.74 million, and the net ZipCash revenue recovered is estimated to be \$18.56 million.

Table 4. Estimated SPS ZipCash Revenue Invoiced and Recovered – FY 2018

Month	ZipCash Revenue in Process (Invoiced)	ZipCash Unrecovered Revenue	ZipCash Revenue Recovered
Sep	\$2,350,900	\$871,500	\$1,479,400
Oct	\$2,468,400	\$928,000	\$1,540,400
Nov	\$2,350,300	\$803,700	\$1,546,600
Dec	\$2,191,200	\$684,100	\$1,507,100
Jan	\$2,361,100	\$857,200	\$1,503,900
Feb	\$2,230,500	\$745,200	\$1,485,300
Mar	\$2,443,900	\$914,000	\$1,529,900
Apr	\$2,412,700	\$863,500	\$1,549,200
May	\$2,551,700	\$944,300	\$1,607,400
Jun	\$2,404,500	\$804,700	\$1,599,800
Jul	\$2,429,500	\$829,300	\$1,600,200
Aug	\$2,549,900	\$935,800	\$1,614,100
Total	\$28,744,600	\$10,181,300	\$18,563,300

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 results presented in this memorandum constitute the opinion of C&M with respect to the future traffic and revenue for the tolled facility. This opinion is based on standard professional efforts and the information available to C&M at the time the forecast was executed, subject to the time and budget constraints of the T&R forecast's scope of work. Publicly available and obtained information has not been independently verified, and C&M does not assume responsibility for verifying such information. C&M cannot guarantee or ensure future events in connection with this T&R forecast.

Appendix F: TELA Project Budget Comparison

	FY2018	FY2018 TELA	Variance	
	Annual Operating Budget	Project Budget	Amount	%
Revenue				
Toll Revenue				
TollTag	\$ 60,616,400	\$ 60,616,400	\$ -	0.0%
ZipCash	49,092,600	49,092,600	-	0.0%
	109,709,000	109,709,000	-	0.0%
Other Revenue				
Interest	\$ 22,000	\$ 22,000	-	0.0%
Video Tolling Fees and Fines	8,978,000	8,978,000	-	0.0%
Total Revenue	\$ 118,709,000	\$ 118,709,000	\$ -	0.0%
Toll Collection Cost				
<u>Interoperability (IOP)</u>	\$ 162,687	\$ 170,366	\$ (7,679)	(4.5%)
<u>Electronic Toll Collection (ETC)</u>				
Transaction Processing	528,102	548,258	(20,156)	(3.7%)
Account Maintenance	792,150	822,384	(30,234)	(3.7%)
VTOLL	991,867	1,036,315	(44,448)	(4.3%)
Credit Card Costs	1,619,905	1,696,422	(76,517)	(4.5%)
<u>ZipCash</u>				
Image Processing/Review	1,288,074	1,345,777	(57,703)	(4.3%)
Initial Notice	1,926,954	2,013,274	(86,320)	(4.3%)
Late Notice	1,764,683	1,843,734	(79,051)	(4.3%)
Violation Notice	2,918,631	3,049,374	(130,743)	(4.3%)
Collection	24,991	26,111	(1,120)	(4.3%)
Citation/Court	241,409	252,223	(10,814)	(4.3%)
Credit Card Costs	267,927	281,581	(13,654)	(4.8%)
Present Value Cost for ZipCash Toll/Premium	3,603	3,792	(189)	(5.0%)
Subtotal ETC	12,530,983	13,089,611	(558,628)	(4.3%)
Operations & Maintenance				
<u>Routine Maintenance - Roadway</u>				
Roadway Maintenance Activities	5,634,557	7,466,429	(1,831,872)	(24.5%)
Landscape Maintenance	923,376	946,943	(23,567)	(2.5%)
Service Building Lease/Maintenance Administration	459,557	459,557	0	0.0%
Administration	129,814	185,957	(56,143)	(30.2%)
Professional Services	1,304,752	1,823,310	(518,558)	(28.4%)
Maintenance Department Overhead	974,956	1,428,716	(453,760)	(31.8%)
Utilities	586,847	586,847	0	0.0%
Subtotal Roadway	10,013,859	12,897,759	(2,883,900)	(22.4%)

(Continued)

	FY2018 Annual Operating Budget	FY2018 TELA Project Budget	Variance	
			Amount	%
<u>Routine Maintenance - Systems Support</u>				
Intelligent Transportation System	383,347	352,266	31,081	8.8%
Electronic Toll Collection	317,061	296,062	20,999	7.1%
Fiber	131,913	121,232	10,681	8.8%
Dispatch Tech	19,526	18,377	1,149	6.3%
Digital Messaging Sign	193,699	182,298	11,401	6.3%
Travel Time	38,290	36,762	1,528	4.2%
Road, Weather Information System	38,290	36,762	1,528	4.2%
System Incident Management	357,324	737,406	(380,082)	(51.5%)
Police	3,323,191	1,215,122	2,108,069	173.5%
Roadway Customer Service	861,538	1,111,469	(249,931)	(22.5%)
Agency Overhead (OMF)	1,098,696	2,469,006	(1,370,310)	(55.5%)
Subtotal System Support	6,762,875	6,576,762	186,113	2.8%
Total Operations and Maintenance	16,776,734	19,474,521	(2,697,787)	(13.9%)
Reserve Maintenance, Capital Replacements				
<u>Roadway Reserve Maintenance</u>				
Pavement Maintenance	1,022,190	311,125	711,065	228.5%
Pavement Rehabilitation	-	-	-	0.0%
Landscaping Rehabilitation	-	-	-	0.0%
Annual Inspection	369,473	1,018,650	(649,177)	(63.7%)
Bridges Maintenance	793,660	-	793,660	100.0%
Pedestrian Bridge	-	-	-	0.0%
Concrete Fascia Beam Coating	-	-	-	0.0%
Pedestrian Fence, Traffic Barrier and Rails	-	-	-	0.0%
Retaining Wall and Sound Walls	-	-	-	0.0%
Agency Overhead (RMF)	345,400	345,400	-	0.0%
<u>Capital Replacements</u>				
Intelligent Transportation System	16,239	16,239	-	0.0%
Electronic Toll Collection	392,452	392,452	-	0.0%
Fiber	19,487	19,487	-	0.0%
Dispatch Tech	-	-	-	0.0%
Digital Messaging Sign	10,826	10,826	-	0.0%
Travel Time	37,892	37,892	-	0.0%
Road, Weather Information System	-	-	-	0.0%
System Incident Management	-	-	-	0.0%
Police	-	-	-	0.0%
Roadway Customer Service	167,793	167,793	-	0.0%
	3,175,412	2,319,864	855,548	36.9%
Total Annual Operating Budget	\$ 32,483,129	\$ 34,883,996	\$ (2,400,867)	(6.9%)
Total Net Revenues	\$ 86,225,871	\$ 83,825,004	\$ 2,400,867	2.9%

Appendix G: 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 – Costs 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 tollroad 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 government's 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 does 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 subdivision 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 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.

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-mile long portion of the NTTA System.

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® – Trademark 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® – Trademark for NTTA’s toll transaction invoicing system based on electronic reading of vehicle license plate numbers.



TOLL ROAD



NORTH

Chisholm Trail
Parkway

EXIT 1 MILE