

**Central Texas Turnpike System  
Continuing Disclosure Annual Report  
For the Fiscal Year Ended August 31, 2014**

**Filed by  
Texas Transportation Commission  
Pursuant to Undertaking Provided to  
Permit Compliance with SEC Rule 15c2-12**

**Relating to  
Each Outstanding Issue of Bonds of the Commission  
With CUSIP Prefixes 882762, 88283K**

**February 17, 2015**

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**Texas Transportation Commission  
Central Texas Turnpike System  
Continuing Disclosure Annual Report  
For the Fiscal Year Ended August 31, 2014**

This information is being provided by the Texas Transportation Commission (the "Commission"), the governing body of the Texas Department of Transportation ("TxDOT") in compliance with the contractual undertaking (an "Undertaking") to provide annual reports of financial information and operating data, as required by Rule 15c2-12 of the Securities and Exchange Commission (the "Rule"), regarding the above captioned municipal debt issues (each an "Issue"). Pursuant to the rules of the Municipal Securities Rulemaking Board (the "MSRB") the participating underwriters for each Issue were required to file a copy of the official statement for each Issue (collectively, the "Official Statements") with the MSRB, copies of which are available at <http://emma.msrb.org/Default.aspx>. The Official Statements for each Issue should not be considered to speak as of any date other than the date indicated in such document. Capitalized terms used in this Annual Report and not otherwise defined herein shall have the meanings given in the Official Statements. As of February 4, 2015, the Series 2002-A, 2012-A, 2015-A and 2015-B Bonds in the aggregate principal amount of \$1,460,573,758.88 were the only outstanding First Tier Obligations and the Series 2015-C Bonds in the aggregate principal amount of \$1,157,320,000.00 were the only outstanding Second Tier Obligations. See "Subsequent Events-Central Texas Turnpike System Revenue Refunding Bonds, Series 2015" herein.

Information in this Annual Report regarding the Commission and the Central Texas Turnpike System (the "System" or "CTTS") has been compiled and provided by TxDOT from TxDOT's records and other sources which are believed by the Commission to be reliable and is provided in satisfaction of the Undertaking. It contains information prescribed by the Rule. The Commission does not make any warranty concerning the usefulness of such information to a decision to invest in, hold, or sell bonds, notes, or other obligations payable, in whole or in part, from the sources pledged to the payment of the Issues. Information agreed to be provided by the Commission may be reported in full text herein, or may be incorporated by reference to certain other publicly available documents. The Commission is required by the Undertaking to provide this information annually by a date not more than six months following the close of its fiscal year, for as long as any of the Issues remain outstanding.

**Annual Update of Quantitative Financial Information and Operating Data for Fiscal Year 2014**

This Annual Report contains, by incorporation by reference and in the form of various attachments, the quantitative and operating data with respect to the Commission and the System which the Commission has agreed to update pursuant to the Undertaking. The Attachments to this Annual Report are incorporated in, and made a part of, this Annual Report. Each Attachment speaks as of its date and its incorporation in this Annual Report is not a representation that any of the information in the Attachment has been updated. In fact, much of the information in the Attachments has not been updated. In addition to this Annual Report, information can be obtained through the Official Statement for the Series 2002-A Bonds (the "2002 OS"), dated August 7, 2002, the Official Statement for the Series 2009 Bonds, dated February 26, 2009, the Remarketing Memorandum, dated February 8, 2011, the Official Statement for the Series 2012-A and 2012-B Bonds (the "2012 OS"), or the Official Statement dated January 21, 2015 for the Series 2015-A, Series 2015-B and Series 2015-C Bonds (the "2015 OS") that are on file with the MSRB's Electronic Municipal Market Access System ("EMMA").

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**Central Texas Turnpike System  
Annual Continuing Disclosure  
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**Attachment A**  
**CTTS Debt Service Requirements**

See "SCHEDULE II – DEBT SERVICE REQUIREMENTS," on page SII-1 of the 2015 OS on file with EMMA for the most current information regarding CTTS's Debt Service Requirements.

**Attachment B**  
**CTTS Table of Revenues, Expenses and Debt Service Coverage**

See "THE SYSTEM-Table 5 – Historical Revenues, Expenses and Debt Service Coverage," on page 12 of the 2015 OS on file with EMMA for the most current information regarding CTTS's Revenues, Expenses and Debt Service Coverage.

**Attachment C**  
**Annual Update of Quantitative Financial Information and Operating Data**

**THE SYSTEM AND THE 2002 PROJECT**

**Payment Methods for Tolls**

See "THE SYSTEM-Payment Method for Tolls" on pages 4-6 of the 2015 OS on file with EMMA for most current information on Payment Methods for Tolls.

**Toll Rates**

See "THE SYSTEM-Toll Rates" on pages 6-7 of the 2015 OS on file with EMMA for most current information on Toll Rates.

**Customer Service Center Revenues - Fees and Charges**

See "THE SYSTEM-Customer Service Center Revenues-Fees and Charges" on page 9 of the 2015 OS on file with EMMA for most current information on Customer Service Center Revenues.

**Recent Traffic and Revenue Results**

For the most current information on transactions and revenues, see "THE SYSTEM-Table 3 — Historical System Total Transactions" and "THE SYSTEM-Table 4 – Historical System Toll Revenue" on page 11 of the 2015 OS on file with EMMA. Quarterly reports of transactions and revenues are available on-line at <http://www.txdot.gov/business/investors/ctts-reports.html>.

**SYSTEM-RELATED FUNDING OBLIGATIONS OF COMMISSION**

See "SYSTEM-RELATED FUNDING OBLIGATIONS OF COMMISSION – System Operation, Maintenance and Capital Expenditures," and "-Table 9 – Operations, Maintenance and Capital Expenditures" on pages 36 and 37 of the 2015 OS on file with EMMA for the most current information regarding System-Related Funding Obligations.

**FUNDING OF COMMISSION OBLIGATIONS**

The State Highway Fund is the primary source of funding for the construction, maintenance and operation of the State Highway System, including the System, and is expected to be the primary source of funds for payment of System-related funding obligations. For further information regarding the Department and the State Highway Fund, reference is made to the State Highway Fund disclosures which are on file with

EMMA. The Section "THE STATE HIGHWAY FUND" of the State Highway Fund 2014 Official Statement, the 2014 Continuing Disclosure Updates, and the Department Financial Statements for Fiscal Year 2014, are hereby incorporated by reference and made a part hereof for all purposes.

**Subsequent Events**

**Central Texas Turnpike System Revenue Refunding Bonds, Series 2015:** On February 4, 2015, the Commission issued its \$225,000,000 Central Texas Turnpike System First Tier Revenue Refunding Put Bonds, Series 2015-A (the "Series 2015-A Bonds"), \$226,019,800 Central Texas Turnpike System First Tier Revenue Refunding Bonds, Series 2015-B (the "Series 2015-B Bonds"), and \$1,157,320,000 Central Texas Turnpike System Second Tier Revenue Refunding Bonds, Series 2015-C (the "Series 2015-C Bonds" together with the Series 2015-A Bonds and Series 2015-B Bonds, collectively, the Series 2015 Bonds). The Official Statement for the Series 2015 Bonds is hereby incorporated by reference and was previously filed with the Electronic Municipal Market Access System on January 30, 2015 (CUSIP Prefixes 882762 and 88283K). The Official Statement may be accessed over the internet at [www.emma.msrb.org](http://www.emma.msrb.org).

**Ratings upgrade by Fitch Ratings:** On February 4, 2015, Fitch Ratings upgraded the System's \$1.009 billion of existing First Tier Obligations (Series 2002-A, Series 2012-A and Series 2012-B Bonds) to 'A-' from 'BBB+'. Concurrent with the closing on the Series 2015-A, Series 2015-B, and Series 2015-C Bonds, Fitch affirmed the 'A-' and BBB ratings on \$451 million First Tier Series 2015-A and Series 2015-B Bonds and \$1.157 billion Second Tier Series 2015-C Bonds, respectively.

**Eighth Supplemental Indenture:** At the January 29, 2015 Commission meeting, the Commission approved an Eighth Supplemental Indenture authorizing the issuance of up to \$1 billion of additional refunding bonds. This approval expires January 29, 2016 unless the Commission extends the effective date of the Supplemental Indenture. No assurances are given regarding whether additional refunding bonds will be issued and if issued the amount of such bonds or obligations to be refunded.

**Appointments to the Commission:** On February 13, 2015, Governor Greg Abbott announced the appointments of J. Bruce Bugg Jr. and Tryon Dexter Lewis to the Commission, for terms set to expire February 1, 2021. The appointments are subject to confirmation by the Texas Senate. If confirmed, Mr. Bugg and Mr. Lewis will replace Ted Houghton and Fred Underwood, whose terms expired February 1, 2015, but who will continue to serve until their replacements take office. By law the governor designates one of the commissioners to serve as chair. As of February 17, 2015 Governor Abbott has not designated a chair.

**Table of Attachments Incorporated by Reference <sup>(a)</sup>**

Attachment	Title	Period <sup>(b)</sup>	CUSIP Prefix
D	Audited Annual Financial Statement of the Central Texas Turnpike System	FY 2014	882762, 88283K
E	Texas Department of Transportation Annual Financial Report (With Independent Auditor's Report)	FY 2014	88283L
F	Fiscal Year 2014 Report of Actual Traffic and Revenue	FY 2014	882762, 88283K
G	Fiscal Year 2015 First Quarter Report of Actual Traffic and Revenue	FY 2015 First Quarter ended 11/30/2014	882762, 88283K
H	General Engineering Consultant's Annual Inspection Report	FY 2014	882762, 88283K

(a) Attachments were previously filed with EMMA for the CUSIPs noted above, and may be accessed over the internet at [www.emma.msrb.org](http://www.emma.msrb.org).

(b) Fiscal Years ended August 31<sup>st</sup>

**Attachment I: Current Toll Rate Schedule**

See "THE SYSTEM-Toll Rates" on pages 6-7 of the 2015 OS on file with EMMA for most current information on Toll Rates. The current toll rate schedule is also available on-line at the following link:  
[http://www.txtag.org/en/docs/CTTS\\_Rates\\_2015.pdf](http://www.txtag.org/en/docs/CTTS_Rates_2015.pdf)