



September 21, 2023

**Re: Invitation to Offer Bonds for Purchase
North Texas Tollway Authority System
First Tier Taxable Revenue Refunding Bonds, Series 2020B**

Dear Bondholder,

The North Texas Tollway Authority (“NTTA”) appreciates your investment in one or more of its North Texas Tollway Authority System First Tier Taxable Revenue Refunding Bonds, Series 2020B as listed in Appendix A to this letter (the “**Target Bonds**”).

You are receiving this letter as a beneficial owner of some of the Target Bonds because *NTTA is inviting offers for the purchase of your Target Bonds*. The invitation is further described in the “Invitation to Offer Bonds for Purchase” dated September 21, 2023 (the “**Invitation**”) and is subject solely to the terms and conditions in the Invitation. *Please see below for directions regarding how to access the Invitation and related documents via the web.*

How Does the Offer Process Work?

In the Invitation, NTTA has invited each Bondholder to offer to sell to NTTA (an “**Offer**”), for payment in cash, all or part of its beneficial ownership interests in the Target Bonds. NTTA will determine the Offers to be accepted by a “**Modified Dutch Auction Procedure**” as described in the Invitation. If NTTA determines to purchase any Target Bonds of a CUSIP, the single purchase price (“**Purchase Price**”) at which all Target Bonds of a CUSIP accepted for purchase by NTTA will be purchased will be based on a single spread (the “**Purchase Spread**”), representing the spread that will be added to the yield on the applicable benchmark United States Treasury Security (each, a “**Benchmark Treasury Security**”) to arrive at a yield used to calculate the Purchase Price for the Target Bonds of each CUSIP. The yields on the applicable Benchmark Treasury Securities will be determined on October 11, 2023.

Should you choose to participate, Offers can be submitted using one of the following two methods:

- ❖ **Offers of Target Bonds at an Offer Spread.** You may Offer to sell all or a portion of your Target Bonds of a particular CUSIP to NTTA at a spread (the “**Offer Spread**”) to be added to the applicable yield of the applicable Benchmark Treasury Security corresponding to such CUSIP. At the conclusion of the offer period, NTTA will set the Purchase Spread at which it intends to purchase Target Bonds of each CUSIP. If that Purchase Spread is equal to or below the Offer Spread that you submit, your Target Bonds may be purchased. In fact, if NTTA sets a Purchase Spread less than your offer, you would receive the benefit of the lower spread. If the Purchase Spread is greater than your offer, your Target Bonds will not be purchased.
- ❖ **Non-Competitive Offer.** Alternatively, you may Offer to sell all or a portion of your Target Bonds of a particular CUSIP in a par amount of your choosing by offering such Target Bonds without specifying an Offer Spread (a “**Non-Competitive Offer**”). Bondholders whose Target Bonds are offered without a specified Offer Spread will receive the same spread (and price) paid to all other Bondholders whose Offers of Target Bonds of the same CUSIP are accepted, subject to the terms of the Invitation. In no

event will a Purchase Spread for Target Bonds of a particular CUSIP in which NTTA has received a Non-Competitive Offer exceed the applicable Offer Spread Guidance.

For reference, we have included in the attached Appendix A illustrative prices (excluding any accrued interest, which will be added to the purchase price on the Settlement Date) based on the Offer Spread Guidance relative to the yield on the Benchmark Treasury Securities as of the close of business on September 19, 2023.

NTTA expects to accept offers that maximize the principal amount of Target Bonds purchased while minimizing premium to estimated market value. NTTA will review all Offers and may, in its sole discretion, determine a Purchase Spread for each CUSIP which is greater than, less than or equal to the Offer Spread Guidance.

Any of the Target Bonds that NTTA does not purchase pursuant to the Invitation will be returned and will remain payable and secured pursuant to their terms. NTTA may refund some or all of the Target Bonds which NTTA does not purchase pursuant to the Invitation.

If you wish to submit an Offer, you must do so by contacting your bank, broker, or financial adviser. **Please forward your instructions in time to submit Offers prior to the Expiration Date (currently 5:00 p.m., Eastern time, on October 6, 2023).**

This brief letter does not provide all of the information that you need to consider with respect to the Invitation. NTTA's invitation to offer Target Bonds for purchase for cash is only being made pursuant to the Invitation. *Bondholders are urged to carefully read the Invitation, including Appendix A, in its entirety because it contains information, including the various terms and conditions that Bondholders should consider before making any decision regarding tendering their Target Bonds.*

Where to Find More Information?

The Invitation is available electronically on the website of the Information Agent and Tender Agent at www.globic.com/ntta, as well as the Municipal Securities Rulemaking Board through its Electronic Municipal Market Access website, currently located at <http://emma.msrb.org>, using the CUSIP numbers for the Target Bonds. Upon the expiration of the Invitation, NTTA will post notices including the Notice of Preliminary Acceptance, Notice of Purchase Prices, and Final Notice of Acceptance on these same websites.

Institutional investors with questions about the Invitation should contact the Dealer Manager at:

Barclays Capital Inc.
Attention: Municipal Syndicate Desk
Tel: (212) 528-1061 E-mail: munisyndicate@barclays.com

Individual investors and their brokers, account executives, financial advisors, and/or other appropriate professionals with questions about the Invitation should contact the Information Agent and Tender Agent at:

Globic Advisors Inc.
Attention: Robert Stevens
Tel: (212) 227-9622 E-Mail: rstevens@globic.com

Please note that NTTA retains the right to amend, extend, or terminate this Invitation in the manner described in the Invitation.

Thank you for taking time to consider the Invitation.

NORTH TEXAS TOLLWAY AUTHORITY

APPENDIX A

BONDS SUBJECT TO THE INVITATION

**Target Bonds Offered for Purchase
Solicited by Modified Dutch Auction Procedures Based Upon Offer Spreads¹**

North Texas Tollway Authority

North Texas Tollway Authority System First Tier Taxable Revenue Refunding Bonds, Series 2020B

BASE CUSIP: 66285W

Maturity Date (January 1)	CUSIP Suffix²	Interest Rate	Principal Amount Outstanding	Maximum Principal Amount that may be Accepted for Purchase if Tendered	Benchmark Treasury Security³	Benchmark UST Rate as of COB on Sept. 19, 2023	Offer Spread Guidance in basis points⁴	Illustrative Purchase Yield/Price Resulting from Offer Spread Guidance⁵
2027	B70	1.464	20,050,000	20,050,000	5-Year	4.513%	45 bps	4.963% / 89.909
2028	B88	1.727	27,520,000	27,520,000	5-Year	4.513%	25 bps	4.763% / 88.686
2029	B96	1.827	28,050,000	28,050,000	7-Year	4.463%	30 bps	4.763% / 86.727
2030	C20	1.877	19,055,000	19,055,000	7-Year	4.463%	35 bps	4.813% / 84.527
2031	C38	2.047	19,415,000	19,415,000	10-Year	4.361%	40 bps	4.761% / 83.712
2032	A55	2.227	19,815,000	19,815,000	10-Year	4.361%	45 bps	4.811% / 82.744
2033	A63	2.327	20,265,000	20,265,000	10-Year	4.361%	50 bps	4.861% / 81.459
2034	A71	2.427	20,575,000	20,575,000	10-Year	4.361%	55 bps	4.911% / 80.327
2035	A89	2.527	21,080,000	21,080,000	10-Year	4.361%	60 bps	4.961% / 79.342
2040	A97 ⁶	3.029	73,030,000	73,030,000	10-Year	4.361%	72 bps	5.081% / 80.282
2042	B21 ⁷	3.079	197,480,000	197,480,000	20-Year	4.615%	60 bps	5.215% / 75.663

¹ A Bondholder may make an Offer to sell Target Bonds of a CUSIP number in an amount of its choosing up to the principal amount of Target Bonds owned by the Bondholder expressed as the principal amount of such Target Bonds (in Authorized Denominations) and the Offer Spread to be added to the yield on the relevant Benchmark Treasury Security used in establishing the Purchase Price for such Target Bonds. An Offer Spread must be expressed as a number of basis points and contain no more than one number to the right of the decimal point. Any Offer Spread containing more than one number to the right of the decimal point will be truncated to one number, without rounding. See "TERMS OF THIS INVITATION – Offers of Target Bonds at an Offer Spread".

² CUSIP is a registered trademark of the American Bankers Association. CUSIP information herein is provided by CUSIP Global Services, managed on behalf of the American Bankers Association by FactSet Research Systems Inc. This information is not intended to create a database and does not serve in any way as a substitute for the CUSIP Services. CUSIP numbers are provided for convenience of reference only. None of NTTA, the Dealer Manager, or the Information Agent and Tender Agent nor their respective agents or counsel assumes responsibility for the accuracy of such numbers.

³ Each Benchmark Treasury Security will be the most recently auctioned "on-the-run" United States Treasury Security for the maturity indicated as of the date and time that each Target Bond's Purchase Price is set, currently expected to be October 11, 2023. The yield on the Benchmark Treasury Security to be used in establishing the Purchase Prices for the Target Bonds will be based on the bid-side price of the U.S. Benchmark Treasury as quoted on the Bloomberg Bond Trader FIT series of pages at approximately 10:00 a.m., Eastern time, on October 11, 2023. See "TERMS OF THIS INVITATION – Determination of the Purchase Spread".

⁴ The Offer Spread Guidance is provided solely for the purpose of assisting Bondholders in formulating offers for their Target Bonds.

⁵ Illustrative Purchase Price excludes accrued but unpaid interest and is based on yields for Benchmark Treasury Securities as of the close of business on September 19, 2023. The Illustrative Price is provided for informational purposes only. The Purchase Price of a Target Bond of a CUSIP number will be determined based on numerous factors described herein. Bondholders are not permitted to submit offers based on a specific price. Illustrative Price Resulting from Offer Spread Guidance is in \$ per \$100 principal amount.

⁶ The Target Bond maturing on January 1, 2040, is subject to sinking fund redemption payments on January 1 in 2036, 2037, 2038, and 2039 and its Purchase Price will be calculated assuming its average life date of March 12, 2037 as its maturity date. See "TERMS OF THIS INVITATION – Determination of Purchase Price" herein.

⁷ The Target Bond maturing on January 1, 2042, is subject to sinking fund redemption payments on January 1 in 2041 and its Purchase Price will be calculated assuming its average life date of May 13, 2041, as its maturity date. See "TERMS OF THIS INVITATION – Determination of Purchase Price" herein.