

# A Grand Parkway Transportation Corporation Project

State Highway 99, the Grand Parkway System  
(Segments D, E,  
F-1, F-2 and G)



## THE GRAND PARKWAY SYSTEM Annual Continuing Disclosure Report Fiscal Year 2016

Submitted February 23, 2017

**Grand Parkway System  
Annual Continuing Disclosure Report  
For the Fiscal Year Ended August 31, 2016**

**Filed by Grand Parkway Transportation Corporation  
Pursuant to Undertaking Provided to Permit Compliance with SEC Rule 15c2-12  
Relating to Each Outstanding Issue of the Grand Parkway Transportation Corporation  
With CUSIP Prefix 38611T**

This information is being provided by the Grand Parkway Transportation Corporation (the "Corporation" or "GPTC") 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 municipal debt issues (each an "Issue") of the Corporation. 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 on the Electronic Municipal Market Access website ("EMMA"), copies of which are available at <http://emma.msrb.org>.

All reports referenced in this document as having been filed on EMMA may be accessed at the Corporation's EMMA home page at the following link:

<http://emma.msrb.org/IssuerHomePage/Issuer?id=FE6B36B2ABF03965E043151ED20A5A56&type=M>

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.

The Corporation 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. References to website addresses presented herein are for informational purposes only and may be in the form of a hyperlink solely for the reader's convenience. Unless specified otherwise, such websites and the information or links contained therein are not incorporated into, and are not part of, this Report.

The financial information and operating data to be provided annually as described under the heading "Continuing Disclosure of Information – The Corporation - Annual Reports" in the Official Statements are as specified below. For additional information see "II. Supplemental Information" herein, which section is not part of the Undertaking.

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## I. Annual Financial Information and Operating Data Update Required by the Undertaking

The following table sets out the Maximum Available Annual Amount ("MAAA"), Annual TELA-Supported Debt Service and TELA Supported Junior Operating Expenses in each year through the final maturity of the TELA Bonds.

### A. Toll Equity Loan Agreement – MAAA, TELA-Supported Debt Service & Jr. Operating Expenses as of August 31, 2016 (In Thousands)

FYE	TELA Supported Net Debt Service <sup>(1)</sup>	Estimated TELA Supported Junior Operating Expenses <sup>(2)</sup>	Annual TELA Supported Debt Service and Estimated TELA Supported Junior Operating Expenses	TELA Maximum Available Annual Amount ("MAAA")	TELA MAAA / Annual TELA Supported Debt Service and Estimated TELA Supported Junior Operating Expenses
Aug-31	A	B	C = A + B	D	E = D / C
2017	\$ 246,552	\$ 34,562	\$ 281,114	\$ 321,212	114.3
2018	270,144	25,973	296,117	298,340	100.8
2019	247,526	29,717	277,244	279,325	100.8
2020	248,531	32,701	281,232	283,343	100.8
2021	255,328	35,721	291,049	293,234	100.8
2022	250,854	38,635	289,489	291,662	100.8
2023	77,090	41,920	119,010	119,904	100.8
2024	90,969	45,353	136,322	137,346	100.8
2025	104,848	48,973	153,821	154,975	100.8
2026	104,848	52,400	157,248	158,429	100.8
2027	104,848	54,974	159,822	161,022	100.8
2028	104,848	58,028	162,876	164,099	100.8
2029	104,848	61,354	166,202	167,450	100.8
2030	106,886	64,522	171,408	172,695	100.8
2031	111,641	67,908	179,549	180,897	100.8
2032	116,124	71,600	187,724	189,134	100.8
2033	120,865	75,372	196,237	197,710	100.8
2034	125,646	79,538	205,184	206,725	100.8
2035	130,682	84,023	214,706	216,318	100.8
2036	135,861	88,747	224,608	226,294	100.8
2037	140,952	92,867	233,819	235,574	100.8
2038	145,061	97,531	242,592	244,414	100.8
2039	148,210	102,254	250,465	252,345	100.8
2040	150,326	107,153	257,479	259,412	100.8
2041	151,500	111,274	262,773	264,746	100.8
2042	151,491	116,029	267,519	269,528	100.8
2043	118,998	121,142	240,141	241,943	100.8
2044	77,546	126,586	204,131	205,664	100.8
2045	151,108	131,695	282,803	284,927	100.8
2046	147,142	136,841	283,983	286,115	100.8
2047	142,317	141,930	284,247	286,381	100.8
2048	136,609	147,353	283,962	286,094	100.8
2049	130,202	153,105	283,307	285,434	100.8
2050	122,938	158,943	281,882	283,998	100.8
2051	309,487	164,551	474,038	477,597	100.8
2052	409,015	170,210	579,225	583,573	100.8
2053	396,258	175,482	571,740	576,032	100.8
<b>Total</b>	<b>\$ 6,088,100</b>	<b>\$ 3,346,968</b>	<b>\$ 9,435,068</b>	<b>\$ 9,543,888</b>	

Note: All interest shown is net of capitalized interest. Interest for the Series 2013 Bonds is capitalized through October 1, 2016 and on the Series 2014 Bonds through maturity (December 15, 2016). Totals may not add due to rounding.

<sup>(1)</sup> Assumes a refunding of the 2014A Bond Anticipation Notes with TELA-Supported bonds at a rate of 8.00% and interest rates on the Series 2014B and the Series 2014C Bonds of 1.50% and 2.00%, respectively. See also Supplemental Information - TIFIA Disbursement, Refunding of Series 2014B Bonds with Series 2016 Bonds and Retirement of Series 2014A Bond Anticipation Notes and Series 2014C Bonds in December 2016 included herein.

<sup>(2)</sup> Junior Operating Expenses for Fiscal Year 2017 represent updated projections from the Annual Budget. Fiscal Years 2018-2053 are shown as estimated by the Grand Parkway Engineer's Report prepared by Jacobs Engineering Group Inc. (the "Engineer's Report"), contained in the Official Statement dated July 17, 2013 for the Grand Parkway System Toll Revenue Bonds, Series 2013 (the "Series 2013 Official Statement"), and confirmed by a supplemental letter dated January 23, 2014 contained in the Official Statement dated February 4, 2014 for the Grand Parkway System Subordinate Tier Toll Revenue Refunding Bond Anticipation Notes, Series 2014A (the "2014 Official Statement"). Both Official Statements are on file with EMMA. If actual Revenues of the Grand Parkway System and/or TELA Supported Junior Operating Expenses differ from their estimates, the Maximum Available Annual Amount may not be sufficient to cover TELA Supported Junior Operating Expenses.

The table below provides the total debt service requirements for the outstanding obligations of the Corporation secured by the Revenues of the Grand Parkway System.

**B. Pro Forma Debt Service Requirements as of August 31, 2016**  
(In Thousands)

FYE Aug-31	First Tier Series Debt Service			TELA-Supported Subordinate Tier Debt Service <sup>(1)</sup>			Non-TELA-Supported Subordinate Tier Debt Service			Total System Net Debt Service
	Principal	Net Interest	Total First Tier Net Debt Service	Principal	Net Interest/ Compounded Interest	Total TELA-Supported Subordinate Tier Net Debt Service	Principal	Net Interest	Total Non-TELA- Supported Subordinate Tier Net Debt Service	
2017	\$	\$ 5,411	\$ 5,411	\$ 190,730	\$ 38,545	\$ 229,275	\$ 733,465	\$ -	\$ 733,465	968,151
2018		10,821	10,821		77,090	77,090				87,911
2019		10,821	10,821		77,090	77,090				87,911
2020		10,821	10,821		77,090	77,090				87,911
2021		10,821	10,821		77,090	77,090				87,911
2022		10,821	10,821		77,090	77,090				87,911
2023		10,821	10,821		77,090	77,090				87,911
2024		10,821	10,821		90,969	90,969				101,790
2025		10,821	10,821		104,848	104,848				115,669
2026		10,821	10,821		104,848	104,848				115,669
2027		10,821	10,821		104,848	104,848				115,669
2028		10,821	10,821		104,848	104,848				115,669
2029		10,821	10,821		104,848	104,848				115,669
2030		10,821	10,821	1,271	105,615	106,886				117,707
2031		10,821	10,821	4,261	107,380	111,641				122,462
2032	330	10,813	11,143	7,150	108,974	116,124				127,267
2033	740	10,785	11,523	10,323	110,542	120,865				132,390
2034	1,180	10,736	11,916	13,642	112,005	125,646				137,562
2035	1,660	10,663	12,323	17,328	113,354	130,682				143,006
2036	2,175	10,565	12,740	21,281	114,580	135,861				148,601
2037	2,735	10,439	13,174	31,928	109,024	140,952				154,126
2038	3,340	10,283	13,623	50,865	94,196	145,061				158,684
2039	3,990	10,096	14,086	56,805	91,405	148,210				162,296
2040	4,690	9,873	14,563	62,000	88,326	150,326				164,889
2041	5,445	9,613	15,058	66,505	84,995	151,500				166,558
2042	6,255	9,314	15,569	70,035	81,456	151,491				167,059
2043	7,125	8,971	16,096	40,405	78,593	118,998				135,094
2044	8,065	8,582	16,647		77,546	77,546				94,192
2045	9,065	8,126	17,191	42,562	108,546	151,108				168,299
2046	10,175	7,596	17,771	42,587	104,555	147,142				164,914
2047	11,365	7,004	18,369	42,352	99,965	142,317				160,686
2048	12,645	6,344	18,989	41,400	95,209	136,609				155,598
2049	14,015	5,611	19,626	59,313	70,889	130,202				149,828
2050	15,490	4,799	20,289	68,675	54,263	122,938				143,228
2051	17,065	3,904	20,969	263,955	45,532	309,487				330,456
2052	18,755	2,919	21,674	380,165	28,850	409,015				430,689
2053	43,695	1,838	45,533	381,935	14,323	396,258				441,790
<b>Total</b>	<b>\$ 200,000</b>	<b>\$ 335,778</b>	<b>\$ 535,778</b>	<b>\$ 1,967,475</b>	<b>\$ 3,216,417</b>	<b>\$ 5,183,892</b>	<b>\$ 733,465</b>	<b>\$ -</b>	<b>\$ 733,465</b>	<b>\$ 6,453,135</b>

Note: All interest shown is net of capitalized interest. Interest for 2013 Bonds is capitalized through October 1, 2016 and on Series 2014 Bonds through maturity (December 1, 2016). Totals may not add due to rounding.

<sup>(1)</sup> Assumes interest rates on the Series 2014B Bonds and the Series 2014C Bonds of 1.50% and 2.00%, respectively. Interest on the Series 2014B Bonds and the Series 2014C Bonds is capitalized through maturity (December 15, 2016). See also Supplemental Information - TIFIA Disbursement, Refunding of Series 2014B Bonds with Series 2016 Bonds and Retirement of Series 2014A Bond Anticipation Notes and Series 2014C Bonds in December 2016 included herein.

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The table below provides historical actual and future estimated toll revenues, expenses and debt service coverage.

**C. Actual and Estimated Revenues, Expenses & Debt Service Coverage as of August, 31, 2016**  
(In Thousands)

FYE	Projected Senior Net	First Tier Net	First Tier Net Debt	Subordinate Tier	Consolidated Debt	TELA Supported	Cashflow after
	Revenues <sup>(1)(2)</sup>	Debt Service	Service Coverage	Net Debt Service <sup>(3)</sup>	Service Coverage	Junior Operating	TELA Supported
Aug-31	A	B	C = A / B	D	E = A / (B+D)	F	G = A - B - D - F
2014	\$ 13,500	\$ -	n/a	\$ -	n/a	\$ 3,038	\$ 10,462
2015	32,344	-	n/a	-	n/a	3,875	28,469
2016	85,634	-	n/a	-	n/a	14,403	71,231
2017	81,858	5,411	15.13x	42,871	1.70x	34,562	-
2018	102,658	10,821	9.49x	91,729	1.00x	25,973	-
2019	121,648	10,821	11.24x	97,064	1.13x	29,717	-
2020	138,054	10,821	12.76x	105,724	1.18x	32,701	-
2021	155,267	10,821	14.35x	105,724	1.33x	35,721	3,001
2022	170,620	10,821	15.77x	110,569	1.41x	38,635	10,595
2023	188,302	10,821	17.40x	117,249	1.47x	41,920	18,312
2024	206,720	10,821	19.10x	129,818	1.47x	45,353	20,728
2025	226,532	10,821	20.93x	142,757	1.48x	48,973	23,982
2026	245,958	10,821	22.73x	149,437	1.53x	52,400	33,300
2027	259,458	10,821	23.98x	153,277	1.58x	54,974	40,387
2028	275,300	10,821	25.44x	157,982	1.63x	58,028	48,469
2029	292,830	10,821	27.06x	163,222	1.68x	61,354	57,434
2030	309,858	10,821	28.63x	168,925	1.72x	64,522	65,590
2031	328,174	10,821	30.33x	176,120	1.76x	67,908	73,325
2032	348,310	11,143	31.26x	183,563	1.79x	71,600	82,005
2033	368,914	11,525	32.01x	191,064	1.82x	75,372	90,953
2034	391,846	11,916	32.88x	199,290	1.86x	79,538	101,102
2035	415,061	12,323	33.68x	207,506	1.89x	84,023	111,209
2036	435,983	12,740	34.22x	214,714	1.92x	88,747	119,782
2037	457,352	13,174	34.72x	221,881	1.95x	92,867	129,430
2038	482,339	13,623	35.41x	231,139	1.97x	97,531	140,045
2039	507,393	14,086	36.02x	238,948	2.01x	102,254	152,105
2040	533,370	14,563	36.62x	245,844	2.05x	107,153	165,810
2041	554,664	15,058	36.83x	250,528	2.09x	111,274	177,804
2042	579,575	15,569	37.23x	255,804	2.14x	116,029	192,174
2043	606,528	16,096	37.68x	257,641	2.22x	121,142	211,649
2044	635,328	16,647	38.17x	258,134	2.31x	126,586	233,962
2045	662,065	17,191	38.51x	269,445	2.31x	131,695	243,734
2046	688,907	17,771	38.76x	273,096	2.37x	136,841	261,199
2047	715,331	18,369	38.94x	276,088	2.43x	141,930	278,944
2048	743,574	18,989	39.16x	279,124	2.49x	147,353	298,107
2049	773,626	19,626	39.42x	282,257	2.56x	153,105	318,638
2050	804,119	20,289	39.63x	284,992	2.63x	158,943	339,894
2051	833,125	20,969	39.73x	368,301	2.14x	164,551	279,303
2052	862,296	21,674	39.78x	409,015	2.00x	170,210	261,397
2053	889,062	45,533	19.53x	396,258	2.01x	175,482	271,790
<b>Total</b>	<b>\$ 16,523,483</b>	<b>\$ 535,778</b>		<b>\$ 7,707,098</b>		<b>\$ 3,368,284</b>	<b>\$ 4,966,320</b>

Note: All interest shown is net of capitalized interest. Interest for the Series 2013 Bonds is capitalized through October 1, 2016 and on Series 2014 Bonds through maturity (December 15, 2016). Totals may not add due to rounding.

(1) Senior Net Revenues For Fiscal Year 2014 - 2016 represent actual toll revenues plus certain fees and investment income, less Senior Operating Expenses (which were zero), which is reported as "Current Year Pledged Revenue" in Note 5 of the AFR. Senior Net Revenues for Fiscal Years 2017 - 2053 are shown as estimated by the Grand Parkway's Traffic and Revenue Update dated June 26, 2013 prepared by CDM Smith Inc. as described in footnote (2) below.

(2) Fiscal Years 2017-2053 are shown as estimated in the Comprehensive Traffic and Revenue Study Update dated June 26, 2013 prepared by CDM Smith Inc., contained in the Series 2013 Official Statement, which is on file with EMMA.

(3) Assumes refunding of the Series 2014A Bond Anticipation Notes and the Series 2014B Bonds with tax-exempt TELA-Supported Subordinate Tier Bonds with all-in true interest cost of 5.53% on their maturity date and refunding of the Series 2014C Bonds with taxable variable rate TELA-Supported Subordinate Tier Bonds with all-in true interest cost of 5.00% on the Series 2014C Bonds maturity date (December 15, 2016). See also Supplemental Information - TIFIA Disbursement, Refunding of Series 2014B Bonds with Series 2016 Bonds and Retirement of Series 2014A Bond Anticipation Notes and Series 2014C Bonds in December 2016 included herein.

(4) Junior Operating Expenses for Fiscal Year 2014 - 2016 represent actual expenses as reported in the AFRs, and those for Fiscal Year 2017 represent updated projections based on the Annual Budget. Fiscal Years 2018-2053 are shown as estimated by Jacobs in the Engineer's Report, contained in the Series 2013 Official Statement and confirmed by a supplemental letter dated January 23, 2014 contained in the 2014 Official Statement. Both Official Statements are on file with EMMA. For Fiscal Years 2017 - 2020, TELA Supported Junior Operating Expenses are projected to be covered by funds on deposit in certain funds. There are no Senior Operating Expenses in the initial Grand Parkway System

(5) Defined as Junior Net Revenues in the Trust Agreement, shortfalls in Fiscal Years 2018 - 2020 totaling approximately \$54 million are projected to be covered by draws on available funds in accounts held by the Trustee.

## **D. Progress Reports**

Copies of the progress reports required under the Trust Agreement are available on EMMA and are incorporated by reference.

## **E. Annual Financial Statements**

Fiscal Year 2016 is the first year that GPTC has submitted an Annual Financial Report ("AFR"). The audited GPTC AFR is required beginning with the fiscal year when substantial completion occurs according to the Trust Agreement. The Fiscal Year 2016 audited annual financial statements of the Corporation are available on EMMA and are incorporated by reference.

## **II. Supplemental Information**

### **1. Changes in Board of Directors**

James M. Bass resigned as President of the Board of Directors of the Corporation effective upon his appointment on December 17, 2015 as Executive Director of the Texas Department of Transportation (the "Department"). Brian D. Ragland, Chief Financial Officer of the Department, was named President of the Board of Directors of the Corporation on March 13, 2016. Richard McMonagle and Lauren Garduño continue to serve on the Board and Benjamin H. Asher, Director, Project Finance, Debt and Strategic Contracts Division of the Department, continues to serve as Secretary/Treasurer.

### **2. TIFIA Disbursement, Refunding of Series 2014B Bonds with Series 2016 Bonds and Retirement of Series 2014A Bond Anticipation Notes and Series 2014C Bonds in December 2016**

On December 16, 2016, GPTC filed a voluntary notice with the Electronic Municipal Market Access (EMMA) system regarding the GPTC requisition of \$840,645,000 pursuant to its TIFIA loan agreement which proceeds were used to pay on the maturity date of December 15, 2016, the Corporation's \$733,465,000 Subordinate Tier Toll Revenue Refunding Bond Anticipation Notes, Series 2014A and \$107,180,000 Subordinate Tier Toll Revenue Refunding Bonds, Series 2014C (TELA Supported). In addition, the GPTC issued its \$83,775,000 Subordinate Tier Toll Revenue Refunding Bonds, Series 2016 (TELA Supported) which proceeds were deposited into the Redemption Account and used to redeem its \$83,550,000 Subordinate Tier Toll Revenue Refunding Bonds, Series 2014B (TELA Supported) on December 7, 2016.

Such notice is available on EMMA and is incorporated by reference.

Tables reflecting these events as of December 31, 2016 follow as III. A – D.

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The following table sets out the Maximum Available Annual Amount ("MAAA") under the TELA and the estimated aggregate amount of debt service on the TELA Bonds and TELA Supported Junior Operating Expenses in each year through the final maturity of the TELA Bonds.

**3. Toll Equity Loan Agreement – MAAA, TELA-Supported Debt Service & Jr. Operating Expenses as of December 31, 2016**  
(In Thousands)

FYE	TELA Supported Net Debt Service	Estimated TELA Supported Junior Operating Expenses <sup>(1)</sup>	Annual TELA Supported Debt Service and Estimated TELA Supported Junior Operating Expenses	TELA Maximum Available Annual Amount ("MAAA")	TELA MAAA / Annual TELA Supported Debt Service and Estimated TELA Supported Junior Operating Expenses
Aug-31	A	B	C = A + B	D	E = D / C
2017	\$ 39,129	\$ 34,562	\$ 73,691	\$ 233,165	316.4
2018	78,934	25,973	104,906	298,340	284.4
2019	78,934	29,717	108,651	279,325	257.1
2020	78,934	32,701	111,634	283,343	253.8
2021	78,934	35,721	114,654	293,234	255.8
2022	78,934	38,635	117,569	291,662	248.1
2023	78,934	41,920	120,853	122,062	101.0
2024	175,671	45,353	221,024	223,234	101.0
2025	104,848	48,973	153,821	154,975	100.8
2026	104,848	52,400	157,248	158,429	100.8
2027	104,848	54,974	159,822	161,022	100.8
2028	104,848	58,028	162,876	164,099	100.8
2029	104,848	61,354	166,202	167,450	100.8
2030	106,886	64,522	171,408	172,695	100.8
2031	111,641	67,908	179,549	180,897	100.8
2032	116,124	71,600	187,724	189,134	100.8
2033	120,865	75,372	196,237	197,710	100.8
2034	125,646	79,538	205,184	206,725	100.8
2035	130,682	84,023	214,706	216,318	100.8
2036	135,861	88,747	224,608	226,294	100.8
2037	140,952	92,867	233,819	235,574	100.8
2038	145,061	97,531	242,592	244,414	100.8
2039	148,210	102,254	250,465	252,345	100.8
2040	150,326	107,153	257,479	259,412	100.8
2041	151,500	111,274	262,773	264,746	100.8
2042	151,491	116,029	267,519	269,528	100.8
2043	118,998	121,142	240,141	241,943	100.8
2044	77,546	126,586	204,131	205,664	100.8
2045	151,108	131,695	282,803	284,927	100.8
2046	147,142	136,841	283,983	286,115	100.8
2047	142,317	141,930	284,247	286,381	100.8
2048	136,609	147,353	283,962	286,094	100.8
2049	130,202	153,105	283,307	285,434	100.8
2050	122,938	158,943	281,882	283,998	100.8
2051	309,487	164,551	474,038	477,597	100.8
2052	409,015	170,210	579,225	583,573	100.8
2053	396,258	175,482	571,740	576,032	100.8
<b>Total</b>	<b>\$ 5,089,506</b>	<b>\$ 3,346,968</b>	<b>\$ 8,436,474</b>	<b>\$ 9,543,888</b>	

Note: All interest shown is net of capitalized interest. Interest for 2013 Bonds is capitalized through October 1, 2016. Totals may not add due to rounding.

<sup>(1)</sup> Junior Operating Expenses for Fiscal Year 2017 represent updated projections from the Annual Budget. Fiscal Years 2018-2053 are shown as estimated by the Grand Parkway Engineer's Report prepared by Jacobs Engineering Group Inc. (the "Engineer's Report"), contained in the 2013 Official Statement and confirmed by a supplemental letter dated January 23, 2014 contained in the 2014 Official Statement. Both Official Statements are on file with EMMA. If actual Revenues of the Grand Parkway System and/or TELA Supported Junior Operating Expenses differ from their estimates, the Maximum Available Annual Amount may not be sufficient to cover TELA Supported Junior Operating Expenses.



Set forth in the table below are the total debt service requirements for the outstanding obligations of the Corporation secured by the Revenues of the Grand Parkway System.

#### 4. Pro Forma Debt Service Requirements as of December 31, 2016

(In Thousands)

FYE Aug-31	First Tier Series Debt Service			Second Tier Debt Service			TELA-Supported Subordinate Tier Debt Service			Total System Net Debt Service
	Principal	Net Interest	Total First Tier Net Debt Service	Principal	Net Interest and Accreted Interest	Total TELA- Supported Subordinate Tier Net Debt Service	Principal	Net Interest/ Compounded Interest	Total TELA- Supported Subordinate Tier Net Debt Service	
2017	\$	\$ 5,411	\$ 5,411	\$ -	\$ -	\$ -	\$ -	\$ 39,129	\$ 39,129	\$ 44,539
2018		10,821	10,821					78,934	78,934	89,755
2019		10,821	10,821					78,934	78,934	89,755
2020		10,821	10,821					78,934	78,934	89,755
2021		10,821	10,821		34,528	34,528		78,934	78,934	124,282
2022		10,821	10,821		34,575	34,575		78,934	78,934	124,329
2023		10,821	10,821		34,575	34,575		78,934	78,934	124,329
2024		10,821	10,821		34,622	34,622	83,775	91,896	175,671	221,114
2025		10,821	10,821		34,528	34,528		104,848	104,848	150,197
2026		10,821	10,821	360	34,618	34,978		104,848	104,848	150,647
2027		10,821	10,821	835	34,659	35,494		104,848	104,848	151,163
2028		10,821	10,821	1,315	34,728	36,043		104,848	104,848	151,712
2029		10,821	10,821	1,790	34,634	36,424		104,848	104,848	152,093
2030		10,821	10,821	2,270	34,664	36,934	1,271	105,615	106,886	154,641
2031		10,821	10,821	2,745	34,626	37,371	4,261	107,380	111,641	159,833
2032	330	10,813	11,143	3,295	34,624	37,919	7,150	108,974	116,124	165,186
2033	740	10,785	11,525	3,865	34,462	38,327	10,323	110,542	120,865	170,717
2034	1,180	10,736	11,916	4,445	34,417	38,862	13,642	112,005	125,646	176,424
2035	1,660	10,663	12,323	5,010	34,300	39,310	17,328	113,354	130,682	182,316
2036	2,175	10,565	12,740	5,585	34,207	39,792	21,281	114,580	135,861	188,392
2037	2,735	10,439	13,174	6,545	34,000	40,545	31,928	109,024	140,952	194,671
2038	3,340	10,283	13,623	8,455	34,002	42,457	50,865	94,196	145,061	201,141
2039	3,990	10,096	14,086	11,510	34,013	45,523	56,805	91,405	148,210	207,819
2040	4,690	9,873	14,563	15,740	34,079	49,819	62,000	88,326	150,326	214,708
2041	5,445	9,613	15,058	21,280	33,994	55,274	66,505	84,995	151,500	221,833
2042	6,255	9,314	15,569	28,155	33,967	62,122	70,035	81,456	151,491	229,181
2043	7,125	8,971	16,096	36,370	33,770	70,140	40,405	78,593	118,998	205,234
2044	8,065	8,582	16,647	45,945	33,431	79,376		77,546	77,546	173,569
2045	9,065	8,126	17,191	57,030	32,765	89,795	42,562	108,546	151,108	258,094
2046	10,175	7,596	17,771	69,645	31,930	101,575	42,587	104,555	147,142	266,488
2047	11,365	7,004	18,369	83,775	30,716	114,491	42,352	99,965	142,317	275,177
2048	12,645	6,344	18,989	99,445	29,122	128,567	41,400	95,209	136,609	284,165
2049	14,015	5,611	19,626	116,640	27,001	143,641	59,313	70,889	130,202	293,469
2050	15,490	4,799	20,289	135,365	24,409	159,774	68,675	54,263	122,938	303,001
2051	17,065	3,904	20,969	173,230	10,797	84,027	263,955	45,532	309,487	414,483
2052	18,755	2,919	21,674	-	-	-	380,165	28,850	409,015	430,689
2053	43,695	1,838	45,533	-	-	-	381,935	14,323	396,258	441,790
<b>Total</b>	<b>\$ 200,000</b>	<b>\$ 335,778</b>	<b>\$ 535,778</b>	<b>\$ 840,645</b>	<b>\$ 1,010,762</b>	<b>\$ 1,851,407</b>	<b>\$ 1,860,520</b>	<b>\$ 3,228,986</b>	<b>\$ 5,089,506</b>	<b>\$ 7,476,691</b>

Note: All interest shown is net of capitalized interest. Interest for 2013 Bonds is capitalized through October 1, 2016. Totals may not add due to rounding.

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The table below provides historical actual and future estimated toll revenues, expenses and debt service coverage.

**5. Actual and Estimated Revenues, Expenses and Debt Service Coverage as of December 31, 2016**  
(In Thousands)

FYE Aug-31	Projected Senior Net	First Tier Net	First Tier Net	Second Tier	Subordinate Tier	Consolidated Debt	TELA Supported	Cashflow after
	Revenues <sup>(1)(2)</sup>	Debt Service	Debt Service Coverage	Net Debt Service	Net Debt Service <sup>(3)</sup>	Service Coverage	Junior Operating Expenses <sup>(4)</sup>	TELA Supported Junior Operating Expenses <sup>(5)</sup>
	A	B	C = A / B	D	E	F = A / (B+D+E)	G	H = A - B - D - E - G
2014	\$ 13,500	\$ -	n/a	\$ -	\$ -	n/a	\$ 3,038	\$ 10,462
2015	32,344	-	n/a	-	-	n/a	3,875	28,469
2016	85,634	-	n/a	-	-	n/a	14,403	71,231
2017	81,858	5,411	15.13x	-	39,129	1.84x	34,562	2,757
2018	102,658	10,821	9.49x	-	78,934	1.14x	25,973	-
2019	121,648	10,821	11.24x	-	78,934	1.36x	29,717	2,176
2020	138,054	10,821	12.76x	-	78,934	1.54x	32,701	15,599
2021	155,267	10,821	14.35x	34,528	78,934	1.25x	35,721	-
2022	170,620	10,821	15.77x	34,575	78,934	1.37x	38,635	7,655
2023	188,302	10,821	17.40x	34,575	78,934	1.51x	41,920	22,053
2024	206,720	10,821	19.10x	34,622	93,979	1.48x	45,353	21,945
2025	226,532	10,821	20.93x	34,528	109,037	1.47x	48,973	23,174
2026	245,958	10,821	22.73x	34,978	109,037	1.59x	52,400	38,722
2027	259,458	10,821	23.98x	35,494	109,037	1.67x	54,974	49,133
2028	275,300	10,821	25.44x	36,043	109,037	1.77x	58,028	61,371
2029	292,830	10,821	27.06x	36,424	109,037	1.87x	61,354	75,194
2030	309,858	10,821	28.63x	36,934	111,075	1.95x	64,522	86,506
2031	328,174	10,821	30.33x	37,371	115,830	2.00x	67,908	96,244
2032	348,310	11,143	31.26x	37,919	120,313	2.06x	71,600	107,335
2033	368,914	11,525	32.01x	38,327	125,054	2.11x	75,372	118,636
2034	391,846	11,916	32.88x	38,862	129,835	2.17x	79,538	131,695
2035	415,061	12,323	33.68x	39,310	134,871	2.23x	84,023	144,533
2036	435,983	12,740	34.22x	39,792	140,049	2.26x	88,747	154,655
2037	457,352	13,174	34.72x	40,545	145,141	2.30x	92,867	165,626
2038	482,339	13,623	35.41x	42,457	149,250	2.35x	97,531	179,478
2039	507,393	14,086	36.02x	45,523	152,399	2.39x	102,254	193,131
2040	533,370	14,563	36.62x	49,819	154,514	2.44x	107,153	207,320
2041	554,664	15,058	36.83x	55,274	155,689	2.45x	111,274	217,369
2042	579,575	15,569	37.23x	62,122	155,679	2.48x	116,029	230,176
2043	606,528	16,096	37.68x	70,140	141,717	2.66x	121,142	257,433
2044	635,328	16,647	38.17x	79,376	143,935	2.65x	126,586	268,785
2045	662,065	17,191	38.51x	89,795	151,108	2.57x	131,695	272,276
2046	688,907	17,771	38.76x	101,575	147,142	2.59x	136,841	285,578
2047	715,331	18,369	38.94x	114,491	142,317	2.60x	141,930	298,224
2048	743,574	18,989	39.16x	128,567	136,609	2.62x	147,353	312,055
2049	773,626	19,626	39.42x	143,641	130,202	2.64x	153,105	327,052
2050	804,119	20,289	39.63x	159,774	122,938	2.65x	158,943	342,174
2051	833,125	20,969	39.73x	84,027	309,487	2.01x	164,551	254,091
2052	862,296	21,674	39.78x	-	409,015	2.00x	170,210	261,397
2053	889,062	45,533	19.53x	-	396,258	2.01x	175,482	271,790
<b>Total</b>	<b>\$ 16,523,483</b>	<b>\$ 535,778</b>		<b>1,851,407</b>	<b>\$ 5,172,319</b>		<b>\$ 3,368,284</b>	<b>\$ 5,613,501</b>

Note: All interest shown is net of capitalized interest. Interest for 2013 Bonds is capitalized through October 1, 2016. Totals may not add due to rounding.

(1) Senior Net Revenues For Fiscal Year 2014 - 2016 represent actual toll revenues plus certain fees and investment income, less Senior Operating Expenses (which were zero). Senior Net Revenues for Fiscal Years 2017 - 2053 represent estimated toll revenues only.

(2) Fiscal Years 2017-2053 are shown as estimated in the Comprehensive Traffic and Revenue Study Update dated June 26, 2013 prepared by CDM Smith Inc., contained in the 2013 Official Statement, which is on file with EMMA

(3) The Series 2016 Bonds are assumed to be refunded on their maturity date of 10/1/2023 with refunding bonds at an assumed interest rate of 5%. Principal on these refunding bonds is assumed to be repaid as follows: \$19.005 million on 10/1/2042 and \$64.77 million on 10/1/2043.

(4) Junior Operating Expenses for Fiscal Year 2014 - 2016 represent actual expenses as reported in the annual financial reports, and those for Fiscal Year 2017 represent updated projections based on the Annual Budget. Fiscal Years 2018-2053 are shown as estimated by Jacobs in the Engineer's Report, contained in the 2013 Official Statement and confirmed by a supplemental letter dated January 23, 2014 contained in the 2014 Official Statement. Both Official Statements are on file with EMMA. For Fiscal Years 2017 - 2020, TELA Supported Junior Operating Expenses are projected to be covered by funds on deposit in certain funds. There are no Senior Operating Expenses in the initial Grand Parkway System.

(5) Defined as Junior Net Revenues in the Trust Agreement; shortfalls in Fiscal Years 2018 and 2021 totaling approximately \$24 thousand are projected to be covered by draws on available funds in accounts held by the Trustee.

## 6. Summary of Obligations as of December 31, 2016

*(In Thousands)*

Description of Issue	Bonds Issued Original Par	Outstanding Original Par	Outstanding Value with Accretion
First Tier Toll Revenue Bonds, Series 2013A TIFIA Loan Agreement and Second Tier Toll Revenue Promissory Revenue Note	\$ 200,000 840,645 <sup>(1)</sup>	200,000 840,645	200,000 842,172 <sup>(1)</sup>
Subordinate Tier Toll Revenue Bonds, Series 2013B (TELA Supported) Current Interest Bonds Convertible Capital Appreciation Bonds <sup>(2)</sup>	1,137,935 277,000	1,137,935 277,000	1,137,935 335,351
Subordinate Tier Toll Revenue Bonds, Taxable Series 2013E (TELA Supported)	361,810	361,810	361,810
Subordinate Tier Toll Revenue Refunding Bonds, Series 2016 (TELA Supported)	83,775	83,775	83,775
<b>Total</b>	<b>\$ 2,901,165</b>	<b>\$ 2,901,165</b>	<b>\$ 2,961,044</b>

<sup>(1)</sup> The Outstanding Value with Accretion for the TIFIA Loan reflects the accreted value of the original par as of December 31, 2016.

<sup>(2)</sup> The Series 2013B Convertible Capital Appreciation Bonds were originally sold with an original par of \$277 million. The Outstanding Value with Accretion for the Series 2013B Convertible Capital Appreciation Bonds reflects the accreted value of the original par as of December 31, 2016.

## 7. Proposed Segments H and I of Grand Parkway

As previously disclosed, by Minute Order No. 114290 approved on June 25, 2015, the Commission authorized GPTC to act on its behalf in connection with the proposed development, financing, design, construction, expansion, operation and maintenance of Segments H, I-1 and I-2 of the Grand Parkway ("Segments H and I"). Segments H and I are currently under a request for proposals procurement by the Texas Department of Transportation as a design-build contract with a capital maintenance component and proposals were submitted January 24, 2017. Conditional award of the design-build contract and capital maintenance agreement, and Commission approval of the assignment of such contracts to GPTC, is currently anticipated to occur March, 2017. At GPTC's direction its traffic consultant is developing an investment grade traffic and revenue study update considering the addition of Segments H and I to the existing Grand Parkway System. Additionally, GPTC's general engineering consultant is developing a report regarding the estimated costs and expenses of proposed Segments H and I. Prior to issuing any additional debt to finance Segments H and I as part of the existing Grand Parkway System, a number of conditions must be met including: (i) conditional award of the design-build and capital maintenance contracts, (ii) successful execution of the design-build and maintenance contracts with the winning proposer and (iii) the traffic, revenue, cost and expense projections in the traffic and revenue study update and general engineering consultant report must confirm that the issuance of additional debt to finance Segments H and I can be accomplished in accordance with the covenants and restrictions of the Master Trust Agreement and existing financing documents. No assurance is given regarding the ultimate development, procurement and financing of Segments H and I of the Grand Parkway.

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### III. Contact Information

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GPTC EMMA home page:

<http://emma.msrb.org/IssuerHomePage/Issuer?id=FE6B36B2ABF03965E043151ED20A5A56&type=M>

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