



GRAND PARKWAY SYSTEM

Annual Continuing Disclosure Report

For the Fiscal Year Ended August 31, 2019

Filed by February 28, 2020

Filed by Grand Parkway Transportation Corporation
Pursuant to Continuing Disclosure Undertakings
For Compliance with SEC Rule 15c2-12

**Grand Parkway System
Annual Continuing Disclosure Report
For the Fiscal Year Ended August 31, 2019**

Filed by Grand Parkway Transportation Corporation

**Relating to Each Outstanding Issue of the Grand Parkway Transportation Corporation
With CUSIP Prefix 38611T and CUSIP No. 38612PAA2**

The financial information and operating data contained in this report (this "Annual Report") with respect to the Grand Parkway Transportation Corporation (the "Corporation" or "GPTC") and the Grand Parkway System (also referred to as the "System") is being provided in accordance with the contractual continuing disclosure undertakings (collectively, the "Undertaking") of the Corporation described in the various official statements and offering memorandums (collectively, the "Official Statements") for the Corporation's outstanding 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 with the MSRB, copies of which are available on the MSRB's Electronic Municipal Market Access system ("EMMA") website. All documents referenced in this Annual Report as having been filed on EMMA may be accessed on the Corporation's EMMA home page by clicking [here](#). The Official Statements should not be considered to speak as of any date other than the respective date indicated in each such document. Capitalized terms used in this Annual Report and not otherwise defined herein shall have the meanings given in the Official Statements.

Information the Corporation has agreed to provide pursuant to the Undertaking may be reported in full text herein or may be incorporated by reference to certain other publicly available documents. This Annual Report contains information prescribed by the Undertaking, and the Corporation does not make any representation or 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 Annual 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. The titles, formatting and numbering of the tables contained in this Annual Report may deviate from the comparable tables contained in the Official Statements. Certain information contained in this Annual Report, including the information herein under the section entitled "Supplemental Information", is not required to be provided by the Undertaking and should not be construed as obligating the Corporation to provide such additional information in its future continuing disclosure filings.

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Annual Continuing Disclosure Report for Fiscal Year Ended August 31, 2019 – Grand Parkway System

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

A. Toll Equity Loan Agreement – MAAA, TELA-Supported Debt Service & Jr. Operating Expenses

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, as of August 31, 2019. See "Supplemental Information – Issuance of 2020 Refunding Bonds" in this Annual Report.

(In Thousands)

FYE 31-Aug	Estimated TELA Supported Junior Operating Expenses ²		Annual TELA Supported Debt Service and Estimated TELA Supported Junior Operating Expenses		TELA Maximum Available Annual Amount ("MAAA") D	TELA MAAA / Annual TELA Supported Debt Service and Estimated TELA Supported Junior Operating Expenses ³	
	TELA Supported Net Debt Service ¹ A	B	C = A + B	E = D / C			
2020	\$ 78,934	\$ 39,734	\$ 118,668	\$ 118,668	100.0		
2021	78,934	41,214	120,148	120,148	100.0		
2022	78,934	42,048	120,982	120,982	100.0		
2023	122,865	43,163	166,028	166,028	100.0		
2024	219,602	43,791	263,393	269,511	102.3		
2025	148,779	44,940	193,719	199,855	103.2		
2026	148,779	46,563	195,342	201,488	103.1		
2027	148,779	48,396	197,175	203,331	103.1		
2028	148,779	50,417	199,196	205,364	103.1		
2029	148,779	52,249	201,028	207,206	103.1		
2030	150,818	54,080	204,898	211,098	103.0		
2031	164,079	56,102	220,181	226,469	102.9		
2032	172,391	57,755	230,146	236,492	102.8		
2033	177,682	60,178	237,860	244,249	102.7		
2034	187,991	62,689	250,680	257,143	102.6		
2035	198,869	64,897	263,766	270,304	102.5		
2036	207,693	67,142	274,835	281,437	102.4		
2037	213,559	69,181	282,740	289,387	102.4		
2038	220,571	71,708	292,279	298,981	102.3		
2039	224,131	73,597	297,728	304,461	102.3		
2040	224,817	75,658	300,475	307,224	102.2		
2041	223,999	78,250	302,249	309,008	102.2		
2042	220,970	80,349	301,319	308,073	102.2		
2043	197,863	83,010	280,873	287,509	102.4		
2044	151,746	85,333	237,079	243,464	102.7		
2045	215,385	87,362	302,747	309,508	102.2		
2046	211,200	89,123	300,323	307,071	102.2		
2047	203,326	91,121	294,447	301,161	102.3		
2048	198,769	94,019	292,788	299,492	102.3		
2049	189,804	96,095	285,899	292,564	102.3		
2050	176,563	97,939	274,502	280,401	102.1		
2051	351,658	99,991	451,649	457,303	101.3		
2052	450,316	101,840	552,156	557,253	100.9		
2053	442,244	103,831	546,075	549,886	100.7		
Total	\$ 6,699,608	\$ 2,353,765	\$ 9,053,373	\$ 9,242,516			

Note: Totals may not add due to rounding.

Notes:

- Includes debt service on all TELA Supported Bonds and is shown net of capitalized interest. Debt service on the Series 2016 Bonds is shown in accordance with the terms thereof, maturing October 1, 2023. Interest on the Series 2018B Bonds is assumed at 5.00% following the Initial Term Fixed Rate Period
- TELA Supported Junior Operating Expenses consist of all Junior Operating Expenses for the System facilities that comprise the Initial Project (including the estimated Junior Operating Expenses for the SH 249 Connectors) and constitute "Operating Expenses" under the TELA. No assurances can be provided that the SH 249 Connectors will eventually be constructed. Amounts are obtained from the Grand Parkway Engineer's Report Segment H and I, dated April 2, 2018, prepared by HNTB Corporation, which is incorporated by reference into the 2020 Bonds Official Statement (as defined on page 5 of this Annual Report). The Corporation's fiscal year 2020 adopted budget for TELA Supported Junior Operating Expenses is \$49,929,000. If actual Revenues of the Grand Parkway System and/or TELA Supported Junior Operating Expenses differ from their estimates, the MAAA may not be sufficient to cover both TELA Supported Junior Operating Expenses and TELA Supported Debt Service.
- The ability of the Trustee to obtain advances under the TELA is subject to the TELA Limitations and other provisions of the TELA.

Annual Continuing Disclosure Report for Fiscal Year Ended August 31, 2019 – Grand Parkway System

B. Pro Forma Debt Service Requirements

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 as of August 31, 2019, and therefore the table below excludes debt service on the 2018 BANs. See “Supplemental Information – Issuance of 2020 Refunding Bonds” in this Annual Report.

(In Thousands)

FYE Aug-31	First Tier Series Debt Service ¹			Second Tier Debt Service ²			TELA-Supported Subordinate Tier Debt Service ³			Total System Debt Service
	Principal	Interest	Total First Tier Debt Service	Principal	Interest/ Accreted Interest	Total Second Tier Debt Service	Principal	Net Interest/ Compounded Interest	Total TELA- Supported Subordinate Tier Debt Service	
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		122,865	122,865	168,261
2024		10,821	10,821		34,622	34,622		137,910	137,910	183,353
2025		10,821	10,821		34,528	34,528		152,968	152,968	198,317
2026		10,821	10,821	\$360	34,618	34,978		152,968	152,968	198,767
2027		10,821	10,821	835	34,659	35,494		152,968	152,968	199,283
2028		10,821	10,821	1,315	34,728	36,043		152,968	152,968	199,832
2029		10,821	10,821	1,790	34,634	36,424		152,968	152,968	200,213
2030		10,821	10,821	2,270	34,664	36,934	\$2,090	152,916	155,006	202,761
2031		10,821	10,821	2,745	34,626	37,371	15,800	152,468	168,268	216,460
2032	\$330	10,813	11,143	3,295	34,624	37,919	25,150	151,430	176,580	225,642
2033	740	10,785	11,525	3,865	34,462	38,327	31,905	149,965	181,870	231,722
2034	1,180	10,736	11,916	4,445	34,417	38,862	44,190	147,990	192,180	242,958
2035	1,660	10,663	12,323	5,010	34,300	39,310	57,730	145,328	203,058	254,691
2036	2,175	10,565	12,740	5,585	34,207	39,792	69,905	141,977	211,882	264,414
2037	2,735	10,439	13,174	6,545	34,000	40,545	79,690	138,058	217,748	271,467
2038	3,340	10,283	13,623	8,455	34,002	42,457	91,105	133,655	224,760	280,840
2039	3,990	10,096	14,086	11,510	34,013	45,523	99,530	128,790	228,320	287,928
2040	4,690	9,873	14,563	15,740	34,079	49,819	105,450	123,556	229,006	293,389
2041	5,445	9,613	15,058	21,280	33,994	55,274	110,140	118,048	228,188	298,521
2042	6,255	9,314	15,569	28,155	33,967	62,122	112,810	112,349	225,159	302,850
2043	7,125	8,971	16,096	36,370	33,770	70,140	114,005	106,577	220,582	306,818
2044	8,065	8,582	16,647	45,945	33,431	79,376	117,380	100,755	218,135	314,158
2045	9,065	8,126	17,191	57,030	32,765	89,795	120,870	94,515	215,385	322,370
2046	10,175	7,596	17,771	69,645	31,930	101,575	123,380	87,820	211,200	330,546
2047	11,365	7,004	18,369	83,775	30,716	114,491	122,255	81,071	203,326	336,187
2048	12,645	6,344	18,989	99,445	29,122	128,567	124,485	74,284	198,769	346,325
2049	14,015	5,611	19,626	116,640	27,001	143,641	122,180	67,624	189,804	353,070
2050	15,490	4,799	20,289	135,365	24,409	159,774	115,135	61,428	176,563	356,626
2051	17,065	3,904	20,969	73,230	10,797	84,027	301,050	50,608	351,658	456,654
2052	18,755	2,919	21,674				418,270	32,046	450,316	471,990
2053	43,695	1,838	45,533				426,800	15,444	442,244	487,777
Total	\$200,000	\$308,725	\$508,725	\$840,645	\$1,010,762	\$1,851,407	\$2,951,305	\$3,831,116	\$6,782,421	\$9,142,554

Totals may not add due to rounding.

Notes:

¹ Amounts exclude debt service on the “2019 TIFIA Note” (as defined in the 2020 Bonds Official Statement). The 2019 TIFIA Note is in an aggregate principal amount up to \$605,330,000 and evidences the Corporation’s obligation to repay amounts borrowed under the “2019 TIFIA Loan Agreement” (as defined in the 2020 Bonds Official Statement). No amounts have been borrowed under the 2019 TIFIA Loan Agreement as of the date of this Annual Report. The 2019 TIFIA Note will constitute a First Tier Obligation in the event the 2019 TIFIA Loan Agreement is drawn upon, and the proceeds are anticipated to be used to refinance all or a portion of the 2018 BANs. See the 2020 Bonds Official Statement for additional information regarding the 2019 TIFIA Loan Agreement and the 2019 TIFIA Note.

² Represents the “2014 TIFIA Loan” (as defined in the 2020 Bonds Official Statement), which is a Second Tier Obligation under the Trust Agreement.

³ Net of capitalized interest. Assumes that the Series 2016 Bonds will be refunded on the maturity date thereof with Subordinate Tier TELA Obligations bearing interest at a rate of 5.00%, with mandatory sinking fund installments in 2042 and 2043. Assumes that the Series 2018B Bonds will be remarketed and bear interest at a rate of 5.00% following the Initial Term Fixed Rate Period.

C. Historical Revenues, Expenses and Debt Service Coverage

The table entitled “Table 3 – Historical Revenues, Expenses and Debt Service Coverage” in the forepart of the 2020 Bonds Official Statement, including the footnotes relating thereto, is incorporated by reference into and made a part of this Annual Report as if set forth herein. See “Supplemental Information – Issuance of 2020 Refunding Bonds” in this Annual Report for information regarding how to access the 2020 Bonds Official Statement, which has been filed with the MSRB through its EMMA system.

II. Construction Progress Reports

Copies of the progress reports required under the Trust Agreement are available on EMMA, and the GPTC Construction Progress Report for the H and I Project as of November 30, 2019 (the most recent) is available by clicking [here](#). The 2020 Bonds Official Statement contains updated information regarding the status of the H and I Project. See “Supplemental Information – Issuance of 2020 Refunding Bonds” in this Annual Report for information regarding how to access the 2020 Bonds Official Statement, which has been filed with the MSRB through its EMMA system.

III. Annual Financial Statements

The Fiscal Year 2019 audited annual financial report (“AFR”) of the Corporation is available on EMMA by clicking [here](#) and is incorporated by reference into and made a part of this Annual Report.

IV. Supplemental Information:

A. Issuance of 2020 Refunding Bonds

On February 27, 2020, the Corporation issued its (i) Grand Parkway System First Tier Toll Revenue Refunding Bonds, Taxable Series 2020A, (ii) Grand Parkway System Subordinate Tier Toll Revenue Refunding Bonds, Taxable Series 2020B (TELA Supported), and (iii) Grand Parkway System First Tier Toll Revenue Refunding Bonds, Series 2020C (collectively, the “2020 Refunding Bonds”). Additional information regarding the 2020 Refunding Bonds, the Corporation and the System may be obtained by viewing the final Official Statement dated February 11, 2020 relating to the 2020 Refunding Bonds (the “2020 Bonds Official Statement”), which has been filed with the MSRB through its EMMA system and is accessible by clicking [here](#). The 2020 Bonds Official Statement also contains updated versions of the tables presented in Sections 1.A and 1.B of this Annual Report, after giving effect to the issuance of the 2020 Refunding Bonds and the application of the proceeds thereof. The 2020 Bonds Official Statement speaks only as of its date or such other dates indicated in such document.

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V. Additional Relevant Links

Reports should not be considered to speak as of any date other than the date indicated in each such document.

EMMA Grand Parkway Issuer Homepage	https://emma.msrb.org/IssuerHomePage/Issuer?id=FE6B36B2ABF03965E043151ED20A5A56&type=M
GPTC Investor Relations Website	http://www.dot.state.tx.us/grandparkwaysystem/investor-relations.htm
Grand Parkway Traffic and Operating Report Fiscal Quarter Ended November 30, 2019	https://emma.msrb.org/ER1298852-ER1012719-ER1417907.pdf
2020 Bonds Official Statement	https://emma.msrb.org/ER1428362.pdf
Grand Parkway AFR (Fiscal Year 2019)	https://emma.msrb.org/ER1409683.pdf
Grand Parkway System Toll Rate Schedules	https://www.txtag.org/en/about/tollroad_grndpky_sh99.shtml
Grand Parkway System Rates per Tolloed Segment Lengths (T&O Table 6)	https://emma.msrb.org/ER1298852-ER1012719-ER1417907.pdf
EMMA State Highway Fund Issuer Homepage	www.emma.msrb.org/IssuerHomePage/Issuer?id=FE6AF031FB2E2FD1E043151ED20ABC22&type=M

VI. Contact Information

For additional information concerning this report, please contact:

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