

# A Grand Parkway Transportation Corporation Project

Quarter Ended June 30, 2015  
(April 1, 2015 – June 30, 2015)



## Construction Progress Report THE GRAND PARKWAY SYSTEM

Submitted August 14, 2015

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## GEC PRINCIPAL IN CHARGE LETTER

CH2M was selected as the Texas Department of Transportation's General Engineering Consultant (GEC) for the implementation of Grand Parkway Segments F-1, F-2, and G with a Master Service Agreement executed in November 2012. Subsequently, CH2M was appointed as the GEC for the Grand Parkway Transportation Corporation (GPTC) as defined in the Trust Agreement Section 704(a).

As described in the requirements set forth in the GPTC Trust Agreement Section 407, the General Engineering Consultant shall prepare a progress report at least quarterly during the acquisition and construction of any portion of the Grand Parkway System which is financed in whole or in part with Obligations, commencing within 120 days from the initial delivery of the initial Obligations or Obligations financing an additional System Segment. The quarters used for reporting will be calendar quarters.

GPTC adheres to the requirements outlined in the Trust Agreement which governs the acquisition or construction of such System Segments financed with Obligations. As specified in the Trust Agreement, this report includes current estimates of: (i) the date on which such System Segment will be opened for traffic, unless such System Segment shall have been opened for traffic prior to such progress report, (ii) the Estimated Date of Completion and an Estimated Date of Substantial Completion of such System Segment, (iii) the cost of such System Segment, but excluding any Obligation discount, and the interest during construction and for one year after completion of construction, and (iv) the amount of funds required each six (6) months during the remaining estimated period of construction to meet the above described cost of such System Segment exclusive of funds provided for construction contingencies, and accompanied by a progress schedule for such construction, and further including, as to construction, comparisons between the actual times elapsed and the actual costs, and the original estimates of such times and costs. This information, as well as other items relevant to each System Segment, is presented in greater detail within this report.

Respectfully submitted by CH2M, Inc.  
General Engineering Consultant

Philip S. Yerby, P.E.  
Southeast Region General Manager  
Transportation Business Group, CH2M, Inc.  
Principal in Charge, GPTC GEC

# Introduction

The Grand Parkway (State Highway 99) Project is a proposed 184-mile highway around the greater Houston area from State Highway 146 in Galveston County, Texas to State Highway 146 in Baytown, Texas and spread across the seven counties of Brazoria, Chambers, Fort Bend, Galveston, Harris, Liberty and Montgomery (the "Grand Parkway Project"). The primary purpose of the Grand Parkway Project is to provide an outer loop around the Houston metropolitan area to improve connectivity within the existing network, reduce transportation congestion and enhance mobility and travel options, reduce unsafe "stop and go" conditions and accommodate demographic and economic growth. The Grand Parkway Project is divided into 11 segments designated A through I-2 as depicted on the map on page 16.

The segments located in Harris and Montgomery Counties comprise the Grand Parkway System which was originally financed with the Grand Parkway System, Toll Revenue Bonds, Series 2013. The proceeds of the Bonds are being used to finance the design, development, acquisition and construction of five segments of the Grand Parkway Project including the portion of Segment D located in Harris County, Texas and Segments E, F-1, F-2, and G located in northeast Harris County and southwest Montgomery County. These segments total approximately 54.8 miles of tollway.

Segment D (Harris County) and Segment E were constructed under five different design-bid-build contracts. Segments F-1, F-2, and G are being constructed as part of a single design-build comprehensive development agreement. On March 22, 2013, TxDOT and Zachry-Odebrecht Parkway Builders, J.V. executed the Development Agreement and TxDOT issued the first Notice to Proceed (NTP) under the Development Agreement. The second NTP was issued by TxDOT on June 14, 2013. The third NTP was issued by TxDOT for the 365-day period from April 3, 2014 to April 2, 2015.

Roadway within Segments D and E will be maintained by TxDOT, Houston District, but paid for by the System. Roadway within Segments F-1, F-2, and G will be maintained by the Developer under a Capital Maintenance Agreement (CMA) for the first five years with the possibility of CMA extension for two additional five year periods. The CMA commences at the end of the one-year warranty period or one year after Final Acceptance of the first Segment of Segments F-1, F-2, or G to be constructed.



Segment F-1



Segment F-2



Segment G

## Segment D (Harris County)

Segment D (Harris County) extends 2.6 miles from the Fort Bend/Harris County line to 0.30 miles north of Colonial Parkway. Segment D (Harris County) was constructed by TxDOT on behalf of the Corporation pursuant to two design bid build contracts.

The main lanes of Segment D opened to traffic on December 21, 2013 and tolling began February 1, 2014. All of the direct connectors serving Segment D (Harris County) are now open for traffic.

In accordance with the Project Agreement, TxDOT has assigned the two design bid build contracts to the Corporation. CSJ No. 3510 05 018 pertains to work in both Segment D (Harris County) and Segment E.

**CSJ No. 3510-05-017**

**Contractor: Lone Star Company, Inc.**

Within the existing IH10 corridor, this project constructed four new direct connectors between the IH10 Eastbound to SH99 Southbound, IH10 Eastbound to SH99 Northbound, SH99 Northbound to IH10 Westbound and SH99 Southbound to IH10 Westbound.

The contracts for Segments D and E reached substantial completion in December 2013 with the exception of three of the four direct connectors constructed by the Lone Star Company, Inc. in Segment D. Direct Connector D (SH99 Southbound to IH10 Westbound) was opened to traffic at substantial completion on December 21, 2013.

The remaining direct connectors opened to traffic on the following dates:

- Direct Connector B (IH10 Eastbound to SH99 Northbound) on June 16, 2014
- Direct Connector E (IH10 Eastbound to SH99 Southbound) on June 16, 2014
- Direct Connector F (SH99 Northbound to IH10 Westbound) on August 2, 2014.

TxDOT District Construction issued Segment D for final acceptance on December 12, 2014. Project closeout is underway pending final payment estimate after extension of completion date to June 18, 2014. The Total Paid to date Contract Value at June 30, 2015 is \$33,197,029.



Segment D



Segment E



## Segment E

Segment E is a 14.4 mile, four lane, controlled access toll road with intermittent frontage roads from 0.30 miles north of Colonial Parkway to US290 through northwest Harris County. Segment E was constructed by TxDOT on behalf of the Corporation pursuant to three design bid build contracts.

Segment E opened to traffic on December 21, 2013 and tolling began February 1, 2014.

In accordance with the Project Agreement, TxDOT has assigned three design bid build contracts to the Corporation. CSJ No. 3510 05 018 pertains to work in both Segment D (Harris County) and Segment E.

### **CSJ No. 3510-05-018**

Contractor: Williams Brothers Construction, Co., Inc.

The project involved constructing the new SH99 mainlanes from north of Kingsland Blvd to north of Colonial Parkway (including new direct connector ramps from IH10 WB to SH99 and from SH99 SB to IH10 EB). A portion of this project is located in Segment D (Harris County) and a portion is located in Segment E.

TxDOT District Construction issued this section for final acceptance on November 17, 2014. Project closeout is underway pending final payment estimate. The Total Paid to date Contract Value at June 30, 2015 is \$49,706,802.

### **CSJ No. 3510-05-022**

Contractor: Hassell Construction Company, Inc.

The project constructed the new SH99 from north of Colonial Parkway to north of Morton Road and opened to traffic on December 21, 2013.

TxDOT District Construction issued this section for final acceptance on October 9, 2014. Final payment estimate has been submitted to TxDOT. The Total Paid to date Contract Value at June 30, 2015 is \$33,688,969.

### **CSJ No. 3510-05-023**

Contractor: J.D. Abrams, L.P.

The project constructed the new SH99 from north of Morton Road to south of Bridgeland Lake Parkway.

TxDOT District Construction issued this section for final acceptance on September 23, 2014. Final payment estimate has been submitted to TxDOT. The Total Paid to date Contract Value at June 30, 2015 is \$126,263,752.

### **CSJ No. 3510-05-019**

Contractor: WW Weber, LLC

The project constructed the new SH99 from south of Bridgeland Lake Parkway to US290 including four direct connector ramps at the SH99 – US290 interchange and reconstructed portions of the US290 frontage roads.

TxDOT District Construction final acceptance process is underway for this section. Change orders for toll plaza revisions and quantity reconciliation adjustments have been approved. Project closeout is underway pending final payment estimate. The Total Paid to date Contract Value at June 30, 2015 is \$116,735,141.

***All information pertaining to Segment D (Harris County) and Segment E is provided by Atkins, the General Engineering Consultant for those segments.***

## Segments F-1, F-2, and G

Segment F-1 will be a 12.1-mile, four-lane, controlled access toll road with intermittent frontage roads from US290 to SH249 through northwest Harris County. Segment F-2 will be a 12.2-mile, four-lane, controlled access toll road with intermittent frontage roads from SH249 to IH45(N) through northwest Harris County. Segment G will be a 13.5-mile, four-lane, controlled access toll road with intermittent frontage roads from IH45(N) to IH69(N)/US59(N) through northeast Harris County and southwest Montgomery County. Segments F-1, F-2, and G are currently expected to be open to traffic by January 2016.

Segments F-1, F-2, and G are being developed, designed and

constructed pursuant to the Development Agreement between TxDOT and the Developer. On March 22, 2013, TxDOT issued the first Notice to Proceed under the Development Agreement. The second NTP was issued by TxDOT on June 14, 2013. The third NTP was issued by TxDOT for the 365-day period from April 3, 2014 to April 2, 2015 and was timely completed on April 1, 2015. In accordance with the Project Agreement, TxDOT has assigned the Development Agreement to GPTC, however, TxDOT will retain certain obligations, including obligations with respect to environmental risks, hazardous substances risks and the cost of right-of-way acquisition.



Segment F-2 (June 2015)

### Project Schedule

The following are project timelines showing milestones and deadlines. ZOPB's approved baseline schedule, PBS3, indicates that ZOPB will reach substantial completion and final acceptance per contractual deadlines. As of June 30, 2015, there were no known pieces of major equipment whose delivery status had the potential to materially change the construction schedule of the project.

Milestone	Completion Dates & Future Deadlines
Contract Signature Effective Date	3/22/2013
NTP 1 Issued	3/22/2013
NTP 2 Issued	6/14/2013
Construction Work Commencement	6/25/2013
NTP 3 Work Commencement	4/3/2014
NTP 3 Frontage Roads Completion at IH45	4/1/2015
Substantial Completion for Segment F-1*	10/3/2015
Substantial Completion for Segment F-2*	10/3/2015
Substantial Completion for Segment G*	10/3/2015
Service Commencement Deadline	1/1/2016
Final Acceptance for Segment F-1*	1/31/2016
Final Acceptance for Segment F-2*	1/31/2016
Final Acceptance for Segment G*	1/31/2016
Final Acceptance for All Segments*	1/31/2016

\*Adjusted dates based on executed Change Order No. 1 and Change Order No. 6. The schedule includes an additional 80 days, granted by TxDOT to Developer for substantial completion and final acceptance deadlines.

Right of Way Parcels	TxDOT Acquired	ZOPB Segments			Total
		F 1	F 2	G	
Total Number of Parcels	33	56	166	178	433
Possession & Use Agreements Currently in Effect	0	0	0	0	0
Parcels Closed By Deed or Award <sup>1</sup>	33	56	166	178	433
Parcels Clear for Construction <sup>2</sup>	33	56	166	178	433
Remaining Parcels to Acquire <sup>3</sup>	0	0	0	0	0

2,124 out of 2,124 acres are released-for-construction (100% complete as of March 16, 2015).

<sup>1</sup> *Parcels Closed by Deed or Award: Total number of parcels which TxDOT has taken possession of by deed or award.*

<sup>2</sup> *Parcels Clear for Construction: Total number of parcels that are ready for the construction process to begin.*

<sup>3</sup> *Remaining Parcels to Acquire: Total number of parcels which TxDOT has not yet taken possession of by deed or award.*

### Right-of-Way

Although the right of way activities have progressed well and GPTC has possession for construction purposes, there remain 64 eminent domain actions pending to finalize parcel acquisition at June 30, 2015. These resolution activities will continue for several years after construction is complete. The activities include settlements, court ordered mediations, agreed judgements and jury trial awards.

### Utility Relocation

Utilities	TxDOT Acquired	F 1, F 2, and G*	Total
Project Utility Adjustment Agreements (PUAA) Required/Executed	1/1	50/47	51/48
Supplemental Utility Adjustment Agreements (UAAA) Anticipated/Executed	2/2	57/54	59/56

\*As PUAA's and UAAAs are executed, several span multiple segments.

- » Utilities are progressing with 94% of Project Utility Adjustment Agreements executed and 95% of Utility Adjustment Agreement Amendments executed as of June 30, 2015.
- » All remaining PUAA's and UAAAs expected to be executed by early August.
- » Total number of PUAA's required by ZOPB for the project reduced from 52 in September 2013 due to utilities that were avoided
- » Total number of UAAAs required by ZOPB for the project reduced from 78 in September 2013 due to a combination of consolidating adjustments and avoiding utilities.



## Design

- » Zachry-Odebrecht's design effort for the Grand Parkway project is substantially complete. Additional design work is now being done only on an as needed basis and is targeted for a specific purpose. Additional design work is done to economize or improve specific items to lessen the cost of the construction while still providing the specified product. Some additional design modifications may be required when field conditions differ from the assumed conditions at the time of original design.
- » TxDOT's ongoing design support of the project is tailored to support these design activities. The submissions of the ongoing design are in the nature of change orders, Field Design Change (FDC), Notice of Design Change (NDC), Requests for Information (RFI), and other miscellaneous design submittals. Each design submittal must be reviewed on a case-by-case basis to ensure compliance with applicable contract requirements as well as local, state, and national design codes.



Segment F-1



Segment F-2



Segment G

**Construction Indicators - Segment F-1**

- » Substructure work (drilled shafts, columns, caps) is now complete at all bridges except Cypress-Rosehill Road.
- » Bridge girders are now complete at Lindsey Lane and Future Shaw Road.
- » Bridge decks are in progress at the Mueschke Road, Willow Creek, Lindsey Lane and Telge Road bridges. Bridge decks are now complete at Future Mason Road, Future Botkins Road/Juergen Road, Cedar Lane and Future Cypress-Hill Road.
- » Excavation/embankment continued in numerous locations in advance of bridge and roadway construction. Excavation is also on-going at various detention ponds throughout the segment.
- » Subgrade stabilization and cement treated base placement continued from Segment E to US290; from US290 to Future Cypresswood Drive; from Schiel Road to Little Cypress Creek; from Future Mason Road to Future Botkins Road/Juergen Road; from Future Cypress-Hill Road to Willow Creek; from Willow Creek to Cypress-Rosehill Road; from Cypress-Rosehill Road to Cedar Lane; from Cedar Lane to Telge Road; and for the ultimate Cypress-Rosehill Road alignment.
- » Concrete paving continued from Future Cypresswood Drive to Future Cumberland Drive; from Future Cumberland Drive to Schiel Road; from Schiel Road to Little Cypress Creek; from Little Cypress Creek to Future Bauer Hockley Road/Grant Road; from Future Bauer Hockley Road/Grant Road to Future Mason Road; Future Mason Road to Future Boykins Road/Juergen Road; and Future Boykins Road/Juergen Road.
- » MSE wall construction is in progress at numerous locations throughout the segment. MSE wall construction was completed at Future Botkins Road/Juergen Road; Cypress-Rosehill Road; Cedar Lane; and Telge Road.
- » Installation of drainage structures continued in various locations throughout the segment.
- » Installation of ITS/Electrical conduit and pulling/splicing fiber optic cable continued in various locations throughout the segment.
- » Bridge rail and approach slab construction are on-going throughout the segment.
- » Bridge deck grooving continued at various locations throughout the segment.
- » Bridge/MSE wall painting continued at various locations throughout the segment.
- » Construction activities were impacted by inclement weather and saturated site conditions at various times during the quarter.

**Construction Indicators - Segment F-2**

- » Substructure work (drilled shafts, columns, caps) continued at numerous bridges throughout the segment. The post-tensioned bent caps are now complete at the Rothwood Drive/UPRR bridge.
- » Bridge girders are now complete at Boudreaux Road; Rothwood Drive; and Mossy Oaks Road.
- » Bridge decks are in progress at SH249 and Gosling Road. Bridge decks are now complete at Gleannloch Forest Drive; Champion Forest Drive; FM2920; Boudreaux Road; Kuykendahl Road; and Northcrest Drive.
- » Excavation/embankment continued in numerous locations in advance of bridge and roadway construction. Excavation is also on-going at various detention ponds throughout the segment.
- » Subgrade stabilization and cement treated base placement continued from Segment F1 to Rocky Road; from Gleannloch Forest Drive to Champion Forest Drive; from Champion Forest Drive to Future Max Conrad Drive; from Future Max Conrad Drive to FM2920; from Boudreaux Road to Kuykendahl Road; from Kuykendahl Road to Northcrest Drive; from Northcrest Drive to Gosling Road; from Gosling Road to Mossy Oaks Road; and from Mossy Oaks Road to Segment G.

- » Concrete paving continued from SH249 to Future Boudreaux Road; from Future Boudreaux Road to Huffsmith-Kohrville Road; from Huffsmith-Kohrville Road to Gleannloch Forest Drive; from Northcrest Drive to Gosling Road; and from Mossy Oaks Road to the end of the segment.
- » MSE wall construction is in progress at numerous locations throughout the segment. MSE wall construction was completed at Champion Forest Drive and Hildebrandt Road.
- » Installation of drainage structures continued in various locations throughout the segment.
- » Installation of ITS/Electrical conduit and pulling/splicing fiber optic cable continued in various locations throughout the segment.
- » Bridge rail and bridge approach slab construction are on-going throughout the segment.
- » Bridge deck grooving continued at various locations throughout the segment.
- » Bridge/MSE wall painting continued at various locations throughout the segment.
- » Construction activities were impacted by inclement weather and saturated site conditions at various times during the quarter.

### **Construction Indicators - Segment G**

- » Substructure work (drilled shafts, columns, caps) continued at numerous bridges throughout the segment.
- » Bridge girders are in progress at Nelson Street/East Hardy Road/UPRR; Woodson Gully; the San Jacinto River; and the US59 E-N direct connector. Bridge girders are now complete at bridge G-14-M (unnamed creek).
- » Bridge decks are in progress at the IH45 S-W direct connector; Spring Creek; Woodson Gully; the San Jacinto River; the US59 N-W direct connector; and the US59 E-N direct connector. Bridge decks are now complete at the mainlane bridges over IH45, Northgate Crossing Boulevard; and the Hardy Toll Road.
- » Excavation/embankment continued in numerous locations in advance of bridge and roadway construction. Excavation is also on-going at various detention ponds throughout the segment.
- » Subgrade stabilization and cement treated base placement continued along Riley Fuzzel Road from bridge G-5-Mc to Rayford Road; from the San Jacinto River to FM1314; and from FM1314 to Valley Ranch Boulevard.
- » MSE wall construction is in progress at numerous locations throughout the segment. MSE wall construction was completed at the IH45 interchange; Spring Creek Trail; and the Hardy Toll Road.
- » Installation of drainage structures continued in various locations throughout the segment.
- » Installation of ITS/Electrical conduit continued in various locations throughout the segment.
- » Bridge rail and approach slab construction are on-going throughout the segment.
- » Bridge deck grooving continued at various locations throughout the segment.
- » Bridge/MSE wall painting continued at various locations throughout the segment.
- » Construction activities were impacted by inclement weather and saturated site conditions at various times during the quarter.

### **Status of Change Orders**

- » There were no Change Orders executed during the quarter ended June 30, 2015. To date, Change Order Nos. 1-10 have decreased the Contract Price from \$1,043,553,000 (inclusive of eight Options) to \$1,042,702,031 (inclusive of six Options and ten Change Orders).

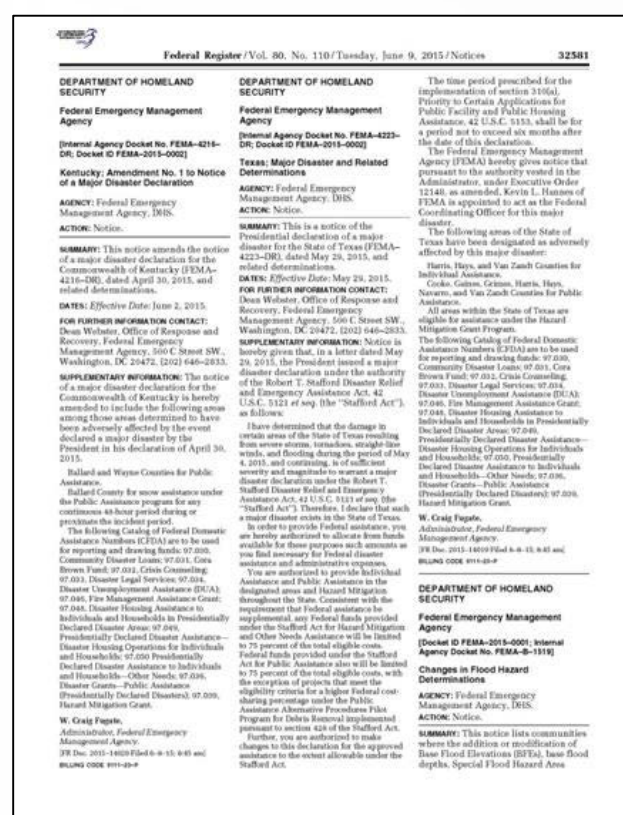


## Related Third Party Agreements

- » Change Order No. 2 deleted Options B & C for the design and construction of Direct Connectors at the Hardy Toll Road Interchange Area. The Hardy Toll Road Interchange Design, Construction, Maintenance, and Funding Agreement incorporating the Direct Connectors scope was fully executed on October 29, 2014 in an amount not to exceed \$20 million.
- » There is also a draft Funding Agreement with Harris County for the reimbursement of Options D-H costs and for Rhett Lane Engineering and Self Road Right-of-Way, Design, and Construction which has not yet been approved or executed by either party.

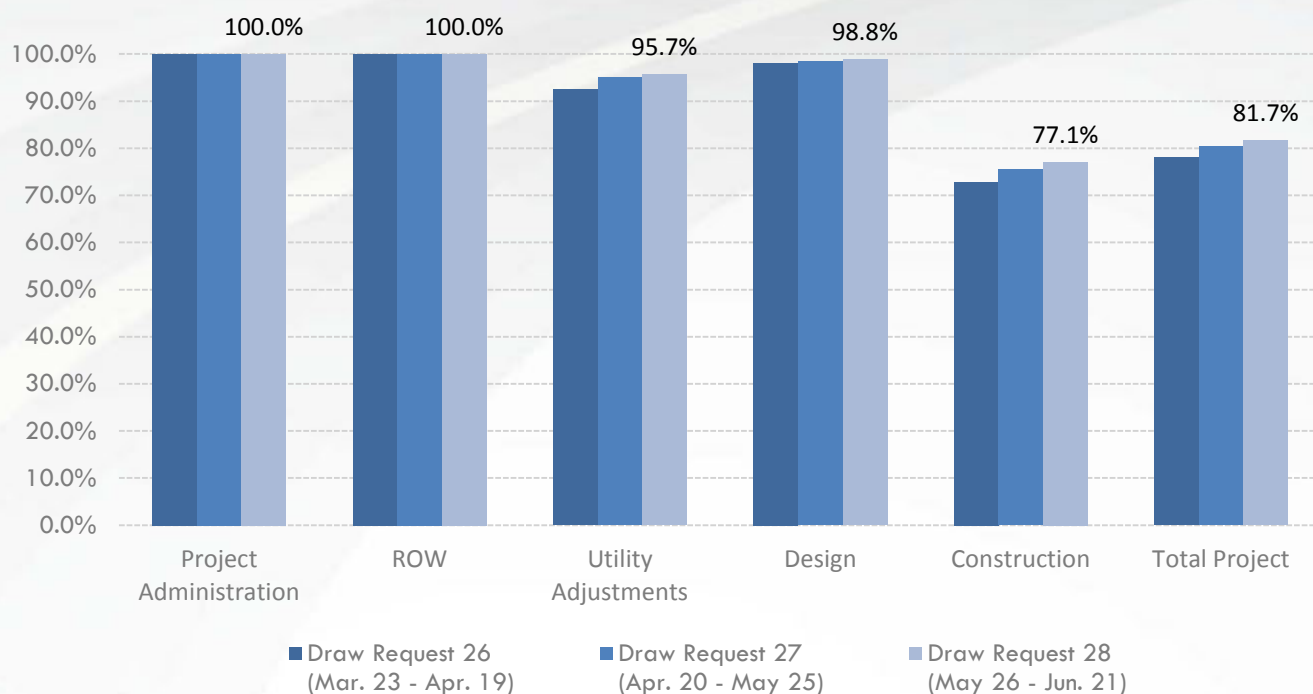
## Approved Project Baseline Schedule 3

A revision to the latest approved PBS3 baseline schedule (PBS3Rev3) was approved by TxDOT on December 29, 2014. This schedule revision reflects the Substantial Completion Deadline of October 3, 2015 for all three segments as defined in Change Order No. 6. Subsequent schedule updates have not been approved by TxDOT pending submission of the Recovery Schedule requested by TxDOT on March 31, 2015 because the intervening schedule updates were deemed to be incomplete.



During the quarter ended June 30, 2015, Harris and Montgomery Counties were both included in the Presidential and Gubernatorial Disaster Declarations issued beginning on May 4, 2015. Both the Developer and TxDOT are still evaluating the flooding impact to Segments F-1, F-2 and G under the Force Majeure provisions of the Development Agreement. Should it be determined that the critical path for these segments was adversely impacted by flooding, the Development Agreement provides entitlement to extension of Completion Deadlines and compensation for additional costs directly attributable to the force majeure, if any, but no entitlement to additional costs for delay and disruption damages.

### Cumulative Earned Value



- » The Cumulative Earned Value estimate is calculated on the draw request submitted monthly by the developer.
- » The value of the total work completed to date is \$851.2 million, approximately 81.7% of the total project cost of \$1.043 billion (based on PBS3, including executed Change Orders Nos. 1-10).
- » Since execution of the Development Agreement, 821 days have elapsed, which is approximately 88.8% of the total contracted schedule time (925 days) to substantial completion.

### Construction Draw Schedule

#### DEVELOPER CORRIDORWIDE & ROW CONSTRUCTION DRAW SCHEDULE

Period Ending	Original Estimate Semiannual	Original Estimate Cumulative	Actual Semiannual	Actual Cumulative	Estimate Semiannual	Estimate Cumulative
3/31/2013	\$2,320,098	\$2,320,098	\$1,872,678	\$1,872,678		
9/30/2013	\$53,024,128	\$55,344,226	\$92,437,427	\$94,310,105		
3/31/2014	\$36,040,666	\$91,384,892	\$34,074,637	\$128,384,742		
9/30/2014	\$29,999,666	\$121,384,557	\$18,786,676	\$147,171,418		
3/31/2015	\$2,636,546	\$124,021,103	\$14,250,711	\$161,422,129		
9/30/2015	\$1,460,558	\$125,481,662	\$3,830,607	\$165,252,736	\$41,092,087	\$202,514,216
3/31/2016	\$4,757,395	\$130,239,056			\$7,247,136	\$209,761,352

\*Original Estimate is based on the Maximum Payment Schedule

\*\*9/30/2015 semiannual amounts include both actuals for the period from April to June 2015 and estimates for the remaining three months from July to September 2015 of the semiannual period.



**SEGMENT F-1 CONSTRUCTION DRAW SCHEDULE**

Period Ending	Original Estimate Semiannual	Original Estimate Cumulative	Actual Semiannual	Actual Cumulative	Estimate Semiannual	Estimate Cumulative
3/31/2013	\$1,135,055	\$1,135,055	\$295,006	\$295,006		
9/30/2013	\$36,790,557	\$37,925,612	\$8,728,890	\$9,023,896		
3/31/2014	\$44,801,394	\$82,727,006	\$24,412,303	\$33,436,199		
9/30/2014	\$95,173,798	\$177,900,804	\$77,717,222	\$111,153,421		
3/31/2015	\$44,873,705	\$222,774,508	\$56,562,339	\$167,715,760		
9/30/2015	\$12,992,005	\$235,766,514	\$14,767,617	\$182,483,377	\$45,699,395	\$213,415,155
3/31/2016	\$13,386,463	\$249,152,976			\$1,336,005	\$214,751,160

**SEGMENT F-2 CONSTRUCTION DRAW SCHEDULE**

Period Ending	Original Estimate Semiannual	Original Estimate Cumulative	Actual Semiannual	Actual Cumulative	Estimate Semiannual	Estimate Cumulative
3/31/2013	\$45,442	\$45,442	\$1,376,674	\$1,376,674		
9/30/2013	\$23,257,875	\$23,303,317	\$17,340,253	\$18,716,927		
3/31/2014	\$42,326,528	\$65,629,845	\$39,007,377	\$57,724,304		
9/30/2014	\$63,120,594	\$128,750,438	\$47,946,412	\$105,670,716		
3/31/2015	\$49,924,735	\$178,675,173	\$63,778,945	\$169,449,661		
9/30/2015	\$18,113,968	\$196,789,142	\$22,584,355	\$192,034,016	\$70,372,079	\$239,821,740
3/31/2016	\$5,726,883	\$202,516,025			\$9,833,306	\$249,655,047

**SEGMENT G CONSTRUCTION DRAW SCHEDULE**

Period Ending	Original Estimate Semiannual	Original Estimate Cumulative	Actual Semiannual	Actual Cumulative	Estimate Semiannual	Estimate Cumulative
3/31/2013	\$1,481,618	\$1,481,618	\$1,437,856	\$1,437,856		
9/30/2013	\$72,116,933	\$73,598,551	\$26,243,561	\$27,681,417		
3/31/2014	\$118,557,299	\$192,155,850	\$61,617,282	\$89,298,699		
9/30/2014	\$140,720,113	\$332,875,963	\$115,121,251	\$204,419,950		
3/31/2015	\$71,887,243	\$404,763,206	\$80,967,370	\$285,387,320		
9/30/2015	\$33,853,758	\$438,616,964	\$26,670,400	\$312,057,720	\$59,398,955	\$344,786,275
3/31/2016	\$23,027,978	\$461,644,942			\$23,748,197	\$368,534,472

**AGGREGATE CONSTRUCTION DRAW SCHEDULE**

Period Ending	Original Estimate Semiannual	Original Estimate Cumulative	Actual Semiannual	Actual Cumulative	Estimate Semiannual	Estimate Cumulative
3/31/2013	\$4,982,213	\$4,982,213	\$4,982,214	\$4,982,214		
9/30/2013	\$185,189,493	\$190,171,706	\$144,750,131	\$149,732,345		
3/31/2014	\$241,725,886	\$431,897,592	\$159,111,599	\$308,843,944		
9/30/2014	\$329,014,170	\$760,911,762	\$259,599,000	\$568,442,944		
3/31/2015	\$169,322,229	\$930,233,991	\$215,559,365	\$783,974,870		
9/30/2015	\$66,420,290	\$996,654,281	\$67,852,979	\$851,827,849	\$216,562,517	\$1,000,537,387
3/31/2016	\$46,898,719	\$1,043,553,000			\$42,164,644	\$1,042,702,031

\*Original Estimate is based on the Maximum Payment Schedule

\*\*9/30/2015 semiannual amounts include both actuals for the period from April to June 2015 and estimates for the remaining three months from July to September 2015 of the semiannual period.

- » Draw Schedule source data includes: (a) The Original Estimate that is based on the Maximum Payment Schedule. The Original Estimate includes the base price (\$1.007 billion) and assumes that all options are executed (\$36.5 million), which aggregates to \$1.0435 billion; (b) the Actual amounts, which reflect actual draw requests received; and (c) the Estimate, including Change Orders Nos. 1-10, which are based on the approved baseline schedule, PBS3r3, provided by ZOPB, which aggregates to \$1.0427 billion.
- » The exact distribution of the Estimate broken down by segments (F-1, F-2, G, and Corridorwide & ROW) depend upon ROW sequencing and could vary significantly. The Estimate derived from the PBS3 schedule is the only data source aligned according to calendar months. The Original Estimate and Actual draw requests do not contain breakout by segments. Therefore, an approximation has been used for the breakout of costs for Segments F-1, F-2, G and the Corridorwide & ROW costs based on the PBS2r2 schedule for the Original Estimate and the PBS3r3 schedule for the Estimate.

### Other Costs for the Grand Parkway System

- » The project construction costs estimated to complete the entire project, composed of Segments E, F-1, F-2, G, and the portion of Segment D that is in Harris County, are approximately \$2.149 billion as of June 30, 2015, which excludes financing costs and Segments H&I predevelopment costs. Additionally, up to \$300 million is expected to be used to deliver additional segments of the Grand Parkway Project.
- » The other project costs shown below are presented on a cash basis due to the limitations of the accounting systems in place that make presenting data on an accrual basis unfeasible. The costs represented are not otherwise included elsewhere in this report.

Components	Apr-2015	May-2015	Jun-2015	Quarter Total	Total
Right-of-Way	\$99,736	\$893,243	\$695,620	\$1,688,599	\$373,922,779
Right-of-Way Consultant	\$172,798	\$153,955	\$200,895	\$527,648	\$6,888,229
General Engineering Consultant <sup>1</sup>	\$770,782	\$802,255	\$265,649	\$1,838,686	\$21,421,375
Toll Integration	-	-	-	-	\$16,327,314
Toll Integration Construction Oversight	\$58,548	\$62,883	\$55,855	\$177,286	\$383,290
Debt Cost of Issuance <sup>2</sup>	\$14,170,387	-	-	\$14,170,387	\$17,146,536
Capitalized Interest <sup>3</sup>	\$44,380,790	-	-	\$44,380,790	\$153,637,327
<b>Total<sup>4</sup></b>	<b>\$59,653,041</b>	<b>\$1,912,336</b>	<b>\$1,218,019</b>	<b>\$62,783,396</b>	<b>\$589,726,850</b>
Bond Refunding - Series 2013CD <sup>5</sup>	-	-	-	-	\$943,330,000
Bond Issuance - Series 2014ABC <sup>5</sup>	-	-	-	-	(\$924,195,000)

<sup>1</sup> Included in the costs for General Engineering Consultant are payments for supplemental engineering services to support oversight of the Development Agreement.

<sup>2</sup> Debt Cost of Issuance reflects eligible costs for quarter ended June 30, 2015 and certain prior period adjustments.

<sup>3</sup> Capitalized interest includes eligible bond interest paid during the construction period beginning with the effective date, certain prior period adjustments, and is capitalized as part of the project cost.

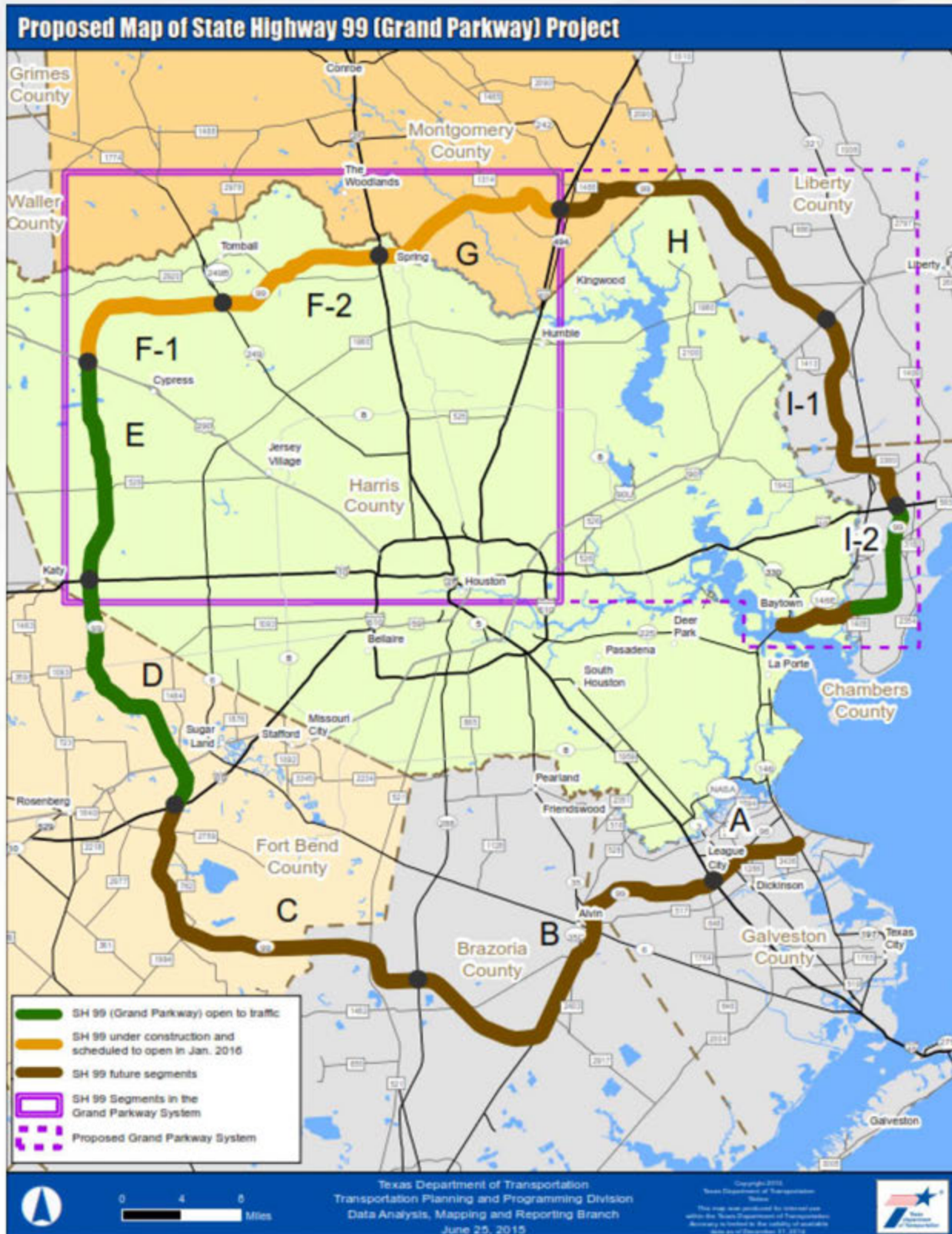
<sup>4</sup> Represents total other eligible project costs excluding repayment of refinanced obligations.

<sup>5</sup> Amounts shown represent the par amount of the series 2013CD bonds that were refunded and the par amount of the Refunding Series 2014ABC bonds that were issued.

## *Glossary*

CSJ	Control-section-job number. It is the key descriptor for the record of each project within TxDOT's system. Each project's CSJ is a nine-digit number consisting of four digits representing the control, two digits representing the section and a three digit job number.
DA	Development Agreement, the ZOPB Design-Build agreement for segments F through G
GEC	General Engineering Consultant
GPTC	Grand Parkway Transportation Corporation
IH	Interstate Highway
NTP	Notice to Proceed
PBS	Project Baseline Schedule
ROW	Right of Way
SH	State Highway
TxDOT	Texas Department of Transportation
ZOPB	Zachry-Odebrecht Parkway Builders

# Grand Parkway Project Map





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***Borrower's Authorized Representative***

GRAND PARKWAY TRANSPORTATION CORPORATION  
UNITED STATES DEPARTMENT OF TRANSPORTATION  
TIFIA LOAN  
(UP TO \$840,645,000)

**AUTHORIZED REPRESENTATIVE CERTIFICATE**

I, James M. Bass, Secretary/Treasurer at the Grand Parkway Transportation Corporation, hereby certify that the Quarterly Construction Progress Report to the Grand Parkway Transportation Corporation has been prepared in connection with Section 23 of its TIFIA Loan Agreement with the United States Department of Transportation dated February 6, 2014.

The undersigned has executed this Authorized Representative Certificate as of the date set forth below.

Dated: August 14, 2015

GRAND PARKWAY TRANSPORTATION CORPORATION

By James M. Bass

James M. Bass

President, Board of Directors

Grand Parkway Transportation Corporation