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Mr. Benjamin H. Asher  
Secretary/Treasurer  
Grand Parkway Transportation Corporation  
125 East 11th Street  
Austin, TX 78701

**Subject: Grand Parkway System – H and I Project**  
**Quarterly Construction Progress Report for Fiscal Quarter Ended May 31, 2019**

July 15, 2019

Dear Mr. Asher,

As the General Engineering Consultant to the Grand Parkway Transportation Corporation (GPTC) and in accordance with Section 407 of the Trust Agreement between GPTC and US Bank National Association, and Section 23 of the TIFIA Loan Agreement with the United States Department of Transportation dated February 21, 2019, HNTB is pleased to submit the Quarterly Construction Progress Report for Grand Parkway Segments H, I-1 and I-2, collectively an additional System Segment. This report covers quarterly construction progress through May 31, 2019.

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 is based on GPTC's fiscal year.

GPTC adheres to the requirements outlined in the Trust Agreement which governs the acquisition or construction of such System Segments financed with Obligations as well as the requirements of the TIFIA Loan Agreement. As required by the TIFIA Loan Agreement Section 23(b)(i), this progress report includes (A) the amount of Total Project Costs expended as of the last date of the quarter as well as during the preceding quarter, and the amount of Total Project Costs estimated to be required to complete the Project (Refer to Section 2.0); (B) Availability of funds to complete the Project (Refer to Section 2.0); (C) an assessment of the overall construction progress since the date of the last report, together with an assessment of how such progress compares to the construction schedule (Refer to Section 3.0 through 5.0); (D) most recent projections for the Substantial Completion Date (Refer to Section 4.0); (E) a detailed description of all material problems encountered or anticipated and a detailed description of the proposed solutions (Refer to Section 5.0); (F) delivery status of major equipment (Refer to Section 6.0); (G) proposed or pending change orders (Refer to Section 7.0); (H) material changes or deviations from the Borrower's land procurement plans or schedule (Refer to Section 8.0).

Additionally, as specified in the Trust Agreement, this report also 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 (Refer to Section 4.0), (ii) the Estimated Date of Completion and an Estimated Date of Substantial Completion of such System Segment (Refer to Sections 4.0 and 5.0), (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 (Refer to Section

2.0), 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 (Refer to Section 2.0), 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 (Refer to Sections 3.0 through 5.0). This information, as well as other items relevant to each System Segment, is presented in greater detail within this report.

Best regards,

A handwritten signature in blue ink, appearing to read 'S. Hrncir', with a long horizontal flourish extending to the right.

Stephen A. Hrncir, P.E.  
Program Manager  
General Engineering Consultant

## 1.0 INTRODUCTION

This report describes the State Highway 99 Grand Parkway Segment H and I (H and I Project) construction for the third quarter of Fiscal Year 2019, covering a period from March 1, 2019 through May 31, 2019. H and I Project is an extension of the existing Grand Parkway System and is being constructed by the Grand Parkway Transportation Corporation (GPTC). GPTC is a non-profit Texas corporation authorized by the Texas Transportation Commission (Commission) to develop, finance, refinance, design, construct, reconstruct, expand, operate, and maintain the Grand Parkway System. GPTC, was created under the authority of the Commission and issued bonds to finance development and construction of the System. The project is funded entirely from toll revenue bonds and other obligations issued by GPTC.

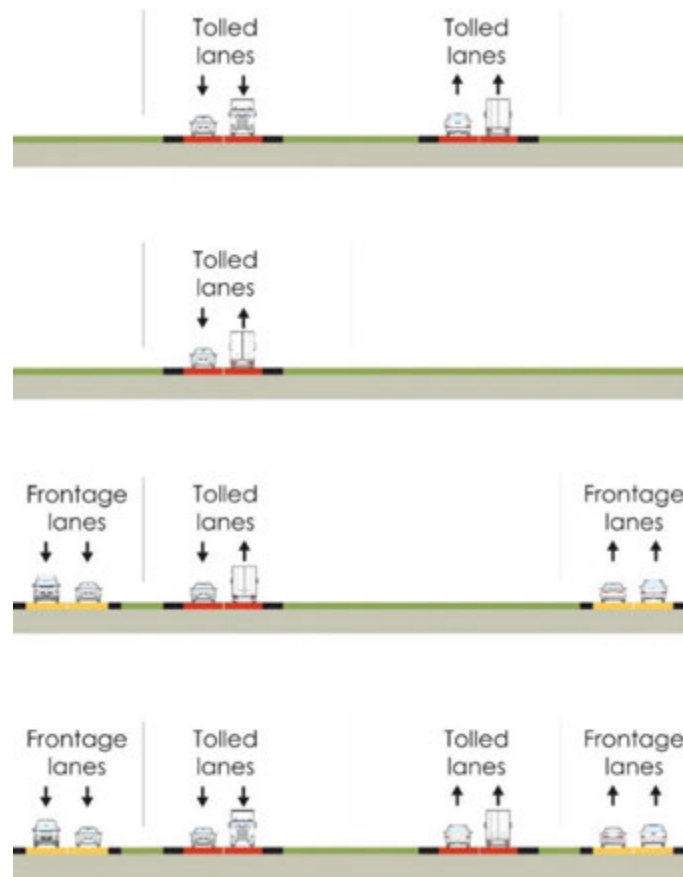
### 1.1 Project Description

The H and I Project is a 52.3-mile section of the overall Grand Parkway Project, a planned 184-mile highway facility around greater Houston extending from State Highway 146 in Galveston County to State Highway 146 in Baytown. It is spread across the seven counties including Brazoria, Chambers, Fort Bend, Galveston, Harris, Liberty and Montgomery. When completed Grand Parkway will provide a third outer loop around the Houston metropolitan area. The Grand Parkway is divided into 11 Segments designated A through I-2 as depicted on the map in Figure 1.1. Segment I-2 is further divided into Segments I-2A and I-2B. The Commission has designated Segments D (Harris County portion), E, F-1, F-2 and G that achieved final acceptance in 2017 and are open to tolled traffic and Segments H, I-1 and I-2 that are under construction as part of the Grand Parkway System.



Figure 1.1: Map of State Highway 99 (Grand Parkway) Project

Segments H and I-1 together are approximately 37.5-mile long two-lane toll facility (one lane in each direction) with intermittent four-lane sections for passing in Montgomery, Liberty, Harris and Chambers Counties. Segment H includes H-West Option, which comprises construction of two additional tolled mainlanes for a total of four tolled mainlanes for the first 8 miles from its connection with Interstate Highway 69. Segment I-2B is approximately 6.1-mile four-lane toll facility in Chambers and Harris Counties. TxDOT is currently constructing improvements to the Segment I-2B non-tolled frontage roads as a separate construction project, which is separate and apart from the H and I Project and is being funded by TxDOT. Lastly, Segment I-2A is an existing 8.7-mile four-lane facility in Chambers County that was constructed by TxDOT in 2008. Segment I-2A will receive tolling equipment upgrades and other improvements as a part of H and I Project. Figure 1.2 shows the typical sections of H and I Project over its length.



**Figure 1.2: Typical Sections of H and I Project**

The development and construction tasks for H and I Project principally include: design development; right of way acquisitions; utility relocations; excavation and embankment; concrete pavement; bridges; retaining walls; drill shafts; rip rap; drainage structures; barricades, signs, and traffic handling; illumination; overhead sign supports; traffic signals; toll facilities; and ITS ducts. H and I Project design, coordination, and construction activities are carried out by a DB Contractor under a Design Build Agreement (DBA) and toll zones are developed by a Toll System Integrator under a statewide Toll System Integration and Maintenance Agreement.



## 1.2 Design Build Agreement

On July 31, 2014 TxDOT issued a request for qualifications (RFQ) to design, construct, and potentially maintain Segments H, I-1 and I-2 pursuant to a DBA. TxDOT subsequently determined that three of the four teams submitting qualifications statements in response to the RFQ were qualified to be on the short list to submit detailed proposals.

On April 30, 2015 TxDOT issued a request for proposals (RFP) to the short-listed teams. In October 2015, TxDOT received three design build proposals. On January 24, 2017, proposal revisions were received from three short-listed teams following a request for proposal revisions process. The Commission then conditionally awarded the DBA to Grand Parkway Infrastructure (GPI), LLC on March 28, 2017.

Equity member firms for GPI include Ferrovial Agroman (40%), Granite Construction Company (30%), and DBW Construction–Webber (30%).

## 1.3 Project Milestones

- Conditional Award occurred March 28, 2017
- Contract fully executed on June 30, 2017
- NTP1 issued on July 10, 2017
- Limited NTP2 issued on October 13, 2017
- Option NTP issued for H-West Option on October 27, 2017
- NTP2 (full) issued on October 27, 2017
- GPTC Revenue Bond Financing closed on May 30, 2018
- Start of construction in July 2018
- TIFIA Loan Agreement closed on February 21, 2019
- Substantial Completion to occur within 1,693 days after NTP1
- Substantial Completion Deadline is February 27, 2022
- Projected Substantial Completion date is February 27, 2022
- Projected Open to Traffic date is February 27, 2022
- Expected Revenue Commencement date per GPTC System T&R forecast is May 22, 2022
- Final Acceptance to occur 120 days after Substantial Completion
- Final Acceptance Deadline is June 27, 2022
- Projected date of Final Acceptance is June 27, 2022

## 1.4 Purpose of the Report

GPTC Trust Agreement Section 407 states that 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 delivery of the initial Obligations or Obligations financing an additional System Segment. The H and I Project is considered an additional System Segment to the Grand Parkway System as defined by the GPTC Trust Agreement. Furthermore, Section 23(b)(i) of the TIFIA Loan Agreement requires that the GPTC furnish the TIFIA Lender a Quarterly Construction Progress Report at such time as required by the Trust Agreement to be filed with the Trustee.

This Quarterly Construction Progress Report complies with the reporting requirements of Section 407 of the Trust Agreement as well as the TIFIA Loan Agreement. This Quarterly Construction Progress Report provides the required information as of last calendar date of the GPTC Fiscal Year quarter preceding its submittal.

## 2.0 Project Costs

Table 2.1A provides: (a) a detailed breakdown of the GPTC bond proceeds available for H and I Project, (b) an adjusted budget showing an estimate of total project costs at completion, (c) actual costs-to-date as of previous quarter end, or February 2019, (d) actual costs-to-date as of end of current quarter, or May 2019, (e) total actual costs-to-date expended as of May 2019 and (f) a forecast comprising an estimate of costs-to-complete. Table 2.1B provides: (a) a detailed breakdown of the TxDOT budgets to cover portion of TxDOT's Agency Costs and Segment I-2B Frontage Road construction costs, (b) an adjusted budget showing an estimate of total project costs at completion, (c) actual costs-to-date as of previous quarter end, or February 2019, (d) actual costs-to-date as of end of current quarter, or May 2019, (e) total actual costs-to-date expended as of May 2019 and (f) a forecast comprising an estimate of costs-to-complete. Table 2.2 provides a forecast of cost for each six-month period over the remaining duration of construction and extends one-year beyond the completion of construction date to ensure all costs are captured.

Actual costs paid-to-date and an estimate of funds required for processing of DB Contractor's draw for the remaining duration of construction are shown in Table 2.3 on a semiannual and cumulative basis. Estimate of funds required is based on the approved maximum payment schedule, including the H-West Option from the DBA, revised as per TxDOT letter dated July 27, 2018, and further adjusted for approved change orders. Approved maximum payment curve is indicative of the DB Contractor's original estimates of costs over time at the time of the contract award, with subsequent adjustments for approved change orders. The DB Contractor's reported earned value for the work completed is as of the latest approved draw request received for the quarter. Cumulative earned value reported as of the most recent quarter is below the maximum payment indicating that the DB Contractor's progress is not constrained from cash flows. The DB Contractor added resources and updated project baseline schedule to improve performance, but earned value is expected to stay below the maximum payment. Refer to Section 5 of this report for a discussion on schedule progress against the latest approved baseline schedule. Paid-to-date represents the amount that has been disbursed and trails the cumulative earned value estimate of work completed and constraints (if any) from the maximum payment schedule included in the DBA. Difference in earned value and paid-to-date amounts also accounts for the time it takes for DB Contractor to assemble and submit the draw request after the cut-off date, address TxDOT review comments, resubmit as necessary, and for TxDOT to approve and process the payment.

**Table 2.1A: GPTC H and I Project Budgets, Actuals, Forecasts and Total Estimated Costs (\$ Thousands)**

Element	GPTC Bond Proceeds Budget <sup>5</sup>			Actuals <sup>5</sup>			Forecast <sup>4</sup>	Estimate at Completion (Actuals and Forecast)
	Original Proceeds	Adjustments thru May'19	Adjusted Total	Expended Thru Feb'19	Expended This Quarter	Expended Thru May'19	Estimate to Complete	
<b>Segments H, I-1, &amp; I-2</b>								
Design-Build Agreement <sup>1,3</sup>	894,702	5,723	900,424	151,643	26,531	178,174	722,250	900,424
Right of Way Acquisition <sup>1</sup>	330,000	-	330,000	49,334	25,436	74,770	255,230	330,000
Toll Equipment & Integration <sup>1</sup>	32,000	6,894	38,894	359	230	589	38,305	38,894
Environmental Mitigation <sup>1</sup>	24,000	(12,000)	12,000	9,942	2	9,944	2,056	12,000
TxDOT Agency Costs <sup>1</sup>	53,737	7	53,744	20,185	2,231	22,416	31,328	53,744
Project Contingencies <sup>1</sup>	110,000	(624)	109,376	-	-	-	109,376	109,376
<b>Subtotal Project Costs</b>	<b>\$1,444,438</b>	<b>-</b>	<b>\$1,444,438</b>	<b>\$231,463</b>	<b>\$54,430</b>	<b>\$285,893</b>	<b>\$1,158,545</b>	<b>\$1,444,438</b>
<b>Financing Costs</b>								
Capitalized Interest (2018 Bonds/BANs) <sup>1</sup>	309,855	-	309,855	24,939	37,099	62,038	247,817	309,855
Cost of Issuance (2018 Bonds/BANs) <sup>1</sup>	11,537	-	11,537	10,330	868	11,198	339	11,537
Capitalized Interest (50% of Series 2013E) <sup>2</sup>	29,639	-	29,639	29,639	-	29,639	-	29,639
Cost of Issuance (50% of Series 2013E) <sup>2</sup>	958	-	958	958	-	958	-	958
Rate Stabilization Fund <sup>1</sup>	50,000	-	50,000	50,000	-	50,000	-	50,000
<b>Subtotal Financing Costs</b>	<b>\$401,988</b>	<b>-</b>	<b>\$401,988</b>	<b>\$115,866</b>	<b>\$37,967</b>	<b>\$153,833</b>	<b>\$248,156</b>	<b>\$401,988</b>
<b>Total Project and Financing Costs</b>	<b>\$1,846,427</b>	<b>-</b>	<b>\$1,846,427</b>	<b>\$347,329</b>	<b>\$92,397</b>	<b>\$439,726</b>	<b>\$1,406,701</b>	<b>\$1,846,427</b>

Figures shown may not add to totals due to rounding.

Notes:

1. Reflects information provided in the GPTC Annual FY 2019 Capital Construction Budget ("FY19 Budget") for Segments H&I, as adopted by the board on August 21, 2018, including budget adjustments, actual costs, and forecasted costs, updated to reflect results of the reporting period.
2. Reflects 50% of capitalized interest and cost of issuance for the Series 2013E Bonds.
3. Design Build Agreement Adjustments reflect only change orders that have been approved.
4. H&I Forecast – see Table 2.2 for allocation of forecast into six-month periods.
5. Table shows budgeted amounts and actual expenditures of the GPTC for the H and I project. It does not include expenditures by TxDOT for procurement, feasibility studies and District's frontage road project in Segment I-2B supported through other sources – see Table 2.1B for details.

**Table 2.1B: TxDOT H and I Budgets, Actuals, Forecasts and Total Estimated Costs (\$ Thousands)**

Element	TxDOT Budget <sup>1</sup>			Actuals <sup>1</sup>			Forecast	Estimate at Completion (Actuals and Forecast)
	Original Budget	Adjustments	Adjusted Total	Expended Thru Feb'19	Expended This Quarter	Expended Thru May'19	Estimate to Complete	
<b>TxDOT Agency Costs</b>								
TxDOT Management	1,885	-	1,885	1,885	-	1,885	-	1,885
Engineering Feasibility Studies	8,840	-	8,840	8,840	-	8,840	-	8,840
Initial Traffic and Revenue Studies	1,126	-	1,126	1,126	-	1,126	-	1,126
Procurement - Tech, Legal & Fin Consultants	6,660	-	6,660	6,660	-	6,660	-	6,660
<b>Subtotal TxDOT Agency Costs</b>	<b>\$18,511</b>		<b>\$18,511</b>	<b>\$18,511</b>		<b>\$18,511</b>		<b>\$18,511</b>
<b>TxDOT District Project</b>								
District I-2B Construction Project <sup>2</sup>	59,000	2,193	61,193	60,443	502	60,946	247	61,193
<b>Subtotal TxDOT District Project</b>	<b>\$59,000</b>	<b>\$2,193</b>	<b>\$61,193</b>	<b>\$60,443</b>	<b>\$502</b>	<b>\$60,946</b>	<b>\$247</b>	<b>\$61,193</b>
<b>Total Project and Financing Costs</b>	<b>\$77,511</b>	<b>\$2,193</b>	<b>\$79,704</b>	<b>\$78,955</b>	<b>\$502</b>	<b>\$79,458</b>	<b>\$247</b>	<b>\$79,704</b>

Figures shown may not add to totals due to rounding.

Notes:

1. Table shows budgeted amounts and actual expenditures incurred by TxDOT under Fund 6. It does not include expenditures supported through GPTC bond proceeds – see Table 2.1A for costs supported by GPTC bond proceeds.
2. District I-2B Frontage Road Construction Project is Substantially Complete with Final Acceptance pending completion of punch list items.

**Table 2.2: H and I Project Forecast Costs (\$ Thousands)**

Element	Forecast <sup>2</sup>							FY 2023	Total Estimate to Complete
	FY 2019	Fiscal Year 2020		Fiscal Year 2021		Fiscal Year 2022			
	3-month	6-month	6-month	6-month	6-month	6-month	6-month		
<b>Segments H, I-1, &amp; I-2</b>									
Design-Build Agreement <sup>1</sup>	78,793	199,053	142,716	155,972	101,767	38,744	5,205	-	722,250
Right of Way Acquisition	34,564	87,560	87,560	19,661	19,661	2,750	2,750	724	255,230
Toll Equipment & Integration	1,536	4,872	6,846	5,126	6,302	5,449	8,174	-	38,305
Environmental Mitigation	814	609	430	110	52	27	13	-	2,056
TxDOT Agency Costs	7,303	8,429	6,251	3,000	3,000	1,672	1,673	-	31,328
Project Contingencies	-	-	-	-	-	-	-	109,376	109,376
<b>Subtotal Project Costs</b>	<b>\$123,010</b>	<b>\$300,523</b>	<b>\$243,803</b>	<b>\$183,869</b>	<b>\$130,782</b>	<b>\$48,642</b>	<b>\$17,815</b>	<b>\$110,100</b>	<b>\$1,158,545</b>
<b>Financing Costs</b>									
Capitalized Interest (2018 Bonds/BANs)	-	37,099	37,099	37,099	37,099	37,099	37,099	25,222	247,817
Cost of Issuance (2018 Bonds/BANs)	339	-	-	-	-	-	-	-	339
Capitalized Interest (50% of Series 2013E)	-	-	-	-	-	-	-	-	-
Cost of Issuance (50% of Series 2013E)	-	-	-	-	-	-	-	-	-
Rate Stabilization Fund	-	-	-	-	-	-	-	-	-
<b>Subtotal Financing Costs</b>	<b>\$339</b>	<b>\$37,099</b>	<b>\$37,099</b>	<b>\$37,099</b>	<b>\$37,099</b>	<b>\$37,099</b>	<b>\$37,099</b>	<b>\$25,222</b>	<b>\$248,156</b>
<b>Total Project and Financing Costs</b>	<b>\$123,349</b>	<b>\$337,622</b>	<b>\$280,902</b>	<b>\$220,967</b>	<b>\$167,881</b>	<b>\$85,741</b>	<b>\$54,914</b>	<b>\$135,322</b>	<b>\$1,406,701</b>

Figures shown may not add to totals due to rounding.

**Note:**

1. Design Build Agreement Adjustments reflect only change orders that have been approved.
2. Does not include TxDOT Fund 6 forecast for District I-2B Construction Project shown in Table 2.1b.

**Table 2.3: H and I Project Design Build Agreement Construction Draw (\$ Thousands)**

Period		Estimate of Construction Draw <sup>1,4</sup>		Earned Value <sup>2</sup>		Cumulative Paid-to-Date <sup>3</sup>
Begin	End	Period	Cumulative	Period	Cumulative	
NTP1	8/31/2017	12,403	12,403	12,403	12,403	12,403
9/1/2017	2/28/2018	25,125	37,528	40,711	53,114	37,528
3/1/2018	8/31/2018	42,806	80,334	32,605	85,719	80,334
9/1/2018	2/28/2019	140,566	220,900	92,455	178,174	178,174
3/1/2019 <sup>5</sup>	5/31/2019	101,133	322,033	28,826	207,000	178,174
6/1/2019 <sup>5</sup>	8/31/2019	107,894	429,927			
9/1/2019	2/29/2020	163,629	593,556			
3/1/2020	8/31/2020	103,699	697,255			
9/1/2020	2/28/2021	127,673	824,928			
3/1/2021	8/31/2021	59,036	883,964			
9/1/2021	2/28/2022	16,460	900,424			

Notes:

1. Estimate of Construction Draw is based on the maximum payment schedule, including the H-West Option, revised as per TxDOT letter dated July 27, 2018 with adjustments for executed change orders.
2. Earned Value is based on construction work completed per the latest draw request as of the reporting period.
3. Paid-to-Date represents amounts that were disbursed as of this quarter end but are reported in the periods they were earned.
4. Estimate of Construction Draw reflects only change orders that have been approved.
5. Highlighted rows represent breakout of semiannual period to reflect the 3-month period included with this quarterly report

### 3.0 Overall Progress of Construction

Construction activities started on the project in summer of 2018 and have continued to progress. Design submittals have been made to TxDOT for review and comment, leading to release-for-construction documents along the corridor. The DB Contractor continued to progress environmental coordination, permitting, right-of-way, utilities and public outreach activities. A summary of progress for the quarter is summarized below and illustrated in construction photographs included with Appendix A.

#### 3.1 Public Information & Communications by DB Contractor

Domain name [www.sh99grandpkwy.com](http://www.sh99grandpkwy.com) is maintained by the DB Contractor and continues to be a source of information for the project. Additionally, the DB Contractor maintains a Public Information Office located at 7560 FM 1960, Dayton to serve walk-in customers.

Contact subscription list for the project stakeholders continues to grow. At closing of this quarter, 979 recipients (elected officials, TxDOT, corridor residents, business owners, and GPI staff) are signed up to receive project alerts, newsletters, etc. Figure 3.1 shows a snapshot of categorized contact subscription list maintained by the DB Contractor.

Social media presence for the project continued to increase. At closing of this quarter, the project website had 280 followers on Twitter site and 1301 followers on Facebook (FB). The number of people who had viewed any posts from the GPI FB page on their screen was 9,016 for the most recent month of the quarter ended May 2019.

DB Contractor participated in various coordination meetings, conducted outreach and made presentations at networking events regarding the project to various interested parties in this quarter. This included:

- Baytown State of the City Luncheon
- Mont Belvieu State of the City Luncheon
- Liberty County Economic Development Council Meeting
- E. Montgomery Co. Emergency Responders Meeting
- Baytown Coordination Meeting
- City of Dayton Coordination Meeting

<input type="checkbox"/>	★	List Name	↑	Contacts	Date Created
<input type="checkbox"/>	★	Baytown - GPI list	<input type="checkbox"/>	12	Oct 24, 2018
<input type="checkbox"/>	★	cedar bayou navigation district	<input type="checkbox"/>	2	Oct 24, 2018
<input type="checkbox"/>	★	Chambers County	<input type="checkbox"/>	7	Aug 17, 2018
<input type="checkbox"/>	★	Dayton - GPI list	<input type="checkbox"/>	6	Oct 24, 2018
<input type="checkbox"/>	★	East Montgomery County - GPI	<input type="checkbox"/>	6	Oct 24, 2018
<input type="checkbox"/>	★	General Interest	<input type="checkbox"/>	716	Nov 6, 2017
<input type="checkbox"/>	★	GP Corridor Elected Officials	<input type="checkbox"/>	113	Nov 6, 2017
<input type="checkbox"/>	★	GPI	<input type="checkbox"/>	148	Nov 6, 2017
<input type="checkbox"/>	★	GPI DBE Vendor Contact	<input type="checkbox"/>	70	Sep 26, 2018
<input type="checkbox"/>	★	Liberty County	<input type="checkbox"/>	2	Oct 24, 2018
<input type="checkbox"/>	★	Mont Belvieu	<input type="checkbox"/>	7	Apr 8, 2019
<input type="checkbox"/>	★	Mont Belvieu - GPI list	<input type="checkbox"/>	5	Oct 24, 2018
<input type="checkbox"/>	★	TxDOT	<input type="checkbox"/>	11	Nov 6, 2017

**Figure 3.1: Grand Parkway Segments H, I-1 and I-2 Contact List**

### 3.2 Utilities

DB Contractor continues to negotiate PUAAs with utility owners and has completed sending out the PUAAs to all known affected utility owners. Nineteen PUAAs have been fully executed. One PUAAs (Colonial) was returned by Owner with modifications and is pending submission to TxDOT for approval. The remaining PUAAs are currently being reviewed by the utility owners. Overall status of the utility coordination is shown in the following table.

**Table 3.1: Status of Utilities Work**

Utility Status	
Anticipated Total Utility Adjustments	343
<b>PUAAs</b>	
Anticipated Total	39
Executed	19
Remaining	20
<b>UAAAs</b>	
Anticipated Total	62
Executed	9
Remaining	53

Anticipated total utility adjustments represents an estimate of conflict locations requiring adjustment based on the DB Contractor’s design progress. As the roadway design progresses, conflicts may be avoided, or additional conflicts may be identified. The DB Contractor continues to progress pending PUAAs, UAAAs, and design for the remaining Owners. Additionally, the DB Contractor is verifying civil design impacts and working on completing AUA’s with Utility Owners for utilities that are not in conflict and its right of way team is currently pursuing the required easement documents.

Status of DB Contractor managed design is as follows:

- Undine –100% exhibits have been approved for waterline relocation
- Mt. Belvieu – Original 100% design is being changed and updated plans are forthcoming
- Plum Creek – RFC plans have been completed
- DECON – Protective slab design is in progress
- AT&T – 60% design has been completed
- Entergy – 100% design completed for locations 1-2. Sites 3-4 are being designed, expected to be submitted in June.



Status of utility owner managed design is as follows:

- Entergy Transmission – Two crossings are in for review with Entergy. Owner Documents for site 1 have been provided to the utility and awaiting signatures.
- Entergy Distribution – Is designing priority areas along FM 1485, US 90, FM 1960, & FM 1413. 60% Design anticipated in June
- CenterPoint Electric – CenterPoint continues to design the relocations for their area of operation. Several areas are designed and have been sent for cost estimation. Coordination efforts in process to ensure priority areas are receiving the most attention. Major underground design has been completed and reviewed by the DB Contractor and sent back to CenterPoint.
- Comcast – Provided DB Contractor with record/reference drawings. Design and Coordination with electrical relocations is in process.

### 3.3 Permits/Environmental

NEPA reevaluation documentation is being coordinated within DB Contractor’s design team and includes the following:

- Additional ROW at CR 491 – For Drainage
- Additional ROW N of US 90 – For Drainage
- Additional ROW S of FM 1413 – For Drainage
- Additional ROW for Ponds – Parcel 1172
- Additional ROW for Ponds – Parcel 1156
- Additional ROW for Embankment Areas – Multiple Locations in Seg H2 and I1A
- Drainage Easement at Station 2100+00
- Corner Clips at FM 565

Asbestos containing material & lead based paint abatement activities include:

- RR Bridge over SH 99 in Segment I2: Abatement Report completed.
- Phase II at TxDOT Parcel 332 (Placid Tank Farm): Demolition Contractor hired by the DB Contractor. Abatement Contractor will provide price for abatement based on locations of cutting structures and demolition plan. This cost will be submitted to TxDOT for review and approval.
- Lead Based Paint on Cedar Bayou RR Bridge: Abatement Plan has been approved by TxDOT. Coordination with USCG is ongoing. USCG has approved latest proposed August Demolition dates
- Structures Surveys – Following Parcels have structures that have been surveyed for Asbestos Containing Materials (ACM) and Lead Based Paint (LBP).
  - Parcel 825 – Home had 100 sqft of ACM and 2,300 sqft of LBP
  - Parcel 826 – Home had 1000 sqft of LBP – Modular Home
  - Parcel 828 – No Hazardous Materials
  - Parcel 829 – Home has 50 sqft of ACM and 2000 sqft of LBP
  - Parcel 830 – Structure has 230 sqft of LBP
  - Parcel 849 – No Hazardous Materials

- Parcel 857 – Structure has 6 sqft of ACM and 4000 sqft of LBP
- Parcel 1208 – Structure has 2000 sqft of LBP
- Additional Surveys completed for parcels 843, 851, 853, 864, 868, 1209.
  - Parcel 843 – 8,000 sqft LBP
  - Parcel 851 – 9,000 sqft of drywall joint compound, floor tile 300 sqft, and 13000 sqft of lead based paint (LBP).
  - Parcel 853 – 7,000 sqft of drywall joint compound, 100 sqft of tan stucco, and 2000 sqft of LBP.
  - Parcel 864 – 30 sqft of LBP.
  - Parcel 868 – 2,000 sqft of drywall joint compound, 2,500 sqft of LBP.
  - Parcel 1209 – 3,500 sqft of drywall joint compound, 200 sqft of tile mastic, and 13,000 sqft of LBP.

For potential borrow source locations, DB Contractor continues to work on the necessary environmental field studies to satisfy Special Condition 2 and 4 of the USACE Individual Permit (IP) and Nation-Wide Permit (NWP).

The DB Contractor is conducting continuous monitoring and protection of nesting sites, in compliance with the Migratory Bird Treaty Act, in all active construction locations.

### 3.4 Right of Way

In accordance with the terms of the DBA the DB Contractor is responsible for right of way surveys, appraisals, environmental phase I assessments, acquisition packages, title searches and relocation packages. Overall the schedule of right of way acquisitions and associated costs are tracking against the DB Contractor’s baseline schedule. The following table provides a detailed status of progress made towards releasing parcels for construction through this reporting period. An assessment of actual parcels acquired and released for construction against total to be acquired is discussed in Section 8 of this report.

**Table 3.2: Status of Right of Way Work**

Item	Activities Completed Previous Periods	Activities Completed Current Period	Total Completed Activities	Activities In-Progress
Pre-Acquisition (Title Searches, ROEs, etc.)	316	0	316	0
Appraisals (prep, approval for initial and ED update)	457	39	496	7
Surveys (prep, review, approval)	468	0	468	0
ESA Phase I's	236	8	244	0
Acquisition Packages (prep, review, approval)	412	37	449	2
Initial Offers Made	196	23	219	5
Final Offers Made	178	34	212	1
Closing Payment Packages (prep, approval, funding for PUA's and signed deeds)	227	89	316	9
Closings	55	37	92	4
Relocation, Relocation Payment Packages and 90-Day NTV's	135	34	169	18
ED Packages (prep, review, approval)	55	36	91	15
ED Proceedings (AAG approval and setting hearing)	22	13	35	26
ED Payment Packages (prep, approval, funding, deposit and 30-day NTV)	77	50	127	7
Released for Construction	49	47	96	0

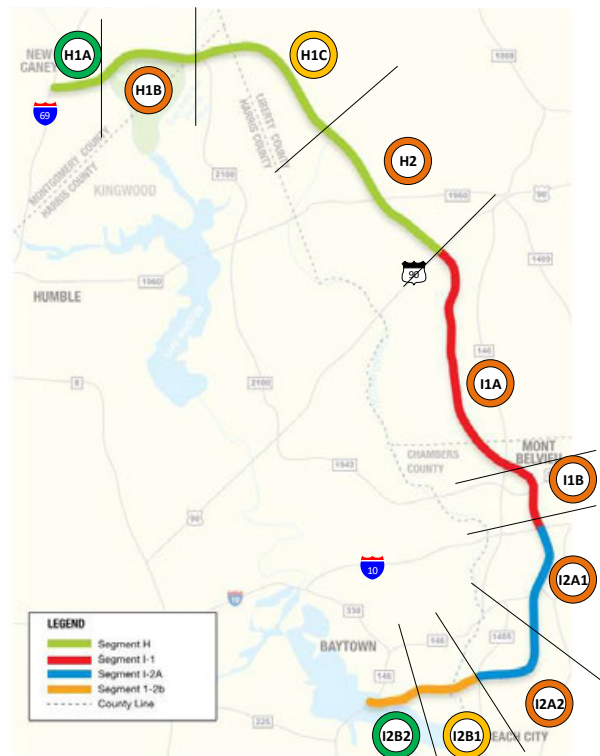
Note: For a discussion of parcels released into construction against total number of parcels to be acquired, see Section 8 of this report

### 3.5 Design

DB Contractor is designing the project in priority areas as depicted in Figure 3.2. These areas represent the priority for construction based on availability of right of way. The subsegments that have top priority are marked with green circles and consist of Section H-1A; US-69 to East of LP 494 and Section I-2B2; SH 146 to Cedar Bayou. The subsequent priorities by subsegments are shown in yellow and orange respectively.

The progress up to end of the current quarter is as follows:

- Design has been progressing and is approximately 91% complete.



**Priority 1**

- TxDOT Parcels
- Released for Construction after NTP2
- Minor Utility Adjustments
- Early Work area; 5.3 Miles
- 12 Bridges
- Expected Start of Construction August 2018

**Priority 2**

- Acquisition of ~30 Parcels
- Castle hill Donation Parcel included
- 9.2 Miles
- 12 Bridges
- Expected Start of Construction January 2019

**Priority 3 & 4**

- Acquisition of ~200 Parcels
- 32.4 Miles
- 53 Bridges
- Expected Start of Construction July 2019

**Figure 3.2: DB Contractor Priority Areas for Design Development**

- DB Contractor continues to review and develop the design, both in terms of technical compliance and value-engineering opportunities.
- Regular DB Contractor meetings with the design consultants were ongoing to progress the design submittals.
- DB Contractor continues to coordinate design development with TxDOT through meetings and RFI submittals.
- Released-for-Construction submittals were made for Segments H-1A, H1C, I-2A1, I-2A2, I-2B1 and I-2B2. Tracking notice of design changes and any revisions to the released drawings.
- DB Contractor continues to respond to TxDOT submittal comments.

**3.6 Tolling Systems**

Coordination is on-going between the DB Contractor and TxDOT Toll Operations Division for design at tolling locations. TxDOT Toll Operations Division with support from design consultant Atkins and System Integrator, TransCore, is responsible for design and construction of tolling infrastructure in the toll zones. According to the DBA, the DB Contractor is required to complete work in toll zones 180 days prior to Substantial Completion Deadline, and handover

to the Toll System Integrator. The latest progressed schedule from the DB contractor complies with this requirement.

### **3.7 Quality**

DB Contractor has mobilized its quality control staff as well as Independent Quality Firm staff to perform inspection and testing. Construction quality control and hold point inspections for drilled shaft construction were performed. DB Contractor has instituted a process for reporting non-conforming work and is maintaining a log of non-conformance reports and of Construction Deficiencies. Status of quality related actions as of the closing of this quarter:

- Total NCRs issued as of closing of current quarter: 34 (17 open)
- Observation Reports issued as of closing of current quarter: 10 (2 open)
- Engineering Judgements: 66
- Construction Deficiencies: 31 (8 open)

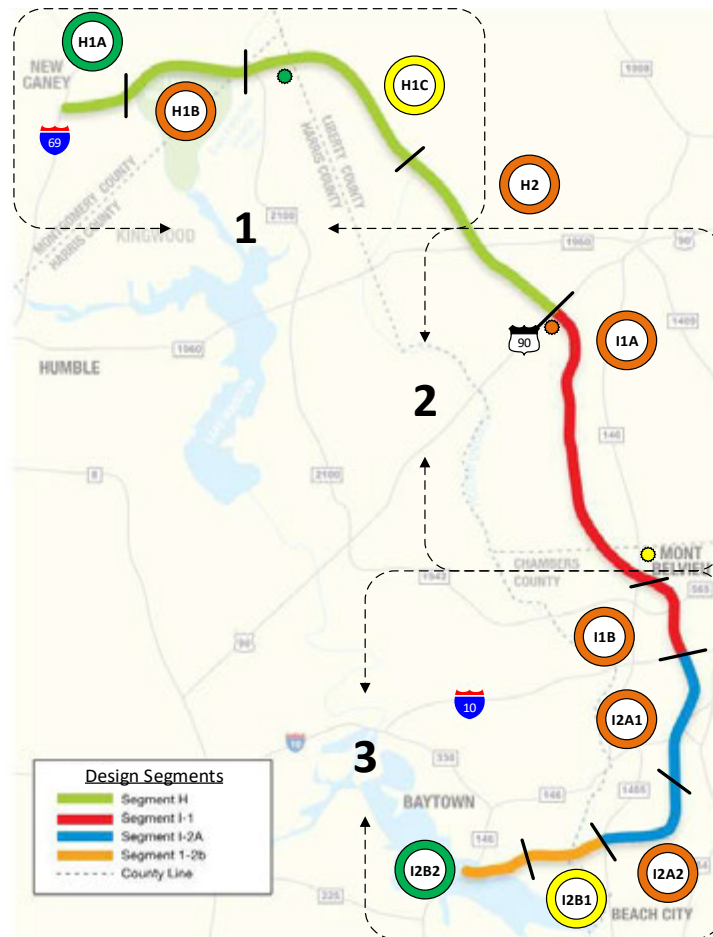
### **3.8 Maintenance During Construction**

With the issuance of full NTP2, the DB Contractor is responsible for maintaining all existing roadways within the project right of way of Segments H and I-1 and is responsible for elements modified or constructed by the DB Contractor in Segment I-2. The DB Contractor has developed procedures under its Maintenance Management Plan to inspect and repair facilities on an ongoing basis. Debris removal and sign straightening have been the main items of maintenance work in this quarter. Activities carried out by the DB Contractor include:

- Weekly Inspections Completed: 9
- Monthly Inspections Completed: 3
- Special Inspections Completed: 0
- Incident Responses Attended: 0
- Defects Identified this Period: 6
- Defects Resolved this Period: 3
- Defects Total to Date: 46
- Defects Resolved to Date: 43
- Defects Currently Unresolved: 3

### 3.9 Construction

The DB Contractor is constructing the project in three segments. Figure 3.3 shows the correlation of design priority subsegments to the three construction segments.



## Construction Segments

### Construction Segment 1:

- Segment Manager: Jason Pittenger (Webber)
- From Segment G Tie-In near US 59 to North of FM 1960 (17.1 Miles)
- 45 Bridges with 871k SF of Deck; 14k CY Substructure
- 1.35M CY EX and 3.3M CY EMB; 1.9M CY to Borrow

### Construction Segment 2:

- Segment Manager: Brais Saurez (Ferroval)
- From North of FM 1960 to SH 146 (16.5 Miles)
- 19 Bridges with 523k SF of Deck; 10k CY Substructure (includes a 4,000+ LF Bridge over Railroad)
- 602k CY EX and 3.5M CY EMB; 2.9M CY to Borrow
- Segment will also oversee work in Luce Bayou

### Construction Segment 3:

- Segment Manager: Chris Allen (Granite)
- From SH 146 to Southern Terminus of the Project (6.2 Miles)
- STA 445+31 to STA 617+93 (1.4 Miles)
- STA 74+00 to STA 351+48 (5.3 Miles)
- 25 Bridges with 235k SF of Deck; 4.5k CY Substructure
- 400k CY EX and 3.2 CY EMB; 2.8M CY to Borrow
- Segment will oversee the Cedar Bayou Lift Bridge

**Figure 3.3: Construction Segments and Priority Design Areas**

For the reporting period, the DB Contractor construction operations in each of the three construction segments broken out by priority area where applicable is as follows:

#### Segment 1:

Activities in H-1A included:

- Continued embankment construction West of US-59
- Proof Rolled embankment East of Loop 494
- Proof Rolled embankment West of Frontage Roads and US-59 to Loop 494
- Installed RCP and Inlets US-59 to Loop 494
- Installed leveling pad and underdrain US-59 to Loop 494
- Continued with foundation improvement for Retaining Wall 8
- Constructed drainage ditches East of US-59 to Loop 494
- Continued grading for Lime Base at Community Drive from US-59 to Loop 494
- Installed MSE Panels for Walls 9, 10 and 12

- Installed leveling pad and underdrain for Retaining Walls 03, 04, 9, 10 and 12
- Continued Abutment 21 for Bridges 203 and 204
- Continued forming, pouring, stripping bridge footings, bridge columns, bridge abutment 1 / CAPS West of US-59 for Bridges 203 and 204
- Continued forming and pouring bridge footings, columns, caps and abutments for Bridges 203 and 204 East of US-59
- Tied rebar cages for drill shafts, footings, columns, form, pour, strip bridge footings for Bridges 203 and 204 West of US-59
- Drill and cast bridge shaft foundations for Bridges 205 and 206

Activities in H-1C included:

- Prepared for ROW inspections East of Plum Grove Rd.
- Prepared for ROW inspections (North of Luce Bayou)
- Continued tree cutting and grubbing
- Constructed Luce Bayou Siphon structure
- Continued clearing for Bridge 236 Luce Bayou for access and temporary crossing
- Excavated material for borrow pit sampling
- Continued Abutment drill shaft extensions for Bridges 230 and 231 Plum Grove
- Tied rebar cages for drill shafts, footings, columns and drill pour bridge shaft foundations for Bridges 232 and 233
- Continued Bridge shaft foundations, substructure shoring, tying rebar cages for drill shafts, footings and columns for Bridge 238

Segment 2:

- Placed crushed concrete at the Weldon Alder's haul road up to the ROW
- Continued PI Mapping at Weldon Alders borrow pit
- Cleared and stripped the north 20 acres of Weldon Alders borrow pit
- Began clearing and stripping at Eileen Stoesser borrow pit
- Began Plasticity Index (PI) Mapping at Eileen Stoesser borrow pit
- Started construction of hazmat containment area at field office

Segment 3:

Activities in I-2A1 included:

- Continued creating bridge access North of I-10
- Excavated detention pond 1 at I-10
- Continued drilled shafts at Bridge 15 through Bent 7
- Continued footings at Bridge 15 through Bent 9
- Placed columns at Bridge 15 through Bent 18

Activities in I2-A2 included:

- Completed caps at Bridge 18

Activities in I2-B1 included:

- Installed Straps at Retaining Walls 4, 5 and 6
- Initiated leveling pad on Retaining Walls 1 - 6
- Began setting MSE panels at Retaining Walls 4, 5 and 6
- Began receiving MSE panels for Retaining Wall 1 and 2
- Began backfilling for Retaining Wall 4, 5 and 6
- Continued embanking main lanes East and West of FM 1405
- Continued stripping top soil operations

Activities in I2-B2 included:

- Continued stripping operations
- Finished caps at Bridge 22 EB
- Demolished incorrectly designed columns at Bridge 22 WB Bent 2
- Finished subgrade preparation for Retaining Wall 3B
- Finished leveling pad for Retaining Wall 3B
- Finished shared-use path South East of Wyoming
- Relocated signal cabinet at Tri-cities Rd
- Saw cut demolition limits EBML & WBML Lee to SH 146
- Demoed existing drainage Items EB Lee to SH 146
- Installed pipes 6, 7, 8, and 9, Inlets E2, E3, E5, A9, A10, A11, A12, and A3, laterals 12 and 14 and culvert 1

## 4.0 Substantial Completion

Substantial Completion and opening to traffic is anticipated to occur concurrently in February 2022. According to the most recent progressed schedule submitted by the DB Contractor in this reporting period, Substantial Completion of H and I Project is indicated to be within the 1,693 days that are available to the DB Contractor after accounting for approved change orders. The DB Contractor has taken steps to recover the 46-day delay to Substantial Completion that was projected in the progress report submitted for the second quarter. Substantial Completion is therefore expected to occur on February 27, 2022. Project completion through Final Acceptance is projected to be 120 days after Substantial Completion on June 27, 2022.

DB Contractor has an interim milestone requirement to complete work in Toll Zones 180 days prior to Substantial Completion Deadline and handover to Toll System Integrator. Latest schedule from the DB Contractor indicates this to be September 20, 2021 which is 20 days beyond the requirements indicated in the DBA. TxDOT continues to monitor the schedule for turning over the Toll Zone and facilitates DB Contractor and Toll System Integrator in coordinating their efforts to meet the target date.

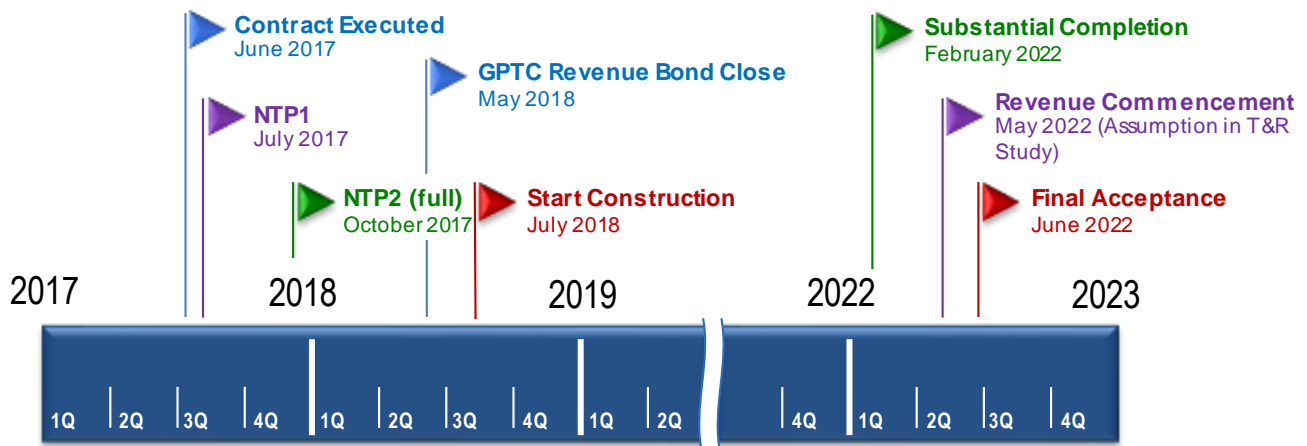
## 5.0 Material Problems Encountered

There were no material problems encountered this quarter. As of May 20, 2019, when the latest draw submittal was made by the DB Contractor (in this reporting period), actual schedule



percent complete was 22% (as measured by the Primavera performance based cost loaded schedule submittal). This is behind the Planned Schedule Percent Complete of 25%. Similarly, earned value reported by the DB Contractor and included in Table 2.3 of this report shows that overall progress is behind what was originally estimated and included in the form of the maximum payment curve. The DB Contractor was reported as being behind schedule by about 46 days in the progress report submitted for the second quarter, based on assessment of progress against the Project Baseline CPM (Critical Path Method). Version 2 of the Project Baseline Schedule submitted by the DB Contractor in this quarter revised the schedule such that logistics to a parcel (#1167) were modified to allow for work to proceed in Segment H-1C. This and other revisions then allowed for schedule recovery. Projected Substantial Completion is expected to occur on February 27, 2022. The DB Contractor continues to be monitored closely and will be required to submit a recovery schedule should any activity on the Critical Path be delayed greater of 30-days or a number of days equal to 5% of the days remaining until a completion deadline.

Commencement of toll revenues are anticipated to meet the date included in the T&R study. The GPTC System T&R forecast and CDM Smith 2018 Bring Down Letter assume that Segments H, I-1 and I-2B will be open to tolled traffic on May 22, 2022.



Note:  
Future dates are subject to change

**Figure 5.1: H and I Project Milestones**

As was the case with the schedule, there are no material problems encountered with costs. As reported in the last quarterly report, one issue of concern was the escalation in domestic steel prices affecting reinforcement steel and guard rail. The DB Contractor had made a request for partnering discussion in accordance with the provisions of the DBA to discuss whether there is any entitlement to a relief through change order. These discussions were held and TxDOT's position was that DB Contractor is not entitled to such relief under the DBA. The DB Contractor may consider escalating the partnering discussions to the next level as allowed under the DBA. Various other requests for partnering has been made by the DB Contractor where the DB Contractor initiated changes are in initial review or have been rejected by TxDOT. These include

changes associated with unidentified utility at Bridge 17 in Segment 2, column aesthetics requirement for flared columns and Bridge span-length requirement at US90 pertaining to UPRR right of way.

## 6.0 Delivery Status of Equipment

No issues with equipment deliveries from the DB Contractor or the Toll System Integrator are currently anticipated. DB Contractor will procure the ITS and Traffic Signal equipment which is routine for such project.

TransCore is responsible for installing Tolling Equipment such as transponder readers and cameras, and has done so on other projects for TxDOT on a statewide basis.

## 7.0 Change Orders

### 7.1 Approved Change Orders

For the period covered in this progress report, one additional Change Order was approved:

#### Approved Change Order #4

- Coastal Water Authority (CWA) Siphon at Luce Bayou
  - Amount = \$4,799,827
  - Days = 0

Appendix B provides the overall list of approved change orders. With the approval of change orders as listed in Appendix A, the total construction cost for the DBA has increased from \$894,701,621.55 to \$900,424,486.88 and total days have increased from 1,674 to 1,693.

### 7.2 Pending Change Orders

A change order comprising revisions to Bridge #8 configuration over Rail Yard/Speer Property is pending approval. TxDOT issued a directive letter to DB Contractor to describe the scope of work and to lock the already negotiated Change Order amount. Anticipated value of this pending change order is as follows:

#### Pending Change Order #3

- Bridge Over Rail Yard/Speer Property
  - Amount = \$17,600,000
  - Days = 0

## 8.0 Right of Way Acquisition

TxDOT carried out early right of way acquisition activities prior to issuance of NTP2. With the issuance of the NTP2, the DB Contractor is made responsible for all right of way acquisitions. Based on progress reporting from the DB Contractor, to date status of acquisitions is as follows:

**Table 8.1: Progress on Right of Way Acquisitions**

ROW Status	
Estimated Total Number of Parcels <sup>1</sup>	234
Surveys Submitted for TxDOT Approval <sup>2</sup>	230
Right-of-Entry–Signed or verbal <sup>3</sup>	217
Parcels in Possession and cleared for construction <sup>4</sup>	96

Notes:

1. Estimated total number of parcels represents most recent estimate of total acquisitions required based on the status of design development.
2. Surveys submitted for TxDOT approval represents approved surveys and those pending approvals as of the report period. Surveys previously submitted but requiring modifications are not included in the count until resubmitted.
3. Right-of-Entry figures represent active verbal or signed right of entries excluding those that may have expired.
4. As of reporting period, 96 out of the estimated total parcels to be acquired, or 41% are cleared for construction.

The DB Contractor right of way acquisition activities are on track as indicated by the earned value reporting and actual percent complete discussed in Sections 2 and 5 respectively

## 9.0 Discussion of Other Matters

There are no matters related to the H and I Project Construction that have been requested.

APPENDIX A– Construction Photos for the Quarter



Figure A.1: View of Construction Operations at IH69 Looking East in Segment H-1A



Figure A.2: Bridge 203, Concrete Pour at Abutment Extensions in Segment H-1A



Figure A.3: Bridge 203 and 204 Embankment in Segment H-1A



**Figure A.4: View of MSE Wall #08 Installation in Segment H-1A**



**Figure A.5: View 96-in Pipe Installation at Luce Bayou in Segment H-1C**



**Figure A.6: MSE Wall Construction at FM 1405 in Construction Segment I-2B1**



**Figure A.7: Embankment Lime Operations in Segment I-2B1**



**Figure A.8: Embankment Construction West of FM 1405 in Segment I-2B1**



**Figure A.9: Bridge 22, View of Bent Construction in Segment I-2B2**



**Figure A.10: View of Bridge Construction at SH 146 in Segment I-2B2**

## APPENDIX B – Change Orders List

Change Order No.	Description	Status	Date Executed	Time Impact (days)	Cost Impact (\$)
1	Hurricane Harvey Impact & NTP2 Delay	Executed	11/20/18	19	-
2a	Castle Hill CH Partners Utility Casings	Executed	9/18/18	0	849,097
2b	Remove RR Track from UPRR Structures	Executed	9/18/18	0	73,941
4	CWA Siphon at Luce Bayou	Executed	5/3/19	0	4,799,827
Subtotal for Executed Change Orders				19	5,722,865
3	Bridge Over Rail Yard/Speer Property	Pending	NA	0	17,600,000
Subtotal for Pending Change Orders				0	17,600,000
Total for Executed and Pending Change Orders				19	23,322,865

Figures shown may not add to totals due to rounding.

**Note:**

With the approval of change orders 1, 2a, 2b and 4 the total construction cost for the DBA has increased by \$5,722,865.33 from \$894,701,621.55 to \$900,424,486.88 and total days have increased from 1,674 to 1,693.



## APPENDIX C – Acronyms and Abbreviations

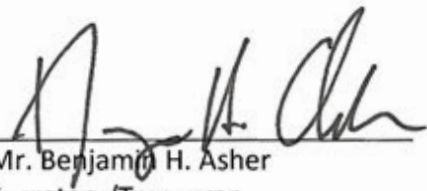
ATC	Alternate Technical Concept
AUA	Abbreviated Utility Agreement
CPM	Critical Path Method
DB	Design Build
DBA	Design Build Agreement
ED	Eminent Domain
ESA	Environmental Site Assessment
FHWA	Federal Highway Administration
FM	Farm to Market Road
GEC	General Engineering Consultant
GPI	Grand Parkway Infrastructure, LLC (DB Contractor)
GPTC	Grand Parkway Transportation Corporation
IH	Interstate Highway
IP	Individual Permit
ITS	Intelligent Transportation Systems
MSE	Mechanically Stabilized Embankment
NCR	Non-Conformance Report
NEPA	National Environmental Policy Act
NTP	Notice to Proceed
NWP	Nationwide Permit
PUA	Possession and Use Agreement
PUAA	Project Utility Adjustment Agreement
RFC	Released for Construction
RFI	Request for Information
ROE	Right of Entry
ROW	Right of Way
SH	State Highway
SI	Systems Integrator
SW3P	Storm Water Pollution Prevention Plan
TTC	Texas Transportation Commission
UPRR	Union Pacific Railroad
US	United States Highway
USCG	United States Coast Guard
USACE	United States Army Corps of Engineers
T&R	Toll and Revenue
TxDOT	Texas Department of Transportation
UAAA	Utility Adjustment Agreement Amendment

GRAND PARKWAY TRANSPORTATION CORPORATION  
UNITED STATES DEPARTMENT OF TRANSPORTATION  
TIFIA LOAN

**Authorized Representative Certificate**

I, Benjamin Asher, Secretary/Treasurer of the Grand Parkway Transportation Corporation, hereby certify that the Quarterly Construction Progress Report to 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 21, 2019.

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



Mr. Benjamin H. Asher  
Secretary/Treasurer  
Grand Parkway Transportation Corporation  
Borrower's Authorized Representative

7/29/19  
Date