GRAND PARKWAY H AND I PROJECT

QUARTERLY CONSTRUCTION PROGRESS REPORT

Sept 1, 2019 – Nov 30, 2019

January 13, 2020

PREPARED FOR

Texas Department of Transportation

Grand Parkway Transportation Corporation

PREPARED BY

HNTB Corporation
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Grand Parkway Transportation Corporation
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Subject: Grand Parkway System – H and I Project
Quarterly Construction Progress Report for Fiscal Quarter Ended November 30, 2019

January 13, 2020

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 November 30, 2019.

On September 19, 2019, Texas Governor Greg Abbott declared a state of disaster for the counties impacted by Tropical Storm Imelda. Each of the four counties (Chambers, Harris, Liberty and Montgomery) traversed by the H and I Project were covered by the Governor's declaration. Rainfall in excess of 20 inches resulted in impacts to the existing construction which included loss of construction equipment due to flood levels and the loss of material from the top layer of embankment and slopes that were under construction. The DB Contractor in project meetings has indicated that overall impacts to the project completion schedule from Tropical Storm Imelda are still being assessed. The DB Contractor is in the process of preparing a Time Impact Analysis that is in compliance with requirements of the DBA. Upon review and approval of the Time Impact Analysis, the DB Contractor will have an updated baseline schedule fully incorporating the effects from Tropical Storm Imelda to the overall schedule. Additionally, the DB Contractor is working with its insurance provider on claims relating to the damage and loss of materials and equipment caused by Tropical Storm Imelda.

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 are 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

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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,

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 first quarter of Fiscal Year 2020, covering the period September 1, 2019 through November 30, 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 1-2 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 the 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 an 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.

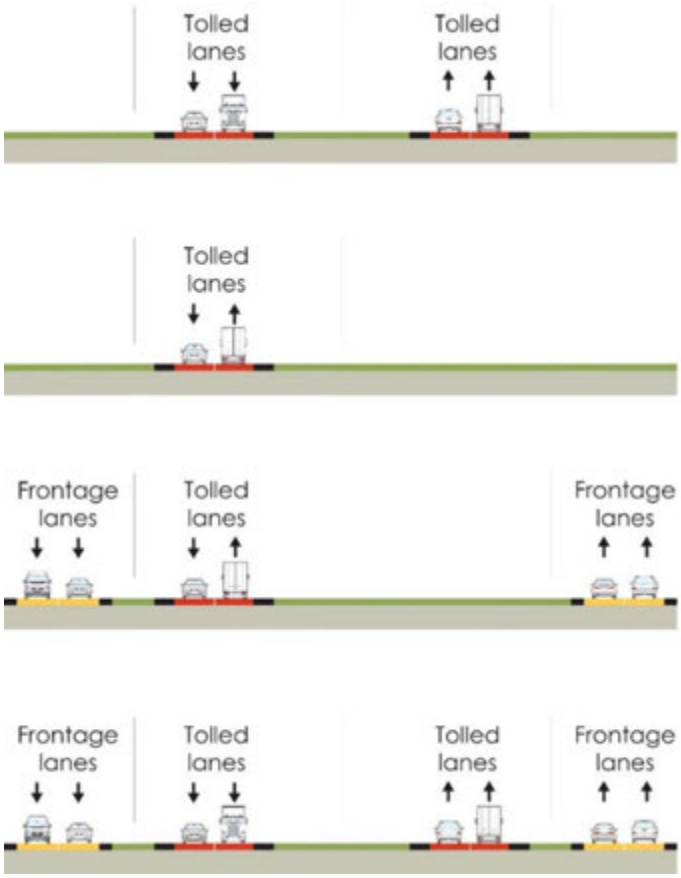


Figure 1.2: Typical Sections of H and I Project

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 April 24, 2022
- Projected Open to Traffic date is April 24, 2022
- Assumed 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 August 22, 2022

1.4 Purpose of the Report

GPTC Trust Agreement Section 407 states that 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 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 August 2019, (d) actual costs-to-date as of end of current quarter, or November 2019, (e) total actual costs-to-date expended as of November 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 August 2019, (d) actual costs-to-date as of end of current quarter, or November 2019, (e) total actual costs-to-date expended as of November 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. 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.

The H and I Project is currently expected to be completed within the total budgeted amount shown in this report, which includes a contingency amount. The contingency amount is anticipated to be adequate to address increases in project costs relating to change orders and other cost uncertainties.

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

(Paid by Bond Proceeds)

	GPTC Bond Proceeds Budget [5]			Actuals [5]			Forecast[4]	Estimate at Completion (Actuals and Forecast)
Element	Original Proceeds	Adjustments Thru Nov'19	Adjusted Total	Expended Thru Aug'19	Expended This Quarter	Expended Thru Nov'19	Estimate to Complete	
Segments H, I-1, & I-2								
Design-Build Agreement [1,3]	894,702	5,723	900,424	219,901	27,109	247,010	653,414	900,424
Right of Way Acquisition [1]	330,000	-	330,000	90,047	9,112	99,159	230,841	330,000
Toll Equipment & Integration [1]	32,000	6,894	38,894	700	164	864	38,030	38,894
Environmental Mitigation [1]	24,000	(12,000)	12,000	9,948	0	9,948	2,052	12,000
TxDOT Agency Costs [1]	53,737	7	53,744	23,681	3,808	27,489	26,255	53,744
Project Contingencies [1]	110,000	(624)	109,376	-	-	-	109,376	109,376
Subtotal Project Costs	$1,444,438	-	$1,444,438	$344,276	40,193	384,469	1,059,968	$1,444,438
Financing Costs								
Capitalized Interest (2018 Bonds/BANs) [1]	309,855	-	309,855	62,038	37,099	99,137	210,718	309,855
Cost of Issuance (2018 Bonds/BANs) [1]	11,537	-	11,537	11,294	12	11,306	231	11,537
Capitalized Interest (50% of Series 2013E) [2]	29,639	-	29,639	29,639	-	29,639	-	29,639
Cost of Issuance (50% of Series 2013E) [2]	958	-	958	958	-	958	-	958
Rate Stabilization Fund [1]	50,000	-	50,000	50,000	-	50,000	-	50,000
Subtotal Financing Costs	$401,988	-	$401,988	$153,929	$37,111	$191,039	$210,949	$401,988
Total Project and Financing Costs	$1,846,427	-	$1,846,427	$498,205	$77,304	$575,508	$1,270,917	$1,846,427

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)

(Paid by Fund 0006)

	TxDOT Budget [1]			Actuals [1]			Forecast	Estimate at Completion (Actuals and Forecast)
Element	Original Budget	Adjustments Thru Nov'19	Adjusted Total	Expended Thru Aug'19	Expended This Quarter	Expended Thru Nov'19	Estimate to Complete	
TxDOT Agency Costs								
TxDOT Management	1,885	-	1,885	1,885	-	1,885	-	1,885
Feasibility Studies	8,840	-	8,840	8,840	-	8,840	-	8,840
Traffic and Revenue Studies	1,126	(3)	1,123	1,123	-	1,123	-	1,123
Procurement, Legal and Financial	6,660	-	6,660	6,660	-	6,660	-	6,660
Subtotal TxDOT Agency Costs	$18,511	($3)	$18,508	$18,508		$18,508		$18,508
TxDOT District Project								
District I-2B Construction Project [2]	59,000	2,193	61,193	60,965	457	61,422	51	61,473
Subtotal TxDOT District Project	$59,000	$2,193	$61,193	$60,965	$457	$61,422	$51	$61,473
Total Project and Financing Costs	$77,511	$2,190	$79,701	$79,474	$457	$79,931	$51	$79,981

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. Budget adjustment to match actual costs at completion is pending closeout activities and will be reported in the next quarter.

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

Element	Forecast [2]							Total Estimate to Complete
	Fiscal Year 2020		Fiscal Year 2021		Fiscal Year 2022		FY 2023	
	3-month	6-month	6-month	6-month	6-month	6-month		
Segments H, I-1, & I-2								
Design-Build Agreement Costs [1]	80,719	130,996		123,217	108,252	73,824		653,414
Right-of-Way Acquisition	88,091	97,204	136,407	19,661	19,661	2,750	2,750	724	230,841
Toll Equipment & Integration	6,408	6,572	5,714	5,714	6,812	6,812		38,030
Environmental Mitigation	925	925	81	81	20	20	-	
TxDOT Agency Costs	3,250	7,057	4,561	4,561	3,413	3,413	-	2,052 26,255
Project Contingencies							-	109,376
Subtotal Project Costs	$179,392	$242,754	$166,424	$153,234	$121,246	$86,818	109,376 $110,100	$1,059,968
Financing Costs								
Capitalized Interest (2018 Bonds/BANs)		37,099	37,099	37,099	37,099	37,099	25,222	210,718
Cost of Issuance (2018 Bonds/BANs)	231							231
Capitalized Interest (50% of Series 2013E)		-	-	-	-	-	-	
Cost of Issuance (50% of Series 2013E)	-	-	-	-	-	-	-	
Rate Stabilization Fund	-	-	-	-	-	-	-	-
Subtotal Financing Costs	$231	$37,099	$37,099	$37,099	$37,099	$37,099	$25,222	$210,949
Total Project and Financing Costs	$179,623	$279,853	$203,523	$190,333	$158,345	$123,917	$135,322	$1,270,917

Figures shown may not add to totals due to rounding.

Notes:

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 [1,4]		Earned Value [2]		Cumulative Paid-to-Date [3]
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 [5]	8/31/2019	209,027	429,927	68,836 [6]	247,010	247,010
9/1/2019 [5]	11/30/2019	101,313	531,240	65,016	312,026	247,010
12/1/2019	2/29/2020	62,316	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			

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.
6. Earned Value reported in last quarterly report was adjusted downward after resubmittal of August Draw addressing detailed review comments from the GEC.

3.0 Overall Progress of Construction

Construction activities started on the project in summer of 2018 and have continued to progress although progress in this quarter was affected by Tropical Storm Imelda. The DB Contractor has reported that work-in-progress and access to sites were affected from the event in all four counties traversed by the project to the extent that no work could be performed for several days. Additionally, activities such as dewatering, regrading of drainage ditches, repairing a crossing and reconstructing the haul road were carried out as a result of the event in addition to general site cleanup and debris removal in order to get back to full production based on the progress before the event. The DB Contractor also suffered loss of construction equipment due to flood levels and washout of material from the top layer of embankment and slopes that were under construction. The schedule is being discussed in project meetings with the DB Contractor. See Section 5 of this report for additional schedule information.

Overall, 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. Also included with Appendix A are photographs showing flooding of project site due to Tropical Storm Imelda.

3.1 Public Information & Communications by DB Contractor

Domain name www.sh99grandpkwy.com is maintained by the DB Contractor and continues to be a source of information for the project. Additionally, the DB Contractor is required to maintain 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, 1,034 recipients (elected officials, TxDOT, corridor residents, business owners, and GPI staff) are signed up to receive project alerts, newsletters, etc.

Social media presence for the project continued to increase. At closing of this quarter, the project website had 325 followers on Twitter site and 2,043 followers on Facebook (FB). The number of people who had viewed any posts from the GPI FB page on their screen was 8,329 for the most recent month of the quarter ended November 2019. Figure 3.1 shows a snapshot of presence on social media.

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:

- Cedar Bayou Navigation District
- Dayton Community Development Corporation
- City of Baytown in The Woodlands, for the Commercial Real Estate Association of Montgomery County
- City of Baytown and organizers of the La Porte Half Marathon for route coordination
- Various construction coordination meetings

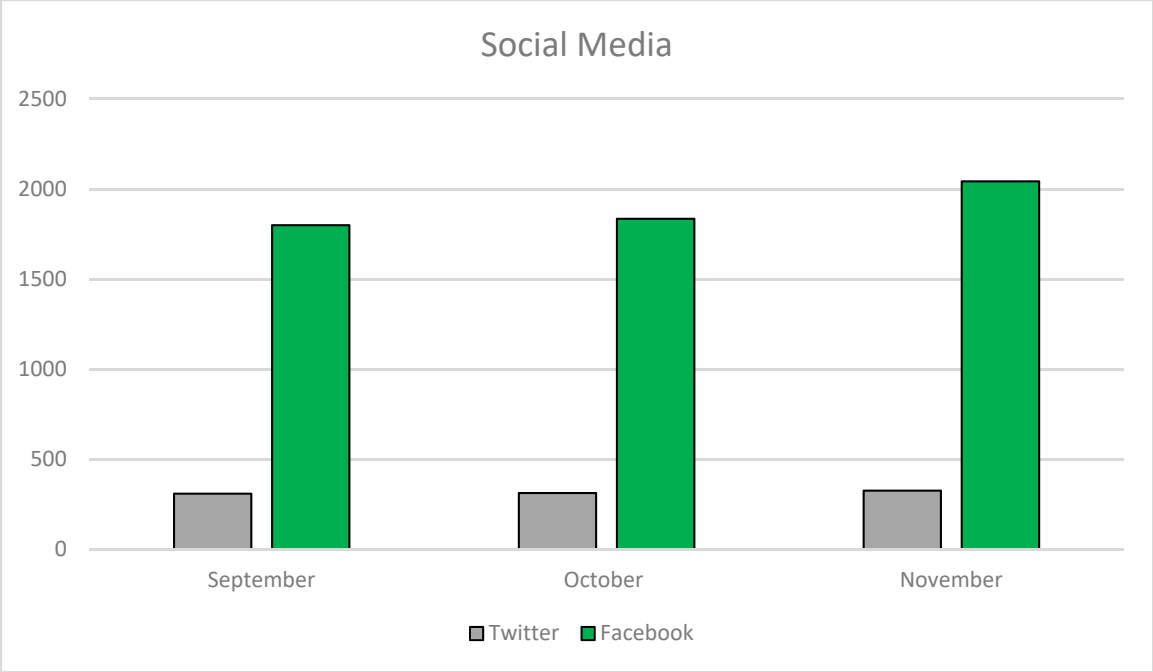


Figure 3.1: Grand Parkway Social Media Presence

3.2 Utilities

DB Contractor continues to negotiate PUAA'S with utility owners and has completed sending out the PUAA's to all known affected utility owners. Twenty five (25) PUAA's have been fully executed. The remaining PUAA's are currently being reviewed by the utility owners whereas Phoenix Hydrocarbon & SHECO PUAA's are being negotiated. 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
PUAA's	
Anticipated Total	39
Executed	25
Remaining	14
UAAA's	
Anticipated Total	64
Executed	19
Remaining	45

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 PUAA's, UAAA's, 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% plans being reviewed for approval.
- Mt. Belvieu – Original 100% design was changed, and updated plans were approved by the utility owner.
- DECON – Protective slab design is in progress.
- AT&T – 100% of relocations addressed and being designed.

Status of utility owner managed design is as follows:

- Entergy Transmission – Designs are complete and pending submittal to TxDOT.
- Entergy Distribution – Designs along FM 1960, FM 1413, & US 90 are complete and now designing priority areas along FM 1485.
- CenterPoint Electric – DB Contractor has completed reviews of CenterPoint provided draft design and CenterPoint is compiling agreements. Coordination efforts are 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.

Utility coordination, design and field adjustment work is moving forward at a steady pace and the DB Contractor continues to make progress according to the schedule.

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 for Ponds – Parcel 1169 and 1170
- 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
- Gum Grove Road Drainage Easement
- Revised Drainage Outfall into Hackberry Gully @ Langston Blvd

In Segment I2, NEPA reevaluation for Koppel Road was submitted to TxDOT for review, and reevaluation at Wismer Road will be submitted thereafter.

Asbestos containing material & lead based paint abatement activities include:

- Asbestos Containing Materials were abated on concrete rail coating for both Goose Lake Bridges.
- Lead Based Paint on Cedar Bayou RR Bridge: Abatement for the bridge removal has been completed. The remaining activities where bridge is cut are being completed at the laydown yard.
- Structures Surveys –Parcels that have structures are continually being surveyed for Asbestos Containing Materials (ACM) and Lead Based Paint (LBP), with abatement scheduled on an ongoing basis.

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 will revise IP once all design changes have been completed.

Coordination with USACE is ongoing, a meeting with the USACE was held in October regarding the modification to the IP.

The DB Contractor conducted continuous monitoring and protection of nesting sites, in compliance with the Migratory Bird Treaty Act, in all active construction locations through September and will resume this monitoring in February 2020.

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 being made towards releasing parcels for construction through this reporting period. It is noted that the table individually accounts for parcels that sometimes are combined into a single parcel or are eliminated after ROW survey is completed because they did not reflect an affected parcel. An assessment of actual parcels acquired and released for construction against total to be acquired is discussed in Section 8 of this report. HNTB and Atkins, TxDOT Houston District's ROW acquisition management consultant, are monitoring the critical path for right of way parcels in condemnation.

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)	520	14	534	3
Surveys (prep, review, approval)	468	0	468	0
ESA Phase I's	244	0	244	0
Acquisition Packages (prep, review, approval)	462	1	463	1
Initial Offers Made	225	6	231	0
Final Offers Made	224	7	231	0
Closing Payment Packages (prep, approval, funding for PUA's and signed deeds)	385	49	434	2
Closings	109	28	137	3
Relocation, Relocation Payment Packages and 90-Day NTV's	209	8	217	5
ED Packages (prep, review, approval)	112	13	125	4
ED Proceedings (AAG approval and setting hearing)	66	20	86	22
ED Payment Packages (prep, approval, funding, deposit and 30-day NTV)	171	50	221	6
Released for Construction	134	46	180	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 is as follows:

- Design has been progressing and is approximately 98% complete.

Figure 3.2: DB Contractor Priority Areas for Design Development

- DB Contractor continues to review and develop the remaining 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 have been made for Segments H-1A, H-1B, H-1C, I-1A, I2-A1, I2-A2, I2-B1 and I2-B2.
- 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.

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: 71 (19 open)
- Observation Reports issued as of closing of current quarter: 16 (6 open)
- Engineering Judgements: 82
- Construction Deficiencies: 81 (28 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: 8
- Defects Resolved this Period: 8
- Defects Total to Date: 63
- Defects Resolved to Date: 57
- Defects Currently Unresolved: 6

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.

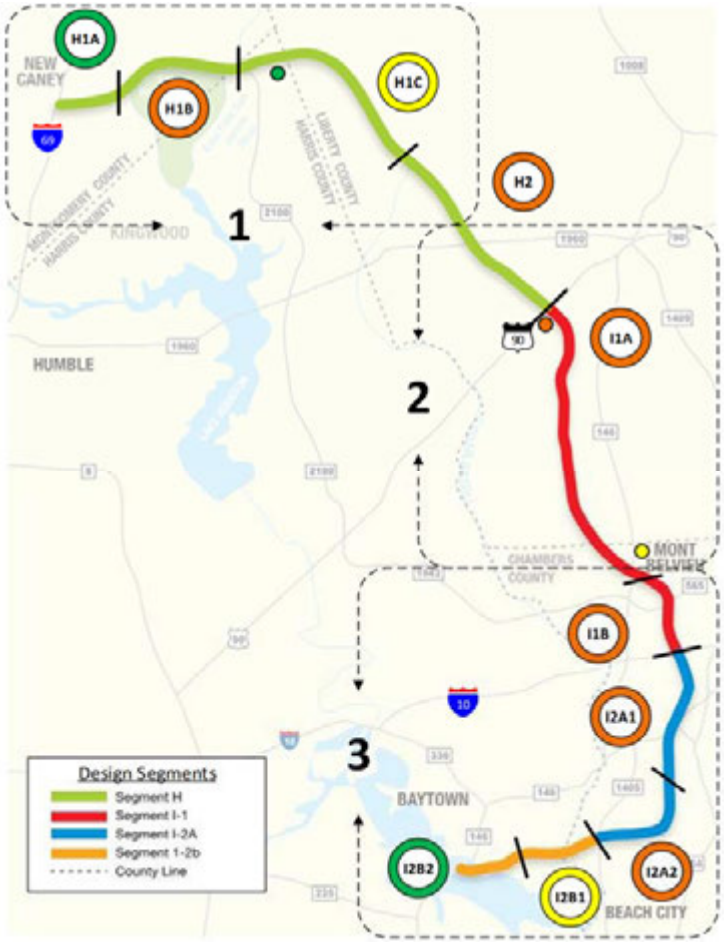


Figure 3.3: Construction Segments and Priority Design Areas

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:

<u>Segment 1:</u>

Activities in H-1A included:

- Carried out Tropical Storm Imelda related clean up including opening blocked ditches, clearing debris, installing pumps to detour water out of the ROW, and processing embankment to make it dry quicker
- Established embankment US59 to Loop 494
- Continued proof rolling US59 to Loop 494
- Installed drainage safety-end-treatments west of US59
- Performed level up, coping and flumes for retaining walls 06B, 04, 03, 07 and 08
- Continued to establish drainage ditches, proof roll / access east of Loop 494
- Established embankment east of Loop 494

- Continued organics and sulfates sampling
- Completed drill shafts for Bridges 203, 204, 205, and 206
- Delivered and tied rebar cages for caps, footings, and columns and continued to form, pour, strip bridge columns and caps, for bridges 203 and 204 west of US-59 bents 13 and 14
- Initiated setting beams for Bridges 203 and 204 at spans 1 through 4
- Delivered and tied rebar cages for caps and columns, and continued to form, pour, strip bridge columns, caps, and abutments, and form, pour, strip bridge footings, for east of US-59 bridges 203 and 204 bents 18 - 21
- Formed, poured and stripped columns and caps for bridges 205 and 206

Activities in H-1B included:

- Carried out Tropical Storm Imelda related clean up including opening blocked ditches, clearing debris and processing embankment to make it dry quicker
- Completed ROW inspection
- Continued embanking operations and proof rolling
- Carried out tree cutting and grubbing, including demolition of existing structures
- Delivered and tied rebar cages for drill shafts, columns, and continued to drill and pour bridge shaft foundations, and form, pour, strip drill shaft extensions for bridges 217 – 219
- Installed leveling pad and underdrain for Retaining Walls 1, 2 and 3
- Installed panels at Retaining Wall 1, 2 and 3

Activities in H-1C included:

- Carried out Tropical Storm Imelda related clean up including opening blocked ditches, clearing debris, installing pumps to detour water out of the ROW and processing embankment to make it dry quicker so it could pass densities
- Performed ROW inspections west of Luce Bayou
- Performed ROW inspections west of Plum Grove
- Carried out organics and sulfates sampling
- Performed tree cutting and grubbing
- Performed Luce Bayou siphon structure work
- Installed RCP and inlets
- Excavated ditch material for borrow pit sampling
- Established embankment
- Performed foundation improvement Retaining Walls 17, 18 and 19
- Started to install level pad and underdrain Retaining Walls 17, 18 and 19
- Installed panels for Retaining Walls 8, 9, 10, 14, 15, 16, 17, 18, 19, 24 and 26
- Constructed siphon structure headwall at Luce Bayou
- Delivered and tied rebar cages for drill shafts, footings, columns, as well as continued to form, pour, strip ds extensions, footings, and columns for bridge 236

- Delivered and tied rebar cages for extensions, abutments and columns, as well as continued to form, pour, abutments, columns, and caps for Bridge 238

<u>Segment 2:</u>
Activities in H2 included:

- Carried out Tropical Storm Imelda related clean up including opening blocked ditches and clearing debris
- Did PI mapping in the Stoesser borrow pit
- Initiated lime and cement stabilization tests for the haul road
- Installed temporary crossings
- Completed ROW Stripping
- Excavated ditches along the ROW
- Worked on Drilled shafts at Abutment 1 and 2 of Bridge 250

Activities in I-1A included:

- Carried out Tropical Storm Imelda related clean up including opening blocked ditches, clearing debris, installing pumps to detour water out of the haul road, borrow pits, and ROW and processing embankment to make it dry quicker so it could pass densities
- Installed wick drains at Bridge 7A South (platform excavation, preparation, and wick drain installation)
- Performed lime operations at roadway embankments
- Widened temporary crossing by 20’ at Bridge 4A
- Placed lime slurry to repair the haul roads
- Constructed embankment
- Completed excavation for culvert 9, 10, 11 and 12
- Completed excavation for drainage crossing 39C,43,43B, and 44
- Installed culvert 9,10 and 11
- Installed 12” and 36” RCP
- Backfilled for culvert 9, 10, 11 and 12
- Installed crossing 39C – RCB 6’x4’ and 5’x3’
- Backfilled crossing and 43 and 43B
- Started installation of 4x4 RCB
- Installed culvert 4-8’x4’ at crossing 48
- Started installation of underdrain at Retaining Wall 16, 17, and 18
- Completed installation of panels including leveling pads at Retaining Wall 13, 14, 15, 16, 17 and 18
- Backfilled for Retaining Wall 13, 14, 15, 16, 17 and 18
- Formed and poured the footings Bridge 5 bents 3, 4 and 5
- Formed and poured the cap at Bridge 5A abutment 2
- Formed and poured the cap and backwall at Bridge 5B abutment 2
- Initiated setting of beams at Bridge 5B
- Completed abutments 1 and 2 at Bridge 6
- Constructed drill shafts on Bridge 7A bents 9, 10, 11 and 12 and abutment 13

- Constructed drill shafts on Bridge 7B bents 2, 3, 4, 5, 6, 7 and 8

Segment 3:

Activities in I2-A1 included:

- Carried out Tropical Storm Imelda related clean up including opening blocked ditches, clearing debris and installing pumps to detour water out of the haul road, borrow pits, and ROW and processing embankment to make it dry quicker so it could pass densities
- Placed bent caps at Bridge 15 at Bents 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15 and 16
- Placed embankment over wick drains North and South of Kilgore
- Installed temp drainage for temp widening at Kilgore
- Placed asphalt for temp widening
- Set concrete girders for bents 4, 5, 6, 13, 14, 15, 16, 17, 18 and 19

Activities in I2-A2 included:

- Carried out Tropical Storm Imelda related clean up
- Constructed embankment for MSE wall footings east and west of Fisher
- Formed and poured Culvert-1 tie-in west of Fisher
- Installed drainage pipes 2, 3 and 4 west of Fisher

Activities in I2-B1 included:

- Carried out Tropical Storm Imelda related clean up
- Installed panels for retaining walls 1, 2, 3, 4, 5 and 6
- Placed backfill for retaining walls 1, 2, 3, 4, 5 and 6
- Carried out lime operations
- Placed final embankment lifts west bound mainlanes
- Placed base material for east and west bound mainlanes lots
- Installed storm sewer inlets east and west FM 1405

Activities in I2-B2 included:

- Carried out Tropical Storm Imelda related clean up
- MSE level pads and foundation improvements for retaining walls 26, 27 and 28
- Installed panels for retaining walls 26, 27 and 28
- Placed backfill for retaining walls 26, 27 and 28
- Began installation of MSE level pads for retaining walls 22, 23, 24 and 25
- Completed foundation improvements for retaining walls 26, 27 and 28
- Installed inlets I4 and I7
- Installed drainage pipes 74 thru 82
- Constructed base eastbound and westbound mainlanes east of Gooselake
- Placed bond breaker eastbound and westbound mainlanes east of Gooselake
- Constructed embankment for frontage road and ramp
- Installed culvert south of Wyoming

4.0 Substantial Completion

According to the most recent progress schedule submitted by the DB Contractor in this reporting period, Projected Substantial Completion of H and I Project is indicated to occur on April 24, 2022, which is outside the 1,693 days that are available to the DB Contractor after accounting for approved change orders. Therefore, the DB Contractor is forecasting a delay of 56 days as of end of November based on actual progress. Project completion through Final Acceptance is projected to be 120 days after the Projected Substantial Completion on August 22, 2022. The DB Contractor in the project meetings has indicated that overall impacts to the project completion schedule from Tropical Storm Imelda are still being assessed. The DB Contractor is in the process of preparing a Time Impact Analysis that is in compliance with requirements of the DBA. Upon review and approval of the Time Impact Analysis, the DB Contractor will have an updated baseline schedule fully incorporating the effects from Tropical Storm Imelda to the overall schedule.

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. According to the latest schedule from the DB Contractor sufficient progress will be made in Toll Zones to complete the handover to Toll System Integrator on September 27, 2021 which is after the target date of September 1, 2021 as per DBA and approved change orders. TxDOT continues to monitor the schedule for turning over the Toll Zones to the System Integrator.

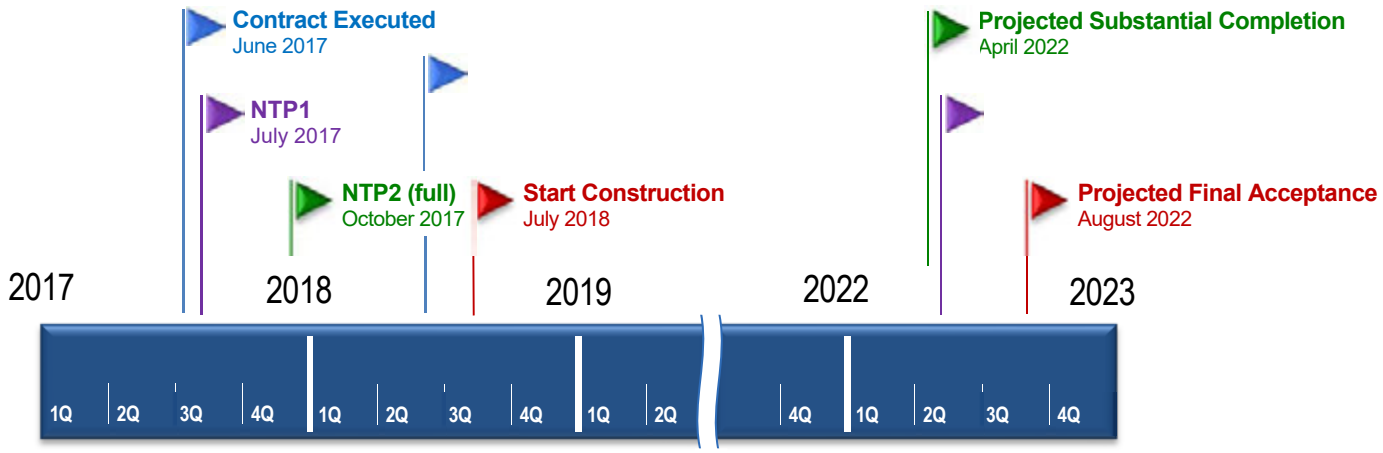
5.0 Material Problems Encountered

On September 19, 2019, Texas Governor Greg Abbott declared a state of disaster for the counties impacted by Tropical Storm Imelda. Each of the four counties: Chambers, Harris, Liberty and Montgomery traversed by the project were covered by the Governor's declaration. Work production was affected due to flooding within the project right of way, laydown areas and at borrow sites. In general, this included: damage to fixtures, materials, supplies, tools, machinery and equipment; damage to in-progress works such as walkways, signs, formwork, falsework, site-access, etc.; lost time and cost due to restoration activities and rework; and debris removal, clean-up and restoration of work site to pre-tropical storm state. The DB Contractor is working with its insurance provider on claims relating to the damage caused by Tropical Storm Imelda.

As of November 20, 2019, reporting period included with the latest draw submittal made by the DB Contractor (in this reporting period), actual schedule percent complete was 35% (as measured by the Primavera performance based cost loaded schedule submittal). This is behind the Planned Schedule Percent Complete of 41%. 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. Earned value in the most recent six months has trailed off as the DB Contractor appeared to be challenged by some staffing issues on earthwork to meet full planned production efforts and subsequently was impacted by the effects of Tropical Storm Imelda.

Projected Substantial Completion as of this reporting period is expected to occur on April 24, 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 after considering any additional days added to the contract. Upon review and approval of the Tropical Storm Imelda related Time Impact Analysis, any additional approved days added to the contract will be reflected in a revised baseline schedule.

Commencement of toll revenues is anticipated to occur at Projected Substantial Completion, which is currently estimated to be April 24, 2022, as described above, and is before the Revenue Commencement date included in the CDM Smith traffic and revenue assumptions. CDM Smith's 2018 T&R Bring Down Letter assumes 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

The DB Contractor brought forward 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 has escalated this issue to the Dispute Review Board (DRB) as allowed under the DBA.

Several 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, toll charges from toll road usage and Bridge span-length requirement at US90 pertaining to UPRR right of way. Additionally, TxDOT has requested a

proposal for design and construction of four ramps, including extending the Kingwood Drive Bridge to accommodate future U-turns under the bridge.

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

No additional change orders were approved in this reporting period. Appendix B provides the overall list of approved change orders. With the approval of change orders as listed in Appendix B, 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 lump sum Change Order amount. The bridge modifications in this pending change order include longer structural steel spans and a longer bridge to accommodate savings in right of way costs that avoid impacts to existing and proposed rail yard operations just north of Mont Belvieu which serve the petrochemical industries in that area. 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 [1]	235
Surveys Submitted for TxDOT Approval [2]	235
Right-of-Entry – Signed or verbal [3]	217
Parcels in Possession and cleared for construction [4]	158

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, 158 out of the estimated total parcels to be acquired, or 67% 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. A sufficient number of parcels have been cleared for construction to progress.

9.0 Discussion of Other Matters

A site visit by FHWA and TIFIA representatives took place on September 4, 2019. The team visited project site and was given a progress update by GEC and TxDOT project staff. Information provided to the participants covered data as reported in the third quarter construction progress report for FY 2019.

APPENDIX A – Construction Photos for the Quarter

Figure A.1: Demo of Existing Community Dr and Embankment Construction in Segment H1A

Figure A.2: Abutment Backwall Being Poured at Bridge 204 in Segment H1A

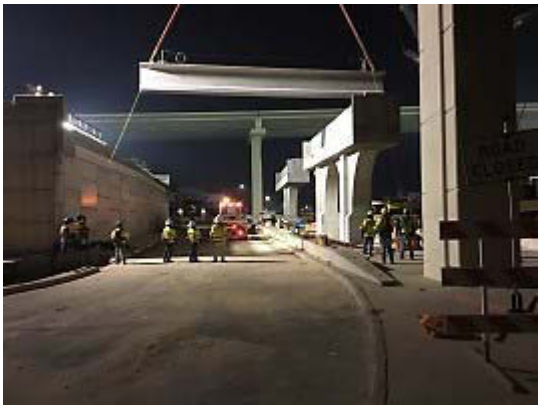


Figure A.3: Beam Placement at Bridges 203 & 204 in Segment H1A

Figure A.4: Bridge 203 During Tropical Storm Imelda in Segment H1A

Figure A.5: Panels Being Set at Retaining Wall 24 in Segment H1C

Figure A.6: Beams Being Placed at Bridge 5B in Segment I1A

Figure A.7: Formwork for Leveling Pad MSE Wall in Segment I1A

Figure A.8: Embankment Progress in Segment I1A

Figure A.9: Borrow Pit Site after Tropical Storm Imelda in Segment I1A

Figure A.10: View of Construction at Bridge 7B in Segment I1A

Figure A.11: A View of Construction Site after Tropical Storm Imelda in Segment I1A

Figure A.12: Detour Road Construction in Segment I2A1

Figure A.13: Bent Cap Placement at Bridge 15 in Segment I2A1

Figure A.14: Concrete Girder Placement at Bridge 15 in Segment I2A1

Figure A.15: Retaining Wall Construction in Segment I2B1

Figure A.16: Lime Operations during Embankment Construction in Segment I2B2

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

January 13, 2020
Date