



GRAND PARKWAY H AND I PROJECT QUARTERLY CONSTRUCTION PROGRESS REPORT

Sept 1, 2020 - Nov 30, 2020

January 14, 2021



HNTB

Table of Content	Page
GEC Transmittal Letter	5
1.0 INTRODUCTION	7
1.1 Project Description	7
1.2 Design Build Agreement	9
1.3 Project Milestones.....	9
1.4 Purpose of the Report	9
2.0 Project Costs	10
3.0 Overall Progress of Construction	14
3.1 Public Information & Communications by DB Contractor	14
3.2 Utilities	15
3.3 Permits/Environmental.....	17
3.4 Right of Way	17
3.5 Design.....	18
3.6 Tolling Systems.....	20
3.7 Quality	20
3.8 Maintenance During Construction	20
3.9 Construction	21
4.0 Substantial Completion	26
5.0 Material Problems Encountered	26
6.0 Delivery Status of Equipment	29
7.0 Change Orders	29
7.1 Approved Change Orders.....	29
7.2 Pending Change Orders	30
8.0 Right of Way Acquisition	30
9.0 Discussion of Other Matters	31
APPENDIX A – Construction Photos for the Quarter	32
APPENDIX B – Change Orders List.....	36
APPENDIX C – Acronyms and Abbreviations	37

Figures	Page
Figure 1.1: Map of State Highway 99 (Grand Parkway) Project	7
Figure 1.2: Typical Sections of H and I Project	8
Figure 3.1: Grand Parkway Social Media Presence	15
Figure 3.2: DB Contractor Priority Areas for Design Development	19
Figure 3.3: Construction Segments and Priority Design Areas	21
Figure 5.1: H and I Project Milestones	28
Figure A.1: Bridge 204 Deck Pour in Segment H1A	32
Figure A.2: Bridge 209 Abutment 4 Pour in Segment H1B	32
Figure A.3: Lime Remix at a Ramp in Segment H1C	32
Figure A.4: Bridge 252 Deck Pour in Segment H2	33
Figure A.5: Embankment and CTB Placement in Segment H2	33
Figure A.6: HMA, Bond Breaker and CRCP Placement at FM 1413 in Segment I1A	33
Figure A.7: Embankment Placement South of Lynchburg Road in Segment I1A	34
Figure A.8: CTB Placement North of Fisher Road in Segment I2A2	34
Figure A.9: Aerial View of Bridge 20 in Segment I2B1	34
Figure A.10: Curb Placement at FM 1405 in Segment I2B1	35
Figure A.11: Concrete Placement at Frontage Road in Segment I2B2	35

Table 2.1A: GPTC H and I Project Budgets, Actuals, Forecasts and Total Estimated Costs (\$ Thousands).....	11
Table 2.1B: TxDOT H and I Budgets, Actuals, Forecasts and Total Estimated Costs (\$ Thousands).....	12
Table 2.2: H and I Project Forecast Costs (\$ Thousands)	13
Table 2.3: H and I Project Design Build Agreement Construction Draw (\$ Thousands)	14
Table 3.1: Status of Utilities Work	16
Table 3.2: Status of Right of Way Work	18
Table 8.1: Progress on Right of Way Acquisitions	30

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 November 30, 2020

January 14, 2021

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, and referred to in this report as the H and I Project. This report covers quarterly construction progress of the H and I Project only through November 30, 2020. Accordingly, the provision of this report does not, under any circumstances, imply that there has been no change in the information presented in this report since November 30, 2020.

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 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 'SAH', 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 first quarter of Fiscal Year 2021, covering the period September 1, 2020 through November 30, 2020. The 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 a 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.

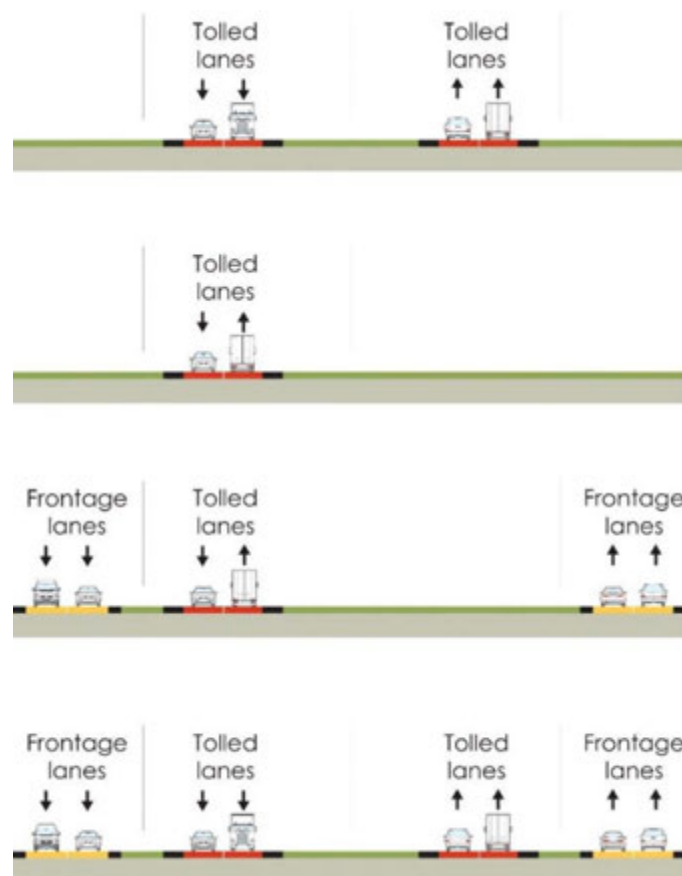


Figure 1.2: Typical Sections of H and I Project

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 1,723 days after NTP1
- Substantial Completion Deadline is March 29, 2022
- Projected Substantial Completion date is April 7, 2022
- Projected Open to Traffic date is April 7, 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 July 27, 2022
- Projected Final Acceptance is August 5, 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 2020, (d) actual costs-to-date as of end of current quarter, or November 2020, (e) total actual costs-to-date expended as of November 2020 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 2020, (d) actual costs-to-date as of end of current quarter, or November 2020, (e) total actual costs-to-date expended as of November 2020 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, and 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’20	Adjusted Total	Expended Thru Aug’20	Expended This Quarter	Expended Thru Nov’20	Estimate to Complete	
Segments H, I-1, & I-2								
Design-Build Agreement ^{1,3}	894,702	31,814	926,516	442,583	122,260	564,844	361,672	926,516
Right of Way Acquisition ¹	330,000	-	330,000	148,756	7,572	156,328	173,672	330,000
Toll Equipment & Integration ¹	32,000	6,407	38,407	1,223	9,900	11,123	27,284	38,407
Environmental Mitigation ¹	24,000	(13,356) ¹	10,644	9,961	-	9,961	683	10,644
TxDOT Agency Costs ¹	53,737	7	53,744	35,186	2,703	37,889	15,854	53,744
Segment I-2A EW4 Overpass DBB Project ⁶		35,025	35,025	-	-	-	35,025	35,025
Project Contingencies ¹	110,000	(59,897)	50,103	-	-	-	50,103	50,103
Subtotal Project Costs	\$1,444,438		\$1,444,438	\$637,709	\$142,435	\$780,145	\$664,294	\$1,444,438
Financing Costs								
Capitalized Interest (2018 Bonds/BANs) ¹	309,855	-	309,855	136,235	37,099	173,334	136,520	309,855
Cost of Issuance (2018 Bonds/BANs) ¹	11,537	-	11,537	11,322	15	11,337	200	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	\$228,154	\$37,114	\$265,268	\$136,720	\$401,988
Total Project and Financing Costs	\$1,846,427		\$1,846,427	\$865,864	\$179,549	\$1,045,413	\$801,013	\$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.
6. The EW4 Overpass is a planned Design Bid Build (DBB) Project expected to let in FY 2022. The budget line item includes construction, right-of-way, design, toll equipment and integration, and other anticipated project costs.

Table 2.1B: TxDOT H and I Budgets, Actuals, Forecasts and Total Estimated Costs (\$ Thousands)
(Paid by Fund 0006)

Element	TxDOT Budget ¹			Actuals ¹			Forecast	Estimate at Completion (Actuals and Forecast)
	Original Budget	Adjustments Thru Nov'20	Adjusted Total	Expended Thru Aug'20	Expended This Quarter	Expended Thru Nov'20	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	63,220	42	63,262	14	63,276
Subtotal TxDOT District Project	\$59,000	\$2,193	\$61,193	\$63,220	\$42	\$63,262	\$14	\$63,276
Total Project and Financing Costs	\$77,511	\$2,190	\$79,701	\$81,728	\$42	\$81,770	\$14	\$81,784

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 and other outstanding items. Budget adjustment to match actual costs at completion is pending closeout activities and will be reported at that time.

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

Element	Forecast ²					Total Estimate to Complete
	Fiscal Year 2021		Fiscal Year 2022		FY 2023	
	3-month	6-month	6-month	6-month		
Segments H, I-1, & I-2						
Design-Build Agreement Costs ¹	99,177	148,637	92,572	21,287	-	361,672
Right-of-Way Acquisition	46,252	53,824	36,436	36,436	724	173,672
Toll Equipment & Integration	3,222	13,122	5,470	5,470	-	27,284
Environmental Mitigation	292	292	50	50	-	683
TxDOT Agency Costs	2,228	4,931	4,347	4,347	-	15,854
Segment I-2A EW4 Overpass DBB Project ³	1,500	1,500	2,000	2,000	28,025	35,025
Project Contingencies	-	-	-	-	50,103	50,103
Subtotal Project Costs	\$152,671	\$222,306	\$140,875	\$69,590	\$78,852	\$664,294
Financing Costs						
Capitalized Interest (2018 Bonds/BANs)	-	37,099	37,099	37,099	25,224	136,520
Cost of Issuance (2018 Bonds/BANs)	200	-	-	-	-	200
Capitalized Interest (50% of Series 2013E)	-	-	-	-	-	-
Cost of Issuance (50% of Series 2013E)	-	-	-	-	-	-
Rate Stabilization Fund	-	-	-	-	-	-
Subtotal Financing Costs	\$200	\$37,099	\$37,099	\$37,099	\$25,224	\$136,720
Total Project and Financing Costs	\$152,871	\$259,405	\$177,974	\$106,689	\$104,076	\$801,013

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.
3. The EW4 Overpass is a planned Design Bid Build (DBB) Project expected to let in FY 2022. Forecast of \$28,025 listed under FY2023 consists of the following: FY 2023-\$17,000; FY 2024-\$6,000; and FY 2025-\$5,025.

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	8/31/2019	209,027	429,927	68,836	247,010	247,010
9/1/2019	2/29/2020	163,629	593,556	106,106	353,116	353,116
3/1/2020	8/31/2020	119,723	713,279	180,791 ⁶	533,907	442,583
9/1/2020 ⁵	11/30/2020	75,103	788,382	99,858	633,764	564,844
12/1/2020 ⁵	2/28/2021	55,826	844,208			
3/1/2021	8/31/2021	64,155	908,363			
9/1/2021	2/28/2022	18,153	926,516			

Figures shown may not add to totals due to rounding.

Notes:

1. Estimate of Construction Draw is based on the maximum payment schedule, including the H-West Option, and 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 row represents semiannual period included with this quarterly report.
6. Earned Value reported in last quarterly report for the period of 3/1/2020 to 8/31/2020 was adjusted to account for the resubmittal of August 2020 Draw by the DB Contractor.

3.0 Overall Progress of Construction

Construction activities started on the project in 2018 and have continued to progress. Overall, design submittals have been made to TxDOT for review and comment, leading to release-for-construction documents along the corridor. The DB Contractor continues 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 is maintained by the DB Contractor and continues to be a source of information for the project. The DB Contractor maintains an online Public Information Office in lieu of a physical location due to COVID-19 and Change Order #7.

Contact subscription list for the project stakeholders continues to grow. At closing of this quarter, 1,323 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 483 followers on Twitter site and 3,535 followers on Facebook. The number of people who had viewed any posts from the GPI Facebook page on their screen was 35,054 for the most recent month of the quarter ended November 2020. 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:

- On site meeting with Montgomery County officials to discuss the bridge beam setting operation over Baptist Encampment Road in New Caney
- Chambers County quarterly coordination meeting
- Montgomery County quarterly coordination meeting
- Weekly conference calls with city/county officials
- On site meeting with Oasis gas station manager at Lee Drive in Baytown
- Baytown Heights Development coordination meeting
- City of Mont Belvieu quarterly meeting

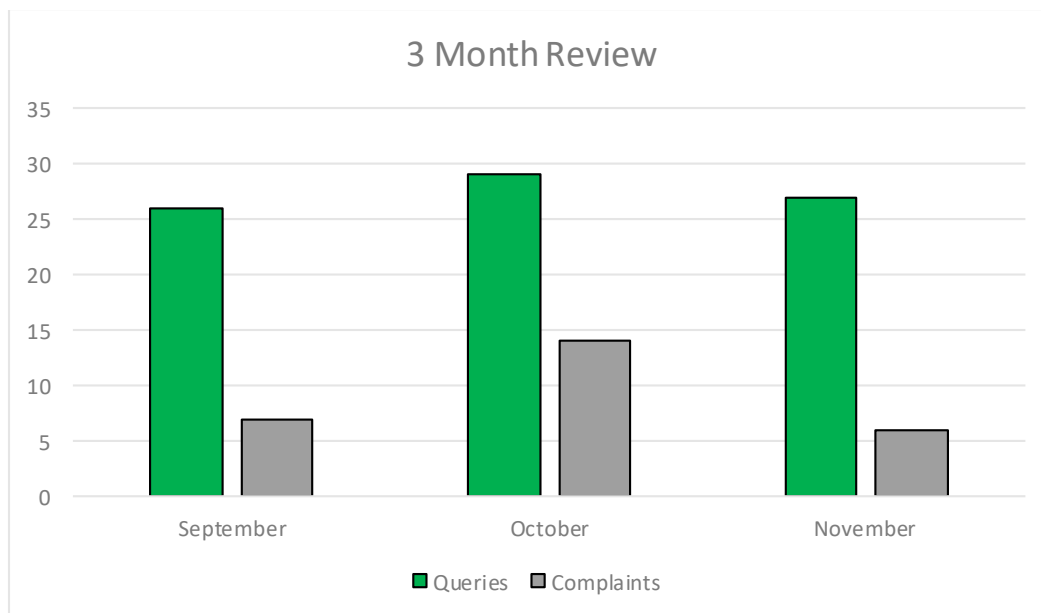


Figure 3.1: Grand Parkway Social Media Presence

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. A couple of PUAA's are being negotiated with the owner and overall, twenty-eight (28) PUAA's have been fully executed. 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
PAAA's	
Anticipated Total	30
Executed	28
Remaining	2
UAAA's	
Anticipated Total	72
Executed	58
Remaining	14

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 PAAA'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 are being reviewed for approval
- Mt. Belvieu – 100% design 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
- Entergy Distribution – 80% of relocations in Segment 1, and 100% of relocations in Segment 2 are complete
- CenterPoint Electric – 100% of CenterPoint relocations have been reviewed by the DB Contractor and are awaiting final agreements
- Comcast – 100% of designs have been provided to the DB Contractor by Comcast

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. Highlights of utility related construction activities are as follows:

- AT&T continued construction along FM 1485, where 100% of the duct system has been installed and AT&T is focusing on pulling cable and splicing

- Angel brothers installed the new 8" Water line along SH 146. Tie in to existing water system is pending
- CenterPoint set concrete poles at the end of Bridge 8
- CenterPoint boring mobilized at Needlepoint and began boring operations. Anticipate completing before the end of the year
- ONEOK added sleeves to PL 28-11
- Entergy began boring along FM 1485. Bores at Stevens Forest & Willaby have been completed.

3.3 Permits/Environmental

NEPA reevaluation documentation concurred by TxDOT after a review included FM 1960 Pond Reevaluation. A third package of reevaluations is being assembled which will include design changes and ROW clippings for embankment in H2 in addition to two drainage easements in Segment I1A.

Asbestos containing material & lead based paint abatement activities included:

- Phase II Abatement at Parcel 1311 (Placid Tank Farm) completed for Tank Farm. Tank Sludge Removal and Contaminated Soils were removed from location
- Structures' Surveys – Survey for Asbestos Containing Materials (ACM) and Lead Based Paint (LBP), with abatement scheduled on an ongoing basis.

The DB Contractor continues to work on the necessary environmental field studies to satisfy Special Condition two and four of the USACE Individual Permit (IP) and Nation-Wide Permit (NWP).

Coordination with USACE is ongoing regarding the modification to the IP. The DB Contractor made the Segment H and I IP submittal to USACE in December 2019. The permit transfer has been completed. COVID-19 has caused some delays with USACE reviews and approvals. The DB Contractor is coordinating with the USACE and is expecting to have this approved by beginning of 2021.

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 2021.

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	20	336	0
Appraisals (prep, approval for initial and ED update)	587	11	598	1
Surveys (prep, review, approval)	470	16	486	1
ESA Phase I's	244	0	244	0
Acquisition Packages (prep, review, approval)	464	0	464	1
Initial Offers Made	232	3	235	2
Final Offers Made	231	1	232	0
Closing Payment Packages (prep, approval, funding for PUA's and signed deeds)	459	3	462	0
Closings	154	6	160	1
Relocation, Relocation Payment Packages and 90-Day NTV's	228	12	240	2
ED Packages (prep, review, approval)	135	0	135	0
ED Proceedings (AAG approval and setting hearing)	128	22	150	3
ED Payment Packages (prep, approval, funding, deposit and 30-day NTV)	289	8	297	1
Released for Construction	234	1	235	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 H1A; US-69 to East of LP 494 and Section I2B2; 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 99% complete

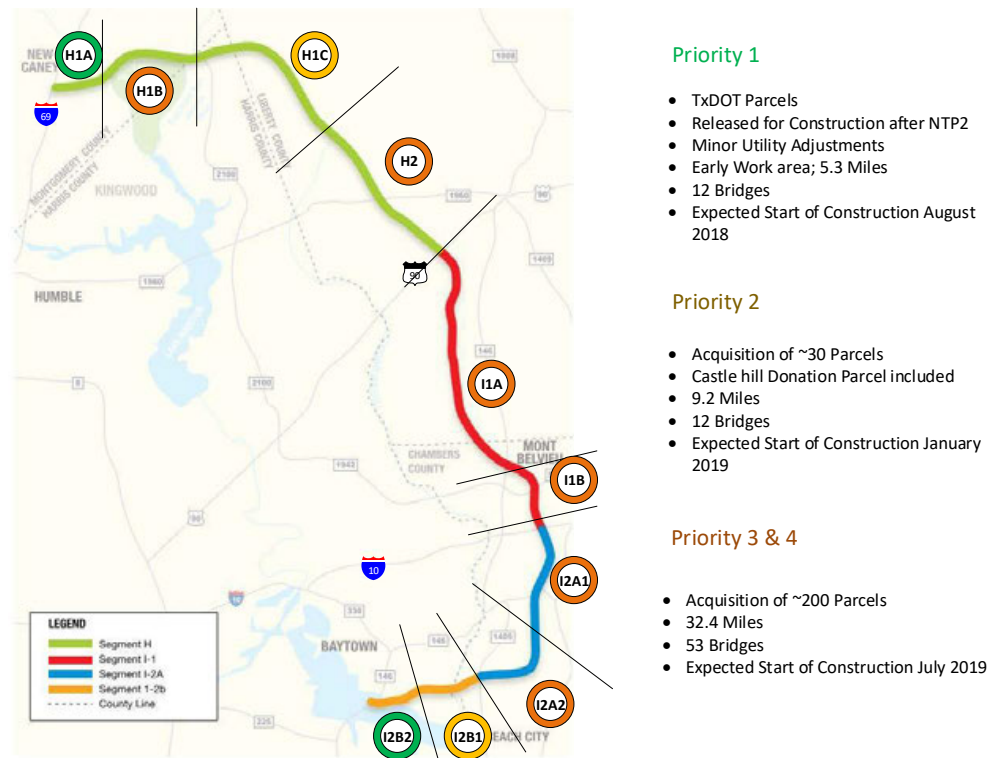


Figure 3.2: DB Contractor Priority Areas for Design Development

- 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 H1A, H1B, H1C, H2, I1A, I1B, I2A1, I2A2, I2B1 and I2B2
- GEC is regularly 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. Coordination between TransCore and the DB Contractor regarding construction in toll zones is on-going.

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 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: 267 (28 open)
- Observation Reports issued as of closing of current quarter: 19 (0 open)
- Engineering Judgements: 119
- Construction Deficiencies: 192 (26 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 in this quarter include:

- Weekly Inspections Completed: 9
- Monthly Inspections Completed: 3
- Special Inspections Completed: 0
- Incident Responses Attended: 0
- Defects Identified this Period: 10
- Defects Resolved this Period: 10
- Defects Total to Date: 91
- Defects Resolved to Date: 87
- Defects Currently Unresolved: 4

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.

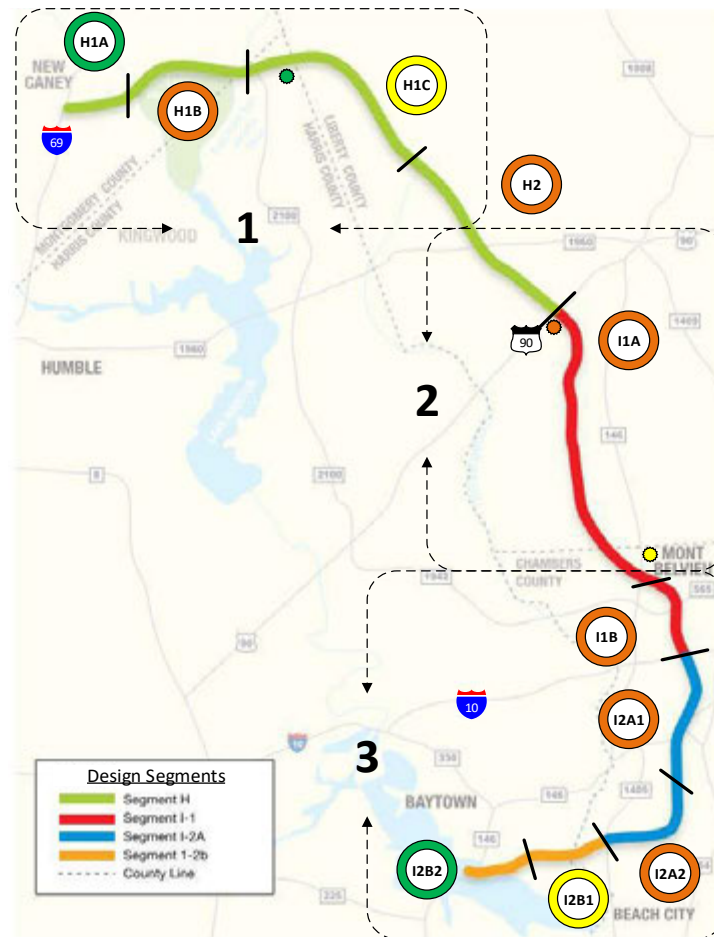


Figure 3.3: Construction Segments and Priority Design Areas

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)
 - STA 1016+60 to STA 1920+00 (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
 - STA 1920+00 to STA 2812+00 (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
 - STA 2812+00 to STA 2141+19 (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

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 H1A included:

- Sampled organics and sulfates
- Continued to establish drainage ditches, proof roll, and access east of Loop 494
- Carried out embankment operations east to Loop 494
- Placed topsoil along the ditch slopes for US 59 to Loop 494
- Completed approach slab pour and rail installation for Bridges 205 and 206
- Delivered, tied rebar cages, and installed deck panels for Bridges 207 and 208
- Completed abutment 1 and 2 approach slabs pour for Bridge 207

- Performed deck pour for Bridge 208
- Finished paving mainlanes west of US-59 to 494
- Carried out retaining wall level up and coping for retaining walls 5 and 11
- Delivered and tied rebar cages for deck on Bridges 203 and 204
- Placed unit 2 deck panels and poured deck for Bridge 204 west of US-59
- Installed rail for Bridge 204
- Continued abutment 21 approach slab pour for Bridges 203 and 204
- Initiated work on cast in place junction box JC1
- Began to form and pour drainage riprap

Activities in H1B included:

- Sampled organics and sulfates
- Demolished existing structures and established drainage ditches and access
- Performed embankment construction activities
- Excavated ditches along the frontage road
- Performed level up and coping for retaining walls 7, 8, 9, 10, 11, 12, 13, and 25
- Installed retaining wall panels and backfilled for retaining walls 8, 9, 10, 17 21, 22, 23, 24, and 25
- Installed RCP / RCB and drainage structures,
- Continued lime treatment at westbound main lanes and frontage road
- Delivered, tied rebar cages for drill shafts, and poured bridge shaft foundations for Bridges 209, 210, 211, and 212 at Caney Creek Tributary
- Formed, poured, and stripped abutments for Bridges 209 and 210 at Caney Creek Tributary
- Completed the installation of precast concrete beams for Bridges 213 and 214
- Installed rail for Bridges 215 and 216 at FM 1485
- Tied rebar cages for columns, poured columns, and installed bridge deck panels for Bridges 217, 218, and 219 around Peach Creek
- Installed precast concrete beams on spans 1-14 for Bridges 217 and 219
- Completed abutment 1 and 2 approach slabs pour for Bridges 215 and 216

Activities in H1C included:

- Sampled organics and sulfates
- Progressed construction of embankment for mainlanes and ramps
- Continued to establish drainage ditches and carried out proof rolling
- Carried out the installation of drainage structures in various locations

- Installed retaining wall panels and backfilled for retaining walls 4, 5, and 6
- Completed level up and coping for retaining walls 1, 4, 5, and 6
- Carried out lime application and placement of bond breaker for eastbound and westbound mainlanes
- Placed cement treated base on westbound and eastbound mainlanes
- Continued to deliver and tie rebar cages for drill shafts, footings, and columns for Bridges 220, 221, 226A, and 227A, 242, and 244
- Formed, poured, and stripped abutments for Bridges 228 and 229
- Completed unit 1 rail for Bridges 230 and 231
- Installed precast concrete beams for Bridge 236 and 238
- Continued concrete paving on westbound mainlanes
- Began abutment approach slabs Bridge 230, 231, 236, and 238
- Performed deck pour for Bridge 236 and 238

Segment 2:

Activities in H2 included:

- Excavated for retention pond at CR 621
- Completed embankment at exit ramps at FM 686 north and south and FM 1960 north
- Completed topsoil placement at Bridge 246, 248, and 250
- Completed leveling pads for retaining walls 21 and 22
- Completed erection of retaining walls 15, 16, 17, 18, 19, 20, 21, 22, 23, and 24
- Continued to erect retaining walls 1, 2, 3, 15, 16, and 25
- Completed leveling pads for retaining walls 21 and 22
- Constructed flume at retaining walls 7 and 9
- Completed lime and CTB placement at ramps 9A, 9B, and 10A
- Continued placement of bond breaker
- Finished approach slabs and deck at Bridge 248
- Completed approach slabs and concrete deck pour for Bridge 250 and 252
- Constructed abutments and completed riprap for Bridges 256, 258, and 260
- Finished drilled shafts for Bridges 1, 246, 260, 262, and 266
- Completed south abutment east and westbound, including rip rap for Bridge 1
- Initiated beam installations for Bridge 254
- Relocated power lines at CR 622, CR 602, and US 90

Activities in I1A included:

- Cleared parcels 1214, 1215, and 1231
- Placed embankment at ramps 11A, 11B, 11D, and 12D
- Completed embankment at Sunoco and Kinder Morgan Pipeline crossing
- Continued ponds 1 and 3 excavation
- Placed final grade lime at ramps 11A and 12C
- Completed cement treated base placement at ramps 11D, 12A, and 12C
- Installed reinforced concrete box at crossing 53, 54, 55, and 80
- Completed placing rebar and pavement along southbound mainlanes
- Constructed flumes on retaining walls 16, 19, and 22
- Completed panel installation and back fill on retaining walls 24, 25A, 26, and 27A
- Continued coping on retaining walls 24, 25A, 26, 27A, 28, and 29A
- Completed all deck placements for Bridge 7A and 7B
- Began to deliver and tie rebar cages for drill shafts, footings, and columns for Bridge 8

Segment 3:

Activities in I1A included:

- Placed embankment east of SH 146 and north of Langston
- Formed and poured abutment cap for Bridge 12

Activities in I1B included:

- Placed embankment wedge north and south of FM 565
- Installed settlement plates at Langston
- Balanced shoulders and slopes north of Langston
- Graded drainage swales
- Delivered and tied rebar for columns and caps for Bridge 14
- Installed MSE panels and backfilled for retaining walls 1, 2, 3, and 4
- Covered and curved deck on Bridge 15
- Installed inlets south of FM 565

Activities in I2A1 included:

- Tied rebar for ramp 15C
- Poured spans for Bridge 10, 11, and 12

- Set deck panels on spans 20-21 for Bridge 15
- Continued embanking activities and placement of cement treated base on westbound mainlanes north of Fisher
- Installed MSE wall panels and backfilled for retaining walls 7, 8, and 9
- Installed underdrains on retaining walls 13, 14, and 15 north of Kilgore
- Completed point and patched retaining walls 13, 14, and 15

Activities in I2A2 included:

- Embanked both sides of Fisher bridge
- Placed lime for mainlanes west of Fisher
- Placed cement treated base north of Fisher
- Installed ITS duct banks and ground boxes
- Formed, poured, and stripped deck for Bridge 18
- Set MSE panels on retaining walls 1, 2, and 3
- Performed foundation improvements and poured level pad for retaining wall 4
- Placed cement for temporary detour south of Fisher
- Removed concrete at ramp 15

Activities in I2B1 included:

- Placed cement east of FM 1405
- Concrete curb placement at FM 1405
- Progressed embank activities for eastbound mainlanes west of FM 1405
- Graded ditches on frontage road 6 and ramp 11
- Placed cement treated base for eastbound mainlanes
- Installed ITS duct banks for westbound frontage road 5
- Leveled up retaining wall and coped for walls 1 and 3
- Completed approach tie ins for Bridge 20

Activities in I2B2 included:

- Continued embankment build-up activities
- Tied rebar for Kilgore ramp 16C
- Graded frontage road at Veolia Driveway
- Started to tie rebar cages and pour columns and bents for Bridge 26
- Delivered and tied rebar for columns and caps for Bridge 25
- Completed subgrade improvement on frontage road 3 and 4 west of Lee Drive

- Placed concrete for frontage road 3
- Performed pavement removal between BS 146 and Wismer

4.0 Substantial Completion

The DB Contractor submitted Version 5 of the Project Baseline Schedule 3 (PBS3) in this quarter. This version incorporates design changes, additional costs due to the implementation of the previously approved change orders including the approved change order for impacts from Tropical Storm Imelda and re-sequencing of logic to expedite activities. This schedule is currently under review by TxDOT and has gone through an iteration to resolve review comments. Once approved, this Version 5 of PBS3 will replace the previously approved Version 4 of PBS3 that the DB Contractor utilizes for the purpose of reporting progress and preparing monthly draw requests. Version 5 of PBS3 currently indicates an overall Substantial Completion date of April 7, 2022, which is outside the 1,723 days that are available to the DB Contractor after accounting for previously approved change orders. The Projected Substantial Completion date of April 7, 2022 is nine days beyond the Substantial Completion Deadline of March 29, 2022. This Substantial Completion Deadline may be adjusted based on the days that may be awarded due to the delay caused by Tropical Storm Beta (discussed in Section 5.0) to the Project schedule.

Project completion through Final Acceptance is projected to be August 5, 2022, 120 days after the Projected Substantial Completion date.

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 good progress is being made in Toll Zones to complete the handover to Toll System Integrator and meet the contractual target date of September 30, 2021. TxDOT continues to monitor the schedule for turning over the Toll Zones to the System Integrator.

5.0 Material Problems Encountered

Outbreak of COVID-19: On March 13, 2020, the President of the United States declared the outbreak of COVID-19 a national emergency and the Texas Governor declared it an imminent threat of disaster for all counties (including Chambers, Harris, Liberty and Montgomery) in Texas. On August 8, 2020, the Texas Governor renewed the disaster proclamation for all counties in Texas to reflect the continued nature of the disaster. The DB Contractor initially notified TxDOT on March 24, 2020 that while it has taken steps to monitor and mitigate the impacts of COVID-19 to the project, GPI and its subcontractors have experienced some loss of workforce. Some of the DB Contractor's workers showed COVID-19 symptoms or had to care for someone with COVID-19 thereby requiring a quarantine time of a minimum of two weeks. Additionally, other workers in close contact with potentially infected staff also had to undergo quarantine to avoid spreading the virus to other workers. The pandemic has required additional coordination to minimize impacts to the Work while allowing construction to continue

following CDC and published guidelines. The DB Contractor has been engaged in partnering discussions with TxDOT and has submitted a partially complete change order request that includes labor, materials and other miscellaneous overhead costs to the Project for TxDOT to review and assess. TxDOT is currently reviewing this request for change order and the cost submitted with it to ensure it meets the DBA requirements. This partially complete change order request does not include a request for additional days because of the ongoing nature of the disaster. The full impact of the COVID-19 pandemic and the scope of any adverse impact on the construction of the H and I Project cannot be fully determined at this time.

Tropical Storm Beta: On September 21, 2020, Texas Governor Greg Abbott issued a proclamation declaring a state of disaster in certain counties including those encompassing the H and I Project, based on the existence of a threat of imminent disaster due to Tropical Storm Beta. Impacts to the Project from Tropical Storm Beta generally consisted of damage to finished slopes; silting at MSE backfill zones and structure foundations; flooding and saturation of borrow pits; flooding of embankment areas including subgrades; and damage to access roads. The DB Contractor performed additional tasks in preparation of the storm to preserve the worksite. Following the storm, additional activities were carried out that included general cleanup, debris removal and restoration of worksite to pre-tropical storm state.

The DB Contractor made a submittal of Time Impact Analysis from Tropical Storm Beta, including several revisions following reviews by TxDOT to be compliant with the requirements of the DBA. These submittals document the impact of Tropical Storm Beta on construction work and detail activities that had to be performed to bring progress back to the pre-storm state. A change order is pending approval that, if approved as submitted, will credit the DB Contractor six additional working days and no additional dollar amount for impacts to critical path activities due to Tropical Storm Beta.

Hurricane Laura: On August 23 and August 25, 2020, a proclamation was issued by Texas Governor Greg Abbott adding counties to disaster proclamations certifying that Hurricane Laura poses a threat of imminent disaster, including property damage along the Gulf Coast of Texas. Each of the four counties: Chambers, Harris, Liberty and Montgomery traversed by the project were covered by the Governor's proclamation. Minimal rainfall was experienced along the alignment and assessments made by the DB Contractor indicate no physical damage to the Project.

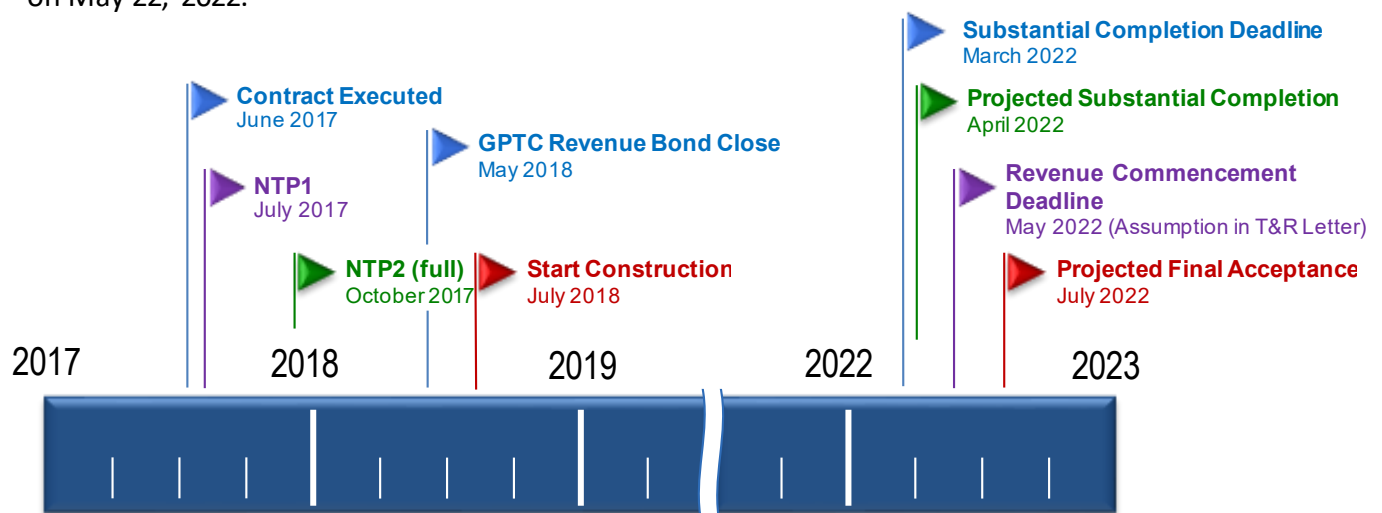
Tropical Storm Imelda: On September 19, 2019, Texas Governor Greg Abbott declared a state of disaster for the counties impacted by Tropical Storm Imelda. Upon final review and approval of the Time Impact Analysis Change Order #10 was approved during this quarter. This change order credited the DB Contractor 30 additional working days for impacts to critical path activities.

As of November 20, 2020, when the latest draw submittal was made by the DB Contractor in this reporting period, actual schedule percent complete was 68% (as measured by the Primavera performance based cost loaded schedule submittal). This is behind the Planned Schedule Percent Complete of 79%. 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. However, the earned value in the quarter included in this progress report has exceeded any previous quarter and the DB Contractor has been making good progress in spite of challenges from the effects of COVID-19.

As discussed in Section 4, Projected Substantial Completion is anticipated to occur by April 7, 2022 after incorporating schedule recovery measures included with Version 5 of the Project Baseline Schedule. The DB Contractor continues to be monitored closely and will be required to submit recovery schedules when applicable. The DBA requires a recovery schedule should any activity on the Critical Path be delayed either the greater of 30-days or a number of days equal to 5% of the days remaining until a completion deadline. When the Tropical Storm Beta related Time Impact Analysis receives final approval, any additional approved days added to the contract beyond the current Substantial Completion Deadline of March 29, 2022 will be reflected in a revised baseline schedule. The same process will be implemented for any additional days that may be awarded to the DB Contractor after a detailed review of the Time Impact Analysis and the change order request for COVID-19 related impacts.

Commencement of toll revenues is anticipated to occur at Projected Substantial Completion, which is currently estimated to be April 7, 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 escalated this issue to the Dispute Review Board (DRB) as allowed under the DBA. On January 14, 2021, the DRB issued its decision, denying all of the relief sought by the DB Contractor. The DB Contractor has until February 3, 2021 to request a review of the DRB decision by the State Office of Administrative Hearings. If the DB Contractor does not request that review by the deadline, the DRB decision becomes final.

A few other requests for partnering have 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 toll charges from the DB Contractor toll road usage and the DB Contractor's claim of a change in the number of drainage discharge points from TxDOT's initial design resulting in additional infrastructure.

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

Two additional change orders were approved in the quarter.

Change Order #8

This change order includes design and construction of a longer bridge over the Union Pacific Railroad (UPRR) at US 90. The ROW width for UPRR was found to be wider and dictated a need for a longer bridge to avoid encroaching the railroad ROW.

- UPRR ROW Width Change at US 90
 - Amount: \$1,641,687.31
 - Days = 0

Change Order #10

This change order addressed impacts to the Project from Tropical Storm Imelda. Approved change order provided for 30 additional days and no additional payments.

- Impacts of Tropical Storm Imelda
 - Amount = \$0
 - Days = 30

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 seen a net increase from \$894,701,621.55 to \$926,515,520.81 and total days have increased from 1,674 to 1,723.

7.2 Pending Change Orders

Pending change orders are in various stages of partnering discussions where the cost, time or validity of the change is being determined. Such changes are discussed in Section 5 of this report. This includes a change order related to the impacts from COVID-19 and changes to drainage discharge locations. Of those pending change orders, two change orders were negotiated in the reporting period and are currently being processed for execution. These include a change order for impacts to Bridge 8 substructure from accommodation of detention ponds at Interchange Rail Park and a change order for impacts to the DB Contractor's critical path from Tropical Storm Beta. Details are as follows:

Pending Change Order #9

- Ponds at Interchange Rail Park – Under Bridge 8
 - Amount: \$ 655,922.47
 - Days = 0

Pending Change Order #11

- Impacts of Tropical Storm Beta
 - Amount = \$0
 - Days = 6

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
Parcels in Possession and cleared for construction ³	234

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. As of reporting period, 234 out of the estimated total parcels to be acquired, or 99% 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

There are no additional other matters related to the H and I Project Construction that have been requested by the TIFIA Lender in this quarter.

APPENDIX A – Construction Photos for the Quarter

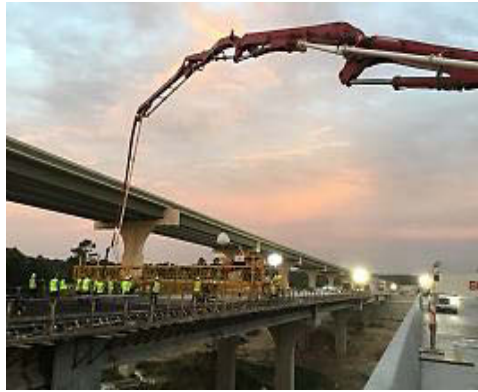


Figure A.1: Bridge 204 Deck Pour in Segment H1A



Figure A.2: Bridge 209 Abutment 4 Pour in Segment H1B



Figure A.3: Lime Remix at a Ramp in Segment H1C



Figure A.4: Bridge 252 Deck Pour in Segment H2



Figure A.5: Embankment and CTB Placement in Segment H2



Figure A.6: HMA, Bond Breaker and CRCP Placement at FM 1413 in Segment I1A



Figure A.7: Embankment Placement South of Lynchburg Road in Segment I1A



Figure A.8: CTB Placement North of Fisher Road in Segment I2A2



Figure A.9: Aerial View of Bridge 20 in Segment I2B1



Figure A.10: Curb Placement at FM 1405 in Segment I2B1



Figure A.11: Concrete Placement at Frontage Road 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	73,942
3	Bridge Over Rail Yard/Speer Property	Executed	4/10/2020	0	17,600,000
4	CWA Siphon at Luce Bayou	Executed	5/3/19	0	4,799,827
5	Kingwood Drive Overpass Ramps & U-turn	Executed	2/9/20	0	6,522,000
6	City of Mont Belvieu Installation of RCB in lieu of Ditch	Executed	5/22/20	0	510,620
7	PIO Office, Computers, Equipment, and Software	Executed	8/6/20	0	(183,273)
8	UPRR ROW Width Change at US90	Executed	9/30/20	0	1,641,687
10	Impacts of Tropical Storm Imelda	Executed	11/22/20	30	-
Subtotal Executed Change Orders				49	31,813,899
9	Ponds at Interchange Rail Park – Under Bridge 8	Pending		0	655,922
11	Impacts of Tropical Storm Beta	Pending		6	-
Subtotal Pending Change Orders				6	655,922
Total Executed and Pending Change Orders				55	32,469,822

Figures shown may not add to totals due to rounding.

Note:

With the approved change orders, the total construction cost for the DBA has increased by \$31,813,899 from \$894,701,621.55 to \$926,515,520.81 and the total days have increased by 49 from 1,674 to 1,723.

APPENDIX C – Acronyms and Abbreviations

ATC	Alternate Technical Concept
AUA	Abbreviated Utility Agreement
CDC	Centers for Disease Control and Prevention
CPM	Critical Path Method
CR	County Road
CRCP	Continuously Reinforced Concrete Pavement
CTB	Cement Treated Base
DB	Design Build
DBA	Design Build Agreement
DBB	Design Bid Build
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
HMA	Hot Mix Asphalt
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
RCB	Reinforced Concrete Box
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.

DocuSigned by:
Benjamin H. Asher
E40115EC36E4474

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

1/22/2021

Date