



GRAND PARKWAY H AND I PROJECT QUARTERLY CONSTRUCTION PROGRESS REPORT

Mar 1, 2021 - May 31, 2021

July 15, 2021



HNTB

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

Subject: Grand Parkway System – H and I Project
Quarterly Construction Progress Report for Fiscal Quarter Ended May 31, 2021

July 15, 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 May 31, 2021. 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 May 31, 2021.

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,



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

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 constructed 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 was 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.

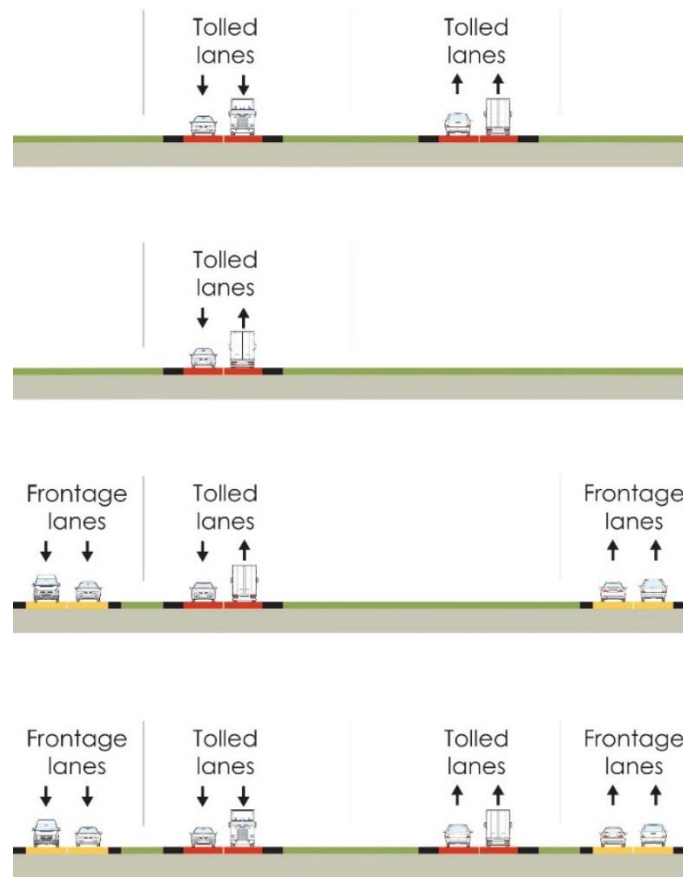


Figure 1.2: Typical Sections of H and I Project

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 1,729 days after NTP1
- Substantial Completion Deadline is April 4, 2022
- Projected Substantial Completion date is April 10, 2022
- Projected Open to Traffic date is April 10, 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 August 2, 2022
- Projected Final Acceptance is August 8, 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 February 2021, (d) actual costs-to-date as of end of current quarter, or May 2021, (e) total actual costs-to-date expended as of May 2021 and (f) a forecast comprising an estimate of costs-to-complete. Table 2.1B provides: (a) a detailed breakdown of the TxDOT budgets to cover portion of TxDOT's Agency Costs and Segment I-2B Frontage Road construction costs, (b) an adjusted budget showing an estimate of total project costs at completion, (c) actual costs-to-date as of previous quarter end, or February 2021, (d) actual costs-to-date as of end of current quarter, or May 2021, (e) total actual costs-to-date expended as of May 2021 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 5.0 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)

Element	GPTC Bond Proceeds Budget ⁵			Actuals ⁵			Forecast ⁴	Estimate at Completion (Actuals and Forecast)
	Original Proceeds	Adjustments Thru May'21	Adjusted Total	Expended Thru Feb'21	Expended This Quarter	Expended Thru May'21	Estimate to Complete	
Segments H, I-1, & I-2								
Design-Build Agreement ^{1,3}	894,702	32,470	927,171	656,183	36,763	692,947	234,225	927,171
Right of Way Acquisition ¹	330,000	-	330,000	160,980	2,509	163,489	166,511	330,000
Toll Equipment & Integration ¹	32,000	6,407	38,407	18,522	427	18,949	19,458	38,407
Environmental Mitigation ¹	24,000	(13,356)	10,644	9,967	4	9,971	673	10,644
TxDOT Agency Costs ¹	53,737	7	53,744	39,995	2,745	42,740	11,004	53,744
Segment I-2A EW4 Overpass DBB Project ⁵		35,025	35,025	76	32	108	34,917	35,025
Project Contingencies ¹	110,000	(60,553)	49,447	-	-	-	49,447	49,447
Subtotal Project Costs	\$1,444,438		\$1,444,438	\$885,723	\$42,481	\$928,204	\$516,235	\$1,444,438
Financing Costs								
Capitalized Interest (2018 Bonds/BANs) ¹	309,855	-	309,855	173,334	37,099	210,433	99,421	309,855
Cost of Issuance (2018 Bonds/BANs) ¹	11,537	-	11,537	11,352	9	11,361	176	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	\$265,283	\$37,107	\$302,390	\$99,598	\$401,988
Total Project and Financing Costs	\$1,846,427		\$1,846,427	\$1,151,006	\$79,589	\$1,230,594	\$615,832	\$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 May'21	Adjusted Total	Expended Thru Feb'21	Expended This Quarter	Expended Thru May'21	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	4,715	63,715	63,487	45	63,532	183	63,715
Subtotal TxDOT District Project	\$59,000	\$4,715	\$63,715	\$63,487	\$45	\$63,532	\$183	\$63,715
Total Project and Financing Costs	\$77,511	\$4,712	\$82,223	\$81,995	\$45	\$82,040	\$183	\$82,223

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.

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

Element	Forecast ²				Total Estimate to Complete
	FY 2021	Fiscal Year 2022		FY 2023 (and later)	
	3-month	6-month	6-month		
Segments H, I-1, & I-2					
Design-Build Agreement Costs ¹	70,127	112,985	51,113		234,225
Right-of-Way Acquisition	51,315	50,302	50,302	14,592	166,511
Toll Equipment & Integration	8,518	5,470	5,470	-	19,458
Environmental Mitigation	273	200	200	-	673
TxDOT Agency Costs	4,140	3,432	3,432	-	11,004
Segment I-2A EW4 Overpass DBB Project ³	2,392	2,250	2,250	28,025	34,917
Project Contingencies	-	-	-	49,447	49,447
Subtotal Project Costs	\$136,765	\$174,639	\$112,766	\$92,064	\$516,235
Financing Costs					
Capitalized Interest (2018 Bonds/BANs)	-	37,099	37,099	25,224	99,421
Cost of Issuance (2018 Bonds/BANs)	176	-	-	-	176
Capitalized Interest (50% of Series 2013E)	-	-	-	-	-
Cost of Issuance (50% of Series 2013E)	-	-	-	-	-
Rate Stabilization Fund	-	-	-	-	-
Subtotal Financing Costs	\$176	\$37,099	\$37,099	\$25,224	\$99,598
Total Project and Financing Costs	\$136,941	\$211,738	\$149,865	\$117,288	\$615,832

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	533,907	533,907
9/1/2020	2/28/2021	131,072	844,351	159,040	692,947	692,947
3/1/2021 ⁵	5/31/2021	45,890	890,241	64,662	757,609	692,947
5/31/2021 ⁵	8/31/2021	15,564	905,805			
9/1/2021	2/28/2022	17,190	922,995			
3/1/2022	2/28/2022	4,176	927,171			

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 rows represent breakout of semiannual period to reflect the 3-month period included with this quarterly report.

3.0 Overall Progress of Construction

Construction activities started on the project in 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. Figure 3.1 shows a snapshot of the project website.

Contact subscription list for the project stakeholders continues to grow. At closing of this quarter, 1,297 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 485 followers on Twitter site and 4,608 followers on Facebook. The number of people who had viewed any posts from the GPI Facebook page on their screen was 46,527 for the most recent month of the quarter ended May 2021. Figure 3.2 shows a snapshot of presence on social media.



Figure 3.1: Grand Parkway Project Website

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:

- Weekly conference calls with city/county officials
- Construction coordination meeting with TXDOT’s FM 2100 Project
- Presentation (via Zoom) to Greater East Montgomery County Chamber
- Quarterly coordination meeting with City of Dayton
- Quarterly coordination meeting with Montgomery County
- Quarterly coordination meeting with City of Mont Belvieu
- Meeting with The Gator Ride organizers
- Quarterly coordination meeting with City of Baytown
- Quarterly coordination meeting with Chambers County
- Meeting with the Gomez family on site to remove roadside memorial
- FM 565 coordination meeting with City of Mont Belvieu
- Coordination meeting with Liberty County and City of Dayton officials
- Project update presentation to Women’s Council of Realtors Lake Houston

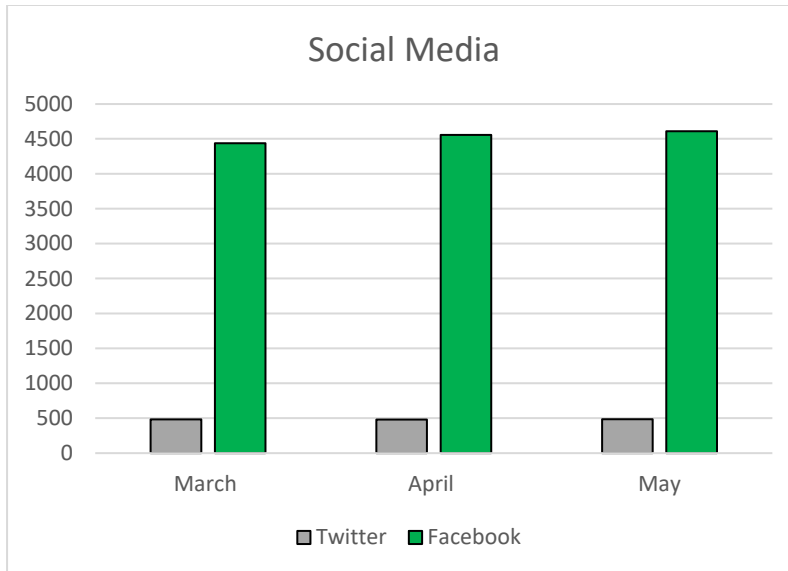


Figure 3.2: Grand Parkway Social Media Presence

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. One PUAA (Shell) is being negotiated with the owners. Overall, twenty-nine (29) of the thirty (30) 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
PUAA’s	
Anticipated Total	30
Executed	29
Remaining	1
UAAA’s	
Anticipated Total	78
Executed	63
Remaining	15

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:

- All DB Contractor managed designs are complete

Status of utility owner managed design is as follows:

- Entergy Transmission – Designs are complete
- Entergy Distribution – All designs for the project have been completed
- CenterPoint Electric – Designs are complete
- Comcast – 100% of designs have been provided to the DB Contractor by Comcast
- Suddenlink – Designs are complete

Utility coordination 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 completed conduit installation along FM 1485 and FM 1960.
- CenterPoint completed its relocations along FM 565 and Future Langston.
- Suddenlink completed the work for relocations along FM 1485 including splicing.
- Enterprise Continued relocating PL 13-12. Progress has slowed due to groundwater & weather impacts. Anticipated to be complete early June.

3.3 Permits/Environmental

Asbestos containing material & lead based paint abatement activities included:

- Close out documentation for Phase II Abatement work at Parcel 1311 (Placid Tank Farm)
- Structures' Surveys – Survey for Asbestos Containing Materials (ACM) and Lead Based Paint (LBP), with abatement scheduled on an ongoing basis

Segment H and I United States Army Corps of Engineers (USACE) Individual Permit (IP) was approved by USACE and mitigation was paid for and item is closed.

The DB Contractor continues to conduct monitoring and protection of nesting sites, in compliance with the Migratory Bird Treaty Act, in all active construction locations. DB Contractor will continue this monitoring through September 2021 for the year.

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 and the access is available to all the parcels. The following table provides a detailed status of progress towards completing right of way acquisition 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 8.0 of this report.

Table 3.2: Status of Right of Way Work

Item	Activities Completed Previous Periods	Activities Completed Current Period	Total Completed Activities	Activities In-Progress
Pre-Acquisition (Title Searches, ROEs, etc.)	336	0	336	0
Appraisals (prep, approval for initial and ED update)	605	8	613	4
Surveys (prep, review, approval)	488	0	488	0
ESA Phase I's	244	0	244	0
Acquisition Packages (prep, review, approval)	465	0	465	0
Initial Offers Made	235	0	235	0
Final Offers Made	232	0	232	0
Closing Payment Packages (prep, approval, funding for PUA's and signed deeds)	463	3	466	2
Closings	161	0	161	0
Relocation, Relocation Payment Packages, and 90-Day NTV's	257	7	264	1
ED Packages (prep, review, approval)	135	0	135	0
ED Proceedings (AAG approval and setting hearing)	173	32	205	10
ED Payment Packages (prep, approval, funding, deposit, and 30-day NTV)	308	17	325	5
Released for Construction	235	0	235	0

Note: For a discussion of parcels released into construction against total number of parcels to be acquired, see Section 8.0 of this report

3.5 Design

DB Contractor is designing the project in priority areas as depicted in Figure 3.3. 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.



Figure 3.3: DB Contractor Priority Areas for Design Development

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

- Design has been progressing and is over 99% complete
- 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: 364 (67 open)
- Observation Reports issued as of closing of current quarter: 20 (1 open)
- Engineering Judgements: 157
- Construction Deficiencies: 240 (52 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: 23
- Defects Resolved this Period: 26
- Defects Total to Date: 160
- Defects Resolved to Date: 159
- Defects Currently Unresolved: 1

3.9 Construction

The DB Contractor is constructing the project in three segments. Figure 3.4 shows the correlation of design priority subsegments to the three construction segments.

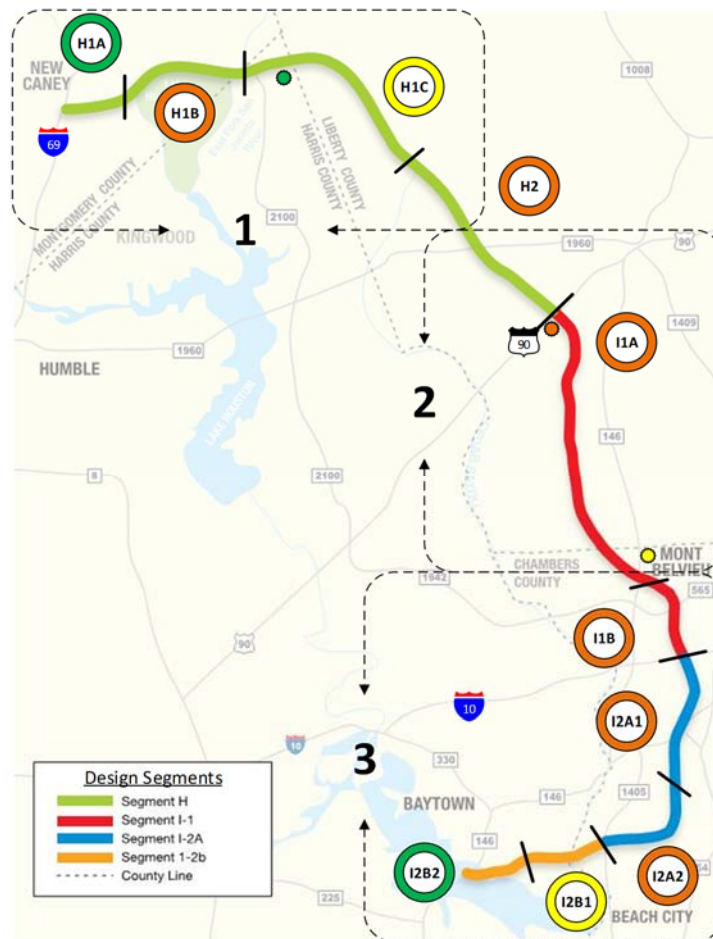


Figure 3.4: Construction Segments and Priority Design Areas

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

Segment 1:

Activities in H1A included:

- Sampled organics and sulfates
- Established drainage ditches
- Placed topsoil along the ditch slopes
- Placed bond breaker and cement treated base along mainlanes and ramps
- Installed rail along mainlanes
- Formed, poured, and stripped drainage rip rap in various locations
- Performed the installation of 5'x3' reinforced concrete boxes
- Continued to place CRCP paving along eastbound mainlanes

- Installed paving coping at Bridge 207 westbound

Activities in H1B included:

- Carried out mainlane embankment construction activities
- Continued to place cement treated base along mainlanes
- Installed retaining wall panels and backfilled for Retaining Walls 17, 17L, 21, 22, 23, 27, 28, 29, and 30
- Installed reinforced concrete pipe and reinforced concrete box drainage structures
- Established drainage ditches and access
- Continued to place lime on east side of Loop 494
- Delivered and tied rebar cages for decks on Bridges 209, 210, 211, 212, 213, 214, 217, 218, and 219
- Installed deck panels and overhangs for Bridges 211, 212, 213, 214, 217, 218, and 219
- Commenced unit deck pours for Bridges 209, 212, 213, 214, 217, 218, and 219
- Completed unit 3 precast panel installation for Bridge 212 at Caney Creek
- Completed span 3 precast panel installation for Bridge 217
- Constructed unit 1 rail for Bridges 207, 208, and 210
- Installed precast concrete beams for spans 1 through 10 for Bridge 211 at Caney Creek
- Completed abutment 1 and 2 approach slab pour for Bridges 215 and 216
- Completed approach slab for Bridges 214, 215, and 216
- Installed rail for Bridges 212, 213, 214, 215, 216, 217, 218, and 218A

Activities in H1C included:

- Sampled organics and sulfates
- Installed reinforced concrete pipe and reinforced concrete box drainage structures
- Progressed CRCP Paving for eastbound and westbound mainlanes
- Completed placing bond breaker along eastbound mainlanes
- Continued to fine grade drainage ditches and place topsoil
- Progressed embankment work between San Jacinto and Plum Grove
- Delivered and tied rebar cages for drill shafts and abutments for Bridges 226 and 227
- Completed unit 1, 2, and 3 deck for Bridge 227A
- Constructed Bent 7 and 8 Caps for Bridge 226A
- Continued to deliver, tie rebar, form, pour, and strip columns for Bridges 226A and 227A
- Tied rebar cages for rail on Bridges 217, 218, 219, 228, and 229
- Installed precast concrete beams for spans 1 through 10 on Bridge 226A
- Initiated installation of deck panels and overhangs for Bridges 226A and 227A
- Tied rebar cages for deck and started installation of deck panels for Bridges 220 and 221

- Commenced delivery and tying rebar cages for abutments and closure walls for Bridges 226 and 227
- Completed deck pour for unit 1 through 4 on Bridge 226A

Segment 2:

Activities in H2 included:

- Carried out embankment construction activities on mainlanes and ramps
- Placed third lift of lime along eastbound and westbound mainlanes
- Installed reinforced concrete pipe and reinforced concrete box drainage structures
- Completed foundation improvements for Retaining Wall 2
- Installed panels and backfilled for Retaining Walls 1 and 2
- Established drainage ditches, haul roads, and access along ROW
- Delivered and tied rebar for columns, caps, and abutments for Bridges 240, 242, and 244
- Formed, poured, and stripped columns, caps, and abutments for Bridges 240, 242, and 244
- Completed Bridge 1 beam installation over US 90
- Installed precast concrete beams for Bridges 240, 242, and 244
- Commenced delivery, tying rebar cages for decks, and installing deck panels on Bridge 240
- Completed unit 1 deck pour for Bridge 240

Activities in I1A included:

- Placed topsoil along mainlanes and at Retention Ponds 1 and 2
- Progressed embankment construction activities on mainlanes and ramps
- Placed final grade of lime at various locations along mainlanes and ramps
- Placed temporary seeding between Bridge 1 and Bridge 8
- Completed cement treated base and bond breaker placement at Ramps 11A, 11B, 11C, 11D, and 491
- Started wingwalls at Culverts 34, 48, and 83
- Completed concrete paving in mainlanes between Bridge 1 and Bridge 8
- Installed Retaining Walls 30 and 31A
- Completed bridge deck and rails for Bridge 1A
- Delivered, tied rebars, formed, poured, and stripped abutments and columns for Bridge 8
- Placed all concrete beams and steel girders for Bridge 8
- Poured unit 4 and 5 bridge deck for Bridge 8

Segment 3:

Activities in I1A included:

- Formed embankment and placed lime along northbound and southbound mainlanes
- Placed cement stabilized base and bond breaker along northbound and southbound mainlanes
- Drilled and placed shafts for bents 3 and 4 on Bridge 10
- Delivered, tied rebar, formed, and poured abutment 8 for Bridge 10

Activities in I1B included:

- Excavated and formed embankment Ramp 13A, 13B, 13C, and 13D
- Continued embankment activities for northbound mainlanes
- Placed lime and remixed for Ramps 14A, 14C, 14D, and southbound mainlanes
- Installed precast concrete box culverts
- Prepared for coping on Retaining Walls 8 and 11
- Set MSE wall panels and backfilled for Retaining Walls 1, 3, 4, 6, 10, and 12
- Placed abutment and backwall at Bridge 12
- Installed abutment 1 at Bridge 12 eastbound and westbound
- Completed Bridge 12 eastbound and westbound abutment 1 caps

Activities in I2A1 included:

- Placed lime, cement treated base, bond breaker for Ramp 15A and along southbound mainlanes
- Tied rebar and placed CRCP for Ramp 16B
- Embanked and placed lime at Ramp 16A and 16D
- Set MSE wall panels and backfilled for Retaining Walls 12, 16, 17, and 18
- Prepared for coping installation on Retaining Walls 10-17
- Formed, poured, and stripped abutments 1 and 4 caps, backwalls, and riprap for Bridge 14
- Placed beams for spans 1-3 on Bridge 14
- Installed abutment 2 at Bridge 17 for westbound and eastbound lanes
- Completed setting unit 1 beams at Bridge 17B

Activities in I2A2 included:

- Installed underground and overhead duct bank and conduit
- Placed bond breaker on northbound mainlanes east of Fisher Rd.
- Tied rebar and placed CRCP for northbound and southbound mainlanes at Fisher Rd.
- Placed lime, CTB, bond breaker, and CRCP for Ramp 17
- Prepared for coping at Retaining Walls 1 and 3
- Installed manholes and Inlets at various locations

- Removed pavement from Ramp 16

Activities in I2B1 included:

- Installed underground and overhead duct bank and conduit
- Performed first and second lift of lime stabilization along westbound mainlanes
- Backfilled and graded ditches between Frontage Road 6 and Ramp 11
- Embanked and placed lime at Ramp 12 and Ramp 13
- Placed lime and cement treated base for Ramps 10 and 11

Activities in I2B2 included:

- Installed underground and overhead duct bank and conduit
- Installed manholes and inlets at various locations
- Performed embankment construction activities along mainlanes and at Ramp 2
- Tied rebar and placed CRCP for North Wyoming
- Installed underdrain and level pad for Retaining Walls 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 15, 16, 18, 19, and 21
- Set MSE wall panels and backfilled for Retaining Walls 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 15, 16, 18, 19, and 21
- Prepared for coping installation on Retaining Walls 22, 23, 26 and 28
- Placed Bridge 22 and 23 abutment 1 cast in place wall footings
- Completed abutments 1 and 10 for Bridge 24 westbound
- Formed, poured, and stripped columns and bent caps for Bridge 24
- Placed Bridge 25 westbound deck panels 1-5
- Completed steel and deck slab at Bridge 23
- Delivered, tied rebar, formed, poured, and stripped drill shafts and abutments for Bridge 25

4.0 Substantial Completion

The DB Contractor has submitted Version 7 of the Project Baseline Schedule 3 (PBS3) in this quarter. This version incorporates design changes, additional time due to implementation of the previously approved change orders and re-sequencing of logic to expedite activities. This Version 7 of PBS3 was reviewed and approved by TxDOT and will replace the previously approved Version 6 of PBS3 that the DB Contractor utilizes for the purpose of reporting progress and preparing monthly draw requests. Version 7 of PBS3 currently indicates a projected Substantial Completion date of April 10, 2022, which is outside the 1,729 days that are available to the DB Contractor after accounting for all previously approved change orders. The projected Substantial Completion date of April 10, 2022 is six (6) days beyond the Substantial Completion Deadline of April 4, 2022.

Project completion through Final Acceptance is projected to be August 8, 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 update from the DB Contractor planned completion is September 21, 2021. The DB Contractor is monitoring the schedule and is committed to completing this interim milestone on the contractual deadline. Good progress is being made to complete the handover to the Toll System Integrator and meet the contractual target date of October 6, 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 DB Contractor claims that 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 several partially complete iterations of Requests for Change Order (RCO) that include labor, materials, and other miscellaneous overhead costs to the Project for TxDOT to review and assess. Partnering discussions between TxDOT and the DB Contractor are on-going, and a final determination has not been made on the merit of the claim. At this time DB Contractor's 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.

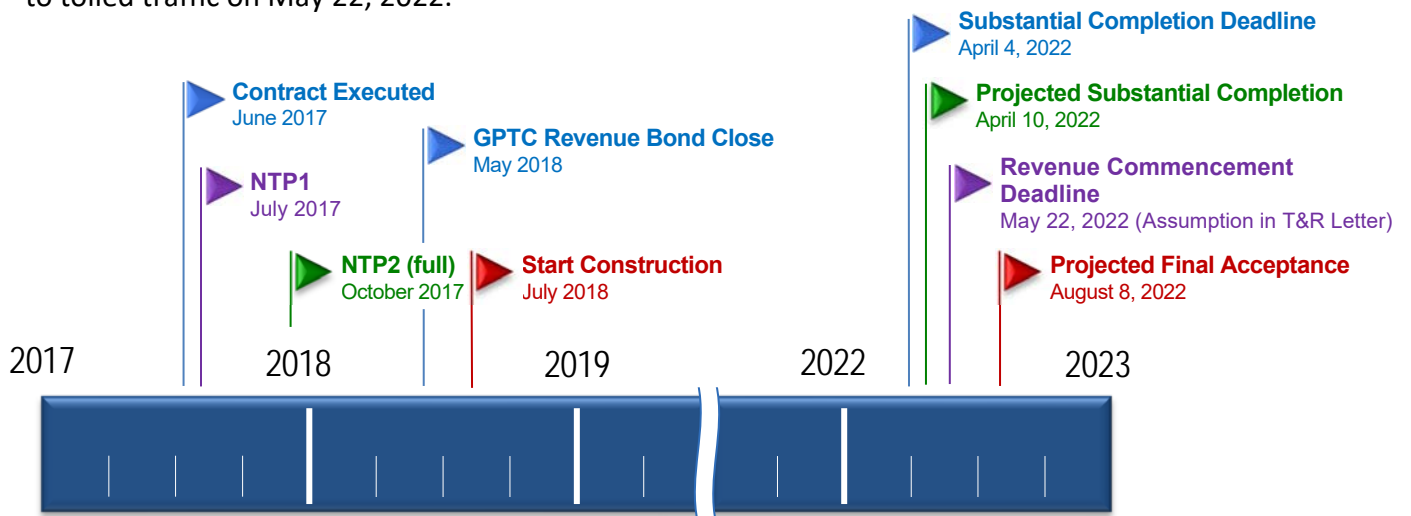
Severe Winter Weather Uri: On February 12, 2021, Texas Governor Greg Abbott issued a proclamation certifying that severe winter weather (later named Uri) poses an imminent threat of widespread and severe property damage, injury, and loss of life due to prolonged freezing temperatures, heavy snow, and freezing rain statewide. Impacts to the Project included cessation of normal construction operations by the DB Contractor to perform additional tasks in preparation of the winter weather and to preserve the worksite. The DB Contractor has submitted a Request for Partnering and a Potential Change Order (PCO) that includes the Time Impact Analysis from Winter Weather Uri for TxDOT review. It documents the impact of Winter Weather Uri on construction work and details activities that had to be performed to bring progress back to the original state. The current version of the PCO is under consideration for

approval by TxDOT, which requests six (6) additional working days and no additional dollar amount for impacts to the critical path activities. However, subsequent to its submission of the PCO, the DB Contractor has brought to TxDOT's attention additional impacts it has experienced. These consist of disruptions to ready-mix concrete deliveries tied to cement plant closures due to the adverse weather event. Both TxDOT and the DB Contractor are working through the PCO in partnering discussions.

As of May 20, 2021, the data date for the latest draw submittal made by the DB Contractor in this reporting period, the actual schedule percent complete was 81% (as measured by the Primavera performance based cost loaded schedule submittal). This is in line with the Planned Schedule Percent Complete of 81%. Additionally, the earned value reported by the DB Contractor and included in Table 2.3 of this report shows that earned values for several reporting periods since the second quarter of 2020 have been ahead of those planned at the time of the award.

As discussed in Section 4.0, projected Substantial Completion is anticipated to occur by April 10, 2022. Version 7 of PBS3 was approved in this quarter and replaces the previously approved schedule for the purpose of reporting progress and preparing monthly draw requests. The DBA requires a recovery schedule should any activity on the Critical Path be delayed by either the greater of 30-days or a number of days equal to 5% of the days remaining until a completion deadline.

Commencement of toll revenues is anticipated to occur at projected Substantial Completion, which is currently estimated to be April 10, 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

Several requests for partnering have been made by the DB Contractor over the course of the project. These proposed changes are either under review or have been rejected by TxDOT. The RCO's currently under review are 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. In addition to the DB Contractor initiated changes, TxDOT is partnering with the DB Contractor on Wismer Road drainage easement permit to have the DB Contractor acquire environmental permits necessary for the design, regrading, and maintenance of the ditch within the drainage easement acquired by TxDOT.

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 new 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 seen a net increase from \$894,701,621.55 to \$927,171,443.28 and total days have increased from 1,674 to 1,729.

7.2 Pending Change Orders

Pending change orders are in early stages of partnering discussions where the cost, time or validity of the change is being determined and has not yet been negotiated. Such changes are discussed in Section 5.0 of this report. This includes change orders related to the impacts from COVID-19, Winter Weather Uri, and changes to drainage discharge point reduction locations.

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 was made responsible for all right of way acquisitions. Overall status of parcels released into construction is provided in Table 8.1. 100% of the parcels have been cleared for construction. Although all properties are cleared for construction, a number of parcels remain in eminent domain proceedings to complete the acquisition process.

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	235

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, all 235, or 100% are cleared for construction. Although all properties are cleared for construction, a number of parcels remain in eminent domain proceedings to complete the acquisition process.

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: Cement Treated Base Placement in Segment H1A



Figure A.2: Retaining Wall Placement in Segment H1B



Figure A.3: Bond Breaker in Segment H1C



Figure A.4: Beam Installation over US 90 in Segment H2



Figure A.5: Bridge 8 Steel Girders in Segment I1A



Figure A.6: Bridge 8 Concrete Beams in Segment I1A



Figure A.7: Beam Installation for Bridge 14 in Segment I2A1



Figure A.8: Lime Placement on Ramp 10 in Segment I2B1



Figure A.9: Embankment at Westbound Mainlanes in Segment I2B2



Figure A.10: Deck Pour on Bridge 25 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	4/10/20	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
9	Ponds at Interchange Rail Park-Over Bridge 8	Executed	12/17/20	0	655,922
10	Impacts of Tropical Storm Imelda	Executed	11/22/20	30	-
11	Impacts of Tropical Storm Beta	Executed	2/11/21	6	-
Subtotal Executed Change Orders				55	32,469,822
TBD	See Note 1	Pending	-	TBD	TBD
Subtotal Pending Change Orders				TBD	TBD
Total Executed and Pending Change Orders				55	32,469,822

Figures shown may not add to totals due to rounding.

Notes:

1. Pending change orders are in early stages of partnering discussions where the cost, time or validity of the change is being determined and has not yet been negotiated. See Section 5.0 of this report for additional information.
2. With the approved change orders, the total construction cost for the DBA has increased by \$32,469,822 from \$894,701,621.55 to \$927,171,443.28 and the total days have increased by 55 from 1,674 to 1,729.

APPENDIX C – Commonly Used Acronyms and Abbreviations

ATC	Alternate Technical Concept
AUA	Abbreviated Utility Agreement
CDC	Centers for Disease Control and Prevention
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
IH	Interstate Highway
IP	Individual Permit
ITS	Intelligent Transportation Systems
MSE	Mechanically Stabilized Embankment
NCR	Non-Conformance Report
NTP	Notice to Proceed
NWP	Nationwide Permit
PCO	Potential Change Order
PUA	Possession and Use Agreement
PUAA	Project Utility Adjustment Agreement
RCB	Reinforced Concrete Box
RCO	Request for Change Order
RFI	Request for Information
ROE	Right of Entry
ROW	Right of Way
SH	State Highway
TBD	To be Determined
TTC	Texas Transportation Commission
UPRR	Union Pacific Railroad
US	United States Highway
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

7/12/2021

Date