



SH 249 System Quarterly Construction Progress Report

December 1, 2020 through February 28, 2021

Prepared by:





30 April 2021

Mr. Benjamin H. Asher
TxDOT Director, Project Finance, Debt and Strategic Contracts Division
125 East 11th Street
Austin, TX 78701

RE: SH 249 System
Quarterly Construction Progress Report for Fiscal Quarter Ended February 28, 2021

Dear Mr. Asher,

As the General Engineering Consultant to the SH 249 System and in accordance with Section 407 of the Master Trust Agreement dated February 1, 2019 between the Texas Transportation Commission and U.S. Bank National Association, as Trustee (the "Master Trust Agreement"); BGE, Inc. submits the Quarterly Construction Progress Report for the SH 249 System. This report covers quarterly construction progress from December 1, 2020 to February 28, 2021.

As described in the requirements set forth in Section 407 of the Master Trust Agreement, the General Engineering Consultant shall prepare a progress report at least quarterly during the acquisition and construction of System Segments with Obligations, by the last day of the second month after each fiscal quarter, commencing with the first full fiscal quarter after delivery of the initial Obligations or Obligations financing such System Segment. The quarters used for reporting is based on the Department's fiscal year.

The Department adheres to the requirements outlined in the Master Trust Agreement which governs the acquisition or construction of such SH 249 System financed with Obligations. As specified in the Master Trust Agreement, this report includes current estimates of: (i) the date on which such System Segment will be opened for Traffic which is found in the Current Project Schedule section of the report (page 8), (ii) the Estimated Date of Completion and an estimated date of Substantial Completion of such System Segment, also discussed in the Current Project Schedule section (page 8), (iii) the cost of such System Segment, but excluding any Obligation

State Highway 249 System
Quarterly Construction Progress Report

discount, and the interest during construction and for one year after completion of construction found in the System Cost Status section of the report (page 18), (iv) the amount of funds required each six months during the remaining estimated period of construction to meet the above described cost of such System Segment exclusive of funds provided for construction contingencies, and accompanied by a progress schedule for such construction, and further including, as to construction, comparisons between the actual times elapsed and the actual costs, and the original estimates of such times and costs found in the System Cost Status section of the report (page 18), and (v) a general description of the construction progress and estimated completion date of Segment 2 found in Construction Status section (page 12).

Sincerely,

DocuSigned by:
Chris Kuykendall
6B1226E59CA346F...

Chris Kuykendall, PE

Vice President

BGE, Inc

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Acronyms and Abbreviations

BGE	Brown & Gay Engineers, Inc.
CMA	Capital Maintenance Agreement
CO	Change Order
DB	Design-Build
DBA	Design-Build Agreement
DBE	Disadvantaged Business Enterprises
EJ	Engineering Judgement
FA	Final Acceptance
FHWA	Federal Highway Administration
FM	Farm to Market Road
FPAU	Financial Plan Annual Update
FY	Fiscal Year
GEC	General Engineering Consultant
HCTRA	Harris County Toll Road Authority
IQF	Independent Quality Firm
MCTRA	Montgomery Toll Road Authority
NCR	Non-Compliance Report
NTP	Notice to Proceed
O&M	Operations and Maintenance
OV	Owner's Verification Firm
PBS	Project Baseline Schedule
PUAA	Project Utility Adjustment Agreement
QA	Quality Assurance
QC	Quality Control
ROW	Right-of-Way
SC	Substantial Completion
SH	State Highway
SI	System Integrator
T&R	Toll & Revenue
TOD	(TxDOT) Toll Operations Division
TxDOT	Texas Department of Transportation
UAAA	Utility Adjustment Agreement Amendment
UPRR	Union Pacific Railroad
USACE	United States Corps of Engineers
US	United States Highway
WOTUS	Waters of the United States

EXECUTIVE SUMMARY

The information contained in this report is for the quarter ending February 28, 2021. Additionally, this report contains statements regarding anticipated or expected activities. These forward-looking statements are based upon expectations as of February 28, 2021. Subsequent to February 28, 2021, Section 1B (as described herein) of Segment 1 (as defined herein) achieved substantial completion on March 23, 2021 and was fully open to traffic on March 26, 2021. Tolling for all traffic on Section 1B began on March 26, 2021.

The SH 249 Project (the Project) is a 25.5-mile new-location roadway in Montgomery and Grimes Counties, located northwest of Houston, and currently being developed and constructed by or on behalf of the Texas Department of Transportation (TxDOT or the Department). The Project begins at the current terminus of State Highway (SH) 249 frontage roads at Farm to Market (FM) 1774 in Pinehurst, Texas (Montgomery County) and extends to SH 105 near Navasota, Texas (Grimes County). The Project consists: of (a) 14.8 miles of four new toll lanes from FM 1774 in Pinehurst to FM 1774 near Todd Mission, Texas (Segment 1 or the System); and (b) an additional 10.7 miles of two non-tolled lanes from FM 1774 near Todd Mission to SH 105 near Navasota (Segment 2) which is not part of the System established pursuant to the Master Trust Agreement between the Texas Transportation Commission (the Commission) and U.S. Bank National Association, as Trustee (the Master Trust Agreement). The System is further divided into two Sections comprising of: Section 1A from FM 1774 in Pinehurst to FM 1488, a distance of 6.4 miles; and Section 1B from FM 1488 to FM 1774 near Todd Mission, a distance of 8.4 miles.

The Project provides greater mobility for residents and travelers in northwest Houston to the portions of the Tomball Tollway built by Montgomery County Toll Road Authority (MCTRA) and Harris County Toll Road Authority (HCTRA). When all portions of the freeway are connected, users will have improved access to other major freeways in northwest Houston including the Grand Parkway (SH 99) and the Sam Houston Tollway (Beltway 8) corridors.

The Project is being designed and constructed utilizing a lump sum Design-Build Agreement (the DBA) executed on October 3, 2017 with the selected best value proposer, WBCCI, LLC (the DB Contractor), after a competitive selection process. The design-build (DB) delivery method under the DBA adheres to TxDOT and Federal Highway Administration (FHWA) requirements and provides more cost and schedule certainty over traditional design-bid-build delivery projects.

Section 1A opened to traffic ahead of schedule on August 8, 2020 and began toll collection ahead of schedule in December 2020. Section 1B is anticipated to open to traffic on March 15, 2021. However, TxDOT received a Potential Change Order (PCO) Notice from the DB Contractor dated February 23, 2021, requesting an extension of the Substantial Completion (SC) Date for Section 1B due to delays caused by the February 12, 2021 statewide declared emergency for severe winter weather. As described in the PCO Notice, all project operations were shut down from February 13, 2021 to February 21, 2021, due to the sustained freezing weather and unsafe driving conditions. TxDOT anticipates issuing a Change Order (CO) providing for an eight (8) day extension, which will extend the SC Date to March 23, 2021.

Segment 2 is scheduled to be open to traffic on schedule on or before June 5, 2023. The original Segment 2 SC date of October 8, 2022 was extended due to added work related to additional requirements needed to comply with a United States Corps of Engineers (USACE) Section 404 permit. This work included: adding grade separations at County Road (CR) 304, FM 1748, and CR 306; adding one passing lane in each direction between Pinebrook and CR 304 with 4-ft wide shoulders including bridge crossings in lieu of culverts at Station 2130+00 and 2137+00 to avoid impacts to the Waters of the United States (WOTUS); and increasing the mainlane shoulder widths along SH 249 from 8-ft to 10-ft. See “Current Project Schedule.”

The estimated total cost to develop the Project is \$766.5M (Segment 1 - \$486.4M; Segment 2 - \$280.1M) as of February 28, 2021. The total Project Cost decreased primarily due to reductions in the TxDOT Agency Costs. These reductions in costs were realized by actualizing the estimated costs to expended amounts for scope elements that are close to completion. This estimated cost includes: the negotiated DBA price for design, construction, and all other services required to deliver the Project per the DBA; utility relocation; Right-of-Way (ROW) costs to acquire necessary

property to design, construct, and maintain the Project; tolling equipment and system integration; environmental mitigation; TxDOT administration costs; and reasonable Project contingency. Funding for the Project is a combination of Federal, State of Texas, and local government funds (Montgomery County) as well as proceeds of Obligations (as defined in the Master Trust Agreement) issued pursuant to the Master Trust Agreement for Segment 1 only (the tolled portion of the Project). Segment 1 (tolled) and Segment 2 (non-tolled) are funded separately even though both segments are being constructed under the same DBA.

Maintenance responsibilities will be shared between TxDOT and the DB Contractor pursuant to a Capital Maintenance Agreement (CMA). The CMA Notice to Proceed (NTP) to the DB Contractor was issued on August 22, 2019 and the initial five-year CMA period for the Project began on August 8, 2020 with the SC and opening of Section 1A to traffic. The costs for operations and maintenance (O&M) of the Project, including roadway and toll collection system elements, are not included in the total Project cost estimate. The Commission has covenanted in Section 513 of the Master Trust Agreement to pay Segment 1 O&M Expenses to the extent Revenues (as defined in the Master Trust Agreement) are not sufficient for such purpose from lawfully available funds. Additionally, Section 507 provides that any Revenues remaining, after funds are allocated to System debt service and debt service reserves, will be deposited to the Rate Stabilization Fund until a total of \$20,000,000 has been transferred.

Date of this Report and Subsequent Events

On March 13, 2020, the President of the United States declared the COVID-19 pandemic a national emergency and the Texas Governor declared COVID-19 an imminent threat of disaster for all counties in Texas. The situation continues to evolve; for additional information on these events in Texas, reference is made to the website of the Governor at <https://gov.texas.gov/> and the quarterly Bond Appendix and supplements thereto as prepared by the Texas Comptroller of Public Accounts which are on file with the Municipal Securities Rulemaking Board's Electronic Municipal Market Access System (EMMA). The Commission and the Department continue to monitor the spread of COVID-19 and are working with local, state, and federal agencies to address the potential impact of COVID-19.

The information contained in this report is provided as of the respective dates and for the periods specified herein, and the filing of this report does not, under any circumstances, imply that there has been no change in the affairs of the Project, the System, or TxDOT since the specified date or dates as of which such information is provided. The scope and magnitude of the impact the COVID-19 pandemic and the measures instituted to control the pandemic may have on the Project, the System, and TxDOT cannot be fully determined at this time. The pandemic has adversely affected travel, commerce and financial markets globally and is expected to adversely affect economic output worldwide and in Texas, including within the counties traversed by the Project. While the COVID-19 pandemic has, as of the date of this report, had no impact to the current completion schedule, cost, or progress of the Project, no assurance can be provided as to any future impact the pandemic may have on the Project, the System, or TxDOT. Accordingly, the historical information set forth in this report may not be indicative of future results or performance due to these and other factors.

Purpose of the Report

Per Section 407 of the Master Trust Agreement, the General Engineering Consultant (GEC) shall prepare a progress report by the last day of the second month after each fiscal quarter during the acquisition and construction of any portion of a System Segment which is financed in whole or in part with Obligations, commencing with the first full fiscal quarter after the delivery of the initial Obligations or Obligations financing an additional System Segment as defined in the Master Trust Agreement.

As the GEC to TxDOT for the System, and in accordance with the requirements set forth in Section 407 of the Master Trust Agreement, Brown and Gay Engineers, Inc. (BGE) prepared this Quarterly Construction Progress Report that describes the Project, schedule, construction progress, estimates of construction, and O&M costs of the proposed System (Segment 1). This report presents BGE's opinion on the reasonableness of the schedule and cost estimates for the Project (see "GEC Findings" herein.)

Figure 1: Project Location Map

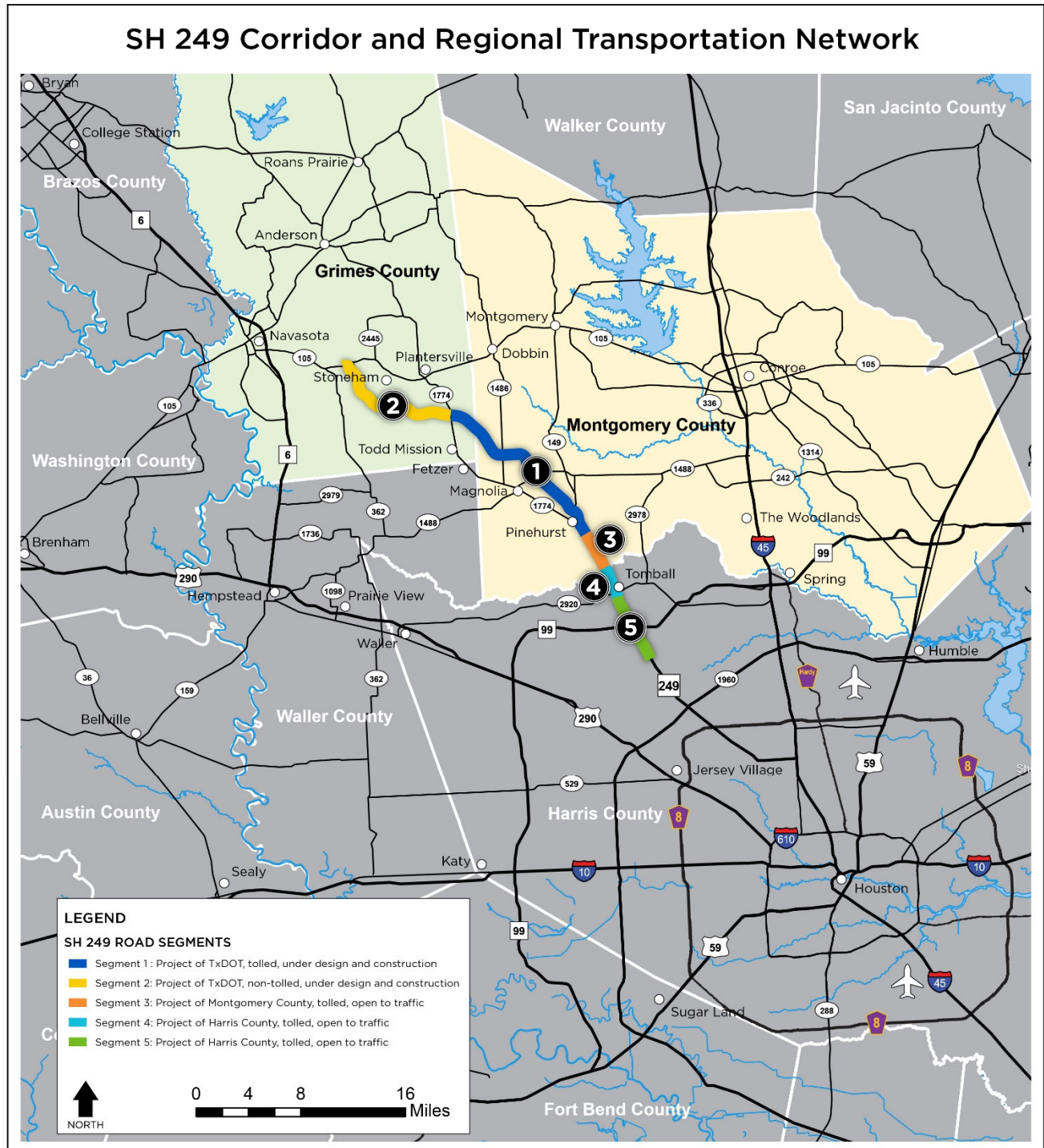
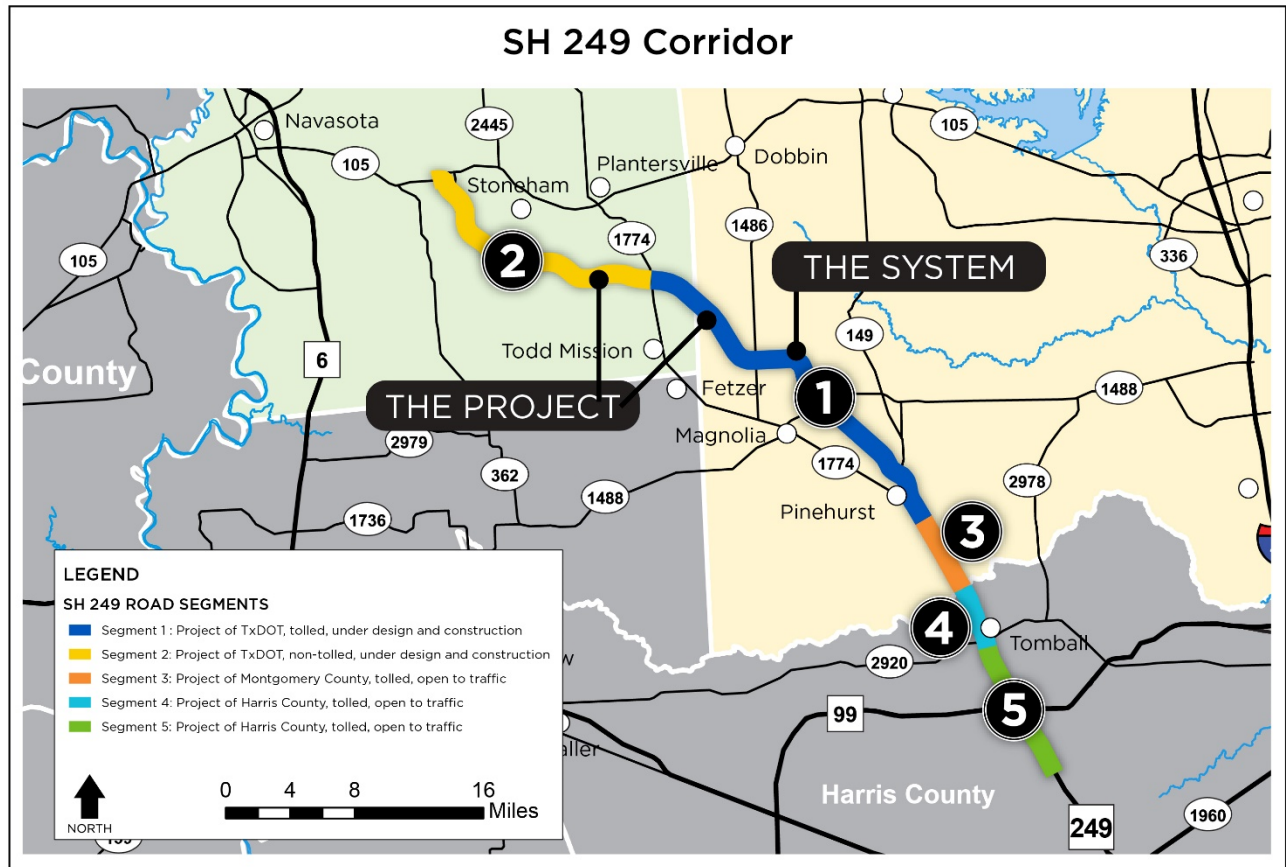


Figure 2: SH 249 Corridor Segments 1 – 5



Current Project Schedule

Segment 1 and Segment 2 are following different design and construction schedules which allows Segment 1 to open to traffic before Segment 2. Segment 1, the tolled segment of the Project, is referred to as the System pursuant to the Master Trust Agreement.

While developing the Toll & Revenue (T&R) study, TxDOT's consultants accounted for the staggered opening dates. TxDOT is moving forward with two separate opening dates for the different segments.

To monitor the Project schedule, BGE reviews the DB Contractor's monthly construction Project Baseline Schedule (PBS) to verify that the schedule accurately reflects work completed during the previous pay period. During this review, BGE's staff compares the schedule to contractual requirements, prior months and other factors such as weather. BGE then reviews the reported construction progress to field observations and inspection reports to verify that the progress reported by the DB Contractor is accurate.

Based on the PBS dated February 2021, the DB Contractor is on track to meet the Project Milestones shown in Table 1 and as noted, likely to complete work on schedule.

TxDOT issued to the DB Contractor a written Certificate of Substantial Completion for Section 1A (from FM 1774 in Pinehurst to FM 1488) ahead of schedule on August 8, 2020. Later that day, Section 1A opened to traffic and began toll collection ahead of schedule in December 2020.

Section 1B of the System is scheduled to open to traffic by March 15, 2021, which is the scheduled SC date for the System.

The DB Contractor is required to complete the System by March 15, 2021 in order for TxDOT to open the remainder of the System (Section 1B) to traffic. If the DB Contractor fails to complete SC by this date, it is obligated to pay daily liquidated damages to TxDOT to cover any loss of revenue which TxDOT can use to satisfy its obligations under the Master Trust Agreement. The March 15, 2021 SC deadline date can only change by either revision to the current contract scope via CO or by the occurrence of a Force Majeure event as outlined in DBA Section 13.8.

Pursuant to the DBA, the DB Contractor submitted PCO Notice No. 13 dated February 23, 2021, to TxDOT requesting an extension of the SC date due to delays caused by a Force Majeure event involving a statewide declared emergency for severe winter weather that occurred in February 2021. TxDOT anticipates issuing a CO for eight (8) days of schedule relief, which will extend the SC date to March 23, 2021. TxDOT will determine that SC is met when the roadway is generally complete and safe for the traveling public. The DB Contractor may finish minor cleanup/punch list work for items such as painting, landscaping or other aesthetic finishes between SC and Final Acceptance (FA).

TxDOT issued to the DB Contractor a written Notification of Final Completion for Section 1A effective December 6, 2020 and conditional on satisfactory completion of five outstanding issues by March 15, 2021. As of February 28, 2021, only one remaining issue remains to be addressed. All remaining Segment 1 construction and close-out activities must be finished by the scheduled System FA date of July 13, 2021.

The schedule for the construction of Segment 2 was constrained by final approval of an environmental Section 404 Permit from the USACE (the 404 Permit). TxDOT received the 404 Permit from the USACE and issued the NTP2 for Segment 2 on August 5, 2019. The 404 Permit was expected in April 2019 but was delayed when the USACE requested additional investigation of a potentially historic site on an effected parcel outside of the Project's ROW limits. The NTP2 authorized the DB Contractor to move forward with all construction activities on Segment 2.

As of February 28, 2021, the SC for Segment 2 is scheduled to occur on or before June 5, 2023, the same date that TxDOT plans to open Segment 2 to traffic. The GEC anticipates the DB Contractor will achieve Segment 2 FA on or before October 3, 2023.

Based on our review of the current PBS, BGE concludes that the DB Contractor and TxDOT can safely meet the milestones shown in [Table 1](#) of this Report with the issuance of the anticipated CO for schedule relief due to the winter weather Force Majeure event.

Table 1: Project Milestones

Project Milestone	Q1, FY 2021
Contract Execution	October 3, 2017
NTP1 ¹	October 4, 2017
Segment 1 Limited NTP2	October 25, 2017
Segment 1 NTP2	March 15, 2018
Segment 2 Limited Design NTP	June 7, 2018
Segment 2 Limited Construction NTP	October 15, 2018
Segment 2 NTP2	August 5, 2019
Section 1A SC (Open to Traffic)	August 8, 2020
Section 1A FA	December 6, 2020
Section 1B SC (Open to Traffic)	March 15, 2021 ²
Section 1B FA	July 13, 2021 ²
Segment 2 SC (Open to Traffic)	June 5, 2023 ³
Segment 2 FA	October 3, 2023 ³
¹ Notice to Proceed (NTP) is TxDOT's formal correspondence to the DB Contractor to proceed with a major work item.	
² TxDOT anticipates issuing an upcoming DB Contractor Change Order for an additional 8 days due to the recent Force Majeure severe winter weather event.	
³ TxDOT provided the DB Contractor an additional 150 days for Segment 2 construction via Change Order #20.	

Current Project Progress

For the Project, the design and construction activities are divided between Segment 1 (the System) and Segment 2. The Obligations, as defined in the Master Trust Agreement, were issued to finance the System; however, the opening of Segment 2 will impact the traffic volume on the System, therefore this section includes the status of both Segments.

The progress of the Project is discussed in greater detail in the following “Status” sections.

Design Status

The design for the System began when TxDOT issued NTP1 on October 4, 2017, authorizing the DB Contractor to begin the design of all elements of the System. As of February 28, 2021, the status of the System design is 99% complete. The remaining 1% is withheld for any revisions

based on unknown field conditions that require design changes prior to TxDOT accepting the final, as-built plan set. Whereas the System design is complete, BGE anticipates that the DB Contractor will open the remainder of the System (Section 1B) to traffic after the contractual SC deadline of March 15, 2021 as a result of delays caused by a Force Majeure event. Section 1A opened to traffic ahead of schedule on August 8, 2020.

The design for Segment 2 began on June 7, 2018. As of February 28, 2021, the design for Segment 2 is approximately 99% complete. The remaining 1% is withheld for any revisions based on unknown field conditions that require design changes prior to TxDOT accepting the final, as-built plan set. The Segment 2 open to traffic date shifted to June 5, 2023 with the issuance of CO #20 for additional roadway widening and bridge overpasses. The additional CO #20 work is accounted for in the current design. TxDOT provided the DB Contractor an additional 150 days for Segment 2 design and construction via a Directive Letter dated September 18, 2019 with the superseding CO #20 executed on June 25, 2020.

Right-of-Way Status

As of February 28, 2021, all parcels required for Segment 1 and 2 are in TxDOT possession. There are some Segment 2 parcels remaining in the acquisition process; however, the ROW is accessible and cleared for construction. ROW acquisition will not have an impact on the System or the remaining schedule.

Utility Status

The DB Contractor continues to work with TxDOT and various utility owners in the System and Segment 2 of the Project to finalize the utility agreements so that utility owners may be reimbursed for the respective portions of their work. These agreements are executed to allow TxDOT to review the utility adjustment plans, cost estimates, and land rights for the eventual execution of the utility work. From December 1, 2020 thru February 28, 2021 (Q2 FY 2021), no additional utilities were identified within the System project limits.

As of February 28, 2021, the utility status for the System is shown in [Table 2:](#)

Table 2: Utility Status

Segment 1 Utility Status	
PUAA	Q2 FY 2021
Anticipated	21
Executed	21
% Executed	100%
UAAA	
Anticipated	4
Executed	4
% Executed	100%

Construction Status

The DB Contractor began construction activities in the System on March 15, 2018 and opened Section 1A to traffic on August 8, 2020. The DB Contractor started with ROW clearing followed by rough grading and embankment, placement of drainage structures, building bridge structures, and placement of concrete pavement. Currently, the DB Contractor has completed 96% of all construction work activities for the System. Moving forward to complete Section 1B, the DB Contractor will finalize the placement of embankment, metal beam guard fence, Intelligent Transportation System (ITS), drainage, cable barrier, and the placement of asphalt pavement.

The DB Contractor began construction activities in Segment 2 on October 15, 2018 on parcels that were both in TxDOT possession and not impacted by the 404 Permit. TxDOT issued NTP2 on August 5, 2019 allowing the DB Contractor full authority to move forward with all construction activities within Segment 2. The DB Contractor has completed 56% of the Segment 2 construction activities. The DB Contractor is focused on placing embankment, bridge decking, and concrete paving activities in Segment 2.

Construction of the Tolling System

TxDOT's Toll Operations Division (TOD) contracted with TransCore, LP, as the System Integrator (SI), to install and test the System tolling equipment. During Q4 of FY 2019 TOD's design consultant, Atkins North America, Inc., completed the design efforts for the tolling system and transmitted the tolling system design to the DB Contractor and TransCore. Per the DBA, the DB

Contractor is responsible for the toll zone civil site work including earthwork, paving, power, and communications. TransCore is responsible for the toll gantry construction and supporting infrastructure, and the installation and testing of the tolling equipment.

TxDOT conducted a toll kick-off coordination meeting on April 30, 2019 to ensure that TxDOT, the SI, and the DB Contractor understand the timelines and turnover requirements. TxDOT determined that follow up meetings would occur so that all parties can discuss the current status and scheduling of the SI's construction activities.

As of November 30, 2020, the SI completed installation of all tolling equipment in Section 1A of the System and began tolling in December 2020.

As of February 28, 2021, the SI completed installation of all tolling equipment in Section 1B of the System including the final communication and electrical service connections. The outstanding toll zone work required prior to the anticipated opening of Section 1B includes the installation of toll rate signage and system acceptance testing.

Construction Quality Status

TxDOT and the DB Contractor work together with the QA/QC Independent Quality Firm (IQF) and the Owner's Verification Firm (OV) to ensure that all materials pass a strict inspection and testing program. The DB Contractor is responsible for the QA/QC for all material placed within in the Project limits. The IQF firm conducts official inspections and materials sampling and testing, and is responsible for the official acceptance of all materials. To ensure accurate reporting, TxDOT hired a separate, OV testing firm that conducts random inspections and testing of material on behalf of TxDOT. The IQF firm for the DB Contractor is Raba Kistner, a company with significant work experience in Texas. The OV firm hired by TxDOT for the Project is SAM-Construction Services LLC. SAM-CS is a Texas-based company with an experienced inspection and testing staff.

During Q2 FY 2021, IQF conducted 1,691 inspections, and the OV firm conducted 394 inspections. During this period, the IQF team took 1,644 material samples while the OV firm made 420 material samples.

During Q2 FY 2021, 13 Non-Conformance Reports (NCRs) were issued for inspections or materials that did not pass all the standards for a total of 21 open NCRs. Of the 21 open NCR's, 2 were closed during Q2 FY 2021 with the approval, replacement or repair of the material. The 19 remaining open NCRs as of February 28, 2021 will be addressed when all information is collected and the final testing is complete.

Finally, during Q2 FY 2021, the Project assented to 2 IQF Engineering Judgements (EJ). An EJ is an approval process for a sample that presents minor irregularities which do not fully meet the material standards. Both Project EJs are related to material sieve analysis for aggregate gradation. This is a common occurrence on all transportation projects and does not lead to impacts to the overall final quality.

Maintenance

Maintenance responsibilities are shared between TxDOT and the DB Contractor pursuant to an executed Capital Maintenance Agreement (CMA) for an initial five-year period with two optional five-year contract extensions. The initial five-year CMA period for the Project began on August 8, 2020 with the SC and opening of Section 1A to traffic. As Section 1B and Segment 2 construction are completed, they will be added to this initial five-year maintenance period. Design-build and CMA activities will continue concurrently until the SC of Segment 2, at which point the entire Project will be in the O&M phase.

As part of the CMA, the DB Contractor has developed procedures in their Maintenance Management Plan (MMP) to inspect elements and repair deficiencies. Maintenance inspections carried out by the DB Contractor during Q2 FY 2021 include three monthly general inspection of Section 1A.

During Q2 FY 2021, there were no non-compliance events under the CMA. Any and all Section 1A deficiencies noted were transmitted to the DB Contractor for corrective action. The monthly inspections conducted in Q2 FY 2021 found the Section 1A in excellent condition with minor issues with roadway debris and slope erosion at various locations that were promptly transmitted to the DB Contractor for correction.

Public Information Status

The DB Contractor is responsible for the daily public outreach for the Project. In this role, the DB Contractor hired a third-party public relations firm. The public information team conducts routine outreach for all lane closures, changes to existing intersecting roadway alignments, and upon request, to local organizations or governmental groups. During Q2 FY 2021, the public information team held three meetings to discuss the general construction progress. The public information team remains focused on answering calls, questions and emails from citizens and local officials as they come to the Project office.

Executed Change Orders

TxDOT executed one CO for the Project between December 1, 2020 and February 28, 2021. Change Order (CO) #21 was executed December 27, 2020 and aggregates minor, miscellaneous items to close out and reconcile Section 1A including: design and construction to add a 24-foot asphalt driveway in Section 1A for access to Parcel 102 at Sta. 15+00 along the Access Driveway off Circle Lake Drive to comply with the parcel condemnation proceeding (Cause No. 17-05-05692); design and construction to add Key-Rex security bolts and socket drivers to increase security of the Segment 1 electrical and communication ground boxes for the ITS, Toll, Traffic, and Lighting systems; design, construction, and maintenance work to add Section 1A toll commencement signage to include the installation, maintenance, and removal of 7 Portable Changeable Message Signs (PCMS) for a duration of six months; installation, maintenance, and removal in Section 1A of coverings over toll signs that are in conflict with the toll-free period until tolling commencement; and design and construction to reconfigure the Section 1A CCTV camera for analog communication. [Table 3](#) below shows the current COs.

Table 3: Executed and Pending Change Orders

Change Order No.	Project Segment	Description	Status	Date Executed	Time Impact (days)	Cost Impact (\$)
1	1	Audubon Driveways	Executed	Aug. 16, 2018	-	\$724,451.72
2	1	98 Day Extension	Executed	Aug. 16, 2018	98	-
3	1	Floodway Bridges	Executed	Nov. 16, 2018	150	12,772,814.77
4	1	CCTV Pole Spacing	Executed	Sept. 19, 2018	-	(146,415.00)
5	1	Terra Utility Sleeves	Executed	Dec. 24, 2018	-	633,898.09
6	1	Montgomery Co. Future Crossing	Executed	Jan. 30, 2019	-	182,962.50
7	2	WOTUS Design	Executed	Mar. 18, 2019	90	1,212,612.98
8	2	SH 105 ROW Designation	Executed	June 2, 2019	-	146,025.00
9	2	Bridge Aesthetic Revisions	Executed	June 10, 2019	-	(33,409.00)
10	1	Additional Tolling Fiber	Executed	June 19, 2019	-	199,001.07
11	1	Traffic Signals @ FM 149 & FM 1486 (Design only)	Executed	June 27, 2019	-	140,070.00
12	1	Acceptance of Non-Conforming Work CSBE	Executed	June 29, 2019	-	(64,039.11)
13	1	Audubon Ramp Relocation & Driveways	Executed	August 9, 2019	-	1,115,296.47
14	1	Traffic Signals @ FM 149 & FM 1486 (Const. only)	Executed	August 21, 2019	-	701,260.69
N/A	1 & 2	Key Personnel Change	Executed	Sept. 3, 2019	-	(100,000.00)
15	2	Segment 2 Price Adjustment	Executed	Dec. 11, 2019	-	9,063,740.00
16	1	MASH Compliance	Executed	Dec. 16, 2019	-	77,352.19
17	2	SH 105 Turnaround	Executed	Dec. 20, 2019	-	406,681.63
18	1	Intersection Improvements	Executed	Mar. 3, 2020	-	1,355,823.44
19	1	FM 1774 Bridge at Todd Mission	Executed	May 7, 2020	-	14,388,024.11
20	2	WOTUS Construction/Grade Separations/Passing Lanes	Executed	June 25, 2020	150	43,230,369.60
21	1	Segment 1 Misc. Items	Executed	Dec. 27, 2020	0	93,501.14
Subtotal for Executed Change Orders					338	\$86,006,521.15
22	1	Segment 1 Additional Time	Draft	TBD	8	0.00
Subtotal for Pending Change Orders					8	\$0.00
Total for Executed and Pending Change Orders					346	\$86,100,022.29

Pending Change Orders

Given the current status of the Project, BGE, Inc anticipates one additional CO with only minor impacts to the opening of the remainder of the System (Section 1B) to traffic in March 2021.

The anticipated CO is to modify the duration of SH 249 Segment 1 to extend the Substantial Completion date of Section 1B by eight (8) days from March 15, 2021 to March 23, 2021 due to delays caused by the February 12, 2021 statewide declared emergency for severe winter weather and unsafe driving conditions from February 13, 2021 to February 21, 2021.

In Segment 2, there are no COs in review and no anticipated COs.

System Cost Status

Table 4 provides the most accurate cost information that is currently available for the System and reflects the construction and financing costs of Segment 1 for the current period.

Table 4: Segment 1 Actuals

Element	System Budget			Actuals			Forecast	Estimate at Completion (Actuals and Forecast)
	Original Budget	Adjustments	Adjusted Total	Spent thru Nov 2020	Spent this Quarter	Spent thru Feb 2021	Estimate to Complete	
Segment 1 (\$ millions)								
DB Contractor Price								
Design-Construction (DBA) ^{1,2}	\$ 359.76	\$19.45	\$ 379.21	\$ 356.10	\$ 15.67	\$ 371.77	\$ 7.44	\$ 379.21
TxDOT Agency Costs								
GEC ³	9.60	10.80	20.40	-	18.55	18.55	1.85	20.40
ROW/Utilities ⁴	81.00	(32.57)	48.43	40.16	6.19	46.35	2.09	48.43
Contingency (ROW) ⁵	10.00	(10.00)	-	-	-	-	-	-
Toll Integrator	11.00	2.00	13.00	6.87	0.84	7.71	5.29	13.00
Environmental Mitigation/Stipend ⁶	16.00	1.50	17.50	-	17.50	17.50	-	17.50
Contingency (DBA) ⁷	22.00	(14.00)	8.00	14.00	(14.00)	-	8.00	8.00
Subtotal System Costs (\$ millions)⁹	\$ 509.36	\$ (22.82)	\$ 486.54	\$ 417.13	\$ 44.74	\$ 461.87	\$ 24.67	\$ 486.54
Financing Costs								
Capitalized Interest	\$ 29.99	\$ -	\$ 29.99	\$ 11.16	\$ 3.90	\$ 15.06	\$ 14.93	\$ 29.99
Cost of Issuance ⁸	1.59	(0.01)	1.58	1.58	-	1.58	-	1.58
Debt Service Reserve Funds	24.93	-	24.93	24.93	-	24.93	-	24.93
Rate Stabilization Fund	10.00	-	10.00	10.00	-	10.00	-	10.00
Subtotal Financing Costs	\$ 66.51	\$ (0.01)	\$ 66.50	\$ 47.67	\$ 3.90	\$ 51.57	\$ 14.93	\$ 66.50
Total System & Financing Costs	\$ 575.87	\$ (22.83)	\$ 553.04	\$ 464.80	\$ 48.64	\$ 513.43	\$ 39.60	\$ 553.04
¹ Includes Initial Price plus COs 1-3 and subsequently adjusted by COs 4-5, 10-12, 14, 16, 18-19, & 21.								
² \$1.3M Locally funded COs 6 & 13 included as part of total DBA Contractor Price.								
³ GEC costs previously reported costs adjusted to reflect actualized cost to date.								
⁴ ROW/Utility costs adjusted to reflect actualized cost to date plus estimated \$1.8M to complete.								
⁵ Contingency Cost removed as ROW/Utilities cost is actualized.								
⁶ FY 2020 costs reflect \$13.5M actualized Environmental Cost and \$4M Stipend to the Short-Listed Proposers not chosen.								
⁷ Contingency Cost reduced as Segment 1 approaches completion. Previous \$14M spent to date is allocated to other budget items.								
⁸ Cost of Issuance Expense included transactions funded by Bond Proceeds only.								
⁹ Spent to date adjusted to include \$27.89M actualized costs previously not realized.								

Table 5 reflects the projected spending for the remainder of the System's construction timeline.

TxDOT began payments to the SI when the SI started work on the System and upon the SI reaching scheduled project milestones. Payments will continue until the complete tolling system for the System is finished and in operation.

Table 5: Segment 1 Forecasts

Element	FY 2021	Total Estimate to Complete
	6 month ³	
Design Build Contract Price	\$ 7.44	\$ 7.44
GEC	1.85	1.85
ROW/Utility	2.08	2.08
Toll Integrator ¹	5.29	5.29
Environmental Mitigation/Stipend	0.00	0.00
System Contingencies	8.00	8.00
Subtotal System Costs	\$ 24.67	\$ 24.67
Financing Costs		
Capitalized Interest ²	\$ 3.90	\$ 14.93
Cost of Issuance	0.00	0.00
Subtotal Financing Costs	\$ 3.90	\$ 14.93
Total System & Financing Costs	\$ 28.57	\$ 39.60
¹ The Tolling System cost for O&M are not shown in this table		
² Total Estimate to Complete includes \$11.04M for projections relating to FY 2022 and after.		
³ The Segment 1 forecast is projected to end Q3 FY 2021		

Table 6 reflects the actual draws through the end of February 28, 2021 and the projected draws through the end of the Project. Please note that as pending or future COs are executed, the total Project cost and the estimated Construction Draw may change to reflect the new scope of work.

Table 6: Segment 1 DBA Construction Draws

Period (MM-DD-YYYY)		Forecast to Complete (\$ millions)		Actuals (\$ millions)	
Begin	End	Period	Cumulative	Period	Cumulative
NTP1	February 28, 2018			71.08	71.08
March 1, 2018	August 31, 2018			59.86	130.94
September 1, 2018	February 28, 2019			52.99	183.94
March 1, 2019	August 31, 2019			62.16	246.09
September 1, 2019	February 29, 2020			44.27	290.36
March 1, 2020	August 31, 2020			51.96	342.32
September 1, 2020	February 28, 2021			29.44	371.76
March 1, 2021	August 31, 2021	7.45	7.45		
Total		\$7.45		\$371.76	
		\$379.21			

GEC Findings

BGE, Inc, reviewed the System's overall design and construction progress and finds that the Project is currently on track to finish within the projected schedule and budget. BGE, Inc. concludes that the DB Contractor should have no issues with the delivery of the Project. TxDOT should plan to open the remainder of the System (Section 1B) to traffic after March 15, 2021, pending the issuance of a CO providing for an eight (8) day extension as a result of a Force Majeure event.

Appendix A: Photographs of Current Construction

Picture #1: Section 1B Northbound Exit Ramp Gantry



Picture #2: Section 1B ITS and Road Weather Site



Picture #3: Section 1B Median - Landscape Fertilizer Installation



Picture #4: Section 1B Median - Metal Beam Guardrail Installation



Picture #5: Section 1B Median - Cable Barrier Mow Strip Installation



Picture #6: Section 1B Southbound DMS Installation



Picture #7: Section 1B FM 1774 Bridge - Aesthetic Concrete Rail Casting



Picture #8: Section 1B Southbound Mainlane Gantries



Picture #9: Section 1B Median Landscaping - Sod Placement



Picture #10: Section 1B Southbound FM 1488 Exit Ramp Striping

