

GROUNDWATER REDUCTION PLAN PROGRAM

MONTHLY PROGRESS REPORT - MARCH 2013



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ACRONYMS AND DEFINITIONS

Acronyms

CA&I	Construction Administration and Inspection
CCT	Construction Communication Team
CIP	Capital Improvement Project
CM&I	Construction Management and Inspection
CMAR	Construction Manager at Risk
CMT	Construction Material Testing
CSB / P	Competitive Sealed Bid / Proposal
EA	Environmental Assessment
EAC	Estimate At Completion
GIS	Geographic Information System
GRP	Groundwater Reduction Plan
GST	Ground Storage Tank
HSPS	High Service Pump Station
LSGCD	Lone Star Groundwater Conservation District
LVGU	Large Volume Groundwater User
PER	Preliminary Engineering Report
PMP	Program Management Plan
PSA	Professional Services Agreement
QA	Quality Assurance
RFB / Q / P	Request For Bids / Qualifications / Proposals
RWI / RWPS	Raw Water Intake / Raw Water Pump Station
SJRA	San Jacinto River Authority
SOQ	Statement Of Qualifications
SWF	Surface Water Facilities (SWTP, HSPS and RWI)
SWRF	Surface Water Receiving Facilities
SWTP	Surface Water Treatment Plant
TBD	To Be Determined
TCEQ	Texas Commission on Environmental Quality
TWDB	Texas Water Development Board
TxDOT	Texas Department Of Transportation
WIF	Water Infrastructure Fund

Definitions

GROUNDWATER REDUCTION PLAN (GRP)	The document developed and filed with the LSGCD indicating SJRA's plan to reduce the permitted 2009 groundwater pumpage of its GRP Participants by 30%. The GRP is administered by the SJRA, including any supplements, revisions, or amendments.
GRP PROGRAM TEAM	SJRA staff, Program Management Consultant (Brown & Gay Engineers, Inc.) staff, and technical consultants working interdependently toward meeting the goals of the Groundwater Reduction Plan.
GRP ADMINISTRATOR	The SJRA General Manager's designee who administers the SJRA Groundwater Reduction Plan and GRP Contract with GRP Participants.
GRP CONTRACT	Contract between the SJRA and a Participant to be included in the SJRA's efforts to meet the surface water conversion requirements mandated by the LSGCD.
JOINT GRP	GRP which is prepared to include (takes into account) LVGUs who have executed a GRP Contract with the SJRA to join the SJRA's GRP. Contracted LVGUs obtain LSGCD groundwater reduction regulation compliance through the SJRA's Joint GRP without preparing and submitting a GRP.
LARGE VOLUME GROUNDWATER USER(s) (LVGU)	Any person or entity that, through a single well or a combination of wells, actually produces or is authorized by permit(s) issued by the LSGCD to produce 10 million gallons or more of groundwater annually on or after January 1, 2008.
PARTICIPANT(s)	Regulated User(s) that enters into and remains subject to a written agreement with the SJRA to be included in the SJRA's GRP and includes the legal successors or assigns of Participant(s).
REGULATED USER(s)	Any public or private entity or person that is or becomes subject to the District Regulatory Plan established by the LSGCD and includes any amendments, revisions or supplements thereto as may be adopted by the LSGCD.
SJRA GRP DIVISION	Division of the SJRA responsible for GRP compliance, and the management, administration, operation and maintenance of the surface water facilities and surface water transmission system.



1.0 PLANNING

The GRP Program Team meets regularly for the purposes of setting performance expectations and goals of the GRP Program, identifying the efforts required to achieve these objectives, evaluating the effectiveness of such efforts, and modifying those efforts based upon both internal and external performance evaluations.

1.1 Strategic

The final work package for the SWF was awarded and the Guaranteed Maximum Price (GMP) in March 2013. The key effort now is to bring the project to completion, document construction and focus on implementation details to ensure quality and proper functionality.

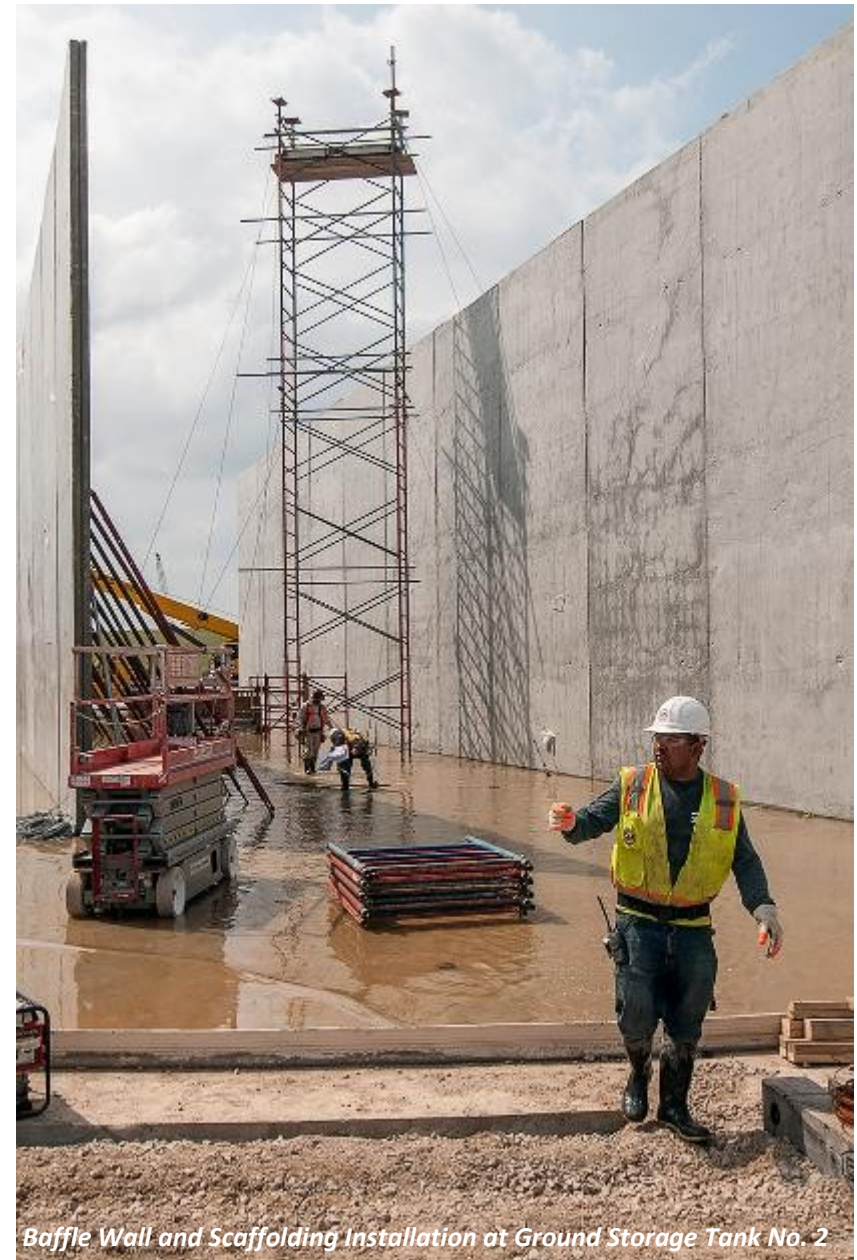
On the surface water transmission side of the program, the focus was on identifying needed permissions, and permits where our project crosses through other utility authorities' and agencies' easements and/or rights-of-way. In addition, significant attention is paid to the procurement process as we move into the construction phase.

1.2 Engineering and Construction

All of the Transmission Line Segments are at or nearing the final design stage. During final design, the designers and project managers are reviewing transmission routes for any conflicts and opportunities to resolve them. This effort identifies the need to relocate conflicting utilities and also to make alignment adjustments. During this period, project managers and design consultants worked to finalize an agreement for utility relocation with Verizon.

1.3 Meetings

The GRP Program Team continued meeting with GRP Program stakeholders this month, in addition to its weekly GRP Program and GRP Project status meetings and monthly progress meetings with surface water transmission system and SWF design consultants. A listing of these meetings may be seen in attached Exhibit 10.



Baffle Wall and Scaffolding Installation at Ground Storage Tank No. 2

2.0 SCHEDULE

Currently, the GRP Program remains on schedule for the delivery of treated surface water to select Joint GRP Participants on or before January 1, 2016. A simplified GRP Program schedule may be found in attached Exhibit 1.

2.1 Engineering

Surface Water Transmission System

Segment T1 – Construction proposals received on 3/28/13.

Segment T2 – Construction proposals received on 3/28/13.

Segment T3 – Pre-proposal meeting held on 3/5/13.

Segment W1 – Received construction proposals for project W1A on 3/6/13.

Segment W2 – Proposals on project W2A will be received on 4/2/13. Final design for Segment W2B is 95% complete.

Segment W3 – Design for Segments W3A and W3B was completed and submitted for review to SJRA by the consultants.

Segment W4 – The SJRA GRP Program Team has completed the 90% design review. In addition, the 90% plans, specifications, and Final Engineering Design Report have been submitted to the TWDB for their review and approval.

Segment C1 – Final (100%) Design Segments C1A and C1B 100% design was completed and submitted for review to SJRA by the consultant.

Segment C2 – 100% design was completed and submitted for review to SJRA by the consultant.

Segment C3 – 100% design and review complete.

Segment C4 – 100% design was completed and submitted for review to SJRA.

Surface Water Receiving Facilities – Coordination efforts continue between the Water Receiving Facility consultant and transmission line designers as well as Participants who plan to use their own consultant to design their receiving facilities.

Surface Water Facilities

Raw Water Intake Pump Station– Design is complete and construction is underway.

Surface Water Treatment Plant – Design is complete and construction is underway.

High Service Pump Station and Ground Storage Tanks – Design is complete and construction is underway.

Fiber Optic Communications System – 90% design was completed and submitted for review to SJRA by the consultant.

Construction Management and Inspection (CM&I) – The CM&I team for the surface water transmission system is engaged in reviewing plans and participating in pre-proposal meetings. Preparations are being made for the construction phase.

Construction Administration and Inspection (CA&I) – The CA&I staff for the SWF is currently working with the CMAR and SJRA staff to review submittals for the SWF.

Cathodic Protection – The consultant has continued to complete reviews of 100% drawings and to finalize their designs for the transmission line segments. They have also continued efforts for the construction phase of cathodic protection for the Surface Water Facilities.

2.2 Construction

Surface Water Transmission System

All of the transmission line segments are scheduled to begin construction during the remainder of 2013.

Segment T1 - Construction is scheduled to begin in April.

Segments T2, W1A, and W1B - Construction is scheduled begin in May, 2013.

Surface Water Receiving Facilities

The City of Oak Ridge North will begin construction of its water plant renovation in April. This project includes surface water receiving facilities for the City of Oak Ridge North.

Surface Water Facilities

Raw Water Intake - The bridge from the Dam to the RWI is currently being installed. The first concrete placement for the bridge deck has been completed. The bridge is scheduled to be complete by the middle of April 2013. Construction of the drilled shafts for the Raw Water Intake structure are ongoing.

Surface Water Treatment Plant - Water Treatment Plant work was released

2.0 SCHEDULE (CONTINUED)

in Early Work Package No. 3 and the earthwork is complete at the Membrane and GAC Buildings. The excavations for all three structures are complete, while the foundation at the Membrane building is being rapidly constructed. Below grade process piping at the GAC Building is being installed along with several seal slabs to keep the excavation from eroding. Seal slabs at the Pre-treatment structure are complete and the installation of the underground piping is underway.

High Service Pump Station and Ground Storage Tanks - The concrete foun-



Raw Water Intake Pump Station Bridge Deck

ation at the High Service Pump Station is an ongoing process. The main pump-room and electrical/control area foundations are being installed ahead of schedule. Underground electrical and plumbing rough-ins are on-going. Backfill around the perimeter of the building is ongoing. Progress continues at the Ground Storage Tanks (GST), the foundation for GST1 is complete and the onsite cast wall and roof panels are on-going. The internal concrete baffle walls have been placed and are being installed.

Fiber Optic Communications System – Installation of conduit for the fiber will be done along with the transmission line.



Ground Storage Tank Nos. 1 and 2



High Service Pump Station

3.0 PROCUREMENT

3.1 Solicitations

Solicitations for proposals for construction for March were made for the following:

- San Jacinto River Authority RFP 13-030 Segment W1A Proposed 54", 48", and 16" Water Transmission Line

3.2 Contract Awards

The following contracts were awarded for construction in March.

- San Jacinto River Authority RFP 13-027 Segment T1 Proposed 60" Water Transmission Line;
- Work Order 6 for Construction Phase Services by design consultant for construction of Segment T1;
- San Jacinto River Authority RFP 13-028 Segment T2 Proposed 60", 54" AND 12" Water Transmission Line;
- Work Order 6 for Construction Phase Services by design consultant for construction of Segment T2;
- Work Package No. 4 and Final GMP for Surface Water Facilities;
- Work Order 3 for Construction Materials Testing for Work Package 4;
- Work Order 1 for Construction Materials Testing for Surface water Transmission Line Segments.

At their March meeting, the SJRA Board approved an option agreement for future raw water supply with the Trinity River Authority (TRA). The 15-year agreement gives SJRA first right refusal for 50,000 acre-feet annually and a right to contract with TRA for all or part of the option quantity. TRA is scheduled to consider the agreement at their April Board meeting. The SJRA Board also approved funding for relocation of additional Mid-South Synergy electrical facilities related to Transmission Segment T1.

3.3 Process and Procedures

There were no significant changes to the procurement process or

procedures this month. The GRP Program continues to utilize traditional and alternative project delivery methods in the procurement of consultant and contractor services.

3.4 Look Ahead

The following list provides a very general look ahead at known and anticipated GRP Program professional services and construction contractor solicitations, contract awards, contract/work order amendments, and assorted agreements such as utility relocations and easement encroachments. Solicitations may be combined, modified, or canceled or time frames may be modified as deemed necessary.

- Utility Relocation Agreement with Verizon for Surface Water Transmission Line Segment C4;
- Construction Contract for Surface Water Transmission Line Segment W1A;
- Work Order No. 8 for Construction Phase Services by Design Consultant during construction of Surface Water Transmission Line Segment W1A;
- Construction Contract for Surface Water Transmission Line Segment W1B;
- Professional Services Agreement and Work Order No. 1 for Construction Materials Testing for the GRP Surface Water Transmission Line Segments;
- Amendment No. 1 to Work Order No. 3 for Distribution Metering Design at Multiple Water Receiving Facilities;
- Partial Modification to Agreement with Conroe Venture, Ltd.;
- Construction Contract for Surface Water Transmission Line Segment W2A for the GRP Program;
- Work Order No. 6 for Construction Phase Services by Design Consultant during construction of Surface Water Transmission Line Segment W2A for the GRP Program;
- Construction Contract for Surface Water Transmission Line Segment T3 for the GRP Program;
- Work Order No. 7 for Construction Phase Services by Design Consultant during construction of Surface Water Transmission Line Segment T3 for the GRP Program.



4.0 COST REPORT AND FINANCIAL CONSIDERATIONS

4.1 GRP Program and GRP Project CIP Budget(s)

Through this month, the GRP Program remains under its \$500,000,000 Capital Improvement Project (CIP) Program planning budget and forecasts continue to indicate it will be completed under budget (see also subsection 4.6 and Exhibit 7). A summary of the GRP Program's CIP budget and cost considerations as reported to the GRP Review Committee and the SJRA Board of Directors is provided as attached Exhibit 3.

A summary of the SJRA GRP Division's Fiscal Year 2013 (FY13) operating budget (revenue and expenditures) is provided as Exhibit 4. The budget includes all normal and customary expenses for operating a utility based, non-profit business, including debt service, and is developed annually for approval by the SJRA Board of Directors.

The GRP Program is currently operating under the SJRA Board of Director's authorized CIP budget of \$512,400,358.49 (net - \$446,812,553.05). The funding available in the CIP budget allows the SJRA to secure all of the resources required to perform professional services, construction services, and procure long lead time equipment during the design phase of the GRP Program.

4.2 Financial Report

Funding sources presently applied towards the GRP Program CIP budget include the TWDB's Water Infrastructure Fund (WIF; \$21,500,000.00 [gross]; \$21,029,662.92 [net]), the sale of open market Special Project Revenue Bonds, Series 2011 (\$83,430,358.49 [gross]; \$73,522,352.58 [net]), TWDB "D" Funds, Series 2011A (\$67,470,000.00 [gross]; \$57,693,420.67 [net]), Series 2012 (\$175,000,000.00 [gross]; \$161,159,055.87 [net]), and 2012A (\$165,000,000 [gross]; \$133,408,061.01 [net]). Approved funding to-date represents approximately 89.4% of the planned \$500,000,000.00 Program budget. The GRP Program's funding, contracted commitments, and forecasted expenditures are summarized in Table 4.1 and further detailed in attached Exhibits 5A, 5B and 6.

Please note that financial reports do not include investment income.

4.3 Invoices/Applications for Payment

GRP Program level and GRP Project level consultant Invoices and/or construction contractor Applications for Payment received through March 31, 2013 are represented in the Table 4.1 (Item F, March, 2013). A detailed breakdown of consultant invoices and/or construction contractor pay applications received for services performed this month appears in Table 4.2.

**TABLE 4.1 - GRP PROGRAM FUNDING AND
CONTRACTED COMMITMENTS SUMMARY**

	PREVIOUS (THRU 2/28/13)	MARCH 2013
A. APPROVED FUNDING	\$512,400,358.49	-0-
B. AVAILABLE FUNDING AFTER COSTS	\$450,671,704.05	\$446,812,553.05
C. APPROVED CONTRACTS	\$184,411,300.45	\$130,828,338.23
D. PROJECT CLOSE OUT	(\$551,272.27)	-0-
E. UNCONTRACTED FUNDING	\$266,619,725.28	\$135,791,387.05
F. INVOICES PAID	\$76,034,634.30	\$4,267,311.05
G. REMAINING FUNDS	\$374,637,069.75	\$366,510,607.70

**TABLE 4.2 - GRP PROGRAM CONSULTANT INVOICE AND CONTRACTOR
PAY APPLICATION SUMMARY**

	PREVIOUS (THRU 2/28/13)	MARCH 2013
ENGINEERING & SPECIALTY CONSULTANT (PROGRAM)	\$17,750,942.20	\$948,304.68
ENGINEERING & SPECIALTY CONSULTANT (PROJECT)	\$39,554,775.32	\$1,110,816.79
CONSTRUCTION CONTRACTOR / CMAR	\$18,728,916.78	\$3,148,972.42
TOTALS:	\$76,034,634.30	\$5,208,093.89

4.4 Contract Amendments and Change Orders

Each of the GRP Program agreements, work orders and amendments listed in section 3.2 were presented to the GRP Review Committee Meeting on March 26, 2013 and to the SJRA Board Meeting on March 28, 2013, and were authorized by the SJRA Board of Directors for execution by the SJRA General Manager.

4.0 COST REPORT AND FINANCIAL CONSIDERATIONS (CONTINUED)

4.5 Claims

No claims were identified this month.

4.6 CIP Cash Flow

The GRP Program CIP cash flow through calendar year 2015 reflects known expenditures through March 2013. Estimates for future expenditures were updated this month. All active and currently identified future GRP Program projects and initiatives are included in the cash flow. A graph of forecasted monthly expenditures from the referenced cash flow is attached as Exhibit 7.

4.7 CIP Budget Estimates at Completion

4.7.1 GRP Program

The **total gross funds** (including capitalized interest) required to execute Phase I of the GRP Program are currently estimated at \$562,960,358.49.

4.7.2 GRP Projects

The GRP Program projects remained within their approved contract budgets through this month. Exhibit 8 indicates each active GRP Program project and GRP Program contract forecasted estimate at completion (EAC). Additionally, all current GRP Program contracts, including their respective SJRA Board of Director's approved budgeted amounts and percent complete, are listed in Exhibit 2.

4.8 Land Acquisition

The GRP Program Team, with the support of its assorted land acquisition consultants, continued to make steady progress in acquiring the land and easements necessary for the surface water transmission system. The preparation of metes & bounds descriptions for easements along the transmission line routes continued and are nearing completion. Twelve (12) easements were acquired in March 2013. There were four easements along segment T1, four within segment W3 and four within segment C2, bringing the total number of easements acquired to one-hundred sixty seven (167). Negotiations to acquire other easements throughout the system are at varying stages of completion. A cumulative summary of easement acquisition activity is provided in attached Exhibit 9.



5.0 QUALITY ASSURANCE

5.1 Final Design

This month's Quality Assurance (QA) activity associated with final design deliverables produced by the engineering consultants is as follows:

- Dannenbaum (Segment C1) - 100% plans for both Segments C1A and C1B are complete.
- SPI (Segment C2) - 100% design plans were submitted 2/15/13 and are currently under review.
- Kimley Horn (Segment 3) - 100% design review was completed and comments were provided to the consultant.
- Pirnie/ARCADIS (Water Receiving Facilities) - A final submittal of the plans and specifications was made to TCEQ on 2/15/13.
- Cobb Fendley (Segment W3) - Segment W3A 90% design plans were submitted; Segment W3B 100% design plans were submitted
- LJA Engineering (Segment W4) - The SJRA GRP Program Team has completed the design review of LJA's 90% submission. In addition, the 90% plans, specifications, and Final Engineering Design Report have been submitted to the TWDB for their review and approval.

As final design continues and milestone submittals are received, the GRP Program Team will review and provide comments as applicable to each submittal. The review will be based on submittal compliance with the GRP Program's Design Standards and Criteria Manual, completeness per Program Management Plan (PMP) Section 14.0 – Quality Management and Section 21.0 – Design Management, and general project understanding.

5.2 Pre-Construction

Constructability reviews by the CM&I consultant and GRP Program Transmission System Construction Manager continued this month on milestone drawings submittals for the surface water transmission system. Review is underway on the 100% drawings for Segments C1, C2, W2B and South Water Receiving Facilities.

5.3 Construction

QA efforts by the SJRA Construction Inspectors as well as the SWF CA&I consultant continued this month with the continuation of SWF construction, primarily for the

RWI, HSPS and GSTs. Efforts included regular visits to the project site to monitor and document observed progress and confirm compliance with the construction contract. Similar QA efforts by the SJRA Construction Inspectors and CM&I consultant for the SWRF and surface water transmission system will commence with the beginning of construction on those respective projects.



6.0 EXHIBITS

Exhibit 1 - GRP Program Schedule

Exhibit 2 - Selected GRP Program Contracts

Exhibit 3 - Monthly GRP Program Financing Report

Exhibit 4 - GRP Unaudited Schedule of Revenues & Expenses - Actual & Budget and Clarification of Actual & Budget Variances

Exhibit 5A - GRP Program Capital Improvements Program Estimate-to-Complete

Exhibit 5B - GRP Program Fund Data

Exhibit 6 - Funding Source Summary

Exhibit 7 - GRP Monthly Forecasted Expenditures for Contracted Services

Exhibit 8 - Estimate at Completion (EAC) for Current Authorizations

Exhibit 9 - Land Acquisition Summary

Exhibit 10 - GRP Program Monthly Meeting Log

Exhibit 11 - Construction Photos



Exhibit 1 - GRP Program Schedule

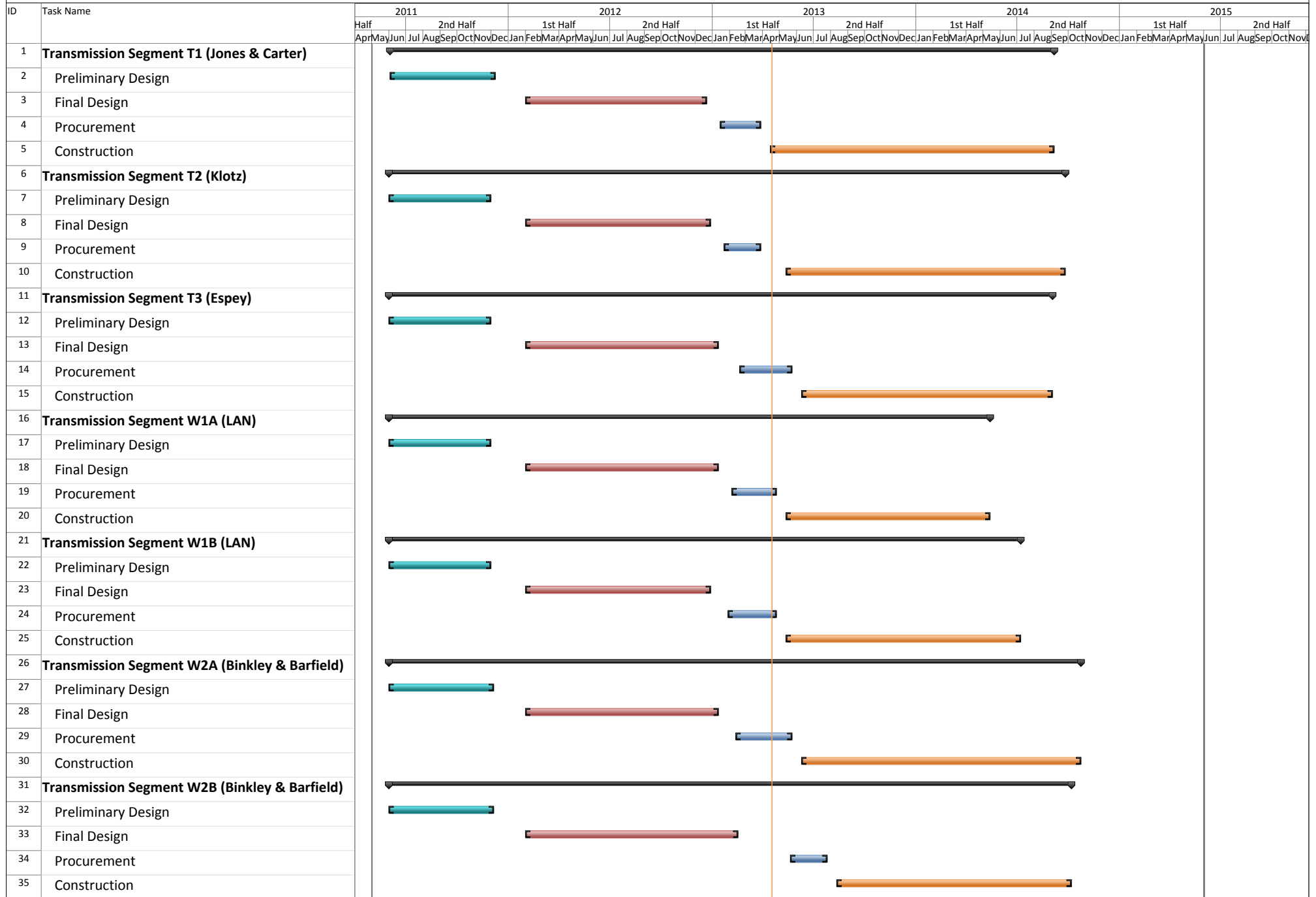


Exhibit 1 - GRP Program Schedule

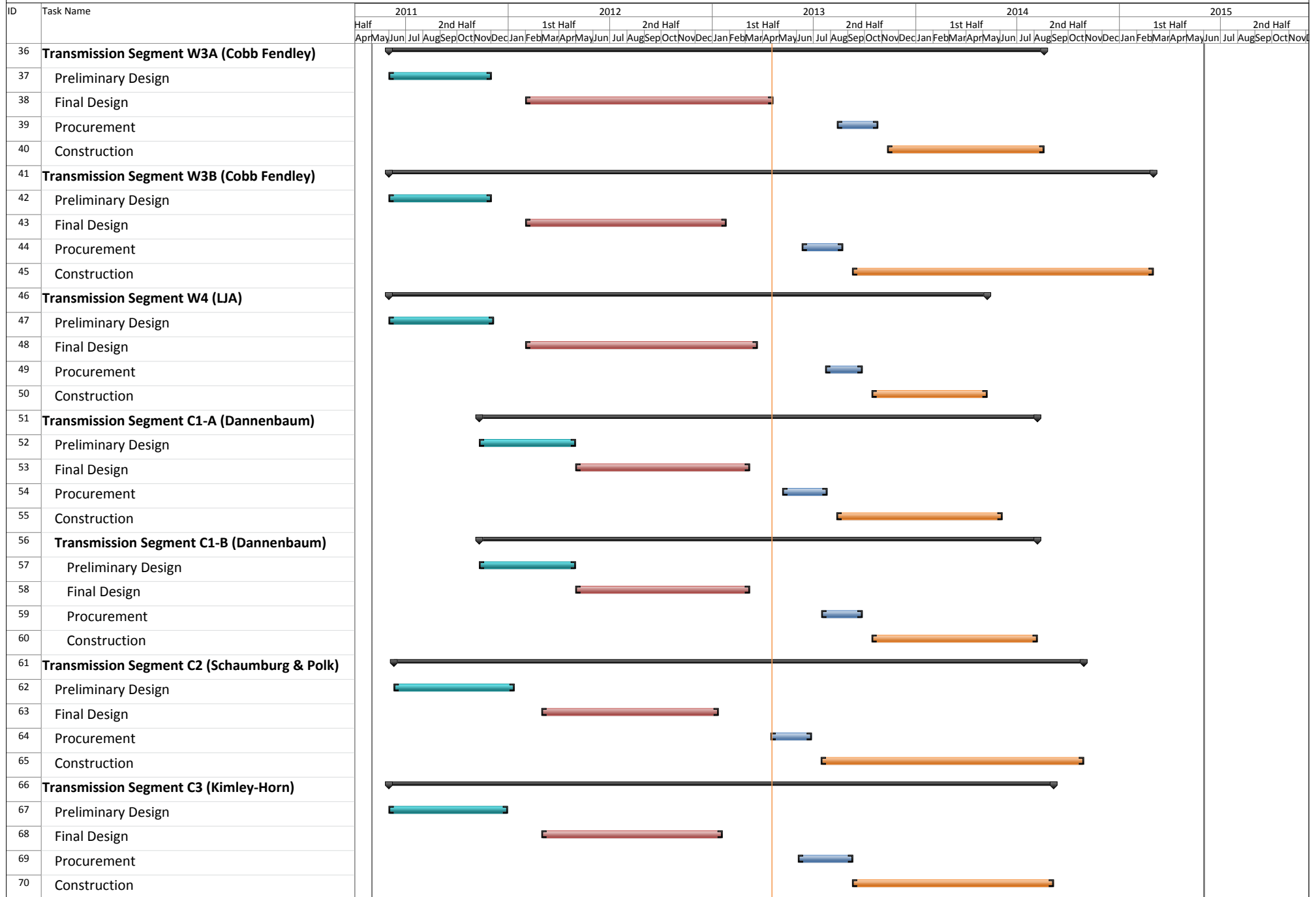


Exhibit 1 - GRP Program Schedule

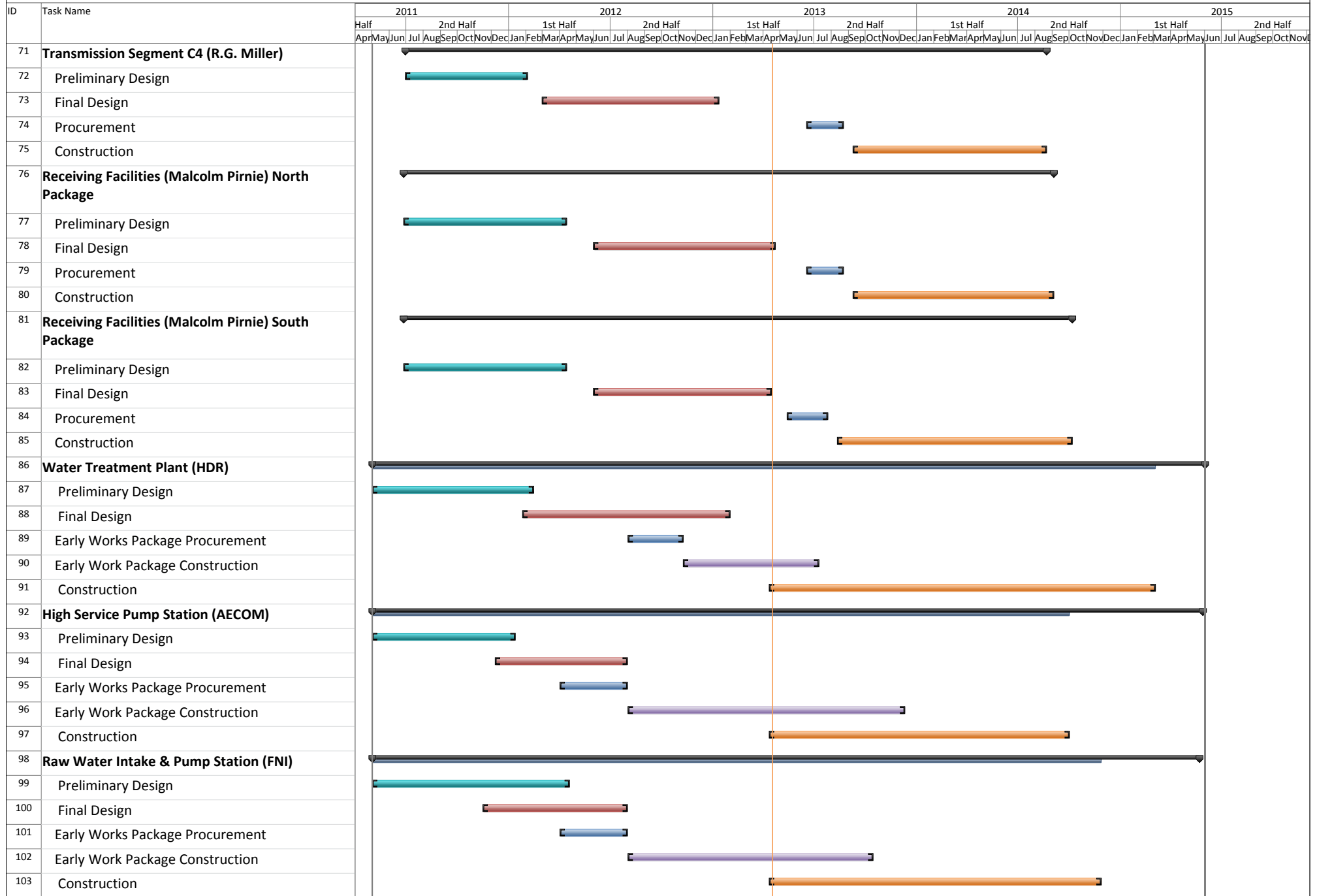




Exhibit 2

Selected GRP Program Contracts

March 2013

GRP Program Projects - Design										
Engineering Consultant	Project Name	PER Fee	Percent Complete	Metes & Bounds Fee	Percent Complete	Final Design Fee	Percent Complete	CPS Fee	Percent Complete	Engineer's Construction Cost Estimate
Jones & Carter	Transmission Segment T1	\$ 923,031	100%	*		\$ 975,317	100%	\$ 252,899.00	0%	\$ 14,521,937 ⁽²⁾
Klotz	Transmission Segment T2	\$ 623,565	100%	\$ 170,848	100%	\$ 843,531	100%	\$ 260,445.00	0%	\$ 13,383,928 ⁽²⁾
Espey	Transmission Segment T3	\$ 553,123	100%	\$ 146,847	100%	\$ 901,165	98%			\$ 17,338,095
Lockwood, Andrews, Newnan	Transmission Segment W1	\$ 920,621	100%	\$ 172,484	100%	\$ 1,086,983	100%			\$ 19,200,000
Binkley & Barfield, Inc.	Transmission Segment W2	\$ 956,154	100%	\$ 31,977	100%	\$ 1,603,528	95%			\$ 27,495,952
Cobb Fendley	Transmission Segment W3	\$ 1,161,967	100%	\$ 535,228	95%	\$ 1,609,338	95%			\$ 18,149,072
LJA	Transmission Segment W4	\$ 364,730	100%	\$ 32,482	67%	\$ 528,856	80%			\$ 6,383,105
Dannenbaum	Transmission Segment C1	\$ 332,300	100%	\$ 38,034	100%	\$ 490,523	90%			\$ 7,097,231
Schaumburg & Polk	Transmission Segment C2	\$ 1,003,246	100%	\$ 309,980	100%	\$ 685,068	97%			\$ 11,273,895
Kimley-Horn	Transmission Segment C3	\$ 490,286	100%	\$ 159,740	100%	\$ 616,103	95%			\$ 7,912,316
R.G. Miller	Transmission Segment C4	\$ 217,507	100%	\$ 18,016	100%	\$ 281,449	97%			\$ 4,022,285
Malcolm Pirnie ⁽¹⁾	Receiving Facilities	\$ 598,651	100%	\$ -		\$ 1,209,451	95%			\$ 13,759,750

⁽¹⁾ Metes and bounds efforts are included in the final design survey work order.

⁽²⁾ Contracted amount



Exhibit 2

Selected GRP Program Contracts

March 2013

GRP Program Projects - Design										
Engineering Consultant	Project Name	PER Fee	Percent Complete	Metes & Bounds Fee	Percent Complete	Final Design Fee	Percent Complete	CPS Fee	Percent Complete	Engineer's Construction Cost Estimate
HDR, Inc.	Water Treatment Plant	\$ 3,079,273	100%			\$ 7,694,130	98%	\$ 2,914,770.00	2.1%	\$ 135,000,000
AECOM, Inc.	High Service Pump Station	\$ 1,072,948	100%			\$ 3,044,066	100%	\$ 940,719.00	25%	\$ 39,960,000
Freese and Nichols, Inc.	Raw Water Intake and Pump Station	\$ 1,138,540	100%			\$ 1,523,752	100%	\$ 969,860.00	38%	\$ 21,000,000
ACES	Access Rd. & San. Swr. Relocation; Temp. SWF Access Rd.					\$ 435,000	100%	\$ 50,000.00	58%	\$ 577,000; \$ 1,500,000
EMA, Inc.	Fiber Optic System	\$ 161,390	100%			\$ 279,899	91%			\$ 5,364,000
TOTALS		\$ 13,597,332	-	\$ 1,615,636	-	\$ 23,808,160	-	\$ 5,388,693	-	\$ 363,938,568



Exhibit 2

Selected GRP Program Contracts

March 2013

GRP Program Consultant Contracts			
Engineering Consultant	Program Consultant Service	Total Fee of Work Orders	Percent Complete
Brown & Gay Engineers	Program Management	\$ 9,056,918	92%
Raba Kistner	Geotechnical	\$ 145,260	64%
LandTech	Survey	\$ 514,524	89%
Halff	Environmental	\$ 569,919	100%
Property Acquisition Services	Land Acquisition	\$ 1,413,335	57%
V&A	Cathodic Protection	\$ 866,676	51%
KDM	Land Acquisition	\$ 401,593	61%
Andrews Kurth	Legal	\$ 2,700,000	69%
Mike Bellar	Legal	\$ 100,000	39%
Brown & Caldwell	CMAR Contract Development Assistance	\$ 78,202	100%
Greenburg Traurig	Legal	\$ 200,000	48%
AECOM	Transient	\$ 311,400	89%
KBR	CM&I	\$ 8,124,255	6%
CDM	CA&I	\$ 5,348,633	11%
Total		\$ 24,482,081	



Exhibit 2

Selected GRP Program Contracts

March 2013

GRP Program Projects - Construction			
Construction Project	Construction Contractor	Contract Amount	Percent Complete
GRP Building No. 1	Brookstone	\$ 2,008,673	100%
GRP Temporary Access Road	Lindsey Construction	\$ 977,584	100%
Aqua Texas Sanitary Sewer and Road Relocation	Randy Roan	\$ 525,756	100%
GRP Building No. 1 Fiber Line	Preferred Technologies	\$ 231,158	100%
CMAR	McCarthy	\$ 190,704,740	18%
SWF Construction Materials Testing	Geotest	\$ 1,976,659	7%
Transmission Lines Construction Materials Testing - North	Terracon	\$ 1,006,711	0%
Transmission Line T1	S.J Louis	\$ 14,521,937	0%
Transmission Line T2	Texas Sterling	\$ 13,383,928	0%
Total		\$ 196,424,569	

Exhibit 3
Monthly GRP Program Financing Report
Fiscal Year 2013
Through March 31, 2013

	WIF Funds	2011 Special Projects Revenue Bonds	TWDB 2011 'D' Fund	2012 Special Projects Revenue Bonds	2012a Special Projects Revenue Bonds	Totals
A. Program Budget						
Bond Issue Amount	\$ 21,500,000.00	\$ 83,430,358.49	\$ 67,470,000.00	\$ 175,000,000.00	\$ 165,000,000.00	\$ 512,400,358.49
Total Investment	\$ 21,500,000.00	\$ 83,430,358.49	\$ 67,470,000.00	\$ 175,000,000.00	\$ 165,000,000.00	\$ 512,400,358.49
B. Contracted Costs						
Contracts Completed	\$ 15,111,598.40	\$ 11,209,652.32	\$ 2,152,739.80	\$ -	\$ -	\$ 28,473,990.52
Current Contract Values	\$ 5,899,543.44	\$ 39,639,045.35	\$ 30,687,474.70	\$ 161,159,055.87	\$ 48,364,366.77	\$ 285,749,486.13
Change Orders	\$ -	\$ 1,049,052.62	\$ 159,060.00	\$ -	\$ -	\$ 1,208,112.62
Project Close Out	\$ (197,419.18)	\$ (353,853.09)	\$ -	\$ -	\$ -	\$ (551,272.27)
Total	\$ 20,813,722.66	\$ 51,543,897.20	\$ 32,999,274.50	\$ 161,159,055.87	\$ 48,364,366.77	\$ 314,880,317.00
C. Expenditures						
Paid Previous Fiscal Years	\$ 19,966,012.81	\$ 24,949,084.37	\$ 478,705.50	\$ -	\$ -	\$ 45,393,802.68
Paid Current Fiscal Year	\$ 267,131.97	\$ 12,728,872.09	\$ 7,380,380.75	\$ 14,531,757.86	\$ -	\$ 34,908,142.67
Issuance Costs	\$ 470,337.08	\$ 2,049,764.39	\$ 751,195.33	\$ 971,769.13	\$ 952,269.99	\$ 5,195,335.92
Capitalized Interest & Debt Service Reserves	\$ -	\$ 7,858,241.52	\$ 9,025,384.00	\$ 12,869,175.00	\$ 30,639,669.00	\$ 60,392,469.52
Total	\$ 20,703,481.86	\$ 47,585,962.37	\$ 17,635,665.58	\$ 28,372,701.99	\$ 31,591,938.99	\$ 145,889,750.79
D. Remaining						
Uncontracted Funds	\$ 215,940.26	\$ 21,978,455.38	\$ 24,694,146.17	\$ -	\$ 85,043,694.24	\$ 131,932,236.05
Fund Balance *	\$ 796,518.14	\$ 35,844,396.12	\$ 49,834,334.42	\$ 146,627,298.01	\$ 133,408,061.01	\$ 366,510,607.70

*Excluding net investment income



Exhibit 4
San Jacinto River Authority
Groundwater Reduction Plan
Schedule of Revenues & Expenses - Actual & Budget
For the Seven Months Ending March 31, 2013

	March			Year To Date			
	Actual	Budget	Variance	Actual	Budget	Variance	% Variance
OPERATING REVENUES							
Water sales							
GRP pumping fees	\$ 1,636,765	\$ 1,560,792	\$ 75,973	\$ 11,653,623	\$ 10,839,654	\$ 813,969	8%
TOTAL OPERATING REVENUES	\$ 1,636,765	\$ 1,560,792	\$ 75,973	\$ 11,653,623	\$ 10,839,654	\$ 813,969	8%
OPERATING EXPENSES							
Payroll & employee benefit expenses	\$ 206,678	\$ 337,013	\$ 130,334	\$ 1,590,276	\$ 2,359,088	\$ 768,812	33%
Professional fees	36,121	66,667	30,546	113,880	250,669	136,789	55%
Purchased & contracted services	16,967	19,729	2,763	62,662	138,104	75,442	55%
Supplies, materials & utilities	23,737	24,183	447	2,061,463	2,414,747	353,284	15%
Maintenance repairs, parts & rentals	1,563	1,280	(283)	10,745	8,960	(1,785)	(20%)
General & administration	52,869	93,693	40,824	391,355	655,853	264,498	40%
TOTAL OPERATING EXPENSES	\$ 337,935	\$ 542,565	\$ 204,630	\$ 4,230,380	\$ 5,827,420	\$ 1,597,040	27%
NON-OPERATING REVENUES & EXPENSES							
Interest on investments	\$ 85,408	\$ 198,704	\$ (113,296)	\$ 525,856	\$ 1,379,428	\$ (853,572)	(62%)
Other revenues	-	-	-	1,430	-	1,430	100%
Depreciation	(21,147)	-	(21,147)	(145,118)	-	(145,118)	100%
Interest expense	(1,661,355)	(1,701,301)	39,945	(9,437,981)	(9,034,414)	(403,567)	4%
Amortized debt issuance expense	\$ (14,142)	\$ -	\$ (14,142)	\$ (98,994)	\$ -	\$ (98,994)	100%
TOTAL NON-OPERATING	\$ (1,611,236)	\$ (1,502,597)	\$ (108,640)	\$ (9,154,806)	\$ (7,654,986)	\$ (1,499,820)	20%
NET INCOME (LOSS)	\$ (312,406)	\$ (484,370)	\$ 171,964	\$ (1,731,564)	\$ (2,642,752)	\$ 911,188	(34%)



Exhibit 4 (con't)
GRP Division
Clarification of Actual & Budget Variances
(in thousands)

Exhibit 4 (con't)	Driver	February 2013	March 2013	FYTD 2013
GRP Pumping Fees	Usage variance due to weather conditions.	(44)	76	814
Payroll and related expenses	Budgeted positions not filled per schedule.	129	130	769
Professional Fees	Professional fees less than budgeted.	8	31	137
Purchased & Contracted Services	Purchased and contracted services less than budgeted.	4	3	75
Supplies, Materials, Utilities, Maintenance, Repairs, Parts & Rentals	Additional Water Supply, costs not yet realized.	-	-	300
	Reservation Fees 2012 true-up	-	-	33
	Travel, fuel, office supplies, phones, utilities, recruiting and misc. expenses less than budgeted.	32	-	19
General & Administration	Allocated labor and related expenses less than budgeted, anticipated a quicker rate of growth than has been actualized.	15	41	264
Non-Operating	Interest/Investment Income	(105)	(113)	(852)
	Depreciation expense	(21)	(21)	(145)
	Bond Issuance Cost Amort expense	(14)	(14)	(99)
	Bond interest expense	(160)	40	(404)
		(157)	172	911



Exhibit 5A

GRP Program Capital Improvements Program Estimate-At-Completion

SERVICES	ESTIMATE-AT-COMPLETION
Pre-Engineering Phase Services	\$ 4,676,398
(GRP Development, Environmental Studies, Pilot Plant, Surface Water Treatment Plant Site Survey)	
Engineering Phase Services	\$ 42,540,217
(Planning, Preliminary Engineering, Final Engineering, Geotechnical, Survey, Metes & Bounds, Subsurface Utility Investigation, Environmental)	
Construction Phase Services	\$ 27,041,508
(Engineering Services During Construction, Construction Management & Inspection [Transmission System], Construction Administration & Inspection [SWF], Material Testing)	
Construction	\$ 391,949,748
(Surface Water Transmission System, Raw Water Intake and Pump Station, Surface Water Treatment Plant, High Service Pump Station and Ground Storage Tanks, Surfacewater Receiving Facilities, Infrastructure, Buildings, Roadways, Site Security, Access Roadways)	
Transmission Segment C1 - Construction	\$ 7,097,231
Transmission Segment C2 - Construction	\$ 11,273,895
Transmission Segment C3 - Construction	\$ 7,912,316
Transmission Segment C4 - Construction	\$ 4,022,285
Transmission Segment T1 - Construction	\$ 15,248,034
Transmission Segment T2 - Construction	\$ 14,053,125
Transmission Segment T3 - Construction	\$ 17,338,095
Transmission Segment W1 - Construction	\$ 16,207,322
Transmission Segment W2 - Construction	\$ 27,495,952
Transmission Segment W3 - Construction	\$ 18,149,072
Transmission Segment W4 - Construction	\$ 6,383,105
Receiving Facilities - Construction	\$ 17,107,925
SWF Work Package No. 1	\$ 10,346,793
SWF Work Package No. 2	\$ 32,528,047
SWF Work Package No. 3	\$ 47,456,718
SWF Work Package No. 4 (GMP)	\$ 100,373,182
Transmission System Fiber Optic - Construction	\$ 5,364,000
Permanent Access Roadway Construction	\$ 8,000,000
Building No. 1; Access Road; Vegetative Buffer; Construction Materials Testing; SWF Site Vegetation Management; Sanitary Sewer/Access Rd. Relocation ⁽¹⁾	\$ 4,326,704
Other Offsite Construction (Stand Pipe, Transmission Line Utility Relocations, Receiving Facility Improvements) ⁽¹⁾	\$ 20,513,696
Non-Project Specific Contingency	\$ 752,249
Program Management	\$ 12,235,136
(GRP Program Management, Survey, Geotechnical, Transient, Corrosion, Legal Consultants)	
Land Acquisition	\$ 11,978,302
(Legal, Appraisal, Title Research, Land Acquisition Consultants) ⁽²⁾	
Total:	\$ 490,421,308

Bond issuance costs are not included.

⁽¹⁾ Costs other than transmission and surface water facilities now separated into two categories

⁽²⁾ Includes revisions to land acquisition cost estimates and recategorizing of contingency.

Exhibit 5B **GRP Program Fund Data** **as of March 31, 2013**

Funding Source	Amount Authorized by Board To-Date	Interest Rate	Bond Costs	Capitalized Interest	Debt Service Reserve Fund	Net Amount Currently Available	Pending Funding Source	Invoiced To-Date	Remaining Amount
WIF Bond Issue	\$ 21,500,000.00	.854% - 2.706%	\$ 470,337.08	\$ -	\$ -	\$ 21,029,662.92		\$ 20,301,463.62	\$ 728,199.30
Open Market Bond Issue (Series 2011)	\$ 83,430,358.49	3% - 5.25%	\$ 2,049,764.39	\$ 7,858,241.52	\$ -	\$ 73,522,352.58		\$ 37,920,363.77	\$ 35,601,988.81
TWDB Dfund Series 2011A	\$ 67,470,000.00	1.22% - 4.97%	\$ 751,195.33	\$ 5,166,233.00	\$ 3,859,151.00	\$ 57,693,420.67		\$ 8,493,920.58	\$ 49,199,500.09
TWDB Dfund Series 2012	\$ 175,000,000.00	1.17% - 4.62%	\$ 971,769.13	\$ 12,869,175.00	\$ -	\$ 161,159,055.87		\$ 14,526,980.22	\$ 146,632,075.65
TWDB Dfund Series 2012A	\$ 165,000,000.00	1.26% - 4.62%	\$ 952,269.99	\$ 14,139,669.00	\$ 16,500,000.00	\$ 133,408,061.01		\$ -	\$ 133,408,061.01
Subtotal Approved Amounts	\$ 512,400,358.49		\$ 5,195,335.92	\$ 40,033,318.52	\$ 20,359,151.00	\$ 446,812,553.05	\$ -	\$ 81,242,728.19	\$ 365,569,824.86
Future Series 2013 (Est.)	\$ 39,850,000.00	4.01%	\$ 628,750.00	\$ 2,837,087.00	\$ 2,275,747.00	\$ -	\$ 34,108,416.00	\$ -	\$ 34,108,416.00
Future Series 2014 (Est.)	\$ 10,710,000.00	4.06%	\$ 293,700.00	\$ 787,388.00	\$ 128,573.00	\$ -	\$ 9,500,339.00	\$ -	\$ 9,500,339.00
Subtotal Future Amounts	\$ 50,560,000.00		\$ 922,450.00	\$ 3,624,475.00	\$ 2,404,320.00	\$ -	\$ 43,608,755.00	\$ -	\$ 43,608,755.00
Totals	\$ 562,960,358.49		\$ 6,117,785.92	\$ 43,657,793.52	\$ 22,763,471.00	\$ 446,812,553.05	\$ 43,608,755.00	\$ 81,242,728.19	\$ 409,178,579.86

Notes:

1. These value do not include investment income.
2. Green items are estimates only.
3. Series 2011 bond costs include \$681,132.45 for bond insurance and \$459,709.50 for underwriter's discount.



Exhibit 6 **Funding Source Summary** **April 11, 2013**

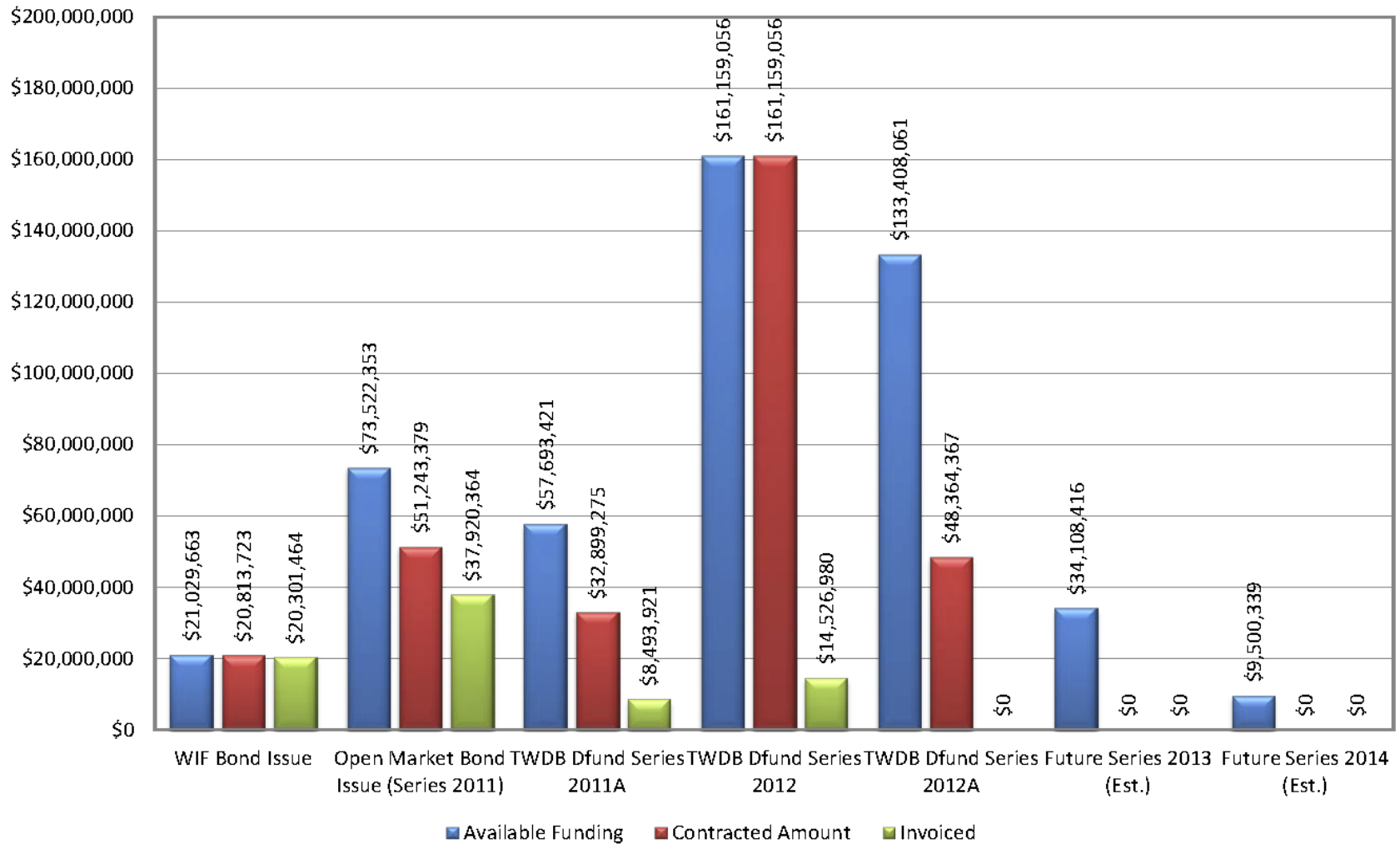


Exhibit 7
GRP Program Monthly Forecasted Expenditures
for Contracted Services
April 11, 2013

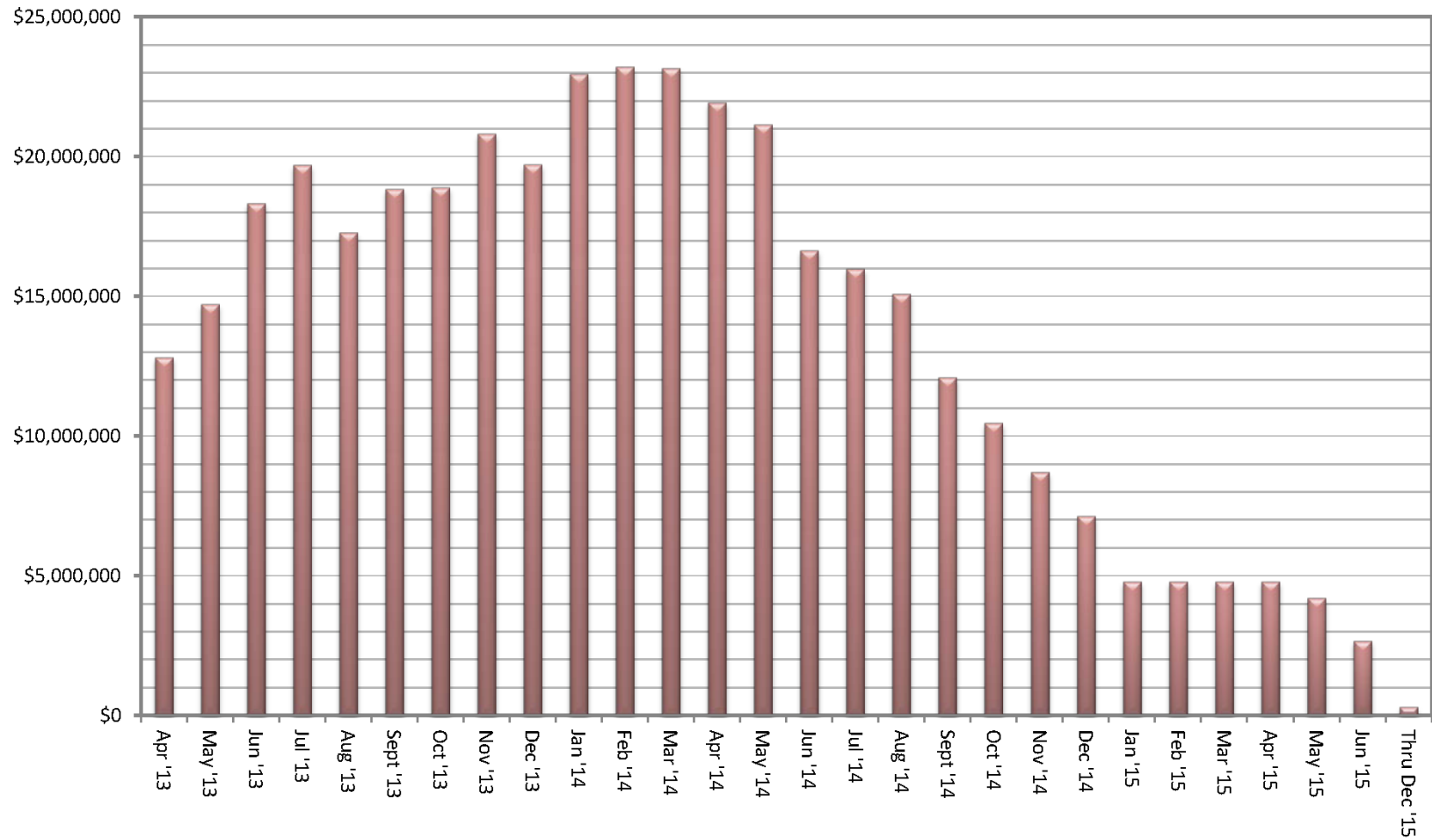




Exhibit 8

Estimate at Completion (EAC) for Current Authorizations

March 31, 2013

Surface Water Transmission System

Project	Firm	Amount Authorized by Board	Board Authorized Modifications		Forecasted Modification Amount	Estimate at Completion (EAC)
			Dollars	%		
T1	Jones & Carter	\$ 2,057,747.00	\$ 93,500.00	4.5%		\$ 2,151,247.00
T2	Klotz	\$ 1,898,388.55		0.0%		\$ 1,898,388.55
T3	Espey	\$ 1,555,154.42		0.0%		\$ 1,555,154.42
W1	LAN	\$ 2,180,088.40		0.0%		\$ 2,180,088.40
W2	Binkley & Barfield	\$ 2,591,659.64		0.0%		\$ 2,591,659.64
W3	Cobb Fendley	\$ 3,306,532.50		0.0%		\$ 3,306,532.50
W4	LJA	\$ 876,011.82	\$ 17,574.56	2.0%		\$ 893,586.38
C1	Dannenbaum	\$ 822,823.00		0.0%		\$ 822,823.00
C2	Schaumburg & Polk	\$ 1,583,197.99	\$ 207,547.98	13.1%		\$ 1,790,745.97
C3	Kimley-Horn	\$ 1,202,256.89	\$ 31,936.55	2.7%		\$ 1,234,193.44
C4	R.G. Miller	\$ 526,737.05		0.0%		\$ 526,737.05
WRFs	Malcolm Pirnie/Arcadis	\$ 1,808,102.00		0.0%		\$ 1,808,102.00
CM&I	KBR	\$ 533,432.62		0.0%		\$ 533,432.62
Subtotal - Surface Water Transmission System		\$ 20,942,131.88	\$ 350,559.09	1.7%	\$ -	\$ 21,292,690.97

Surface Water Facilities

Project	Firm	Amount Authorized by Board	Board Authorized Modifications		Forecasted Modification Amount	Estimate at Completion (EAC)
			Dollars	%		
WTP	HDR	\$ 17,164,257.21	\$ 533,488.00	3.1%		\$ 17,697,745.21
HSPS	AECOM	\$ 4,324,402.56		0.0%		\$ 4,324,402.56
StandPipe	AECOM	\$ 192,281.00		0.0%		\$ 192,281.00
RWI&PS	Freese and Nichols	\$ 3,901,773.35		0.0%		\$ 3,901,773.35
CMAR	McCarthy	\$ 190,704,740.00		0.0%		\$ 190,704,740.00
CA&I	CDM	\$ 5,348,633.00		0.0%		\$ 5,348,633.00
Subtotal - Surface Water Facilities		\$ 221,636,087.12	\$ 533,488.00	0.2%	\$ -	\$ 222,169,575.12



Exhibit 8

Estimate at Completion (EAC) for Current Authorizations

March 31, 2013

Program Consultant Services & Other Projects

Project	Firm	Amount Authorized by Board	Board Authorized Modifications		Forecasted Modification Amount	Estimate at Completion (EAC)
			Dollars	%		
Prog Mgmt	Brown & Gay	\$ 9,056,918.06		0.0%		\$ 9,056,918.06
Prog Survey	Landtech	\$ 514,524.00		0.0%		\$ 514,524.00
Prog Geo	Raba Kistner	\$ 145,260.00		0.0%		\$ 145,260.00
Prog Tran	AECOM	\$ 161,400.00	\$ 150,000.00	92.9%		\$ 311,400.00
Access Rd	ACES	\$ 434,972.13		0.0%		\$ 434,972.13
Access Rd	S&V Survey	\$ 66,875.00		0.0%		\$ 66,875.00
Land Acq	KDM	\$ 359,887.70	\$ 41,705.00	11.6%		\$ 401,592.70
Land Acq	PAS	\$ 1,413,334.88		0.0%		\$ 1,413,334.88
Prog Env	Halff	\$ 526,862.58	\$ 43,056.29	8.2%		\$ 569,918.87
Prog Fiber	EMA	\$ 441,289.00		0.0%		\$ 441,289.00
Prog Corr	V&A	\$ 866,676.00		0.0%		\$ 866,676.00
Prog Svcs & Projs	Other Program Services & Projects	\$ 3,787,354.94		0.0%		\$ 3,787,354.94
Subtotal - Program Consultant Services & Other Projects		\$ 17,775,354.29	\$ 234,761.29	1.3%	\$ -	\$ 18,010,115.58

Construction Contracts

Project	Firm	Amount Authorized by Board	Board Authorized Modifications		Forecasted Modification Amount	Estimate at Completion (EAC)
			Dollars	%		
GRP Bldg #1	Brookstone	\$ 2,009,900.00	\$ (1,227.00)	-0.1%		\$ 2,008,673.00
Bldg #1 CMT	Aviles	\$ 48,193.60		0.0%		\$ 48,193.60
Landscape Buffer	KeyScape	\$ 87,255.00		0.0%		\$ 87,255.00
Temp Access Road	Lindsey Construction	\$ 986,431.00	\$ (8,847.15)	-0.9%		\$ 977,583.85
Access Road CMT	Terracon Consultants	\$ 12,842.50		0.0%		\$ 12,842.50
Aqua Texas Sewer	Randy Roan	\$ 516,650.50	\$ 9,106.17	1.8%		\$ 525,756.67
Aqua Texas CMT	Aviles	\$ 31,057.20		0.0%		\$ 31,057.20
Bldg #1 Fiber Line	Preferred Technologies	\$ 257,339.65	\$ (26,182.09)	-10.2%		\$ 231,157.56
SWF EWP2 CMT	Geotest	\$ 1,346,397.00		0.0%		\$ 1,346,397.00
Other	Other Construction Contracts	\$ 481,718.91		0.0%		\$ 481,718.91
Subtotal - Construction Contracts		\$ 5,777,785.36	\$ (27,150.07)	-0.5%	\$ -	\$ 5,750,635.29

Totals

	Amount Authorized by Board	Board Authorized Modifications		Forecasted Modification Amount	Estimate at Completion (EAC)
		Dollars	%		
Subtotal - Surface Water Transmission System	\$ 20,942,131.88	\$ 350,559.09	1.7%	\$ -	\$ 21,292,690.97
Subtotal - Surface Water Facilities	\$ 221,636,087.12	\$ 533,488.00	0.2%	\$ -	\$ 222,169,575.12
Subtotal - Program Consultant Services & Other Projects	\$ 17,775,354.29	\$ 234,761.29	1.3%	\$ -	\$ 18,010,115.58
Subtotal - Construction Contracts	\$ 5,777,785.36	\$ (27,150.07)	-0.5%	\$ -	\$ 5,750,635.29
Total	\$ 266,131,358.65	\$ 1,091,658.31	0.4%	\$ -	\$ 267,223,016.96



Exhibit 9

Land Acquisition Summary

March 2013

Project	Anticipated Number of Easements to Acquire	Easements Acquired This Month	Easements Acquired Total
Transmission System Segment T1	62	4	48
Transmission System Segment T2	2	0	0
Transmission System Segment T3	22	0	1
Transmission System Segment C1	16	0	8
Transmission System Segment C2	77	4	12
Transmission System Segment C3	32	0	16
Transmission System Segment C4	4	0	0
Transmission System Segment W1	32	0	14
Transmission System Segment W2	8	0	0
Transmission System Segment W3	178	4	68
Transmission System Segment W4	7	0	0
Totals:	440	12	167



Exhibit 10

GRP Program Monthly Meeting Log

March 2013

Meeting	Agenda	Location	Date	Participants
Wood Forest HOA	GRP Program	Lone Star Elem	3/5/2013	HOA, Jace Houston, Mark Smith
Proposal Opening Transmission Segment W1-A		G&A Office	3/5/2013	W1-A Consulting Team, GRP Program Team, Prospective Proposal Offerers, General Public
Proposal Ranking Transmission Segment W1-B		GRP Building 1	3/6/2013	Ranking Team
Montgomery County Mobility Committee	GRP Program Traffic Impact	Conroe Regional Medical Center	3/7/2013	City of Conroe, TxDOT, Chamber of Commerce SJRA
Pre-Proposal Meeting Transmission Segment T3		G&A Office	3/7/2013	T3 Consulting Team, GRP Program Team, Prospective Proposal Offerers
Conroe Rotary Club	Program Updates	1st Baptist Conroe	3/12/2013	SJRA, local government and civic leaders
Proposal Ranking Transmission Segment W1-B		GRP Building 1	3/13/2013	Ranking Team
Woodland Oaks Utilities	Participant Connection Request	GRP Building 1	3/14/2013	Woodland Oaks Staff, GRP Staff
Construction Communication Team	Construction Communication Plan - to minimize the impact of construction to the community	Woodlands Operations Building	3/19/2013	Construction Communication Team, GRP Staff, PR
Pre-Construction Oak Ridge North Water Facility	Receiving Facility Construction	Oak Ridge North City Hall	3/19/2013	Design Engineer, Contractor, City Staff, SJRA



Exhibit 10 **GRP Program Monthly Meeting Log** **March 2013**

Meeting	Agenda	Location	Date	Participants
GRP Call Taker Training	GRP Program Traffic Impact	G&A Office Woodlands Operations Office	3/20/2013 3/21/2013	Various agency admin staff, SJRA Staff
Construction Committee		G&A Office	3/21/2013	Construction Committee, GRP Program Team staff
GRP Review Committee		G&A Office	3/26/2013	Review Committee, GRP Program Team, general public
SJRA Board of Directors		G&A Office	3/28/2013	SJRA Board of Directors, GRP Program Team staff, general public
CM&I	Design Progress Meetings	SJRA	Various	SJRA, Program CM&I Consultants
CDM Smith	Construction Administration and Inspection	GRP Building 1	Weekly	SJRA, McCarthy, CDM Smith, Geotest
Land Acquisition Conference Calls			Weekly	Andrews Kurth, SJRA
CM&I	Program Managers	SJRA	Weekly	KBR, Program Managers, SJRA

EXHIBIT 11
Construction Photos



Raw Water Pump Station - April 10, 2013

EXHIBIT 11
Construction Photos



Raw Water Pump Station - View from current end of bridge structure looking toward the Dam - April 10, 2013

EXHIBIT 11
Construction Photos



Ground Storage Tank Nos. 1 and 2 - Baffle walls complete and floors flooded for water curing of foundation - April 10, 2013

EXHIBIT 11
Construction Photos



Pier Cylinder Placement at Raw Water Pump Station - April 10, 2013

EXHIBIT 11
Construction Photos



Fence screen installation - April 10, 2013



Site work at Pre-treatment facility - April 10, 2013

EXHIBIT 11 Construction Photos



Bridge deck concrete pour at Intake Pump Station



Pipe installation at base of Granular Activated Carbon Facility



42-inch pipe installation at Membrane Facility



Lime stabilization of excavated materials prior to placement at High Service Pump Station

EXHIBIT 11

Construction Photos



Membrane and Pretreatment Facilities site work