



# Groundwater Reduction Plan Program Monthly Progress Report - November-December 2012

San Jacinto River Authority





## TABLE OF CONTENTS

|   |            |  |            |
|---|------------|--|------------|
| <b>Table of Contents</b>                            | <b>i</b>   | 4.5 Claims                             | 4-2        |
| <b>Acronyms and Definitions</b>                     | <b>ii</b>  | 4.6 CIP Cash Flow                      | 4-2        |
| <b>1.0 Planning</b>                                 | <b>1-1</b> | 4.7 CIP Budget Estimates at Completion | 4-2        |
| 1.1 Strategic                                       | 1-1        | 4.8 Land Acquisition                   | 4-2        |
| 1.2 Engineering and Construction                    | 1-1        | <b>5.0 Quality Assurance</b>           | <b>5-1</b> |
| 1.3 Meetings  | 1-1        | <b>6.0 Exhibits</b>                    | <b>6-1</b> |
| <b>2.0 Schedule</b>                                 | <b>2-1</b> |  |            |
| 2.1 Engineering                                     | 2-1        |  |            |
| 2.2 Construction                                    | 2-1        |  |            |
| <b>3.0 Procurement</b>                              | <b>3-1</b> |  |            |
| 3.1 Solicitations                                   | 3-1        |  |            |
| 3.2 Contract Awards                                 | 3-1        |  |            |
| 3.3 Process and Procedures                          | 3-1        |  |            |
| 3.4 Look Ahead                                      | 3-1        |  |            |
| <b>4.0 Cost Report and Financial Considerations</b> | <b>4-1</b> |  |            |
| 4.1 GRP Program and GRP Project CIP Budget(s)       | 4-1        |  |            |
| 4.2 Financial Report                                | 4-1        |  |            |
| 4.3 Invoices/Applications for Payment               | 4-1        |  |            |
| 4.4 Contract Amendments and Change Orders           | 4-2        |  |            |



## ACRONYMS AND DEFINITIONS

### Acronyms

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

### Definitions

|  |   |
|--|---|
| <b>GROUNDWATER REDUCTION PLAN (GRP)</b>        | 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.                                 |
| <b>GRP PROGRAM TEAM</b>                        | SJRA staff, Program Management Consultant (Brown & Gay Engineers, Inc.) staff, and technical consultants working interdependently toward meeting the goals of the Groundwater Reduction Plan.   |
| <b>GRP ADMINISTRATOR</b>                       | The SJRA General Manager's designee who administers the SJRA Groundwater Reduction Plan and GRP Contract with GRP Participants.   |
| <b>GRP CONTRACT</b>                            | 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.   |
| <b>JOINT GRP</b>                               | 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. |
| <b>LARGE VOLUME GROUNDWATER USER(s) (LVGU)</b> | 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.  |
| <b>PARTICIPANT(s)</b>                          | 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).  |
| <b>REGULATED USER(s)</b>                       | 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.  |
| <b>SJRA GRP DIVISION</b>                       | 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

**Strategic planning** efforts continued in November and December on a wide range of issues:

- Design consultants and Project Managers focused on resolving existing utility conflicts with proposed transmission line routes.
- Efforts were focused on completing acquisition of easements on transmission routes T1 and T2 because these are the first two line segments planned to begin construction.
- Outreach efforts to ensure public awareness of the pending transmission system construction and associated traffic impacts continued this period.

### 1.2 Engineering and Construction

Planning issues related to engineering and construction that arose or were further acted upon this period included:

- Project Managers and GRP staff worked with utility companies along routes T1, T3 and C2 in November to quantify the extent of utility relocations required so that agreements for the relocation services could be presented to the SJRA Board in December. GRP Program staff worked with Mid-South Synergy, Consolidated Communications, SuddenLink, Woodland Oaks Utilities, Texas Gas Utility Services, and the City of Conroe to quantify identified transmission system and existing utility conflicts; quantify the extent of such conflicts; evaluate the most effective solution to conflict avoidance; and establish existing utility relocation Agreements. Existing utility relocation was deemed most cost effective in all cases.
- The GRP Program Team continued to monitor progress of the overall GRP Program schedule this month. All but one surface water transmission systems have reached the 90% design mark. SWTP design is nearing completion while the early stages of construction of the RWPS, HSPS and GSTs are underway. Final design schedules for the surface water transmission system projects continue to be monitored

as projected advertisement and proposal opening dates grow closer. All are within the overall master schedule.

- Early Work Package No. 3 for the SWF was approved by the SJRA Board of Directors on November 8th. The CMAR has been issuing Sub-contracts and Purchase Orders for Early Work Package No. 3, and has finalized the baseline schedule for the RWPS, GSTs, HSPS, and Process Structures.
- Early Work Package No. 4 for the SWF was advertised in early December with the proposals due in late January. Early Work Package No. 4 will be presented to the SJRA Board of Directors for approval at the March 2013 Board Meeting.

### 1.3 Meetings

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

Meetings of special note that were led or attended by the GRP Program Team this month included the following:

- The Construction Communication Team met on November 15th. The key topic of discussion was planning for anticipated traffic congestion associated with our transmission line construction projects beginning in Spring 2013.
- On November 9th and December 14th the Program Team held its weekly land acquisition meeting at the Andrews Kurth office in The Woodlands instead of the usual weekly conference call. The face-to-face meeting provides team members the opportunity to meet and review transmission system maps and parcel documents in person, thus eliminating ambiguities or misunderstandings.
- On December 5th Mid-South Synergy started its utility relocation construction project associated with Segment T1.
- The GRP Program was presented to the Magnolia Rotary Club on November 11th. While surface water will not be delivered to the Magnolia area, water resources and traffic impact due to construction are issues of interest to the community.
- The monthly Southern Montgomery County GRP Program technical status meeting was held on December 6th at the SJRA's Woodlands Office. The Northern Montgomery County status meeting was held on December 5th at the SJRA G&A office in Conroe.

## 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

Progress continued in November and December on final design of the surface water transmission lines, SWRF and SWTP. The status of each GRP Program Consultant's Professional Services Agreement (contract) Work Order and percent complete is indicated in attached Exhibit 2.

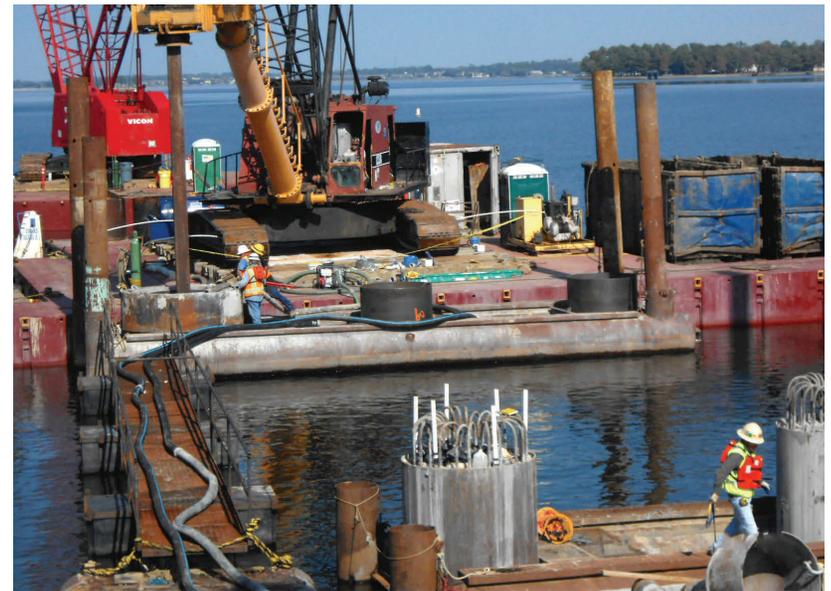
Key schedule issues and updates related to GRP Program engineering activities include the following:

- **Surface Water Transmission System** - The design effort of all but one of the transmission line segments reached 90% during November and December. Design of the last segment continues to move towards completion. Segments T1, T2 and W1B are in preparation for advertisement in January and award of construction contracts in March 2013. The GRP Program Team review is in the process of providing comments on the 90% designs for all surface water transmission lines except segment C1.
- **Surface Water Receiving Facilities (SWRF)** - The 90% drawings were submitted to the GRP Program Team by the SWRF Consultant in November 2012. Plans prepared by the City of Oak Ridge North were submitted for review to the GRP Program team. Oak Ridge North plans to advertise for the construction of those facilities in January 2013.
- **Surface Water Facilities** - Final design efforts centered on completion of structures to be included in the Early Work Package No. 4. The 90% design drawings and specifications were submitted by HDR to the GRP Program team, on schedule, in early November 2012.
- **Fiber Optic Communication System** - Review of 60% complete design was conducted and comments provided on November 1st. The Program Fiber Optic Consultant continues to review the conduit design for the fiber optic system included in the surface water transmission line drawing submittals as they are received from the segment design consultants.

### 2.2 Construction

Key issues and updates related to the schedules of GRP Program construction activities include:

- **Raw Water Intake** - The excavation and installation of the abutment, bridge tie-backs, and drilled shafts commenced and continued through the reporting period. Drilled shaft installation is an ongoing process and is scheduled to be completed by early February 2013.
- **High Service Pump Station and Ground Storage Tanks** - Construction



**Workers filling RWPS Bent No. 3 west pier shaft with slurry. (11/5/2012)**

of the concrete foundation at the High Service Pump Station is underway. The discharge bay foundation is complete and concrete walls are being installed. All earthwork at the Ground Storage Tanks site is complete and the underground tank piping is being installed.

- **Surface Water Treatment Plant** - Work associated with the Water Treatment Plant was released in Early Work Package No. 3 and the earthwork has begun at the Membrane and Granular Activated Carbon (GAC) Buildings.



## 2.0 SCHEDULE (CONTINUED)



Workers installing rebar for HSPS Slabs 1 and 3 (12/5/2012)



Concrete pour for HSPS sump pumps (11/28/2012)

- Construction Management and Inspection (CM&I)** - Consultant's efforts in November and December continued to focus on constructability reviews of the 90 percent complete design submittals for the surface water transmission system segments. The CM&I Consultant participated in a number of design progress meetings as well as GRP Program Team meetings. The CM&I Consultant also provided support and additional input for the standardization of construction contract documents and technical specifications.
- Construction Administration and Inspection (CA&I)** - The CA&I Consultant continued their efforts on administering the CMAR's contract and managing communication between the CMAR and design consultants. Additionally, the CA&I Consultant continued to perform daily inspections of the RWI, HSPS and GST construction.



Concrete buckets on barge being filled near RWPS (11/20/2012)



## 3.0 PROCUREMENT

This period the GRP Program Team continued to develop scopes of work for consultation services and construction contract packages. Current solicitations, contract negotiations and awards, and a look ahead are included in this section.

### 3.1 Solicitations

There were no received bids, proposals, Statements of Qualifications (SOQs), or solicitations this reporting period.

### 3.2 Contract Awards

The following GRP Program contracts/work orders were presented to the GRP Review Committee Meeting in November and December 2012 and to the SJRA Board of Directors Meeting on November 8th and December 13th, 2012, and were authorized by the SJRA Board of Directors for execution by the SJRA General Manager:

- **Binkley & Barfield, Inc.** - Amendment 1 to Work Order 3 for final design work on Transmission System Segment W2
- **AAA Asphalt Paving Inc. Asphalt** - Overlay of the temporary access road to the Surface Water Facility site.
- **AECOM Technical Services Inc.** - Work Order 13 for the design of a Standpipe for the GRP Program.
- **McCarthy Building Companies Inc.** - Early Work Package No. 3 for the GRP Surface Water Facility
- **Geotest Engineering, Inc.** - Construction Materials Testing for the Surface Water Facilities Early Work Package No. 3.
- **HDR Engineering Inc.** - Work Order 15 for Construction Phase Services of the Surface Water Treatment Plant and Work Order 14 for Final Design Supplementary Services for the Surface Water Treatment Facility.
- **V&A Consulting Engineers, Inc.** - Work Order 2 for Construction Phase Services related to Corrosion Protection for the GRP Transmission and Surface Water Facilities.
- **R.G. Miller Engineers, Inc.** - Amendment 1 to Work Order 4 for Final Design Modifications of Surface Water Transmission Segment C4.
- **Binkley & Barfield, Inc.** - Amendment 2 to Work Order 3 for Final Design, Phase 2 Geologic Fault Study, Segment W2.
- **Klotz Associates, Inc.** - Amendment 1 to Work Order 4 for Final Design

Modifications of Surface Water Transmission System Segment T2.

- **Cobb Fendley & Associates, Inc.** - Amendment 1 to Work Order 3 for Final Design Modifications of Surface Water Transmission System Segment W3.
- **HDR, Inc.** - Work Order 16 for Supplementary Final Design Phase Services for the Surface Water Treatment Plant.
- **Consolidated Communications Utility Relocation Agreement**
- **City of Oak Ridge North Amendment to Supplementary Agreement**
- **Woodland Oaks Utility, L.P. Utility Relocation Agreement**
- **Rayford Road MUD Supplemental Agreement**
- **Texas Gas Utility Services, Inc. Utility Relocation Agreement**
- **City of Conroe Utility Relocation Agreement**

### 3.3 Process and Procedures

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

The Technical Services staff together with the Purchasing staff have worked to develop procurement documents using CSP. CSP allows construction contract award to the firm offering the best value to the GRP Program. This alternative procurement method provides for the consideration of experience, qualifications, familiarity with local conditions and financial stability in addition to the proposal amount when awarding a construction contract. The GRP Program plans to use CSP in the procurement of transmission line construction, as well as construction of the water receiving facilities. The GRP Review Committee and SJRA Board confirmed use of the CSP procurement method for surface water transmission lines and water receiving facilities construction projects.

### 3.4 Look Ahead

The following table 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 and time frames may be modified as deemed necessary.



### 3.0 PROCUREMENT (CONTINUED)

| TABLE 3.1—GRP PROGRAM LOOK AHEAD )               |   |                                     |                                   |
|--|---|-------------------------------------|-----------------------------------|
| PROJECT/SERVICES                                 | PURPOSE   | ADVERTISEMENT/<br>NEGOTIATION       | BOARD MEETING                     |
| MEMORANDUM AGREEMENT WITH THE WOODLANDS DIVISION | PARTICIPANT SYSTEM IMPROVEMENTS   |                                     | JANUARY 24, 2013                  |
| WATER SYSTEM IMPROVEMENTS DESIGN                 | PSAs FOR DESIGN OF WELL COLLECTION LINES IN THE WOODLANDS   |                                     | JANUARY 24, AND FEBRUARY 28, 2013 |
| TRANSMISSION SYSTEM FINAL DESIGN                 | AMENDMENT NO. 3 TO WORK ORDER NO. 3 FOR FINAL DESIGN MODIFICATIONS TO SURFACE WATER TRANSMISSION LINE, SEGMENT W2 | DECEMBER 2012; WORK ORDER AMENDMENT | JANUARY 24, 2013                  |
| CONSTRUCTION MANAGEMENT AND INSPECTION           | WORK ORDER NO. 2 FOR CONSTRUCTION MANAGEMENT AND INSPECTION SERVICES FOR THE SURFACE WATER TRANSMISSION SYSTEM    | DECEMBER 2012; WORK ORDER           | JANUARY 24, 2013                  |
| CONSTRUCTION PHASE SERVICES                      | AMENDMENT NO. 1 TO WORK ORDER NO. 8 FOR CONSTRUCTION PHASE SERVICES FOR RAW WATER INTAKE AND PUMP STATION         | DECEMBER 2012; WORK ORDER AMENDMENT | JANUARY 24, 2013                  |
| SUPPLEMENTARY AGREEMENT                          | AMENDMENT TO SUPPLEMENTAL AGREEMENT WITH CITY OF CONROE FOR WATER SYSTEM IMPROVEMENTS                             | DECEMBER 2012;                      | JANUARY 24, 2013                  |
| SUPPLEMENTARY AGREEMENT                          | SUPPLEMENTAL AGREEMENT WITH MID-SOUTH SYNERGY, INC. FOR WATER SYSTEM IMPROVEMENTS AND RECEIVING FACILITIES        | DECEMBER 2012;                      | JANUARY 24, 2013                  |

| TABLE 3.1—GRP PROGRAM LOOK AHEAD (CONTINUED) |  |                               |                   |
|--|--|-------------------------------|-------------------|
| PROJECT/SERVICES                             | PURPOSE  | ADVERTISEMENT/<br>NEGOTIATION | BOARD MEETING     |
| LAND/EASEMENT ACQUISITION LEGAL SERVICES     | ADDITIONAL EXPENDITURES FOR LAND/EASEMENT ACQUISITION LEGAL SERVICES                                     | DECEMBER 2012; WORK ORDER     | JANUARY 24, 2013  |
| SURFACE WATER TREATMENT PLANT FINAL DESIGN   | POPULATION OF CMMS AND DEVELOPMENT OF OPERATIONS AND MAINTENANCE MANUAL FOR GRP SURFACE WATER FACILITIES | JANUARY 2013; WORK ORDER      | FEBRUARY 28, 2013 |
| SURFACE WATER RECEIVING FACILITY DESIGN      | WORK ORDER FOR DISTRIBUTION METERING DESIGN AT MULTIPLE WATER RECEIVING FACILITIES                       | JANUARY 2013 WORK ORDER       | FEBRUARY 28, 2013 |
| RELOCATION AGREEMENT                         | UTILITY RELOCATION AGREEMENT WITH CENTERPOINT  | DECEMBER 2012 AGREEMENT       | FEBRUARY 28, 2013 |
| RELOCATION AGREEMENT                         | UTILITY RELOCATION AGREEMENT WITH VERIZON  | DECEMBER 2012 AGREEMENT       | FEBRUARY 28, 2013 |



## 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 \$500,000,000.00 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 5A). 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 - \$446,804,553.05). 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.

At its October 11, 2012 meeting, the SJRA Board of Directors considered and approved a resolution for issuance of \$165,000,000 of Special Project Revenue Bonds (Series 2012A). **This bond issue closed on November 21, 2012.**

### 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]), and TWDB "D" Funds, Series 2011A (\$67,470,000.00 [gross]; \$61,552,571.67 [net]) Series 2012 (\$175,000,000.00 [gross]; \$161,159,055.87 [net]) and 2012A (\$165,000,000 [gross], \$133,400,061.01 [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.

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

|  | PREVIOUS<br>(THRU 10/31/12) | Nov—Dec, 2012    |
|--|-----------------------------|------------------|
| A. APPROVED FUNDING  | \$347,400,358.49            | \$512,400,358.49 |
| B. AVAILABLE FUNDING AFTER COSTS   | \$317,263,643.04            | \$450,671,704.05 |
| C. APPROVED CONTRACTS  | \$173,135,698.68            | \$779,559.10     |
| D. PROJECT CLOSE OUT   | (\$551,247.12)              | \$00             |
| E. UNCONTRACTED FUNDING<br>(B - C + D; B OCT - C - C OCT<br>+ D + D OCT) | \$144,679,191.48            | \$277,307,693.39 |
| F. INVOICED  | \$57,686,322.70             | \$9,365,975.02   |
| G. REMAINING FUNDS<br>(B - F; B - F - F OCT)                             | \$259,577,320.34            | \$383,619,406.33 |

### 4.3 Invoices/Applications for Payment

GRP Program level and GRP Project level consultant Invoices and/or construction contractor Applications for Payment received through January 7, 2013 are represented in the above table (Item F, Nov-Dec, 2012). A detailed breakdown of consultant invoices and/or construction contractor pay applications received for services performed this month appears in Table 4.2.

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

|   | PREVIOUS<br>(THRU 10/31/12) | Nov—Dec, 2012  |
|---|-----------------------------|----------------|
| ENGINEERING & SPECIALTY<br>CONSULTANT (PROGRAM) | \$14,122,013.13             | \$1,523,704.59 |
| ENGINEERING & SPECIALTY<br>CONSULTANT (PROJECT) | \$33,381,386.44             | \$3,439,726.00 |
| CONSTRUCTION CONTRACTOR / CMAR                  | \$10,182,923.13             | \$4,402,544.43 |
| TOTALS:   | \$57,686,322.70             | \$9,365,975.02 |

## 4.0 COST REPORT AND FINANCIAL CONSIDERATIONS (CONTINUED)

### 4.4 Contract Amendments and Change Orders

Each of the GRP Program contracts/work orders amendments listed in Section 3.2 were presented to the GRP Review Committee Meeting on October 29, 2012 or December 10, 2012 and were recommended for approval to the SJRA Board of Directors on November 8, 2012 or December 13, 2012. The SJRA Board of Directors authorized execution of all by the SJRA General Manager.

No change orders were considered by the SJRA Board or Review Committee this period.

### 4.5 Claims

No claims were identified this month.

### 4.6 CIP Cash Flow

The GRP Program CIP cash flow through SJRA FY2015 reflects known expenditures through December 2012. Estimates for future expenditures were updated this period. 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 \$562,400,358.49.

#### **4.7.2 GRP Projects**

The GRP Program Projects remained within their approved contract budgets through this month. Exhibit 8 indicates each active GRP Pro-

gram Project and GRP Program contract forecasted estimate at completion (EAC). Additionally, all current GRP Program contracts, including their respective SJRA Board of Directors approved budgeted amounts and percents 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 is nearing completion for Segments T1 and T2. Forty-two (42) easements were acquired during November and December 2012, primarily along Segment W3, bringing the total number of easements acquired to one hundred (100). 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

### Final Design

This period's QA activity associated with final design deliverables produced by the engineering consultants is as follows:

1. **Jones & Carter (T1)** - 100% design drawings were submitted on December 12th.
2. **Espey (T3)** - GRP Program Team review of the 90% drawings was completed and comments were provided to the design consultant.
3. **Kimley-Horn (C3)** - GRP Program Team review of the 90% drawings was completed and comments were provided to the design consultant.
4. **Schaumberg & Polk (C2)** - The 90% Design Drawings submittal was received on November 9th.
5. **R.G. Miller (C4)** - GRP Program Team review of the 90% drawings was completed and comments were provided to the design consultant.
6. **Binkley & Barfield (W2)** - GRP Program Team review of the 90% drawings was completed for W2A and comments were provided to the design consultant. W2B 90% review submittal received on November 16th.
7. **Cobb Fendley (W3)** - W3-B 90% Design Drawings submitted on December 7th.
8. **Pirnie/ARCADIS (Water Receiving Facilities)** - The 90% design submittal was made on December 5th.

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.

### Pre-Construction

Constructability reviews by the CM&I consultant and GRP Program Transmission System Construction Manager continued this period on milestone drawings submittals for the surface water transmission system. Reviews were completed on the 90% submittals for Segments C2, C3, T3, W1A, W2A, W2B and W4.

### Construction

Quality assurance 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 quality assurance 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.



Pouring concrete at 3:00 am in the morning at HSPS last section (pour in two sections) 12/14/2012

## 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

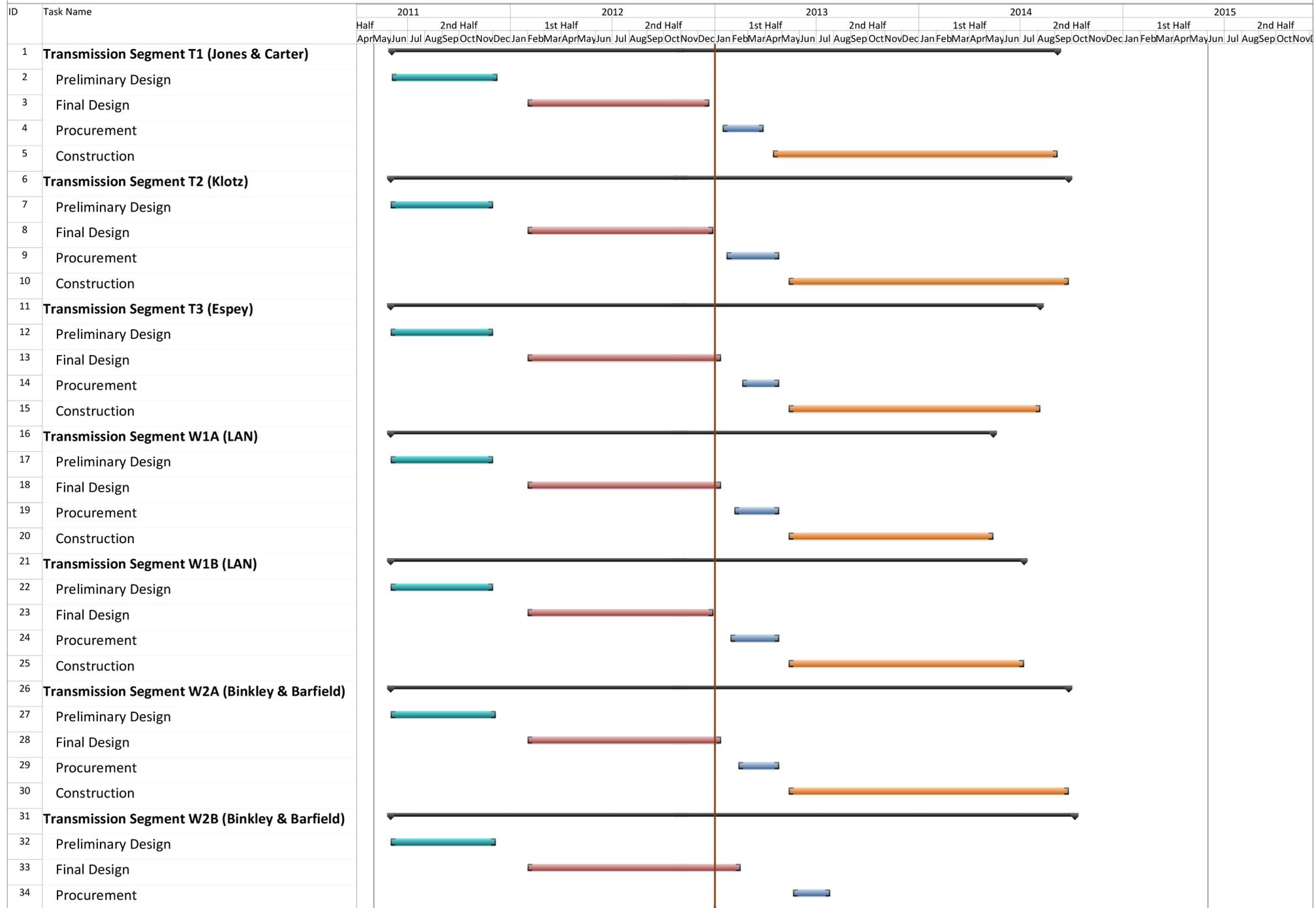
Exhibit 9 - Land Acquisition Summary

Exhibit 10 - GRP Program Monthly Meeting Log

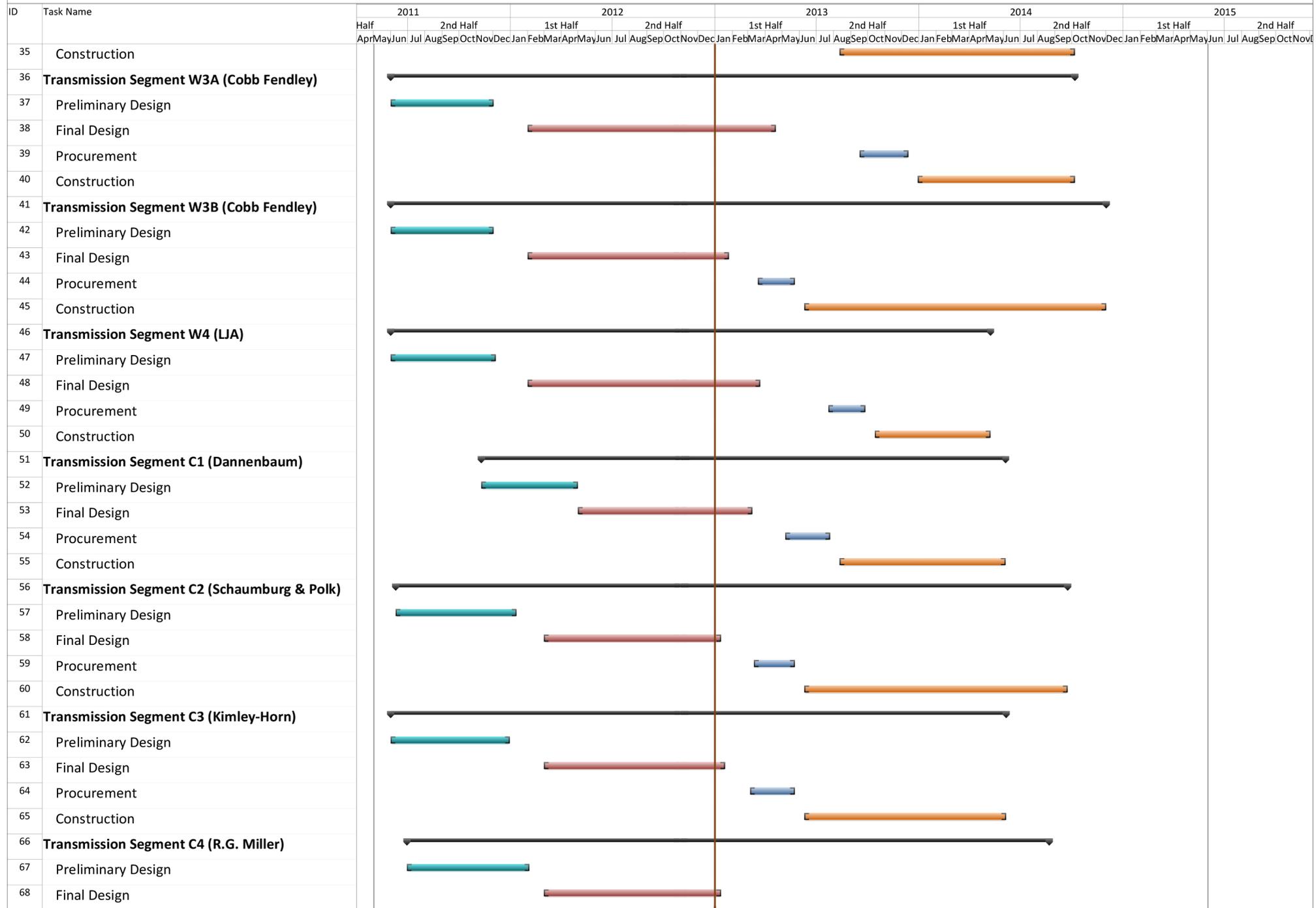
Exhibit 11 - Construction Photos



# Exhibit 1 - GRP Program Schedule



# Exhibit 1 - GRP Program Schedule







## Exhibit 2 Selected GRP Program Contracts November-December, 2012

| 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       | 98%              |         |                  | \$ 17,601,600                         |
| Klotz                         | Transmission Segment T2 | \$ 623,565   | 100%             | \$ 170,848         | 100%             | \$ 843,531       | 90%              |         |                  | \$ 21,144,480                         |
| Espey                         | Transmission Segment T3 | \$ 553,123   | 100%             | \$ 146,847         | 100%             | \$ 855,184       | 98%              |         |                  | \$ 16,078,764                         |
| Lockwood, Andrews, Newnan     | Transmission Segment W1 | \$ 920,621   | 100%             | \$ 172,484         | 100%             | \$ 1,086,983     | 94%              |         |                  | \$ 18,896,278                         |
| Binkley & Barfield, Inc.      | Transmission Segment W2 | \$ 956,154   | 100%             | \$ 31,977          | 71%              | \$ 1,444,468     | 86%              |         |                  | \$ 22,968,000                         |
| Cobb Fendley                  | Transmission Segment W3 | \$ 1,161,967 | 100%             | \$ 535,228         | 90%              | \$ 1,555,247     | 95%              |         |                  | \$ 18,932,655                         |
| LJA                           | Transmission Segment W4 | \$ 364,730   | 100%             | \$ 32,482          | 0%               | \$ 528,856       | 75%              |         |                  | \$ 6,823,480                          |
| Dannenbaum                    | Transmission Segment C1 | \$ 332,300   | 100%             | \$ 38,034          | 90%              | \$ 490,523       | 90%              |         |                  | \$ 6,871,237                          |
| Schaumburg & Polk             | Transmission Segment C2 | \$ 1,003,246 | 100%             | \$ 309,980         | 100%             | \$ 685,068       | 95%              |         |                  | \$ 9,622,636                          |
| Kimley-Horn                   | Transmission Segment C3 | \$ 490,286   | 100%             | \$ 159,740         | 100%             | \$ 616,103       | 90%              |         |                  | \$ 7,790,000                          |
| R.G. Miller                   | Transmission Segment C4 | \$ 217,507   | 100%             | \$ 18,016          | 100%             | \$ 281,449       | 80%              |         |                  | \$ 3,805,640                          |
| Malcolm Pirnie                | Receiving Facilities    | \$ 598,651   | 100%             | *                  |                  | \$ 1,209,451     | 70%              |         |                  | \$ 11,225,000                         |

\*Metes and bounds efforts are included in the final design survey work order.



## Exhibit 2 Selected GRP Program Contracts November-December, 2012

| 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         | 90%              |                     | 2%               | \$ 135,000,000                        |
| AECOM, Inc.                   | High Service Pump Station                               | \$ 1,072,948         | 100%             |                     |                  | \$ 3,044,066         | 100%             | \$ 940,719.00       | 15%              | \$ 39,960,000                         |
| Freese and Nichols, Inc.      | Raw Water Intake and Pump Station                       | \$ 1,138,540         | 100%             |                     |                  | \$ 1,523,752         | 100%             | \$ 810,800.00       | 20%              | \$ 21,000,000                         |
| ACES                          | Access Rd. & San. Swr. Relocation; Temp. SWF Access Rd. |                      |                  |                     |                  | \$ 435,000           | 100%             | \$ 50,000.00        | 58%              | \$ 577,000;<br>\$ 1,500,000           |
| EMA, Inc.                     | Fiber Optic System                                      | \$ 161,390           | 100%             |                     |                  | \$ 279,899           | 75%              |                     |                  | \$ 5,364,000                          |
| <b>TOTALS</b>                 |   | <b>\$ 13,597,332</b> | <b>-</b>         | <b>\$ 1,615,636</b> | <b>-</b>         | <b>\$ 23,549,028</b> | <b>-</b>         | <b>\$ 1,801,519</b> | <b>-</b>         | <b>\$ 365,160,770</b>                 |



## Exhibit 2

### Selected GRP Program Contracts November-December, 2012

| GRP Program Consultant Contracts |                                      |                          |                  |
|----------------------------------|--------------------------------------|--------------------------|------------------|
| Engineering Consultant           | Program Consultant Service           | Total Fee of Work Orders | Percent Complete |
| Brown & Gay Engineers            | Program Management                   | \$ 9,056,918             | 83%              |
| Raba Kistner                     | Geotechnical                         | \$ 145,260               | 50%              |
| LandTech                         | Survey                               | \$ 514,524               | 88%              |
| Halff                            | Environmental                        | \$ 569,919               | 100%             |
| Property Acquisition Services    | Land Acquisition                     | \$ 1,413,335             | 44%              |
| V&A                              | Cathodic Protection                  | \$ 511,978               | 56%              |
| KDM                              | Land Acquisition                     | \$ 401,593               | 44%              |
| Andrews Kurth                    | Legal                                | \$ 1,800,000             | 78%              |
| Mike Bellar                      | Legal                                | \$ 100,000               | 32%              |
| Brown & Caldwell                 | CMAR Contract Development Assistance | \$ 78,202                | 100%             |
| Greenburg Traurig                | Legal                                | \$ 200,000               | 48%              |
| AECOM                            | Transient                            | \$ 311,400               | 89%              |
| KBR                              | CM&I                                 | \$ 533,433               | 84%              |
| CDM                              | CA&I                                 | \$ 5,348,633             | 5%               |
| <b>Total</b>                     |                                      | <b>\$ 15,636,561</b>     |                  |



## Exhibit 2

### Selected GRP Program Contracts November-December, 2012

| 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%             |
| McCarthy                                      | CMAR                    | \$ 90,331,558        | 32%              |
| CMT Early Work Package #2                     | Geotest                 | \$ 740,985           | 14%              |
| <b>Total</b>                                  |                         | <b>\$ 94,815,713</b> |                  |



**Exhibit 3**  
**Monthly GRP Program Financing Report**  
**Fiscal Year 2012**  
 Through December 31, 2012

|                            | WIF Funds               | 2011 Special<br>Projects Revenue<br>Bonds | TWDB 2011 'D'<br>Fund   | 2012 Special<br>Projects Revenue<br>Bonds | 2012a Special<br>Projects Revenue<br>Bonds | Totals                   |
|----------------------------|-------------------------|---|-------------------------|---|--|--------------------------|
| <b>A. Program Budget</b>   |                         |   |                         |   |  |                          |
| 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        |
| <b>Total Investment</b>    | <b>\$ 21,500,000.00</b> | <b>\$ 83,430,358.49</b>                   | <b>\$ 67,470,000.00</b> | <b>\$ 175,000,000.00</b>                  | <b>\$ 165,000,000.00</b>                   | <b>\$ 512,400,358.49</b> |
| <b>B. Contracted Costs</b> |                         |   |                         |   |  |                          |
| Contracts Completed        | \$ 14,833,881.40        | \$ 11,246,799.17                          | \$ -                    | \$ -                                      | \$ -                                       | \$ 26,080,680.57         |
| Current Contract Values    | \$ 6,177,260.44         | \$ 37,695,633.11                          | \$ 23,239,472.63        | \$ 79,984,765.00                          | \$ -                                       | \$ 147,097,131.18        |
| Change Orders              | \$ -                    | \$ 737,446.03                             |                         |   |  | \$ 737,446.03            |
| Project Close Out          | \$ (197,419.18)         | \$ (353,827.94)                           |                         |   |  | \$ (551,247.12)          |
| <b>Total</b>               | <b>\$ 20,813,722.66</b> | <b>\$ 49,326,050.37</b>                   | <b>\$ 23,239,472.63</b> | <b>\$ 79,984,765.00</b>                   | <b>\$ -</b>                                | <b>\$ 173,364,010.66</b> |
| <b>C. Expenditures</b>     |                         |   |                         |   |  |                          |
| Paid Previous Fiscal Years | \$ 19,966,012.81        | \$ 24,949,084.37                          | \$ 478,705.50           | \$ -                                      | \$ -                                       | \$ 45,393,802.68         |
| Paid Current Fiscal Year   | \$ 150,940.77           | \$ 8,452,180.39                           | \$ 3,910,999.75         | \$ 7,975,529.78                           | \$ -                                       | \$ 20,489,650.69         |
| Issuance Costs             | \$ 470,337.08           | \$ 2,049,764.39                           | \$ 751,195.33           | \$ 971,769.13                             | \$ 952,269.99                              | \$ 5,195,335.92          |
| Capitalized Interest       | \$ -                    | \$ 7,858,241.52                           | \$ 5,166,233.00         | \$ 12,869,175.00                          | \$ 30,639,669.00                           | \$ 56,533,318.52         |
| <b>Total</b>               | <b>\$ 20,587,290.66</b> | <b>\$ 43,309,270.67</b>                   | <b>\$ 10,307,133.58</b> | <b>\$ 21,816,473.91</b>                   | <b>\$ 31,591,938.99</b>                    | <b>\$ 127,612,107.81</b> |
| <b>D. Remaining</b>        |                         |   |                         |   |  |                          |
| Uncontracted Funds         | \$ 215,940.26           | \$ 24,196,302.21                          | \$ 38,313,099.04        | \$ 81,174,290.87                          | \$ 133,408,061.01                          | \$ 277,307,693.39        |
| Fund Balance *             | \$ 912,709.34           | \$ 40,121,087.82                          | \$ 57,162,866.42        | \$ 153,183,526.09                         | \$ 133,408,061.01                          | \$ 384,788,250.68        |

## Exhibit 4

### San Jacinto River Authority Groundwater Reduction Plan Schedule of Revenues & Expenses - Actual & Budget For the Four Months Ending December 31, 2012

|  | December              |                       |                   | Year To Date          |                       |                     |             |
|--|-----------------------|-----------------------|-------------------|-----------------------|-----------------------|---------------------|-------------|
|  | Actual                | Budget                | Variance          | Actual                | Budget                | Variance            | % Variance  |
| <b>OPERATING REVENUES</b>                    |                       |                       |                   |                       |                       |                     |             |
| Water sales                                  |                       |                       |                   |                       |                       |                     |             |
| GRP pumping fees                             | \$ 1,521,540          | \$ 1,470,353          | \$ 51,187         | \$ 7,548,141          | \$ 6,837,735          | \$ 710,406          | 10%         |
| <b>TOTAL OPERATING REVENUES</b>              | <b>\$ 1,521,540</b>   | <b>\$ 1,470,353</b>   | <b>\$ 51,187</b>  | <b>\$ 7,548,141</b>   | <b>\$ 6,837,735</b>   | <b>\$ 710,406</b>   | <b>10%</b>  |
| <b>OPERATING EXPENSES</b>                    |                       |                       |                   |                       |                       |                     |             |
| Payroll & employee benefit expenses          | \$ 198,313            | \$ 337,013            | \$ 138,699        | \$ 719,302            | \$ 1,348,050          | \$ 628,748          | 47%         |
| Professional fees                            | 13,432                | 28,667                | 15,235            | 44,395                | 144,668               | 100,273             | 69%         |
| Purchased & contracted services              | 4,706                 | 19,729                | 15,023            | 20,910                | 78,917                | 58,006              | 74%         |
| Supplies, materials & utilities              | 24,346                | 24,683                | 337               | 100,945               | 399,734               | 298,789             | 75%         |
| Maintenance repairs, parts & rentals         | 3,134                 | 1,280                 | (1,854)           | 7,691                 | 5,120                 | (2,571)             | (50%)       |
| General & administration                     | 55,149                | 93,693                | 38,545            | 202,365               | 374,773               | 172,408             | 46%         |
| <b>TOTAL OPERATING EXPENSES</b>              | <b>\$ 299,081</b>     | <b>\$ 505,065</b>     | <b>\$ 205,985</b> | <b>\$ 1,095,609</b>   | <b>\$ 2,351,261</b>   | <b>\$ 1,255,653</b> | <b>53%</b>  |
| <b>NON-OPERATING REVENUES &amp; EXPENSES</b> |                       |                       |                   |                       |                       |                     |             |
| Interest on investments                      | \$ 137,614            | \$ 198,704            | \$ (61,090)       | \$ 187,154            | \$ 783,316            | \$ (596,162)        | (76%)       |
| Other revenues                               | 1,430                 | -                     | 1,430             | 1,430                 | -                     | 1,430               | 100%        |
| Depreciation                                 | (20,552)              | -                     | (20,552)          | (82,528)              | -                     | (82,528)            | 100%        |
| Interest expense                             | (1,268,587)           | (1,501,709)           | 233,123           | (4,453,915)           | (4,329,694)           | (124,221)           | 3%          |
| Amortized debt issuance expense              | (14,147)              | -                     | (14,147)          | (56,567)              | -                     | (56,567)            | 100%        |
| <b>TOTAL NON-OPERATING</b>                   | <b>\$ (1,164,242)</b> | <b>\$ (1,303,005)</b> | <b>\$ 138,764</b> | <b>\$ (4,404,425)</b> | <b>\$ (3,546,378)</b> | <b>\$ (858,047)</b> | <b>24%</b>  |
| <b>NET INCOME (LOSS)</b>                     | <b>\$ 58,217</b>      | <b>\$ (337,718)</b>   | <b>\$ 395,935</b> | <b>\$ 2,048,107</b>   | <b>\$ 940,095</b>     | <b>\$ 1,108,012</b> | <b>118%</b> |

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

| Category   | Driver  | September<br>2012 | October<br>2012 | November<br>2012 | December<br>2012 | FYTD<br>2012 |
|--|---|-------------------|-----------------|------------------|------------------|--------------|
| GRP Pumping Fees   | Usage variance due to weather conditions.   | 1,666             | (609)           | (398)            | 51               | 710          |
| Payroll and related expenses   | Budgeted positions not filled per schedule.   | 172               | 162             | 156              | 139              | 629          |
| Professional Fees  | Professional fees less than budgeted.   | 9                 | 17              | 60               | 15               | 100          |
| Purchased & Contracted Services  | Purchased and contracted services less than budgeted.   | 13                | 17              | 13               | 15               | 58           |
| Supplies, Materials, Utilities, Maintenance,<br>Repairs, Parts & Rentals | Additional Water Supply, costs not yet realized.  | 300               | -               | -                | -                | 300          |
|  | Travel, fuel, office supplies, phones, utilities, and misc. expenses more than budgeted.                                | (2)               | 7               | (7)              | (2)              | (4)          |
| General & Administration   | Allocated labor and related expenses less than budgeted, anticipated a quicker rate of growth than has been actualized. | 43                | 51              | 40               | 39               | 172          |
| Non-Operating  | Interest/Investment Income  | (184)             | (194)           | (157)            | (60)             | (595)        |
|  | Depreciation expense  | (20)              | (21)            | (21)             | (21)             | (83)         |
|  | Bond Issuance Cost Amort expense  | (14)              | (14)            | (14)             | (14)             | (57)         |
|  | Bond interest expense   | (168)             | (199)           | 10               | 233              | (124)        |
|  |   | <b>1,814</b>      | <b>(784)</b>    | <b>(318)</b>     | <b>396</b>       | <b>1,108</b> |

## Exhibit 5A

### GRP Program Capital Improvements Program Estimate-At-Completion

| SERVICES  | ESTIMATE-AT-COMPLETION |
|---|------------------------|
| <b>Pre-Engineering Phase Services</b>   | <b>\$ 4,676,398</b>    |
| (GRP Development, Environmental Studies, Pilot Plant, Surface Water Treatment Plant Site Survey)  |                        |
| <b>Engineering Phase Services</b>   | <b>\$ 42,120,684</b>   |
| (Planning, Preliminary Engineering, Final Engineering, Geotechnical, Survey, Metes & Bounds, Subsurface Utility Investigation, Environmental)   |                        |
| <b>Construction Phase Services</b>  | <b>\$ 35,984,405</b>   |
| (Early Equipment Procurement, Engineering Services During Construction, Construction Management & Inspection [Transmission System], Construction Administration & Inspection [SWF], Material Testing)   |                        |
| <b>Construction</b>   | <b>\$ 381,010,521</b>  |
| (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  | \$ 6,871,237           |
| Transmission Segment C2 - Construction  | \$ 9,622,636           |
| Transmission Segment C3 - Construction  | \$ 7,790,000           |
| Transmission Segment C4 - Construction  | \$ 3,805,640           |
| Transmission Segment T1 - Construction  | \$ 17,601,600          |
| Transmission Segment T2 - Construction  | \$ 21,144,480          |
| Transmission Segment T3 - Construction  | \$ 16,078,764          |
| Transmission Segment W1 - Construction  | \$ 18,896,278          |
| Transmission Segment W2 - Construction  | \$ 22,968,000          |
| Transmission Segment W3 - Construction  | \$ 18,932,655          |
| Transmission Segment W4 - Construction  | \$ 6,823,480           |
| Receiving Facilities - Construction   | \$ 14,573,175          |
| SWF Work Package No. 2  | \$ 32,528,047          |
| SWF Work Package No. 3  | \$ 47,456,718          |
| SWF Work Package No. 4 (GMP)  | \$ 100,668,442         |
| 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 <sup>(1)</sup>   | \$ 4,328,249           |
| Other Offsite Construction (Stand Pipe, Transmission Line Utility Relocations, Receiving Facility Improvements) <sup>(1)</sup>  | \$ 17,172,797          |
| Non-Project Specific Contingency  | \$ 384,324             |
| <b>Program Management</b>   | <b>\$ 12,523,536</b>   |
| (GRP Program Management, Survey, Geotechnical, Transient, Corrosion, Legal Consultants)   |                        |
| <b>Land Acquisition</b>   | <b>\$ 12,328,302</b>   |
| (Legal, Appraisal, Title Research, Land Acquisition Consultants) <sup>(2)</sup>   |                        |
| <b>Total:</b>   | <b>\$ 488,643,846</b>  |

Bond issuance costs are not included.

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

<sup>(2)</sup> Includes revisions to land acquisition cost estimates and recategorizing of contingency.



## Exhibit 5B GRP Program Fund Data January 7, 2013

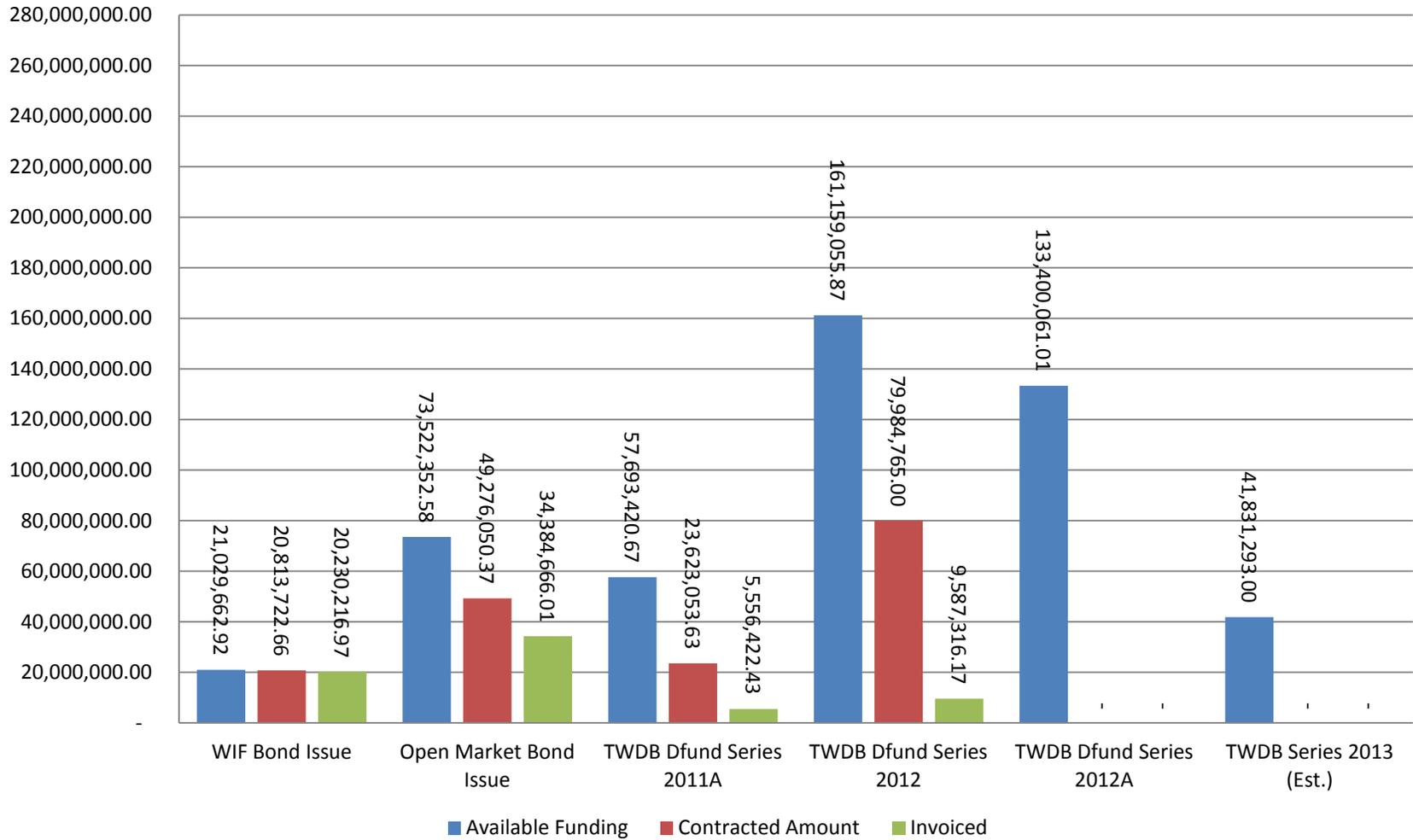
| Funding Source          | Amount<br>Authorized by<br>Board To-Date | Interest<br>Rate | Bond Costs             | Capitalized<br>Interest | Debt Service<br>Reserve Fund | Amount Currently<br>Available | Pending Funding<br>Source | Invoiced<br>To-Date     | Remaining Amount         |
|-------------------------|--|------------------|------------------------|-------------------------|------------------------------|-------------------------------|---------------------------|-------------------------|--------------------------|
| WIF Bond Issue          | \$ 21,500,000.00                         | .854% - 2.706%   | \$ 470,337.08          | \$ -                    | \$ -                         | \$ 21,029,662.92              |                           | \$ 20,230,216.97        | \$ 799,445.95            |
| Open Market Bond Issue  | \$ 83,430,358.49                         | 3% - 5.25%       | \$ 2,049,764.39        | \$ 7,858,241.52         | \$ -                         | \$ 73,522,352.58              |                           | \$ 34,384,666.01        | \$ 39,137,686.57         |
| 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              |                           | \$ 5,556,422.43         | \$ 57,693,420.67         |
| TWDB Dfund Series 2012  | \$ 175,000,000.00                        | 1.17% - 4.62%    | \$ 971,769.13          | \$ 12,869,175.00        | \$ -                         | \$ 161,159,055.87             |                           | \$ 9,587,316.17         | \$ 161,159,055.87        |
| 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        |
| TWDB Series 2013 (Est.) | \$ 50,000,000.00                         | 4.73%            | \$ 679,500.00          | \$ 4,358,678.00         | \$ 3,130,529.00              | \$ -                          | \$ 41,831,293.00          | \$ -                    | \$ 41,831,293.00         |
| <b>Totals</b>           | <b>\$ 562,400,358.49</b>                 |                  | <b>\$ 5,874,835.92</b> | <b>\$ 44,391,996.52</b> | <b>\$ 23,489,680.00</b>      | <b>\$ 446,812,553.05</b>      | <b>\$ 41,831,293.00</b>   | <b>\$ 69,758,621.58</b> | <b>\$ 434,028,963.07</b> |

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.

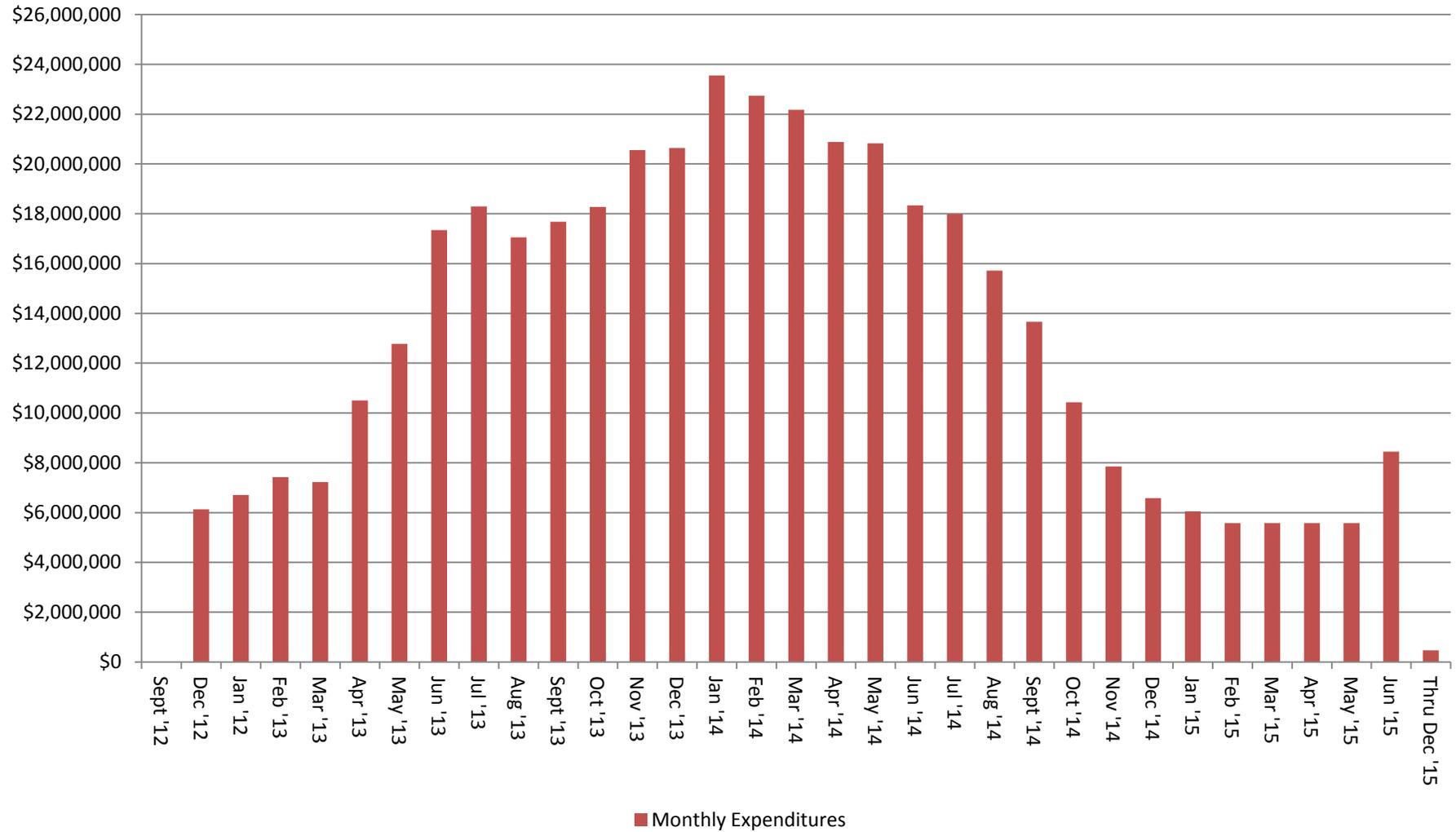


## Exhibit 6 Funding Source Summary January 7, 2013





### Exhibit 7 GRP Program Monthly Forecasted Expenditures for Contracted Services January 7, 2013





## Exhibit 8

### Estimate at Completion (EAC) for Current Authorizations

### December 31, 2012

#### Surface Water Transmission System

| Project   | Firm                   | Amount Authorized by Board | Board Authorized Modifications |             | Forecasted Modification Amount | Estimate at Completion (EAC) |
|---|------------------------|----------------------------|--------------------------------|-------------|--------------------------------|------------------------------|
|   |                        |                            | Dollars                        | %           |                                |                              |
| T1  | Jones & Carter         | \$ 1,804,848.00            | \$ 93,500.00                   | 5.2%        |                                | \$ 1,898,348.00              |
| T2  | Klotz                  | \$ 1,637,943.55            |                                | 0.0%        |                                | \$ 1,637,943.55              |
| 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     | \$ 2,432,599.64            |                                | 0.0%        |                                | \$ 2,432,599.64              |
| W3  | Cobb Fendley           | \$ 3,252,441.50            |                                | 0.0%        |                                | \$ 3,252,441.50              |
| 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                |
| <b>Subtotal - Surface Water Transmission System</b> |                        | <b>\$ 20,215,636.88</b>    | <b>\$ 350,559.09</b>           | <b>1.7%</b> | <b>\$ -</b>                    | <b>\$ 20,566,195.97</b>      |

#### 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 | \$ 3,742,713.35            |                                | 0.0%        |                                | \$ 3,742,713.35              |
| CMAR                                       | McCarthy           | \$ 90,331,558.00           |                                | 0.0%        |                                | \$ 90,331,558.00             |
| CA&I                                       | CDM                | \$ 5,348,633.00            |                                | 0.0%        |                                | \$ 5,348,633.00              |
| <b>Subtotal - Surface Water Facilities</b> |                    | <b>\$ 121,103,845.12</b>   | <b>\$ 533,488.00</b>           | <b>0.4%</b> | <b>\$ -</b>                    | <b>\$ 121,637,333.12</b>     |



## Exhibit 8

### Estimate at Completion (EAC) for Current Authorizations

### December 31, 2012

#### 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 | \$ 3,687,354.94            |                                | 0.0%        |                                | \$ 3,687,354.94              |
| <b>Subtotal - Program Consultant Services &amp; Other Projects</b> |                                   | <b>\$ 17,675,354.29</b>    | <b>\$ 234,761.29</b>           | <b>1.3%</b> | <b>\$ -</b>                    | <b>\$ 17,910,115.58</b>      |

#### 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 | \$ 483,263.32              |                                | 0.0%         |                                | \$ 483,263.32                |
| <b>Subtotal - Construction Contracts</b> |                              | <b>\$ 5,779,329.77</b>     | <b>\$ (27,150.07)</b>          | <b>-0.5%</b> | <b>\$ -</b>                    | <b>\$ 5,752,179.70</b>       |

#### Totals

|   | Amount Authorized by Board | Board Authorized Modifications |             | Forecasted Modification Amount | Estimate at Completion (EAC) |
|---|----------------------------|--------------------------------|-------------|--------------------------------|------------------------------|
|   |                            | Dollars                        | %           |                                |                              |
| Subtotal - Surface Water Transmission System            | \$ 20,215,636.88           | \$ 350,559.09                  | 1.7%        | \$ -                           | \$ 20,566,195.97             |
| Subtotal - Surface Water Facilities                     | \$ 121,103,845.12          | \$ 533,488.00                  | 0.4%        | \$ -                           | \$ 121,637,333.12            |
| Subtotal - Program Consultant Services & Other Projects | \$ 17,675,354.29           | \$ 234,761.29                  | 1.3%        | \$ -                           | \$ 17,910,115.58             |
| Subtotal - Construction Contracts                       | \$ 5,779,329.77            | \$ (27,150.07)                 | -0.5%       | \$ -                           | \$ 5,752,179.70              |
| <b>Total</b>  | <b>\$ 164,774,166.06</b>   | <b>\$ 1,091,658.31</b>         | <b>0.7%</b> | <b>\$ -</b>                    | <b>\$ 165,865,824.37</b>     |



## Exhibit 9

### Land Acquisition Summary

#### November 1 - December 31, 2012

| Project                        | Anticipated Number of Easements to Acquire | Easements Acquired This Month | Easements Acquired Total |
|--------------------------------|--|-------------------------------|--------------------------|
| Transmission System Segment T1 | 62   | 7                             | 29                       |
| Transmission System Segment T2 | 2  | 0                             | 0                        |
| Transmission System Segment T3 | 12   | 1                             | 1                        |
| Transmission System Segment C1 | 18   | 4                             | 4                        |
| Transmission System Segment C2 | 93   | 0                             | 0                        |
| Transmission System Segment C3 | 34   | 5                             | 5                        |
| Transmission System Segment C4 | 3  | 0                             | 0                        |
| Transmission System Segment W1 | 32   | 3                             | 7                        |
| Transmission System Segment W2 | 6  | 0                             | 0                        |
| Transmission System Segment W3 | 204  | 22                            | 54                       |
| Transmission System Segment W4 | 7  | 0                             | 0                        |
| Totals:                        | 473  | 42                            | 100                      |



## Exhibit 10

### GRP Program Monthly Meeting Log November-December, 2012

| Meeting                         | Agenda  | Location           | Date                     | Participants  |
|---------------------------------|---|--------------------|--------------------------|---|
| Construction Committee          |   | G&A Office         | 11/1/2012                | Construction Committee, GRP Program Team staff                  |
| GRP Review Committee            |   | GRP Building 1     | 12/10/2012               | Review Committee, GRP Program Team, general public              |
| SJRA Board of Directors         |   | G&A Office         | 11/8/2012<br>12/13/2012  | SJRA Board of Directors, GRP Program Team staff, general public |
| Construction Communication Team | Construction Communication Plan - to minimize the impact of construction to the community | G&A Office         | 11/15/2012               | Construction Communication Team, GRP Staff, PR                  |
| Monthly Progress Meetings       | T1  | GRP Building 1     | 11/8/2012<br>12/13/2012  | T1 Consulting Team, GRP Program Team                            |
|                                 | T2  | GRP Building 1     | 11/8/2012<br>12/13/2012  | T2 Consulting Team, GRP Program Team                            |
|                                 | T3  | GRP Building 1     | 11/29/2012<br>12/20/2012 | T2 Consulting Team, GRP Program Team                            |
|                                 | C4  | GRP Building 1     | 12/13/2012               | RGME, BGE, and KBR  |
|                                 | W1  | GRP Building 1     | 12/13/2012               | LAN, BGE and KBR  |
|                                 | W2  | Binkley & Barfield | 12/12/2012               | BBI, BGE, and KBR   |
|                                 | W3  | GRP Building 1     | 11/13/2012               | Cobb Fendley, SJRA, KBR, BGE                                    |
|                                 | W4  | G&A                | 11/2/2012<br>12/13/2012  | SJRA, LJA, KBR  |
|                                 | Water Receiving Facilities  | GRP Building 1     | 11/14/2012<br>12/12/2012 | WRF Consulting Team, GRP Program Team                           |
| Meeting with Verizon            | C4  | GRP Building 1     | 12/11/2012               | Verizon, SJRA, and BGE  |



## Exhibit 10

### GRP Program Monthly Meeting Log November-December, 2012

| Meeting  | Agenda  | Location         | Date                     | Participants                             |
|--|---|------------------|--------------------------|--|
| <b>CDM Smith</b>   | Construction Administration and Inspection                      | GRP Building 1   | Weekly                   | SJRA, McCarthy, CDM Smith, Geotest       |
| <b>Construction Progress Meeting</b>                       | Schedule for RWI and GSTs, shop drawing procedures and progress | GRP Building 1   | 11/20/2012<br>12/18/2012 | AECOM, FNI, SJRA, CMAR, CDM Smith        |
| <b>Land Acquisition Conference Calls</b>                   |   |                  | Weekly                   | Andrews Kurth, SJRA                      |
| <b>HDR Design Meeting</b>                                  | SWF Design  | GRP Building 1   | 12/20/2012               | HDR, GRP Program Team                    |
| <b>CM&amp;I</b>  | Program Managers  | SJRA             | Weekly                   | KBR, Program Managers, SJRA              |
| <b>CM&amp;I</b>  | Design Progress Meetings  | SJRA             | Various                  | SJRA, Program CM&I Consultants           |
| <b>Southern Montgomery County Technical Status Meeting</b> | Program Updates   | SJRA - Woodlands | 12/6/2012                | SJRA, local government and civic leaders |
| <b>Southern Montgomery County Technical Status Meeting</b> | Program Updates   | SJRA - G&A Bldg. | 12/5/2012                | SJRA, local government and civic leaders |



## Exhibit 11 Construction Photos November – December 2012



November 13, 2012 – Ground Storage Tank No. 2



November 13, 2012 – Ground Storage Tank No. 2



November 20, 2012 – Bent No. 2 at Raw Water Pump Station



December 11, 2012 – High Service Discharge Pump Station



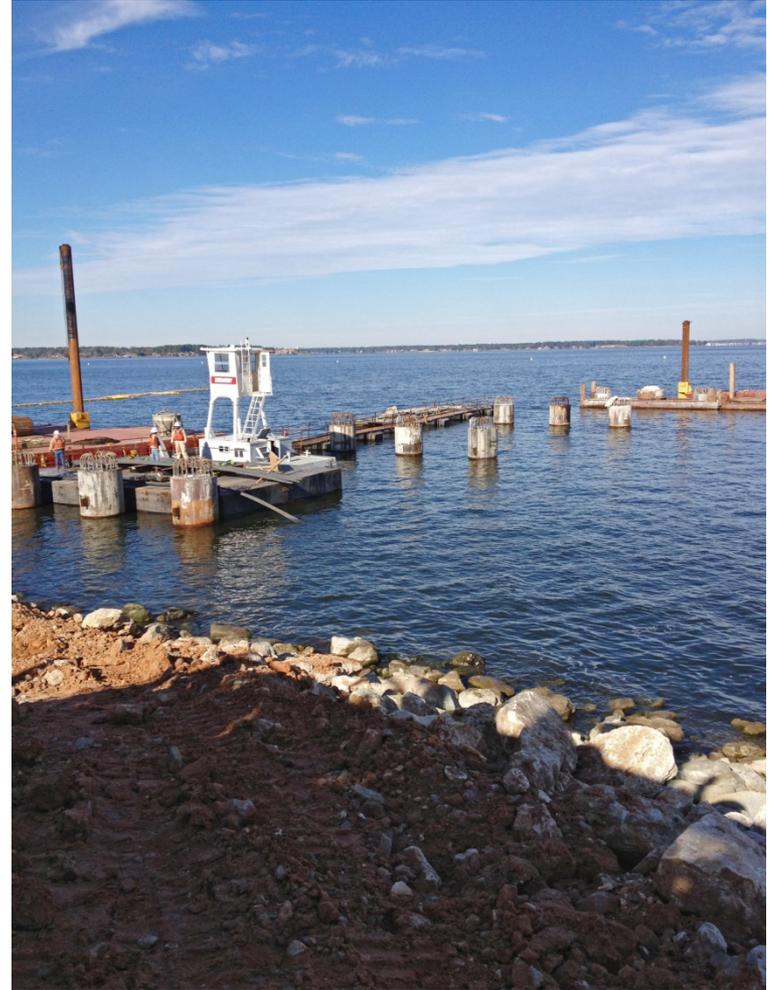
# Exhibit 11

## Construction Photos

### November – December 2012



December 12, 2012 – Raw Water Pump Station Abutment



December 14, 2012 – Raw Water Pump Station



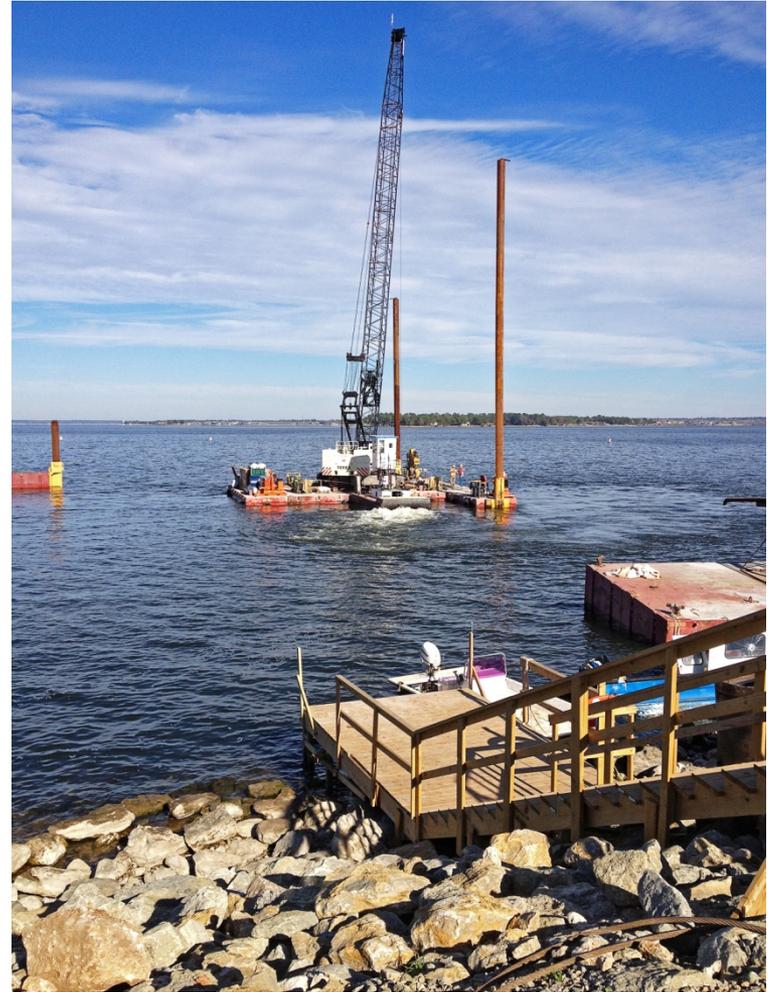
# Exhibit 11

## Construction Photos

### November – December 2012



December 14, 2012 – Raw Water Pump Station Abutment



December 14, 2012 – Raw Water Pump Station