



GROUNDWATER REDUCTION PLAN PROGRAM

MONTHLY PROGRESS REPORT - OCTOBER 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

Much of the focus this month was placed on customer service and continued public outreach. The GRP Call Center fielded phone calls, emails, and letters related to the ongoing construction projects in and around Montgomery County. The Call Center staff answered questions for the public as well as provided resolutions to those callers with specific concerns. The GRP Call Center is the integral link between citizen concerns and the means of resolution for those concerns. SJRA staff also visited with homeowners associations and public school officials to inform them up upcoming construction effecting particular areas. Finally, the GRP website (www.sjra.net) underwent a few minor changes this month with the addition of suggested alternate route maps and alterations to transmission line segment maps and/or the transmission line schedules.

1.2 ENGINEERING AND CONSTRUCTION

Our engineering consultants are nearing the end of providing procurement services for construction proposals. As construction contracts are awarded on the remaining transmission line segments, the engineering consultants will provide construction phase services by reviewing submittals and requests for information as work proceeds.

1.3 MEETINGS

The GRP Program Team continued meeting with GRP Program stakeholders this month. A listing of these meetings is attached as [Exhibit 9](#).



Surface Water Facilities—Placement of concrete along southeast wall at GAC

2.0 PROJECT ACTIVITIES

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 can be found in attached **Exhibit 1**.

2.1 ENGINEERING

SURFACE WATER TRANSMISSION SYSTEM

Segment T1 – Design is complete. Engineering consultant is providing construction phase services.

Segment T2 – Design is complete. Engineering consultant is providing construction phase services.

Segment T3 – Design is complete. Engineering consultant is providing construction phase services.

Segment W1 – Design is complete Engineering consultant is providing construction phase services for Segments W1A and W1B.

Segment W2 – Design is complete Engineering consultant is providing construction phase services for Segments W2A and W2B.

Segment W3 –Design is complete for Segments W3A and W3B. Engineering consultant is providing procurement support services. Construction phase services work orders will be considered for approval at December Board meeting.

Segment W4 – Design is complete. Engineering consultant is providing construction phase services.

Segment C1 – Design is complete. Engineering consultant is providing procurement support services for Segments C1A and C1B. Construction phase services work orders for both segments were approved at the October Board meeting.

Segment C2 – Design is complete. Engineering consultant is providing construction phase services.

Segment C3 – Design is complete. Engineering consultant is providing construction phase services.

Segment C4 – Design is complete. Engineering consultant is providing construction phase services.

Surface Water Receiving Facilities-North – Design is complete. Engineering consultant is providing construction phase services.

Surface Water Receiving Facilities-South - Design is complete. Engineering consultant is providing construction phase services.

Standpipe - Design is complete. Engineering consultant is providing procurement support services. Construction phase services work order will be considered for approval at December Board meeting.

Construction Management and Inspection (CM&I) – The CM&I team is providing management and inspection for Transmission Segments T1, T2, T3, W1A, W1B, W2A, W2B, C2, C3, C4, WRF-N AND WRF-S.

Construction Materials Testing Consultant (CMT) - CMT consultants are currently working with CM&I staff to perform industry standard construction materials testing. Testing includes subgrade and backfill soil densities and concrete pavement properties and compressive strengths.

SURFACE WATER FACILITIES

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

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

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

Fiber Optic Communications System – Design is complete. Construction contract procurement activities in progress.

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 and RFI's, and provide constant field monitoring and inspection of the systems being installed.

Construction Materials Testing Consultant (CMT) - The CMT staff for the SWF is currently working with the CMAR and CA&I staff to perform industry standard construction materials testing. Testing includes soil densities, compressive strength/properties of concrete placed, welding, coatings and masonry testing.

2.0 PROJECT ACTIVITIES (CONTINUED)

Cathodic Protection - The cathodic protection consultant has completed their design effort for both the transmission line segments and the Surface Water Facilities.

2.2 STATE AGENCY COORDINATION

Segment W2A- TWDB reviewed final submitted documents and issued Notice to Proceed.

Segment W2B - TWDB reviewed final submitted documents and issued Notice to Proceed.

Segment W4 - TWDB reviewed final submitted documents and issued Notice to Proceed.

South Surface Water Receiving Facilities- TWDB reviewed final submitted documents and issued Notice to Proceed.



Segment W2A—Steel augers staged along Research Forest near Technology Forest

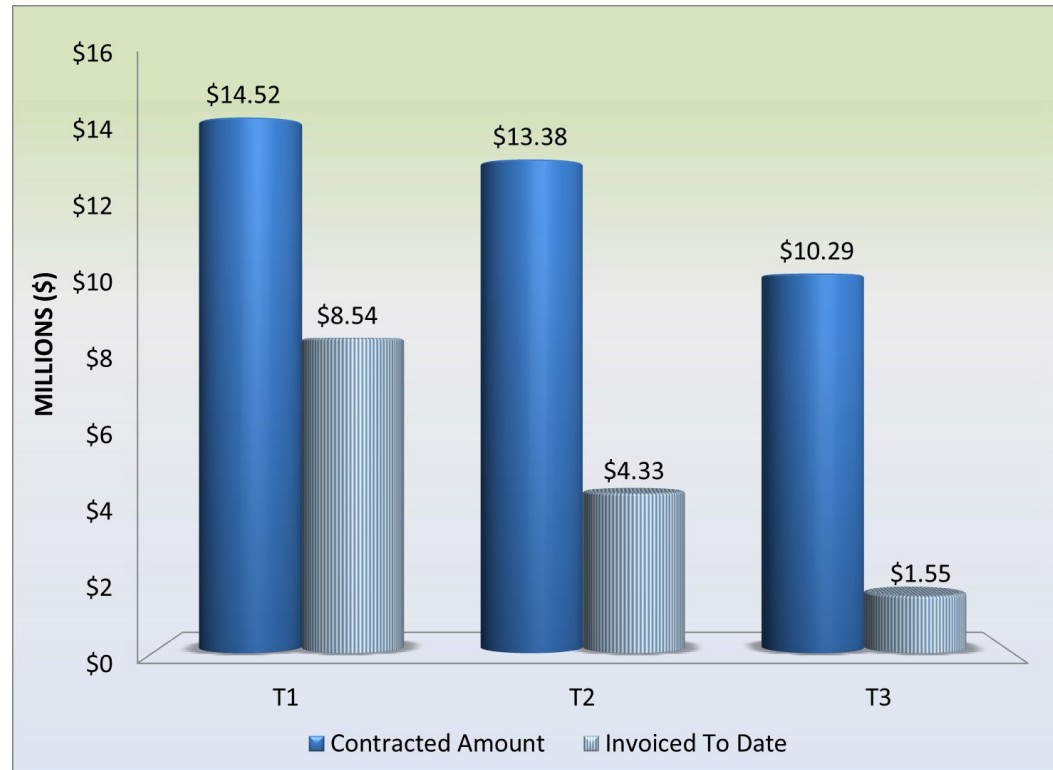


Segment W1A — Welded PVC pipe along FM 2978

2.0 PROJECT ACTIVITIES (CONTINUED)

2.3 SURFACE WATER TRANSMISSION SYSTEM PROJECT DATA

To date, fifteen of eighteen construction contracts have been awarded. Construction contracts for the two remaining waterline segments and standpipe remain on schedule for award in December. The following graphs and charts show the progress of Transmission Line Segments T1, T2, T3, W1A, W1B, W2A, W2B, W4, C1A, C1B, C2, C3, C4, Surface Water Transmission North Water Receiving Facilities, and Surface Water Transmission South Water Receiving Facilities thus far.



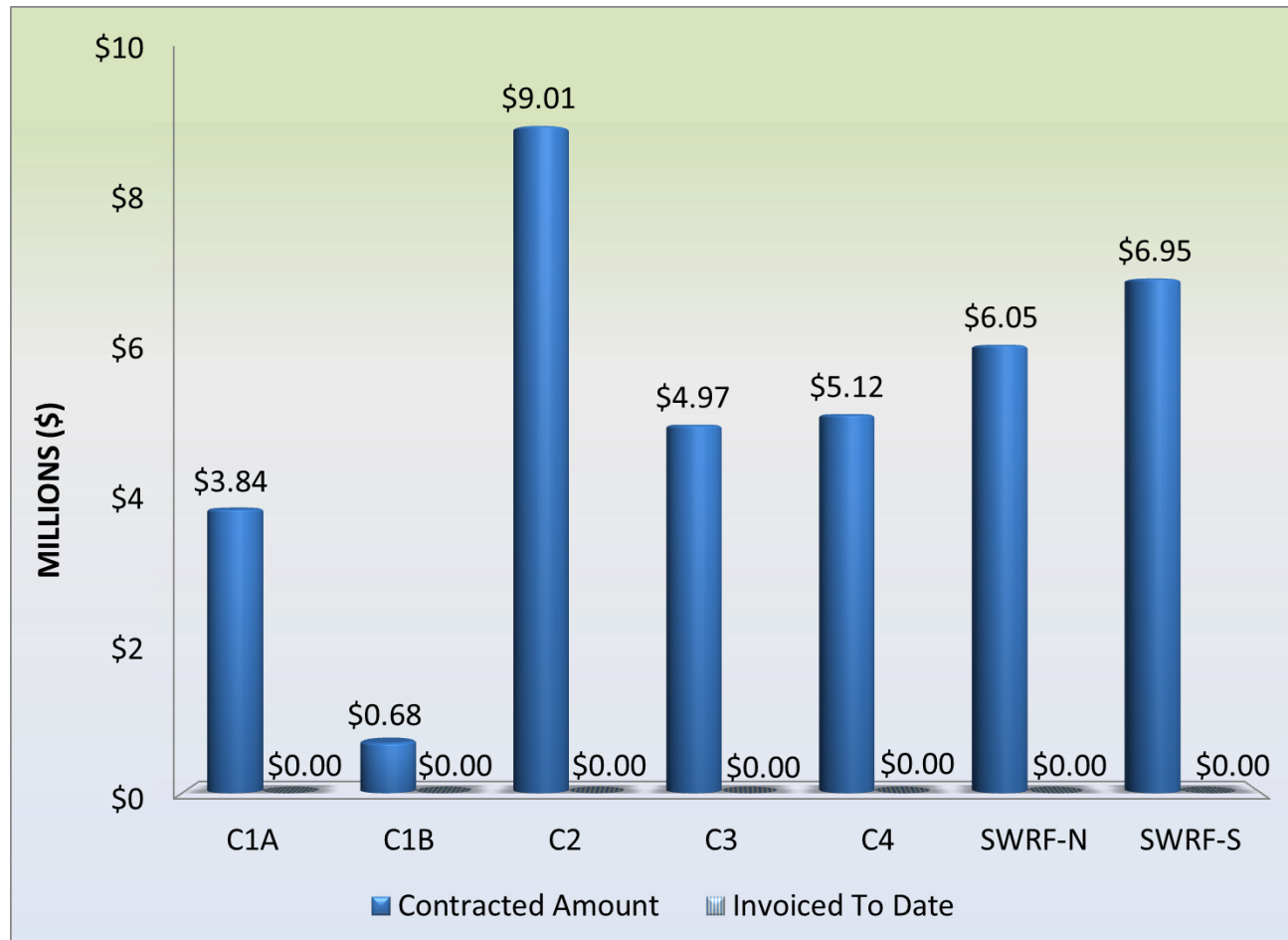
Segment	T1	T2	T3
Contracted Amount	\$14,521,937.14	\$13,383,928.25	\$10,287,576.00
Invoiced To Date	\$8,539,431.93	\$4,334,069.85	\$1,550,983.17
% Construction Complete	59%	32%	15%

2.0 PROJECT ACTIVITIES (CONTINUED)



Segment	W1A	W1B	W2A	W2B	W4
Contracted Amount	\$8,222,000.50	\$7,213,544.50	\$16,340,258.02	\$16,161,600.00	\$3,656,604.23
Invoiced To Date	\$2,536,418.14	\$2,653,205.75	\$1,734,998.01	\$764,620.64	\$0.00
% Construction Complete	31%	37%	11%	5%	0%

2.0 PROJECT ACTIVITIES (CONTINUED)



Segment	C1A	C1B	C2	C3	C4	SWRF-N	SWRF-S
Contracted Amount	\$3,837,683.40	\$683,491.53	\$9,014,837.00	\$4,972,314.80	\$5,115,396.90	\$6,054,860.00	\$6,952,400.00
Invoiced To Date	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
% Construction Complete	0%	0%	0%	0%	0%	0%	0%

2.0 PROJECT ACTIVITIES (CONTINUED)

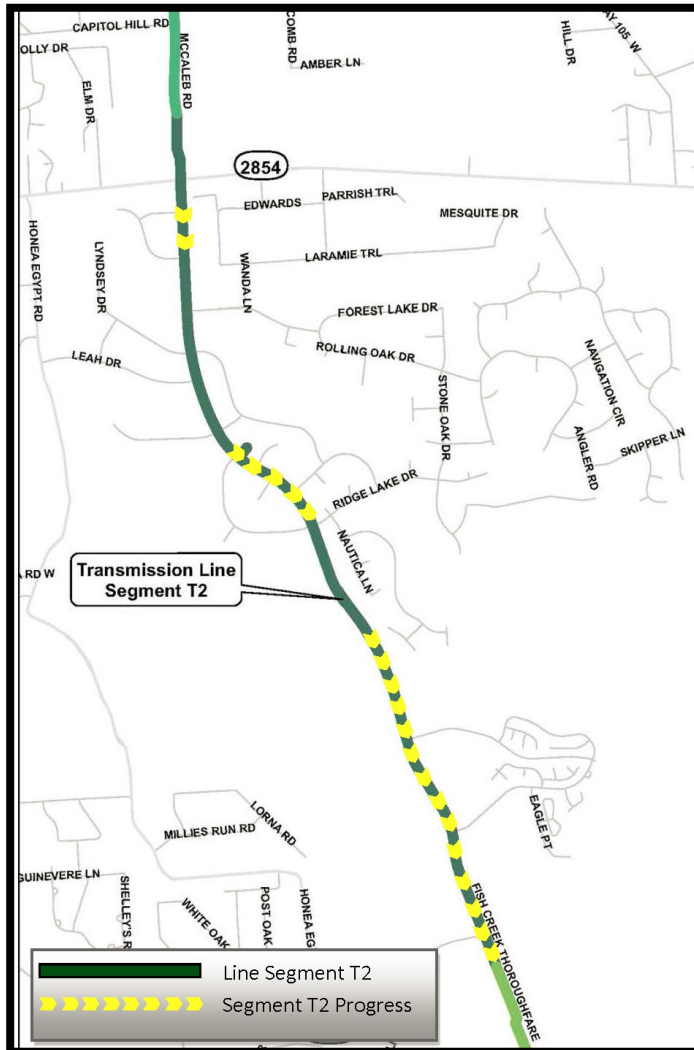
2.4 SURFACE WATER TRANSMISSION SYSTEM CONSTRUCTION PROGRESS

Segment T1 - 60-inch mortar coated steel pipe installation along toe of Lake Conroe Dam, under State Highway 105, along Sunshine Drive, and Lake Business Drive is complete. Tree clearing work continued along McCaleb Road. A temporary fence was erected at the day care center and pipe installed along Lake Business Drive. Approximately 9,600 feet of mortar coated steel pipe has been installed through October.



2.0 PROJECT ACTIVITIES (CONTINUED)

Segment T2 - 54-inch mortar coated pipe installation activities continued this month. Approximately 7,700 feet of mortar coated steel pipe installed through October.

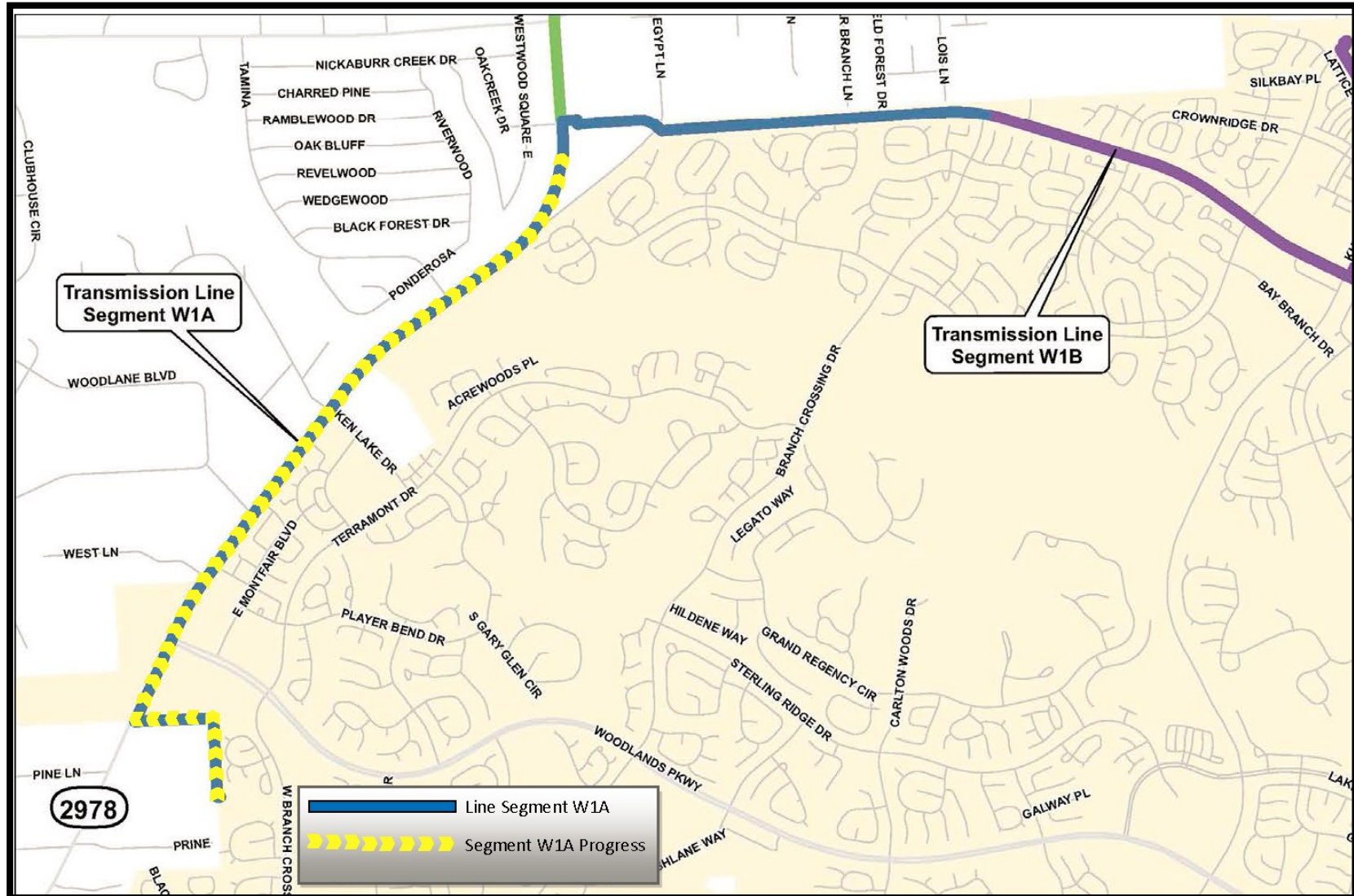


Segment T3 - Site clearing was performed this month. No pipe installation occurred, but approximately 6,400 feet of pipe was delivered.



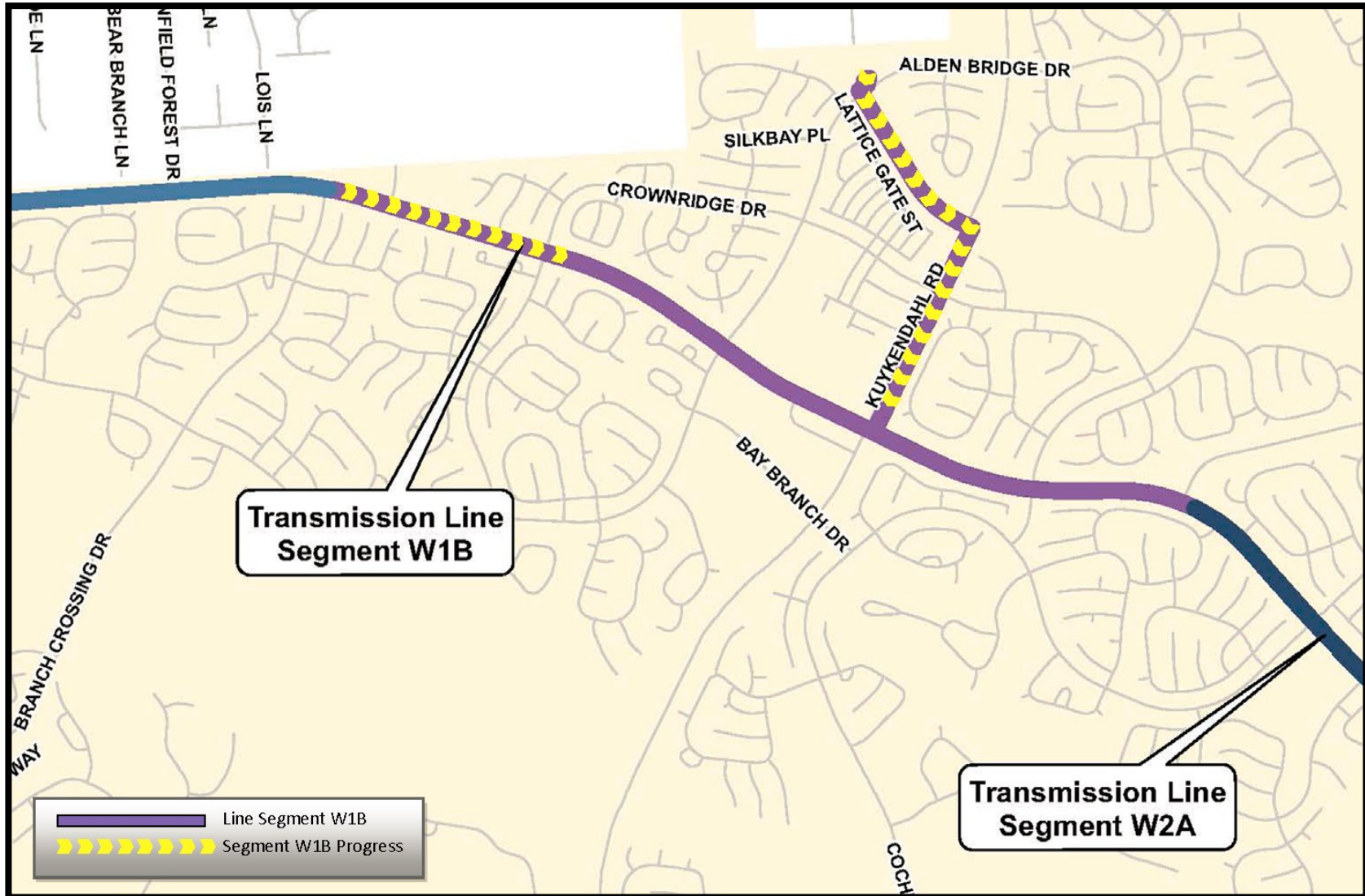
2.0 PROJECT ACTIVITIES (CONTINUED)

Segment W1A - 16-inch PVC pipe and 48-inch mortar lined steel pipe installation continued from SJRA Water Plant No. 4 along FM 2978. Contractor removed the median and installed traffic control signs along Research Forest Drive. Approximately 14,300 feet of 16-inch PVC pipe and 48-inch mortar lined steel pipe has been installed through October.



2.0 PROJECT ACTIVITIES (CONTINUED)

Segment W1B - 20-inch PVC pipe installation from Alden Bridge Village Center to SJRA Water Plant No. 3 was completed. Installation of 42-inch mortar lined steel pipe along Research Forest Drive continued. Approximately 7,400 feet of 20-inch PVC pipe and 42-inch mortar lined steel pipe has been installed through October.



2.0 PROJECT ACTIVITIES (CONTINUED)

Segment W2A - Contractor installed traffic control signage and devices and began pavement removal and 24 hour/7days a week of 30-inch PVC pipe installation along Research Forest. Approximately 2,300 feet of 30-inch PVC pipe installed through October.



2.0 PROJECT ACTIVITIES (CONTINUED)

Segment W2B - Traffic control equipment and devices remained in place and contractor installed approximately 1,100 feet of pipe this month.



Segment W4 - Contractor prepared and submitted submittals this month.

Segment C1A - Construction contract with Garney Companies, Inc., was approved this month by SJRA Board of Directors.

Segment C1B - Construction contract with EP Brady, Inc., was approved this month by SJRA Board of Directors.

Segment C2 - The contractor prepared and submitted submittals and began planning construction activities with utility companies. No pipe was installed.

Segment C3 - The Contractor prepared and submitted submittals and performed other pre-construction activities. No pipe was installed.

Segment C4 - The Contractor prepared and submitted submittals and performed other pre-construction activities. No pipe was installed.

SURFACE WATER RECEIVING FACILITIES

Surface Water Receiving Facilities—North - The contractor prepared and submitted submittals, removed trees at water plants, prepared for clearing activities and set up a project field office at Conroe Water Plant No. 20.

Surface Water Receiving Facilities—South - The contractor prepared and submitted submittals and prepared for site clearing activities.



Caution tape used at construction site at Surface Water Facilities

2.0 PROJECT ACTIVITIES (CONTINUED)

2.5 SURFACE WATER FACILITY CONSTRUCTION PROGRESS AND PROJECT DATA

Raw Water Intake - The 30-ton bridge crane was received and installed this month. Erection of the structural steel building frame continued.

Surface Water Treatment Plant - Construction work continues at the Operations, Warehouse, Chemical, Electrical, Generator, Pretreatment, Membrane, Backwash Equalization, Process Water Recovery Basins, Belt Filter Press Building and GAC facilities. Earthwork and structural concrete placement, structural steel erection, and masonry are the main trades working on the site. The site electrical and process piping installation are well underway.

High Service Pump Station - Masonry and glass block installation continued this month. Structural steel erection and bridge crane installation began this month.

Ground Storage Tanks - Ground Storage Tank Nos. 1 and 2 are both in the finishing stage. Final appurtenance installation began this month. Ground Storage Tank No. 2 passed its required 48-hour water tightness and settlement.

Site Work - Large diameter yard piping, potable water piping, and drain line installation occurred this month.

The chart below represents Surface Water Facilities progress through the month of October.

Name of Project	Contracted Amount	Invoiced To Date	% Construction Complete
Surface Water Facilities	\$190,704,740	\$66,685,282.00	35%



Surface Water Facilities — Concrete columns at Dewatering Building

3.0 PROCUREMENT

3.1 SOLICITATIONS

This month, the following solicitations for proposals for construction were advertised:

- RFP 13-035—Segment W3B—Proposed 12-inch, 16-inch, 18-inch, and 20-inch Water Transmission Line
- RFP 13-045—Groundwater Reduction Plan Program Standpipe
- RFP 13-067—Fiber Optic Network Communication System

3.2 CONTRACT AWARDS

The following contracts were awarded for construction this month:

- Work Order No. 10 for Supplemental Field Investigations for Surface Water Transmission Line Segment W2
- Construction Contract for Surface Water Transmission Line Segment C1A
- Work Order No. 6 for Construction Phase Services by Design Consultant during construction of Surface Water Transmission Line Segment C1A
- Construction Contract for Surface Water Transmission Line Segment C1B
- Work Order No. 7 for Construction Phase Services by Design Consultant during construction of Surface Water Transmission Line Segment C1B
- Change Order No. 1 for Surface Water Transmission Line Segment W2A
- Amendment No. 1 to Work Order No. 2, Construction Management and Inspection Services for Accelerated Construction of Surface Water Transmission System, Segment W2A
- Work Order No. 3 for Additional Services During Construction (Construction Management Consultants)

3.3 PROCESS AND PROCEDURES

The GRP Program continues to utilize traditional procurement methods for consultant services and alternative project delivery methods in the procurement of 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 relocation and easement encroachment agreements. Solicitations may be combined, modified, or canceled, or time frames may be modified as deemed necessary.

- Construction Contract for Surface Water Transmission System Standpipe
- Work Order No. 14 for Construction Phase Services by Design Consultant during construction of Surface Water Transmission System Standpipe
- Construction Contract for Surface Water Transmission Line Segment W3A
- Work Order No. 8 for Construction Phase Services by Design Consultant during construction of Surface Water Transmission Line Segment W3A
- Construction Contract for Surface Water Transmission Line Segment W3B
- Work Order No. 9 for Construction Phase Services during the Construction of Surface Water Transmission Line Segment W3B
- Amendment to the Utility Relocation Agreement with Universal Natural Gas, Inc., Gas Energy, LLC, and Texas Gas Utility Services, Inc.
- Authorize execution of letter(s) of assurance to Lone Star Groundwater Conservation District and GRP Contract(s) by the General Manager
- Construction Contract for Surface Water Transmission System Fiber Optics Installation
- Work Order No. 5 for Construction Phase Services by Design Consultant during construction of Surface Water Transmission System Fiber Optics Installation

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 construction cost estimate of \$500,000,000, and forecasts continue to indicate it will be completed under budget (see also subsection 4.6 and **Exhibit 2**). 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 2**.

A summary of the SJRA GRP Division's Fiscal Year 2014 operating budget (revenue and expenditures) is provided as **Exhibit 8**. 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 SJRA Board of Directors has authorized bond funding for the GRP Program in the amount of \$552,250,358.49 (Net \$479,746,021.87); see also **Exhibit 4**. This funding 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 REPORTS

Exhibit 5 illustrates the funding sources presently applied towards the GRP Program CIP budget which include the following:

- 1.) Texas Water Development Board's (TWDB) Water Infrastructure Fund (WIF);
- 2.) The sale of open market Special Project Revenue Bonds, Series 2011;
- 3.) TWDB Dfund, Series 2011A;
- 4.) TWDB Dfund, Series 2012; and
- 5.) TWDB Dfund, Series 2012A
- 6.) TWDB Dfund, Series 2013

Available funding after costs represents approximately 95.9% of the planned Program budget. Contracted commitments are summarized in Table 4.1. The

GRP Program's funding and forecasted expenditures are further detailed in attached **Exhibits 2, 3 and 4**.

Please note that financial reports do not include investment income.

4.3 INVOICES/APPLICATIONS FOR PAYMENT

GRP Program Consultant Invoices and/or Construction Contractor Applications for Payment paid through the end of the report month are represented in Table 4.1 (Item F).

Table 4.1 - GRP Program Funding and Contracted Commitments Summary

	Previous 9/30/2013	October 2013 Activity	Year to Date (Thru 10/31/13)
A. Approved Funding	552,250,358.49	0.00	552,250,358.49
B. Available Funding After Costs	479,746,021.87	0.00	479,746,021.87
C. Approved Contracts	418,071,703.94	6,309,759.17	424,381,463.11
D. Project Close Out	(801,638.57)	(6,262.86)	(807,901.43)
E. Uncontracted Funding	62,475,956.50	(6,303,496.31)	56,172,460.19
F. Invoices Paid	128,164,752.23	11,585,951.51	139,750,703.74
G. Remaining Funds	351,581,269.64	(11,585,951.51)	339,995,318.13

4.4 CONTRACT AMENDMENTS AND CHANGE ORDERS

Each of the GRP Program agreements, work orders, and amendments listed in Section 3.2 were presented at the GRP Review Committee and the SJRA Board of Directors meetings this month. Each item was 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 this month as seen in Table 4.1. Estimates for future expenditures are included in Exhibit 2. 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 3.

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 \$564,335,358.49. Additionally, all current GRP Program contracts, including their respective SJRA Board of Director's approved budgeted amounts are listed in Exhibit 6.

4.7.2 GRP Projects

The GRP Program projects remained within their approved contract budgets this month. Exhibit 6 indicates each active GRP Program project and GRP Program contract.

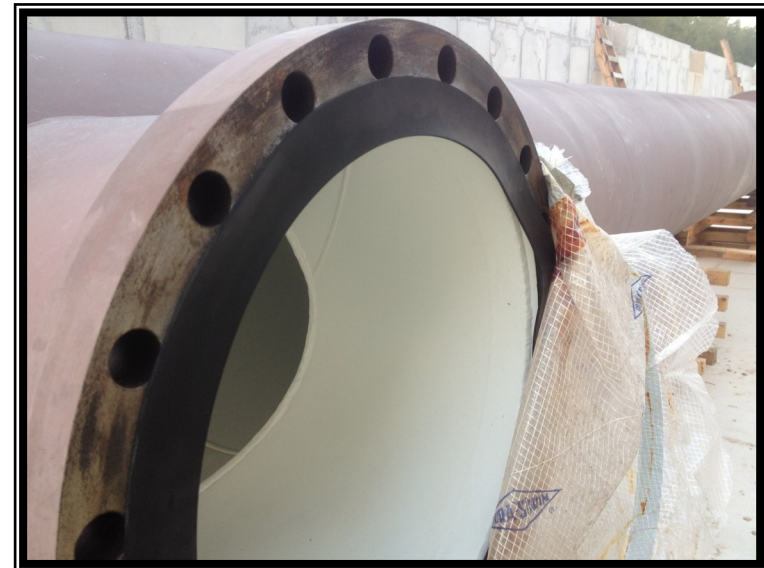
4.8 LAND ACQUISITION

The GRP Program Team, with the support of its various land acquisition consultants, continued to make progress in acquiring the land and easements necessary for the surface water transmission system. Forty-two easements were acquired in the month of October; two related to Segment T3, eighteen related to Segment W3, three related to Segment W4, two related to Segment C1, and seventeen related to Segment C2. Final negotiations to acquire the remaining easements throughout the system are at or near final stages of completion. A cumulative summary of easement acquisition activity is provided in Exhibit 7.



Above: Conduit installation for main duct bank at Surface Water Facilities

Below: Pipe utilized at Membrane Building at Surface Water Facilities



5.0 QUALITY ASSURANCE

5.1 FINAL DESIGN

Final design is complete for all GRP Program Phase 1 projects (Surface Water Treatment Plant, Transmission Lines, Standpipe, Fiber Optic Network, Water Receiving Facilities).

5.2 PRE-CONSTRUCTION

The CM&I, consultant and GRP Program Design Team conducted pre-proposal conferences for Transmission Line Segments C2, C3, C4, and W4. Together, they also assisted in the development of addenda, answered proposer's questions, and participated in negotiations with proposers. This team also conducted a pre-construction conference for the North Water Receiving Facilities project.

5.3 CONSTRUCTION

Quality assurance efforts by SJRA construction inspectors, as well as the CA&I consultant continued this month on the SWF project. Virtually every building on the Surface Water Facilities project site is progressing timely toward meeting the established SWF substantial completion date. Quality administration efforts include regular visits to the project site to monitor and document observed progress. Similar quality assurance efforts by SJRA construction inspectors and the CM&I consultant continued this month on the transmission lines.



Segment W2A—Traffic control devices along Research Forest Drive

6.0 EXHIBITS

Exhibit 1 - GRP Program Schedule

Exhibit 2 - GRP Program Estimate-At-Completion

Exhibit 3 - GRP Program Monthly Forecasted Expenditures

Exhibit 4 - GRP Program Fund Data

Exhibit 5 - Monthly GRP Program Financing Report

Exhibit 6 - GRP Program Current Authorizations

Exhibit 7 - Land Acquisition Summary

Exhibit 8 -GRP Schedule of Revenues & Expenses—Actual & Budget

Exhibit 9 - GRP Program Monthly Meeting Log

Exhibit 10 - Surface Water Facilities (SWF) Construction Photos

Exhibit 11 - Transmission Line Construction Photos

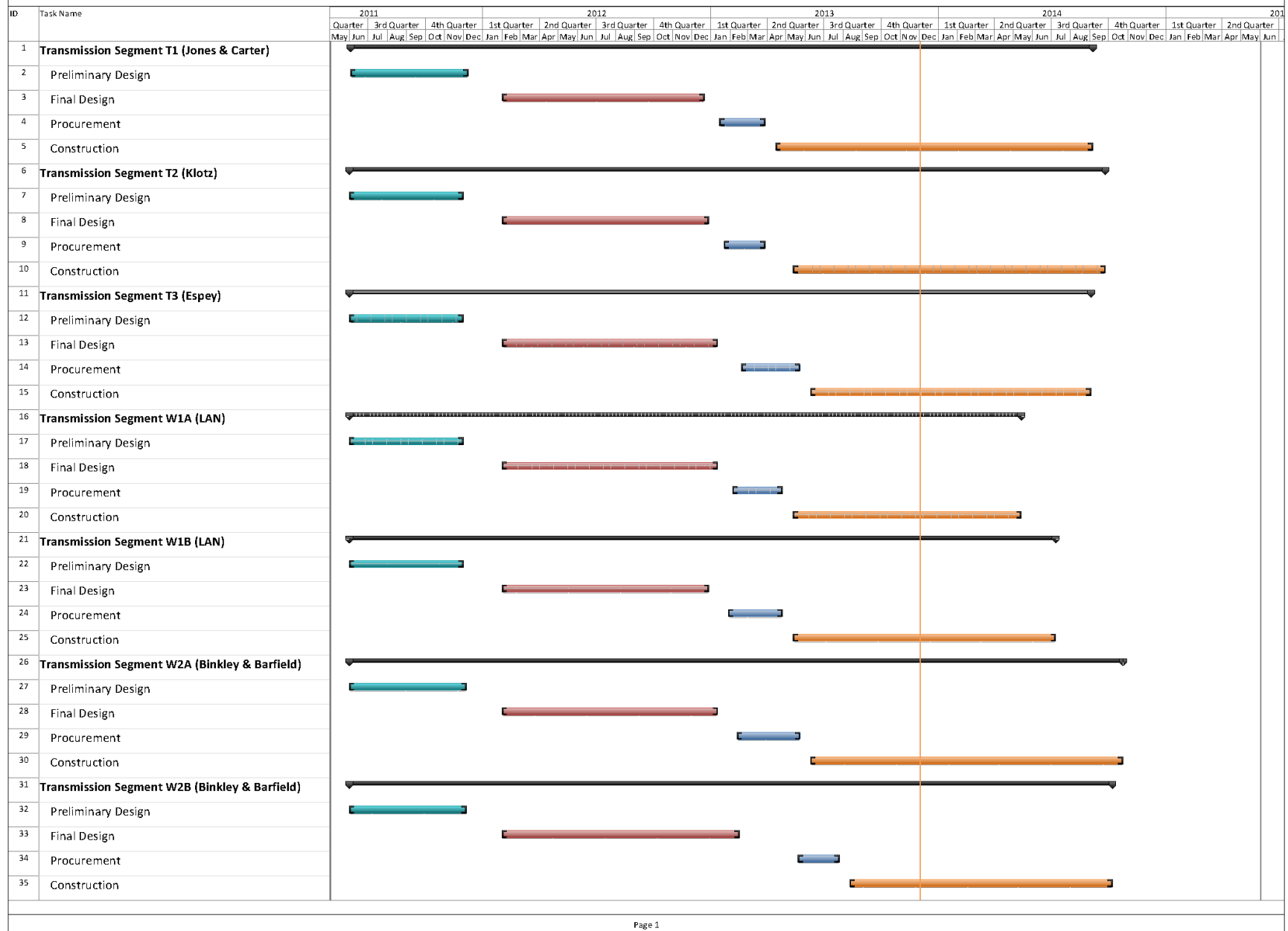


Above: SWF—Base of sludge thickener at solids dewatering area

Below: SWF—HSPS discharge bay pipe



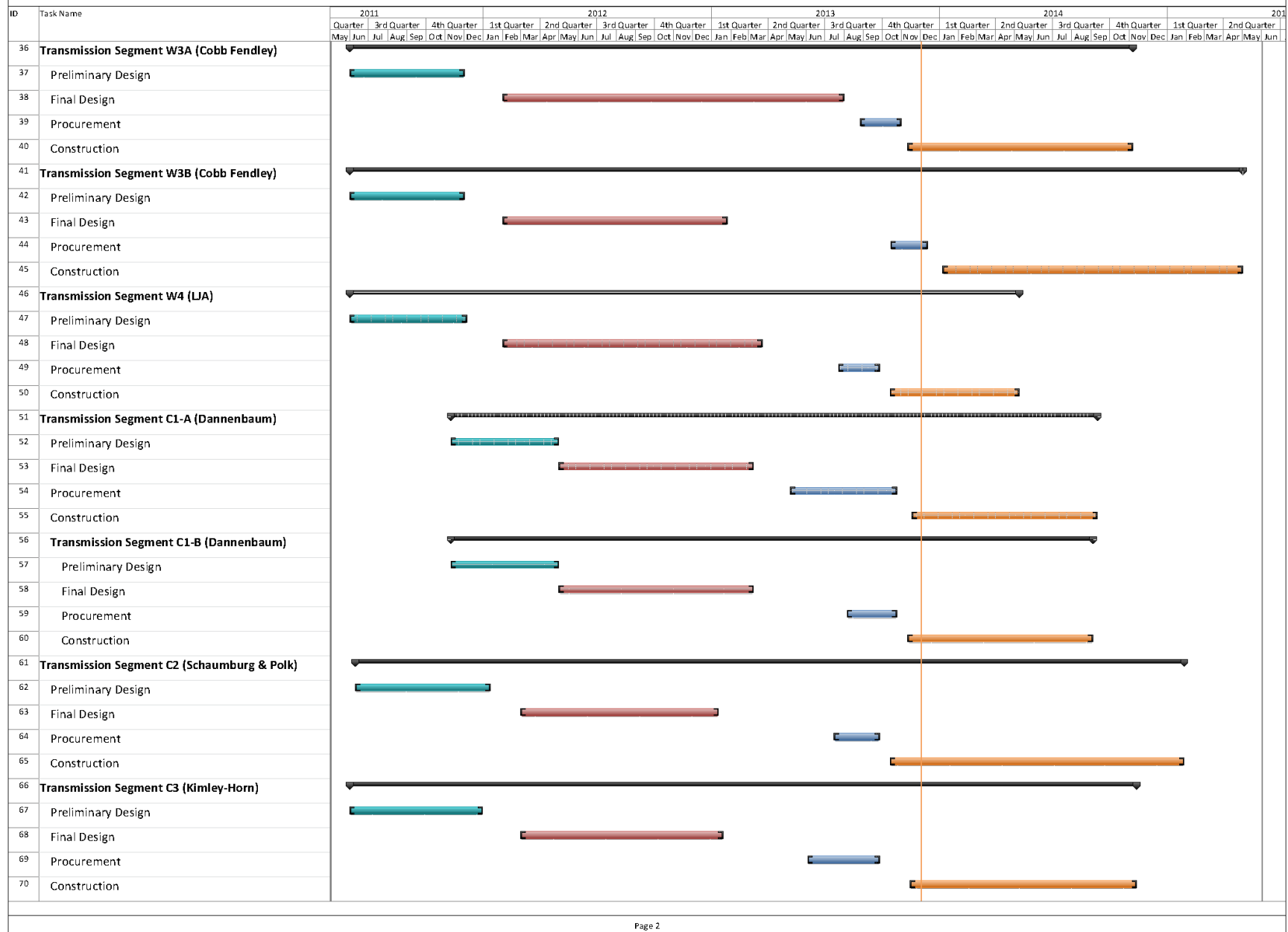
Exhibit 1 - GRP Program Schedule



Page 1



Exhibit 1 - GRP Program Schedule



Page 2

ID	Task Name	2011				2012				2013				2014				2015							
		1st Quarter		2nd Quarter		3rd Quarter		4th Quarter		1st Quarter		2nd Quarter		3rd Quarter		4th Quarter		1st Quarter		2nd Quarter					
		May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr
71	Transmission Segment C4 (R.G. Miller)																								
72	Preliminary Design																								
73	Final Design																								
74	Procurement																								
75	Construction																								
76	Receiving Facilities (Malcolm Pirnie) North Package																								
77	Preliminary Design																								
78	Final Design																								
79	Procurement																								
80	Construction																								
81	Receiving Facilities (Malcolm Pirnie) South Package																								
82	Preliminary Design																								
83	Final Design																								
84	Procurement																								
85	Construction																								
86	Transmission System Standpipe (AECOM)																								
87	Preliminary Design																								
88	Final Design																								
89	Procurement																								
90	Construction																								
91	Water Treatment Plant (HDR)																								
92	Preliminary Design																								
93	Final Design																								
94	Early Works Package Procurement																								
95	Construction																								
96	High Service Pump Station (AECOM)																								
97	Preliminary Design																								
98	Final Design																								
99	Early Works Package Procurement																								
100	Construction																								
101	Raw Water Intake & Pump Station (FNI)																								
102	Preliminary Design																								
103	Final Design																								
104	Early Works Package Procurement																								
105	Construction																								

Exhibit 2

GRP Program Estimate-At-Completion As of October 31, 2013

SERVICES	ESTIMATE-AT-COMPLETION
Pre-Engineering Phase Services	\$ 4,692,437
(GRP Development, Environmental Studies, Pilot Plant, Surface Water Treatment Plant Site Survey)	
Engineering Phase Services	\$ 45,931,317
(Planning, Preliminary Engineering, Final Engineering, Geotechnical, Survey, Metes & Bounds, Subsurface Utility Investigation, Environmental)	
Construction Phase Services	\$ 28,852,373
(Engineering Services During Construction, Construction Management & Inspection [Transmission System], Construction Administration & Inspection [SWF], Material Testing)	
Construction	\$ 387,149,582
(Surface Water Transmission System, Raw Water Intake and Pump Station, Surface Water Treatment Plant, High Service Pump Station and Ground Storage Tanks, Surface Water Receiving Facilities, Infrastructure, Buildings, Roadways, Site Security, Access Roadways)	
Transmission Segment C1 - Construction	\$ 4,747,234
Transmission Segment C2 - Construction	\$ 9,465,579
Transmission Segment C3 - Construction	\$ 5,220,931
Transmission Segment C4 - Construction	\$ 5,371,167
Transmission Segment T1 - Construction	\$ 15,248,034
Transmission Segment T2 - Construction	\$ 14,053,125
Transmission Segment T3 - Construction	\$ 10,801,955
Transmission Segment W1 - Construction	\$ 16,207,322
Transmission Segment W2 - Construction	\$ 34,126,951
Transmission Segment W3 - Construction	\$ 17,841,806
Transmission Segment W4 - Construction	\$ 3,839,434
Transmission System Standpipe	\$ 2,486,884
Receiving Facilities - Construction	\$ 16,558,667
Surface Water Facilities CMAR (GMP)	\$ 190,704,740
Transmission System Fiber Optic - Construction	\$ 3,029,704
Permanent Access Roadway Construction	\$ 7,705,000
Building No. 1; Access Road; Vegetative Buffer; Construction Materials Testing; SWF Site Vegetation Management; Sanitary Sewer/Access Rd. Relocation	\$ 4,399,773
Other Offsite Construction (Transmission Line Utility Relocations, Receiving Facility Improvements)	\$ 16,477,126
Non-Project Specific Contingency	\$ 8,120,764
Program Management	\$ 10,819,738
(GRP Program Management, Survey, Geotechnical, Transient, Corrosion, Legal Consultants)	
Land Acquisition	\$ 12,948,302
(Legal, Appraisal, Title Research, Land Acquisition Consultants) ⁽¹⁾	
Total ⁽²⁾:	\$ 490,393,749

⁽¹⁾ Includes revisions to land acquisition cost estimates and recategorizing of contingency.

⁽²⁾ Bond issuance costs are not included.

Exhibit 3

GRP Program Monthly Forecasted Expenditures As of October 31, 2013

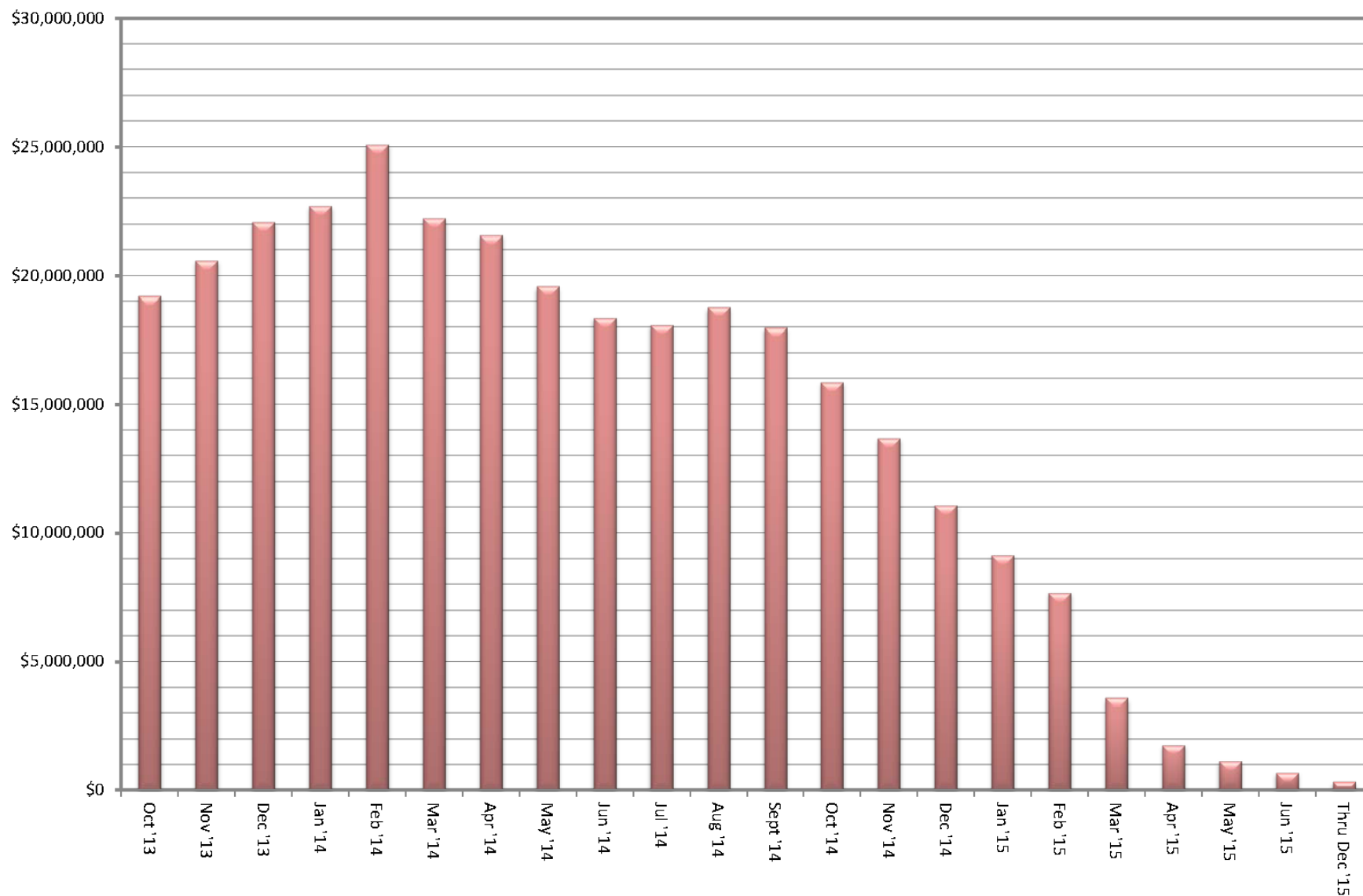


Exhibit 4

GRP Program Fund Data As of October 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
TWDB WIF Bond Issue	\$ 21,500,000.00	.854% - 2.706%	\$ 470,337.08	\$ -	\$ -	\$ 21,029,662.92	
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	
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	
TWDB DFund Series 2012	\$ 175,000,000.00	1.17% - 4.62%	\$ 971,769.13	\$ 12,869,175.00	\$ -	\$ 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	
TWDB Dfund Series 2013	\$ 39,850,000.00	4.50%	\$ 628,750.00	\$ 3,214,292.00	\$ 3,073,489.18	\$ 32,933,468.82	
Subtotal Approved Amounts	\$ 552,250,358.49		\$ 5,824,085.92	\$ 43,247,610.52	\$ 23,432,640.18	\$ 479,746,021.87	
 Future Series 2014 (Est.)	 \$ 12,085,000.00	 4.54%	 \$ 321,200.00	 \$ 1,004,698.00	 \$ -	 \$ -	 \$ 10,759,102.00
Subtotal Future Amounts	\$ 12,085,000.00		\$ 321,200.00	\$ 1,004,698.00	\$ -	\$ -	\$ 10,759,102.00
Totals	\$ 564,335,358.49		\$ 6,145,285.92	\$ 44,252,308.52	\$ 23,432,640.18	\$ 479,746,021.87	\$ 10,759,102.00

Notes:

1. These values 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 5

Monthly GRP Program Financing Report

Fiscal Year 2014

Through October 31, 2013

	TWDB WIF Bond Issue	Open Market Bond Issue (Series 2011)	TWDB Dfund (Series 2011A)	TWDB Dfund (Series 2012)	TWDB Dfund (Series 2012A)	TWDB Dfund (Series 2013)	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	\$ 39,850,000.00	\$ 552,250,358.49
Total Investment	\$ 21,500,000.00	\$ 83,430,358.49	\$ 67,470,000.00	\$ 175,000,000.00	\$ 165,000,000.00	\$ 39,850,000.00	\$ 552,250,358.49
B. Contracted Costs							
Contracts Completed	\$ 17,811,662.84	\$ 19,850,286.51	\$ 4,478,360.74	\$ -	\$ -	\$ -	\$ 42,140,310.09
Current Contract Values	\$ 3,199,479.00	\$ 32,246,086.85	\$ 48,878,417.21	\$ 161,159,055.87	\$ 123,853,342.07	\$ 8,772,001.13	\$ 378,108,382.13
Change Orders	\$ -	\$ 2,773,912.12	\$ 307,126.75	\$ -	\$ 1,051,732.02	\$ -	\$ 4,132,770.89
Project Close Out	\$ (315,554.78)	\$ (492,328.14)	\$ (18.51)	\$ -	\$ -	\$ -	\$ (807,901.43)
Total	\$ 20,695,587.06	\$ 54,377,957.34	\$ 53,663,886.19	\$ 161,159,055.87	\$ 124,905,074.09	\$ 8,772,001.13	\$ 423,573,561.68
C. Expenditures							
Paid Previous Fiscal Years	\$ 20,445,604.55	\$ 41,810,521.31	\$ 13,516,375.89	\$ 35,745,194.60	\$ 2,741,339.59	\$ -	\$ 114,259,035.94
Paid Current Fiscal Year	\$ 74,938.56	\$ 1,098,360.06	\$ 2,603,785.94	\$ 12,532,152.25	\$ 9,182,430.99	\$ -	\$ 25,491,667.80
Issuance Costs	\$ 470,337.08	\$ 2,049,764.39	\$ 751,195.33	\$ 971,769.13	\$ 952,269.99	\$ 628,750.00	\$ 5,824,085.92
Debt Service Reserve Fund	\$ -	\$ -	\$ 3,859,151.00	\$ -	\$ 16,500,000.00	\$ 3,073,489.18	\$ 23,432,640.18
Capitalized Interest	\$ -	\$ 7,858,241.52	\$ 5,166,233.00	\$ 12,869,175.00	\$ 14,139,669.00	\$ 3,214,292.00	\$ 43,247,610.52
Total	\$ 20,990,880.19	\$ 52,816,887.28	\$ 25,896,741.16	\$ 62,118,290.98	\$ 43,515,709.57	\$ 6,916,531.18	\$ 212,255,040.36
D. Remaining							
Uncontracted Funds	\$ 334,075.86	\$ 19,144,395.24	\$ 4,029,534.48	\$ (0.00)	\$ 8,502,986.92	\$ 24,161,467.69	\$ 56,172,460.19
Fund Balance *	\$ 509,119.81	\$ 30,613,471.21	\$ 41,573,258.84	\$ 112,881,709.02	\$ 121,484,290.43	\$ 32,933,468.82	\$ 339,995,318.13

*Excluding net investment income



Exhibit 6

GRP Program Current Authorizations As of October 31, 2013

Surface Water Transmission System - Consultant Services

Project	Firm	Amount Authorized by Board
T1	Jones & Carter	\$ 2,202,879.75
T2	Klotz Associates	\$ 1,878,727.49
T3	Espey	\$ 1,892,322.47
W1	LAN	\$ 2,729,523.15
W2	Binkley & Barfield	\$ 3,252,056.39
W3	Cobb Fendley	\$ 3,592,808.00
W4	LJA	\$ 1,366,335.58
C1	Dannenbaum	\$ 961,635.69
C2	Schaumburg & Polk	\$ 1,418,951.72
C3	Kimley Horn	\$ 897,638.59
C4	RG Miller	\$ 387,701.04
WRFs	Malcom Pirnie/Arcadis	\$ 2,680,366.57
CM&I	Kellog Brown & Root	\$ 8,657,135.48
Subtotal - Surface Water Transmission System		\$ 31,918,081.92

Surface Water Facilities - Consultant Services

Project	Firm	Amount Authorized by Board
WTP	HDR Engineering	\$ 18,583,396.92
HSPS	AECOM	\$ 4,799,416.39
StandPipe	AECOM	\$ 192,281.00
RWI&PS	Freese & Nichols	\$ 3,954,773.35
CA&I	CDMSmith	\$ 5,348,633.00
Subtotal - Surface Water Facilities		\$ 32,878,500.66

Program Consultant Services & Other Projects

Project	Firm	Amount Authorized by Board
Program Management	Brown & Gay	\$ 10,695,226.55
Program Survey	Landtech	\$ 514,524.00
Program Geotechnical	Raba Kistner	\$ 145,260.00
Prog Transient Analyses	AECOM	\$ 284,178.11
Access Rd/Misc Service	ACES	\$ 857,366.25
SWF Surveying	S&V Surveying	\$ 66,875.00
Land Acq	KDM	\$ 421,592.70
Land Acq	PAS	\$ 1,413,334.88
Program Environmental	Halff Associates	\$ 1,063,698.87
Program Fiber Optics	EMA	\$ 736,357.00
Program Corrosion	V&A Consulting Engineers	\$ 866,676.00
Program Services & Projects	Multiple	\$ 5,773,735.44
Subtotal - Program Consultant Services & Other Projects		\$ 22,838,824.80

Exhibit 6 (con't)

GRP Program Current Authorizations As of October 31, 2013

Active or Completed Construction Contracts

Project	Firm	Amount Authorized by Board
GRP Bldg No. 1	Brookstone	\$ 2,008,673.00
Bldg No. 1/Aqua Tx CMT	Aviles Engineering	\$ 64,343.15
Landscape Buffer	Key-Scape Landscape	\$ 53,090.00
Temp Access Road	Lindsey Construction	\$ 977,583.60
Access Road CMT	Terracon Consultants	\$ 10,359.70
Access Road Overlay and Detention	AAA Asphalt	\$ 412,284.59
Access Road Landscape	TreeScapes	\$ 34,165.00
Aqua Texas Sewer	Randy Roan Construction	\$ 535,181.17
Bldg No. 1 Fiber Line	Preferred Technologies	\$ 231,157.56
Surface Water Plant (CMAR)	McCarthy	\$ 190,704,740.00
SWF CMT	Geotest	\$ 1,976,659.00
Transmission Sytem Utility Relocations	Various	\$ 1,992,417.46
Transmission System CMT (T3, W1, W2, W3, W4)	Aviles	\$ 1,601,330.00
Transmission System CMT (T1, T2, C1, C2, C3, C4)	Terracon	\$ 1,006,711.25
Transmission Segment T1	S.J. Louis Construction of Texas Ltd	\$ 14,521,937.14
Transmission Segment T2	Texas Sterling Construction Company	\$ 13,383,928.25
Transmission Segment T3	S.J. Louis Construction of Texas Ltd	\$ 10,287,576.00
Transmission Segment C1A	Garney Companies, Inc.	\$ 3,837,683.40
Transmission Segment C1B	E.P. Brady, LTD.	\$ 683,491.53
Transmission Segment C2	Garney Companies, Inc.	\$ 9,014,837.00
Transmission Segment C3	E.P. Brady, LTD.	\$ 4,972,314.80
Transmission Segment C4	BRH-Garver Construction, L.P.	\$ 5,115,396.90
Transmission Segment W1A	Huff & Mitchell, Inc.	\$ 8,222,000.50
Transmission Segment W1B	Texas Sterling Construction Company	\$ 7,213,544.50
Transmission Segment W2A	Texas Sterling Construction Company	\$ 16,340,258.02
Transmission Segment W2B	Texas Sterling Construction Company	\$ 16,161,600.00
Transmission Segment W4	Huff & Mitchell, Inc.	\$ 3,656,604.23
Receiving Facilities South	CSA	\$ 6,952,400.00
Receiving Facilities North	Archer Western	\$ 6,054,860.00
Miscellaneous	Other Construction Contracts, Permits, Fees, etc.	\$ 305,163.05
Subtotal - Construction Contracts		\$ 328,332,290.80

Totals

	Amount Authorized by Board
Surface Water Transmission System - Consultant Services	\$ 31,918,081.92
Surface Water Facilities - Consultant Services	\$ 32,878,500.66
Program Consultant Services & Other Projects	\$ 22,838,824.80
Active or Completed Construction Contracts	\$ 328,332,290.80
Total	\$ 415,967,698.18

Exhibit 7

GRP Program Land Acquisition Summary As of October 31, 2013

Project	Anticipated Number of Easements to Acquire	Easements Acquired This Month	Total Easements Acquired and Filed	Total Easements Remaining to be Acquired
Transmission System Segment T1	59	0	58	1
Transmission System Segment T2	0	0	0	0
Transmission System Segment T3	18	2	11	7
Transmission System Segment C1	19	2	17	2
Transmission System Segment C2	80	17	70	10
Transmission System Segment C3	34	0	19	15
Transmission System Segment C4	4	0	3	1
Transmission System Segment W1	32	0	32	0
Transmission System Segment W2	10	0	9	1
Transmission System Segment W3	177	18	150	27
Transmission System Segment W4	9	3	9	0
Totals:	442	42	378	64



Surface Water Facilities Construction Photos



Photo Key

EXHIBIT 10 (con't) SWF Construction Photos



① ② ③ 30-ton bridge crane installed and building steel erection at Raw Water Intake Station

EXHIBIT 10 (con't) SWF Construction Photos



④ *Aerial view of Pretreatment foundation installation*

EXHIBIT 10 (con't) SWF Construction Photos



⑤ *Aerial view of Membrane Building*

EXHIBIT 10 (con't) SWF Construction Photos



⑥ *Membrane Building masonry installation*

EXHIBIT 10 (con't) SWF Construction Photos



⑦ *Aerial view of Granular Activated Carbon Facilities second floor concrete deck installation*

EXHIBIT 10 (con't) SWF Construction Photos



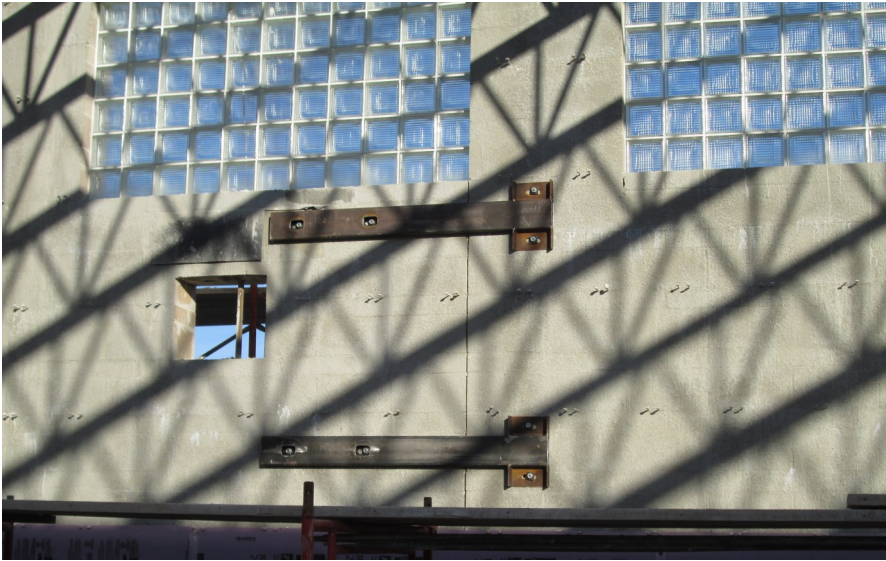
⑧ *Ground Storage Tank No. 2 preparing for water tightness test (leak testing?)*

EXHIBIT 10 (con't) SWF Construction Photos



9 Aerial view of HSPS roof framing installation

EXHIBIT 10 (con't) SWF Construction Photos



10 11 12 *Progress on High Service Pump Station masonry*

EXHIBIT 10 (con't) SWF Construction Photos



13 *High Service Pump Station Discharge Bay Piping*

EXHIBIT 10 (con't) SWF Construction Photos



14 Interior view of Electrical Building

EXHIBIT 10 (con't) SWF Construction Photos



15 *Electrical duct bank from Electrical Building to the High Service Pump Station*

EXHIBIT 10 (con't) SWF Construction Photos



16 *Chemical Building foundation and precast structure complete*

EXHIBIT 10 (con't) SWF Construction Photos



17 Aerial View of Backwash Equalization Basin foundation installation

EXHIBIT 10 (con't) SWF Construction Photos



18 Aerial View of Dewatering Building foundation

EXHIBIT 10 (con't) SWF Construction Photos



19 *Installation of cast-in-place concrete columns*

Transmission Line Construction Photos Segment T1



EXHIBIT 11 Transmission Line Construction Photos

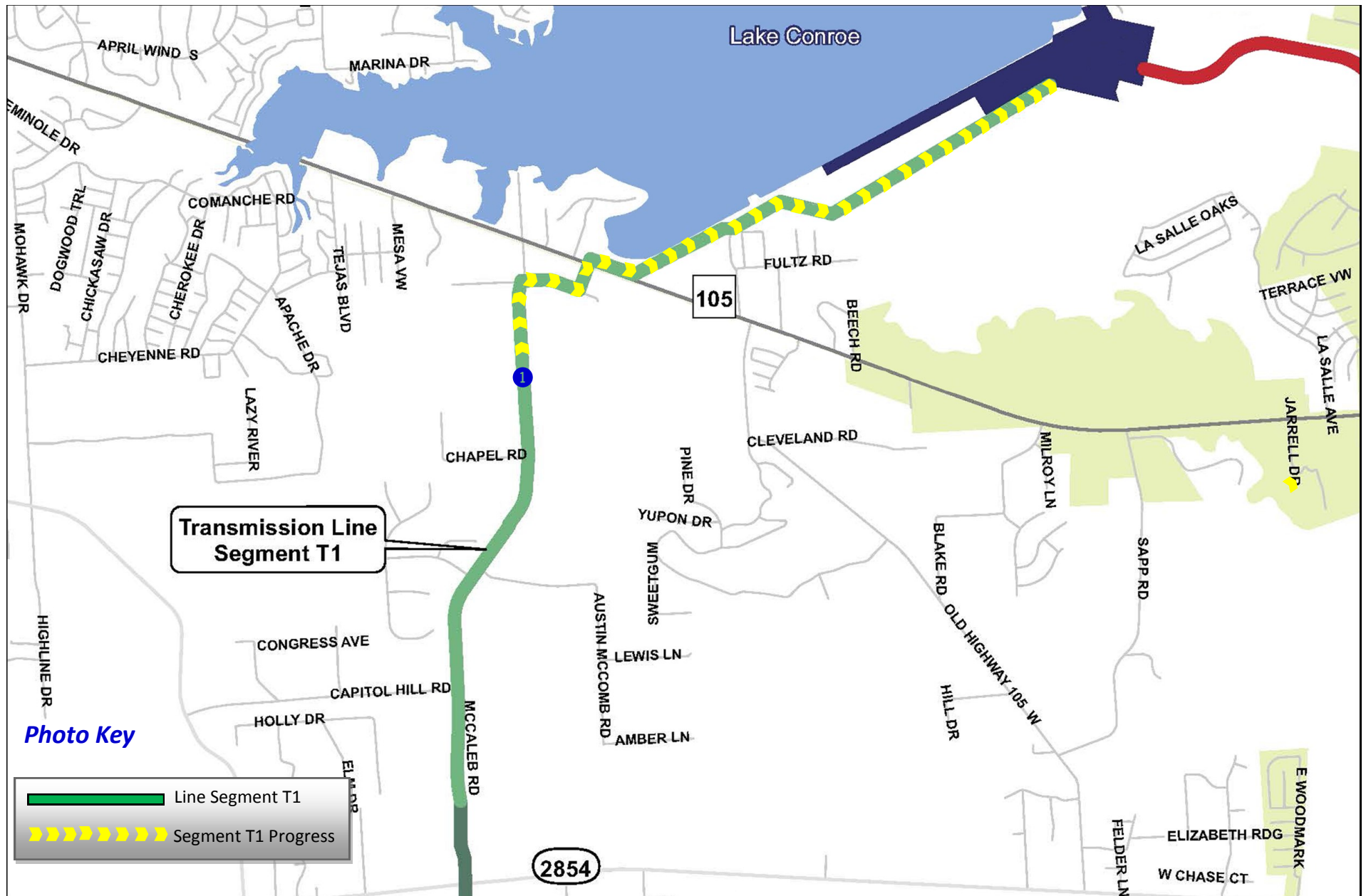


EXHIBIT 11 (con't) Transmission Line Construction Photos

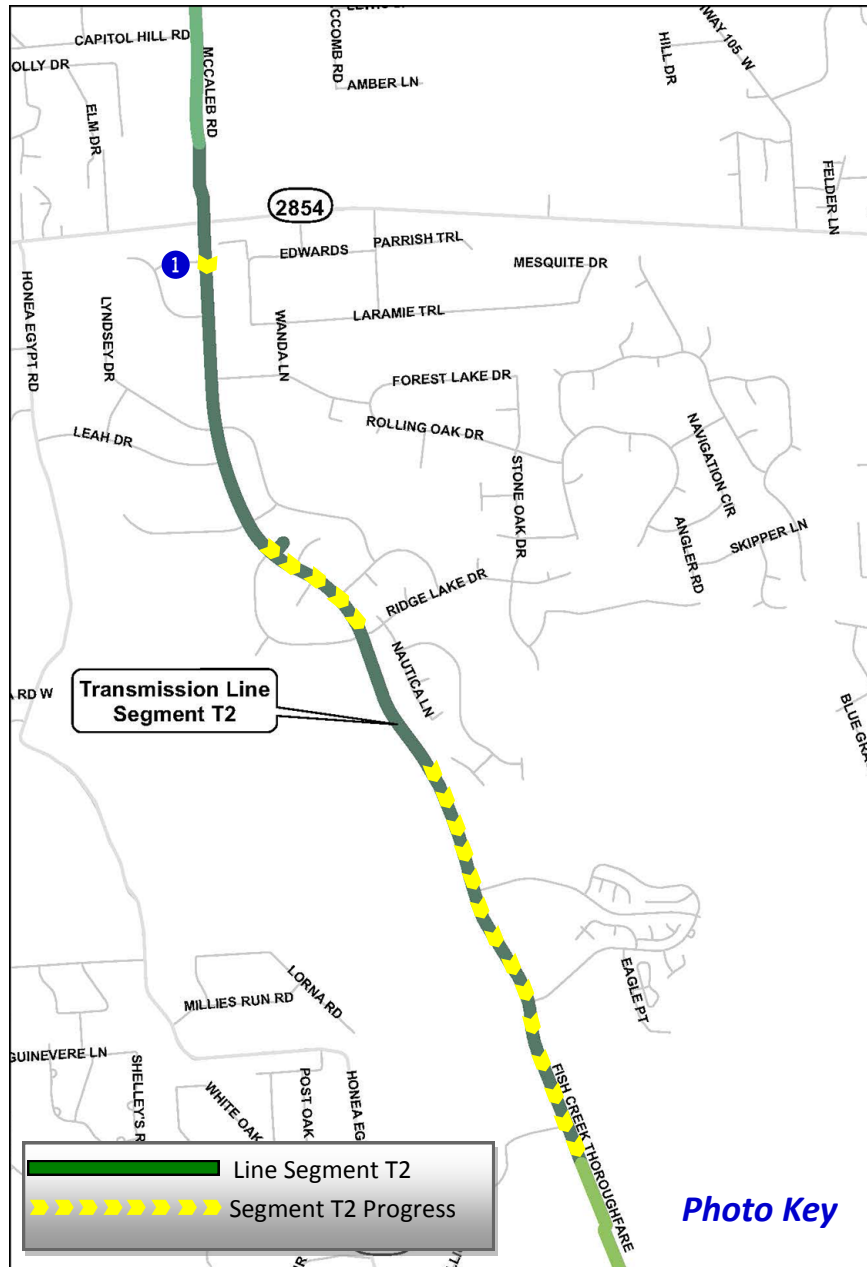


① *Segment T1 - Pipe installation along McCaleb Road*

Transmission Line Construction Photos Segment T2



EXHIBIT 11 (con't) Transmission Line Construction Photos

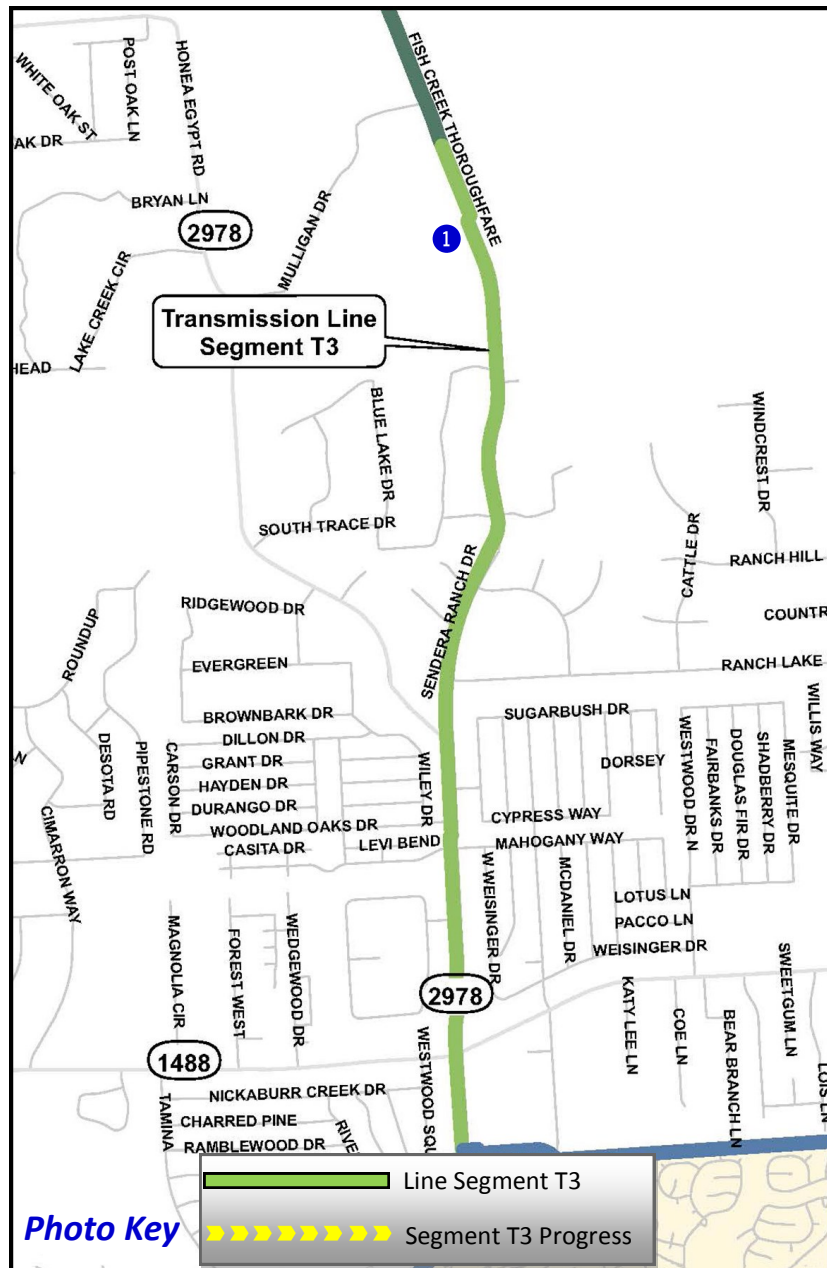


① Segment T2 - 54-inch pipe installation along Fish Creek Thoroughfare

Transmission Line Construction Photos Segment T3



EXHIBIT 11 (con't) Transmission Line Construction Photos



① Pipe delivery at Fish Creek Thoroughfare

Transmission Line Construction Photos Segment W1A



EXHIBIT 11 (con't) Transmission Line Construction Photos

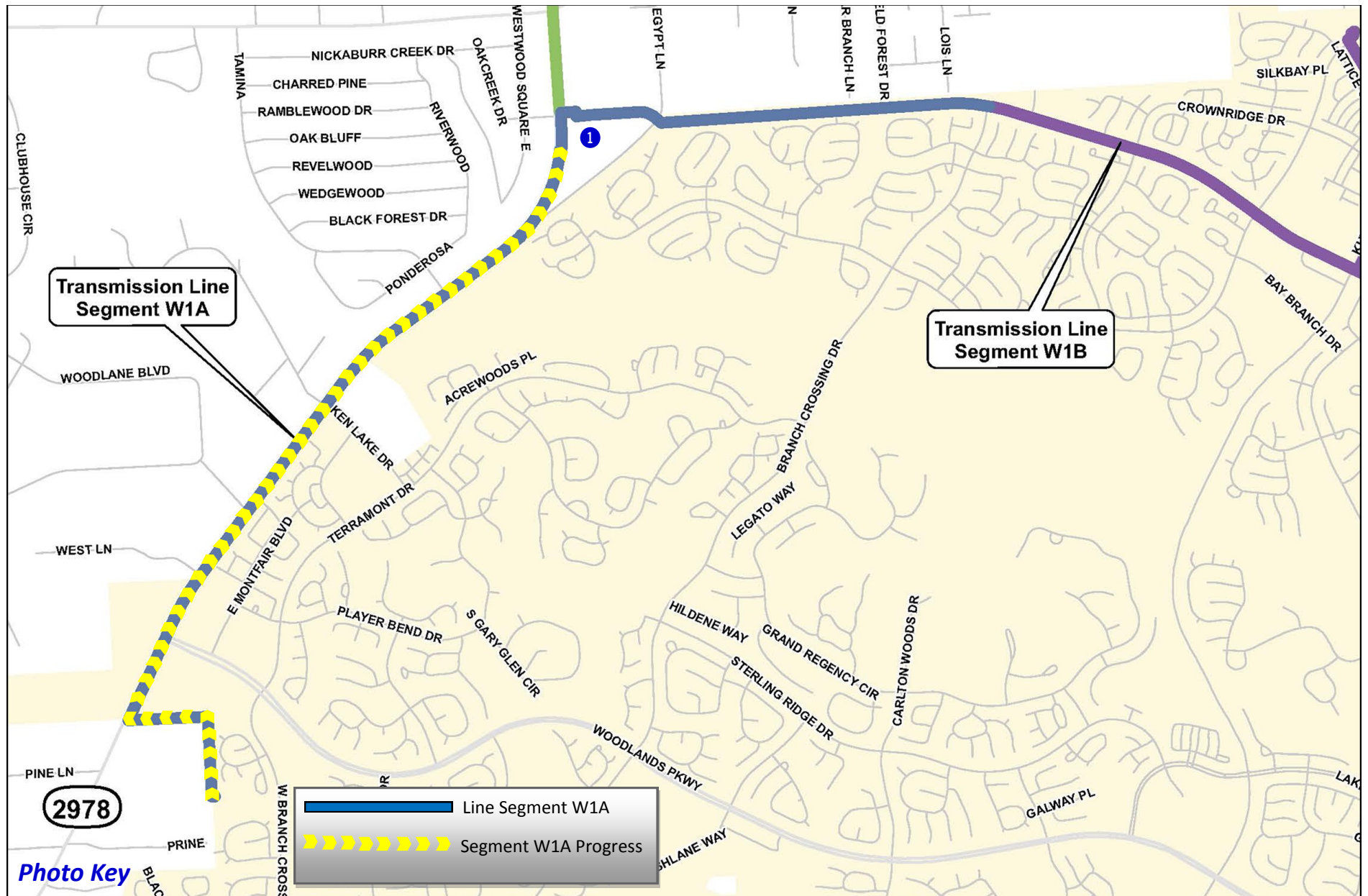


EXHIBIT 11 (con't) Transmission Line Construction Photos



❶ Traffic control for tunnel operation on Research Forest Drive near FM 2978

Transmission Line Construction Photos Segment W1B



EXHIBIT 11 (con't) Transmission Line Construction Photos



EXHIBIT 11 (con't) Transmission Line Construction Photos



① *Segment W1B - Open cut operation along future Research Forest Drive*

Transmission Line Construction Photos Segment W2A



EXHIBIT 11 (con't) Transmission Line Construction Photos



EXHIBIT 11 (con't) Transmission Line Construction Photos

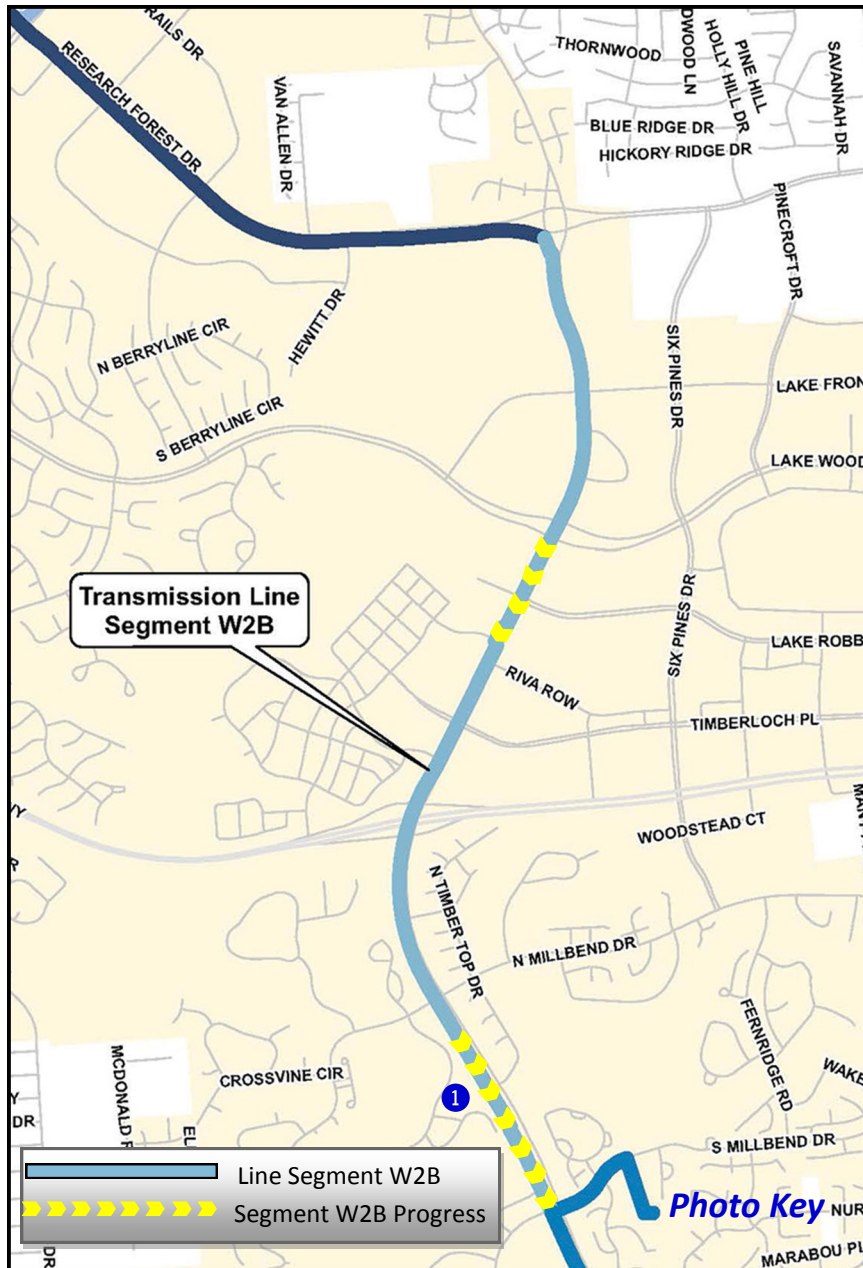


① Segment W2A - Tunnel operation utilizing 60-inch casing along Research Forest Drive at Shadowbend Place

Transmission Line Construction Photos Segment W2B



EXHIBIT 11 (con't) Transmission Line Construction Photos



1 Segment W2B - Traffic diversion and tunnel operation along Grogan's Mill Road at South Millbend Drive