



NORTH TEXAS TOLLWAY AUTHORITY

NORTH TEXAS TOLLWAY AUTHORITY SEMI-ANNUAL PROGRESS REPORT

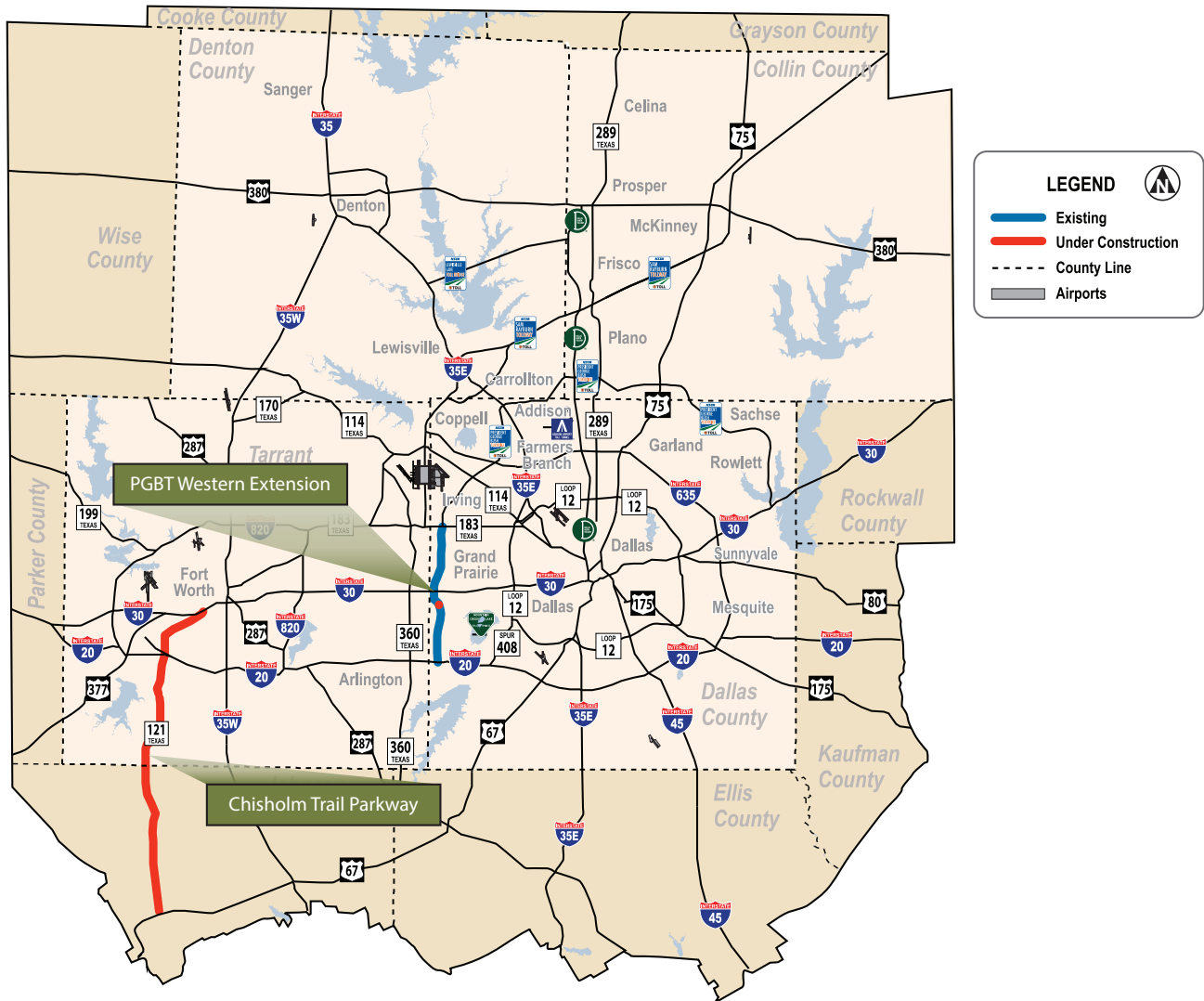
SPECIAL PROJECTS SYSTEM

February 2013

**PGBT WESTERN EXTENSION
CHISHOLM TRAIL PARKWAY**

Issued April 12, 2013

ATKINS



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Atkins North America, Inc.
18383 Preston Road, Suite 500
Dallas, Texas 75252

Telephone: +1.972.818.7275
Fax: +1.972.380.2609

www.atkinsglobal.com/northamerica

April 12, 2013

Gerald Carrigan
Executive Director
North Texas Tollway Authority
5900 W. Plano Parkway
Plano, Texas 75093

Dear Mr. Carrigan:

As described in the requirements set forth in the Special Projects System (SPS) Trust Agreement Section 402 (j), the Consulting Engineers prepare a progress report at least once every six months during the construction of a project financed by public bonds. As defined in the SPS Trust Agreement Section 704, Atkins North America, Inc. (Atkins) was selected as the North Texas Tollway Authority's (Authority) Consulting Engineer at the December 2012 board meeting. Projects included in the Authority's SPS which are subject to this requirement include the President George Bush Turnpike Western Extension (PGBT WE) and the Chisholm Trail Parkway (CTP) toll projects.

The Authority adheres to the requirements outlined in a comprehensive Trust Agreement which governs the affairs of the projects financed with public bonds. As specified in the agreement, this report includes (i) the date each project will be open to traffic, (ii) the expected date that construction of each project will be completed, (iii) the cost of each project, excluding any bond obligation discounts and interest during construction and for one year after completion of construction, and (iv) the amount of funds required each six months during the remaining estimated period of construction, including comparisons between the actual time elapsed and the actual costs, and the original estimates (budget) of such times and costs. This information, as well as other items relevant to each corridor, is presented in greater detail within this report.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "R. Keith Jackson".

R. Keith Jackson, PE
General Engineering Consultant
Project Director

President George Bush Turnpike, Western Extension, 4th Progress Update

General Introduction



The President George Bush Turnpike Western Extension (PGBT WE) extended the existing State Highway 161 (SH 161) approximately 11.5 miles south from State Highway 183 (SH 183) interchange, crossing Interstate Highway 30 (I-30), and terminating at Interstate Highway 20 (I-20). PGBT WE extends the loop around the City of Dallas and its suburbs. The project is a joint effort between the Authority, the Texas Department of Transportation (TxDOT) and the Regional Transportation Council (RTC) of the North Central Texas Council of Governments (NCTCOG).

The typical section along the PGBT WE generally consists of three-lane frontage roads in each direction, six or eight main lanes (two or three lanes in each direction), and one- or two-lane slip ramps. The main lane construction from I-20 to I-30 consists of four main lanes (two lanes in each direction).

The main lane configuration from I-30 to SH 183 consists of six main lanes (three lanes in each direction).

PGBT WE was divided into four phases for purposes of managing and expediting the design and construction (refer to Figure 1 on page 5). TxDOT was responsible for the design and construction contracts for Phases 1, 2 and 3, except the toll gantries and toll collection equipment. The Authority was responsible for design and construction of all toll gantries and toll collection equipment for Phases 2 and 3. Responsible for design and construction of Phase 4, the Authority used a design-build procurement. The Authority is also responsible for the landscaping for all phases of the project.

The current total estimated cost for all Authority deliverables for PGBT WE, exclusive of payment, but including a contingency allocation, is \$546,598,381. Table 3 on page 9

shows all expenditures through February 2013. The remaining estimated funds required are presented in semi-annual increments, including funds allocated for project contingencies, in Table 4 (located on Page 11). For purposes of preparing this

report, the cutoff date for all financial information was February 28, 2013, while information in the narrative may include details as current as the report release date, April 12, 2013.



I-30/PGBT Western Extension interchange

Project Corridor Location and Phases Map

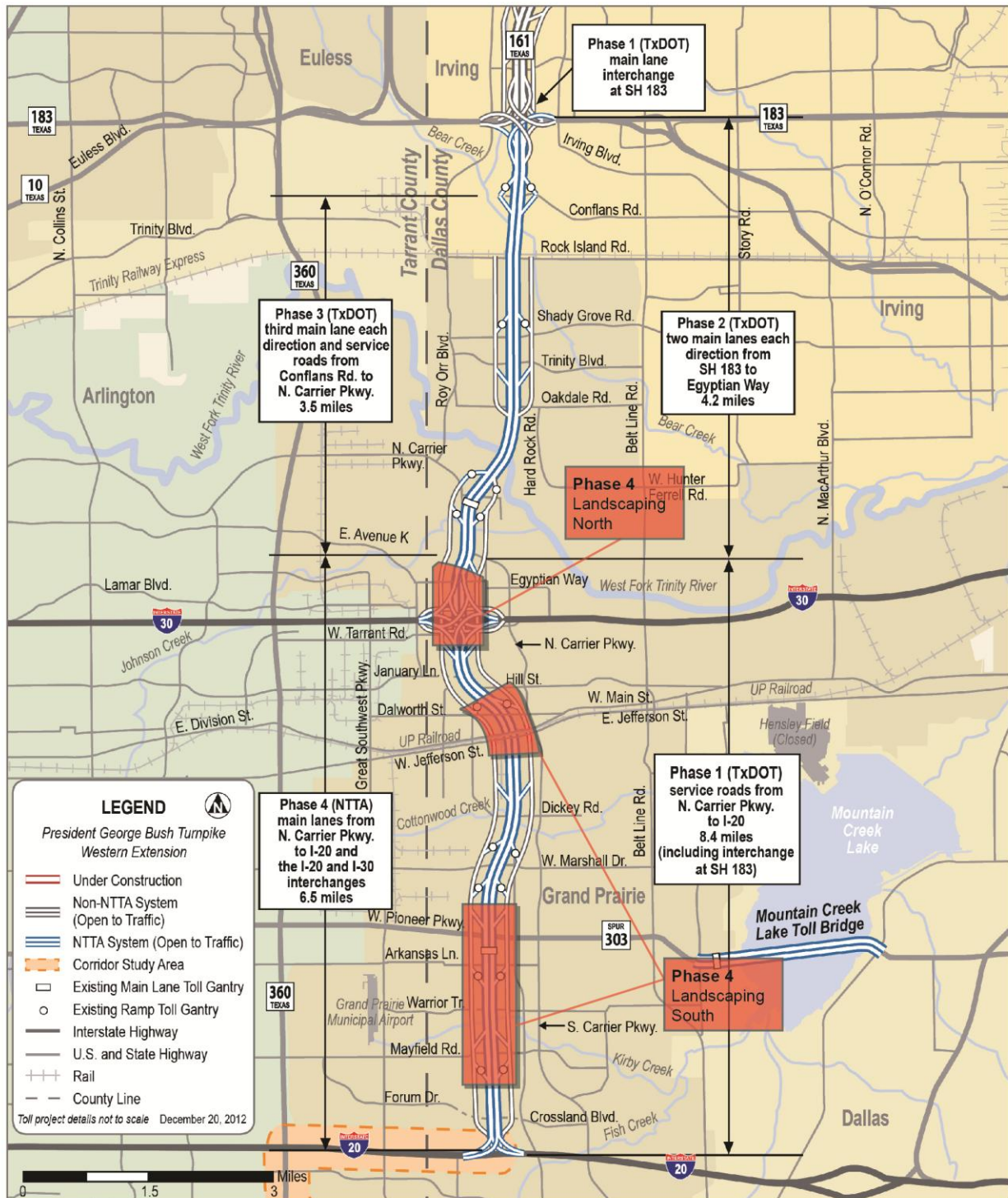


Figure 1: PGBT Western Extension Project Corridor Location and Phases.

Design and Construction Status

The design and construction for PGBT WE is complete, including toll gantries and toll collection equipment.



PGBT Western Extension approaching Main and Jefferson streets from the south.

The landscaping and irrigation will be designed and constructed with two projects. These two projects are currently under design with a scheduled design completion date of August 2013 and a bid advertisement date of September 2013. Installation of the landscaping and irrigation is anticipated to begin in early 2014 and be complete by fall 2014.

Table 1 summarizes the landscaping projects and Table 2 summarizes the design and construction status of the project.

Table 1: Status of PGBT WE Landscaping Projects.

Contract Number	Name	Status
3573-SH161-04-CN-PM	PGBT Western Extension Landscape & Irrigation Improvements–Phase 4 South	Advertise for Bids September 2013
3574-SH161-04-CN-PM	PGBT Western Extension Landscape & Irrigation Improvements–Phase 4 North	Advertise for Bids September 2013

Table 2: Summary of the Design and Construction Status of PGBT WE.

	Phase 1	Phase 2	Phase 3	Phase 4
Limits	Frontage Roads I-20 to I-30, SH 183 Interchange	Northbound Side I-30 to SH 183 Main lanes and Frontage Roads	Southbound Side I-30 to SH 183 Main lanes and Frontage Roads	I-20 to I-30 Main lanes, Interchanges at I-20 and I-30
Design Consultant	TxDOT	TxDOT	TxDOT	Prairie Link Constructors JV
Design Notice to Proceed	Unknown	Unknown	Unknown	November 10, 2009 (NTP 1)
Current Status of PS&E	Complete	Complete	Complete	100%
Letting Dates	Unknown	Unknown	Unknown	November 06, 2008
Construction Contract	TxDOT Contract	TxDOT Contract	TxDOT Contract	02622-SH161-00-DB-PM
Contractor	TxDOT	TxDOT	TxDOT	Prairie Link Constructors JV
Construction Notice to Proceed	Unknown	Unknown	Unknown	February 26, 2010
End Construction Date	Unknown	September 2010	September 2010	June 2013
Current Status of Construction	100% Complete	100% Complete	100% Complete	99.5% Complete
Open-to-Traffic Date	2007-2009	August 2008	April 2009	October 2012

Estimate of Project Funds

Table 3 shows a summary of the engineer's estimate as of April 21, 2011 as well as the current estimated cost at completion. The total project cost includes engineering, legal and administrative, materials testing, and utility relocation costs that are the Authority's responsibility. The current estimate at completion cost for Phase 4 remains unchanged from the engineer's estimate at \$546,598,381. This estimate also includes the electronic toll collection/intelligent transportation systems (ETC/ITS) equipment in Phases 2 and 3, not including any future expansion lane widening or interest earned before or after construction.

Several factors, including unforeseen escalation of prices and wages, labor or material shortages, or changes in economic conditions, can significantly affect (escalate or reduce) construction costs. Appropriate contingencies are added to the cost of the project to mitigate the impact of unforeseen escalations. The estimated project cost reflects the most current bids, approved change orders, and Atkins'

professional judgment of the construction industry, and it is our belief that PGBT WE can be constructed within the limits described for the estimated cost given herein. However, due to the nature of the construction industry, Atkins cannot guarantee that the actual project cost will not vary from the estimated cost.

The current cost estimate represents the best good-faith judgment from design professionals familiar with the highway construction industry. Neither the Authority nor its consulting engineers have control over the labor, material or equipment costs, contractors' methods of determining bid prices, competitive bidding, and market or negotiating conditions. The estimate of construction costs given in this progress report will be monitored as work progresses.

Estimate of Project Costs at Completion

Table 3: Estimate of Project Costs at Completion.

No.	Description	Engineer's Estimate, April 2011	Estimate at Completion Cost, as of February 2013	Actual Expenditures, as of February 2013
1	Administration (incl. Corridor Management, Legal)	\$ 22,100,000	\$ 20,876,103	\$ 19,935,051
2	Planning	\$ 8,500,000	\$ 7,603,206	\$ 6,208,736
3	Design	\$ 5,000,000	\$ 4,237,746	\$ 3,468,650
4	Construction, Construction Management, Miscellaneous Construction ¹	\$ 461,904,130	\$ 461,512,898	\$ 440,194,645
5	ITS and Toll Gantry Equipment	\$ 12,146,440	\$ 7,144,732 ²	\$ 5,212,860
6	Right-of-way (ROW), Utilities	\$ 1,989,145	\$ 1,752,525	\$ 1,752,525
7	Project Contingencies	\$ 34,958,666	\$ 43,471,171	\$ -
Original Project Total (1-7)^{3, 4, 5}		\$ 546,598,381	\$ 546,598,381	\$ 476,772,467

NOTES:

¹ The cost of toll gantry and ITS infrastructure construction is included within the construction cost of each phase.

² The amount shown includes the potential risk identified in February 2013 forecasts.

³ Under the Project Agreement, TxDOT was responsible for the design, construction, and construction management of Phases 1, 2 and 3, except for toll gantries and lane equipment.

⁴ The amount shown above does not include bond discounts, interest during and after construction, and other financing costs.

⁵ An Advance Funding Agreement with TxDOT provided for a reimbursement to the Authority not to exceed \$12 million for construction related to the UPRR bridge over the main lanes, the frontage road at-grade highway-railroad crossings, the frontage road intersections with Main and Jefferson Streets, and landscaping.

Source: NTTA Project Delivery

Per the Project Agreement between the Authority and TxDOT dated July 30, 2009, the agreed-upon negotiated value for Phases 1 through 3 (in terms of the payment to TxDOT) was \$458,000,000 plus interest. This payment to TxDOT is in addition to the costs shown in Table 3. The Phase 1 actual construction, ROW, and pre-development costs totaled \$279,567,561 (information provided by TxDOT). Phase 2 and 3 costs for PGBT WE were negotiated through the legislative SH 161 market valuation process. The agreed-upon total project costs for Phases 2 and 3 were \$231,614,424 and \$90,265,397, respectively (in nominal 2007 dollars).

Also per the Project Agreement, TxDOT was responsible for the development of the plans for UPRR work. For the development and construction of this part of the project, the Authority obtained an agreement with UPRR, TxDOT, and the City of Grand Prairie. Pursuant to the agreement with TxDOT, the Authority is responsible for all construction costs for UPRR work, up to \$22,622,544. Any costs in excess of \$22,622,544 will be the responsibility of TxDOT. As part of the Project Agreement, TxDOT agreed to reimburse the Authority an amount not to exceed \$12,000,000 for the construction of the UPRR-related work.

The estimated semi-annual amount of funds (Draw Schedule) required for the projected period of construction necessary to meet the cost of the PGBT WE Project, including funds allocated for project contingencies, is shown on Table 4.

Draw Schedule

Table 4: PGBT WE Draw Schedule.

Period Ending ¹	Original Semi-Annual Estimate, Aug 2011	Original Cumulative Estimate, Aug 2011	Semi-Annual Actual, Feb 2013	Cumulative Actual, Feb 2013	Semi-Annual Estimate, Feb 2013 ²	Cumulative Estimate, Feb 2013 ²
8/31/2009	\$14,339,716	\$14,339,716	\$14,339,716	\$14,339,716		
2/28/2010	\$20,280,411	\$34,620,127	\$20,280,411	\$34,620,127		
8/31/2010	\$52,114,142	\$86,734,270	\$52,114,142	\$86,734,270		
2/28/2011	\$65,489,269	\$152,223,538	\$65,489,269	\$152,223,538		
8/31/2011	\$89,614,175	\$241,837,714	\$89,614,175	\$241,837,714		
2/29/2012	\$101,223,329	\$343,061,043	\$68,273,861	\$310,111,574		
8/31/2012	\$97,238,659	\$440,299,702	\$94,751,562	\$404,863,136		
2/28/2013	\$46,740,001	\$487,039,703	\$71,909,332	\$476,772,467		
8/31/2013	\$14,966,117	\$502,005,820			\$19,716,471	\$496,488,938
2/28/2014	\$11,187,306	\$513,193,126			\$515,310	\$497,004,247
8/31/2014	\$245,700	\$513,438,826			\$1,568,319	\$498,572,566
2/28/2015	\$33,159,556	\$546,598,381			\$878,421	\$499,450,987
8/31/2015					\$257,406	\$499,708,396
2/28/2016					\$46,889,986 ²	\$546,598,381 ²

Note:

¹ By Project Agreement with TxDOT, expenses are reported and forecasted in TxDOT fiscal year periods.

² Includes contingency that may or may not be expended.

Source: NTTA Project Delivery

Schedule

The major milestones for PGBT WE are as follows:

- Phase 1:
 - Opened in stages between 2007 and 2009.
- Phase 2:
 - Opened to traffic on August 2, 2009.
- Phase 3:
 - Opened to traffic on April 10, 2010.
- Phase 4:
 - Main lanes opened to traffic on October 13, 2012.
 - The direct connections ramp for westbound I-30 to southbound PGBT was opened to traffic on November 20, 2012.
 - The westbound I-30 to northbound PGBT WE direct connector ramp was opened to traffic on December 20, 2012.
- Landscaping
 - Landscape design began in 2012 with the installation to be complete by fall 2014.



Rail bedding at the UPRR crossing.

Chisholm Trail Parkway, 3rd Progress Update

General Introduction



The Chisholm Trail Parkway project (CTP), extends 27.6 miles from Interstate Highway 30 (I-30) to Farm-to-Market Road 1187 (FM 1187) in Tarrant County, and extends further south from FM 1187 to United States Highway 67 (US 67) in Johnson County. CTP is a joint effort of the Authority, TxDOT, the Federal Highway Administration (FHWA), the RTC of NCTCOG, UPRR, Fort Worth and Western Railroad (FWWRR), the city of Fort Worth, the city of Burleson, the city of Joshua, and the city of Cleburne. Efforts for this project are also coordinated with Tarrant County and Johnson County.

CTP is an all-ETC facility consisting of two- to six-lane controlled-access main lanes with discontinuous two-lane frontage roads. The project will be six lanes from the I-30 northern terminus to Altamesa Boulevard in south Fort Worth, four lanes from Altamesa Boulevard to FM 1187, and two main lanes

with intermittent passing lanes from FM 1187 to the US 67 southern terminus.

CTP was divided into nine sections for purposes of phasing, managing, and expediting the design and construction (refer to Figure 2). The Authority was responsible for design and construction of Sections 1, 2, 2B, 2C, 3B, and 4. The Authority was responsible for the construction of Section 5, with TxDOT responsible for the design of this section. The Authority used design-build procurement for Section 6. The Authority performed the Section 3A design and TxDOT was responsible for the construction of this section.



Forming bridge supports on the north side of Trinity River.

The current total estimated cost for all Authority deliverables for CTP, exclusive of

interest, financing, and an upfront acquisition payment, but including a contingency allocation, is \$859,792,883. Table 7 on Page 19 shows all expenditures through February 2013. The remaining estimated funds required are presented in Table 8 in semi-annual increments,

including funds allocated for project contingencies. For purposes of assembling this report, the cutoff date for all financial information is February 28, 2013, while information in the narrative may include details as current as the report release date, April 12, 2013.



Cast-in-place wall construction on CTP Section 5.

Project Corridor Location and Phases Map

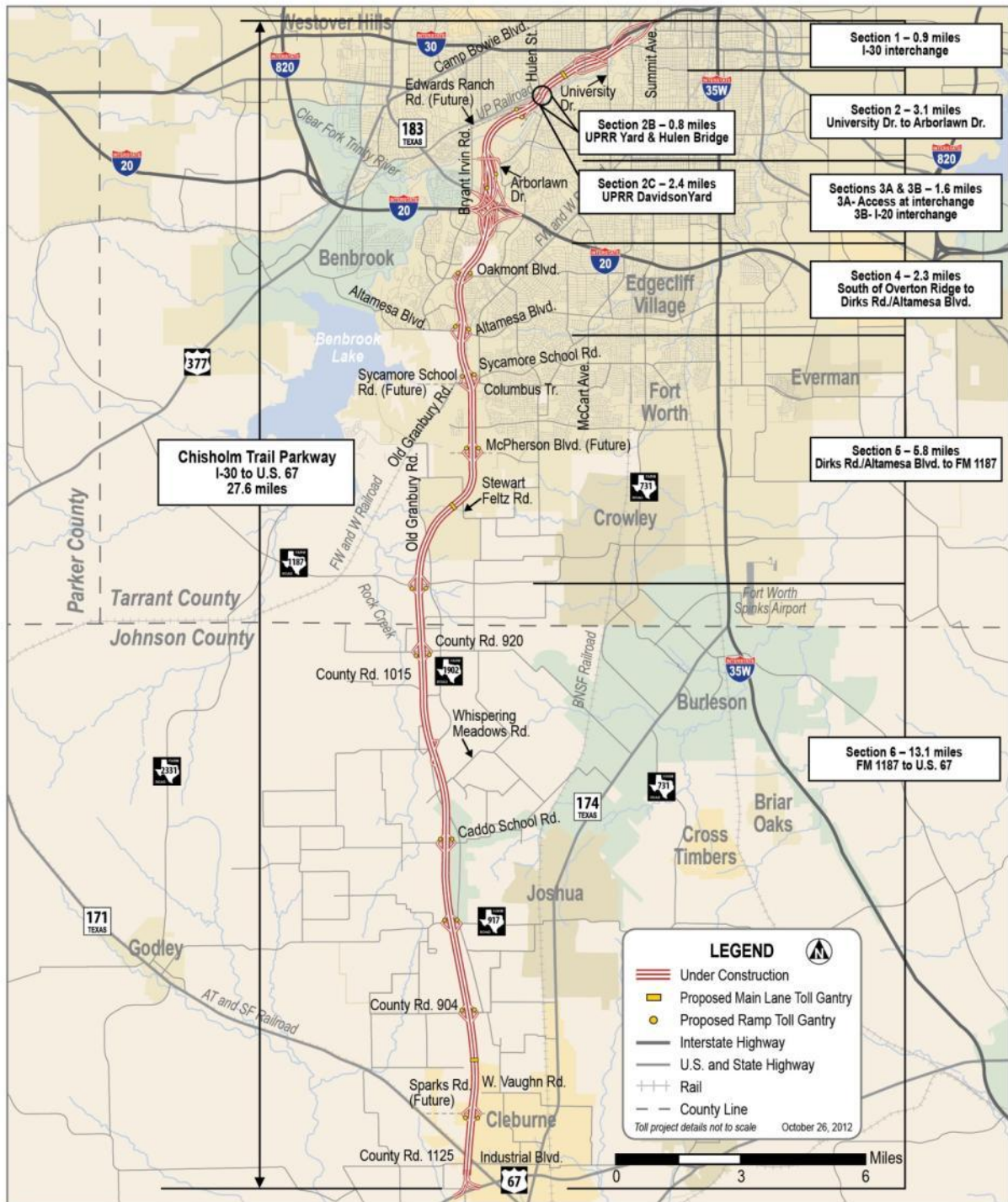


Figure 2: Chisholm Trail Parkway Project Location and Sections.

Design and Construction Status

The design phase portions of CTP were completed in 2010 and 2011. The construction for the major design-bid-build sections (Sections 1, 2, 3B, 4 and 5) began on November 11, 2011, with the exception of the three advance work sections: 2B, 2C and 3A. Section 2B was issued notice to proceed on February 9, 2011. Sections 2C and 3A were issued notices to proceed more than 18 months prior to the major projects—March 10, 2010 and February 26, 2010, respectively. The design-build project (Section 6) was issued notice to proceed on December 5, 2011.

The status of the construction is outlined in Table 5 on the following page.



Forming of bridge deck under Hulen Street Bridge.

Table 6: Design and Construction Status of Chisholm Trail Parkway.

	Section 1	Section 2	Section 2B	Section 2C	Section 3A	Section 3B	Section 4	Section 5	Section 6 ³
Category	I-30 Interchange (0.9 miles)	I-30 Interchange to Arborlawn Drive (3.1 miles)	UPRR Yard and Hulen Street Overpass	UPRR Yard Early Work	Local access at I-20/SH 183 Interchange	Arborlawn Drive to Overton Road including I-20 Interchange (1.6 miles)	Overton Road to Altamesa Blvd (2.3 miles)	Altamesa Blvd to FM 1187 (5.8 miles)	FM 1187 to US 67 (13.1 miles)
Design Consultant	AECOM USA, Inc.	Kimley-Horn and Associates, Inc.	Bridgefarmer & Associates, Inc.	Kimley-Horn and Associates, Inc.	HDR Engineering, Inc.	HDR Engineering, Inc.	Kennedy Consulting, LLC	HNTB Corporation	Dannenbaum Engineering Corp.
Design Notice to Proceed	January 27, 2006	January 27, 2006	January 27, 2006	January 27, 2006	January 27, 2006	January 27, 2006	January 27, 2006	January 27, 2006	December 5, 2011
Current Status of PS&E	Complete	Complete	Complete	Complete	Complete	Complete	Complete	Complete	Complete
Letting Dates	November 16, 2010	November 11, 2010	October 18, 2010	January 15, 2010	November 5, 2009	October 22, 2010	September 16, 2010	June 14, 2011	December 17, 2010
Construction Contract	02076-SWP-01-CN-PM	02078-SWP-01-CN-PM	02080-SWP-01-CN-PM	02789-SWP-00-CN-PM	TxDOT	02720-SWP-01-CN-PM	02084-SWP-01-CN-PM	03033-SWP-02-CN-PM	02947-SWP-03-DB-PM
Contractor	Williams Brothers Construction Co., Inc.	Webber, LLC	Austin Bridge and Road, LLC	Austin Bridge and Road, LLC	Webber, LLC (TxDOT)	Texas Sterling Construction, LP	SEMA Construction, Inc.	Texas Sterling Construction, LP	Granite Construction Company
Construction Notice to Proceed	November 11, 2011	November 11, 2011	February 9, 2011	March 10, 2010	February 26, 2010	November 11, 2011	November 11, 2011	November 11, 2011	December 5, 2011
End Construction Date	Summer 2014	Summer 2014	Summer 2013	2013	Summer 2013	Summer 2014	Summer 2014	Summer 2014	Summer 2014
Current Status of Construction	43% Complete	40% Complete	90% Complete	99% Complete	83% Complete	27% Complete	37% Complete	40% Complete	45% Complete
Open-to-Traffic Date	Spring 2014	Spring 2014	Spring 2013	N/A ¹	Spring 2013 ²	Spring 2014	Spring 2014	Spring 2014	Spring 2014

¹Section 2C consists of structural early work in the UPRR Davison Yard only.

²Section 3A includes local access improvements at the I-20/SH 183 interchange only. Local access open to traffic forecasted to be in spring 2013.

³Section 6 is a design-build project.

Estimate of Project Funds

Table 7 shows a summary of the engineer's estimate as of October 2011 as well as the current estimated cost at completion. The total project cost includes engineering, legal and administrative, materials testing, and utility relocation costs that are the Authority's responsibility.

The cost estimate for CTP is based upon the following: 100 percent complete designs prepared by the Authority for Sections 1 through 4 and by TxDOT for Section 5, the best value design-build proposal accepted by the Authority for Section 6, and actual construction bids for all sections. The estimate does not include four I-20 and SH 183 direct connectors and two additional main lanes south of FM 1187 which were removed from the project to reduce cost.

Several factors, including unforeseen escalation of prices and wages, labor or material shortages, or changes in economic conditions, can significantly affect (escalate or reduce) construction costs. Appropriate contingencies are added to the cost of the

project to mitigate the impact of unforeseen escalations. The estimated project cost reflects the most current bids, approved change orders, and Atkins' professional judgment of the construction industry; it is our belief that the project can be constructed within the limits described for the estimated cost given herein. However, due to the nature of the construction industry, Atkins cannot guarantee that the actual project cost will not vary from the estimated cost.

The current cost estimate represents the best good-faith judgment from design professionals familiar with the highway construction industry. Neither the Authority nor its consulting engineers have control over the labor, material or equipment costs, contractors' methods of determining bid prices, competitive bidding, market or negotiating conditions. The estimate of construction costs given in this progress report will be monitored as work progresses.

Estimate of Project Costs at Completion

The estimated semi-annual amount of funds (Draw Schedule) required for the projected period of construction necessary to meet the cost of the CTP Project, including funds allocated for project contingencies, is shown in Table 8 on the following page.

Table 7: Estimate of Project Costs at Completion.

No.	Description	Engineer's Estimate, October 2011	Estimate at Completion Cost, as of February 2013	Actual Expenditures, as of February 2013
1	Administration (incl. Corridor Management, Legal)	\$ 38,681,458	\$ 45,485,998	\$ 34,759,633
2	Planning	\$ 15,765,360	\$ 15,810,185	\$ 14,712,747
3	Design	\$ 42,090,620	\$ 42,456,961	\$ 41,410,627
4	Construction, Construction Management, Miscellaneous Construction ¹	\$ 621,446,685	\$ 626,873,951	\$ 274,362,606
5	ITS and Toll Gantry Equipment	\$ 11,144,870	\$ 9,868,965	\$ 246,662
6	ROW, Utilities	\$ 82,713,883	\$ 76,507,687	\$ 42,874,652
7	Project Contingencies	\$ 47,950,007	\$ 42,789,136	\$ -
NTTA Project Total (1-7)^{1,2}		\$ 859,792,883	\$ 859,792,883	\$ 408,366,927
8	Work Performed by Others	\$ 537,350,973		
TOTAL PROJECT		\$ 1,397,143,856		

NOTES:

¹ Under the Project Agreement, TxDOT is responsible for the design, construction, and construction management of Section 3A.

² The amount shown above does not include bond discounts, interest during and after construction, and other financing costs.

Source: NTTA Project Delivery

Draw Schedule

Table 8: Draw Schedule for Chisholm Trail Parkway.

Period Ending ¹	Original Semi-Annual Estimate, Feb 2012	Original Cumulative Estimate, Feb 2012	Semi-Annual Actual, Feb 2013	Cumulative Actual, Feb 2013	Semi-Annual Estimate, Feb 2013 ²	Cumulative Estimate, Feb 2013 ²
8/31/2009	\$61,262,179	\$61,262,179	\$61,262,179	\$61,262,179		
2/28/2010	\$10,006,785	\$71,268,964	\$10,006,785	\$71,268,964		
8/31/2010	\$19,441,284	\$90,710,248	\$19,441,284	\$90,710,248		
2/28/2011	\$8,449,770	\$99,160,019	\$8,449,770	\$99,160,019		
8/31/2011	\$20,126,666	\$119,286,685	\$20,126,666	\$119,286,685		
2/29/2012	\$67,073,504	\$186,360,189	\$67,073,504	\$186,360,189		
8/31/2012	\$150,990,986	\$337,351,174	\$133,788,677	\$320,148,866		
2/28/2013	\$179,605,524	\$516,956,698	\$88,218,062	\$408,366,928		
8/31/2013	\$153,279,076	\$670,235,774			\$189,902,690	\$595,269,617
2/28/2014	\$113,386,498	\$783,622,272			\$166,268,387	\$761,538,004
8/31/2014	\$45,092,827	\$828,715,099			\$66,762,251	\$828,300,255
2/28/2015	\$11,611,553	\$840,326,652			\$6,793,193	\$835,093,448
8/31/2015	\$2,781,742	\$843,108,394			\$1,771,107	\$836,864,555
2/29/2016	\$16,684,489	\$859,792,883			\$22,928,328 ²	\$859,792,883 ²

Note:

¹ By Project Agreement with TxDOT, expenses are reported and forecasted in TxDOT fiscal year periods.

² Includes contingency that may or may not be expended.

Source: NTTA Project Delivery

Schedule

CTP is planned to be open to traffic all at once from I-30 south to US 67. The project is on schedule to be open to traffic in spring 2014 with the final contract completion dates in summer 2014.



Placing girders for the main lane bridge.