

**Annual Continuing Disclosure Report
Grand Parkway Transportation Corporation
For the Fiscal Year ended August 31, 2014
February 27, 2015**

Annual Financial Information and Operating Data

The financial information and operating data with respect to the Grand Parkway Transportation Corporation (the "Corporation") to be provided annually as described under the heading "CONTINUING DISCLOSURE OF INFORMATION – The Corporation - Annual Reports" in the official statement defined in connection with the Corporation's outstanding Grand Parkway System Toll Revenue Obligations (collectively, the "Official Statement") are as specified below. Any capitalized term not otherwise defined herein has the meaning given in the 2014 Official Statement on file with the Municipal Securities Rulemaking Board through the Electronic Municipal Market Access ("EMMA").

- (1) all quantitative financial information and operating data with respect to the Corporation and the Grand Parkway System of the general type included in the Official Statement under the following headings:
 - a. TOLL EQUITY LOAN AGREEMENT – Maximum Available Annual Amount and Annual TELA-Supported Debt Service and TELA Supported Junior Operating Expenses,
 - b. PRO FORMA DEBT SERVICE REQUIREMENTS,
 - c. ESTIMATED TOLL REVENUES AND EXPENSES AND ESTIMATED DEBT SERVICE COVERAGE,
- (2) a copy of the progress reports required under the Trust Agreement, and
- (3) annual financial statements of the Corporation, to be included in continuing disclosure after substantial completion of the Grand Parkway System.

Summary of Grand Parkway System Toll Revenue Obligations
(In Thousands)

<u>Description of Issue</u>	<u>Original Par Amount</u>	<u>Par Amount Outstanding as of 08/31/14</u>
First Tier Toll Revenue Bonds, Series 2013A	\$ 200,000	\$ 200,000
TIFIA Loan Agreement and Second Tier Toll Revenue Promissory Revenue Note	0 ⁽¹⁾	0 ⁽¹⁾
Subordinate Tier Toll Revenue Bonds, Series 2013B (TELA Supported) ⁽²⁾	1,414,935	1,414,935
Subordinate Tier Toll Revenue Bonds, Taxable Series 2013E (TELA Supported)	361,810	361,810
Subordinate Tier Toll Revenue Refunding Bond Anticipation Notes, Series 2014A	733,465	733,465
Subordinate Tier Toll Revenue Refunding Bonds, Series 2014B (TELA Supported)	83,550	83,550
Subordinate Tier Toll Revenue Refunding Bonds, Taxable Series 2014C (TELA Supported)	<u>107,180</u>	<u>107,180</u>
Total	<u>\$ 2,900,940</u>	<u>\$ 2,900,940</u>

⁽¹⁾ If drawn upon, proceeds of the TIFIA loan in an amount not to exceed \$840,645,000 may only be used to refund all or any part of the Subordinate Tier Toll Revenue Bond Anticipation Notes, Series 2014A, the Series 2014B Bonds, and/or the Series 2014C Bonds or any Obligation issued to refund such obligations.

⁽²⁾ Amount shown does not include accreted interest for the convertible capital appreciation bonds.

Maximum Available Annual Amount and Annual TELA-Supported Debt Service and TELA Supported Junior Operating Expenses

The following table sets out the Maximum Available Annual Amount under the TELA and the estimated aggregate amount of debt service on the TELA Bonds and TELA Supported Junior Operating Expenses in each year through the final maturity of the TELA Bonds.

FYE 31-Aug	TELA Supported Net Debt Service ⁽¹⁾	Estimated TELA Supported Junior Operating Expenses ⁽²⁾⁽³⁾	Annual TELA Supported Debt Service and Estimated TELA Supported Junior Operating Expenses	TELA Maximum Available Annual Amount ("MAAA")	TELA MAAA / Annual TELA Supported Debt Service and Estimated TELA Supported Junior Operating Expenses
	A	B	C = A + B	D	E = D / C
2015	0	5,324,444	5,324,444	17,632,283	331.2%
2016	4,818,155	14,553,342	19,371,497	35,370,268	182.6%
2017	242,216,076	22,512,573	264,728,649	321,211,829	121.3%
2018	270,143,680	25,435,803	295,579,483	298,339,721	100.9%
2019	247,526,480	29,717,317	277,243,797	279,325,185	100.8%
2020	248,531,280	32,700,746	281,232,026	283,343,355	100.8%
2021	255,328,080	35,720,910	291,048,991	293,234,019	100.8%
2022	250,853,680	38,635,026	289,488,707	291,662,021	100.8%
2023	77,090,480	41,919,838	119,010,319	119,903,780	100.8%
2024	90,969,257	45,352,833	136,322,090	137,345,518	100.8%
2025	104,848,033	48,972,632	153,820,665	154,975,462	100.8%
2026	104,848,033	52,399,969	157,248,002	158,428,530	100.8%
2027	104,848,033	54,973,631	159,821,664	161,021,513	100.8%
2028	104,848,033	58,028,326	162,876,359	164,099,141	100.8%
2029	104,848,033	61,353,830	166,201,863	167,449,611	100.8%
2030	106,886,305	64,521,623	171,407,928	172,694,761	100.8%
2031	111,640,934	67,908,444	179,549,378	180,897,332	100.8%
2032	116,123,990	71,600,207	187,724,198	189,133,523	100.8%
2033	120,865,085	75,372,096	196,237,182	197,710,417	100.8%
2034	125,646,330	79,538,010	205,184,340	206,724,747	100.8%
2035	130,682,452	84,023,176	214,705,628	216,317,514	100.8%
2036	135,860,735	88,747,114	224,607,849	226,294,076	100.8%
2037	140,952,019	92,866,925	233,818,944	235,574,322	100.8%
2038	145,060,868	97,531,392	242,592,260	244,413,504	100.8%
2039	148,210,062	102,254,451	250,464,513	252,344,857	100.8%
2040	150,325,636	107,153,029	257,478,665	259,411,667	100.8%
2041	151,499,787	111,273,567	262,773,354	264,746,105	100.8%
2042	151,490,670	116,028,782	267,519,452	269,527,834	100.8%
2043	118,998,065	121,142,466	240,140,531	241,943,368	100.8%
2044	77,545,768	126,585,603	204,131,370	205,663,872	100.8%
2045	151,108,243	131,695,151	282,803,393	284,926,519	100.8%
2046	147,142,078	136,840,701	283,982,778	286,114,758	100.8%
2047	142,316,978	141,929,896	284,246,874	286,380,836	100.8%
2048	136,609,171	147,353,328	283,962,499	286,094,327	100.8%
2049	130,201,906	153,105,230	283,307,136	285,434,044	100.8%
2050	122,938,269	158,943,444	281,881,713	283,997,919	100.8%
2051	309,486,731	164,551,313	474,038,044	477,596,850	100.8%
2052	409,014,831	170,210,023	579,224,855	583,573,342	100.8%
2053	396,257,625	175,481,992	571,739,617	576,031,910	100.8%
	\$6,088,581,873	\$3,354,259,183	\$9,442,841,056	\$9,596,890,636	

Note: Totals may not add due to rounding.

⁽¹⁾ Net of capitalized interest. Assumes a refunding of the 2014A BANs with TELA-Supported bonds at a rate of 8.00%. Assumes interest rate on the Series 2014B and Series 2014C bonds of 1.50% and 2.00%, respectively, capitalized through maturity.

⁽²⁾ Fiscal Years 2019-2053 are shown as estimated by the Grand Parkway Engineer's Report prepared by Jacobs Engineering Group Inc. (the "Engineer's Report"), contained in the Official Statement dated July 17, 2013 for the Grand Parkway System Toll Revenue Bonds, Series 2013 (the "Series 2013 Official Statement"), which is on file with the Municipal Securities Rulemaking Board's Electronic Municipal Market Access System ("EMMA") and may be accessed over the internet at www.emma.msrb.org. If actual Revenues of the System and/or TELA Supported Junior Operating Expenses differ from their estimates, the Maximum Available Annual Amount may not be sufficient to cover TELA Supported Junior Operating Expenses.

⁽³⁾ Junior Operating Expenses for Fiscal Years 2015 through 2018 represent updated projections.

PRO FORMA DEBT SERVICE REQUIREMENTS

Set forth in the table below are the total debt service requirements for the outstanding obligations of the Corporation secured by the Revenues of the Grand Parkway System.

FYE 31-Aug	First Tier Debt Service			TELA-Supported Subordinate Tier Debt Service ⁽¹⁾			Non-TELA-Supported Subordinate Tier Debt Service			
	Principal	Net Interest	Total First Tier Net Debt Service	Principal	Net Interest/Compound Interest	Total TELA-Supported Subordinate Tier Net Debt Service	Principal	Net Interest	Total Non-TELA-Supported Subordinate Tier Net Debt Service	Total System Net Debt Service
2015	0	0	0	0	0	0	0	0	0	0
2016	0	676,313	676,313	0	4,818,155	4,818,155	0	0	0	5,494,468
2017	0	4,801,824	4,801,824	190,730,000	34,208,901	224,938,901	733,465,000	0	733,465,000	963,205,725
2018	0	10,821,013	10,821,013	0	77,090,480	77,090,480				87,911,493
2019	0	10,821,013	10,821,013	0	77,090,480	77,090,480				87,911,493
2020	0	10,821,013	10,821,013	0	77,090,480	77,090,480				87,911,493
2021	0	10,821,013	10,821,013	0	77,090,480	77,090,480				87,911,493
2022	0	10,821,013	10,821,013	0	77,090,480	77,090,480				87,911,493
2023	0	10,821,013	10,821,013	0	77,090,480	77,090,480				87,911,493
2024	0	10,821,013	10,821,013	0	90,969,257	90,969,257				101,790,269
2025	0	10,821,013	10,821,013	0	104,848,033	104,848,033				115,669,045
2026	0	10,821,013	10,821,013	0	104,848,033	104,848,033				115,669,045
2027	0	10,821,013	10,821,013	0	104,848,033	104,848,033				115,669,045
2028	0	10,821,013	10,821,013	0	104,848,033	104,848,033				115,669,045
2029	0	10,821,013	10,821,013	0	104,848,033	104,848,033				115,669,045
2030	0	10,821,013	10,821,013	1,271,284	105,615,021	106,886,305				117,707,318
2031	0	10,821,013	10,821,013	4,261,060	107,379,874	111,640,934				122,461,947
2032	330,000	10,812,556	11,142,556	7,150,229	108,973,761	116,123,990				127,266,547
2033	740,000	10,785,138	11,525,138	10,322,902	110,542,183	120,865,085				132,390,223
2034	1,180,000	10,735,938	11,915,938	13,641,803	112,004,527	125,646,330				137,562,268
2035	1,660,000	10,663,163	12,323,163	17,328,473	113,353,978	130,682,452				143,005,614
2036	2,175,000	10,564,891	12,739,891	21,280,689	114,580,046	135,860,735				148,600,626
2037	2,735,000	10,439,072	13,174,072	31,928,091	109,023,928	140,952,019				154,126,090
2038	3,340,000	10,283,400	13,623,400	50,865,000	94,195,868	145,060,868				158,684,268
2039	3,990,000	10,095,569	14,085,569	56,805,000	91,405,062	148,210,062				162,295,631
2040	4,690,000	9,873,144	14,563,144	62,000,000	88,325,636	150,325,636				164,888,780
2041	5,445,000	9,613,434	15,058,434	66,505,000	84,994,787	151,499,787				166,558,221
2042	6,255,000	9,313,622	15,568,622	70,035,000	81,455,670	151,490,670				167,059,292
2043	7,125,000	8,970,759	16,095,759	40,405,000	78,593,065	118,998,065				135,093,824
2044	8,065,000	8,581,516	16,646,516	0	77,545,768	77,545,768				94,192,283
2045	9,065,000	8,125,563	17,190,563	42,562,093	108,546,150	151,108,243				168,298,805
2046	10,175,000	7,596,463	17,771,463	42,587,149	104,554,929	147,142,078				164,913,540
2047	11,365,000	7,004,113	18,369,113	42,352,293	99,964,684	142,316,978				160,686,090
2048	12,645,000	6,343,838	18,988,838	41,400,430	95,208,741	136,609,171				155,598,009
2049	14,015,000	5,610,688	19,625,688	59,313,359	70,888,547	130,201,906				149,827,594
2050	15,490,000	4,799,300	20,289,300	68,675,000	54,263,269	122,938,269				143,227,569
2051	17,065,000	3,904,038	20,969,038	263,955,000	45,531,731	309,486,731				330,455,769
2052	18,755,000	2,918,988	21,673,988	380,165,000	28,849,831	409,014,831				430,688,819
2053	43,695,000	1,837,825	45,532,825	381,935,000	14,322,625	396,257,625				441,790,450
Total	\$200,000,000	\$335,845,325	\$535,845,325	\$1,967,474,856	\$3,216,899,041	\$5,184,373,898	\$733,465,000	\$0	\$733,465,000	\$6,453,684,223

Note: All interest shown is net of capitalized interest. Totals may not add due to rounding.

⁽¹⁾ Assumes interest rates on the Series 2014B Bonds and the Series 2014C Bonds of 1.50% and 2.00%, respectively, capitalized through maturity.

ESTIMATED TOLL REVENUES AND EXPENSES AND ESTIMATED DEBT SERVICE COVERAGE

FYE 31-Aug	Projected Senior Net Revenues ⁽¹⁾⁽²⁾	First Tier Net Debt Service	First Tier Net Debt Service Coverage	Subordinate Tier Net Debt Service ⁽³⁾	Consolidated Debt Service Coverage	TELA Supported Junior Operating Expenses ⁽⁴⁾⁽⁵⁾	Cashflow after TELA Supported Junior Operating Expenses ⁽⁶⁾
	A	B	C = A / B	D	E = A / (B+D)	F	G = A - B - D - F
2014	11,671,917	0	n/a	\$0	n/a	\$2,043,156	\$9,628,762
2015	17,709,000	0	n/a	0	n/a	5,324,444	\$12,384,556
2016	46,302,000	676,313	68.46x	4,818,155	8.43x	14,553,342	26,254,190
2017	81,858,000	4,801,824	17.05x	38,534,168	1.89x	22,512,573	16,009,435
2018	102,658,000	10,821,013	9.49x	91,729,230	1.00x	25,435,803	0
2019	121,648,000	10,821,013	11.24x	97,064,230	1.13x	29,717,317	0
2020	138,054,000	10,821,013	12.76x	105,724,230	1.18x	32,700,746	0
2021	155,267,000	10,821,013	14.35x	105,724,230	1.33x	35,720,910	3,000,847
2022	170,620,000	10,821,013	15.77x	110,569,230	1.41x	38,635,026	10,594,731
2023	188,302,000	10,821,013	17.40x	117,249,230	1.47x	41,919,838	18,311,919
2024	206,720,000	10,821,013	19.10x	129,818,007	1.47x	45,352,833	20,728,147
2025	226,532,000	10,821,013	20.93x	142,756,783	1.48x	48,972,632	23,981,572
2026	245,958,000	10,821,013	22.73x	149,436,783	1.53x	52,399,969	33,300,236
2027	259,458,000	10,821,013	23.98x	153,276,695	1.58x	54,973,631	40,386,661
2028	275,300,000	10,821,013	25.44x	157,981,608	1.63x	58,028,326	48,469,053
2029	292,830,000	10,821,013	27.06x	163,221,608	1.68x	61,353,830	57,433,550
2030	309,858,000	10,821,013	28.63x	168,924,880	1.72x	64,521,623	65,590,484
2031	328,174,000	10,821,013	30.33x	176,119,509	1.76x	67,908,444	73,325,035
2032	348,310,000	11,142,556	31.26x	183,562,565	1.79x	71,600,207	82,004,671
2033	368,914,000	11,525,138	32.01x	191,063,660	1.82x	75,372,096	90,953,106
2034	391,846,000	11,915,938	32.88x	199,289,905	1.86x	79,538,010	101,102,147
2035	415,061,000	12,323,163	33.68x	207,506,027	1.89x	84,023,176	111,208,635
2036	435,983,000	12,739,891	34.22x	214,714,310	1.92x	88,747,114	119,781,685
2037	457,352,000	13,174,072	34.72x	221,880,594	1.95x	92,866,925	129,430,410
2038	482,339,000	13,623,400	35.41x	231,139,193	1.97x	97,531,392	140,045,015
2039	507,393,000	14,085,569	36.02x	238,948,137	2.01x	102,254,451	152,104,843
2040	533,370,000	14,563,144	36.62x	245,843,711	2.05x	107,153,029	165,810,116
2041	554,664,000	15,058,434	36.83x	250,527,862	2.09x	111,273,567	177,804,137
2042	579,575,000	15,568,622	37.23x	255,803,745	2.14x	116,028,782	192,173,852
2043	606,528,000	16,095,759	37.68x	257,641,165	2.22x	121,142,466	211,648,610
2044	635,328,000	16,646,516	38.17x	258,134,080	2.31x	126,585,603	233,961,802
2045	662,065,000	17,190,563	38.51x	269,445,280	2.31x	131,695,151	243,734,007
2046	688,907,000	17,771,463	38.76x	273,096,015	2.37x	136,840,701	261,198,822
2047	715,331,000	18,369,113	38.94x	276,087,578	2.43x	141,929,896	278,944,414
2048	743,574,000	18,988,838	39.16x	279,124,421	2.49x	147,353,328	298,107,414
2049	773,626,000	19,625,688	39.42x	282,257,119	2.56x	153,105,230	318,637,964
2050	804,119,000	20,289,300	39.63x	284,992,181	2.63x	158,943,444	339,894,075
2051	833,125,000	20,969,038	39.73x	368,301,231	2.14x	164,551,313	279,303,418
2052	862,296,000	21,673,988	39.78x	409,014,831	2.00x	170,210,023	261,397,158
2053	889,062,000	45,532,825	19.53x	396,257,625	2.01x	175,481,992	271,789,558
	\$16,467,687,917	\$535,845,325		\$7,707,579,815		\$3,356,302,339	\$4,920,435,033

Note: All interest shown is net of capitalized interest. Totals may not add due to rounding.

⁽¹⁾ Fiscal Years 2015-2053 are shown as estimated by the Traffic and Revenue Study prepared by CDM Smith Inc., contained in the Series 2014 Official Statement, which is on file with EMMA and may be accessed over the internet at www.emma.msrb.org.

⁽²⁾ Revenues for Fiscal Year 2014 represent actual toll revenues and fees collected, and also include investment income of the System other than investment income of the capitalized interest accounts.

⁽³⁾ Net of capitalized interest; assumes refunding of Series 2014A BANs and Series 2014B Bonds with tax-exempt TELA-Supported Subordinate Tier Bonds with all-in TIC of 5.53% on their maturity date and refunding of Series 2014C Bonds with taxable variable rate TELA-Supported Subordinate Tier Bonds with all-in-TIC of 5.00% on the Series 2014C maturity date.

⁽⁴⁾ Fiscal Years 2019-2053 are shown as estimated by Jacobs in the Engineer's Report. There are no Senior Operating Expenses in the initial System; TELA Supported Junior Operating Expenses are projected to be covered by funds on deposit in certain reserve funds in the fiscal years 2018 - 2020.

⁽⁵⁾ Junior Operating Expenses for Fiscal Year 2014 represent actual expenses, and those for Fiscal Years 2015 through 2018 represent updated projections.

⁽⁶⁾ Defined as Junior Net Revenues in the Trust Agreement; net of projected draws on certain reserve funds in fiscal years 2018 - 2020.

Supplemental Information – Note on Fiscal Year 2014 Data

The information contained in this report relating to actual revenues and expenses for Fiscal Year 2014 is included to reflect the operations of the Grand Parkway System, however only the portion of Segment D within Harris County and Segment E are currently open to traffic. Segments F-1, F-2, and G are still under construction and are expected to be open to traffic by January 2016.