The DFW Connector Project, shown in Figure A.1, represents one of the most critically needed and widely anticipated transportation improvements in the region and, perhaps, the entire state. Improved mobility in this corridor will result in improved safety and quality-of- life for the traveling public and a very optimistic economic outlook for the region and key stakeholders and communities along this corridor. The project scope and the goals established by TxDOT for the Project also present one of the greatest challenges the transportation industry has ever seen. If the Project is to succeed, several key success factors must be addressed:

- **Quick Start for Early Completion and Public Use** – To deliver the benefits of improved safety, mobility, and air quality at the earliest possible date
- **Maintenance of Traffic** – To maximize the safety and mobility of the traveling public and meet the needs of the surrounding businesses and communities during construction in this congested corridor
- **Public Information** – To make sure that the public and stakeholders remain supportive of the Project and can make informed, drive-time decisions
- **Quality Products in Both Design and Construction** – To deliver high-quality design, construction, and maintenance by combining proven design-build systems and tools with knowledgeable and experienced personnel
- **DBE and Local Participation in Successful Completion** – To drive better solutions and local economic benefit
- **Honor the Environmental Commitments** – To meet the needs and sensitivities of the impacted communities

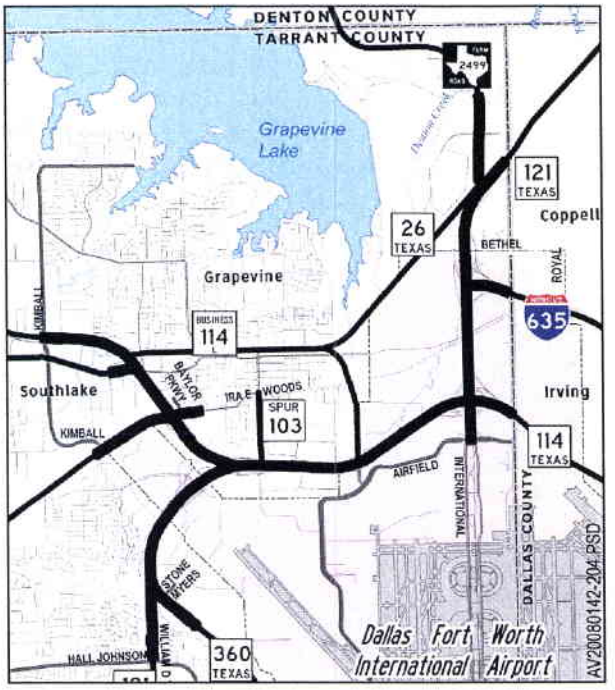


Figure A.1. The DFW Connector Project

Because of short-term funding restrictions and long-term funding opportunities, TxDOT has asked design-build teams to submit plans and bids for three potential configurations in their BAFO response. With the right plan, the right project team, and the right focus, these three configurations maximize the opportunity to deliver as much of the Project as possible to meet public goals. In order to do this, however, TxDOT and their chosen partner must also now focus on two additional execution goals:

1) Completing the improvements associated with the chosen configuration as quickly and efficiently as possible
2) Maintaining the flexibility to move from Configuration 1 to Configuration 2 or Configuration 3 if/when funding becomes available, without exposing the Project to unnecessary costs or delays

Gateway Connector Constructors JV (GCC) has the right team members, organizational structure, plans, and proven tools for communicating and working with TxDOT in the design-build, project environment to address the critical success factors and successfully deliver all three configurations in the most efficient manner. In addition, our project plan, organization, and team were strategically customized in the BAFO with the flexibility to effectively balance and optimize achievement of the two additional goals.

Our team includes experienced companies with proven track records for efficient execution of design-build projects. We offer a core team composed of companies and key personnel from TxDOT's successful SH 130 design-build project in Austin. In addition to this critical foundation of experience in working together and with TxDOT in design-build partnerships, the Team brings:

- A superior design team positioned to deliver a safer highway with improved operations (both during and after construction) and better life-cycle performance. We have combined one of the nation's preeminent transportation designers with two well-respected local designers with extensive experience and knowledge of the Fort Worth District.
- Unmatched expertise in quality management for Texas transportation projects
- Public information and DBE outreach specialists deeply rooted in the DFW region
- Extensive experience in highway maintenance in both the U.S. and Texas

We have collected these skills into one team expressly to make sure the DFW Connector Project fulfills TxDOT's plan for meeting transportation challenges in Texas, including:

- Reducing congestion
- Enhancing safety
- Expanding economic opportunity
- Improving air quality
- Increasing the value of transportation assets

Our Team

Gateway Connector Constructors (GCC) brings together some of the largest, most-experienced, and most-successful design-build, transportation firms in the world. Each team member brings its expertise, experience, and the critical resources for overcoming the key challenges of the DFW Connector Project. Our extensive experience working together on other complicated design-build projects allows us to provide an already integrated team with Comprehensive-Development- Agreement (CDA)-experienced personnel, proven plans, and established working-relationships. We will be ready to form a strong partnership with TxDOT to successfully complete any of the DFW Connector Project configurations. The combined resources of the GCC team, our built-in cohesiveness, and our familiarity with each other are even more critical in the scenario of an Option Notice to Proceed with Configuration 2 or Configuration 3. Our team, with two of the largest contractors in the world, one of the leading design-build designers in the world, and two well-staffed local designers, has the resources to quickly mobilize additional resources to address the increased scope associated with an Option Notice to Proceed, while minimizing unnecessary delays in completion of the Project.

Likewise, the team's familiarity with each other will allow us to:

- Focus and align on project goals and maximize progress on activities that benefit all three configurations in the first 90 days
- Adjust to a new plan in the event of an Option Notice to Proceed.

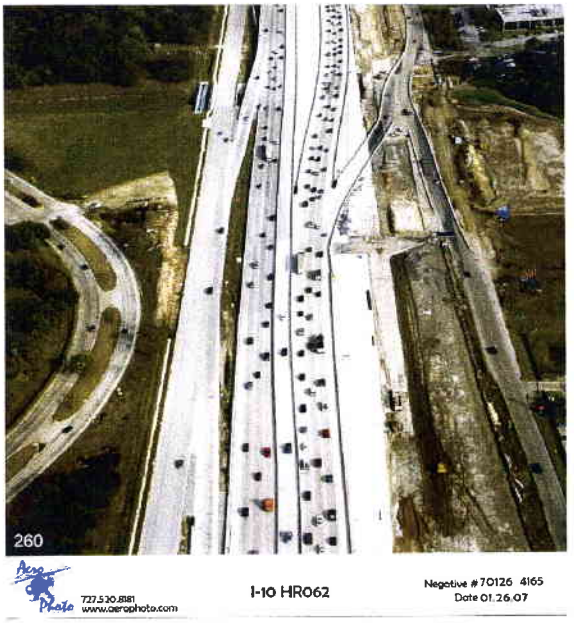
In the first 90 to 180 days, our team won't have to deal with the additional complexity of having to become familiar with each other or with TxDOT and the new processes. This positions us to focus on the Project and on minimizing additional costs or schedule delays associated with a change in configuration.

FLUOR® **Fluor Enterprises, Inc.**, whose corporate headquarters are just miles from the DFW Connector Project in Las Colinas, Texas, is one of the largest engineering and construction employers in the world. Fluor, which has annual revenues of more than $16.7 billion, is ranked as the world's top design-build firm by *Engineering News-Record (ENR)* and is the only engineering and construction company on *Ethisphere* magazine's list of the ***Worlds Most Ethical Companies***. Fluor brings a broad base of international experience in the planning, development, and financing of major highway and infrastructure projects, including many first-of-a-kind projects, such as the SH 130 Project in Austin - TxDOT's first design-build project. Fluor's strong financial position, capability to deliver a guaranteed price and schedule for major transportation projects, and demonstrated capability to find innovative ways to advance infrastructure projects will be crucial to the success of the DFW Connector Project.

With almost 50 years of performing complex projects in Texas and more than 8,000 engineering and construction employees in the State of Texas, Fluor has the resources, capabilities, knowledge, and position to make the DFW Connector Project a success regardless of which configuration is selected.

As a resident of Las Colinas and the DFW Region, Fluor has a direct, vested interest in making sure the Project is a success. Fluor employees count on this corridor to get to and from work – Fluor is one of the many stakeholders who will be impacted by the construction and the completed project.

Balfour Beatty **Balfour Beatty Infrastructure, Inc. (BBII)** is a wholly owned subsidiary of Balfour Beatty plc, an international engineering, construction, and services group serving the international markets for rail, road, utility systems, buildings, and complex structures.



Katy Freeway Project in Houston, where BBII has demonstrated GCC's capabilities to complete a major project in congested, urban corridors.

The Texas division of BBII is located in Austin, Texas and primarily serves the highway infrastructure markets for the Texas Department of Transportation, the North Texas Tollway Authority, and the Harris County Toll Road Authority. BBII has performed major projects in the North Texas, Houston, and Central Texas areas. Successful toll projects have included the George Bush Turnpike and the Dallas North Tollway in Dallas and multiple sections of the Sam Houston Toll Road and the Westpark Tollway in Houston. BBII is also an equity partner in the SH 130 Project in Austin, Texas.

BBII's vast experience in the Metroplex and their knowledge of local constructors and suppliers will help us to a quick Project start and a quick response to an Option Notice to Proceed, thereby mitigating the Project's exposure to unnecessary completion delays.

PARSONS

For more than 60 years, **Parsons** has provided design-build, transportation engineering capabilities, from experienced transportation planning through all phases of construction and implementation. Parsons has the resources, people, and experience to deliver world-class performance, from expert, multidisciplinary, transportation planning through complete design and construction to maintenance and improvements. Having designed more than 10,000 miles of roads in 40 countries around the globe, Parsons provides full-service expertise for any type of roadway project including:

- Urban, regional, and national highway systems
- Toll facilities
- High-occupancy vehicle systems
- Access control and management systems
- Capacity improvement schemes
- Urban and rural interchanges
- Highway structures
- Landscaping
- Hydraulic systems
- Maintenance facilities.

Their experience and proven systems in using multiple offices to respond quickly to client needs will be a huge benefit to the DFW Connector Project, especially in the event there is an Option Notice to Proceed.

T-Rex Design-Build in Denver, Colorado – The Parsons team completed the project 22 months ahead of the RFP contract schedule The project's 92% public approval rating was attributed to the maintenance of traffic plan and achievement of the project goal to minimize inconvenience to the public.

WEBER SHANDWICK WORLDWIDE

Weber Shandwick Southwest is one of the leading communications and marketing firms in Texas, with professionals experienced in developing comprehensive public outreach programs in support of major industrial, infrastructure, and transportation initiatives. They have more than 80 professionals in their Dallas office, with a proven track record of integrating the disciplines of strategic consulting, public relations, and marketing communications to help clients achieve their business objectives.

Raba-Kistner Consulting, Inc. (R-K), for the past 35 years, has provided innovative engineering solutions to the public and private sector on roadway and bridge projects throughout Texas. Local projects include the Central Texas Turnpike Project SH 45, SH 45/IH-35 intersection, Loop 21 extension, IH 35/US 290 intersection and mainlane improve-ments, and the SH 130 Project. R-K is currently providing construction quality assurance (QA) services as a tier-one subconsultant to LSI on the SH 130 Project. R-K will serve as the independent design and construction QA firm, including environmental compliance monitoring and permitting.

VMS. Inc. (VMS), one of the premier maintenance firms in the U.S., has ongoing Texas experience in maintaining 946 lane-miles on I-35 for TxDOT. VMS is prepared to meet the Fort Worth District's standards for maintaining the DFW Connector. VMS worked with BBII and Fluor on the SH 130 Project in Austin and is now providing maintenance for that CDA.

Pinnacle is a certified Disadvantaged Business Enterprise (DBE) certified by the North Central Texas Regional Certification Agency and has been providing services in the larger Fort Worth area in real estate management, right-of-way acquisition, relocation assistance, and related services since 2002. Pinnacle has provided services under a TxDOT Fort Worth District eminent domain contract for the last four years.

K Strategies is an award-winning public affairs firm with great success in creating DBE programs, exceeding project DBE goals, and increasing opportunities for DBE firms. Years of building relationships with key decision makers and diverse communities has made K-Strategies the go-to firm for results-oriented DBE programs. Katrina Keyes, President of K-Strategies is known as a key leader and strong advocate for DBEs in the North Texas Region.

Huitt Zollars is a Dallas-based professional services firm with full-service capabilities in engineering, architecture, construction management, and program management. Their engineering and management strength, emphasis on quality, and familiarity with the local TxDOT and municipal procedures will be instrumental in the successful completion of the DFW Connector Project. Each discipline group leader has proven ability on past similar projects and is available to see the Project through from start to finish.

Chiang, Patel, and Yerby has successfully completed numerous transportation projects for TxDOT over the past 20 years, with many of those projects located in urban areas including Fort Worth. With headquarters in Dallas and over 190 employees, CP&Y has consistently ranked among the most-utilized engineering firms doing business with TxDOT. CP&Y's roadway, hydraulic, and bridge engineers have an exceptionally strong understanding of TxDOT practices and procedures, as well as in-depth experience with the complex design and construction phasing issues that are required in the DFW Connector Project.

Terracon is a dynamic, growing, employee-owned firm that provides a broad range of technical and management experience. With local offices in Dallas and Fort Worth. Terracon is a proven leader in the transportation sector, providing geotechnical, environmental, construction materials, and pavement related services. They are specialists in highway and bridge services.

GCC Benefits

With this assembly of world-class participants, our team presents the following:

- Established, successful working relationships from the SH 130 Project that will allow us to focus early on project goals and the formation of a successful partnership with the TxDOT Fort Worth District, and, if necessary, to respond quickly to an Option Notice to Proceed
- Proven systems and procedures for executing design-build projects and integrating TxDOT into the process, as well as the personnel who are familiar with using the systems to meet client needs
- Extensive experience with the special needs and requirements of clients and regions completing their FIRST design-build project
- Track record of true partnerships with our clients; alignment on project goals results in projects without time-consuming and money-wasting disputes, claims, and litigation
- Proven ability to understand what is important to the communities that are impacted by our projects and to deliver on community expectations
- Local consultants with the knowledge, recognition, respect, and relationships to build support for the Project and the Fort Worth District and rapidly respond to needs for increased resources
- An approach that encourages involvement of TxDOT, their consultants, and other third parties and stakeholders in all steps of the Project, minimizing the need for extensive additional review and unnecessary management costs.
- A design team that is positioned with the resources of the nation's largest and most experienced, design-build designers and two of the regions most respected transportation designers

Our skill, knowledge, and international experience in major design-build projects with similar critical success factors put us in a perfect position to partner with TxDOT to make the DFW Connector Project a success.

GCC's experience in working together to complete TxDOT's successful SH 130 design-build project means we have the proven systems, tools, experienced personnel, and working relationships for a fast start and early completion of the DFW Connector.

Organization and Contents of the Proposal

Our proposal provides the information requested in the Instructions to Proposers (ITP) Exhibits B and C. The information is organized to precisely follow the order dictated by ITP Exhibit E. The numbering of all proposal sections is based on the Exhibit E structure. Volume 1 is the Technical Proposal as required by Exhibit B, and Volume 2 is the Financial Proposal as required by Exhibit C.

Volume 1 follows the basic Exhibit E structure and is detailed to precisely follow the requirements in Exhibit B, Sections 3 and 4. Because of the amount of material, three other volumes have been provided to supplement Volume 1:

- Proposer Information, Certification and Documents are provided in Volume 1a.
- Rolled Drawings are provided as Volume 1b
- Bridge Layout Plans are provided as Volume 1c

Similarly, Volume 2 follows the basic Exhibit E structure and is detailed to precisely follow the requirements in Exhibit C, Sections 2 and 3.

Best and Final Offer. The BAFO consists of five documents:

- BAFO Volume 1 – Technical Proposal Revisions
- BAFO Technical Proposal Volume 1b – Rolled Drawings Revisions
- BAFO Technical Proposal Volume 1c – Bridge Layout Plans Revisions
- BAFO Technical Proposal Volume Appendix D.3 – Project Baseline Schedule Revisions
- BAFO Volume 2 – Financial Proposal Revisions

The original proposal provided information regarding GCC's specific approach and plans for Configuration 3 in accordance with TxDOT's original schedule. Each BAFO volume provides additional information on our specific approach and plans for Configurations 1 and 2 and, where applicable, changes to Configuration 3 resulting from the new time frames for execution.

It also includes details on how our plans are specifically designed to maximize flexibility to transition from Configuration 1 to Configuration 2 or Configuration 3 in the event of an Option Notice to Proceed. In some cases, replacement information for that provided in the original proposal is given to reflect changed conditions or the effect of the new sequence of work among the configurations.

All information provided is organized consistent with the volume structure, tables of contents, and numbering system for the original proposal. The information requested by Addendum 7 is provided in the precise order required by the revised ITP Exhibit E, which begins on Addendum 7, Attachment A, Page 25 of 70.

Responses are provided for each specific requirement in Addendum 7; we have also clarified some sections to provide more details for Configurations 1 and 2. Every change is associated with a specific section in the original proposal; the specific Addendum 7 requirement is identified; and a response to the requirement is presented, clearly stating if information provided is an addition or a replacement of original proposal information.

Summary of Changes to the Proposer's Qualification Statement

Other than the changes described below, there have been no changes to GCC's Qualification Statement (QS).

Summary of Changes in Proposers Organization and Key Personnel Since Submission of the Qualification Statement

The only significant changes in the GCC Organization since the submission of the QS is the addition of Pinnacle Consulting in the role of ROW Acquisition Services and K-Strategies in the role of DBE Coordination. These additions clearly make the GCC Team stronger. Both bring critical expertise necessary for the success of the Project and detailed knowledge and experience from working in the Fort Worth District and the Metroplex.

GCC is in the process of negotiating subcontracts with all of our subcontractors and subconsultants and normally does not finalize subcontracts and pricing until after a prime CDA contract is signed with TxDOT. Further, our subcontractors and subconsultants are negotiating subcontracts with their second and third-tier subcontractors. Again, values and terms cannot be finalized until their subcontracts with GCC are finalized.

Based on the current status of negotiation, however, we feel as a matter of full disclosure that the following companies may meet TxDOT's definition of a Major Participant, based solely on the status of the indicative price for Configuration 3 and the companies' services from negotiations conducted since June 16, 2008:

- PTG – prime subconsultant for design services
- Raba-Kistner – independent QA/QC
- VMS – subcontractor for maintenance services
- Huitt Zollars – subconsultant to PTG for design services
- Chiang, Patel, and Yerby – subconsultant to PTG for design services
- Weber Shandwick
- Pinnacle
- Terracon

Of these, the following subcontractors were not identified as major participants in our qualifications documents submitted in May of 2007: Raba-Kistner; Huitt Zollars; Chiang, Patel, and Yerby; Weber Shandwick; Pinnacle; and Terracon.

Some minor changes have occurred in the key personnel since the submittal of the QS. The following is a summary of those changes, as detailed in our June 13, 2008 letter to TxDOT.

Changes

- Maintenance Manager – Howard Kallman to Bruce Sampson
- Public Information Manager – Thomas Graham to David Simmons

Additions

- Deputy Project Director Design – Greg Blake
- Professional Services Quality Control Manager – Oscar Aguas
- Construction Quality Control Manager – Terry Oliver
- Maintenance Quality Control Manager – Howard Kallman
- Environmental Compliance Manager – John Ortlieb

- ROW Manager – Ann Scruggs
- Utility Manager – Samuel Muench
- Independent Professional Services Quality Review Manager – Juan Villareal
- Deputy Project Director – Scott Yardas

Changes between Original Proposal and BAFO

Howard Kallman has resigned from VMS; GCC proposes to replace him with Lee Pauls of VMS.

Summary of Proposed Management, Decision-Making, and Day-to-Day Operations Structure

GCC's core organization is based on the structure we have used in successfully completing many design-build projects across the country, including the SH 130 Project in Austin. We have customized the backbone of this proven structure to specifically focus on the critical issues for each configuration of the Project:

- Early completion and early public relief to congestion issues in the corridor
- Maintenance of traffic and safety of the traveling public during construction
- Management and control of subcontractors
- Increased public awareness and public support through proactive stakeholder engagement
- Respect for the environment and commitments made to the community
- A strong partnership between TxDOT Fort Worth District and GCC
- Local participation
- Superior quality and continuous performance improvement
- Management of an aggressive schedule

The backbone of the GCC management structure is designed to promote:

- Responsiveness to client concerns
- Enhanced communication to identify and resolve potential issues quickly
- Superior quality in each stage of the Project.

Critical functions report directly to our Project Director, Bob Stevens:

- Professional Services (Design, Environmental Compliance, Community Involvement, and Independent Design QA)
- Construction Services (Construction, Safety, Independent Construction QA/QC).

We have intentionally designed a more flat organization to promote rapid decision making and issue resolution at the lowest management level of the Project. Mr. Stevens will be the single point-of-accountability to TxDOT.

A GCC Board, composed of senior executives of each of the equity members, will provide additional, independent review and auditing of the Project, as well as corporate oversight to make sure adequate resources are available for rapid completion of the Project. This group of Senior Executives from the Construction Industry will also be available to address TxDOT concerns with the Project.

Overlaying this backbone is our proven Technical Work Group (TWG) structure. This matrix approach to project execution creates specific focus groups to address each of the main components of the Project (Roadways, Structures, Drainage, Maintenance of Traffic Utilities, Environmental, ROW, Geotechnical).

TWGs integrate personnel from design, construction, maintenance, quality, safety, and public outreach to assure early issue resolution, life-cycle cost focus, and an environment that promotes the development of innovative ideas to reduce cost and schedule.

We have also customized our traditional design-build backbone to account for the unique aspects of the DFW Connector Project. Figure A.2 shows that for Configuration 3, we have broken the Project into three distinct areas of construction and six segments of design. These areas and segments were carefully selected after a thorough investigation and analysis of the scope (including the interfaces with utilities and other third-parties) and traffic issues along the corridor. This break-down of work will allow us to complete the design and construction at the earliest date possible, with the minimum amount of disruption and inconvenience to the public and stakeholders.

Each area has a dedicated management team, all reporting to the umbrella organization to drive consistency, quality, and control of the Project. This area-driven structure is most easily modifiable for Configurations 1 and 2.

To make this organization structure a success for all project participants, we have identified key personnel with specific skills and experience to address the critical success factors. Each of the major participants on the GCC Team has committed to provide the specified people.

Our experience in working together with TxDOT on CDA projects is one distinguishing factor in GCC's superior ability to facilitate rapid decisions in the best interest of TxDOT and the DFW Connector Project. No other bidding team is

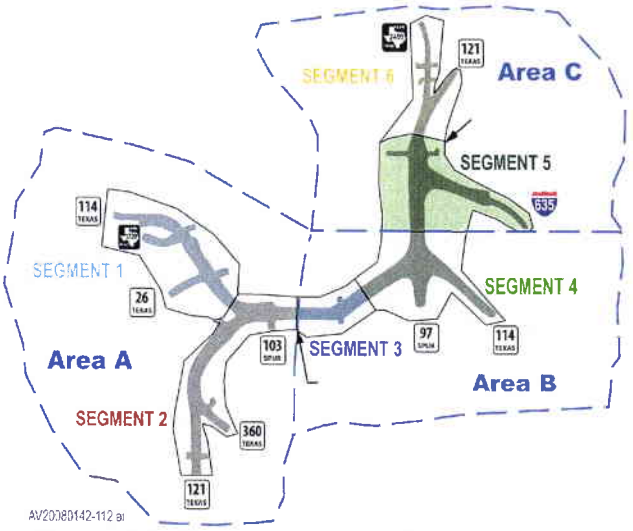


Figure A.2. We have divided the Project into segments for clear assignments in design and areas to allow independent construction on three fronts

positioned as well for a rapid start and early completion of the Project. This will be particularly critical in the first 90 to 180 days, when a decision may be made to execute an Option Notice to Proceed. Because of our familiarity with each other and our structure, we will be able to focus on TxDOT and project goals in this critical period.

We have designed a core organization that is efficient and easily expandable in order to provide an organization that is efficient for each configuration but can also readily adjust to changes in scope. Our core organization is the same for all three configurations. In the event of a change in configuration at NTP1 or an Option Notice to Proceed, we can readily add components to our core to effectively manage the new subareas of the Project. This will minimize disruptions and inefficiencies as the organization expands to meet an increased scope.

Summary of the Technical Solutions

The Technical Solutions contained in our proposal demonstrate our approach to designing and executing the DFW Connector Project and reflect our combination of in-depth, local knowledge and international experience. Our Technical Solutions

result from the efforts of our multi-disciplinary TWGs. By organizing our planning, preliminary engineering, and construction staging efforts through TWGs, we were able to maintain focus on project goals and critical success factors. We placed enhanced emphasis on life-cycle cost and operations issues in all areas of the Project, including long-term maintenance requirements in the design.

In addition, we strategically planned our proposal efforts and worked diligently so that we could communicate our approaches and results with TxDOT early in the industry review process. Our purpose was to identify any owner concerns regarding planning, construction sequencing, maintenance, and operations that could be addressed at this early stage. Early and open communication with TxDOT will be our approach throughout the Project. We know from our design-build experience with TxDOT that this communication will pay great dividends throughout the life of the Project.

In particular, our Technical Solutions demonstrate:

- In-depth knowledge of TxDOT Division and District procedures for design, which will facilitate approvals and improve quality
- Broad international experience in the design and construction of highways and bridges, which will maximize innovative approaches to decreasing cost, reducing schedule, and improving operations
- A proven organization structure and TWG approach, which will create an innovative project environment and therefore create opportunities to work with TxDOT to further reduce the cost and schedule of the Project
- Project planning and construction sequencing, which will minimize impact on traffic, add additional capacity early on this congested corridor, and maximize the safety and minimize the disruption of the traveling public
- Our extensive, early work with utility companies and other impacted stakeholders, which will develop a better understanding of the challenges that this critical part of the Project may present
- Alternative Technical Concepts (ATC's), which will decrease the cost of the Project, improve operations, and/or accelerate the schedule

We feel strongly that our technical proposal is an early demonstration of the value we will bring to TxDOT as a true partner in the design and construction of the Project. Our focus on achieving project goals and reducing the life-cycle cost and schedule of the Project will not stop at submittal of the proposal, but will continue throughout the execution of the Project. We have demonstrated our ability to work with TxDOT, FHWA, and stakeholders to bring ideas to fruition when we see opportunities to maintain quality, while reducing cost and schedule.

Our focus on cost-effective and flexible technical solutions has continued through the BAFO period, in which our TWG's simply "picked up where they left off" on the original proposal. We have focused our design efforts on developing facilities that, wherever practical, can be modified to fulfill an Option Notice to Proceed. In particular, the following are of note in our BAFO design revisions:

- Wherever it proved cost-effective, we have modified or eliminated facilities that were necessary for Configuration 3 but were not required for Configurations 1 and 2.
- As much as possible, we have provided solutions that minimize rework or "throw away" facilities in the event of an Option Notice to Proceed.

This is a demonstration of our proactive approach to providing the best, cost-effective design and working with TxDOT to address challenges and opportunities.

Project Management Plan Summary

Because of its combination of size, complexity, regional importance, and visibility, the DFW Connector Project presents project management challenges that make it one of the most demanding design-build highway projects undertaken in North America to date. These challenges include:

- Planning, staging, sequencing, and conducting construction operations in one of the most-congested, operating corridors in the Metroplex in a way that does not significantly impact the mobility or compromise the safety of the traveling public
- Recruiting, aligning, and effectively managing the efforts of the many subcontractor and subconsultants necessary to execute a project of this magnitude
- Identifying issues that will occur on a project that requires execution on multiple fronts and then efficiently escalating and rapidly resolving them.
- Establishing a comprehensive quality system that consistently produces high quality within each individual activity and project phase and facilitates efficient quality records between phases and activities
- Attracting, developing, and retaining a skilled labor-work-force that meets TxDOT goals for diversity, while competing against other major projects for the same work force
- Producing a project environment that encourages partnering with TxDOT to drive innovative solutions to reduce schedule and TxDOT costs
- Proactively engaging, informing, and involving the diverse set of stakeholders, the public, utilities, and other third-parties impacted by this massive project in an effective and timely way that maintains support for the Project and TxDOT's missions
- Integrating TxDOT, engineering, construction, and maintenance personnel to produce a completed facility with maximum life-cycle value

GCC's Project Management Plan addresses these challenges with a structure, proven procedures, and a team of key personnel that is experienced in working with each other and with TxDOT on CDA projects. No other team can bring this combination.

Through careful planning and sequencing of activities, GCC's proposed project schedule for the DFW Connector balances and optimizes the focus on TxDOT's distinct goals of:

- Completing the chosen configuration in the quickest and most efficient manner possible;
- Minimizing cost and schedule impacts in switching from Configuration 1 to Configuration 2 or Configuration 3.

We have accomplished this balance and optimization by focusing effort in the first 90 days on activities that will be useful for all three configurations. Several of the key 90-day activities common to all configurations include:

- Submitting and obtaining approval of the Project Management Plan part A
- Submitting the Project Management Plan part B
- Updating the schematics to support the need for take
- Beginning of ROW engineering
- Beginning of design activities
- Beginning the work on utility relocation plans and agreements.

Following the initial 90 days, we have optimized our schedule to focus early activities in those areas that have the greatest amount of applicability to all three configurations, thereby minimizing potential rework and schedule delays as much as possible. Using our proven tools and procedures for

working in partnership and communicating regularly with TxDOT in the design-build environment, the Project Team can make timely and informed decisions about options using the project schedule.

Summary of the Quality Management Plan

Design-build is a highly integrated and fast-paced process involving the activities of distinctly different disciplines, working separately and together to complete a project in the fastest and most cost-effective manner. Achieving a high level of quality that is readily verifiable in a timely manner is critical to avoiding rework and keeping design-build projects on schedule and budget. One integrated and consistent approach to quality through each stage of the Project and each activity is required to drive high quality in all activities and components, while assuring that work is checked, validated, and (where necessary) corrected in a timely manner.

Our program will operate at the same high level for Configurations 1, 2, and 3. QA/QC staffing will be adjusted as appropriate for the scope of each configuration.

As opposed to simply providing separate and independent quality management plans for the various critical components of the Project, GCC will provide an overarching quality management program to integrate the various components. This quality management program is designed to provide a backbone of consistent procedures, reporting, and documentation that creates an ingrained culture and expectation of quality in each stage and activity of the Project. This program provides the level of consistency that will allow TxDOT to readily validate and confirm the quality of each activity and component and initiate corrective action when necessary.

More importantly, GCC's quality management program brings the plans and systems PROVEN on TxDOT CDA projects to deliver consistent quality in design and construction. In addition, GCC's quality management firm, Raba-Kistner, has also served in the role of Independent Engineer for TxDOT on CDA projects and therefore has a keen understanding and appreciation for TxDOT's requirements and needs.

GCC's Quality Management Program is based on five core procedures, recognized by ISO as a requirement for establishing quality management systems:

- Control of documents
- Control of records
- Opportunity for Improvement (containing provisions for corrective and preventive actions)
- Control of non-conformance
- Internal Audit Program

These core procedures are woven into our overall quality management program and into each of the individual quality management plans that maintain superior quality at the discipline level:

- Design Quality Management Plan
- Construction Quality Management Plan
- Comprehensive Environmental Protection Plan
- Maintenance Quality Management Plan

Our approach to quality has been validated by multiple, third-party auditors on our project.

Financing

While financing was never part of the Developer's scope in the original proposal, GCC recognizes and appreciates the challenges and opportunities associated with the funding for the project. Our BAFO proposal accounts for the current state of the financial markets and positions GCC to deliver the financing of deferred costs above TxDOT's current funding profile at the very minimum costs.

We have developed a financial structure that delivers the most cost efficient form of financing this funding gap through the commercial debt

markets. Unfortunately, these markets are currently not entertaining new issuance of such debt until their end-of-year accounts are finalized and they know the state of their balance sheets and financing capacity. A number of major banks we have spoken too all indicate this is a transaction they would be keen to do as soon as they are open for normal business in 6 to 8 weeks from BAFO submittal. Therefore, the financing approach we propose eliminates both the contingency and margin associated with contractors taking syndication risk at a time of great uncertainty in the financial markets. By working with TxDOT, we intend to place a non-recourse financing that will be at cost to TxDOT and consequently the best value for the taxpayer. We have estimated conservatively that this approach effectively saves the taxpayers $50-60 Million, and would not delay the start of construction or the completion of the project. This project savings could be used to add scope to this project and thereby further improve the functionality to users, or be spent on other critical regional projects.

Conclusion

GCC has assembled a team with the right skills, tools, resources, experience, and relationships to address the key success factors for the Project. Our plans are based on the lessons learned from the SH 130 Project - the only CDA to reach substantial completion in Texas.

In addition, GCC is keenly aware of both the challenges and opportunities surrounding the funding of the Project and has built these into our organization, approaches, and plans. We have provided an approach to financing for the Configuration 1 Maximum Payment Curve which is the most efficient approach available in today's challenging market. Likewise, our team, our organizational structure, and our project plan are designed to provide an optimal balance between the most efficient delivery of any single configuration and the ability to respond to an Option Notice to Proceed.

GCC stands eager and ready to partner with TxDOT and to utilize our skills and experience to make the DFW Connector a regional success and a model project for the District.