

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

Gateway Constructors JV (GCC) meets these challenges by delivering a plan and a team that can partner with TxDOT to complete the DFW Connector Project and produce a safer and less congested corridor. 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

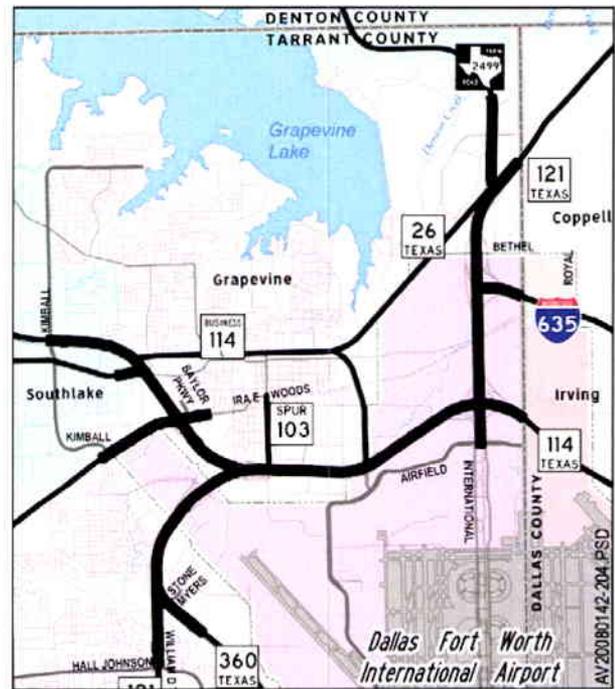


Figure A.1. The DFW Connector Project

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:

- Reduce congestion
- Enhance safety
- Expand economic opportunity
- Improve air quality
- Increase 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 unit 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 the DFW Connector Project.

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 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 SH 130 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 capabilities, knowledge, and position to make the

DFW Connector Project a success. As a resident of Las Colinas and the DFW Region, we have a vested interest in making sure the Project is a success.

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. 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 Turnpike Authority, and the Harris County Toll Road Authority. BBII has performed with 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.



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



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, and beyond 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; and maintenance facilities.



T-Rex Design-Build in Denver, Colorado – The PTG team completed the project 22 months ahead of the RFP contract schedules. The project 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 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 1 extension, IH 35/US 290 intersection and mainlane improvements, and SH 130. 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 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 Balfour Beatty 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 in the Dallas-Forth Worth area 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 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 the 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 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 on project goals and the formation of a successful partnership with the TxDOT Fort Worth District
- 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 litigations
- 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

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 projects means we have the proven systems, tools, experienced personnel and working relationships to get to 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 volume of material:

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

The proposal text and table of contents and the Summary and Order of Proposal Contents are all referenced for ease in understanding the multiple volumes.

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

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 do 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 subs whose values and terms cannot be finalized till their subcontract with GCC is finalized.

Based on the current status of negotiation, however, we feel as a matter of full disclosure that we have current indication that the following companies may meet TxDOT's definition of a Major Participant, based solely on the status of the indicated price for their 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 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 Yargas

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

GCC's 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 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 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 to promote the 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. As shown in Figure A.2, 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 breakdown 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.

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.

One distinguishing factor in GCC's superior ability to facilitate rapid decisions in the best interest of TxDOT and the DFW Connector Project is our experience in working together with TxDOT on CDA Projects. No other bidding team is positioned as well to get a rapid start and achieve early completion of the Project.

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 in this way, 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

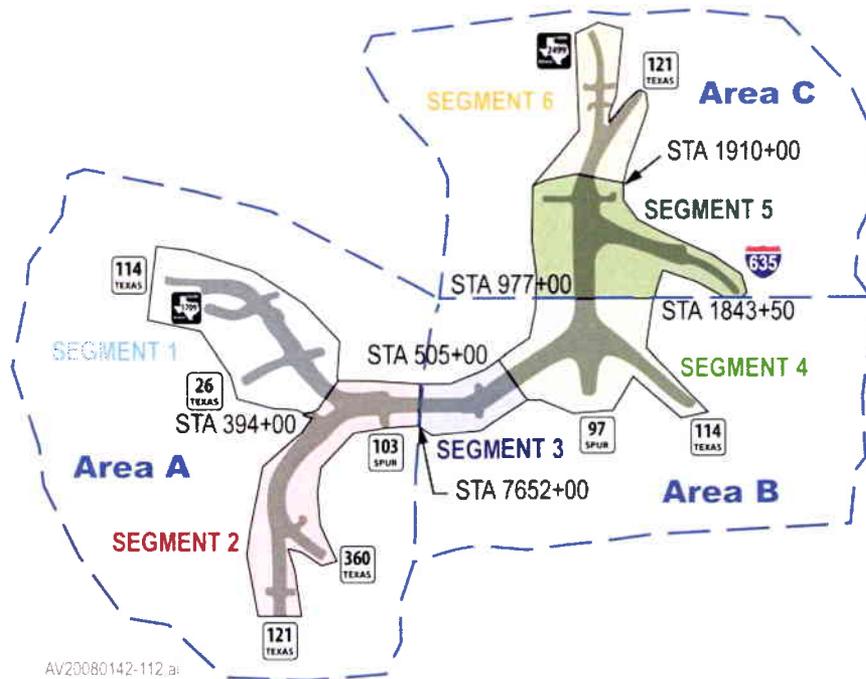


Figure A.2. We have divided the Project into segments for clear assignments in design and areas to allow independent construction on three fronts.



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 maximizes innovative approaches to decreasing cost, reducing schedule, and improving operations
- A proven organization structure and TWG approach, which creates an innovative project environment and therefore creates opportunities to work with TxDOT to further reduce the cost and schedule of the Project
- Project planning and construction sequencing, which minimizes impact on traffic, adds additional capacity early on this congested corridor and maximizes the safety and minimizes the disruption of the traveling public
- Our extensive, early work with utility companies and other impacted stakeholders, which developed 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 does 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.

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
- Early identification, efficient escalation, and rapid resolution of issues that will occur on a project that requires execution on multiple fronts
- 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.

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 possible. 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 the results are checked, validated, and (where necessary) corrected in a timely manner.

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 the establishment of 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



I-15 Reconstruction in Salt Lake City, Utah – Completed 4 months early the project's public approval rating increased from 51 percent at project start to 76 percent at project completion.

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. With GCC as the developer of the DFW Connector Project, TxDOT will have the advantage of a team that can deliver:

- A guaranteed schedule and price for all project phases—completing the Project to improve mobility and quality of life in the region
- Knowledge of and experience with Texas CDA projects and the SH 114/SH 121 corridor to provide early project completion and use

- Consistency in management and performance by providing a single point-of-responsibility for the life of the Project
- The financial strength and reputation to obtain most-favorable financing for the Project
- Demonstrated ability to gain the public confidence and support of the communities served by the corridor

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.

