A | EXECUTIVE SUMMARY

PROMOTING REGIONAL GROWTH

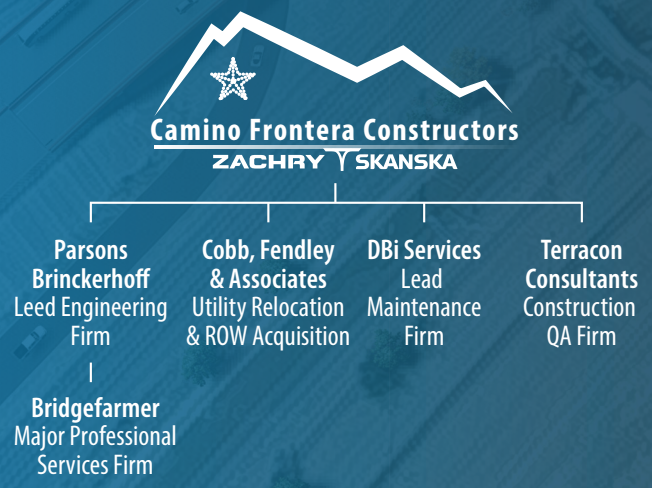
The Texas Department of Transportation (TxDOT) provided the leadership and the vision to make the Loop 375 Border Highway West Extension Project (the Project) a priority for the transportation plan in El Paso. TxDOT developed a scope to design and construct the Project with unique and sizable challenges, which include:

- A a corridor that traverses between mountains and a river that doubles as an international border
- Proximity to potentially contaminated industrial sites
- Railroad tracks with extensive interaction with the roadway
- Proximity to one of the region's most historic neighborhoods - the Chihuahuita neighborhood

Camino Frontera Constructors (CFC) was established to provide solutions to TxDOT's challenges. CFC will meet or exceed TxDOT and stakeholder expectations by managing all the risks on the Project. CFC is a fully integrated joint venture, with unmatched heavy civil transportation experience and local resources.

Planning, coordination , and communication is key. Our strategy incorporates experienced personnel focused on exceeding the project goals through innovative solutions. Our project development plan provides TxDOT the following advantages:

- Dedicated coordination personnel, including design and construction railroad coordinators, a ROW manager, and a USCBP coordinator
- Prioritized all railroad construction work
- Maintained current traffic movement through sequencing construction
- Engaged public outreach team that will engage a wide variety of audiences and establish clear lines of communication between CFC and the public
- Reduced project initial and life-cycle costs by $23 million through ATCs
- Eliminating utility relocations between railroad ROW and the Rio Grande floodplain



PROPOSAL CONTENTS

Technical Proposal

A. Executive Summary

B. Proposer Information, Certifications and Documents

C. Project Development Plan

D. Appendices

Financial Proposal

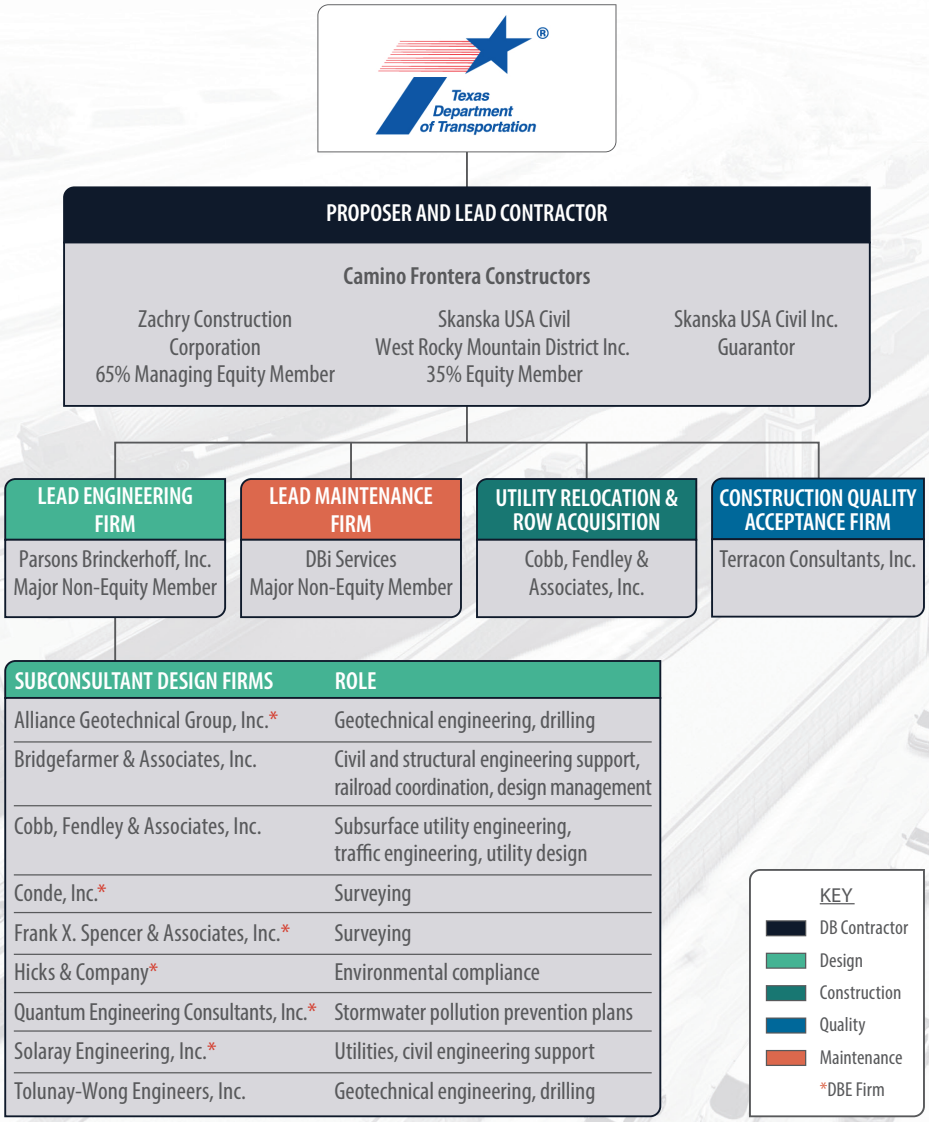
- Updated Financials

SUMMARY OF CHANGES TO PROPOSER'S QS:

Aside from the organizational revisions described below in Changes in CFC Team, there are no other modifications to the QS submitted on September 12, 2013 and the subsequent Response for Clarifications submitted on September 18 and October 14 and 21.

CHANGES IN CFC TEAM:

CFC team members are shown in the chart below; our equity members and major participants remain intact and engaged from those shown in the QS. All changes in key personnel were submitted to TxDOT and subsequently approved by TxDOT. Approval letters are provided on pages B-239 and B-241 of the Technical Proposal. These changes are summarized below:



SUBCONSULTANT DESIGN FIRMS	ROLE
Alliance Geotechnical Group, Inc.*	Geotechnical engineering, drilling
Bridgefarmer & Associates, Inc.	Civil and structural engineering support, railroad coordination, design management
Cobb, Fendley & Associates, Inc.	Subsurface utility engineering, traffic engineering, utility design
Conde, Inc.*	Surveying
Frank X. Spencer & Associates, Inc.*	Surveying
Hicks & Company*	Environmental compliance
Quantum Engineering Consultants, Inc.*	Stormwater pollution prevention plans
Solaray Engineering, Inc.*	Utilities, civil engineering support
Tolunay-Wong Engineers, Inc.	Geotechnical engineering, drilling

Organizational Changes

Alpha & Omega Drilling Services, Inc. is no longer part of the team

Key Personnel Changes

Willie Kramer is the Construction Manager, change from Ken Lieb

Becky Fly is the Design Manager, change from Frank Medina

John Patrick Lee is the Construction Quality Acceptance Manager, change from David Pickett

Key Personnel Additions

Construction QC Manager: Mike Rausch

Public Information Coordinator: Linda Alvarado-Vela

Utility Manager: Garrett Coffin

Maintenance QC Manager: Doug Aarons

CFC PROPOSED MANAGEMENT

CFC will operate as a fully integrated joint venture with the full backing and resources of the equity members and major participant firms. With a partnering approach and commitment to team building, we will work closely with TxDOT to achieve their goals and objectives.

Our key personnel shown on the organization chart in Section 2.1.d of the Technical Proposal were carefully chosen based on their experience and unique qualifications for this particular Project. With full access to local and national resources, CFC commits the required personnel, equipment, material and financial resources to successfully deliver the Project. Commitment letters for the key personnel are found on pages B-222 through B-238 of the Technical Proposal.

We empower our employees to make decisions at the lowest level possible. This allows our team to effectively manage the project.

Benefits of our management structure:

- Dedicated managers and coordinators to oversee ROW, utilities, USCBP, and railroad work
- Comprehensive ROW acquisition team
- Environmental team to develop and implement our value-added soil and groundwater management plan
- Preventative risk-management approach
- Construction management personnel with extensive experience working in El Paso, with TxDOT, and local utility owners and subcontractors
- Quality team empowered to prioritize quality over production
- Public information team prepared to engage stakeholders and the public through a variety of communication methods
- Maintenance management involved during constructability reviews and life-cycle analysis

"CFC is excited about partnering with TxDOT to deliver the Project on time and within budget."

- Project Manager Gary Doty

Project Manager: Gary Doty

- Administrator of the Developer, available 24/7
- Single point of contact with full authority to execute the plans and decisions regarding the Project
- Supervises and manages the day-to-day, on-site operations of the Project
- Maintains an open-door policy with project staff
- Has final decision-making authority over any internal disputes that may arise, with exception of quality issues

Construction Manager: Willie Kramer

- Responsible for safety, labor, equipment, materials, cost, and schedule
- Ensures construction work meets project requirements and quality standards

Design Manager: Becky Fly

- Ensures the design meets all technical requirements
- All design engineers report directly to Becky

Lead Quality Manager: Mike Rausch

- Reports directly to the JV Executive Committee, with authority to stop work for quality-related issues
- Independent from the production team
- Develops, implements, trains, and manages the quality management plan

Highlighted/Value-Added Personnel

- Maintenance Manager Sergio Stibelman
- Railroad Coordinator Eric Eberhart
- Utility Manager Garrett Coffin
- ROW Acquisition Manager Arthur West
- Public Information Coordinator Linda Alvardo-Vela

PROJECT DEVELOPMENT PLAN SUMMARY

CFC will meet TxDOT's goals and objectives by implementing best practices on Americas Interchange. Our project development plan is highlighted below:

Technical Solutions

Utility: Our extensive utility analysis led to an optimized design, including shifting alignment for EPWU facilities crossing Doniphan Loop to minimize excavation depth, reduce project impacts and improve life cycle value.

Public Impact: CFC devised a phased construction approach that both minimizes traffic impacts, maximizes the safety of the public and project personnel, and minimized inconvenience to surrounding communities.

Planning with other Projects & Stakeholders: CFC dedicated USCBP and railroad coordinators to ensure effective communication and will work with other projects, such as the I-10 Collector Distributor project.

Environmental: ATC CFC03 uses heated bridge technology as an anti-icing system to eliminate anti-icing chemicals, helping the environment while also improving life cycle cost and maintenance performance.

Schedule: CFC prioritizes and expedites ROW acquisition and utility activities to protect the schedule while maintaining positive relationships with impacted parties.

Remaining within ROW: Our bridge and surface structure design stays within the project right of way while also locating piers to avoid utility conflicts improving overall project value.

Project Management Plan

Coordination with TxDOT: Communication plan that clearly identifies team member roles, lines of communication and decision making responsibilities.

Partnering: Kickoff partnering session with TxDOT includes key team members and stakeholders such as BNSF, UPRR, and USCBP to build a proper foundation for achieving TxDOT goals.

Disciplined Design Strategy: Integrated design team with discipline leads responsible for design consistency, quality and a focus on TxDOT's goal of improved traffic mobility.

Integrating Subs: Assign key managers to specialty contractors and incorporate subs into our task force groups to protect schedule and ensure TxDOT quality goals are met.

Quality: Intelligent quality checks and hold points are built into the construction quality plan to further our goal of "zero defects" and attaining the highest degree of quality possible.

Comprehensive Maintenance Plan: Providing TxDOT access to our key performance system (TIMES), allowing them to measure our goals and critical maintenance items.

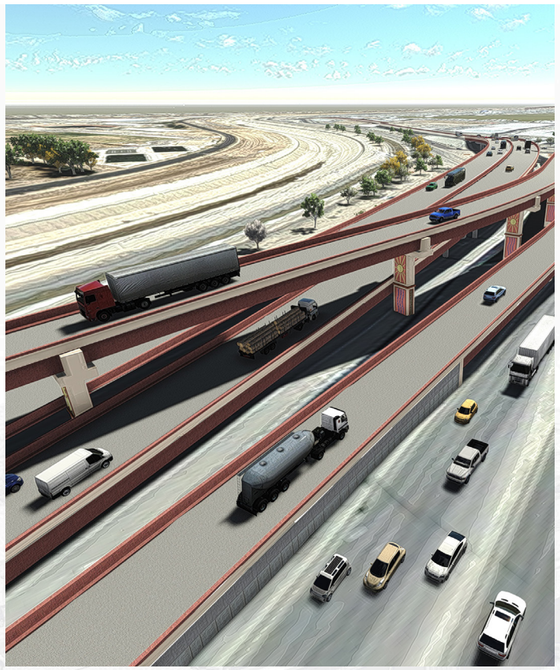
Comprehensive Construction Management: Dividing the project into manageable blocks allows our team to efficiently plan logistics and work sequencing and provide greater schedule certainty.

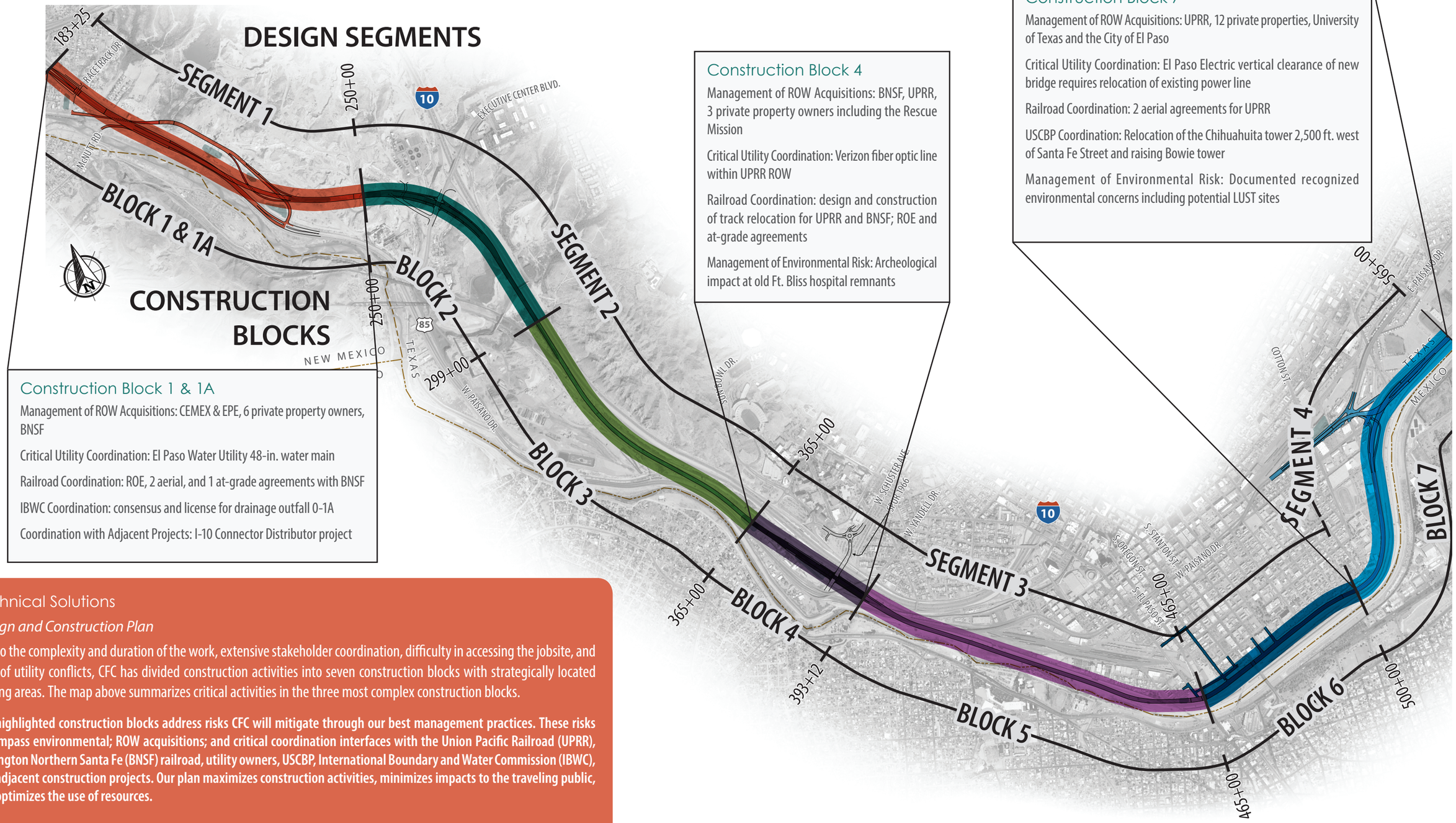
Quality Management Plan

Integrates TxDOT: Our document control system is compatible with TxDOT's system to ensure TxDOT has real-time access to all quality and project records.

ISO Compliant: The QMP will comply with ISO 9001:2000 for quality systems, plans, and audits to support our shared goal of achieving the highest degree of quality possible.

Monitor, Audit & Measure: All daily inspection and test reports are provided to TxDOT in an electronic format within 24 hours after the work shift providing real-time ability to make process improvements that maximize project value..





Construction Block 1 & 1A

Management of ROW Acquisitions: CEMEX & EPE, 6 private property owners, BNSF

Critical Utility Coordination: El Paso Water Utility 48-in. water main

Railroad Coordination: ROE, 2 aerial, and 1 at-grade agreements with BNSF

IBWC Coordination: consensus and license for drainage outfall 0-1A

Coordination with Adjacent Projects: I-10 Connector Distributor project

Construction Block 4

Management of ROW Acquisitions: BNSF, UPRR, 3 private property owners including the Rescue Mission

Critical Utility Coordination: Verizon fiber optic line within UPRR ROW

Railroad Coordination: design and construction of track relocation for UPRR and BNSF; ROE and at-grade agreements

Management of Environmental Risk: Archeological impact at old Ft. Bliss hospital remnants

Construction Block 7

Management of ROW Acquisitions: UPRR, 12 private properties, University of Texas and the City of El Paso

Critical Utility Coordination: El Paso Electric vertical clearance of new bridge requires relocation of existing power line

Railroad Coordination: 2 aerial agreements for UPRR

USCBP Coordination: Relocation of the Chihuahuita tower 2,500 ft. west of Santa Fe Street and raising Bowie tower

Management of Environmental Risk: Documented recognized environmental concerns including potential LUST sites

Technical Solutions

Design and Construction Plan

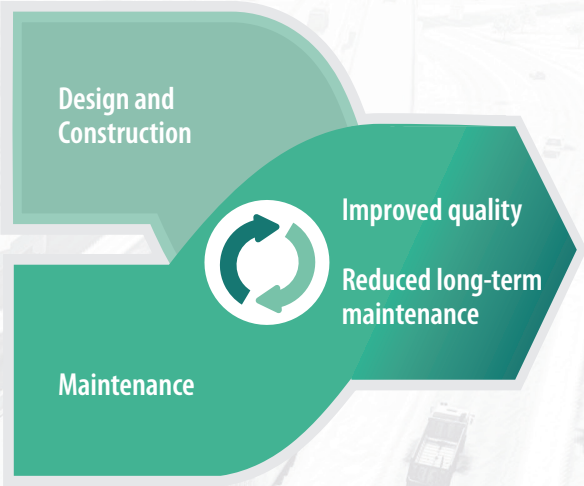
Due to the complexity and duration of the work, extensive stakeholder coordination, difficulty in accessing the jobsite, and type of utility conflicts, CFC has divided construction activities into seven construction blocks with strategically located staging areas. The map above summarizes critical activities in the three most complex construction blocks.

The highlighted construction blocks address risks CFC will mitigate through our best management practices. These risks encompass environmental; ROW acquisitions; and critical coordination interfaces with the Union Pacific Railroad (UPRR), Burlington Northern Santa Fe (BNSF) railroad, utility owners, USCBP, International Boundary and Water Commission (IBWC), and adjacent construction projects. Our plan maximizes construction activities, minimizes impacts to the traveling public, and optimizes the use of resources.

Maintenance Plan

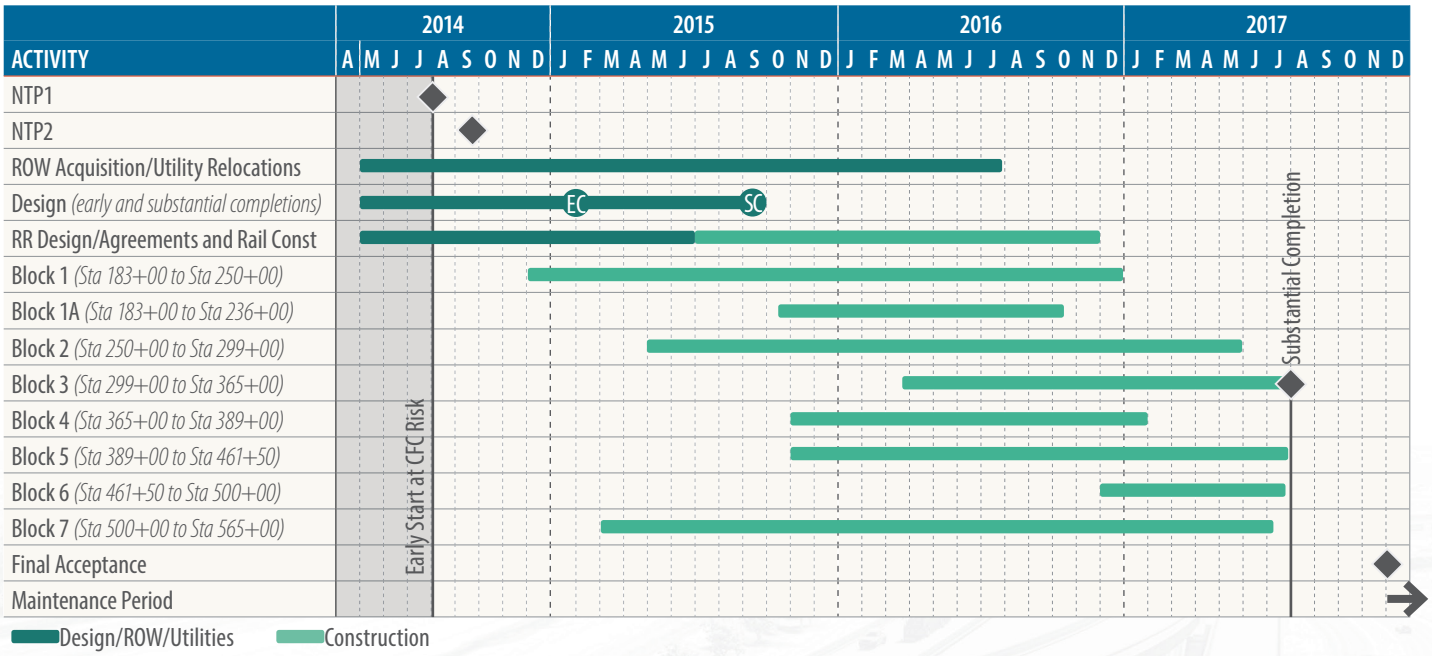
CFC incorporated a fully integrated maintenance team from the beginning of the design phase to ensure a seamless transition between design, construction, and maintenance. Design elements incorporate input from the Maintenance Management Plan (MMP) to ensure that final design has produced easily maintainable assets at the most efficient life cycle cost. We created a comprehensive work plan for years 1 through 15, which identifies all anticipated items requiring attention on the Project. In particular, the work plan highlights high-priority items, including graffiti removal; preventive drainage maintenance; sign, lighting and striping inspection and renewal; and asphalt pavement maintenance. Completing a comprehensive inspection of all assets in year 13 with renewal work performed in years 14 and 15 prior to handback is a key component of the plan.

CFC established an incident and emergency plan and a weather response plan based on our extensive history on similar projects. We also created a comprehensive maintenance services quality control plan that establishes consistent protocols and allows TxDOT quick and easy access to our results. CFC's safety culture encompasses maintenance, and we will prioritize safety for both our maintenance staff and the travelling public.



Features of the Maintenance Management Plan include:

- Maintenance team members engaged throughout design and construction to ensure efficient design choices and a smooth transition to the COMA
- Complete protocols and processes for carrying out inspections, audits, repairs, and reporting
- Management tools used to direct and control maintenance activities
- A traffic management and safety plan that ensures maintenance activities progress safely and with minimal hindrance to the traveling public
- A communication plan that facilitates partnering with TxDOT and local agencies and keeps appropriate stakeholders informed
- A comprehensive inspection of all assets in year 13 with renewal work performed in years 14 and 15 prior to handback to TxDOT.



Schedule

Our construction block and phasing approach provides for continuous construction activities that tie critical path construction into highly constrained work areas to maximize allowable construction during available time frames. This work plan not only supports TxDOT's goals but more importantly, it ensures:

- Cooperative understanding of UPRR and BNSF operations
- Minimizes impacts to the Chihuahuita Neighborhood
- Allows us time to interface with USCBP

To support our construction effort, CFC includes ROW acquisition and utility relocation expert CobbFendley. The 62 parcels have been identified with acquisition dates along with pending utility relocations identified.

Our plan for executing the work is a coordinated effort across the design, construction, and ROW teams to deliver the Project on schedule and with a high standard of safety and quality. For a smooth transition to the warranty and maintenance period, our maintenance subcontractor DBi Services will be engaged during design and construction.

Project Management Plan

CFC's team was assembled specifically to meet TxDOT's needs on the Project. Our integrated team worked side-by-side throughout the proposal process and preliminary project design and will continue to do so for the life of the Project. Key CFC staff will be co-located to provide a foundation for open and clear communication between team members; co-location encourages daily, one-on-one communication, innovation, impromptu meetings, over-the-shoulder reviews, and shared access to all critical project information.

Our project management plan is centered on partnering between TxDOT, CFC, and lead engineering firm Parsons Brinckerhoff. Partnering with TxDOT will result in a highly productive project team focused on identifying innovative solutions and reducing project cost. Key components of our management plan include:

Railroad Coordination:

- Dedicated design and construction railroad coordinators Larry Lumm and Eric Eberhart will manage railroad activities
- CFC will work with TxDOT and the railroads to obtain ROEs and other agreements
- Eric will coordinate daily with UPRR and BNSF to ensure all early deliverables, including assuring the agreements, are progressing as scheduled

Utility Coordination:

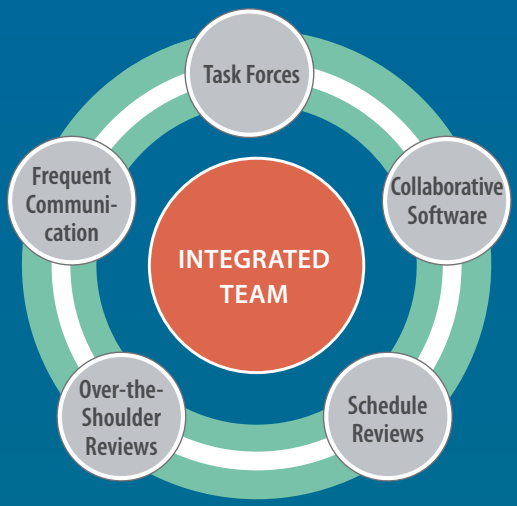
- CFC has designated Utility Manager Garrett Coffin to manage all utility actions, including interface and negotiation of all utility adjustment agreements
- Garrett will build upon our existing relationships with utility owners that have critical utility activities, such as El Paso Water Utilities (EPWU) and El Paso Electric (EPE)
- CobbFendley, who has an office in El Paso, allows our team to quickly respond and address local utility company concerns

Public Information and Stakeholder Concerns

- Our public information and communication plan will outline customer groups, public information tools, and recommended methods to engage and inform the public
- We will monitor construction activities based on comments and concerns gathered from the affected communities to address public concerns and minimize impacts, while meeting our commitments on the project
- Linda Alvarado-Vela and her staff will focus on high-touch communication methods with the Chihuahuita neighborhood to identify any areas of concern that could be mitigated with adjustments to our construction and maintenance plans
- CFC minimized traffic on local roads by positioning laydown yards with access points near US 85/Paisano and I-10

Environmental Management

- CFC's environmental compliance program will be staffed with environmental professionals working under the Project's comprehensive environmental protection program (CEPP), a program successfully used on four TxDOT design-build projects
- Supplement the hazardous materials management plan with a soil and groundwater management plan that establishes procedures to manage site contamination
- Task force meetings will be ongoing, issue-driven, and focused initially on design review and oversight, with focus transitioning to construction and then to maintenance.



Management

CFC's approach to project management is rooted in a partnering approach that holds communication as key to the overall success on the Project. CFC team members, TxDOT, and stakeholders will be provided current information on design and construction progress through methods such as co-location, constructability reviews, task force meetings, schedule reviews, and document management.

We thoroughly analyzed the project risks and developed a detailed mitigation strategy that, together with our extensive experience with these types of risks, enables our team to effectively manage them.

Our project controls team will monitor the status and performance of all project activities. We used a cross functional team approach, with emphasis on ROW acquisitions, utility relocations, and long-lead items, to prepare the project schedule. Subcontractor activities will be fully integrated and progressed with each schedule update.

Design Management

Design Manager Becky Fly and Design-Build Coordinator Kurt Thomas will work together on a daily basis to organize design activities and design priorities. Their joint collaboration will ensure that constructability issues and construction priorities are incorporated into the design schedule. CFC will continue using the proven approach of task forces to integrate both design, construction, and appropriate TxDOT staff.

QUALITY MANAGEMENT PLAN

Our team is committed to managing an ISO-compliant quality program in a professional, collaborative, and responsible manner that ensures the Project is successfully built in accordance with the contract. The objectives of our quality program include:

- Establishing controls and protocols to ensure contract requirements are met
- Integration of TxDOT to ensure TxDOT has real-time access to quality records
- Establishing a process that encourages continual improvements
- Developing, training, and focusing personnel to achieve a culture of quality
- Fostering an environment that encourages and recognizes teamwork, leadership, problem solving, and a commitment to a high standard of quality

Our team has structured its quality organization to manage the process in an efficient and effective manner. The quality staff will maintain autonomy from the production team to enforce compliance with the contract obligations, including stop work authority regarding matters of quality.

DESIGN QUALITY MANAGER: JIM FOWLER

We will engage in a series of informal and formal design reviews to ensure compliance with the contract and review constructability, usability, reliability, maintainability, operability, and safety of the design. Formal design reviews will take place at 60% and 100% design. Information reviews will include kickoff meetings, task-force meetings, TxDOT over-the-shoulder reviews, and constructability reviews. We will control and track design changes through a systematic approach which ensures the Project is built using the most current design plans.

MAINTENANCE QC MANAGER: DOUG AARONS

Our Maintenance Services Quality Management Plan is based on the same principles as the design and construction quality plans, and implements the same processes for preventing and correcting deficiencies and noncompliance work. As with construction, quality and audit standards will be consistent with ISO 9001, and will include measures for control of quality records, management reviews, internal audit protocols, and means of continual improvement.

CONSTRUCTION QC MANAGER: MIKE RAUSCH

Our team's quality goal, is to prevent deficiencies and noncompliance work. Our Quality Management Plan (QMP) includes detailed preventative processes based on planning and communication to promote immediate action so that deficiencies are avoided. In the event they occur, our QMP contains processes for immediate corrective action, issue tracking and reporting, and process changes to prevent repeat noncompliance or defective work. Our quality staff will provide TxDOT with adequate notice and access to the site to facilitate TxDOT's oversight responsibilities.

DBE Program

CFC brings in-depth understanding of the local small business subcontractor and vendor markets in El Paso, which will be critical to successful project execution. As both individual companies and a joint venture, our commitment to promoting disadvantaged business enterprises (DBEs) through an ongoing series of programs, initiatives, and mentor/protege alliances has never waivered. CFC views partnership with local DBE firms as mutually beneficial and supports the positive impact these partnerships have on the community's economic health. These businesses foster innovation, creativity, and healthy competition, adding great value to project teams in a wide variety of meaningful roles. CFC is committed to meeting the 8 percent DBE goal in both design and construction.

CFC has already begun identifying areas of work that allow meaningful participation of DBEs during design and construction. We will participate in local DBE outreach events and place advertisements in minority-focused publications to maximize participation on the Project. We will implement mentor protege relationships based on Zachry's award-winning DBE mentor protege program. By actively engaging local DBEs and incorporating them into our team, CFC maximizes opportunities for DBE firms to further develop skills that will enable them to manage future TxDOT work.

On-The-Job Training

CFC's robust mentoring and job training program will contribute not only to a successful project but also to the El Paso region as a whole. CFC's mentoring and job training plan consists of three main components: 1) utilization and training of DBEs; 2) mentoring of DBEs and small businesses; and 3) implementation of an on-the-job training program. The graphic below details our on-the-job training program.