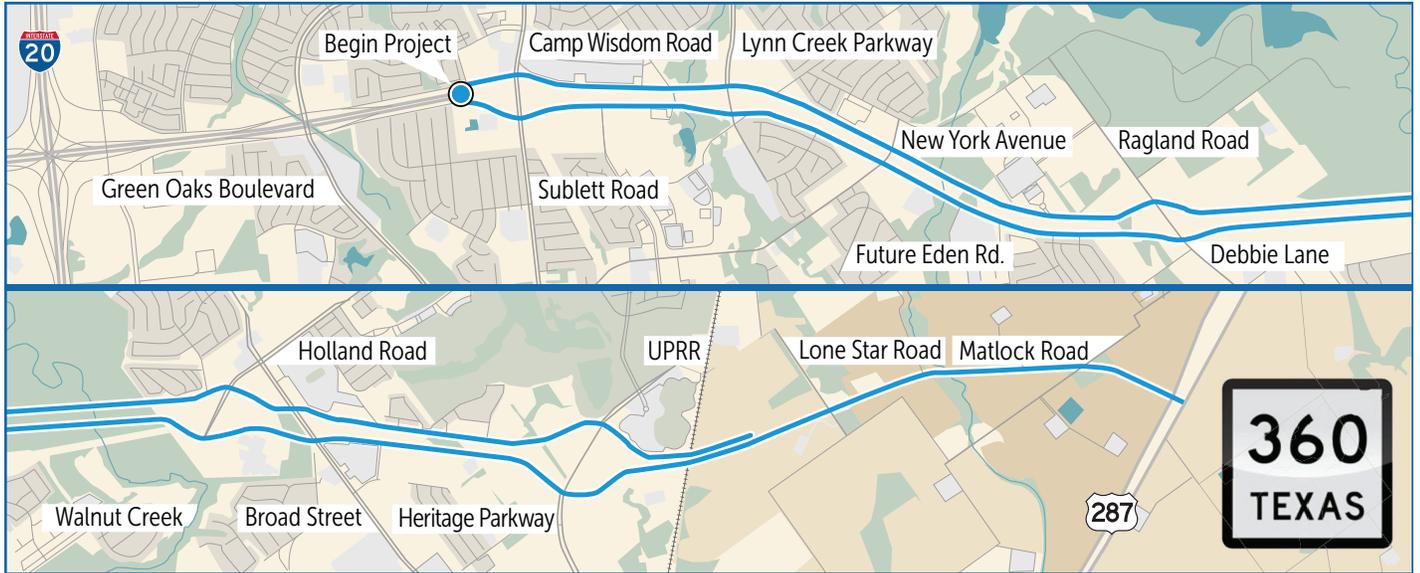


Executive Summary

Balfour Infrastructure, Inc. (BBI) has teamed with **HDR** to provide the best value to the **Texas Department of Transportation (TxDOT)** and the **North Texas Tollway Authority (NTTA)**. Our Team's success in delivering design-build (DB) projects is proven from working together on multiple projects with design and construction values greater than \$2.5 billion.



Balfour Beatty Team Strengths That Benefit TxDOT



BBI and HDR are local firms with extensive **TxDOT and NTTA** experience and the best knowledge of SH 360. HDR provided the **initial schematic design** and environmental assessment for SH 360. BBI provided NTTA with **similar toll and bridge infrastructure** on SH 161 that will be used on SH 360.

Our Team offers a **safe and secure environment** to the surrounding communities for the duration of the SH 360 Project. Proposed Project Manager Randy Ferraresi has managed more than **4 million manhours of construction** in the Dallas-Fort Worth area **without a lost time incident**.



The BBI Team commits to **increasing workforce development and training opportunities** while **maximizing HUB and SBE participation** on your Project, as we have done for Horseshoe, SH 121 and I-35E projects in this region. Our Team already includes nine HUB and SBE firms.

Our Team will leverage our **extensive toll system integration experience** to meet or **exceed roadside safety requirements** while **minimizing impacts to the roadway**.



BBI received a **visual quality bonus from NTTA** on SH 121. Our Team will build on our existing relationships with TxDOT and NTTA to deliver a Project that is **aesthetically pleasing to the community** and **maintains mobility throughout the Project area** during construction.

Overview of Team



BBII has been providing toll road projects in Texas for 20 years.

BBII has assembled an experienced team with the hands-on processes to deliver on TxDOT's Project goals for construction mobility, long-term traffic flow enhancements, environmental sensitivity, safe construction and HUB and SBE participation. We will deliver innovative technical solutions and add to our history of on-time or early construction completion.

Proposer/Equity Member

Balfour Beatty Lead Contractor

Balfour Beatty Infrastructure Inc BBII's Texas division primarily serves the highway infrastructure markets for TxDOT and the NTTA. BBII worked in joint venture to deliver SH 130, SH 161 and currently the Dallas Horseshoe project. BBII is ready to apply our experience and DB best practices to SH 360. Since our first project in Texas in 1994, the Southwest Region has completed work for TxDOT and the NTTA ranging in scope from \$3 million to more than \$1 billion, alone and in joint venture (JV) under various delivery models.

BBII brings the following capabilities:

- ▶ **Texas DB Experience** — Currently, BBII is delivering the \$798M Horseshoe project in JV in North Texas. Other recent successful projects include SH 130 and SH 161.
- ▶ **Qualified Personnel** — Principals of BBII's Southwest Region and most of its key managers have more than 25 years of experience each in working with TxDOT. Since 1994, BBII has completed more than \$2.9 billion in highway projects designed and constructed under TxDOT's standard specifications. BBII's proposed Project Manager Randy Ferraresi has 30 years of boots-in-the-dirt experience including on-time delivery of 14 projects in the North Texas area.
- ▶ **Zero Harm** — BBII conducts all operations under the Zero Harm program, which is aligned with TxDOT safety goals to avoid accidents and risks to workers, visitors and the traveling public. We also commit to building this Project with zero environmental violations.
- ▶ **Strong Relationships with Local Subcontractors** — BBII will use proven relationships with local subcontractors and suppliers to provide competitive pricing to TxDOT for SH 360. The Team has been supplemented with local subconsultants we have worked with before who will bring additional expertise and local knowledge for the successful delivery of SH 360.

Major Participants

HDR Engineering, Inc. is an employee-owned firm in operation since 1917. The firm has extensive TxDOT and NTTA design experience and led the SH 360 Schematic and Environmental efforts. HDR's in-depth knowledge of the project and established stakeholder relationships (TxDOT, NTTA, City of Grand Prairie, City of Arlington, City of Mansfield, NCTCOG) will be a great benefit to the Team. HDR has worked beside TxDOT to deliver some of the largest urban highway reconstruction projects in the state including the ongoing IH 35E Managed Lanes and Reconstruction, President George Bush Turnpike – Western Extension, US 75 Widening, SH 130, SH 45, PGBT SH 161 Phase 4, IH 20/SH 183 Interchange, SH 130 and the IH 30/PGBT Interchange. HDR also has one of the largest right-of-way (ROW) groups in the state.

Raba Kistner Infrastructure, Inc. (RKI) is a privately held Texas Corporation. The company has provided innovative engineering solutions for Texas roadway and bridge projects for the past 46 years. RKI will serve as the independent design and construction QA firm. Recent Texas projects include the PGBT SH 161 Phase 4, Liberty Parkway (Spur 601), US 290 East and all segments of SH 130 (Segments 1-6). RKI is familiar with and has developed systems to support Owner Verification Testing including audit and statistical validation requirements of FHWA.

\$2.5 BILLION Value of work BBII and HDR have successfully completed together

Summary of Changes to Proposer's Qualifications Submittal

The BBII Team has made no changes to the Qualifications Submittal (QS).

Summary of Changes in Proposer's Organization

We have not made any changes to our organizational structure. We have supplemented our QS organization to conform to the specific requirements of TxDOT's Request for Proposals, Technical Provisions and the DB Agreement. John Ortlieb from RKI has been added as Key Personnel in the role of Environmental Compliance Manager. Danny Rains from BBII has been added as Key Personnel in the role of Maintenance Manager. We have also added additional subconsultants to our Team to meet the revised HUB and SBE contracting goals.

Summary of Proposed Management, Decision-Making & Day-to-Day Structure of Proposer

BBII's Team is led by our proposed Project Manager Randy Ferraresi, who will be the single point of contact for TxDOT. Randy has managed multiple TxDOT and NTTA projects simultaneously totaling \$375 million. BBII's Team also includes an Executive Committee consisting of senior executives from design, construction and quality control. The Executive Committee will support the project management team during start-up and ensure the Project is mobilized quickly and efficiently while maintaining solid relationships with TxDOT and stakeholders. They will continue supporting management throughout the life of the Project.

Key Personnel Commitment

BBII and its partners commit to providing the Key Personnel identified in this Technical Proposal. BBII represents, warrants and covenants that the personnel listed in the Proposal are available for and will fulfill the roles identified for them in the Proposal in connection with the work.

Summary of Project Development Plan

Technical Solutions

TxDOT has identified three options to be potentially included as part of SH 360. Each option will upgrade the base Project by bringing additional elements from the Ultimate Project as funds are identified.

- ▶ **Option 1** extends the mainlane improvements over Matlock Road. Furthermore, Option 1 adds an additional northbound mainlane and shoulder improvements for the roadway south of the UPRR crossing.
- ▶ **Option 2** builds a limited portion of the westbound frontage road along US 287 and provides two new bridges to allow US 287 to cross over the proposed frontage road box included in the base bid.
- ▶ **Option 3** consists of nine sub options. Each cross street may be upgraded to the Ultimate condition based on available funding.

PRESIDENT GEORGE BUSH TURNPIKE

WESTERN EXTENSION





The President George Bush Turnpike – Western Extension provides long-needed relief of traffic congestion in the Dallas-Fort Worth area, which ranks as the sixth most congested U.S. metropolitan area.

The complex 11.5-mile project includes four tolled main lanes, more than 45 bridges, nearly 1 million square feet of retaining walls, 18 ramp connections with overhead gantries for toll equipment, four- and five-level interchanges, and a railroad bridge over the tolled main lanes.

As part of North Texas Tollway Authority's largest ever contract and first design-build project, the innovative project team reduced costs by more than \$10 million through 12 alternative technical concepts. A creative combination of federal and state grants along with loan agreements allowed the corridor to be developed five to 10 years earlier than planned.

The project's many social, economic and sustainable design benefits included improved motorist safety and mobility, faster goods movement, more efficient tolling, better air quality, and efforts to minimize environmental impacts during construction.

HDR's team performed a cost and schedule analysis showing the project could be completed on time and at a lower cost by switching to a design-build approach – a key factor in delivering the corridor on time for \$472 million in design and construction costs, \$16 million below budget.

The total program cost \$502 million, \$44 million below budget. By delivering the program on schedule and 8 percent below budget, the entire team exceeded NTTA's needs and provided a sustainable model for future roadway infrastructure projects.

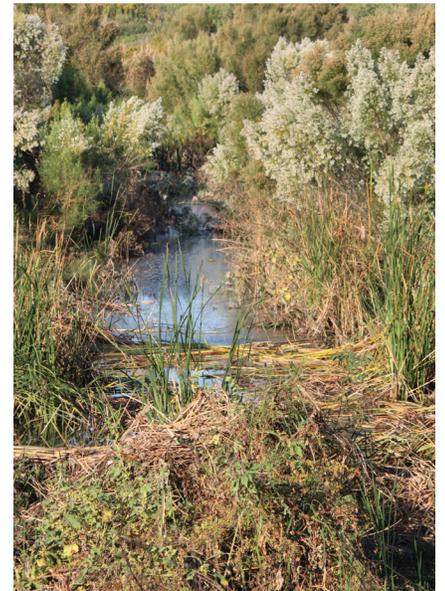






Project: President George Bush Turnpike – Western Extension | Grand Prairie, TX
Client: North Texas Tollway Authority | Plano, TX
From: HDR | Dallas, TX

HDR won an award for the President George Bush Turnpike Western Extension—NTTA's largest ever and first DB project. HDR's team reduced costs by \$10+ million through 12 ATCs.



RKI's Environmental Compliance Manager, John Ortlieb, will identify listed species, conduct field surveys and work closely with TxDOT to develop mitigation approaches. Migratory birds are anticipated during construction of SH 360, with has proximity to Joe Pool Lake. RKI's environmental team includes professional biologists who can quickly respond to Project needs.



The BBII Team's focus on a safe work zone begins with planning in the design phase through scheduling and sequencing in a traffic management plan to minimize impacts to the traveling public, the local community and the environment.



On NTTA's President George Bush Turnpike Toll Collection Ramp Modifications project, HDR worked with the contractor to reduce costs by eliminating portable barrier through the use of the permanent barrier to protect the work area in the second phase of construction. This also eliminated the need to move and reset the construction crash attenuator, giving the NTTA additional cost savings.

ZEROHARM

MAKE SAFETY PERSONAL

The safety manager for this Project, Mark Preusse, will report directly to the on-site project manager and has dual reporting to BBII executives. Mark will have the authority and directive to stop production of any activity if there is an unsafe act observed or a potentially unsafe condition developing.

Alternative Technical Concepts (ATCs)

The success of this Project is dependent on creative alternatives that provide benefits and maximize scope. Our innovative ATCs provide our clients and stakeholders significant benefits while meeting overall Project goals. The BBII Team fully accepts risks and responsibilities for ATCs included in our proposal. These conditionally approved ATCs provide the same functional scope included in the Project but represent savings in capital costs, maintenance costs and schedule by either improving or maintaining the same level of quality, safety, public impacts or the environment. All conditional approval requirements will be met to satisfy particular circumstances or requirements. None of the incorporated ATCs require Contractor Designated ROW. Following the NTP, the BBII Team will continue to provide innovative solutions throughout the design development phase. Concepts developed by our Team or ideas developed in collaboration with TxDOT, NTTA or other stakeholders will be carefully evaluated to maximize sustainability and consistent with our Team's Zero Harm safety program while minimizing impacts to the environment or stakeholders. Each concept will also be reviewed to confirm reduction in upfront costs while reducing long term expenditures.

Project Management Plan

A successful DB project needs a team structure that allows members to operate clearly defined responsibilities, efficient communication, effective work processes and assimilation of TxDOT into the Team. The BBII Team is comprised of experienced managers, engineers, local technicians and subcontractors committed and ready to deliver the Project. Our organizational chart emphasizes the roles and responsibility of each of our highly qualified key personnel and supports the goal of including TxDOT as a team member. Partnership is a crucial element of successful project delivery. Proven communication tools and early alignment on Project goals facilitate positive relationships among the design and construction teams, TxDOT, NTTA, FHWA and other stakeholders. We will leverage the tools we have used successfully on past DB projects to maximize the effectiveness of our communication and goal alignment. We will develop critical Project relationships through weekly project manager briefings, Technical Work Groups (TWGs), DB coordination meetings, senior staff meetings, partnering and prompt issue resolution. During the proposal phase, our Team performed a thorough risk evaluation. Our risk management approach is designed to minimize surprises for TxDOT and enhance TxDOT's local credibility through avoidance of controversy or project delays. To ensure the effectiveness of mitigation strategies, BBII will assign the risk to the person or organization most capable of managing the risk. All BBII Team members will report on risk mitigation efforts throughout the Project.

A primary focus during construction of SH 360 is safety. With Zero Harm, uncompromising commitment to safety is essential to BBII's culture. This focus on a safe work zone begins with planning in design through scheduling and sequencing in a traffic management plan to minimize impacts to the traveling public, community and environment.

Developing a comprehensive baseline schedule is the first step in delivering the Project on time and under budget. Being able to use the schedule to monitor progress against the plan is equally important. The BBII Team will draw from local knowledge and systems proven on previous DB projects to develop a realistic, detailed baseline estimate and remain within budget. The master schedule will be organized by a work breakdown structure that allows schedule activities to be separated into design, construction and maintenance.

Adequate resources are essential to effective Project execution. A key strength of our Team is a depth of resources to meet schedule milestones. The design for the I 35E project is nearing completion in parallel with the anticipated NTP1 for SH 360—this places BBII in the unique position to transition design personnel experienced in execution under the DB model. We are prepared to provide a rapid response to any unexpected needs for additional resources.

In the fast-paced DB execution environment, we have found that effective and timely communication is best accomplished through face-to-face interactions that result in documented responsibilities accessible to everyone through our Electronic Data Management System. We will customize this system to meet the needs of TxDOT and the Project. We will use FORTIS-SE and ProjectWise to make sure all Team members work from the most current documents. Engineering Laboratory Vital Information System (ELVIS)—software proven in Texas on the SH 130, SH 161, Horseshoe and 281/1604 Interchange projects—will be used to collect, process and report testing inspections and test results. From inception to delivery of completed records, BBII has a proven plan to manage the Project for success.

BBII will be the lead maintenance firm responsible for maintenance during construction and during the COMA. BBII will supplement the Team with qualified subcontractors to perform design work, General and Specialist Inspections and audit inspections to meet the needs of the COMA. BBII's parent company is currently providing maintenance services for eight major highway projects. BBII will bring lessons learned from these projects to benefit TxDOT and the NTTA in the maintenance of SH 360.

Quality Management Plan

The BBII Team's Quality Management Plan (QMP) represents a wealth of collective experience and valuable lessons learned from successful execution of QA/QC on DB projects. The projects delivered by BBII Team members include the San Antonio U.S. 281 Interchange, SH 161, SH 130 Segments 1-6 and Utah's I-15 CORE. An ISO 9001:2008-compliant QMP will steer BBII's approach to quality management. The QMP provides the foundation for planning, establishing, executing, and continually improving the overall quality system requirements, including the Design Quality Management Plan, Construction Quality Management Plan, Maintenance Management Plan and Comprehensive Environmental Protection Program. These plans will be founded on the requirements of the DBA with auditable operational processes and procedures for the QC and QA components of the respective plans. Five core procedures in BBII's QMP will drive the consistency and expectation of quality implementation during all stages of the Project. These ISO-compliant procedures are:

- ▶ Control of Documents
- ▶ Control of Nonconformance
- ▶ Control of Records
- ▶ Corrective/Preventative Action
- ▶ Internal Audit

BBII's quality management approach on fast-moving DB projects is to instill effective integration and clear communication in a team of distinctly different disciplines and roles. This approach has proven to foster efficiency, productivity and successful delivery by defining responsibilities for all stakeholders during mobilization, design, construction and maintenance. Our QMP will also contain procedures for management review, personnel competency and training, supplier evaluation, measurement and analysis and customer satisfaction, further implementing ISO 9001:2008 requirements.

Historically Underutilized Businesses (HUB) & Small Business Enterprises (SBE) Approach

At BBII, partnering with small, minority and women-owned business enterprises (S/M/WBEs) is more than a corporate social responsibility policy; it is a non-negotiable standard of performance. Within the last five years, our construction division (BBCUS) awarded more than \$5 billion in S/M/WBE contracts. BBII will reach out to HUBs and SBEs to offer Project opportunities and to help them overcome barriers they may have in small business growth. We extend beyond meeting TxDOT's numerical goals to create meaningful opportunities through workshops, training, mentoring, ongoing networking and relationship building opportunities. The experience gained by these HUBs and SBEs will help their firms grow and prepare to bid future TxDOT work as a prime.



The BBII Team understands that developing successful HUB and SBE firms is important to TxDOT and NTTA and we are dedicated to helping these firms achieve that success, which ultimately prepares them to bid future work as a prime contractor.

BBII's SH 360 Team will build on the cohesive partnership already formed between TxDOT and Pegasus Link Constructors on the Dallas Horseshoe project. Our HUB and SBE Mentoring and Public Information Lead will carry over valuable lessons learned from Horseshoe to SH 360.