

TAB

A. EXECUTIVE SUMMARY

Serving approximately 380,000 vehicles per day, the interchange of IH 30 and IH 35E (part of “the Mixmaster”) is one of the most heavily used in the country. Completion of the vital facility upgrades included in the Horseshoe Project will drastically improve capacity, vehicle operation, safety, travel speeds, mobility, and air quality.

Pegasus Link Constructors (PLC), a proposed, integrated limited liability company composed of the two equity participants, Fluor and BBII, is a continuation of our successful 10-year partnership in Texas that has resulted in three lowest-cost/highest-value DB bids in Texas in the last eight years. We are established members of the Dallas business community and many of our public and private sector clients reside in Dallas. Therefore, we not only understand the importance of the success of the Project, but the commitments TxDOT has made to the Project and why.

We have a team with specific knowledge and experience to address the technical and logistical challenges of the Horseshoe Project. With this combined team, we are positioned to achieve an early start and early completion of the Project.

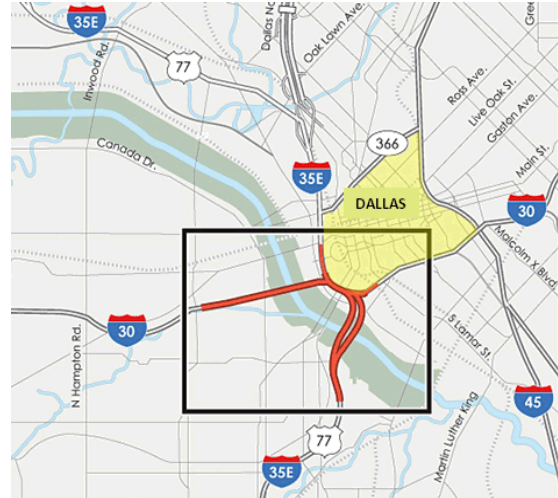
Our Team



Pegasus Link Constructors (PLC) brings together two of the largest, most experienced, and most successful DB transportation firms in the world. Each member brings TxDOT the benefit of a huge pool of expertise, experience, working relationships, and critical resources (equipment and personnel) ready to address the key challenges of the Horseshoe Project.

Dallas region

FLUOR Fluor Enterprises, Inc. (Fluor), one of the largest engineering and construction companies in Texas and the world, has annual revenues of more than \$20 billion and is ranked as one of the world’s top contractors and design-build firms by Engineering News-Record (ENR). With its



The Horseshoe Project – a critical component of the transportation system and economic growth of the

worldwide corporate headquarters in Dallas, Fluor combines a vested interest in a successful Horseshoe Project with a broad base of international experience in the planning, development, and financing of major highway and infrastructure projects, including such projects as SH 130 in central Texas and SH 161 in North Texas. Fluor’s financial stability, its demonstrated ability to use innovations to advance infrastructure projects, and its capability to deliver a guaranteed price and schedule on major transportation projects will be a crucial contribution to the success of the Horseshoe Project. With over 60 years of performing complex projects in Texas and more than 4,900 engineering and construction employees in the State, Fluor has the capabilities, knowledge, and position to make the Project a success.

Balfour Beatty Balfour Beatty Infrastructure, Inc. (BBII)

is a wholly owned subsidiary of Balfour Beatty plc, an engineering, construction, and services group serving the international markets for rail, road, utility systems, buildings, and complex structures. BBII’s Texas division primarily serves the highway infrastructure markets for TxDOT, the North Texas Turnpike Authority, and the Harris County Toll Road Authority and has executed major infrastructure projects throughout Texas. Successful projects include the



George Bush Turnpike, the Dallas North Tollway, multiple sections of Sam Houston Toll Road, Katy Freeway, and Westpark Tollway in Houston. BBII was an equity partner with Fluor on the SH 130 Project and is a partner on the current SH 161 Project for NTTA.

Other Team Members

PLC has specifically selected other key subcontractors and subconsultants with specific skills, experience, tools, and resources to supplement our team and improve our ability to address the Horseshoe's technical challenges and key risk factors. Our equity members have extensive experience with each of these companies, giving TxDOT the assurance that our team will rapidly integrate and become highly productive at NTP. The following is a brief description of each of these companies.



PB will be PLC's lead designer. PB is a leader in the development and operation of infrastructure projects to meet the needs of communities around the world. PB has maintained an active presence in Dallas since 1980, where they have supported numerous clients such as TxDOT, DART, the City of Dallas, NTTA, and major private entities. This experience includes work on Project Pegasus, Trinity Lakes Project, and the Trinity Parkway Project, giving PB invaluable insight that will be applied to the Horseshoe Project. Their strong knowledge of the regulatory and business environment in the state of Texas and working relationships in the Dallas area, in particular, will promote efficient and cost-effective solutions for the Horseshoe Project.

AECOM AECOM Technical Services, Inc. (AECOM)

—As a subconsultant to PB and a lead for a major area of the Project, AECOM will provide the depth of resources and expertise to keep the Project on schedule and at the highest quality. AECOM has 64 years of Texas operating experience and more than 34 years of experience providing design services to contractors for large transportation

DB projects. AECOM has provided project and technical leadership on SH 130 Segments 1-4 and Segments 5 and 6, SH 161 Phase 4, and North Tarrant Express Segment 1W. In fact, with the AECOM/PB combination, the PLC design teams provides experience from every TxDOT DB transportation project.



Transfield Services Infrastructure Inc. (Transfield Services)

Transfield Services is a leading international provider of operations, maintenance, asset management and project management, services. They were founded in 1995 to develop a business approach to operations and maintenance that treats infrastructure as an investment to be managed to meet a predetermined rate of return. Today, Transfield Services provides a full range of maintenance services for more than 13,000 lane miles of highway throughout North America including projects in Texas, Alaska, Florida, Maryland, North Carolina, Virginia, and the District of Columbia. Transfield Services was notably a team member of Fluor and BBII's on the SH 130 DB project in Austin, Texas and provided maintenance services under contract to TxDOT Waco District for 115 miles of I 35.



American Bridge, with over 112 years in the business, is currently ranked as the largest bridge-builder in the United States and is the preeminent constructor of complex suspension bridges. American Bridge will be the primary subcontractor for construction of the signature Margaret McDermott bridges on IH 30.



Raba Kistner Infrastructure, Inc. RK has provided innovative engineering solutions and quality management services and systems on roadway and bridge projects throughout Texas and Utah for the past 44 years. As a Texas-based company, RK will serve as the design and construction QA firm, along with environmental compliance monitoring and permitting. Raba Kistner has extensive experience working with Fluor and Balfour Beatty around the country including being the



independent QA/QC firm on SH 130 in Austin and I-15 in Utah.



Kleinfelder is a leader in geotechnical services for the transportation industry with extensive experience in DB delivery of numerous transportation projects throughout the United States and detailed knowledge of ground conditions in Dallas. Kleinfelder will serve as the lead geotechnical engineer for the Project. Having extensive experience on projects with the PLC equity partners, PB, and AECOM, Kleinfelder professionals will be able to quickly integrate into this team and provide innovative solutions based on sound engineering principals.

Key Advantages of the PLC Team

In order for the Project to be a success, the PLC Team will implement our proven DB structures, processes, procedures, and systems to achieve the following critical success factors:

Early Completion and Public Use. The faster the improvements are put in place, the earlier the benefits of reduced congestion, better air quality, and economic development can be realized by the region. PLC has assembled and organized a team of companies with expertise, experience, and knowledge to quickly address the project challenges. We have assigned the most qualified personnel from our individual companies and we have a focused project team poised to identify and implement innovative solutions to deliver the Horseshoe at the lowest possible cost and at the earliest possible completion date. We will also apply our vast knowledge and experience from vendors, suppliers, and stakeholders that comes from decades of engineering and construction experience in Dallas and Texas.

By leveraging and improving on plans and procedures already approved by TxDOT and applying our past DB lessons learned, PLC is well positioned to quickly mobilize, organize, produce, and advance the Project on the fastest time-scale possible. We believe our working relationships with each other and the TxDOT

Dallas team will result in a highly productive project team focused on identifying and implementing innovative solutions that will significantly drive down cost and schedule.



The PLC members have worked with TxDOT Dallas District extensively to deliver complex MOT plans at critical interchanges on the SH 161 Project.

Maintenance of Traffic and Construction Sequencing.

Due to the heavy traffic volume, working with TxDOT and other stakeholders to develop and execute effective Traffic Control Plans will be essential to public perception, public safety, and the overall success of the Project. The PLC equity partners have extensive and successful experience in this area. On SH 130, the Austin District staff recognized the value of our processes to develop effective plans and keep stakeholders involved and informed. On SH 161, we were able to work effectively with the TxDOT Dallas District traffic staff to develop a plan that allowed the work at the IH 20 and IH 30 interchanges to be conducted safely and without major disruptions to traffic. We also worked extensively with major stakeholders along Highway 360 to make sure access to special events occurring at major sports venues in the area were not impacted by our construction staging.

Effective Public Outreach. Project success will be tied to receiving and maintaining strong support from the public and key stakeholders. Success also depends on developing plans and communication tools that keep the public well-informed and allow motorists to make decisions to minimize impacts to their commutes.



PLC has established working relationships with TxDOT Dallas District and key Project stakeholders. We also have public outreach plans and procedures proven and executed in partnership with TxDOT on DB projects that will be tailored to the specific needs of the Horseshoe Project. This provides the foundation of a successful Public Outreach Program that will maintain the high level of public support the TxDOT Dallas District has worked hard to establish.

Quality Results in Design and Construction.

Superior quality is a trademark of the equity partners of PLC, and we have built our reputation around delivering quality facilities of unmatched life-cycle value. We believe strongly that achieving high quality in design and construction from the start is critical to preventing unnecessary rework and completing the Project.

Our long-term team member Raba Kistner (RK) will provide general oversight of the independent quality program for both design and construction. Our success and familiarity with RK's TxDOT-approved procedures and systems will drive high levels of quality from the early stages of the Project. This will allow us to focus on finishing the project to TxDOT requirements at the earliest possible dates. The experience of key quality managers in working with TxDOT, combined with their SH 130 experience, will be a solid foundation for partnering with TxDOT on quality issues.

DBE and Local Business Participation. The involvement of local contractors and material providers in the Project will drive economic development and foster project support. PLC believes using local and DBE and small business firms on the Project makes good business sense because these firms typically offer the most competitive prices and they provide the depth of knowledge of local conditions that drive project success.

Because PLC team members are long-term corporate citizens of Texas and the DFW region, we recognize the economic benefits of DBE and

local contractor participation. We have been actively involved with Texas DBE/ HUB contracting for over 50 years and the result of our efforts have produced numerous awards and citations. Our DBE/HUB subcontracting plan on the SH 130 Project exceeded all goals. We will bring the same focus and lessons learned to the Project.

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. Due to the volume of material. Proposer Information, Certification, and Documents are provided in Volume 1a. Rolled Drawings are provided as Volume 1b. Project Schedule (11 x 17) is provided as Volume 1c

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

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

The only changes to PLC's Qualification Statement (QS), are as listed below.

Summary of Changes in Organization and Key Personnel Since QS

The following is a summary of changes in Key Personnel since the submittal of the QS as



detailed in our August 21, 2012 letter to TxDOT. TxDOT has approved these changes.

Changes:

| Position | Name | Change |
|---|-------------------|--|
| Environmental Compliance Manager | Raymond Stillwell | Replaces Steve Funderburg |
| Deputy Project Manager - Construction | Dan Young | Assumes additional roles of Project Superintendent/ Construction Manager |
| Construction Quality Acceptance Manager | John Roberts, PE | Assumes the additional roles of Maintenance QC Manager |

VMS Inc. has recently been acquired by Transfield Services and officially changed the name to Transfield Services.

Additions (as required by RFP):

| Position | Candidate's Name |
|---|----------------------|
| Deputy Project Manager - Design | Justin Nielson |
| Public Information Coordinator | Katrina Keyes |
| ROW Manager/ROW Acquisition Manager | Ann Scruggs |
| Utility Manager | Chris Prosperi, PE |
| Lead Roadway Design Engineer | Jim Distin, PE |
| Professional Services Quality Control Manager | Bruce Dinkheller, PE |
| Construction QC Manager | Sheldrick Penton, PE |

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

PLC's organization is based on the structure we have used as partners in successfully completing many DB projects across the country, including the SH 130 Project in Austin and the SH 161 Project in Dallas. We have customized the backbone of this proven structure to specifically focus on the critical issues for the Project:

- Early completion of facilities that could to improve mobility for the traveling public
- Maintenance of traffic and safety of the traveling public during construction

- Management and control of subcontractors
- Increased public awareness/public support by proactive stakeholder engagement
- Respect for the environment and commitments made to the community
- A strong partnership between PLC, TxDOT Dallas District, Project Stakeholders, and the residences and businesses in the Project area
- Local and DBE participation
- Superior quality and continuous performance improvement
- Management of an aggressive schedule
- Involvement of maintenance personnel in design to make sure life-cycle costs considerations and operability/ maintainability issues have been addressed

The backbone of the PLC 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 Manager, Bob Stevens: Professional Services (Design, Environmental Compliance, Community Involvement, and Independent QA), and Construction Services (Construction, Safety and Construction 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.

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, and Geotechnical). TWGs integrate professionals from design, construction, maintenance, quality,



safety, and public outreach to support 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 DB backbone to account for the unique aspects of the Horseshoe Project. We have divided the Project into two major areas. This breakdown allows us to leverage the depth of resources that our two member companies offer and complete the design and construction at the earliest date possible with minimum 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.

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 equity members and major participants on the PLC Team has committed to provide the specified people for the Project.**

One distinguishing factor in PLC's superior ability to facilitate rapid decisions in the best interest of TxDOT and the Horseshoe Project is our experience in working together with TxDOT on CDA/DB 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 Horseshoe Project and reflect our combination of in-depth local knowledge and international experience on DB Projects. 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 we could communicate our approaches and results with TxDOT early in the industry review process. Our goal was to identify TxDOT 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 DB 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 Dallas District procedures for design, quality, and Maintenance of Traffic; Dallas area suppliers and subcontractor and local agencies and municipalities which will facilitate approvals and improve quality
- A proven organization structure and TWG approach, which creates an innovative collaborative and project environment; therefore, creates opportunities to work with TxDOT to further reduce cost and schedule
- Project planning and construction sequencing which minimizes impact on traffic, adds additional capacity early on this corridor and maximizes safety and minimizes disruption of the traveling public
- Our extensive, early work with utility companies and other impacted stakeholders, which created a better understanding of the challenges this may present
- Alternative Technical Concepts, which decrease the cost improve operations, and/or mitigate risk to completing the Project on schedule

We feel 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, reducing the life-cycle cost, and identifying and mitigating risks to the schedule of the Project does not stop at proposal



submittal, 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

The Horseshoe Project's size, aggressive schedule, regional importance, and visibility, presents project management challenges that make it one of the most demanding DB highway projects undertaken in Texas. Challenges include:

- Planning, staging, sequencing, and conducting construction operations in a way that does not significantly impact the mobility or compromise the safety of the traveling public, communities, and businesses that depend on this critical interchange
- Recruiting, aligning, and effectively managing the efforts of a large labor force and the many subcontractor and subconsultants necessary to execute a project of this magnitude and on this timetable
- Early identification, 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 activity and project phase and facilitates timely verification of quality by TxDOT
- Attracting, developing, and retaining a skilled labor work force meeting TxDOT goals for diversity
- Creating an environment that encourages partnering with TxDOT to drive innovative solutions to reduce schedule and TxDOT costs
- Proactively engaging and informing, the diverse set of stakeholders, impacted by the project in an effective and timely way that maintains support for the Project and TxDOT

- Integrating TxDOT, engineering, construction, and maintenance personnel to produce a completed facility with maximum life-cycle value

PLC's Project Management Plan (PMP) addresses these challenges with a structure, proven procedures, depth of local resources, and key personnel experienced in working with each other and TxDOT on CDA projects.

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 DB projects on schedule and on budget. A single, integrated, consistent approach to quality 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, PLC 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 high quality in each stage and activity of the Project. This will allow TxDOT to readily validate and confirm the quality of each activity and component and initiate corrective action when necessary.

More importantly, PLC's quality management program brings the plans and systems PROVEN on other TxDOT DB projects. In addition, PLC's quality management firm, Raba-Kistner, has served in the role of Independent Engineer for TxDOT on CDA projects and, therefore, has



a keen understanding and appreciation for TxDOT's requirements, systems, and needs.

PLC'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
- Environmental Protection Plan
- Maintenance Quality Management Plan



I-15 Reconstruction in the most congested corridor 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 completion.

Summary of the Proposer's Approach to Satisfying the DBE Requirements

PLC is committed to TxDOT's DBE participation goal and to meeting the other objectives for DBE participation and development outlined in the RFP. As established members of the Dallas business community we understand the importance of these goals to the Project's overall success and the success of the Region. Beyond that, we firmly believe DBE firms bring local knowledge and diversity of thought that leads to better solutions. Our member firms have won awards for our efforts working with the DBE business community.

Projected growth of construction work in the DFW region within the next five years is expected to be substantial. In turn that means competition for DBE subcontractors and professional service consultants is expected to be intense during project execution. By utilizing our proven plans for DBE outreach and experience with the local market for DBE vendors, subcontractors, and consultants, PLC will make sure DBE goals are met while keeping the Project on schedule and on budget.

Our commitment to maximize DBE participation entails:

- Packaging work into units which present opportunities for DBE vendors, consultants, and suppliers competitively to bid
- Categorizing work opportunities by trade
- Updating the DBE database in order to learn of new certifications and additional abilities of already certified businesses
- Regularly meet with local business associations to raise awareness of Project subcontracting opportunities
- Mailing or faxing bid solicitation letters with sufficient time to allow for response

We have already begun extensive efforts to set the stage for the Project's success and have proactively identified qualified DBE firms.

Providing opportunities to qualified firms is premised by maximizing the Project information available to the DBEs as they bid on work, negotiating fairly with successful bidders, and providing business mentoring to maximize the success of the DBEs. The basic steps are:

- **Bid Information.** PLC will provide DBEs with adequate information about the plans, specifications, and requirements of the contract in a timely manner considering the nature of the DB process.
- **Good Faith Negotiation.** PLC will negotiate in good faith with all firms. Evaluation of all pertinent background will enable PLC to determine the appropriate scope for the DBE's participation. If negotiations reveal barriers for a DBE to participate, we will provide support as needed.
- **Assistance in Contract Execution.** PLC will brief new contractors training in project procedures and requirements. We monitor ongoing activity and provide mentoring/assistance in meeting requirements
- **Flowdown.** PLC's will flow goals for DBEs participation to all tiers of consultants, contractors, and suppliers to maximize opportunities for DBEs.

We have already made substantial progress toward meeting these goals. The following DBE firms confirmed to the team during the proposal phase and assisted us in the development of our solutions and proposal:

- K-Strategies
- EJES
- Aquirre Fields
- IEA
- Rios Engineering
- Maldonado Burkett
- David Mason Associates

Conclusion

PLC has assembled a team with the right skills, tools, resources, experience, and relationships to address the key success factors for the Project.

Our companies and key personnel have the experience and established working relationships with TxDOT's Dallas District, agencies, and municipalities that will be crucial to on-time completion and support for the Project.

Key personnel with decades of experience in Dallas performed and more than 30,000 hours of due diligence during the proposal period to make sure that we've identified and mitigated risks to achieving Project goals, particularly the on-time completion of the Project and interim milestones.

Our plans are based on the lessons learned from other Texas DB Projects. We customized these plans to address the critical technical and logistical challenges of the Horseshoe Project.

With PLC as the developer of the Horseshoe 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
- Knowledge and experience with TxDOT Dallas District and the corridor to provide early project completion
- Consistency in management and performance by providing a single point-of-responsibility for the life of the Project
- Demonstrated ability to gain public confidence and support of the communities served by the corridor

More importantly, we are prepared more than any other team to quickly form a partnership with TxDOT and focus on achieving project goals and completing the Horseshoe in a manner that engenders and maintains support for the Project. **PLC stands eager and ready to partner with TxDOT and utilize our skills and experience to make the Horseshoe Project a regional success and a model project for the District.**



This page is a removable index to help the reader understand the Benefit Icons distributed throughout the Project Development Plan

Icon Index

| Benefits to TxDOT | TxDOT Goals Addressed |
|---|---|
|  <p>Schedule</p> | <p>Expediting delivery of Project improvements</p> |
|  <p>Mobility</p> | <p>Maintain mobility through the Project area and minimize negative impact and disruption to the traveling public, businesses, communities and adjacent property owners</p> |
|  <p>PI/PO</p> | <p>Plan and coordinate design, construction and capital maintenance activities with other Projects and Stakeholders</p> |
|  <p>DBE/WBE</p> | <p>Facilitate participation by DBE's and women-owned business enterprises</p> |
|  <p>Environment</p> | <p>Recognize environmental sensitivities and honor TxDOT commitments</p> |
|  <p>Quality</p> | <p>Quality in design, construction, and capital maintenance services to optimize operational life-cycle cost of the facility</p> |
|  <p>Safety</p> | <p>Safety of the traveling public and project personnel</p> |