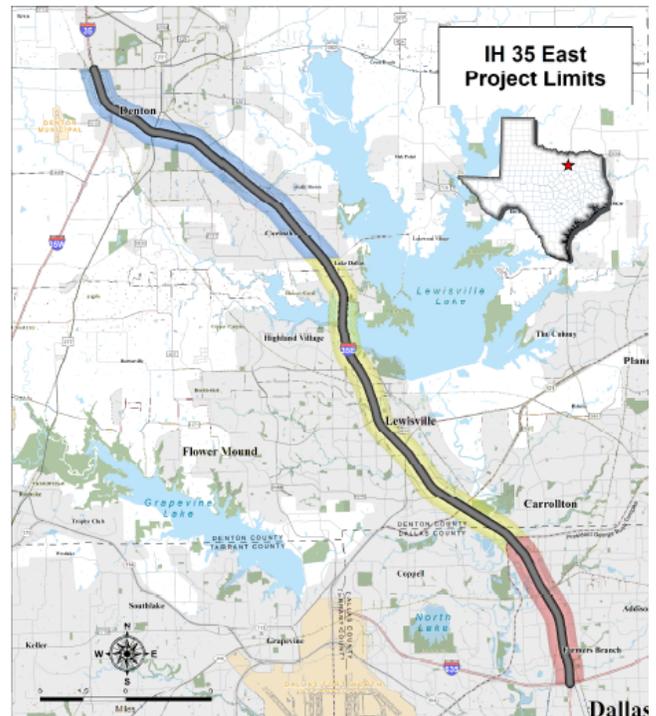


The IH 35E Managed Lanes Project addresses a critical mobility issue in Denton County and Dallas Counties. IH 35E is the only major freeway that serves north-south traffic through Denton County to and from Dallas. A steady increase in population and urban development of nearby cities and communities in Denton County has added an influx of daily commuters over the last decade. Additional roadway capacity is needed to meet this growing travel demand. The Project will result in additional capacity and other improvements over 28 miles that will provide much needed mobility relief in this critical, regional corridor, including much needed additional capacity across Lake Lewisville. This Project represents a critical step for the future of the region and Denton County. In order to achieve the overall vision for the corridor, TxDOT and the Developer must work together in partnership to advance the project in a way that optimizes life-cycle expenditures and revenues so that ALL the improvements for the corridor can be completed.

Northern Link Constructors (NLC), a partnership of Fluor, Kiewit and Balfour, brings together a team with demonstrated capability to complete major design-build (DB) projects for TxDOT and meet goals for quality, safety, and public support. We are a part of the Dallas business community and many of our public and private sector clients reside in Dallas. We not only understand the importance of the success of the project, but also the commitments TxDOT has made to project stakeholders and why. Our presence and activity in this region demonstrates how vested we are in the success of the project and the region as a whole.

Together with our team of dedicated subcontractors and subconsultants, we have invested almost 80,000 workhours making sure that our plan not only meets the Project goals and objectives, but does so in a way that results in the overall Project ultimately being completed at the lowest life-cycle cost. NLC is positioned with the right balance of local knowledge, design-build experience (both in Texas and nationally), established working relationships (with TxDOT Dallas District), and technical knowledge to achieve an early start and early completion of the IH 35E Project.



The IH 35E Project – a critical component of the transportation system and economic driver of Denton and Dallas Counties

Our Team



Northern Link Constructors (NLC)

brings together three of the largest, most-experienced, and most-successful design-build 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 IH 35E Project. Our experience completing other complicated, urban reconstruction projects allows us to provide a team with proven TxDOT DB procedures, ready to hit the ground running to complete the Project early for the citizens and stakeholders Denton and Dallas Counties.

FLUOR® Fluor Enterprises, Inc. (Fluor), one of the largest engineering and construction companies in Texas and the world, has annual revenues of \$20 billion and is ranked as one of the world's top contractors and design-build firms by Engineering News-Record (ENR). With its worldwide corporate headquarters in Las Colinas, Fluor brings a broad base of international experience in the planning, development, and financing of major highway and infrastructure

projects, including 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 IH 35E 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 IH 35E Project a success.

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



Kiewit Infrastructure South Co. (Kiewit) is a Fort Worth-based heavy

civil/highway contractor that provides management and equipment resources on projects in Texas, Oklahoma, Louisiana, Georgia, Florida, and Maryland. Kiewit and its predecessor entities have been providing TxDOT with transportation infrastructure and highway construction expertise since establishing Texas-based operations in 1988.

Kiewit has successfully executed some of the nation's most complex and challenging construction projects ahead of schedule and on budget with zero claims. Kiewit pioneered many of the DB concepts for accelerated project delivery. Creating new and innovative technologies as applied in the successful execution of recent complex mega-projects, such as DART's Orange Line I-1, I-2, and I-3 and the DFW

Connector, Kiewit strives to continuously refine its project delivery processes and uses this expertise to complete projects ***On-Time, Within-Budget and With Zero Claims.***

Kiewit is completing over \$3 billion in alternative delivery projects in late 2012 and early 2013 and have resources from these projects dedicated for work on the IH 35E Project. Kiewit has over 1,000 management and craft resources available who possess the requisite skill sets to manage a DB project of the nature of IH 35E.

Other Team Members

NLC 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 IH 35E'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 from release of the RFP. The following is a brief description of each of these companies.

AECOM **AECOM Technical Services, Inc. (AECOM)** – NLC's Lead

Design Firm is currently ranked as *Engineering News Record's (ENR)* No. 1 overall engineering design firm and the No. 1 transportation design firm since 2001. 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 led engineering on more major Texas DB projects than any other firm, including 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 NLC design team provides experience from every TxDOT DB transportation project. The design personnel committed to lead the IH 35E Project worked directly on these major projects and all bring the experience necessary to lead a project of this size.



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 gives PB invaluable insight that will be applied to the IH 35E Project. Their strong knowledge of the regulatory and business environment in the state of Texas and working relationships in the Dallas area in particular, promotes efficient and cost-effective project implementation.

 **Halff Associates, Inc.** (Halff), Halff will support design in utilities relocation, environmental compliance, right-of-way engineering, and corridor hydrology. Halff has provided all aspects of transportation planning and design throughout Texas, including design of the IH 35E/SH 121 five-level interchange; schematic/environmental assessment of the IH 35E North Segment; design of SH 161 Phase 4 as part of a DB team; and various services for Denton County projects such as SH 114, FM 2499, FM 720, and the Highland Village Road DB project. Halff has planned, designed, or performed construction management for nearly 250 miles of roadway for TxDOT, NTTA, and Denton County.

 **Transfield Services**, is a leading international provider of operations, maintenance, asset management and project management services. Formerly VMS Inc., it was founded in 1995 to develop the idea of asset management—a business approach to operations and maintenance. 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 Alaska, Florida, Maryland, North Carolina, Virginia, the District of Columbia, and Ontario and New Brunswick in Canada. VMS was notably a team member of Fluor and BBII on the SH 130 project in Austin.

 **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, also providing

environmental compliance monitoring and permitting along with right-of-way services. Raba Kistner has extensive experience working with Fluor and Balfour Beatty around the country, this includes 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 design-build 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 NLC equity partners and AECOM, Kleinfelder professionals will be able to quickly integrate into this team and provide innovative solutions based on sound engineering principals that provide substantial cost, time and risk savings.

Key Advantages of the NLC Team

In order for the Project to be a success, the NLC Team will work with TxDOT to customize and implement DB structures, processes, procedures, and systems proven successful on other TxDOT projects. This will allow us to achieve the following critical success factors:

Early Completion and Public Use. The IH 35E Project is one of the highest transportation priorities in the DFW region. 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. NLC has assembled and organized a team of companies with expertise, experience, resources, and knowledge to quickly address the project challenges. We have assigned the best qualified personnel from our individual companies to enable us to become a highly productive, innovative project team poised to implement innovative solutions to deliver IH 35E at the lowest possible cost and the earliest possible completion date.



The DFW Connector Project being executed by NLC Partner Kiewit is a prime example of successful partnership between Developer, TxDOT and local Stakeholders to complete a challenging project to meet all objectives

We will achieve this important goal by building on the knowledge and experience from previous DB projects (across the country and specifically for TxDOT), and the vast knowledge and experience about 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, NLC is well positioned to quickly mobilize, organize, become productive, and advance the Project on the fastest time-scale possible. We believe our working relationships with each other and with TxDOT will result in a highly productive project team focused on identifying and bringing to reality the types of innovative solutions that will significantly drive down both cost and schedule of the Project.

Maintenance of Traffic and Construction Sequencing. Because of the extremely heavy volume of traffic that will have to navigate through this jobsite, experience in working with designers and partnering with TxDOT and other regional 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 NLC 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. On DFW Connector, our efforts in working with TxDOT and local municipalities to minimize traffic impacts from construction were hailed as a part of the success of the project.

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 informed drive-time decisions that will minimize impacts to their commutes.

From our experience in Dallas, NLC has established working relationships with TxDOT and key Project stakeholders. We also have public outreach plans and procedures proven and executed in partnership with TxDOT on DB projects that can be tailored to the specific needs of the IH 35E project. This provides the foundation of a successful Public Outreach/Public Involvement Program that will maintain the high level of public support the TxDOT Dallas District has worked so hard to establish.

Quality Results in Both Design and Construction. Superior quality is a trademark of the equity partners of NLC, and we have built our reputation around delivering quality facilities of unmatched life-cycle value. We believe strongly that achieving high quality in both design and construction from the start of the project is critical to preventing unnecessary rework and finishing the IH 35E on schedule.

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. TxDOT has been extremely satisfied with RK's systems and personnel in supporting their need to validate quality in design-build projects. The experience of key RK quality managers in working with TxDOT, combined with their SH 130 experience, will be a solid foundation for partnering

with TxDOT on quality issues.



The award-winning SH 161 Project in Grand Prairie by NLC Partners Fluor and Balfour met all project goals

DBE and Local Business Participation in the Project. The involvement of local contractors and material providers in the Project will drive economic development and attract critical project support. NLC believes using local and DBE and small business firms on the Project makes good business sense. These firms offer competitive prices, and provide depth of knowledge of local conditions to drive project success.

Because NLC team members are long-term corporate citizens of Texas and the DFW region, we recognize the economic benefits of DBE and local contractor participation on the Project. We have been actively involved with the DBE/HUB contracting community 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 and DFW Connector Projects exceeded all goals. We will bring that goal orientation and lessons learned to the IH 35E Project.

Proposal Organization and Contents

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-1 and Volume 3 is the Price Proposal as required by Exhibit C-2.

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.
- Technical Appendices are in Volume 1b.
- Technical Drawings are provided as Volumes 1c and 1d.
- The Preliminary Project Baseline Schedule is provided in Volume 1e.

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.

Volume 3 contains the Price Proposal, which will be submitted separately from Volumes 1 and 2.

Summary of Changes to the Proposer's Qualification Statement

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

Summary of Changes in Proposers Organization

There have been no changes in NLC's organization, other than the following:

- NLC has added two design firms: IEA Inc. and The Transtec Group, Inc. to assist in multidisciplinary design support.

- VMS Inc. has changed its name to Transfield Services Infrastructure Inc.

Key Personnel Since Submission of the Qualification Statement

Some minor changes have occurred in key personnel since submittal of the QS. The following is a summary of those changes, as detailed in our August, 2012 letter to TxDOT. These changes were subsequently approved by TxDOT.

Changes in Key Personnel

- Superintendent – Tom Howell has been replaced by Jay Knez
- Lead Quality Manager – Chris Otto has been replaced by Robert Wilson, PE
- Environmental Compliance Manager – Jenny Bradtmueller has been replaced by Raymond Stillwell
- Design Quality Manager – Glenn Kunze has been replaced by Fernando Gaytan, PE
- Maintenance Manager – Bruce Sampson has been replaced by Andrea Warfield

New Key Personnel Positions since QS

- Maintenance QC Manager – Russel Lenz, PE
- Public Information Coordinator – Robin Joseph-Williams
- ROW Acquisition Manager – Donna Harrison
- Utility Manager – Darren Wood

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

NLC's organization is based on the foundation of a structure the partners of NLC have used in successfully completing TxDOT design-build projects, including the SH 130 Project in Austin and the DFW Connector Project in Dallas, and other major urban reconstruction projects across the country. We have customized this proven structure to specifically focus on the critical issues for the IH 35E Project:

- Early completion of the facilities and any elements therein that could lead to earlier improvements mobility for the traveling public

- 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 NLC, TxDOT Dallas District, Project Stakeholders, and the residences and businesses in the Project Area
- Local and DBE participation
- Superior quality and continuous performance improvement
- Maintenance reviews of design to address life-cycle costs considerations and operability/maintainability issues

The NLC 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.
- Independent Design and Construction QA report outside of production to the Project Sponsors and TxDOT
- Design and Construction QC activities are independent from production

Other critical functions report directly to the Project Manager, Tuhr Barnes:

- Professional Services (Design, Environmental Compliance, Community Involvement, Construction Services and Safety)

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 personnel from design, construction, maintenance, quality, safety, and public outreach to assure early

issue resolution, life-cycle cost focus, and an environment that promotes development of innovative ideas to reduce cost and schedule.

We have also customized our traditional design-build approach to account for the unique aspects of the IH 35E project. We have broken the project into logical segments to facilitate the earliest completion of the overall project possible and to minimize impacts to traffic due to construction. This breakdown of work will also allow us to leverage the depth of resources that our member companies have to offer in the area 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 equity members and major participants on the NLC Team has committed to provide the specified people for the Project.

One distinguishing factor in NLC's superior ability to facilitate rapid decisions in the best interest of TxDOT and the IH 35E 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 IH 35E 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. We also made a specific emphasis of our

design to enable the cost-effective completion of the Ultimate Solutions.

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 any owner concerns regarding planning, construction sequencing, maintenance, and operations that could be addressed at this early stage. Early and open communication with TxDOT will be our approach throughout the Project. We know from our design-build experience with TxDOT this communication will pay great dividends throughout the Project life.

In particular, our Technical Solutions demonstrate:

- In-depth knowledge of TxDOT Dallas District procedures for design, quality, and Maintenance of Traffic and good working relationships with area suppliers, subcontractors, local agencies and municipalities 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 life-cycle cost and reducing schedule
- 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 stakeholders, which developed a better understanding of challenges this critical part of the Project may present
- Alternative Technical Concepts (ATC's), which decrease the cost of the Project, increase value, improve operations, mitigate risk to completing the project and interim milestones on schedule, and facilitate more construction of the Ultimate Project. For example, our ATC at Belt Line

delivers significantly more of the Ultimate Project within the work package budget.

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 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, aggressive schedule, regional importance, and visibility, the IH 35E Project presents project management challenges that make it one of the most demanding design-build highway projects undertaken in Texas to date. These 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 corridor's traveling public, communities and businesses
 - Recruiting, aligning, and effectively managing the efforts of a large labor force and the many subcontractor and subconsultants necessary to execute a project this size on this timetable
 - Early identification, efficient escalation, and rapid resolution of issues that will occur on a project requiring execution on multiple fronts
 - Establishing a comprehensive quality system that consistently produces high quality within each individual activity and project phase and facilitates timely quality verification by TxDOT
 - Attracting, developing, and retaining a skilled, labor work force that meets TxDOT goals for diversity, while competing against other major projects in the region for the same work force
 - Producing a project environment that encourages partnering to produce innovative solutions to reduce schedule and costs
- Proactively engaging, informing, and involving the diverse set of stakeholders, utilities, and other third-parties impacted by this massive project in an effective and timely way that maintains support for the project
 - Integrating TxDOT, engineering, construction, and maintenance personnel to produce a completed facility with maximum life-cycle value

NLC's Project Management Plan addresses these challenges with a structure, proven procedures, depth of local resources, and a team of key personnel that is experienced in working with each other and with 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 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, NLC will provide an overarching quality management program to integrate the various components. The NLC quality management program provides 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, NLC's quality management program brings plans and systems PROVEN on TxDOT DB projects to deliver consistent quality in design and construction. In addition, NLC'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, systems, and needs.

NLC'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 in Salt Lake City, Utah – Completed 4 months early, public approval of this urban reconstruction project being completed by NLC Partner, Fluor, increased from 51 percent at project start to 76 percent at project completion.

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

NLC 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 for decades, 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 work with the DBE business community.

Construction work in the DFW region within the next five years is projected to show substantial growth. That means competition for DBE subcontractors and professional service consultants is expected to be intense during execution of the IH 35E Project. By utilizing our proven plans for DBE Outreach and engagement and our advanced knowledge of and experience with the local market for DBE vendors, subcontractors, and consultants, NLC will make necessary efforts to achieve DBE goals. Our commitment to maximize DBE participation entails:

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

To that end we have already begun extensive efforts to achieve success in this area, and have proactively identified qualified DBE firms.

In April 2012, NLC attended the TxDOT sponsored DBE Fair outreach event in Arlington where numerous DBE's contact information was received. Together with local DBE contact information available from each of

the NLC partner firms, a list of approximately 300 DBEs was compiled and invitations sent via ISQFT notifying them of potential work and asking for expressions of interest in performing project work.

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:

- NLC will provide DBEs with adequate information about plans, specifications, and contract requirements in a timely manner considering the nature of the DB process.
- NLC will negotiate in good faith with all firms. Evaluation of all pertinent background will enable NLC to determine the appropriate scope of that DBE's participation. If negotiations reveal barriers for a DBE to participate, we will provide support as needed.
- NLC will brief new contractors in project procedures and requirements. We will monitor ongoing activity and help provide mentoring and assistance in meeting requirements
- NLC's goals for DBEs participation will flow down 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 professional services firms are already confirmed to the team during the proposal phase, and assisted us in development of our solutions and proposal:

- Pinnacle Consulting Mgmt Group, Inc.
- Lamb - Star Engineering
- LP, STL Engineers, LLC,
- Aguirre & Fields, LP
- HVJ Associates, Inc.
- K-Strategies Group
- LLC, Rios Engineering, Inc.
- Arredondo, Zepeda & Brunz, LLC
- IEA, Inc.
- The Transtec Group, Inc.

Conclusion

NLC 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, as well as with the agencies and municipalities that will be so crucial to on-time completion and support for the project.

We had key personnel with decades of experience in Dallas perform more than 80,000 hours of due diligence during the proposal period to make sure we identified and mitigated risks to the achieving project goals, particularly the on-time completion of the project.

Our plans are based on the lessons learned from Texas DB Projects. We customized these plans to address the critical technical and logistical challenges of the IH 35E Project.

With NLC as their partner, TxDOT will have the advantage of a team that can deliver:

- Companies and key personnel with a proven track record of partnering with TxDOT and stakeholders to complete projects
- Systems and procedures proven on TxDOT projects to produce the highest quality and safety
- A project environment proven to produce innovative ways to complete improvements faster and reduce life-cycle costs
- Demonstrated ability to gain public confidence and support of the corridor's communities

NLC stands eager and ready to partner with TxDOT and to utilize our skills and experience to make the IH 35E Project a regional success and a model project for the District.