The DFW Connector Project, shown in Figure A.1, represents one of the most critically needed and widely anticipated transportation improvements in the region and, perhaps, the entire state. Improved mobility in this corridor will result in improved safety and quality-of- life for the traveling public and a very optimistic economic outlook for the region and key stakeholders and communities along this corridor. The project scope and the goals established by TxDOT for the Project also present one of the greatest challenges the transportation industry has ever seen. If the Project is to succeed, several key success factors must be addressed:

- **Quick Start for Early Completion and Public Use** – To deliver the benefits of improved safety, mobility, and air quality at the earliest possible date
- **Maintenance of Traffic** – To maximize the safety and mobility of the traveling public and meet the needs of the surrounding businesses and communities during construction in this congested corridor
- **Public Information** – To make sure that the public and stakeholders remain supportive of the Project and can make informed, drive-time decisions
- **Quality Products in Both Design and Construction** – To deliver high-quality design, construction, and maintenance by combining proven design-build systems and tools with knowledgeable and experienced personnel
- **DBE and Local Participation in Successful Completion** – To drive better solutions and local economic benefit
- **Honor the Environmental Commitments** – To meet the needs and sensitivities of the impacted communities

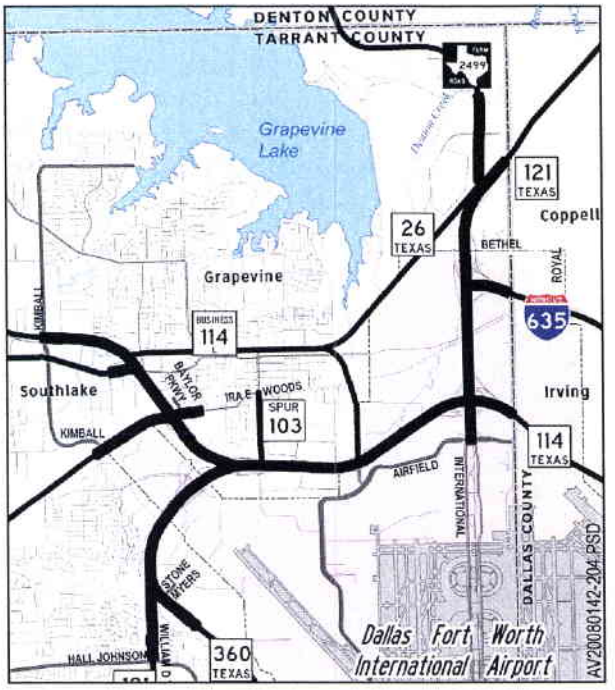



*Figure A.1. The DFW Connector Project*

Because of short-term funding restrictions and long-term funding opportunities, TxDOT has asked design-build teams to submit plans and bids for three potential configurations in their BAFO response. With the right plan, the right project team, and the right focus, these three configurations maximize the opportunity to deliver as much of the Project as possible to meet public goals. In order to do this, however, TxDOT and their chosen partner must also now focus on two additional execution goals:

1) Completing the improvements associated with the chosen configuration as quickly and efficiently as possible
2) Maintaining the flexibility to move from Configuration 1 to Configuration 2 or Configuration 3 if/when funding becomes available, without exposing the Project to unnecessary costs or delays

Gateway Connector Constructors JV (GCC) has the right team members, organizational structure, plans, and proven tools for communicating and working with TxDOT in the design-build, project environment to address the critical success factors and successfully deliver all three configurations in the most efficient manner. In addition, our project plan, organization, and team were strategically customized in the BAFO with the flexibility to effectively balance and optimize achievement of the two additional goals.

Our team includes experienced companies with proven track records for efficient execution of design-build projects. We offer a core team composed of companies and key personnel from TxDOT's successful SH 130 design-build project in Austin. In addition to this critical foundation of experience in working together and with TxDOT in design-build partnerships, the Team brings:

- A superior design team positioned to deliver a safer highway with improved operations (both during and after construction) and better life-cycle performance. We have combined one of the nation's preeminent transportation designers with two well-respected local designers with extensive experience and knowledge of the Fort Worth District.
- Unmatched expertise in quality management for Texas transportation projects
- Public information and DBE outreach specialists deeply rooted in the DFW region
- Extensive experience in highway maintenance in both the U.S. and Texas

We have collected these skills into one team expressly to make sure the DFW Connector Project fulfills TxDOT's plan for meeting transportation challenges in Texas, including:

- Reducing congestion
- Enhancing safety
- Expanding economic opportunity
- Improving air quality
- Increasing the value of transportation assets

## Our Team

**Gateway Connector Constructors (GCC)** brings together some of the largest, most-experienced, and most-successful design-build, transportation firms in the world. Each team member brings its expertise, experience, and the critical resources for overcoming the key challenges of the DFW Connector Project. Our extensive experience working together on other complicated design-build projects allows us to provide an already integrated team with Comprehensive-Development- Agreement (CDA)-experienced personnel, proven plans, and established working-relationships. We will be ready to form a strong partnership with TxDOT to successfully complete any of the DFW Connector Project configurations. The combined resources of the GCC team, our built-in cohesiveness, and our familiarity with each other are even more critical in the scenario of an Option Notice to Proceed with Configuration 2 or Configuration 3. Our team, with two of the largest contractors in the world, one of the leading design-build designers in the world, and two well-staffed local designers, has the resources to quickly mobilize additional resources to address the increased scope associated with an Option Notice to Proceed, while minimizing unnecessary delays in completion of the Project.

Likewise, the team's familiarity with each other will allow us to:

- Focus and align on project goals and maximize progress on activities that benefit all three configurations in the first 90 days
- Adjust to a new plan in the event of an Option Notice to Proceed.

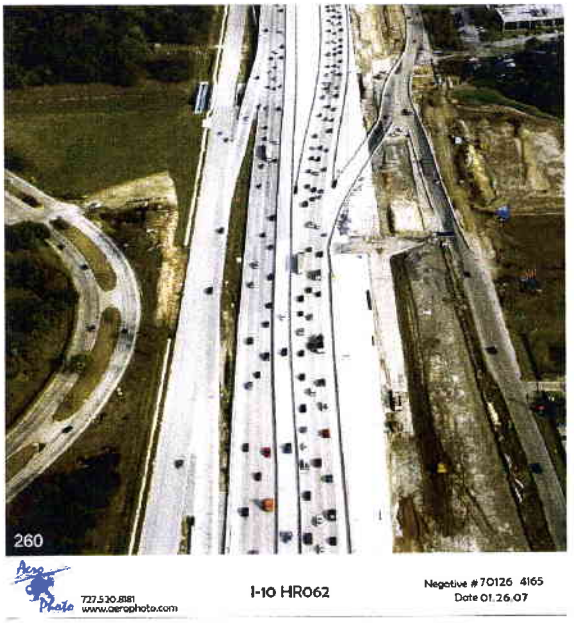
In the first 90 to 180 days, our team won't have to deal with the additional complexity of having to become familiar with each other or with TxDOT and the new processes. This positions us to focus on the Project and on minimizing additional costs or schedule delays associated with a change in configuration.

FLUOR® **Fluor Enterprises, Inc.**, whose corporate headquarters are just miles from the DFW Connector Project in Las Colinas, Texas, is one of the largest engineering and construction employers in the world. Fluor, which has annual revenues of more than $16.7 billion, is ranked as the world's top design-build firm by *Engineering News-Record (ENR)* and is the only engineering and construction company on *Ethisphere* magazine's list of the ***Worlds Most Ethical Companies***. Fluor brings a broad base of international experience in the planning, development, and financing of major highway and infrastructure projects, including many first-of-a-kind projects, such as the SH 130 Project in Austin - TxDOT's first design-build project. Fluor's strong financial position, capability to deliver a guaranteed price and schedule for major transportation projects, and demonstrated capability to find innovative ways to advance infrastructure projects will be crucial to the success of the DFW Connector Project.

With almost 50 years of performing complex projects in Texas and more than 8,000 engineering and construction employees in the State of Texas, Fluor has the resources, capabilities, knowledge, and position to make the DFW Connector Project a success regardless of which configuration is selected.

As a resident of Las Colinas and the DFW Region, Fluor has a direct, vested interest in making sure the Project is a success. Fluor employees count on this corridor to get to and from work – Fluor is one of the many stakeholders who will be impacted by the construction and the completed project.

Balfour Beatty **Balfour Beatty Infrastructure, Inc. (BBII)** is a wholly owned subsidiary of Balfour Beatty plc, an international engineering, construction, and services group serving the international markets for rail, road, utility systems, buildings, and complex structures.




*Katy Freeway Project in Houston, where BBII has demonstrated GCC's capabilities to complete a major project in congested, urban corridors.*

The Texas division of BBII is located in Austin, Texas and primarily serves the highway infrastructure markets for the Texas Department of Transportation, the North Texas Tollway Authority, and the Harris County Toll Road Authority. BBII has performed major projects in the North Texas, Houston, and Central Texas areas. Successful toll projects have included the George Bush Turnpike and the Dallas North Tollway in Dallas and multiple sections of the Sam Houston Toll Road and the Westpark Tollway in Houston. BBII is also an equity partner in the SH 130 Project in Austin, Texas.

BBII's vast experience in the Metroplex and their knowledge of local constructors and suppliers will help us to a quick Project start and a quick response to an Option Notice to Proceed, thereby mitigating the Project's exposure to unnecessary completion delays.

PARSONS

For more than 60 years, **Parsons** has provided design-build, transportation engineering capabilities, from experienced transportation planning through all phases of construction and implementation. Parsons has the resources, people, and experience to deliver world-class performance, from expert, multidisciplinary, transportation planning through complete design and construction to maintenance and improvements. Having designed more than 10,000 miles of roads in 40 countries around the globe, Parsons provides full-service expertise for any type of roadway project including:

- Urban, regional, and national highway systems
- Toll facilities
- High-occupancy vehicle systems
- Access control and management systems
- Capacity improvement schemes
- Urban and rural interchanges
- Highway structures
- Landscaping
- Hydraulic systems
- Maintenance facilities.

Their experience and proven systems in using multiple offices to respond quickly to client needs will be a huge benefit to the DFW Connector Project, especially in the event there is an Option Notice to Proceed.


*T-Rex Design-Build in Denver, Colorado – The Parsons team completed the project 22 months ahead of the RFP contract schedule The project's 92% public approval rating was attributed to the maintenance of traffic plan and achievement of the project goal to minimize inconvenience to the public.*

WEBER SHANDWICK WORLDWIDE

**Weber Shandwick Southwest** is one of the leading communications and marketing firms in Texas, with professionals experienced in developing comprehensive public outreach programs in support of major industrial, infrastructure, and transportation initiatives. They have more than 80 professionals in their Dallas office, with a proven track record of integrating the disciplines of strategic consulting, public relations, and marketing communications to help clients achieve their business objectives.

**Raba-Kistner Consulting, Inc. (R-K),** for the past 35 years, has provided innovative engineering solutions to the public and private sector on roadway and bridge projects throughout Texas. Local projects include the Central Texas Turnpike Project SH 45, SH 45/IH-35 intersection, Loop 21 extension, IH 35/US 290 intersection and mainlane improve-ments, and the SH 130 Project. R-K is currently providing construction quality assurance (QA) services as a tier-one subconsultant to LSI on the SH 130 Project. R-K will serve as the independent design and construction QA firm, including environmental compliance monitoring and permitting.

**VMS. Inc. (VMS),** one of the premier maintenance firms in the U.S., has ongoing Texas experience in maintaining 946 lane-miles on I-35 for TxDOT. VMS is prepared to meet the Fort Worth District's standards for maintaining the DFW Connector. VMS worked with BBII and Fluor on the SH 130 Project in Austin and is now providing maintenance for that CDA.

**Pinnacle** is a certified Disadvantaged Business Enterprise (DBE) certified by the North Central Texas Regional Certification Agency and has been providing services in the larger Fort Worth area in real estate management, right-of-way acquisition, relocation assistance, and related services since 2002. Pinnacle has provided services under a TxDOT Fort Worth District eminent domain contract for the last four years.

**K Strategies** is an award-winning public affairs firm with great success in creating DBE programs, exceeding project DBE goals, and increasing opportunities for DBE firms. Years of building relationships with key decision makers and diverse communities has made K-Strategies the go-to firm for results-oriented DBE programs. Katrina Keyes, President of K-Strategies is known as a key leader and strong advocate for DBEs in the North Texas Region.

**Huitt Zollars** is a Dallas-based professional services firm with full-service capabilities in engineering, architecture, construction management, and program management. Their engineering and management strength, emphasis on quality, and familiarity with the local TxDOT and municipal procedures will be instrumental in the successful completion of the DFW Connector Project. Each discipline group leader has proven ability on past similar projects and is available to see the Project through from start to finish.

**Chiang, Patel, and Yerby** has successfully completed numerous transportation projects for TxDOT over the past 20 years, with many of those projects located in urban areas including Fort Worth. With headquarters in Dallas and over 190 employees, CP&Y has consistently ranked among the most-utilized engineering firms doing business with TxDOT. CP&Y's roadway, hydraulic, and bridge engineers have an exceptionally strong understanding of TxDOT practices and procedures, as well as in-depth experience with the complex design and construction phasing issues that are required in the DFW Connector Project.

**Terracon** is a dynamic, growing, employee-owned firm that provides a broad range of technical and management experience. With local offices in Dallas and Fort Worth. Terracon is a proven leader in the transportation sector, providing geotechnical, environmental, construction materials, and pavement related services. They are specialists in highway and bridge services.

### GCC Benefits

With this assembly of world-class participants, our team presents the following:

- Established, successful working relationships from the SH 130 Project that will allow us to focus early on project goals and the formation of a successful partnership with the TxDOT Fort Worth District, and, if necessary, to respond quickly to an Option Notice to Proceed
- Proven systems and procedures for executing design-build projects and integrating TxDOT into the process, as well as the personnel who are familiar with using the systems to meet client needs
- Extensive experience with the special needs and requirements of clients and regions completing their FIRST design-build project
- Track record of true partnerships with our clients; alignment on project goals results in projects without time-consuming and money-wasting disputes, claims, and litigation
- Proven ability to understand what is important to the communities that are impacted by our projects and to deliver on community expectations
- Local consultants with the knowledge, recognition, respect, and relationships to build support for the Project and the Fort Worth District and rapidly respond to needs for increased resources
- An approach that encourages involvement of TxDOT, their consultants, and other third parties and stakeholders in all steps of the Project, minimizing the need for extensive additional review and unnecessary management costs.
- A design team that is positioned with the resources of the nation's largest and most experienced, design-build designers and two of the regions most respected transportation designers

Our skill, knowledge, and international experience in major design-build projects with similar critical success factors put us in a perfect position to partner with TxDOT to make the DFW Connector Project a success.


*GCC's experience in working together to complete TxDOT's successful SH 130 design-build project means we have the proven systems, tools, experienced personnel, and working relationships for a fast start and early completion of the DFW Connector.*

### Organization and Contents of the Proposal

Our proposal provides the information requested in the Instructions to Proposers (ITP) Exhibits B and C. The information is organized to precisely follow the order dictated by ITP Exhibit E. The numbering of all proposal sections is based on the Exhibit E structure. Volume 1 is the Technical Proposal as required by Exhibit B, and Volume 2 is the Financial Proposal as required by Exhibit C.

Volume 1 follows the basic Exhibit E structure and is detailed to precisely follow the requirements in Exhibit B, Sections 3 and 4. Because of the amount of material, three other volumes have been provided to supplement Volume 1:

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

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

**Best and Final Offer.** The BAFO consists of five documents:

- BAFO Volume 1 – Technical Proposal Revisions
- BAFO Technical Proposal Volume 1b – Rolled Drawings Revisions
- BAFO Technical Proposal Volume 1c – Bridge Layout Plans Revisions
- BAFO Technical Proposal Volume Appendix D.3 – Project Baseline Schedule Revisions
- BAFO Volume 2 – Financial Proposal Revisions

The original proposal provided information regarding GCC's specific approach and plans for Configuration 3 in accordance with TxDOT's original schedule. Each BAFO volume provides additional information on our specific approach and plans for Configurations 1 and 2 and, where applicable, changes to Configuration 3 resulting from the new time frames for execution.

It also includes details on how our plans are specifically designed to maximize flexibility to transition from Configuration 1 to Configuration 2 or Configuration 3 in the event of an Option Notice to Proceed. In some cases, replacement information for that provided in the original proposal is given to reflect changed conditions or the effect of the new sequence of work among the configurations.

All information provided is organized consistent with the volume structure, tables of contents, and numbering system for the original proposal. The information requested by Addendum 7 is provided in the precise order required by the revised ITP Exhibit E, which begins on Addendum 7, Attachment A, Page 25 of 70.

Responses are provided for each specific requirement in Addendum 7; we have also clarified some sections to provide more details for Configurations 1 and 2. Every change is associated with a specific section in the original proposal; the specific Addendum 7 requirement is identified; and a response to the requirement is presented, clearly stating if information provided is an addition or a replacement of original proposal information.

### Summary of Changes to the Proposer's Qualification Statement

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

### Summary of Changes in Proposers Organization and Key Personnel Since Submission of the Qualification Statement

The only significant changes in the GCC Organization since the submission of the QS is the addition of Pinnacle Consulting in the role of ROW Acquisition Services and K-Strategies in the role of DBE Coordination. These additions clearly make the GCC Team stronger. Both bring critical expertise necessary for the success of the Project and detailed knowledge and experience from working in the Fort Worth District and the Metroplex.

GCC is in the process of negotiating subcontracts with all of our subcontractors and subconsultants and normally does not finalize subcontracts and pricing until after a prime CDA contract is signed with TxDOT. Further, our subcontractors and subconsultants are negotiating subcontracts with their second and third-tier subcontractors. Again, values and terms cannot be finalized until their subcontracts with GCC are finalized.

Based on the current status of negotiation, however, we feel as a matter of full disclosure that the following companies may meet TxDOT's definition of a Major Participant, based solely on the status of the indicative price for Configuration 3 and the companies' services from negotiations conducted since June 16, 2008:

- PTG – prime subconsultant for design services
- Raba-Kistner – independent QA/QC
- VMS – subcontractor for maintenance services
- Huitt Zollars – subconsultant to PTG for design services
- Chiang, Patel, and Yerby – subconsultant to PTG for design services
- Weber Shandwick
- Pinnacle
- Terracon

Of these, the following subcontractors were not identified as major participants in our qualifications documents submitted in May of 2007: Raba-Kistner; Huitt Zollars; Chiang, Patel, and Yerby; Weber Shandwick; Pinnacle; and Terracon.

Some minor changes have occurred in the key personnel since the submittal of the QS. The following is a summary of those changes, as detailed in our June 13, 2008 letter to TxDOT.

#### *Changes*

- Maintenance Manager – Howard Kallman to Bruce Sampson
- Public Information Manager – Thomas Graham to David Simmons

#### *Additions*

- Deputy Project Director Design – Greg Blake
- Professional Services Quality Control Manager – Oscar Aguas
- Construction Quality Control Manager – Terry Oliver
- Maintenance Quality Control Manager – Howard Kallman
- Environmental Compliance Manager – John Ortlieb