

3.1 Executive Summary



Spring Creek Constructors (SCC) is a joint venture between four partners, each financially strong with proven records of successfully completed Design-Build highway projects: J. D. Abrams, L.P. (Abrams); FCC Construcción S.A. (FCC); The Lane Construction Corporation (Lane); and Shikun & Binui Grand Parkway Inc. (SBGP). SCC is more than qualified to deliver the SH 99 Grand Parkway Project (SH 99) to the Texas Department of Transportation (TxDOT). The equity members of our team have three-and-a-half centuries combined stable experience providing effective solutions to the transportation infrastructure industry. Our carefully selected individual team members have significant and extensive experience in designing, constructing, and maintaining complex toll road projects of similar scope. Our available development staff is coming off other Texas Design-Build projects. The timing could not be better. We will surpass expectations with expedited delivery to the ultimate benefit of TxDOT and the traveling public!

SH 99 Segment E Bear Creek



A. Explanation Of The Organization And Contents Of The Proposal

The SCC proposal is organized following Exhibit E of the Instructions to Proposers (ITP) of the Request for Proposals (RFP) and is presented in the following volumes:

Volume 1, Technical Proposal - Executive Summary

Volume 2A & 2B, Technical Proposal - Forms – Proposer Information, Certifications and Documents including:

- Technical and Financial Proposal Letter
- Identification of Proposer and Equity Members
- Information about Proposer Organization
- Information about Major Participants
- Proposer & Major Participants Questionnaire
- Industrial Safety Record
- Personnel Work Assignments
- Key Personnel Statements of Availability
- TxDOT Letters Approving Key Personnel
- TxDOT Letters Approving Changes in Proposer's Organization
- Buy America Certification
- DBE Certification
- Child Support Statements
- Conflict of Interest Disclosure
- Equal Employment Opportunity Certification
- Surety Information
- Certification Regarding Ineligible Contractors
- Key Subcontractors
- Substantial Completion Deadline
- Payment for Work Product Agreement

Volume 3A, Technical Proposal - Project Development Plan, includes:

- Technical Solutions
- Quality Management Plan
- Project Management Plan

Volume 3B, Technical Proposal Project Development Plan, with Project Baseline Schedule

Volume 4, Technical Proposal Appendices, roll plots of SCC's SH 99 Schematic Plans including:

- Roadway Schematics with Retaining Walls, Sound Walls, Large Sign Layout, Pavement Markings, and ITS Layout
- Bridge Layouts with Spreadsheets
- Typical Landscape Aesthetic Designs
- Traffic Control Plan at IH 45, US 59 and Typical Cross Streets
- Drainage Schematics
- Pavement Design Reports

Volume 5, Technical Proposal Appendices, with Key Personnel Resumes and References

Volume 6, Financial Proposal, Updated Financial Information for all four equity members and their guarantors with:

- Audited Fiscal Financial Statements
- Guarantor Letters of Support
- Material Change Letters
- Unaudited Interim Fiscal Financial Statements
- Credit Ratings
- Material Off Balance Sheet Liabilities Letters

Volume 7, Price Proposal (To be delivered on August 22, 2012), including:

- Price Proposal Letter
- Certification Regarding Contract Funds for Lobbying
- ATC Adjustments
- Maintenance Price with Options
- Non-Collusion Affidavit
- Developer Draws/Clash Flow Tables/maximum Schedule
- Base Development Price
- Complexity Point Adjustment

Volume 8, Proposer Security (To be delivered on August 22, 2012), an envelope with the Proposer Security

B & C. Summary Of Any Changes To Proposer's QS Including Proposer's Organization, Equity Members, Other Major Participants, And Key Personnel

There are six (6) TxDOT approved changes to the SCC Organization, Major Participants, and Key Personnel.

(1) This change modified the identity of Equity Partner Shikun & Binui Ltd. to Shikun & Binui Grand Parkway Inc. Shikun & Binui Ltd., a public company incorporated in the State of Israel, formed Shikun & Binui Grand Parkway Inc. a US company registered in and under the laws of the State of Delaware in order to perform works in the United States and Texas. Shikun & Binui Ltd. is the sole parent entity of this recently formed entity and will guarantee the obligations of Shikun & Binui Grand Parkway Inc. under the Project.

(2) This change adjusted the ownership interest of SCC Joint Venture and SCC Capital Maintenance Joint Venture. The revised SCC Joint Venture ownership interest is as follows:

- J. D. Abrams, L.P. (Managing Partner)..... 25%
- FCC Construcción S.A..... 25%
- The Lane Construction Corporation..... 25%
- Shikun & Binui Grand Parkway Inc..... 25%

The revised SCC Capital Maintenance Joint Venture ownership is as follows:

- Shikun & Binui Grand Parkway Inc. (Managing Partner)..... 25%
- FCC Construcción S.A..... 25%
- The Lane Construction Corporation..... 25%
- J. D. Abrams, L.P..... 25%

(3) This change modified the Major Participants and Key Personnel of SCC. On March 28, 2012, TranSystems Corporation Consultants (TranSystems) notified SCC that it was withdrawing from the team due to its ongoing surveying work with the TxDOT on the SH 99 Project. TranSystems was our Independent Design Quality Assurance Firm and Environmental Compliance Firm; therefore, the following changes were made:

- Replaced TranSystems with Huitt-Zollars, Inc. as Design Quality Assurance Firm.
- Replaced Thomas Munson, PE with David Nufer, PE to fill the role of Professional Services Quality Control Manager (PSQCM).
- Replaced TranSystems with Blanton & Associates, Inc. as the Environmental Compliance Firm.
- Removed Ken Bohuslav, PE in the role of Deputy Environmental Compliance Manager.

(4) This change modified two Key Personnel of SCC. It introduced a new candidate for Environmental Compliance Manager coming from an environmental background rather than a construction, design or maintenance background and assigned a member of the SCC Management Committee with direct responsibility for quality management and oversight. To accomplish this, SCC made the following changes:

- Replaced Adam Goode, PE with Kim Jenkins-Johnson to fill the role of Environmental Compliance Manager.
- Replaced Mark Freeman, PE with William G. Burnett, PE; SCC Management Committee member, as the Lead Quality Manager.

(5) This change adds four Major Participants and four Key Personnel to the SCC team. In the Request for Proposals TxDOT increased the number of Key Personnel from what was required in the Request for Qualifications. To comply with this revision SCC added the following specialty firms:

- Added Mantenimiento de Infraestructuras, S.A. (MATINSA) (wholly owned by FCC Construcción, S.A.) to assist SCC as a Non-Equity Member (sub-contractor) for capital maintenance quality control working under the direction of SCC Joint Venture
- Added Jesus Campuzano (MATINSA) as the Maintenance Quality Control Manager.
- Added Universal Field Services, Inc. (UFS) to assist SCC by providing ROW management and acquisition services.
- Added Cheryl Bennett as ROW Manager/ROW Acquisition Manager.
- Added Community Awareness Services (CAS) to assist SCC by providing public information coordination services.
- Added Jerri Anderson as the Public Information Coordinator.
- Added Merlin Services Inc. dba MSI Engineers (MSI) to provide SCC with utility management and design services.
- Added Cynthia Kelsch, PE as the Utility Manager

Key Personnel titles were changed to reflect changes in the Request for Proposal.

- José Antonio Carriles García from Deputy Project Manager to Deputy Project Director – Design.
- Jerry Brown from Superintendent (Construction Manager) to Deputy Project Director – Construction.
- Fernando Tomas Martinez Pardo from Project Superintendent to Superintendent/Construction Manager.
- Adi Sahar from Capital Maintenance Manager to Maintenance Manager
- Mark Warren, PE from Construction Quality Assurance Manager to Construction Quality Acceptance Manager.

(6) This change provided the substitution of the following four personnel:

- Pablo Roza for Graciliano Gallardo as the Drainage/Utilities Superintendent
- Stephen Smiley, PE for Lisa Deitemeyer, PE as the Design Quality Control Manager
- Chase Myers, PE for Shahriar Azad, PE as the Lead Roadway Design Engineer
- Aaron Tainter, PE for Mansoor Ahsan, PE as the Deputy Design Manager

D. Summary Of The Proposed Management, Decision Making And Day-To-Day Operations

SCC is a fully integrated joint venture committed to undertaking the development, design, construction and the capital maintenance of the SH 99 project in a manner which provides the best value for the TxDOT. Our Project Manager, **William G. Duguay, PE** will serve as Spring Creek Constructors' final point of responsibility for TxDOT regarding the development, design, construction and capital maintenance of the project. Mr. Duguay currently holds a role with significant responsibility, serving as Abrams' Houston Area Manager. To demonstrate the extent of its commitment to SH 99, Abrams will dedicate this highly experienced and extremely capable company asset to this project full time, as SCC's on-site Project Manager. He has supervised the work on Segment I-2 and is currently overseeing the work on Segment E of SH 99. This experience gives Mr. Duguay insight to the designs currently being used and the best construction methods needed to successfully meet the project requirements. It also gives him recent experience in partnering with SH 99 administrators, the local business community, and regulatory agencies.

Figure 1.1, Organization Chart in Volume 3A Technical Proposal on page 59 illustrates the chain of command between SCC team members and TxDOT. It shows that our design and development management team under Mr. Duguay will be lead by **José Antonio Carriles García**, Deputy Project Director – Design. Each discipline in our design and development management team is lead by a senior engineer. They are highly professional in their field and command the resources of their respective company to fulfill their responsibilities on the SH 99 Project. Our Construction Management Team will be lead by the Deputy Project Director- Construction, **Jerry Brown**. Mr. Brown will be assisted by craft superintendents and construction engineers who will manage assigned resources, verify compliance with the plans and specifications, and adhere to the project quality control standards.

SCC's Quality Team is led by **William G. Burnett, PE**, Lead Quality Manager, who is responsible to TxDOT and the SCC Management Committee. Mr Burnett is supported by:

- **Kim Jenkins-Johnson**, Environmental Compliance Manager
- **David Nufer, PE**, Professional Services Quality Control Manager
- **Mark Warren, PE**, Construction Quality Acceptance Manager
- **Stephen Smiley, PE**, Design Quality Control Manager
- **Tim Robarge**, Construction Quality Control Manager
- **Jesus Campuzano**, Maintenance Quality Control Manager

Together they will rigorously implement the Quality Management Plan to achieve a high-quality, low-maintenance facility.

After the design and construction of the Project has been completed and closed out, SCC Capital Maintenance Joint Venture will assume their duties, led by Maintenance Manager **Adi Sahar**.

SCC empowers our staff to make decisions within their authority at the appropriate level. These decisions are discussed, tracked and verified in our weekly project meetings. We are committed to the success of this Project. Immediately after the Notice of Award we will begin working at risk before the Notice to Proceed so that the development team is at full production starting on day one. SCC and its team members have committed the personnel listed in this Proposal as shown in **Figure 1.1, Organization Chart** and **Exhibit 29, General Description of Key Personnel Duties**. Commitment Letters are included with **Form E in Volumes 2A and 2B**.

E. Summary Of The Project Development Plan

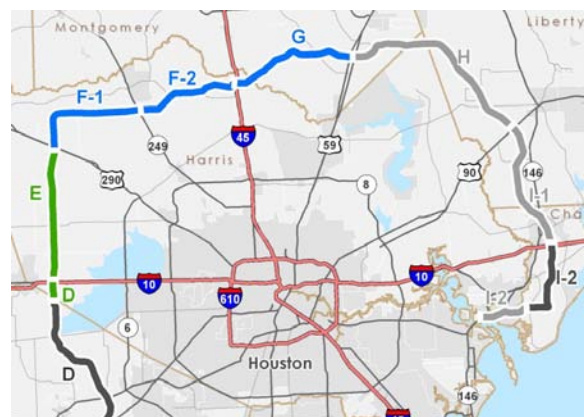
Project Description

The SH 99 project consists of the development, design, construction, and capital maintenance for three segments (approximately 38 miles) of the SH 99:

- Segment F-1 (US 290 to SH 249), 12.1 miles
- Segment F-2 (SH 249 to IH 45 North), 12.2 miles
- Segment G (IH 45 North to US 59 North), 13.5 miles

This controlled access toll facility will be constructed within a usual 400 foot right-of-way (ROW) primarily on new location with tolled main lanes and intermittent general purpose frontage roads. The project has four major interchanges with eight direct connectors and 34 major/minor road crossings including five BNSF and UPRR railroad crossings.

Project Location Map



Summary of the Technical Solutions

Right-of-Way We estimate the acquisition of ROW for SH 99 to involve approximately 400 parcels and require displacing approximately 210 residential and business occupants. Our team includes Universal Field Services, Inc. one of the largest ROW acquisition and relocation firms in the nation. Spring Creek Constructors' management and staff have a clear understanding of the duties and responsibilities for performing all required ROW services in a best-value manner. Spring Creek Constructors will provide:

- | | |
|---|---|
| • Pre-Acquisition/Relocation Activities | • Acquisition/Relocation Negotiations |
| • Title Services | • Appraisal/Appraisal Review Coordination |
| • Negotiations/Relocation Assistance | • Eminent Domain Services |
| • Closing Services | • Interim Property Management |
| • Records Management | • Data Management Coordination |

Utilities - Beginning in March of 2012, communications with utility owners were initiated by SCC. Conflicts identified were reviewed by all disciplines (Bridge, Roadway, Hydrology/Hydraulics, ROW, Environmental and others). A detailed review determined design adjustment avoidance opportunities and these have been incorporated into our preliminary proposed design. Level A locations of all utilities within the ROW will be done immediately following the Notice to Proceed. The utility locates will be conducted in concert with the schedule to stay ahead of construction sequencing. Should a conflict be discovered based on the precise location, we will initiate utility conflict management protocols that we have established for this project. Our goal is to protect utilities in place to minimize disruptions to project stakeholders.

Drainage – Existing drainage patterns will be preserved where possible. Collection, conveyance, detention, and discharge of runoff will be designed to maintain or improve existing conditions, accommodate specified ultimate conditions (SH 99 future lanes as well as potential development of adjacent undeveloped property) and have no adverse impact to property owners outside the ROW. Open channels will be used where space and other requirements allow. At stream crossings, our hydraulic design will not increase existing water surface elevations. Where there is upstream detention of offsite flows crossing the SH 99 ROW, analysis of the detention will be incorporated into the design of the SH 99 bridges and culverts. SCC will verify that TxDOT's commitments to other agencies are incorporated into the final design.

Pavement – A summary of our Pavement Designs are shown below in **Exhibit 1**.

Exhibit 1, Summary of Preliminary Pavement Designs

Rigid Mainlane	Flexible Frontage Road	Cross Streets	Fast Track
13-inches Continuous Reinforced Concrete Pavement	2-inches Hot Mixed Asphaltic Concrete Surface	8-inches Continuous Reinforced Concrete Pavement	11-inches Continuous Reinforced Concrete Pavement High Early Strength
1-inch Asphalt Bond Breaker	4-inches Hot Mixed Asphaltic Concrete Base	1-inch Asphalt Bond Breaker	Raw Subgrade Preparation
6-inches Cement Treated Base	8-inches Flex Base	6-inches Cement Treated Base	
6-inches Treated Subgrade	6-inches Treated Subgrade	6-inches Treated Subgrade	

Walls - SCC has identified two different types of walls for use on the project: mechanically stabilized earth (MSE) and drilled shaft. Soil settlement and height of the wall determine the type of wall selected, however, the use of MSE walls will be maximized where possible to reduce construction time and cost. Drilled shaft fascia walls will be used in cut sections, while MSE will be used in fill sections. A summary of the proposed sound walls are shown in **Exhibit 2**.

Exhibit 2, Summary of Sound Walls

Segment / Subdivision	Length (ft)	Height (ft)	Segment / Subdivision	Length (ft)	Height (ft)
Segment F-1			Segment F-2		
Fairfield	3,250	12	Pinecrest	3,620	16
Segment G			Three Lakes East	1,852	16
Northgate Crossing	5,547	16	Northern Point	1,149	16
Spring Trails	3,322	16	Gleannloch Farms	1,823	16
Fox Run	2,482	16	Cottage Garden	1,134	16
Lockeridge Farms	1,166	16	Sugarberry Place/Glen Willow	1,222	16
Creekside Village	1,970	16	Glen Willow/Inverness Estates	3,041	16
Cumberland Crossing	2,079	16	Pinewood Place	726	16
Timberland Estates	3,014	16	Willow Trace	3,473	16

Bridges - SCC will use TxDOT standard prestressed concrete TX girders for the majority of the project. The direct connectors at the US 290 interchange and the SH 99 bridges over US 290 will be constructed using U54 prestressed concrete beams to match the direct connectors currently under construction. Structure configuration is controlled primarily by span length and by vertical clearance of the features crossed. Where site conditions require longer spans we propose structural steel plate girders.

Most of our superstructures will be supported by rectangular single-column or multi-column bents with varying heights. Our low visibility bridges will be constructed using TxDOT standard rectangular bent caps with round columns. For aesthetic bridges, the Green Ribbon Guidelines will be used for aesthetic column treatments. For bridge widths up to 42 feet wide, SCC will use a single-column bent creating a more open and appealing visual effect of evenly spaced columns. Straddle bents will be utilized at several locations in the interchanges. Straddle bents will require either post-tensioning, or with TxDOT’s permission, be made of structural steel channels with side saddles to support the prestressed concrete I girders.

Electronic Toll Collection – Spring Creek Constructors will provide toll facility designs early to allow the System Integrator, Trans Core, time to finalize their design, and to purchase and install their equipment.

Environmental Compliance - Spring Creek Constructors will institute an environmental compliance monitoring program to verify that the Project is in compliance with environmental requirements and that the necessary permits and approvals are obtained and in place. All individuals involved in the SCC design, construction and maintenance activities including TxDOT and SCC's subcontractors must complete our environmental training program before working on the Project.

Landscape and Aesthetic Designs - Spring Creek Constructors will provide aesthetically pleasing highway design based on the Houston Green Ribbon Guidelines. **Exhibit 3, 4, and 5** show the aesthetic details of a typical intersection.

Exhibit 3, Plan View of a Typical Overpass



Exhibit 4, Iso-metric View of a Typical Overpass

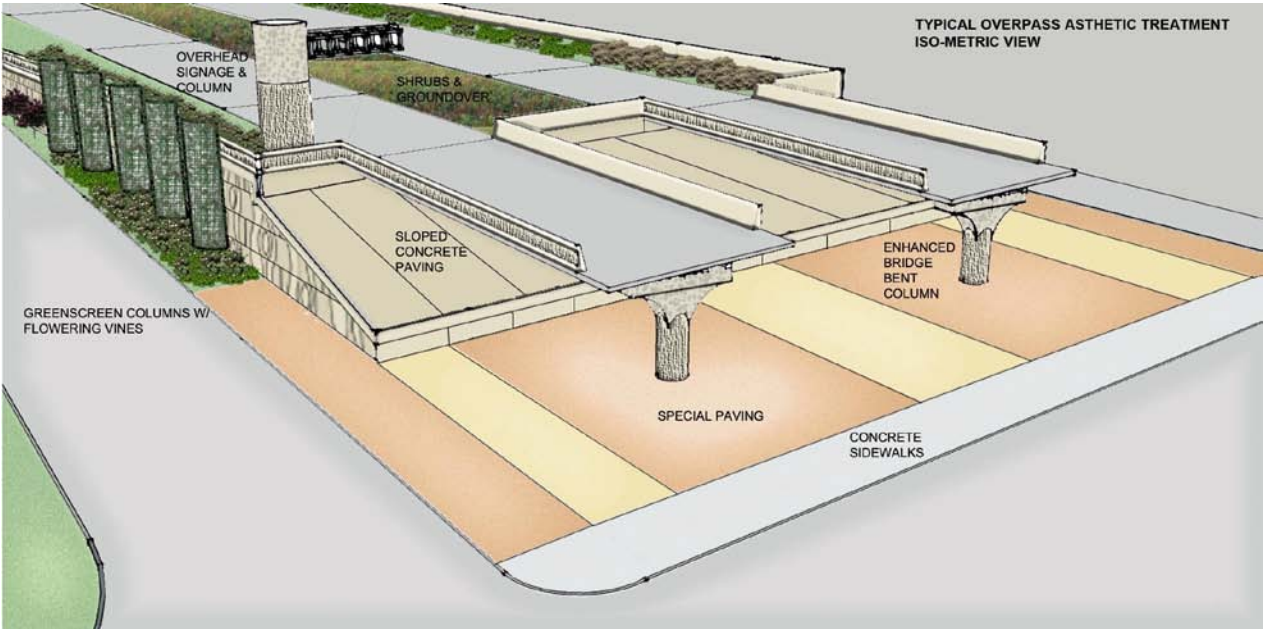
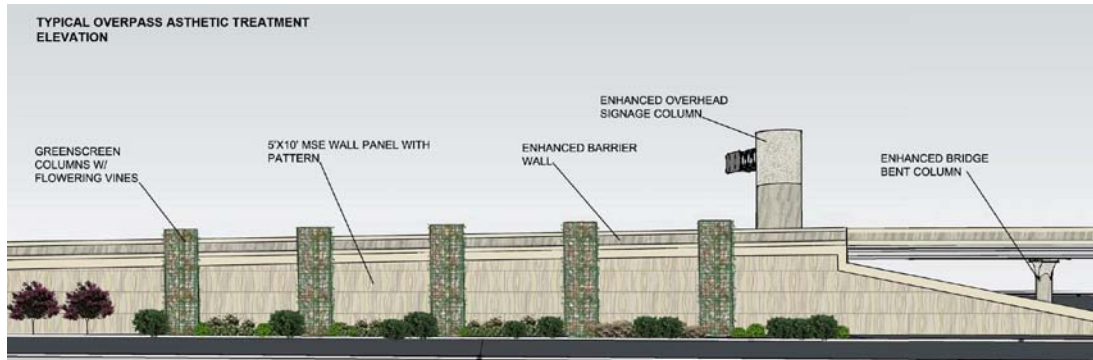


Exhibit 5, Elevation View of a Typical Overpass



Summary of the Project Management Plan

By using partnering, design roles, relationships, coordination and issue resolution, SCC will work together as a team with TxDOT and third party stakeholders toward the common goal of building the SH 99 Project to the highest degree of quality in the shortest time. SCC's Project Manager and Key Personnel share the same management objectives. This approach to working together provides our team a strong united approach to deliver the SH 99 Project. SCC's objectives include providing:

- A safe environment for all employees and the traveling public
- A high quality product on schedule and within budget
- Reduced long-term maintenance requirements
- Open and honest internal/external communication
- Empowered team members with well-defined responsibilities and authority
- Timely issue identification and resolution

To facilitate the coordination necessary for achieving these objectives, SCC will co-locate all key management, design and construction personnel alongside TxDOT and its representatives in a project office. This will promote:

- Integration of team members and coordination of resources
- Decision making, coordination, communication, and cooperation among team members
- Interfacing with TxDOT and all project stakeholders
- Coordination with utility owners

Communication within the collective team is absolutely essential for timely coordination to occur. SCC will actively manage communication through the implementation of a series of weekly meetings, each scheduled for a specific day and time. The structured system of weekly meetings will enable the progress of the ROW acquisition, utility accommodations, track design and construction, assist in prioritizing tasks, resolve project issues, and deliver the project to meet contract requirements. We will coordinate with TxDOT, its consultants, affected governmental agencies and third party stakeholders through:

- Committing to continuously partner with project stakeholders
- Synchronizing our public outreach, ROW acquisition, utility accommodation, environmental management, design, and construction processes by co-locating these activities at the SCC's project office
- Using qualified personnel, consultants, and subcontractors knowledgeable of the work, TxDOT guidelines and standards, including FHWA requirements
- Establishing effective interdisciplinary communications to promote constructability and maintainability, facilitated by our Design/Construction Coordinator
- Utilizing effective document control and software to transfer, store, and maintain project documents, drawings, reports and correspondence
- Maintaining effective Quality procedures to verify compliance with the project specifications

Summary of the Quality Management Plan

The SCC Team will meet project quality requirements as defined by the technical provisions and will adhere to established quality objectives. Every member of the SCC Team has the responsibility and authority to contribute to the quality objectives. Senior management will verify that responsibilities and authorities are clearly defined, communicated, and understood. We will work with TxDOT to review work in all elements of ROW acquisition, utility accommodation, design, construction and maintenance to provide a quality facility. Every team member is responsible for their work, and the Quality Management personnel will have access to every aspect of the project.

The SCC Team maintains that project quality is achieved and maintained by those who have been assigned responsibility for performing work, and that quality achievement is verified by persons or organizations not directly responsible for performing the work being inspected. The SCC Team has the overall responsibility for quality and the authority for establishing and effectively implementing the project requirements. Each member of the SCC Team is responsible for understanding their job requirements and conforming to the requirements of the Quality Management Plan (QMP). It is SCC's goal to provide a high-level QMP to TxDOT for all aspects of the project.

The SCC Quality Team is led by **William G. Burnett, PE**, Lead Quality Manager, and is responsible to TxDOT and the SCC Management Committee. SCC's Quality Team is shown in **Exhibit 6**:

Exhibit 6, Spring Creek Constructors Quality Personnel and Firms

Quality Specialists	Position	Key Personnel	Firm
Management	Lead Quality Manager	William G. Burnett, PE	Spring Creek Constructors
Design Quality Control	Design Quality Control Manager	Stephen Smiley, PE	Bridgefarmer and Associates, Inc.
Independent Design Quality Assurance	Professional Services Quality Control Manager	David Nufer, PE	Huitt-Zollars, Inc.
Environmental Compliance	Environmental Compliance Manager	Kim Jenkins-Johnson	Blanton & Associates, Inc.
Independent Construction Quality Acceptance	Construction Quality Acceptance Manager	Mark Warren, PE	Professional Services Industries, Inc.
Construction Quality Control	Construction Quality Control Manager	Tim Robarge	Spring Creek Constructors
Maintenance Quality Control	Maintenance Quality Control Manager	Jesus Campuzano	Mantenimiento de Infraestructuras, S.A.

These Key Personnel are leaders in their field and command the resources of their respective companies to complete their quality control responsibilities on the SH 99 Project.

Our Quality Management Program includes a Design Quality Management Plan (DQMP), Construction Quality Management Plan (CQMP) and ultimately a Maintenance Quality Management Plan (MQMP). The CQMP, DQMP and MQMP outline our quality philosophy, organization of personnel, personnel training, facilities, inspection, materials and testing program, test methods, documentation, and audit procedures.

The DQMP includes both our internal Quality Control and independent Quality Assurance processes for design reviews, reporting procedures, responsibilities, documentation and correcting design deficiencies. These processes will provide for a final design that is comprehensive and that meets contract requirements.

The CQMP and MQMP define and establish the list of activities and procedures that are utilized to verify adherence to proper protocols for inspection, sampling, testing and reporting. We will provide and document all construction and maintenance quality acceptances and material testing for the project to verify that it is in conformance with the specified standards and contractual requirements.

F. Summary Of The Proposer’s Approach To Satisfy The DBE Requirements

The SCC Team will provide equal opportunities for participation by subcontractors and small businesses in accordance with TxDOT’s Disadvantaged Business Enterprises (DBE) Program. The following items of construction work will be available for subcontracting to DBEs:

- Reinforcing steel placement
- Lighting and traffic signals
- Landscaping
- Traffic Management
- Signing and pavement markings
- Fencing and guard rail
- Drilled shafts
- Curb & gutter and flatwork

All members of our team take great pride in the relationships that we have formed over the years with DBE firms and as a result, we each have strong individual histories of meeting or exceeding past participation goals. As evidence of this commitment, the SCC Team has already engaged the professional service DBE firms shown in Exhibit 7.

Exhibit 7, DBE Firms

DBE FIRM	ROLE
Berg-Oliver Associates, Inc.	Environmental Design
Blanton & Associates, Inc.	Environmental Compliance Firm
Clark Condon Associates, Inc.	Landscape and Aesthetic Design
Community Awareness Services	Public Information and Coordination
Landtech Consultants, Inc.	Design Survey
Merlin Services, Inc.	Utility Coordination and Design
Geotest Engineering, Inc.	Geotechnical

The SCC Team will easily exceed the 6.0% established goals set forth in Section 7.1 of the Development Agreement. The SCC Team will utilize a “Two Step” Subcontracting and Purchasing Plan to proactively promote subcontractor and supplier participation for this design-build project:

The First Step: Advertisements are placed in various local and community-based ethnic papers and direct-mail letters inviting subcontractors (including DBE firms) to bid on the project.

The Second Step: The SCC Team will follow up with telephone inquiries and provide bidding documents when requested. Additionally, the SCC Team will give assistance to firms to help determine quantities and scope of work during the bidding process.

Subcontractors and suppliers will be selected based on a review by the team management staff. The selection process will specifically address the firms’ qualifications, knowledge of the project, commitment to working with other contractors and DBE firms, quoted pricing, staff and available resources to perform the work, and current status of DBE certification. Comprehensive advertising encourages participation and responses from DBE businesses. Our team members have recently attended a number of small business and DBE-related programs including TxDOT’s Small Business Briefing in Houston which was held at the Houston Job Fair at the University of Texas Health Science Center.

Team with Success, Team with Spring Creek Constructors!