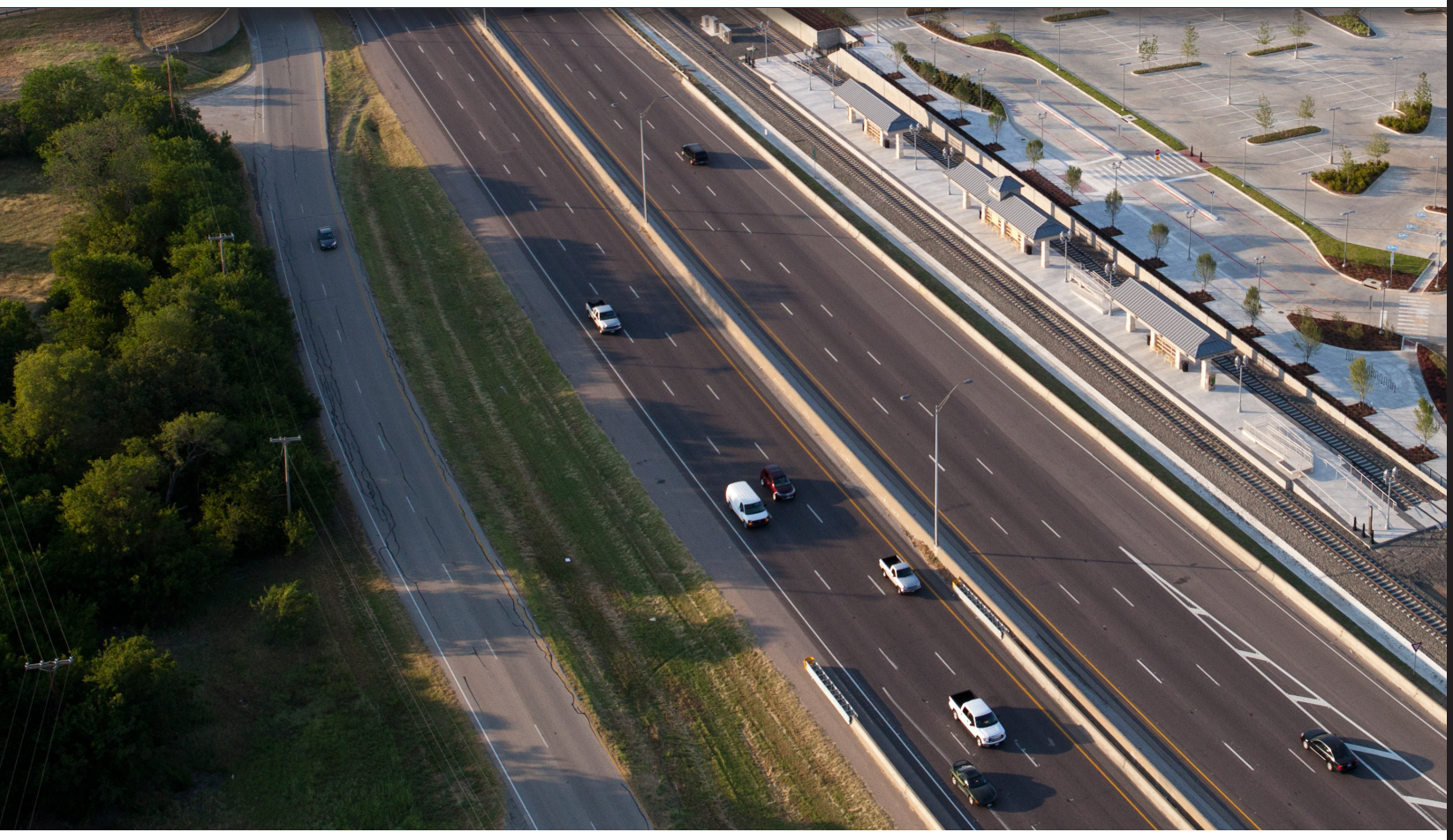
SECTION A

EXECUTIVE SUMMARY



A. Executive Summary

Introduction

AGL Constructors (AGL) has assembled a Super Bowl™- caliber team to deliver the Texas Department of Transportation's (TxDOT) Interstate Highway 35E Managed Lanes (IH 35E) Project, which will meet the Project goals with superior quality. Three of the largest contractors in the United States, all with a strong North Texas presence — Archer Western Contractors, L.L.C. (Archer Western; Granite Construction Company (Granite); and The Lane Construction Corporation (Lane) — comprise the AGL joint venture (JV) team.

Additionally, our roster includes two of the top five nationally recognized design-engineering firms — Parsons Transportation Group Inc. (Parsons) and HDR Engineering, Inc. (HDR). DBi Services (DBi) will serve as the lead capital maintenance firm, bringing more than 34 years of nationwide highway maintenance experience. Our team is also supported by a Pro-Bowl team of subconsultants and subcontractors, including local disadvantaged business enterprises (DBEs). The AGL team has worked together successfully on multiple high-profile transportation design-build (DB) projects and has unmatched experience along the IH 35E corridor.

Our unmatched team qualifications include the following:

- JV of three of the top five highway contractors and two of the top 10 DB design engineers, according to *Engineering News-Record* (*ENR*)
- Collectively have performed $35 billion of highway transportation DB projects
- $9.2 billion of collective experience working together over the last 10 years
- All construction key personnel have TxDOT experience
- Construction and engineering team with more than 10 years of unmatched experience working along the IH 35E corridor
- Built 37 miles of rail adjacent to this same active freight line with JV partner, and current rail operator, Herzog Contracting Corp.
- True North Texas-based team leadership
- DBi brings TxDOT and nationwide maintenance experience totaling $400 million

A. PROPOSAL ORGANIZATIONAL AND CONTENTS

AGL has organized this proposal according to the Instruction to Proposers (ITP), Exhibit E. We have included a reference copy of Exhibit E, as requested.

ICONS KEY

Throughout the proposal you will see the following icons used. Please use this as your guide to what they represent.

- Time Maintenance
- Cost Savings
- Value Added
- Project Goal
- Project Approach
- Community Outreach
- Communication
- Stakeholders
- Risk
- Safety

2. Summary of Changes to Proposer's QS

AGL has made no changes to its organization since the submission of the Statement of Qualifications (SOQ), other than the changes related to Key Personnel identified below.

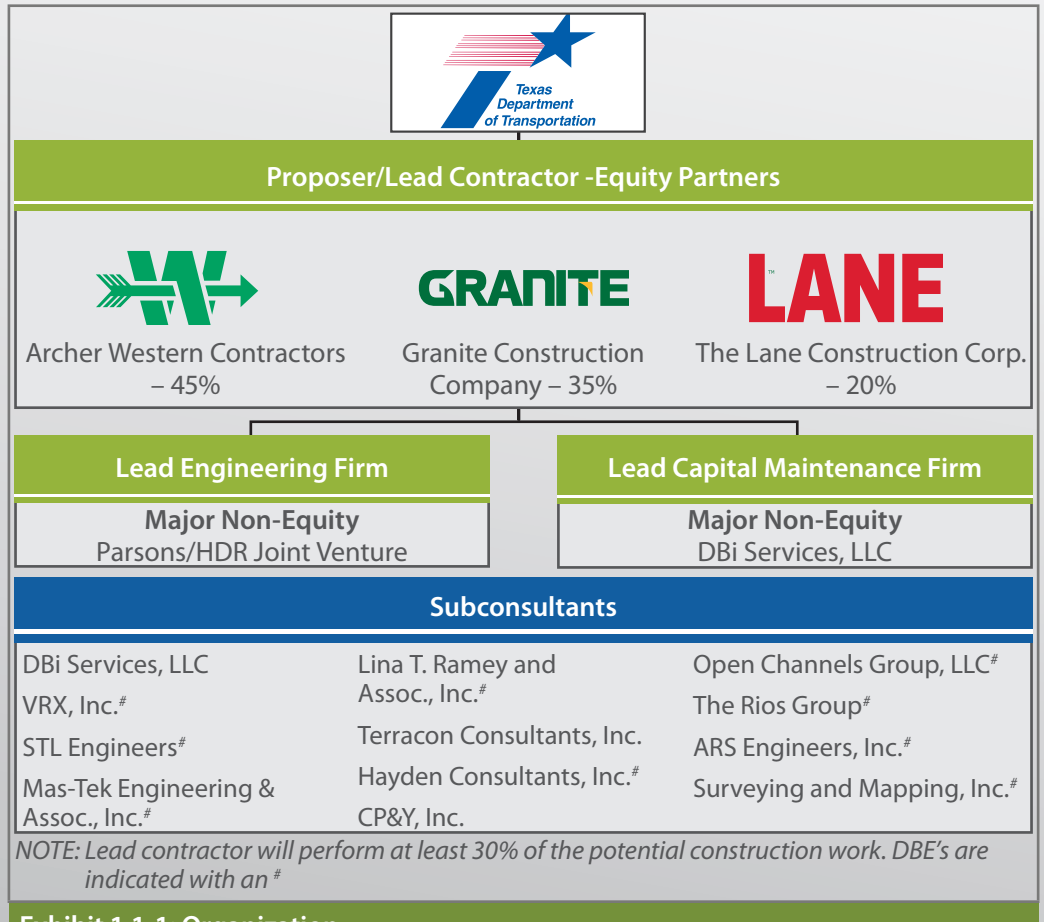
3. Summary of Changes in Proposers Organization

All additions and changes to Key Personnel were previously approved by TxDOT per the letter dated October 12, 2012.

4. Proposed Management, Decision Making, and Day-to-Day Operation Structure

Proposed Management Structure

AGL uses a well-defined management plan implemented by experienced and quality-driven management, who we will co-locate to achieve success on this Project. Our organization and management will focus skilled and experienced resources on specific areas of the Project while promoting clear and effective lines of communication throughout our DB team and to TxDOT to meet the Project goals of safety, mobility, quality, environmental compliance, budget, and schedule.



NOTE: Lead contractor will perform at least 30% of the potential construction work. DBE's are indicated with an #

Exhibit 1.1-1: Organization

The Starting Line-Up Decision Makers

Our game plan begins with our project manager (PM), our Quarterback, selected specifically for this Project. One of the largest DB projects in the history of the Lone Star State deserves the leadership of a PM with proven experience delivering projects of similar size and complexity in North Texas.

We have selected Archer Western's vice president-in-charge of regional operations, Joe Lee, to serve as the PM and the single point of contact for TxDOT. Joe was chosen to lead AGL because within the last five years he successfully completed $1 billion in alternative delivery transportation improvements from south Dallas through Denton, paralleling IH 35E for more than 45 miles. Joe will execute this Project's daily operations, including project management, safety, quality, scheduling, and cost. Joe has exceptional experience delivering large, complex transportation projects to public agencies, including TxDOT, Dallas Area Rapid Transit (DART), North Texas Tollway Authority (NTTA), the Dallas-Fort Worth International Airport (DFW), and to each of the IH 35E corridor cities.

Joe is proud to call North Texas home and has a vested-interest in partnering with TxDOT and exceeding all Project goals. For the IH 35E Project, we have built the following Super Bowl starting line-up around Joe that includes the following:

Table 1.1-1: Key Members

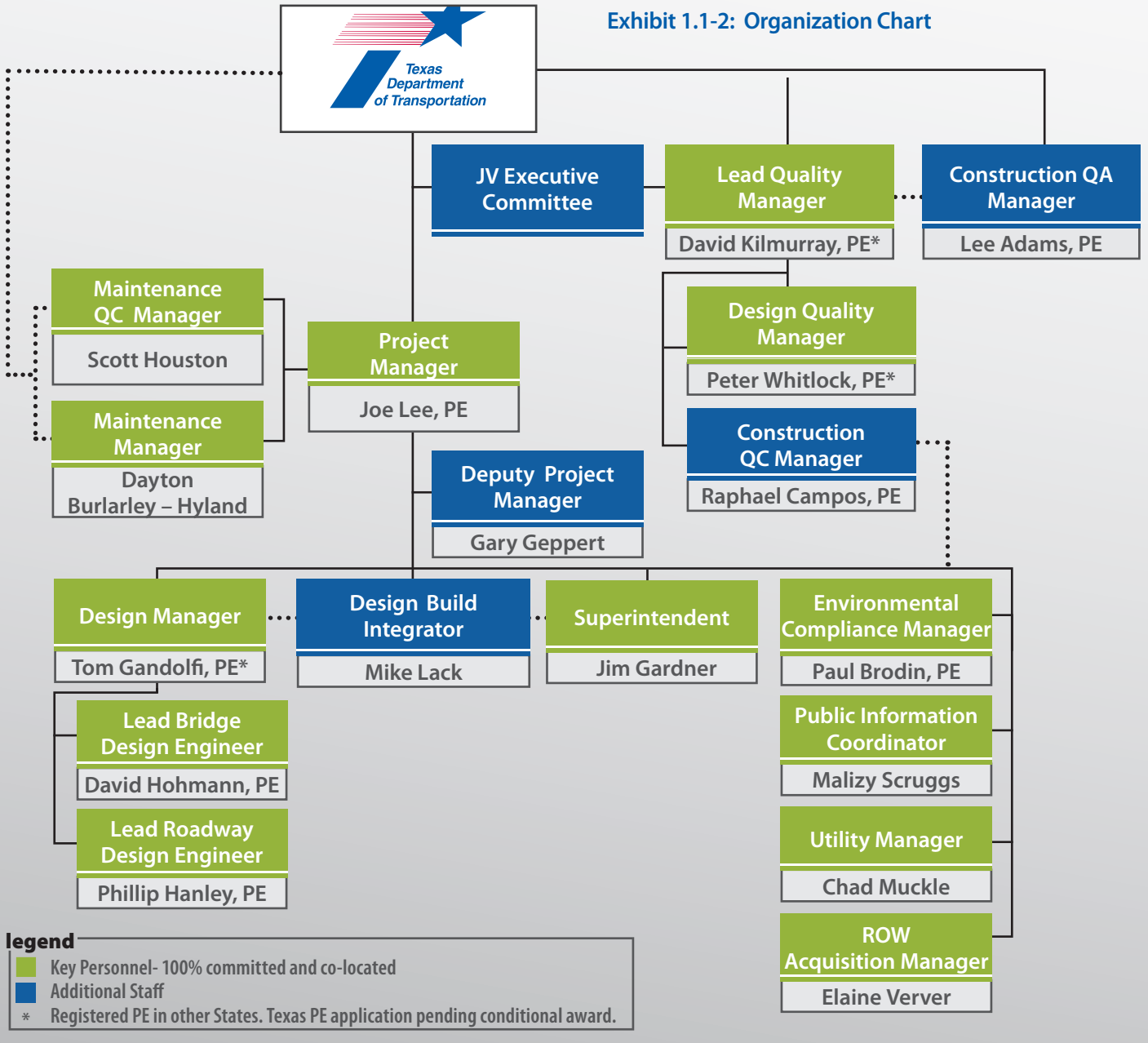
		More than 30 years of experience working on similar large projects in highly populated areas of North Texas In the last five years, Joe has successfully managed more than 1,000 people performing $1.5 billion in infrastructure projects
		Served as superintendent for DB projects for TxDOT, the US Army Corps of Engineers (USACE), NTTA, DFW, and DART Extensive knowledge and experience working with TxDOT and the USACE
		Served as design manager (DM) for the $1.1 billion SH 130 project 25 years of experience with DB transportation projects for departments of transportation (DOTs)
		Served in a similar environmental compliance role on the President George Bush Turnpike (PGBT) – Western Extension (SH 161) DB project Established relationships with all environmental compliance and regulatory agencies, including USACE
		More than 29 years with TxDOT, including the last 11 years as director of TxDOT's Bridge Division Unparalleled understanding of TxDOT's bridge design requirements
		More than 20 years of large, complex TxDOT highway design experience, including multiple projects along IH 35E Expertise in maintenance of traffic (MOT) for urban, complex corridors
		Experience developing and implementing DB quality plans Over the last 10 years, he has served as design quality manager for DB transportation projects with an average contract value of $443 million
Dayton Burlarley-Hyland	Capital Maintenance Manager	More than 42 years of highway maintenance experience Experience implementing TxDOT performance maintenance requirements for IH 20 in Dallas and IH 35 in Waco

	Working knowledge of state and federal public outreach requirements Served as PIC for the past five years on North Texas DB highway projects
	Utility coordinator on complicated projects, including the PGBT EE, Chisholm Trail Parkway, and Sam Rayburn Tollway Served as utility manager on six highway transportation projects for TxDOT
	Experience with dual-path process to accelerate the ROW acquisitions in Texas Familiar with Federal Highway Administration (FHWA) and USACE regulations

* Registered PE in other States. Texas PE application pending conditional award.

Day-to-Day Operation Structure

Exhibit 1.1-2: Organization Chart



Rendering of improvements to the IH 35E / Garden Ridge Boulevard interchange (ATC #4) improves safety and efficiency

5. Project Development Plan Summary

a. Technical Solutions Summary

Our team has expended more than 55,000 hours developing an optimal design to provide TxDOT with a package that includes alternative technical concepts (ATCs) and innovations to streamline phasing and minimize disruption to the traveling public.

The combined DB experience of our five major US construction and engineering firms' personnel make it possible for us to deliver the Project with little or no risk to TxDOT while achieving the highest quality standards in the industry and setting a new standard for public outreach in North Texas. This experience, coupled with similar corporate philosophies, create a collaboration of innovative thinking, which results in the approval, or conditional approval, of our ATCs and the integration of several betterments and cost-saving elements.

Table 1.1-2: ATCs Included in our Proposal

		• Reduces cost, schedule, ROW, utility relocations, maintenance, and inconvenience; • Increases safety in depressed sections, mobility, and access; and provides expansion opportunity for the city
		• Reduces cost, schedule, inconvenience, and maintenance; • Increases safety with no railroad crossing, mobility, and access; and provides expansion opportunities for DCTA parking • Reduces cost
AGL #13	Overlay Design on Existing Jointed Concrete using Rubberized Hot-Mix Asphalt Surface Course See Sections 4.1 and 4.5	• Reduces cost and maintenance • Reduces schedule

ATC No.	Description/Use & Cross Reference	Advantage
AGL #28	MLs Pavement Design See Section 4.1	• Reduces cost
AGL #29	Shoulder Pavement Design using 5% Trucks See Section 4.1	• Reduces cost
AGL #30	First Flush Drainage System Design on Lake Lewisville Bridge See Section 4.1 and 4.5	• Reduces cost and maintenance • Reduces schedule

An added benefit of this ATC is that it allows the City of Carrollton to tie all four quadrants of the interchange together

(i) Traffic control management

Our Traffic Management Plan (TMP) exceeds the requirements of Section 18 of the Technical Provisions and considers the number of lanes in all work areas to minimize the total number of main lane traffic shifts and provide stable work zones. The fewer times motorists must adjust to new roadway configurations, the better traffic will flow through the work zone, which ensures consistent daily and weekly travel times. AGL will also maximize the use of night and weekend work to lessen impacts on traffic and provide easy and safe access to work areas. Consider it our own form of zone defense for successful coverage.

To ensure travel time certainty, MOT phases will remain consistent within each work area. Our Traffic Control Plans (TCPs) will also include contingency plans for when expected travel times are increased by more than 20 minutes in any work area to ensure travel time certainty for highway users.

(ii) Public involvement

The Project will most affect businesses and communities along the corridor. Therefore, communicating early and often with these stakeholder groups is our team's highest priority. Our PIC, Malizy Scruggs, began outreach efforts by initiating meetings with local businesses and communities, such as the cities of Highland Village and Corinth; the DCTA; Carrollton-Farmers Branch Independent School District; and Lake Cities Fire and Police during the proposal phase. Her team will use

many of the same outreach tactics for communicating with the traveling public to maintain a two-way dialogue with businesses and communities adjacent to the Project. AGL has also made special considerations for business and communities in our Public Information and Communication Plan (PICP) that include the following:

- Inviting representatives to participate in task-force meetings in advance of traffic movements.
- Links to businesses' and community organizations' websites with our Project website sharing.
- Identifying opportunities to participate in community fairs and exhibits.
- Collaborating with local organizers on special events as festivals and exhibitions.
- Conducting ongoing presentations and one-on-one meetings with surrounding neighborhood and business groups.

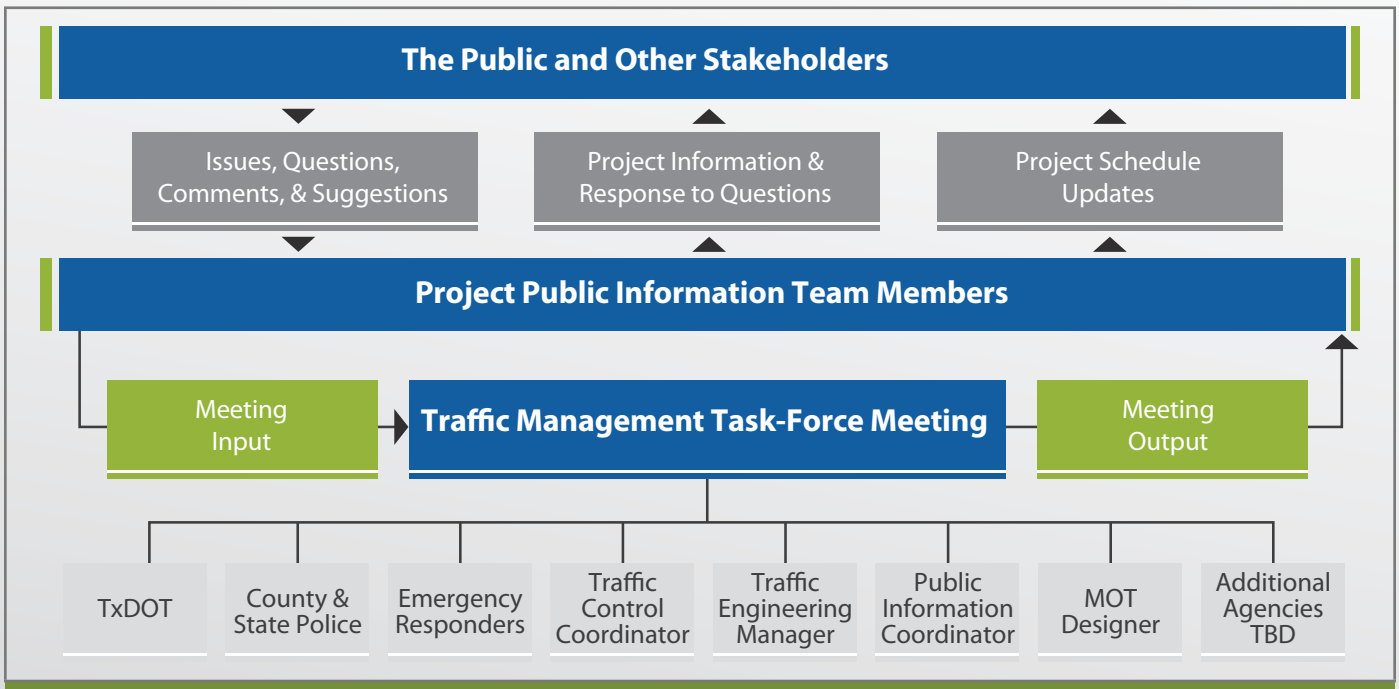


Exhibit 1.1-3: Public Interaction Communications Flow Chart

(iii) Schedule

We developed our schedule to ensure that TxDOT goals are attained throughout the duration of the IH 35E Project. These goals include delivering as much scope as possible, maintaining mobility and minimizing inconvenience, and completing the Project as quickly as possible.

At our own risk, we will begin administrative and design efforts on critical tasks as soon as we are notified of conditional award. This work includes development of the Management Plan; baseline schedules; and critical design elements, such as MOT, clearing and grubbing, environmental and sediment control, utility relocations, drainage, structures, and ROW acquisition activities. Preparing these critical deliverables at our own risk will allow AGL to submit them immediately following NTP1, which we anticipate will accelerate NTP2.

b. Preliminary Project Management Plan Summary

AGL's well-defined management controls are implemented by experienced and quality-driven management to achieve Project success. Our management approach is centered on the following areas:

(i) Integrating subcontractors:

AGL will manage and direct all subcontractor and supplier activities to ensure performance and will select only the most qualified subcontractors and subconsultants.

(ii) Integrating a partnering plan:

AGL embraces partnering based on the premise that important, complementary opportunities must exist between all Project participants. When the right people are brought together, in an open and honest environment, with an effective organizational process, we can establish mutually beneficial relationships that will result in a successful Project delivery.

Exhibit 1.1-4: AGL is committed to Co-location to increase communication

(iii) Empower all levels of the organization to make decisions with TxDOT counterparts:

AGL will resolve issues at the lowest possible level. We will establish a process for resolving escalating issues when a decision cannot be made at a lower level and the unresolved issue will have an impact on Project scope or schedule. This escalation process can start at any level of management and will continue until the team achieves a resolution.

(iv)Design strategy:

Effective design management, development, and coordination are established at the outset of design by thorough Project planning and the establishment of an effective operating structure. The design management process for this Project will be led by our DM, Tom Gandolfi, who will work with each Task Force Discipline Lead and the design subconsultant firms to ensure the following:

- Roles and responsibilities of design leaders are clearly understood;
- The right number of experienced discipline staff is assigned to perform each task;
- The scope of work and Project requirements are clearly understood;
- Adequate focus on early release packages for elements such as utility relocations, ROW acquisition, railroad coordination, erosion and sediment, MOT, drainage, drilled shafts and foundations, and detours;
- The Quality Management Plan (QMP) and reporting is implemented;
- Designs are developed with the safety of our craftsmen and the public in mind;
- A communication plan with the design team, the broader Project team, and TxDOT is implemented; and,
- Subconsultants are fully integrated into the design process and all are treated as AGL team members.

(v) Safety:

The AGL team will not sacrifice safety for production. Instead, safety will become an integral part of QC, cost control, and job efficiency. Every supervisor will monitor the safety performance demonstrated by the employees under their supervision. This Safety Culture has led AGL members to achieve a high level of safety consciousness and incident prevention. The program is extended not only to protect our work force but also to protect the public, at all times.

Table 1.1-3: Experience Modification Rate (EMR) – Key indicator of safety:

Firm Name	EMR
Archer Western (Texas Region)	.29
The Lane Construction Corporation	.66
Granite Construction Company	.76

All members of management and field supervision are continuously trained to identify and prevent unsafe acts or conditions that could lead to occupational injuries or illnesses. While the ultimate success of a health and safety program depends upon the full cooperation of each individual employee, it is our management's responsibility to see that health and safety work practices and procedures are followed, and that craft workers have proper training and education.

(vi) Risk Management Plan and Process:

By utilizing industry best practices for risk management, our approach provides a consistent methodology that identifies all critical Project risks, assesses their likelihood of occurring and the potential magnitude of outcomes should the risks occur, and successfully manages and mitigates these risks. We recognize that success on mega-projects, like the IH 35E Project, requires all parties — such as owners, design-builders, and stakeholders — to recognize each other's critical Project risks and work cooperatively to manage and mitigate the total shared risk. For this reason, our approach involves TxDOT and Project stakeholders as active participants in our identification of risks and how to respond to them proactively, while recognizing our ownership of contractual risks assigned to the developer.

Exhibit 1.1-5: AGL's Risk Management Approach

(vii) Environmental Compliance:

Our seasoned environmental specialist Paul Brodin, will plan, manage, implement, and monitor environmental compliance tasks. Paul has 12 years of proven success managing environmental compliance on a variety of large-scale DB highway projects for TxDOT and NTTA, including a working relationship with USACE. Paul has an in-depth understanding of National Environmental Policy Act and the Texas Commission on Environmental Quality, resource agency permit compliance, and construction-phase management of environmental commitments.

c. Quality Management Plan Summary

Our QMP will be fully compliant for all systems, plans, and audits, per ISO 9001. Our LQM, David Kilmurray, has an outstanding resume for delivering high-quality, ISO-compliant, large DB highway projects around the country. He will ensure that his QMP is fully compliant with TxDOT's Section 2, QMP of Book 2 of the Technical Provisions. The QMP will establish the foundation for continuous improvement in every aspect of the Project, focusing on the result and the end user.

6. Approach to Satisfying the DBE Requirements:

AGL affirms a strong, demonstrated commitment to TxDOT's goals for the IH 35E Project's DBE program. We realize that a community's economic development comes from having a strong business base. We will foster meaningful DBE participation throughout the life of this Project, exceeding the 6% goal.

Each member of our team has won DBE Partnership Awards similar to this example

Through our recent DBE outreach events and the long-standing relationships held with local DBE companies, we will exceed the required DBE goals for design and construction.

We will continue to seek additional opportunities by taking the following into consideration:

- Ensuring that procurement packages are structured to allow DBE firms to participate;
- Assuring inclusion of DBE firms in all solicitations for products or services that they can provide; and
- Reviewing solicitations to remove statements and clauses that tend to restrict participation.

We will track the progress of our DBE participation through monthly reports and keep proper documentation of the additional opportunities that we have provided.

a. Mentoring and job training:

AGL's mentoring and job training program goal is twofold; first it will provide a level playing field for socially and economically disadvantaged businesses wanting to participate in the IH 35E Project; and secondly, it will provide substantial opportunities for participation of inexperienced and untrained personnel in the performance of work. AGL will provide equal opportunities, give back to the communities, exceed goals, mentor local businesses, and develop valuable long-term partnerships.

AGL is the right team to deliver TxDOT the Super Bowl ring!

Summary

AGL has assembled a Super Bowl™- caliber team that brings experienced design and construction professionals who can think outside the box, save TxDOT money, reduce the Project schedule, and provide a smooth transition for all key stakeholders throughout the Project. Our locally based management team is trustworthy, dedicated, and committed to TxDOT goals. Our team and our work force are immediately available to provide TxDOT with its unmatched IH 35E corridor project experience and proven national DB transportation project experience. We look forward to partnering with you and expanding this vital international artery through our North Texas community.