



EXECUTIVE ★ SUMMARY



**SOUTHGATE
MOBILITY**
PARTNERS



SOUTHGATE MOBILITY PARTNERS – THE RIGHT SOLUTION FROM A PROVEN TEAM

SouthGate Mobility Partners (SouthGate) is specifically structured to bring experience from the award-winning DFW Connector project to offer TXDOT, and its valued partners in Irving, Dallas, Fort Worth, Euless and Bedford, a long-term solution for needed capacity improvements along the SH 183 and SH 114 corridors.

Alongside its combined team member expertise, resources and detailed project understanding, SouthGate is prepared to invest its own money to leverage limited public funds to design, construct, operate and maintain this critical corridor. This nearly 30-year commitment is a testament to the partnership we have established in the North Texas communities where we live and work.

The SouthGate solution delivers more value to TxDOT and the region by:

- Safely delivering the maximum capacity in the Base Scope
- Employing proven project management plans and processes to ensure high quality and compliance in all aspects
- Completing the SH 183 Project (Project) over 9 months early
- Delivering SH 114 Managed Lanes (Additional Scope Components 3 & 4) in 21 months, by mid-September 2016

SouthGate Team

A culture of trust and always “Doing What We Say We Will Do”

ORGANIZATION AND CONTENTS OF PROPOSAL

THE CONTENTS OF EACH PROPOSAL VOLUME INCLUDES:

- Technical Proposal (delivered all four scope components)
 - ✓ Executive Summary
 - ✓ Proposer Information
 - ✓ Certifications and Forms
 - ✓ Project Development Plan
 - ✓ Relevant Appendices (resumes, technical drawings, graphs, schedules, etc.)
- Financial Proposal
 - ✓ Financial Statements for Equity Members
 - ✓ Lead Contractors

- ✓ SouthGate Guarantor
- ✓ Pricing Forms

Achieving TxDOT's Goals

To provide the most efficient cost of financing to TxDOT, we have elected to self-finance the Deferred D&C Payments and will not put TxDOT at risk for fluctuations in market interest rate adjustments.

SUMMARY OF QS CHANGES

We have modified our team structure since the Qualifications Submittal (QS) in May 2013 to meet the change in project delivery method of the RFP requirements.

Summary of Organizational Changes

SouthGate has made a number of organizational changes that have been approved by TxDOT in accordance with the RFP requirements. These changes were designed to enhance our overall ability to achieve TxDOT's goals and strengthen our commitment to the Project.

While the Proposer continues to be SouthGate Mobility Partners, we have changed the proposed Equity Members, with Kiewit entities (Kiewit Development Company and Kiewit Infrastructure South Co. (KIS) now having full ownership of the Developer and Lead O&M Contractor, as well as managing partner of the Lead Contractor.

Kiewit Infrastructure Group Inc. (KIG) is SouthGate's Guarantor for the Project's duration.

Given the change in the project delivery method, and the removal of the requirement to invest equity, Plenary Group USA Ltd. no longer has an ownership interest in the Developer, but is the Financial Advisor to SouthGate.

The Lead Contractor is now a joint venture between KIS (formerly the single-entity Lead Contractor) and Austin Bridge & Road, L.P. (AB&R). KIS is the managing partner of the 75/25 joint venture. AB&R brings additional local strength and experience to SouthGate through its home-grown resources, offices and personnel, as well as major plant facilities adjacent to the Project's site. AB&R has a long-standing working relationship with TxDOT's Dallas and Fort Worth Districts.

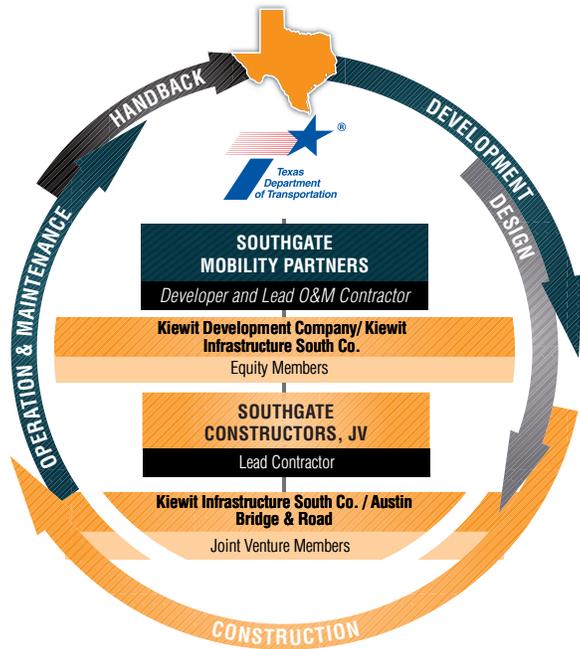
There has been no change to our Lead Engineering Firm, Parsons Transportation Group Inc. (Parsons).

Following a company reorganization, Transfield Services elected not to participate in the Project; therefore, SouthGate has assumed responsibility for performance of the operations and maintenance (O&M) obligations for the

full 25-year operating term, guaranteed by KIG. SouthGate has added Infrastructure Corporation of America (ICA) as a Major Non-Equity Member to perform routine maintenance services.

To manage SouthGate's O&M obligations we have committed Quirino Pollice, PE as the O&M Project Manager. Quirino is an experienced operation, maintenance and asset-management executive for Kiewit and will lead the SouthGate "Whole of Life-cycle" approach to the Project.

| *Project Life-cycle*

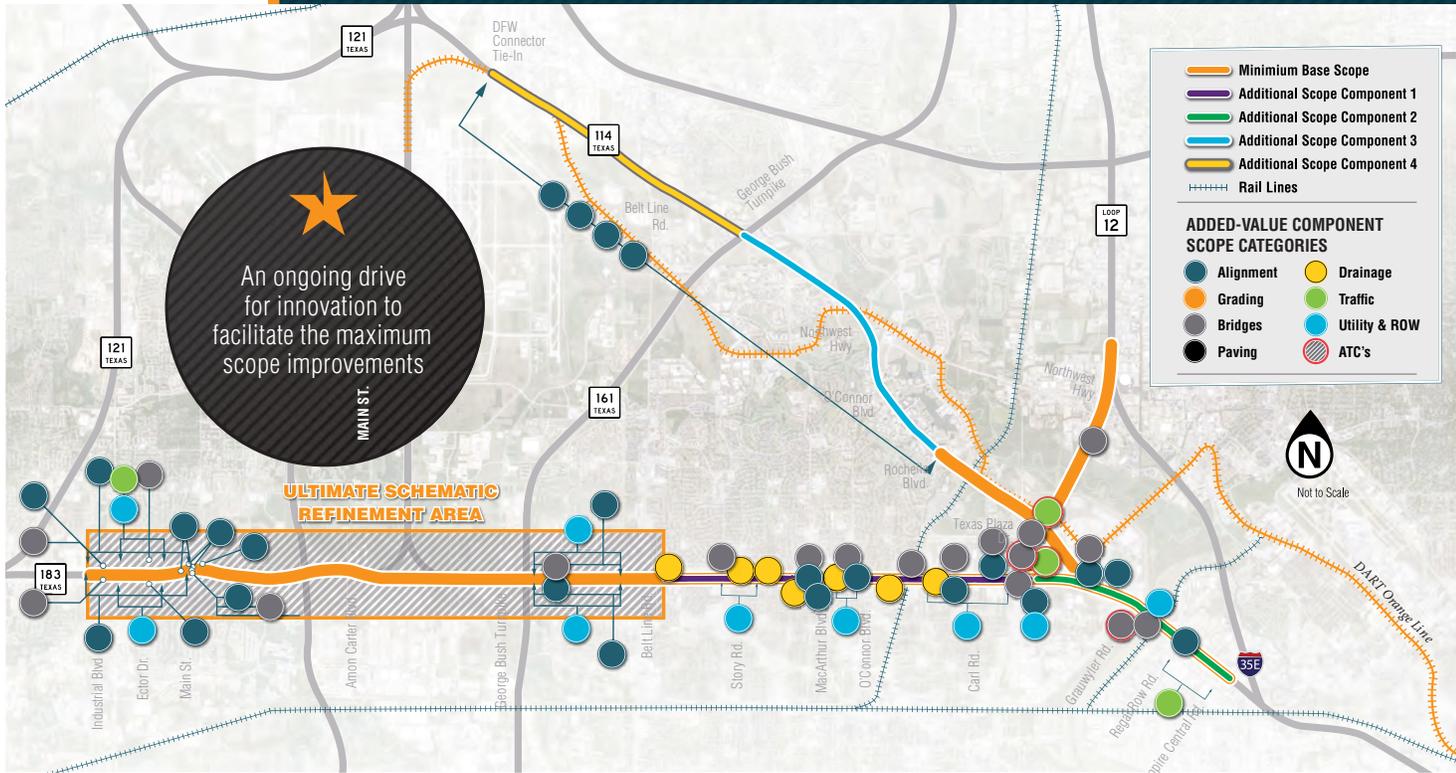


MANAGEMENT, DECISION MAKING, AND DAY-TO-DAY OPERATION STRUCTURE

SouthGate's organizational management structure is vertically integrated with Kiewit-led entities in all key roles including development, design, design-build and O&M. SouthGate's organizational and management structure is vertically integrated with Kiewit-led entities in all key roles including development, design, design-build and O&M. This streamlined and cohesive management structure assures TxDOT consistent, efficient and trustworthy operational and risk management decision-making.

SouthGate's day-to-day operations will be led by the relevant Project Manager, Rob Anderson during D&C and Quirino Pollice during O&M, with well-defined reporting lines, roles and responsibilities across the organization and supply chain. Clear delegation of decision-making authorities, thorough monitoring and reporting of performance, and a 24/7 availability policy of senior executives will also ensure efficient performance of day-to-day operations.





Our commitment is supported and strengthened through Kiewit employees fulfilling the majority of Key Personnel positions (including the D&C Project Manager, O&M Project Manager, D&C Lead Quality Manager, O&M Lead Quality Manager, D&C Safety Manager, O&M Safety Manager, Superintendent, Environmental Compliance Manager, Public Information Coordinator and Utility Manager).

SouthGate confirms that each Major Participant's Key Personnel are available and committed for their roles on the Project.

PROJECT DEVELOPMENT

SouthGate's Project Development Plan Base Scope includes all four Additional Scope Components as a result of thorough analysis and inclusion of numerous added-value concepts, innovations and best practices in project development and design-build delivery.

1. PUBLIC INFORMATION AND COMMUNICATIONS

Public Information and Communications is a core strength of the SouthGate team. Our entire organization understands the value of timely and accurate communication with the traveling public and stakeholders. Our PI team is integrated with field operations and work plan development, allowing them to effectively provide reliable and accurate information. We also understand that an important part of communication is listening. Our team is committed to applying

the input and suggestions we receive to discover how we can best complete our tasks with minimal impacts to those who rely on the corridor. Through innovative technology, we will continue to enhance the public's ability to access real-time information, in support of a positive image for the Project. SouthGate's overriding objective is maintaining a **Safe Environment** at all times – for the traveling public and those associated with the Project – and we understand that effective communication is an integral part of this outcome.

SouthGate Team

An ongoing drive for innovation to facilitate the maximum scope improvements



Our PI team will be an active part of the communities that the Project affects

2. ENVIRONMENTAL SENSITIVITY AND SAFETY

Our safety and environmental mission is simple: complete the Project with **Nobody Getting Hurt and Zero Environmental Violations.**

Our safety goal of Nobody Gets Hurt is simple and powerful. Our management team and craft are committed to ensuring that their safety, as well as the safety of their coworkers, subcontractors, the TxDOT team and the public, is paramount in our planning and operations.

All employees working on the Project will receive hands-on safety and environmental training as part of their SouthGate orientation. This on-going training will reinforce everyone's focus toward the goals of Nobody Get's Hurt and Zero Environmental Violations.

SouthGate's responsibility for safety and environmental compliance is further supported and reinforced by our policy of empowering all employees with the authority to stop any work or operation they feel may pose a risk to someone's well-being or the environment.

| Environmental Sensitivity and Safety



Promote environmental, safety and health objectives in designing, planning and building work

Encourage ownership of our safety, health and environmental efforts at all project levels

Craft and subcontractors are **engaged** and **empowered**

3. WORKING WITH TXDOT AND THIRD PARTIES

SouthGate has assembled a dedicated and experienced team of personnel **to work closely with TxDOT and third parties** to ensure the successful implementation of planned future improvements. We have specifically drawn from locally-based resource pools at Kiewit, AR&B, Parsons and ICA to provide the skills and qualifications that TxDOT and its partners deserve. Our approach is to continue open and transparent communications among our team members, TxDOT and the Project's stakeholders. SouthGate will encourage TxDOT and agency representatives to participate in project tours, design task force meetings and quarterly executive partnering meetings to maintain essential communication throughout the Project. The SouthGate management team commits to a solutions-oriented partnering approach to effectively manage challenges before they become conflicts.

4. PROJECT SCHEDULE COMMITMENTS

We will achieve Substantial Completion of **the entire Project by May 7, 2018**, over 9 months ahead of schedule! As part of this overall completion commitment, SouthGate will achieve Substantial Completion of Additional Scope Components 3 and 4, over 8 miles of additional Managed

Lanes on SH 114 from Rochelle Boulevard to International Parkway, by mid-September 2016. This facilitates additional access to the DFW Airport and allows for early revenue generation from the managed lanes along this corridor. Once completed, SouthGate will begin the 25-year (until 2043) O&M Period with a high level of roadway service for TxDOT and its constituents. We have delivered on these types of schedule commitments before, as recently as the DFW Connector project – and we will do it again.

5. DELIVERING THE DESIGN AND CONSTRUCTION COMPONENTS

SouthGate's approach to design and construction (D&C) is to fully understand TxDOT's goals, objectives and the RFP requirements, and meet or exceed TxDOT's expectations in project delivery.

We will maximize efficiency and ensure full integration of three major organizational functions – **design, construction and O&M** – through joint task forces and co-location of all discipline managers (including the quality team).

With TxDOT's input and participation, our proven, integrated task forces are led by experienced senior managers. These task force meetings provide a forum for coordination and unification of design and construction techniques, and improve analysis, decision making and project development. At these meetings, consideration and input are provided during design development and construction delivery for reducing short- and long-term maintenance needs.

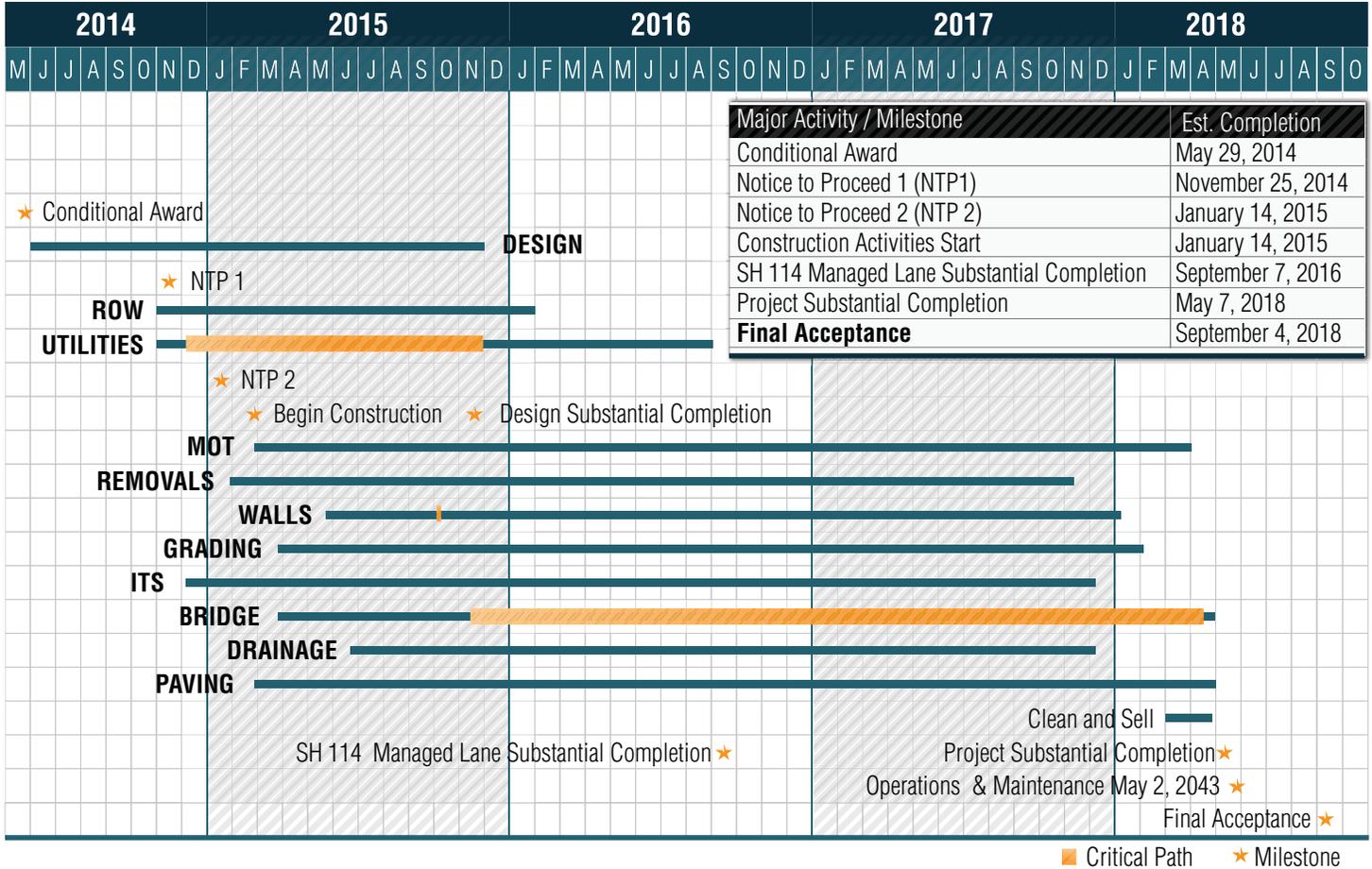
Co-locating SouthGate's D&C and O&M staff with TxDOT representatives will strengthen our commitment to achieving project goals by producing a well-defined, high-quality and constructible design.

6. QUALITY MANAGEMENT

The SouthGate team will make TxDOT and its partners proud of the work we build together and the **quality culture** we jointly support. We will provide ongoing training for our workers in quality management processes and stress the importance of meeting statutory, industry, regulatory and project requirements. SouthGate will supply the resources needed to deliver quality work and services. We are providing a proven quality organization of highly-qualified and well-trained quality management professionals.

Our guiding quality principles toward proactive and preventive service includes meeting requirements, exceeding TxDOT expectations, eliminating rework, building work right the first time, and continuous quality improvement.

Schedule | Hit the Ground Running – Finish Ahead of Contract Schedule



Our quality program is based on a philosophy of “know it, build it, check it,” and maximizes best practices for establishing, implementing and maintaining quality throughout the life of the Project.

as possible while maintaining all current capacity during construction. We will provide efficient work areas to increase production and reduce the Project’s duration. Most of the Project can be constructed in three to four phases, with staging included to complete ramps and cross streets.

Much of our work will be done during lower traffic periods, typically at night, to minimize impacts to daily commuting patterns during the a.m./p.m. peaks. To enhance motorist/worker safety, we will use concrete barrier separated work zones.



SouthGate Team

Integration of a “Whole of Life,” long-term approach from design development through construction, and throughout the 25-year O&M Period

7. CONSTRUCTION SEQUENCING, TRAFFIC MANAGEMENT AND MOBILITY

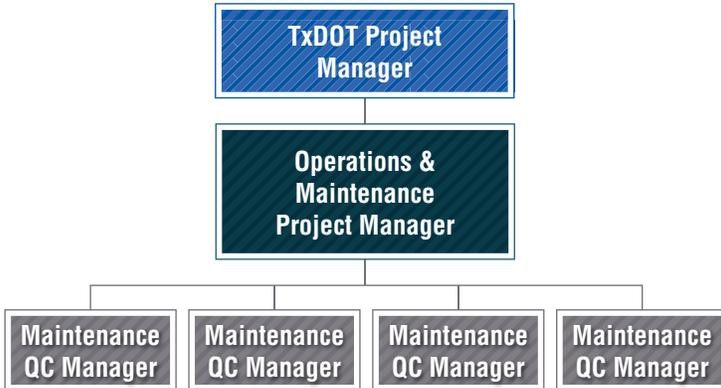
We have analyzed the traffic flow on the SH 183 alignment to develop a safe and user-friendly phasing plan. A key feature to our approach is efficiency. Our proposed **traffic management** approach expedites the work as quickly

8. O&M, RENEWAL WORK AND HANDBACK

SouthGate’s **approach to O&M, Renewal Work and Handback** has been formulated around our commitment to incorporate the experience and lessons learned of seasoned personnel representing hundreds of years of combined DOT experience.

Our Maintenance Management Plan (MMP) and approach provides TxDOT a proven maintenance program that:

- Maximizes the Project's effective life with continuous inspection, monitoring and focused preventive maintenance
- Provides cost-savings, efficiencies and opportunities by partnering with qualified subcontractors
- Meets and exceeds roadway performance standards
- Establishes consistent communication with TxDOT and roadway users through a robust and proven customer service program



DBE REQUIREMENTS

SouthGate understands the value of providing opportunities for DBE firms and is committed to meeting the Project's DBE goals by diligently implementing the following measures to ensure meaningful participation throughout the term of the Project:

- Divide the work into small packages to encourage more participation
- Identify and resolve challenges that could become a burden for DBE firms
- Monitor and facilitate efforts toward exceeding the participation goals
- Communicate upcoming solicitations through a variety of outreach methods
- Partner with minority- and women-led community organizations

