

A. EXECUTIVE SUMMARY

WBCCI, LLC (WB) has a roadmap for successful Design-Build-Maintain (DBM) project delivery. We possess the enthusiasm, tenacity, and commitment to develop the SH 249 Extension Project (the Project) and leave a lasting positive impact on Texas' infrastructure.

WB understands the Project's importance to the TxDOT Houston and Bryan Districts. We recognize its regional significance and assembled a team with the requisite knowledge and experience to develop, design, construct, and provide capital maintenance for a safe, reliable transportation system that TxDOT expects.

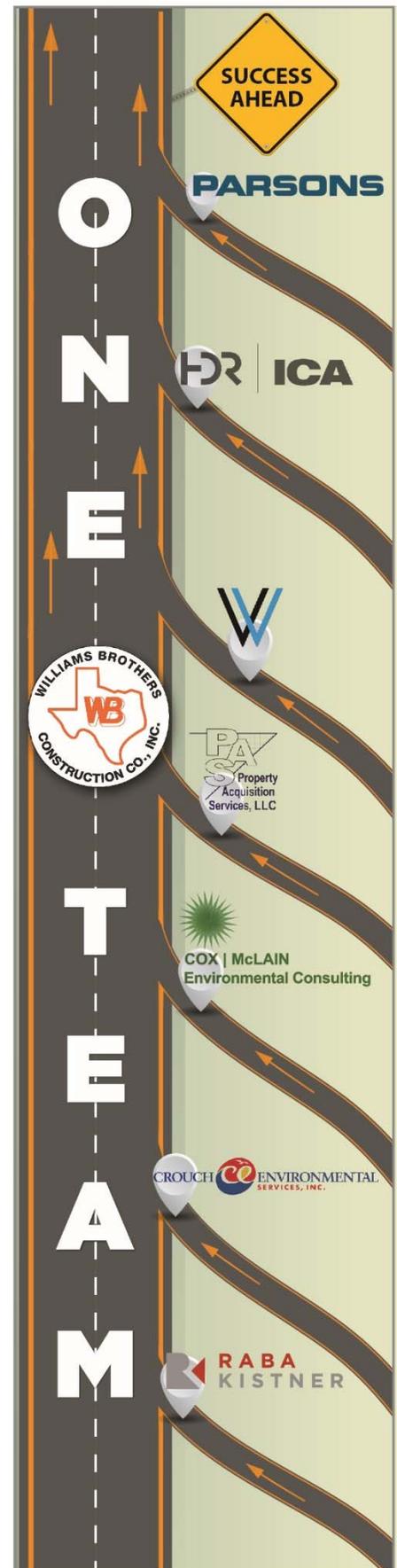
Strengthened by a 62-year corporate history and a project portfolio of over 400 heavy highway TxDOT projects, WB developed a DBM Management Approach - **ONE TEAM** - that supports a successful Project with clear direction, focused purpose, open communication and proven results. ONE TEAM cultivates collaboration, innovation and best value. WB executive team management is committed to the ONE TEAM approach which is structured for successful Project delivery.

WB assembled the best team of key firms who share the same, ONE TEAM, corporate and management philosophies: Parsons Transportation Group (Parsons) as the Lead Engineering Firm, Raba Kistner Infrastructure, Inc. (RKI) as the Independent Quality Assurance Firm, and HDR|ICA as the Lead Maintenance Firm; and specialty firms: The Whiddon Group, Property Acquisitions Services, Inc., Cox McLain Environmental Consulting, Inc., and Crouch Environmental Services, Inc. The WB Team brings the knowledge, directly relevant experience, and resources to successfully develop this Project.

A.1 Explanation of the Organization and Contents of the Proposal

Our proposal is organized per the Instruction to Proposers (ITP) Exhibits B, C-1, C-2 and E.

PROPOSAL	ORGANIZATION
Volume 1	Confidentiality Statement; Executive Summary; All Proposer Information, Certification & Documents
Volume 1a	Project Development Plan and Appendices: D.1 Key Personnel Resumes and References & D.2 Technical Drawings & Data
Roll Plots	D.2 Technical Drawings & Data
Volume 1b	Preliminary Project Baseline Schedule
Volume 2	Financial Proposal
Volume 3	Price Proposal



A.2. Summary of any Changes to Proposers Qualification Submittal (QS)

The general approach described in the QS has been refined in the development of the Proposal response. There have been no significant changes to the proposer’s financial capabilities, performance or claim history. WB remains with no claims pending with TxDOT. WB has had no sanctions from TxDOT or any other owner. There are organizational and personnel changes which were approved by TxDOT and are discussed more fully in A.3.

A.3 Summary of Changes in Proposer Organization, Equity Members, other Major Participants and Key Personnel since submission of the QS

Williams Brothers Construction Co., Inc. replaced the Proposer and Equity Member with WBCCI, LLC, a Texas corporation. Williams Brothers Construction Co., Inc. will remain on the Proposal serving as the Guarantor of WBCCI, LLC. TxDOT will continue to benefit from WB’s experience, expertise, and financial strength, while allowing Project risk to be managed in the most cost effective manner. This change was approved by TxDOT on February 3, 2017.

Figure A.3-1 below is a summary of the changes in Key Personnel since QS submission.

Figure A.3-1 Summary of Key Personnel Changes

POSITION	KEY PERSONNEL	APPROVAL DATE
Project Manager	David Casteel, PE, DBIA	January 31, 2017
Maintenance Manager	Paul Montgomery, PE	December 16, 2016
Lead Quality Assurance Manager	Bruce Nipp, PE	December 2, 2016
Additional Key Personnel Required since QS Submission:		
Right-of-Way Acquisition Manager	Mike Mahar	November 22, 2016
Utility Manager	David Whiddon	November 22, 2016

A.4 Summary of Proposed Management, Decision Making and Day to Day Operation Structure of Proposer

WB will manage the Project with a ONE TEAM approach. Our ONE TEAM project management approach helps make good professional partners better, and turns great partners into exceptional ones. With a common goal to deliver a quality and compliant project on TxDOT’s desired schedule, WB will successfully execute its Project Management Plan (PMP).

WBCCI, LLC (WB), Proposer and Equity Member

An employee owned company, WB started building highways and bridges in Houston in 1956. WB now has more than \$2.4 billion currently under contract and has completed some of the most challenging jobs in Texas. Our portfolio of projects includes multi-million dollar DB and DBB infrastructure projects.

For our principal client, TxDOT, WB delivered the Loop 1604 Western Extension and Option DB project with lanes and direct connectors open for use well ahead of schedule, much appreciated by the San Antonio District, elected officials and the public. WB completed the US 281/LP 1604 DB Interchange project for the Alamo RMA and saved more than \$30 million through innovation in design and construction. WB has the financial, manpower, and equipment resources available for immediate deployment to the Project.





Alamo Toyota, a key stakeholder, expressed positive sentiments on WB's successful performance on the US 281 /Loop 1604 Interchange D/B project.

Parsons Transportation Group (Parsons), Lead Engineering Firm

Parsons has designed large DB and DBB projects across the country. With offices in Houston and other Texas cities, Parsons brings exceptional rail, bridge, pavement, geotechnical drainage and roadway experience. DB experience on IH 35 E in Dallas and SH 99 in Houston has allowed Parsons to understand TxDOT expectations. Parsons will provide a fully integrated design team with quality verified at each stage, with constructability and minimizing long term maintenance always in mind.

Raba Kistner Inc., Independent Quality Firm

RKI is a national leader in quality assurance. RKI's DB experience expands across Texas and other states on significant and high profile projects. RKI served in a QA role on the Loop 1604 Western Extension DB project for which WB was the Design Build Contractor. WB's quality control (QC) program improved every day to avoid re-work under RKI's strict QA program. RKI will bring that same strict and independent QA approach to this Project with WB providing excellent complementary QC.

HDR|ICA, Lead Maintenance Firm

A national leader with significant Texas and DB experience, HDR|ICA is working closely with WB and Parsons to develop a preliminary design that will enhance durability and minimize long term

maintenance costs. We will continue this cooperative DBM approach during Project development. With the Project opening and CMA execution, HDR|ICA and WB will enter a new phase as described in the Maintenance Management Plan (MMP), and the Quality Management Plan (QMP).

Specialty Firms

Cox Mclain Environmental Consulting, Inc. will verify our environment commitments as discussed in the Project Management Plan (PMP), Comprehensive Environmental Protection Plan (CEPP) and the QMP. Our PMP discusses how we will fully integrate our other professional partners, such as Property Acquisition Services, Inc. for right of way (ROW) acquisition services, and The Whiddon Group for utility coordination, in our ONE TEAM approach to meet the schedule in the most cost effective manner possible. A successful project engages the public and elected officials to keep them involved and address any concerns. Crouch Environmental Services will work closely with TxDOT on public information and communication on this important aspect.

Proposed Management

Project Manager (PM), David Casteel, PE, DBIA, will be the single Point of Contact for TxDOT. David brings over 32 years of experience in highway infrastructure implementation across

Project Manager - David Casteel, PE, DBIA™ offers an in-depth 'cradle to grave' understanding of policy, planning, design, construction and maintenance on DB delivery. David embodies "Design-Build Done Right."

Texas. A former TxDOT Area Engineer, TPD and District Engineer, he developed complex urban and rural projects and programs valued in the billions. As Assistant

Executive Director he oversaw and supported the implementation phase of TxDOT's alternate delivery program. David will use the knowledge and skills he acquired in a long and successful



career at TxDOT to manage the DB project and implement the WB ONE TEAM approach to make this job a success.

Construction Manager (CM), Elton Ward

brings over 45 years of heavy highway construction expertise. A seasoned roadway construction manager, he built numerous new

Construction Manager - Elton Ward is working to deliver a \$834M, multi-segment, complex US 290 Expansion with RR, ROW and utility issues similar to SH 249.

location facilities similar to the condition and requirements of the SH 249 Extension including segments of SH 99, US 290 and US

90. Elton was also the CM on the very successful multi-segment IH 10 Katy Freeway project. He is knowledgeable of SH 249 having constructed two segments for TxDOT, and recently HCTRA's Tomball Parkway Phase 1 and 2. Clients rely on Elton's ability to manage operations and efficiently sequence construction to maximize resources with least impact to the public. Elton adopts an expedient approach to third party coordination, engaging parties early especially when corridor access may be a concern. He will oversee construction subcontractors.

Design Manager (DM), Russell Clark, PE has more than 14 years of experience in the management and preparation of plans, specifications, and estimates; including design of major interstate highways, bridges, and arterial projects; maintenance-of-traffic plans; alignment

Design Manager - Russell Clark, PE brings design management experience on \$1.05B IH 35E DB. Deputy DM, AJ Widacki, PE worked closely with Elton and WB leadership on the \$254 IH 10/ BW8 Interchange, a fast-paced build with similar challenges to SH 249.

and drainage design; hydrology; geology and structural coordination. He has extensive experience in the delivery of both DB and traditional projects. As the Design Manager,

Russell successfully delivered the SR 144 project in Utah in 2012, after which he stepped into the Deputy DM role on \$1.05 billion IH 35E project. Russell will be supported by **AJ Widacki, PE, Deputy Design Manager (DDM)**. AJ brings over 30 years of design management experience, primarily in the Houston area, and will assist in establishing priorities for designers, providing coordination, and support to meet schedule. AJ will guide the over-the-shoulder design reviews and subconsultants.

Maintenance Manager (MM), Paul Montgomery, PE

will be the primary point of contact responsible for implementing the maintenance program. Paul offers 29 years of experience working for TxDOT as a district engineer and district director of maintenance and is an expert on all phases of maintenance.

Maintenance Manager - Paul Montgomery, PE brings almost three decades of TxDOT experience, including capital maintenance. He will execute approaches that retains the service life and durability of the facility.

WB Executive Management team (WB ET) will take an active role in monitoring the Project performance and will work with TxDOT leadership on analyzing performance and trends in regularly scheduled executive partnering meetings. The WB ET will allocate resources for recovery or acceleration to meet Project goals, if needed.

Decision Making

WB's ONE TEAM approach facilitates a cycle of continuous improvement and enhances the DB process to expedite decision making with full integration of the professional experiences of designers, constructors, maintenance, quality, ROW, utility, environmental, public information and TxDOT participants.

A core WB value is accountability. Everyone will be challenged for safety, quality and timely delivery of their area of responsibility. In ONE



TEAM, no one willing to succeed is allowed to fail as there is open communication and group input at all stages. Not making a decision is unacceptable.

The PM is responsible for managing the DB process and achieving Project goals. The PM will require decisions to be made and will referee differences with WB ET support.

Design decisions are made by the discipline leads and vetted through the DDM and DM as well as through the Technical Working Groups. Leads will compare design to specifications, analyze for conflict with utilities and other elements.

The designs are also reviewed for constructability and maintenance implications with the CM and MM, prior to submission for quality review, audit and TxDOT approval for packaging. The discipline lead will become the engineer of record (EOR) for the final design product.

The CM will make construction means and methods decisions. He will closely coordinate QC prior to requesting QA testing. Hold points will be identified and strictly adhered. Any work not completely in compliance with the design and specifications will be evaluated by the EOR before moving forward. TxDOT will be included in such decisions.

Day to Day Operations of the Proposer

The WB Team is structured to provide smooth day to day operations. The Project team will co-locate with QA and TxDOT at our on-site Project office. While the PM functionally serves as TxDOT's single point of contact, the plans for design, ROW, utilities, public information and maintenance shown in our PMP will detail how the various disciplines will approach their work and provide quality products.

Our methods to assure communication and documentation also set the framework for daily operations. The TWG process, weekly progress, design presentation, and safety meetings, as well as the executive partnering meetings all serve as

subsets to the ONE TEAM approach. The PM will be on the Project daily and charged with guiding the DB process and adherence to the PMP.

Statement of Commitment

WB, its Major Participants and Key Subcontractors have committed the Key Personnel 100% to their designated Project roles.

A.5 Summary of Project Development Plan

Project Management Plan

Our PMP outlines our ONE TEAM managerial approach, safety and document management, risk strategy and public information and communication plans. ONE TEAM is based on structured and regular interdisciplinary meetings and open communication focused on the Project goals.

ONE TEAM	
✓ Shared Vision	Our organizational chart emphasizes the functions necessary to achieve success and meet TxDOT goals. Our structure is efficient and effective. It assigns responsibility and provides an
✓ Common Goals	
✓ Structured Effective Communication	
✓ Active Management Support	
✓ Encourage Innovation	
✓ Clear Roles and Responsibilities	
✓ Accountability	
✓ Results-Oriented	responsibility and provides an

unambiguous decision making matrix. It illustrates communication flow and supervision, and supports a Project goal of including TxDOT as a partner. Partnering is a crucial element. Partnering is more than just a process; it is a philosophy of conducting business. An attitude of cooperation permeates our team.

A thorough risk evaluation was performed during the Proposal phase. Our risk management approach will thrive on the effective implementation of our mitigation strategies.



Safety is Priority #1 at WB. It is a part of our corporate culture. Our Safety and Health Plan



will meet the standards stipulated in the Technical Provisions. Every employee at WB is a “Safety Manager” with the authority to stop a task.

Training,

accountability and continuous improvement are the foundations of our program.

Adequate resources are essential to effective execution. WB has resources, equipment and personnel ready to apply to this Project. We are highly vertically integrated with the ability to self-perform most tasks when needed to meet schedule.

We have used the Critical Path Method of scheduling for over 25 years. The schedule is simply a tool to assist us in identifying critical activities that will drive project completion. External constraints can affect this each and every month. This tool will be utilized by project leadership to help us plan ahead and remain focused on priority activities while maximizing labor efficiencies.

Cost control procedures are necessary to keep a project at or under budget. As a 62-year old construction company, we have mastered the processes and perfected the systems essential to controlling cost. Our systems manage cost in these four key areas: 1) risk, 2) labor, 3) materials, and 4) subcontractors. Effective cost and schedule management begins with an efficient, high quality, and timely delivered design. Effective design management will set the tone for Project success. Our past history of team members working together, the existence of great working relationships, and similarities in our corporate cultures will enable us to continue bonding into an effective and prolific team

quickly. We will collaborate on our design’s efficiency, constructability and long term maintenance impacts.

WB has experience on this corridor. We understand the environmental concerns that exist through the region. This experience coupled with our corporate culture of environmental stewardship and the success of our processes will allow this team to execute the Project while meeting TxDOT environmental goals.

Traffic management is key to maintaining public support as well as providing for the safety of the traveling public and personnel on the jobsite. We have devised a very straightforward MOT approach that effectively manages traffic flow and in turn, enhances safety and the efficiency of our construction operations.

The job is not finished until the paperwork is done. We utilize EDMS, a proprietary web based document management system, with SharePoint compatibility. Our Document Managers will serve as “gate keepers” confirming consistent quality and accessibility of our data.

Communication is critical in all aspects of the Project Development Plan especially in quality management. The Project Communication Plan will incorporate how the DB team will interact with the QA team so that checks, inspection, and testing will be performed timely and at the frequencies required.

From inception to the delivery of the completed Project records, we have a plan to manage this Project for success.

Quality Management Plan

WB is a quality driven organization and we pride ourselves in attaining quality on every project. WB believes in a strong internal QC approach to our work. We have allocated the necessary resources to check, inspect and verify design, construction and maintenance quality throughout the project. Our QMP will reflect this commitment.





Each lead designer, foreman or supervisor in all disciplines is the first line of QC. Our DB-experienced LQCM will help guide our QC process from day one. Our QC process includes engineers and inspectors independent of the work schedule to perform quality observations and testing. QC will adhere to hold point protocol and work with QA to schedule acceptance testing.

All leads and QC personnel can stop a work task for quality or safety concerns. Accurate execution prevents costly rework.

All activities will be documented on forms included in our QMP. Within the time frames required, our QA inspection forms will be uploaded into ELVIS, our quality record system.

RKI will conduct periodic audits of the Project quality systems to verify that they are functioning in accordance with the QMP. Reports will be generated to support the audit including any recommended corrective measures. The audits will be provided to TxDOT and Project leadership for review, discussion, and the implementation of any remedial actions.

Maintenance Management Plan

WB will provide an effective and comprehensive Capital Maintenance Program to facilitate the consistent delivery of safe and high quality maintenance and renewal services to the Maintained Elements throughout the Maintenance term. Our Maintenance Management Plan (MMP) establishes the framework and approach to the delivery of

routine maintenance and renewal services including:

- Project, traveler, and worker safety;
- Consistent achievement of performance requirements;
- Optimal mobility and minimal delay associated with maintenance services;
- Effective and well-timed inspections to verify asset conditions and maintenance needs;
- Timely mitigation, remedy, and repair of hazards;
- Implementation of a Maintenance Management System (MMS) to record, monitor, and optimize vital information pertaining to the Maintained Elements; and
- Execution of a Comprehensive Maintenance Quality Management Program to verify project conditions, data accuracy, and the overall effectiveness of the Maintenance Program

Technical Solutions

Communication A key component of any project is effective communication. Prior to the issuance of NTP 1, we will conduct a workshop that will include TxDOT in which we will establish communication protocols, both internal and

WB will implement 10 ATCs and many design refinements resulting in an optimal design, \$30 Million in construction savings, reduced utility impacts and a more efficient build.

external, that will facilitate timely decision making, risk management and advance the Project in compliance with the DBA.

Environment

Commitments will be incorporated into the design and verified through the quality and environmental review process. Permits associated with the final design will be identified and executed with the appropriate resource agency. EPIC sheets will be incorporated in the design plans. Stormwater best management



WB offers up to \$300,000 for context sensitive designs beyond the landscape allowance.

We will match adjacent communities at \$75,000 each, up to the max, for entryway enhancements.

practices will be designed and integrated into each Project phase.

Roadway Design

We optimized the profile to reduce the amount of borrow required.

We utilized retaining walls to allow construction within the preliminary ROW to avoid delays in the acquisition of additional ROW.

Drainage We examined hydraulic calculations using supplemental LIDAR data and will replace two sets of bridges with culverts as ATCs.

Utilities We examined utilities, met with most owners and developed plans for each. We adjusted bridge lengths and profiles to avoid costly and time-consuming utility adjustments. Several major fluid and electric transmission line adjustments were avoided through design.

Pavements We acquired supplemental FWD data to verify soil analysis for rigid pavement design and to assist with flexible pavement design. We submitted an ATC to change to the pavement surface to a more appropriate mix considering the short lengths of pavement. Our rigid pavements are 10" of CRCP for the main lanes and 8" for the frontage road with HMA bond breaker, cement stabilized base and stabilized soil.

Bridges The railroad overpasses at each end have deep steel girders designed to clear span the required distances. Straddle, eccentric and other special bent designs are part of these RR overpasses. The remainder of the bridges are pre-stressed concrete beams. We will use driven piles rather than drilled shafts in some select locations to minimize disruption to the existing environment.

Traffic control We designed a traffic control plan on SH 105 to minimize the impacts during direct connector construction by having a bi-

directional detour constructed on the north side of the connector during its erection. We will build retaining wall headers at most roadway crossings to minimize traffic and construction interaction.

We have a plan to execute and deliver a design that meets TxDOT's requirements for quality while advancing the Project to a timely completion.

A.6 Summary of Proposer's Approach to Satisfying the DBE requirements

WB in association with its partners is committed to fully integrating meaningful Disadvantaged Business Enterprises (DBE) participation into our team and to provide opportunities for growth to emerging firms. WB will institute a program that draws upon its heritage and its past successful performance. We will incorporate our proven and field-tested DBE Participation Plan into this Project. Our plan details our messages for achieving success.

WB has a history of exceeding the DBE commitments on major projects.

Project	% Over Goal	\$ Over Goal
Loop 1604 Western Extension DB	50%	\$5.1M*
US 281/ Loop 1604 Interchange DB	21%	\$2.3M
Katy Freeway Reconstruction	27%	\$23.7M

**as of January 2017*

Some major aspects of the program are:

- Working closely with TxDOT's CIV to make sure DBE firms are performing "Commercially Useful Functions;"
- Assessing and outlining specific categories of services and work anticipated for DBE participation;
- Outlining specific scopes for utilizing DBE firms in the construction trades;



- Training and mentoring DBEs during Project development; and
- Encouraging partnerships and joint-ventures among DBE firms.

Conclusion

The SH 249 Extension Project is tailor made for the WB Team. We **want** this Project. Using our DB road map, the WB Team will apply its experience and resources to successfully deliver this job to our partner, TxDOT. We are excited about the opportunity and anxiously anticipate our selection.

