A. Executive Summary

SH 71 is one of Austin's most important roads, as it connects drivers from the Central Texas/Bastrop area to Austin-Bergstrom International Airport (ABIA), while also serving as a gateway to Austin and relief route for IH 35. Independent studies indicate that traffic has increased by 158 percent from 1990 to present usage projections between Presidential Blvd. and SH 130; however, no significant improvements have been made to this roadway. The Capital Area Metropolitan Planning Organization (CAMPO) projects that this part of SH 71 will carry 70,000 vehicles per day by 2035.

The SH 71 Toll Lanes (herein called the "Project") are designed to manage congestion through proposed addition of toll lanes between Presidential Blvd. and SH 130, construction of bridges with unique aesthetic features over FM 973 and SH 130, and widening SH 71 from west of Presidential Boulevard to FM 973 via a design-build (DB) alternative delivery method. In response to the procurement for the Project, OHL USA, Inc. (OHL) has assembled a DB team (herein called "OHL Team") staffed with the expertise, experience, and resources to provide full and open integration with TxDOT's Project Staff.

The OHL Team believes in the following philosophies:

- creating and maintaining a safe project environment, promoting zero incidents for the traveling public (including pedestrians, cyclists and transit users) and workers;
- implementing our proven quality management system to deliver quality design, construction and maintenance;
- committing zero environmental violations to prevent harm to Onion Creek, the Colorado River and other natural formations;
- managing integrated DB teams and employing a unique position, a Design-Build Coordinator (DBC) dedicated to maintaining cohesion between the design and construction disciplines;
- partnering with TxDOT and Project Stakeholders, including ABIA, Utility Owners, the Circuit of the Americas, the neighborhoods to the north, the Sheriff's office, Capital Metro and the City of Austin;
- managing risk effectively to minimize disruptions in work that may affect the schedule and delay opening and revenue collection; and
- minimizing traffic impacts and maintaining mobility during construction to keep the flow of traffic open and maintain Austin's worldwide reputation as a world-class host city.

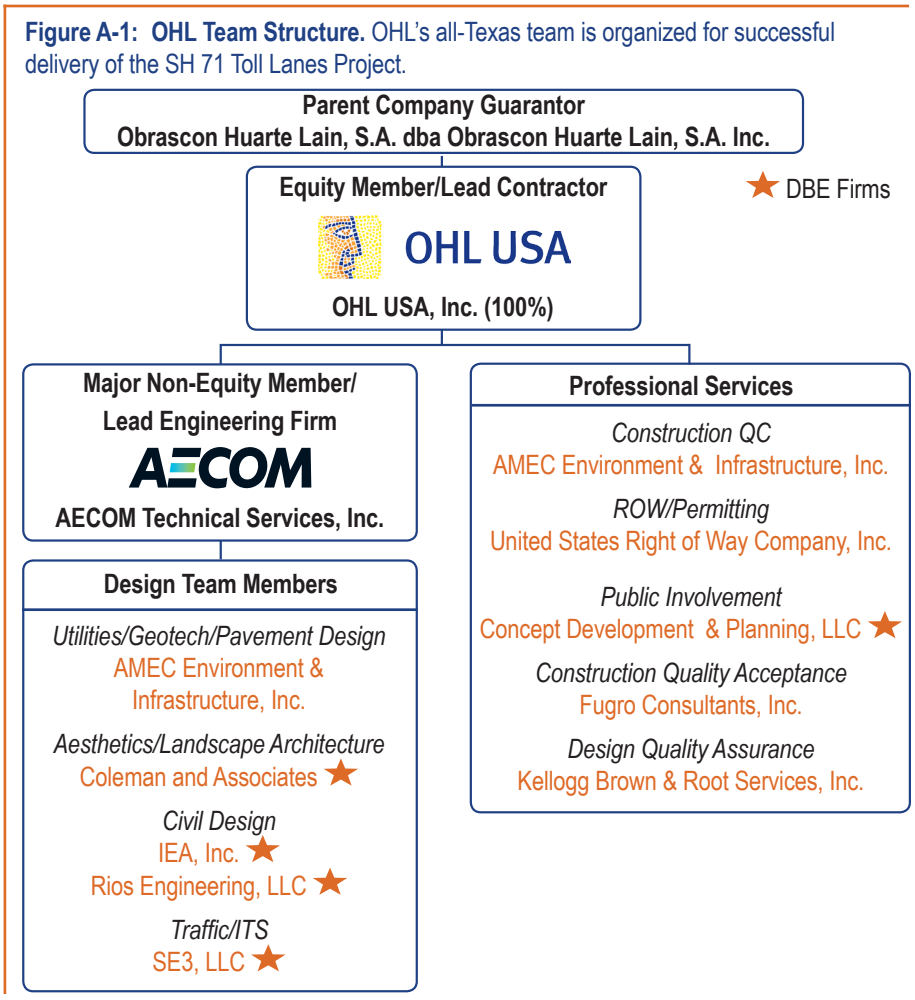
The OHL Team brings TxDOT the benefit of a vast pool of knowledge, experience, working relationships, alternative thinking and critical resources (equipment and personnel) prepared to address the key challenges of the Project. Our successful experience with and approach to DB projects allows us to provide a seasoned and integrated team with proven effective DB procedures and policies, ready to *hit the ground running*. We believe we are the best team to deliver this Project and we ask that TxDOT, CTRMA and the Stakeholders, give us their trust to do just that.

Figure A-1 highlights a team of well-known entities with experience working together and in Texas that have assembled to form the OHL Team.

a. Changes to Proposer's Qualification Statement

OHL now offers Obrascon Huarte Lain, S.A. (dba Obrascon Huarte Lain, S.A. Inc.) as parent company guarantor. This entity has been prequalified with TxDOT to do over $13 B in

Figure A-1: OHL Team Structure. OHL's all-Texas team is organized for successful delivery of the SH 71 Toll Lanes Project.



work for the calendar year 2014, and they provide their full financial strength and backing to OHL.

b. Changes in Proposer's Organization

Other than the addition of Obrascon Huarte Lain, S.A. as the parent company guarantor, there are no changes to the Proposer's Organization since submittal of the QS.

c. Management, Decision-Making and Operation Structure

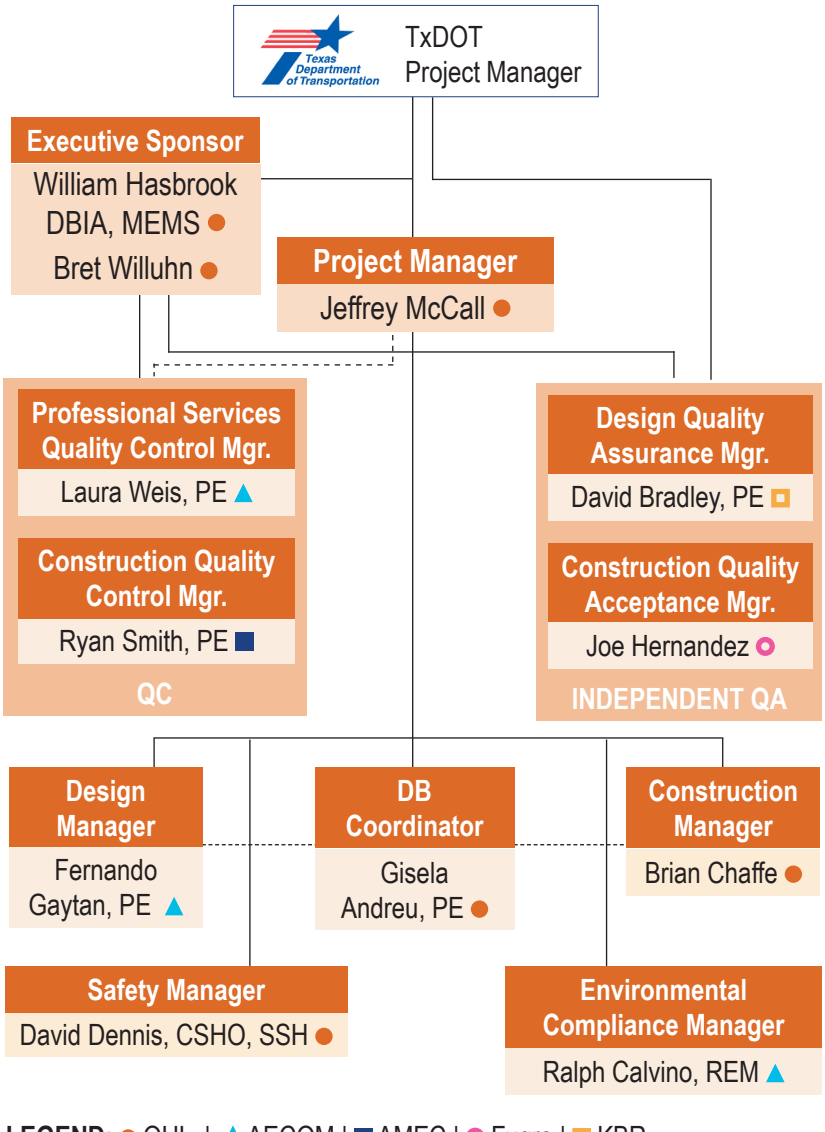
To deliver a DB project of this size and scope, it is necessary to have a clear line of reporting that can be focused back to one central point – the Project Manager (PM). The OHL Team is proud to name Jeffrey McCall, a TxDOT award-winning 33-year veteran of the construction industry. He brings similar experience on the nearby US 290 Manor Expressway Project, which is in its final stages of construction, for the Central Texas Regional Mobility Authority (CTRMA). Mr. McCall is able to provide unique perspectives on Project constructability, as well as identify potential setbacks, remedying them before they happen. He has ample experience leading large and diverse teams.

Absolutely vital to the success of the Project is the participation of Gisela Andreu, PE, who will serve as the Project's DBC, after serving in a similar role on one of TxDOT's other large DB projects.

PM Jeffrey McCall has been recognized several times by TxDOT. Among the recognitions he has received is the 2007 Construction Award in recognition of Exemplary Cooperation and Performance.

Figure A-2 is an abbreviated organizational chart showing our Key Personnel and DBC, along with some of the **highlights of their experience. All of the Major Participants of the OHL Team have committed to provide the relevant Key Personnel included in this Proposal.**

Figure A-2: OHL Team Personnel. The OHL Team features clear lines of reporting and highly qualified personnel who have years of DB experience.



LEGEND: ● OHL | ▲ AECOM | ■ AMEC | ○ Fugro | □ KBR

Jeffrey McCall - Project Manager
- 33 years of experience in heavy highway construction
- Assistant PM for US 290 Manor Expressway DB

Laura Weis, PE - Professional Services QC Mgr.
- Project quality rep. for AECOM N/Central TX
- Design QC Mgr. for NTE Seg. 1W DB & Horseshoe DB

Ryan Smith, PE - Construction QC Manager
- 15 years experience managing construction quality
- Managed quality acceptance for LBJ Express DB

David Bradley, PE - Design Quality Assurance Mgr.
- Experienced in quality, construction and design management for DB transportation projects

Joe Hernandez - Construction Quality Acceptance Mgr.
- 45-year career includes serving as Independent Eng. for SH 130 (Segments 5&6) DB and QA Eng. on SH 130 (Segments 3&4) DB

Fernando Gaytan, PE - Design Manager
- 30 years of highway design experience including 10 years in design management positions for DB projects

Brian Chaffe - Construction Manager
- $1 B in DB project experience
- Superintendent for US 290 Manor Expressway DB

David Dennis, CSHO, SSH - Safety Manager
- 17 years of experience in safety management
- Safety director for 15+ miles of I-35 construction

Ralph Calvino, REM - Environmental Compliance Mgr.
- 20+ years of experience in environmental compliance
- TxDOT experience in NPDES program management

Decision Making

Day-to-day decision making will occur at all levels of the organization and in cooperation with TxDOT. Staff members will be empowered and required to resolve disputes at the lowest levels possible.

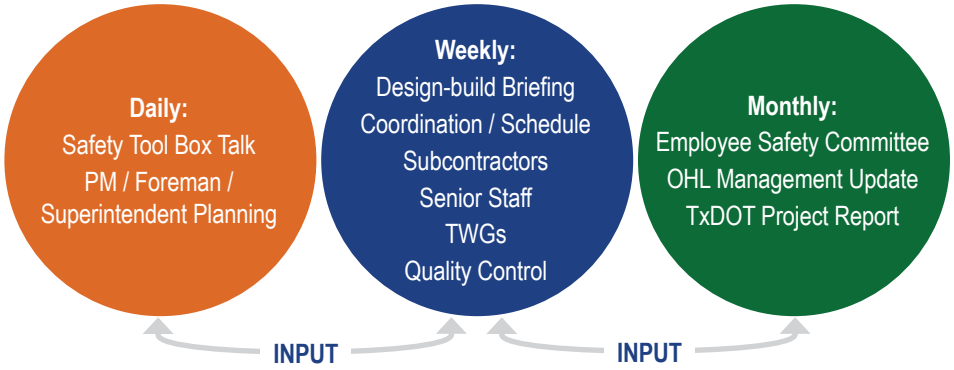
Communications and Coordination

A key factor in the success of DB projects is full integration of TxDOT and the OHL team, facilitated by co-location, sharing of open space, a collegial attitude and day-to-day operations that feature a high level of communication to ensure successful multi-discipline coordination in a fast-paced environment. Meetings such as a kickoff and partnering meetings will serve to develop Project execution goals, means of communication and cooperation, and solidify responsibilities and commitments.

Upon establishment of these elements, the OHL Team will employ specific processes during both the design and construction phases to identify and resolve issues early during the DB project, as well as accelerating decisions needed in coordination with TxDOT.

Our team's plan includes a comprehensive meeting schedule, summarized in Figure A-3, and includes the use of Technical Work Groups (TWGs), which are used to integrate design and construction teams and TxDOT staff. TWGs will be organized by technical discipline, such as roadway, structures, drainage and/or utilities. In addition to the TWG meetings there will be interdisciplinary coordination meetings to encourage communication in coordinating any design issues or conflicts that may arise between each discipline.

Figure A-3: Regularly Scheduled Meetings. A well-organized schedule of meetings keeps our team members and Stakeholders informed.



d. Project Development Plan Summary

Technical Solutions

The Project will require an array of creative technical solutions to create an asset that will serve the community well into the future while remaining cost-effective. Certain key Technical Solutions include:

Maintenance of Traffic – The OHL Team will minimize the impact to the traveling public and surrounding businesses. As such, we will follow a three-stage construction plan that constructs elements that have the least effect on traffic first. When situations occur where traffic will have to be routed around construction, we will utilize a proactive solution in the position of a Maintenance/Traffic Control Coordinator, who is in charge of mitigating impacts to traffic across the Project. This individual will also coordinate closely with our public relations team to keep habitual road users and visitors informed well in advance of changing or adverse conditions through numerous media methods, such as sign boards, texts, social media, website, etc.

Retaining Walls – Our team knows when to install new walls and when to rehabilitate existing walls by leveraging our relationship with Tensar International Corp., the original wall provider for Spirit of Texas Drive. Our preliminary investigation indicates that the aforementioned wall is stable and requires only minor repair. To meet Aesthetic Guidelines (TP 15-1), a concrete fascia will be attached to the full profile of three existing walls. This is one instance of potential cost savings reflected in our team's bid.

Overpass construction – At FM 973 and SH 130, careful beam selection has allowed for an effective balance of value and ease of constructability and schedule. Supports for bridges will be placed in a manner that accommodates future expansion plans. All structures will go through our globally established and recognized quality control program to make sure they are safe for the traveling public.

Shared Use Path (SUP) – Our team has optimized the design of the SUP. While this is not a large portion of the total construction cost, the majority of our team members are from Austin, and we know the value the community places on such an amenity. In addition, we have optimized the alignment of this path to account for drainage constraints, reduce costs and make the path safer, while meeting Americans with Disabilities Act (ADA) requirements.

Pavement – In search of potential value drivers, OHL performed specific tests on existing roadway sections and we are confident that a significant portion of it can be rehabilitated and reused for the Project.

Utilities – Locating every utility on a project of this scope can prove a challenge, but the OHL Team recognizes how vital keeping utilities consistently marked and located can be, as well as making sure they continue to provide their intended function. Through relationships developed on TxDOT

projects throughout Austin, we have obtained appropriate information and block maps, including as-builts, to identify utilities not identified in the Reference Information Documents. Initial indication points to 713 individual utility lines, each of which presents its own challenges. In response, we have already met with Utility Owners with facilities throughout the corridor and have accounted for the necessary effort and time to accommodate utilities relocations in our Project schedule.

Drainage – Due to the proximity to Onion Creek, Carson Creek and the Colorado River, drainage will have to be designed, constructed, and maintained beyond the usual standards and accountabilities associated with standard projects. It is advised that these standards be implemented during construction, after which the decision can be made by the Authority and for however long the Authority deems the aforementioned standards necessary after OHL has substantially completed the Project and released responsibilities to the Authority. Our drainage plan accounts for all 17 outfalls to these bodies of water, and provides a long trunk line drainage system to make sure the runoff from the roadway is mitigated. In addition, the OHL Team deemed it necessary to take careful note of the SUP and has designed, and will implement, a full drainage system to keep this path from being washed out.

Environmental Permitting – As Austinites, our team shares and appreciates nature and the local environment. As such, we are dedicated to help preserve native species such as the Fatmucket Mussels in Onion Creek by minimizing any impacts we might have during construction and staying within the bounds of all environmental permits. The OHL Team also recognizes that Texas is experiencing a drought bordering on severe; therefore the Team will also implement a proven storm water management program to help preserve water quality for all downstream species and communities.

Project Management Plan

OHL's Project Management Plan (PMP) will serve as the guiding document to establish clear lines of communication and responsibility among the team, including with TxDOT and Stakeholders. The PMP will be the guidepost on which we all rely, and will include the sections laid out in Table A-1.

Some key areas to highlight include:

Working with TxDOT – OHL believes that a DB project can only be successful if TxDOT representatives, TxDOT consultants, OHL representatives and OHL consultants all integrate into one cohesive unit. There has to be constant, open communication among the team in such a manner that if a stranger were to walk into the room, he or she would not be able to tell who worked for what entity. As such, we are very happy to co-locate key staff with TxDOT on or near the jobsite and literally and figuratively bring down the barriers to communication by not just co-locating, but co-locating in an open venue, interspersed and sitting next to each other (while still supplying areas for private meetings and conversation) to nurture open communication, information sharing, and empowered decision making. It goes without saying that TxDOT and invited stakeholders are a part of all team discussions and meetings – they simply are part of the team.

Table A-1: PMP Highlights. A thorough and well written PMP helps Project personnel understand responsibilities and procedures.

Project Administration ▪ Schedule, document control ▪ Technical Work Groups / DB Coordination
Quality Management Plan (QMP) ▪ Design QMP, Construction QMP ▪ QC review procedures by discipline, checklists and forms
Comprehensive Environmental Protection Plan ▪ Personnel, contact tree, implementation of environmental compliance training plan and env. compliance mitigation program
Safety Plan ▪ Training, protective equipment, work site controls, incident response plans, notification procedures
Communications Plan ▪ Response to requests for information, protocols for communication between DB Contractor and TxDOT
Risk Management Plan ▪ Risk management approach, risk matrix
ROW Acquisition Plan ▪ Title companies, ROW acquisition team qualifications, procedures
Traffic Management Plan ▪ General MOT procedures, traffic control for Utility Adjustment Work
Maintenance Plan ▪ Performance requirements, measurement/inspection procedures ▪ Threshold values for maintenance
Public Information and Communications ▪ Media Relations, Community Relations, Government Relations
Aesthetics and Landscaping ▪ Shared Use Path, Green Innovation, Lighting

Project Administration – OHL will employ trusted technical software to effectively manage documents, schedule and costs. Key personnel such as the Document Control Manager, the DBC and the Project Controls Manager will play significant roles in making sure the amount of administration that is needed on a project this size is handled efficiently and effectively.

Risk Management - Failure to properly identify and mitigate risks could put the Project in serious jeopardy. The Project's management will be vigilant in its pursuit to recognize risks that may arise during the Project, which will be addressed in the quickest and most efficient way possible. A risk matrix

has already been established and will be updated throughout the length of the job, with TxDOT as an integral partner in identifying and mitigating risk with the Team. TxDOT will be asked to be a full partner in identification and mitigation of these risks.

Schedule – The schedule was developed to accommodate a three-phase plan that calls for construction of all work while minimizing the impact to the environment, communities, and the traveling public and maintaining the highest of quality construction performance. To fit into the two-year construction schedule, OHL will work six days a week, 10 hours a day. Our schedule takes into consideration the various events that occur in the Austin as no lane closures will be permitted at these certain times. Utilities, which are a serious schedule risk, particularly in consideration of AT&T's facility, have been front-loaded on the schedule to maximize the time available for relocations. Additionally, the schedule and sequencing have been designed to include provisions for Capital Metro bus stops, other pedestrian facilities and maximize open access to driveways to minimize the impact to the community.

Communication with the Public – OHL believes that in today's technology-driven world, there are ways to reach every Stakeholder effectively and efficiently. This outreach will occur through a website, social media, email and other telecommunication-based information sharing programs, as well as direct communication through more traditional outreach methods including, but not limited to, public meetings, mailers, signs along the roadway and a 24-hour hotline.

Safety - Safety will be emphasized on the site and all personnel on the staff will receive a daily reinforcement of OHL's uncompromising expectations for safety stemming from their industry leading standard and stance for a safe work environment. From a "safety moment" at the beginning of every meeting to the assembly of a rotating employee safety committee that allows every worker to get involved and give firsthand feedback, we constantly reinforce the necessity of a safe workplace. Even further, we offer to reach out to ABIA to offer a work zone awareness training to their staff, as they will be repeated users of the roadway through the Project limits. Additionally, we recognize that a significant portion of the traffic will be visitors and others unfamiliar with the roadway, and we will work with TxDOT to supply additional message boards to alert the traveling public, for their safety, coming in and out of ABIA property while entering and exiting the work zone. OHL also proposes to work with Capital Metro, the Travis County Sheriff's office, the Austin Police Department, and representatives from the Austin and Del Valle Independent School Districts, who will all have standing invitations to all safety meetings. OHL will also reach out to the Austin Fire Department and other local emergency response services for opportunities for them to come onto the construction area and train their personnel in responding to construction site emergencies.

Quality Management Plan

OHL wants to deliver a quality product from design through construction. Not only do we take pride in our projects, we also understand the heavy costs to the schedule of rework and strive for a goal of zero rework. To assure that the asset is able to meet or exceed all expectations, our team will develop and implement a thorough Quality Management Plan (QMP), which will feature a series of reviews of design products and constructed work. The QMP will require regular audits of the systems and programs utilized in the job such as the Document Control system and the Quality Management Plan itself. If any work is found to be unsatisfactory or non-compliant, the OHL Team will isolate the work and proceed immediately to remedy and resolve the unsatisfactory or non-compliant work in the most reasonable timeline possible. We will then resolve nonconforming product to TxDOT's satisfaction. Our staff dedicated to the Quality Management Program are highlighted in Figure A-2 (page A2).

e. Approach to Satisfying DBE Requirements

Whether a contractual requirement or not, OHL is a strong advocate and supporter of mentoring smaller companies. We recognize the importance that TxDOT places on the use of Disadvantaged Business Enterprises (DBEs) and acknowledge TxDOT's commitment to achieving the Project's DBE participation goals. OHL welcomes participation by DBE firms and takes the necessary and appropriate steps to provide DBE firms with fair and reasonable opportunities to participate in both the design and construction of the Project, as we do with any prospective team member. To this end, the OHL Team has dedicated Erin Sawyer as DBE Coordinator. She has worked closely with multiple public agency owners in Austin and is familiar with the procedures outlined for utilization and compliance of all DBE-related activities, as regulated and enforced by TxDOT. Ms. Sawyer will help our outreach to local Stakeholders, including the multiple types of chambers of commerce that Austin features, and utilize the public relations networks that will be established for the Project to alert DBEs to potential opportunities on the job. Additionally, she will operate OHL's "Contractor Training and Development Program" which will feature learning opportunities in Construction, Management and Finance. We will also support mentoring opportunities with DBE subcontractors to offer specific help and information that directly address DBE needs.