

**EXECUTIVE SUMMARY
NORTH PERIMETER CONTRACTORS**

**AS REQUIRED FOR THE
REQUEST FOR PROPOSALS
TO DESIGN, CONSTRUCT AND PARTIALLY FINANCE
THE
I-285 & SR 400 RECONSTRUCTION PROJECT
THROUGH A
DESIGN BUILD FINANCE AGREEMENT
PROJECT NUMBER**

**I-285@ SR 400; INCLUDING CD LANES & ABERNATHY ROAD INTERCHANGE
P.I. NUMBER(S):0000784, 721850-, 0013546**

GEORGIA DEPARTMENT OF TRANSPORTATION

RFP ISSUED: JULY 8, 2015

ADDENDUM NUMBER 1 ISSUED: AUGUST 14, 2015

ADDENDUM NUMBER 2 ISSUED: SEPTEMBER 11, 2015

PROPOSALS DUE: SEPTEMBER 25, 2015 AT 2:00 P.M. EDT

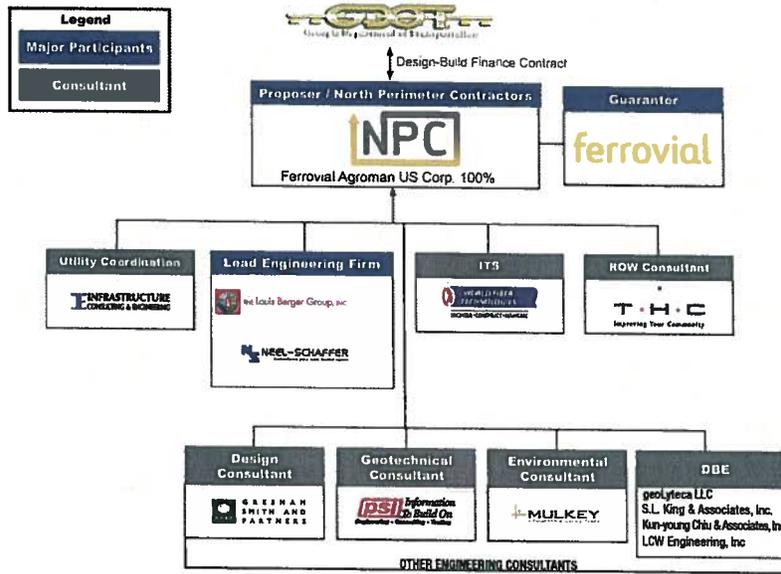
GEORGIA DEPARTMENT OF TRANSPORTATION

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ATLANTA GEORGIA 30308

The Proposer is North Perimeter Contractors (NPC). NPC is a yet-to-be-formed entity created for the purpose of contracting with SRTA to develop the I-285 & SR 400 Reconstruction Project (Project) through a Design-Build-Finance Agreement (DBF). NPC will also serve as the Lead Contractor. Ferrovial, S.A. will serve as Guarantor to the Lead Contractor. The Lead Engineering Firm will be a consortium of Louis Berger and Neel-Schaffer. The Respondent team is complemented with other local experienced companies with ample experience with GDOT illustrated in the organizational structure chart below.



NPC's proposal offers the following improvements and solutions which exceed requirements:

- Integrated Finance solutions that ensure successful Financial Close
- Substantial Completion 70 days ahead of contractual milestone
- More than 20% of the design exceptions and deviations identified in the contractual documents are not needed in our proposed design
- NPC's design has reduced the number of steel spans by half saving construction time and maintenance costs
- No additional ROW needed; prioritized list for parcel acquisition
- Defined EMS accessible route through all phase of construction
- Robust DBE program with outreach already started; NPC commits to exceeding 17% participation goal
- Reduction in number of allowable closures on I-285.

PROJECT DEVELOPMENT SUMMARY

1. Management, Decision Making and Day-to-Day Operations

Clear communication lines facilitate optimal delivery of technical solutions, guaranteeing the lowest possible life-cycle cost is achieved and GDOT receives the best value. Lines of communication are defined in the Project Management Plan (PMP). The PMP outlines policies, procedures and protocol for all communication and documentation.

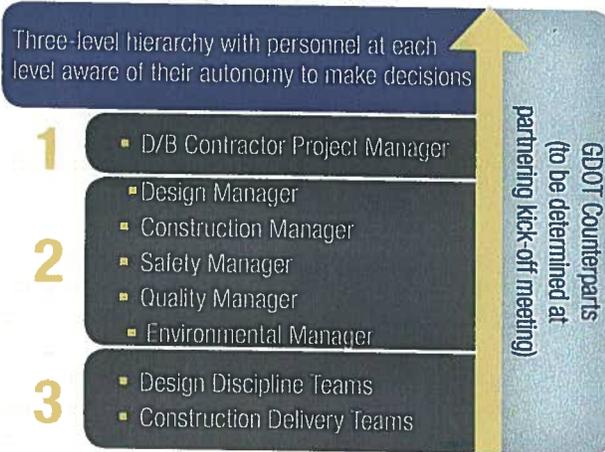
Communication is further emphasized and facilitated through our task force teams. Project management personnel, discipline-focused subject matter experts, key personnel, subcontractors, GDOT and third-party representatives receive a forum to raise issues for resolution in a multidisciplinary setting with both design and construction personnel.

As a truly integrated design, construction and maintenance team, NPC emphasizes coordinated and consistent communications and collaboration among our team to deliver a high-quality project on

time and on budget. NPC's internal organizational systems that support a unified approach include: colocation; design-build integrators; task force teams and continuity across project phases.

With only one member in the Lead Contractor role the decision-making process is expedited and streamlined, eliminating the potential for disputes between lead parties. The decision-making process for NPC is outlined below.

Clear Decision-making Process



Project Manager Authority. Project Manager Luis Munoz has ultimate responsibility for the entire project including safety, quality, environmental compliance, design, construction, schedule and budget. He is authorized to act on behalf of the company, is accountable to GDOT and our team's management, and has full authority to conduct the day-to-day operations of the project.

On behalf of the Lead Contractor and the Lead Engineering Firm, NPC commits to provide the key personnel specified in the response.

2. Public Information and Communications

Transportation projects are more successful when they have a solid foundation of support from stakeholders and the public. Our approach to public information and communications, based on the successful programs we implemented for the IH 635 (LBJ Express) Managed Lanes, North Tarrant Express Segments 1 and 2 and other projects throughout the U.S., provides proactive, effective

outreach to local agencies, community stakeholders, the public, property owners and businesses.

We understand that successful public outreach must be consistent, continually adapt to changes in public opinion and be open to input from customer groups. We will collaborate with the GDOT to develop a comprehensive Public Involvement Communication Plan (PICP) that informs, educates and engages the stakeholder groups throughout every stage. We will link our communications and traffic management teams. Working together, these teams enhance safety by helping the traveling public understand where and when to expect road and lane closures, and how to navigate around them. We will also conduct listening sessions (to understand concerns), develop a crisis communication plan and establish a public information office.

The LBJ Express Managed Lanes "More Lanes. More Progress. More Calm." award-winning campaign enabled us to educate the public on using the TEXpress lanes. (In 2012, PR Daily recognized the team with their Corporate Social Responsibility award for best stakeholder engagement.)

Exceeding Requirements

Our team's construction approach significantly reduces environmental impacts by crushing and re-using material from demolished bridges and existing pavement.

3. Environmental Sensitivity and Safety

Environmental Sensitivity

Led by Environmental Compliance Manager Chris Tolar (who recently served as an environmental compliance manager on LBJ Express), our team's approach for protecting the environment prioritizes impact avoidance and minimizes last-resort mitigation measures. Our comprehensive environmental protection program will ensure compliance with environmental and cultural resource permits, laws and regulations. During design, our environmental team will help mitigate potential environmental impacts by designing around protected areas whenever possible.

With extensive heavy civil transportation experience including design-build projects, Chris practices an inclusive, team approach to working with regulatory

agencies, landowners, cities and local jurisdictions that focuses on mitigating and resolving issues before they impact the project.

Value-Added

Sustainability Track Record

For the past 10 years, Ferrovial, S.A. has been listed in the FTSE4Good Sustainability Index of companies demonstrating strong environmental practices.

Safety

We will develop a comprehensive Safety and Health Plan (developed and refined from our existing projects) that is tailored to the unique attributes of this project and fully describes our policies, plans, training programs, work site controls and incident response plans. The plan is focused on maintaining a safe environment for all project personnel and the public at all times. The plan considers special elements of the work (such as crane, bridge, railroad worker protection, man-lift operation, electrical and trenching); access locations for staff and equipment; and performing construction under live traffic. The health and safety plan will incorporate our proven safety practices and lessons learned; conform to GDOT programs and regulations; and comply with OHSAS 18001 safety standards. The plan will include daily safety monitoring and formal monthly safety performance audits. GDOT will be included in all safety briefings, review project safety reports and participate in all safety meetings concerning the public.

Our safety management program is consistent with GDOT safety policies and campaigns. We will coordinate with GDOT to incorporate their programs and campaigns into the Project, as applicable, to promote the best safety practices. These programs may include:

- ▶ Drive Alert. Arrive Alive
- ▶ Flashing Yellow Arrows (FYA)
- ▶ Railroad Safety Program
- ▶ Synchronized Traffic Lights
- ▶ Variable Speed Limits (VSL) Slow Down to Get There Faster
- ▶ Work Zone Safety
- ▶ Teens in the Driver Seat

4. Utility Adjustments

NPC's approach to utility adjustment is to avoid or minimize impacts/conflicts through alternative designs and/or innovative construction means and methods. NPC will investigate the existing underground utility infrastructure in accordance with GDOT Utility Accommodation Policy 2.8.B Retention of Facilities Under Pavement to avoid relocation. When it is not possible to retain or avoid existing utility infrastructure and relocation or adjustment is necessary, the team will make arrangements for such utility work in accordance with the *Technical Provisions*; in particular, the Utility Responsibility Matrix found in Volume 3, Section 6. Design consultants and subcontractors employed by NPC for utility work will be prequalified and approved by the respective utility owner. Strict adherence to the standards and requirements of each utility owner, as well as applicable law and requirements of local governments, will be maintained.

NPC's approach to utility adjustments has contributed to the successful completion of all its previous design-build contracts. Our record of 100% on time delivery can be attributed to an aggressive start to our projects, which is facilitated by the proactive/collaborative efforts of our utility adjustment staff to minimize the effect of utility adjustments on the critical path. This approach, supported by the extensive due diligence performed in the procurement phase, will ensure on-time delivery of the Project. The data collected can be found in our Utility Matrix which will be further expanded upon award when additional investigations are performed.

Exceeding Requirements

NPC performed extensive due diligence in the development of our proposal. NPC conducted comprehensive field investigation of sites with potential conflicts and met with existing major Utility Owners.

5. Preliminary Baseline Schedule Milestone

The schedule shows the milestone dates in Exhibit 9 of the DBF Agreement and the critical path achieves Substantial Completion and Final Acceptance. Our schedule contains nearly 9000 items and reflects a substantial completion date 70 days earlier than the contractual requirements.

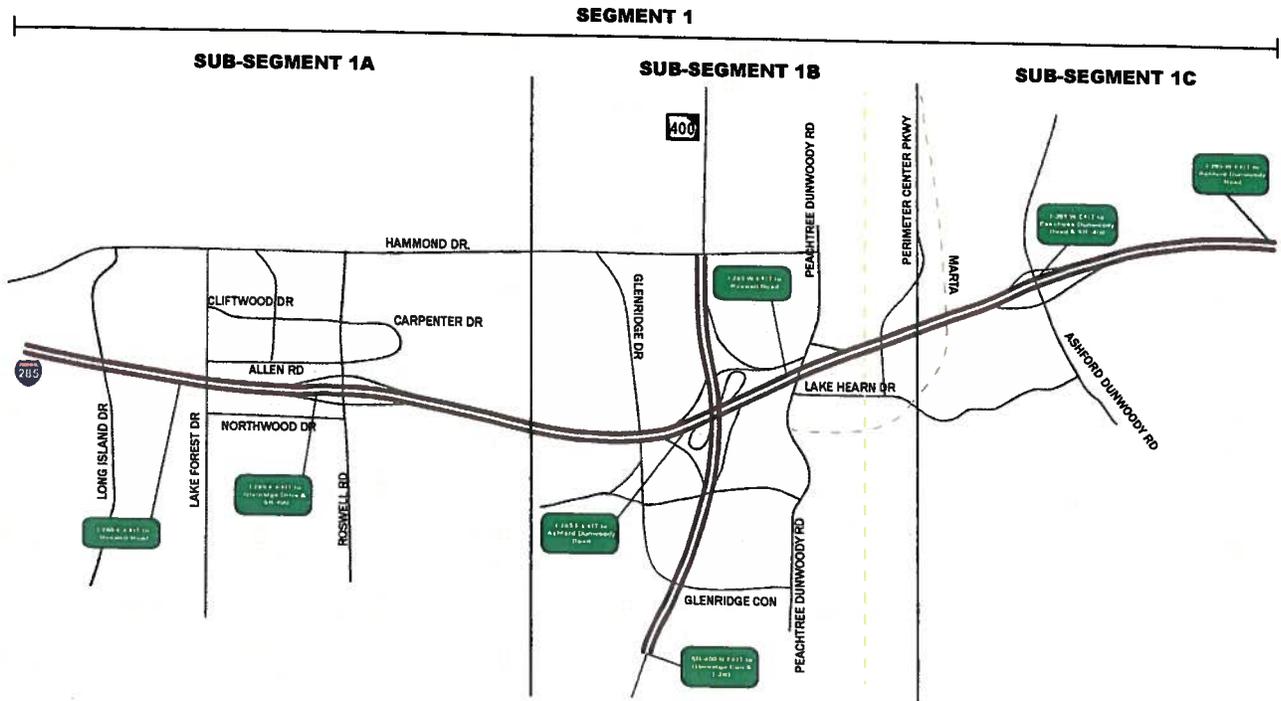
ACTIVITY NAME	FLOAT	EXHIBIT 9 CALCULATED DEADLINE	NPC COMPLETION DATE
MILESTONES			
Selection of Best Value Proposer	0	10-Dec-15	10-Dec-15
Commerical Close	0	08-Feb-16	08-Feb-16
Financial Close	0	08-Apr-16	08-Apr-16
NTP 1	0	11-Apr-16	11-Apr-16
NTP 2	0	08-Oct-16	08-Oct-16
Commencement of Construction	0	05-Feb-17	05-Feb-17
NaviGator System Integration	83	16-Mar-20	24-Dec-19
Substantial Completion	70	15-Apr-20	06-Feb-20
Final Acceptance	70	19-Jun-20	10-Apr-20

6. Delivering Design and Construction

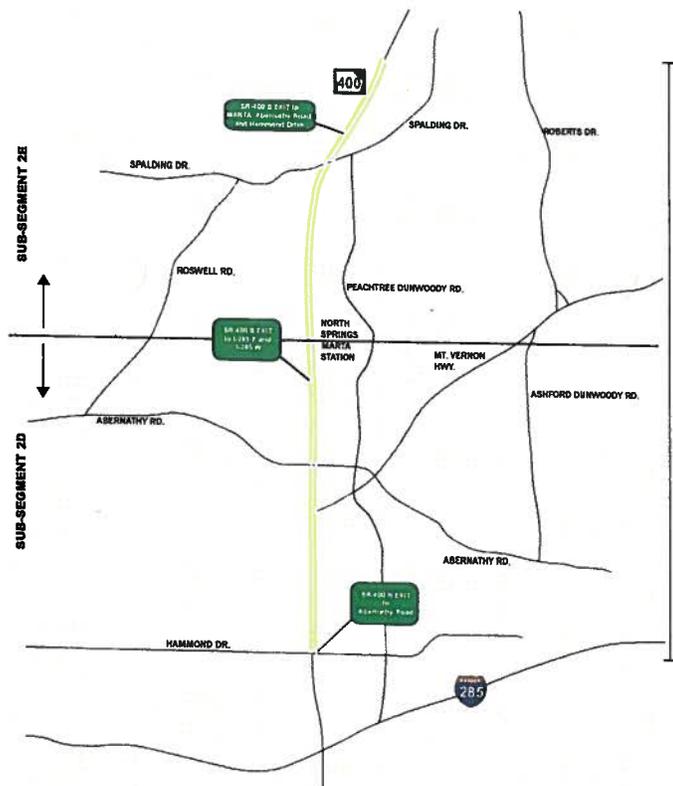
We will manage construction by implementing the Project Management Plan and the tools and processes described in Section 2.1.2 – Internal Organization Systems which include strategies such as co-location of our construction and design teams, design-build integration and establishment of task force teams.

Our design plan includes developing advance design packages for construction elements we intend to expedite such as traffic control, geotechnical work, retaining walls, pavements, bridge foundations, drainage trunk lines and major drainage structures. The structures work provides an excellent example of how our streamlined design approach works in practice. On this Project, structures are one of the largest and most critical parts of the construction cost and schedule. We will produce released for construction design packages for foundations to gain approvals from the permitting agency early, while we continue to develop the substructure and superstructure designs.

Our construction approach, shown on the next page, divides the project into two major segments (segments 1 and 2), and five sub-segments (1a, 1b, 1c, 2d and 2e), based on the typology of work to be performed. This approach provides for a more localized, efficient and coordinated design and construction effort. We will begin with the acquisition of state proposed/developer acquired right-of-way and the utility relocation work throughout the corridor while at the same time starting construction in those areas that are not affected by utilities or ROW.



Segment 1 : I-285

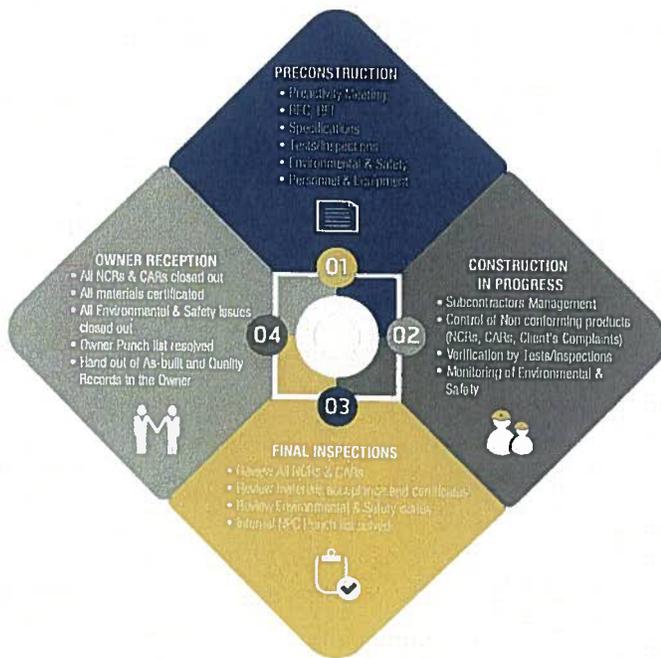


Segment 2 : SR 400

7. Quality Management

NPC has identified specific, highly experienced key managers (Project Manager, Design Manager, Construction Manager, Quality Manager, Environmental Manager, etc), who have been involved in this Project since the beginning of the process, and will remain designated in their assignments throughout the duration of the DBF Agreement until the end of the Project. This will ensure that the team properly addresses these critical components of the project from the first stages. Our objectives for quality include the following:

- Make quality a top priority by empowering all personnel to recommend a hold in any stage of the Project, design, construction and maintenance when needed.
- Provide a design and construction team that has experience with a mature, well-tested, and certified ISO 9001:2008 quality process to eliminate rework by getting the job done right the first time.
- Organize and conduct quality management recognizing the unique roles that both QC and QA have in the design and construction process.



8. Construction Sequencing, Traffic Management and Mobility

The traffic management plan includes features and benefits that respond to the corridor’s specific challenges and supports achievement of the goal to minimize and mitigate construction impacts to customers through construction staging and communication efforts during construction. For example, our construction work plan will avoid impacting peak traffic times including commuter traffic around the Medical Center, Perimeter Center Mall and traffic to and from MARTA stations, office buildings, hotels and neighborhoods in the area. Features of our traffic management plan includes:

- Keeping existing number of through lanes on I-285, SR 400, and Abernathy Rd operational throughout construction
- Minimizes impacts to the Medical Center, MARTA, businesses, the community and adjacent property owners by performing all work within the proposed right-of-way
- Minimizes impacts to mobility of traveling public by completing the work outside of the existing roadway away from traffic and then using the new completed roadway in order to complete work on the inside
- Minimizing the need for temporary pavement and re-purposing existing pavement whenever possible
- Maximizing on- and off-ramp access throughout construction
- Limiting main lane traffic shifts for improved safety and continuity
- Providing an EMS accessible route at all times
- Reduction in I-285 lane closures from the allowable amount reducing congestion and improving safety

Additional Enhancements:

- Ramp access to Emergency Services is provided at Abernathy Road. Detour routes have also been established for Abernathy Road ramps.
- Traffic is maintained to all streets and intersections during all phases of construction
- Access to North Springs MARTA Station is maintained from SR 400 during construction
- Eleven foot minimum lane width is maintained for all lanes including SR 400 temporary detour on the CD Ramps.

- Abernathy Road traffic maintenance simplified and enhanced by the elimination of the pier on the SR 400 and CD ramp bridges over Abernathy Road
- Maintenance of traffic phasing allows for the majority of improvements along SR 400 with minimal impact to SR 400 lanes.

Our video demonstrates how our traffic management plan minimizes multi-lane closures, congestion, and impacts to motorists. The video illustrates our plan maintains a consistent construction speed within five MPH range of the posted speed.

Exceeding Requirements

NPC design reduces I-285 lane closures from the allowable amount reducing congestion and improving safety.

B. DBE PERFORMANCE PLAN AND APPROACH TO DBE REQUIREMENTS

Using the successful model for achieving DBE Participation on previous state DOT projects, we commit to exceeding the DBE goal of 17 percent. Our programs will maximize the participation of DBE firms through comprehensive outreach, training and compliance.

The NPC DBE performance plan includes initiatives and processes that will not only help to remove barriers that impact the participation of DBE firms on DOT-assisted projects such as this one, but the plan will also assist in developing firms so they can successfully compete on similar highway projects both in the marketplace and outside the DBE program.



Outreach Program Started

Recognizing the need to solicit DBE participation early and consistently, we have already:

- Participated in the GDOT DBE mixers held in May and June.
- Held a NPC DBE networker on August 20, 2015 at the Atlanta Commerce Club. Key team members were present to discuss opportunities and expectations as well as network and speak with approximately 75 local DBE firms. The NPC team recognized the need to hold a focused DBE outreach in the requested key contracting specialties needed for this job.
- Participated in GDOT’s “Blueprint for Success” DBE Supportive Services State conference on August 25- 27, 2015
- Conducted one-on-one meetings with interested professional services and construction DBE firms to identify future DBE partners for the project.



C. PROJECT MANAGEMENT PLAN

The Project Management Plan (PMP) serves as the project’s guiding document, clearly designating assumptions and decisions regarding management processes, approvals, dispute resolutions and overall project control. The PMP defines the roles and responsibilities of the relevant parties, procedures and processes. The PMP contains separate plans for managing all aspects of the project, such as safety, DBE, public information, quality, design, construction, traffic management and maintenance. Addressing all phases of the project life cycle ensures that the project will be managed holistically and as a continuum, not incrementally as the project progresses, promoting a unified approach.

Value-Added

NPC's Project Manager, Luis Munoz's PMP from the I-635 LBJ Express project is currently utilized by FHWA as a best practice / sample PMP.

PMP OUTLINE

1. Scope of Work
2. Organization
3. Project Coordination
4. Project Controls
 - a. Financial Plan (FP)
 - b. Project Baseline Schedule (CPM)
5. Quality Management (QMP)
 - a. Design (DQMP)
 - b. Construction (CQMP)
6. Environmental Compliance Management
 - a. Comprehensive Environmental Protection Plan (CEPP)
 - b. Landscape Enhancement Plan (LEP)
 - c. Hardscape Enhancement Plan (HEP)
7. Safety/Risk Management
 - a. Health & Safety Plan (H&SP)
 - b. Risk Management Plan (RMP)
8. Traffic Management
 - a. Transportation Management Plan (TMP)
 - b. Maintenance Of Traffic (MOT)
9. Public Information and Communications
 - a. Public Information and Communications Plan (PICP)
10. Small Business (DBEP)
11. ROW Acquisition and Relocation (ROWAP)
12. Utilities (UP)
13. Construction Management
 - a. Demolition and Abandonment Plan (DAP)
 - b. Construction Maintenance Limits Plan (CMLP)
 - c. Construction Phasing Plan (CPP)
14. Integration of Management Plans

D. FINANCIAL PROPOSAL

North Perimeter Contractors is pleased to present a Financing Plan that is robust, achievable and compliant with the Instruction to Proposers and the Design Build and Finance Agreement terms and conditions and that is based on significant due diligence, extensive quantitative modelling and refinement and thorough negotiation of a committed term sheet.

In formulating its Financing Plan, North Perimeter Contractors extensively assessed available financial solutions in the current market and proposes a Financing Plan that includes the most efficient financing source which minimizes the amount of the DBF Contract Sum and thereby maximizes the value offered to both the Georgia Department of Transportation (GDOT) and the State Road and Tollway Authority (SRTA).

As detailed in the Financing Plan, the proposal includes the use of available long-term instruments such as a tax-exempt bank funded bond solution that provides a long-term, balanced financing solution. This solution recognizes current market conditions as well as the importance of achieving Financial Close by the Financial Close Deadline, and thus uses a financial structure that North Perimeter Contractors strongly believes is obtainable given both of these factors.

Once the ideal financing structure was determined, the strategy adopted with regard to financing this Project focused on optimizing the Design Build and Finance contract sum to be included in our tender by focusing on a well advanced debt structuring and procurement. For that reason, North Perimeter Contractors engaged in extensive discussions with lenders and provided extensive due diligence materials to such lenders as described in the commitment letter included in the proposal. North Perimeter Contractors has received a commitment letter (included in the proposal) from a top ranked US entity to purchase 100% of the Bonds on the terms and conditions set forth in the Term Sheet and to enter into the related hedging agreements. This shows the strength of North Perimeter Contractors in achieving the best financing for the Project.

E. GDOT AND THIRD PARTIES

Consistent, proactive and transparent communications will be established by NPC with our subcontractors, GDOT/SRTA and third parties using the tools described in this section. One of our first tasks will be to establish an GDOT-approved Management and Staffing Plan, as a component of the PMP, that contains a task-specific interface and communication strategy defining the frequency and types of communication with GDOT, permitting agencies, utility companies and other stakeholders. It will establish standing meetings and their regular attendees, protocols for interaction with GDOT and the public. We also will establish a partnering program that includes GDOT, SRTA and key stakeholders.

NPC team members have worked with all third parties related to this Project. NPC will leverage established relationships, best practices and lessons learned.

F. ENVIRONMENTAL COMPLIANCE, MONITORING, AND MITIGATION

We understand the importance of achieving environmental commitments and environmental permitting review milestones and adhering to the NEPA process. NPC will develop and maintain independent Environmental Commitments Tables (ECT) per each PI, which will be reviewed and analyses throughout the project construction. As special studies are updated, these ECT are updated, each updated commitment will be coordinated with the designers/contractors to assess the implication of these updates. The actual ECT, included within the NEPA provided approvals, and Environmental Resource Impact Table (ERIT) will be the legal document attached to the plans for compliance purposes. NPC will comply with all applicable public involvement requirements related to NEPA and as specified in the ECTs.

ECM Chris Tolar brings 15 years of experience in environmental compliance of urban freeway construction. He has managed environmental compliance for large, complex design-build

transportation projects, and brings extensive permitting and coordination experience with the U.S. Army Corps of Engineers and other federal, state and local agencies. Chris served as ECM in the LBJ Express project, working collaboratively with Project Manager Luis Munoz to expedite a NEPA reevaluation to accommodate design changes. Working closely with TxDOT, our team successfully completed the re-evaluation on an expedited schedule. Solutions included eliminating more than 2 million cubic yards of excavation which eliminated approximately 100,000 truck trips reducing reduced emissions, dust and damage to roadways.

Conclusion

NPC's blend of financial strength, widespread experience, local knowledge, strong track record of innovation, and in-house design-build integrators offers GDOT/SRTA the best possible team to design, build, and finance the Project in a manner that achieves GDOT's core goals of completion within the established budget, on time, and with minimal impact to customers. The team's experience in developing challenging infrastructure projects in the United States should give GDOT/SRTA comfort that the Project will be built in a safe and timely fashion with the utmost quality. We are confident that no other team offers the same overall package we present, and we look forward to partnering with GDOT/SRTA to deliver this important project for the State of Georgia.