

**EXECUTIVE SUMMARY
SBB 285-400 PARTNERS, LLC**

**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

ONE GEORGIA CENTER

600 WEST PEACHTREE STREET, NW

ATLANTA GEORGIA 30308

Executive Summary



SBB 285-400 Partners, LLC is excited to submit a proposal to the State of Georgia for the I-285 & SR 400 Reconstruction Project (the Project). This interchange reconstruction is one of the most important

and largest projects the State of Georgia has undertaken. As the top priority project for metro Atlanta, the largest surface transportation project in Georgia, and the most significant gap financing in the country, the importance of the Project cannot be overstated. SBB 285-400 Partners, LLC fully appreciates the significance of the Project and welcomes the opportunity to positively contribute to GDOT's innovative P3 program. As a team with extensive experience with major transportation projects, we are ready to deliver on GDOT's promises in a way that provides the minimum impacts on drivers, businesses and residents.

SBB 285-400 Partners, LLC, the Developer, composed of Skanska Infrastructure Development and Balfour Beatty Infrastructure, Inc., was formed to address the specific needs for financing, design and construction of the Project. We're a fully integrated team comprised of two of the nation's leaders in design-build finance transportation projects. Our team members have funded and constructed some the largest design-build projects in Texas, Florida and Colorado, with similar size, high traffic volumes and in urban environments.

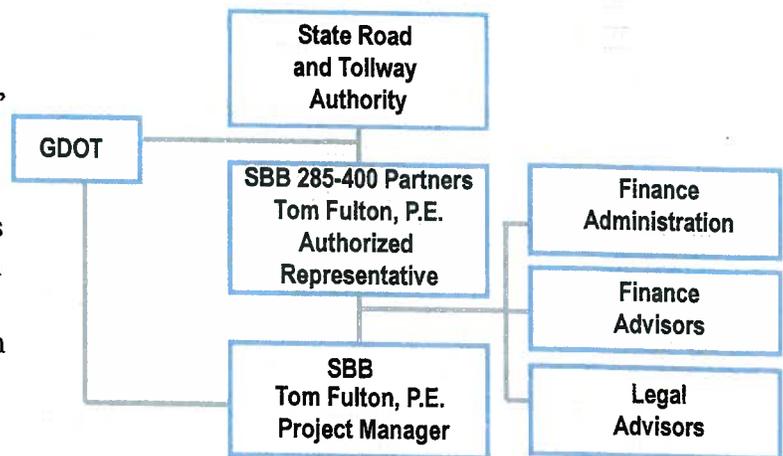
Reporting to SBB 285-400 Partners, as well as to the Georgia Department of Transportation (GDOT), is Skanska-Balfour Beatty, a Joint Venture (SBB). SBB is a joint venture between Skanska USA Civil Southeast Inc. and Atlanta's Balfour Beatty Infrastructure, Inc.

SBB's lead engineering firm, Atkins, will provide expertise and technical leadership from their Atlanta office. Atkins is nationally recognized for transportation projects and has enjoyed long-term success in Atlanta and Georgia and has shown an ability to meet GDOT expectations. Our design team understands the complexity and challenges of the Project, in part through the experience of driving through the interchange daily. The design improvements, optimizations and alternative technical concepts (ATCs) we have already developed show the range of our capabilities to provide a long-term solution for GDOT, residents, businesses and the traveling public.

(a) Project Development Plan Summary

(i) Project Management. SBB 285-400 Partners is responsible to meet commitments made to SRTA and to manage the financial facility. SBB will be responsible to SBB 285-400 Partners for design and construction, and will partner with GDOT for successful delivery of the Project.

SBB, the Atkins' design team, and GDOT/SRTA will collocate near the project site to develop and approve the final design, and to facilitate overall Project Coordination.



Basic Project Organization Structure.

This colocation approach will promote clear and unambiguous communication and benefit timely Project Completion.

Tom Fulton, P.E., a Vice President and 27-year Skanska veteran, will be the SBB project manager responsible for delivering the Project. Tom will lead an efficient and safe organization with clear responsibilities and authority. Our experience is that the most successful projects are based on commitment, teamwork, collaboration and openness. We want to develop a partnership with GDOT/SRTA that provides daily contact and promotes participation in decision-making and issue resolution in an atmosphere of respect and common purpose.

SBB, the Lead Contractor, and Atkins, the Lead Designer, recognize the importance of commitment in developing relationships. We commit to providing the key personnel whose names and qualifications are provided in Volumes 1 and 2 of the proposal.

- Salvatore Taddeo
Executive Vice President,
Skanska USA Civil Southeast Inc.

This approach will be most critical during the design phase, where a collaborative effort among design, construction and GDOT/SRTA teams will have the greatest impact and benefits. Our approach relies upon already formed technical work groups (TWGs), which include design and construction personnel and Team members (e.g. safety, environmental, quality) who will make valuable contributions to the design. This provides a proper setting for design decisions, with support from people with specialized expertise and knowledge.

We place great importance on open communication. In addition to regularly scheduled meetings, written communications and colocation, we encourage GDOT/SRTA to participate in meetings and reviews to keep current on the design

as it evolves, but also so the SBB Team can benefit from the knowledge and expertise GDOT gained in preparing the project specifications.

Keys to Success through Partnering:

- Formal relationships
- Open and regular communication
- Mutual respect and trust
- Shared purpose and goals
- Colocation
- Transparency in operations
- In-place problem solving and risk management processes
- Integration of effort

(ii) Public Information and Communications.

SBB's Public Information Coordinator, Pamela Monastra, will assist and support GDOT/SRTA in developing a public involvement and outreach campaign in advance of and during construction. The goal of the program is to communicate to the community clearly and in a timely manner how the Project may affect them. By interacting with the general public, residents, commuters, communities, businesses, emergency services and stakeholders, she will provide information and solutions about mobility problems and will respond to other community concerns. Pam will be responsible for ensuring the information the public receives is current in regards to traffic changes and lane closures that may impact drivers; business, and residents.

To facilitate communication we will use tools such as:

- Face-to-face meetings
- A project website
- Smart phone applications
- Social media techniques
- A project hotline
- A weekly newsletter

(iii) Environmental Sensitivity and Safety.

We have committed a highly-experienced local Environmental Compliance Manager, Atkins'

Don Johnson, CESCO. Don and his Environmental Team will:

- Identify impacts and assist GDOT/SRTA in obtaining required permits
- Promote means to reduce environmental impacts and assure compliance with regulatory requirements in design and construction
- Train all field personnel in environmental sensitivity and regulatory requirements
- Monitor performance in the field for compliance

SBB has established a goal of zero environmental violations, consistent with GDOT's commitment to zero tolerance for violations. SBB has a deep understanding of environmental issues, approvals, and commitments, and the organizational experience and skills to translate the requirements into a clearly understandable set of project tasks that can be evaluated and tracked in both design and construction.

Coupled with work already completed by GDOT, our design and construction approach will deliver the added benefit of a sustainable project with ENVISION™ Platinum certification. Envision is a way to measure the impact that a project has on a community and includes not only environmental impacts but effects on the local economy, jobs, and quality of life.



We have done a preliminary Envision rating for the project and found that it already achieves Platinum status. We will provide credentialed Envision Sustainability Professionals for each phase of the Project to assure a Platinum status at Project completion.

The SBB team is distinguished by its passion for promoting safety, not only for our workers, but for all who use or live near the Project site. The JV partners—Skanska and Balfour Beatty—both place safety in the center of their programs.

Success is measured by how safe our operations are.

The SBB safety plan and activities are:

- **Goal driven.** Safety is a core value for our team. We actively work to empower every person, every day, with the knowledge of how to work safely.
- **Continuous.** There is no time on our project that we are not observing and implementing safe operational practices.
- **Comprehensive.** Safe practices include everyone associated with the project, no matter their roles. Our concern for safety extends to any person coming in contact with the Project.

(iv) **Utility Adjustments.** Utility adjustments are a critical component of this Project. Our Team has to balance the needs of uninterrupted service, the community, the utility companies, and the construction Team to limit impacts to those who live and work near the Project and drive through it.

To achieve this balance, Joe Ussery, our Utility Coordinator, will rely on his experience in local utility matters to coordinate with the numerous utility companies and develop comprehensive utility adjustment plans. Joe has already begun the process by contacting the affected utility companies, inviting them as participants in our partnering relationship, and creating a cooperative environment between SBB and the utilities.

Joe has a clear understanding of the major Project challenges as they relate to utilities, and has scheduled relocation work to fit the SBB schedule and utility needs. He will coordinate with designers to eliminate utility conflicts through optimizing design. Several specific locations have significant utility “congestion” and will require coordinated and timely relocations by and with utility companies.

SBB will self-perform water and sewer relocations and adjustments. Other relocations will be performed by the utility owner. SBB will provide

design review and coordination to ensure the utility adjustments are in alignment with the project design, schedule, and traffic control.

(v) Preliminary Baseline Schedule and Key Milestones for Design, Maintenance and Construction of the Project. Our Preliminary Baseline Schedule is highly detailed, containing more than 7,500 activities. This level of detail provides schedule confidence and the basis for resource acquisition needed to execute the Project. It is based on completing major work early in the project, some at SBB's risk, to support an aggressive construction schedule.

SBB is committed to a fast start to meet GDOT/SRTA's schedule and will start design before Financial Close..

Our schedule is based on activity calendars that account for the effects of adverse weather conditions, extreme temperatures and holidays. Activity durations are based on assessments of schedule risk that allow us to develop an aggressive but achievable schedule and support GDOT's goal of completion in June of 2020, as shown in the following milestone summary.

SBB Milestone Summary

| Milestone | Date |
|--|----------|
| Developer Selection | 12/10/15 |
| Begin Design at Risk | 01/07/16 |
| Developer Executes DFA | 01/24/16 |
| SRTA Executes DBFA | 02/08/16 |
| Anticipated Financial Close | 04/08/16 |
| NTP 1* | 04/11/16 |
| Start Utility Adjustment | 04/11/16 |
| Start ROW Acquisition | 04/11/16 |
| NTP2 Conditions Deadline* | 10/08/16 |
| NTP2 NEPA EA Reevaluation – no Special Studies | 04/25/17 |
| Commencement of Construction Work* | 04/26/17 |
| Start Maintenance | 04/26/17 |
| NTP2 NEPA EA Reevaluation –Ecology only | 11/10/17 |
| NTP2 NEPA EA Reevaluation with Noise | 03/07/18 |
| All areas open for Construction | 03/07/18 |
| NaviGator Integration Deadline* | 03/16/20 |
| Substantial Completion Deadline* | 04/15/20 |
| Final Acceptance Deadline* | 06/18/20 |

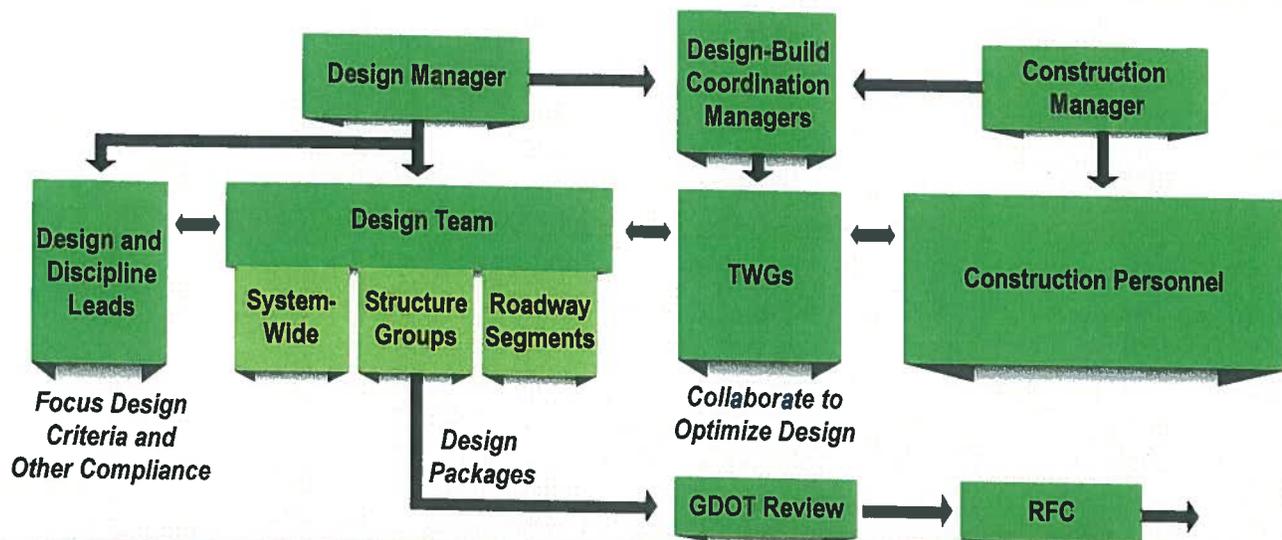
*GDOT Milestones per DBFA Exhibit 9

(vi) Delivering the Design and Construction Components of the Project. Our collaborative Team approach is used both within the design and construction groups, as well as between them. Our Design Team's organization provides clear lines of communication with our Construction Team so they can work together to facilitate a complete and comprehensive design, permitting, utility relocations, right-of-way acquisition, survey accuracy and construction packages.

Completion of the 60-percent design is critical to starting the required NEPA Reevaluations, and timely submission of these designs is necessary for us to maintain our schedule. We will build on the working relationships developed by the Team while working together in the proposal phase, under the leadership of Design Manager, Shawn Davis, P.E., with 24 years of design experience including 12 years with Atkins. One result of this teamwork is the optimized design and approved alternative technical concepts (ATCs) presented and approved by GDOT. These provide significant cost savings and reduced long-term maintenance requirements. Many common protocols and procedures have already been developed, increasing the speed with which we can develop the Project design.

We have effectively worked together through the Procurement phase to optimize the Project design, including development of numerous approved ATCs. We will continue our design optimization shortly after notification of selection as apparent Best Value Proposer, by commencing design, at our risk, prior to Financial Close. We will take this risk in order to advance the Project schedule, which will certainly be a benefit to the Project.

As shown in the figure on the following page, we have divided the essential design work into roadway segments, structures groups, and system-wide groups. The group leaders and their production teams will only be responsible for the design of their specific segment or group.



Planned Technical Work Groups (TWGs)

- Structures & Geotechnical
- Drainage
- System-Wide
- Roadway
- Traffic Management
- Utilities

TWGs Comprise Design and Construction Personnel Plus Other Disciplines That Can Affect Design or Planning

Our Design Approach is based on collaboration between design and construction personnel for an efficient constructible design.

Our approach to managing the construction is based on early planning and effective execution of safe, environmentally compliant, and quality work. These and consistent performance will lead to on-time delivery of the Project.

Design discipline leads will coordinate and integrate the efforts of the individual groups to ensure design meets the Project objectives.

When designs are approved, the Construction Engineering Group will produce succinct work packages. Our approach begins with our construction and planning engineers working closely with the designers during design development. During design, the construction and planning engineers will finalize the:

- Means and methods for construction
- Schedule sequencing
- Trade disciplines and specialty work subcontractors

- Major support equipment needed
- Permanent material requirements and temporary construction support systems

Planning for mitigating the utility conflicts and the ROW acquisition process will start as soon as possible and become integrated into the design. Planning results will be shared with all members of the Project Management Team (design, safety, engineering and construction managers).

SBB has committed an experienced Construction Manager, David Kampman, a 26 year Skanska veteran. Dave will be supported by a General Roadway Superintendent, a General Structures Superintendent, and an MOT/Traffic Control Superintendent. Each general superintendent will be supported by specialty superintendents. This group will manage day-to-day activities of the craft workforce and subcontractors in their respective disciplines. Based on the schedule and work packages, they will monitor performance on all activities and take action in response to developing conditions to maintain schedule.

The MOT/Traffic Control Superintendent will develop and implement traffic control plans to minimize traffic impacts due to construction activity. The Safety Manager and his staff will participate in work planning, train field personnel in safety practices appropriate for their specific work, and monitor operations in the field to assure safety in construction. The Public Information Coordinator will work with Dave to provide two-way information for GDOT's outreach program.

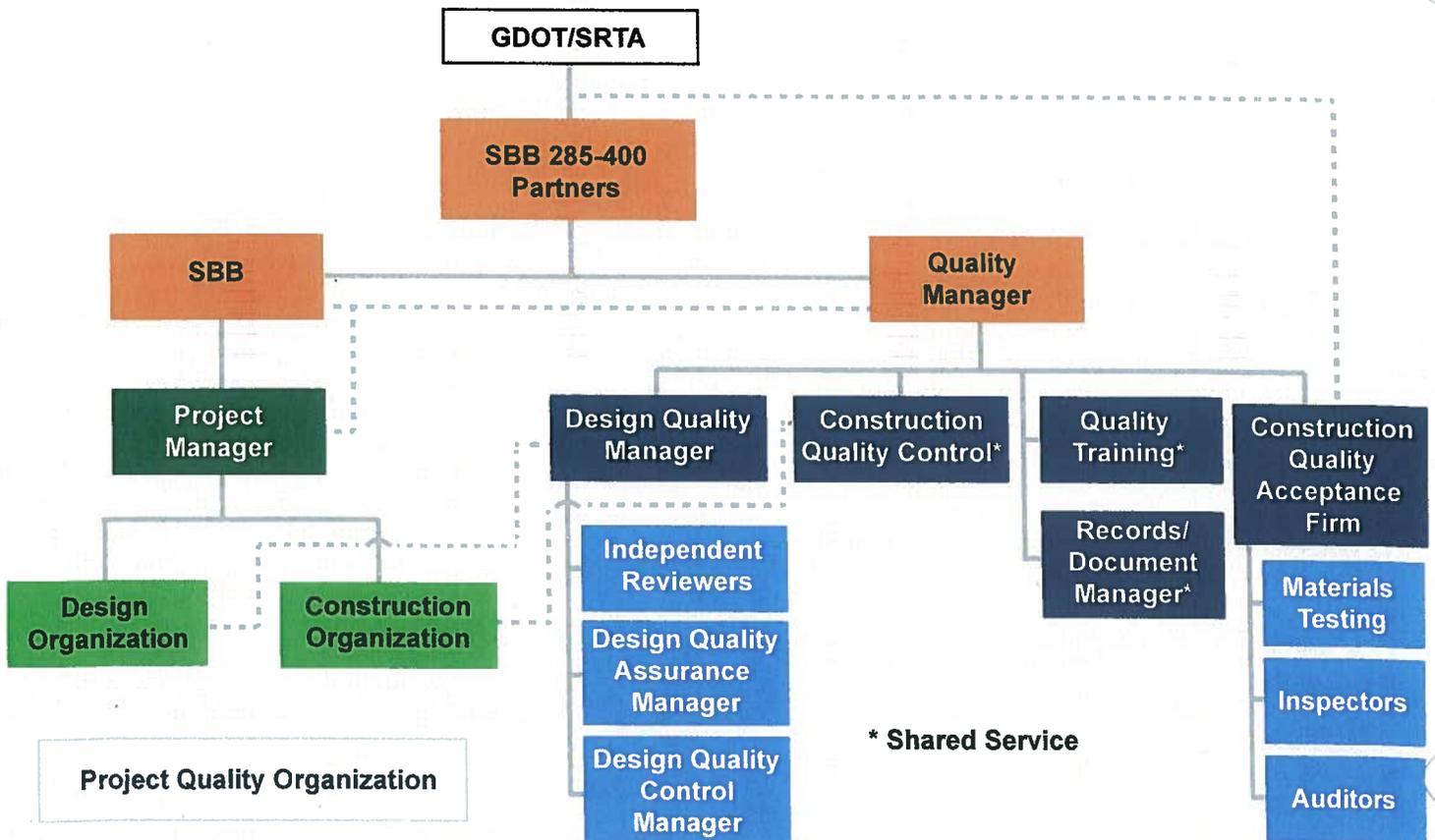
The construction quality staff will monitor and manage the quality of the work through the project duration. Office, field, and construction engineering personnel and project controls staff will monitor progress.

(vii) Quality Management. Under the guidance of the SBB Quality Manager, Bob Stallings, and the Independent Quality Acceptance Manager, John Horn, P.E., who bring 69 years of combined quality experience, SBB will establish a quality culture at the start of the Project, and will maintain this culture from project startup to

design, to construction, and in final turnover. Each individual associated with the Project will be trained on project quality requirements and understand their responsibility for the quality of their work. The quality managers will be supported by quality management teams within design and construction, and will support the oversight efforts of GDOT/SRTA. Our quality organization is shown in the following figure.

The keys to success of our quality management are:

- Independence of design and construction management
- Direct lines of communication to senior management and GDOT/SRTA
- Proven, in-place quality procedures
- Responsibility and performance for the quality of the work starts and finishes with workers, foremen and superintendents
- Independent testing laboratories certified by outside agencies



- Regular reporting
- Checklist-driven extensive documentation
- Root-cause analysis and solutions for continuing areas of concern
- Transparency to GDOT/SRTA
- Qualified, experienced quality inspectors
- Continual quality training for all project personnel

(viii) Construction Sequencing, Traffic Management, and Mobility during Construction.

SBB proposes five major construction stages that have been designed by the team to minimize traffic impacts during construction while optimizing schedule. Our basic plan is to start construction away from mainline traffic and move inward. Existing through-lanes will be maintained with minimal interruptions until traffic can be moved onto a new lane or route. Our plan allows large sections of work to be performed completely away from traffic, creating a safer work area with fewer driver interruptions.

SBB will meet with GDOT regularly to discuss anticipated traffic changes and approaches to mitigate potential traffic complications. We will schedule high-impact operations such as lane closures or detours during off-peak hours (nights and weekends). Our goal is to keep drivers safe and traffic moving.

(b) Project DBE Performance Plan and Approach to Satisfying the DBE Requirements

SBB is fully committed to meet the 17 percent Disadvantaged Business Enterprise (DBE) goal in design and construction. We will make a good faith effort to meet and exceed this goal. Our DBE Performance Plan has been developed and refined through many years of experience in contracting with DBEs. We started our DBE Utilization/Performance Plan early in the procurement during the proposal stage. Our program ensures each

qualified DBE firm will have an equal and fair opportunity to work on this Project.

We have already added DBE design consultants to our team, and conducted two DBE outreach events in the Atlanta area, with interest from 200 firms. We have established contact with more than 30 local recruiting organizations that can assist in contacting other DBEs or potential DBEs.

Our commitment to DBE compliance is shown through our:

- Zero-tolerance, ethical-breach policy
- Strong support from Senior Management
- Developed post-award capacity-building programs
- Dedicated resources and personnel to oversee and implement our DBE program, including a full-time Project DBE Officer
- Local outreach events (as shown below) held during the procurement and following award



(c) Project Management Plan

Our management approach is based on partnership. Skanska and Balfour Beatty have complementary experience, shared values and a common approach. Atkins has built a formidable design team with highly talented local engineering firms to address project challenges. We have worked together effectively to optimize and add value to GDOT's costing plans.

It is our expectation, that our Team and GDOT/SRTA will become Partners following award and work together in a colocation atmosphere with a common goal of facilitating the Project to:

- Deliver the Project within budget
- Open the Project to traffic in accordance with the schedule
- Minimize construction impacts to customers through construction staging and timely communication

Through transparency in our operations and through open discussions of concerns, issues and solutions, we will develop the right answers to add value. The efficiency of our operations, quality of planning, and outstanding team members are the elements that will allow us to maintain an aggressive schedule. Working together with GDOT and continuing support for GDOT's commitments will make the reconstruction smooth and have minimal impact on the parties involved.

Tom Fulton will lead an organization with clear lines of communication, responsibility and authority. A cornerstone of his philosophy is individual responsibility and performance in a team environment. To achieve this, the Project Management Plan will establish guidelines and responsibilities for:

- Managing risk
- Maintaining progress
- Establishing and maintaining communication
- Complying with applicable laws, permits, and agreements

"I am committed to working together with GDOT to ensure success of this Project by providing robust planning and leadership."

- Tom Fulton
SBB 285-400 Partners,
Authorized Representative

These guidelines, along with strong lines of communication and corporate support, will help connect a talented group of design and construction professionals into one seamless organization. At all times, the Team, through Tom, will have access to the resources, training and senior management support needed to complete the job successfully.

Key elements of our plan are to:

- Foster a partnering relationship internally and with GDOT/SRTA
- Colocate key project personnel and GDOT/SRTA
- Develop formalized, routine communication plans and environment
- Design on a collaborative basis in our TWGs
- Sequence early work to facilitate work on the critical path
- Develop and locate construction support facilities to meet project conditions and needs
- Develop clear work packages for timely procurement of materials, and coordination of subcontractors and personnel to maintain schedule
- Implement appropriate controls for performance, cost, quality, safety, and environmental impacts
- Use Envision Platinum Certification requirements as an aid in planning

(d) Financial Proposal Summary

SBB 285-400 Partners with financial advisor CIBC World Markets Corp., has developed an integrated, competitive and deliverable financing solution to the Project that will bring the best value to GDOT/SRTA. We have arranged a strong financing structure that will lead to a successful financial close and efficient pricing for GDOT/SRTA. Our advisors, lenders, and our lenders' advisors conducted due diligence on the elements of the financing structure and obtained the requisite approvals, tax analysis, accounting advice, and

legal counsel that serves as the basis for the fully committed financing we are able to offer GDOT/SRTA.

We conducted an exhaustive review of five primary categories of potential financing options to identify the best financing strategy for both GDOT/SRTA and the Sponsors. These five categories are:

- i. A public capital markets solution (including tax exempt and taxable securities)
- ii. A private placement solution
- iii. A taxable bank debt solution
- iv. A tax exempt bank debt solution
- v. A tax exempt delay draw bond solution

Based on thorough analysis of each of these options, including pricing levels, accounting treatment, capacity, risk to GDOT/SRTA, and ability to reach Financial Close, we have determined that the debt structure described in our Financial Proposal is the most competitive financing solution for the Project.

(e) Working with GDOT

We recommend an early set of partnering sessions between GDOT/SRTA and SBB to provide a foundation for formal partnering.

Tom Fulton will host weekly briefings with the SBB Team and GDOT/SRTA personnel to set the tone for cooperation, open communications and coordination. In early meetings, SBB senior staff members will be “matched” with an equivalent key member of GDOT/SRTA or its consultants in major project areas such as design, construction, quality, utility adjustment, ROW acquisition, and maintenance during construction.

GDOT/SRTA representatives collocated with SBB personnel will be invited to participate in regularly scheduled integrated team meetings, as well as impromptu ad hoc meetings that routinely develop in the collocation environment.

This level of transparency and communication will:

- Allow GDOT/SRTA and SBB to work together to find solutions to common problems
- Simplify GDOT design review
- Allow participation in over-the-shoulder and other reviews to provide insight into the design
- Provide GDOT/SRTA opportunity to suggest changes before plans are submitted for approval

This will provide benefits to GDOT/SRTA, SBB, and the schedule.

We hope that GDOT personnel who are not located in the project office will want to attend and feel welcome at regularly scheduled meetings. Our Team will benefit from their insight and expertise, which in turn will benefit the Project as a whole.

(f) Environmental Compliance

Don Johnson, CESCO, the Environmental Compliance Manager, and his Environmental Team will develop and implement an Environmental Compliance and Mitigation Plan (ECMP).

This plan will detail and document compliance strategies and procedures to make sure the project is completed in accordance with all applicable environmental laws and approvals, including changes to laws, policies, regulations, or the environment. The figure on the following page shows our environmental compliance approach.

The ECMP will establish schedules, protocols and methodologies, including requirements for monitoring, reporting, corrective action, and adaptive management.

The ECMP will also detail mitigation requirements contained in the Environmental Approvals and provide a method for monitoring, documenting, evaluating, and reporting environmental compliance during construction.

One primary team activity will be to provide support to GDOT in fulfilling the NEPA process and environmental commitments for the Project.

As a part of our ECMP, a detailed mitigation tracking database will be created to outline the actions required to protect resources throughout the project corridor. The database will be updated continually to reflect progress, and will also list compliance actions, responsibilities, actions taken, and action dates.

Conclusion

SBB provides GDOT and the people of Atlanta and the taxpayers of Georgia best value for the I-285 & SR 400 Reconstruction Project. We are ready to provide full support and to help GDOT deliver on its promises and commitments in funding, designing and developing this Project.

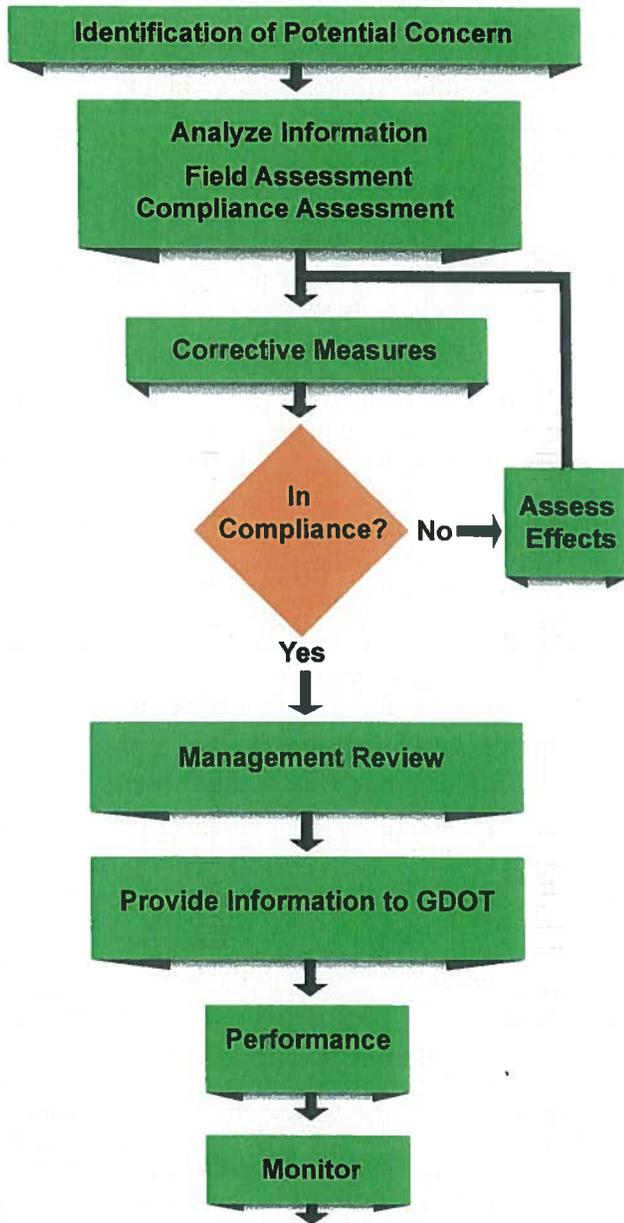


SBB is the provider of choice not only because of our capabilities and resources, but because we have the:

- Right Attitude
- Right Approach
- Right People
- Right Organization

GDOT and the community will benefit from our collective experience, and our depth of financial, design and construction resources. We have already committed many of these resources and performed extensive planning determining how best to support and advance GDOT's goals. We believe our approach brings significant benefits to the community, especially in our commitment to achieving Envision™ certification and to operating transparently.

Finally, what sets the SBB Team apart is our commitment to success and to realistically accept an admittedly large challenge in meeting an aggressive schedule, while minimizing traffic interferences, and the impacts on the people who work and live in the area.



Environmental Compliance Plan Implementation