

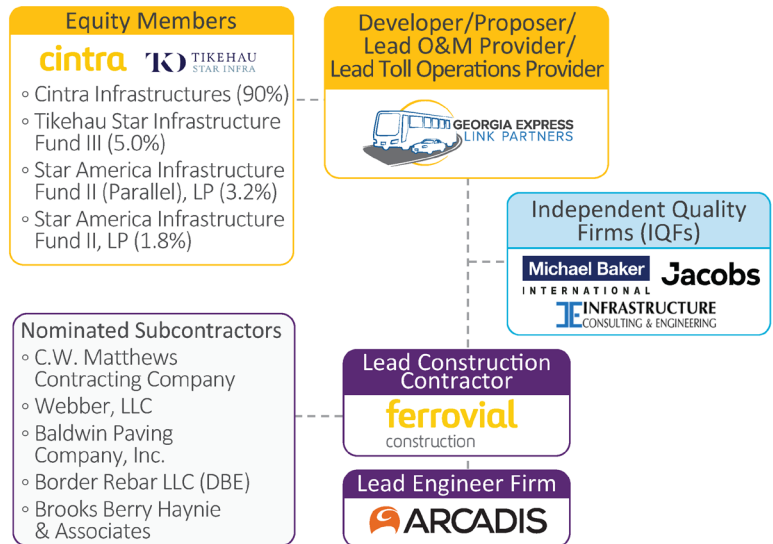
Executive Summary

Successful delivery of the State Route 400 Express Lanes Project is vital for enhancing mobility and travel time reliability in Georgia's Greater Atlanta Region. To execute this complex Project through a Public-Private Partnership (P3), SRTA and GDOT require a partner with the expertise and capacity to deliver all aspects of the project successfully. Georgia Express Link Partners (GEP) is committed to a long-term partnership and brings the necessary experience to deliver the SR400, a critical component of GDOT's Major Mobility Investment Program.

GEP's technical solution for the Project surpasses SRTA and GDOT's requirements. Our solution embodies a commitment to quality, innovation, safety, and efficiency, ensuring a superior Project outcome. We look forward to collaborating with SRTA and GDOT to deliver a successful Project that meets the highest standards of technical excellence and long-term sustainability.

Meet Our Team

The GEP team is comprised of world-class leaders in the P3 transportation space with a strong local presence and experience in Georgia. With proven expertise as a developer, financier, designer, builder, O&M, and tolling expert, we bring 50+ years of unparalleled experience, successfully partnering on seven design-build-finance-operate-maintain (DBFOM) projects in the US totaling over \$20B, in addition to a global presence of \$30B.



Developer, Equity, Lead O&M Provider and Lead Toll Ops Provider Members

cintra 90% of Equity Stake

Cintra has been a global leader in delivering efficient and innovative transportation solutions for more than 50 years, successfully operating over 1,030 lane miles of revenue risk DBFOM projects in the US. Cintra's success in delivering P3 projects is down to a unique combination of self-performance of O&M and tolling and our long term investment view, driving a focus on lifecycle performance and user experience. With strong financing and investment capabilities, Cintra has committed approximately \$4.4B of equity and raised financing of over \$18.6B for P3 transportation projects since 2005.

TIKEHAU STAR INFRA 10% of Equity Stake (3 Limited Partnerships)

Tikehau Star Infra (previously Star America), a subsidiary of Tikehau Capital, is a US headquartered developer and manager of infrastructure assets in North America. Tikehau Star Infra has access to hundreds of millions in capital, with a focus primarily in delivering infrastructure projects across the transportation, social, environmental, and telecommunications sectors. With investments in projects of which have a total project cost valued at greater than \$10B (as of December 31, 2023), including participation in US Express Lanes (EL) projects, Tikehau Star Infra is one of the leading infrastructure developers in the US.

Lead Construction Contractor

ferrovial construction Since 1999, Ferrovial Construction US Corp. (FCUS) has constructed 12 US DB projects totaling \$13B+ in construction value. FCUS' record includes a history of completing projects early: \$2.1B I-635 LBJ Express (three months early), \$1.5B NTE (nine months) and \$1.1B I-35W Segment 3A (two months). FCUS projects have received numerous awards for safety, environmental, public relations, DBE inclusion and design/construction.

Key Local Subcontractors





- C.W. Matthews Contracting Company, Inc: North Construction
- Webber, LLC: Concrete paving and barriers.
- Brooks Berry Haynie & Associates Inc: Roadway, lighting, ITS/ETCS, traffic signaling.
- Baldwin Paving Company, Inc: Asphalt paving
- Border Rebar LLC: Rebar installation (DBE).

Lead Engineering Firm

ARCADIS Arcadis is a world-leading company delivering innovative, sustainable design, engineering, and consultancy solutions. GEP's engineering team, led by Arcadis, brings 20+ years of design-build experience, including involvement in more than 80% of GDOT's design-build and tolling projects, totaling more than \$3.5B. Arcadis' Alternative Project Delivery experts understand the benefits of an integrated Design and Construction (D&C) and Operations and Maintenance (O&M) approach and will lead Project lifecycle optimizations, delivered by their 200-strong Georgia-based design team to compliment the extensive P3 experience of GEP's equity members.

Our team includes a Lead Construction Contractor, Lead Engineer Firm, and 95 local subcontractors who are proud to call Georgia home. As everyday users of the Atlanta corridor, we bring a user-focused approach to the Project, having spent time and resources to ensure that our solution provides long-term value to our neighbors, users, SRTA, GDOT, MARTA, and relevant stakeholders.

WHY GEP IS GDOT AND SRTA'S BEST P3 PARTNER FOR THE SR400

 <p>Local team with corridor experience</p>	<ul style="list-style-type: none"> » 3,000 strong Georgia workforce, with 95 local subcontractors, subconsultants and suppliers, including 30 DBEs. 70% of our Key Personnel, whose skills and experiences are critical for a successful Project, live and work in the Atlanta metro. » Strong understanding of SR400 corridor and GDOT standards as everyday users and participation in Transform 285/400. » Arcadis's Georgia footprint includes more than 80% of GDOT's design-build and tolling projects, totaling more than \$3.5B. » As a true local partner with over 20 years of presence along the corridor, we have already completed over 125 outreach activities during the RFP, marking the beginning of a 50-year commitment to partner with the communities along SR400.
 <p>Innovative design & Unparalleled benefits</p>	<ul style="list-style-type: none"> » Innovative EL outside the General-Purpose Lanes (GP) include numerous features that enhance public safety during construction and operation: limited interaction with live traffic in the GP, barrier separation, and full EL/GP shoulder widths. » Reduced public impacts through construction. » Direct access to/from I-285 and five additional direct access points, for a reliable, safe and convenient user experience. » Optimized design and connectivity to reduce traffic congestion by 22%, saving 4.5M hours per year for Atlanta drivers. » Flexible design that allows future expansion of MARTA transit. » Robust workforce and DBE programs, designed to provide long-lasting economic benefits to Georgia. » Commitment to allocate 85% of the D&C and O&M work to local workforce and companies.
 <p>P3 DBFOM experience</p>	<ul style="list-style-type: none"> » Collective P3 DBFOM experience of over 50 years in the US, totaling \$20B with some of the largest and most innovative P3 projects comparable to SR 400: NTE and LBJ in Texas, I-66 in Virginia, and I-77 in North Carolina. » Key benchmarking and lessons learned integrated in the design and construction, reducing risks throughout the Project life. » Unique long-term perspective on the Project, given to the self-performance of O&M and tolling. » Cintra's unique in-house capability for self-performance of O&M and tolling means we can deliver comprehensive solutions and streamlined operation throughout the life of the Project, rather than working with multiple subcontractors.
 <p>Previous collaboration</p>	<ul style="list-style-type: none"> » As a vertically integrated team, GEP aligns its interests with GDOT/SRTA's across the entire Project lifecycle, from equity to design, construction, operations, and tolling. This enables us to innovate and collaborate seamlessly, with a shared culture of responsibility and incentives that drive success. » GEP's management team has prior experience working together on comparable US transportation projects. » 6 DBFOM Express Lanes opened on-time across the U.S. over the past 15 years by the Lead Developer and Contractor.

Part 1

Management & Structure of the Proposer

Our Structure & Management. GEP has meticulously structured its team to align with the unique demands of the Project, ensuring seamless execution and communication. At the helm of this structure is Steve Hankins, who will oversee overall day-to-day operation and serve as the Developer Project Manager (Developer PM) for both the D&C and O&M Periods to ensure streamlined Project execution. Steve will be the primary point of contact for GDOT/SRTA and relevant stakeholders to ensure effective communication and efficient Project delivery.



Developer PM Steve Hankins brings unparalleled experience in executive roles in three P3 EL operations in North America, including I-66, NTE and 407. Steve will play an integral role in the success of the SR400. Steve brings world-class experience in maintaining traffic in highly urban corridors, integrating transit works and overseeing D&C and O&M work.

During both the D&C and O&M Periods, Steve will be supported by an organizational structure designed to enhance the integration and coordination between the various functions within GEP. Our function leads have been selected for their expertise on similar projects and proven track record in Georgia, as well as successful past collaboration with other team members. Our structure enables swift communication and efficient decision-making across sub-organizations.

GEP's structure during the D&C period follows the unique segmentation of the Project for efficient and on-time delivery. Each segmented area will have assigned Construction Area Leads and Design Leads to enable work in parallel to meet or advance the Project schedule. Our DB Project Manager Joaquin Losada will report to Steve and be supported by the Construction Manager, Project Chief Manager, and Design Manager. During the O&M Period, Steve will provide overall oversight with support from Chief Operations Officer David Serrano, O&M Manager Greg Joslin, and Toll Operations Manager Meena Salem.

Value-add Key Individuals. To further strengthen our local expertise, GEP has identified **60 key individuals**, including 15 value-add individuals, exceeding GDOT's requirements. These team members have specialty experience and skills that are considered critical for successful Project delivery, and 80% have worked with GDOT and/or in Georgia projects.

Early Co-location & Coordination. Immediately after Award, GEP will co-locate our staff and key individuals to facilitate coordination of early design activities and begin the teaming activities vital to proper Project planning. The same approach will be implemented ahead of the O&M period. We will implement sets of strategies to ensure alignment and unity, including weekly coordination meetings, deployment of internal KPIs, and initial partnering activities with GDOT/SRTA.

Decision Making Process. Responding to issues in a timely fashion is necessary for corridor safety and delivery of excellent user experiences. GEP will facilitate decision-making through the empowerment of all members of our organization. This decision making will be supported by established and field-tested processes adapted from the best EL projects in the US. For complex cases, clear lines of responsibility will allow for escalation and rapid resolution, avoiding delays or other issues.

Approach to Coordination

GEP's approach to coordination is based on the core philosophy of "working as a single integrated team." We have reflected the same approach in structuring our organization and Task Force Groups to ensure our coordination approach is reflected at all levels. Guided by a set of regular meetings, workshops, and check-ins, GEP will ensure all counterparties have current progress updates and are aligned in expectations. These communication processes will themselves be subject to scrutiny, driving continuous improvement. Project visualization tools will help ensure fully informed decision-making.

From our experience in similar projects, we know that a structured and adaptable partnering plan is crucial to form a truly unified team that thrives in partnership with State transportation agencies. In coordination with GDOT/SRTA, and MARTA, GEP will develop a communication and partnering plan customized to the SR400 Project. Our partnering plan will provide guidance on the method and frequency of communications, responsibilities, and processes to swiftly respond to any type of incident, and a clear governance framework supported by collaborative tools.

"The I-66 Outside the Beltway is a prime example of how private and public entities working collaboratively can achieve major transportation improvements that benefit and protect taxpayers."
- Virginia Governor McAuliffe

Task Force Groups (TFGs). Supporting our unified team strategy, GEP has created TFGs, which will include representatives from GDOT/SRTA and other stakeholders. These TFGs will provide multidisciplinary support to key elements of the Project, such as safety, impact minimization, and supporting the growth of Georgia's businesses. Our five TFGs will meet monthly and ensure our collective actions are addressing Project goals and supporting key decisions.

Integrated Communication Tools. GEP will leverage a set of advanced communication tools and systems to maintain a constant and transparent dialogue with GDOT/SRTA. Having

access to real-time updates from across the corridor in all Project Periods will help facilitate prompt reviews and approvals. Our proposed set of tools exceeds Project requirements and will efficiently integrate with GDOT's existing management systems.

Creating Local Business Opportunities

We are committed to leveraging our robust network within the Georgia DBE community and providing DBE entities with Project opportunities delivering high value activities (**Figure ES-1**). Our DBE program will be integrated into our wider workforce development efforts, with lessons learned as our LCC has exceeded DBE commitments across all our US P3 projects for over 15 years.

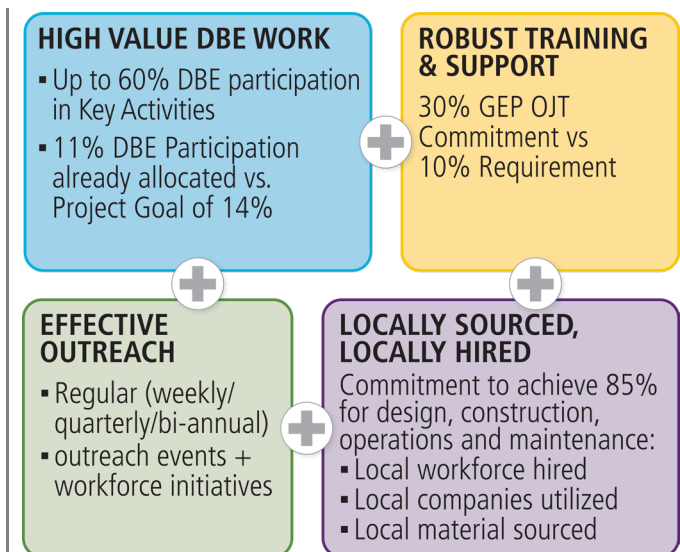


Figure ES-1: DBE & Workforce Pillars

GEP commits to meeting or exceeding the 14% DBE participation for the Project and has already achieved 11% committed participation by engaging 30 local DBE companies. **We are committed to allocating 85% of the D&C and O&M work to local entities and will create over 4,000 construction jobs.** Our procurement, workforce and DBE teams will collaborate on a multistep process to ensure DBE firms are given access to all opportunities, as well as the training, support, and assistance they need to succeed and grow.

DBE Success in Georgia: For Transform 285/400, our program exceeded the project goal through outreach, support, and procurement strategies, tailoring work packages for DBE of all sizes.

We have developed a Diversity & Workforce Advisory Board, including key Georgia workforce entities to guide our efforts and commitments, which will be monitored and achieved by proactive dialogue between our dedicated DBE Manager and the entire team, with oversight from our Diversity & Workforce Advisory Board and Corridor Growth TFG, and will include:

- **Involvement of DBEs in High Value Work:** GEP has identified areas of work for DBE participation and has already allocated 80% of the committed work to local DBEs.

- **Consistent Outreach Efforts:** Our efforts will be centered around generating unique initiatives, as well as supporting existing outreach initiatives within the community. GEP has already planned a schedule of weekly/quarterly/bi-annual outreach events, as well as job opportunities and mentoring programs. Our team will actively solicit DBE participation using a proven engagement workflow and work packaging.
- **Robust DBE Support:** In addition to providing support, guidance, and assistance to DBE firms, GEP commits to providing educational and employment opportunities for those who have successfully completed training programs that we will create or work in partnership with.

Part 2

Proposed Design

GEP's design has involved extensive analysis and reflects dialogue with GDOT/SRTA during the RFP phase. Through this process, we gained a deeper understanding of the corridor and the Project goals. We aim to tackle key regional challenges by achieving fewer disruptions during construction, enhanced connectivity, user experience improvement, and corridor safety.

Our design, approved by GDOT as an "alternative technical concept" during the RFP phase (subject to any necessary governmental approvals such as NEPA re-evaluation), features **barrier-separated EL outside the GP**, fundamentally improving the configuration of the roadway. **We will provide direct access from/to I-285, 5 additional direct connections, 4 added GP/EL connections, and 3 EL additional lane miles**,

increasing the capacity and connectivity of the corridor, and providing reliable travel options and travel times for the public. Our outside EL design eliminates crucial challenges commonly faced during construction of large projects, such as disruptions due to significant night work, and interactions between construction activities and motorists. Our key design benefits are further highlighted below.

Delivering Design & Construction

Since 2019, GEP has thoroughly studied the corridor and has developed a holistic solution for the Project. Our collective effort for early involvement led to notable progress for the basis of D&C work during the RFP phase, **exceeding requirements and advancing design development beyond 30%**.

Building upon our extensive due diligence and preparatory work, we will continue to advance the relevant work done during the RFP phase after proposal submission, aiming to submit initial approval packages upon Award. GEP's proposed early at-risk work (before NTP1) will help advance the Project schedule by approximately three months:

- Submission of a Submittal Packaging Plan with an accelerated Project schedule and parallel activities to advance delivery.
- Delivery of environmental permit support package (ATC NEPA Re-Evaluation Support Package) to assist GDOT's permitting.
- Developer Quality Management Plan to set quality standards and prioritize quality of work from the beginning of the process.
- Design Exceptions/Design Variances package to expedite the environmental approval process.



Outside Express Lanes

User-centric design delivering enhanced connectivity, user and corridor safety, and reduced disruption for drivers, transit and stakeholders.

Our Design Implementation

- Direct connection to/from I-285, avoiding the need to weave across GP
- EL access and geometric improvements at key arterials (i.e. Old Milton Pkwy, Windward Pkwy, McFarland Pkwy)
- Optimized design providing 3 additional lane miles of EL
- Barrier-separation and full inside and outside shoulders throughout the entire SR400 corridor

Our Design Benefits

- Reduces traffic interactions during construction, improving safety
- Reduces traffic congestion by 22%, yielding 34% more trips and saving 4.5M hours per year for Atlanta drivers
- Reduces lane closures by 20%, avoids traffic impacts to surrounding residential areas and greatly reduces night work
- Flexibility to allow future expansion of MARTA transit and early opening of BRT along the SR 400 corridor
- Avoids impacts to MARTA Tail Tracks and facilities along SR 400
- Expedites construction with improvement in construction method and process, enabling concurrent work for companies of all sizes
- Eliminates 119 utility conflicts, and preliminarily clears 389 more
- Eliminates 63% of Project area needing Design Exceptions/Variances

To mitigate the impact of construction, we will deploy a set of mitigation measures such as silent equipment, concentrating hauling at off peak times and preservation of tree coverage.

Project Segmentation

We have segmented the Project into the North/Central/South division, further subdivided into 7 segments to align with major interchanges along the corridor (Figure ES-2). Our segmentation approach will maximize concurrent work, enable Early Works, and staggers submittals to ensure that the work progresses without creating resource or approval constraints. This approach complements our D&C organizational structure, as well as our Construction Phasing and Staging Plan, reflected in our Proposal Schedule.

Project Schedule Summary

We have completed a comprehensive Proposal Schedule as part of our submission, including our approach to complete the Work from Best Value Proposer until handback, meeting all required contractual milestones (Figure ES-3).

Delivering Operations & Maintenance

GEP understands that GDOT/SRTA’s goal of improving regional connectivity while ensuring safety, optimized accessibility, and predictable travel times. As a self-performing operator of over 1,000 lane miles, our O&M approach for SR400 is based on successful operations across the US, having never received an O&M non-compliance. GEP will incorporate lessons learned and practices that support hand-back of assets, exceeding the residual life requirements upon the expiry of the Term.

We will self-perform O&M through all Project Periods, with external support for specialized activities such as heavy towing or hazardous materials handling. Our decision to self-perform O&M and tolling services combined with our long-term investment philosophy incentivizes us to minimize risks, and to ensure that lifecycle optimizations are incorporated into the Project’s design and construction. We are fully committed to excellent service across all phases of the Project.

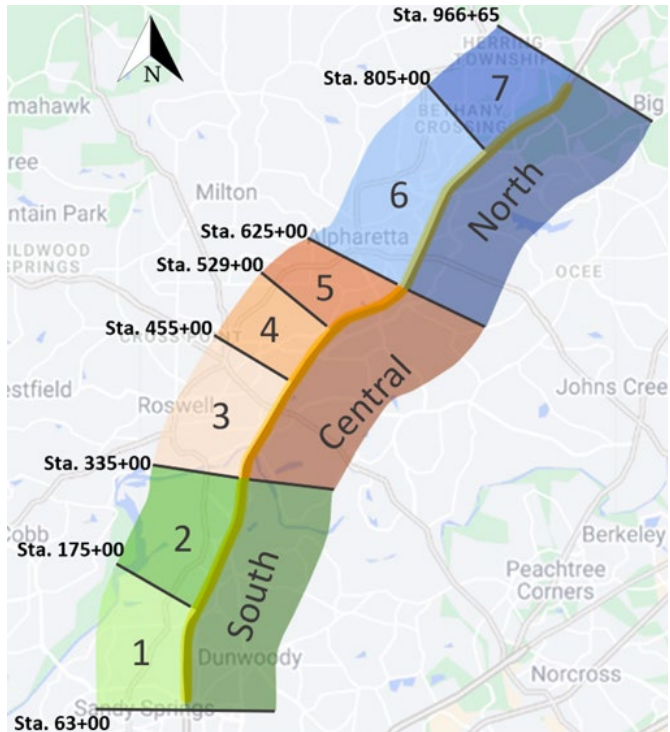


Figure ES-2: Planned Project Segmentation

Our approach has been validated over the past decade - in Cintra’s Texas EL, 99% of surveyed respondents rated our performance as “Good” or better, with over 87% as “Exceptional”.

Meeting Performance Requirements

- 1. **Exceeding GDOT requirements:** We will implement enhanced performance requirements that enforce stringent standards reflecting our experience from other concessions and will ensure superior performance and user benefits.
- 2. **Lifecycle Planning & Asset Inspection:** GEP will implement a data-driven approach to proactively identify issues and provide customized solutions. In addition to a 24/7/365 patrolling/inspection regime, we will implement

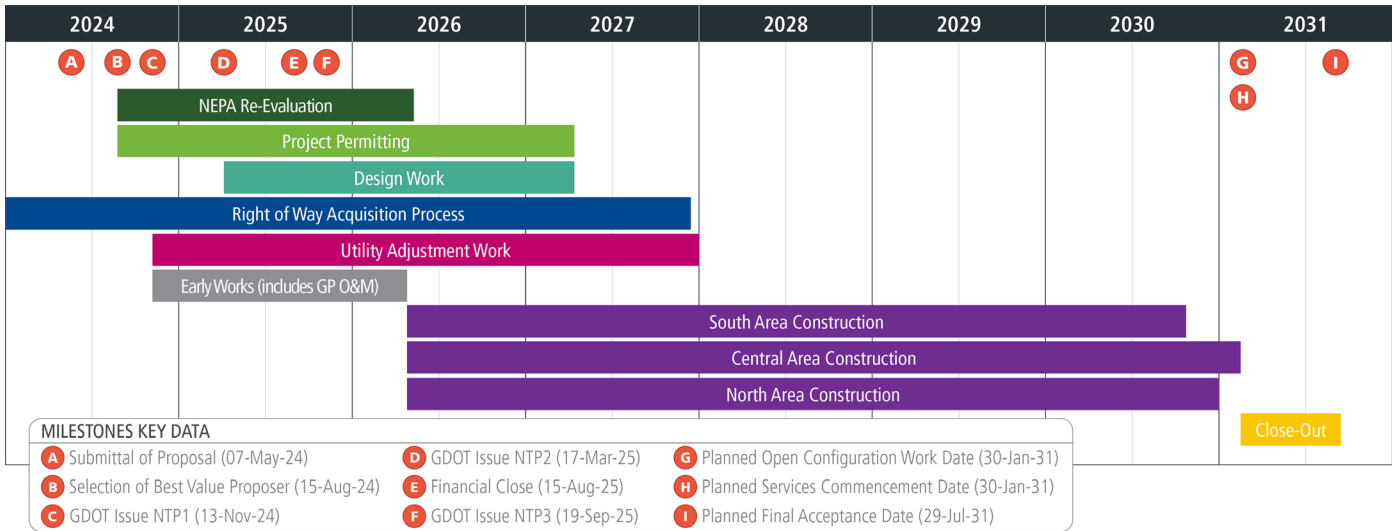


Figure ES-3: Summary Project Schedule for Design & Construction

100% Automated Incident Detection, remote sensors, drones and specialized testing in the corridor, above GDOT/SRTA's requirements. This inspection data will be analyzed to detect trends and to increase inspections in key areas. Additionally, we will set up agreements with local subcontractors to respond to any unexpected situations.

3. **Incident Monitoring & Response:** Highway traffic monitoring and incident response are core elements of roadway operations. GEP has years of experience implementing streamlined processes in coordination with authorities and first responders in the Project area, providing an existing understanding of processes.

The following GEP resources will enable prompt detection of emergencies, hazards, accidents, and other incidents:

- **24/7 Traffic Management Center (TMC):** To be located at our future O&M Building at Mansell Rd, our TMC will be staffed continuously to monitor corridor conditions, providing diligent response and assistance to drivers and field crews, as well as coordinating with GDOT/SRTA, emergency responders and all other Project stakeholders.
- **24/7 Incident Response Team:** This team will be trained to effectively respond to accidents, incidents, emergencies, and provide traffic management and any needed support to law enforcement, emergency responders and other agencies. Members will be trained for every situation and accredited beyond Project requirements.
- **Communication Interfaces & Operational Protocols:** Leveraging our team's 6 active EL US projects, GEP will adopt best practices and will establish responsive working relationships with local emergency service providers/agencies and law enforcement to ensure safety and security along the facility.

- **Courtesy Services:** Available all along the corridor, GEP's courtesy services will be dispatched in response to breakdowns or other situations detected through video monitoring or live patrols, and will offer emergency gasoline, help with tire changes and other driver assistance.

Planned Major Maintenance

We have developed a clear, reliable renewal work program to ensure the operational and financial success of SR400 over the Term. To ensure long-term performance and that user experiences meet or exceed all requirements and expectations, we will combine in-person, drone, and specialized inspections beyond requirements to closely track asset conditions. We will map these findings against trends observed in similar conditions with our similar P3 Projects and use data modeling to set future degradation expectations to ensure we are aligned and meet or exceed all condition requirements. **Figure ES-4** shows our initial Renewal Work Schedule based on the life cycles dictated by our design solutions and our experience in other concessions.

Meeting Tolling Requirements

GEP will self-perform tolling by utilizing Cintra's in-house tolling capabilities, Cintra Toll Services (CTS), shown in **Figure ES-5**. Self-performance of these fundamental tolling activities, instead of subcontracting to an external party, creates a better alignment of interests, and a more reliable approach to tolling operations.

Record of Success: CTS brings experience operating 362 open road tolling points across 10 facilities, with multiple tolling system integrators, and experience successfully partnering and collaborating with state agencies to deliver "first instance tolling" to 3 new US markets.























































			YEAR									
			5	10	15	20	25	30	35	40	45	50
Pavement	General Purpose Lanes	Existing Concrete Repairs and Rehabilitation										
		Asphalt Overlay over Concrete										
		Wearing Course Renewal										
		SMA Partial Replacement										
	Express Lanes, Ramps and Cross Streets	Wearing Course Renewal										
		SMA Partial Replacement										
Structures	New & Existing	Structural repair, renewal, and deck sealing										
		Expansion joints re-sealing										
		Bearings re-setting and/or replacement										
		Culvert Repairs										
		Concrete Overlay (Existing Only)										
		Roadway Assets		Repair and renewal of road assets as required for signage, lighting, roadway safety, painting, etc.								
ITS/ETCS		Equipment replacement of ETCS, BOS, TMS, ITS, and network communications										

Figure ES-4: Initial Renewal Work Schedule

Figure ES-4: Initial Renewal Work Schedule

Design-Embedded Tolling Considerations: Our analysis of tolling requirements during the RFP has been reflected in our design, allowing us to progress our design significantly beyond the requirements. We will begin early engagement and coordination with GDOT/SRTA, and other stakeholders to ensure that all the design requirements of the Operational Back Office (OBO) system are captured and fully integrated.

Strong Local Partners: GEP's tolling expertise will be further strengthened through our collaboration with Neology by integrating their experience working for SRTA and maintaining 22 toll zones in Atlanta. Neology will participate as a Toll Systems Integrator, working alongside our second Toll Systems Integrator Cintra Toll Services, and our in-house tolling team) to bring the best solution forward. Cintra has also incorporated BBH into the team for the ITS/Electrical work, further strengthening our local experience working with GDOT/SRTA.

Seamless Integrated Customer Service: Excellent customer experience is our top priority. Our tolling-related O&M activities and seamless coordination with SRTA's Commercial Back Office (CBO) will be driven by the goal of elevating the EL user experience. In coordination with SRTA's CBO, our OBO will implement strict quality control measures and data validation protocols to ensure that transactions are complete, accurate, and valid without duplications or incorrect amounts charged. Transparent monthly, quarterly, and annual reconciliation between GEP's OBO and SRTA's CBO will be carried out to verify transaction accuracy and completeness.

GEP's customer service program will incorporate lessons learned from our award-winning projects such as the 407ETR, where we have a 93.9% satisfaction rate, and 88% resolution rate during the first customer contact. Our program will include violation prevention, numerous payment options, a customer friendly violation process, and call center best practices. Additionally, we commit to a discount and promotion tolling program which will include incentives for low income, transit users, workforce development, DBE and local businesses.

Construction Sequencing & MOT

Construction Sequencing. GEP's construction sequencing is based on our innovative design, which greatly simplifies the construction phasing and staging of the Work. Our construction sequencing follows the same segmentation of the Project, which is divided into North/Central/South, then further subdivided into 7 segments to align with major interchanges along the corridor. Key benefits of our approach include:

- **Elimination of Traffic Splits:** Increasing the safety of the traveling public and limiting the interaction between construction and motorists.
- **Minimization of New Median Construction:** Reducing construction access on the left, further increases safety and minimizes construction impacts and traffic disruptions.
- **Increased Connectivity:** Incorporation of well-defined access points provide access at arterial roads for the duration of the Project, increasing convenience and safety.
- **Maximum Reuse of Existing Pavement:** Substantially decreases the Project's disruption and environmental impact.
- **Advancing Transit Objectives:** Facilitating the staging of the future MARTA BRT works is a key benefit for transit users. GEP will provide earlier and easier access for Phase 2 activities while reducing impacts to MARTA's transit routes.

Management of Traffic. GEP's traffic management strategy will focus on the safe and efficient flow of traffic, while minimizing disruptions to local users, businesses, and residences. GEP's Transportation Management Plan, developed during the RFP phase, will continue to incorporate feedback from GDOT and stakeholders after Award and during the detailed design phase. The Plan will operationalize our understanding of corridor traffic patterns (breakdowns, average speed, enter/exit ramp queues, travel times, etc.), and will work to use this information to reduce accidents. Based on our analysis of the data, GEP will continue to implement traffic control strategies as the Project evolves. To ensure our work delivers benefits, we invite stakeholders to participate in the development process, providing their insights and learning what to expect when the construction begins, fostering their support for this important Project.

Approach to Quality Management

GEP's philosophy behind our Quality Management Program is focused on preventing rework and treating quality as a shared responsibility that runs throughout the Project life. Our QMP follows the principle that all team members, from craft workers to senior management, are members of our quality organization. All members will have the authority to stop work when non-conforming or dangerous work is identified and until the deficiency is corrected. Adhering to our core belief that quality is everyone's responsibility, our approach will enforce strict internal quality control for any work product.

GEP's quality team members have prior experience working with GDOT, both for QC and QA, having performed similar roles on numerous GDOT projects including Transform 285/400,

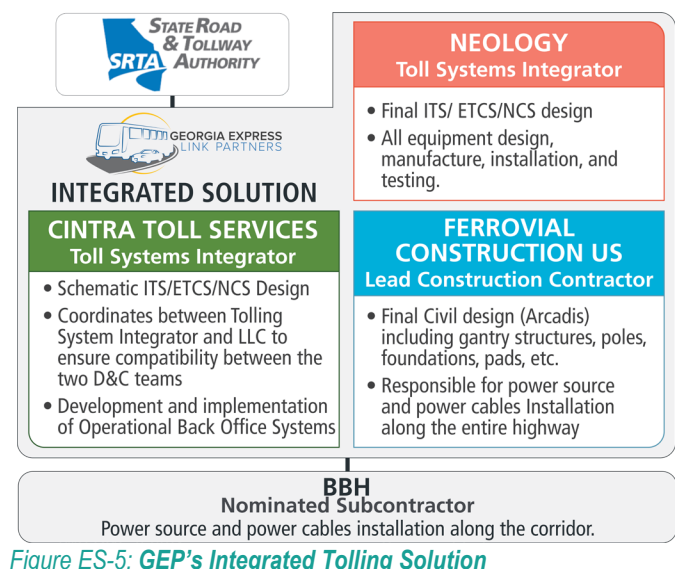


Figure ES-5: GEP's Integrated Tolling Solution

Northwest Corridor EL, Hammond Drive over SR 400, and East I-20/I-285. We have further strengthened our quality team by engaging three Independent Quality Firms (IQFs) with unmatched GDOT experience. The IQFs will provide an added layer of quality assurance, ensuring there will be no capacity constraints or administrative/process issues when reviewing D&C work. GEP's internal quality team and the IQFs have experience working together and are familiar with expected policies and procedures.

Leveraging our collaborative experience, we will deliver our Developer Quality Management Program within 5 days of Award and organize a Design Quality Workshop to enable concurrent activities, including the Basis of D&C submittal and Early Works. We will deploy an advanced management system to inspect, test and oversee all work, to ensure detailed data capture and support continual improvement.

Approach to Safety

GEP's approach to safety is based on a proven history of success and prevention through education, awareness, and accountability, recognized by the AGC of America and JLT Build America safety awards. While Zero Incidents is always the absolute goal, GEP's Lead Construction Contractor (LCC) and main subcontractor's incident rates are substantially lower than the industry averages. Our design prioritizes safety by minimizing work under live traffic and nighttime construction, reducing common hazards. We will integrate continuous improvement strategies into our comprehensive Safety Plan, tailored to address the Project's distinct challenges, such as the urban environment, traffic risks, limited ROW, complex utility infrastructure, working in heights and around water. Our Safety Manager Tony Martinez has managed a total of over 7 million work hours, and over 23,500 training hours with a safety rate of 65% better than the industry average. Key approaches include:

- **Mandatory Orientations:** All team members will participate in mandatory orientations to ensure adequate preparation to complete work safely, required qualifications are verified and individuals receive the proper plans and procedures.
- **A Safety Charter:** Already developed for the RFP phase, which will be extended upon Award and displayed across the Project to underscore our commitment to Zero Incidents.
- **Newsletters & Incentives:** Creating opportunities to celebrate safety achievements. Safety stand-downs in the event of any incident will demonstrate the paramount importance of Safety.
- **Continual Inspection Processes:** Daily Job Hazard Analysis will be performed by every crew. Additional audits, and weekly site visits from GEP and LCC's management will ensure compliance with the Plan and foster awareness.
- **Traffic Control:** Leveraging our experience across P3 projects, and with over 10,000 lane closures performed on Transform 285/400, our D&C and O&M teams will exceed requirements for training and certifications. This will include innovative devices to monitor the highway and notify users,

as well as engineering resources to adapt plans when needed to control traffic safely and effectively.

- **Analyzing Incidents:** Incidents, near misses, and the effectiveness of safety policies will be reviewed at the regular safety and general meetings to ensure awareness and compliance, identify improvements, and track achievement.
- **Evergreen Training:** All GEP staff will undergo regular safety drills, live and virtual training, and attend other mandated safety events. Training will be continued as the Project Work advances, ensuring consistent application of standards.
- **Multi-language Training:** Additional training will be implemented as needed to raise awareness and ensure compliance, exceeding requirements by requiring OSHA 30 for Project Managers, Construction Manager, Segment Managers, Superintendents and OSHA 10 for assistant superintendents, surveyors, and inspectors.
- **Enforcement:** Strict enforcement for lack of safety compliance, including removal of employees/subcontractors from the Project, will be a clearly communicated standard.

All safety data, such as inspections, incidents, audits, and observations will be tracked through digital platforms which will allow continual improvement of our safety plan, and strategies, as well as tailor our ongoing training programs.

Utility Coordination & Adjustments

As an urban area, SR400's utility coordination will require a detailed and efficient analysis and working relationships with Utility Owners (UO) to avoid impacts to users, owners, costs, and schedule. GEP's current presence in the Project area provides existing/efficient lines of communications with all Project UO. GEP's approach to managing utility risks emphasizes early collaboration with UO, GDOT and all other stakeholders. Our approach involves:

- Lessons learned from collaborating with 95 UO resolving 2,400 conflicts and 1,400 relocations across 4 of our recent US P3 projects over the last decade.
- GDOT and Atlanta-experienced local team led by our Utility Manager, Nic Buggenhout and our Utility Design Coordinator Michael Hett bring years of technical and construction relocation experience in the corridor. Having participated during the RFP phase, Nic will focus on minimizing impacts and efficient utility conflict resolution.
- Careful detailed study of the existing utilities, continuing with the extensive due diligence performed during the RFP through subsurface investigation, site inspections and advanced analytics.
- A multidisciplinary process to minimize conflicts through optimized design of roadway, drainage, ITS/ETCS, walls, structures, and signs to minimize utility adjustments and use protect-in-place solutions. This process has already eliminated 119 conflicts, and preliminarily cleared 389 more.
- Readiness to act on critical/complex utility relocations, as well as protocols in place to respond to any eventuality, avoiding risks and schedule delays.

- Detailed monitoring of the works, by experienced utility supervisors, construction, scheduling, and IQF teams, tracked live in an interactive status report and dashboard, to prevent issues and deploy corrections as needed.

We will continue to work proactively with UO to manage or avoid conflicts, providing regular coordination and communication. In case the conflicts cannot be avoided, we will first opt to redesign to accommodate the utility, and only adjust and relocate as a last resort. During the Operating Period, we will continue the collaborative approach to incorporate future needs from UO with minimal impacts to the Project and its users.

Environmental Approach

During the RFP, we have deployed a comprehensive Plan-Do-Check-Act approach to identify all requirements, understand all corridor areas and regulatory requirements, minimize environmental impacts in our D&C and O&M solutions as well as to meet all environmental commitments. Beginning with early collaboration we will work with all local, State and Federal stakeholders to ensure compliance, prioritizing avoidance and minimization efforts in all cases.

We will deploy a full time Environmental Team, which will include an Environmental Compliance Manager, an Environmental Compliance Advisor, a Construction Environmental Manager, a NEPA Specialist, a team of Worksite Erosion Control Supervisors and a Georgia Soil and Water Conservation Commission (GSWCC) Level II Design Professional. Every superintendent, foreman, project manager, field engineer, and select equipment operators will be certified per the GSWCC Level 1A, and no individual will enter the site before receiving an environmental orientation.

We will develop detailed Environmental Commitments Sheets, Environmental Resource Impact Tables, methods, processes, and compliance plans that will integrate into our Comprehensive Environmental Protection Plan and Environmental Compliance and Mitigation Plan. These documents will comply with ISO 14001:2015 standards and will govern our strategies during D&C and O&M Periods to reduce impacts, meet all the environmental obligations and commitments in key documents, such as NEPA Commitments Table, Section 404 Clean Water Act Individual Permit, and the Project Agreement.

Monitoring and Compliance

GEP has adopted a zero-tolerance policy for environmental compliance failures. Our Environmental Team will lead the proactive monitoring and inspection program to ensure that all teams comply with the environmental requirements and commitments, both during D&C as well as the Operating Period. These will include tools proven effective in both GDOT and other US P3s, such as environmental toolbox talks from superintendents before executing work or using drones to support field inspections. We will develop standard procedures for all key processes, incorporating mitigation steps and monitoring practices to ensure compliance. These will be

tracked in real time using our set of digital monitoring tools, to provide detailed georeferenced information on current compliance to all involved parties and expedite responses.

Hazardous Material Management

During the RFP phase, GEP completed a detailed analysis of the location and quantity of hazardous materials along the corridor, and we have developed a detailed strategy to properly manage them, depending on the level of contamination/hazard. GEP will have 24/7/365 on-call Hazardous Materials response.



Figure ES-6: GEP's core culture of stewardship and management excellence will permeate through all Project activities.

Right of Way (ROW) Approach

GEP's experienced ROW team is supported by local specialists Colliers Engineering (currently completing ROW preliminary acquisition along I-285 for GDOT) and will adopt a proactive approach to ROW management. Our design has already identified several optimizations to reduce the ROW needs, reducing impacts in 24 State Acquired parcels through innovative solutions. We have mapped all impacted parcels and analyzed potential complexities. We then iteratively refined the roadway alignments to minimize impacts and optimize parcel acquisition, resulting in ROW needs that in no case will impact buildings or require relocations.

GEP's optimization efforts will continue into the D&C Period, when our LCC and GEP Developer teams will continue working to identify potential solutions to improve the acquisition schedule and further mitigate impacts to property owners. GEP's vertical integration allows for this information to efficiently be developed and managed, the construction and acquisition schedule to be closely coordinated, and design changes to be made quickly. We have extensive experience performing ROW acquisitions during the D&C phase in Atlanta and similar urban areas, such as Dallas, Fort Worth, Charlotte, and Washington D.C., where all ROW acquisitions performed were a success for all involved stakeholders without impacting the construction schedule, optimizing the design to reduce the impact to owners.

Our ROW Acquisition plan will detail all steps required, as well as the processes and procedures that we will use, which will incorporate the know-how from decades of acquiring parcels in Georgia and across the US. GEP understands the importance of exercising detailed care during the entire ROW acquisition process, and we commit to minimize impacts to the owners and communities along the SR400, through designing out ROW needs, proactive communication, diligent negotiation, and efficient coordination with GDOT and all other stakeholders.

Part 3

Financial Proposal

GEP has led an extensive process of analyzing different options to identify and secure commitments to deliver an optimal capital structure that appropriately mitigates risk, minimizes financing costs, and maximizes value generation for the State of Georgia.

- **Competitive Solution** – GEP has structured the financing to minimize the weighted average cost of capital to fund the Project and identified a TIFIA Loan and Bonds solution to be the optimal structure. All debt facilities will have long-term fixed interest rates eliminating any financial uncertainty created by market volatility. S&P and Fitch have analyzed the credit quality of GEP's overall proposal, including the financial structure, and, recognizing its robustness, have assigned preliminary investment grade credit ratings.
- **Financial Strength** – GEP's Developer and LCC bring financial strength, unparalleled financing experience, and stability to the Project. We are the most experienced equity investors in US P3 EL. The Equity Members will fund a significant amount of the investment with equity and have all secured letters of support from Eligible Security Issuers rated A1/A+ or above. The LCC's creditworthiness, long history of on-time and on budget delivery of other EL projects across the US, and its ability to provide a robust security package provides further assurance of our ability to achieve Financial Close (FC) on a timely basis.
- **Execution Certainty** – GEP's plan of finance has been designed to minimize risks to the timely achievement of FC by securing capital commitments before bid, frontrunning the development of financing documentation, where possible, and building in redundancy. We have provided Debt Commitment Letters for the issuance of Bonds exceeding the anticipated Bonds issuance required to finance the Project from our Lead Underwriter, Bank of America, along with Barclays. GEP has also negotiated a Bonds term sheet to reduce or eliminate the need for extensive negotiations with lenders after the selection of Best Value Proposer.

To evaluate all potential Project financing solutions, GEP has already worked extensively with a suite of legal, technical, and financial advisors who have experience delivering the documentation and reporting necessary to execute a TIFIA Loan Agreement and place Bonds with investors. These include Macquarie Capital as Financial Advisor, Gibson, Dunn & Crutcher as Legal Advisor, and the following Lender's advisors:

Hogan Lovells for Legal, Infrata for Traffic and Revenue, Altus for Technical and McGriff for Insurance.

To develop our Financing Work Plan, GEP and our advisors have reviewed all relevant conditions precedent to the achievement of the Effective Date and are comfortable that meeting these prescribed terms is achievable within the 90-day RFP deadline given the extensive work already performed by GEP to ensure timely satisfaction of the conditions precedent to the Effective Date, as well as our experience achieving commercial close on comparable projects.

GEP's track record of achieving FC ahead of schedule, our careful review of foreseeable risks, the redundancies/contingencies considered in our plan of finance and work already performed to satisfy conditions precedent, will ensure achieving FC by the RFP's 365 days deadline. As an example, in 2017 GEP's members achieved FC for \$2.03B of TIFIA and PABs for the I-66 Project (VA) in less than a year.

Key to our plan to meet the expected dates will be our proactive work on the Finance Documents ahead of the Effective Date. While Bonds and TIFIA term sheets have been submitted on the Proposal Due Date, we will develop these into the final contractual framework and disclosure/marketing documentation well ahead of the Effective Date. During the RFP, we have developed a timeline to achieve FC on the TIFIA Loan and the Bonds. After Best Value Proposer selection, GEP and our advisors will hold kick-off meetings with the Conduit Issuer and the Build America Bureau to form a consensus on the optimal path forward that will provide execution certainty to the Authority and GEP. Our current financial structure adopts the TIFIA Term Sheet as provided, we expect that limited additional negotiation will be required to close out the TIFIA Loan Agreement.

The issuance of Bonds will require GEP to develop a marketing and pricing plan that will be informed by our underwriters, in tandem with our financial advisor, and will be driven by the prevailing market environment in the lead up to FC. In the weeks leading up to the Bonds pricing, GEP, ideally along with the Authority, will engage potential investors through a tailored marketing plan designed to generate excess demand in the primary investor market for the Bonds, thereby resulting in the lowest possible borrowing cost for the Project. The result of these efforts will be full subscription of the Bonds at competitive terms, delivering significant value to the Authority.

GEP has worked for over 5 years to develop a solution that will advance all of GDOT/SRTA's objective. Our team combines unparalleled experience delivering Express Lanes across the U.S. with strong local resources and deep know-how.

We look forward to partnering with GDOT and SRTA to deliver this region-changing Project, for the benefit of the communities along SR400 and the entire State of Georgia.

