

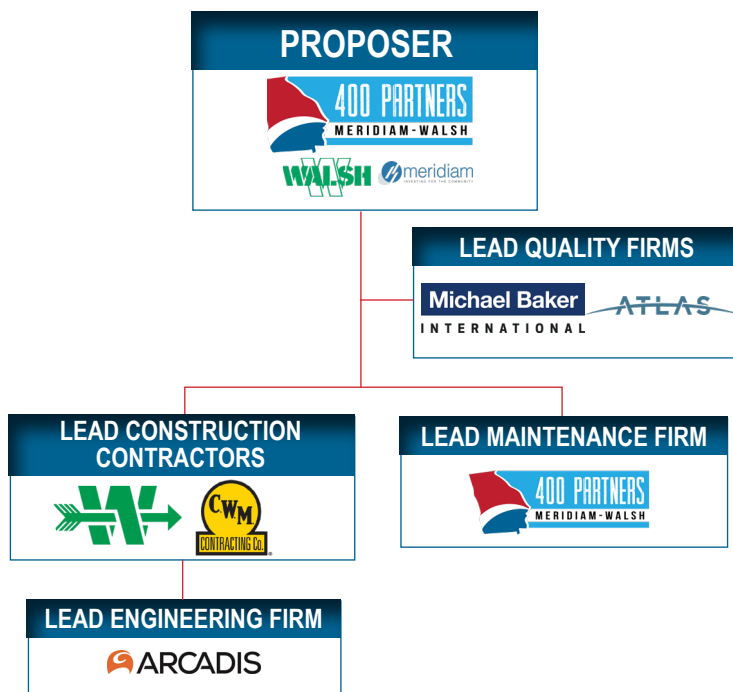
Executive Summary

Part 1

(a) Summary of Proposed Management, Decision Making, and Day-To-Day Operational Structure During D&C and Maintenance Periods

MW 400 Partners is grateful for the opportunity to participate in the State Route (SR) 400 Express Lanes Project (the “Project”). The Project is a major milestone and key cornerstone for the Georgia Department of Transportation (GDOT) Major Mobility Investment Program and will provide tremendous value for its stakeholders and for the community. We applaud GDOT and SRTA’s commitment to expeditiously pursue this major undertaking. In response to this complex, multi-phase delivery, MW 400 Partners assembled a best-in-class, motivated team with extensive local presence, vast resources and a proven track record for delivering large-scale transportation infrastructure. MW 400 Partners understands GDOT’s goals, objectives and contractual requirements, and we propose the enclosed technical and financial solutions to design, build, finance and maintain the SR 400 Express Lanes. We look forward to collaborating with GDOT in a successful partnership on this regionally significant project.

MW 400 Partners is comprised of the following members:



EQUITY MEMBERS

- Meridiam**
- Leading equity investor, development manager and long-term partner in P3 Project.
 - History of delivering sustainable infrastructure improving the quality of life in local communities.
 - Global assets of ~ \$7B under management (capital construction value > \$70B).
 - Unique industry position of an “invest-and-hold” equity participant in transportation, social and environmental P3 projects.
- Walsh Investors**
- Investment division of a vertically integrated (construction, operations, investment) group of companies.
 - Domestic P3 delivery experience in PA, MI, CA, KY, IN, and GA
 - A fourth-generation, 123+-year-old family-owned American business.
 - Development partner and support for the SPV self-performance of maintenance through its dedicated maintenance affiliate, Walsh Infrastructure Management (WIM).

LEAD CONSTRUCTION CONTRACTOR

- Joint Venture (CJV) of Georgia’s two largest contractors, **Archer Western Construction, LLC (AWC)** and **C.W. Matthews Contracting Co., Inc. (CWM)**.
- Unparalleled experience delivering GDOT DB Express Lane projects.
 - Self-performs most scope of work using local GA labor.
 - Knowledge and relationships with the subcontractor market in Atlanta to engage the entire local construction community.
 - Both companies headquartered within 25 miles of the Project.
- AWC**
- Division of The Walsh Construction Group, one of the top five bridge, transportation, and highway contractors in the US.
 - Largest design-build contractor in the Southeast US.
 - Led over 45 DB and P3 transportation projects valued at over \$10B, including the GDOT multi-award-winning Northwest Corridor Express Lanes.
- CWM**
- GA company established in 1946 and headquartered in Marietta.
 - Leading transportation contractor in GA.
 - Local workforce of > 1,200 employees.
 - Fleet of nearly 800 pieces of construction equipment.
 - Delivered more than \$680M of DB projects for GDOT and SRTA.

LEAD ENGINEERING FIRM

- >20 years’ experience delivering DB projects.
- 200+ in GA transportation design team.
- Understands the value of developing an integrated approach combining contractor means, methods and strategies into cost effective and constructible solutions.
- Successful alternative project delivery history (participated in > 80% of GDOT DB projects).
- Successful experience with CJV delivering GDOT DB express lane projects.

LEAD MAINTENANCE FIRM

- MW 400 Partners (Meridiam and Walsh Investors)**
- Long history of performing maintenance and lifecycle services on projects of similar size, scope and complexity.
 - Extensive experience establishing and staffing project companies with the necessary expertise to perform the maintenance and lifecycle responsibilities.
 - Meridiam and Walsh have self-performed maintenance on over a dozen projects globally.

QUALITY ASSURANCE

Michael Baker International (MBI)

- Successful experience performing oversight on several GDOT projects from their local office.
- Committed to completing projects meeting GDOT’s scope, schedule, budget, and technical quality requirements.
- Adheres to a robust and rigorous set of QA/QC protocols.
- Has established system for quality management, which uses detailed checklists adapted to the requirements of the project, including interdisciplinary reviews.



Atlas Technical Consultants (Atlas)

- Successful experience performing Quality Control on several GDOT projects.
- 31-year history as a full-service engineering and program management firm based in Atlanta.
- Successfully delivered GDOT construction engineering inspection and material testing contracts, as well as local governments, including Northwest Express Lanes, as Construction QA.



Assembling a high quality team is only part of what makes the development and delivery of a large P3 project a success. Equally important is an integrated team approach on both corporate and personal levels. MW 400 Partners’ management approach is founded on our team’s vertical integration. Meridiam has active involvement in the development, maintenance and financing aspects. The Walsh organization has a role in development, leads the construction and is active in the maintenance and financing. This organization is supplemented by CWM and Arcadis in the design and construction (D&C) phase, with each organization closely tied into our whole-life-focused construction delivery. This vertical integration is a holistic approach in which all team members have been focused on the overall success of the Project, as opposed to dividing the organization into separate “boxes” emphasizing individual short-term organizational goals.

The vertical integration is also reflected in the decision-making process and day-to-day operations. With MW 400 Partners’ management approach, the entire team is expected to participate in the relevant working groups to reinforce a common vision and share lessons learned. MW 400 Partners includes the process of empowering employees at all levels to set work-related goals, make decisions, and solve problems within their areas of responsibility and authority. This approach gives our staff the responsibility and authority to resolve issues at all levels of the organization before escalating to senior management, resulting in faster decision-making and better collaboration with SRTA and GDOT.

Upon nomination as the Best Value Proposer, our team will begin regular coordination meetings and set up our co-located office near the Project to ensure we continue our pursuit phase momentum into project delivery. The purpose of these coordination meetings will be to ensure Commercial Close and Financial Close happen expeditiously. Following Commercial Close, MW 400 Partners will propose the schedule, frequency and participation requirements for the Required Project Meetings, which will include all relevant Key Personnel and Required Personnel in accordance with the Technical

Provisions. The Developer Project Manager will begin day-to-day engagement at this stage. The Developer’s Project Manager will be the single point of contact and will have an active oversight role in the design, construction and quality management programs. In addition, key individuals during the procurement phase will transition into roles on the Project to ensure continuity between the bid phase and the D&C phase.

During the D&C phase, an effective interface and clear communications within the entire Project team and with GDOT are critical to the Project’s successful completion. Resolving issues early during the design process saves considerable time and money during construction. We have tailored our team to place the most qualified people in key positions and to foster a partnering atmosphere with GDOT/SRTA, municipal and county transportation agencies, utilities, other stakeholders, and the community. Our DB Project Manager, Joe DeFiore, a veteran of large, complex transportation projects, will lead the D&C phase and will be fully responsible for all coordination and execution of D&C activities. Joe will be ultimately responsible for the CJV to deliver the project on time, on budget and with quality results. Joe’s experience working with GDOT gives him a clear understanding of GDOT’s and SRTA’s expectations that the Developer deliver a high-quality project with as little impact as possible on users and other stakeholders.

MW 400 Partners takes quality seriously. In order to ensure all quality standards are met, MW 400 Partners will set standards for all reporting and communication through all levels of the organization, including consultants and subcontractors. Forms including quality reports and schedule updates will be standardized. GDOT will be encouraged to attend all applicable planning and progress meetings to provide input into standardization efforts. The quality teams of CJV, designer, developer, and QAM/CQAM/DQAM will work together to identify and correct quality concerns before they can impact schedule and cost. Regular communication will be established with GDOT/SRTA and their consultants on quality verification processes and findings.



Joe DeFiore is the Design-Build Project Manager for MW 400 Partners. Joe has spent the last 16 years with Archer Western and previously worked on the Ohio River Bridge East End Crossing P3, as well as led numerous successful GDOT projects, such as I-20 Carroll County. Joe lives in Canton, GA with his wife and three children.

GDOT/SRTA Goal/Objective	MW 400 Partners Solution
 <p>Minimize duration of public inconvenience during construction and maintenance through appropriate traffic management</p>	<ul style="list-style-type: none"> • Implement a comprehensive MOT plan minimizing lane shifts and local street impacts, while providing well marked and maintained detours. • Provide MOT plans allowing safe access by public, emergency responders, pedestrians, bicycles, buses to neighborhoods and businesses by separating work zones from traffic. • Coordinate with GDOT to provide information for public meetings and websites.
 <p>Advance safety and security for workers and the traveling public during construction</p>	<ul style="list-style-type: none"> • Use of temporary concrete barrier to segregate the workzone from the traveling public. • Construction access points located out of travel lanes and clearly marked to avoid confusion. • Night shifts and weekend work for activities occurring over existing travel lanes, where applicable. • Dedicated safety team for implementation of safety program. • Extensive worker training and education program. • Public/community outreach program devoted to frequent project updates and upcoming traffic changes.
 <p>Provide schedule and cost certainty by achieving Substantial Completion by the Planned Substantial Completion Date</p>	<ul style="list-style-type: none"> • Enter into a fixed price, date certain contract with Lead Contractor with appropriate security package. • Identify innovative alternative designs, meeting design requirements, while providing construction efficiencies. • A construction sequencing plan efficiently organized, beginning with early works packages and advancing through concurrent work throughout the Project corridor. • Efficiently monitor costs and schedule progress (% complete, potential delays, subcontractor performance) to allow accurate forecasting for completion, mitigate risks, and reduce need for remediation plan implementation.
 <p>Maximize quality in construction and maintenance through innovative approaches to design and construction</p>	<ul style="list-style-type: none"> • Internal CJV QC program monitored by MW 400 Partners' QC and QA entities (MBI, Atlas). • Workplan approach reducing errors and re-work. • Detailed approach to inspection, verification, and acceptance.
 <p>Undertake all work regarding long term maintenance to ensure the Project is handed back to GDOT in the agreed upon condition upon expiry of the Term</p>	<ul style="list-style-type: none"> • Baseline conditions inspection report completed prior to construction (NTP3). • Maintenance during D&C meeting requirements of Baseline Conditions report. • Use of long-term maintenance plan to predict and plan maintenance work on roadway and structures. • Develop and include handback requirements during design, taking life-cycle costs into consideration.
 <p>Improve mobility through consistent travel speeds and reliable travel times for drivers and transit operators using the express lanes</p>	<ul style="list-style-type: none"> • Optimized vertical & horizontal alignments to improve traffic flow and Level of Service. • Project design and layout aligned with GDOT concept for type and number of lanes.
 <p>Provide travel choices</p>	<ul style="list-style-type: none"> • Multiple express lane access points along the corridor. • Future connectivity to GDOT top end express lane system. • Improved general purpose lane access. • Added general purpose lane capacity.
 <p>Improve operational efficiency and corridor safety</p>	<ul style="list-style-type: none"> • Added capacity along entire corridor. • Multiple opportunities to select toll lane use. • Design geometrics expanding site/stopping distance and adhering to prescribed design speed. • Added safety considerations such as additional barrier wall, new highly visible signs, new reflective pavement markings, and shoulders accommodating breakdowns.
 <p>Advance regional connectivity</p>	<ul style="list-style-type: none"> • Advance schedule to continue implementing GDOT's express lane network. • Future connectivity to GDOT top end express lane system. • Improved interchanges at Holcomb Bridge Road and Windward Parkway.
 <p>Generate economic benefits for the region</p>	<ul style="list-style-type: none"> • Project will create >1,00 new construction jobs. • Improved access and connectivity along corridor will spur growth. • Use of P3 delivery will allow GDOT to re-invest in other local projects.
 <p>Accommodate potential Bus Rapid Transit ("BRT") station locations and access</p>	<ul style="list-style-type: none"> • Our design adheres to the requirements for MARTA BRT and Future Transit
 <p>Encourage participation by DBEs consistent with the terms of the Project Agreement and applicable laws and regulations</p>	<ul style="list-style-type: none"> • DBE plan fully compliant with the Project Agreement meeting list goal of 13%. • Planned outreach events. • Use of DBE firms across multiple project scopes and during the entire design and construction phases. • Plan to utilize DBE firms during maintenance term.

We recognize the unique maintenance requirements of this Project. During construction, WIM staff, as a component of our CJV, will provide maintenance services on existing assets. Following construction, WIM will remain involved and provide maintenance and rehabilitation assistance, as a subcontractor to MW 400 Partners. Several Key and Required Personnel will remain engaged to ensure a smooth transition between the two stages of the project life.

During the Maintenance Period annual inspections, MW 400 Partners will evaluate actual asset condition and track asset deterioration in the AMX system, thus ensuring major maintenance work is planned appropriately to maintain required performance standards.

MW 400 Partners recognizes, while planned and routine maintenance applied correctly can extend the life of an asset, rehabilitation work will ultimately be necessary to meet performance and handback requirements. MW 400 Partners will carry out the rehabilitation work during the Maintenance Period to maximize the safety and availability of the roadway and minimize disruption to the users.

(b) Summary of Proposer’s Approach to Addressing Public Information and Communications During the D&C and Maintenance Periods

MW 400 Partners understands the importance of a strong public information, relations and outreach program incorporating the needs of and providing an avenue for engagement with the public.

Our team will build on GDOT’s significant pre-bid public relation efforts and will provide complete support with any ongoing public outreach efforts. In addition, we will develop a proactive Public Information and Communications Plan in conformance with the MMIP Strategic Communications Plan to fully integrate with GDOT’s ongoing efforts to inform and engage the public, media, road users and business owners of the SR400 Project. Our public information staff will provide general information, materials and messages to respond to any public information requests, comments and concerns.

Special information, such as planned changes in traffic patterns and nightly closures, will be carefully prepared and communicated through display boards and other media in order to:

- Minimize inconvenience to the traveling public through comprehensive and inclusive efforts;
- Assist GDOT/SRTA in educating the traveling public on the importance of the project; and
- Provide GDOT/SRTA with high-quality support.

This Project is more than just another project for MW 400 Partners. As a locally based team with employees who live and travel this corridor, we have a vested interest in addressing local communities’ concerns and priorities. Our approach includes engaging and involving local stakeholders in all aspects of the Project.



(c) Summary of Proposer’s Approach for Coordinating With Third Parties During the D&C and Maintenance Periods

Strong partnerships with GDOT, SRTA, third parties, associated stakeholders, commuters, and local communities is essential in effectively, designing, constructing, and maintaining the Project. Successful projects are a result of open, proactive and transparent communication with no surprises. The GDOT project team will be included in progress and planning meetings to foster a “no surprises” approach in delivering the Project, and MW 400 Partners will work closely with GDOT to maintain an open dialogue with the traveling public, businesses, community groups and organizations, emergency responders, affected third parties and utilities surrounding the Project. Upon award, MW 400 Partners will include GDOT, SRTA, third parties, and pertinent stakeholders in our design task groups to ensure all parties are informed of the design as it is developed.

Our Public Information Coordinator and MOT Manager will regularly communicate D&C information to GDOT, SRTA, third parties, stakeholders, and the public (as applicable). MW 400 Partners is committed to being a good neighbor to the surrounding residents and businesses. The Public Information and Communications Plan will:

- Inform and engage the stakeholders on the status of planning, design, construction, and maintenance;
- Notify the public in advance of construction and/or maintenance and potential impacts; and
- Help inform the public about the Project and its benefits.

(d) Summary of Proposer’s Approach to Satisfying the DBE Requirements During the D&C Period

A project of this magnitude will be an economic engine for metro Atlanta and the entire Southeastern United States. While the CJV has substantial self-performance capabilities, we understand the importance of this Project to the local community, and the size of this Project means it cannot be built without major engagement from the local subcontractor and supplier community.

As a result of decades of constructing transportation infrastructure in the metro Atlanta area, the CJV has developed a network of over 250 qualified subcontractors, a network built on long term relationships and proven performance. Many of these subcontractors are familiar with the operating policies and procedures of the CJV. This network provides MW 400 Partners the advantage of immediately bringing key subcontractors into the project development process.

MW 400 Partners recognizes the value in involving qualified DBE contractors in the project and will comply with both GDOT’s policy and the Project Agreement’s target 13% DBE requirement. Members of the CJV have consistently met goals for the involvement of DBE subcontractors under the existing program including achieving the 14% participation goal on the Northwest Corridor Express Lanes.

Part II

(a) Summary of Proposer’s Proposed Design

The design team consists of strong design firms with significant available resources in Atlanta. Arcadis, as Lead Engineer will lead MW 400 Partners design efforts. Arcadis has selected Keith Kunst, PE as Chief Engineer. Keith’s expertise includes managing and designing complex freeways and interchanges, major urban and rural bypass or widening projects, and railroad and roadway bridges. He will report directly to Joe DeFiore and has full authority to commit all personnel, equipment, and financial resources required to complete the design effectively. Arcadis engaged specialized subcontractors, including Infrastructure Consulting & Engineering (ICE) for mainline/structures/drainage/geotechnical, KCI for local roads/structures/drainage, Heath & Lineback for structures, Maldonado & Burkett for lighting and power, and United Engineering and Willmer Engineering for geotechnical.

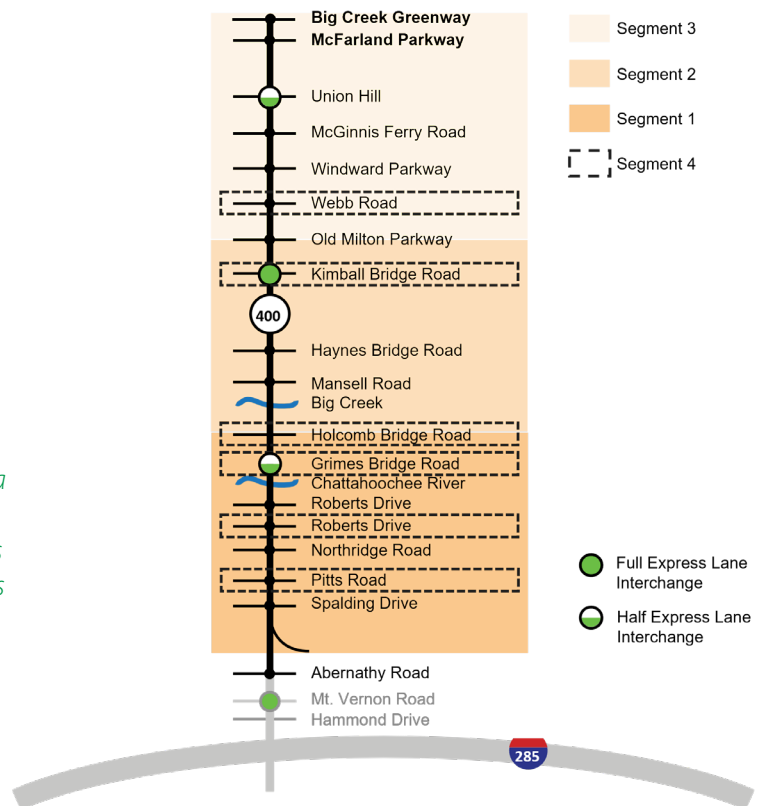


Keith Kunst has been serving GDOT for over 25 years, first as an employee and the last 21 years, as a designer, project manager and engineer of record on some of GDOT’s most high profile projects. Keith has called Georgia his home for over 30 years and is a resident of Cobb County – he truly understands the importance of the SR 400 project for the region and is committed to making this project a success.

Some of the strategies the design team will utilize to ensure effective, collaborative work:

- Utilization of our over-the-shoulder review process conducted by multidisciplinary design, environmental, and construction personnel to confirm constructability and environmental compliance and to eliminate conflicts.
- Establishment of a project specific SharePoint site for internal document management and Project coordination.
- Continuous use of GDOT’s E-Builder application for document management and as a conduit for information sharing.
- Implementation of the zipper strategy, which pairs designers with their construction counterparts.
- Task-force teams comprised of representatives from construction, maintenance and design to expedite the resolution of issues, enhance plan development, and improve coordination (members of GDOT/SRTA will be invited to join after NTP).
- Construction pre-task planning and activity work plan development with the D&C staff and quality control (QC) personnel.

The project is split up into three geographic areas, Segments 1, 2, and 3. A 4th segment includes local roads and select structures. Each segment is further split into shorter sections of roadway defined by stationing and individual bridges which correlate to proposed traffic sequencing throughout multiple phases. While determining the segments, considerations were given to right-of-way (ROW) acquisition, utility conflicts, traffic configurations, tolling structure locations, cut/fill balancing, and bridge work.



To ensure sufficient capacity, based on the detailed design critical path schedule, the design team prepared a staff loading graph depicting the anticipated resource requirements over the life of the project’s design phase. The design team has sufficient resources to work on multiple design packages at the same time. Design of the roadway sections will progress concurrently starting on subsegments 1A, 1C, 2A, and 3A. Bridge design will start once 30% roadway plans are developed. The next sections of roadway start design once the first four packages are in for preliminary review.

(b) Summary of Proposal Schedule for D&C Period

MW 400 Partners has developed a detailed project schedule as part of its submission. The construction period is scheduled to be 72 months from Financial Close (NTP 1) to Substantial Completion. The Maintenance Period is 35 years after Substantial Completion. Please see the following graphic for a number of key construction period milestones.

Contract Milestones			
Selection of Apparent Best Value Proposer	08/05/21	Tolling Turnover 1	04/30/27
Start Early Works	03/10/22	Tolling Turnover 2	05/14/27
NTP 1	01/26/22	Tolling Turnover 3	06/04/27
NTP 2	07/06/22	Tolling Turnover 4	06/25/27
NTP 3	01/27/23	Tolling Turnover 5	07/16/27
Planned Substantial Completion	01/25/28	Tolling Turnover 6	08/06/27
Planned Final Acceptance	07/23/28	Tolling Turnover 7	08/27/27

MW 400 Partners Proposed Contract Milestones

(c) Summary of Proposer’s Approach to Meet Performance Requirements of Maintenance Period

MW 400 Partners understands the importance of having a team who keeps whole-life planning as the central thesis of their design philosophy. MW 400 Partners is structured to be vertically integrated around this central tenet, bringing together partners who will be active throughout each of the Project phases.

The whole-life optimization was key consideration for each element of the design. During the procurement stage, each team member, as well as our key subcontractors, subconsultants, and maintenance staff, had continuous representation in the working groups and task teams to provide the most cost-effective design and maintenance scheme. These task teams were charged to take a holistic view, balancing the lifecycle of the asset with cost effective construction means and methods. MW 400 Partners’ design incorporated design quality control, durability, resilient material selection, and a whole life pavement design. Thoroughly analyzing available information, the requirements under the technical provisions, the impact on traffic

and other consideration, our team selected an approach minimizing the uncertainty of future roadway maintenance and the disruption to traffic over the 41-year concession period. The detailed analysis undertaken by the CJV and developer team aligns the asset with its respective performance and handback requirements.

During the construction period, the Lifecycle Manager will participate in design reviews, monitor design changes and evaluate overall impact on the rehabilitation. Any material changes to initial assumptions will be discussed during the regular meetings. The Lifecycle Manager will support the Maintenance Manager when transitioning from construction to operation. During the Maintenance Period, the team will undertake detailed inspections and continuous monitoring to ensure assets are meeting performance standards and wear rates are within expected levels. MW 400 Partners will complete an annual survey of pavement condition for every lane of the entire Project within the Maintenance Limits, including main lanes and ramps for ride quality, rutting, skid resistance, and pavement surface distresses. Throughout the maintenance period, the team will refine preventative maintenance and renewal schedules to ensure performance and handback requirements are achieved.

(d) Summary of Planned Major Maintenance Activities During Maintenance Period

The choice of pavement materials and design were made jointly by the design, construction and the maintenance teams to incorporate the lifecycle requirements for the elements and pursue the most cost-efficient solution for the project. A mix of concrete pavement with areas of asphalt was deemed the most cost-effective and sustainable solution for the 41-year term plus 10-year Residual Life objective. The decision was made by running several lifecycle cost scenarios to reach and exceed the maintenance performance requirements with the most efficient design.

At the completion of the 35-year maintenance period, the Residual Life Methodology for bridges and pavements, as well as other Project assets, will be measured. The 10-year forward traffic loading will be determined based on the volume and composition of traffic measured at that time. The major maintenance work will be scheduled based on the above assessment during the 5-year handback period to comply with the handback requirement.

(e) Summary of Proposer’s Approach to Addressing Safety During D&C and Maintenance Periods

Our design intent is to improve driver expectancy and safety while reducing the construction and maintenance times by minimizing the amount of traffic phasing. Impacts to the motorists will be minimized by utilizing proper placement of ingress/egress points into the construction zone to allow for proper acceleration/deceleration areas. Any necessary coordination for waterway safety during the Holcomb Bridge construction will be incorporated into the design plans. Access to business and residential properties will be maintained to prevent any disruptions. This approach may require alternative routes, but

proper signage will be provided along with adequate notification prior to any change in conditions.

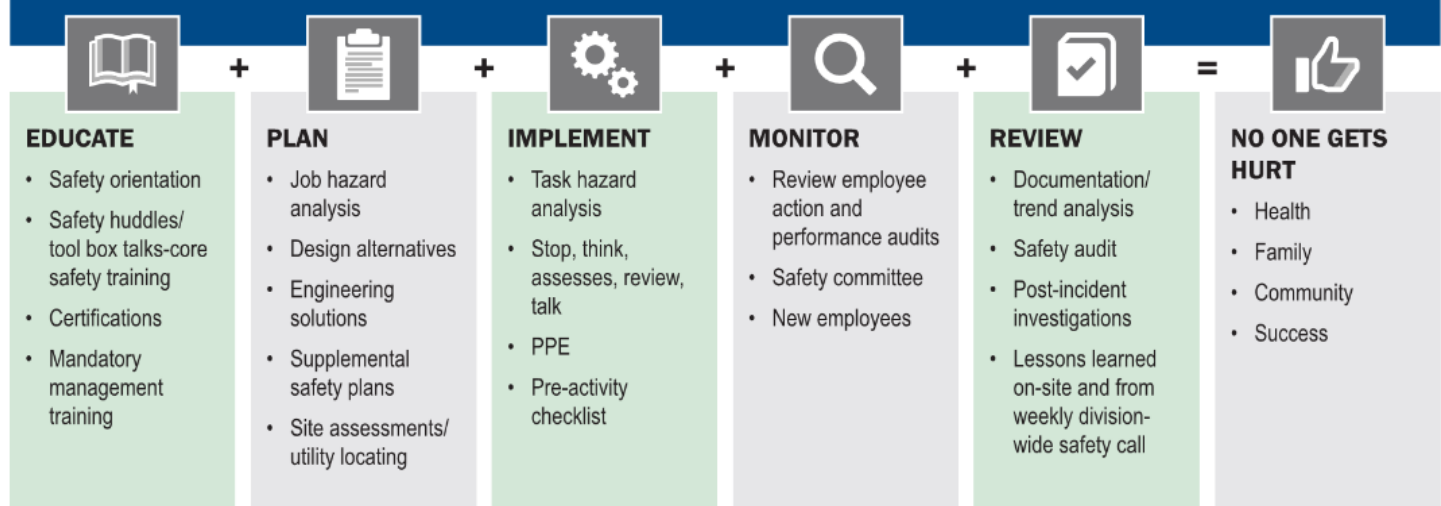
Heavy civil construction in an urban environment requires a net of safety measures. Our safety plan and programs evolve through the life of a project to address specific needs and changing conditions with the ultimate safety goal of 0-0-0 (zero incidents, zero recordables, zero lost time days). Specific safety goals tailored to each crew or operations will be established by our team during the work planning activities and measured by many tools. These tools include but are not limited to:

- **Orientation:** This is perhaps the most important tool we have to assure all our employees start off on the right foot with the information and initial training they need to do their job. At orientation, our Safety Managers, Construction Manager, and Design-Build Project Manager, the Maintenance Manager have an opportunity to connect with each employee first thing to “set the tone and expectations” for safety performance on the job.
- **REAP Card:** Each foreman and salary employee will be required to complete a REAP card each week. The purpose is for each employee to step back and watch an operation in progress for 5-10 minutes. A brief writeup of observations, both good and bad, will be discussed on the spot with the crew and improvements made or accolades given. These simple interactions will help assure we have the right tools, best access, and build a trusting team to ensure we all go home safely. REAP indicators are tracked monthly to assure we are improving on the areas needing focus, per our staff and foremen inspections.
- **Near Miss Program:** MW 400 Partners encourages the employees to call out “Near Misses” when they see them in the field. The employees verify a near miss, stop and correct the action and then notify their Superintendent so the near miss can be turned in to our Safety Department. These near misses are tracked in

a database identifying leading indicators for determining training needs.

- Monthly safety audits from offsite management personnel (“outside set of eyes”) to assure we are not missing any key details. Audits are reviewed with the Design-Build Project Manager and job team and action items will be assigned to specific team individuals.
- Weekly craft safety committee will tour the project and advise their peers on issues or corrections needing to be made. The craft safety committee will also regularly meet with project leadership to ensure any concerns raised by the committee or their peers are brought to the attention of management and addressed promptly.
- **Training Schedule:** Manhours will be tracked by the foremen/superintendent along with their near misses, first aids, recordables, and restricted duty cases. Trainings will be targeted to groups as needed based on improving safety performance.
- **Traffic Control:** O&M staff will be trained in routine traffic control operations and safety and be experienced in the proper installation, maintenance, and removal of traffic control devices. Lane closures will be scheduled outside of peak hours, holidays, and special events, as appropriate, to reduce traffic delays and increase safety. Whenever possible, scheduled maintenance activities will be conducted at night. MW 400 Partners will work closely with GDOT/SRTA during planned and emergency lane closures so assets are returned to a safe operating condition as soon as possible.
- **National Construction Safety Week:** members of the CJV are active leaders in this annual event dedicated to refocusing attention on safety throughout the construction industry. During safety week, there are activities to train all craft, subcontractors, clients and designers on the hazards of our projects. Events like Safety Rodeos are led by our craft and are excellent opportunities where craftsmen or experts will train the entire project team on their operations or areas of expertise.

SUCCESSFUL SAFETY PLAN



All safety data are tracked and compiled to be used to modify and plan our safety programs, trainings, and incentives.

(f) Summary of Proposer’s strategy for Environmental Compliance, Monitoring, and Mitigation During D&C and Maintenance Periods

Our team will treat environmental compliance equal to safety and quality. To demonstrate our commitment to protect the environment and our philosophy of minimizing impact, we seek ways to avoid or reduce impacts to the regulatory floodplains along the project area using structures, reduced slopes or other applicable design techniques.

MW 400 Partners will have full-time Environmental Compliance Managers who will audit the construction and operations to ensure environmental compliance. In addition, full-time field environmental leads will be assigned to the Project to monitor permit and mitigation requirements. Our team will have environmental staff to monitor construction activities in the vicinity of streams, parks, and other environmentally sensitive areas. We recognize there are potential state and federal habitats in the project area; therefore, the use of Best Management Practices in the vicinity of these habitats will be strictly enforced by our compliance team. Our Environmental Compliance Manager will monitor activities to ensure commitments made within the combined Final Environmental Impact Statement and Record Of Decision are met and treated in accordance with the Environmental Commitments Sheet and/or Environmental Resource Impact Table.

(g) Summary of Proposer’s Approach to Acquisition of State Proposed/Developer Acquired Right of Way and Developer Proposed/Developer Acquired Right of Way during the D&C Period

Following NTP2, MW 400 Partners will commence ROW acquisition services for all State Proposed/Developer Acquired and Developer Proposed /Developer Acquired (as necessary) ROW parcels required for the Project. Members of MW 400 Partners have extensive experience in providing these services and will support GDOT through timely provision of specialty reports, appraisals, relocation packages and advancing negotiations and settlement discussions. MW 400 Partners will engage in a licensed and registered ROW acquisition firm, Atlas, to lead these acquisition services. Atlas has extensive experience in the Atlanta region and provided similar support on the Northwest Express Lanes, Jimmy Deloach connector, and I-75 South Metro Express Lanes.

The detailed Acquisition Plan will track all critical tasks and report milestones to ensure the required components of needed reports are assembled in a highly efficient manner and made available to appropriate parties. All team members will be required to submit weekly status reports on all critical tasks to ensure up-to-date tracking and management. Our team’s goal is to have a professional, well organized ROW acquisition process minimizing community impact.

(h) Summary of Proposer’s Approach to Utility Coordination During D&C and Maintenance Periods

MW 400 Partners recognizes utility coordination is a critical management task for successful development and delivery. Due to the size and complexity of the Project and the known existing utility conflicts, proactive and efficient utility coordination with multiple utility owners and stakeholders is paramount. To address the utility challenges, fulfill its contractual obligations, and to mitigate both cost and schedule risks, MW 400 Partners has assembled a utility coordination team with unmatched experience and technical expertise. Open lines of communication among all parties will be established, with utility owners engaged from the early project development so they are fully informed of the Project schedule, means of construction and how the Project may affect their facilities. MW 400 Partners also expects to leverage the experience, knowledge and innovative ideas of the utility owners throughout the D&C phases. Experience has proven engaging utility owners and other affected stakeholders in parallel with the design development yields substantial benefits, such as further minimizing utility impacts and enhancing coordination and schedule performance during the construction phase.

Our approach to utility conflict analysis and resolution involves a coordinated effort among all the project stakeholders and utility owners. MW 400 Partners’ utility coordination team is managed by our utility manager and a utility design coordinator as primary contacts, responsible for utility coordination between GDOT, local agencies (government entities) and the utilities owners. The utility adjustment team will be responsible for communicating and coordinating with businesses, property owners and other third parties who may be impacted during the performance of required utility adjustment work.

(i) Summary of Proposer’s Approach to Construction Sequencing, Traffic Management and Mobility During Construction During D&C and Maintenance Periods

MW 400 Partners construction approach is based on dividing the Project into at 4 distinct segments based on common design elements and features, ease of construction, maintenance of traffic requirements, and geographical considerations. Project segments, as shown on Page 5, are as follows:

- Segment 1 – North Springs Station to North of Holcomb Bridge – 5.5 Miles total length
- Segment 2 – North of Holcomb Bridge to Old Milton Pkwy – 5.6 Miles total length
- Segment 3 – Old Milton Pkwy to North of McFarland Parkway - 5.0 Miles total length
- Segment 4 – Local Roads Package (including Holcomb Bridge and Grimes Bridge Rd.)

Dividing the project into segments allows our team to efficiently manage the D&C activities and sequencing. This approach was

successfully deployed on several similar large-scale projects. Due to the nature of the project, construction will occur simultaneously in all three segments. To maintain consistency throughout the Project limits, a full-time and dedicated team will be employed to ensure the implementation of the traffic control plans is in accordance with standards and specifications. The team will monitor the work zones, be available to respond to any issues as they arise and be ready to quickly determine the required modifications to the plans shall any changes in the field be necessary.

Our primary goals throughout the construction phase of the Project are as follows:

- Develop a Traffic Control Plan for each phase of construction. The detailed plans will be developed in accordance with all applicable criteria.
- Coordinate with adjacent ongoing projects, MARTA, local business owners and emergency service providers in and around the project corridor.
- Maximize the use to existing overhead sign structures while ensuring alternative signs are in place prior to removal along with utilizing the existing ITS infrastructure.

Our team knows the importance of minimizing disruptions to the public during construction activity. Members of our team implemented a detailed maintenance traffic plan for heavily traveled corridors in a constrained ROW adjacent to residential neighborhoods, similar in scope to SR 400. As on other projects, we intend to utilize our in-house traffic management crews to successfully manage all traffic shifts and maintain an efficient construction sequence while minimizing disruption to existing traffic patterns.

(j) Summary of Proposer's Approach to Quality Management During D&C and Maintenance Periods

MW 400 Partners' Quality Management staff is experienced, qualified and understands their roles, responsibilities, expectations and priorities. Our team defines its quality organization based on where QA and QC functions fit within the D&C process and on the principle, as with safety, quality is everyone's responsibility.

These key tenets of a successful quality control are:

- Quality is everyone's responsibility. MW 400 Partners will establish a culture of quality from the outset and monitor compliance regularly.
- Engage Michael Baker and Atlas (the independent quality firms, as previously mentioned) at the Developer level with well-defined communication lines with the CJV to ensure the Independent Quality Firm has authority and credibility on our team.
- Establish clear lines of reporting to the Developer and GDOT and between the Quality Assurance Manager (QAM), Design QAM and Construction QAM.

- Internal Quality Control:
 - Quality management personnel from Arcadis will oversee the design quality program. Each member of the design team is expected to contribute to the achievement of quality objectives.
 - The Construction Quality Control Manager will oversee internal construction quality processes and procedures to ensure the Project is constructed to a high level of quality, creating confidence in the long-term reliability of the facility.
- Independent Quality Control:
 - Michael Baker and Atlas have intrinsic understanding and use of GDOT-established systems, expectations, programs, processes, specifications, and manuals.
 - IQF will work with Developer to understand schedule and develop an adaptable and responsive staffing plan.
 - IQF will work with GDOT to discuss and address quality concerns.

Part III

Summary of Financial Proposal (w/out Proposal pricing information)

MW 400 Partners has crafted a competitive, robust and efficient financial structure building on our team members' substantial expertise in closing P3 projects. The financial plan is the result of a pragmatic and rigorous analysis to optimize the Project's whole-life costs and risk profile along with a highly competitive process to evaluate several alternative financial strategies and structures.

MW 400 Partners has formed a best-in-class financing team consisting of KeyBanc Capital Markets as Financial Advisor, J.P. Morgan as Lead Underwriter, and BofA Securities, as additional underwriter. Public Finance Authority of Wisconsin will be used as the Bond Issuer. We have partnered with BTY Consultancy Group (lenders technical advisor), INTECH (lenders insurance advisor), Mazars (tax, accounting and financial model auditor), Winston & Strawn (lenders counsel) and others to progress through the Rating Agency and lender diligence process. MW 400 Partners has extensive experience with each of these institutions in bringing complex comparable US transactions to Financial Close by no later than the Financial Close Deadline.

The MW 400 Partners developers are one of the most experienced equity investors in the US P3 transportation market and have received adequate approvals, as demonstrated by the Equity Commitment Documents. Meridiam will provide 75% and Walsh Investors will provide 25% of the Equity Funding Commitment.

MW 400 Partners carefully analyzed numerous potential project financing solutions and determined the optimal structure includes the use of Private Activity Bonds (PABs), Taxable Muni Bonds, TIFIA, and Equity. The right combination of these funding sources offers the best value to the Authority for the following reasons:

- **Optimal Use of Progress Payments:** Progress Payments are used to minimize risk and complexity by aligning funding requirements and eliminating the need for Specially Secured Obligations.
- **Robust Target Rating:** The financing structure targets a solid 'A-' and 'BBB+' rating from S&P Global Ratings and DBRS Morningstar, respectively, resulting in an innovative, fully vetted long-term cost-effective financing allowing competitive pricing to GDOT.
- **Swift Execution Process:** MW 400 Partners has secured commitments from very experienced underwriters to ensure bonds can be issued with sufficient capacity and at market terms; Likewise MW 400 Partners is adhering to the TIFIA structural requirements outlined in the TIFIA Term Sheet to allow for an efficient path to Financial Close.
- **Amortization Profile:** Bonds amortization profile eliminates refinancing risk and is optimized by the combination of term and serial bonds across the PABs and Taxable Bond maturities. Earlier repayment of more expensive Taxable Muni Bonds further enhance the value for money.
- **Sound Debt to Equity Structure:** The amount of equity contributions and the distribution profile ensures a long-term interest alignment between lenders and shareholders for the successful completion and operation of the Project.

objective. This workplan has been well tested by MW 400 Partners' previous experience. In 2017, Meridium reached financial close on the Central 70 P3 project within two months following project award, which included closing a TIFIA Loan from USDOT in record time.

MW 400 Partners will attempt to mitigate the Authority's exposure to interest rate changes through advancing the TIFIA process swiftly, finalizing commercial documentation, expediting development of bond financing documentation and Rating Agency process, optimizing serial and term bond and coupon structures, and providing periodic financial market updates, which provides transparency on market dynamics.

As further detailed in the Financial Proposal, MW 400 Partners' finance plan is the result of a highly-competitive and carefully crafted debt and equity structure and the Authority can have confidence in execution, based on the demonstrated experience of MW 400 Partners.

We look forward to working with the Authority, GDOT, and the entire community to realize the vision of the SR400 Express Lanes project.

MW 400 Partners will work to achieve both Commercial and Financial Close with the Authority as expeditiously as possible. MW 400 Partners has developed a comprehensive Commercial Close and Financial Close work plan, which is included in the Financial Proposal, demonstrating MW 400 Partners' detailed understanding of the various workstreams and milestones required to achieve this

PROVIDER	FORM OF CAPITAL	AMOUNT	INTEREST RATE	PURPOSE	DRAWDOWN	REPAYMENT PROFILE
Underwriters	Private Activity Bonds	\$503m par value plus applicable premium	GDOT Base Interest Rates and Baseline Credit Spreads	Fund construction period expenses	Funded at Financial Close	Repaid by Availability Payments
Underwriters	Taxable Bonds	Sized to ensure TIFIA max gearing	GDOT Base Interest Rates and Baseline Credit Spreads	Fund construction period expenses	Funded at Financial Close	Repaid by Availability Payments
U.S. Department of Transportation	TIFIA Loan	Sized to 33% of Eligible Project Costs	GDOT Base Interest Rates plus 1bp credit spread	Fund construction period expenses	Committed at Financial Close	Repaid by Availability Payments in accordance with TIFIA WAL requirements