

Ryan Pedraza
Program Manager
Innovative Project Delivery Division
1401 East Broad Street
Richmond, VA 23219

February 24, 2011

Dear Mr. Pedraza:

ACS Infrastructure Development, Inc. (“ACS ID”), on behalf of the Hampton Roads Mobility Group (HRMG), is proud to submit this competing Conceptual Proposal for the expansion of the Hampton Roads Bridge Tunnel (“HRBT”) pursuant to House Bill 402 of the 2010 Session of the Virginia General Assembly and the Commonwealth of Virginia’s Public Private Transportation Act of 1995.

We are a strong team of experts with the experience, financial strength and expertise, transportation planning knowledge, engineering and construction skills, and operation and maintenance capabilities, to make this project both a reality and a success.

ACS ID will act as project leader, equity provider, and operation and maintenance firm. ACS ID is a member of the ACS Group, which has been at the top of the Public Works Financing “World’s Top Transportation Developers” ranking list since 1994. The ACS Group has an extensive track record, having successfully developed eighty concessions worldwide during the last 40 years in conjunction with many different public entities. The ACS Group pioneered the development of managed or express lanes in urban transportation networks through P3 Projects. It started its activities in the North American P3 market in 2006, and since then it has been awarded 5 unique and challenging projects: the Autoroute 30 (A-30) in Montreal with a total investment of \$1.9 billion, the I-595 Express Lanes Project in Florida with a project investment of \$1.7 billion, the South Fraser Perimeter Road with a project investment of \$771 million , the Windsor Essex Parkway with a project investment of \$1.3 billion, and the predevelopment agreement for the Mid Currituck Bridge in North Carolina.

The Design and Construction joint venture between Dragados USA, Inc. (“Dragados USA”) and Flatiron Constructors, Inc. (Flatiron) along with the engineering firm Moffatt & Nichol bring extensive construction and design capabilities along with a strong combined balance sheet.

Dragados USA is the subsidiary company of Dragados S.A., the construction-arm of the ACS Group. Dragados S.A. has approximately 16,000 employees with 2009 annual revenues of \$4.8 billion. The company has built over 1,500 bridges, 5,300 miles of highways, 3,100 miles of local roads, 810 miles of tunnels, 523 miles of railways, rail transit and numerous rail facilities and airports. Recent Dragados USA projects include the \$1.2 billion design-build I-595 Express

Lanes Project in Florida, and the recently awarded \$1.089 billion Alaskan Way Tunnel in Seattle. Both represent highly challenging projects in extremely congested corridors.

Flatiron, with a construction volume of more than \$1 billion, is one of the leading providers of transportation construction and engineering in North America. A leading heavy civil contractor in North America, Flatiron has completed over \$5 billion in design-build projects. Founded in 1947, the firm is a subsidiary of HOCHTIEF AG, one of the world's leading international infrastructure and tunneling contractors in the world, with revenues exceeding \$18 billion in 2009. HOCHTIEF AG has more than 66,000 employees and owns the largest fleet of heavy civil and tunneling equipment in the world.

The lead designer is Moffatt & Nichol who brings large-project management experience, from both the east and west coasts, along with significant knowledge of the needs of the Virginia Department of Transportation ("VDOT"), the U.S. Navy and the Hampton Roads region. They also understand the full spectrum of maritime and environmental interests in the region, and bring extensive local knowledge of the condition of the existing Hampton Roads Bridge Tunnel. The design team will also include ARCADIS, tunnel specialists that have significant experience with immersed tube tunnels, due to their involvement in many international projects such as, the Second Coen Tunnel Capacity Extension in the Netherlands, the Oude Maas Tunnel & Dordtsche Kil Tunnel in the Netherlands, and The Busan – Geoje Fixed Link Project in South Korea.

The team members of the Hampton Roads Mobility Group bring an established track record that allows us to help resolve the pre-eminent transportation problem of the Region. This approach will combine public acceptance and accountability, transportation demand management, optimal design-build approaches and cutting edge financial and market solutions.

We have enclosed a cashier's check in the sum of \$10,000 for the Department's first phase review and acknowledge that a further \$40,000 will be payable should our proposal be advanced to the 4th stage of the review process. As required by the Public-Private Transportation Act of 1995, (as Amended) Implementation Guidelines ("PPTA Guidelines"), we have supplied under cover of this letter 20 hard copies and 1 electronic copy of our conceptual proposal. After our proposal has passed the quality control review, we will provide copies to all affected jurisdictions. We have identified the following to receive such copies:

- The City of Norfolk
- The City of Hampton
- The City of Poquoson
- The City of Newport News
- The City of Virginia Beach
- The Hampton Roads Transportation Planning Organization

Please note that as provided for in the PPTA Guidelines, we have had preliminary discussions with senior VDOT officials, including Deputy Commissioner Kilpatrick requesting that certain information within our conceptual proposal be withheld from disclosure under the Virginia Freedom of Information Act (“FOIA”). That information has been supplied to you under separate cover pending a final determination. We have also included an electronic copy of our proposal which excludes the proprietary and confidential information we are requesting be held confidential and exempt from disclosure under FOIA.

The person authorized to act on behalf of the consortium and to whom correspondence should be addressed is:

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Authorized Representative for the Hampton Roads Mobility Group
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cc: Daniel Paredes

We look forward to working with you to make this project a reality.

Sincerely,
Hamptons Roads Mobility Group

Signature on file with VDOT

Juan Santamaria
Authorized Representative

All projections and estimates presented in this Conceptual Proposal are preliminary in nature, having relied only upon publicly available information related to the Project without independent verification or investigation as to actual site conditions or the accuracy of the information provided. Should HRMG's conceptual proposal be selected by VDOT to progress to further phases in the process, further investigations and due diligence analyses will be required in order to more precisely define the various pricing inputs and projections contained herein. Additionally, the projects and estimates contained in this Conceptual Proposal assume a standard allocation of risk reflective of recent market precedents (including in respect of certain site conditions, conditions of existing structures, pre-existing and migrating hazardous materials, utilities, right of way acquisition, environmental permitting, etc. which are typically borne by the public authority).

Executive Summary

1. The Hampton Roads Mobility Group Proposes I-64 Express Lanes

The Hampton Roads Mobility Group is led by ACS Infrastructure Development, Inc., the U.S. subsidiary of the concession arm of the ACS Group, an experienced developer of more than 40 years, with 80 public-private partnerships across the globe. The Hampton Roads Mobility Group was formed to solve the serious and interrelated transportation problems on the Hampton Roads Bridge Tunnel and the I-64 Corridor. The result of its analysis and collaboration is a Public Private Transportation Act conceptual proposal that would:

- ***Provide 34 miles of I-64 Express Lanes, from Ft. Eustis to I-264, within existing right of way;***
- ***Double the capacity of the Hampton Roads Bridge Tunnel (HRBT) from 4 to 8 lanes from I-664 in the north to the I-564 in the South;***
- ***Extend the useful life of the existing HRBT through a capital maintenance and investment program; and***
- ***Preserve the Monitor-Merrimac and James River Bridge as free crossings (However, alternative tolling scenarios are possible).***

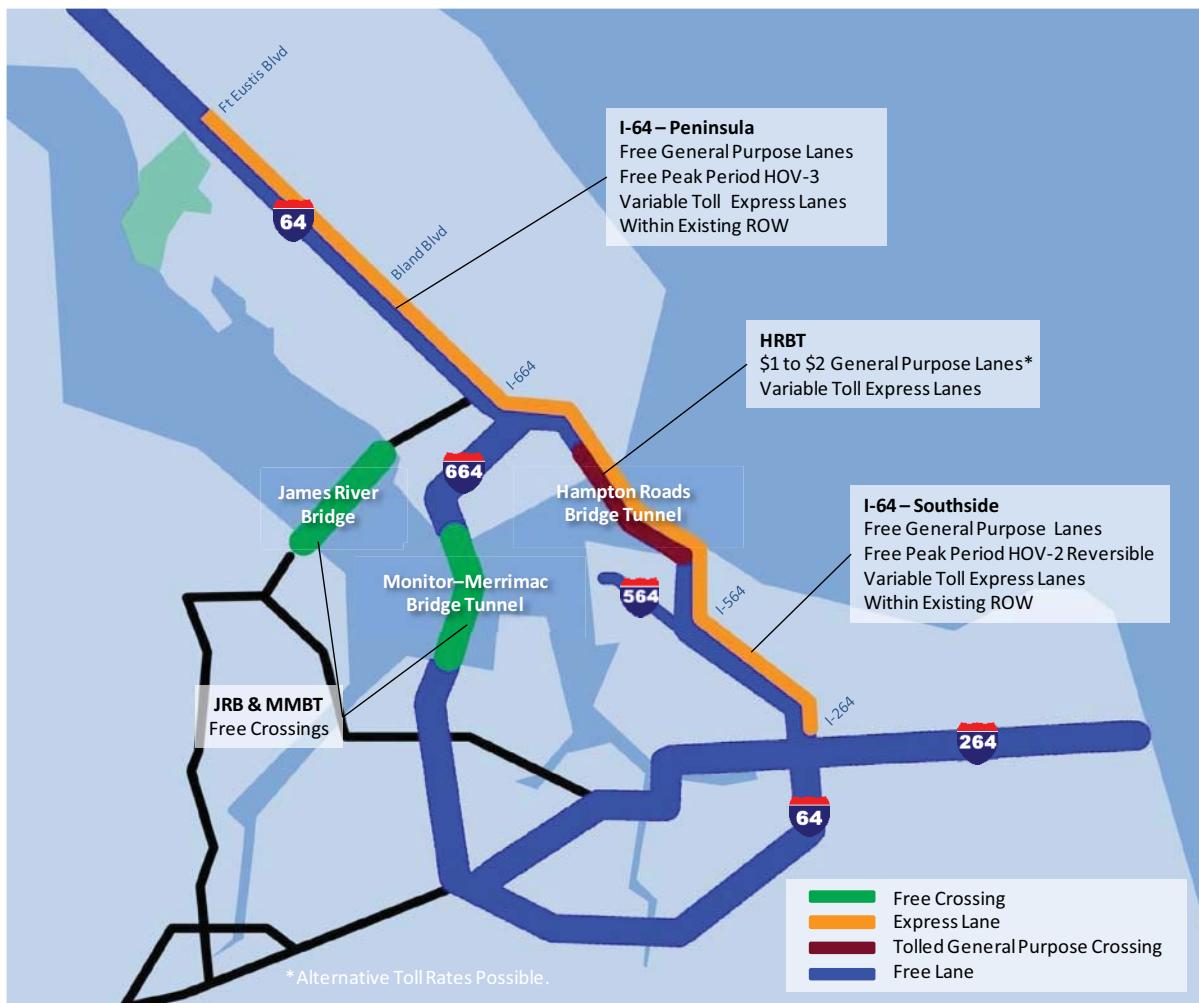
The traffic problems experienced daily at the HRBT are not limited to the tunnel. The transportation challenges extend throughout much of the I-64 corridor, from Hampton and Newport News on the Peninsula, to Norfolk and Virginia Beach on the Southside.

It is not possible to solve the problems on I-64 simply by adding capacity to the tunnel alone.

The Hampton Roads Mobility Group (HRMG) has developed a realistic solution to congestion in the I-64 corridor—one that envisions the development of a 34 mile-long express lane system extending from Ft. Eustis Boulevard in Newport News to I-264 on the Norfolk/Virginia Beach Border. Express lanes are dedicated lanes that use tolls to limit the amount of traffic using the facility in order to maintain a minimum travel speed while maintaining the existing general purpose lanes toll free. Express Lanes have been successfully implemented in several states, including Florida, Minnesota and California. The I-495 and the I-95/395 HOT Lanes in Northern Virginia are a type of express lane facility.

Entering the express lanes will require an EZ Pass transponder; there will be no toll booths. Through the use of dynamic or variable tolling, toll rates will rise as more users attempt to access the express lanes and an express speed will be maintained throughout the entire 34 mile corridor. Buses will travel free at express speeds. HOV-2 users on the reversible section will travel free during current HOV periods. From Ft. Eustis to I-664, HOV-3 users of the I-64 Express Lanes will travel free during current HOV periods. All other users of the I-64 Express Lanes will pay a toll based on demand for an express trip.

The proposed I-64 Express Lanes and HRBT capacity improvements are illustrated below.



The roadway segments, configurations and toll scenarios are summarized in the following table:

Segment Description	Existing Configuration		Future Configuration		Tolling Policy	
	GPL	HOV	GPL	Express	GPL	Express
Ft. Eustis to Bland Blvd.	2+2	n/a	2+2	1+1	Free	Variable Toll Peak HOV-3 Free No Transit Toll
Bland Blvd. to I-664	3+3	1+1	3+3	1+1		
I-664 to HRBT	3+3/ 2+2	n/a	2+2	2+2	Free	Variable Toll No Transit Toll
HRBT	2+2	n/a	2+2	2+2	\$1-\$2	
HRBT to I-564	2+2	n/a	2+2	2+2	Free	Variable Toll Peak HOV-2 Free No Transit Toll
I-564 to Tidewater Dr.	3+3	2 Reversible	3+3	2 Reversible	Free	
Tidewater Dr. to I-264	3+3/ 4+4	2 Reversible	3+3/ 4+4	2 Reversible		

Ft. Eustis Boulevard to HRBT - Technical Description

Two Express Lanes will be added from Ft Eustis to Bland Boulevard, allowing for 2+2 existing free General Purpose Lanes and 1+1 variable toll Express Lanes (Public transit would travel free and HOV 3+ would be free from 6-8 am and from 4-6 pm). Express Lane tolls would be variable and market-based.

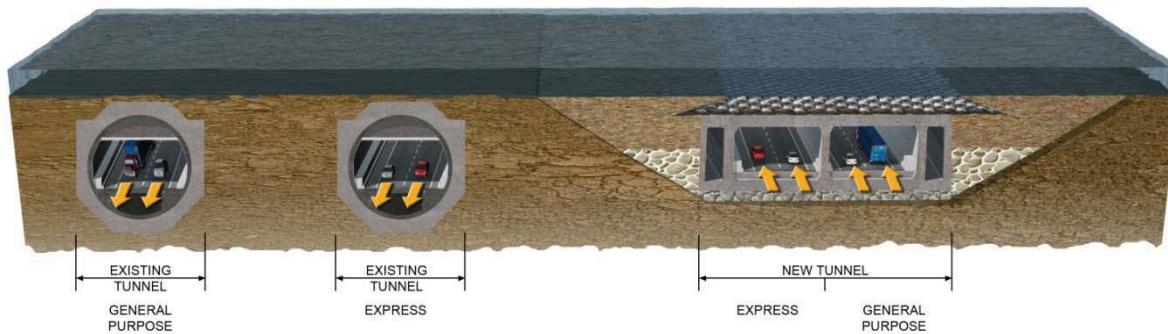
The existing HOV lanes from Bland Boulevard to I-664 would be converted to Express Lanes, allowing for 3+3 existing free General Purpose Lanes and 1+1 variable toll Express Lanes (Public transit would travel free and HOV 3+ would be free from 6-8 am and from 4-6 pm). Express lane tolls would be variable and market-based.

Between I-664 and HRBT, two Express Lanes will be added within the existing right of way and 2 General Purpose Lanes will be converted to Express Lanes, allowing 2+2 General Purpose Lanes and 2+2 variable toll Express Lanes (Public transit would travel free). Express Lane tolls would be variable and market-based.

HRBT Crossing -Technical Description

While general purpose lanes on either side of HRBT would remain free-of-charge, the condition and operational needs of the existing facilities on HRBT Crossing will require a toll of \$1-2 for cars and \$2-4 for trucks, generally compatible with proposed tolls on the Midtown and Downtown tunnels. (Additionally, in the financial analysis, HRMG has developed alternative toll scenarios for VDOT consideration of \$2-\$3 for cars and \$3-\$6 for trucks on the HRBT general purpose lane crossing). Adding two lanes in either direction—doubling HRBT capacity—is an indispensable element in this congestion reduction program. Four lanes of new bridge-tunnel capacity are needed to extend the I-64 Express Lanes across the Hampton Roads—thereby providing sufficient redundancy to enhance evacuation capacity and to allow for a major capital rehabilitation of the existing, 53-year old HRBT west-bound span. Hampton Roads Mobility Group's early analysis indicates that rehabilitation of the westbound HRBT may require extensive closures of the westbound facility. Thus, it may not be possible to rehabilitate the existing HRBT structure without constructing new, parallel facilities.

The Hampton Roads Mobility Group is proposing the construction of two express and two general purpose lanes in the tunnel configuration illustrated below. *Implementation of this configuration would eliminate the current overweight truck problem on the westbound span of HRBT.*



HRBT to I-264 -Technical Description

The Hampton Roads Mobility group project would add four express lanes within the existing rights of way between HRBT and I-564. This would allow the continuation of the 2+2 General Purpose Lane and the 2+2 Express Lane profile. The General Purpose Lanes would remain free. On the Express Lanes, public transit would travel free. All other users of the Express lanes would pay a variable toll based on market demand.

In the southernmost segment, the reversible HOV lanes would be converted to express lanes. The General Purpose Lanes would remain free. On the Express Lanes, public transit would travel free and HOV-2 would travel free from 6 am to 8 am and from 4 pm to 6 pm. All other users of the reversible Express Lanes would pay a variable toll based on market demand.

The Net Effect of the I-64 Express Lanes

I-64 Express Lanes will maintain free-flowing traffic and also reduce traffic congestion on the adjacent general purpose lanes. The I-64 Express Lanes provide a benefit to the users of both the express and the general purpose lanes. This overall reduction in traffic congestion is illustrated below, showing that the express lanes maintain free-flow conditions on the express lanes but also divert sufficient traffic to improve conditions on the I-64 general purpose lanes, including HRBT, for a significant period of time. For any urbanized area, a level-of-service “grade” of D or better is highly desirable.

Segments	2020				2030			
	AM		PM		AM		PM	
	EB	WB	EB	WB	EB	WB	EB	WB
I-664 to HRBT – General Purpose Lanes	A-C	A-C	A-C	A-C	D	A-C	D	D
I-664 to HRBT – Express Lanes	A-C	A-C	A-C	A-C	A-C	A-C	A-C	A-C
HRBT – General Purpose Lanes	D	A-C	D	D	D	D	D	D
HRBT – Express Lanes	A-C	A-C	A-C	A-C	A-C	A-C	A-C	A-C
HRBT to I-564 – General Purpose Lanes	A-C	A-C	A-C	A-C	A-C	A-C	D	D
HRBT to I-564 – Express Lanes	A-C	A-C	A-C	A-C	A-C	A-C	A-C	A-C

After tunnel construction is complete, the Hampton Roads Mobility Group will provide funding for *a capital replacement and investment program to extend the useful life of the 53-year old, westbound span of HRBT*. The program will be collaboratively developed between VDOT and the Hampton Roads Mobility Group, following a detailed asset inventory, condition assessment and analysis.

The combined capital program for the I-64 Express Lanes, including doubling HRBT capacity and providing funding for a capital replacement and investment program, is in the range of \$3 to \$4 billion.

2. A Fair Way to Pay for Better Transportation in Hampton Roads

HRMG began its funding analysis for the I-64 corridor with the following principles of fairness:

- *The Commonwealth has a vital interest in the success of the Naval, maritime, and tourism sectors in Hampton Roads*
- *Hampton Roads needs a range of realistic travel choices, from free general purpose lanes to reasonably priced crossings, to market-priced express corridors*
- *Transit and HOV options are needed to improve overall system efficiency*
- *Any new highway capacity should be tolled*

Based on these principles, the Hampton Roads Mobility Group proposes the following tolling scenarios as a fair way to support improvements to the I-64 corridor and HRBT.

Crossing Facility	Toll	Operations
Rte 17 James River Bridge	Free	
I-664 Monitor-Merrimac Memorial Bridge Tunnel	Free	
I-64 Express Lanes Ft. Eustis Blvd. to I-264 (Reversible I-564 to I-264)	Market-Based Express Toll	Free HOV-3 north of I-664, 6-8 am, 4-6 pm Free HOV-2 south of I-564, 6-8am, 4-6 pm No Public Transit Toll Express Toll Based on Congestion Rapid Transit Possible
I-64 General Purpose Lanes Ft. Eustis Blvd. to I-264.	Free	
HRBT General Purpose Lanes	\$1-2 Toll – Cars \$2-4 Toll – Trucks	

In sum, the Hampton Roads Mobility Group is proposing a toll on the existing HRBT general purpose spans compatible with the Midtown Tunnel. The express lanes from Ft. Eustis to I-264, including four new express lanes on the HRBT, will be dynamically tolled based on driver demand for the express lanes. (Mainline HOV-3 north of I-664 and reversible HOV-2 south of I-564 will be free during morning and evening weekday peak periods). Hampton Roads Mobility Group believes this toll regime is fair. But these tolls alone cannot support the extraordinary cost of building a new crossing of Hampton Roads. A significant public sector commitment will also be necessary to fund these improvements. The Hampton Roads Mobility Group is proposing a long term partnership to plan, design, build, operate and maintain the I-64 Express Lanes, including doubling HRBT capacity and providing funding for a capital replacement program for the 53-year old, westbound span of HRBT.

In addition to the imposition of the above tolls, HRMG is proposing alternative public funding structures. Virginia has historically relied on construction grants to fund its share of PPTA projects. These shares have ranged from 100% in the early years of the program to a

range of 25-30% in the later years. HRMG understands the basis for these practices, but the sheer cost of the I-64 and HRBT improvements requires consideration of new funding options. Hampton Roads Mobility Group has developed a series of funding options for consideration by VDOT and the Commonwealth such as larger construction grants, higher general purpose lane tolls, and annual availability payments; or combinations of these. Alternatives like these have been successfully implemented in Florida, Texas, California and other jurisdictions.

In order to design, build, operate and maintain a 34-mile system of I-64 Express Lanes, including four new lanes of HRBT capacity, and to provide funding for an HRBT capital replacement and investment program over a fifty-year concession period, VDOT and the Commonwealth could consider \$1-\$2 HRBT general purpose tolls and a public contribution format similar to other states. Over 50 years, such an approach would yield a private sector/user fee share of 66% to 71%, and a public sector share of 34% to 29%.



In the context of the financial analysis, HRMG proposes alternative approaches for VDOT consideration, consisting of:

- The same technical configuration as described above but including higher HRBT general purpose tolls of \$2-\$3 for cars and \$4-\$6 for trucks. Under this scenario, the private sector/user fee share would rise to a range of 76% to 82%.
- A scope without any express lanes, but with eight continuous general purpose lanes between I-664 and I-564. Such an approach could be funded with \$3-4 tolls on all general purpose lane crossings (HRBT, Monitor Merrimac, and James River Bridge) of Hampton Roads. This narrower scope would be accompanied by a maintenance and investment program in all three Hampton Roads water crossings. At these toll rates, Virginia could receive an up-front concession payment in excess of \$500 million.

3. The Hampton Roads Mobility Group Is Committed to This Project

The Hampton Roads Mobility Group has followed the history of the I-64 corridor, and recent developments indicate a need for a new direction. In 2008, VDOT conducted a high level review of alternatives to expand HRBT capacity. In 2009 and 2010, the Commonwealth Transportation Board identified tunnels and bridges in Hampton Roads as one of four major

statewide investment priorities. In 2010, the General Assembly identified HRBT as a statewide priority in HB 402, and mandated a specific process for consideration of PPTA proposals. Also in 2010, a Hampton Roads Transportation Planning Organization staff presentation ranked HRBT as the most valuable interstate project in the region, and the second most valuable crossing (after the Midtown Tunnel). In 2011, a George Mason University study found significant economic benefit from the construction of HRBT. An independent national study by TRIP designated it the second-highest statewide priority in Virginia.

The extensive analysis done by Hampton Roads Mobility Group indicates that simply expanding the tunnel does not solve the problem.

4. The Hampton Roads Mobility Group Is Highly Qualified to Deliver This Project

With ACS Infrastructure Development, Inc. as the lead developer and single point of contact and accountability for VDOT, the Commonwealth has an infrastructure investor that is known and trusted worldwide. With Dragados and Flatiron, the Commonwealth has internationally-recognized contractors who deliver projects on-time and on-budget, using predominantly local resources. With Moffatt & Nichol and Arcadis, the Commonwealth has internationally recognized engineering and management skills combined with entities that are known and trusted by VDOT, the US Navy, the Virginia Port Authority, and USDOT.

MEMBER	LEGAL NAME	ROLE
	ACS Infrastructure Development, Inc. ("ACSID")	Lead of the Project & Equity Provider & Lead Operations and Maintenance Firm
	Dragados USA/Flatiron Joint Venture	Lead Contractor
	Moffat & Nichol	Lead Engineering Firm
	ARCADIS Inc.	Engineering Subcontractor
	Kimley-Horn and Associates, Inc.	Engineering Subcontractor
	Steer Davies Gleave	Traffic and Revenue Advisor

The ACS Group is an international group of companies with over 65 years of construction and infrastructure development experience. Its U.S. concession arm, ACS Infrastructure Development, will lead the Hampton Roads Mobility Group and will provide the *single point of contact and accountability for VDOT*. ACS is among the most active developers of public-private partnerships and managed lane projects in the world.

Dragados USA is the U.S. construction arm of the ACS Group, and is building several key projects in North America, including the \$1.1 Billion Alaskan Way tunnel in downtown Seattle; the \$1.2-billion I-595 express lane project in Broward County, Florida; and the \$1.2-billion East Side Access tunnel in New York City. Joining Dragados is **Flatiron**, a subsidiary of Hochtief. Flatiron is one of the premiere design-build contractors in the U.S. Dragados will lead the joint venture with Flatiron to construct the Project.

The lead designer is **Moffatt & Nichol** in partnership with **Arcadis**. Moffatt & Nichol is leading several large design efforts, including the Alameda rail corridor, Oakland East Bay Bridge, Virginia Port Authority capital program and U.S. Navy capital projects around the world. Arcadis has designed and provided program oversight for numerous sunken tunnels around the world, including the Netherlands, South Korea, the Czech Republic and France. These two design firms will be supplemented by **Kimley-Horn** (traffic and roadway design).

Steer Davies Gleave is the traffic and revenue advisor and has conducted numerous toll feasibility studies in Hampton Roads.

The Hampton Roads Mobility Group would be pleased and honored to further develop this conceptual proposal into a real project that solves real-world problems. As a conceptual proposal, it relies on a number of assumptions that will likely change as the project advances, however we are enthusiastic about the opportunity to work with VDOT in advancing this project.

TABLE OF CONTENTS

TAB 1 - Qualifications and Experience

Introduction	9
1.1 Experience with Similar Infrastructure Projects	18
1.2 Past Performance	63
1.3 Demonstration of Ability to Perform Work	65
1.4 Leadership Structure	68
1.5 Project Manager's Experience	69
1.6 Management Approach	70
1.7 Project Ownership	79
1.8 Participation of Small Businesses, Businesses Owned by Women and Minorities, and Local Firms	80
1.9 Safety Record and Plan	83
1.10 Liability	84
Detailed Resumes	85
Exhibit A	
Work History Forms	
Debarment Certification	
Disclosure Statement	
Qualification Statement	
Surety Letter	
Insurance Letter	
Bank Letters of Support	
Parent Company Support	
Outline of the Teaming Agreement	

TAB 2 - Project Characteristics

Introduction	126
2.1 Project Definition	127
2.2 Proposed Project Schedule	145
2.3 Operations	149
2.4 Technology	157
2.5 Conformance to Laws, Regulations and Standards	159
2.6 Federal Permits and Oversight	159
2.7 Meets/Exceeds Environmental Standards	160
2.8 Federal, State and Local Permits and Approvals	161
2.9 Rights of Way	162
2.10 Maintenance	162

TAB 3- Project Financing

Introduction	167
3.1 Financing	169
3.2 Financial Plan	180
3.3 Estimated Cost	201
3.4 Life Cycle Cost Analysis	205
3.5 Concessions	208
TAB 3 - Exhibits	
Financial Statements	
Auditor's Report	

TAB 4- Public Support

Introduction	219
4.1 Community Benefits	219
4.2 Community Support	221
4.3 Public Involvement Strategy	224

TAB 5- Project Benefit and Compatibility

Introduction	225
Compatibility with the Existing Transportation System	
5.1 System	225
5.2 Fulfills Policies and Goals	226
5.3 Enhance Community-Wide Transportation System	227
Addresses the Needs of the Local, Regional, and State Transportation Plan	
5.4 State Transportation Plan	227
5.5 Land Use Impacts	229
5.6 Economic Development	230

1. Qualifications and Experience

Is the proposed team qualified, led, and structured in a manner that will clearly enable the team to complete the proposed project?

SECTION-AT-A-GLANCE

The Hampton Roads Mobility Group (HRMG) offers VDOT the expertise and hands-on knowledge of a team that has effectively developed, financed, designed, constructed, and managed some of the most successful infrastructure projects in the world. Led by an experienced global developer, the ACS Group, VDOT will gain a financially strong team with experience developing large transportation and managed lanes projects through the P3 delivery method. With its local teaming partners, HRMG understands the significant needs of the stakeholders in the Hampton Roads region, such as the Virginia Port Authority, VDOT, Naval Station Norfolk, and surrounding municipalities. The HRMG team will bring the following assets and approaches to VDOT and the Commonwealth:

- An efficient communication and management plan with **one point of contact** for the duration of the project.
- A 40-year history delivering **successful P3 projects and concessions** worldwide
- The **financial strength and flexibility** to adapt to changes of project features and market conditions.
- A leader in **managed lane projects**—the ACS Group is one of the largest developer of managed lanes worldwide.
- Regional understanding and significant local presence to **effectively execute permitting and public outreach efforts**—through local partner firms Moffatt & Nichol, ARCADIS, and Kimley-Horn & Associates.
- A well thought-out **minority participation plan**.

The Hampton Roads Mobility Group proposes to create a Public Private Partnership with VDOT to develop, design, build, finance, operate and maintain this Project.

Why our Team? As Tab 2 illustrates, we have analyzed the traffic problems of the region and offer genuine and innovative solutions. In this Tab, we illustrate qualifications, abilities and approach of the Hampton Roads Mobility Group as they relate to this project and to VDOT:

- ✓ A global developer of large and complex infrastructure projects, which are similar to the solution we propose in this conceptual proposal. The ACS Group has completed 80 concessions, including 6 in North America; these include approximately 3,608 miles of highways, including the I-595 express lanes in Florida and the South Fraser, Windsor Essex, A-30 projects in Canada. These projects represent over \$4.5 billion in debt raised during the height of the financial crisis.
- ✓ A proven technical approach based on value engineering, innovation and life cycle cost optimization, seeking the most competitive long term proposal while satisfying all the

clients' standards, specifications and requirements. On the I-595 Project in Broward County, ACS and Dragados were able to reduce the initial construction cost from \$1.4 billion to \$1.2 billion. Drawing from global financing, construction and risk management resources, the team has a more flexible approach to risk management and unmatched bonding and credit strength.

- ✓ Dragados and Flatiron are recognized as leading design-build contractors in the U.S.; Arcadis, Flatiron and its affiliates bring extensive design and construction experience with immersed tunnels in Europe, Asia and Korea.
- ✓ A partnering approach with local companies to ensure timely achievement of our clients' goals while working within local standards and practices under compressed schedules.
- ✓ Experienced operators in North America and around the world with an emphasis on life cycle cost and performance based maintenance. Since beginning operations on the I-595 in Broward County, no non-compliance penalties for operations failures have been incurred.
- ✓ Experience in working with clients on Pre-Development agreements, working toward a feasible project. ACS is currently working with the North Carolina Turnpike Authority on the development of the Mid-Currituck Bridge Project.
- ✓ Design and project management experience go hand-in-hand at the design firms of Moffatt & Nichol, Arcadis and Kimley-Horn. All three have extensive project and program management experience which makes for better design and a better understanding of the needs of VDOT and other key entities such as the US Navy, the Virginia Port Authority and the adjacent localities.

The Hampton Roads Mobility Group is made up of outstanding international and local companies who have the specific capabilities, resources, expertise, knowledge and experience to make the I-64 Express Lane/HRBT Project a success. The Hampton Roads Mobility Group includes the following companies:

MEMBER	LEGAL NAME	ROLE
	ACS Infrastructure Development, Inc. ("ACSID")	Lead of the Project & Equity Provider & Lead Operations and Maintenance Firm
 	Dragados USA Inc./Flatiron Constructors Inc. Joint Venture	Lead Contractor
	Moffat & Nichol	Lead Engineering Firm



ARCADIS Inc.

Engineering Subcontractor



Kimley-Horn
and Associates, Inc.

Kimley-Horn and
Associates, Inc.

Engineering Subcontractor



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Steer Davies Gleave

Traffic and Revenue Advisor



Iridium Concesiones de
Infraestructuras S.A.
("Iridium")

Parent Company of ACSID



ACS Servicios y
Concesiones S.L. ("ACS
SyC")

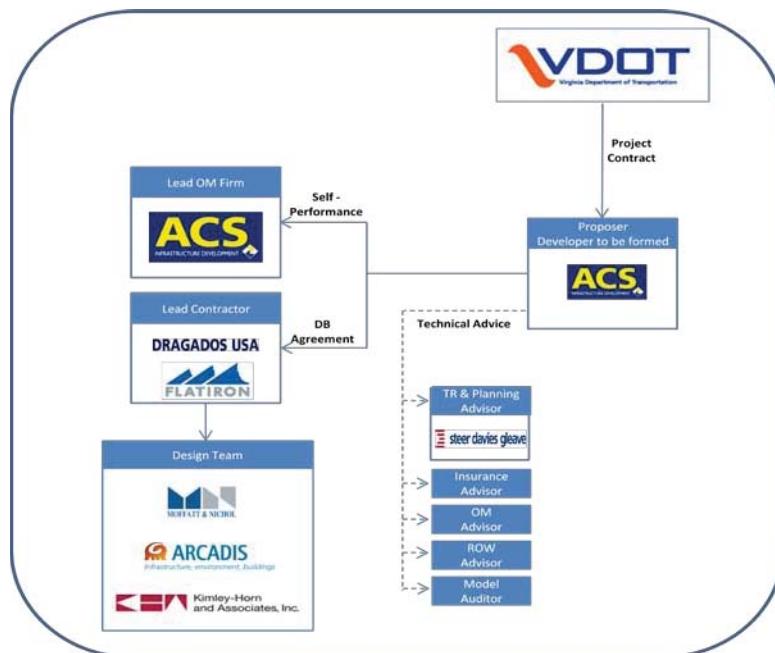
Parent Company of Iridium



Dragados S.A.

Parent Company of Dragados
USA

General team structure overview:



Lead of the Project, Equity Provider and Lead Operation and Maintenance Firm:**ACS Infrastructure Development, Inc.**

ACS Infrastructure Development, Inc. (ACSID) is the US subsidiary of Iridium Concesiones de Infraestructuras, S.A. - the concession arm of the ACS Group. The ACS Group has more than 40 years of experience developing, financing, operating and maintaining highways, bridges, toll roads, and railroads. The first concession awarded to the ACS Group was the Leon de Carranza Draw Bridge in Cadiz, Spain in 1967. To date, the ACS Group has completed 80 concessions; these include approximately 3,608 miles of highways, 973 miles of railways, 16 airports and 15 ports and terminals.

The ACS Group of companies has over 141,000 employees and a presence in 68 countries, and, as of December 2009, it had annual revenues of \$22.48 Billion. ACS Group's activities cover five principal areas: Concessions, Construction, Industrial Services, Energy and Environmental & Logistic. In 2010 ACS Group led the ranking of the main concession groups in the world for the fourth year running, according to the table published annually by the journal Public Works Financing (PWF).

The ACS Group began operating in the North American PPP Market in 2006, and since then, has been awarded five unique and challenging PPP projects: the Autoroute 30 (A-30) in Montreal with a total investment of \$1.9 Billion, the I-595 Express Lanes in Florida with a project investment of \$1.7 Billion, the South Fraser Perimeter Road with a project investment of \$771 Million , the Windsor Essex Parkway with a project investment of \$1.3 Billion, and the predevelopment agreement for the Mid-Currituck Bridge in North Carolina.

The ACS Group has gained experience through the development of projects that are similar to the I-64 Express Lanes/HRBT project. The I-595 Express Lane project includes the addition of bi-directional managed lanes to an existing interstate facility. The A-30 in Canada is a new toll road that involves the design, construction, financing, operations and maintenance of 26 miles of new highway, and the rehabilitation of large structures and 20 miles of existing roadway. In Chile, the ACS Group has built, financed and operated the Central Highway, Vespucio Norte and the San Cristobal Tunnel concessions ("the Santiago de Chile System of Concessions"); this urban facility includes managed lanes, and is one of the pioneering projects in the implementation of Open Road Tolling technology and a toll revenue business model. In addition, ACS Group manages Concessions all around the world, in a variety of environments, including limited access facilities used with very high traffic volumes, such as the EMESA Calle 30 in Madrid. ACS Group is currently operating more than 3000 lane miles of highways around the world including the USA and Canada.

ACS Infrastructure Development Inc. is also currently working under a Pre-Development Agreement (PDA) with the North Carolina Turnpike Authority (NCTA) to develop the Mid-Currituck Bridge Project in North Carolina. In this Project, ACSID is partnering with the NCTA, in much the same way it would hope to do with VDOT. The interface of public and private entities has been mutually beneficial.

Dragados USA, Inc. and Flatiron Constructors Inc. will form a Design-Build Joint Venture for the purpose of this HRTB project. Dragados USA, Inc. will be the leader of the Joint Venture.

DRAGADOS USA

Dragados USA, Inc.

Dragados USA, Inc. is the U.S. subsidiary of the Spanish firm Dragados, S.A. (Dragados), the construction-arm of the ACS Group with over 65 years of international experience in the construction, rehabilitation and maintenance of roads, bridges, tunnels and highways around the world. The ACS Group is listed in the 2009 ENR Global Construction Source Book as the 8th Top Global Contractor. Dragados had total annual revenue of \$4.8 Billion in 2009 with approximately 16,000 employees.

Dragados was founded in 1941 and has built over 5,300 miles of highways, 3,100 miles of roads, 1,500 miles of bridges, 120 miles of breakwaters and wharfs, 810 miles of tunnels, 130 dams, 840 acres of runways, 523 miles of railways, rail transit and numerous rail facilities, ports, and airports. Dragados is also the largest PPP contractor in the world, having delivered over 65 concession projects worldwide. Dragados is also a certified ISO 9000, ISO 14000 and OSHAS 18000 company, bringing its principles and procedures to the team, such as ISO 31000, which Dragados is currently implementing.

Established in the United States in 2005, Dragados USA has grown steadily over the last five years providing exemplary service to a variety of clients in transportation, mass transit, dams, buildings and water projects. Dragados USA currently has a backlog of over \$2.07 Billion and forecast revenues for 2010 of \$412 Million.

The company is presently working on major projects in New York, Florida, and Puerto Rico; and was recently awarded the \$1.09 Billion SR99 Bored Tunnel Design-Build Project in Seattle, which as of today, represents the largest diameter tunnel in the world, thus highlighting the capability of the company to undertake technically complex projects of this magnitude.

Dragados USA's current work includes the following projects with the following clients:

- I-595 Express Lane Project, Florida (\$1.2 Billion).
- East Side Access Extension, New York City, NY (\$1.2 Billion, including the \$425 Million, 4-mile, 24-ft.-diameter four- bored tunnel contract, and a second, \$730 Million, contract for the construction of the massive two-level cavern and connecting tunnels under Grand Central Station which, once finished, will become a terminus station for the Long Island Railroad in the heart of New York City).
- I-287 Bridge and Highway Reconstruction, White Plains, NY (\$141 Million).
- USACE: Portuguese Dam, Ponce, Puerto Rico (\$180 Million).

Dragados maintains a research and development (R&D) department that continues to emphasize the development and usage of innovative construction methods and

materials. It was through the work of this R&D department that Dragados developed the technology for the construction and sinking of floatable tunnel-like hollow core reinforced concrete boxes that the company has widely used on port facilities projects, and also the construction, floating, towing and sinking of the Monaco Dock, which mirrors the immersed tunnel technology that is envisioned for the HRBT.



Flatiron Constructors Inc.

Flatiron Constructors Inc. (Flatiron), with a construction volume of more than \$1 billion, is one of the leading providers of transportation construction and civil engineering in North America.

Flatiron develops innovative solutions to construct roads, bridges, tunnels, and rail transit, and other infrastructure for both public and private clients. A leading heavy civil contractor in North America, Flatiron has completed over \$5 billion in design-build projects, including the I-35W Emergency Replacement Bridge in Minneapolis, MN. Ranked #7 in Transportation, #5 in Highways and #3 in Bridge according to Engineering News and Record (May 2010), Flatiron is able to self perform many aspects of tunnel construction, including underground stations, deep shafts and combined sewer overflow. Flatiron is a Delaware registered company whose 2009 revenues totaled \$1 billion.

Founded in 1947, the firm is a subsidiary of HOCHTIEF, one of the world's leading international construction service providers. HOCHTIEF, one of the largest international tunneling contractors in the world reported revenues exceeding \$18 billion in 2009, has more than 66,000 employees and owns the largest fleet of heavy civil and tunneling equipment in the world. Flatiron's surety program includes a capacity exceeding \$250 million on any one project. Flatiron's performance and payment bonds are provided by Travelers, Federal Insurance, Fidelity, Zurich and Liberty Mutual. This capacity has been demonstrated by the ability to secure performance and payment bonds for large projects such as the \$348 million John James Audubon Bridge in St. Francisville, Louisiana, the \$408 million Northeast Stoney Trail in Calgary, Alberta and the Cooper River Bridge in South Carolina.

Lead Engineering Firm:



moffatt & nichol

Moffat and Nichol

Moffatt & Nichol is a global infrastructure advisor specializing in transportation and waterfront projects and has performed services on over 6,000 projects in over 40 countries related to transportation and marine construction. **In addition, Moffatt & Nichol has provided vital services for a number of award-winning P3 and alternative project delivery projects, both as Owner's representative and advisor, or in corresponding roles on the project development side.**

Moffatt & Nichol has enjoyed the privilege of working in key roles on a number of directly relevant, highly successful projects that encompass many of the challenges faced by VDOT in overseeing the development of the HRBT Project. These projects include:

- The Alameda Multimodal Corridor, California—an award winning multimodal transportation corridor project, lauded by USDOT as a model for mega-project delivery and one of the most highly regarded P3 projects in recent history,
- The Oakland Bay Bridge East Span Replacement, San Francisco—one of the most complex transportation engineering challenges of the decade.
- The Craney Island Eastward Expansion project—a Hampton Roads project, which represents the largest land reclamation and ground improvement project ever constructed in North America.
- The El Toro “Y” Interchange I-5/I-405, California—with its 26 lanes, making it one of the largest interchanges in the U.S.
- The Replacement of Pier 5 at Norfolk Naval Shipyard—a marine engineering design project completed on a fast track design schedule of just 12 months.



ARCADIS US, Inc.

ARCADIS' tunnel specialists have unique experience with immersed tunnels due to their involvement in many international projects in countries such as the Netherlands, where a large number of immersed tube tunnel project concepts have been developed and completed. They have also designed immersed tube tunnels in South Korea, the Czech Republic and France. Several of these projects used various forms of alternative project delivery such as design-build and P3. ARCADIS has played key roles on a number of highly successful transportation projects that are relevant to the development of the HRBT Project. These projects include:

- The Second Coen Tunnel Capacity Extension in the Netherlands—the immersed tunnel section is 640 meters.
- The Busan – Geoje Fixed Link Project in South Korea—a 2.05-mile-long immersed tube tunnel connecting Busan to Geoje Island.
- The Oude Maas Tunnel & Dordtsche Kil Tunnel in the Netherlands—an immersed tube tunnel project to extend the Paris High Speed Link from Brussels to Amsterdam.

ARCADIS will utilize their subconsultant, *Malcolm Pirnie, Inc., to provide environmental permitting and compliance*. Malcolm Pirnie's in-depth knowledge of the state and federal environmental laws and regulations has permitted it to forge an *excellent reputation and working relationship with staff from the Commonwealth and Federal regulatory agencies*, particularly the Virginia Department of Environmental Quality, the Virginia Marine Resources Commission, the Norfolk District Corps of Engineers, and their advisory agencies. Relevant examples of Malcolm & Pirnie's recent large infrastructure projects in Virginia:

- The Craney Island Eastward Expansion Project—Malcolm Pirnie is teamed with Moffatt & Nichol.
- The Replacement of Pier 5 at Norfolk Naval Shipyard—Malcolm Pirnie is also teamed with Moffatt & Nichol for environmental compliance.



Kimley-Horn
and Associates, Inc.

Kimley-Horn and Associates, Inc.

Kimley-Horn's services include roadway and bridge design, PD&E studies, structural engineering, corridor and location studies, traffic engineering, transportation planning, specialized planning studies, environmental assessments, survey, streetscape and landscape design, and public involvement. Their experience includes dozens of successful transportation studies, as well as design projects that have been completed to VDOT standards and are operating today to support motorists.

Major infrastructure projects, Kimley-Horn has worked on:

- I-595 Express Lane Project, Florida DOT, Broward County, FL—working alongside ACSID—reversible tolled express lanes system, the reconstruction and addition of auxiliary lanes, and resurfacing of the I-595 mainlines.
- Metropolitan Washington Airports Authority I-495 HOT Lanes, Arlington and Dulles, VA—interchange modification related to the proposed HOT lanes project.

Traffic and Revenue Advisor:



steer davis gleave

Steer Davies Gleave

Steer Davies Gleave is one of world's largest independent specialist transport consultancies, with more than 350 professional staff and a worldwide client base. The company's head office is in London and they have North American offices in Boston, Denver, Mexico City, San Juan, Toronto and Vancouver. Steer Davies Gleave is an employee-owned company that was founded in 1978. Their independence means that they offer truly unbiased and objective advice.

SDG is a highly-regarded firm with an international reputation, having worked on some 500 toll and shadow toll road projects around the world. SDG has developed a recognized specialty in the appraisal of toll-financed facilities. The breadth of their experience not only provides them with reputation and relationships with the sponsors and financiers (including the rating agencies, monolines, and bond issuers), but also gives them a real understanding of the aspirations of the public sector.

To build on this experience, they recently acquired the former transportation planning group of Charles River Associates (CRA International). This is a highly respected global consulting firm headquartered in Boston — and over many years the transportation planning team has built an enviable reputation across the sector.

Steer Davies Gleave has conducted toll feasibility on a number of studies in the Hampton Roads. This work began with CRA being a part of the *Hampton Roads Toll Feasibility Study*, and had continued with toll analysis of projects including the Chesapeake Expressway,

Dominion Boulevard, the George P Coleman Bridge, the Jordan Bridge, I-264, and the Midtown Tunnel.

Figure 1: The following graph shows the teaming relevancy of each member of HRMG.

TEAMING PROJECTS	ACS	DRAGADOS	FLAT IRON	MOFFATT & NICHOL	ARCADIS	KIMLEY HORN & ASSOCIATES
I-595 Corridor Improvements Project, Florida DOT, Broward County, FL	✓	✓				✓
A30, CA	✓	✓				
M30, Spain	✓	✓				
Autopista Central, Chile	✓	✓				
Vespucio Norte Express, Chile	✓	✓				
Tunnel San Critobal, Chile	✓	✓				
Radials 2, 3, and 5, Spain	✓	✓				
Fredericton Moncton, Canada	✓	✓				
The Bidelan Highway, Spain	✓	✓				
Alaskan Way Viaduct, Seattle, WA		✓		✓		
Mid-Currituck PDA, North Carolina	✓	✓		✓		
The Oakland Bay Bridge East Span Replacement, CA			✓	✓		
Craney Island Eastward Expansion, Portsmouth, VA				✓	✓	
Replacement of Pier 5 at Norfolk Naval Shipyard, Norfolk, VA				✓	✓	
Jasper Ocean Terminal, Jasper County, SC				✓		✓
Highway 307 Bridge Design, Georgia DOT, Savannah, GA				✓		✓
Virginia Port Authority, Commonwealth Railway Mainline Safety Relocation, Portsmouth & Chesapeake, Virginia				✓	✓	

1.1.Experience with Similar Infrastructure Projects

Have members of this team previously worked together developing, constructing, operating, improving or managing transportation infrastructure? Has the lead firm managed, or any of the member firms worked on, a similar privatization project? Describe experience with projects similar to the proposed project. Did proposer complete projects within the original contract completion date and within the original contract amount? Did the owner assess liquidated damages?

For more than 40 years, the ACS Group has successfully undertaken public-private partnership (PPP) projects to develop, design, build, finance, operate and maintain large infrastructure projects by implementing the same standard business model. The essence of this model is a close collaboration between the concession and construction arms of the ACS Group and establishing strong partnerships with our clients. This integrated approach within the same group of companies generates significant benefits, including:

- ✓ Appropriate risk management in the early stages of the Project (such as procurement and regulatory risk, and financing, construction, and traffic risk);
- ✓ Strong balance sheet;
- ✓ The combined optimization of the Design/Build and the Lifecycle/Rehabilitation activities to provide project solutions that most effectively meet or exceed technical requirements;
- ✓ A long-term interest and perspective of the Developer in its projects. This ownership perspective aligns itself well with the interests of the VDOT and helps ensure that the VDOT's objectives are satisfied throughout the life of the concession;

And above all, it ensures the certainty of a competitive and compliant proposal for the I-64 Express Lane/HRBT Project. For this Project, ACS ID and Dragados USA, both companies of the ACS Group will replicate this business model.

With a successful track record of having developed 80 concessions worldwide through this business model during the last 40 years, together with its capabilities, resources and experience, the ACS Group is a proven Global Developer and just the right partner to deliver the HRBT project.

This Section 1.1 presents a selection of projects that the members of the HRMG are proud to highlight as examples in which they have performed works that are similar to the approach we intend to pursue for the HRBT Project, and in which they have gained very relevant experience.

The first five examples describe five major projects of the ACS Group with important similarities to the proposed approach to the HRBT project. These case studies highlight the main features of how the ACS Group, as a Global Developer, is involved through the whole sequence of activities, including the financing, design, construction, operation and maintenance of the projects.

In the rest of this Section 1.1, additional examples of projects are presented to emphasize relevant experience that the HRMG's members bring to the project in the areas of financing, design, construction, operation and maintenance.

Figure 1.1a: The following graph shows the project relevancy of each major project highlighted below. A further description and overview of each project follows this table:

EXPERIENCE	DEVELOPMENT	CONSTRUCTION	DESIGN	OPERATIONS	FINANCE	P3	MANAGEMENT
Developer: ACS							
I-595 Express, Florida	✓	✓	✓	✓	✓	✓	✓
Nouvelle Autoroute 30, Canada	✓	✓	✓	✓	✓	✓	✓
Concession Systems of Santiago de Chile	✓	✓	✓	✓	✓	✓	✓
Radials 2, Spain	✓	✓	✓	✓	✓	✓	✓
Radial 3 / Radial 5, Spain	✓	✓	✓	✓	✓	✓	✓
Mid-Currituck Bridge PDA, North Carolina	✓					✓	✓
Finance: ACS							
South Fraser Perimeter Road, Vancouver, Canada	✓	✓	✓	✓	✓	✓	✓
Windsor Essex Parkway, Canada	✓	✓	✓	✓	✓	✓	✓
Construction: DRAGADOS							
M30 South Bypass Tunnel, Madrid, Spain	✓	✓	✓	✓	✓	✓	✓
Enlargement of the La Condamine Port, Monaco		✓					✓
Underground Interchange Puente Del Rey, Spain		✓					✓
Construction: FLATIRON							
Northwest Anthony Henday Drive (Edmonton Ring Road), Edmonton, Alberta, Canada		✓	✓				✓
I-90/I-93 Interchange, Boston, MA		✓	✓				✓
Washington Bypass, Washington, NC		✓	✓				✓
O & M: ACS							
M30 South Bypass Tunnel, Madrid, Spain	✓	✓	✓	✓	✓	✓	✓
The Fredericton-Moncton Highway, New Brunswick, Canada	✓	✓	✓	✓	✓	✓	✓
The Bidelan Highway, Spain	✓	✓	✓	✓	✓	✓	✓

	DEVELOPMENT	CONSTRUCTION	DESIGN	OPERATIONS	FINANCE	P3	MANAGEMENT
EXPERIENCE							
Design: MOFFATT & NICHOL							
Alameda Corridor, Los Angeles, CA		✓	✓		✓	✓	✓
I-80 San Francisco – Oakland Bay Bridge East Span Replacement, Oakland, CA			✓				
BART Transbay Tube Seismic Retrofit, San Francisco, CA			✓				
Design: ARCADIS							
High Speed Link Amsterdam-Paris – Oude Maas Tunnel, Dordtsche Kil Tunnel South of Rotterdam, The Netherlands			✓				
Second Coen Tunnel Capacity Extension Amsterdam, The Netherlands			✓				
Piet Hein Tunnel, Amsterdam, The Netherlands			✓				
Design: KIMLEY HORN & ASSOCIATES							
I-595 Corridor Improvements Project, Florida DOT, Broward County, FL			✓	✓		✓	✓
Metropolitan Washington Airports Authority HOT Lanes, Arlington and Dulles, VA			✓				
SR-710/Northlake Boulevard Interchange PD&E Study, Palm Beach County, FL			✓				

Experience as a Global Developer:

The projects highlighted in this section were developed under the described business model and demonstrate the effectiveness of the ACS Group as a Global Developer that is able to undertake complex infrastructure projects with a holistic approach that finds the right balance between Design and Construction, Financing and Operations and Maintenance. The selected projects are:

- I-595 Express Lanes in Florida
- Nouvelle Autoroute 30 in Montreal (Canada)
- Concessions Systems of Santiago de Chile (Chile)
- Radial 2 (Spain)
- Radial 3 / Radial 5 (Spain)
- Mid-Currituck Bridge PDA, North Carolina

In the six projects highlighted in this section, the concession arm of the ACS Group worked as the Lead of the Project, Equity Provider, and O & M Provider, while Dragados was the prime constructor/contractor. Each project featured has been broken down into sections to demonstrate our ability as a global developer in finance, design and construction, and operations and maintenance.

I-595 Express Lanes, Ft. Lauderdale, FL



DRAGADOS USA

Location: Broward County, FL

Type of Infrastructure:
Highway

Payment Mechanism:
Availability Payments

Date of award: October 24, 2008

Concession Period: 35-year
Operating since: July 31, 2009

Hand Back: 2044

Project Length: 10.5 miles

Investment of the project:
US\$1.7B

Equity: US\$208M

Bank Debt: US\$781M

TIFIA: \$608M

Basic Description:

Public Private Partnership to Design, Construct, Finance, Operate and Maintain a Project that is comprised of a 10.5 mile stretch of highway located in Broward County, consisting of the reconstruction, widening and resurfacing of the I-595 mainline as well as improvements to adjacent cross-roads, frontage roads and ramps from the I-75/Sawgrass Expressway interchange to the I-595/I-95 interchange. The Project also calls for the construction of new reversible express lanes in the I-595 median to be operated as managed lanes with variable tolls.



For the financing of the I-595 Corridor Improvement Project the financial structure that was put into place included an equity commitment of US\$208, which was 100% provided by ACSID. The debt structure consisted of a long term bank debt of US\$ 781 Million provided by 12 international banks combined with a TIFIA loan of US\$ 608 Million.

Financial Close was reached on March 3rd, 2009 despite the distressed financial situation.

The payment structure provided by FDOT included a combination of Final Acceptance Payments (FAP) and Maximum Availability Payments (MAP).

- FAP are linked to the accomplishment of seven milestones through the construction period, with a bonus to be paid if the Concessionaire reaches all the milestones within the period stated in the Concession Agreement.
- MAP are based on the Segments that are open and available to the public. It is measured through the Concessionaire's conformance to the Contract Documents, including the minimum operating and maintenance requirements. In case of non-compliance, there are formulas to reduce the payment.

In order to improve the value for money of the payments, the FDOT assumed a fixed indexation at a 3% rate for the 70% of the MAP, while the remaining 30% of MAP was indexed at CPI. ACSID's innovative experience and track record was necessary for the implementation of the indexed portion of the MAP. This atypical payment mechanism allowed a higher back ended repayment of the debt, and thus a more efficient financial structure for the benefit of the FDOT.



The design-build contract for this project is being managed by Dragados-USA as sole contractor with a scheduled completion date in 2014. Some features of this design-build PPP project are:

- Reconstruction, widening, milling and resurfacing of the I-595 and SR-84 roadways, and associated interchange modifications.
- Construction of three reversible Express Lanes in the I-595 median, serving express traffic to/from I-75 Sawgrass Expressway and to/from I-95 with a direct connection to the Florida Turnpike.
- Geometric improvements to the I-595/Florida Turnpike interchange and reconstruction of the Florida Turnpike mainline from Griffin Road to Peters Road to integrate the express lanes connection.
- Modification and construction of auxiliary lanes, braided ramps, crossroad bypasses and geometric improvements to eliminate operational deficiencies.
- Construction of major retaining structures in the water requiring coordination of construction with the U.S. Coast Guard, the Florida Department of Transportation, and environmental regulatory agencies.
- Installation of Intelligent Transportation System (ITS) elements for the Express Lanes and general purpose lanes along I-595, Florida Turnpike, SR-84, and entrance/exit ramps.

The major challenge with this project is the improvement of the existing high capacity corridor with a minor impact to a daily vehicle flow of 180,000.



We are responsible for carrying out the maintenance of all physical elements of the Project facility. The I-595 includes 7 interchanges with other major roadways and more than 60 structures that are biannually inspected. Our maintenance manual includes all those routine and major maintenance activities needed to ensure compliance with the requested condition rating. ACS ID is also responsible for operating the Traffic Management Center for the I595 Corridor 24/7. This includes the identification of traffic incidents, dispatch of services, police/fire interface, incident coordination, and reporting to the state-wide 511 system. ACS ID is responsible for responding to hundreds of incidents a month including accidents, roadway debris, disabled

vehicles, and abandoned vehicles. Road Rangers are dispatched within a contractual 15 minute response time and provide services such as gas, tire changing, and other small mechanical diagnostics.

ACS ID's public involvement requirements include meeting with the public, responding to customer concerns, providing up-to-date lane closure and construction updates, accepting resumes for employment, and other public involvement tasks.

Nouvelle Autoroute 30, Canada



DRAGADOS USA

Location: Montreal, Canada

Type of Infrastructure:
Highway

Payment Mechanism: 50% of construction costs during the Construction and a combination of availability payments and real toll during the Operations

Date of award: June 18, 2008

Concession Period: 35 years

Operating since: Under Construction

Hand Back: 2035

Project Length: 27 miles

Investment of the project:
US\$ 1.9B

Equity: US\$ 212M

Bank Debt: US\$1.5B

Basic Description: The highway starts at the junction of Highway A-20 and 540 in Vaudreuil-Dorion, and ends at the junction of the A-30 and Highway 138 in Châteauguay. The project reached financial close in September 2008 and will be open to traffic in 2012 with an expected AADT above 19,000 for this year, rising to 44,000 at the time of the hand back in 2044.



This project, as the one considered in the Conceptual Proposal a combination of toll revenues and public sector payments in the form of construction grants and availability payments. In the structuring of the financial solution, ACS Group was able to form a club deal of 13 international banks.



solution, ACS Group was able to form a club deal of 13 international banks.

The A-30 project has been notorious for its innovative financial structure and multiple awards it received, which include the “Deal of the Year 2008” by Project Finance Magazine, “Project Finance Gold Award 2008” by the Canadian Council for Public Private Partnerships, and “North American P3 Deal of the Year” for 2008 by Euromoney’s Project Finance Magazine.

The financial strength of the ACS Group was illustrated by this project. Financial Close of the A-30 was achieved on September 25, 2008, 10 days after the Lehman Brother bankruptcy.

The financial structure included Equity, a Construction Bridge Loan, repaid by milestone payments during construction, and a Senior Debt repaid with the revenues from a combination of availability payments and toll revenues.

The Construction Bridge Facility is a 5-year revolving loan amounting to US\$ 263M. The Senior debt has a maturity of 30 years and is in the amount of US\$ 1.5B; this will be available to pay for costs during the construction period, and will be repaid from the Construction Payments to be received from Ministère des Transports du Quebec (MTQ) The Equity contribution is of US \$212.



As part of the Construction works of Dragados, along the 26.1 miles, there are 31 structures that include two long bridges over the Saint Lawrence River and the Beauharnais Canal and a tunnel under the Soulange Canal.

The bridge over the Beauharnais Canal spans 1.55 miles and is the most challenging structure of the project as it is being constructed from the water utilizing marine equipment. The western section of the bridge is designed with 2000 mm NBET concrete precast beams 147 ft long, precast slabs and the foundation is constructed utilizing steel driven piles. The central span of 492 ft crosses the seaway connecting the Atlantic Ocean with the Great Lakes. As a result of this, the Eastern section of the bridge is designed with two steel box girders, (one per deck) pushed 4,920 ft from the East abutment to pier 26. The Saint Lawrence Bridge spans 1.12 miles in length with similar precast beams and precast slabs. For its construction, a peninsula is filled in the river, except for six spans in the middle, in which the substructure is made from the water and the beams are placed with a launching girder.

The tunnel under the Soulange Canal is 295 ft long. For this construction the canal has to be cut with temporary dams which are removed after construction. The main difficulty is the poor quality of the soil and the water level which affects the design and makes necessary the use of anchored sheet piles for the excavation. There is another launched box girder of more than 820 ft over the Saint Louise River and two other viaducts each 790 ft in length over the Chateauguay and Saint Louis Rivers; one with steel beams and the other with precast concrete beams. There are more than 900 precast beams in total.



Responsibility for the operations and maintenance of the “Existing Infrastructure,” which in summary consists of all those existing roads and highways included in the right of way that will at some point in time be affected by the construction works.

Once construction is finished responsibilities will include, the monitoring of the network, (both on site and from the control room), emergency and incident response, routine maintenance of all the infrastructure and systems, major maintenance, including major pavement and bridge rehabilitation and the deployment of ITS and tolling equipment and systems, control and tolling management, and winter maintenance.

These services are measured by the Ministere du Transports de Quebec (MTQ) against established safety and performance specifications and indicators. After 9 months of performance no instances of non compliance have been determined.

The Project includes major bridges and a cut and cover tunnel. We will develop a specific structures management system to manage maintenance of these elements. Routine maintenance of existing infrastructure during construction takes a significant coordination effort between the MTQ and the developer.

Toll Operations

The ACS Group has worked together in many privatization projects worldwide, in which they have successfully designed, constructed and managed electronic toll collection (ETC) systems. As a consequence of this broad experience achieved over time, ACS Group has developed a unique know-how in integrating different toll collection and transportation technologies, either proprietary or standardized, and enabling a fully interoperable operation. This allows us to guarantee our expertise in a context which is virtually independent from any specific technological supplier.

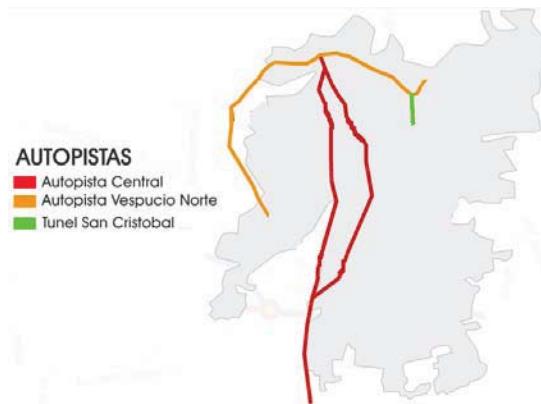
The project of Autoroute 30 in Montreal constitutes a current example of this systems integration and technology independence, all within a maritime environment. For the A30 project the ACS Group will integrate Electronic Toll Collection and typical road transportation systems with marine location systems for detection and sea-land communications.

The ACS Group has considerable experience in successfully managing relationships with interoperability bodies such as E-ZPass or even Banking institutions (ETC projects in Spain). Such experience stems from mature business processes, mature technology application and experienced engineers.

For Autoroute 30, the ACS Group plans to implement a toll system based on a new standard from the OMNIAIR Consortium (An organization for standardization of financial transactions and roadside equipment for the tolling industry, <http://www.omnair.org>) which reflects again our commitment to innovation and interoperability. The ACS Group has been involved in the development of the Concept Operations Committee of the OMNIAIR organization as an executive member, and plans to have an active role in this organization in the future years.

Concession Systems of Santiago de Chile, Chile

ACS has contributed to the development of the New Highway System in Santiago de Chile through the Financing, Design, Build, Operations and Maintenance of three of the major Projects with an aggregate level of investment of over 2 billion USD (ACS through IRIDIUM has had more than 45% equity in all of the contracts). The three projects were procured under separate concession agreements and developed by Iridium. Together the projects create a system for the Chilean Highway, that ACS has operated simultaneously providing the optimal use of synergies within the company and service providers. Below we have described the various aspects of each individual concession. The three concession systems combined require the careful integration of activities and the ability to share certain resources and information.



Autopista Central

Location: Santiago de Chile

Type of Infrastructure:
Highway

Payment Mechanism: Free Flow Toll Road

Date of award: 1st Jan, 2001

Concession Period: 30 years

Operating since: 2006

Hand Back: 2031

Project Length: 39 miles

Equity: USD115M

Senior Debt: USD683M

Subordinated Debt: USD202M

Partnership Levels: 48% Iridium (Iridium sold its stake in this project in 2008).

Basic Description: This project included the design, construction, financing, operation and maintenance of the North - South System in Santiago de Chile. The project comprises two highway legs, the 25-mile North-South axis, and the 14-mile General Velasquez.



This project was financed with Wrapped Bonds with MBIA as the Guarantor. Part of the bond was issued in local currency and the other in USD. Given that revenues are collected in local currency it was necessary to close a cross currency swap to fully mitigate currency risk. Prior to the issuance of the bond, a bridge financing was used. Iridium provided 48% of the \$317 M in the form of equity \$115 M, and shareholders' subordinated debt of \$202 M.



In order to improve the leverage capacity of the project and cover ramp-up traffic risk during early years of operations, ACS structured a Contingent Equity LoC of \$97 M to support the ramp up of operations. Backed by ACS's balance sheet, the project was able to obtain investment grade by Moody's and S&P.

This project included technically complex construction works in big urban areas (Santiago) and included traffic management and the innovative technology of the open road tolling, as the HRBT project presented in this conceptual proposal. Despite these challenges, ACS Group succeeded reaching financial close and obtaining an investment grade rating.

This is the first project where the issuance of the Bond in the Chilean market was done simultaneously in Chile and in New York. This was the biggest infrastructure deal closed in Chile achieving investment grade. The project was awarded as the “Best Project Finance Deal of the Year” in 2003 by the Latin Finance magazine. As a means of eliminating the currency risk, a Cross Currency Swap was closed in 2005 for the term of the debt, being a paramount transaction in the local derivative market, with a notional amount of \$544 M, making a perfect match of principal and interests.

Construction of this 37.2-mile, six-lane toll highway on the alignment of existing National Route 5, including new highway, bridges, viaducts, drainage structures, toll structures and facilities, two-lane service roads in each direction, and connections to the local roads network was developed by Dragados. The General Velásquez section, constructed as a four-lane separated highway, will be widened to three lanes in each direction within ten years. The project also included the construction of 81 new overpasses and underpasses to facilitate the connection between the west/east parts of the city, 25 pedestrian new pedestrian crossings, and three bridge crossings over the Mapocho River, one of them a 2,460-ft long multi-span, pre-cast concrete girder bridge with multi-span access viaducts. In addition, the project included the rehabilitation of all existing bridges and road connections, construction of emergency areas, road security, lightning, landscaping, etc.

The main challenge was to construct a major highway under traffic on the blueprint of an existing highway servicing over 140,000 vehicles per day. The Santiago Central Highway is the first toll facility in S. America and the third in the world to feature a free flow system.

This project is a clear example of both new construction and existing roadway improvement along with operations and maintenances of a fundamental artery with the goal of ensuring maximum mobility. During the last two years of the construction period, operations and maintenance were performed at the same time as construction, requiring responsible interaction between O & M and Construction contractors. Maintenance requirements included assets similar to the proposed HRBT Project including tunnels, walls, and major structures.

Emergency support, traffic and Road Safety Management in this context are as challenging as it will be in the HRBT. The Autopista Central has developed Procedures and Protocols for the delivery of these services that have become a model for all our concessions. Detection, communication, notification and contingency plans describe all the actions to be taken by the control room and the first responders depending on the incident level and its location. The guiding objective is the maintenance of traffic under normal conditions maximizing safety standards. To achieve this goal, we have established the necessary organization, activities and responsibilities of the various stakeholders (internal and external) which we coordinate in order to provide the conditions necessary to maintain a free and safe flow of traffic on the Highway. Analysis of records and statistics of traffic incidents are used to establish performance levels

through various indicators. Indexes are calculated and reported monthly and appropriate actions taken if needed. Consequences of incidents on traffic flow and roadway condition are also considered for future remedy actions.

Vespucio Norte Express

Location: Chile

Type of Infrastructure: Toll Road

Payment Mechanism: Real Toll (free flow)

Date of award: May 23th, 2002

Operating since: 2005

Concession Period: 30 years

Hand Back: 2032

Project Length: 18 miles

Investment of the project:

\$827M

Equity: \$ 91M

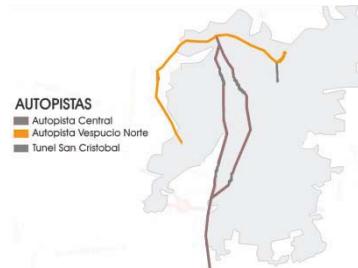
Bonds: \$ 572M

Shareholders Loan: \$ 103M

Partnership Levels: 46.48% Iridium

Basic Description:

Construction of an 18-mile long highway with 3 express lanes per direction and frontage roads on both sides; the construction or improvement of 17 grade separated intersections, 25 pedestrian footbridges, new parks and green areas, 15 gantries for electronic tolling; and the design and implementation of the ORT.



This project has been a complex one involving construction works in a very densely populated urban area (Santiago, Chile) applying complex traffic management schemes, and implementing an ORT system for toll collection.

This is the largest issuance of bonds in the local market and received investment grade with a monoline wrap, which was 86% oversubscribed. It holds an investment grade from Moody's. The project was named the "Best Project Finance Deal of the Year" in 2004 by the Latin Finance magazine, and is still an international reference of urban real toll project finance.

Dragados was the lead contractor for the construction of the Américo Vespucio Highway, a major component of the Santiago metropolitan regulatory plan, which objective was to significantly improve the city's urban transportation system. The project consists of an 18-mile long, six-lane, separated toll road with a 62 mph design speed that included the construction of 15.8 miles of side and connection roads, 4 major pre-cast concrete girder bridges, 20 overpasses and interchanges, 28 pedestrian bridges, 22 traffic and weather conditions electronic information panels.

The construction of this toll road increased the capacity of the Américo Vespucio Beltway, improved connectivity between the northeast and south-west sections of the city, reduced traffic congestion and trip time by 40%, number of accidents, and environmental contamination, added green areas, improved landscaping, and stimulated urban, industrial and real estate development in the area, and created 1,200 jobs per month during construction.

TV cameras, SOS emergency telephones, traffic barriers, signage, lighting, and the inclusion of user-related services such as patrolling, tow trucks, ambulances, paramedic personnel, first aid, road assistance services, increased road security and traffic management.

The main challenge was to construct a new, modern, and state-of-the-art toll road facility on the blueprint of an existing road while maintaining the road open to a 100,000 vehicles-per-day traffic at all times. As a mandatory requirement from the Owner, the concessionaire developed an environmental management plan aimed at reducing environmental impacts from construction activities.

Maintenance and Rehabilitation on the Vespuco Norte portion of the system is similar to that of the HRBT project. The concessionaire is responsible for the maintenance and rehabilitation of all the infrastructures in the Project including structures, pavements, drainage system, marking, signs, traffic safety elements, landscaping, etc.

Much like the HRBT project, one of the main problems was to construct a road over an existing one and to continue with its operability. Traffic detours were implemented, including development and approval of deviation projects, remodeling traffic light intersections, pavements detours, road pavement affected by Works and green areas recovery. Also, other services affected had to be properly managed in order to continue providing services such as, phone communications, electricity and lighting, traffic lights, drinking water, sewage, irrigation channels, gas pipeline and pipelines, among others.

Much like the approach taken in the initial evaluation of the HRBT project, in order to evaluate the Rehabilitation work, a life cycle approach in evaluating the design options for both the roadway and structures on the project was taken. The goal was to strike a balance between the initial construction cost and the long term maintenance and rehabilitation costs. Major maintenance activities for this project consist of both periodic maintenance and rehabilitation. Periodic maintenance will be undertaken as a holding or preventative measure to extend the life of an asset prior to rehabilitation or replacement.

San Cristobal Tunnel

Location: Chile

Type of Infrastructure: Limited Access Urban Highway

Payment Mechanism: Real Toll (free flow)

Date of award: 10/29/2004

Concession Period: 30

Operating since: 2008

Hand Back: 2035

Project Length: 2 miles

Investment of the project: 120 M\$

Basic Description: The system consists of two parallel tunnels (and the corresponding accesses) with two lanes per direction that connect the Vespuco Norte Highway with a major metropolitan area.



The San Cristobal Tunnel project connects the north of Santiago de Chile with Providencia and Las Condes. Dragados was the lead contractor for the construction of this new 2.5 mile dual two lane highway.

The project was built through a design-build contract with the Consortium San Cristobal Express (with Iridium as

managing partner) and was opened to traffic in 2008.

The scope of work includes the construction of two parallel 5,900 ft tunnels through the San Cristobal Hill. Both tunnels feature state-of-the-art safety equipment such as emergency vehicles and telephones, cranes, CCV system, an electronic system for monitoring traffic (SCADA), accident surveillance and evacuation service roads.

The San Cristobal Tunnel is also linked to the Vespucio Highway in a network that operates under the ORT toll system by means of transponder known as Televia.

One innovative feature was the Active Structural Design program (DEA) that allows verifying soil characteristics and settlements in order to choose the appropriate support. This proactive approach was responsible for increasing precision and production rates and minimizing risks.

The project also prides itself in having a noise monitoring and mitigating program and several mitigation measures to reduce the impact of the project on the neighboring Metropolitan Park, in accordance with the Environmental Plan.

Like the other Chile projects, the scope of Operations and Maintenance includes maintenance and rehabilitation of all the infrastructures in the Project, including tunnels, structures, pavements, drainage system, marks, signs, traffic safety elements, landscaping, etc.

To guarantee safety for the tunnel users as well as maximizing availability and reliability, the tunnel includes a state of the art Traffic Surveillance and Control System (TSCS) that monitors and controls components such as CCTV, Dynamic Message Signs, Lane Use Signals, Vehicle Sensor Systems, Overheight Vehicle Detectors, an Automatic Incident Detection System, Portal Closure Traffic Signals, and Automatic Traffic Control Gates. Electrical and Mechanical equipment monitored by a SCADA system have also been installed, comprised of an Electrical Distribution System (primary, secondary and emergency), Lighting, Air Quality Monitoring, Ventilation, Heat Detection Fire Suppression, Drainage and Intrusion Detection System.

For Traffic Management and Incident Response the highway relies on state of the art equipment fully devoted to the safety of the users and our own staff. This includes cameras for video surveillance and monitoring, emergency phones and dynamic message signs all operated from a 24/7 traffic management center. In addition, our incident response team counts on patrolling and incident response dedicated vehicles, specialized incident response vehicles, ambulances and light and heavy tow trucks, all of which ensure an immediate and effective response to any incident or accident.

ACS Group experience in Toll Operations

Toll Operations in Chile

The ACS Group has worked together and developed numerous concession projects which involve toll operations and road managing with support from Intelligent Transportation Systems.

As proved by our undertakings in Chile, HRMG has a rather unique experience in the development and operation of Open Road Tolling systems (ORT) in both urban environments and long and congested corridors such as the HRBT Project.

We are worldwide pioneers in the deployment of tolling systems, ORT in particular, and ITS. The ACS Group is one of the few groups of companies at a global level to be active in the ORT arena right from the beginning, pre-qualifying and submitting firm offers for the majority of these projects which have been offered to tender since mid-1990s.

Before being awarded our first ORT project, in the last decade we had already pre-qualified and presented firm tenders for the ETR 407 project in the city of Toronto, Canada, and for the Cross Israel Highway project in Israel.

However, it was not until 2000 that we were awarded our first ORT Concession in the city of Santiago de Chile. This concession was subsequently followed by a further two concessions based on the same ORT model. These three concessions form part of the new Chilean Highway System; the Central Highway (in operation since Dec 2004), the Americo Vespuco Norte Highway (in operation since January 2006) and the San Cristobal Tunnel (in operation since 2008).

Interoperability and experience with a variable pricing model in Chile

ACS experience in managing a variable pricing model for determining tolls, as proposed in this Project, has been gained in the projects of Chile, which constitutes a highly relevant endorsement of the company's capability to handle complex high-volume transactions at a world-class standard.

ACS concern for congestion management follows our experience in our Chilean ORT concessions, where the authority decided to peg the Toll level to the average speed in the lanes as a way to reduce congestion in an urban environment.

This work has offered us a clear vision of the different variables, risks and elements to be considered when designing a tariff system linked to a managed lanes services contract.

As a result of our experience with interoperability, the ACS Group assumed an important role as coordinator of the design work for the a single operator scheme which the various partners of the ORT urban concessions in Santiago de Chile carried out in 2001 and 2002. As a result, the company Tag-Red was created with the participation of Iridium (ACS ID's parent company).

Radial 2, Spain



Location: Spain

Type of Infrastructure: Road

Payment Mechanism: Real Toll

Date of award: November 4th, 2000

Concession Period: 28 years

Hand Back: 2028

Length: 50-mile

Operating since: October 2003

Investment of the project

\$696M

Equity: \$104M

Senior Debt: \$591M Basic

Basic Description: This project involves the Design, Build, Finance, Operations and Maintenance of two highways that are a part of Madrid's main road network. The R-2 is a 39-mile highway that provides an alternative route to state highway A-2 Madrid - Guadalajara. It shares 3.25 miles with an 11-mile segment of the M-50, a free ring road located in the Madrid urban area.



This partially-urban real toll project has been financed with an innovative structure that included the creation of a Holding Company which



received the equity from the sponsors and the bank debt, and provides the funds to the Concessionaire SPV in the form of Equity. The senior debt at Holding level is repaid with the dividends distributed by the Concessionaire, and was provided by a syndicate in which Caja Madrid, BBVA and Banesto were MLA and Bookrunners.

The relevant experience Iridium gained on this project includes the structuring of a complex financial and corporate structure focused on the optimization of a real-toll project, through some of the densely populated urban areas in the Madrid metropolitan area. Iridium has benefited from this project by acquiring incomparable experience constructing complex structures; managing a real toll project in a urban area and securing a large financing long term bank debt for a project of this nature and complexity.



The Madrid-Guadalajara R-2 Toll Road and M-50 By-Pass in Spain was built through a **design-build contract** with the concessionaire HENARSA, led by Iridium, parent company of ACS ID. Dragados was a 50% shareholder and lead partner in the design-build joint venture. This \$451 million contract was awarded in September 2001 and completed in December 2003.

The Madrid-Guadalajara Radial 2 (R-2) toll highway and the M-50 by-pass were built to alleviate existing traffic congestion at the A-2 highway and between the A-1 and the A-2 national roads. The 50.3-mile toll facility is a four-lane separated highway. The project included construction of

the R-2 toll facility, and road connections to Ajalvir, M-100, Meco-Azuqueca, N-320, the Guadalajara Industrial area, and Taracena (the connection to the A-2 national road), the A-1 bypass, Jarama, Radial 2, the North-South Axis, and all affected secondary roads.

A major challenge was the tight construction schedule that required continuous interaction among the construction teams of the different sections and the concessionaire's toll system's project manager in order to construct all toll system-related civil work and allow the installation of toll systems under the project's fast-track schedule.

The scope of work included the construction of 82 bridge and viaduct structures, and 23 underpasses, and the development of safety and environmental plans.

This project also implemented, for the first time in Spain, a vehicle-mounted transponder based ETC system. This user-friendly system reduces the Concessionaire's operation costs, and increases security levels. Closed circuit TV with audio communication, trunk communications network and integrated maintenance management systems were installed, coordinated, and integrated into the concessionaire's toll system Master Control Center for Traffic Management.



In relation to Maintenance Standards, the Concessionaire is obligated to keep the asset in the required condition for the traffic, and to proceed with the periodic repair or renewal of those elements that are deteriorated due to continuous use or time. The Ministry's representative carries out periodic inspections and based on the results of those inspections prepares a report about the condition of the different elements in the highway. This Report is the basis for the renewal, replacement and refurbishment plan.

All the inspections, routine and major maintenance works, as well as the corresponding procedures are defined in the Maintenance Manual which develops the Technical Proposal submitted in the Bid Phase. The Manual includes the definition of all the equipment and facilities that are necessary to carry out these tasks.

The Maintenance and Operations Area serving the R-2 Toll Motorway is located in Alcala, midway between Madrid and Guadalajara. The Control Center has been provided with all human, technical and material resources needed to respond to any incident on the highway, 24 hours a day, 365 days of the year.

Assistance to motorists is facilitated through emergency posts located approximately every 2 km that allow stranded motorists to immediately communicate with the Control Center where assistance is delivered to the exact location.

Traffic Management also relies on other equipment, such as the 21 Variable Message Signs, (VMS) to provide useful information to the motorists, there are also 33 CCTV PTZ cameras to monitor conditions in the highway, 8 vehicle detection and counting systems and 3 meteorological stations that help to keep users informed about weather conditions. All the

equipment is connected to the Control Center where information is gathered and distributed according to traffic management, safety and user information protocols.

Radial 3/Radial 5, Spain



DRAGADOS USA

Location: Spain

Type of Infrastructure:
Highway

Payment Mechanism: Real
Toll

Date of award: September
24th, 1999

Concession Period: 50 years

Operationssince: June 2004

Hand Back: 2049

Project Length: 58 miles

Investment of the project:
\$1.1 B

Equity: \$327M

Operating since: 2003

EIB: \$340M

Long Term bank debt: \$481 M

Basic Description: This project involves the Design, Build, Finance, Operation and Maintenance of two highways that are a part of Madrid's main road network: the R-3 motorway from Madrid to Arganda del Rey and the R-5 from Madrid to Navalcarnero.



This Urban Real Toll project has been financed with an innovative structure that includes the creation of a Holding Company which receives the equity from the Sponsors and the bank debt, and injects the funds to the Concessionaire SPV in the form of equity and subordinated debt. The Holding debt was provided by European Investment Bank, Caja Madrid, ICO and ING.

The relevant experience the ACS Group gained on this project includes the structuring of a complex financial and corporate structure focused on the optimization of an urban real toll project.



Dragados was a 50% shareholder in the design-build Joint Venture. The design-build project was divided into three contracts:

a) The 21.1 mile R-3 Toll Highway, a 6-lane, separated highway. The project included 5 interchanges, 26 overpasses, 25 underpasses, one pushed-box tunnel, and 3 pre-cast concrete girder and steel girder viaducts: a 1,115.5-ft long structure over the Vicalvaro Railway Station, a 4,626-ft long structure over the Jarama River, and a 1,995-ft long structure over the Pantueña River.

b) The 19.2 mile R-5 Toll Highway, with a typical section similar to that above, featured 8 interchanges and 3 large pre-cast concrete girder viaducts: a 1,312-ft long structure over

Butarque Park and the M-411 road, a 919-ft long structure over the M-413 road, and a 1,148-ft. long structure over the Guadarrama River.

c) The M-50 Bypass Road. This 18.2 mile section of non-toll road is a 4-lane highway and included 16 interchanges, 41 overpasses, 9 underpasses, 2 cut-and-cover tunnels, and 3 large pre-cast concrete girder viaducts: 1,280-ft, 453-ft, and 387-ft long.

The construction of these 3 highways resulted in substantial reduction in traffic congestion for suburban areas of Madrid.

One of the more relevant construction challenges was the poor existing area ground conditions which dictated the use of improved poor quality soils for embankment construction, addition of rock-fill sections, dynamic compaction, lime stabilization, mortar columns, wick drains, and ground substitution.

Prefab and cast-in-place concrete box beams were used for small structures; prefab double T concrete girders and steel girders were used for the Jarama River viaduct; a pushed box tunnel with a center pile support was used on the Leganés - Fuenlabrada C5 rail line for the Valdepastores Tunnel to facilitate the river crossing effort; and two vaults were constructed for the 1,640-ft. long Boadilla Tunnel.

The following systems were also installed during construction and integrated into the overall coordination system at the concessionaire's control center: Traffic management, CCTV, Audio Communications, Fleet management (using GPS to locate the maintenance vehicles), Trunk communications network and state-of-the-art toll collection systems with automatic readers for credit cards and a transponder-based moving traffic tolling system.

The complexity of the project required coordination of construction with the Developer, which was also the operator of the toll facility, and the development of safety and environmental plans.



O & M requirements for the Radial 3 are the same as Radial 2. In relation to Maintenance Standards, the Concessionaire is obligated to keep the asset in the required condition for the traffic, and to proceed with the periodic repair or renewal of those elements that are deteriorated due to continuous use or time. The Ministry's representative carries out periodic inspections and based on the results of those inspections prepares a report about the condition of the different elements in the highway. This Report is the basis for the renewal, replacement and refurbishment plan.

Mid-Currituck Bridge PDA, North Carolina



DRAGADOS USA

Location: Currituck, NC

Type of Infrastructure:
Tollroad

Project Cost: \$660 M

Payment Mechanism: Tolls

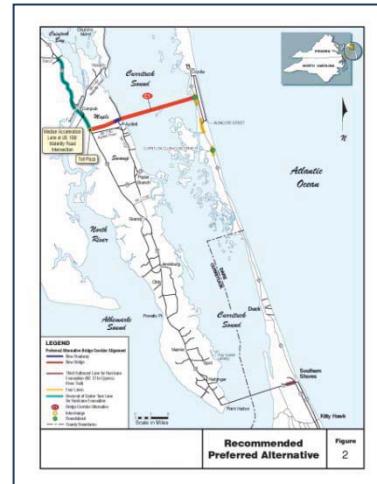
Date of award: Dec 2008

Concession Period: PDA signed in April 2009. PDA under current development

ACS Infrastructure Development is working on a Pre-Development Agreement ("PDA") with the North Carolina Turnpike Authority ("NCTA") for the development of the Mid-Currituck Bridge Project located in northeastern North Carolina.

The Mid-Currituck Bridge Project is a 7 mile project which

will connect the NC mainland with the Outer Banks. The project includes a 5 mile bridge over the Currituck Sound.



The PDA optimizes the effort to be made along the different phases of the project. The PDA identifies two different stages: 1) previous to the environmental approval & previous to the preliminary financial feasibility assessment and 2) post- environmental approval and positive evaluation of the preliminary feasibility assessment.

- First stage focuses on getting the NEPA approval and analyzes the preliminary feasibility of the project. During this stage the PDA delivers all the work which allows the Authority to negotiate and sign a concession contract in six months after the ROD.
- Second stage after the ROD. The NCTA and ACS ID will be able to determine whether the project is feasible and make the decision of moving forward.
- The Authority and ACS ID will be able to close the deal in six months after the ROD.

ACSID is working with the NCTA on the final definition of the project, undertaking a feasibility study of the project, and is supporting the NCTA in the achievement of the Environmental ROD. At the end of Phase 1A, the "Financial Feasibility Assessment" shall be made.

ACSID will undertake the works needed to sign the concession contract with the NCTA to finance, design, construct, and operate & maintain the Project. During Phase 1B of the project, NCTA and ACSID will negotiate the Concession Agreement

At this moment ACSID is working on the Phase 1A of the project:

- ACSID is working on the Traffic and Revenue study which is expected to be completed during 1st Q of 2011.
- Different design alternatives proposed by ACSID are being assessed in order to define a solution which ensures the feasibility of the project.
- The final feasibility assessment of the project is expected following issuance of ROD.

Experience in Financing:

The following projects provide additional evidence of ACS Groups experience and ability in financing. The selected projects are:

- South Fraser Perimeter Road, Vancouver
- Windsor Essex Parkway, Canada

South Fraser Perimeter Road, Vancouver CA



Location: Vancouver, CA
Type of Facility: highway
Date of award: May 2010
Concession Period: 20 years
Project Length: 34km
Status: in construction
Payment Mechanism:
 Availability Payment
Type of Project: DBFOM
Size: \$ 774 M
Capital Cost: \$ 200 M
Equity: \$32M **Bank Debt:** \$168M

Basic Description:

Concession contract for financing, construction, operation and maintenance of the South Fraser motorway in the Province of British Columbia in Canada.



The project is to commence at the junction of Highway 17 and Deltaport Way in direction of the industrial zones of the city Delta, following the River Fraser and then bordering the residential areas of Surrey and ending at the junction with the new Golden Ears Bridge. This route will connect Highways 17, 1, 91 and 99 and will be the only east-west link communicating the port installations, the industrial areas and the suburban zones of south Vancouver, in addition to ensuring an efficient connection with regional and national networks. This is a new motorway, 24 miles long to the south

of Vancouver.

The project was funded using a long-term bank financing facility, Federal and Provincial Milestone Payments, as well as Availability Payments. The total amount of debt raised by the Concessionaire was as follows;

- Senior Term Facility (\$ 168 MM): 23-year long-term debt issued with a five-year grace period for debt principal repayments and capitalized interests during construction.
- Equity Bridge (\$ 23 MM): 4 year Bank debt at sponsor level to be contributed at Financial Close

An interest rate swap hedge CDOR 1 month or 3 months was arranged to cover 100% of the Senior Debt during construction and operation periods together with an interest swap hedge to cover 100% of the Equity Bridge during construction. A percentage of the Equity contributed into the project was provided as cash and deposited into escrow accounts as of Financial Close.

Even though the Private contributions were capped at \$ 200M, the financial structure has been recognized as one of the most innovative and efficient financial structures in the 2010 market receiving the “Award of Merit for Project Financing” from the Canadian Council for Public-Private Partnerships, CCP3.

The leverage of around 15% of equity shows first the commitment of the sponsor and second the high degree of competitiveness transferred to the client. The other funds are coming from the Provincial and Federal Milestone Payments to fund up to a cap of the Eligible Project Costs.

The Equity Bridge Facility has been considered one of the most relevant achievements in the South Fraser financing structure. After a several year period in which banks would not finance

such facility, the ACS Group arranged a \$23M facility provided by Caixanova and Santander. The implementation of the Equity Bridge allowed us to postpone the shareholders funding of the project and was a key factor for the competitiveness of the financial structure at bid stage.

The Indexed part of the Availability Payments is calculated in order to match the O&M costs, which creates optimal inflation swap.

Two aspects of this project demonstrate the ACS Group's capability to arrange and secure financing for large projects under severe market conditions, and the innovations included in our financial plan to create the best value offer for our clients:

Development of the financing structure: Due to the uncertain conditions in the market and its volatility, The ACS Group developed two different financing structures in parallel during the bid process up to the very end: bank financing and bonds. In order to create a more efficient process including different and opposed parties, with a common goal, ACS Group chose the final structure based on the market situation, informed the parties and defined the club deal members. This way ACS Group reached fully committed financing at the bid stage. This, together with the fact that the Financing contracts were not just a Head of Terms, but a complete and fully negotiated contracts, helped to mitigate execution risk once awarded.

To ensure competitive and committed financing for the transaction, ACS Group team worked with ten financial institutions, of which five were selected as MLAs. This permitted a successful financial transaction close within three months of award. The final MLAs for the Senior Debt were Santander, Unicredit, Societe Generale, Credit Agricole and ING. In the past, the usual approach would have been to secure financial close with the Primary MLAs and to launch syndication afterwards. Considering uncertain market conditions, the number of MLAs involved in this transaction demonstrates the strong faith the financial markets have in ACS Group's capability to finance P3 transactions.

Financial innovations transferred to the client: In order to increase the value of the transaction for the Province, and although the project was secured with a 23-year term financing, the Concessionaire factored into the financial model a refinancing of the Senior Term Facility. The benefits of such refinancing assumption were partly transferred to the client through a more competitive proposal.

Another innovative feature was the lead of ACS Group in the adjustment of the indexed portion of the availability payments to match OMR costs. This change in the documentation provided a perfect hedge to inflation, thus improving the value for money of the project.

Windsor Essex Parkway, Canada



Location: Ontario, Canada

Type of Infrastructure:
Highway

Payment Mechanism:
Availability Payment

Date of Award: November 5th, 2010

Date of Financial Close:
December 15th, 2010

Operating Since: Construction to begin 2011

Percentage of Completion:
0%

Concession Period: 3.75+30 years

Hand Back: 2045

Project Length: 6.8 miles

Project Investment: US\$1.2B

Contingent Equity for construction: LC US\$79M

Equity: US\$42M

Short Term Debt: US\$923M

Basic Description:

Concession contract for financing, design, construction, operation and maintenance of the Windsor Essex Parkway in Ontario, Canada.



This new 6.8 mile stretch of highway, with three lanes in each direction, will go through tunnels part of the way, enhancing the air quality by avoiding crossing the roads in the zone and allowing a continuous flow of traffic. Likewise, noise emissions will be significantly reduced and new leisure opportunities will be available for residents in the area, including 12.4 miles of recreational paths. There are also plans to build a service road parallel to the main highway, municipal roads, junctions, and the most modern traffic management measures will be implemented.

Financial close was reached on December 15th, 2010, only 40 days after being named preferred proponent, with a club deal of 10 senior banks. The risk of fluctuations of the interest rate in the Senior Debt has been hedged with an Interest Rate Swap. There is also a Subordinated Bank debt loan of US\$ 41.2M, which assumes a corporate risk.

This loan has been also hedged against fluctuation on the Interest Rate. The total investment was US\$ 1205M. A contingent Equity LC has been posted at Financial Close to cover the construction period. Additionally US\$28.7M of Equity will flow into the project to repay the principal of the Subordinated Loan. It is foreseen that over 12,000 jobs will be created directly and indirectly, mostly within the Windsor Essex region.

Senior Debt will be provided in two separate tranches. US\$ 923M short term tranche, maturing September 2014, will finance construction. This debt will be repaid with substantial completion payments, equal to 85% of the project's construction costs, by the Government of Ontario. US\$ 161M long-term tranche, maturing in December 2041, will fund operational costs. This debt will be serviced with milestone payments from the government.

Windsor-Essex was able to create a large club deal of international banks and compete with the bond financing alternative. The competition among the two funding sources was a key element for the competitiveness of the proposal.

Experience in Construction

The following projects demonstrate Dragados USA and Flatiron experience and ability in construction. The selected projects are:

- M-30 South Bypass South Tunnel, Spain
- Enlargement of the La Condamine Port, Monaco
- Underground Interchange, Puente Del Rey, Madrid, Spain
- Northwest Anthony Henday Drive (Edmonton Ring Road), Edmonton, Alberta, Canada
- I-90/I-93 Interchange, Boston, MA
- Washington Bypass, Washington, NC

M-30 SOUTH BY PASS SOUTH TUNNEL, Spain

DRAGADOS USA

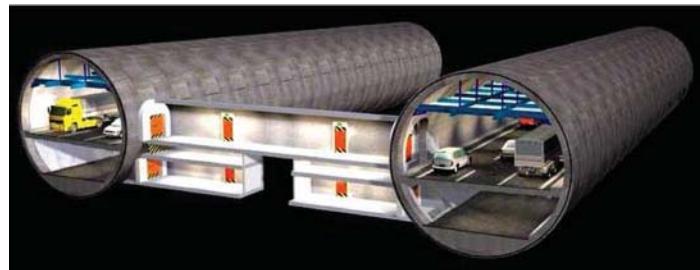
Location: Spain**Company Participation:** 50%**Current Status:** Complete**Project Cost:** \$644,359,758**Role and Responsibility of the Firm:** Lead Contractor

The Madrid M-30 Project demonstrates Dragados' success in safely completing double stacked highway tunnel construction projects in a highly congested urban environment using the largest diameter earth pressure balance (EPB) tunnel boring machine (TBM) in the world at the time. This 2.25-mile long, 49-foot-diameter twin tube, through complex geologic conditions, was bored beneath historic and urban residential and business areas with no discernable settlement to the

surface structures.

The project replaced an existing surface roadway that had many exits and entrances and numerous lane configurations that resulted in heavy traffic congestion and a high accident rate. The surface roadway also caused significant environmental impacts to the areas it traversed, including an increase in noise and air pollution in residential areas.

The tubes, one for each direction, included three lanes for both cars and trucks on the upper level and two emergency vehicle lanes on the lower level. Both tubes – the South Tunnel and the North Tunnel – are connected by eight cross passages located every 980 feet – five for pedestrians and three for vehicles.



The Dragados led joint venture was awarded the \$446 million South Tunnel excavation contract (another company was awarded the contract for the North Tunnel). The project had a 33-month schedule, beginning in September 2004. The TBM was manufactured in 17 months. During that period, large portals (131 feet wide, 328 feet long and 98 feet deep) were built at both ends of the project. Excavation of the South Tunnel started April 2006, using a temporary conveyor belt mucking system because the back-up length of the launching shaft did not allow for full assembly of the TBM.

For the tunnel's liner, a series of interlocking, bolted precast concrete rings were used. Each ring was comprised of nine segments, measuring 6.6 feet long and 23.6 inches thick, which were assembled on site by a segment erector in a universal ring configuration. The roadway concrete slab was originally designed as an in situ build slab, supported by two pillars and leaning against the cantilever structures. However, a more practical and faster construction system was later chosen for the tunnel. A 74-foot form allowed daily casting in place of the reinforced steel concrete cantilevers. The reinforced steel was placed in advance by independent scaffolding and mixer trucks supplied the concrete through the concrete slab where the concrete pump was placed, keeping the two tracks free for the TBM operation. A 660-foot-long, six-inch pipe pumped the concrete to the formwork. Neoprene pads were then installed, followed by the precast slabs which were towed from the portal by tractor and placed by forklift and a special device. Precast beams were 21 feet wide and the full operation was done from the upper level without interfering with the tunnel excavation. Dragados achieved a placement rate of 78.8 feet per day.



The total Madrid M-30 project was worth \$4.4 billion. The new tunnels were expected to save 14 million commute hours, resulting in fuel consumption savings of \$5.4 million per year. In addition, the new tunnel was expected to achieve a significant reduction of 35,000 tons of CO₂ and result in 400 fewer car accidents.

Moreover, the area near Manzanares River, which runs parallel to the M-30 on the western side of Madrid, was enhanced by better water quality and the recovery of green areas for the enjoyment of residents and visitors.

The cross section of the tunnel was divided into three zones: the upper zone for air ventilation, middle zone for the roadway, and the lower zone for emergency vehicle access. The tunnel is fully equipped with ventilation, lighting, control and communications, closed circuit television, and electronic systems for traffic and incident detection as well as access control.

The tunnel was constructed in a highly urbanized area and traversed, in large part, beneath the existing M-30 surface road making it difficult to install the numerous ventilation shafts typically required on a project of this magnitude. It was decided that large ventilation shafts would be constructed approximately every $\frac{3}{4}$ mile.

Additionally, the tunnel shaft fire/life safety and ventilation requirements dictated that the shafts' diameter be so large that it allowed for the vertical installation of all the necessary equipment, eliminating the need for any large underground chambers. Finally, polypropylene fibers were embedded in the concrete lining as an additional protection against fire in the tunnels.

Enlargement of the La Condamine Port, Monaco

DRAGADOS USA

Location: Monaco

Date of Work Performed:
2002

Company Participation: 35%

Current Status: Complete

Project Cost: \$74,486,954

Role and Responsibility of the Firm: Construction JV

Dragados led the consortium that built and installed the largest floating breakwater in the world in what is considered one of the greatest engineering achievements in marine construction of the past decades. The contract was awarded in June 1999 and completed in January 2002. The enlargement and modernization of Port Condamine in the Principality of Monaco has required innovative solutions as the prevailing geographical conditions prevented the use of more traditional methods.



An essential part of these works consisted of an enormous prestressed and reinforced concrete floating breakwater which is 1,157 ft long by 92 ft wide and 62 ft high which forms the main section of the new sea walls. The most important criteria used for the calculations are based on the tides and wave action. Scale models were used to determine the maximum displacement tolerances allowed.



The breakwater was built in the Bay of Algeciras (Spain) and was towed 700 miles across the Mediterranean Sea to Monaco. This operation took 15 days and required the latest weather information at all times. The 167,000 ton breakwater was then placed in its final location and connected to an abutment caisson pier by means of an 8.5 ft diameter ball and socket joint and is secured at the other end

by eight large chains attached to sunken piles set at depths between 164 and 262 ft. Alone the weight of these chains is over 1,000 tons.

It was constructed in a purpose-built dry dock of 1,378 x 262 x 65 ft and the front wall was excavated and dredged to allow the launching of the breakwater on the flooding of the dry dock and the floating of the dike.

The breakwater is designed as a structure with a double hull. The lower and side tanks were filled with the ballast required to reduce the bending moments and sink the dock to the correct depth (6,700 tons of solids and 40,200 tons of fresh water). Although the dock has a system to increase and reduce the amount of ballast, it has been designed so that it should not be necessary to use it except in exceptional circumstances for inspection or maintenance.

The caisson's bottom slab was constructed using a method especially designed to optimize the transmission of its longitudinal pre-stressing, reducing losses due to friction and guaranteeing the sub-pressure for loosening the caisson during its launch.

The first 630 ft of the structure is a four level car park with a capacity of 380 vehicles. The next 446 ft is used for storing cargo and small boats in a building with two stories, each approximately 20 ft high.

The wharf's surface area has all the complements for a cruise ship over 650 ft long. The 18 ft high crown wall structure houses the future marine station, as well as various walkways and streets. A lighthouse is located in the northern end.

UNDERGROUND INTERCHANGE PUENTE DEL REY, MADRID, SPAIN

DRAGADOS USA

Location: Spain

Company Participation: 35%

Current Status: Complete

Project Cost: \$636,123,850

Role and Responsibility of the Firm: Lead Contractor

Dragados was the lead contractor on the JV for the construction of this \$636 million project that involved burying underground an 8,680 ft section of the M-30 Beltway in Madrid adjacent to the Manzanares River (between the Paseo del Marques de Monistrol, the Puente de Segovia and the connecting ramp with the A-5/Avda de Portugal) with the highest standards of traffic management systems and upgrading the sewage system. The project was part of a master plan that allowed transforming adjacent areas to the river into green areas and public use space.



The main challenge was to construct a major highway under traffic on the blueprint of an existing highway servicing over 100,000 vehicles per day. The maintenance and protection of traffic required close coordination with local and state agencies.

The construction sequence to bury underground the main six lanes of the M-30 and to redesign all access ramps consisted of the following operations: slurry walls, building upper slab of top of slurry walls, excavating tunnels under slab, construction of intermediate level slab and finally roadways, finishes and tunnel systems.



The major operations included the following steps:

1. Burying underground the 3 northbound traffic lanes for a length of 4,593 ft with a new alignment under the left bank of the river.
2. Burying underground the 3 southbound traffic lanes under the existing footprint of the M-30 between the Paseo del Marques de Monistrol and the Puente de Segovia.
3. Construction of 8 underground connection ramps totaling in excess of 15,000 ft that replace the interchange on the surface.
4. Construction of 2 direct entrance and exit connectors for buses to the Principe Pio Bus Transit Station.

5. Replacement of the bank sewers throughout the length of the project, increasing capacity and building storm tanks on each side of the highway. Both actions prevent direct filtration to the river.
6. Installation of tunnel systems in the tunnels, including equipment for operations and safety, lighting, ventilation and state-of-the-art communications, signaling and traffic management systems, thus providing a safe and modern infrastructure.

Northwest Anthony Henday Drive (Edmonton Ring Road), Edmonton, Alberta



Location: Edmonton, Alberta
Date of Work Performed: 2008-2011
Company Participation: 66%
Current Status: Complete
Project Cost: \$995 M
Role and Responsibility of the Firm: Design/Build Management

Flatiron is managing the design-build team as part of the larger public-private partnership (P3) consortium NorthwestConnect for the **northwest portion of a new ring road** around the city of Edmonton, Alberta. The North Edmonton Ring Road, also called Northwest Anthony Henday Drive, is a new 21-kilometer (13-mile) section of highway with two and three lanes that extends from Anthony Henday Drive at Yellowhead Trail on the west side of Edmonton to Manning Drive Freeway in the north. The new



road has nine interchanges, four flyovers, and two crossings over railways. Some crossings have multiple structures, bringing the total number of bridges to 29. With a 66 percent share, Flatiron leads the joint venture. This is the third portion of the ring road to be commissioned by the Alberta government. Construction began in August 2008 and will be completed by November 2011. The project has received many industry awards, including the Alberta Ministry of Transportation, Technical Transportation Innovation Award, 2009.

I-90/I-93 Interchange, Boston, MA



Location: Boston, MA
Date of Work Performed: 1997-2003
Current Status: Complete
Project Cost: \$420 M
Role and Responsibility of the Firm: Flatiron led the construction engineering for the jacked-box tunnels and participated in all other aspects of the joint venture.

As a part of a joint venture, Flatiron reconstructed the intersection of **Interstate 93** and the eastern terminus of Interstate 90. This \$420 million, six-year undertaking was comprised of three different types of work: viaducts, boat sections, and tunnels. Three jacked-box tunnels were constructed under live railroad tracks and two miles of precast viaducts were built. The jacked box tunnels, completed in 1999, included the largest



tunnel of this type ever constructed. Flatiron jacked the three tunnels under live railroad tracks at Boston's busy South Station and implemented a process known as "ground freezing" to stabilize the soil. This process enabled trains to continue traveling on the tracks above the active tunnel construction, while Flatiron mined through the heavily obstructed soils under the railroad tracks. Flatiron installed over 1,200 pipes to circulate brine and freeze the soil mass. Flatiron also constructed 314,000 square feet of slurry walls, excavated 440,000 cubic yards of soil, installed 42,000 tons of reinforced steel, and relocated 24,000 linear feet of utilities.

Washington Bypass, Washington, NC



Location: Washington, NC

Date of Work Performed:
2006-2010

Current Status: Complete

Project Cost: \$192 M

Role and Responsibility of the Firm: Managed the joint venture

The North Carolina Department of Transportation commissioned the joint venture team led by Flatiron to design and build a new \$192 million 6.8-mile **Highway 17 Bypass around Washington** and Chocowinity, N.C.



The new bypass was completed eight months early and begins north of town, forking west from existing US 17. It curves south and crosses US 264 (a major east-west route carrying traffic to and from Raleigh) and the river. It curves east and crosses back over mainline US 17, and then under

NC 33. The project included construction of a three-mile bridge over the Pamlico-Tar River and environmentally sensitive wetlands. To ensure minimal disturbance to the surrounding environment, Flatiron developed innovative construction methods and utilized a patented variation of the top-down construction technique. This span-by-span construction method used the newly constructed permanent structure for personnel access and material deliveries. The process consisted of self-contained gantries capable of performing all tasks associated with the bridge construction, including driving the precast piles, building the bent caps, erecting the 120-foot-long precast girders and pouring the deck. All of these operations were performed without the use of temporary access trestles, thus significantly reducing environmental disturbances. This method required designing and manufacturing a specialized piece of equipment – a launching gantry designed and supplied by Deal of Italy with special pile driving equipment designed by Birmingham of Canada – never before used to actually drive pile from the cantilevered end of the gantry. Design and permitting occurred simultaneously over the first year, with construction beginning in February 2007 and lasting approximately three years. The project received many industry awards. Flatiron was the first ever contractor to be awarded Federal Highway Administration - Environmental Excellence Award for this project in 2009.

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Experience in Operations and Maintenance

The following projects demonstrate the experience and ability in O & M of the ACS Group. The selected projects are:

- M30 Motor Way, Madrid, Spain
- The Fredericton-Moncton Highway, New Brunswick, Canada
- The Bidelan Highway, Spain

M30 Motor Way, Madrid, Spain



Location: Spain

Type of Infrastructure: Urban Highway

AADT: 212,103

Payment Mechanism:
Availability

Date of Award: August 9, 2005

Concession Period: 35 years

Project Costs: \$408M

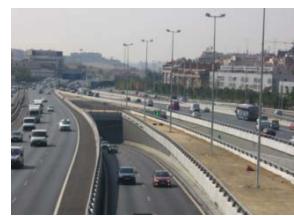
Real Situation: Operations

Hand Back Date: 2040

Project Length: 21 miles

Operating Since: 2007

The Madrid Calle 30 is one of ACS's 35 year concessions that involved the Design, Construction, and Maintenance of a 21 mile segment of the M-30, a beltway highway that is a part of Madrid's main road network. The highway has a minimum of 3 to 4 lanes in each direction and a maximum of 6. The roadway is located in a major metropolitan area and serves thru traffic into the city. In Sept. 2005, EMESA (An ACS subsidiary) signed an Operations, Maintenance and Rehabilitation contract with Madrid Calle 30 by which they receive an availability payment minus deductions for non-availability, which are related to its performance quality levels.



The Madrid Calle 30 is an urban highway with considerable traffic and a main artery for the city of Madrid. The roadway includes significant tunnel sections as well. The scope of O & M works includes management, technical services, incident

and emergency response, highway operations, safety management in tunnels, infrastructure maintenance and rehabilitation, and system maintenance and renewal. As operators, we are in charge of the maintenance of this complex and multiple type infrastructures, including tunnels and bridges. This task commands a well organized and optimized Maintenance Management System and experienced staff, both capable and able to adapt to different needs and situations, and to react with the efficiency that the users of such an important highway demand.

The Fredericton-Moncton Highway, New Brunswick, CA



Location: New Brunswick, CA

Type of Infrastructure: Limited Access Highway

Payment Mechanism:
Availability

Date of Award: 10/2001

Concession Period: 30 years

Project Costs: \$1B

Real Situation: Operations

Hand Back Date: 10/2031

Project Length: 121 miles

ACS is currently operating and maintaining the Fredericton-Moncton Highway in New Brunswick, Canada. This highway is a 121 mile, four-lane, controlled-access highway and was constructed to meet New Brunswick's high standards for highway construction and quality assurance. The Fredericton Moncton Highway includes the Saint John and Jemseg River bridges, which have a length of approximately 3168 ft. and maximum spans of 393 feet and 459 feet, respectively. The highway has been designed for a speed of 75 mph. It crosses numerous watercourses, many of them with high environmental value. Environmental protection and management in this job was therefore fundamental during



the construction period as well as continuing during operations.

The scope of O & M works include continuous patrol of the highway, landscaping, mowing and brush cutting, routine maintenance of all the highway elements, Routine and specialized inspections, pavement markings, roadway sweeping, and winter maintenance

The O & M team also utilizes a Pavement Maintenance Management System (PMS) and a Structures Management System (SMS). The objectives of these systems are to secure the integrity of the structures and to maintain their availability. We undertake routine visual inspections of all components within the corridor; we then record our findings in the SMS and PMS and report all deficiencies requiring either maintenance or further inspection.

The Bidelan Highway, Spain



Location: Spain

Type of Infrastructure: Urban Highway

AADT: 33,220 (A-8), 8,515 (AP1)

Payment Mechanism: Service Payment

Date of Award: Oct 29, 2004

Concession Period: 10 years

Project Costs: \$62.2M

Real Situation: Operations

Hand Back Date: 2013

Project Length: 77 miles

Operating Since: 2008

ACS is currently Operating and Maintaining the Bidelan Highways A8 and AP1 Victoria in the northern region of Spain. The term of the contract is 10 years with a possible extension to 15 years. The A-8 Highway is a crucial artery that crosses two major industrial regions, Vizcaya and Guipuzcoa in the north of Spain, and links them to the French border serving as the main commercial transportation route between the two countries. The AP1 has a 2.2 mile tunnel segment and is part of the limited access toll facility, with two lanes per direction. ACS forms part of the Operations Company that carries toll operations, monitoring, and traffic management as well as incident response and maintenance tasks on behalf of the Concessionaire. For these tasks, the Highway counts on a control room where we carry traffic



conditions monitoring and communications with stakeholders and users as well as the managing of notifications to incident responders and fire/life safety agencies. Advanced ITS technology and equipment has been designed and installed as a support for the development of all these tasks. The 2 highways use a combination of open as well as ticket based toll schema. With a total of 14 Toll Plazas accept the following methods of payment: ETC, Credit and Debit Card and Cash.

The European Electronic Toll Service (EETS) did begin for trucks in 2009, and is slated to begin for other vehicles in 2011. EETS was first envisioned in the European Commission's (EC's) European Directive 2004/52/EC and is designed to provide an interoperability framework for the European Union's toll collection systems. The project encompasses an interoperability alliance between two concessionaires, Bidegi of Spain and ASF of France. Creating a method to make their two ETC systems fully transparent, interoperable, and compatible to subscribers so that both French and Spanish drivers' tags would be recognized in both countries was Bidegi and ASF's aim in undertaking their cooperative agreement.

Experience in Design

The following projects demonstrate Moffatt & Nichol, ARCADIS, and Kimley-Horn's experience and ability in Design. The selected projects are:

- Alameda Corridor, Los Angeles, CA
- I-80 San Francisco – Oakland Bay Bridge East Span Replacement, Oakland, CA
- BART Transbay Tube Seismic Retrofit, San Francisco, CA
- High Speed Link Amsterdam-Paris – Oude Maas Tunnel, Dordtsche Kil Tunnel South of Rotterdam, The Netherlands
- Second Coen Tunnel Capacity Extension Amsterdam, The Netherlands
- Piet Hein Tunnel, Amsterdam, The Netherlands
- Metropolitan Washington Airports Authority HOT Lanes, Arlington and Dulles, VA
- SR-710/Northlake Boulevard Interchange PD&E Study, Palm Beach County, FL
- HEFT Widening PD&E Study, Final Design, and Permitting, Miami-Dade County, FL

Alameda Corridor, Los Angeles, CA



Location: Los Angeles, CA

Date of Work Performed:
1996-2002

Company Participation:
100% (Program Management)
Current Status: 2002
(Additional Projects Ongoing)

Project Cost: \$2.43 billion

Role and Responsibility of the Firm: Preparation of project reports, completion of capacity studies, development of conceptual design alternatives and cost estimates, and preparation of a complete Environmental Impact Statement/ Environmental Impact Report (EIS/EIR).

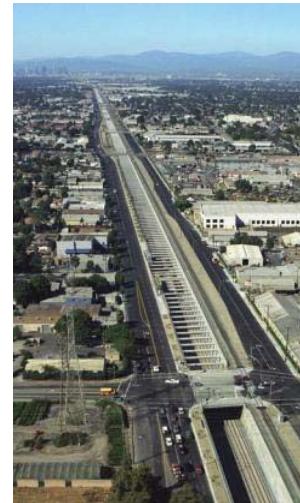
Relevancy:

- P3, Design-Build Project Delivery
- Multi-Billion Infrastructure Project
- Financial Monitoring
- Extensive Stakeholder/ Outreach Program
- Completion of EIS/EIR
- Extensive Utility Reconfiguration

was responsible for the preparation of project reports, completion of capacity studies, development of conceptual design alternatives and cost estimates, and preparation of a complete Environmental Impact Statement/ Environmental Impact Report (EIS/EIR). During the design and construction phase of the program, the Joint Venture was responsible for the development of the program standards and procedures, program schedule, development of the design-build package, and the management of the design consultants and contractors.

The 35-foot deep trench severs every utility crossing the corridor. ***The project required extensive reconfiguration of storm drains and street crossings.*** Tight geometric restrictions and high traffic volumes necessitated close coordination with the cities to achieve the best operational solutions.

Moffatt & Nichol, in a joint venture, provided professional services for the planning and program management of the Alameda Corridor Program under the direction of the Alameda Corridor Transportation Authority (ACTA). ***The \$2.43 billion multimodal P3 project*** consolidates 90 miles of freight train tracks into one 20-mile high capacity rail corridor running between the Ports of Long Beach and Los Angeles and downtown Los Angeles.



The centerpiece of the program is the Mid-Corridor Design-Build Project - 11 miles of depressed trainway with 28 grade crossing structures, 9 miles of at grade railroad, six major highway-to-rail or rail-to-rail grade separation projects, and six waterway crossings.

Valued at almost \$800 million, the trench project ***required detailed coordination with numerous stakeholders including ACTA, the Ports of Los Angeles and Long Beach, the Cities of Los Angeles and Long Beach, the six cities along the corridor*** (Vernon, Huntington Park, South Gate, Lynwood, Compton, and Carson), the County of Los Angeles, Metropolitan Transportation Authority, Caltrans, and the operating railroads (Union Pacific and Burlington Northern Santa Fe).

During the planning phase of the program, the joint venture

Moffatt & Nichol provided financial monitoring for the project, which was financed with an unprecedented combination of loans and traditional sources including non-recourse revenue bonds, a USDOT Loan (the model for TIFIA program), federal grants, and numerous state and private contributions.

The project was completed on time and within budget, and has been touted as a “**huge success for all involved because its project champions were able to make the project a win-win situation for everyone involved, even those who opposed it,**” by the FHWA Federal Aid Program Administration.

I-80 San Francisco – Oakland Bay Bridge East Span Replacement, Oakland, CA



Location: Oakland, CA

Date of Work Performed:
1998-2013

Company Participation:
<1% (Phase 1)
100% (Phase 2 Engineering Effort)

Current Status: Ongoing,
Estimated Completion 2013

Project Cost: \$6.3 billion

Role and Responsibility of the Firm: Design of the foundations for the main span and viaducts, ship collision measures, and design of the YBI viaducts, YBI detours, YBI transition structure, and the Oakland shore structures.

Relevancy:

- Multi-Billion Infrastructure Project
- Bridge Design
- JV Design Manager

As part of a joint venture, Moffatt & Nichol is the Project Manager for design of the San Francisco-Oakland Bay Bridge East Span replacement. The project took four years to design and will take four years to construct at a cost of \$6.3



billion. This new gateway to Oakland is expected to carry more than 280,000 vehicles daily. The San Francisco-Oakland Bay Bridge east span is a 2.2-mile-long, dual segment, parallel deck structure of Interstate 80 and is the primary route between the City of San Francisco and the East Bay communities. It bridges Yerba Buena Island (YBI) to the west and the Oakland shore to the east. The joint venture completed 30%-complete design for the entire structure; for the main span, the joint venture prepared two cable-supported alternatives—a cable-stayed alternative and a self-anchored suspension alternative.

The new bridge alignment will be located just north of the existing structure and will utilize a single-tower, self-anchored suspension bridge with a 1,263-foot-long main span and a 590-foot-long back span. Both the 530-foot-tall single-tower and self-anchored features of the suspension span represent first-of-their-kind innovations in bridge design. The remaining 1.5-mile connection is a pair of viaducts called the “Skyway”,

constructed of concrete box pre-cast segmental with 340-foot spans. The bridges will carry five lanes of traffic in each direction, provide for two 10-foot-wide shoulders, and incorporate a 15-foot-wide pedestrian/bike lane on the south side of the eastbound deck. **In addition to overall project management, Moffatt & Nichol was responsible for the design of the foundations for the main span and viaducts, ship collision measures, and design of the YBI viaducts, YBI detours, YBI transition structure, and the Oakland shore structures.**

The segmental Skyway was erected by floating segments nearly 100 miles from Stockton to San Francisco Bay, then erecting them using the balanced cantilever construction method. The bridge foundations include driven steel tubular piles (up to 350 feet long), piles set in drilled rock sockets and footings cast in rock excavations on YBI. Moffatt & Nichol designed an innovative pile-pile cap connection and battered pile driving template for the Skyway structures, which has been acknowledged by the Owner to have saved tens of millions of dollars over that of methods previously used on other Bay Area bridges.

BART Transbay Tube Seismic Retrofit, San Francisco, CA



Location: San Francisco, CA

Date of Work Performed:
2006-Ongoing

Company Participation:

<1% (Phase 1)
100% (Phase 2 Engineering Effort)

Current Status: Ongoing, estimated Phase II completion July 2011.

Project Cost: \$330 million

Role and Responsibility of the Firm: Evaluated and identified seismic vulnerabilities, develop alternative solutions, and evaluate retrofit measures to mitigate potential failures. Tube comprised of 57 separate segments.

Relevancy:

- Seismic Retrofit Design on an Immersed Transbay Tube
- Multi-Million Infrastructure Retrofit Design
- Pure Design

Bay Area Rapid Transit (BART) and its consultant, Bechtel, had identified seismic vulnerabilities of the Transbay Tube (TBT), which include a potential for uplift of the TBT and loss of frictional resistance between soil and the sides of the TBT, resulting from earthquake-induced liquefaction of the granular backfill.



In Phase 1 of the project, Moffatt & Nichol was part of a team tasked with developing a cost-effective retrofit design that reduces the risk of the earthquake-induced uplift. The project involved developing a number of retrofit concepts and selecting a retrofit strategy. *The retrofit concepts aimed to minimize the potential for liquefaction of the fill and/or minimize the effect of liquefaction on the TBT—without materially changing the design intent of the TBT's original designers.* Moffatt & Nichol delivered a bid package for the retrofit construction work. Concurrently, the team also investigated the liquefaction and uplift mechanism with state-of-the-art finite element techniques to support a no-retrofit decision. Analyses were confirmed with 1:40 scale centrifuge model testing at the University of California, Davis, and paved the way to a no-retrofit decision, which saved the client millions of dollars in retrofit costs.

Moffatt & Nichol is currently working on Phase 2 of the project, which considers three vulnerabilities identified during

the first phase of the project, including transient axial strains and horizontal demands placed on the TBT as a result of slope stability analyses, which were carried out at two local areas of the 3.5 mile long TBT. The structural finite element analyses use tools that are capable of modeling cracking in the concrete liner, large inelastic strains in the steel shell and an assessment of the

potential for fracture. The study includes use of two soil-structure interaction analysis approaches, for added confidence in the results, as well as detailed finite element analysis of combined demands from wave passage and slope movement.

High Speed Link Amsterdam-Paris – Oude Maas Tunnel, Dordtsche Kil Tunnel South of Rotterdam, The Netherlands



Location: The Netherlands

Date of Work Performed:
2003-2004

ARCADIS Participation: 5%

Current Status: Completed

Project Cost: \$1.3 billion

Role and Responsibility of the Firm: ARCADIS—prepared the tender design for the contractor, the basic design of the tunnels, the detailed design of the tunnels, and shop drawings for the concrete works.

Relevancy:

- Immersed Tube Tunnel Design
- Multi-Billion Infrastructure Retrofit Design
- Pure Design

The High Speed Link from Paris to Brussels was to be extended to Amsterdam. This project was the largest single construction program to be built in the Netherlands. *The railway line passed several large waterways, and two immersed tube tunnels were planned to cross the Oude Maas River and the Dordtsche Kil River.* Due to safety regulations, two separate tubes were used, one for each track. For tunnels in high-speed lines, pressure waves played an important role in the design. Options like pressure relief shafts were studied to make an optimal design for the cross section of the tunnel. The tunnels have an exceptionally large cross section related to the space directly needed for the trains. The comfort criteria for pressure fluctuations in the tunnel and the required escape paths led to an internal width of the two tunnel tubes of 24.6 feet, which is comparable to most traffic tunnels. Both tunnels have a length of approximately 1.55 miles.



Second Coen Tunnel Capacity Extension Amsterdam, The Netherlands



Location: The Netherlands

Date of Work Performed:

2007-2038

ARCADIS Participation: 100%

Current Status: Ongoing, estimated completion 2038.

Project Cost: \$2.2 billion

Role and Responsibility of the Firm: ARCADIS—assisted with the tunnel design, roads design, and other structural work.

Relevancy:

- Immersed Tube Tunnel Design
- Multi-Billion Infrastructure Retrofit Design
- Roadway Design
- Pure Design

The Coen Tunnel capacity extension project includes construction of the second tunnel, renovation of the existing Coen Tunnel, as well as changes to sections of the connecting A8 and A10 motorways in Amsterdam. *The design, construction, maintenance and financing are part of a 30-year public tender under a Design, Build, Finance, Maintenance (DBFM) contract.* ARCADIS is a shareholder in the contractor, Coen Tunnel Company BV.



The design, construction, maintenance and financing are part of a 30-year public tender under a Design, Build, Finance, Maintenance (DBFM) contract. ARCADIS is a shareholder in the contractor, Coen Tunnel Company BV.

During the tender process, ARCADIS helped to develop the proposal. ARCADIS also contributed technical support to the design and helped develop the contractor's, Coen Tunnel Company BV, management system. Coen Tunnel Company BV has contracted out the preparation, implementation and the first 5 years of maintenance to Coen Tunnel Construction V.O.F.

Piet Hein Tunnel, Amsterdam, The Netherlands



Location: Amsterdam, The Netherlands

Date of Work Performed:
2002-2003

ARCADIS Participation: 100%

Current Status: Completed

Project Cost: \$206 billion

Role and Responsibility of the Firm: ARCADIS—led the design; prepared tender documents; assisted with environmental procedures and aspects; coordinated permitting; assisted during tendering and selection procedures.

Relevancy:

- Immersed Tube Tunnel Design
- Multi-Billion Infrastructure Retrofit Design
- Pure Design

In the near future the IJ-boulevard will form the main artery for the new city developments along the southern bank of the river IJ.

On the east side the Piet Hein Tunnel carries the road and local rail traffic over 1.8 miles underneath an inland shipping channel and a renovated residential area. The tunnel contains two double lane tubes and a separate tube for a double track light rail. Between both road tubes a service/emergency tube has been designed. The overall width of the tunnel is 103 feet.



The major part of the tunnel (.8 miles) is located under water. This part was prefabricated in eight elements, each with a length of about 524 feet, in an existing dock in Antwerp. The tunnel elements were transported via the North Sea to the construction site, where they were immersed. To ensure the integrity of the tunnel elements during transport a considerable amount of prestressing was used.

Metropolitan Washington Airports Authority HOT Lanes, Arlington and Dulles, VA



Location: Arlington and Dulles, VA

Date of Work Performed: 2008-2010

Company Participation: 33%

Current Status: Completed

Project Cost: \$54,000 (fee)

Role and Responsibility of the Firm: Civil design services and cost estimation

Relevancy:

- Managed/HOT Lanes
- Traffic Modeling and Analysis
- Pure Design

Kimley-Horn provided analysis and recommendations for interchange modification at the Dulles International Airport Access Highway (DIAAH), Dulles Toll Road (DTR), and Capital



Beltway (I-495) related to the proposed high occupancy toll (HOT) lanes project being designed and constructed by the Virginia Department of Transportation (VDOT). **Kimley-Horn completed services required for planning level studies of multiple interchange ramp concepts, traffic model review using the VISSIM software package, and independent planning level cost estimates for budgetary programming.** The VISSIM simulation of the proposed ramp operations, provided by VDOT, was reviewed and analysis

was provided to MWAA for use in their discussions with VDOT. Our cost estimates were used by VDOT and their GEC to confirm their internal estimates for adding direct connection ramps to and from the DIAAH to the Capital Beltway. The estimates were used by VDOT to aid in negotiations with the contractor, Capital Beltway Express.

SR-710/Northlake Boulevard Interchange PD&E Study, Palm Beach County, FL



Location: Palm Beach County,

Date of Work Performed: 1999-2003

Company Participation: <1%

Current Status: Completed

Project Cost: 33 million

Role and Responsibility of the Firm: Preliminary roadway and bridge design, and environmental studies.

Relevancy:

- Roadway/Bridge Design
- PD&E Study
- Toll Plaza

Kimley-Horn performed preliminary roadway and bridge design, wetland and plant identification, and threatened and endangered species studies for a study to develop interchange alternatives and to evaluate the social, economic, and environmental effects of a new Turnpike interchange in Palm Beach County. A toll plaza also is proposed on a connector road between the new interchange ramps and the future Jog Road extension. The proposed interchange will provide an important linkage that will benefit regional traffic and enhance hurricane evacuation. It also will provide direct access from the Turnpike to the developing areas of West



Palm Beach, Riviera Beach, and oceanfront areas. By providing access to growing areas adjacent to SR-710 and Northlake Boulevard, the new interchange will reduce the area's reliance on two nearby, heavily used interchanges to the north and south. Reducing traffic volumes to and from these interchanges also will reduce congestion on local roadways.

HEFT Widening PD&E Study, Final Design, and Permitting, Miami-Dade County, FL



Kimley-Horn
and Associates, Inc.

Location: Miami-Dade County, FL

Date of Work Performed:
1997-2002

Company Participation: 35%

Current Status: Completed

Project Cost: \$40 million

Role and Responsibility of the Firm: PD&E study, final design, and permitting

Relevancy:

- Toll Facility
- Roadway Design
- PD&E Study
- Multi-Million Infrastructure Project

Kimley-Horn completed a PD&E study for a 13-mile section of Florida's Turnpike between SR 836 and I-75 (Sections 1 and 2) in Miami-Dade County. They also completed final roadway construction plans for widening of the HEFT from the Okeechobee Mainline Toll Plaza north to I-75 and evaluated the design issues involved in eight-laning this section of the HEFT.



Their staff also designed modifications to the Okeechobee Road interchange to include new toll facilities and completed bridge widening plans for 10 bridges. They designed the eight-mile northern segment and the southern segment was designed by another firm. Both

sections were permitted as one application and *Kimley-Horn provided environmental permitting services for the entire 13-mile corridor.* This project had sensitive drainage and environmental mitigation issues that have been successfully resolved. This project was processed as a state environmental impact report (SEIR). Key issues included delineation of 26 acres of wetlands, evaluating the impact to threatened and endangered species, and coordinating with permit agencies on wetland impacts and water quality treatment requirements.

1.2. Past Performance

Provide the debarment form and qualification statement for each firm or major subcontractor that will perform development and/or operation activities.

Specific Information that should also be addressed:

Provide the following information for each firm or major subcontractor that will perform development and/or operation activities (dollar threshold for “major” subcontractor shall be specified in the SFP or RFDP):

(1) A sworn certification by an authorized representative of the firm attesting to the facts whether the firm is currently debarred or suspended by any federal, state or local government entity.

(2) A completed qualification statement in a form acceptable to the Department that reviews all relevant information regarding technical qualifications and capabilities, firm resources and business integrity of the firm, including but not limited to, bonding capacities, insurance coverage and firm equipment. This statement shall also include a mandatory disclosure by the firm for the past three years, except as indicated, any of the following conduct:

- (A) Bankruptcy filings
- (B) Liquidated damages
- (C) Fines, assessments or penalties
- (D) Judgments or awards in contract disputes
- (E) Contract defaults, contract terminations
- (F) License revocations, suspensions, other disciplinary actions
- (G) Prior debarments or suspensions by a governmental entity
- (H) Denials of prequalification, findings of non-responsibility
- (I) Minimum five years safety performance data, including numeric “Experience Modification Rating” and issuing insurance company, “Recordable Incidence Rates,” “Lost Time Incidence Rates,” “OSHA 200 Summary and OSHA 300A Forms,” and OSHA violations, dates and disposition
- (J) Violations of any federal, state or local criminal or civil law
- (K) Criminal indictments or investigations
- (L) Legal claims filed by or against the firm

The Hampton Roads Mobility Group has created Exhibit A, located behind this Tab 1, where the information requested in this section can be found. In addition to the information included in Exhibit A, we have addressed our technical qualifications and capabilities, our firm resources and business integrity, and our firm equipment in our written answer of Tab 1, Section 1.3.

For further clarity the following is a list of Forms, Certifications and Documents that can be found in Exhibit A.

Please find the **Work History Forms** in Exhibit A, behind the tab labeled Work History Forms.

Please find the **Debarment Certifications** in Exhibit A, behind the tab labeled Debarment Certification.

Please find the signed **Disclosure Statement** in Exhibit A, behind the tab labeled Disclosure Statement.

Please find the **Qualifications Statement** in Exhibit A, behind the tab labeled Qualifications Statement.

Please find **Evidence of Bonding Capacities** in Exhibit A, behind the tab labeled Surety Letter.

Please find letters of support from **Insurance Brokers** in Exhibit A, behind the tab labeled Insurance Letter.

Please find **Bank Letters of Support** which have been provided as additional information in Exhibit A, behind the tab labeled Bank Letters of Support.

Please find evidence of **Parent Company Support** in Exhibit A, behind the tab labeled Parent Company Support.

Please find **Teaming Agreement** information in Exhibit A, behind the tab labeled Teaming Agreement.

Please find **Financial Statements** information under separate hard cover (1), or as electronic copies in the back of each binder.

1.3. Demonstration of Ability to Perform Work

What commitments has the team made to carry out the project? Does the team possess the necessary financial, staffing, equipment, and technical resources to successfully complete the project? Do the team and/or member firms have competing financial or workforce commitments that may inhibit successful completion and follow-through on this project? What is the proposed plan for obtaining sufficient numbers of qualified workers in all trades or crafts required for the project? What training programs, including but not limited to apprenticeship programs registered with the U.S. Department of Labor or a State agency, are planned to be in place for employees of the firm and employees of any member of a consortium of firms?

ACS Infrastructure Development Inc. is a subsidiary of Iridium Concesiones de Infraestructuras, the concession arm of the ACS Group. The ACS Group in 2009 had global revenues totaling \$22 billion with approximately 142,176 employees. The ACS Group was considered by Public Works Finance the #1 transportation developer for the past year (2010) and the company has been consistently considered a world leader since 1994. The ACS Group has completed 80 Concession Projects. ACS ID has a strong financial position and good relationship with the most important banks and underwriters in North America. This status can be proven by the projects closed in North America during the last two years (I 595, A30, South Fraser Perimeter Road and Windsor Essex Parkway Project) with a total investment higher than \$4 Billion with different financial institutions and with the Department of Transportation through the TIFIA program. **As further demonstration of our financial backing, Letters of Support from Banks have been provided for this project. In addition, Parent Company Support letters have been provided by both Iridium Concesiones de Infraestructuras and ACS Servicios y Concesiones S.L. – the parent company of Iridium.**

Dragados USA, Inc. is a Delaware registered company. In 2009 Dragados global revenues totaled \$4.8 Billion with a full-time staff of approximately 16,000 employees. Dragados is also the largest P3 contractor in the world with over 65 Concession Projects delivered worldwide. Dragados USA, Inc. excellent financial position is highlighted by its aggregate Surety Capacity of \$3.75 billion provided through AON, with a single bond limit of \$400 million. Dragados USA, Inc's surety program is supported by Fidelity & Deposit Company of Maryland /Zurich American Insurance Company, the Insurance Company of the State of Pennsylvania and Liberty Mutual Insurance Company as co-sureties. This capacity has been demonstrated by the ability to secure surety bonds for large projects such as the I-595 Express Lanes and more recently the SR99 Bored Tunnel in Seattle. Dragados USA, Inc. and its affiliates manage an equipment inventory in excess of \$170 million.

Flatiron is a subsidiary of HOCHTIEF, one of the world's leading international construction service providers. HOCHTIEF, one of the largest international tunneling contractors in the world reported revenues exceeding \$18 billion in 2009, has more than 66,000 employees and owns the largest fleet of heavy civil and tunneling equipment in the world. Flatiron's surety program includes a capacity exceeding \$250 million on any one project. Flatiron's performance and payment bonds are provided by Travelers, Federal Insurance, Fidelity, Zurich and Liberty Mutual. This capacity has been demonstrated by the ability to secure performance and payment bonds for large projects such as the \$348 million John James Audubon Bridge in St.

Francisville, Louisiana, the \$408 million Northeast Stoney Trail in Calgary, Alberta and the Cooper River Bridge in South Carolina.

Our Employment Plan is the internal instrument used for ensuring the ample supply of skilled and craft labor and an uninterrupted supply of materials, allowing for the timely completion of the project. Our methodology begins with a process of analysis that recognizes both the available and unavailable labor pools and setting in place systems to insure that we recruit, hire, and train a qualified workforce sufficient to meet the employment demands for the duration of the project.

Our goal to hire within and outside of the direct labor market area will allow us to maintain a sufficient workforce that meets the demands of the construction schedule. Our employment programs and initiatives will allow us to maintain a qualified workface capable of meeting the demands of such specialized, high-risk project. The partnership and collaborative fostering efforts between our team and the local building trades unions will ensure our ability to maintain sufficient performance, secure optimum quality and productivity, and eliminate low levels of available trade labor, and any interruptions or lulls in the timely completion of work throughout the duration of the project.

We will provide employment opportunities to both skilled and craft laborers so that they can fairly compete for employment on the project. To do so, our approach to recruiting, hiring, training, and monitoring a qualified labor force will be an on-going and continuous commitment for the duration of the project. To implement our initiatives, we intend to make consistent, targeted, maximum efforts to communicate with public and private sector workforce programs or employment agencies about the employment opportunities this project will create. Our team will require its managers, supervisors, subcontractors, and employees to be fully accountable for adherence to all of our On-The-Job Training Program initiatives, Equal Employment Opportunity, and Affirmative Action policies for hiring all individuals, including minorities and women, seeking employment on the project and do their part to funnel applicants to our HR department. Next, we will host community forums throughout the local counties to recruit and hire from the 1.7 million people who comprise the project area's workforce. We also recognize that this project requires highly specialized technical skills that are in demand worldwide so we will recruit and employ highly skilled laborers to bring their talents and expertise to this project and augment our local skilled and craft laborers.

Our employment policies and practices will be free of any barriers that tend to negatively impact the recruitment and selection process for skilled and craft labor. We believe that an effective employment plan should not be passive. We intend to be aggressive in the recruitment and retention of a qualified workforce that is sufficient and skilled to meet the demands of this project. Our employment practices and plan will benefit everyone, at all levels of the project, and send a positive message of equality in hiring practices, diversity in the workforce, and the equitable treatment of all hires and trainees from the local community.

As the lead contractor, Dragados is experienced in attracting and retaining sufficient craft and trade workers to successfully complete its projects. The existing labor force of Hampton Roads is exceptionally rich in maritime-related skills, and highly specialized subcontractors will be used

to provide any necessary external trade or craft workers. The ACS Group is particularly committed to the use of minority and disadvantaged firms and will support a significant effort with the Business Opportunity Workforce Development Center (BOWD) to identify, develop and contract with minority and disadvantaged firms across Virginia and especially within the Hampton Roads region. The ACS Group recognizes that the use of such firms can provide lower cost and local knowledge to the overall project.

Our approach to any project includes initiatives regarding the education, training, and management of contractors, subcontractors, sub consultants, and employees that allow us to build infrastructures that will sustain their communities beyond the 21st century. So we consider all areas of the project targeted disciplines for inclusion of educational and training opportunities to support the development of a qualified and knowledgeable workforce.

In addition to apprenticeship programs, our corporate policy and procedure manual provides for the continued education and training for all employees in the following areas:

- Code of Conduct and Code of Ethics
- On-The-Job Training Programs
- M/W/DBE and EEO Compliance Programs
- Vetting of M/W/DBE and Small Business Enterprise firms
- Commercial Useful Function
- Good Faith Efforts Review vs. Bad Faith Efforts
- Trucking Program Review
- Business Integrity Concerns

Our philosophy is to provide all employees and business partners interested in working with us an opportunity to undergo our training and education programs aimed at raising the bar for compliance on the projects we build. We do this to ensure that everyone understands the overall framework of the project, from inception to completion, so that they can see where and how they best fit within the complex fabric of the project as well as understand the potential opportunities, and responsibilities that work on this project will provide them. We see training as a benefit to our company, the construction community and the many stakeholders invested in the projects we build. Additionally, our strategic approach to maximizing the awareness of contractual requirements, compliance and participation goals, and maximizing the opportunities to the construction community servicing the project will better prepare our firm and our partners to meet and/or exceed the fiduciary, schedule, and participation goals for this project.

All of the above training opportunities allow us to maintain a competitive advantage by continuously and aggressively identifying opportunities to educate our employees and business partners to achieve maximum allowable participation without compromising our integrity or core values. We hold ourselves accountable for not only building exceptional projects but also maximizing the opportunities for others to join us in this work. We intend to safeguard our reputation by continuously training our educating our workforce to build our projects with compassion and compliance.

1.4. Leadership Structure

Is one firm designated as lead on the project? Which firm is proposed to be the developer or operator under contract with the Department? Does the organization of the team indicate a well thought out approach to managing the project? Is there a written agreement in place between members?

The Structure of the HRMG: ACSID will enter into the Interim and / or Comprehensive Agreement with VDOT to develop the Project. As a leader in infrastructure development ACSID brings a proven track record to project success. During the implementation phase of the Project, subject to the terms of the Comprehensive Agreement, and following the standard business model of the ACS Group which has a long successful track record as an effective delivery method of large complex infrastructure Projects such as the HRBT:

- ✓ ACSID will ultimately be responsible to VDOT to Design, Build, Finance, Operate and Maintain the Project;
- ✓ ACSID will procure the financing for the Project, including equity funding, and debt;
- ✓ The Design and Build risk / responsibilities of the Project will be transferred to the DBJV through the Design Build Contract;
- ✓ The DB Joint Venture will subcontract the Design Team, which would be led by Moffat & Nichol; and
- ✓ Based on the cumulated expertise, capabilities and resources of the ACSID, we will also self perform the Operation and Maintenance responsibilities of the Project.

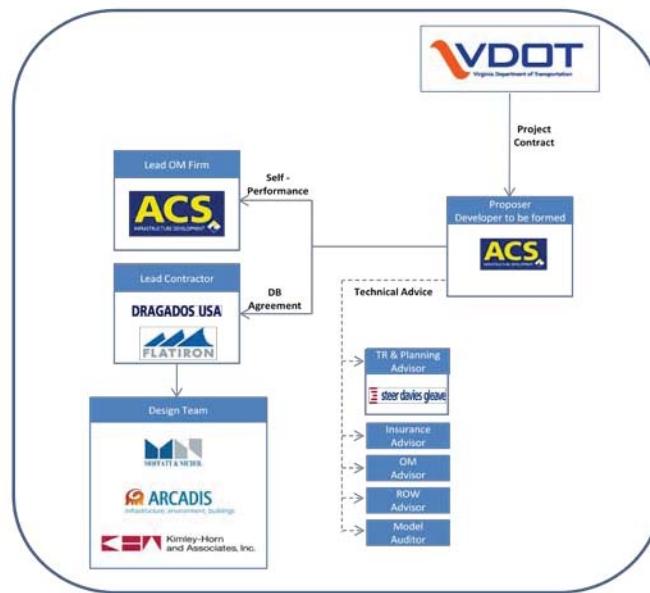


Exhibit A Teaming Agreement includes a summary of the contractual terms that the members of the Hampton Roads Mobility Group envisage to enter into.

1.5. Project Manager's Experience

Is a Project Manager identified, and does this person work for the principal firm? If not, is there a clear definition of the role and responsibility of the Project Manager relative to the member firms? Does the Project Manager have experience leading this type and magnitude of project?

ACS has selected a highly qualified and experienced executive to manage the development and deliver the HRBT Project to the Commonwealth of Virginia. As shown our team has direct, relevant experience in all facets of toll road financing, development, design, construction, operations, and maintenance. The management team that ACS selects will have the experience and the necessary personnel to provide VDOT a superior facility and:

- Maintain mobility during construction and renewal work activities
- Improve mobility after construction
- Implement safe construction, operation, and maintenance
- Obtain cost-effective financing and leverage state funds and toll revenue for the benefit of the region
- Ensure quality design and construction; and optimize operational life-cycle performance
- Expedite the delivery of project improvements
- Provide high-quality operations and maintenance
- Facilitate participation of DBEs

For this project ACS will utilize the strength and experience of one of its best project managers.

Antonio Estrada has more than 20 years of civil engineering and building experience in all variety of infrastructures. Prior to working with ACS he was working for the Spanish marine department. He has served as an engineering manager, Bid and Technical Manager, and project executive on many projects. His experience includes transportation planning, Design and Build, preparation of bids and construction supervision expertise. Antonio has a Technical background and Financial and Management training and has taken several courses at *Krauthammer Internacional* and at the *Instituto de Finanzas*. He has participated as a C.E.O. in a wide range of projects, from urban toll roads to Combined Cycle Power Stations.

Antonio Estrada's resume is located behind the "Resume" tab of this document.

1.6. Management Approach

Have the primary functions and responsibilities of the management team been identified? Have the members of the team developed an approach to facilitate communication among the project participants? Has the firm adequately described its approach to communicating with and meeting the expectations of the Commonwealth?

In consideration of the assumptions made during the development of this unsolicited proposal the management approach is based on a two phase process including an interim and post comprehensive agreement phase with VDOT. During the first phase, key personnel will work with VDOT's team directly toward the development of a comprehensive agreement, and agree on a final project plan. In order to achieve this goal within reasonable timeframes, it is imperative to provide meaningful interface between all involved parties, including VDOT staff starting from the initial phases of the project and continuing through the design, construction, and operations and maintenance portions. This long-term relationship is imperative in order to provide the best value throughout the entire life of the asset. The management team will focus on elements of the Project and identify potential areas where efficiencies and optimizations within the Project design and the Project schedule can be realized.

HRMG's management approach to the project development through its different phases includes the following key elements as the cornerstones for success:

- ✓ **Experienced Management:** Key individuals with both local and global knowledge will manage the project from a local office set up for the purpose of this project.
- ✓ **Partnership:** In order to achieve the optimum results within the prescribed timeframes, it is imperative to provide meaningful interface between the Concessionaire and VDOT; as well as the design, construction, and O & M staff.
- ✓ **Planning:** The team understands planning as the only means to reach success. Developing processes and schedules with realistic milestones and deliverables including controls and corrective measures will be our goal.
- ✓ **Project Management Plan:** In order to successfully manage the project, a Project Management Plan (PMP) will be developed that will be the guiding document for all project stakeholders. The development of the PMP is a crucial step during the initial phases.
- ✓ **Schedule:** HRMG will also prepare a detailed schedule to efficiently manage the overall flow of the Project. The management team will focus on elements of the Project and identify potential areas where efficiencies and optimizations within the Project can be realized.
- ✓ **Risk Management:** A well developed risk analysis that identifies all risks and challenges associated with project and the necessary mitigation/solutions will also be key to project success which is discussed earlier in this document.
- ✓ **Quality Management System:** The QMS will define our quality policies and objectives as well as the process for non-conformance review and QMS review.
- ✓ **Public Consultation:** HRMG assumes that on a project like this, we will support VDOT in their communications effort by supplying information and working with and through normal channels that the Sponsor has already in place to make the public aware of all

aspects of the project, understand the constraints and tradeoffs of the transportation planning and project development process and "buy-in" to the project needs and purpose.

- ✓ **Avoiding conflicts:** We believe that the success of any project is directly related to the willingness and ability of all parties to make a commitment toward mutual trust, cooperation and communication, and a common goal.

This approach has been utilized on our projects in the US, Canada, and globally and is a proven model for success. This system has been used on the I-595 Express Lanes in Ft. Lauderdale, Florida and has created a successful transition through all phases of the project with flawless results.

Proposal Phase:

Since the call for competing Unsolicited Conceptual PPTA Proposals was advertised the members of the team have been working together to develop and form the ideas and concepts that will shape the technical, financial, and feasibility strengths of this project. Working side by side in the Moffatt and Nichol offices in Virginia, the team has evaluated all possible scenarios that will bring the most value to the project. By exploring all the options and alternatives with the resources, documents, and information currently available, a concept has been developed to deliver the most positive benefit to the Commonwealth of Virginia. These ideas and concepts are presented in the form of this proposal, and are considered the best option for constructability, financing, operations and maintenance, traffic and revenue, and tolling.

Interim Agreement Phase

Upon selection, HRMG team members will further evaluate their respected portions of the project and begin the tasks that are necessary to produce a value engineered project for VDOT.

During the interim agreement phase we will work together with the VDOT to define the various goals of the agreement. First, the high level goals that affect the project, and secondly the different goals classified by area. Once each goal is outlined and defined, the team will define the deliverables associated with each goal. Examples of these goals include:

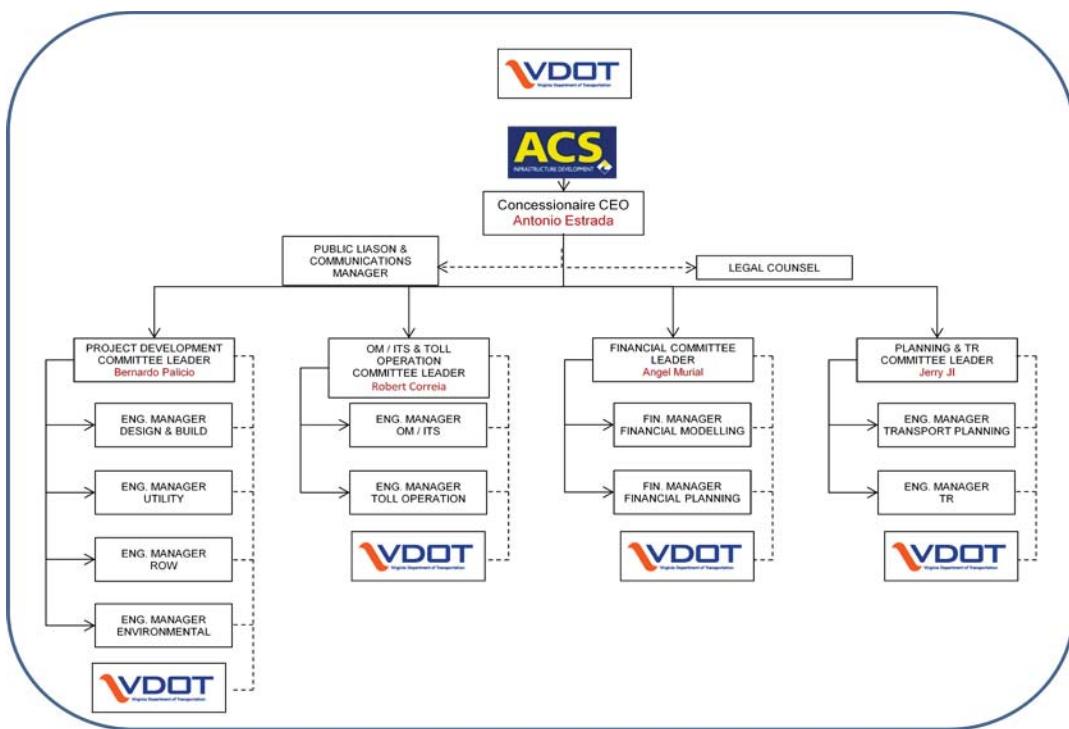
- True partnership with VDOT to reach project objectives together;
- Identify the full scope of the project and deliverables to meet it;
- Find the best alternative solution to the project;
- Ensure all options are explored to define a feasible project;
- Provide various types of project finance that is market viable;
- Support VDOT in all efforts toward NEPA approval;
- Master Development Plan and the Master Financial Plan;
- Research all environmental impacts and their respected mitigation;
- Identify and mitigate risk;
- Support VDOT in delivering information to the public and other project stakeholders;

- Perform detailed T & R studies that lenders will accept; and
- Negotiate a value driven concession agreement prior to the implementation phase of the project.

ACS ID will work with VDOT during this phase to negotiate a concession agreement and determine the fixed price cost once the Project gets environmental clearance and the conditions for its feasibility have been determined. The design and constructability works as well as the operational concepts and plans will be further developed as needed to get fixed costing. Based on this VDOT and ACS ID will negotiate the final conditions of the CA. We will work together to negotiate and agree on the business model including toll operations, capital and operational expenditures, the financial structure, risk sharing, guarantees, etc. The team will then work toward financial close. Continuous interaction will be fundamental during this process.

The team's organization during the interim agreement phase is as follows. This organization may change or grow during this phase depending on the needs of the client.

Figure 1.6a: Organization Chart during Interim Agreement Phase



Comprehensive Agreement Phase:

Traditionally in ACS's experience in North America, upon execution of a contract we will create a special purpose vehicle company, which will be wholly owned by ACS Infrastructure Development, and will serve as the Concessionaire on the project. This company will execute the Concession Agreement (CA) with VDOT and will in turn issue an Engineering, Procurement and Construction (EPC) Contract to the Lead Contractor, Dragados USA. The Lead Engineering

firm Moffatt and Nichol will serve as a subcontractor to the Lead Contractor, providing all design and engineering for the project. Additional subcontracts will be issued to local subcontractors and professional firms for specialized services such as quality assurance, environmental and assessment and permitting, public relations and communications, and construction inspection. These additional team members will work for and support various organizations within the project structure. These may also include subcontracts for the various O&M activities to be developed during the construction phase of the Project.

Upon execution of the concession agreement, and between financial close and construction start-up, the teams will begin mobilization activities. This includes the leasing of office space adjacent to the project. Ultimately, the Concessionaire and Design-Build Team will co-locate their offices in order to have direct contact. Client representatives may also locate in the same office building or development as well. This will ensure accelerated document management and ease of meetings and discussion in a timely manner. Timely mobilization of local subcontractors, as well as O & M staff and equipment, is also important. In our experience, the mobilization process is a critical step for project success, that schedules will be created to ensure a smooth and seamless transition.

Figure 1.6b: Organization Chart during Comprehensive Agreement Phase

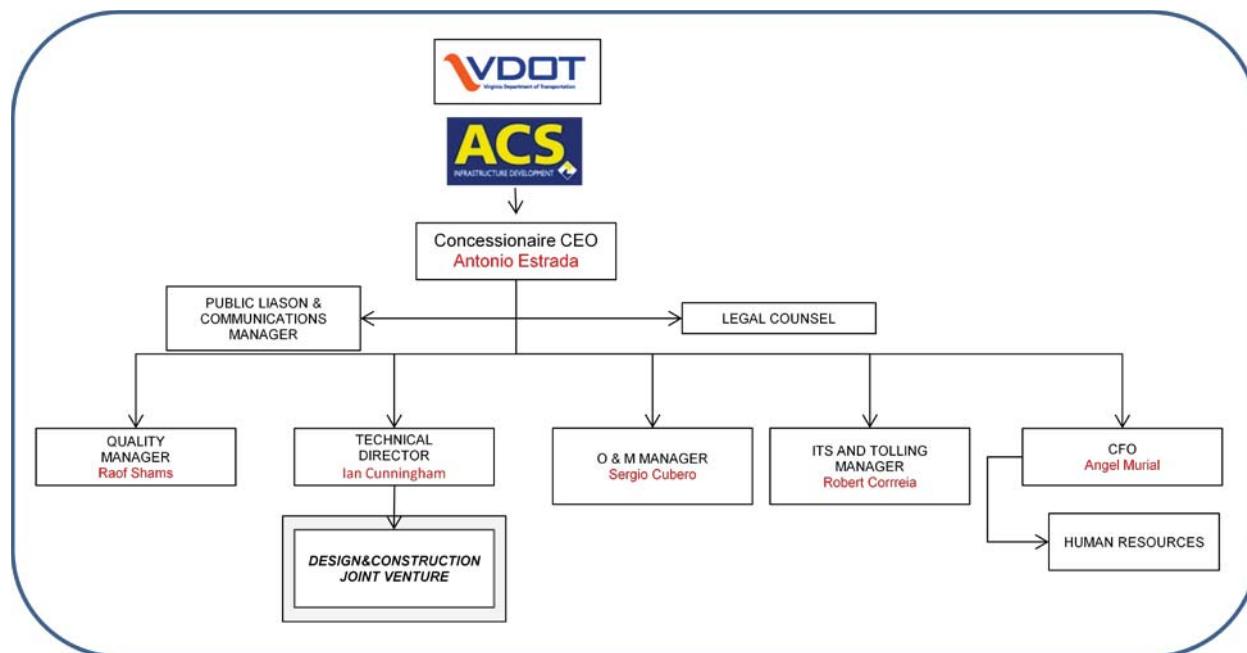
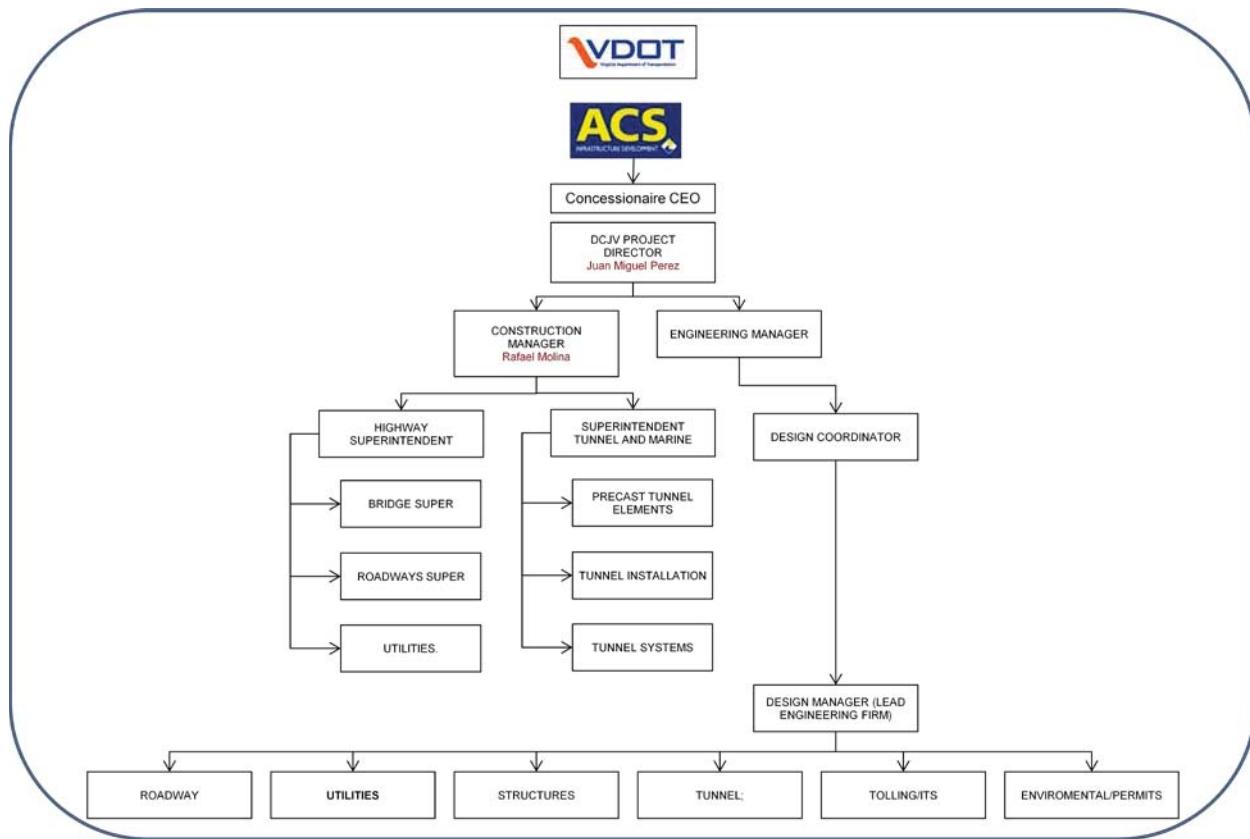


Figure 1.6C: Design/Construction Joint Venture Organization Chart during Comprehensive Agreement Phase



Primary Functions and Responsibilities of the Management Team

The functions and responsibilities of the management team are to deliver the project on time, in scope, on-budget, and with the highest degree of safety and quality. Each member of the management team is highly experienced in this regard. The flow of information through each responsible party will be clearly defined and organized throughout each stage of the project in order to ensure accuracy and timely delivery of information on project specific issues. The individual roles of some of the key personnel have been highlighted below. *The resumes for each individual highlighted in the org charts above can be located at the end of this document behind the “Resume” tab:*

Chief Executive Officer: The Chief Executive Officer is responsible for the performance of the entire team. They will act as a single point of contact on all matters on behalf of the Concessionaire. They are responsible for overseeing and directing the functions necessary to achieve efficient management of project resources and successfully guide project focus with an emphasis on safety, reliability, and availability. The Chief Executive Officer will develop and implement project policies and procedure consistent with VDOT requirements, as well as plan, direct, and coordinate operational activities. Responsibilities will include project planning, financial planning, budgeting/cost controls, project accounting, scheduling, records/reporting, and communication.

Chief Financial Officer: The CFO reports to the CEO. The CFO is responsible for planning, directing, and coordinating all project financial and human resource activities. The CFO is responsible for creating a project financial management and accounting system, as well as monthly statements and making adjustments based on performance ratings. Responsibilities also include the annual Financial Plan, contact with all financial entities, preparing money movements, updating the Concessionaire Director, general accounting, recording and controlling all funds, controlling budget allocations, and the secure placing of investments. Other responsibilities include reviewing and evaluating compliance issues/concerns. The CFO will also have responsibility for human resources functions, such as decisions related to personnel hiring, position assignment, training, benefits, and compensation.

Technical Director: The Technical Director will be responsible for the day-to-day coordination between the design-build team and the Concessionaire including acting as the liaison for the operations and maintenance needs. The Technical Director will be the recipient of all design and construction related information, submittals, and required reports and is responsible for their review for contract conformity prior to releasing them to the Operations and Maintenance Manager, for distribution to VDOT or other required recipients. The Technical Director will also be responsible for the maintenance and oversight of the design-build contract and preparation of any necessary modifications or amendments to the scope of services performed by the contractor. In addition, the Technical Director will also develop procedures to implement policies issued by the O & M Manager and will be the primary facilitator of any meetings between VDOT and the design-build team. The Technical Director will also review the construction schedule for conformity with milestone dates and is the liaison for any construction oversight and monitoring subcontractors.

Operations and Maintenance Manager: The Operations and Maintenance Manager is responsible for providing direction and oversight for the performance O & M of the contract for the Concessionaire. During the O&M period, they are responsible for all operations and maintenance functions overseeing all periodic and routine maintenance work activities required during the concession period. The O & M Manager will develop a detailed annual maintenance work program for budgeting, planning, and resource procurement. They will be responsible for the sub-contracting of maintenance that cannot be completed by in house project staff. They will also be responsible for procuring all necessary equipment, spare parts, and inventory for the Project. They are also responsible for supplying proper training to their staff. The manager will create a dedicated maintenance management system for all maintenance needs, as well as specified documents and reporting systems for top management, VDOT, and other project stakeholders.

Quality Manager: The Quality Manager is responsible for the development and implementation of the Quality Management System (QMS). Reports will be generated as a means to gauge performance against VDOT requirements. The Quality Manager will also be responsible for identifying actions necessary to prevent nonconformities and will track Non-compliance Points. They will be responsible for overseeing auditing of Project processes and for the nonconforming service control, data analysis, and improvement. Additional responsibilities include analysis and recommendation of appropriate changes of policies and procedures, auditing of existing and

new ISO Procedures, coordinating and administering quality audits, maintaining the corrective/preventive action program, providing monthly reports to the Chief Executive Officer, improving processes, and reviewing engineering support process and quality functions. The Quality Manager will insure that any project oversight sub-contractor or VDOT is provided with the necessary information and documentation to perform their scope of work and will manage their efforts regarding Quality Control.

DCJV Project Director: As part of their roles and responsibilities, the DCJV Project Director will be responsible for the execution of the design and construction work and ensure that the work is performed safely, and in accordance with contract requirements. They will ensure the safety and welfare of the personnel employed on this Project, including visitors and the traveling public. They will oversee the project management procedures and make sure they are prepared, approved, issued, and updated as necessary. They will verify that the Lead Contractor approves all project procedures. They will ensure that all personnel assigned to an area, department, or activity are adequately qualified and experienced in their relevant technical disciplines to perform the duties of their positions in a satisfactory manner. They will ensure that all personnel are adequately trained in the application of said project management system and that suitable and sufficient resources are available to carry out the Project. They will report to the Lead Contractor's Executive Committee and coordinate with its members all actions of relevance related to the progress of the Project. They will also serve as the single point and primary point of contact between the CEO and Lead Contractor while meeting all established Project Goals.

Construction Manager: The Construction Manager will be responsible for the execution of the construction work. They will develop and implement the overall site security plan and enforce the Safety Plan. They will train and develop construction staff personnel. They will be responsible for the development and implementation of the construction phasing plan. They will also coordinate constructability reviews with engineering and maintain effective relations with the designated VDOT representatives. They will plan and organize the construction manpower requirements for joint venture review. They will provide qualified personnel for the construction organization and conduct labor relations with the assistance of the Subcontractor and Labor Manager.

Engineering Manager: The Design Project Manager's main responsibility will be to coordinate and link the Design and Construction Teams and ensure that the production line has all the required documents and necessary plans to execute the work in compliance with all the requirements. Under his direct supervision, the Design Project Manager will be the point of contact with the Lead Engineering Firm, and will attend all scheduled meetings of the Lead Engineering Firm/Design Manager with VDOT and any other agencies. The Design Project Manager will also coordinate with the Environmental Compliance Manager to ensure that all pertinent permits are secured in a timely manner as indicated in the project schedule. He will also supervise scheduling, cost control, and document control.

How to facilitate communication among the project participants and with the Commonwealth

In order to facilitate communications among projects participants we will first identify the most important needs of all participants to ensure a common focus of efforts and commitments to efficiently manage the project. This is both through contractual obligations, as well as actions that will benefit the project. The developer will create a seamless interaction between us and VDOT staff during each phase of the project.

A successful partnership requires continuous effort and a commitment from both sides that needs to be nurtured through each phase of the project. More than a concept, partnership is a well defined process that requires interaction to understand the organization and needs of the partner, an effort towards the definition of common goals and strategies, the definition and maintenance of clear communication lines and the continuous updating of these elements as the project evolves.

HRMG's proposed approach has been successfully implemented by the Development Partners in previous projects and as a result we are able to bring significant experience, lessons learned and best practices to ensure a successful partnership.

Once the project is awarded the foundations of a strong partnership are reinforced through the common effort that is needed to reach a final agreement. In the latest projects where we have reached financial close, transparency and seamless communication were the keys to success in a difficult economical environment. The developer and the clients worked as a team on a daily basis to create the optimum conditions and facilitate the final deal.

After the signature of the contract frequent partnering meetings will be facilitated at different team and management levels that will serve to explain the internal organization of each team to the other, introduce the members of each other's team, establish their roles and transmit each other's expectations. During these meetings the parties will also agree on clear lines of communication that will serve to better manage the project while maintaining the partnership approach through a high level of confidence. VDOT access to the relevant project's information needs to be granted to facilitate the supervision of the project. This also helps to achieve a nearly immediate approval of submittals.

Throughout the project, various ongoing meetings will be held between VDOT and ACS ID. Key lead members of the Developer organization, Design Team, Construction Team, and O & M Team, will attend specific meetings with the Department. These meetings will occur on a regular basis throughout the project which will control the momentum of the project. A communication approach has been established on other ACS ID projects in North America that brings strength to our team and is summarized below:

In order to facilitate communication and flow of information across the team, various sub-committees are created. Each sub-committee is responsible for a specific aspect of the project, including design elements, constructability, aesthetics, life cycle, environmental, traffic management, etc. Members of the sub-committee include representatives from the Design, Construction, and O & M team. The overall aim of the representatives of the three teams in the

sub-committees will be to ensure coordination and thus maximize the constructability, durability, and maintainability of the final product as well as to optimize the life cycle cost of the new infrastructure. The sub-committees ensure that not only is the design constructible, but its long term performance is proven using a life cycle analysis for each element. Significant sub-contractors involved in the project are invited to attend sub-committee meeting on a need by need basis. The sub-committees are led by a qualified individual who is responsible for the final decisions of the group. The leaders of each sub-committee form a master committee, whose goal is to coordinate information between the teams, ensure progression of work, and synchronize final decisions.

This tested and proven approach helps ensure that the individuals involved with the development of this project are up to date and aware of all factors that may impact the flow of work and that communication is ultimately optimized.

ACS ID will supply VDOT with access to necessary information including but not limited to: project schedules, shop drawings, accurate and organized design submittals, inspection reports, accident reports, materials testing information, etc. Along with the supplied bulk information, ACS ID will generate organized reports required under the contract. The reports will assist VDOT in organizing their records and view various aspects of the work on a global level. This information is paramount to the Departments oversight commitments and validation of the project.

ACS ID will also supply VDOT with crucial data and information on Traffic Management that can be easily relayed to the public. This information will be part of the Traffic Management Plan developed by the Design-Build Joint Venture. Changes to the roadway configuration, detours, or construction progress will be alerted to the Department in order to provide the Department with adequate time to alert the public to pending changes.

Finally, the surrounding public and roadway users will see the direct effect of the project during both Construction and Operations. The Public is extremely important and will be the patrons of the system. The public will need access to information on the project, updates on progress, notification of detours and changes, and knowledge of the overall positive impact of the new roadway. Communications with the traveling public and neighbors of the Project will be handled via telephone, internet email or personal office visits. We will support the efforts of the Department in their communication tactics with the public. Our team will work with VDOT communication staff to handle questions from the public regarding general information on the Project and operation of the facility as well as customer service requests.

The “Resume” tab of this document contains resumes of the proposed key personnel for this project.

1.7. Project Ownership

Does the proposal identify the proposed ownership arrangements for each phase of the project and indicate assumptions on legal liabilities and responsibilities during each phase of the project?

The Project will be operated under a public-private partnership approach, in which the Commonwealth will continue to own the physical assets, but where a special purpose entity formed by the Hampton Roads Mobility Group to act as the developer (the “Developer”) will be responsible to design, build, finance, operate and maintain the project throughout the term of the concession. The Comprehensive Agreement (CA) to be entered into between VDOT and the Developer will reflect an appropriate risk allocation regime based on accepted market standards that maximize the benefits to the Project by transferring risks to the party best suited to mitigate them.

With regard to the allocation of responsibilities,

- ✓ ACSID, as the equity member, will form the special purpose entity that will act as the Developer under the Comprehensive Agreement;
- ✓ The financing will be structured at the Developer-level under a non-recourse project financing structure;
- ✓ Under the Comprehensive Agreement, the Developer shall be responsible vis-à-vis VDOT to design, build, finance, operate and maintain the Project.
- ✓ The design and construction risks and responsibilities of the Project will be transferred from the Developer to the Design-Build Joint Venture on a back-to-back basis under the Design-Build Contract;
- ✓ The Design-Build Joint Venture will then subcontract all or a portion of the design and engineering responsibilities to the Design Team, led by Moffat & Nichol; and
- ✓ Given ACS Group’s experience and capabilities as an operator, the operations and maintenance obligations for the Project will be maintained at and self-performed at the Developer level.

1.8. Participation of Small Businesses, Businesses Owned by Women and Minorities and Local Firms

What is the level of commitment and history of the proposers to use small, minority-, and women-owned business enterprises in developing and implementing the project? To what extent will local subcontractors and suppliers be expected to participate in project development and implementation? Does the proposer offer job training opportunities to support the development and retention of an effective labor force throughout the life of the project? How will the proposer document and report on this commitment?

ACS ID and its prime contractor Dragados USA place a significant value on the contributions made by subcontractors and their staff and views their participation and work as a fundamental component to a successful Project. Dragados embraces diversity in subcontracting as a core value and an instrumental part of our business practices and understands that contracting with qualified, certified small, minority, women-owned, disadvantaged, and local firms adds strength, talent, fixed assets, and local resources to our firm and to the Hampton Roads Mobility Group.

As stated above, ACS ID and Dragados USA will work with specialty subcontractors to provide any specialized trade or craft workers necessary to complete the project on-time and on-budget. Some of those subcontractors may operate, or participate in, specialized training programs. ACS ID and Dragados USA are committed to the use of minority and disadvantaged firms and to work with the Business Opportunity Workforce Development Center (BOWD) to identify, develop, and contract with appropriate minority and disadvantaged firms.

ACS ID and Dragados USA have successfully implemented a DBE program on the I-595 project in Broward County, FL. I 595 Express and Dragados have reached out to DBE firms through the FDOT DBE Directory and the Miami Dade County DBE firms Directory. After the project was awarded, I 595 Express and Dragados USA organized and conducted several workshops oriented to DBE Firms. Also, several companies that qualified but were not previously registered as DBE were encouraged to become DBE's and participate in the project. To date over 55 contracts have been awarded to 44 separate DBE firms including contracts for reinforcing steel, pile driving, concrete barrier wall, MOT, land surveying services, guardrail, landscape architecture, environmental consulting services, fencing, geotechnical services, clearing and grubbing, hauling materials, pipe culverts & storm sewers, structural plate pipe & pipe arch culverts, structural steel, traffic Signals, and laboratory testing services. The combined value of these 44 55 contracts is in excess of \$41 million. The DBE utilization projected by 2014 is estimated at \$77 million.

Our experience and expertise has taught us that each PPP, mega project, design-build, and/or design-bid-build project is unique and requires significant due diligence to develop and implement an appropriate Participation Plan that not only meets project requirements and demonstrates our good faith efforts, but is also effective at achieving maximum participation. Therefore, we will diligently work to develop comprehensive minority participation plans that align with costs, schedule, and participation requirements and outline our approach to business subcontracting, including outreach, structuring bid packages, and monitoring performance to confirm that their work is integrated into our overall program, thus maximizing contract

opportunities to all qualified businesses certified with VDOT (or the corresponding entity). HRMG's Participation Plan will include the following initiatives:

- ✓ Understanding DBE requirements
- ✓ Utilizing DBEs
- ✓ Managing subcontractor performance
- ✓ DBE mentoring
- ✓ Joining our team
- ✓ Criteria for evaluating effectiveness of program

Our team will also include a DBE liaison that will be responsible for managing a successful process and ensuring compliance with all contract requirements.

HRMG is committed to achieving maximum small, minority, women-owned, and local business participation in developing and implementing the project. We will locate, solicit, provide assistance and encourage interested, qualified, and certified small and local businesses to participate in the project execution process to the level of their expertise, experience, and qualifications, consistent with the requirements of the project and project stakeholders. This way, small businesses can have early access to opportunities in both design and construction, equal opportunity to compete fairly, undergo mentoring by Dragados USA, perform work, and gain valuable expertise on the project, with the possibility of partnering with Dragados USA on projects that we build in their region and throughout the country.

Despite our ability to self-perform all of the various scopes of work associated with our projects, our approach to achieving maximum DBE/SBE/MBE/WBE or local business enterprise participation remains the same. It begins with a process of analysis that recognizes both the abilities and limitations of small business and local firms and ends with the award of subcontracts to the most value-added, qualified, interested bidders. Our goal to subcontract to small, minority, and women-owned business enterprises is twofold – (1) to assist local S/M/WBE businesses to become greater resources to our team; and (2) to help them build and grow their businesses into more competitive forces and become greater assets to the construction industry on future opportunities.

The next step in our program will be to provide all small business firms interested in working with us an opportunity to understand the overall framework of a design-build project from inception to completion, so that they can see where and how they best fit within the complex fabric of the project as well as understand the potential opportunities that work on the HRBT project may bring to them. Some of these firms may benefit from our mentoring initiatives which include, but is not limited to, technology transfer, plans and specifications sharing, training, and networking with large firms such as Dragados for partnering on future projects.

We will provide subcontract opportunities to S/M/WBE and local firms to the maximum extent possible for both the development and implementation of the project. Additionally, our strategic approach to maximizing opportunities for small business concerns ensures that we continue to make genuine good faith efforts to continue to meet and/or exceed the participation goals for the duration of the project. Essentially, our subcontracting methods focus on recruiting small and

local firms to join our team and then supporting their performance so that we confirm that their work is integrated into our overall program. We expect their participation for both development and implementation to be productive, valued-added, and result in improved S/M/WBE firms with enhanced PPP work experience and qualifications.

On the majority of our projects, we have subcontracted with and supported local firms taking on critical tasks of participating in the coordination of our projects from beginning to end. We believe that local participation provides us a value that cannot be measured by contract size alone so we believe in providing greater value-added opportunities such as fostering an increase in economic development in the local community, promote the growth of local businesses in close proximity of the project site, and support local firm efforts to increase employment opportunities for members of their respective communities.

Our approach to any project includes initiatives regarding the management of contractors, subcontractors, subconsultants, and the utilization of local skilled and craft laborers to build infrastructures that will sustain their communities for generations to come. For this purpose, we consider all areas of the project targeted disciplines for inclusion of training opportunities to support the development of an effective and diverse workforce.

ACS ID and Dragados USA are committed to actively recruiting, training, and employing an ample, uninterrupted supply of qualified labor to complete the project on time and within budget. Our goal is to employ a workforce that reflects the best available skilled and craft labor within and outside of the project area. Through ongoing communication and community involvement efforts, we will proactively locate, encourage, recruit, train, and employ all individuals, to ensure that the apprentice training and employment opportunities presented by this unique project are made available to everyone.

To implement these recruitment efforts, we will make a maximum effort to contact public and private sector workforce training programs for employment opportunities associated with the project. In addition, we will require our managers, supervisors, subcontractors, and employees to be fully accountable for adherence to all On-The-Job Training, Equal Employment Opportunity, and Affirmative Action program goals and policies we institute. These efforts will be in addition to any apprenticeship training initiatives we are able to establish with the local labor unions.

Ultimately, our goal is twofold: (1) to recruit, hire, and train a sufficient supply of qualified workforce from within and outside of the project area to participate on the contract; and (2) to ensure that we maintain an ample supply of skilled and craft labor for duration of this project. Dragados employs M/W/SBE and EEO Managers who are responsible for managing the process and ensuring compliance with all contract requirements as they relate to the utilization of minority and women subcontractors and laborers participating on our projects.

1.9. Safety Record and Plan

Does the proposal identify all construction partners and subcontractors safety records for a minimum of five years? Has a safety plan been developed and does it include means and methods for implementation and sustainability.

Dragados USA and Flatiron are committed to protecting the safety, health of our employees, the VDOT team and the general public, working with our construction management and subcontractor partners for the protection of their respective workforces, and protecting the environment.

Dragados USA, as the lead partner of the Design & Build Joint Venture, will implement the principles of Dragados safety policy with the aim of achieving the goal of Zero accidents. It is therefore expected and requested that each person, of every tier and position, involved in the HRBT project commit to maintaining the values, goals, and objectives outlined within the body of this program.

The Mission of the Dragados USA Management Team, with respect to Health, Safety and the Environment, is the prevention of injury, illness, environmental impact, and property damage during all construction activities that are conducted at Dragados jobsites. This Mission will be accomplished through a multi-dimensional approach to the management of safety, including the following:

- ✓ Development of strong partnerships between the Design & Construction Joint Venture, ACS ID, VDOT and subcontractors
- ✓ Implementation of a comprehensive Environmental, Safety and Health Plan for construction activities
- ✓ A defined accountability and responsibility program that fosters safety ownership during construction
- ✓ A structured self-evaluation program for the purpose of monitoring and continuous improvement
- ✓ Development and maintenance of a training and education program specific to construction activities
- ✓ A defined set of company-wide goals and objectives related to the safety and health of the workforce
- ✓ Injury prevention through a focus on activity pre-planning at every level of construction
- ✓ A subcontractor assessment process intended to increase the value of safety management systems
- ✓ Maintenance of strong, open communication lines where all interested parties add value to safety

This approach, in conjunction with a strong management commitment and maintenance of positive relationships will prove to be an invaluable asset to Dragados, its partners, and its neighbors. Meeting this goal will require steadfast dedication at every level of the construction projects, and begins with this commitment by the management teams at Dragados.

1.10. Liability

Is the liability structure among the team members clearly specified? Is there a written commitment to joint and several liability? If not, please explain why. Are there adequate parent company guarantees? Are there limits or caps on the Proposer's liability and indemnification of the Department?

As is standard in public-private partnership projects, the main responsibility for the Project will be in the Developer, a special purpose entity to be formed by ACS ID, as the equity member. The design and construction risk for the Project will be passed down to the design build contractor, a joint venture formed by Dragados USA, Inc. and Flatiron Constructors, Inc., on a back-to-back basis under the Design-Build Agreement to be entered into between the Developer and the Design-Build Joint Venture. The members of the Design-Build Joint Venture will each have joint and several liability for the obligations under the Design-Build Agreement. While the terms of the Design-Build Agreement and structuring of the security package will need to be completed once the Project has been more fully defined and a Comprehensive Agreement has been negotiated with VDOT, the security package will include, among other things, parent company guarantees of the members of the Design-Build Joint Venture, guarantying their subsidiary's obligations under the Design-Build Contract. Dragados, S.A., the parent company of Dragados USA, Inc. has already demonstrated its commitment to the Project and provided a Letter of Support, which can be found in Exhibit A of this Conceptual Proposal. The Design-Build Agreement will include a maximum liability cap to be negotiated based on the feedback of the financing community. Similarly, the security package itself will be further defined through discussions with the rating agencies, debt providers as well as VDOT.

The operations and maintenance will be self-performed by the Developer, which will benefit from the equity contributed to the Project, as well a liquidity instruments (such as reserves, etc.) that may be required in order to secure the financing.

**Years of Experience**

- 26 years

Areas of Expertise

- Design-Build
- Project Management
- Planning
- Bid Management
- Technical Management
- Commercial Management

Education

- Bachelor of Science, Naval Architecture, Spain

Languages (Oral & Written)

- English
- Spanish

ANTONIO ESTRADA

Concessionaire CEO

Experience Profile

Antonio has more than 20 years of civil engineering and building experience in all variety of infrastructures. Prior to work with ACS he was working for the Spanish marine department. He has served as Engineering, Bid and Technical Manager on many projects; he has also been involved in the construction of submarines. His experience includes transportation planning, Design and Build, preparation of bids and construction supervision expertise. Antonio has a Technical background as well as Financial and Management training. He has taken several courses at *Krauthammer Internacional* and at the *Instituto de Finanzas*. He has participated as a C.E.O. in a wide range of projects, from urban toll roads to Combined Cycle Power Stations.

Project Experience***IRIDIUM CONCESIONES DE INFRAESTRUCTURAS S.A.******(2004 to Date)******ACS INFRASTRUCTURE DEVELOPMENT, INC & ACS******INFRASTRUCTURE CANADA (Iridium Subsidiaries in North America) Senior Vice President of Operations (2009- To date)***

- ✓ Member of the Executive Committee of Nouvelle Autoroute A30 in Montreal, Total investment: CA\$1.650 Billion
- ✓ Director of I-595 Express. This is a Public Private Partnership for the improvement of the I-595 corridor between I 95 and I 75 in Davie, Florida. Total investment : US\$1.7 Billion
- ✓ Member of the Executive Committee of South Fraser Transportation Group. This is a Public Private Partnership for the design, construction, operation and maintenance of the South Fraser Perimeter Road in Vancouver, British Columbia. Total investment: CA\$715 millions

IRIDIUM CONCESIONES DE INFRAESTRUCTURAS S.A. (2004- To Date)***Project: Sociedad Concesionaria Autopista Central S.A., Santiago, Chile. (2004- 2009)*****Client:** Ministry of Works of Chile**Project Role:** C.E.O.

It is a US\$977 million joint venture and includes the development, design, construction, financing and O&M of a urban toll road with a 60Km length with “Free Flow” toll system.

Main responsibilities:

- ✓ Oversee the overall performance of the Concessionaire.
- ✓ Ensure that the construction works and the ETC system were in place according to schedule and in terms of quality as to operate the toll road.

- ✓ Fulfill the contractual requisites in order to obtain the start up authorization from the Ministry of Public Works.
- ✓ Ensure fulfillment of financial contract obligations in connection with the long-term financing of the toll road.
- ✓ Implement the business model for the free-flow tolling system, mainly including: toll road infrastructure and electronic toll collection maintenance, user subscription of tag contracts, billing, account statements delivery, collection and payment claiming management, customer service channels management (service centers, automatic self-service machines, call center and web site), violation deterrence and enforcement.
- ✓ Meet environmental requirements according to the Project's Environmental Impact Study for the construction and operation stages.
- ✓ Manage community relations activities.
- ✓ Manage authority relations, which include negotiation of toll road improvements and additional works, as well as the corresponding compensations to the Concessionaire.

CEO of ACS subsidiary companies in Chile

Managing a total investment of USD 2.5 billion

- ✓ Taurus Holding Chile S.A. - Position: Member of the Board of Directors
- ✓ Inversiones Nocedal S.A. - Position: Chairman of the Board
- ✓ Concesiones Viarias Chile S.A. - Position: Chairman of the Board
- ✓ ACS Chile S.A.- Position: CEO

ITI - Container Sea Terminal in Iquique Harbor.

Position: Member of the Board of Directors

Total investment : USD 40 million

Number of containers : 140,000

Annual revenue : USD 25 million

Position: Member of the Board of Directors

SCL Término Aéreo Santiago S.A. Sociedad Concesionaria. Santiago Airport Terminal

Position: Acting Member of the Board of Directors

Total investment : USD 200 millions

Annual revenue : USD 63 millions

Number of passengers : 8.4 millions

Position: Acting Member of the Board of Directors

General Manager for Dragados. Murcia Spain: (1998-2004)

From October 1998 through September 2004, Mr. Estrada worked as a Construction Manager.

This role involved Civil engineering as well as Building activities. The following are just a few projects that could be highlighted here:

- ✓ Construction management (Civil Engineering and Housing)
- ✓ New Break Water, Port of Cartagena, Spain
- ✓ Terminal of tanker-vessels, Port of Cartagena, Spain

Technical Manager in the Water Treatment Department (March 1996 - October 1998)**Main Projects:**

- ✓ Engineering and construction of water treatment and desalination plants.
- ✓ Engineering and construction of waste water treatment plants in Murcia, Logroño, Palencia, Elda and Jaen, Spain.
- ✓ Engineering and construction of the desalination plant in the port of Rosario, Tenerife, Spain.

Working as a Technical and Commercial Services Manager (May 1992 - March 1996)**Main Projects:**

- ✓ Technical Consulting in the construction of submarine outfalls in Bandra and Worli, Mumbai, India.

Project: *Construction of Submarine Outfalls in Pinedo for Waste waters Disposal in Valencia*

Project Role: General Manager of the Joint Venture "UTE Emisario de Pinedo"

- ✓ Construction of submarine outfalls in Pinedo for waste waters disposal in Valencia, Spain.
Length: 5000 m, diameter: 2.5 m., discharge depth: 25 m.

Site Manager in the Marine Department: (November 1985 - February 1990)**Main projects:**

- ✓ Submarine water supply in Cangas (Pontevedra)
- ✓ Marine reclamation in Raos (Santander Harbor)

DRAGADOS USA**Years of Experience**

- 36 years

Areas of Expertise

- Construction of Major Infrastructure Projects
- Multi-million Privatization and P3 Projects

Education

- B.S. degree in Civil Engineer specialized in Transport, Ports and Urban Management. Santander (Cantabria) Civil Engineer School, Degree in June 1973

Languages (Oral & Written)

- Spanish
- English

BERNARDO PALICIO
Project Development Committee Leader

Mr. Palicio has 36 years of work experience all of them with Dragados. He has been involved in the construction of major bridges (cable stayed bridge and bridge of conventional construction which are over a water opening of 1000 ft or more), highways and transit projects, as well as in the development and construction of multi-million privatization and P3 projects.

Project experience**ACS Group/Dragados, S.A., Madrid, Spain****Dragados USA, Inc.****2006 to present, Bids/ Proposal Director, North America**

Responsible for bid preparation of typical low bid contracts and design/ bid proposals for PPP projects. For the latter, his work includes the direction and management of design consultants, coordination with partners and subcontractors,

management of day to day operations of design/ build joint ventures, and interfacing with owners and project developers during the procurement process; including developing proposals, and project development with the Clients. The main representative projects are:

- Miami Port Tunnel - \$1.0 billion dollars
- I-595 Fort Lauderdale - \$1.2 billion dollars
- 635 LBJ Highway - \$1.5 billion dollars
- East Side Access NY – \$428 million dollars
- Mid-Currituck Bridge (PDA) – approximately \$619 million dollars

DRAGADOS, S.A.**1999 – 2002, Project Manager, Construction of the Beira Interior Highway.**

The project consisted of the construction of 81.27 miles of highway that includes the execution of 24 viaducts with a total length of 4.35 miles and a total surface of 242,126.98 sq. yd., 5,183.73 ft of tunnel excavated by traditional means in weathered granitic soils for two lanes (tunnel diameter 22.97 ft) and improvement of the existing one with the same length for another two lanes (one tunnel for each direction) including 156,886.89 cu. ft. digging through rock in tunnel. All the facilities for the tunnel (ventilation, signaling, SOS exits following international rules for safety, etc.) were made. Other minor structures were constructed such as: 59 overhead crossing and 25 underpasses. Project construction cost: \$735 million.

1996 – 1997, Project Manager. Construction of the Gijón Bypass. Gijón, Spain.

The works consisted in the construction of a section of CN632 highway between Lloreda and Piles (4.6 miles) in Asturias. Project construction cost: \$48.11million.

1991 – 1994, Project Manager, Construction of Teodoro Moscoso Bridge. San Juan, Puerto Rico.

The project consisted of the construction of a toll bridge 7,382 ft in length across San José Lagoon. The structure is formed by seventy-eight (78) isostatic distance pieces with a span of 98.4 ft and supported by stacks of five (5) steel piles 42 feet, 5 inches thick, driven into depths of 131 ft Project construction cost: \$79.030 million.

**Years of Experience**

- 18 years

Areas of Expertise

- Operational Process Analysis
- Strategic Planning and Leadership
- Organizational Design
- Productivity and Efficiency Improvement
- Project Planning/Execution
- Multiple Site Operations
- Process Redesign
- Contract Administration
- Performance Management
- Quality Management Education

Education

- Business Management Diploma,
- Graduate Institute of Management Technology
- Graduate Diploma in Engineering (Civil Engineering),
- University of the Witwatersrand
- Bachelor of Science in Engineering (Civil),
- University of the Witwatersrand

Registrations

- ECSA -South Africa

Languages (Oral & Written)

- English

ROBERT CORREIA

O&M / ITS and Toll Operations Committee Leader

ITS & Tolling Manager

Experience Profile

Robert Correia is a highly experienced toll and highway operations and maintenance project manager. He has been directly involved in the wide range of activities required to provide a project or company with the operational know-how including the necessary processes, equipment, documentation and coordination required to deliver the project within a framework of high quality objectives. His contract, operations and business management skills are supplemented by a professional engineering background.

Project Experience*I-595 Express, Florida, USA**Operations and Management Director*

Since March 2009 Robert has been assigned the responsibility of managing the Operations and Maintenance Works in the I-595 Project in South Florida, USA. The I-595 Project consists on the expansion of an existing 17 Km long major urban highway with a current AADT higher than 140,000 vehicles where Iridium is responsible for ITS Maintenance and Operation, Traffic Management, Incident Response and Maintenance Works.

Robert is managing a team of more than 40 members and an annual budget of more than USD \$ 7 M.

*Pt. Operational Services (Pty) Ltd, Pretoria, South Africa**Chief Executive Officer**2004 to 2008*

- ✓ Recruited by company shareholders, Iridium and Abertis.
- ✓ Oversaw 430 personnel and USD \$12 operational budget.
- ✓ Driving process improvements throughout the operation (toll operations and asset management) and company. Oversee regulatory

compliance, and build training capability. Specification of enhancements to operational equipment to ensure adequate functional support to toll operations.

- ✓ Implementation of controls to ensure quality of operational output and early fraud detection.
- ✓ Procurement and administration of subcontractor services.
- ✓ Manage company and report to Board of Directors

Intertoll-ICS, New Delhi, India

Project Director, Toll Infrastructure and Operations, 2000 to 2002

- ✓ Deployed by Intertoll (Pty) Ltd, South Africa, to coordinate the design of the Delhi-Noida toll bridge highway in New Delhi, India in accordance with client's requirements.
- ✓ Successful implementation of infrastructure design and tolling strategy.
- ✓ Established local operating company recruited all senior level personnel, training and eventual handover to appointed managing director.
- ✓ Successfully aligned business planning and financial/operational processes with performance targets.

Project Director, Toll Infrastructure and Operations, 1997 to 1998

- ✓ Seconded by Intertoll (Pty) Ltd to LAMSA (Linha Amarela SA) to manage the toll equipment installation subcontract and mobilize the tolling operations.
- ✓ Design of tolling operational processes, recruitment of related staff and overseeing of training activities.
- ✓ Contract administration of equipment procurement and installation.
- ✓ Planning and implementation of route emergency services.
- ✓ Strategic design of electronic toll payment marketing.

M5 Highway, Budapest, Hungary

Operations Project Manager, Route Management, 1995 to 1997

- ✓ Design of highway routine maintenance requirements and activities.
- ✓ Specification of plant and other equipment required for the mechanized maintenance of the route, including winter maintenance.
- ✓ Drafting of all operational and maintenance procedures.
- ✓ Coordination with local authorities and design of emergency services action plan.

Jeffares & Green, Johannesburg, South Africa

Design Engineer, Pavement Management, 1991 to 1995

- ✓ Geometric and mechanistic design of various road infrastructures according to South African design standards.
- ✓ Development and application of bespoke pavement management system.
- ✓ Pavement assessment and related design solution, pavement deterioration modeling and pavement lifecycle planning for various roads.
- ✓ Design of rehabilitation of concrete highway.
- ✓ Supervision of concrete highway rehabilitation contract

**Years of Experience**

- 17 years

Areas of Expertise

- Project Finance
- CFO in large infrastructure projects.
- Financial Management
- Treasury Management
- Business Start -Ups

Education

- PhD in Applied Economy, Málaga University (cum laude) Thesis in financing infrastructure by the private sector: Toll road "Malaga – Estepona" 1996-1998 ; Research Proficiency in Applied Economy, Málaga University 1999;
- Postgraduate credits in finance, Harvard University Extension School, USA;
- Bachelor in Business Administration, Extremadura University 1990

Languages (Oral & Written)

- English
- Spanish

Other:

- Second Lieutenant Spanish Army, 1988-1989

ANGEL MURIEL
Financial Committee Leader
CFO

Mr. Muriel has a strong finance educational background with a PhD in Applied Economy. He joined the ACS Group in 1995, and has been participating in big investment projects around the world. His entire career has been devoted to Concessions, from different angles, including the development process, financing projects and managing concessions. He has been the CFO of North America since June 2006 and has been leading the efforts to reach financial close in the following Private Partnership Procurements awarded to the ACS/Iridium Consortium; the Windsor-Essex Parkway in Ontario (*December 2010*), the South Fraser Perimeter Road in British Columbia (*July 2010*), the I 595 Express Lanes in Florida (*March 2009*), and the A 30 in Montreal (*September 2008*). In addition, he has also participated in other major PPP procurements such as: the IH 635 in Texas, the Miami Port Tunnel and The Pennsylvania Turnpike Lease. Additionally, Mr. Muriel has specific expertise in Design, Build, and Finance leading a CAD 500 Million commitment for Route 1 in New Brunswick and a more than CAD 200 Million financial close and total execution in Chile.

Before coming to North America, he was the CFO of Iridium in Chile managing a CAD 3 Billion infrastructure investment portfolio, while in charge of the financial aspects of the biggest concession project in the country, Autopista Central. Autopista Central was financed with a bond issued simultaneously in Chile and the US for CAD 737 M. He is very comfortable working in a multicultural environment in partnership with international companies. His areas of

expertise include finance, treasury, tax and accounting, CFO duties for different companies in different countries and participating in startup projects.

Project Experience**GRUPO ACS (Feb 1995-Present)**

Iridium in its wholly owned subsidiary ACS Infrastructure Development (**June 06 – Present**)
Miami, USA

CFO of the North American Companies for developing concessions.

Some of the projects Mr. Muriel has been involved with:

- *Windsor-Essex Parkway, Ontario (Canada)* US\$ 1.3 Billion **AWARDED** to ACSIC
- *South Fraser Perimeter Road, British Columbia (Canada)* US\$ 774 Million **AWARDED** to ACSIC
- *I-595 Broward County, Florida (USA)* US\$ 1.7 Billion **AWARDED** to ACSID
- *A-30 in Montreal, Quebec (Canada)* US\$ 1.9 Billion **AWARDED** to Iridium S.A, Consortium
- *I-69 TTC Texas (USA)*. Development of the TransTexas Corridor **AWARDED** to ACSID Consortium
- *Mid Currituck Bridge Project North Carolina (USA)* PDA US\$ 619 Million **AWARDED** to ACSID
- *Pennsylvania Turnpike, (USA)* US\$ 13.2 Billion **AWARDED** to ACSID consortium, although the project was later cancelled.
- *Route 1, New Brunswick,(Canada)* US\$ 500 Million not awarded
- *Miami Port Tunnel, Florida (USA)* US\$ 1.6 Billion (ACSID's Consortium ended up in second place)
- *635 Texas (USA)* US\$ 4.1Billion (ACSID's Consortium ended up in second place)

ACS Chile (October 02 – June 06) Chile

CFO of the investment vehicles companies in Chile. The total investment portfolio of these vehicles was CAD\$3 B and includes Santiago Airport, 4 Toll Roads, Waste Treatment and Iquique Container Port.

Member of the Board of Directors of different companies.

CFO of Autopista Central (June 04 – June 06), first Latin American Free Flow Toll Road and first interoperable free flow toll road in the world. Total investment amounts over CAD\$ C\$1.169bn. The project has issued a local bond of CAD\$ 432 million and a private bond placement of CAD\$335 millions in the US market, both with the Financial Guarantee of MBIA. In 2005 Autopista Central closed a Cross Currency Swap of CAD\$ 665 M, to hedge our dollar exposure in the upcoming 20 years. The hedge was executed by JP Morgan, Deutsche Bank together with the Official Financial Institution, ICO, as Fronting Agent.

CFO of the Toll Road, Santiago – Valparaiso y Viña del Mar (October 02 – June 04), with a total investment over CAD 655 million. This project has issued a CAD 501 millions infrastructure bond with the Financial Guarantee of the Private Sector of the IADB and FSA, being among my task all the relations with the Bank.

ACS Corporation (August 99-September 02) Madrid, Spain

Manager of Telecom projects, Project Manager Xfera (4th UMTS operator) and Broadnet (LMDS operator) CFO , Xfera

Involvement in Xfera throughout the bid process, award and start up. CFO in functions starting the different company processes: accounting, auditing, business plan, cash management and financing.

Leader of a negotiation team in charge of a CAD 4.3 Billion non recourse vendor financing.

Managing a 15 person team, reporting to the Executive Committee, Board and CEO.

Corporate Finance (August 98-August 99)

Analysis and follow-up of investment opportunities, company acquisitions and concession projects. Project finance of wind farms (La Enderrocada), highways (Santiago, Valparaíso in Chile and M-45 in Spain, among others) and transport projects (Intercambiador Avenida de América).

Civil Servant August 1996-August 1998

Auxini S.A. International Department (March 1995-August 1996)

Bid analysis and preparation of investment projects in South America, including project finance opportunities in energy, water and transport.

Public Administration (August 1996-August 1998)

Chief of the cabinet of the Civil Governor in Málaga

Appointed by the Governor to provide him with direct advice on all fields relating to the management of the Province of Malaga. In addition, the responsibilities specifically included direct involvement in infrastructure projects, including toll highways, water and airports that were being built at that time

Grupo Fierro, Colombia (January 1994 – February 1995)

CFO reporting to the CEO, managing a 70 person team in a distribution company.

Spanish Institute of Foreign Trade (January 1993-January 1994)

Official foreign trade activities in the Spanish Embassy in Colombia, including infrastructure projects of transport (Medellín Underground), different toll roads and airports.

**Years of Experience**

- 0.5 year – ACS
- 4.5 years – Wilbur Smith Associates

Areas of Expertise

- Traffic and Revenue Forecast
- Travel Demand Modeling
- Risk Analysis

Education

- M.S. in Finance
- Ph.D. in Transportation Engineering
- M.S. in Transportation Engineering
- B.S. in Civil Engineering

Registrations

- PE

Languages (Oral & Written)

- English
- Chinese

XIAOJIN (JERRY) JI PH.D, PE
Traffic and Revenue Manager

Dr. Ji has five years of experience in travel demand modeling, traffic and revenue forecasting and risk analysis. His most recent relevant project experience includes a number of high profile investment-grade traffic and revenue studies of Mid-Currituck Bridge, West by Northwest Managed Lane, Dallas North Tollway System, President George Bush Turnpike Eastern Extension, SH121, Windsor Gateway Project, IH 35E Managed Lane; level-2 traffic and revenue study of SH 183 Managed Lanes, North Tarrant Expressway, SH161 and Tyler Loop 49. Some other project experience includes traffic simulation on the interchange of PGBT and US75, All-ETC conversion impact study, truck toll rate study etc. His recent experience includes:

Mid-Currituck Bridge Traffic and Revenue Study (2011)

– The project is located northeastern North Carolina connecting the Currituck County mainland to the Currituck County Outer banks.

West by Northwest Managed Lane Project Traffic and

Revenue Study (2011) – The project is a 30-mile managed lane project located in Atlanta, GA. It include the addition of approximately 16 miles of new managed lanes along I-75 from Akers Mill Road to just north of Hickory Grove Road) and approximately 14 miles along I-575 (from I-75 to Sixes Road).

IH 35E Managed Lanes Level 3 Traffic and Revenue Study (2010) – Project Manager, the project extends from City of Dallas to City of Denton and is approximately 30 miles. The Level 3 Study builds upon the Level 2 study completed in 2009 with various enhancements in travel demand modeling and economic growth analysis to support the financing analysis and procurement of the project.

Detroit River International Crossing (DRIC) Traffic and Revenue Refresh Study (2009) – Deputy Project Manager, this study was to refresh the comprehensive T&R Study performed in 2008 to incorporate the latest information of the economic turmoil and recent border crossing trends between US and Canada going through the Detroit-Windsor area.

Preliminary T&R Risk Analysis for the Proposed Knik Arm Bridge (2009) – Project Manager, the project is located in the State of Alaska connecting the Matanuska-Susitna (Mat-Su) Borough to the Municipality of Anchorage across Knik Arm. This preliminary risk

assessment study was conducted based upon the comprehensive traffic and toll revenue forecast performed previously and using Monte Carlo Simulation method to develop the probability distribution of future traffic and revenue estimate.

SH 183 Managed Lanes Level 2 Traffic and Revenue Study (2009) – Project Manager, this project studies the portion of SH 183 extending from Valley View Lane to IH 35E located within Dallas County. Two concurrent managed lanes will be built as the ultimate design. The project includes comprehensive data collection, economic growth analysis, congestion pricing analysis, revenue forecast and risk assessment.

IH 35E Managed Lanes Level 2 Traffic and Revenue Study (2009) – Project Manager, the project extends from City of Dallas to Denton and is approximately 30 miles. The Level 2 T&R study was conducted for Texas DOT to support concession or design-build procurement and includes comprehensive data collection, economic growth analysis, congestion pricing analysis, revenue forecast and risk assessment.

Tyler Loop 49 Level 2 Traffic and Revenue Study Update (2008) – Project Manager, the project is located in Tyler, Texas as a bypass to the existing US 69 and other local streets passing around or through Tyler downtown. The first two segments of the project have been opened to traffic. The T&R study was performed in support of the financing of the other four segments of the project.

President George Bush Turnpike Eastern Extension Investment-Grade Traffic and Revenue Study Update (2008) – Project manager; this investment-grade update study was conducted to incorporate new regional mobility plan, new toll polity, updated network etc; managed data collection, calculated toll rates, calibrated base year travel demand model, ran future year travel demand model, calculated revenue stream, and wrote technical report.

SH 121 Investment-Grade Traffic and Revenue Study (2007) – Technical leader; this newly constructed 20-mile toll road is located at the fast growing suburban area of the great Dallas area. Led the travel demand model calibration, O-D survey analysis, sensitivity test of toll rate and revenue calculation, coordinated with the independent economic review and state preference survey, answered the questions of rating agencies, financial advisors and bankers, and trained young staff on travel demand modeling.

North Tarrant Expressway Managed Lane Level 2 Traffic and Revenue Study (2007) – Principle analyst; this project features dynamic pricing based on travel demand to maintain free-flow travel on managed lanes; ran traffic simulation using VISSIM with the existing and future travel demand; developed programs to connect VISSIM and TransCAD, conducted sensitivity test of toll rates, wrote TransCAD macros for toll rate updates, triptable matrix interpolation, network editing and Excel macros for revenue calculation, model result summarizing and graphic drawing.

Dallas North Tollway (DNT) System All ETC with Video Tolling Study (2007) – Project manager; this study is to evaluate the impact of replacing the current cash toll collection with video tolling on the revenue stream of the DNT System.

PGBT/US 75 Travel Demand and Microsimulation Study (2006) – Project manager; this project is to evaluate the alternatives of addressing the recurring congestion at the interchange of two major freeways in north Texas, USA; four alternatives were evaluated with VISSIM microsimulation; managed data collection, ran travel demand model to forecast the future travel demand, ran VISSIM simulation, prepared technical report.



Years of Experience

- 30 years

Education

- BS in Construction Management, Miami Florida

Registrations

- General Contractor, Florida License GC062115 Languages (Oral & Written)

Certifications

- LRQA, ISO 9000:2000 Quality Management Lead Auditor
- BSI, ISO 9000:2000 Quality Management Internal Auditor -
- UF/CTQP,
- Construction Academy (Project Engineer School)
- UF/CTQP, Quality Control Manager
- Primavera,
- Contract Administration
- ATSSA, Work site Traffic Supervisors
- UF/TTC, Environmental Impacts of Highway Construction
- UF/TTC, Erosion Control/Storm water Management
- UF/CTQP, Asphalt Paving Inspection Levels I & II
- UF/CTQP, Earthwork Inspection Levels I & II
- UF/CTQP, Final Estimates Level II
- UF/FEES, Building/Structural Transition Overview
- OSHA, 29 CFR 1926 Construction Standards
- UF/CTQP, Pile Driving Inspection
- UF/CTQP, Drilled Shaft Inspection
- TROXLER, Radiation Safety Officer
- FCPA, Structural Masonry Inspection
- ACI, Troubleshooting Concrete Construction
- ACI, Transportation Inspector
- IMSA, Work zone Safety Specialist
- CMC&A, Advanced Work zone Traffic

RAOFL SHAM Quality Manager

Experience Profile

30 years of engineering and construction experience, including 15 years on various engineering/construction/inspection projects, and 15 years of general supervision on construction of residential and commercial projects. Extensive experienced in construction management and techniques. Experience in design, build, finance, operation, construction management at risk, construction engineering and inspection, safety, QA/QC program according to ISO 9001, project management plan, monthly progress reports, and final estimates preparation, calculate and estimate of construction costs and monthly estimates, work closely with client representatives on all phases of construction as both Contractor and Consultant from Planning, Constructability, Scheduling and Inspection to Final acceptance. Projects include; mega rail system, pre-cast, cast-in-place, incremental launching, balanced cantilever method with travelers high level segmental bridges, conventional bridges, bascule bridges, roadway and asphalt inspection, several residential and commercial projects, and interstate highway system with toll and bridges.

Project Experience

I 595 Express

Fort Lauderdale, Florida (July 2009-Present)

Project: I-595 Corridor Improvements (D/B/F/O/M)

Client: FDOT

Project Role: (Quality & Safety Manager) Design, Construction, Operation & Maintenance

Act as owner representative, reporting directly to CEO. Responsible for supervision of Design, Construction, Safety, Operation & Maintenance, monitoring of safety and quality site procedures and testing laboratory procedures and activities. Generate and approved project Quality Manual, Safety Manual, Design Quality Plan, Construction Quality Plan, Operation & Maintenance plan and procedures, support and advise Project CEO and managers on quality & safety matters. Manage material approvals processing, in coordination with testing laboratory. Conduct periodic audits of both Safety and QA/QC to verify project specific quality plan implementation is effective and remains in compliance with approved

procedures. Recommend and advised non-compliance report when necessary to the project CEO and managers. Monitor Quality, material handling procedures, audit the project and ensure project is in compliance with project specifications and OSHA, ISO 9001, AASHTO, ACI, ASTM, ANSI standards. Provide guidance and suggestions for job specific quality plan development. Ensure that testing requirement frequencies are satisfied. Lead surveillance and schedule audits.

Parsons-Odebrecht JV - Miami, Florida (January 2009 – July 2009)

Project: MIA (Miami Airport) Mover APM System, Design Build (\$ 256,000,000.00)

Client: MDAD

Project Role: Project Quality Manager (Design, Construction & Operation)

Responsible for supervision of Design, Construction and Operating system, monitoring of quality site procedures and testing laboratory procedures and activities. Generate and approved project Quality Manual, Design Quality Plan, Construction Quality Plan, Operating Systems Quality plan and procedures, support and advice Project Executive on quality matters. Managed material approvals processing, in coordination with testing laboratory. Conduct periodic audits of both QA/QC to verify project specific quality plan implementation is effective and remains in compliance with approved procedures. Recommend and advised non-compliance report when necessary to the project executive and managers. Monitor Quality, material handling procedures, audit the project and ensure project is in compliance with project specifications and ISO 9001, AASHTO, ACI, ASTM, ANSI standards. Provide guidance and suggestions for job specific quality plan development. Ensure that testing requirement frequencies are satisfied. Lead surveillance and schedule audits.

Parsons -Dubai, UAE (2007 – 2009)

Project: Dubai Metro Project (Design Build) (\$ 5,000,000,000.00)

Client: RTA

Project Role: Project Manager (Quality & Safety)

Responsible for supervision and monitoring of quality and safety site procedures, and testing laboratory procedures and activities. Review and approval of contractors CQC plan and procedures, support and advice project managers on quality and safety matters. Managed material approvals processing in coordination with testing laboratory. Conduct periodic audits of both QA/QC and Safety to verify project specific quality plan implementation is effective and remains in compliance with approved procedures. Recommend and advised non-compliance report when necessary to the project managers. Monitor Quality, HSEP and safe material handling procedures, audit the project safety plan and ensure project is in compliance with project specifications and ISO 9001, AASHTO, ACI, ASTM, ANSI and BS standards. Provide guidance and suggestions for job specific quality plan development. Ensure that testing requirement frequencies are satisfied. Lead surveillance and schedule audits on the Engineer and Contractors.

Parsons - Abu Dhabi, UAE (2006 – 2007)

Project: Saadiyat Island Bridge (\$ 250,000,000)

Client: Tourism Development & Investment Company (TDIC)

Project Role: QA/QC Manager

Responsible for Generating Project Management Plan, Monitoring QA/QC site procedures and testing laboratory procedures and activities, Conduct periodic audits to verify that Job Specific Quality and Safety Plans implementation are effective and remains in compliance with approved procedure, Supports and advise the Project Manager in project quality matters.

Jacobs - Sanibel Island, Florida (2005 – 2006)

Project: Sanibel Island Bridges & Toll Plaza (CM at Risk) (\$ 69,000,000)

Client: Lee County

Project Role: Project Administrator/ Project Engineer

**Years of Experience**

- 25 years

Education

- B.Sc. Engineering, Trinity College Dublin, 1983 (Structural Engineering)
- Post Graduate Diploma in Construction Law & Contract Administration, Trinity College Dublin, 2003
- Post Graduate Diploma in Arbitration, University College Dublin, 2004.

Professional Membership

- Member of the Institution of Engineers of Ireland (M.I.E.I.)
- Member of the Chartered Institute of Arbitrators M.C.I.Arb.

Other Courses

- 1993 – 2000 Various spreadsheet/database/WP courses
- 1993 Systems administrators course UNIX
- 1993 AutoCAD basic and intermediate.
- 1993 DOER road design.
- 1994 Systems administrator Novell network.
- 1996 ACCESS database developing applications.
- 1997 ACCESS advanced
- 1998 Windows NT Super user
- 2000 Visual Basic Introduction
- 2001 Expedition, ICEPAC
- 2002 Primavera P3, ECDL

IAN CUNNINGHAM

Technical Director

Experience Profile

Ian Cunningham has over 25 years experience in various disciplines within the Construction Industry. Initially, in the UK his experience was supervising and managing building projects with building contractors. Laterally, Mr. Cunningham has concentrated on large civil projects in Ireland ranging from light rail to large heavy civil roads projects. Mr. Cunningham has worked in various roles from Project Manager to Senior Quantity Surveyor to Construction Manager, supervising multiple large projects. Mr. Cunningham has been employed by both contractors and Clients and has developed a deep experience of the construction industry.

His more recent experience has been managing several PPP Schemes in Ireland, focusing on commercial and contractual administration of multiple large schemes on behalf of Celtic Roads Group. Mr. Cunningham has developed a broad experience of contract administration and commercial awareness using various forms of contract founded on his post graduate qualifications. These skills have been particularly important and well utilized on his more recent experience on these PPP projects while negotiating various commercial settlements and agreements.

Project Experience

January 2004 to Present – Construction Manager, Celtic Roads Group

During this period, Mr. Cunningham has successfully managed the delivery of three PPP Projects from Commencement to Completion. (These projects comprised, M1 Dundalk Western By Pass €100M, N25 Waterford By Pass €250M, M7/M8 Portlaoise €263M). All projects were high quality inter-urban national motorways in Ireland. Mr. Cunningham managed these projects for Celtic Roads Group which is an international consortium of concessionaires formed by; BAM PPP, Iridium and National Toll Roads (NTR). His role was to commercially

manage the construction joint venture, integrate the construction joint venture with the Operating Companies and deliver the projects on behalf of CRG. This required significant interface management between the internal contracting partner companies and joint ventures plus relationship management with the external Client and many statutory stakeholders. This

included full responsibility for the contract administration, commercial negotiations and delivery of the contracts within budget and on time.

All of these PPP Projects had significant interfaces with rail crossings, river crossings, ecological areas, land owners, toll operations and road crossings. These interfaces required liaising and co-ordination throughout the Projects to ensure that all contractual obligations were met by the contracting parties. From a technical perspective the N25 Waterford By Pass included the construction of a €40M, 475m span, cable stayed bridge over the river Suir. This is the largest bridge in Ireland. The N25 Waterford By Pass also included 3 rail structures and 53 significant other structures plus a toll plaza. The M1 Dundalk Western By Pass included the largest jacked structure in Ireland to provide a rail over motorway structure. This was jacked in to position over a 72 hour track possession. The M7/M8 Portlaoise Motorway included 6 river crossings, 5 rail crossings and many other significant structures.

November 2001 to January 2004 - Deputy Project Resident Engineer - South Eastern Motorway, Dublin Ireland

This Project consisted of a 10.0km of 3 lane (e/w) Motorway and 20km of side Roads with a Target Value of €195M in Dublin Ireland. This project was characterized by a highly trafficked urban environment in a politically sensitive context. The Project had a very significant archaeological find, which impacted significantly on the management of the Project.

Some of the other challenging aspects of this project were the completion of 18 significant structures and 8km of large utility diversions in a congested urban setting.

On this project, Mr. Cunningham was employed by the Client in the role of the Deputy Project Engineer with responsibility for the management of the commercial aspects of the Construction. This included the management of construction payments, negotiation of additional payments and the settlement and preparation of claims. Due to the significant archaeological find, this project was renegotiated from a remeasurement contract to a cost plus Target Price open book solution.

September 2000 to November 2001 - Contracts Manager / Senior Quantity Surveyor - LUAS Light Rail, Dublin Ireland

The LUAS light rail project was the first light rail project undertaken in Ireland. Mr. Cunningham was engaged initially, as a Senior Quantity Surveyor managing the commercial aspects of multiple enabling packages prior to the construction of the mail tram line. These packages included bridge construction, large utility diversions and advance accommodation works. Mr. Cunningham was then appointed as a Contracts Manager with responsibility for managing the entire packages.

These projects were carried out in heavily congested city streets with very strict controls imposed by the local and utility companies. The contracts were carried under various forms of contracts, including FIDIC, IEI and bespoke domestic forms of contracts.

September 1991 to August 2000 – Measurement Engineer – Various Motorway Projects – Ireland

During this period Mr. Cunningham was employed as a measurement / cost engineer on various motorway projects in Ireland. These projects were all motorway schemes, which were generally carried out in green field environments. The included, Southern Cross Route Motorway Phase I, IR£34.7M, the Southern Cross Route Motorway Phase II IR£11.7M, Northern Motorway Balbriggan By-Pass IR£23M, Kilcock, Maynooth & Leixlip By-Pass Contract No. 1 IR£20M, Kilcock, Maynooth & Leixlip By-Pass Contract No. 2 IR£19M.

On these projects Mr. Cunningham gained extensive experience of managing and administering major civil engineering projects under various forms of contracts. Most of these projects were carried out under the IEI remeasureable form of Contract where Mr. Cunningham was responsible for the commercial management and supervision of these projects.

August 1983 to September 1991 – Site Engineer / Manager – Various Project London UK.

After qualifying in 1983, Mr. Cunningham was employed in London UK. During this period Mr. Cunningham was employed on a variety of building projects. Over that period, Mr. Cunningham started as a site engineer / assistant site manager and progressed to the role as Site / Project Manager. The roles included periods of employment for specialist sub-contractors to periods with main contractors. The projects ranged from commercial developments to local authority construction contracts. Including, specialist formwork sub-contracts, civil works packages and general office and general building works.



Years of Experience

- 11 years

Education

- Bachelor in Civil Engineering)
- Specialty in Civil Construction Universidad Politécnica de Madrid. (8/10)

Additional Education

- Otto Walter. Leadership and Management
- Specialist in Infrastructure Maintenance Management
- Health and Safety Environment Certification
- Design Expert in CAD and Autocad
- Expert in Project Management

Certifications

- Expert level in Microsoft Office Suite, Windows S.O., Linux S.O., internet, web resources.

Languages

- Castellano (mother tongue)
- English
- Euskera (Basque)

SEGIO CUBERO BELINCHÓN

Operations and Maintenance Manager

Professional Experience

Currently (since 2004)

Operations Manager. BIDELAN Gipuzkoako Autobideak S.A.

Contract for the Operation, Maintenance, and Toll Operation in the AP8 Highway Ermua-Behobia, and AP-1 Highway Eibar-Vitoria-Gasteiz.

Traditional (Stop & go) toll highway of 80 miles with an AADT of 35,000 vehicles / day for an operation period of 15 years.

This is relevant experience for the HRBT project because it is the contract with the largest length of twin tube tunnels (10.5 miles of twin tube tunnels) and the single largest twin tube tunnel (2.1 miles) in Spain.

The company has an annual turnover of \$53 Million, with approximately 500 employees.

Previously

Construction Manager

Freyssinet, S. A. (2004-2002)

Responsible for the execution of singular Civil Works, such as the repair of the cable-stayed bridge of Viaducto de Colindres (Cantabria-Spain), and others like the guardrail substitution of the promenade of Paseo de La Concha in San Sebastian, Spain.

Operations Manager (API, the ACS Group) (2002-2000)

Contract for the Operation and Maintenance of the N-1 highway in Gipuzkoa.

The annual turnover is \$17.5 Million

Consultant for the engineering firm IDOM (2000)

Complete topographic surveying of the fiber optic cable network for the subway of the city of Madrid (Metro de Madrid S.A)

DRAGADOS USA**Years of Experience**

- 23 years

Areas of Expertise

- Construction of Major Infrastructure Projects
- Tunnel Construction

Education

- MS Civil Engineering, Polytechnic University of Madrid, 1987
- Completed 32 in-house courses and seminars, including management, planning, progress control, total quality, and environmental management.

Registrations

- National Society of Civil Engineers, Spain

Languages (Oral & Written)

- Spanish
- English
- Portuguese

JUAN PEREZ

Construction Project Manager

Mr. Perez has 22 years of experience in the construction of major port and marine facilities, highway, road and site infrastructure, TBM-bored and drill-and-blast excavated tunnels, hydro-power generation facilities, and underground parking structures.

His work has also included business development, client relations, and project presentations. Prior to his assignment to Dragados USA, Inc., Mr. Perez worked with Dragados on major port and infrastructure construction projects in Spain, Africa, and Israel.

Project experience**ACS Group/Dragados, S.A., Madrid, Spain****July 2005 to Present, Project Manager, Port of Gijon, Gijón Port, Asturias, Spain.**

The project included the construction of a new 12,700-ft long breakwater on three independent alignments (a 4,950-ft long rubble-mound breakwater – the Torres breakwater - with concrete blocks up to 200ton in weight on the external layers of the slope protection, a 5,050-ft long vertical breakwater with 172ft x 105ft x 105ft reinforced concrete caissons, and a

2,700-ft long rubble-mound Lee breakwater with concrete blocks up to 90 ton in weight) starting from Cape Torres, which created a 145-Ha basin of sheltered waters. It also included the construction of a 4,125-ft long, 1,485-ft wide quay to the north of the wharf with water depths ranging from 76 to 89 feet and a 145-Ha total surface area, developed from land entirely reclaimed from the sea, which allows for the simultaneous berthing of three bulk carriers of 230,000 DWT with a 66-ft draft. The new solid bulk terminal to be constructed in this area will have an annual unloading capacity of over 25 million tons and provide a 60-Ha storage area good for up to 2 million tons of iron ore and coal. Project construction cost: \$900 million.

September 2002 to June 2005, Project Manager, Hayovel Port, Ashdod, Israel.

The project included a 3,800-ft long extension of the existing rubble-mound breakwater, for an overall length of 11,100-ft, with 40ton Antifer cubes on the external layer of the slope protection, the completion and placing in operation of five new quays with an overall length of 6,500 ft and varied construction typologies (sheet pile walls, drilled concrete piles, precast “in situ” concrete decks, and reinforced concrete caissons), and the development of a 50-Ha area where the future North container terminal will be constructed. This expansion will make the Hayovel Port

capable of handling over 20 million tons of cargo annually, including 800,000 containers. Project construction cost: \$172.4 million.

Dragados, S.A.**August 2001 to September 2002, Project Manager, Port of Ferrol Expansion, First Phase, El Ferrol, Spain.**

Mr. Perez was responsible for the construction of a 3,650-ft long, 109-ft deep rubble-mound breakwater with a 60-ft high crown-wall made of mass concrete. The outside slope of the breakwater was protected by two layers of 90-ton concrete blocks. The work also included the construction of a 2,830-ft long container berth (ready for a 2,120-ft long extension) and an 82-Ha container terminal adjacent to the pier. The work required 26-million tons of quarry material and 560,000 cubic meters of concrete. Project construction cost: \$150.7 million.

March 2000 to August 2001, Area Manager Algeciras-Gibraltar-Ceuta-Melilla Area, Spain.

Mr. Perez was responsible for all construction projects (24) in the Algeciras-Gibraltar-Ceuta-Melilla area. Representative projects:

Breakwater Extension and “El Navio” Quay, Port of Algeciras, Cadiz Andalucía, Spain.

This project included the construction of a 1,580-ft long extension of the existing breakwater using 140x51x77ft reinforced concrete caissons, and a 1,000-ft long extension of the existing waterfront at “El Navío” Quay, which required the installation of 135x41x53ft and 137x41x56ft precast concrete caissons. The work also included the installation of support piles and the development of a land reclamation area, which required preloading and dynamic compaction. Project construction cost: \$51.2 million.

Harbor Improvements at Isla Verde Quay, Port of Algeciras.

The work included the dredging of the harbor to increase the depth at the Isla Verde Wharf to obtain an operational 50-ft water depth, and the repair and realignment of the existing pier. This work required the construction of a new, pile-supported platform structure. Project construction cost: \$6.6 million.

February 1999 to March 2000 Project Manager Breakwater Rehabilitation, Port of Carboneras, Almería, Andalucía, Spain.

The project consisted of the rehabilitation of the Hisalba Breakwater, at the Port of Carboneras. The work included the demolition of the protection tetrapods at the existing 1,400-ft long breakwater, and their replacement with 5-ton and 30-ton concrete blocks. The 16,000 5-ton units and the 10,500 30-ton units were precast in an adjacent area. A 1,300 m³/day concrete production rate allowed completion of the project within the 11-month contract period. Project construction cost: \$14.3 million.

During this period, Mr. Perez was also responsible for the construction of a 135-ft high, 66-ft diameter, 10,000-ton capacity reinforced concrete silo for cement storage on the Hisalba

cement factory located at Carboneras, Almería. The silo was cast in situ with 4-ft high sliding formwork. The work also included steel wire post-tensioning and injection of the spiral casing of the wires. The total project construction cost was \$1.9 million.

DRAGADOS USA**Years of Experience**

- 20 years

Areas of Expertise

- Construction of Major Infrastructure Projects
- P3 Experience

Education

- M.S., Civil Engineering, Polytechnic University of Madrid, 1989
- Completed post graduate courses and seminars on management, planning, progress control, claims, underground projects, and environmental management.

Registrations

- National Society of Civil Engineers, Spain

Languages (Oral & Written)

- Spanish
- English
- French

RAFAEL MOLINA
Construction Manager

Mr. Molina has 20 years of experience in the design and construction of bridge, highway, and high speed rail projects, as well as in the engineering, installation, management, and operation of precast concrete girder facilities.

His work has also included preparation of business plans, client relations, and project presentations. Prior to his assignment to Dragados USA, Inc., Mr. Molina worked with Dragados on major bridge, rail, and transportation projects in Spain, Puerto Rico, and Colombia, and on major construction project proposals in Thailand, India, Iran, Morocco, and Nigeria.

Project experience**1989 to Date, ACS Group/Dragados, S.A., Madrid, Spain****Dragados USA Inc.****April 2009 to date, I-595 Corridor Roadway Improvements Project. Engineering Manager, Deputy Project Manager**

Design and build of the improvements to I-595 in Florida, , including reconstruction, widening, milling and resurfacing of the I-595 and SR-84 roadways and associated interchange with Florida Turnpike and SR-7 modifications. The project includes the construction of about 10.5 miles of three reversible Express Lanes in the I-595 median connecting I-75 Sawgrass Expressway and I-95 with direct connections to Florida Turnpike. 64 Structures are needed to provide the geometric improvements to the I-595 corridor and Florida Turnpike interchange, and widening/reconstruction of the Florida's Turnpike mainline for about 4 miles including widening of the median to integrate the Express Lanes direct connection. Project design and construction cost: \$1.197 million.

Dragados, S.A.**September 2007 to April 2009, Area Manager, Galicia - Asturias, Spain.**

Mr. Molina was responsible for the management and coordination of projects within his area, and for the overall performance of assigned project managers on their respective projects.

Representative projects:

Northeast-Northwest Corridor High Speed Rail Line. Design-Build, Galicia, Spain.

Client: Railway Infrastructure Administration. The project included the design and construction of railroad infrastructure for the 8.2-mile Lalín-Santiago section, (Silleda - Vedra, and Vedra – Boqueixón sectors,), including site preparation, rail platform, drainage, earth and rock excavation (3,750,000 m³), erosion protection, eight tunnels of varied length (2000ft; 1,200ft; 2,800ft; 1,000ft; 1,575ft; 2,060ft; 2,675ft; and 2,400ft), a 25-span, 4,900-ft long, 190-ft span post-tensioned concrete viaduct, a 5-span, 805-ft long, 165-ft span post-tensioned concrete viaduct, and a 2,080-ft post-tensioned concrete viaduct with a 595-ft long, 380-ft high, center span concrete tied-arch poured in-situ over the Ulla River.

Project construction cost: \$175 million.

Cantabrico Sea, A-8 Highway, Asturias, Spain.

Client: National Directorate of Highways. Construction of the 2.9-mile, four-lane, median separated, Barres - Ribadeo section of the A-8 Highway. The work included widening - from 40ft to 81ft - of the four-span, 2,020-ft long, 495-ft span Los Santos Bridge with pre-stressed and composite steel-concrete members, earth and rock excavation, site and sub-grade preparation, sub-base and base construction, shoulders, and asphalt concrete pavement. The work also included drainage, lighting, signage, striping, and installation of traffic control devices. Project construction cost: \$44 million.

Cantabrico Sea, A-8 Highway, Asturias, Spain.

Client: National Directorate of Highways. Construction of the 7.4-mile, four-lane, median separated Navia - Tapia de Casariego section of the A-8 Highway. The work included earth and rock excavation, construction of four pre-stressed concrete viaducts 530-ft, 575-ft, 1,030-ft, and 1,930-ft long, respectively with 230-ft maximum span, fourteen highway overpasses for local road connection, site and sub-grade preparation, sub-base and base construction, shoulders, and asphalt concrete pavement. The work also included drainage, lighting, signage, striping, and installation of traffic control devices. Project construction cost: \$70 million.

A-63 Highway, Oviedo, Asturias, Spain.

Client: National Directorate of Highways. Construction of the 3.7-mile, four-lane, median separated, Cornellana - Salas portion of the Oviedo - La Espina section of the A-63 Highway. The work included earth and rock excavation, seven pre-stressed concrete viaducts 830-ft, 1,280-ft, 535-ft, 980-ft, 713-ft, 386-ft, and 1,110-ft long, respectively with 200-ft maximum span, site and sub-grade preparation, sub-base and base construction, shoulders, and asphalt concrete pavement. The work also included drainage, lighting, signage, striping, and installation of traffic control devices. Project construction cost: \$81 million.

April 2004 to September 2007, Project Manager, Northeast-Northwest Corridor High Speed Rail Line. Design-Build, Galicia, Spain.

Client: Railway Infrastructure Administration. The project included the design and construction of railroad infrastructure for the 8.2-mile long Lalín-Santiago section, (Silleda - Vedra, and Vedra

– Boqueixón sectors.). Specific design tasks included site preparation, rail platform, drainage, earth and rock excavation (3,750,000 m³), erosion protection, eight tunnels of varied length (2000ft; 1,200ft; 2,800ft; 1,000ft; 1,575ft; 2,060ft; 2,675ft; and 2,400ft), a 25-span, 4,900-ft, 190-ft span post-tensioned concrete viaduct, a 5-span, 805-ft, 165-ft span post-tensioned concrete viaduct, and a 2,080-ft post-tensioned concrete viaduct with a 595-ft long, 380-ft high, center span concrete tied-arch poured in-situ over the Ulla River. Project construction cost: \$175 million.

January 2002 to April 2004, Project Manager, Cantabrico Sea, A-8 Highway, Asturias, Spain.

Client: National Directorate of Highways. Construction of the 5.7-mile, four-lane, median separated, CN-632 Gijon - Villaviciosa portion of the Gijon Villaviciosa section of the A-8 Highway. The work included earth and rock excavation (3,000,000 m³), two twin tunnels, 4,090-ft and 7,880-ft long respectively, a six-span, 1,954-ft, 264-ft span, pre-stressed segmental concrete viaduct, four multi-span, pre-stressed girder viaducts of 363-ft, 106-ft, 805-ft, and 225-ft in length respectively with spans of up to 100-ft, site and sub-grade preparation, sub-base and base construction, shoulders, and asphalt concrete pavement. The work also included drainage, lighting, signage, striping, and installation of traffic control devices. Project construction cost: \$168 million.

DRAGADOS USA**Years of Experience**

- 24 years

Areas of Expertise

- Management of Fiscal, Strategic And Operations
- Major Infrastructure Projects
- Managed Underground Tunnels
- P3 Projects

Education

- M.S., Construction Management, Northeastern University
- B.S., Civil Engineering, Northeastern University
- A.S., Computer Science, Institute of Programming and System Analysis

EDWIN CORTES
Engineering Support Manager

Edwin Cortes has 24 years of experience providing fiscal, strategic and operations leadership. He is an innovative thinker with broad-based expertise in operations, staff management and business development. Experience with manage design and construction of transportation projects as tunnels, underground stations, bridges, power plants and electric substations. Presently Mr. Cortes is the Engineering Project Manager of I-595 Corridor Roadway Improvements project

Mr. Cortes provides consulting for developers and capital markets performing feasibility assessments, development planning and building, site and project acquisition, entitlement process, design and construction management. Manage design and construction of transportation projects as tunnels, underground stations, bridges, power plants and electric substations including work in the I93/I90 Central Artery Tunnel Project in Boston (The Big Dig). He also managed

entitlement, design and construction of commercial and multifamily residential projects, hospitals, hospital expansions, and laboratories. Commercial projects include mixed use, high-rise buildings, multifamily residential, hotels, resorts, shopping malls, cinemas, golf club resorts and parking structures.

Project experience**Dragados USA, Inc.****05/2009 – Current, Engineering Support Manager, I-595, FL.**

Client: FDOT/I595 Express LLC (Concessionaire). This is the first P3 project ever awarded by FDOT. He is responsible for project design review and approval (including interstate highways, state route, bridge structures (steel and concrete), miscellaneous structures, ITS infrastructure, etc.), project cost estimating, scheduling, surveying, CADD, Document Control and IT. Project construction cost: \$1.8 billion.

2005 – 2009, General Manager, Toll Brothers, Inc. San Jose, CA.

Manage multifamily residential acquisition, entitlement, design, construction, and sales for 204 units' podium project of condos/townhomes. Project construction cost: \$130 million.

2000 – 2005, General Manager, CM&D/Bovis Lend Lease-JV

Managed the design and construction of a 2.4-million-square-foot mixed use development project consisting of a 42-story hotel/condominium tower for a 4-star, 303-room hotel and 138 high-end residential units; 27-story office tower(500-ksf); 5-levels of underground parking for 2,140 vehicles (approximately 870-ksf); and a retail podium consisting of retail shops (265-ksf), restaurants (35-ksf), athletic club (66-ksf), and a 12-screen stadium-style Megaplex theatre. Project construction cost: \$376 million.

1992- 2000, Project Manager, MBTA (Bechtel/Parsons Brinckerhoff-JV)

Manage feasibility studies, design and construction of tunnels, bridges, subway stations, power plants, electric substations, marine, railroad projects including electrification and major work in the I93/I90 Central Artery/Tunnel Project in Boston (The Big Dig). Project construction cost: \$500 million.

1987 – 1992, CM&D

Managed entitlement, design, and construction of 550,000-square-foot retail regional mall renovation and tenant improvements coordination of 120 tenants; project included also a four level parking garage for 785 cars and a 20 screen cinema complex on top of garage structure. Project construction cost: \$142 million.



moffatt & nichol

Years of Experience

- 36 years

Areas of Expertise

- Management and Design of Major Transportation Projects
- Experience with Public-Private Partnership (P3) Projects

Education

- B.S.C.E., Structural Engineering with High Honors, Oregon State University, 1979

Registrations

- Professional Engineer: California, Illinois, Indiana, and Michigan

DUANE KENAGY

Design Project Manager

A Senior Vice President at Moffatt & Nichol, Mr. Kenagy brings more than 36 years of experience in the management and design of major highway, bridge, and other multi-disciplinary public works projects in the United States and overseas. Since 1994, Mr. Kenagy has provided technical and management support to the Alameda Corridor Transportation Authority (ACTA) for all aspects of the award-winning Alameda Corridor program. He also was a key advisor to the City of Reno for the ReTRAC project providing technical and management support for the development of project definition and procurement documents. During construction, he continued to serve the City Council and City Manager with regular project reviews and reports to the Mayor and City Council. These projects have provided Mr. Kenagy with an unsurpassed knowledge and experience in addressing the myriad of issues – technical, financial and political – associated with the development of complex Public-Private Partnership (P3) projects. In addition, he provides planning and design experience with railroad grade separations, major highways and interchanges, and turnkey traffic signal system optimization program.

Project experience**Alameda Transportation Corridor, Los Angeles, CA.**

Program Manager and Director of Engineering for the \$2.5 billion Alameda Corridor Transportation program since 1994. The 22-mile Corridor consolidates rail operation of the Union Pacific, and BNSF Railroads on a fully grade separated alignment from the Ports of Los Angeles and Long Beach to the downtown Los Angeles rail yards. The program management team, under Mr. Kenagy, was responsible for administering and managing all aspects of the project including property assembly, financing, preliminary engineering and engineering oversight, environmental clearance and documentation, engineering and construction procurement, including design-build delivery, project controls and claims management and project closeout. Overall, the project includes ~100 track miles, 50 bridges, and 20 miles of roadway reconstruction.

San Gabriel Rail Trench Grade Separation Project, San Gabriel, CA.

Project manager for the Alameda Corridor-East Construction Authority's San Gabriel Rail Trench Grade Separation Project - a 2.5-mile-long trench to lower the existing Alhambra Branch line resulting in grade separation of five busy urban arterial roadways above the Union Pacific

rail line. Partially funded by the California Prop 1B TCIF program, the project passes adjacent to the historic San Gabriel Mission, as well as a number of other sensitive land use areas.

Reno ReTRAC Project, Reno, NV.

Advisor to the City for design-build procurement of a 2.2 mile, \$250 million depressed trainway through downtown Reno. As project advisor, responsible for review and approval of design-build procurement documents and oversight of the procurement process. Mr. Kenagy continued to provide progress monitoring and risk management assistance to the Mayor and City Council during the design and construction phases.

SR-91 Private Toll Road Project, Orange County, CA.

Project manager for the conversion of plans for median HOV lane facility to privately operated, median toll lanes. Work included modification of the SR-91/SR-55 interchange, including the direct connectors, temporary detours and temporary bridge structures. Project was developed as a design-build project.

I-110 Harbor Freeway HOV/Bus Transitway Project, Los Angeles, CA.

Project manager for preparation of construction documents for the I-110 Harbor Freeway HOV/Bus Transitway Project in Los Angeles for Caltrans, District 7. Project involved freeway widening and TOS improvement of five miles of the Harbor Freeway in heavily urbanized south-central Los Angeles. Construction improvements included relocation of adjacent City of Los Angeles frontage roads, and intersections, ramp metering, CCTV, CMS and communication systems.

Abu Dhabi TRIP Program, Abu Dhabi, U.A.E.

Senior construction engineer for coordination of design and construction of accelerated elements of Abu Dhabi Transportation and Roads Improvement Project. Project involved assessment and evaluation of existing roadway and bridge facilities, and modernization and reconstruction of nearly all roadways and structures within the municipality and surrounding Emirate.

SR-71 Upgrade to Freeway, Chino, CA.

Project director for preparation of construction documents for realignment/upgrade of two sections (5.2 miles) of Route 71 to a six-lane freeway with provisions for future HOV lanes. Project included four interchanges, eight bridges and a park-and-ride facility.

I-5 (Santa Ana) Transitway Widening Project, Santa Ana, CA.

Project manager responsible for construction phase services for \$120 million reconstruction of a 2.25-mile segment at I-5. Reconstruction included widening existing six-lane facility to ten general-purpose lanes plus two transitway (HOV) lanes. Facility also includes two HOV drop ramps, 15 general purpose ramps, a collector-distributor road, B structures, soundwalls, retaining walls, city street improvements and pump stations.

**Years of Experience**

- 20 years

Areas of Expertise

- Immersed Tube Tunnel Design and Construction
- Major Tunnel Projects

Education

- M.S., Civil Engineering/Structural Engineering

RONALD HEIJMANS
Project Manager (Tunneling)

Mr. Heijmans is a senior tunneling project manager who has more than 20 years of experience managing the design and construction of massive tunnel projects, including tunnels for highway, transit and water/wastewater use. Mr. Heijmans specializes in immersed tube tunnel construction and has lead projects around the world.

Project experience

Coen Highway Immersed Tube Tunnel, Amsterdam, Netherlands. Project manager for the design of the Second Coen Tunnel and renovation of the existing Coen Tunnel. The

tunnel is an immersed tube tunnel for which the tunnel elements will be transported over the North Sea. The tunnel will consist of three fixed lanes and two variable lanes, which will be opened in the direction that traffic is the heaviest. The goal of the Second Coen Tunnel is to lighten congestion that occurs on the A8 motorway in the morning and the A10-West motorway in the evening. This should greatly increase the accessibility of Amsterdam from the north of the Netherlands. The design includes tunnel installations and safety systems, structural fire resistance and firefighting equipment.

Busan-Geoje Immersed Tube Roadway Tunnel, Busan-Geoje, South Korea. Independent Design Checker for an immersed tube tunnel, 2-mile-long, at a depth of 164 feet. Responsible for certifying all designs including tunnel design, marine transport, immersion operations, off-shore islands, seismic design and safety provisions. Project leader for independent calculations of the critical elements of the project by engineers in Korea as well as Europe.

N201 Zuid Immersed Tube Tunnel, Haarlem, Netherlands. Project leader for the bid design of the structural works in a Design & Build contract. The works concern two steel bridges crossing the N201; a cable stayed bridge and a curved truss bridge, three underpasses for cyclists and pedestrians, a fly-over and a road tunnel for 2x2 lanes and a length of 3,280 feet, including approach ramps. The tunnel crosses the Ringvaart shipping channel and will be built as an immersed tube tunnel.

Detroit River Outfall Tunnel No.2, Detroit, MI. Study for design options to repair the flooded DRO-2 tunnel. Design elements included temporary and permanent support deep-shaft support systems, interface with 30-foot-diameter (8-mile-long) tunnel and starter tunnel, and shaft bottom-plug design.

Highway A4 Delft to Schiedam Highway Tunnel, Netherlands. Consultant for the contract documents of the A4 Highway project between Delft and Schiedam. The project is using Systems Engineering to develop the design and formulate requirements.

Highway A2 Leidsche Rijn Utrecht Highway Tunnel, Netherlands. Consultant for the fire-resistant design of a 1.06-mile-long highway tunnel. This tunnel will be a major connection to a new residential development for 80,000 residents that is expected to be completed in 2025. The tunnel is situated in a dense populated area. In the future, large buildings will be built in close proximity to the tunnel, perhaps even on top of the tunnel. The study focused on the feasibility (technical and economical) of a tunnel that is strong enough to withstand an explosion and prevent the buildings on top of it to come down.

Statenweg Railway Tunnel, Rotterdam, Netherlands. Consultant to the contractor concerning lining design of the Statenweg shield tunnel in Rotterdam.

South-Axis Highway and Railway Tunnels, Amsterdam, Netherlands. Consultant for tunnel design and foundations of the South-axis project. This project concerns a 0.75-mile-long, nine tube tunnel in which two metro lines, a highway and six railway tracks will be brought under ground. On top of these cut & cover tunnels, 247 acres of real estate will be developed.

Air Quality Stationspluin Tunnel, Leiden, Netherlands. Consultant for a feasibility study concerning methods to improve the air quality around the tunnel portals of the Stationsplein Tunnel in Leiden. Several options were evaluated, including extradition and exhaust stacks, air cleaning systems, smoke screens and diversion of air flow. To check the effectiveness of the design CFD-calculations were made.

Merval Tunnel, Valparaiso, Chile. Design review and cost estimate of the metro tunnel in the Merval project, a 3.1-mile cut & cover tunnel with four underground stations in water-bearing sands on top of hard rock in Valparaiso, Chile.


moffatt & nichol
Years of Experience

- 34 years

Areas of Expertise

- Expert in Bridge Structures Collision Vulnerability
- Expert in Geotechnical Analysis and Foundation Design

Education

- M.S., Civil Engineering, Virginia Polytechnic Institute and State University, 1976
- B.S., Civil Engineering, Virginia Polytechnic Institute and State University, 1975

Registrations

- Professional Engineer: Virginia and Maryland

Other

- Recipient of the Gustave Willems Award
- Participated in the Development of the AASHTO LRFD Bridge Design Specifications

MICHAEL KNOTT

Bridge Design

Mr. Knott provides a wealth of expertise in transportation projects such as bridges, highways, and port facilities and is a world-recognized expert on the complex issues related to bridge structures vulnerability to collisions from merchant shipping, barges, and other waterborne vessels. He is also an expert in geotechnical analysis and foundation design for all types of structures. Mr. Knott has completed bridge projects for a wide variety of clients including FHWA, VDOT, FDOT, GDOT, and US Marine Corps. Notable accomplishments include receiving the Gustave Willems Award in 1987 from the Permanent International Association of Navigation Congresses, the first American to receive this international prize. He was the principal author of the U.S. national design guidelines; teaches technical courses for FHWA; has authored numerous technical and research papers; and has served as project manager for more than 50 vessel collision studies for specific bridges in the U.S. and around the world. In addition, he served as the National Chairman of ASCE's Ports and Harbors Committee during 1989.

Project experience

FHWA Technical Advisory on Vessel Collision Design and Vulnerability Assessments.

Project manager for a FHWA contract (2006) to author three FHWA technical advisory publications entitled Development of

Guidance on Vessel Collision Design and Vulnerability Assessment of Highway Bridges. FHWA Technical Advisory on Vessel Collision Design and Vulnerability Assessments. Creation of three publications: the FHWA Executive Technical Advisory; the FHWA Report on Background and Assessment of Project Needs; and the FHWA State-of-the-Art Technical Guidance Report. The draft reports have been completed and are currently under review by FHWA. The series of reports includes minor recommended updates to the existing AASHTO vessel collision provisions, a comparison with the Eurocode, future research needs, and a comprehensive example on how to conduct a bridge vulnerability assessment.

FHWA/AASHTO Design Specification.

Project manager for FHWA contract which developed the AASHTO Guide Specification for Vessel Collision Design of Highway Bridges. Topics included risk analysis of ship and barge collisions, cost of collision, probability of bridge collapse, vessel impact forces, and the

development of pier protection systems. The Guide Specification was adopted by AASHTO in February, 1991.

FHWA Training Course.

Instructor for the FHWA National Highway Institute course on Vessel Collision Design of Highway Bridges (NHI Course 13060). The two-day course instructs bridge engineers on the application and use of the AASHTO Guide Specification on Vessel Collision Design.

PIANC Research Project.

Official U.S. Government representative to a committee established by the Permanent International Association of Navigation Congresses (PIANC) to develop guidelines on the problem of ship collisions with bridges.

The San Francisco – Oakland Bay Bridge, East Span, CA.

Project manager for a comprehensive Vessel Impact Study to evaluate the risk of vessel allision with the proposed structures and to develop appropriate vessel impact load as input to the new bridge design. Established design criteria for methodology and extreme event combinations following the AASHTO Guide Specification & Commentary for Vessel Collision of Highway Bridges; completed a Method I Analysis to select the “design vessel” for the allision impact loads and a Method II Analysis to determine the appropriate vessel impact design loads. New bridge is ~11,670-foot-long and includes a unique single tower self-anchored suspension bridge with a 1,260-foot-long main span.

Virginia Dare Bridge, Croatan Sound, NC.

Project manager for vessel collision evaluation and foundation design for a 5.2-mile (8.4 km) bridge across the Sound, including a navigation span across the Intracoastal waterway channel. Established design criteria for methodology and extreme event combinations and evaluated waterway, vessel, and bridge characteristics to develop data for a statistical determination of design impact loads, risk assessment, and an evaluation of bridge span, pier strength, and pier protection alternatives.

Woodrow Wilson Bridge Replacement, Washington, D.C.

Special consultant for vessel collision evaluation and development design criteria and protection alternatives for the concept design of the proposed bridge across the Potomac River for FHWA, MDSHA and VDOT.

Route 123 & Route 234 Bridges over Occoquan River, Prince William & Fairfax Counties, VA.

Project manager for replacement of two existing bridges over the waterway. Route 123's replacement bridge was 1,200 feet long and included four lanes of roadway, shoulders, turning lanes and a pedestrian walkway. Bridge was located within a designated Historic District and

includes special aesthetic enhancement features. Route 234's bridge includes twin 550-foot-long structures carrying two lanes of roadway, shoulders, and a bikeway.



moffatt & nichol

Years of Experience

- 40 years

Areas of Expertise

- Managing Deep Foundation Projects
- Project Experience in Bridges, Offshore Platforms, and Towers
- Structural Design

Education

- Diploma of Civil Engineering, Caulfield Institute of Technology, Melbourne, Australia, 1970

Registrations

- Professional Engineer: California

GERARD HOULAHAN

Deep Foundations

Mr. Houlahan leads Moffatt & Nichol's Deep Foundation practice. He has over 40 years of experience in design and construction engineering of offshore platforms, towers and bridges—often in earthquake zones. Mr. Houlahan served as the Lead Structural Foundations Engineer for the marine sections of the new San Francisco to Oakland Bay Bridge East Spans, which were designed for extreme earthquakes, vessel impact, corrosion and seabed scouring.

He is also the Project Lead Engineer responsible for the development of the Izmit Bay Bridge design criteria for the developer (NOMAYG) commissioned by the Turkish Government to design, build and operate a 3,000-meter-long suspension bridge across Izmit Bay. Mr. Houlahan also serves as Principal-in-Charge and Senior Structural Engineer for evaluating the structural capacity for seismic vulnerabilities of the 3.6-mile-long BART Transbay Tube between Oakland and San Francisco, as well as the development and analysis of retrofit measures to mitigate potential failures.

Project experience**The San Francisco – Oakland Bay Bridge, East Span, CA.**

Directed planning, design, construction document preparation and PCAS services for the foundations supporting this new 2.2-mile-long, 10-lane bridge comprised of twin, structurally-independent five-lane viaduct structures for the eastern portion of the bridge, which transitions to the 10-lane self-anchored suspension bridge as it approaches Yerba Buena Island. The 624-meter-long, self-anchored suspension bridge is supported by three foundations which underlie the Bridge's Tower, West Piers and East Piers. The Tower foundation was comprised of thirteen 2.5-meter-diameter piles founded in 44-meter-deep drilled rock sockets. Piles were composite steel and concrete in the submerged upper sections and cast reinforced concrete within the 2.2-meter-diam sockets. These were connected to the footing using both grouted and welded connections. The West Pier foundations utilized the footing mass to resist design seismic uplift and overturning forces. To resist rocking, one footing includes four 2.5-meter-diameter piles cast in 10-meter-deep drilled rock sockets. The East Pier foundations utilized sixteen 2.5-meter-diameter driven tubular steel piles that penetrate ~90 meters below the bay bottom.

BART Trans-Bay Tube, San Francisco Bay, CA.

Principal-in-charge & senior structural engineer for evaluating the structural capacity for uplift and global strain of the 3.6-mile-long Tube between Oakland and San Francisco. Evaluation

done to identify seismic vulnerabilities, develop alternative solutions, and evaluate retrofit measures to mitigate potential failures. Tube comprised of 57 separate segments. Provided guidance for model development, analysis runs, and technical review of output as well as retrofit alternatives to address structure shortcomings.

Izmit Bay Suspension Bridge Design Development, Izmit Bay, Turkey.

Designed the piled substructure system for this long bridge system proposed for construction in Turkey. The piled steel substructure towers were designed to support the cable-stay bridge deck system to span the 10 km long estuary over the deep, soft muds in this region, which experiences predictable, regular and strong earthquakes.

Multi-Span Deck-Isolated Bridge Over Jumuna River, Bangladesh.

Performed substructure design assessment, computer modeling and analysis of five-kilometer-long multi-span deck-isolated bridge over Jumuna River in seismically active Bangladesh. The site is subject to deep riverbed scour and soil liquefaction. Contribution to work included development of nonlinear substructure models of substructure (supported by 3.15 and 2.5 m dia. steel tubular piles, 30,000 tonnes total), pile cap optimization, pile local buckling study, vortex shedding and boat impact assessments. The substructure design, including piles, was done using limit-state approach (defined in BS5400 and compared with API LRFP, API WSD and AISC LRFD).

Channel Crossing Bridge, England-France.

Channel Crossing Bridge concept design of the bridge option for the England-France link using tubular steel cantilver-trussed bridge design. Steel piled substructures were proposed.

Seismic Retrofit, Chevron Long Wharf, Richmond, CA.

As senior structural engineer, he provided guidance for & QA/QC of seismic retrofit design for this 1.2-mile-long, four-berth petroleum product loading/unloading marine trestle. Retrofit provided a cost-effective design to make this 55-yr-old facility capable of withstanding modern predictions of earthquake motions. Retrofit utilized displacement-based design principles in the post-elastic range of structure response.



moffatt & nichol

Years of Experience

- 30 years

Areas of Expertise

- Extensive Bridge Design Experience
- Managed Major Transportation Projects
- Design /Structural Analysis for Major Long-Span Bridges
- Bridge Seismic Evaluations And Retrofits

Education

- M.S., Civil Engineering, University of California, Berkeley, Highest Honors, 1982
- B.S., Civil Engineering, University of California, Davis, graduated 1st in Class, 1980
- MBA, Finance and Management, San Diego State University, Beta Gamma Sigma Honors, 1994
- ACEC Senior Executive Institute, Class 14 (2-year program, graduated, March, 2010)

Registrations

- Professional Engineer: California, New York

ROBERT DAMERON

Bridge Analysis & Design

Mr. Dameron is a leader in Moffatt & Nichol's structures group, and an internationally recognized expert in finite element analysis. His career has been dedicated to the analysis and design of bridges and to bridge seismic evaluations and retrofits. He has been the lead engineer responsible for analysis of more than 50 different bridge seismic evaluation projects. For more than 30 years, he has been involved in design and structural analysis for a number of major, long span bridges.

Mr. Dameron helped pioneer the first methodology for cyclic, displacement push analysis to assess concrete and steel structure component ductility following the 1989 Loma Prieta Earthquake. For the two decades since, he has been one of a few leaders (recognized by Caltrans and other State DOTs) in such local detailed analysis. His efforts have led to significant contributions to the bridge structural analysis and seismic evaluation state-of-the-art.

Project experience

Evaluation in Support of Retrofit Design for BART Trans-Bay Tube, San Francisco Bay, CA.

Task Manager and technical lead for DEA's studies of the steel and concrete tunnel carrying the Bay Area Rapid Transit under San Francisco Bay.

San Diego-Coronado Bridge Seismic Retrofit.

Project Manager of vulnerability study involving soil-structure interaction, linear analysis, component ductility analysis and global nonlinear time history analyses. Led the half-million

dollar vulnerability assessment involving seven subcontractors. In subsequent years served as manager for all structural analysis for the retrofit design. Performed local detailed analysis of concrete piers, piles, pilecaps, and steel superstructure members and connections (for Caltrans). The analysis and design work extended from 1994 to 1999, and retrofit construction (of approximately \$110 million) was completed in 2002.

Evaluation/Analysis of the Superstructure of the Dumbarton Bridge, South San Francisco Bay, CA. Provided structural engineering and analysis expertise to Caltrans for evaluating the possibility of buckling of the superstructure of this lifeline structure; superstructure constructed of steel "tub" shaped girders with concrete deck.

North Torrey Pines Bridge Seismic Evaluation, City of Del Mar, CA.

Provided structural engineering expertise and consultation to the primary consultant, Simon Won Engineering, and the City of Del Mar regarding the North Torrey Pines Bridge. The North Torrey Pines Bridge was built in 1923-33 and the structure is of historical interest to the community. The objectives of the project are to seismically strengthen the existing bridge while retaining its unique character, and to investigate alternatives in saving and retrofitting the bridge, should that option prove too costly.

Oregon's Bridge Assessment Program, Oregon Department of Transportation, Statewide.

Member of the DEA team responsible for inspection of more than 130 cracked reinforced concrete deck girder bridges on the state system and assessment for repair or replacement. DEA developed baseline engineering reports to document bridge condition, deficiencies, feasible solutions, cost estimates, traffic staging, and construction schedule. Mr. Dameron assisted the team in developing assessment and reporting methodologies, assessing bridges for rehabilitation vs. replacement, and developing engineering baseline reports.

Peer Review for Seismic Analysis of the Brooklyn Bridge, NY.

Performed peer review for analysis of this landmark, suspension bridge, with particular emphasis on the concrete foundations and masonry tower piers.

Analysis of Steel Shear Links for the New Gerald Desmond Bridge, Long Beach, CA.

Performed preliminary sizing and seismic design optimization analysis for this new, long span cable-stayed bridge.

Structural Analysis of Cost Saving Alternative for Seismic Retrofit of Foundations of I-40 Mississippi River Bridge.

Finite Element Analysis of foundations including tremie concrete for retrofit cost saving alternatives, which was implemented.

**Years of Experience**

- 35 years

Areas of Expertise

- Permitting and Monitoring for Major Transportation Infrastructure Projects
- Environmental Document Preparation
- Environmental Impact Assessments and Statements

Education

- M.S., Oceanography, 1974
- B.S., Fisheries Biology, 1971

Certifications:

- Certified Habitat Evaluation Procedures Biologist, Wetlands Delineation

Training Courses:

- Bioengineering/Streambank Stabilization

Organizations:

- National Association of Environmental Professionals
- Society of Wetland Scientists, Virginia
- Society of Wetland Professionals

W. BRUCE AITKENHEAD
Environmental/Permit Manager

Mr. Aitkenhead has over 35 years of experience in project management, program design, supervision of fieldwork, environmental document preparation, permitting and monitoring for major transportation infrastructure projects. His extensive experience includes environmental impact assessments and statements; Section 404, 401, 10 and Subaqueous Bottoms permitting; coordination with Virginia (DEQ, VMRC, VIMS, DCR, DHR, DGIF) and Federal regulatory (USACE) & advisory agencies (EPA, USFWS, NMFS); wetlands delineations, mitigation design; biological and cultural resource inventories; threatened/ endangered species issues; water quality, storm water management; erosion/sediment control plans; dredging, navigation and marine facilities.

Project experience

Virginia Port Authority & Corps of Engineers: Expansion of Craney Island Dredged Material Management Area, Portsmouth, VA. Project Manager for preparation of a NEPA EIS and a Joint Permit Application for a 580-acre expansion of the Craney Island Dredged Material Management Area. Project included multiple environmental investigations (contaminated marine sediments, wetland mitigation sites, water quality and sediment transport modeling) extensive coordination with the Corps, DEQ, VMRC and VIMS, and development of conceptual and final mitigation plans. Sensitive environmental issues/design constraints included

threatened/ endangered species, anadromous fish, EFH, marine cultural resources, water quality, storm water management, dredging & ocean disposal, oyster restoration, tidal wetlands.

Moffatt & Nichol/Virginia Department of Transportation: Commonwealth Rail Mainline Relocation, Portsmouth & Suffolk, VA. Senior technical lead for the preparation of a NEPA EA and a Joint Permit Application for relocation of 5.5 miles of Commonwealth Rail track within the medians of the Western Freeway and I-664 plus new alignment. Environmental issues/design constraints included 10+ acres of forested wetland impacts, noise impacts and storm water management. Extensive regulatory agency coordination and environmental monitoring of construction.

Norfolk Naval Shipyard: P-516 Ship Repair Pier 5 Replacement Norfolk Naval Shipyard / Portsmouth VA. Project Manager for preparation of a Joint Permit Application to demolish two existing piers and replace with a new carrier pier. Extensive soil and sediment testing, dredging

and disposal of contaminated sediments, water quality and regulatory agency coordination were major issues.

Virginia Natural Gas: Hampton Roads Pipeline Crossing, Cities of Hampton, Newport News, Portsmouth & Norfolk, VA. Project Manager for multiple environmental investigations and preparation of a Joint Permit Application for construction of a 21-mile 24" diameter natural gas pipeline. The alignment included 5.5 miles under Hampton Roads Harbor, 1.5 miles under the Elizabeth River, and several thousand feet across the Navy's Craney Island Fuel Depot. Issues/design constraints included anadromous fish, EFH, threatened/endangered species, marine cultural resources, water quality, storm water management, shellfish grounds, wetlands, contaminated soil, dredging and disposal. Extensive regulatory agency coordination and construction monitoring.

Naval Facilities Engineering Command, Mid-Atlantic: Pipeline Relocation at Craney Island, Portsmouth, VA. Senior technical lead for preparation of a Joint Permit Application to relocate Navy pipelines (jet fuel and waste oil/oily waste) at Craney Island that cross under the Elizabeth River to the Norfolk Naval Station. Project included field investigations, alternatives analysis, utilities abandonment, extensive regulatory coordination, dredging and disposal of contaminated sediment.

Virginia Port Authority: Environmental Engineering Services to Support Marine Terminal Facilities, Norfolk, VA. Project Manager for a Master Services Agreement to provide all environmental engineering support to the Virginia Port Authority for their marine facilities as required. Services include environmental studies, water quality and storm water management, permitting, hazardous waste management, compliance auditing, sustainability planning, environmental management systems, environmental monitoring, air quality compliance. Extensive regulatory coordination.

Contents of Exhibit A

Work History Forms

Debarment Certification

Disclosure Statement

Qualification Statements

Surety Letter

Insurance Letter

Bank Letters of Support

Parent Company Support

Teaming Agreement

Work History Forms

Please find the following Work History Forms:

- Construction - Dragados USA, Inc.
- Construction - Flatiron Constructors, Inc.
- Design - Moffatt and Nichol
- Operations and Maintenance – ACS Infrastructure Development, Inc.
- Finance – ACS Infrastructure Development, Inc.

Work History Form - Construction (Dragados)

a. Project Name & Location	b. Project Owner's Name & Address, Project's Manager Name, Phone and Fax Number	c. Nature of Firm's Responsibilities	d. Contract Completion Date (Original)	e. Contract Completion Date (Actual or Estimated)	g. Estimated Value (in Thousands)		
					Original Contract Value (1) & (2)	Final or Estimated Contract Value (1) & (2)	Liquidated Damages / Defaults
1. Dragados, S.A. A30 Autoroute Montreal, Canada	Ministère de Transport de Québec 500, boulevard René- Lévesque Ouest Bureau 13.10 Montréal (Québec) H2Z 1W7, CANADA Jacques VERVILLE T: +1 514 873 0234 Fax: +1 514 864 2155	Dragados is managing the design-build joint venture team as part of a larger public-private partnership.	December 2012	December 2012	\$1,430,940,245	\$1,430,940,245	\$600,994,903 (42%)
2. Dragados, S.A.	Accesos de Madrid Concesionaria Española, S.A Area de Servicio de La Atalaya M-50 Km. 67,5 28670 Villaviciosa de Odon Madrid, Spain Javier OLABARRIA T: +34-91 762 87 00 Fax: +34-91 762 87 01	Dragados was the managing partner for the design-build joint venture on this P3 project.	October 2003	July 2004	\$795,616,150	\$1,144,667,539	\$400,633,632 (35%)
3. Dragados USA Inc.	I-95 Express, LLC I-95 Corridor Broward Co., FL Álvaro Muelas T: +954-513-3200 Fax: +954-513-3201	Dragados is acting as sole design-build contractor for this P3 project.	June 2014	June 2014	\$1,111,059,620	\$1,111,059,620	\$1,111,059,620 (100%)

Work History Form - Construction (Dragados)

a. Project Name & Location	b. Project Owner's Name & Address, Project's Manager Name, Phone and Fax Number	c. Nature of Firm's Responsibilities	d. Contract Completion Date (Original)	e. Contract Completion Date (Actual or Estimated)	g. Estimated Value (in Thousands)		
					Original Contract Value (1) & (2)	Final or Estimated Contract Value (1) & (2)	Dollar Value of Works for which Firm Was / Is Responsible
4. Dragados, S.A. New Terminal Area of Madrid-Barajas Airport, Terminal Madrid, Spain	Spanish Airports and Air Navigation (A.E.N.A.) C/ Peñafiel, 2 28042 Madrid, SPAIN Jesus MENDILUCE T: +34-91 321 10 00 Fax: +34-91 321 28 88	Dragados was one of the partners for the joint venture on this project.	October 2005	December 2005	\$724,500,250	\$973,450,645	\$219,026,390 (22%)
5. Dragados, S.A. Caruachi Dam Venezuela	C.V.G. Electrificación del Caroni, C.A. (Edelca) Apartado 28, Puerto Ordaz, Edo. Bolívar, 8001 Venezuela	Dragados was the managing partner of this joint venture.	October 2004	October 2004	\$924,738,173	\$924,738,173	\$434,626,942 (47%)
6. Dragados, S.A. Seville Metro Line 1 Seville, Spain	Angel J LOMBANO T: +58212 9502012 / +: 58286-953114	Dragados provided design-build services on this P3 project.	March 2006	November 2008	\$709,015,620	\$781,515,997	\$328,549,325 (42%)
7. Dragados, S.A. Beira Interior Highway Portugal	Metro de Sevilla, S.A. C/ Carmen Vendrell, s/n 41006 Sevilla, SPAIN Jesus DíEZ FERNANDEZ T: +34-954 03 21 13 Fax: +34-954 93 39 00	Dragados was the managing partner for the design-build joint venture on this P3 project.	October 2003	October 2003	\$769,815,263	\$769,815,263	\$153,963,053 (20%)

Work History Form - Construction (Dragados)

a. Project Name & Location	b. Project Owner's Name & Address, Project's Manager Name, Phone and Fax Number	c. Nature of Firm's Responsibilities	d. Contract Completion Date (Original)	e. Contract Completion Date (Actual or Estimated)	g. Estimated Value (in Thousands)		
					Original Contract Value (1) & (2)	Final or Estimated Contract Value (1) & (2)	Dollar Value of Works for which Firm Was / Is Responsible
8. Dragados USA Inc.	Metropolitan Transportation Authority of New York Sant SINGH/David K. CANNON/Mike PUJAK 29-76 Northern Boulevard, 5 th floor, Long Island City, New York 11101	Dragados is acting as managing partner of this joint venture.	March 2012	March 2012	\$714,656,209	\$714,656,209	\$393,060,915 (55%)
	Sant SINGH/David K. CANNON/Mike PUJAK T: +1-718 391 4750						NONE
9. Dragados, S.A.	Gijón Port Authority C/ Claudio Alvargonzález, 32-33201 Gijón, SPAIN	Dragados was the managing partner of this joint venture.	November 2010	December 2010	\$667,710,720	\$667,710,720	\$186,959,002 (28%)
Enlargement of the Gijón Port Spain	José Luis DÍAZ RATO T: +34 985 17 96 00 Fax: +34 985 351 323						NONE
10. Dragados, S.A.	Madrid Calle 30 C/ Méndez Álvaro, s/n 28053 Madrid, SPAIN	Dragados provided design-build services on this P3 project. Dragados built one of the two tunnels of the project.	July 2007	July 2007	\$472,959,124	\$64,359,758	\$322,179,879 (50%)
M-30 South Bypass South Tunnel Madrid, Spain	Jorge PRESA MATILLA T: +34-91 588 39 82 Fax: +34-91 588 39 70						NONE

Work History Form - Construction (Dragados)

a. Project Name & Location	b. Project Owner's Name & Address, Project's Manager Name, Phone and Fax Number	c. Nature of Firm's Responsibilities	d. Contract Completion Date (Original)	e. Contract Completion Date (Actual or Estimated)	g. Estimated Value (in Thousands)		
					Original Contract Value (1) & (2)	Final or Estimated Contract Value (1) & (2)	Dollar Value of Works for which Firm Was / Is Responsible
11. Dragados, S.A. New Railway access to the north and northwest of Spain. Section: Soto Del Real-Segovia. Infrastructure and railway line. Spain	A.D.I.F. (Railway Infrastructure Management) C/ Tritán, 4 Pla. 11 28045 Madrid, SPAIN Manuel HERRERA ALVAREZ T: +34-91 774 45 58 Fax: +34-91 319 48 95	Dragados was one of the partners for the joint venture on this project.	October 2007	August 2008	\$631,742,828	\$631,742,828	\$157,935,707 (25%)
12. Dragados, S.A. Underground Interchange Puente del Rey - Avenida de Portugal Madrid, Spain	Madrid Calle 30 C/ Méndez Álvaro, s/n 28053 Madrid, SPAIN Juan Antonio DE LAS HERAS AZCONA T: +34-91 588 11 19 Fax: +34-91 588 39 70	Dragados acted as sole contractor for this project.	May 2007	May 2007	\$428,438,450	\$56,624,639	\$586,624,640 (100%)
13. Dragados, S.A. New Terminal for the Barajas Airport - Madrid. Satellite Building Spain	Spanish Airports and Air Navigation (A.E.N.A.) C/ Peñafiel, 2 8042 Madrid, SPAIN Jesus MENDILUCE T: +34-91 321 10 00 Fax: +34-91 321 28 88	Dragados was the managing partner of this joint venture.	December 2005	December 2005	\$409,511,282	\$558,150,430	\$334,890,272 (60%)
14. Dragados, S.A. Fredericton Moncton Highway Canada	New Brunswick Department Of Transportation 68 Marina Drive, Yenseg - New Brunswick, CANADA Fred BLANEY/Doug Johnson T: 1-506-444 4441 Fax: 1-501-4881230	Dragados was the managing partner for the design-build joint venture on this P3 project.	October 2001	October 2001	\$545,241,331	\$545,241,331	\$272,620,666 (50%)

Work History Form - Construction (Dragados)

a. Project Name & Location	b. Project Owner's Name & Address, Project's Manager Name, Phone and Fax Number	c. Nature of Firm's Responsibilities	d. Contract Completion Date (Original)	e. Contract Completion Date (Actual or Estimated)	g. Estimated Value (in Thousands)		
					Original Contract Value (1) & (2)	Final or Estimated Contract Value (1) & (2)	Dollar Value of Works for which Firm Was / Is Responsible
15. Dragados, S.A.	ADIF(Railway Infrastructure Management) C/ Trián, 4 Pta 11 28045 Madrid, SPAIN	Dragados was the managing partner of this joint venture.	September 2009	September 2009	\$481,611,054	\$538,051,103	\$451,962,927 (84%)
16. Dragados, S.A.	Platform of the High Speed Railway from Leon to Asturias. Section: Pajares Tunnel. Lot 2: Folledo - Viadangos Spain	Rafel MIGUEZ BAILO T: +34-91 774 45 58					NONE
17. Dragados, S.A.	Celtic Roads Group	Dragados was the managing partner for the design-build joint venture on this P3 project.	November 2002	December 2003	\$460,976,712	\$461,323,480	\$230,661,740 (50%)
	N25 Waterford Bypass-River Suir Bridge, Ireland	M1, Toll Plaza, Balgreen, Drogheada, Co. Meath, Ireland					NONE
		Lorcan Wood T: +353.74.982.9820 Fax: +353.74.982.9824					

Work History Form - Construction (Dragados)

a. Project Name & Location	b. Project Owner's Name & Address, Project's Manager Name, Phone and Fax Number	c. Nature of Firm's Responsibilities	d. Contract Completion Date (Original)	e. Contract Completion Date (Actual or Estimated)	g. Estimated Value (in Thousands)		
					Original Contract Value (1) & (2)	Final or Estimated Contract Value (1) & (2)	Dollar Value of Works for which Firm Was / Is Responsible
18. Dragados, S.A., La Condamine Port, Monaco	Public Works Department of the Monaco Principality, 8,Rue Louis Notari, 98000 Monaco Olivier Cuchet T: +377 93152197 Fax: +377 93158604	Dragados was one of the partners for the joint venture on this project.	January 2002	January 2002	\$66,313,603	\$74,486,945	\$26,070,430 (35%)
19. Dragados, S.A., New Acces Road to Cadiz, Spain	Ministry of Public Works c/ America Vespucio, Ed. La Cartuja 41071 Sevilla, Spain Marcos Martin Gomez T: +34 954 879 070	Dragados was the managing partner for the design-build joint venture on this P3 project.	September 2010	2011	\$364,937,475	\$364,937,475	\$364,937,475 (100%)
20. Dragados, S.A., Central Highway (North-South), Santiago de Chile, Chile	North South Highway Concessionaire San Jose No 1145 Edif. CAE Sur San Bernardo, Santiago, Chile Nicolas Petersen T: +56 2422 23903	Dragados was the managing partner for the design-build joint venture on this P3 project.	November 2006	January 2007	\$456,834,789	\$456,834,789	\$219,280,699 (48%)
21. Dragados, S.A., Americo Vespucio Highway, Santiago de Chile, Chile	Ministry of Public Works Avenida del Cerro #0237, Providencia, Santiago, Chile Enzo Estrada T: +56 271.38100	Dragados was the managing partner for the design-build joint venture on this P3 project.	August 2006	August 2006	\$316,063,090	\$316,063,090	\$170,674,069 (54%)

Work History Form - Construction (Dragados)

a. Project Name & Location	b. Project Owner's Name & Address, Project's Manager Name, Phone and Fax Number	c. Nature of Firm's Responsibilities	d. Contract Completion Date (Original)	e. Contract Completion Date (Actual or Estimated)	g. Estimated Value (in Thousands)		
					Original Contract Value (1) & (2)	Final or Estimated Contract Value (1) & (2)	Dollar Value of Works for which Firm Was / Is Responsible
22. Dragados, S.A.	San Cristobal Express Concessionaire Avda. Del Valle, 945 Oficina 3604 Ciudad Empresarial, Cristobal, Santiago de Chile, Chile	Dragados was the managing partner for the design-build joint venture on this P3 project.	June 2008	June 2008	\$51,853,553	\$51,853,553 (50%)	\$25,926,777 (50%)

Work History Form - Construction (Flatiron)

a. Project Name & Location	b. Project Owner's Name & Address, Project's Manager Name, Phone and Fax Number	c. Nature of Firm's Responsibilities	d. Contract Completion Date (Original)	e. Contract Completion Date (Actual or Estimated)	g. Estimated Value (in Thousands)		
					Original Contract Value (1) & (2)	Final or Estimated Contract Value (1) & (2)	Dollar Value of Works for which Firm Was / Is Responsible
() Flatiron Constructors Inc Sagadahoc Bridge Bath-Woodwich, ME	Maine Department of Transportation 16 State House Station Augusta, ME 0433-0016 Phil Pinkham Tel. 207.322.5551	Flatiron acted as sole contractor for this project, self-performing 80 percent of the construction work and implementing QA/QC programs. Flatiron was also responsible for subcontractor performance, overall project safety, and design coordination.	2000	2000	\$48,500,000	\$48,711,479 (100%)	NONE
() Flatiron Constructors Inc Carolina Bays Parkway Myrtle Beach, SC	South Carolina Department of Transportation 955 Park Street PO Box 191 Columbia, SC 29202 Dennis Townsend Tel. 843.661.4710	Flatiron was the managing partner of this joint venture.	2002	2002	\$254,300,000	\$258,182,504 (65%)	NONE
() Flatiron Constructors Inc Cooper River Bridge Charleston, SC	South Carolina Department of Transportation 955 Park Street PO Box 191 Columbia, SC 29202 Leland Colvin 803-737-4202	Flatiron was the managing partner of this joint venture.	2005	2005	\$541,000,000	\$540,314,586 (40%)	NONE
() Flatiron Constructors Inc Knightdale Bypass Knightdale, NC	North Carolina Department of Transportation 1 S. Wilmington St., Raleigh, NC 27601 Steve Leonard 919.733.7932	Flatiron was the lead partner of this joint venture. Flatiron coordinated and managed the design development, final design, construction, and overall coordination of 31 subcontractors. Flatiron developed an early completion schedule and was ready to open the mainline roadway in April of 2005, a full four months ahead of the North Carolina DOT's original schedule.	2005	2005	\$131,016,664	\$134,631,705 (60%)	\$80,779,023 (60%)

Work History Form – Construction (Flatiron)

a. Project Name & Location	b. Project Owner's Name & Address, Project's Manager Name, Phone and Fax Number	c. Nature of Firm's Responsibilities	d. Contract Completion Date (Original)	e. Contract Completion Date (Actual or Estimated)	g. Estimated Value (in Thousands)		
					Original Contract Value (1) & (2)	Final or Estimated Contract Value (1) & (2)	Dollar Value of Works for which Firm Was / is Responsible
(-) Flatiron Constructors Inc Kicking Horse Canyon Golden, BC	BC Ministry of Transportation 5A 940 Blanshard Street, Victoria, BC V8W 3E6 Jon Jensen 250.344.3030	Flatiron provided design-build services to a Public-Private Partnership (P3) team that is also financing and operating the highway over a 25-year concession period.	2007	2007	\$124,246,000	\$125,750,800 (70%)	\$88,025,560 (70%)
(-) Flatiron Constructors Inc Washington Bypass Washington, NC	North Carolina Department of Transportation 1 S. Wilmington St., Raleigh, NC 27601 Ed Eatmon 252.830.3490	Flatiron was the managing partner of this joint venture.	2010	2010	\$192,040,143	\$199,279,404 (60%)	\$119,567,642 (60%)
(-) Flatiron Constructors Inc John James Audubon Bridge St. Francisville, LA	Louisiana Department of Transportation and Development PO Box 9425, Baton Rouge, LA 70804 Jim Wiley 803.206.8246	Flatiron is the managing partner of the joint venture.	2010	2011	\$347,856,245 (not final)	\$353,596,725 (not final)	\$190,942,231 (54%)
(-) Flatiron Constructors Inc Northeast Stony Trail Calgary, AB	Alberta Transportation and Infrastructure 2 nd Floor, Twin Atria Building 4999-38 Avenue, Edmonton, AB T6B 2X3 Neill McQuay 780.415.1076	Flatiron managed the design-build joint venture team as part of a larger public-private partnership.	2009	2009	\$408,699,704	\$427,415,229 (61.29%)	\$261,962,793 (61.29%)

Work History Form – Construction (Flatiron)

a. Project Name & Location	b. Project Owner's Name & Address, Project's Manager Name, Phone and Fax Number	c. Nature of Firm's Responsibilities	d. Contract Completion Date (Original)	e. Contract Completion Date (Actual or Estimated)	g. Estimated Value (in Thousands)		
					Original Contract Value (1) & (2)	Final or Estimated Contract Value (1) & (2)	Dollar Value of Works for which Firm Was / Is Responsible
() Flatiron Constructors Inc Northwest Anthony Henday Edmonton, AB	Alberta Transportation and Infrastructure 2 nd Floor, Twin Atria Building 4999-98 Avenue, Edmonton, AB T6B 2X3	Flatiron is managing the design-build team as part of the larger public-private partnership (P3) consortium NorthwestConnect.	2011	2011	\$995,057,000	\$995,135,717 (not final)	\$651,813,897 (65.5%)
	Tom Loo 780-415-4876						NONE
() Flatiron Constructors Inc -35W Emergency Replacement Bridge	Minnesota Department of Transportation 395 John Ireland Blvd St. Paul, MN 55155 Jon Chiglo 612-524-0852	Flatiron was the managing partner of this joint venture.	2007	2007	\$233,763,000	\$263,495,340	\$184,446,738 (70%)

Work History Form - Design

a. Project Name And Location	b. Nature Of Firm's Responsibility	c. Project Owner's Name And Address & Project Manager's Name & Phone Number	d. Completion Date (Actual Or Estimated)	e. Estimated Cost In Thousands
			Entire Project	Work for Which Firm Was/is Responsible
1. Moffatt & Nichol Alameda Corridor Program Los Angeles, CA	Moffatt & Nichol, in a joint venture, provided professional services for the planning and program management of the award-winning 'P3' Alameda Corridor Program under the direction of the Alameda Corridor Transportation Authority (ACTA). The \$2.4 billion multi-modal transportation program encompassed major highway, rail, bridge and drainage improvements. Responsible for the development of the program standards and procedures, program schedule, development of the design-build package, and the management of the design consultants and contractors. The program management team was embedded in ACTA's offices. The P3 program was financed with an unprecedented combination of loans and traditional sources. The project opened to revenue service on-time and within budget and was lauded by USDOT as one of the best managed examples of a mega-project.	Alameda Corridor Transportation Authority One Civic Plaza, Suite 350 Carson, CA 90745 John Doherty (310) 243-7480	Corridor opened to revenue service April 2002. Additional projects on-going.	\$2,430,000 \$55,000
2. Moffatt & Nichol The San Francisco – Oakland Bay Bridge, East Span Seismic Safety Project Oakland, CA	Moffatt & Nichol is a joint venture partner with T.Y.Lin International on this \$6.3-billion project to provide comprehensive detailed analysis, studies, reports, and Ps&E development for the complete structure. The joint venture has 146 subconsultants. Moffatt & Nichol is the engineer of record for many portions of the bridge including, the Oakland Touchdown, the Yerba Buena Island (YBI) transition structures, the foundations and many smaller elements of the bridge.	Caltrans 1727 30th Street, MS-12 Sacramento, CA 95816 Ade Akinsanya (916) 227-8008	2013	\$6,300,000 \$2,200,000
3. Moffatt & Nichol Craney Island Eastward Expansion Portsmouth, VA	Moffatt & Nichol is leading the development of the Craney Island Eastward Expansion, a \$3.8 billion project to expand the Craney Island Dredged Material Management Area by reclaiming 522 acres from the harbor and then constructing a new marine terminal on the site. The project represents the largest land reclamation and ground improvement project ever constructed in North America. The entire project is being designed to USACE Standards.	Virginia Port Authority 600 World Trade Center Norfolk, VA 23510 Jeffrey A. Florin, PE, (757) 683-2150	2017 (Phase I)	\$3,800,000 \$3,800,000
4. Moffatt & Nichol Virginia Port Authority Program Management Hampton Roads, VA	Moffatt & Nichol has been providing on-call program management services to the Virginia Port Authority since 2000. These services have included program management, coordination with federal and state agencies, financial planning, daily operational and administrative support, consultant coordination and quality assurance, port and marine terminal development, environmental permitting and compliance, engineering and design services, scheduling and estimating, construction engineering and inspection services, special studies, dredging engineering and support, container crane and equipment procurement assistance, and port security planning and implementation.	Virginia Port Authority 600 World Trade Center Norfolk, VA 23510 Jeffrey A. Florin, PE, (757) 683-2150	Ongoing	\$9,468 (fee) \$8,198 (fee)
5. Moffatt & Nichol Pier 5 Replacement, Norfolk Naval Shipyard Portsmouth, VA	Moffatt & Nichol is the lead consultant for the MN3W joint venture to demolish two piers at NNSY and build a new state-of-the-art aircraft carrier pier in their place. Services included overall project management, planning, analysis, design, construction documents, rendering, and post construction award services, for the structural demolition, replacement, fendering and mooring components. Analysis including dredging, bulkhead, crane rail, railroad, fendering and mooring components. Project design was completed on an accelerated time frame to meet the Navy's ship schedules.	NAVFAC MidAtlantic 9742 Maryland Avenue Norfolk, VA 23511 John Moore (757) 351-1517	Design Complete 2010	\$220,000 (estimated) \$151,000

Work History Form - Design

a. Project Name And Location	b. Nature Of Firm's Responsibility	c. Project Owner's Name And Address & Project Manager's Name & Phone Number	d. Completion Date (Actual Or Estimated)	e. Estimated Cost In Thousands
Entire Project	Work for Which Firm Was/Is Responsible			
6. Moffatt & Nichol BART Trans-Bay Tube San Francisco, CA	Moffatt & Nichol is part of a team for developing a cost-effective retrofit design that reduces the risk of the earthquake-induced uplift of BART's Transbay Tube ("BT"). Phase 1 of the project involved developing a number of seismic retrofit concepts and selecting a retrofit strategy. Phase 2 of the project is currently underway, which considers three vulnerabilities identified during Phase 1.	Bay Area Rapid Transit 300 Lakeside Drive Oakland CA 94612 A.J. (Tony) Hitchings, PE, SE (510) 287-4837	Ongoing	\$330,000 \$2,650(fee)
7. Moffatt & Nichol Virginia Dare Bridge Manteo, NC	Moffatt & Nichol served as subconsultant for a new 233-span 22,400-foot-long replacement bridge across Croatan Sound. The firm completed a vessel collision study, H&H/scour analysis, and substructure and foundation design for the bridge, including the main navigation span across the Intracoastal Waterway. The entire project design was completed on an accelerated 5-month schedule. Final construction cost was \$106.5 million.	North Carolina Department of Transportation 1 S. Wilmington St. Raleigh, NC 27601 Greg Perfetti (919) 250-4037	2001	\$106,520 \$40,000
8. Moffatt & Nichol Route 234 Manassas Bypass Bridges Prince William County, VA	Moffatt & Nichol designed eight grade separation bridges (including one 998-foot curved girder flyover with tall piers) carrying Rte 234 across Rte 673 (Lucasville Road), Gateway Boulevard; Rte 28 (Nokesville Road); and the Norfolk Southern Railway.	Virginia Department of Transportation 1401 East Broad Street Richmond, VA 23219 Shalendra G. Patel (804) 255-3710	2003	\$9,200 \$9,200
9. Moffatt & Nichol Route 58 Powell River and Dryden Bypass Bridges Lee County, VA	Moffatt & Nichol designed eight major continuous steel curved girder bridges across two mountain valleys, the Powell River, and the CSX Railway near the Town of Dryden. The structures had total bridge lengths between 126.6 and 222.8 meters, and tall piers up to 80 feet in height.	Virginia Department of Transportation 1401 East Broad Street Richmond, VA 23219 Larry E. Parker (804) 736-8733	2003	\$15,200 \$15,200
10. Moffatt & Nichol Route 123 & Route 234 Bridges over Occoquan River Prince William County, VA	Moffatt & Nichol provided new replacement bridges for existing crossings of the river. The Rte 123 bridge is a 1,178-foot-long concrete bulb-T girder structure with a 240-foot main span over the navigation channel. The Rte 234 bridge included twin 550-foot-long continuous steel girder bridges. Project included aesthetic treatment, public involvement, H&H/scour, dredging, roadway, and permit services.	Virginia Department of Transportation 1401 East Broad Street Richmond, VA 23219 Mir Ali (804) 371-4762	2003	\$19,600 \$19,600

Work History Form - Design

a. Project Name And Location	b. Nature Of Firm's Responsibility	c. Project Owner's Name And Address & Project Manager's Name & Phone Number	d. Completion Date (Actual Or Estimated)	e. Estimated Cost In Thousands
			Entire Project	Work for Which Firm Was/is Responsible
11. Moffatt & Nichol Izmit Bay Suspension Bridge Design Development Izmit Bay, Turkey	Moffatt & Nichol assisted the Design-Build-Operate Concessionaire to develop components of the bid documents for an accelerated schedule of the project. The proposed suspension bridge crosses Izmit Bay, Turkey with a distance of about 2 miles between the Hesrek Peninsula on the south side and Dilovasi on the north side. The structure will have a 5,600-foot main span with tower piers in water depths up to 140-feet located in a major commercial waterway. Moffatt & Nichol's services on this \$2-billion bridge project included development of the Basis of Design, structure and foundation concepts, seismic evaluation, H&H/scour analysis, tsunami evaluation and liaison support with EPC bidders.	NOMAYG (NOMAYG, ÖZALTIN, MAKYOL, ASTALDI, YÜKSEL, GÖÇAY) ÖZALTIN Construction Co., Inc. Ariantin Caddesi No:9 G.O.P. 06700 ANKARA TURKEY Ezio Di Stanisiao +90-312-466-40-20	2017 (estimated)	\$2,000,000 \$680 (fee to date)
12. Moffatt & Nichol The El Toro "Y" interchange (I-5/I-405) Irvine, CA	Moffatt & Nichol prepared PS&E for the I-5/I-405 and Bake Parkway/I-5 Interchanges, one of the largest interchange projects in the world. Modifications to the interchanges are part of a cooperative agreement between Caltrans and the Orange County Transportation Authority. The project consists of increasing the effective capacity of the I-5/I-405 interchange by reducing merging and weaving conflicts and directing ingress and egress movements from adjacent interchanges. The Bake Parkway/I-5 interchange will provide disbursement of traffic to adjacent arterial roads relieving offramp and onramp congestion at the existing Lake Forest Drive interchange. Project work includes design of five major structures: the Bake Parkway overcrossing, Route 405/S separation, Bake Parkway offramp overcrossing, Irvine Center Drive offramp overcrossing, and the High Occupancy Vehicle (HOV) ramp overcrossing. PS&E were prepared to Caltrans Standards and Specifications with review and approval from OCTA, Caltrans Division of Structures, and Caltrans District 12. Construction traffic control and lighting plans were also prepared. This project won the 1997 Caltrans Excellence in Transportation Award."	Orange County Transportation Authority 550 South Main Street P.O. Box 14184 Orange, CA 92863-1584 Tom Board, P.E. (714) 560-5918	1997	\$166,000 \$124,500
13. Moffatt & Nichol Reno ReTRAC Reno, NV	Moffatt & Nichol, in joint venture, provided comprehensive program management, preliminary engineering services, design-build procurement documents and design-build procurement assistance for this project to lowering approximately 2.5 miles of existing UPRR mainline rail tracks into a trench approximately 30 feet deep by 54 feet wide, including new street crossings, Amtrak passenger terminal, temporary track relocation and numerous utility relocations. The project was funded, in part, from a federal TIFIA loan, necessitating extensive coordination with FHWA and NDOT representatives. Given the location of the project in the heart of the downtown casino district, extensive effort was focused on developing a construction scheme that would address community concerns. Design-build procurement was selected for the project to enable the City to obtain bids and determine the affordability of the project, without the full investment in final design that would be necessary using conventional means. The City also estimated that design-build saved approximately 18 months over the conventional schedule. The project team, working with the City's legal staff, prepared the design-build Request for Proposals using a "Best Value" selection method, and assisted the City with the procurement process.	Truckee Meadow ReTRAC Team 350 South Center Street, Ste. #400 Steve Varela (775) 334-2215	2005	\$235,000 \$5,000 (fee)

Work History Form - Operations and Maintenance

a. Project Name & Location	b. Project Owner's Name & Address, Project's Manager Name, Phone and Fax Number	c. Nature of Firm's Responsibilities	d. Lane Miles Maintained for project	e. Duration of Maintenance Project (state if ongoing)	Level of Participation (%)	Contract Ended (if applicable)	Original Contract Value	Firm's Number of Employees per project
1. I-95 Corridor Improvement Project, Ft. Lauderdale, FL	Florida Department of Transportation (FDOT) Mr. Joseph BORELLO / 3400 W. Commercial Boulevard Ft. Lauderdale, Florida 33309 United States Of America T: +1-954-777-4090 Fax: +1-954-777-4197 E-mail:joseph.borello@dot.state.fl.us	I-95 Express LLC. is the concession company created by ACS ID to act as the concessionaire as well as provide all operation and maintenance of the highway as outlined in the contract. This is a tolled highway. Tolls will be operated by the Florida Turnpike.	213 lane miles	35 years	100%	N/A	\$1.7B	45
2. A-30 Montreal Highway Canada	Ministère de Transport de Québec Mr. Jacques Verville 500, boulevard René-Lévesque Ouest Bureau 13.10 Montréal (Québec) H2Z 1W7 Canada T: +1 514 873 0234 poste 2161 Fax: +1 514 864 2155 E-mail: Jacques.Verville@mtq.gouv.qc.ca	Nouvelle Autoroute 30, S.E.N.C. is the concession company created by Iridium to act as the concessionaire as well as provide all operation and maintenance of the highway as outlined in the contract.	45 lane miles	35 years	100%	N/A	\$1.9B	14
3. Fredericton Moncton Highway, New Brunswick, Canada	New Brunswick Department Of Transportation Mr. Fred BLANEY/Doug Johnson 68 Marina Drive, Yenseg - New Brunswick Canada T: 1-506-444 4441 Fax: 1-501-4881230 E-mail: dougjohnson@gnb.ca	MRDC Operations Corporation created by Iridium provides all operation and maintenance of the highway as outlined in the contract.	120 lane miles	20 years	25%	N/A	\$1B	80
4. Radial 2, Spain	Mr. Miguel Angel Jiménez Martín Government Vice Delegate, Ministry of Public Works Pº de la Castellana 67-28071 Madrid Tel: +34 915 975 099-Fax: +34 915 975 236 E-mail: mmartinez@omento.es	Henrás is the concession company created by Iridium to act as the concessionaire as well as provide all operation and maintenance of the highway as outlined in the contract.	53.94 lane miles	24 years	35%	N/A	\$696M	159

Work History Form - Operations and Maintenance

a. Project Name & Location	b. Project Owner's Name & Address, Project's Manager Name, Phone and Fax Number	c. Nature of Firm's Responsibilities	d. Lane Miles Maintained for project	e. Duration of Maintenance Project (state if ongoing)	Level of Participation (%)	Contract Ended (if Applicable)	Original Contract Value	Firm's Number of Employees per project
5. Radial 3/5, Spain	Mr. Juan Antonio ORTIN FERNÁNDEZ General Manager for Roads & Maintenance T: +34-91 7628700 Fax: +34-91 762 87 01 Área de Servicio de La Alaya M-50 Km. 67.5 Apdo. de Correos 71 28670 Villaviciosa de Odón, Madrid, Spain	Accesos de Madrid is the concession company created by Iridium to act as the concessionaire as well as provide all operation and maintenance of the highway as outlined in the contract.	55.8 lane miles	50 years	19.72%	N/A	\$1.1B	118
6. San Cristobal Tunnel, Chile	Sr. Enzo Estrada Frícke - Inspector Fiscal Obra El Salto - Kennedy Representative, Ministry of Public Works Av. El Cerro # 0237 - Providencia - Santiago Chile Tel.: 56 2 7138 100 Tel: 56 2 7138101 Fono/Fax: 56 2 7138100 / Cell : 56 9 821 9120 E-mail: eestrada@elsalto-kennedy.cl	San Cristobal Express is the concession company created by Iridium to act as the concessionaire as well as provide all operation and maintenance of the highway as outlined in the contract.	2.48 lane miles	30 years	50%	N/A	\$120M	32
7. Autopista Central, Chile	Mrs. Sonia Tschorn Berestesky (Ministry of Public Works) Phone: 56 2 449 39 52	Autopista Central was the concession company created by Iridium to act as the concessionaire as well as provide all operation and maintenance of the highway as outlined in the contract.	234 lane miles	30 years	48%	2008 (Sold)	\$1.209B	N/A
8. Vespucio Norte Express, Chile	Mrs. Sonia Tschorn Berestesky (Ministry of Public Works) Phone: 56 2 449 39 52	Vespucio Norte Express is the concession company created by Iridium to act as the concessionaire as well as provide all operation and maintenance of the highway as outlined in the contract.	18 lane miles	30 years	46.48%	N/A	\$1.071B	156

Work History Form - Operations and Maintenance

a. Project Name & Location	b. Project Owner's Name & Address, Project's Manager Name, Phone and Fax Number	c. Nature of Firm's Responsibilities	d. Lane Miles Maintained for project	e. Duration of Maintenance Project (state if ongoing)	Level of Participation (%)	Contract Ended (if applicable)	Original Contract Value	Firm's Number of Employees per project
9. M-30, Spain	<p>Manuel Amaiz Consejero de Madrid Calle 30 +34 91588 3427 amaizma@muni.madrid.es</p>	<p>Empresa Mantenimiento y Explotación M-30, SA is the O & M company created by Iridium and is responsible for all Operations and Maintenance.</p>	20.46 lane miles	35 years	50%	N/A	\$408M	279
10. Bidelan Highway, Spain	<p>Bidegi Apiegituren Agentzia S.A. Agencia Guipuzcoana de Infraestructuras D.Borja Jáuregui Fuentes Asti Auzka 631 A 20.800-Zarautz Tel: +34 943311301 Fax: +34 943210137 E-mail: bidelan@bidelan.com</p>	<p>Bidelan is the concession company created by Iridium to provide all operation and maintenance of the highway as outlined in the contract, including toll operations.</p>	76.88 lane mile	10 years	50%	N/A	\$62.2M	332

Work History Form - Finance

a. Team Member or Firm's Name	b. Name of the Project, Location, Description and Tolling Description (if applicable)	c. Project Owner's Name & Address, Project's Manager Name, Phone and Fax Number	d. Project Costs	e. Third Party Reference Name, Organization, Phone Number	g. Financing / Security / Insurance			
					f. Year of Financial Close or Year Posted (pertaining to Securities)	Description / Type	Role / Tolling Responsibility	Value / Amount / Equity Invested
1. A-30 Nouvelle Autoroute 30 (the ACS Group through Iridium Concessions de Infraestructuras, S.A.)	A-30 Nouvelle Autoroute 30 Public works concession contract to design, build, finance, operate and maintain the 42km west section of the south Montreal bypass. This section includes the construction of two bridges and a tunnel. The contract also involves the operation, maintenance and upgrading of the 32km east section.	Mr. Jacques Verville Representant du ministre – Transport Quebec Tel: +1 548730234 x 2161 Fax: +1 514 864 21 55 Address: 500 boul. Rene Levesque Ouest Bureau 13.10 Montreal (Quebec) H2Z 1W7	US\$ 1.9 B	Mr. Denis Léonard CEO Nouvelle Autoroute 30 s.e.n.c. Tel.: +1 514-782-3030 (ext. 230) Fax: +1 514-782-0441 Email: denis.leonard@na30.ca Address: 1000, St. Jean Boulevard, Suite 510 Pointe Claire, Quebec H9R 5P1	September 25, 2008	Bank Club deal	Concessionnaire (ACS)	Equity: US\$ 226 M
2. FTG Fraser Transportation Group GP (the ACS Group through ACS Infrastructure Canada, Inc.)	Contract for the Design, Construction, Finance, Operate and Maintain of the South Fraser Perimeter Road Project Concession contract for FCOM of the South Fraser motorway in the Province of British Columbia in Canada. This is a new motorway, 40 km long, south of Vancouver. The project is to commence at the junction of Highway 17 and Delaport Way, following the River Fraser and then bordering the residential areas of Surrey and ending at the junction with the new Golden Ears Bridge. This route will connect Highways 17, 1, 91 and 99 and will be the only east-west link communicating the port installations, the industrial areas and the suburban zones of south Vancouver, in addition to ensuring an efficient connection with regional and national networks.	Geoff Freer Executive Director Gateway Program	US\$ 774 M	Juan Mont CFO FTG Fraser Transportation Group jmont@ftgfraser.ca geoff.freer@gatewayprogram.b.c.ca Phone: +1-604-775-0489 Facsimile: +1-604-775-0348	July 15, 2010	Bank Club Deal	NA	US\$30M

Work History Form - Finance

a. Team Member or Firm's Name	b. Name of the Project, Location, Description and Tolling Description (if applicable)	c. Project Owner's Name & Address, Project's Manager Name, Phone and Fax Number	d. Project Costs	e. Third Party Reference Name, Organization, Phone Number	f. Year of Financial Close or Year Posted (pertaining to Securities)	g. Financing / Security / Insurance		
						Description / Type	Role / Tolling Responsibility	Value / Amount / Equity Invested
3. Windsor Essex Mobility Group Partnership GP (the ACS Group through ACS Infrastructure Canada, Inc.)	Contract for the Design, Construction, Finance, Operate and Maintain of the Windsor Essex Parkway Project Concession contract for financing, design, construction, operation and maintenance of the Windsor Essex Parkway in Ontario, Canada. This new 11 km stretch of highway, with three lanes in each direction, will go through tunnels part of the way, enhancing the air quality by avoid crossing the roads in the zone and allowing a continuous flow of traffic. Likewise, noise emissions will be significantly reduced and new leisure opportunities will be available for residents in the area, including 20 km of recreational paths. There are also plans to build a service road parallel to the main highway, municipal roads, junctions, and the most modern traffic management measures will be implemented.	Roger Hammer MBA, P.Eng Vice President, Highways, Civil Infrastructure Tel: (416) 212-3427 Address: 777 Bay Street, 6th floor, Toronto, ON M5G 2C8	US\$ 1.332 B	Miguel Merino Cfo Windsor Essex Mobility Group +1 (905) 361-6469 mmmerino@wemg.ca	December 15, 2010	Banks Club Deal	NA	Equity: US\$ 816 M Subordinate Debt: US\$ 41 M
4. Autopista Central (Chile)	(the ACS Group through Iridium Concesiones de Infraestructuras, S.A.) (The ACS Group sold its stake in this project in 2008)	Mrs. Sonia Tschome Boriesky Public works concession contract for the design, financing, maintenance and toll management of the Sistema Norte - Sur road, which crosses the city of Santiago, Chile. The Sistema Norte - Sur consists of two main roads, the 34.47km North-South road and the 20.66km General Velasquez road, a total of 60km. The motorway came into operation on December 1, 2004 and was fully open by May 2006.	US\$ 1.2 B	Mr. Antonino Castellucci Gerente General - CEO Vespucio Norte Express Tel: + 562 571 3050 Fax: + 56 2 571 3204 E-mail: acastellucci@vespucionorte.cl Address: Av. Américo Vespucio Oriente 1305 -Parque de Negocios Enea - Pudahuel, Santiago – Chile Tel: +5624493952 Fax:+562449 3968 sonia.tschome@mop.gov.cl	January 4, 2001	Bond Issuance	Concesionario (ACS)	Equity: US\$ 127 M Shareholders' Subordinated Debt: US\$ 70 M

Work History Form - Finance

a. Team Member or Firm's Name	b. Name of the Project, Location, Description and Tolling Description (if applicable)	c. Project Owner's Name & Address, Project's Manager Name, Phone and Fax Number	d. Project Costs	e. Third Party Reference Name, Organization, Phone Number	f. Year of Financial Close or Year Posted (pertaining to Securities)	g. Financing / Security / Insurance		
						Description / Type	Role / Tolling Responsibility	Value / Amount / Equity Invested
5. Vespucio Norte Express (the ACS Group through Indium Concesiones de Infraestructuras, S.A.)	Vespucio Norte Express Public works concession contract for the design, financing, maintenance and toll management of the "Sistema Américo Vespuicio Nor-Poniente, Av. El Salto - Ruta 78" road. The Sistema Norte-Sur is located on the Américo Vespuicio Bypass, along the 29km section between Av. El Salto and Ruta 78 (Santiago - San Antonio Motorway), crossing the Nor-Poniente area of Santiago. It uses a real toll system with "free-flow" technology. The motorway was fully opened to traffic on January 4, 2006.	Mr Mirko Ivanovic W.- Inspector de Carreteras Representative, Ministry of Public Works Américo Vespuicio	US\$ 827 M	Mr. Antonino Castellucci Gerente General - CEO Vespuicio Norte Express Tel: + 562 571 3050 Fax: + 56 2 571 3204	July 23, 2002	Bonds Issuance	Concessionnaire (ACS)	Equity: US\$ 97 M Shareholders' Subordinated Debt: US\$ 90 M
6. Celtic Roads Group Waterford Limited. (the ACS Group through Indium Concesiones de Infraestructuras, S.A.)	N25 Waterford by Pass – Southlink N25 Public works concession contract to design, build, maintain and operate the N25 Waterford Bypass (Ireland), a 16km real toll road with a concession term of 30 years. Entered into operation in October 2009.	Mr. Michael Kennedy and Donald Manook Head of PPP and Tolling National Roads Authority (NRA) Ireland	US\$ 434 M	Mr. Lorcan Wood General Manager Celtic Roads Group Tel: +353 (0) 41 98 11 16 Fax: + 353 (0) 41 98 29 824	January 24, 2006	Commercial Lenders and the European Investment Bank	Concessionnaire (ACS)	Shareholders' Subordinated debt: US\$ 90 M
7. Empresa de Mantenimiento y Explotacion M30 S.A. (the ACS Group through Indium Concesiones de Infraestructuras, S.A.)	EMESA (Madrid Calle 30)] Contract for financing, construction, operation, maintenance and conservation of the M-30 for 35 years. The maintenance contract was awarded by the public-private company Madrid Calle 30 (80% owned by Madrid City Council and 20% by Empresa de Mantenimiento y Explotacion M-30, S.A.). MC30 is investing in the whole project over €3.2 billion.	Mr. Manuel Arnaiz Board Member Madrid Calle 30 and General Project Coordinator	US\$ 408 M	Mr. Héctor Barbero Director Gerente - CEO EMESA Tel.: 91 467 46 13 Fax: 91 527 25 37 hector.barbero@eme-30.es	March 4, 2004	Bank Deal	NA	Equity: US\$ 0.08 M Shareholders' Subordinated Debt: US\$ 134 M Address: Mendez Ávila 35 - 28053 Madrid arnaizma@munimadrid.es

Work History Form - Finance

a. Team Member or Firm's Name	b. Name of the Project, Location, Description and Tolling Description (if applicable)	c. Project Owner's Name & Address, Project's Manager Name, Phone and Fax Number	d. Project Costs	e. Third Party Reference Name, Organization, Phone Number	f. Year of Financial Close or Year Posted (pertaining to Securities)	g. Financing / Security / Insurance		
						Description / Type	Role / Tolling Responsibility	Value / Amount / Equity Invested
8. I595 Express, LLC (the ACS Group through ACS Infrastructure Development, Inc.)	I 595 Roadway Improvement Public works concession contract to design, build, finance, operate and maintain the I595 interstate highway in Florida (USA), linking Fort Lauderdale and Miami on the state's west coast, for the next 35 years.	Gerry O'Reilly Director of Transportation development FDOT Tel: 954 777-4411 Gerry.O'Reilly@dot.state.fl.us FDOT - 3400 West Commercial Blvd – 33309 Ft. Lauderdale	US\$ 1.7 B	I 595 Express, LLC Mr. Alvaro Muelas - CEO Tel: +1 954 513 3200 Fax (954) 513 3201 E-mail: AMuelas@I595Express.com Address: 10368 SR 84 Davie FL 33324Bldg 1, Unit 202	March 3, 2009	Bank Club Deal + TIFIA	FDOT	US\$ 208 M
9. Sociedad Concesionaria Rutas del Pacifico S.A. (the ACS Group through Iridium Concesiones de Infraestructuras, S.A.) (The ACS Group sold its stake in this project in 2008)	Rutas del Pacifico Public works concession contract including the improvement (lane duplication with two tunnels in each direction), maintenance and operation of Ruta 68, a 109.6-km closed toll road connecting Santiago to the cities of Viña del Mar and Valparaíso, where the country's main port is located. In addition, it includes the construction, maintenance and operation of the 20km South Trunk Road connecting Viña del Mar with the towns of Quilpué, Villa Alemana and Península de la Magdalena. Ruta 60 CH only for maintenance of the existing road. The road opened to traffic on 17 July 2003 and was fully operational by June 2004.	Mr. Javier González García Inspector Fiscal – Representante MOP - Ministry of Public Works Tel: +56 449 7000 Email: javier.gonzalez@mop.gov.cl Address: Merced, 753, Piso 4 - Santiago – Chile	US\$ 590 M	Mr. Enrique Calzagni Gerente General - CEO Rutas del Pacifico Tel: + 56 2680 0000 Fax: + 56 2680 0097 Address: Km. 17.900 Ruta 68 - Pudahuel - Santiago - Chile	December 2011	Bonds guaranteed by the Interamerican Development Bank	Concessionnaire (ACS)	US\$ 161
10. Sociedad Portuera Construcción Exploración Rodoviária S.A. (the ACS Group through Iridium Concesiones de Infraestructuras, S.A.)	Baixo Alentejo Highway Public works concession contract to build, finance, maintain and operate the Baixo Alentejo motorway in Portugal that will link the centrally positioned townships of Sines and Beja. The road has a total length of 347 km.	Eng. Rui Manteigas Director Área de Coordinacão de Concessões - Director of Concessions Coordination Department Estradas de Portugal E.P.E. Tel: + 351 212 879 335 Fax: + 351 212 879 932 E-mail: rui.manteigas@estradasdep.pt Address: Praça de Portagem - 2809-013 Almada - Portugal	US\$ 721 M	Dr. Rui Luis Dias Pereira de Sousa Administrador Delegado - CEO Tel: +351 217 817 800 Fax: +351 217 957 311 E-mail: rui.sousa@edifer.pt Address: Av. Visconde Válor, 66 4º - 1050-242 Lisboa	January 2009	Bank Lenders and European Investment Bank	NA	US\$ 209 M

Work History Form - Finance

a. Team Member or Firm's Name	b. Name of the Project, Location, Description and Tolling Description (if applicable)	c. Project Owner's Name & Address, Project's Manager Name, Phone and Fax Number	d. Project Costs	e. Third Party Reference Name, Organization, Phone Number	f. Year of Financial Close or Year Posted (pertaining to Securities)	g. Financing / Security / Insurance		
						Description / Type	Role / Tolling Responsibility	Value / Amount / Equity Invested
11. Central Greece Motorway Concessionaire, S.A. (the ACS Group through Iridium Concessiones de Infraestructuras, S.A.)	Central Greece Public works concession contract to design, build, finance, operate and maintain the 174 km long Central Greece Motorway E65 project, which connects the PATHE motorway in Larisa to the Egnatia Odos motorway in Grevena, and a 57 km section of the PATHE motorway between Skarifia and Rachies, built by the State. The total length of the motorway is 231 km. The contract is for a period of 30 years.	Mrs. Arisit Kavaleria, Manager of Division of Concessions and Support Central Greece E65 - EGNATIA ODOS S.A. Tel.: +2310 470200 Fax: :+2310 470297 E-mail: akavala@egnatia.gr Address: 6th Km of Thessaloniki – Thermis National Rd., P.O. 600 30 Thessaloniki 570 01	US\$ 2.170 B	Mr. Jorge Sales IT, Toll & Traffic Systems Manager NEA ODOS S.A. Tel: +30 210 3447 556 Fax. +30 210 6180050 Email:sales@neaodos.gr Address: 13 Sorou Street - 15125 Marousi Athens - Greece	May 2007	Commercial banks and the European Investment Bank	Concessionnaire (ACS)	Equity : US\$ 87 M Shareholders' Subordinated Debt: US\$ 120 M
12. Accesos de Madrid Concesionaria Espaniola S.A. (the ACS Group through Iridium Concessiones de Infraestructuras, S.A.)	Accesos Madrid (R3-R5, M50 Highway) Public works concession contract to build, maintain and toll manage the R-3 motorway from Madrid to Arganda del Rey and the R-5 from Madrid to Navalcarnero. It also includes construction of the section of the M-50 between the A-6 motorway and the M-409, with a total length of 90.23 km, and operation of the motorway's service areas as set out by law. The contract is for 50 years. A toll-free section of the motorway opened to traffic on 21 December 2003, and it came into full operation on 16 June 2004.	D. Miguel Ángel Jiménez Martín	US\$ 2.201 B	Mr. José Antonio López Casas Director General - CEO CONCESSIONARIA ACCESOS DE MADRID Subdelegado del Gobierno - Government Representative Sociedad Concesionaria de Autopistas Nacionales de Peaje. Ministerio de Fomento Tel: +34 91 762 8700 Fax: +34 91 762 8701 E-mail: joseantonio.lopez@accesosdemadrid.es Postal Address: Apartado de Correos nº71 - 28670 Villaviciosa de Odón (Madrid)	July 2003	Commercial Banks and European Investment Bank	Concessionnaire (ACS)	Equity US\$ 299 M Shareholders' Subordinated Debt US \$ 161 M

Work History Form - Finance

a. Team Member or Firm's Name	b. Name of the Project, Location, Description and Tolling Description (if applicable)	c. Project Owner's Name & Address, Project's Manager Name, Phone and Fax Number	d. Project Costs	e. Third Party Reference Name, Organization, Phone Number	f. Year of Financial Close or Year Posted (pertaining to Securities)	g. Financing / Security / Insurance	
						Description / Type	Role / Tolling Responsibility
13. Infraestructuras y Radiales S.A. (the ACS Group through Iridium Concesiones de Infraestructuras, S.A.)	Autopista Radial R2 & M50 Public works concession contract to build, maintain and operate the R-2 toll motorway, from Madrid to Guadalajara, and the subsection of the Madrid M-50 ring road from the N-II road to the N-I. The contract is for 24 years. The motorway opened to traffic on October 6, 2003.	Mr. Miguel Angel Jiménez Martín Subdelegado del Gobierno - Government Representative Sociedad Concesionaria de Autopistas Nacionales de Peaje Ministerio de Fomento	US\$ 696 M	Mr. Jesús Navarrete Director General - Director Tel: 91825031 - Fax: + 34 91 830 02 62 Sec.: Pilar García Galán pgarcia@henarsa.com Address: Carretera M100 - Alcalá de Henares a Daganzo, Km. 6.300 - 28806 Alcalá de Henares - Madrid	July 2003	Comercial Banks Concessionnaire (ACS)	Equity US\$ 154 M Shareholders' Subordinated Debt US\$ 157 M
14. Circunvalación de Alicante S.A. (the ACS Group through Iridium Concesiones de Infraestructuras, S.A.)	Alicante Ring Road Public works concession contract for 36 years (which may be extended to 40) for construction, maintenance and operation of the Alicante Bypass toll motorway, the toll-free El Campello road and the third lane of the toll-free A-7 motorway, between Elche and Crevillente; maintenance and operation of the toll-free Camino de Castilla road; and construction of the following toll-free works: adaptation and upgrading of the section of the Levante Corridor (N-330) between Alicante and the border with the province of Albacete; Elche-Crevillente, approach roads to Crevillente from the north and south; the East Elche road; and Torrellano-Alicante, Camino Viejo de Elche. The total length of these is 148km, of which 33.2km is toll motorway. The motorway began operating in December 2007.	Mr. Miguel Angel Jiménez Martín Subdelegado del Gobierno - Government Representative Sociedad Concesionaria de Autopistas Nacionales de Peaje. Ministerio de Fomento	US\$ 610 M	Mr. Jesús Navarrete Director General - CEO Tel: +34 96 607 59 70 Fax: +34 96 607 59 90 E-mail: lnavarrete@ciralsal.com Address: AP-7 km 703.000 - Área de Peaje de Monforte del Cid 03670 Monforte del Cid (Alicante)	August 2005	Commercial Banks Concessionnaire (ACS)	Equity US\$ 67 M Shareholders' Subordinated Debt US\$ 116 M

Work History Form - Finance

a. Team Member or Firm's Name	b. Name of the Project, Location, Description and Tolling Description (if applicable)	c. Project Owner's Name & Address, Project's Manager Name, Phone and Fax Number	d. Project Costs	e. Third Party Reference Name, Organization, Phone Number	f. Year of Financial Close or Year Posted (pertaining to Securities)	g. Financing / Security / Insurance
a. Team Member or Firm's Name	b. Name of the Project, Location, Description and Tolling Description (if applicable)	c. Project Owner's Name & Address, Project's Manager Name, Phone and Fax Number	d. Project Costs	e. Third Party Reference Name, Organization, Phone Number	f. Year of Financial Close or Year Posted (pertaining to Securities)	g. Financing / Security / Insurance
a. Team Member or Firm's Name	b. Name of the Project, Location, Description and Tolling Description (if applicable)	c. Project Owner's Name & Address, Project's Manager Name, Phone and Fax Number	d. Project Costs	e. Third Party Reference Name, Organization, Phone Number	f. Year of Financial Close or Year Posted (pertaining to Securities)	g. Financing / Security / Insurance
15. Bakwena Platinum Corridor Concessionaire Ltd.	Platinum Highway Public works concession contract for the building, financing and operation of the Platinum Toll Highway. The contract covers a section of the N4 linking Pretoria to the west with the Botswana border (290km) and a section of the National 1 (N1) running north from Pretoria to Warmbaths (90km). The project includes expansion and/or improvement of existing sections and construction of new sections on the N4, where it connects with the N1 and the Rustenburg Road. It is 381km long.	Mr. Nazir Ali CEO South African National Roads Agency Ltd., Tel: +27 12 426 6001 Fax: +27 12 362 2116 Email: allin@nra.co.za; Address: P.O. Box 415, Pretoria 0001, South Africa	US\$ 309 M	Mr. Grahame Blewitt CEO Bakwena Platinum Corridor Concessionaire (Pty) Ltd Tel: +27 11 519 0400 Fax: +27 519 0414 email: graemeb@bakwena.co.za, Address: 24 Sunninghill Office Park - Peliter Road, Sunninghill 21557 - South Africa	August 2001 Refinanced in 2009	This project has been financed by Long Term Debt, Bonds linked to inflation, Shareholders' Subordinated Bank Debt and Wrapped Bonds acting as Guarantor Concessionaire (ACS) Shareholders' Subordinated Debt US\$ 20.05 M

Debarment Certification

Please find the following Certifications regarding debarment:

- Primary Covered Transactions
 - ✓ ACS Infrastructure Development, Inc.
- Lower Tiered Covered Transactions
 - ✓ Dragados USA, Inc.
 - ✓ Flatiron Constructors, Inc.

APPENDIX A
Certification Regarding Debarment
Primary Covered Transactions

Project: Hampton Roads Bridge Tunnel Project

1) The prospective primary participant certifies to the best of its knowledge and belief, that it and its principals:

- a) Are not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from covered transactions by any Federal department or agency.
- b) Have not within a three-year period preceding this proposal been convicted of or had a civil judgment rendered against them for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (Federal, State or local) transaction or contract under a public transaction; and have not been convicted of any violations of Federal or State antitrust statutes or commission of embezzlement, theft, forgery, bribery, falsification, or destruction of records, making false statements, or receiving stolen property;
- c) Are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (Federal, State or local) with commission of any of the offenses enumerated in paragraph 1) b) of this certification; and
- d) Have not within a three-year period preceding this application/proposal had one or more public transactions (Federal, State or local) terminated for cause or default.

2) Where the prospective primary participant is unable to certify to any of the statements in this certification, such prospective participant shall attach an explanation to this proposal.

The undersigned makes the foregoing statements to be filed with the proposal submitted on behalf of the Officer for contracts to be let by the Commonwealth Transportation Board.

Signature on file with VDOT

Signature

February, 20 2011

Date

Chief Operating Officer

Title

ACS Infrastructure Development, Inc.
Name of Firm

APPENDIX A
Certification Regarding Debarment
Lower Tier Covered Transactions

Project: Hampton Roads Bridge Tunnel Project

- 1) The prospective lower tier participant certifies by submission of this proposal, that neither it nor its principals is presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from participation in this transaction by any Federal department or agency.
- 2) Where the prospective lower tier participant is unable to certify to any of the statements in this certification, such prospective participant shall attach an explanation to this proposal.

The undersigned makes the foregoing statements to be filed with the proposal submitted on behalf of the Officer for contracts to be let by the Commonwealth Transportation Board.

Signature on file with VDOT

Signature Antonio Nievias Guadix	February 8, 2011	Executive Vice President
	Date	Title

Dragados USA, Inc.

Name of Firm

APPENDIX A
Certification Regarding Debarment
Lower Tier Covered Transactions

Project: Hampton Roads Bridge Tunnel Project

- 1) The prospective lower tier participant certifies by submission of this proposal, that neither it nor its principals is presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from participation in this transaction by any Federal department or agency.
- 2) Where the prospective lower tier participant is unable to certify to any of the statements in this certification, such prospective participant shall attach an explanation to this proposal.

The undersigned makes the foregoing statements to be filed with the proposal submitted on behalf of the Officer for contracts to be let by the Commonwealth Transportation Board.

Signature on file with VDOT

<u>Signature</u>	<u>2-14-11</u>	<u>President</u>
	Date	Title

Flatiron Constructors, Inc.

Name of Firm

Disclosure Statement

Please find the Disclosure Agreement/ Certification Form executed on behalf of the Hampton Roads Mobility Group, by Juan Santamaria, the Authorized Representative.

DISCLOSURE AGREEMENT/CERTIFICATION FORM

This completed form must accompany all proposals submitted under the provisions of the Public-Private Transportation Act (PPTA). If omitted, the proposal will not be processed until the responsible public entity receives a completed form. A copy of this form will be included in the permanent file maintained by the Department for all proposals.

Freedom of Information Act:

I (we) certify that I (am) we (are) familiar with the statute that deals with the release of information submitted under the Freedom of Information Act (§ 2.2-3700 et seq.) as it relates to PPTA proposals, and will not hold the Commonwealth, any of its political subdivisions, agencies, or employees liable for the disclosure of all or part of a PPTA proposal. I (we) understand that if a FOIA request is made for confidential records in a proposal:

- Public entity will contact the proposer to allow a claim for exemption to be made pursuant to the Code of Virginia;
- Public entity will determine whether the exemption has been properly claimed; and
- Public entity will attempt to provide advance notice to the proposer if the requested records are disclosed.¹

Communication:

I (we) agree to limit all communications within the Executive Branch, including advocacy efforts, to the individuals or entities designated in these guidelines and/or any solicitation documents. The goal of this condition is to ensure the integrity of the development, evaluation and negotiation process.

Debt Issues:

This proposal does does not require the creation of state-supported debt.

- If the proposal does require state-supported debt, I (we) understand that procedures established by the General Assembly, Governor, Department of the Treasury, and the Department of Planning and Budget must be followed.

¹ Prior to submission of a proposal, proposers may make written request to the Department for a meeting to identify and justify status of proposed confidential documents; make an oral presentation to Department; and follow similar procedure with affected local jurisdictions to determine if FOIA exemptions apply. The public entity will notify the proposer of the decision.

Public-Private Transportation Act of 1995

Environmental Requirements:

I (we) understand that the proposal must comply with all applicable state and/or federal laws and regulations concerning the environment, and agree to follow any procedures to implement them.

Oral Presentations (at option of the Department):

I (we) understand that one or more oral presentations to explain details of the project may be required.

Signature on file with VDOT

Signature of Proposer

Signature of Proposer

Authorized Representative

Title _____

Title _____

Hampton Roads Mobility Group

Company/Consortium _____

Company/Consortium _____

Ryan Pedraza, Program
Received by: _____ Manager

Name and Title _____

February 24, 2011

Date _____

Proposal Identification Number: HRBT Project

Qualifications Statements

Please find the following Qualification Statements:

- [ACS Infrastructure Development, Inc.](#)
- [Dragados USA, Inc.](#)
- [Flatiron Constructors, Inc.](#)

Qualifications Statement
ACS Infrastructure Development, Inc.

Past Performance	ACS Infrastructure Development Inc.
Bankruptcy	None
Liquidated Damages	None
Fines, Assessments, Penalties	None
Judgements or Awards in Contract Disputes	None
License Revocations, Suspensions, other Disciplinary Actions	None
Prior Debarments or Suspensions by a governmental agency	None
Denials of Prequalification, findings of Non-responsibility	None
5 year safety Performance Data	N/A
Violations of Federal, State, or Local Law (criminal or civil)	None
Criminal Indictments or Investigations	None
Legal claims filed by or against the firm	None

Qualifications Statement***Dragados USA, Inc., Flatiron Constructors, Inc.***

Past Performance	Dragados USA, Inc.	Flatiron Constructors, Inc.
Bankruptcy	None	None
Liquidated Damages	None	None
Fines, Assessments, Penalties	None	None
Judgements or Awards in Contract Disputes	None	None
License Revocations, Suspensions, other Disciplinary Actions	None	None
Prior Debarments or Suspensions by a governmental agency	None	None
Denials of Prequalification, findings of Non- responsibility	None	None
5 year safety Performance Data	2010 IR - 2.81 EMR - 0.88 2009 IR - 3.94 EMR - 0.88 2008 IR - 2.08 EMR - 0.87 2007 IR - EMR - 1 2006 IR - EMR - 1	2010 IR - 2.05 EMR - 0.90 2009 IR - 2.71 EMR - 0.76 2008 IR - 4.80 EMR - 0.71 2007 IR - 4.72 EMR - 0.97 2006 IR - 4.73 EMR - 0.95
Violations of Federal, State, or Local Law (criminal or civil)	None	None
Criminal Indictments or Investigations	None	None
Legal claims filed by or against the firm	Please see attached list	Flatiron Constructors, Inc. has been named as the defendant in 4 claims filed in the last 3 years. These claims include a claim for additional payment for labor and materials rendered, two personal injury-Vehicle accidents, and Monies due and owing for services rendered for hauling and related services.

I. DRAGADOS USA, INC.

**CASHMAN DREDGING and MARINE CONTRACTING CO., LLC v. THE UNITED STATES (DEFENDANT) and DRAGADOS USA, INC. (DEFENDANT-INTERVENOR)
UNITED STATES COURT OF FEDERAL CLAIMS, NO. 10-431(C)**

DUSA submitted an offer to the United States Army Corps of Engineers (“USACE”) to perform flood control and channel improvement work in Puerto Rico. USACE awarded Contract No. W912EP-10-C-0035 to DUSA. On July 9, 2010 a competitor, Cashman Dredging and Marine Contracting Co. L.L.C. (“Cashman”), filed a bid protest in the United States Court of Federal Claims, challenging the award by USACE. DUSA has intervened in the proceeding.

USACE has filed the Administrative Record. On July 27, 2010, the USACE and DUSA will file their Responses to Cashman’s protest allegations. Cashman’s Reply is due on August 10, 2010. A hearing is scheduled for August 17, 2010, and the matter is anticipated to be resolved within a week thereafter, subject of course to appeals to the United States Court of Appeals for the Federal Circuit.

It is DUSA’s and the USACE’s position that the contract was properly awarded to DUSA, and that DUSA should be permitted to proceed with performance of the contract. The only issue before the court is the award of the contract. There are no monetary claims against DUSA.

-CASE RESOLVED-BID PROTEST WITHDRAWN BY CASHMAN ON AUGUST 10, 2010-

BOGUSLAW JAKUSZKO v. DRAGADOS USA, INC.

In November, 2009, plaintiff, a former employee of DUSA, filed the above-referenced action in the Supreme Court of the State of New York, County of New York, Index No. 116765/09. Plaintiff alleges that he was terminated in violation of New York and federal whistleblower laws. In April 2010, DUSA filed a motion to dismiss plaintiff’s complaint in its entirety and said motion is sub judice. Given the preliminary status of the proceeding, an evaluation of the likelihood of success on the merits or any potential loss can not be provided.

-CASE DISMISSED BY THE COURT; ORDER OF DISMISSAL ISSUED ON SEPTEMBER 16, 2010-

NOVINE HENRY v. DRAGADOS USA, INC.

In March 2010, a former employee of DUSA filed a charge of discrimination with the United States Equal Employment Opportunity Commission ("EEOC"). The former employee alleged that she was subject to a hostile work environment because of her Jamaican national origin and terminated in retaliation for her complaint about the alleged hostile environment. In May 2010, DUSA filed a position statement denying the former employee's allegations; DUSA is currently awaiting a determination by the EEOC. Given the preliminary status of the proceeding, an evaluation of the likelihood of success on the merits or any potential loss can not be provided.

**- CHARGE WAS WITHDRAWN PURSUANT TO A SETTLEMENT AGREEMENT,
DATED NOVEMBER 3, 2010.**

**AECOM TECHNICAL SERVICES, INC., f/k/a EARTH TECH, INC. v.
DRAGADOS USA, INC.**

AMERICAN ARBITRATION ASSOCIATION, NO. 50 110 T 00405 10

By letter dated June 2, 2010, claimant, DUSA's design subcontractor, issued a "formal demand for mediation and, if necessary, arbitration" as to proposed Scope Changes related to improvements to the I-595 Corridor in Florida. Simultaneously, claimant filed a demand for Arbitration under the Construction Industry Rules of the American Arbitration Association attaching a copy of the foregoing demand letter. By letter dated June 8, 2010, DUSA objected to the demand by claimant for mediation and arbitration as premature.

On June 24, 2010, DUSA filed a complaint in the in the Circuit Court of the Seventeenth Judicial Circuit in and for Broward County, State of Florida (Docket No. 10-26623 CA 18), seeking to enjoin the mediation/arbitration. The parties have agreed to defer any mediation / arbitration until February 2011 and have agreed-in-principle to discuss the merits of the claims in the interim.

The total value of the claims submitted to mediation/arbitration in claimant's arbitration demand is at least \$7 million. DUSA is presently evaluating and preparing its own claims against claimant that may exceed that amount.

Given the very early stage of the proceeding, the fact that the project is ongoing, and the early stage of DUSA's claim investigation, it is not possible to predict the ultimate outcome of the mediation and arbitration, if they even proceed.

SAMALY ZURAY SANCHEZ MUÑOZ v. DRAGADOS USA, INC.; JOSE ANTONIO SAORIN TRIGUEROS; GLORIA VILLALBA MARTINEZ; JORGE MARIN; and SRA. MARINPUERTO RICO COURT OF FIRST INSTANCE, CENTRAL JUDICIAL DE PONCE, CIVIL NO. JPE2010-0358.

On or about May 12, 2010, plaintiff, a current employee of DUSA, filed the above-referenced action. Plaintiff has made allegations of sexual harassment and retaliation, which

DUSA has denied. The case is in the discovery phase and is being covered by DUSA's Employer Liability Insurance policy. Given the preliminary status of the proceeding, an evaluation of the likelihood of success on the merits or any potential loss can not be provided.

ANASTACIO RODRIGUEZ CAMACHO QUERELLANTE v. DRAGADOS USA AND FULANO DE TAL QUERELLADAS

**PUERTO RICO COURT OF FIRST INSTANCE, CENTRAL JUDICIAL DE PONCE,
CIVIL NUMBER JPE2010-0233 (604).**

On or about March 24, 2010, plaintiff, a former employee of DUSA, filed the above-referenced action. Plaintiff has made allegations of wrongful termination of employment for discriminatory reasons, which DUSA has denied. The case is in the discovery phase. We believe at this time that an unfavorable outcome is not probable.

INSURANCE LITIGATION

DUSA is also involved in some bodily injury and/or tangible property damage actions/claims arising out of construction projects and that are being defended and handled by insurance. Due to inherent risks of construction and despite DUSA's emphasis on safety, such litigation is not unusual for construction companies.

II. DRAGADOS, S.A.

RONALD A. SCHIAVONE v. DRAGADOS, S.A., DRAGADOS INVERSIONES USA, S.L., SCHIAVONE CONSTRUCTION CO. AND JOHN DOES 1-10, CIVIL ACTION NO. 09-409 (KSH-PS); RAYMOND J. DONOVAN v. DRAGADOS, S.A., DRAGADOS INVERSIONES USA, S.L., AND NEWARK REAL ESTATE HOLDINGS, INC., CIVIL ACTION NO. 09CV00411 (KPH-PS)UNITED STATES DISTRICT COURT, DISTRICT OF NEW JERSEY (CONSOLIDATED ACTIONS)

This action was commenced in 2009. Two former shareholders of Schiavone Construction Company commenced separate actions, each alleging breach of a Stock Purchase Agreement. Dragados, S.A., has denied the allegations and asserted counterclaims against the plaintiffs. Discovery is complete, but the Court has not scheduled a trial date yet.

SUMMARY OF OSHA FORM 300A for Dragados USA and Flatiron Constructors, Inc.

GROUP NAME	YEAR	TOTAL HOURS	TOTAL CASES	DEATHS	TOTAL LOST TIME CASES	JOB TRANSFER/ RESTRICTED DUTY CASES	DAYS AWAY FROM WORK	RESTRICTED WORK ACTIVITY	OTHER RECORDABLE CASES
Dragados USA	2010	1,066,844	15	0	11	1	160	5	3
incident rate	2010		2.81		2.06				
Flatiron Constructors Inc	2010	4,477,719	43	0	2	32	131	1,556	9
incident rate	2010		1.92		0.09	1.43	5.85	69.5	0.4
Dragados USA	2009	334,520	7	0	1	1	30	10	5
incident rate	2009		3.94		0.56				
Flatiron Constructors Inc	2009	4,573,275	56	0	0	11	0	1,332	45
incident rate	2009		2.46		0	0.48	0	58.25	1.97
Dragados USA	2008	96,334	1		1	0	0	0	0
incident rate	2008		2.076		2.076				
Flatiron Constructors Inc	2008	4,878,534	117	0	11	65	529	3,137	117
incident rate	2008		4.8		0.45	2.66	21.69	128.6	4.8
Dragados USA	2007								
incident rate	2007								
Flatiron Constructors Inc	2007	3,854,951	87	0	8	46	652	1,806	33
incident rate	2007		4.51		0.42	2.39	33.83	93.7	1.71
Dragados USA	2006								
incident rate	2006								
Flatiron Constructors Inc	2006	2,831,562	68	0	12	19	925	927	37
incident rate	2006		4.8		0.85	1.34	65.33	65.48	2.61

Surety Letter

Please find a Surety Letter:

- Flatiron Constructors, Inc.

Please find evidence of Bonding Capacity

- Dragados USA, Inc.

February 22, 2011

Virginia Department of Transportation
1401 E. Broad Street
Richmond, VA 23219

Re: Principal: **FLATIRON CONSTRUCTORS, INC.**
GENERAL PREQUALIFICATION

We understand that you require a general prequalification statement and confirmation as to the strength of Flatiron Constructors, Inc. ("Flatiron").

It is typical in today's market for any large account to utilize multiple sureties to provide capacity in the multi-billions of dollars of contract value. As lead surety in a multi-surety arrangement, Travelers Casualty and Surety Company of America which carries an A+ XV rating by A.M. Best, Federal Insurance Company, which carries an A++ XV rating, Zurich American Insurance Company with a rating of A+ XV, Liberty Mutual Insurance Company with a rating of A XV and The Continental Insurance Company with a rating of A XV are privileged to support Flatiron West, Inc. ("Flatiron") and provide performance and payment bonds. Each of the undersigned sureties is licensed to write Surety in all States and is listed in the U.S. Treasury Circular 570.

Flatiron's reputation for high quality performance and management is prominent throughout the construction industry. Flatiron Constructors, Inc. is part of their parent company's surety program, HOCHTIEF AG, with single project limit of \$350 million and an aggregate capacity program of \$2.5 billion. We have found their relationship with subcontractors and suppliers to be far above average, which we feel is of great importance to a well-run project.

This letter is not an assumption of liability, nor is it a bid bond or performance bond. It is issued only as a bonding reference requested by our client. The issuance of bonds in connection with any project is subject to the sureties' review and approval of the contract terms, conditions, bond forms and the application of such other underwriting criteria as are applicable at the time the bonds are requested by Flatiron. As this letter is provided to document the abilities of Flatiron Constructors, Inc., we assume no liability to third parties or to you by issuance of this letter.

We are pleased to share with you our favorable experience and high regard for Flatiron Constructors, Inc.

Sincerely,

TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA – A.M. Best Rating A+ XV
Construction Services, One Tower Square, 3PB, Hartford, CT 06183 (A Connecticut Corporation)
Contact: Brion Bialaski, VP – 860-277-1914

Signature on file w/ VDOT

Mary R. McKee _____ Attorney-in-Fact

FEDERAL INSURANCE COMPANY – A.M. Best Rating A++ XV
15 Mountain View Road, Warren, NJ 07061 (An Indiana Corporation)
Contact: Matthew Lubin, Director National Engineering and Construction Group – 908-903-2461

Signature on file w/ VDOT

Attorney-in-Fact

ZURICH AMERICAN INSURANCE COMPANY – A.M. Best Rating A+ XV
1400 American Lane, Schaumburg, IL 60196 (A New York Corporation)
Contact: Thomas McClellan, Senior Underwriting Officer – 410-559-8730

Signature on file w/ VDOT

Mary R. McKee _____ Attorney-in-Fact

LIBERTY MUTUAL INSURANCE COMPANY – a.m. Best Rating A XV
175 Berkeley Street, Boston, MA 02116 (Massachusetts Corporation)
Contact: David D. Roberts, Branch Manager – 212-221-4748

Signature on file w/ VDOT

Mary R. McKee _____ Attorney-In-Fact

THE CONTINENTAL INSURANCE COMPANY – A.M. Best Rating A XV
333 S. Wabash Avenue, Chicago, IL 60604 (Pennsylvania Corporation)
Contact: Jon Fullerton, Branch Manager – 212-440-7356

Signature on file w/ VDOT

Mary R. McKee _____ Attorney-In-Fact

CORPORATE ACKNOWLEDGMENT

Form 152

STATE OF NEW JERSEY

COUNTY OF BERGEN

On this 22nd day of February, 2011, before me personally came Mary R. McKee to me known, who, being by me duly sworn, did depose and say that she/he resides Saddle Brook, NJ that she/he is the Attorney-In-Fact of Travelers Casualty and Surety Company of America the corporation described in and which executed the above instrument that she/he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that she/he signed her/his name thereto by like order.

(SEAL)

Signature on file w/ VDOT

Esther Caban
Notary Public of New Jersey
My Commission Expires
February 18, 2014

TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA

HARTFORD, CONNECTICUT 06163

FINANCIAL STATEMENT AS OF DECEMBER 31, 2009

CAPITAL STOCK \$ 6,480,000

ASSETS	LIABILITIES & SURPLUS
CASH & INVESTED CASH	\$ 91,652,774
BONDS	3,673,998,648
INVESTMENT INCOME DUE AND ACCRUED PREMIUM BALANCES	51,425,446
NET DEFERRED TAX ASSET	183,601,015
REINSURANCE RECOVERABLE	72,265,733
REINSURANCE RECEIVABLE INTERCOMPANY	4,630,080
OTHER ASSETS	247,774,291
	5,728,714
	UNEARNED PREMIUMS
	\$ 339,517,654
	LOSSES
	898,279,087
	LOSS ADJUSTMENT EXPENSES
	351,664,338
	COMMISSIONS
	34,630,588
	TAXES, LICENSES AND FEES
	59,474,472
	OTHER EXPENSES
	31,736,727
	FUNDS HELD UNDER REINSURANCE TREATIES
	101,203,705
	CURRENT FEDERAL AND FOREIGN INCOME TAXES
	6,951,413
	REMITTANCES AND ITEMS NOT ALLOCATED
	49,208,988
	AMOUNTS WITHHELD / RETAINED BY COMPANY FOR OTHERS
	47,770,208
	RETROACTIVE REINSURANCE RESERVE
	3,174,768
	POLICYHOLDER DIVIDENDS
	8,825,721
	PROVISION FOR REINSURANCE
	7,950,503
	CEDED REINSURANCE NET PREMIUMS PAYABLE
	(47,512,182)
	PAYABLE TO PARENT, SUBSIDIARIES AND AFFILIATES
	60,758,201
	OTHER ACCRUED EXPENSES AND LIABILITIES
	1,322,881
	TOTAL LIABILITIES
	\$ 2,194,657,039
TOTAL ASSETS	<u>\$ 4,331,705,701</u>
	CAPITAL STOCK
	\$ 6,480,000
	PAID IN SURPLUS
	433,803,760
	OTHER SURPLUS
	1,386,564,901
	TOTAL SURPLUS TO POLICYHOLDERS
	\$ 1,836,848,661
	TOTAL LIABILITIES & SURPLUS
	<u>\$ 4,331,705,701</u>

STATE OF CONNECTICUT)
 COUNTY OF HARTFORD) SS.
 CITY OF HARTFORD)

MICHAEL J. DDODDY, BEING DULY SWORN, SAYS THAT HE IS SECOND VICE PRESIDENT, OF TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, AND THAT TO THE BEST OF HIS KNOWLEDGE AND BELIEF, THE FOREGOING IS A TRUE AND CORRECT STATEMENT OF THE FINANCIAL CONDITION OF SAID COMPANY AS OF THE 31st DAY OF DECEMBER, 2009.

Signature on file w/
 VDOT
 Signature on file w/ VDOT



NOTARY PUBLIC - MY COMMISSION EXPIRES 11/30/2012

SUBSCRIBED AND SWORN TO BEFORE ME THIS
19th DAY OF APRIL, 2010



POWER OF ATTORNEY

Farmington Casualty Company
 Fidelity and Guaranty Insurance Company
 Fidelity and Guaranty Insurance Underwriters, Inc.
 St. Paul Fire and Marine Insurance Company
 St. Paul Guardian Insurance Company

St. Paul Mercury Insurance Company
 Travelers Casualty and Surety Company
 Travelers Casualty and Surety Company of America
 United States Fidelity and Guaranty Company

Attorney-In Fact No. 222859

Certificate No. 003904387

KNOW ALL MEN BY THESE PRESENTS: That St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company and St. Paul Mercury Insurance Company are corporations duly organized under the laws of the State of Minnesota, that Farmington Casualty Company, Travelers Casualty and Surety Company, and Travelers Casualty and Surety Company of America are corporations duly organized under the laws of the State of Connecticut, that United States Fidelity and Guaranty Company is a corporation duly organized under the laws of the State of Maryland, that Fidelity and Guaranty Insurance Company is a corporation duly organized under the laws of the State of Iowa, and that Fidelity and Guaranty Insurance Underwriters, Inc., is a corporation duly organized under the laws of the State of Wisconsin (herein collectively called the "Companies"), and that the Companies do hereby make, constitute and appoint

Sandra K. Wolf, Alice McLaughlin, Mary R. McKee, Sherryanne M. DePirro, and Maria L. Spadaccini

of the City of Woodcliff Lake, State of New Jersey, their true and lawful Attorney(s)-in-Fact, each in their separate capacity if more than one is named above, to sign, execute, seal and acknowledge any and all bonds, recognizances, conditional undertakings and other writings obligatory in the nature thereof on behalf of the Companies in their business of guaranteeing the fidelity of persons, guaranteeing the performance of contracts and executing or guaranteeing bonds and undertakings required or permitted in any actions or proceedings allowed by law.

IN WITNESS WHEREOF, the Companies have caused this instrument to be signed and their corporate seals to be hereto affixed, this 28th
September 2010,

Farmington Casualty Company
 Fidelity and Guaranty Insurance Company
 Fidelity and Guaranty Insurance Underwriters, Inc.
 St. Paul Fire and Marine Insurance Company
 St. Paul Guardian Insurance Company

St. Paul Mercury Insurance Company
 Travelers Casualty and Surety Company
 Travelers Casualty and Surety Company of America
 United States Fidelity and Guaranty Company



State of Connecticut
 City of Hartford ss.

By:

George W. Thompson, Senior Vice President

On this the 28th day of September 2010 before me personally appeared George W. Thompson, who acknowledged himself to be the Senior Vice President of Farmington Casualty Company, Fidelity and Guaranty Insurance Company, Fidelity and Guaranty Insurance Underwriters, Inc., St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, Travelers Casualty and Surety Company, Travelers Casualty and Surety Company of America, and United States Fidelity and Guaranty Company, and that he, as such, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing on behalf of the corporations by himself as a duly authorized officer.



In Witness Whereof, I hereunto set my hand and official seal.
 My Commission expires the 30th day of June, 2011.

Signature on file w/ VDOT

Marie C. Tetreault, Notary Public

This Power of Attorney is granted under and by the authority of the following resolutions adopted by the Boards of Directors of Farmington Casualty Company, Fidelity and Guaranty Insurance Company, Fidelity and Guaranty Insurance Underwriters, Inc., St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, Travelers Casualty and Surety Company, Travelers Casualty and Surety Company of America, and United States Fidelity and Guaranty Company, which resolutions are now in full force and effect, reading as follows:

RESOLVED, that the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President, any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary may appoint Attorneys-in-Fact and Agents to act for and on behalf of the Company and may give such appointee such authority as his or her certificate of authority may prescribe to sign with the Company's name and seal with the Company's seal bonds, recognizances, contracts of indemnity, and other writings obligatory in the nature of a bond, recognition, or conditional undertaking, and any of said officers or the Board of Directors at any time may remove any such appointee and revoke the power given him or her; and it is

FURTHER RESOLVED, that the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President may delegate all or any part of the foregoing authority to one or more officers or employees of this Company, provided that each such delegation is in writing and a copy thereof is filed in the office of the Secretary; and it is

FURTHER RESOLVED, that any bond, recognition, contract of indemnity, or writing obligatory in the nature of a bond, recognition, or conditional undertaking shall be valid and binding upon the Company when (a) signed by the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary and duly attested and sealed with the Company's seal by a Secretary or Assistant Secretary; or (b) duly executed (under seal, if required) by one or more Attorneys-in-Fact and Agents pursuant to the power prescribed in his or her certificate or their certificates of authority or by one or more Company officers pursuant to a written delegation of authority; and it is

FURTHER RESOLVED, that the signature of each of the following officers: President, any Executive Vice President, any Senior Vice President, any Vice President, any Assistant Vice President, any Secretary, any Assistant Secretary, and the seal of the Company may be affixed by facsimile to any Power of Attorney or to any certificate relating thereto appointing Resident Vice Presidents, Resident Assistant Secretaries or Attorneys-in-Fact for purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, and any such Power of Attorney or certificate bearing such facsimile signature or facsimile seal shall be valid and binding upon the Company and any such power so executed and certified by such facsimile signature and facsimile seal shall be valid and binding on the Company in the future with respect to any bond or understanding to which it is attached.

I, Kori M. Johanson, the undersigned, Assistant Secretary, of Farmington Casualty Company, Fidelity and Guaranty Insurance Company, Fidelity and Guaranty Insurance Underwriters, Inc., St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, Travelers Casualty and Surety Company, Travelers Casualty and Surety Company of America, and United States Fidelity and Guaranty Company do hereby certify that the above and foregoing is a true and correct copy of the Power of Attorney executed by said Companies, which is in full force and effect and has not been revoked.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seals of said Companies this 23rd day of February, 20 11.

Signature on file w/ VDOT

Kori M. Johanson, Assistant Secretary



To verify the authenticity of this Power of Attorney, call 1-800-421-3880 or contact us at www.travelersbond.com. Please refer to the Attorney-In-Fact number, the above-named individuals and the details of the bond to which the power is attached.

CORPORATE ACKNOWLEDGMENT

Form 152

STATE OF NEW JERSEY

COUNTY OF BERGEN

On this 22nd day of February, 2011, before me personally came Mary R. McKee to me known, who, being by me duly sworn, did depose and say that she/he resides Saddle Brook, NJ that she/he is the Attorney-In-Fact of Federal Insurance Company the corporation described in and which executed the above instrument that she/he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that she/he signed her/his name thereto by like order.

(SEAL)

Signature on file w/
VDOT

Esther Cuban
Notary Public of New Jersey
My Commission Expires
February 18, 2014

FEDERAL INSURANCE COMPANY

STATEMENT OF ASSETS, LIABILITIES AND SURPLUS TO POLICYHOLDERS

Statutory Basis

DECEMBER 31, 2009

(in thousands of dollars)

ASSETS		LIABILITIES AND SURPLUS TO POLICYHOLDERS
Cash and Short Term Investments.....	\$ 257,630	Outstanding Losses and Loss Expenses \$ 11,900,150
United States Government, State and Municipal Bonds.....	11,077,454	Unearned Premiums..... 3,345,760
Other Bonds.....	4,042,056	Reinsurance Premiums Payable 322,875
Stocks	778,949	Provision for Reinsurance 79,993
Other Invested Assets.....	<u>1,758,696</u>	Other Liabilities..... <u>717,789</u>
 TOTAL INVESTMENTS.....	<u>17,914,785</u>	 TOTAL LIABILITIES
 Investments in Affiliates:		 16,366,567
Chubb Investment Holdings, Inc.....	2,881,003	Special Surplus Funds..... 176,031
Pacific Indemnity Company	2,200,172	Capital Stock 20,980
Chubb Insurance Investment Holdings Ltd. ..	1,539,334	Paid-In Surplus..... 3,106,809
Executive Risk Indemnity Inc.....	1,078,688	Unassigned Funds..... <u>11,017,701</u>
CC Canada Holdings Ltd.....	607,555	 SURPLUS TO POLICYHOLDERS..... <u>14,321,521</u>
Great Northern Insurance Company	453,227	 TOTAL LIABILITIES AND SURPLUS TO POLICYHOLDERS..... <u>\$ 30,688,088</u>
Chubb European Investment Holdings SLP ..	271,092	
Chubb Insurance Company of Australia...	255,177	
Vigilant Insurance Company.....	176,625	
Other Affiliates	349,088	
Premiums Receivable.....	1,458,416	
Other Assets	<u>1,502,926</u>	
 TOTAL ADMITTED ASSETS	<u>\$ 30,688,088</u>	

Investments are valued in accordance with requirements of the National Association of Insurance Commissioners.

Investments valued at \$448,814,488 are deposited with government authorities as required by law.

State, County & City of New York, — ss:

Yvonne Baker, Assistant Secretary _____ of the Federal Insurance Company

being duly sworn, deposes and says that the foregoing Statement of Assets, Liabilities and Surplus to Policyholders of said Federal Insurance Company on December 31, 2009 is true and correct and is a true abstract of the Annual Statement of said Company as filed with the Secretary of the Treasury of the United States for the 12 months ending December 31, 2009.

Subscribed and sworn to before me
this

Signature on file w/ VDOT

Signature on file w/ VDOT

DOROTHY M. BAKER
Notary Public, State of New York
No. 31-4904994
Qualified in New York County
Commission Expires Sept. 14, 2013

Assistant Secretary

Notary Public



**Chubb
Surety**

**POWER
OF
ATTORNEY**

**Federal Insurance Company
Vigilant Insurance Company
Pacific Indemnity Company**

**Attn: Surety Department
15 Mountain View Road
Warren, NJ 07059**

Know All by These Presents, That **FEDERAL INSURANCE COMPANY**, an Indiana corporation, **VIGILANT INSURANCE COMPANY**, a New York corporation, and **PACIFIC INDEMNITY COMPANY**, a Wisconsin corporation, do each hereby constitute and appoint **Sherryanne M. DePirro, Mary R. McKee, Alice McLaughlin, Maria L. Spadaccini and Sandra K. Wolf** of Woodcliff Lake, New Jersey

each as their true and lawful Attorney- in- Fact to execute under such designation in their names and to affix their corporate seals to and deliver for and on their behalf as surety thereon or otherwise, bonds and undertakings and other writings obligatory in the nature thereof (other than bail bonds) given or executed in the course of business, and any instruments amending or altering the same, and consents to the modification or alteration of any instrument referred to in said bonds or obligations.

In Witness Whereof, said **FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, and PACIFIC INDEMNITY COMPANY** have each executed and attested these presents and affixed their corporate seals on this **22nd** day of **September, 2010**.

Signature on file w/ VDOT

Kenneth C. Wendel, Assistant Secretary

STATE OF NEW JERSEY

ss.

County of Somerset

On this **22nd** day of **September, 2010** before me, a Notary Public of New Jersey, personally came Kenneth C. Wendel, to me known to be Assistant Secretary of **FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, and PACIFIC INDEMNITY COMPANY**, the companies which executed the foregoing Power of Attorney, and the said Kenneth C. Wendel, being by me duly sworn, did depose and say that he is Assistant Secretary of **FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, and PACIFIC INDEMNITY COMPANY** and knows the corporate seals thereof, that the seals affixed to the foregoing Power of Attorney are such corporate seals and were thereto affixed by authority of the By- Laws of said Companies; and that he signed said Power of Attorney as Assistant Secretary of said Companies by like authority; and that he is acquainted with Richard A. Clullo, and knows him to be Vice President of said Companies; and that the signature of Richard A. Clullo, subscribed to said Power of Attorney is in the genuine handwriting of Richard A. Clullo, and was thereto subscribed by authority of said By- Laws and in deponent's presence.

Notarial Seal



KATHERINE J. ADELAAR
NOTARY PUBLIC OF NEW JERSEY
No. 2316685
Commission Expires July 14, 2014

Signature on file w/
VDOT

Richard A. Clullo, Vice President

Signature on file w/ VDOT

Notary Public

CERTIFICATION

Extract from the By- Laws of **FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, and PACIFIC INDEMNITY COMPANY**:

"All powers of attorney for and on behalf of the Company may and shall be executed in the name and on behalf of the Company, either by the Chairman or the President or a Vice President or an Assistant Vice President, jointly with the Secretary or an Assistant Secretary, under their respective designations. The signature of such officers may be engraved, printed or lithographed. The signature of each of the following officers: Chairman, President, any Vice President, any Assistant Vice President, any Secretary, any Assistant Secretary and the seal of the Company may be affixed by facsimile to any power of attorney or to any certificate relating thereto appointing Assistant Secretaries or Attorneys- in- Fact for purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, and any such power of attorney or certificate bearing such facsimile signature or facsimile seal shall be valid and binding upon the Company and any such power so executed and certified by such facsimile signature and facsimile seal shall be valid and binding upon the Company with respect to any bond or undertaking to which it is attached."

I, Kenneth C. Wendel, Assistant Secretary of **FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, and PACIFIC INDEMNITY COMPANY** (the "Companies") do hereby certify that

- (i) the foregoing extract of the By- Laws of the Companies is true and correct,
- (ii) the Companies are duly licensed and authorized to transact surety business in all 50 of the United States of America and the District of Columbia and are authorized by the U.S. Treasury Department; further, Federal and Vigilant are licensed in Puerto Rico and the U.S. Virgin Islands, and Federal is licensed in American Samoa, Guam, and each of the Provinces of Canada except Prince Edward Island; and
- (iii) the foregoing Power of Attorney is true, correct and in full force and effect.

Given under my hand and seals of said Companies at Warren, NJ this

22nd day of February, 2011

Signature on file w/ VDOT

Kenneth C. Wendel, Assistant Secretary

IN THE EVENT YOU WISH TO NOTIFY US OF A CLAIM, VERIFY THE AUTHENTICITY OF THIS BOND OR NOTIFY US OF ANY OTHER MATTER, PLEASE CONTACT US AT ADDRESS LISTED ABOVE, OR BY Telephone (908) 903-3493 Fax (908) 903-3656

e-mail: surety@chubb.com

CORPORATE ACKNOWLEDGMENT

Form 152

STATE OF NEW JERSEY

COUNTY OF BERGEN

On this 22nd day of February, 2011, before me personally came Mary R. McKee to me known, who, being by me duly sworn, did depose and say that she/he resides Saddle Brook, NJ that she/he is the Attorney-In-Fact of Zurich American Insurance Company the corporation described in and which executed the above instrument that she/he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that she/he signed her/his name thereto by like order.

(SEAL)

Signature on file w/ VDOT

Esther Cohen
Notary Public of New Jersey
My Commission Expires
February 18, 2014

ZURICH AMERICAN INSURANCE COMPANY
COMPARATIVE BALANCE SHEET
ONE LIBERTY PLAZA, 165 BROADWAY, 32nd FLOOR, NEW YORK, NY 10006
As of December 31, 2009 and December 31, 2008

	12/31/2009	12/31/2008
Assets		
Bonds	\$ 18,856,235,156	\$ 18,080,264,654
Preferred Stock	983,952	70,077,341
Common Stock	2,414,799,006	2,523,871,473
Real Estate		25,457,836
Other Invested Assets	1,955,583,185	1,699,943,998
Short-term Investments	442,083,498	117,588,071
Receivable for securities	924,864	8,050,472
Cash and cash equivalents	81,175,295	66,140,854
Employee Trust for Deferred Compensation Plan	115,265,399	92,484,754
Total Cash and Invested Assets	<u>\$ 23,867,070,354</u>	<u>\$ 22,583,879,453</u>
Premiums Receivable	\$ 3,789,891,423	\$ 4,504,508,588
Funds Held with Reinsurers	17,543,464	18,761,471
Reinsurance Recoverable	334,417,233	659,700,252
Accrued Investment Income	153,168,265	149,763,601
Federal Income Tax Recoverable	938,076,547	583,896,990
Due from Affiliates	270,234,627	178,313,325
Other Assets	565,343,140	655,646,493
Total Assets	<u>\$ 29,935,745,054</u>	<u>\$ 29,634,470,173</u>
Liabilities and Policyholders' Surplus		
Liabilities:		
Loss and LAE Reserves	\$ 14,457,673,205	\$ 14,645,410,951
Unearned Premium Reserve	4,286,806,531	4,602,631,426
Funds Held with Reinsurers	249,802,186	248,918,770
Loss In Course of Payment	416,324,234	460,126,217
Commission Reserve	154,104,769	155,353,168
Federal Income Tax Payable	24,130,322	16,936,764
Remittances and Items Unallocated	152,534,594	135,262,884
Payable to parent, subs and affiliates	304,648,750	199,894,895
Provision for Reinsurance	74,859,513	95,167,954
Ceded Reinsurance Premiums Payable	62,782,469	605,799,518
Securities Lending Collateral Liability	328,068,754	102,593,522
Other Liabilities	2,006,859,109	2,126,543,703
Total Liabilities	<u>\$ 22,518,594,436</u>	<u>\$ 23,394,639,772</u>
Policyholders' Surplus:		
Common Capital Stock	\$ 5,000,000	\$ 5,000,000
Paid-In and Contributed Surplus	4,394,131,321	4,394,131,321
Surplus Notes	1,883,000,000	1,883,000,000
Special Surplus Retroactive Reinsurance	101,720,000	73,761,000
Change in Net Deferred Tax Asset	348,814,703	
Cumulative Unrealized Gain	(74,742,079)	(316,593,413)
Dividends Undeclared		222,129
Loss Portfolio Transfer Account		
Unassigned Surplus	759,226,673	200,309,364
Total Policyholders' Surplus	<u>\$ 7,417,150,618</u>	<u>\$ 6,239,830,401</u>
Total Liabilities and Policyholders' Surplus	<u>\$ 29,935,745,054</u>	<u>\$ 29,634,470,173</u>

I, Dennis F. Kerrigan, Corporate Secretary of ZURICH AMERICAN INSURANCE COMPANY do hereby certify
that the foregoing statement is a correct exhibit of the assets and liabilities of the said Company, on the
31st day of December, 2009, according to the best of my information, knowledge and belief.

Signature on file w/ VDOT

State of Illinois
County of Cook

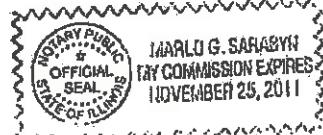
} SS:

V Corporate Secretary

Subscribed and sworn to, before me, a Notary Public of the State of Illinois, in the City of Schaumburg,
this 15th day of March, 2010.

Signature on file w/ VDOT

Notary public



ZURICH AMERICAN INSURANCE COMPANY

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the ZURICH AMERICAN INSURANCE COMPANY, a corporation created by and existing under the laws of the State of New York does hereby nominate, constitute and appoint Sandra K. WOLF, Alice MCLAUGHLIN, Mary R. MCKEE, Maria L. SPADACCINI and Sherryanne M. DEPIRRO, all of Woodcliff Lake, New Jersey, EACH its true and lawful Attorneys-In-Fact with power and authority hereby conferred to sign, seal, and execute in its behalf, during the period beginning with the date of issuance of this power, : any and all bonds and undertakings, recognizances or other written obligations in the nature thereof, and to bind ZURICH AMERICAN INSURANCE COMPANY thereby, and all of the acts of said Attorney[s]-In-Fact pursuant to these presents are hereby ratified and confirmed . This Power of Attorney is made and executed pursuant to and by the authority of the following By-Law duly adopted by the Board of Directors of the Company which By-Law has not been amended or rescinded.

Article VI, Section 5. "...The President or a Vice President in a written instrument attested by a Secretary or an Assistant Secretary may appoint any person Attorney-In-Fact with authority to execute surety bonds on behalf of the Company and other formal underwriting contracts in reference thereto and reinsurance agreements relating to individual policies and bonds of all kinds and attach the corporate seal. Any such officers may revoke the powers granted to any Attorney-In-Fact."

This Power of Attorney is signed and sealed by facsimile under and by the authority of the following Resolution adopted by the Board of Directors of the ZURICH AMERICAN INSURANCE COMPANY by unanimous consent in lieu of a special meeting dated December 15, 1998

"RESOLVED, that the signature of the President or a Vice President and the attesting signature of a Secretary or an Assistant Secretary and the seal of the Company may be affixed by facsimile on any Power of Attorney pursuant to Article VI, Section 5 of the By-Laws, and the signature of a Secretary or an Assistant Secretary and the seal of the Company may be affixed by facsimile to any certificate of any such power. Any such power or any certificate thereof with such facsimile signature and seal shall be valid and binding on the Company. Furthermore, such power so executed, sealed and certified by certificate so executed and sealed shall, with respect to any bond or undertaking to which it is attached, shall continue to be valid and binding on the Company."

IN WITNESS WHEREOF, the ZURICH AMERICAN INSURANCE COMPANY has caused these presents to be executed in its name and on its behalf and its Corporate Seal to be hereunto affixed and attested by its officers thereunto duly authorized, this 16th day of December, A.D. 2010. This power of attorney revokes that issued on behalf of Sandra K. WOLF, Alice MCLAUGHLIN, Mary R. MCKEE, Sherryanne M. DEPIRRO, dated April 22, 2008.



ZURICH AMERICAN INSURANCE COMPANY

Signature on file w/
VDOT

Signature on file w/
VDOT

STATE OF MARYLAND } ss: *Gerald F. Haley* *Secretary* *Frank E. Martin Jr.* *Vice President*
CITY OF BALTIMORE }

On the 16th day of December, A.D. 2010, before the subscriber, a Notary Public of the State of Maryland, duly commissioned and qualified, came the above named Vice President and Secretary of ZURICH AMERICAN INSURANCE COMPANY, to me personally known to be the individuals and officers described in and who executed the preceding instrument and they each acknowledged the execution of the same and being by me duly sworn, they severally and each for himself deposed and said that they respectively hold the offices in said Corporation as indicated, that the Seal affixed to the preceding instrument is the Corporate Seal of said Corporation, and that the said Corporate Seal, and their respective signature as such officers, were duly affixed and subscribed to the said instrument pursuant to all due corporate authorization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year first above.



Signature on file w/ VDOT

Notary Public

My Commission Expires: July 8, 2011

This Power of Attorney limits the acts of those named therein to the bonds and undertaking specifically named therein, and they have no authority to bind the Company except in the manner and to the extent herein stated.

CERTIFICATE

I, the undersigned, a Secretary of the ZURICH AMERICAN INSURANCE COMPANY, do hereby certify that the foregoing Power of Attorney is still in full force and effect, and further certify that Article VI, Section 5 of the By-Laws of the Company and the Resolution of the Board of Directors set forth in said Power of Attorney are still in force.

IN TESTIMONY WHEREOF I have hereto subscribed my name and affixed the seal of said Company

Signature on file w/
VDOT

Eric D. Barnes

Secretary



the 2nd day of February 2011

CORPORATE ACKNOWLEDGMENT

Form 152

STATE OF NEW JERSEY

COUNTY OF BERGEN

On this 22nd day of February, 2011, before me personally came Mary R. McKee to me known, who, being by me duly sworn, did depose and say that she/he resides Saddle Brook, NJ that she/he is the Attorney-In-Fact of Liberty Mutual Insurance Company the corporation described in and which executed the above instrument that she/he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that she/he signed **her/his** name thereto by like order.

(SEAL)

Signature on file w/
VDOT

Esther Caban
Notary Public of New Jersey
My Commission Expires
February 18, 2014

ASSETS

	Current Year			Prior Year
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Col. 1 - 2)	4 Net Admitted Assets
1. Bonds (Schedule D)	11,425,766,895		11,425,766,895	11,057,089,501
2. Stocks (Schedule D):				
2.1 Preferred stocks	782,976,318		782,976,318	757,319,706
2.2 Common stocks	8,135,552,552		8,135,552,552	7,970,471,320
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens	518,022,709		518,022,709	548,001,252
3.2 Other than first liens				
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (less \$ 0 encumbrances)	337,179,530		337,179,530	425,988,186
4.2 Properties held for the production of income (less \$ 0 encumbrances)	978,282		978,282	1,039,882
5. Cash (\$ 369,602,655, Schedule E - Part 1), cash equivalents (\$ 82,179,054, Schedule E - Part 2), and short-term investments (\$ 352,850,853, Schedule DA)	824,332,482		824,332,482	1,348,305,516
6. Contract loans (including \$ 0 premium notes)				
7. Other invested assets (Schedule BA)	5,771,150,576	206,157	5,770,944,419	5,431,343,213
8. Receivables for securities	12,271,548		12,271,548	2,859,036
9. Aggregate write-ins for invested assets				
10. Subsidiary cash and invested assets (Lines 1 to 9)	28,809,230,852	206,157	28,809,024,695	28,844,088,712
11. Title plants less \$ 0 charged off (for Title Insurers only)				
12. Investment income due and accrued	133,129,777		133,129,777	140,188,757
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection	993,384,743	14,732,220	978,652,523	1,071,388,224
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ 0 earned but unbilled premiums)	1,518,460,073		1,518,460,073	1,594,827,150
13.3 Accrued retrospective premiums	356,445,346	36,644,535	329,800,811	383,681,097
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers	583,195,507		583,195,507	580,300,803
14.2 Funds held by or deposited with reinsurance companies	13,527,020		13,527,020	17,294,633
14.3 Other amounts receivable under reinsurance contracts				
15. Amounts receivable relating to uninsured plans	21,095	11,418	9,677	17,5315
16.1 Current federal and foreign income tax recoverable and interest thereon	313,172,066		313,172,066	
16.2 Net deferred tax asset	1,188,251,020	164,025,890	1,023,225,003	846,780,256
17. Charitable funds receivable or on deposit	33,248,467		33,248,467	32,559,328
18. Electronic data processing equipment and software	319,102,379	257,221,814	61,880,565	50,291,004
19. Furniture and equipment, including health care delivery assets (\$ 0)	126,014,225	126,014,225		
20. Net adjustment in assets and liabilities due to foreign exchange rates				
21. Receivable from parent, subsidiaries and affiliates	346,223,617	610	346,223,007	312,158,606
22. Health care (\$ 0) and other accounts receivable				
23. Aggregate write-ins for other than invested assets	715,856,703	39,949,858	675,906,747	715,420,301
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	35,470,142,980	639,706,425	34,830,436,555	32,549,789,185
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
26. Total (Lines 24 and 25)	35,470,142,980	639,706,425	34,830,436,555	32,549,789,185

DETAILS OF WRITE-IN LINES				
0901.				
0902.				
0903.				
0998. Summary of remaining write-ins for Line 09 from overflow page				
0999. Total (Lines 0901 through 0903 plus 0998) (Line 9 above)				
2301. Cash Surrender Value Life Insurance	383,284,306		383,284,306	348,631,623
2302. Amounts receivable under high deductible policies	172,316,200	115,054	172,201,146	165,148,487
2303. Other assets	132,718,497	39,834,902	92,883,595	105,597,198
2398. Summary of remaining write-ins for Line 23 from overflow page	27,534,610		27,534,610	36,041,003
2399. Total (Lines 2301 through 2303 plus 2398) (Line 23 above)	715,856,703	39,949,858	675,906,747	715,420,301

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Year	2 Prior Year
1. Losses (Part 2A, Line 25, Column 8)	12,600,637,825	12,504,576,325
2. Reinsurance payable on paid losses and loss adjustment expenses (Schedule F, Part 1, Column 8)	76,574,462	80,044,025
3. Loss adjustment expenses (Part 2A, Line 25, Column 8)	2,545,216,300	2,636,475,885
4. Commutation payable, contingent reinsurance and other similar charges	110,672,000	101,018,925
5. Other expenses (including taxes, licenses and fees)	234,522,704	230,922,705
6. Taxes, licenses and fees (excluding federal and foreign income taxes)	181,205,481	205,802,744
7.1 Current federal and foreign income taxes (including 8)	(On retained capital gains (column))	35,105,155
7.2 Net deferred tax liability		
8. Standard currency 8 (and interest) (Schedule 8)		505,812
9. Unearned premiums (Part 1A, Line 30, Column 8) (after deducting unearned premiums for related reinsurance of \$ 2,136,447,180 and including warranty reserves of 6)	(9)	3,220,012,010
10. Advances premium	41,837,917	60,012,854
11. Dividends declared and unpaid:		
11.1 Stockholders	1,802,778	1,118,458
11.2 Policyholders	711,059,249	681,424,445
12. Funds held by company under reinsurance treaties (Schedule F, Part 3, Column 19)	1,241,003,156	1,107,274,574
13. Amounts withheld or retained by company for account of others	555,087,407	485,703,729
14. Reserves and items not allocated		
15. Premiums for reinsurance (Schedule F, Part 7)	56,878,168	73,387,401
16. Net reinsurance reinsurance assets and liabilities due to foreign exchange rates		
17. Drafts outstanding	254,010,928	252,005,747
18. Payable to parent, subsidiaries and affiliates	35,000,000	72,875,512
19. Payable for executive	50,521,915	15,447,872
20. Liability for amounts held under uninsured plans		
21. Capital credits 5 (and interest therein 8)	(9)	
22. Aggregate write-Ins for liabilities	(22,891,573)	(478,583,330)
23. Total liabilities excluding preferred cell liabilities (Lines 1 through 22)	22,339,883,020	22,215,014,703
24. Preferred cell liabilities		
25. Total liabilities (Lines 24 and 29)	22,339,883,020	22,215,015,703
26. Aggregate write-Ins for special surplus funds	1,328,003,400	857,924,571
27. Common capital stock	10,000,000	10,000,000
28. Preferred capital stock		
29. Aggregate write-Ins for other than special surplus funds	1,250,000	1,250,000
30. Surplus notes	75,347,224	852,074,000
31. Gross paid in and contributed surplus	6,435,272,203	6,325,272,203
32. Undivided funds (excess)	4,040,814,078	2,136,213,474
33. Less treasury stock, at cost:		
34.1 0 shares common (value included in Line 28 8)	(9)	
34.2 Other shares preferred (value included in Line 28 8)	(9)	
35. Surplus as reported by policyholders (Lines 27 to 33, less 34) (Page 4, Line 50)	12,491,552,915	10,304,702,418
36. Totals (Page 2, Line 26, Col. 3)	34,830,438,535	32,548,723,183

DETAILS OF WRITE-IN LINES		
2201. Amounts held under uninsured plans	551,674,174	551,277,160
2202. Other liabilities	410,075,533	424,907,476
2203. Cash on hand for securities loaned	279,821,188	110,028,705
2204. Summary of remaining write-Ins for Line 21 from overleaf page	(1,645,092,340)	(1,645,092,340)
2205. Totals (Lines 2201 through 2205 plus 2206) (Line 26 shown)	(202,771,830)	(478,583,330)
2701. Board member from reinsurance reinsurance	902,721,084	857,924,571
2702. CSAP/DR/Investment charges	241,295,008	
2703.		
2704. Summary of remaining write-Ins for Line 27 from overleaf page	(208,088,460)	(857,924,571)
2705. Totals (Lines 2701 through 2705 plus 2706) (Line 26 shown)	1,250,000	1,250,000
3201. Quarterly funds	1,250,000	1,250,000
3202.		
3203.		
3204. Summary of remaining write-Ins for Line 30 from overleaf page	(208,088,460)	(857,924,571)
3205. Totals (Lines 3201 through 3205 plus 3206) (Line 26 shown)	1,250,000	1,250,000

State of Massachusetts

County of Suffolk Date 05/05/2010

The officer of this reporting entity being duly sworn, doth depose and say: That they are the duly elected officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the exclusive property of the said reporting entity, less and other than as set forth herein, none; I so firmly swear, and that this statement, together with the exhibits, schedules and appendices thereto contained, are true and accurate, to the best of my knowledge and belief and of the knowledge and belief of the said reporting entity as of the reporting period stated above, that all of the business and operations therefor transacted for the period named, have been conducted in accordance with the AMVIC Annual Statement Instructions and Accounting Practices as AP practices as most recently in effect in the state of Massachusetts (hereinafter referred to as "the AP") but may differ in accounting practices and methods in reporting and related to accounting practices and methods, according to the limit of their knowledge and belief, respectively. Furthermore, the scope of this statement also includes the related corresponding documents filed with the AMVIC, when required, together with any documents or correspondence thereto relating to the insurance business of the audited statement. This statement may be examined by various regulators in view of its relation to the enclosed statement.

Signature on file w/ VDOT

Estimated Premium Rate (Percent Rate) (Percent Rate)	Other Premium Rate (Percent Rate) (Percent Rate)	Payment Interest-Free Short Term (Percent Rate) (Percent Rate)
1.	2.	3.
Chairman of the Board President & CEO (Title)	Vice President & Secretary (Title)	Chief Vice President & Treasurer (Title)

Subscribed and sworn to before me this day of May

Signature on file w/
VDOT

- a. Is this an original filing? Yes No
 b. File # _____
 c. Date filed _____
 d. Number of pages attached _____

THIS POWER OF ATTORNEY IS NOT VALID UNLESS IT IS PRINTED ON RED BACKGROUND.

This Power of Attorney limits the acts of those named herein, and they have no authority to bind the Company except in the manner and to the extent herein stated.

**LIBERTY MUTUAL INSURANCE COMPANY
BOSTON, MASSACHUSETTS
POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS: That Liberty Mutual Insurance Company (the "Company"), a Massachusetts stock insurance company, pursuant to and by authority of the By-law and Authorization hereinafter set forth, does hereby name, constitute and appoint

**SANDRA K. WOLF, ALICE MC LAUGHLIN, MARY R. MCKEE, SHERRYANNE M. DEPIRRO, MARIA L. SPADACCINI,
ALL OF THE CITY OF WOODCLIFF LAKE, STATE OF NEW JERSEY.....**

, each individually if there be more than one named, its true and lawful attorney-in-fact to make, execute, seal, acknowledge and deliver, for and on its behalf as surety and as its act and deed, any and all undertakings, bonds, recognizances and other surety obligations in the penal sum not exceeding **FIVE HUNDRED MILLION AND 00/100***** DOLLARS (\$ 500,000,000.00*****)** each, and the execution of such undertakings, bonds, recognizances and other surety obligations, in pursuance of these presents, shall be as binding upon the Company as if they had been duly signed by the president and attested by the secretary of the Company in their own proper persons.

That this power is made and executed pursuant to and by authority of the following By-law and Authorization:

ARTICLE XIII - Execution of Contracts. Section 5. Surety Bonds and Undertakings.

Any officer of the Company authorized for that purpose in writing by the chairman or the president, and subject to such limitations as the chairman or the president may prescribe, shall appoint such attorneys-in-fact, as may be necessary to act in behalf of the Company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations. Such attorneys-in-fact, subject to the limitations set forth in their respective powers of attorney, shall have full power to bind the Company by their signature and execution of any such instruments and to attach thereto the seal of the Company. When so executed such instruments shall be as binding as if signed by the president and attested by the secretary.

By the following instrument the chairman or the president has authorized the officer or other official named therein to appoint attorneys-in-fact:

Pursuant to Article XIII, Section 5 of the By-Laws, Garnet W. Elliott, Assistant Secretary of Liberty Mutual Insurance Company, is hereby authorized to appoint such attorneys-in-fact as may be necessary to act in behalf of the Company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations.

That the By-law and the Authorization set forth above are true copies thereof and are now in full force and effect.

IN WITNESS WHEREOF, this Power of Attorney has been subscribed by an authorized officer or official of the Company and the corporate seal of Liberty Mutual Insurance Company has been affixed thereto in Plymouth Meeting, Pennsylvania this 22nd day of September,
2010.

LIBERTY MUTUAL INSURANCE COMPANY

Signature on file w/ VDOT

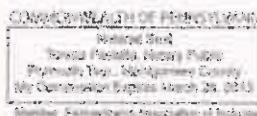
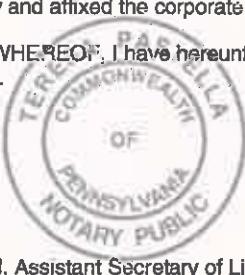
By
Garnet W. Elliott, Assistant Secretary



COMMONWEALTH OF PENNSYLVANIA ss
COUNTY OF MONTGOMERY

On this 22nd day of September, 2010, before me, a Notary Public, personally came Garnet W. Elliott, to me known, and acknowledged that he is an Assistant Secretary of Liberty Mutual Insurance Company; that he knows the seal of said corporation; and that he executed the above Power of Attorney and affixed the corporate seal of Liberty Mutual Insurance Company thereto with the authority and at the direction of said corporation.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my notarial seal at Plymouth Meeting, Pennsylvania, on the day and year first above written.



**Signature on file w/
VDOT**

By
Teresa Pastella, Notary Public

CERTIFICATE

I, the undersigned, Assistant Secretary of Liberty Mutual Insurance Company, do hereby certify that the original power of attorney of which the foregoing is a full, true and correct copy, is in full force and effect on the date of this certificate, and I do further certify that the officer or official who executed the said power of attorney is an Assistant Secretary specially authorized by the chairman or the president to appoint attorneys-in-fact as provided in Article XIII, Section 5 of the By-laws of Liberty Mutual Insurance Company.

This certificate and the above power of attorney may be signed by facsimile or mechanically reproduced signatures under and by authority of the following vote of the board of directors of Liberty Mutual Insurance Company at a meeting duly called and held on the 12th day of March, 1980.

VOTED that the facsimile or mechanically reproduced signature of any assistant secretary of the company, wherever appearing upon a certified copy of any power of attorney issued by the company in connection with surety bonds, shall be valid and binding upon the company with the same force and effect as though manually affixed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the corporate seal of the said company this February, 2011 day of



Signature on file w/ VDOT

By
David M. Carey, Assistant Secretary

To confirm the validity of this Power of Attorney call 1-610-832-8240 between 9:00 am and 4:30 pm EST on any business day.

CORPORATE ACKNOWLEDGMENT

Form 152

STATE OF NEW JERSEY

COUNTY OF BERGEN

On this 22nd day of February, 2011, before me personally came Mary R. McKee to me known, who, being by me duly sworn, did depose and say that she/he resides Saddle Brook, NJ that she/he is the Attorney-In-Fact of The Continental Insurance Company the corporation described in and which executed the above instrument that she/he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that she/he signed her/his name thereto by like order.

(SEAL)

Signature on file w/ VDOT

Esther Cuban Notary Public of New Jersey My Commission Expires February 18, 2014

CNA

THE CONTINENTAL INSURANCE COMPANY
STATEMENT OF NET ADMITTED ASSETS AND LIABILITIES
December 31, 2009

ASSETS:

Cash	\$ 2,171,540
Cash equivalents	780,361,330
Short-term investments (principally U.S. government obligations)	476,403,554
United States government obligations	20,618,137
Other public bonds	563,806,324
Industrial and miscellaneous bonds	1,134,444,387
Preferred stocks	0
Common stocks of affiliated companies	235,325,677
Other common stocks	549,521
Real estate	0
Premiums and agents' balances in course of collection	115,928,476
Premiums, agents balances and installments booked but deferred and not yet due	55,245,085
Accrued retrospective premiums	0
Investment income due and accrued	14,427,558
Other assets	406,127,195
Admitted assets	\$ 3,805,408,884

LIABILITIES:

Unearned premium reserve	\$ 0
Reserve for loss and loss adjustment expense	15,971,162
Reserve for taxes, licenses and fees (including federal income taxes)	44,376,938
Other liabilities	2,203,451,802
Total Liabilities	\$ 2,263,799,902

SURPLUS:

Capital paid up (\$5.00 par value)	
Shares authorized: 50,000,000	issued: 10,713,272
Gross paid in and contributed surplus	53,566,360
Surplus	1,423,436,994
Surplus as regards policyholders	64,605,628
Total	\$ 1,541,608,982
	\$ 3,805,408,884

State of Illinois)
) ss
County of Cook)

On this 2nd day of April, 2010, before me came Amy Adams, known to me personally to be the Vice President of Continental Insurance Company being fully sworn, certify and attest that the foregoing statement is a true and correct statement of the assets and liabilities of the said company as of the date shown in the statement.

Signature on file w/ VDOT



POWER OF ATTORNEY APPOINTING INDIVIDUAL ATTORNEY-IN-FACT

Know All Men By These Presents, That The Continental Insurance Company, a Pennsylvania insurance company, is a duly organized and existing insurance company having its principal office in the City of Chicago, and State of Illinois, and that it does by virtue of the signature and seal herein affixed hereby make, constitute and appoint

Alice Mc Laughlin, Sandra K Wolf, Mary R Mc Kee, Maria L Spadaccini, Sherryanne M De Pirro, Individually

of Woodcliff Lake, NJ, its true and lawful Attorney(s)-in-Fact with full power and authority hereby conferred to sign, seal and execute for and on its behalf bonds, undertakings and other obligatory instruments of similar nature

- In Unlimited Amounts -

and to bind them thereby as fully and to the same extent as if such instruments were signed by a duly authorized officer of the insurance company and all the acts of said Attorney, pursuant to the authority hereby given is hereby ratified and confirmed.

This Power of Attorney is made and executed pursuant to and by authority of the By-Law and Resolutions, printed on the reverse hereof, duly adopted, as indicated, by the Board of Directors of the insurance company.

In Witness Whereof, The Continental Insurance Company has caused these presents to be signed by its Senior Vice President and its corporate seal to be hereto affixed on this 3rd day of December, 2010.



The Continental Insurance Company

Signature on file w/ VDOT

Jacquelyne M. Belcastro Senior Vice President

State of Illinois, County of Cook, ss:

On this 3rd day of December, 2010, before me personally came Jacquelyne M. Belcastro to me known, who, being by me duly sworn, did depose and say: that she resides in the City of Chicago, State of Illinois; that she is a Senior Vice President of The Continental Insurance Company, a Pennsylvania insurance company, described in and which executed the above instrument; that she knows the seal of said insurance company; that the seal affixed to the said instrument is such corporate seal; that it was so affixed pursuant to authority given by the Board of Directors of said insurance company and that she signed her name thereto pursuant to like authority, and acknowledges same to be the act and deed of said insurance company.



My Commission Expires September 17, 2013

Signature on file w/ VDOT

Eliza Price

Notary Public

CERTIFICATE

I, Mary A. Ribikawskis, Assistant Secretary of The Continental Insurance Company, a Pennsylvania insurance company, do hereby certify that the Power of Attorney herein above set forth is still in force, and further certify that the By-Law and Resolution of the Board of Directors of the insurance company printed on the reverse hereof is still in force. In testimony whereof I have hereunto subscribed my name and affixed the seal of the said insurance company this 2nd day of February, 2011.



The Continental Insurance Company

Signature on file w/ VDOT

Mary A. Ribikawskis

Assistant Secretary



February 16, 2011

Ryan Pedraza
Program Manager
Innovative Project Delivery Division
1401 East Broad Street
Richmond, Virginia 23219

RE: Dragados USA, Inc. Surety Program

Dear Ryan:

Dragados USA, Inc.'s surety program is supported by Fidelity & Deposit Company of Maryland/Zurich American Insurance Company, The Insurance Company of the State of Pennsylvania and Liberty Mutual Insurance Company as co-sureties. It currently has an aggregate limit of \$3.75 billion and a single bond limit of \$400 million.

Dragados' co-sureties have supported the I-595 project with a contract value of \$1.2 billion on a sole venture basis which has many similar features to the Hampton Roads Bridge-Tunnel. They have also provided surety bonds in support of other contracts with values in excess of \$1 billion on a joint venture basis.

If we can provide any further assurance or assistance, please do not hesitate to call upon us.

Sincerely,

Signature on file w/ VDOT

James E. Marran, Jr.
Executive Vice President

Insurance Letter

In this section, please find an Insurance Letter from AON providing evidence of ACS Infrastructure Development, Inc.'s ability to obtain Insurance.



February 11, 2011

Mr. Ryan Pedraza
Program Manager: Innovative Project Delivery Division
Virginia Department of Transportation
1401 East Broad Street
Richmond, Virginia 23219

Re: Proposer – ACS Infrastructure Development, Inc,
Statement of Qualifications for the Unsolicited Conceptual PPTA Proposal

Ladies and Gentlemen,

Aon Risk Services, as insurance Brokers to the Proposer confirms that the Proposer has the financial and technical resources and skills available to be able to obtain the insurance policies that will be required in connection with the project.

These insurance policies will be placed with Insurers with a rating of at least "A" or better and Class VII or better in accordance with A.M. Best Company.

We are at your disposal should further information or clarification be sought.

Yours truly,

Signature on file w/ VDOT

Sonia Paneque, ARM
Vice-President



February, 11, 2010

Mr. Ryan Pedraza

Program Manager: Innovative Project Delivery Division

Virginia Department of Transportation

1401 East Broad Street

Richmond, Virginia 23219

Re: Proposer – ACS Infrastructure Development, Inc,
Statement of Qualifications for the Unsolicited Conceptual PPTA Proposal

Re: I 595 CONCESSION PROJECT

This letter will confirm that Aon Risk Services, is the Broker of Record for the concession company I 595 EXPRESS LLC with respect to the I 595 Corridor Roadway Improvements Project (The Project), a major highway and bridges project in Florida, with total values in excess of US \$ 1.5billion. This is a currently active P3 construction Project in the state of Florida with an overall construction period of 5 years.

ACS Infrastructure Development , Inc is a subsidiary of ACS (Actividades de Construcción y Servicios S.A.) and a major partner in the Concession Company took a strong role in dealing with the insurance arrangements in the Request for Proposals("RFQ") and the required Project Agreement("PA"). Working closely with ACS Infrastructure Development and Dragados USA Construction (also a subsidiary of ACS S.A), Aon Risk Services was able to successfully place an insurance program which fully complied with the specifications of the PA, satisfied the requirements of Lenders and appropriately protected the expressed needs of all the interested parties.

The strong reputation of ACS Infrastructure Development together with their financial standing and technical experience and skills provided was a major factor in achieving satisfactory insurance terms with major insurance underwriters, the governmental authorities and the lenders alike.

Mr. Ryan Pedraza
Virginia Department of Transportation
Page 2

The basic insurance program encompassed the following insurances and the total main limits of liability:

- Builders Risks All Risks
US\$ 100 million (any one loss or occurrence)
- DSU (Delay in Start Up) part of the Builders Risks
US\$ 90 million (actual loss sustained)
- Commercial General Liability (Wrap Up)
US\$ 2million/\$5 million/\$5million
- Workman's Compensation (Wrap Up)
Statutory/ Employer Liability US\$ 1 million/\$1 million/\$ 1million
- Excess Liability
US\$ 100 million (each occurrence and aggregate)
- Contractors Pollution Liability
US\$ 2 million (each loss and aggregate)
- Pollution Legal Liability
US\$ 20 million (each incident); \$40 million (aggregate)
- Professional Liability
US\$ 25 million (each claim and total)
- Automobile Liability
US\$ 1 million (each accident)

Should you have questions, comments and/or concerns arising from this letter, or require further information in any areas, we would be pleased to assist further at the direction of our client.

Sincerely,

Signature on file w/ VDOT

Linda LaSalle Burton, CRIS
Vice President



JLT-SIACI España, S.L.
Correduría de Seguros
Monte Esquinza 20
28010 Madrid

Tel: +34 913 106 102
Fax: +34 913 100 561

www.jltgroup.com

Virginia Department of Transportation
1401 East Broad Street
Richmond, Virginia 23219
USA

Attention: **Ryan Pedraza**
Program Manager: Innovative Project Delivery Division

Madrid, 14th February 2011

REF: (Unsolicited Conceptual PPTA Proposal)

Dear Sirs,

We, JLT-SIACI España, S.L., are pleased to confirm that we have arranged a comprehensive insurance programme for the Elx Diagonal project in Barcelona, Spain on behalf of ACS. Details are as follows:

Insurer: Mapfre Global Risks, S.A

The insurance programme is made up of the following sections and values/sums insured:

- i) Construction All Risks: EUR 319,882,000
- ii) Advanced Loss of Profits: EUR 31,885,833
- iii) Property All Risks for Operational Roads: EUR 420,500,000
- iv) Third Party Liability (Construction and Operational): EUR 6,000,000 per occurrence.
- v) Terrorism: Limit of EUR 10,000,000.

The Insurance programme put in place complied with both the lenders and the road authority's requirements and we were helped in our task due to the technical experience and financial strength of the ACS Group.

Yours Sincerely,

Signature on file w/ VDOT

Jori Chapman
Construction Manager

JLT-SIACI España Correduría de Seguros, S.L.

A member of the Jardine Lloyd Thompson Group

Inscrita en el Registro Mercantil de Madrid, tomo 869 general, 6531 de la Sección del Libro de Sociedades, folio 150, hoja M-12476
CIF: B-79774220 - N° Registro OGS: J-673. Concedidos Seguros de Responsabilidad Civil y Caución según Ley 26/2006 de 17 de Julio



February 14, 2011

Telephone: 416-218-0791
Website: www.willis.com
Direct Line: 416-216-0791
E-mail: dan.beaudry@willis.com

Ryan Pedraza
Program Manager: Innovative Project Delivery Division
Virginia Department of Transportation
1401 East Broad Street
Richmond, Virginia
23219

Dear Sir:

RE: Unsolicited Conceptual PPTA Proposal

This letter will confirm that Willis Canada Inc ("Willis") acted as the Insurance Advisor ("IA") and Lender's Insurance Advisor ("LIA") for the concession company with respect to the construction of the Windsor-Essex Parkway Project (the "Project"), a major highway and bridges project in Ontario Canada, with total values in excess of CAD 1.6 Billion. This is a currently active P3 construction project in Ontario with an overall construction term of about five years.

ACS WEP Holdings Inc. ("ACS") is a subsidiary of Iridium Concesiones de Infraestructuras S.A. (in turn a subsidiary of Actividades de Construcción y Servicios, S.A. or "ACS S.A.") and a major partner in the concession company – Windsor Essex Mobility Group ("WEMG") – and took a strong roll in dealing with the insurance arrangements in relation to the Request For Proposal ("RFP") and the required Project Agreement ("PA"). Working closely with ACS, Willis was able to successfully oversee the placement of an insurance program which fully met the wide specifications in the PA, satisfied the requirements of lenders and appropriately protected the expressed needs of all the interested parties.

The strong reputation of ACS S.A. as well as their financial status and technical experience and skills, no doubt brought great support to the conclusion of satisfactory insurance terms with major insurance underwriters, the governmental authorities and the lenders alike.

The base insurance program encompassed the following insurance and total main limits of liability:

- Builders' All Risk - CAD 1,621 Million (and in the aggregate flood and earthquake) including Delay in Start-Up Coverage
- Wrap Up Commercial General Liability – CAD 200 Million each occurrence (and in the aggregate Products/ Completed Operations)
- Contractors' Pollution Liability - CAD 25 Million (each occurrence and in the aggregate)
- Professional Liability – CAD 25 Million each occurrence and CAD 50 Million in the aggregate
- Off Premises General Liability – CAD 25 Million (each occurrence and in the aggregate)

Willis

Should you have questions, comments or concerns arising from this letter – or require further information in any area – we would be pleased to assist further at the direction of our client.

Sincerely,
Signature on file w/ VDOT

Daniel Beaudry
Executive Vice President



February 14, 2011
VIA ELECTRONIC MAIL

Telephone: 604-683-8831
Fax: 604-683-5746
Website: www.willis.com
Direct Line: 604-605-3661
E-mail: mike.sjackson@willis.com

Virginia Department of Transportation
1401 East Broad Street
Richmond, Virginia 23219

Attention: Ryan Pedraza, Program Manager: Innovative Project Delivery Division

Re: Unsolicited Conceptual PPTA Proposal

This letter will confirm that Willis Canada Inc. ("Willis") is the Broker of Record for the concession company with respect to the construction of the South Fraser Perimeter Road Project (the "Project"), a major highway project in British Columbia, Canada, with total values in excess of CAD Seven Hundred Million. This is a currently active P3 construction project in the Greater Vancouver area, with an overall construction term of about four years.

ACS Infrastructure Canada Inc. is a subsidiary of Actividades de Construcción y Servicios, S.A. ("ACS") and a major partner in the concession company – FTG Fraser Transportation Group – and took a strong role in dealing with the insurance arrangements in relation to the Request for Proposal ("RFP") and the required Concession Agreement. Working closely with ACS, Willis was able to successfully place an insurance program which fully met the wide specifications in the Concession Agreement, satisfied the requirements of lenders and appropriately protected the expressed needs of all the interested parties.

The strong reputation of ACS, as well as their financial status and technical experience and skills, no doubt brought great support to the conclusion of satisfactory insurance terms with major insurance underwriters, the governmental authorities and the lenders alike.

The base insurance program encompassed the following insurance and total main limits of liability:

Builders' All Risk - CAD 200 Million (and in the aggregate flood and earthquake)

DSU (part of Builders' All Risk policy – additional limit of liability as directed)

Wrap Up Liability – CAD 100 Million each occurrence (and in the aggregate Products/ Completed Operations; Sudden & Accidental Pollution)

Commercial General Liability for Operation & Maintenance – CAD 100 Million each occurrence (and in the aggregate Products/ Completed Operations; Sudden & Accidental Pollution)

Contractors' Pollution Liability - CAD 50 Million each occurrence (and CAD 100 Million in the aggregate)

Willis Canada Inc.
1500-1095 West Pender Street
Vancouver, BC
V6E 2M6



Primary Project Specific Professional Liability – CAD 15 Million (each occurrence and CAD 30 Million in the aggregate)

Excess Project Specific Professional Liability – CAD 10 Million, excess of CAD 15 Million (each occurrence and CAD 20 Million in the aggregate)

Professional Liability with respect to Operation & Maintenance – CAD 100 Million (each occurrence and in the aggregate)

Excess Automobile Liability – CAD 20 Million, excess of CAD 5 million (each occurrence and in the aggregate)

Should you have questions, comments or concerns arising from this letter – or require further information in any area – we would be pleased to assist further at the direction of our client.


Yours truly,

Signature on file w/ VDOT

Mike Atkinson, SVP
Willis Canada Inc.

Bank Letters of Support

Please find letters from the following Financial Institutions evidencing their support:

Banks:

- ING Capital
- UniCredit Bank AG
- The Royal Bank of Scotland (RBS)
- West LB AG
- BBVA Securities Inc.
- Dexia Credit Local
- Credit Agricole
- Societe Generale
- Santander

Bond Underwriters:

- Barclays Capital



ING Capital LLC
Structured Finance
1325 Avenue of the Americas
New York, NY 10019
Phone +1 877 446 4930
Fax +1 646 424 6060

February 14, 2011

Ryan Pedraza
Program Manager
Innovative Project Delivery Division
1401 East Broad Street
Richmond, Virginia 2321

Re: Letter of support in respect to the proposal for Hampton Roads Bridge Tunnel

Dear Mr. Pedraza,

ING Capital LLC (hereinafter "ING Capital"), is pleased to provide this letter of support to Hampton Roads Mobility Group (the "Proposer"), comprised of ACS Infrastructure Development Inc. ("ACS").

This letter shall serve as evidence of the support from ING Capital to be included in the proposal of Hampton Roads Mobility Group in accordance with the Commonwealth of Virginia PPTA Implementation Guidelines.

It is our understanding that ACS, a wholly-owned subsidiary of Iridium Concesiones de Infraestructuras, S.A. ("Iridium"), intends to submit a competitive conceptual proposal for the Hampton Roads Bridge Tunnel.

ING Capital is a wholly-owned, indirect subsidiary of ING Groep NV. ING Groep N.V. ("ING") is a global financial services company of Dutch origin that provides banking, insurance and asset management services in over 50 countries. ING had over USD 1,260 billion in total assets as of September 30, 2010. ING Bank N.V., a subsidiary of ING and indirect parent of ING Capital, has long-term unsecured debt currently rated Aa3 by Moody's and A+ by S&P.

We wish to inform you that ACS is an important client of ours. We confirm that, in our opinion, ACS has the financial capacity to obtain, in the capital and financial markets, the funds needed to finance a project of this size and nature in accordance with ACS's proposal, both in terms of equity and debt. Furthermore, in our opinion, ACS is capable of securing, managing and bringing to financial close the financing of a project of this size and nature involving a public-private partnership. We have collaborated with ACS on a number of occasions, to its benefit. It is highly regarded by us and has an outstanding market reputation in terms of its technical ability to lead an operation of this magnitude and singular nature.

A. PPP FINANCINGS CLOSED WITH THE MEMBER OF THE PROPOSER

Table 1: The Bank's Major PPP infrastructure deals closed with the members of the Consortium within the past seven years.

Name of the Project	PROJECT DESCRIPTION	Private Financial Value (Original Currency Million)	Private Financial Value (US\$ Million)*	Year when Financial Close was reached	The Bank's Role
Windsor-Essex Parkway	34-year concession agreement with Infrastructure Ontario to design, build, finance and operate a road project in Ontario	CAD 1,119	\$1,129	2010	Mandated Lead Arranger
South Fraser Perimeter Road	34-year concession agreement with BCTA to design, build, finance and operate a road project in British Columbia	CAD 169	\$171	2010	Mandated Lead Arranger
IH 635 Texas	52-year contract with TxDOT to design, build, finance, operate and maintain the 1H635 Managed Lanes Project (real toll) in Texas (USA)	USD 3,300	\$3,300	2009	Financial Advisor
Kromhout Barracks	Finance, design, build, maintenance and operation of military barracks under a 27 year concession contract with the Dutch Ministry of Defense	EUR 348	\$472	2008/09	Mandated Lead Arranger
DUO2	Bridge Loan for construction and operation of new accommodation for the tax and student loan offices in Groningen, the Netherlands	EUR 55	\$75	2008	Mandated Lead Arranger
Celtic Roads Group (Portlaise) Ltd	30-year concession contract to design, build, finance, operate and maintain the M7/M8 shadow toll road (Ireland)	EUR 367	\$497	2007	Mandated Lead Arranger
M6 Hungary	Availability and performance-based 80km motorway including four tunnels in Hungary.	EUR 1,100	\$1,490	2007	Financial Advisor
E39 Road, Norway	The E39 road between Klett and Bårdshaug, near Trondheim, is the main arterial road for the western part of Norway. Construction involved a new grade separated route of over 22 km, of which 10 km is tunnels.	EUR 152	\$206	2005	Lender
Kromhout Barracks, Utrecht	The project involves the construction of accommodation facilities for 2,000 to 3,000 defense employees at the existing terrain of the Kromhout Barracks.	EUR 122	\$165	2005	Lender
TP Ferro, SA	50-year concession contract to design, build, finance, operate and maintain of a 44.4km high speed rail link through the Pyrenees between Perpignan and Figueras (France/Spain)	EUR 532	\$721	2004	Mandated Lead Arranger

* Figures translated into USD according to USD/EUR exchange rate 1 EUR = 1.30414 USD

** Figures translated into USD according to USD/CAD exchange rate 1 CAD = 0.96859 USD



Based on our previous collaborations, we have a high degree of confidence in Iridium/ACS's experience and "know how" in the financing of transportation infrastructure concessions.

Although this letter does not represent a commitment or undertaking to provide or arrange or commit to provide or arrange any portion of the financing for the Project, ING Capital is pleased to confirm its interest in providing financial support to the Proposer should the Proposer obtain the Prequalified Party status.

For the avoidance of doubt, this letter does not constitute an offer of finance on our part. ING Capital shall be entitled to undertake all due diligence necessary in its evaluation of the Project and shall in its absolute discretion determine whether or not to participate in the financing of the Project. Any assistance or commitment of financing will be subject to, inter alia, credit committee approval, approval by ING's management, as well as receipt of satisfactory final documentation, satisfactory due diligence, satisfactory market conditions prevailing at financial close and the absence of any adverse material change in the Project, Project parties and market conditions. Such internal approvals have not been sought nor have they been obtained.

This letter is confidential, is being delivered at the request of the Proposer as part of its bid for the Project and shall be used strictly in connection therewith and for the purposes thereof, and has been prepared by ING Capital solely for use by the Proposer for informational purposes only and may not be relied upon by any party. This letter does not purport to recommend any financing, structure or method of bidder selection.

Any party with an interest in the Project should prepare its own analysis, assessment of the Project and assessment of the bidders. ING Capital has not performed such analysis, and the contents of this letter cannot be construed providing such analysis or assessment. ING Capital and its affiliates shall not have any liability (whether in contract, tort or otherwise) to the Commonwealth of Virginia or any other person for or in connection with the delivery of this letter. In addition, ING Capital and its affiliates shall not be liable on any theory of liability for any special, indirect, consequential or punitive damages (including, without limitation, any loss of profits, business or anticipated savings). Nothing herein, express or implied, is intended or shall confer upon any third party any legal or equitable right, benefit or remedy of any nature whatsoever under or by reason of this letter. ING Capital has no obligation to update the content of this letter or advise you of any changes with respect to the matters described herein.

We note that ING Capital may provide financing, equity capital, financial advisory and/or other services to parties whose interests may conflict with the interests of the Proposer and/or ACS.

This letter shall be governed by and construed in accordance with the laws of the State of New York without regard to principles of conflicts of laws.

We appreciate the opportunity of working with you on this important transaction.

Sincerely yours,

Signature on file w/ VDOT

Name: Willem Sutherland
Title: Managing Director

Ryan Pedraza
Program Manager
Innovative Project Delivery Division
1401 East Broad Street
Richmond, Virginia 2321

Michael Germann
Vice President
Project & Commodity Finance -Transportation/PPP
Corporate & Investment Banking
UniCredit Bank AG
150 East 42nd Street
New York, NY 10017
Tel. 1 212 672-5346
Fax 1 212 672-5516
michael.germann@us.unicreditgroup.eu

New York, 15 February 2011

Re: Letter of support in respect to the proposal for Hampton Roads Bridge Tunnel

Dear Mr Ryan,

UniCredit Bank AG acting through its New York Branch or any of its subsidiaries (hereinafter "UniCredit"), is pleased to provide this letter of support to Hampton Roads Mobility Group (the "Proposer"), comprised of ACS Infrastructure Development Inc. ("ACSID").

This letter shall serve as evidence of the support from UniCredit to be included in the proposal of Hampton Roads Mobility Group in accordance with the Commonwealth of Virginia PPTA Implementation Guidelines.

It is our understanding that ACSID, a wholly-owned subsidiary of Iridium Concesiones de Infraestructuras, S.A. ("Iridium"), intends to submit a competing conceptual proposal for the Hampton Roads Bridge Tunnel.

UniCredit Group (the "Bank") is a 958 billion EUR total asset financial group with a presence in over 22 countries. It has 36.37 billion EUR market cap, and it is currently rated Aa3 by Moody's, A by S&P and A by Fitch for long-term unsecured debt.

The Bank is the 6th largest financial group in its core market, with 4 million customers. The Bank operates a total of about 10.000 transactional branches; in the CEE region, UniCredit operates the largest international banking network with approximately 4,000 branches and outlets. Altogether, UniCredit is offering a comprehensive range of products and services in retail, private and corporate banking in all industry segments: families, small and medium size businesses, large corporations and public and private institutions.

We wish to inform you that ACS is an important client of ours. We have collaborated with ACS on a number of occasions, to their benefit. It is highly regarded by us and has an outstanding market reputation in terms of their technical ability to lead an operation of this magnitude and singular nature.

We confirm ACS has the financial capacity to obtain, in the capital and financial markets, the funds needed to finance a project of this size and nature in accordance with ACS's proposal, both in terms of equity and debt. Furthermore, in our opinion, the ACS is capable of securing, managing and bringing to financial close the financing of a project of this size and nature involving a public-private partnership. In this sense, UniCredit has successfully collaborated with ACS on several projects as detailed below.

PPP FINANCINGS CLOSED WITH THE MEMBER OF THE PROPOSER

The Bank's Major PPP infrastructure deals closed with the members of the consortium within the past seven years.					
Name of the Project	PROJECT DESCRIPTION	Private Financial Value (Original Currency Million)	Private Financial Value (US\$ Million)*	Year when Financial Close was reached	The Bank's Role
South Fraser Perimeter Road	41km PPP highway Canada	CAD 169	USD 164	2010	Mandated Lead Arranger
Nouvelle Autoroute, A-30	Design, Construction and Rehabilitation of approx. 42km of highway in Canada	CAD 1,094	USD 1,060	2008	Mandated Lead Arranger
TP Ferro Concesionaria, S.A.	High Speed Rail Project in France/Spain	EUR 410	USD 534.70	2005	Mandated Lead Arranger

* Figures translated into USD according to USD/EUR exchange rate 1 EUR = 1.30414 USD

** Figures translated into USD according to USD/CAD exchange rate 1 CAD = 0.96859 USD

Contact Information for PPP Financings

Name: Michael Germann, Vice President, Director Transportation/PPP

Phone: +1-212 672 5346

Fax: +1-212 672 5516

Email Address: michael.germann@us.unicreditgroup.eu

We wish to reiterate that, based on our previous collaborations, we have a high degree of confidence in ACS experience and "know how" in the financing of transportation infrastructure concessions, and believe ACS has the ability to successfully manage the Project.

Although this letter does not represent a commitment to provide funds, UniCredit is pleased to confirm its interest in providing financial support to the ACS in the form of debt on the Project or letters of credit. For



the avoidance of doubt, this letter does not constitute an offer of finance on ACS proposal and may not be relied upon by any party. Credit committee approval will be required and will be subject to our internal credit approval process, final documentation, due diligence, market conditions prevailing at financial close and the absence of any adverse material change.

Sincerely yours,

UniCredit Bank AG, New York Branch

Signature on file w/ VDOT

✓

Name: Michael Germann
Title: Vice President

Name: Andrew Leon
Title: Managing Director



February 24, 2011

Ryan Pedraza
Program Manager
Innovative Project Delivery Division
1401 East Broad Street
Richmond, Virginia 2321

Global Banking & Markets
The Royal Bank of Scotland plc
Connecticut Branch
600 Washington Boulevard
Stamford, Connecticut 06901
Telephone: + 1 203 897 0000
www.rbs.com

Re: Letter of support in respect to the proposal for Hampton Roads Bridge Tunnel

Dear Mr Ryan,

The Royal Bank of Scotland plc (hereinafter the "Bank"), is pleased to provide this letter of support to Hampton Roads Mobility Group (the "Proposer"), comprised of ACS Infrastructure Development Inc. ("ACS")

This letter shall serve as evidence of the support from the Bank to be included in the proposal of Hampton Roads Mobility Group in accordance with the Commonwealth of Virginia PPTA Implementation Guidelines

It is our understanding that ACSID, a wholly-owned subsidiary of Iridium Concesiones de Infraestructuras, S.A. ("Iridium"), intend to submit a competing conceptual proposal for the Hampton Roads Bridge Tunnel.

The Bank is a 1,696 billion USD asset and 36.8 billion USD market cap financial group with a presence in 38 countries..

The Bank is one of the largest financial groups globally, with over 40 million customers and a leading market share in loans and customer funds. The Bank operates a total of 700 transactional branches globally, offering a comprehensive range of products and services in retail, investment and private banking in all industry segments: families, small and medium size businesses, large corporations and public and private institutions

We wish to inform you that ACS is an important client of ours. We have collaborated with ACS on a number of occasions, to its benefit. It is highly regarded by us and has/have an outstanding market reputation in terms of its technical ability to lead an operation of this magnitude and singular nature.

We confirm ACS has the financial capacity to obtain, in the capital and financial markets, the funds needed to finance a project of this size and nature in accordance with ACS's proposal, both in terms of equity and debt. Furthermore, in our opinion, the ACS is capable of securing, managing and bringing to financial close the financing of a project of this size and nature involving a public-private partnership. In this sense, RBS has successfully collaborated with ACS and its parent group Iridium on several projects as detailed below.

A. PPP FINANCINGS CLOSED WITH THE MEMBER OF THE PROPOSER

Table 1: The Bank's Major PPP infrastructure deals closed with the members of the consortium within the past seven years.

Name of the Project	PROJECT DESCRIPTION	Private Financial Value (Original Currency Million)	Private Financial Value (USS Million)*	Year when Financial Close was reached	The Bank's Role	Contact Person (phone, fax, and email)
EMESA (M-30)	Toll Road	€208,213,767	\$271,539,902	2006	MLA	D. Hector Barbero EMESA Director Gerente Mendez Alvaro, 95 28053 Madrid Tel.: 91 467 46 13 Fax: 91 527 25 37
Intercambiador Plaza de Castilla	Transport Interchanger	€106,189,021	\$138,485,350	2006	MLA	Intercamb de Transportes Plaza de Castilla S.A. Federico Conde del Pozo Director General Avenida de America, 2 17ºB Madrid 28028
TP-Ferro	High Speed Rail	€555,971,827	\$726,369,239	2005	MLA & Bookrunner	Tp Ferro Concesionaria, S.A. Santiago Martin Moyano Director General Carretera de Llers a Hostalets GIP-5107, km. 1 17330 LLERS (Girona) Tel: +34 972 678 800 Fax: +34 972 514 530

* Figures translated into USD according to USD/EUR exchange rate 1 EUR = 1.30414 USD

** Figures translated into USD according to USD/CAD exchange rate 1 CAD = 0.96859 USD

B. OTHER PPP FINANCINGS CLOSED IN OTHER DEALS DIFFERENT FROM TRANSPORTATION INFRASTRUCTURE TRANSACTIONS.

Table 2 Other PPP infrastructure deals closed with the members of the Proposer

Name of the project	PROJECT DESCRIPTION	Private Financial Value (Original Currency Million)	Private Financial Value (US \$ Million)*	Year when Financial Close was reached	The Bank's Role	Contact Person (phone, fax and email)
P. E. La Boga	Power	€364,374,093	\$475,194,829	2007	MLA	Federico Reixa Sanz ACS Industrial – Project Finance Cardenal Marcelo Spinola 10 28016 Madrid Spain
Majadahonda Hospital	Hospital	€231,741,923	\$302,223,911	2006	MLA	Tp Ferro Concesionaria, S.A. Santiago Martin Moyano Director General Hospital Majadahonda S.A. C/ Joaquin Rodrigo, 2 28222 Majadahonda Tel: 91 679 93 00/ Fax: 91 398 4176

Contact Information for Infrastructure Financing

Name: Gavin Smyth
 Title: Director
 Phone: +1 203 897 3568
 Email Address: Gavin.Smyth@rbs.com

Although this letter does not represent a commitment to provide funds or a commitment to work on an exclusive basis with the Proposer, should the Proposer obtain Prequalified Party status, the Bank is pleased to confirm its interest in exploring the opportunity to provide financial support to the Proposer in the form of debt on the Project. For the avoidance of doubt, this letter does not constitute an offer by the Bank to arrange, underwrite or otherwise provide financing and may not be relied upon by any party and the Bank shall not be liable to any person for any special consequential or punitive damages that may be alleged as a result of this letter. Any financing shall be subject to internal credit committee approval and will be subject to final documentation acceptable to the Bank in its sole discretion, due diligence, market conditions prevailing at financial close and the absence of any adverse material change.

This letter and its contents are confidential and intended exclusively for inclusion in the Proposer's Conceptual Proposal for the Hampton Roads Bridge Tunnel Project and may not be released to any other person without the Bank's prior written consent. Our views are based on our current understanding of the financial, bank loan syndication and capital markets and of the

parameters of the Project, without the benefit of customary financial, business or legal due diligence.

Sincerely yours,

Signature on file w/ VDOT

Name: Gavin Smyth

Title: Director

February 15, 2011

**Ryan Pedraza
Program Manager
Innovative Project Delivery Division
1401 East Broad Street
Richmond, Virginia 2321**

Re: Letter of support in respect to the proposal for Hampton Roads Bridge Tunnel

Dear Mr. Pedraza,

WestLB AG acting through its New York Branch, is pleased to provide this letter of support to Hampton Roads Mobility Group (the "Proposer"), comprised of ACS Infrastructure Development Inc. ("ACS")

This letter shall serve as evidence of the support from WestLB to be included in the proposal of Hampton Roads Mobility Group to the Commonwealth of Virginia.

It is our understanding that ACSID, a wholly-owned subsidiary of Iridium Concesiones de Infraestructuras, S.A. ("Iridium"), intends to submit a competing conceptual proposal for the Hampton Roads Bridge Tunnel.

WestLB AG (the "Bank") is a €242.3 billion asset financial group with a presence in 28 countries, and it is currently rated A3 by Moody's and A- by Fitch for long-term unsecured debt.

WestLB AG is a European commercial bank with firm roots in North Rhine-Westphalia, Germany's largest federal state. With total assets of €242.3 billion as at December 31, 2009, it is one of Germany's leading financial services providers. It is the central institution for the savings banks in North Rhine-Westphalia and Brandenburg, and as an internationally operating commercial bank it acts as their link to the global financial markets. Working in close partnership with the savings banks, WestLB offers the full range of products and services of a universal bank, focusing on lending, structured finance, capital markets, asset management, transaction services and real estate finance. WestLB employs 4,971 staff (as of December 30, 2009).

**WestLB AG
New York Branch**

250 Greenwich Street
New York, NY 10007

Tel: (212) 852-6000
Fax: (212) 852-6300
www.westlb.com

Managing Board:
Dietrich Voigtländer (Chairman),
Hubert Beckmann (Vice Chairman),
Klemens Breuer, Thomas Groß,
Dr. Hans-Jürgen Niehaus, Werner Taiber
Head of the Supervisory Board: Michael Breuer

Reg. Amtsgerichte
Düsseldorf, HRB 42975
Münster, HRB 6400
Registered Office:
Düsseldorf/ Münster

We wish to inform you that ACS is an important client of ours. We have collaborated with ACS on a number of occasions. It is highly regarded by us and has an outstanding market reputation in terms of its technical ability to lead an operation of this magnitude and singular nature.

In our opinion, ACS has the financial capacity to obtain, in the capital and financial markets, the funds needed to finance a project of this size and nature, both in terms of equity and debt. Furthermore, in our opinion, ACS is capable of securing, managing and bringing to financial close the financing of a project of this size and nature involving a public-private partnership. In this sense, WestLB has successfully collaborated with ACS on several projects as detailed below.

A. PPP FINANCINGS CLOSED WITH THE MEMBER OF THE PROPOSER

Table 1: The Bank's Major PPP Infrastructure deals closed with ACS ID/Iridium					
Name of the Project	Project Description	Transaction Size (US\$ Million)	The Bank's commitment (US\$ Million)*	Year when Financial Close was reached	The Bank's Role
Windsor Essex Parkway	DBFOM concession of 11km highway in Ontario, Canada	1,188	150	2010	MLA, Documentation Agent
Eje Diagonal	Shadow toll road in Catalonia	388	61	2010	MLA
I-595	DBFOM concession of 10km of highways in Florida, USA	782	100	2009	MLA

*Figures translated into US\$ according to US\$/€ exchange rate € 1 = 1.438 US\$

Figures translated into US\$ according to US\$/CAD exchange rate 1 CAD = 1.002US\$

B. OTHER PPP FINANCINGS CLOSED IN OTHER DEALS DIFFERENT FROM TRANSPORTATION INFRASTRUCTURE TRANSACTIONS

Table 2: Other Project Finance deals closed with the ACS Group				
Name of the project	PROJECT DESCRIPTION	The Bank's commitment (US\$ Million)*	Year when Financial Close was reached	The Bank's Role
Manchasol 2	Solar facility in la Mancha, Spain	47.7	2009	MLA
Manchasol 1	Solar facility in la Mancha, Spain	40.3	2008	MLA



Extresol 1	Solar facility in Extremadura, Spain	35.3	2007	MLA
Andsol 2	Solar facility in Andalucia, Spain	20.1	2006	MLA
Andasol 1	Solar facility in Andalucia, Spain	37.2	2006	MLA

Contact Information for Infrastructure Financing

Name: David Gonzalez
Title: Executive Director
Phone: 212-597-1137
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Email: David_Gonzalez@westlb.com

Name: Fuensanta Diaz Cobacho
Title: Managing Director
Phone: 212-597-8373D
Fax: 646-322-0960
Email: Fuensanta_Diaz_Cobacho@westlb.com

We wish to reiterate that, based on our previous collaborations, we have a high degree of confidence in ACS experience and "know how" in the financing of transportation infrastructure concessions, and believe ACS has the ability to successfully manage the Project.

Although this letter does not represent a commitment to provide funds, WestLB is pleased to confirm its interest in providing financial support to the ACS in the form of debt on the Project or letters of credit. For the avoidance of doubt, this letter does not constitute an offer of finance on ACS proposal and may not be relied upon by any party. Credit committee approval will be required and will be subject to our internal credit approval process, final documentation, due diligence, market conditions prevailing at financial close and the absence of any adverse material change.



Sincerely yours,

WestLB AG, New York Branch

Signature on file w/ VDOT

20

Name: David Gonzalez
Title: Executive Director

Name: Fuensanta Diaz Cobacho
Title: Managing Director

February 24, 2011

**Ryan Pedraza
Program Manager
Innovative Project Delivery Division
1401 East Broad Street
Richmond, Virginia 2321**

Re: Letter of support in respect to the proposal for Hampton Roads Bridge Tunnel

Dear Mr. Ryan,

BBVA Securities Inc., a subsidiary of Banco Bilbao Vizcaya Argentaria, S.A. (hereinafter "BSI"), is pleased to provide this letter of support to Hampton Roads Mobility Group (the "Proposer"), comprised of ACS Infrastructure Development Inc. ("ACS").

This letter shall serve as evidence of the support from BSI to be included in the proposal of Hampton Roads Mobility Group in accordance with the Commonwealth of Virginia PPTA Implementation Guidelines.

It is our understanding that ACSID, a wholly-owned subsidiary of Iridium Concesiones de Infraestructuras, S.A. ("Iridium"), intend to submit a competing conceptual proposal for the Hampton Roads Bridge Tunnel.

Banco Bilbao Vizcaya Argentaria, S.A. (hereinafter "BBVA"), our parent company, has over €500 billion in assets and a presence in 30 countries with long-term, unsecured debt ratings of Aa2 from Moody's Investors Service and AA from Standard & Poor's Ratings Group. Directly or indirectly through any of its affiliates, BBVA regularly acts as lender, hedge provider, agent and depository bank for projects similar to the Project.

We wish to inform you that ACS is an important client of both BSI and BBVA. We have collaborated with ACS on a number of occasions, to its benefit. It is highly regarded by us and has an outstanding market reputation in terms of its technical ability to lead an operation of this magnitude and singular nature.

We also believe, based on our knowledge of ACS and current market conditions, that ACS has the financial capacity to obtain, in the capital and financial markets, the funds needed to finance a project of this size and nature in accordance with ACS's proposal, both in terms of equity and debt. Furthermore, in our opinion, ACS is capable of securing, managing and bringing to financial close the financing of a project of this size and nature involving a public-private partnership. In this sense, BSI and BBVA have successfully collaborated with ACS on several projects as detailed below.

A. PPP FINANCINGS CLOSED WITH THE MEMBER OF THE PROPOSER

Name of the Project	Project Description	Private Financial Value (Original Currency Million)	Private Financial Value (US\$ Million)*	Year when Financial Close was reached	The Bank's Role
Barcelona Linea 9 Subway Stations Stretch IV	Subway / Spain	€360 MM	US\$470MM	2010	MLA
I-595 Express	Road / USA	US\$795 MM	US\$795 MM	2009	MLA
Autopistas de Antofagasta	Toll Road / Chile	US\$ 300MM	US\$ 300MM	2009	Financial Advisor
Ruta 66, Camino de la Fruta	Toll Road / Chile	N.A.	N.A	2009	Financial Advisor
Barcelona Linea 9 Subway Stations Stretch I	Subway / Spain	€770 MM	US\$1,004MM	2008	MLA
A-30	Road / Canada	C\$990 MM	U\$959 MM	2008	MLA, Underwriter
Waterford Toll Road	Toll Road / Ireland	€216 MM	US\$282 MM	2006	MLA
Perpignan – Figueres Railway	Railway / Spain & France	€532 MM	US\$694 MM	2005	MLA
CV-35	Toll Road / Spain	€200 MM	US\$261 MM	2005	Financial Advisor
M-30	Ring Road / Spain	€280 MM	US\$365 MM	2005	Co-Arranger
Radial 3 & 5	Toll Road / Spain	€699 MM	US\$911 MM	2003	Arranger

* Figures translated into USD according to USD/EUR exchange rate 1 EUR = 1.30414 USD

** Figures translated into USD according to USD/CAD exchange rate 1 CAD = 0.96859 USD

B. OTHER PPP FINANCINGS CLOSED IN OTHER DEALS DIFFERENT FROM TRANSPORTATION INFRASTRUCTURE TRANSACTIONS.

Name of the project	Project Description	Private Financial Value (Original Currency Million)	Private Financial Value (US \$ Million)*	Year when Financial Close was reached	The Bank's Role
Plaza de Castilla	Infra / Spain	€100 MM	US\$131 MM	2006	MLA
Son Dureta Hospital	Hospital / Spain	€280 MM	US\$365 MM	2005	Financial Advisor
Puerto de Malaga	Container Terminal / Spain	€70 MM	US\$92 MM	2004	MLA

Contact Information for Infrastructure Financing

Name: Richard Langberg
Title: Vice President Structured Finance North America
Phone: (212) 728-1523
Fax: (212) 258-2216
Email Address: richard.langberg@bbvany.com

We wish to reiterate that, based on our previous collaborations, we have a high degree of confidence in the experience and "know how" of ACS in transportation infrastructure concessions, and believe ACS has the ability to successfully manage the Project.

Although this letter does not represent a commitment to provide funds, BSI is pleased to confirm its interest in providing financial support to the ACS, through any of its banking affiliates, in the form of debt on the Project. For the avoidance of doubt, this letter does not constitute an offer of finance on the ACS proposal and may not be relied upon by any party. BBVA's credit committee approval will be required and will be subject to BBVA's internal credit approval process, final documentation, due diligence, market conditions prevailing at financial close and the absence of any adverse material change.

Sincerely yours,

Signature on file w/ VDOT

Kerri L. Fox
Head of Structured Finance North America
BBVA Securities Inc.
1345 Avenue of the Americas 45th Floor
New York, NY, 10105
Tel. 212-728-2375
Kerri.Fox@bbvany.com



February 24, 2011

Ryan Pedraza
Program Manager
Innovative Project Delivery Division
1401 East Broad Street
Richmond, Virginia 23219

Re: Letter of support in respect to the Proposal for Hampton Roads Bridge-Tunnel Project

Dear Mr. Pedraza,

Dexia Crédit Local, New York Branch (hereinafter "DCLNY" or the "Bank"), is pleased to provide this letter of support to Hampton Roads Mobility Group (the "Proposer"), comprised of ACS Infrastructure Development Inc. ("ACS").

This letter shall serve as evidence of the support from DCLNY to be included in the proposal of Hampton Roads Mobility Group in accordance with the Commonwealth of Virginia PPTA Implementation Guidelines.

It is our understanding that ACS, a wholly-owned subsidiary of Iridium Concesiones de Infraestructuras, S.A. ("Iridium"), intends to submit a competing conceptual proposal for the Hampton Roads Bridge-Tunnel.

Dexia Group is an 810 billion USD asset and 10 billion USD market cap financial group with a presence in 12 countries, and it is currently rated A1 by Moody's, A by S&P and A+ by Fitch for long-term unsecured debt.

The Bank was formed out of the 1996 merger of the two major European players in local public finance: Crédit Local in France and Crédit Communal in Belgium. While growing abroad and in particular in the U.S., the Bank has remained highly specialized in this sector.

The Bank's public finance roots have given it a unique institutional culture, expertise and focus for financing infrastructure assets. DCLNY has been one of the most active players in this field over the years through its public finance and project finance activities.

Despite difficult conditions in the bank market, the Bank has remained committed to the infrastructure public-private partnership ("PPP") sector and this is reflected in the market

New York Branch

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website: www.dexia.com

recognition that the Bank and the clients we supported received for two landmark transactions in the U.S. infrastructure market in 2009:

Dealogic:

- I-595 Corridor Roadway Improvement Project – Transport Deal of the Year
- Port of Miami Tunnel – PPP Deal of the Year

Infrastructure Journal:

- #2 Mandated Lead Arranger of PPP Project Finance Loans in North America
- Port of Miami Tunnel – PPP Deal of the Year

The Bank's recent track record in North American infrastructure transactions is presented in Annex 1.

We wish to inform you that ACS is an important client of ours. We have collaborated with ACS on a number of occasions, including (i) the recently closed major Windsor-Essex Parkway in Ontario in which the Bank was one of 10 Mandated Lead Arrangers, the sole Administrative Agent and one of the four Swap Fronting Banks for the 1.2 billion CAD bank debt facilities arranged for the ACS-led consortium and (ii) the landmark and award-winning I-595 PPP project mentioned above where the Bank was one of the four Bookrunners, one of the 12 Mandated Lead Arrangers, the sole Administrative Agent and a Swap Provider in connection with the 780 million USD bank debt facilities arranged for ACS for this project. ACS is highly regarded by us and has an outstanding market reputation in terms of their technical ability to lead an operation of this magnitude and singular nature.

In our opinion, ACS has the financial capacity to obtain, in the capital and financial markets, the funds needed to finance a project of this size and nature, both in terms of equity and debt. Furthermore, in our opinion, ACS is capable of securing, managing and bringing to financial close the financing of a project of this size and nature involving a PPP.

The Bank has successfully collaborated with ACS on several projects as detailed below:

A. MAJOR PPP INFRASTRUCTURE FINANCINGS CLOSED WITH ACS WITHIN THE PAST SEVEN YEARS

Name of the Project	Project Description	Jurisdiction	Transaction Value (Original Currency Million)	Year When Financial Close Was Reached	The Bank's Role
Windsor-Essex Parkway	Highway	Windsor, Ontario	CAD 1,416	2010	MLA, Administrative Agent, Hedge Fronting Bank
Eix Diagonal	Highway	Spain	EUR 270	2010	MLA
TP Ferro Concesionaria	High Speed Rail	France/Spain	EUR 410	2008-2010	Advisor
I-595	Highway	Broward County, Florida	USD 780	2009	Joint Bookrunner, MLA, Administrative Agent
Autovía Medinaceli-Calatayud	Highway	Spain	EUR 107	2008	MLA
Autovía de la Mancha (refinancing)	Highway	Spain	EUR 170	2008	MLA
Aumesca A2 Shadow Toll	Highway	Spain	EUR 111	2008	MLA
Autovía de los Pinares	Highway	Spain	EUR 81	2006	MLA
Autovía Valladolid- Cuéllar	Highway	Spain	EUR 70	2006	Advisor, MLA
Autovía Santiago Brión	Highway	Spain	EUR 90	2005	Advisor, MLA
Madrid Calle 30	Highway	Spain	EUR 2500	2005	MLA
Barcelona Subway L9 - "Sistema Alemán"	Public Transit	Spain	EUR 240	2004	MLA
Autovía de los Viñedos (I)	Highway	Spain	EUR 130	2003	Advisor

B. OTHER PPP FINANCINGS CLOSED IN OTHER DEALS WITH ACS DIFFERENT FROM TRANSPORTATION INFRASTRUCTURE TRANSACTIONS

Name of the Project	Project Description	Jurisdiction	Transaction Value (Original Currency Million)	Year When Financial Close Was Reached	The Bank's Role
Hospital de Majadahonda	Social Infrastructure	Spain	EUR 220	2006	Advisor, MLA
Brians PPP Prison	Social Infrastructure	Spain	EUR 120	2005	MLA

Contact Information for US PPP Financings

Name: Nicolas Moessner
 Title: Director ~ Infrastructure Finance
 Phone: (212) 515-7049
 Fax: (212) 753-5522
 Email Address: nicolas.moessner@dexia-us.com

We wish to reiterate that, based on our previous collaborations, we have a high degree of confidence in ACS' experience and "know how" in the financing of transportation infrastructure concessions, and believe ACS has the ability to successfully manage the project.

Although this letter does not represent a commitment to provide funds, the Bank is pleased to confirm its interest to consider providing financial support to ACS in the form of project debt. For the avoidance of doubt, this letter does not constitute an offer of finance on DCLNY's part and may not be relied upon by any party. Credit committee approval will be required and will be subject to, including but not limited to, our internal credit approval process, satisfactory documentation, due diligence, market conditions prevailing at financial close and the absence of any adverse material change.

Sincerely yours,
Signature on file w/ VDOT

Name: Nicolas Moessner
Title: Director – Infrastructure Finance

Annex 1: Dexia Crédit Local Selected Recent Credentials in North America

Dexia has played a lead role in the key transactions that have hit the Americas infrastructure market in recent years including:

- **Windsor-Essex Parkway** – One of the 10 Mandated Lead Arrangers, one of the four Swap Fronting Banks and sole Administrative Agent of the CAD 1 billion+ bank debt facilities arranged for the ACS-led consortium for the long-term availability payment-based concession to design, build and operate the Windsor Essex Expressway in Windsor, Ontario. Closed in December 2010.
- **Centre for Addiction and Mental Health** – One of the three Mandated Lead Arrangers and one of the two Bond Co-Underwriters of the CAD 201 million (CAD 115 million bank debt and CAD 85 million bonds) for an availability payment-based concession to design, build finance and maintain a new hospital in Ontario. Closed in December 2009.
- **Port of Miami Tunnel** – One of the 10 Mandated Lead Arrangers, Bookrunners and Swap Providers of the USD 342 million bank debt facilities arranged in respect of a long-term availability payment-based concession to design, build and operate the new Tunnel and associated road works. Closed in October 2009.
- **I-595** – One of the four Bookrunners, one of the 12 Mandated Lead Arrangers, sole Administrative Agent and Swap Provider of the USD 780 million bank debt facilities arranged for ACS Dragados for the long-term availability payment-based concession to design, build and operate the Interstate 595 Corridor Roadway Improvement Project in Broward County, Florida. Closed in March 2009.
- **Northwest Anthony Henday Drive** – One of three Mandated Lead Arrangers of the CAD 354 million loan tranche of the CAD 620 million loan and bond financing for the northwest segment of the Edmonton Ring Road in Alberta, Canada. Closed in 2008.
- **Royal Jubilee Hospital** – One of two Mandated Lead Arrangers of the CAD 206 million bank debt facilities to finance the construction of the Royal Jubilee Hospital in Vancouver Island, British Columbia, Canada. Closed in 2008.
- **Pennsylvania Turnpike** – One of the four original Bookrunners, Underwriters and Mandated Lead Arrangers of the USD 8 billion+ bank debt facilities supporting one of the two final bidders for the long-term concession to operate the Pennsylvania Turnpike. Bid cancelled in September 2008.
- **Carrix** – One of the five Mandated Lead Arrangers and Underwriters of the USD 2.5 billion bank debt facilities arranged by Goldman Sachs for Carrix, Inc., the largest privately held marine terminal operator in the Americas. Closed in 2007.

February 24, 2011

Ryan Pedraza
Program Manager
Innovative Project Delivery Division
1401 East Broad Street
Richmond, Virginia 2321

Re: Letter of support in respect to the proposal for Hampton Roads Bridge Tunnel

Dear Mr. Pedraza,

Credit Agricole Corporate and Investment Bank (hereinafter "Credit Agricole"), is pleased to provide this letter of support to Hampton Roads Mobility Group (the "Proposer"), comprised of ACS Infrastructure Development Inc. ("ACS")

This letter shall serve as evidence of the support from Credit Agricole to be included in the proposal of Hampton Roads Mobility Group in accordance with the Commonwealth of Virginia PPTA Implementation Guidelines

It is our understanding that ACSID, a wholly-owned subsidiary of Iridium Concesiones de Infraestructuras, S.A. ("Iridium"), intend to submit a competing conceptual proposal for the Hampton Roads Bridge Tunnel.

Credit Agricole Corporate and Investment Bank ("Credit Agricole") is an international bank focused on commercial and investment banking products with 13,000 employees in 60 countries throughout Europe, the Americas, the Middle East, Africa and Asia. Credit Agricole is a subsidiary of Credit Agricole S.A., which had over €1,557 billion in total assets as of December 31, 2009 and is currently rated Aa1 by Moody's, AA- by S&P and AA- by Fitch for long-term unsecured debt.

We wish to inform you that ACS is an important client of ours. We have collaborated with ACS on a number of occasions, to its benefit. It is highly regarded by us and has/have an outstanding market reputation in terms of its technical ability to lead an operation of this magnitude and singular nature.

We confirm ACS has the financial capacity to obtain, in the capital and financial markets, the funds needed to finance a project of this size and nature in accordance with ACS's proposal, both in terms of equity and debt. Furthermore, in our opinion, the ACS is capable of securing, managing and bringing to financial close the financing of a project of this size and nature involving a public-private partnership. In this sense, Credit Agricole has successfully collaborated with ACS on several projects as detailed below.

- Windsor Essex Parkway
 - Total Debt Amount: CAD \$1,120 million
 - Closing Date: December 2010
 - Description: a new 11km long, six-lane, below grade freeway connecting Highway 401 in Ontario to Interstate 75 in Michigan.
- South Fraser Perimeter Road
 - Total Debt Amount: CAD \$169 million
 - Closing Date: July 2010
 - Description: a new 40-kilometre long four-lane, route along the south side of the Fraser River in British Columbia, Canada.
- I-595 Expressway:
 - Total Debt Amount: US\$780 million
 - Closing Date: March 2009
 - Description: Reconstruction of a 10.5 miles expressway in Ft. Lauderdale, Florida.
- M 45 Motorway:
 - Total Debt Amount: US\$200 million
 - Closing Date: June 2000
 - Description: 36.2km ring road in the city of Madrid, Spain.

Contact Information for PPP Financings

Name: Omer Balaban
Phone: +1 212 261 7884
Fax: +1 212 261 3421
Email Address: omer.balaban@ca-cib.com

We wish to reiterate that, based on our previous collaborations, we have a high degree of confidence in ACS experience and "know how" in the financing of transportation infrastructure concessions, and believe ACS has the ability to successfully manage the Project.

Although this letter does not represent a commitment to provide funds, Credit Agricole is pleased to confirm its interest in providing financial support to the ACS in the form of debt on the Project or letters of credit. For the avoidance of doubt, this letter does not constitute an offer of finance on ACS proposal and may not be relied upon by any party. Credit committee approval will be required and will be subject to our internal credit approval process, final documentation, due diligence, market conditions prevailing at financial close and the absence of any adverse material change.



Sincerely yours,

Signature on file w/ VDOT

Peter Manis
Managing Director

Omer Balaban
Director

February 24, 2011

Ryan Pedraza
Program Manager
Innovative Project Delivery Division
1401 East Broad Street
Richmond, Virginia 2321

Re: Letter of support in respect to the proposal for Hampton Roads Bridge Tunnel

Dear Mr Pedraza,

Société Générale acting through SG Americas Securities, LLC, a member of the NYSE and NASD, or any of its subsidiaries (hereinafter "SG" or the "Bank"), is pleased to provide this letter of support to Hampton Roads Mobility Group (the "Proposer"), comprised of ACS Infrastructure Development Inc. ("ACSID")

This letter shall serve as evidence of the support from the Bank to be included in the proposal of Hampton Roads Mobility Group in accordance with the Commonwealth of Virginia PPTA Implementation Guidelines

It is our understanding that ACSID, a wholly-owned subsidiary of Iridium Concesiones de Infraestructuras, S.A. ("Iridium"), intend to submit a competing conceptual proposal for the Hampton Roads Bridge Tunnel.

Société Générale is the 6th largest financial group in the Euro zone, with 32 million customers as at 12/31/2009. The Bank offers a comprehensive range of products and services in retail, investment and private banking in all industry segments: individuals, small and medium size businesses, large corporations and public and private institutions. Société Générale is a EUR 1,024 / USD 1,475¹ billion asset² and EUR 36.1 / USD 49.5³ billion market cap⁴ financial group with over 157,000 employees in 83 countries. It has long-term, unsecured debt ratings of: A+ issued by the credit reference agencies Fitch and Standard & Poor's and Aa2, issued by Moody's.

We wish to inform you that ACS is an important client of ours. We have collaborated with ACS on a number of occasions, to its benefit. It is highly regarded by us and has an outstanding market reputation in terms of its technical ability to lead an operation of this magnitude and singular nature.

In our opinion, ACSID has the financial capacity to obtain, in the capital and financial markets, the funds needed to finance a project of this size and nature, both in terms of equity and debt.

¹ Exchange rate as of 12/31/2009: 1 EUR = 1.4406 USD

² As of 12/31/2009

³ Exchange rate as of 02/09/2011: 1 EUR = 1.3715 USD

⁴ As of 02/09/2011


SOCIETE GENERALE
 Corporate & Investment Banking

Furthermore, in our opinion, the ACSID is capable of securing, managing and bringing to financial close the financing of a project of this size and nature involving a public-private partnership. In this sense, SG has successfully collaborated with Iridium on several projects as detailed below.

Table 1: The Bank's major recent PPP infrastructure deals closed with Iridium and ACSID

Name of the Project	PROJECT DESCRIPTION	Private Debt Amount (in millions)	Private Debt Amount (US million)*	Year when Financial Close was reached	The Bank's Role
Windsor Essex Parkway	11 km PPP freeway in Canada	CAD 1,081	USD 1,088	2010	Mandated Lead Arranger
South Fraser Perimeter Road	41km PPP highway in Canada	CAD 169	USD 170	2010	Financial Advisor and Mandated Lead Arranger
I-595	10.5 miles PPP road refurbishment in Miami, Florida	USD 342	USD 342	2009	Mandated Lead Arranger
Algarve Litoral	28km PPP motorway in Portugal	EUR 186	USD 255	2009	Financial Advisor and Mandated Lead Arranger
Baixco Alentejo	PPP highway connection in Portugal	EUR 411	USD 564	2009	Financial Advisor and Mandated Lead Arranger
Autoroute 30	PPP highway in Canada	CAD 1,094	USD 1,101	2008	Mandated Lead Arranger
Catalonian Toll Road Plan	4 shadow toll road concessions in Spain	EUR 530	USD 727	2005-2009	Financial Advisor
M7/M8 Portlaoise Motorway	41km PPP road in Ireland	EUR 202	USD 277	2007	Financial Advisor
Ionian Road Project	PPP road in Greece	EUR 662	USD 908	2006	Lead Arranger
N25 Waterford Bypass	Bypass PPP project in Ireland	EUR 244	USD 335	2006	Financial Advisor
Santiago – Brion	New 15.9km shadow toll road concession in Spain	EUR 97	USD 133	2005	Mandated Lead Arranger
Dundalk Western Bypass	Construction and maintenance of a 11km bypass and a 43km road in Ireland	EUR 146	USD 200	2004	Financial Advisor and Mandated Lead Arranger

* EUR/USD exchange rate 1 EUR = 1.3715 CAD
 CAD/USD exchange rate 1 CAD = 1.0061 USD

Contact Information for Infrastructure Financing

Name: Francis Sacr
 Title: Managing Director
 Phone: +1 212 278 5927
 Fax: +1 212 278 6136
 Email Address: francis.sacr@sgcib.com



We wish to reiterate that, based on our previous collaborations, we have a high degree of confidence in ACSID experience and "know how" in the financing of transportation infrastructure concessions, and believe ACS has the ability to successfully manage the Project.

Although this letter does not represent a commitment to provide funds, SG is pleased to confirm its interest in providing financial support to ACSID. For the avoidance of doubt, this letter does not constitute an offer of finance on ACSID proposal and may not be relied upon by any party. Credit committee approval will be required and will be subject to our internal credit approval process, final documentation, due diligence, market conditions prevailing at financial close and the absence of any adverse material change.

Sincerely yours,

Signature on file w/ VDOT

Name: Francis Sacr

Title: Managing Director

February 24, 2011

Ryan Pedraza
Program Manager
Innovative Project Delivery Division
1401 East Broad Street
Richmond, Virginia 2321

Re: Letter of support in respect to the proposal for Hampton Roads Bridge Tunnel

Dear Sirs,

Banco Santander, S.A., New York Branch or any of its subsidiaries (hereinafter "Santander"), is pleased to provide this letter of support to Hampton Roads Mobility Group (the "Proposer"), comprised of ACS Infrastructure Development Inc. ("ACS")

This letter shall serve as evidence of the support from Santander to be included in the proposal of Hampton Roads Mobility Group in accordance with the Commonwealth of Virginia PPTA Implementation Guidelines

It is our understanding that ACSID, a wholly-owned subsidiary of Iridium Concesiones de Infraestructuras, S.A. ("Iridium"), intend to submit a competing conceptual proposal for the Hampton Roads Bridge Tunnel.

Banco Santander, S.A. is a 1,148 billion Euros asset and 69.8 billion Euros market cap financial group with a presence in more than 40 countries, and it is currently rated Aa2 by Moody's, AA by S&P and AA by Fitch for long-term unsecured debt.

Santander is the largest financial group in its main market, with more than 90 million customers. Santander operates a total of 14,000 transactional branches, offering a comprehensive range of products and services in retail, investment and private banking in all industry segments: families, small and medium size businesses, large corporations and public and private institutions.

We wish to inform you that ACS is an important client of ours. We have collaborated with ACS on a number of occasions, to its benefit. It is highly regarded by us and has/have an outstanding market reputation in terms of its technical ability to lead an operation of this magnitude and singular nature.

We confirm ACS has the financial capacity to obtain, in the capital and financial markets, the funds needed to finance a project of this size and nature in accordance with ACS's proposal, both in terms of equity and debt. Furthermore, in our opinion, the ACS is capable of securing, managing and bringing to financial close the financing of a project of this size and nature involving a public-private partnership. In this sense, Santander has successfully collaborated with ACS on several projects as detailed below.

A. PPP FINANCINGS CLOSED WITH THE MEMBER OF THE PROPOSER

Table 1 Transportation PPP infrastructure deals closed with the members of the Consortium

Name of the Project	PROJECT DESCRIPTION	Private Financial Value (Original Currency Million)	Private Financial Value (US\$ Million)*	Year when Financial Close was reached	The Bank's Role
South Fraser P. Road	Availability P3. Design, construction, operation, maintenance (“DBFM”), and rehabilitation of the South Fraser Perimeter Road in British Columbia.	CAD\$ 180 MM	\$ 185 MM	2010	Mandated Lead arranger
I 595 Toll Road	Availability P3. Design, construction, operation, maintenance Toll Road in Florida/ US	\$ 800 MM	\$ 800 MM	2009	Book Runner/ Lead Arranger
Baixo Alentejo	Availability P3. Design, construction, operation, maintenance Toll Road in Portugal	\$ 400 MM	\$ 520 MM	2009	Mandated lead Arranger
Algarve Litoral	The Project comprises a 30 year concession to design, build, finance, maintain and operate 267 km of roads within the Algarve region of South Portugal. A total length of 29 km corresponds to stretches of new construction and 239 km of existing roads to be refurbished, from which 8 km will be transferred back to the authorities after upgrading.	253 MM	164 €	2009	Mandated Lead Arranger
A-8 Augsburg-Munich	This project, one of Germany's A Model	462 MM	300 €	2007	Mandated Lead Arranger

	pilot projects, entails the modernisation and expansion of a 37 km section of two lanes between Munich and Augsburg. Completion is excepted by 31 December 2010. The private partner will be required to maintain the entire 52 km of the road for the duration of the concession.				
Central Greece	The project involves the construction of the 231 km central Greece motorway. The first section of the project is a 174 km toll road running north-west/south-east through central Greece, connecting the city of Egnalia to the PATHE (Patra-Athens-Thessalonik). The second 57 km augment will be built by the Greek government and transferred to the SPV – Central Greece Motorway. The road is expected to become operational by the end of 2009.	2,367 MM	1,537 €	2007	Bookrunner & MLA
Ionians Roads	The project will add moer than 500 kms (almost 540) to the Greek motorway network. The project includes work on two separate toll roads. The first runs from Athens to Thessaloniki, Greece's second-largest city which serves as the main connection between Athen and north Greece and the	618 MM	401 €	2006	Bookrunner & MLA

	second road runs parallel to the coast of Ician Sea between the Gulf of Patras and north Greece.				
N-25 Waterford Bypass	The proceeds of the deal will be used to finance the construction of the N25 Waterford Bypass Scheme – a new river crossing over the River Suir in the vicinity of Grannagh, Ireland. The project is also to include the construction of the Westernlink, which is to join the by-pass to the industrial areas south west of the city and also link the N9 and the N24 to the Grannagh Interchange.	367 MM	238 €	2006	Financial Advisor & Bookrunner

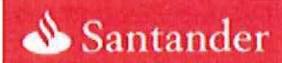
* Figures translated into USD according to USD/EUR exchange rate 1 EUR = 1.30414 USD

** Figures translated into USD according to USD/CAD exchange rate 1 CAD = 0.96859 USD

B. OTHER PPP FINANCINGS CLOSED IN OTHER DEALS DIFFERENT FROM TRANSPORTATION INFRASTRUCTURE TRANSACTIONS.

Table 2 Other PPP infrastructure deals closed with the members of the Consortium

Name of the project	PROJECT DESCRIPTION	Private Financial Value (Original Currency Million)	Private Financial Value (US \$ Million)*	Year when Financial Close was reached	The Bank's Role
Terminal Puerto de Santander	Financing of the construction and operation under a concession of 25 years of a new terminal port closed of "Graneles Soldos Minerales in the	49 MM	32 €	2006	Mandated Lead Arranger & Syndicated Facility



	Port of Santander Spain.				
Bilbao Port Refinancing	Proceeds will be used to refinance the acquisition of TMB (Terminales Maritimas de Bilbao) from ATM (Abra Terminales Maritimas)	123 MM	80 €	2008	Mandated Lead Arranger & Syndicated Facility

Contact Information for PPP Financings

Name: Jorge Camina
Phone: (212) 407 4557
Fax: (212) 497 7856
Email Address: jcamina@santander.us

We wish to reiterate that, based on our previous collaborations, we have a high degree of confidence in ACS experience and "know how" in the financing of transportation infrastructure concessions, and believe ACS has the ability to successfully manage the Project.

Although this letter does not represent a commitment to provide funds, Santander is pleased to be identified by ACS as a potential financier for the project, in the form of debt or letters of credit.

For the avoidance of doubt, this letter is not intended to create a binding commitment and may not be relied upon by any party. Any commitment would be subject to:

1. Completion of, and our satisfaction with all due diligence;
2. Satisfaction of all internal approvals, including internal credit committee review;
3. Preparation, execution and delivery of definitive documentation necessary to effect the Transaction and related transactions, all in form and substance satisfactory to us and our counsel, and satisfaction of all conditions set forth in such documentation; and
4. Absence of any adverse material change.

Sincerely yours,

Banco Santander, S.A., New York Branch

Signature on file w/ VDOT

By:



745 Seventh Avenue
New York, NY 10019
United States

February 24, 2011

Ryan Pedraza
Program Manager
Innovative Project Delivery Division
1401 East Broad Street
Richmond, Virginia 2321

Re: Letter of support for Bond Underwriting in Respect to the Proposal for Hampton Roads Bridge Tunnel

Dear Mr. Pedraza,

Barclays Capital is pleased to provide this letter of support to Hampton Roads Mobility Group (the "Proposer"), comprised of ACS Infrastructure Development Inc. ("ACS"). It is our understanding that ACSID, a wholly-owned subsidiary of Iridium Concesiones de Infraestructuras, S.A. ("Iridium"), intends to submit a competing conceptual proposal for the Hampton Roads Bridge Tunnel (the "Project"). This letter shall serve as evidence of Barclays Capital's support to be included in the proposal of Hampton Roads Mobility Group in accordance with the Commonwealth of Virginia PPTA Implementation Guidelines.

Barclays Capital is the investment banking division of Barclays Bank PLC ("Barclays"). Barclays carries long-term credit ratings in the AA-category from each of Fitch Ratings, Moody's Investor Service and Standard & Poor's Ratings Group and has a balance sheet of approximately \$2.9 trillion. Barclays is a major global financial services provider engaged in retail and commercial banking, credit cards, investment banking, wealth management and investment management services, with an extensive international presence in Europe, the Americas, Africa and Asia. With over 300 years of history and expertise in banking, Barclays Bank PLC operates in over 50 countries and employs 147,000 people. Barclays Bank PLC moves, lends, invests and protects money for over 42 million customers and clients worldwide.

Barclays Capital's activities include transactions in domestic and international debt securities, asset-backed securities, and other corporate related securities and securities lending. Barclays Capital's client base includes corporations, domestic and international governmental agencies, money managers, insurance companies, pension funds, hedge funds, depository institutions, trust banks, money market and mutual funds, official institutions and central banks.

Since 2005, Barclays Capital has served as senior manager on over 1,200 infrastructure and municipal bond offerings totaling over \$142 billion in aggregate issuance. This includes more than sixty-six transportation infrastructure financings of greater than \$100 million and one hundred and seventy-four social infrastructure financings of greater than \$100 million.

Barclays Capital has a long history of financing and investing in public and private infrastructure projects across all sectors, and would be interested in serving as a bond underwriter with respect to the Hampton Roads Mobility Group conceptual proposal for the Project. Barclays Capital has experience in



securing, managing and bringing to close infrastructure transactions similar in size and nature to the Project, and has been involved in nearly all of the major transportation concession procurements in the United States. Recently completed comparable transactions include:

Project	Size (\$MM)	Close	Role
JFK Terminal 4 Expansion	796	2010	Senior Manager, Private Activity Bonds
Denver FasTracks Eagle P3 Project	1,638	2010	Bookrunner, Private Activity Bonds
New Jersey Transportation Trust Fund	1,486	2010	Senior Manager, Tax-Exempt and Taxable Bonds
Raleigh-Durham Airport	336	2010	Senior Manager, Tax-Exempt Bonds
Phoenix Airport	643	2010	Senior Manager, Tax-Exempt Bonds
Kansas Department of Transportation	325	2010	Senior Manager, Taxable Bonds
Metro Washington Airports	348	2010	Senior Manager, Tax-Exempt Bonds
Metropolitan Transportation Authority	468	2010	Senior Manager, Taxable Bonds
Metropolitan Transportation Authority	608	2010	Senior Manager, Taxable Bonds
New Jersey Transportation Trust Fund	859	2010	Senior Manager, Tax-Exempt and Taxable Bonds
Barclays Center	1,034	2009	Senior Manager, Tax-Exempt Bonds
Port of Miami Tunnel	1,000	2009	Financial Advisor to Sponsors
Los Angeles Airport	307	2009	Senior Manager, Taxable Bonds
Port of Seattle	296	2009	Senior Manager, Taxable Bonds
Metropolitan Transportation Authority	600	2009	Senior Manager, Tax-Exempt Bonds
Pennsylvania Turnpike Commission	275	2009	Senior Manager, Taxable Bonds
Miami-Dade County Airport	600	2009	Senior Manager, Tax-Exempt Bonds
Georgia Road & Tollway Authority	600	2009	Senior Manager, Tax-Exempt Bonds
Triborough Bridge & Tunnel Authority	325	2009	Senior Manager, Tax-Exempt Bonds
North Texas Tollway Authority	609	2008	Senior Manager, Tax-Exempt Bonds
North Texas Tollway Authority	1,000	2008	Senior Manager, Tax-Exempt Bonds
Phoenix City Civic Imp Corp	317	2008	Senior Manager, Tax-Exempt Bonds
Pennsylvania Turnpike Commission	402	2008	Senior Manager, Tax-Exempt Bonds
Bay Area Toll Authority	508	2008	Senior Manager, Tax-Exempt Bonds
North Texas Tollway Authority	3,008	2008	Senior Manager, Tax-Exempt Bonds
Triborough Bridge & Tunnel Authority	1,075	2008	Senior Manager, Tax-Exempt Bonds
Port Authority of NY & NJ	350	2008	Senior Manager, Taxable Bonds
Chicago O'Hare Airport	751	2008	Senior Manager, Tax-Exempt Bonds
New Meadowlands Stadium	650	2007	Financial Advisor and Senior Manager, Taxable Bonds
North Texas Tollway	3,500	2007	Senior Manager, Tax-Exempt Bonds
Carousel Center	325	2007	Senior Manager, Tax-Exempt Bonds
Illinois Tollway	770	2005	Senior Manager, Tax-Exempt Bonds
SR-91 Express Lanes	195	2003	Senior Manager, Tax-Exempt Bonds
Central Texas Turnpike	2,200	2002	Senior Manager, Tax-Exempt Bonds
JFK Terminal 4	934	1997	Financial Advisor; Bookrunner, Private Activity Bonds and Equity Investor

We wish to inform you that ACS is an important client of ours, and we have collaborated with ACS on a number of occasions. ACS is highly regarded by us and has an outstanding market reputation in terms of its technical ability to lead and execute a development project of this nature and scale.

We believe that Proposer has the capacity to obtain, in the capital and financial markets, the sufficient debt and/or equity finding to finance the Project. We have confidence in the Proposer's experience and



"know how" in the financing of transportation infrastructure concessions, and believe the Proposer has the ability to manage the Project, should they be selected.

Although this letter does not represent a commitment to provide funds, Barclays Capital is pleased to confirm its interest in underwriting bonds, including Private Activity Bonds, on behalf of the Proposer should they be awarded the Project. For the avoidance of doubt, this letter is for informational purposes only and is not intended to create a binding commitment and is not an offer of financing of the Project. Any financing with respect to the Project would be subject to Barclays Capital's satisfaction with the financing terms and structure, completion of all due diligence, obtaining credit committee approvals and execution of definitive documents satisfactory to Barclays Capital in form and substance, market conditions prevailing at financial close and the absence of any adverse material change.

Should you require further information do not hesitate to contact the undersigned.

Regards,

Signature on file w/ VDOT

Stephen Howard
Barclays Capital
Director, Head of Infrastructure Project Finance

Parent Company Support

Please find Parent Company Support Letters from the following companies:

- **ACS Servicios y Concesiones, S.L.**
On behalf of ACS Infrastructure Development, Inc.
- **Iridium Concesiones de Infraestructuras, S.A.**
On behalf of ACS Infrastructure Development, Inc.
- **Dragados, S.A.**
On behalf of Dragados USA, Inc.



February 17th, 2011

Mr. Ryan Pedraza
Program Manager
Virginia Department of Transportation
Innovative Project Delivery Division
1401 East Broad Street
Richmond, Virginia 23219

Re: Hampton Roads Bridge-Tunnel (Unsolicited Conceptual PPTA Proposal)
Letter of Parent Company Support from ACS Servicios y Concesiones, S.L., in favor
of ACS Infrastructure Development, Inc., as an Equity Member

Dear Mr. Pedraza,

ACS Servicios y Concesiones, S.L. ("ACS SyC"), the parent company of ACS Infrastructure Development, Inc. ("ACSID"), submits this letter to the Virginia Department of Transportation in accordance with Tab 1 of Appendix D to the PPTA Implementation Guidelines and in relation to the Conceptual Proposal submitted by the Hampton Roads Mobility Group to finance, design, construct, operate and maintain the Hampton Roads Bridge-Tunnel ("HRBT") Project.

ACS SyC hereby confirms its intention to support ACSID (i) in respect to its participation during the current procurement process and (ii) should the Project be awarded to the Hampton Roads Mobility Group, in respect to ACSID's anticipated involvement as an Equity Member of the Hampton Roads Mobility Group, to the extent required to secure financing for the Project.

Very truly yours,

ACS SERVICIOS Y CONCESIONES, S.L.

Signature on file w/ VDOT

Marcelino Fernández Verdes
President and Chief Executive Officer



February 17th, 2011

Mr. Ryan Pedraza
Program Manager
Virginia Department of Transportation
Innovative Project Delivery Division
1401 East Broad Street
Richmond, Virginia 23219

Re: Hampton Roads Bridge-Tunnel (Unsolicited Conceptual PPTA Proposal)
Letter of Parent Company Support from Iridium Concesiones de Infraestructuras, S.A., in favor of ACS Infrastructure Development, Inc., as an Equity Member

Dear Mr. Pedraza,

Iridium Concesiones de Infraestructuras, S.A. ("Iridium"), the parent company of ACS Infrastructure Development, Inc. ("ACSID"), submits this letter to the Virginia Department of Transportation in accordance with Tab 1 of Appendix D to the PPTA Implementation Guidelines and in relation to the Conceptual Proposal submitted by the Hampton Roads Mobility Group to finance, design, construct, operate and maintain the Hampton Roads Bridge-Tunnel ("HRBT") Project.

Iridium hereby confirms its intention to support ACSID (i) in respect to its participation during the current procurement process and (ii) should the Project be awarded to the Hampton Roads Mobility Group, in respect to ACSID's anticipated involvement as an Equity Member of the Hampton Roads Mobility Group, to the extent required to secure financing for the Project.

Very truly yours,

**IRIDIUM CONCESIONES DE
INFRAESTRUCTURAS, S.A.**

Signature on file w/ VDOT

Marcelino Fernández Verdes
Attorney-in-Fact

DRAGADOS

February 15, 2011

Mr. Ryan Pedraza
Program Manager
Virginia Department of Transportation
Innovative Project Delivery Division
1401 East Broad Street
Richmond, Virginia 23219

**Re: Hampton Roads Bridge-Tunnel (Unsolicited Conceptual PPTA Proposal)
Letter of Parent Company Support from Dragados S.A., In favor of Dragados USA, Inc., as a Non-Equity Lead Contractor**

Dear Mr. Pedraza,

Dragados, S. A. ("Dragados"), the parent company of Dragados USA, Inc. ("DUSA"), submits this letter to the Virginia Department of Transportation in accordance with Tab 1 of Appendix D to the PPTA implementation Guidelines and in relation to the Conceptual Proposal submitted by the Hampton Roads Mobility Group to finance, design, construct, operate and maintain the Hampton Roads Bridge-Tunnel ("HRBT") Project.

Dragados hereby confirms its intention to support DUSA (i) in respect to DUSA's participation during the current procurement process and, (ii) should the Project be awarded to the Hampton Roads Mobility Group, in respect to DUSA's anticipated involvement as a Non-Equity Lead Contractor of the Hampton Roads Mobility Group to the extent required to support DUSA's services for the Project.

Very truly yours,
DRAGADOS, S.A.

Signature on file w/ VDOT

Marcelino Fernandez Verdes
Chairman and CEO



DRAGADOS, S.A.
Avda. del Camino de Santiago, 50 28050 Madrid Teléfono: 91 343 93 00. Fax: 91 343 94 00

Teaming Agreement

Please find a summary of the contractual terms that the members of the Hampton Roads Mobility Group envisage to enter into.

**DETAILS OF THE TEAMING AGREEMENT
FOR THE HAMPTON ROAD BRIDGE & TUNNEL PROJECT**

EFFECTIVE FEBRUARY 22, 2011, BY AND BETWEEN:

The Proposer Members:

- (i) **ACS Infrastructure Development, Inc.** (“**ACS**”), a corporation organized and existing under the laws of Delaware and having its principal office at One Alhambra Plaza, Suite 710, Coral Gables, Florida 33134;
- (ii) **Dragados USA, Inc. (“Dragados”)**, a corporation organized and existing under the laws of Delaware and having its principal office at 500 Fifth Avenue, 38th Floor, New York, NY 10110;
- (iii) **Flatiron Constructors, Inc. (“Flatiron”)** a corporation organized and existing under the laws of Delaware and having its principal office at 10188 E. 1-25 Frontage Road, Longmont, Colorado, 80504 USA; and
- (iv) **Moffatt & Nichol (“M&N”)** a Corporation organized and existing under the laws of California and having an office at 800 World Trade Center, Norfolk, VA 23510

each, a “**Party**” and collectively, the “**Parties**” submit this letter as an explanatory note confirming:

1. Objectives

- (i) The Parties agree to cooperate together as the **Hampton Roads Mobility Group** (the “**Proposer**”) in the joint preparation of the Unsolicited Conceptual Proposal (“**Conceptual Proposal**”) to be submitted to the Virginia Department of Transportation (“**VDOT**”) and corresponding jurisdictions, pursuant to the Commonwealth of Virginia’s Public-Private Transportation Act (as amended) Implementation Guidelines and House Bill 402 of the 2010 Session of the General Assembly of Virginia, collectively “**PPTA Guidelines**,” to add capacity to the Hampton Roads Bridge Tunnel (the “**Project**”) located in Virginia;
- (ii) If VDOT determines the Proposer successfully completed Phase I – Phase III of the PPTA Guidelines and deems it eligible for Phase IV, then the Parties also agree to cooperate in the preparation and submission of a Detailed Proposal (the “**Detailed Proposal**”), as defined in the PPTA Guidelines; and
- (iii) If VDOT determines the Proposer successfully completed Phase IV, then in entering Phase V (the “**Negotiation Phase**”), which encompasses the negotiation of an interim and/or comprehensive agreement with VDOT, as defined in the PPTA Guidelines.

2. Roles of the Parties

A) Equity Members

The members of the Proposer that will contribute equity and/or subordinated debt as part of the financing plan for the Project shall be the companies hereafter referred to, with the following equity participation (the “**Equity Member**”):

ACS.....100%

Should Proposer be successful in entering the Negotiation Phase, then the Equity Member will form a special purpose company (the “**Concessionaire**” or “**Developer**”) to perform the Project.

B) Lead Contractor: Design-Build Joint Venture

The members of the Proposer responsible for the design and construction of the Project will be a joint venture formed by Dragados and Flatiron (the “**Design-Build Joint Venture**”) in the participations to be agreed between the parties. The obligations of Dragados and Flatiron in the joint venture shall be joint and several.

Dragados and Flatiron entered into that certain Teaming Agreement, dated February 15, 2011, in respect of the Project (the “**Dragados-Flatiron Teaming Agreement**”), which agreement was acknowledged by each of ACS and M&N on February 18, 2011.

C) Lead Engineering Firm

M&N will act, pursuant to a sub-contract to be negotiated with the Design-Build Joint Venture, as the lead engineering firm in charge of the design and engineering of the Project, except for certain scope of services that, at the discretion of Design-Build Joint Venture, will be performed by others. It is agreed that the terms and conditions under which the design and engineering services will be provided shall be negotiated at arm’s length basis, based on competitive market prices and shall take into consideration commercial terms and conditions typical for projects of this nature and the requirements of the PPTA Guidelines.

M&N, Dragados and ACS all entered into that certain Exclusive Dealing Agreement, dated January 13, 2011, in respect of the Project (the “**M&N-Dragados-ACS Teaming Agreement**”), each agreement was acknowledged by Flatiron on February 18, 2011.

D) Lead Operation and Maintenance Firm

ACS will be the lead operation and maintenance firm. It is anticipated at the operation and maintenance of the project will be done as a self-performance of the Concessionaire.

3. Definitive agreements

During the Proposer’s preparation of the Conceptual Proposal and, if VDOT deems it eligible, the Detailed Proposal for the Project, and, in any event, before either proposal is submitted to VDOT, the relevant Parties will negotiate, on an exclusive basis, the terms

and conditions and scope of work to be developed by each Party.

The relevant Parties shall negotiate in good faith and agree on the principles and terms for the contracts on which the Concessionaire will rely on for the continued provisions of services, works and supplies for the Project. It is agreed that the terms and conditions of these contracts shall be negotiated based on competitive market prices and shall take into consideration commercial terms and conditions typical for projects of this nature and the requirements of the PPTA Guidelines.

4. Project Team

The Parties will designate a project team (“**Project Team**”), which will be responsible for the formalization and submission of all the documents to VDOT. The Project Team Director and Authorized Representative of the Proposer shall each be nominated by ACS.

All employees provided by each Party shall remain employees on the payroll and at the cost of such Party.

No document or communication regarding the Project shall be delivered or made available to the VDOT without the consent of the Equity Member.

5. Exclusivity

The Parties intend to participate in the Project on an exclusive basis. Third parties may only be added to the Proposer with the unanimous prior written approval of the Equity Member. No Party shall enter into any arrangement, agreement or collaborate in any way with any third party in connection with the Project, without the unanimous prior written approval of the Equity Member or as otherwise permitted under the terms of the M&N-Dragados-ACS Teaming Agreement and/or the Dragados-Flatiron Teaming Agreement.

The exclusivity obligation set forth is binding upon the Parties, their affiliates and successors.

For the purposes of this Agreement, “affiliate” means, with respect to a Party, any legal entity directly or indirectly controlling, controlled by, or under direct or indirect common control with such Party. For the purposes of this definition, “control” means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such Party, whether through the ownership of voting securities, by contract or otherwise.

If a Party decides to withdraw, such Party shall not participate in any way whatsoever in the bidding and/or implementation phases of the Project, individually or with any third party.

6. Dispute

The Parties agree that in the event of a dispute between or amongst the Parties, no Party shall be entitled to stop, hinder or delay work on the Project.

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ACS INFRASTRUCTURE DEVELOPMENT, INC.

By: _____
Name:
Title:

DRAGADOS USA, INC.

By: _____
Name:
Title:

FLATIRON CONSTRUCTORS, INC.

By: _____
Name:
Title:

MOFFATT & NICHOLS

By: _____
Name:
Title:

2. Project Characteristics

Is the proposed transportation facility technically feasible?

SECTION-AT-A-GLANCE

The Hampton Roads Mobility Group (HRMG) has developed a technically feasible, comprehensive solution to provide increased capacity, mobility and safety along the I-64/HRBT corridor from Fort Eustis on the Peninsula to the I-264 interchange on the Southside. The HRMG solution includes the following key features:

- **34 Miles of Express Lanes** from Fort Eustis on the Peninsula to I-264 on the Southside,
- Total **corridor capacity of 8 lanes** along the majority of the project corridor,
- **Improved Level of Service (LOS) along the entire project corridor**, with the general purpose lanes at LOS D or better, and the Express Lanes always providing a high quality option—usually of LOS A-C,
- A **fair tolling policy** that promotes and protects the economy of the region
- A project that **fits within the existing right-of-way** with little or no impacts to surrounding properties,
- When the new tunnel is constructed, westbound trucks will be routing through the express lanes which will **mitigate the over height conflicts**,
- **HRMG will operate, manage and maintain the entire HRBT facility**—old and new—including funding for a capital maintenance and investment program for the 53-year old westbound span of HRBT
- Construction of **a new, state-of-the-art 4-lane immersed tube tunnel and bridge system** adjacent to the existing tunnel to provide the additional needed capacity,
- **Improvements to regional quality of life** in terms of reduced transportation congestion, support for the region's main economic sectors, and improved hurricane evacuation.

2.1. Project Definition

Is the project described in sufficient detail to determine the type and size of the project, the location of the project and all proposed interconnections with other transportation facilities, the communities that may be affected, and alternatives, (e.g. alignments) that may need to be evaluated?

The Hampton Roads Mobility Group (HRMG) recognizes that simply building a new tunnel will not solve congestion. Therefore, we approached this proposal from the transportation network system perspective with the following process to develop a real solution to alleviating congestion in Hampton Roads:

- Define the Problem
- Develop Alternatives
- Conduct Traffic Analysis
- Screen the Alternatives
- Develop a Preferred Alternative

THE PROBLEM:

- HRBT is one of the most important and highly used facilities in the region
- I-64/HRBT corridor is one of the region's most congested corridors.
- Recurring congestion during the morning and evening peak periods
- Non-recurring congestion at other points in the day due to high travel demand.
- The Hampton Roads Transportation Planning Organization's (HRTPO) *Hampton Roads Congestion Management Process, 2010 Update*, ranked HRBT as the most congested freeway in the region,
- HRTPO's staff presentation *Prioritization of Transportation Projects: Project Evaluation and Scoring lists HRBT as the most valuable interstate project and second most valuable water crossing (after Midtown Tunnel)*.
- *The 2035 VTrans Executive Summary identifies the HRBT expansion multiple times as a needed project and Hampton Roads bridges and tunnels as one of four major statewide investment priorities*.
- *The Hampton Roads Residents' Perceptions of Regional Transportation prepared by Christopher Newport University's Judy Ford Watson Center for Public Policy notes correcting congestion at the HRBT as its only specific highway solution*.
- Figure 1, taken from the *Hampton Roads Regional Travel Delay Study*, illustrates the recurring delay during the PM Peak Periods.
- Figure 2, taken from the *Hampton Roads Congestion Management Process 2010 Update Report*,
 - Eastbound backs up for about 3 miles during both the AM and PM Peak periods
 - Westbound backs up 5 miles in the during the PM Peak period.

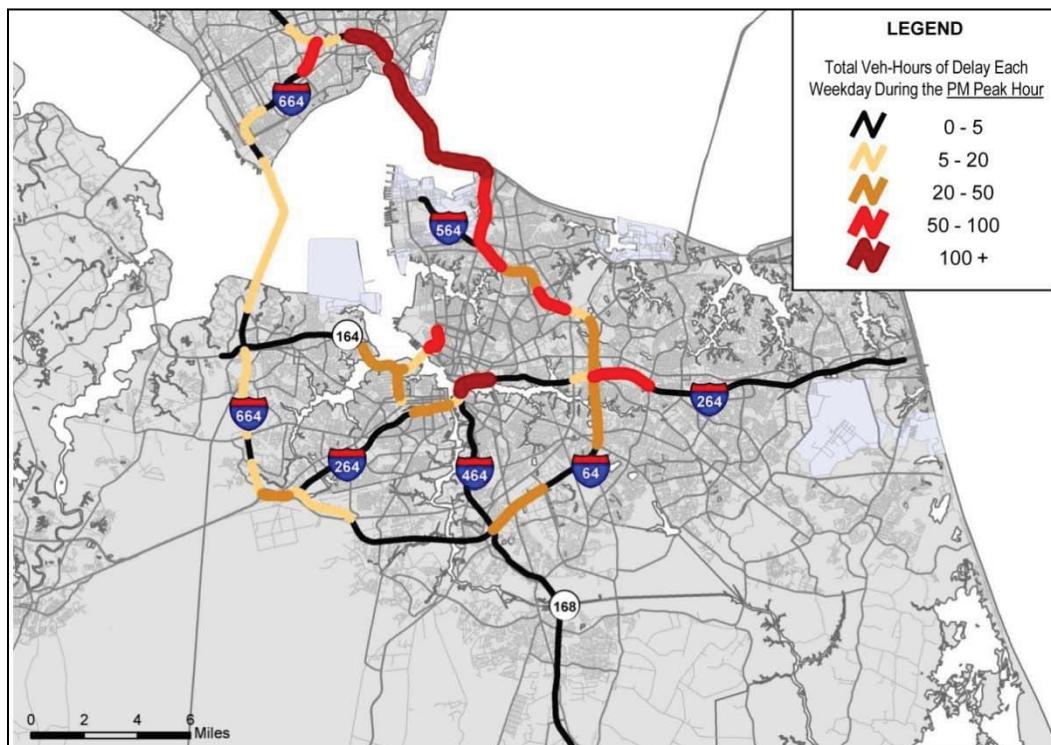


Figure 1 – Peak Period Weekday Hours of Recurring Delay, Source: HRTPO

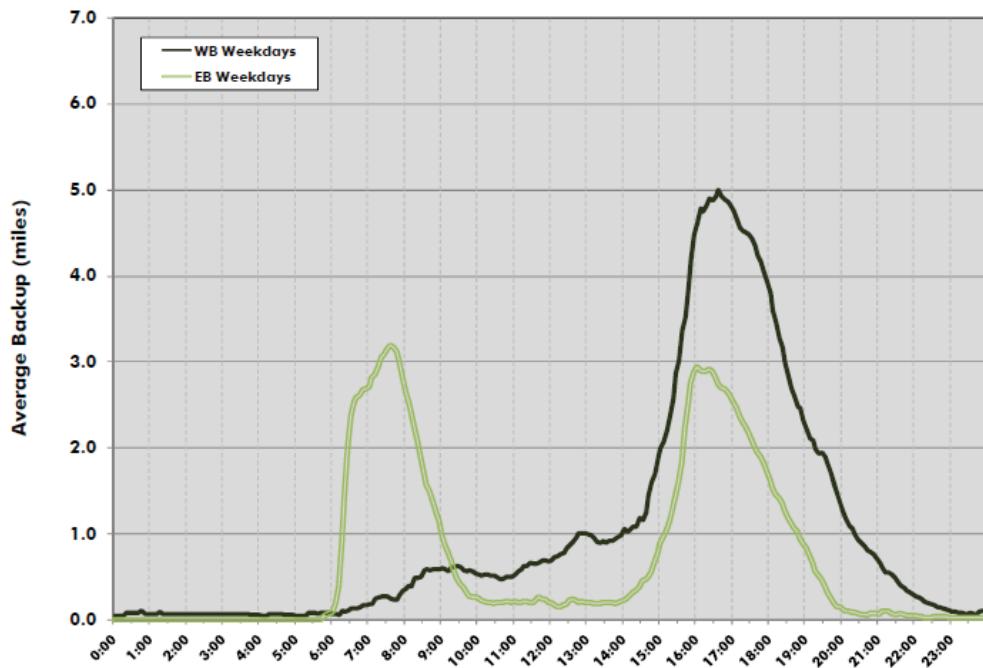


Figure 2 – Length of HRBT Queues, Source: HRTPO

Alternatives

VDOT Alternatives

Capacity improvements on the Hampton Roads crossings have long been studied. Numerous alternatives have been proposed and examined including those evaluated in the Final Environmental Impact Statement; which received the Record of Decision in 2001. In 2008 VDOT further considered six alternatives for expansion of the Hampton Roads Bridge Tunnel. The results of the study are summarized below.

Table 1 – Hampton Roads Bridge Tunnel Expansion Feasibility Study, VDOT (2008)

VDOT Alternative	Description	Total Lanes	Analysis
1	2 additional bridge tunnel lanes	6	Eliminated - Safety concerns with 2-way traffic
2	2 additional bridge tunnel lanes reversible	6	Eliminated – Inadequate capacity
3	4 additional bridge tunnel lanes	8	Potential solution – but with ROW impacts
4	4 additional bridge tunnel lanes (2 multimodal)	8	Potential solution – but with ROW impacts
5	2 additional lanes, high level bridge	6	Eliminated – constructability concerns
6	4 additional lanes, high level bridge	8	Potential solution – but with ROW impacts

Guiding Principles

Building from the VDOT 2008 study, HRMG sought to identify a project formulation that would solve HRBT congestion issues without requiring right of way acquisitions and with a sound solution to fund the large project costs. In establishing this project formulation, the team considered a solution with a broader scope than just the HRBT, and sought project solutions that attempted to make the HRBT Project affordable by considering approaches to lower the project costs and increase project revenues. In summary, the following guiding principles were used to screen the project alternatives:

- Provide sufficient capacity to alleviate HRBT congestion – LOS D or better.
- Develop a tolling structure that promotes and protects the regional economy and that is fair from both a regional and a statewide perspective.
- Fit within the existing Right-Of-Way.
- Incorporate transportation demand management.
- Offer reliable travel options to regional travelers.

Reliable travel options can be achieved by the use of the Express Lane concept. Express Lanes use tolls to limit the amount of traffic using the facility to maintain a specified speed and can achieve mobility and policy goals, such as allowing high occupancy vehicles (HOVs) to use the facility without paying a toll, while charging tolls to other vehicles. Express Lanes provide the advantage of offering travelers the option of a reliable travel time while using the toll funds to help construct additional capacity that benefits all travelers in a corridor.

Additionally, the reliable travel times offered by Express Lanes also allow for improved transit service. The *Hampton Roads Region Transit Vision Plan* includes a high quality transit service between the Peninsula and the Southside. In the vision plan, this service has been shown as Light Rail through a new, dedicated tunnel crossing; however, funding has not yet been identified for this project. With the current congestion on the HRBT, bus routes do not offer a high quality transit service. With the addition of Express Lanes along I-64, rapid transit services such as (BRT) could provide a high quality transit service between the Peninsula and the Southside. This was another supporting factor in the consideration of the HRBT expansion in the form of Express Lanes.

Alternatives Considered by HRMG

Using the guiding principles outlined above, HRMG considered a number of project alternatives depicted below in Table 2.

Table 2 – HRMG Alternatives Considered

Alternative	Description	Total Lanes	Extents
0	4 lane bridge tunnel + 2 new lanes	6 min.	I-664 to I-564
1	Four Express Lanes	8	I-664 to I-564
2	Four Express Lanes w/ toll on existing HRBT	8	I-664 to I-564
3	Two Reversible Express Lanes	6 min	I-664 to I-564
4	Two Reversible Express Lanes w/ toll on existing HRBT	6 min	I-664 to I-564
5	I-64 Managed Lanes w/ toll on existing HRBT	8	Ft. Eustis to I-264
6	I-64 and I-264 Managed Lanes w/ toll on existing HRBT	8	Ft. Eustis to Oceanfront

HRMG Alternative 0: The alternative represents the unsolicited conceptual proposal VDOT received in September 2010 for expanding the HRBT. This alternative widens the HRBT to eight lanes for the bridge and tunnel structures, while widening the land segments to six lanes. Sketch level planning analysis of the level of service for this design, indicates that by 2020—shortly after project opening—the westbound direction would operate at level of service (LOS) E during the PM peak direction, and would reach LOS F by 2030 due to capacity constraint of the six-lane road segment and the potential conflicts caused by traffic merging from eight-lane to six-lane section. With this configuration, the transition point from eight-lane to six-lane will become the new bottleneck as demand continues growing. The queues could potentially back up from the new bottleneck, making the expansion less effective. This issue could be solved by providing the same capacity in the road segments, as new HRBT capacity on both sides of the crossing, this configuration would be 8 lanes all the way from I-664 until I-564. This configuration is evaluated as part of the financial modeling as described in the financial plan section.

Table 3 - Level of Service Analysis of HRMG Alternative 0

Segments	2020				2030			
	AM		PM		AM		PM	
	EB	WB	EB	WB	EB	WB	EB	WB
I-664 to HRBT	A-C	A-C	A-C	E	D	D	D	F
HRBT	A-C	A-C	A-C	A-C	A-C	A-C	A-C	D
HRBT to I-564	D	A-C	D	D	D	A-C	D	E

HRMG Alternative 1: Add four Express Lanes to I-64 between I-664 and I-564, doubling the number of lanes of the HRBT and roadways.

HRMG Alternative 2: Includes the same new capacity as HRMG Alternative 1 with tolls added to the existing HRBT. Since travelers using the existing HRBT would benefit from parallel Express Lanes, tolling these travelers is consistent with the guiding principles.

HRMG Alternatives 3 and 4: These alternatives are similar to HRMG Alternatives 1 and 2, respectively, with the difference being the addition of only two lanes that are operated reversibly in the peak travel direction in an attempt to lower the Project's costs. These alternatives are similar to VDOT Alternative 2, and similarly suffered because the demand is sufficiently high in the off-peak direction that satisfactory levels of service could not be achieved by adding reversible Express Lanes.

HRMG Alternative 5: This alternative creates a system of Express lanes from Ft. Eustis Blvd. to I-264. The Express Lanes are created by connecting the HOV lanes on the Peninsula with the HOV lanes on the Southside and converting the HOV lanes to HOT lanes. Two additional lanes would be added between Ft. Eustis and Bland Blvd. and 4 new lanes would be added from I-664 to I-564 (doubling the capacity of the HRBT.)

HRMG Alternative 6: This alternative would extend Alternative 5 Express Lanes along I-264 east through Virginia Beach.

HRMG Alternatives Screening: The guiding principles were used to screen the alternatives as follows:

Table 4 - HRMG Alternatives Analysis

HRMG Alternative	Satisfy Capacity	Fair/Economic Tolls	Existing ROW	Demand Management	Reliable Travel
0	-	-	+	-	-
1	+	+	+	+	+
2	+	+	+	+	+
3	-	+	+	+	-
4	-	+	+	+	-
5	+	+	+	+	+
6	+	+	+	+	+

HRMG Alternatives 5 and 6 both satisfied all of the guiding principles; however, HRMG Alt. 5 is simpler to implement and therefore was selected as the preferred option for development. This alternative creates a 34-mile express lane from Ft. Eustis to I-264 with congestion free travel. The future configuration along the entire corridor is detailed in Table 5 found on the next page. The express lane is expected to open in its entirety in 2019 with the tolling on the existing HRBT starting in 2014. Under this alternative, flat and affordable rate tolling will be assessed on the existing HRBT (detailed toll rate assumptions are described in Tab 3) and variable pricing/congestion pricing will be applied on the Express Lane. High Occupancy Vehicles with 3 or more occupants will travel free during peak periods from Ft. Eustis to I-664, while High Occupancy Vehicle with 2 or more occupants will travel free during peak periods for the 2 lane reversible express lane section. HRMG Alternative 5 is described in substantial detail throughout this proposal.

Table 5 - HRMG Alternative 5 Configuration

Segment Description	Existing Configuration		Future Configuration		Tolling Policy		
	GPL	HOV	GPL	Express	GPL	Express	
Ft. Eustis to Bland Blvd.	2+2	n/a	2+2	1+1	Free	Variable Toll Peak HOV-3 Free No Transit Toll	
Bland Blvd. to I-664	3+3	1+1	3+3	1+1			
I-664 to HRBT	3+3/ 2+2	n/a	2+2	2+2	Free	Variable Toll No Transit Toll	
HRBT	2+2	n/a	2+2	2+2	\$1-\$2		
HRBT to I-564	2+2	n/a	2+2	2+2	Free	Variable Toll Peak HOV-2 Free No Transit Toll	
I-564 to Tidewater Dr.	3+3	2 Reversible	3+3	2 Reversible	Free		
Tidewater Dr. to I-264	3+3/ 4+4	2 Reversible	3+3/ 4+4	2 Reversible			

As a check that sufficient capacity is being added to the corridor, a level of service analysis was conducted on HRMG Alternative 5. Table 6 shows that through the analysis period, the performance of the general purpose lanes is at LOS D or better, with the Express Lanes always providing a high quality option—usually of LOS A, but no worse than LOS C.

Table 6 - Level of Service Analysis of HRMG Proposed Alternative

Segments	2020				2030			
	AM		PM		AM		PM	
	EB	WB	EB	WB	EB	WB	EB	WB
I-664 to HRBT – General Purpose Lanes	A-C	A-C	A-C	A-C	D	A-C	D	D
I-664 to HRBT – Express Lanes	A-C	A-C	A-C	A-C	A-C	A-C	A-C	A-C
HRBT – General Purpose Lanes	D	A-C	D	D	D	D	D	D
HRBT – Express Lanes	A-C	A-C	A-C	A-C	A-C	A-C	A-C	A-C
HRBT to I-564 – General Purpose Lanes	A-C	A-C	A-C	A-C	A-C	A-C	D	D
HRBT to I-564 – Express Lanes	A-C	A-C	A-C	A-C	A-C	A-C	A-C	A-C

Channel Crossing Alternatives

In addition to evaluating the roadway improvement alternatives outlined above, HRMG also considered different options for the main channel crossing. The *Hampton Roads Bridge-Tunnel Expansion Feasibility Study*, VDOT (2008) presented a concept for a high level fixed bridge as an alternative to an immersed tube tunnel. HRMG reconsidered the high level bridge as a potential capital and operations and maintenance cost savings. The channel in the vicinity of the HRBT is very wide and deep and serves as the entrance to Norfolk Harbor. The channel is heavily used by the US Navy, US Coast Guard, commercial shipping and recreational vessels. In addition to the deep draft navigation channel, several deep draft anchorages are located immediately adjacent to the channel and the existing HRBT. A bridge crossing in this location would be required to have a vertical clearance over the main channel of at least 200 feet and

potentially as much as 250 feet. The horizontal clear span of the bridge would need to be on the order of 4,000 to 5,000 feet to maintain safe navigation and not adversely impact the flushing characteristics of the James River. A shorter main span would require multiple large piers in deep water which would also require extensive vessel impact protection. The installation of the large piers and vessel impact protection would impede the tidal flushing in Hampton Roads. The bridge alternative was eliminated from further consideration due to the environmental and navigational concerns.

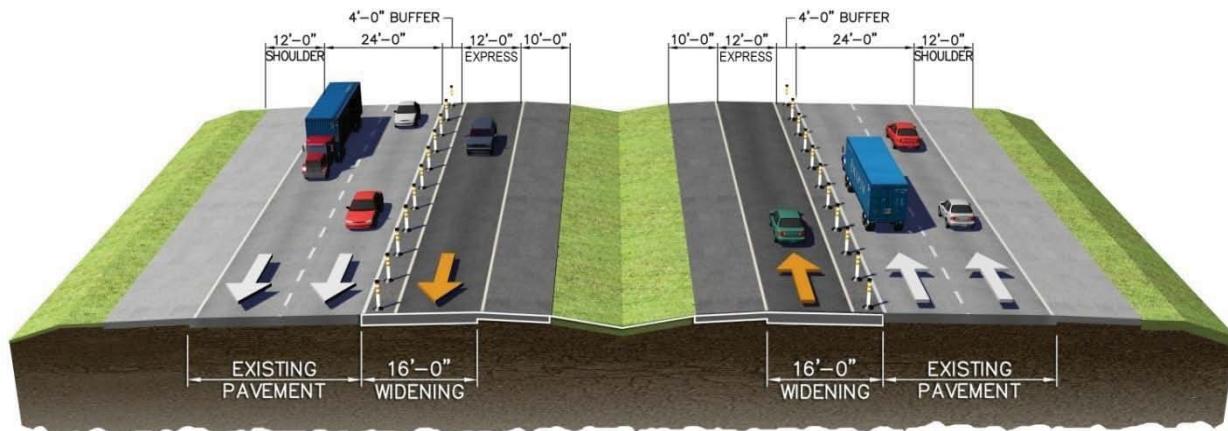
Details of Selected Project Alternative

Through much detailed thinking and analysis, HRMG has identified a viable, technically feasible, long-term solution to the congestion problem at the HRBT and corresponding I-64 Corridor. Details of our proposed alternative are provided in this section, numbered according to each segment of the project beginning at Fort Eustis as depicted in the graphic below.



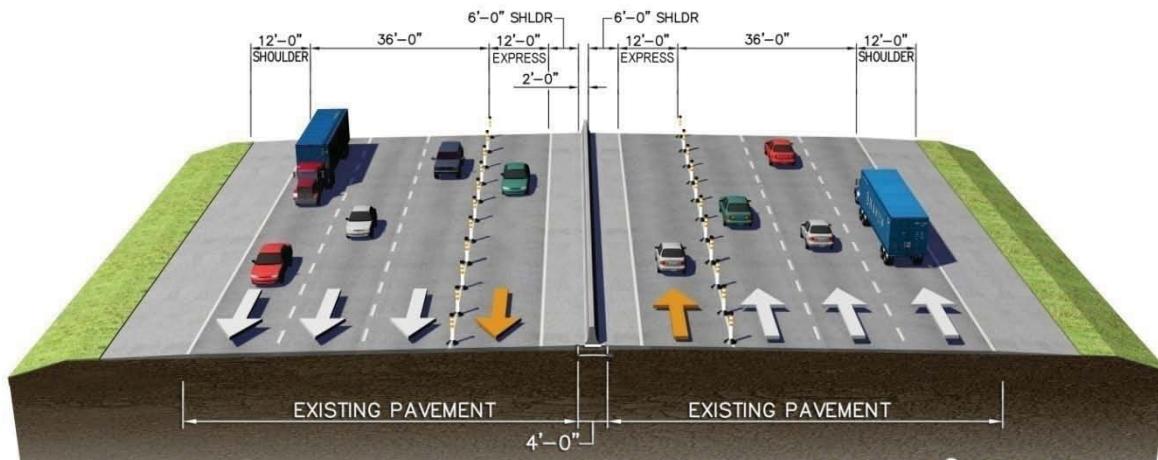
Segment 1 - Ft. Eustis Blvd. to Bland Blvd

Starting at Ft. Eustis Blvd. I-64 would be widened by constructing a new lane in each direction. Widening would be completed in the existing median as illustrated in the figure below. The new express lane would be separated from the adjacent General Purpose lanes by a four foot buffer and traffic delineators. Overhead sign bridge structures would be used at the entrance to the express lanes to classify vehicles and electronically toll the EZ-Pass.



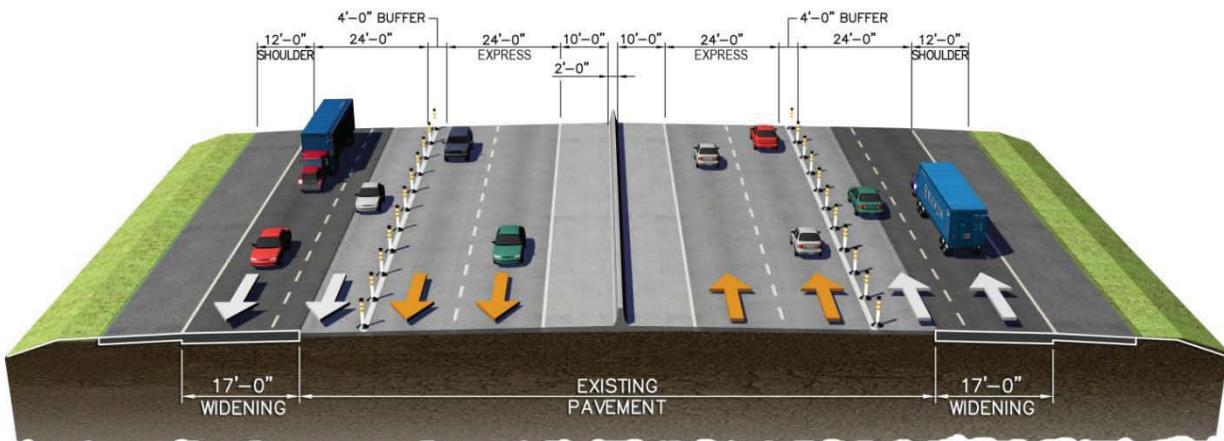
Segment 2 – Bland Blvd to I-664

I-64 between Bland Blvd. and I-664 is generally an eight (8) lane facility. The existing HOV lanes are underutilized. HRMG proposes to convert the existing HOV lanes to Express Lanes to better utilize this capacity. The new configuration will be, in general, as illustrated in the figure below.



Segment 3 - I-664 to HRBT

Two new lanes, one in each direction, will be installed on the outside of the existing I-64 from I-664 to the HRBT. These new lanes will be installed within the existing Right-of-Way (ROW). Two lanes in each direction will be used as Express Lanes and two lanes will be General Purpose lanes serving local traffic. The new configuration will be, in general, as illustrated in the figure below.



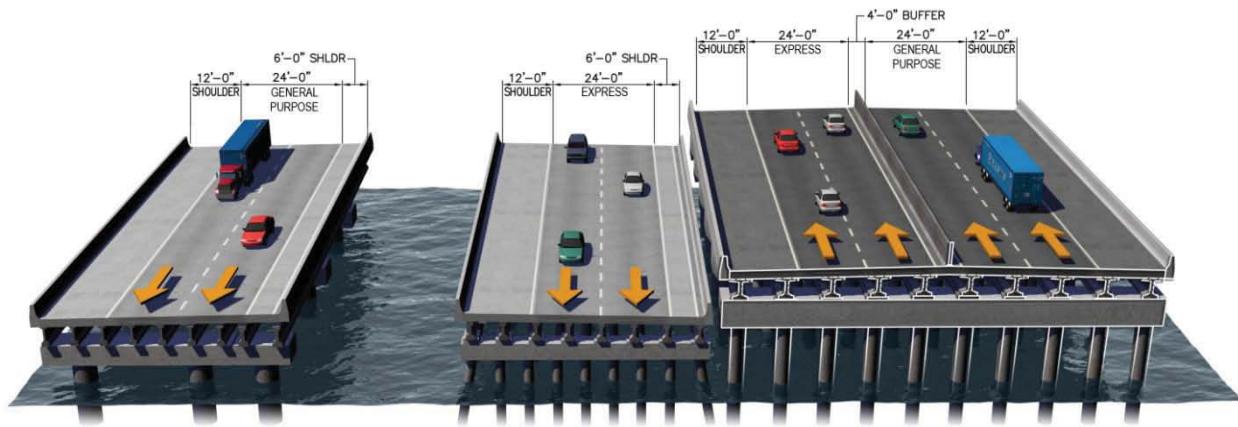
New HRBT Crossing

The new harbor crossing will consist of expansions to both Hampton and Norfolk Islands; new approach bridges from Hampton to Hampton Island and Norfolk Island to Willoughby; and construction of a state-of-the-art, four-lane immersed tube tunnel parallel to the existing HRBT as illustrated in the figure below.



Segment 4 – HRBT North Approach Bridge

Starting at the Hampton shoreline the bridge structure will be constructed using conventional pile bent substructures with precast concrete girders and concrete slabs. The bridge structure will generally parallel the existing structure on the west side. The new bridge will be constructed at an elevation of 30-ft +/- to improve hurricane storm surge resistance.

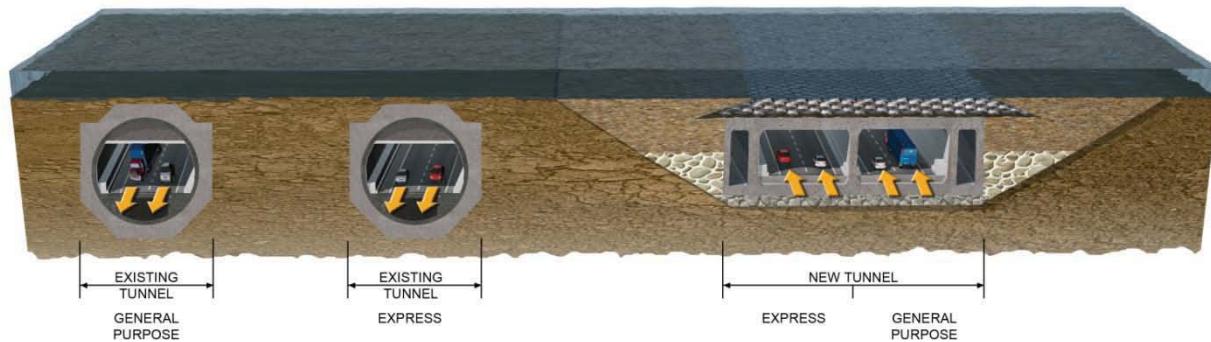


Hampton Island Expansion

The HRMG team has extensive experience working in the Hampton Roads harbor, specifically designing dikes and landfills on soft marine foundations. A comprehensive geotechnical exploration program will be implemented to determine the existing conditions of the Hampton Island. This program will be used to design the expansion and to account for the potential differential settlement that could occur between the older, more consolidated portions of the island and the new expansion. The expansion will then be designed to eliminate potential impacts to the existing tunnel segments. The island expansion will be constructed by building a dike system around the perimeter and filling of the interior with suitable sand material. The exterior of the dike will be protected by armor stone to minimize scour and erosion.

Section 5 – Immersed Tube Tunnel

Immersed tube tunnel construction is a well established, conventional method of building a tunnel. The new tunnel will be constructed in similar fashion to the other immersed tube tunnels in the Hampton Roads area. The new tunnel will be a 4-lane facility with two general purpose lanes and two express lanes in the eastbound direction. The existing tunnels would be used with two general purpose and two express lanes in the westbound direction. With this solution, trucks will be permitted to use the westbound Express Lanes, thus eliminating the over height truck problems currently encountered on the existing westbound tunnel.

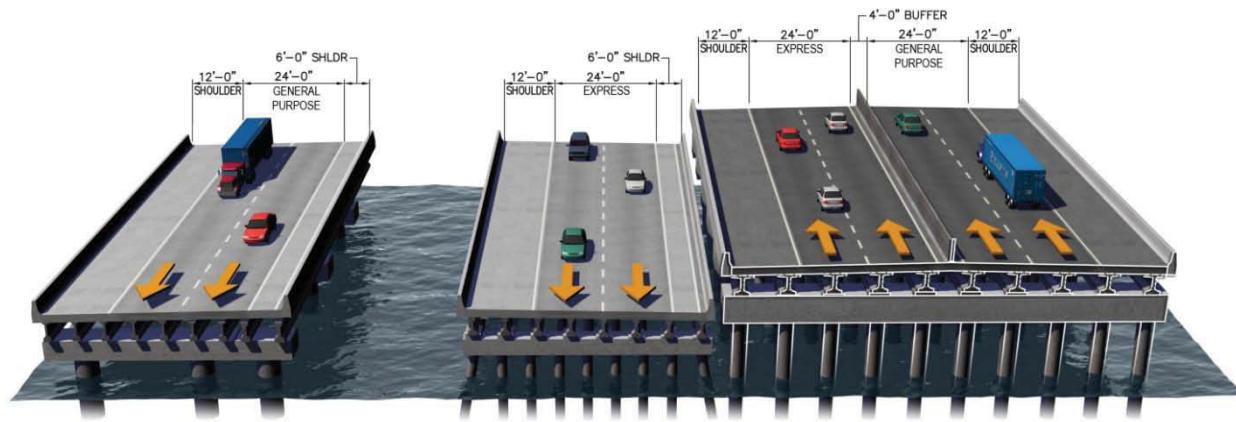


Norfolk Island Expansion

The Norfolk Island expansion will be constructed similar to the Hampton Island expansion. The HRMG team is well aware of the geotechnical conditions in the area and the sensitivity of the Norfolk Island to potential settlement. We propose to conduct an extensive exploration program to determine the in-situ strength of the underlying soils. If necessary we will extend the island further west to mitigate potential impacts of the new construction on the existing facilities.

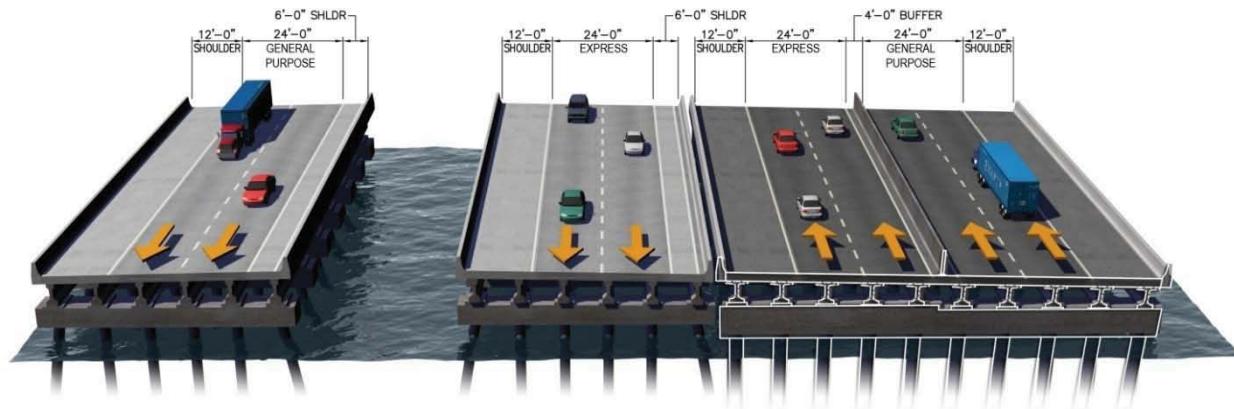
Segment 6 – Norfolk Island to Willoughby Bridge

The bridge will be constructed very similarly to the bridge on the Hampton side. The new bridge will touch down in Willoughby Spit where the roadway system will be at grade across Willoughby Spit. The bridge cross section will look similar to the figure below.



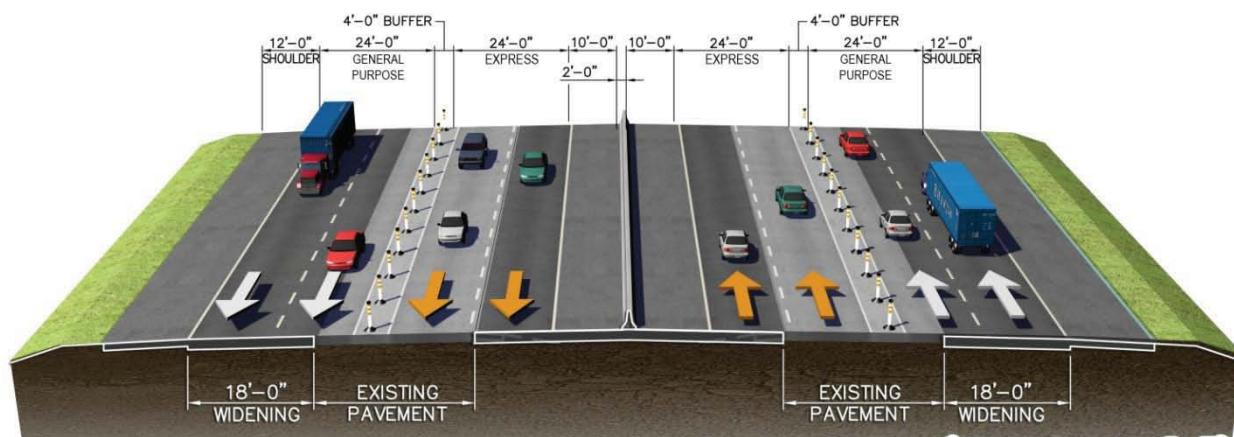
Segment 7 – Willoughby Bay Bridge

On the east side of Willoughby Spit the bridge construction will resume on the west (or south) side of the existing bridges. Because improved storm surge resistance is not required in the sheltered Willoughby Bay, this segment of bridge will be built at the same elevation as the existing structure, thereby minimizing visual impacts to the surrounding community. This structure will continue across Willoughby Bay where the bridge will transition to roadway at grade.



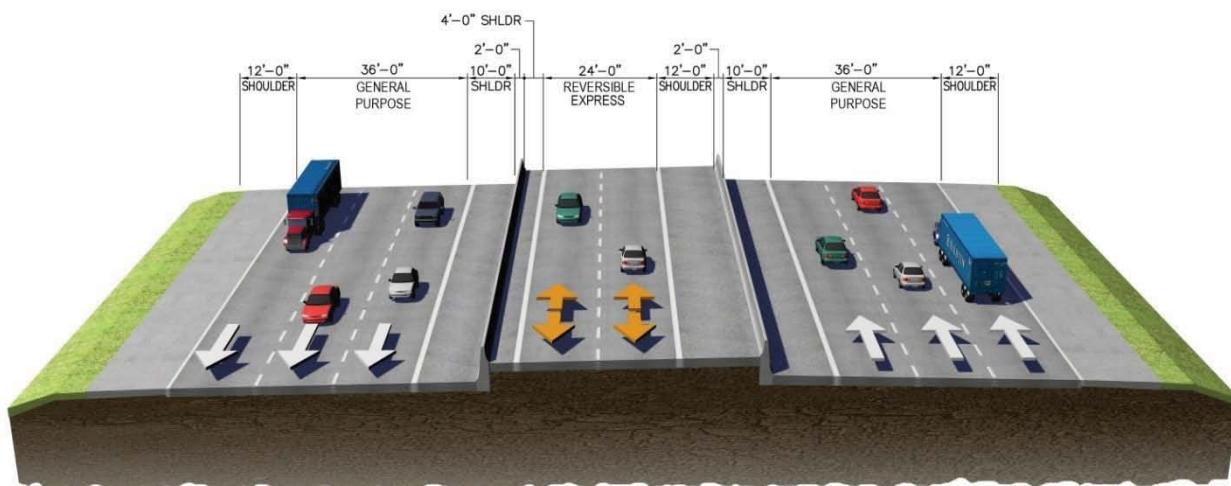
Segment 8 – Willoughby to I-564:

Two new lanes in each direction will be added to the existing I-64 in this corridor. The interstate will be expanded to utilize the existing median to the fullest extent possible. All of the roadway will be constructed within the existing Right-of-Way (ROW). Existing bridges will be widened to accommodate the new roadway configuration. This section of roadway will look like the figure below.



Segment 9 – I-564 to I-264:

The existing roadway configuration will remain largely unchanged. However, the reversible roadway section will be converted to a reversible Express Lane system. HOV2 travelers will still be able to use the express lanes under the same conditions as exist today; however, the additional capacity in the system will be available to express lane users.



Express Lanes: The express lanes will generally be separated from the general purpose lanes with traffic delineators. Access to the express lanes will be limited to a few points along the corridor. In addition to the end points, access from the general purpose lanes to the express lanes will be provided east of I-664 and west of I-564. Tolling structures will be installed at the access points to capture EZ-Pass information. Tolling and ITS are discussed later in this section.

HRMG Approach to Tunnel Construction

The combined engineering skills of Arcadis and Moffatt & Nichol and the combined construction skills of Dragados, Flatiron, and the Flatiron affiliations are sharpened by recent immersed tunnel experience in Europe, Korea and South America.

Construction of the Tunnel Elements at Dry Dock

We anticipate that the immersed part of the tunnel will consist of individual elements between 400 and 500 ft in length and an approximately 30 ft by 100 ft outer cross-section. The height of each element will be governed by the vertical alignment of the roadways.

Each 400 ft to 500 ft element will be made out of a series of 40 ft to 50 ft segments, each one poured abutting the previous one (match-cast), and fixed together by temporary post-tensioning. The segments will be poured in two phases; first the bottom slab, and then the remainder of the cross section - walls and roof slab - in one pour. Longitudinal post-tensioning of the individual segments through ducts in the top slab and the bottom slab will join the segments together and

complete the full tunnel element. Material densities and weights will be carefully controlled during construction in order to determine the actual weight and center of gravity of each element.

Once an element is finished, the following work will be completed before closing both ends with bulkheads:

- First phase of concrete ballast
- Installation of tanks for water ballast
- Installation of provisional internal lighting system
- Installation of jacks and hydraulic system for vertical alignment control

To provide a watertight seal between elements, temporary bulkheads will be installed at each end, rubber gaskets around the perimeter of one of the ends of the tunnel element, and a steel plate at the opposite end. When the tunnel element is joined to the previously placed tunnel element, this gasket provides a watertight seal between the two tunnel elements. Access watertight doors will be installed at the bulkheads.

Dredging and Preparation of the Tunnel Bed

Based on our experience in Hampton Roads, it is anticipated that most, if not all, of the dredged material will be suitable for Ocean placement. Dredged material from the trench will be taken to the Norfolk Ocean Disposal Site (NODS).

We anticipate the use of either a gravel bed or a sand bed for this project. A decision on design will be reached once all project conditions are known and determined. Tolerances in bed thickness are very strict and can only be achieved using special screed ships that deposit and level the gravel bed in one operation. To accomplish that, these special ships have a multi-purpose pontoon that serves as support for a telescopic hose positioned at one side of the ship, which is fed the gravel and deposits and levels the material at the same time as it moves horizontally, side to side, across the trench.

Floatation, Towing to Site, and Immersion

Once a full-length element is floated in the dock and prepared for transportation, it will be towed by several tugs to the immersion location. When the immersion location is reached, the tunnel element will be temporarily moored and ballasted prior to immersion. The vertical movement of the element will be controlled by ballast loading and the use of winches. Horizontal control will be achieved by the use of winches, dead weights or anchors and buoys.

Tunnel Seals and Adjustments

Once the tunnel element is lowered into its final position, it will be jacked against the preceding immersed element by means of hydraulic jacks. The immersion joint between two precast tunnel elements will be accomplished with the Gina gasket type rubber seal, in combination with an

Omega seal. This combination of seals allows for water tight sealing and the transfer of the hydrostatic loads and movements between tunnel ends due to soil settlement, concrete creep, and temperature.

The initial contact of the Gina gasket will be accomplished using a low pulling force. Once the gasket has full contact around the total perimeter of the adjacent element and its deformation is enough to ensure initial water-tightness in the area between bulkheads, water will be pumped out.

A secondary seal, called Omega seal, will be bolted into place across the joint on the inside of the tunnel. This gasket will be designed to withstand water pressure and is not under compression. Since the seal is not affected by the effect of long-term relaxation under load, the tightness of the joint is ensured for the long term.

Once the above work is completed, the water tank ballast will be increased to ensure non-buoyancy of the box and to load the temporary supports that provide stability against transverse forces.

Finally, moorings will be removed, auxiliary equipment and catamarans disassembled, hatches locked, and access and control towers dismantled. From this moment on access to the tunnel element will be through the end access using the watertight doors between bulkheads.

Permanent Ballast & Backfill

Following the positioning of the elements, the tunnel trench will be backfilled and the top of the tunnel protected by adequate protective backfill. We anticipate that the tunnel backfill will include three layers:

- Locking stone backfill: extended from the bed of the tunnel up to mid-height of the tube
- Ordinary Fill: extended from the locking stone backfill up to an elevation that provides 5-ft of cover over the tunnel
- 5-ft layer of Armour Stone only above the tunnel section in order to provide protection to it.

The HRMG team has extensive experience with sand and rock sources in the mid-Atlantic and east coast of North America. Sand and Rock sources will be evaluated and bid based on market conditions at the time of construction.

Maintenance of Traffic

Construction of the project while maintaining safety of the motoring public and the construction crews will be of paramount importance. HRMG will develop and implement a Maintenance of Traffic (MOT) plan and a Traffic Management Plan (TMP) in accordance with the Manual of Uniform Traffic Control Devices (MUTCD). HRMG will also provide an extensive public outreach program to inform the motoring public of lane closures and construction activities. In addition,

HRMG will work with major employers in the region to identify the potential for shifting of work schedules to minimize traffic impacts from construction.

Utility Relocations

With any large project, utility relocations must be undertaken. As part of the Interim Agreement services, HRMG will conduct a utility location survey and determine the extent of utility relocations required for the project. HRMG proposes to partner with VDOT and the appropriate agencies to coordinate and implement utility relocations. HRMG will also work with the local DoD installations to ensure that utility services are not adversely affected.

Toll Points and Intelligent Transportation System (ITS)

Road side devices will be deployed within each of the abovementioned segments. The Toll points will consist on the necessary detection systems mounted on overhead structures positioned above the Express Lanes. A minimum of one gantry per segment will be installed, with additional gantries in strategic locations to serve entry and exits to the Express Lanes. ITS equipment will be positioned in adequate quantities and locations to allow for fast incident management response and to provide accurate information to road users, external entities and HRMG operations.

Regional Economy

In addition to improving the HRBT to address an important mobility need, HRBT improvement is needed to support the region's economy. The region's three main economic sectors are maritime, military, and tourism. All three of these sectors rely on the HRBT:

- Maritime: the HRBT is often used for access to the region's port facilities.
- Military; the HRBT facilities serve both daily commuters and visitors to the military bases and facilities.
- Tourism: the HRBT is part of the primary route for many visitors to the region, including during the summer beach season.

Rehabilitation

HRMG has performed a high level review of the current HRBT. The westbound span is now 53 years old and past its useful life. After the new I-64 Express Lane Project is complete, HRMG is proposing to provide significant funding for a capital replacement program to extend the useful life of the existing westbound span. HRMG will work collaboratively with VDOT to define the capital replacement program through a detailed asset inventory, inspection and analysis. The bridge tunnel approach structures are possible candidates for replacement. However the final capital replacement program is defined, it will need to address short and long term liability issues for HRMG and protect the toll revenue basis for the concession.

Evacuation

The HRBT is part of the reversible I-64 evacuation route for hurricanes. The existing HRBT was built prior to current design standards for withstanding hurricane storm surges. The new four lane bridge-tunnel system will be constructed to meet current standards to withstand hurricane storm surges. New bridges will be constructed at higher elevations and the tunnel portals will be raised to mitigate flooding potential. The additional capacity will also be available for use by the VDOT hurricane evacuation plan; whereby traffic flows can be reversed to expedite evacuation of Hampton Roads.

2.2. Proposed Project Schedule

Is the time frame for project completion clearly outlined? Is the proposed schedule reasonable given the scope and complexity of the project? Does the proposal contain adequate assurances that the project will be completed and will be completed on time?

Project Development Schedule

VDOT is currently working on two Environmental Impact Studies (EIS) that affect this proposed project. One for the widening of I-64 from Bland Blvd. to I-295 and two for the expansion of I-64 from I-664 to I-564. HRMG understands that the NEPA process must proceed and be completed in an independent and transparent fashion. As part of the NEPA process we would propose that the alternative detailed in this proposal be included as one of the alternatives considered. Doing so would eliminate the need for a separate NEPA process to evaluate our proposal and, in turn, considerably shorten the project schedule. The time and cost to permit the HRMG proposal would also be reduced because much of the information that would be needed in the Joint Permit Application would be found in the NEPA documents currently being prepared.

HRMG recognizes that this project cannot move forward until the NEPA process is complete, and we have included the NEPA process in the development of the following schedule. However, we also recognize that congestion mitigation in Hampton Roads is a priority. Therefore, we have developed the following schedule to expedite the project.

During the Interim Agreement phase, HRMG will partner with VDOT to initiate activities in support of the detailed engineering work. HRMG has extensive experience in structuring and phasing pre-development work for P3 projects, typically on an agreed-upon task-order basis. In order to meet the aggressive timelines, it is anticipated that the following activities will occur during the Interim Agreement phase:

- Surveying
- Utility Locations
- Geotechnical Investigations
- Detailed Traffic Analysis
- Preliminary Engineering
- Preliminary Operations and Maintenance Plans
- Permit Preparation

The illustrative Project Development Schedule below outlines key dates and tasks leading up to construction.

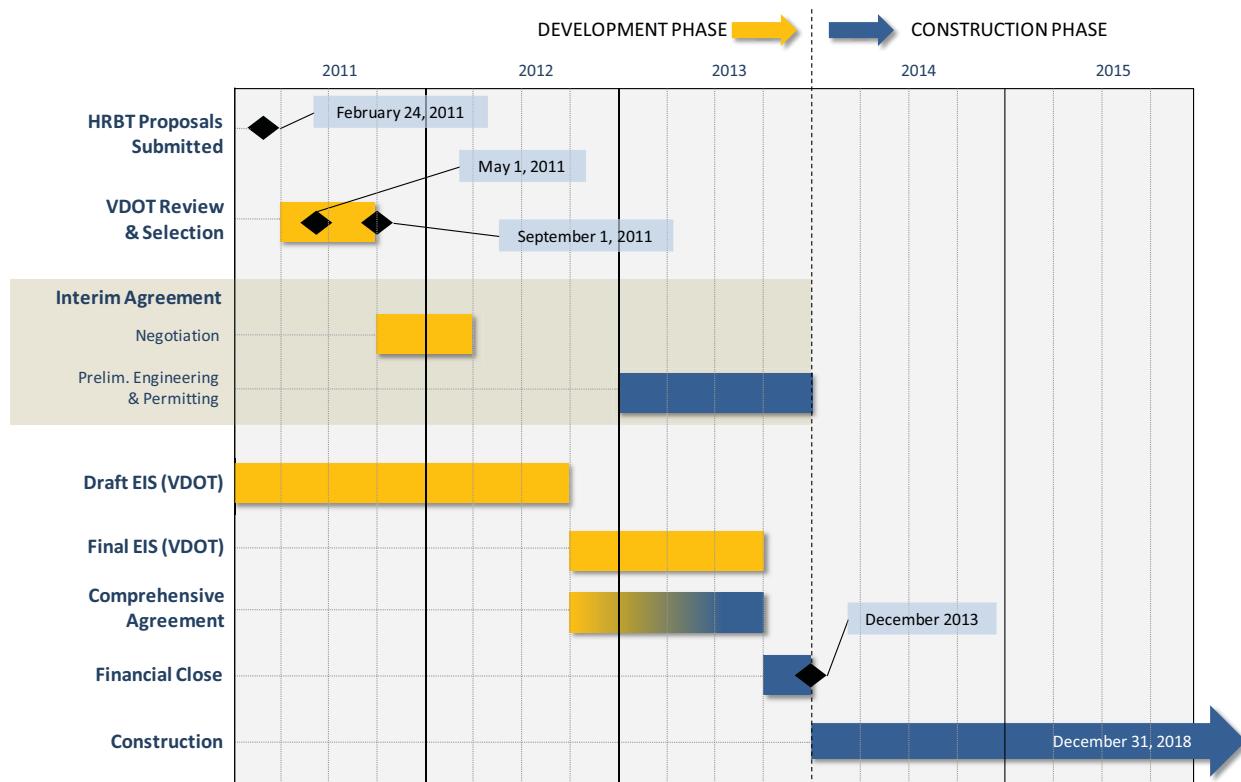


Figure 3 – Project Development Schedule

Construction Schedule

Mobilization

Immediately after signing of the comprehensive agreement, HRMG will establish a project office within the project area. The project office will house members of the design team, the construction team and, if required, the VDOT oversight personnel.

Immersed Tunnel Construction

Casting and construction of the tunnel elements will begin in June 2014 and continue through December 2016. In November 2015, dredging of the trench will begin and will continue through the end of October 2016. Final screeding and bedding material will be placed in the second half of 2016. After the trench cut is prepared, the tunnel sections will be floated into place, immersed and connected together. Tunnel installation will occur throughout 2017. As the tunnel sections are installed, the backfilling will be completed, anticipated to start in July 2017 and continue to the end of 2017. Final tunnel system installations and commissioning will begin in late 2017 and continue to the end of 2018.

Island Expansion

Expansion of the existing islands will occur nearly simultaneously with work being initiated at the North Island in August 2015, and the South Island in October 2015. Expansion of the islands will require approximately 6 months for placement of the new dikes and fill. Preliminary review of available data suggests that ground improvements will be required for the South Island and we have allowed an additional 6 months for this phase. After the islands are expanded, the "U" section will be installed to create the tunnel portal and transition to the causeway structures. This work will be completed on the North Island first and establish the working point for the tunnel installation. The South Tunnel "U" section will be installed in mid 2017. After the "U" sections are completed the air ventilation and control facilities will be constructed. Final fit-out and commissioning will be conducted in mid-2018 after all of the project components are installed and can be tested from the established control facility.

Causeway Structures

Construction on the causeway structures will begin in January 2015 and continue through 2018. Pile driving, cap construction and setting of the girders will be conducted from the water. Roadway decks will be placed working from the shore toward the Islands.

Minor Structures

Numerous small bridges will require modification to accommodate the roadway widening. These structures will generally be modified as the adjacent roadway system is improved.

Roadway Construction

Roadway construction along the corridor will begin In October 2015 with the Hampton Section from I-664 to the HRBT. Construction in Willoughby from HRBT to the I-564 interchange will begin in late 2016. Construction on the Peninsula, from Ft. Eustis to I-664 will begin in late 2017. All of the roadway construction work will be scheduled to finish in October 2018 to coincide with completion of the tunnel.

The Construction Schedule on the following page outlines key dates and tasks from the beginning of construction to completion of the project.

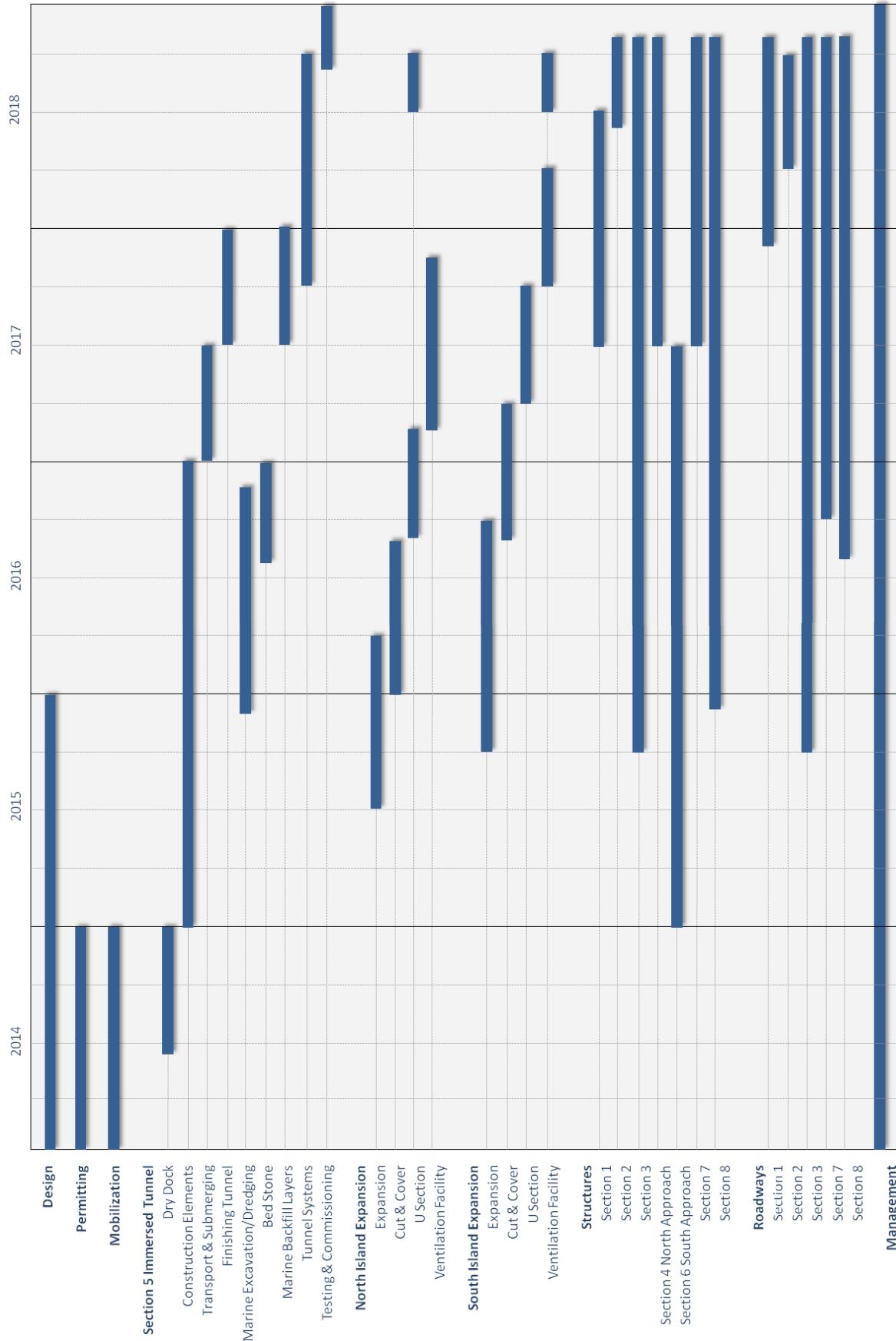


Figure 4 – Construction Schedule

2.3. Operations

Does the proposer present a reasonable statement setting forth plans for operation of the facility, including a schedule defining initiation of operations?

Operations, maintenance, and renewal as proposed by HRMG are inclusive. HRMG will provide: turn-key operations, toll operations, full traffic management and incident response including service patrols, state of the art ITS and reporting, assets and system condition assessment and work planning. All facets of roadway maintenance will be performed from critical structural assessment and repairs to aesthetic concerns and graffiti removal.

For this project, HRMG proposes to perform operations, maintenance, and renewal work on the entire Express Lane corridor from Ft. Eustis Blvd. to I-264, including the new crossing structures as well the existing HRBT.

To operate a facility is not merely to perform light maintenance. HRMG believes that responsible *Operation* of a facility, in a long term concession agreement, must be inclusive and cannot exclude renewal work. The following table lists the main operation tasks that will take place for the HRBT Project.

Table 7– Main Operation Tasks

Operations
Incident Response
Incident Management
Traffic Management
Recovery / Clean-up
Asset Condition Inspections
Performance Criteria Inspections
Structures Inspections
Structural Analysis
Access Management
Inspection reporting (includes BMIS)
Service Patrol
Spill/Hazardous Material Response
Records Retention
Video monitoring
Message managing on DMS
Monitor traffic volumes and conditions
Monitor weather information
Transponder issuance and inventory management
Customer relations
Transaction validation
Trip construction and pricing
Monitor variable pricing scheme
Transaction reconciliation
Transaction adjustments
Transaction settlement
Monitor/adjust vehicle status list
Manage violation processing center

Geographic Limits of HRMG Operation

Existing HRBT Crossing

The limits of this responsibility will be from the electronic toll collection point in Hampton to the electronic toll collection point in Norfolk.

New HRBT Crossing

HRMG will conduct operations and maintenance activities on the new HRBT Crossing in its entirety.

Express Lanes

HRMG will be responsible for the express lanes corridor in its entirety, with an obvious division of responsibilities for the general purpose lanes. HRMG proposes that VDOT will continue to operate and maintain the General Purpose lanes in the corridor. Where VDOT general purpose lanes run parallel to the Express Lanes, HRMG proposes to operate, maintain, and renew the Express Lanes in their entirety including all barriers/separators adjacent to Express Lanes. Certain roadway and structural elements are transverse in nature (such as drainage) or may not conform to clean longitudinal operational boundaries (such as lighting). Likewise, critical operational processes (such as incident response) must successfully coincide on parallel facilities that are operated by different entities. ACSID has experience in accommodating the unique challenges of operating parallel facilities and will work closely with VDOT to establish the essential interface protocols. Establishing these protocols prior to commencement of operation allows each entity access and ability to maintain such elements and also provides accountability for HRMG to comply with VDOT requirements for access, lane closure approvals etc.

Implementation Schedule

July 2014 (Begin Phase 1)

HRMG proposes to implement toll collection and begin maintenance operations on the existing HRBT crossing.

January 2020 (Begin Phase 2)

HRMG proposes to implement toll collection and begin operations on:

- Ft. Eustis Blvd. to Bland Blvd, 1 Express Lane each direction
- Bland Blvd to I-664, 1 Express Lane each direction
- I-664 to HRBT, 2 Express Lanes each directions
- New HRBT, 2 Express Lanes each direction
- HRBT to I-564, 2 Express Lanes each direction
- I-564 to I-264, 2 Reversible Express Lanes

Incident Management and Response

HRMG believes that the goal of incident management is first to provide the safest facility possible for its patrons and then to improve mobility and reduce congestion. One of the key features of this proposal is mitigation of the frequent over height truck incidents on the I-64 westbound tunnel. At completion of the project, trucks will be re-routed into the westbound express lanes (which will use the current eastbound tunnel). Rerouting the trucks through the taller tunnel is just one example of incident management through proactive prevention.

HRMG proposes to operate its own service patrol and incident response program as well as its own traffic operations center (TOC) in close coordination with VDOT and the local and regional TOC, as well as the Virginia State Police, and emergency responders.

The traffic incident management program will be controlled from the Traffic Operations Center (TOC). The TOC will be located in an area close to the corridor that provides immediate access to the system. Incident dispatch, response, and reporting protocols will mirror that of local TOC operations in order to streamline coordinated efforts.

ACSID is experienced in implementing a program of effective access, incident and traffic management including those occurring in tunnels. ACSID's implementation and execution of an effective plan for safe tunnel operation includes three fundamental concepts.

- First, provide for constant coordination and continual updates from design throughout operation with all emergency service entities, including VDOT TOC and tunnel operations centers, and all jurisdictional authorities. Emergency responders must be intimately familiar with the facilities infrastructure and operational capabilities.
- Second, include vigilant monitoring and maintenance by the operator of proven, technologically advanced features of requisite life safety systems. Components such as fire detection systems, air quality monitoring systems, fire suppression systems, egress, ventilation systems, pumps and switch gear, dynamic messaging and advisory radio. Detection devices, CCTV and ITS, must be continually evaluated and monitored electronically through tunnel management systems and physically through regimented inspections and functionality drills.
- Third, detailed processes and procedures for effective traffic management and traffic control including pre-determined diversion routes, incident response, incident management and post incident reviews will be included in a detailed operations plan.

HRMG will closely coordinate the plan development as well as the execution with VDOT, the Virginia State Police, local police, fire departments, Homeland Security, maritime authorities, and other stakeholders.



Figure 5 – ACS Operation Service Patrol on I-595 in Florida

Incident Management will include:

- Trained TOC technicians to monitor tunnel and the corridor
- A Service Patrol Program including increase presence during peak traffic periods,
- Designated and trained response supervisors and required equipment for major incidents,
- MOT trained maintenance supervisors and technicians,
- Subcontract with a heavy equipment providers to be available to assist with severe or unusual accidents.
- Incentive based heavy recovery contracts with subcontractors and heavy wrecker services to provide on-call ready to respond vehicles when needed including heavy tow crane trucks and rotators capable of removing tractor trailers and large commercial vehicles

Service Patrols consisting of both service trucks and wreckers will perform continuous monitoring of the system to ensure quick response and clearance of accidents. The goal is to get the patrons, and hazards to traffic, off the system quickly to ensure safety. Complimentary assistance for flat tires and minor mechanical difficulties will pro-actively remove patrons from the travel lanes and shoulders quickly which will result fewer accidents and reduced congestion. Service Patrol drivers will be trained in minor mechanical repair, maintenance of traffic for incident response, customer service, as well as procedural and reporting requirements. All patrol vehicles will be equipped with the necessary traffic control equipment, basic hand tools and materials needed for incident response and minor clean-ups. Additionally, all patrol operators will be MOT certified, trained in roadway and tunnel safety procedures, and be certified first responders. These field operations for incident response and Service Patrol are able to attain maximum efficiency through the support of an advanced ITS system as detailed below.

ITS and Toll Operations

Phase I: ITS and Toll Operations during Construction

In this initial stage HRMG will implement the necessary ITS and Toll systems to allow for adequate operation and maintenance of the existing HRBT crossing, which permits HRMG to collect tolls from users on the existing HRBT. The principal subsystems that will be installed during the construction period will be as follows:

- A Toll system that collects tolls on the existing bridge and tunnel crossing in an open road environment (ORT) (no toll collectors or toll booths) based on flat rate system.
- An ITS that builds upon the existing systems already installed on the HRBT crossing, including a series of semi-permanent message information signs to inform motorists of the new toll, the rate, and the “last exit before toll”

Phase II: ITS and ETC Operations Post-Construction Period

Once construction of the Express Lanes is finished and all systems are in place and operative HRMG will start operation of Phase II. In this phase two lanes in each direction at the HRBT will be tolled on a flat rate, and two lanes in each direction will become part of the Express Lanes. The Express Lanes will be tolled on a variable pricing plan. All tolls will be collected in an automated manner, Open Road Tolling (ORT), through the EZ-Pass system or license plate of the vehicle on the roadway. No toll booths, toll plazas or toll collectors will be used.

The HRMG will be responsible for all day-to-day management, operations and maintenance activity for both ITS and Toll systems. Either directly or through specific agreements (E-ZPass Virginia) HRMG will be responsible for setting, collecting and recovering all tolls, administrative fees and interest on such fees incurred by customers for driving a vehicle on the HRBT in accordance with local laws and regulations. The HRMG will develop appropriate protocols for collecting and recovering any unpaid tolls and fees.

The following graphic explains the main tasks in which HRMG will be involved.

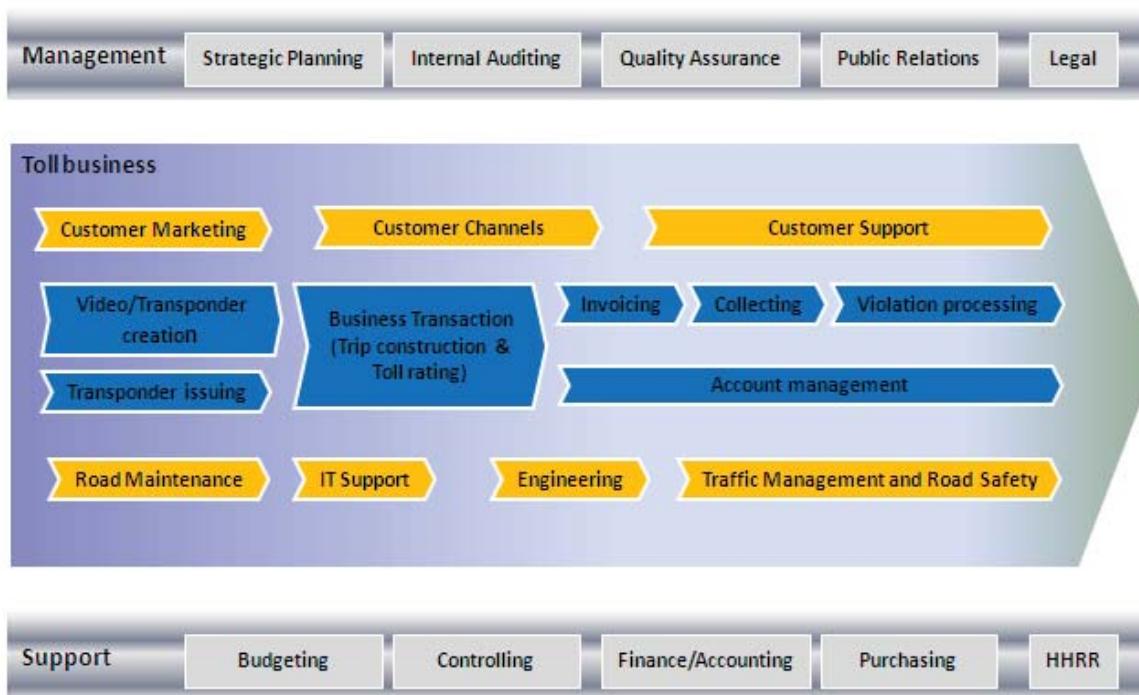


Figure 6 – HRMG Toll Operations Responsibilities

HRMG will provide an Intelligent Transportation System (ITS) on the HRBT Project to monitor and manage the Express Lanes and the existing HRBT. The ITS will enable active management of traffic on these facilities and the regional network of which they are a part, providing a safer, more efficient, more reliable and more economical trip for motorists. Data collected by the ITS will be used as well to modify pricing at each toll gateway when necessary to sustain an adequate level of service on these facilities.

Information for the traveling public on operation of the Express Lanes, as well as all road pricing activities will be provided at decision points where motorists could choose an alternate route. This is particularly sensitive during the tourist travel season to Virginia Beach, where motorist may not be as familiar with the facility's operation as commuters and might elect to not pay a toll. Motorists will also be informed with actionable information regarding incidents, events and lane closures. All such information will be transmitted to the public by multiple outlets including dynamic message signs on the roadway, lane control signals, commercial radio broadcasts and safety service patrol personnel.

Toll Rates and Schedule(s)

A base toll rate (per mile) will be established for any given period and tolls will be determined according to a specific vehicle classification schedule.

Vehicles will be required to pay a base toll based on the number of axles or dimension of the vehicle. Vehicles exempt from the toll are considered to be: HOV 2+ on the reversible lanes, HOV 3+, emergency response vehicles, transit, and concession vehicles necessary for construction, operations, and maintenance. These vehicles must be equipped with transponders and actively enrolled with the ETC program.

The toll rate for variable pricing will be calculated by varying the base toll rate during time depending on the level of traffic on the managed lanes. The corridor will be divided into different segments, and Toll points will be located on those segments to detect vehicles and assign tolls. In this manner HRMG will be able to assign different tolls to different parts and directions of the Express Lanes. The tolling schedule developed by HRMG is provided in the table below

Table 8 – HRMG Tolling Schedule

Crossing Facility	Toll	Operations
Rte 17 James River Bridge	Free	
I-664 Monitor-Merrimac Memorial Bridge Tunnel	Free	
I-64 Express Lanes Ft. Eustis Blvd. to I-264 (Reversible I-564 to I-264)	Market-Based Express Toll	Free HOV-3 north of I-64, 6-8am 4-6 pm Free Reversible HOV-2 south of I-564, 6-8am, 4-6 pm No Public Transit Toll Express Toll Based on Congestion Rapid Transit Possible
I-64 General Purpose Lanes Ft. Eustis Blvd. to I-264.	Free	
HRBT General Purpose Lanes	\$1-2 Toll – Cars \$2-4 Toll – Trucks (Alternative Toll Rates Possible)	

Customer Service Center

In cooperation with VDOT and E-ZPass, HRMG will establish and operate a customer service center (CSC) to support the electronic toll collection program. Primary functions to be supported in this CSC may include:

- Opening and managing customer accounts (including account payments and replenishment)
- Managing transponder sales, distribution, inventory, refurbishment and other issues
- Providing a physical interface with the public (walk-in, telephonic, internet), and

- Advising the public on the toll fee schedules, how to take advantage of the benefits of electronic toll collection, and other benefits of using the HRMG Project.

In addition to patron personal and billing information, user accounts will include data on the number of axles and category of each vehicle assigned to the account to enable determination of the toll payable by the user for transactions that incur anomalies.

Safety

Besides the intensive use of Automatic Incident Detection Systems (AID) in HRMG's projects, common use of Accident Tracking Systems (ATS) has allowed ACS to dramatically reduce the number of both accidents and incidents on highways managed by ACS. The following chart represents one of the output graphic reports used by management when analyzing the number and type of intervention.

Total Number of Assistances 2005

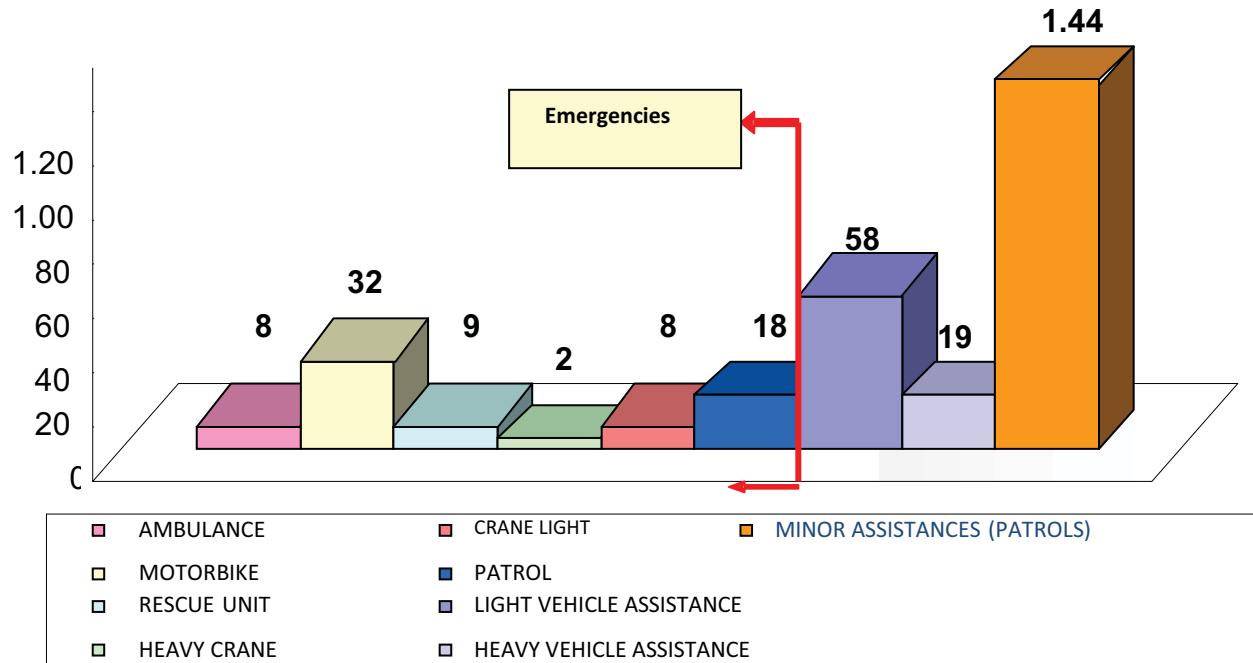


Figure 7 – Total Number of Assistances

As a result of the intensive use of the early referred ATS applications, HRMG will be able to identify the specific patterns behind each of the most common accidents (large rear end collisions, pedestrian/bicycle safety and single vehicle run-off-the-road crashes).

The ATS also will allow us to compare the typology of the accidents produced at one particular location before and after a particular measure was taken, something which allows to keep track of the particular results of each investment made.

As an example, the following graph shows the reduction in accidents for the ORT concession of Autopista Central in Santiago de Chile (Start of operations by ACS Group in 2005).

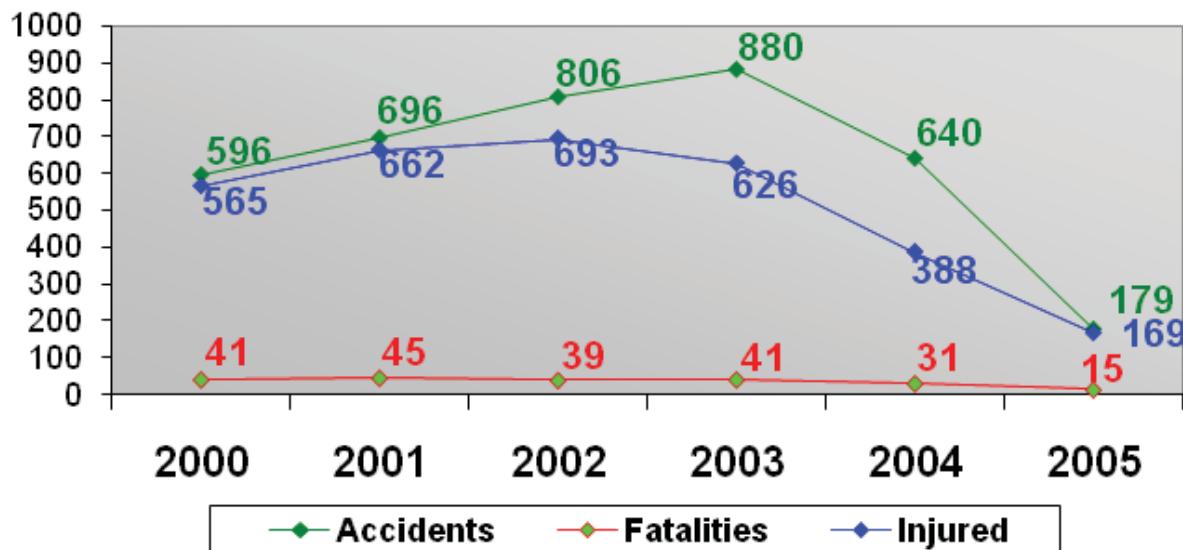


Figure 8 - Accumulated Accidents in Autopista Central Period (Jan 2000-Nov 2005)

2.4. Technology

Is the proposal based on proven technology? What is the degree of technical innovation associated with the proposal? Does the technology proposed maximize interoperability with relevant local and statewide transportation technology?

HRMG will provide the Project with the latest technology, proven and available in the transportation field, and supplied by the leaders in ITS and Tolling systems worldwide. Technical innovation will come through the use of this technology as well as through constant monitoring during the operations period to confirm expected results of the equipment, and to adjust the hardware and software to particular configurations that fit the Project conditions.

HRMG will use their experience and design capabilities to equip both the existing HRBT crossing and the new bridge-tunnel with advanced ITS equipment to ensure smooth and safe operation. This equipment may include video cameras with automatic incident detection software, pollution sensors, vehicle detectors, lane control signs, tunnel portal gates and sensors.



Figure 3 – Lane Control Signs Systems at the San Cristobal Tunnel in Chile

HRMG also plans to maximize innovative solutions to integrate the ITS and Toll systems, some of this integration will involve elements like: high speed communications network, CCTV cameras for traffic monitoring and toll points control, lane control on reversible Express Lanes, traffic volume data from vehicle detector and toll points, amongst others.

Interoperability

HRMG considers that interoperability with local, statewide, and inter-state transportation technologies is a key factor in the concession's life; it in fact reduces revenue risks for toll collection and improves the operation and maintenance of the facility as it helps coordinate and exchange information between different agents.

Interoperability with other Toll Authorities

Upon agreeing to terms and conditions, HRMG plans to sign an agreement with the E-ZPass Virginia to manage electronic toll collection accounts and to provide for inter-operability for patrons of other toll facilities with the HRBT Project. Therefore, when all such users visit the Project, HRMG will be able to receive their toll through the IAG clearing-house process. Patrons of HRMG's will also be able to drive on facilities of other IAG members and pay their toll through E-ZPass Virginia. The costs of implementation, financing, maintenance and upgrade of this service are included in the capital and operating cost models prepared for this proposal.

Interoperability at the back-office level for those concessions that are not members of the IAG group is more difficult to achieve under current configurations. Nevertheless, HRMG is capable of implementing interoperable protocols with these concessions. HRMG will then be providing for seamless operations from one toll road to the next. Although this kind of interoperability is complex and subordinated to particular agreements with each private operator, recent improvements in reducing the costs associated with processing micro-transactions suggests

that ETC architectures within the next few years may more easily support this level of interoperability in a cost-effective manner.

Integration with the regional TOC's

HRMG will integrate the ITS provided for the Express Lanes with the regional VDOT Traffic Operations Center (TOC) for Hampton Roads through a high-speed data communications link. This will enable the sharing of information between the regional TOC and HRMG's control center for operation of this corridor, HRMG's TOC, including live video feeds of CCTV monitoring the roadway network throughout the Hampton Roads region.

2.5. Conforms to Laws, Regulations, and Standards

Is the proposed project consistent with applicable state and federal statutes and regulations, or reasonably anticipated modifications of state or federal statutes, regulations or standards? Does the proposed design meet appropriate state and federal standards?

FHWA Compliance

Connecting the existing discontinuous HOV lanes and converting the lanes to an Express Lane system is fully compliant with the SAFETEA-LU authorization. FHWA and VDOT design standards will be adhered to throughout the corridor. It is anticipated that design exceptions may be required in limited areas of the corridor due to land use restrictions and pre-existing conditions. These exceptions are anticipated to be within the normal purview of FHWA and VDOT.

Tolling/ITS Compliance

ACSID is preparing this proposal in accordance with existing Virginia and Federal tolling requirements. Similarly, ACSID is preparing this proposal in accordance with VDOT and FHWA design standards for similar facilities, ITS standards in Virginia like NTCIP, and other regulations and standards such as: IEEE, ITE, ISO, NEMA, and the National Fire Protection Association (NFPA) 502, Standard for Roads, Tunnels, Bridges and other Limited Access Highways. Additionally, HRMG will implement, operate and maintain each Toll and ITS system in the facility consistent with good industry practice and present a positive image for and of the VDOT at all times. HRMG is aware of the state-wide toll violation-enforcement system in Virginia, the fees and the possibility of license plate registration suspension.

2.6. Federal Permits and Oversight

Will the project require some level of federal involvement or oversight? Does the proposal include how federal regulatory and approval issues are addressed?

In addition to environmental permits, it is anticipated that some portion of public funding will be used in this project, as described in Tab 3. Because this project is on the Interstate system and public funding will likely be required as part of the financing plan, FHWA will have oversight and approval authority. HRMG will work with VDOT and FHWA to facilitate these approvals.

VDOT is currently charged with preparing at least two NEPA documents (I-64 and HRBT EIS) that will affect the Project. HRMG is requesting that the I-64 Express Lane Project be considered as an alternative in both studies. HRMG is confident that the Project will meet the mobility, environmental and community standards of a rigorous NEPA process. It is not appropriate for HRMG to act as an advisor to VDOT in the EIS process, but HRMG can provide any technical data requested by VDOT under the terms of an interim agreement. Similarly, HRMG can provide technical support to VDOT for state and federal permitting processes, also under the terms of an interim agreement.

In addition to environmental permits, it is anticipated that some portion of public funding will be used in this project, as described in Tab 3. Because this project is on the Interstate system and public funding will likely be required as part of the financing plan, it is anticipated that FHWA will have oversight and approval authority. HRMG will work with VDOT and FHWA to facilitate these approvals.

During detailed engineering, HRMG will finalize the roadway alignments. If necessary, Interchange Modification Reports will be prepared for VDOT and FHWA approval. The choice to use an express lane concept, with limited entry and access points along the corridor should minimize, if not completely eliminate, the need to modify the existing interchanges in the corridor.

2.7. Meets/Exceeds Environmental Standards

Is the proposed project consistent with applicable state and federal environmental statutes and regulations? Does or will the proposed design meet appropriate state or Federal environmental standards? Does the proposal adequately address air quality conformity?

NEPA Compliance

HRMG proposes to increase capacity of the existing HRBT and increase mobility along a 34 mile stretch of I-64. This proposed project will comply with NEPA in the following way:

VDOT HRBT EIS: Currently VDOT is conducting an Environmental Impact Statement (EIS) for the HRBT. The concept outlined in this proposal should be evaluated as an alternative in the study.

VDOT I-64 Widening EIS: VDOT is currently preparing an EIS for the widening of I-64 from Bland Blvd. to I-295. It is envisioned that this EIS will include the impacts of associated with this proposal.

Based on HRMG's review of the existing Hampton Roads Crossing Study (2001) and the HRBT Expansion Feasibility Study (2008) we are confident that the proposed project can be designed and permitted to meet regulatory requirements.

Expansion of the HRBT was evaluated in the Hampton roads Crossing Study Final Environmental Impact Statement (FEIS) and approved by VDOT and the Federal Highway Administration (FHWA) on February 28 and March 1, 2001 respectively. June 4, 2001 FHWA executed the Record of Decision (ROD) selecting Candidate Build Alternate (CBA) 9.

The project will be developed in full compliance with state and federal environmental statutes. Including the HRMG proposal in the HRBT EIS will ensure that the environmental impacts of this proposal will be fully discussed, and appropriate mitigation measures to compensate for permanent impacts will be detailed. Moreover, all required environmental permits will be obtained for the project as identified in Section 2.8. Air quality conformity will be addressed in the EIS being prepared independently by VDOT. When the EIS is complete, HRMG will review and validate that the air quality analysis is appropriate for the construction and operation of the project.

2.8. Federal, State, and Local Permits and Approvals

Does the proposal list the required permits and schedule to obtain them? Are there negative impacts known for the project? If so, is there a mitigation plan identified? Are alternatives to standards or regulations needed to avoid those impacts that cannot be mitigated?

HRMG has proposed a project adjacent to an existing facility. Permitting of the new construction work will require a comprehensive evaluation of the impacts, drawing heavily on information contained in the HRBT EIS, but also relying on HRMG's extensive knowledge of the Hampton Roads Harbor ecosystem and adjacent marine and upland habitats. HRMG's knowledge of the region, the Federal, state and local permitting agencies and the Joint Permit Application Process has been built over four decades and dozens of projects addressing complex environmental, engineering and permitting issues; requiring detailed investigations, thorough evaluations, and creative solutions. We know that there will be permanent impacts that will have to be mitigated, and our JPA will include a mitigation plan that the permitting agencies will approve. Our experience in these matters allows us to say with confidence that we do not anticipate any "show stoppers" in the permitting process. After VDOT completes the NEPA process and a Record of Decision (ROD) is issued, HRMG will prepare the permit documents necessary to allow construction to move forward. Permits will be obtained prior to starting work on the project. It is anticipated that the following permits will be required.

Table 9 – Permits Required

Permit Description	Regulation	Lead Agency
Joint Permit Application	Clean Water Act Section 401 & 404 RHA Section 10, VMRC Sub-Aqueous Bottoms	USACE, VMRC, DEQ
Ocean Placement of Dredged Material	MPRSA Section 103	EPA, USACE
VPDES Storm Water Discharge	Virginia Storm Water Management Act	DEQ
Erosion & Sediment Control	Virginia Erosion and Sedimentation Control Law and Regulations (VESCL&R)	VDCR/VDOT
Bridge Permit	RHA, Section 9	USCG
Local Wetlands Board	Virginia Code Title 28.2	VMRC through Local Wetlands Boards
Chesapeake Bay RPA/RMA	VA Chesapeake Bay Preservation Act	CBLAD/DCR Newport News, Hampton, Norfolk

2.9. Rights of Way

Does the proposal set forth the method by which the private entity proposes to secure all property interests required for the transportation facility?

HRMG has planned the Project to be accommodated within existing rights-of-way. HRMG recognizes that construction easements and utility relocations will require construction and revised utility easements. All of these transactions will be governed by FHWA and VDOT requirements. HRMG will collaborate with VDOT to design the most cost-effective means of revising and acquiring these easements. Such collaboration has been shown to significantly reduce time and cost in other PPTA projects in Virginia.

2.10. Maintenance

Does the proposer have a schedule and plan to maintain this facility in conformance with standards acceptable to the Department? Does the proposal clearly define assumptions or responsibilities during the operational phase including law enforcement, user fee collection and maintenance?

Responsibilities

HRMG understands that the success of such an undertaking requires a holistic approach to the long term stewardship of these significant VDOT assets. As VDOT well knows, the concept of stewardship and fiscal responsibility does not end with a successful design and construction, but continues throughout the life of the asset. HRMG understands Life Cycle costs and the associated significant financial obligations. ACS has a global track record of successfully executing these obligations. Our commitment to all of our projects includes a strong emphasis on safety, availability, and preservation of assets.

HRMG proposes for VDOT a program of maintenance and renewal that will ensure not only optimal asset conditions during the term of operations, but also that condition of all assets ultimately returned to VDOT are in an equally acceptable condition and without backlog of work needs.

Express Lanes: (exclusive of the new HRBT crossing): In this corridor, HRMG proposes to perform all roadway maintenance as well as renewal and replacement work for roadway assets including new and existing pavement as well as new structures which will be incorporated into the Express Lanes. HRMG proposes an early process of determining maintenance responsibility for shared infrastructure such as widened bridges or stormwater facilities.

New HRBT: HRMG proposes to take responsibility for Operations, Maintenance, and Renewal of the new Hampton Roads Bridge Tunnel.

Existing HRBT: HRMG proposes Operations, Maintenance, and Renewal for the existing Hampton Roads Bridge Tunnel.

HRMG will leverage the tunnel operations experience of ACSID to ensure a comprehensive program to address unique considerations that come with responsible tunnel stewardship. This would include ventilation, air quality monitoring, fire suppression and life safety systems,

mechanical systems and pump systems, CCTV, security and operational monitoring, SCADA and management information systems. HRMG is aware of the tunnel systems renewal project currently being implemented by VDOT. We are aware that routine and periodic maintenance, combined with scheduled systems replacement over the life of the term, takes on special importance for tunnels and we have programmed these needs accordingly.

HRMG has performed a high level review of the current HRBT. The westbound span is now 53 years old and past its design life. After the new I-64 Express Lane Project is complete, HRMG is proposing to provide significant funding for a capital replacement program to extend the useful life of the existing westbound span. HRMG will work collaboratively with VDOT to define the capital replacement program through a detailed asset inventory, inspection and analysis. The bridge tunnel approach structures are possible candidates for replacement. The final capital replacement program ultimately defined by VDOT and HRMG, will need to address the current state of the assets, regulatory requirements, short and long term liability issues for HRMG, and provide adequate protection for the toll revenue of the concession. For the existing structures, Section 3.3.2 Life Cycle Analysis provides greater detail on the methodology and assumptions of this proposal for anticipated renewal needs. For the tunnels, HRMG will work collaboratively with VDOT to define the capital replacement program as follows:

- Significant funding for aggressive rehabilitation over the first 15 years to maximize asset condition and address any pending needs,
- Regular systems renewal and structural repairs throughout the term,
- A major intervention may be considered to allow HRMG to return a structure to VDOT in an optimal condition.

HRMG is cognizant of applicable national and VDOT standards for roadway maintenance and renewal and will comply with the requirements of:

- Manual of Uniform Traffic Control Devices (MUTCD),
- AASHTO Maintenance Manual for Roadways and Bridges,
- VDOT Road and Bridge Specifications,
- VDOT Road and Bridge Standards,
- VDOT Element and Data Collection Manual,
- NBIS Manual and VDOT's Manual for Inventory and Inspection of Traffic Control Device Structures.

HRMG can, if requested by VDOT, provide plans and costs for making additional operational improvements to the system related to future changes in design standards or future needs and wishes of VDOT.

Operations and maintenance functions will be performed in a comprehensive program that will be developed specifically for the HRBT corridor and will be developed around specific project characteristics such as; length, traffic volume, asset condition and age, impact of adjacent

property, quantity of routine and reoccurring work elements and the required performance standards. This systematic approach to operations and maintenance is rooted in a formal and customized program of condition assessment. Baseline project performance criteria will be established where each unique highway characteristic is reviewed and specific details on asset features are considered. An anticipated work program that carries throughout the concession term will be developed. This comprehensive multi-year work program will detail each maintenance activity and project the quantity of work required.

During the course of the project a rolling plan will continually project immediate and long term needs. The use of periodic condition surveys will be incorporated in the ongoing planning process. These condition surveys identify specific repairs or operational changes necessary to maintain the system at the desired level of service. HRMG knows that this is of critical importance to maintain level of service and provide a program that effectively extends the useful life of key assets. As an example, the following table summarizes some of the maintenance and renewal activities to be performed for the HRBT Project.

Table 10 – Maintenance and Renewal Activities

Routine Maintenance (Includes Replacement due to Impact Damage)	Renewal
Pavement Repair/Seal	Mill and Resurface
Sign Panel Repair (ground mount and overhead)	Sign Panel Replacements
Sign Assembly Repair (ground mount and overhead)	Sign Assembly Replace
Pavement Markings Local Repair	Pavement Markings Replace
RPMs Local Replace	RPMs Replace
Delineators and Barrier Markers Repair	Delineators and Barrier Markers Replace
Guard Rail Repair, Standard	Guard Rail Repair Replace
Guardrail Repair, Proprietary Assemblies	Guardrail Replace, Proprietary Assemblies
Concrete Repairs, seal	Concrete Elements Replace
Concrete Repairs, Inject	N/A
Concrete Repairs Spall	N/A
Steel Structures Repair	Steel Structures Replace/Rehabilitate
Expansion Joint Local Repair	Expansion Joints Replace
Drainage, Structure Cleaning	Drainage, Structure Replace
Drainage, Conveyance Cleaning	Drainage, Conveyance Replace
Drainage Structure Repair	Drainage Structure Replace
Drainage Conveyance Repair	Drainage Conveyance Replace
Attenuator Repair	Attenuator Replace
Lighting Repairs, Fixtures	Lighting Repairs, Replace
Lighting Repairs Supports	Lighting Supports Replace
Lighting Repairs, Service and Circuit)	Service and Circuit Replace
Landscape/Turf Maintenance	Landscape/Turf Replace
Mowing	N/A
Aesthetics Graffiti Removal	N/A
Aesthetics Placard/Advertisement removal	N/A
Aesthetics, Litter Removal	N/A
Fence Repair	Fence Replace
Clean and check CCTV camera motion	N/A
Clean/visual inspection of information panels	Renew LED panels
Check UPS and battery level and supply	Renew batteries
Visual inspection of ITS roadside device	N/A
Check magnetic loops sealing	Renew sealant
Check internal power supply unit	Renew power supply unit
Check triggering of alarms	N/A
Precipitation sensor (weather) cleaning	N/A
Check for software and firmware upgrades	Upgrade software and firmware when recommended
Check functioning of emergency systems in tunnel	N/A
Check call box functionality	N/A

Routine Maintenance (Includes Replacement due to Impact Damage)	Renewal
Check HAR AM/FM override	N/A
Clean tunnel pollution sensors	Renew optical parts
Back up and software migration	Renew hardware
Software problem reporting	N/A
Debugging and refactoring	N/A
Check customer contact channels	N/A
Verify external interfaces and commands	N/A

Operation, Maintenance and Renewal

For Operation, Maintenance and Renewal of the new and existing structures, HRMG will utilize a detailed Bridge Management System as well as a detailed Tunnel Management System (modeled on the FHWA “OneDot” system). These systems will classify the general characteristics including plans, elevations, photos, and a description of each element of the structure. Specific information about the condition of the different elements of the structure, developed from the evaluation of the detected distresses will be available including a baseline condition defined after initial inspections. The information will be used to determine, schedule and budget the maintenance and repair actions needed to rehabilitate and maintain a safe structure. Prioritization of maintenance will be based on distress types and evolution models, the severity of distresses and the available resources. The system will monitor the effectiveness of the life cycle process and form a core level of services for each asset of the structure. The time-frame for structure related maintenance activities includes:

- Immediate response to emergencies;
- Routine seasonal maintenance;
- Bridge/tunnel inspection at prescribed intervals,
- Life safety systems inspection at prescribed intervals,
- Minor repairs of identified deficiencies;
- Major/significant bridge/tunnel repairs;
- Bridge/tunnel retrofit repairs to address any discovered critical-hazard or critical-structural deficiencies.

Despite an aggressive maintenance regime, major or significant bridge/tunnel repairs and renewal work will be necessary during the concession. All assets will follow a rehabilitation schedule planned for the term and updated annually throughout the life of the contract.

Ongoing renewal work will include tasks such as renewal and replacement of tunnel systems, electric and mechanical elements, ventilation systems, life safety and fire systems and air quality monitoring systems. For bridge and tunnel structures this will include sealing, repair, and renewal of concrete elements, spall and crack repair, steel retrofit repairs, protective coatings and paint renewals, bearing adjustments or replacements, expansion joint maintenance/adjustment or replacement.

ITS and Toll Systems

As critical systems for the HRBT Project, the ITS and Toll system will be maintained following a comprehensive and strict maintenance program. The program will treat each system as an integrated system interacting with each other, with the civil infrastructure and with the users. The program will comply, if not surpass, maintenance standards enforced by VDOT. HRMG, as the operator will make use of their experience in similar systems and develop a maintenance program and schedule which matches the current conditions of the Hampton Roads area (environmental conditions, traffic conditions.) A schedule with tasks and frequency will be produced at the beginning of the concession. The plan will address the typical routine, preventive and corrective services and will be used to predict future maintenance needs.

HRMG plans to design the facility in a way that accommodates the maintenance tasks, as an example, the toll points will be designed such that maintenance personnel will be able to access the site without causing interruptions to traffic and in a safe manner. For those rare occasions where lane closures will be necessary to conduct maintenance on the ETC or ITS systems, appropriate traffic control measures will be implemented. The safety of all customers using the road, Concession staff and crew, and representatives of the VDOT will be given priority at all times.

HRMG will also support all routine, preventive and corrective maintenance for roadway, toll and ITS via a maintenance on-line management system (MOMS), as well as inventory control of all systems, materials and equipment (including spares). The MOMS will also be used to monitor, report, track and document all systems performance metrics. The system will provide a useful tool for managing everything from maintaining a detailed, specific inventory of all systems, materials, software and primary components, to schedule appropriate times for their routine and preventative maintenance, and documentation of systems performance and availability metrics in an automated manner.

Summaries and reports of all system and sub-system accuracy and availability metrics will be reported, at least, on a monthly basis, as well as routine and preventive maintenance activity, and all responsive Maintenance activity conducted on a daily, monthly and weekly basis.

Project Financing – TAB 3

Confidential Proprietary Information
from the HRMG Conceptual Proposal
contained on pages 168 – 219
has been redacted

Financial Statements

**Confidential and Proprietary Information
included in this Section has been redacted**

Auditor's Letter

**Confidential and Proprietary Information
included in this section has been redacted**

4. Public Support

Has the Proposer garnered sufficient public support for the proposed project?

Members of HRMG understand the constraints and tradeoffs of the transportation planning and project development process. HRMG is confident that sufficient public support could be garnered for any genuine improvement to the I-64 and HRBT by implementing adequate strategies in close collaboration with VDOT.

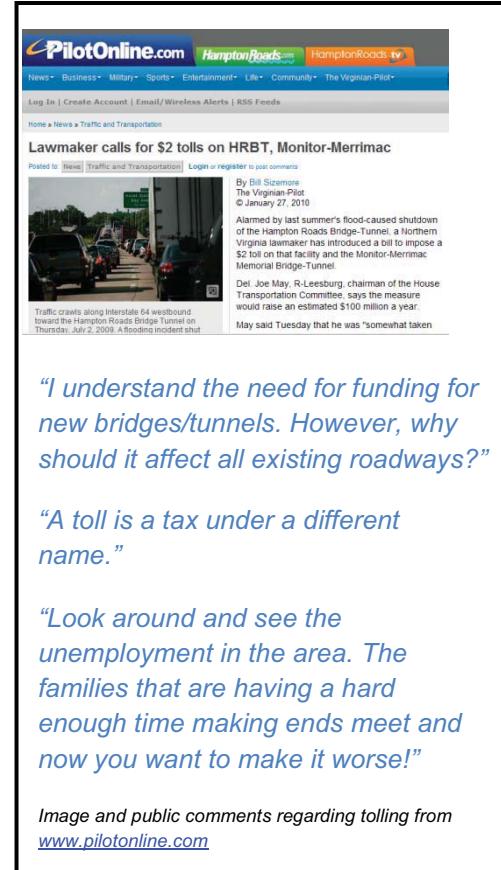
SECTION-AT-A-GLANCE

Public support for transportation projects—especially ones with associated taxing or tolling—is a difficult subject for both residents and policy makers in Hampton Roads. While travelers along the corridor all agree that something must be done to solve traffic congestion at the HRBT (according to a recent focus group survey analysis), not all agree with proposed expansion plans or with the potential for tolling. HRMG partners have experience working on high-profile projects in this and other regions, and we have worked hard to develop a Project that will be acceptable and solve real-world problems.

- **34 miles of I-64 Express lanes** with market-based tolling for users,
- **Free HOV-2 Express Lanes to Navy Base,**
- **Free HOV-3 Express Lanes throughout the rest of the Project,**
- **Free crossing options** at MMMBT and JRB,
- **Toll rate on HRBT comparable to Midtown,**
- **Better capacity** on both sides of the HRBT, and
- A Project that **fits within the existing right-of-way** with little or no impacts to surrounding properties.

4.1. Community Benefits

Will this project bring a significant transportation and economic benefit to the community, the region, and/or the state? Are there ancillary benefits to the communities because of the project? What are the community benefits, including the economic impact the project will have on the Commonwealth and local community in terms of amount of tax revenue to be generated for the Commonwealth and political subdivisions, the number jobs generated and level of pay and fringe benefits of such jobs, the training opportunities for apprenticeships and other training



The screenshot shows a news article from PilotOnline.com titled "Lawmaker calls for \$2 tolls on HRBT, Monitor-Merrimac". The article discusses a bill introduced by Del. Joe May (R-Leslieburg) to impose a \$2 toll on the Hampton Roads Bridge-Tunnel and the Monitor-Merrimac Bridge-Tunnel. The toll would raise an estimated \$100 million a year. The article includes a photo of traffic on the bridge and a quote from Del. May. The background of the screenshot features a dark blue gradient.

"I understand the need for funding for new bridges/tunnels. However, why should it affect all existing roadways?"

"A toll is a tax under a different name."

"Look around and see the unemployment in the area. The families that are having a hard enough time making ends meet and now you want to make it worse!"

Image and public comments regarding tolling from www.pilotonline.com

programs generated by the project and the number and value of subcontracts? Is the local workforce adequate to staff the development and operations activities?

Transportation Benefits

The HRBT Project has clear transportation benefits. With **34 miles of Express Lanes** between Fort Eustis and I-264, and **total corridor capacity of 8 lanes** along the majority of the corridor, the HRBT Project will significantly improve corridor mobility and reduce travel times for residents and visitors alike. The Project will provide **improved Level of Service (LOS) along the entire Project corridor**, with the general purpose lanes at LOS D or better, and the Express Lanes always providing a high quality option—usually of LOS A. The new, parallel bridge tunnel and additional roadways constructed as part of the Project will be **new, state-of-the-art transportation facilities** with the latest construction methodology and safety improvements. Our Project also calls for the rehabilitation and/or replacement of existing structures as needed in order to provide the traveling public with **modern, safe and upgraded facilities**. Lastly, the Project will allow for the **introduction of new bus rapid transit service** across the harbor, providing an inexpensive and reliable option for travelers using mass transit between the Peninsula and the Southside.

Economic Benefits

The Project will support the statewide and regional efforts to **maintain and expand economic growth in the military, tourism, and maritime** sectors, per the George Mason University Center for Regional Analysis Study, *The Impact of Sixteen Proposed PPTA Mega Projects on the Commonwealth of Virginia Economy*.

The HRBT Project will bring **\$3 to \$4 billion in capital investment to the region**, resulting in significant direct, indirect and induced benefits. The direct benefits from construction alone will provide significant regional economic stimulus. The Project will also take advantage of the design-build process to **accelerate Project delivery and immediately begin capturing the job creation benefits** associated with the Project. A number of regional construction-related businesses will also reap economic benefits from the Project, including paving contractors, pre-cast concrete manufacturers, earthwork contractors, erection contractors, site/civil contractors, dredging companies, marine contractors, etc.

Also, by removing the chokepoint at the HRBT, the Project will **eliminate congestion related growth constraints** on both the Peninsula and the Southside, making both sides of the harbor attractive to new business and residents.

Community Benefits

Community benefits resulting from the Project include **reducing congestion and improving user mobility** throughout the region. These benefits will be shared among the many residents, commuters and businesses in Hampton Roads, and will have a positive impact on the safety and quality of community life in the region. The Project will also **improve energy efficiency and reduce greenhouse gas emissions** from vehicles idling in HRBT traffic.

Workforce Benefits

According to the *Federal Highway Administration*, every \$1 billion in infrastructure construction in the U.S. supports approximately 27,000 jobs nationwide. Of these, about 13,000 are on-site construction jobs and directly-related supplier jobs (e.g., gravel or survey work). An independent study by George Mason University found that the \$1.57-billion I-495 HOT Lanes construction project in Northern Virginia created 12,000 construction jobs over the life of the project. With an investment of \$3 to \$4 billion, the HRBT Project would clearly ***create thousands of jobs in the Hampton Roads area and across the Commonwealth.***

With a population of more than 1.7 million people, the Hampton Roads region has an ***adequate workforce—in terms of both number and skill level***—to meet the needs of the Project. One of the region's major economic sectors is maritime commerce and construction, and we believe the unique skill sets developed in that sector will be critical to the success of the Project. Also, as a region with a large military presence, there is often a large pool of personnel transitioning into the private sector who are in need of jobs, and our Project can benefit from that growing workforce component. Also, because our Project is a potential federal aid project, HRMG will ***meet and exceed any numeric goals for any training programs, small/woman/minority participation, and specialized training programs.***

Project design and construction will provide ***maximum practicable opportunities for small businesses and disadvantaged business enterprises.*** In addition, we understand that VDOT maintains a Disadvantaged Business Enterprise Advisory Committee and supports a Business Opportunity and Workforce Development (BOWD) Center which provides support services and training to underutilized Disadvantaged Business Enterprise (DBE) firms throughout the Commonwealth. HRMG will work with VDOT and these entities to identify outreach opportunities to ensure maximum participation for small, woman and minority owned businesses.

Ancillary Benefits

In addition to the transportation, economic, community and workforce benefits listed above, the Project has a number of ancillary benefits. It will help ***reduce mobile source emissions*** by both reducing congestion through increased capacity, and by using variable tolls to manage congestion. The Project will also provide for ***faster and more reliable response time for first responders*** and other public safety agencies. Lastly, the Project will ***increase capacity along the region's major hurricane evacuation route*** in the event of a dangerous storm.

4.2. Community Support

What is the extent of support or opposition for the project? Does the project proposal demonstrate an understanding of the national and regional transportation issues and needs, as well as the impacts this project may have on those needs? Is there a demonstrated ability to work with the community?

Extent of Support

Support and opposition of HRBT expansion has been debated by the public for nearly two decades. Concerns include tolling, proper use of funds, project prioritization, right-of-way concerns, etc. However, in 2008, VDOT conducted a high-level review of HRBT expansion alternatives. In 2009 and again in 2010, the Commonwealth Transportation Board identified tunnels and bridges in Hampton Roads as one of four major, statewide investment priorities. In 2010, The General Assembly passed HB 402 which identified HRBT as a statewide priority deserving of immediate consideration for a public-private partnership. Also in 2010, a Hampton Roads Transportation Planning Organization study ranked HRBT as the most important interstate project in the region. HRMG has carefully reviewed these concerns and studies and has developed an approach that responds to known community concerns. In addition to alleviating congestion and improving Level of Service along 34 miles of I-64—a benefit all can agree upon—the HRMG Project has the following key advantages in the court of public opinion:

- It ***fits within the existing right-of way*** and will have minimal long term impacts to communities on both sides of the water,
- A variable toll ***Express Lane with a high Level of Service over the long term***,
- General Purpose HRBT lanes would be tolled comparably to Midtown Tunnel
- ***Free General Purpose*** lanes on both sides of the tunnel, and
- ***Free alternative crossings*** at the Monitor-Merrimac and the James River Bridge

Impacts of National & Regional Transportation Needs

On a national level, the tolling concept is considered to be one of the viable options to address the shortage of infrastructure funds. In addition, the express lane concept has been proven to be a cost-effective, efficient, and sustainable option to address transportation capacity needs in urban area with heavy traffic congestion. In fact, it is the policy of USDOT to encourage the use of managed lanes through TIFIA funding. Lastly, the Project encourages carpooling and transit, which is always supported from the federal and state levels.

Alleviating congestion at the Hampton Roads Bridge Tunnel is one of the region's largest needs, and the Project directly addresses that need. The Hampton Roads Transportation Planning Organization's *Prioritization of Transportation Projects: Project Evaluation and Scoring* notes the project's positive impact on the needs of the military, maritime, and tourism sectors. That report gave this project one of the highest scores based on project utility, viability, and economic vitality in the region. Also, understanding that there are limited funds available for transportation projects in Virginia, our Project uses variable tolling to help fund the Project.

Working with the Community

The HRMG team has successfully garnered public support for numerous high-profile projects throughout North America, including:

The ***Craney Island Eastward Expansion in Portsmouth***, a \$3.8-billion local project for which members of the HRMG team developed a monthly newsletter with 13,500 subscribers; attended

more than 50 public meetings, and responded to hundreds of comments received through a public outreach Web site www.craneyisland.info. As a result of these efforts, the project has proceeded smoothly with strong public and political support; construction began in September 2010.

The **I-595 Improvement Project in Florida**, where members of the HRMG team are working with FDOT to develop a Community Awareness Program (CAP), including newsletters, DMS boards, lane closure notices, media relations, and attendance at public meetings. A Web site - www.i595express.com - was also developed to enhance both internal and external communication. The goals and objectives for the I-595 project are:

- Notify local government, affected property owners, tenants, community organizations, business groups, and the general public of the construction project and its anticipated impacts while conveying the benefits of the project
- Establish a two-way communication process for achieving effective community awareness and a means for issue resolution
- Achieve and document a level of community awareness and comfort for the project
- Address potentially controversial issues throughout the course of the project
- Foster relationships with stakeholders, special interest groups and relevant community organizations
- Engage stakeholders in maintenance of traffic and construction impact mitigation

The **Alaskan Way Viaduct Project in Seattle**. A Dragados-led consortium was recently awarded this construction contract. WSDOT has led this project for many years, including an aggressive schedule of community meetings

(<http://www.wsdot.wa.gov/Projects/Viaduct/Calendar.htm>) WSDOT requires contractors to develop, update and communicate major construction milestones to downtown businesses and the Port of Seattle. Moffatt & Nichol has been asked to coordinate the port relocations to maintain full commercial activities at the port during the entire construction period. Both firms understand the critical importance of developing realistic schedules, communicating them to affected community interests, and executing them as planned.

The **South Fraser Perimeter Road Project in Vancouver**. Since the signature of the contract in July 2010, Fraser Transportation Group (FTG) led by ACS Infrastructure Canada Inc. counts on a public liaison officer to develop FTG's responsibility under the concessionaire agreement in terms of public consultation and implementation. In summary this consists of providing support to the Province in regards to community relation, public consultation, media relation and taking the lead on traffic communication.

The **Windsor-Essex Parkway in Ontario, Canada**, in which ACS Infrastructure Canada Inc. has 33 percent share. Our communication director is working together with Infrastructure Ontario (IO) in developing public consultation and communication plans for the Project, which began in December 2010. The communication director will continue supporting IO in this effort throughout the construction and operation period.

4.3. Public Involvement Strategy

What strategies are proposed to involve local, state and federal elected officials in developing this project? What level of community involvement has been identified for the project? Is there a clear strategy for informing, educating and obtaining community input through the development and life of the project?

Public involvement includes communicating to all interested persons, groups, government organizations and elected officials, information regarding the development of the Project. This needs to be ***an early and continuing part of the transportation and project development process.***

It is essential that HRMG understands the goals, values and interests of both the public and elected officials, in order to avoid, minimize, and mitigate impacts as much as possible. In turn, the public and elected officials also need to understand the constraints and tradeoffs of the transportation planning and project development process; and be informed about the purpose and the need for the Project.

HRMG will work with the VDOT Public Information team and provide support for implementing these common strategies and public involvement efforts. These efforts will certainly include ***ongoing open and direct communication with the elected officials, under the guidance of VDOT.*** Improving Hampton Roads Bridge Tunnel will be the largest single project in Hampton Roads history and a significant level of community involvement will be required.

HRMG will propose significant congestion management and maintenance of traffic programs since much of the highway work will involve lane closures and potentially significant traffic impacts. Staggered shifts, demand management, tele-work, additional transit and alternative routings will be necessary to manage construction-related impacts.

As with other previous high-profile projects like the Craney Island Eastward Expansion or the I-595 Express Lanes Project, the Hampton Roads Mobility Group will propose to VDOT ***an extensive public outreach effort*** involving project-specific websites, newsletters, and open house educational meetings to build consensus and increase collaboration among stakeholders.

5. Project Compatibility

Is the proposed Project compatible with appropriate transportation and land use plans?

SECTION-AT-A-GLANCE

The Conceptual Proposal presented by the HRMG is compatible and consistent with relevant local, state, and federal transportation plans, including:

- Construction within existing rights-of-way, which means ***local and community impacts will be minimal.***
- **VTrans 2035** identifies the tunnels and bridges in Hampton Roads as a statewide priority or Strategic Investment in Infrastructure for the Future (\$7.8 to \$11.3 Billion).
- **House Bill 402** passed by the General Assembly in 2010 designated HRBT Expansion as a priority for Public-Private Partnership.
- The **TRIP Report** released in February 2011 identified HRBT Expansion as the #2 priority for Virginia's economic growth.
- **Federal TIFIA criteria** give federal preference to managed or express lane facilities
- The **Hampton Roads Transportation Planning Organization** staff presentation "Prioritization of Transportation Projects: Project Evaluation and Scoring" lists HRBT Expansion as the highest scoring Interstate bridge tunnel project and second-highest water crossing project.

5.1. Compatibility with the Existing Transportation System

Does this project propose improvements that are compatible with the present and planned transportation system? Does the project provide continuity with existing and planned state and local facilities? Is the project compatible with and connectable to existing and planned multi-modal facilities?

Compatibility

The proposed Project is compatible and consistent with the present and planned transportation system in Hampton Roads. ***The project's systemic capacity improvements will resolve traffic congestion at the crossing, which is consistent with the 2034 Long Range Transportation Plan proposed by Hampton Roads Transportation Planning Organization.***

The improvements will be accommodated within the existing rights-of-way, thereby minimizing impacts to the local community. The proposed project makes better use of existing and planned HOV lanes in the region by directly connecting the peninsula and the south. The Project also provides the opportunity to implement rapid transit service in the corridor, which is included in the Hampton Roads Region Transit Vision Plan. In addition, the Project is in line with efforts to support the major employers in the region, including the maritime, military, and tourism sectors.

Although currently not a funded project, the **HRBT expansion combined with I-64 Improvements would be a strong candidate for inclusion in the regional long range plan** based on the Hampton Roads Transportation Planning Organization's December meeting.

Continuity

The proposed Project doubles capacity in the existing HRBT and allows for **enhanced evacuation capability, and funding for a capital maintenance and investment program for the existing westbound span** of the Hampton Roads Bridge Tunnel. The project will **connect the existing and planned HOV lanes from both sides of Hampton Roads** and provide a seamless congestion-free travel route from Ft Eustis to I-264 on the I-64 Express Lanes.

Connection to Multi-Modal Facilities

Currently, transit services are primarily limited to local street networks or subject to congestion on interstates, but the HRMG's plan for I-64 Express lanes will provide a reliable travel time along the interstate, allowing for high-speed transit services. **The HRBT Project enables rapid transit connecting the Peninsula to the Southside.**

5.2. Fulfills Policies and Goals

Does the proposed project help achieve performance, safety, mobility, or transportation demand management goals? Does the project improve connections among the transportation modes?

Achieve Goals

The project will help achieve regional performance standards as identified in the 2034 Long Range Transportation Plan process according to the following standards:

- Safety and security;
- Maintenance and preservation;
- Environmental stewardship, economic vitality;
- Transportation and land use;
- Mobility, accessibility and connectivity; and
- Program delivery

The use of express lanes and the creation of a network of express lanes will have significant benefits to transportation demand management goals throughout the entire Hampton Roads region. The capacity improvement along the HRBT and the rehab of the existing tunnel will greatly improve corridor performance, traffic safety, and mobility. The variable pricing or "congestion pricing" designed for the proposed project will sufficiently meet the transportation demand management goal. The congestion free travel route will improve traffic safety and mobility. The existing general purpose facilities will also be enhanced because of the added capacity and effective traffic management

Connection between Transportation Modes

The Project makes better use of existing HOV lanes and provides a seamless connection throughout the region, enhancing connectivity, all within existing rights-of-way. The Project allows for high speed, reliable transit service through the use of express lane.

5.3. Enhance Community-Wide Transportation System

Are there identified project benefits to the affected community transportation system? Does this project enhance adjacent transportation facilities?

Community Transportation Benefits

As identified in the Hampton Roads Transportation Planning Organization staff presentation, “*Prioritization of Transportation Projects: Project Evaluation and Scoring*,” the HRBT component of this project provides regional and community benefits in areas of mobility, safety, and multi-modal access. This Project was the highest scoring project for utility, viability, and economic vitality.

In addition, the Project will help reduce mobile source emissions, provide faster and more reliable response time for public safety agencies, and mitigate the impacts of seasonal travel demand. ***The I-64 Express Lanes will reduce congestion on the connected community transportation facilities, especially during seasonal travel peaks.*** The HRMG plan proposes to relieve the transportation issues as a system and not just address the specific tunnel expansions.

Enhance Adjacent Transportation Facilities

The added capacity to the HRBT will greatly improve the traffic condition of the existing HRBT. The I-64 express lanes will make better use of the existing and planned HOV facilities and improve the adjacent general purpose lanes as demonstrated by several existing managed lane projects in the nation. Other Hampton Harbor crossings such as MMMBT will also benefit from the capacity improvement along the HRBT with potential traffic diversion to HRBT crossing. The surrounding communities and maritime facilities utilizing ***I-564, I-264, and secondary streets to HRBT will benefit from the improved traffic flows leading to the facility***, saving time and energy for commuters, businesses, military personnel, and emergency responders. Furthermore, it will ***relieve local street system congestion on both sides of Hampton Roads during peak travel hours***, which will reduce the daily and predictable back-ups on both sides of the harbor.

5.4. Address the needs of the Local, Regional, and State Transportation Plans

Does the project address the needs of the state, regional, and local transportation plans? Does the project support improving safety, reducing congestion, increasing capacity, and/or enhancing economic efficiency? Does the project address the needs of plans and documents of the Virginia Multimodal Long Range Plan? If not, are steps proposed that will achieve coordination and meeting the needs with such plans?

State, Regional & Local Transportation Plans

Improving the Hampton Roads Bridge Tunnel has been identified as a major need in many planning documents. For example:

- The Hampton Roads Transportation Planning Organization's *Hampton Roads Congestion Management Process, 2010 Update*, ranked HRBT as the most congested freeway corridor in the region.
- The Hampton Roads Transportation Planning Organization's staff presentation "*Prioritization of Transportation Projects: Project Evaluation and Scoring*" lists HRBT Expansion as the highest scoring Interstate bridge tunnel project.
- *VTrans 2035* identifies the tunnels and bridges in Hampton Roads as a statewide Strategic Investment Priority in Infrastructure for the Future (\$7.8 to \$11.3 Billion).
- *House Bill 402* passed by the General Assembly in 2010 designated HRBT Expansion as a priority for Public-Private Partnership.
- The *TRIP Report* released in February 2011 identified HRBT Expansion as the #2 priority for Virginia's economic growth.
- George Mason University's Center for Regional Analysis Study, report on *The Impact of Sixteen Proposed PPTA Mega Projects on the Commonwealth of Virginia Economy* listed HRBT expansion as one of the top ten projects with significant post-construction economic benefits for the Commonwealth.
- The project can also help achieve a recommendation of the *Transit Vision Plan* for Hampton Roads for a premium bus rapid transit (BRT) service between the Peninsula and Southside.

Safety, Congestion, Capacity, & Economic Efficiency

The Project improves safety by constructing *newer, safer infrastructure; upgrading older infrastructure; and improving Level of Service* along a 34-mile corridor between the Peninsula and the Southside. *Overall public safety will also be improved* due to increased capacity for hurricane evacuations, and improvements to emergency service response times.

The Project *reduces congestion by increasing capacity to a total of 8 lanes along the majority of the I-64 corridor*. The implementation of Express Lanes also reduces congestion on the general purpose lanes by giving users who require a more reliable route the option of paying a toll to achieve that Level of Service. Those toll payers leave the general purpose lanes and create capacity for the remaining users of the general purpose lanes.

Capacity increases and congestion reductions *enhance the efficiency of the key Hampton Roads economic sectors: military, maritime, and tourism*. The continuation of free of HOV-2 and Express Lane service to the Naval Base will support operations and employment there. Port related truck traffic moving cargo to and from the area's marine terminals, warehouses and

distribution facilities will be able to make more trips per day, which will lower the cost of goods and services in the region. Lastly, the Project will support regional tourism by giving visitors to the region additional mobility between the major attractions in the Historic Triangle on the Peninsula and the resort beaches and downtowns on the Southside.

Address the Virginia Multimodal Long Range Plan

The *project is listed by name twice in the 2035 VTrans Executive Summary* under two different priority categories: 1) Tunnel and Bridges in Hampton Roads, and 2) Expand the Port and Related Intermodal Facilities and Services. The project also *addresses the 2035 VTrans goals identified in the 2010 Governor's Multimodal Strategic Plan* for the Commonwealth of Virginia plan:

- Safety and Security
- System Maintenance and Preservation
- Mobility, Connectivity, and Accessibility
- Environmental Stewardship
- Economic Vitality
- Coordination of Transportation and Land Use
- Program Delivery

In addition, *the project significantly addresses utility, viability, and economic vitality, the three scoring factors in the Hampton Roads Transportation Planning Organization Report, Prioritization of Transportation Projects: Project Evaluation and Scoring.*

Since the project is to be completed within existing rights-of-way and allows the other water crossings (Monitor Merrimac and James River Bridge) to remain free to travelers, HRMG believes that this addresses the needs of an effective local transportation plan.

5.5. Land Use Impacts

Has the proposed project been coordinated with local land use and comprehensive plans? What steps have been proposed with local planning officials to coordinate land use with proposed transportation facilities?

Coordination with Land Use Plans

The project is planned to be accommodated within existing rights-of-way and thereby avoid significant land use impacts. *This approach supports ongoing residential, business, and industrial land use plans already in place.* As such, the project should be consistent with local land use desires. Any potential land use impacts will be further analyzed and evaluated through the Environmental Impact Statement process and the 2034 Long Range Transportation Plan. Moreover, adding transportation capacity in the I-64 corridor can support denser development in established areas, making better use of existing infrastructure.

Coordination with Local Planning Official

The proposed improvements to the Hampton Road Bridge Tunnel will directly serve significant employment uses in the military, maritime, and tourism sectors. Potential refinement of connections with these sectors will occur through the Environmental Impact Statement and 2034 Long Range Transportation Plan processes in coordination with local planning officials. HRMG will work with appropriate local planning officials following publication of its proposal and in accordance with VDOT guidance.

5.6. Economic Development

Will the proposed project enhance the state's economic development efforts? Is the project critical to attracting or maintaining competitive industries and businesses to the region, consistent with stated objectives?

Economic Development Efforts

The 2035 VTrans Executive Summary notes that Virginia receives \$4 in return for every \$1 invested in transportation and notes the HRBT expansion by name multiple times as a much needed project. It specifically lists the project relating to expanding port and related intermodal facilities. The project's economic impact is further highlighted in the George Mason University's Center for Regional Analysis Study, *The Impact of Sixteen Proposed PPTA Mega Projects on the Commonwealth of Virginia Economy*, which notes that **this project is one of sixteen that would help grow the State of Virginia's economy by over \$4 billion annually**. The proposed HRBT project alone will bring \$3 to \$4 billion capital investment and many employment opportunities to the region.

The TRIP Report, "The Top 50 Surface Transportation Projects to Support Economic Growth in Virginia," highly ranked the HRBT project among all VDOT projects that would increase movement of people, goods and resources throughout the state. The HRBT, with added I-64 Express Lanes, would enhance economic development opportunities throughout the state by increasing mobility and freight movement, easing congestion, and making Virginia an attractive place to live, visit and do business.

Attracting and Maintaining Business

Given its location in the heart of Hampton Roads, the HRBT is a vital element of the region's three main economic sectors: military, maritime, and tourism. Expanding the Hampton Roads Bridge Tunnel capacity and adding I-64 Express Lanes will thus improve performance and attractiveness of these main economic contributors.

Hampton Roads' economy is largely dependent on The Port of Virginia—the East Coast's 3rd largest port. A 2008 study by the College of William and Mary credits The Port of Virginia with direct, indirect and induced employment of 343,000 personnel statewide. This represents 9% of the total employment in the Commonwealth. **The expansion of HRBT can complement many upcoming projects the Port has planned in order to remain viable in the goods movement industry.** As quoted on page 1 of the Hampton Roads Regional Travel Delay Study, "The port

becomes less competitive when trucks carrying goods to and from the port are stuck in traffic."

Expanding the HRBT can aid in economic benefits to U.S. consumers in terms of readily available, low cost retail goods by improving the Port's competitiveness. When goods are transported from their port of origin more quickly, those savings will be passed on to the consumer in terms of low prices.

Another driving factor in the Hampton Roads economy is the presence of Naval Station Norfolk. ***The HRBT expansion will provide improved long-term efficiency and reliability in the movement of the tens of thousands of military and civilian workers who commute to and from the Navy base each day.*** A press release from Navy Region Mid-Atlantic Public Affairs Office dated January 5, 2011 stated that total direct economic impact in the Hampton Roads was over \$14.8 billion in fiscal year 2009.

Furthermore, Hampton Roads is a multi-faceted tourist destination from the surf and sand in Virginia Beach, to the "Historic Triangle" comprised of Williamsburg, Jamestown, and Yorktown.

According to the Virginia Tourism Corporation, tourists spent over \$3.7 billion in the region in 2007. Businesses catering to tourism employ more than 85,400 people that include hotels, restaurants, retail, and recreational and transportation services. According to the ***Southeast Virginia Tourism Alliance, tourism impacts practically all area businesses, contributing to quality of life through the influx of tax revenue, creation of jobs and rise of services and attractions*** that add to the vibrancy of life in Hampton Roads. Increasing the capacity of the HRBT will increase the amount of visitors the region receives by ensuring a faster way to travel to their destination.