2.1.

Technical Proposal
Executive Summary

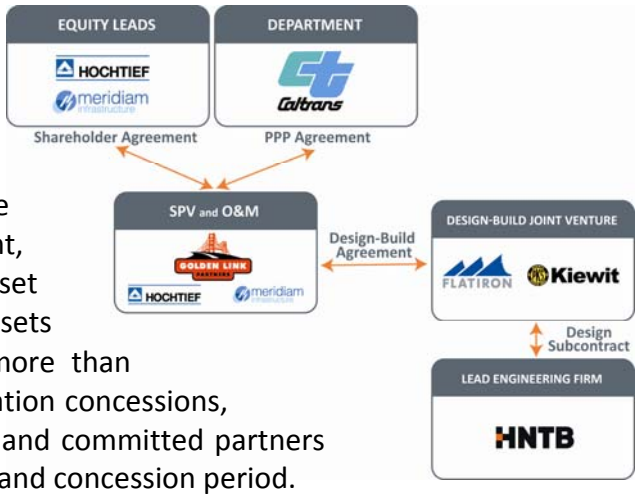
2.1.1 TECHNICAL PROPOSAL EXECUTIVE SUMMARY

Presidio Parkway, The Palace of Fine Arts and the Golden Gate Bridge

The Presidio Parkway Project (Project) is a high-profile, world-class project and the first transportation P3 in the State. As the Project is located in a historical national park in the heart of San Francisco, Golden Link Partners (GLP) understands that numerous agencies, communities and organizations have a vested interest in the successful completion of this Project. GLP is committed to each organization throughout the Project's execution to ensure that it is a success. And, as a long-term steward of the Project, GLP will create a thriving legacy by supporting the Project's vision to become "San Francisco's Gateway."

OUR TEAM – THE GOLDEN LINK PARTNERS

GLP represents the ideal consortium that possesses all of the necessary attributes required to fulfill the Departments' goals and objectives for the Project.



Both HOCHTIEF and Meridiam are international leaders in P3 development, financial structuring, and long-term asset management. With a combined total of 39 assets under successful management (valued at more than U.S. $21.7 billion), 15 of which are transportation concessions, HOCHTIEF and Meridiam are knowledgeable and committed partners through both the Project development phase and concession period.

Additionally, GLP's Design-Build Joint Venture (DBJV) and Lead Engineering Firm have successfully worked and delivered numerous bid-build, design-build, and P3 projects, most notably the Northeast Stoney Trail and Northwest Anthony Henday P3 projects in Alberta (Flatiron); the I-405 Sepulveda Pass Widening Design-Build in Los Angeles (Kiewit and HNTB); the Port Mann Highway 1 Design-Build in British Columbia (Flatiron, Kiewit, and HNTB); the San Francisco-Oakland Bay Bridge Bid-Build project (Kiewit and Flatiron); and the Sea-to-Sky Highway P3 in British Columbia (Kiewit). The successful management of these challenging and complex projects exemplifies the quality of our team and the depth of our experience.

2.1.1.A – EXPLANATION OF THE ORGANIZATION AND CONTENTS OF THE TECHNICAL PROPOSAL

The organization of our proposal is outlined in the following table:

Volume 1A – Administrative Information
2. Administrative Information Submittal
2.1. Technical Proposal Executive Summary
2.2. Proposer Information, Certifications, and Documents
Volume 2A – Technical Proposal
1. Management/Administration
1.1 Preliminary Project Management Plan
1.2 Project Schedule and Construction Phasing/Sequencing Plan
1.3 Environmental Compliance Plan
1.4 Draft Sustainability Management Plan
2. Preliminary Master Design Submittal
2.1. Preliminary Master Design Submittal
2.2. Form I/Design Submittal Overview
3. Operations and Maintenance
3.1. Preliminary O&M Plan
Volume 2B – Technical Proposal (Design)

2.1.1.B – SUMMARY OF CHANGES IN PROPOSERS ORGANIZATION

There has been no material changes in the Proposer's organization, including the Equity Members, Major Non-Equity Members, and those key personnel described in ITP Section 2.8 since our submission of the SOQ.

2.1.1.C – OVERVIEW OF DESIGN AND CONSTRUCTION APPROACH, TECHNICAL INNOVATIONS, KEY RISKS ANTICIPATED, AND PROPOSED MITIGATION METHODS

As GLP's Lead Engineering Firm, HNTB has drawn from its extensive experience with similar, complex projects to specifically tailor the approach to management of design activities for this Project. In fact, design leads collectively bring more than 300 years of design experience with the Department on some of the most complex projects along the State's highway system.

The foundation for our design management approach is the development of a Project-specific work plan to complete all design tasks and to produce required deliverables by achieving quality standards on time to meet construction schedule requirements. Through the development of this work plan, GLP will identify all design criteria for each element of design and construction and will compile these design criteria in a comprehensive set of documents available for use by every design discipline and Project team member. We will review and approve any required changes to the design criteria or Project scope through standard proven change control process. No additional design exceptions are currently planned.

Design Approach

Within 60 days of NTP 1, GLP will begin early start design activities, such as utility potholing, survey, and geotechnical investigation. GLP will hold weekly task force meetings to integrate the design team with the Department, the construction team, and the O&M team. These

meetings will assimilate the design with construction, O&M, stakeholders and environmental commitments.

GLP will hold meetings with third party representatives at the outset of the Project and on an as needed basis to address each parties' concerns. When appropriate, third party agencies may be invited to attend the Project's weekly task force meetings.

GLP will perform design pursuant to QA/QC standards required in the Agreement and as outlined in this Proposal. Our design will not significantly vary from that provided in the Preliminary Drawings provided by the Department.

Construction Approach

Construction challenges include traffic management, environmental commitments, storm water pollution prevention, subsurface geotechnical conditions, site access, communication with third parties, unknown utilities, and unknown hazardous materials. Construction issues will be addressed through a proven management approach. We will work diligently to find solutions, communicate these solutions, and build the Project. Our Project Manager Frank Daams and our Quality Construction Manager Corkey Bates have worked on two other large projects for the Department in this area (San Francisco to Oakland Bay Bridge and Carquinez Bridge). Both are currently completing design-build projects of similar size as the Presidio Parkway. They are intimately familiar with work in this area and are committed to the partnering process.

The new San Francisco to Oakland Bay Bridge built by Kiewit and Flatiron

Our Construction Approach is as follows:

- Begin construction on October 31, 2011, following NTP 3 as indicated in the Agreement. Construction will follow the sequencing/phasing plans spelled out our Technical Proposal.
- Stage 1: We will construct the widening of the Highway 1/U.S. 101 interchange by completing the ramp widening and mainline reconstruction.

- Stage 2: Construct the tunnels, the Presidio Viaduct and the Girard Interchange; without reconfiguring the traffic patterns.
- Stage 3: At the completion of Stage 2 work, we will construct the east tie-in at Richardson Avenue and the northbound mainline during a three-day or holiday weekend closure.
- Stage 4: We will open the ramps and mainline traffic to the final configuration while other ancillary work is completed.
- Achieve Substantial Completion by December 31, 2014.

Department installed (Phase 1) detours will be utilized to allow construction of the major portion of the Project, with three-day closures planned to complete the Girard Road Interchange work, and the mainline crossover. This will take place in mid to late 2014, prior to Substantial Completion. The mainline pavement and ramps between Highway 1/U.S. 101 Interchange and the Golden Gate toll plaza will be constructed in several phases while maintaining traffic capacity. This construction plan allows GLP to build the project in an efficient and safe manner. It completes the work by the deadlines established by the Department.

Technical Innovations

GLP proposes the following major innovations, which will enhance our project delivery.

- GLP will install in pavement, wireless ITS sensors that provide traffic speeds and counts in real time, without the need for traffic loops which have historically been a maintenance problem and somewhat unreliable
- Cement soil mixing will be used at selected locations to provide the best ground improvement measures, and to provide a cost effective measure to deal with areas of incompetent soil qualities
- Our traffic management plan may allow for a staged mainline cross over re-design, which will minimize traffic closures to the project

Key Risks and Planned Mitigations

- First transportation infrastructure P3 project in California, obtaining financial close on schedule
    - GLP will implement a highly detailed and transparent financing approach that highlights the strength of our team and viability of the Project. GLP will also leverage strong relationships within the international lending community, as well as our experience working with TIFIA and PABs to prepare and deliver competitive financing.
- Obtaining timely permit approvals

- Task force meetings will focus on deadlines, submittal dates and coordination with third parties to alleviate risk of delayed approvals

- Third party utility relocations and unknown utilities
  - At NTP 1, we will begin task force meetings on third party utility relocation. A matrix of known utilities will be developed and tracked by our utility coordinators. They will work and meet with third parties to minimize the risk of schedule delays. Information will be shared with the Department to gain timely approvals. If unknown utilities are found, the Department and the third parties will be notified. We will work conscientiously to find solutions to minimize schedule risk.
- Timely design submittal approvals
  - We anticipate a smooth review and approval process because the proposed construction is modeled on the Phase 1 construction. The bridges, walls, and tunnels are similar to the adjacent Phase 1 work. This should minimize review times and expedite construction. We encourage the Department to participate in over-the-shoulder reviews during design development.
- Architectural and archeological finds
  - We will investigate extensively, notify appropriate parties, find ways to lessen the construction impact, and minimize schedule risk.
- Inherent risk of a design-build project
  - Our team has worked on numerous design-build projects and we bring many lessons learned to the table. Our experience means we can head-off risks and delays before they start.

GLP will monitor and manage risks through strong experienced management and extensive planning. We will address key issues at the start of the Project, communicate extensively with all parties involved, and manage and communicate information throughout the Project until each issue is resolved. We have a consistent track record of efficiently monitoring and managing these issues to achieve results ahead of schedule and below budget.

2.1.1.D – SUMMARY OF PROPOSED MANAGEMENT, DECISION MAKING, AND DAY-TO DAY OPERATIONAL STRUCTURE

GLP's management provides overarching coordination and control of the Project development and delivery through a seamless organizational structure that unifies the Project's phases and activities to ensure successful Project delivery. We have strategically formed our team by selecting highly qualified firms and key personnel to manage the development process and the Project. GLP's organization emphasizes the fundamental importance of maintaining continuity

between the Project development and Project delivery management teams. As many of our key personnel will be involved in the Project throughout all of the phases, we will be able to realize efficiencies, including effective knowledge transfer, an intimate familiarity with the contractual obligations, and a keen understanding of the Department's goals.

The Developer Project Director Steve Perfect (HOCHTIEF) will be responsible for ensuring that all contractual obligations are being met throughout the Term of Contract. The Developer organization will also include finance, legal, and commercial support, as well as third party compliance advisors engaged periodically throughout the Term to ensure the quality of design, construction, and performance of the infrastructure.

Project Manager Frank Daams and Construction Quality Manager Corkey Bates are highly experienced in this region on large infrastructure projects. They bring a world of knowledge and know-how; and are strong supporters and active participants in the Departments partnering process. Refer to the construction organizational chart for more information on our team of professionals.

2.1.1.E – SUMMARY OF PROPOSERS APPROACH TO FULFILLING EXPECTATIONS OF PROJECT STAKEHOLDERS

GLP is honored to manage this high-profile, world-class Project and is committed to the long-term stewardship of the Project. GLP recognizes that much is at stake for multiple stakeholders on this Project and that GLP's success is dependent on addressing stakeholder issues. GLP is committed to collaborating with each stakeholder to ensure that the Project is a success.

Key Stakeholders	Primary Expectation	GLP Approach
Presidio Trust	Minimal disruption to tenants	Regular communication with tenants of progress, changes, and updates
	Protection of historic facilities	Monitoring of existing facilities and buildings
		Trained and sensitive work force, with respect for historic buildings and facilities
	Delivery of open and sustainable park	Involve Presidio Trust in the landscaping process by means of task forces
Golden Gate Bridge Highway Transportation District	Better access to the bridge and minimal disruptions to existing traffic patterns	Develop and implement well-conceived traffic management plan, minimal detours, and traffic switches
National Park Service	Respect for Environment and Park Facilities	Dedicated compliance, careful planning, and minimized disturbance to park grounds
San Francisco County Transportation	Improve operations, safety, functionality, and mobility of traffic	Effective application of traditional traffic handling practices and an innovative combination of public and motorist

Key Stakeholders	Primary Expectation	GLP Approach
Authority	on the Presidio Parkway	information, traffic demand management, incident management, system management, construction strategies, and alternate routes
Department	On time, high quality, well-maintained, first-rate P3 project and program	World Class team of P3 Professionals
Department	Improve the seismic and structural safety of the Presidio Parkway	Construction of 11 new bridge and tunnel structures. GLP brings significant engineering expertise to address the Project's complex site conditions and develop innovative solutions to manage risk. Our structures and bridges lead designer has 29 years experience designing bridges structures for regions with high seismicity

As the construction is completed, GLP will continue to involve third parties and stakeholders in O&M of the Project. Communication lines will remain open, meetings will continue to be scheduled, and stakeholder lists will be continually updated. Throughout the term of the Operating Period, scheduled rehabilitation will be clearly and proactively communicated to ensure that the travelling public is aware of upcoming construction activities. Likewise, continuous communication with the Department will allow GLP to be aware of planned improvements for coordination of potential impacts to the roadway system.

2.1.1.F – SUMMARY OF PROPOSED PROJECT SCHEDULE

GLP has developed a logic-based CPM schedule in Primavera format in accordance with the requirements of the ITP Appendix C, Section 1.2. We are completing this project ahead of the contractual date for Final Acceptance. This schedule is located in Appendix 4 at the end of Volume 2. The schedule demonstrates our understanding of the Project by resulting in a final completion date that beats the Project requirements. The methodology used to create this project schedule is based on the requirements within the Contract Documents coupled with GLP's experience, our production histories, and our comprehensive understanding of the Project. The schedule includes 50 working days of anticipated weather delays as well as 90 days for Deductible Relief Event delays.

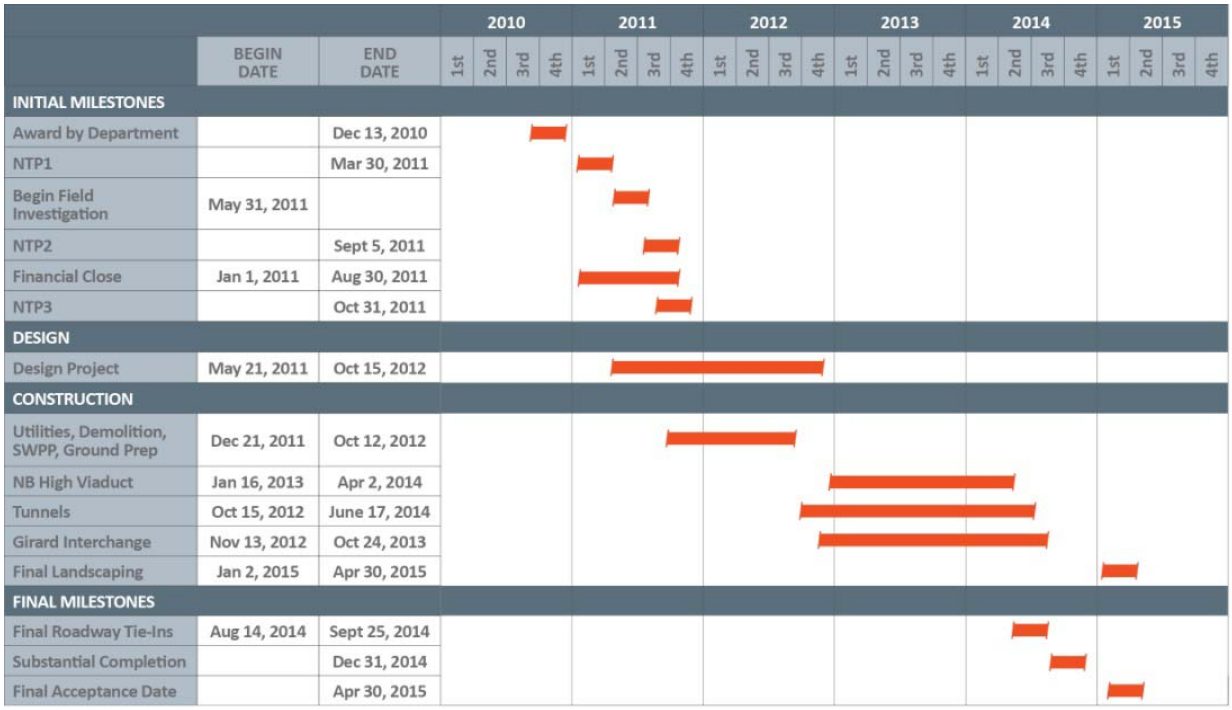
Our schedule integrates both design and construction activities. We have incorporated early design packages and review processes. We will work with the Department to get critical design packages approved. This will allow for early release of "ready for construction" drawings to ensure that critical path construction activities will proceed without delay. We will release other design packages in sufficient time to avoid construction delays. GLP anticipates design

work to commence within 60 days of issuance of NTP 1 on March 30, 2011. A 15-day review period by the Department is anticipated for each submittal per the specifications.

GLP has prepared an aggressive, yet achievable project schedule for the construction work. The scheduled Substantial Completion Date of December 31, 2014, is in compliance with the required Substantial Completion Date of December 31, 2014. GLP anticipates a Final Acceptance Date of April 30, 2015, which is before the required Completion Deadline of June 30, 2015.

GLP Project Schedule

	BEGIN DATE	END DATE
INITIAL MILESTONES		
Award by Department		Dec 13, 2010
NTP1		Mar 30, 2011
Begin Field Investigation	May 31, 2011	
NTP2		Sept 5, 2011
Financial Close	Jan 1, 2011	Aug 30, 2011
NTP3		Oct 31, 2011
DESIGN		
Design Project	May 21, 2011	Oct 15, 2012
CONSTRUCTION		
Utilities, Demolition, SWPP, Ground Prep	Dec 21, 2011	Oct 12, 2012
NB High Viaduct	Jan 16, 2013	Apr 2, 2014
Tunnels	Oct 15, 2012	June 17, 2014
Girard Interchange	Nov 13, 2012	Oct 24, 2013
Final Landscaping	Jan 2, 2015	Apr 30, 2015
FINAL MILESTONES		
Final Roadway Tie-Ins	Aug 14, 2014	Sept 25, 2014
Substantial Completion		Dec 31, 2014
Final Acceptance Date		Apr 30, 2015



A work breakdown schedule is included in Appendix 4 at the end of Volume 2, which details key activities by location, type, and task. The summary schedule above provides a snapshot of key dates, schedule assumptions, and other information consistent with the ITP Appendix C requirements used to generate our project schedule and Construction Phasing/Sequencing Plan (see Volume 2, Section 1.2, page 36), demonstrating GLP's intense understanding of the activities necessary to achieve final completion of the Project.

2.1.1.G – OVERVIEW OF APPROACH TO OPERATING AND MAINTAINING THE PROJECT

GLP's approach to successfully operating the Project over the Term is to apply the appropriate resources necessary to provide system safety, availability, and compliance with the Agreement, including asset performance and handback requirements. We understand that consistent

adherence to the routine and preventive maintenance plan is directly related to the optimization of the asset lifecycle and rehabilitation costs. As a result, our goals and the Department's requirements are fully aligned with respect to maintaining the condition of the assets to meet handback requirements.

The resources GLP will provide for O&M include direct staff, Contractors, and professional consultants; a robust Maintenance Management System (MMS); and a well-defined quality program. Our staff and subcontractors will be adequately trained for their work activities, and will be observant of Project conditions. Our professional consultants will perform required structural inspections, conduct rehabilitation activities, and provide support for the development of solutions for potential challenges or emergencies on the project.

Our MMS will be the tool by which we consistently track the assets and their condition. GLP will perform trending analysis with the data to determine asset performance over time and plan for early interventions if necessary. We will involve the Department and the SFCTA in this process. The MMS system will also allow us to analyze specific elements for repeat incidents, which will allow us to consider safety enhancement or improvements.

GLP's O&M quality program is based on the Department's Level of Service program (LOS 2000) with specific adjustments for the actual infrastructure that will be in place during the Agreement, the required performance outcomes, and with respect to the size of the system.

2.1.1.H – SUMMARY OF APPROACH TO FULFILLING ENVIRONMENTAL REQUIREMENTS

GLP's team of environmental professionals has experience successfully managing environmental compliance on large-scale, multifaceted design-build transportation projects subject to overlapping jurisdictions and regulations. GLP will implement an environmental compliance plan that ensures:

- Project design is consistent with mitigation commitments and permit requirements
- Construction activities comply with environmental requirements
- Long-term mitigation commitments are tracked and met during O&M
- On-site construction issues are addressed in real time

Our compliance leaders know federal, state, and local environmental requirements and are intimately familiar with the evolution of this project from initial project screening through the eventual development of a consensus alternative, which balances the demands of multiple stakeholders.

The ECP team will be integrated in the project delivery process, developing the environmental compliance tracking tool; training design team members on environmental commitments; tracking permit status and monitoring compliance; mobilizing a multidisciplinary team to

conduct required monitoring; and conducting design reviews to ensure that design and construction innovations meet environmental requirements. The ECP will link compliance tracking to the overall project QA/QC program to ensure that a digital record of successful environmental compliance is always available for inspection.

This environmental leadership team will be hands-on in developing mitigation plans for historic property treatment, biological resources, hazardous materials management, stormwater treatment, tree management and vegetation restoration, and deconstruction/stabilization plans for Buildings 201, 204, 228, and 230, noise and vibration monitoring, health and safety requirements, waste minimization, and pre-construction plans. Other specific ECP deliverables include an enhanced and updated version of the environmental commitments database to become a more integrated Environmental Commitments Tracking Tool and a coordination plan to integrate environmental factors into final design decision making. The ECP includes straightforward tools to manage compliance activities such as environmental compliance checklists and schedules, as well as binders that consolidate permits, specifications, environmentally sensitive areas (ESAs), contract requirements, and maps in a single location for contractor reference. Successfully preparing and implementing these deliverables will allow the project to remain constantly in compliance with environmental commitments.

2.1.1.I – SUMMARY OF APPROACH, DESIGN INNOVATIONS OR SPECIAL TECHNOLOGIES TO ENSURE SAFE AND RELIABLE TRAFFIC OPERATIONS

GLP understands the potential impact this construction will bring to the area, in particular, the local arterials. It will be important to monitor traffic conditions and provide accurate advanced traveler information to the public. We will station Changeable Message Signs at key points on the project to keep the public informed. In addition, we propose to use early installation of vehicle detection equipment made by Sensys. These detectors can be installed with minimal impact to traffic and provide vehicle count and speed information. CCTV cameras will be used to verify travel conditions as reported by the detectors. Wireless communication and solar power will enable easier installation of equipment. By not using hardwire connections, our traffic operations equipment will not be effected by construction activities. Based on this data, messages will be sent to the (portable) message signs that will provide advance information to drivers and pedestrians coming into the construction area. Sensys equipment used during construction will be converted to permanent installations for continued connectivity and control by the Department.

2.1.1.1 – TABLE OF ROLES OF EQUITY AND MAJOR NON-EQUITY MEMBERS AND SHARES OF OWNERSHIP

The following table indicates the roles of the Equity Members and Major Non-Equity Members, and their shares of ownership of any joint venture.

Equity (Developer)	HOCHTIEF PPP Solutions North America Inc. (50%) MINA USA LLC (50%)
Design-Build Joint Venture (Design-Builder)	Flatiron West, Inc. (65%) Kiewit Infrastructure West Co. (35%)
Designer	HNTB Corporation Inc.
O&M Contractor (Operator)	HOCHTIEF PPP Solutions North America Inc. (50%) MINA USA LLC (50%)

2.1.1.2 – TABLE OF RELATIONSHIPS OF EQUITY AND MAJOR NON-EQUITY MEMBERS; AND GUARANTORS

The following table shows the relationship between the Equity Members, Non-Equity Members, and their Guarantors, as applicable.

Equity Members	**Guarantor**
HOCHTIEF PPP Solutions North America Inc. MINA USA, LLC	HOCHTIEF AG Meridiam Infrastructure North America Fund II
Major Non-Equity Members **Lead Contractors**	**Guarantor**
Flatiron West, Inc. Kiewit Infrastructure West Co.	HOCHTIEF AG Kiewit Corporation
Lead Operations and Maintenance Firm	**Guarantor**
HOCHTIEF PPP Solutions North America Inc. MINA USA, LLC	HOCHTIEF AG Meridiam Infrastructure North America Fund II