1. QUALIFICATION AND EXPERIENCE

1.1. THE TEAM

Virginia Corridor Partners ("VCP") is an equal-share venture of Macquarie Investment Holdings, Inc. and Skanska Infrastructure Development. As the developer of this project we are supported by various Financial Advisors ("FA"), a Design/Build Contractor ("DBC"), and Tolling and Operations subcontractors. The DBC is a joint venture of Tidewater Skanska, Inc. and the Lane Construction Corporation. The DBC joint venture expects to subcontract project design work to a tri-venture lead by DMJM Harris (an AECOM company) and including Hayes, Seay, Mattern & Mattern, Inc. and Thompson & Litton. The team is locally based with either headquarters or major offices and staff resident in the Commonwealth of Virginia. Assisting and advising on traffic, tolling, revenue, operations, and maintenance issues are Halcrow Consulting, Inc. and Transfield Services, experts in the business of operating tolled facilities. Final team members would be added in the future through a competitive selection process giving full attention to local businesses and employment.

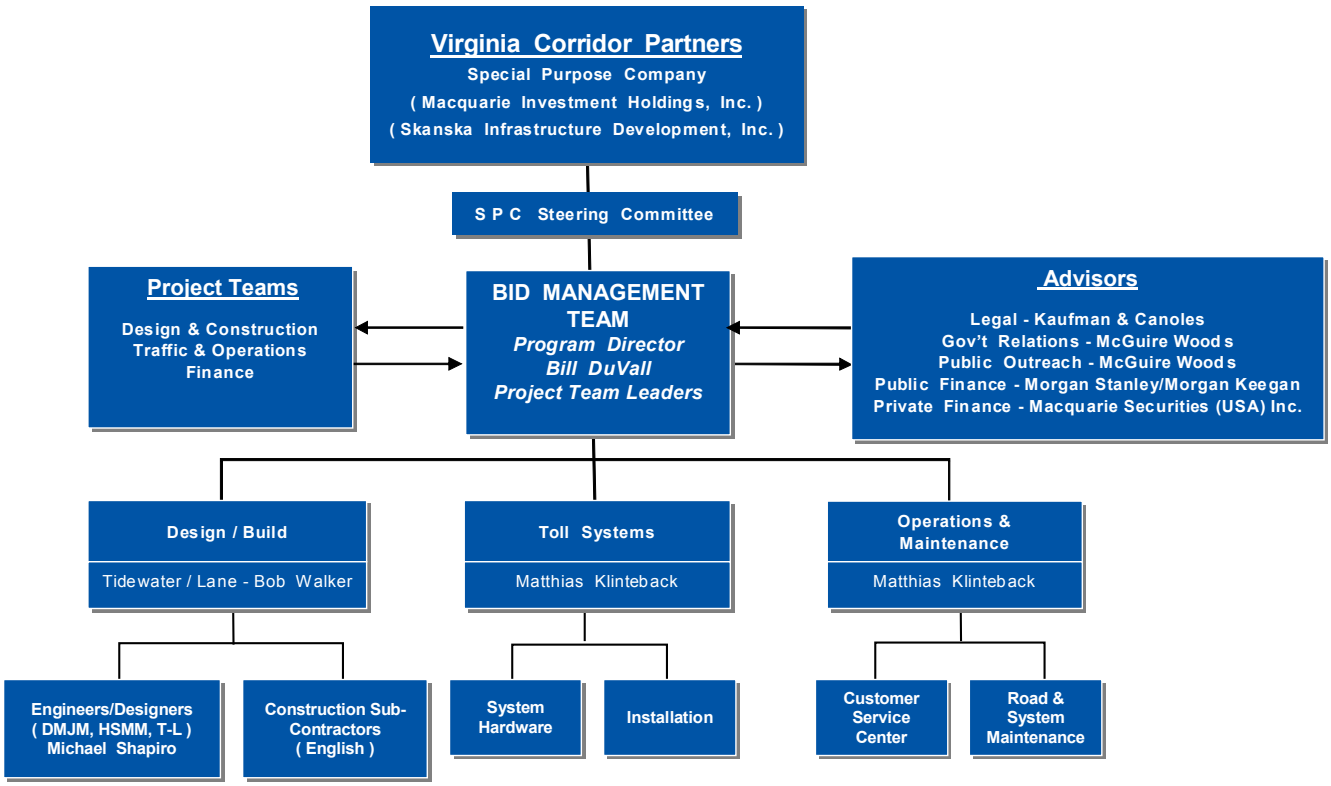
1.1.1. Legal Structure

Virginia Corridor Partners expects to incorporate and register in Virginia a Special Purpose Company ("SPC") to develop this project and to finance, build, and operate it. The SPC expects to negotiate and sign the Comprehensive Agreement ("CA") with the Virginia Department of Transportation ("VDOT"). This SPC would execute all of the financing documents and would subcontract with the DBC and other entities for the design, construction, operation and maintenance of the facility or will self-perform some of these tasks.

1.1.2. Organizational Structure

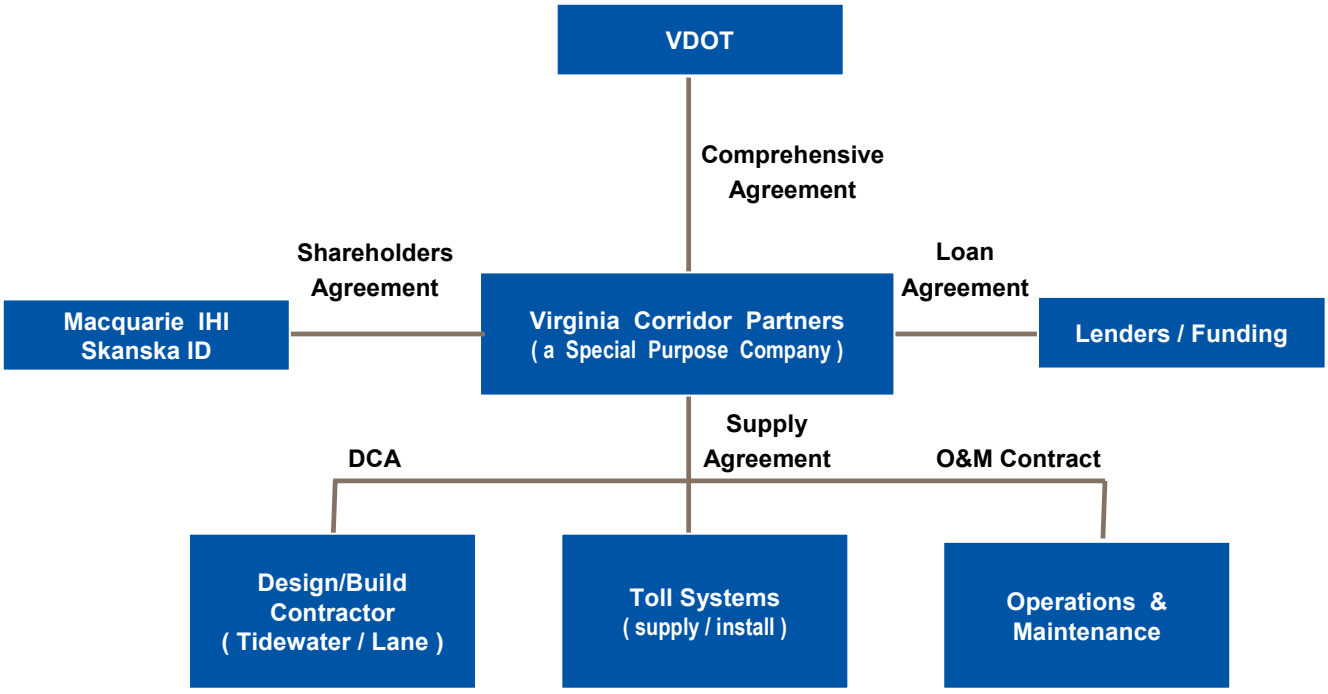
Virginia Corridor Partners envisions a Special Purpose Company with a Steering Committee operating through a Program Director for the day-to-day operation of the project. The Program Director would have access to technical and financial advisors and would have team leaders to manage the major project functions. VCP's organizational structure is shown in Figure 1.1.

FIGURE 1.1: U.S. ROUTE 460 CORRIDOR IMPROVEMENTS PROJECT – ORGANIZATIONAL STRUCTURE



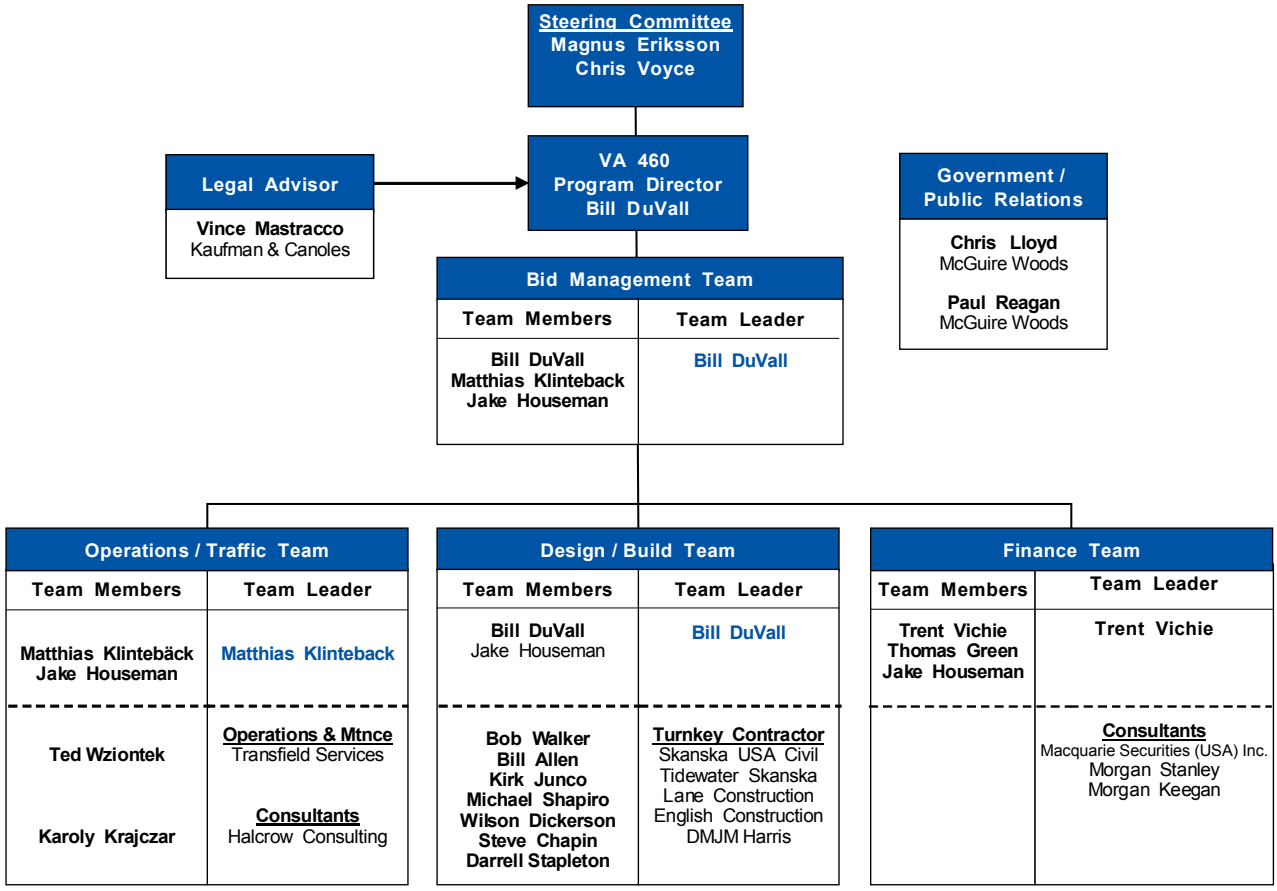
The contractual relations that VCP establishes to implement and execute the terms of the Comprehensive Agreement would fall along the lines of authority and relationships displayed in the figure below. Generally, the project teams supervise contracts with functional contractors.

FIGURE 1.2: U.S. ROUTE 460 CORRIDOR IMPROVEMENTS PROJECT – CONTRACTUAL STRUCTURE



We have organized ourselves at several levels to prepare and submit the necessary proposal and bidding documents; to finance, design, and build the facilities; and to own, operate, and maintain the project for the full duration of the CA terms. During the proposal and bidding stages and through the consummation of the CA negotiations, our team plans to be organized as shown in Figure 1.3. Please note that the continuity of our management staff continues contractually, chronologically, and functionally. We are committed to a stable, serious team of managers thoroughly familiar with the project from its beginning to end.

FIGURE 1.3: VIRGINIA CORRIDOR PARTNERS – PROPOSAL ORGANIZATIONAL CHART



1.1.3. Management Approach

Virginia Corridor Partners expects to organize and assign staff in a manner to maximize its control and success in each of three phases for this project. We would have a flexible management team that adjusts to the changing needs of the project, the public, and VDOT. Our first and foremost approach to managing this program would be to take responsibility for and control of the project. We would set clear and sensible budgets, schedules, and quality standards that would be met without excuse. We plan to be a pro-active team that is ahead of events; managing, directing, and mitigating rather than reacting to them. We would be a partner with VDOT in the implementation of this program adhering to the CA, keeping VDOT informed of schedule and budget issues, and keeping the public safe and informed as the project progresses. Our promise to VDOT is "no surprises". Communication will be the hallmark of the VCP team.

1.1.3.1. Proposal, Bid, and Negotiating Phase

During this phase our management approach will be "accuracy, reality, and best value". We expect to manage the proposal, bid, and negotiating phase with a Program Director; Team Leaders for

Design/Build, Tolling & Operations, and Financing; and expert advisors. The Team Leaders will supervise the estimating, technical writing, strategy and analysis, and conceptual plans for specific functional areas. The Financing Team Leader will receive data from the other Team Leaders for use in constructing a financial model that will produce a financing plan. Each team will talk daily and will convene once a week for a conference call or a face-to-face meeting. Deliverables will be assigned for each Team and a schedule for proposal production circulated. The Design/Build Team expects to produce design budgets, construction estimates and schedules. The Operations and Tolling Team plans to assess and estimate anticipated traffic volumes, tolling technology and strategies, and expected revenue production. The Finance Team will assess the amount to be financed and the viability of various combinations of debt and equity available.

The negotiating team will consist of senior managers and in-house experts representing the equal-share partners in VCP (Macquarie Investment Holdings and Skanska Infrastructure Development).

1.1.3.2. Design, Build, Install Phase

During this phase our management approach will be "on time / within budget". The VCP Team plans to execute a subcontract with the Design/Build Contractor for a fixed price and a fixed duration. The joint venture of Tidewater Skanska and the Lane Construction Corporation is organized to manage the complete design/build process with Tidewater as the lead manager. This design/build contract will be carefully drawn up and will be negotiated with transparency and in good faith.

1.1.3.2.1. Design

The DBC plans to issue a subcontract for all design to the tri-venture made up of DMJM Harris, HSMM, and T&L. DMJM Harris is the lead manager of the design tri-venture. This design team will select and award subcontracts for design, engineering, studies, and testing in areas such as geotechnical, Right-of-Way acquisition and pavement design. Permitting depends upon the rapid advance of design documents. Schedule adherence during design will be as important, if not more important, than during construction. A design quality program can be developed, submitted, implemented, and administered to ensure compliance, accuracy, and efficiency in all design documents. It is expected that an "issued for construction" set of drawings can be sent to the DBC in advance of 100%, final approval of all design documents. All design will be performed in strict compliance with VDOT Highway Design Standards.

1.1.3.2.2. Construction

VCP expects to monitor the DBC very closely during construction, holding weekly progress and schedule meetings, reviewing and approving monthly payment requests, and overseeing a Quality Assurance program. The DBC has responsibility for the Quality Control Program including material sampling and testing. They plan to provide full documentation for this program and we expect to receive independent testing results directly. VCP plans to hire a consultant to oversee the QA aspects of this project and ensure that the DBC is following and fully implementing their own QC Program.

Construction will proceed on several fronts to ensure that the project is built as quickly as possible. We foresee no advantage in and do not plan to be constructing this project in segments. The problems with a phased opening and/or re-directing traffic back onto portions of old U.S. Route 460 are far too difficult and time-consuming, and it would be unsafe to do so.

1.1.3.2.3. Contracts

The contracts issued for this project are expected to be fixed-price and fixed-duration contracts with a clear scope of work and payment schedule agreed. The DBC may receive bids from subcontractors or negotiate as needed to award timely subcontracts. Every effort will be made to exceed the current standards for Commonwealth of Virginia contracts to Small, Disadvantaged, and Minority Business Enterprises.

1.1.3.2.4. Schedule

Scheduling will be based upon a computerized Critical-Path Method ("CPM") scheduling program. It will be statused weekly and updated monthly before a progress payment is issued. If the DBC is more than 21 days behind schedule, a recovery plan will be required by the Design/Build contract. VCP intends to issue a design/build construction contract with penalties for late completion and also with companion incentives for early completion.

1.1.3.2.5. Budget

As this project must be financed by Virginia Corridor Partners, we have a vital interest in ensuring that the design, construction, and installation work is within budget throughout the duration. VCP expects to meet regularly with VDOT regarding progress.

1.1.3.2.6. Quality

As discussed above, the Quality Program starts with VCP. We plan to monitor all aspects of Quality and perform a Quality Assurance function through the use of a Consultant for regular, periodic auditing of the program. The purpose of Quality Assurance is to monitor the entities performing QC duties on a project to ensure that they are following their own procedures and rules. All subcontractors can be required to utilize ISO9001 compliant quality management systems.

1.1.3.2.7. Operating Phase

During this phase our management approach will be "service, service, service". There will be a very precise program developed for start-up and testing and for inauguration of the facility. Training of service personnel and thorough testing of the equipment will take place prior to opening.

1.1.3.2.8. Tolling Operations

Integration of the electronic system with the VDOT tolling operations center in Clifton Forge, VA will be an important aspect of the smooth operation of the electronic tolling portion of the project. Training of the staff for manual toll operations is also vital to the success of the project, as it is the direct contact VCP will have with the traveling public - our customers. All tolling operations are expected to be in strict compliance with the terms and conditions of the Comprehensive Agreement.

1.1.3.2.9. Roadway Maintenance

We plan to either self-perform the Roadway Maintenance functions or contract them out as seems best when we reach that stage of the project. Maintenance will be performed on a daily basis for the running lanes of roadway to ensure safety to the public. Monthly, yearly, and longer periodic maintenance will also be performed on structures and pavements as required in a comprehensive Maintenance Plan

that VCP will develop with the designers and engineers, and in compliance with VDOT guidance, rules, procedures, and regulations.

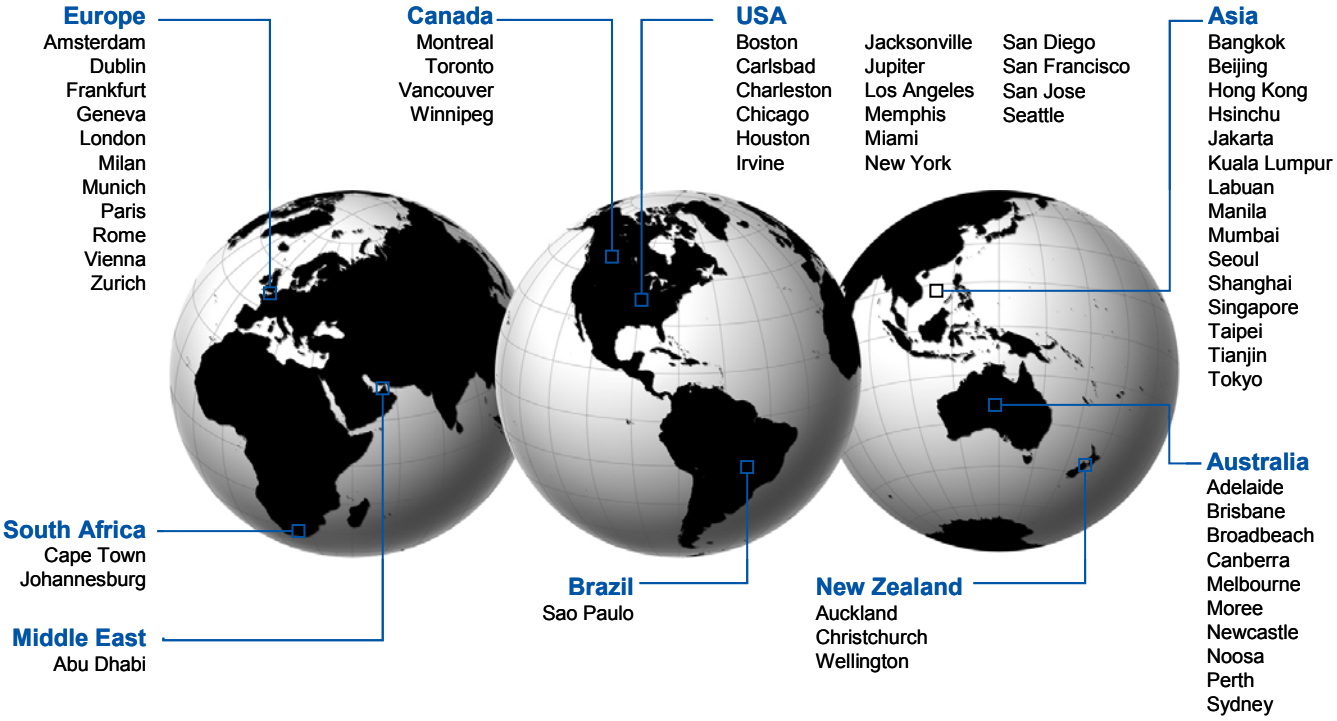
1.2. EXPERIENCE OF EACH FIRM

1.2.1. Macquarie

The Macquarie Group comprises Macquarie Bank Limited and its wholly-owned subsidiaries, affiliates, and the funds and companies they manage (together "Macquarie"). The Macquarie Group is a global leader in infrastructure acquisition, funding and management. It is one of the largest developers and owners of toll roads in the world, with interests in more than 30 toll roads across 10 countries, serving over 2.2 million users per day.

The Macquarie Group has over 800 professionals worldwide dedicated to infrastructure finance and investment and management, including over 120 infrastructure specialists in North America.

8,600 employees in 24 countries



The Macquarie Group currently has over US$27 billion of infrastructure equity under management worldwide across a range of infrastructure asset classes. Macquarie's infrastructure funds are managed within the IB Funds ("IBF") division of Macquarie Bank. This division employs more than 480 staff, many of whom are specialists in the development and ongoing management of infrastructure assets. This division manages over 100 assets around the globe on behalf of investors. Macquarie's infrastructure equity funds embrace sectors including toll roads, airports (including Sydney, Rome,

Brussels, Copenhagen, as well as two in the United Kingdom - Bristol and Birmingham), communications infrastructure (national systems in Australia and the United Kingdom), and regulated water and energy assets (United States, Canada, United Kingdom and Australia).

The Macquarie Group has a market leading position in financing infrastructure assets and has rapidly grown its portfolio of assets over the past decades to include over 100 acquisitions. More than $18 billion of debt and equity financing has been raised for these transactions. The Macquarie Group has raised over $11 billion of debt and equity financing for private infrastructure transactions in the United States, including Icon Parking, the Indiana Toll Road, the Dulles Greenway, the South Bay Expressway and the Chicago Skyway, which won both the North America Deal of the Year and North American Transport Deal of the Year (Project Finance, 2004).

Financing arranged by the Macquarie Group covers the full range of sources including bonds, bank debt, institutional and sponsor equity, retail equity, mezzanine capital, financial derivatives from both local and foreign capital markets and domestic and cross-border leases. The Macquarie Group has unparalleled experience in providing financial advice for infrastructure projects. Its clients include governments, private consortiums and public-private partnerships. Roles commonly performed by the Macquarie Group include acting as developer, financial advisor, debt and equity arranger, underwriter and investment manager.

Select case studies of Macquarie's recent infrastructure projects can be found below:

SR125 SOUTH, CALIFORNIA, USA

- Greenfield construction project
- Financing of project comparable to VA 460

Role and Responsibility	Project Description
 **MACQUARIE GROUP** Concessionaire, Equity Investor, Financial Advisor	State Route 125 South is a four lane, 9 mile toll road that is under construction. Once completed, the road will provide an alternative route east of the heavily congested North/South SR 805 and Interstate 5 in the San Diego region of Southern California. The Design/Build contract for the project is approximately $423 million. Full opening of SR125 South is expected in early 2007. Macquarie Infrastructure Group ("MIG") has a 100% equity interest in the concessionaire, San Diego Expressway Limited Partnership ("SDELP"). Macquarie Corporate Finance (USA) Inc. was financial advisor to MIG on the acquisition of its interests in SDELP in September 2002 and May 2003. Macquarie also manages MIG's investment in SR125 South through its Investment Banking Funds division

Contract No.	Concessionaire	Owner Contact
NA	Macquarie Infrastructure Group 1 Martin Place Sydney, NSW, 2000, Australia	Gary Gallegos Executive Director, SANDAG Phone: (619) 699-1900 Fax: (619) 699-1995 gga@sandag.org
Dates of Work Performed	**Value**	**Percentage Self-Performed**
Start Date: May 2003, with concession for 35 years from date of opening.	$635 million	NA

CHICAGO SKYWAY, CHICAGO, ILLINOIS

- Financing of project comparable to VA 460
- Operation and maintenance of toll road project over $100 million

Role and Responsibility	Project Description
 **MACQUARIE GROUP** Concessionaire, Equity Investor, Financial Advisor	The Skyway is a six-lane, 8-mile toll road south of Chicago that links Interstate 90 from the Illinois/Indiana State border to the Dan Ryan Expressway, which runs directly into downtown Chicago. The 99-year concession to operate the tollway was awarded to the Macquarie-Cintra consortium in January 2005. Funds managed by the Macquarie Group have a 45% equity interest in the concession company. Macquarie Securities (USA) Inc. was financial advisor to the consortium.

Contract No.	Concessionaire	Owner Contact
NA	Skyway Concession Company 45% owned by Macquarie Infrastructure Group 1 Martin Place Sydney, NSW 2000, Australia	Mr. Dana Levenson Chief Financial Officer City of Chicago Phone: (312) 744-8674 Fax: (317) 744-0014 dlevenson@cityofchicago.org

Dates of Work Performed	Value	Percentage Self-Performed
Concession 99 years, commencing January 2005	$1.9 billion	NA

INDIANA TOLL ROAD, INDIANA, USA

- Financing of project comparable to VA 460
- Operation and maintenance of toll road project over $75 million

Role and Responsibility

MACQUARIE GROUP
Concessionaire, Equity Investor, Financial Advisor

Project Description

The Indiana Toll Road ("ITR") is a 157 mile, 4-6 lane toll road that spans the entire length of northern Indiana. The tollway adjoins the Indiana-Illinois state line and the Chicago Skyway in the west, and the Indiana-Ohio state line and the Ohio State Turnpike in the east.

The 75 year lease to operate the ITR was awarded to the Macquarie-Cintra consortium in June 2006. Funds manage by the Macquarie Group have a 50% equity interest in the concession company.

Macquarie was financial advisor to the consortium. Macquarie also manages its investment in the ITR through its IBF division.

Contract No.	Concessionaire	Owner Contact
NA	Statewide Mobility Partners 50% owned by Macquarie Infrastructure Group 1 Martin Place Sydney, NSW 2000, Australia	Ryan Kitchell Public Finance Director, Indiana Finance Authority Phone: (317) 233-4334 Fax: (317) 232-6786 rkitchell@ifa.in.gov

Dates of Work Performed	Value	Percentage Self-Performed
Lease 75 Years, commencing in June 2006	$3.9 billion (debt $3.2 billion, equity $748 million)	NA

SEA-TO-SKY HIGHWAY, BRITISH COLUMBIA, CANADA

- Financing of project comparable to VA 460
- Public-private partnership project

Role and Responsibility	Project Description
 **MACQUARIE GROUP** Concessionaire, Equity Investor, Financial Advisor	Located between Horseshoe Bay and Whistler in British Columbia, these improvements will include highway widening and straightening, improved sightlines, additional passing lanes and other design innovations and measures to reduce hazards, shorten travel times and increase capacity of the Sea-to-Sky Highway. Macquarie Essential Assets Partnership (a Macquarie-managed Canadian Investment fund) acquired 100% of the equity the in Sea to Sky Highway.

Contract No.	Concessionaire	Owner Contact
NA	Macquarie Essential Assets Partnership Canadian Pacific Tower, TD Centre 100 Wellington St. West Toronto, Ontario M5K 1J3	Gary Webster Provincial Representative Phone: (604) 684-3282 Fax: (604) 775-1144 gary.webster@gov.bc.ca

Dates of Work Performed	Value	Percentage Self-Performed
2006-2010	$532 million	NA

EDMONTON RING ROAD, ALBERTA, CANADA

- Financing of project comparable to VA 460
- Public-private partnership project

Role and Responsibility	Project Description
 **MACQUARIE GROUP** Concessionaire, Equity Investor, Financial Advisor	The Edmonton Ring Road Project includes the design, construction and financing of a new 7 mile segment of highway in Alberta, Canada known as the Anthony Henday Drive Southeast Leg Ring Road or the Edmonton Ring Road and to operate and maintain the highway under a 30 year concession agreement. The project also includes responsibility for the operation and maintenance of specified adjacent highway segments. Macquarie Essential Assets Partnership (a Macquarie-managed Canadian Investment fund) acquired an 81 per cent interest in the project vehicle, Access Roads Edmonton Ltd, in December 2005.

Contract No.	Concessionaire	Owner Contact
NA	Macquarie Essential Assets Partnership Canadian Pacific Tower, TD Centre 100 Wellington St. West Toronto, Ontario M5K 1J3	Neill McQuay Alberta Phone: (780) 415-1076 Fax: (780) 440-8719 neill.mcquay@gov.ab.ca

Dates of Work Performed	Value	Percentage Self-Performed
Investment made in December 2005	$341 million	NA

DULLES GREENWAY, VIRGINIA, USA

- Financing of project comparable to VA 460
- Operation and maintenance of toll road project over $100 million
- Public-private partnership project

Role and Responsibility	Project Description
 **MACQUARIE GROUP** Concessionaire, Equity Investor, Financial Advisor	The Dulles Greenway is 14 mile tollroad located in Northern Virginia, west of Washington DC. Originally opened to traffic in 1995, the Dulles Greenway serves as the main access road through the rapidly growing Loudoun County. The tollroad was the first private highway in Virginia since the Civil War era and was constructed under the Virginia Highways Corporation Act of 1988. Macquarie Group acquired a 100% economic interest in the Dulles Greenway in September 2005. Macquarie also served as financial advisor for the transaction

Contract No.	Concessionaire	Owner Contact
NA	Macquarie Infrastructure Group 1 Martin Place Sydney, NSW 2000, Australia	Deborah Brown Director of Innovative Finance and Revenue Operations Virginia Department of Transportation Phone: (804) 786-9847 Fax: (804) 786-4311 deborah.brown@virginiadot.org

Dates of Work Performed	Value	Percentage Self-Performed
Macquarie Investment: 2005 Concession ending: 2056	$618 million (equity only)	NA

1.2.2. Skanska ID

Skanska ID, a member of the global Skanska group, is a world leader in Public Private Partnerships ("PPP"). It invests in, develops and operates roads, hospitals, schools, power plants and other social infrastructure in partnership with the public sector, with the objective of improving the lives of the users.

In 2005, the combined worldwide business activity for the Skanska group exceeded 12,000 on-going projects with revenues of $15 billion dollars and a reported project backlog of over $16 billion dollars. We are currently ranked No. 2 on Engineering News-Record Magazine's 2006 list of International Contractors. Skanska is one of the world's leading companies that seek continuous operating efficiency and improvement while delivering customer value and satisfaction. Skanska is further the sole construction sector representative in the list of the 100 most sustainable global corporations launched at the World Economic Forum in 2005.

PPP is taking hold in many parts of the world where the need for infrastructure outstrips available public sector resources. By investing in companies set up to deliver these facilities, Skanska ID provides the finance and expertise for development, design, construction and operations.

Skanska ID's success relies on enabling excellent integration and collaboration across the Skanska businesses, harnessing the full knowledge and capability of a truly unique team. Skanska ID is more hands-on to make sure that its investments grow in value, while delivering benefits to the communities Skanska serves, which is a very different approach from the traditional construction role.

In North America, with headquarters in Fairfax, Virginia and offices in Dallas, Texas and Fort Lauderdale, Florida, Skanska ID focuses on the transportation sector, offering experienced leadership and innovation in finance, design, construction, risk management, tolling, traffic management, operations, maintenance, safety and sustainability.

Skanska ID is uniquely positioned because it understands the public sector's policy objectives, the private sector's economic imperatives, and the inherently political decision-making process. Skanska ID stands apart as a result of our long-term ownership focus and social and corporate responsibility toward communities which are cornerstones of our business model.

A project listing of Skanska ID's relevant experience during the past five years with transportation infrastructure displayed below includes:

- Autopista Central, Santiago, Chile
- E39 Highway, Klett-Bardshaug, Norway
- Nelostie Motorway Project, Helsinki-Lahti, Finland
- A1 Motorway, Gdansk, Poland
- E18 Motorway, Muurla-Lohja, Finland

AUTOPISTA CENTRAL, SANTIAGO, CHILE

- Public Private Partnership Project
- Project Financing
- Named "Best Project Finance Deal" 2003 in Latin America by Euromoney Magazine

Role and Responsibility	Project Description
 **SKANSKA** Concessionaire	Initiated by the Chilean government, the Autopista Central highway consists of a 25-mile section and a parallel 12-mile thoroughfare, including tunnels that cut right through the center of Santiago. It will act as the main artery of the Santiago toll road system, with two three-lane carriageways, 50 miles of parallel local roads, a tolling system with toll gantries, and a traffic management system with security cameras, emergency phones and variable message signs. The six-lane highway has an advanced 'free-flow' toll system that uses aerospace technology to enable drivers to pass through the tolls without stopping.

Contract No.	Concessionaire	Owner Contact
NA	Autopista Central S.A (Skanska ID, Dragados, Brotec and Belfi)	Camilo Rojas Ministry for Public Works Phone: +56 (2) 258-3602 Fax: +56 (2) 258-3798 Camilo.rojas@moptt.gov.cl
Dates of Work Performed	**Value**	**Percentage Self-Performed**
Macquarie Investment: 2005 Concession ending: 2056	$618 million (equity only)	NA

E39 KLETT-BARDSHAUG, TRONDHEIM, NORWAY

- Norway's First PPP Road Project
- Project Financing
- Availability Fee

Role and Responsibility	Project Description

SKANSKA
Concessionaire

The E39 Klett-Bårdshaug project is Norway's first public-private partnership road project. It runs between Klett and Bårdshaug, near Trondheim, and is the main arterial road for the western part of Norway, used by more than 10 000 motorists each day.

The project was tendered in 18 months from pre-qualification to financial close. Skanska and Laing took only 2.5 months to finalize the loan and security documentation.

In addition to managing the financing solution and providing equity, Skanska was the single turnkey contractor for the project and is also responsible for operations and maintenance.

Contract No.	Concessionaire	Owner Contact
NA	Orkdalsvegen AS (Skanska ID and Laing Roads Ltd)	Kjersti Billehaug Vegdirektoratet and Statens Vegvesen Phone: +47-22073024 Fax: +47-22073673 firmapost@vegvesen.no
Dates of Work Performed	**Value**	**Percentage Self-Performed**
May 2003 – July 2005 with a 25 year concession	$200 million	NA

HELSINKI-LAHTI MOTORWAY, FINLAND

- Finland's First Public Private Partnership Project
- Project Financing
- Shadow Tolling

Role and Responsibility	Project Description
 **SKANSKA** Concessionaire	The Helsinki-Lahti Motorway is the first major road project implemented in Finland, and all the Nordic countries, on the basis of a private financing concept and a partnership between the public and private sectors. Traditional contracting gave way to a total service contract that integrated design, construction and long-term maintenance, and took into account the entire lifecycle of the highway. This accelerated the project by 5-6 years, and construction work was completed nearly one year ahead of schedule. Road length is approximately 43 miles with 88 bridges. As one of the investors in the road company Nelostie Oy, Skanska had responsibility for financing, design, construction, and also operation and maintenance for this project.

Contract No.	Concessionaire	Owner Contact
NA	Nelostie Oy (Skanska ID, Laing Roads Ltd and EON Finland)	Mika Räsänen Finnish Road Administration Phone: +358-204 222829 Fax: +358-204 222202 mika.a.rasanen@tiehallinto.fi

Dates of Work Performed	Value	Percentage Self-Performed
1997 – 1999 with a 15 year concession	$250 million	NA

1.2.3. Tidewater Skanska

Tidewater Skanska, Inc. is a diversified nationally recognized general contractor that is best known as engineer and constructor of many of the most challenging heavy transportation, marine, and industrial construction projects throughout the United States.

Tidewater Skanska, Inc. is part of Skanska USA, Inc., one of the largest contracting groups in the United States. Skanska USA, Inc. is currently ranked sixth overall and seventh in transportation on the *Engineering News-Record's Top 400 Contractors List*. As part of Skanska USA, Inc., Tidewater Skanska, Inc. can call upon Skanska's substantial expertise and resources to supplement its own. Founded in 1932 in Norfolk, Virginia, the company has always specialized in heavy/highway construction projects and has been involved in many of the major bay and river crossings and tunnels in the country, including the joint venture which constructed the 17.6 mile Chesapeake Bay Bridge-Tunnel, an engineering marvel even by today's standards. Tidewater Skanska, Inc. has been a joint venture partner in several other major tunnel projects such as the San Francisco Trans-Bay Tube ("BART"), the second Hampton Roads Tunnel, and the Fort McHenry Tunnel. The company has also played a major part in the development of port infrastructure, including recent expansions of the Hampton Roads region's container handling capabilities.

The company is one of the largest contractors to the Virginia Department of Transportation, as well as the largest Virginia-based contractor. Major projects completed for the Virginia Department of Transportation include the construction of the Pinners Point Connector, the largest single contract awarded by VDOT at the time; the Berkley Bridge, a double leaf bascule bridge and associated interchange of bridges in Norfolk, Virginia; as well as the replacement and widening of the superstructure of the Coleman Bridge, the longest double swing span bridge in the United States, located in Yorktown, Virginia. The Coleman Bridge replacement project was selected by the National Steel Bridge Alliance and the American Institute of Steel Construction as the *1998 Prize Bridge Winner* in the Movable Span category.

PINNERS POINT CONNECTOR, PORTSMOUTH, VIRGINIA

- When Awarded, Largest Single Contract Ever Awarded by VDOT
- Substantial Structural Components
- Work Completed in Metropolitan Area

Role and Responsibility

TIDEWATER
SKANSKA
General Contractor

Project Description

The Pinners Point Connector provided a new four-lane road and interchange from the Western Freeway (VA-164) to the Portsmouth Marine Terminal, Martin Luther King Expressway (VA-58) and the Midtown Tunnel.

The project has six bridges traversing through residential and industrial areas covering both water and land. The bridges consist of concrete piles, drilled shaft foundations, reinforcing steel, structural steel beams, concrete beams, concrete deck, parapets and dredging an access channel for construction of the water bridge.

Also included in the project was a new Midtown Tunnel building complex and roadwork consisting of excavation, clearing, grading, paving, utilities, wick drains, fence/guardrails, sound walls, electrical, signs and traffic management system.

Construction was scheduled and completed in 1,000 days.

Contract No.	Concessionaire	Owner Contact
VDOT #0164-124-F04, C501, B638, B639, B640, B641, B642, B643	N/A	Mr. Dennis Gribok Resident Engineer Virginia Dept of Transportation Phone: (757) 494-5470 Fax: (757) 494-5490 d.gribok@virginiadot.org
Project Completed within Contract Completion Dates	**Project Completed within Contract Amount**	**Did owner assess liquidated damages**
Yes, with time extension related to Owner/Contractor related change orders	12% increase due to Customer and Contractor requested change orders	No
Dates of Work Performed	**Value**	**Percentage Self-Performed**

Start date: April, 2002 Completion: December, 2005	$153 million	85%

COOPER RIVER BRIDGE REPLACEMENT, CHARLESTON, SOUTH CAROLINA

- Largest Single Contract Ever Awarded by SCDOT
- Design-Build Delivery
- Project was Completed One Year Ahead of Schedule

Role and Responsibility

TIDEWATER SKANSKA
General Contractor,
Lead Joint Venture Partner

Project Description

The Replacement of the Cooper River Bridges was a design/build project to replace two old bridges on U.S. 17 in Charleston County, South Carolina. The new bridge provides eight lanes of traffic plus a pedestrian/bike lane. It rises 186 feet above the water and has the longest cable-stayed main span in North and South America. There is a major interchange at each end of the bridge resulting in a total bridge length of over two miles.

The main span towers are founded on 10-ft. diameter drilled shafts surrounded by rock islands. The towers stand 570 ft. above the water.

Some of the **required right-of-way was procured by the design/build contractor.** The contractor was also required to manage the relocation of existing utilities. **Protection of the fragile low country environment was given a high priority.** Design and construction was fast tracked with the bridge opening for traffic in 48 months. **Extensive use was made of local contractors and suppliers in the Charleston area.**

Contract No.

SCDOT Contract #HPP-MHP-1738(002)

Concessionaire

N/A

Owner Contact

Mr. Charles Dwyer
South Carolina Department of Transportation
Phone: (843)534-5001
Fax: (843)534-5080
dwyerct@scdot.org

Project Completed within Contract Completion Dates

Yes, **project was completed one year ahead of schedule**

Project Completed within Contract Amount

2% increase due to Customer requested change orders

Did owner assess liquidated damages

No

Dates of Work Performed

Start date: July, 2001
Completion: July, 2005

Value

$542 million

Percentage Self-Performed

60%

1.2.4. The Lane Construction Corporation

Since 1902, the Lane Construction Corporation has been a leader in the construction of highways and bridges and continues to be among the largest highway and bridge builders in the United States. Our Company holds a prominent reputation for dependability, integrity and quality of workmanship. The Lane Construction Corporation's extensive highway and bridge experience results in a low-risk provider. Ground Transportation work accounts for 100% of Lane's annual revenues. The Lane Construction Corporation's excellent performance record is directly related to its ability to rapidly organize and mobilize resources to deliver successful project completions. Backed by an extensive modern fleet of more than 4,500 pieces of heavy construction earthmoving and paving equipment, the Lane Construction Corporation has the resources and manpower to handle every project from mobilization to the finished pavement.

The Lane Construction Corporation is capable of handling more than $950 million of work simultaneously throughout the nation with extensive resources continually becoming available from major projects that either have been recently completed or are nearing completion. It is our policy to utilize all available equipment and personnel efficiently and productively on a variety of heavy civil and transportation related projects.

The following are only a few samples of major highway & bridge projects completed within the last 5 years or currently under contract:

SPRINGFIELD INTERCHANGE IMPROVEMENS, PHASE V, SPRINGFIELD, VIRGINIA

- Environmental mitigation and sensitivity
- Community relations and outreach effort
- New Bridges/structures construction

Role and Responsibility	Project Description
 **THE LANE CONSTRUCTION CORPORATION** Joint Venture Partner	The Lane Construction Corporation was lead constructor for Phase V of the Springfield "Mixing Bowl" Interchange, a $74 million major highway and bridge contract for the Virginia Department of Transportation. This complex interchange involved the construction of 5 new multi-span bridges and reconstruction and widening of two existing bridges with four cast-in-place retaining walls totalling 14,591 cubic meters of structural concrete. This project was completed in November 2003 earning Lane a $6.5 million phase completion Bonus. **Similarities** ▪ Environmental mitigation and sensitivity ▪ Community relations and outreach effort ▪ Construction in adjacent vehicular traffic ▪ Widening/lane additions ▪ New bridges/structures construction ▪ Major multi-phased M.O.T. throughout project.

Contract No.	Concessionaire	Owner Contact
0095-029-F20; 0495-029-2004	NA	Mr. Leo Hodge, VDOT, 1401 East Broad Street, Richmond, VA 23219 Phone: (703) 313-6686 Mr. Larry Cloyed, VDOT Project Manager Phone: (703) 313-6686

Project Completed within Contract Completion Dates	Project Completed within Contract Amount	Did owner assess liquidated damages
Yes, Lane completed this project on schedule and received a $6.5 million Phase V incentive completion bonus.	**No**, all cost growth was due to numerous change orders for additional work throughout the project.	**No**

Dates of Work Performed	Value	Percentage Self-Performed
Contract Starting Date: September, 2001 Contract completion date: November, 2003	$ 74 million	70%

DESIGN-BUILD PROJECT U.S. 64 – KNIGHTDALE BYPASS, NORTH CAROLINA

- Environmental mitigation and sensitivity
- Numerous side street tie-ins and re-alignments
- Design-Build with 22 bridge structures

Role and Responsibility	Project Description
 **THE LANE CONSTRUCTION CORPORATION** Joint Venture Partner	Under the **Design-Build** method of contracting, the joint venture partnership of The Lane Construction Corporation and Flatiron Structures constructed a 6 lane freeway approximately 15.51 kilometers in length to bypass the busy Rte Us64 just east of Raleigh, North Carolina. The scope of work for the project included, design, construction, construction engineering and management of a new location 6-lane freeway project. Design and construction was in accordance with all AASHTO and NCDOT design criteria. Along with erosion and sediment control measures to protect the numerous wetlands and waterways throughout the project, construction included moving more than 3 million cubic meters of earth, 220,000 cubic meters of rock excavation, 22 bridge structures over side roads and waterways and major drainage and utility coordination for the new highway alignment. Extensive traffic control measures were utilized at the east end of the project to stage construction around the busy interchange of existing Rte 64. Construction engineering and management included the quality assurance and quality control for the entire project. A major set of twin structures over the Norfolk-Southern Railroad required coordination and design considerations to build the permanent structures over the active lines without interruption of rail traffic. Final pavement design included more than 89,000 cubic meters of 290mm jointed concrete pavement and 278,000 metric tons of Bituminous Asphalt mix for mainline and side road construction.

Contract No.	Concessionaire	Owner Contact
Project R-2547BB,C,and CC	NA	North Carolina Department of Transportation, 405 Rogers View Court, Raleigh, N.C. 27610 Mr. Steve Leonard, Resident Engineer Phone: (919) 250-4202

Project Completed within Contract Completion Dates	Project Completed within Contract Amount	Did owner assess liquidated damages
Yes	**Yes**	**No**

Dates of Work Performed	Value	Percentage Self-Performed
Contract Starting Date: July 1, 2002 Contract completion date: December 30, 2004	$131 million	40%

NORTH WAKE EXPRESSWAY I-540, WAKE COUNTY, NORTH CAROLINA

- Environmental mitigation and sensitivity
- Community relations and outreach effort
- Extensive earthwork with more than 4.5 cubic meters of grading

Role and Responsibility	Project Description
 **THE LANE CONSTRUCTION CORPORATION** Joint Venture Partner	With a combined contract value of $101,755,000, the project consists of a portion of the Northern Wake Expressway (I-540) extending from about 1 kilometer East of Interstate 40 to a new interchange with NC 55 in Wake County, N.C. The entire project is about 5.6 km in length and includes new alignment consisting of a controlled access divided highway with three or more 3.6m traffic lanes in each direction and interchanges at I-40, NC 54, Davis Drive and an interchange at NC 55. The widening work on NC 55 is approximately 2.5 km in length and consists of adding two 3.6 meter lanes to the existing state highway, with a concrete island between the new and existing lanes. The major quantities for this project include 21 bridge structures, 10 box culverts, 295 acres of clearing, 1.8 million cubic meters of unclassified excavation, 2.7 million cubic meters of borrow, 14,000 meters of storm drain, 348 drainage structures, 220,000 metric tons of base course, 197,000 metric tons of asphalt, and 88,000 cubic meters of Concrete Pavement. Extensive erosion control measures have been put in place to mitigate environmental impacts throughout the length of the project.

Contract No.	Concessionaire	Owner Contact
R-2000AA, R-2000AB and R-2000AC	NA	North Carolina Department of Transportation Design Services Unit, 1591 Mail Service Center, Raleigh, NC 27699 M. Wayne Currie Phone: (919) 733-9499

Project Completed within Contract Completion Dates	Project Completed within Contract Amount	Did owner assess liquidated damages
Yes, project is currently on schedule for early completion	**Yes**	**No**

Dates of Work Performed	Value	Percentage Self-Performed
Contract Starting Date: March, 2004 Contract completion date: July, 2007	$102 million	80%

(on schedule)

1.2.5. DMJM Harris

DMJM Harris is a world leader in the planning, design, and construction of transportation and infrastructure projects. Founded in 1927, DMJM Harris is the flagship transportation engineering firm of AECOM Technology Corporation, currently ranked No. 1 by Engineering News-Record magazine in transportation, highways, mass transit and rail, and marine and port facilities.

The DMJM Harris Projects division is devoted to serving the specific requirements necessary to successfully deliver engineering services for major design-build transportation infrastructure projects. DMJM Harris Projects is a team of seasoned design-build experts specializing in engineering large, complex transportation projects. The skills of our core team combined with our local knowledge and resources bring distinct advantages to our clients and partners:

- Professional staff experienced in successful delivery of design-build projects
- Proven history of successful delivery of design-build projects
- AECOM resources of 26,000 staff
- Four offices in Virginia and 30 offices throughout the U.S., providing both local knowledge and national expertise

DMJM Harris is playing a key role in the success of many of the country's largest and most complex design-build projects, including:

- Alameda Corridor rail expressway, Los Angeles, California
- State Highway 130 toll road, Austin, Texas
- Carolina Bays Parkway, Myrtle Beach, South Carolina
- I-25 Transportation Expansion ("TREX"), Segment 3, Denver, Colorado
- Metro Gold Line Eastside Extension, Los Angeles, California

In Virginia, DMJM Harris has offices in Arlington, Richmond, Virginia Beach and in Chesapeake with a total of 126 employees. Our services provided in these offices include planning, civil, traffic, ITS, finance, bridge, rail, mechanical, and Inspectors. Through DMJM Harris and AECOM we can provide every design service required for the project.

The following list of projects shows DMJM Harris' depth of Private Public Partnership experience, heavy civil transportation expertise, proven design-build experience, and toll road operation and maintenance experience. The listed projects are all within the last five years and have construction values from $75 million to $5.6 billion. Client contacts and phones numbers are provided in the detailed project descriptions.

I-25 TRANSPORTATION EXPANSTION, SEGMENT 3, DESIGN-BUILD PROJECT, DOUGLAS, COLORADO

- Design of turnpike/highway improvements with a constructed value of $100 million or more
- Successful design-build collaboration
- Systems interchange/direct connector design
- Construction sequencing
- Development of safe and effective traffic control plans

Role and Responsibility	Project Description
 **DMJM Harris** Lead Designer	DMJM Harris is a major subconsultant to Southeast Corridor Constructors ("SECC"), a joint venture for design-build of the $1.3 billion I-25 "T-REX" expansion. The project includes highway expansion and the addition of light rail on I-25 and I-225 in the Denver area. DMJM Harris is responsible for design of Segment 3, which includes rehabilitation of 5 interchanges; addition of 2 general-purpose lanes in each direction, and light rail transit line retaining walls. DMJM Harris is also responsible for design of the horizontal and vertical alignment, grading, and all structures for the fully grade-separated light rail transit line. This project will increase mobility, enhance accessibility and transportation options, and improve safety to the traveling public in a heavily congested, growing business corridor. By integrating design and construction phases for speed, economy, and innovation, the T-REX Project has demanding goals for quality, schedule, budget, and most importantly, minimal inconvenience to all citizens affected. DMJM Harris is working closely with the design-build construction contractor, Kiewit, in achieving a constructible, fast-track design for this segment, with attention to staging for maintenance of traffic, estimating, scheduling, budgeting, engineering, and specifications to achieve a high-quality end product.

Contract No.	Concessionaire	Owner Contact
46104959	Southeast Corridor Constructors (design-build contractor)	John Wise Southeast Corridor Constructors Phone: (360) 693-1478 Fax: (360) 693-5582 John.wise@seccteam.com

Project Completed within Contract Completion Dates	Project Completed within Contract Amount	Did owner assess liquidated damages

Final design completed on schedule. Project is currently under construction	Final design completed within budget. Project is currently under construction	NA
Dates of Work Performed	**Value**	**Percentage Self-Performed**
Start date: 2001 Completion: 2008	$1.3 billion	Final design and engineering services during construction: 100%

CAROLINA BAYS PARKWAY DESIGN-BUILD PROJECT, MYRTLE BEACH, SOUTH CAROLINA

- Design of turnpike/highway improvements with a constructed value of $100 million or more
- Design-build with DMJM Harris as prime designer
- Systems interchange/direct connector design
- NEPA process/FHWA approvals
- Construction sequencing
- Development of safe and effective traffic control plans

Role and Responsibility	Project Description
 **DMJM Harris** Lead Designer/Manager	The Carolina Bays Parkway is one of FHWA's Special Experimental Projects, which aim to test innovative contracting techniques to improve the delivery of transportation projects. Funding for the project came from a variety of sources, including the FHWA, the South Carolina State Infrastructure Bank, Horry County, and state transportation funds. The Carolina Bays Parkway is located on the west side of the Atlantic Intracoastal Waterway; it includes 20 miles of six-lane controlled access roadway with five fully directional interchanges and 36 bridges, including one bridge over the Atlantic Intracoastal Waterway. The Carolina Bays Parkway is part of a $750 million improvement program in the Myrtle Beach area that includes the construction of the Conway Bypass and upgrading of SC 544. DMJM Harris was responsible for overall design and design management, roadway and bridge design, right-of-way acquisition packages, drainage, utility relocation, traffic signing, pavement markings, electrical items, and maintenance of traffic during construction. DMJM Harris provided plats, area calculations, and legal descriptions for acquisition of $32 million in right of way, and managed a team of local and specialist subconsultants who provided materials engineering, foundation design, environmental support, geotechnical engineering, and landscape architecture. The project received the 2003 DBIA Excellence Award for Civil Projects over $15 million.

Contract No.	Concessionaire	Owner Contact
SIB-GSLA003, PIN 22669	Palmetto Transportation Constructors (design-build contractor)	Robert French Palmetto Transportation Constructors Phone: (720) 494-8100 Fax: (303) 776-0072 rfrench@flatironconstructors.com

Project Completed within Contract Completion Dates	Project Completed within Contract Amount	Did owner assess liquidated damages

Completed seven months ahead of scheduled completion date.	**Final design completed within budget.**	NA

Dates of Work Performed	Value	Percentage Self-Performed
Start date: 1999 Completion: 2002	$232 million	Final design and engineering services during construction: 100%

SH-130 (STATE HIGHWAY 130) DESIGN-BUILD PROJECT, AUSTIN TO SAN ANTONIO, TEXAS

- Design of turnpike/highway improvements with a constructed value of $100 million or more
- Design-build with DMJM Harris as prime designer
- Toll collection, ITS, systems interchange/direct connector design
- NEPA process/FHWA approvals
- Construction sequencing, development of safe and effective traffic control plans

Role and Responsibility

DMJM Harris
Lead Designer

Project Description

The Texas Turnpike Authority Division has entered into an exclusive development agreement for the design and construction of this new 90-mile design-build-maintain toll road that will link the cities of Austin and San Antonio—the first use of the design-build protocol for a Texas highway project. The new highway is a four-lane divided limited access tollway with adjacent discontinuous frontage roads. The first phase includes the design and construction of the first 50 miles with the development of structural aesthetic and landscape treatment guidelines for the entire corridor. The design includes both an interim design, which is under construction, and an ultimate design, which was needed to define the right-of-way and to ensure the ultimate facility may be constructed in the future with minimum throw-away and disruption, including the potential for rail facilities in the median. The route parallels I-35, a major entry point for North American Free Trade Agreement traffic. Traversing urban and rural areas, the alignment features 126 bridges, and two major water crossings. Major elements of the facility are its seven system interchanges, 30 ramp toll plazas, and 8 mainline toll plazas. Twenty-three million yards of material will be moved over the length of the project. To best integrate right-of-way acquisition and utilities relocation with design and construction, the project has been divided into 15 sections. Incorporating the principles of "Context Sensitive Design," the team developed an extensive public involvement program

Contract No.	Concessionaire	Owner Contact
LSI-09-K001	Lone Star Infrastructure (“LSI”) (design-build contractor)	Timothy J. Weight, P.E. Director of Turnpike Construction SH 130 Project Director, Austin District Phone: (512) 225-1344 Fax: (512) 225-1400 tweight@dot.state.tx.us

Project Completed within Contract Completion Dates	Project Completed within Contract Amount	Did owner assess liquidated damages
Final design is 98% complete on schedule; currently under construction	Final design is 98% complete within budget; currently under construction	NA
Dates of Work Performed	**Value**	**Percentage Self-Performed**
Start date: 2002 Completion: 2007	$1.4 billion	Final design and engineering services during construction: 100%

1.2.6. Hayes, Seay, Mattern & Mattern

Founded in Roanoke in 1947, Hayes, Seay, Mattern & Mattern ("HSMM") is one of Virginia's largest resident transportation design firms, with **almost 60 years of experience as a VDOT partner** in planning, designing, and improving Virginia's transportation infrastructure. HSMM was one of the first consulting firms contracted by VDOT for interstate highway location and design work, beginning with the first segment of I-95 in Virginia, followed by numerous other significant projects throughout the Commonwealth. HSMM has more than 650 skilled professionals and is currently ranked by Engineering News Record Magazine as 114th among the Top 500 Design Firms, and 76th on the list of "Pure" Design Firms.

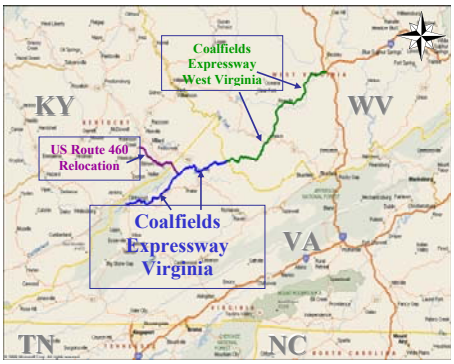
HSMM has designed literally hundreds of bridges in Virginia and performed location studies and/or design for hundreds of miles of the Commonwealth's roadways. Recently, HSMM worked on the award winning $96 million WMATA Blue Line Extension, which included design of the new Largo Town Center station and the Morgan Boulevard station in suburban Prince Georges County, Maryland. The project was a design-build endeavor, and **HSMM served as the managing partner of the design joint venture**. Currently, HSMM is a key engineering member of the I-81/STAR Solutions Team that has proposed improving 325 miles of I-81 throughout Virginia. HSMM was also a member of the PPTA design team for the completed design of the first 4.5-mile section of the proposed 55-mile Coalfields Expressway in southwest Virginia.

HSMM has 344 employees in Virginia with offices in Roanoke, Virginia Beach, Lynchburg, Alexandria, and Fredericksburg. One of our relevant projects is presented below:

VDOT COALFIELDS EXPRESSWAY, DICKENSON AND BUCHANAN COUNTIES, VIRGINIA

- Design of highway improvements with a constructed value of $100 million or more
- Design-build, public-private partnership under Virginia's Public Private Transportation Act
- Bridge, roadway and drainage design
- Initial planning and Environmental Impact Study under separate contract with VDOT

Role and Responsibility



HAYES, SEAY, MATTERN & MATTERN INC.
Member of Design Team

Project Description

HSMM is a member of the Kellogg, Brown & Root ("KBR") Team for the $1.6 billion, 50-mile limited access freeway. KBR and VDOT have joined forces on the Coalfields Expressway in a unique design/build, public- private partnership permitted by Virginia's Public Private Transportation Act. As part of Phase 1 efforts, HSMM is responsible for design of the Jess Branch Bridge and Bull Creek Bridge. At over 250' tall, they are the two tallest bridges in the Commonwealth. The hammerhead piers are tall and slender with caps over 84' long and hollow tapered columns. The pier caps will employ post-tensioning systems for the 32' long cantilevers. The cast-in-place concrete decks will be supported by seven, steel plate girders nearly 10' deep. HSMM and KBR engineers are studying issues unique to these tall bridges, including slender pier deflection, pier inspection access and girder launching. Girder details are being developed to allow launching from one abutment to the other. This will eliminate the need for large cranes that would be required using traditional erection from the valley below. Roadway design challenges (8 miles) in this mountainous region include rock cut excavations up to 250' deep, fill embankments up to 175' deep, consideration of existing coal mining operations, and addressing abandoned coal mines along the corridor.

In addition, HSMM's involvement in the initial planning of the Coalfields Expressway included performing the Location Study and Environmental Impact Statement for the entire 50-mile corridor under a separate contract with the Virginia Department of Transportation.

Contract No.

VDOT
0121-013-101, PE 101
PPMS 64726

Concessionaire

Kellogg, Brown & Root (design-build contractor)

Owner Contact

Virginia Department of Transportation
Julie Yost Smith, Project Manager
Phone: (276) 988-2566

Project Completed within Contract Completion Dates	Project Completed within Contract Amount	Did owner assess liquidated damages
Yes (Design)	Yes (Design)	No
Dates of Work Performed	**Value**	**Percentage Self-Performed**
Start date: 2002 (Design Phase 1) Completion: 2005	$700 million (Estimated Construction of Phases 1)	30% of the Total Design Effort

1.2.7. Thompson & Litton

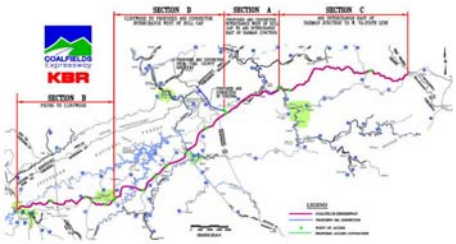
In 1956, two visionary engineers, William A. Thompson, Jr. and John W. Litton, founded an engineering company in the southwestern part of Virginia, which would proudly serve its clients for decades to come. Their very first projects served the region's important coal industry. Over the next 50 years, hundreds more projects followed, as Thompson & Litton ("T&L") expanded its service area to five Mid-Atlantic States. In order to serve these areas, Thompson & Litton has grown from its original staff of seven people to an organization that has over 100 employees and offers transportation, environmental and civil engineering, architectural, surveying and planning services. From the beginning, Thompson & Litton emphasized the quality and commitment of its people.

T&L is an engineering member of the I-81/STAR Solutions Team that has proposed improving 325 miles of I-81 throughout Virginia. T&L was also a team member on the Coalfields Expressway project in Buchanan County, designing a significant portion of the roadway and providing all field surveying and right of way services required for the initial 7.5-mile section of the project.

One of our relevant projects is presented below:

COALFIELDS EXPRESSWAY PHASE I DESIGN, DICKENSON AND BUCHANAN COUNTIES, VIRGINIA

- The Coalfields Expressway Phase I design was for the first eight-mile segment of a four-lane rural primary arterial highway in Southwest Virginia. T&L performed design, surveying, and right-of-way services for the project.
- The Coalfields Expressway is similar in design standards, length and environmental issues to the U.S. Route 460 project.

Role and Responsibility	Project Description
 **THOMPSON & LITTON** Partner with KBR Team for Section A Design	Thompson & Litton partnered with KBR in developing roadway plans for Section A of the Coalfields Expressway ("CFX"). T&L concentrated its efforts in three basic areas; survey, roadway, utility design and right of way identification services prior to the acquisition and construction phase. During construction, T&L will be responsible for Right-of-Way acquisition, construction stakeout, and construction inspection services. The survey includes the setting of permanent control points along the alignment, staking test holes for drilling, establishing property lines, courthouse work relative to the property owners, locating dwellings, out buildings, cemeteries, all utilities and obtaining any additional survey not covered by the aerial survey. Design includes developing the western interchange to the preliminary plan stage. Also, T&L designed Ramp "B", of Section A to 100% or construction ready plans. These plans passed through several development phases including; preliminary field inspection plans, public hearing plans, field inspection plans, right of way plans, and finally 100% roadway plans ready for construction. During the right-of-way plan stage the general public was given an opportunity to have input into the design process. T&L right of way personnel were responsible for determination of ownership, title reviews, environmental assessments, appraisals, determining the area of takes, and legal descriptions of all properties affected by this project.

Contract No.	Concessionaire	Owner Contact
VDOT 0121-013-101, PE 101 PPMS 64726	Kellogg, Brown & Root (design-build contractor)	Virginia Department of Transportation Julie Yost Smith, Project Manager Phone: (276) 988-2566

Project Completed within Contract Completion Dates	Project Completed within Contract Amount	Did owner assess liquidated damages
Yes (design)	Yes (design)	No

Dates of Work Performed	Value	Percentage Self-Performed
Start date: 2002 Completion: 2005	$700 million (Estimated Construction of Phase 1)	30% of the Total Design Effort

1.2.8. Transfield Services

Transfield Services is a market leader in providing O&M services solutions to asset owners, with operations in Australia, New Zealand, North America, South East Asia and the Middle East. With over 14,000 employees and more than 130 long term operation and maintenance contracts across 11 industry sectors, Transfield Services reported 2005 annual revenue of over US$1.1 billion and work in hand of US$5.0 billion. Transfield Services is a publicly listed company on the Australian Stock Exchange (ASX:TSE) since May 2001 with current market capitalization in excess of US$1.1 billion and is included in the S&P/ASX 200 indices of the top 200 listed companies in Australia. Transfield Services has been in operation since 1993 and during this time has achieved a compounded annual revenue growth rate of 22.3% and a compounded annual EBITDA growth rate of 27.1% to 2005.

A key division of Transfield Services is the provision of maintenance, operation, refurbishment and management services to owners of Toll Road, Roadways and Highway assets. Specifically, Transfield Services provides Total Service Operations including Traffic Operations, Tolling Operation, Tollway Maintenance Services and Capital upgrades.

Transfield Services has provided Tollroad O&M expertise to a variety of contracts including the following contracts:

- Melbourne CityLink, Melbourne, Australia: World's first electronic toll road with a large number of entry and exit points. Comprises 13.7 miles of major urban motorway including two three-lane tunnels, one 2.2 miles long and the other 1.0 mile long. CityLink commenced operation in 1999;
- Sydney Harbor Tunnel, Sydney, Australia: First "BOOT" (build, own, operate and transfer) in Australia. A 1.43 mile harbor crossing comprising two tubes, each with two lanes of uni-directional traffic. The tunnel commenced operation in 1992;
- Lane Cove Tunnel, Sydney, Australia: 2.3 miles long and comprises two tubes, each with two lanes of uni-directional traffic;
- Mitcham to Frankston EastLink Project (under construction), Melbourne, Australia: Largest road infrastructure project in Australia valued at US$2.6 billion. Comprises 24.2 miles of toll road between Mitcham and Frankston, including 2 one mile tunnels. The tunnel will comprise two tubes, each with three lanes of uni-directional traffic;
- New South Wales Roads & Traffic Authority Performance specified maintenance contract, Sydney, Australia: The first road contract of its type in the world. The contract covers some 1,266 lane miles of pavement (both flexible and rigid), 187 bridges, 0.54 million square miles of landscape, 740 signalized intersections and sections of major motorways;
- Transit New Zealand Performance specified maintenance contract, Auckland, Waikato and Taranaki Regions, New Zealand: projects cover some 1037 lanes miles of state highway; and
- Transit New Zealand Ramp signaling contract, Auckland Motorways, New Zealand: Contract includes the installation of ramp signals on the Southern Motorways including placement of traffic lights on all on-ramps, installation of electronic sensors, widening of ramps and integration of ramp signaling with existing traffic management systems.

MELBOURNE CITYLINK, MELBOURNE, AUSTRALIA

- Greenfield construction project
- First fully electronic toll road in Australia

Role and Responsibility

TRANSFIELD SERVCIES LTD
Operations and Maintenance service provider

Project Description

The Melbourne CityLink comprises 13.7 miles of major urban motorway including two three-lane tunnels, one 2.2 miles long and the other 1.0 mile long. CityLink. The average daily traffic is approximately 100,000 vehicles.

Scope of Works

Transfield Services is a joint venture partner (50%) in Translink Operations (TLO), which manages the operation of the CityLink under contract to Transurban covering:

- All aspects of traffic and tunnel surveillance and control
- Management of tunnel ventilation, fire protection, communications and emergency systems
- Traffic management including incident response and coordination with external agencies

Optimizing electricity consumption and meeting environmental standards

Preparation, review and updating of operations plans and manuals, including operations aspects of the Handover Management Plan

Transfield Services is also responsible (100%) for the maintenance and asset management of Melbourne CityLink under a separate contract with CityLink Melbourne Limited (“CML”) which covers:

Civil maintenance including Pavements and structures

- Landscape
- Roadside furniture
- Complex Drainage Systems
- Traffic Safety systems

- Asset management and condition monitoring
- Tunnel ventilation systems including environmental monitoring
- Maintenance of tolling gantries
- Community and issues management
- Preparation, review and updating of maintenance plans, manuals and procedures including maintenance aspects of the Handover Management Plan

Transfield Services resources include personnel who have had extensive experience of the preparation for, and operation of CityLink, including free flow tolling operations

Dates of Work Performed	Value	Percentage Self-Performed
Start Date: 1999, with concession for 10 years from date of opening.	Brendon Bourke – CEO CityLink Melbourne Ltd. Phone: +61 3 9920 8570	70%

NEW SOUTH WALES ROARDS AND TRAFFIC AUTHORITY, SYDNEY, AUSRALIA

- Performance specified maintenance contract
- First contract of its kind in the world

Role and Responsibility

TRANSFIELD SERVCIES LTD
Operations and Maintenance service provider

Project Description

Operations and Maintenance of 2 high speed motorways and state arterial roads covering more than a third of State and Federally funded roads in metropolitan Sydney. Contract covers some 1,258 lane miles of pavement (both flexible and rigid) including, 187 bridges, 10.8 million square feet of landscaping, 740 signalized intersections including connections to the major Motorways.

Scope of Works

Operations and maintenance include:

Routine Maintenance

- Pavement Data Collection and Pavement Deterioration modeling
- Pavement Design
- Pavement Rehabilitation
- Bridge Inspections and Maintenance
- Landscape Management
- SAP Business Systems and maintenance modules
- Emergency response to incidents
- Asset Management of all roads, bridges, signalized intersections and landscaping

Transfield Services manages the incident response and to date has attended some 15,000 incidents over 10 years, and has continually achieved and bettered the contract response times.

Dates of Work Performed	Value	Percentage Self-Performed
Start Date: 1995, with 10 year contract. In 2005 the contract was	Wayne Donaldson – RTA NSW Manager Sydney Maintenance	70%

renewed for 3 years.

Contracts
Phone: +61 2 8814 2493

LANE COVE TUNNEL, SYDNEY, AUSTRALIA

- Greenfield construction project
- Major road Tunnel and fully electronic toll road

Role and Responsibility

TRANSFIELD SERVCIES LTD
Operations and Maintenance service provider

Project Description

The Lane Cove Tunnel is 2.3 miles long and comprises two tubes, each with two-lanes of uni-directional traffic

Traffic volumes will be in excess of 100,000 vehicles per day

Scope of Works

Transfield Services is the operation & maintenance contractor providing both pre-operations and operations activities.

Current pre-operations activities include:

- Operational design review
- Management of the construction worksite Traffic Control Room, which incorporates surveillance and incident response for major traffic intersections in the vicinity of the worksites
- Full review of tolling product requirements for client, including casual user products, call center and customer service requirements
- Responsible for the procurement, of electricity and consumption for ventilation system
- Organizational development and recruitment for full Operations.
- Preparation of management plans, policies and procedures covering all aspects of operation and maintenance
- Preparation of a comprehensive Handover Management Plan.
- Operations activities include:
- Customer service and back office processing
- Community relations

- Traffic Management
- Traffic Control room operations, including traffic monitoring
- Incident Response
- Routine maintenance
- Detailed inspections of all assets
- Refurbishment and replacement of assets
- Water Treatment Plant
- Management of Air Quality
- Tunnel Washing
- Maintenance of all Mechanical and Electrical equipment
- Pavement performance and condition monitoring
- Preparation of operation manuals

Dates of Work Performed	Value	Percentage Self-Performed
Start Date: January 2004 pre operational activity, December 2006 operations with a 35 year concession	Ian Hunt – Connector Motorways Pty Ltd Phone: +61 2 9034 8401	95%

MITCHAM TO FRANKSTON EASTLINK PROJECT, MELBOURNE, AUSTRALIA

- Greenfield construction project
- Major road Tunnel and fully electronic toll road

Role and Responsibility

TRANSFIELD SERVCIES LTD
Operations and Maintenance service provider

Project Description

The EastLink Project comprises 24.2 miles of toll road between Mitcham and Frankston, including one mile of tunnel. The Tunnel comprises two tubes, each with three lanes of unidirectional traffic. The annual daily traffic is expected to be approximately 120,000 vehicles.

The Project is owned and managed by ConnectEast Limited

Scope of Works

Transfield Services is the operation & maintenance contractor providing both pre-operations and operations activities.

Current pre-operations activities include:

- Operational design review;
- Organizational development;
- Preparation of management plans, policies and procedures covering all aspects of operation and maintenance;
- Computer modeling of ventilation system and electricity consumption to optimize usage and meet environmental standards;
- Air Quality Management
- Preparation of a comprehensive Handover Management Plan.
- Operations activities include:
- Customer service and back office processing;
- Community relations;
- Traffic Management System;
- Traffic Control room operations, including traffic monitoring;
- Incident Response;
- Pavement Maintenance
- Extensive Landscape areas (4.2 million plantings)

VCP
VIRGINIA CORRIDOR PARTNERS

- Wetlands Management
- Water Treatment Plant
- Environmental Management
- Pavement performance and condition monitoring; and
- Preparation of operation manuals.

Dates of Work Performed	Value	Percentage Self-Performed
Start Date: 2007, with a 35 year concession	Peter Bentley ConnectEast Limited. Phone 03 6036 6000	NA

1.3. PROJECT MANAGER

The person we have designated as the Program Director for the U. S. Route 460 Corridor Improvements Project is Bill DuVall. You have seen his role and organizational position displayed in the organization charts above. Bill's full resume is included at the end of this document in the section titled, "Resumes of Key Personnel". Briefly, Bill is currently the Bid Manager, and is expected to share a Co-Project Director's position with his Macquarie counterpart. His background includes extensive experience managing heavy construction projects domestically and abroad. From proposal and bid preparation to design management, construction management, Design/Build work, and contracts/concession experience, Bill has been a leader on big projects for 36 years. A Resident of Virginia and a Licensed Professional Engineer in the Commonwealth, Bill is committed to this project. A brief list of his project experience includes:

- Deputy Project Manager, Alameda Corridor Design/Build, $712 million
- Senior Project Manager, Bangkok Elevated Road and Train System Engr, $3.0 billion
- Project Director, Kaohsiung Mass Rapid Transit GEC, $7.7 billion
- Construction Manager, CTA Orange Line CM, $401 million
- Deputy Project Director, O'Hare International Terminal CM at-risk, $678 million
- Senior Project Manager, Union Station Restoration CM, $65 million

The Co-Project Manager is Christopher Voyce. Chris' resume is included in "Resumes of Key Personnel" appendix.

1.4. CONTACT INFORMATION - SIMILAR PROJECTS

Macquarie Project Contact Reference
SR -125 South, CA, USA
Project Owner: SDELP
Project Contact: Gary Gallegos, SANDAG (San Diego Association of Governments)
Address:

401 B Street, Suite 800
San Diego, CA 92101

Phone: (619) 699-1900
Fax: (619) 699-1995
Email: gga@sandag.org

Skanska Project Contact Reference
Autopista Central (North-South Toll Road), Santiago de Chile
Project Owner: Ministry of Public Works, Chile
Address:

Jefe Division Construccion
Departamento de Concesiones
Ministerio de Obras Publicas
Merced 753 Piso 7º - Comuna de Santiago

Project Contact: Javier Villanueva
Phone: +56 449 68 09
Fax: +56 449 69 76
Email: javier.villanueva@mop.gov.cl

1.5. PROPOSED OWNERSHIP ARRANGEMENT

Macquarie Investment Holdings and Skanska Infrastructure Development expect to form a Special Purpose Company, planned at this time to be owned in equal shares by the two partners who can be joint and severally liable. This SPC expects to negotiate and execute a Comprehensive Agreement with VDOT and will, in turn, negotiate and execute several subordinate subcontracts with a Design/Build Contractor, an Operator, and, perhaps, a Maintenance subcontractor. The SPC plans also to have in place a shareholder agreement and agreements with financial advisors and lenders. This Special Purpose Company is expected to be formed and registered prior to negotiating and executing the CA.

1.6. USE OF SMALL MINORITY OWNED BUSINESSES

VCP is committed to providing opportunities, contracts, and jobs for local small, disadvantaged, and minority businesses. We would expect and commit to meeting or exceeding any VDOT and/or Commonwealth of Virginia requirements contained in the CA. Further, absent any requirement or "good faith" goal or effort in the Comprehensive Agreement we would expect to exceed the standard Federal guidelines for disadvantaged business participation. These numbers would be met by requiring detailed subcontracting plans with goals from our own subcontractors. In addition, we would require them to provide training and hiring plans before contract signature.

Both Tidewater Skanska and the Lane Construction Corporation have been committed to ensuring participation of small, minority and women owned businesses in contracts throughout the United States. The Design/Build construction team will solicit proposals from all interested disadvantaged firms during the procurement stage of the U.S. Route 460 Corridor Improvements Project. In addition, the design team will use, to the maximum extent practicable, small, minority and women owed businesses in supporting the design and construction engineering and inspection efforts of the project. In support of this effort, **one of the key Joint Venture partners of the design team, Thompson - Litton, is a Certified Small Business with the Department of Minority Business Enterprise with the Commonwealth of Virginia** and is a certified "HUBZone small business concern (SBC)" with the U.S. Small Business Administration. **They are expected to perform approximately one-third of the design, construction engineering and inspection for the project.**

Transfield Services' past experience had dictated that partnerships with local companies will ensure optimal performance of contracts. Through its 100% owned subsidiary U.S. maintenance, Transfield Services already engages a significant number of local contractors, 9,000 at last count. Their employment strategy to date has been consistent with the State requirements for MBE/WBE/DBE. Currently USM is **tracking at 15% of revenue for MBE/WBE/DBE contribution**. For the USR 460 project, Transfield Services expects to have a local entity in Virginia established with local Virginian residents and seek to engage specialist services providers such as local engineering consultant to assist with any design requirements and for expertise knowledge of the local environment. Transfield Services will seek to form subcontractor arrangements, joint ventures or partnerships with MBE/WBE/DBE enterprises to further meet the State's contracting objectives.

1.7. SAFETY RECORD OF LEAD PARTNERS

Tidewater Skanska, Inc. and the Lane Construction Corporation consider the safety of their employees and the general public to be a matter of prime importance. Their individual ability to achieve a good safety record is clear evidence of good management, and we will do everything required to maintain and improve their collective records as a joint venture team.

Tidewater and Lane have extensive corporate safety procedures in place. Together, the joint venture team will use these resources to develop a project specific safety plan that will be implemented by the Director of Safety assigned to the project. This position reports directly to the Design/Build Project Director. The Director of Safety is responsible for ensuring each individual has been provided the appropriate training and is aware of the potential hazards associated with their assigned tasks prior to commencing work.

We will provide a healthy and safe place of employment for all employees and conform to all relevant Federal, State and local statutes and regulations.

Safety Record Data for the lead construction partners is as follows:

A. Workers Compensation Experience Modification ("EMR")

Year	Tidewater Skanska	Lane Construction Corporation	English Construction
2001	0.71	0.58 (2001-2002)	0.90
2002	0.81	0.62 (2002-2003)	0.74
2003	0.89	0.63(2003-2004)	0.84
2004	0.89	0.67 (2004-2005)	0.89
2005	0.90	0.67(2005-2006)	0.84
2006		0.62 (2006-2007)	

Zurich North America is Tidewater Skanska's Workman's Compensation Insurance carrier. Allied North America is the national brokerage firm through which policies are obtained. Liberty Mutual Insurance is the Lane Construction Corporation's insurance carrier.

B. OSHA Violations

Tidewater Skanska		
Date	**Inspection Number**	**Federal, State and Municipal OSHA Citations**

1/26/2005	308564954	1	Repeat/Settled at Informal Conference
		2	OTS/Settled at Informal Conference
7/21/2004	307901124	2	OTS/Settled at Informal Conference
4/14/2003	306143298	1	OTS
7/16/2002	305410540	1	S
		1	OTS

Records of OSHA violations for the Lane Construction Corporation and English Construction can be found in Appendix B.

C. Injury Rates

Recordable Injury Rate ("RIR")

Year	Tidewater Skanska	Lane Construction Corporation	English Construction
2001	6.52	7.5	
2002	4.37	8.2	3.98
2003	5.39	5.2	6.35
2004	4.84	4.8	4.81
2005	4.42	4.1	5.36
2006		2.6 *	

Lost Time Injury Rate ("LTIR")

Year	Tidewater Skanska	Lane Construction Corporation	English Construction
2001	0.55	2.2	
2002	0.13	1.7	2.87

2003	1.01	1.2	4.23
2004	0.90	0.9	2.11
2005	0.00	0.6	2.41
2006		0.1 *	

D. OSHA 200 & 300A Summary (see Appendix B)

1.8. LIABILITY STRUCTURE

The two parties forming the Special Purpose Company will be joint and severally liable, under the terms of their shareholder agreement for the SPC. The other entities involved, such as the Design/Build Contractor and/or any and all subcontractors for Operations and Maintenance will be liable to the SPC for the scope of work for which they have signed a contract.

1.9. CONTRACT EVALUATIONS

The various evaluations and letters of recommendation are provided in the Appendix #2 for Additional Material at the end of this proposal.

1.10. TEAM MEMBER RESPONSIBILITIES

1.10.1. Relocation

The Design/Build Contractor expects to have responsibility for all Right-of-Way ("ROW") acquisition including purchase costs, relocation, demolition, survey, and legal action. Should action be required for condemnation, VDOT would be a part of the legal proceedings and the "Quick Take" process would be initiated. This portion of the responsibilities is a large risk factor for both schedule and budget. The design subcontractor intends to engage Greenhorne and O'Mara to perform the ROW acquisition task.

1.10.2. Traffic Analysis

An investment-grade traffic study will be required to reach financial closure. As it is now, the traffic numbers are not good and there may be significant revisions and corrections to the data available at the time of submitting the conceptual proposal. VCP intends to engage a professional firm at a later date to provide the investment-grade traffic study. The entire financial success of the U.S. Route 460 Improvement Project depends upon the accuracy and robustness of this document.

1.10.3. Environmental

The Design/Build Contractor expects to perform the environmental work. The design tri-venture, under the leadership of DMJM Harris, will hire subconsultants such as Geotechnical and Materials

Engineering, and Foundations. The Carolina Bays Parkway and the Alameda Corridor are similar projects where Tidewater Skanska and DMJM have provided this type of management, coordination, and in-house engineering.

1.10.4. Ownership, maintenance and operation of:

1.10.4.1. New Facilities

The partners of VCP, Macquarie and Skanska, have each financed, designed, built, and operated similar facilities throughout the world (either alone or through other JVs). As seen in the project data sheets from section 1.2, new facilities have been built and commissioned such as the Autopista Central in Chile, toll roads in Norway and Finland, and existing facilities requiring new additions or replacements in the U.S., such as Dulles Greenway, Chicago Skyway, and the Indiana Toll Road. New facilities must be built, tested, commissioned, and have training sessions conducted before opening. This process is intended to discover operating problems and resolve them before the traveling public encounters problems or safety issues. These risks and costs are known and have been resolved by the individual partners of VCP in numerous other projects.

1.10.4.2. Technology

There is no way to be successful and bid against tough competitors nowadays without using technology smartly. Tolling technology is evolving every day. Our team, which includes Halcrow and Transfield, are users, evaluators, and developers of the electronic tolling technology on the market today. The Chilean highway Autopista Central has been called "the smartest highway in the world". It is considered one of Skanska's premier projects.

1.10.4.3. Incident Management

The VCP maintenance forces are prepared to deal with emergencies at any time. Our patrolling equipment will carry radios, first aid kits, and towing, pulling, and rescue tools. We expect to contract with the Virginia State Police and, where possible, local authorities for surveillance, assistance, and enforcement. One can imagine the incidents and the issues occurring on the Chicago Skyway in a dense urban environment in Chicago. As the operator of that facility, Macquarie has deep experience in incident management.

1.10.4.4. Adverse Weather

As operators of the Chicago Skyway and the Indiana Toll Road, Macquarie deals with adverse weather throughout six or more months of winter in the U.S. Midwest. This weather is similar to what the Skanska toll roads in Norway and Finland experience. This team understands the costs, risks, and techniques of dealing with maintenance, emergencies, and safety in adverse conditions. As a hurricane evacuation route, the 460 will be overused and crowded during evacuations. We plan to utilize reverse running on the eastbound lanes to double capacity and aid in moving the population to safety in the event of a hurricane and the associated flooding which has occurred in the past on old 460.

1.11. FINANCIAL HISTORY AND INTERACTIONS

This team has no internal or external conflicts of interest. Skanska Infrastructure Development and Tidewater Skanska are sister companies in the Skanska group who will have an "arms-length" contractual relationship for the Design/Build contract. As a developer, Skanska ID relies upon the experience and the capabilities of Tidewater in crafting the best schedule and budget against fierce competition. Neither company sacrifices margins or acts as a "loss leader" for the other.

1.12. PRIOR WORKING RELATIONSHIPS

Skanska and Macquarie have competed vigorously on projects before, but have never teamed together. Skanska ID and Tidewater Skanska work together on almost every PPP project in the Eastern U.S., deriving the benefits from a strong local contractor and a global financier. The Design/Build JV team has established several prior working relationships among the team members in previous projects.

Transfield Services has a significant working relationship with Macquarie and its various business entities.