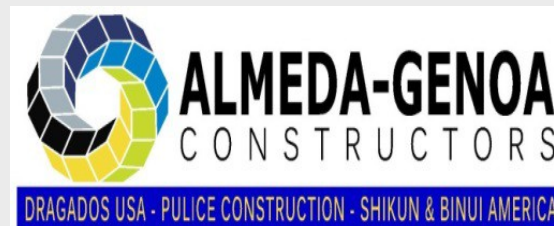


LUNCH & LEARN

CONTRACTS & LEGAL ADMINISTRATION

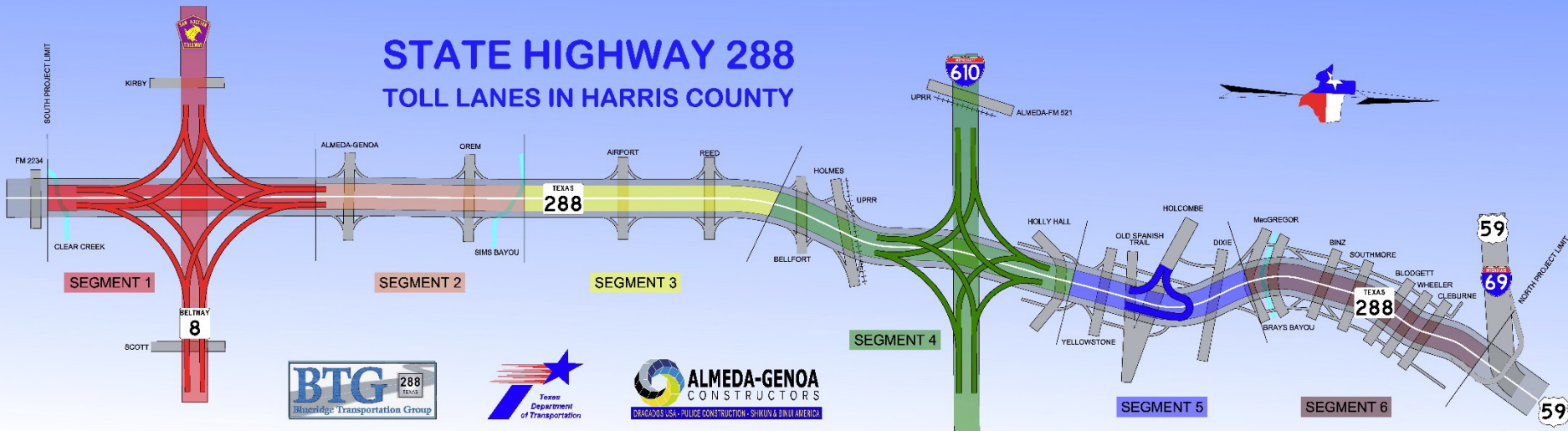
SH 288 TOLL LANES PROJECT

JULY 18, 2018



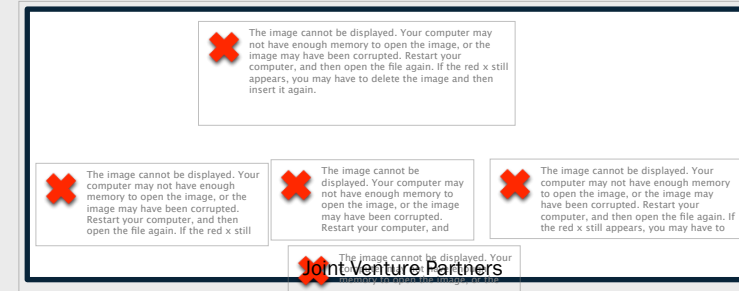
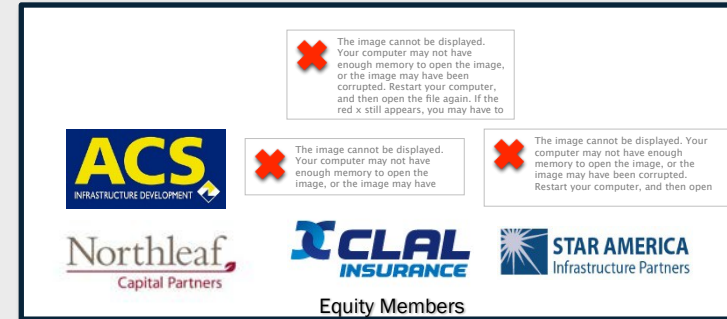
PROJECT OVERVIEW

The SH 288 Toll Lanes Project encompasses a 10.3-mile stretch from US 59 to the Harris County line at Clear Creek. Between the addition of toll lanes and the improved functionality of these interchanges, traveling on SH 288 will be more direct and easier than ever before.



MAJOR PARTICIPANTS

- Owner: Texas Department of Transportation (TXDOT)
- Developer: Blueridge Transportation Group (BTG)
- Design Build Contractor: Almeda-Genoa Constructors (A-GC). A joint venture comprised of:
 - Dragados USA, Inc. (30%)
 - Pulice Construction (20%)
 - Shikun & Binui America (50%)
- Designer: Stantec (formerly KBR, Inc.)



MAJOR PARTICIPANTS

Lead Contractor: Almeda-Genoa Constructors (A-GC)

Responsible for Design and Construction of Project

Constructing 10.3 miles of Toll Lanes Approximately

54 bridges

- 2 Direct Connectors at the Medical Center
- 8 Ramps for IH 610 interchange
- 8 Ramps for the Beltway 8 interchange
- 36 Various bridges over roadways, railroads and bayous



SCHEDULE MILESTONES

- CDA and D-B Contract: Effective March 4, 2016
- Financial Close: 05/09/2016
- Notice to Proceed: October 25, 2016
- Groundbreaking Ceremony: November 15, 2016
- Service Commencement: On or before August 29, 2019*
- Final Acceptance (Service Commencement + 90 days): On or before November 18, 2019

* TXDOT approved a 29 day extension for Hurricane Harvey. Service Commencement Date extended from July 22, 2019 to August 29, 2019

COMPREHENSIVE DEVELOPMENT AGREEMENT

Entered between Blueridge Transportation Group, LLC (Developer) and the Texas Department of Transportation (Owner) on March 4, 2016

Developer enters into a 52 year agreement to Develop, Design, Construct, Finance, Operate & Maintain the SH 288 Toll Lanes Project in Harris County

Developer shall comply and require its Contractors to comply with all federal requirements:

- Labor Standards
- Ethical Standards
- Non-Discrimination and EEO
- Disadvantaged Business Enterprise
- Job Training and Small Business Mentoring Plan
- Prevailing Wages
- Prompt Payment

DESIGN-BUILD CONTRACT

Entered between Blueridge Transportation Group, LLC (Developer) and Almeda-Genoa Constructors (Design-Build Contractor) on March 4, 2016

Design-Build Contractor enters into agreement to Design and Construct the SH 288 Toll Lanes Project in Harris County.

Design-Build Contractor shall comply and require its Subcontractors to comply with all federal requirements:

- Labor Standards
- Ethical Standards
- Non-Discrimination and EEO
- Disadvantaged Business Enterprise
- Job Training and Small Business Mentoring Plan
- Prevailing Wages
- Prompt Payment

THE SUBCONTRACT

Entered between Design-Build Contractor and the Subcontractor and Includes the following:

- Terms and Conditions including TXDOT Requirements
- Subcontract Price Schedule & Schedule of Values
- Scope of Work and Schedule of Work
- Contractor Controlled Insurance Program
- Intellectual Property
- DBE Special Provisions
- Certification of Sublet Work
- Forms of Payment Bond and Performance Bond
- Federal Requirements

THE SUBCONTRACT AGREEMENT

Incorporates by reference (available for download through Aconex):

- CDA (Comprehensive Development Agreement)
- DB Contract (Design Build Contract)
- TP (Technical Provisions)
- Developer's DBE Performance Plan
- Developer's Standards of Ethical Conduct
- Developer's Safety and Health Plan

KEY SUBCONTRACT PROVISIONS

Article 5 Surety Bonding

- Subcontractor to provide a payment and performance bond in the amount of 100% of the Subcontract Price.

Article 6 Performance of Work

- Work to be completed per the agreed upon schedule.
- Time is of the Essence.

KEY SUBCONTRACT PROVISIONS

Article 10 Insurance

- Eligible contractors to enroll in Contractors Controlled Insurance Program (CCIP).

Article 11 Indemnification

- Addresses the indemnity provisions, limits of liability, defense and indemnification procedures.

KEY SUBCONTRACT PROVISIONS

Article 12 Changes

- Establishes process for changes in scope of work and cost.

Article 13 Payment

- Payment Verification.
- Pay when Paid: A-GC must pay within 10 days of receipt of payment.
- Retainage.

KEY SUBCONTRACT PROVISIONS

Article 14 Recourse by Contractor

- Notice to Cure and Termination for Default.
- Automatic Termination & Termination for Convenience.

THE SERVICES AGREEMENT

Incorporates by reference the provisions required by the Prime Contract (Design Build Agreement):

- Compliance with Federal Requirements
- Project Management Plan
- Non-Discrimination; Equal Employment Opportunity
- Disadvantaged Business Enterprise
- Job Training and Small Business Opportunity
- Prevailing Wages
- Prompt Payment to Subcontractors & Suppliers
- Traffic Regulation
- Ethical Standards
- Cooperation

THE PURCHASE ORDER AGREEMENT

Incorporates by reference the provisions required by the Prime Contract (Design Build Agreement):

- Compliance with Federal Requirements
- Project Management Plan
- Non-Discrimination; Equal Employment Opportunity
- Disadvantaged Business Enterprise
- Job Training and Small Business Opportunity
- Prevailing Wages
- Prompt Payment to Subcontractors & Suppliers
- Traffic Regulation
- Ethical Standards
- Cooperation

Billing & Accounting

Billing Checklist for each invoice to include:

- Conditional Waiver and Release on Progress Payment
- Unconditional Waiver and Release on Progress Payment
- Monthly DBE Questionnaire (DBE-08)
- Monthly DBE Questionnaire (DBE-07)
- Monthly Tier Subcontractor/Supplier Declaration
- Prompt Payment Certification

Certified Payrolls

Submission of Certified Payrolls on the Project:

- LCP Tracker overview and new contractor set up form
- Weekly submission of certified payrolls are to be uploaded into LCP Tracker as well as submitted weekly via Aconex as a condition of payment
- Article 3.b (1) of the FHWA 1273 requires that the certified payrolls be submitted to the contracting agency weekly. As a participant of a federally funded project you are obligated to fulfill this requirement. Failure to do so can result in noncompliance points being applied. This violation can be assessed up to four (4) points per week. Each of these points will cost \$8,000.



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QUESTIONS?