Virginia Department of Transportation
Request for Proposals

Virginia Capital Trail – Varina Phase

State Project No.: 0005-043-714, P101, R201, C501

Federal Project No.: STP-5127(785)

Contract ID No.: C00086280DB58

LETTER OF SUBMITTAL AND ATTACHMENTS TO THE LETTER OF SUBMITTAL

Submitted: November 29, 2012

Submitted by:

5806 Mooretown Road
Williamsburg, Virginia 23188
(757) 565-1090 (Office)
(757) 564-9120 (Fax)
VA 2701-004849 “A”
Offerors shall furnish a copy of this Letter of Submittal Checklist, with the page references added, with the Letter of Submittal.

<table>
<thead>
<tr>
<th>Letter of Submittal Component</th>
<th>Form (if any)</th>
<th>RFP Part 1 Cross Reference</th>
<th>Page Reference</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Letter of Submittal Checklist and Contents</strong></td>
<td>Attachment 4.0.1.1</td>
<td>Section 4.0.1.1</td>
<td>Checklist (2 pages)</td>
</tr>
<tr>
<td><strong>Acknowledgement of RFP, Revisions, and/or Addenda</strong></td>
<td>Attachment 3.4 (Form C-78-RFP)</td>
<td>Sections 3.4; 4.0.1.1</td>
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<td><strong>Letter of Submittal</strong></td>
<td>NA</td>
<td>Sections 4.1</td>
<td>2</td>
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<td>Offeror’s full legal name and address</td>
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<td>Section 4.1.1</td>
<td>2</td>
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<tr>
<td>Authorized representative’s original signature</td>
<td>NA</td>
<td>Section 4.1.1</td>
<td>2</td>
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<td>Declaration of intent</td>
<td>NA</td>
<td>Section 4.1.2</td>
<td>2</td>
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<tr>
<td>120 day declaration</td>
<td>NA</td>
<td>Section 4.1.3</td>
<td>2</td>
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<tr>
<td>Point of Contact information</td>
<td>NA</td>
<td>Section 4.1.4</td>
<td>2</td>
</tr>
<tr>
<td>Principal Officer information</td>
<td>NA</td>
<td>Section 4.1.5</td>
<td>2</td>
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<td>Offeror’s Corporate Structure</td>
<td>NA</td>
<td>Section 4.1.6</td>
<td>3</td>
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<tr>
<td>Full Legal Name of Lead Contractor and Lead Designer</td>
<td>NA</td>
<td>Section 4.1.7</td>
<td>3</td>
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<tr>
<td>Offeror’s VDOT prequalification information</td>
<td>NA</td>
<td>Section 4.1.8</td>
<td>3</td>
</tr>
<tr>
<td>DBE statement confirming Offeror is committed to achieving the required DBE goal</td>
<td>NA</td>
<td>Section 4.1.9</td>
<td>3</td>
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<tr>
<td>Substantial and Final Completion Date(s)</td>
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<td>Section 4.1.10</td>
<td>3</td>
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<td>Letter of Submittal Component</td>
<td>Form (if any)</td>
<td>RFP Part 1 Cross Reference</td>
<td>Page Reference</td>
</tr>
<tr>
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<td>-----------------------------</td>
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<tr>
<td>Attachments to the Letter of Submittal</td>
<td>NA</td>
<td>Section 4.2</td>
<td>Attachments</td>
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<tr>
<td>Affiliated and/or Subsidiary Companies</td>
<td>Attachment 4.2.1</td>
<td>Section 4.2.1</td>
<td>Appendix 1</td>
</tr>
<tr>
<td>Certification Regarding Debarment Forms</td>
<td>Attachment 4.2.2(a)</td>
<td>Section 4.2.2</td>
<td>Appendix 2</td>
</tr>
<tr>
<td></td>
<td>Attachment 4.2.2(b)</td>
<td></td>
<td></td>
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<td>Offeror’s VDOT prequalification information</td>
<td>NA</td>
<td>Section 4.2.3</td>
<td>Appendix 3</td>
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<td>Evidence of obtaining bonding</td>
<td>NA</td>
<td>Section 4.2.4</td>
<td>Appendix 4</td>
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<td>Full size copies of DPOR licenses and SCC registrations</td>
<td>NA</td>
<td>Section 4.2.5</td>
<td>Appendix 5</td>
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<td>SCC registration information - businesses</td>
<td>Attachment 4.2.5</td>
<td>Section 4.2.5.1</td>
<td>Appendix 5</td>
</tr>
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<td>DPOR registration information - businesses</td>
<td>Attachment 4.2.5</td>
<td>Section 4.2.5.2</td>
<td>Appendix 5</td>
</tr>
<tr>
<td>Lead Contractor Work History Form</td>
<td>Attachment 4.2.6(a)</td>
<td>Section 4.2.6</td>
<td>Appendix 6</td>
</tr>
<tr>
<td>Lead Designer Work History Form</td>
<td>Attachment 4.2.6(b)</td>
<td>Section 4.2.6</td>
<td>Appendix 6</td>
</tr>
</tbody>
</table>
ATTACHMENT 3.4

COMMONWEALTH OF VIRGINIA
DEPARTMENT OF TRANSPORTATION

RFP NO. C00086280D8E58
PROJECT NO.: 0005-043-714, P101, R201, C501

ACKNOWLEDGEMENT OF RFP, REVISION AND/OR ADDENDA

Acknowledgement shall be made of receipt of the Request for Proposals (RFP) and/or any and all revisions and/or addenda pertaining to the above designated project which are issued by the Department prior to the Letter of Submittal submission date shown herein. Failure to include this acknowledgement in the Letter of Submittal may result in the rejection of your proposal.

By signing this Attachment 3.4, the Offeror acknowledges receipt of the RFP and/or following revisions and/or addenda to the RFP for the above designated project which were issued under cover letter(s) of the date(s) shown hereon:

1. Cover letter of September 25, 2012 – RFP
   (Date)

2. Cover letter of October 29, 2012 – Addendum #1
   (Date)

3. Cover letter of
   (Date)

[Signature]

[Date]
November 29, 2012

Mr. Stephen D. Kindy, P.E.
Virginia Department of Transportation
1401 East Broad Street
Highway Annex Building, 8th Floor
Richmond, VA 23219

RE: RFP for the Virginia Capital Trail – Varina Phase

Dear Mr. Kindy,

The Henderson, Inc. Design-Build Team offers the following information in response to your Request for Proposals for the Virginia Capital Trail – Varina Phase.

4.1.1 Offeror’s full legal name and address and authorized representatives original signature

Henderson, Inc.
P.O. Box BM
Williamsburg, VA 23187

[Signature]
Leslie H. Schultz, LEED AP, Vice President

4.1.2 Declaration of intent to enter into a contract

The Henderson, Inc. Design-Build Team intends, if selected, to enter into a contract with VDOT for the Virginia Capital Trail – Varina Phase Project in accordance with the terms of this RFP.

4.1.3 Statement of proposal validity

The Henderson, Inc. Design-Build Team’s offer will remain in full force and effect for one hundred twenty (120) days after the date the Proposal is submitted to VDOT (Letter of Submittal/Price Proposal Due Date, November 29, 2012).

4.1.4 Point of contact information

Henderson, Inc.
P.O. Box BM
Williamsburg, VA 23187

Leslie H. Schultz, LEED AP, Vice President
Phone: 757-565-1090 / Fax: 757-564-9120
Email: leslie@hendersoninc.com

4.1.5 Principal officer information

Henderson, Inc.
P.O. Box BM
Williamsburg, VA 23187

Leslie H. Schultz, LEED AP, Vice President
Phone: 757-565-1090 / Fax: 757-564-9120
Email: leslie@hendersoninc.com
4.1.6 Offeror’s corporate structure

The Henderson, Inc. Design-Build Team will be organized through a teaming agreement. Henderson, Inc., a corporation, is the lead contractor/design-builder contracting entity for this project. The Design-Build Team includes Atkins North America, Inc. as the lead design firm. Henderson, Inc. will undertake the financial responsibility for this design-build project, provide the required bonding for this project and accept the risks and liabilities for the performance of the work required for this project. Henderson, Inc. has no liability limitations.

4.1.7 Identify lead contractor and lead designer

Lead Contractor
Henderson, Inc.          Leslie H. Schultz, LEED AP, Vice President
P.O. Box BM               Phone: 757-565-1090 / Fax: 757-564-9120
Williamsburg, VA 23187   Email: leslie@hendersoninc.com

Lead Designer
Atkins North America, Inc. Stephen Stewart, PE, LEED AP
11818 Rock Landing Drive, Suite 100 Phone: 757-327-7129 / Fax: 757-596-8660
Newport News, VA 23606   Email: stephen.stewart@atkinsglobal.com

4.1.8 Offeror’s VDOT prequalification information

Henderson, Inc.’s VDOT prequalification number is H381 and their status is active. Their VDOT prequalification certificate is included in the Attachments to the Letter of Submittal.

4.1.9 DBE Participation Commitment

The Henderson, Inc. Design-Build Team is committed to achieving a sixteen percent (16%) DBE participation goal for the entire value of the contract.

4.1.10 Substantial Completion and Final Completion Dates

The Henderson, Inc. Design-Build Team’s substantial completion date is September 30, 2014 (9/30/14).

The Henderson, Inc. Design-Build Team’s final completion date is September 30, 2014 (9/30/14).

Our signature below affirms that the information supplied in this proposal is true and accurate to the best of our knowledge. The Henderson, Inc. Design-Build Team looks forward to the opportunity to participate in the Virginia Capital Trail – Varina Phase.
Sincerely,
Henderson, Inc.

[Signature]
Leslie H. Schultz, LEED AP
Vice President
Attachments
Appendix 1
# ATTACHMENT 4.2.1

State Project No. 0005-043-714, P101, R201, C501

**Affiliated and Subsidiary Companies of the Offeror**

Offerors shall complete the table and include the addresses of affiliates or subsidiary companies as applicable. By completing this table, Offerors certify that all affiliated and subsidiary companies of the Offeror are listed.

- **☐ The Offeror does not have any affiliated or subsidiary companies.**
- **☑ Affiliated and/or subsidiary companies of the Offeror are listed below.**

<table>
<thead>
<tr>
<th>Relationship with Offeror (Affiliate or Subsidiary)</th>
<th>Full Legal Name</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>Atkins Company Subsidiary</td>
<td>The Atkins North America Holdings Corporation formerly known as The PBSJ Corporation, parent company</td>
<td>4030 West Boy Scout Boulevard, Suite 700 Tampa, FL 33607</td>
</tr>
<tr>
<td>Atkins Company Subsidiary</td>
<td>Atkins Michigan, Inc., formerly known as PBS&amp;J Michigan, Inc.</td>
<td>4030 West Boy Scout Boulevard, Suite 700 Tampa, FL 33607</td>
</tr>
<tr>
<td>Atkins Company Subsidiary</td>
<td>Atkins North America, Inc. formerly known as Post, Buckley, Schuh &amp; Jernigan, Inc., d/b/a PBS&amp;J is a wholly owned subsidiary of The Atkins North America Holdings</td>
<td>4030 West Boy Scout Boulevard, Suite 700 Tampa, FL 33607</td>
</tr>
<tr>
<td>Atkins Company Affiliate</td>
<td>Atkins Caribe, LLP formerly known as PBS&amp;J Caribe LLP</td>
<td>Westernbank World Plaza 268 Muñoz Rivera Ave., Suite 1602 San Juan, Puerto Rico 00918-1918</td>
</tr>
<tr>
<td>Atkins Company Affiliate</td>
<td>Atkins P.A., formerly known as PBS&amp;J, P.A.</td>
<td>105 Fieldcrest Ave, Suite 204 Edison, NJ 08837</td>
</tr>
<tr>
<td>Atkins Company Affiliate</td>
<td>Faithful+Gould, Inc.</td>
<td>475 Sansome Street Suite 2000 Suite 2000 San Francisco California 94111</td>
</tr>
<tr>
<td>Atkins Company Affiliate</td>
<td>WS Atkins, Inc.</td>
<td>920 Memorial City Way, Suite 700 Houston, TX 77024</td>
</tr>
<tr>
<td>Atkins Company Subsidiary</td>
<td>Post, Buckley International, Inc.</td>
<td>4030 West Boy Scout Boulevard, Suite 700 Tampa, FL 33607</td>
</tr>
<tr>
<td>Atkins Company Subsidiary</td>
<td>Peter R. Brown Construction, Inc.</td>
<td>4030 West Boy Scout Boulevard, Suite 700 Tampa, FL 33607</td>
</tr>
<tr>
<td>Atkins Company Subsidiary</td>
<td>PBS&amp;J Constructors, Inc.</td>
<td>4030 West Boy Scout Boulevard, Suite 700 Tampa, FL 33607</td>
</tr>
<tr>
<td>Atkins Company Subsidiary</td>
<td>PBS&amp;J Construction Services, Inc.</td>
<td>4030 West Boy Scout Boulevard, Suite 700 Tampa, FL 33607</td>
</tr>
</tbody>
</table>

*The following companies have no affiliated or subsidiary companies: Henderson, Inc. and Land Planning and Design Associates, Inc.*
Appendix 2
CERTIFICATION REGARDING DEBARMENT
PRIMARY COVERED TRANSACTIONS

Project No.: 0005-043-714, P101, R201, C501

1) The prospective primary participant certifies to the best of its knowledge and belief, that it and its principals:

   a) Are not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from covered transactions by any Federal department or agency.

   b) Have not within a three-year period preceding this proposal been convicted of or had a civil judgment rendered against them for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (Federal, State or local) transaction or contract under a public transaction; and have not been convicted of any violations of Federal or State antitrust statutes or commission of embezzlement, theft, forgery, bribery, falsification, or destruction of records, making false statements, or receiving stolen property;

   c) Are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (Federal, State or local) with commission of any of the offenses enumerated in paragraph 1) b) of this certification; and

   d) Have not within a three-year period preceding this application/proposal had one or more public transactions (Federal, State or local) terminated for cause or default.

2) Where the prospective primary participant is unable to certify to any of the statements in this certification, such prospective participant shall attach an explanation to this proposal.

The undersigned makes the foregoing statements to be filed with the proposal submitted on behalf of the Offeror for contracts to be let by the Commonwealth Transportation Board.

[Signature] [Date] 2012  
Vice President  

Henderson, Inc.  
Name of Firm
ATTACHMENT 4.2.2(a)
CERTIFICATION REGARDING DEBARMENT
PRIMARY COVERED TRANSACTIONS

Project No.: 0005-043-714, P101, R201, C501

1) The prospective primary participant certifies to the best of its knowledge and belief, that it and its principals:

   a) Are not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from covered transactions by any Federal department or agency.

   b) Have not within a three-year period preceding this proposal been convicted of or had a civil judgment rendered against them for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (Federal, State or local) transaction or contract under a public transaction; and have not been convicted of any violations of Federal or State antitrust statutes or commission of embezzlement, theft, forgery, bribery, falsification, or destruction of records, making false statements, or receiving stolen property;

   c) Are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (Federal, State or local) with commission of any of the offenses enumerated in paragraph 1) b) of this certification; and

   d) Have not within a three-year period preceding this application/proposal had one or more public transactions (Federal, State or local) terminated for cause or default.

2) Where the prospective primary participant is unable to certify to any of the statements in this certification, such prospective participant shall attach an explanation to this proposal.

The undersigned makes the foregoing statements to be filed with the proposal submitted on behalf of the Offeror for contracts to be let by the Commonwealth Transportation Board.

James Beck
11/20/2012
Vice President

Signature Date Title

Atkins North America, Inc.

Name of Firm
ATTACHMENT 4.2.2(b)
CERTIFICATION REGARDING DEBARMENT
LOWER TIER COVERED TRANSACTIONS

Project No.: 0005-043-714, P101, R201, C501

1) The prospective lower tier participant certifies, by submission of this proposal, that neither it nor its principals is presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from participation in this transaction by any Federal department or agency.

2) Where the prospective lower tier participant is unable to certify to any of the statements in this certification, such prospective participant shall attach an explanation to this proposal.

The undersigned makes the foregoing statements to be filed with the proposal submitted on behalf of the Offeror for contracts to be let by the Commonwealth Transportation Board.

[Signature] 11/20/2012  President
Signature  Date  Title

Land Planning and Design Associates, Inc.

Name of Firm
Appendix 3
CERTIFICATE OF QUALIFICATION

HENDERSON, INC.

Vendor Number: H381

In accordance with the Regulations of the Virginia Department of Transportation, you are hereby notified that the following Rating and Classifications have been assigned to you by the Commissioner:

PREQUALIFIED

Work Classes: GRADING; DRAINAGE STRUCTURES; INCIDENTAL CONCRETE; UNDERGROUND UTILITIES; EXCAVATING

Issue Date: 03/27/2012  This Rating and Classification will Expire: 05/31/2013

Suzanne FR Lucas Prequalification Officer

Don E. Stiles, State Contract Officer
Prequalified Level

Your firm's prequalification documentation demonstrates that your firm has met or exceeded the minimum Prequalification Score of 80, the minimum Quality Score of 85, and the minimum Safety Score of 70. It has earned the "Prequalified" Level of Qualification. With this level of prequalification, your firm may bid on all projects up to your firm's bonding ability.

Expiration and renewal

Prequalification privileges are for a limited period of time. The expiration date is on your firm's Certificate of Qualification and will also be posted on the "Prequalified List" on our webpage. New prequalification forms are due in the Prequalification Office 30 days before the expiration date. New prequalification forms may be obtained on the Prequalification webpage:

http://www.virginiadot.org/business/const/prequal.asp

Thanks for applying for Prequalification. Please send an email to the Prequalification Office if you have any further concerns regarding your firm's prequalification at:

Prequalification@VDOT.Virginia.gov
Appendix 4
November 16, 2012

Virginia Department of Transportation

RE: Henderson, Inc.
Request for Proposals – Virginia Capital Trail – Varina Phase (est. contract value $10,500,000)

To Whom It May Concern:

Liberty Mutual Insurance Company has the privilege of providing surety bonds for Henderson, Inc. Our A.M. Best Financial Strength Rating is A, and Financial Size Category is XV.

Henderson, Inc. is capable of obtaining a 100% Performance Bond and 100% Labor and Materials Payment Bond in the amount of the anticipated cost of construction as referred to in Section 2.1 of the VDOT RFQ and said bonds will cover the Project and any warranty periods on behalf of the Contractor, in the event that such firm be the successful bidder and enter into a contract for this project.

At this time, we are prepared to respond favorably should Henderson, Inc. accept an award and request performance and payment bonds. Our willingness to commit to any such request would, of course, be contingent upon our being satisfied with all prevailing underwriting conditions including but not limited to acceptable contract terms, acceptable bond forms, and confirmation of full financing.

Liberty Mutual Surety is licensed to transact surety business in all 50 states and is listed on the United States Department of Treasury list of acceptable surety companies.

Please feel free to contact us if you have any questions.

Sincerely,

Paul K. Reimer
LIBERTY MUTUAL SURETY

Member of Liberty Mutual Group
Appendix 5
ATTACHMENT 4.2.5
State Project No. 0005-043-714, P101, R201,C501

SCC and DPOR Information

Offerors shall complete the table and include the required state registration and licensure information. By completing this table, Offerors certify that their team complies with the requirements set forth in Section 4.2.5 and that all businesses listed are active and in good standing.

<table>
<thead>
<tr>
<th>Business Name</th>
<th>SCC Number</th>
<th>SCC Type of Corporation</th>
<th>SCC Status</th>
<th>DPOR Registered Address</th>
<th>DPOR Registration Type</th>
<th>DPOR Registration Number</th>
<th>DPOR Expiration Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Henderson, Inc.</td>
<td>00798991</td>
<td>Corporation</td>
<td>Active</td>
<td>P.O. Box BM, Williamsburg, VA 23188</td>
<td>BLD / HH</td>
<td>2701-004849 “A”</td>
<td>03-31-2013</td>
</tr>
<tr>
<td>Atkins North America, Inc.</td>
<td>F0488397</td>
<td>Foreign Corporation</td>
<td>Active</td>
<td>11818 Rock Landing Drive, Suite 100, Newport News, VA 23606</td>
<td>ENG</td>
<td>0411000207</td>
<td>02-28-2014</td>
</tr>
<tr>
<td>Land Planning and Design Associates, Inc.</td>
<td>01425545</td>
<td>Corporation</td>
<td>Active</td>
<td>310 E. Main Street, Suite 200, Charlottesville, VA 22902</td>
<td>LA</td>
<td>0407001789</td>
<td>12-31-2013</td>
</tr>
</tbody>
</table>
CERTIFICATE OF GOOD STANDING

I Certify the Following from the Records of the Commission:

That HENDERSON, INC. is duly incorporated under the law of the Commonwealth of Virginia;

That the date of its incorporation is March 24, 1958;

That the period of its duration is perpetual; and

That the corporation is in existence and in good standing in the Commonwealth of Virginia as of the date set forth below.

Nothing more is hereby certified.

Signed and Sealed at Richmond on this Date:
April 17, 2012

Joel H. Peck, Clerk of the Commission

CISECOM
Document Control Number: 1204175721
DEPARTMENT OF PROFESSIONAL AND OCCUPATIONAL REGULATION
COMMONWEALTH OF VIRGINIA

BOARD FOR CONTRACTORS
CLASS A CONTRACTORS LICENSE

HENDERSON INC

PO BOX DRAWER BM
WILLIAMSBURG VA 23187

*CLASSIFICATIONS* BLD H/H

Gordon N. Dixon, Director

(SEE REVERSE SIDE FOR NAME AND/OR ADDRESS CHANGE)

COMMONWEALTH OF VIRGINIA

BOARD FOR CONTRACTORS - CLASS A
CONTRACTOR LICENSE - CLASSIFICATIONS: BLD H/H

NUMBER: 2701 004849A EXPIRES: 03-31-2013
HENDERSON INC

PO BOX DRAWER BM
WILLIAMSBURG VA 23187
CERTIFICATE OF GOOD STANDING

I Certify the Following from the Records of the Commission:

That Atkins North America, Inc., a corporation incorporated under the law of Florida, is authorized to transact business in the Commonwealth of Virginia;

That it obtained a certificate of authority to transact business in Virginia from the Commission on August 13, 1985; and

That the corporation is in good standing in the Commonwealth of Virginia as of the date set forth below.

Nothing more is hereby certified.

Signed and Sealed at Richmond on this Date:
March 7, 2012

Joel H. Peck, Clerk of the Commission
BOARD FOR ARCHITECTS, PROFESSIONAL ENGINEERS, LAND SURVEYORS, CERTIFIED INTERIOR DESIGNERS, AND LANDSCAPE ARCHITECTS

BUSINESS ENTITY BRANCH OFFICE REGISTRATION

PROFESSIONS: ENG

ATKINS NORTH AMERICA, INC.
11818 ROCK LANDING DR
STE 100
NEWPORT NEWS, VA 23606 4273
STATE CORPORATION COMMISSION

Richmond, March 24, 2008

This is to certify that the certificate of incorporation of

LAND PLANNING AND DESIGN ASSOCIATES, INC.

was issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business.

Effective date: December 21, 1972

State Corporation Commission
Attest:

[Signature]

Clerk of the Commission
Appendix 6
ATTACHMENT 4.2.6(a)

LEAD CONTRACTOR - WORK HISTORY FORM

(LIMIT 1 PAGE PER PROJECT)

<table>
<thead>
<tr>
<th>a. Project Name &amp; Location</th>
<th>b. Name of the prime design consulting firm responsible for the overall project design.</th>
<th>c. Contact information of the Client or Owner and their Project Manager who can verify Firm’s responsibilities.</th>
<th>d. Contract Completion Date (Original)</th>
<th>e. Contract Completion Date (Actual or Estimated)</th>
<th>f. Contract Value (in thousands)</th>
<th>g. Dollar Value of Work Performed by the Firm identified as the Lead Contractor for this procurement (in thousands)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Virginia Capital Trail – New Market Heights Phase</td>
<td>Henderson, Inc.</td>
<td>Name of Client: VDOT Phone: 804.524.6434 Project Manager: R. Shane Mann, PE Email: <a href="mailto:Shane.Mann@vdot.virginia.gov">Shane.Mann@vdot.virginia.gov</a></td>
<td>9-30-2013</td>
<td>9-30-2013</td>
<td>$6,961,186</td>
<td>$6,961,186</td>
</tr>
</tbody>
</table>

Name: Virginia Capital Trail – New Market Heights Phase
Location: Charles City, VA

Henderson, Inc. was selected as the prime contractor for the Virginia Department of Transportation (VDOT) design-build contract for the New Market Heights Phase of the Virginia Capital Trail in Henrico County and Charles City County, Virginia. A portion of the funds for the project were appropriated from the Federal American Recovery and Reinvestment Act of 2009 (ARRA).

This project is located in Henrico County and Charles City County, Virginia and includes the design and construction of the Virginia Capital Trail between Long Bridge Road in Henrico County and Kimages Road in Charles City County. The total length for the New Market Heights Phase of the Virginia Capital Trail is approximately 10.5 miles. It is the 8th of eleven projects that make up the Virginia Capital Trail, a 55 mile, 10 feet wide, stand alone, shared use path paralleling historic Route 5 from Jamestown to Richmond. The trail will include along its reach five 14 feet wide timber bridges, multiple drainage structures extensions, modifications to existing commercial and residential entrances, pedestrian safety railings, and way-finding signage.

Henderson, Inc. was selected as the prime contractor for the Virginia Department of Transportation (VDOT) design-build contract for the New Market Heights Phase of the Virginia Capital Trail in Henrico County and Charles City County, Virginia. A portion of the funds for the project were appropriated from the Federal American Recovery and Reinvestment Act of 2009 (ARRA).

This project is located in Henrico County and Charles City County, Virginia and includes the design and construction of the Virginia Capital Trail between Long Bridge Road in Henrico County and Kimages Road in Charles City County. The total length for the New Market Heights Phase of the Virginia Capital Trail is approximately 10.5 miles. It is the 8th of eleven projects that make up the Virginia Capital Trail, a 55 mile, 10 feet wide, stand alone, shared use path paralleling historic Route 5 from Jamestown to Richmond. The trail will include along its reach five 14 feet wide timber bridges, multiple drainage structures extensions, modifications to existing commercial and residential entrances, pedestrian safety railings, and way-finding signage.
**ATTACHMENT 4.2.6(a)**

**LEAD CONTRACTOR - WORK HISTORY FORM**

**(LIMIT 1 PAGE PER PROJECT)**

<table>
<thead>
<tr>
<th>a. Project Name &amp; Location</th>
<th>b. Name of the prime design consulting firm responsible for the overall project design.</th>
<th>c. Contact information of the Client or Owner and their Project Manager who can verify Firm’s responsibilities.</th>
<th>d. Contract Completion Date (Original)</th>
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<th>f. Contract Value (in thousands)</th>
<th>g. Dollar Value of Work Performed by the Firm identified as the Lead Contractor for this procurement.(in thousands)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name: (HRSD) North Shore Maintenance Facility</td>
<td>Name: Kimley-Horn &amp; Associates</td>
<td>Name of Client/ Owner: Hampton Roads Sanitary Division (HRSD)</td>
<td>10/11/10</td>
<td>4/1/12</td>
<td>$8,499,837</td>
<td>$3,420,144</td>
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<tr>
<td>Location: 2401 G Avenue Newport News, Virginia 23602</td>
<td></td>
<td>Phone: 757-833-1720</td>
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<td></td>
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<td>Project Manager: David Cooley</td>
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</tr>
<tr>
<td></td>
<td></td>
<td>Email: <a href="mailto:dcooley@hrsd.com">dcooley@hrsd.com</a></td>
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<td></td>
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<td>$8,656,153</td>
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</tbody>
</table>

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This LEED Silver design-build project was constructed for the Hampton Roads Sanitary District (HRSD) and represents Henderson, Inc.’s diverse experience in both horizontal and vertical construction. Major elements of this project are the design, permitting and development of a 15-acre site to include clearing, demolition of an existing waste water treatment facility, 9865 cy of mass excavation, hazardous material remediation, earthwork, storm drainage, 10,314 sy of light duty and 1910 sy of heavy duty asphalt paving, rigid concrete pavement, 400 lf of 8” Sanitary Sewer, 1,820 lf of 8” & 12” DIP Waterlines, 1,740 lf of 24” & 30” RCP Storm Drain utilities, security fencing, and building structures. Henderson, Inc. was directly responsible for civil and architectural design coordination, construction documents, construction, site specific safety plan and coordination, QA/QC and project management. Henderson, Inc. self-performed all surveying, erosion control, mass excavation, grading, utilities, storm drainage, and pavement subgrade installation. One of the keys to success was our partnering/coordination among all stakeholders with particular focus on client satisfaction.

Name: Williamsburg Pottery
Location: 6692 Richmond Road
Williamsburg, Virginia 23188

Civil Designer: AES Consulting Engineers
Architectural Designer: Guernsey Tingle Architects

Name of Client/Owner: Williamsburg Pottery
Phone: 757-564-3326
Project Manager: Phil Nawrocki
Phone: 757-564-3326
Email: pnawrocki@williamsburgpottery.com

4/1/12 4/1/12 $16,800,00 $17,200,00 $4,200,000

This design-build project was constructed for The Williamsburg Pottery and represents Henderson, Inc.’s diverse experience in both horizontal and vertical construction. Major elements of this project are the design, permitting and development of a 15-acre site to include clearing, demolition, 29,259cy of cut / fill excavation, earthwork, storm drainage, 29,472sy of Heavy Duty and 36,233sy of Light Duty asphalt paving, traffic signaling, 1,100 lf of 8” Sanitary Sewer, 1,211 lf of 6” & 8” DIP Waterlines, 5204 lf of 18”, 24”, 30” & 36” RCP Storm Drain utilities, fencing, and building structures. The project also consisted of 210 lf of jack and bore under US Route 60 for waterline tie in and an upgrade and remediation of a 6 acre JCC BMP. Henderson, Inc. was also the general contractor for the construction of three buildings totaling 168,000sf. One of the keys to success was our partnering/coordination among all stakeholders with particular focus on client satisfaction.

Design-Build Project: Design Build Contractor: Henderson, Inc. - Civil Designer: AES Consulting Engineers - Architectural Designer: Guernsey Tingle Architects
ATTACHMENT 4.2.6(a)

**LEAD CONTRACTOR - WORK HISTORY FORM**

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<table>
<thead>
<tr>
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<tr>
<td>Navy Recreation Center</td>
<td>Kimley-Horn &amp; Associates</td>
<td>VDOT Phone: 757-494-5481 Project Manager: Mitch Layton Phone: 757-494-5481 Email: <a href="mailto:mitch.layton@virginiadot.org">mitch.layton@virginiadot.org</a></td>
<td>8/23/10</td>
<td>8/10/12</td>
<td>$8,676,079.51</td>
<td>$9,148,164.00</td>
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<tr>
<td>Norfolk Naval Station</td>
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<td>$4,875,519</td>
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The Navy Recreation Center project was a design-build project constructed on the Naval Station Norfolk Base for the Virginia Department of Transportation. It is a 40-acre site conversion from Camp Allen Salvage Yard and Camp Allen Landfill to a recreational facility for the United States Navy.

The recreational facilities consist of three soccer/multi-purpose fields, four dedicated baseball fields, 35 acres of open recreation/play area, two horseshoe pits, four volleyball courts and six picnic areas. Support facilities include parking lots, drives, pedestrian walkways, and all site utilities.

A 21-acre portion of the site was considered hazardous and had to be tested and disposed of properly. The project consisted of approximately 84,425 cubic yards of fill dirt. There was an issue of contaminated ground water throughout the site which was treated at a nearby facility and re-released. Major elements of the project included storm drainage, 6420sf of light duty asphalt paving, 2 miles of walking trails, rigid concrete pavement, 2,800 ft of 8” Sanitary Sewer, 2,300 ft of Waterlines, 2,600 ft of 18” & 24” RCP Storm Drain utilities, and security fencing.

“It is my experience that personnel at Henderson, Inc. conduct themselves in a professional courteous manner. Their significant strengths include: excellent project management methods, timely and effective communication, partnering/team oriented and fast learners on Owner/Client policies and procedures.” - Mitch Layton, Construction Manager Norfolk Residency, VDOT

### ATTACHMENT 4.2.6(a)

#### LEAD CONTRACTOR - WORK HISTORY FORM

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</tr>
</thead>
<tbody>
<tr>
<td>Ph. 4, Section 1:</td>
<td>Name: AES Consulting Engineers Name of Client/Owner: Lennar Corporation Phone: Joseph Roque Phone: 757-748-3969 Email: <a href="mailto:Joseph.Roque@Lennar.com">Joseph.Roque@Lennar.com</a></td>
<td>Ph. 4, Section 1: 2/15/12 Ph. 4, Section 2: 4/2013</td>
<td>Ph. 4, Section 1: 5/15/12 Ph. 4, Section 2: 4/2013</td>
<td>Ph. 4, Section 1: $5,526,591 Ph. 4, Section 2: $5,495,065</td>
<td>Ph. 4, Section 1: $3,408,688 Ph. 4, Section 2: $5,495,065</td>
<td>Ph. 4, Section 1: $3,408,688 Ph. 4, Section 2: $5,495,065</td>
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<td>Ph. 4, Section 2:</td>
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<td></td>
<td></td>
<td></td>
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<td></td>
</tr>
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Henderson, Inc. recently completed Phase 4.1, Sections 1 and 2 and Phase 4.2 on the Colonial Heritage Development. The scope of work included the development of a 61 acre site, located south of US Route 60 on Centerville Road. Infrastructure improvements included land clearing, 178,524cy of cut to fill excavation, 13,036 lf of 15”, 18” 24” rcp storm drain, 5500lf of 8” DIP and 9,225 of 8” PVC sanitary lines, 12,008lf of 12” and 8” diameter water lines, 6 miles of roadway construction using cement treated aggregate with 33,154sy of heavy duty and 2815sy of light duty VDOT approved asphalt paving, curb and gutter and sitework for 120 home sites. Work also included the reconstruction of two (2) earthen dams and the installation of two 3.5 acre dry BMPs and one 7.2 acre wet BMP. Henderson, Inc. and the Colonial Heritage site recently received Lennar’s “E&S Flagship Award.” A national recognition for exceeding the E&S standards of the local jurisdiction.

Colonial Heritage is an active adult golf community in Williamsburg, Virginia for adults 55 years of age and better, and was developed by Lennar-one of the largest homebuilders in America.

**Design-Bid-Build project:  Contractor: Henderson, Inc. - Civil Designer: AES Consulting Engineers**
<table>
<thead>
<tr>
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<tbody>
<tr>
<td><strong>Name:</strong> Virginia Capital Trail – New Market Heights Phase</td>
<td><strong>Name:</strong> Henderson, Inc.</td>
<td><strong>Name:</strong> VDOT</td>
<td>Phone: 804.524.6434</td>
<td>Project Manager: R. Shane Mann, PE</td>
<td>Email: <a href="mailto:Shane.Mann@vdot.virginia.gov">Shane.Mann@vdot.virginia.gov</a></td>
<td>9-30-2013</td>
<td>9-30-2013</td>
</tr>
</tbody>
</table>

**h. Narrative describing the Work Performed by the Firm identified as the Lead Designer for this procurement. Include the office location(s) where the design work was performed and whether the firm was the prime designer or a subconsultant.**

Atkins was selected as the prime design consultant for the Virginia Department of Transportation (VDOT) design-build contract for the New Market Heights Phase of the Virginia Capital Trail in Henrico County and Charles City County, Virginia. Atkins is working with Henderson, Inc, the prime contractor, on this project. A portion of the funds for the project were appropriated from the Federal American Recovery and Reinvestment Act of 2009 (ARRA).

This project is located in Henrico County and Charles City County, Virginia and includes the design and construction of the Virginia Capital Trail between Long Bridge Road in Henrico County and Kimages Road in Charles City County. The total length for the New Market Heights Phase of the Virginia Capital Trail is approximately 10.5 miles. It is the 8th of eleven projects that make up the Virginia Capital Trail, a 55 mile, 10 feet wide, stand alone, shared use path paralleling historic Route 5 from Jamestown to Richmond. The trail will include along its reach five 14 feet wide timber bridges, multiple drainage structures extensions, modifications to existing commercial and residential entrances, pedestrian safety railings, and way-finding signage.

Atkins responsibilities in the development of the Trail include overall management of the professional design and engineering services, civil engineering, structural engineering, hydraulics and hydrological engineering, environmental permitting, wetlands delineation, topographic surveying, cultural resource surveying, hazardous materials testing and investigations, geotechnical engineering and various construction administration services.

**Prime Designer:** Atkins  
**Office location:** Newport News, VA
The Suncoast Trail was constructed as part of Florida’s Turnpike 42-mile Suncoast Parkway through Hillsborough, Pasco, and Hernando Counties. In an effort to create a linear park as a shared-use, right-of-way corridor, the 12-foot-wide asphalt trail was located within the 400-foot-wide, limited-access right-of-way corridor. The Suncoast Trail, which was made feasible through the use of Intermodal Surface Transportation Efficiency Act funds, opened to the public in February 2001, and is the only trail of its kind in Florida.

Atkins prepared trail design guidelines, developed the design details and signage package and monitored their application during final design, and played a key role in evaluating the final trail alignment to preserve existing vegetation. Atkins participated in the development of trail maintenance and operations agreements between Hillsborough, Pasco, and Hernando Counties and Florida’s Turnpike Enterprise, and continues to play an important role in this partnership.

Atkins’ ongoing involvement has also led to the trail being designed as a “Millennium Trail” by the White House Millennium Council, a National Recreation Trail by the National Park Service, and an integral part of the Florida Department of Environmental Protection’s statewide system of greenways and trails.

Services provided include trailway design, design guidelines, and signage.

**Prime Designer:** Atkins  
**Office location:** Orlando, FL

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<th>h. Narrative describing the Work Performed by the Firm identified as the Lead Designer for this procurement. Include the office location(s) where the design work was performed and whether the firm was the prime designer or a subconsultant.</th>
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<tbody>
<tr>
<td>Sun Coast Trail Design</td>
<td>Name: Sun Coast Trail Design</td>
<td>Name: Florida Department of Transportation, Florida’s Turnpike Enterprise</td>
<td>2001</td>
<td>2001</td>
<td>$9,000</td>
<td>$50</td>
<td>Name: Sun Coast Trail Design; Location: Tampa, FL</td>
<td>The Suncoast Trail was constructed as part of Florida’s Turnpike 42-mile Suncoast Parkway through Hillsborough, Pasco, and Hernando Counties. In an effort to create a linear park as a shared-use, right-of-way corridor, the 12-foot-wide asphalt trail was located within the 400-foot-wide, limited-access right-of-way corridor. The Suncoast Trail, which was made feasible through the use of Intermodal Surface Transportation Efficiency Act funds, opened to the public in February 2001, and is the only trail of its kind in Florida. Atkins prepared trail design guidelines, developed the design details and signage package and monitored their application during final design, and played a key role in evaluating the final trail alignment to preserve existing vegetation. Atkins participated in the development of trail maintenance and operations agreements between Hillsborough, Pasco, and Hernando Counties and Florida’s Turnpike Enterprise, and continues to play an important role in this partnership. Atkins’ ongoing involvement has also led to the trail being designed as a “Millennium Trail” by the White House Millennium Council, a National Recreation Trail by the National Park Service, and an integral part of the Florida Department of Environmental Protection’s statewide system of greenways and trails. Services provided include trailway design, design guidelines, and signage. Prime Designer: Atkins Office location: Orlando, FL</td>
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**ATTACHMENT 4.2.6(b)**

**LEAD DESIGNER - WORK HISTORY FORM**

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</thead>
<tbody>
<tr>
<td><strong>Silver Comet Trail Multi-Use Path and Trailhead Park</strong></td>
<td>Name: Cobb County oversaw contractor(s). Contact Bob Galante for information.</td>
<td>Name of Client: Cobb County Department of Transportation Phone: 770.528.1600 Project Manager: Bob Galante Phone: 770.528.1621 Email: <a href="mailto:bob.galante@cobbcounty.org">bob.galante@cobbcounty.org</a></td>
<td>2008</td>
<td>2008</td>
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</table>

b. Narrative describing the Work Performed by the Firm identified as the Lead Designer for this procurement. Include the office location(s) where the design work was performed and whether the firm was the prime designer or a subconsultant.

Atkins assisted Cobb County to develop the 12.8-mile Cobb County portion of the Silver Comet Trail. The Cobb County section extends from Paulding County to Smyrna, linking the cities of Powder Springs and Smyrna. Services included preparation of a concept report, environmental studies, trail construction plans, design of trestle retrofits, trailheads, pocket parks, parking lots, and construction engineering and inspection services. Crucial to the project’s timely and successful completion were close coordination between Atkins and the Cobb County Department of Transportation, successful state agency coordination, and a very active public involvement program.

**Recreational uses**

Today, the scenic trail is enjoyed by many users, from cyclists to casual walkers, providing spectacular views and a safe, clean environment for recreation. This trail section is an important leg in the total Silver Comet Trail system, which will ultimately provide a 110-mile continuous connection from Anniston, Alabama, to Atlanta, Georgia, and be one of the country’s longest paved trails.

**Trailhead facilities**

In addition to the design of several miles of the Silver Comet Trail, Atkins prepared conceptual drawings, construction plans, and specifications for two trailhead facilities. The first location is at Floyd Road, where an abandoned historic building on the site was restored and now jointly serves as a meeting space and trailhead restroom facility. The second location included the Mavell Road trailhead facility, where a new building was design and constructed. In addition to the buildings, the trailheads include parking for more than 50 cars, picnic tables, walkways, benches, bicycle racks, landscape improvements, and signage.

**Silver Comet Trailhead Park**

The Silver Comet Trailhead Park is a community park maintained by the Cobb County Parks, Recreation and Cultural Affairs. Atkins provided services to redesign this existing park, which is located adjacent to a trailhead along the Silver Comet Trail. Atkins’ park redesign includes landscape, play structures, a maintenance building, restroom facilities, parking, decorative fencing, and other site furnishings.

Atkins’ services for these project sites included trailhead facility planning, landscape architecture, civil engineering, park design, and architectural design.

**Prime Designer:** Atkins  
**Office location:** Atlanta, GA
<table>
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<tbody>
<tr>
<td>City of North Las Vegas Trails and Bikeways Master Plan</td>
<td>Name: City of North Las Vegas Trails and Bikeways Master Plan</td>
<td>Name of Client.: City of North Las Vegas, NV Phone: Project Manager: Johanna Murphy Phone: 702.633.2200 Email: <a href="mailto:MurphyJ@cityofnorthlasvegas.com">MurphyJ@cityofnorthlasvegas.com</a></td>
<td>2011</td>
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h. Narrative describing the Work Performed by the Firm identified as the Lead Designer for this procurement. Include the office location(s) where the design work was performed and whether the firm was the prime designer or a subconsultant.

Atkins developed a comprehensive Trails and Bikeways Master Plan for the City of North Las Vegas that ultimately improved regional connectivity and access to key public spaces.

The scope of work included analysis of the alignment alternative, design (cross sections, plant palettes, amenities, and informative/educational signage requirements), property acquisition strategies, private dedication, cost estimates, maintenance and management plan, and funding strategies.

Prime Designer: Atkins
Office location: Henderson, NV
**ATTACHMENT 4.2.6(b)**

**LEAD DESIGNER - WORK HISTORY FORM**

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</thead>
<tbody>
<tr>
<td>Jefferson Avenue Streetscape</td>
<td>Denbigh Construction</td>
<td>City of Newport News, VA</td>
<td>Fall 2013</td>
<td>Fall 2013</td>
<td>$5,400</td>
<td>$942</td>
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</tbody>
</table>

As part of the City of Newport News’ effort to revitalize the southeast community, Atkins provided professional engineering and consulting services for the revitalization of an 11-block corridor on Jefferson Avenue, between 25th and 36th Streets. Atkins provided investigations, studies, conceptual design alternatives, renderings of proposed streetscape, and developed construction documents for the project. The intent was to provide an improved pedestrian experience, adequate on-street parking, enhanced aesthetics, geometric roadway improvements, undergrounding of the overhead utilities, and upgrades to the existing city utilities. Atkins developed concept level option plans, 30% design development documents, and final signed and sealed construction documents. Construction documents included construction drawings, specifications and special provisions, construction cost estimates, and estimated bid quantities.

In coordination with the City Departments of Engineering, Development, Planning, the Newport News Redevelopment and Housing Authority, and private utility companies, the Atkins team worked to develop solutions to the challenges the City was facing in the revitalization of this corridor. In addition to monthly stakeholder meetings conducted by Atkins in which an interactive 3D model of the project was presented, the project involved close coordination with multiple other City development projects including the Martin Luther King Memorial Park and the Richard Hunt Sculpture Plaza. The interactive 3D model of the corridor used by the City to convey the improvements to the community and City Council. Corridor improvements included the undergrounding of all overhead utilities (power and communications); upgrades to existing storm sewer; rehabilitation and upgrades to the sanitary sewer and water distribution system; streetscaping and landscaping improvements; an irrigation system; updated street LED lighting; and upgrades to meet current ADA regulations.

Atkins assisted the City in coordinating the streetscape plans and construction documents with both private utility owners and adjacent landowners, including preparation of easement acquisitions and plats along the corridor.

Atkins’ services included landscape architecture, concept studies, storm drainage design and modeling, traffic studies and analysis, pedestrian and ADA improvements, topographic surveys, roadway design and layout, irrigation design, signage, utility coordination, cost estimating, and construction documents.

**Prime Designer:** Atkins

**Office location:** Newport News, VA
## ATTACHMENT 4.2.6(b)

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<tbody>
<tr>
<td>Briar Creek Greenway Trail</td>
<td>Name: Briar Creek Greenway Trail Location: Charlotte, NC</td>
<td>Name: Mecklenburg County Phone: 704.336.7761 Project Manager: Rodney Fritz, RLA Phone: 704.336.7761 Email: <a href="mailto:Rodney.Fritz@mecklenburgcountync.gov">Rodney.Fritz@mecklenburgcountync.gov</a></td>
<td>2010</td>
<td>2010</td>
<td>$2,000</td>
<td>$160</td>
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</table>

h. Narrative describing the Work Performed by the Firm identified as the Lead Designer for this procurement. Include the office location(s) where the design work was performed and whether the firm was the prime designer or a subconsultant.

Atkins provided design development, construction plans, and construction administration for the Briar Creek Greenway Trail project. The multiuse trail is 10 feet wide and extends approximately 3,700 linear feet from Meadowbrook Road to Randolph Road in Charlotte, North Carolina. The greenway trail connects surrounding neighborhoods to the Mint Museum and includes a boardwalk, an asphalt trail, retaining walls, and a pedestrian bridge.

Services provided included landscape architecture, surveying, geotechnical, structural design, and civil engineering.

**Prime Designer:** Atkins  
**Office location:** Charlotte, NC
5806 Mooretown Road
Williamsburg, Virginia 23188
(757) 565-1090 (Office)
(757) 564-9120 (Fax)
VA 2701-004849 “A”
Virginia Department of Transportation
Request for Proposals

Virginia Capital Trail – Varina Phase

State Project No.: 0005-043-714, P101, R201, C501

Federal Project No.: STP-5127(785)

Contract ID No.: C00086280DB58

PRICE PROPOSAL

Submitted: November 29, 2012

Submitted by:

HENDERSON INCORPORATED
5806 Mooretown Road
Williamsburg, Virginia 23188
(757) 565-1090 (Office)
(757) 564-9120 (Fax)
VA 2701-004849 “A”

www.hendersoninc.com
DESIGN-BUILD PRICE PROPOSAL
CHECKLIST

Project Name: VIRGINIA CAPITAL TRAIL – VARINA PHASE
Contract ID Number: C00086280DB58

Contents of Price Proposal:

☑ Proposal Price, in both numbers and words (Attachment 4.3.1)
☑ Price Adjustment Information and Forms for Fuel, Asphalt and Steel, including identification of pay items and associated quantities eligible for adjustment (Part 3, Section 6.3, Attachments 6.3)
☑ Proposal Guaranty (C-24) required by Section 102.07 of Part 5, Division I Amendments to the Standard Specifications
☑ Sworn Statement Forms (C-104, C-105, Attachments 4.8.7(a) and 4.8.7(b))
☑ DBE Requirements Forms (C-111, C-49 and C-112) as applicable (Attachments 4.3.5(a), 4.3.5(b) and 4.3.5(c))
☑ CD-ROM containing the entire Price Proposal in a single cohesive Adobe PDF file
Section 1
Price Proposal Form
ATTACHMENT 4.3.1

PRICE PROPOSAL FORM

4.3.1 Offeror shall specify, the following pricing information, in both numbers and words:

.1 Proposal Price;

Lump Sum Eight million four hundred thirty-three thousand
seven hundred thirty-two dollars ($8,433,732)

Date: November 29, 2012

Signature: [Signature]

Design-Builder: Henderson, Inc.

Vendor No.: H381
Section 2
Price Adjustment Information and Forms
EXHIBIT 6.3(a)
ADJUSTMENT FOR ASPHALT
SPECIAL PROVISION FOR ASPHALT MATERIAL PRICE ADJUSTMENT DESIGN-BUILD PROJECTS

June 30, 2011

In the event the Design-Builder elects to seek adjustment for asphalt items designated in the Price Proposal/Contract as Price Adjustment Items such items will be subject to price adjustment as set forth herein. Other items will not be adjusted, except as otherwise specified in the contract. If new pay items which contain Asphalt Material are established by Work Order, they will not be subject to Price Adjustment unless specifically designated in the Work Order to be subject to Price Adjustment.

Each month, the Department will publish an average state-wide PG 64-22 f.o.b. price per ton developed from the average terminal prices provided to the Department from suppliers of asphalt cement to contractors doing work in Virginia. The Department will collect terminal prices from approximately 12 terminals each month. These prices will be received once each month from suppliers on or about the last weekday of the month. The high and low prices will be eliminated and the remaining values averaged to establish the average statewide price for the following month. That monthly state-wide average price will be posted on the Scheduling and Contract Division website on or about the first weekday of the following month.

This monthly statewide average price will be the Base Index for all contracts on which bids are received during the calendar month of its posting and will be the Current Index for all asphalt placed during the calendar month of its posting. In the event an index changes radically from the apparent trend, as determined by the Engineer, the Department may establish an index which is determined to best reflect the trend.

The amount of adjustment applied will be based on the difference between the Price Proposal/Contract Base Index and the Current Index for the applicable calendar month during which the work is performed. Adjustment of any asphalt material item designated as a price adjustment item which does not contain PG 64-22, except PG 76-22, will be based on the indexes for PG 64-22. The quantity of asphalt cement for asphalt concrete pavement to which adjustment will be applied will be the quantity based on the percent of asphalt cement shown on the appropriate approved job mix formula.

The quantity of asphalt emulsion for surface treatments to which adjustment will be applied will be the quantity based on 65 percent residual asphalt.

Price adjustment will be shown as a separate entry on the monthly application of payment for work packages completed; however, such adjustment will not be included in the total cost of the work for progress determination or for extension of contract time.

In order to be eligible for asphalt price adjustment under this provision, the Design-Builder shall clearly identify in its Price Proposal those pay items and the associated quantities it chooses to have asphalt price adjustment applied to in its work packages. Items the Design-Builder claims in its application of payment for asphalt adjustments must be properly designated in order to be considered for adjustment. Items not properly designated or left out of the Design-Builder’s Price Proposal will automatically not be considered for adjustment.

Any apparent attempt to unbalance bids in favor of items subject to price adjustment or failure to submit required cost and price data as noted hereinbefore may result in rejection of items for asphalt adjustment.

√ I elect to use this provision

_ I elect not to use this provision

Date: November 29, 2012

Signature: [Signature]

Design-builder: Henderson, Inc.

Vendor No.: H381
COMMONWEALTH OF VIRGINIA
DEPARTMENT OF TRANSPORTATION
PRICE ADJUSTMENT

INSTRUCTIONS - This form is to be completed and returned ONLY when asphalt concrete items are designated for price adjustment on the bid price sheets.

PROJECT NUMBER:

DISTRICT:

Bid Prices in this contract for items containing PG 64-22 asphalt cement were developed using an f.o.b. price of $5.09 per IMPERIAL ton for PG 64-22. This quote will be averaged into the monthly price index.

Bid Prices in this contract for items containing PG 76-22 asphalt cement were developed using an f.o.b. price of N/A per IMPERIAL ton for PG 76-22. This quote is project specific.

Price quotes signed by each supplier from which the Design-Builder proposes to obtain PG 64-22 or PG 76-22 shall be maintained by the successful bidder. These quotes shall be retained on site during the life of the Contract for review by the Engineer upon request.

☑ I elect to use this provision
☐ I elect not to use this provision

DATE: November 29, 2012

SIGNATURE: [Signature]

Henderson, Inc.
(Firm or Corporation)

H381
(Vendor No.)
EXHIBIT 6.3 (c)
ADJUSTMENT FOR FUEL

VIRGINIA DEPARTMENT OF TRANSPORTATION
SPECIAL PROVISION FOR
OPTIONAL ADJUSTMENT FOR FUEL
DESIGN-BUILD PROJECTS

June 30, 2011

In the event the Design-Builder elects to seek adjustment for fuel items designated in the Price Proposal/Contract as Price Adjustment Items such items will be subject to price adjustment as set forth herein. Other items will not be adjusted, except as otherwise specified in the contract.

The Design-Builder will submit their monthly application for payment associated with eligible work packages with an adjustment up or down as appropriate for cost changes in fuel used on specific items of work identified in this provision. A master listing of standard items eligible for fuel adjustment is provided by the Department on its website at the following link http://www.virginiadot.org/business/resources/masteroptionalfuelitems.pdf. The listing on the web site also includes the corresponding fuel factor for each item. The fuel usage factor for each item is considered inclusive of all fuel usage.

The amount of adjustment will be computed from the change in the indexes and the on-site fuel use as shown in the Department’s master listing of eligible items.

In order to be eligible for fuel adjustment under this provision, the Design-Builder shall clearly identify in its Price Proposal those pay items and the associated quantities it chooses to have fuel adjustment applied to in its work packages. Items the Design-Builder claims in its application of payment for fuel adjustments must be properly designated in order to be considered for adjustment. Items not properly designated or left out of the Design-Builder’s Price Proposal will automatically not be considered for adjustment.

The monthly index price to be used in the administration of this provision will be calculated by the Department from the Diesel fuel prices published by the U. S. Department of Energy, Energy Information Administration on highway diesel prices, for the Lower Atlantic region. The monthly index price will be the price for diesel fuel calculated by averaging each of the weekly posted prices for that particular month.

For the purposes of this provision, the base index price will be calculated using the data from the month preceding the receipt of bids. The base index price will be posted by the Department at the beginning of the month for all bids received during that month.

The current index price will be posted by the Department and will be calculated using the data from the month preceding the particular estimate being vouchered for payment.

The current monthly quantity for eligible items of work selected by the Design-Builder for fuel adjustment in its work packages will be multiplied by the appropriate fuel factor to determine the gallons of fuel to be cost adjusted. The amount of adjustment per gallon will be the net difference between the current index price and the base index price. Computation for adjustment will be made as follows:

\[ S = (E - B) \times Q \]

Where;  
S = Monetary amount of the adjustment (plus or minus)  
B = Base index price  
E = Current index price  
Q = Quantity of individual units of work
F = Appropriate fuel factor

Adjustments will not be made for work performed beyond the original contract time limit unless the original time limit has been changed by an executed Work Order.

If new pay items are added to this contract by Work Order and they are listed in the Department's master listing of eligible items, the Work Order must indicate which of these individual items will be fuel adjusted; otherwise, those items will not be fuel adjusted. If applicable, designating which new pay items will be added for fuel adjustment must be determined during development of the Work Order and clearly shown on the Work Order form. The Base Index price on any new eligible pay items added by Work Order will be the Base Index price posted for the month in which bids were received for that particular project. The Current Index price for any new eligible pay items added by Work Order will be the Index price posted for the month preceding the estimate on which the Work Order is paid.

When quantities differ between the last monthly application of payment prepared upon final acceptance and the final application of payment, adjustment will be made using the appropriate current index for the period in which that specific item of work was last performed.

In the event any of the base fuel prices in this contract increase more than 100 percent (i.e. fuel prices double), the Department will review each affected item of work and give the Design-Builder written notice if work is to stop on any affected item of work. The Department reserves the right to reduce, eliminate or renegotiate the price for remaining portions of affected items of work.

Any amounts resulting from fuel adjustment will not be included in the total cost of work for determination of progress or for extension of contract time.

✓ I elect to use this provision

___ I elect not to use this provision

Date: November 29, 2012

Signature: [Signature]

Design-builder: Henderson, Inc.

Vendor No.: H381
EXHIBIT 6.3(d)
ADJUSTMENT FOR STEEL

VIRGINIA DEPARTMENT OF TRANSPORTATION
SPECIAL PROVISION FOR
PRICE ADJUSTMENT FOR STEEL
DESIGN-BUILD PROJECTS

June 30, 2011

In the event the Design-Builder elects to seek adjustment for steel items designated in the Price Proposal/Contract as Price Adjustment Items such items will be subject to price adjustment as set forth herein. If new pay items which involve steel are established by Work Order, they will not be subject to Price Adjustment unless specifically designated in the Work Order to be subject to Price Adjustment.

The Design-Builder will submit their monthly application for payment associated with eligible work packages with an adjustment up or down as appropriate for cost changes in steel used on specific items of work identified in the Price Proposal/contract in accordance with this provision. Provided at the end of this provision is a master listing of standard bid items the Department has determined are eligible for steel price adjustment. Inventoried materials from the listing of eligible items are specifically excluded for consideration. In addition, concrete items where reinforcing steel is normally included in the unit bid price for the item such as (but not limited to) drop inlets, median barriers, sound barrier walls, bridge railing and parapets, are not eligible for consideration under this provision.

The requirements of this provision shall apply only to material cost changes that occur between the date of the opening of the Price Proposal and the date the material is shipped to the fabricator. To be eligible for this price adjustment, Design-Builder is required to fill out the accompanying Form for Price Adjustment for Eligible Steel Items on Design-Build Projects and submit the same with its Price Proposal for the Project. By signing the Form and submitting it with its Price Proposal Design-Builder declares its intention to participate in the price adjustment in its contract with the Department. For the purposes of this provision, the prices listed on the Form for Price Adjustment for Eligible Steel Items on Design-Build projects are fixed for cost and adjustment calculations regardless of quantities incorporated into final design. Further, in order for steel items to be eligible for adjustment, once shipped to the fabricator, the items shall be specifically stored, labeled, or tagged, recognizable by color marking, and identifiable by project for inspection and audit verification.

Design-Builder shall upon request furnish documentation supporting the price per pound for eligible steel items as shown on the Form for Price Adjustment for Eligible Steel Items on Design-Build Projects furnished with its Price Proposal. Design-Builder must use the format as shown with this Form; no other format for presenting this information will be permitted. Design-Builder shall certify that all items of documentation are original and were used in the computation of the price per pound amount for the represented eligible pay items for the month the Price Proposal was opened. This documentation shall support the base line material price ("Base Price") of the steel item only. Base price per pound shall not include the following cost components: fabrication, shipping, storage, handling, and erection.

Failure to submit all documentation required or requested supporting the per pound prices on eligible steel items will result in Design-Builder being ineligible for a price adjustment of any or all steel items.

Price adjustment of each qualifying item under consideration will be subject to the following condition:

There is an increase or decrease in the cost of eligible steel materials in excess of 10 percent up to a maximum of 60 percent from the Base Price when compared with the latest published price index ("Price Index") in effect at the time material is shipped to the fabricator.
The Price Index the Department is using is based on The U.S. Department of Labor, Bureau of Labor Statistics, Producers Price Index (PPI) which measures the average price change over time of the specific steel eligible item from the perspective of the seller of goods. The Master List table provided at the end of this provision indicates the Producers Price Index (PPI) steel category index items and the corresponding I.D. numbers to which VDOT items will be compared. Please note: The Producers Price Index (PPI) is subject to revision 4 months after original publication, therefore, price adjustments and payments will not be made until the index numbers are finalized.

The price adjustment will be determined by computing the percentage of change in index value beyond 10 percent above or below the index on the date of opening of Design-Builder’s Price Proposal to the index value on the date the steel material is shipped to the fabricator (Please see included sample examples). Weights and date of shipment must be documented by a bill of lading provided to the Department. The final price adjustment dollar value will be determined by multiplying this percent increase or decrease in the index (after 10%) by the represented quantity of steel shipped, by the Base Price per pound subject to the limitations herein.

Price increase/decrease will be computed as follows:

\[ A = B \times P \times Q \]

Where:

- **A** = Steel price adjustment in lump sum dollars
- **B** = Average weighted price of steel submitted in Design-Builder’s Price Proposal for project in price per pound as listed on the Form for Price Adjustment for Eligible Steel Items on Design-Build Project
- **P** = Adjusted percentage change in PPI average from shipping date to date of opening of Price Proposal minus 10% (0.10) threshold
- **Q** = Total quantity of steel in pounds shipped to fabricator for specific project

The need for application of the adjustments herein to extra work will be determined by the Engineer on an individual basis and, if appropriate, will be specified on the Work Order.

This price adjustment is capped at 60 percent. This means the maximum "P" value for increase or decrease that can be used in the above equation is 50% (60%-10% threshold).

Calculations for price adjustment shall be shown separate from the monthly progress payment for work packages and will not be included in the total cost of work for determination of progress or for extension of contract time.

Upon Department review and due process consideration for redress by Design-Builder, any apparent evidence to unbalance the price supplied by Design-Builder in favor of items subject to price adjustment will result in ineligibility for Department participation under this provision.
FORM FOR PRICE ADJUSTMENT FOR ELIGIBLE STEEL ITEMS ON DESIGN-BUILD PROJECTS

Must be supplied with Price Proposal for Department Participation

(All prices to be supported by project-specific quotes)

DATE FOR RECEIPT OF PRICE PROPOSAL  November 29, 2012

Note: All prices (costs) are to include any surcharges on materials quoted. Vendors must include this surcharge with their cost. All prices (costs) are F.O.B. from the originating mill.

<table>
<thead>
<tr>
<th>Item Number</th>
<th>Item Description</th>
<th>Quantity</th>
<th>Unit</th>
<th>Unit Price</th>
<th>Supplier</th>
<th>Date of Quote</th>
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<td>N/A</td>
<td>N/A</td>
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</table>

We/f, the undersigned, understand that by supplying prices for the steel items listed above and signing this form we are declaring our desire to apply the Special Provision For Steel Adjustment for Design-Build Projects to this Price Proposal and contract. The terms and conditions for participation are as stated in the Special Provision For Steel Adjustment for Design-Build Projects.

Henderson, Inc.  
Design-Builder  

November 29, 2012  
Date
Sample Calculation of a Price Adjustment (increase)


Project has 450,000 lb. of eligible structural steel.

Design Builder's *f.o.b. supplier price for structural steel submitted in the Price Proposal is $0.2816 per pound. *

Adjusted** BLS Producers Price Index (PPI) most recently published average at time of opening of the Price Proposal is 139.6.

All eligible steel shipped to fabricator in same month, October 2004.

Adjusted BLS Producers Price Index (PPI) most recently published average for month of October is 161.1

Adjustment formula is as follows:

\[ A = B \times P \times Q \]

Where; 
\( A \) = Steel price adjustment in lump sum dollars 
\( B \) = Average weighted price of steel submitted in the Price Proposal for Design-Build project in $ per pound 
\( P \) = Adjusted percentage change in PPI average from shipping date to date of submitted Price Proposal minus 10% (0.10) threshold 
\( Q \) = Total quantity of eligible steel shipped to fabricator in October 2004 for this project in pounds

\[ B = \$0.2816 \]

\[ P = \frac{(161.1 - 139.6)}{139.6 - 0.10} = 0.054 \]

\[ Q = 450,000 \text{ lb.} \]

\[ A = 0.2816 \times 0.054 \times 450,000 \]

\[ A = \$6,842.88 \] pay adjustment to Design-Build
Sample Calculation of a Price Adjustment (decrease)


Project has 450,000 lb. of eligible structural steel.

Design-Builder's "f.o.b. supplier price for structural steel submitted in the Price Proposal is $0.2816 per pound. *free on board

Adjusted BLS Producers Price Index (PPI) most recently published average at time of opening of the Price Proposal is 156.6.

All eligible steel shipped to fabricator in same month, October 2004.

Adjusted BLS Producers Price Index (PPI) most recently published average for month of October is 136.3

Adjustment formula is as follows:

\[ A = B \times P \times Q \]

Where:

\[ A \] = Steel price adjustment in lump sum dollars

\[ B \] = Average weighted price of steel submitted in the Price Proposal for Design-Build project in $ per pound

\[ P \] = Adjusted percentage change in PPI average from shipping date to date of submitted Price Proposal minus 10% (0.10) threshold

\[ Q \] = Total quantity of eligible steel shipped to fabricator in October 2004 for this project in pounds

\[ B = \$0.2816 \]

\[ P = \frac{(156.6 - 136.3)}{156.6 - 0.10} = 0.030 \]

\[ Q = 450,000 \text{ lb.} \]

\[ A = 0.2816 \times 0.030 \times 450,000 \]

\[ A = \$3,801.60 \text{ credit to Department} \]
# MASTER LISTING

## STANDARD BID ITEMS ELIGIBLE FOR STEEL PRICE ADJUSTMENT

March 18, 2009

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<thead>
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<th>ITEM NUMBER</th>
<th>ITEM DESCRIPTION</th>
<th>UNITS</th>
<th>Number WPU used in $ adjust.</th>
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I elect to use this provision

✓ I elect not to use this provision

Date: November 29, 2012

Signature: [Signature]

Design-Builder: Henderson, Inc.

Vendor No.: H381

Commonwealth of Virginia
Virginia Department of Transportation
Page 8 of 8
Section 3
Proposal Guarantee
COMMONWEALTH OF VIRGINIA
DEPARTMENT OF TRANSPORTATION
PROPOSAL GUARANTY

KNOW ALL MEN BY THESE PRESENTS, THAT WE Henderson, Inc. As principal, and Liberty Mutual Insurance Company Surety, are held and firmly bound unto the Commonwealth of Virginia as obligee, in the amount of FIVE PERCENT OF THE DOLLAR VALUE OF THE BID, lawful money of the United States of America, for the payment of which, well and truly to be made, we bind ourselves, our heirs, executors, administrators, successors and assigns, jointly and severally and firmly by these presents.

SIGNED, sealed and dated this 29th Day of November 2012.

WHEREAS, the above said principal is herewith submitting its proposal for:

PROJECT NUMBER: Virginia Capital Trail - Varina Phase
Henrico County, VA
State Project No.: 0005-043-714, P101, R201, C501
Federal Project No. STP-5127(785) and Contract ID No. C00086280DB58

NOW, THEREFORE, the condition of the above obligee is such, that if the aforesaid principal shall be awarded the contract upon said proposal and shall within the time specified in the Specifications after the notice of such award enter into a contract and give bond for the faithful performance of the contract, then this obligation shall be null and void; otherwise to remain in full force and effect and the principal and surety will pay unto the obligee the difference in money between the amount of the bid of the said principal and the amount for which the obligee may legally contract with another party to perform the said work if the latter amount be in excess of the former; but in no event shall the liability exceed the penal sum hereof.

Henderson, Inc.

By: (Principal*)
(Officer, Partner or Owner) (Seal)

By: (Principal*)
(Officer, Partner or Owner) (Seal)

By: (Principal*)
(Officer, Partner or Owner) (Seal)

Liberty Mutual Insurance Company

By: (Surety Company)
(Attorney-in-Fact**) (Seal) Tammy A. Ward
175 Berkeley Street, Boston, MA 02116
(Address)

By: (Surety Company)

By: (Attorney-in-Fact**) (Seal)

*Note: If the principal is a joint venture, each party thereof must be named and execution made by same hereon. If there is more than one surety to the bid bond, each surety must be named and execution shall be made by same hereon.

Electronic Bid Only: In lieu of completing the above section of the Contract Performance Bond, the Principal shall file an Electronic Bid Bond when bidding electronically. By signing below the Principal is ensuring the identified electronic bid bond has been executed and the Principal and Surety are firmly bound unto the Commonwealth of Virginia under the same conditions of the bid bond as shown above.

Electronic Bid Bond ID# __________ Company/Bidder Name __________ Signature and Title __________

**Attach copy of Power of Attorney
POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS: That American Fire & Casualty Company and The Ohio Casualty Insurance Company are corporations duly organized under the laws of the State of Ohio, that Liberty Mutual Insurance Company is a corporation duly organized under the laws of the State of Massachusetts, and that Peerless Insurance Company is a corporation duly organized under the laws of the State of New Hampshire, and that West American Insurance Company is a corporation duly organized under the laws of the State of Indiana (herein collectively called the "Companies"), pursuant to and by authority herein set forth, does hereby name, constitute and appoint, MARK C. BUNNY, KATHRYN SHOWN, TAMMY A. WARD, WILLIAM E. CRAWLEY, YENNI K. STRAWHAN, each individually if there be more than one named, its true and lawful attorney-in-fact to make, execute, seal, acknowledge and deliver, for and on its behalf as surety and as its act and deed, any and all undertakings, bonds, recognizances and other surety obligations, in pursuance of these presents and shall be as binding upon the Companies as if they have been duly signed by the president and attested by the secretary of the Companies in their own proper persons.

IN WITNESS WHEREOF, this Power of Attorney has been subscribed by an authorized officer or official of the Companies and the corporate seals of the Companies have been affixed thereto this 24th day of November, 2012

American Fire and Casualty Company
The Ohio Casualty Insurance Company
Liberty Mutual Insurance Company
Peerless Insurance Company
West American Insurance Company

By: Gregory W. Davenport, Assistant Secretary

By: KD Riley, Notary Public

This Power of Attorney is made and executed pursuant to and by authority of the following By-laws and Authorizations of American Fire and Casualty Company, The Ohio Casualty Insurance Company, Liberty Mutual Insurance Company, Peerless Insurance Company, and West American Insurance Company, which resolutions are now in full force and effect as follows:

ARTICLE IV—OFFICERS—Section 12. Power of Attorney. Any officer or other official of the Corporation authorized for that purpose in writing by the Chairman or the President, and subject to such limitations as the Chairman or the President may prescribe, shall appoint such attorneys-in-fact, as may be necessary to act in behalf of the Corporation to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations. Such attorneys-in-fact, subject to the limitations set forth in their respective powers of attorney, shall have full power to bind the Corporation by their signature and execution of any such instruments and to affect thereto the seal of the Corporation. When so executed, such instruments shall be as binding as if signed by the President and attested to by the Secretary. Any power or authority granted to any representative or attorney-in-fact under the provisions of this article may be revoked at any time by the Board, the Chairman, the President or by the officer or officers granting such power or authority.

ARTICLE XIII—Execution of Contracts—SECTION 5. Surety Bonds and Undertakings. Any officer of the Company authorized for that purpose in writing by the chairman or the president, and subject to such limitations as the chairman or the president may prescribe, shall appoint such attorneys-in-fact, as may be necessary to act in behalf of the Company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations. Such attorneys-in-fact subject to the limitations set forth in their respective powers of attorney, shall have full power to bind the Company by their signature and execution of any such instruments and to attach thereto the seal of the Company. When so executed such instruments shall be as binding as if signed by the president and attested by the secretary.

Certificate of Designation — The President of the Company, acting pursuant to the Bylaws of the Company, authorizes Gregory W. Davenport, Assistant Secretary to appoint such attorney-in-fact as may be necessary to act on behalf of the Company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations.

Authorization — By unanimous consent of the Company's Board of Directors, the Company consents that facsimile or mechanically reproduced signature of any assistant secretary of the Company, wherever appearing upon a certified copy of any power of attorney issued by the Company in connection with surety bonds, shall be valid and binding upon the Company with the same force and effect as though manually affixed.

I, David M. Carey, the undersigned, Assistant Secretary, of American Fire and Casualty Company, The Ohio Casualty Insurance Company, Liberty Mutual Insurance Company, West American Insurance Company and Peerless Insurance Company do hereby certify that the original power of attorney of which the foregoing is a full, true and correct copy of the Power of Attorney executed by said Companies, is in full force and effect and has not been revoked.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of said Companies this 24th day of November, 2012.

By: [Signature]

David M. Carey, Assistant Secretary
Section 4
Sworn Statement Forms
COMMONWEALTH OF VIRGINIA
DEPARTMENT OF TRANSPORTATION

PROJECT: 0005-043-714, P101, R201, C501

FHWA: STP-5127(785)

This form must be completed, signed and returned with bid; and failure to do so may result in the rejection of your bid. THE CONTRACTOR SHALL AFFIRM THE FOLLOWING STATEMENT EITHER BY SIGNING THE AFFIDAVIT AND HAVING IT NOTARIZED OR BY SIGNING THE UNSWORN DECLARATION UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE UNITED STATES. A SEPARATE FORM MUST BE SUBMITTED BY EACH PRINCIPAL OF A JOINT VENTURE BID.

STATEMENT. In preparation and submission of this bid, I, the firm, corporation or officers, agents or employees thereof did not, either directly or indirectly, enter into any combination or arrangement with any persons, firm or corporation or enter into any agreement, participate in any collusion, or otherwise take any action in the restraint of free, competitive bidding in violation of the Sherman Act (15 U.S.C. Section 1) or Article 1.1 or Chapter 12 of Title 18.2 (Virginia Governmental Frauds Act), Sections 59.1-9.1 through 59.1-9.17 or Sections 59.1-68.6 through 59.1-68.8 of the Code of Virginia.

AFFIDAVIT

The undersigned is duly authorized by the bidder to make the foregoing statement to be filed with bids submitted on behalf of the bidder for contracts to be let by the Commonwealth Transportation Board.

Signed at York County, STATE this 29th day of November, 2012
Henderson, Inc.

STATE of Virginia

By: ____________________________
       (Signature)
       Vice President
       COUNTY (CITY) of YORK
       To-wit:

Tina Wagner, a Notary Public in and for the State and County aforesaid, hereby certify that this day personally appeared before me and made oath that he is duly authorized to make the above statements and that such statements are true and correct.

Subscribed and sworn to before me this 29th day of November, 2012

By: ____________________________
       (Signature)
       My Commission expires 11-30-15

OR

UNSWORN DECLARATION

The undersigned is duly authorized by the bidder to make the foregoing statement to be filed with bids submitted on behalf of the bidder for contracts to be let by the Commonwealth Transportation Board.

__________________________
County (City), STATE

By: ____________________________
       (Signature)
       Title (print)
COMMONWEALTH OF VIRGINIA
DEPARTMENT OF TRANSPORTATION
AFFIDAVIT

PROJECT: 0005-043-714, P101, R201, C501

FHWA: STP-5127(785)

This form must be completed, signed, notarized and returned with bid; and failure to do so, may result in the rejection of your bid. A separate form must be submitted by each principal of a joint venture bid.

1. I, the firm, corporation or officers, agents or employees thereof have neither directly nor indirectly entered into any combination or arrangement with any person, firm or corporation or entered into any agreement, participated in any collusion, or otherwise taken any action in restraint of free competitive bidding in connection with such contract, the effect of which is to prevent competition or increase the cost of construction or maintenance of roads or bridges.

   During the preceding twelve months, I (we) have been a member of the following Highway Contractor's Associations, as defined in Section 33.1-338 of the Code of Virginia (1970). (If none, so state).

   NAME                      Location of Principal Office
   None.                     N/A

2. I (we) have ___ have not ___ participated in a previous contract or subcontract subject to the equal opportunity clause, as required by Executive Orders 10925, 11114, or 11246, and that I/We have ___ have not ___ filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance, a Federal Government contracting or administering agency, or the former President's Committee on Equal Employment Opportunity, all reports due under the applicable filing requirements.

   Note: The above certification is required by the Equal Employment Opportunity Regulations of the Secretary of Labor [41 CFR 60-1.7(b)(1)], and must be submitted by bidders and proposed subcontractors only in connection with contracts and subcontracts which are subject to the equal opportunity clause. Contracts and subcontracts which are exempt from the equal opportunity clause are set forth in 41 CFR 60-1.5. (Generally only contract or subcontracts of $10,000 or under are exempt.)

   Currently, Standard Form 100 (EEO-1) is the only report required by the Executive Orders or their implementing regulations.

   Proposed prime contractors and subcontractors who have participated in a previous contract or subcontract subject to the Executive Orders and have not filed the required reports should note that 41 CFR 60-1.7(b) (1) prevents the award of contract and subcontract unless such contractor submits a report covering the delinquent period or such other period specified by the Federal Highway Administration or by the Director, Office of Federal Contract Compliance, U.S. Department of Labor.

   (Continued)
ORDER NO.:  
CONTRACT ID. NO.: 

3. The bidder certifies to the best of its knowledge and belief, that it and its principals:

(a) Are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from covered transactions by any Federal department or agency;

(b) Have not within a three year period preceding this proposal been convicted of or had a civil judgement rendered against them for commission of fraud or a criminal offence in connection with obtaining, attempting to obtain, or performing a public (Federal, State or local) transaction or contract under a public transaction; violation of Federal or State antitrust statutes or commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements, or receiving stolen property;

(c) Are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (Federal, State or local) with commission of any of the offenses enumerated above; and

(d) Where the bidders is unable to certify to any of the statements in this certification, the bidder shall show an explanation below.

Explanations will not necessarily result in denial of award, but will be considered in determining bidder responsibility. For any explanation noted, indicate below to whom it applies, initiating agency, and dates of action. Providing false information may result in federal criminal prosecution or administration sanctions. The bidder shall provide immediate written notice to the Department if at any time the bidder learns that its certification was erroneous when submitted or has become erroneous by reason of change circumstances.

The undersigned is duly authorized by the bidder to make the foregoing statements to be filed with bids submitted on behalf of the bidder for contracts to be let by the Commonwealth Transportation Board.

Signed at York County, STATE of Virginia

Henderson, Inc. (Name of Firm)

.County (City), STATE

By: (Signature) Vice President

COUNTY (CITY) of York

To-wit: a Notary Public in and for the State and County(City) aforesaid, hereby certify that this day personally appeared before me and made oath that he is duly authorized to make the above statements and that such statements are true and correct.

Subscribed and sworn to before me this 29th day of November, 2012

Notary Public

ID #: 156938

My Commission expires 11-30-15
Section 5
DBE Requirement Forms
**COMMONWEALTH OF VIRGINIA**
**DEPARTMENT OF TRANSPORTATION**
**MINIMUM DBE REQUIREMENTS**

**PROJECT NO.** 0005-043-714, P101, R201, C501

**FHWA NO.** STP-5127(785)

---

**INSTRUCTIONS***

This form can be used by the contractor to submit the names of DBE firms to be utilized on the project. The contractor shall indicate the description of the category (S, M, SP or H) and the type of work that each DBE will perform, and the allowable credit per item(s). Additional sheets to show the allowable credit per item may be attached if necessary. Please note: the amount of allowable credit for a DBE supplier is 60% of the total cost of the materials or supplies obtained and 100% for a DBE manufacturer of the materials and supplies obtained. A contractor may count 100% of the fees paid to a DBE hauler for the delivery of materials and supplies to the project site, but not for the cost of the materials and supplies themselves.

**DBE REQUIREMENT** 16 %

**PERCENT ATTAINED BY BIDDER** 17.46 %

<table>
<thead>
<tr>
<th>NAMES(S) AND CERTIFICATION NO. OF DBE(S) TO BE USED</th>
<th>USED AS SUBCONTR. (S)</th>
<th>MFG. (M) SUPPLIER (SP) HAULER (H)</th>
<th>TYPE OF WORK AND ITEM NO(S)</th>
<th>$ AMOUNT OF ALLOWABLE CREDIT PER ITEM</th>
</tr>
</thead>
<tbody>
<tr>
<td>L &amp; G Services Inc (649023)</td>
<td>S</td>
<td>H</td>
<td>Landscaping</td>
<td>$216,000</td>
</tr>
<tr>
<td>D. Leesley Hauling Inc. (L36999)</td>
<td>H</td>
<td></td>
<td>Hauling</td>
<td>#129,400</td>
</tr>
<tr>
<td>Bryan-Petrie Electric Co. (65878)</td>
<td>S</td>
<td></td>
<td>Electric1</td>
<td>$291,286</td>
</tr>
<tr>
<td>N &amp; L Construction Services Inc. (L62047)</td>
<td>S</td>
<td></td>
<td>Quality Assurance Manager</td>
<td>$128,549</td>
</tr>
<tr>
<td>H &amp; B Surveying &amp; Mapping, Inc. (679225)</td>
<td>S</td>
<td></td>
<td>Survey</td>
<td>$216,000</td>
</tr>
</tbody>
</table>

**TOTAL** $1,472,114

**TOTAL CONTRACT VALUE** $8,433,752 x **REQUIRED DBE** 16 % = $1,349,397

I/we certify that the proposed DBE(s) submitted will be used on this contract as stated hereon and assure that during the life of the contract, I/we will meet or exceed the participation established hereon by the department.

Henderson, Inc.

**BIDDER**

**Vice President**

**TITLE**

**BY**

**SIGNATURE**

**November 29, 2012**

**DATE**
COMMUNWEALTH OF VIRGINIA
DEPARTMENT OF TRANSPORTATION
DBE GOOD FAITH EFFORTS DOCUMENTATION

--DO NOT DETACH--

THIS INFORMATION MUST BE SUBMITTED WITH YOUR BID PROPOSAL IF YOUR BID DOES NOT MEET THE PROJECT DBE REQUIREMENTS, OR WHEN REQUESTED BY VDOT

CONTRACT I.D. NUMBER C00086280DB58
PROJECT NUMBER 0005-043-714, P101, R201, C501
FHWA NUMBER STP-5127(785)
DISTRICT Richmond
DATE BID SUBMITTED November 29, 2012
BIDDER’S NAME Henderson, Inc.
SIGNATURE
TITLE Vice President
VENDOR NUMBER H381
DBE GOAL FROM BID PROPOSAL 16%

*The Henderson, Inc. Design-Build Team has met the project DBE requirements.
COMMONWEALTH OF VIRGINIA
DEPARTMENT OF TRANSPORTATION
CERTIFICATION OF BINDING AGREEMENT
WITH
DISADVANTAGED BUSINESS ENTERPRISE FIRMS

Project No.: 0005-043-714, P101, C261, C501

Federal Project No.: STP-5127(185)

This form is to be submitted in accordance with the Department's Special Provision for Section 107.15.

It is hereby certified by the below signed Contractors that there exists a written quote, acceptable to the parties involved preliminary to a binding subcontract agreement stating the details concerning the work to be performed and the price which will be paid for the aforementioned work. This document is not intended to, nor should it be construed to, contain the entire text of the agreement between the contracting parties. This document does not take the place of, nor may it be substituted for, an official subcontracting agreement in those situations that may require such an agreement. A copy of the fully executed subcontract agreement shall be submitted to the Engineer within fourteen (14) business days after contract execution.

It is further certified that the aforementioned mutually acceptable quote and fully executed subcontract agreement represent the entire agreement between the parties involved and that no conversations, verbal agreements, or other forms of non-written representations shall serve to add to, delete, or modify the terms as stated.

The prime Contractor further represents that the aforementioned mutually acceptable quote and fully executed subcontract agreement shall remain on file for a period of not less than one year following completion of the prime's contract with the Department or for such longer period as provisions of governing Federal or State law or regulations may require. For purposes of this form, the term Prime Contractor shall refer to any Contractor utilizing a DBE subcontractor, regardless of tier, in which they are claiming DBE credit toward the contract goal.

Contractors further jointly and severally represent that said binding agreement is for the performance of a "commercially useful function" as that term is employed in 49 C.F.R. Part 26.55 (c), (d).

TO BE SIGNED BY THE SUBCONTRACTOR TO THE PRIME CONTRACTOR, AND ANY LOWER TIER SUBCONTRACTORS HAVING A CONTRACT WITH THE BELOW NAMED DBE FIRM

Prime Contractor: Henderson, Inc.
By: [Signature]
Vice President
Date: November 28, 2012

First Tier Subcontractor if Applicable
By: [Signature]
Date: ________________________________

[Blank space for additional tier signatures]
Second Tier
Subcontractor if Applicable

By: ___________________ Signature ___________________ Title ___________________
    Date: ___________________

Third Tier
Subcontractor if Applicable

By: ___________________ Signature ___________________ Title ___________________
    Date: ___________________

DBE Contractor

LL&G Services, Inc.

By: [Signature]
    Date: 11.29.12

President

Title
COMMONWEALTH OF VIRGINIA
DEPARTMENT OF TRANSPORTATION
CERTIFICATION OF BINDING AGREEMENT
WITH
DISADVANTAGED BUSINESS ENTERPRISE FIRMS

Project No.: 0005-043-714, 1101, 6201, C501
Federal Project No.: STP-5127(785)

This form is to be submitted in accordance with the Department’s Special Provision for Section 107.15.

It is hereby certified by the below signed Contractors that there exists a written quote, acceptable to the parties involved preliminary to a binding subcontract agreement stating the details concerning the work to be performed and the price which will be paid for the aforementioned work. This document is not intended to, nor should it be construed to, contain the entire text of the agreement between the contracting parties. This document does not take the place of, nor may it be substituted for, an official subcontracting agreement in those situations that may require such an agreement. A copy of the fully executed subcontract agreement shall be submitted to the Engineer within fourteen (14) business days after contract execution.

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The prime Contractor further represents that the aforementioned mutually acceptable quote and fully executed subcontract agreement shall remain on file for a period of not less than one year following completion of the prime’s contract with the Department or for such longer period as provisions of governing Federal or State law or regulations may require. For purposes of this form, the term Prime Contractor shall refer to any Contractor utilizing a DBE subcontractor, regardless of tier, in which they are claiming DBE credit toward the contract goal.

Contractors further jointly and severally represent that said binding agreement is for the performance of a “commercially useful function” as that term is employed in 49 C.F.R. Part 26.55 (c), (d).

TO BE SIGNED BY THE SUBCONTRACTOR TO THE PRIME CONTRACTOR, AND ANY LOWER TIER SUBCONTRACTORS HAVING A CONTRACT WITH THE BELOW NAMED DBE FIRM

Prime Contractor

Henderson, Inc.

By: [Signature]

Vice President

Title

Date: November 29, 2012

First Tier
Subcontractor if Applicable

By: [Signature]

Title

Date:
Second Tier
Subcontractor if Applicable

By: ______________________  ______________________
    Signature                        Title
    Date: ______________________

Third Tier
Subcontractor if Applicable

By: ______________________  ______________________
    Signature                        Title
    Date: ______________________

DBE Contractor
NXL Construction Services, Inc.

By: ______________________  President  ______________________
    Signature                        Title
    Date: 11/26/12
COMMONWEALTH OF VIRGINIA
DEPARTMENT OF TRANSPORTATION
CERTIFICATION OF BINDING AGREEMENT
WITH
DISADVANTAGED BUSINESS ENTERPRISE FIRMS

Project No.: 0005-043-714, R101, R201, C501
Federal Project No.: 5TP-512-7 (785)

This form is to be submitted in accordance with the Department’s Special Provision for Section 107.15.

It is hereby certified by the below signed Contractors that there exists a written quote, acceptable to the parties involved preliminary to a binding subcontract agreement stating the details concerning the work to be performed and the price which will be paid for the aforementioned work. This document is not intended to, nor should it be construed to, contain the entire text of the agreement between the contracting parties. This document does not take the place of, nor may it be substituted for, an official subcontracting agreement in those situations that may require such an agreement. A copy of the fully executed subcontract agreement shall be submitted to the Engineer within fourteen (14) business days after contract execution.

It is further certified that the aforementioned mutually acceptable quote and fully executed subcontract agreement represent the entire agreement between the parties involved and that no conversations, verbal agreements, or other forms of non-written representations shall serve to add to, delete, or modify the terms as stated.

The prime Contractor further represents that the aforementioned mutually acceptable quote and fully executed subcontract agreement shall remain on file for a period of not less than one year following completion of the prime’s contract with the Department or for such longer period as provisions of governing Federal or State law or regulations may require. For purposes of this form, the term Prime Contractor shall refer to any Contractor utilizing a DBE subcontractor, regardless of tier, in which they are claiming DBE credit toward the contract goal.

Contractors further jointly and severally represent that said binding agreement is for the performance of a "commercially useful function" as that term is employed in 49 C.F.R. Part 26.55 (c), (d).

TO BE SIGNED BY THE SUBCONTRACTOR TO THE PRIME CONTRACTOR, AND ANY LOWER TIER SUBCONTRACTORS HAVING A CONTRACT WITH THE BELOW NAMED DBE FIRM

Prime Contractor  Henderson, Inc.

By:  [Signature]  Vice President

Date: November 29, 2012

First Tier Subcontractor if Applicable

By:  [Signature]  Title

Date:  

Form C-112
Rev. 3-1-11
Page 1 of 2
COMMONWEALTH OF VIRGINIA
DEPARTMENT OF TRANSPORTATION
CERTIFICATION OF BINDING AGREEMENT
WITH
DISADVANTAGED BUSINESS ENTERPRISE FIRMS

Project No.: 0005-043-714, P101, L201, C501
Federal Project No.: 5TP5127 (185)

This form is to be submitted in accordance with the Department's Special Provision for Section 107.15.

It is hereby certified by the below signed Contractors that there exists a written quote, acceptable to the parties involved preliminary to a binding subcontract agreement stating the details concerning the work to be performed and the price which will be paid for the aforementioned work. This document is not intended to, nor should it be construed to, contain the entire text of the agreement between the contracting parties. This document does not take the place of, nor may it be substituted for, an official subcontracting agreement in those situations that may require such an agreement. A copy of the fully executed subcontract agreement shall be submitted to the Engineer within fourteen (14) business days after contract execution.

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Contractors further jointly and severally represent that said binding agreement is for the performance of a "commercially useful function" as that term is employed in 49 C.F.R. Part 26.55 (c), (d).

TO BE SIGNED BY THE SUBCONTRACTOR TO THE PRIME CONTRACTOR, AND ANY LOWER TIER SUBCONTRACTORS HAVING A CONTRACT WITH THE BELOW NAMED DBE FIRM

Prime Contractor: Henderson, Inc.

By: [Signature]  
Vice President  
Date: November 29, 2012  
Title

First Tier Subcontractor if Applicable

By: [Signature]  
Date:  
Title
Second Tier
Subcontractor if Applicable

By: ___________________________  ___________________________
    Signature                  Title
    Date: _______________________

Third Tier
Subcontractor if Applicable

By: ___________________________  ___________________________
    Signature                  Title
    Date: _______________________

DBE Contractor
H&H Surveying and Mapping LLC

By: ___________________________  ___________________________
    Signature                  Title
    Date: 11/29/12
COMMONWEALTH OF VIRGINIA
DEPARTMENT OF TRANSPORTATION
CERTIFICATION OF BINDING AGREEMENT
WITH
DISADVANTAGED BUSINESS ENTERPRISE FIRMS

Project No.: 0005-043-7141, 8101, 2201, C501
Federal Project No.: STP-5127 (785)

This form is to be submitted in accordance with the Department's Special Provision for Section 107.15.

It is hereby certified by the below signed Contractors that there exists a written quote, acceptable to the parties involved preliminary to a binding subcontract agreement stating the details concerning the work to be performed and the price which will be paid for the aforementioned work. This document is not intended to, nor should it be construed to, contain the entire text of the agreement between the contracting parties. This document does not take the place of, nor may it be substituted for, an official subcontracting agreement in those situations that may require such an agreement. A copy of the fully executed subcontract agreement shall be submitted to the Engineer within fourteen (14) business days after contract execution.

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Contractors further jointly and severally represent that said binding agreement is for the performance of a "commercially useful function" as that term is employed in 49 C.F.R. Part 26.55 (c), (d).

TO BE SIGNED BY THE SUBCONTRACTOR TO THE PRIME CONTRACTOR, AND ANY LOWER TIER SUBCONTRACTORS HAVING A CONTRACT WITH THE BELOW NAMED DBE FIRM

Prime Contractor  Henderson, Inc.

By: ____________________________  Signature

Vice President

Date: November 29, 2012

First Tier Subcontractor if Applicable

By: ____________________________  Signature

Date:

Title:
Second Tier
Subcontractor if Applicable

By: ___________________________ Signature ____________________________________________
    Title _________________________________________________________________________
    Date: __________________________

Third Tier
Subcontractor if Applicable

By: ___________________________ Signature ____________________________________________
    Title _________________________________________________________________________
    Date: __________________________

DBE Contractor
Bryant-Ritter Electric Corporation

By: ___________________________ Signature ____________________________
    President ____________________________ Title ____________________________
    Date: November 29, 2012
Virginia Department of Transportation
Request for Proposals

Virginia Capital Trail – Varina Phase

State Project No.: 0005–043–714, P101, R201, C501

Federal Project No.: STP–5127(785)

Contract ID No.: C00086280DB58

Post Notice of Intent to Award Submittal

Submitted: December 18, 2012

Submitted by:

HENDERSON INCORPORATED
BEYOND THE BUILDING
www.hendersoninc.com

5806 Mooretown Road
Williamsburg, Virginia 23188
(757) 565–1090 (Office)
(757) 564–9120 (Fax)
VA 2701–004849 “A”
December 18, 2012

Mr. Stephen D. Kindy, P.E.
Virginia Department of Transportation
1401 East Broad Street
Highway Annex Building, 8th Floor
Richmond, VA 23219

RE: Post Notice of Intent to Award Submittals for the Virginia Capital Trail – Varina Phase

Dear Mr. Kindy,

The **Henderson, Inc. Design-Build Team** offers the following information in response to the Post Notice of Intent to Award Submittals for the Virginia Capital Trail – Varina Phase.

<table>
<thead>
<tr>
<th><strong>4.4 Post Notice of Intent to Award Submittal</strong></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>4.4.1 Organizational Chart and Narrative</strong></td>
<td>Pages 1-3</td>
</tr>
<tr>
<td><strong>4.4.2 Key Personnel Resumes</strong></td>
<td>Pages 4-11</td>
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<td><strong>4.4.3 DPOR License Information</strong></td>
<td>Pages 12-14</td>
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<tr>
<td><strong>4.4.4 DBE Subcontracting Plan</strong></td>
<td>Page 15</td>
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<tr>
<td><strong>4.4.5 Proposal Schedule and Narrative</strong></td>
<td>Pages 16-20</td>
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<td><strong>4.4.6 Schedule of Values</strong></td>
<td>Page 21-23</td>
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<tr>
<td><strong>4.4.7 Monthly Payment Schedule</strong></td>
<td>Page 24</td>
</tr>
<tr>
<td><strong>4.4.8 Escrow Proposal Documents</strong></td>
<td>Separate Envelope</td>
</tr>
</tbody>
</table>

Please let us know if you have any questions or concerns. We look forward to working with you on this project.

Sincerely,

[Signature]

Leslie H. Schulz, LEED AP
Vice President
Design-Build Project Manager
Josiah Goins (HI)

Safety Manager
Dave Thompson (HI)

Quality Assurance Manager
Michael Saunders, P.E. (NXL)

QA Inspectors, Testing & Lab
Geotechnical Environmental & Testing Solutions

Construction Manager
Tony Hamilton (HI)

Right-of-Way Manager
Al Dorin (KDR)

Quality Control
Bruce Gilliam (HI)

Surveying
H&B Surveying & Mapping, LLC

Bridge Contractor
D.W. Lyle Corporation

Hauling
D.W. Cary Hauling, Inc.

Electrical
Bryant-Ritter Electric Corp.

Landscaping
LL&G Services, Inc.

Environmental
Corey Gray (ANA)

Structures
John Weres, P.E. (ANA)

Landscape Design
Bill Mechnick (LPDA)

Project Team Codes:
Henderson, Inc. (HI)
Atkins North America, Inc. (ANA)
KDR Real Estate Services, Inc. (KDR)
Land Planning and Design Associates, Inc. (LPDA)
NXL Construction Services, Inc. (NXL)
PROJECT TEAM

The Henderson, Inc. Design Build Team will work closely with the Virginia Department of Transportation from start to finish — during design, construction, and post-construction phases of the project. We will ensure single point accountability while drawing upon the extensive experiences of our team. This seamless approach ensures project schedules are maintained — while reducing unnecessary costs.

We have identified the team members who are responsible for major functions to be performed and shown their reporting relationships in managing, designing, quality assurance, quality control and construction of the project.

We have designed our organization so there is a clear separation between Quality Assurance (QA) and construction, including the separation between QA and construction Quality Control (QC). Our QA Manager, Michael Saunders, will report directly to the design-build project manager (Josiah Goins) to ensure independent quality.

The Henderson, Inc. Design Build Team project team methodology emphasizes teamwork and minimizes schedule duration, thus maximizing the owner’s overall investment by keeping management costs at a minimum. This approach allows the owner multiple points of contact for immediate communication, providing the quality attention that each project deserves.

LEADERSHIP

Henderson believes that leadership is critical at all levels of management, not just the executive level. For this project, we have selected members of our team who have exhibited strong leadership skills and teamwork on past projects. All of Henderson’s team members have not only successfully managed similar projects, but also possess the experience and creativity to deal with the unique conditions of the Virginia Capital Trail – Varina Phase project.

ADMINISTRATION

Our team will provide all design-build services for this project including communications, accounting, information management, estimating, scheduling, safety, clerical, dispute resolution, and record documentation.

PROJECT INITIATION

We propose to schedule an executive-level kick-off meeting to set initial goals and define the partnering process. This meeting will include appropriate representatives from the Henderson, Inc. Design-Build Team, VDOT, and other contractors and agencies as deemed appropriate.

This session will be used to establish the process for assembling the project team, setting the project schedule milestones, developing the basic budget control logic, and reviewing the project program and design development.

Subsequent to this session and the receipt of feedback from the other team members, our project team will proceed with the formalization of the work plan including:

- Project Design Review
- Schedule Development
- Safety Program Development
• Accounting System Implementation
• Bi-Weekly Meeting Schedule and Agenda Design
• Site Evaluation
• Budget Control Development
• Communication Plan
• Site Utilization Plan Process.
### KEY PERSONNEL RESUME FORM

#### Brief Resume of Key Personnel anticipated for the Project.

<table>
<thead>
<tr>
<th>a. Name &amp; Title:</th>
<th>Josiah Goins, Project Manager</th>
</tr>
</thead>
<tbody>
<tr>
<td>b. Project Assignment:</td>
<td>Office Location:</td>
</tr>
<tr>
<td>Design-Build Project Manager</td>
<td>5806 Mooretown Road, Williamsburg, VA 23188</td>
</tr>
<tr>
<td>c. Name of Firm with which you are now associated:</td>
<td>Henderson, Inc.</td>
</tr>
<tr>
<td>d. Years experience:</td>
<td>With this Firm 8 Years With Other Firms 0 Years</td>
</tr>
<tr>
<td>Please list chronologically your employment history, position and general experience or fields of practice for the last fifteen (15) years:</td>
<td></td>
</tr>
<tr>
<td>2004 – 2006 Henderson, Inc. Assistant Superintendent</td>
<td></td>
</tr>
<tr>
<td>2006 – 2009 Henderson, Inc. Estimator</td>
<td></td>
</tr>
<tr>
<td>2009 – 2012 Henderson, Inc. Project Manager</td>
<td></td>
</tr>
<tr>
<td>e. Education: Degree(s)/Year/Specialization:</td>
<td>N/A</td>
</tr>
<tr>
<td>f. Active Registration: Year First Registered/ Discipline/VA Registration #:</td>
<td>LEED Accredited Professional / USACE Quality Control for Contractors Certification</td>
</tr>
<tr>
<td>g. Document the extent and depth of experience and qualifications relevant to the Project.</td>
<td></td>
</tr>
<tr>
<td>1. Note your specific responsibilities and authorities for each assignment, not those of the firm.</td>
<td></td>
</tr>
<tr>
<td>2. Note whether experience is with current firm or with other firm.</td>
<td></td>
</tr>
<tr>
<td>3. Provide beginning and end dates for each assignment.</td>
<td></td>
</tr>
<tr>
<td>(List at least three (3), but no more than five (5) relevant projects for which you have performed a similar function.)</td>
<td></td>
</tr>
</tbody>
</table>

**7/2012 – ongoing. Virginia Capital Trail – New Market Heights Phase.** Henderson, Inc. Design-Build Project Manager on this project for the Virginia Department of Transportation (VDOT) design-build contract for the New Market Heights Phase of the Virginia Capital Trail in Henrico County and Charles City County, Virginia. A portion of the funds for the project were appropriated from the Federal American Recovery and Reinvestment Act of 2009 (ARRA). This project is located in Henrico County and Charles City County, Virginia and includes the design and construction of the Virginia Capital Trail between Long Bridge Road in Henrico County and Kimages Road in Charles City County. The total length for the New Market Heights Phase of the Virginia Capital Trail is approximately 10.5 miles. It is the 8th of eleven projects that make up the Virginia Capital Trail, a 55 mile, 10 feet wide, stand alone, shared use path paralleling historic Route 5 from Jamestown to Richmond. The trail will include along its reach five 14 feet wide timber bridges, multiple drainage structures extensions, modifications to existing commercial and residential entrances, pedestrian safety railings, and way-finding signage.

**10/2009 – 7/2012. USCG Rescue Swimmer Training Facility.** Henderson, Inc. Project Manager on the recently completed USCG Rescue Swimmer Training Facility in Elizabeth City, NC. The new RSTF is a multi-story building with an outdoor sports-turf field. The site was paved with concrete, which was demolished, removed and recycled prior to construction. The RSTF is approximately 54,000 square feet. The RSTF space program includes but is not limited to: a Rescue Swimmer training pool (25m x 50m), a Modular Egress Training Simulator (METS) pool (35ft x 60ft), a fitness room with a sports trainer office, locker rooms, wet storage, lecture classrooms, inflatables lab, oxygen lab, pump shop, administrative offices, public areas, and facility support spaces. The RSTF was designed to meet the Leadership in Energy and Environmental Design (LEED) “Certified” level. The Rescue Swimmer training pool was designed and possesses many technological features capable of simulating a real-world environment. This pool is the cornerstone of the RSTF and is equipped two 12’ jump towers, moveable bulkhead, wave generator, rotor wash simulator, fog generator, parachute hoist, ropes course, helicopter search light, dusk and night simulation, and a sound system to name a few features.
8/2008 – 8/2010. Virginia Department of Transportation. Henderson, Inc. Estimator for the Navy Recreation Center project. This project was constructed on the Naval Station Norfolk Base for the Virginia Department of Transportation. It is a 40-acre site conversion from Camp Allen Salvage Yard and Camp Allen Landfill to a recreational facility for the United States Navy. A 21-acre portion of the site was considered hazardous and had to be tested and disposed of properly. The project consisted of approximately 80,000 cubic yards of fill dirt. There was an issue of contaminated ground water throughout the site which was treated at a nearby facility and re-released.
## Key Personnel Resume Form

### Brief Resume of Key Personnel anticipated for the Project.

| a. Name & Title: | Michael W. Saunders, PE, CCM, Project Manager/Quality Assurance Manager |
| b. Project Assignment: | Quality Assurance Manager |
| c. Name of Firm with which you are now associated: | NXL Construction Services, Inc. |

### Years Experience:

- **With this Firm**: 1 Year
- **With Other Firms**: 10 Years

Please list chronologically your employment history, position and general experience or fields of practice for the last fifteen (15) years:

#### Name of Firm: NXL, Richmond, Virginia
- **Start Date**: 11/2011  
- **End Date**: Present  
- **Position**: Project Manager/Quality Assurance Manager

**Responsibilities:**
- Mr. Saunders serves as Independent Quality Assurance Manager and Quality Control Manager for Design-Build projects. In addition to his Design-Build duties, Mr. Saunders currently performs Responsible Engineer duties on VDOT’s Huguenot Bridge Replacement project ($50M, estimated completion in 2013).

#### Name of Firm: VDOT, Richmond District
- **Start Date**: 5/2011  
- **End Date**: 11/2011  
- **Position**: Project Control Engineer/Area Construction Engineer

**Responsibilities:**
- Mr. Saunders was responsible for quality assurance and for coordinating constructability reviews to include developing pre-advertisement schedules and construction sequences; and District Wide NOI and claims analysis. Project assignments included Design Build and Locally Administered Projects.

#### Name of Firm: VDOT, Richmond District
- **Start Date**: 1/2007  
- **End Date**: 5/2011  
- **Position**: Area Construction Engineer

**Responsibilities:**
- He provided Responsible Charge supervision and technical guidance during project delivery for design-build and design-bid-build projects. He also assisted the Fredericksburg District with a Regional Design-Build Bridge Replacement project.

#### Name of Firm: VDOT, Salem District
- **Start Date**: 11/2005  
- **End Date**: 1/2007  
- **Position**: Construction Project Manager

**Responsibilities:**
- Mr. Saunders supervised all phases of multi-operational roadway and structural construction projects to ensure all work was performed in accordance with project plans, specifications and special provisions.

#### Name of Firm: VDOT, Christiansburg Residency
- **Start Date**: 4/2005  
- **End Date**: 10/2005  
- **Position**: Permits/Subdivision Supervisor

**Responsibilities:**
- Mr. Saunders was responsible subdivision, rural streets and land use permit programs.

#### Name of Firm: VDOT, Salem District
- **Start Date**: 3/2004  
- **End Date**: 4/2005  
- **Position**: Architect/Engineer I

**Responsibilities:**
- Mr. Saunders assisted in the Land Development and Maintenance Program Operations.

#### Name of Firm: VDOT, Salem District
- **Start Date**: 6/2001  
- **End Date**: 2/2004  
- **Position**: Transportation Engineer Associate

**Responsibilities:**
- Mr. Saunders completed the Associate Engineers Program at the Christiansburg Residency.

### Education:

- **Degree(s)/Year/Specialization:**  
  Bachelor of Science / 2001 / Civil Engineering, Virginia Tech, Blacksburg, VA

### Active Registration:

- **Year First Registered**: 2005  
- **Discipline/VA Registration #**: Virginia Professional Engineer / 0402 041295

### Document the extent and depth of experience and qualifications relevant to the Project.

1. **Note your specific responsibilities and authorities for each assignment, not those of the firm.**
2. **Note whether experience is with current firm or with other firm.**
3. **Provide beginning and end dates for each assignment.**

(List at least three (3), but no more than five (5) relevant projects for which you have performed a similar function.)

#### Project: VDOT Route 36 Design Build Improvements, Richmond District
- **Name of Firm**: NXL Construction Services, Inc.  
- **Start Date**: 12/2011  
- **Finish Date**: 1/2013  
- **Project Role**: Quality Assurance Manager (QAM)
Responsibilities: Construction of improvements to Routes 36 and 144 near Fort Lee in Prince George County. The project includes improvement to approximately 0.9 mile of Route 36 and approximately 0.5 miles of Route 144. Mr. Saunders serves as the project’s Quality Assurance Manager where he is responsible for:

- Preparation of project’s Quality Assurance and Quality Control Plans.
- Oversight of QA program, including performance and coordination of QA testing and inspection.
- Monitoring QC program and liaising with VDOT with respect to project compliance.
- Approving QC Plan for staffing and testing before submission to VDOT.
- Project documentation including diaries, materials reports, as-builts, requisitions, and final records.
- Managing the project QA staff to ensure compliance with contract, plans, and specifications.

Contact: Tom Gilman, PE, VDOT Project Manager, (804) 266-1465

Project: VDOT I-295/Meadowville Interchange, Richmond District
Name of Firm: NXL Construction Services, Inc. Start Date: 11/2011 Finish Date: 12/2011
Project Role: Quality Control Manager (QCM)
Responsibilities: Mr. Saunders served as the Quality Control Manager (QCM) reporting to the Construction Manager, while in parallel reporting all sampling, testing, visual inspections, certifications, and daily diaries to the QAM. He led the QC team and directed the activities of the QC staff. Other duties included:

- Leading all preparatory inspection meetings.
- Coordinating with QAM to monitor the installation and maintenance of erosion and sediment controls.
- Coordinating with the CM to monitor work zone safety and traffic management plans.
- Coordinating with the QC testing firm to ensure conformance with VDOT 2008 design-build guidelines.
- Managing the QC staff to ensure compliance with contract, plans, and specifications.

Client/Owner Contact: Harold Dyson PE, VDOT Richmond District Constr. Manager, (804) 524-6211

Project: VDOT I-295/Meadowville Interchange, Chesterfield Virginia
Name of Firm: Virginia Department of Transportation Start Date: 4/2011 Finish Date: 11/2011
Project Role: Area Construction Engineer/Project Manager
Responsibilities: VDOT’s Project Manager during final design and phase 1 construction a cloverleaf interchange. Duties included attending regularly scheduled progress meetings, reviewing project documentation, reviewed and approved pay applications and coordinated IA/IV testing. After leaving VDOT, Mr. Saunders continued duties as Quality Control Manager for this project with NXL, seeing the project through to close out.

Client/Owner Contact: Harold Dyson PE, VDOT Richmond District Constr. Manager, (804) 524-6211

Project: Region 4 Design-Build Structures Project, Various Counties
Name of Firm: Virginia Department of Transportation Start Date: 4/2010 Finish Date: 11/2011
Project Role: Project Manager
Responsibilities: VDOT’s Project Manager during the construction of various bridge superstructure replacements throughout the Richmond District. Duties included making responsible charge decisions, attending regularly scheduled progress meetings, reviewing project documentation for compliance with contract documents, coordinated IA/IV testing and handled public/stakeholder concerns throughout the duration of the project.

Client/Owner Contact: Rob Shackelford PE, VDOT Fredericksburg District Constr. Mgr., (540) 654-1511

Project: Route 10 Widening & Bridge Replacement, Chesterfield Virginia
Name of Firm: VDOT/NXL Construction Services, Inc. Start Date: 4/2011 Finish Date: 6/2013 (est.)
Project Role: Area Construction Engineer/Responsible Engineer
Responsibilities: Responsible engineer overseeing the construction of this project which includes coordination with Chesterfield County, the contractor, Dominion Virginia Power, CSX railroad and the FHWA. *Mr. Saunders remained in the sales role on this project when he transitioned from VDOT to consultant firm.

Client/Owner Contact: Harold Dyson PE, VDOT Richmond District Constr. Manager, (804) 524-6211
# KEY PERSONNEL RESUME FORM

**Brief Resume of Key Personnel anticipated for the Project.**

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>a. Name &amp; Title:</strong></td>
<td>Stephen Stewart, PE, LEED AP BD+C - Senior Engineer</td>
</tr>
<tr>
<td><strong>b. Project Assignment:</strong></td>
<td>Lead Design Manager</td>
</tr>
<tr>
<td><strong>c. Name of Firm with which you are now associated:</strong></td>
<td>Atkins</td>
</tr>
<tr>
<td><strong>d. Years experience:</strong></td>
<td>With this Firm 5 Years With Other Firms 8 Years</td>
</tr>
<tr>
<td></td>
<td>Please list chronologically your employment history, position and general experience or fields of practice for the last fifteen(15) years:</td>
</tr>
<tr>
<td></td>
<td>• 1999-2001 Environmental Engineering and Technology, Newport News, VA (Project Civil/Environmental Engineer)</td>
</tr>
<tr>
<td></td>
<td>• 2001-2003 Buchart-Horn, Williamsburg, VA (Project Civil Engineer)</td>
</tr>
<tr>
<td></td>
<td>• 2003-2004 DJG, Inc, Williamsburg, VA (Land Development Group Manager)</td>
</tr>
<tr>
<td></td>
<td>• 2004-2007 VHB, Inc, Newport News, VA (Land Development Project Manager)</td>
</tr>
<tr>
<td></td>
<td>• 2007-Present ATKINS, Newport News, VA (Senior Engineer/Project Manager)</td>
</tr>
<tr>
<td><strong>e. Education:</strong></td>
<td>M.B.A., Finance and Logistics, The College of William &amp; Mary</td>
</tr>
<tr>
<td></td>
<td>B.S., Civil and Environmental Engineering, Virginia Polytechnic Institute and State University</td>
</tr>
<tr>
<td><strong>f. Active Registration:</strong></td>
<td>Year First Registered/ Discipline/VA Registration #: Professional Engineer, Virginia 040298, 2004</td>
</tr>
<tr>
<td><strong>g. Document the extent and depth of experience and qualifications relevant to the Project.</strong></td>
<td>(List at least three (3), but no more than five (5) relevant projects for which you have performed a similar function.)</td>
</tr>
<tr>
<td></td>
<td>1. Note your specific responsibilities and authorities for each assignment, not those of the firm.</td>
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<tr>
<td></td>
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</tr>
<tr>
<td></td>
<td>3. Provide beginning and end dates for each assignment.</td>
</tr>
</tbody>
</table>

**Briar Creek Greenway Trail** – (Current – 2013) - Includes overall management of the professional design and engineering services, civil engineering, structural engineering, hydraulics and hydrological engineering, environmental permitting, wetlands delineation, topographic surveying, cultural resource surveying, hazardous materials testing and investigations, geotechnical engineering and various construction administration services.

**Canon Boulevard Sidewalks** – (2011-Present, ATKINS) Phased design of more than 7500LF of sidewalk from the City Center of Newport News to one of the outlying communities.

**Elizabeth River Trail** – (2010, ATKINS) As part of the construction of Norfolk’s Light Rail, a design was provided for continuation of the Elizabeth River Trail. The multi-purpose trail used best practices for multi-purpose trails and tied the new design seamlessly to the existing trail to ensure the light rail design did not disrupt the trail.

**Quarterpath Road Realignment** – (2006, Not with current firm) Redesign and realignment of Quarterpath Road in Williamsburg, VA beginning at its intersection with Route 60 and extending approximately one mile. In addition to roadway design, a 10’ multipurpose trail was designed that connected Colonial Williamsburg’s sidewalks to The Village at Quarterpath and the Quarterpath Recreation Facility.
ATTACHMENT 4.4.2

KEY PERSONNEL RESUME FORM

Brief Resume of Key Personnel anticipated for the Project.

<table>
<thead>
<tr>
<th>a. Name &amp; Title:</th>
<th>Tony Hamilton, Project Superintendent</th>
</tr>
</thead>
<tbody>
<tr>
<td>b. Project Assignment:</td>
<td>Office Location:</td>
</tr>
<tr>
<td></td>
<td>Construction Manager</td>
</tr>
<tr>
<td></td>
<td>5806 Mooretown Road, Williamsburg, VA 23188</td>
</tr>
<tr>
<td>c. Name of Firm with which you are now associated:</td>
<td>Henderson, Inc.</td>
</tr>
<tr>
<td>d. Years experience: With this Firm 8 Years With Other Firms 20 Years</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Please list chronologically your employment history, position and general experience or fields of practice for the last fifteen (15) years:</td>
</tr>
<tr>
<td></td>
<td>Henderson, Inc. – Project Superintendent 2004 - current</td>
</tr>
<tr>
<td></td>
<td>George Nice &amp; Sons – Project Foreman 2002 – 2004</td>
</tr>
<tr>
<td>e. Education: Degree(s)/Year/Specialization:</td>
<td>N/A</td>
</tr>
<tr>
<td>f. Active Registration: Year First Registered/ Discipline/VA Registration #:</td>
<td>VDOT Erosion and Sediment Control Contractor Certification (ESCCC) – Cert # 5317C</td>
</tr>
<tr>
<td></td>
<td>Virginia Department of Conservation and Recreation (DCR) Responsible Land Disturber (RLD) Certification - 31924</td>
</tr>
<tr>
<td>g. Document the extent and depth of experience and qualifications relevant to the Project.</td>
<td></td>
</tr>
<tr>
<td>1. Note your specific responsibilities and authorities for each assignment, not those of the firm.</td>
<td></td>
</tr>
<tr>
<td>2. Note whether experience is with current firm or with other firm.</td>
<td></td>
</tr>
<tr>
<td>3. Provide beginning and end dates for each assignment.</td>
<td></td>
</tr>
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<td>(List at least three (3), but no more than five (5) relevant projects for which you have performed a similar function.)</td>
<td></td>
</tr>
</tbody>
</table>

7/2012 – ongoing. **Virginia Capital Trail – New Market Heights Phase.** Henderson, Inc. Construction Manager on this project for the Virginia Department of Transportation (VDOT) design-build contract for the New Market Heights Phase of the Virginia Capital Trail in Henrico County and Charles City County, Virginia. A portion of the funds for the project were appropriated from the Federal American Recovery and Reinvestment Act of 2009 (ARRA). This project is located in Henrico County and Charles City County, Virginia and includes the design and construction of the Virginia Capital Trail between Long Bridge Road in Henrico County and Kimages Road in Charles City County. The total length for the New Market Heights Phase of the Virginia Capital Trail is approximately 10.5 miles. It is the 8th of eleven projects that make up the Virginia Capital Trail, a 55 mile, 10 feet wide, stand alone, shared use path paralleling historic Route 5 from Jamestown to Richmond. The trail will include along its reach five 14 feet wide timber bridges, multiple drainage structures extensions, modifications to existing commercial and residential entrances, pedestrian safety railings, and way-finding signage.

6/2011 – ongoing. **Centerpoint Properties.** Henderson, Inc. Project Superintendent on this project for the Centerpoint Properties. Henderson is performing all site and utility work for the installation of the Route 58 waterline and the Maple Hills infrastructure projects. In the first phase, Henderson installed 3,000 ft. of 20” Ductile Iron Pipe water main on the eastbound side of Route 58. In the second phase, Henderson is installing 3,500 ft. of 24” Ductile Iron Pipe to support HRSD’s force main infrastructure system.

12/2010 – 4/2012. **The Williamsburg Pottery.** Henderson, Inc. Project Superintendent for this design-build project for The Williamsburg Pottery. Major elements of this project are the design, permitting and development of a 15-acre site to include clearing, demolition, 29,259cy of cut / fill excavation, earthwork, storm drainage, 29,472sy of Heavy Duty and 36,233sy of Light Duty asphalt paving, traffic signaling, 1,100 lf of 8” Sanitary Sewer, 1,211 lf of 6” & 8” DIP Waterlines, 5204 lf of 18”, 24”, 30” & 36” RCP Storm Drain utilities, fencing, and building structures. The project also
consisted of 210 lf of jack and bore under US Route 60 for waterline tie in and an upgrade and remediation of a 6 acre JCC BMP. Henderson, Inc. was also the general contractor for the construction of three buildings totaling 168,000sf. One of the keys to success was our partnering/coordination among all stakeholders with particular focus on client satisfaction.
**ATTACHMENT 4.4.2**

**KEY PERSONNEL RESUME FORM**

<table>
<thead>
<tr>
<th>Brief Resume of Key Personnel anticipated for the Project.</th>
</tr>
</thead>
<tbody>
<tr>
<td>a. Name &amp; Title:</td>
</tr>
<tr>
<td>ALLEN G. DORIN JR., MAI, SRA, RW-NAC, President</td>
</tr>
<tr>
<td>b. Project Assignment:</td>
</tr>
<tr>
<td>Right of Way Manager</td>
</tr>
<tr>
<td>Office Location:</td>
</tr>
<tr>
<td>2500 Grenoble Road, Richmond, VA 23294</td>
</tr>
<tr>
<td>c. Name of Firm with which you are now associated:</td>
</tr>
<tr>
<td>KDR Real Estate Services, Inc.</td>
</tr>
<tr>
<td>d. Years experience:</td>
</tr>
<tr>
<td>With this Firm: 10 Years</td>
</tr>
<tr>
<td>With Other Firms: 37 Years</td>
</tr>
<tr>
<td>Please list chronologically your employment history, position and general experience or fields of practice for the last fifteen (15) years:</td>
</tr>
<tr>
<td>KDR Real Estate Services, Inc., President and Owner 2002 - Current</td>
</tr>
<tr>
<td>Knight, Dorin, and Rountrey, President and Shareholder 1986 - 2002</td>
</tr>
<tr>
<td>e. Education:</td>
</tr>
<tr>
<td>Degree(s)/Year/Specialization:</td>
</tr>
<tr>
<td>B.S. in Commerce, University of Virginia – 1972</td>
</tr>
<tr>
<td>M.S. in Real Estate and Urban Land Development, Virginia Commonwealth University -1975</td>
</tr>
<tr>
<td>f. Active Registration:</td>
</tr>
<tr>
<td>Year First Registered/ Discipline/VA Registration #:</td>
</tr>
<tr>
<td>Virginia Certified General Appraiser (#4001 000562) – 1992</td>
</tr>
<tr>
<td>Virginia Real Estate Broker (#15685) – 1979</td>
</tr>
<tr>
<td>g. Document the extent and depth of experience and qualifications relevant to the Project.</td>
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<tr>
<td>(List at least three (3), but no more than five (5) relevant projects for which you have performed a similar function.)</td>
</tr>
<tr>
<td>Boulevard Safety and Improvement Project, Colonial Heights, VA – 39 parcels – est. $334,000 budget (on-going) – Coordinated RFP response and marketing efforts to primary consultant to obtain award of project. Provided preliminary right-of-way cost estimates, devised delivery schedule of right-of-way, contracted with appraiser sub consultant, consulting with appraiser on valuation issues, providing project oversight assistance, approving and coordinating invoicing and contractual issues with primary consultant.</td>
</tr>
<tr>
<td>Poplar Road Improvement Project, Stafford County, VA – 25 parcels – est. $76,000 budget (2011) - Coordinated RFP response and marketing efforts to primary consultant to obtain award of project. Provided preliminary right-of-way cost estimates, devised delivery schedule of right-of-way, contracted with appraiser sub consultant, consulting with appraiser on valuation issues, providing project oversight assistance, approving and coordinating invoicing and contractual issues with primary consultant.</td>
</tr>
<tr>
<td>Colonial Beach Bridge Project, Westmoreland County, VA – 14 parcels - $85,000 budget (2012) – Project initiated through on-call contract with VDOT as the selected right-of-way consultant. Prepared cost proposal and delivery schedule, contracted and consulted with appraiser sub consultants, approved and coordinated invoicing process, general project oversight</td>
</tr>
</tbody>
</table>
DEPARTMENT OF PROFESSIONAL AND OCCUPATIONAL REGULATION
COMMONWEALTH OF VIRGINIA

EXPRES ON
12-31-2012

NUMBER
0402040298

BOARD FOR ARCHITECTS, PROFESSIONAL ENGINEERS, LAND SURVEYORS, CERTIFIED INTERIOR DESIGNERS
AND LANDSCAPE ARCHITECTS
PROFESSIONAL ENGINEER LICENSE

STEPHEN ERIC STEWART
PBS & J
11818 ROCK LAND DR
STE 100
NEWPORT NEWS, VA 23605

(SEE REVERSE SIDE FOR NAME AND/OR ADDRESS CHANGE)

COMMONWEALTH OF VIRGINIA
BOARD FOR APESCLIDLA
PROFESSIONAL ENGINEER LICENSE
NUMBER: 0402040298 EXPIRES: 12-31-2012

STEPHEN ERIC STEWART
PBS & J
11818 ROCK LAND DR
STE 100
NEWPORT NEWS, VA 23605

ALTERATION OF THIS DOCUMENT, USE AFTER EXPIRATION, OR USE BY PERSONS OTHER THAN THOSE NAMED MAY RESULT IN CRIMINAL PROSECUTION UNDER THE CODE OF VIRGINIA.

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12
BOARD FOR ARCHITECTS, PROFESSIONAL ENGINEERS, LAND SURVEYORS, CERTIFIED INTERIOR DESIGNERS
AND LANDSCAPE ARCHITECTS
PROFESSIONAL ENGINEER LICENSE

MICHAEL WILLIAM SAUNDERS
4500 LITCHFIELD DRIVE
CHESTERFIELD, VA 23832
DEPARTMENT OF PROFESSIONAL AND OCCUPATIONAL REGULATION
COMMONWEALTH OF VIRGINIA

REAL ESTATE BOARD - PRINCIPAL BROKER LICENSE
POST IN A CONSPICUOUS PLACE
THIS LICENSE TO BE KEPT IN CUSTODY AND CONTROL OF PRINCIPAL BROKER

ALLEN GUNN DORIN JR
KDR REAL ESTATE SERVICES INC
2500 GRENOBLE RD
RICHMOND VA 23294

Gordon R. Disee, Director

(SEE REVERSE SIDE FOR NAME AND/OR ADDRESS CHANGE)

DEPARTMENT OF PROFESSIONAL AND OCCUPATIONAL REGULATION
COMMONWEALTH OF VIRGINIA

REAL ESTATE APPRAISER BOARD
CERTIFIED GENERAL REAL ESTATE APPRAISER

ALLEN G DORIN JR
2500 GRENOBLE ROAD
RICHMOND VA 23294

Gordon R. Disee, Director

(SEE REVERSE SIDE FOR NAME AND/OR ADDRESS CHANGE)
DBE Subcontracting Plan

Henderson, Inc. is committed to engaging Disadvantaged Business Enterprises (DBE), and local business concerns in the performance of work for the Virginia Capital Trail – Varina Phase. We are committed to the 16% DBE participation goal during the design and construction phases of the project. Our team recognizes that assistance to these businesses and their measure of success may take many forms. For that reason, our team will go beyond the typical efforts to solicit and encourage bid participation.

Efforts to notify the DBE business community of the Virginia Capital Trail – Varina Phase will be Design Build Manager Josiah Goins’s responsibility and will include, but not be limited to:

- Advertising in local newspapers
- Advertising in the Builders Exchange, F.W. Dodge and Reed Construction
- Posting solicitations on the project FTP site
- Posting solicitations through the VA Department of Minority Business Enterprises
- Conducting a DBE / SWaM outreach program
- Soliciting prequalified DBE contractors from our contractor database.

The unique needs, timelines and characteristics of the Virginia Capital Trail project will guide our efforts. During our pre-solicitation meetings we will determine the level of interest and ascertain the availability and expertise of prequalified DBE subcontractors. In addition, the Henderson management team will work to increase minority participation by segmenting various works packages and providing technical assistance if needed.

Our team’s goal will be to meet the mission of the Department of Minority Business Enterprise to “promote access to the Commonwealth of Virginia’s contracting opportunities and ensure fairness in the procurement process,” while maintaining our commitment to quality and safety on the Virginia Capital Trail project.

The DBE participation goal of 16% will be met for the entire value of the project utilizing the following contractors:

- H&B Surveying & Mapping, LLC
- NXL Construction Services, Inc.
- D.W. Cary Hauling, Inc.
- Bryant-Ritter Electric Corp.
- LL&G Services, Inc.
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4.4.5 Proposal Schedule

Proposal Schedule Narrative

Upon NTP, the design-build team will begin setting up internal project procedures, implementing the QAQC process, and design investigation to identify any scope validation issues within the 120 calendar day window provided in the RFP. Critical path items that will begin once NTP is given include performing topographic surveys and confirming/modified the trail alignment as needed for utility conflicts. Completing the survey is critical to developing the right of way and utility relocation plans which will lead into the right of way acquisition process. Completing the utility relocation plans will also allow the private utility companies to develop the utility relocation plans and proceed with utility relocations.

As the survey data and data from geotechnical field investigations are attained the design-build team will proceed with preliminary design, concentrating on items that the Contractor needs to begin construction. These items include Erosion and Sediment Control Plans, Storm water Management Control Plans, SWPPP, major drainage structures, Sequence of Construction, Traffic Management Plan, and preliminary trail design. Preliminary design elements will be submitted in two stages. Right-of-Way Plans will be submitted to VDOT for review, including all required improvements for this plan stage. Comments will be addressed and resubmitted. The Construction Plans will include preliminary trail design, design of major drainage structures, Sequence of Construction, and Traffic Management Plan. These will be submitted to VDOT for review. After VDOT approves the right of way plans the information will be available to submit for the VSMP permitting.

Upon field construction mobilization, an administrative field office will be established for the design-build contractor and the QA/QC inspection personnel. Initial construction survey shall be performed to include staking of clearing limits, and environmental areas. Miss Utility shall be notified along with any other utility interests within the area of disturbance. Traffic and construction signage shall be installed along the project.

The construction will be performed in sections, concentrating on bridge locations and the trail between each bridge. Three grade crews and two bridge crews will be working simultaneously. The grade crews will begin one operation in Section 2 and the other in Section 3. They will, respectively, move towards Section 1 and Section 4 as earthwork is complete. Section 6 earthwork is planned to begin with the third grade crew. The third grade crew will then drop back to complete the stone base, asphalt paving, and stabilization for the trail sections as they are available. The bridge over I-895 will potentially begin prior to the trail construction as this area should not require the wetland permitting before mobilization. The timber bridge crews will begin one operation in Section 1 and the other in Section 6. The bridge crew in Section 1 will move to Section 4. The bridge crew in Section 6 will continue until completion of this bridge. In each section, the construction will be performed sequentially as follows:

- Survey
- Preliminary E&S Control
- Clearing
- E&S Control
- Topsoil Strip
- Rough Grading
- Storm Drainage
- Bridge
- Fine Grading
- Topsoil Spread
- Stone Trail Base
- Asphalt
- Pavers
- Safety Fence
- Bollards
- Landscaping
- Topsoil Prep and Seed

All erosion and sediment controls shall be checked, maintained and/or removed upon the final completion of work. Final as-built and record inspection books and documents shall be submitted to VDOT for record. The schedule includes ample time to provide the quality control and quality assurance tests and inspections required.
### Schedule of Values

This schedule of values shall identify the material quantities and costs of each proposed work package, using the WBS established in the Proposal Schedule submitted by the Offeror. The material quantities and costs listed for each proposed work package shall, to the extent possible, correspond to VDOT’s list of standard and non-standard pay items. Any items considered for price adjustments shall be identified. The value associated with each work task shall be inclusive of all direct and indirect costs, overhead, profit and any other expenses of any kind. The values and quantities shall be clearly supported by the escrowed pricing documents.

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