

EXHIBIT G

SCHEDULE REQUIREMENTS

1 PROJECT SCHEDULE

1.1 General Requirements

The Project Schedule shall define the timeframe for completion of the Project and achievement of milestones, and be used to monitor progress and denote changes that occur during planning and preliminary design phases leading to the execution of a concession agreement.

After issuance of the Project NTP1 for the Initial Scope of Work, Developer shall collaborate with TxDOT to establish schedule and progress reporting standards for the Project performance period. The Developer may propose, in writing, alternative solutions or exceptions to any of the guidelines set forth in this Exhibit G; however, any proposed alternative or exception is subject to prior review and approval by TxDOT in its sole discretion. TxDOT's decision to approve or disapprove shall be final, binding and not subject to dispute resolution.

Developer shall use the preliminary Project Schedule submitted with the Proposal as a foundation to prepare a Project Baseline Schedule and shall submit a draft of the Project Baseline Schedule to TxDOT for review and approval. Approval of the Project Baseline Schedule shall be a condition of Project NTP2.

The Project Schedule shall be based upon the Critical Path Method (CPM) utilizing retained logic for planning, scheduling, and progress reporting of work to be performed.

Developer shall divide the applicable work into activities with appropriate logic ties to show Developer's overall approach to the planning, scheduling, and execution of the work. Developer shall use standard and consistent project activity identification numbers, textual descriptions, and codes in all Project Schedule submittals, in a manner acceptable to TxDOT.

All activities shall be cost and resource loaded.

The duration and logical relationships of the project activities (or summaries at phase level) shall be based on the actual duration and relationships anticipated.

Developer shall not use calendar dates or constraints to logically begin or complete any project activity unless these dates are shown in the Contract Documents. Project activity durations shall be in units of whole working days.

1.2 Schedule Submittal and Software Requirements

Developer shall submit a single hardcopy of the Project Baseline Schedule on full-size (24" x 36") color plot sheets, along with an electronic version of the schedule in its native format. Developer shall be responsible for updating scheduling software to maintain compatibility with current TxDOT-supported scheduling software.

The scheduling software employed by the Developer shall be compatible with the current version of the scheduling software in use by TxDOT Fort Worth District for this Facility. The Developer shall implement any new operating practices or software required as a result of TxDOT's amendments to any such systems, standards and procedures. TxDOT's current software in use is Primavera Project Manager (v 4.0 for Engineering and Construction). Compatible shall mean that the Developer-provided electronic file(s) version of the Facility Schedule may be loaded or imported by TxDOT using its scheduling software with no modifications, preparation or adjustments.

1.3 Project Schedule Requirements

Project Schedule guidelines and requirements shall apply to each schedule submitted to TxDOT, or update thereto, as part of the schedule for the following:

- A. The Initial Scope of Work;
- B. Master Development Plan;
- C. Facility Implementation Plan;
- D. Facility Agreements or other requirements specified in the Contract Documents.

1.3.1 Allocations

Developer shall allocate throughout the Project, project activities the total compensation or price for each stage of the Work shown in the Project Schedule, including, where applicable, commodity quantities.

Such allocation shall accurately reflect Developer's cost for each project activity and shall not artificially inflate, imbalance, or front-load line items.

The price of each project activity shall be all-inclusive and shall include all direct and indirect costs, overhead, risks and profit.

1.3.2 Prohibitions

No unspecified milestones, Developer-designated constraints, Project float suppression techniques, or use of Project activity durations, logic ties, and/or sequences deemed unreasonable by TxDOT shall be used in any Project Schedule.

1.3.3 Project Float

All Project Schedule float shall be considered a Project resource available either to TxDOT, Developer, or both, as needed to achieve the scheduled activities and deadlines. All float shall be shown on the Project Schedule on each schedule path.

2 MILESTONES

Developer shall incorporate three types of milestone events into the CPM network: Project Milestones, Facility Milestones and Developer Milestones.

These milestones may be used by the Developer to show proposed starts and completions of major items of Work included in the Scope of Work (e.g. start of investment grade traffic and revenue study or completion of geotechnical survey work, etc.).

2.1.1 Project Milestones

The Project Milestones, identified in Table J-1 of Exhibit J, shall be established in the Project Schedule and shall not exceed the time limits established in the Contract Documents.

Each Project Milestone shall be separately identified, conform to the scheduling requirements set forth in this Exhibit G, and be assigned a "finish no later than" deadline.

2.1.2 Facility Milestones

Each Facility will have its own set of Facility Milestones. Facility Milestones will be set forth in the Facility Schedule developed as part of each Facility Implementation Plan.

2.1.3 Developer Milestones

Developer's Milestones will be interim milestones set by the Developer within the Project Schedule and approved by TxDOT.

Developer's Milestones for the Initial Scope of Work shall include, at a minimum, the milestones set forth in Exhibit J.

3 WORK BREAKDOWN STRUCTURE (WBS)

Developer shall establish a detailed organized hierarchical Work Breakdown Structure (WBS) in accordance with this Exhibit G.

The WBS shall have a clearly identifiable linkage between the compensation or price for each stage of the Work and Developer designated project activities represented in the Project Schedule and subsequent Schedule Updates.

Developer shall notify TxDOT, in writing, of any changes in project activity or limits as part of its Schedule Updates and revised Project Schedules, and explain the reasons for the changes.

3.1.1 Work Elements

The WBS for each work element shall indicate the duration, timing, and logical relationship to other work elements, including relationships to Project activities other than the parent project activity of the particular work element.

Project activity durations shall be no longer than sixty (60) days, unless otherwise approved by TxDOT. Activities for all scheduled submissions shall be presented in the greatest detail possible.

The WBS for each Project activity shall be defined in terms of work elements reflecting the types of Work.

4 PROJECT SCHEDULE REPORTING AND UPDATES

4.1 Project Schedule Revisions

As it becomes necessary or desirable to modify the Project Schedule or Developer is required to modify the Project Schedule, Developer shall request changes to the Project Schedule and submit such requested changes in writing to TxDOT for approval.

No changes to the Project Schedule shall be made without the prior written approval of TxDOT. Until TxDOT approves a change, all Project Schedule submittals shall be tracked against the previously approved Project Schedule.

Accepted revisions will be incorporated into the Project Schedule at the next Project Schedule Update.

Revisions in the Project Schedule shall not extend any Project Milestone deadlines unless expressly approved in writing by TxDOT through an update to the Master Development Plan, FIP Preparation Agreement or Implementation Plan.

Approval of extensions to any Project Milestone deadlines shall be in TxDOT's sole discretion, except as otherwise specified in the CDA.

Revised Project Schedule submittals shall include a comprehensive listing of all Project activities added or deleted along with a complete listing of all logic and Project activity changes, and, if applicable, any change in the allocation of the Developer's compensation or price among Project activities.

All changes in the Project Schedule must be fully described in an accompanying narrative.

Once a revised Project Schedule is approved by TxDOT, it shall become the Project Schedule of record and be used as the basis for subsequent Project Schedule Update(s).

4.2 Project Schedule Updates

Developer shall update the approved Project Schedule to reflect the current status of the Project and submit to TxDOT for review the proposed Project Schedule Update in accordance with Section 6.3 of the Agreement.

The Project Schedule Update(s) shall include Developer's detailed schedule for executing the Work and all information and reporting required for the Project Schedule, and shall include only resources actually available to Developer.

The Project Schedule Update(s) shall minimally include the following current Work data:

- A. Detailed schedule of activities which clearly identify the Critical Path;
- B. Progress for the current update period for all Project activities; and

C. Actual start and actual finish dates of Work, percentage complete and days remaining for Work in-progress.

Each Project Schedule submittal shall clearly and individually define the progression of the Work within the applicable time frame by using separate project activities, including but not limited to the applicable items of Work specified in the CDA and agreements executed and plans prepared and approved pursuant to the CDA.

The Project Schedule Update(s) shall reflect updated progress to the status date, forecast finish for in-progress Project activities, and reforecast early dates and late dates for remaining Project activities, but shall otherwise contain no changes in Project activity durations, logic ties, or restraints without approval from TxDOT. It shall also incorporate and fully specify all appropriate information from prior approved Project Schedules.

Each Project Schedule Update shall accurately reflect all activities completed as of the effective date of the updated Project Baseline Schedule. Each Project Schedule Update shall indicate the overall completion percentage of the Project.

Each Project Schedule Update submittal shall be clearly identified. Resubmissions of a Project Schedule shall use the same revision number as the original submission individually identified by a sequential appended letter (A, B, etc.), as an indication of a revised version.

Developer shall submit a single hard copy of the Project Schedule Update in a single copy in full-size color plot sheets, along with an electronic version of the schedule in its native format.

The Project Schedule Update shall include a schedule narrative report which describes the status of the Project in detail.

Each Project Schedule submittal shall clearly and individually define the progression of the Work within the applicable time frame by using separate Project activities, including but not limited to the applicable items of Work specified in the CDA and agreements executed and plans prepared and approved pursuant to the CDA.

4.3 TxDOT Review of the Project Schedule Update(s)

TxDOT will review the Schedule Update(s) for consistency with the WBS and the current approved Project Schedule and for conformance with the Contract Documents.

Developer shall correct any deficiencies and resubmit its Project Schedule Update(s). TxDOT will notify Developer of corrections required within seven days of receipt of the proposed Project Schedule Update(s).

Developer shall identify and promptly report to TxDOT all Project Schedule and progress delays during the prosecution of the Work.

The Developer shall prepare and implement Recovery Schedules on the terms and conditions set forth in Section 10.6 of the Agreement.