BetKon, Inc.

Bryce Johnston, PE, PMP

Experience Summary

Mr. Johnston has over 26 years of extensive civil engineering experience in construction, design, and project management. His experience includes roadways, streets, street lighting, drainage channels, drainage structures, storm drains, sanitary sewer, and bridge construction. His experience includes Field Office Chief for Caltrans, City Engineer, Project Manager, and Resident Engineer for delivery of over $500M in projects. He also has extensive experience in maintenance of traffic and traffic handling on the State Highway System. He has broad experience in project coordination with Caltrans, utility companies, cities, state agencies, and private property owners. Having the achieved the level of Field Chief with Caltrans District 8, City Engineer Rialto, CA and Lead Manager for large alternative delivery projects Bryce has been exposed to a large variety of project construction delivery issues and understand the internal mechanisms within Caltrans and how to keep projects moving, avoiding delay.

Total Years of Experience: 26
Years with Firm: 3 +
Location: Riverside, California
Availability: 25%

Education:

- MS, BS, Civil Engineering – Kansas State University

Registrations/ Certifications:

- PE Civil CA - 52415

Current Assignment:

- Caltrans District 8 Program Project Management, various projects

Employment History

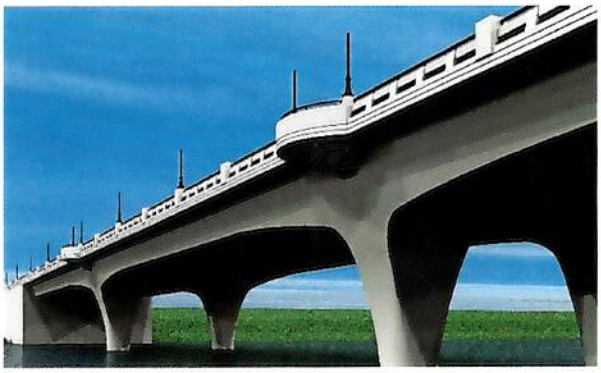
1986-1987	**Martin K. Eby, Plano, Texas, Construction**
1988-2002	**Caltrans, District 8. Construction Field Chief (Last Position)**
1989-1990	**Eichenberg AG, Switzerland, (Leave of Absence from Caltrans) Civil Design**
2002-2004	**Caltrop Inc, Upland, California, Construction Mangement**
2004-2006	**HDR, Riverside, California, Construction Management'**
2006-2011	**Southstar Engineering, Part owner, Construction Management**
20011-Current	**Betkon Inc, Part owner, Construction Management**

Selected Project Experience

I-15 Cajon Pass Rehabilitation Design Build (DESIGN BUILD), Caltrans District 8: Project Manager: Bryce Johnston was assigned the lead role to delivery of the $170,000,000 Cajon Pass Rehabilitation Project. He was required to deliver the project for Caltrans through the environmental process, Request For Qualification Process, Request For Proposal Process and the Alternative Technical Concept (ATC) Process and finally lead the project in construction through the approval of all Releases For Construction. **During the initial construction phase Bryce was able to calculate and negotiate, along with Caltrans staff, $4 million in efficiency savings in working with Contractor and Caltrans functions (Operations) to allow alternative traffic control methods. The project was then able to use that savings to add to the project 12 miles of 14' toll lane and still achieve a $700,000 credit for the State He was able to complete these processes within 15 months and award a contract well under budget. The Support Expenditures to Capital Cost at time at time of Award was less than 1%.** Mr. Johnston managed all phases of the Design Build for Caltrans. During the delivery, he has been able to work with Caltrans Operations, Maintenance, Design, Project Management, Right of Way and other functions to determine scope of work, to draft requirements, to review submittal of qualifications, etc. Specifically during scoping, he provided detailed Maintenance of Traffic strategies, staging for each unique segmented work area and provided scoping language for each segment. During the ATC process, he provided most responses to questions posted by pre-qualified teams. We also provided basic scheduling to develop working day schedule. He met with California Highway Patrol and US Forestry for coordination. He assisted negotiating directly with the Contractor construction changes and working with contractor on overall project strategies. There are currently no claims

60/91/215 Interchange (DESIGN SEQUENCE): Bryce Johnston was assigned by the Caltrans District Director 8 to coordinate, facilitate, research advise negotiate potential claims and established the policy and procedures for document control on a Design Sequence Project during the construction phase. Bryce performed these duties on behalf of the State for this joint funded RCTC/Caltrans project. The project was a complex construction project that combined 6 separate projects at various stages of design completion. The project encountered significant issues that resulted in approximately $45 million in dispute on a bid of $189 million. The project was the most complex of all Design Sequencing projects in the State. The potential claims were settled and the project avoided arbitration. Bryce used industry norms to calculation efficiency for various stages of work to determine values of impacts for changes during construction. Bryce would use these skill to negotiate large saving of the Cajon Pass Design Build. The negotiation of the project issues with Bryce's involvement allowed this project to be one of the few Design Sequencing projects that was able to avoid arbitration.

SR-62 Colorado River Bridge Replacement project, Caltrans District 8: Mr. Johnston successfully delivered this project as a full project manager (lead staff for all phases) for Caltrans. This project location was within tribal lands and State of Arizona. This bridge project and the surrounding issues of land ownership, tribal participation, federal action, dual state concerns and budgets, made this project truly unique. Caltrans, in conjunction with the Arizona Dept. of Transportation ADOT) and the Federal Highway Administration proposed the replacement of the Colorado River Bridge located on State Route 62 (SR-62) in San Bernardino County. The bridge is the primary connector between Earp, CA and Parker, AZ. The bridge also spans land leased by the Colorado River Indian Tribes (CRIT) in CA and the CRIT Reservation property in AZ and the bridge also parallels the Arizona and California Railroad Company line to the north of the bridge. The proposed bridge project is estimated at $30 million and consists of constructing a non-increasing capacity project to replace and widen the existing bridge on a slightly modified alignment to correct scour deficiencies; which impact the integrity of the bridge. Mr. Johnston led a team that had to work collectively and successfully with 56 different federal and state government and private entities to bring this project to fruition. Many of these entities had competing interests and he skillfully presented information to the agencies and departments and helped negotiate agreements. He had to ready the project for bid while dealing with such issues as the timing of two state budgets, property rights issues involving the state of California, Bureau of Indian Affairs and the CRIT; engineering plans and licensing issues between CA and AZ; railroad rights-of-way and easements and the need to acquire property from the railroad, AZ, tribal environmental impacts and mitigation concerns; local government concerns and property issues; contractual issues involving the division of work between the two states.



This project raised numerous issues that were truly unique and critical. The number of major participants, the level of participation, the dual state budgets and legislatures, federal, state and tribal property concerns and the issues identified above all had to be continually focused upon in order to keep the project from failing. It is very unusual to have to acquire property under the condition of not admitting that any party actually owns the property. The parties agreed that if they did have any ownership, that they relinquished that right so that the bridge could be widened. It is interesting to note that this agreement was made by the State of California, the BIA, the CRIT and the County so that property could be acquired and this agreement is absolutely unique and required a very creative approach to the problem. Significant effort was required to reach consensus from all the varying regulatory agencies on how to address jurisdictional boundaries for a project that crossed state boundaries and

tribal boundaries. Mr. Johnston also faced and solved the issue concerning who could lawfully stamp cross jurisdictional projects.

Engineering plans for a bridge that spans two state jurisdictions. The plans were done by CA licensed engineers and the plans also had to be approved in AZ. Due to tight budget deadlines, staff identified District engineers and expedited their licensing approval with the AZ authorities and staff met with the licensing commission to explain the urgency and they were successful. He and staff thought outside the box to get this project to bid; they built a new platform for others to strive. There were so many concurrent major issues that his tenacity and attention to detail in bringing this all together was the critical linchpin for success. 4 This project is scheduled to be finished in September of 2014.

I-15 La Mesa/Nisqualli Interchange Project, SANBAG: Senior Resident Engineer: The project was comprised of a new interchange with significant local street construction and regional drainage facilities.

Mr. Johnston, as the Construction Manager, reviewed the 95% design within the first week of assignment to the project. He recognized the project was staged to build the bridge as one of the last stages of work and if this work could concurrent with all other improvements the work duration could be reduced by 6 months. In order to facilitate local traffic circulation, Mr. Johnston was able to devise local detours within the active work zone that allowed room for bridge foundations and abutments and allowing for local traffic to not be impeded. Mr. Johnston was able to persuade the designer, SANBAG, the City of Victorville and Caltrans of the new staging. Caltrans involvement was to agree to a full directional freeway closure for 1 night in each direction to accelerate work.

I-215 Widening, RCTC: Resident Engineer: This project comprised of bridge widening and freeway widening in the median and rehabilitation of existing pavement.

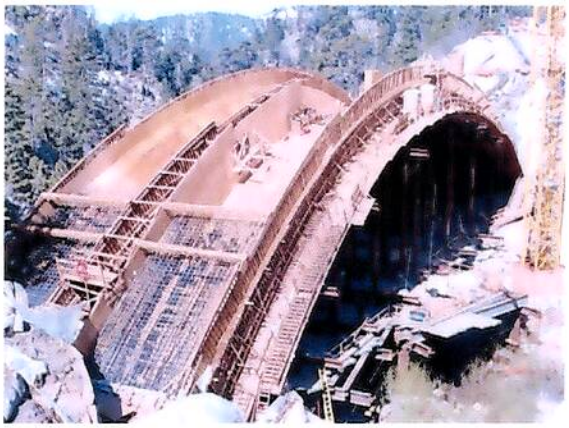
Mr. Johnston provided a constructability review at 95 % design stage that suggested reversing the designers staging to reduce over 12 miles of temporary K-Rail placement and also 4 months of construction time. The original design utilized K-Rail extensively and temporarily eliminated shoulders for the entire length of the project. Mr. Johnston's staging concept was able to provide outside shoulders for the entire duration of the project greatly increasing the safety of the project. He was able to successfully persuade the designer, RCTC management and Caltrans Design of the merits of the staging changes.

I-15/I-210 Interchange, Caltrans District 8: Resident Engineer: This project was comprised of 21 Bridges, greater than 40 lane miles of new freeway and large earthwork volumes, major regional drainage facilities and extensive integration with detours involving local jurisdictions.

Mr. Johnston, as the Senior Resident Engineer for the I-15/I-210 (at the time called I-15/SR-30) Interchange, successfully negotiated/partnered with the Contractor and local agencies to devise a 2 mile detour during construction that was not allowed by the local jurisdictions during design. The project required build the project in stages while keeping a main arterial road open within the active work zone. The arterial road would be moved multiple times per the original design. Per his efforts with the contractor and convincing the local jurisdictions of benefits of finishing the project early it allowed early completion of sewer and water facilities. This early completion allowed the local jurisdictions to complete their local developments and free bonding capacity for the jurisdictions. The detours also provided a much safer work zone as active public traffic was able to be moved from the immediate work locations. The detours also reduced the time and cost of construction. This project completed successfully with no claims.

Victoria Avenue Retrofit, Resident Engineer. Full construction engineering and inspection services for the seismic retrofit of Victoria Avenue Bridge. Project involved extensive retrofit of every aspect structure construction. Bryce was the consultant Resident Engineer for this intricate bridge reconstruction. The project required work in environmentally sensitive habitat and in an affluent neighborhood. The bridge is a historic structure built more than 100 year ago. The Center Support structure has settled more than 3' and thus required a retrofit of the existing foundations and complete tear down and reconstruction of the superstructure. It included removal of the bridge deck and railing, spandrel arch walls, portions of spandrel columns and approaches. The arches were retrofitted by casting a reinforced concrete jacket around 30,000 dowels which were utilized to anchor the new jacket, reinforcing the footing by placing additional cast in drilled-hole concrete piles, and then replacing the structure elements above the arches. During construction minor support columns were found to contain no reinforcing and the reinforcing present all other portions of structure were square bar. The original design prepared required cast-in-place historic barrier rail replacement and gas lamps. Bryce was able to convince the City and Contractor to change design to a pre-cast method. Bryce had prior experience with several projects where cast in place was difficult to achieve a clean and exact forming to match the historical existing lines. In addition the project required a temporary pedestrian bridge be constructed for the local school. **This project was awarded APWA, Inland Empire Branch, 2006 Project of the Year; APWA, Southern California Chapter – 2006 Project of the Year – Honorable Mention; and ASCE, Los Angeles Section – 2006 Outstanding Government Civil Engineering Project – Honorable Mention.**

I-40 Emergency Bridge Replacement (12 bridges): Bryce was assigned to deliver this emergency project with days of the emergency declaration. Working closely with Caltrans Structures Bryce requested pre-cast abutment and girder method of construction. Caltrans did allow pre-cast abutments in locations and this was a first for Caltrans. The emergency response was broken into 3 phases (separate contracts); Closure of one roadbed and shoring of the open roadbed, 2) Construction 6 bridges in Eastbound direction, 3) Construction of 6 Westbound Bridges. The entire effort took 15 months from discovery of damaged bridges to complete reopening of Interstate 40.



SR-18 Big Bear Dam Replacement: Bryce was requested by the District Director in 2006 to deliver this legacy project that was not able to be delivered for 3 decades. The project resides within United States Forest Service (USFS) land and also with 3 Historic Districts. The state bridge was secured to the dam. The bridge was rated as one the top priority bridge projects in the State to deliver base on safety inspections and the potential to close the bridge. At the time of his assignment the USFS was not a willing partner in the project and no preferred design alternative could be reached with the USFS. Within one month of assignment Bryce was able to secure USFS's buy-in on a preferred alternative. The complex Environmental Impact Report / Environmental Impact Statement was approved by all Agencies and the project was able to proceed to Design. Bryce participated directly as a lead in design in making design decisions on materials, methods, aesthetics, etc. He also directly participated in Right of Way negotiations in conjunction with Caltrans Right of Way staff with adjoining Land Lease Property Residents. The project was designed allowing for a parallel tressel bridge to access the bridge construction site through USFS lands. The contractor proposed a tower crane operation that would impact different areas of the USFS lands but a lesser amount. Bryce was able to secure USFS and all agencies approval of change of method and footprint impacts. Bryce managed the project to it completion. The project won many awards in the industry for design and construction.