

STATE OF NORTH CAROLINA
DEPARTMENT OF TRANSPORTATION
RALEIGH, N.C.

C202770

CONTRACT AND
CONTRACT BONDS

FOR CONTRACT NO. C202770

WBS 7CR.10681.23, 7CR.20681.23 STATE FUNDED

COUNTY OF ORANGE
THIS IS THE ROADWAY CONTRACT
ROUTE NUMBER NC 57 LENGTH 5.275 MILES
LOCATION NC-57 FROM NORTH OF NC-157 TO PERSON COUNTY LINE AND 1
SECTION OF SECONDARY ROAD.

CONTRACTOR FSC II LLC DBA FRED SMITH COMPANY
ADDRESS P.O. BOX 31768
RALEIGH, NC 27622

BIDS OPENED MAY 17, 2011
CONTRACT EXECUTION JUN 08 2011

FSC II LLC DBA FRED SMITH COMPANY (5072).

Vendor 5 of 6 Vendors for Call Order 007 (Proposal ID C202770).

County: ORANGE
Address: PO Box 31768
Raleigh, NC 27622

Signature Check: This bid has been properly signed by Thomas_T_Johnson_Jr_5072.

Time Bid Received: Tue May 17 13:20:55 2011

Bid Checksum: B6BA9878

Amendment Count: 0 MBE GOAL SET 3.0

Bidding Errors: No bidding errors.

Bid Total: \$1,235,967.00 ✓ MBE GOAL MET 3.1

Bond ID: SNC11723261

Bond was Verified: Yes.

Bond Required Percent: 5.00% WBE GOAL SET 4.0

Minimum Check Amount: \$61,798.35

Bid Security Maximum: \$ WBE GOAL MET 4.0

Bond Agency Name:

Agency Execution Date: 5/10/2011 10:16:56 AM

Surety Name: Western Surety Company

Surety State of Incorporation:

Bond Company:

Bond Type:

Bond Appr Flag:

Bond Affirm:

Bond was Paid by Check: No.

LIST OF MBE PARTICIPANTS

9210 MB AUSTIN TRUCKING, LLC P.O. BOX 606 , CLAYTON, NC 27528	Sub	37,674.45	✓	arm
	TOTAL:	\$37,674.45	✓	arm
		3.05%		

LIST OF WBE PARTICIPANTS

VENDOR NUMBER	DBE NAME ADDRESS	WORK CODE TYPE OF WORK	CERT TYPE	AMOUNT		
2446 WB	HAROLD A. PURYEAR TRUCKING CO. 5844 LEASE LANE , RALEIGH, NC 27617		Sub	49,748.85	✓	arm
			TOTAL:	\$49,748.85	✓	arm
				4.03%		

Miscellaneous Data Info - Contractor Responses:
=====

NON-COLLUSION AND DEBARMENT CERTIFICATION

Explanation of the prospective bidder that is unable to certify to any of the statements in this certification:

Explanation:
NOT ANSWERED
NOT ANSWERED
NOT ANSWERED
NOT ANSWERED

AWARD LIMITS ON MULTIPLE PROJECTS

By answering YES to this statement, the bidder acknowledges that they are using the award limits on multiple projects. No

It is the desire of the Bidder to be awarded contracts, the value of which will not exceed a total of NOT ANSWERED for those projects indicated herein, for which bids will be opened on (MM/DD/YY)

The Award Limits shall apply to the following projects:

Contract Number	County
NOT ANSWERED	
NOT ANSWERED	
NOT ANSWERED	
NOT ANSWERED	
NOT ANSWERED	
NOT ANSWERED	

Bid Bond Data Info - Contractor Responses:
=====

BondID: SNC11723261
Surety Registry Agency: surety2000
Verified?: Yes

NCDOT/berc

Vendor 5072's Load Output for Call 007, Letting L110517, 2011-05-17

Surety Agency Western Surety Company
Bond Execution Date 5/10/2011 10 16.56 AM
Bond Amount. \$61,798.35 (Five Percent of Bid)

State of NC
Dept of Transportation

Date: 04-19-11
Revised:

Contract ID: C202770 Project(s): STATE FUNDED
Letting Date: 05-17-11 Call Order: 007
Bidder: 5072 - FSC II LLC DBA FRED SMITH COMPANY

Line No.	Item Description	Approx. Quantity and Units	Unit Price Dollars Cts	Bid Amount Dollars Ct
Section 0001 ROADWAY ITEMS				
Alt Group				
0001	0000100000-N MOBILIZATIO N	LUMP	LUMP	29,000.00
0002	0106000000-E BORROW EXCAVATION	20.000 CY	60.00000	1,200.00
0003	0255000000-E GENERIC GRADING ITEM INCIDENTAL STONE BASE	189.000 TON	50.00000	9,450.00
0004	1245000000-E SHOULDER RECONSTRUCTION	9.890 SMI	3,200.00000	31,648.00
0005	1297000000-E MILLING ASPHALT PAVEMENT, ***"DEPTH (2")	4,618.000 SY	1.80000	8,312.40
0006	1297000000-E MILLING ASPHALT PAVEMENT, ***"DEPTH (8")	2,905.000 SY	5.55000	16,122.75
0007	1489000000-E ASPHALT CONC BASE COURSE, TYPE B25.0B	7,501.000 TON	39.50000	296,289.50
0008	1519000000-E ASPHALT CONC SURFACE COURSE, TYPE S9.5B	6,778.000 TON	36.50000	247,397.00
0009	1560000000-E ASPHALT BINDER FOR PLANT MIX, GRADE PG 64-22	729.000 TON	590.00000	430,110.00
0010	1775000000-E ASPHALT SURFACE TREATMENT, MATCOAT, #78M STONE	62,152.000 SY	1.75000	108,766.00
0011	4685000000-E THERMOPLAST IC PAVEMENT MARKINGLINES (4", 90 MILS)	52,315.000 LF	0.44000	23,018.60

State of NC
Dept of Transportation

Date: 04-19-11
Revised:

Contract ID: C202770 Project(s): STATE FUNDED
Letting Date: 05-17-11 Call Order: 007
Bidder: 5072 - FSC II LLC DBA FRED SMITH COMPANY

Line No.	Item Description	Approx. Quantity and Units	Unit Price		Bid Amount	
			Dollars	Cts	Dollars	Ct
0012	4686000000-E THERMOPLAST IC PAVEMENT MARKING LINES (4", 120 MILS)	23,853.000 LF	0.55000		13,119.15	
0013	4690000000-E THERMOPLAST IC PAVEMENT MARKING LINES (6", 120 MILS)	196.000 LF	2.00000		392.00	
0014	4810000000-E PAINT PAVEMENT MARKING LINES (4")	12,135.000 LF	0.32000		3,883.20	
0015	4905000000-N SNOWPLOWABLE PAVEMENT MARKERS	376.000 EA	23.40000		8,798.40	
0016	6084000000-E SEEDING & MULCHING	1.800 ACR	3,100.00000		5,580.00	
0017	6110000000-E RESIDENTIAL SEEDING	1.800 ACR	1,600.00000		2,880.00	
Section 0001 Total					1,235,967.00	
Bid Total					1,235,967.00	

NON-COLLUSION AND DEBARMENT CERTIFICATION

The bidder certifies that neither he, nor any official, agent or employee of the bidder has entered into any agreement, participated in any collusion, or otherwise taken any action which is in restraint of free competitive bidding in connection with this bid, and that the bidder intends to do the work with its own bonafide employees or subcontractors and is not bidding for the benefit of another contractor. In addition, submitting this electronic bid constitutes the bidder's certification of Status under penalty of perjury under the laws of the United States and in accordance with the Debarment Certification on file with the Department.

By submitting this bid, the bidder certifies to the best of his knowledge and belief that he and his 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; 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 in paragraph b. of this certification; and
- d. Have not within a three-year period preceding this proposal had one or more public transactions (Federal, State or local) terminated for cause or default.

Where the prospective bidder is unable to certify to any of the statements in this certification, the bidder shall submit an explanation in the blanks provided herein. The explanation will not necessarily result in denial of participation in a contract.

Explanation:
NOT ANSWERED
NOT ANSWERED
NOT ANSWERED
NOT ANSWERED

If the prequalified bidder's status changes, he shall immediately submit a new fully executed non-collusion affidavit and debarment certification with an explanation of the change to the Contract Office prior to submitting the bid.

Failure to furnish a certification or an explanation will be grounds for rejection of a bid

AWARD LIMITS ON MULTIPLE PROJECTS

By answering YES to this statement, the bidder acknowledges that they are using the award limits on multiple projects. No

A bidder who desires to bid on more than one project on which bids are to be opened on the same date, and who also desires to avoid receiving an award of more projects than he is equipped to handle, may bid on any number of projects but may limit the total amount of work awarded to him on selected projects by completing the AWARD LIMITS ON MULTIPLE PROJECTS.

The Award Limits on Multiple Projects must be filled in on each project bid for which the Bidder desires protection.

It is the desire of the Bidder to be awarded contracts, the value of which will not exceed a total of NOT ANSWERED for those projects indicated herein, for which bids will be opened on (MM/DD/YY)

The Award Limits shall apply to the following projects:

Contract Number	County
NOT ANSWERED	
NOT ANSWERED	
NOT ANSWERED	
NOT ANSWERED	
NOT ANSWERED	
NOT ANSWERED	

It is agreed that if I am (we are) the low Bidder(s) on indicated projects, the total value of which is more than the above stipulated award limits, the Board of Transportation will award me (us) projects from among those indicated that have a total value not to exceed the award limit and will result in the lowest total bids to the Department of Transportation.

Contract Item Sheets For C202770

Line #	ItemNumber	Sec #	Description	Quantity Unit	Unit Bid Price	Amount Bid
ROADWAY ITEMS						
0001	0000100000-N	800	MOBILIZATION	Lump Sum LS	29,000.00	29,000.00
0002	0106000000-E	230	BORROW EXCAVATION	20 CY	60.00	1,200.00
0003	0255000000-E	SP	GENERIC GRADING ITEM INCIDENTAL STONE BASE	189 TON	50.00	9,450.00
0004	1245000000-E	SP	SHOULDER RECONSTRUCTION	9.89 SMI	3,200.00	31,648.00
0005	1297000000-E	607	MILLING ASPHALT PAVEMENT, **** DEPTH (2")	4,618 SY	1.80	8,312.40
0006	1297000000-E	607	MILLING ASPHALT PAVEMENT, **** DEPTH (8")	2,905 SY	5.55	16,122.75
0007	1489000000-E	610	ASPHALT CONC BASE COURSE, TYPE B25.0B	7,501 TON	39.50	296,289.50
0008	1519000000-E	610	ASPHALT CONC SURFACE COURSE, TYPE S9.5B	6,778 TON	36.50	247,397.00
0009	1560000000-E	620	ASPHALT BINDER FOR PLANT MIX, GRADE PG 64-22	729 TON	590.00	430,110.00
0010	1775000000-E	660	ASPHALT SURFACE TREATMENT, MAT COAT, #78M STONE	62,152 SY	1.75	108,766.00
0011	4685000000-E	1205	THERMOPLASTIC PAVEMENT MARKING LINES (4", 90 MILS)	52,315 LF	0.44	23,018.60
0012	4686000000-E	1205	THERMOPLASTIC PAVEMENT MARKING LINES (4", 120 MILS)	23,853 LF	0.55	13,119.15
0013	4690000000-E	1205	THERMOPLASTIC PAVEMENT MARKING LINES (6", 120 MILS)	196 LF	2.00	392.00
0014	4810000000-E	1205	PAINT PAVEMENT MARKING LINES (4")	12,135 LF	0.32	3,883.20
0015	4905000000-N	1253	SNOWPLOWABLE PAVEMENT MARKERS	376 EA	23.40	8,798.40
0016	6084000000-E	1660	SEEDING & MULCHING	1.8 ACR	3,100.00	5,580.00

Contract Item Sheets For C202770

Line #	ItemNumber	Sec #	Description	Quantity Unit	Unit Bid Price	Amount Bid
0017	6110000000-E	SP	RESIDENTIAL SEEDING	1.8 ACR	1,600.00	2,880.00

TOTAL AMOUNT OF BID FOR ENTIRE PROJECT

\$1,235,967.00

1439/May25/Q173781.49/D46513100000/E17



Contract Number C202770
County ORANGE

Rev 4-19-11

**EXECUTION OF CONTRACT
NON-COLLUSION AFFIDAVIT, DEBARMENT CERTIFICATION AND GIFT BAN CERTIFICATION
LIMITED LIABILITY COMPANY**

The Contractor being duly sworn, solemnly swears (or affirms) that neither he, nor any official, agent or employee has entered into any agreement, participated in any collusion, or otherwise taken any action which is in restraint of free competitive bidding in connection with this contract, and that the Contractor intends to do the work with his own bonafide employees or subcontractors and did not bid for the benefit of another contractor.

By submitting this Execution of Contract, Non-Collusion affidavit and Debarment Certification, the Contractor is certifying his status under penalty of perjury under the laws of the United States in accordance with the Debarment Certification attached, provided that the Debarment Certification also includes any required statements concerning exceptions that are applicable

N.C.G.S. § 133-32 and Executive Order 24 prohibit the offer to, or acceptance by, any State Employee of any gift from anyone with a contract with the State, or from any person seeking to do business with the State. By execution of any response in this procurement, you attest, for your entire organization and its employees or agents, that you are not aware that any such gift has been offered, accepted, or promised by any employees of your organization.

SIGNATURE OF CONTRACTOR

FSC II, LLC DBA FRED SMITH COMPANY

Full Name of Firm

PO BOX 31768, RALEIGH, NC 27622

Address as Prequalified

Signature of ~~Member~~/Manager/Authorized Agent

Thomas T Johnson, Jr.
Individually

THOMAS T JOHNSON, JR.

Print or type Signer's Name

AFFIDAVIT MUST BE NOTARIZED

Subscribed and sworn to before me this the
2 day of June 2011

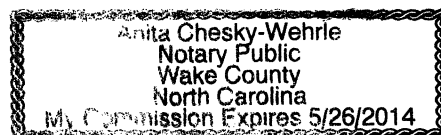
Anita Chesky-Wehrle
Signature of Notary Public

of Wake County

State of North Carolina

My Commission Expires: 5-26-14

NOTARY PUBLIC



DEBARMENT CERTIFICATION OF CONTRACTOR

Conditions for certification:

- 1 The Contractor shall provide immediate written notice to the Department if at any time the Contractor learns that his certification was erroneous when he submitted his debarment certification or explanation that is on file with the Department, or has become erroneous because of changed circumstances.
2. The terms *covered transaction, debarred, suspended, ineligible, lower tier covered transaction, participant, person, primary covered transaction, principal, proposal, and voluntarily excluded*, as used in this provision, have the meanings set out in the Definitions and Coverage sections of the rules implementing Executive Order 12549. A copy of the Federal Rules requiring this certification and detailing the definitions and coverages may be obtained from the Contract Officer of the Department.
3. The Contractor agrees by submitting this form, that he will not knowingly enter into any lower tier covered transaction with a person who is debarred, suspended, declared ineligible, or voluntarily excluded from participation in NCDOT contracts, unless authorized by the Department.
- 4 For Federal Aid projects, the Contractor further agrees that by submitting this form he will include the Federal-Aid Provision titled *Required Contract Provisions Federal-Aid Construction Contract (Form FHWA PR 1273)* provided by the Department, without subsequent modification, in all lower tier covered transactions.
- 5 The Contractor may rely upon a certification of a participant in a lower tier covered transaction that he is not debarred, suspended, ineligible, or voluntarily excluded from the covered transaction, unless he knows that the certification is erroneous. The Contractor may decide the method and frequency by which he will determine the eligibility of his subcontractors.
6. Nothing contained in the foregoing shall be construed to require establishment of a system of records in order to render in good faith the certification required by this provision. The knowledge and information of a participant is not required to exceed that which is normally possessed by a prudent person in the ordinary course of business dealings.
- 7 Except as authorized in paragraph 3 herein, the Department may terminate any contract if the Contractor knowingly enters into a lower tier covered transaction with a person who is suspended, debarred, ineligible, or voluntarily excluded from participation in this transaction, in addition to other remedies available by the Federal Government.

DEBARMENT CERTIFICATION

The Contractor certifies to the best of his knowledge and belief, that he and his 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; 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 in paragraph b. of this certification; and
- d. Have not within a three-year period preceding this proposal had one or more public transactions (Federal, State or local) terminated for cause or default.
- e. If status changes, will submit a revised Debarment Certification immediately

If the Contractor cannot certify that he is not debarred, he shall provide an explanation with this submittal. An explanation will not necessarily result in denial of participation in a contract.

Failure to submit a non-collusion affidavit and debarment certification will result in the Contractor's bid being considered non-responsive.

Check here if an explanation is attached to this certification.

Contract No C202770

County (ies): Orange

**ACCEPTED BY THE
DEPARTMENT OF TRANSPORTATION**

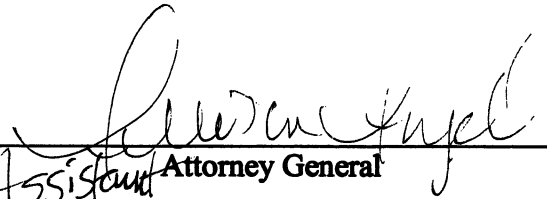


Contract Officer

6/8/11

Date

**Execution of Contract and Bonds
Approved as to Form:**



Assistant Attorney General

Signature Sheet (Bid - Acceptance by Department)

Contract No. C202770
County Orange

Rev 4-19-11

CONTRACT PAYMENT BOND

Date of Payment Bond Execution June 2, 2011

Name of Principal Contractor FSC II, LLC dba Fred Smith Company

Name of Surety: Western Surety Company/Liberty Mutual Insurance Company

Name of Contracting Body: **North Carolina Department of Transportation**
Raleigh, North Carolina

Amount of Bond: \$1,235,967.00

Contract ID No.: C202770

County Name: Orange

KNOW ALL MEN BY THESE PRESENTS, That we, the PRINCIPAL CONTRACTOR (hereafter, PRINCIPAL) and SURETY above named, are held and firmly bound unto the above named Contracting Body, hereinafter called the Contracting Body, in the penal sum of the amount stated above for the payment of which sum well and truly to be made, we bind ourselves, our heirs, executors, administrators, and successors, jointly and severally, firmly by these presents.

THE CONDITION OF THIS OBLIGATION IS SUCH, that whereas the principal entered into a certain contract with the Contracting Body, numbered as shown above and hereto attached:

NOW THEREFORE, if the principal shall promptly make payment to all persons supplying labor and material in the prosecution of the work provided for in said contract, and any and all duly authorized modifications of said contract that may hereafter be made, notice of which modifications to the surety being hereby waived, then this obligation to be void; otherwise to remain in full force and virtue.

IN WITNESS WHEREOF, the above-bound parties have executed this instrument under their several seals on the date indicated above, the name and corporate seal of each corporate party being hereto affixed and these presents duly signed by its undersigned representative, pursuant to authority of its governing body

Contract No. C202770
County Orange

Rev 4-19-11

CONTRACT PAYMENT BOND

Affix Seal of Surety Company

Western Surety Company/Liberty Mutual Ins Company


Print or type Surety Company Name

By Renee Ellis

Print, stamp or type name of Attorney-in-Fact



Signature of Attorney-in-Fact



Signature of Witness

Billie Jo Sanders

Print or type Signer's name

P.O. Box 230789, Montgomery, AL 36123

Address of Attorney-in-Fact

Contract No.
County

C202770

Orange

Rev 2-1-10

CONTRACT PAYMENT BOND

LIMITED LIABILITY COMPANY

SIGNATURE OF CONTRACTOR (Principal)

Name of Contractor

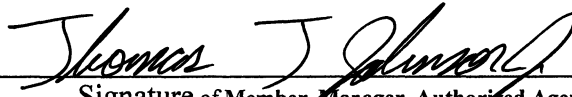
FSC II, LLC dba Fred Smith Company

Full name of Firm

P.O. Box 31768, Raleigh, NC 27622

Address as prequalified

By



Signature of ~~Member~~ Manager, Authorized Agent
Select appropriate title

THOMAS T. JOHNSON, JR.

Print or type Signer's name

Western Surety Company

POWER OF ATTORNEY APPOINTING INDIVIDUAL ATTORNEY-IN-FACT

Know All Men By These Presents, That WESTERN SURETY COMPANY, a South Dakota corporation, is a duly organized and existing corporation having its principal office in the City of Sioux Falls, and State of South Dakota, and that it does by virtue of the signature and seal herein affixed hereby make, constitute and appoint

Thomas J. Gentile, Billie Jo Sanders, Renee Ellis, Paul B Scott Jr., David J Durden, Individually

of Montgomery, AL, its true and lawful Attorney(s)-in-Fact with full power and authority hereby conferred to sign, seal and execute for and on its behalf bonds, undertakings and other obligatory instruments of similar nature

- In Unlimited Amounts -

and to bind it thereby as fully and to the same extent as if such instruments were signed by a duly authorized officer of the corporation and all the acts of said Attorney, pursuant to the authority hereby given, are hereby ratified and confirmed.

This Power of Attorney is made and executed pursuant to and by authority of the By-Law printed on the reverse hereof, duly adopted, as indicated, by the shareholders of the corporation.

In Witness Whereof, WESTERN SURETY COMPANY has caused these presents to be signed by its Senior Vice President and its corporate seal to be hereto affixed on this 5th day of May, 2011.



WESTERN SURETY COMPANY

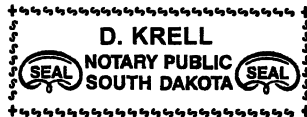
Paul T. Bruflat, Senior Vice President

State of South Dakota }
County of Minnehaha } ss

On this 5th day of May, 2011, before me personally came Paul T. Bruflat, to me known, who, being by me duly sworn, did depose and say: that he resides in the City of Sioux Falls, State of South Dakota; that he is the Senior Vice President of WESTERN SURETY COMPANY described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to the said instrument is such corporate seal; that it was so affixed pursuant to authority given by the Board of Directors of said corporation and that he signed his name thereto pursuant to like authority, and acknowledges same to be the act and deed of said corporation.

My commission expires

November 30, 2012



D. Krell, Notary Public

CERTIFICATE

I, L. Nelson, Assistant Secretary of WESTERN SURETY COMPANY do hereby certify that the Power of Attorney hereinabove set forth is still in force, and further certify that the By-Law of the corporation printed on the reverse hereof is still in force. In testimony whereof I have hereunto subscribed my name and affixed the seal of the said corporation this 2nd day of June, 2011



WESTERN SURETY COMPANY

L. Nelson, Assistant Secretary

Authorizing By-Law

ADOPTED BY THE SHAREHOLDERS OF WESTERN SURETY COMPANY

This Power of Attorney is made and executed pursuant to and by authority of the following By-Law duly adopted by the shareholders of the Company

Section 7 All bonds, policies, undertakings, Powers of Attorney, or other obligations of the corporation shall be executed in the corporate name of the Company by the President, Secretary, and Assistant Secretary, Treasurer, or any Vice President, or by such other officers as the Board of Directors may authorize. The President, any Vice President, Secretary, any Assistant Secretary, or the Treasurer may appoint Attorneys in Fact or agents who shall have authority to issue bonds, policies, or undertakings in the name of the Company. The corporate seal is not necessary for the validity of any bonds, policies, undertakings, Powers of Attorney or other obligations of the corporation. The signature of any such officer and the corporate seal may be printed by facsimile.

THIS POWER OF ATTORNEY IS NOT VALID UNLESS IT IS PRINTED ON RED BACKGROUND.

This Power of Attorney limits the acts of those named herein, and they have no authority to bind the Company except in the manner and to the extent herein stated.

LIBERTY MUTUAL INSURANCE COMPANY
BOSTON, MASSACHUSETTS
POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS: That Liberty Mutual Insurance Company (the "Company"), a Massachusetts stock insurance company, pursuant to and by authority of the By-law and Authorization hereinafter set forth, does hereby name, constitute and appoint

THOMAS J. GENTILE, PAUL B. SCOTT, JR., RENEE ELLIS, BILLIE JO SANDERS, DAVID J. DURDEN, ALL OF THE CITY OF MONTGOMERY, STATE OF ALABAMA

, 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 the penal sum not exceeding ONE HUNDRED MILLION AND 00/100 DOLLARS (\$ 100,000,000.00) each, and the execution of such undertakings, bonds, recognizances and other surety obligations, in pursuance of these presents, shall be as binding upon the Company as if they had been duly signed by the president and attested by the secretary of the Company in their own proper persons.

That this power is made and executed pursuant to and by authority of the following By-law and Authorization:

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.

By the following instrument the chairman or the president has authorized the officer or other official named therein to appoint attorneys-in-fact:

Pursuant to Article XIII, Section 5 of the By-Laws, Garnet W. Elliott, Assistant Secretary of Liberty Mutual Insurance Company, is hereby authorized to 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.

That the By-law and the Authorization set forth above are true copies thereof and are now in full force and effect.

IN WITNESS WHEREOF, this Power of Attorney has been subscribed by an authorized officer or official of the Company and the corporate seal of Liberty Mutual Insurance Company has been affixed thereto in Plymouth Meeting, Pennsylvania this 1st day of August, 2006.

LIBERTY MUTUAL INSURANCE COMPANY

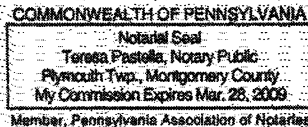


By Garnet W. Elliott, Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA ss
COUNTY OF MONTGOMERY

On this 1st day of August, 2006, before me, a Notary Public, personally came Garnet W. Elliott, to me known, and acknowledged that he is an Assistant Secretary of Liberty Mutual Insurance Company; that he knows the seal of said corporation; and that he executed the above Power of Attorney and affixed the corporate seal of Liberty Mutual Insurance Company thereto with the authority and at the direction of said corporation.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my notarial seal at Plymouth Meeting, Pennsylvania, on the day and year first above written.



By Teresa Pastella, Notary Public

CERTIFICATE

I, the undersigned, Assistant Secretary of Liberty Mutual Insurance Company, do hereby certify that the original power of attorney of which the foregoing is a full, true and correct copy, is in full force and effect on the date of this certificate; and I do further certify that the officer or official who executed the said power of attorney is an Assistant Secretary specially authorized by the chairman or the president to appoint attorneys-in-fact as provided in Article XIII, Section 5 of the By-laws of Liberty Mutual Insurance Company.

This certificate and the above power of attorney may be signed by facsimile or mechanically reproduced signatures under and by authority of the following vote of the board of directors of Liberty Mutual Insurance Company at a meeting duly called and held on the 12th day of March, 1980.

VOTED that the 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.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the corporate seal of the said company, this 2nd day of June, 2011.



By David M. Carey, Assistant Secretary

Not valid for mortgage, note, loan, letter of credit, bank deposit, currency rate, interest rate or residual value guarantees.

To confirm the validity of this Power of Attorney call 1-610-832-8240 between 9:00 am and 4:30 pm EST on any business day.

Contract No. C202770
County Orange

Rev 4-19-11

CONTRACT PERFORMANCE BOND

Date of Performance Bond Execution: June 2, 2011
Name of Principal Contractor: FSC II, LLC dba Fred Smith Company
Name of Surety: Western Surety Company/Liberty Mutual Insurance Company
Name of Contracting Body: **North Carolina Department of Transportation**
Raleigh, North Carolina
Amount of Bond: \$1,235,967.00
Contract ID No.: C202770
County Name: Orange

KNOW ALL MEN BY THESE PRESENTS, That we, the PRINCIPAL CONTRACTOR (hereafter, PRINCIPAL) and SURETY above named, are held and firmly bound unto the above named Contracting Body, hereinafter called the Contracting Body, in the penal sum of the amount stated above for the payment of which sum well and truly to be made, we bind ourselves, our heirs, executors, administrators, and successors, jointly and severally, firmly by these presents.

THE CONDITION OF THIS OBLIGATION IS SUCH, that whereas the principal entered into a certain contract with the Contracting Body, numbered as shown above and hereto attached:

NOW THEREFORE, if the principal shall well and truly perform and fulfill all the undertakings, covenants, terms, conditions, and agreements of said contract during the original term of said contract and any extensions thereof that may be granted by the Contracting Body, with or without notice to the Surety, and during the life of any guaranty required under the contract, and shall also well and truly perform and fulfill all the undertakings, covenants, terms, conditions, and agreements of any and all duly authorized modifications of said contract that may hereafter be made, notice of which modifications to the surety being hereby waived, then this obligation to be void; otherwise to remain in full force and virtue.

IN WITNESS WHEREOF, the above-bound parties have executed this instrument under their several seals on the date indicated above, the name and corporate seal of each corporate party being hereto affixed and these presents duly signed by its undersigned representative, pursuant to authority of its governing body.

Contract No. C202770
County Orange

Rev 4-19-11

CONTRACT PERFORMANCE BOND

Affix Seal of Surety Company

Western Surety Company/Liberty Mutual Ins Company

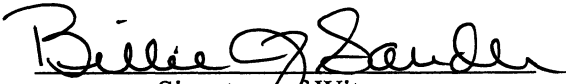
Print or type Surety Company Name

By Renee Ellis

Print, stamp or type name of Attorney-in-Fact



Signature of Attorney-in-Fact



Signature of Witness

Billie Jo Sanders

Print or type Signer's name

P.O. Box 230789, Montgomery, AL 36123

Address of Attorney-in-Fact

Contract No. C202770
County Orange

Rev 10-20-10

CONTRACT PERFORMANCE BOND

LIMITED LIABILITY COMPANY

SIGNATURE OF CONTRACTOR (Principal)

Name of Contractor

FSC II, LLC dba Fred Smith Company

Full name of Firm

P.O. Box 31768, Raleigh, NC 27622

Address as prequalified

By



Signature of ~~Member~~, **Manager**, Authorized Agent

Select appropriate title

THOMAS T. JOHNSON, JR.

Print or type Signer's name

Western Surety Company

POWER OF ATTORNEY APPOINTING INDIVIDUAL ATTORNEY-IN-FACT

Know All Men By These Presents, That WESTERN SURETY COMPANY, a South Dakota corporation, is a duly organized and existing corporation having its principal office in the City of Sioux Falls, and State of South Dakota, and that it does by virtue of the signature and seal herein affixed hereby make, constitute and appoint

Thomas J. Gentile, Billie Jo Sanders, Renee Ellis, Paul B Scott Jr., David J Durden, Individually

of Montgomery, AL, its true and lawful Attorney(s)-in-Fact with full power and authority hereby conferred to sign, seal and execute for and on its behalf bonds, undertakings and other obligatory instruments of similar nature

- In Unlimited Amounts -

and to bind it thereby as fully and to the same extent as if such instruments were signed by a duly authorized officer of the corporation and all the acts of said Attorney, pursuant to the authority hereby given, are hereby ratified and confirmed.

This Power of Attorney is made and executed pursuant to and by authority of the By-Law printed on the reverse hereof, duly adopted, as indicated, by the shareholders of the corporation.

In Witness Whereof, WESTERN SURETY COMPANY has caused these presents to be signed by its Senior Vice President and its corporate seal to be hereto affixed on this 5th day of May, 2011.



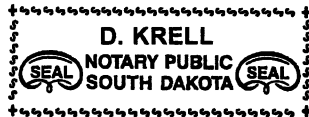
WESTERN SURETY COMPANY

Paul T. Bruflat, Senior Vice President

State of South Dakota }
County of Minnehaha } ss

On this 5th day of May, 2011, before me personally came Paul T. Bruflat, to me known, who, being by me duly sworn, did depose and say: that he resides in the City of Sioux Falls, State of South Dakota; that he is the Senior Vice President of WESTERN SURETY COMPANY described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to the said instrument is such corporate seal; that it was so affixed pursuant to authority given by the Board of Directors of said corporation and that he signed his name thereto pursuant to like authority, and acknowledges same to be the act and deed of said corporation.

My commission expires
November 30, 2012



D. Krell, Notary Public

CERTIFICATE

I, L. Nelson, Assistant Secretary of WESTERN SURETY COMPANY do hereby certify that the Power of Attorney hereinabove set forth is still in force, and further certify that the By-Law of the corporation printed on the reverse hereof is still in force. In testimony whereof I have hereunto subscribed my name and affixed the seal of the said corporation this 2nd day of June, 2011



WESTERN SURETY COMPANY

L. Nelson, Assistant Secretary

Authorizing By-Law

ADOPTED BY THE SHAREHOLDERS OF WESTERN SURETY COMPANY

This Power of Attorney is made and executed pursuant to and by authority of the following By-Law duly adopted by the shareholders of the Company

Section 7 All bonds, policies, undertakings, Powers of Attorney, or other obligations of the corporation shall be executed in the corporate name of the Company by the President, Secretary, and Assistant Secretary, Treasurer, or any Vice President, or by such other officers as the Board of Directors may authorize. The President, any Vice President, Secretary, any Assistant Secretary, or the Treasurer may appoint Attorneys in Fact or agents who shall have authority to issue bonds, policies, or undertakings in the name of the Company. The corporate seal is not necessary for the validity of any bonds, policies, undertakings, Powers of Attorney or other obligations of the corporation. The signature of any such officer and the corporate seal may be printed by facsimile.

THIS POWER OF ATTORNEY IS NOT VALID UNLESS IT IS PRINTED ON RED BACKGROUND.

This Power of Attorney limits the acts of those named herein, and they have no authority to bind the Company except in the manner and to the extent herein stated.

LIBERTY MUTUAL INSURANCE COMPANY
BOSTON, MASSACHUSETTS
POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS: That Liberty Mutual Insurance Company (the "Company"), a Massachusetts stock insurance company, pursuant to and by authority of the By-law and Authorization hereinafter set forth, does hereby name, constitute and appoint

THOMAS J. GENTILE, PAUL B. SCOTT, JR., RENEE ELLIS, BILLIE JO SANDERS, DAVID J. DURDEN, ALL OF THE CITY OF MONTGOMERY, STATE OF ALABAMA

, 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 the penal sum not exceeding ONE HUNDRED MILLION AND 00/100 DOLLARS (\$ 100,000,000.00) each, and the execution of such undertakings, bonds, recognizances and other surety obligations, in pursuance of these presents, shall be as binding upon the Company as if they had been duly signed by the president and attested by the secretary of the Company in their own proper persons.

That this power is made and executed pursuant to and by authority of the following By-law and Authorization:

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.

By the following instrument the chairman or the president has authorized the officer or other official named therein to appoint attorneys-in-fact:

Pursuant to Article XIII, Section 5 of the By-Laws, Garnet W. Elliott, Assistant Secretary of Liberty Mutual Insurance Company, is hereby authorized to 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.

That the By-law and the Authorization set forth above are true copies thereof and are now in full force and effect.

IN WITNESS WHEREOF, this Power of Attorney has been subscribed by an authorized officer or official of the Company and the corporate seal of Liberty Mutual Insurance Company has been affixed thereto in Plymouth Meeting, Pennsylvania this 1st day of August, 2006.

LIBERTY MUTUAL INSURANCE COMPANY

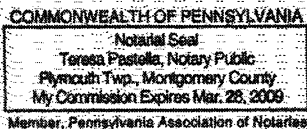
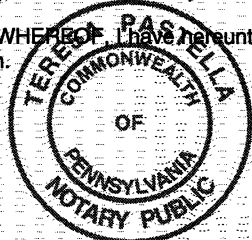
By Garnet W. Elliott, Assistant Secretary



COMMONWEALTH OF PENNSYLVANIA ss
COUNTY OF MONTGOMERY

On this 1st day of August, 2006, before me, a Notary Public, personally came Garnet W. Elliott, to me known, and acknowledged that he is an Assistant Secretary of Liberty Mutual Insurance Company; that he knows the seal of said corporation; and that he executed the above Power of Attorney and affixed the corporate seal of Liberty Mutual Insurance Company thereto with the authority and at the direction of said corporation.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my notarial seal at Plymouth Meeting, Pennsylvania, on the day and year first above written.



By Teresa Pastella, Notary Public

CERTIFICATE

I, the undersigned, Assistant Secretary of Liberty Mutual Insurance Company, do hereby certify that the original power of attorney of which the foregoing is a full, true and correct copy, is in full force and effect on the date of this certificate; and I do further certify that the officer or official who executed the said power of attorney is an Assistant Secretary specially authorized by the chairman or the president to appoint attorneys-in-fact as provided in Article XIII, Section 5 of the By-laws of Liberty Mutual Insurance Company.

This certificate and the above power of attorney may be signed by facsimile or mechanically reproduced signatures under and by authority of the following vote of the board of directors of Liberty Mutual Insurance Company at a meeting duly called and held on the 12th day of March, 1980.

VOTED that the 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.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the corporate seal of the said company, this 2nd day of June, 2011.



By David M. Carey, Assistant Secretary

Not valid for mortgage, note, loan, letter of credit, bank deposit, currency rate, interest rate or residual value guarantees.

To confirm the validity of this Power of Attorney call 1-610-832-8240 between 9:00 am and 4:30 pm EST on any business day.