



Oldcastle® Materials Southwest Division

DELIVER LOCALLY, EVERYWHERE

TEXAS CONCRETE PUTS A NEW FACE ON AUSTIN BERGSTROM AIRPORT

IN THIS ISSUE

KICK-OFF 2015 DIVISION MEETING

AUSTIN, TX

AWARE SYSTEM

TEXAS CHOSEN FOR PILOT PROGRAM ON NEW ROAD SAFETY SYSTEM

FAMILY OF FAMILIES

MATHEWS CONSTRUCTION IN JASPER, TX IS A FAMILY BUSINESS

BUSINESS *REVIEW*

JUNE 2015
EDITION

ON THE COVER

Wheeler crew overlays a section of SH14 in Limestone County.

SPECIAL THANKS TO

Maria Johnson - *Wheeler Companies*

Zandra McCoy - *Texas Bitulithic*

Heather Askew - *Oldcastle Inc.*

Curtis Eckhoff - *Texas Bitulithic*

Ken Dalton - *Wheeler Companies*

Rich Bythewood - *Southwest Division*

Cassandra Nunley - *Baylor University*

Gregg Eggert - *Southwest Division*

Wayne Vossinkle - *Texas Concrete*

Mathews Construction

Hole in the Roof Marketing

Nate Cornelius, Andrew Schumaker, Britt Knighton

SOUTHWEST DIVISION LEADERSHIP TEAM



Nathan Creech
PRESIDENT
Southwest Division



Rich Bythewood
DIVISION CONTROLLER
Southwest Division



David Young
EQUIPMENT MANAGER
Southwest Division



Gregg Eggert
HR DIRECTOR
Southwest Division



Ken Dalton
SAFETY MANAGER
SW Division/Wheeler



Brian Watson
CFO
Southwest Division



Joe Naivar
PRESIDENT
Wheeler Companies



Kal Kincaid
PRESIDENT
Trotti & Thomson



Stephen Koonce
PRESIDENT
Texas Bitulithic



Ryan Lindsey
GOVERNMENT AFFAIRS
Southwest Division

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Willie Moffett
TEXAS BITULITHIC



SOUTHWEST DIVISION

ONE DIVISION



APAC Texas, Inc. is the overall company that each of the three businesses in Texas operate within. It is also the main entity under which we bid public infrastructure projects.

TEXAS BITULITHIC

Texas Bitulithic is an asphalt paving and construction company located in Dallas, Texas servicing North Texas from the Dallas, Fort Worth Metroplex, East to Tyler, Texas.



The Wheeler Companies are a vertically integrated aggregates, asphalt, ready-mix concrete, paving and construction company headquartered in Round Rock, Texas with operations along the I-35 corridor servicing Hillsboro to San Antonio.



TROTTI & THOMSON

Trotti & Thomson is an asphalt paving, construction and bridge building contractor located in Beaumont, Texas; servicing all of Southeast Texas from the golden triangle North to Jasper.



The 2015 season is usually well underway at this time of year. We generally start to experience our 100 degree days and are busy working in all lines of business. Unfortunately, El Nino has arrived this year, and is negatively impacting our weather and our ability to work. El Nino occurs when trade winds over the Pacific Ocean slow down and the waters off the western coast of South America warm resulting in disruptive weather patterns around the world. Specifically for us, we experience severe rain events and flooding. El Nino happens every 5 to 7 years, and officially arrived in March of this year. El Nino can last from 3 to eighteen months but has its biggest impact on the spring and the fall. Meteorologists are currently predicting an 80% chance that it lasts through the remainder of the year and has the potential to be the strongest El Nino on record.

The impact to Texas has been severe rain and flooding. In the counties we operate we are experiencing rainfall that is on average 160% of last year with some counties exceeding over 2.5 times the amount of rain last year. Many of the lakes and reservoirs in the north have gone from being well below full to overflowing. In addition, the frequency of rain events is far more regular. In other words, not only is it raining more often, but when it does rain it does so with considerably more volume. As a result, our jobs are staying wet longer and we have less time to work between rain events. The impact to our asphalt volume is the most severe, but all lines of business are feeling the impact.

Although the rain is giving us a challenging first 5 months, our backlogs are at record levels and the hard work of improving our businesses operations continues. As a result, when we are able to work we need to be as productive as possible in order to hit our performance targets for the year. The targets are still within reach, but it will take all of us collectively working together to pull it off in 2015.

In this issue of the magazine we have a broad coverage of jobs, employee and company profiles, in depth articles on the actions of our PAC, financial results and the new AWARE safety system.

During our kick off meeting early this year we rolled out our 4 focus areas moving forward that will drive the actions of our business. They include: Building Better Businesses, Focused Growth, Talent Management, and One Division. In this issue we touch on these and what we are doing under each topic. I encourage you to read through this issue and talk with your teams, supervisors and company leadership on what it means to you and how what you do matters to reaching our collective goals.

Remember the majority of our work happens in the second half of the year. I realize there is a general level of frustration with the weather impacts, which is understandable, but we must stay focused, work hard when we can, and continue to look out for the safety of one another. If we all do that, I'm confident that together, we will still post a record year in safety and performance.

SAFETY NEWS

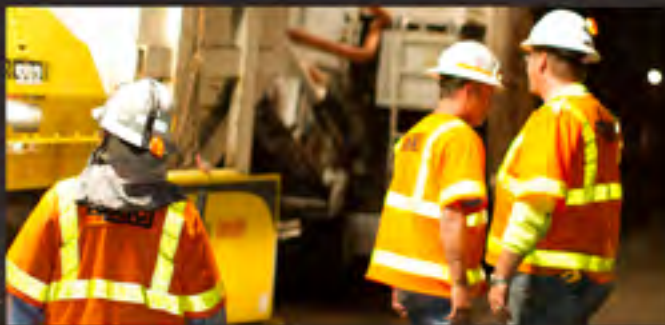
with Ken Dalton



MAKE SAFETY OUR FAMILY BUSINESS

Each year thousands of people are injured or killed in work zone intrusions across America. As the country's largest integrated asphalt paving company we are keenly aware of the impact and risks work zone intrusion have on our people. At Oldcastle, we are committed to do our part to mitigate risk, by providing our employees with the best training and technology available. Over the last 2 years, we have developed an advanced warning and risk evasion technology we call AWARE. We are entering our third phase of development and plan to outfit our paving equipment and crews in Texas with the technology in the coming months. We are also working with the Texas Transportation Institute (TTI) at Texas A&M University to review and validate the efficacy of the technology and the potential impact on the traveling public.

The AWARE system was developed by our technology partner Artis, LLC. Artis has been developing Active Protection Systems since 2004. Their best known system is the Iron Curtain APS, which was developed for the US government. Iron Curtain is a suite of sensors, both radar and optical, that are designed to detect incoming "threats" such as rocket-propelled grenades. Radar constantly scans the perimeter of the vehicle; when a projectile is detected, the optical sensor activate and determines exactly where, and how fast the threat is moving. This technology can also determine what type of RPG that is threatening the vehicle, and selects an aim point that is most effective in de-fusing the incoming threat. Finally, an explosive countermeasure is launched, striking the aim point, rendering the RPG useless.



Armando Valenzuela
WHEELER COMPANIES

In 2012, amidst a tragic work zone death, Chad Green of Artis LLC shared with his brother, Mark Green of Oldcastle Building Envelope, about the life saving technology. This posed the question, could Artis' work for soldiers on battle fields, also protect Oldcastle workers at home? Preliminary discussions between Artis and Oldcastle began.

A feasibility test determined that Artis could indeed develop a system to detect Work Zone Intrusions; a system that would have the capability of alerting the workers, as well as alerting a driver before a collision takes place. Artis would adapt their Iron Curtain Technology to produce the desired results. AWARE – Advance Warning and Risk Evasion was born.

While the AWARE system does not require any explosive countermeasures, the sensing algorithms are very similar. Many of the advanced technologies developed to save the lives of soldiers were leveraged to protect the lives of highway maintenance crews, and construction workers. The system has the potential to detect collisions before they happen and give both the driver and threatened personnel time to react.

The AWARE System combines three different technologies: advanced RADAR with integrated inertial measurement unit and optical sensors called "The Raven Sensor", as well as, small personnel tracking devices called "Worktrax." These smart sensors work in conjunction with the Raven, so that they alert workers in danger, while minimizing false alarms. Lastly, a threat deterrent may be used to warn the driver with enough time to take evasive maneuvers and avoid the collision all together.

AWARE

There are many potential threat deterrents, such as strobe lights, sirens, horns, and even directed acoustic loud-speakers. The threat deterrent is an optional part of the AWARE system and can be selected as appropriate for each particular application.

Worktrax devices are given to personnel and provide a 360 degree view of their surroundings. If a threat is detected by the Raven, it broadcasts a warning to all devices within its reach (approx 560 ft), including the path of the oncoming vehicle. Since each Worktrax includes its own high-precision GPS, it can determine if it is operating in the threatened path and warn appropriate personnel. The goal is to avoid desensitizing the user and minimized false alarms so that when it alarms, the worker can be sure he or she needs to move to safety.

In October 2013, an initial prototype of the AWARE Raven sensor was built for use in research conducted by MoDOT and the University of Missouri on a striping convoy. While many of the advanced sensing algorithms had not yet been implemented, the system was effective in demonstrating that safety could be increased by automatically triggering a visual and acoustic alert. With a striping convoy only moving 10 miles per hour, it is very vulnerable to getting struck by distracted drivers and the like.

The last vehicle was equipped with the Raven and LRAD acoustic alert system. When vehicles did not merge out of the lane of the convoy, the acoustic alert and visual strobe lights were triggered to garner a driver's attention.

In January 2015, Texas was chosen to pilot the AWARE system. Many modifications were made to the Raven, Worktrax, deterrent system and lights. Texas is now partnering with The University of Texas A&M (TTI Group) to conduct a third party study of the effectiveness of the system, as well ways to improve the system performance. Beginning in May 2015, the AWARE system will be installed on two paving crews in Austin Texas. This summer, we plan on providing TXDOT Officials with a Demonstration of the system. By July- August 2015, we will begin installation on all Texas paving crews.

This is an exciting project and one that has the potential to make a dramatic impact on the safety of our teams in the field. We are committed to innovation and to ensuring all our people get home each day. Safety is our family business and the AWARE system takes us one step closer to zero incidents. Celebrate with our division as we employee these game-changing technologies to keep our people safe and our company thriving.

Safety is our family business and the AWARE system takes us one step closer to zero incidents.

Southwest Division Safety Stats

*Numbers through April 2015

Recordable Injuries	4	Preventable Fleet Accidents	1	Yellow Iron Incidents	3
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SOUTHWEST DIVISION KICK-OFF

Austin, TX 2015

In Mid February, leaders and key personnel from across the Southwest Division and the corporate office in Atlanta met in Austin for the inaugural Southwest Division Kickoff. The two day event was broken into strategic sections highlighting the successful 2014 year, safety standards and accomplishments, Division and corporate wide awards, presentation of the "journey of purpose" film, and a look at the road forward into 2015.

"The goal was to show who we are, where we have been, and where we are going as a company. The participation was excellent; I believe the Kickoff event offered us an opportunity for all our teams to get on the same page," said Southwest Division president Nathan Creech.

***ACTION WITHOUT VISION IS ONLY
PASSING TIME. VISION WITH OUT
ACTION IS DAY DREAMING. BUT VISION
WITH ACTION CAN CHANGE THE WORLD.***

– NELSON MANDELA

On day one we focused on where we have been and how we proved what is really possible for our division. The morning consisted reviewing our accomplishments from 2014. This was highlighted mainly by the discussing the amazing year for safety, growth, profits, and industry wide awards. For example, All three companies won safety excellence awards and all three companies won a single, double, or 5 eagle safety award showing Oldcastle southwest division continues to be a safer place to work.

2014 also saw unprecedented growth for our division. The acquisition of the Capitol aggregates quarry in Marble Falls, the launch of Oldcastle Pavement Solutions in North Texas, and our first steps toward entering the San Antonio & Houston markets. While the numbers are impressive for 2014, nothing could have happened without our amazing teams. We only added 24 employees across the division despite adding over 80 people from acquisitions and business start-ups. There were 31 promotions throughout the division and numerous industry and Oldcastle wide awards. (see next page for list of awards)

On day 2, we dove into where we are going as a division around four new themes consistent throughout Oldcastle and our parent company CRH. The 4 themes are: building better businesses, focused growth, talent management, and unleashing the potential of ONE.

BUILDING BETTER BUSINESSES:

- Improving our employee engagement to drive safety performance. Its important everyone takes an active role in safety and that we look out for each other. Be our brother's keeper and make safety not just a work requirement but a 24 hour a day practice.
- providing a safer work zone: rolling out the new AWARE system division wide in 2015
- Improve our plant uptime and throughput performance
- Drive greater collaboration across all three companies.



- Focus on the fundamentals: deliver great products and services through highly efficient production with open and honest communication.
- Improve our competitive position by capturing the Prop1 Funding and deliver on our strategic capex project \$16.7M
- Improve the customer experience. We need to focus on making it easy to do business with us.

FOCUSED GROWTH:

- Continue to grow to support our aggregate operations with acquisition of downstream businesses in distribution, ready mix concrete, asphalt and contracting

RIGHT PEOPLE, PLACE, TIME:

- Work to discover the wants, needs, and goals of our employees.
- Keep improving our frontline leadership training program
- Not just programs and courses, but developing skills through experience.
- Be prepared to give people opportunities to grow wither with new roles or to be the best they can be in their current role.
- Become a great place to work

UNLEASHING THE POTENTIAL OF 1:

- Improve our collaboration across the groups, companies and division.
- Leverage where we can be the same to create value where we are different.
- Reduce layers and unnecessary bureaucracy
- Innovate, be entrepreneurial
- Be good stewards of our brands and increase our community activities

The event ended with a challenge to make 2015 another year of record performance in safety and financial performance. Overall, the kick-off event was well received with positive feedback form all participants. The challenge becomes in turning the topics discussed into actions and eventually results we can all see.

OLDCASTLE AWARDS

OUTSTANDING COMMUNITY
AMBASSADOR

**MICHELLE
ACKERMAN**

**SAFETY
AWARD**

**CURTIS
ECKHOFF**

SAFETY AWARDS

TEXAS BITULITHIC

TYLER
TRANSPORTATION DEPT

TROTTI & THOMSON
TODD WEST

WHEELER
RON HOLDER

OUTSTANDING PERFORMANCE

TEXAS
BITULITHIC

WHEELER

T&T

PLANT PERFORMANCE
MARK SMITH

CHANGING CULTURE
KEN DALTON

TWC MANAGEMENT
JESSICA ALDRICH

CONSTRUCTION PERFORMANCE
TJ BROWN

MAXIMIZING PERFORMANCE
BRETT BALLARD

MAXIMIZING
CONSTRUCTION BONUS
JONATHAN MURPHY

DELIVERY IMPROVEMENT
JOSH CLAIRFIELD

ROADWAY QC INNOVATION
ROBERT GAYLORD

INCREASED USE OF RECYCLE
TIM SAENZ



Brett Ballard Accepting Award for Outstanding Achievement

FINANCIAL NEWS

with Rich Bythewood



YTD RESULTS & OUTLOOK FOR 2015

Given our performance going into 2015 and the work we had in backlog, we were hoping to be celebrating a terrific year to date by May of this year. Unfortunately, The Southwest Division earned less profit than planned for May due to record-setting heavy rainfall and widespread flooding throughout the state. The beginning of El Niño which has created a steady flow of wet air from the Gulf of Mexico and an unstable upper atmosphere are responsible for record rainfall. The impact of rain in May continues a trend of a very wet and cold start to the first 5 months of 2015. As a result, our profits for the year are 58% behind budget and 20% behind last year. This has created a very short season for us to catch up and complete our scheduled work for 2015.

A bright spot is that our backlogs have grown to record levels due to weather delays and more importantly a growing Texas economy.

At the end of May, our backlog was 35% higher than this time last year. Another positive area is our pricing and margin have improved in aggregates and ready-mix, and margin from construction jobs continues to trend ahead of both budget and prior year. The passage of The Texas Transportation Funding Amendment Prop 1 last November is projected to provide approximately \$1.2 billion per year for the State Highway Fund to assist in the completion of transportation construction, maintenance, and rehabilitation projects throughout the state. This will provide further opportunities for our construction teams across the state to secure additional work and further bolster our backlogs. All of which means the work is there for our plants and crews and we need to ensure we are as productive as possible so we can regain our lost volumes from the first 5 months.

We continue to invest in our business both in terms of new mobile equipment but also improving the performance of our plants and expanding our footprint. We are in the process of investing \$38M for 2015 and many of these projects will lead to further profit improvement this year and beyond. We have also completed the acquisition of the Caldwell Texas rail distribution terminal from State Development Corporation. The Caldwell rail terminal enhances our aggregate distribution network in central Texas for our Marble Falls quarry.

35%

HIGHER BACKLOG IN 2015

This unprecedented capital allocation reflects the confidence that Oldcastle Materials and CRH senior management have in the Southwest Division to provide above-average returns and to continue to grow our business. To that point, we must ensure that our capital projects finish on time, within budget, and generate appropriate returns to warrant sufficient future investment within our division.

Despite the slow start we are still poised to have a great year if we can work together to outperform budget and prior year for the remainder of the year. I know each of you will remain focused on your respective roles and will continue to do your part to help the Southwest Division remain a top performer for 2015. As always, thanks for your many efforts and be safe!

\$38M
2015 CAPEX

**WHEELER ACQUIRES
CALDWELL TEXAS
RAIL TERMINAL**

GOVERNMENT AFFAIRS

with Ryan Lindsey



RYAN LINDSEY
GOVERNMENT AFFAIRS
SOUTHWEST DIVISION

ENGAGE. EDUCATE. IMPACT.



Sine Die!

Sine die (from the Latin "without day") means to adjourn without appointing a day on which to appear or assemble again. On June 1, 2015 chants of "sine die!" could be heard up and down the hallways of the Texas Capitol; after 140 days, the 84th session of the Texas legislature had come to an end.

This session saw a near record 6,276 bills filed concerning a broad range of subjects. Uber ride regulations to tax reform, to open carry to permits regarding hair braiding, members of the 84th session seemingly covered it all. After the dust settled, 1,322 bills passed and hit Governor Abbott's desk. One of those bills was the highly anticipated highway funding measure, SJR 5.

Riding a wave of momentum from a landslide Prop 1 vote last November, combined with an edict from new Governor Abbott to fund roads, members of the legislature were able to produce the next step toward a highway funding solution with a near unanimous vote. SJR 5 calls for constitutionally dedicated funds to be transferred from general sales tax revenue on an annual basis. When total sales tax receipts reach \$28B, \$2.5B will be transferred to the highway fund. As an added measure, starting in 2020, SJR 5 will add 35% of the state motor vehicle sales tax revenue that exceeds \$5B to the highway fund, an estimated \$400M annually. Similar to Prop 1, voters will be required to approve SJR 5 this November. If approved, funds from SJR 5 will be available to TxDOT starting in September of 2017.

Although the largest, SJR 5 wasn't the only piece of funding legislation approved this session. Members of the legislature also voted to end a long history of diverting money from the highway fund to the Department of Public Safety. Ending the DPS diversion will result in \$700M additional funds available to TxDOT in the upcoming budget year, which begins in September of 2015.

These efforts, combined with Prop 1 from last November, could result in \$4.8B annually for highways in Texas, the single largest transportation funding effort in the history of any state.

It is now time to turn our efforts toward ensuring approval and passage of SJR 5 in November. ...stay tuned.

\$4.8B ANNUALLY FOR TEXAS HIGHWAYS



Southwest Division Reps Meet with Congressman Paul Ryan

(L to R) Wheeler President, Joe Naivar, Trotti President Kal Kincaid, and Division Equipment Manager, David Young

DID YOU KNOW?

Texas remains one of a handful of states that continue to operate under a bi-annual system, with legislators meeting for 140 days, every odd year. "Many people might think it would be a better idea for us to meet for two days every 140 years", joked State Representative Bryan Hughes (Mineola). On a more serious note, he added "under our system, we operate in a small window, we pass a budget and pass laws to keep Texas moving, then we go back home and live under the laws that we created... what a great system."

VOLUNTEER LEGISLATURE

The 26 million residents of Texas are represented by 150 members in the House, and 31 members in the Senate. Each member of the Legislature receives a monthly salary of \$600, and a per diem of \$190 for each day the Legislature is in session; because their per diem money is most often used to off-set living expenses during session, the Texas Legislature is often referred to as a "volunteer legislature" based on the \$7200 in annual salary.



ENGAGE. EDUCATE. IMPACT.

ENGAGEMENT SCOREBOARD

PAC Membership by Company

167 MEMBERS • \$80,000 ANNUALLY

TEXAS BITULITHIC 35 Members • 15%

T&T 17 Members • 8%

WHEELER 107 Members • 17%

Oldcastle Materials Southwest Division 8 Members • 80%



A Great Place to Work

Most of us spend more of our waking hours at work than any other place. As a result we want to ensure that you look forward to coming to work because it is a great place to work. It's something that is easy to say but hard to actually achieve. Even though Southwest division leadership has made this objective a top priority, success will only be achieved via buy-in and participation from all team members.

The core stakeholders of our vision are defined in our Texas 2020 plan. Our Employees, Customers, Shareholders, and Community, each represent individual and yet interrelated keys to the success of our business, and to the realization of our Texas 2020 objectives.

Employees represent our first area of focus. Our employees are not only the key to making our business successful in the near-term, but also hold the key to our long-term success and ability to see our Texas 2020 plan come to fruition. In order to expect success, we must commit to the following:

- Maintaining a safe and healthy workforce – Culture of Zero Incidents
- Attracting, developing and retaining employees at all levels
- Promoting transparent two-way communication and engagement of employees
- Providing opportunities for people to reach their goals.
- Creating a Culture of Trust
- Maintaining the can-do entrepreneurial culture

In order to make all of this work, we need to know how you feel about Oldcastle. As promised, we have been rolling out an employee survey to get your input.

What do employees think? - An employee satisfaction survey.

We have partnered with the University of Texas to conduct confidential surveys across the Southwest Division. Surveys will focus on work satisfaction, organizational culture, and overall work experiences within OMG. Many of you have already completed these surveys; thank you for taking time to complete and offer your feedback. Representatives at The University of Texas will analyze the results, helping us generate ideas and solutions for enhancing work experience and productivity.

Everyone will get a chance to provide feedback

Surveys will be administered across the Southwest Division at all levels in all departments. The team from UT will use common survey practices by surveying random samples from each area of our division. If you are not selected as part of the random sample, we still want to hear from you, and will provide additional opportunities for you to provide feedback. To provide feedback you can reach out to Professor Caroline Bartel at 512-785-1482 or by email at Caroline.Bartel@mcombs.utexas.edu.

Confidential Surveys

The entire process will be confidential, conducted using electronic surveys and on-site interviews. Survey results will be sent directly to representatives at the University of Texas, and once compiled, will be passed along to Oldcastle Southwest Division leadership. These results will be analyzed and used to make improvements across our entire division.

Survey Process

We began the survey process earlier this spring. Employees from the University of Texas will continue traveling directly to work sites to administer on-site, bi-lingual surveys.

Even though the survey team will exercise their best efforts to accommodate everyone's schedule, causing the least amount of interruption possible, there will undoubtedly be some inconvenience. Please keep in mind, these survey results are a key component to addressing the needs of our employee teams. The fifteen minutes in the short-term, will pay dividends for all of us long-term.

Survey Results

Our goal is to have all surveys completed by June 2015.

After a strong 2014, we look to 2015 and beyond with great anticipation and excitement. Thanks in advance for your participation in this process. Your serious contemplation and honest feedback is vital, not only to the success of this project, but also to our continued quest of making Oldcastle a great place to work.



Joe Taylor
OLDCASTLE MATERIALS TEXAS

FAMILY OF FAMILIES

by Britt Knighton



Larry and Ace Mathews

Oldcastle has a 40 yr history of acquiring family businesses and its still who we are today. A company whose employees look after each other like a family member. If we worked with our brothers and sisters or daughters and sons every day, would it not change our expectations for safety and our expectation of our corporate culture? That's why we consider it Oldcastle's moral obligation to make sure our family comes home to their families at the end of each day. We are optimistic about the future of our family.

“IT ALL STARTED WITH OUR DAD IN 1946. HE USED TO UNLOAD RAILCARS BY HAND.”

Mathews Construction

Brothers Ace and Larry Mathews check on a paving crew outside of Jasper, Texas. Mathews Construction is resurfacing a section of a state highway for TXDOT. Ace is on his cell phone with the office, checking on plant production numbers for the day. Meanwhile, Larry walks around checking on the flaggers and ensuring safety is up to par. Overseeing a crew seal coating, paving, and striping is 2nd nature to the 2nd generation owners of Mathews construction.

“It all started with our Dad in 1946. He used to unload railcars by hand. He had a great reputation here in town. Then in 1973 we purchased our first little plant that only ran 35 tons an hour.”

It was humble beginnings that taught the Mathews brothers the value of hard work.

“We would start at sun-up and help Dad until we went to school and then after class go out and work till sundown. It was hard work, but our Dad taught us that anything worth doing is worth doing right.”

As the company grew, so did their reputation in Southeast Texas. In 1993 Mathews Construction began paving and seal coating on TXDOT projects, often working hand in hand with Trotti and Thomson.





“WE REALLY VALUE OUR PEOPLE AND WE REALLY VALUE SAFETY HERE AT MATHEWS”

Those values and local relationships made Mathews a prime candidate for acquisition for Oldcastle who were looking to acquire another asphalt company near the gulf coast.

Oldcastle acquired Mathews Construction in 2007 during the middle of a large TXDOT job near Jasper. Since then, Larry said operations have been great. “Connecting with Oldcastle really brought resources to the table, but it was encouraging how we both focused on safety and getting our guys home.”

Their record speaks for itself, with zero recordable injuries since acquisition.

When asked about what has changed since the acquisition, Ace and Larry both laugh. “Everything is the same,” Ace chides, “the equipment is better, the support is better, but the guys are the same and the quality is still here.”

Oldcastle wanted us to keep our culture intact and come along side us as support. It’s worked out really well”

Mathews Construction is yet another example of how Oldcastle really is a Family of Families.



TEXAS CONCRETE MATERIALS HAS

AUSTIN BERGSTROM COVERED

Over the last several years, Texas Concrete has supplied material to several high-profile and notable projects in the Austin area. When Austin-Bergstrom Airport announced major renovation and enhancement projects, it came as no surprise that Texas Concrete would be joining the project.

In 1942, the City of Austin purchased 4,000 acres located miles from downtown with a plan to build an airfield that would boost economic development for the area. After donating the site to the United States government, Bergstrom Army Airfield was born. Named to honor Captain John Bergstrom, a reservist in the 19th Bombardment Group and also the first Austinite killed during WWII, the airfield was home to continuous military operations until the early 1990s, when the facility was decommissioned. In 1993 Austin voters approved a \$400 million bond package to relocate air traffic from Robert Mueller Municipal Airport to Bergstrom Field. Austin Bergstrom International Airport officially opened in May of 1999.

Much has changed in the 70 plus years since the original Bergstrom land purchase by the City of Austin. Austin is now the second largest state capitol city in the country, with a metro area of more than 1.3 million people. The recent boost in population and economic development has resulted in a substantial increase in commercial and freight air traffic. Austin-Bergstrom Airport now boasts over 10 million passengers annually, with over 150 daily departures to 45 destinations in 3 countries.

Texas Concrete Materials recently completed two major projects at Bergstrom Airport, the most notable of which was the new rental car facility, commonly referred to as CONRAC. CONRAC is a 1.6 million square foot parking facility adjacent to the main terminal building. The \$150 million, five level facility will consolidate all rental car activity, as well as provide an additional 900 parking spaces for travelers. After the project owner named Austin Commercial the design-build contractor for the project, Austin turned to Texas Concrete to supply the 90,000 cubic yards of ready-mix required to build the structure.

"Working with Austin (Commercial) is a natural fit for us", said Wallace. "We enjoy the relationship we have with those guys; Austin is a great company. In the last several years, we have experienced a great deal of success together on some large, high-profile projects including the W Hotel and the F1 Track. Texas Concrete was extremely pleased and grateful to be involved in another Austin Commercial project."



DELIVER LOCALLY, EVERYWHERE

After work began on CONRAC, the Federal Aviation Administration awarded funds to the City of Austin for a portion of taxiway improvement at Bergstrom. The \$9 million expansion, which includes taxiway and shoulder expansions, was awarded to Chasco Contracting who turned to Texas Concrete to supply material for the project. "The Chasco taxiway project worked out very well. As with Austin Commercial, we are pleased to be associated with Chasco on their project. Our close plant proximity allowed us to meet their schedule; it was a unique opportunity to work for two great customers in one location", added Wallace.

Texas Concrete General Manager Mike Wallace has fond memories of Bergstrom dating back to the late 1980's. "When I started my career in ready-mix, I worked in an old Morgan building that served as the office and batch house; our plant was close enough to the airport that when the military jets would come over, the windows would shake...you would think the building was coming apart!"

Today, Wallace still offices close to the airport, the accommodations are better, and instead of jets doing "fly byes", Wallace listens to mixer trucks roll in and out of the yard. A strong finish to 2014 and a great start to 2015, have the Texas Concrete team excited about the future; business is good, Austin is booming. On to the next project.



Margarito Escobedo & Nate Ladson
TEXAS CONCRETE MATERIALS



SPECIAL INTEREST

OLDCASTLE EMPLOYEES FORGE A BETTER WAY IN COMMUNITY



As the saying goes, "you are either part of the solution or you're part of the problem". Will Hodge has chosen to be part of the solution. Each holiday season, the Albany, Georgia native and Army Veteran who joined the Wheeler team in Belton three years ago, helps organize "Helping Hand in Need". The program helps families in the Belton-Temple-Killeen area that are, as Will says, "in need of a little boost".

Will and Wheeler have partnered with the Killeen Independent School District and their CIS Program to identify those in need. This past holiday season, "Helping Hand" was able to make Thanksgiving and Christmas brighter for five families in the region. Will and his group provided a variety of things, from holiday meals and simple encouragement, to much more. "We had one family that the father had recently lost his job, just down on his luck – they had several small children, and had no food in the house and had their electricity had been cut-off." "I got the call, left work – we were able to pay their utility bill, get their lights turned back on, and stock their pantry with groceries for a month...just in time for Christmas," said Will.

Programs like "Helping Hand in Need" would not be possible if not for the work and commitment from people like Will Hodge. Thanks Will. Thanks for your service to our country, and continued service to our community.

OLDCASTLE MATERIALS SOUTHWEST DIVISION **HONORED WITH** QUALITY IN CONSTRUCTION AWARD

Wheeler is being honored with a Quality in Construction Award by the National Asphalt Pavement Association. The award, which was presented in February at the association's annual meeting in Marco Island, FL, recognized select projects throughout the country that exemplify what is best about our industry. The Wheeler team, led by Ben Liggett and Amado Ledesma, is being recognized for their work on TxDOT project, FM 416.



NATIONAL ASPHALT
PAVEMENT ASSOCIATION



Ben Liggett



NORTH TEXAS FOOD BANK

PAVEMENT SOLUTIONS MAKES A DIFFERENCE IN THE COMMUNITY

Oldcastle Pavement Solutions was formed on a platform of adding superior value and service. Russell Lindsey and his team take pride in adding value and providing superior service not only to their customers, but to the community as well. In the short time Pavement Solutions has been operating, its team has already made an impact on the community.

Oldcastle Pavement Solutions had the honor of volunteering their time to assist in completing the Wounded Warriors Memorial at DFW airport. Crew foreman Jose Perez and his team spent the day crack-sealing pavers to honor those that serve and protect our country.

Did you know that The North Texas Food Bank is the largest provider of meals to families in need in North Texas? Recently, members of the Pavement Solutions team assisted in boxing meals. In four hours, Russell and his crew boxed more than 3,000 meals! These boxes will go to help feed the 10,000 families that the North Texas Food Bank serves each week.

The Pavement Solutions team is working hard to pave the way for a better community, representing the core of what the Oldcastle family of companies is all about...giving.



NEWS & NOTES



ON THE MOVE...



Guy Bobbora

**SALES
TEXAS BIT**

Guy joins the Sales Team, bringing 20 years of experience in the heavy highway and asphalt production business with him.



Benjamin Hollingsworth

**SHOP FOREMAN
OLDCASTLE MATERIALS TEXAS**

Benjamin joins Oldcastle as the Marble Falls Quarry Shop Foreman after a 21 year career in the United States Army.



Steven Helton

**PROJECT MANAGER
TROTTI & THOMSON**

Steve comes to Trotti after working 32 years for the Texas Department of Transportation.



TJ Brown

**OPERATIONS MANAGER
OLDCASTLE PAVEMENT SOLUTIONS**

TJ moves into a new role as operations manager for Pavement Solutions, having previously served as project superintendent.



John Reid

**OPERATIONS MANAGER
OLDCASTLE MATERIALS TEXAS**

John was recently promoted to Operations Manager of Oldcastle Materials Texas, bringing years of quarry operations and distribution experience to Central Texas.



Jose Pineda

**ACCOUNTING CLERK
WHEELER COMPANIES**

Jose joins the Wheeler Accounting team where he will assist with construction billing and reconciliation.



Ashley Landrum

**HUMAN RESOURCE ANALYST
SOUTHWEST DIVISION**

Ashley joined the Southwest Division of Oldcastle Materials in October of 2014. Prior experience includes a stint at Hitachi Consulting, along with related industry experience at Cemex.



Tyler Leithauser

**PIT OPERATIONS MANAGER MARBLE FALLS
OLDCASTLE MATERIALS TEXAS**

Tyler joins the Oldcastle Materials Texas team after serving as Plant Manager of Roberts Quarry for APAC Central in Oklahoma.



Michelle Colletta

**HUMAN RESOURCE MANAGER
TROTTI & THOMSON**

Michelle arrives in Beaumont after serving 11 years as Human Resource Manager of APAC Memphis. Prior to joining the Tennessee group, Michelle worked as an HR Representative at the corporate office in Atlanta.



Nick Schack

**VICE PRESIDENT & GENERAL MANAGER
OLDCASTLE GULF COAST**

Nick moves into his new role with Oldcastle Materials as VP of the newly formed Gulf Coast operations, after having served previously as Director of Development for the Central West/Southwest Division.



CONGRATS OUTSTANDING EMPLOYEES

Each recipient will receive a \$100 gift card as a thank you for their hard work and commitment.



ERIC MATA

Eric Mata, Loader Operator at the Corsicana Plant is recognized as an Outstanding Employee for Texas Bitulithic. Eric has been with Texas Bitulithic since 2010, where he started on a construction crew.

Eric was nominated for Employee of the Quarter because of his high safety awareness, and his quick actions that stopped what could have been a serious incident. Eric saw a customer out of his truck while on the scales, and recognized that he was in danger. Eric was able to warn his foreman just in time to prevent mix from being dropped on the customer. Eric "saw something and did something".



LEWIS KAGLE

Lewis Kagle is recognized as an Outstanding Employee for Trotti & Thompson. Lewis's employment started with Trotti & Thomson in 1996 as an Equipment Operator. Shortly thereafter Mr. Kagle transitioned to a Heavy Haul Truck Driver.

Lewis has driven over one million miles without recording a preventable fleet accident. Congratulations to Lewis. When not at work Lewis enjoys fishing, hunting, and spending time with the family.



CHAD TURLEY

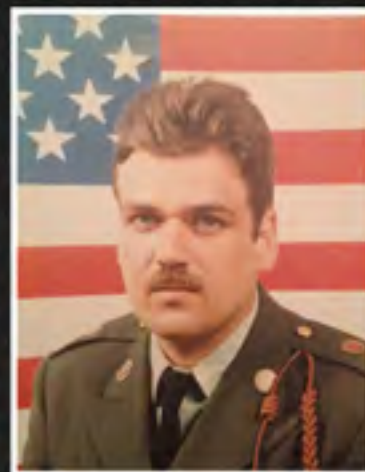
Seward Junction Terminal Scale Operator Chad Turley has been recognized as an Outstanding Employee for Wheeler Companies. A member of the Wheeler team since 2007, Chad began his career as a loader operator, moving into the scale house in 2009. Chad's duties include coordinating train cars and trucks for shipping and receiving materials.

Notable Achievements



Curtis Eckhoff, EHS Director for Texas Bit, was recently honored as the Oldcastle Materials 2014 **EHS Person of the Year**. Curtis received this award based on the outstanding safety performance of Texas Bit during 2014. Texas Bit was also honored with the **CRH Chairman Safety Award**, as well as the **Oldcastle Materials Word Class Safety Award**. Congratulations to Curtis and Texas Bit.

GUESS WHO?!



ANSWER: WILLIAM B. HENNING, EHS Director
101.190.1134

2015 PAC MEMBERS



EMERALD

GUY BOBBORA
RICH BYTHEWOOD
NATHAN CREECH
GREGG EGGERT
STANLEY FLORES
WILLAM HODGE

KAL KINCAID
STEPHEN KOONCE
BEN LIGGETT
KYLE LIGGETT
STEVE LIGGETT

RUSSELL LINDSEY
RYAN LINDSEY
JOE NAIVAR JR.
DAVID REESE
BRANDON SMITH
DAVID YOUNG

DIAMOND

ERIC D. BAILEY
BRETT BALLARD
TONY BERMUDEZ
MICHAEL BROWN
DEAN BUCHANAN
TROY CARTER
MICHELLE COLETTA

DEAN DONNELLAN
LARRY DUFFEY
NINA FLORES
CYNTHIA FRERICHS
CHRIS HANCOCK
ZANDRA JOHNSON
ANGELA KVARME

JOSEPH BAILEY LEWIS
CHRISTOPHER LUKINS
LARRY MATHEWS
LANCE PHILLIPS
ERIC PUCKETT
JON C. REED
STEPHEN M. ROSS

TIM SAENZ
JON W. SHERWIN
REYNALDO SOTO
JAMES TARVIN
MICHAEL TRUSTY
STEPHEN TUCKER
JUSTIN WAITS
MIKE WALLACE

PLATINUM

MICHELLE ACKERMAN
STEPHEN BAILEY
RANDY BATY
T.J. BROWN
RICHARD CONE
BARRY EGBERT

STEVE HELTON
RONNIE HOLDER
AMADO LEDESMA
L.L. MATHEWS JR.
GARY MCDOWELL
JONATHAN MERRITT

JIMMY MICHAEL
GREG MORISEY
DAVID MORTON
JOHN W. PARSON
SHAWN POLK
RACHEL SACKETT

MARK SMITH
CORBEN THOMAS
GARRETT THOMAS
ABEL VASQUEZ
WAYNE VOSWINKEL

GOLD

ELAINE CHRISTIAN AMAN
JOSE A BECERRIL
SCOTT BLANCHARD
JOE BOTELLO
ARTEMIO CABRAL
ZENARDO CABRAL
ERNEST CANTU
RONALD CLINT CARGILL
ARTEMIO CEBALLOS
DAVID CEBALLOS
JAMES A. CONNOR
CARLOS A. CONTRERAS
ALFREDO JR. COSTILLA
OSCAROS COSTIYA

KRISTIE CROFT
KEN DALTON
ERIC DAVIS
THOMAS DENMAN
RONALD G. DYER
CURTIS ECKHOFF
LOUIS EDWARDS JR.
JAMES ELLENBERGER
KELLY ENGINGER
RODNEY EVANS
DUSTIN FAGLIE
KELVIN FIGAROA
FELIX GAMBOA
JESSE GARCIA

LUNA MANUEL GARCIA
MICHAEL GARCIA
RICARDO GARCIA
MIKE GARZA
ANTHONY GAUNA
TODD GERJETS
SHANE GUTHRIE
STEVEN HAFNER
EDITHORNA HAMPTON
JOHN HAY
PATRICK HICKMAN
JOSE IBARRA
JUAN IBARRA
ROBERTO IBARRA

ERIC JOHNSON
JAMES F. JOHNSON
MARIA JOHNSON
MARK JONES
RICO KEELING
JAMIE KENNEDY
JOE KLEPPER
ANTHONY LANGSTON
JOE LEDESMA
ANTONIO V. LEDESMA
JESSE LEWIS
RICARDO LERA
ALDO LOPEZ
STEPHEN MCCONATHY

ZANDRA MCCOY
DALE MCEHEN
KENNETH MCKETHAN
JUAN MARTINEZ
LEE ROY MARTINEZ
RODRIGO MARTINEZ
CHRISTOPHER MICHAEL
TIMMY MONSEY
E. MARK MORGAN
KEVIN O'CONNELL
JACOS PEREZ
WENE PEREZ
MICHAEL PETZOLD
KENNETH PERCE

JAVIER PINA
ROBERTO PINA
BENJAMIN RAMIREZ
CARLOS RAMON
KYLE RANGNOW
ANDY REYES
LUIS REYNA
STEPHEN REYNOLDS
EFRAIN RIVERA
BUCK ROBINSON
JOEL RODRIGUEZ
STEPHEN D. RODRIGUEZ
HUGO ROJAS
WETZLA RUTLEDGE

JAIME SALAZAR
MARCIAL SALAZAR
DAVID SANCHEZ
PAT SCHMITZ
WALTER SHANTZ
ALFONSO SUAREZ
ANTHONY SWEGART
WILLIAM WARNER
MARK WATKINS
JOSH WEBSTER
JASON WHALEN
DAVID WHITENBURG
SEN WILKERSON
KIMBERLY WINK